Licensed Wholesale Company Limited

Financial statements
For the year ended 30 September 2002



Company No. 2053090

Company information

Company registration number:

2053090

Registered office:

Green Lane Patricroft Eccles Manchester M30 0RJ

Directors:

Mr R M Gray Mr E K Mukadam Mr P Lewis Mr K Littlewood

Secretary:

Mr P D Sumner

Bankers:

National Westminster Bank Plc Manchester Corporate Centre 100 Barbirolli Square

P O Box 546 Manchester M60 2FT

Solicitors:

Cobbetts Solicitors Ship Canal House King Street Manchester

Mancheste M2 4WB

Auditors:

Grant Thornton

Registered Auditors Chartered Accountants

Heron House Albert Square Manchester M60 8GT

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Report of the directors

The directors present their report together with the audited financial statements for the year ended 30 September 2002.

Principal activity

The company's principal activity continued to be retailing and wholesaling wines, spirits and beers.

The subsidiary undertakings, Dateprofit Limited and Rogersons (Wines and Spirits) Limited, are dormant companies, Abbey Head Limited is a corporate trustee.

Results and dividends

The profit for the year after taxation amounted to £376,560 (2001: £361,125). The directors paid a dividend of £20,000 (2001: £Nil) leaving the amount of £356,560 (2001: £361,125) to be transferred to reserves.

Directors

The directors of the company and their interests in the share capital at the end of the year are listed below. All served on the Board throughout the year.

	Ordinary shares of £1 each		
	2002	2001	
R M Gray	20,001	20,001	
E K Mukadam	5,333	5,333	
P Lewis	-	_	
K Littlewood	_	- -	

Directors' responsibilities for the financial statements

Company law requires the directors to prepare financial statements for each financial year which 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
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

The directors are also responsible for ensuring that the directors report is prepared in accordance with company law in the United Kingdom.

Auditors

Blueprint Audit Limited resigned as auditors during the year and Grant Thornton were appointed to fill the casual vacancy. Grant Thornton offer themselves for reappointment as auditors in accordance with Section 385 of the Companies Act 1985.

BY ORDER OF THE BOARD

 $\operatorname{Mr} \operatorname{P} \operatorname{D} \operatorname{Sumner}$

Secretary

20 June 2003

Grant Thornton &

Report of the independent auditors to the members of Licensed Wholesale Company Limited

We have audited the financial statements of Licensed Wholesale Company Limited for the year ended 30 September 2002 which comprise the principal accounting policies, the profit and loss account, the balance sheet, the cash flow statement and notes 1 to 25. These financial statements have been prepared in accordance with 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 auditors' 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 the directors and auditors

The directors' responsibilities for preparing the directors' report and the financial statements in accordance with applicable law and United Kingdom accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom auditing standards.

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 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 with the company is not disclosed.

We read other information contained in the directors' report, and consider whether it is consistent with the audited financial statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Basis of opinion

We conducted our audit in accordance with United Kingdom 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.

Grant Thornton &

Report of the independent auditors to the members of Licensed Wholesale Company Limited

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 30 September 2002 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

GRANT THORNTON
REGISTERED AUDITORS

CHARTERED ACCOUNTANTS

Grant Propula

MANCHESTER

20 June 2003

Principal accounting policies

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

The directors have reviewed the accounting policies in accordance with FRS 18 "Accounting Policies" and have concluded that no changes were required from the previous year except in respect of FRS 19. FRS 19 "Deferred Taxation" has been adopted for the first time in these financial statements.

Turnover

Turnover is the total amount receivable by the company for goods supplied and services provided, excluding VAT and trade discounts.

Depreciation

Depreciation is calculated to write down the cost of all tangible fixed assets other than freehold land by equal annual instalments over their expected useful economic lives. The rates generally applicable are:

Freehold buildings

Leasehold properties

Plant and machinery

Motor vehicles

Fixtures and fittings

Computer equipment

2% straight line on 20% of cost over the period of the lease

20% reducing balance

25% straight line

33% straight line

Stocks

Stocks are stated at the lower of cost and net realisable value, after making allowance for obsolete and slow moving items.

