

BERISFORD (UK) LIMITED

**REPORT AND FINANCIAL STATEMENTS
FOR THE 52 WEEKS ENDED 28 SEPTEMBER 2002**

Registered no: 211657



BERISFORD (UK) LIMITED

REPORT OF THE DIRECTORS

The Directors present their annual report and the audited financial statements for the period ended 28 September 2002. Comparative information represents the results for the 52 weeks ended 29 September 2001.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The company did not trade during the period. No future change in activities is envisaged.

RESULTS AND DIVIDEND

The results for the period are set out on page 4. The Directors do not recommend a dividend (2001: £nil).

DIRECTORS AND THEIR INTERESTS

The Directors who held office throughout the period and to date are as follows:

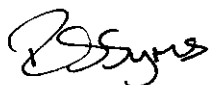
S & W Berisford Limited
Berisford (Overseas) Limited

The Directors had no interests in the Company other than a non-beneficial interest in one share held by S & W Berisford Limited.

The interests of the Directors in office at 28 September 2002 and at 29 September 2001 in shares of other companies in the Enodis group are set out in Note 9 to the financial statements.

Other than as shown in note 9 the directors had no interests in other group companies.

Approved by the Board of Directors and signed by order of the Board.



R SYMS
Secretary
Washington House
40-41 Conduit Street
London
W1S 2YQ

22 July 2003

BERISFORD (UK) LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

United Kingdom company law requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss of the Company for that period. In preparing those 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;
- ensure applicable 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 which 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 the Company's system of internal control, 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 BERISFORD (UK)
LIMITED**

We have audited the financial statements of Berisford (UK) Limited for the period ended 28 September 2002 which comprise the profit and loss account, the balance sheet and the related notes 1 to 10. 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

As described in the statement of Directors' responsibilities, the Company's Directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

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 if, in our opinion, the Directors' report is not consistent with the financial statements, if 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 transactions with the Company is not disclosed.

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

Basis of audit opinion

We conducted our audit in accordance with United Kingdom auditing standards 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 of the state of the Company's affairs as at 28 September 2002 and of its result for the 52 weeks then ended and have been properly prepared in accordance with the Companies Act 1985.



Deloitte & Touche
Chartered Accountants and Registered Auditors
London

25 July 2003

BERISFORD (UK) LIMITED**PROFIT AND LOSS ACCOUNT****52 weeks ended 28 September 2002**

		52 weeks to 28 September 2002 <u>£'000</u>	52 weeks to 29 September 2001 <u>£'000</u>
	<u>Notes</u>		
Administration expenses		(1)	-
OPERATING LOSS AND LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	2	(1)	-
Tax on loss on ordinary activities	3	-	-
Retained loss on ordinary activities for the period		(1)	-
Retained loss brought forward		(5,996)	(5,996)
Retained loss carried forward		<u>(5,997)</u>	<u>(5,996)</u>

The company has no recognised gains or losses in the period, or the prior period, other than the above result.

BERISFORD (UK) LIMITED**BALANCE SHEET****28 September 2002**

		28 September 2002 £'000	29 September 2001 £'000
	<u>Notes</u>		
DEBTORS			
Amounts owed by ultimate parent company		<u>25,691</u>	<u>25,691</u>
CREDITORS: amounts falling due within one year	5	(1)	-
NET CURRENT ASSETS		<u>25,690</u>	<u>25,691</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>25,690</u>	<u>25,691</u>
SHARE CAPITAL AND RESERVES			
Called up share capital	6	31,687	31,687
Profit and loss account		<u>(5,997)</u>	<u>(5,996)</u>
EQUITY SHAREHOLDERS' FUNDS	7	<u>25,690</u>	<u>25,691</u>

Approved by the Board of Directors on 22 July 2003.

**D R Hooper**For and on behalf of S & W Bersiford Ltd
Director

BERISFORD (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the 52 weeks to 28 September 2002

1. ACCOUNTING POLICIES

Basis of Accounting

These financial statements have been prepared under the historical cost convention in accordance with applicable accounting standards in the United Kingdom.

Taxation

Corporation tax payable is provided on taxable profits at the current rate.

Deferred taxation is provided on timing differences that result in obligations at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets and liabilities are not discounted.

2. LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

The Directors' were not remunerated for their services to the Company (2001: £nil). The Company does not have any employees other than the Directors (2001: nil).

No auditors' remuneration has been charged in the financial statements in either period, as these are borne by the ultimate parent company.

