

Brambles Foods Limited

**Directors' report and financial
statements**

Registered number 3229975

Year ended 1 October 2011

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Company information

Directors

C Thomas
G Cox
S Wood

Company Secretary and Registered Office

G Cox
Food Partners House
Poyle Road, Colnbrook
Slough
SL3 0QX

Auditors

KPMG LLP
Altius House
One North Fourth Street
Milton Keynes
MK9 1NE

Bankers

Bank of Scotland
Level 3, Citymark
150 Fountainbridge
Edinburgh
EH3 9PE

Rabobank
Thames Court
1 Queenhithe
London
EC4V 3RL

Directors' report

The directors present their directors' report and audited financial statements for the year ended 1 October 2011

Principal activities

The company's principal activity is that of manufacture and distribution of fresh chilled sandwiches and related snack food products

Directors

The directors who held office during the year are

S Wood	(appointed 1 September 2011)
J Momen	(resigned 1 October 2011)
C Thomas	
P Kingsley-Bates	(resigned 28 September 2011)
G Cox	

Business review

The company continues to supply a wide range of chilled sandwiches, wraps, paninis and snack salads to the contract catering, education and health markets within the food service sector

Results

In the 12 month period the company made a profit after tax of £617,000 (2010 loss of £1 328,000)

During the previous year the company incurred charges totalling £1,413,000 relating to the award of a contract

No dividends were paid or proposed during the year (2010 £nil)

Post balance sheet events

On 11 April 2012 the entire issued ordinary share capital of the company together with certain other subsidiary undertakings of Adelle Food Holdings Limited was acquired by De Facto 1945 Limited an indirect subsidiary of India Hospitality Corporation ("IHC") Further details are provided in Notes 1 and 20 to the financial statements

It should be noted that the acquisition of the Company is not expected to adversely impact our customers, suppliers or employees. The Directors look forward to a new era for the Company and wider Group, as well as developing the relationship with IHC and realising the benefits that this new ownership will bring

Future outlook

Following the transfer of ownership on 11 April 2012 to De Facto (1945) Limited the directors are excited about the next phase of growth and future for the company

The new capital structure of the group, backed by IHC, allows for the next stage of the company's development with additional working capital becoming available to grow the business within the Food To Go category which it operates in

IHC's strong customer relationships will strengthen our position as a major manufacturer of sandwiches and like products

Principal risks and uncertainties

From the perspective of the company, the principal risks and uncertainties were integrated with the principal risks of the Adelle group and are not managed separately. Accordingly, the principal risks and uncertainties of Adelle Food Holdings Limited, which include those of the company, are discussed in the group's annual report, which does not form part of this report

Directors' report *(continued)*

Business review *(continued)*

Key performance ratios

The business relies on a number of specific Key Performance Indicators (KPI's) These are used by the management team to monitor performance on a regular basis

The main KPI's are as follows

- EBITDA – earnings before exceptional items, interest, tax, depreciation and amortisation,
- Customer service – orders fulfilled against orders placed,
- Factory variances – actual performance against standard costs,
- Quality monitoring – adherence to customer specifications,
- Labour turnover and absence monitoring,
- Working capital days – stock, trade debtors and creditors expressed as a ratio to sales and purchases, and
- Cash flow before financing - cash flow from operations of the Company after capital expenditure and tax

Financial risk management

The company's operations expose it to a number of financial risks that include the effect of changes in credit risk, liquidity risk and interest rate risk Brambles Foods Limited has no significant funding beyond that provided centrally by the Adelle group up until 11 April 2012 and De Facto 1945 Limited thereafter Financial risk management was a service provided at group level, as a function of Adelle Food Holdings Limited

The company has in place a risk management policy that seeks to limit the adverse effects on the financial performance of the company by monitoring levels of debt finance and the related finance costs Given the size of the company, the directors do not delegate the responsibility of monitoring financial risk management to a sub committee of the Board The policies set by the Board of Directors are implemented by the company's risk management and finance departments, which are directly responsible to Executive Directors

