

GTCR Gridlock Holdings (Cayman), L.P.

**Consolidated Financial Report
For the year ended 30 June 2015**

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Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the year ended 30 June 2015

	Notes	2015 \$'000	2014 \$'000
Revenue	7	153,484	138,049
Other income	7	514	463
Operating expenses		(93,950)	(85,916)
Selling, general and administrative expenses		(33,244)	(28,255)
Depreciation and amortisation		(23,391)	(23,228)
Finance costs		(5,162)	(5,822)
Foreign currency transaction (loss)/gain		(17,287)	3,234
Loss before income tax		<u>(19,036)</u>	<u>(1,475)</u>
Income tax benefit	9	867	11
Loss for the year		<u>(18,169)</u>	<u>(1,464)</u>
Other comprehensive income for the year, net of income tax:			
Foreign currency translation reserve		19,068	(2,557)
Unrealised gain on interest rate swaps		168	126
Total other comprehensive income/(loss) for the year		<u>19,236</u>	<u>(2,431)</u>
Total comprehensive income/(loss) for the year		<u>1,067</u>	<u>(3,895)</u>

This statement should be read in conjunction with the notes to the financial statements.

Consolidated Statement of Financial Position

As at 30 June 2015

	Notes	2015 \$'000	2014 \$'000
Assets			
Current			
Cash and cash equivalents	11	25,880	28,519
Trade and other receivables	12	28,848	26,758
Other current assets	13	856	980
Current assets		55,584	56,257
Non-current			
Property, plant and equipment	16	6,790	5,347
Intangible assets	15	89,232	108,274
Goodwill	14	93,885	93,715
Deferred tax assets	17	7,956	3,961
Other assets	13	323	243
Non-current assets		198,186	211,540
Total assets		253,770	267,797
Liabilities			
Current			
Trade and other payables	18	26,182	21,113
Deferred revenue	20	206	1,532
Current tax liabilities	17	1,078	1,672
Financial liabilities	21	2,559	7,937
Provisions	19	709	677
Current liabilities		30,734	32,931
Non-current			
Trade and other payables	18	66	54
Financial liabilities	21	46,711	56,089
Deferred tax liabilities	17	22,125	26,261
Derivatives	22	1,229	1,487
Other liabilities	23	779	634
Provisions	19	476	555
Non-current liabilities		71,386	85,080
Total liabilities		102,120	118,011
Net assets		151,650	149,786
Equity			
Partners' equity	24	248,717	226,419
Reserves		30,728	10,695
Accumulated losses		(127,795)	(87,328)
Total equity		151,650	149,786

This statement should be read in conjunction with the notes to the financial statements.

Consolidated Statement of Changes in Equity

For the year ended 30 June 2015

	Partners' Equity \$'000	Foreign Currency Translation Reserve \$'000	Interest Rate Hedging Reserve \$'000	Equity Based Payments Reserve \$'000	Accumulated Losses \$'000	Total Equity \$'000
Balance at 1 July 2013	207,667	12,919	(1,093)	959	(67,112)	153,340
Total comprehensive income:						
Net loss	-	-	-	-	(1,464)	(1,464)
Preferred equity dividends	18,752	-	-	-	(18,752)	-
Other comprehensive income	-	(2,557)	126	-	-	(2,431)
Transactions with owners in their capacity as owners:						
Equity based compensation	-	-	-	341	-	341
Balance at 30 June 2014	226,419	10,362	(967)	1,300	(87,328)	149,786
Total comprehensive income:						
Net loss	-	-	-	-	(18,169)	(18,169)
Preferred equity dividends	22,298	-	-	-	(22,298)	-
Other comprehensive income (loss)	-	19,068	168	-	-	19,236
Transactions with owners in their capacity as owners:						
Equity based compensation	-	-	-	797	-	797
Balance at 30 June 2015	248,717	29,430	(799)	2,097	(127,795)	151,650

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This statement should be read in conjunction with the notes to the financial statements.

Consolidated Statement of Cash Flows

For the year ended 30 June 2015

	Notes	2015 \$'000	2014 \$'000
Operating activities			
Receipts from customers		169,707	154,244
Payments to suppliers and employees		(139,447)	(130,819)
Interest received		514	463
Finance costs		(4,512)	(5,105)
Income tax paid		(7,979)	(3,405)
Net cash from operating activities	27	18,283	15,378
Investing activities			
Purchase of property, plant and equipment		(4,066)	(2,474)
Proceeds from disposals of property, plant and equipment		1	6
Net cash used in investing activities		(4,065)	(2,468)
Financing activities			
Proceeds from borrowings		-	1,524
Repayment of borrowings		(15,884)	(6,971)
Net cash (used in financing activities)		(15,884)	(5,447)
Net change in cash and cash equivalents		(1,666)	7,463
Cash and cash equivalents, beginning of year		28,519	20,607
Exchange differences on cash and cash equivalents		(973)	449
Cash and cash equivalents, end of year	11	25,880	28,519

This statement should be read in conjunction with the notes to the financial statements.

Notes to the Consolidated Financial Statements

1 Corporate information

Nature of operations

GTCR Gridlock Holdings (Cayman), L.P. and its subsidiaries (the “Partnership”) provides traffic and news information reports to radio and/or television stations in international markets, including Australia, Canada, the United Kingdom and Brazil. The Partnership derives a substantial majority of its revenues from the sale of commercial advertising embedded within these information reports. The Partnership obtains these advertising commercials from radio and television stations in exchange for information reports and/or cash compensation.

General information and statement of compliance

The consolidated general purpose financial statements of the Partnership have been prepared in accordance with the requirements of Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board. These financial statements also comply with the International Financial Reporting Standards (IFRS) as issued by the International Accounting Standards Board (IASB). GTCR Gridlock Holdings (Cayman), L.P. is a for-profit partnership for the purpose of preparing the consolidated financial statements.

GTCR Gridlock Holdings (Cayman), L.P. (the “Partnership” or “Cayman”) is a Cayman Islands limited partnership that formed on 25 July 2011 for the purpose of acquiring Global Traffic Network, Inc. (“GTN”). The purchase of GTN was completed 28 September 2011 with GTN becoming a wholly owned indirect subsidiary of the Partnership. Certain subsidiaries of GTN were transferred to other indirect subsidiaries of the Partnership. GTCR Gridlock Partners, Ltd. is the General Partner (the “General Partner”) of the Partnership. The address of its registered office and its principal place of business is Maples Corporate Services Limited, PO Box 309, Ugland House, Grand Cayman KY1-1104, Cayman Islands.

The consolidated financial statements for the year ended 30 June 2015 (including comparatives) were approved and authorised for issuance on 8 October 2015. The Partnership has the power to amend and reissue the financial statements.

2 Summary of accounting policies

2.1 Overall considerations

The significant accounting policies that have been used in the preparation of these consolidated financial statements are summarised below.

The consolidated financial statements have been prepared using the measurement bases specified by Australian Accounting Standards for each type of asset, liability, income and expense. The measurement bases are more fully described in the accounting policies below.

2.2 Basis of consolidation

The Partnership financial statements consolidate those of GTCR Gridlock Holdings (Cayman), L.P. and all of its subsidiaries as of 30 June 2015. The Partnership controls a subsidiary if it is exposed, or has rights, to variable returns from its involvement with the subsidiary and has the ability to affect those returns through its power over the subsidiary. All subsidiaries have a reporting date of 30 June.

All transactions and balances between companies of the Partnership are eliminated on consolidation, including unrealised gains and losses on transactions between the Partnership and the companies. Where unrealised losses on “intra-group” asset sales are reversed on consolidation, the underlying asset is also tested for impairment from a Partnership perspective. Amounts reported in the financial statements of subsidiaries have been adjusted where necessary to ensure consistency with the accounting policies adopted by the Partnership.

Profit or loss and other comprehensive income of subsidiaries acquired or disposed of during the year are recognised from the effective date of acquisition, or up to the effective date of disposal, as applicable.

2.3 Business combination

The Partnership applies the acquisition method in accounting for business combinations.

The consideration transferred by the Partnership to obtain control of a subsidiary is calculated as the sum of the acquisition date fair values of assets transferred, liabilities incurred and the equity interests issued by the Partnership, which includes the fair value of any asset or liability arising from a contingent consideration arrangement. Acquisition costs are expensed as incurred.

The Partnership recognises identifiable assets acquired and liabilities assumed in a business combination regardless of whether they have been previously recognised in the acquiree’s financial statements prior to the acquisition. Assets acquired and liabilities assumed are generally measured at their acquisition-date fair values.

Goodwill is stated after separate recognition of identifiable intangible assets. It is calculated as the excess of the sum of (a) fair value of consideration transferred; (b) the recognised amount of any non-controlling interest in the acquiree; and (c) acquisition-date fair value of any existing equity interest in the acquiree, over the acquisition-date fair values of identifiable net assets. If the fair values of identifiable net assets exceed the sum calculated above, the excess amount (i.e. gain on a bargain purchase) is recognised in profit or loss immediately.

2.4 Foreign currency translation

Functional and presentation currency

The consolidated financial statements are presented in Australian Dollars (AUD). ATN and Aus Hold Co's functional currency is Australian dollars (AUD); CTN's functional currency is Canadian dollars (CAD); UK Hold Co and UK-Commercial's functional currency is British Pounds (GBP); and BTN's functional currency is Brazilian Real (BRL). The remaining subsidiaries functional currency is United States dollars (USD).

The functional currency of GTCR Gridlock Holdings (Cayman), L.P. is USD since the partners are almost exclusively residents of the United States. These financial statements presentation currency is AUD which is the functional currency of the largest portion of the Partnership's operations.

Foreign currency transactions and balances

Foreign currency transactions are translated using the exchange rates prevailing at the dates of the transactions (spot exchange rate). Foreign exchange gains and losses resulting from the settlement of such transactions and from the re-measurement of monetary items at year end exchange rates are recognised in profit or loss.

Loans between group entities are eliminated upon consolidation. Where the loan is between group entities that have different functional currencies, the foreign exchange gain or loss is not eliminated and is recognized in the consolidated statement of profit and loss unless the loan is not expected to be settled in the foreseeable future and thus forms part of the net investment in the foreign operation. In such a case, the foreign exchange gain or loss is recognized in other comprehensive income.

Non-monetary items are not retranslated at year-end and are measured at historical cost (translated using the exchange rates at the date of the transaction), except for non-monetary items measured at fair value which are translated using the exchange rates at the date when fair value was determined.

Foreign operations

In the Partnership's financial statements, all assets, liabilities and transactions of entities with a functional currency other than AUD are translated into AUD upon consolidation. Goodwill and fair value adjustments arising on the acquisition of a foreign operation are treated as assets and liabilities of the foreign operation and translated at the closing rate. The functional currency of the entities in the Partnership has remained unchanged during the reporting period.

On consolidation, assets and liabilities have been translated into AUD at the closing rate at the reporting date. Income and expenses have been translated into AUD at the average rate over the reporting period. Exchange differences are charged / credited to other comprehensive income and recognised in the currency translation reserve in equity. On disposal of a foreign operation the cumulative translation differences recognised in equity are reclassified to profit or loss and recognised as part of the gain or loss on disposal.

2.5 Revenue recognition

Advertising revenue

Advertising revenue is earned and recognised at the time commercial advertisements are broadcast. Advertising revenues are reported net of commissions provided to third party advertising agencies that represent a majority of the advertisers. Payments received or

amounts invoiced in advance are deferred until earned and such amounts are included as a component of deferred revenue in the accompanying consolidated statement of financial position. Sales taxes, goods and service taxes, value added taxes and similar charges collected by the Partnership on behalf of government authorities are not included as a component of revenue.

