

Aramark Catering Limited

**Directors' report and financial
statements**

Registered number 3945980

3 October 2003



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Directors' report

The directors present their annual report and the audited financial statements for the 53 weeks ended 3 October 2003.

Principal activities

The principal activity of the company continues to be that of a holding company. On 3 October 2003, the company disposed of its investment in Aramark Limited. The shares in Aramark Limited were transferred to Aramark Investments Limited for a consideration of £55.766m. £20.558m of this was made up by the novation of the loan to this value to Aramark Investments Limited, with the remaining consideration being left on intercompany account.

Results and dividends

Results and dividends are as follows:

	£
Profit on ordinary activities after taxation	39,762,403
Dividends paid	(5,090,000)
	<hr/>
Retained profit for the year	34,672,403
	<hr/>

Turnover for the period was £nil (*year ended 27 September 2002: £nil*) and profit after tax was £39,762,403 (*year ended 27 September 2002: £3,757,874*). A dividend of £50,900 per ordinary share has been proposed (*2002: £46,220 per share*).

Directors and their interests

The directors who served during the period and subsequently were:

WJ Toner	(resigned 1 March 2005)
B Austell	
D Cronin	(resigned 12 November 2002)
D Gerrard	(resigned 12 July 2004)
MG McAdam	(appointed 12 November 2002, resigned 8 August 2003)
N Boston	(appointed 12 July 2004)
A Main	(appointed 1 March 2005)
P Hampton	(appointed 14 March 2005)

None of the directors had any interests in the company required to be disclosed under Section 234 of the Companies Act 1985.

Auditors

The directors will place a resolution before the Annual General Meeting to reappoint KPMG LLP as auditors.



By order of the board

N Boston
Director

Millbank Tower
28th Floor
21-24 Millbank
London
SW1P 4QP

10 May 2005

Statement of directors' responsibilities

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 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;
- 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 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.



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Neville Street
Leeds
LS1 4DW
United Kingdom

Independent auditors report to the members of Aramark Catering Limited

We have audited the financial statements on pages 4 to 9.

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 are responsible for preparing the directors' report and, as described on page 2, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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 other information accompanying the financial statements and consider whether it is consistent with those statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

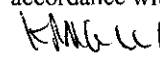
Basis of audit opinion

We conducted our audit in accordance with 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 the company's affairs as at 3 October 2003 and of its profit for the 53 weeks then ended and have been properly prepared in accordance with the Companies Act 1985.


KPMG LLP
Chartered Accountants
Registered Auditor
Leeds

10 May 2005

Profit and loss account
for the 53 weeks ended 3 October 2003

	<i>Note</i>	53 weeks ended 3 October 2003 £	Year ended 27 September 2002 £
Profit on sale of investments	6	35,207,900	-
Operating profit		35,207,900	-
Investment income	2	5,400,000	4,622,000
Interest payable and similar charges	3	(1,207,853)	(1,234,466)
Profit on ordinary activities before taxation		39,400,047	3,387,534
Tax on profit on ordinary activities	4	362,356	370,340
Profit on ordinary activities after taxation		39,762,403	3,757,874
Equity dividends	5	(5,090,000)	(4,622,000)
Retained profit/(loss) for the period		34,672,403	(864,126)
Retained profit, beginning of period		541,855	1,405,981
Retained profit, end of period		35,214,258	541,855

All results derive from continuing activities. There are no recognised gains or losses other than the results reported above.

The accompanying notes are an integral part of this profit and loss account.

Balance sheet

at 3 October 2003

	<i>Note</i>	2003 £	2002 £
Fixed assets			
Investments	6	-	20,558,100
		<hr/>	<hr/>
Current assets			
Debtors	7	35,214,358	610,855
Creditors: Amounts falling due within one year	8	-	(69,000)
		<hr/>	<hr/>
Net current assets		35,214,358	541,855
Total assets less current liabilities		35,214,358	21,099,955
Creditors: Amounts falling due after more than one year	9	-	(20,558,000)
		<hr/>	<hr/>
Net assets		35,214,358	541,955
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	10	100	100
Profit and loss account	11	35,214,258	541,855
		<hr/>	<hr/>
Equity shareholder's funds	12	35,214,358	541,955
		<hr/>	<hr/>

These financial statements were approved by the board of directors on 10 May 2005 and were signed on its behalf by:



N Boston
Director

The accompanying notes are an integral part of this balance sheet.

