

## Q3 2014

We hereby file the UCP 2014 Q3 report. The complete report can be viewed [here](#). In addition to the report we want to highlight the following in the UCP group development.

### **Sale of Nyheter365**

On September 5, Tre Kronor sold its shareholding in Nyheter365 AB to Nyheter365 Holding AB, a company mainly owned by management in Nyheter365. The gain of this sale agreement is included in the report. For more information please see press release.

### **Net revenues and media billings**

Net revenues year to date September is more than twice as high as the same period last year, which is explained both by new clients in all operative entities and several current clients buying new communication services in addition to more traditional media investment counselling, buying and planning. The net revenue the three months ended September 30, 2014, is 8% lower than in the three months ended June 30, 2014, which is explained by clients' media investments being lower the last three month.

In the third quarter our clients' media spending including minority interest companies is significantly higher than in the first quarter in 2014, +14% (+5.5 MUSD), but somewhat lower than the second quarter in 2014, -1% (-0.5 MUSD). Our shares of the aggregated media spend for all companies in the group increased by 4.7% (+3.3 MUSD) compared to the nine months ended September 30, 2013.

### **Ongoing developments and staffing**

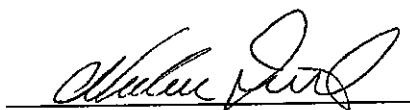
The ongoing development aiming to ensure the Group fulfils its objective to provide high level effective communication services to clients in the increasingly complex communication arena, now and in the future has good momentum and we have seen the result in increased sales. Last quarter we started of a project for developing our expertise in communication of sustainability and a specialist digital training programme in addition to the Google certification of all staff.

During the three months ended 31 March 2014 the Group increased its number of staff with six (6) to fiftytwo (52) staff in the majority owned entities. This increase was due to the increased work load starting up with new clients; the project described above and increased sales efforts. During the three months ending June 30, 2014, the Group increased staff net with only two (2), but when replacing staff leaving, new profiles have been hired. During the three months ending September 30, 2014, no new hires have been made.

### **Forecast 2014**

We have now unfortunately concluded that we will not be able to reach our objective of break-even for the group in 2014. We will however improve the net income significantly compared to last year given that the last months will meet budget, which is positive. We are convinced that we have laid the foundations in 2014 enabling us to improve our profitability in the future.

New York, USA, 15<sup>th</sup> of November 2014.



Niclas Fröberg  
CEO

**UNITED COMMUNICATIONS PARTNERS INC**  
**291 Broadway, Suite 302, New York, NY10007, USA**

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United Communications Partners Inc. and Subsidiaries  
Consolidated Balance Sheets (Unaudited)  
(In thousands of USD)

<u>Assets</u>	<u>September 30,</u> <u>2014</u>	<u>December 31,</u> <u>2013</u>
Current assets:		
Cash and cash equivalents	\$ 87	\$ 1,834
Accounts receivable, net	14,324	9,026
Costs and estimated earnings in excess of billings on projects in progress	1,726	1,758
Value added tax refund receivable	-	464
Prepaid expenses and other current assets	933	786
Total current assets	17,070	13,868
Equipment, net	92	49
Equity investments	980	1,080
Notes receivable	1,088	684
Goodwill	2,954	2,954
Other intangible assets, net	105	230
Total assets	\$ 22,289	\$ 18,865

See notes to the consolidated financial statements.

United Communications Partners Inc. and Subsidiaries  
Consolidated Balance Sheets (continued)  
(In thousands of USD)

<u>Liabilities</u>	<u>September 30, 2014</u>	<u>December 31, 2013</u>
Current liabilities:		
Accounts payable	\$ 17,136	\$ 17,456
Accrued expenses and other current liabilities	930	919
Billings in excess of costs and estimated earnings on projects in progress	3,912	667
Note payables	162	42
Value added tax payable	235	-
Derivative liabilities	-	-
Advances from related parties	2	2
<b>Total current liabilities</b>	<b>22,377</b>	<b>19,086</b>
Contingent consideration – Tre Kronor	8	15
<b>Total liabilities</b>	<b>22,385</b>	<b>19,101</b>
Non-controlling interest	-66	-22
Commitments and contingencies		
<u>Stockholders' Equity</u>		
Preferred stock \$0.001 per share par value; 100,000,000 authorized; 0 issued and outstanding.	-	-
Common stock \$0.001 per share par value; 2,000,000,000 shares authorized, 1,617,887,264 shares issued, and 1,610,887,264, shares outstanding at December 31, 2013 and December 31, 2012.	1,618	1,618
Additional paid-in capital	9,179	9,179
Accumulated deficit	(10,893)	(10,717)
Treasury stock, at cost, 7,000,000 shares	(7)	(7)
Accumulated other comprehensive loss	73	(287)
<b>Total Stockholders' equity</b>	<b>-30</b>	<b>-214</b>
<b>Totals liabilities and stockholders' equity</b>	<b>\$ 22,289</b>	<b>\$ 18,865</b>

See notes to the consolidated financial statements.