Interest and dividend income

Interest income and expenses are reported on an accrual basis using the effective interest method. Dividend income, other than those from investments in associates, is recognised at the time the right to receive payment is established.

2.6 Operating expenses

The cost of producing and distributing the radio and television traffic and news reports and services and the obtaining of advertising inventory are considered operating expenses. These consist mainly of personnel, aviation costs, facility costs, third party content providers and station compensation. Operating expenses are recognised when incurred.

2.7 Station compensation and reimbursement

The Partnership generally enters into multiyear contracts with radio and television stations. These contracts call for the provision of various levels of service (including, but not limited to providing professional broadcasters, gathering of information, communications costs and aviation services) and, in some cases, cash compensation or reimbursement of expenses. Station compensation and reimbursement is a component of operating expenses on the accompanying consolidated statement of profit or loss and other comprehensive income and is recognised over the terms of the contracts, which is not materially different than when the services are performed.

2.8 Trade receivables

Trade receivables are recognised initially at fair value and subsequently measured at amortised cost using the effective interest method, less provision for impairment. Trade receivables are generally due for settlement within 30 days. They are presented as current assets unless collection is not expected for more than 12 months after the reporting date.

Collectability of trade receivables is reviewed on an ongoing basis. Debts which are known to be uncollectible are written off by reducing the carrying amount directly. An allowance account (provision for impairment of trade receivables) is used when there is objective evidence that the Partnership will not be able to collect all amounts due according to the original terms of the receivables. Significant financial difficulties of the debtor, probability that the debtor will enter bankruptcy or financial re-organisation, and default or delinquency in payments (more than 30 days overdue) are considered indicators that the trade receivable is impaired. The amount of the impairment allowance is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. Cash flows relating to short-term receivables are not discounted if the effect of discounting is immaterial.

The amount of the impairment loss is recognised in profit or loss within selling, general and administrative expenses. When a trade receivable for which an impairment allowance had been recognised becomes uncollectible in a subsequent period, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against selling, general and administrative expenses in profit or loss.

2.9 Goodwill

Goodwill represents the future economic benefits arising from a business combination that are not individually identified and separately recognised. Goodwill is carried at cost less accumulated impairment losses. Goodwill is not amortised but it is tested for impairment annually, or more frequently if events or changes in circumstances indicate that it might be impaired, and is carried at cost less accumulated impairment losses. Gains and losses on the disposal of an entity include the carrying amount of goodwill relating to the entity sold.

Goodwill is allocated to cash-generating units for the purpose of impairment testing. The allocation is made to those cash-generating units or groups of cash-generating units that are expected to benefit from the business combination in which the goodwill arose. The units or groups of units are identified at the lowest level at which goodwill is monitored for internal management purposes, being the operating segments.

2.10 Intangible assets

Intangible assets are stated at cost. Intangible assets with definite lives are amortised over their expected useful lives on a straight line basis, as follows:

- station contracts: 14 years
- advertising contracts: 4.5 years

Amortisation expense is not reflected for intangible assets with indefinite lives such as trade names and the Partnership annually tests these assets for impairment. There is no residual value recognised with regard to intangible assets subject to amortisation.

2.11 Property, plant and equipment

IT equipment, motor vehicles, aircraft and other equipment

IT equipment, motor vehicles, aircraft and other equipment (comprising furniture and fittings) are initially recognised at acquisition cost or manufacturing cost, including any costs directly attributable to bringing the assets to the location and condition necessary for it to be capable of operating in the manner intended by the Partnership's management.

IT equipment, motor vehicles, aircraft and other equipment are subsequently measured using the cost model, cost less subsequent depreciation and impairment losses. An asset's carrying amount is written down immediately to its recoverable amount if the asset's carrying amount is greater than its estimated recoverable amount.

Depreciation is recognised on a straight-line basis to write down the cost less estimated residual value of computer equipment, motor vehicles, aircraft and other equipment. The following useful lives are applied:

- computer equipment and software: 3-5 years
- motor vehicles: 7 years
- helicopters and fixed wing aircraft: 6-8 years
- helicopters engine rebuilds: 2-3 years
- furniture, equipment and other: 5 years
- recording, broadcasting and studio equipment: 5 years.

Material residual value estimates and estimates of useful life are updated as required, but at least annually.

Gains or losses arising on the disposal of property, plant and equipment are determined as the difference between the disposal proceeds and the carrying amount of the assets and are recognised in profit or loss within other income or other expenses.

2.12 Leased assets

Finance leases

The economic ownership of a leased asset is transferred to the lessee if the lessee bears substantially all the risks and rewards of ownership of the leased asset. Where the Partnership is a lessee in this type of arrangement, the related asset is recognised at the inception of the lease at the fair value of the leased asset or, if lower, the present value of the lease payments plus incidental payments, if any. A corresponding amount is recognised as a finance lease liability. The corresponding finance lease liability is reduced by lease payments net of finance charges. The interest element of lease payments represents a constant proportion of the outstanding capital balance and is charged to profit or loss, as finance costs over the period of the lease.

Operating leases

All other leases are treated as operating leases. Where the Partnership is a lessee, payments on operating lease agreements are recognised as an expense on a straight-line basis over the lease term. Associated costs, such as maintenance and insurance, are expensed as incurred.

2.13 Impairment testing of goodwill, other intangible assets and property, plant and equipment

For impairment assessment purposes, assets are grouped at the lowest levels for which there are largely independent cash inflows (cash-generating units). As a result, some assets are tested individually for impairment and some are tested at cash-generating unit level. Goodwill is allocated to those cash-generating units that are expected to benefit from synergies of the related business combination and represent the lowest level within the Partnership at which management monitors goodwill.

Cash-generating units to which goodwill has been allocated (determined by the Partnership's management as equivalent to its operating segments) and trade names are tested for impairment at least annually. All other individual assets or cash-generating units are tested for impairment whenever events or changes in circumstances indicate that the carrying amount may not be recoverable.

An impairment loss is recognised for the amount by which the asset's or cash-generating unit's carrying amount exceeds its recoverable amount, which is the higher of fair value less costs to sell and value-in-use. To determine the value-in-use, management estimates expected future cash flows from each cash-generating unit and determines a suitable discount rate in order to calculate the present value of those cash flows. The data used for impairment testing procedures are directly linked to the Partnership's latest approved budget, adjusted as necessary to exclude the effects of future reorganisations and asset enhancements. Discount factors are determined individually for each cash-generating unit and reflect management's assessment of respective risk profiles, such as market and asset-specific risks factors.

Impairment losses for cash-generating units reduce first the carrying amount of any goodwill allocated to that cash-generating unit. Any remaining impairment loss is charged pro rata to the other assets in the cash-generating unit. With the exception of goodwill, all assets are subsequently reassessed for indications that an impairment loss previously

recognised may no longer exist. An impairment charge is reversed if the cash-generating unit's recoverable amount exceeds its carrying amount.

2.14 Financial instruments

Recognition, initial measurement and derecognition

Financial assets and financial liabilities are recognised when the Partnership becomes a party to the contractual provisions of the financial instrument, and are measured initially at fair value adjusted by transactions costs, except for those carried at fair value through profit or loss, which are measured initially at fair value. Subsequent measurement of financial assets and financial liabilities are described below.

Financial assets are derecognised when the contractual rights to the cash flows from the financial asset expire, or when the financial asset and all substantial risks and rewards are transferred. A financial liability is derecognised when it is extinguished, discharged, cancelled or expires.

Classification and subsequent measurement of financial assets

For the purpose of subsequent measurement, financial assets other than those designated and effective as hedging instruments are classified into the following categories upon initial recognition:

- loans and receivables;

All financial assets are subject to review for impairment at least at each reporting date to identify whether there is any objective evidence that a financial asset or a group of financial assets is impaired. Different criteria to determine impairment are applied for each category of financial assets, which are described below.

All income and expenses relating to financial assets that are recognised in profit or loss are presented within finance costs, finance income or other financial items, except for impairment of trade receivables which is presented within selling, general and administrative expenses.

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. After initial recognition, these are measured at amortised cost using the effective interest method, less provision for impairment. Discounting is omitted where the effect of discounting is immaterial. The Partnership's cash and cash equivalents, trade and most other receivables fall into this category of financial instruments.

Individually significant receivables are considered for impairment when they are past due or when other objective evidence is received that a specific counterparty will default. Receivables that are not considered to be individually impaired are reviewed for impairment in groups, which are determined by reference to the industry and region of a counterparty and other shared credit risk characteristics. The impairment loss estimate is then based on recent historical counterparty default rates for each identified group.

Deferred loan costs relate to the costs related to the debt financing of Aus Hold Co and are amortised using the effective interest method over the five year life of the loan. Expense recognised related to the effective interest method is recognised as a component of finance

costs in the Partnership's consolidated statement of profit or loss and other comprehensive income.

Classification and subsequent measurement of financial liabilities

The Partnership's financial liabilities include borrowings, trade and other payables and derivative financial instruments.

Financial liabilities are measured subsequently at amortised cost using the effective interest method, and are carried subsequently at fair value with gains or losses recognised in profit or loss.

All interest-related charges and, if applicable, changes in an instrument's fair value that are reported in profit or loss are included within finance costs or finance income.

Derivative financial instruments and hedge accounting

Derivative financial instruments are accounted for as hedging instruments in cash flow hedge relationships, which requires a specific accounting treatment. To qualify for hedge accounting, the hedging relationship must meet several strict conditions with respect to documentation, probability of occurrence of the hedged transaction and hedge effectiveness.

All derivative financial instruments used for hedge accounting are recognised initially at fair value and reported subsequently at fair value in the statement of financial position.

To the extent that the hedge is effective, changes in the fair value of derivatives designated as hedging instruments in cash flow hedges are recognised in other comprehensive income and included within the cash flow hedge reserve in equity. Any ineffectiveness in the hedge relationship is recognised immediately in profit or loss.

At the time the hedged item affects profit or loss, any gain or loss previously recognised in other comprehensive income is reclassified from equity to profit or loss and presented as a reclassification adjustment within other comprehensive income. However, if a non-financial asset or liability is recognised as a result of the hedged transaction, the gains and losses previously recognised in other comprehensive income are included in the initial measurement of the hedged item.

If a forecast transaction is no longer expected to occur any related gain or loss recognised in other comprehensive income is transferred immediately to profit or loss. If the hedging relationship ceases to meet the effectiveness conditions, hedge accounting is discontinued and the related gain or loss is held in the equity reserve until the forecast transaction occurs.

2.15 Income taxes

Under current legislation the Partnership is not subject to income tax and its taxable income/taxable loss (including assessable realised capital gains) is distributed in full to the Partners. The Partnership fully distributes its distributable income/losses, calculated in accordance with the Partnership's constitution and applicable taxation legislation, to the Partners who are presently entitled to the income/loss under the constitution.

Within the subsidiaries, the income tax expense for the period is the tax payable on the current period's taxable income based on the national tax rate for each jurisdiction adjusted by changes in deferred tax assets and liabilities attributable to temporary differences between the tax base of the asset and liabilities and their carrying amount in the financial statements.

Deferred income taxes are calculated using the liability method on temporary differences between the carrying amounts of assets and liabilities and their tax bases. However, deferred tax is not provided on the initial recognition of goodwill or on the initial recognition of an asset or liability unless the related transaction is a business combination or affects tax or accounting profit. Deferred tax on temporary differences associated with investments in subsidiaries is not provided if reversal of these temporary differences can be controlled by the Partnership and it is probable that reversal will not occur in the foreseeable future.

Deferred tax assets and liabilities are calculated, without discounting, at tax rates that are expected to apply to their respective period of realisation, provided they are enacted or substantively enacted by the end of the reporting period.

