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ALIVINI (NORTH) LIMITED

FINANCIAL STATEMENTS

For the 18 Month Period ended 31 December 2009

FINANCIAL STATEMENTS

For the 18 month period ended 31 December 2009

Company registration number

2880642

Registered office

Manfield House

2nd Floor

1 Southampton Street

London WC2R 0LR

Directors

A Pirozzi

S D Bridgeman J D N Pires C J Dos Santos G Segatta

Secretary

S D Bridgeman

Auditor

Grant Thornton UK LLP

Registered Auditor Chartered Accountants Grant Thornton House

Melton Street Euston Square London NW1 2EP

ALIVINI (NORTH) LIMITED FINANCIAL STATEMENTS

For the 18 month period ended 31 December 2009

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The directors present their report together with the audited financial statements for the 18 month period ended 31 December 2009

Principal activity

The principal activity of the company in the period under review was that of the sale of wines and provisions

Business review

There was a loss for the period after taxation amounting to £137,994 (2008 loss £169,209) The directors do not recommend the payment of a dividend

Disposal of Edinburgh distribution centre

In October 2009, the company sold its distribution centre in Edinburgh to the existing management team based in Edinburgh. The attached financial statements do not analyse the results from the retained Leeds distribution centre and the disposal of Edinburgh distribution centre as the accounting records of the two locations are not clearly distinguishable. Reported results for future accounting periods will be lower than those shown in the attached financial statements as they will reflect the results of the remaining distribution centre only.

Post balance sheet event

The company experienced a deterioration in its working capital position subsequent to the balance sheet date and entered into a Company Voluntary Arrangement (CVA) on 23 February 2010. The arrangement was supported by 100% of the company's creditors, both in terms of amount and timing of payment. The directors took this course of action when it became evident that the company would not be able to meet its obligations as they fall due. Under the terms of the arrangement, the company reached agreement with its creditors to pay at least 23 pence in the pound on all outstanding balances over a period of five years. The repayment will be affected through 60 monthly instalments of not less than £2,000 per month in months 1 to 12 and not less than £2,600 in months 13 to 60 which will be paid to the independent supervisors of the arrangement.

Directors

The present membership of the Board is set out below. All served on the Board throughout the period

A Pirozzi S D Bridgeman J D N Pires C J Dos Santos G Segatta

Statement of directors' responsibilities

The directors are responsible for preparing 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 elected to prepare financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). The financial statements are required by law to 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 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 adequate accounting records that 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.

In so far as the directors are aware

- there is no relevant audit information of which the company'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

ALIVINI (NORTH) LIMITED REPORT OF THE DIRECTORS

Auditor

Grant Thornton UK LLP, having expressed their willingness to continue in office, will be deemed reappointed for the next financial year in accordance with Section 487(2) of the Companies Act 2006 unless the company receives notice under Section 488(1) of the Act

Small company exemptions

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

BY ORDER OF THE BOARD

S Bridgeman Secretary

8 October 2010



INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ALIVINI (NORTH) LIMITED

We have audited the financial statements of Alivini (North) Limited for the 18 month period ended 31 December 2009 which comprise the principal accounting policies, the profit and loss account, the balance sheet and related notes. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (Effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 the directors and auditor

As explained note fully in the Directors' Responsibilities Statement 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 the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's). Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www frc org uk/apb/scope/UKNP

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2009 and of its loss for the period then ended,
- 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

Opinion on other 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 AUDITOR'S REPORT TO THE MEMBERS OF ALIVINI (NORTH) LIMITED (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- 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, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or

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• the directors were not entitled to prepare the financial statements and the directors' report in accordance with the small companies regime

Emphasis of Matter- Going Concern

In forming our opinion, which is not qualified, we have considered the adequacy of the disclosures made in the Principal Accounting Policies to the financial statements under the heading "Going concern" concerning the company's ability to continue as a going concern. The consolidated financial statements of the group, whose parent undertaking is Franciacorta Limited, of which the company is a subsidiary, incurred a net loss of £1,255,442 during the 18 month period ended 31 December 2009 and, at that date, the consolidated balance sheet of Franciacorta Limited showed that the group's total liabilities exceeded its total assets by £2,224,800. These conditions, along with the other matters explained in the Principal Accounting Policies to the financial statements under the heading "Going concern", indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

Harold Charles Wilson Senior Statutory Auditor

for and on behalf of Grant Thornton UK LLP Statutory Auditor Chartered Accountants

London

8 October 2010

Basis of Preparation

The financial statements have been prepared under the historical cost convention and in accordance with United Kingdom applicable accounting standards, modified to include the revaluation of financial instruments, and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008)

