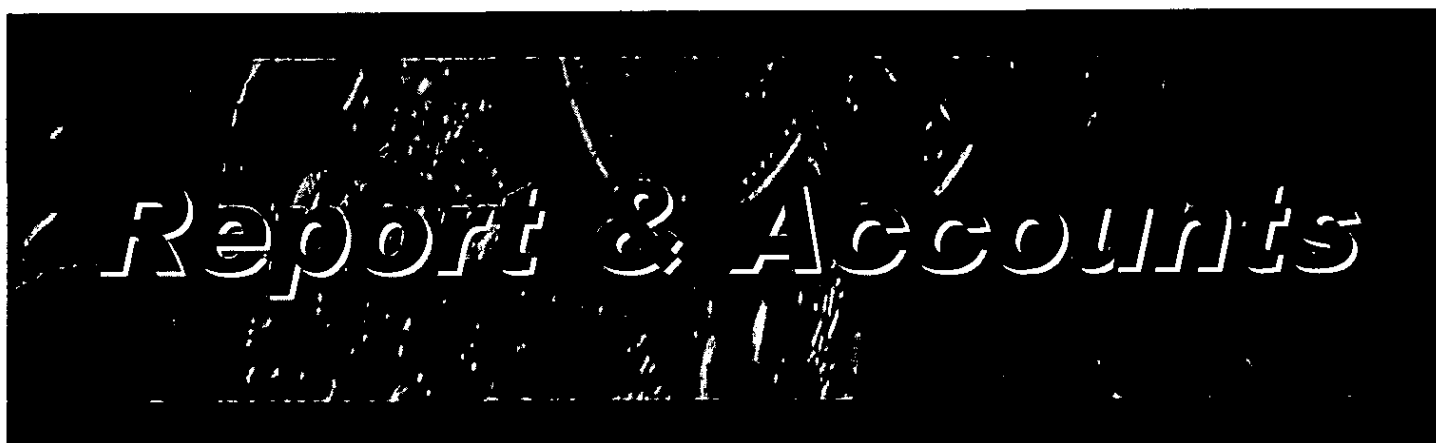


# Robert Dyas Holdings Limited



**52 weeks ended  
28 March 2009**

**Company Number 4041884**

THURSDAY



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**ROBERT DYAS HOLDINGS LIMITED**

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**FOR THE 52 WEEKS ENDED 28 MARCH 2009**

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## **ROBERT DYAS HOLDINGS LIMITED**

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### **DIRECTORS AND ADVISERS**

S R Round (Chief Executive)  
I A Gray (Non-executive)  
C G Coles (Finance Director)

### **COMPANY SECRETARY**

C G Coles

### **REGISTERED OFFICE**

Cleeve Court  
Cleeve Road  
Leatherhead  
Surrey  
KT22 7SD

### **AUDITORS**

KPMG LLP  
8 Salisbury Square  
London  
EC4Y 8BB

### **BANKERS**

Lloyds Banking Group plc  
25 Monument Street  
London  
EC3R 8BQ

### **WEB SITE**

[www.robertdyas.co.uk](http://www.robertdyas.co.uk)  
[www.thereallyusefulstore.co.uk](http://www.thereallyusefulstore.co.uk)

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## **ROBERT DYAS HOLDINGS LIMITED**

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### **CHAIRMAN'S STATEMENT** **FOR THE 52 WEEKS ENDED 28 MARCH 2009**

#### **1. INTRODUCTION**

This is both my first and last Chairman's statement for the Company.

I joined the Group on 8<sup>th</sup> April 2009 as a director of Cleeve Court Holdings Limited and a member of the buyout team that acquired Robert Dyas through its holding company Riverdance Holding Limited. This ended a period of considerable financial uncertainty for the business, thus safeguarding the future of its employees and stores across the South of England.

#### **2. RESTRUCTURING AND REFINANCING**

Since the buyout we have been working hard with our two banks, Lloyds Banking Group and Allied Irish Bank, to put in place a more appropriate financial structure.

I am delighted to announce that we have today completed this refinancing which reduces our bank debt by £15m. Our overall liabilities, when taken with those of our previous ultimate holding company, Riverdance Group Limited, have been reduced by some £47m as a result of the original buyout and the current transaction. As part of these arrangements our bankers have taken a stake in Cleeve Court Holdings Limited and also increased the level of working capital facilities to assist in this very challenging economic environment. We are extremely grateful for the support and commitment shown by our banks to the Group.

The new arrangements provide significantly increased financial headroom and reduce our underlying cost of borrowing by nearly £2m per year.

#### **3. MANAGEMENT TEAM**

Steven Round became Chief Executive in June 2008 and has led a thorough review of the business and its strategy, giving us confidence in the future of the Group.

Graham Coles joined the board as Finance Director today. In addition to being Company Secretary, Graham has responsibilities for IT, Property and property related issues. Phil Green will shortly be joining the board as Commercial Director.

I am delighted that Geoff Brady has agreed to be our Chairman of the new group headed by Cleeve Court Holdings Limited. Geoff has the skills and experience to help develop the trading potential of the business. I will be remaining on the board in a non-executive capacity.

#### **4. OUTLOOK**

The start of our new financial year was difficult, with adverse publicity prior to the buyout affecting supplier confidence. This publicity, in addition to a lack of trade credit insurance impacted on supply. Since then trading has been satisfactory with an improvement in like-for-like sales in the second quarter of 3% and underlying EBITDA for our year to date ahead of last year. This performance reflects the successful introduction of new ranges, continuing improvements in store standards, and maintenance of the excellent customer service that distinguishes Robert Dyas in the modern High Street.

Our retail brand and corporate identity has been updated leading to a new concept store, which was unveiled at Maidenhead in July. We are extremely pleased with its initial performance.

This has been a challenging period in the long history of Robert Dyas. Today's announcement represents an important landmark in our recovery. Your Board looks forward to the future with confidence.

Ian Gray

10 September 2009



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## **ROBERT DYAS HOLDINGS LIMITED**

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### **REPORT OF THE DIRECTORS** **FOR THE 52 WEEKS ENDED 28 MARCH 2009**

#### **1. INTRODUCTION**

The Directors submit their report for the period ended 28 March 2009. The Company prepares accounts to the last Saturday before the 31 March each year. Accordingly, the current year is a 52 week period. The comparative period is for the 52 weeks ended 29 March 2008.

During the period ended 28 March 2009, the Company's principal activity was a holding company. The ultimate owners of the business were Change Capital Funds LP.

On April 8<sup>th</sup> 2009, ownership of the business was transferred to Cleeve Court Holdings Limited, a company then owned by certain senior managers of the business.