Deferred tax assets are recognised to the extent that it is probable that they will be able to be utilised against future taxable income, based on the Partnership's forecast of future operating results which is adjusted for significant non-taxable income and expenses and specific limits to the use of any unused tax loss or credit. Deferred tax liabilities are always provided for in full.

Deferred tax assets and liabilities are offset only when the Partnership has a right and intention to set off current tax assets and liabilities from the same taxation authority.

Changes in deferred tax assets or liabilities are recognised as a component of tax benefit or expense in profit or loss, except where they relate to items that are recognised in other comprehensive income (such as the revaluation of land) or directly in equity, in which case the related deferred tax is also recognised in other comprehensive income or equity, respectively.

2.16 Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits, together with other short-term, highly liquid investments that are readily convertible into known amounts of cash and which are subject to an insignificant risk of changes in value.

2.17 Employee Benefits

Short-term employee benefits

Short-term employee benefits are benefits, other than termination benefits, that are expected to be settled wholly within twelve months after the end of the period in which the employees render the related service. Examples of such benefits include wages and salaries, non-monetary benefits and accumulating sick leave. Short-term employee benefits are measured at the undiscounted amounts expected to be paid when the liabilities are settled.

Other long-term employee benefits

The Company's liabilities for annual leave and long service leave are included in other long term benefits when they are not expected to be settled wholly within twelve (months after the end of the period in which the employees render the related service. They are measured

at the present value of the expected future payments to be made to employees. The expected future payments incorporate anticipated future wage and salary levels, experience of employee departures and periods of service, and are discounted at rates determined by reference to market yields at the end of the reporting period on high quality corporate bonds or government bonds that have maturity dates that approximate the timing of the estimated future cash outflows. Any re-measurements arising from experience adjustments and changes in assumptions are recognised in profit or loss in the periods in which the changes occur. The obligations are presented as current liabilities on the statement of financial position if the entity does not have an unconditional right to defer settlement for at least 12 months after the reporting period regardless of when the actual settlement is expected to occur.

2.18 Trade and other payables

These amounts represent liabilities for goods and services provided to the Partnership prior to the end of financial year which are unpaid. The amounts are unsecured and are usually paid within 30 days of recognition. Trade and other payables are presented as current liabilities unless payment is not due within 12 months from the reporting date.

2.19 Equity and reserves

Partners' equity represents the fair value of units that have been issued. Any transaction costs associated with the issuing of units are deducted from partner' equity.

Other components of equity include the following:

- Foreign currency translation reserve – comprises foreign currency translation differences arising on the translation of financial statements of the Partnership's foreign entities into AUD
- Interest rate hedging reserve – comprises changes in the fair value of interest rate hedges that are deemed effective.
- Equity based payment reserve – comprises the cumulative charge to the statement of profit or loss and other comprehensive income for employee equity-based remuneration.

Retained earnings include all current and prior period retained profits.

2.20 Equity based remuneration

The Partnership operates equity-settled equity-based remuneration plans for its employees. The Partnership also operates a cash-settled equity-based remuneration plan for its employees.

All goods and services received in exchange for the grant of any equity-based payment are measured at their fair values. Where employees are rewarded using equity-based payments, the fair values of employees' services are determined indirectly by reference to the fair value of the equity instruments granted. This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions (for example profitability and sales growth targets and performance conditions).

All equity-settled equity-based remuneration is ultimately recognised as an expense in profit or loss with a corresponding credit to equity based payments reserve. If vesting periods or

other vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of equity instruments expected to vest.

Non-market vesting conditions are included in assumptions about the number of equity instruments that are expected to become exercisable. Estimates are subsequently revised if there is any indication that the number of equity instruments expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognised in the current period. No adjustment is made to any expense recognised in prior periods if equity instruments ultimately exercised are different to that estimated on vesting.

Upon exercise of equity instruments, the proceeds received net of any directly attributable transaction costs are allocated to partners' equity.

The same policy is in place for phantom partnership interests, except that it is treated as a liability since it is anticipated these interests will be cash-settled. The liabilities are remeasured to fair value at each reporting date and are presented as non-current other liabilities in the statement of financial position.

2.21 Provisions, contingent liabilities and contingent assets

Provisions for legal disputes, onerous contracts or other claims are recognised when the Partnership has a present legal or constructive obligation as a result of a past event, it is probable that an outflow of economic resources will be required from the Partnership and amounts can be estimated reliably. Timing or amount of the outflow may still be uncertain.

Restructuring provisions are recognised only if a detailed formal plan for the restructuring has been developed and implemented, and management has at least announced the plan's main features to those affected by it. Provisions are not recognised for future operating losses.

Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the reporting date, including the risks and uncertainties associated with the present obligation. Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. Provisions are discounted to their present values, where the time value of money is material.

Any reimbursement that the Partnership can be virtually certain to collect from a third party with respect to the obligation is recognised as a separate asset. However, this asset may not exceed the amount of the related provision.

No liability is recognised if an outflow of economic resources as a result of present obligation is not probable. Such situations are disclosed as contingent liabilities, unless the outflow of resources is remote in which case no liability is recognised.

2.22 Goods and services taxes (GST)

Revenues, expenses and assets are recognized net of any amount of associated GST, value added taxes (VAT), Quebec sales tax (QST), harmonized sales tax (HST) and similar taxes unless the tax incurred is not recoverable from the taxation authority. In such case the tax is recognized as part of the cost of the acquisition of the asset or as part of the expense.

Receivables and payables are stated inclusive of the amount of GST and related taxes receivable or payable. The net amount of these taxes recoverable from, or payable to, the taxation authority is included in trade and other payables in the balance sheet.

Cash flows are presented on a gross basis. The components of cash flows arising from investing or financing activities which are recoverable from, or payable to the taxation authority, are presented as operating cash flows.

2.23 Rounding of amounts

Amounts in the financial statements have been rounded off to the nearest \$1,000, or in certain cases, the nearest dollar.

2.24 Significant management judgement in applying accounting policies and estimation uncertainty

When preparing the financial statements, management undertakes a number of judgements, estimates and assumptions about the recognition and measurement of assets, liabilities, income and expenses.

Significant management judgement

The following are significant management judgements in applying the accounting policies of the Partnership that have the most significant effect on the financial statements.

Recognition of deferred tax balances

The extent to which deferred tax balances are recognised is based on an assessment of the probability of the Partnership's future taxable income against which the deferred tax assets can be utilised or liabilities assessed. In addition, significant judgement is required in assessing the impact of any legal or economic limits or uncertainties in various tax jurisdictions.

Impairment

In assessing impairment, management estimates the recoverable amount of each asset or cash-generating unit based on expected future cash flows and uses an interest rate to discount them. Estimation uncertainty relates to assumptions about future operating results and the determination of a suitable discount rate.

Useful lives of depreciable assets

Management reviews its estimate of the useful lives of depreciable assets at each reporting date, based on the expected utility of the assets. Uncertainties in these estimates relate to technical obsolescence that may change the utility of certain property, plant and equipment.

Fair value of financial instruments

Management uses valuation techniques to determine the fair value of financial instruments (where active market quotes are not available) and non-financial assets. This involves developing estimates and assumptions consistent with how market participants would price the instrument. Management bases its assumptions on observable data as far as possible but this is not always available. In that case management uses the best information available. Estimated fair values may vary from the actual prices that would be achieved in an arm's length transaction at the reporting date.

2.25 Parent entity financial information

The financial information for the parent entity, GTCR Gridlock Holdings (Cayman) L.P., disclosed in Note 30 has been prepared on the same basis as the consolidated financial statements except as set out below.

(i) Investment in subsidiaries

Investments in subsidiaries are accounted for at cost in the financial statements of GTCR Gridlock Holdings (Cayman), L. P. Dividends received are recognized when the right to receive the dividend is established.

(ii) Taxes

As a partnership, GTCR Gridlock Holdings (Cayman) L. P. does not recognize the taxes related to its income as these are the responsibility of the partners.

(iii) Equity based payments

The grant of equity based incentives to the employees of its subsidiaries in the group are treated as related party receivables from the subsidiary undertaking. The fair value of employee services received, measured by reference to the grant date fair value, is recognized over the vesting period as an increase in the related party receivable with a corresponding credit to reserves.

3 Changes in accounting policies

3.1 New and revised standards that are effective for these financial statements

A number of new and revised standards and an interpretation became effective for the first time to annual periods beginning on or after 1 July 2014. Information on these new standards is presented below.

AASB 2012-3 Amendments to Australian Accounting Standards – Offsetting Financial Assets and Financial Liabilities

AASB 2012-3 adds application guidance to AASB 132 to address inconsistencies identified in applying some of the offsetting criteria of AASB 132, including clarifying the meaning of “currently has a legally enforceable right of set-off” and that some gross settlement systems may be considered equivalent to net settlement.

AASB 2012-3 is applicable to annual reporting periods beginning on or after 1 January 2014.

The adoption of these amendments has not had a material impact on the Partnership as the amendments merely clarify the existing requirements in AASB 132.

AASB 2013-3 Amendments to AASB 136 – Recoverable Amount Disclosures for Non-Financial Assets

These narrow-scope amendments address disclosure of information about the recoverable amount of impaired assets if that amount is based on fair value less costs of disposal. When developing IFRS 13 *Fair Value Measurement*, the IASB decided to amend IAS 36 *Impairment of Assets* to require disclosures about the recoverable amount of impaired assets. The IASB noticed however that some of the amendments made in introducing those requirements resulted in the requirement being more broadly applicable than the IASB had intended. These amendments to IAS 36 therefore clarify the IASB’s original intention that the scope of those disclosures is limited to the recoverable amount of impaired assets that is based on fair value less costs of disposal.

AASB 2013-3 makes the equivalent amendments to AASB 136 *Impairment of Assets* and is applicable to annual reporting periods beginning on or after 1 January 2014.

The adoption of these amendments has not had a material impact on the Partnership as they are largely of the nature of clarification of existing requirements.

AASB 2013-5 Amendments to Australian Accounting Standards – Investment Entities

The amendments in AASB 2013-5 provide an exception to consolidation to investment entities and require them to measure unconsolidated subsidiaries at fair value through profit or loss in accordance with AASB 9 *Financial Instruments* (or AASB 139 *Financial Instruments: Recognition and Measurement* where AASB 9 has not yet been adopted). The amendments also introduce new disclosure requirements for investment entities that have subsidiaries.

These amendments apply to investment entities, whose business purpose is to invest funds solely for returns from capital appreciation, investment income or both. Examples of entities which might qualify as investment entities would include Australian superannuation entities, listed investment companies, pooled investment trusts and Federal, State and Territory fund management authorities.

AASB 2013-5 is applicable to annual reporting periods beginning on or after 1 January 2014.

This Standard has not had any impact on the Partnership as it does not meet the definition of an ‘investment entity’ in order to apply this consolidation exception.

AASB 2014-1 Amendments to Australian Accounting Standards (Part A: Annual Improvements 2010-2012 and 2011-2013 Cycles)

Part A of AASB 2014-1 makes amendments to various Australian Accounting Standards arising from the issuance by the IASB of International Financial Reporting Standards *Annual Improvements to IFRSs 2010-2012 Cycle* and *Annual Improvements to IFRSs 2011-2013 Cycle*.

Among other improvements, the amendments arising from *Annual Improvements to IFRSs 2010-2012 Cycle*:

- clarify that the definition of a ‘related party’ includes a management entity that provides key management personnel services to the reporting entity (either directly or through a group entity)
- amend AASB 8 *Operating Segments* to explicitly require the disclosure of judgements made by management in applying the aggregation criteria

Among other improvements, the amendments arising from *Annual Improvements to IFRSs 2011-2013 Cycle* clarify that an entity should assess whether an acquired property is an investment property under AASB 140 *Investment Property* and perform a separate assessment under AASB 3 *Business Combinations* to determine whether the acquisition of the investment property constitutes a business combination.

