

**BOOKER FITCH FOOD SERVICES LIMITED**

**Company No. 239718**

**REPORT AND FINANCIAL STATEMENTS**

**FOR THE PERIOD 29TH DECEMBER 1991**

**TO 26TH DECEMBER 1992**



**BOOKER FITCH FOOD SERVICES LIMITED**

**DIRECTORS' REPORT**

The Directors present their annual report and the audited accounts for the period 29th December 1991 to 26th December 1992. ("the period").

**1) BUSINESS REVIEW**

The principal activity of the company throughout the period was the national sale and distribution of food and non-food products to the catering trade. None of the company's subsidiary companies traded in the period.

**2) TRADING RESULTS**

The loss before taxation was £3,809,522 and after tax was £2,012,522. This was transferred to reserves. No dividend is recommended. An improvement in the trading of the company in the subsequent period is expected.

**3) FIXED ASSETS**

Changes in fixed assets are shown in notes 9 and 10 in the Financial Statements.

**4) HOLDING COMPANY**

The company's ultimate holding company is Booker plc.

**5) DIRECTORS**

The Directors of the company during the period were:

F J Barnes	(appointed 13th November 1992)
I J Bell	(resigned 1st January 1992)
A J R Black	(resigned 26th December 1992)
M J Camp	(appointed 4th May 1992)
D I Claxton	
J Finney	
J M Flexen	(resigned 1st January 1992)
M B C Ford	(resigned 26th December 1992)
N J Grogan	(resigned 4th May 1992)
N E Holt	(resigned 1st May 1992)
A J Moss	(resigned 13th November 1992)
A H Noble	
S N Noble	(resigned 31st July 1992)
C W Pearce	
B J Skipper (Chairman)	
A M Turner	

Since the balance sheet date D I Claxton and A M Turner resigned as Directors on 22nd January 1993 and 11th February 1993 respectively. On 11th February 1993 A E G Jones was appointed a Director.

# BOOKER FITCH FOOD SERVICES LIMITED

## DIRECTORS' REPORT

(Continued)

### 6) DIRECTORS' INTERESTS

B J Skipper is a director of the ultimate holding company and details of his interests appear in the annual report of that company.

The interests of the other Directors holding office on 26th December 1992 in the share capital of Booker plc were as follows:

	ORDINARY SHARES		OPTIONS TO PURCHASE ORDINARY SHARES	
	26.12.92	28.12.91 Or Date Of Appointment	26.12.92	28.12.91 Or Date Of Appointment
F J Barnes	Nil	Nil	11,279	9,953
M J Camp	Nil	Nil	20,630	20,630
D I Maxton	Nil	Nil	34,743	24,743
J Finney	Nil	Nil	8,259	395
A H Noble	11,117	11,786	109,340	108,635
C W Pearce	2,541	Nil	29,542	23,114
A M Turner	515	498	42,087	35,087

**BOOKER FITCH FOOD SERVICES LIMITED**

**DIRECTORS' REPORT**  
(Continued)

**7) EMPLOYMENT OF DISABLED PERSONS**

It is the company's policy to give full and fair consideration to applications for employment by disabled persons, having regard to their particular experience, aptitudes and abilities and mindful that the willingness and conscientiousness of many disabled persons goes far to counter-balance their disability. It is also the company's policy, where appropriate, to train and develop the careers of and promote disabled employees.

If employees become disabled while they are in the company's employment, it is the company's policy to continue to employ them where practical or, if necessary and feasible, to rehabilitate them in appropriate alternative employment.

**8) EMPLOYEE COMMUNICATIONS**

With over 2,200 full-time equivalent staff working in 19 units throughout the UK, the company has a particular need to ensure that effective communication to its staff exists in order that they are aware of the key points in the company's changing business environment.

The principal vehicles for communicating with staff are various business journals. These are in turn supported by the regular issue of Management Bulletins, Notices of Staff Changes plus Job Vacancy Notices, all designed to achieve a common awareness on the part of the employees.

