BILLING SERVICES GROUP LIMITED
2017 ANNUAL REPORT

BILLING SERVICES GROUP LIMITED

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2017 Annual Report

CO-CHAIRMEN'S MESSAGE
TO SHAREHOLDERS

TO OUR SHAREHOLDERS

On behalf of the Board of Directors, we thank you for your investment in BSG and the trust you have placed in the Board to oversee the design and execution of the Company's strategies. In the aggregate, Board members own or represent parties who own approximately 56% of outstanding shares. The Board members' interests are accordingly well aligned with those of all other shareholders.

FINANCIAL RESULTS

The Company recorded a $0.02 per share net loss in 2017, compared with $0.04 per share of net income in 2016. Revenue declined 30% in 2017; and there were $15.3 million of non-cash goodwill impairment charges. Nonetheless, as a result of continuous attention to the management of cash flow, the Company returned $5.0 million of cash to shareholders through a tender offer, and delivered $1.1 million of cash from operating activities.

The 30% revenue decline in 2017 resulted largely from AT&T's withdrawal from third party billing in December 2016. Revenues in 2018 will be negatively affected by Verizon's similar withdrawal from third party billing at the end of 2017. The non-cash goodwill impairment charges were caused, in large part, by the actions of AT&T and Verizon, which reduced the earnings base and fair value of the Company's wireline billing and clearing business. A substantial portion of the impaired goodwill had been recorded in 2003, when the predecessor to BSG purchased the wireline billing and clearing business.

Norm Phipps, the Company's CEO, provided commentary on the financial results and business highlights within the announcement dated 26 March 2018, which accompanied the 2017 audited financial statements. We encourage all shareholders to review Norm's comments and insights for a more thorough understanding of the financial results and developments affecting our business lines.

STRATEGIC REVIEW

In 2016, the Board initiated a strategic review to determine the future composition of the group, including capital structure and business lines. The most visible action taken to date under the strategic review was the $5.0 million cash tender offer completed in December 2017.

After running a comprehensive sale process with respect to BSG Wireless, the Company's Wi-Fi data solutions business, the Board has concluded that the offers received did not represent fair value to the shareholders, and accordingly has terminated the sale process. As of this writing, management is implementing a plan refocusing BSG Wireless's efforts on certain profitable product sets supported by an appropriately sized staff.

CAPITAL MANAGEMENT

The Board oversees the structure and allocation of the Company's capital. The Company's management team has performed commendably in generating cash from the business, which has strengthened the balance sheet and preserved a variety of strategic options.

There are several non-exclusive options available in allocating capital, including the sale or purchase of business assets; additional investment in existing businesses; and cash distributions to shareholders. Our primary focus today centers on creating a liquidity event that will enable shareholders to realize a further return on their investment.

SPECIAL RECOGNITIONS

The men and women of BSG have successfully dealt with many complex business issues over the past several years. The employees have worked tirelessly to improve operations and create shareholder value. 2017 was no exception. We acknowledge their accomplishments under difficult circumstances.

Three of our Non-Executive Directors retired from the Board at the end of 2017. Pat Heneghan, Leighton Smith and Greg Carter have all had long associations with BSG. Pat and Leighton joined the Board as Non-Executive Directors at the time of BSG's formation in 2005. Greg served as CEO from 2008 to 2012, after which he transitioned to a Non-Executive Director. With their varied mix of backgrounds, perspectives and skill sets, all three provided insightful counsel. We thank them on behalf of all shareholders.

Sincerely,

Denham H.N. Eke
Non-Executive Co-Chairman

Jason R. Wolff
Non-Executive Co-Chairman

DIRECTORS,
OFFICERS & ADVISORS

DIRECTORS

Patrick D. Heneghan, Chairman *(resigned December 31, 2017)*
Leighton W. Smith, Vice Chairman *(resigned December 31, 2017)*
Norman M. Phipps, CEO, CFO, and Executive Director
Greg M. Carter *(resigned December 31, 2017)*
Denham H.N. Eke *(appointed Co-Chairman January 1, 2018)*
Jason R. Wolff *(appointed Co-Chairman January 1, 2018)*

OFFICERS

Norman M. Phipps, Chief Executive Officer
and Chief Financial Officer

COMPANY SECRETARY

Diane Perinchief
c/o Estera Services (Bermuda) Limited
Canon's Court
22 Victoria Street
Hamilton, HM 12, Bermuda

ASSISTANT COMPANY SECRETARY

Estera Services (Bermuda) Limited
Canon's Court
22 Victoria Street
Hamilton, HM 12, Bermuda

REGISTERED OFFICE

Canon's Court
22 Victoria Street
Hamilton, HM 12, Bermuda

NOMINATED ADVISOR AND BROKER

finnCap Limited
60 New Broad Street
London EC2M 1JJ, United Kingdom

UK LEGAL ADVISOR

Reed Smith LLP
The Broadgate Tower
20 Primrose Street
London EC2A 2RS, United Kingdom

BERMUDIAN LEGAL ADVISOR

Appleby (Bermuda) Limited
Canon's Court
22 Victoria Street
Hamilton, HM 12, Bermuda

INDEPENDENT AUDITORS

Weaver and Tidwell, LLP
9311 San Pedro Avenue
Suite 1400
San Antonio, TX, 78216, United States

BRANCH REGISTRAR

Link Market Services
12 Castle Street
St. Helier, Jersey JE2 3RT, United Kingdom

DEPOSITORY INTEREST REGISTRAR

Link Asset Services
The Registry
34 Beckenham Road
Beckenham, Kent BR3 4TU, United Kingdom

FINANCIAL **HIGHLIGHTS**

All amounts in US$

	YEAR ENDED DECEMBER 31	
	2017	***2016***
Revenues	$ 21.1 million	$ 30.2 million
EBITDA[(1)]	$ 0.9 million	$ 5.7 million
Net (loss) income	$ (6.7) million	$ 10.9 million
Net (loss) income per basic and diluted share	$(0.02) per share	$0.04 per share

[(1)] EBITDA is computed as earnings before interest, income taxes, depreciation, amortization and other non-cash and nonrecurring income or expense items. EBITDA is not a recognized measure under generally accepted accounting principles (GAAP).

