

NOBLE FOODS GROUP LIMITED

Consolidated Report and Financial Statements

30 September 2013

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NOBLE FOODS GROUP LIMITED

REPORT AND FINANCIAL STATEMENTS 2013

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NOBLE FOODS GROUP LIMITED

REPORT AND FINANCIAL STATEMENTS 2013

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

A M J Cracknell
P D Dean
S L Dean
S J Lowe
P W Thornton

SECRETARY

EMW Secretaries Limited

REGISTERED OFFICE

Bridgeway House
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Tring
Hertfordshire
HP23 4JX

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Trading as Rabobank International
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EC4V 3RL

SOLICITORS

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51 Victoria Street
Bristol
BS1 6AD

EMW Picton Howell LLP
Seebeck House
1 Seebeck Place
Knowhill
Milton Keynes
Buckinghamshire
MK5 8FR

AUDITOR

Deloitte LLP
Chartered Accountants and Statutory Auditor
Nottingham
UK

NOBLE FOODS GROUP LIMITED

DIRECTORS' REPORT AND STRATEGIC REPORT

The directors present their annual report on the affairs of the Group and the Company, together with the financial statements and auditor's report, for the year ended 30 September 2013.

PRINCIPAL ACTIVITIES

The principal activities of the group are the production and sale of shell eggs, animal feeds, poultry meat and chilled desserts predominantly in the UK.

REVIEW OF THE BUSINESS

The directors are pleased with the results for the year. The after tax profits of £11.0m (2012: £10.2m) on turnover of £646.1m (2012: £594.6m) are as expected and profits have increased in the year due to improvements in the performance in Gú although group profits remain below the levels achieved in the year to September 2010.

There is continuing competitive pressure which always drives us to reducing our costs and improving our efficiencies.

The Group has committed banking facilities in place until May 2016.

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risks and uncertainties facing the group are as follows:

- General competitive pressure in the market place.
- Avian influenza outbreaks, if widespread, could be a risk to the group's ability to supply eggs to its customers. The group is however better placed than most of its competitors as the group covers the whole of the UK with its supply base and therefore is likely to benefit from an Avian Influenza outbreak in terms of profits earned.

DIVIDENDS

The dividends for the group are detailed later in the report.

DIRECTORS

The Directors who served during the period and subsequently were:

A M J Cracknell (appointed on 14 January 2014)

P D Dean

S L Dean

S J Lowe

P W Thornton

NOBLE FOODS GROUP LIMITED

DIRECTORS' REPORT AND STRATEGIC REPORT

AUDITOR

The directors at the date of approval of the Directors' Report and Strategic Report confirm that so far as they are each aware there is no relevant audit information of which the company's auditor is unaware and each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Deloitte LLP will be deemed to be re-appointed and therefore continue in office.

Approved by the Board of Directors
and signed on behalf of the Board

A handwritten signature in black ink, appearing to be 'P D Dean', enclosed within a large, loopy oval shape.

P D Dean
Director

8 APRIL 2014

DIRECTORS' RESPONSIBILITIES STATEMENT

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). 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 judgments 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; 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 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF NOBLE FOODS GROUP LIMITED

We have audited the financial statements of Noble Foods Group Limited for the year ended 30 September 2013 which comprise the Consolidated Profit and Loss Account, the Consolidated Statement of Total Recognised Gains and Losses, the Consolidated Statement of Movement in Shareholders' Funds, the Consolidated and Parent Company Statement of Movement on Reserves, the Consolidated and Company Balance Sheets, the Consolidated Cash Flow Statement and the related notes 1 to 29. 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).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 auditor's 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 auditor

As explained more fully in the Directors' Responsibilities Statement, 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 and express an opinion on 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.

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 group's and the parent 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. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the group's and of the parent company's affairs as at 30 September 2013 and of the group's 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 and Strategic 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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- 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.



Mark Doleman FCA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Nottingham, UK

14 April 2014

NOBLE FOODS GROUP LIMITED

CONSOLIDATED PROFIT AND LOSS ACCOUNT

Year ended 30 September 2013

	Note	2013 £'000	2012 £'000
TURNOVER	2	646,054	594,631
Cost of sales		(553,197)	(502,064)
Gross profit		92,857	92,567
Distribution costs		(38,073)	(38,283)
Administrative expenses		(29,587)	(30,329)
OPERATING PROFIT	3	25,197	23,955
Interest receivable and similar income	5	298	21
Interest payable and similar charges	5	(8,085)	(9,132)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		17,410	14,844
Tax on profit on ordinary activities	6	(6,390)	(4,680)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		11,020	10,164
Equity minority interests	21	5	30
PROFIT FOR THE FINANCIAL YEAR		11,025	10,194

The activities in the current and prior periods relate to continuing operations. Acquisitions made in the year are disclosed separately if considered material.

NOBLE FOODS GROUP LIMITED

CONSOLIDATED STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES Year ended 30 September 2013

	Note	2013 £'000	2012 £'000
Profit for the financial year		11,025	10,194
Actuarial (losses)/gains on defined benefit pension scheme	24	(1,141)	192
Movement on deferred tax relating to the pension scheme		268	(48)
Revaluation gains		1,380	5,891
Foreign exchange movements		9	(56)
Total recognised gains and losses relating to the year		<u>11,541</u>	<u>16,173</u>

CONSOLIDATED STATEMENT OF MOVEMENT IN SHAREHOLDERS' FUNDS Year ended 30 September 2013

	Note	2013 £'000	2012 £'000
Profit for the financial year		11,025	10,194
Actuarial (losses)/gains on defined benefit pension scheme	24	(1,141)	192
Movement on deferred tax relating to the pension scheme		268	(48)
Revaluation gains		1,380	5,891
Foreign exchange movements		9	(56)
Dividends		(9,313)	(17,869)
Net increase/(decrease) in shareholders' funds		<u>2,228</u>	<u>(1,696)</u>
Opening shareholders' funds		<u>43,214</u>	<u>44,910</u>
Closing shareholders' funds		<u>45,442</u>	<u>43,214</u>

