



**PUNCH TAVERNS FINANCE B**  
**PUNCH TAVERNS (PMH) LIMITED AND SUBSIDIARY COMPANIES**

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**FINANCIAL REPORT – QUARTER 4 (AUGUST 2009)**

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**FINANCIAL REPORT – QUARTER 4 (AUGUST 2009)**

**Introduction**

This report covers the 12 week period to 22 August 2009, which is the fourth quarter of the 2008/09 financial year.

This report is prepared under UK Generally Accepted Accounting Principles (“UK GAAP”) and excludes any impact of International Financial Reporting Standards (“IFRS”).

Quarter end dates for the next financial year, to which future reports will be prepared, are as follows:

<b>Quarter End</b>	<b>Reporting Period</b>	<b>Reporting Date</b>
12 December 2009	16 weeks	26 January 2010
06 March 2010	12 weeks	20 April 2010
29 May 2010	12 weeks	13 July 2010
21 August 2010	12 weeks	05 October 2010

**Profit Commentary**

Trading results for the fourth quarter were as follows:

- **Sales**

Turnover for the 12 week period to 22 August 2009 was £58.1m, of which rent contributed 26.0%.

- **Gross Profits**

The total gross profit in the 12 week period to 22 August 2009 was £36.7m, which gave a gross profit margin of 63.2%.

- **Operating Margin and EBITDA**

Operating margin for the rolling 4 quarters to 22 August 2009 was 54.6% resulting in an EBITDA of £141.6m.

EBITDA per pub for the rolling 4 quarters is £52,600.



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**Estate Portfolio**

- During the period, 160 pubs were disposed of for net proceeds of £49.9m.

	<b><u>Quarter 4</u></b> <b>12 weeks to</b> <b>22 August</b> <b>2009</b>	<b><u>YTD</u></b> <b>52 weeks to</b> <b>22 August</b> <b>2009</b>
<b>Number of Pubs</b>		
Opening	2,669	2,750
Disposals	<u>(160)</u>	<u>(241)</u>
<b>End of Period</b>	<b><u>2,509</u></b>	<b><u>2,509</u></b>

**Investment in Pub Estate**

	<b><u>Quarter 4</u></b> <b>12 weeks to</b> <b>22 August</b> <b>2009</b> <b>£m</b>	<b><u>YTD</u></b> <b>52 weeks to</b> <b>22 August</b> <b>2009</b> <b>£m</b>
Spend on existing pubs	<u>1.6</u>	<u>8.7</u>
<b>Total Spend on Estate</b>	<b><u>1.6</u></b>	<b><u>8.7</u></b>
<b>Disposal Proceeds<sup>1</sup></b>	<b><u>51.3</u></b>	<b><u>80.7</u></b>

<sup>1</sup> The proceeds in the current period include £1.4m (Year to date: £3.2m) relating to land and other sales.



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**Debt Service Cover Ratio (DSCR)**

This is calculated as follows (see profit and loss account on page 6):

	<u>Quarter 4</u>	<u>Rolling 2</u>	<u>Rolling 4</u>
	12 weeks to	24 weeks to	52 weeks to
	22 August	22 August	22 August
	2009	2009	2009
	<u>£m</u>	<u>£m</u>	<u>£m</u>
<b>EBITDA</b>	<b>31.5</b>	<b>64.5</b>	<b>141.6</b>
Interest Payable	16.3	33.5	74.9
Interest Receivable	(0.1)	(0.2)	(1.3)
Capital Repayments <sup>1</sup>	-	-	-
	<u>16.2</u>	<u>33.4</u>	<u>73.6</u>
<b>Debt Service Cover Ratio</b>	<b>1.94:1</b>	<b>1.93:1</b>	<b>1.92:1</b>

<sup>1</sup> Capital repayments do not commence until December 2009.

**Interest Payments**

	<u>Quarter 4</u>	<u>YTD</u>
	12 weeks to	52 weeks to
	22 August	22 August
	2009	2009
	<u>£m</u>	<u>£m</u>
<b>Interest Payments</b>		
A3	3.7	14.8
A6	3.2	13.0
A7	2.9	11.9
A8	1.1	10.6
B1	1.4	6.1
B2	2.1	8.7
C	0.9	6.6
Swap payments / (receipts)	2.9	2.7
Other	0.4	1.5
	<u>18.6</u>	<u>75.9</u>



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**Restricted Payments**

The following payments can be made during the next financial year in accordance with the Permitted Restricted Payment terms (Clause 16.4(b) of IBFA):

