

# WFM (Newco) Limited

Financial Statements for the seventeen months ended 31 March 2009



Registered number: 04300489

## **WFM (Newco) Limited**

**Directors** M Hughes  
D Skinner

**Secretary** Merchant Ventures Investments Limited

**Auditors** PricewaterhouseCoopers LLP  
Hay's Galleria  
1 Hay's Lane  
London  
SE1 2RD

**Registered Office** 1 Caspian Point  
Caspian Way  
Cardiff  
CF10 4DQ

## **WFM (Newco) Limited**

### **Directors' report**

The Directors present their report and the audited financial statements of the Company for the seventeen months ended 31 March 2009

#### **Statement of Directors' responsibilities**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards). 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 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,
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

The Directors confirm the above requirements have been met in preparing the financial statements.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy, at any time, the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985. 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.

#### **Disclosure of information to auditors**

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

## **WFM (Newco) Limited**

### **Directors' report (continued)**

#### **Principal activities**

The company did not trade throughout the year. In April 2008, the entire share capital of Merchant Ventures Investments Limited (the company's former ultimate parent undertaking) was acquired by Excalibur Group Holdings Limited. The company is expected to be dormant in the future.

#### **Results and dividends**

The Company's loss after taxation for the seventeen months ended 31 March 2009 amounted to £20,960 (2007: £nil).

The Directors do not recommend the payment of a dividend (2007: £nil).

#### **Directors**

The directors who served during the 17 months were:

J Stone

J Barnes

D Macintosh

(resigned 22 July 2008)

Subsequent to the year end, J Barnes resigned from the Board on 31 December 2009 and J Stone resigned from the Board on 14 May 2010. On 10 April 2010, I Miscampbell was appointed to the Board. On 14 May 2010 M Hughes was appointed to the Board. On 6 July 2010, I Miscampbell resigned from the Board and D Skinner was appointed to the Board.

#### **Post Balance Sheet Event**

In March 2010, Excalibur Group Holdings Limited ('Excalibur') the Company's ultimate parent undertaking, completed a strategic review of its business and concluded that the operations of Merchant Ventures Investments Limited, an intermediate holding company and its subsidiaries, including the Company (the 'MVIL Group') were no longer core to the business. As a result Excalibur entered into discussions to dispose of the MVIL Group. On 6 July 2010 Excalibur completed the disposal of the MVIL Group to the former managers of that business. It is the new owners' intention to re-develop the MVIL Group's previous profitable corporate advisory business focused on asset based and structured finance. The board of MVIL approved the new business plan on 6 July 2010. The plan envisages a significantly lower cost base for the business on an on-going basis such that the MVIL Group as a whole should be profitable from the outset.

The Company has confirmed, in respect of all amounts due to it from group undertakings, that settlement of such amounts due will only be called for by the Company when the company from which the debt is owed has the resources to do so.

On the basis of the above the Board has concluded that it is appropriate to adopt the going concern basis of preparation for these accounts.


## **WFM (Newco) Limited**

### **Directors' report (continued)**

#### **Auditors**

A resolution to reappoint PricewaterhouseCoopers LLP, as auditors to the Company, will be proposed at the Annual General Meeting

By order of the Board,

A handwritten signature in black ink, consisting of a stylized initial 'M' followed by a long, horizontal, wavy line.

Merchant Ventures Investments Limited  
Secretary  
9 July 2010

## **Independent auditors' report to the members of WFM (Newco) Limited**

We have audited the financial statements of WFM (Newco) Limited for the seventeen months ended 31 March 2009 which comprise the profit and loss account, the balance sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

### **Respective responsibilities of Directors and auditors**

As described in the Statement of Directors' Responsibilities the Company's Directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 report to you whether in our opinion the information given in the Directors' report is consistent with the financial statements. We also 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 judgments 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.

