

Punch Taverns (PMH) Limited
(formerly Pubmaster Holdings Limited)

Report and Financial Statements

For the period ended 21 August 2004



Punch Taverns (PMH) Limited
For the period ended 21 August 2004

Registered No.3720775

DIRECTORS

R J McDonald	(appointed 1 December 2003)
N D Preston	(appointed 1 December 2003)
G A Thorley	(appointed 1 December 2003)
F E J G Brackenbury CBE	(resigned 1 December 2003)
J R Sands	(resigned 1 December 2003)
R Turnbull	(resigned 1 December 2003)
SPV Management Limited	

SECRETARY

S Rudd

AUDITORS

Ernst & Young LLP
No 1 Colmore Square
Birmingham
B4 6HQ

BANKERS

Barclays Bank PLC
15 Colmore Row
Birmingham
B3 2EP

SOLICITORS

Slaughter & May
One Bunhill Row
London
EC1Y 8YY

REGISTERED OFFICE

Jubilee House
Second Avenue
Burton Upon Trent
Staffordshire
DE14 2WF

Punch Taverns (PMH) Limited
For the period ended 21 August 2004

DIRECTORS' REPORT

The directors present their report and financial statements for the period ended 21 August 2004.

CHANGE OF NAME

On 2 September 2004 a written resolution was passed to change the company name of Pubmaster Holdings Limited to Punch Taverns (PMH) Limited

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

On 1 December 2003 the ultimate parent company, Pubmistress, Limited was acquired by Punch Taverns plc.

The principal activity of the company is that of a holding company. The company has not traded during the period.

DIRECTORS AND THEIR INTERESTS

The directors of the company who served during the period are listed on page 1.

The directors hold no beneficial interest in the shares of the company.

The beneficial interests of Directors who held office at 21 August 2004 in the shares of Punch Taverns plc are shown below:

	<i>At 21 August 2004</i>		<i>At date of appointment</i>	
	Ord Shares	Ord Share Options	Ord Shares	Ord Share Options
N Preston	1,044	60,587	1,000	72,267
R McDonald	47,203	320,650	46,909	302,328
G Thorley	138,044	5,314,004	137,750	6,400,649
SPV Management Ltd	-	-	-	-

AUDITORS

During the year Pricewaterhouse Coopers LLP resigned as auditors of the company and Ernst & Young LLP were appointed to fill the vacancy arising. A resolution for the reappointment of Ernst & Young LLP as auditors of the company will be proposed at the annual general meeting.

On behalf of the board



R J McDonald
Director
20 May 2005

Punch Taverns (PMH) Limited
For the period ended 21 August 2004

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

Company law requires the directors to prepare financial statements for each financial period 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 period. 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.

Punch Taverns (PMH) Limited
For the period ended 21 August 2004

INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF PUNCH TAVERNS (PMH) LTD

We have audited the company's financial statements for the period ended 21 August 2004 which comprise the Balance Sheet and the related notes 1 to 10. 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 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 21 August 2004 and have been properly prepared in accordance with the Companies Act 1985.



Ernst & Young LLP
Registered Auditor
Birmingham
20 May 2005

Punch Taverns (PMH) Limited
For the period ended 21 August 2004

BALANCE SHEET
at 21 August 2004

	<i>Notes</i>	21 August 2004 £'000	28 September 2003 £'000
FIXED ASSETS			
Investments	3	<u>84,000</u>	<u>84,000</u>
CURRENT ASSETS			
Debtors	4	<u>5,700</u>	<u>1,000</u>
		5,700	1,000
CREDITORS: amounts falling due within one year	5	(5,700)	(1,000)
NET CURRENT ASSETS		<u>-</u>	<u>-</u>
NET ASSETS		<u>84,000</u>	<u>84,000</u>
CAPITAL AND RESERVES			
Called up share capital	6	<u>84,000</u>	<u>84,000</u>
TOTAL EQUITY SHAREHOLDERS' FUNDS		<u>84,000</u>	<u>84,000</u>



R J McDonald
Director
20 May 2005

Punch Taverns (PMH) Limited

For the period ended 21 August 2004

NOTES TO THE FINANCIAL STATEMENTS

for the period ended 21 August 2004

1. ACCOUNTING POLICIES

Basis of preparation

These financial statements are prepared under the historical cost convention, the accounting policies set out below and in accordance with applicable accounting standards.

