ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 MAY 2005

FOR

EUROPEAN OAT MILLERS LIMITED

27/01/2006

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COMPANIES HOUSE

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COMPANY INFORMATION FOR THE YEAR ENDED 31 MAY 2005

DIRECTORS:

Mr M Z Karsan

Mr M D Walter Mr G N Chiverton Mr W H Craig

SECRETARY:

Mr R A Payton

REGISTERED OFFICE:

Mile Road Bedford Bedfordshire MK42 9TB

REGISTERED NUMBER:

01789282 (England and Wales)

AUDITORS:

Phipps & Co

Chartered Accountants & Registered Auditors Landgate Chambers

Rye East Sussex TN31 7LJ

SOLICITORS:

Park Woodfine I Lurke Street Bedford Bedfordshire MK40 3TN

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MAY 2005

The directors present their report with the accounts of the company for the year ended 31 May 2005.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of the manufacture of cereals.

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed accounts.

The directors consider the profit achieved on ordinary activities before taxation to be in line with expectations.

DIVIDENDS

Interim dividends totalling £200,000 were paid during the year. The directors do not recommend that a final dividend be paid.

DIRECTORS

The directors during the year under review were:

Mr M Z Karsan Mr M D Walter Mr G N Chiverton Mr W H Craig

The beneficial interests of the directors holding office on 31 May 2005 in the issued share capital of the company were as follows:

Ordinary £1 shares	31.5.05	1.6.04
Mr M Z Karsan	457	457
Mr M D Walter	-	_
Mr G N Chiverton	-	-
Mr W H Craig	~	-

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 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 234ZA of the Companies Act 1985) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MAY 2005

AUDITORS

The auditors, Phipps & Co, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

ON BEHALF OF THE BOARD:

Mr R A Payton - Secretary

2 December 2005

REPORT OF THE INDEPENDENT AUDITORS TO EUROPEAN OAT MILLERS LIMITED UNDER SECTION 247B OF THE COMPANIES ACT 1985

We have examined the abbreviated accounts on pages five to nineteen, together with the full financial statements of the company for the year ended 31 May 2005 prepared under Section 226 of the Companies Act 1985.

This report is made solely to the company, in accordance with Section 247B of the Companies Act 1985. Our work has been undertaken so that we might state to the company those matters we are required to state to it in a special auditors' 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, for our 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 opinion

We have carried out the procedures we consider 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 full 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 five to nineteen are properly prepared in accordance with that provision.

Phipps & Co

Chartered Accountants & Registered Auditors Landgate Chambers

Pupps Qco.

Rve

East Sussex

TN31 7LJ

12 December 2005

ABBREVIATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MAY 2005

		200	5	200	4
	Notes	£	£	£	£
GROSS PROFIT			4,340,066		3,625,226
Distribution costs		931,345		708,169	
Administrative expenses		2,628,320	3,559,665	2,253,044	2,961,213
					2,901,213
OPERATING PROFIT	3		780,401		664,013
Interest receivable and similar income			69		38
			780,470		664,051
Interest payable and similar charges	4		105,760		88,880
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	ES		674,710		575,171
Tax on profit on ordinary activities	5		207,014		143,318
PROFIT FOR THE FINANCIAL YEA	R				
AFTER TAXATION			467,696		431,853
Dividends	6		200,000		100,000
RETAINED PROFIT FOR THE YEAR	R		267,696		331,853

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current and previous years.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current and previous years.

