

Company Registration No. SC227840 (Scotland)

WALTER BLACK (MANUFACTURING) LIMITED

ABBREVIATED ACCOUNTS

FOR THE YEAR ENDED 30 SEPTEMBER 2003



SCT 8051BX7D 1828
COMPANIES HOUSE 29/07/04

WALTER BLACK (MANUFACTURING) LIMITED

CONTENTS

	Page
Directors' report	1 - 2
Auditors' report	3
Abbreviated profit and loss account	4
Abbreviated balance sheet	5
Cash flow statement	6
Notes to the cash flow statement	7
Notes to the abbreviated accounts	8 - 13

WALTER BLACK (MANUFACTURING) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 SEPTEMBER 2003

The directors present their report and financial statements for the year ended 30 September 2003.

Principal activities and review of the business

The company was incorporated on the 8th February 2002. The principal activity of the company is the holding of shares in the trading subsidiaries of the Walter Black Group.

Results and dividends

The results for the year are set out on page 4.

Directors

The following directors have held office since 1 October 2002:

Stuart S Black
Walter C Black

Directors' interests

The directors' interests in the shares of the company were as stated below:

	Ordinary shares of £ 1 each	
	30 September 2003	1 October 2002
Stuart S Black	-	-
Walter C Black	-	-

The interests of Walter C Black and Stuart S Black in the holding company Walter Black (Holdings) Limited are disclosed in the accounts of that company.

Subsequent to the year end Walter Black (Manufacturing) Limited acquired 100% of the issued share capital of AMB Products Limited. The company is now a wholly owned subsidiary of Walter Black (Manufacturing) Limited.

The directors recommend payment of a final dividend amounting to £1,500.

Auditors

Wylie & Bisset were appointed auditors to the company and in accordance with section 385 of the Companies Act 1985, a resolution proposing that they be re-appointed will be put to the Annual General Meeting.

WALTER BLACK (MANUFACTURING) LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2003

Directors' responsibilities

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;
- 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 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.

On behalf of the board

Walter C Black

Director

16 July 2004



WALTER BLACK (MANUFACTURING) LIMITED

INDEPENDENT AUDITORS' REPORT TO WALTER BLACK (MANUFACTURING) LIMITED UNDER SECTION 247B OF THE COMPANIES ACT 1985

We have examined the abbreviated accounts set out on pages 4 to 13, together with the financial statements of the company for the year ended 30 September 2003 prepared under section 226 of the Companies Act 1985.

This report is made solely to the company's members, as a body, in accordance with Section 247B 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 auditor's 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 directors and auditors

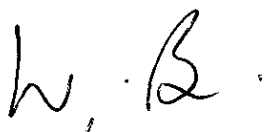
The directors are responsible for preparing the abbreviated accounts in accordance with section 246A of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts prepared in accordance with section 246A(3) of the Act to the Registrar of Companies and whether the accounts to be delivered are properly prepared in accordance with that provision and to report our opinion to you.

Basis of audit opinion

We have carried out the procedures we considered necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered are properly prepared. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the financial statements.

Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with section 246A(3) of the Companies Act 1985, and the abbreviated accounts on pages 4 to 13 are properly prepared in accordance with that provision.



Wylie & Bisset

16 July 2004

Chartered Accountants
Registered Auditor

168 Bath Street
Glasgow
G2 4TP

WALTER BLACK (MANUFACTURING) LIMITED

ABBREVIATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 SEPTEMBER 2003

	Notes	2003 £	2002 £
Gross loss		-	-
Administrative expenses		(48,765)	-
Operating loss	2	(48,765)	-
Investment income	3	1,500	418,000
Other interest receivable and similar income		6,271	4,935
Amounts written off investments	4	(124,699)	-
Interest payable and similar charges	5	(24,851)	(16,500)
(Loss)/profit on ordinary activities before taxation		(190,544)	406,435
Tax on (loss)/profit on ordinary activities	6	-	-
(Loss)/profit on ordinary activities after taxation		(190,544)	406,435
Dividends	7	(1,500)	(1,500)
Retained (loss)/profit for the year	14	(192,044)	404,935

WALTER BLACK (MANUFACTURING) LIMITED

ABBREVIATED BALANCE SHEET AS AT 30 SEPTEMBER 2003

	Notes	2003		2002	
		£	£	£	£
Fixed assets					
Intangible assets	8		926,536		-
Investments	9		15,000	1,115,000	
			<u>941,536</u>	<u>1,115,000</u>	
Current assets					
Debtors	10	1,500		1,500	
Cash at bank and in hand		-		404,935	
		<u>1,500</u>		<u>406,435</u>	
Creditors: amounts falling due within one year	11	(130,535)		(1,116,499)	
Net current liabilities			<u>(129,035)</u>		<u>(710,064)</u>
Total assets less current liabilities			812,501		404,936
Creditors: amounts falling due after more than one year	12	(599,609)			-
			<u>212,892</u>		<u>404,936</u>
Capital and reserves					
Called up share capital	13		1		1
Profit and loss account	14		212,891		404,935
Shareholders' funds - equity interests	15		<u>212,892</u>		<u>404,936</u>

These abbreviated accounts have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to medium-sized companies.

