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Illuminati Group Limited
FINANCIAL STATEMENTS
30 SEPTEMBER 2009



Illuminati Group Limited
FINANCIAL STATEMENTS
YEAR ENDED 30 SEPTEMBER 2009

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Illuminati Group Limited

OFFICERS AND PROFESSIONAL ADVISERS

The director

R R Kenny

Registered office

c/o Wilder Coe LLP
Oxford House
Campus 6
Caxton Way
Stevenage
Hertfordshire
SG1 2XD

Accountants

Blick Rothenberg
Chartered Accountants
12 York Gate
Regent's Park
London, NW1 4QS

Illuminati Group Limited

THE DIRECTOR'S REPORT

YEAR ENDED 30 SEPTEMBER 2009

The director presents his report and the financial statements of the company for the year ended 30 September 2009

Principal activity

The principal activity of the company during the year was the development of the exploitation of the easy brand inter alia through the provision of internet and related services in a retail environment

Business review

The year under review saw acceleration of the company's closure programme and at the year end all internet cafes had closed.

Post balance sheet events

Subsequent to the year end, the company reached an agreement to surrender the lease in respect of three of its properties

Going concern

The financial statements have been drawn up on the basis other than that of a going concern and it is the director's intention to negotiate a settlement of the leases and to wind up the company

On 24 January 2011 the company entered into a voluntary arrangement with its creditors

Directors

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

R R Kenny	(Appointed 23 June 2009)
S Haji-Ioannou	(Resigned 6 May 2009)
A Robb-John	(Resigned 23 June 2009)

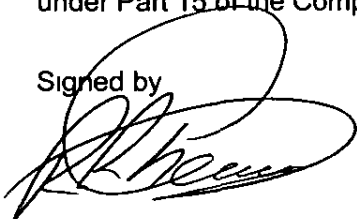
Change of name

On 11 May 2009 the company changed it's name from easyInternetCafe Limited to XYZInternetcafe Limited. Subsequently on 30 June 2009 the company changed it's name to Illuminati Group Limited

Small company provisions

This report has been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006

Signed by



Mr R R Kenney

Approved by the director on 21/03/2011

Illuminati Group Limited**PROFIT AND LOSS ACCOUNT****YEAR ENDED 30 SEPTEMBER 2009**

	Note	Year to 30 Sep 09 Unaudited £000	Year to 30 Sep 08 Audited £000
Turnover		1,337	2,256
Cost of sales		(2,172)	(3,160)
Gross loss		(835)	(904)
Administrative expenses		(457)	(956)
Operating loss	2	(1,292)	(1,860)
Loss on termination of discontinued operations	3	(25)	(216)
Credit on transfer of trade	4	–	195
Amounts owed by subsidiary undertakings written back/(off)		3,968	(543)
		2,651	(2,424)
Interest receivable		1	52
Profit/(loss) on ordinary activities before taxation		2,652	(2,372)
Tax on profit/(loss) on ordinary activities	5	–	–
Profit/(loss) for the financial year		2,652	(2,372)

All of the activities of the company are classed as discontinued

The company has no recognised gains or losses other than the results for the year as set out above

Illuminati Group Limited

BALANCE SHEET

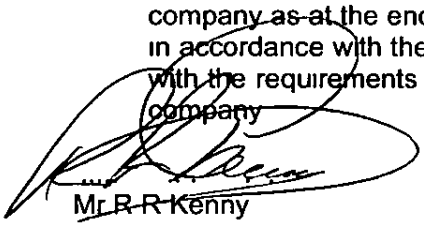
30 SEPTEMBER 2009

		30 Sep 09		30 Sep 08	
	Note	Unaudited £000	£000	Audited £000	£000
Fixed assets					
Intangible assets	6		-		-
Tangible assets	7		-		15
Investments	8		-		-
			-		15
Current assets					
Debtors due within one year	9	336		316	
Debtors due after one year	9	410		460	
Cash at bank		259		512	
		1,005		1,288	
Creditors: Amounts falling due within one year	10	(435)		(3,385)	
Net current liabilities			570		(2,097)
Total assets less current liabilities			570		(2,082)
Capital and reserves					
Called-up equity share capital	13		91,203		91,203
Share premium account	14		18,587		18,587
Profit and loss account	15		(109,220)		(111,872)
Deficit	16		570		(2,082)

