

Bookcash Trading Limited
(Registered Number: 02884279)

Directors' Report and Financial Statements

52 weeks ended 29 June 2008

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Bookcash Trading Limited

Annual report and financial statements for the 52 weeks ended 29 June 2008

Directors H Smyth
J Freeman

Secretary J Freeman

Registered Office Hunton House, Highbridge Estate, Oxford Road, Uxbridge, UB8 1LX

Company Number 02884279

Independent Auditors PricewaterhouseCoopers LLP, Chartered Accountants and Registered Auditors,
First Point, Buckingham Gate, Gatwick, RH6 0PP

Contents

Page:

2	Directors' report
5	Independent Auditors' report
6	Profit and loss account
7	Balance sheet
8	Reconciliation of movements in shareholders' funds
9	Notes to the financial statements

Bookcash Trading Limited

Directors' report

The directors present their report together with the audited financial statements for the 52 weeks ended 29 June 2008 for the Company.

Business review and principal activity

The Company's principal activity during the period was the operation of pizza restaurants. During the period the Company neither opened nor closed any restaurants. The casual dining market is highly competitive and the Company will seek new opportunities to open new restaurants whilst continuing to operate effectively and efficiently.

The key risks to the company are considered to be competition from other restaurateurs, employee retention and timely supplies of quality product.

The performance of the Company is measured through the use of three key performance indicators being sales growth and profitability versus annual budgets and number of restaurants.

A more detailed business review is included in the accounts of the Company's ultimate parent undertaking, Gondola Group Limited.

Results and Dividends

The Company's profit for the year, after taxation, amounted to £ 1,016,000 (2007: £972,000).

The directors do not recommend the payment of a dividend (2007: £nil) leaving retained profits of £1,016,000 (2007: £972,000) which have been transferred to reserves.

Directors

The directors of the Company during the period and up to the date of signing the financial statements were:

H Smyth
J Freeman

Employment of disabled persons

It is the policy of the company to give full and fair consideration to applications for employment from disabled persons and to continue wherever possible the employment of members of staff who may become disabled and to ensure that a suitable training, career development and promotion programme is encouraged.

Employee participation

Informal, frank and open dialogue is encouraged at all levels of the Company. We aim to keep our employees informed of any changes and progress with the business on a regular basis in an engaging way. Communication flows both ways, as we take the views of our employees seriously. Progress is regularly communicated to management and all management and staff are expected to communicate fully within their own area of responsibility. Where reasonable and practicable within existing legislation, all persons, including disabled, have been treated in the same way in matters relating to employment, training, career development and promotion.

Bookcash Trading Limited

Directors' report (continued)

Policy and practice on payment of creditors

It is the company's policy in respect of all suppliers to agree payment terms in advance of the supply of goods and to adhere to those payment terms.

Principal risks and uncertainties

The Company's activities expose it to financial risks being primarily liquidity risk.

Liquidity risk arises as a result of the company's intercompany debtors and creditors. The Company manages this risk by obtaining assurances from its immediate parent undertaking, PizzaExpress (Restaurants) Limited, that they will not seek repayment of intercompany creditors in the foreseeable future.

Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

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

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Bookcash Trading Limited

Directors' report (continued)

Provision of information to auditors

Each of the persons who is a director at the date of approval of this report confirms that:

- (1) so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- (2) each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985.

Independent auditors

PricewaterhouseCoopers LLP have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

By order of the Board



J Freeman
Secretary

3 March 2009

Bookcash Trading Limited

Independent auditors' report to the members of BOOKCASH TRADING LIMITED

We have audited the financial statements of Bookcash Trading Limited for the 52 week period ended 29 June 2008 which comprise the Profit and Loss account, the Balance sheet, the Reconciliation of movements in shareholders' funds, and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 29 June 2008 and of its profit for the period then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
Gatwick
4 March 2009

Bookcash Trading Limited

Profit and loss account for the 52 weeks ended 29 June 2008

Continuing operations	Note	52 weeks ended 29 June 2008 £000	52 weeks ended 1 July 2007 £000
Turnover	1	4,299	4,946
Cost of Sales		(3,253)	(3,993)
Gross Profit		1,046	953
Administrative expenses		(18)	(27)
Operating profit	2	1,028	926
Taxation on profit on ordinary activities	4	(12)	46
Profit for the financial period	10	1,016	972


The company has no recognised gains and losses other than those included in the results above, and therefore no separate statement of total recognised gains and losses has been presented.