Part A of AASB 2014-1 is applicable to annual reporting periods beginning on or after 1 July 2014.

The adoption of these amendments has not had a material impact on the Partnership as they are largely of the nature of clarification of existing requirements.

3.2 Accounting Standards issued but not yet effective and not been adopted early by the Partnership

At the date of authorisation of these financials statements, certain new standards, amendments and interpretations to existing standards have been published but are not yet effective, and have not been adopted early by the Partnership. Management anticipates that all of the relevant pronouncements will be adopted in the Partnership’s accounting policies for the first period beginning after the effective date of the pronouncement. Information on new standards, amendments and interpretations that are expected to be relevant to the Partnership’s financial statements is provided below. Certain other new standards and interpretations have been issued but are not expected to have a material impact on the Partnership’s financial statements.

AASB 9 Financial Instruments

AASB 9 introduces new requirements for the classification and measurement of financial assets and liabilities.

These requirements improve and simplify the approach for classification and measurement of financial assets compared with the requirements of AASB 139. The main changes are:

- a. Financial assets that are debt instruments will be classified based on: (i) the objective of the entity's business model for managing the financial assets; and (ii) the characteristics of the contractual cash flows.
- b. Allows an irrevocable election on initial recognition to present gains and losses on investments in equity instruments that are not held for trading in other comprehensive income (instead of in profit or loss). Dividends in respect of these investments that are a return on investment can be recognised in profit or loss and there is no impairment or recycling on disposal of the instrument.
- c. Introduces a 'fair value through other comprehensive income' measurement category for particular simple debt instruments.
- d. Financial assets can be designated and measured at fair value through profit or loss at initial recognition if doing so eliminates or significantly reduces a measurement or recognition inconsistency that would arise from measuring assets or liabilities, or recognising the gains and losses on them, on different bases.
- e. Where the fair value option is used for financial liabilities the change in fair value is to be accounted for as follows:
 - the change attributable to changes in credit risk are presented in Other Comprehensive Income ('OCI')
 - the remaining change is presented in profit or loss

If this approach creates or enlarges an accounting mismatch in the profit or loss, the effect of the changes in credit risk are also presented in profit or loss.

Otherwise, the following requirements have generally been carried forward unchanged from AASB 139 into AASB 9:

- classification and measurement of financial liabilities; and
- derecognition requirements for financial assets and liabilities.

AASB 9 requirements regarding hedge accounting represent a substantial overhaul of hedge accounting that enable entities to better reflect their risk management activities in the financial statements.

Furthermore, AASB 9 introduces a new impairment model based on expected credit losses. This model makes use of more forward-looking information and applies to all financial instruments that are subject to impairment accounting.

The entity is yet to undertake a detailed assessment of the impact of AASB 9. However, based on the entity's preliminary assessment, the Standard is not expected to have a material impact on the transactions and balances recognised in the financial statements when it is first adopted for the year ending 30 June 2019.

AASB 15 – Revenue from Contracts with Customers

AASB 15 replaces AASB 118 *Revenue*, AASB 111 *Construction Contracts* and some revenue-related Interpretations:

- establishes a new revenue recognition model
- changes the basis for deciding whether revenue is to be recognised over time or at a point in time
- provides new and more detailed guidance on specific topics (e.g., multiple element arrangements, variable pricing, rights of return, warranties and licensing)
- expands and improves disclosures about revenue

The entity is yet to undertake a detailed assessment of the impact of AASB 15. However, based on the entity's preliminary assessment, the Standard is not expected to have a material impact on the transactions and balances recognised in the financial statements when it is first adopted for the year ending 30 June 2018.

AASB 2014-1 Amendments to Australian Accounting Standards

Part D of AASB 2014-1 makes consequential amendments arising from the issuance of AASB 14. When these amendments become effective for the first time for the year ending 30 June 2017, they will not have any impact on the entity.

Part E of AASB 2014-1 makes amendments to Australian Accounting Standards to reflect the AASB's decision to defer the mandatory application date of AASB 9 Financial Instruments to annual reporting periods beginning on or after 1 January 2018. Part E also makes amendments to numerous Australian Accounting Standards as a consequence of the introduction of Chapter 6 Hedge Accounting into AASB 9 and to amend reduced disclosure requirements for AASB 7 Financial Instruments: Disclosures and AASB 101 Presentation of Financial Statements. Refer to the section on AASB 9 above.

AASB 2014-3 Amendments to Australian Accounting Standards – Accounting for Acquisitions of Interests in Joint Operations

The amendments to AASB 11 state that an acquirer of an interest in a joint operation in which the activity of the joint operation constitutes a 'business', as defined in AASB 3 Business Combinations, should:

- apply all of the principles on business combinations accounting in AASB 3 and other Australian Accounting Standards except principles that conflict with the guidance of AASB 11. This requirement also applies to the acquisition of additional interests in an existing joint operation that results in the acquirer retaining joint control of the joint operation (note that this requirement applies to the additional interest only, i.e., the existing interest is not re-measured) and to the formation of a joint operation when an existing business is contributed to the joint operation by one of the parties that participate in the joint operation; and
- provide disclosures for business combinations as required by AASB 3 and other Australian Accounting Standards.

When these amendments are first adopted for the year ending 30 June 2017, there will be no material impact on the transactions and balances recognised in the financial statements.

AASB 2014-4 Amendments to Australian Accounting Standards – Clarification of Acceptable Methods of Depreciation and Amortisation

The amendments to AASB 116 prohibit the use of a revenue-based depreciation method for property, plant and equipment. Additionally, the amendments provide guidance in the application of the diminishing balance method for property, plant and equipment. The amendments to AASB 138 present a rebuttable presumption that a revenue-based amortisation method for intangible assets is inappropriate. This rebuttable presumption can be overcome (i.e., a revenue-based amortisation method might be appropriate) only in two (2) limited circumstances:

- i. The intangible asset is expressed as a measure of revenue, for example when the predominant limiting factor inherent in an intangible asset is the achievement of a revenue threshold (for instance, the right to operate a toll road could be based on a fixed total amount of revenue to be generated from cumulative tolls charged); or
- ii. When it can be demonstrated that revenue and the consumption of the economic benefits of the intangible asset are highly correlated.

When these amendments are first adopted for the year ending 30 June 2017, there will be no material impact on the transactions and balances recognised in the financial statements.

AASB 2014-5 Amendments to Australian Accounting Standards arising from AASB 15

AASB 2014-5 incorporates the consequential amendments arising from the issuance of AASB 15. Refer to the section on AASB 15 above.

AASB 2014-7 Amendments to Australian Accounting Standards arising from AASB 9 (December 2014)

AASB 2014-7 incorporates the consequential amendments arising from the issuance of AASB 9. Refer to the section on AASB 9 above.

AASB 2014-8 Amendments to Australian Accounting Standards arising from AASB 9 (December 2014) – Application of AASB 9 (December 2009) and AASB 9 (December 2010)

AASB 2014-8 limits the application of the existing versions of AASB 9 (AASB 9 [December 2009] and AASB 9 [December 2010]) from 1 February 2015. Refer to the section on AASB 9 above.

AASB 2014-10 Amendments to Australian Accounting Standards – Sale or Contribution of Assets between an Investor and its Associate or Joint Venture

The amendments address a current inconsistency between AASB 10 Consolidated Financial Statements and AASB 128 Investments in Associates and Joint Ventures (2011). The amendments clarify that, on a sale or contribution of assets to a joint venture or associate or on a loss of control when joint control or significant influence is retained in a transaction involving an associate or a joint venture, any gain or loss recognised will depend on whether the assets or subsidiary constitute a business, as defined in AASB 3 Business Combinations. Full gain or loss is recognised when the assets or subsidiary constitute a business, whereas gain or loss attributable to other investors' interests is recognised when the assets or subsidiary do not constitute a business.

This amendment effectively introduces an exception to the general requirement in AASB 10 to recognise full gain or loss on the loss of control over a subsidiary. The exception only applies to the loss of control over a subsidiary that does not contain a business, if the loss of control is the result of a transaction involving an associate or a joint venture that is accounted for using the equity method. Corresponding amendments have also been made to AASB 128 (2011).

When these amendments are first adopted for the year ending 30 June 2017, there will be no material impact on the financial statements.

AASB 2015-1 Amendments to Australian Accounting Standards – Annual Improvements to Australian Accounting Standards 2012-2014 Cycle

These amendments arise from the issuance of Annual Improvements to IFRSs 2012-2014 Cycle in September 2014 by the IASB.

Among other improvements, the amendments clarify that when an entity reclassifies an asset (or disposal group) directly from being held for sale to being held for distribution (or vice-versa), the accounting guidance in paragraphs 27-29 of AASB 5 Non-current Assets Held for Sale and Discontinued Operations does not apply. The amendments also state that when an entity determines that the asset (or disposal group) is no longer available for immediate distribution or that the distribution is no longer highly probable, it should cease held-for-distribution accounting and apply the guidance in paragraphs 27-29 of AASB 5. When these amendments are first adopted for the year ending 30 June 2017, there will be no material impact on the financial statements.

AASB 2015-2 Amendments to Australian Accounting Standards – Disclosure Initiative: Amendments to AASB 101

The amendments:

- clarify the materiality requirements in AASB 101, including an emphasis on the potentially detrimental effect of obscuring useful information with immaterial information
- clarify that AASB 101's specified line items in the statement(s) of profit or loss and other comprehensive income and the statement of financial position can be disaggregated
- add requirements for how an entity should present subtotals in the statement(s) of profit and loss and other comprehensive income and the statement of financial position
- clarify that entities have flexibility as to the order in which they present the notes, but also emphasise that understandability and comparability should be considered by an entity when deciding that order
- remove potentially unhelpful guidance in IAS 1 for identifying a significant accounting policy.

When these amendments are first adopted for the year ending 30 June 2017, there will be no material impact on the financial statements.

AASB 2015-3 Amendments to Australian Accounting Standards arising from the Withdrawal of AASB 1031 Materiality

The Standard completes the AASB's project to remove Australian guidance on materiality from Australian Accounting Standards. When this Standard is first adopted for the year ending 30 June 2016, there will be no impact on the financial statements.

4 Financial risk management

The Partnership's activities expose it to a variety of financial risks: market risk (including currency risk, interest rate risk and price risk), credit risk and liquidity risk. The Partnership's overall risk management program seeks to minimise potential adverse effects on the financial performance of the Partnership. The Partnership uses derivative financial instruments to manage interest rate risk exposures on borrowings.

Risk management is carried out by the senior management team. The senior management team identifies, evaluates, reports and manages financial risks in close co-operation with the Partnership's operation units in accordance with the Board policy.

The Partnership holds the following financial instruments:

	2015 \$'000	2014 \$'000
Financial assets		
Cash and cash equivalents	25,880	28,519
Trade and other receivables	28,848	26,758
	<u>54,728</u>	<u>55,277</u>
Financial liabilities		
Trade and other payables	26,182	21,113
Interest bearing liabilities	49,270	64,026
Derivative financial instruments	1,229	1,487
Other liabilities	779	634
	<u>77,460</u>	<u>87,260</u>

(a) Market risk

(i) Cash flow and fair value interest rate risk

Market risk is the risk that the fair value or future cash flows of a financial asset or financial liability will fluctuate because of changes in market prices. Market risk comprises interest rate risk.

