

London Superstores Limited

Annual report and financial statements

For the year ended 31 December 2011

Registered number 1358349



London Superstores Limited

Annual report and financial statements for the year ended 31 December 2011

Registered number 1358349

CONTENTS

	Page
Report of the directors	1-2
Balance sheet	3
Notes to the financial statements	4-7

London Superstores Limited

Annual report and financial statements for the year ended 31 December 2011

Registered number 1358349

Report of directors for the year ended 31 December 2011

The directors present their annual report together with the financial statements for London Superstores Limited, registered number 1358349, for the year ended 31 December 2011

Principal activities and business review

The Company has not traded during the year or in the previous year. As a result, no profit and loss account has been prepared. The directors are satisfied with the financial position and do not envisage any changes to the conduct of the business over the next twelve months.

No dividends have been paid during the year (2010: £nil)

As at 31 December 2011, the Company had net assets of £813,761,800 (2010: £813,761,800)

RHM Finance Ltd, a subsidiary undertaking of the Company, was dissolved during the year.

Subsequent events

In March 2012 the Premier Foods Group agreed revised financing arrangements with its banking syndicate, swap counterparties and pension funds. For further details see note 12.

In March 2012 the following subsidiary undertakings were dissolved, Associated Family Bakers (Surrey) Limited, Federal Bakers Limited, Grocery Logistics Limited, Ormeau Bakery Limited, RGB Coffee Limited, Sebon Limited, Supreme Salt Company Limited and The Enjoy Organic Company Limited.

Principal risk and uncertainties

From the perspective of the Company, the principal risks and uncertainties are aligned with the principal risks of Premier Foods Group and are not managed separately. Accordingly, the principal risks and uncertainties of Premier Foods plc, which includes those of the Company, are discussed in the Group's 2011 annual report and accounts which do not form part of this report. The financial risk management objectives, policies and exposures are disclosed in the Group's 2011 annual report and accounts.

Directors

The directors who held office during the year were as follows:

Jim Hepburn (appointed on 21 July 2011)

Antony Smith (appointed on 21 July 2011 – resigned 20 April 2012)

Andrew McDonald (appointed on 15 November 2011)

Andrew Peeler (resigned on 21 July 2011)

Paul Leach (resigned on 30 June 2011)

Suzanne Wise (resigned on 15 November 2011)

Emmett McEvoy (appointed 20 April 2012)

Charitable and political donations

During the year the Company made no charitable or political donations (2010: £nil)

London Superstores Limited

Annual report and financial statements for the year ended 31 December 2011

Registered number 1358349

Report of the directors for the year ended 31 December 2011 (continued)

Statement of directors' responsibilities

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law)

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting 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 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 adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

For the year ended 31 December 2011, the Company was entitled to exemption under section 480(1) of the Companies Act 2006 from the requirement to have an audit.

Members have not required the Company to obtain an audit in accordance with section 476 of the Companies Act 2006.

The directors acknowledge their responsibility for

- (i) ensuring the Company keeps accounting records which comply with section 386, and
- (ii) preparing financial statements 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 its profit or loss for the financial year, in accordance with section 344, and which otherwise comply with the requirements of the Companies Act relating to financial statements, so far as applicable to the Company.

By order of the board



Andrew McDonald
Director

25 April 2012

London Superstores Limited

Annual report and financial statements for the year ended 31 December 2011

Registered number 1358349

Balance sheet as at 31 December 2011

	Note	31 December 2011	31 December 2010
		£	£
Fixed assets			
Investments	4	729,007,043	729,007,043
Current assets			
Debtors amounts falling due after one year	5	117,754,759	117,754,759
Net current assets		<u>117,754,759</u>	<u>117,754,759</u>
Total assets less current liabilities		<u>846,761,802</u>	<u>846,761,802</u>
Creditors amounts falling due after one year	6	(33,000,002)	(33,000,002)
Net assets		<u>813,761,800</u>	<u>813,761,800</u>
Capital and reserves			
Called up share capital	7	72,794	72,794
Share premium account	8	726,869,925	726,869,925
Profit and loss reserve	8	86,819,081	86,819,081
Shareholders' funds		<u>813,761,800</u>	<u>813,761,800</u>

The notes on pages 4 to 7 form an integral part of these financial statements

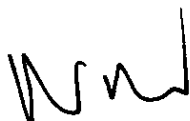
For the year ending 31/12/2011 the company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies

The members have not required the company to obtain an audit in accordance with section 476 of the Companies Act 2006

The director's acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and for the preparation of accounts

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime

These financial statements on pages 3 to 7 were approved by the directors on 25 April 2012, and were signed on their behalf by



Andrew McDonald
Director

25 April 2012

London Superstores Limited

Annual report and financial statements for the year ended 31 December 2011

Registered number 1358349

Notes to the financial statements for the year ended 31 December 2011

1. Principal accounting policies*Basis of accounting*

The financial statements have been prepared on the going concern basis and under the historical cost convention and in accordance with applicable accounting standards in the United Kingdom and the Companies Act 2006. In accordance with FRS 18 'Accounting Policies', the Company performs an annual review of accounting policies to ensure that those used by the Company continue to be those that are appropriate.

The directors consider that the accounting policies set out below are appropriate and have been consistently applied.

Fixed asset investments

Investments held as fixed assets are stated at cost less any provision required for impairment in their value. An impairment loss is recognised, in the profit and loss account, to the extent that the carrying amount cannot be recovered either by selling the asset or by the discounted future earnings from operating the assets.

Profit and loss account

The Company has not prepared a profit and loss account as there were no transactions during the year ended 31 December 2011, or in the comparative year ended 31 December 2010.