Bookcash Trading Limited

Balance sheet as at 29 June 2008

	Note	29 June 2008 £000	1 July 2007 £000
Fixed assets			
Tangible fixed assets	5	597	614
Current assets			
Stocks	1	77	88
Debtors: amounts falling due within one year	6	5,766	6,391
Cash at bank and in hand		2,316	202
		8,159	6,681
Creditors: amounts falling due within one year	7	(5,587)	(5,142)
Net current assets		2,572	1,539
Total assets less current liabilities		3,169	2,153
Net assets		3,169	2,153
Capital and reserves			
Called up share capital	9	9	9
Share premium account	10	80	80
Profit and loss account	10	3,080	2,064
Equity shareholders' funds		3,169	2,153

The financial statements on pages 6 to 16 were approved by the Board of Directors on 3 March 2009 and signed on its behalf by J Freeman


Director

Bookcash Trading Limited

Other primary statements

**Reconciliation of movements in shareholders' funds
for the 52 weeks ended 29 June 2008**

	52 weeks ended 29 June 2008 £000	52 weeks ended 1 July 2007 £000
Profit for the financial period	1,016	972
Opening shareholders' funds	2,153	1,181
Closing shareholders' funds	3,169	2,153

Bookcash Trading Limited

Notes to the financial statements

1 Accounting policies

(a) Basis of accounting

The financial statements have been prepared on a going concern basis, under the historical cost convention and in accordance with applicable accounting standards in the United Kingdom and with the Companies Act 1985.

The directors have considered the financial position of the Company and concluded that it is appropriate to prepare the accounts on a going concern basis. This is after taking account of the assurances provided by PizzaExpress (Restaurants) Limited, that they will not seek any repayment of the amounts owed by the company to Pizza Express (Restaurants) Limited, so as to enable the Company to meet its financial obligations as they fall due for the foreseeable future.

The following accounting policies have been applied consistently throughout the period:

(b) Turnover

Turnover represents net invoiced sales of food and beverages excluding value added tax. Turnover is recognised when the goods have been provided. All turnover originates from a single business in the UK.

(c) Tangible fixed assets

Tangible fixed assets are stated at original historical cost less accumulated depreciation.

Depreciation is provided at the following annual rates in order to write down to estimated residual values the cost of each asset over its estimated useful life on a straight line basis:

Equipment	20% per annum
Furniture, fixtures and fittings	10% per annum

Short leasehold improvements are depreciated over the length of the lease except where the anticipated renewal or extension of the lease is sufficiently certain so that a longer estimated useful life is appropriate. Current legislation and the terms of the lease contracts are such that all of the leases are readily extendable by additional 14 years. The maximum depreciation period for short term leasehold properties is 30 years.

(d) Stocks

Stocks comprise food and drink held for re-sale. Stocks are valued at the lower of cost and net realisable value. Cost is based on the purchase cost on a first in, first out basis.

(e) Taxation

Corporation tax is provided on taxable profits at the current rate.

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less in the future.

Resultant deferred tax assets are recognised only to the extent that it is considered more likely than not that there will be suitable taxable profits from which the underlying timing differences can be deducted, or where there are deferred tax liabilities against which assets can be recovered.

Deferred taxation is measured on an undiscounted basis at the tax rates that are expected to apply to the periods in which the timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Bookcash Trading Limited

Notes to the financial statements (continued)

1 Accounting policies (Continued)

(f) Operating lease commitments

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the term of the lease.

The benefit of lease incentives are taken to the profit and loss account on a straight line basis over the shorter of the lease term or the period until the first rent review. Contributions received from landlords as an incentive to enter lease are treated as deferred income within creditors.

(g) Goodwill

Goodwill represents the difference between the cost of the acquisition of the trade and the aggregate value of the separable net assets acquired.

(h) Rebates receivable from suppliers

Volume related rebates receivable from suppliers are credited to the carrying value of the stock to which they relate. Where a rebate agreement with a supplier covers more than one year the rebates are recognised in the accounts in the period in which they are earned.

(i) Pre-opening costs

Pre opening costs of restaurants are expensed as incurred.