United Communications Partners Inc. and Subsidiaries  
Consolidated Statements of Operations (Unaudited)  
(In thousands of USD, except for per share amounts)

	For the three months ended		For the nine months ended	
	September 30,		September 30,	
	2014	2013	2014	2013
Net revenues	\$ 11,604	\$ 4,181	\$ 35,395	\$ 15,541
Cost of revenues	<u>-11,171</u>	<u>(3,351)</u>	<u>(32,787)</u>	<u>(12,332)</u>
Gross Profit	433	830	2,608	3,209
Selling, general and administrative expenses	(859)	(1,313)	(4,043)	(4,125)
Depreciation and amortization	(47)	(49)	(148)	(163)
Loss from operations	<u>(473)</u>	<u>(532)</u>	<u>(1,583)</u>	<u>(1,079)</u>
Other income (expense), net:				
Income from equity investments	70	154	244	421
Profit from disposal of interest in equity investment	818	-	818	-
Gain (loss) from change in fair value of derivative liabilities	-	-	-	-
Gain (loss) from change in fair value of contingent consideration	1	5	(3)	(10)
Impairment of goodwill	-	-	-	-
Profit (loss) from disposal of equipment	-	-	-	2
Interest income (expense)	(80)	(13)	21	(41)
Total other income (expense), net	<u>809</u>	<u>146</u>	<u>1,079</u>	<u>372</u>
Loss before income tax and non-controlling interest	336	(386)	(503)	(707)
Net loss (profit) attributable to non-controlling interest	17	25	37	46
Loss available to common shareholders	<u>\$ 353</u>	<u>\$ (361)</u>	<u>\$ (466)</u>	<u>\$ (661)</u>
Loss per share – Basic and diluted:				
Continuing operations	\$ (-)	\$ (-)	\$ (-)	\$ (-)
Discontinued operations	<u>(-)</u>	<u>(-)</u>	<u>(-)</u>	<u>(-)</u>
Net loss	<u>\$ (-)</u>	<u>\$ (-)</u>	<u>\$ (-)</u>	<u>\$ (-)</u>
Weighted-average shares outstanding:				
Basic and diluted	<u>1,610,887,264</u>	<u>1,610,887,264</u>	<u>1,610,887,264</u>	<u>1,607,431,264</u>

See notes to the consolidated financial statements.

United Communications Partners Inc. and Subsidiaries  
Consolidated Statements of Cash Flows (Unaudited)  
(In thousands of USD)

	<u>Nine Months Ended</u> <u>September 30, 2014</u>	<u>Nine Months Ended</u> <u>September 30, 2013</u>
Cash flows from operating activities:		
Net loss	\$ (466)	\$ (661)
Adjustments to reconcile net loss to net cash used in operating activities:		
Depreciation	24	39
Amortization of intangible assets	125	125
Amortization of debt discount	-	-
Amortization of deferred financing costs	-	-
Loss (gain) from change in fair value of derivative liabilities	-	-
Loss (gain) on change in fair value of contingent consideration	3	10
Stock based compensation	-	-
Income from equity investments	(244)	(421)
Gain from disposal of interest in equity investment	(818)	-
Non-controlling interests	(37)	(28)
Loss from disposal of equipment	-	(2)
Impairment of goodwill from acquisitions	-	-
Accrued interest from note receivable	(26)	(21)
Changes in operating assets and liabilities:		
Accounts receivable	(5,299)	(8,420)
Cost and estimated earnings in excess of billings on projects	31	36
Value added tax refund receivable	700	415
Prepaid expenses and other current assets	(148)	(636)
Accounts payable	(319)	6,262
Accrued liabilities	11	535
Billings in excess of costs and estimated earnings	3,245	479
<b>Net cash generated from operating activities</b>	<b>(3,218)</b>	<b>(2,288)</b>
Cash flows from investing activities:		
Promissory note issued	(449)	(656)
Net disposal and purchase of equipment	(67)	24
Disposal of partial interest in equity investment	1,268	-
Dividends from equity investments	240	212
Equity investment	-	-
<b>Net cash used in investing activities</b>	<b>992</b>	<b>(420)</b>
Cash flows from financing activities:		
Repayments of debt	-	(69)
Proceeds from debt, net of financing costs	121	1,062
Net repayments from borrowings from related party	-	(49)
<b>Net cash provided by financing activities</b>	<b>121</b>	<b>944</b>
Effect of exchange rates on cash from continued operations	358	41
<b>Net increase (decrease) in cash</b>	<b>(1,747)</b>	<b>(1,723)</b>
Cash at beginning of period	1,834	2,270
<b>Cash at end of period</b>	<b>\$ 87</b>	<b>\$ 547</b>
Supplemental information:		
Cash paid for interest in continued operations	\$ 65	\$ 59
Non-cash investing and financing activities:		
Note payable converted into common shares	\$ -	\$ -

See notes to the consolidated financial statements.

**United Communications Partners Inc. and Subsidiaries**  
**Notes to Unaudited Condensed Consolidated Financial Statements**

**Note 1. Organization and Nature of Business**

***Organization***

United Communications Partners Inc. ("UCP" or the "Company"), is a holding company that currently conducts its operations through its wholly owned subsidiary Tre Kronor Media & Reklam Stockholm AB, ("TKM" or "Tre Kronor") which was acquired on May 4, 2010, Abrego Spain SL, which was established in November 2010, and Tre Kronor Holding AB, which was established in August 2013.

***In Sight AS***

Effective January 1, 2011 TKM acquired a non-controlling 30.1% interest in In Sight AS (a Norwegian media company) pursuant to an agreement dated June 2, 2010 between Insight and TKM. The interest was acquired for a cash consideration of Swedish Kronor (SEK) 4,756,550 (\$701,000) which was paid on October 31, 2010.

