

Assistlight Limited

Annual report and financial statements
for the year ended 31 December 2013

Registered number: 2715851



Assistlight Limited

Annual report and financial statements for the year ended 31 December 2013

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Assistlight Limited

Directors and advisers

Directors

MJ Lane
GV Magee

Secretary and registered office

MJ Lane
3000 Hillswood Business Park
Hillswood Drive
Chertsey
Surrey
KT16 0RS

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Donington Court
Pegasus Business Park
Castle Donington
East Midlands
DE74 2UZ

Assistlight Limited

Directors' report for the year ended 31 December 2013

The directors present their annual report and the audited financial statements of the Company for the year ended 31 December 2013. The Company's registered number is 2715851.

Principal activity

The principal activity of the Company is that of an investment holding company.

Results

During the financial year, and the preceding financial year, the Company did not trade and received no income and incurred no expenditure. Consequently, during these periods the Company made neither a profit nor a loss.

Directors

The directors of the Company during the year and up to the date of signing the financial statements are given below:

MJ Lane
GV Magee

Directors' indemnities

A qualifying third party indemnity provision is in place for the directors of the Company. This covers liability for the actions of directors and officers of the Company and associated costs, including legal costs.

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; and
- 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.

Assistlight Limited

Directors' report for the year ended 31 December 2013 (continued)

Statement of disclosure of information to auditors

The directors confirm that the auditors have been provided with appropriate information and that:

- so far as each director is aware, there is no relevant audit information of which the Company's auditors are unaware.
- each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent auditors

PricewaterhouseCoopers LLP have expressed their willingness to continue in office and a resolution will be submitted to the forthcoming Annual General Meeting that they be re-appointed.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

On behalf of the board



MJ Lane
Director
28 April 2014

Independent auditors' report to the members of Assistlight Limited

Report on the financial statements

Our opinion

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the Company's affairs as at 31 December 2013;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice and
- have been prepared in accordance with the requirements of the Companies Act 2006.

This opinion is to be read in the context of what we say in the remainder of this report.

What we have audited

The financial statements, which are prepared by Assistlight Limited, comprise:

- the balance sheet as at 31 December 2013; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

What an audit of financial statements involves

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

In addition, we read all the financial and non-financial information in the annual report and financial statements (the "annual report") to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on matter prescribed by the Companies Act 2006

In our opinion the information given in the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditors' report to the members of Assistlight Limited (continued)

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies' exemption in preparing the directors' report and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

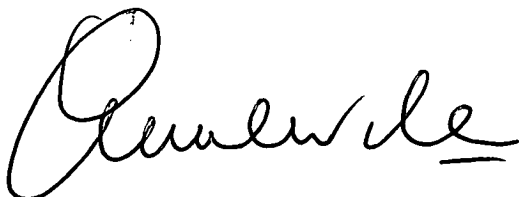
Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the statement of directors' responsibilities set out on page 2 the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and ISAs (UK & Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.



Andrew Mair (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
East Midlands
29 April 2014

Assistlight Limited

Balance sheet as at 31 December 2013

		2013	2012
	Note	£'000	£'000
Fixed assets			
Investments	3	2,685	5,385
		2,685	5,385
Current assets			
Debtors	4	2,745	45
Cash at bank and in hand		-	-
		2,745	45
Creditors: amounts falling due within one year	5	(4,509)	(4,509)
Net current liabilities		(1,764)	(4,464)
Total assets less current liabilities		921	921
Net assets		921	921
Capital and reserves			
Called up share capital	6	1	1
Share premium	7	88	88
Capital redemption reserve	7	-	-
Profit and loss account	7	832	832
Total shareholders' funds	8	921	921

During the financial year, and the preceding financial year, the Company did not trade and received no income and incurred no expenditure. Consequently, during these periods the Company made neither a profit nor a loss. Therefore a separate profit and loss account has not been presented.

The financial statements on pages 6 to 9 were approved by the board of directors on 28 April 2014 and were signed on its behalf by:



MJ Lane
Director

Assistlight Limited

Notes to the financial statements for the year ended 31 December 2013

1 Accounting policies

The principal accounting policies, which have been consistently applied throughout the current and preceding year in the preparation of these financial statements, are set out below.

Basis of preparation

The financial statements have been prepared on a going concern basis, in accordance with applicable accounting standards in the United Kingdom, the Companies Act 2006 and under the historical cost convention. In accordance with FRS18 "Accounting policies" the directors have reviewed the policies and deem them to be the most appropriate for the Company.

