

2455416

REPORT AND ACCOUNTS

DEL MONTE FOODS INTERNATIONAL LIMITED

30 NOVEMBER 1993

(Registered Number 2455416)



A9W6025L

A29 RECEIPT DATE: 16/06/94

DEL MONTE FOODS INTERNATIONAL LIMITED

COMPANY INFORMATION

DIRECTORS

W G Boustred (alternate director: M L S de Sousa Oliveira)
P S Danowa
J Fragis
N J Hamway
J Imerman
S Imerman
V S Imerman
D H B Johnston
H R Levin
N F Oppenheimer (alternate director: C T Elphick)
D Rankin (alternate director: K M Hosking)
R S Robertson
E Sola
A J Trahar

SECRETARY

T J Hunt

REGISTERED OFFICE

Del Monte House
London Road
Staines
Middlesex
TW18 4JD

Telephone: 0784 447400

DEL MONTE FOODS INTERNATIONAL LIMITED

DIRECTORS' REPORT

The Directors are pleased to submit their report and the audited Group accounts of Del Monte Foods International Limited for the period from 28 November 1992 to 30 November 1993.

PRINCIPAL ACTIVITIES

The Group processes pineapple, deciduous fruit, fruit beverages and tomato products which are marketed under the "Del Monte" name throughout Europe, parts of Africa and the Middle East. The Group also produces and markets other processed food products.

The Company acts as a holding company.

RESULT AND DIVIDENDS

The Group's loss for the period before dividends was £4,783,000 (1992: £15,765,000) which has been transferred direct to reserves. Dividends of £10,000 were paid to holders of ordinary shares (1992: nil) during the period. No preference dividends were paid during the period (1992: £865,000). The directors are not proposing any further dividends for the period to 30 November 1993.

PURCHASE OF THE COMPANY BY DEL MONTE INTERNATIONALE S.A.

On 31 December 1992, the entire issued share capital of the Company, together with the minority interest in Del Monte Foods Europe Limited, was purchased by Del Monte Internationale S.A., whose ultimate parent undertaking is Del Monte Royal Holdings Limited, a company incorporated in the Republic of South Africa.

DEL MONTE FOODS INTERNATIONAL LIMITED

DIRECTORS' REPORT (continued)

DIRECTORS AND THEIR INTERESTS

The directors in office during the period and up to 18 May 1994 were as follows:

L R Allen	(resigned 31 December 1992)
W G Boustred	(appointed 31 December 1992)
R J Carbonell	(resigned 22 February 1993)
P S Danowa	(appointed 11 March 1993)
M L S de Souza Oliveira	(appointed 31 December 1992)
(alternate to W G Boustred)	
N J Diemont	(appointed 31 December 1992;
(alternate to D Rankin)	resigned 15 December 1993)
C T Elphick	(appointed 31 December 1992)
(alternate to N F Oppenheimer)	
J Fragis	(appointed 31 December 1992)
N J Hamway	
K M Hosking	(appointed 15 December 1993)
(alternate to D Rankin)	
J Imerman	(appointed 31 December 1992)
S Imerman	(appointed 31 December 1992)
V S Imerman	(appointed 31 December 1992)
D H B Johnston	(appointed 31 December 1992)
H R Levin	(appointed 31 December 1992)
N F Oppenheimer	(appointed 31 December 1992)
R A Price	(resigned 31 January 1993)
D Rankin	(appointed 31 December 1992)
R S Robertson	(appointed 31 December 1992)
E Sola	
A J Trahar	(appointed 31 December 1992)

At 30 November 1993 no Director had any interest in the shares of group companies, other than interests in overseas parent companies.

Directors' liability insurance has been taken out by the Company under Section 310(3) of the Companies Act 1985 (as amended by the Companies Act 1989) for its Directors and certain other senior managers.

FIXED ASSETS

Freehold and long leasehold properties are shown at cost less depreciation. In the opinion of the Directors there were no material differences between the book and market values of fixed assets. Changes in tangible fixed assets during the period are set out in note 11 of the accounts.

CHARITABLE AND POLITICAL CONTRIBUTIONS

Donations made by the Group for charitable purposes in the UK amounted to £7,000 (1992: £23,000). No political donations were made.

SHARE CAPITAL

On 28 July 1993 the Company's authorised share capital was reorganised as detailed in note 20.

DEL MONTE FOODS INTERNATIONAL LIMITED

DIRECTORS' REPORT (continued)

EMPLOYMENT POLICIES

It is the policy of the Group that there should be no unfair discrimination in considering applications for employment, including those from disabled persons. Should any employee become disabled every practical effort is made to provide continued employment.

The Directors are committed to maintaining and developing communication and consultation procedures with employees, who in turn are encouraged to become aware of and involve themselves in the performance of their own company and of the Group as a whole. Consultation and involvement policies vary from country to country according to local customs, legal considerations and the size of the business.

AUDITORS

During the period Price Waterhouse resigned as auditors of the Company. They have stated that there are no matters connected with their ceasing to hold office which should be brought to the attention of members or creditors.

The Board has appointed Pannell Kerr Forster as auditors of the Company. Pannell Kerr Forster have indicated their willingness to continue in office. A resolution concerning their re-appointment will be proposed at the next Annual General Meeting.

By Order of the Board



T J Hunt
Secretary

18 May 1994

DEL MONTE FOODS INTERNATIONAL LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are required by law to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the Group at the end of the period and of the profit or loss of the Group for that period.

The Directors confirm that the financial statements have been prepared using suitable accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates. The financial statements have been prepared on the going concern basis and following applicable UK accounting standards.

The Directors are responsible for maintaining proper accounting records, ensuring the financial statements comply with the Companies Act 1985, safeguarding the assets of the Group and taking reasonable steps for the prevention and detection of fraud and other irregularities.

AUDITORS' REPORT TO THE SHAREHOLDERS OF DEL MONTE FOODS INTERNATIONAL LIMITED

We have audited the financial statements on pages 7 to 32 which have been prepared under the accounting policies set out on pages 12 to 14.

