

REPORT AND FINANCIAL STATEMENTS 2007



Directors

Eric F G Herd William McCreadie Peter D Dicken David A Roberts Gerard C Savage

Secretary

Susan J Crombie

Registered Office

7 Greens Road Blairlinn Cumbernauld G67 2TU

Auditors

KPMG LLP

191 West George Street

Glasgow G2 2LJ

Bankers

The Royal Bank of Scotland plc 100 West George Street

Glasgow G2 1PP

DIRECTORS' REPORT

The directors submit their report and the financial statements of the Company for the year ended 31 December 2007. The comparative period is for the year ended 31 December 2006.

Principal Activity and Business Review

The principal activity of the Company is the retail distribution of frozen foods

The profit for the period after taxation amounted to £4,903,000 (2006 £1,789,000) The operating profit was £6,242,000 compared to £1,549,000

The principal risks and uncertainties affecting the business include the following

- Competitive risk Trading conditions have been and are expected to remain competitive
- Energy costs The Company consumes significant levels of electricity supplies Rising costs have had a significant effect, however, the Company places great importance on energy efficiencies, both through energy "save it" campaigns and through the introduction of more energy efficient technologies
- Fuel costs Diesel is a significant cost element of the Company's activities and the Company, through its distribution contractor, actively manages the purchasing process and carefully monitors efficient consumption

Key areas of development and performance of the business include

- Sales and Marketing The Company continues to promote the benefits of frozen foods
- Health and Safety The Company continues to ensure that a safe and healthy environment for both employees and customers is maintained and improved
- Environment The Company continues to review and improve its environmental performances
 Company complies with environmental regulations, including the producer responsibility (packaging waste)
 obligations where they are registered directly with the Scottish Environmental Protection Agency
 continue to promote the re use and re cycling of packaging materials, including plastic carrier bags

Financial Performance Indicators

Turnover at £369,437,000 is £30,841,000 lower than the 2006 figure

The Company invested £9,492,000 in freehold property (2006 £5,932,000)

Total borrowings at the year end amounted to £24,070,000 (2006 £17,659,000)

Total net cash outflow for the year was £1,380,000 with operating activities generating a net cash inflow of £7,807,000

The average weekly number of employees during the year was 2,964, which was similar to the 2006 level

Dividend

The directors recommended no dividend for the year (2006 - nil)

Directors

The directors at the end of the financial year were as follows

Eric F G Herd William McCreadie Peter D Dicken David A Roberts Gerard C Savage

In accordance with the Company's Articles of Association the directors are not subject to retirement by rotation

Management Board

The Management Board formed in January 2001 continues to play an important part in the running of the Company under the direction of the Main Board The Management Board currently comprises the five Main Board directors, together with Alan Henderson (Buying and Marketing Director) and Alexander Birnie (Admin Director)

Employees

It is the policy of the Company to develop all members of staff. The Company has a well established policy of filling vacancies from within the workforce, and many opportunities for internal promotion are created

The Company is committed to the principles of equal opportunities in employment and opposes all forms of discrimination on the grounds of race, age, nationality, religion, ethnic origin, gender, marital status or sexual orientation

The Company's policy is that, where it is reasonable and practicable, all employees including disabled persons are treated in the same way in matters relating to employment, training, career development and promotion

Where existing employees become disabled, it is the Company's policy wherever practicable to provide continuing employment under normal terms and conditions and to provide training, career development and promotion wherever appropriate

The Company provides a comprehensive vocational training programme for all its retail staff, creating the opportunity for employees to maintain and improve their performance and to develop their potential, enabling them to make a positive contribution to the Company and to be suitable candidates for career opportunities as they emerge

Disclosure of Information to Auditors

The directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

Auditors

KPMG LLP have expressed their willingness to continue as auditors to the Company

By order of the Board

Susan Crombie Secretary

7 May 2008

Greens Road Blairlinn Cumbernauld G67 2TU STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK 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 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 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 group and the parent Company 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 Company and enable them to ensure that its financial statements comply with the Companies Act 1985 They have a 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 FARMFOODS LIMITED

