C.R.O. 362231

ADAMS FOODS LIMITED
STATEMENT OF ACCOUNTS
31ST DECEMBER 1977

PRAT, MARWICK, MITCHELL & CO.,
CHARTERED ACCOUNTANTS,
CHURCHILL HOUSE,
REGENT ROAD,
STOKE-ON-TECHT.



Directors

J.H. Adams, chairman

B.A. Joyce, managing director

A. Boardman, deputy managing director

J.M. Paterson

P.M. Macielinski

SECRETARY AND REGISTERED OFFICE

J.M. Paterson

Springfiold Pond,

Leek,

Staffordshire,

ST13 GEN

AUDITORS

Peat, Marwick, Mitchell & Co.,

Chartered Accountants,

Churchill House,

Regent Road,

Stoke-on-Trent,

ST1 3RG

BANKERS

National Westminster Bank Limited

NOTICE OF MEETING

Notice is hereby given that the annual general meeting of the company will be held at the registered office, Springfield Road, Leek, Staffordshire on 10th April 1978 for the following purposes:

- To receive the directors' report and accounts for the period
 .
 ended 31st December 1977;
- 2. To elect a director;
- 3. To re-appoint auditors and to authorise the directors to fix their remuneration.

BY ORDER OF THE BOARD

J.M. PATERSON

Socretary

Springfield Road, Leek, Staffordshire, ST13 6EN 23rd March 1978

EEPOHT OF THE DIRECTORS

The directors have pleasure in submitting their report, together with the audited accounts of the company for the 18 months ended 31st December 1977.

Activities

The principal activities of the group are the production, packaging, marketing and distribution of food products.

Results

The following is a summary of the group profit and loss account.

£ (597,681)

Loss attributable to ordinary shareholders

(434,00±)

Retained profit brought forward

2,551,196

Retained profit carried forward

1,953,515

Directors and directors' interests

The table below shows the persons who were directors during the financial period and their beneficial and other interests in the ordinary share capital of the company. The directors have no interest in the preference share capital of the company.

	31st December Beneficial	1977 Other	3rd J. Beneficia	1976 1 Other
J.H. Adoms	**		471,490	350,500
J.C. McGough (resigned 14th February 1978)	-	<u></u> س	-	-
B.A. Joyce	***	-	-	_
A. Boardman	-	-		• -
P.M. Macielinski	-	-	~	***
J.K. Patorson (appointed 1st February 1977)	-	44	-	-
A.K. Brochwicz-Lewinski (resigned 26th May 19	77) -	-	1,500	
K. Ahmed (resigned 9th September 1976)	· -	₩.	-	-

Mr. J.M. Paterson was appointed a director on 1st February 1977 and in accordance with the Articles of Association retires and, being eligible, offers himself for election.

None of the directors were interested in any significant contract to which the company was a party Guring the period, nor are any schemes in being to benefit directors by enabling them to acquire shares in the company.

Acquisitions

During the period the company acquired the whole of the issued share capital of Broadhurst & Company (Gadbrook) Limited, a company engaged in the production of cakes and biscuits. The acquisition was made for cash and loan stock, which was subsequently redeemed. On 1st January 1978 this company's activities were transferred into a division of Adams Foods Limited.

Shareholders

The company is a wholly owned subsidiary of An Bord Bainne Co-operative Limited, a company incorporated in the Republic of Ireland.

Fixed assets

Details of movements of fixed assets are shown in note 7 of the notes to the accounts.

The company has granted an option whereby one of its freehold properties may be purchased by the tenant at the termination of the current three year lease for a consideration of £180,000 as compared with its book value at 31st December 1977 of £328,000.

It is the directors' opinion that the current value of the group's freehold properties is in excess of book value at list December 1977.

REPORT OF THE DIRECTORS (CONTINUED)

Export sales

The value of goods exported by the group during the period amounted to £4,102,666 (£1,293,222 in 1976).

Employees

The average number of persons employed by the group during the period was 2,104 (2,290 in 1976) and their aggregate remuneration amounted to £8,613,155 (£5,549,182 in 1976).