Respective responsibilities of directors and auditors

As described above the Company's Directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standards. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Group's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the Company and of the Group as at 30 November 1993 and of the loss of the Group for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

Pannell Kerr Forster

Pannell Kerr Forster
Chartered Accountants
Registered Auditors

New Garden House
78 Hatton Garden
London EC1N 8JA

18 May 1994

DEL MONTE FOODS INTERNATIONAL LIMITED

GROUP PROFIT AND LOSS ACCOUNT

Period from 28 November 1992 to 30 November 1993

		Period ended 30 November 1993 £'000	Restated (note 1) 52 weeks ended 27 November 1992 £'000
TURNOVER	Note		
Cost of sales	1,2	226,809 (138,432)	251,545 (149,061)
GROSS PROFIT		88,377	102,484
Selling and marketing expenses		(35,263)	(41,829)
Distribution costs		(18,461)	(19,643)
Administrative expenses		(16,987)	(22,415)
Loss on disposal of subsidiary undertakings	32	(3,701)	-
Other operating income/(expense)		712	(1,171)
Income from interests in associated undertakings		5,429	4,289
OPERATING PROFIT	3	20,106	21,715
Interest receivable		736	1,091
Interest payable	5	(17,730)	(22,406)
Exchange losses	5	-	(10,868)
PROFIT /(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION	2	3,112	(10,468)
Taxation	8	(7,668)	(4,739)
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION		(4,556)	(15,207)
Minority interests	22	(227)	(558)
LOSS FOR PERIOD BEFORE DIVIDENDS		(4,783)	(15,765)
Dividends paid	9	(10)	(865)
RETAINED DEFICIT FOR PERIOD		(4,793)	(16,630)

All amounts relate to continuing operations.

Movements on reserves are disclosed in note 21.

The notes on pages 12 to 32 form an integral part of these accounts.

DEL MONTE FOODS INTERNATIONAL LIMITED

GROUP BALANCE SHEET

As at 30 November 1993

	Note	1993 £'000	1992 £'000
FIXED ASSETS			
Intangible assets	10	77,818	77,818
Tangible assets	11	49,300	60,691
Investments	12	13,832	11,946
		<u>140,950</u>	<u>150,455</u>
CURRENT ASSETS			
Stocks	13	66,568	75,347
Debtors	14	51,594	47,616
Cash at bank and in hand		1,005	8,958
		<u>119,267</u>	<u>131,921</u>
CREDITORS - amounts falling due within one year	15	(112,050)	(109,135)
NET CURRENT ASSETS		<u>7,217</u>	<u>22,786</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>148,167</u>	<u>173,241</u>
CREDITORS - amounts falling due after more than one year	16	(111,931)	(108,895)
PROVISIONS FOR LIABILITIES AND CHARGES	18	(5,412)	(9,270)
		<u>30,824</u>	<u>55,076</u>
CAPITAL AND RESERVES			
Called up share capital	20	57,752	57,752
Share premium account	21	1,117	1,117
Goodwill reserve	21	(20,067)	(24,467)
Cumulative retranslation reserve	21	(32,813)	(9,701)
Profit and loss account	21	24,018	11,115
		<u>30,007</u>	<u>35,816</u>
MINORITY INTERESTS	22	817	19,260
		<u>30,824</u>	<u>55,076</u>

Approved by the Board on 18 May 1994 and signed on its behalf


P S Danowa

The notes on pages 12 to 32 form an integral part of these accounts.

DHL MONTE FOODS INTERNATIONAL LIMITED

COMPANY BALANCE SHEET
As at 30 November 1993

	Note	1993 £'000	1992 £'000
FIXED ASSETS			
Investments	12	<u>144,550</u>	<u>144,550</u>
CURRENT ASSETS			
Debtors	14	17,985	6,850
CREDITORS - amounts falling due within one year	15	<u>(34,533)</u>	<u>(9,349)</u>
NET CURRENT LIABILITIES		<u>(16,548)</u>	<u>(2,499)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		128,002	142,051
CREDITORS - amounts falling due after more than one year	16	(65,000)	(81,123)
PROVISIONS FOR LIABILITIES AND CHARGES	18	-	(1,779)
		<u>63,002</u>	<u>59,149</u>
CAPITAL AND RESERVES			
Called up share capital	20	57,752	57,752
Share premium account	21	1,117	1,117
Cumulative retranslation reserve	21	(7,503)	(7,650)
Profit and loss account	21	11,636	7,930
		<u>63,002</u>	<u>59,149</u>

Approved by the Board on 18 May 1994 and signed on its behalf


P S Danowa

The notes on pages 12 to 32 form an integral part of these accounts.

DEL MONTE FOODS INTERNATIONAL LIMITED

GROUP CASH FLOW STATEMENT

Period from 28 November 1992 to 30 November 1993

	Period ended 30 November 1993 £'000	52 weeks ended 27 November 1992 £'000
NET CASH INFLOW FROM OPERATING ACTIVITIES (note 28)	26,449	30,460
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE		
Interest received	811	1,074
Interest paid	(15,667)	(20,161)
Dividends paid to minority shareholders in subsidiary undertakings	(429)	(562)
Ordinary dividends paid	(10)	-
Preference dividends paid	-	(865)
NET CASH OUTFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE	(15,295)	(20,514)
TAXATION		
Advance corporation tax paid	-	(397)
Overseas company taxes paid	(1,977)	(4,924)
Overseas withholding taxes paid	(751)	(845)
TAX PAID	(2,728)	(6,166)
INVESTING ACTIVITIES		
Disposal of subsidiaries to parent undertaking (note 33)	1,750	-
Purchase of tangible fixed assets	(8,532)	(9,105)
Disposal of tangible fixed assets	124	314
NET CASH OUTFLOW FROM INVESTING ACTIVITIES	(6,658)	(8,791)
NET CASH INFLOW/(OUTFLOW) BEFORE FINANCING	1,768	(5,011)
FINANCING (note 31)	*****	*****
Long-term debt raised	(142,750)	-
Repayment of long-term debt	140,116	2,763
NET CASH (INFLOW)/OUTFLOW FROM FINANCING INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS (note 29)	(2,634) 4,402	2,763 (7,774)
	1,768 *****	(5,011) *****

The notes on pages 12 to 32 form an integral part of these accounts.