The principal accounting policies of the company have remained unchanged from the previous year and are set out below

Going concern

The financial statements have been prepared under the going concern basis, which is dependent on the continuing financial and operational support of the parent company, Franciacorta Limited Franciacorta Limited has indicated its intention to continue to provide such support for a period of not less than twelve months from the date of signing of the financial statements. The consolidated financial statements of Franciacorta Limited show that the group incurred a consolidated loss on ordinary activities after taxation during the 18 month period ended 31 December 2009 of £1,255,442 which has resulted in Franciacorta Limited's balance sheet showing consolidated net liabilities of £2,224,800 at that date. The audit report of Franciacorta Limited includes an Emphasis of Matter indicating the existence of a material uncertainty which may cast significant doubt about the group and Franciacorta Limited's ability to continue as a going concern Based on internal budgets, Franciacorta Limited expects to be able to provide continuing financial and operational support to the company, should it be required. On this basis, the directors consider it appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments which would result from a withdrawal of such support

Turnover

Turnover represents net invoiced value of goods, excluding value added tax. Turnover arose wholly in the United Kingdom. Turnover arises from the company's principal activity, which is that of the sale of wines and provisions. Turnover is recognised at the point of sale which is when the goods are supplied to the customer.

Tangible Fixed Assets and Depreciation

Depreciation is calculated to write down the cost less estimated residual value of all tangible fixed assets other than freehold land by equal annual instalments over their expected useful lives. The rates generally applicable are

Short leasehold straight line over the life of the lease

Plant and machinery 20% straight line Motor vehicles 25% straight line Furniture and equipment 25% straight line

Stocks

Stocks are stated at the lower of cost and net realisable value, after making allowance for obsolete and slow moving items

Deferred taxation

Deferred tax is recognised on all timing differences where the transactions or events that give the group an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred by the balance sheet date. Deferred tax assets are recognised when it is more likely than not that they will be recovered. Deferred tax is measured using rates of tax that have been enacted or substantively enacted by the balance sheet date.

Foreign currency

Transactions in foreign currencies are translated at the exchange rate ruling at the date of the transaction Monetary assets and liabilities in foreign currencies are translated at the rates of exchange ruling at the balance sheet date. Any gain or loss arising from a change in exchange rates subsequent to the date of the transaction is included as an exchange gain or loss in the profit and loss account

Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet. Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is the shorter. The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability.

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease

Financial instruments

Financial liability and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities. Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity

Cash flow statement

Exception has been taken from preparing a cash flow statement on the grounds that a cash flow statement is included in the financial statements of the parent company, Franciacorta Limited

For the 18 month period ended 31 December 2009

	Note	18 month period ended 31 December 2009	Year ended 30 June 2008 £
Turnover		8,601,540	6,469,606
Cost of sales		6,666,807	5,319,097
Gross profit		1,934,733	1,150,509
Administrative expenses		2,058,283	1,332,363
		(123,550)	(181,854)
Other operating income		151	15,000
Operating loss	1	(123,399)	(166,854)
Interest payable and similar charges	2	14,595	8,605
Loss on ordinary activities before taxation	1	(137,994)	(175,459)
Tax on loss on ordinary activities	4		(6,250)
Loss on ordinary activities after taxation	14	(137,994)	(169,209)

All transactions arise from continuing operations

The accompanying accounting policies and notes form an integral part of these financial statements

Fixed assets	Note	At 31 December 2009 £	At 30 June 2008 £
Tangible assets	5	142,353	117,715
Current assets Stocks Debtors Cash at bank and in hand	6 7	136,194 875,705 3,037 1,014,936	612,689 1,347,409 8,326 1,968,424
Creditors: amounts falling due within one year	8	1,770,735	2,575,690
Net current habilities		(755,799)	(607,266)
Total assets less current liabilities		(613,446)	(489,551)
Creditors: amounts falling due after more than one year	9	43,516 (656,962)	29,417 (518,968)
Capital and reserves Called up share capital Profit and loss account Shareholders' funds	12 13 14	751 (657,713) (656,962)	751 (519,719) (518,968)

These financial statements have been prepared in accordance with the special provisions for small companies under Part 15 of the Companies Act 2006 and with the Financial Reporting Standards for Smaller Entities (effective April 2008)

The financial statements were approved by the Board of Directors on 8 October 2010

S Bridgeman Director

Company registration no 2880642

The accompanying accounting policies and notes form an integral part of these financial statements