In Sight AS is a Norwegian based media agency established in 2009. During 2010 and effective from January 1, 2011, In Sight AS expanded its business significantly after signing a contract with one of the largest retailers in Norway regarding media strategy, counseling, media purchases and campaign execution

In the beginning of 2012 In Sight AS issued 23,500 new shares against cash considerations, thus diluting TKM's non-controlling interest from 30.1% to 27.1%. On September 18, 2012, TKM agreed to dispose 14,500 shares to the management of In Sight AS against a cash consideration of \$222,591 (Norwegian Kronor 1,305,000). Pursuant to the transaction, TKM's non-controlling interest is 21% (50,000 shares).

***HowCom AB (formerly CCCP Media AB)***

Since September 2011, TKM holds a non-controlling interest of 33.3%, SEK 33,333 (approximately \$4,861) in CCCP Media AB, a Swedish media agency, with a combined capital of SEK 100,000 (approximately \$14,583).

During April 2013, CCCP Media AB acquired the Swedish consulting firm HowCom AB. In conjunction to the acquisition, the name of the company CCCP Media AB was changed to HowCom AB ("HC"). In connection with the acquisition, in May 2013, HowCom AB participated in the establishing of the Swedish consulting company HowCom Evolution AB ("HCE") for a combined capital of SEK 100,000 (approximately \$14,895) in which HowCom AB holds a controlling interest of 52% which is the equivalent to SEK 52,000 (approximately \$7,745).

***Nyheter365 AB (formerly Atna World AB)***

Effective January 1, 2011, TKM acquired all issued and outstanding shares in the Swedish advertising agency Atna World AB. Subsequent to the acquisition the name of the company was changed to Nyheter365 AB ("Nyheter365"). As consideration for the acquired shares, the former shareholders of Atna World AB received a total of 10,000,000 shares of common stock in UCP. Such shares were transferred free of charge from an affiliate to UCP.

As at January 1, 2012, the CEO of Nyheter365 received 20% of the issued and outstanding shares in Nyheter365, as part of his remuneration package, subsequent to which TKM held a controlling interest of 80% in Nyheter365 with a combined capital of SEK 100,000 (approximately \$14,979).

Effective September 5, 2014, TKM sold all its shares in Nyheter365 to Nyheter365 Holding AB. Pursuant to this transfer of shares TKM has no ownership in Nyheter365.

The results of operations of Nyheter365 have not been included in the consolidated statements of operations for the nine months ended September 30, 2014.

**Tre Kronor Media Danmark A/S**

In February 2013, TKM participated in the establishing of the Danish media company Tre Kronor Media Danmark A/S ("TKMDK"). TKMDK was established with a combined capital of Danish Kroner 500,000, (approximately \$86,200) in which TKM holds a controlling interest of 80% which is equivalent to DKK 400,000, (approximately \$69,000). The results of operations of TKMDK have been included in the consolidated statements of operations since February 11, 2013.

**Tre Kronor Creative AB**

During the first quarter of 2013 TKM established the Swedish company Tre Kronor Creative AB ("TKC"). Its establishment was based on a partnership agreement with two leading members of the TKM staff, whom where to take a 20% holding in the company, with a combined capital of SEK 100,000 (approximately \$15,346). The agreement was not completed, and both members waived their right to shares of ownership. As at December 31, 2013, TKM's controlling interest constitutes the equivalent of SEK 100,000 (approximately \$15,365).

TKC was established with the purpose to separate advertising activities from TKM in order for TKM to focus entirely on its core competencies within media consultancy, media planning and media campaign execution. In July 2013 it was concluded the advertising business of TKC was not fulfilling its objectives and would generate a loss in the business year and it was decided to close the advertising business. TKC will continue to do business but its operations will be refocused on providing clients with other communication services.

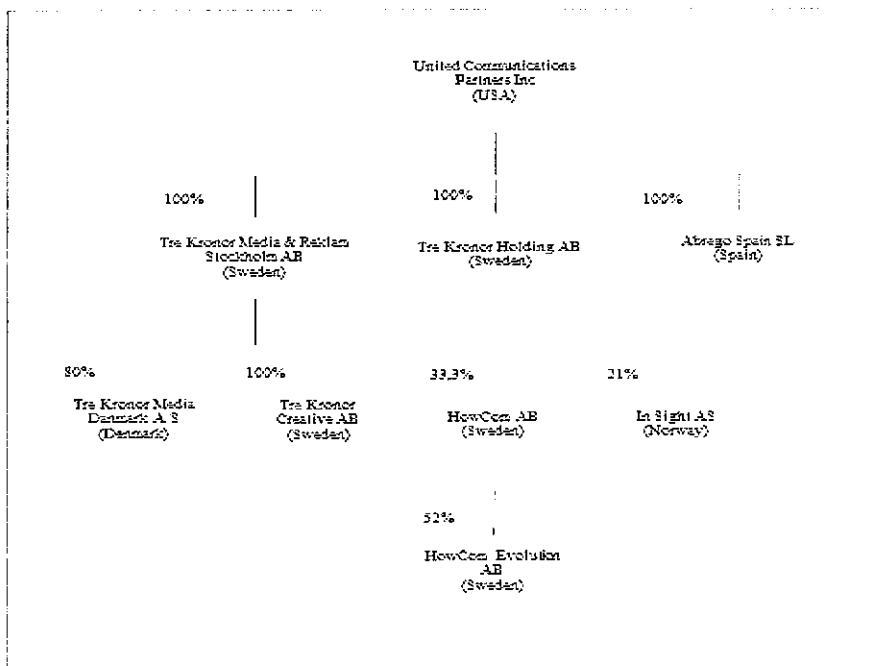
The results of operations of TKC have been included in the consolidated statements of operations since April 1, 2013.

