

COMPANY REGISTRATION NUMBER 03233144

**KELLOGG MANAGEMENT SERVICES (EUROPE)
LIMITED**

FINANCIAL STATEMENTS

2 JANUARY 2010

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KELLOGG MANAGEMENT SERVICES (EUROPE) LIMITED

THE DIRECTORS' REPORT

YEAR ENDED 2 JANUARY 2010

The Directors present their report and the audited financial statements of the Company for the period from 4 January 2009 to 2 January 2010 (the "year ended 2 January 2010")

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company during the year was the provision of administration and related services to the European operating units of its ultimate parent undertaking, Kellogg Company

Turnover for the financial year ended 2 January 2010 was £41,030,000 (2008 £39,282,000) and profit before tax was £512,000 (2008 £1,982,000 loss)

The Company continues to strive to provide efficient and cost effective services to its customers

Future outlook

The Directors expect the current level of business to be sustainable for the foreseeable future

Key performance indicators

Given the straightforward nature of the business, the Company's Directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business

RESULTS AND DIVIDENDS

The trading results for the year and the Company's financial position at the end of the year are shown in the attached financial statements (pages 6 to 25)

The Directors do not recommend the payment of a dividend (2008 £nil)

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

The Company's operations expose it to a variety of financial risks that include the effects of changes in debt, foreign exchange risk and liquidity risk. The Company has in place risk management programmes that seek to manage the financial exposures of the Company by monitoring levels of debt finance and the related finance costs

Interest rate risk

In order to ensure the stability of cash outflows and hence manage interest rate risk, the Company keeps under constant review its levels of debt, the maturity and currency of the debt, and the interest expense being incurred, including the split between fixed and variable interest rates. Hedging would be considered should circumstances warrant it

Foreign exchange risk

The Company is exposed to transactional foreign exchange risks in the normal course of its business, principally on inter-company sales and purchases of goods and services. The Company's policy on mitigating the effect of this currency exposure is to consider hedging up to 75% of the net exposure on certain transactions for up to twelve months forward by entering into forward foreign exchange contracts

Liquidity risk

The Company continually reviews its working capital needs and is able to arrange a mix of long-term and short-term borrowings, to ensure the Company should always have sufficient available liquid funds for its operations

KELLOGG MANAGEMENT SERVICES (EUROPE) LIMITED

THE DIRECTORS' REPORT *(continued)*

YEAR ENDED 2 JANUARY 2010

DIRECTORS

The Directors who served the Company during the year and up to the date of signing the financial statements, were as follows, except where noted

K Meehan	
RB Smith	
J Gregory	
C Wilkinson	
T Middleton	
M Sample	(Appointed 18 February 2009)
K Leyland	(Appointed 12 November 2009)
C Bailey	(Resigned 4 November 2009)
S Knill	(Resigned 1 February 2009)

Subsequent to the year end:

S Hopwood was appointed as a director on 18 March 2010

K Meehan resigned as a director on 5 February 2010

DIRECTORS' INDEMNITIES

The Company's ultimate holding company maintains liability insurance for the Directors and officers of the group. This is a qualifying third party indemnity provision for the purposes of the Companies Act 2006.

DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the Directors' Report 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 prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they 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 these financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and 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.

KELLOGG MANAGEMENT SERVICES (EUROPE) LIMITED

THE DIRECTORS' REPORT *(continued)*

YEAR ENDED 2 JANUARY 2010

DISCLOSURE OF INFORMATION TO AUDITORS

In so far as the Directors are 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

GOING CONCERN

The financial statements have been prepared on a going concern basis, which the Directors consider to be appropriate on the basis that the company continues to have the financial support of Kellogg Company

EMPLOYEES

Established consultative structures continued to provide a framework for employee involvement and for discussion of an extensive range of issues of mutual interest. The Company's programme of employee communication was continued with the staging of employee conferences at which Directors and senior management presented a financial and business review and highlighted plans for the future.

Recruitment is based on achieving and maintaining a workforce including disabled persons who can reasonably be expected to become effective employees. Selection is according to ability, acceptability to training, character dependability and potential for future advancement within the Company. All employment is without discrimination on grounds of sex, marital status, sexual orientation, racial group, religion or belief age or disability.