ABBREVIATED BALANCE SHEET 31 MAY 2005

		200	5	200	4
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	7		4,414,249		3,610,004
CURRENT ASSETS					
Stocks	8	676,681		877,658	
Debtors	9	2,476,877		2,103,070	
Cash at bank and in hand		6,266		17,737	
		3,159,824		2,998,465	
CREDITORS					
Amounts falling due within one year	10	2,941,428		2,775,113	
NET CURRENT ASSETS			218,396		223,352
TOTAL ASSETS LESS CURRENT LIABILITIES			4,632,645		3,833,356
CREDITORS Amounts falling due after more than year	one		(1,210,961)		(719,868)
PROVISIONS FOR LIABILITIES					
AND CHARGES	15		(531,164)		(490,664)
			2,890,520		2,622,824
CAPITAL AND RESERVES					
Called up share capital	16		914		914
Share premium	17		1,399,300		1,399,300
Capital redemption reserve	17		686		686
Profit and loss account	17		1,489,620		1,221,924

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.

ON BEHALF OF THE BOARD:

Mr M Z Karsan - Director

Approved by the Board on 2 December 2005

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MAY 2005

		200	5	200	4
	Notes	£	£	£	£
Net cash inflow	1		1 260 100		721 205
from operating activities	1		1,360,199		731,205
Returns on investments and					
servicing of finance	2		(103,296)		(84,888)
Taxation			(56,684)		(133,819)
Capital expenditure	2		(1,286,062)		(281,956)
Equity dividends paid			(150,000)		(100,000)
			(235,843)		130,542
Financing	2		397,700		(351,232)
Increase/(Decrease) in cash in the pe	eriod		161,857		(220,690)
Reconciliation of net cash flow					
to movement in net debt	3				
Increase/(Decrease)					
in cash in the period Cash (inflow)/outflow from (increase)/decrease in debt and	l lease	161,857		(220,690)	
financing	i icasc	(397,700)		351,232	
Change in net debt resulting					
from cash flows New finance leases			(235,843)		130,542 (800,000)
Movement in net debt in the period			(235,843)		(669,458)
Net debt at 1 June			(1,988,766)		(1,319,308)
Net debt at 31 May			(2,224,609)		(1,988,766)

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MAY 2005

1. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2005	2004
	£	£
Operating profit	780,401	664,013
Depreciation charges	481,817	429,175
Loss on disposal of fixed assets	-	1,482
Decrease/(Increase) in stocks	200,977	(163,055)
Increase in debtors	(373,807)	(516,680)
Increase in creditors	270,811	316,270
Net cash inflow from operating activities	1,360,199	731,205

2. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	2005	2004
	£	£
Returns on investments and servicing of finance		
Interest received	69	38
Interest paid	(71,205)	(55,233)
Interest element of hire purchase payments	(32,160)	(29,693)
Net cash outflow for returns on investments and servicing of finance	(103,296)	(84,888) ————
Capital expenditure		
Purchase of tangible fixed assets	(1,286,062)	(296,756)
Sale of tangible fixed assets		14,800
Net cash outflow for capital expenditure	(1,286,062) ====================================	(281,956)
Financing		
New loans in year	1,000,000	-
Loan repayments in year	(418,939)	(149,096)
Capital repayments in year	(183,361)	(202,136)
Net cash inflow/(outflow) from financing	397,700	(351,232)

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 MAY 2005

3. ANALYSIS OF CHANGES IN NET DEBT			
	At 1/6/04	Cash flow	At 31/5/05 £
Net cash: Cash at bank and in hand Bank overdraft	17,737 (937,539)	(11,471) 173,328	6,266 (764,211)
	(919,802)	161,857	(757,945)
Debt:			
Hire purchase Debts falling due	(650,025)	183,361	(466,664)
within one year	(149,096)	93,393	(55,703)
Debts falling due after one year	(269,843)	(674,454)	(944,297)
	(1,068,964)	(397,700)	(1,466,664)
Total	(1,988,766)	(235,843)	(2,224,609)

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 MAY 2005

1. ACCOUNTING POLICIES

Accounting convention

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

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax.

