Company No: 49933

E H BOOTH & CO LIMITED DIRECTORS' REPORT AND ACCOUNTS FOR THE YEAR ENDED 29 MARCH 2008



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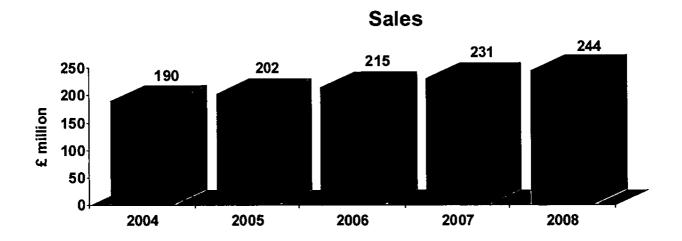
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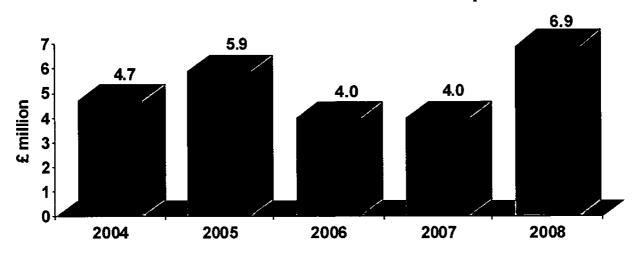
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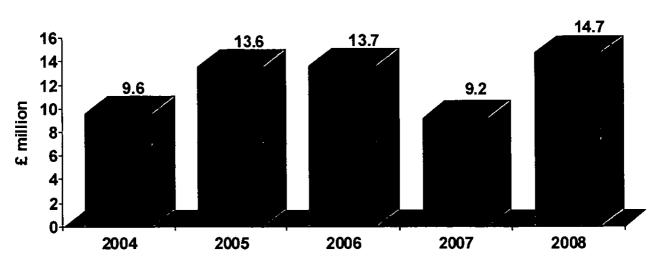
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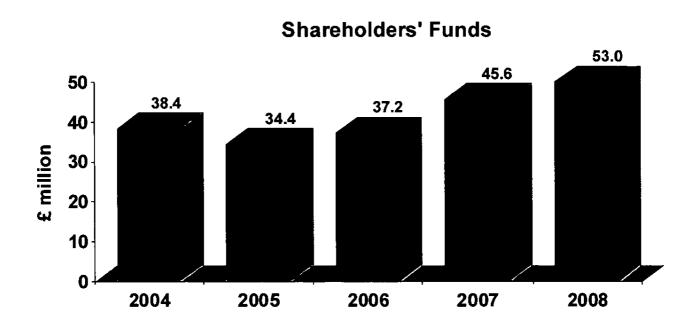


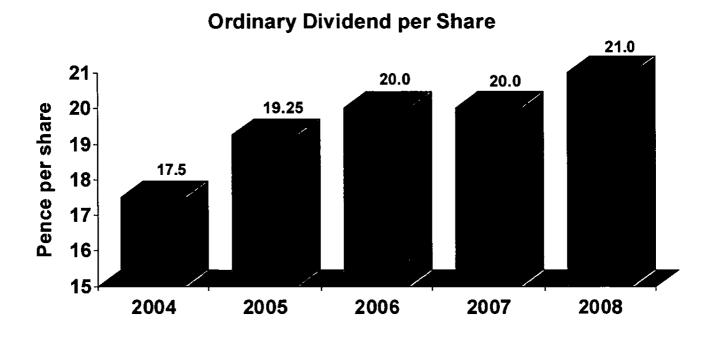
Profit before Taxation and Exceptional Items



Capital Expenditure







COMPANY DETAILS

Directors H M Booth, MBE

E J Booth, DL (Chairman)

S K Booth D G Booth

J A P Vandermeer

Secretary J A P Vandermeer

Registered office Central Office

Longridge Road

Ribbleton Preston PR2 5BX

Company number 49933

Auditors Moore and Smalley LLP

Preston

Bankers National Westminster Bank PLC

Manchester

Solicitors Napthens LLP

Preston

NOTICE OF MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at the Preston Marriott Hotel, Broughton on Wednesday 17th September 2008 at 6 00 o'clock in the evening

AGENDA

- 1 To read and approve the minutes of the last Annual General Meeting
- 2 To receive and approve the directors' report and accounts for the year ended 29 March 2008
- 3 To confirm the payment of the interim dividend paid on 29 March 2008
- 4 To declare a final dividend
- To re-elect the auditors and authorise the directors to fix their remuneration.
- To fix the fair value of the shares for the ensuing year
- 7 To transact any other ordinary business

By order of the board on 11 August 2008

J & P Vandermeer – Secretary

Central Office Longridge Road Ribbleton Preston PR2 5BX

A member entitled to attend and vote at this meeting may appoint a proxy whether a member of the Company or not

CHAIRMAN'S REPORT

We have achieved modest sales growth of 5 4% this year (like-for-like 3 8%) This, however, should be considered within the context of a tightening economy within which many consumers have fled to retailers whose forte is a discounted offering. While enriching our promotional offer, the company has not lost sight of its core activity, that of selling high quality food and drink in attractive stores with excellent service. This has proved to be a sound approach as our trading margins have remained strong. The integration of the chilled goods business that was previously handled by NISA Today's has been a great success with profits ahead of forecasts and work carried out to improve our operating cost base has been effective

The company's pension deficit has reduced significantly A solid return on investments, coupled with a reduction in future liabilities were the contributing factors. Contribution rates have been reviewed and will be at similar levels next year.