Charitable and political contributions

During the period the company made charitable contributions of £444 (£961 in 1976). No political contributions were made (full in 1976).

Auditors

A resolution for the re-appointment of Peat, Marwick, Mitchell & Co. as auditors of the company is to be proposed at the annual general meeting.

BY ORDER OF THE BOARD

J.M. PATERSON

Secretary

Springfield Road,

Leek, Staffordshire, ST13 6EN

23rd March 1978

REPORT OF THE AUDITORS TO THE MEMBERS OF

ADAMS FOODS LIMITED

We have examined the accounts set out on pages 4 to 13, which have been prepared under the historical cost convention as modified by the revaluation of certain assets.

In our opinion they give, under that convention, a true and fair view of the state of affairs of the company and of the group at 31st December 1977 and of the loss and source and application of funds for the period to that date and comply with the Companies Acts 1948 and 1967.

Churchill House, Regent Road, Stoke-on-Trent. 23rd March 1978

PEAT, MARWICK, MITCHELL & CO.,

Chartered Accountants

AND ITS SUBSIDIARY COMPANIES

GROUP PROFIT AND LOSS ACCOUNT

FOR THE PERIOD ENDED 31ST DECEMBER 1977

Notes	•	1977 18 months	i 'g'	1976 12 months 2
I	Turnover	142,616,804	{	86,489,377
		24 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1 1	1	
2	Trading (loss)/profit before taxation	(616,271)	1 1	529 ,957
6	Taxation credit	23,490	!	73,240
	(Loss)/profit after taxation	(592,781)); 	603,197
	Preference dividends paid	(4,900)		(4,900)
	(Loss)/profit attributable to ordinary shareholders	(597,681)	,	598,297
18	Ordinary dividends			(31,905)
	-	(597,681)		566,392
	Proportion of 1975 final dividend waived	<u> </u>	20 d.	74,287
	Rotained (loss)/profit of the period	(597,681)	\ \ \ \ \ \	640,679

STATEMENT OF RETAINED PROFIT

	1977		1	976
	Group £	Company £	Group £	Company £
Rotained profit at the beginning of the period	1,299,386	1,322,700	, 911,517	629,358
Marketing and development costs relating to prior year	(129,600)	(129,600)	-	-
Discounts receivable related to prior year arising out of change in accounting policy	27,749	27,749	17,760	9 776D
Change in accounting policy for deferred taxation (note 1 to the accounts;	1,353,661 2,551,196	1,353,661 2,574,510	981,240	896,240 1,543,158
Retained (loss)/prof': for the poriod	(597,681) 1,953,515	(795,243) 1,779,267	640,579 2,551,196	2,574,510

The attoched notes form part of these accounts.

AND ITS SUBSIDIARY COMPANIES

•	GROUP BALANCE SHEET AS AT 31ST DECEMBER 1977					
Notes	•	£	3rd July 1976 £			
. 7	FIXED ASSETS	7,735,945	7,033,968			
13	TRADE INVESTMENT	27,600	13,800			
	CURRENT ASSETS	·				
5	Stocks	11,440,115	9,507,691			
	Debtors	7,431,267	7,716,323			
	Cash at bank and in hand	11,340	12,934			
	•	18,882,722	17,236,948			
	LESS CURRENT LIABILITIES					
	Creditors	3,390,009	4,286,820			
	Amount due to parent company	15,255,847	6,564,185			
	Bank overdraft	135,107	1,612,049			
11	Short term loans	2,000,000	5,100,000			
	Taxation	-	16,987			
	Dividend proposed		15,937			
		20,780,963	17,595,978			
	NET CURRENT LIABILITIES	(1,898,241)	(359,030)			
	NET ASSETS .	5,865,304	6,688,738			
	CAPITAL EMPLOYED:		,			
9	SHARE CAPITAL	1,805,792	1,805,792			
10	CAPITAL RESERVES	1,355,997	1,299,750			
	RETAINED PROFIT	1,953,515	2,551,196			
	SHAREHOLDERS' INTEREST	5,115,304	5,656,738			
11	LOANS	759,000	1,032,600			
n Li	The attached notes form part of these accounts.		•			
11	Directors .					
	and the same of th	5,865,304	8,688,738			

. 5.

