

AB Ingredients Limited

**Directors' report and financial
statements**

Registered number 390229

17 September 2005



Contents

Directors' report	1
Statement of directors' responsibilities	2
Balance sheet	3
Profit and loss account	4
Notes	4

Directors' report

The directors present their annual report and the financial statements for the 52 week period ended 17 September 2005.

Principal activity

The principal activity is the holding of shares in companies in the food industry and in investment companies.

Business review and future developments

During the period the main activity of the company remained unchanged and the directors anticipate that any future developments would be related to this activity.

Profit, dividends and transfer to reserves

There was no income for the current or the prior period and no transfer to reserves. No dividends were paid or proposed in either period.

Directors and directors' interests

The directors who held office during the period were as follows:

PA Russell
RS Mendelsohn

Notification of an interest in, or right to subscribe for, the shares of this company and shares in or debentures of other group companies by PA Russell is not required because at the end of the period he was also director of a company of which this company is a wholly owned subsidiary undertaking. RS Mendelsohn notified no interests.

No director had at any time during the period any material interest in a contract with the company, other than his service contract.

By order of the board



RS Mendelsohn
Secretary

Weston Centre
10 Grosvenor Street
London
W1K 4QY

23 January 2006

Statement of 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 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 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.

The directors are responsible for maintaining 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 have general responsibilities for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Balance sheet

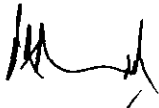
at 17 September 2005

	Note	17 September 2005 £	18 September 2004 £
Fixed assets			
Investments	4	-	-
Current assets			
Debtors	5	10,000	10,000
Net assets		10,000	10,000
Capital and reserves			
Called up share capital	6	10,000	10,000
Profit and loss account		-	-
Shareholders' funds		10,000	10,000

The directors:

- (a) confirm that the company was entitled to exemption under subsection (1) of section 249AA of the Companies Act 1985 from the requirement to have its accounts for the financial year ended 17 September 2005 audited.
- (b) confirm that members have not required the company to obtain an audit of its accounts for that financial year in accordance with sub-section (2) of section 249B(2) of that Act.
- (c) acknowledge their responsibilities for:
 - (i) ensuring that the company keeps accounting records which comply with section 221 of the Companies Act 1985, and
 - (ii) preparing accounts 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 the requirements of section 226 of that Act and which otherwise comply with the requirements of that Act relating to accounts, so far as applicable to the company.

These financial statements were approved by the board of directors on 23 January 2006 and were signed on its behalf by:



PA Russell

Director

Profit and loss account

for the period ended 17 September 2005

During this period and the preceding period, the company did not trade and received no income and incurred no expenditure. Consequently, during those periods the company made neither a profit nor a loss. There were no other recognised gains in the period (2004: £Nil).

Notes

(forming part of the financial statements)

1 Accounting reference date

The accounting reference date of the company is the Saturday nearest to 15 September. Accordingly these financial statements have been prepared for the 52 week period ended on 17 September 2005.

2 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

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

Under Financial Reporting Standard 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking. A group cash flow statement is included in the financial statements of ABF Investments plc.

3 Directors' emoluments and auditors' remuneration

The directors have received no emoluments in respect of their services as directors of the company for the current or the previous period.

4 Fixed asset investments

	17 September 2005 £	18 September 2004 £
Shares in group undertakings		
<i>Cost:</i>		
At beginning and end of period	-	-

There are no investments in which the company's interest is more than 10%.

In the opinion of the directors the investments in the shares of group undertakings are worth at least the amounts they are stated in the balance sheet.

Notes (continued)

5 Debtors: amounts falling due within one year

	17 September 2005 £	18 September 2004 £
Amounts due from group undertakings:		
Parent and fellow subsidiary undertakings	10,000	10,000

6 Called up share capital

	17 September 2005 £	18 September 2004 £
<i>Authorised</i>		
Ordinary shares of £1 each:	10,000	10,000
<i>Allotted, called up and fully paid</i>		
Ordinary shares of £1 each:	10,000	10,000

7 Holding company

The ultimate holding company and controlling party as defined by FRS 8, is Wittington Investments Limited which is incorporated in Great Britain and registered in England and Wales.

The largest group in which the results of the company are consolidated is that headed by Wittington Investments Limited. The smallest group in which they are consolidated is that headed by ABF Investments plc, which is incorporated in Great Britain and registered in England and Wales. The consolidated accounts of these groups are available to the public and may be obtained from Weston Centre, 10 Grosvenor Street, London, W1K 4QY.

Receipt Report - VRF - Issues

Page 1 of 1