The director is satisfied that the company is entitled to exemption from the provisions of the Companies Act 2006 (the Act) relating to the audit of the financial statements for the period by virtue of section 477, and that no member or members have requested an audit pursuant to section 476 of the Act

The director acknowledges his responsibility for

- i) ensuring that the company keeps adequate accounting records which comply with section 386 of the Act, and
- ii) preparing financial statements which give a true and fair view of the state of affairs of the company as at the end of the financial period and of its profit or loss for the financial period in accordance with the requirements of sections 394 and 395, and which otherwise comply with the requirements of the Act relating to financial statements, so far as applicable to the company


Mr. R. R. Kenny
Director

28/3/11

Company Registration Number 03635864

Illuminati Group Limited

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2009

1. Accounting policies

1.1 Basis of accounting and change in accounting policy

The financial statements have been prepared under the historical cost convention and on a basis other than that of a going concern as it is the director's intention to negotiate a settlement of the leases and to wind up the company. On 24 January 2011 the company entered into a voluntary arrangement with its creditors.

1.2 Consolidation

In the opinion of the director, the company and its subsidiary undertakings comprise a small group. The company has therefore taken advantage of the exemption provided by Section 398 of the Companies Act 2006 not to prepare group accounts.

1.3 Cash flow statement

The director has taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is small.

1.4 Turnover

Turnover represents amounts receivable for goods and services, net of VAT and trade discounts.

1.5 Intangible fixed assets

Intangible fixed assets are recorded at cost less provision for amortisation.

1.6 Amortisation

Amortisation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Franchises - 10% straight line

1.7 Tangible fixed assets

Tangible fixed assets are recorded at cost less provision for depreciation.

1.8 Depreciation

Depreciation is calculated so as to write off the cost of a fixed asset, less its estimated residual value, over the useful economic life of that asset as follows:

Leasehold improvements - over the term of the lease

Fixtures and fittings - 20% straight line

Computer equipment - 33% straight line

Residual value is calculated on prices prevailing at the date of acquisition.

Illuminati Group Limited

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2009

1. Accounting policies *(continued)*

1.9 Leases

Assets held under finance leases and other similar contracts, which confer rights and obligations similar to those attached to owned assets, are capitalised as tangible fixed assets and are depreciated over the shorter of the lease terms and their useful economic lives. The capital elements of future lease obligations are recorded as liabilities, while the interest elements are charged to the profit and loss account over the period of the leases to produce a constant rate of charge on the balance of capital repayments outstanding. Hire purchase transactions are dealt with similarly, except that assets are depreciated over their useful economic lives.

Rentals under operating leases are charged on a straight-line basis over the lease term, even if the payments are not made on such a basis. Benefits received and receivable as an incentive to sign an operating lease are similarly spread on a straight-line basis over the lease term, except where the period to the review date on which the rent is first expected to be adjusted to the prevailing market rate is shorter than the full lease term, in which case the shorter period is used.

1.10 Deferred taxation

Deferred tax 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 or to receive more tax, with the following exceptions:

- Provision is made for deferred tax that would arise on remittance of the retained earnings of overseas subsidiaries, associates and joint ventures only to the extent that, at the balance sheet date, dividends have been accrued as receivable.

- Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

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

1.11 Foreign currencies

Transactions in foreign currencies are recorded at the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are reported at the rates of exchange prevailing at that date.

1.12 Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are charged direct to equity.

1.13 Investments

Fixed asset investments are stated at cost less provision for impairment.

