

Robert Wilson & Sons (Est. 1849) Limited

Annual report and financial statements

For the year ended 31 December 2009

Registered Number: 20563

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Robert Wilson & Sons (Est. 1849) Limited

Annual report and financial statements for the year ended 31 December 2009

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Robert Wilson & Sons (Est. 1849) Limited

Report of the directors for the year ended 31 December 2009

The directors present their report together with the financial statements for Robert Wilson & Sons (Est. 1849) Limited, registered number 20563, for the year ended 31 December 2009.

Principal activity and future developments

The principal activity of the Company throughout the year continued to be that of an investment holding company. The Company has not traded during the year or in the previous year. As a result, no profit and loss account has been prepared. The directors are satisfied with the results and do not envisage any change in the conduct of the business over the next twelve months.

As at 31 December 2009, the Company had net liabilities of £3,462,245 (2008: £3,462,245 liabilities).

Subsequent events

There have been no subsequent events.

Directors

The directors who served the Company during the year are:

P Leach
G Tyley

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 (UK Accounting Standards and applicable law). 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 year.

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 UK 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 that they have complied with the above requirements in preparing the financial statements.

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 the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Robert Wilson & Sons (Est. 1849) Limited

Report of the directors for the year ended 31 December 2009

Principal risks and uncertainties

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of Premier Foods Group (the 'Group') and are not managed separately. Accordingly, the principal risks and uncertainties of Premier Foods plc, which includes those of the Company, are discussed on pages 38 to 41 of the Group's 2009 annual report and accounts which does not form part of this report. The financial risk management objectives, policies and exposures are disclosed in note 23 of the Group's 2009 annual report and accounts.

Auditors

For the year ended 31 December 2009, the Company was entitled to exemption under Section 480(1) of the Companies Act 2006.

Members have not required the Company to obtain an audit in accordance with Section 475(2) and (3) of the Companies Act 2006.

By order of the board

A handwritten signature in black ink, appearing to be 'P Leach', with a long horizontal flourish extending to the right.

P Leach
Director
8 June 2010

Robert Wilson & Sons (Est. 1849) Limited

Balance sheet at 31 December 2009

	Note	31 December 2009 £	31 December 2008 £
Current assets			
Debtors: amounts due within one year	3	3,723,217	3,723,217
Creditors: amounts falling due within one year	4	(7,185,462)	(7,185,462)
Net liabilities		<u>(3,462,245)</u>	<u>(3,462,245)</u>
Capital and reserves			
Called up share capital	5	625,000	625,000
Profit and loss account		(4,087,245)	(4,087,245)
Shareholders' funds - Equity		<u>(3,462,245)</u>	<u>(3,462,245)</u>

For the year ended 31 December 2009, the Company was entitled to the exemption under section 480(1) of the Companies Act 2006.

Members have not required the Company to obtain an audit in accordance with section 475(2) and (3) of the Companies Act 2006.

The directors acknowledge their responsibility for:

- (i) ensuring the Company keeps accounting records which comply with section 386; and
- (ii) preparing financial statements which give a true and fair view of the state of affairs of the Company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with section 344, and which otherwise comply with the requirements of the Companies Act relating to financial statements, so far as applicable to the Company.

The financial statements on pages 3 to 5 were approved by the directors on 8 June 2010, and signed on their behalf by:



P Leach
Director
8 June 2010

The notes on pages 4 to 5 form an integral part of these financial statements.

1. Accounting policies

Basis of accounting

The financial statements have been prepared on a going concern basis and under the historical cost convention in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. In accordance with FRS 18 'Accounting Policies', the Company performs an annual review of accounting policies to ensure that those used by the Company continue to be those that are most appropriate.

The directors consider that the accounting policies set out below are the most appropriate and have been consistently applied, except for those detailed below.

Profit and loss account

The Company has not prepared a profit and loss account as there were no transactions during the year ended 31 December 2009, nor in the comparative year to 31 December 2008.

2. Directors and employees

No emoluments were paid to any of the directors during the year (2008: £nil). No director had a direct or indirect interest in any transaction, arrangement or agreement which, in the opinion of the other directors, requires disclosure.

There were no employees of the Company during the year (2008: nil).

3. Debtors: amounts due within one year

	31 December 2009 £	31 December 2008 £
Amounts due from parent and fellow group undertakings	<u>3,723,217</u>	<u>3,723,217</u>

The amounts due from parent and group undertakings are unsecured, interest free and repayable on demand.

4. Creditors: amounts falling due within one year

	31 December 2009 £	31 December 2008 £
Amounts due to parent and fellow group undertakings	<u>7,185,462</u>	<u>7,185,462</u>

The amounts due to parent and fellow group undertaking are unsecured, interest free and repayable on demand.

Robert Wilson & Sons (Est. 1849) Limited

Notes to the financial statements for the year ended 31 December 2009

5. Share capital

	Authorised		Allotted, called up and fully paid	
	Number	£	Number	£
Ordinary shares of £1 each (2008: £1)	505,000	505,000	505,000	505,000
4% cumulative preference shares of £1 each	20,000	20,000	20,000	20,000
4% cumulative redeemable preference shares of £1 each	100,000	100,000	100,000	100,000
at 31 December 2009 and 31 December 2008	625,000	625,000	625,000	625,000

The redeemable preference shares may, at the Company's option, be redeemed at par (including arrears of dividends if any) at three months notice. The right to dividends due on both classes of preference shares has been waived by the parent undertaking. The preference shareholders do not have any voting rights in normal circumstances.

6. Related parties

In accordance with FRS 8, 'Related Party Disclosures', the Company is exempt from disclosing transactions with entities that are part of a group, or investees of the group qualifying as related parties, as it is a wholly owned subsidiary of a parent publishing consolidated financial statements.

7. Cash Flow Statement

The Company has used the exemption under FRS 1, 'Cash Flow Statements' (revised 1996), not to prepare a cash flow statement as it is wholly owned subsidiary consolidated in the financial statements of its ultimate parent company.

8. Ultimate parent company

Hillsdown Ambient Foods Group Limited is the Company's parent undertaking at the year end. The Company's ultimate parent is Premier Foods plc, a company incorporated in England and Wales.

Premier Foods plc produces group financial statements; copies may be obtained from The Company Secretary, Premier Foods plc, Premier House, Centrium Business Park, Griffiths Way, St. Albans, Hertfordshire, AL1 2RE.