

**ACORN (UK) 1 LIMITED**

**REPORT AND FINANCIAL STATEMENTS**

**FOR THE 52 WEEKS ENDED 1 APRIL 2007**



# **ACORN (UK) 1 LIMITED**

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## **REPORT AND FINANCIAL STATEMENTS 2007**

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**REPORT AND FINANCIAL STATEMENTS 2007**

**OFFICERS AND PROFESSIONAL ADVISORS**

**DIRECTORS**

A W Bristow  
TM Roe

**SECRETARY**

M F Greenwood

**REGISTERED OFFICE**

East Wing, 14<sup>th</sup> Floor  
389 Chiswick High Road  
Chiswick  
London  
W4 4AJ

**BANKERS**

Lloyds TSB Plc  
City Office  
Gillingham  
Kent  
ME8 OLS

**SOLICITORS**

Boyes Turner  
Abbotts House  
Abbey Street  
Reading  
Berkshire  
RG1 3BD

Brown Rudnick Berlack Israels LLP  
8 Clifford Street  
London  
W1S 2LQ

Lovells  
Atlantic House  
Holborn Viaduct  
London  
EC1A 2FG

**AUDITORS**

PricewaterhouseCoopers LLP  
First Point  
Buckingham Gate  
Gatwick  
RH6 0PP

# **ACORN (UK) 1 LIMITED**

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## **DIRECTORS' REPORT**

The Directors present their annual report and the audited financial statements for the financial year ("the year") which was a fifty two week period ended 1 April 2007. The comparative financial year was a fifty two week period ended 2 April 2006.

## **PRINCIPAL ACTIVITIES**

The company is an investment holding company.

## **RESULTS**

	<b>52 weeks ended 1 April 2007 €000s</b>	<b>52 weeks ended 2 April 2006 €000s</b>
Loss on ordinary activities before tax	(621)	(1,371)
Tax on loss on ordinary activities	<u>175</u>	<u>411</u>
Loss for the financial year transferred to reserves	<u>(446)</u>	<u>(960)</u>

No dividend has been paid or proposed (2006 – Nil)

## **FUTURE DEVELOPMENTS**

The Directors do not anticipate that there will be any changes in the activity of the company in the year to 30 March 2008.

## **DIRECTORS AND THEIR INTERESTS**

Directors during the year to 1 April 2007 were as follows:

A W Bristow  
T M Roe

No directors had during the year or at the end of the year any disclosable interests in the shares of any Group company or any material interests in any contracts of significance to the Group's business.

## **REAPPOINTMENT OF AUDITORS**

PricewaterhouseCoopers LLP have indicated their willingness to remain in office and a resolution concerning their reappointment will be proposed at the AGM.

Approved by the Board of Directors  
and signed on behalf of the Board



**M F Greenwood**  
Company Secretary

30 July 2007

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

United Kingdom 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 as at the end of the financial year 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, and
- \* prepare the financial statements on a 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 the system of internal control, for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

So far as the directors are aware, there is no relevant audit information (that is, information needed by the company's auditors in connection with preparing their report) of which the company's auditors are unaware. The directors have taken all the steps they ought to have taken as directors to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ACORN (UK) 1 LIMITED** **52 Weeks Ended 1 April 2007**

We have audited the financial statements of Acorn (UK) 1 Limited for the 52 weeks ended 1 April 2007 which comprise the profit and loss account, the reconciliation of movements in shareholders' funds, the balance sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

### **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 law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements. We also 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 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.

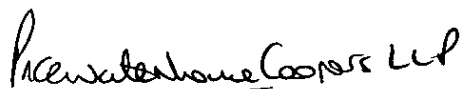
**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF ACORN (UK) 1 LIMITED**

**52 Weeks Ended 1 April 2007**

**Opinion**

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 1 April 2007 and of its loss for the year then ended, and
- 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



**PricewaterhouseCoopers LLP**  
Chartered Accountants  
and Registered Auditors

30 July 2007

**PROFIT AND LOSS ACCOUNT****52 Weeks Ended 1 April 2007**

	<b>Note</b>	<b>52 weeks ended 1 April 2007 €000</b>	<b>52 weeks ended 2 April 2006 €000</b>
Net operating (charges) / income	2	(451)	621
<b>OPERATING (LOSS) / PROFIT - Continuing operations</b>		(451)	621
Net interest payable	4	(170)	(1,992)
<b>LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		(621)	(1,371)
Tax on loss on ordinary activities	5	175	411
<b>LOSS FOR THE FINANCIAL PERIOD TRANSFERRED TO RESERVES</b>		<u>(446)</u>	<u>(960)</u>