Illuminati Group Limited

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2009

2. Operating loss

Operating loss is stated after charging

	Year to 30 Sep 09 Unaudited £000	Year to 30 Sep 08 Audited £000
Directors' remuneration	–	–
Amortisation of intangible assets	–	17
Depreciation of owned fixed assets	3	114
Loss on disposal of fixed assets	12	–
Auditor's remuneration	17	34
Operating lease costs		
- land and buildings	<u>1,571</u>	<u>2,340</u>

3. Loss on termination of discontinued operations

	Year to 30 Sep 09 Unaudited £000	Year to 30 Sep 08 Audited £000
Termination of discontinued operations		
Surrender costs on leases	<u>(25)</u>	<u>(216)</u>

The premiums and costs associated with the surrender of the leases are not allowable for corporation tax purposes

4. Credit on transfer of trade

	Year to 30 Sep 09 Unaudited £000	Year to 30 Sep 08 Audited £000
Credit on transfer of trade	<u>–</u>	<u>(195)</u>

The credit arises from the transfer of the easyOffice trade on 30 September 2008 to a fellow group company

5. Taxation on ordinary activities

No liability to corporation tax arises due to the losses incurred to date

Illuminati Group Limited

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2009

5. Taxation on ordinary activities (continued)

(a) Factors affecting current tax charge

The tax assessed on the profit/(loss) on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 28% (2008 29%)

There is a potential deferred tax asset of approximately £12,943,000 (2008 £12,596,000), which has not been recognised in the financial statements due to the uncertainty concerning the timescale as to its recovery

	Year to 30 Sep 09 Unaudited £000	Year to 30 Sep 08 Audited £000
Profit/(loss) on ordinary activities before taxation	2,652	(2,372)
Profit/(loss) on ordinary activities by rate of tax	743	(688)
Depreciation in excess of capital allowances	4	35
Disallowed expenses	2	236
Losses transferred with easyOffice trade	-	9
Losses carried forward	362	461
Losses surrendered to group companies	-	4
Profit on disposal of discontinued operations	(1,111)	(57)
Total current tax	-	-

6. Intangible fixed assets

	Franchises Unaudited £000
Franchises	
At 1 October 2008	17
Disposals	(17)
At 30 September 2009	-
Amortisation	
At 1 October 2008	17
On disposals	(17)
At 30 September 2009	-
Net book value	
At 30 September 2009	-
At 30 September 2008	-

Illuminati Group Limited

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2009

7. Tangible fixed assets

	Land and buildings Unaudited £000	Plant and machinery etc. Unaudited £000	Total Unaudited £000
Cost			
At 1 October 2008	6,654	571	7,225
Disposals	(6,654)	(571)	(7,225)
At 30 September 2009	<u>-</u>	<u>-</u>	<u>-</u>
Depreciation			
At 1 October 2008	6,654	556	7,210
Charge for the period	-	3	3
On disposals	(6,654)	(559)	(7,213)
At 30 September 2009	<u>-</u>	<u>-</u>	<u>-</u>
Net book value			
At 30 September 2009	<u>-</u>	<u>-</u>	<u>-</u>
At 30 September 2008	<u>-</u>	<u>15</u>	<u>15</u>

8. Fixed asset investments

	Shares in group companies Unaudited £000
Cost	
At 1 October 2008 and 30 September 2009	<u>34</u>
Provision for diminution in value	
At 1 October 2008 and 30 September 2009	<u>34</u>
Net book value	
At 30 September 2008 and 30 September 2009	<u>-</u>

Details of the company's principal subsidiary undertaking(s) are as follows

Entity name	Principal activity	Country of incorporation	Class of share	% holding
easyEverthing (Germany) GmbH*	Dormant	Germany	Ordinary	100%

Illuminati Group Limited

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2009

8. Fixed asset investments *(continued)*

Entity name	Principal activity	Country of incorporation	Class of share	% holding
easyInternetCafé (Holland) BV*	Dormant	The Netherlands	Ordinary	100%
easyEverything Internet Shops (Spain) SL*	Dormant	Spain	Ordinary	100%
easyInternetCafé (Franchising) Inc	Dormant	USA	Ordinary	100%
easyInternetCafé (Holdings) Inc*	Dormant	USA	Ordinary	100%
easyInternetCafé Inc	Dormant	USA	Ordinary	100%