NOBLE FOODS GROUP LIMITED

STATEMENT OF MOVEMENT ON RESERVES

Year ended 30 September 2013

Group	Capital redemption reserve £'000	Merger reserve £'000	Reval- uation reserve £'000	Profit and loss account £'000	Total £'000
At 1 October 2012	12,899	26,839	8,573	(5,197)	43,114
Profit for the financial year	-	-	-	11,025	11,025
Revaluation gains	-	-	1,380	-	1,380
Foreign exchange movements	-	-	-	9	9
Revaluation adjustment on disposal of properties	-	-	(75)	75	-
Additional depreciation on revalued cost of assets	-	-	(148)	148	-
Actuarial loss net of deferred tax relating to pension scheme	-	-	-	(873)	(873)
Dividends	-	-	-	(9,313)	(9,313)
At 30 September 2013	<u>12,899</u>	<u>26,839</u>	<u>9,730</u>	<u>(4,126)</u>	<u>45,342</u>

Company	Capital redemption reserve £'000	Profit and loss account £'000	Total £'000
At 1 October 2012	12,899	7,570	20,469
Profit for the financial year	-	14,817	14,817
Dividends	-	(9,313)	(9,313)
Foreign exchange movements	-	(60)	(60)
At 30 September 2013	<u>12,899</u>	<u>13,014</u>	<u>25,913</u>

NOBLE FOODS GROUP LIMITED

CONSOLIDATED BALANCE SHEET 30 September 2013

	Note	2013 £'000	2012 £'000
FIXED ASSETS			
Goodwill and other intangible assets	8	26,431	29,529
Tangible assets	9	95,719	92,402
		<u>122,150</u>	<u>121,931</u>
CURRENT ASSETS			
Stocks	12	22,190	24,259
Debtors due within one year	13	78,632	77,706
Debtors due after more than one year	13	-	243
Cash at bank and in hand		1,689	2,396
		<u>102,511</u>	<u>104,604</u>
CREDITORS: amounts falling due within one year	14	<u>(70,897)</u>	<u>(75,468)</u>
NET CURRENT ASSETS		<u>31,614</u>	<u>29,136</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>153,764</u>	<u>151,067</u>
CREDITORS: amounts falling due after more than one year	15	<u>(106,303)</u>	<u>(107,130)</u>
Provisions for liabilities	18	<u>(2,073)</u>	<u>(772)</u>
NET ASSETS EXCLUDING PENSION DEFICIT		<u>45,388</u>	<u>43,165</u>
Pension deficit	24	<u>-</u>	<u>-</u>
NET ASSETS INCLUDING PENSION DEFICIT		<u>45,388</u>	<u>43,165</u>
CAPITAL AND RESERVES			
Called up share capital	19	100	100
Capital redemption reserve		12,899	12,899
Merger reserve		26,839	26,839
Revaluation reserve		9,730	8,573
Profit and loss account		<u>(4,126)</u>	<u>(5,197)</u>
SHAREHOLDERS' FUNDS		<u>45,442</u>	<u>43,214</u>
Minority interests	21	<u>(54)</u>	<u>(49)</u>
TOTAL CAPITAL EMPLOYED		<u>45,388</u>	<u>43,165</u>

The financial statements of Noble Foods Group Limited registered number 05826545 were approved by the Board of Directors on

Signed on behalf of the Board of Directors



P D Dean
Director

8 APRIL 2014

NOBLE FOODS GROUP LIMITED

COMPANY BALANCE SHEET 30 September 2013

	Note	2013 £'000	2012 £'000
FIXED ASSETS			
Tangible assets	9	2,910	-
Investments	10	58,821	58,821
		<u>61,731</u>	<u>58,821</u>
CURRENT ASSETS			
Debtors	13	15,075	16,304
CREDITORS: amounts falling due within one year	14	(48,664)	(54,556)
NET CURRENT LIABILITIES		<u>(33,589)</u>	<u>(38,252)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		28,142	20,569
CREDITORS: amounts falling due after more than one year	15	(2,129)	-
NET ASSETS		<u>26,013</u>	<u>20,569</u>
CAPITAL AND RESERVES			
Called up share capital	19	100	100
Capital redemption reserve		12,899	12,899
Profit and loss account		13,014	7,570
SHAREHOLDERS' FUNDS		<u>26,013</u>	<u>20,569</u>

These financial statements of Noble Foods Group Limited registered number 05826545 were approved by the Board of Directors and authorised for issue on

Signed on behalf of the Board of Directors



P D Dean
Director

8 APRIL 2014

NOBLE FOODS GROUP LIMITED

CONSOLIDATED CASH FLOW STATEMENT Year ended 30 September 2013

	Note	2013 £'000	2012 £'000
Cash inflow from operating activities	26	33,916	36,540
Returns on investments and servicing of finance			
Interest paid		(3,910)	(3,844)
Finance lease and other interest paid		(55)	(65)
Payments on shares classified as debt		(4,120)	(5,223)
Net cash outflow from returns on investments and servicing of finance		<u>(8,085)</u>	<u>(9,132)</u>
Taxation paid		<u>(7,553)</u>	<u>(6,556)</u>
Capital expenditure and financial investment			
Payments to acquire tangible fixed assets		(8,895)	(8,113)
Receipts from sales of tangible fixed assets		1,066	7,682
Payments to acquire intangible fixed assets		(721)	(288)
Net cash outflow from capital expenditure and financial investment		<u>(8,550)</u>	<u>(719)</u>
Purchase of subsidiary undertakings		-	-
Net cash outflow from acquisitions		<u>-</u>	<u>-</u>
Equity dividends paid		<u>(9,313)</u>	<u>(17,869)</u>
Net cash inflow before financing	27	<u>415</u>	<u>2,264</u>
Financing			
Net movement in redeemable shares		-	(2,839)
Net movement on short term borrowings		(57)	(1,779)
Net movement in long term borrowings		(611)	4,765
Capital element of finance lease payments		(454)	(589)
Net cash outflow from financing		<u>(1,122)</u>	<u>(442)</u>
(Decrease) / Increase in cash in the period		<u><u>(707)</u></u>	<u><u>1,822</u></u>

NOTES TO THE FINANCIAL STATEMENTS

Year ended 30 September 2013

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The principal accounting policies adopted are described below and have been applied consistently in both the current and prior period.