	BALANCE SHEET AS AT 31ST DECEMBER	1977	3rd July
	•		1976 £
Notes	•	£	. 2
7	FIXED ASSETS	6,890,286	7,033,968
12	INVESTMENT IN SUBSIDIARY COMPANIES	695,860	208,651
13	TRADE INVESTMENT	27,600	13,800
	CURRENT ASSETS	1	5 S .
5	Stocks	10,859,165	9,507,691
	Debtors	7,180,498	7,716,323
	Cash at bank and in hand	11,340	12,934
	•	18,051,003	17,236,948
		,	
	LESS CURRENT LIABILITIES	0.040.540	1 200 820
	Creditors	2,643,740	4,286,820 6,564,185
	Amount due to parent company	15,257,099	1,012,049
•	Bank overdraft	2,000,000	5,100,000
11	Short term loans	2,000,000	16,987
	Taxation		15,937
	Dividend proposed	19,900,839	17,595,978
		2.	
	NET : RRENT LIABILITIES	(1,849,836)	(359,030)
	NET ASSETS	5,763,916	6,897,389
		<u> </u>	
	CAPITAL EMPLOYED:	1	
		•	v'.
9	SHARE CAPITAL	1,805,792	1,805,792
10	CAPITAL RESERVES	1,428,857	1,485,087
	RETAINED PROFIT	1,779,267	2,574,510
	SHAREHOLDERS' INTEREST	5,013,916	5,865,389
11	LOANS	750,000	1,072,000
n 1	The attached notes form part of these accounts.		
MIL	Mroctors.		
	,	Andrew Company of the Party of	
1		5,763,916	6,897,389
The same	W		

ADAMS FOODS LIMITED AND SUBSIDIARIES

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

FOR THE PERIOD ENDED 31ST DECEMBER 1977

	, , , , , , , , , , , , , , , , , , ,				
	ADAMS PRODE	LIMITED AND SU	RCINIARIES		7.
	ADAMS FOODS				
	STATEMENT OF SO			2	
The state of the s	FOR THE PERIO	OD ENDED 31ST I	ECEMBER 1977	 197	
		1977 • 18 mor		12 mcmt	_
		£	2	£.	*
	SOURCE OF FUNDS		1000 000		5029,957
	(loss)/profit before tax		(616,271)	•	
	Adjustments for items not involving the movement of funds:-				200 077
	Depreciation adjusted for disposals		1,299,180		600,000
ı	TOTAL GENERATED FROM OPERATIONS		682,909		1,130,868
	Sale proceeds of fixed assets	642,428		49,933	
N	Capital reserve/(goodwill) arising or consolidation	112,477		(194,152)	
•	Proceeds of issue of ordinary shares less costs	•		1,552,394	
	Taxation balance acquired from subsidiary companies	54,187	809,092	91,200	1,490,371
t.	-		1,492,001		2,630,2¢
E	APPLICATION OF FUNDS			*	1 .
•	Purchase of fixed assets	1,876,010		3,202,678	
	Acquisition of fixed assets in subsidiary at book value	767,575		289,571	•
	Increased holding in trade investmen	t 13,800		13,800	:
•	Dividends paid	20,837		36,135	
1 2	Premiums on repayment of loan stock	56,230	}		
•	Tax paid	39,103		18,145	
i			2,773,555	,	3,510,3
	•		(1,281,554)	1	Ooren
t i	· ·			•	
*	MOVEMENT IN WORKING CAPITAL				
	(Increase) in stock	(1,932,424))	(1,804,198)	
	(Increase)/decrease in debtors	308,654		(3,433,622)	
	Increase/(decrease) in creditors	(953,589))	950,693	
	Increase in amount due to parent comp	any 8,716,261		2,205,291	(2.,081)
*	1	•	6,138,902 4,857,348		(2,991,
	;		#=====================================		
	MOVEMENT IN NET LIQUID FUNDS				
	(Decrease) in cash at bank and in	hand	(1,594)		Œ.
, .	Decrease/(increase) in bank overd		1,476,942		(93.
			3,382,000		(2,882
	Decrease/(increase) in loans			i	(C2., 991,

