Wilton Investments Limited

Report and Financial Statements
3 March 2001

Company No. 3141363

Annual Report and Financial Statements 2001

Contents

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

JR Moore	(Chairman and Group Managing Director)
RW Martin FCA	
MA Stanyard ACA ATII	(Group Financial and Commercial Director)

SECRETARY

MA Stanyard ACA ATII

REGISTERED OFFICE

Mitre House
North Park Road
Harrogate
HG1 5RX

BANKERS

Barclays Bank PLC
Minerva House
29 East Parade
Leeds
LS1 5TN

SOLICITORS

Eversheds
Cloth Hall Court
Infirmary Street
Leeds
LS1 2JB

Irwin Mitchell
21 Queen Street
Leeds
LS1 2TW

Walker Morris
Kings Court
12 King Street
Leeds
LS1 2HL

AUDITORS

PricewaterhouseCoopers
Benson House
33 Wellington Street
Leeds
LS1 4JP

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the 53 weeks ended 3 March 2001.

PRINCIPAL ACTIVITIES

The principal activities of the group during the period were the importing, wholesaling and distribution of fresh produce and delicatessen, professional audio equipment and the provision of services to the property sector.

During the period, the group's activities have been expanded by the acquisition of the whole of the issued share capital of Albion Design & Fabrication Limited, a company involved in the design and manufacture of point of sale display equipment based in Bedfordshire (see note 24).

The directors consider the performance of the group, prior to exceptional items, and its period end financial position to be satisfactory and they remain confident about its future prospects.

RESULTS AND DIVIDENDS

The group loss on ordinary activities before taxation amounted to £1,240,000 (2000: profit on ordinary activities before taxation of £402,000) after charging amortisation of goodwill of £2,127,000 (2000: £275,000).

The directors do not propose to pay a dividend (2000: £nil) and therefore the retained loss of £1,572,000 will be appropriated from reserves (2000: retained profit of £141,000 transferred to reserves).

DIRECTORS AND THEIR INTERESTS

The following directors served during the period:

JR Moore	
RW Martin	(appointed as a director on 18 August 2000)
MA Stanyard	
NW Pullan	(resigned as a director on 26 July 2000)
AE Grant	(resigned as a director on 28 February 2001)

At the date of signing these accounts and 27 February 2000, Mr J R Moore had a non-beneficial interest in 87,500 ordinary shares of the company and was a potential beneficiary of discretionary trusts which, at those dates, controlled 250,000 ordinary shares of the company.

No other director had any interest in the share capital of the company.

AUDITORS

PricewaterhouseCoopers have expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors and signed on behalf of the Board

MA Stanyard
Secretary
28 June 2001

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 the group as at the end of the financial period and of the profit or loss of the group 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;
- Comply with applicable accounting standards 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 will continue in business.

The directors are responsible for keeping proper accounting records, for safeguarding the assets of the company and the group and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

By order of the Board

MA Stanyard
Secretary
28 June 2001

AUDITORS' REPORT TO THE MEMBERS OF WILTON INVESTMENTS LIMITED

We have audited the financial statements on pages 6 to 25.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the Annual Report. As described on page 4 this includes responsibility for preparing the financial statements in accordance with United Kingdom accounting standards. Our responsibilities as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and 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 United Kingdom Companies Act. 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 is not disclosed.

We read the other information contained in the Annual Report and 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 affairs of the Company and the Group at 3 March 2001 and of the loss and cashflows of the Group for the 53 weeks then ended and have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers

PricewaterhouseCoopers
Chartered Accountants and Registered Auditors
Leeds
28 June 2001