The financial statements were approved by the Board on 16 July 2004

Walter C Black
Director



Stuart S Black
Director

WALTER BLACK (MANUFACTURING) LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER 2003

	2003		2002	
	£	£	£	£
Net cash outflow from operating activities		(1,072,448)		(1)
Returns on investments and servicing of finance				
Interest received	6,271		4,935	
Interest paid	(24,851)		(16,500)	
Dividends received	-		416,500	
	<u> </u>		<u> </u>	
Net cash (outflow)/inflow for returns on investments and servicing of finance		(18,580)		404,935
Payments to acquire intangible assets	(975,301)		-	
Receipts from sales of investments	975,301		-	
Equity dividends paid		(1,500)		-
		<u> </u>		<u> </u>
Net cash (outflow)/inflow before management of liquid resources and financing		(1,092,528)		404,934
Financing				
Issue of ordinary share capital	-		1	
New long term bank loan	599,609		-	
Other new short term loans	87,984		-	
	<u> </u>		<u> </u>	
Net cash inflow from financing		687,593		1
(Decrease)/increase in cash in the year		<u> </u> <u> </u>		<u> </u> <u> </u>

WALTER BLACK (MANUFACTURING) LIMITED

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 30 SEPTEMBER 2003

1	Reconciliation of operating loss to net cash outflow from operating activities		2003	2002	
			£	£	
	Operating (loss)/profit		(48,765)	-	
	Amortisation of intangible assets		48,765	-	
	Decrease/(increase) in debtors		1,500	-	
	(Decrease)/Increase in creditors within one year		(1,073,948)	(1)	
	Net cash outflow from operating activities		(1,072,448)	(1)	
2	Analysis of net (debt)/funds	1 October 2002	Cash flow	Other non-cash changes	30 September 2003
		£	£	£	£
	Net cash:				
	Cash at bank and in hand	404,935	(404,935)	-	-
	Debt:				
	Debts falling due within one year	-	(87,984)	-	(87,984)
	Debts falling due after one year	-	(599,609)	-	(599,609)
		-	(687,593)	-	(687,593)
	Net funds/(debt)	404,935	(1,092,528)	-	(687,593)
3	Reconciliation of net cash flow to movement in net (debt)/funds		2003	2002	
			£	£	
	(Decrease)/increase in cash in the year		(404,935)	404,935	
	Cash inflow from increase in debt		(687,593)	-	
	Movement in net (debt)/funds in the year		(1,092,528)	404,935	
	Opening net funds		404,935	-	
	Closing net (debt)/funds		(687,593)	404,935	

WALTER BLACK (MANUFACTURING) LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 30 SEPTEMBER 2003

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

1.2 Goodwill

Acquired goodwill is written off in equal annual instalments over its estimated useful economic life.

1.3 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

1.4 Deferred taxation

The accounting policy in respect of deferred tax has been changed to reflect the requirements of FRS19 - Deferred tax. Deferred tax is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

No provision has been made for deferred tax on gains recognised on revaluing property to its market value as the company does not intend to sell the revalued assets.

The above amounts to a change in accounting policy. The previous policy was to provide deferred tax only to the extent that it was probable that liabilities would crystallise in the foreseeable future.

The adoption of the standard has not required a prior period adjustment. If the new policy had been in place in the previous period no liability would have been recognised as the conditions for recognition would not have been satisfied.

1.5 Group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company and its subsidiary undertakings comprise a medium-sized group. The company has therefore taken advantage of the exemptions provided by section 248 of the Companies Act 1985 not to prepare group accounts.

2 Operating loss	2003	2002
	£	£
Operating loss is stated after charging:		
Amortisation of intangible assets	48,765	-
	<u> </u>	<u> </u>
3 Investment income	2003	2002
	£	£
Income from shares in group undertakings	1,500	418,000
	<u> </u>	<u> </u>

WALTER BLACK (MANUFACTURING) LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2003

4	Amounts written off investments	2003	2002
		£	£
	Amounts written off fixed asset investments:		
	- permanent diminution in value	124,699	-
		<u>124,699</u>	<u>-</u>
5	Interest payable	2003	2002
		£	£
	On bank loans and overdrafts	13,851	-
	Other interest	11,000	16,500
		<u>24,851</u>	<u>16,500</u>
6	Taxation		
	Current tax charge	-	-
		<u>-</u>	<u>-</u>
	Factors affecting the tax charge for the year		
	(Loss)/profit on ordinary activities before taxation	(190,544)	406,435
		<u>(190,544)</u>	<u>406,435</u>
	(Loss)/profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 0.00% (2002: 20.00%)	-	81,287
		<u>-</u>	<u>81,287</u>
	Effects of:		
	Dividends and distributions received	-	(83,600)
	Other tax adjustments	-	2,313
		<u>-</u>	<u>(81,287)</u>
	Current tax charge	-	-
		<u>-</u>	<u>-</u>
7	Dividends	2003	2002
		£	£
	Ordinary final proposed	1,500	1,500
		<u>1,500</u>	<u>1,500</u>