- Completed a $5.0 million cash tender offer under which the Company purchased 117,647,059 shares at a price per share of $0.0425, reducing outstanding shares from 282,415,748 to 164,768,689
- Repaid $2.1 million to the Federal Trade Commission pursuant to the 2016 settlement ($1.0 million outstanding balance owed as of December 31, 2017)
- Generated $0.9 million of EBITDA (2016: $5.7 million)
- Provided $1.1 million of cash from operating activities (2016: used $0.5 million)
- Improved gross margin by 3.6 percentage points (56.6% in 2017 vs. 53.0% in 2016)
- Recognized $15.3 million of non-cash impairment charges against goodwill (no impairment in 2016)
- Ended the year with $11.5 million of cash (2016: $15.1 million)

BSG WIRELESS AND THIRD PARTY VERIFICATION (“TPV”) **OPERATIONAL HIGHLIGHTS**

- Completed the delivery of the new Wi-Fi Location Data Service (WLDS) product to AT&T, Boingo and Telus
- Signed a new contract with XLN (a UK-based business telecom provider) to provide Wi-Fi hub services
- Extended our hotspot finder and connection product suite with delivery to VAST Networks (a Wi-Fi network infrastructure provider based in South Africa)
- Enhanced the hub service product suite to include Alerting and delivered to AT&T
- Deployed TPV services to 14 states on behalf of Direct Energy

EXECUTIVE & NON-EXECUTIVE DIRECTORS & **DIVIDEND POLICY**

NORMAN M. PHIPPS

Executive Director

Norman M. Phipps joined BSG as CFO in 2003 and was named CEO in 2012. He brings nearly 30 years of executive experience to the company. Prior to joining BSG, Mr. Phipps was affiliated with Avery Communications, Inc., one of four predecessor companies that joined together in December 2003 to form Billing Services Group. Mr. Phipps' prior experience includes executive management and operational positions at a communications equipment manufacturer in which Mr. Phipps sold a controlling interest to a NYSE-listed company in 2000. Mr. Phipps has also run a private investment fund and served in management positions at CIBC World Markets and Citicorp, where he was responsible for investment banking activities and lending or investing at all levels of the capital structure in leveraged credits. Mr. Phipps became an Executive Director effective May 31, 2012.

DENHAM H. N. EKE

Non-Executive Director

Denham H. N. Eke is the Managing Director of Burnbrae Group Limited, a private international asset management company. Mr. Eke began his career in stockbroking with Sheppards & Chase before moving into corporate planning for Hogg Robinson plc, a major multinational insurance broker. He is a director of many years' standing of both public and private companies involved in the financial services, property, mining, and manufacturing sectors. He is Chairman of Webis Holdings PLC, Chief Executive Officer of Manx Financial Group PLC, and Chief Finance Officer of Port Erin Biopharma Investments Limited - all quoted on the London AIM market.

JASON R. WOLFF

Non-Executive Director

Jason R. Wolff is the President of Frontier Radio Management, a private investment vehicle which he established in order to make value-oriented investments. Frontier and its affiliates currently own and operate sixteen radio stations in California, Arizona and Hawaii as well as television stations in Arizona, California, Idaho and Mississippi. Prior to founding Frontier, Mr. Wolff spent nearly ten years as a direct investor, working for traditional private equity funds, hedge funds and private family investment groups. Most recently Mr. Wolff was based in London as a partner and director of an $800 million private equity fund which was focused on the communications and media sectors. Previously Mr. Wolff was an investment analyst at The Baupost Group, where he was responsible for a broad range of liquid and illiquid investments.

DIVIDEND POLICY

It is not the Directors' current intention that the Company will pay a dividend for the financial year ended December 31, 2017. The declaration and payment by the Company of any future dividends and the amount of any such dividends will depend upon the Company's results, financial condition, future prospects, profits being available for distribution, limitations under any financing arrangements and any other factors deemed by the Directors to be relevant at the time, subject always to the requirements of the Companies Act 1981 of Bermuda.

REPORT ON
DIRECTORS' REMUNERATION

The remuneration of the Executive Director is determined by the Remuneration Committee which consists of two Non-Executive Directors. The role of the Committee is to review the scale and structure of the remuneration of the Executive Director and other senior executives.

REMUNERATION POLICY

The objectives of the remuneration policy are to ensure that the salaries and incentives are aligned with the performance of the Company and the interests of shareholders and to enable the company to attract, retain and motivate the Executive Director, senior executives and employees of the highest caliber. In framing the remuneration policy, full consideration has been given to Principle B of Section 1 of the Combined Code.

DIRECTORS' REMUNERATION

The normal remuneration arrangements for the Executive Director and senior executives consist of base salary, annual performance-related bonuses and non-qualified share options. In addition, they receive private medical insurance and contributions to a 401(k) plan at the Company's discretion.

No Director is involved in deciding his own remuneration. The remuneration of the Non-Executive Directors is determined by the Board. In 2017, our Chairman received $72,000 and each Non-Executive Director received $60,000 calculated on a full year of service. All Directors have service contracts and our CEO/CFO has an employment agreement.

AUDITABLE INFORMATION

Executive Director remuneration for the year ended December 31, 2017 was as follows:

	2017 Salary	2017 Bonus	2017 Medical Insurance	2017 401(k)	2017 Total	2016 Total
Norman M. Phipps	$500,000	$60,000	$19,924	$13,500	$593,424	$590,334

Share Option Plan

	Options at 01-Jan-17	Cancelled/ Forfeited in 2017	Issued in 2017	Exercised in 2017	Options at 31-Dec-17	Exercise Price	Earliest Exercise Date[(1)]	Option Termination Date
Norman M. Phipps	2,000,000	-	-	-	2,000,000	10.34 p	18-Aug-10	18-Aug-18

[(1)] Subject to the provisions of the plan, including but not limited to provisions covering a change in control

CORPORATE **GOVERNANCE STATEMENT**

The Board met for regular business four times during the period under review. In addition, further meetings are held if circumstances require. The Board has agreed to a schedule of items that are specifically reserved for its consideration, which is reviewed on an annual basis. The schedule includes setting and monitoring strategy, reviewing trading performance, guiding business development, examining acquisition possibilities and approving reports to shareholders. In addition, the Board approves the annual budget and any budget updates. Procedures are established to ensure that appropriate information is communicated to the Board in a timely manner to enable it to fulfill its duties.

Details of the Directors are set out on page 9. At December 31, 2017, the Board was comprised of one Executive and five Non-Executive Directors. As noted on page 6, three Non-Excecutive Directors resigned December 31, 2017. The Board has separate roles for Chairman and Chief Executive.

The Board has established an Audit Committee, which in 2017 included Leighton W. Smith (Chairman) and Patrick D. Heneghan. Effective January 1, 2018, the committee consisted of Denham H. N. Eke and Jason R. Wolff (Co-Chairmen). The Audit Committee meets at least two times a year. It is responsible for meeting the auditors, reviewing the annual report and accounts and the interim results before their submission to the Board, ensuring that the financial performance of the Company is properly reported on and monitored, reviewing the recommendations of the auditors on accounting policies, internal control and other findings and making recommendations to the Board on the scope of the audit and the appointment of the auditors. The Audit Committee met three times during the period of review, with all meetings being fully attended.

The Board has established a Remuneration Committee, which in 2017 included Leighton W. Smith (Chairman) and Patrick D. Heneghan. Effective January 1, 2018, the committee consisted of Denham H. N. Eke and Jason R. Wolff (Co-Chairmen). The Remuneration Committee meets as necessary to assess the performance of the Executive Director and senior executives and to review the scale and structure of their remuneration, having due regard to the interests of the shareholders. The Committee also approves any performance-based Company incentive plans and the granting of share options. The Remuneration Committee met twice during the period of review, with full attendance.

