

Registered No 6734412

Searcys 1847 Champagne Bar Limited

Report and Financial Statements

31 December 2009

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COMPANIES HOUSE

Searcys 1847 Champagne Bar Limited

Registered No 6734412

Directors

R W Tear
D J Tetley

Secretary

Filex Services Limited

Auditors

Ernst & Young LLP
100 Barbirolli Square
Manchester
M2 3EY

Registered office

1 Bridges Court
York Road
Battersea
London
SW11 3BB

Directors' report

The directors present their report and financial statements for the 14 months ended to 31 December 2009

Results and dividends

The profit for the 14 month period ending 31 December 2009 after taxation was £153k. The directors do not recommend the payment of a dividend.

Principal activity

Searcys 1847 Champagne Bar Limited (the Company) was incorporated on 27 October 2008.

The Company operates restaurant champagne bars at Westfield London Shopping Centre.

Review of the business and future developments

A comprehensive review of the strategic affairs of the group into which the Company is consolidated, including key performance indicators and key risks and uncertainties, is contained in the report and financial statements of AHG Venice Limited, the ultimate parent undertaking at the period end.

Post balance sheet event

On 8 March 2010 the AHG Venice Limited group of companies was acquired by AHG Venice Group Limited, a company established for the purposes of restructuring the AHG Venice Limited group.

On 18 June 2010, the entire share capital of the Company was acquired by Newincco 1002 Limited for cash consideration of £4.0m. The acquisition was funded by a bank facility from Barclays Bank plc of £2.2m and equity investment in Newincco Limited. The banking facility has been secured for a five year facility, providing the company with future security. Intercompany balances with AHG group companies will be cleared by 31 July 2010.

The change in ownership structure has now enabled the group to significantly strengthen the balance sheet of the group, which will enable the group to be in a prime position to capitalise on growth opportunities, which should lead to an improved profit position.

Business risks

The principal risk faced by the business is continued exposure to the economic downturn, which is mitigated by continuous attention to cost management.

Competitive risk

The Company's operations are reliant on corporate and leisure clients and are in competition with other similar companies in the area.

The Company regularly reviews its own performance in the light of developments elsewhere in the area.

Legislative risk

As an entity providing services to the general public, the directors and management are subject to the legislative requirements that this entails. The Company addresses these issues primarily through management's systems, experience and industry knowledge to ensure correct procedures are in place. The Company ensures it is covered by all necessary public liability and other insurances.

Directors' report (continued)

Future Plans

The Company will continue to seek improvements in customer service and the financial performance of its operating units

Directors

The directors who held office during the year were as follows

R G Balfour-Lynn	(Resigned 18 June 2010)
J Singh	(Resigned 18 June 2010)
I B Cave	(Resigned 3 March 2010)
M A Bibring	(Resigned 3 March 2010)

The directors who held office at the date of approval of this report were as follows -

R W Tear	(Appointed 18 June 2010)
D J Tetley	(Appointed 18 June 2010)

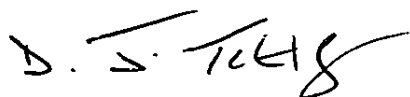
Disclosure of information to auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditors

Ernst & Young LLP have expressed their willingness to continue as auditors in accordance with Section 487 (2) of the Companies Act 2006

On behalf of the Board



D J Tetley

Director

Statement of directors' responsibilities in respect of 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 year. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditors' report

to the members of Searcys 1847 Champagne Bar Limited

We have audited the financial statements of Searcys 1847 Champagne Bar Limited for the period ended 31 December 2009 which comprise of the Profit and Loss Account, Statement of Total Recognised Gains and Losses, Balance Sheet, and the related notes 1 to 15. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 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 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

As explained more fully in the Directors' Responsibilities Statement, 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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

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 31 December 2009 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial 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:

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



Barry Flynn (Senior Statutory Auditor)

for and on behalf of Ernst & Young LLP, (Statutory Auditor)