ALIVINI (NORTH) LIMITED NOTES TO THE FINANCIAL STATEMENTS

For the 18 month period ended 31 December 2009

1 **Operating loss**

2

The loss on ordinary activities before taxation is stated after		
,,	18 month	Year
	period	ended
	ended 31	30
	December	June
	2009	2008
	£	£
Auditor' remuneration		
- Audit services	5,800	4,500
Depreciation		
- Tangible fixed assets owned	29,645	5,928
- Tangible fixed assets owned - Tangible fixed assets held under finance leases and hire purchase contracts	78,349	57,085
- Tanglore fixed assets field dilder tillance leases and file purchase contracts	70,349	37,003
Hire of plant and machinery under operating leases	-	667
Other operating leases - land and buildings	128,955	66,251
Other operating leases - plant and machinery	9,452	9,967
(Loss)/profit on disposal of fixed assets	2,562	(4,075)
Interest payable and similar charges		
	18 month	Year
	period	ended
	ended 31	30
	December	June
	2009	2008
	£	£
Hire purchase interest	13,782	8,605
Other interest	813	
	14,595	8,605

NOTES TO THE FINANCIAL STATEMENTS

For the 18 month period ended 31 December 2009

3 Directors and employees

Staff costs during the period were as follows		
•	18 month	Year
	period	ended
	ended 31	30
	December	June
	2009	2008
	£	£
Wages and salaries	912,895	697,351
Social security costs	91,699	68,560
·	1,004,594	765,911

The average number of employees of the company during the period was

	18 month period ended 31 December 2009 Number	Year ended 30 June 2008 Number
Sales and distribution Administration excluding directors	24 6 30	25 7 32

The directors do not take compensation for their roles as directors of the company as they are remunerated by other group companies

4 Tax on profit on ordinary activities

The tax charge is based on the profit for the period and represents

	18 month period ended 31	Year ended 30
	December	June
	2009	2008
	£	£
Current tax:		
United Kingdom corporation tax at 28% (2008 19 25%)		(6,250)
Total current tax charge/(credit)	-	(6,250)

For the 18 month period ended 31 December 2009

5 **Tangible fixed assets**

	Short Leasehold £	Plant and machinery £	Motor vehicles £	Furniture and equipment	Total £
Cost	10.176	41 102	460 704	0.000	E22 07E
At 1 July 2008	19,176	41,193	462,784	8,922	532,075
Additions	4,656	147,855	-	-	152,511
Disposals	-	(39,321)	(194,154)	(7,121)	(240,596)
At 31 December 2009	23,832	149,727	268,630	1,801	443,990
Depreciation					
At 1 July 2008	19,176	35,395	353,703	6,086	414,360
Provided in the period	,	38,056	68,303	1,635	107,994
Disposals	-	(37,797)	(176,999)	(5,921)	(220,717)
At 31 December 2009	19,176	35,654	245,007	1,800	301,637
Net book amount at 31 December 2009	4,656	114,073	23,623	1	142,353
Net book amount at 30 June 2008	<u></u>	5,798	109,081	2,836	117,715

Fixed assets, included in the above, which are held under hire purchase contracts are as follows

	Plant and machinery £	Motor vehicles £	Total £
Cost	۶	2	~
At 1 July 2008	-	187,724	187,724
Additions	73,928	-	73,928
Disposals	-	(75,779)	(75,779)
Transfer to ownership	<u> </u>	(79,597)	(79,597)
At 31 December 2009	73,928	32,348	106,276
Depreciation			
At 1 July 2008	-	86,833	86,833
Charge for year	17,250	61,099	78,349
Eliminated on disposal	-	(58,630)	(58,630)
Transfer to ownership		(72,458)	(72,458)
At 31 December 2009	17,250	16,844	34,094
Net book value			
At 31 December 2009	56,678	15,504	72,182
At 30 June 2008	-	100,891	100,891

NOTES TO THE FINANCIAL STATEMENTS

For the 18 month period ended 31 December 2009

6 Stocks

7

	At 31 December 2009 £	At 30 June 2008 £
Finished goods	136,194	612,689
Debtors	A+ 21	A+ 30

At 31 At 30 December June 2008 2009 £ £ 857,794 1,307,958 Trade debtors 6,250 Corporation tax recoverable Prepayments and accrued income 17,911 33,201 875,705 1,347,409

Trade debtors include an amount of £857,794 (2008 £1,307,958) which provide security in respect of an invoice discount facility

8 Creditors: amounts falling due within one year

I.	At 31 December 2009 £	At 30 June 2008 £
Trade creditors	44,010	29,048
Amounts owed to group undertakings	1,108,032	1,488,233
Corporation tax	-	6,250
Other taxation and social security	69,779	132,557
Accruals and deferred income	26,600	47,592
Invoice discount facility (see note 10)	496,471	823,596
Hire purchase contracts (see note 11)	25,843	41,639
Other creditors	-	6,775
=	1,770,735	2,575,690

For the 18 month period ended 31 December 2009

Creditors: amounts falling due within one year (continued)

The invoice discounting borrowings are secured by a cross company guarantee and debenture. The coguarantors are the parent company, Franciacorta Limited, and fellow subsidiaries of Franciacorta Limited.