Cost includes materials, direct labour and an attributable proportion of manufacturing overheads based on normal levels of activity. Net realisable value is based on estimated selling price, less further costs expected to be incurred to completion and disposal.

Investment income

Investment income comprises dividends declared during the accounting period and interest receivable on listed and unlisted investments.

Deferred taxation

Deferred tax is recognised on all timing differences where the transactions or events that give the group an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred by the balance sheet date. Deferred tax assets are recognised when it is more likely than not that they will be recovered. Deferred tax is measured using rates of tax that have been enacted or substantively enacted by the balance sheet.

Contributions to pension funds Defined Contribution Scheme

The pension costs charged against profits represent the amount of the contributions payable to the scheme in respect of the accounting period.

Leased assets

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and depreciated over their expected useful lives. The interest element of leasing payments represents a constant proportion of the capital balance outstanding and is charged to the profit and loss account over the period of the lease.

All other leases are regarded as operating leases and the payments made under them are charged to the profit and loss account on a straight line basis over the lease term.

Development costs

Development costs on specific projects are capitalised when recoverability can be assessed with reasonable certainty and are amortised over the estimated year that the benefits will accrue. All other development costs are written off in the year of expenditure.

Profit and loss account

Continuing activities	Note	2002 £	2001 £
Turnover	1	50,673,907	38,734,254
Cost of sales		(41,151,461)	(31,327,134)
Gross profit		9,522,446	7,407,120
Distribution costs Administrative expenses Other operating income		(3,790,245) (5,160,993) 6,863	(2,858,638) (3,913,854) 6,784
Operating profit		578,071	641,412
Interest receivable		2,663	1,408
Interest payable	3	(126,081)	(97,162)
Profit on ordinary activities before taxation	1	454,653	545,658
Tax on profit on ordinary activities	4	(78,093)	(184,533)
Profit on ordinary activities after taxation		376,560	361,125
Dividends payable		(20,000)	-
Profit retained and transferred to reserves	16	356,560	361,125

There were no recognised gains or losses other than the profit for the financial year.

Balance sheet

	Note	2002 £	2001 £
Fixed assets	11000	25	£
Intangible assets	6	6,668	154
Tangible assets	7	1,969,208	1,825,465
Fixed asset investments	8	2,598	2,500
	_	1,978,474	1,828,119
Current assets			
Stocks	9	4,785,480	3,918,052
Debtors	10	4,439,817	3,272,357
Cash at bank and in hand	_	6,411	791,785
		9,231,708	7,982,194
Creditors: amounts falling due within one year	11	(9,054,921)	(7,906,842)
	-		
Net current assets		176,787	75,352
Total assets less current liabilities		2,155,261	1,903,471
Creditors: amounts falling due after more than one year	12	(112,672)	(94,503)
Provisions for liabilities and charges			
Deferred taxation	14	_	(122,939)
		2,042,589	1,686,029
			
Capital and reserves			
Called up share capital	15	45,334	45,334
Capital redemption reserve	16	21,335	21,335
Profit and loss account	16	1,975,920_	1,619,360
Equity shareholders' funds	17	2,042,589	1,686,029

The financial statements were approved by the Board of Directors on 20 June 2003.

R M Gran

Director

Cash flow statement

	Note	2002 £	2001 £
Net cash inflow from operating activities	18 _	834,594	364,122
Returns on investments and servicing of finance Interest received Interest paid Finance lease interest paid	_	2,663 (106,438) (19,643)	1,408 (74,643) (22,519)
Net cash outflow from returns on investments and servicing of finance		(123,418)	(95,754)
Taxation		(266,800)	(111,121)
Capital expenditure and financial investment Purchase of tangible fixed assets Sale of tangible fixed assets Investments – own shares	-	(411,342) 69,887 (500,100)	(526,486) 425 —
Net cash outflow from capital expenditure and financial investment		(841,555)	(526,061)
Acquisitions Purchase of business		(242,223)	
Net cash outflow from acquisitions		(242,223)	-
Equity dividends paid		(20,000)	
Net cash outflow before financing		(659,402)	(368,814)
Financing Decrease in bank loans due within one year Capital element of finance lease rentals		(68,487)	(35,080) (100,599)
Net cash outflow from financing		(68,487)	(135,679)
Decrease in cash in the year	20	(727,889)	(504,493)

Notes to the financial statements

1 Turnover and profit on ordinary activities before taxation

Turnover and profit on ordinary activities before taxation are attributable to the company's principal activity.