DEL MONTE FOODS INTERNATIONAL LIMITED

GROUP STATEMENT OF RECOGNISED GAINS AND LOSSES

Period from 28 November 1992 to 30 November 1993

	Period ended 30 November 1993 £'000	Period ended 27 November 1992 £'000
Loss for the period before dividends	(4,783)	(15,765)
Currency translation differences on foreign currency net investments	(23,112)	538
Currency translation difference on goodwill	-	(518)
Total recognised gains and losses	(27,895)	(15,745)

RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Period from 28 November 1992 to 30 November 1993

	Period ended 30 November 1993 £'000	Period ended 27 November 1992 £'000
Loss for period	(4,783)	(15,765)
Dividends	(10)	(865)
	(4,793)	(16,630)
Currency translation differences on foreign currency net investments	(23,112)	538
Currency translation difference on goodwill	-	(518)
Goodwill written back on disposal of subsidiaries	4,400	-
Decrease in interests of DMFE minority shareholders	17,696	978
Movement in shareholders' funds	(5,809)	(15,632)
Shareholders' funds at 27 November 1992	35,816	51,448
Shareholders' funds at 30 November 1993	30,007	35,816

The notes on pages 12 to 32 form an integral part of these accounts.

DEL MONTE FOODS INTERNATIONAL LIMITED

NOTES TO THE ACCOUNTS

1. ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to these accounts.

Comparative figures

The cost of direct trade promotions, previously included within cost of sales, is now included within selling and marketing expenses. The comparatives have been restated for this change. The effect on the comparatives is to reduce cost of sales and increase selling and marketing expenses by £5,521,000.

Accounting basis

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

Basis of consolidation

The Group accounts consolidate the accounts of Del Monte Food International Limited and all its subsidiaries and equity account the results of associated undertakings up to 30 November 1993.

Companies in which the Group has an investment comprising an interest of not less than 20% in the voting capital and over which it exerts significant influence are defined as associated undertakings.

The Group accounting policies conform with UK accounting standards and, when necessary, adjustments are made in the accounts of overseas subsidiaries and associated undertakings in order to present the Group accounts on a consistent basis.

The results of businesses acquired or sold are included in the profit and loss account from the date of acquisition or to the date of disposal.

Goodwill

Fair values are ascribed to tangible assets and liabilities of subsidiary undertakings at dates of acquisition and any surplus or deficiency between such values and the purchase consideration is dealt with through reserves. Subsequent adjustments are also dealt with through reserves. When a business is sold or discontinued any goodwill dealt with through reserves at the time the business was purchased is included in the calculation of profit or loss on disposal or closure.

Holding company's profit and loss account

As the Company's results are included in the Group's profit and loss account and disclosed in note 21, a separate profit and loss account is not presented, as permitted by S230(1) of the Companies Act 1985.

Minority interests

Under the terms of the Group structure prior to the acquisition of the Company by Del Monte Internationale S.A. ("DMI S.A."), the minority shareholders in an intermediate holding company, Del Monte Foods Europe Limited ("DMFE"), had similar income rights to shareholders of the Company. The interest of these shareholders in the Group balance sheet was calculated by reference to their rights on a distribution of assets. Movements in such minority interests in the Group balance sheet were dealt with through reserves. Minority interests were deducted from the Group profit and loss account in respect only of preference dividends paid.

DEL MONTE FOODS INTERNATIONAL LIMITED
NOTES TO THE ACCOUNTS

1. ACCOUNTING POLICIES (continued)

Minority Interests (continued)

Following the acquisition of the share capital of the Company, together with the minority interest in DMFE, by DMI S.A., the share capital of DMFE was reorganised as detailed in note 20. All DMFE shares now have similar income rights. Interests of the minority shareholders in DMFE are now calculated by reference to their share of the consolidated profits and losses and consolidated net assets of the DMFE group, as are the interests of other minority shareholders.

Foreign currencies

Assets and liabilities denominated in foreign currencies are expressed in sterling at the rate of exchange ruling at the period end. Transactions during the period are recorded at rates of exchange in effect at the time of those transactions. Currency gains and losses on trading items are taken to profit and loss account. The results for the period of overseas companies are expressed in sterling at the average rate of exchange prevailing during the period. To the extent that they are denominated in foreign currencies the Group's investment in net assets (including brands and purchased goodwill) of its subsidiaries and associated undertakings are retranslated to year end exchange rates. The resultant gains or losses are taken to the cumulative retranslation reserve.

In retranslating the net assets of overseas operations the directors give consideration to the impact of local inflation rates. None of the territories in which the group operates would be regarded as hyper-inflationary, as defined by Urgent Issues Task Force consensus pronouncement 9, during the period to 30 November 1993.

Profits or losses arising on the retranslation of long term foreign currency borrowings are offset against foreign exchange differences arising on investments, within the cumulative retranslation reserve, to the extent that they are matched by losses or profits on retranslation of those investments.

Turnover

Turnover represents the gross sales value of Group companies to external customers excluding value added taxes and is net of volume related trade discounts.

Fixed assets and depreciation

Fixed assets are stated at cost less depreciation, except in the case of freehold land which is not depreciated. Depreciation is provided on a straight line basis at an annual rate over the expected economic lives of the assets. Within the following asset classifications, the expected economic lives are approximately:-

* Freehold buildings	45 years
* Short term leasehold property	length of lease
* Plant and equipment	8 to 20 years
* Office furniture	10 years
* Computer hardware	3 to 5 years

DEL MONTE FOODS INTERNATIONAL LIMITED

NOTES TO THE ACCOUNTS

1. ACCOUNTING POLICIES (continued)

Leases

Assets held under finance leases are treated as if they had been purchased outright at the present value of the outstanding rentals payable, less finance charges, over the primary period of the leases. The corresponding obligations under these leases are shown as creditors. The interest element of the rental obligations is charged to the profit and loss account over the period of the lease and represents a constant proportion of the balance of capital repayments outstanding.

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the term of the lease.

Government grants

Government grants received as a contribution towards specific expenditure on fixed assets are treated as deferred income and credited to the profit and loss account over the expected economic life of the related assets on a basis consistent with the depreciation policy.

Brands

Acquired brands are included in the Group balance sheet as an intangible asset. Acquired brands are recognised where brand earnings are separately identifiable and where the brand achieves premium earnings. No amortisation is provided except where the useful economic life of the acquired brands can be foreseen. The useful economic life and carrying value are subject to annual review and any provision for permanent impairment would be charged against the profit for the period in which it arose.