2 Operating Profit

Operating profit is stated after charging:

	52 weeks ended 29 June 2008 £000	52 weeks ended 1 July 2007 £000
Depreciation of owned tangible fixed assets:		
- equipment and fixtures	71	285
- short leasehold improvements	25	40
Amortisation of goodwill	-	10
Operating lease rentals:		
- Land and buildings	478	603

The auditors' remuneration for the current year is included with the accounts of PizzaExpress (Restaurants) Ltd.

Bookcash Trading Limited

Notes to the financial statements (continued)

3 Staff Costs

(a) Staff costs (including directors) during the period amounted to:

	52 weeks ended 29 June 2008 £'000	52 weeks ended 1 July 2007 £'000
Employee costs:		
Wages and salaries	1,221	1,404
Social security costs	95	111
	1,316	1,515

(b) The average monthly number of persons (excluding directors) employed during the period was as follows:

	52 weeks ended 29 June 2008 Number	52 weeks ended 1 July 2007 Number
Restaurant staff	103	106

(c) Directors' remuneration

No remuneration was paid by the Company to any director during the period (2007: £nil).

Harvey Smyth is a director of the ultimate parent company, Gondola Group Ltd and is remunerated by that company. It is not possible to make an accurate apportionment of his emoluments in respect of each of the companies of which he is a director. The emoluments of Jackie Freeman are paid by Pizza Express (Restaurants) Ltd which makes no recharge to the company.

The Group does not operate a defined benefit pension scheme. Directors are responsible for their own pension arrangements and any contributions by them are made directly into these schemes. No directors had any interests in any options for shares in the Company.

Bookcash Trading Limited

Notes to the financial statements (continued)

4 Taxation on profit on ordinary activities

	52 weeks ended 29 June 2008 £000	52 weeks ended 1 July 2007 £000
United Kingdom		
Corporation taxation charge at 29.5 per cent (2007:30 per cent)	-	-
Total current tax	-	-
Deferred tax		
Origination and reversal of timing differences	12	(50)
Effect of change in rate of UK corporation tax	-	1
Adjustment to prior years	-	3
Total deferred tax	12	(46)
Tax on profit on ordinary activities	12	(46)

The tax for the period is lower than (2007: lower) the standard rate of corporation tax in the UK of 29.5 per cent. (2007: 30 per cent.). The differences are explained below.

	52 weeks ended 29 June 2008 £000	52 weeks ended 1 July 2007 £000
Profit on ordinary activities before tax	1,028	926
Profit on ordinary activities multiplied by standard rate of Corporation tax in the UK of 29.5 per cent. (2007: 30 per cent)	303	278
Effects of:		
Adjustments to tax in respect of prior period		-
Group relief	(294)	(331)
Expenses not deductible for tax purposes	3	3
(Accelerated tax allowances)/depreciation in excess of capital allowances	(12)	50
	-	-

Bookcash Trading Limited

Notes to the financial statements (continued)

5 Tangible fixed assets

	Short leasehold £'000	Furniture, fittings and fixtures £'000	Equipment £'000	Total £'000
Cost				
At 2 July 2007	741	1,289	337	2,367
Additions	72	5	2	79
At 29 June 2008	813	1,294	339	2,446
Depreciation				
At 1 July 2007	219	1,267	267	1,753
Charge for the period	25	27	44	96
At 29 June 2008	244	1,294	311	1,849
Net book value				
At 29 June 2008	569	-	28	597
At 2 July 2007	522	22	70	614

6 Debtors: amounts falling due within one year

	29 June 2008 £000	1 July 2007 £000
Amounts owed by intermediate parent undertaking	4,146	4,745
Amounts owed by fellow subsidiary undertakings	1,520	1,519
Other debtors	1	-
Deferred Tax	4	16
Prepayments and accrued income	95	111
	5,766	6,391

Amounts owed by fellow subsidiary undertakings and intermediate parent undertaking are interest free and are repayable on demand.

Bookcash Trading Limited

Notes to the financial statements (continued)

7 Creditors: amounts falling due within one year

	29 June 2008	1 July 2007
	£000	£000
Trade creditors	300	207
Amount owed to fellow subsidiary undertakings	42	42
Amount owed to immediate parent undertaking	5,051	4,804
Amount owed to intermediate parent undertaking	3	-
Other creditors	2	2
Accruals and deferred income	189	87
	5,587	5,142

Amounts owed to fellow subsidiary undertakings, immediate and intermediate parent undertakings are interest free and are repayable on demand.