	2002	2001
	£	£
Depreciation		
- owned	297,306	167,239
 held under finance leases and hire purchase contracts 	50,233	66,131
Auditors' remuneration		
– audit	18,000	15,000
– non–audit	8,900	7,375
Amortisation of goodwill	3,486	723
Loss on disposal of fixed assets	50,652	43,882
Hire of plant and machinery under operating leases	55,759	102,907
Other operating lease rentals	229,749	279,136

2 Directors and employees

Staff costs during the year were as follows:	2002 £	2001 £
Wages and salaries Social security costs Pension contribution	3,696,547 301,110 12,836 4,010,493	2,803,677 226,610 ————————————————————————————————————
The average number of employees during the year was:	2002 Number	2001 Number
Administration, selling and distribution	209	157
The total amounts for directors' remuneration and other benefits was as foll	ows:	
	2002 £	2001 £
Emoluments Pension contributions to money purchase pension schemes	580,781 7,913	52,702 45,000
The remuneration in respect of the highest paid director was as follows:		
	2002 £	2001 £
Emoluments Pension contributions to money purchase pension schemes	370,000	52,702 45,000

Retirement benefits are accruing to 1 director under money purchase pension schemes.

3 Interest payable and similar charges

5

	2002	2001
	£	£
On bank loans and overdrafts	106,438	74,643
Hire purchase interest	19,643 126,081	22,519 97,162
=		
Tax on profit on ordinary activities		
The taxation charge is based on the profit for the year and represents:		
	2002	2001
Current tax	£	£
UK Corporation tax at 30% (2001 : 30%)	115,000	175,932
Adjustment in respect of prior period	152,032	(4,304)
	267,032	171,628
Deferred tax		
Origination and reversal of timing differences	(188,939)	12,905
	78,093	184,533
Factors affecting the tax charge for the year The tax assessed for the year is lower than the standard rate of corporation ta	x in the United	l Kingdom.
The differences are explained as follows:	2002	2001
	£	£
Profit on ordinary activities before tax	454,653	545,658
Profit on ordinary activities before taxation multiplied by standard rate of corporation tax in the United Kingdom of 30% (2001 : 30%)	136,396	163,697
Effect of:		
Expenses not deductible for tax purposes	18,359	27,912
Capital allowances for the period in excess of depreciation	45,014	24,521
Short term timing differences Adjustments in respect of prior periods	(58,207) 152,032	(20,517) 72,676
Marginal relief	(26,562)	(19,681)
	267,032	248,608
Dividends		
	2002	2001
	£	£
Equity dividends		~
Ordinary dividends – paid on 20,000 shares	20,000	

During the year shareholders holding 25,334 shares waived their right to receive a dividend.

6 Intangible fixed assets

	Goodwill £
Cost	~
At 1 October 2001	5,545
Additions	10,000
At 30 September 2002	15,545
Amortisation	
At 1 October 2001	5,391
Charge for the year	3,486_
At 30 September 2002	8,877
Net book value	
At 30 September 2002	6,668
At 30 September 2001	154

The goodwill relates to the acquisition of the trade and assets of Jolly's (Cornwall) Limited. Assets totalling £242,223 comprising goodwill of £10,000, fixed assets of £110,001 and stock of £122,222 were acquired for a cash consideration.