The Board established a Nomination Committee, which in 2017 included Patrick D. Heneghan (Chairman) and Leighton W. Smith. Effective January 1, 2018, the committee consisted of Denham H. N. Eke and Jason R. Wolff (Co-Chairmen). The Nomination Committee meets when necessary to consider and make recommendations to the Board concerning the composition of the Board, including proposed appointees to the Board and whether to fill any vacancies that may arise or to change the number of Board members. The Nomination Committee is chaired by the Co-Chairmen except when it is dealing with the appointment of a successor to the Chairmanship of the Company. The Nomination Committee did not meet during the period of review.

From time to time, the Board establishes special committees to address particular business issues. Such committees are not intended to be permanent.

COMMUNICATION WITH SHAREHOLDERS

The Board encourages regular dialogue with shareholders. All shareholders will be invited to the AGM at which Directors will be available for questions. The notice of AGM will be sent to all shareholders at least 20 working days before the meeting. Other information about the Company is available on the Company's website at www.bsgclearing.com.

INTERNAL CONTROL

The Directors are responsible for the Company's system of internal control and for reviewing its effectiveness. However, such a system is designed to manage rather than eliminate the risk of failure to achieve business objectives, and it can only provide the Directors with reasonable and not absolute assurance against material misstatement or loss.

The Board recognizes the importance of both financial and non-financial controls and has reviewed the Company's control environment, including the Company's Type 2 Service Organization Control 1 Reports and any related shortfalls during the period. Specific controls are subject to continuous review as the Company implements new systems and practices. The Company seeks to continuously assess the risks to which it is exposed and to take appropriate steps to mitigate or eliminate those risks wherever possible. The independent auditors' responsibilities are to express an opinion on the financial statements. The independent auditors are not engaged to perform an audit of the Company's internal control over financial reporting. Their audits include consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Company's internal control. They report their findings to the Audit Committee and the Board. No weaknesses in internal controls have resulted in any material losses, contingencies or uncertainty which would require disclosure as recommended by the guidance for Directors on reporting on internal controls.

HEALTH AND SAFETY

It is the objective of the Company to ensure the health and safety of its employees and of any other persons who could be affected by its operations. It is the Company's policy to provide working environments which are safe and without risk to health and provide information, instruction, training and supervision to ensure the health and safety of its employees.

INVESTMENT APPRAISAL

The Board approves proposals for the acquisition of new businesses.

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT **OF THE ANNUAL REPORT**

The Directors are responsible for preparing the Annual Report in accordance with applicable law and generally accepted accounting principles ("GAAP") in the United States. In preparing those financial statements, the Directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgments and estimates that are responsible and prudent;
- state whether the financial statements comply with GAAP in the United States; and
- prepare the financial statements on a going concern basis.

The Directors confirm that they have complied with the above requirements in preparing the financial statements.

REPORT OF INDEPENDENT AUDITORS

Independent Auditor's Report

Board of Directors
Billing Services Group Limited

We have audited the accompanying consolidated financial statements of Billing Services Group Limited, which comprise the consolidated balance sheets as of December 31, 2017 and 2016, and the related consolidated statements of income, changes in stockholders' equity, and cash flows for the years then ended, and the related notes to the financial statements.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of consolidated financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express an opinion on these consolidated financial statements based on our audits. We conducted our audits in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the consolidated financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the consolidated financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the consolidated financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the consolidated financial statements 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. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the consolidated financial statements.

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

AN INDEPENDENT MEMBER OF BAKER TILLY INTERNATIONAL
WEAVER AND TIDWELL, L.L.P.
CERTIFIED PUBLIC ACCOUNTANTS AND ADVISORS
9311 SAN PEDRO AVENUE, SUITE 1400, SAN ANTONIO, TX 78216
P: 210.737.1042 F: 210.737.3103

Opinion

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Billing Services Group Limited as of December 31, 2017 and 2016, and the results of their operations and their cash flows for the years then ended in accordance with accounting principles generally accepted in the United States of America.

Weaver and Tidwell, L.L.P.

WEAVER AND TIDWELL, L.L.P.

San Antonio, Texas
March 23, 2018

Billing Services Group Limited

Consolidated Balance Sheets

(In thousands, except shares)

	Notes	December 31 2017	December 31 2016
Assets			
Current assets:			
Cash and cash equivalents		**$ 11,528**	$ 15,111
Restricted cash	9	**831**	1,655
Accounts receivable		**3,616**	4,323
Purchased receivables		**460**	744
Prepaid expenses and other current assets		**383**	355
Total current assets		**16,818**	22,188
Property, equipment and software		**50,008**	48,593
Less accumulated depreciation		**45,925**	44,462
Net property, equipment and software	2	**4,083**	4,131
Intangible assets, net of accumulated amortization of $75,915 and $75,229 at December 31, 2017 and 2016, respectively	3	**5,962**	6,427
Deferred taxes	5	**391**	-
Goodwill	3	**9,964**	25,275
Other assets, net		**65**	65
Total assets		**$ 37,283**	$ 58,086

Continued on following page

Billing Services Group Limited

Consolidated Balance Sheets (continued)
(In thousands, except shares)

	Notes	December 31 2017		December 31 2016
Liabilities and Shareholders' Equity				
Current liabilities:				
Trade accounts payable		**$**	**1,423**	$ 2,206
Third-party payables			**6,546**	10,284
Accrued liabilities	9		**2,848**	6,270
Income tax payable			**-**	22
Term loan note payable	4		**105**	57
Total current liabilities			**10,922**	18,839
Term loan note payable - noncurrent	4		**147**	121
Deferred taxes	5		**-**	1,923
Other liabilities			**194**	89
Total liabilities			**11,263**	20,972
Shareholders' equity:				
Common stock, $0.59446 par value; 350,000,000 shares authorized; 164,768,689 and 282,415,748 shares issued and outstanding at December 31, 2017 and 2016, respectively	6		**97,948**	167,885
Additional paid-in capital (deficit)			**(110,611)**	(175,577)
Retained earnings			**39,104**	45,779
Accumulated other comprehensive loss			**(421)**	(973)
Total shareholders' equity			**26,020**	37,114
Total liabilities and shareholders' equity		**$**	**37,283**	$ 58,086

See accompanying notes.

Billing Services Group Limited

Consolidated Statements of Income and Comprehensive Income

(In thousands, except per share amounts)

	Notes	Years Ended December 31 2017	2016
Operating revenues		**$ 21,057**	$ 30,151
Cost of services		**9,144**	14,165
Gross profit		**11,913**	15,986
Selling, general and administrative expenses		**10,995**	10,296
Depreciation and amortization expense	2, 3	**1,901**	2,012
Impairment charge	3	**15,309**	-
Operating (loss) income		**(16,292)**	3,678
Other income (expense):			
Interest expense		**(181)**	(5)
Interest income		**36**	84
All other income, net		**7,381**	9,555
Total other income, net		**7,236**	9,634
(Loss) income before income taxes		**(9,056)**	13,312
Income tax benefit (expense)	5	**2,381**	(2,399)
Net (loss) income		**(6,675)**	10,913
Other comprehensive income (loss)		**552**	(648)
Comprehensive (loss) income		**$ (6,123)**	$ 10,265

Continued on following page

Billing Services Group Limited

Consolidated Statements of Income and Comprehensive Income (continued)

(In thousands, except per share amounts)

	Notes	Years Ended December 31 2017	2016
Net (loss) income per basic and diluted share:			
Basic net (loss) income per share	7	**$ (0.02)**	$ **0.04**
Diluted net (loss) income per share	7	**$ (0.02)**	$ **0.04**
Basic weighted-average shares outstanding		**278,870**	**282,416**
Diluted weighted-average shares outstanding		**286,098**	**289,806**

See accompanying notes.

