Directors' Report and Financial Statements

for the 53 Weeks Ended 1 July 2012

28/01/2013 **COMPANIES HOUSE** 

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# **Bookcash Trading Limited Company Information**

Directors

J D Freeman

H J Smyth

Company secretary

J D Freeman

Registered office

Hunton House Highbridge Estate Oxford Road Uxbridge UB8 ILX

Independent auditors PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

First Point Buckingham Gate London Gatwick Airport

Gatwick West Sussex RH6 0NT

# Bookcash Trading Limited Directors' Report for the 53 weeks ended 1 July 2012

The directors present their report and the audited financial statements of the company for the 53 weeks ended I July 2012

### Directors of the company

The directors who held office during the period and up to the date of signing the financial statements were,

J D Freeman - Company secretary and director

H J Smyth

#### Principal activities

The principal activity of the company is the operation of pizza restaurants

#### Results and dividends

The company's profit for the period after taxation, amounted to £690,970 (2011 £624,820)

The directors do not recommend the payment of a dividend (2011 £nil)

#### **Business review**

During the period the company closed one restaurant. The casual dining market is highly competitive and the company will seek new opportunities whilst continuing to operate effectively and efficiently

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

The performance of the company is measured through the use of two key performance indicators being sales growth and profitability versus annual budgets

A more detailed business review is included in the accounts of the company's intermediate parent undertaking, Gondola Group Limited, which does not form part of this report

#### Financial risk management

The company's activities expose it to financial risks, being credit risk, liquidity and cash flow risk

#### (a) Credit risk

The company has no significant concentrations of credit risk. The nature of the operations results in a large customer base and significant proportion of cash sales

#### (b) Liquidity and cash flow risk

Liquidity risk and cash flow risk arise as a result of the company's intercompany debtors and creditors due within one year. The company manages this risk by obtaining assurances from its fellow group companies, that they will not seek repayment of intercompany creditors in the foreseeable future. In addition, credit risk is managed by ensuring funds are only deposited with financial institutions with S&P credit ratings of at least AA and to a group limit of £20million with any one institution.

# Bookcash Trading Limited Directors' Report for the 53 weeks ended 1 July 2012

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#### Financial instruments

The directors consider that the company's key financial instruments are cash and amounts owed by/owed to its intermediate parent company and fellow subsidiaries. Financial exposures exist to the extent that a change in the underlying base rate of interest will affect the level of income received or paid on cash at bank and in hand. This risk is not considered material and thus the company does not employ the use of hedging instruments. No financial exposure exists in relation to the inter-company balances, as these amounts are interest free. The directors will revisit the appropriateness of the policy should the company's operations change in size or nature.

#### 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 involvement

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.

#### Statement of Directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted. Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting 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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. 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 for the 53 weeks ended 1 July 2012

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#### Disclosure of information to the 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 s418(2) of the Companies Act 2006

#### Directors' indemnities

The company maintains liability insurance for its directors and officers which is a qualifying third party indemnity provision for the purposes of the Companies Act 2006