On September 10<sup>th</sup> 2009, the majority of non-voting shares in Cleeve Court Holdings were subscribed for by the company's bankers, Lloyds Banking Group plc and Allied Irish Bank plc following a debt-for-equity conversion. At the same time, further senior managers acquired or subscribed for shares.

As discussed in note 1.1 to the financial statements, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason they continue to adopt the going concern basis in preparing these financial statements.

#### **2. REVIEW OF ACTIVITY AND FUTURE TRADING**

The Company's principal activity is the retailing of functional home and garden products at 99 stores and 9 concessions located in the South of England. Robert Dyas is positioned as a "convenience" retailer of everyday items with most of its stores located in traditional High Streets and local shopping centres, often in smaller market towns and workplace locations.

Our stores, although relatively small compared to out-of-town retailers, offer a broad range of home and garden products, and as such we compete in many of the non-food non-fashion retail markets. As a consequence, we have a large number of indirect competitors, but our most direct competition comes from other retailers who satisfy a similar shopping mission to ourselves by competing in the convenience market on the local High Street. As with many other "bricks & mortar" retailers, we also compete with internet retailers, and have developed our own web-based store, [www.robertdyas.co.uk](http://www.robertdyas.co.uk), and, to support our positioning as "The Really Useful Store" [www.thereallyusefulstore.co.uk](http://www.thereallyusefulstore.co.uk).

#### **3. BUSINESS REVIEW**

##### **OBJECTIVES AND STRATEGY**

Our objective and strategy has not changed since we last reported to shareholders.

Robert Dyas' objective is to grow sales profitably and thereby realise excellent returns for its shareholders and other stakeholders.

We will deliver this objective by driving the existing chain and leveraging existing assets, while continuing to exploit the significant opportunity offered by development of new stores and alternative channels.

Our particular strengths enabling us to deliver this objective are the affection and loyalty that our customers have for our brand, our committed and knowledgeable colleagues serving those customers and our long established presence on High Streets throughout South East England.

Our brand proposition builds upon these strengths and continues to guide our business activities:-

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## **ROBERT DYAS HOLDINGS LIMITED**

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### **REPORT OF THE DIRECTORS** **FOR THE 52 WEEKS ENDED 28 MARCH 2009 – Continued**

#### **BUSINESS REVIEW – Continued**

“Robert Dyas are always happy to help. We make our customers lives easy. We offer an authoritative range of everyday home essentials that are consistently available and fairly priced, and that are always supported by really stunning genuine offers”.

This is delivered through our High Street positioning as “The Really Useful Store”.

#### **RISKS AND UNCERTAINTIES**

The Directors use a number of KPI's which they consider are effective to measure delivery of their strategy, and which assist in minimising risk and uncertainty. They assess individual store performance by monitoring changes in sales, margins and profitability. The main measure of profitability is EBITDA (Earnings Before Exceptional Items, Interest, Taxation, Depreciation and Amortisation).

The most significant investment that the Company makes each year is its investment in stock. Processes are in place to mitigate this risk by controlling the level of stock in the context of changing sales levels, and to ensure that all slow-moving stock is moved quickly through the business.

Robust and effective financial processes are in place to ensure that margins, costs and cashflows are properly controlled.

The level of consumer spending in the markets in which we trade, and, potentially in some of our products, increased competition from supermarkets and the internet remain the principal risks to the business.

The Company is dependent for its working capital on access to funds forming part of the banking facilities held by other group companies. Further, the Company has granted fixed and floating charges over all the Company's assets and undertakings under a debenture granted to secure the banking facilities. Certain financial covenant requirements are in place under the banking facility agreements which relate to earnings before exceptional items, interest, tax, depreciation and amortisation ('EBITDA'). The Company controls this risk by routinely monitoring financial performance and against those covenants and reporting performance to the banks on a quarterly basis.

The defined benefit pension scheme showed a deficit (net of deferred tax) of £889,000 at the year end (2008: £138,000). The increase in the deficit is primarily the consequence of a fall in the value of scheme assets. Any increase in contributions required to clear this increased deficit is unlikely to be material. If the value of the scheme assets were to decline further relative to its liabilities, the Company might need to make a further additional contribution to cover any shortfall. This would have an adverse impact on cash flow. The Company and Pension scheme trustees meet regularly and receive advice from external actuaries with the objective of mitigating this risk through the scheme's investment strategy.

#### **PERFORMANCE**

##### **TRADING**

In the year just completed, we have been able to continue to make market share gains by improving our basic retail disciplines, and by continuing to invest resource to support consumable products, categories in which we are building upon our reputation for having the most comprehensive ranges on the High Street. At the same time as making these gains, we were able to grow margin through an increase of our Direct Import programme, and through better control over promotional activity.

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## **ROBERT DYAS HOLDINGS LIMITED**

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### **REPORT OF THE DIRECTORS** **FOR THE 52 WEEKS ENDED 28 MARCH 2009 – Continued**

#### **BUSINESS REVIEW – PERFORMANCE - Continued**

Although we were able to grow market share, trading conditions in the markets that Robert Dyas operate in remained challenging. Weather conditions in Summer 2008 were every bit as poor as in Summer 2007, with that result that our seasonal merchandise, and in particular, ventilation products, failed to deliver anticipated levels of growth. This was followed in Autumn by a significant decline in consumer confidence generated by concerns about the global economy. It was only toward the very end of the Christmas trading period, and into the New Year, that our markets saw any sort of growth.

Our successes in building market share were not sufficient to overcome general declines in the markets we serve, with the result that sales in our standalone stores fell by 2% on a like-for-like basis, but we were encouraged that the year ended strongly, with growth in our last quarter of 3% on the same basis.

Our home shopping business produced year-on-year growth, despite unfavourable weather in the important summer season. Operations in Somerfield stores were significantly affected by rationalisation of the Somerfield estate following its acquisition by Cooperative Retail, which has resulted in three of our nine concessions closing. We expect this shortfall to be more than offset by the recent opening of six concessions in Le Riche supermarkets in the Channel Isles.

Total sales were up 1.3% at £107,838,000 (2008: £106,480,000) but same-store sales reported a small decline. Although costs remain well controlled, fixed costs of operating stores, particularly occupation costs, cannot be adjusted downward in proportion to the sales decline, and hence we recorded a greater percentage decline in EBITDA. EBITDA (Earnings Before Exceptional Items, Interest, Taxation, Depreciation and Amortisation) was £3,300,000 against £5,300,000 in 2008.