2. Cash flow statement and related parties

The Company has used the exemption under FRS 1, 'Cash Flow Statements' (revised 1996), not to prepare a cash flow statement as it is a wholly owned subsidiary consolidated in the financial statements of its ultimate parent company. In accordance with FRS 8, 'Related Party Disclosures', the Company is exempt from disclosing transactions with entities that are part of a group, or investees of the group qualifying as related parties, as it is a wholly owned subsidiary of a parent publishing consolidated financial statements.

3. Directors and employees

No emoluments were paid to any of the directors during the year (2010: nil). No director had a direct or indirect interest in any transaction, arrangement or agreement which, in the opinion of the other directors, requires disclosure.

There were no employees of the Company during the year (2010: nil).

4. Fixed asset investments

**Subsidiary
undertakings
£**

At 31 December 2011 and 31 December 2010

729,007,043

Subsidiary undertakings are disclosed within note 12.

London Superstores Limited

Annual report and financial statements for the year ended 31 December 2011

Registered number 1358349

Notes to the financial statements for the year ended 31 December 2011**5. Debtors: amounts falling due after one year**

	31 December 2011 £	31 December 2010 £
Amounts owing by group undertakings	<u>117,754,759</u>	<u>117,754,759</u>

Amounts due by group undertaking are unsecured and interest free

6. Creditors: amounts falling due after one year

	31 December 2011 £	31 December 2010 £
Amounts owing to group undertakings	<u>33,000,002</u>	<u>33,000,002</u>

The amounts owing to group undertakings are unsecured and interest free

7. Share capital

	Allotted, called up and fully paid Number	£
Ordinary shares of £1 each at 31 December 2011 and 31 December 2010	<u>72,794</u>	<u>72,794</u>

8. Share premium and reserves

	Share premium £	Profit and loss reserve £	Total £
At 31 December 2010 and 31 December 2011	<u>726,869,925</u>	<u>86,819,081</u>	<u>813,689,006</u>

9. Group financial statements

The company is a wholly-owned subsidiary of Premier Foods Group Limited and is included in the consolidated financial statements of Premier Foods plc which are publicly available. Consequently, the company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006.

London Superstores Limited

Annual report and financial statements for the year ended 31 December 2011

Registered number 1358349

Notes to the financial statements for the year ended 31 December 2011 (continued)

10. Ultimate parent company

The immediate parent undertaking is Premier Foods Group Limited

The ultimate parent undertaking and controlling party is Premier Foods plc, which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of Premier Foods plc consolidated financial statements can be obtained from the Company Secretary at Premier Foods plc, Premier House, Centrium Business Park, Griffiths Way, St Albans, Hertfordshire, AL1 2RE

11. Guarantees

On 16 March 2007, the Premier Group entered into a £2.1bn term and revolving credit facility. In March 2012, the Premier Group announced revised financing arrangements including proposed changes to provide greater covenant and liquidity headroom and to extend the maturity of the facility to June 2016. For further details please see note 13. This facility is guaranteed by the principal entities of the Group including London Superstores Limited.

12. List of subsidiary undertakings

The following represent the principal subsidiary undertakings of London Superstores Limited at the year end. With the exception of RHM Foodbrands+ Limited and RHM Food Solutions Limited, which are owned 100% by London Superstores Limited, all shares in subsidiary undertakings are held indirectly by London Superstores Limited.

Name	Country of incorporation	Holding	Class of share
Granary South Pacific (PTY) Limited	Australia	100%	Ordinary
RHM Food Solutions Limited	England & Wales	100%	Ordinary
RHM Foodbrands+ Limited	England & Wales	100%	Ordinary
RHM Overseas Limited	England & Wales	100%	Ordinary

All subsidiary undertakings have the same balance sheet date as London Superstores Limited. The companies listed above are those that principally affect the results and assets of the Company. The directors consider that to give full particulars of subsidiary undertakings would lead to a statement of excessive length. A full list of subsidiary undertakings is available from the Company Secretary.

RHM Finance Limited, a subsidiary undertaking of the Company, was dissolved on 13 September 2011.

13. Subsequent events**Re-financing agreement**

In March 2012 the Group signed a re-financing package with its banking syndicate, swap counterparties and pension schemes on a re-financing package that allows it to execute its future growth strategies.

The maturity date on the term loan and revolving credit facility has been extended from 31 December 2013 to 30 June 2016 with the margin increasing from 2.25% to 3.25% from 1 January 2014.

The interest rate swap portfolio has been restructured into additional term loan with varying rates and timing of interest payments. A new amortising swap commencing in July 2012 of approximately £750m will be arranged, attracting a swap rate of 1.55%.

London Superstores Limited

Annual report and financial statements for the year ended 31 December 2011

Registered number 1358349

Notes to the financial statements for the year ended 31 December 2011 (*continued*)

Receivables Purchase Agreement

The Group has negotiated and obtained a commitment to a new securitisation programme relating to certain receivable balances available up to an amount of £120m, subject to sufficient receivables being capable of being sold into the programme. These balances will be included as part of net debt, reflecting their recognition on the balance sheet and attract an interest margin of 3.5%.

Dissolution of subsidiary undertakings

Associated Family Bakers (Surrey) Limited, Federal Bakers Limited, Grocery Logistics Limited, Ormeau Bakery Limited, RGB Coffee Limited, Sebon Limited, Supreme Salt Company Limited and The Enjoy Organic Company Limited were dissolved in March 2012. All shares of the subsidiary undertakings, except Grocery Logistics Limited and Supreme Salt Company were held directly by the Company.