The company's operating profits have increased by 40% to £9 7M with profit before tax at £6 9M, an increase of 32% This strong performance has enabled the business to invest £14 7m in capital expenditure

Property & Store Developments

The new Haven Road store at Lytham opened in September and is now trading strongly. A short while prior to this opening, we closed the store at South Shore in Blackpool which had been in the shadow of our Marton business for many years.

Refurbishments have continued to be carried out to a high standard throughout the company with a view to further enhancing our offer to customers

Web Services

The new booths co uk website has been launched and will now be developed to recognise the increasing importance of this medium as a promotional and communications tool. Work to rebuild the everywine co uk site has taken longer than expected but will result in a lower cost operating model with increased functionality. Sales growth slowed during the year and the forecast for 2008/2009 is an increase of 15%. If this is achieved, we believe that sustained profitability may soon be achieved.

Responsible Business

In the autumn of 2007 we commissioned a comprehensive review of the company's carbon impact and greenhouse gas emissions. This is now complete and the Operating Board is working with our consultants to reduce impact in as many areas as possible. We are now developing measurement tools so that we can ensure sustained progress in this area. In addition to environmental impact, it is also important that our business concentrates on its housekeeping during the fragile economic conditions that prevail

It has been heartening to see our business recognised for having achieved a great deal of progress in reducing the use and issue of oil based materials and in March His Royal Highness The Prince of Wales joined us at Kendal, with the Secretary of State, to hear of the continued work that we undertake to help promote the support of small regional producers.

Hardly a year goes by without me being able to mention awards for excellence During the period, we were again recognised for being a Top Retailer of Beer and, in addition, were cited as being the Best Multiple Retailer of Spirits

CHAIRMAN'S REPORT (continued)

Financial Year 2008/2009

Now that the effect of the global economic slowdown is being fully realised, we are ensuring that our business is being kept in good health for what will be a testing period of trading. Sales growth is ahead by 4% year to date with margins holding up well. In April 2008 we finally disposed of Lakenmoor Ltd (Queen Street property) with the resultant cash receipt being put to good use on capital projects. The construction of our Ripon and Garstang stores is underway with openings planned for the summer and early autumn 2009. The Hesketh Bank store will open in the spring of 2010. Our properties team continues to seek out new trading opportunities and, in conjunction with the strong operating disciplines that we have designed, I am confident that we will be able to post a satisfactory result for the year 2008/2009. None of this is possible, however, without the tremendous support that the Directors receive from everyone throughout the business in maintaining a food and drink offer that our customers can be proud of

E J Booth - Chairman

REPORT OF THE DIRECTORS

The directors have pleasure in submitting their one hundred and eleventh annual report, together with the audited financial statements for the Group for the year ended 29 March 2008

Principal activity

The Group's principal activity during the year was the retailing of food and associated products

Results and dividends

The Group trading profit for the year, after taxation, amounted to £4.9m (2007 £3 4m)

Particulars of dividends paid are detailed in note 8 to the accounts

Business review

The directors are required under the Companies Act 1985 to set out in this report a fair review of the business of the Group during the financial year ended 29 March 2008 and of the position of the Group at the end of that financial year and a description of the principal risks and uncertainties faced by the Group (known as a 'Business review') The information that fulfils the requirements of the Business review can be found in this report and the Chairman's report on pages 5 and 6

Fixed assets

As part of the ongoing review of depreciation rates the directors have reviewed the economic life of the fixtures and fittings of the retail stores and have adopted rates to write the cost of these assets off over these periods

As disclosed in note 10, investment properties have been revalued at the end of the accounting period in accordance with the requirements of Statement of Standard Accounting Practice 19 All other land and buildings are stated at cost which, in the opinion of the directors, is less than market value

Employment policies

Customer service is an important priority for the Group and training programmes and surveys seek to ensure that employees understand the Group's objectives and work to achieve them

Communication with staff is considered an area of great importance and employees are kept informed of the Group's activities by way of staff newsletters, magazines and intranet.

The Group involves its employees in the running of the business through employee share ownership

The Group is committed to ensuring that people with disabilities are encouraged and supported to apply for employment with the Group and to achieve progress through the Group. They will have equality of opportunity in respect of recruitment, selection, terms and conditions, training and promotion, so far as is justifiable. Every reasonable effort will be made to enable disabled persons to be retained in the employment of the Group.

Financial risk management

The Group's operations expose it to a variety of financial risks that include the effects of changes in debt, market prices, credit risk, liquidity risk and interest rate risk. The Group has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the Group by monitoring levels of debt finance and the related finance costs. In order to reduce the effect of interest rate fluctuations the Group has both fixed and floating rate debt. Exposure to interest rate volatility is managed using interest rate swaps. The Group's exposure to foreign exchange movements is limited, however forward exchange contracts are entered into for major foreign currency exposures.

REPORT OF THE DIRECTORS (continued)

Price risk

The Group is exposed to commodity price risk as a result of its operations. However, given the size of the Group's operations, the costs of managing exposure to commodity price risk exceed any potential benefits. The directors will revisit the appropriateness of this policy should the Group's operations change in size or nature. The Group has no exposure to equity securities price risk, other than in respect of investments in the defined benefit pension scheme.