There are no recognised gains or losses other than the profit for the year and accordingly no statement of total recognised gains and losses has been presented



**RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS****52 Weeks Ended 1 April 2007**

	<b><u>53 weeks ended 1 April 2007</u></b> €000	<b><u>52 weeks ended 2 April 2006</u></b> €000
Loss on ordinary activities after taxation	(446)	(960)
Net reduction to shareholders' funds	(446)	(960)
Opening shareholders' funds	<u>26,061</u>	<u>27,021</u>
Closing shareholders' funds	<u>25,615</u>	<u>26,061</u>

# ACORN (UK) 1 LIMITED

## **BALANCE SHEET**

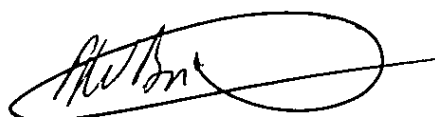
1 April 2007

	<u>Note</u>	<u>2007</u> €000	€000	<u>2006</u> €000	€000
<b>FIXED ASSETS INVESTMENTS</b>					
Investments	6		39,727		39,727
<b>CURRENT ASSETS</b>					
Debtors	7	37,726		50,205	
Cash at bank and in hand		<u>1,127</u>		<u>1,298</u>	
		38,853		51,503	
<b>CREDITORS: Amounts falling due within one year</b>	8(a)	<u>(5,765)</u>		<u>(26,925)</u>	
<b>NET CURRENT ASSETS</b>			<u>33,088</u>		<u>24,578</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			72,815		64,305
<b>CREDITORS: Amounts falling due after more that one year</b>	8(b)		<u>(47,200)</u>		<u>(38,244)</u>
<b>NET ASSETS</b>			<u>25,615</u>		<u>26,061</u>
<b>CAPITAL AND RESERVES</b>					
Called up share capital	9		100		100
Profit and loss account	10		<u>25,515</u>		<u>25,961</u>
<b>SHAREHOLDERS' FUNDS</b>			<u>25,615</u>		<u>26,061</u>

These financial statements were approved by the Board of Directors and authorised for issue on 29

July 2007.

Signed on behalf of the Board of Directors



**A W Bristow**  
Director

## **NOTES TO THE ACCOUNTS**

52 Weeks Ended 1 April 2007

### **1. ACCOUNTING POLICIES**

The financial statements have been prepared in accordance with United Kingdom Generally Accepted Accounting Practice. The particular accounting policies adopted are described below.

#### **(a) Accounting Convention**

The financial statements are prepared under the historical cost convention.

#### **(b) Functional Currency**

The company's primary source of finance is Euro denominated and as a result the Euro has been adopted as the functional currency.

#### **(c) Exemption from Producing a Cash Flow Statement**

Exemption has been taken from preparing a cash flow statement as the company is a wholly owned subsidiary of a company whose consolidated financial statements are publicly available.

#### **(c) Investments**

Investments held as fixed assets are stated at cost less any provision for impairment in value.

#### **(d) Translation of Foreign Currencies**

Monetary assets and liabilities denominated in foreign currencies are translated into euros at the rates of exchange ruling at the year end date. Transactions in currencies other than euros are translated at the rates ruling at the dates of the transactions. All exchange differences are dealt with in the profit and loss account.

#### **(e) Taxation**

Current tax is provided by applying the current tax rate to the result for the financial period, as adjusted for applicable loss carry forwards, exempt profit elements and non-deductible costs.

Deferred taxation is provided in full on all timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

#### **(f) Finance Costs**

Finance costs of debt are recognised in the profit and loss account over the term of such instruments at a constant rate on the carrying amount. Such costs are deducted from the associated borrowings balance for disclosure purposes.