* Held directly by easyInternetCafe Limited

The aggregate amount of capital and reserves and the results of the principal subsidiary undertaking(s) were as follows

	2009 £000	2008 £000
Aggregate capital and reserves		
easyEverything (Germany) GmbH	(547)	(547)
easyInternetcafé (Holland) BV	(152)	(152)
easyEverything Internet Shops (Spain) SPL	2	2
Profit/(loss) for the year		
easyEverything (Germany) GmbH	(94)	(94)
easyInternetcafé (Holland) BV	(241)	(241)
easyEverything Internet Shops (Spain) SPL	(173)	(173)

The results used are for the year ended 30 September 2008, being the latest available date that information is available

9. Debtors

	30 Sep 09 Unaudited £000	30 Sep 08 Audited £000
Trade debtors	190	100
Amounts owed by group undertakings	—	4
Other debtors	556	672
	<u>746</u>	<u>776</u>

Illuminati Group Limited

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2009

9 Debtors (continued)

The debtors above include the following amounts falling due after more than one year

	30 Sep 09	30 Sep 08
	Unaudited	Audited
	£000	£000
Other debtors	<u>410</u>	<u>460</u>

10. Creditors: Amounts falling due within one year

	30 Sep 09	30 Sep 08
	Unaudited	Audited
	£000	£000
Trade creditors	64	425
Amounts owed to group undertakings	–	2,199
Other taxation	119	461
Other creditors	<u>252</u>	<u>300</u>
	<u>435</u>	<u>3,385</u>

11 Commitments under operating leases

At 30 September 2009 the company had annual commitments under non-cancellable operating leases as set out below

	Land & buildings	
	30 Sep 09	30 Sep 08
	Unaudited	Audited
	£000	£000
Operating leases which expire		
After more than five years	<u>1,708</u>	<u>1,708</u>

12. Related party transactions

Prior to 23 June 2009 the immediate controlling party was easyGroup Holdings Limited, a company incorporated in the Cayman Islands easyGroup Holdings Limited is the holding vehicle for the Stelios Trust, of which Sir Stelios Haji-Ioannou retains a significant role in relation to the control structure

At 30 September 2009 the immediate controlling party was Intransit (GB) Limited and the ultimate controlling party was Russell Kenny

Illuminati Group Limited

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2009

12. Related party transactions (continued)

Transactions with related parties are as follows

Name (Relationship)	Transaction	Amount		Amount due (to)/from related parties	
		2009 Unaudited £000	2008 Audited £000	2009 Unaudited £000	2008 Audited £000
easyOffice Limited (fellow subsidiary)	Transfer of trade	–	293	–	(293)
	Recharges	(356)	–	–	–
	Waiver of loan balance	(245)	–	–	–
easyGroup IP Licensing Limited (fellow subsidiary)	Recharges	8	252	–	4
	Waiver of loan balance	(310)	–	–	–
easyEverything Internet Shops (Spain) SL (subsidiary)	Recharges	(79)	1	–	(1)
	Waiver of loan balance	(72)	–	–	–
easyGroup Holdings Limited (fellow subsidiary)	Loan	2,553	956	–	(1,905)
	Waiver of loan balance	4,726	–	–	–
easyInternetCafe GmbH (subsidiary)	Recharges	(39)	–	–	–
	Waiver of loan balance	(206)	–	–	–
easyInternetCafe BV Holland (subsidiary)	Recharges	(6)	–	–	–
	Waiver of loan balance	(110)	–	–	–
easyGroup (UK) Limited (fellow subsidiary)	Waiver of loan balance	228	–	–	–

13. Share capital

	30 Sep 09		30 Sep 08	
	Unaudited No	£000	Audited No	£000
Authorised share capital:				
Ordinary shares of £1 each	<u>500,000,000</u>	<u>500,000</u>	<u>500,000,000</u>	<u>500,000</u>
Called up, allotted and fully paid:				
Ordinary shares of £1 each	<u>91,202,865</u>	<u>91,203</u>	<u>91,202,865</u>	<u>91,203</u>