**Tre Kronor Holding AB**

In August 2013, the Swedish company Tre Kronor Holding AB ("TKH") was established, with a capital of SEK 100,000 (approx. \$15,302). TKH was established with the purpose to handle joint activities and shared services for the group, i.e. administrative and financial services, procurement, shared systems and tools, investments and growth activities, and started its operations in May 2014.

**Corporate Structure**

The Company's corporate organization as of September 30, 2014 is reflected in the following chart:





### *Business*

United Communications Partners and its subsidiaries (collectively, the "Company") offer its customers a network of advertising, media and other communication services. The Company's strategy is to acquire mid-size businesses or make equity investments in well established businesses throughout Europe in order to form a European network of communication agencies.

### *Going Concern*

The accompanying unaudited consolidated financial statements have been prepared assuming that the Company will continue as a going concern.

During the nine months ended September 30, 2014 and 2013 the Company incurred net losses of \$466,000 and \$661,000 respectively. The Company continues to operate with a working capital deficiency (approximately \$5,307,000 at September 30, 2014), and has limited financial resources available to pay ongoing financial obligations as they become due.

The Company's operations used cash of \$3,218,000 during the nine months ended September 30, 2014, compared to a use of cash from operations of \$2,288,000 during the nine months ended September 30, 2013.

The Company's current source of funding, in addition to cash on hand, is any cash derived from operations and an operating line of credit of approximately \$1,674,600. However, the Company will require additional financing to conduct its business in accordance with its plan of operations on a long term basis.

These conditions raise doubt about the Company's ability to continue as a going concern. Accordingly, the accompanying condensed consolidated financial statements have been prepared in conformity with accounting principles generally accepted in the United States of America, which contemplates continuation of the Company as a going concern and the realization of assets and the satisfaction of liabilities in the normal course of business. The carrying amounts of assets and liabilities presented in the condensed consolidated financial statements do not necessarily purport to represent realizable or settlement values. These unaudited condensed consolidated financial statements do not include any adjustment that might result from the outcome of this uncertainty.

## **Note 2 – Summary of Significant Accounting Policies**

### *Basis of presentation*

The unaudited condensed consolidated financial statements as of September 30, 2014 and 2013 include the accounts of UCP and its wholly-owned subsidiaries as described in Note 1. All intercompany transactions and balances have been eliminated in the consolidated financial information provided.

These unaudited condensed consolidated financial statements should be read in conjunction with the consolidated financial statements and related notes thereto included in the Company's Annual Report for the year ended December 31, 2013. The Company's accounting policies are described in the Notes of the consolidated Financial Statements in its Annual report for the year ended December 31, 2013 and updated, as necessary, in this Quarterly Report.

### *Use of Estimates*

The preparation of condensed consolidated financial statements in conformity with GAAP requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the consolidated financial statements and the reported amounts of income and expenses during the reported period. The Company evaluates all of its estimates on an on-going basis.

Significant estimates and assumptions include the valuation of acquired assets including goodwill, the useful lives of assets, revenue recognition, income tax valuation, stock valuation, debt discounts on notes payable, other intangible assets and bad debts. It is at least reasonably possible that the estimate of the effect on the financial statements of a condition, situation or set of circumstances that existed at the date of the condensed

consolidated financial statements, which management considered in formulating its estimate could change in the near term due to one or more future confirming events. Accordingly, actual results could differ in the near term from these estimates, and such differences could be material.

#### *Revenue recognition*

Most of the Company's client contracts are individually negotiated and accordingly, the terms of client engagements and the bases on which the Company earns commissions and fees vary significantly. Direct costs include fees paid to external suppliers where they are retained to perform part of or all of a specific project for a client and the resulting expenditure is directly attributable to the revenue earned. Revenue is stated exclusive of VAT (value added tax), sales taxes and trade discounts.

The Company's revenue is typically derived from commissions on media placements and fees for advertising and media services. Revenue may consist of various arrangements involving fixed fees, commissions, or incentive-based revenue, as agreed upon with each client.

The Company also earns commissions from referrals of services to other vendors, marketing agencies, who ultimately provide the end service to the customer. Commissions are generally earned on the date of broadcast or publication.

Revenue for the Company's fixed-fee contracts is recognized when all of the following criteria are satisfied: (i) persuasive evidence of an arrangement exists; (ii) the price is fixed or determinable; (iii) collectability is reasonably assured; and (iv) services have been performed. Depending on the terms of a client contract, fees for services performed can be recognized in two principal ways: proportional performance or completed contract.