Group financial statements

The company is exempt, under s228 of the Companies Act 1985, from the obligation to prepare consolidated financial statements as the company is a wholly owned subsidiary undertaking of a parent company incorporated in the EU, which prepares consolidated financial statements. As such, these financial statements present information about the company as an individual undertaking and not about its group.

Investments

Investments held as fixed assets are carried at cost less any provision for permanent diminution in value.

Profit and loss account

The company received no income and incurred no expenditure and consequently has made neither a profit nor a loss, therefore no profit and loss account is presented.

2. DIRECTORS' EMOLUMENTS AND STAFF COSTS

The directors received no emoluments from the company in the current or preceding period. The company had no employees during the current or preceding period.

3. FIXED ASSET INVESTMENTS

Cost and net book amount:

At 21 August 2004 and 28 September 2003

Shares in
subsidiary
undertakings
£000

84,000

The subsidiaries, all of which are wholly owned, are as follows:

Subsidiary undertaking	Country of registration or incorporation	Principal activity
Held by Punch Taverns (PMH) Limited		
Punch Taverns (PML) Limited (formerly Pubmaster Limited)	England	Operator of public houses
Punch Taverns (SPML) Limited (formerly Sister of Pubmaster Limited)	England	Operator of public houses
Pubmaster Finance Limited	Cayman Islands	Finance
Held by subsidiary undertakings		
Punch Taverns (CPM) Limited (formerly Cousin of Pubmaster Limited)	England	Property Management
Punch Taverns (SPM) Limited (formerly Son of Pubmaster Limited)	England	Non-trading
Punch Taverns (DPM) Limited (formerly Daughter of Pubmaster Limited)	England	Non-trading
Mercury Taverns (Holdings) Limited	England	Non-trading
Mercury Taverns plc	England	Non-trading

Punch Taverns (PMH) Limited
For the period ended 21 August 2004

NOTES TO THE FINANCIAL STATEMENTS
for the period ended 21 August 2004

4. DEBTORS: amounts falling due within one year

	2004 £000	2003 £000
Amounts owed by immediate parent undertaking	<u>5,700</u>	<u>1,000</u>

5. CREDITORS: amounts falling due within one year

	2004 £000	2003 £000
Amounts owed to subsidiary undertakings	<u>5,700</u>	<u>1,000</u>

6. SHARE CAPITAL

	2004 No.	2004 £	2003 No.	2003 £
<i>Authorised, allotted, called-up and fully paid share capital</i>				
Equity				
Ordinary shares of £1 each	<u>84,000,100</u>	<u>84,000,100</u>	<u>84,000,100</u>	<u>84,000,100</u>

7. 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 company (Punch Taverns plc) publishes consolidated financial statements.

8. RELATED PARTY TRANSACTIONS

Transactions with other companies within the Punch Taverns Group are not disclosed as the company has taken advantage of the exemption available under Financial Reporting Standard No 8 "Related Party Disclosures".

9. CONTINGENT LIABILITIES

Under the terms of a Trust Deed dated 30 June 1999 (as amended 28 November 2002), the company has guaranteed the payments of principal of, and interest on, the loan notes issued by Pubmaster Finance Limited. The total outstanding indebtedness of the loan notes at 21 August 2004 was £894,222,600 (2003: £909,615,200).

10. ULTIMATE PARENT UNDERTAKING

The company's ultimate parent undertaking and controlling party is Punch Taverns plc, a company registered in England & Wales.

The parent undertaking of the only group of undertakings for which group financial statements are drawn up and of which the company is a member is Punch Taverns plc.

Copies of the financial statements of Punch Taverns plc are available from Jubilee House, Second Avenue, Burton upon Trent, Staffordshire, DE14 2WF.