

Registered in England, number 150832

H P Bulmer Limited
Directors' Report and Accounts
31 December 2007

TUESDAY



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COMPANIES HOUSE

H P Bulmer Limited

Directors' Report and Accounts

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H P Bulmer Limited

DIRECTORS' REPORT

The directors present their annual report and the audited accounts for the year ended 31 December 2007.

Principal activity

The company is an investment holding company.

Financial review

The retained loss for the year amounted to £1,114,000 (year ended 31 December 2006 – £2,911,000 loss). The directors do not recommend the payment of a dividend.

Directors and their interests

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

D E Bulmer
W J J Crawshaw
J-F Jamet (resigned 1 February 2008)
M Stevens (resigned 31 July 2008)
S Aves (appointed 28 July 2008)

None of the directors who served during the year had any disclosable interest in the shares of the company.

Political and charitable contributions

The company made no political contributions or donations to UK charities during the year.

Financial Risk Management Policy

The main risks associated with the company's financial assets and liabilities are set out below.

Interest rate risk

The company benefits from the management of interest rate risk being undertaken at parent company level and therefore interest rate risk is viewed at a Group level.

Liquidity risk

The company benefits from the management of liquidity risk being undertaken at parent company level and therefore primarily obtaining funding intra group. Its bank accounts form part of the Group offset arrangements.

Future Developments

The company expects to continue to operate as an investment holding company.

The ultimate parent company at the balance sheet date was Scottish & Newcastle plc. Subsequent to that date, Scottish & Newcastle plc was acquired by Sunrise Acquisition Limited, a company incorporated in Jersey, which is jointly owned by Heineken N.V. and Carlsberg A/S.

Statement of disclosure of information to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. The directors have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

By order of the Board


S Aves
Secretary

Ashby House
1 Bridge Street
Staines
TW18 4TP

24 October 2008

H P Bulmer Limited

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 group and the company and of the profit or loss of the group 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 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 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.

H P Bulmer Limited

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF H P BULMER LIMITED

We have audited the company's financial statements for the period ended 31 December 2007 which comprise the Profit and Loss Account, Balance Sheet, Statement of Total Recognised Gains and Losses and the related notes 1 to 13. These financial statements have been prepared on the basis of 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 Annual Report and the financial statements in accordance with applicable "United Kingdom" law and 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.

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 affairs of the company as at 31 December 2007 and of its loss for the period then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the directors' report is consistent with the financial statements.

Ernst & Young LLP

Ernst & Young LLP
Registered Auditor, Edinburgh

H P Bulmer Limited

Profit and Loss Account

For the year ended 31 December 2007

| | | Year ended 31 December 2007 £'000 | Year ended 31 December 2006 £'000 |
|--|-------------|--|--|
| | <i>Note</i> | | |
| Sale of brand rights | 5 | 2,031 | - |
| Profit on ordinary activities before interest | | 2,031 | - |
| Net interest payable | 6 | (3,622) | (2,806) |
| Loss on ordinary activities before taxation | | (1,591) | (2,806) |
| Taxation (charge)/credit on loss on ordinary activities | 7 | 477 | (105) |
| Loss attributable to ordinary shareholders retained | | (1,114) | (2,911) |

Statement of Total Recognised Gains and Losses for the year ended 31 December 2007

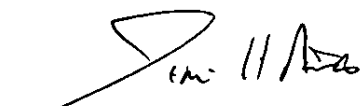
There are no recognised gains and losses for the current financial year other than the loss of £1,114,000 (year ended 31 December 2006 – loss of £2,911,000) shown above.

H P Bulmer Limited

Balance Sheet **At 31 December 2007**

| | | 31 December 2007 | | 31 December 2006 (restated) | |
|---|-------------|------------------|--------|--------------------------------|--------|
| | <i>Note</i> | £'000 | £'000 | £'000 | £'000 |
| Fixed assets | | | | | |
| Investments | 8 | | 13,220 | | 13,220 |
| Current assets | | | | | |
| Debtors | 9 | 126,489 | | 124,058 | |
| Creditors: amounts falling due within one year | 10 | (61,141) | | (57,596) | |
| Net current assets | | | 65,348 | | 66,462 |
| | | | 78,568 | | 79,682 |
| Capital and reserves | | | | | |
| Called up share capital | 11 | | 2,693 | | 2,693 |
| Share premium account | 12 | | 195 | | 195 |
| Profit and loss account | 12 | | 75,680 | | 76,794 |
| | | | 78,568 | | 79,682 |

These accounts were approved by the Board of Directors on 24 October 2008 and were signed on its behalf by:


Director

H P Bulmer Limited

Notes to the accounts

1. Accounting Policies

Basis of preparation

The accounts are prepared in accordance with applicable United Kingdom Accounting Standards and as a going concern.

The financial statements have been prepared on a historical cost basis and the accounting policies outlined have been applied consistently throughout the periods under review.

The company has taken advantage of exemptions under FRS1 and has not prepared a cash flow statement.

The company has taken advantage of exemptions under FRS8 and has not disclosed certain related party transactions.

The company is exempt from the requirement to prepare consolidated accounts under Section 248 of the Companies Act 1985. The financial statements presented are therefore for the company only.

Investments

Shares in subsidiaries are stated at cost less provisions for any impairment in value.

Foreign Currency Translation

Transactions in foreign currencies are recorded at the rate of exchange at the date of transaction or, if hedged, at the forward contract rate. Assets and liabilities denominated in foreign currencies are translated to sterling at the exchange rates ruling at the end of the relevant financial period, or at contracted exchange rates where a forward contract has been entered into. Any adjustments arising from such translation are charged or credited to the profit and loss account. Exchange differences arising on foreign currency borrowings, to the extent that they hedge the company's investment in overseas operations, are reported in the statement of total recognised gains and losses. All other exchange differences are included in the profit and loss account.