The parent undertaking, Booker plc, operates four contributory pension schemes, two of which are open to all employees over the age of 18 whose working week is 16 hours or more. One scheme (a final salary scheme) has been in operation since 1953; the other (a money purchase plan) was launched during 1988. The remaining two schemes, the Fitch Lovell Pension Scheme and the Fitch Lovell Executive Pension Scheme are now closed. The Board of Bookers Pensions Limited (the Trustee) is made up of members of the fund drawn from several group companies and a variety of types of employment. Each member of the pension fund receives a copy of its annual report and annually receives a personalised benefit statement of pension entitlement.

**9) CHARITABLE DONATIONS**

Charitable Donations in the period were:

	£
Guide Dogs For The Blind	376
Sundry Charities (all individual donations under £200)	1,397
<b>TOTAL</b>	<b>1,773</b>

**BOOKER FITCH FOOD SERVICES LIMITED**

**DIRECTORS' REPORT**  
(Continued)

**10) POST BALANCE SHEET EVENTS**

There have been no significant events between the end of the period and the date of approval by the Board which affect the company or necessitate revision of the figures.

**11) AUDITORS**

The Auditors, Pannell Kerr Forster have registered their willingness to continue in office. A resolution for their re-appointment and a resolution authorising the Directors to set their remuneration will be proposed at the Annual General Meeting.

Equity House  
Irthlingborough Road  
Wellingborough  
Northants  
NN8 1NZ

23rd April 1993

  
**BY ORDER OF THE BOARD**

  
**J.G. Dawson**  
Secretary

**REPORT OF THE AUDITORS TO THE MEMBERS OF  
BOOKER FITCH FOOD SERVICES LIMITED**

We have audited the accounts on pages 6 to 17 in accordance with Auditing Standards.

In our opinion the Financial Statements give a true and fair view of the state of the affairs of the company at 26th December 1992 and of the loss for the period ended on that date and have been properly prepared in accordance with the Companies Act 1985.



**Pannell Kerr Forster  
Registered Auditor  
Chartered Accountants**

**London**

**23rd April 1993**

## BOOKER FITCH FOOD SERVICES LIMITED

### ACCOUNTING POLICIES

#### 1) BASIS OF ACCOUNTING

The Financial Statements set out on pages 6 to 17, are prepared in accordance with applicable accounting standards and under the historical cost convention. Consolidated Financial Statements have not been prepared as the company itself is a wholly owned subsidiary.

#### 2) GOODWILL

Purchased goodwill is written off in the year of acquisition against reserves in the balance sheet.

#### 3) TANGIBLE FIXED ASSETS

The cost or valuation of fixed assets, is depreciated on a straight line basis over the period of their estimated useful lives, which are generally within the following limits:

Freehold Buildings	Fifty years
Long Leasehold Buildings	Fifty years
Short Leasehold Properties	The period of the lease
Plant, Machinery and Vehicles	Three to ten years

#### 4) LEASED ASSETS

Assets financed by leasing agreements that transfer substantially all the risks and rewards of ownership are capitalised. The liability to the leasing company is included as an obligation under finance leases within creditors. Depreciation on leased assets is charged on the same basis as assets owned outright. Operating lease and hire costs are charged directly to the profit & loss account as they are incurred.

#### 5) STOCKS

Stocks are valued at the lower of cost and net realisable value. Title is assumed to pass on delivery.

#### 6) DEFERRED TAX

Provision is made for Deferred Taxation at the appropriate current rates of tax on the amount of all timing differences in respect of which it is anticipated that taxation will be payable or recoverable in the foreseeable future.

#### 7) PENSION

Pension schemes are operated by the Holding Company for its subsidiaries' employees, contributions are charged to the profit and loss account on a basis that spreads expected cost of providing pensions over the employees' working lives with the group.