Accounting convention

The financial statements are prepared under the historical cost convention, modified to include the revaluation of certain fixed assets, and on a going concern basis after due consideration of the principal risks and uncertainties as disclosed in the report of the directors, and in accordance with applicable United Kingdom accounting standards. In reaching this conclusion the Board have considered the financial position of the Group and its funding facilities. The Board has undertaken a review of the Group's forecasts and associated risks and sensitivities and have concluded that there is a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future and accordingly have adopted the going concern basis in preparing the financial statements.

Basis of consolidation

The group financial statements consolidate the financial statements of the Company and its subsidiary undertakings drawn up to 30 September each year. The results of subsidiaries acquired or sold are consolidated for the periods from or to the date on which control passed. Acquisitions are accounted for under the acquisition method.

Investments

Investments are stated at cost less provision for impairment.

Intangible fixed assets

For the acquisition of a business, purchased goodwill and other intangibles are capitalised in the year in which they arise and amortised over their useful life up to a maximum of 20 years. Provision is made for any impairment. Other intangible assets are amortised over their useful life of 5 years.

Tangible fixed assets

Tangible fixed assets are stated at cost or valuation net of depreciation and any provision for impairment.

Freehold land is not depreciated. Depreciation has been computed to write off the cost of tangible fixed assets over their expected useful lives. The freehold land and buildings were professionally revalued by Bidwells property consultants on an existing use basis in March 2012 and development land was professionally revalued by Bidwells in September 2013. Individual freehold and leasehold properties are revalued every 3 years. In the years between the full valuations freehold land and buildings are included in the balance sheet at the most recent valuation. Any surplus or deficit on book value arising from a full valuation is transferred to the revaluation reserve, except that a deficit which is in excess of any previously recognised surplus over depreciated cost relating to the same property, or the reversal of such a deficit, is charged (or credited) to the profit and loss account. A deficit which represents a clear consumption of economic benefits is charged to the profit and loss account regardless of any such previous surplus.

The rates of depreciation are as follows:

Freehold buildings	2-10% per annum
Plant and machinery, fixtures and fittings	5-25% per annum

The Group operates certain equipment which are purchased and sold in US Dollars, some of which are funded through dollar denominated loans. On the future disposal of these assets, the dollar proceeds will be used to repay the balances remaining on the dollar loans. The Group considers that a natural hedge exists and therefore under SSAP 20 both the owned equipment and associated loans are re-translated within a branch to the year end exchange rate with the resulting differences being taken to reserves. Associated tax movements are also taken to reserves.

NOTES TO THE FINANCIAL STATEMENTS (Continued)
Year ended 30 September 2013

1. ACCOUNTING POLICIES (Continued)

Stocks

Stocks are valued at the lower of cost and net realisable value. Cost is assessed on a first in first out basis and in the case of certain processed or partly processed stocks includes attributable overheads. The accumulated costs relating to the rearing of livestock are included in stocks and the cost is spread over the laying lives of the flocks.

Leases and hire purchase contracts

Assets obtained under finance leases and hire purchase contracts are capitalised at their fair value on acquisition and depreciated over their estimated useful lives. The finance charges are allocated over the period of the contract in proportion to the capital element outstanding.

Operating lease rentals are charged to income in equal annual amounts over the lease term.

Bank borrowings

Interest-bearing bank loans and overdrafts are recorded at the proceeds received. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accrual basis in the profit or loss account using the effective interest method.

Derivative financial instruments

The Group uses derivative financial instruments to reduce exposure to interest rate movements. The Group does not hold or issue derivative financial instruments for speculative purposes.

For an interest rate swap to be treated as a hedge the instrument must be related to actual assets or liabilities or a probable commitment and must change the nature of the interest rate by converting a variable rate to a fixed rate or vice versa. Interest differentials under these swaps are recognised by adjusting net interest payable over the periods of the contracts.

Taxation

The tax expense represents the sum of the corporation tax currently payable and the deferred tax.

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

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. Timing differences are differences between the Group's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, 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.

Deferred tax is not recognised when fixed assets are revalued unless by the balance sheet date there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on sale has been recognised in the financial statements. Neither is deferred tax recognised when fixed assets are sold and it is more likely than not that the taxable gain will be rolled over, being charged to tax only if and when the replacement assets are sold.

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

NOTES TO THE FINANCIAL STATEMENTS (Continued)

Year ended 30 September 2013

1. ACCOUNTING POLICIES (Continued)

Pension costs

For defined benefit schemes the amounts charged to operating profit are the current service costs and gains and losses on settlements and curtailments. They are included as part of staff costs. Past service costs are recognised immediately in the profit and loss account if the benefits have vested. If the benefits have not vested immediately, the costs are recognised over the period until vesting occurs. The interest cost and the expected return on assets are shown as a net amount of other finance costs. Actuarial gains and losses are recognised immediately in the statement of total recognised gains and losses.

Defined benefit schemes are funded, with the assets of the scheme held separately from those of the group, in separate trustee administered funds. Pension scheme assets are measured at fair value and liabilities are measured on an actuarial basis using the projected unit method and discounted at a rate equivalent to the current rate of return on a high quality corporate bond of equivalent currency and term to the scheme liabilities. The actuarial valuations are obtained at least triennially and are updated at each balance sheet date. The resulting defined benefit asset or liability, net of the related deferred tax, is presented separately after other net assets on the face of the balance sheet.