**NOTES TO THE ACCOUNTS****52 Weeks Ended 1 April 2007****(g) Related Party Transactions**

The company has taken the exemption within FRS 8 not to disclose transactions with other Group companies

**(h) Consolidation**

The financial statements contain information about Acorn (UK) 1 Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under section 228 of the Companies Act 1985 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, Charden International BV, a company incorporated in The Netherlands

**2. NET OPERATING (CHARGES) / INCOME**

	<b>52 weeks ended 1 <u>April 2007</u> €000</b>	<b>52 weeks ended 2 <u>April 2006</u> €000</b>
Staff costs		
- wages and salaries	(820)	(1,456)
- social security costs	(103)	(185)
Other operating income	923	1,641
Exchange (losses) / profits	(451)	<u>621</u>
	<u>(451)</u>	<u>621</u>

The auditors' remuneration has been borne by Autobar Group Limited. Other operating income represents management charges paid by Autobar Group Limited

**3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES**

	<b>52 weeks ended 1 <u>April 2007</u> €000</b>	<b>52 weeks ended 2 <u>April 2006</u> €000</b>
Directors' emoluments	<u>499</u>	<u>989</u>
Emoluments of highest paid director	<u>499</u>	<u>989</u>
Average number of persons employed (including directors)		
Administration	<u>3</u>	<u>3</u>

**NOTES TO THE ACCOUNTS**

**52 Weeks Ended 1 April 2007**

**4. NET INTEREST PAYABLE**

	<b>52 weeks ended 1 <u>April 2007</u> €000</b>	<b>52 weeks ended 2 <u>April 2006</u> €000</b>
Interest receivable and similar charges		
- fellow subsidiary undertakings	3,531	2,907
- undertakings under common control	-	229
- other sources	<u>1</u>	<u>1</u>
	3,532	3,137
Interest payable and similar charges		
- fellow subsidiary undertakings	(147)	(367)
- undertakings under common control	-	(266)
- unsecured discounted bonds	-	(3,460)
- bank loans	<u>(3,555)</u>	<u>(1,036)</u>
	(3,702)	(5,129)
Net interest payable	<u>(170)</u>	<u>(1,992)</u>

**5. TAX ON LOSS ON ORDINARY ACTIVITIES**

	<b>52 weeks ended 1 <u>April 2007</u> €000</b>	<b>52 weeks ended 2 <u>April 2006</u> €000</b>
Loss on ordinary activities before taxation	(621)	(1,371)
United Kingdom Corporation Tax at 30%	186	411
Effects of		
- withholding tax	(11)	-
Total current tax credit	<u>175</u>	<u>411</u>

**6. INVESTMENTS HELD AS FIXED ASSETS**

	<b>Shares in group undertakings €000</b>
<b>COST AND NET BOOK VALUE</b>	
At 3 April 2006 and 1 April 2007	<u>39,727</u>

All the above investments are unlisted See Note 11 for details of principal subsidiaries

**NOTES TO THE ACCOUNTS**

52 Weeks Ended 1 April 2007

**7. DEBTORS**

	<u>2007</u> <u>€000</u>	<u>2006</u> <u>€000</u>
Amounts owed by Group undertakings		
- fellow subsidiary undertakings	<u>37,726</u>	<u>50,205</u>

**8. CREDITORS**

	<u>2007</u> <u>€000</u>	<u>2006</u> <u>€000</u>
(a) Amounts falling due within one year:		
Amounts owed to Group undertakings		
- parent undertakings	-	16,529
Secured bank loans	5,718	10,359
Other creditors	<u>47</u>	<u>37</u>
	<u>5,765</u>	<u>26,925</u>
(b) Amounts falling due after more than one year:		
Secured bank loans	<u>47,200</u>	<u>38,244</u>

**Borrowings are repayable as follows:**

Secured bank loans		
One year or less	5,718	10,359
One to Two years	3,162	3,146
Two to Five years	28,438	16,202
After Five years	<u>15,600</u>	<u>18,896</u>
	<u>52,918</u>	<u>48,603</u>

The company's secured bank loans are drawn down under a €755,000,000 senior term and revolving facilities ("RCF") agreement dated 5 December 2005 made available to the Charden International BV Group. The interest rates of the loans drawn under the facilities are EURIBOR or equivalent plus a margin. The repayment terms of the senior term loans are a mixture of amortising and bullet payments. At 1 April 2007 secured bank loans due within one year included loans drawn under the RCF of €2,178,000 (2006 €9,316,000). The secured bank loans are disclosed net of unamortised issue costs of €413,000 (2006 €558,000).

