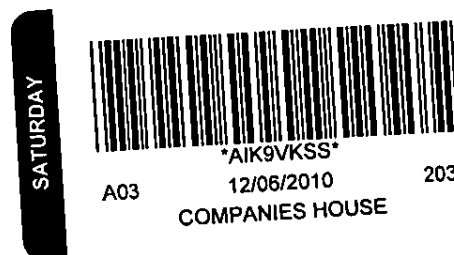


# Financial statements Bejam Group Limited

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For the 52 week period ended 26 March 2010



Company No 917174

## Company information

<b>Company number</b>	917174
<b>Registered office</b>	Second Avenue Deeside Industrial Park Deeside Flintshire CH5 2NW
<b>Directors</b>	A S Pritchard T S Dhaliwal
<b>Secretary</b>	J G Berry
<b>Auditor</b>	Grant Thornton UK LLP Statutory Auditor Chartered Accountants Royal Liver Building Liverpool L3 1PS

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## Report of the directors

The directors present their report together with the audited financial statements for the 52 week period ended 26 March 2010

### **Principal activity and business review**

The company's principal activity is the renting of properties to other group undertakings. The company generated revenue of £6.1m (2009: £6.2 million) during the period.

Management ensure that all rental costs are accurately recorded and cross charged accordingly. There are no specific KPI's for the business.

### **Results and dividends**

The results for the period are set out on page 10.

The company made a loss for the period of £194,000 (2009: £142,000). The directors have not recommended payment of a dividend.

### **Directors**

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

A S Pritchard  
T S Dhaliwal

### **Financial risk management and policies**

The only financial instrument in use by the company is intra-group loans. The main purpose of this financial instrument is to raise finance for the company's operations.

The main risk arising from the company's financial instrument is liquidity risk. The company's policy for managing this risk is through support from group companies.

### **Fixed assets**

In the opinion of the directors the current open market value of the company's interests in land and buildings is not materially different from the book value as per Note 5.

## Report of the directors

### **Directors' responsibilities for the financial statements**

The directors are responsible for preparing the Report of the directors 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 financial statements in accordance with United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). 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 loss of the company for that period. In preparing these financial statements the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments 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 adequate 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

In so far as each of the directors is aware

- there is no relevant audit information of which the company's auditors are unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information

### **Auditors**

A resolution to re-appoint Grant Thornton UK LLP as auditor for the ensuing year will be proposed at the annual general meeting in accordance with section 485 of the Companies Act 2006

ON BEHALF OF THE BOARD



T S Dhalwal  
Director  
4 June 2010



## Independent auditor's report to the members of Bejam Group Limited

We have audited the financial statements of Bejam Group Limited for the 52 week period ended 26 March 2010 which comprise the principal accounting policies, the profit and loss account, the 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).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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**

As explained more fully in the Directors' Responsibilities Statement set out on page 4, 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 applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

### **Scope of the audit of the financial statements**

A description of the scope of an audit of financial statements is provided on the APB's website at [www.frc.org.uk/apb/scope/UKNP](http://www.frc.org.uk/apb/scope/UKNP)

### **Opinion on financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 26 March 2010 and of the company's loss for the 52 week period then 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 matters prescribed by the Companies Act 2006**

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

## Independent auditor's report to the members of Bejam Group Limited

### **Matters on which we are required to report by 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

*Grant Thornton UK LLP*

Carl Williams  
Senior Statutory Auditor  
for and on behalf of Grant Thornton UK LLP  
Statutory Auditor, Chartered Accountants  
Liverpool  
4 June 2010

## Principal accounting policies

### **Basis of preparation**

The financial statements have been under the historical cost convention, and in accordance with the Companies Act 2006 and applicable UK accounting Standards (United Kingdom Generally Accepted Accounting Practice)

The accounting policies have remained unchanged from the previous year and are set out below

### **Related party transactions**

Advantage has been taken of the exemption in paragraph 3(c) of FRS8 in respect of the disclosure of transactions and balances with other wholly owned group companies