For defined contribution schemes the amount charged to the profit and loss account in respect of pension costs and other post-retirement benefits is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

2. TURNOVER

Turnover represents amounts derived from the provision of goods and services which fall within the Group's ordinary activities after deduction of trade discounts and value added tax. The turnover arises principally in the United Kingdom, and is attributable to the Group's principal activity. The directors are of the opinion that it would be seriously prejudicial to the interests of the Group if segmental information were disclosed.

3. OPERATING PROFIT

Operating profit is arrived at after charging/(crediting):	2013 £'000	2012 £'000
Depreciation		
- leased assets	349	276
- owned assets	7,099	7,614
(Profit)/Loss on disposal of fixed assets	(112)	501
Impairment of fixed assets	249	1,228
Losses on revaluation of fixed assets	96	3,561
Amortisation of intangible fixed assets	3,819	3,632
Impairment of intangible assets	-	700
Auditor's remuneration		
- fees payable to the company's auditors for the audit of the company's accounts	20	20
Other services pursuant to legislation		
- the audit of the company's subsidiaries	123	162
- tax and other services	297	513
Rentals under operating leases		
- hire of plant and machinery	1,177	1,073
- other operating leases	6,261	5,170

NOTES TO THE FINANCIAL STATEMENTS (Continued)
Year ended 30 September 2013

3. OPERATING PROFIT (Continued)

Auditor's remuneration for audit fees represents fees payable to the Company's auditor for the audit of the Company's annual accounts.

4. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

Group	2013 £'000	2012 £'000
Directors' emoluments		
Emoluments	1,210	1,678
Pension contributions	58	58
	<u>1,268</u>	<u>1,736</u>

The remuneration of the highest paid director during the year was £703,910 (2012: £1,230,000) of which £114,800 (2012: £350,000) were accrued benefits in connection with incentives linked to long term business performance. The Group made payments of £40,000 (2012: £40,000) to the pension scheme.

	2013 Number	2012 Number
Average number of persons employed (including directors)		
Production	1,391	1,425
Sales and distribution	277	297
Administration	71	83
	<u>1,739</u>	<u>1,805</u>

	2013 £'000	2012 £'000
Staff costs during the period (including directors' remuneration)		
Wages and salaries	47,061	46,467
Social security costs	5,128	4,972
Pension costs	723	691
	<u>52,912</u>	<u>52,130</u>

Other than the directors, the company has one (2012: nil) employee.

The directors of the company are remunerated through Noble Foods Limited. The directors received no remuneration for their services to the company and it is not practical to split the costs of services between those provided to Noble Foods Group Limited and those provided to other companies within the group.

None of the directors (2012: none) is a member of the defined benefit pension scheme.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

Year ended 30 September 2013

5. INTEREST

	2013 £'000	2012 £'000
a) Interest receivable and similar income		
Net return on pension scheme	298	21
b) Interest payable and similar charges		
Finance lease and other interest	55	65
Payments on shares classified as debt	4,120	5,223
Invoice financing and other bank interest	3,910	3,844
	8,085	9,132

6. TAX CHARGE ON PROFIT ON ORDINARY ACTIVITIES

a) Analysis of charge in the year	2013 £'000	2012 £'000
Current tax		
United Kingdom corporation tax charge for the year	6,135	7,294
Adjustment in respect of previous periods	(461)	(1,126)
Total current tax	5,674	6,168
Deferred tax		
Origination and reversal of timing differences	517	(448)
Adjustment in respect of prior periods	-	(1,058)
Effect of change in tax rate on opening liability	(69)	(191)
Movement in respect of FRS17	268	209
Total deferred tax	716	(1,488)
Tax on profit on ordinary activities	6,390	4,680

b) Factors affecting the corporation tax charge for the year

The standard rate of tax for the year based on the UK standard rate of corporation tax is 23.5% (2012: 25%). The actual tax charge for the year is different from that resulting from applying the standard rate for the reasons set out in the following reconciliation:

	2013 £'000	2012 £'000
Profit on ordinary activities before tax	17,410	14,844
Tax on profit on ordinary activities at standard rate	4,092	3,711
Effects of:		
Expenses not deductible for tax purposes	2,845	4,352
Income not taxable for tax purposes	(352)	(464)
Differences between capital allowances and depreciation	(72)	119
Movement in short-term timing differences	(378)	(424)
Adjustment in respect of prior periods	(461)	(1,126)
Current tax charge for the period (note 6a)	5,674	6,168

NOTES TO THE FINANCIAL STATEMENTS (Continued)
Year ended 30 September 2013

6. TAX CHARGE ON PROFIT ON ORDINARY ACTIVITIES (Continued)

c) Factors that may affect the future tax charge

Deferred tax has not been provided on revaluations of fixed assets. This tax will only become payable if the assets are sold and rollover relief is not obtained. The estimated amount of tax that would become payable in these circumstances is £4,430,000 (2012: £5,107,000).

Deferred tax has not been provided in respect of gains realised that have been rolled over into the acquisition cost of replacement assets. This tax will become payable if the replacement assets are sold and further rollover relief is not obtained. The estimated amount of tax that would become payable in these circumstances is £2,134,000 (2012: £2,337,000).

d) Change in tax rates

On 21 March 2011 the UK Government announced a reduction in the standard rate of UK Corporation Tax to 26% with effect from 1 April 2011 and to 25% effective 1 April 2012. These rate reductions became substantively enacted in March 2011 and July 2011 respectively. The rate effective from 1 April 2012 was further reduced to 24% and was substantively enacted on 26 March 2012.

A further reduction in the standard rate was provided for in the Finance Act 2012 reducing the main rate of corporation tax from 24% to 23% effective from 1 April 2013. This change was substantively enacted on 3 July 2012. The Finance Act 2013, which provides for reductions in the main rate of corporation tax from 23% to 21% effective from 1 April 2014 and to 20% effective from 1 April 2015, was substantively enacted on 2 July 2013. These rate reductions have been reflected in the calculation of deferred tax at the balance sheet date.