Billing Services Group Limited

Consolidated Statements of Changes in Shareholders' Equity
(In thousands)

	Number of Shares	Common Stock	Additional Paid-In Capital (Deficit)	Retained Earnings	Accumulated Other Comprehensive Income (Loss)	Total
Shareholders' equity, December 31, 2015	282,416	167,885	(175,606)	34,866	(325)	$ 26,820
Stock-based compensation expense	-	-	29	-	-	29
Net income	-	-	-	10,913	-	10,913
Translation adjustment	-	-	-	-	(648)	(648)
Shareholders' equity, December 31, 2016	282,416	167,885	(175,577)	45,779	(973)	37,114
Share repurchase	**(117,647)**	**(69,937)**	**64,937**	**-**	**-**	**(5,000)**
Stock-based compensation expense	**-**	**-**	**29**	**-**	**-**	**29**
Net loss	**-**	**-**	**-**	**(6,675)**	**-**	**(6,675)**
Translation adjustment	**-**	**-**	**-**	**-**	**552**	**552**
Shareholders' equity, December 31, 2017	**164,769**	**$ 97,948**	**$ (110,611)**	**$ 39,104**	**$ (421)**	**$ 26,020**

See accompanying notes.

Billing Services Group Limited

Consolidated Statements of Cash Flows
(In thousands)

	Years Ended December 31	
	2017	**2016**
Operating activities		
Net (loss) income	**$ (6,675)**	$ 10,913
Adjustments to reconcile net (loss) income to net cash provided by (used in) operating activities:		
Depreciation	**1,276**	1,380
Amortization of intangibles and other assets	**625**	632
Impairment loss	**15,309**	-
Stock-based compensation expense	**29**	29
(Benefit) expense in provision for deferred taxes	**(2,314)**	2,523
Changes in operating assets and liabilities:		
Decrease in accounts receivable	**707**	1,397
Increase in prepaid expenses and other assets	**(28)**	(10)
(Decrease) increase in income taxes payable, net	**(22)**	556
Decrease in trade accounts payable	**(783)**	(728)
(Decrease) increase in third-party payables	**(3,633)**	744
Decrease in accrued liabilities	**(3,422)**	(17,923)
Net cash provided by (used in) operating activities	**1,069**	(487)
Investing activities		
Purchases of property, equipment and software	**(943)**	(1,255)
Net receipts on purchased receivables	**284**	1,533
Net cash (used in) provided by investing activities	**(659)**	278

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Billing Services Group Limited

Consolidated Statements of Cash Flows (continued)
(In thousands)

	2017	2016
Financing activities		
Borrowings on term loan note payable	**$ 142**	$ 178
Payments on long-term debt	**(68)**	-
Restricted cash	**824**	7,662
Stock repurchase	**(5,000)**	-
Net cash (used in) provided by financing activities	**(4,102)**	7,840
Effect of exchange rate changes	**109**	53
Net (decrease) increase in cash and cash equivalents	**(3,583)**	7,684
Cash and cash equivalents at beginning of year	**15,111**	7,427
Cash and cash equivalents at end of year	**$ 11,528**	$ 15,111
Supplemental cash flow information		
Cash paid during the year for:		
Interest	**$ 9**	$ -
Taxes	**$ -**	$ 350

See accompanying notes.

1. Organization and Summary of Significant Accounting Policies

Organization

Billing Services Group Limited (the "Company" or "BSG Limited") commenced operations effective with the completion of its admission to AiM (a market operated by the London Stock Exchange plc) on June 15, 2005. The Company was formed to succeed to the business of Billing Services Group, LLC and its subsidiaries. Through its operating entities, the Company provides clearing and financial settlement products, innovative Wi-Fi roaming solutions to mobile carriers and network operators and third-party verification services to the telecommunications, cable and utilities industries. The Company was incorporated and registered in Bermuda on May 13, 2005.

Principles of Consolidation

The Company's consolidated financial statements include the accounts of the Company and its subsidiaries, Billing Services Group North America, Inc. ("BSG North America") and BSG Wireless Limited ("BSG Wireless"), and their respective subsidiaries. All significant intercompany accounts and transactions have been eliminated in consolidation.

Cash and Cash Equivalents

Cash and cash equivalents include all cash and highly liquid investments with original maturities of three months or less. The Company holds cash and cash equivalents at several major financial institutions in amounts that often exceed Federal Deposit Insurance Corporation insured limits for United States deposit accounts.

Restricted Cash

Restricted cash represents deposits made under the deposit account security and control agreement (the "Deposit Agreement") discussed in Note 9.

1. Organization and Summary of Significant Accounting Policies (continued)

Accounts Receivable

The allowance for doubtful accounts is established as losses are estimated to have occurred through a provision for bad debts charged to earnings. Losses are charged against the allowance when management believes the uncollectibility of a receivable is confirmed. Subsequent recoveries, if any, are credited to the allowance. The allowance for doubtful accounts is evaluated on a regular basis by management and is based on historical experience and specifically identified questionable receivables. The evaluation is inherently subjective, as it requires estimates that are susceptible to significant revision as more information becomes available. Management believes all receivables to be collectible, and there is no need for an allowance as of December 31, 2017 and 2016.

Purchased Receivables

The Company offers advance funding arrangements to certain customers. Under the terms of the arrangements, the Company purchases the customer's accounts receivable for an amount equal to the face amount of the call record value submitted to the local exchange carriers ("LECs") by the Company, less various deductions, including financing fees, LEC charges, rejects and other similar charges. The Company advances 40% to 72% of the purchased receivable to the customer and charges financing fees at rates up to 8% per annum over prime (prime was 4.50% and 3.75% per annum at December 31, 2017 and 2016, respectively) until the funds are received from the LECs. The face amount of the call record value is recorded as purchased receivables in the consolidated balance sheets.

Concentration of Credit Risk and Significant Customers

At December 31, 2017, ten customers represented approximately 49% of accounts receivable, and six customers represented 100% of outstanding purchased receivables. At December 31, 2016, ten customers represented approximately 37% of accounts receivable, and seven customers represented 100% of outstanding purchased receivables. Credit risk with respect to trade accounts receivable generated through billing services is limited as the Company collects a significant percentage of its fees through receipt of cash directly from the LECs. For the year ended December 31, 2017, twenty customers represented approximately 70% of consolidated revenues. For the year ended December 31, 2016, twenty customers represented approximately 72% of consolidated revenues.