We have audited the financial statements of Farmfoods Limited for the year ended 31 December 2007 which comprise the Profit and Loss Account, the Balance Sheet, the Cash Flow Statement and the related notes These financial statements have been prepared under the accounting policies set out therein

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' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 4

Our responsibility is to audit the financial statements 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 financial statements 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 financial statements

In addition, we report to you if, in our opinion, 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 other transactions is not disclosed

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements 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 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, in accordance with UK Generally Accepted Accounting Practice, of the state of the Company's affairs as at 31 December 2007 and of its profit for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements

KPMG LLP

191 West George Street

Chartered Accountants

Glasgow

Registered Auditor

G2 2LJ

7 May 2008

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2007

	Note	<u>2007</u> £000	2006 £000
Sales		383,081	415,248
Value Added Tax		(13,644)	(14,970)
Turnover		369,437	400,278
Cost of sales		(363,081)	(395,039)
Gross profit		6,356	5,239
Administration expenses		(4,299)	(4,286)
Other operating income		4,185	596
Operating profit	5	6,242	1,549
Gain on disposal of fixed assets		42	2,217
Profit on ordinary activities before interest		6,284	3,766
Net interest payable	6	(1,265)	(1,558)
Profit on ordinary activities before taxation		5,019	2,208
Tax on profit on ordinary activities	7	(116)	(419)
Profit for the financial year	16	4,903	1,789

There are no recognised gains or losses other than the profit for the year

No operations were acquired or discontinued during the year

BALANCE SHEET AS AT 31 DECEMBER 2007

	Note	£000		<u>2006</u> £000
Fixed assets				
Tangible assets	8		66,162	58,550
Current assets				
Stocks	9	28,237		31,084
Debtors	10	7,256		6,182
Cash at bank and in hand		4,935		6,315
Creditors: amounts falling due within			40,428	43,581
one year	11		(40,517)	(43,601)
Net current habilities			(89)	(20)
Total assets less current liabilities			66,073	58,530
Creditors: amounts falling due after more than one year	12		(24,762)	(21,874)
Provision for liabilities and charges	13		(3,667)	(3,915)
Net assets			37,644	32,741
Capital and reserves				
Called up share capital	15		1,135	1,135
Capital redemption reserve	16		385	385
Share premium	16		121	121
Profit and loss account	16		36,003	31,100
Equity Shareholders' funds			37,644	32,741

These financial statements were approved by the board of directors on 7 May 2008 and were signed on its behalf by

Éric F G Herd

Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2007

	Note	<u>2007</u> £000	<u>2006</u> £000
Net cash inflow from operating activities	19(11)	7,807	9,560
Returns on investment & servicing of finance	19(m)	(1,275)	(1,612)
Taxation		(564)	(86)
Capital expenditure	19(111)	(12,379)	3,966
Financing	19(111)	5,031	(3,334)
(Decrease)/increase in cash		(1,380)	8,494

NOTES TO THE ACCOUNTS

1. Accounting Policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements

Basis of Preparation

The financial statements have been prepared in accordance with the historical cost convention and applicable Accounting Standards

Depreciation

Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost of each asset to its estimated residual value evenly over its expected useful economic life as follows

Freehold property	30 50 years
Leasehold property	Period of Lease
Plant and equipment	3 15 years
Motor vehicles	3 5 years

Stocks

Stocks are stated at the lower of cost and net realisable value

Cost is calculated by reference to invoiced cost

Taxation

Deferred tax is recognised without discounting in respect of all timing differences between the treatment of certain items for taxation and accounts purposes which have arisen but have not reversed by the balance sheet date, except as otherwise required by FRS 19

Leases and Hire Purchase Contracts

Rentals paid under operating leases are charged to income on a straight line basis over the term of the lease

Assets acquired under hire purchase and lease finance contracts are included in fixed assets, and the capital element of the contracts is included in creditors. Repayments are allocated between capital and interest and the interest is charged to the income statement on a reducing balance basis.