7. RESULT OF PARENT COMPANY

As permitted by Section 408 of the Companies Act 2006, the profit and loss account of the parent Company is not presented as part of these accounts. The parent company's profit after tax for the financial period amounted to £14,817,000 (2012: £15,334,000).

NOTES TO THE FINANCIAL STATEMENTS (Continued)

Year ended 30 September 2013

8. INTANGIBLE FIXED ASSETS

Group	Goodwill £'000	Other intangible assets £'000	Total £'000
Cost			
At 1 October 2012	31,745	12,765	44,510
Additions	-	721	721
At 30 September 2013	31,745	13,486	45,231
Amortisation			
At 1 October 2012	6,192	8,789	14,981
Charge for the year	1,477	2,342	3,819
Impairment	-	-	-
At 30 September 2013	7,669	11,131	18,800
Net book value			
At 30 September 2013	24,076	2,355	26,431
Net book value			
At 30 September 2012	25,553	3,976	29,529

9. TANGIBLE FIXED ASSETS

Group	Land and buildings £'000	Plant, machinery, fixtures and fittings £'000	Total £'000
Cost or valuation			
At 1 October 2012	49,391	64,087	113,478
Reclassifications	4	(4)	-
Revaluation	1,274	-	1,274
Additions	4,330	6,524	10,854
Disposals	(907)	(3,771)	(4,678)
Foreign exchange adjustments	-	(170)	(170)
At 30 September 2013	54,092	66,666	120,758

NOTES TO THE FINANCIAL STATEMENTS (Continued)
Year ended 30 September 2013

9. TANGIBLE FIXED ASSETS (Continued)

Group	Land and buildings £'000	Plant, machinery, fixtures and fittings £'000	Total £'000
Accumulated depreciation			
At 1 October 2012	456	20,620	21,076
Revaluation	(10)	-	(10)
Charge for the year	803	6,645	7,448
Impairment loss	-	249	249
Disposals	(10)	(3,714)	(3,724)
At 30 September 2013	1,239	23,800	25,039
Net book value			
At 30 September 2013	52,853	42,866	95,719
Net book value			
At 30 September 2012	48,935	43,467	92,402

Included in the total for land and buildings is an amount of £14,550,000 (2012: £12,756,000) relating to land that is not depreciated.

The net book value of plant and machinery includes £1,290,000 (2012: £1,567,000) in respect of assets held under finance leases and hire purchase contracts.

Land and buildings were professionally valued at 31 July 2012 and subsequent additions have been recorded at cost with the exception of development land which was professionally revalued at 30 September 2013 (net book value £6,357,000).

Comparable amounts determined according to the historical cost convention:-

	Land and buildings £'000	Plant, machinery, fixtures and fittings £'000	Total £'000
2013			
Cost	54,243	66,666	120,909
Accumulated depreciation	(11,138)	(23,800)	(34,938)
Net book value 30 September 2013	43,105	42,866	85,971
2012			
Cost	52,521	64,087	116,608
Accumulated depreciation	(12,191)	(20,620)	(32,811)
Net book value 30 September 2012	40,330	43,467	83,797

NOTES TO THE FINANCIAL STATEMENTS (Continued)
Year ended 30 September 2013

9. TANGIBLE FIXED ASSETS (Continued)

Company	Plant, machinery, fixtures and fittings £'000	Total £'000
Cost or valuation		
At 1 October 2012	-	-
Additions	3,302	3,302
Foreign exchange adjustments	(149)	(149)
	<u>3,153</u>	<u>3,153</u>
At 30 September 2013		
Accumulated depreciation		
At 1 October 2012	-	-
Charge for the year	243	243
	<u>243</u>	<u>243</u>
At 30 September 2013		
Net book value		
At 30 September 2013	<u>2,910</u>	<u>2,910</u>
Net book value		
At 30 September 2012	<u>-</u>	<u>-</u>

10. INVESTMENTS

Company	Shares in subsidiary undertakings £'000
Cost	
At 1 October 2012 and 30 September 2013	60,332
Provisions for impairment	
At 1 October 2012 and 30 September 2013	1,511
Net book value	
At 30 September 2013	<u>58,821</u>
Net book value	
At 30 September 2012	<u>58,821</u>

At 30 September 2013 the group had the following investments:

NOBLE FOODS GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued) Year ended 30 September 2013

10. INVESTMENTS (Continued)

Company	Nature of Business	Country of operation/ Incorporation	Proportion held %
Daylay Foods Limited	Dormant	England & Wales	100
Deans Foods Limited	Dormant	England & Wales	100
Dell Foods (Chilled Products) Limited	Dormant	England & Wales	100
Didier's Patisserie Limited *	Desserts	England & Wales	90
Egg Farms Limited	Dormant	England & Wales	100
Noble Egg Limited (formerly Eggworld Limited)	Dormant	England & Wales	100
Goldenlay Limited	Dormant	England & Wales	100
Goldenlay Foods Limited	Dormant	England & Wales	100
Gü Desserts Inc	Desserts	USA	100
Gü Limited	Dormant	England & Wales	100
H D Hardie & Company Limited	Dormant	Scotland	100
Noble CKH Limited*	Dormant	England & Wales	100
Noble Desserts France SARL	Desserts	France	100
Noble Desserts Holdings Limited *	Desserts	England & Wales	100
Noble Foods Holdings Limited *	Intermediate holding company	England & Wales	100
Noble Foods Inc	Eggs	USA	100
Noble Foods Limited	Egg production, processing and marketing	England & Wales	100
Rensow Limited	Dormant	England & Wales	100
Rensow Patisserie Limited	Dormant	England & Wales	100
Serious Desserts Limited	Dormant	England & Wales	100
Walrus Real Estates Limited*	Property	England & Wales	100

* Held directly by Noble Foods Group Limited

NOTES TO THE FINANCIAL STATEMENTS (Continued)
Year ended 30 September 2013

11. ACQUISITION OF SUBSIDIARY UNDERTAKINGS

All acquisitions have been accounted for under the acquisition method of accounting.