The invoice discounting borrowings were also secured by the personal guarantees of the directors, further details of which are provided in note 17 to these financial statements

9 Creditors: amounts falling due after more than one year

	At 31 December 2009 £	At 30 June 2008 £
Hire purchase contracts (see note 11)	43,516	29,417
Loans		
An analysis of the maturity of loans is given below	At 31 December 2009	At 30 June 2008

11 Obligations under hire purchase contracts and leases

Amounts falling due within one year or on demand

Borrowings are repayable as follows

Invoice discount facility

10

	Hire purchase	Hire purchase contracts	
	At 31	At 30	
	December	June	
	2009	2008	
	£	£	
Gross obligations repayable			
Within one year	32,791	46,753	
Between one and five years	59,252	33,066	
	92,043	79,819	

£

823,596

496,471

Obligations under hire purchase contracts and leases (continued)

	At 31 December 2009 £	At 30 June 2008 £
Finance charges repayable	~	~
Within one year	6,948	5,114
Between one and five years	15,736	3,649
	22,684	8,763
	At 31	At 30
	December	June
	2009	2008
NY . 11	£	£
Net obligations repayable	25,843	41,639
Within one year Between one and five years	43,516	29,417
Detween one and nive years	69,359	71,056

The following operating lease payments are committed to be paid within one year

	At 31 December 2009 Other		At 30 June 2008 Other	
	Land and buildings £	operating leases £	Land and buildings f	operating leases £
Expiring In one year or less	£ -	-	16,365	-
Between one and five years In five years or more	25,000	9,450 -	33,075	7,124 -
·	25,000	9,450	49,440	7,124

Share capital

	At 31 December 2009	At 30 June 2008
Authorised 1,000 ordinary shares of £1 each	£ 	£ 1,000
Allotted, called up and fully paid 751 ordinary shares of $£1$ each	751	751

NOTES TO THE FINANCIAL STATEMENTS

For the 18 month period ended 31 December 2009

13 Reserves

	Profit and loss
	account
	£
At 1 July 2008	(519,719)
Loss for the period	(137,994)
At 31 December 2009	(657,713)

14 Reconciliation of movements in shareholders' funds

	18 month	Year
	period	ended
	ended 31	30
	December	June
	2009	2008
	£	£
Loss for the financial period	(137,994)	(169,209)
Shareholders' funds at 1 July 2008	(518,968)	(349,759)
Shareholders' funds at 31 December 2009	(656,962)	(518,968)

15 Capital commitments

The company had no capital commitments at 31 December 2009 or 30 June 2008

16 Contingent liabilities

The company has provided a cross guarantee in respect of invoice discount facility granted to other subsidiary companies of the parent company, Franciacorta Limited

NOTES TO THE FINANCIAL STATEMENTS

For the 18 month period ended 31 December 2009

17 Transactions with related parties

As a wholly-owned subsidiary of Franciacorta Limited, the company is exempt from the requirements of FRS 8 to disclose transactions with other members of the group headed by Franciacorta Limited on the grounds that accounts are publicly available from the Registered Office

As disclosed in note 8 to the financial statements, the invoice discount facility is secured by the personal guarantees of the directors of the company A Pirozzi has provided a guarantee limited to £250,000 and S Bridgeman, G Segatta, C Dos Santos and J Pires have provided guarantees limited to £50,000 each

18 Ultimate parent company

The company's ultimate parent undertaking is Franciacorta Limited, a company incorporated in England and Wales. The largest and smallest group of undertakings for which group accounts have been drawn up, including the company, is that headed by Franciacorta Limited. Copies of the accounts of the parent company can be obtained from Munslows, 2nd Floor Manfiled House, 1 Southampton Street, London, WC2R 0LR. The company is ultimately controlled by the directors of the parent company who are the same individuals as the directors of this company.

19 Post balance sheet event

On 23 February 2010 the company entered into a Company Voluntary Arrangement (CVA) which was supported by 100% of all external creditors. Under the terms of the arrangement, the company reached agreement with its creditors to pay at least 23 pence in the pound on all outstanding balances over a period of five years. The repayment will be affected through 60 monthly instalments of not less than £2,000 per month in months 1 to 12 and not less than £2,600 in months 13 to 60 which will be paid to the independent supervisors of the arrangement