#### **DEVELOPMENT**

We continue to invest in our existing estate. Various changes to store layouts, aimed at increasing sales and enhancing the customer's shopping experience, have been successfully trialled. Learnings from these trials and developments to the Robert Dyas brand have been brought together in a pilot refurbishment at Maidenhead during the summer.

No new stores have been opened since our store at The Strand, London opened in May 2007. We have developed a very clear development strategy in terms of target store configuration and catchment, and are now beginning to look actively at potential new sites.

#### **OUTLOOK**

Our objective, which is reflected in our internal budgets, is to resume EBITDA growth primarily through delivering like-for-like sales and margin growth in our existing standalone stores.

We remain optimistic that this objective will be delivered over the medium term despite the challenging trading environment. The "Really Useful Store" proposition is fully embedded and is delivering results. We are still exposed to the normal risks of the changing retail climate, but the actions we have taken will support achievement of our full sales potential.

In summary, the building blocks to deliver sales and EBITDA growth are in place. With a supportive external environment, we can look forward to the future with confidence.

#### **CAPITAL EXPENDITURE AND CASH**

Tangible fixed assets acquired during the year, mainly incurred on store fixtures, fittings and equipment amounted to £1,121,000 (2008: £1,373,000).

The cash balance held at the bank on 28 March 2009 was £2,651,000 (2008: £3,380,000).

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## **ROBERT DYAS HOLDINGS LIMITED**

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### **REPORT OF THE DIRECTORS** **FOR THE 52 WEEKS ENDED 28 MARCH 2009 – Continued**

#### **4. PEOPLE**

Mention has to be made of our loyal and hard working staff. The Company would not be able to achieve such sales results in a difficult market without the energy and dedication of its management and staff, providing customers with a pleasant shopping experience and driving sales.

The Company maintains close consultation with its employees regarding matters likely to affect their interests and is committed to providing them with relevant information and involving them in the performance and development of the Company whenever possible. During the year several initiatives were introduced including regular trading updates and an employee forum with members from all levels across the business.

The Company holds the 'Investors in People' accreditation.

The Company is an equal opportunities employer.

The Company has a policy of giving disabled persons full and fair consideration for all job vacancies for which they offer themselves as suitable applicants, having regard to their particular aptitudes and abilities. Training and career development opportunities are available to all employees and the Company endeavours to retrain any member of staff who develops a disability during employment.

#### **5. DIRECTORS**

The Directors who served during the year were as follows:

S R Round	(appointed 24 June 2008)
I A Gray	(appointed 8 April 2009)
C G Coles	(appointed 10 September 2009)
R J Cissell	(resigned 20 May 2008)
R A Holmes	(resigned 8 April 2009)
S Petrow	(resigned 8 April 2009)
J T Cargo	(resigned 8 April 2009)

Under the Company's Articles of Association it is not necessary for Directors to retire by rotation.

#### **6. DIRECTORS' SHARES AND INTERESTS**

The Directors who held office during the financial year did not have any interests in the share capital of the Company at the balance sheet date of 28 March 2009 or at 29 March 2008.

According to the register of Directors' interests, no rights to subscribe for shares in or debentures of group companies were granted to any of the Directors or their immediate families, or exercised by them, during the financial year.



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## ROBERT DYAS HOLDINGS LIMITED

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### **REPORT OF THE DIRECTORS** **FOR THE 52 WEEKS ENDED 28 MARCH 2009 – Continued**

#### **7. DIRECTORS' RESPONSIBILITIES**

The following statement is made with a view to distinguishing for shareholders the respective responsibilities of the Directors and the auditors in relation to the financial statements.

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 year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments 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 proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 1985. They have 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.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

#### **8. PROFIT AND LOSS**

Retained (loss)/profit for the period was:	<b>2009</b>	<b>2008</b>
	<b>£'000</b>	<b>£'000</b>
(Loss)/Profit after taxation	<b><u>(10,491)</u></b>	<b><u>1,762</u></b>

#### **9. DIVIDEND**

The Directors do not recommend the payment of a dividend.

#### **10. CREDITOR PAYMENT POLICY**

For all trade creditors it is the Company's policy to:

- agree the terms of payment at the start of business with that supplier;
- ensure that all suppliers are aware of the terms of payment; and
- pay in accordance with its contractual and other legal obligations.

Creditor payments relating to stock purchased for resale at 28 March 2009 equated to 60 days (2008: 73 days).

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**ROBERT DYAS HOLDINGS LIMITED**

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**REPORT OF THE DIRECTORS**  
**FOR THE 52 WEEKS ENDED 28 MARCH 2009 – Continued**

**11. CHARITABLE AND POLITICAL DONATIONS**

During the year the Company made no charitable donations (2008: £nil). No political donations were made during the year (2008: £nil).

**12. DEEDS OF INDEMNITY**

As at the date of this report, indemnities are in force under which the Company has agreed to indemnify the Directors, to the extent permitted by law and the Company's Articles of Association, in respect of all losses arising out of, or in connection with, the execution of their powers, duties and responsibilities, as Directors of the Company.

**13. 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 the 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.

**14. AUDITORS**

KPMG LLP have expressed their willingness to accept re-appointment as auditors and a resolution will be proposed at the Annual General Meeting to appoint them as auditors and to authorise the Directors to fix their remuneration.

By Order of the Board  
C G Coles

10 September 2009



Cleeve Court  
Cleeve Road  
Leatherhead  
Surrey  
KT22 7SD

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## ROBERT DYAS HOLDINGS LIMITED

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### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ROBERT DYAS HOLDINGS LIMITED

We have audited the financial statements of Robert Dyas Holdings Limited for the period ended 28 March 2009, which comprises the Profit and Loss Account, the Balance Sheet, the Statement of Total Recognised Gains and Losses and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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 auditor's 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**

The directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 7.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 28 March 2009 and of its loss 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.