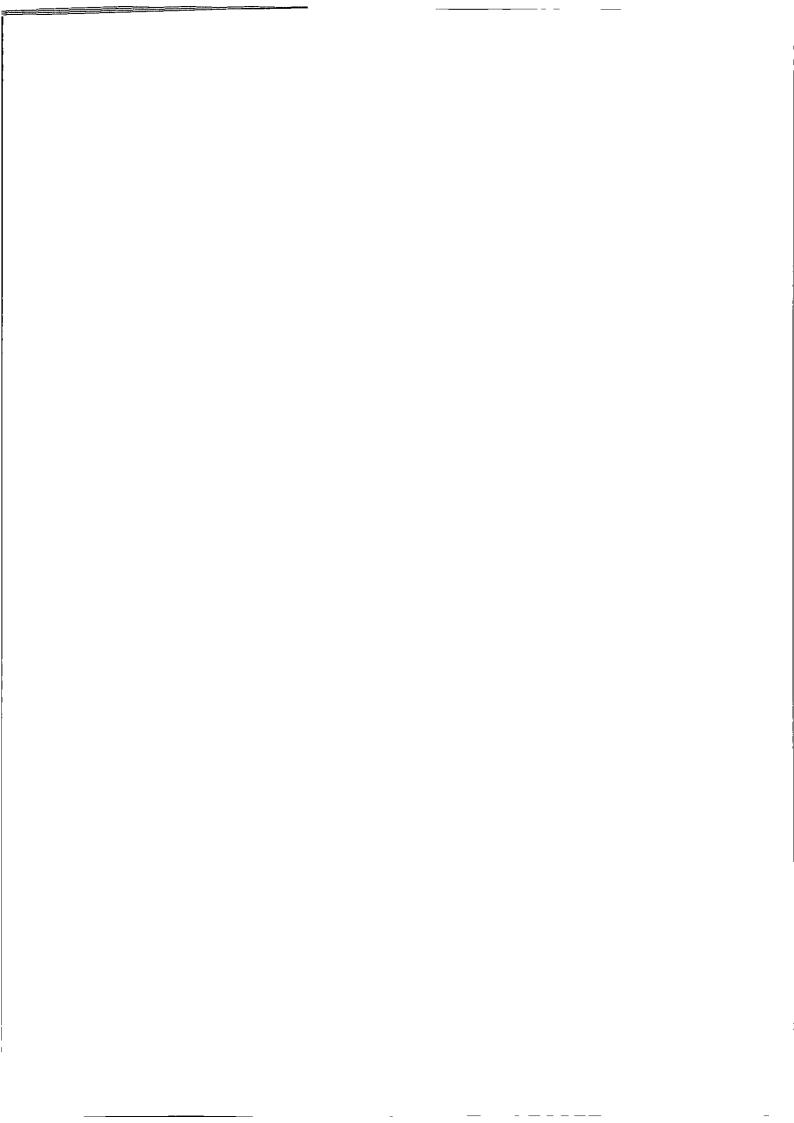
#### Reappointment of auditors

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

Approved by the Board on 29 October 2012 and signed on its behalf by

J D Freeman

Company secretary and director



# Independent Auditors' Report to the Members of Bookcash Trading Limited

We have audited the financial statements of Bookcash Trading Limited for the 53 week period ended 1 July 2012 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

#### Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, 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

#### Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

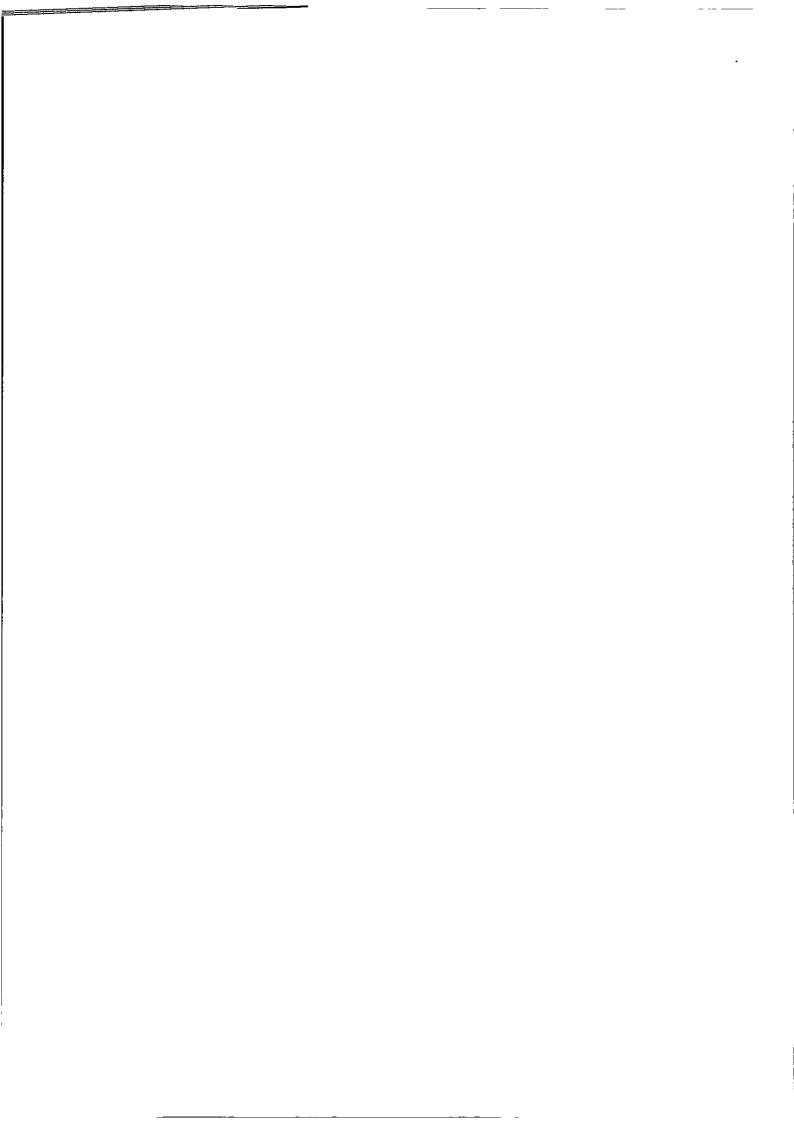
#### Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 1 July 2012 and of its profit for the period then ended.
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice,
   and
- · have been prepared in accordance with the requirements of the Companies Act 2006

#### Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements



# Independent Auditors' Report to the Members of Bookcash Trading Limited

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#### Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- · the financial statements are not in agreement with the accounting records and returns, or
- · certain disclosures of directors' remuneration specified by law are not made, or
- · we have not received all the information and explanations we require for our audit

Rosenay Shapland

Rosemary Shapland (Senior Statutory Auditor) For and on behalf of PricewaterhouseCoopers LLP Chartered Accountant and Statutory Auditors Gatwick

29 October 2012

# Bookcash Trading Limited Profit and Loss Account for the 53 weeks ended 1 July 2012

	Note	53 weeks ended 1 July 2012 £ 000	52 weeks ended 26 June 2011 £ 000
Turnover		3,863	4,036
Cost of sales		(2,994)	(3,158)
Gross profit		869	878
Administrative expenses		(3)	(13)
Operating profit	2	866	865
Profit on disposal of fixed assets	3	50	-
Interest receivable and similar income	6		6
Profit on ordinary activities before taxation		916	871
Tax on profit on ordinary activities	7	(225)	(246)
Profit for the financial period	14	691	625

Turnover and operating profit derive wholly from continuing operations

There is no material difference between the profit on ordinary acrtivities before taxation and the retained profit for the periods stated above and their historical cost equivalents

The company has no recognised gains or losses for the financial periods other than the results above, and therefore no separate statement of total recognised gains and losses has been presented

(Registration number: 02884279)

# Balance Sheet as at 1 July 2012

	Note	1 July 2012 £ 000	26 June 2011 £ 000
Fixed assets			
Tangible assets	8	782	915
Current assets			
Stocks	9	79	86
Debtors	10	10,063	7,623
Cash at bank and in hand		31	50
		10,173	7,759
Creditors Amounts falling due within one year	11	(4,879)	(3,304)
Net current assets		5,294	4,455
Total assets less current liabilities		6,076	5,370
Provisions for liabilities	12	(66)	(51)
Net assets		6,010	5,319
Capital and reserves			
Called up share capital	13	9	9
Share premium account	14	80	80
Profit and loss account	14	5,921	5,230
Total Shareholders' funds	15	6,010	5,319

Approved by the Board on 29 October 2012 and signed on its behalf by

H J Smyth

#### Notes to the Financial Statements for the 53 weeks ended 1 July 2012

#### 1 Accounting policies

#### Basis of preparation

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 2006. The principal accounting policies, which have been applied consistently throughout the period are set out below

#### 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 United Kingdom.

#### Tangible fixed assets and depreciation

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

Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use

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

Asset class

Depreciation method and rate

Equipment

20% per annum

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 an additional 14 years. The maximum depreciation period for short term leasehold properties is 30 years.