Whilst in employment, the Company ensures that all employees, including disabled persons, are given the opportunity to apply for and are considered for vacancies based on their abilities to fulfil the job requirements. Special guidance ensures that disabled employees receive full and fair training opportunities for career development with the Company. Newly disabled persons will, wherever possible, be retained within the workforce and in their original activity, subject to medical approval.

Employees are encouraged to participate in the success of the business through profit sharing and employee share purchase schemes.

INDEPENDENT AUDITORS

The Company's auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office as auditors for the ensuing year, and are deemed reappointed by virtue of Section 487 of the Companies Act 2006.

Signed by order of the board of Directors



J N Ainley
Company secretary

Approved by the Directors on 14.09.2010

KELLOGG MANAGEMENT SERVICES (EUROPE) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF KELLOGG MANAGEMENT SERVICES (EUROPE) LIMITED

YEAR ENDED 2 JANUARY 2010

We have audited the financial statements of Kellogg Management Services (Europe) Limited for the year ended 2 January 2010 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet, Statement of Accounting Policies 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).

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As explained more fully in the Directors' Responsibilities Statement set out on page 2, 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 Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

SCOPE OF THE AUDIT OF THE FINANCIAL STATEMENTS

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

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 2 January 2010 and of its profit for the year 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 MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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

KELLOGG MANAGEMENT SERVICES (EUROPE) LIMITED

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
KELLOGG MANAGEMENT SERVICES (EUROPE) LIMITED *(continued)***

YEAR ENDED 2 JANUARY 2010

- 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



Nicholas Gower (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Manchester

14 September 2010

KELLOGG MANAGEMENT SERVICES (EUROPE) LIMITED

PROFIT AND LOSS ACCOUNT

YEAR ENDED 2 JANUARY 2010

		Year ended 2 January 2010 £000	Year ended 3 January 2009 £000
	Note		
TURNOVER	2	41,030	39,282
Administrative expense		(41,178)	(42,304)
OPERATING LOSS	3	(148)	(3,022)
Other finance income	6	660	1,040
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		512	(1,982)
Tax (charge)/credit on profit/(loss) on ordinary activities	7	(152)	1,405
PROFIT/(LOSS) FOR THE FINANCIAL YEAR	15	360	(577)

All of the activities of the Company are classed as continuing

There is no material difference between the profit/(loss) on ordinary activities before taxation and the profit/(loss) for the year stated above and their historical cost equivalents

The statement of accounting policies and notes on pages 9 to 25 form part of these financial statements

KELLOGG MANAGEMENT SERVICES (EUROPE) LIMITED

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

YEAR ENDED 2 JANUARY 2010

		Year ended 2 January 2010 £000	Year ended 3 January 2009 £000
	Note		
Profit/(loss) for the financial year attributable to the shareholder		360	(577)
Actuarial loss in respect of defined benefit pension scheme	12	(2,680)	(4,280)
Deferred tax in respect of actuarial loss	9	750	1,198
Total gains and losses recognised since the last annual report		<u>(1,570)</u>	<u>(3,659)</u>

The statement of accounting policies and notes on pages 9 to 25 form part of these financial statements

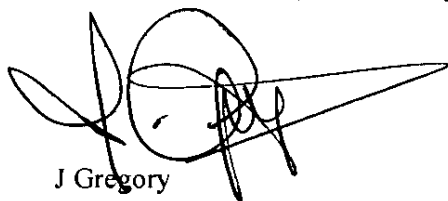
KELLOGG MANAGEMENT SERVICES (EUROPE) LIMITED

BALANCE SHEET

AS AT 2 JANUARY 2010

		2 January 2010 £000	3 January 2009 £000
	Note		
CURRENT ASSETS			
Debtors	8	209,172	164,700
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	10	<u>(214,981)</u>	<u>(169,373)</u>
NET LIABILITIES EXCLUDING PENSION ASSET		(5,809)	(4,673)
Defined benefit pension scheme asset	12	<u>2,592</u>	<u>2,974</u>
NET LIABILITIES INCLUDING PENSION ASSET		<u>(3,217)</u>	<u>(1,699)</u>
CAPITAL AND RESERVES			
Called up share capital	14	—	—
Share options reserve	15	1,928	1,876
Profit and loss account	15	<u>(5,145)</u>	<u>(3,575)</u>
TOTAL SHAREHOLDER'S DEFICIT	16	<u>(3,217)</u>	<u>(1,699)</u>