1. Organization and Summary of Significant Accounting Policies (continued)

Property, Equipment and Software

Property, equipment and software are primarily composed of furniture and fixtures, telecommunication equipment, computer equipment and software and leasehold improvements, including capitalized interest, which are recorded at cost. The cost of additions and substantial improvements to property and equipment, including software being developed for internal use, is capitalized. The cost of maintenance and repairs of property and equipment is charged to operating expenses. Property, equipment and software are depreciated using the straight-line method over their estimated useful lives, which range from three to seven years. Leasehold improvements are depreciated over the shorter of the remaining lease term or the estimated useful life of the asset. Upon disposition, the cost and related accumulated depreciation are removed from the accounts, and the resulting gain or loss is reflected in selling, general and administrative expenses for that period.

Impairment of Long-Lived Assets

The Company reviews the carrying value of property, equipment and software for impairment whenever events and circumstances indicate the carrying value of an asset may not be recoverable from the estimated future cash flows expected to result from its use and eventual disposition. In cases where undiscounted expected future cash flows are less than the carrying value, an impairment loss is recognized equal to an amount by which the carrying value exceeds the fair value of assets. The factors considered by management in performing this assessment include current operating results, trends and prospects, and the effects of obsolescence, demand, competition and other economic factors. The Company did not recognize an impairment of property, equipment and software during the years ended December 31, 2017 and 2016.

Capitalized Software Costs

The Company capitalizes the cost of internal-use software that has a useful life in excess of one year. These costs consist of payments made to third parties and the salaries of employees working on such software development. Subsequent additions, modifications or upgrades to internal-use software are capitalized only to the extent that they allow the software to perform a task it previously did not perform. Software maintenance and training costs are expensed in the period in which they are incurred.

1. Organization and Summary of Significant Accounting Policies (continued)

The Company also develops software used in providing services. The related software development costs are capitalized once technological feasibility of the software has been established. Costs incurred prior to establishing technological feasibility are expensed as incurred. Technological feasibility is established when the Company has completed all planning and high-level design activities that are necessary to determine that the software can be developed to meet design specifications, including functions, features and technical performance requirements. Capitalization of costs ceases when the software is available for use.

Capitalized software development costs for completed software development projects, including capitalized interest, are transferred to computer software, and are then depreciated using the straight-line method over their estimated useful lives, which generally range from four to seven years. When events or changes in circumstances indicate that the carrying amount of capitalized software may not be recoverable, the Company assesses the recoverability of such assets based on estimates of future undiscounted cash flows compared to net book value. If the future undiscounted cash flow estimates are less than net book value, net book value would then be reduced to estimated fair value, which generally approximates discounted cash flows. The Company also evaluates the amortization periods of capitalized software assets to determine whether events or circumstances warrant revised estimates of useful lives.

For the years ended December 31, 2017 and 2016, the Company capitalized \$1.3 million and \$0.5 million of software development costs, respectively. During 2017 and 2016, the Company transferred \$1.3 million and \$0.9 million, respectively, of software development costs to computer software. Depreciation expense on computer software was \$1.1 million and \$1.0 million for the years ended December 31, 2017 and 2016, respectively. At December 31, 2017 and 2016, the Company had undepreciated software costs of \$3.5 million and \$3.3 million, respectively.

Intangible Assets and Goodwill

The Company classifies intangible assets as definite-lived, indefinite-lived or goodwill. The Company accounts for its intangible assets and goodwill in accordance with the provisions of Accounting Standards Codification ("ASC") 350, *Intangibles – Goodwill and Other*.

Definite-lived intangible assets consist of customer and local exchange carrier contracts, both of which are amortized over the respective lives of the agreements. The Company periodically reviews the appropriateness of the amortization periods related to its definite-lived assets. These assets are recorded at amortized cost.

1. Organization and Summary of Significant Accounting Policies (continued)

The Company tests for possible impairment of definite-lived intangible assets whenever events or changes in circumstances, such as a reduction in operating cash flow or a material change in the manner for which the asset is intended to be used, indicate that the carrying amount of the asset may not be recoverable. If such indicators exist, the Company compares the undiscounted cash flows related to the asset to the carrying value of the asset. If the carrying value is greater than the undiscounted cash flow amount, an impairment charge is recorded in amortization expense in the consolidated statements of operations for amounts necessary to reduce the carrying value of the asset to fair value.

The Company's indefinite-lived intangible assets consist of trademarks, which were originally recorded at their acquisition date fair value. The Company's indefinite-lived intangible assets are not subject to amortization but are tested for impairment at least annually. The Company tests its indefinite-lived intangible assets for impairment annually on October 1, or more frequently when events or changes in circumstances indicate that impairment may have occurred.

Goodwill represents the excess of the purchase price over the fair value of identifiable net assets acquired in business combinations. Goodwill is not subject to amortization, but is tested for impairment at least annually. Impairment may exist when the carrying amount of the reporting unit exceeds its estimated fair value. Assessing the recoverability of goodwill requires the Company to make estimates and assumptions about sales, operating margins, growth rates and discount rates based on its budgets, business plans, economic projections, anticipated future cash flows and marketplace data. There are inherent uncertainties related to these factors and management's judgment in applying these factors.

The Company tests goodwill for impairment using a two-step process. The first step, used to screen for potential impairment, compares the fair value of the reporting unit with its carrying amount, including goodwill. If the fair value of the reporting unit exceeds its carrying value, goodwill of the reporting unit is considered not impaired, and the second step of the impairment test is not necessary. If the carrying amount of a reporting unit exceeds its fair value, the second step of the goodwill impairment test is performed to measure the amount of impairment loss, if any. The second step compares the implied fair value of the reporting unit's goodwill with the carrying amount of that goodwill. If the carrying amount of the reporting unit's goodwill exceeds the implied fair value of that goodwill, an impairment loss is recognized in an amount equal to that excess. The loss recognized cannot exceed the carrying amount of goodwill. After a goodwill impairment loss is recognized, the adjusted carrying amount of goodwill becomes its new accounting basis. Subsequent reversal of a previously recognized goodwill impairment loss is prohibited.

1. Organization and Summary of Significant Accounting Policies (continued)

Third-Party Payables

The Company provides clearing and financial settlement solutions to telecommunications and other service providers through billing agreements with LECs and through direct billing with end-user consumers.

For its LEC billing transactions, the Company receives individual call records from telecommunications and other service providers and processes and sorts the records for transmittal to various LECs, which maintain the critical database of end-user names and addresses of the billed parties. Invoices to end-users are generated by the LECs, and the collected funds are remitted to the Company, which in turn remits these funds to its customers, net of fees, reserves, taxes and other charges.

For its direct billing transactions, the Company receives individual call records from telecommunications and other service providers, processes the records and generates and submits invoices to end-users for payment. Funds are collected by the Company, which in turn remits these funds to its customers, net of fees, reserves, taxes and other charges.

Reserves represent cash withheld from customers to satisfy future obligations on behalf of the customers. These obligations consist of bad debt, customer service, indemnification obligations and other miscellaneous charges. The Company records trade accounts receivable and service revenue for fees charged to process the call records. When the Company collects funds from the LECs and end-user consumers, the Company's trade receivables are reduced by the amount corresponding to the processing fees, which are retained by the Company. In certain instances, the Company also retains a reserve from its customers' settlement proceeds to cover the LECs' billing fees and other charges. The remaining funds due to customers are recorded as liabilities and reported in third-party payables in the consolidated balance sheets.

