

**Bruton Lane Investment Company**

Annual Report and Financial Statements  
for the year ended 31 December 2008

SATURDAY



\*A5GRHAV8\*

A19

20/06/2009

25

COMPANIES HOUSE

# BRUTON LANE INVESTMENT COMPANY

## Directors and advisors

### Directors

D W Blakemore (resigned 2 March 2009)

P Caywood

J D Marshall

J M Mills

A Williams (appointed 30 April 2009)

### Secretary

Cadbury Nominees Limited (appointed 25 July 2008)

J E Hudspith (resigned 24 July 2008)

### Registered office

Cadbury House

Sanderson Road

Uxbridge

UB8 1DH

### Auditors

Deloitte LLP

Chartered Accountants and Registered Auditors

London

# BRUTON LANE INVESTMENT COMPANY

## Report of the Directors

For the year ended 31 December 2008

The Directors present their report, together with the audited financial statements of Bruton Lane Investment Company (the 'Company'), for the year ended 31 December 2008 (the 'year').

### Review of the business and principal activities

During 2007, the Company was a subsidiary of Cadbury plc. From 2 May 2008, the Company's controlling and ultimate parent undertaking is Cadbury plc which, following the scheme of arrangement effected on that date, has become the new parent company of the Cadbury group. Cadbury Schweppes plc has now been renamed Cadbury Holdings Limited and is a wholly owned subsidiary of Cadbury plc. The principal activity of the Company is the holding of investments within the Cadbury Group. The Company qualifies under section 246(4) of the Companies Act 1985 for an exemption from the requirement to produce a Business Review as defined by section 234ZZB of the Companies Act 1985. The Directors believe that further information on the Company is not necessary for an understanding of the development, performance or position of the business.

### Results and dividends

The loss on ordinary activities for the financial year, after taxation, was £1,225,000 (2007 loss: £721,000). The Directors do not recommend the payment of a final dividend (2007: £nil).

### Future prospects

The Company will continue to develop its existing activities in accordance with the requirements of the Cadbury Group.

### Directors

The Directors who served throughout the year, except as noted, are as listed on page 1.

### Financial Instruments

#### *Market risk*

Bruton Lane Investment Company is exposed to market price risks in the form of currency risk and interest rate risk arising from its business. The company manages these risks by matching the terms and conditions of its assets and liabilities.

#### *Credit risk*

The Company is exposed to credit related losses in the event of non-performance by counterparties to financial instruments, but it does not expect any counterparties to fail to meet their obligations given the Company's policy of selecting only counterparties with high credit ratings. The exposure to credit loss of liquid assets is equivalent to the carrying value on the balance sheet. The Company has policies that limit the amount of credit exposure to any single financial institution. There were no significant concentrations of credit exposure at the year-end. Most receivables during 2008 were with other members of the Cadbury Group. The Directors therefore believe there is no credit risk arising from receivables

# BRUTON LANE INVESTMENT COMPANY

## Report of the Directors (continued)

For the year ended 31 December 2008

### Going Concern

On the basis of current financial projections and facilities available to the Company, and with due regard to the Company's principal activities during 2008 and its position within the Cadbury group of Companies, the Directors, after making enquiries, have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they consider that it is appropriate to adopt the going concern basis in preparing the annual report and accounts.

### Auditors

Each of the persons who is a director at the date of approval of this annual report confirms that:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985.

The Company has elected to dispense with the obligation to appoint auditors annually and, accordingly, Deloitte LLP shall be deemed to be re-appointed as auditors for a further term under the provisions of section 386(2) of the Companies Act 1985. The Company has also elected to dispense with the obligation to hold Annual General Meetings and to lay the financial statements before the Company in General Meeting.

5 June 2009

Cadbury House  
Sanderson Road  
Uxbridge  
UB8 1DH

By order of the Board,



J C Baddeley  
Secretary, for and on behalf of Cadbury  
Nominees Limited

## BRUTON LANE INVESTMENT COMPANY

### Statement of Directors' Responsibilities

For the year ended 31 December 2008

The directors are responsible for preparing the Annual 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 elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the 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 estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed; and
- 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 that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 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.

## Independent auditors' report

### **Independent auditors' report to the members of Bruton Lane Investment Company**

We have audited the financial statements of Bruton Lane Investment Company for the year ended 31 December 2008 which comprise the profit and loss account, reconciliation of movements in equity shareholder's funds, the balance sheet and the related notes 1 to 15. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of Directors and auditors**

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

### **Basis of audit opinion**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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.

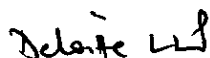
We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity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

## Auditors' report (continued)

### Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985;
- the information given in the Directors' Report is consistent with the financial statements.