Manchester

Date 21/1/10

Profit and loss account

for the 14 month period ended 31 December 2009

		<i>14 months ended 31 December 2009</i>
	<i>Note</i>	<i>£000</i>
Turnover	2	982
Cost of sales		(562)
Gross profit		420
Administrative expenses		(202)
Operating profit	3	218
Profit on ordinary activities before taxation		218
Tax on loss on ordinary activities	5	(65)
Profit for the financial period	11	153

Statement of total recognised gains and losses

for the 14 month period ended 31 December 2009

There are no recognised gains or losses other than those disclosed in the profit and loss account

Searcys 1847 Champagne Bar Limited

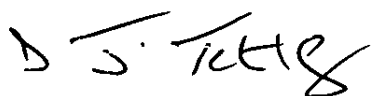
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Balance sheet

at 31 December 2009

	Note	2009 £000
Fixed assets		
Tangible assets	6	106
Current assets		
Stocks	7	20
Debtors	8	183
Cash at bank and in hand		2
		205
Creditors amounts falling due within one year	9	(158)
Net current assets		47
Net assets		153
Capital and reserves		
Share capital	10	-
Profit and loss account	11	153
Equity shareholders' funds	11	153

The financial statements were approved and authorised for issue by the board of directors on 26/07/10 and were signed on its behalf by



D J Tetley
Director

Directors' report (continued)

1. Accounting policies

Basis of preparation

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

Depreciation

Tangible fixed assets are initially recorded at cost. Depreciation is provided at rates calculated to write off the cost or valuation less estimated residual value of each asset on a straight line basis over its expected useful life as follows

Short term leasehold land and buildings	-	over term of lease
Plant and equipment	-	14% - 20% straight line or over contract period

Leasing

Rentals applicable to operating leases, where substantially all of the benefits and risks of ownership remain with the lessor, are charged to the profit and loss account on a straight line basis over the lease term

Stocks

Stocks are valued at the lower of cost and net realisable value after making due allowance for obsolete and slow moving items

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 tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold,
- 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

Segmental reporting

As a wholly owned subsidiary of AHG Venice Limited as at 31 December 2009, the Company has taken advantage of the exemption available under SSAP 25 not to provide segmental information

Cash flow statement

As a wholly owned subsidiary of AHG Venice Limited as at 31 December 2009, the Company is exempt from the requirement to present a cash flow statement

Related party transactions

As a wholly owned subsidiary of AHG Venice Limited as at 31 December 2009, the Company has taken advantage of the exemption available under FRS 8 and has not disclosed details of transactions with other group companies

Notes to the financial statements

at 31 December 2009

2. Turnover

Turnover represents invoiced value of goods and services supplied by the Company, exclusive of Value Added Tax and trade discounts

All turnover arose on operations conducted in the United Kingdom

3. Operating profit

This is stated after charging

	<i>14 months ended 31 December 2009 £000</i>
Depreciation	16
Operating lease rentals – land and buildings	35

The auditors fee of £5k was settled by a related company, De Vere Hotels and Leisure Limited

4. Employee costs

Particulars of employee costs including directors

	<i>14 months ended 31 December 2009 £000</i>
Wages and salaries	225
Social security costs	22
	247

The above costs are recharged from a fellow group company, Searcy Tansley & Company Limited. There are no direct employees. Details of the full salary and wages expenses and average employee numbers, for Searcy Tansley & Company Limited are provided in the financial statements of that company.

The directors who were in office at the balance sheet date were also directors of AHG Management Services Limited (a related company) and were remunerated by that company in their capacity as directors of that company. Details of their emoluments and pension contributions can be found in the financial statements of AHG Management Services Limited.