Stocks

Stocks are stated at the lower of cost and net realisable value. Cost includes appropriate production overheads and distribution costs. Costs incurred in cultivating crops are deferred and matched against revenue in the period of sale.

Taxation

The charge for taxation is based on the profit 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 taxation is provided on the liability method on all timing differences only to the extent that they are expected to reverse in the foreseeable future, calculated at the rate at which it is estimated that tax will be payable.

Irrecoverable withholding tax is provided for when it is management's intention to remit overseas dividends and management charges.

Pensions

The cost of the Group's defined benefit pension schemes is charged to the profit and loss account so as to spread the cost of pensions over the service lives of employees. Pension cost is assessed in accordance with the advice of qualified actuaries. Actuarial surpluses and deficits are spread over the average remaining service lives of employees.

DEL MONTE FOODS INTERNATIONAL LIMITED

NOTES TO THE ACCOUNTS

2. SEGMENTAL ANALYSIS

The Group's business consists of the growing, processing and distribution of food and beverage products. The Directors are of the opinion that this forms one class of business.

	Total £'000	United Kingdom £'000	Italy £'000	Rest of Europe £'000	Rest of World £'000
1993 Group turnover					
By geographical destination:					
Sales to third parties	226,809 =====	69,158 =====	77,998 =====	77,057 =====	2,596 =====
By geographical origin:					
Total sales	394,334	206,786	106,652	53,384	27,512
Intercompany sales	(167,525)	(108,154)	(14,638)	(18,408)	(26,325)
Sales to third parties	<u>226,809</u> =====	<u>98,632</u> =====	<u>92,014</u> =====	<u>34,976</u> =====	<u>1,187</u> =====
1992 Group turnover					
By geographical destination:					
Sales to third parties	251,545 =====	73,745 =====	97,533 =====	76,455 =====	3,762 =====
By geographical origin:					
Total sales	407,782	208,824	127,045	47,037	24,876
Intercompany sales	(156,237)	(104,070)	(13,371)	(15,182)	(23,614)
Sales to third parties	<u>251,545</u> =====	<u>104,754</u> =====	<u>113,674</u> =====	<u>31,855</u> =====	<u>1,262</u> =====
1993 Group profit before tax					
Segment profit/(loss) by origin	20,707	9,379	2,615	(272)	8,985
Share of associated undertakings profit before tax	5,429	-	-	-	5,429
	<u>26,136</u> =====	<u>9,379</u> =====	<u>2,615</u> =====	<u>(272)</u> =====	<u>14,414</u> =====
Central costs	(6,030)				
Operating profit	<u>20,106</u>				
Net interest	(16,994)				
Group profit before taxation	<u>3,112</u> =====				

DEL MONTE FOODS INTERNATIONAL LIMITED

NOTES TO THE ACCOUNTS

2. SEGMENTAL ANALYSIS (continued)

	Total £'000	United Kingdom £'000	Italy £'000	Rest of Europe £'000	Rest of World £'000
1992 Group profit before tax					
Segment profit by origin	25,275	10,424	6,508	1,339	7,004
Share of associated undertakings profit before tax	4,289	-	-	-	4,289
	<u>29,564</u>	<u>10,424</u>	<u>6,508</u>	<u>1,339</u>	<u>11,293</u>
		=====	=====	=====	=====
Central costs	(7,849)				
Operating profit	<u>21,715</u>				
Net interest	(32,183)				
Group loss before taxation	<u>(10,468)</u>				
	=====				
1993 Group net assets					
Segment net assets	144,481	7,130	95,863	20,310	21,178
Group share of the net assets of associated undertakings	13,832	-	-	-	13,832
	<u>158,313</u>	<u>7,130</u>	<u>95,863</u>	<u>20,310</u>	<u>35,010</u>
		=====	=====	=====	=====
Less: bank loans and overdrafts net of cash holdings	(127,489)				
Total Group net assets	<u>30,824</u>				
	=====				
1992 Group net assets					
Segment net assets	175,906	17,676	105,230	19,055	33,945
Group share of the net assets of associated undertakings	11,946	-	-	-	11,946
	<u>187,852</u>	<u>17,676</u>	<u>105,230</u>	<u>19,055</u>	<u>45,891</u>
		=====	=====	=====	=====
Less: bank loans and overdrafts net of cash holdings	(132,776)				
Total Group net assets	<u>55,076</u>				
	=====				

DEL MONTE FOODS INTERNATIONAL LIMITED

NOTES TO THE ACCOUNTS

3. OPERATING PROFIT

Operating profit is stated after charging/(crediting):

	30 November 1993 £'000	27 November 1992 £'000
Depreciation - owned assets	3,922	3,945
- leased assets	24	23
Auditors' remuneration - audit work	213	212
- non-audit work	16	1,408
Loss on sale of tangible assets	370	39
Operating lease rentals - plant and machinery	700	243
- other	1,823	1,123
Exchange gains	(2,200)	(85)
	=====	=====

4. EXCEPTIONAL ITEMS

The comparatives for the period ended 27 November 1992 include exceptional costs of £5,513,000 in relation to the sale of the Company of which £257,000 is included in interest payable and £5,256,000 is included in administrative expenses.

5. INTEREST PAYABLE AND EXCHANGE LOSSES

	30 November 1993 £'000	27 November 1992 £'000
INTEREST PAYABLE		
Interest payable on bank loans, overdrafts and other loans:		
Repayable within 5 years	9,313	15,545
Repayable after 5 years or more	4,148	6,267
Other charges	2,904	594
Interest payable to group undertaking	1,365	-
	17,730	22,406
	=====	=====
EXCHANGE LOSSES		
Exchange losses on long term foreign currency borrowings (see below)	-	10,868
	=====	=====

On 13 and 16 September 1992 respectively, the Italian lire and pound sterling were devalued and left the European Exchange Rate Mechanism (ERM). In the period ended 27 November 1992 this caused a substantial exchange loss on the Group's long term foreign currency borrowings. As permitted by Statement of Standard Accounting Practice no. 20, losses on retranslation of the Group's long term debt were offset, within the cumulative translation reserve, against gains arising on the Group's investment in net assets denominated in foreign currencies. To the extent that such losses exceeded corresponding gains on investments, they were taken to the profit and loss account.