The Company has taken advantage of the exemption under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent company, Wellness Foods Limited.

Cash flow statement

Under FRS 1 "Cashflow Statements" (revised 1996) the is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the Company in its own published consolidated financial statements, which includes a statement of consolidated cash flows.

Investments in group undertakings

Investments in group undertakings are stated at cost less any provisions for impairment.

Going concern

The directors have considered the appropriateness of the going concern basis of accounting given the net current liabilities at the year end. The Company has received an undertaking from its parent company, Wellness Foods Limited, that amounts due to group undertakings will not be called for repayment unless the Company has sufficient available funds and therefore concluded that the adoption of the going concern basis of preparation is appropriate.

2 Directors and employees

The Company has no employees (2012: none).

The directors of the Company are employed by an intermediate parent company, Wellness Foods Limited, and are remunerated by that Company in respect of their services to the group as a whole. The directors did not receive any remuneration in respect of their services to the Company (2012: £nil). Their emoluments are disclosed within the financial statements of Wellness Foods Limited.

Assistlight Limited

Notes to the financial statements for the year ended 31 December 2013 (continued)

3 Investments

	Loans to group under- takings	Interests in group under- takings	Total
	£'000	£'000	£'000
At 1 January 2013 and 31 December 2013	2,700	2,685	5,385
Transfer to current assets	(2,700)	-	(2,700)
At 1 January 2013 and 31 December 2013	-	2,685	2,685

Interests in group undertakings

Name of undertaking	Description of shares held	Principal activity	Country of incorporation	Holding by the company
Orchard House Holdings Limited	'A' Ordinary shares of £1 each	Dormant	England and Wales	100%
Orchard House Foods Limited	'A' Ordinary shares of £1 each	Fresh fruit products	England and Wales	100%
Paradise Foods Limited	'A' Ordinary shares of £1 each, ordinary shares of £1 each and £1 cumulative redeemable preference shares	Dormant	England and Wales	100%
Patisserie One Limited	Ordinary share of £1	Dormant	England and Wales	100%
I Am Fresh Limited	'A' Ordinary shares of £1 each	Dormant	England and Wales	100%

4 Debtors

	2013	2012
	£'000	£'000
Amounts owed by group undertakings	2,745	45

Amounts owed by group undertakings are non-interest bearing, unsecured and are payable on demand.

5 Creditors: amounts falling due within one year

	2013	2012
	£'000	£'000
Amounts owed to group undertakings	4,509	4,509

Amounts owed to group undertakings are non-interest bearing, unsecured and are payable on demand.

Assistlight Limited

Notes to the financial statements for the year ended 31 December 2013 (continued)

6 Share capital

	2013	2012
	£'000	£'000
Allotted, called up and fully paid		
1,401 (2012: 1,401) ordinary shares of £1 each	1	1

7 Reserves

	Capital redemption reserve	Share premium account	Profit and loss account
	£'000	£'000	£'000
At 1 January 2013 and 31 December 2013	-	88	832

The capital redemption reserve at 31 December 2013 is £12 (2012: £12).

8 Reconciliation of movements in shareholders' funds

	2013	2012
	£'000	£'000
Result for the financial year	-	-
Opening shareholders' funds	921	921
Closing shareholders' funds	921	921

9 Contingent liabilities

At 31 December 2013, the Company was party to cross guarantees in respect of the bank and related borrowings of other group companies. The amounts outstanding at 31 December 2013 were £125,445,000 (2012: £130,757,000). The directors have reviewed the financial position of the Wellness Foods Limited group and consider that it is unlikely that the contingent liability will crystallise. Consequently these amounts remain unprovided and these financial statements have been prepared on a going concern basis. Further details of the group financing arrangements can be found in the financial statements of Wellness Foods Limited.

10 Parent company and controlling party

The immediate parent undertaking is Wellness Foods Limited, a company incorporated in England & Wales.

Wellness Foods Limited is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of the consolidated financial statements can be obtained from the Company Secretary at 3000 Hillswood Business Park, Hillswood Drive, Chertsey, Surrey, KT16 0RS.

The ultimate parent undertaking is Erbium Capital Partners LP, a limited partnership registered in Jersey which controls the Company at the year end. There is no individual ultimate controlling party.