	<u>Relevant Period</u> <u>24 weeks</u> <u>ending</u> <u>22 August 2009</u> <u>£m</u>
Free Cash Flow	58.2
Less: Debt Service	(33.4)
Less: current period restriction of R(FCF) to 1.3: 1	(10.0)
Plus: prior period restriction of unapplied excess cash (A-B)	12.1
Excess Cash	<hr/> 26.9
Capex in relevant period	(3.2)
Add: capex funded from DPA	-
Capex required to be funded from excess cash	<hr/> (3.2)
Transfer to capex reserve account	(10.0)
<b>Available Excess Cash:</b>	
<b>Total Permitted Restricted Payment</b>	<hr/> <hr/> <b>13.7</b>



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**PROFIT AND LOSS ACCOUNT**

	<u>Quarter 4</u> 12 weeks to 22 August 2009 <u>£m</u>	<u>YTD</u> 52 weeks to 22 August 2009 <u>£m</u>
<b>Turnover</b>		
Beer (net of discounts)	34.3	152.0
Rent	15.1	70.9
Machines	1.6	8.1
Other	7.1	28.4
<b>Total Turnover</b>	<u>58.1</u>	<u>259.4</u>
<b>Gross Profit</b>		
Beer	17.0	76.1
Rent	15.1	70.9
Machines	1.6	8.1
Other	3.0	11.7
<b>Total Gross Profit</b>	<u>36.7</u>	<u>166.8</u>
Operating Costs	(5.2)	(25.2)
<b>EBITDA</b>	<u>31.5</u>	<u>141.6</u>
Impairment of Tangible Fixed Assets	(141.0)	(147.2)
Depreciation and Amortisation	(1.1)	(4.9)
Exceptional Income <sup>1</sup>	-	15.2
Cash Interest Receivable	0.1	1.3
Cash Interest Payable	(16.3)	(74.8)
Non-Cash Interest Charge	(0.6)	(1.9)
Subordinated Loan Interest	(5.9)	(26.1)
<b>Loss Before Taxation</b>	<u>(133.3)</u>	<u>(96.8)</u>
Taxation	11.8	0.8
<b>Loss for the Period</b>	<u>(121.5)</u>	<u>(96.0)</u>

<sup>1</sup> Exceptional income relates to profit arising on debt buy-back and costs incurred on reorganisation of field and central support teams.



**PUNCH TAVERNS FINANCE B**  
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<b>CONSOLIDATED BALANCE SHEET</b>	<b>Quarter 4</b>	<b>2007/08</b>
	<b>As at</b>	<b>As at</b>
	<b>22 August</b>	<b>23 August</b>
	<b>2009</b>	<b>2008</b>
	<b>£m</b>	<b>£m</b>
<b>Fixed Assets</b>		
Goodwill	(15.7)	(16.6)
Tangible Fixed Assets	1,490.6	1,698.4
	1,474.9	1,681.8
<b>Debtors</b>		
Trade	17.8	15.9
Prepayments	2.4	4.0
	20.2	19.9
Cash at Bank and In Hand	141.9	79.0
<b>CURRENT ASSETS</b>	162.1	98.9
<b>Creditors: amounts falling due within one year</b>		
Loans	(22.2)	-
Trade Creditors	(1.2)	(1.4)
Other Creditors	(12.1)	(13.5)
Group Relief	(6.1)	-
Social Security and Other Taxes	(8.7)	(6.4)
Accruals and Deferred Income	(20.3)	(21.9)
	(70.6)	(43.2)
<b>NET CURRENT ASSETS</b>	91.5	55.7
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>	1,566.4	1,737.5
<b>Creditors: amounts falling due after more than one year</b>		
Loans	(1,170.7)	(1,235.5)
	395.7	502.0
Provisions for Liabilities and Charges	(11.5)	(12.5)
Pension – Defined Benefit Liability	(9.8)	(4.5)
Derivative Financial Instrument	(34.2)	(6.6)
Amounts due from Group Undertakings	207.3	203.8
<b>NET ASSETS</b>	<b>547.5</b>	<b>682.2</b>
<b>Capital and Reserves</b>		
Share Capital	84.0	84.0
Revaluation Reserve	384.9	388.7
Other Capital Reserves	7.6	7.6
Hedge Reserve	(21.9)	(1.2)
Subordinated Loan Funding	175.7	202.4
Profit and Loss Reserves	(82.8)	0.7
<b>SHAREHOLDERS' FUNDS</b>	<b>547.5</b>	<b>682.2</b>