## Independent auditors' report to the members of WFM (Newco) Limited

### Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the Company's affairs as at 31 March 2009 and of its loss for the seventeen month period 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

*PricewaterhouseCoopers LLP*

PricewaterhouseCoopers LLP  
Chartered Accountants and Registered Auditors  
London  
9 July 2010

## **WFM (Newco) Limited**

### **Profit and loss account**

**For the seventeen months ended 31 March 2009**

	<b>Notes</b>	<b>17 months Ended 31 March 2009 £</b>	<b>12 months ended 31 October 2007 £</b>
<b>Turnover</b>		-	-
Loss on disposal		<u>(20,960)</u>	<u>-</u>
<b>Loss on ordinary activities before taxation</b>		<u>(20,960)</u>	<u>-</u>
Tax on loss on ordinary activities		<u>-</u>	<u>-</u>
<b>Loss for the financial year</b>		<u>(20,960)</u>	<u>-</u>

The notes on pages 9 to 10 form an integral part of these financial statements



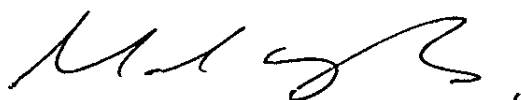
## WFM (Newco) Limited

### Balance Sheet at 31 March 2009

	Notes	31 March 2009 £	31 October 2007 £
<b>Fixed assets</b>			
Investments	2	-	101,304
<b>Current Assets</b>			
Debtors	3	80,344	-
<b>Net assets</b>		<u>80,344</u>	<u>101,304</u>
<b>Capital and reserves</b>			
Called-up share capital	4	5,000	5,000
Share premium account		3,804	3,804
Capital redemption reserve		92,500	92,500
Profit and loss account		(20,960)	-
<b>Total shareholders' funds</b>		<u>80,344</u>	<u>101,304</u>

The notes on pages 9 to 10 form an integral part of these financial statements

These financial statements were approved by the board of Directors on 9 July 2010 and were signed on its behalf by



M Hughes  
Director

# WFM (Newco) Limited

## Notes to the financial statements

For the seventeen month period ended 31 March 2009

### 1 Accounting Policies

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies is listed below.

#### Basis of preparation

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards in the United Kingdom.

The Company is a wholly owned subsidiary of Excalibur Group Holdings Limited and is included in the consolidated financial statements of Excalibur Group Holdings Limited. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 (Revised 1996).

The Company is also exempt under the terms of FRS 8 from disclosing related party transactions with entities that are part of the Excalibur Group Holdings Limited Group.

These financial statements have been prepared on a going concern basis. Since the year end the Company has not incurred any income or expenses. On 6 July 2010, Merchant Ventures Investments Limited, an intermediate holding company, together with its subsidiaries, including the Company (the 'MVIL Group') were sold by the Company's ultimate parent company, Excalibur Group Holdings Limited. The new owners of the MVIL Group have adopted a business plan to re-develop its previous profitable corporate advisory business focused on asset based and structured finance. The plan envisages a significantly lower cost base for the business on an on-going basis such that the MVIL Group as a whole should be profitable from the outset.

#### Investments

Investments held as fixed assets are shown at cost less provisions for their impairment.

### 2 Fixed asset investments

	Shares in Group Undertakings
<b>Cost:</b>	<b>£</b>
At 1 November 2007	101,304
Disposal	(101,304)
<b>At 31 March 2009</b>	<b>-</b>

In July 2008, the Company disposed of its interest in Wales Fund Managers Limited, a subsidiary undertaking.

## **WFM (Newco) Limited**

### **Notes to the financial statements (continued) For the seventeen month period ended 31 March 2009**

#### **3 Debtors**

	<b>31 March 2009 £</b>	<b>31 October 2007 £</b>
Amount owed by group undertaking	<b><u>80,344</u></b>	<b><u>-</u></b>

The Company has confirmed, in respect of all amounts due from group undertakings, that settlement of amounts due to the Company will only be called for when the undertaking from which the debt is owed has the resources to do so

#### **4 Called up share capital**

	<b>31 March 2009 £</b>	<b>31 October 2007 £</b>
Authorised 7,500 ordinary shares of £1 each	<b><u>7,500</u></b>	<b><u>7,500</u></b>
Allotted, called up and fully paid 5,000 ordinary shares of £1 each	<b><u>5,000</u></b>	<b><u>5,000</u></b>

#### **5 Ultimate controlling party**

At the year end the Company's ultimate parent undertaking was Excalibur Group Holdings Limited, a company incorporated in England and Wales