These financial statements on pages 6 to 25 were approved by the Directors and authorised for issue on *14 September 2010*, and were signed on their behalf by



J Gregory
Director

Company Registration Number 03233144

The statement of accounting policies and notes on pages 9 to 25 form part of these financial statements

KELLOGG MANAGEMENT SERVICES (EUROPE) LIMITED

STATEMENT OF ACCOUNTING POLICIES

YEAR ENDED 2 JANUARY 2010

Basis of accounting

The Directors have prepared the financial statements on a going concern basis, under the historical cost convention, in accordance with the Companies Act 2006 and with accounting standards applicable in the United Kingdom

The Directors consider it appropriate to prepare the financial statements on a going concern basis as they have received confirmation that the Company will continue to receive financial support from its ultimate parent, Kellogg Company

The principal accounting policies, which have been applied consistently throughout the year are set out below

Cash flow statement

The Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 'Cash flow statements' (revised 1996) on the grounds that a group cash flow statement is included in the consolidated financial statements of its ultimate parent undertaking, Kellogg Company, whose financial statements are publicly available (note 17) and include the results of the Company

Related party transactions

As a 100% owned subsidiary, the Company is exempt under FRS 8 'Related party disclosures' from disclosing separately transactions with other entities in the group Consolidated financial statements of Kellogg Company, which incorporate the financial statements of the Company, are publicly available (note 17) The Company was not involved in any other related party transactions during the financial year

Turnover

Turnover, which excludes value added tax, represents the invoiced value of services supplied to other group companies, and is recognised in the same accounting period in which the services are performed

Operating leases

Rental payments due under operating lease agreements are expensed on a straight line basis over the lease term

KELLOGG MANAGEMENT SERVICES (EUROPE) LIMITED

STATEMENT OF ACCOUNTING POLICIES *(continued)*

YEAR ENDED 2 JANUARY 2010

Pension costs and other post-retirement benefits

Defined contribution scheme

Employees whose employment commenced after 1 April 2004 can apply for membership of the Kellogg Group's UK defined contribution pension scheme to which both employees and employer contribute

The assets of the scheme are independently administered and are held separately from those of the Company. The pension expense arising in these accounts equates to the contributions paid by the employer.

Defined benefit scheme

Employees whose employment commenced before 1 April 2004 were eligible to apply for membership of a defined benefit pension scheme. The assets of the scheme are held separately from those of the Company.

Pension scheme liabilities are measured on an actuarial basis using a projected unit method and are discounted to their present value using AA-rated corporate bonds of appropriate term and currency.

Pension scheme assets are valued at bid price at the balance sheet date.

The pension scheme surplus (being the excess of the fair value of the scheme assets over the present value of obligations in respect of pensionable service) is recognised in full on the balance sheet.

The deferred tax relating to a defined benefit asset is offset against the defined benefit asset and not included with other deferred tax assets or liabilities.

The current service cost of the defined benefit pension scheme is charged to operating profit as are past service costs including enhancements to scheme benefits that are already vested.

Other finance income in respect of the scheme represents the excess of the expected return on scheme assets over the unwinding discount on scheme liabilities.

Actuarial gains and losses are recognised in full in the statement of total recognised gains and losses along with the related deferred taxation.

KELLOGG MANAGEMENT SERVICES (EUROPE) LIMITED

STATEMENT OF ACCOUNTING POLICIES *(continued)*

YEAR ENDED 2 JANUARY 2010

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted. Deferred tax is measured at the tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

Current tax

Corporation tax is provided on the assessable profits of the Company at the rate of tax prevailing during the financial year.

Foreign currencies

Monetary assets and liabilities expressed in foreign currencies are translated into sterling at rates of exchange ruling at the date of the balance sheet or at the agreed contractual rate.

Non-monetary assets expressed in foreign currencies are translated into sterling at the historic rate of exchange ruling at the date of the original transaction. They are not retranslated at the balance sheet date.