**BOOKER FITCH FOOD SERVICES LIMITED**

**PROFIT AND LOSS ACCOUNT  
FOR THE PERIOD 29TH DECEMBER 1991 TO 26TH DECEMBER 1992**


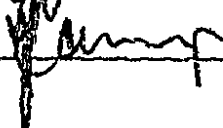
	NOTE	1992 £	1991 £
<b>TURNOVER</b>	<b>1</b>	458,219,642	403,202,147
Cost Of Sales		(452,391,139)	(407,125,713)
<b>GROSS PROFIT/(LOSS)</b>		5,828,503	(3,923,566)
Distribution Costs		(895,902)	(4,083,175)
Administration Costs		(5,765,740)	(10,780,235)
<b>LOSS ON ORDINARY ACTIVITIES BEFORE INTEREST</b>		(833,139)	(18,786,976)
Interest Receivable	<b>2</b>	60,199	199,137
Interest Payable	<b>3</b>	(3,036,582)	(1,698,097)
<b>LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION</b>	<b>4</b>	(3,809,522)	(20,285,936)
Tax On Loss On Ordinary Activities	<b>7</b>	1,797,000	634,055
<b>LOSS ON ORDINARY ACTIVITIES AFTER TAX</b>		(2,012,522)	(19,651,881)
Extraordinary Items	<b>8</b>	-	(500,000)
<b>LOSS FOR THE PERIOD</b>	<b>17</b>	(2,012,522)	(20,151,881)
<b>MOVEMENT ON RESERVES:</b>			
Reserves Brought Forward		(17,664,392)	2,487,489
Result For The Period		(2,012,522)	(20,151,881)
Reserves Carried Forward		(19,676,914)	(17,664,392)



**BOOKER FITCH FOOD SERVICES LIMITED**  
**BALANCE SHEET AS AT 26TH DECEMBER 1992**

	NOTE	1992		1991	
		£	£	£	£
<b>FIXED ASSETS</b>					
Tangible Assets	9	19,461,221		19,992,483	
Investments	10	21,550,385		21,550,385	
			41,011,606		41,542,868
<b>CURRENT ASSETS</b>					
Stock	11	28,940,536		28,981,898	
Debtors	12	74,702,700		73,458,356	
Cash At Bank And In Hand		5,895,525		7,167,660	
		109,538,761		109,607,914	
<b>CREDITORS : Amounts Falling Due Within One Year</b>	13	150,661,289		145,055,577	
<b>NET CURRENT LIABILITIES</b>			(41,122,528)		(35,447,663)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>			(110,922)		6,095,205
<b>CREDITORS : Amounts Falling Due After More Than One Year</b>	14		14,373		47,879
<b>PROVISION FOR LIABILITIES AND CHARGES</b>	15		2,355,024		6,515,123
<b>CAPITAL AND RESERVES</b>					
Called Up Share Capital	16	16,838,850		16,638,850	
Share Premium Account	17	557,745		557,745	
Revenue Reserves	17	(19,676,914)		(17,664,392)	
			(2,490,319)		(467,797)
			(110,922)		6,095,205

Approved By The Board Of Directors On 23rd April 1993

  
 \_\_\_\_\_ A H Noble  
  
 \_\_\_\_\_ M J Camp

**BOOKER FITCH FOOD SERVICES LIMITED**  
**NOTES ON THE FINANCIAL STATEMENTS**

**1) TURNOVER**

Turnover represents the amounts invoiced to customers for goods sold and services supplied during the period less credits for returns and excludes Value Added Tax. Substantially all turnover derives from one class of business and is all made to external customers from within the United Kingdom.

**2) INTEREST RECEIVABLE**

	1992 £	1991 £
Bank Interest	9,847	147,678
Group Loan Interest	46,439	51,459
Other Interest	3,913	-
	<b>60,199</b>	<b>199,137</b>

**3) INTEREST PAYABLE**

	1992 £	1991 £
a) Not repayable by instalment and due within 5 years:		
Bank Overdraft Interest	904,395	1,005,681
Loan Interest	52,429	76,469
Group Interest	2,059,425	597,150
Other Interest	14,963	9,809
	<b>3,031,212</b>	<b>1,689,109</b>
b) Repayable by Instalment wholly within 5 years:		
Finance Lease Interest	5,370	8,988
<b>TOTAL</b>	<b>3,036,582</b>	<b>1,698,097</b>