- Fixed-fee contracts are generally recognized as earned based on the proportional performance method of revenue recognition. In assessing contract performance, both input and output criteria are reviewed. Costs incurred are used as an objective input measure of performance. The primary input of all work performed under these arrangements is labor. As a result of the relationship between labor and cost, there is normally a direct relationship between costs incurred and the proportion of the contract performed to date. Costs incurred as a proportion of expected total costs is used as an initial proportional performance measure. This indicative proportional performance measure is always subsequently validated against other more subjective criteria (i.e. relevant output measures) such as the percentage of interviews completed, percentage of reports delivered to a client and the achievement of any project milestones stipulated in the contract. In the event of divergence between the objective and more subjective measures, the more subjective measures take precedence since these are output measures.
- Certain fees (such as for marketing services related to rebates offered by clients to their external customers) are deferred until contract completion as the final act is so significant in relation to the service transaction taken as a whole. Fees are also recognized on a completed contract basis if any of the criteria of the Financial Accounting Standards Board (FASB), Accounting Standard Codification (ASC) 605-10-S99, *Revenue Recognition*, were not satisfied prior to job completion or if the terms of the contract do not otherwise qualify for proportional performance.

Incentive-based revenue typically comprises quantitative criteria. Revenue is recognized when the quantitative targets have been achieved.

In compliance with FASB ASC 605-45 *Principal Agent Considerations*, Reporting Revenue Gross as a Principal versus Net as an Agent, the Company assess whether its agency or the third-party supplier is the primary obligor. The Company evaluate the terms of its client agreements as part of this assessment. In addition, the Company gives appropriate consideration to other key indicators such as latitude in establishing price, discretion in supplier selection and credit risk to the vendor. For a substantial portion of its client contracts the Company acts as principal as the Company are the primary obligor and bear credit risk related to the services it provide. In these contracts the Company record revenues and costs of revenues gross. In certain contracts the Company records a net amount principally on those contracts where the Company only earns a commission.

#### *Foreign Currency*

The Company has determined Swedish Kronor is the functional currency of its foreign operations. Accordingly, the foreign subsidiaries income and expenses are translated into U.S. dollars ("dollars"), the reporting currency of the Company, at the average rates of exchange prevailing during the year. The assets and liabilities are translated into U.S. dollars at the rates of exchange at the balance sheet date and the related translation adjustments are included in accumulated other comprehensive income.

#### *Loss per Share*

Basic net loss per share has been calculated by dividing net loss by the weighted average number of common shares outstanding during the period. UCP had securities outstanding which could potentially dilute basic earnings per share in the future, but the incremental shares from the assumed exercise of these securities were excluded in the computation of diluted net loss per share, as their effect would have been anti-dilutive.

#### *Impairment of Long-Lived Assets*

The Company annually, or whenever events or changes in circumstances indicate that the carrying amounts of such assets may not be recoverable, assesses the carrying value of long-lived assets in accordance with Financial Accounting Standards Board ("FASB") issued ASC 360-10. The Company evaluates the recoverability of long-lived assets not held for sale by measuring the carrying amount of the assets against the estimated undiscounted future cash flows associated with them. If such evaluations indicate that the future discounted cash flows of certain long-lived assets are not sufficient to recover the carrying value of such assets, the assets are adjusted to their estimated fair values.

#### *Goodwill and Intangible assets – Finite lives*

The Company accounts for its acquisitions utilizing the purchase method of accounting. Under the purchase method of accounting, the total consideration paid is allocated to the underlying assets and liabilities, based on their respective estimated fair values. The excess of purchase price over the estimated fair values of the net assets acquired is recorded as goodwill. Determining the fair value of certain acquired assets and liabilities, identifiable intangible assets in particular, is subjective in nature and often involves the use of significant estimates assumptions. Finite-lived identifiable intangible assets are amortized over its expected life on a straight-line basis, as this basis approximates the expected cash flows from the Company's existing finite-lived identifiable intangible assets over the expected future.

UCP acquired all the shares of TKM on May 4, 2010. The acquisition was completed pursuant to a share transfer agreement entered into between UCP and the shareholders of TKM. The Company recorded goodwill in connection with the excess cost over fair value of the net assets acquired.

Goodwill is accounted for under FASB ASC 350, *Goodwill and other*. Under FASB ASC 350, the Company's goodwill is tested for impairment on an annual basis or whenever facts or circumstances indicate that the carrying amounts may not be recoverable. The Company's reporting unit is tested individually for impairment by comparing the fair value of the reporting unit with the carrying value of that unit. Fair value is determined based on a valuation study performed by the Company using the discounted cash flow method and the estimated market values of the reporting units. During the year ended December 31, 2012 goodwill related to the Company's acquisition of TKM was impaired by \$756,000 due to decreased profit expectations for fiscal 2012 through 2016. There was no impairment of goodwill during the nine months ended September 30, 2014.

#### *Equity investments*

Investments in business entities in which the Company lacks a controlling financial interest but does have the ability to exercise significant influence over operating and financial policies are accounted for using the equity method in accordance with ASC-323, *Investments—Equity Method and Joint Ventures*.

The Company's proportionate share of net income or loss of such entity is recorded in "Income from equity investment" and "Loss from equity investment" included in "Other income (expense), net" on the Consolidated Statements of Operations.

### *Subsequent Events*

The Company evaluates subsequent events through the date the financial statements were issued.

### *Segment Information*

FASB ASC-280 *Segment Reporting, Disclosures about Segments of an Enterprise and Related Information*, establishes standards for reporting information on operating segments in interim and annual financial statements. The Company operates in one segment which is providing advertising and media services and primarily conducting its business in Sweden. The Company's chief operating decision-maker reviews the Company's operating results on an aggregate basis and manages the Company's operations as a single operating segment.