Transactions in a foreign currency are converted to sterling at the rate ruling at the date of the transaction or at the underlying contract rate where the transaction is hedged. All differences on exchange are taken to the profit and loss account.

Share-based payments

The ultimate parent company issues equity-settled share-based payments to certain employees (including Directors). Equity-settled share-based payments are measured at fair value at the date of grant. The fair value determined at the grant date of the equity-settled share-based payments is expensed on a straight-line basis over the vesting period, together with a corresponding increase in equity, based upon the Company's estimate of the shares that will eventually vest. Once exercised the options are settled in equity by the ultimate parent company, which then recharges the Company.

Fair value is measured using the Black-Scholes model. The expected life used in the model has been adjusted, based on management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

Where an equity-settled transaction is cancelled, it is treated as if it had vested on the date of the cancellation, and any expense not yet recognised for the transaction is recognised immediately.

KELLOGG MANAGEMENT SERVICES (EUROPE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 2 JANUARY 2010

1. PERIOD COVERED

The financial statements cover the financial year from 4 January 2009 to 2 January 2010 (2008 the financial year was from 30 December 2007 to 3 January 2009)

2. TURNOVER

The turnover and profit before tax are attributable to the one principal activity of the Company
An analysis of turnover is given below

	Year ended 2 January 2010 £000	Year ended 3 January 2009 £000
United Kingdom	11,877	11,851
Overseas	29,153	27,431
	<u>41,030</u>	<u>39,282</u>

3. OPERATING LOSS

Operating loss is stated after charging/(crediting)

	Year ended 2 January 2010 £000	Year ended 3 January 2009 £000
Auditor's remuneration		
- as auditor	35	75
- for taxation services	1	30
- for other services	18	126
Operating lease and other hire costs		
- plant and machinery	2,776	3,299
- other	564	562
Net (profit)/loss on foreign currency translation	(602)	2,221
	<u></u>	<u></u>

Operating lease rentals include daily rentals of fixed assets from fellow subsidiaries

KELLOGG MANAGEMENT SERVICES (EUROPE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 2 JANUARY 2010

4. PARTICULARS OF EMPLOYEES

The monthly average number of persons employed by the Company during the financial year, including the Directors, amounted to 341 (2008 328)

Employee numbers include executive Directors whose primary employer is the Company, and is adjusted for staff on secondment from and to group undertakings All employees worked in administration

The aggregate payroll costs of the above were

	Year ended 2 January 2010 £000	Year ended 3 January 2009 £000
Wages and salaries	16,126	13,458
Social security costs	1,696	1,332
Pension costs - defined benefit scheme	1,190	1,930
Pension costs - defined contribution scheme	518	294
Equity-settled share-based payments	270	368
	<u>19,800</u>	<u>17,382</u>

Pension costs – defined benefit scheme are amounts charged to operating profit and do not include amounts credited to finance income (note 6) and amounts recognised in the statement of recognised gains and losses

5. DIRECTORS' EMOLUMENTS

	Year ended 2 January 2010 £000	Year ended 3 January 2009 £000
Aggregate emoluments	1,176	880
Company contributions to money purchase pension scheme	<u>19</u>	<u>14</u>

Aggregate emoluments includes apportionments of the gross emoluments receivable by one Director (2008 one), whose emoluments, whilst wholly paid by the Company, also relate to services he performs as Director of other group undertakings (for which no direct charge is made), and in whose financial statements the emoluments are reported Three Directors (2008 two) are members of the group's UK defined contribution pension scheme Six Directors, including the highest paid Director, (2008 five, including the highest paid Director) were members during the financial year of the U K group's defined benefit pension scheme Seven Directors, including the highest paid director, (2008 seven Directors, including the highest paid Director) participated in a group employee share ownership scheme Two Directors exercised options during the year (2008 two)

KELLOGG MANAGEMENT SERVICES (EUROPE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 2 JANUARY 2010

5. DIRECTORS' EMOLUMENTS *(continued)*

Highest paid Director

	Year ended 2 January 2010 £000	Year ended 3 January 2009 £000
Total emoluments	375	222
Defined benefit pension scheme		
Accrued annual entitlement	<u>51</u>	<u>39</u>

The highest paid Director is entitled to shares under the share option scheme operated by the ultimate parent company. During the current and previous financial year, this Director did not exercise options.