In the period from 27 November 1992 to 31 December 1992, the date of repayment of the foreign currency borrowings, exchange gains arose on the foreign currency borrowings which were exceeded by losses on the investments in the same period. The gains have been offset against the losses within the cumulative translation reserve.

DEL MONTE FOODS INTERNATIONAL LIMITED
NOTES TO THE ACCOUNTS

6. STAFF COSTS AND EMPLOYEES

STAFF COSTS (Including Directors)

	30 November 1993 £'000	27 November 1992 £'000
Wages and salaries	22,588	23,257
Social security costs	7,705	8,223
Other pension costs	326	777
	<u>30,619</u>	<u>32,247</u>
	=====	=====

EMPLOYEES

	30 November 1993 Number	27 November 1992 Number
Average number of employees:		
Manufacturing	3,842	3,902
Transportation	587	577
Selling/Marketing	142	154
Administration	541	568
Total	<u>5,112</u>	<u>5,201</u>
	=====	=====

Geographical split of employees:

	30 November 1993 Number	27 November 1992 Number
UK	256	276
Italy	586	670
Rest of Europe	378	355
Other	3,892	3,900
Total	<u>5,112</u>	<u>5,201</u>
	=====	=====

7. DIRECTORS' EMOLUMENTS

	30 November 1993 £'000	27 November 1992 £'000
Aggregate emoluments:		
Remuneration for service (including pension contributions)	783	1,328
Payment for restrictive undertaking	-	1,050
Compensation for loss of office payable by the Company	-	342
	<u>783</u>	<u>2,720</u>
	=====	=====
Emoluments of Chairman (excluding pension contributions)	110	455
	=====	=====
Emoluments of highest paid director (excluding pension contributions)	298	455
	=====	=====

DEL MONTE FOODS INTERNATIONAL LIMITED

NOTES TO THE ACCOUNTS

7. DIRECTORS' EMOLUMENTS (continued)

The emoluments of Directors (excluding pension contributions) fell into the ranges:

	30 November 1993 Number	27 November 1992 Number
£ 0 - £ 5,000	13	3
£ 20,001 - £ 25,000	1	-
£ 25,001 - £ 30,000	1	-
£ 55,001 - £ 60,000	1	-
£ 80,001 - £ 85,000	1	-
£ 90,001 - £ 95,000	1	-
£110,001 - £115,000	1	-
£160,001 - £165,000	-	1
£190,001 - £195,000	-	1
£295,001 - £300,000	1	-
£385,001 - £390,000	-	1
£450,001 - £455,000	-	1

8. TAXATION

	30 November 1993 £'000	27 November 1992 £'000
Current Year		
Overseas taxation	1,888	2,378
Tax attributable to the results of associated undertakings	1,321	1,138
Overseas withholding tax not recoverable	93	1,150
ACT written off	-	397
	<hr/>	<hr/>
	3,302	5,063
Adjustments relating to earlier years	4,366	(324)
	<hr/>	<hr/>
	7,668	4,739
	=====	=====

The overseas withholding tax not recoverable relates to certain dividends and management charges receivable from overseas subsidiaries.

9. DIVIDENDS PAID

	30 November 1993 £'000	27 November 1992 £'000
Ordinary shares	10	-
First redeemable cumulative preference shares	-	865
	<hr/>	<hr/>
	10	865
	=====	=====

DEL MONTE FOODS INTERNATIONAL, LIMITED

NOTES TO THE ACCOUNTS

10. INTANGIBLE ASSETS

£'000

At 30 November 1993 and 27 November 1992

77,818

This amount represents the cost of brands acquired on the purchase of the subsidiaries. The Directors have reviewed the amount at which brands are stated and are of the opinion that there has been no impairment in the value of brands and that the end of their useful economic lives cannot be foreseen.

DEL MONTE FOODS INTERNATIONAL LIMITED

NOTES TO THE ACCOUNTS

11. GROUP TANGIBLE FIXED ASSETS

	Freehold land and buildings	Short term leasehold property	Assets in the course of construction	Plant and machinery	Fixtures fittings and equipment	Total
	£'000	£'000	£'000	£'000	£'000	£'000
COST						
At 27 November 1992	19,445	14,826	546	36,399	9,570	80,786
Additions	1,505	3	3,829	2,865	329	8,531
Disposals	(1)	(99)	-	(496)	(307)	(903)
Disposal of subsidiaries	-	-	-	-	(337)	(337)
Reclassifications	(446)	105	(1,854)	941	1,254	-
Exchange adjustments	(2,975)	(6,871)	(336)	(7,215)	(3,170)	(20,567)
At 30 November 1993	17,528	7,964	2,185	32,494	7,339	67,510
DEPRECIATION						
At 27 November 1992	(1,978)	(1,596)	-	(11,797)	(4,724)	(20,095)
Charge for the period	(314)	(256)	-	(2,303)	(1,073)	(3,946)
Disposals	-	-	-	204	206	410
Disposal of subsidiaries	-	-	-	-	238	238
Reclassification	19	-	-	48	(67)	-
Exchange adjustments	247	787	-	2,560	1,589	5,183
At 30 November 1993	(2,026)	(1,065)	-	(11,288)	(3,831)	(18,210)
NET BOOK VALUE						
At 30 November 1993	15,502	6,899	2,185	21,206	3,508	49,300
At 27 November 1992	17,467	13,230	546	24,602	4,846	60,691

Included in the net book value of plant and machinery at 30 November 1993 was £126,000 (1992: £126,000) held by the Group under finance leases.

DEL MONTE FOODS INTERNATIONAL LIMITED

NOTES TO THE ACCOUNTS

12. FIXED ASSETS - INVESTMENTS

GROUP

	£'000
Associated undertakings:	
At 27 November 1992	11,946
Share of profit after tax for the year	4,108
Exchange adjustment	(2,222)
At 30 November 1993	<u>13,832</u>
	=====

The results of the associated undertaking have been equity accounted for since the date of acquisition.

COMPANY

	Shares in group companies £'000
At 30 November 1993 and 27 November 1992	<u>144,550</u>
	=====

Details of the Group's subsidiary and associated undertakings are shown in note 34.

13. STOCKS

	1993 £'000	1992 £'000
Deferred crop expenditure	8,565	10,113
Raw materials	9,109	8,855
Work in progress	106	115
Finished goods	48,788	56,264
	<u>66,568</u>	<u>75,347</u>
	=====	=====

The Directors are of the opinion that the replacement cost of stocks at 30 November 1993 was not significantly different from the balance sheet value.