Revenue Recognition

For its LEC billing business, the Company provides its services to telecommunications and other service providers through billing arrangements with network operators. Revenue is recognized when its customers' records are processed and accepted by the Company. For its Wi-Fi roaming solutions, third-party verification and direct billing businesses, the Company recognizes revenue when services are rendered.

1. Organization and Summary of Significant Accounting Policies (continued)

Earnings Per Share

The Company computes earnings per share under the provisions of ASC 260, *Earnings Per Share*, whereby basic earnings per share are computed by dividing net income or loss attributable to common shareholders by the weighted-average number of shares of common stock outstanding during the applicable period. Diluted earnings per share are determined in the same manner as basic earnings per share except that the number of shares is increased to assume exercise of potentially dilutive stock options using the treasury stock method, unless the effect of such increase would be anti-dilutive.

Comprehensive Income

Accounting principles generally require that recognized revenue, expenses and gains and losses be included in net income. Although certain changes in assets and liabilities, such as translation gains and losses, are reported as a separate component of the equity section on the balance sheet, such items, along with net income, are components of comprehensive income.

Income Taxes

Deferred tax assets and liabilities are recognized for the future tax consequences attributable to differences between the financial statement carrying amounts of existing assets and liabilities and their respective tax bases. Deferred tax assets, including tax loss and credit carryforwards, and liabilities are measured using enacted tax rates expected to apply to taxable income in the years in which those temporary differences are expected to be recovered or settled. The effect on deferred tax assets and liabilities of a change in tax rates is recognized in income in the period that includes the enactment date. Deferred income tax expense represents the change during the period in the deferred tax assets and deferred tax liabilities. Deferred tax assets are reduced by a valuation allowance when, in the opinion of management, it is more likely than not that some portion or all the deferred tax assets will not be realized.

1. Organization and Summary of Significant Accounting Policies (continued)

U.S. generally accepted accounting principles ("GAAP") requires that the Company recognize the impact of a tax position that is more likely than not to be disallowed upon examination, including resolution of any appeals or litigation processes, based upon the technical merits of the position. Tax positions taken related to the Company's tax status and federal and state filing requirements have been reviewed, and management is of the opinion that they would more likely than not be sustained by examination. Accordingly, the Company has not recorded an income tax liability for uncertain tax benefits. As of December 31, 2017, the Company's tax years 2014 and thereafter remain subject to examination for federal tax purposes, and 2011 and thereafter remain subject to examination for state tax purposes.

The Company and its subsidiaries are subject to federal income taxes in the United States and United Kingdom and various state income taxes in the United States.

Stock-Based Compensation

Under the fair value recognition provisions of ASC 718-10, *Compensation – Stock Compensation*, stock-based compensation cost is measured at the grant date based on the value of the award and is recognized as expense on a straight-line basis over the vesting period. Determining the fair value of stock-based awards at the grant date requires assumptions and judgments about expected volatility and forfeiture rates, among other factors.

Foreign Currency

Results of operations of the Company, as appropriate, are translated into U.S. dollars using the average exchange rates during the year. The assets and liabilities of those entities are translated into U.S. dollars using the exchange rates at the balance sheet date. The related translation adjustments are recorded in a separate component of shareholders' equity, "Accumulated other comprehensive income." Foreign currency transaction gains and losses are included in the statement of operations.

1. Organization and Summary of Significant Accounting Policies (continued)

Use of Estimates

The preparation of the consolidated financial statements in conformity with GAAP requires management to make estimates, judgments and assumptions that affect the amounts reported in the consolidated financial statements and accompanying notes. The Company bases its estimates on historical experience and on various other assumptions that are believed to be reasonable under the circumstances. Actual results could differ from those estimates.

New Accounting Standards and Disclosures

Leases

In February 2016, the Financial Accounting Standards Board ("FASB") issued Accounting Standards Update ("ASU") No. 2016-02, *Leases*. The guidance in this ASU supersedes the current leasing guidance. Under the new guidance, lessees are required to recognize lease assets and lease liabilities on the balance sheet for all leases with terms longer than 12 months. Leases will be classified as either finance or operating, with classification affecting the pattern of expense recognition in the statement of income. The new standard is effective for fiscal years beginning after December 15, 2018, including interim periods within those fiscal years. A modified retrospective transition approach is required for lessees for capital and operating leases existing at, or entered into after, the beginning of the earliest comparative period presented in the consolidated financial statements, with certain practical expedients available. The Company is currently evaluating the impact of its pending adoption of the new standard on its consolidated financial statements and related disclosures.

Deferred Taxes

In November 2015, FASB issued ASU No. 2015-17, *Income Taxes: Balance Sheet Classification of Deferred Taxes*. The standard requires that deferred tax assets and liabilities be classified as noncurrent on the balance sheet rather than being separated into current and noncurrent. ASU 2015-17 is effective for fiscal years, and interim periods within those years, beginning after December 15, 2016. Early adoption is permitted and the standard may be applied either retrospectively or on a prospective basis to all deferred tax assets and liabilities. The Company has adopted ASU 2015-17.

1. Organization and Summary of Significant Accounting Policies (continued)

Intangibles – Goodwill

In January 2017, FASB issued ASU No. 2017-04, *Intangibles – Goodwill and Other (Topic 350).* This standard simplifies the test for goodwill impairment. This update eliminates Step 2 of the goodwill impairment test related to computing the implied fair value of goodwill. Under the amendments in this update, an entity should perform its annual or interim goodwill impairment test by comparing the fair value of the reporting unit with its carrying amount. An impairment charge should be recognized if the carrying amount exceeds the reporting unit's fair value, however, the loss recognized should not exceed the total amount of the reporting unit. The amendment should be applied prospectively for public entities that are SEC filers, for fiscal years beginning after December 31, 2019, public non-filers, for fiscal years beginning after December 31, 2020, and all other entities, including not-for-profits, fiscal years ending December 31, 2021. Early adoption is permitted for tests performed after January 1, 2017. The Company is currently evaluating the impact of its pending adoption of the new standard on the consolidated financial statements and related disclosures.

Revenue

In May 2014, FASB issued ASU No. 2014-09, *Revenue From Contracts With Customers*, requiring an entity to recognize the amount of revenue to which it expects to be entitled for the transfer of promised goods or services to customers. The updated standard will replace most existing revenue recognition guidance in GAAP when it becomes effective and permits the use of either a full retrospective or retrospective with cumulative effect transition method. In August 2015, FASB issued ASU No. 2015-14, which defers the effective date of ASU No. 2014-09 one year, making it effective for annual reporting periods beginning after December 15, 2017. Earlier application is permitted only as of annual reporting periods beginning after December 15, 2016, including interim reporting periods within that reporting period. The Company is currently evaluating the effects the adoption of the standard will have on the consolidated financial statements and related disclosures.

Reclassifications

Certain reclassifications have been made to the prior years' financial statements to conform to the current year presentation. These reclassifications had no effect on previously reported results of operations or retained earnings.

1. Organization and Summary of Significant Accounting Policies (continued)

Subsequent Events

Subsequent events were evaluated through March 23, 2018, the date at which the consolidated financial statements were available to be issued.