Credit risk

The company has implemented policies that require appropriate credit checks on potential customers before finance is granted The company's risk management and underwriting sections are responsible for continually monitoring the credit risks associated with new and existing business

Price risk

The company is exposed to increases in fuel costs through its distribution activities, and to raw material price increases, particularly the recent increases in wheat prices The company closely monitors any changes in price and actively seeks to mitigate impacts through negotiations with both customers and suppliers During the year there was minimal adverse impact on profitability as a result of price changes

Liquidity risk

The company has access to committed and uncommitted bank credit lines and intra-group lending lines to ensure it has sufficient funds available for operations and any planned expansion

Interest rate risk

The company has minimal exposure to interest rate cash flow risk Debts owing to Adelle Food Acquisitions Limited and other group undertakings were non-interest bearing, and carried fair value interest rate risk, however the directors did not consider this risk to be significant

Directors' report *(continued)*

Charitable and political donations

The company made charitable contributions of £nil (2010 £300) The company did not make any political donations (2010 £nil)

Employees

During the period, the company gave full and fair consideration to applications for employment from disabled persons having regard to their particular aptitudes when related to any suitable opportunities available Company policy provides that existing employees who become disabled shall continue employment with the company if at all possible, subject to any appropriate retraining

Training, career development and promotion apply equally to all employees, taking into consideration their aptitudes and abilities

Matters of interest and concern are regularly circulated to employees Meetings are held at various staff levels on a regular basis to discuss matters of mutual interest including financial and economic factors which affect the performance of the company and the view of employees are taken into account when making decisions which are likely to affect their interests

Going concern

On 11 April 2012 the entire issued ordinary share capital of the company together with certain other subsidiary undertakings of Adelle Food Holdings Limited was acquired by De Facto 1945 Limited an indirect subsidiary of India Hospitality Corporation The trading activities of the company are not affected by this transaction Following this transaction the directors consider that the level of debt that is required to be serviced by the subsidiary companies of De Facto 1945 Limited is appropriate for the expected performance of the new Group Furthermore additional working capital funding was made available to the company and other Group undertakings of De Facto 1945 Limited Having considered the expected future trading performance of the Company and made appropriate enquiries of the Directors of De Facto 1945 Limited and its parent companies the Directors have concluded that the company will have adequate financial resources to meet its obligations for the foreseeable future For this reason they continue to adopt the going concern basis in preparing the financial statements

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 Each director has taken all the steps that he or she ought to have taken as a director to make himself or herself 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 will therefore continue in office

By order of the board



G Cox
Director

Food Partners House
Poyle Road, Colnbrook
Slough
SL3 0QX

11 April 2012

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 year. Under that law the directors 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 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,
- 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.



KPMG LLP

Altius House
One North Fourth Street
Milton Keynes
MK9 1NE
United Kingdom

Independent auditor's report to the members of Brambles Foods Limited

We have audited the financial statements of Brambles Foods Limited for the year ended 1 October 2011 set out on pages 8 to 18. 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 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 5, 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 (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 1 October 2011 and of its profit for the year 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 year for which the financial statements are prepared is consistent with the financial statements.

Independent auditors' report to the members of Brambles Foods Limited

(continued)

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

S. Muncey

S. Muncey for and on behalf of KPMG LLP,
Senior Statutory Auditor
Chartered Accountants
Altius House
One North Fourth Street
Milton Keynes MK9 1NE
United Kingdom

