**Report and Accounts** 

52 weeks ended 1 April 2005



A03
COMPANIES HOUSE

4 06/01/2006

Registered Number: 1529002

### **Directors' Report**

The directors present their report and audited accounts for the 52 week period ending 1 April 2005.

#### Principal activities and review of business

The company's principal activity is that of a holding company. During the period it also provided finance to other group companies.

On 11 February 2005, the company was acquired by Giant Topco Limited, and the company re-registered as a private limited company.

### Share capital

During the period 6,769,074 ordinary shares of 10p each were issued on exercise of options under the Group's SAYE, Executive and Performance Related share option schemes for a consideration of £3.3m.

#### Results and dividends

The company made a loss in the period of £39.3m (2004: £10.8m).

The directors do not recommend the payment of a dividend (2004: £9.7m).

#### Directors and their interests

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

HK Hustad JA Johannesson JP Prentis G Sigurdsson	(appointed 22 February 2005) (appointed 22 February 2005) (appointed 8 June 2005) (appointed 22 February 2005)	SG Chase MA Coupe W Grimsey G Greener AJ Clarke	(resigned 4 March 2005) (resigned 28 May 2004) (resigned 11 February 2005) (resigned 11 February 2005) (appointed 26 April 2004, resigned 11
		WJ Hoskins GT Johnson K Loosemoore JH Maxwell AJ McWalter DWJ Price	February 2005) (resigned 22 February 2005) (resigned 22 February 2005) (resigned 11 February 2005) (resigned 11 February 2005) (resigned 11 February 2005) (resigned 11 February 2005)

None of the directors serving at the period end had any interest in the shares of the company or any other group company.

#### **Auditors**

During the period PricewaterhouseCoopers LLP resigned as auditors and the directors appointed KPMG LLP to fill the casual vacancy arising. In accordance with Section 384 of the Companies Act 1985, a resolution for the reappointment of KPMG LLP as auditors of the company is to be proposed at the forthcoming Annual General Meeting. Special notice has been received for this resolution pursuant to section 388 of the Companies Act 1985.

By order of the Board

JP Prentis

Company Secretary

Date: 28 October 2005

Registered Office

Equity House, Irthlingborough Road Wellingborough, Northants, NN8 1LT

### Statement of Directors' Responsibilities

Company law requires the directors to prepare financial statements for each financial period 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.

### Independent auditors' report to the members of The Big Food Group Limited

We have audited the financial statements on pages 4 to 16.

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 1 April 2005 and of its loss for the 52 weeks then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG LLP

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Chartered Accountants and Registered Auditor

Manchester

Date: 28 OCTOBER 2005

# Profit and loss account For the 52 weeks ended 1 April 2005

		52 weeks ended 1 April 2005	53 weeks ended 2 April 2004 Restated
	Note	£m	£m
Turnover – management fees		5.7	7.2
Administrative expenses - normal Administrative expenses - exceptional	3	1.5 (9.7)	1.4 (0.8)
Operating (loss)/profit	1-3	(2.5)	7.8
Interest payable (net)	4	(30.7)	(9.4)
Loss on ordinary activities before taxation		(33.2)	(1.6)
Tax on loss on ordinary activities	5	(6.1)	0.5
Loss for the period		(39.3)	(1.1)
Dividends	6	•	(9.7)
Retained loss for the period	12	(39.3)	(10.8)

All operations in the current and previous period are continuing.

### Balance Sheet At 1 April 2005

	1 April 2005 Note		2 April 2004 Restated	
	Note	£m	£m	
Fixed assets Investments	7	90.0	-	
Current assets Debtors due within one year	8	302.1	611.8	
Creditors due within one year	9	(3.5)	(12.3)	
Net current assets		298.6	599.5	
Total assets less current liabilities		388.6	599.5	
Creditors due after one year	10	-	(144.8)	
Net assets excluding net pension liability		388.6	454.7	
Net pension liability	15	(86.7)	(134.5)	
Net assets		301.9 =====	320.2 =====	
Capital and reserves				
Called-up share capital	11	35.0	34.3	
Share premium account	12	-	18.0	
Merger reserve	12	330.4	330.4	
Profit and loss account	12	(63.5)	(38.2)	
ESOP trust	12	-	(24.3)	
Equity shareholders' funds	13	301.9	320.2	
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These accounts on pages 4 to 16 were approved by the Board and signed on its behalf by:

MK Hustad Director

Date:

28 Ochober 2005

JP Prentis

# Statement of total recognised gains and losses For the 52 weeks ended 1 April 2005

	52 weeks ended 1 April 2005	53 weeks ended 2 April 2004 Restated
	£m	£m
Loss for the period	(39.3)	(1.1)
Actuarial gain on pension scheme	9.9	30.3
Deferred tax on actuarial gain	(3.0)	(9.1)
Total recognised (losses)/gains for the period	(32.4)	20.1
	=====	=====

### **Accounting Policies**

A summary of the company's principal accounting policies is set out below. These accounting policies have been applied consistently throughout the period and the prior period, with the exception of the treatment of pension costs and ESOP trusts. During the period the company has implemented the requirements of FRS 17 "Retirement Benefits" and UITF 38 "Accounting for ESOP trusts" in full. Comparative figures have been adjusted and restated accordingly (see note 14).

#### Basis of preparation

The accounts have been prepared on the going concern basis, under the historical cost convention and in accordance with applicable Accounting Standards.

The company is a wholly owned subsidiary undertaking of Giant Topco Limited, which is registered in England and Wales. It is therefore exempt by virtue of s.228 of the Companies Act 1985 from the obligation to prepare and deliver group accounts. Accordingly, these reports and accounts present information about the company as an individual undertaking and not about its group.

#### Statement of cash flows

The Company is exempt from including a statement of cash flows in its accounts, as it is a wholly owned subsidiary of Giant Topco Limited, which is a company incorporated in the United Kingdom and has included a consolidated statement of cash flows in its consolidated accounts.

#### Turnover

Turnover relates to service fees to subsidiary undertakings, excluding value added tax.

#### investments

Investments are stated at cost less any provision for impairment in value. The carrying values of investments are reviewed for impairment if events or changes in circumstances indicate the carrying values may not be recoverable.

#### Interest

Interest income and expense are recognised on an accruals basis. Costs of financing are amortised over the period of related facilities.

#### **Pension costs**

The Group has defined benefit and defined contribution pension schemes, to which it made contributions to fund the retirement benefits of members within the schemes during the period. The assets of the schemes are held separately from those of the Group.

The cost in respect of defined contribution schemes is charged to profit in the period in which contributions become payable.

In respect of the defined benefit scheme the assets are measured using market values. Pension scheme liabilities are measured using a projected unit method and discounted at the current rate of return on high quality corporate bond of equivalent term and currency to the liability. The pension scheme deficit is recognised in full. The movement in the scheme deficit is analysed between operating charges, finance items and in the statement of recognised gains and losses, actuarial gains and losses.

### **Accounting Policies (continued)**

#### **Taxation**

The charge for taxation is based on the profit for the period and takes into account taxation deferred because of timing differences of the treatment of certain items for taxation and accounting purposes.

#### Deferred tax

In accordance with FRS19 deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, with the following exceptions:

- deferred tax assets are only recognised if it is considered more likely than not that there will be suitable
  profits from which the future reversal of the underlying timing differences can be deducted
- provision is made for gains on disposal of fixed assets that have been rolled over into replacement assets only where, at the balance sheet date, there is a commitment to dispose of the replacement assets

Deferred tax is measured on a non-discounted 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.

#### Investment in own shares held in trust

The share in the company held by the ESOP trust are valued at the historic cost of the shares acquired and are deducted in arriving at shareholders' funds in line with UITF 38 "Accounting for ESOP trusts". Prior to 3 April 2004, the shares were recognised as an asset within investments. The profit and loss account is charged with the amortisation of the awards made under the long term incentive scheme over the performance period of the award, based on market value and the likelihood of the performance conditions being achieved. All outstanding awards were vested upon takeover of the company and no further awards have since been made.

### Notes to the Accounts At 1 April 2005

1.	Operating (loss)/profit	52 weeks ended 1 April 2005	53 weeks ended 2 April 2004 Restated
	This is stated after charging/(crediting):	£m	£m
	Amortisation of own shares held in trust Auditors' remuneration for audit services	(1.5)	(0.3) 0.1
		====	=====

Auditors' remuneration in the period was £27,500 (2004: £60,000)

### 2. Employee costs and directors' remuneration

### (a) Employee information

The company had no employees throughout this or the previous year.

