

Harry Ramsden's (Restaurant) Limited

**Directors' Report and Financial
Statements**

Registered number 00252628

30 September 2009

THURSDAY



ASB6FG2G

A32

24/12/2009

159

COMPANIES HOUSE

Contents

Officers and professional advisers	1
Directors' report	2
Statement of directors' responsibilities in respect of the directors' report and the financial statements	3
Independent auditors' report to the members of Harry Ramsden's (Restaurant) Limited	4
Profit and loss account	5
Balance sheet	6
Notes to the financial statements	7

Officers and professional advisers

DIRECTORS

J D Brook
M E Collins
J O Davies
A J Keating
M Rainbow

SECRETARY

J O Davies

REGISTERED OFFICE

169 Euston Road
London
NW1 2AE

AUDITORS

KPMG LLP
8 Salisbury Square
London
EC4Y 8BB

Directors' report

The directors present their annual report and the audited financial statements for the year ended 30 September 2009.

Principal activities and business review

The company did not trade during the period except as an undisclosed agent on behalf of Harry Ramsden's Limited. This situation is expected to continue into the foreseeable future.

The financial events of late 2008 and the resulting global recession have had a significant impact on the market in which the company's principal, Harry Ramsden's Limited, operates. Similar pressures have applied to other group companies in the SSP group of which the company is part. As a consequence of these pressures, the SSP group entered into a negotiation with its lenders with the objective of finding a mutually acceptable refinancing of its existing debt and capital structure. Agreement was reached in September 2009 and eventually implemented by various Schemes of Arrangement (under the Companies Act 2006), which took effect on 17 December 2009 (see Note 9). Under this new arrangement, the cost of servicing the debt has been reduced and liquidity improved as well as covenant levels being reset. As a result of the group refinancing, the directors of the company believe the group and, as a result, the company and its principal are well placed to manage the business through both the current economic downturn and any challenges the company may face in the future.

Dividends

The directors do not recommend the payment of a dividend (2008: £Nil).

Directors

The present directors of the company are shown on page 1.

The directors who served the company during the year are as follows:

J D Brook
A J Keating
R A Worrell (resigned 25 November 2008)
M E Collins
J O Davies
M Rainbow

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware; and each director has taken all steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Political and charitable contributions

The company has made no political contributions and donations during the year.

Auditors

Pursuant to section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office.

Approved by the Board of Directors
and signed on behalf of the Board



M Rainbow
Director

18 December 2009

Statement of directors' responsibilities in respect of the directors' report and the financial statements

The directors are responsible for preparing the director's 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 company financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 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; and
- 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 have a general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Independent auditors' report to the members of Harry Ramsden's (Restaurant) Limited

We have audited the financial statements of Harry Ramsden's (Restaurant) Limited for the year ended 30 September 2009 set out on pages 5 to 9. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with sections 495 and 496 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement 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 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 (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's web-site at www.frc.org.uk/apb/scope/UKNP.

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 30 September 2009 and of the company's result for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice;
- 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 year for which the financial statements are prepared is consistent with the financial statements.

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:

- 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



Matt Lewis (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

18 December 2009

Profit and loss account
for the year ended 30 September 2009

	Note	2009 £	2008 £
Turnover	1	1,120,550	1,197,898
Revenue, operating profit, profit on ordinary activities before and after taxation, and profit for the financial year	2	-	-

Harry Ramsden's (Restaurant) Limited is an agency company on behalf of Harry Ramsden's Limited, which is incorporated in England and Wales.

All activities derive from continuing operations.

There are no recognised gains and losses other than the result for the financial years. There have been no movements in reserves or movement in shareholders' funds. Accordingly, no statement of total recognised gains or losses, movement in reserves or movement in shareholders' funds is presented.

The accompanying notes are an integral part of this profit and loss account.

Balance sheet
As at 30 September 2009

	Note	2009 £	2008 £
Investments	4	-	-
Debtors: amounts due within one year	5	1,134,104	1,134,104
Net assets		1,134,104	1,134,104
Capital and reserves			
Called up share capital	6	5,100	5,100
Share premium account		145,000	145,000
Profit and loss account		984,004	984,004
Total shareholders' funds		1,134,104	1,134,104

The accompanying notes are an integral part of this balance sheet.

These financial statements were approved by the Board of Directors on 18 December 2009.

Signed on behalf of the Board of Directors



M Rainbow

Director

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards, and under the historical cost accounting rules.

Under FRS 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.

The company has taken advantage of the exemption contained in FRS 8 ("Related party transactions") which allows it not to disclose transactions with group entities or investors of the group qualifying as related parties. There were no other transactions which would be required to be disclosed under FRS 8.