11 April 2012

Profit and loss account
for the year ended 1 October 2011

		1 October 2011 £000	2 October 2010 £000
	<i>Note</i>		
Turnover	2	31,937	24,969
Cost of sales		(22,787)	(16,195)
		<hr/>	<hr/>
Gross profit		9,150	8,774
Distribution costs		(4,044)	(3,850)
Administration expenses		(4,161)	(6,779)
		<hr/>	<hr/>
Operating profit/(loss)	3-5	945	(1,855)
Other interest receivable and similar income	6	5	-
Other interest payable and similar charges	7	(7)	(12)
		<hr/>	<hr/>
Profit/(loss) on ordinary activities before taxation		943	(1,867)
Tax on profit/(loss) on ordinary activities	8	(326)	539
		<hr/>	<hr/>
Profit/(loss) for the financial year	16	617	(1,328)
		<hr/>	<hr/>

The company has no recognised gains and losses other than the profit/(loss) above and therefore no separate statement of total recognised gains and losses is presented

There is no difference between the loss on ordinary activities before taxation and the profit/(loss) for the period stated above, and their historical cost equivalents

All operations are continuing

The notes on pages 10 to 18 form part of these financial statements

Balance sheet
at 1 October 2011

	<i>Notes</i>	2011 £000	2010 £000
Fixed assets			
Tangible assets	9	1,560	1,805
		<u>1,560</u>	<u>1,805</u>
Current assets			
Stocks	10	649	851
Debtors	11	6,048	10,470
Cash at bank and in hand		2,642	488
		<u>9,339</u>	<u>11,809</u>
Creditors' amounts falling due within one year	12	(4,716)	(3,904)
		<u>4,623</u>	<u>7,905</u>
Net current assets			
		<u>4,623</u>	<u>7,905</u>
Total assets less current liabilities		6,183	9,710
Creditors' amounts falling due after more than one year	13	(1,792)	(5,936)
		<u>4,391</u>	<u>3,774</u>
Net assets			
		<u>4,391</u>	<u>3,774</u>
Capital and reserves			
Called up share capital	14	130	130
Profit and loss account	15	4,261	3,644
		<u>4,391</u>	<u>3,774</u>
Shareholder's funds	16	4,391	3,774
		<u>4,391</u>	<u>3,774</u>

The notes on pages 10 to 18 form part of these accounts

The financial statements were approved by the board of directors on 11 April 2012 and were signed on its behalf by

G Cox
Director

Registered number 3229975

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 accounting rules

Under FRS 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements

As the company was a wholly owned subsidiary of the group headed by Adelle Food Holdings Limited, the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties). The consolidated financial statements of Adelle Food Holdings Limited, within which this company is included, can be obtained from the address given in note 21

Going concern

On 11 April 2012 India Hospitality Corporation ("IHC"), registered in the Cayman Islands, acquired, through its subsidiary company De Facto 1945 Limited (newly incorporated in England and Wales, registered number 7964277), the entire issued ordinary share capital of various subsidiary undertakings of the Adelle Food Holdings Ltd Group, namely Buckingham Foods Limited, Food Partners Limited, Brambles Food Group Limited, Superior Foods Group Limited and Thomas Food Group Limited. The acquisitions were funded through a combination of issue of new ordinary share capital, issue of debt to IHC, a new term debt facility and new asset backed lending facilities. The funds raised from each of these facilities was used to both acquire the companies and provide additional working capital funding to the businesses should it be required. Both the term debt facility and the ABL facility place certain covenant obligations, jointly and severally, on De Facto 1945 Limited and each of its subsidiary undertakings. The term debt facility covenants primarily consist of a traditional quarterly covenant suite of cash cover, interest cover and leverage tests with the first test not being applicable until June 2013. In the directors opinion there is sufficient headroom to the current budget and strategic plan to allow the Group to comfortably meet these covenant tests

The ABL facility includes the same covenant tests as the term debt facility, and in addition includes tests relating to group debtor day and creditor day KPI's. The thresholds for these tests have also been set with reference to the current budget and strategic plan, with an appropriate level of headroom applied such that the Directors are confident the Company can comfortably operate within these requirements