**BOOKER FITCH FOOD SERVICES LIMITED**  
**NOTES ON THE FINANCIAL STATEMENTS**  
(Continued)

**4) LOSS ON ORDINARY ACTIVITIES BEFORE TAX**

<b>AFTER CHARGING/(CREDITING)</b>	<b>1992 £</b>	<b>1991 £</b>
Depreciation	4,924,224	4,171,822
Operating Lease and Hire Charges - Plant & Machinery	1,805,485	1,347,994
- Other	2,011,031	1,693,003
Directors' emoluments (note 5)	801,691	468,325
Auditors' remuneration	62,500	83,000
(Profit) On Sales Of Tangible Fixed Assets	(95,502)	(193,737)
Rationalisation and Reorganisation Costs	-	29,676,234

**5) EMOLUMENTS OF DIRECTORS**

	<b>1992 £</b>	<b>1991 £</b>
Fees	465,352	468,325
Pension	-	-
Compensation	336,339	-
	<b>801,691</b>	<b>468,325</b>
Emoluments, excluding pension contributions, are analysed as follows: Chairman	-	-
Highest Paid Director	79,154	84,500

The emoluments of the Chairman are disclosed within the Financial Statements of the ultimate holding company.

<b>NUMBER OF OTHER DIRECTORS WHOSE EMOLUMENTS WERE WITHIN THE RANGES:</b>	<b>1992 Number</b>	<b>1991 Number</b>
£ 0 - £ 5,000	5	8
£ 5,001 - £10,000	1	-
£20,001 - £25,000	1	-
£35,001 - £40,000	1	-
£40,001 - £45,000	3	-
£45,001 - £50,000	-	3
£50,001 - £55,000	1	3
£60,001 - £65,000	-	1
£65,001 - £70,000	1	-
£70,001 - £75,000	1	-

**BOOKER FITCH FOOD SERVICES LIMITED**

**NOTES ON THE FINANCIAL STATEMENTS**  
(Continued)

**6). EMPLOYEES**

THE AVERAGE NUMBER OF PERSONS EMPLOYED BY THE COMPANY DURING THE PERIOD WAS AS FOLLOWS:	1992 Number	1991 Number
Management	625	622
Distribution	1,497	1,491
Production and Sales	358	421
	<b>2,480</b>	<b>2,534</b>

THE AGGREGATE EMPLOYMENT COSTS DURING THE PERIOD WERE AS FOLLOWS:	1992 £	1991 £
Wages and Salaries	33,339,778	29,832,136
Social Security Costs	3,178,386	2,901,959
Other Pension Costs	382,243	431,148
	<b>36,900,407</b>	<b>33,165,243</b>

Pensions

The company is a member of the Booker plc group's four UK pension schemes. One, the Booker Money Purchase Plan (BMPP) is a defined contribution scheme and the other three are defined benefits schemes based on final pensionable pay. Contributions payable to the three defined benefits schemes are assessed by consulting qualified actuaries based on the experience of the scheme as a whole. Details of these schemes as required by SSAP 24 are disclosed in the accounts for the period ending 26th December 1992 of Booker plc.

BOOKER FITCH FOOD SERVICES LIMITED

NOTES ON THE FINANCIAL STATEMENTS  
(Continued)

7) TAX ON ORDINARY ACTIVITIES

	1992 £	1991 £
Group Relief Receivable based on the tax loss for the period at 33% (1991 33.25%)	(1,871,000)	(655,000)
Deferred Tax Provision	74,000	-
Corporation Tax - Prior Year Adjustments	-	20,945
	(1,797,000)	(634,055)

8) EXTRAORDINARY ITEMS

The extraordinary items relating to the comparative period consist of the final goodwill consideration (£500,000) for the purchase of County Catering Company Ltd.

EDMOND FITCH FOOD SERVICES LIMITED

NOTES ON THE FINANCIAL STATEMENTS  
(Continued)

