

Allied Farm Foods Limited

Annual Report and Financial Statements

For the year ended 31 December 2009

Registered Number 161792

THURSDAY



A90VINGZ

A41

16/09/2010

336

COMPANIES HOUSE

Allied Farm Foods Limited

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

CONTENTS

	Page
Report of the directors	1-3
Independent auditors' report to the members of Allied Farm Foods Limited	4-5
Profit and loss account	6
Reconciliation of shareholders' funds	7
Balance sheet	8
Notes to the financial statements	9-12

Allied Farm Foods Limited

Report of directors for the year ended 31 December 2009

The directors present their report together with the audited financial statements for Allied Farm Foods Limited, registered number 161792, for the year ended 31 December 2009

Principal activities, trading review and future developments

The principal activity of the Company throughout the year continued to be that of an investment holding company in the food industry. The directors are satisfied with the results for the year and do not envisage any changes to the conduct of the business over the next twelve months.

Subsequent events

The company's investment in W & JB Eastwood Limited has been restored in the Companies House Register in February 2010 due to an industrial injury claim arising against the company. It is our intention to dissolve the company in due course.

Results and dividends

The profit and loss account is set out on page 6 and shows the results for the year. The results for the Company show a pre-tax loss of £1,029,000 (2008: £nil) for the year. The retained loss has been transferred to reserves.

No dividend was paid during the year (2008: £nil).

As at 31 December 2009, the Company had net liabilities of £4,529,000 (2008: £3,500,000).

Principal risk and uncertainties

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Premier 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.

Contractual relationships

Details of contractual arrangements that are considered essential to the business of the Premier Group are discussed in the Group's 2009 annual report and accounts.

Directors

The directors who served the Company during the year were

P Bamford
N Cruse

Charitable and political donations

During the year the Company made no charitable donations or political donations (2008: £nil).

Allied Farm Foods Limited

Report of the directors for the year ended 31 December 2009 *(continued)*

Key performance indicators

The directors of Premier Foods plc manage the Group's operations on a divisional basis. For this reason, the Company's directors believe that analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business of Allied Farm Foods Limited. The development, performance and position of Premier Foods plc is discussed in the Group's annual report and accounts which does not form part of this report.

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 accounting 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.

Allied Farm Foods Limited

Report of the directors for the year ended 31 December 2009 *(continued)*

Statement of Directors' responsibilities *(continued)*

Each person who is a director at the date of approval confirms that

- a) so far as the directors are aware, there is no relevant audit information (that is, information needed by the Company's auditors in connection with preparing their report) of which the Company's auditors are unaware, and
- b) the directors have taken all steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information

Statutory dispensation

The Company has in force, under section 423 of the Companies Act 2006, an election dispensing with the laying of accounts and reports before the Company in General Meeting, the holding of Annual General Meetings and the obligation to appoint auditors annually

By order of the board



N Cruse

Director

8 September 2010

Allied Farm Foods Limited

Independent auditors' report to the members of Allied Farm Foods Limited

We have audited the financial statements of Allied Farm Foods Limited for the year ended 31 December 2009 which comprise the Profit and Loss Account, Reconciliation of shareholders' deficit, Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' responsibilities set out on page 2 to 3 the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with the applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, 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 save where expressly agreed by our prior consent in writing.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and overall presentation of the financial statements.

Opinion

In our opinion the financial statements

- give a true and fair value of the state of the Company's affairs as at 31 December 2009 and of its loss for the year ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements.

Allied Farm Foods Limited

Independent auditors' report to the members of Allied Farm Foods Limited *(continued)*

Matters on which we are required to report exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



Ranjan Sriskandan (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
8 September 2010

Allied Farm Foods Limited

Profit and loss account for the year ended 31 December 2009

	Note	Year ended 31 December 2009 £'000	Year ended 31 December 2008 £'000
Administrative expenses		(1,029)	-
Operating loss		(1,029)	-
Loss on ordinary activities before taxation		(1,029)	-
Taxation on loss on ordinary activities	4	-	1
(Loss)/profit on ordinary activities after taxation		(1,029)	1

All amounts relate to continuing activities

There were no recognised gains or losses in the year, other than the loss on ordinary activities after taxation and therefore no separate statement of total recognised gains or losses has been prepared

There is no material difference between the results as disclosed in the profit and loss account and the results on an historical cost basis

The notes on pages 9 to 12 form an integral part of these financial statements

Allied Farm Foods Limited

Reconciliation of shareholders' deficit for the year ended 31 December 2009

	Year ended 31 December 2009 £'000	Year ended 31 December 2008 £'000
Reconciliation of shareholders' deficit		
(Loss)/profit for the year	(1,029)	1
Net (decrease)/increase in shareholders' deficit	<u>(1,029)</u>	<u>1</u>
Opening shareholders' deficit	(3,500)	(3,501)
Closing shareholders' deficit	<u>(4,529)</u>	<u>(3,500)</u>

The notes on pages 9 to 12 form part of these financial statements

Allied Farm Foods Limited**Balance sheet as at 31 December 2009**

	Note	31 December 2009 £'000	31 December 2008 £'000
Fixed asset investments	5	-	-
Current assets			
Debtors amounts due within one year	6	-	1,029
Creditors amounts falling due after more than one year	7	(4,529)	(4,529)
Net liabilities		(4,529)	(3,500)
Capital and reserves			
Called up share capital	8	3,000	3,000
Share premium account	9	1,973	1,973
Profit and loss reserves	9	(9,502)	(8,473)
Shareholders' deficit		(4,529)	(3,500)

The financial statements were approved by the Board on 8 September 2010, and were signed on its behalf by



N Cruse
Director
8 September 2010

The notes on pages 9 to 12 form part of these financial statements

1. Principal accounting policies

Basis of accounting

The financial statements have been prepared on the going concern basis and under the historical cost convention in line with the accounting policies set out below, and are prepared in accordance with applicable accounting standards in the United Kingdom and the Companies Act 2006. 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 where detailed below.