The Partnership's main interest rate risk arises from long term borrowings, cash, receivables and derivatives. Borrowings issued at variable rates expose the Partnership to cash flow interest rate risk. Partnership has maintained at least 75% of its long term borrowings at fixed rate using interest rate swaps.

The Partnership manages its cash flow interest rate risk by using interest rate derivatives. Such interest rate derivatives have the economic effect of converting borrowings from floating rates to fixed rates. Under the interest rate derivatives, the Partnership agrees with

other parties to exchange, at specified intervals (mainly monthly), the difference between fixed contract rates and floating rate interest amounts calculated by reference to the agreed notional principal amounts.

As at the end of the reporting period, the Partnership had the following variable rate cash and borrowings outstanding:

	2015		2014	
	Weighted average interest rate	Balance	Weighted average interest rate	Balance
	%	\$'000	%	\$'000
Cash and cash equivalents	1.75%	25,880	1.87%	28,519
Borrowings – unhedged portion	5.19%	(6,017)	5.58%	(16,619)
Net exposure to cash flow interest rate risk		<u>19,863</u>		<u>11,900</u>

On 11 November 2011, the Partnership's Aus Hold Co subsidiary borrowed \$76,500 (which included \$2,850 loan fee deducted from the proceeds by the lenders) from a consortium of three banks in Australia (Term Loan A and Term Loan B, collectively "Term Loans" or "Term Loan"). The interest rate on \$47,250 of the Term Loan at 30 June 2015 has been fixed until the repayment date (either by scheduled principal payments or the date of maturity) via a fixed rate interest swap. The interest rate spread is subject to increase and decrease based on the leverage ratio as defined in the Term Loan agreement.

An official increase/decrease in interest rates of 100 (2014: 100) basis points would have favourable/adverse effect on profit before tax of \$199 (2014: favourable/adverse \$119) per annum.

(ii) Foreign currency risk

Exposures to currency exchange rates arise from the sales and purchases by its subsidiaries that are denominated in currencies other than the subsidiaries' functional currency.

The Partnership does not enter into forward exchange contracts to mitigate the exposure to foreign currency risk.

Foreign currency denominated financial assets and liabilities which expose the Partnership to currency risk are disclosed below. The amounts shown are those reported to key management translated into AUD at the closing rate:

	Short Term Exposure					Long Term Exposure	
	USD \$'000	GBP \$'000	CAD \$'000	BRL \$'000	Other \$'000	CAD \$'000	BRL \$'000
30 June 2015							
Financial assets	1,261	11,525	7,840	690	20	-	-
Financial liabilities	(1,375)	(6,693)	(4,244)	(872)	(153)	(575)	(83)
Total exposure	(114)	4,832	3,596	(182)	(133)	(575)	(83)
30 June 2014							
Financial assets	289	10,351	6,797	447	35	-	-
Financial liabilities	(2,868)	(5,927)	(2,950)	(475)	(48)	(523)	(38)
Total exposure	(2,579)	4,424	3,847	(28)	(13)	(523)	(38)

There are no material transactions in subsidiaries entities made in currencies other than the functional currency. Therefore no sensitivity analysis on foreign currencies affecting profit or loss has been prepared.

The Partnership also has the following intercompany loan payable/receivables within the group translated to AUD at closing rate as follow:

	AUD \$'000	CAD \$'000	GBP \$'000	BRL \$'000
30 June 2015				
Intercompany loan within the group entities between functional currency (AUD) and USD	54,393			
Intercompany loan within the group entities between functional currencies (CAD, GBP, BRL) and USD		23,215	12,038	4,460

	AUD \$'000	CAD \$'000	GBP \$'000	BRL \$'000
30 June 2014				
Intercompany loan within the group entities between functional currency (AUD) and USD	55,937			
Intercompany loan within the group entities between functional currencies (CAD, GBP, BRL) and USD		22,174	10,704	2,799

As shown in the table above, the group is primarily exposed to changes in USD/AUD. The group pre-tax exposure if Australian dollar/ US dollar is increased/decreased by 10% are as follow:

	FY 15 A\$'000	FY 14 A\$'000
Exposure of USD/AUD for exchange rate movement increase by 10%	4,854	4,921
Exposure of USD/AUD for exchange rate movement decrease by 10%	5,933	6,014

(b) Credit risk

Credit risk is the risk that a contracting entity will not complete its obligations under a financial instrument and cause a financial loss. The Partnership has exposures to credit risk on cash and cash equivalents and receivables. Our maximum exposure to credit risk is based on the total value of our financial assets net of any provision for loss.

Ongoing credit evaluation is performed on the financial condition of customers and, where appropriate, an allowance for doubtful debtors is raised.

The Partnership's policy is to engage major financial institutions to provide financial facilities to the Partnership, thereby minimising credit risk on cash deposits. The Partnership does not have any cash balances or derivative financial instruments with any financial institution rated below "A".

(c) Liquidity risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities.

Prudent liquidity risk management implies maintaining sufficient cash, the availability of funding through an adequate amount of committed credit facilities, and the ability to refinance borrowings.

(i) Financing arrangement

The Partnership had access to the following undrawn borrowing facilities at the end of the reporting period:

	2015 \$'000	2014 \$'000
Total facilities		
Line of credit	-	5,301
Bank loan facility	50,454	64,365
	<u>50,454</u>	<u>69,666</u>
Used at balance date		
Line of credit	-	1,754
Bank loan facility	50,454	64,365
	<u>50,454</u>	<u>66,119</u>
Unused at balance date		
Line of credit	-	3,547
Bank loan facility	-	-
	<u>-</u>	<u>3,547</u>

(ii) Maturities of financial liabilities

Contractual maturities of financial liabilities

	Within 1 year \$'000	Between 1 and 2 years \$'000	Between 2 and 5 years \$'000	Over 5 years \$'000	Total contractual cash flows \$'000	Carrying Amount (assets)/ liabilities \$'000
At 30 June 2015						
Non-derivatives						
<i>Non-interest bearing</i>						
Trade and other payables	26,182	-	-	-	26,182	26,182
Other liabilities	-	-	779	-	779	779
<i>Interest bearing</i>						
Bank loans	2,559	47,895	-	-	50,454	49,270
Derivatives						
Interest rate swaps	-	1,229	-	-	1,229	1,229
Total	<u>28,741</u>	<u>49,124</u>	<u>779</u>	<u>-</u>	<u>78,644</u>	<u>77,460</u>

	Within 1 year	Between 1 and 2 years	Between 2 and 5 years	Over 5 years	Total contractual cash flows	Carrying Amount (assets)/ liabilities
	\$'000	\$'000	\$'000	\$'000	\$'000	\$'000
At 30 June 2014						
Non-derivatives						
<i>Non-interest bearing</i>						
Trade and other payables	21,113	-	-	-	21,113	21,113
Other liabilities	-	-	634	-	634	634
<i>Interest bearing</i>						
Bank loans	6,183	7,558	50,624	-	64,365	62,272
Line of credit	1,754	-	-	-	1,754	1,754
Derivatives -						
Interest rate swaps	-	-	1,487	-	1,487	1,487
Total	29,050	7,558	52,745	-	89,353	87,260

(d) Fair value measurements

The fair value of financial assets and financial liabilities must be estimated for recognition and measurement or for disclosure purposes.

AASB 7 Financial Instruments: Disclosures requires disclosure of fair value measurements by level of the following fair value measurement hierarchy:

- (a) quoted prices (unadjusted) in active markets for identical assets or liabilities (level 1)
- (b) inputs other than quoted prices included within level 1 that are observable for the asset or liability, either directly (as prices) or indirectly (derived from prices) (level 2), and
- (c) inputs for the asset or liability that are not based on observable market data (unobservable inputs) (level 3).

The following table presents the Partnership's assets and liabilities measured and recognised at fair value at 30 June 2015 and 30 June 2014.

30 June 2015	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Assets	-	-	-	-
Total Assets	-	-	-	-
Liabilities				
Derivatives – interest rate swaps	-	1,229	-	1,229
Total Liabilities	-	1,229	-	1,229
at 30 June 2014	Level 1 \$'000	Level 2 \$'000	Level 3 \$'000	Total \$'000
Assets				
Total Assets	-	-	-	-
Liabilities				

Derivatives – interest rate swaps	-	1,487	-	1,487
Total Liabilities	-	1,487	-	1,487

(ii) Valuation techniques used to determine fair values

Specific valuation techniques used to value financial instruments include the fair value of interest rate swaps is calculated as the present value of the estimated future cash flows based on observable yield curves.

All of the resulting fair value estimates are included in level 2.

5 Capital Management

(a) Risk management

The Partnership's objectives when managing capital are to

- (i) safeguard its ability to continue as a going concern so it can continue to provide returns to the partners and
- (ii) maintain an optimal capital structure to reduce the cost of capital.

In order to accomplish these goals, the Partnership has entered into a secured bank loan with regard to its Australia operations. Under the term of the loans, the borrowers are required to comply with the following financial covenants:

- (a) Total gearing ratio (not greater than 2.80x at 30 June 2015) (actual 1.36x)
- (b) Interest coverage ratio (at least 3.25x at 30 June 2015)(actual 6.69x)
- (c) Debt service ratio (at least 1.10x at 30 June 2015)(actual 2.39x)

The borrowers were in compliance with these and all other requirements of the loan for all periods presented.

6 Interests in subsidiaries

Set out below details of the subsidiaries held directly and indirectly by the Partnership:

Name of the Subsidiary	Country of Incorporation & Principal Place of Business	Proportion of Ownership Interests Held by the Partnership	
		30-June-2015	30-June-2014
GTCR Gridlock Holdings (Luxembourg) S.a.r.l. ("LuxCo 1")	Luxembourg	100%	100%
GTCR Gridlock Holdings, Inc. ("US Hold Co")	United States (Delaware)	100%	100%
Global Traffic Network, Inc. ("GTN")	United States (Nevada)	100%	100%
GTCR Gridlock Holdings (Australia) Pty Limited ("Aus Hold Co")	Australia (NSW)	100%	100%
The Australia Traffic Network Pty Limited ("ATN")	Australia (NSW)	100%	100%
GTCR Gridlock Management, Inc. ("US Mgmt. Co")	United States (Delaware)	100%	100%
Global Alert Network, Inc. ("GAN")	United States (Nevada)	100%	100%
GTCR Gridlock International (Luxembourg) S.a.r.l. ("LuxCo 2")	Luxembourg	100%	100%
Canadian Traffic Network ULC ("CTN")	Canada (Alberta)	100%	100%
GTCR Gridlock Holdings (UK) Limited ("UK Hold Co")	United Kingdom (England & Wales)	100%	100%
Global Traffic Network Commercial (UK) Limited ("UK Commercial")	United Kingdom (England & Wales)	100%	100%
Global Traffic Network (UK) Limited	United Kingdom (England & Wales)	100%	100%

("UKTN")			
GTCR Gridlock Holdings (Brazil) S.a.r.l. ("LuxCo 3")	Luxembourg	100%	100%
BTN Servicos de Informacao do Transito Ltda ("BTN")	Brazil	100%	100%

7 Revenue

	2015	2014
	\$'000	\$'000
From continuing operations		
Sales revenue		
Sale of advertising tags – net of agency commissions	153,484	138,049
	<u>153,484</u>	<u>138,049</u>
Other income		
Interest	514	463

8 Expenses

	2015	2014
	\$'000	\$'000
Loss before income tax includes the following specific expenses:		
Defined contribution superannuation expenses	775	759
Amortisation and depreciation	23,391	23,228
Finance costs of bank loan and line of credit	5,162	5,822
Rental expenses relating to operating leases	1,698	1,518
Foreign exchange gain (loss) on intercompany loans within the group	(17,287)	3,234

9 Income tax expense

The major components of tax expense and the reconciliation of the expected tax expense based on the statutory tax rate at 35% (2014: 35%) and the reported tax expense in profit or loss are as follows:

	2015	2014
	\$'000	\$'000
Loss before tax	(19,036)	(1,475)
Tax rate: 35%	(6,663)	(516)
Taxes on foreign earnings	5,817	1,593
Tax effect of permanent differences	343	82
Foreign tax credits	(3,985)	(1,888)
Unrecognized tax losses	1,687	1,805
Foreign jurisdiction tax, net of federal tax benefit	(50)	(20)
Over-provision for income tax in prior year	(104)	(74)
Effect of tax rate changes	(96)	(507)
Expiration of statute of limitations on uncertain tax position	-	(498)
Effect of change in estimate on current period	2,184	-
Other	-	12
Income tax benefit	<u>(867)</u>	<u>(11)</u>

	2015 \$'000	2014 \$'000
Expense		
Current	7,140	5,491
Deferred	(8,007)	(5,502)
Income tax benefit	(867)	(11)
Other comprehensive income		
Current	-	-
Deferred	(90)	(68)
	(90)	(68)

The recognition of deferred tax assets is limited to the extent that the Partnership anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences. The Partnership has an unrecognised deferred tax asset of \$9,551 (2014: \$7,596) in relation to the tax losses in the year as management does not anticipate the Partnership will make sufficient taxable profits in the foreseeable future to utilise this asset.