*KPMG LLP*  
KPMG LLP  
Registered Auditor  
Chartered Accountants

8 Salisbury Square  
London  
EC4Y 8BB

10 September 2009

**ROBERT DYAS HOLDINGS LIMITED**

**PROFIT AND LOSS ACCOUNT FOR THE 52 WEEKS ENDED 28 MARCH 2009**

		<b><u>52 Weeks ended</u></b>		<b><u>52 Weeks ended</u></b>	
		<b><u>28 March 2009</u></b>		<b><u>29 March 2008</u></b>	
	Notes	£'000	£'000	£'000	£'000
<b>TURNOVER</b>	2		107,838		106,480
Cost of sales			<u>(61,732)</u>		<u>(61,878)</u>
<b>GROSS PROFIT</b>			46,106		44,602
Selling and distribution expenses		(39,782)		(33,412)	
			<u>(39,782)</u>		<u>(33,412)</u>
Administrative expenses before impairment losses and restructuring		(4,407)		(7,566)	
Onerous Lease Costs	4	(3,752)		-	
Impairment losses	4	(6,956)		(963)	
Restructuring costs	4	<u>(1,947)</u>		<u>(253)</u>	
<b>Administrative expenses</b>			<u>(17,062)</u>		<u>(8,782)</u>
<b>OPERATING (LOSS)/PROFIT</b>			(10,738)		2,408
Interest receivable and similar income	6	271		1,046	
Interest payable and similar charges	7	(3)		(156)	
Other finance income	18	<u>23</u>		<u>74</u>	
			291		964
<b>(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>	4		<u>(10,447)</u>		<u>3,372</u>
Taxation	8		<u>(44)</u>		<u>(1,610)</u>
<b>(LOSS)/PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION</b>			<u>(10,491)</u>		<u>1,762</u>

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES**

(Loss)/Profit for the period		(10,491)	1,762
Actuarial (loss)/gain recognised in respect of the pension fund (net of deferred tax)	18	(868)	405
<b>Total recognised gains and losses for the period</b>		<u>(11,359)</u>	<u>2,167</u>

The profit on ordinary activities before taxation relates entirely to continuing activities in each period.

The notes on pages 12 to 25 form part of these financial statements.

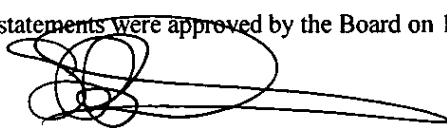
**ROBERT DYAS HOLDINGS LIMITED**

**BALANCE SHEET AT 28 MARCH 2009**

		<b><u>28 March 2009</u></b>		<b><u>29 March 2008</u></b>	
	Notes	£'000	£'000	£'000	£'000
<b><u>FIXED ASSETS</u></b>					
Tangible assets	9		7,371		7,820
Investments	10		8,181		8,181
			<u>15,552</u>		<u>16,001</u>
<b><u>CURRENT ASSETS</u></b>					
Stocks	11	13,394		15,369	
Debtors	12	19,850		24,491	
Cash at bank and in hand		2,651		3,380	
		<u>35,895</u>		<u>43,240</u>	
<b><u>CREDITORS: amounts falling due within one year</u></b>	13	<u>(30,675)</u>		<u>(31,613)</u>	
<b><u>NET CURRENT ASSETS</u></b>			<u>5,220</u>		<u>11,627</u>
<b><u>TOTAL ASSETS LESS CURRENT LIABILITIES</u></b>			<u>20,772</u>		<u>27,628</u>
<b><u>PROVISION FOR LIABILITIES &amp; CHARGES</u></b>	14		<u>(3,752)</u>		<u>-</u>
<b><u>NET ASSETS EXCLUDING PENSION LIABILITY</u></b>			<u>17,020</u>		<u>27,628</u>
Net pension liability	18		<u>(889)</u>		<u>(138)</u>
<b><u>NET ASSETS</u></b>			<u>16,131</u>		<u>27,490</u>
<b><u>CAPITAL &amp; RESERVES</u></b>					
Called up share capital	15		706		706
Share premium	16		6,989		6,989
Profit and loss account	16		8,436		19,795
<b><u>EQUITY SHAREHOLDERS' FUNDS</u></b>			<u>16,131</u>		<u>27,490</u>

The financial statements were approved by the Board on 10 September 2009 and signed on its behalf by:

S R Round



DIRECTORS

I A Gray



The notes on pages 12 to 25 form part of these financial statements.

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## ROBERT DYAS HOLDINGS LIMITED

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### **NOTES TO THE FINANCIAL STATEMENTS** **FOR THE 52 WEEKS ENDED 28 MARCH 2009**

#### **1. ACCOUNTING POLICIES**

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards. The accounting policies have been consistently applied.

##### **1.1 Basis of preparation – Going Concern**

At 28 March 2009, the Company was a wholly owned subsidiary of Riverdance Group Limited which was ultimately owned by Change Capital Funds LP. The Riverdance group of companies met its day to day working capital requirements and funding requirements through bank loans and facilities, held by the Company and Riverdance Holding Limited, the Company's intermediate parent company.

On 8 April 2009 Riverdance Group Limited went into administration and sold the Group, headed by Riverdance Holding Limited, to a new ultimate holding company, Cleeve Court Holdings Limited, a company owned by certain senior executives of Robert Dyas. The terms of the banking facility agreements held by the Group were amended by the Banks on 8 April 2009 as follows:

- Any rights relating to events of default existing at 8 April 2009 which arose on the breach of certain of the financial covenants were waived;
- The working capital facility was increased from £2m to £3.2m;
- The principal repayments due in January 2009 and January 2010 were deferred to January 2011; and
- The future financial covenant requirements were relaxed.

On 10 September 2009, as part of a restructuring and refinancing transaction, Riverdance Holding Limited transferred its ownership of Riverdance Acquisition Limited to Cleeve Court Holdings Limited and Riverdance Acquisitions Limited transferred its ownership of the Company to Cleeve Court Holdings Limited. As a result, Riverdance Holding Limited, Riverdance Acquisition Limited and the Company are now direct subsidiaries of Cleeve Court Holdings Limited. The new group (the "New Group") therefore comprises the group of companies headed by Cleeve Court Holdings Limited.

The terms of the banking facility agreements previously held by the Group headed by Riverdance Holding Limited were amended by the banks on the same day to arrive at the current arrangements as follows:

- The Senior debt was novated to Cleeve Court Holdings Limited and reduced from £19.4m at 28 March 2009 to £15m (expiring on 31 December 2012) following a debt for equity conversion by Cleeve Court Holdings Limited;
- The Mezzanine debt was novated to Cleeve Court Holdings Limited and reduced from £10.9m at 28 March 2009 to zero following a debt for equity conversion by Cleeve Court Holdings Limited;
- The working capital facility was novated to the Company and increased from £3.2m to £5.2m;
- The mandatory debt repayments due under the previous arrangements have been replaced by "cash sweep" arrangements based on the cash generated by the business in the previous accounting period;
- The future financial covenant requirements have been relaxed.

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**ROBERT DYAS HOLDINGS LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE 52 WEEKS ENDED 28 MARCH 2009 – Continued****ACCOUNTING POLICIES - Continued**

The Company is dependent for its working capital on access to funds forming part of the banking facilities which are now held by Cleeve Court Holdings Limited and the Company. Further the Company has granted fixed and floating charges over all the Company's assets and undertakings under a debenture granted to secure the banking facilities.

