

Coopers
& Lybrand

ODLUM GROUP UK LIMITED

**Directors' Report and Financial Statements
For the Year Ended 27 September 1996**

Registered No: 2490321



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ODLUM GROUP UK LIMITED

**Directors' Report and Financial Statements
For the Year Ended 27 September 1996**

Registered No: 2490321

Odlum Group UK Limited

**Directors' Report and Financial Statements
for the year ended 27 September 1996**

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Odlum Group UK Limited

Directors and Other Information

Directors

D W Armour
M B W Brew
D J Dilger
P E Odlum
D A Venus

Registered Auditors

Coopers & Lybrand
Chartered Accountants
George's Quay
Dublin 2

Secretary & Registered Office

D W Armour
32A High Street
Esher
Surrey KT10 9RT

Bankers

Bank of Ireland
International Banking
PO Box 3674
La Touche House
I.F.S.C.
Dublin 1

Odlum Group UK Limited
Report of the Directors
For The Year Ended 27 September 1996

The directors present herewith their report and the audited financial statements of the company for the year ended 27 September 1996.

Principal Activity

2. The company is an investment holding company.

Review of the Business and Future Developments

3. The state of affairs of the company is considered by the directors to be satisfactory.

Results

4. The profit for the year and the appropriation thereof are set out in the profit and loss account on page 6.

Dividends

5. The directors have declared the following dividends on the company's ordinary shares in respect of the year ended 27 September 1996:-

Dividends Paid	<u>£181,196</u>
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Directors

6. The directors of the company at 27 September 1996, all of whom served for the entire year, were as follows:-

D W Armour
M B W Brew
D J Dilger
P E Odlum
D A Venus

Directors' Interests in Shares of the Company

7. Neither the directors nor the company secretary had any beneficial interests, including family interests, in the share capital of the company during the year ended 27 September 1996.

Transactions Involving Directors

8. There were no contracts of any significance in relation to the business of the company or the group in which the directors had any interest, as defined in the Companies Act 1985, at any time during the year ended 27 September 1996.

Statement of Directors' Responsibilities

9. 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 judgments and estimates that are reasonable and prudent;
- disclose and explain any material departures from applicable accounting standards;
- 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 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.

Auditors

10. The auditors, Coopers & Lybrand, have indicated their willingness to continue in office and accordingly a resolution proposing their re-appointment will be submitted at the Annual General Meeting.

By Order of the Board:



)Secretary

15 January 1997
Esher

Auditors' Report to the Shareholders of
Odium Group UK Limited

We have audited the financial statements on pages 6 to 10.

Respective responsibilities of directors and auditors

As described on page 4, the company's directors are responsible for the preparation of the 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 issued by the Auditing Practices Board. 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 company'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 the company's affairs at 27 September 1996 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

16 January 1997
Dublin


Chartered Accountants
and Registered Auditors

Odium Group UK Limited

Profit and Loss Account For the Year Ended 27 September 1996

	Notes	Year Ended 27 September 1996 £	Year Ended 29 September 1995 £
Investment Income	1	250,482	219,633
Administration Expenses		<u>(412)</u>	<u>-</u>
Profit on Ordinary Activities before Taxation	2	250,070	219,633
Taxation	3	<u>52,378</u>	<u>38,436</u>
Profit on Ordinary Activities after Taxation		197,692	181,197
Dividends	4	<u>(181,196)</u>	<u>-</u>
Retained Profit for the Year		16,496	181,197
Balance at beginning of year		<u>181,197</u>	<u>-</u>
Balance at end of year		<u>£197,693</u>	<u>£181,197</u>

In arriving at the profit for the year all amounts dealt with above relate to continuing operations.

The company has no recognised gains and losses other than those included in the profits above, and therefore no separate statement of total recognised gains and losses has been prepared.

There is no difference between the profit on ordinary activities before tax and the retained profit for the year stated above and their historical cost equivalents.

The notes on pages 8 to 10 form part of these financial statements.
Auditors' report page 5.