Illuminati Group Limited

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 30 SEPTEMBER 2009

14. Share premium account

There was no movement on the share premium account during the financial year

15. Profit and loss account

	Year to 30 Sep 09 Unaudited £000	Year to 30 Sep 08 Audited £000
Balance brought forward	(111,872)	(109,500)
Profit/(loss) for the financial period	2,652	(2,372)
Balance carried forward	<u>(109,220)</u>	<u>(111,872)</u>

16. Reconciliation of movements in shareholders' funds

	30 Sep 09 Unaudited £000	30 Sep 08 Audited £000
Profit/(loss) for the financial period	2,652	(2,372)
Opening shareholders' (deficit)/funds	(2,082)	290
Closing shareholders' funds/(deficit)	<u>570</u>	<u>(2,082)</u>

17. Post balance sheet events

Since the period end, the company has reached agreement to surrender the lease in respect of three of its properties

On 1 September 2009 the company entered into a debenture agreement with its parent for an amount up to £1 9 million

On 24 January 2011 the company entered into a voluntary agreement with its creditors

18. Parent undertaking

At 30 September 2009 the immediate parent company is Intransit (GB) Limited, a company incorporated in England and Wales. The ultimate parent company is Intransit SA, a company incorporation in the Seychelles. Consolidated financial statements are not prepared for either entity

Illuminati Group Limited
MANAGEMENT INFORMATION
YEAR ENDED 30 SEPTEMBER 2009

The following pages do not form part of the statutory financial statements

Illuminati Group Limited**DETAILED PROFIT AND LOSS ACCOUNT****YEAR ENDED 30 SEPTEMBER 2009**

	Year to 30 Sep 09		Year to 30 Sep 08	
	Unaudited £000	£000	Audited £000	£000
Turnover		1,337		2,256
Cost of sales				
Opening stock	–		(10)	
IT costs	(1)		(128)	
Security and cash collections	(7)		(22)	
Property costs	(2,177)		(2,992)	
Franchise costs	(2)		(7)	
Gym costs	–		(5)	
Other cost of sales	15		4	
		(2,172)		(3,160)
Gross loss		(835)		(904)
Overheads				
Administrative expenses		(457)		(956)
Operating loss		(1,292)		(1,860)
Loss on termination of discontinued operations		(25)		(216)
Cost of restructuring the company		–		195
Amounts owed by subsidiary undertakings written back/(off)		3,968		(543)
		2,651		(2,424)
Bank interest receivable		1		52
Profit/(loss) on ordinary activities		2,652		(2,372)

Illuminati Group Limited

NOTES TO THE DETAILED PROFIT AND LOSS ACCOUNT

YEAR ENDED 30 SEPTEMBER 2009

	Year to 30 Sept 09		Year to 30 Sept 08	
	Unaudited £000	£000	Audited £000	£000
Administrative expenses				
Personnel costs				
Wages and salaries	122		212	
Employer's NIC	7		17	
		129		229
Establishment expenses				
Insurance		2		10
General expenses				
Travel and subsistence	2		3	
Telephone	8		13	
Licences and support	10		28	
Printing, postage and stationery	—		18	
Store management charges	—		3	
Sundry expenses	38		3	
Storage costs	1		6	
Advertising, marketing and exhibitions	5		176	
Legal and professional fees	164		122	
Commissions paid	1		7	
Accountancy fees	49		120	
Auditor's remuneration	(17)		34	
Amortisation	—		17	
Depreciation	3		114	
Loss on disposal of fixed assets	11		—	
		275		664
Financial costs				
Bad debts	46		30	
Financial costs	—		2	
Bank charges	10		19	
Foreign currency (gains)/losses	(5)		2	
		51		53
		457		956
Interest receivable				
Bank interest receivable		1		52