GROUP PROFIT AND LOSS ACCOUNT
53 weeks ended 3 March 2001

		53 Weeks Ended 3 March 2001			52 Weeks Ended 26 February 2000		
	Note	Pre-Exceptional £'000	Exceptional £'000	Total £'000	Pre-Exceptional £'000	Exceptional £'000	Total £'000
TURNOVER	2						
Continuing operations		51,966	-	51,966	29,820	-	29,820
Acquisitions		4,476	-	4,476	-	-	-
		56,442	-	56,442	29,820	-	29,820
Operating expenses	3	(56,227)	(1,923)	(58,150)	(29,467)	(160)	(29,627)
Other operating income		20	398	418	26	120	146
OPERATING (LOSS)/PROFIT BEFORE AMORTISATION OF GOODWILL		585	252	837	654	(40)	614
Amortisation of goodwill	3,4	(350)	(1,777)	(2,127)	(275)	-	(275)
OPERATING (LOSS)/PROFIT	3,4						
Continuing operations		(517)	(1,525)	(2,042)	379	(40)	339
Acquisitions		752	-	752	-	-	-
		235	(1,525)	(1,290)	379	(40)	339
Investment income	6			82			67
Interest payable and similar charges	7			(32)			(4)
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION				(1,240)			402
Tax on (loss)/profit on ordinary activities	8			(332)			(261)
(LOSS)/PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION and retained (loss)/profit for the financial period	21, 22			(1,572)			141

The Group has no recognised gains or losses other than those shown in the profit and loss account above.

There is no difference between the profit on ordinary activities before taxation and the retained profit for the period and their historical cost equivalents.

GROUP BALANCE SHEET
3 March 2001

	Note	2001 £'000	2000 £'000
FIXED ASSETS			
Intangible assets	10	6,669	4,815
Tangible assets	11	3,775	2,894
		10,444	7,709
CURRENT ASSETS			
Stock	13	2,239	1,372
Debtors	14	7,575	6,681
Cash at bank and in hand		1,834	965
		11,648	9,018
CREDITORS: amounts falling due within one year	15	(19,314)	(12,585)
NET CURRENT LIABILITIES		(7,666)	(3,567)
TOTAL ASSETS LESS CURRENT LIABILITIES		2,778	4,142
CREDITORS: amounts falling due after more than one year	16	(105)	(25)
PROVISIONS FOR LIABILITIES AND CHARGES	18	(167)	(39)
NET ASSETS		2,506	4,078
CAPITAL AND RESERVES			
Called up share capital	20	250	250
Profit and loss account	21	2,256	3,828
TOTAL EQUITY SHAREHOLDERS' FUNDS	22	2,506	4,078

These financial statements were approved by the Board of Directors on 28 June 2001.

Signed on behalf of the Board of Directors.

J R Moore
Chairman

M A Stanyard
Director

COMPANY BALANCE SHEET
3 March 2001

	Note	2001 £'000	2000 £'000
FIXED ASSETS			
Tangible assets	11	388	417
Investments	12	6,036	6,046
		6,424	6,463
CURRENT ASSETS			
Debtors	14	9,428	4,352
Cash at bank and in hand		593	574
		10,021	4,926
CREDITORS: amounts falling due within one year	15	(11,366)	(7,168)
NET CURRENT LIABILITIES		(1,345)	(2,242)
TOTAL ASSETS LESS CURRENT LIABILITIES		5,079	4,221
NET ASSETS		5,079	4,221
CAPITAL AND RESERVES			
Called up share capital	20	250	250
Profit and loss account	21	4,829	3,971
TOTAL EQUITY SHAREHOLDERS' FUNDS		5,079	4,221

These financial statements were approved by the Board of Directors on 28 June 2001.

Signed on behalf of the Board of Directors.

J R Moore
Chairman

Miles Stanyard

M A Stanyard
Director

GROUP CASH FLOW STATEMENT
53 Weeks Ended 3 March 2001

	Note	53 weeks ended 3 March 2001 £'000	52 weeks ended 26 February 2000 £'000
Reconciliation of operating (loss)/profit to net cash inflow from operating activities			
Operating (loss)/profit		(1,290)	339
Depreciation		718	428
Amortisation of goodwill		2,127	275
Profit on disposal of fixed assets		(37)	(5)
Increase in stock		(500)	(159)
Increase in debtors		(143)	(2,400)
Increase in creditors		355	1,202
Net cash inflow/(outflow) from operating activities		1,230	(320)