Liquidity risk

The Group actively maintains a mixture of long-term and short-term debt finance that is designed to ensure the Group has sufficient available funds for operations and planned expansions

Payment of suppliers

The Group's policy is to agree payment terms upon commencing business with suppliers and then providing the supplier fulfills their obligations, the Group will pay promptly in accordance with these terms

Directors

The directors who served during the year are shown on page 3

Directors' responsibilities for the financial statements

The directors are responsible for preparing the Annual Report and accounts in accordance with applicable law and regulations

Company law requires the directors to prepare accounts for each financial year. Under that law the directors have elected to prepare the accounts in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The accounts are required by law to give a true and fair view of the state of affairs of the Group and of the profit or loss of the Group for that period. In preparing these accounts, 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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the accounts,
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the Group will continue in business

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Group and to enable them to ensure that the accounts comply with the Companies Act 1985 They are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

REPORT OF THE DIRECTORS (continued)

Directors' responsibilities for the financial statements (continued)

In so far as the directors are aware

- there is no relevant audit information of which the Group's auditors are unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information

Company status

The Company is a close company within the provisions of the Income and Corporation Taxes Act 1988

Auditors

A resolution to re-appoint Moore and Smalley LLP as auditors for the ensuing year will be posted at the Annual General Meeting in accordance with section 385 of the Companies Act 1985

This report was approved by the board on 11 August 2008 and signed on its behalf

E J Booth - Chairman

Central Office Longridge Road Ribbleton Preston PR2 5BX

We have audited the accounts of E H Booth & Co Limited for the year ended 29 March 2008 which are on pages 11 to 34. These accounts have been prepared under the historical cost convention, as modified by the revaluation of investment properties, and the accounting policies set out on pages 16 and 17.

This report is made solely to the Group'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 Group'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 Group and the Group'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 Group's directors are responsible for the preparation of the accounts in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the accounts give a true and fair view and are properly prepared in accordance with the Companies Act 1985 We also report to you whether in our opinion the information given in the Directors' Report is consistent with the accounts

In addition we report to you if, in our opinion, the Group 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 misstatement 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the Group'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 accounts 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 the information in the accounts.

Opinion

In our opinion the accounts give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the Company's and the Group's affairs as at 29 March 2008 and of the profit and cash flows of the Group for the year then ended and have been properly prepared in accordance with the Companies Act 1985, and the information given in the Directors' Report is consistent with the accounts for the year ended 29 March 2008

hoose and Snavey LLP

Moore and Smalley LLP Chartered Accountants and Registered Auditors Preston

12 August 2008

CONSOLIDATED PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 29 MARCH 2008

	Note	2008 £'000	2007 £'000
Turnover		243,589	231,028
Cost of sales		(217,478)	(209,510)
Gross profit		26,111	21,518
Administrative expenses		(16,883)	(15,191)
		9,228	6,327
Other operating income	1	493	612
Operating profit	2	9,721	6,939
Interest payable and similar charges	3	(2,805)	(2,937)
Profit on ordinary activities before taxation and exceptional item		6,916	4,002
Exceptional item	6		1,226
Profit on ordinary activities before taxation		6,916	5,228
Tax on profit on ordinary activities	7	(2,032)	(1,817)
Profit on ordinary activities after taxation	20	4,884	3,411

Continuing operations

All of the activities of the Group are classed as continuing

CONSOLIDATED STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

FOR THE YEAR ENDED 29 MARCH 2008

	2008 £'000	2007 £'000
Profit for the financial year	4,884	3,411
Unrealised surplus/(deficit) on revaluation of investment properties	518	(183)
Actuarial gain	3,434	7,616
Deferred tax charge on actuarial gain	(1,117)	(2,285)
Total recognised gains and losses for the year	7,719	8,559

CONSOLIDATED BALANCE SHEET

AS AT 29 MARCH 2008

	Note		2008		2007
Fixed assets		£'000	£'000	£'000	£'000
Intangible assets	9		3,574		3,821
Tangible assets	10		113,686		104,685
Taligible assets	10		113,000		104,085
			117,260		108,506
Current assets					
Stocks	14	10,503		10,904	
Debtors	15	3,191		2,638	
Cash at bank & in hand	_	4,088		1,948	
- W. O.		17,782		15,490	
Creditors – amounts falling due within one year	16	(33,512)		(30,692)	
due within one year	10	(55,512)		(30,072)	
Net current liabilities			(15,730)		(15,202)
Total assets less current liab	ilities		101,530		93,304
Creditors – Amounts falling					
due after more than one year	17		(44,659)		(40,415)
			56,871		52,889
Provision for liabilities and charges	18		(3,342)		(3,405)
	10		(0,0.12)		
Net assets excluding pension	liability		53,529		49,484
Pension liability	24		(483)		(3,894)
Net assets including pension	liability		53,046		45,590
Capital and reserves					
Called up share capital	19		1,256		1,256
Revaluation reserve	20		7,486		6,968
Profit and loss account	20		44,304		37,366
Shareholders' funds	20		53,046		45,590
					

These accounts were approved and authorised for issue by the board on 11 August 2008

E J Booth - Director

SK Booth - Director

CONSOLIDATED CASHFLOW STATEMENT

FOR THE YEAR ENDED 29 MARCH 2008

	Note	£'000	2008 £'000	£'000	2007 £'000
Net cash inflow from operating activities	21		19,342		16,836
Returns on investments and servicing of finance					
Interest paid Interest element of finance lease		(2,873)		(2,598)	
payments		(280)		(238)	
Net cash outflow from returns o investments and servicing of final			(3,153)		(2,836)
Taxation Corporation tax paid			(1,629)		(810)
Capital expenditure and financi Payments made to acquire tangible fixed assets		(13,793)		(8,263)	
Receipts from sale of tangible fixed assets		110		1,332	
Net cash outflow from capital ex	penditure				
and financial investment	_		(13,683)		(6,931)
			877		6,259
Equity dividends paid			(263)		(251)
Net cash inflow before financing	<u> </u>		614		6,008
Financing					
Loan advances	22	6,783		10,658	
Loan repayments Capital element of finance lease	22 22	(3,902) (1,064)		(5,003) (1,004)	
Net cash inflow from financing			1,817		4,651
Increase in cash	22		2,431		10,659

