

Grampian Country Chickens (Bucksburn) Limited

Directors' report and financial statements

Registered number SC074421

31 December 2009



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Directors' report

The directors present their annual report and the audited financial statements for the period from 23 November 2008 to 31 December 2009.

Registered Number

The company's registered number is SC074421.

Principal Activities, Trading Review and Future Developments

The company did not trade during the current or prior period.

The profit and loss account on page 5 shows a profit for the financial period of £76,000 (2008: *profit £656,000*). The directors do not recommend the payment of a dividend (2008: *£Nil*).

Parent Company

The company's UK holding company is VION Food Group Limited. The ultimate parent company is VION Holding NV.

Change of Year End

The company previously had a financial year end at 22 November. During the period the directors took the decision to extend the period to 31 December in order to adopt the same accounting period end as the ultimate parent company.

Directors

The directors who held office during the period were as follows:

A M Christiaanse	
A M M Lammers	(resigned 1 January 2010)
S R W Francis	(appointed 5 March 2009)
L A M Vernaas	(appointed 1 October 2009)

The directors benefit from qualifying third party indemnity provisions which continued in place from their appointment and at the date of this report or until the date of resignation.

Employee involvement

It is the company's policy that management should consult regularly with employees on matters which affect their employment and that their views should be taken into account when decisions are taken which will affect their interests.

Employment of disabled persons

The company employs disabled persons who are able to fulfil the required duties and such disabled persons share the same opportunities for training and career progression as other employees.

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware; and each director has taken all the steps they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Directors' report *(continued)*

Auditors

BDO LLP have expressed their willingness to continue in office. A resolution to re-appoint them will be proposed at the annual general meeting.

On behalf of the board



S.R.W. Francis
Director

7 Bain Square
Kirkton Campus
Livingston
EH54 7DQ

7 September 2010

Statement of directors' responsibilities in respect of the directors' report and the financial statements

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 period. 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 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;
- 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 auditors' report to the members of Grampian Country Chickens (Bucksburn) Limited

We have audited the financial statements of Grampian Country Chickens (Bucksburn) Limited for the 13 month period ended 31 December 2009 which comprise the profit and loss account, the balance sheet 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).

This report is made solely to the company's members, as a body, in accordance with sections 495 and 496 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 auditors

As explained more fully in the statement of directors' responsibilities, 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 (APB'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 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 31 December 2009 and of its profit for the period 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 matters prescribed by the Companies Act 2006

In our opinion the information given in the directors' report for the financial period 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
- 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.



Ian Beaumont (senior statutory auditor)

For and on behalf of BDO LLP, statutory auditor

1 Bridgewater Place, Water Lane, Leeds, LS11 5RU

United Kingdom

7 September 2010

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Profit and loss account
for the period ended 31 December 2009

	<i>Note</i>	2009 13 months to December £000	2008 18 months to November £000
Other operating credits (exceptional credits)	2	-	118
Operating profit		-	118
Profit on disposal of property	2	-	450
Profit on ordinary activities before taxation			568
Taxation on profit on ordinary activities	3	76	88
Profit for the financial period	8	76	656

All figures relate to discontinued operations.

The company had no other recognised gains or losses other than the result for the financial period and prior financial period.

The notes on pages 7 to 10 form part of these financial statements.

Balance sheet
 At 31 December 2009

	Note	2009 December		2008 November	
		£000	£000	£000	£000
Current assets					
Debtors	4	-		88	
Cash at bank and in hand		3,182		3,116	
		<u>3,182</u>		<u>3,204</u>	
Creditors: amounts falling due within one year	5	(292)		(390)	
		<u></u>		<u></u>	
Net current assets			2,890		2,814
			<u></u>		<u></u>
Total assets less current liabilities			2,890		2,814
			<u></u>		<u></u>
Accruals and deferred income	6		(25)		(25)
			<u></u>		<u></u>
Net assets			2,865		2,789
			<u></u>		<u></u>
Capital and reserves					
Called up share capital	7		160		160
Profit and loss account	8		2,705		2,629
			<u></u>		<u></u>
Shareholders' funds	9		2,865		2,789
			<u></u>		<u></u>

The notes on pages 7 to 10 form part of these financial statements.

These financial statements were approved by the board of directors and authorised for issue on 7 September 2010 and were signed on its behalf by:



S R W Francis
 Director

Notes

(forming part of the financial statements)

1 Accounting policies

Basis of preparation

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

The company, along with a number of fellow trading subsidiaries is part of a UK group cash pool facility. Additionally the group has various committed bank facilities available up to December 2011. Through the UK cash pool facility the company can draw on the group facilities as required.

Having regard to the group's committed facilities and the forecast future funding requirements of the company the directors have a reasonable expectation that the company has adequate resources to meet its liabilities as they fall due. Accordingly, they continue to adopt the going concern basis in preparing these financial statements.