Deferred taxation

Deferred taxation is provided, without discounting, on all timing differences which have originated but not reversed at the balance sheet date except for those which should not be recognised under FRS19, calculated at the enacted rates at which it is estimated that tax will be payable. Deferred taxation assets are only recognised to the extent that it is more likely than not that they will be recovered.

2. Net operating income

Fees in respect of services provided by the auditors for the statutory audit of the company and other services were paid on behalf of the company by its ultimate parent company Scottish and Newcastle plc.

3. Remuneration of Directors

No directors received emoluments from the company during the year ended 31 December 2007 (year ended 31 December 2006 – nil).

4. Staff numbers and costs

The average number of persons employed by the company (including directors) during the year was nil (year ended 31 December 2006 – nil).

H P Bulmer Limited

Notes to the accounts (continued)

5. Sale of brand rights

| | 31 December 2007 £'000 | 31 December 2006 £'000 |
|---|---------------------------------------|---------------------------------------|
| Sale of brand rights | 9,322 | - |
| Cost of cancelling existing licence agreement | (7,291) | - |
| | <u>2,031</u> | <u>-</u> |

In 2007, the company terminated early a 25-year licence agreement with S&N UK Limited, which had allowed S&N UK to use the Woodpecker brand. In return, the company provided compensation to S&N UK Limited totalling £7,291,000. The company then sold the brand rights for Woodpecker to S&N plc for £9,322,000.

6. Net Interest payable

| | Year ended 31 December 2007 £'000 | Year ended 31 December 2006 £'000 |
|---|--|--|
| Interest payable to group undertakings | 3,622 | 2,964 |
| Interest receivable from group undertakings | - | (158) |
| | <u>3,622</u> | <u>2,806</u> |

7. Taxation credit/(charge) on (loss)/profit on ordinary activities

| | Year ended 31 December 2007 £'000 | Year ended 31 December 2006 £'000 |
|--|--|--|
| (i) Tax credit/(charge) | | |
| Corporation Tax - current year credit/(charge) | 477 | 842 |
| - prior period credit/(charge) | - | (947) |
| | <u>477</u> | <u>(105)</u> |
| (ii) Tax reconciliation | | |
| Profit/(Loss) on ordinary activities before taxation | (1591) | (2,806) |
| Notional tax credit/(charge) at UK corporation tax rate of 30% | 477 | 842 |
| Permanent disallowable items | - | - |
| Transfer pricing adjustment | - | - |
| Prior period adjustment | - | (947) |
| | <u>477</u> | <u>(105)</u> |

H P Bulmer Limited

Notes to the accounts (continued)

8. Investments

| | Investment in subsidiaries £'000 |
|----------------------------|--|
| At 31 December 2006 & 2007 | 13,220 |

The company's principal subsidiaries are:

| | Country of incorporation and operation | Principal activity | % of equity holding |
|--|--|--------------------|---------------------------|
| Symonds Cider & English Wine Company Ltd | England | Cider | 100 |
| Inch's Cider Ltd | England | Cider | 100 |

9. Debtors

| | 31 December 2007 £'000 | 31 December 2006 £'000 |
|------------------------------------|------------------------------|------------------------------|
| Amounts owed by group undertakings | 124,407 | 124,058 |
| Corporation tax | 2,082 | - |
| | <u>126,489</u> | <u>123,928</u> |

10. Creditors: amounts falling due within one year

| | 31 December 2007 £'000 | 31 December 2006 (restated) £'000 |
|---------------------------------------|------------------------------|--|
| Amounts owed to other group companies | 61,141 | 57,519 |
| Corporation tax | - | 77 |
| | <u>61,141</u> | <u>57,596</u> |

11. Called up share capital

| <i>Authorised</i> | Number of shares | | Amount | |
|---|---------------------|---------------------|------------------------------|------------------------------|
| | 31 December 2007 | 31 December 2006 | 31 December 2007 £'000 | 31 December 2006 £'000 |
| Ordinary shares of 25p each | 12,400,000 | 12,400,000 | 3,100 | 3,100 |
| | | | <u>3,100</u> | <u>3,100</u> |
| <i>Allotted, called up & fully paid</i> | Number of shares | | Amount | |
| | 31 December 2007 | 31 December 2006 | 31 December 2007 £'000 | 31 December 2006 £'000 |
| Ordinary shares of 25p each | 10,773,000 | 10,773,000 | 2,693 | 2,693 |
| | | | <u>2,693</u> | <u>2,693</u> |

H P Bulmer Limited

Notes to the accounts (continued)

12. Reconciliation of movements in reserves

| | Share premium £'000 | Profit and loss account (restated) £'000 |
|--|---------------------------|--|
| At 31 December 2006 | 195 | 76,794 |
| Loss attributable to ordinary shareholders | - | (1,114) |
| At 31 December 2007 | 195 | 75,680 |

13. Parent company

The ultimate parent undertaking at the balance sheet date, which is also the parent for the largest group of undertakings for which group accounts were drawn up and of which the company is a member, is Scottish & Newcastle plc, a company registered in Scotland. Group accounts for this company may be obtained from the Company Secretary, Scottish & Newcastle plc, , 2-4 Broadway Park, Edinburgh, EH12 9JZ.

Subsequent to the balance sheet date, Scottish & Newcastle plc was acquired by Sunrise Acquisitions Limited, a company incorporated in Jersey and jointly owned by Carlsberg A/S and Heineken N.V.