### *Recent Accounting Pronouncements*

There were various other updates recently issued, most of which represented technical corrections to accounting literature or application to specific industries and are not expected to have a material impact on the Company's consolidated financial position, results of operations or cash flows.

## **Note 3 – Equity Method Investments**

### *In Sight AS*

On October 31, 2010, TKM advanced SEK 4,756,550 approximately (\$701,000) to acquire 64,500 shares equaling a 30.1% non-controlling financial interest in the Norwegian media company In Sight AS, effective January 1, 2011. In the beginning of 2012 In Sight AS issued 23,500 new shares against cash considerations, thus diluting TKM's non-controlling interest from 30.1% to 27.1%. On September 18, 2012, TKM agreed to dispose 14,500 shares to the management of In Sight AS against a cash consideration of \$222,591 (Norwegian Kronor 1,305,000). Pursuant to the transaction, TKM's non-controlling interest will constitute 21% (50,000 shares). The cash consideration was settled on November 28, 2012.

In May 2014 TKM received a dividend from In Sight AS of approximately \$178,000.

The following table represents a summary of the changes in the value of the equity investment in In Sight AS (dollars in thousands.)

	<b>September 30, 2014</b>	<b>December 31, 2013</b>
Beginning balance	\$ 1,003	\$ 951
Acquired	-	-
Disposed	-	-
Dividend received	(178)	(181)
21% of profit	207	232
Currency adjustment	(1)	1
Ending balance	<u>\$ 1,032</u>	<u>\$ 1,003</u>

### *Howcom AB – former CCCP Media AB*

During September 2011, TKM formed a partnership with two unrelated individuals by establishing the Swedish company CCCP Media AB for a combined capital in CCCP AB of SEK 100,000 (\$14,583) in which TKM holds a non-controlling interest of 33.3% which is equivalent to SEK 33,333 (\$4,861).

During April 2013, CCCP Media AB acquired the Swedish consulting firm HowCom AB. In conjunction to the acquisition, the name of the company CCCP Media AB was changed to HowCom AB (HC). In connection with the acquisition, HowCom AB participated in the establishing of the Swedish consulting company HowCom Evolution AB (HCE) for a combined capital of SEK 100,000 (approximately \$14,895) in which HowCom AB holds a controlling interest of 51% which is the equivalent to SEK 51,000 (approximately \$7,597).

In May 2014 TKM received a dividend from HowCom AB of approximately \$61,000.

The following table represents a summary of the changes in the value of the equity investment in HowCom AB (dollars in thousands.)

	<b>September 30, 2014</b>	<b>December 31, 2013</b>
Beginning balance	\$ 77	\$ 39
Acquired	-	-
Dividend received	(61)	(31)
33,3% of profit (loss)	37	68
Currency adjustment	(3)	1
Ending balance	<u>\$ 50</u>	<u>\$ 77</u>

#### **Note 4 – Promissory note receivable**

In January 2013 TKM issued a promissory convertible note receivable totaling GBP 420,000 to the UK based marketing, media and advertising consultancy company Crane Media Limited. On February 1, 2013, the note was partially disbursed with GBP 370,000 (approximately \$578,000). By disbursement of GBP 50,000 (approximately \$79,000) on May 2, 2013, the note was fully disbursed. The note bears interest at a rate of 5% per annum and matures by the end of 2015. At the same time a Co-operation Agreement was entered into, that grants TKM the option to convert the note in full or partially into, up to 30%, of the issued and outstanding shares in Vision Crane Media Limited, a subsidiary of Crane Media Limited.

During the nine months ended September 30, 2014 and 2013 the Company accrued interest income from the note of \$25,799 and \$21,098 respectively. The accrued interest income was classified as a part of interest expenses.

The following table represents a summary of the changes in the Promissory note receivable to Crane Media Limited (dollars in thousands.)

	<b>September 30, 2014</b>	<b>December 31, 2013</b>
Beginning balance	\$ 684	\$ -
Disbursed loan		657
Accrued interest	26	30
Currency adjustment	(71)	(3)
Ending balance	<u>\$ 639</u>	<u>\$ 684</u>

On September 5, TKM sold its shares (80%) in Nyheter365 to Nyheter365 Holding AB. The sale agreement incorporated a consideration to be paid in two installments, one installment was made on the date of the transfer of shares and the second installment is to be paid at the latest September 1, 2017. TKM issued a note receivable to the buyer for the second installment of \$440,000, against pledge in the transferred shares.

#### **Note 5 - Other intangible assets**

In accordance with ASC 805, Business Combinations, the Company has identified and recognized trade name and customer relationships in Tre Kronor as intangible assets. Based on a discounted cash flow model the fair value of the intangible assets was determined to be \$610,000 and \$220,000 respectively, both having a useful life of 5 years. For the three and nine months ended September 30, 2014 and 2013 intangible assets were amortized by \$41,500 and \$124,500. At September 30, 2014, and 2013 the net carrying amount of intangible assets related to the acquisition of TKM was \$105,466 and \$271,466 respectively.