10 Auditor's remuneration

Auditor remuneration details are as follows:

	2015 \$	2014 \$
Audit and review of financial statements		
Auditors of the Partnership:		
Audit services	458,000	401,000
Remuneration from audit of financial statements	458,000	401,000
Other services		
Auditors of the Partnership:		
Taxation compliance	261,000	233,000
Other	445,000	90,000
Total other service remuneration	706,000	323,000
Total auditor's remuneration	1,164,000	724,000

11 Cash and cash equivalents

Cash and cash equivalents consist the following:

	2015 \$'000	2014 \$'000
Cash at bank and in hand:		
Cash at bank and in hand	19,130	23,769
Short term deposits	6,750	4,750
Cash and cash equivalents	25,880	28,519

12 Trade and other receivables

Trade and other receivables consist of the following:

	2015 \$'000	2014 \$'000
Trade receivables	29,520	27,444

Allowance for doubtful debtors	(672)	(686)
Trade receivables	28,848	26,758

All amounts are short-term. The net carrying value of trade receivables is considered a reasonable approximation of fair value.

All of the Partnership's trade and other receivables have been reviewed for indicators of impairment. Certain trade receivables were found to be impaired and impairment losses of \$12 (2014: \$371) has been recorded accordingly within selling, general and administrative expenses.

The movement in the allowance for doubtful debts can be reconciled as follows:

	2015 \$'000	2014 \$'000
Balance 1 July	(686)	(359)
Amounts written off (uncollectable)	26	44
Impairment reversal (loss)	(12)	(371)
Balance 30 June	(672)	(686)

Trade receivables aging analysis at 30 June is:

	2015 \$'000	2014 \$'000
Not past due	26,143	23,730
Not more than 3 months	1,204	1,430
More than 3 months	2,173	2,284
Total	29,520	27,444

13 Other assets

Other assets reflected on the consolidated statement of financial position consist of the following:

	2015 \$'000	2014 \$'000
Current		
Prepays and other current assets	856	980
	856	980
Non-Current		
Other assets	323	243
	323	243

14 Goodwill

The movements in the net carrying amount of goodwill and trade names (Note 15) are as follows:

	Trade names		Goodwill	
	2015 \$'000	2014 \$'000	2015 \$'000	2014 \$'000
Gross carrying amount				
Balance 1 July	12,418	12,373	93,715	93,092
Net exchange difference	245	45	170	623

Carrying amount at 30 June	12,663	12,418	93,885	93,715
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Due to the long term and indefinite nature of goodwill and trade names, amortisation expense is not reflected and the Partnership annually reviews goodwill and trade names for impairment.

Impairment testing

For the purpose of annual impairment testing, goodwill and trade names are allocated to the following cash-generating units, which are the units expected to benefit from the synergies of the business combinations in which the goodwill and trade names pertain.

	2015	2014
	\$'000	\$'000
Australia	93,365	94,171
Canada	3,514	3,360
United Kingdom	9,669	8,602
Goodwill and trade names allocation at 30 June	106,548	106,133

The recoverable amounts of the cash-generating units were determined based on value-in-use calculations, covering a detailed five-year forecast, followed by an extrapolation of expected cash flows for the units' remaining useful lives using the growth rates determined by management. The present value of the expected cash flows of each segment is determined by applying a suitable discount rate.

Growth rates and discount rates used in calculations:

	Discount Rates			
	2015	2015	2014	2014
	Post-tax	Pre-Tax	Post-tax	Pre-Tax
Australia	10.0%	11.3%	12.1%	13.3%
Canada	10.6%	11.9%	10.3%	11.7%
United Kingdom	12.1%	12.8%	12.1%	12.8%

	Average Growth Rates			
	Revenue		EBITDA	
	2015	2014	2015	2014
Australia	6%	6%	14%	14%
Canada	3%	4%	12%	(3%)
United Kingdom	2%	3%	2%	(1%)

Growth rates

The growth rates reflect lower than the historic revenue growth rate of respective cash-generating units in the local currency of the respective units. Expenses are then estimated based on a projected growth rate if fixed in nature or in relation to revenue if variable. The base year for each calculation is the Company's approved internal budget for the coming fiscal year. The long term growth rate utilized was 1%.

Discount rates

The discount rates reflect appropriate adjustments relating to market risk and specific risk factors of each unit.

Cash flow assumptions

The calculations use cash flow projections based on financial budgets approved by management covering a five-year period. Cash flows beyond the five-year period assume a 1% long term growth rate which does not exceed the long-term average growth rates for the industry in which each CGU operates.

Significant estimate: Impact of possible changes in key assumptions

Management is not currently aware of any other reasonably possible changes in key assumptions that would result in an impairment..

15 Intangible assets

Detail of the Partnership's intangible assets and their carrying amounts are as follows:

	Station contracts \$'000	Advertising contracts \$'000	Trade names \$'000	Total \$'000
Gross carrying amount				
Balance at 1 July 2014	87,782	65,103	12,418	165,303
Net exchange differences	1,699	1,257	245	3,201
Balance at 30 June 2015	89,481	66,360	12,663	168,504
Amortisation and impairment				
Balance at 1 July 2014	(17,242)	(39,787)	-	(57,029)
Amortisation	(6,317)	(14,580)	-	(20,897)
Net exchange differences	(410)	(936)	-	(1,346)
Balance at 30 June 2015	(23,969)	(55,303)	-	(79,272)
Carrying amount 30 June 2015	65,512	11,057	12,663	89,232
Gross carrying amount				
Balance at 1 July 2013	87,464	64,862	12,373	164,699
Net exchange differences	318	241	45	604
Balance at 30 June 2014	87,782	65,103	12,418	165,303
Amortisation and impairment				
Balance at 1 July 2013	(10,933)	(25,224)	-	(36,157)
Amortisation	(6,271)	(14,472)	-	(20,743)
Net exchange differences	(38)	(91)	-	(129)
Balance at 30 June 2014	(17,242)	(39,787)	-	(57,029)
Carrying amount 30 June 2014	70,540	25,316	12,418	108,274

The Partnership expects to either renew or replace its advertiser contracts and renew its station contracts beyond their expected life. Amortisation expense for the years ended 30 June 2015 and 30 June 2014 was \$20,897 and \$20,743 respectively. Indefinite lived intangible assets (trade names) are also subject to impairment testing as disclosed in Note 14.

16 Property, plant and equipment

Details of the Partnership's property, plant and equipment and their carrying amount are as follows:

	Helicopters and fixed wing aircraft \$'000	Recording, broadcasting and studio equipment \$'000	Furniture, equipment and other \$'000	Total \$'000
Gross carrying amount				
Balance 1 July 2014	10,501	499	1,092	12,092
Additions	3,465	179	422	4,066
Disposals	-	-	(51)	(51)
Net exchange differences	(99)	10	106	17
Balance 30 June 2015	13,867	688	1,569	16,124
Depreciation and impairment				
Balance 1 July 2014	(5,653)	(331)	(761)	(6,745)
Disposals	-	-	51	51
Net exchange differences	(123)	(6)	(17)	(146)
Depreciation	(2,191)	(98)	(205)	(2,494)
Balance 30 June 2015	(7,967)	(435)	(932)	(9,334)
Carrying amount 30 June 2015	5,900	253	637	6,790

	Helicopters and fixed wing aircraft \$'000	Recording, broadcasting and studio equipment \$'000	Furniture, equipment and other \$'000	Total \$'000
Gross carrying amount				
Balance 1 July 2013	8,633	496	930	10,059
Additions	2,244	14	216	2,474
Disposals	-	-	(301)	(301)
Net exchange differences	(376)	(11)	247	(140)
Balance 30 June 2014	10,501	499	1,092	12,092
Depreciation and impairment				
Balance 1 July 2013	(3,631)	(234)	(578)	(4,443)
Disposals	-	-	295	295
Net exchange differences	138	5	(255)	(112)
Depreciation	(2,160)	(102)	(223)	(2,485)
Balance 30 June 2014	(5,653)	(331)	(761)	(6,745)
Carrying amount 30 June 2014	4,848	168	331	5,347

17 Current and deferred tax assets and liabilities

Current taxes can be summarised as follows:

	2015 \$'000	2014 \$'000
Current tax liabilities	1,078	1,672

Deferred taxes arising from temporary differences can be summarised as follows:

Deferred Tax Assets	1-Jul-2014 \$'000	Recognised in OCI* \$'000	Recognised in Profit and Loss \$'000	30-Jun-2015 \$'000
Annual leave accrual	187	-	12	199
Long service leave provision	342	-	(15)	327
Audit accrual	54	-	(6)	48
Superannuation accrued	22	-	-	22
Deferred rent	2	-	(2)	-
Property, plant & equipment	7	-	(7)	-
Hedging	521	(90)	-	431
Allowance for doubtful debts	173	-	(7)	166
Unrealized foreign exchange differences	1,811	-	3,976	5,787
Deferred transaction costs	834	-	142	976
Other	8	-	(8)	-
	3,961	(90)	4,085	7,956

* Other Comprehensive Income

Deferred Tax Liabilities	1-Jul-2014 \$'000	Recognised in OCI* \$'000	Recognised in Profit and Loss \$'000	30-Jun-2015 \$'000
Leasehold accounting depreciation	11	-	(11)	-
Intangibles	24,385	-	(5,150)	19,235
Fringe benefit tax	2	-	(1)	1
Deemed U.S. branch attribution	1,863	-	1,026	2,889
	26,261	-	(4,136)	22,125

* Other Comprehensive Income

	2015 \$'000	2014 \$'000
Deferred tax assets consist of:		
Current	648	638
Non-current	7,308	3,323
	7,956	3,961
Deferred tax liabilities consist of:		
Current	1	8
Non-current	22,124	26,253
	22,125	26,261

18 Trade and other payables

Trade and other payables recognised consist of the following:

	2015 \$'000	2014 \$'000
Current		
Trade payables	19,048	13,973
Accrued payroll expenses	4,715	4,134
Accrued expenses and other liabilities	2,419	3,006
	26,182	21,113

Non-current

Due to related parties	66	54
	<u>66</u>	<u>54</u>

All current amounts are short-term. The carrying values of trade payables and other payables are considered to be a reasonable approximation of fair value.