6. OTHER FINANCE INCOME

	Year ended 2 January 2010 £000	Year ended 3 January 2009 £000
Net finance income in respect of defined benefit pension schemes (note 12)	<u>660</u>	<u>1,040</u>

KELLOGG MANAGEMENT SERVICES (EUROPE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 2 JANUARY 2010

7. TAX ON ORDINARY ACTIVITIES

(a) Analysis of tax charge/(credit) in the year

	Year ended 2 January 2010 £000	Year ended 3 January 2009 £000
Current tax:		
In respect of the year		
UK Corporation tax based on the results for the year at 28 0% (2008 28 5%)	(431)	(1,329)
Under provision in prior year	-	16
	<u>(431)</u>	<u>(1,313)</u>
UK tax group - group relief adjustment	-	(160)
Total current tax credit (note 7(b))	<u>(431)</u>	<u>(1,473)</u>
Deferred tax:		
Origination and reversal of timing differences	583	557
Over provision in prior year	-	(479)
Revaluation of tax asset due to change in future tax rate to 28%	-	(10)
Total deferred tax (note 9)	<u>583</u>	<u>68</u>
Tax charge/(credit) on profit/(loss) on ordinary activities	<u>152</u>	<u>(1,405)</u>

KELLOGG MANAGEMENT SERVICES (EUROPE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 2 JANUARY 2010

7. TAX ON ORDINARY ACTIVITIES *(continued)*

(b) Factors affecting current tax charge

The tax assessed on the profit/(loss) on ordinary activities for the year is lower (2008 lower) than the standard effective rate of corporation tax in the UK of 28% (2008 - 28.50%) for the following reasons

	Year ended 2 January 2010 £000	Year ended 3 January 2009 £000
Profit/(loss) on ordinary activities before taxation	<u>512</u>	<u>(1,982)</u>
Profit/(loss) on ordinary activities multiplied by the standard rate of tax	143	(565)
Expenses not deductible for tax purposes	9	-
Permanent differences	-	(207)
Timing differences	(583)	(557)
Adjustments to tax charge in respect of previous periods	-	16
UK tax group - group relief adjustment	-	(160)
Total current tax credit (note 7(a))	<u>(431)</u>	<u>(1,473)</u>

(c) Factors affecting future tax charge

A number of changes to the UK Corporation tax system were announced in the June 2010 Budget Statement. The Finance (No 2) Act 2010 is expected to include legislation to reduce the main rate of corporation tax from 28% to 27% from 1 April 2011. Further reductions to the main rate are proposed to reduce the rate by 1% per annum to 24% by 1 April 2014. The changes had not been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements.

The effect of the changes to be enacted in the Finance (No 2) Act 2010 would be to reduce the deferred tax provided at 2nd Jan 2010 by £27,000. This decrease in the deferred tax would increase net profit for the year by £27,000.

8. DEBTORS

	2 January 2010 £000	3 January 2009 £000
Amounts owed by group undertakings-fellow subsidiaries	208,323	161,179
Corporation tax repayable	-	1,329
Prepayments and accrued income	610	1,972
Deferred taxation (note 9)	239	220
	<u>209,172</u>	<u>164,700</u>

Amounts owed by group undertakings are interest free, unsecured and repayable on demand. Included within amounts owed by group undertakings is a foreign currency denominated balance of €1,827,000 (2008 \$899,000 and €2,360,000) which is hedged by forward contracts.

KELLOGG MANAGEMENT SERVICES (EUROPE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 2 JANUARY 2010

9. DEFERRED TAXATION

The deferred tax included in the balance sheet is as follows

	2 January 2010 £000	3 January 2009 £000
Included in debtors (note 8)	<u>239</u>	<u>220</u>

The movement in the deferred taxation account during the year was

	2 January 2010 £000	3 January 2009 £000
Balance brought forward	220	250
Origination and reversal of timing differences	19	(32)
Over provision in prior year	-	2
Balance carried forward	<u>239</u>	<u>220</u>

The balance of the deferred taxation account consists of the tax effect of timing differences in respect of