Deloitte LLP  
Chartered Accountants and Registered Auditors  
London, United Kingdom

10 June 2009

# BRUTON LANE INVESTMENT COMPANY

## Profit and loss account

For the year ended 31 December 2008

	Notes	2008 £'000	2007 £'000
Other income	6	-	11
Interest receivable and similar income	7	175	3,192
Interest payable and similar charges	8	-	(3,246)
Profit / (loss) on ordinary activities before taxation		175	(43)
Tax on Profit / (loss) on ordinary activities	9	(1,400)	(678)
<b>Retained (loss) for the year</b>		<b>(1,225)</b>	<b>(721)</b>
Retained profit / (loss) at beginning of the year		49,992	50,713
<b>Retained profit at end of the year</b>		<b>48,767</b>	<b>49,992</b>

There are no recognised gains or losses in either year other than the retained profit for each year and therefore no statement of total recognised gains and losses is required.

All operations of the Company continued throughout both years.

## Reconciliation of movements in equity shareholder's funds

For the year ended 31 December 2008

	2008 £'000	2007 £'000
Equity shareholder's funds at beginning of year	268,242	268,963
(Loss) / profit for the financial year	(1,225)	(721)
Issue of shares	-	-
<b>Equity shareholder's funds at end of year</b>	<b>267,017</b>	<b>268,242</b>



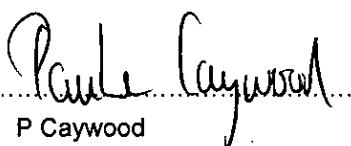
# BRUTON LANE INVESTMENT COMPANY

## Balance sheet

As at 31 December 2008

	Notes	2008 £'000	2007 £'000
<b>Fixed assets</b>			
Investments	10	263,505	263,505
<b>Current assets</b>			
Debtors	11	3,559	4,838
Cash at bank and in hand		3	2
		<u>3,562</u>	<u>4,840</u>
Creditors: amounts falling due within one year	12	(50)	(103)
<b>Net current assets</b>		<u>3,512</u>	<u>4,737</u>
<b>Total assets less current liabilities</b>		<u>267,017</u>	<u>268,242</u>
<b>Net assets</b>		<u><b>267,017</b></u>	<u><b>268,242</b></u>
 <b>Equity capital and reserves</b>			
Called up share capital	13	3	3
Share premium account	14	218,247	218,247
Profit and loss account	14	48,767	49,992
<b>Equity shareholder's funds</b>		<u><b>267,017</b></u>	<u><b>268,242</b></u>

Signed on behalf of the Board

  
 P Caywood

Director

5 June 2009

# BRUTON LANE INVESTMENT COMPANY

## Notes to the Financial Statements Year ended 31 December 2008

### **1 Accounting policies**

The principal accounting policies are summarised below. They have been applied consistently throughout the year and prior year.

#### *a) Accounting convention*

The financial statements are prepared under the historical cost convention and in accordance with applicable United Kingdom law and accounting standards.

#### *b) Financial instruments*

The Company adopted FRS 25 "Financial Instruments: Disclosure and presentation" from 2 January 2005. Following the adoption of FRS 25 the following are the Company's accounting policies for financial instruments.

##### *Recognition*

Financial assets and financial liabilities are recognised on the Company's balance sheet when the Company becomes party to the contractual provisions of the instruments on a trade date basis.

##### *Borrowings*

Borrowings are initially recognised at fair value plus any transaction costs associated with the issue of the relevant financial liability. Subsequent to initial measurement, borrowings are measured at amortised cost with the borrowing costs being accounted for on an accrual basis in profit and loss using the effective interest method. Accrued interest is recognised separately as other creditors.

##### *Loans and receivables*

Loans and receivables are measured at amortised cost using the effective interest method.

#### *c) Investments*

Fixed asset investments are shown at cost less provision for any impairment.

Current asset investments are stated at the lower of cost and net realisable value.

#### *d) Taxation*

Corporation tax payable is provided on the taxable profit at the current rate. Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions 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 regarded 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 from which the future reversal of the underlying timing differences can be deducted.

# BRUTON LANE INVESTMENT COMPANY

## Notes to the Financial Statements (continued) Year ended 31 December 2008

### 1 Accounting policies (continued)

Deferred tax is measured at the average 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 substantively by the balance sheet date. Deferred tax is measured on a non-discounted basis.

#### e) *Cash flow statement*

In accordance with the provision of Financial Reporting Standard No.1, the Company has not prepared a cash flow statement because its parent company, Cadbury plc, which is incorporated in Great Britain and registered in England and Wales, has prepared consolidated financial statements which include the financial statements of the Company for the period and which are publicly available.

#### f) *Accounts preparation*

As outlined in the Directors' report the accounts have been prepared on the going concern basis.

### 2 Accounts

As permitted by the Companies Act 1985 the Company, being a wholly owned subsidiary of a Company incorporated in Great Britain, does not prepare group accounts. The results of the Company are included in the audited financial statements of Cadbury plc for the year ended 31 December 2008. The company is therefore exempt from the requirements to prepare Group accounts under Section 228 of the Companies Act 1985. These financial statements present information about the company as an individual undertaking and not as a group.