### **Going concern**

Notwithstanding the loss for the period and the deficiency in reserves, the directors consider that the financial statements should be prepared on the going concern basis as the company has continuing support from other group companies

### **Consolidation**

The company is exempt by virtue of Section 228 of the Companies Act 2006 from the requirement to prepare group accounts. These financial statements present information about the company as an individual undertaking and not about its group

### **Cash flow statement**

The directors have taken advantage of the exemption in Financial Reporting Standard No 1, 'Cash Flow Statements' (revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and a consolidated cash flow statement is included in the group accounts where the company is consolidated

### **Turnover**

Turnover is the total amount receivable for services rendered to other group undertakings, including rental income, excluding Value Added Tax. Rental income from operating leases is recognised on a straight line basis over the period of the lease. All turnover arises in the United Kingdom and is attributable to continuing activities



## Principal accounting policies

### **Tangible fixed assets**

Tangible fixed assets are stated at cost, net of depreciation and provision for impairments. Depreciation is provided to write off the cost less the estimated residual value of each asset by equal instalments over their estimated useful economic lives.

All freehold property is depreciated over 50 years. Freehold land is not depreciated.

Plant and equipment is depreciated on a straight line basis at a rate of 4% - 25% per annum.

Leasehold premiums and improvements are depreciated in equal annual instalments over the lesser of the unexpired term of the lease and 50 years. However, that element of leasehold premium paid to acquire a beneficial rental is written off over the period to the first open market rent review.

### **Leasing commitments**

Where a company enters into a lease or hire purchase contract where substantially all the risks and rewards of ownership of the asset have passed to the company, the lease is treated as a finance lease. The asset is recognised in the balance sheet as a tangible fixed asset at the present value of the minimum lease payments and is depreciated over the shorter of the lease term and the asset's useful economic life. Future instalments under such leases, net of finance charges, are included in creditors.

The interest elements of the rental obligations are charged in the profit and loss account over the periods of the lease and hire purchase contracts and represent a constant proportion of the balance of capital repayments outstanding.

### **Operating lease agreements**

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged against profits on a straight line basis over the period of the lease.

### **Investments**

Investments are stated at cost less amounts written off where, in the opinion of the directors, there has been a diminution in the value of the investments.

### **Taxation**

The charge for taxation is based on the result for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen, but not reversed at the balance sheet date, except as otherwise required by FRS19. Deferred tax is measured using rates of tax that have been enacted or substantially enacted by the balance sheet date.

## Principal accounting policies

### **Financial instruments**

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into

A financial liability exists where there is a contractual obligation to deliver cash or another financial asset to another entity, or to exchange financial assets or financial liabilities under potentially unfavourable conditions. In addition, contracts which result in the entity delivering a variable number of its own equity instruments are financial liabilities. Shares containing such obligations are classified as financial liabilities.

Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. The carrying amount of the liability is increased by the finance cost and reduced by payments made in respect of that liability. Finance costs are calculated so as to produce a constant rate of charge on the outstanding liability.

An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Dividends and distributions relating to equity instruments are debited directly to reserves.

## Profit and loss account

	Note	52 weeks ended 26 March 2010 £'000	52 weeks ended 27 March 2009 £'000
<b>Turnover</b>	1	6,071	6,239
Administrative expenses		(6,279)	(6,395)
Operating income		<u>14</u>	<u>14</u>
<b>Loss on ordinary activities before taxation</b>		(194)	(142)
Tax on loss on ordinary activities	4	-	-
<b>Loss for the period</b>	11	<u>(194)</u>	<u>(142)</u>

All activities relate to continuing operations

The company had no recognised gains and losses other than those included in the profit and loss account

The accompanying accounting policies and notes form an integral part of these financial statements