The ABL facility utilisation will fluctuate with the seasonal working capital requirements of the business and is expected to be drawn to between £10m and £20m at a Group level at any point in time. The term debt facility comprises a senior facility of £4m and a junior facility of £6m, repayable over the period to March 2017. The first payment of the outstanding capital will fall on 30 June 2014. Both term debt facilities attract a market rate of interest, however, the junior facility interest is capitalised and repayable at March 2017. The Directors consider these facilities to be appropriate for the size and scale of the Group

The Group as a whole is expected to have sufficient access to cash reserves to be able to provide funding to the Company, should it be required

The directors consider the company has access to sufficient cash resources in order to meet its liabilities as they fall due. The directors have carefully considered the financial position of the company, its projected trading performance and access to funds, including the expected compliance with Group covenants, and accordingly have prepared the financial statements on a going concern basis

Notes (continued)

1 Accounting policies (continued)

Turnover

Turnover represents sales to outside customers at invoiced amounts, net of settlement discounts received and rebates and overrides payable to customers under volume discount arrangements. Revenue is recognised on delivery of goods when risk and rewards pass to customers.

Goodwill

Purchased goodwill is capitalised and amortised on a straight-line basis over its estimated useful life of 5 years.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost.

Depreciation is provided at rates calculated to write off the cost or revalued amount of each asset, except freehold land, on a straight line basis over its expected useful life. The expected useful lives of assets are as follows:

Leasehold property	Over the shorter of the lease term and 50 years
Motor vehicles	3 - 25 years
Fixtures, fittings and equipment	3 - 15 years

Provisions

Provisions are recognised when the company has a present obligation, as result of a past event and it is probable that an outflow of economic benefits will be required to settle the obligation, and a reliable estimate of that obligation can be made.

Where the effect of time value of money is material, the provision is discounted to present value of the expenditure expected to be required to settle the obligation.

Financial instruments

The company has adopted the presentation requirements of FRS25 "Financial Instruments: disclosure and presentation". The group applies the amortised cost model in accountancy for financial assets and liabilities; it has not adopted FRS26 "Financial instruments, recognition and measurement".

Taxation

The charge for taxation is based on the profit or loss for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised, 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 FRS 19.

Prepayments and accrued income

Payments made to secure long term contracts are deferred within debtors and charged to the profit and loss account over the term of the contract. Accrued income, where contractually due, is credited to the profit and loss account as it is earned.

Pensions

Contributions payable for pension arrangements for employees which are in the nature of defined contribution schemes are charged to the profit and loss account as incurred.

Research and development

All costs relating to product development are written off as incurred. No research costs are incurred.

Notes (continued)

2 Turnover

The origination of all turnover is in the United Kingdom. Turnover represents amounts (excluding VAT) derived from the provision of goods to customers.

The directors are of the opinion that the company has only one class of business and therefore no further analysis of turnover, profit or assets is provided.

3 Profit/(loss) on ordinary activities before taxation

	Year ended 1 October 2011 £000	Year ended 2 October 2010 £000
<i>Profit/(loss) on ordinary activities before taxation is stated after charging/(crediting)</i>		
Auditors' remuneration		
Audit of these financial statements	20	20
Taxation	13	14
Depreciation and other amounts written off tangible fixed assets		
Depreciation of owned assets	514	494
Profit on disposal of fixed assets	(12)	(12)
Amortisation of goodwill	-	150
Cost relating to award of contract	-	1,413
Operating lease rentals		
Plant and machinery	42	175
Other	443	392
	<u> </u>	<u> </u>

4 Remuneration of directors

No directors received remuneration for their services to this company during the year (2010 £nil)

Notes (continued)

5 Staff costs

The average number of persons employed by the company (including directors) during the period, analysed by category, was as follows

	Number of employees	
	Year ended 1 October 2011	Year ended 2 October 2010
Staff	357	352
Management	48	60
	<u>405</u>	<u>412</u>