CASH FLOW STATEMENT

	Note	53 weeks ended 3 March 2001 £'000	52 weeks ended 26 February 2000 £'000
Net cash inflow/(outflow) from operating activities		1,230	(320)
Returns on investments and servicing of finance	23	50	69
Taxation		(437)	(933)
Capital expenditure	23	(809)	(886)
Acquisitions and disposals	23	(3,466)	(5,463)
		(3,432)	(7,533)
Financing	23	4,115	6,994
Increase/(decrease) in cash in the period		683	(539)

Reconciliation of net cash flow to movement in net debt (note 23)

		53 weeks ended 3 March 2001 £'000	52 weeks ended 26 February 2000 £'000
Increase/(decrease) in cash in the period		683	(539)
Advances of loans from shareholders		(4,280)	(7,000)
Repayment of finance leases		165	6
Change in net debt resulting from cashflows		(3,432)	(7,533)
Change in hire purchase obligations through acquisition		(324)	(79)
Change in net debt		(3,756)	(7,612)
Net (debt)/funds at start of period		(6,385)	1,227
Net debt at end of period		(10,141)	(6,385)

NOTES TO THE FINANCIAL STATEMENTS
53 Weeks Ended 3 March 2001

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable accounting standards and the provisions of the Companies Act 1985. The particular accounting policies adopted by the Directors are described below.

Accounting convention

The financial statements are prepared under the historical cost convention.

Basis of consolidation

The group financial statements incorporate the financial statements of the company and all of its subsidiaries. All material intra-group transactions have been eliminated on consolidation. Goodwill arising on consolidation, being the difference between the fair value of the purchase consideration paid for a business and the fair value of the assets acquired, is capitalised and shown in the balance sheet as an intangible asset, as is goodwill on the acquisition of businesses by subsidiaries.

The Companies Act requires goodwill to be amortised over a finite period. In the opinion of the directors, given the strategic positioning of the businesses held by the group, the goodwill carried in the balance sheet will prove to be durable over a period of 20 years and is amortised on a straight line basis over that period. The directors undertake an annual impairment review of the carrying value of goodwill and write off any permanent diminution in value to profit in the year it is identified.

The profit or loss on disposal of a previously acquired business includes the net book value of any attributable amount of any purchased goodwill relating to that business.

Turnover

Turnover represents amounts invoiced, excluding value added tax, in respect of the sale of goods to customers.

Tangible Fixed Assets

Depreciation is provided on cost over the estimated useful lives of the assets. The rates of depreciation are as follows:

Freehold buildings	2%-4% per annum
Plant and equipment	10%-20% per annum
Office equipment, fixtures and fittings	10%-20% per annum
Computer equipment	25%-33% per annum
Motor vehicles	20%-25% per annum
Commercial vehicles	16.66% per annum

No depreciation is charged on freehold land.

NOTES TO THE FINANCIAL STATEMENTS
53 Weeks Ended 3 March 2001

1. ACCOUNTING POLICIES (Cont'd)

Stocks

Stocks are stated at the lower of cost and net realisable value. Cost is calculated using the first-in-first-out method and consists of direct material cost together with as appropriate, associated purchase costs such as carriage inwards, freight and duty. Net realisable value represents estimated selling price less distribution costs to bring the goods to the point of sale.

Deferred Taxation

Deferred tax is provided in respect of all timing differences, to the extent that they are expected to reverse in the future, at the rates of tax expected to apply when the timing differences reverse.

Foreign Exchange

Transactions in foreign currencies are translated into sterling at the rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the rates ruling at that date. Translation differences are dealt with in the profit and loss account.

Leases

Assets held under finance leases and hire purchase contracts are capitalised at their fair value on the inception of the lease and depreciated over their estimated useful lives. The finance charges are allocated over the period of the lease in proportion to the capital amount outstanding.

Operating lease rentals are charged to profit and loss in equal annual instalments over the term of the lease.

Pension Costs

The company operates defined contribution pension schemes and pension contributions are accounted for as incurred. The company provides no other post-retirement benefits to its employees.