	2 January 2010 £000	3 January 2009 £000
Timing differences in respect of share-based payments	<u>239</u>	<u>220</u>

Deferred tax provision relating to pension asset

	2 January 2010 £000	3 January 2009 £000
Balance brought forward	(1,156)	(2,316)
Origination and reversal of timing differences	(602)	(525)
Over provision in prior year	-	477
Deferred tax charged to the statement of total recognised gains and losses	750	1,198
Revaluation of tax asset due to change in future tax rate to 28%	-	10
Balance carried forward	<u>(1,008)</u>	<u>(1,156)</u>

KELLOGG MANAGEMENT SERVICES (EUROPE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 2 JANUARY 2010

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2 January 2010 £000	3 January 2009 £000
Trade creditors	3,174	2,283
Amounts owed to group undertakings and fellow subsidiaries	206,685	163,847
Accruals and deferred income	5,122	3,243
	<u>214,981</u>	<u>169,373</u>

Amounts due to group undertakings are interest free, unsecured and repayable on demand

11. SHARE-BASED PAYMENTS

The ultimate parent company uses various equity-based compensation programs to provide long-term performance incentives for its global workforce (including Directors). Currently, these incentives consist principally of stock options, and to a lesser extent, executive performance shares. In relation to executive performance shares in 2006 to 2009 the ultimate parent company made performance share awards to a limited number of senior executive-level employees, which entitles these employees to receive a specified number of Kellogg Company shares on the vesting date, provided cumulative targets are achieved. The cumulative targets involved cost savings for the 2009 grant, operating profit for the 2008 grant and cash flow for the 2007 grant.

Share options are exercisable at a price equal to the market price of Kellogg Company's shares on the date of grant. Once exercised the options are settled in equity by the ultimate parent company, which then recharges the Company. The vesting period of options granted in 2009 is 3 years (2008: 2 years). If the options remain unexercised after a period of, in the majority of cases, 10 years from the date of grant, the options expire. Options are forfeited if the employee leaves the Company before the options vest. The weighted average contractual life of options outstanding at the end of the year was 5.6 years (2008: 5.8 years). The weighted average share price for options exercised during the period was £32.89 (2008: £29.34).

Details of the number of share options and the weighted average exercise price (WAEP) outstanding for employees of Kellogg's UK and Irish subsidiaries during the year are as follows:

	2 January 2010		3 January 2009	
	Number	WAEP £	Number	WAEP £
Outstanding at the beginning of the year	1,268,497	31	1,677,800	22
Transfers into / (out of) UK & Irish subsidiaries	110,068	–	(227,216)	–
Granted during the year	253,640	24	220,170	28
Forfeited during the year	(22,225)	26	(35,638)	25
Exercised during the year	(151,154)	25	(366,619)	23
Outstanding at the end of the year	<u>1,458,826</u>	<u>28</u>	<u>1,268,497</u>	<u>31</u>
Exercisable at the end of the year	<u>1,119,445</u>	<u>29</u>	<u>965,012</u>	<u>30</u>

KELLOGG MANAGEMENT SERVICES (EUROPE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 2 JANUARY 2010

11. SHARE-BASED PAYMENTS *(continued)*

In the year ended 2 January 2010, options were granted throughout the year and the estimated fair value per option granted was £4 (2008 £6)

The fair values were calculated using the Black-Scholes model. The inputs into the model were as follows

	2 January 2010	3 January 2009
Weighted average share price - £	25.25	35.00
Weighted average exercise price - £	25.25	35.00
Expected volatility - %	24.00	20.75
Expected life - years	4.99	4.08
Risk free rate - %	2.11	2.66
Expected dividend yield - %	3.40	2.40

Expected volatility was determined by calculating the historical volatility of Kellogg Company's share price over the previous 10 years. The expected life used in the model has been adjusted, based on the management's best estimate, for the effects of non-transferability, exercise restrictions and behavioural considerations.

The range of exercise prices for options outstanding at the end of the year is £15.23 - £33.98 (2008 £16.60 to £37.04)

The Company recognised expenses of £196,000 (2008 £299,000) related to stock options during the year. In addition, there was a further £74,000 (2008 £69,000) recognised in relation to the parent company issuing its own equity instruments to employees of the Company under an executive performance incentive scheme.