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**CONSOLIDATED CASH FLOW**

	<u>Quarter 4</u> <u>12 weeks to</u> <u>22 August</u> <u>2009</u> <u>£m</u>	<u>YTD</u> <u>52 weeks to</u> <u>22 August</u> <u>2009</u> <u>£m</u>
Operating profit	30.4	136.7
Depreciation and amortisation	1.1	4.9
Cash flows from exceptional items	(0.3)	(2.2)
Decrease in working capital	12.7	3.4
<b>Net Cash Inflow from Operating Activities</b>	<u>43.9</u>	<u>142.8</u>
<b>Returns on Investment and Servicing of Finance</b>		
Interest paid	(18.6)	(75.9)
Interest received	0.1	1.5
	<u>(18.5)</u>	<u>(74.4)</u>
<b>Capital Expenditure and Financial Investment</b>		
Investment spend on fixed assets	(1.6)	(8.7)
Receipt from sale of fixed assets	51.3	80.7
	<u>49.7</u>	<u>72.0</u>
<b>Equity Dividends Paid</b>	-	-
<b>Net Cash Inflow Before Financing</b>	<u>75.1</u>	<u>140.4</u>
<b>Financing</b>		
Loans repaid	-	(24.8)
Amounts paid to other group undertakings	-	(52.7)
	<u>-</u>	<u>(77.5)</u>
<b>NET INCREASE IN CASH</b>	<u><u>75.1</u></u>	<u><u>62.9</u></u>



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**FINANCIAL RATIO COMPLIANCE CERTIFICATE**

To: Deutsche Trustee Company Limited

1. We, Phil Dutton and Neil Preston, each being a director of Punch Partnerships (PML) Limited, HEREBY CERTIFY without incurring any personal liability for the same, that for the Financial Quarter just ended:

- (a) that the financial covenants for the undertakings in Clause 15 of the Issuer / Borrower Facility Agreement have been observed;
- (b) the Debt Service Cover Ratio:
  - i) for the period of four Financial Quarters ending on 22 August 2009 was 1.92:1
  - ii) for the period of two Financial Quarters ending on 22 August 2009 was 1.93:1
- (c) the FCF Ratio:
  - i) for the period of four Financial Quarters ending on 22 August 2009 was 1.84:1
  - ii) for the period of two Financial Quarters ending on 22 August 2009 was 1.75:1
- (d) the Peak Debt Service Ratio for the Financial Quarter ending on 22 August 2009 was 1.26:1.
- (e) the Net Worth of the New Securitisation Group calculated in accordance with Clause 15.3 of the Issuer / Borrower Facility Agreement for the Financial Quarter ending on 22 August 2009 was £374.7m.
- (f) for the purposes of calculating the above, the following values were relevant for the Financial Quarter just ended:

EBITDA:	£31.5m
Look Back EBITDA:	There is no requirement to test this covenant until the last quarter ending prior to June 2022
Debt Service (£m)	£16.2m
Expected Class A Debt Service	There is no requirement to test this covenant until the quarter commencing in August 2028
Interest Charges (£m)	£16.3m



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**FINANCIAL RATIO COMPLIANCE CERTIFICATE (continued)**

(g) in addition, the following values were relevant for the Financial Quarter just ended:

Free Cash Flow	£25.3m
Outlet EBITDA	£34.4m

The average and final balance of each of the Securitisation Group Entity Accounts:

Operating / Collections A/cs	32.2	41.6
Disposal Proceeds A/c	50.7	77.9
Capex Reserve A/c	10.2	20.0
Held in client accounts at the year end	-	2.6

	<b>Average Balance (£m)</b>	<b>Final Balance (£m)</b>
Operating / Collections A/cs	32.2	41.6
Disposal Proceeds A/c	50.7	77.9
Capex Reserve A/c	10.2	20.0
Held in client accounts at the year end	-	2.6

Minimum Maintenance CapEx Amount      £1.6m per semi-annual

CapEx Amounts expended      £1.9m for the quarter

Number of Punch Taverns B Mortgaged Properties disposed of or acquired      Disposals - 160  
Acquisitions - nil

Number of Pubs in Portfolio      2,509

Weighted Average Return on all CapEx Amounts spent on all trading Pubs (in accordance with clause 16.8(c) of IBFA)      5.3%

Excess Cash      £26.9m

(h) as of the date of this Certificate, no Borrower Event of Default or Potential Borrower Event of Default (which, in either case, has not previously been notified to the Borrower Security Trustee) has occurred;



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**FINANCIAL RATIO COMPLIANCE CERTIFICATE (continued)**

Terms used in this Financial Ratio Compliance Certificate that are not defined herein shall have the meaning given to them in the Master Definitions and Construction Agreement dated 1 August 2005.

Dated: 6 October 2009

Signed for and on behalf of  
Punch Partnerships (PML) Limited

.....  
Finance Director

.....  
Director