Directors' report (continued)

5. Tax on profit on ordinary activities

a) Tax on profit on ordinary activities

The tax charge is made up as follows

	<i>14 months ended 31 December 2009 £000</i>
Current tax	
Payment for group relief	65
Total current tax (note 5(b))	65
Deferred tax	
Deferred tax credit	-
Tax on profit on ordinary activities	65

b) Factors affecting the current tax charge

The standard rate of UK corporation tax was 28%

The tax assessed on the loss on ordinary activities differs from the standard effective rate of corporation tax for the period of 28%. The differences are explained below

	<i>14 months ended 31 December 2009 £000</i>
Profit on ordinary activities before taxation	218
Notional tax charge at effective UK corporation tax rate of 28%	61
Capital allowances in excess of depreciation	4
Expenses not deductible	2
Transfer pricing adjustments not reflected in financial statements	(2)
Total current tax (note 5(a))	65

Directors' report (continued)

6. Tangible fixed assets

	<i>Short term leasehold land and buildings £000</i>	<i>Plant & equipment £000</i>	<i>Total £000</i>
<i>Cost</i>			
<i>On incorporation</i>	-	-	-
<i>Additions</i>	42	80	122
<i>At 31 December 2009</i>	42	80	122
<i>Depreciation</i>			
<i>On incorporation</i>	-	-	-
<i>Charged during the period</i>	4	12	16
<i>At 31 December 2009</i>	4	12	16
<i>Net book value</i>			
<i>At 31 December 2009</i>	38	68	106
<i>On incorporation</i>	-	-	-

7. Stocks

	<i>2009 £000</i>
Finished goods and goods for resale	20

8. Debtors: amounts falling due within one year

	<i>2009 £000</i>
Trade debtors	10
Amounts due from group companies	164
Other debtors	9
	183

Directors' report (continued)

9. Creditors: amounts falling due within one year

	2009 £000
Trade creditors	70
Other taxes and social security costs	7
Other creditors	5
Accruals	76
	<u>158</u>

10. Share capital

	2009 £000
<i>Authorised</i>	
1,000 Ordinary shares of £1 each	1
	<u>1</u>
<i>Allotted, called up and fully paid</i>	
1 Ordinary share of £1	-
	<u>-</u>
On 27 October 2008 1 Ordinary share was issued at par value	

11. Movements on reserves and reconciliation of movements in shareholders' funds

	<i>Share Capital £000</i>	<i>Profit and loss account £000</i>	<i>Shareholders' funds £000</i>
On incorporation	-	-	-
Profit for the period after taxation	-	153	153
At 31 December 2009	<u>-</u>	<u>153</u>	<u>153</u>

Directors' report (continued)

12. Operating lease commitments

As at 31 December 2009, annual commitments in respect of operating leases on leasehold property, analysed by the earliest period in which the leases terminate were as follows

	2009 £000
After five years	35

13. Contingent liabilities

Pursuant to a loan facility agreement dated 18 June 2010 for £2.2m between Barclays Bank plc and Newincco 1002 Limited, the ultimate holding company of Searcys 1847 Champagne Bar Limited, there is a charge over all the Company's assets

14. Post balance sheet event

On 8 March 2010 the AHG Venice Limited group of companies was acquired by AHG Venice Group Limited, a company established for the purposes of restructuring the AHG Venice Limited group

On 18 June 2010, the entire share capital of the Company was acquired by Newincco 1002 Limited for cash consideration of £4.0m. The acquisition was funded by a bank facility from Barclays Bank plc of £2.2m and equity investment in Newincco Limited. The banking facility has been secured for a five year facility, providing the company with future security. Intercompany balances with AHG group companies will be cleared by 31 July 2010.

15. Ultimate parent undertaking and controlling party

The immediate parent company of Searcys 1847 Champagne Bar Limited is Searcys Tansley and Company Limited, a company registered in England and Wales

The ultimate parent company and controlling party of Searcys 1847 Champagne Bar Limited at 31 December 2009 was AHG Venice Limited, a company registered in England and Wales. The accounts of the Company are included within the consolidated accounts of AHG Venice Limited which can be obtained from Companies House

At the date of issuing these financial statements, the Company's ultimate parent was Newincco 1002 Limited