NOTES TO THE ACCOUNTS

Pensions

The Company operates defined contribution pension schemes All contributions are now made to a Group Personal Pension Plan and are charged to profit as they become payable

Turnover

Turnover represents all sales stated net of value added tax All turnover is attributable to retail sales

2. Staff Costs

	<u>2007</u>	<u> 2006</u>
	000£	£000
Wages and salaries	25,299	26,563
Social security costs	1,772	1,856
Other pension costs	481	439
	27,552	28,858

The average weekly number of employees during the year was made up as follows

	No.	No.
Retail	2,899	2,907
Administration	65_	62_
	2,964	2,969

3. <u>Directors' Remuneration</u>

	<u>2007</u> £000	2006 £000
Directors' emoluments	<u>1,858</u>	1,591
Company contributions to defined contribution pension schemes	162	145
Number of directors for whom benefits have accrued under a defined contribution pension scheme	4	4
Emoluments of the highest paid director	<u>685</u>	<u>875</u>
Company contributions to a defined contribution pension scheme on behalf of the highest paid director	46	

NOTES TO THE ACCOUNTS

4 Pension Costs

The Company contributes to a Group Personal Pension Plan which is a defined contribution scheme The pension cost charge represents contributions paid by the Company to this scheme and amounted to £481,000 (2006 £439,000) The amount accrued at the end of the year was £28,521 (2006 £28,421)

The Company previously operated a defined contribution pension scheme. The assets of this scheme are held separately from those of the Company in independently administered funds. A small number of members have contracted out of the State Earnings Related Pension Scheme on a guaranteed minimum pension (GMP) basis. Members' benefits under this scheme have been fully secured and full provision for the expected cost of the wind up has been made.

5. Operating Profit

	<u>2007</u> £000	<u>2006</u> £000
This is stated after charging/(crediting)		
Auditors' remuneration audit services	49	47
other services relating to taxation	32	31
Depreciation	5,437	5,510
Operating lease rentals property	13,822	13,376
Rents receivable	(323)	(408)

Other Operating Income is the net surplus from the early termination of three (2006 - two) property leases

6 Interest

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NOTES TO THE ACCOUNTS

7. Tax Charge on Profit on Ordinary Activities

Analysis of tax charge in the year

	<u>2007</u> £000	<u>2006</u> £000
Current corporation tax	2000	2000
UK corporation tax on profits for the year	584	430
Adjustments in respect of prior years	(220)	104
Total current corporation tax	364	534
Deferred tax		
Origination of timing differences	(78)	(100)
Adjustments in respect of prior years	33	(15)
Impact of changes in tax rates and laws	(203)	
Total deferred tax	(248)	(115)
Tax on profit on ordinary activities	116	419

Factors affecting the tax charge for the current year

The current tax charge for the year is lower (2006 lower) than the standard rate of corporation tax in the UK (30%, 2006 $\,$ 30%) The differences are explained below

	2007 £000	2006 £000
Current tax reconciliation		
Profit on ordinary activities before tax	5,019	2,208
Current tax at 30%	1,506	662
Effects of		
Depreciation on assets not qualifying for capital allowances	395	356
Expenses not deductible for tax purposes	13	16
Deferred tax charge for the current year	91	100
Adjustments to the tax charge in respect of prior years	(220)	104
Rollover relief on disposal of asset not subject to tax	(1,420)	(704)
Others	(1)	
	364	534

