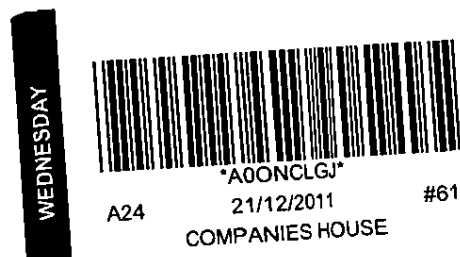


Lowesmoor Foods Limited

Directors' report and financial statements

31 May 2011

Registered number 03113684



Contents

Directors' report	1
Statement of directors' responsibilities	2
Report of the independent auditors' to the members of Lowesmoor Foods Limited	3
Profit and loss account	4
Balance sheet	5
Notes	6

Directors' report

Introduction

The directors present their annual report and the audited financial statements for the period ended 31 May 2011. The comparative figures relate to the period ended 22 May 2010. Due to the implementation of a new accounting system, the company has moved from a 4-4-5 accounting period to a calendar period ending 31 May. This is consistent with other companies within the group.

Principal activities

The principal activity of the company is poultry processing and distribution business and the import and distribution of animal feed products.

Business review and summary results

The directors consider the key performance indicators for the business to be turnover and profit.

Summarised results are given below:

	2011 £000	2010 £000
Turnover	981	990
Profit on ordinary activities after taxation for the financial period	5	31

Dividends

During the period the company neither declared nor paid a dividend (2010: £nil).

Policy and practice on payment of creditors

The company aims to pay all its creditors promptly. It is the company's policy to agree the terms of payment with its suppliers, ensure that suppliers are aware of the terms of payment, and to pay in accordance with contractual and other obligations.

Directors

The directors who served during the period and at the report date were:

R Maxfield (resigned 24 November 2011)

C W Oliver

J B Sikes (appointed 24 November 2011)

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 that 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.

Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board



C W Oliver
Director
1 December 2011

Grandstand Road
Hereford
Herefordshire
HR4 9PB

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 they have elected to prepare the financial statements in accordance with UK accounting standards and applicable law (UK Generally Accepted Accounting Practice)

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 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Independent auditors' report to the members of Lowesmoor Foods Limited

We have audited the financial statements of Lowesmoor Foods Limited for the period ended 31 May 2011 set out on pages 4 to 11. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 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 explained more fully in the Directors' Responsibilities Statement set out on page 2, 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

A description of the scope of an audit of financial statements is provided on the APB's web-site at www.frc.org.uk/apb/scope/private.cfm

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 May 2011 and of its profit for the period then ended,
- have been properly prepared in accordance with UK 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 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



Tim Widdas (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

St Nicholas House
31 Park Row
Nottingham
NG1 6FQ
1 December 2011

Profit and loss account
for the period ended 31 May 2011

	<i>Note</i>	2011	2010
		£000	£000
Turnover	2	981	990
Cost of sales		(973)	(982)
Gross profit		8	8
Other operating income		6	20
Administrative expenses		(7)	(3)
Profit on ordinary activities before taxation	4	7	25
Tax (charge) / credit on profit on ordinary activities	5	(2)	6
Profit for the financial period	9	5	31

The company had no recognised gains or losses other than the result for the period

The company made no acquisitions and had no discontinued activities in the period

Balance sheet
at 31 May 2011

	<i>Note</i>	2011 £000	2010 £000
Current assets			
Debtors	6	144	228
Creditors amounts falling due within one year	7	(27)	(116)
Net assets		<u>117</u>	<u>112</u>
Capital and reserves			
Called up share capital	8	-	-
Profit and loss account	9	117	112
Shareholder's funds	10	<u>117</u>	<u>112</u>

These financial statements were approved by the board of directors on 1 December 2011 and were signed on its behalf by



C W Oliver
Director

Notes

(forming part of the financial statements)

1 Accounting policies

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

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards and on a going concern basis. Due to the implementation of a new accounting system, the company has moved from a 4-4-5 accounting period to a calendar period ending 31 May. This is consistent with other companies within the group.

Turnover

Turnover, all of which arose from the company's principal activity, represents the amounts, excluding Value Added Tax, derived from the provision of goods and services to customers during the period. Revenue is only recognised when the goods are delivered and when the risks and rewards of ownership pass to the buyer.

Foreign currencies

Transactions in foreign currencies are translated at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated to sterling at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the income statement.

Dividends on shares presented within shareholder's funds

Dividends unpaid at the balance sheet date are only recognised as a liability at that date to the extent that they are appropriately authorised and are no longer at the discretion of the company. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements.

Taxation

The charge for taxation is based on the result for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Provision is made for deferred taxation, without 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, except as otherwise required by Financial Reporting Standard 19 *Deferred tax*. A deferred tax asset is recognised to the extent it is regarded as recoverable. Provision is made at rates of taxation anticipated to be in force when the timing differences are expected to reverse.

Notes (continued)

1 Accounting policies (continued)

Classification of financial instruments issued by the company

Financial instruments issued by the company are treated as equity (i.e. forming part of shareholder's funds) only to the extent that they meet the following two conditions

- a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company and
- b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Finance payments associated with financial liabilities are dealt with as part of interest payable and similar charges. Finance payments associated with financial instruments that are classified as part of shareholder's funds (see dividends policy), are dealt with as appropriations in the reconciliation of movements in shareholder's funds.