2. Property, Equipment and Software

Property, equipment and software consisted of the following:

	December 31 2017	December 31 2016
	(In thousands)	
Furniture and fixtures	**$ 272**	$ 269
Telecommunication equipment	**1,839**	1,839
Computer equipment	**6,898**	6,659
Computer software	**38,827**	37,654
Leasehold improvements	**2,172**	2,172
	50,008	48,593
Less accumulated depreciation	**45,925**	44,462
Net property, equipment and software	**$ 4,083**	$ 4,131

Depreciation expense was $1.3 million and $1.4 million for the years ended December 31, 2017 and 2016, respectively.

3. Intangible Assets and Goodwill

Definite-lived intangible assets consist of customer and local exchange carrier contracts, which are amortized over their respective estimated lives. The weighted-average amortization period is approximately ten years.

Indefinite-lived intangible assets consist of trademarks. Trademarks are not subject to amortization but are tested for impairment at least annually.

3. Intangible Assets and Goodwill (continued)

The following table presents the gross carrying amount and accumulated amortization for each major category of intangible assets:

	2017		2016		
	Gross Carrying Amount	**Accumulated Amortization**	**Gross Carrying Amount**	**Accumulated Amortization**	**Amortization Period**
	(In thousands)				
Customer contracts	**$ 70,475**	**$ 69,699**	$ 70,350	$ 69,456	10 years
Local exchange carrier contracts	**6,640**	**6,216**	6,640	5,773	15 years
Trademarks	**4,762**	**-**	4,666	-	N/A
	$ 81,877	**$ 75,915**	$ 81,656	$ 75,229	

Total amortization expense from definite-lived intangibles was $0.7 million for the year ended December 31, 2017 and $0.6 million for the year ended December 31, 2016. The estimate of amortization expense for the five succeeding fiscal years for definite-lived intangibles is $0.6 million for 2018, $0.2 million each for 2019, 2020 and 2021 and less than $0.1 million for the year ended 2022.

During 2017, the Company made an adjustment to reduce goodwill by $15.3 million based on its annual impairment test. The following table presents the change in carrying amount of goodwill for the years ended December 31, 2017 and 2016:

	Goodwill
	(In thousands)
Balance as of December 31, 2015	$ 25,278
Adjustments – 2016	(3)
Balance as of December 31, 2016	25,275
Adjustments – 2017	**(2)**
Impairment loss	**(15,309)**
Balance as of December 31, 2017	**$ 9,964**

4. Debt

On September 25, 2017, the Company financed the purchase of additional computer equipment through a second term loan in the amount of $0.1 million. The term loan note requires 36 equal monthly payments of principal and interest, commencing October 25, 2017. The interest rate is fixed at 5.560% per annum. The outstanding note may be prepaid at any time without penalty.

On December 1, 2016, the Company financed the purchase of computer equipment through a term loan in the amount of $0.2 million. The term loan note requires 36 equal monthly payments of principal and interest, commencing January 1, 2017. The interest rate is fixed at 4.425% per annum. The outstanding note may be prepaid at any time without penalty.

5. Income Taxes

The components of the Company's income tax expense (benefit) are as follows:

	Years Ended December 31	
	2017	**2016**
	(In thousands)	
Current expense (benefit):		
Federal	**$ (22)**	$ (5)
State	**57**	89
Foreign	**(102)**	(208)
	(67)	(124)
Deferred expense (benefit):		
Federal	**(2,117)**	2,375
State	**(58)**	9
Foreign	**(139)**	139
	(2,314)	2,523
Total income tax (benefit) expense	**$ (2,381)**	$ 2,399

5. Income Taxes (continued)

The income tax provision differs from amounts computed by applying the U.S. federal statutory tax rate to income before income taxes as follows:

	Years Ended December 31	
	2017	**2016**
	(In thousands)	
Estimated federal tax (benefit) expense at 35%	**$ (3,179)**	$ 4,659
Increases (reductions) from:		
State tax, net of federal deferred tax benefit	**46**	68
Provision to return adjustment	**(228)**	43
Nonrecurring other income	**(20)**	(843)
Tax credits and permanent differences	**104**	(400)
Foreign tax rate differential	**13**	(913)
Goodwill impairment	**819**	-
Tax rate change	**(58)**	-
Valuation allowance	**143**	-
Other	**(21)**	(215)
Income tax (benefit) expense	**$ (2,381)**	$ 2,399

5. Income Taxes (continued)

Deferred income taxes result from temporary differences between the bases of assets and liabilities for financial statement purposes and income tax purposes. The net deferred tax assets and liabilities reflected in the consolidated balance sheets include the following amounts:

	December 31	
	2017	**2016**
	(In thousands)	
Deferred tax assets (liabilities):		
Reserve for bad debts	**$ 7**	$ 12
Accrued liabilities	**125**	227
State taxes	**378**	320
Stock-based compensation expense	**283**	472
Prepaid expense	**(57)**	(89)
Property, equipment and software	**377**	1,263
Intangible assets	**(1,533)**	(4,544)
Capitalized interest	**(827)**	(1,379)
Net operating loss carryforward	**6,272**	6,050
Valuation allowance on NOL	**(4,735)**	(5,015)
Accrued liabilities	**345**	1,337
Cancellation of debt deferral	**(244)**	(577)
Net deferred tax assets (liabilities)	**$ 391**	$ (1,923)

5. Income Taxes (continued)

At December 31, 2017, BSG North America had state net operating loss credit carryforwards of approximately $0.5 million, which will expire in 2026. At December 31, 2017, BSG North America had a gross net operating loss generated during 2017 of $1.2 million which results in a $0.25 million deferred tax asset for which there is no valuation allowance. Additionally, BSG North America has a net capital loss credit carryforward of $0.1 million with a full valuation allowance. At December 31, 2017, BSG Wireless had a gross net operating loss carryforward of $6.7 million which results in a deferred tax asset of $1.3 million, for which there is no valuation allowance. At December 31, 2017, BSG Wireless Solutions Ltd. and Connection Services Holdings Ltd., each a subsidiary of BSG Wireless, had net gross operating loss carryforwards of $18.8 million and $5.2 million, respectively, each with a fully offsetting valuation allowance. Both BSG Wireless Solutions Ltd. and Connection Services Holdings Ltd. are dormant entities without business operations that could allow realization of their respective net operating loss credit carryforwards.

Realization of deferred tax assets is dependent upon, among other things, the ability to generate taxable income of the appropriate character in the future. Management is of the opinion that it is more likely than not that its deferred tax assets, less applicable valuation allowances, will be realized.

On December 22, 2017, the President of the United States signed the Tax Cuts and Jobs Act ("U.S. Tax Reform"), which enacts a wide range of changes to the U.S. corporate income tax system. The impact of U.S. Tax Reform primarily represents the Company's estimates of revaluing the Company's U.S. deferred tax assets and liabilities based on the rates at which they are expected to be recognized in the future. For U.S. federal purposes the corporate statutory income tax rate was reduced from 35% to 21%, effective for the 2018 tax year. Based on the Company's historical financial performance, at December 31, 2017, the net deferred tax asset position was remeasured at the lower corporate rate of 21% and a tax expense was recognized to adjust net deferred tax assets to the reduced value.