NOTES TO THE ACCOUNTS

8. Tangible Fixed Assets

	Freehold Property £000	Leasehold Property £000	Plant and Equipment £000	Motor Vehicles £000	Total £000
Cost					
At 31 December 2006	24,856	19,909	52,939	946	98,650
Additions	9,492	955	3,927	275	14,649
Disposals	(1,226)	(724)	(3,295)	(353)	(5,598)
Transfers	63	(63)	,	, ,	. , ,
At 31 December 2007	33,185	20,077	53,571	868	107,701
Depreciation					
At 31 December 2006	2,074	8,307	29,221	498	40,100
Charge for year	329	986	3,917	205	5,437
Disposals	(399)	(544)	(2,749)	(306)	(3,998)
Transfers	9	(9)	,		` , ,
At 31 December 2007	2,013	8,740	30,389	397	41,539
Net book value					
At 31 December 2007	31,172	11,337	23,182	<u>471</u>	66,162
At 31 December 2006	22,782	11,602	23,718	448	58,550

The net book value of leasehold properties comprises

	<u>2007</u> £000	<u>2006</u> £000
Long leasehold	1,610	1,323
Short leasehold	9,727	10,279
	11,337	11,602

The net book values of freehold retail property included in freehold property at 31 December 2007 amounted to £24,274,000 (2006 £14,882,000)

Included in freehold property is land amounting to £12,951,000 (2006 $\pm 9,998,000$) which is not depreciated

The net book value of plant and equipment includes £1,940,000 (2006 - £594,000) in respect of assets held under finance leases and hire purchase contracts Depreciation charged in the year on these assets amounted to £149,000 (2006 - nil)

9. Stocks

	<u>2007</u> £000	<u>2006</u> £000
Goods for resale	27,681	30,171
Consumables	556	913
	28,237	31,084

NOTES TO THE ACCOUNTS

10.	Debtors

	<u>2007</u> £000	2006 £000
Trade debtors	2,180	1,094
Other debtors	513	736
Corporation tax	95	
Prepayments & accrued income	4,468	4,352
	7,256	6,182

11 Creditors: Amounts falling due within one year

	<u>2007</u> £000	2006 £000
Trade creditors	30,974	37,189
Obligations under finance lease and hire purchase contracts	378	100
Bank loans	3,865	2,000
Corporation tax		105
Other taxes and social security costs	479	453
Accruals & deferred income	4,821	3,754_
	40,517	43,601

12. Creditors: Amounts falling due after one year

Bank loans	2007 £000 23,410	2006 £000 21,401
Obligations under finance lease and hire purchase contracts	1,352	473
congations under imanee lease and line parenase contracts	24,762	21,874
The maturity of the above amounts is as follows		
	<u>2007</u> £000	<u>2006</u> £000
1 year	4,243	2,100
1 2 years	3,483	2,240
2 5 years	6,240	19,634
>5 years	15,039	
	29,005	23,974
Less amount in current liabilities	(4,243)	(2,100)
	24,762	21,874

Bank borrowings are secured by a floating charge over the assets of the Company and by fixed charges over freehold properties and are fully repayable within fifteen years (2005 – four years) These loans bear interest at normal commercial rates and are repayable in equal instalments over the life of the loans

13. Provision for Liabilities and Charges

	<u>2007</u> £000	<u>2006</u> £000
Deferred tax	3,667	3,915_

NOTES TO THE ACCOUNTS

14. <u>Deferred Tax</u>

Deferred taxation provided in the accounts and the amounts not provided are as follows

	<u>2007</u> £000	2006 £000
Provided		
Accelerated Capital Allowances	3,667	3,915
Not Provided		
Capital Gains held over	3,650	2,508
Movements on deferred tax provision during the year were as follows		
At beginning of year	3,915	4,030
Impact of changes in tax rates and laws	(203)	,
Credit for the year (Note 7)	(45)	(115)
	3,667	3,915

15. Called up Share Capital

	Authorised		Allotted, Ca and Fully	
	<u>2007</u> £000	<u>2006</u> £000	2007 £000	2006 £000
Ordinary shares of £1 each	2,000	2,000	1,135	1,135