Notes

(forming part of the financial statements)

1 Accounting policies

A summary of the principal accounting policies, all of which have been applied consistently throughout the year and the preceding period is set out below.

Basis of accounting

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

Foreign currency

Transactions denominated in foreign currencies are recorded in the local currency at actual exchange rates as of the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the year end are reported at the rates of exchange prevailing at the balance sheet date. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included in the profit and loss account.

Taxation

Corporation tax payable is provided on taxable profits at the current rate.

Deferred 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. Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

Fixed asset investments

Fixed asset investments are stated at cost less provision for any impairment.

2 Investment income

	53 weeks ended 3 October 2003 £	Year ended 27 September 2002 £
Dividends received	5,400,000	4,622,000

Notes *(continued)*

3 Interest payable and similar charges

	53 weeks ended 3 October 2003 £	Year ended 27 September 2002 £
On intercompany loans	1,207,853	1,234,466

4 Tax on profit on ordinary activities

	53 weeks ended 3 October 2003 £	Year ended 27 September 2002 £
UK Corporation tax	362,356	370,340

Factors affecting the tax charge for the current period

The current tax charge for the period is lower (*2002: lower*) than the standard rate of corporation tax in the UK of 30% (*2002: 30%*). The difference is explained below:

	53 weeks ended 3 October 2003 £	Year ended 27 September 2002 £
Current tax reconciliation		
Profit on ordinary activities before tax	39,400,047	3,387,534
Current tax at 30% (<i>2002: 30%</i>)	11,820,014	1,016,260
<i>Effects of:</i>		
UK dividend income not taxable	(1,620,000)	(1,386,600)
Profit on intercompany sale of investments	(10,562,370)	-
Total current tax credit (see above)	(362,356)	(370,340)

5 Dividends

	53 weeks ended 3 October 2003 £	Year ended 27 September 2002 £
Proposed dividend	5,090,000	4,622,000

Notes (continued)

6 Fixed asset investments

Cost of shares in subsidiary undertakings

Cost

At beginning of period

Disposal

At end of period

£

20,558,100

(20,558,100)

-

The shares were sold to a related company for consideration of £55,766,000 and a profit of £35,207,900 resulted.

7 Debtors

2003

£

2002

£

Amounts owed from other group undertakings

35,214,358

610,855

8 Creditors: Amounts falling due within one year

2003

£

2002

£

Amounts owed to related undertaking

-

69,000

9 Creditors: Amounts falling due after more than one year

2003

£

2002

£

Loan owed to ultimate parent undertaking, repayable 31 December 2010

-

20,558,000

10 Called up share capital

2003

£

2002

£

Authorised, allotted, called up and fully paid
100 ordinary shares of £1 each

100

100

Notes (continued)

11 Reserves

The movement on the company's reserves is as follows:

	2003 £	2002 £
Beginning of period	541,855	1,405,981
Profit for the period	39,762,403	3,757,874
Dividends paid	(5,090,000)	(4,622,000)
	<hr/>	<hr/>
End of period	35,214,258	541,855
	<hr/>	<hr/>

12 Reconciliation of movement in equity shareholders' funds

	2003 £	2002 £
Profit for the financial period	39,762,403	3,757,874
Dividends paid	(5,090,000)	(4,622,000)
	<hr/>	<hr/>
Net addition to equity shareholders' funds	34,672,403	(864,126)
Opening equity shareholders' funds	541,955	1,406,081
	<hr/>	<hr/>
Closing equity shareholders' funds	35,214,358	541,955
	<hr/>	<hr/>

13 Guarantees and other financial commitments

Financial commitments

There is a cross guarantee to the company's principal bankers between the company and its subsidiary undertakings for all liabilities of these companies.

14 Ultimate parent company

The company is a subsidiary undertaking of ARAMARK Holdings Limited, registered in England and Wales. The ultimate parent company is ARAMARK Corporation, incorporated in the state of Delaware, USA.

The largest and smallest groups in which the results of ARAMARK Catering Limited are consolidated are those headed by ARAMARK Corporation and ARAMARK Investments Limited respectively. The financial statements of ARAMARK Corporation are available to the public at its head office, ARAMARK Tower, 1101 Market Street, Philadelphia, Pennsylvania, 19107.