

DP Group Developments Limited

Report and Financial Statements

29 December 2002

 ERNST & YOUNG

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DP Group Developments Limited

Registered No: 3419202

Directors

S G Hemsley
C H R Moore
A Mallows

Secretary

A Mallows

Auditors

Ernst & Young LLP
400 Capability Green
Luton
LU1 3LU

Registered office

Domino's House
Lasborough Road
Kingston
Milton Keynes
Bucks
MK10 0AB

 ERNST & YOUNG

Directors' report

The directors present their report and financial statements for the year ended 29 December 2002.

Results and dividends

The loss for the year, after taxation, amounted to £35,408. The directors do not recommend the payment of any dividends.

Principal activities and review of the business

The principal activity of the company during the year was the acquisition, development and maintenance of commissary sites for its parent company.

Directors

The directors at 29 December 2002 are listed on page 1.

The directors had no interest, as defined by the Companies Act 1985, in the share capital of the company at any time during the year.

S Hemsley and C Moore are also directors of Domino's Pizza UK & IRL plc, the immediate parent company and details of their interests therein are shown in the directors' report of that company for the year ended 29 December 2002. A Mallows has the following share options in Domino's Pizza UK & IRL plc:

<i>Date of grant</i>	<i>Number of ordinary shares under options</i>	<i>Exercise Price per ordinary share</i>	<i>Date of expiry</i>
31.03.1999	34,638	42.1p	30.03.2009
24.11.1999	51,957	50p	23.11.2009
04.08.2000	30,000	53p	03.08.2010
04.10.2001	75,000	55p	03.10.2011

Auditors

A resolution to reappoint Ernst & Young LLP as auditors will be put to the members at the Annual General Meeting.

By order of the board



A Mallows
Secretary

27.12.2003

Statement of directors' responsibilities in respect of the financial statements

Company law requires the directors to prepare financial statements for each financial year which 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 those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable 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 which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. 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 DP Group Developments Limited

We have audited the company's financial statements for the year ended 29 December 2002 which comprise the Profit and Loss Account, Balance Sheet and the related notes 1 to 13. These financial statements have been prepared on the basis of 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 auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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 if, in our opinion, the Directors' Report is not consistent with the financial statements, if 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 transactions with the company 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 United Kingdom Auditing Standards 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 judgements 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 of the state of affairs of the company as at 29 December 2002 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young LLP

Ernst & Young LLP
Registered Auditor
Luton

27 JUNE 2003

Profit and loss account

for the year ended 29 December 2002

	Notes	2002 £	2001 £
Turnover	3	109,700	104,000
Administrative expenses		111,694	60,925
(Loss)/profit on ordinary activities before taxation	4	(1,994)	43,075
Tax on (loss)/profit on ordinary activities	6	33,414	42,337
(Loss)/profit retained for the financial year		(35,408)	738

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

Balance sheet

at 29 December 2002

	Notes	2002 £	2001 £
Fixed assets			
Tangible assets	7	<u>5,255,534</u>	<u>4,471,123</u>
Current assets			
Debtors	8	–	2,874
Creditors: amounts falling due within one year	9	<u>5,360,173</u>	<u>4,576,642</u>
Net current liabilities		<u>(5,360,173)</u>	<u>(4,573,768)</u>
Total assets less current liabilities		<u>(104,639)</u>	<u>(102,645)</u>
Provisions for liabilities and charges			
Deferred taxation	6	<u>223,978</u>	<u>190,564</u>
		<u>(328,617)</u>	<u>(293,209)</u>
Capital and reserves			
Called up share capital	11	10	10
Profit and loss account	12	<u>(328,627)</u>	<u>(293,219)</u>
Equity shareholder's funds	12	<u>(328,617)</u>	<u>(293,209)</u>

ERNST & YOUNG



A Mallows
Director

27 JUNE 2003

Notes to the financial statements

at 29 December 2002

1. Fundamental accounting concept

The financial statements have been prepared on a going concern basis as the ultimate controlling undertaking and fellow group undertakings have confirmed that they will provide financial support to enable the company to meet its financial obligations, as they fall due.

2. Accounting policies

Basis of preparation

The financial statements are prepared under the historical cost convention, and in accordance with applicable accounting standards.

Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (revised) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes a consolidated cash flow statement.

Related parties transactions

The company is a wholly owned subsidiary of Domino's Pizza UK & IRL plc, the consolidated accounts of which are publicly available. Accordingly, the company has taken advantage of the exemption in FRS 8 from disclosing transactions with group companies.