7 Tangible fixed assets

	Freehold land and buildings £	Leasehold land and buildings £	Plant and machinery £	Motor vehicles £	Fixtures and fittings £	Total £
Cost				,-		
At 1 October 2001	1,115,287	261,589	235,678	624,953	627,168	2,864,675
Additions	2,192	-	57,882	340,239	210,159	610,472
Disposals				(246,293)	(148,039)	(394,332)
At 30 September 2002	1,117,479	261,589	293,560	718,899	689,288	3,080,815
Depreciation						
At 1 October 2001	6,629	120,518	154,858	354,524	402,681	1,039,210
Provided in the year	12,179	26,593	54,576	110,873	143,318	347,539
Disposals				(163,745)	(111,397)	(275,142)
At 30 September 2002	18,808	147,111	209,434	301,652	434,602	1,111,607
Net book amount						
At 30 September 2002	1,098,671	114,478	84,126	417,247	254,686	1,969,208
Net book amount						
At 30 September 2001	1,108,658	141,071	80,820	270,429	224,487	1,825,465

Assets held under finance leases and hire purchase have a net book value of £220,218 (2001 : £197,396). Depreciation charged for the year was £50,233 (2001 : £66,131).

8 Fixed asset investments

Cost	Licensed Wholesale Company Limited Employee Benefit Trust £	Shares in subsidiary undertakings £	Total £
At 1 October 2001	-	2,500	2,500
Additions	500,100	_	500,100
Diminution in value	(500,002)		(500,002)
At 30 September 2002	98	2,500	2,598

See note 24 for details of the Employee Benefit Trust.

The company had the following subsidiary undertakings as at 30 September 2002:

Name of subsidiary	Country of incorporation	Class of share capital held	Proportion held by the company	Nature of business
Dateprofit Limited	England & Wales	Ordinary £1	100%	Dormant
Rogersons (Wines and Spirits)	England & Wales	Ordinary £1	100%	Dormant
Limited				
Abbey Head Limited	England & Wales	Ordinary £1	100%	Corporate trustee
Jollys (Cornwall) Limited	England & Wales	Ordinary £1	100%	Dormant
Robinrate Limited	England & Wales	Ordinary £1	100%	Dormant
	•	•		

9 Stocks

10

	2002 £	2001 £
Finished goods	4,785,480	3,918,052
Debtors		
	2002 £	2001 £

	£	£
Trade debtors	4,203,692	2,966,709
Amounts owed by group undertakings	, , <u> </u>	143,884
Other debtors	31,819	34,741
Prepayments and accrued income	138,306	109,523
Deferred taxation (Note 14)	66,000	-
Directors' loan account		17,500_
	4,439,817	3,272,357

11 Creditors: amounts falling due within one year

	2002	2001
	£	£
Bank loans and overdraft	2,299,682	2,357,167
Trade creditors	4,220,381	3,491,583
Other creditors	366,049	107,083
Corporation tax	236,925	236,693
Other taxation and social security	998,218	863,046
Accruals and deferred income	862,707	782,783
Obligations under financing arrangements	70,959	68,487
	9,054,921	7,906,842
Creditors : amounts falling due after more than one year		

12

	2002	2001
	£	£
Obligations under financing arrangements		94,503

13 Obligation sunder hire purchase contracts and finance leases

Obligations under hire purchase contracts and finance leases are analysed between amounts payable:

	2002 £	2001 £
Within one year	70,959	68,487
After one and within two years	26,502	37,263
After two and within five years	86,170	57,240
	183,631	162,990

Obligations under hire purchase contracts and finances are secured on the assets concerned.

Deferred taxation

Deferred taxation provided is set out below and is calculated using a tax rate of 30% (2001: 30%).

	2002 £	2001 £
At 1 October 2001	122,939	187,014
Movement in the year	(188,939)	(64,075)
At 30 September 2002	(66,000)	122,939

	Deferred taxation (asset)/liability in the financial statements is set	out below.		
			Amoun 2002	t provided
			2002 £	2001 £
	Accelerated capital allowances		(48,000)	11,174
	Other timing differences	_	(18,000)	122,939
		=	(66,000)	134,113
15	Share capital			
			2002	2001
			£	£
	Authorised		1 000 000	1 000 000
	1,000,000 Ordinary shares of £1 each		1,000,000	1,000,000
	Allotted, called up and fully paid			
	45,334 Ordinary shares of £1 each		45,334	45,334
16	Reserves			
	re	Capital demption	Profit and loss	
		reserve	account	Total
		£	£	£
	At 1 October 2001	21,335	1,619,360	1,640,695
	Profit for the year		356,560	356,560
	At 30 September 2002	21,335	1,975,920	1,997,255
17	Reconciliation of movements in shareholders' funds			
			2002	2001
			£	£
	Opening shareholders' funds		1,686,029	1,324,904
	Profit for the financial year		356,560	361,125
	Closing shareholders' funds		2,042,589	1,686,029