COMPANY BALANCE SHEET

AS AT 29 MARCH 2008

	Note	£'000	2008 £'000	£'000	2007 £'000
Fixed assets Intangible assets Tangible assets Investments	9 11 12	£ 000	3,574 105,964	£ 000	3,821 97,555
			109,538		101,376
Current assets Stocks Debtors Cash at bank & in hand	14 15	10,503 10,913 4,088		10,904 9,710 1,895	
6 N		25,504		22,509	
Creditors – amounts falling due within one year	16	(33,512)		(30,650)	
Net current liabilities			(8,008)		(8,141)
Total assets less current liab	ilities		101,530		93,235
Creditors – Amounts falling due after more than one year	17		(44,659)		(40,415)
Provision for liabilities			56,871		52,820
and charges	18		(3,342)		(3,336)
Net assets excluding pension	liability	,	53,529		49,484
Pension liability	24		(483)		(3,894)
Net assets including pension	liability		53,046		45,590
Capital and reserves Called up share capital Revaluation reserve Profit and loss account	19 20 20		1,256 2,171 49,619		1,256 2,208 42,126
Shareholders' funds	20		53,046		45,590
					

These accounts were approved and authorised for issue by the board on 11 August 2008

E J Booth - Director

S K Booth - Director

ACCOUNTING POLICIES

FOR THE YEAR ENDED 29 MARCH 2008

Accounting convention and basis of preparation

The accounts have been prepared under the historical cost convention, modified by the revaluation of investment properties, and comply with all applicable accounting and financial reporting standards

Any changes in accounting policy resulting from the implementation of new accounting standards, which have a material effect on the accounts, are disclosed separately within the relevant note to the accounts

Basis of consolidation

The consolidated accounts include the accounts of E H Booth & Co Limited and its subsidiary, Lakenmoor Limited.

Turnover

Turnover represents external sales of goods during the period net of value added tax and is based on a 52 week accounting period (2007 52 weeks)

Cost of sales

Cost of sales represents all costs incurred to the point of sale.

Goodwill

Acquisitions are capitalised and amortised over periods not exceeding 20 years in line with the directors' view of their useful economic life

Fixed assets, depreciation and amortisation

Fixed assets are stated at cost less accumulated depreciation other than land which is not depreciated Depreciation is provided at rates which reduce the cost of assets to their estimated residual value at the end of their useful economic lives as follows:

2% on cost

Freehold and long leasehold buildings

Plant and fixtures $4\% - 33^{1}/_{3}\%$ on cost, and

20% on written down value

Assets held under finance leases Evenly over the period of the lease or if shorter

over the useful economic life

Amortisation of goodwill 5% on cost

Investment property is revalued each year

Leased assets

Rentals due under operating leases are charged to the profit and loss account in the year that the cost accrues The future commitments relating to these leases are based on the minimum amounts payable.

Where assets are acquired by finance lease or hire purchase contract, the amount representing the outright purchase price of such assets is included in tangible fixed assets. The capital element of future rentals is treated as a liability and the interest element is charged to the profit and loss account over the period of the lease or contract.

ACCOUNTING POLICIES (continued)

FOR THE YEAR ENDED 29 MARCH 2008

Investments

Investments in subsidiaries are stated at cost

Stock

Stock is valued at the lower of cost and net realisable value

Pensions

The Group operates a pension scheme based on final pensionable pay Contributions to the scheme are charged to the profit and loss account in accordance with FRS17

The Group also operates a contracted in money purchase scheme Contributions to this scheme are charged to the profit and loss account as they arise.

Deferred taxation

Deferred taxation 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

- deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be sufficient taxable profits from which the future reversal of the underlying timing differences can be deducted,
- provision is made for tax on gains arising from the disposal of fixed assets that have been rolled over into replacement assets. However, no provision is made where, gains have arisen from the revaluation (and similar fair value adjustments) of fixed assets

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

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangements, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company or Group after deducting all of its liabilities.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of the transaction. Exchange differences are taken into account in arriving at the operating profit.

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 29 MARCH 2008

1	Other operating income	2008 £'000	2007 £'000
	Net rental income	493	612
2	Operating profit		
	Operating profit before interest and exceptional item is stated after charg	ing or crediting	
	Depreciation of tangible fixed assets held under finance leases	1,128	1,112
	Depreciation on owned tangible fixed assets	4,935	4,507
	Amortisation of goodwill	247	248
	Loss on disposal of tangible fixed assets Auditors' remuneration	65	269
	 Fees payable to the auditor for the audit of the accounts Fees payable to the auditor for other services 	26	25
	- Taxation	29	33
	- Other	16	19
	Operating lease rentals of		
	Land and buildings	858	793
	Plant and machinery	53	63
3	Interest payable and similar charges		
	On bank loans and overdrafts	2,873	2,598
	Finance lease charges	280	238
	Net finance (credit)/charge on pension scheme assets and liabilities	(348)	101
		2,805	2,937
4	Directors' remuneration		-
	Total directors' emoluments (including benefits in kind)	1,224	1,012
	Highest Paid Director – emoluments	315	266

As at 29 March 2008 the Highest Paid Director had accrued pension rights of £110,292 (2007: £94,714)

In addition, three of the other directors have retirement benefits accrued under a defined benefit pension scheme

NOTES TO THE ACCOUNTS (continued)