Assets under construction include tangible fixed assets acquired for restaurants under construction including costs directly attributable to bringing the asset into use. Assets are transferred to short leasehold, equipment, or fixtures and fittings when the restaurant opens. No depreciation is provided on assets under construction as these assets have not been brought into working condition for intended use by the company

Sales of properties are recognised in the accounts if unconditional contracts are exchanged

#### Impairment of fixed assets

The carrying values of fixed assets are reviewed for impairment in periods where events or changes in circumstances indicate that the carrying value may not be recoverable. Any impairment in the value of fixed assets below depreciated historical cost is charged to the profit or loss account within operating profit. A reversal of an impairment loss is recognised in the profit or loss account up to the extent that the original loss was recognised.

#### Stocks

Stocks comprise food and drink held for re-sale and equipment used in restaurants. 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.

## Notes to the Financial Statements for the 53 weeks ended 1 July 2012

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#### Rebates receivable from suppliers

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

#### Deferred tax

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 tax 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

#### Operating leases

Rentals payable under operating leases are charged in the profit and loss account on a straight line basis over the lease term

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 into a lease are treated as deferred income within creditors.

#### Pre-opening costs

Pre-opening costs of restaurants are expensed as incurred

#### 2 Operating profit

Operating profit is stated after charging

	53 weeks ended 1 July 2012 £ 000	52 weeks ended 26 June 2011 £ 000
Operating leases - land and buildings	632	578
Depreciation - fixtures, fittings and equipment	26	27
Depreciation - short leaseholds	33	34

## Notes to the Financial Statements for the 53 weeks ended 1 July 2012

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The audit fee for the period was £7,500 (2011 £8,000) The auditors' remuneration is borne by and included within the accounts of PizzaExpress (Restaurants) Limited, a fellow subsidiary undertaking

#### 3 Profit on disposal of fixed asset

	53 weeks ended 1 July 2012 £ 000	52 weeks ended 26 June 2011 £ 000
Profit on disposal of fixed assets	50	-

### 4 Particulars of employees

The average number of persons employed by the company (excluding directors) during the period, analysed by category was as follows

	53 weeks ended 1 July 2012 No.	52 weeks ended 26 June 2011 No.
Restaurant staff	89	93
The aggregate payroll costs were as follows		
	53 weeks ended 1 July 2012 £ 000	52 weeks ended 26 June 2011 £ 000
Wages and salaries	1,039	1,150
Social security costs	70	78
	1,109	1,228

# Notes to the Financial Statements for the 53 weeks ended 1 July 2012

## ..... continued

#### 5 Directors' remuneration

No remuneration was paid by the company to any director during the period (2011 £nil)

H J Smyth is a director of the intermediate parent company, Gondola Holdings Limited and is remunerated by that company. The emoluments of J D Freeman are paid by Pizza Express (Restaurants) Limited which makes no recharge to the company. It is not possible to make an accurate apportionment of their emoluments in respect of each of the companies of which they are directors.

The company does not operate a defined benefit pension scheme and does not make any contributions to defined contribution schemes. No directors had any interests in any options for shares in the company

#### 6 Interest receivable and similar income

	53 weeks ended 1 July 2012 £ 000	52 weeks ended 26 June 2011 £ 000
Bank interest receivable		6
7 Tax on profit on ordinary activities		
	53 weeks ended 1 July 2012 £ 000	52 weeks ended 26 June 2011 £ 000
Current tax		
UK Corporation tax charge	210	225
Total current tax	210	225
Deferred tax		
Origination and reversal of timing differences	15	17
Deferred tax adjustment relating to previous periods	5	8
Effect of changes in tax rates	(5)	(4)
Total deferred tax	15	21
Total tax on profit on ordinary activities	225	246

## Notes to the Financial Statements for the 53 weeks ended 1 July 2012

..... continued

## Factors affecting current tax charge for the period

Tax on profit on ordinary activities for the period is lower than (2011 - lower than) the standard rate of corporation tax in the UK of 25 5% (2011 - 27 5%)