Tangible fixed assets

Depreciation is provided at the following rates in order to write off each asset over its estimated useful life:

Leasehold buildings Plant and machinery Motor vehicles Fixtures and fittings

Assets in the course of construction

- 7% straight line

- 7% straight line

- 25% straight line

- 33% straight line

No depreciation is provided until the asset is brought into use

Stocks

Groats are valued according to the percentage yield which is obtained from the cereal. Finished goods are valued at selling price less the expected profit per ton and the cost of the packaging material used. All other stocks are valued at the lower of cost and net realisable value.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Research and development

Expenditure on research and development is written off in the year in which it is incurred.

Hire purchase and leasing commitments

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and depreciated over their expected useful lives. The interest element of the leasing payments represents a constant proportion of the capital balance outstanding and is charged to the profit and loss account over the period of the lease.

All other leases are regarded as operating leases and the payments made under them are charged to the profit and loss account on a straight line basis over the lease term.

Pensions

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. Contributions payable for the year are charged in the profit and loss account.

Financial instruments

Financial instruments held as hedges are matched with their underlying hedge item. Each instrument's gain or loss is brought into the profit and loss account, and its fair value into the balance sheet, at the same time and in the same place as is the matched underlying asset, liability, income or cost. For commodity instruments, this will be in the operating profit matched against the relevant purchase or sale. The profit or loss on an instrument may be deferred if the hedged transaction is expected to take place or would normally be accounted for in the future.

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2.	STAFF COSTS	2005	2004
	Wages and salaries Social security costs Other pension costs	2005 £ 1,592,174 154,179 46,355	2004 £ 1,405,797 127,680 56,053
		1,792,708	1,589,530
	The average monthly number of employees during the year was as follows:	2005	2004
	Management Administration Production	3 6 59	3 5 51
		68	59
3.	OPERATING PROFIT		
	The operating profit is stated after charging:		
	Hire of plant and machinery Other operating leases Depreciation - owned assets Depreciation - assets on hire purchase contracts Loss on disposal of fixed assets Auditors' remuneration	2005 £ 208 161,620 395,188 86,629 - 12,800	2004 £ 913 162,656 373,944 55,231 1,482 12,350
	Directors' emoluments Directors' pension contributions to money purchase schemes	267,670 17,938	263,555 19,455
	The number of directors to whom retirement benefits were accruing was as follows:	ws:	
	Money purchase schemes	3	====
	Information regarding the highest paid director is as follows:	2005	2004
	Emoluments etc Pension contributions to money purchase schemes	£ 136,376 10,248	£ 99,860 10,609

INTEREST PAYABLE AND SIMILAR CHARGES	400	2004
	2005 £	2004 £
Bank interest	73,600	59,187
Hire purchase	32,160	29,693
	105,760	88,880
TAXATION		
Analysis of the tax charge		
The tax charge on the profit on ordinary activities for the year was as follows:		
	2005	2004
	£	£
Current tax:	444 83 8	5 4 200
UK corporation tax	166,535	54,399
(Over) / under provided in earlier years	(21)	(1)
Total current tax	166,514	54,398
Deferred tax:		
Accelerated capital allowances	40,500	88,920
Tax on profit on ordinary activities	207,014	143,318
Factors affecting the tax charge The tax assessed for the year is lower than the standard rate of corporation ta explained below:	x in the UK. Th	e difference
·	2005	2004
	£	£
Profit on ordinary activities before tax	674,710	575,171
Profit on ordinary activities		
multiplied by the standard rate of corporation tax		
in the UK of 30% (2004 - 19%)	202,413	109,282
Effects of:		
Expenses not deductible for tax purposes	15,731	2,480
Capital allowances for the period in excess of depreciation	(39,073)	(56,827)
Other short term timing differences	11,266	(536)
Marginal relief	(23,802)	-
Over provision in earlier years	(21)	(1)
Current tax charge	166,514	54,398