The financial statements have been prepared for the 58 week trading period from 23 November 2008 to 2 January 2010. The comparative period is for the 77 week trading period ended 22 November 2008.

The company is exempt from the requirements of FRS1 to prepare a cash flow statement as it is a wholly owned subsidiary undertaking of a parent undertaking which has produced a cash flow statement.

As the company is a wholly owned subsidiary of VION Holding NV, it has taken advantage of the exemption contained in FRS8 and has therefore not disclosed transactions or balances with entities which form part of the group.

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements:

Taxation

The charge for taxation is based on the results for the period and takes into account deferred tax. Deferred tax is recognised with discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date.

2 Exceptional items

There were no exceptional costs in the period to December 2009.

Following a review of the remaining provisions and current expectations of future costs associated with closing the site certain excess provisions totalling £Nil (2008: £118,000) were identified and credited to the profit and loss account as an exceptional credit.

During the previous period the company disposed of the property. Consequently a profit on disposal totalling £450,000 was recognised as an exceptional item in the previous period.

Notes (continued)

3 Taxation

	2009 13 months to December £000	2008 18 months to November £000
Analysis of credit in period		
<i>UK corporation tax</i>		
Group relief	-	109
Adjustments in respect of prior period group relief	(76)	(197)
	<hr/>	<hr/>
Tax on profit on ordinary activities	(76)	(88)
	<hr/>	<hr/>

Factors affecting tax credit for period

The tax credit for the period is higher (2008: lower) than the credit obtained by applying the standard rate of corporation tax in the UK of 28% (2008: 28%) to the profit before tax. The differences are explained below:

	2009 December £000	2008 November £000
Profit on ordinary activities before taxation	-	568
	<hr/>	<hr/>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 28% (2008: 28%)	-	159
<i>Effects of:</i>		
Chargeable gain in excess of accounting profit	-	(56)
Adjustments in respect of prior period group relief	(76)	(197)
Difference in corporation tax rate	-	6
	<hr/>	<hr/>
Current tax credit for period	(76)	(88)
	<hr/>	<hr/>

Timing differences between accounting and tax treatment have been affected by changes in UK tax legislation in the previous period relating to the phasing out of industrial buildings allowances. The financial impact of this change in legislation is included in the tax results for the period set out above.

4 Debtors

	2009 December £000	2008 November £000
<i>Amounts falling due within one year:</i>		
Group relief recoverable	-	88
	<hr/>	<hr/>
	-	88
	<hr/>	<hr/>

Notes (continued)

5 Creditors: amounts falling due within one year

	2009 December £000	2008 November £000
Hire purchase and finance leasing liabilities	-	6
Trade creditors	5	6
Other creditors	287	378
	<u>292</u>	<u>390</u>

6 Accruals and deferred income

	2009 December £000	2008 November £000
<i>Capital grants</i>		
At beginning of period	25	25
Released to profit and loss account	-	-
	<u>25</u>	<u>25</u>
At end of period	<u>25</u>	<u>25</u>

7 Share capital

	2009 December £000	2008 November £000
<i>Authorised</i>		
480,000 Ordinary shares of £1 each	480	480
20,000 Cumulative redeemable preference shares of £1 each	20	20
	<u>500</u>	<u>500</u>
<i>Allotted, called up and fully paid</i>		
160,000 Ordinary shares of £1 each	160	160

8 Profit and loss account

	2009 December £000	2008 November £000
At beginning of period	2,629	1,973
Profit for the period	76	656
	<u>2,705</u>	<u>2,629</u>
At end of period	<u>2,705</u>	<u>2,629</u>

Notes (continued)

9 Reconciliation of movements in shareholders' funds

	2009 December £000	2008 November £000
Profit for the financial period	76	656
Opening shareholders' funds	2,789	2,133
Closing shareholders' funds	2,865	2,789

10 Contingent liabilities

UK Cash Pool Facility

The company together with certain UK group companies utilises a cash pool facility. At the period end the extent of the guarantee offered by the company on this facility amounted to £3,182,000.

Group Banking Facility

The company, along with other group companies, has granted an unlimited guarantee in respect of the group banking facilities amounting to €1,010 million (2008: €1,500 million). The directors consider it is unlikely that this guarantee will be called upon in the foreseeable future.

11 Immediate parent company

The company's immediate parent company is VION Food Group Limited, a company registered in England.

12 Ultimate holding company

The directors consider VION Holding NV, registered in Holland, to be the ultimate holding company at the balance sheet date.

The largest group in which the results of the company are consolidated is that headed by VION Holding NV. No other group accounts include the results of the company. The consolidated accounts of this company are available to the public and may be obtained from the website at www.vionfood.com.

The results for the company are included in the consolidated 31 December 2009 results of VION Holding NV.