14. DEBTORS

	Group		Company	
	1993 £'000	1992 £'000	1993 £'000	1992 £'000
Trade debtors	32,773	34,918	-	-
Amounts owed by parent and fellow subsidiary undertakings	11,142	-	-	-
Amounts owed by subsidiary undertakings	-	-	17,985	6,823
Other debtors	6,414	9,971	-	7
Prepayments and accrued income	1,365	2,727	-	20
	<u>51,694</u>	<u>47,616</u>	<u>17,985</u>	<u>6,850</u>
	=====	=====	=====	=====

Included in the above balances for the group are other debtors of £198,000 (1992: £143,000) receivable after more than one year.

DEL MONTE FOODS INTERNATIONAL LIMITED

NOTES TO THE ACCOUNTS

15. CREDITORS -

Amounts falling due within one year

	Group		Company	
	1993 £'000	1992 £'000	1993 £'000	1992 £'000
Bank loans and overdrafts - (note 17)	17,562	32,868	5,000	7,449
Trade creditors	33,144	42,045	-	-
Amounts owed to parent and fellow subsidiary undertakings	35,491	-	14,496	-
Amounts owed to subsidiary undertakings	-	-	14,991	800
Amounts owed to associated undertakings	1,684	3,165	-	-
Other creditors	1,311	2,217	-	4
Taxation and social security	7,266	7,242	3	-
Accruals and deferred income	15,592	21,598	43	1,096
	<u>112,050</u>	<u>109,135</u>	<u>34,533</u>	<u>9,349</u>
	=====	=====	=====	=====

16. CREDITORS -

Amounts falling due after more than one year

	Group		Company	
	1993 £'000	1992 £'000	1993 £'000	1992 £'000
Bank loans (note 17)	110,932	108,867	65,000	81,123
Other creditors	74	-	-	-
Accruals	925	28	-	-
	<u>111,931</u>	<u>108,895</u>	<u>65,000</u>	<u>81,123</u>
	=====	=====	=====	=====

17. BANK LOANS AND OVERDRAFTS

	Group		Company	
	1993 £'000	1992 £'000	1993 £'000	1992 £'000
Within one year	17,562	32,868	5,000	7,449
Between one and two years	5,000	6,297	5,000	2,015
Between two and five years	60,000	48,634	60,000	25,172
In five years or more	45,932	53,936	-	53,936
	<u>128,494</u>	<u>141,735</u>	<u>70,000</u>	<u>88,572</u>
	=====	=====	=====	=====

On 31 December 1992, as part of the sale of the Company, Deutschmark 131,200,000 of Floating Rate Subordinated Notes due 2001 and borrowings under the Group's multi-currency Syndicated Medium Term Loan Facility were fully repaid with borrowings drawn under a new Unsecured Medium Term Facility on which interest is payable at variable rates.

The bank loan, repayable in five years or more, has been matched by a cash deposit supplied to the bank by Del Monte Internationale S.A. following its acquisition of Del Monte Foods International Limited.

DEL MONTE FOODS INTERNATIONAL LIMITED

NOTES TO THE ACCOUNTS

18. PROVISIONS FOR LIABILITIES AND CHARGES

GROUP	Total £'000	Restructuring provisions £'000	Other provisions £'000
At 27 November 1992	9,270	3,530	5,740
Additions during period	1,473	-	1,473
Amounts utilised	(4,336)	(3,530)	(806)
Exchange adjustment	(995)	-	(995)
At 30 November 1993	<u>5,412</u>	<u>-</u>	<u>5,412</u>

Other provisions relate to employee severance schemes as dictated by local legal requirements of overseas subsidiaries. Restructuring provisions related to costs incurred as a consequence of the sale of the Company.

The movements in Company provisions are detailed below:

COMPANY	Restructuring provisions £'000
At 27 November 1992	1,779
Additions	-
Amounts utilised	(1,779)
At 30 November 1993	<u>-</u>

19. DEFERRED TAXATION

There is no provision for deferred taxation (1992: £nil). The full potential asset which has not been recognised in the Group accounts of £12,527,000 (1992: asset of £233,000) is analysed below:

	<u>Unprovided</u>	
	1993 £'000	1992 £'000
Accelerated capital allowances	855	3,475
Other timing differences	(2,456)	(3,244)
Losses available for offset	(13,829)	(3,863)
Deferred crop expenditure	2,903	3,399
	<u>(12,527)</u>	<u>(233)</u>

The provided deferred tax in the Company at 30 November 1993 was £nil (1992: £nil). The unprovided deferred tax in the Company at 30 November 1993 was an asset of £5,058,000 (1992: asset of £903,000).

DEL MONTE FOODS INTERNATIONAL LIMITED

NOTES TO THE ACCOUNTS

20. CALLED UP SHARE CAPITAL - GROUP AND COMPANY

Authorised share capital:

	Number	£'000
At 30 November 1993:		
Ordinary shares of 20p each	500,000,000	100,000
At 27 November 1992:		
"A" Ordinary Shares of 1p each	588,100	6
"B" Ordinary Shares of 1p each	10,669,886	107
"C" Ordinary Shares of 1p each	831,332	8
"D" Ordinary Shares of 1p each	841,549	8
"E" Ordinary Shares of 1p each	2,082,151	21
First Redeemable Cumulative Preference Shares of £1 each (redeemable 30 November 2000)	59,824,911	59,825
Second Redeemable Cumulative Preference Shares of £1 each (redeemable 30 November 2000)	36,861,903	36,862
		<u>96,837</u>

Issued and fully paid share capital:

	Number	Nominal value £'000	Share premium £'000
At 30 November 1993:			
Ordinary shares of 20p each	288,761,427	57,752	1,117
At 27 November 1992:			
"A" Ordinary Shares of 1p	587,935	5	-
"B" Ordinary Shares of 1p	5,781,222	58	1,104
"C" Ordinary Shares of 1p	225,000	2	-
"D" Ordinary Shares of 1p	155,631	2	13
"E" Ordinary Shares of 1p	672,050	7	-
First Redeemable Cumulative Preference Shares of £1 each	57,678,067	57,678	-
		<u>57,752</u>	<u>1,117</u>

On 28 July 1993, to simplify the Company's share structure, an ordinary resolution was passed consolidating the existing authorised share capital into 484,184,735 ordinary shares of 20p each and increasing the authorised share capital by the creation of 15,815,265 additional ordinary shares of 20p each. Amended articles of association were adopted by special resolution of the Company on the same date.