## Balance sheet

	Note	26 March 2010 £'000	27 March 2009 £'000
<b>Fixed assets</b>			
Tangible fixed assets	5	4,403	4,338
Investments	6	594	594
		<u>4,997</u>	<u>4,932</u>
<b>Current assets</b>			
Debtors due after more than one year	7	90,448	90,707
<b>Creditors: amounts falling due within one year</b>	8	<u>(449)</u>	<u>(449)</u>
<b>Net current assets</b>		89,999	90,258
<b>Creditors: amounts falling due in more than one year</b>	9	<u>(97,655)</u>	<u>(97,655)</u>
<b>Net liabilities</b>		<u>(2,659)</u>	<u>(2,465)</u>
<b>Capital and reserves</b>			
Called up share capital	10	12,845	12,845
Share premium	11	6,790	6,790
Profit and loss account	11	<u>(22,294)</u>	<u>(22,100)</u>
<b>Shareholders' deficit</b>	12	<u>(2,659)</u>	<u>(2,465)</u>

These financial statements were approved by the Board of Directors on 4 June 2010 and signed on its behalf by



T S Dhalwal  
Director

The accompanying accounting policies and notes form an integral part of these financial statements

## Notes to the financial statements

### 1 Turnover

The turnover and loss before tax are attributable to one principal activity of the company. All turnover arises from activities in the United Kingdom.

### 2 Loss before tax

Loss before tax is stated after charging

	52 weeks ended 26 March 2010 £'000	52 weeks ended 27 March 2009 £'000
Depreciation	208	156
Operating leases - land and buildings	<u>6,071</u>	<u>6,239</u>

Auditors' remuneration for both this and the preceding period has been borne by another group undertaking.

### 3 Staff numbers and costs

The company had no employees throughout the current or preceding period.

No director of the company received any remuneration for services to the company during both this and the preceding period.

### 4 Taxation

#### (a) Analysis of charge in period

	52 weeks ended 26 March 2010 £'000	52 weeks ended 27 March 2009 £'000
Current tax	-	-
UK corporation tax	-	-
Tax charge for the period	<u>-</u>	<u>-</u>

## Notes to the financial statements

### 4 Taxation (continued)

#### (b) Factors affecting the tax charge for the current period

The current tax charge for the period is lower than the standard rate of corporation tax in the UK 28% (2009 28%) The differences are explained below

	52 weeks ended 26 March 2010 £'000	52 weeks ended 27 March 2009 £'000
Current tax reconciliation		
Loss on ordinary activities before tax	(194)	(142)
Current tax at 28% (2009 28%)	(54)	(40)
Effects of		
Expenses not deductible for tax purposes	35	27
Group relief surrendered not paid for	19	24
Capital allowances in excess of depreciation	-	(12)
Total current tax charge (see above)	-	-

#### (c) Factors that may affect future charges

Deferred tax amounting to £7,117 (2009 £11,704) remains unprovided for in the current period

## Notes to the financial statements

### 5 Tangible fixed assets

	Land and buildings			Plant and equipment	Total
	Freehold £'000	Long leasehold £'000	Short leasehold £'000	£'000	£'000
Cost					
At beginning of period	2,660	525	2,914	354	6,453
Additions	-	-	5	272	277
Transfer	(5)	-	-	-	(5)
At end of period	<u>2,655</u>	<u>525</u>	<u>2,919</u>	<u>626</u>	<u>6,725</u>
Depreciation					
At beginning of period	135	177	1,774	29	2,115
Charge for the period	36	10	83	79	208
Transfer	(1)	-	-	-	(1)
At end of period	<u>170</u>	<u>187</u>	<u>1,857</u>	<u>108</u>	<u>2,322</u>
Net book value					
At 26 March 2010	<u>2,485</u>	<u>338</u>	<u>1,062</u>	<u>518</u>	<u>4,403</u>
At 27 March 2009	<u>2,525</u>	<u>348</u>	<u>1,140</u>	<u>325</u>	<u>4,338</u>

### 6 Investments

	Subsidiary undertakings £'000
Cost	
At beginning and end of period	<u>1,689</u>
Provisions	
At beginning and end of period	<u>(1,095)</u>
Net book value	
At end of period	<u>594</u>
At beginning of period	<u>594</u>

## Notes to the financial statements

### 6 Investments (continued)

In the opinion of the directors, the aggregate value of the investments is not less than the amounts at which they are stated. The company's subsidiary and associated undertakings are set out below.