NOTES TO THE FINANCIAL STATEMENTS
53 Weeks Ended 3 March 2001

2. SEGMENTAL INFORMATION

Turnover and (loss)/profit on ordinary activities before taxation, by business segment, were as follows:

	Turnover	Turnover	(Loss)/ Profit before taxation	Profit before taxation
	53 weeks ended 3 March 2001 £'000	52 weeks ended 26 February 2000 £'000	53 weeks ended 3 March 2001 £'000	52 weeks ended 26 February 2000 £'000
Fresh produce	41,235	19,179	(361)	246
Property services	7,747	5,396	(1,130)	130
Audio distribution	7,460	5,245	908	732
	56,442	29,820	(583)	1,108
Central costs			(707)	(769)
Net investment income			50	63
			(1,240)	402

Turnover by geographical destination was as follows:

	53 weeks ended 3 March 2001 £'000	52 weeks ended 26 February 2000 £'000
UK	55,600	29,654
Europe and Rest of the World	842	166
	56,442	29,820

NOTES TO THE FINANCIAL STATEMENTS
53 Weeks Ended 3 March 2001

3. ANALYSIS OF OPERATING EXPENSES

	53 weeks ended 3 March 2001			52 weeks ended 26 February 2000
	Acquisitions £'000	Continuing £'000	Total £'000	Continuing £'000
Gross Profit	2,878	13,502	16,380	8,331
Distribution expenses	-	(10,890)	(10,890)	(5,193)
Administration expenses	(1,943)	(2,982)	(4,925)	(2,510)
Amortisation of goodwill	(183)	(167)	(350)	(275)
Exceptional amortisation of goodwill	-	(1,777)	(1,777)	-
Exceptional expense	-	(146)	(146)	(160)
Exceptional income	-	398	398	-
Other income	-	20	20	146
Operating Profit	752	(2,042)	(1,290)	339

4. OPERATING (LOSS)/PROFIT

	53 weeks ended 3 March 2001 £'000	52 weeks ended 26 February 2000 £'000
Operating (loss)/profit is after charging/(crediting):		
Depreciation and other amounts written off tangible fixed assets:		
Owned assets	609	425
Leased assets	109	3
Amortisation of goodwill	350	275
Exceptional amortisation of goodwill	1,777	-
Auditors' remuneration - audit fee (company £5,000: 2000: £5,000)	50	31
- other services	5	32
Operating lease rentals - land and buildings	559	140
- other	195	2
Exceptional expense	146	160
Exceptional income	(398)	-
Rent received	(20)	(15)
Profit on the sale of fixed assets	(37)	(5)

NOTES TO THE FINANCIAL STATEMENTS
53 Weeks Ended 3 March 2001

4. OPERATING (LOSS)/PROFIT (cont'd)

During the period, a subsidiary, Ecsec Limited, undertook work for a customer who subsequently went into administration The administrator has indicated that unsecured creditors are unlikely to receive a dividend and so the outstanding debt and uninvoiced work in progress have been written off as an exceptional expense.

Similarly, during the prior period, Ecsec Limited undertook work for another customer who went into receivership. The outstanding debt and associated professional costs were provided for in full at the 26 February 2000. However, the receiver has been unable to make any payments to unsecured creditors and so the outstanding debt has been written off in the year.

In light of these bad debts, the directors consider that there has been a permanent diminution in the value of the goodwill acquired with Ecsec Limited and, therefore, the unamortised goodwill has been written off to the profit and loss account as part of the exceptional amortisation of goodwill noted above. The balance of the exceptional amortisation of goodwill relates to certain business units within Lambert Bros. (Farm Produce) Limited, which, given their trading performance since acquisition, are also considered by the directors to have suffered a permanent diminution in the value of goodwill acquired.

On 7 January 2000, a subsidiary, Swithenbank Foods Limited, entered into an agreement to acquire the trade and certain assets of JW Swithenbank Limited (in administrative receivership) from that company's administrative receiver. As part of that agreement Swithenbank Foods Limited acquired stock at a discount to its book value and also collected the trade debts of JW Swithenbank Limited (in administrative receivership) on behalf of the administrative receiver; the company was paid a commission geared to the level of trade debts collected. The benefit of the discounted stock purchase, the commission income earned from the collection of trade debts less the exceptional expenses arising from the acquisition of the business have produced a net benefit in the period of £398,000 which has been credited to the profit and loss account as the exceptional income noted above.

5. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

	53 weeks ended 3 March 2001 £'000	52 weeks ended 26 February 2000 £'000
Directors' emoluments		
Emoluments for management and services as a director	319	187
Compensation for loss of office	56	-
Contributions to money purchase pension schemes	14	24
	389	211

Emoluments for management and services as a director shown above include fees totalling £28,000 (2000: £37,000) charged by Tundra Limited; AE Grant is both a shareholder and a director of that company (see note 29).

Also included in emoluments for management and services as a director are fees totalling £147,000 (2000:£12,000) charged by Moores Management & Finance Limited for the services of JR Moore and RW Martin; JR Moore is both a shareholder and a director, and RW Martin is a director, of that company (see note 29).

NOTES TO THE FINANCIAL STATEMENTS
53 Weeks Ended 3 March 2001

5. INFORMATION REGARDING DIRECTORS AND EMPLOYEES (cont'd)

	53 weeks ended 3 March 2001 £'000	52 weeks ended 26 February 2000 £'000
Emoluments of highest paid director		
Emoluments for management and services as a director	54	125
Compensation for loss of office	56	-
Contributions to money purchase pension schemes	5	23
	115	148

	No	No
Number of directors to whom benefits are accruing under money purchase pension schemes	1	2

Employees

Average number of persons, including executive directors, employed by the group during the period:		
Management and Administration	84	47
Sales, Marketing and Distribution	288	159
Manufacturing	36	6
	408	212

	£'000	£'000
Staff costs incurred during the period in respect of these persons were:		
Wages and salaries	8,125	3,461
Social security costs	708	318
Other pension costs	175	109
	9,008	3,888

6. INVESTMENT INCOME

	53 weeks ended 3 March 2001 £'000	52 weeks ended 26 February 2000 £'000
Other interest receivable and similar income	82	67

NOTES TO THE FINANCIAL STATEMENTS
53 Weeks Ended 3 March 2001

7. INTEREST PAYABLE AND SIMILAR CHARGES

	53 weeks ended 3 March 2001	52 weeks ended 26 February 2000
	£'000	£'000
Finance leases and hire purchase contracts	32	4

8. TAXATION

	53 weeks ended 3 March 2001	52 weeks ended 26 February 2000
	£'000	£'000
Corporation tax at 30% (2000: 30%)		
based on the profit for the period	339	239
Adjustment in respect of prior year	(14)	3
Deferred taxation	7	19
	332	261

9. PROFIT OF PARENT COMPANY

As permitted by Section 230(3) of the Companies Act 1985, the profit and loss account of the parent company is not presented as part of these financial statements. The parent company's profit for the financial period amounted to £858,000 (2000: £340,000).

10. INTANGIBLE FIXED ASSETS

	Goodwill £'000
Cost	
At 27 February 2000	5,242
Additions	3,991
Repayment of consideration	(10)
At 3 March 2001	9,223
Amortisation	
At 27 February 2000	427
Charge for the period	2,127
At 3 March 2001	2,554
Net Book value	
At 3 March 2001	6,669
At 26 February 2000	4,815

During the period, the group acquired Albion Design & Fabrication Limited (see note 24). The repayment of consideration arose under the terms of the Sale and Purchase Agreement for a subsidiary acquired in the period ended 26 February 2000.

NOTES TO THE FINANCIAL STATEMENTS
53 Weeks Ended 3 March 2001

11. TANGIBLE FIXED ASSETS

Group	Freehold land and buildings £'000	Plant, machinery, fixtures and equipment £'000	Motor vehicles £'000	Total £'000
Cost				
At 27 February 2000	1,445	1,361	1,749	4,555
Acquisitions	-	938	36	974
Additions	25	592	295	912
Disposals	-	(31)	(284)	(315)
At 3 March 2001	1,470	2,860	1,796	6,126
Accumulated Depreciation				
At 27 February 2000	173	716	772	1,661
Acquisitions	-	208	13	221
Charge for the period	42	334	342	718
Disposals	-	(29)	(220)	(249)
At 3 March 2001	215	1,229	907	2,351
Net Book Value				
At 3 March 2001	1,255	1,631	889	3,775
At 26 February 2000	1,272	645	977	2,894

Included above are assets with a net book value of £523,000 (2000: £75,000) in respect of assets held under finance leases.