FOR THE YEAR ENDED 29 MARCH 2008

5	Emp	loyees	2008 £'000	2007 £'000
	Staff	costs during the year amounted to		
	Socia	es and salaries Il security costs r pension costs	32,831 2,320 1,393	29,288 1,931 1,837
			36,544	33,056
	Breal	kdown of the average number of employees	No.	No.
	Sellır	ngement ng and distribution inistration	5 2,917 82	5 2,787 77
			3,004	2,869
6	Exce	ptional item	2008 £'000	2007 £'000
	Profi	t on sale of land and buildings	-	1,226
7	Tax	on profits on ordinary activities		
	(a)	Analysis of tax charge in year		
		Current year		
		UK corporation tax at 30% (2007 30%) Deferred tax (credit)/charge Deferred tax charge in respect of pension scheme	1,721 (48) 364	1,201 503 112
		Prior periods	2,037	1,816
		UK corporation tax Deferred tax	10 (15)	7 (6)
			2,032	1,817
			 =	

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NOTES TO THE ACCOUNTS (continued)

FOR THE YEAR ENDED 29 MARCH 2008

Tax	on profits on ordinary activities (continued)		
(b)	Factors affecting tax charge for the year	2008 £'000	2007 £'000
	The tax payable for the year differs from the standard rate of corporation tax The differences are explained below		
	Profit on ordinary activities before taxation	6,916	5,228
	UK corporation tax at the standard rate 30% (2007: 30%)	2,075	1,569
	Depreciation for the year in excess of capital allowances	42	107
	Expenses not deductible for tax purposes	41	19
	Accounting profit in excess of capital gain	-	(20)
	Timing differences relating to movements on pension liabilities	(437)	(112)
	Other timing differences	-	(355)
	Marginal relief		(7)
		1,721	1,201

(c) Factors that may affect future tax charges

No provision has been made for deferred tax on gains recognised on revaluing investment property to its market value. The total amount unprovided for is £1 76m.

NOTES TO THE ACCOUNTS (continued)

FOR THE YEAR ENDED 29 MARCH 2008

8	Dividends	2008 £'000	2007 £'000
	Year ended 31 March 2007	2 000	£ 000
	Final paid at 17 pence per share	213	201
	Year ended 29 March 2008		
	Interim paid at 4 pence per share	50	50
		263	251
	A dividend of 18 pence per share has been proposed after the year end (20)	07 17 pence p	er share)
9	Intangible Fixed Assets		Goodwill £'000
	Group and Company		2 000
	Cost At 1 April 2007 and 29 March 2008		4,953
	Amortisation At 1 April 2007 Charge for the year		1,132 247
	At 29 March 2008		1,379
	Net book value		****
	At 29 March 2008		3,574
	At 31 March 2007		3,821

NOTES TO THE ACCOUNTS (continued)

FOR THE YEAR ENDED 29 MARCH 2008

10	Tangible fixed assets			***	Assets held				
	Group	Land and	Investment	Fixtures plant and	under finance				
	Group	buildings	properties	vehicles	leases	Total			
		£'000	£'000	£'000	£'000	£'000			
	Cost or valuation		2 000	2 000					
	At 1 April 2007	75,533	9,633	51,617	5,989	142,772			
	Additions	5,675	47	8,071	928	14,721			
	Disposals	-	-	(1,025)	(666)	(1,691)			
	Revaluation		518			518			
	At 29 March 2008	81,208	10,198	58,663	6,251	156,320			
	Depreciation								
	At 1 April 2007	9,716	_	26,293	2,078	38,087			
	Charge for the year	1,008	_	3,927	1,128	6,063			
	On disposals	1,000	_	(850)	(666)	(1,516)			
	On disposais			(050)					
	At 29 March 2008	10,724		29,370	2,540	42,634			
	Net book value								
	At 29 March 2008	70,484	10,198	29,293	3,711	113,686			
	At 31 March 2007	65,817	9,633	25,324	3,911	104,685			
	Net book value of land and buildings and investment properties comprises:-								
		, , , , , , , , , , , , , , , , , , ,		•	2008 £'000	2007 £'000			
	Freehold				65,807	60,362			
	Long leasehold (more th	an 50 years une	xpıred)		<u>14,875</u>	15,088			
	Non-depreciating assets	Non-depreciating assets included in land and buildings -							
	Freehold				21,145	16,745			
	Long leasehold (more th	an 50 vears une	xpired)		6,658	6,655			
		oo jouro uno.				0,000			
					27,803	23,400			

Contracts have been exchanged to dispose of certain investment properties subject to obtaining planning consent. The valuation adopted in the accounts at 29 March 2008 is equal to the consideration in the contract. Other investment property has been revalued at 29 March 2008 by Robert Pinkus and Co, Chartered Surveyors. On the historical cost basis the net book value of investment properties is £2,712,000 (2007. £2,665,000)

NOTES TO THE ACCOUNTS (continued)

FOR THE YEAR ENDED 29 MARCH 2008

11	Tangible fixed assets				Assets held				
				Fixtures	under				
	Company	Land and	Investment	plant and	finance				
		buildings	properties	vehicles	leases	Total			
		£'000	£'000	£'000	£'000	£'000			
	Cost or valuation								
	At 1 Aprıl 2007	75,533	2,585	51,479	5,989	135,586			
	Additions	5,675	-	8,071	928	14,674			
	Disposals	-	-	(1,025)	(666)	(1,691)			
	Revaluation		(37)			(37)			
	At 29 March 2008	81,208	2,548	58,525	6,251	148,532			
	11025 1/111011 2000								
	Depreciation								
	At 1 April 2007	9,716	-	26,237	2,078	38,031			
	Charge for the year	1,008	-	3,917	1,128	6,053			
	On disposals			<u>(850</u>)	(666)	<u>(1,516)</u>			
	At 29 March 2008	10,724	-	29,304	2,540	42,568			
	Net book value	-							
	At 29 March 2008	70,484	2,548	29,221	3,711	105,964			
	At 31 March 2007	65,817	2,585	25,242	3,911	97,555			
	Net book value of land and buildings and investment properties comprises -								
		_		·	2008 £'000	2007 £'000			
	Freehold				58,157	53,314			
	Long leasehold (more the	han 50 vears lines	vnired)		14,875	15,088			
	Long leaseners (more the	nan 50 years une.	xpired)	•	14,075	15,000			
					73,032	68,402			
	Non-depreciating assets	Non-depreciating assets included in land and buildings -							
	Freehold	Freehold							
		Long leasehold (more than 50 years unexpired)							
	<u> </u>	,	. ,	•	6,658	6,655			
					27,803	23,400			
				:					