9) TANGIBLE FIXED ASSETS

	FREEHOLD PROPERTIES £	LONG LEASES £	SHORT LEASES £	PLANT, MACHINERY AND VEHICLES £	TOTAL £
Cost At 28th December 1991	3,656,383	2,637,296	932,512	28,299,788	35,525,979
Additions	142,397	13,657	88,765	5,342,526	5,587,345
Group Transfers	-	-	-	46,138	46,138
Disposals	(416,546)	(620,000)	-	(2,133,553)	(3,170,099)
Cost At 26th December 1992	3,382,234	2,030,953	1,021,277	31,554,899	37,989,363
Depreciation At 28th December 1991	184,750	60,556	351,684	14,936,506	15,533,496
Charge For The Period	44,969	27,016	66,357	4,785,882	4,924,224
Group Transfers	-	-	-	28,736	28,736
Eliminated On Disposals	(41,137)	(11,007)	-	(1,906,170)	(1,958,314)
Depreciation At 26th December 1992	188,582	76,565	418,041	17,844,954	18,528,142
Net Book Value At 26th December 1992	3,193,652	1,954,388	603,236	13,709,945	19,461,221
Net Book Value At 28th December 1991	3,471,633	2,576,740	580,828	13,363,282	19,992,483

Long leases are those with more than 50 years unexpired.

The amount on which depreciation of freehold properties and long leasehold properties is based is £3,898,734 (1991 £3,985,567).

**BOOKER FITCH FOOD SERVICES LIMITED**  
**NOTES ON THE FINANCIAL STATEMENTS**  
(Continued)

**9) TANGIBLE FIXED ASSETS (Continued)**

Tangible Fixed Assets include Plant and Machinery held under finance leases as follows:

	26TH DEC 1992 £	28TH DEC 1991 £
Cost At Beginning Of Period	194,865	194,865
Disposals	(92,763)	-
Cost At End Of Period	102,102	194,865
Depreciation At Beginning Of Period	137,628	109,143
Charge For The Period	25,796	28,485
Eliminated On Disposal	(81,958)	-
Depreciation At End Of Period	81,466	137,628
Net Book Value At End Of Period	20,636	57,237

**10) INVESTMENTS HELD AS FIXED ASSETS**

Subsidiaries - Shares At Cost Less Amounts Written Off

Balance at 28th December 1991 and 26th December 1992 - £21,550,385

The company owns 100% of each class of the issued shares of the following companies.

Subsidiary Name	Class Of Share	Aggregate Capital & Reserve £
Fitch Food Services Ltd	£1 Ordinary	21,275,665
County Catering Company Ltd	£1 Ordinary	1,268,076
Mrs Smith's Frozen Foods Ltd	£1 Ordinary	242,781

All such companies are incorporated in Great Britain and are registered in England and Wales and did not trade during this or the previous Period. The Company is exempt from the obligation to prepare and deliver group accounts because it is a fully owned subsidiary of Booker plc.

**11) STOCKS**

	26TH DEC 1992 £	28TH DEC 1991 £
Raw Materials and Consumables	228,447	270,108
Goods For Resale	28,712,089	28,711,790
	28,940,536	28,981,898

There is no material difference between balance sheet value and current replacement value.

BOOKER FITCH FOOD SERVICES LIMITED

NOTES ON THE FINANCIAL STATEMENTS

(Continued)

12) DEBTORS

	26TH DEC 1992 £	28TH DEC 1991 £
Trade Debtors	57,383,746	58,046,942
Amounts Owed By Group Undertakings	6,187,680	6,790,936
Other Debtors	-	661,827
Prepayments and Accrued Income	6,382,457	4,969,651
Tax Recoverable (i)	4,748,817	2,982,000
	74,702,700	73,458,356

(i) Tax recoverable is receivable from group undertakings in respect of losses to be surrendered.

All debtors fall due for payment within one year.

13) CREDITORS : Amounts Falling Due Within One Year

	26TH DEC 1992 £	28TH DEC 1991 £
Loan Stock Repayable On Demand	636,480	642,180
Trade Creditors	80,901,981	75,743,266
Amounts Owed To Group Undertakings	39,845,643	39,306,058
Amounts Owed To Subsidiary Undertakings	20,786,684	21,042,919
Social Security	1,302,260	859,604
Accruals and Deferred Income	7,168,308	7,436,234
Obligations Under Finance Leases	19,933	25,316
	150,661,289	145,055,577

Of the amounts owed to fellow group undertakings £17,023,175 (1991 - £15,760,393) is due to Booker PLC.

Obligations under Finance Lease are secured on the assets concerned.