12. PENSIONS AND OTHER POST RETIREMENT BENEFITS

Defined benefit scheme

The Company is a participating employer in the Kellogg's (Great Britain) Pension Fund ("the Fund"). The cost of accrual is based on the Company's share of the combined salary roll of all participating employers and the contributions over the cost of accrual are based on the Company's split of the Fund's overall liability.

FRS 17 figures disclosed below have been based on the preliminary results of the latest formal actuarial valuation of the Fund as at 6 April 2008. The Projected Unit Method is used to calculate the current service cost. The cost will change in the future should the age / salary / sex profile of the membership change. As the Fund is closed to new entrants, the cost of the future accrual as a proportion of the salary roll can be expected to increase as the average age of the membership increases, on a given basis. The requirements of FRS 17 to provide historical information have been complied with to the extent that such information is available.

KELLOGG MANAGEMENT SERVICES (EUROPE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 2 JANUARY 2010

12. PENSIONS AND OTHER POST RETIREMENT BENEFITS *(continued)*

The major assumptions used by the actuary were

	2 January 2010 %	3 January 2009 %
Inflation	3.70	2.75
Rate of increase in salaries	4.70	3.75
Rate of increase of pensions in payment		
- Post 97/pre 05	3.70	2.75
- Post 05	2.50	2.50
Rate of increase in deferred pensions	3.70	2.75
Discount rate	5.65	6.30

The mortality assumptions used were as follows

	2 January 2010 Years	3 January 2009 Years
Longevity at age 65 for current pensioners		
- Men	18.9	18.8
- Women	21.1	21.0
Longevity at age 65 for future pensioners		
- Men	19.9	19.8
- Women	22.0	21.9

KELLOGG MANAGEMENT SERVICES (EUROPE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 2 JANUARY 2010

12. PENSIONS AND OTHER POST RETIREMENT BENEFITS *(continued)*

The assets in the scheme and the expected rates of return at the end of the financial year were

	2 January 2010		3 January 2009	
	Long- term rate of return expected	Value	Long- term rate of return expected	Value
	%	£000	%	£000
Equities	8.2	30,356	7.9	25,268
Bonds	5.1	8,576	5.2	6,369
Property	7.7	1,127	6.6	1,045
Others	4.6	201	3.6	468
Total market value of assets		40,260		33,150
Present value of scheme liabilities		(36,660)		(29,020)
Surplus in the scheme		3,600		4,130
Related deferred tax liability		(1,008)		(1,156)
Net pension asset		2,592		2,974

In line with mandatory amendments to FRS 17 requirements the fund's assets are valued at bid price

KELLOGG MANAGEMENT SERVICES (EUROPE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 2 JANUARY 2010

12. PENSIONS AND OTHER POST RETIREMENT BENEFITS *(continued)*

Reconciliation of present value of scheme liabilities

	2 January 2010 £000	3 January 2009 £000
At 4 January 2009	(29,020)	(38,060)
Reallocation of liabilities between scheme employers	-	6,190
Company share of service cost	(1,190)	(1,690)
Interest cost	(1,630)	(1,800)
Actuarial (loss)/gain	(6,490)	5,020
Benefits paid from scheme assets	1,670	1,660
Scheme change / past service cost	-	(230)
Curtailments	-	(110)
At 2 January 2010	<u>(36,660)</u>	<u>(29,020)</u>

Reconciliation of fair value of scheme assets

	2 January 2010 £000	3 January 2009 £000
At 4 January 2009	33,150	46,330
Reallocation of assets between scheme employers	-	(7,890)
Expected return on assets	2,290	2,840
Actuarial gain/(loss)	3,810	(9,300)
Employer contributions	2,680	2,730
Benefits paid	(1,670)	(1,660)
Special termination benefits	-	100
At 2 January 2010	<u>40,260</u>	<u>33,150</u>

The Company is one of a number of participating employers in the Fund. The nature of the Fund is such that the assets and liabilities are not segregated and so are allocated to each of the employers in an approximate manner. The "reallocation of liabilities between scheme employers" in 2008 reflected a refinement to the method adopted for allocating the assets and liabilities to the various employers. This item also includes the impact of allocating a portion of the assets and liabilities to one of the participating employers which, in previous accounting periods had not been allocated any assets or liabilities. The allocation of assets and liabilities to each of the employers will be revisited following each formal valuation of the Fund, which will occur at least every three years. The next formal valuation of the Fund is due by 6 April 2011 at the latest. The allocation may also be revisited following events such as any change to the number of employers participating in the Fund.