Notes (continued)

2 Segmental analysis

(i) analysis by class of business

	Poultry processing and distribution		Import and distribution of animal feed		Total	
	2011	2010	2011	2010	2011	2010
	£000	£000	£000	£000	£000	£000
Turnover						
Sales to third parties	<u>798</u>	<u>340</u>	<u>183</u>	<u>650</u>	<u>981</u>	<u>990</u>
Profit before taxation						
Segment profit	<u>12</u>	<u>3</u>	<u>(1)</u>	<u>23</u>	<u>11</u>	<u>26</u>
Common costs					<u>(4)</u>	<u>(1)</u>
Profit on ordinary activities before taxation					<u>7</u>	<u>25</u>
Net assets						
Segment net assets	<u>(23)</u>	<u>170</u>	<u>66</u>	<u>57</u>	<u>43</u>	<u>227</u>
Unallocated net assets					<u>74</u>	<u>(115)</u>
Total net assets					<u>117</u>	<u>112</u>

(ii) analysis by geographical segment

In both the current and preceding period all of the company's sales and operating profits originated in the United Kingdom. An analysis of turnover by geographical destination is shown below

	United Kingdom		Rest of Europe		Total	
	2011	2010	2011	2010	2011	2010
	£000	£000	£000	£000	£000	£000
Turnover						
Sales to third parties	<u>798</u>	<u>340</u>	<u>183</u>	<u>650</u>	<u>981</u>	<u>990</u>
Profit before taxation						
Segment profit	<u>12</u>	<u>3</u>	<u>(1)</u>	<u>23</u>	<u>11</u>	<u>26</u>
Common costs					<u>(4)</u>	<u>(1)</u>
Profit on ordinary activities before taxation					<u>7</u>	<u>25</u>
Net assets						
Segment net assets	<u>(23)</u>	<u>170</u>	<u>66</u>	<u>57</u>	<u>43</u>	<u>227</u>
Unallocated net assets					<u>74</u>	<u>(115)</u>
Total net assets					<u>117</u>	<u>112</u>

Notes (continued)

3 Staff numbers and costs

There were no employees during the period. Sun Valley Foods Limited pays the directors' emoluments of R Maxfield and C W Oliver. There is no cost to the company for making their services available as a director of the company.

4 Profit on ordinary activities before taxation

	2011 £000	2010 £000
Profit on ordinary activities before taxation is stated after charging		
<i>Auditors' remuneration</i>		
Audit of these financial statements	<u>1</u>	<u>1</u>

5 Taxation

	2011 £000	2010 £000
(a) Analysis of charge / (credit) in the period		
<i>Current tax</i>		
UK corporation tax at 27.67% (2010: 28%)	2	7
Prior year adjustment	-	(13)
Total current tax charge / (credit) (note 5 (b))	<u>2</u>	<u>(6)</u>
(b) Factors affecting current tax charge / (credit) in the period		
The current tax assessment for the year same as (2010: lower than) the standard rate of corporation tax in the UK of 27.67% (2010: 28%)		
Profit on ordinary activities before taxation	<u>7</u>	<u>25</u>
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 27.67% (2010: 28%)	2	7
Prior year adjustment	-	(13)
Current tax charge / (credit) for the period	<u>2</u>	<u>(6)</u>

The 2011 Budget on 23 March 2011 announced that the UK corporation tax rate will reduce to 23% over a period of 4 periods from 2011. The first reduction in the UK corporation tax rate from 28% to 27% (effective from 1 April 2011) was substantively enacted on 20 July 2010, and further reductions to 26% (effective from 1 April 2011) and 25% (effective from 1 April 2012) were substantively enacted on 29 March 2011 and 5 July 2011 respectively.

Notes (continued)

6 Debtors

	2011 £000	2010 £000
<i>Due within one year</i>		
Amounts owed by group undertakings	78	170
Prepayments and accrued income	66	58
	<u>144</u>	<u>228</u>
<i>Amounts owed by group undertakings comprise</i>		
Short term deposits	78	-
Trade debtors	-	170
	<u>78</u>	<u>170</u>

7 Creditors: amounts falling due within one period

	2011 £000	2010 £000
<i>Due within one year</i>		
Amounts owed to group undertakings	23	111
Other creditors including taxation and social security	2	4
Accruals and deferred income	2	1
	<u>27</u>	<u>116</u>
<i>Amounts owed to group undertakings comprise</i>		
Trade creditors	23	-
Short term deposits	-	111
	<u>23</u>	<u>111</u>
<i>Other creditors including taxation and social security</i>		
Corporation tax	2	4
	<u>2</u>	<u>4</u>

8 Called up share capital

	2011 £	2010 £
<i>Allotted, called up and fully paid</i>		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

Notes (continued)

9 Profit and loss account

	2011 £000	2010 £000
At beginning of the period	112	81
Profit for the period	5	31
At end of the period	117	112

10 Reconciliation of movement in shareholder's funds

	2011 £000	2010 £000
Opening shareholder's funds	112	81
Retained profit for the financial period	5	31
Closing shareholder's funds	117	112

11 Related party transactions

Transactions with Cargill, Incorporated and fellow subsidiaries of Cargill, Incorporated carried out at an arm's length basis are disclosed below

	2011 £000	2010 £000
<i>Sales made by Lowesmoor Limited to</i>		
Cargill SLU	183	650
	183	650
<i>Purchases made by Lowesmoor Limited from</i>		
Cargill SLU	336	550
Cargill Meats Thailand Limited	336	273
	672	823

12 Ultimate holding company and parent undertaking

The immediate parent undertaking of Lowesmoor Foods Limited is Cargill PLC, a company incorporated in Great Britain and registered in England and Wales. Cargill, Incorporated is the ultimate parent undertaking of Lowesmoor Foods Limited and is regarded by the directors as being the company's ultimate controlling party.

The parent undertaking of the smallest and largest group into which the accounts of the company are consolidated is Cargill, Incorporated, a company incorporated in the USA. The consolidated financial statements of this group are lodged at Companies House, Crown Way, Cardiff, CF4 3UZ.