6. Common Stock

In connection with a tender offer, on December 6, 2017, the Company announced the authorization of a $5.0 million share purchase of approximately 118 million shares of its common stock based on a price of $0.0425 per share. On December 14, 2017, the share purchase was completed, reducing the number of shares in issue from 282 million to 164 million shares. The purchased shares were cancelled on December 21, 2017.

7. Earnings Per Share

Earnings per share are calculated based on the weighted-average number of shares of the Company's common stock outstanding during the period.

The following is a summary of the elements used in calculating basic and diluted income per share:

	Years ended December 31 2017	2016
	(In thousands, except per share amounts)	
Numerator:		
Net (loss) income	**$ (6,675)**	$ 10,913
Denominator:		
Weighted-average shares – basic	**278,870**	282,416
Effect of diluted securities:		
Options	**7,228**	7,390
Weighted-average shares – diluted	**286,098**	289,806
Net (loss) income per common share:		
Basic and diluted	**$ (0.02)**	$ 0.04

8. Commitments

The Company leases certain office space and equipment under various operating leases. Annual future minimum lease commitments as of December 31, 2017, are as follows (in thousands):

Year ending December 31:	
2018	$ 567
2019	89
2020	87
2021	44
2022	2

Rental expense under these operating leases approximated $0.7 million for each of the years ended December 31, 2017 and 2016.

9. Contingencies

The Company is involved in various claims, legal actions and regulatory proceedings arising in the ordinary course of business. The Company believes it is unlikely that the final outcome of any of the claims, litigation or proceedings to which the Company is a party will have a material adverse effect on the Company's consolidated financial position or results of operations; however, due to the inherent uncertainty of litigation, there can be no assurance that the resolution of any particular claim or proceeding would not have a material adverse effect on the Company's consolidated financial position and results of operations for the fiscal period in which such resolution occurs.

9. Contingencies (continued)

In June 2012, the Company executed an agreement regarding reserves (the "Reserve Agreement"), as well as a deposit account security and control agreement (the "Deposit Agreement"), with one of the largest U.S. LECs. These agreements were prompted by this LEC's intention to settle a nationwide class action lawsuit and the resulting indemnification obligations that would be owed by the Company to the LEC as a result of the settlement. The Reserve Agreement permits this LEC to deduct funds from amounts otherwise payable to the Company to cover obligations under the Billing and Collection Agreement between the Company and the LEC. The Deposit Agreement permits this LEC to deposit amounts in an account held in the name of both the LEC and Company; however, funds can only be released at the sole direction of the LEC. The amount of restricted cash, as indicated on the consolidated balance sheets, represents the net deposits made by the LEC in connection with the Deposit Agreement.

Included in accrued liabilities at December 31, 2017 and 2016 are approximately $0.4 million and $2.4 million, respectively, in reserves which are comprised of these deposits and other payables available to satisfy potential future obligations.

During 2017 and 2016, the Company allocated approximately $3.9 million and $1.0 million, respectively, in class action settlement expenses to its customer base. These allocations included both direct end-user payments and shared expenses (*e.g.,* claims administration, counsel fees, *etc.*). These expenses had been previously paid by the local exchange carriers and withheld in the settlement process. This allocation resulted in certain customer accounts payable balances being reclassified to receivable balances and ultimately deemed uncollectible and written off as a non-cash expense. The net sum of these actions is included within the "All other income, net" amount shown in the accompanying Consolidated Statements of Income and Comprehensive Income in 2017 and 2016.

10. Employee Benefit Plan

A Company subsidiary sponsors a 401(k) retirement plan (the "Retirement Plan"), which is offered to eligible employees. Generally, all U.S.-based employees are eligible for participation in the Retirement Plan. The Retirement Plan is a defined contribution plan, which provides that participants may make voluntary salary deferral contributions, on a pretax basis, in the form of voluntary payroll deductions, subject to annual Internal Revenue Service limitations. The Company matches a defined percentage of a participant's contributions, subject to certain limits, and may make additional discretionary contributions. For years ended December 31, 2017 and 2016, the Company's matching contributions totaled $0.2 million and $0.1 million, respectively. No discretionary contributions were made in either period.

11. Stock Option Plans

The Company adopted a stock option plan in 2005. On August 15, 2008, the Board of Directors adopted resolutions to amend and restate both the Billing Services Group Limited Stock Option Plan and the BSG Clearing Solutions North America, Inc. Stock Option Plan (the "BSG Limited Plan" and the "BSG North America Plan," respectively). In December 2012, the Company's shareholders approved a resolution to amend the BSG Limited Plan and the BSG North America Plan. This resolution enables the Company's directors, under the BSG Limited Plan and the BSG North America Plan, to grant options up to an aggregate amount of 15% of the number of common shares in issue at the time of the proposed grant. Prior to this resolution, the aggregate number of options granted was limited to 10% of the number of common shares in issue at the time of the proposed grant.

Options may be granted at the discretion of the remuneration committee to any director or employee and are generally granted with an exercise price equal to or greater than the market price of the Company's stock at the grant date. Directors may be granted options in the BSG Limited Plan and employees may be granted options in the BSG North America Plan. Options granted under the BSG North America Plan are exercisable into shares of the Company.

11. Stock Option Plans (continued)

Outstanding options generally vest over a three-year period following the grant date. One-quarter of the total number of options typically vest on the grant date, and the remaining 75% of options vest in equal tranches on the first, second and third anniversary of the grant. Generally, an option is exercisable only if the holder is in the employment of the Company or one of its affiliates (or for a period of time following employment, subject to the discretion of the remuneration committee), or in the event of a change in control of the Company. Upon a change in control, generally, all options vest immediately. The options have a contractual life of ten years.

No options were granted during 2017 and 2016.

11. Stock Option Plans (continued)

The following is a summary of option activity:

	Options Outstanding	Weighted-Average Exercise Price
Options outstanding at December 31, 2015	10,729,272	6.0 pence
Granted	-	
Forfeited	(640,000)	
Options outstanding at December 31, 2016	10,089,272	6.2 pence
Granted	-	
Forfeited	(1,738,022)	
Options outstanding at December 31, 2017	**8,351,250**	**5.9 pence**
Options exercisable at December 31, 2017	**7,227,813**	**6.3 pence**
Options available for grant at December 31, 2017	**3,340,771**	

As of December 31, 2017, there was less than $0.1 million of total unrecognized noncash compensation cost related to nonvested share-based compensation arrangements granted under the BSG North America Plan. That cost is expected to be recognized during 2018.

11. Stock Option Plans (continued)

The following is a summary of nonvested option activity:

	Number of Options	**Weighted-Average Exercise Price**
Nonvested options outstanding at December 31, 2015	4,523,437	3.5 pence
Granted	-	
Vested	(1,372,187)	
Forfeited	(451,875)	
Nonvested options outstanding at December 31, 2016	2,699,375	3.5 pence
Granted	-	
Vested	(1,163,438)	
Forfeited	(412,500)	
Nonvested options outstanding at December 31, 2017	**1,123,437**	**3.5 pence**

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