### 3 Parent undertaking

During 2007 the Company's immediate, controlling and ultimate parent undertaking was Cadbury Schweppes plc. From 2 May 2008, the Company's controlling and ultimate parent undertaking is Cadbury plc, a company incorporated in Great Britain and registered in England and Wales, which, following the scheme of arrangement effected on that date, has become the new parent company of the Cadbury group. Cadbury Schweppes plc has now been renamed Cadbury Holdings Limited and is a wholly owned subsidiary of Cadbury plc. Cadbury Schweppes plc and Cadbury plc are the largest and the smallest group in which the results of the Company are consolidated for 2007 and 2008 respectively. Copies of the Group financial statements of Cadbury plc are available from Cadbury House, Sanderson Road, Uxbridge, Middlesex, UB8 1DH.

The Company's immediate parent undertaking as at 31 December 2008 was Cadbury Schweppes Overseas Ltd.

As a subsidiary of Cadbury Schweppes plc and Cadbury plc throughout 2007 and 2008 the Company has taken advantage of the exemption in FRS 8: "Related party disclosures" not to disclose transactions with other members of the group headed by Cadbury plc.

### 4 Auditors' remuneration

Auditors' remuneration for the audit of the annual report and financial statements for the year was £2,250 (2007: £2,250) and is borne by the ultimate parent undertaking, Cadbury plc.

# BRUTON LANE INVESTMENT COMPANY

## Notes to the Financial Statements (continued) Year ended 31 December 2008

### 5 Directors' emoluments and employee information

The Directors are remunerated by Cadbury plc for their services to the Group as a whole. No remuneration was paid to them specifically in respect of Bruton Lane Investment Company in either year.

Bruton Lane Investment Company had no employees in either year.

### 6 Other income

	2008 £'000	2007 £'000
Amounts receivable from other Group undertakings	-	11
	<u>-</u>	<u>11</u>

### 7 Interest receivable and similar income

	2008 £'000	2007 £'000
Interest receivable from other Group undertakings	174	3,192
Exchange gains during the year	1	-
	<u>175</u>	<u>3,192</u>

### 8 Interest payable and similar charges

	2008 £'000	2007 £'000
Interest payable to other Group undertakings	-	3,246
	<u>-</u>	<u>3,246</u>

### 9 Tax on profit / (loss) on ordinary activities

	2008 £'000	2007 £'000
UK corporation tax charge	50	(13)
Adjustment in respect of prior years	1,350	691
Charge for the year	<u>1,400</u>	<u>678</u>

The table below reconciles the UK Corporation Tax rate applicable each year to the effective rate obtained by computing the current tax charge as a percentage of (loss) / profit before tax.

	2008 £'000	2007 £'000
Profit / (loss) on ordinary activities before taxation	<u>175</u>	<u>(43)</u>
UK corporation tax @ 28.5% (31 December 2007: 30%)	(50)	13
Adjustment in respect of prior years	(1,350)	(691)
Total current tax	<u>(1,400)</u>	<u>(678)</u>

# BRUTON LANE INVESTMENT COMPANY

## Notes to the Financial Statements (continued) Year ended 31 December 2008

### 10 Investments

a)	2008 £'000	2007 £'000
At beginning and end of year	<u>263,505</u>	<u>263,505</u>

The Directors consider the investments have not been impaired and are stated at their recoverable amounts.

b) Details of investments are as follows:

Name of investment	Country of incorporation and operation	Proportion of issued share capital (%)
Browning Limited	Great Britain	100

The principal activities of Browning Limited are the acquisition and sale of investments for the Cadbury Group.

### 11 Debtors

	2008 £'000	2007 £'000
Amounts owed by other Group undertakings	15	-
Loans to other Group undertakings	3,544	3,475
Corporation tax	-	1,363
	<u>3,559</u>	<u>4,838</u>

The entire loan balance bears interest at market rates.

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

	2008 £'000	2007 £'000
Amounts owed to other Group undertakings	-	103
Corporation tax payable	50	-
	<u>50</u>	<u>103</u>

### 13 Share capital

	2008 £'000	2007 £'000
Authorised:		
4,100 ordinary shares of £1 each (2007: 4,100)	<u>4</u>	<u>4</u>
Allotted, called up and fully paid:		
3,492 ordinary shares of £1 each (2007: 3,492)	<u>3</u>	<u>3</u>

# BRUTON LANE INVESTMENT COMPANY

## Notes to the Financial Statements (continued) Year ended 31 December 2008

### 14 Reserves

	Share premium account		Profit and loss account	
	2008 £'000	2007 £'000	2008 £'000	2007 £'000
At beginning of the year	218,247	218,247	49,992	50,713
Loss for the year	-	-	(1,225)	(721)
Issue of shares	-	-	-	-
At end of the year	<u>218,247</u>	<u>218,247</u>	<u>48,767</u>	<u>49,992</u>

### 15 Treasury risk management

The principal activity of the Company is the making of investments. The Company's financial instruments comprise investments, cash and other debtors. No trading in financial instruments was undertaken by the Company during the period under review.

The main risks arising from the Company's financial instruments are currency risk, credit risk and interest rate risk. The company manages these exposures by matching the terms and conditions of its assets and liabilities.