Company	Freehold land and buildings £'000	Plant, machinery, fixtures and equipment £'000	Motor vehicles £'000	Total £'000
Cost				
At 27 February 2000	349	52	89	490
Additions	2	32	-	34
Disposals	-	(7)	(35)	(42)
At 3 March 2001	351	77	54	482
Accumulated Depreciation				
At 27 February 2000	11	39	23	73
Charge for the period	14	9	16	39
Disposals	-	(6)	(12)	(18)
At 3 March 2001	25	42	27	94
Net Book Value				
At 3 March 2001	326	35	27	388
At 26 February 2000	338	13	66	417

NOTES TO THE FINANCIAL STATEMENTS
53 Weeks Ended 3 March 2001

12. INVESTMENTS HELD AS FIXED ASSETS

	Company: Shares in subsidiary undertakings £'000
Cost and Net Book Value	
At 27 February 2000	6,046
Repayment of consideration	(10)
At 3 March 2001	6,036

Further details of subsidiary undertakings are given in note 25.

13. STOCKS

	Group 2001 £'000	Group 2000 £'000
Raw materials and consumables	585	381
Work in progress	195	96
Finished goods and goods for resale	1,459	895
	2,239	1,372

The company has no stock (2000: £nil).

14. DEBTORS

	Group		Company	
	2001 £'000	2000 £'000	2001 £'000	2000 £'000
Trade debtors	7,025	6,038	-	-
Amounts owed by subsidiary undertakings	-	-	9,378	4,336
Prepayments and accrued income	342	226	30	9
Other debtors	208	417	20	7
	7,575	6,681	9,428	4,352

On 28 June 2001, £1,300,000 of the amount owed by subsidiary undertakings was converted into redeemable preference shares and £2,728,000 was transferred to amounts due in more than one year.

NOTES TO THE FINANCIAL STATEMENTS
53 Weeks Ended 3 March 2001

15. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group		Company	
	2001	2000	2001	2000
	£'000	£'000	£'000	£'000
Bank loans & overdrafts	463	277	-	-
Payments on account	243	65	-	-
Obligations under finance leases and hire purchase contracts (note 17)	127	48	-	-
Trade creditors	3,773	2,484	1	6
Amounts owed to subsidiary undertakings	-	-	-	81
Loans from shareholders	11,280	7,000	11,280	7,000
Corporation tax	335	224	-	5
Other taxation and social security	288	294	-	-
Other creditors	78	665	-	-
Accruals and deferred income	2,725	1,528	85	76
	19,314	12,585	11,366	7,168

Loans from shareholders are unsecured and interest free.

16. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group	
	2001	2000
	£'000	£'000
Obligations under leases and hire purchase contracts	105	25

17. ANALYSIS OF DEBT MATURITY

	Group		Company	
	Other Loans	Obligations Under Hire Purchase Agreements	Other Loans	Obligations Under Hire Purchase Agreements
	2001	2001	2001	2001
	£'000	£'000	£'000	£'000
Amounts payable:				
In less than one year or on demand	11,743	127	11,280	-
In years two to five years	-	105	-	-
	11,743	232	11,280	-

NOTES TO THE FINANCIAL STATEMENTS
53 Weeks Ended 3 March 2001

17. ANALYSIS OF DEBT MATURITY (cont'd)

	Group		Company	
	Other Loans	Obligations Under Hire Purchase Agreements	Other Loans	Obligations Under Hire Purchase Agreements
	2000	2000	2000	2000
	£'000	£'000	£'000	£'000
Amounts payable:				
In less than one year or on demand	7,277	48	7,000	-
In years two to five years	-	25	-	-
	7,277	73	7,000	-