The aggregate payroll costs of these persons were as follows

	Year ended 1 October 2011 £000	Year ended 2 October 2010 £000
Wages and salaries	6,408	6,046
Social security costs	435	396
Other staff costs	34	208
	<u>6,877</u>	<u>6,650</u>

6 Interest receivable and similar income

	Year ended 1 October 2011 £000	Year ended 2 October 2010 £000
Other interest receivable	5	-
	<u>5</u>	<u>-</u>

7 Interest payable and similar charges

	Year ended 1 October 2011 £000	Year ended 2 October 2010 £000
Other interest	7	12
	<u>7</u>	<u>12</u>

Notes (continued)

8 Taxation

	Year ended 1 October 2011 £000	Year ended 2 October 2010 £000
<i>UK corporation tax</i>		
Current tax (credit)/charge on income for the period	-	(127)
Group Relief	48	-
	<hr/>	<hr/>
Total current tax	48	(127)
	<hr/>	<hr/>
<i>Deferred tax</i>		
(Origination)/reversal of timing differences	297	(412)
Adjustment in respect of previous periods	(19)	-
	<hr/>	<hr/>
Total deferred tax	278	(412)
	<hr/>	<hr/>
Tax on profit/(loss) on ordinary activities	326	(539)
	<hr/>	<hr/>

The current tax charge for the year is lower(2010 higher) than the standard rate of corporation tax in the UK of 27% (2010 28%). A current tax reconciliation is provided below

	Year ended 1 October 2011 £000	Year ended 2 October 2010 £000
<i>Current tax reconciliation</i>		
Profit/(loss) on ordinary activities before tax	943	(1 867)
	<hr/>	<hr/>
Current tax at 27% (2010 28%)	254	(523)
	<hr/>	<hr/>
<i>Effects of</i>		
Capital allowances for period less than depreciation	100	72
Expenses not deductible for tax	16	116
Group relief not paid for	-	-
Losses	(325)	332
Impact of change in tax rate	(19)	15
Transfer pricing adjustment	(2)	(4)
Adjustment in respect of previous periods	38	(127)
Other timing differences	(14)	(8)
	<hr/>	<hr/>
Total current tax charge/(credit) (see above)	48	(127)
	<hr/>	<hr/>

The 2012 Budget on 21 March 2012 announced that the UK corporation tax rate will reduce to 22% by 2014. A reduction in the rate from 26% to 25% (effective from 1 April 2012) was substantively enacted on 5 July 2011, and a further reduction to 24% (effective from 1 April 2012) was substantively enacted on 26 March 2012.

This will reduce the company's future current tax charge accordingly and further reduce the deferred tax asset at 1 October 2011 (which has been calculated based on the rate of 25% substantively enacted at the balance sheet date).

Notes (continued)

8 Taxation (continued)

It has not yet been possible to quantify the full anticipated effect of the announced further 2% rate reduction, although this will further reduce the company's future current tax charge and reduce the company's deferred tax asset accordingly

9 Tangible fixed assets

	Short Leasehold property £000	Motor vehicles £000	Fixtures, fittings and equipment £000	Total £000
<i>Cost</i>				
At beginning of year	343	143	4,387	4,873
Additions	3	-	266	269
Disposals	-	(104)	-	(104)
At end of year	346	39	4,653	5,038
<i>Depreciation</i>				
At beginning of year	294	140	2,634	3,068
Charged during the year	45	3	466	514
Released on disposal	-	(104)	-	(104)
At end of year	339	39	3,100	3,478
<i>Net book value</i>				
At 1 October 2011	7	-	1,553	1,560
At 2 October 2010	49	3	1,753	1,805

10 Stocks

	2011 £000	2010 £000
Raw materials and consumables	649	851

Notes (continued)

11 Debtors

	2011 £000	2010 £000
Trade debtors	3,846	3,143
Amounts owed by group undertakings	1,111	5,776
Corporation tax	15	72
Other debtors and prepayments	602	727
Deferred tax asset	474	752
	<u>6,048</u>	<u>10,470</u>