	DIVIDENDS		2005	2004
			£	2004 £
	Equity shares: First interim		200.000	100 000
	rust interior		200,000	100,000
7.	TANGIBLE FIXED ASSETS			
		Short	Plant and	Fixtures and
		leasehold	machinery	fittings
	COST	£	£	£
	COST At 1 June 2004	212 979	4 190 EE0	27.620
	Additions	312,878 15,574	6,180,559 478,497	27,629 73,176
	, idamons			
	At 31 May 2005	328,452	6,659,056	100,805
	DEPRECIATION			
	At 1 June 2004	248,605	3,027,793	18,276
	Charge for year	10,410	431,877	27,602
	At 31 May 2005	259,015	3,459,670	45,878
	NET BOOK VALUE			
	At 31 May 2005	69,437	3,199,386	54,927
	At 31 May 2004	64,273	3,152,766	9,353
			4	
		Motor	Assets under	
		vehicles	construction	Totals
		£	£	£
	COST			
	At 1 June 2004	47,713	355,987	6,924,766
	Additions		718,815	1,286,062
	At 31 May 2005	47,713	1,074,802	8,210,828
	DEPRECIATION			
	At 1 June 2004	20,088	-	3,314,762
	Charge for year	11,928		481,817
	At 31 May 2005	32,016		3,796,579
	NET BOOK VALUE			
		15 407	1.054.000	4 41 4 2 40
	At 31 May 2005	15,697	1,074,802	4,414,249

7.	TANGIBLE FIXED ASSETS - continued		
	Fixed assets, included in the above, which are held under hire purchase contra	acts are as follows:	Plant and machinery £
	COST		~
	At 1 June 2004		
	and 31 May 2005		1,237,552
	DEPRECIATION		
	At 1 June 2004		58,473
	Charge for year		86,629
	At 31 May 2005		145,102
	NET BOOK VALUE		
	At 31 May 2005		1,092,450
	At 31 May 2004	=	1,179,079
8.	STOCKS		
		2005	2004
		£	£
	Raw materials	521,527	730,098
	Finished goods	155,154	147,560
		676,681	877,658
9.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
7.	DEDICKS. AMOUNTS PARRING DUE WITHIN ONE TEAK	2005	2004
		£	£
	Trade debtors	1,922,125	1,716,169
	Other debtors	36,364	31,770
	Futures trading account	83,295	26,417
	VAT	130,170	53,733
	Prepayments and accrued income	304,923	274,981
		2,476,877	2,103,070

NOTES TO THE ABBREVIATED ACCOUNTS - continued FOR THE YEAR ENDED 31 MAY 2005

9. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR - continued

During the normal course of business, the company enters into wheat futures to stabilise the production costs of raw materials. The carrying value, at cost, of the futures held at the year end was £83,295 (2004: £26,417), with a fair value of £83,425 (2004: £43,307).

	In addition:	2005 £	2004 £
	Aggregate gains/(losses) not recognised at the balance sheet date	-	16,760
	Aggregate gains/(losses) carried forward in the balance sheet pending recognition in the profit and loss account	-	-
	Amounts disclosed above that are expected to be recognised in the profit and loss account in the next accounting period	-	16,760
	Gains/(losses) included in the profit and loss account that arose in previous periods and were carried forward at the beginning of the current period	16,760	(4,200)
	Net gain/(loss) recognised in the profit and loss account	(205,122)	34,018
10.	Bank loans and overdrafts (see note 12) Hire purchase contracts (see note 13) Trade creditors Tax Social security and other taxes Dividends payable Other creditors Accruals and deferred income	2005 £ 819,914 200,000 777,547 166,535 52,289 50,000 18,957 856,186	2004 £ 1,086,635 200,000 874,114 56,705 43,599 - 17,569 496,491 2,775,113
11.	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR Bank loans (see note 12) Hire purchase contracts (see note 13)	2005 £ 944,297 266,664	2004 £ 269,843 450,025
		1,210,961	719,868

NOTES TO THE ABBREVIATED ACCOUNTS - continued FOR THE YEAR ENDED 31 MAY 2005

12. LOANS

An analysis of the maturity of loans is given below:

Amounts falling due within one year or on demand:	2005 £	2004 £
Bank overdrafts Bank loans	764,211 55,703	937,539 149,096
	819,914	1,086,635
Amounts falling due between one and two years: Bank loans	80,870	149,096
Amounts falling due between two and five years: Bank loans	276,512	120,747
Amounts falling due in more than five years: Repayable by instalments Bank loans	586,915	

The bank loans are due for repayment by April 2015 with interest being charged at 1.5% and 2% above the bank's base rate.

13. OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS AND LEASES

	Hi purc conti	hase
	2005	2004
	£	£
Net obligations repayable:		
Within one year	200,000	200,000
Between one and five years	266,664	450,025
	466,664	650,025

NOTES TO THE ABBREVIATED ACCOUNTS - continued FOR THE YEAR ENDED 31 MAY 2005

13. OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS AND LEASES - continued

The following operating lease payments are committed to be paid within one year:

		d and dings	Oth opera leas	ating
	2005 £	2004 £	2005 £	2004 £
Expiring:				4.520
Within one year	-	-	-	4,520
Between one and five years	160,000	-	-	-
In more than five years	-	160,000		
	160,000	160,000		4,520

14. SECURED DEBTS

The following secured debts are included within creditors:

	2005	2004
	£	£
Bank overdrafts	764,211	937,539
Bank loans	1,000,000	418,939
	1,764,211	1,356,478

The bank overdraft and loans are secured by an unscheduled mortgage debenture in respect of all company assets. Together with personal guarantees totalling £450,000, of which £225,000 is guaranteed by M Z Karsan, director.

15. PROVISIONS FOR LIABILITIES AND CHARGES

	2005 £	2004 £
Deferred tax Accelerated capital allowances	531,164	490,664
		Deferred tax £
Balance at 1 June 2004 Accelerated capital allowances		490,664 40,500
Balance at 31 May 2005		531,164

NOTES TO THE ABBREVIATED ACCOUNTS - continued FOR THE YEAR ENDED 31 MAY 2005

16.	CALLED UP	SHARE CAPITAL				
	Authorised:					
	Number:	Class:		Nominal value:	2005 £	2004 £
	100,000	Ordinary		£1	100,000	100,000
	Allotted, issue	ed and fully paid:				
	Number:	Class:		Nominal value:	2005 £	2004 £
	914	Ordinary		£1	914 ———	<u>914</u>
17.	RESERVES					
			Profit and loss account £	Share premium £	Capital redemption reserve	Totals £
	At 1 June 200	4	1,221,924	1,399,300	686	2,621,910
	Retained profi	it for the year	267,696	-	~	267,696
	At 31 May 20	05	1,489,620	1,399,300	686	2,889,606

18. PENSION COMMITMENTS

The company operates a defined contribution pension scheme and contributes to a number of personal pension plans. The charge for the year is shown in note 3. There were no outstanding contributions at the year end.

19. CONTINGENT LIABILITIES

Contingent assets and liabilities in respect of the futures trading account are shown in the debtors note.

20. CAPITAL COMMITMENTS

	2005	2004
	£	£
Contracted but not provided for in the		
financial statements	315,775	77,000

In addition to the contracted capital commitments the company has authorised expenditure of £1,360,000.

NOTES TO THE ABBREVIATED ACCOUNTS - continued FOR THE YEAR ENDED 31 MAY 2005

	2005 £	2004 £
Profit for the financial year	467,696	431,853
Dividends	(200,000)	(100,000)
Net addition to shareholders' funds	267,696	331,853
Opening shareholders' funds	2,622,824	2,290,971
Closing shareholders' funds	2,890,520	2,622,824
Equity interests	2,890,520	2,622,824

22. CONTROLLING PARTY

In the opinion of the directors, the company is controlled by the Board of Directors.