Projected cash flow information for the New Group has been prepared for the period ending 15 months from the approval of these financial statements (the "Projections"). These Projections are based on key assumptions (including sales and gross margins) and show the New Group is capable of operating within the amended facilities now available and meeting the revised financial covenant tests for the full term covered by the Projections. The Directors recognise, particularly in the current economic environment, that normal trading risks exist regarding the achievability of the New Group's forecast sales and margins and the timing of cash flows.

The Directors of the individual companies within the New Group have tested the impact of variations from the Projections by assessing the adequacy of the funds available to the New Group and the ability of the New Group to operate within the financial covenants, under a combination of different scenarios constructed to reflect reasonable possible downside risks to the assumptions contained within the Projections. In these downside scenarios, it is anticipated that various cost saving initiatives and mitigating actions, including reducing marketing costs and capital expenditure, will be undertaken within a required timescale. These actions are all under the control of the New Group and will be implemented as required.

Having discussed the basis of preparation and the assumptions underlying the New Group's cash flow projections (of which the Company and the Group) forms a part, the Directors have a reasonable expectation that the Company and the Group will be able to meet its liabilities as they fall due for the foreseeable future. It is on this basis that the Directors consider it appropriate to prepare the financial statements on a going concern basis.

**1.2 Cashflow**

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

**1.3 Turnover**

Turnover is stated net of returns, after deducting discounts and markdowns, and is exclusive of value added tax.

Revenue is recognised only when all significant risks and rewards of ownership of goods have been transferred to the purchaser.

When vouchers issued on a purchase give a discount against a future purchase, to the extent that these represent an incentive to enter into a future purchase, the estimated fair value of those vouchers to the customer is treated as deferred revenue. This is recognised as these vouchers are redeemed over the period until voucher expiry in line with previous years' historic experience.

Provision is made for future sales returns expected within the stated return period, based on previous return rates experienced.

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**ROBERT DYAS HOLDINGS LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE 52 WEEKS ENDED 28 MARCH 2009 – Continued****ACCOUNTING POLICIES – Continued****1.4 Fixed Assets, Depreciation and Impairment Review**

Fixed assets are stated at cost, net of depreciation and any provision for impairment.

Short leasehold properties are amortised on a straight line basis over the periods of the individual leases.

Depreciation is provided to write-off the cost less estimated residual value of the fixed asset by equal instalments over their estimated useful lives as follows:-

Motor vehicles	25%	Straight Line
Fixtures, fittings and equipment	7.5% - 33.33%	Straight Line

Provisions for impairment are made in accordance with Financial Reporting Standard 11. These provisions are made by reference to the realistic potential of each store to achieve a positive cash contribution in the near future.

**1.5 Pre-opening Costs**

Pre-opening costs are revenue costs, normally consisting of merchandising staff salaries, occupancy costs and related costs prior to the commencement of trade, at new stores and refurbishments are expensed in the year in which they are incurred.

**1.6 Stocks**

Stocks comprise of goods for resale and are stated at the lower of cost and net realisable value. In determining the cost of goods purchased for resale, the average purchase price is used. Provisions are made for obsolete, slow moving and defective items.

**1.7 Taxation**

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Provision for deferred taxation on the excess of the book values of assets and liabilities over their corresponding values for taxation purposes is made in full in accordance with Financial Reporting Standard 19. A deferred tax asset is regarded as recoverable and therefore recognised only when it is regarded as more likely than not that there will be sufficient future taxable profits. Deferred tax is not discounted.

**1.8 Operating Leases**

Operating lease rentals paid are charged to the profit and loss account on a straight line basis over the period of the lease.

The benefits of any rent free periods are expensed over the period to the review date on which the rent is first expected to be adjusted to the prevailing market rate.

**1.9 Foreign Exchange**

The Company adopts a conservative approach to treasury matters and no speculative positions are taken on foreign exchange transactions. Invoices denominated in foreign currency are recorded at the rate of exchange ruling at the date of the transaction. Foreign currency bank balances are recorded at the rate of exchange prevailing on the balance sheet date.



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## ROBERT DYAS HOLDINGS LIMITED

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### NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 28 MARCH 2009 – Continued

#### ACCOUNTING POLICIES - Continued

##### 1.10 Investments

Investments in subsidiaries are stated at cost, less provision for any diminution in value. An impairment is recognised when the carrying amount of the investment exceeds the recoverable amount from the investment. The recoverable amount of the investment being based upon the higher of net realisable value or value in use. To the extent that the carrying amount exceeds the recoverable amount will be recognised as an impairment loss through the profit and loss account.

##### 1.11 Hire Purchase and Finance Lease Contracts

Assets obtained under hire purchase and finance lease contracts are capitalised in the balance sheet and are depreciated over their useful lives. The capital element of the contract payment is included under creditors. The interest element of the contract obligations is charged to the profit and loss account over the period of the contract.

##### 1.12 Pension Scheme

The Company operates a pension scheme. This is in two sections, one conferring defined benefits and the other requiring defined benefits. The assets of the scheme are held separately from those of the Company in an independently administered fund. The amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period. Contributions relating to the defined benefit section are charged to the profit and loss account so as to spread the cost of pensions over members' working lives with the Company.

Pension scheme assets are measured using market values. For quoted securities, the mid-market price is taken as the market value. Pension scheme liabilities are measured using a projected unit method and discounted at the current rate of return on a high quality corporate bond of equivalent term and currency to the liability.

The pension scheme surplus (to the extent that it is recoverable) or deficit is recognised in full. The movement in the scheme surplus/deficit is split between operating charges, finance items and, in the statement of total recognised gains and losses, actuarial gains and losses.

The money purchase scheme contributions are included along with the final salary figures within note 19.

##### 1.13 Interest on intra-group balances

The Company charges and receives interest on the balances owed from and to parent companies, with effect from 3 April 2005.

##### 1.14 Group relief for tax losses

Charge is made by the surrendering Company within the Group for the surplus tax losses that are surrendered via group relief.

##### 1.15 Onerous lease contracts

A provision for onerous contracts is recognised when the expected benefits to be derived by the Company from a contract are lower than the unavoidable cost of meeting its obligations under the contract.

## 2. TURNOVER

Retail turnover represents the total amount receivable for goods sold exclusive of value added tax and is derived from the Company's principal activity in the United Kingdom.