Name of company	Country of registration	Holding	Proportion held	Nature of business
Deeside Storage Limited	United Kingdom	Ordinary shares	100%	Warehouse storage
Iceland Foods Holdings Limited	United Kingdom	Ordinary shares	100%	Dormant
Rarefine Properties Limited	United Kingdom	Ordinary shares	100%	Dormant
St Catherines Frozen Foods Limited	United Kingdom	Ordinary shares	100%	Dormant
Deeside Jersey Unit Trust	United Kingdom	Ordinary shares	1.5%	Unit trust

### 7 Debtors

	26 March 2010 £'000	27 March 2009 £'000
Amounts due from group undertakings after one year	<u>90,448</u>	<u>90,707</u>

### 8 Creditors: amounts falling due within one year

	26 March 2010 £'000	27 March 2009 £'000
Amounts owed to group undertakings	<u>449</u>	<u>449</u>

Amounts owed to group undertakings are payable on demand, non-interest bearing and unsecured.

### 9 Creditors: amounts falling due in more than one year

	26 March 2010 £'000	27 March 2009 £'000
Amounts owed to group undertakings	<u>97,655</u>	<u>97,655</u>

No interest has been charged from group undertakings in the current period.



## Notes to the financial statements

### 10 Share capital

	26 March 2010 £'000	27 March 2009 £'000
Authorised		
150,000,000 ordinary shares of £0.10 each	<u>15,000</u>	<u>15,000</u>
Allotted, called up and fully paid		
128,453,750 ordinary shares of £0.10 each	<u>12,845</u>	<u>12,845</u>

### 11 Share premium and reserves

	Share premium account £'000	Profit and loss account £'000
At beginning of period	6,790	(22,100)
Loss for the period	-	(194)
At end of period	<u>6,790</u>	<u>(22,294)</u>

### 12 Reconciliation of movements in shareholders' funds

	26 March 2010 £'000	27 March 2009 £'000
Loss for the period	(194)	(142)
Shareholders' deficit at beginning of period	<u>(2,465)</u>	<u>(2,323)</u>
Shareholders' deficit at end of period	<u>(2,659)</u>	<u>(2,465)</u>

### 13 Operating lease commitments

The company is committed to the following annual payments under operating leases

	Land and buildings	
	26 March 2010 £'000	27 March 2009 £'000
Leases due to expire		
In two to five years	57	-
In more than five years	<u>5,481</u>	<u>6,126</u>

## Notes to the financial statements

### **14 Ultimate parent undertaking and parent undertaking**

The company's immediate parent company is Ice Acquisitions Limited, a company incorporated in England and Wales. The ultimate parent undertaking of this company is Iceland Foods Group Limited, a company incorporated in England and Wales. Iceland Foods Group Limited is also the company's ultimate controlling related party.

The smallest and largest group in which the results of the company are consolidated is that headed by Iceland Foods Group Limited. The consolidated financial statements of this company will be available to the public and may be obtained from Companies House. No other group accounts include the results of this company.

### **15 Contingent liabilities**

In the prior year the company was party to a cross-guarantee between certain fellow group undertakings in respect of bank loans. However following a change in financial structure of the group, the company is no longer part of this cross-guarantee. The amount outstanding at the end of the year was £Nil (2009 £327 million).

### **16 Capital commitments**

The company had no capital commitments at 26 March 2010 or 27 March 2009.

### **17 Related party transactions**

The company is exempt from the requirements of Financial Reporting Standard No. 8, 'Related Party Transactions' to disclose transactions with other members of the group headed by Iceland Foods Group Limited as consolidated accounts are prepared and are publicly available.