The amounts owed by Adelie group undertakings are unsecured, are repayable on demand, and are non-interest bearing, however repayment will not be demanded in the foreseeable future and therefore they are considered to be repayable after more than one year

Deferred tax asset

	2011 £000	2010 £000
At the beginning of the year	752	340
(Charged)/Credited to profit and loss account	(278)	412
At end of year	<u>474</u>	<u>752</u>

The deferred tax asset comprises

	2011 £000	2010 £000
Difference between depreciation and capital allowances	464	396
Short term timing differences	10	24
Tax losses	-	332
	<u>474</u>	<u>752</u>

12 Creditors amounts falling due within one year

	2011 £000	2010 £000
Trade creditors	2,567	2,227
Other taxes and social security	121	129
Accruals and deferred income	2,028	1,548
	<u>4,716</u>	<u>3,904</u>

Notes (continued)

13 Creditors: amounts falling due after more than one year

	2011 £000	2010 £000
Amounts payable to group undertakings	1,792	5,936

The amounts owed to the parent company and group undertakings are unsecured and are non-interest bearing. The company has received confirmation that repayment of the loan to the parent company will not be demanded for the foreseeable future.

14 Called up share capital

	2011 £000	2010 £000
<i>Authorised</i> 1,000,000 Ordinary shares of £1 each	1,000	1,000
<i>Allotted, called up and fully paid</i> 130,000 Ordinary shares of £1 each	130	130

15 Profit and loss account

	£000
At 3 October 2010	3,644
Profit for the year	617
At 1 October 2011	4,261

16 Reconciliation of movements in total shareholder's funds

	2011 £000	2010 £000
Opening shareholder's funds	3,774	5,102
Profit/(loss) for the year	617	(1,328)
At 1 October 2011	4,391	3,774

17 Capital commitments

At 1 October 2011, the company had no capital commitments contracted but not provided for (2010: £nil)

Notes (continued)

18 Operating lease commitments

Annual commitments under operating leases which expire

	2011		2010	
	Land and buildings £000	Other £000	Land and buildings £000	Other £000
Within one year	-	13	-	9
Within two to five years	-	93	-	88
Over five years	460	-	460	-
	<u>460</u>	<u>106</u>	<u>460</u>	<u>97</u>

19 Contingent liabilities

The company had granted unlimited composite cross-guarantees to other Adelle group companies in respect of bank borrowings. Details of the potential liability at 1 October 2011 are documented in the group accounts of Adelle Food Holdings Limited. The company's lenders, in respect of the De Facto 1945 Group, hold debentures over the whole of the assets of the company for all sums granted, since the transaction described in Note 20.

20 Post balance sheet event

As described in the Directors Report and within Note 1 on 11 April 2012 the entire issued share capital of the company together with certain other subsidiary undertakings of Adelle Food Holdings Limited was acquired by a newly incorporated company, De Facto 1945 Limited (registered number 7964277) an indirect subsidiary of India Hospitality Corporation ('IHC'), a company registered in the Cayman Islands.

21 Ultimate Holding Company

The company's immediate parent company is Brambles Foods Group Limited and up until 11 April 2012 the ultimate parent company was Adelle Food Holdings Limited, a company registered in England and Wales. With effect from 11 April 2012 the company's ultimate parent company is India Hospitality Corporation, a company registered in the Cayman Islands.

Copies of the consolidated financial statements of Adelle Food Holdings Limited are available from the Company Secretary, Food Partners House, Poyle Road, Colnbrook, Slough, SL3 0QX.

The majority of Adelle Food Holdings Limited's voting shares are held by Duke Street General Partner Limited (on behalf of the Duke Street VI funds) and its co-investors. The directors consider that up until 11 April 2012 this entitled Duke Street General Partner Limited to have a controlling interest in the company.