Goods and services, sales and value added taxes, which are charged by vendors to operating subsidiaries in Australia, Canada and United Kingdom are included in trade payables until paid. The net amount of goods and services, sales and value added tax payable (after deduction of amounts paid to vendors of the Partnership) is included as a component of trade and other payables on the consolidated statement of financial position.

19 Provisions

	2015 \$'000	2014 \$'000
Current		
Long service leave provision	709	677
	<u>709</u>	<u>677</u>
Non-Current		
Long service leave provision	381	460
Lease restoration	95	95
	<u>476</u>	<u>555</u>
	<u>1,185</u>	<u>1,232</u>

The current portion of the long service leave provision includes all amounts that are either unconditional or scheduled to become unconditional within 12 months. The entire amount of the unconditional and scheduled to become unconditional long service leave are presented as current since the Partnership does not have the unconditional right to defer settlement. However, based on past experience the Partnership does not expect all employees to take the full amount of their long service leave or require payment within the next 12 months.

20 Deferred revenue

	2015 \$'000	2014 \$'000
Deferred revenue	206	1,532
	<u>206</u>	<u>1,532</u>

Payments received or amounts invoiced in advance are deferred until earned and such amounts are included as a component of deferred revenue.

21 Financial liabilities

	2015 \$'000	2014 \$'000
Current		
Current portion of long term debt	2,559	6,183
Line of credit	-	1,754
	<u>2,559</u>	<u>7,937</u>
Non-current		
Long term debt, less current portion	46,711	56,089
	<u>46,711</u>	<u>56,089</u>

Assets pledged as security

Bank loan facilities are secured by a first ranking charge over all ATN and Aus Hold Co assets. The line of credit was unsecured but guaranteed by both GTCR Fund X/A AIV LP and GTCR Fund X/C AIV LP, both of which are partners in the Partnership. The line of credit expired 31 May 2015 and was not renewed.

22 Derivatives

	2015 \$'000	2014 \$'000
Interest rate swap contract	1,229	1,487
	<u>1,229</u>	<u>1,487</u>

(i) Classification of derivatives

Derivatives are classified as hedging instruments.

On 24 November 2011, as a requirement of the Term Loan, Aus Hold Co entered into fixed rate swap agreements (“Interest Rate Swaps”) under which, effective 10 February 2012, 75% of the Term Loans outstanding balance (prior to any voluntary or mandatory prepayments under the excess cash flow sweep provisions of the Term Loan) is fixed at 4.21% until November 11, 2016, the maturity date of the Term Loan. Interest expense related to the Interest Rate Swaps was \$908 and \$798 for the years ended 30 June 2015 and 30 June 2014, respectively, and is a component of finance costs on the consolidated statement of profit or loss and other comprehensive income. The initial notional amounts of the Interest Rate Swaps were each \$28,688 and reduces by a portion of the scheduled principal payments of the Term Loans. The notional amount of the Interest Rate Swaps at 30 June 2015 was \$47,250. At inception and on a quarterly basis, the Partnership determined that these Interest Rate Swaps were highly effective and therefore, recorded the change in fair value of \$168 for the year ended 30 June 2015 and \$126 for the year ended 30 June 2014 in other comprehensive income (net of taxes) on the consolidated statement of partners’ equity.

(ii) Fair value measurement

For information about the methods and assumptions used in determining the fair value of derivatives please refer to note 4(d).

23 Other liabilities

	2015 \$'000	2014 \$'000
Withholding Tax	490	451
Other	289	183
	<u>779</u>	<u>634</u>

24 Partners’ Equity

Partnership equity consists of Class A LP units (“Preferred Units”), Class B LP units, and Class D LP units (collectively, “Common Units”). The partnership units authorised, issued, and outstanding as of 30 June 2015 and 30 June 2014 are as follows:

Authorised, granted and outstanding:

	2015 \$'000	2015 Per unit	2014 \$'000	2014 Per unit
Class A LP Units: 182,187	245,084	\$1,345.23	222,786	\$1,222.84
Class B LP & GP Units: 37,191,003	3,633	\$0.10	3,633	\$0.10
	248,717		226,419	
Class D LP Units: 3,572,018	2,097	\$0.59	1,300	\$0.36
	2,097		1,300	

The Class D LP units represent units reserved as equity incentives for management and certain consultants of the Partnership and its subsidiaries. Approximately 11.50% of the common equity of the Partnership is reserved for incentive compensation. The Partnership granted an additional 1,683,801 of Class D LP units subsequent to the acquisition of GTN.

The Preferred Units accrue a return of 8% ("Preferred Return") compounded on September 30, December 31, March 31 and June 30 of each year. The Preferred Unit holders receive outstanding Preferred Returns and principal prior to any distribution to the Common Units. For the years ended 30 June 2015 and 30 June 2014, \$22,298 and \$18,752, respectively of Preferred Return was accrued and there was no payment made during the period. It is not anticipated that the Preferred Return will be paid as earned in the future and will likely continue to be added to the Preferred Unit holder's partner capital accounts. Any redemptions and distributions are at the discretion of the general partner not the limited partners.

Profit and losses are allocated ratably among partner capital accounts based upon the number of LP Units held by each Partner to the extent there are positive partner capital accounts. If certain partner capital accounts are reduced to zero, the excess losses are absorbed by those partners with positive partner capital accounts. To the extent there are profits in future years, the Preferred Unit holder's partner accounts will recover their original contributed capital prior to allocating any profits to the Class B LP or Class D LP Unit holder capital accounts. No partner shall be required to pay to any other partner or the Partnership any deficit or negative balance which may exist from time to time in such partner's capital account, including upon and after termination of the Partnership.

25 Equity based compensation

The Partnership has made available the equivalent of 4,832,730 of Class D LP units for incentive grants to management and certain consultants ("Grantee") of the Partnership. The Class D LP units vest 20% on each of the first five anniversary dates of the grant and immediately vests upon the sale of the Partnership but otherwise do not have a termination date. Upon separation of employment, the Partnership may repurchase any unvested Class D LP units for the lower of a) the Grantee's original cost and b) fair market value. The Partnership may repurchase any vested Class D LP units at fair market value, except in cases of termination for cause which such Class D LP units may be repurchased at the same cost as unvested Class D LP units. In the event of a Grantee's separation of employment, the Partnership has six months to provide notice of its intent to repurchase the Class D LP units, which in certain cases can be extended to up to eight months should not all the partners exercise their option to repurchase the Class D LP units and these Class D LP units are offered to the partners already participating in the purchase. Upon sale of the Partnership, the Partnership has the right to escrow 25% of the proceeds ("Continuing Incentive Amount") of the Class D LP units to ensure continued service from the Grantee at their current compensation (excluding equity or other incentive based compensation) for

one year. Should the Grantee either complete the year of service or be terminated by the acquirer (except for cause) the escrow shall be released to the Grantee otherwise the Continuing Incentive Amount shall be paid pro rata to the Class B LP unit holders. The Class D LP unit agreement also contains a restrictive covenant which limits the Grantees ability to compete with the Partnership (including its subsidiaries) for 48 months following the grant date.

Due to the varying tax laws of the countries in which the Partnership's subsidiaries operate, certain of these incentive grants have been structured as phantom equity units, which are intended to mirror the economics of the Class D LP units ("Phantom Equity"). As such, the terms of individual country's Phantom Equity units vary from country to country in order to best reflect the economics of the Class D LP units. Each Phantom Equity unit represents a contractual right to the economic value of a Class D LP unit. The Phantom Equity units vest 20% on each of the first five anniversary dates of the grant and immediately vests upon the sale of the Partnership but otherwise do not have a termination date. Any unvested Phantom Equity units are forfeited upon separation of employment and all Phantom Equity units (vested and unvested) are forfeited if the Grantee is terminated for cause. In the event of a Grantee's separation of employment, the Partnership for six months following the event has a cash-out option which allows the Partnership to repurchase the vested Phantom Equity units at the fair market value of a hypothetical Class D LP unit with the same vesting schedule and a participation threshold of USD \$0.10 per unit. Upon sale of the Partnership, the Partnership has the right to escrow 25% of the proceeds ("Continuing Incentive Amount") of the Phantom Units to ensure continued service from the Grantee at their current compensation (excluding equity or other incentive based compensation) for one year. Should the Grantee either complete the year of service or be terminated by the acquirer (except for cause) the escrow shall be released to the Grantee otherwise the Continuing Incentive Amount shall be forfeited. Since the Phantom Equity units provide no rights to acquire equity in the Partnership and it is expected that these Phantom Equity units will be cash-settled, the Phantom Equity expense is treated as a liability rather than additional capital. The Phantom Equity unit agreement also contains a restrictive covenant which limits the Grantees ability to compete with the Partnership (including its subsidiaries) for 48 months following the grant date.

Noncash compensation expense related to Class D LP units (and Phantom Equity units) is included as a component of selling, general and administrative expenses in the consolidated statements of operations and was \$758 and \$400 for the years ended 30 June 2015 and 30 June 2014, respectively. The Partnership does not anticipate incurring (other than de minimus) cash costs relating to the Class D LP units prior to sale of the Partnership since it does not currently repurchase Class D LP units issued with regards to equity-based compensation. Class D LP units that are issued, outstanding or available for future issuance is summarised below:

	2015	2014
Class D LP units available for incentive compensation	4,832,730	4,832,730
Class D LP units outstanding	(3,572,018)	(3,572,018)
Phantom Equity outstanding (Class D LP unit equivalents)	(840,955)	(840,955)
Class D LP units available for issuance	419,757	419,757

	2015	2014
Class D LP units outstanding, beginning of period	3,572,018	3,572,018
Class D LP units issued	-	-
Class D LP units outstanding, end of period	<u>3,572,018</u>	<u>3,572,018</u>
Phantom Equity outstanding (Class D LP unit equivalents) outstanding, beginning of period	840,955	840,955
Phantom Equity issued (Class D LP unit equivalents)	-	-
Phantom Equity outstanding (Class D LP unit equivalents) end of period	<u>840,955</u>	<u>840,955</u>

A summary of the status of the Partnership's unvested Class D LP units and Class D LP unit Phantom Equity unit equivalents as of years ended 30 June 2015 and 30 June 2014, and changes during the years ended 30 June 2015 and 30 June 2014, is summarised below:

	Number of Class D LP Phantom Equity Units	Weighted Average Grant Date Fair Value (USD)	Number of Class D LP Units	Weighted Average Grant Date Fair Value (USD)
Unvested at 30 June 2013	672,764	0.62	2,857,615	0.56
Granted	-	-	-	-
Vested	(168,191)	0.62	(714,404)	0.56
Forfeited	-	-	-	-
Unvested at 30 June 2014	<u>504,573</u>	<u>0.62</u>	<u>2,143,211</u>	<u>0.56</u>
Granted	-	-	-	-
Vested	(168,191)	0.62	(714,404)	0.56
Forfeited	-	-	-	-
Unvested at 30 June 2015	<u>336,382</u>	<u>0.62</u>	<u>1,428,807</u>	<u>0.56</u>

The fair value of these units was estimated at the date of the grant with an option allocation methodology utilising the Black-Scholes option pricing model. The option allocation methodology determines the fair value of each participating class of equity based on the Partnership's fair value of total equity and liquidation preferences with the following assumptions:

- (i) estimated term based on simplified plain-vanilla method (4 years),
- (ii) a historical volatility over a period commensurate with the expected term based on observations of volatility of publicly traded peers on a weekly basis (30.0%),
- (iii) a risk-free interest rate consistent with the expected term and based on the U.S. Treasury yield curve in effect at the time of the grant (0.71%),
- (iv) annual dividend yield on preferred units consistent with the equity based compensation agreements (8% for Class A LP units, 0% for Class B and Class D LP units). The Partnership estimated the fair value of total equity at the date of grant using the market approach.