AND ITS SUBSIDIARY COMPANIES

NOTES TO THE ACCOUNTS

FOR THE PERIOD ENDED 31ST DECEMBER 1977

1. Accounting policies

1

The following paragraphs describe the main accounting policies of the group.

a) Consolidation principles

The group accounts include the results of the parent company and its subsidiaries from the dates of acquisition. Goodwill or capital reserves arising on consolidation are taken to group capital reserves.

b) Turnover

This represents amounts invoiced by the group in respect of goods and services provided during the period excluding inter-company transactions.

c) Depreciation

Fixed assets are depreciated at varying rates, the principle being as follows:-

Freehold buildings - Nil to 4% per annum on cost or valuation

Long leaseholds - Written off over the term of the longer

Long leaseholds - Written off over the term of the lease

Plant and machinery - Between 10% and 20% per annum based on written down value

Motor vehicles - Botween 10% and 33.1/3% per annum based on cost or written

d) Government grants

Regional development grants are credited to profit and loss account in proportion to the depreciation charged.

e) Stocks

Raw materials, finished goods and sundry stocks are stated at the lower of cost and not realisable value. Direct identification and the first-in, first-out methods of valuation are used in determining cost. Storage costs and production overheads where applicable are included.

f) Deferred tax

In previous years it has been the group policy to provide fully for deferred tax arising from timing differences between tax allowances and the related accounting treatment. It has, however, been decided to follow the provisions of Exposure Draft 19 of the Accounting Standards Committee of the accounting bodies in the United Kingdom and to write back provisions previously made since it is not considered likely that liability will arise in the foreseeable future. The effect of this change in policy has been shown in the summary of reserves brought forward on the profit and loss account. In order to facilitate a fair comparison with the current period's results, all comparative figures have been adjusted to reflect the change in accounting policy.

2. Trading loss/profit

This is arrived at after charging the following:	1977 18 months	1976 12 months
Depreciation	£	£
~	1,083,331	595,650
Loss on disposal of fixed assets	215,849	5,261
Interest on bank loans and overdrafts	1,155,679	654,501
Logn stock interest	87,498	•
Hire of plant and equipment	219,331	99,544
Hiro purchase interest	4,869	4,565
Auditors' remuneration .	51,000	29,500
Murketing and development costs (new operations)	· 	225,450
Directors emoluments	125,086	76,472
And after crediting:	RESSEREN	
Temporary employment subsidy	169,300	=
Interest received	3,805	15,373

AND ITS SUBSIDIARY COMPANIES

NOTES TO THE ACCOUNTS (CONTINUED)

3. Directors' emoluments

Directors' emoluments in accordance with section 6(3) Companies Act 1967.

			1977	<u> 1976</u>
			18 months	12 months
•			£	£
Chairman			18,375	12,250
Highest paid director			23,667	15,650
Other directors' emoluments:-	1977 18 months	1976 12 months Number		
Nil to £2,500	2	1 }		
£5,001 to £7,500	0	1 {		
£7,501 to £10,000	O	1 }		
£10,001 to £12,500	O	2 .}	70,656	40,166
£12,501 to £15,000	2	• }		
£15,001 to £17,500	1	0 {		
£17,501 to £20,000	2	0 }		
Contributions under pension scheme			12,388	8,406
			125,086	76,472
N .				

4. Employees' emoluments

Employees' emoluments (excluding pension contributions) in accordance with section 8, Companies Act 1967.