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**ROBERT DYAS HOLDINGS LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE 52 WEEKS ENDED 28 MARCH 2009 - Continued****3. EMPLOYEE INFORMATION**

The year end number of persons employed by the Company, including Directors, during the period was as follows:	<b><u>2009</u></b>	<b><u>2008</u></b>
Selling and distribution	1,061	1,132
Administration	101	106
	<u>1,162</u>	<u>1,238</u>
	<b><u>2009</u></b>	<b><u>2008</u></b>
	<b><u>£'000</u></b>	<b><u>£'000</u></b>
The aggregate payroll costs of these persons were as follows:		
Wages and salaries	14,449	13,974
Social security costs	1,114	1,094
Other pension costs	342	343
	<u>15,905</u>	<u>15,411</u>

**4. PROFIT ON ORDINARY ACTIVITIES**

	<b><u>2009</u></b>	<b><u>2008</u></b>
Profit is stated after charging / (crediting):	<b><u>£'000</u></b>	<b><u>£'000</u></b>
Directors' remuneration (note 5)	331	250
Auditors' remuneration		
- audit fee	102	93
Depreciation	1,275	1,490
Fixed asset Impairment loss	295	963
Intercompany receivables Impairment loss	6,661	-
Onerous lease costs	3,752	-
Restructuring costs	1,947	253
Operating lease rentals - land and buildings	11,462	10,922
- motor vehicles/equipment	224	233
Pre-opening costs	110	253

The audit fee disclosed covers both the Company and its subsidiary, Robert Dyas Limited.

Fees paid to the company's auditor, KPMG LLP, and its associates for services other than the statutory audit of the Company are not disclosed in Robert Dyas Holdings Ltd's accounts since the consolidated accounts of Riverdance Holding Limited, are required to disclose non-audit fees on a consolidated basis.

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**ROBERT DYAS HOLDINGS LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE 52 WEEKS ENDED 28 MARCH 2009 – Continued****5. DIRECTORS' REMUNERATION**

Directors' remuneration is disclosed in the group consolidated accounts, Riverdance Holding Limited.

**6. INTEREST RECEIVABLE AND SIMILAR INCOME**

	<u>2009</u> <u>£'000</u>	<u>2008</u> <u>£'000</u>
Bank interest receivable	85	97
Interest receivable from parent companies	101	859
Sundry income	85	90
	<u>271</u>	<u>1,046</u>

**7. INTEREST PAYABLE AND SIMILAR CHARGES**

	<u>2009</u> <u>£'000</u>	<u>2008</u> <u>£'000</u>
Interest on Guaranteed Loan Notes 2008	-	13
Interest payable to parent companies	3	143
	<u>3</u>	<u>156</u>

**8. TAXATION**

Analysis of charge in period:	<u>2009</u> <u>£'000</u>	<u>2008</u> <u>£'000</u>
UK Corporation tax:		
Group relief payable	-	1,625
Current tax on income for the period	-	-
Adjustments in respect of prior periods	-	(77)
Current tax charge	-	1,548
Deferred taxation (note 14)	44	62
	<u>44</u>	<u>1,610</u>

# **ROBERT DYAS HOLDINGS LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 28 MARCH 2009 – Continued**

### **TAXATION - Continued**

The tax assessed for the period is greater than the standard rate of corporation tax 28% (2008: 30%). The differences are shown below:

	<u>2009</u> <u>£'000</u>	<u>2008</u> <u>£'000</u>
(Loss)/Profit on ordinary activities before tax	(10,447)	3,372
Current tax at 28% (2008: 30%)	(2,925)	1,012
<i>Effects of:</i>		
Group relief	-	(1,625)
Payment for group relief	-	1,625
Expenses not deductible for tax purposes	2,301	232
Depreciation in excess of capital allowances	297	422
Other short term timing differences	(39)	(40)
Other permanent disallowables	-	(1)
Unrelieved tax losses	366	-
Adjustment to tax charge in respect of previous periods	-	(77)
Current tax charge	-	1,548

### **9. TANGIBLE FIXED ASSETS**

	<u>Short Leasehold Land and Buildings</u>	<u>Fixtures, Fittings &amp; Equipment</u>	<u>Total</u>
	<u>£'000</u>	<u>£'000</u>	<u>£'000</u>
<b><u>Cost</u></b>			
At 30 April 2008	2,997	23,756	26,753
Additions	32	1,089	1,121
Disposals	-	(41)	(41)
At 28 March 2009	<u>3,029</u>	<u>24,804</u>	<u>27,833</u>
<b><u>Depreciation</u></b>			
At 30 April 2008	2,046	16,887	18,933
Charged in period	112	1,163	1,275
Impairment Loss	-	295	295
Disposals	-	(41)	(41)
At 28 March 2009	<u>2,158</u>	<u>18,304</u>	<u>20,462</u>
<b><u>Net Book Value</u></b>			
At 28 March 2009	<u>871</u>	<u>6,500</u>	<u>7,371</u>
At 29 March 2008	<u>951</u>	<u>6,869</u>	<u>7,820</u>

# **ROBERT DYAS HOLDINGS LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS** **FOR THE 52 WEEKS ENDED 28 MARCH 2009 – Continued**

### **10. INVESTMENTS**

Shares in subsidiary undertakings	<u>2009</u>	<u>2008</u>
	<u>£'000</u>	<u>£'000</u>
<b><u>Cost and Net Book Value:</u></b>		
At beginning of period	8,181	8,181
Additions	-	-
At end of period	<u>8,181</u>	<u>8,181</u>

On 23 January 2001, the Company acquired the entire issued share capital of Robert Dyas Limited.

<u>Principal Subsidiary</u>	<u>Shareholding %</u>	<u>Nature of business</u>
Robert Dyas Limited	100%	Non-trading

On 10 September 2009, the Company sold its investment in Robert Dyas Limited to Cleeve Court Holdings Limited for net book value at that date.

### **11. STOCKS**

	<u>2009</u>	<u>2008</u>
	<u>£'000</u>	<u>£'000</u>
Goods for resale	<u>13,394</u>	<u>15,369</u>

### **12. DEBTORS**

	<u>2009</u>	<u>2008</u>
	<u>£'000</u>	<u>£'000</u>
Trade debtors	2,082	800
Other debtors	122	115
Prepayments and accrued income	5,146	5,345
Amounts owed from group companies	12,500	18,231
	<u>19,850</u>	<u>24,491</u>

### **13. CREDITORS – AMOUNTS FALLING DUE WITHIN ONE YEAR**

	<u>2009</u>	<u>2008</u>
	<u>£'000</u>	<u>£'000</u>
Third party creditors:		
Trade creditors	9,862	12,207
Corporation tax	-	-
Other taxation and social security	1,098	2,025
Accruals and deferred income	6,460	4,381
Other creditors	17	128
	<u>17,437</u>	<u>18,741</u>
Amounts owed to Riverdance Group Limited	2,598	2,231
Amounts owed to group companies	918	919
Amounts owed to subsidiary undertakings	9,722	9,722
	<u>30,675</u>	<u>31,613</u>

On 8 April 2009, Riverdance Group Limited waived all intercompany indebtedness owed by the Company to Riverdance Group Limited. This is a non-adjusting post balance sheet event.