DEI, MONTE FOODS INTERNATIONAL LIMITED

NOTES TO THE ACCOUNTS

21. RESERVES

GROUP	Share premium account £'000	Goodwill reserve £'000	Cumulative translation reserve £'000	Profit and loss reserve £'000
At 27 November 1992	1,117	(24,467)	(9,701)	11,115
Retained deficit for the period	-	-	-	(4,793)
Retranslation adjustments	-	-	(23,112)	-
Disposals of subsidiaries	-	4,400	-	-
Minority interest in DMFE (note 22)	-	-	-	17,696
At 30 November 1993	<u>1,117</u>	<u>(20,067)</u>	<u>(32,813)</u>	<u>24,018</u>
COMPANY				
	Share premium account £'000		Cumulative translation reserve £'000	Profit and loss reserve £'000
At 27 November 1992	1,117		(7,650)	7,930
Profit for the period	-		-	3,706
Retranslation of long term debt	-		147	-
At 30 November 1993	<u>1,117</u>		<u>(7,503)</u>	<u>11,636</u>

Included in the movement in the Group's retranslation reserve is an amount of £281,000 representing exchange gains on foreign currency borrowings set against foreign exchange losses on the Group's investments.

The cumulative goodwill written off on acquisitions in the Group to 30 November 1993 was £20,067,000 (1992: £24,467,000).

Provision has been made for the taxation consequence in respect of the remittance of overseas earnings, to the extent that management intend to remit funds. In the event of remitting all retained earnings there will be further taxation and other costs.

22. MINORITY INTERESTS

	Total £'000	DMFE £'000	Other £'000
At 27 November 1992	19,260	17,745	1,515
Profit and loss account	227	14	213
Reduction in rights of DMFE minority shareholders (notes 1 and 21)	(17,696)	(17,696)	-
Dividends paid by subsidiary company	(429)	-	(429)
Retranslation adjustment	(545)	-	(545)
At 30 November 1993	<u>817</u>	<u>63</u>	<u>754</u>

DEL MONTE FOODS INTERNATIONAL LIMITED

NOTES TO THE ACCOUNTS

23. PENSIONS

The Group operates two main pension plans. Both plans are of the defined benefit type and are funded to cover future pension liabilities after allowing for expected future earnings and pension increases. These plans are administered independently of the Group, by trusts, on the advice of independent qualified actuaries.

The total pension charge to the profit and loss account for the period amounted to £326,000 (1992: £777,000) of which £183,000 (1992: £637,000) relates to the main UK scheme, the Del Monte Foods International UK Pension Plan. An amount of £52,000 (1992: £327,000) is included in creditors representing the difference between the contributions to the schemes and the amount charged in the accounts.

UK scheme

The most recent actuarial valuation of the Del Monte Foods International U.K. Pension Plan was at 30 November 1992. The valuation was based on a reasonable estimate of the transfer value as at that date and was carried out by independent actuaries, using the projected unit method. The principal actuarial assumptions were that the long term annual rate of return on investments would be 2% in excess of the annual increases in pensionable earnings and 5% in excess of annual increases to pensions. The market value of the assets to the new scheme at the date of the actuarial valuation was £7,396,000.

The actuarial value of the assets of the UK scheme on this basis was sufficient to cover 98% of the benefits that had accrued to members after allowing for expected future increases in pensionable remuneration.

Overseas scheme

The main overseas scheme is in Del Monte Kenya Limited ("DMKL"). The latest actuarial valuation was carried out as at 1 January 1991 using the aggregate method. The principal actuarial assumptions adopted in this valuation were that annual investment returns would be approximately 2% in excess of annual increases in pensionable earnings.

The actuarial value of the assets of the scheme was sufficient to cover 90% of the benefits which had accrued to members, after allowing for expected future increases in pensionable remuneration. A provisional valuation of the DMKL scheme is £678,000.

DEL MONTE FOODS INTERNATIONAL LIMITED

NOTES TO THE ACCOUNTS

24. LEASE OBLIGATIONS

	1993 £'000	Group 1992 £'000
OPERATING LEASES ON LAND AND BUILDINGS		
Annual commitments on leases which expire:		
Within one year	31	20
Between two and five years	166	169
Beyond five years	868	913
	<hr/>	<hr/>
	1,065	1,102
	=====	=====
OTHER OPERATING LEASES		
Annual commitments on leases which expire:		
Within one year	670	597
Between two and five years	253	223
Beyond five years	-	5
	<hr/>	<hr/>
	923	825
	=====	=====

The Company has no lease obligations.

25. CAPITAL COMMITMENTS

	1993 £'000	Group 1992 £'000
Contracted for, but not provided in these accounts	719	703
	=====	=====
Authorised by the Directors, but not contracted for	1,162	1,027
	=====	=====

The Company has no capital commitments.

26. GUARANTEES

The Company's liabilities under the Unsecured Medium Facility detailed in note 17 have been guaranteed by certain subsidiary and parent undertakings within the Juliet Holdings S.A. group. The Company has guaranteed the liabilities of various parent and subsidiary undertakings within the Juliet Holdings S.A. group to certain lenders.

27. CONTINGENT LIABILITIES

- i) The Company has given an indemnity to its subsidiary company, Del Monte Foods Northern Europe Limited, for any loss arising on the disposal or sale by that company of its investment in a dormant subsidiary company, Del Monte Foods Northern Continental Europe Limited, at a price of less than its book value of £30,000,000.
- ii) The Group has entered into Customs & Excise Duty Deferment Bonds of £0.8 million (1992: £1.9 million) and letters of credit in the normal course of business of £0.7 million (1992: £0.6 million).