٠,٠,

1977

18 months

Number

1976

12 months Number

	£10,001 to £12,500			5	•
	£12,501 to £15,000		9	4	0 =====
		The g	roup	The co	ompany
5.	Stocks	1977 £	1976 £	1977 £	1976 £
	Raw materials and bulk stocks	10,093,256	8,272,816	9,793,032	8,272,816
	Finished goods	1,080,171	996,335	799,445	996,335
	Sundry stocks	266,688	238,540	266,888	238,540
		11,440,115	9,507,691	10,859,165	9,507,691

		Gra	quo	The company	
6.	Taxation	1977 £	1976 £	1977 £	<u>1976</u> £
	Transfer from deferred taxation account	~	91,200		91,200
	Corporation tax provision no longer required	56,295		-	-
	Corporation tax recoverable in respect of prior years	454	1,495	-	1,495
	Advance corporation tax written off	(32,805)	(<u>19,455</u>)	(11,217)	(<u>19,455</u>)
		23,490	73,240	(11,217)	73,240

AND ITS SUBSIDIARY COMPANIES

NOTES TO THE ACCOUNTS (CONTINUED)

7.	Fixed assets	Land and b		Plant,	
	Group	Freehold	Long 1easchold £	and vehicles	Total
	Cost or valuation at 3rd July 1976	3,451,657	441,272	5,469,160	9,362,089
	On acquisition of subsidiary company	294,054	•	923,152	1,217,206
	Additions	683,808	22,207	1,169,995	1,876,010
	Disposals			(1,531,826)	(1,531,826)
	At 31st December 1977	4,429,45	463,479	6,030,481	10,923,479
					
	Representing items at				
	Cost	3,859,744	378,729	5,046,530	9,285,003
	Valuation in 1969	-	84,750	•	84,750
	Valuation in 1971	-	-	386,108	386,108
	Valuation in 1972	569,775	-	597,843	1,167,618
		4,429,519	403,479	6,030,481	10,923,479
	Depreciation				
	At 3rd July 1976	-	25,138	2,302,983	2,328,121
	On acquisition of subsidiary company	47,533	•	402,098	449,631
	For the period	10,478	8,594	1,064,259	1,083,331
	On disposals			(673,549)	(673,549)
	At 31st December 1977	58,011	33,732	3,095,791	3,187,534
	Not book value				
	At 31st December 1977	4,371,508	429,747	2,934,690	7,735,945
	At 3rd July 1976	3,451,657	416,134	3,166,177	7,033,968
	Parent company				
	Cost or valuation at 3rd July 1976	3,451,657	441,272	5,469,160	9,362,089
	Additions	683,358	22,207	1,040,412	1,745,977
	Disposals	-	-	(1,452,306)	(1,452,306)
	Group transfers			(112,927)	(112,927)
	At 31st December 1977	4,135,015	463,479	4,944,339	9,542,833
	Representing items at:		·····		
	Cost	3,565,240	378,729	4,346,496	8,290,465
	Valuation in 1969	-	84,750	-	84,750
	Valuation in 1972	569,775	<u> </u>	597,843	1,167,618
	Yazuuzza az az az	4,135,015	463,479	4,944,339	9,542,833
	Depreciation				
	At 3rd July 1976	44 4	25,138	2,302,983	2,328,121
	For the period	444	8,594	962,160	970,754
	On disposals	~	-	(609,697)	(609,697)
	On group transfers			(36,631)	(36,631)
	At 31st December 1977		33,732	2,618,815	2,652,547
	Net book value				
	At 31st December 1977	4,135,015	429,747	2,325,524 ====================================	
	At 3rd July 1976	2 451 657	416 134	3,166,177 ============	7,033,969