The differences are reconciled below

	53 weeks ended 1 July 2012 £ 000	52 weeks ended 26 June 2011 £ 000
Profit on ordinary activities before taxation	916	871
Profit on ordinary activities multiplied by standard rate of UK corporation tax at 25 5% (2011 27 5%)	234	240
Capital allowances in excess of depreciation	(15)	(17)
(Income)/Expenses not deductible for tax purposes	(9)	2
Total current tax	210	225

## Notes to the Financial Statements for the 53 weeks ended 1 July 2012

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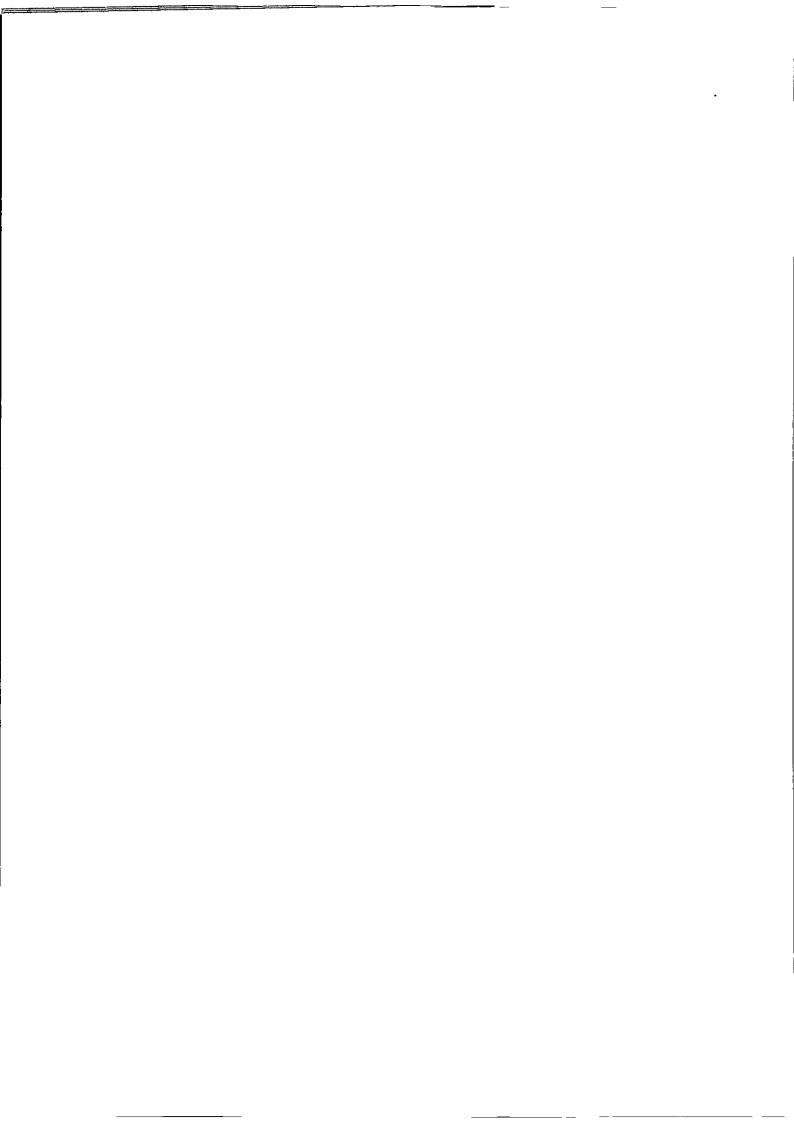
### Factors that may affect future tax charges

The standard rate of corporation tax in the UK changed from 26% to 24% on 1 April 2012 Accordingly, the company's profits for this accounting period are taxed at an effective rate of 25 5%

Based on current capital investment plans, the company expects to continue to be able to claim capital allowances in excess of depreciation in future years at a similar level to the current period

### 8 Tangible assets

	Short leasehold land and buildings £ 000	Fixtures and fittings £ 000	Equipment £ 000	Total £ 000
Cost or valuation				
At 27 June 2011	1,128	1,368	428	2,924
Additions	20	2	8	30
Disposals	(95)	(420)	(52)	(567)
At 1 July 2012	1,053	950	384	2,387
Accumulated depreciation				
At 27 June 2011	326	1,317	366	2,009
Charge for the period	33	5	21	59
Eliminated on disposals	(12)	(410)	(41)	(463)
At 1 July 2012	347	912	346	1,605
Net book value				
At 1 July 2012	706	38	38	782
At 26 June 2011	802	51	62	915