The following table set forth the future amortization of intangible assets (dollars in thousands):

2014 (October-December):	\$ 42
2015 (January – May):	\$ 64

## Note 6 - Concentration of Credit Risk

Credit risk represents the loss that would be recognized if counterparties failed to completely perform as contracted.

During the nine months ended September 30, 2014 customer AF, AG and AM accounted for approximately 27%, 18% and 15% of revenue, respectively. During the nine months ended September 30, 2013 customer AF, AM and AG accounted for approximately 24%, 17% and 17% of revenue respectively. No other customer individually represented more than 10% of revenue for any period presented.

As of September 30, 2014, customers AM, AG and AF accounted for approximately 30%, 21% and 20% of the Company's accounts receivables, respectively. As of September 30, 2013 customer AM, AG and AF accounted for approximately 36%, 16% and 15% of the Company's accounts receivables respectively. No other customer individually represented more than 10% of accounts receivables at the end of any period presented.

The Company monitors its exposure to customers to minimize potential credit losses.

The Company maintains cash and cash equivalent balances at several financial institutions throughout its operating area, and at times, may exceed insurance limits and expose the Company to credit risk. As part of its cash management process, the Company periodically reviews the relative credit standing of these financial institutions.

The Company's cash and cash equivalent balances are maintained at financial institutions located in the United States of America, Sweden, Denmark and Spain. All cash balances as of September 30, 2014, were held in bank accounts outside the United States of America.

## Note 7 – Non-controlling interests

For consolidated majority-owned subsidiaries in which the Company owns less than 100% of the total outstanding shares, the Company recognizes a non-controlling interest for the ownership interest of the minority holders.

On January 1, 2012, the CEO of Nyheter365 AB (Nyheter365) received 20% of the issued and outstanding shares in Nyheter365 as part of his remuneration package. On September 5, 2014, TKM sold its shares in Nyheter365, 80% of the issued and outstanding shares, to management in Nyheter365.

On February 11, 2013, TKM participated in the establishing of the Danish media company Tre Kronor Media Danmark A/S (TKMDK). TKMDK was established with a combined capital of Danish Kroner 500,000, (approximately \$86,200) in which TKM holds a controlling interest of 80% which is equivalent to DKK 400,000, (approximately \$69,000).

The change in carrying amount of Non-Controlling interest is as follows (dollars in thousands):

	As of September 30, 2014	As of December 31, 2013
Balance at beginning of period	\$ (22)	\$ 8
20% shares in Nyheter365, transferred at par value	(14)	-
20% shares in TKMDK, at par value	-	17
Profit (loss) attributable to Non-Controlling interest	(37)	(47)
Currency adjustment	(3)	-
Balance at end of period	\$ (76)	\$ (22)

## Note 8 - Fair Value Measurement

### Valuation Hierarchy

ASC 820 establishes a valuation hierarchy for disclosure of the inputs to valuation used to measure fair value. This hierarchy prioritizes the inputs into three broad levels as follows. Level 1 inputs are quoted prices (unadjusted) in active markets for identical assets or liabilities. Level 2 inputs are quoted prices for similar assets and liabilities in active markets or inputs that are observable for the asset or liability, either directly or indirectly through market corroboration, for substantially the full term of the financial instrument. Level 3 inputs are unobservable inputs based on the Company's own assumptions used to measure assets and liabilities at fair value. A financial asset or liability's classification within the hierarchy is determined based on the lowest level input that is significant to the fair value measurement.

The following table represents the assets and liabilities carried at fair value (dollars in thousands) measured on a recurring and non-recurring basis as of September 30, 2014:

	Total Carrying Value at September 30, 2014	Fair Value Measurements at September 30, 2014		
		Quoted prices in active markets (Level 1)	Significant other observable inputs (Level 2)	Significant unobservable inputs (Level 3)
Contingent Consideration	\$ 8	\$ -	\$ -	\$ 8
Goodwill	\$ 2,954	\$ -	\$ -	\$ 2,954

The contingent consideration is measured at fair value using quoted market prices of the Company's shares of common stock.

Goodwill is measured at fair value on a non-recurring basis using discounted cash flows and is classified within level 3 of the value hierarchy.

The following table represents a summary of the changes in the fair value of the Company's Level 3 financial liabilities that are measured at fair value on a recurring basis (dollars in thousands):

	September 30, 2014	December 31, 2013
Beginning balance – Contingent consideration	\$ 15	\$ 20
Recorded contingent consideration	-	-
Net unrealized loss on change in fair value of contingent consideration	(6)	(5)
Ending balance – Contingent consideration	\$ 8	\$ 15

The following table represents a summary of the changes in the fair value of goodwill that is measured at fair value on a non-recurring basis (dollars in thousands.)

	September 30, 2014	December 31, 2013
Beginning balance	\$ 2,954	\$ 2,954
Acquired	-	-
Impaired	-	-
Currency adjustment	-	-
Ending balance	\$ 2,954	\$ 2,954

### Note 9 – Notes Payable

Notes payable consist of the following (dollars in thousands):

<u>Loan reference</u>	<u>Maturity Date</u>	<u>As of September 30, 2014</u>	<u>As of December 31, 2013</u>
Promissory notes	January 2009	\$ 37	\$ 37
<b>Total</b>		<b>37</b>	<b>37</b>
Less: Current portion		37	37
Long-term portion of debt		\$ -	\$ -

### Note 10 – Line of Credit

The Company has a floating rate line of credit facility with SEB Bank in the amount of \$1,674,600. As of September 30, 2014 the amount outstanding, under this line of credit facility, was \$125,145. The rate of interest payable under the line of credit facility is presently 3.4 % per annum.