#### (b) Directors' emoluments

No remuneration or fees were paid by the company to any of its directors during this or the previous year in respect of services to the company.

3.	Exceptional items (net)	52 weeks ended 1 April 2005	53 weeks ended 2 April 2004 Restated
		£m	£m
	Accelerated amortisation of LTIP on change of ownership	14.0	-
	Write off loan to ESOP trust	4.0	-
	Corporate development	0.1	0.8
	Legal costs for pension scheme	0.4	-
	FRS 17 curtailment credit	(8.5)	(0.3)
	Other	(0.3)	`0.3
		9.7	0.8
			=====

The FRS 17 curtailment credit principally relates to the Iceland business leaving the Group. Corporate development costs are mainly in respect of the proposal to acquire Londis (Holdings) Limited.

### Notes to the Accounts At 1 April 2005

4.

•	Interest payable (net)	52 weeks ended 1 April 2005	53 weeks ended 2 April 2004 Restated
		£m	£m
	Interest receivable		
	Intra-group interest receivable	(12.7)	(15.6)
	Other interest receivable and similar income	`(0.7)	` -
		***************************************	(45.0)
		(13.4)	(15.6)
	Interest payable and similar charges		
	Loan note interest	14.4	14.7
	Interest on pension scheme's liabilities	3.8	9.4
	Intra-group interest payable	•	0.2
	Other interest payable and similar charges	0.6	0.7
		======	
		18.8	25.0
	Exceptional costs		
	Senior loan notes redemption premium	20.6	-
	Refinancing costs write off	4.7	-
		=======	
	Net interest	30.7	9.4
		2222	=====

Included within other interest payable and similar charges is £0.6m (2004; £0.7m) in respect of amortisation of refinancing costs.

The exceptional charge relates to the premium paid upon redemption of the senior loan notes and the write off of unamortised fees associated with these notes at redemption.

5.	Tax on loss on ordinary activities	52 weeks ended 1 April 2005	53 weeks ended 2 April 2004 Restated
		£m	£m
	Current tax		
	UK corporation tax	-	~
	Deferred Tax		
	Movement in FRS 17 deferred tax asset	6.1	(0.5)
			******
	Tax charge for the period	6.1	(0.5)
		EEEE	=====
	Reconciliation of the current taxation charge		
	The tax assessed for the period differs to the standard rate of tax	in	
	the UK (30%). The differences are explained below:		
	Loss on ordinary activities before tax	(33.2)	(1.6)
		**********	
	Tax on loss at 30% (UK standard rate)	(10.0)	(0.5)
	Expenses not deductible for tax purposes	4.3	-
	Group relief surrendered for no payment	8.4	-
	Capital allowances in excess of depreciation	(6.1)	0.5
	Losses not recognised for tax	3.4	-
	0 44 4 7 100 6 0 4 1		
	Current tax charge/(credit) for the period	•	
		=====	=====

### Notes to the Accounts At 1 April 2005

6.	Dividends	52 weeks ended 1 April 2005	53 weeks ended 2 April 2004
			Restated
		£m	£m
	Interim dividend on ordinary equity shares	-	3.6
	Final dividend on ordinary equity shares	•	6.1
		****	
•		•	9.7
		====	====
7.	Investments	1 April 2005	2 April 2004 Restated
		£m	£m
	Subsidiary undertakings	AIII	»
	At start of period	•	-
	Additions	90.0	-
	At end of period	90.0	-
		====	=====

During the period the company increased its investment in BF Limted by £90m.

The Company's principal subsidiary undertakings at 1 April 2005, which are wholly owned and registered in the United Kingdom, are as follows:

BF Limited\* Finance/holding company
Giant Booker Limited (formerly Booker plc) Finance/holding company
Booker Limited (formerly Booker Cash and Carry Limited) Wholesale
Woodward Foodservice Limited Foodservices

Full details of all group subsidiary undertakings are include in the Company's annual return filed with Companies House.