14) CREDITORS : Amounts Falling Due After More Than One Year

	26TH DEC 1992 £	28TH DEC 1991 £
Obligations Under Finance Leases : between one and five years	14,373	47,879

Obligations under Finance Lease are secured on the assets concerned.



**BOOKER FITCH FOOD SERVICES LIMITED**  
**NOTES ON THE FINANCIAL STATEMENTS**

(Continued)

**15) PROVISIONS FOR LIABILITIES**

	1992 £	1991 £
<b>I) Rationalisation and Reorganisation Costs</b>		
Balance at beginning of period	6,515,123	-
Transferred from Group Undertakings	81,153	447,685
Provided during the period	-	6,257,543
Utilised during the period and other movements	(4,315,252)	(190,105)
Balance at end of period	2,281,024	6,515,123
<b>II) Deferred Tax</b>		
Accelerated Capital Allowances	74,000	-
<b>Closing Provision For Liabilities &amp; Charges</b>	2,355,024	6,515,123

The provision of £74,000 for accelerated capital allowances represents full provision for all potential future tax liabilities.

No provision for deferred tax was made in the prior period in respect of Accelerated Capital Allowances of £122,000 as it was considered that this potential liability would not crystallise within the foreseeable future.

**16) SHARE CAPITAL**

	<b>26TH DEC 1992 AND 28TH DEC 1991</b>	
	<b>Authorised £</b>	<b>Issued And Fully Paid £</b>
Ordinary Shares Of 10p each	16,638,850	16,638,850

**17) RESERVES**

	<b>SHARE PREMIUM £</b>	<b>PROFIT AND LOSS ACCOUNT £</b>
Balance At 28th December 1991	557,745	(17,664,392)
Loss For The Period	-	(2,012,522)
<b>Balance At 26th December 1992</b>	<b>557,745</b>	<b>(19,676,914)</b>

**BOOKER FITCH FOOD SERVICES LIMITED**

**NOTES ON THE FINANCIAL STATEMENTS**

(Continued)

**18) CAPITAL COMMITMENTS**

Capital Commitments authorised up to 26th December 1992, but not provided in these financial statements amounted to £3,254,206 (1991 £4,387,655) in respect of which contracts for £255,744 (1991 £3,646,655) had been placed.

**19) CONTINGENT LIABILITIES AND OTHER COMMITMENTS**

The company has annual rental commitments in respect of operating leases as follows:

	26TH DEC 1992		28TH DEC 1991	
	LAND AND BUILDINGS £	OTHER £	LAND AND BUILDINGS £	OTHER £
Expiring - within one year	91,716	252,608	73,400	147,477
Expiring - over one year and under five years	168,995	762,093	130,550	1,120,474
Expiring - over five years	1,870,419	-	1,883,272	-
	<b>2,131,130</b>	<b>1,014,701</b>	<b>2,087,222</b>	<b>1,267,951</b>

**20) HOLDING COMPANY**

The ultimate holding company is Booker plc, a company incorporated in Great Britain and registered in England and Wales.

Copies of the accounts of Booker plc are available on application to the Company Secretary at the following address:

Portland House  
Stag Place  
London  
SW1E 5AY



# BOOKER

## FOOD DISTRIBUTION DIVISION

BOOKER BELMONT WHOLESALE LTD

BOOKER CASH & CARRY

BOOKER WHOLESALE FOODS

**FOOD SERVICE**

BOOKER FITCH FOOD SERVICES LTD

PILLM FOODS LTD

HUTTON INTERNATIONAL LTD

BLUE CAP LOGISTICS LTD

EQUITY HOUSE

IRTHLINGBOROUGH ROAD

WELLINGBOROUGH

NORTHANTS NN8 1NZ

TELEPHONE 0933 440404

FACSIMILE 0933 229361

Companies House,  
P.O. Box 712,  
Crown Way,  
Cardiff,  
CF4 3UZ

JGD/DVB/

18 October 1993

Dear Sirs,

Statutory Report and Accounts - Booker Fitch Food Services Ltd (239718)  
Year to 26 December, 1992

I enclose herewith a copy of the Accounts for the above company.

Please stamp and return the enclosed duplicate of this letter as evidence of receipt.

Yours faithfully,

J.G. Dawson  
Company Secretary