KELLOGG MANAGEMENT SERVICES (EUROPE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 2 JANUARY 2010

12. PENSIONS AND OTHER POST RETIREMENT BENEFITS *(continued)*

There are no amounts included in the fair value of scheme assets relating to the Company's own financial instruments or property occupied by, or other assets used by the entity

Actuarial gains and losses

The cumulative amount of actuarial losses recognised in the statement of recognised gains and losses is £5,440,000

Analysis of the amount charged to profit and loss

	Year ended 2 January 2010 £000	Year ended 3 January 2009 £000
Current service cost	1,190	1,690
Past service costs	-	230
Loss due to curtailments	-	110
Special termination benefits	-	(100)
Expected return on pension assets	(2,290)	(2,840)
Interest on pension scheme liabilities	1,630	1,800
Total	<u>530</u>	<u>890</u>

Amounts for the current and previous three periods are as follows

	2 January 2010	3 January 2009	29 December 2007	31 December 2006
	£000	£000	£000	£000
Defined benefit obligation	(36,660)	(29,020)	(38,060)	(30,160)
Scheme assets	40,260	33,150	46,330	35,040
Surplus	<u>3,600</u>	<u>4,130</u>	<u>8,270</u>	<u>4,880</u>
Experience (gain) / loss on scheme assets	3,810	(9,300)	(410)	920
Experience (gain) / loss on scheme liabilities	260	(130)	1,380	(520)
Total (gain) / loss recognised in the statement of total recognised gains and losses	<u>2,680</u>	<u>4,280</u>	<u>760</u>	<u>(2,280)</u>

KELLOGG MANAGEMENT SERVICES (EUROPE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 2 JANUARY 2010

13. COMMITMENTS UNDER OPERATING LEASES

At 2 January 2010 the Company had annual commitments under non-cancellable operating leases as set out below

	Assets Other Than Land & Buildings	
	2 January 2010	3 January 2009
	£000	£000
Operating leases which expire		
Within 1 year	265	326
Within 2 to 5 years	897	668
	<u>1,162</u>	<u>994</u>

14. SHARE CAPITAL

Called up authorised share capital:

	2 January 2010	3 January 2009
	£	£
1,000 Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>

Allotted and fully paid:

	2 January 2010		3 January 2009	
	Number	£	Number	£
Ordinary shares of £1 each	<u>2</u>	<u>2</u>	<u>2</u>	<u>2</u>

15. RESERVES

	Share options reserve	Profit and loss account
	£000	£000
Balance brought forward	1,876	(3,575)
Profit for the year	-	360
Deferred tax in respect of defined benefit pension scheme	-	750
Actuarial loss in respect of defined benefit pension scheme	-	(2,680)
Recognition of equity-settled share-based payments in the year	196	-
Exercise of options during the year	(144)	-
Balance carried forward	<u>1,928</u>	<u>(5,145)</u>

KELLOGG MANAGEMENT SERVICES (EUROPE) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 2 JANUARY 2010

16. RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S (DEFICIT)/FUNDS

	2 January 2010 £000	3 January 2009 £000
Profit/(loss) for the financial year	360	(577)
Actuarial loss in respect of defined benefit pension scheme	(2,680)	(4,280)
Deferred tax in respect of defined benefit pension scheme	750	1,198
Recognition of equity-settled share-based payments in the year	196	299
Exercise of options during the year	(144)	(323)
Net increase to shareholder's deficit	(1,518)	(3,683)
Opening shareholder's (deficit)/funds	(1,699)	1,984
Closing shareholder's deficit	(3,217)	(1,699)

17. ULTIMATE PARENT COMPANY

The Company's immediate parent undertaking is Kellogg U K Holding Company Limited (registered in England and Wales). The ultimate parent company and controlling party is Kellogg Company, which is incorporated in the United States of America and is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of the financial statements of Kellogg Company can be obtained from One Kellogg Square, P O Box 3599, Battle Creek, Michigan, USA.