8.	Debtors due within one year	1 April 2005	2 April 2004 Restated
		£m	£m
	Amounts owed by subsidiary undertakings	301.9	611.8
	Other debtors	0.2	-
		302.1	611.8
			====

<sup>\*</sup>Direct subsidiary of The Big Food Group Limited

## Notes to the Accounts At 1 April 2005

9.	Creditors due within one year	1 April 2005	2 April 2004 Restated
		£m	£m
	Amounts owed to subsidiary undertakings	0.5	1.9
	Accruals and deferred income	3.0	4.3
	Proposed dividends	-	6.1
		3.5	12.3
			====
10.	Creditors due after one year	1 April 2005	2 April 2004
		C	Restated £m
		£m	五田
	Bank and other loans		144.8
		====	====
	This is stated after offsetting £nil (2004: £5.2m) of unamortised final	ancing costs.	
11.	Share capital	1 April 2005	2 April 2004
		0	Restated
	Authorised	£m	£m
	500,000,000 ordinary shares of 10p each (2004: 500,000,000		
	shares)	50.0	50.0
	·	====	=====
	Allotted, called up and fully paid		
	350,267,250 ordinary shares of 10p each (2004: 343,498,176		,
	shares)	35.0	34.3
		=====	=====

During the period 6,769,074 ordinary shares of 10p each were issued on exercise of options under the Group's SAYE, Executive and Performance Related share option schemes for a consideration of £3.3m.

# Notes to the Accounts At 1 April 2005

12.	Reserves	Share premium account £m	Merger reserve £m		and loss account £m	ESOP Trust £m
	At start of period Retained loss for the period Actuarial gain on pension scheme (gross) Net movement in own shares held Shares purchased Shares vested Shares issued Transfer re redemption expenses (note 4)	18.0 - - - - 2.6 (20.6)	330.4		(38.2) (39.3) 6.9 (13.5) - - 20.6	(24.3) - - (1.7) 26.0
	At end of period	-	330.4		(63.5)	-
			1 Apr	il 2005	2.	April 2004 Restated £m
				£m		£III
	Profit and loss reserves excluding pension Pension liability	liability		23.2 (86.7)		96.3 (134.5)
	Profit and loss reserves including pension l	iability		(63.5)		(38.2)
13.	Reconciliation of movement in sharehol	ders' funds	1 Apr	il 2005	2	April 2004 Restated
				£m		£m
	(Loss)/profit for the period Dividends			(39.3) -		(1.1) (9.7)
	Other recognised gains and losses Dividends paid and proposed Movement re shares held by ESOP trust			(39.3) 6.9 -		(10.8) 30.9 (9.7) (3.1)
	New share capital allotted			3.3		0.3
	Net increase in shareholders' funds Shareholders' funds at the beginning of the	period		18.3 320.2		7.6 312.6
	Shareholders' funds at the end of the period	d		301.9		320.2

### Notes to the Accounts At 1 April 2005

### 14. Changes in accounting policy

As a result of the changes in accounting policy brought about by the adoption of FRS 17 "Retirement Benefits", and UITF 38 "Accounting for ESOP trusts" comparatives have been restated as follows:

53 weeks ended

	2 April 2004 £m
Retained loss	2111
As previously reported	(10.7)
Contributions now charged to liability FRS 17 curtailment credit	7.2 0.3
Revised LTIP amortisation	1.3
Other finance costs – FRS 17 (net)	(9.4)
Tax effect of above adjustments	0.5
Restated retained loss	<del>/</del> (10.8)
Residieu letaineu ioss	=====
Statement of total recognised gains and losses	
As previously reported	(1.0)
Restatements to retained profit as above	(0.1)
Actuarial gain on pension scheme  Movement on deferred tax relating to pension liability	30.3 (9.1)
Movement on deferred tax relating to pension liability	(3.1)
Restated total recognised gain for the period	20.1
	=====
Balance sheet	
Net assets as previously reported	465.6
Transfer investment in own shares to reserves	(10.9)
FRS 17 net pension liability	(134.5)
Restated net assets	320.2

### Notes to the Accounts At 1 April 2005

#### 15. Pension schemes

The Group has a defined benefit scheme and a number of defined contribution schemes to provide benefits to both full-time and part-time employees. Benefits ceased to accrue under the defined benefit section of the scheme in respect of service after 31 July 2002 and employees were provided with defined contribution arrangements. The assets of the schemes are held separately from those of the Group and are invested by independent fund managers appointed by the Trustees.