Odium Group UK Limited

Balance Sheet as at 27 September 1996

		<u>27 September 1996</u>	<u>29 September 1995</u>
	Notes	£	£
Fixed Assets			
Financial Assets	5	3,815,648	3,815,648
Current Assets			
Bank balance		199,011	181,197
Current Liabilities			
Creditors (Amounts falling due within one year):	6	<u>(3,816,964)</u>	<u>(3,815,646)</u>
Net Current Liabilities		<u>(3,617,953)</u>	<u>(3,634,449)</u>
Net Assets		<u><u>£197,695</u></u>	<u><u>£181,199</u></u>
 Capital and Reserves			
Called Up Share Capital	7	2	2
Profit and loss account		<u>197,693</u>	<u>181,197</u>
Shareholders' Funds - Equity Interests	8	<u><u>£197,695</u></u>	<u><u>£181,199</u></u>

The financial statements on pages 6 to 10 were approved by the board of directors on 15 January 1997 and were signed on its behalf by:-

 Director

The notes on pages 8 to 10 form part of these financial statements.
Auditors' report page 5.

Odium Group UK Limited

Accounting Policies

A. Basis of Accounting

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

B. Investments

Investments are stated at the lower of cost or directors' valuation.

C. Investment Income

Income from investments is included, together with the related tax credit, in the profit and loss account in the year in which it is receivable.

Odium Group UK Limited

Notes to the Financial Statements - 27 September 1996

1. Investment Income

	Year Ended 27 September 1996 £	Year Ended 29 September 1995 £
Franked Investment Income	231,521	219,633
Interest Received	18,961	-
	<u>£250,482</u>	<u>£219,633</u>

2. Profit on Ordinary Activities Before Taxation

Profit on ordinary activities before taxation is stated after charging:-

	Year Ended 27 September 1996 £	Year Ended 29 September 1995 £
Auditors' remuneration	<u>£ -</u>	<u>£ -</u>
Directors' emoluments	<u>£ -</u>	<u>£ -</u>

3. Taxation

	Year Ended 27 September 1996 £	Year Ended 29 September 1995 £
Taxation Credit on Franked Investment Income	46,304	38,436
Corporation Tax	6,074	-
	<u>£52,378</u>	<u>£38,436</u>

4. Dividends

	Year Ended 27 September 1996 £	Year Ended 29 September 1995 £
Paid:		
Ordinary Shares of £1 each	<u>£181,196</u>	<u>£ -</u>

5. Fixed Financial Assets

	27 September 1996 £	29 September 1995 £
Unlisted Investments		
Shares held in associated undertaking at cost	<u>£3,815,648</u>	<u>£3,815,648</u>

Fixed financial assets represented the company's 23 % interest in Kears Group Limited, a company registered in England. Kears Group Limited manufactures, markets and distributes bakery produce.

6. **Creditors (Amounts Falling Due Within One Year)**

	27 September 1996	29 September 1995
	£	£
Amounts Owed to Group Undertakings	3,816,009	3,815,646
Taxation	955	-
	<u>£3,816,964</u>	<u>£3,815,646</u>

7. **Called Up Share Capital**

	Authorised 1996 and 1995	Issued and Fully Paid 1996 and 1995
	£	£
Ordinary Shares of £1 each	<u>£100</u>	<u>£2</u>

8. **Reconciliation of Movement in Shareholders' Funds**

	27 September 1996	29 September 1995
	£	£
Opening shareholders funds	181,199	2
Profit for the year	16,496	181,197
Closing shareholders funds	<u>£197,695</u>	<u>£181,199</u>

9. **Ultimate Parent Company**

The company regards Greencore Group plc, a company incorporated in the Republic of Ireland, as its ultimate parent company. The largest and smallest group in which results of the company are consolidated is that headed by Greencore Group plc. Copies of the group financial statements of Greencore Group plc are available at St Stephen's Green House, Earlsfort Terrace, Dublin 2.

10. **Reporting Currency**

The currency used in these financial statements is the Pound Sterling, denoted by the symbol £.