# **ROBERT DYAS HOLDINGS LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS** **FOR THE 52 WEEKS ENDED 28 MARCH 2009 – Continued**

### **14. PROVISION FOR LIABILITIES AND CHARGES**

	<b>Onerous lease provision £'000</b>	<b>Deferred taxation £'000</b>	<b>Total £'000</b>
At 29 March 2008	-	-	-
Charge to profit and loss account	(3,752)	-	(3,752)
As at 28 March 2009	(3,752)	-	(3,752)

#### **Provision for onerous lease**

The Company enters into lease agreements. An onerous contract provision is made for a leased retail outlet trading at a loss if certain conditions are met such as a full impairment write-down has been made for the fixed assets, the trading loss is a direct result of the magnitude of the rental and there is no realistic prospect of management improving the trading to the extent necessary to recover the lease rental. Management has performed an analysis and the net obligation under these leases has been provided for.

#### **Deferred taxation**

The Company has provided fully for deferred taxation in accordance with Financial Reporting Standard 19, in the current year at 28% (2008: 30%). Deferred tax is included in the balance sheet as follows:

	<b>Included in Provisions £'000</b>	<b>Included in net pension liability £'000</b>	<b>Total £'000</b>
At 30 March 2008	-	58	58
Charge to the Statement of Total Recognised Gains and Losses	-	338	338
Transfer to profit and loss account (note 8)	-	(44)	(44)
At 28 March 2009	-	352	352

The company has unrecognised deferred tax assets of £1,061,000 (2008: £847,000) in respect of accelerated capital allowances and £366,000 (2008: nil) in respect of tax losses.

### **15. CALLED UP SHARE CAPITAL**

	<b>2009 £'000</b>	<b>2008 £'000</b>
Authorised: Equity interests 20,000,000 Ordinary shares of 5p each	1,000	1,000
Allotted, called up and fully paid: Equity interests 14,122,160 Ordinary shares of 5p each	706	706

### **16. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENTS ON RESERVES**

	<b><u>Share Capital</u> £'000</b>	<b><u>Share Premium</u> £'000</b>	<b><u>Profit &amp; loss reserve</u> £'000</b>	<b><u>Total</u> £'000</b>
At 30 March 2008	706	6,989	19,795	27,490
Loss for the period	-	-	(10,491)	(10,491)
Actuarial loss recognised in respect of the pension scheme (net of deferred tax)	-	-	(868)	(868)
Balance at 28 March 2009	706	6,989	8,436	16,131

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**ROBERT DYAS HOLDINGS LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE 52 WEEKS ENDED 28 MARCH 2009 – Continued****RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENTS ON RESERVES – Continued**

The profit and loss reserve is analysed as follows:

	<u>Pension Reserve</u>	<u>Profit &amp; loss account</u>	<u>Total</u>
	<u>£'000</u>	<u>£'000</u>	<u>£'000</u>
At 30 March 2008	(488)	20,283	19,795
Loss for the period	-	(10,491)	(10,491)
Actuarial loss recognised in respect of the pension scheme (net of deferred tax)	(868)	-	(868)
Balance at 28 March 2009	<u>(1,356)</u>	<u>9,792</u>	<u>8,436</u>

**17. OPERATING LEASES**

Commitments to pay rents during the next year under operating leases on land, buildings and equipment are as follows:

	<u>2009</u> <u>Land &amp; Buildings</u> <u>£'000</u>	<u>2009</u> <u>Equipment</u> <u>£'000</u>	<u>2008</u> <u>Land &amp; Buildings</u> <u>£'000</u>	<u>2008</u> <u>Equipment</u> <u>£'000</u>
On leases expiring within:				
One year	1,242	49	958	86
Two to five years	3,894	112	3,799	119
Over five years	5,397	-	5,763	-
	<u>10,533</u>	<u>161</u>	<u>10,520</u>	<u>205</u>

**18. PENSIONS**

The Company operates one main pension scheme for its employees, the Robert Dyas Limited Pension and Life Assurance Scheme. The scheme was converted from a defined benefit structure to a defined contribution structure in respect of pensionable employment from 1 April 2000, but retained some defined benefit liabilities in respect of benefits accrued to 31 March 2000.

The details below relate to the defined benefit section of the scheme. In addition, the Company's contributions payable to the defined contribution section of the scheme were £177,000 for the year ended 28 March 2009.

The scheme's assets are held separately from the assets of the Company and are administered by trustees and managed professionally.

A full actuarial valuation of the scheme was carried out as at 1 April 2008 and has been updated to 28 March 2009 by a qualified independent actuary.

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**ROBERT DYAS HOLDINGS LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE 52 WEEKS ENDED 28 MARCH 2009 - Continued**

**PENSIONS - Continued**

The main assumptions used by the actuary were:

	At 28 March 2009	At 29 March 2008	At 31 March 2007
Rate of inflation	2.75%	3.50%	3.00%
Rate of increase in pensions in payment			
Pre 97 pension	3.00%	3.00%	3.00%
Post 97 pension	3.30%	3.70%	3.40%
Rate of revaluation of pensions in deferment	2.75%	3.50%	3.00%
Discount rate	6.70%	6.75%	5.50%
Mortality rate	120% of PNMA00 lc min 1% males/ 0.5% females	100% of PMA92 mc C2020	100% of PMA92 C2020
Commutation Allowance	12.5%	Nil	Nil

The assets in the Scheme and the expected rates of return were:

	<u>28 March 2009</u>		<u>29 March 2008</u>	
	Expected Long Term Return %	Value £'000	Expected Long Term Return %	Value £'000
Equities	9.00	6,486	7.50	8,793
Bonds	4.25	1,412	5.50	1,290
Other	3.00	114	5.00	78
Total market value		8,012		10,161
Present value of Scheme liabilities		(9,253)		(10,357)
Deficit in the Scheme		(1,241)		(196)
Related deferred tax asset		352		58
Net Scheme liability		(889)		(138)



**ROBERT DYAS HOLDINGS LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE 52 WEEKS ENDED 28 MARCH 2009 – Continued**