### Note 11 – Stock Based Compensation

In the first quarter of 2011 and during the years 2010 and 2009 the company issued 258,000, 1,250,000 and 3,000,000 shares of common stock respectively to eight consultants for services rendered during the period from 2009 through 2012. The total market value of the shares, on the date of signing the agreements, was \$653,740. For the nine months ended September 30, 2014 and 2013 the Company expensed \$-(nil) and \$-(nil) respectively as selling, general and administrative expenses. For the nine months ended September 30, 2014 and 2013, the Company expensed \$-(nil).

As of September 30, 2014, there was no unrecognized compensation costs related to the issuance.

### Note 12 - Related Party Transactions

#### *Fee to former Chairman and Secretary of the Board*

In November 2011 the Company recognized that former chairman, was entitled to receive a fee for services rendered during 2008, 2009 and 2010 at a total amount of \$188,346 which was classified as a component of selling, general and administrative expenses in the year ended December 31, 2011. At December 31, 2013, and December 31, 2012, former chairman has a receivable of \$1,624 and \$51,020 respectively which has been classified in advances from related parties.

#### *Fee to former President and Chairman of the Board, CEO of Tre Kronor*

According to the Share Purchase Agreement with the former shareholders of Tre Kronor, the Company was committed to pay an aggregate amount of SEK 3,000,000 (\$387,000) to the president and chairman of the Board against redemption of a portion of his shares. The Company agreed to extend the redemption of the share portion to December 31, 2013. During the year ended December 31, 2010 the Company advanced a payment of \$387,000 to him. At December 31, 2011 such advance was classified as a component of the Company's Stockholders Equity as Notes Receivable from Affiliate. During the fourth quarter of 2012 the redemption agreement was annulled and the president and chairman of the board settled the Note Receivable by repaying the advanced payment of \$387,000 in cash.

During the year ended December 31, 2013, the President and Chairman of the Board received a fee of \$187,282 through a company controlled by the President and Chairman of the Board. The fee was classified as a component of selling, general and administrative expenses.



During the nine months ended September 30, 2014, the former President and Chairman of the Board received a fee of \$175,212 through a company controlled by the former President and Chairman the Board. The fee was classified as a component of selling, general and administrative expenses.

*Fee to the Chairman of the Board*

During the nine months ended September 30, 2014, the Chairman of the Board received a fee of \$20,722 through a company controlled by the Chairman of the Board. The fee was classified as a component of selling, general and administrative expenses.

*Fee to Secretary and Director of the Board*

During year ended December 31, 2013, the Secretary and Director of the Board received a fee of \$185,362 through a company controlled by the Secretary and Director of the Board. The fee was classified as a component of selling, general and administrative expenses.

During the nine months ended September 30, 2014, the Secretary and Director of the Board received a fee of \$135,727 through a company controlled by the Secretary and Director of the Board. The fee was classified as a component of selling, general and administrative expenses.

**Note 13 - Subsequent Events**

Management has evaluated subsequent events to determine if events or transactions occurring through September 30, 2014, the date these financial statements were available to be issued, require potential adjustments to or disclosure in the consolidated financial statements and has concluded that no subsequent events have occurred that would require recognition in the consolidated financial statements or disclosure in the notes to the consolidated financial statements.

UNITED COMMUNICATIONS PARTNERS INC  
291 Broadway, Suite 302, New York, NY10007, USA

**Certifications**

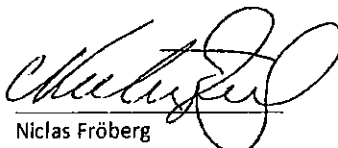
We, Niclas Fröberg, Carl Johan Grandinson, Anna-Karin Darlin, Lars Blomberg and Kenneth Rosenthal, certify that:

1. We have reviewed this financial statement of United Communications Partners Inc.
2. Based on our knowledge, this disclosure statement does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statement made, in light of circumstances under which such statements were made, not misleading with respect to the period covered by this disclosure statement.
3. Based on our knowledge, the financial statements and other financial information included or incorporated by reference in this disclosure statement, fairly present in all material respects, the financial condition, results of operations and cash flows of the issuer as of and for, the periods presented in this disclosure statement.

Date: November 15, 2014.

UNITED COMMUNICATIONS PARTNERS INC.

/s/Niclas Fröberg



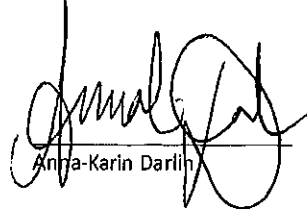
Niclas Fröberg

/s/ Carl Johan Grandinson



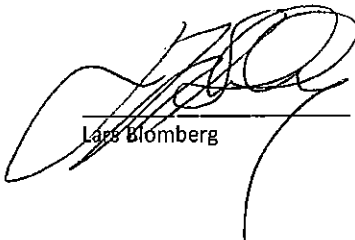
Carl Johan Grandinson

/s/ Anna-Karin Darlin



Anna-Karin Darlin

/s/Lars Blomberg



Lars Blomberg

/s/ Kenneth Rosenthal

*Ken Rosenthal*  
Kenneth Rosenthal