16 <u>Reserves</u>

The movement is analysed below	Share Premtum Account £000	Capital Redemption Reserve £000	Profit and Loss Account £000
At 31 December 2006	121	385	31,100
Retained profit for year At 31 December 2007	121	385	<u>4,903</u> <u>36,003</u>

NOTES TO THE ACCOUNTS

17 Reconciliation of Movement in Shareholders' Funds

	<u>2007</u> £000	2006 £000
Profit for the financial year	4,903	1,789
Opening shareholders' funds	32,741	30,952
Closing shareholders' funds	37,644	32,741

18. Commitments under Operating Lease Agreements

Annual commitments under non cancellable operating leases are as follows

	Land & Buildings	
	<u>2007</u> £000	<u>2006</u> £000
Operating leases which expire within one year	429	347
within two to five years	2,804	2,808
in over five years	10,108	9,895
·	13,341	13,050

19 <u>Cash Flow Statement</u>

(1) Reconciliation of net cash flow to movement in net debt

	<u>2007</u>	<u> 2006</u>	
	000£	£000	
(Decrease)/increase in cash in the year	(1,380)	8,494	
Cash (inflow)/outflow from increase/decrease in debt	(5,031)	3,334	
Change in net debt	(6,411)	11,828	
Net debt at 31 December 2006	(17,659)	(29,487)	
Net debt at 31 December 2007	(24,070)	(17,659)	

NOTES TO THE ACCOUNTS

(ii) Reconciliation of operating profit to net cash	inflow from operatin	g activities	
		<u>2007</u> £000	<u>2006</u> £000
Operating profit		6,242	1,549
Depreciation		5,437	5,510
Decrease in stocks		2,847	1,260
Increase in debtors		(959)	(667)
(Increase)/decrease in creditors		(5,760)	1,908
Net cash inflow from operating activities		7,807	9,560
(III) Gross Cash Flows			
		2007 £000	<u>2006</u> £000
Returns on investment & servicing of finance		2000	2000
Interest received		28	10
Interest paid		(1,303)	(1,622)
Capital expenditure		(1,275)_	(1,612)
Capital expenditure			
Payments to acquire tangible fixed assets		(14,022)	(9,497)
Receipts from sale of tangible fixed assets		1,643	13,463
		(12.370)	3,966
Financing		(12,379)	3,900
New bank loans		24,316	
Repayment of bank loans		(20,442)	(3,907)
Finance lease		1,157	573
Net cash outflow from financing		5,031	(3,334)
(iv) Analysis of changes in net debt			
	At	Cash	At
	31 12 06	Flows	31.12.07
	£000	£000	£000
Cash at bank and in hand	6,315	(1,380)	4,935
Debt due within 1 year	(2,100)	(2,143)	(4,243)
Debt due after 1 year	(21,874)	(2,888)	$\frac{(24,762)}{24,070}$
Total	(17,659)	(6,411)	44,U/U

NOTES TO THE ACCOUNTS

20. Related Party Transactions

Total rents and related service charges payable to GSC Properties Ltd in the year were £429,000 (2006 £474,000) and the net balance outstanding at 31 December 2007 due by the Company to GSC Properties was £154,000 (2006 – £154,000) Eric F G Herd has a controlling interest in GSC Properties Ltd

Distribution services were provided by Link Logistics Limited and its subsidiary, Link Logistics (Scotland) Limited Net expenditure amounted to £18,175,000 (2006 £18,963,000) and the net balance outstanding at 31 December 2007 due by the Company to Link Logistics was £1,252,000 (2006 £1,462,000) At 31 December 2007 Eric F G Herd held a majority interest in Link Logistics Limited

The above transactions were at market value

Eric F G Herd is the controlling party of the Company by way of his majority shareholding

21 Capital Commitments

	<u>2007</u> £000	2006 £000
Contracted for, not provided		1,105