On the historical cost basis, the net book value of investment properties is £377,000 (2007 £377,000)

NOTES TO THE ACCOUNTS (continued)

FOR THE YEAR ENDED 29 MARCH 2008

12 Investments

Company

The company owns 100% of the issued share capital of Lakenmoor Limited, which is incorporated in England and operates as a property investment company. The profit after tax for the year ended 31 March 2008 was £27,300 (2007 £47,231). The company had net assets of £100 at 31 March 2008 (2007 £629,620 net liabilities). On 18 April 2008, subsequent to the year end, the shares in Lakenmoor Limited were disposed of

13	Capital commitments			Group and 2008 £'000	2007 £'000
	In addition to the liabilities incorporated Group had the following contracted cor		nts, the	9,688	7,175
14	Stocks			Group and 2008 £'000	Company 2007 £'000
	Goods for resale			10,503	10,904
15	Debtors	2008 £'000	Group 2007 £'000	Comp 2008 £'000	any 2007 £'000
	Other debtors Prepayments and accrued income Amounts owed by Group undertaking	3,190 	2,630 	3,190 7,722	1 2,630 7,079
		3,191	2,638	10,913	9,710

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NOTES TO THE ACCOUNTS (continued)

FOR THE YEAR ENDED 29 MARCH 2008

Creditors - amounts falling

10	Creditors – amounts fairing	тоир		Company	
	due within one year	2008	2007	2008	2007
	and within one your	£'000	£'000	£'000	£'000
	Bank overdraft	-	291	-	291
	Bank loans	4,303	5,917	4,303	5,917
	Trade creditors	21,723	19,262	21,723	19,262
	Corporation tax	804	702	804	695
	Other taxes and social security costs	1,103	837	1,103	837
	Finance leases	1,246	1,131	1,246	. 1,131
	Accruals	4,321	2,540	4,321	2,505
	Preference shares	12	12	12	12
		33,512	30,692	33,512	30,650
17	Creditors – amounts falling			Group and	Company
1,	due after more than one year			2008	2007
	due after more than one year			£'000	£'000
	Bank loans repayable by instalments:				
	Repayable within two years			4,436	6,114
	Repayable between two and five years			12,303	16,975
	Repayable after five years			25,128	14,283
				41,867	37,372
	Finance leases repayable by instalmen	nts:			
	Repayable within two years			1,195	1,048
	Repayable between two and five years			1,454	1,863
	Repayable after five years			<u>143</u>	132
				44,659	40,415
					<u></u>

Group

The loans repayable after more than five years are due in instalments over ten years. Instalments are payable at a rate of £356,076 per month with an additional £148,437 per month from March 2010.

Bank loans are secured by legal mortgage over certain freehold properties and bear interest at 0.8% over National Westminster Bank base rate Finance loans are secured over specific assets and bear interest at 0.75% over National Westminster Bank base rate

Finance lease obligations are secured on the assets to which they relate

Company

NOTES TO THE ACCOUNTS (continued)

FOR THE YEAR ENDED 29 MARCH 2008

18	Provision for liabilities and charges				
	Deferred taxation		roup	Com	
		2008 £'000	2007 £'000	2008 £'000	2007 £'000
	Balance brought forward Movement in the year	3,405 (63)	2,908 4 <u>97</u>	3,336 6	2,843 493
	Balance carried forward	3,342	3,405	3,342	3,336
	The deferred taxation provision represents				
	Accelerated capital allowances	2,854	2,853	2,854	2,784
	Other timing differences	488 _	552	488	552
	=	3,342	3,405	3,342	3,336
19	Share Capital				
	•			d Company	
		Aut 2008	horised 2007	Allotted and 1 2008	fully paid 2007
		£'000	£'000	£'000	£'000
	Equity:		4		
	Ordinary shares of £1 each	1,300	1,300	1,256	1,256
	Non-equity:				
	3½% Net cumulative preference shares of £1 each	12	12	12	12
	=				

NOTES TO THE ACCOUNTS (continued)

FOR THE YEAR ENDED 29 MARCH 2008

20 Reconciliation of shareholders' funds and movement in reserves

Group	Share capital £'000	General reserve £'000	Revaluation reserve £'000	Profit & loss account £'000	Total £'000
At 2 April 2006	1,256	28,800	7,151	75	37,282
Profit for the year	-	· -	-	3,411	3,411
Revaluation this year	_	-	(183)	-	(183)
Dividends	-	-	=	(251)	(251)
Actuarial gain relating to pension scheme Deferred tax movement associated with	-	-	-	7,616	7,616
actuarial gain	_	_	_	(2,285)	(2,285)
Transfer	-	(28,800)		<u>28,800</u> _	
At 1 April 2007	1,256	-	6,968	37,366	45,590
Profit for the year	-	-	-	4,884	4,884
Revaluation this year	-	-	518	-	518
Dividends	-	-	-	(263)	(263)
Actuarial gain relating				2.424	2 42 4
to pension scheme	-	-	-	3,434	3,434
Deferred tax movement associated with					
actuarial gain	_	_	_	(1,117)	(1,117)
Transfer	-	_	-	(1,117)	(1,117)
At 29 March 2008	1,256	-	7,486	44,304	53,046
Attributable to:				2008 £'000	2007 £'000
Equity shareholders				53,046	45,590
The effect of recognising the profit and loss account and	•		the Group's		
Profit and loss account and	44,787	41,260			
Pension liability	(483)	(3,894)			
Profit and loss account and	general reserv	re		44,304	37,366