**9. CALLED UP SHARE CAPITAL**

	<u>2007</u> <u>€000</u>	<u>2006</u> <u>€000</u>
Authorised		
100 Ordinary Shares of £1 each		-
100,000 Ordinary Shares of €1 each	<u>100</u>	<u>100</u>
	<u>100</u>	<u>100</u>
Allotted, called up and fully paid		
1 Ordinary Share of £1 each		-
100,000 Ordinary Shares of €1 each	<u>100</u>	<u>100</u>
	<u>100</u>	<u>100</u>

**NOTES TO THE ACCOUNTS****52 Weeks Ended 1 April 2007****10. RESERVES**

	<b>Profit &amp; Loss Account €000</b>
2 April 2006	25,961
Loss for the period	<u>(446)</u>
At 1 April 2007	<u>25,515</u>

**11. PRINCIPAL SUBSIDIARY COMPANIES****United Kingdom and Ireland****Nature of Business**

Autobar Group Limited	Holding Company
Autobar Industries Limited	Holding Company
Autobar Investments Limited	Treasury
Autobar UK (Midlands) Limited	Vending
Autobar UK (North) Limited	Vending
Autobar (Northern Ireland) Limited	Vending
Autobar UK (South) Limited	Vending
Automated Vending Company Limited (Incorporated in Ireland)	Vending
Business Beverages Limited	Vending
Café Bar (UK) Limited	Vending
Chequer Foods Limited	Vending
Classic Vending Limited	Vending
Sabre Vending Limited	Vending
Vendaid Automatic Caterers Limited	Vending
Zenith Beverage Systems Limited	Vending

At 1 April 2007 Acorn (UK) 1 Limited had a beneficial interest of 100% of the ordinary share capital of the above companies. All companies are incorporated in the United Kingdom, except as indicated.

**12. CONTINGENT LIABILITIES**

The company together with its parent company and a number of related group companies have put in place cross-guarantees for obligations under facilities agreements. The guarantors thereby have the ability to benefit from the provision of the facilities to the Group and its related entities. The Directors are of the opinion that these arrangements will not have a material impact on the financial statements, having become satisfied as to the ability of the guarantor group to meet its future liabilities as they fall due.

The amount outstanding under the facilities to which the cross guarantees relate is shown in Note 13 of the accounts of Charden International BV, an intermediate parent company.

Security, in the form of fixed and floating charges over certain of the group's assets, has been given by the company, its parent company, and a number of related companies to secure the obligations under the facilities agreements.

**NOTES TO THE ACCOUNTS****52 Weeks Ended 1 April 2007****13. RELATED PARTY TRANSACTIONS**

As defined in Note 14 at 1 April 2007, Charterhouse Capital Partners VII Fund (managed by Charterhouse General Partners VII Limited) was the company's ultimate parent company, and Charden International BV its intermediate parent company. As at 2 April 2006 Charterhouse Capital Partners VII Fund also ultimately owned Acorn (Netherlands) Z BV a Dutch registered group of companies. During the prior year the company entered into trading transactions with companies within that group, on an arm's length basis.

All material related party transactions are summarised below

	<b>52 weeks ended 1 <u>April 2007</u> €000</b>	<b>52 weeks ended 2 <u>April 2006</u> €000</b>
Interest receivable from undertakings under common control	<u>-</u>	<u>229</u>
Interest paid to undertakings under common control	<u>-</u>	<u>(266)</u>

Material transactions with the company's shareholders are summarised below

	<b>52 weeks ended 1 <u>April 2007</u> €000</b>	<b>52 weeks ended 2 <u>April 2006</u> €000</b>
Interest payable on unsecured discounted bonds	<u>-</u>	<u>(3,460)</u>

Normal trading transactions also occur between the company and companies within the Charden International BV group. The consolidated financial statements of Charden International BV are publicly available and accordingly, as a result of the exemption allowed by Financial Reporting Standard 8, no disclosure of these transactions is made in the company's financial statements.

**14. ULTIMATE AND INTERMEDIATE PARENT COMPANY**

At 1 April 2007, Charterhouse Capital Partners VII Fund was the company's ultimate parent company and controlling party. The fund is managed by Charterhouse General Partners VII Limited. Charden International BV is its intermediate parent company and parent of the smallest and largest Group for which consolidated accounts are drawn up and of which the company is a member. Charden International BV is a company incorporated in The Netherlands, (Company Number 34123874).

The accounts can be obtained from  
Kamer van Koophandel en Fabrieken voor Rotterdam  
Blaak 40  
3011 TA ROTTERDAM  
The Netherlands