Fixed assets

Freehold land and buildings are stated at cost. Interest accrued during the building phase has been capitalised into the cost of the asset.

Depreciation

Depreciation is provided on all tangible fixed assets, other than freehold land, at rates calculated to write off the cost, less estimated residual value based on prices prevailing at the date of acquisition of each asset evenly over its expected useful life, as follows:

Freehold buildings - over 50 years

The carrying values of tangible fixed assets are reviewed for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable.

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.

Notes to the financial statements

at 29 December 2002

3. Turnover

Turnover represents gross rents receivable and property management fees exclusive of Value Added Tax.

Turnover is attributable to the company's one continuing activity. Substantially all of the turnover is derived in the UK.

4. Operating (loss)/profit

This is stated after charging:

	2002 £	2001 £
Depreciation of owned fixed assets	<u>72,694</u>	<u>61,926</u>

5. Staff costs

No salaries or wages have been paid to employees, including the directors, during the year.

6. Tax

(a) Tax on loss or profit on ordinary activities

The tax charge is made up as follows:

	2002 £	2001 £
<i>Deferred tax:</i>		
Origination and reversal of timing differences	<u>33,414</u>	<u>42,337</u>

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 30% (2001: 30%). The differences are reconciled below:

	2002 £	2001 £
(Loss)/profit on ordinary activities before taxation	<u>(1,994)</u>	<u>43,075</u>
(Loss)/profit on ordinary activities at the standard rate of tax	(598)	12,922
Non-qualifying depreciation	9,767	9,439
Accelerated capital allowances	(43,052)	(42,037)
Short term timing differences	—	(300)
Group relief	<u>33,883</u>	<u>19,976</u>
Total current tax (note 6(a))	<u>—</u>	<u>—</u>

Notes to the financial statements

at 29 December 2002

6. Tax (continued)

(c) Deferred tax

	2002 £	2001 £
Capital allowances in advance of depreciation	(230,735)	(197,321)
Other timing differences	6,757	6,757
Provision for deferred taxation	<u>(223,978)</u>	<u>(190,564)</u>
		£
At 31 December 2001		(190,564)
Profit and Loss Account movement arising during the year		(33,414)
At 29 December 2002		<u>(223,978)</u>

7. Tangible fixed assets

	<i>Freehold properties</i> £
Cost:	
At 31 December 2001	4,660,005
Additions	857,105
At 29 December 2002	<u>5,517,110</u>
Depreciation:	
At 31 December 2001	188,882
Provided during the year	72,694
At 29 December 2002	<u>261,576</u>
Net book value:	
At 29 December 2002	<u>5,255,534</u>
At 31 December 2001	<u>4,471,123</u>

Freehold properties include £141,550 (2001: £141,550) of capitalised interest.

8. Debtors

	2002 £	2001 £
Other debtors	<u>—</u>	<u>2,874</u>

Notes to the financial statements

at 29 December 2002

9. Creditors: amounts falling due within one year

	2002 £	2001 £
Amounts owed to group undertakings	5,306,555	4,522,013
Accruals and deferred income	53,618	54,629
	<u>5,360,173</u>	<u>4,576,642</u>

The parent and other group companies have undertaken not to seek repayments of their debts totalling £5,306,555 until the finance of the company permit.

10. Contingent liability

The group has entered into an agreement to obtain bank loans and mortgage facilities. These are secured by a fixed and floating charge over the group's assets. At 29 December 2002 the balance due under these facilities was £8,175,000 (2001: £7,425,000). The loans will bear interest at 1.1% over base.

11. Share capital

	2002 £	Authorised 2001 £
Ordinary shares of £1 each	<u>100</u>	<u>100</u>
	<i>Allotted, called up and fully paid</i>	
	2002	2001
	No. £	No. £
Ordinary shares of £1 each	10 <u>10</u>	10 <u>10</u>

12. Reconciliation of shareholders' funds and movement on reserves

	Share capital £	Profit and loss account £	Total shareholders' funds £
At 31 December 2000	10	(293,957)	(293,947)
Profit for the year	—	738	738
At 30 December 2001	10	(293,219)	(293,209)
Loss for the year	—	(35,408)	(35,408)
At 29 December 2002	<u>10</u>	<u>(328,627)</u>	<u>(328,617)</u>

13. Ultimate parent undertaking and controlling party

In the opinion of the directors, the immediate parent company and controlling party is Domino's Pizza UK & IRL plc, a company incorporated in the United Kingdom. Copies of the financial statements of Domino's Pizza UK & IRL plc may be obtained from its registered office: Domino's House, Lasborough Road, Kingston, Milton Keynes, MK10 0AB.