NOTES TO THE ACCOUNTS (continued)

FOR THE YEAR ENDED 29 MARCH 2008

20 Reconciliation of shareholders' funds and movement in reserves (continued)

Company	Share capital £'000	General reserve £'000	Revaluation reserve £'000	Profit & loss account £'000	Total £'000
At 2 April 2006	1,256	28,800	2,343	4,883	37,282
Profit for the year	-	-	-	3,363	3,363
Revaluation this year	-	-	(135)		(135)
Dividends	-	-	-	(251)	(251)
Actuarial gain relating to pension scheme Deferred tax movement associated with	-	-	-	7,616	7,616
actuarial gain	-	_	_	(2,285)	(2,285)
Transfer		(28,800)		28,800	
At 1 April 2007	1,256	<u></u>	2,208	42,126	45,590
Profit for the year	-,	_	-	5,439	5,439
Revaluation this year	-	-	(37)	· -	(37)
Dividends	-	-	-	(263)	(263)
Actuarial gain relating					
to pension scheme	-	-	-	3,434	3,434
Deferred tax movement associated with					
actuarial gain	_	_	_	(1,117)	(1,117)
Transfer					
At 29 March 2008	1,256		2,171	49,619	53,046
Attributable to:				2008 £'000	2007 £'000
Equity shareholders				53,046	45,590
The effect of recognising to profit and loss account and			the Company's		
Profit and loss account and Pension liability	50,102 (483)	46,020 (3,894)			
Profit and loss account and	49,619	42,126			

NOTES TO THE ACCOUNTS (continued)

FOR THE YEAR ENDED 29 MARCH 2008

20 Reconciliation of shareholders' funds and movement in reserves (continued)

In order to simplify the presentation of the accounts, the directors took a decision last year to dispense with the General Reserve by transferring it to the Profit and Loss Account

The Company has not presented its own profit and loss account as permitted by Section 230 of the Companies Act 1985. The amount of the Company profit for the year, included in the Group accounts, is shown above

Summary of the rights of each class of shareholder:

Equity - Ordinary shareholders

Right to participate in all retained profits and assets of the Company and to receive notice of and vote at any Annual General Meeting

Non-equity - Preference shareholders

Right to re-payment of capital and arrears of dividend in a winding up No right to receive notice of or vote at any Annual General Meeting unless the preferential dividend is six months in arrears

21	Reconciliation of operating profit to net cash inflow from operating activities	2008 £'000	2007 £'000
	Operating profit and exceptional item	9,721	8,165
	Amortisation	247	248
	Depreciation	6,063	5,619
	Loss/(Profit) on disposal of tangible fixed assets	65	(957)
	Pension contributions paid in excess of current year service cost	(1,110)	(469)
	Decrease/(Increase) in stocks	401	(1,464)
	Increase in debtors	(553)	(283)
	Increase in creditors	4,508	5,977
		19,342	16,836
22	Reconciliation of net cash flow to movement in net debt		
	Increase in cash in the period	2,431	10,659
	Cashflow from debt and lease financing	(1,817)	(4,651)
	New finance leases	(928)	(926)
	Change in net debt in the period	(314)	5,082
	Net debt at 1 April 2007	<u>(45,818</u>)	(50,900)
	Net debt at 29 March 2008	(46,132)	(45,818)
		 =	

NOTES TO THE ACCOUNTS (continued)

FOR THE YEAR ENDED 29 MARCH 2008

23	Analysis of changes in net debt	At 1 April	Cash	Other	At 29 March
		2007	flows	changes	2008
		£'000	£'000	£'000	£'000
	Net Cash				
	Cash at bank & in hand	1,948	2,140	-	4,088
	Overdraft	(291)	<u>291</u>		
		1,657	2,431	-	4,088
	Debt				
	Preference shares	(12)	-	-	(12)
	Loans due within one year	(5,917)	3,902	(2,288)	(4,303)
	Loans due after one year	(37,372)	(6,783)	2,288	(41,867)
	Finance leases due within one year	(1,131)	1,064	(1,179)	(1,246)
	Finance leases due after one year	(3,043)		251	(2,792)
		(47,475)	(1,817)	(928)	(50,220)
	Total	(45,818)	614	(928)	(46,132)

24 Pensions

Defined Benefit Scheme

The Group operates a funded defined benefit scheme for the benefit of eligible employees. The assets of the scheme are administered by trustees in a fund independent from those of the Group. A full actuarial valuation was carried out at 6 April 2006 by a qualified independent actuary.

FRS 17 Retirement benefits, uses actuarial techniques to assess the present value of future pension liabilities. In accordance with FRS 17, the charge for the scheme has been calculated on the sum of the cost of benefits accruing in the year, the increase in the value of benefits already accrued and the expected return on net assets.