DEL MONTE FOODS INTERNATIONAL LIMITED

NOTES TO THE ACCOUNTS

**28. RECONCILIATION OF OPERATING PROFIT
TO NET CASH INFLOW FROM OPERATING
ACTIVITIES**

	30 November 1993 £'000	Restated (note 1) 27 November 1992 £'000
Operating profit	20,106	21,715
Depreciation charges	3,946	3,968
Loss on disposal of tangible fixed assets	370	40
Loss on disposal of subsidiaries	3,701	-
Income from interest in associated undertaking	(5,429)	(4,289)
Increase in stocks	(14,344)	(14,658)
(Increase)/Decrease in debtors	(20,782)	7,342
Increase in creditors	41,742	13,075
(Decrease)/Increase in provisions	(2,861)	3,267
NET CASH INFLOW FROM OPERATING ACTIVITIES	26,449 *****	30,460 *****

29. ANALYSIS OF CHANGES IN CASH AND CASH EQUIVALENTS

	30 November 1993 £'000	27 November 1992 £'000
Opening balance	(19,378)	(10,898)
Net cash inflow/(outflow) before adjustments for the effect of foreign exchange rate changes	4,402	(7,774)
Effect of foreign exchange rate changes	3,419	(706)
Closing balance	(11,557) *****	(19,378) *****

**30. ANALYSIS OF THE BALANCES OF CASH AND CASH
EQUIVALENTS AS SHOWN IN THE BALANCE SHEET**

	29 November 1991 £'000	Change in period £'000	27 November 1992 £'000	Change in period £'000	30 November 1993 £'000
Cash at bank and in hand	9,047	(89)	8,958	(7,953)	1,005
Bank loans and overdraft	(22,513)	(10,355)	(32,868)	15,306	(17,562)
	<u>(13,466)</u>	<u>(10,444)</u>	<u>(23,900)</u>	<u>7,353</u>	<u>(16,557)</u>
Add: borrowings with an initial maturity of more than three months included above	2,568	1,964	4,532	468	5,000
	<u>(10,898)</u> *****	<u>(8,480)</u> *****	<u>(19,378)</u> *****	<u>7,821</u> *****	<u>(11,557)</u> *****

DEL MONTE FOODS INTERNATIONAL LIMITED

NOTES TO THE ACCOUNTS

31. ANALYSIS OF CHANGES IN FINANCING

	Long-term debt and loan capital	
	1993 £'000	1992 £'000
Opening balance	113,399	101,614
Long term debt raised	142,750	-
Interest added to long-term debt	3,583	-
Long-term debt repaid	(140,116)	(2,763)
Effect of foreign currency exchange rates on long-term debt	(3,684)	14,548
Closing balance	115,932	113,399

32. DISPOSAL OF SUBSIDIARIES TO PARENT UNDERTAKING

	30 November 1993 £'000	27 November 1992 £'000
Net assets disposed of		
Fixed Assets	99	-
Stocks	6,201	-
Debtors	5,370	-
Bank overdrafts	(517)	-
Creditors	(10,619)	-
	534	-
Loss on disposal	(3,701)	-
Goodwill written back	4,400	-
	1,233	-
Satisfied by		
Cash	1,233	-

During the period Del Monte Deutschland GmbH and Del Monte Brands N.E. S.A. were sold to the parent undertaking, Del Monte Internationale S.A. The Group's loss for the period includes losses of £684,000 attributable to these undertakings.

33. ANALYSIS OF THE NET INFLOW OF CASH AND CASH EQUIVALENTS IN RESPECT OF THE DISPOSAL OF SUBSIDIARY UNDERTAKINGS

	30 November 1993 £'000	27 November 1992 £'000
Cash consideration (note 32)	1,233	-
Bank overdrafts of disposed subsidiary undertakings	517	-
	1,750	-

DEL MONTE FOODS INTERNATIONAL LIMITED

NOTES TO THE ACCOUNTS

34. GROUP UNDERTAKINGS

Details of Group undertakings are as follows:

Group undertakings	Activity	Country of Incorporation	Principal Country of Operation	Proportion of Nominal Value of Ordinary Shares held
Del Monte Foods Europe Ltd *	Holding	England	United Kingdom	99.9%
SAPCO Holdings Ltd *	Holding	England	United Kingdom	100%
DMFE Holdings Ltd	Holding	England	United Kingdom	100%
Del Monte Foods Northern Europe Ltd	Holding	England	United Kingdom	100%
Del Monte Foods (UK) Ltd	Trading	England	United Kingdom	100%
DMF Italia Holdings Srl	Holding	Italy	Italy	100%
Del Monte International, Inc.	Trading	Panama	United Kingdom	100%
Del Monte Kenya Holdings, Inc.	Holding	Panama	United Kingdom	100%
Del Monte Kenya Ltd	Trading	Kenya	Kenya	95.6%
Del Monte Foods Sud Europa SpA	Trading	Italy	Italy	100%
Hellenic Food Industries S.A.	Trading	Greece	Greece	100%
Del Monte Foods Northern Continental Europe Ltd	Holding	England	United Kingdom	100%
Del Monte Foods Trustees (Europe) Ltd *	Trustee	England	United Kingdom	100%
Del Monte Foods Pensions (UK) Ltd	Pensions Fund Management/Trustee	England	United Kingdom	100%
Mindanao Enterprises Ltd	Trading	British Virgin Islands	Philippines	34.9%

The year end of Mindanao Enterprises Limited is 30 June 1993 which is not coterminous with that of Del Monte Foods International Limited. The accounting period has been determined by the majority shareholder, Mike Mac IHC Inc, a subsidiary of Del Monte Corporation, U.S.A., an unrelated corporation.

The results of Mindanao Enterprises Limited included in these accounts are based on audited accounts for the period from acquisition to 30 June 1993 and management accounts for the period post 30 June 1993 to 30 November 1993.

All the trading companies are involved in the marketing and/or processing of food.

* Shares directly held by Del Monte Foods International Limited.

DEL MONTE FOODS INTERNATIONAL LIMITED

NOTES TO THE ACCOUNTS

35. ULTIMATE PARENT UNDERTAKING

The parent undertaking which heads the smallest higher group of undertakings for which group accounts are drawn up is Juliet Holdings S.A., a company registered in the British Virgin Islands. The ultimate parent undertaking and the parent undertaking which heads the largest higher group of undertakings for which group accounts are drawn up is Del Monte Royal Holdings Limited, a company incorporated in the Republic of South Africa. Copies of the accounts of Del Monte Royal Holdings Limited are available from the Secretary, Del Monte Royal Holdings Limited, 161 Rivonia Road, Morningside, Sandton, 2146, Republic of South Africa.