These accounts have been prepared having regard to the SSP group's trading forecasts for the next twelve months. These forecasts, which include detailed cash flow projections, comprise detailed assumptions as to sales and profit performance by division and by month and take account of the normal seasonality profile of the business. These forecasts also take account of the group's improved liquidity headroom, lower future debt service costs and revised financial covenants following completion of the group's refinancing on 17 December 2009, as further explained in Note 9. Notwithstanding the above, given the current economic environment, there remains a risk that the external trading environment may be worse than currently envisaged, and as a result, the directors of SSP Group Limited have also reviewed forecasts which include sensitivities that make allowance for that risk. Should such a scenario arise, the directors of SSP Group Limited have confidence that they have adequate liquidity and covenant headroom to ensure that the group can meet its liabilities as they fall due for the foreseeable future. Taking these forecasts into account, the directors of Harry Ramsden's (Restaurant) Limited consider that it is appropriate to prepare these accounts on a going concern basis.

Revenue and turnover

Harry Ramsden's (Restaurant) Limited is an agency company and as such does not bear the risks and rewards of its trade. These were borne by the principal company, Harry Ramsden's Limited.

Accordingly, the company generated no revenue itself as principal in either the current or prior period. However, the full value (net of VAT) of goods and services sold or provided to customers by the company, in its capacity as agent, is shown as "turnover" in the profit and loss account on page 5.

Investments

Investments are carried at cost less provision for impairments.

2 Operating profit

Auditors' remuneration in respect of the audit of these financial statements of £1,500 (2008: £1,500) is borne by Harry Ramsden's Limited. The company does not employ any staff.

3 Remuneration of directors

Directors' remuneration was borne by fellow subsidiary undertakings of SSP Group Limited, SSP Financing UK Limited and Select Service Partner UK Limited. The directors did not receive any remuneration in respect of services to this company.

Notes (continued)

4 Investments

The company holds 50% of the ordinary share capital of Meltway Limited, a company incorporated in England and Wales. The cost of this investment was £1. Meltway Limited's balance sheet has shown net liabilities for a number of years and therefore the cost of this investment has previously been provided against in full reducing its carrying value to £nil (2008: £nil). Meltway Limited does not carry on a trade.

5 Debtors

	2009 £	2008 £
Amounts owed by group undertakings	1,134,104	1,134,104

6 Called up share capital

	2009 £	2008 £
Authorised, allotted, called up and fully paid		
100 Ordinary shares of £1 each	100	100
5,000 Non-cumulative preference shares of £1 each	5,000	5,000
	<u>5,100</u>	<u>5,100</u>

The non-cumulative preference shares are non-equity shares which carry an entitlement to a dividend at the rate of 0.7% per annum. Holders of preference shares have one vote for every share held but only on a resolution affecting the rights attached to the shares. Preference shareholders have the right on a winding-up to receive, in priority to the holders of any other class of shares, the sum of £1 per share. There are no redemption rights available to either the company or the shareholders in respect of the preference shares.

The non-cumulative preference shareholders formally waived their right to receive dividends for the years ended 30 September 2008 and 30 September 2009.

7 Contingent liabilities

The company is jointly and severally liable for VAT due by the other companies within the group registration. At 30 September 2009 this contingent liability amounted to £2.0 million (2008: £3.2 million).

8 Ultimate parent company and controlling party

The company's immediate parent undertaking is Harry Ramsden's Limited, a company incorporated in England and Wales.

SSP Group Limited is the company's ultimate parent undertaking, and it is the parent undertaking of the largest and smallest group of undertakings for which group financial statements are drawn up and in respect of which the company is a member. Copies of the SSP Group Limited accounts may be obtained from Companies House, Crown Way, Maindy, Cardiff CF14 3UZ.

The company's ultimate controlling undertaking is EQT IV Limited, a company registered in Guernsey, which acts as General Partner of the General Partner to the funds which own SSP Group Limited.

Notes *(continued)*

9 Post balance sheet event

As a result of the current economic climate and trading conditions, the company's ultimate parent undertaking, SSP Group Limited, began discussions during late March 2009 with its principal shareholder, EQT, and its senior and mezzanine banking syndicates with the objective of finding a mutually acceptable refinancing solution that would strengthen the group's capital structure and ensure that it had sufficient liquidity and covenant headroom for the foreseeable future. Following extensive negotiations throughout the summer, all parties reached an agreement during September 2009 on a consensual refinancing of the existing debt and capital structure, whereby EQT agreed to invest further equity in the business and the group's mezzanine lenders agreed that their existing loans would be converted into equity. In addition, the group's senior lenders agreed to a re-pricing and re-tranching of their debt, resulting in interest costs that the Board of SSP Group Limited expects to be serviceable going forward. This latter agreement was eventually implemented by various Schemes of Arrangement (under the Companies Act 2006), which took effect on 17 December 2009.