During the year the employer contribution rate was 9 3% of pensionable salaries with employee contributions rate being 9% In addition the employer is contributing the cost of insurance premiums, the pension protection fund levy and pension scheme administrative expenses as separate contributions. As part of the deficit recovery plan, a further employer contribution of £62,000 per month will be paid to the scheme from 6 April 2007 until 6 April 2016

The Scheme is now closed to employees joining the Group on or after 1 October 2004 Employees joining the Group after that date, if eligible, are invited to join the new defined contribution scheme

Employee contributions amounted to £0 9m with employer contributions totaling £2 4m. The same contribution rate of 9 3% and deficit recovery amount of £62,000 will be paid by the employer together with same pension scheme costs as last year Employee contributions will continue at 9%

NOTES TO THE ACCOUNTS (continued)

FOR THE YEAR ENDED 29 MARCH 2008

24 Pensions (continued)

Balance sheet liability

The net balance sheet liability position in respect of the defined benefit scheme is summarised below

	2008 £'000	2007 £'000
Deficit in the scheme Related deferred tax assets	(671) 188	(5,563) 1,669
Net pension liability	(483)	(3,894)

The net decrease in the year in the pension liability adjusted for deferred tax was £3 4m (2007. £5 6m) The amount recognised in the Statement of Total Recognised Gains and Losses was £2 3m (2007 £5 3m) and the balance of £1 1m (2007 £0.2m) was recognised in the Profit and Loss account

The principal assumptions used for the FRS 17 actuarial valuation were

	2008 %	2007 %	2006 %
Rate of increase in salaries	5.00	4 75	5 00
Rate of increase in deferred pensions	3.40	3 00	2 80
Rate of increase in pensions in payment	3.40	3 00	2 80
Discount rate	6.30	5 40	4 90
Inflation assumption	3.40	3 00	2 80

The fair value of the assets in the scheme, the present value of liabilities in the scheme and the expected rate of return at each balance sheet date were

	2008 %	2008 £'000	2007 %	2007 £'000	2006 %	2006 £'000
Equities	8.00	18,486	8 00	19,455	8 00	18,446
Bonds Hedge Funds	5.40 10.00	11,912 6,128	5 40 10 00	12,662 3,083	4 90 9 10	10,912 1,915
Cash Other	5.00 8.00	425 110	5 75 8 00	429 104	4 00 8 00	294 104
Total fair value of assets		37,061		35,733	000_	31,671
Present value of scheme liabilities	_	(37,732)	_	(41,296)	_	(45,218)
Deficit in the scheme		(671)		(5,563)		(13,547)
Related deferred tax assets	-	188	_	1,669	_	4,066
Net pension liability	-	(483)	_	(3,894)		(9,481)

NOTES TO THE ACCOUNTS (continued)

FOR THE YEAR ENDED 29 MARCH 2008

24 Pensions (continued)

Profit and loss account charges

The amounts charged to the profit and loss account for the year are set out below

	2008 £'000	2007 £'000
Analysis of the amount charged to operating profit	2 000	2 000
under FRS 17:	1 205	1,751
Current service cost	1,285 	1,751
Analysis of the amount (credited)/charged to net finance income under FRS 17:		
Interest on pension scheme liabilities	2,550	2,549
Expected return on pension scheme assets	(2,898)	<u>(2,448</u>)
Net finance (credit)/charge	(348)	101
Total charge to the profit and loss account	937	1,852
Analysis of the actuarial gain recognised in the Consolidated Statement of Total Recognised Gains and Losses		
Actual return less expected return on assets	(3,428)	(487)
Experience gains and losses on liabilities	1,394	1,373
Changes in assumptions net of expenses paid by scheme	<u> 5,468</u>	<u>6,730</u>
Actuarial gain recognised	3,434	7,616
Movement in deficit during the year		
Defeat we ask assessment of the const	(E E63)	(12.547)
Deficit in scheme at beginning of the year Current service cost	(5,563) (1,285)	(13,547) (1,751)
Contributions	2,395	2,220
Net finance income/(cost)	348	(101)
Actuarial gain	3,434	<u>7,616</u>
Deficit in the scheme at end of the year	(671)	(5,563)
		

NOTES TO THE ACCOUNTS (continued)

FOR THE YEAR ENDED 29 MARCH 2008

24 Pensions (continued)

History of experience gains and losses

	2008 £'000	2007 £'000	2006 £'000	2005 £'000
Difference between the expected and actual return on scheme assets	(3,428)	(487)	4,033	960
% of scheme assets	8.3%	1 2%	11 0%	3 4%
Experience gains and losses on scheme liabilities	1,394	1,373	(271)	(626)
% of the present value of the scheme liabilities	3.3%	3 0%	0 5%	1 5%
Changes in assumptions	5,843	6,861	(5,620)	(4,310)
% of the present value of the scheme liabilities	13.9%	15 0%	11 2%	12 1%
Total amount recognised in the statement of total recognised gains and losses	3,434	7,616	(1,941)	(3,976)
% of the present value of the scheme liabilities	8.2%	16 6%	3 9%	11 1%

25 Defined contribution scheme

The defined contribution scheme assets are administered by Standard Life in funds independent from those of the Group

Total contributions paid in the year were £107,652 (2007 £86,157)

NOTES TO THE ACCOUNTS (continued)

FOR THE YEAR ENDED 29 MARCH 2008

26 Commitments

Operating leases

At 29 March 2008 the Group had minimum annual commitments under non-cancellable operating leases as follows

leases as follows	2008 £'000 Land and buildings	2008 £'000 Other items	2007 £'000 Land and buildings	2007 £'000 Other items
Commitments expiring within one year	-	13	_	13
Commitments expiring within 2-5 years	42	_	41	-
Commitments expiring after more than 5 years	<u>840</u>		<u>783</u>	
	882	13	824	13