Based on these assumptions, the fair value with regards to all granted Class D LP units as of the grant date is \$1,985. As of 30 June 2015 and 30 June 2014, there was \$305 and \$793 of total unrecognised compensation cost related to equity based compensation, respectively. The cost of the unrecognised compensation is expected to be recognised over a weighted average period of 1.25 years on a pro rata basis over the vesting period. This expense is based on an assumption that there will be no forfeitures; this assumption is based on the positions of the grantees and the low number of participants and the assumption that all grantees will meet any and all post sale obligations in order to receive any Continuing Incentive Amounts under the provisions of the grant agreements.

Based on these assumptions, the fair value with regards to all granted Phantom Equity units as of the grant date is \$435. As of 30 June 2015 and 30 June 2014, there was \$115 and \$193 of total unrecognised compensation cost related to equity based compensation, respectively. The cost of the unrecognised compensation is expected to be recognised over a weighted average period of 1.25 years on a pro rata basis over the vesting period. This expense is based on an assumption that there will be no forfeitures; this assumption is based on the positions of the grantees and the low number of participants and the assumption that all grantees will meet any and all post sale obligations in order to receive any Continuing Incentive Amounts under the provisions of the grant agreements.

The Partnership recognised \$14 and \$19 of income tax benefit related to equity-based compensation for the years ended 30 June 2015 and 30 June 2014, respectively.

26 Leases

The Partnership has various non-cancellable, long-term operating leases for its facilities, aviation services and office equipment. The facility leases have escalation clauses and provisions for payment of taxes, insurance, maintenance and repair expenses. Total expense under these leases is recognised rateably over the lease terms or based on usage, based on the type of agreement. Renewal options are not included in future minimum payments. Future minimum payments, by year and in the aggregate, under such non-cancellable operating leases with initial or remaining terms of one year or more, consist of the following as of 30 June 2015:

	Minimum Lease Payments Due			Total \$'000
	Within 1 year \$'000	1 to 5 years \$'000	After 5 years \$'000	
30 June 2015	1,196	2,486	118	3,800
30 June 2014	1,182	1,552	15	2,749

The Partnership has an obligation to restore certain of its leased premises back to their original condition at the end of their respective leases. As of 30 June 2015 and 30 June 2014, the Partnership had a liability of \$95 and \$95, respectively accrued, which it anticipates to be the amount required to restore the premises at the end of the leases.

The Partnership's UK-Commercial subsidiary outsources the majority of its radio traffic and entertainment news operations pursuant to contracts with unrelated third parties. These expenses are a component of operating expense on the accompanying consolidated statement of profit or loss and other comprehensive income and are recognised over the term of the applicable contracts, which is not materially different than when the services are provided. The minimum future payments under these contracts are as follows:

	Minimum Payments Due			Total \$'000
	Within 1 year \$'000	1 to 5 years \$'000	After 5 years \$'000	
30 June 2015	3,359	1,624	-	4,983
30 June 2014	3,861	1,885	-	5,746

The Partnership generally enters into multiyear contracts with radio and television stations. These contracts call for the provision of various levels of service (including, but not limited to providing professional broadcasters, gathering of information, communications costs and aviation services) and, in some cases, cash compensation or reimbursement of expenses. Station compensation and reimbursement is a component of operating expenses

on the accompanying consolidated statement of profit or loss and other comprehensive income and is recognised over the terms of the contracts, which is not materially different than when the services are performed. Contractual station commitments consist of the following:

	Minimum Payments Due			Total \$'000
	Within 1 year \$'000	1 to 5 years \$'000	After 5 years \$'000	
30 June 2015	54,387	27,745	-	82,132
30 June 2014	42,912	47,798	-	90,710

27 Reconciliation of cash flows from operating activities

Details of the reconciliation of cash flows from operating activities are listed in the following table:

	2015 \$'000	2014 \$'000
Cash flows from operating activities		
Loss for the period	(18,169)	(1,464)
Adjustments for:		
Allowance for doubtful accounts	(14)	327
Equity based compensation expenses	848	410
Amortisation of deferred borrowing costs	318	319
Fair value movement on derivatives	(258)	(195)
Depreciation and amortisation	23,391	23,228
Foreign currency (gain)/loss	17,287	(3,234)
Interest expense from amortisation of original issue discount	590	593
Net changes in working capital:		
Change in trade and other receivables	(2,076)	(2,821)
Change in other assets	45	738
Change in deferred tax assets	(3,995)	1,569
Change in trade and other payables	5,030	(41)
Change in deferred revenue	(1,326)	1,284
Change in current tax liabilities	(594)	1,356
Change in provisions	(48)	133
Change in deferred tax liabilities	(4,136)	(6,902)
Change in other liabilities	145	534
Net exchange gain/(loss)	1,245	(456)
Net cash from operating activities	18,283	15,378

28 Related party transactions

The Partnership has entered into a professional services agreement with GTCR Management X LP, an affiliate of the majority partnership owners, to provide management services. For the years ended 30 June 2015 and 30 June 2014 the Partnership incurred \$598 and \$544 of expense, which is included as a component of selling, general and administrative expenses in the consolidated statement of profit or loss and other comprehensive income, respectively.

As of 30 June 2015 and 30 June 2014, the Partnership had a liability of \$66 and \$54 to entities affiliated with the majority partnership owners.

The line of credit was guaranteed by both GTCR Fund X/A AIV LP and GTCR Fund X/C AIV LP, both of which are partners in the Partnership. This line of credit was repaid in April 2015 and expired 31 May 2015.

29 Transactions with Key Management Personnel (Chief Executive Officer, Chief Financial Officer/Chief Operating Officer, Executive Vice-President/General Counsel)

Key Management Personnel remuneration includes the following expenses:

	2015	2014
	\$	\$
Total short term employee benefits	2,290,189	2,077,308
Total post-employment benefits	-	-
Total long-term benefits	-	-
Total equity based compensation	241,507	219,865
Total remuneration	2,531,696	2,297,173

The Key Management Personnel are all paid in USD and the majority of the increase from the year ended 30 June 2014 to the year ended 30 June 2015 was due to translation differences related to the weakening AUD.

30 Parent Entity information

Information relating to GTCR Gridlock Holdings (Cayman), L.P. ('the Parent Entity'):

	2015	2014
	\$'000	\$'000
Statement of financial position		
Current assets	-	-
Total assets	242,325	197,766
Current liabilities	-	-
Total liabilities	-	-
Net assets	242,325	197,766
Partnership interests	248,717	226,419
Accumulated losses	(67,047)	(44,749)
Reserves	60,655	16,096
Total equity	242,325	197,766
Statement of profit or loss and Other Comprehensive Income		
Profit for the year	-	-
Other comprehensive income (loss)	43,762	(6,497)
Total comprehensive income (loss)	43,762	(6,497)

31 Segment information

The Partnership's management analyses the company's performance by geographic area and has identified four reportable segments: Australia, Brazil, Canada and United Kingdom.

The segments' revenues are as follows:

	2015	2014
	\$'000	\$'000
Australia	83,507	78,347
United Kingdom	43,517	37,496
Canada	21,154	19,744
Brazil	5,306	2,462
	153,484	138,049

Management tracks performance primarily by Adjusted EBITDA which is defined as EBITDA adjusted for any foreign exchange profit or loss and other unusual non-recurring items.

	2015	2014
	\$'000	\$'000
EBITDA by Segments		
Australia	24,620	21,448
United Kingdom	3,250	3,378
Canada	1,252	1,572
Brazil	(626)	(1,598)
Other	(2,206)	(922)
Adjusted EBITDA	26,290	23,878
Foreign Exchange gain (loss)	(17,287)	3,234
EBITDA	9,003	27,112
Depreciation and amortization	(23,391)	(23,228)
Financing costs net of interest income	(4,648)	(5,359)
Loss before taxes and discontinued operations	(19,036)	(1,475)

Segment assets and liabilities are classified by their physical location.

	2015	2014
	\$'000	\$'000
Segment assets		
Total Assets:		
Australia	186,038	211,073
UK	32,970	33,415
Canada	23,562	24,457
Brazil	3,682	2,103
Total segment assets	246,252	271,048
Unallocated:		
Deferred tax assets	7,956	3,961
Intercompany eliminations	(1,814)	(3,396)
Other	1,376	(3,816)
Total assets	253,770	267,797
Segment liabilities		
Total liabilities		
Australia	70,065	69,834
UK	18,989	23,738
Canada	28,041	19,090
Brazil	5,559	3,321
Total segment liabilities	122,654	115,983
Unallocated:		
Deferred tax liabilities	22,125	26,261
Borrowings	49,270	64,026
Derivatives	1,229	1,487
Intercompany eliminations	(101,530)	(96,099)
Others	8,372	6,353
Total liabilities	102,120	118,011

32 Events subsequent to the reporting period

No matters or circumstances have arisen since the end of the financial year which significantly affected or may significantly affect the operations of the Partnership, the results of those operations, or the state of affairs of the Partnership in future financial years.

Partners' declaration

The Partners declare that:

1. The consolidated financial statements, comprising the consolidated statement of profit or loss and other comprehensive income, consolidated statement of financial position, consolidated statement of cash flows, consolidated statement of changes in equity, and accompanying notes:
 - (a) comply with Australian Accounting Standards and other authoritative pronouncements of the Australian Accounting Standards Board; and
 - (b) give a true and fair view of the financial position of the Partnership as at 30 June 2015 and of its performance for the year ended on that date.
2. The Partnership has included in the notes to the financial statements an explicit and unreserved statement of compliance with International Financial Reporting Standards.
3. In the Partners' opinion, there are reasonable grounds to believe that the Partnership will be able to pay its debts as and when they become due and payable.

This declaration is made for and on behalf of the Partnership by:



William Yde

President and Chief Executive Officer of GTCR Gridlock Partners, Ltd. as general partner

Dated in 2015, this 8th day of October



Independent auditor's report to the Board of Directors and Partners of GTCR Gridlock Holdings (Cayman), L.P.

Report on the financial report

We have audited the accompanying financial report of GTCR Gridlock Holdings (Cayman), L.P. (the Partnership), which comprises the consolidated statement of financial position as at 30 June 2015, the consolidated statement of profit or loss and other comprehensive income, consolidated statement of changes in equity and consolidated statement of cash flows for the year ended on that date, a summary of significant accounting policies, other explanatory notes and the directors' declaration for GTCR Gridlock Holdings (Cayman), L.P. (the consolidated entity). The consolidated entity comprises the Partnership and the entities it controlled at year's end or from time to time during the financial year.

Directors and Partners of the Partnership responsibility for the financial report

The Directors and Partners of the Partnership are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and for such internal control as the Directors and Partners of the Partnership determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 1, the Directors and Partners of the Partnership also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with International Financial Reporting Standards.

Auditor's responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the consolidated entity's preparation and fair presentation of the financial report in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the Directors and Partners of the Partnership, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.



Auditor's opinion

In our opinion:

- a. the financial report of GTCR Gridlock Holdings (Cayman), L.P.:
 - i. gives a true and fair view of the consolidated entity's financial position as at 30 June 2015 and of its performance for the year ended on that date; and
 - ii. complies with Australian Accounting Standards (including the Australian Accounting Interpretations).
- b. the financial report and notes also comply with International Financial Reporting Standards as disclosed in Note 1.

A handwritten signature in black ink that reads "Michelle Chiang".

MW Chiang
Authorized Representative
PricewaterhouseCoopers Securities Ltd

Sydney
8 October 2015