12. STOCKS

	Group 2013 £'000	Group 2012 £'000
Livestock	5,771	5,809
Raw materials and consumables	8,851	9,582
Finished goods	7,568	8,868
	<u>22,190</u>	<u>24,259</u>

There is no material difference between the balance sheet value of stocks and their replacement cost.

The Company has no stocks.

13. DEBTORS

	Group 2013 £'000	Company 2013 £'000	Group 2012 £'000	Company 2012 £'000
Amounts falling due within one year:				
Trade debtors	70,838	16	68,650	-
Amounts due from Group Companies	-	14,994	-	16,304
VAT recoverable	2,939	4	2,433	-
Other debtors	1,411	61	3,363	-
Prepayments and accrued income	3,444	-	3,260	-
	<u>78,632</u>	<u>15,075</u>	<u>77,706</u>	<u>16,304</u>
Amounts falling due after more than one year:				
Other debtors	-	-	243	-
	<u>-</u>	<u>-</u>	<u>243</u>	<u>-</u>

NOTES TO THE FINANCIAL STATEMENTS (Continued)
Year ended 30 September 2013

14. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	Group 2013 £'000	Company 2013 £'000	Group 2012 £'000	Company 2012 £'000
Redeemable shares (note 19)	15	15	15	15
Obligations under finance leases and hire purchase agreements (note 17)	57	-	458	-
Other loans (note 16)	209	209	282	-
Trade creditors	59,436	54	59,809	-
Amounts due to Group Companies	-	48,386	-	53,757
Corporation tax	2,847	-	4,726	-
Other taxation and social security	2,128	-	1,938	-
Other creditors	6,205	-	8,240	784
	<u>70,897</u>	<u>48,664</u>	<u>75,468</u>	<u>54,556</u>

Other loans of £209k (2012: £282k) represent amounts due within one year on loans secured on specific fixed assets which form the object of those loans.

15. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Group 2013 £'000	Company 2013 £'000	Group 2012 £'000	Company 2012 £'000
Bank loans (note 16)	75,000	-	75,000	-
Obligations under finance leases and hire purchase agreements (note 17)	37	-	90	-
Other loans (note 16)	31,266	2,129	32,040	-
	<u>106,303</u>	<u>2,129</u>	<u>107,130</u>	<u>-</u>

Other loans of £29,137k (2012: £29,804k) represent amounts due under an invoice financing arrangement secured against the trade debtors of the group. Under the invoice financing arrangement the group has borrowing facilities of up to 90% of approved debts. Other loans of £2,129k (2012: £2,236k) represent amounts due after one year on loans secured on specific fixed assets which form the object of those loans.

Obligations under hire purchase and finance leases are secured on the underlying assets.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

Year ended 30 September 2013

16. BANK LOANS AND OVERDRAFTS

	Group 2013 £'000	Company 2013 £'000	Group 2012 £'000	Company 2012 £'000
Bank loans and overdrafts	75,000	-	75,000	-
Other loans	31,475	2,338	32,322	-
	<u>106,475</u>	<u>2,338</u>	<u>107,322</u>	<u>-</u>
Analysed in the balance sheet as:				
Within one year	209	209	282	-
After more than one year	106,266	2,129	107,040	-
	<u>106,475</u>	<u>2,338</u>	<u>107,322</u>	<u>-</u>
Analysis of bank loan and overdraft repayments:				
Within one year	-	-	-	-
Between one and two years	75,000	-	-	-
Between two and five years	-	-	75,000	-
	<u>75,000</u>	<u>-</u>	<u>75,000</u>	<u>-</u>
Analysis of other loan repayments:				
Within one year	209	209	282	-
Between one and two years	29,346	209	282	-
Between two and five years	1,920	1,920	31,758	-
	<u>31,475</u>	<u>2,338</u>	<u>32,322</u>	<u>-</u>

The bank loans are secured by a fixed charge on the group's assets and a floating charge on the undertaking and assets of the group.

Interest on the bank loans and invoice discounting facility was charged in a range of 1.4% to 2.5% above the London Interbank Offered Rate.

NOTES TO THE FINANCIAL STATEMENTS (Continued)
Year ended 30 September 2013

17. OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS AND FINANCE LEASE AGREEMENTS

	Group 2013 £'000	Group 2012 £'000
Analysis of repayments:		
In one year or less	65	480
In more than one year but not more than two years	34	65
In more than two years but not more than five years	14	48
In more than five years	-	-
	<u>113</u>	<u>593</u>
Less future finance charges	(19)	(45)
	<u>94</u>	<u>548</u>

All amounts due under hire purchase and finance lease agreements are secured on the underlying assets.

The Company has no obligations under hire purchase contracts and finance lease agreements.

18. PROVISIONS FOR LIABILITIES

Group	Deferred taxation £'000	Onerous contract £'000	Deferred taxation £'000
At 1 October 2012	772	-	772
Charged to the profit and loss account	448	853	1,301
	<u>1,220</u>	<u>853</u>	<u>2,073</u>
At 30 September 2013			

A group company has entered into an arrangement whereby the short term costs of fulfilling the contract obligations exceed the economic benefits.

The deferred taxation balance consists of the following amounts:

	2013 £'000	2012 £'000
Differences between capital allowances and depreciation	1,630	1,972
Other timing differences	(410)	(1,200)
	<u>1,220</u>	<u>772</u>

Company

The Company has no provided or unprovided deferred taxation.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

Year ended 30 September 2013

19. CALLED UP SHARE CAPITAL

	2013 £	2012 £
Shares classified as capital		
Authorised, called up, allotted and fully paid		
500,000 'A' ordinary shares of 10 pence each	50,000	50,000
500,000 'B' ordinary shares of 10 pence each	50,000	50,000
	<u>100,000</u>	<u>100,000</u>

The 'A' and 'B' ordinary shares confer the holders the same voting rights.