18. PROVISIONS FOR LIABILITIES AND CHARGES

	Group Deferred Taxation (see note 19)
	£'000
At 27 February 2000	39
Acquisition (note 24)	121
Profit and loss account charge	7
At 3 March 2001	167

19. DEFERRED TAXATION

	Group 2001		Group 2000	
	Amount Provided	Amount Unprovided	Amount Provided	Amount Unprovided
	£'000	£'000	£'000	£'000
Excess of capital allowances over depreciation	167	(6)	52	(2)
Interest and other timing differences	-	(36)	(13)	(28)
	167	(42)	39	(30)

The amount unprovided represents a deferred tax asset which has not been recognised in these accounts or the accounts of the subsidiary in which it arises.

NOTES TO THE FINANCIAL STATEMENTS
53 Weeks Ended 3 March 2001

20. SHARE CAPITAL

	2001		2000	
	Number of shares	£'000	Number of shares	£'000
Authorised				
Ordinary shares of £1 each	1,000,000	1,000	1,000,000	1,000
Called up, allotted and fully paid				
Ordinary shares of £1 each	250,000	250	250,000	250

21. RESERVES

	Group Profit and loss account £'000	Company Profit and loss account £'000
At 27 February 2000	3,828	3,971
(Loss)/profit for the period	(1,572)	681
At 3 March 2001	2,256	4,652

22. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	Group 2001 £'000	Group 2000 £'000
(Loss)/profit for the financial period	(1,572)	141
Net (reduction in)/addition to shareholders' funds	(1,572)	141
Opening shareholders' funds	4,078	3,937
Closing shareholders' funds	2,506	4,078

23. CASH FLOW

	53 weeks ended 3 March 2001 £'000	52 weeks ended 26 February 2000 £'000
Returns on investments and servicing of finance		
Interest paid	(32)	(4)
Interest received	82	73
	50	69
Capital expenditure		
Payments to acquire intangible fixed assets	-	(51)
Payments to acquire tangible fixed assets	(912)	(942)
Receipts from sales of tangible fixed assets	103	107
	(809)	(886)

NOTES TO THE FINANCIAL STATEMENTS
53 Weeks Ended 3 March 2001

23. CASH FLOW (cont'd)

	53 weeks ended 3 March 2001 £'000	52 weeks ended 26 February 2000 £'000
Acquisitions/Disposals		
Redemption of other investments	-	10
Purchase of subsidiary undertaking	(3,582)	(5,198)
Net cash/(overdrafts) in subsidiaries acquired	106	(275)
Repayment of consideration	10	-
	(3,466)	(5,463)
Financing		
Hire purchase	(165)	(6)
Loans from shareholders	4,280	7,000
	4,115	6,994

Analysis of Net Debt	**At 27 February 2000 £'000**	**Cash Flow £'000**	**Acquisitions £'000**	**At 3 March 2001 £'000**
Cash	965	763	106	1,834
Overdraft	(277)	(186)	-	(463)
	688	577	106	1,371
Debt due within one year				
Loans from shareholders	(7,000)	(4,280)	-	(11,280)
Finance leases and hire purchase contracts	(73)	165	(324)	(232)
Net Debt	(6,385)	(3,538)	(218)	(10,141)

NOTES TO THE FINANCIAL STATEMENTS
53 Weeks Ended 3 March 2001

24. ACQUISITION OF SUBSIDIARY UNDERTAKINGS

On 22 April 1999 the company, via a subsidiary undertaking, WIL Property Services Limited, acquired the entire issued share capital of Albion Design & Fabrication Limited.

	Net Book Value £'000	Fair Value Adjustment £'000	Total £'000
Net assets acquired			
Tangible fixed assets	753	-	753
Stocks	367	-	367
Debtors	751	-	751
Cash at bank and in hand	106	-	106
Creditors	(1,265)	-	(1,265)
Provisions	(121)	-	(121)
Net assets acquired	591	-	591
Goodwill (note 10)			3,991
			4,582
Satisfied by:			
Cash			3,582
Deferred consideration			1,000
			4,582

The accounts for Albion Design & Fabrication Limited for the year ended 31 March 2000 reported turnover of £4,968,000 and profit on ordinary activities before tax of £871,000.