WALTER BLACK (MANUFACTURING) LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2003

8 Intangible fixed assets

	Goodwill £
Cost	
At 1 October 2002	-
Additions	975,301
	<hr/>
At 30 September 2003	975,301
	<hr/>
Amortisation	
At 1 October 2002	-
Charge for the year	48,765
	<hr/>
At 30 September 2003	48,765
	<hr/>
Net book value	
At 30 September 2003	926,536
	<hr/> <hr/>
At 30 September 2002	-
	<hr/> <hr/>

The goodwill arose on the acquisition by the company of the entire issued share capital of Taylors Speciality Foods Limited.

WALTER BLACK (MANUFACTURING) LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2003

9 Fixed asset investments

	Shares in subsidiary undertakings £
Cost	
At 1 October 2002	1,115,000
Disposals	(975,301)
	<hr/>
At 30 September 2003	139,699
	<hr/>
Provisions for diminution in value	
At 1 October 2002	-
Charge for the year	124,699
	<hr/>
At 30 September 2003	124,699
	<hr/>
Net book value	
At 30 September 2003	15,000
	<hr/> <hr/>

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

Company	Country of registration or incorporation	Shares held	
		Class	%
Subsidiary undertakings			
Walter Black Foods Limited	Scotland	Ordinary	100
Taylor's Speciality Foods Limited	England	Ordinary/preference	100

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

	Capital and reserves 2003 £	Profit for the year 2003 £
Walter Black Foods Limited	2,346,425	(236,043)
Taylor's Speciality Foods Limited	(156,631)	(234,210)
	<hr/> <hr/>	<hr/> <hr/>

The investment in Taylor's Speciality Foods Limited has been written off in full. The trade of Taylor's Speciality Foods Limited being transferred to Walter Black Foods Limited during the period to 30 September 2003.

WALTER BLACK (MANUFACTURING) LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2003

10 Debtors	2003 £	2002 £
Amounts owed by subsidiary undertakings	1,500	1,500
	<u>1,500</u>	<u>1,500</u>
11 Creditors: amounts falling due within one year	2003 £	2002 £
Bank loans and overdrafts	87,984	-
Amounts owed to parent and fellow subsidiary undertakings	41,051	14,999
Other creditors	-	1,100,000
Proposed dividend	1,500	1,500
	<u>130,535</u>	<u>1,116,499</u>
12 Creditors: amounts falling due after more than one year	2003 £	2002 £
Bank loans	599,609	-
	<u>599,609</u>	<u>-</u>
Analysis of loans		
Wholly repayable within five years	687,593	-
	<u>687,593</u>	<u>-</u>
Included in current liabilities	(87,984)	-
	<u>599,609</u>	<u>-</u>
Loan maturity analysis		
In more than one year but not more than two years	87,984	-
In more than two years but not more than five years	263,952	-
In more than five years	247,673	-
	<u>599,609</u>	<u>-</u>
13 Share capital	2003 £	2002 £
Authorised		
15,000 Ordinary shares of £1 each	15,000	15,000
	<u>15,000</u>	<u>15,000</u>
Allotted, called up and fully paid		
1 Ordinary shares of £1 each	1	1
	<u>1</u>	<u>1</u>

WALTER BLACK (MANUFACTURING) LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 30 SEPTEMBER 2003

14 Statement of movements on profit and loss account

	Profit and loss account £
Balance at 1 October 2002	404,935
Retained loss for the year	(192,044)
	<hr/>
Balance at 30 September 2003	212,891
	<hr/> <hr/>

15 Reconciliation of movements in shareholders' funds

	2003 £	2002 £
(Loss)/Profit for the financial year	(190,544)	406,435
Dividends	(1,500)	(1,500)
	<hr/>	<hr/>
	(192,044)	404,935
Proceeds from issue of shares	-	1
	<hr/>	<hr/>
Net (depletion in)/addition to shareholders' funds	(192,044)	404,936
Opening shareholders' funds	404,936	-
	<hr/>	<hr/>
Closing shareholders' funds	212,892	404,936
	<hr/> <hr/>	<hr/> <hr/>

16 Contingent liabilities

The Bank of Scotland holds a cross corporate guarantee for "All sums" dated 14/02/02 for Walter Black (Manufacturing) Limited, Walter Black (Gold Star) Limited and Taylors Speciality Foods Limited. At 30/09/02 this amounted to - Walter Black Foods Limited £nil; Taylors Speciality Foods Limited £nil and Walter Black (Manufacturing) Limited £nil.

17 Employees

Number of employees

There were no employees during the year apart from the directors.

18 Ultimate parent company

The ultimate parent company is Walter Black (Holdings) Limited. A company incorporated in Scotland.

19 Post balance sheet events

Subsequent to the year end Walter Black (Manufacturing) Limited acquired 100% of the share capital of AMB Products Limited a company registered in England.