**PENSIONS - Continued**

	<b><u>2009</u></b>	<b><u>2008</u></b>
	<b>£'000</b>	<b>£'000</b>
<b><u>Amounts recognised in the Profit &amp; Loss Account</u></b>		
Current Service Cost	-	-
Interest Cost	(485)	(454)
Expected Return on Assets	508	528
(Gains)/Losses on Settlements & Curtailments	-	-
Past Service Cost	-	-
Effect of Limit on recognisable surplus	-	-
<b>Total P&amp;L return</b>	<b><u>23</u></b>	<b><u>74</u></b>
<b><u>Amount recognised in STRGL</u></b>		
Actual less expected return on assets	(1,859)	(778)
Experience gains on liabilities	204	29
Effect of change in assumptions on liabilities	449	1,328
Deferred Tax thereon	338	(174)
<b>Total (Loss)/Gain recognised in STRGL</b>	<b><u>(868)</u></b>	<b><u>405</u></b>
<b><u>Reconciliation of assets and liabilities</u></b>		
<b><u>Fair Value of Assets at the Beginning of the Period</u></b>	<b>7,049</b>	<b>7,377</b>
Expected Return on Assets	508	528
Employer Contributions	138	133
Contributions by Scheme Participants	-	-
Benefits Paid	(127)	(211)
Actuarial (Loss) on Assets	(1,859)	(778)
Change due to Settlements and Curtailments	-	-
<b><u>Fair Value of Assets at the End of the Period</u></b>	<b><u>5,709</u></b>	<b><u>7,049</u></b>
<b><u>Total Liabilities at the Beginning of the Period</u></b>	<b>7,245</b>	<b>8,359</b>
Current Service Cost	-	-
Contributions by Scheme Participants	-	-
Past Service Costs	-	-
Interest Cost	485	454
Benefits Paid	(127)	(211)
Actuarial Loss on Liabilities	(653)	(1,357)
Change due to Settlements and Curtailments	-	-
<b><u>Total Liabilities at the End of the Period</u></b>	<b><u>6,950</u></b>	<b><u>7,245</u></b>

**History of experience gains & losses**

	<b><u>2009</u></b>	<b><u>2008</u></b>	<b><u>2007</u></b>	<b><u>2006</u></b>	<b><u>2005</u></b>
Present Value of Scheme Liabilities	6,950	7,245	8,359	8,556	7,066
Scheme Assets	5,709	7,049	7,377	6,918	5,338
Deficit	(1,241)	(196)	(982)	(1,638)	(1,728)
Actuarial Gains/(Losses) on Scheme Liabilities	653	1,357	(132)	(1,116)	11
Experience Adjustments on Scheme Assets	(1,859)	(778)	11	1,090	295

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**ROBERT DYAS HOLDINGS LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE 52 WEEKS ENDED 28 MARCH 2009 – Continued****19. GUARANTEES AND CONTINGENT LIABILITIES**

The Company is party to a group VAT registration with its subsidiary and its parent companies, Riverdance Acquisition Limited and Riverdance Holding Limited and as such has joint and several liabilities for amounts due to HM Customs and Excise. The amount due at 28 March 2009 was £780,403 (2008: £1,702,886).

The Company has granted a fixed and floating charge over its assets in favour of Lloyds Banking Group plc in respect of the Company's obligations under the banking facility agreements of both the Company and the parent company, i.e. Riverdance Acquisition Limited and Riverdance Holding Limited. At 28 March 2009 amounts owed by Riverdance Acquisition Limited and Riverdance Holding Limited and covered by this arrangement totalled £31,813,000 (2008: £29,809,000).

**20. CAPITAL AND FINANCIAL COMMITMENTS**

At 28 March 2009, the Company's capital and financial commitments other than those disclosed in Note 18 Operating Leases and Note 14 Loan Notes were as follows:

	<u>2009</u> £'000	<u>2008</u> £'000
Authorised by the Board and contracted for but not provided for in the financial statements	—	—

**21. RELATED PARTY DISCLOSURES**

A management fee of £1,000,000 (2008: £1,000,000) has been charged to Administrative expenses in respect of strategic consultancy provided by the ultimate parent company, Change Capital Funds LP as at 28 March 2009. The transaction was at arm's length. The amount outstanding at the period end was £2,500,000 (2008: £1,500,000).

**22. CONTROLLING PARTY**

At 28 March 2009, the Company was a wholly owned subsidiary of Riverdance Group Limited which was ultimately owned by Change Capital Funds LP based at 2nd Floor, College House, 272 Kings Road, London, SW3 5AW. On 8 April 2009, following the transaction referred to in note 1.1, the ultimate parent company became Cleeve Court Holdings Limited, a company owned by certain executives of Robert Dyas.

The largest and only group in which the results of Robert Dyas Holdings Limited are consolidated is that of Riverdance Holding Limited.

On 10 September 2009, as part of the restructuring and refinancing transaction referred to in note 1.1, the shareholdings in Cleeve Court Holdings Limited changed. On 10 September 2009, the ultimate controlling party of Cleeve Court Holdings Limited is Cleeve Court Employee Benefit Trust.

**23. DIVIDENDS**

On 10 September 2009, part of the restructuring and refinancing transaction referred to in note 1.1, the Company declared and approved a dividend payment of £14,695,000 to Riverdance Acquisition Limited and a further dividend of £24,000 to Cleeve Court Holdings Limited following the change of ownership of the Company.

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**ROBERT DYAS HOLDINGS LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS**  
**FOR THE 52 WEEKS ENDED 28 MARCH 2009 – Continued****24. POST BALANCE SHEET EVENTS**

Subsequent to the period end, the Company received a dividend of £6,784,000 from its subsidiary Robert Dyas Limited.

As part of the restructuring and refinancing transaction on 10 September 2009 referred to in note 1.1, the following non-adjusting post balance sheet events occurred:

- The Company sold its investment in Robert Dyas Limited to Cleeve Court Holdings Limited for its net book value at that date settled through intercompany;
- The debt owed by Cleeve Court Holdings to the Company was settled by Cleeve Court Holdings Limited by assuming the Company's debt obligation to Robert Dyas Limited;
- The drawdown of £3,200,000 on a working capital facility held by another group company was novated to the Company and the facility increased to £5,200,000;
- The intercompany owed to Riverdance Holdings Limited was waived;
- The Company declared and approved a dividend payment of £14,695,000 to Riverdance Acquisition Limited;
- Riverdance Acquisition Limited sold its investment in the Company to Cleeve Court Holdings Limited;
- The Company declared and approved a further dividend of £24,000 to Cleeve Court Holdings Limited following the change of ownership of the Company.