# Notes to the Financial Statements for the 53 weeks ended 1 July 2012

# ..... continued

9 Stocks
y Stocks

	1 July 2012 £ 000	26 June 2011 £ 000
Food and drink	19	22
Equipment	60	64
	79	86
10 Debtors		
	1 July 2012 £ 000	26 June 2011 £ 000
Amounts owed by group undertakings	9,986	7,570
Other debtors	-	1
Prepayments and deferred income	77	52
	10,063	7,623
Amounts owed by group undertakings are repayable on demand		
11 Creditors: Amounts falling due within one year		
	1 July 2012 £ 000	26 June 2011 £ 000
Trade creditors	91	160
Amounts owed to group undertakings	4,558	2,953
Other creditors	-	5
Accruals and deferred income	230	186
	4,879	3,304

## Notes to the Financial Statements for the 53 weeks ended 1 July 2012

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#### 12 Provisions for liabilities

	Deferred tax £ 000
At 27 June 2011	51
Charged to the profit and loss account	15
At 1 July 2012	66

All the deferred tax balance relates to accelerated capital allowances

A number of changes to the UK Corporation tax system were announced in the 2011 Budget The proposed reductions of the main rate of corporation tax by 1 per cent per year to 23 per cent by 1 April 2014 are expected to be enacted separately each year The overall effect of the further changes from 24 per cent to 23 per cent, if these applied to the deferred tax balance at 1 July 2012 would be to reduce the deferred tax liability by approximately £5,517 (being £2,901 recognised in 2013, £2,801 recognised in 2014 and £(185) in 2015)

#### 13 Called up share capital

Allotted	and	fully	naid	shares
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,, p	1 July 2012		26 June 2011	
	Number	£ 000	Number	£ 000
Ordinary Shares of £0 10 each	94,510	9	94,510	9
4 Reserves				

#### 14 Reserves

	Share premium account £ 000	Profit and loss account £ 000	Total £ 000
At 27 June 2011	80	5,230	5,310
Profit for the period		691	691
At 1 July 2012	80	5,921	6,001

# Notes to the Financial Statements for the 53 weeks ended 1 July 2012

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## 15 Reconciliation of movements in shareholders' funds

	53 weeks ended 1 July 2012 £ 000	52 weeks ended 26 June 2011 £ 000
Profit for the financial period	691	625
Net addition to shareholders' funds	691	625
Shareholders' funds at start of period	5,319	4,694
Shareholders' funds at end of period	6,010	5,319

#### Notes to the Financial Statements for the 53 weeks ended 1 July 2012

..... continued

#### 16 Commitments

#### Operating lease commitments

As at 1 July 2012 the company had annual commitments under non-cancellable operating leases as follows. Operating leases which expire

	1 July 2012 £ 000	26 June 2011 £ 000
Land and buildings		
Within one year	-	363
Within two and five years	381	-
Over five years	43	158
	424	521

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

#### 17 Contingent habilities

The company and certain of the company's fellow 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 Bank of Scotland plc

The amounts outstanding at the balance sheet dates for these loans were £487.5 million (2011 £511.6 million) under the Senior Facilities and £75.4 million (2011 £71.1 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.

## Notes to the Financial Statements for the 53 weeks ended 1 July 2012

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#### 18 Cash flow statement

The company has taken advantage of the exemption provided by Financial Reporting Standard 1 (revised 1996) not to produce a cash flow statement on the grounds that a consolidated cash flow is produced by its ultimate parent company Gondola Group Limited

#### 19 Related party transactions

The company is exempt under the terms of paragraph 3(c) of Financial Reporting Standard 8, 'Related Party Disclosure', from disclosing related party transactions with entities that are part of the Gondola Group Limited group

#### 20 Ultimate parent undertakings

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

At 1 July 2012 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