Future financial support

The Company is dependant on continuing finance being made available by an intermediate parent undertaking to enable it to continue operating and meet its liabilities as they fall due. The intermediate parent undertaking has agreed to provide sufficient funds to the Company for these purposes. The directors consider it is appropriate to prepare the financial statements on a going concern basis.

Taxation

The charge or credit for taxation is based on the profit or loss for the year and takes into account deferred taxation.

Provisions

Provisions are recognised when the Company has present legal or constructive obligations as a result of past events, it is probable that an outflow of resources will be required to settle the obligations and a reliable estimate of the amount can be made. When the Company expects a provision to be reimbursed, the reimbursement is recognised as a separate asset but only when reimbursement is virtually certain. Where material, the Company discounts its provisions.

Fixed asset investments

Investments held as fixed assets are stated at cost less any provision required for impairment in their value. An impairment loss is recognised, in the profit and loss account, to the extent that the carrying amount cannot be recovered either by selling the asset or by the discounted future earnings from operating the assets.

2. Auditors remuneration

The audit fee has been borne by a fellow group undertaking in both years ended 31 December 2009 and 31 December 2008.

3. Director's remuneration

All directors were paid by other group undertakings for their services as a whole and no specific allocation of their remuneration has been made in respect of this Company. Retirement benefits are accruing to all directors of the Company under a defined benefit scheme operated by another group undertaking. The highest paid director of Premier Foods plc is also a director of the Company, whose emoluments are set out in the annual report of that Company.

Allied Farm Foods Limited

Notes to the financial statements for the year ended 31 December 2009 (continued)

4. Taxation on profit on ordinary activities

	Year ended 31 December 2009 £'000	Year ended 31 December 2008 £'000
UK corporation tax on result for the year at 28% (2008 28.5%)	-	-
Prior year adjustment	-	(1)
Tax credit on profit on ordinary activities	-	(1)

The tax for the year varies from the standard rate of corporation tax in the UK (28%) The differences are explained below

	Year ended 31 December 2009 £'000	Year ended 31 December 2008 £'000
Loss on ordinary activities before tax	(1,029)	-
Tax credit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 28% (2008 28.5%)	(288)	-
Expenses not deductible for tax purposes	288	-
Prior year adjustment	-	(1)
Total current tax credit	-	(1)

5. Fixed asset investments

	Shares in subsidiary undertakings £'000
Cost	
At 31 December 2008	2,465
Dissolution of subsidiary undertakings	(2,465)
	-
Provisions	
At 31 December 2008	2,465
Dissolution of subsidiary undertakings	(2,465)
	-
Net book value	
At 31 December 2009 and 31 December 2008	-

During the year the Company's subsidiary undertakings, Aprilgate Limited and W & JB Eastwood Limited were dissolved. As the carrying value of the Company's investment in these subsidiary undertakings was nil, no gain or loss was recognised in the profit and loss account as a result of the dissolutions. However, the Company had amounts due from Aprilgate Limited which have been provided for and written off during the year.

Allied Farm Foods Limited

Notes to the financial statements for the year ended 31 December 2009 (continued)

6. Debtors

	31 December 2009 £'000	31 December 2008 £'000
Debtors: amounts due within one year		
Amounts due from parent and group undertakings	17,578	17,588
Less amounts provided	(17,578)	(16,559)
	<u>-</u>	<u>1,029</u>

The amounts due from parent and group undertakings are interest free, unsecured and repayable on demand. During the year, £10,000 was written off and an additional provision of £1,019,000 was made.

7. Creditors: amounts falling due after more than one year

	31 December 2009 £'000	31 December 2008 £'000
Amounts due to group undertakings	<u>(4,529)</u>	<u>(4,529)</u>

The amounts owing to group undertakings are unsecured and interest free.

8. Share Capital

	Authorised Number	£'000	Allotted, called up and fully paid Number	£'000
Ordinary shares of £0.25 each				
At 31 December 2009 and 31 December 2008	<u>13,000,000</u>	<u>3,250</u>	<u>12,000,000</u>	<u>3,000</u>

9. Share capital, share premium and reserves

	Share capital £'000	Share premium £'000	Profit & loss reserve £'000	Total £'000
At 31 December 2008	3,000	1,973	(8,473)	(3,500)
Loss for the year	-	-	(1,029)	(1,029)
At 31 December 2009	<u>3,000</u>	<u>1,973</u>	<u>(9,502)</u>	<u>(4,529)</u>

10. 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.

11. Group financial statements

The Company is exempt from the obligation to prepare and deliver group financial statements as it is itself a wholly owned subsidiary of a larger group drawing up consolidated financial statements, as detailed in

Allied Farm Foods Limited

Notes to the financial statements for the year ended 31 December 2009 *(continued)*

note 12 As a consequence, these financial statements present information about the Company as an individual undertaking and not about its Group

12. Ultimate parent Company

HMTF Poultry Limited is the Company's parent undertaking at the year end and Premier Foods plc is the Company's ultimate parent company

Copies of the consolidated financial statements of Premier Foods plc are available at the company's registered office, which is at Premier House, Centrium Business Park, Griffiths Way, St Albans, Hertfordshire AL1 2RE

13. 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 a wholly owned subsidiary consolidated in the financial statements of its ultimate parent company

14. Subsequent event

The company's investment in W & JB Eastwood Limited has been restored in the Companies House Register in February 2010 due to an industrial injury claim arising against the company. It is our intention to dissolve the company in due course.