The deferred consideration is payable between 15 December 2001 and 15 September 2002.

25. ADDITIONAL INFORMATION ON SUBSIDIARY UNDERTAKINGS

Subsidiary Undertaking	Country of incorporation/ registration and operation	Activity	Portion of ordinary shares held %
Lambert Bros. (Farm Produce) Limited	England	Wholesaler and distributor of fresh produce	100
Wilton Financial Management Limited	England	Management services	100
Wilton Foods Limited	England	Intermediate holding company	100
WIL Property Services Limited	England	Intermediate holding company	100
Howland-West Limited	England	Distributor of professional audio equipment	100
Ecsec Limited	England	Shopfitting	100*

NOTES TO THE FINANCIAL STATEMENTS
53 Weeks Ended 3 March 2001

25. ADDITIONAL INFORMATION ON SUBSIDIARY UNDERTAKINGS (cont'd)

Subsidiary Undertaking	Country of incorporation/ registration and operation	Activity	Portion of ordinary shares held %
Swithenbank Foods Limited	England	Wholesaler and distributor of fresh produce and delicatessen	100*
Albion Design & Fabrication Limited	England	Manufacturer of point of sale display equipment	100*

* - Owned via intermediate subsidiary company

26. PENSION COMMITMENTS

The group operates defined contribution pension schemes. The assets of the schemes are held separately from those of the group in independently administered funds. The pension cost charge represents contributions payable by the group to the funds and amounted to £175,000 (2000:£109,000) . At 26 February 2001 contributions amounting to £nil (2000:£18,000) were payable to the funds and are included in creditors.

27. CONTINGENT LIABILITIES

There is a contingent liability in respect of a £120,000 (2000: £120,000) guarantee to Customs and Excise. No loss is expected to arise in respect of this guarantee.

28. OPERATING LEASE COMMITMENTS

At 3 March 2001 the Group and Company were committed to making the following payments during the next year in respect of operating leases.

	Group		Company	
	Land and buildings 2001 £'000	Land and buildings 2000 £'000	Land and buildings 2001 £'000	Land and buildings 2000 £'000
Leases which expire:				
Within one year	-	47	-	6
Within two to five years	520	58	27	-
	520	105	27	6

NOTES TO THE FINANCIAL STATEMENTS
53 Weeks Ended 3 March 2000

28. OPERATING LEASE COMMITMENTS (cont'd)

	Group	
	Other assets 2001 £'000	Other assets 2000 £'000
Leases which expire:		
Within one year	1	-
Within two to five years	364	2
After five years	45	-
	410	2

29. RELATED PARTY TRANSACTIONS

Financial Reporting Standard Number 8 gives an exemption that transactions which eliminate on consolidation do not require disclosure. The company has taken advantage of this exemption.

As shown in note 5, Mr A E Grant is both a shareholder in and director of Tundra Limited. Total fees charged by Tundra Limited, during the period, amounted to £28,000 (2000:£37,000).

As shown in note 5, Mr J R Moore is both a shareholder in and director, and Mr RW Martin is a director, of Moores Management & Finance Limited. Total fees charged by Moores Management & Finance Limited, during the period, for the services of JR Moore and RW Martin, amounted to £147,000 (2000: £12,000). During the period, Moores Management and Finance Limited also charged the company £46,000 (2000: £nil) for services. The balance due to Moores Management and Finance Limited at 3 March 2001 was £31,000 (2000: £3,000).

During the period, a subsidiary, Swithenbank Foods Limited, entered into transactions with a trust whose trustees include a member of the same family as one of the directors of the company. Swithenbank Foods Limited purchased services, on an arms length basis, at a cost of £207,000 (2000: £32,000). The balance due at 3 March 2001 was £nil (2000: £32,000).

30. CONTROLLING PARTIES

The ultimate controlling party is a trust known as The GAM 2001 Trust, which owns a controlling interest.