#### **Defined benefit schemes**

The latest full actuarial valuation was carried out at 31 March 2004 and was updated for FRS 17 purposes to 1 April 2005 by a qualified independent actuary.

The major assumptions used for FRS 17 purposes were:

	1 April 2005	2 April 2004	28 March 2003
Discount rate	5.40%	5.50%	5.30%
Rate of increase in salaries	4.25%	4.25%	4.00%
Pension increases	2.75%	2.75%	2.50%
Inflation	2.75%	2.75%	2.50%

The assets in the scheme and the expected rates of return are:

Long term	rate of return	rate of return
exp		

#### Market value

	1 April 2005	2 April 2004	28 March 2003	1 April 2005 £m	2 April 2004 £m	28 March 2003 £m
Equity Bonds Other	8.00% 5.40% 4.75%	8.00% 5.50% 4.00%	6.00% 5.70% 3.75%	284.9 256.8 2.4	265.9 210.1 1.9	230.9 182.3 10.6
Total market value of assets				544.1 =====	477.9	423.8 =====

The following amounts were measured in accordance with the requirements of FRS 17:

	1 April 2005	2 April 2004	28 March 2003
	£m	£m	£m
Total market value of assets	544.1	477.9	423.8
Present value of scheme liabilities	(679.3)	(670.0)	(644.3)
	~~~~~		*******
Deficit in the scheme	(135.2)	(192.1)	(220.5)
Related deferred tax asset	48.5	57.6	66.2
Net pension liability	(86.7)	(134.5)	(154.3)
	====	=====	, =====

# Notes to the Accounts At 1 April 2005

15.	Pension schemes (continued)	52 weeks ended 1 April 2005 £m	53 weeks ended 2 April 2004 Restated £m
	Amounts charged to operating profit		
	Current service cost – defined benefit scheme	1.4	1.9
	Curtailment and settlement cost	(8.5)	(0.3)
	Current service (credit)/costs	(7.1) =====	1.6 =====
	Analysis of amounts included in other finance costs		
	Expected return on pension scheme assets	(32.4)	(24.4)
	Interest on pension scheme liabilities	36.2	33.8
	interest on pension scheme nabilities	JU.Z	
	Total financing charge	3.8	9.4
	Total manding charge	3.0	=====
	Amounts to be recorded in the statement of total recognised gains and losses		
	Difference between actual and expected return on assets	16.4	47.0
	Experience gains on liabilities	18.4	13.7
	Change in actuarial assumptions	(24.9)	(30.4)
	Actuarial gain	9.9	30.3
	Management in al-field design of the manifest		
	Movement in deficit during the period	(400.4)	/000 F\
	Deficit in the scheme at acquisition	(192.1)	(220.5)
	Total operating credit/ (charge)	7.1	(1.6)
	Employer contributions	43.7	9.1
	Total financing charge	(3.8)	(9.4)
	Actuarial gain	9.9	30.3
	Deficit in the scheme at end of the period	(135.2) =====	(192.1) ======
	History of experience gains and losses Difference between the expected and actual return on scheme assets		
	Amount	16.4	47.0
	Percentage of scheme assets	3.0%	9.8%
	Experience gains and losses on scheme liabilities Amount	18.4	13.7
	Percentage of the present value of scheme liabilities	2.7%	2.0%
	Total amount recorded in the statement of total recognised gains and losses		
	Amount	9.95	30.3
	Percentage of the present value of scheme liabilities	1.5%	4.5%

### Notes to the Accounts At 1 April 2005

#### 16. Related party transactions

The company is a wholly owned subsidiary of Giant Topco Limited. In accordance with paragraph 3(c) of FRS 8 'Related Party Transactions' the company is exempt from disclosing details of arrangements with other companies in Giant Topco Limited.

### 17. Parent undertaking

At 1 April 2005, the ultimate parent undertaking and ultimate controlling party was Giant Topco Limited, a company registered in England and Wales. Giant Topco Limited was the parent undertaking of the only group, of which the company was a member, to consolidate these financial statements. Copies of the group financial are available from Giant Topco Limited, Second Avenue, Deeside Industrial Park, Deeside, Flintshire, CH5 2NW.