8 Provisions for liabilities and charges

	29 June 2008	1 July 2007
	£000	£000
Deferred taxation		
At 2 July 2007	(16)	30
Charged to profit and loss account	12	(46)
Transfer to debtors	4	16
At 29 June 2008	-	-

All deferred tax balances relate to depreciation in excess of capital allowances.

9 Share capital

	29 June 2008	1 July 2007
	Equity	Equity
	£000	£000
Authorised:		
100,000 Ordinary shares of 10p each	10	10
Allotted, issued and fully paid:		
94,510 Ordinary shares of 10p each	9	9

Bookcash Trading Limited

Notes to the financial statements (continued)

10 Reserves

	Share Premium £000	Profit and loss £000
At 2 July 2007	80	2,064
Profit for the financial period	-	1,016
At 29 June 2008	80	3,080

11 Obligations under operating leases

At 29 June the Company had annual commitments under non-cancellable operating leases which expire as follows:

	29 June 2008 £000	1 July 2007 £000
Land and buildings:		
Within one year	288	-
Between two and five years	40	314
Over five years	80	80
	408	394

The financial commitments for operating lease amounts payable calculated as a percentage of turnover have been based on the minimum payment that is required under the terms of the relevant lease. As a result the amounts charged to the profit and loss account are different to the financial commitment at the year end.

Bookcash Trading Limited

Notes to the financial statements (continued)

12 Contingent liabilities

On 22 December 2006, the Company and certain of the Company's subsidiaries and parent undertakings (together the "Senior and Mezzanine Guarantors") became guarantors to a Senior Credit Facilities Agreement and a Mezzanine Facility Agreement (together the "Agreements") between Gondola Acquisitions Limited, Gondola Finance 2 Limited (parent undertakings of the Company) and The Governor and Company of the Bank of Scotland.

The amounts outstanding at the balance sheet dates for these loans were £561.1 million (2007: £565.0 million) under the Senior Facilities and £65.9 million (2007: £63.4 million) under the Mezzanine facility, including accrued interest.

Each Senior and Mezzanine Guarantor irrevocably and unconditionally jointly and severally:

- Guarantees to each finance party the punctual performance of each borrower, guarantor and charger (each an obligor) of all such obligor's obligations under the Agreements;
- Undertakes with each finance party that whenever an obligor does not pay any amount when due under or in connection with any Senior Finance Document, that the guarantor shall immediately on demand pay that amount as if it was the principal obligor; and
- Indemnifies each finance party immediately on demand against any cost, loss or liability suffered by that finance party as a result of the guarantee being unenforceable, invalid or illegal.

The same companies have also provided security for all indebtedness, liabilities and obligations of any member of the Group under the Agreements. The security comprises floating charges over all assets and undertakings of the Senior and Mezzanine Guarantors.

13 Ultimate Parent Undertakings

The immediate parent company of Bookcash Trading Limited is PizzaExpress (Restaurants) Limited. Bookcash Trading Limited is an indirect subsidiary of Gondola Group Limited, a limited company under the laws of England and Wales and the largest group for which consolidated financial statements are prepared. The accounts of Gondola Group Limited are available from the Company Secretary, 5th Floor, 2 Balcombe Street, London, NW1 6NW.

At 29 June 2008 Gondola Group Limited's ultimate parent undertakings were Fourth Cinven Fund (No.1) LP, Fourth Cinven Fund (No.2) LP, Fourth Cinven Fund (No.3 - VCOC) LP, Fourth Cinven Fund (No.4) LP, Fourth Cinven Fund (UBTI) LP, Fourth Cinven Fund Co-Investment Partnership, Fourth Cinven (MACIF) Partnership and Fourth Cinven Fund FCPR (together the "Cinven Funds"), being funds managed and advised by Cinven Limited, a company incorporated under the laws of England and Wales.

Accordingly, the directors consider the Company's ultimate controlling party to be Cinven Limited, the manager and advisor to the Cinven Funds.

14 Cash flow statement

The company has taken advantage of the exemption provided by Financial Reporting Standard 1 not to produce a cash flow statement on the grounds that a consolidated cash flow is produced by its ultimate parent company.

15 Related party disclosures

The company is exempt under the terms of Financial Reporting Standard 8 from disclosing related party transactions with entities that are part of the Gondola Group Limited.