18 Net cash inflow from operating activities

	2002	2001
	£	£
Operating profit	578,071	641,412
Depreciation	347,539	233,370
Amortisation of intangible fixed assets	3,488	723
Loss on sale of tangible fixed assets	49,303	43,882
Increase in stocks	(745,206)	(1,251,634)
Increase in debtors	(1,101,460)	(375,177)
Decrease in creditors	1,202,857	1,071,546
Diminution in value of EBT	500,002	
Net cash inflow from operating activities	834,594	364,122

19 Reconciliation of net cash flow to movement in net debt

	2002	2001
	£	£
Decrease in cash in the year	(727,889)	(504,493)
Cash outflow from finance leases	68,487	135,679
Change in net debt resulting from cash flows	(659,402)	(368,814)
Inception of finance leases	(89,129)	(20,889)
Movement in net debt in the year	(748,531)	(389,703)
Net debt at 1 October 2001	(1,728,372)	(1,338,669)
Net debt at 30 September 2002	(2,476,903)	(1,728,372)

20 Analysis of changes in net debt

	At 1 October 2001 £	Cashflows	Non-cash changes	At 30 September 2002 £
Cash at bank and in hand	791,785	(785,374)	<u> </u>	6,411
Bank overdraft	(2,357,167)	57,485		(2,299,682)
	(1,565,382)	(727,889)		(2,293,271)
Finance leases	(162,990)	68,487	(89,129)	(183,632)
	(1,728,372)	(659,402)	(89,129)	(2,476,903)

21 Guarantees and other financial commitments

Leasing commitments

_		2002	T 1 1	2001
	Land and buildings £	Other €	Land and buildings £	Other £
Operating leases which expire:				
– within one year	117,500	3,969	26,158	48,284
- between two to five years	23,500	50,510	167,148	17,880
- after five years	83,500_		62,500	
	224,500	54,479	255,806	66,164

22 Capital commitments

	2002 £	2001 £
Contracted for but not provided in the financial statements	_	_

23 Contingent liabilities

The company has composite guarantee dated 20 March 1997 with Dorbiere Limited, Priortriple Limited, Robinrate Limited and Abbey Head Limited. At 30 September 2001, these companies had bank overdrafts totalling £Nil (2001: £Nil).

24 Employee benefit trust

The company has established an Employee Benefit Trust with the object of promoting employee loyalty and goodwill. Contributions during the year totalled £500,100 (2001: £Nil) and distributions made during the year were £500,002 (2001: £128,170).

In accordance with FRS 5 – "Reporting the Substance of Transactions", trust assets of £515,570 (2001: £409,796) have been incorporated into the company's balance sheet.

25 Related party transactions

Under the disclosure requirement of Financial Reporting Standard 8 – "Related Party Disclosures", the company is a related party of the following:

- Dorbiere Limited
- Priortriple Limited
- Robinrate Limited
- Moonshine Corporation Limited
- Dorbiere Directors' Benefit Pension Scheme

During the year Licensed Wholesale Company Limited sold goods amounting to £1,809,193 (2001: £802,680) to Dorbiere Limited. The company also purchased goods and services from Dorbiere Limited, £5,671,582 (2001: £4,254,226). Dorbiere Limited is related through common ownership.

At 30 September 2002 the company was owed £179,408 (2001: £143,884) by Dorbiere Limited and £Nil (2001: £47) by Priortriple Limited.

At the same date the company owed £656,631 (2001: £509,893) to Dorbiere Limited, included in trade creditors, £27,342 (£nil) to Dorbiere Limited, included in other creditors, and £100,000 (£nil), included in accruals and deferred income.