AND ITS SUBSIDIARY COMPANIES

	NOTES TO THE ACCOUNTS (CONTINUED)					
8.	Capital commitments	•				
	Capital expenditure for which cont	racts have bed	on placed:	1977 £	1976 £	
	The group		_	61,847	60,000	
	The company			54,347	60,000	
	Capital expenditure authorised but	not contracte	d for:			
	The group			257,222	1,187,000	
	The company			239,722	1,187,000	
9.	Share capital	19	77	197	76	
	•	Authorised	Issued and fully paid	Authorised	Issued and fully paid	
	7% (now 4.9% plus tax credit) cumulative preference shares of £1 each	100,000	100,000	100,000	100,000	
	Ordinary shares of 10p each	2,000,000	1,705,792	1,800,000	1,705,792	
	٠,	2,100,000	1,805,792	1,900,000	1,805,792	
	By a resolution of the company pass December 1976, the authorised share	sed at an extremental of t	aordinary gener he company was	al meeting hel increased to £	d on 13th	
10.	Capital reserves		" •	Group £	The company	
	At 3rd July 1976			1,299,750	1,485,087	
	Premium on redemption of loan stock	•		(56,230)	(56,230)	
	Capital reserve arising on consolid	lation of subs	idiary company	112,477		
				1,355,997	1,428,857	
11.	Loans		•			
				1977 £	<u> 1976</u> L	
	Short term bank loans - unsecured			1,750,000	2,600,000	
	Short term bank loans - secured			250,000	2,500,000	

2,000,000 5,100,000 Medium term loam repayable in four equal annual instalments, the first falling due on 30th June 1978 (included above), secured against freehold property 750,000 1,032,000 750,000 1,032,000 Investments in subsidiary companies 1977 1976 £ £ Shares at cost 2,155,168 1,281,548 Amounts due to subsidiary companies (1,459,302)(1,072,897)695,866 208,651

AND ITS SUBSIDIARY COMPANIES

NOTES TO THE ACCOUNTS (CONTINUED)

12. The subsidiary companies, all of which are wholly owned, are:-

Trading

Broadhurst & Company (Gadbrook) Limited

Non-trading

Adams Butter Limited

Adams Biscuits Limited

Adams Dairies Limited

Elkes Staff Stores Limited

Elkes Foods Limited

Elkes Biscuits Limited

Lloyds Dairies Limited

Kerrygold Fresh Foods Limited

R. & W. Davidson Limited (registered in Scotland)

Anglo Continental Produce Company (1968) Limited (registered in Scotland)

13. Trade investments

<u>1977</u> £	1976 £
27,600	13,800
625566	=====

Shares at cost in Smailchhia (Eire) Teo (registered in Eire)

It is the directors' opinion that the current value of this investment is equal to its cost.

14. Holding company

The company is a wholly owned subsidiary of An Bord Bainne Co-operative Limited, a company incorporated in the Republic of Ireland, which is regarded as the ultimate holding company.

15. Loan to an officer

A loan of £15,000 is due from a director of the subsidiary company acquired during the

16. Deferred taxation

If the group had not altered its policy in accounting for deferred taxation (see accounting policies statement) the estimated deferred taxation liability would be as follows at the balance sheet dates:

	Gre	OUD	Zile Company		
	1977	1976	1977 £	1976 £	
Taxation deferred in respect of: Stock appreciation relief	£ 4,658,598	3,806,142	4,480,379	3,806,142	
Accelerated capital allowances Other timing differences Available tax losses carried forward	2,419,329	2,008,436	2,092,557	2,008,436	
	(20,887)	(20,800)	(17,896)	(20,800)	
	(5,588,040)	(<u>4,329,778</u>)	(<u>5,588,040</u>)	(<u>4,329,778</u>)	
	1,469,000	1,464,000	970,000 =======	1,464,000	

17. Contingent liability

There is a contingent liability in respect of a subsidiary company which has given a guarantee to the bankers of Winton Smith (Foods) Limited to a maximum of £30,000.

AND ITS SUBSIDIARY COMPANIES

NOTES TO THE ACCOUNTS (CONTINUED)

18.	Ordinary dividends	ary dividends 1977		1976	
		2	£	£	£
	Interim of 0.578p per share		-		98,595
	Less Amounts waived				82,627
			-		15,968
	Final of 0.5769p per share	-	•	98,407	
	Less Amounts waived			82,470	
					15,937
			•		31,905
			eesa		

19. Preference dividends

The holding company, which owns all the proference shares of the company, has waived its right to a dividend in October 1977 which would have amounted to £2,450 plus tax credit.