BERISFORD (UK) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued) for the 52 weeks to 28 September 2002

3. TAX ON LOSS ON ORDINARY ACTIVITIES

There is no corporation tax charge for this period, as the company made losses for which no credit is available.

Rate reconciliation

The tax assessed for the period is lower than that resulting from applying the standard rate of corporation tax in the UK of 30% (2001: 30%). The differences are explained below:

	52 weeks to 28 September 2002
	%
Standard tax rate for period as a percentage of profits	30
Effects of:	
Losses not provided for	(30)
Current tax rates for period as a percentage of profits	-

There are no provided or unprovided deferred tax assets or liabilities.

4. TRANSACTIONS WITH RELATED PARTIES

The Company has taken advantage of the exemption granted by paragraph 3(c) of FRS8 – 'Related Party Disclosures' – not to disclose transactions with entities which are part of Enodis plc. Group, as the consolidated financial statements, in which the Company is included, are publicly available.

5. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	28 September 2002 £'000	29 September 2001 £'000
Accruals	1	-
	1	-

BERISFORD (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS (continued)**
for the 52 weeks to 28 September 2002**6. CALLED UP SHARE CAPITAL**

	28 September 2002 £'000	29 September 2001 £'000
Authorised :		
35,000,000 ordinary shares of £1 each	35,000	35,000
Allotted, called up and fully paid :		
31,686,531 ordinary shares of £1 each	31,687	31,687

7. RECONCILIATION OF EQUITY SHAREHOLDERS' FUNDS

	28 September 2002 £'000	29 September 2001 £'000
At beginning of period	25,691	25,691
Result for the period	(1)	-
At end of period	25,690	25,691

8. IMMEDIATE AND ULTIMATE PARENT COMPANY

The ultimate parent company and controlling entity is Enodis plc, a company incorporated in Great Britain. Enodis plc is the smallest and largest group of undertakings for which group financial statements are prepared. The immediate controlling entity is Berisford Holdings Limited, a company incorporated in Great Britain. Copies of the Financial Statements of Enodis plc can be obtained from the Secretary at Washington House, 40-41 Conduit Street, London, W1S 2YQ.

BERISFORD (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS (continued)**
for the 52 weeks to 28 September 2002**9. DIRECTORS' INTERESTS IN OTHER ENODIS GROUP COMPANIES**

	Nominal value of Ordinary Shares Held	Number of shares 28 September 2002	29 September 2001
Interests of Berisford (Overseas) Limited			
in:			
Berisford (Jersey) Limited	£1	103,492	103,492
Turner Curzon Limited (non beneficial)	5p	1	1
Non beneficial interests of S & W Berisford			
Limited in:			
Berisford Bristar (Investments) Limited	£1	46,240,001	46,240,001
Berisford Bristar Limited	£1	275,481	275,481
Berisford - Charter Residential Limited	£1	1	1
Berisford Holdings Limited	£1	1	1
Berisford Industries Limited	£1	1	1
Berisford International Limited	£1	1	1
Berisford (Overseas) Limited	£1	1	1
Bristar Trading Limited	£1	1	1
Bristar Trading Overseas Limited	£1	1	1
Berisford Treasury Limited	£1	1	1
Berisford (UK) Limited	£1	1	1
Craneheath Limited	£1	1	1
Enodis Investments Limited	50p	1,001	1,001
Enodis Property Developments Limited	£1	1,240	1,240
Enodis Property Group Limited	£1	1	1
Garland Catering Equipment Limited	£1	1	1
J. H. Rayner (Cocoa) Limited	£1	1	1
J. H. Rayner (Mincing Lane) Limited	£1	2	2
Manston Limited	US\$1	1	1
Steamhammer Limited	£1	1	1
Turner Curzon Ltd	5p	6	6

10. CONTINGENT LIABILITY

The Company has a contingent liability in respect of an upstream guarantee issued, together with other subsidiaries of the Enodis group, in favour of Credit Suisse First Boston and The Royal Bank of Scotland plc (acting as facility agent) as security for the new financing arrangements totalling US\$309 million available to Enodis Holdings Limited and other subsidiary undertakings of the Enodis Group. The Company has given normal guarantees and letters of support in respect of transactions and the on-going trading of its subsidiaries.

There is a a contingent liability in respect of the cross guarantee, given by the Company, together with other members of the Enodis Group, in favour of National Westminster Bank. At 28 September 2002, the borrowings amounted to £164,542.