Shares classified as debt

	2013 £'000	2012 £'000
Authorised		
11,073,000 Non-voting redeemable 'C' ordinary shares of £1 each	11,073	11,073
86,705 Non-voting 'D' ordinary shares of 10 pence each	9	9
34,682 Non-voting 'E' ordinary shares of 10 pence each	3	3
34,682 Non-voting 'F' ordinary shares of 10 pence each	3	3
	<u>11,088</u>	<u>11,088</u>
Issued		
86,705 Non-voting 'D' ordinary shares of 10 pence each	9	9
34,682 Non-voting 'E' ordinary shares of 10 pence each	3	3
34,682 Non-voting 'F' ordinary shares of 10 pence each	3	3
	<u>15</u>	<u>15</u>

The redeemable 'C' ordinary shares have been fully redeemed at par during previous years. Transfers from the profit and loss account reserve to the capital redemption reserve were made in respect of the redemptions.

The fair value of the D, E and F shares at the date of issue may be charged against profits of the Company in the future when it is probable that the shares are to be transferred. The conditions relating to the continuing ownership of these shares are set out in the Articles. The shares have no voting rights and no dividend entitlement (except at the discretion of the A and B shareholders). There are certain circumstances when an obligation could fall on the Company to purchase these shares. The Directors believe that the likelihood of this arising in the foreseeable future is remote.

20. DIVIDENDS

	2013 £'000	2012 £'000
Equity dividends		
- Final dividend in respect of 2010/11	-	5,375
- Interim and special dividends in respect of 2012/13 (2011/12)	9,313	12,494
	<u>9,313</u>	<u>17,869</u>

NOTES TO THE FINANCIAL STATEMENTS (Continued)
Year ended 30 September 2013

21. MINORITY INTERESTS

	2013 £'000
At 1 October 2012	(49)
Losses on ordinary activities after taxation	(5)
	<hr/>
At 30 September 2013	(54)
	<hr/>

22. FINANCIAL COMMITMENTS

At 30 September, the Group was committed to making the following payments during the next year in respect of operating leases:

	30 September 2013		30 September 2012	
	Land and buildings £'000	Other £'000	Land and buildings £'000	Other £'000
Leases which expire:				
Within one year	126	285	105	102
Within one to two years	217	617	282	500
Within two to five years	403	1,713	454	2,049
After more than five years	186	192	229	155
	<hr/>	<hr/>	<hr/>	<hr/>
	932	2,807	1,070	2,806
	<hr/>	<hr/>	<hr/>	<hr/>

The Company has no annual commitments in respect of operating leases.

23. CAPITAL COMMITMENTS

At 30 September, the group had the following capital commitments:

	2013 £'000	2012 £'000
Contracted but not provided	13,101	574
	<hr/>	<hr/>

The Company has no capital commitments.

NOTES TO THE FINANCIAL STATEMENTS (Continued)

Year ended 30 September 2013

24. PENSION SCHEMES

The Group operates defined contribution pension schemes for eligible employees. Contributions made to the defined contribution pension schemes during the year were £799k (2012: £873k). The subsidiary Noble Foods Limited also has a defined benefit pension scheme which is closed to new members and closed to future accruals.

The defined benefit pension scheme assets are held in a separate Trustee-administered fund in order to meet the long term pension liabilities to past and present employees. The Trustees of the Scheme are required to act in the best interest of the Scheme's beneficiaries. The appointment of Trustees to the Scheme is determined by the Scheme's trust documentation. The liabilities of the defined benefit scheme are measured by discounting the best estimate of future cash flows to be paid out of the Scheme using the projected unit method. This amount is reflected in the deficit in the balance sheet.

As at 30 September 2013 contributions are payable to the Scheme by the Group at the rates set out in the Schedule of Contributions dated 5 February 2013. The estimated amounts of contributions expected to be paid to the scheme during the 2013/14 financial period is £1.5 million.

The Scheme position as reflected in these accounts has been calculated based upon the most recent full actuarial valuation at 5 April 2012, updated to 30 September 2013, carried out by David Jarman, Fellow of the Institute of Actuaries, a suitably qualified independent actuary.

The principal actuarial assumptions (absolute terms) at the balance sheet date were:

	2013	2012
Discount rate	4.50%	4.40%
Expected return on plan assets	6.20%	5.20%
Retail price inflation	3.55%	2.80%
Consumer price inflation	2.80%	2.05%
Salary growth – Executives	n/a	n/a
Salary growth – Non executives	n/a	n/a
Rate of increase in pensions in payment – Pre April 2005 Pension	3.30%	2.80%
Rate of increase in pensions in payment – Post April 2005 Pension	2.10%	2.50%
Mortality	S1 PxA, YoB, LC with 1% pa min. improvement	120% of PCxA00, YoB, Medium Cohort with 1% pa min. improvement

The major categories of plan assets as a percentage of total plan assets are as follows:

	2013	2012
Equities / Properties	74.8%	69.3%
Bonds	23.5%	26.2%
Cash	1.7%	4.5%
	100%	100%

NOTES TO THE FINANCIAL STATEMENTS (Continued)
Year ended 30 September 2013

24. PENSION SCHEMES (Continued)

The amounts recognised in the balance sheet are as follows:

	2013 £'000	2012 £'000
Present value of funded obligations	(30,992)	(28,085)
Fair value of plan assets	32,081	29,196
Restriction on the amount that can be recognised as an asset	(1,089)	(1,111)
Deficit	-	-
Related deferred tax asset	-	-
Net liability	-	-
Amounts in the balance sheet		
Liabilities	-	-
Net liability	-	-

The total expense recognised in the profit and loss account are as follows:

	2013 £'000	2012 £'000
Current service cost	-	-
Interest on obligation	1,201	1,314
Expected return on pension scheme assets	(1,499)	(1,335)
	(298)	(21)

Changes in the present value of the defined benefit obligation are as follows:

	2013 £'000	2012 £'000
Opening defined benefit obligation	28,085	26,868
Service cost	-	-
Interest cost	1,201	1,314
Actuarial losses	3,306	1,078
Benefits paid	(1,600)	(1,175)
Closing defined benefit obligation	30,992	28,085

NOTES TO THE FINANCIAL STATEMENTS (Continued)

Year ended 30 September 2013

24. PENSION SCHEMES (Continued)

Changes in the fair value of plan assets are as follows:

	2013 £'000	2012 £'000
Opening fair value of plan assets	29,196	25,839
Expected return	1,499	1,335
Actuarial gains	2,143	2,381
Employer contributions	843	816
Benefits paid	(1,600)	(1,175)
Closing fair value of plan assets	32,081	29,196
Actual return on plan assets	3,642	3,716

Statement of Total Recognised Gains and Losses (STRGL):

	2013 £'000	2012 £'000
Actuarial (losses)/gains for the year	(1,163)	1,303
Restriction on the amount that can be recognised as an asset	22	(1,111)
Cumulative amount of actuarial losses recognised in the STRGL*	(4,077)	(2,936)

* Since FRS 17 disclosures in 2002/03

The five year history of experience adjustments is as follows:

	2013 £'000	2012 £'000	2011 £'000	2010 £'000	2009 £'000
Present value of defined benefit obligation	(30,992)	(28,085)	(26,868)	(30,044)	(26,547)
Fair value of plan assets	32,081	29,196	25,839	28,898	25,502
Surplus restriction	(1,089)	(1,111)	-	-	-
Deficit	-	-	(1,029)	(1,146)	(1,045)
Experience adjustments on plan liabilities	99	422	(87)	308	442
Changes in the assumptions underlying the present value of scheme liabilities	(3,405)	(1,500)	1,504	(2,551)	(4,783)
Experience adjustments on plan assets	2,143	2,381	(2,925)	1,723	2,088

NOTES TO THE FINANCIAL STATEMENTS (Continued)

Year ended 30 September 2013

25. DERIVATIVES NOT INCLUDED AT FAIR VALUE

The Group has derivatives which are not included at fair value in the accounts:

	Principal £'000	Fair value 2013 £'000	Fair value 2012 £'000
Interest rate swap contracts	60,000	(205)	(422)

The Group uses the derivatives to manage its exposure to interest rate movements on its bank borrowings. The fair values are based on market values of equivalent instruments at the balance sheet date. The interest rate swap contracts with nominal values of £60 million have fixed interest payments at an average rate of 0.85 per cent for periods up until 2015 and have floating interest receipts at LIBOR.

The Company has no derivatives.

26. RECONCILIATION OF OPERATING PROFIT TO OPERATING CASH FLOW

	2013 £'000	2012 £'000
Operating profit	25,197	23,955
Depreciation, amortisation and impairment	11,612	17,011
(Profit)/Loss on disposal of fixed assets	(112)	501
Decrease / (increase) in stocks	2,069	(4,159)
Increase in debtors	(683)	(3,027)
(Decrease) / increase in creditors	(4,167)	2,259
Net cash inflow from operating activities	33,916	36,540

27. ANALYSIS OF NET DEBT

	At 30 Sept 2012 £'000	Cash flow £'000	Exchange movement £'000	At 30 Sept 2013 £'000
Cash at bank and in hand	2,396	(707)	-	1,689
Overdraft	-	-	-	-
	2,396	(707)	-	1,689
Debt due within one year	(282)	57	16	(209)
Debt due after more than one year	(107,040)	611	163	(106,266)
Finance leases	(548)	454	-	(94)
Redeemable shares	(15)	-	-	(15)
	(105,489)	415	179	(104,895)

NOBLE FOODS GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued) Year ended 30 September 2013

28. RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT

	2013 £'000	2012 £'000
(Decrease)/Increase in cash in the period	(707)	1,822
Cash flow from changes in debt and lease financing	1,122	442
Change in net debt arising from cash flows	415	2,264
Exchange movements	179	121
Movement in net debt in the period	594	2,385
Opening net debt	(105,489)	(107,874)
Closing net debt	(104,895)	(105,489)

29. RELATED PARTY DISCLOSURES

Controlling party

In accordance with Financial Reporting Standard No.8 "Related Party Disclosures", transactions with other group undertakings within, and investee related parties of, the Noble Foods Group Limited group have not been disclosed in these financial statements.

The voting share capital of Noble Foods Group Limited is owned 50% by M R J Kent, 49% by Phase Investments and 1% by P D Dean.

Gubblecote Properties Ltd provided consultancy services to the Group totalling £488,879 (2012: £498,601) during the year. P D Dean is an employee of Gubblecote Properties Ltd. The Group rented a number of properties from P D Dean, total rentals during the year were £55,600 (2012: £55,600). The Group also rented a property from the Dean Family Discretionary Settlement, rentals paid during the year were £10,000 (2012: £30,000). P D Dean contributed £nil (2012: £58,718) during the year in respect of private usage of company assets.

During the year the Group purchased services to the value of £235,078 (2012: £246,980) from Bulbourne Insurance Services Ltd, a company in which P D Dean and M R J Kent are materially interested as shareholders. The purchases were made on a normal trading basis. In addition, the Group paid £440,000 (2012: £630,000) to a third party insurance broker in respect of policies placed with Bulbourne Insurance Services Ltd.

Balerno International Ltd ("Balerno") provided no consultancy services to the Group during the year (2012: £237,079). Balerno is owned by M R J Kent. M R J Kent did not need to make any contributions to any Group Company during the year in respect of private usage of Company assets (2012: £48,301).

At the balance sheet date the Company owed shareholders £nil (2012: £783,539). During the year unsecured loans were made to Phase Investments and to M R J Kent, both shareholders of the Company. These loans were fully repaid by the balance sheet date. The total drawdowns and the maximum amount of these loans during the year were Phase Investments £1,265,069 (2012: £4,683,642) and M R J Kent £4,657,895 (2012: £7,742,372). No interest was charged on these loans.