

Weddel Swift Limited
Reports and financial statements
for the year ended 30 September 2009

Registered no 4021321



Weddel Swift Limited

REPORTS AND FINANCIAL STATEMENTS **for the year ended 30 September 2009**

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Weddel Swift Limited

DIRECTORS' REPORT

for the year ended 30 September 2009

The directors present their report and the audited financial statements for the year ended 30 September 2009

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activity of the Company is the import and export of meat and meat products

The results for the year on page 4 show a pre-tax profit of £683,000 (2008 £1,267,000) and sales of £56,572,000 (2008 £48,185,000) The Company had external net debt of £2,300,000 (2008 £1,811,000)

Whilst imported meat continued to be in short supply we were able to exploit alternative markets and products and thereby increase sales in the year albeit at generally lower margins These same trends continue into the current year along with a sharp reduction in our trade with South Africa arising from the insolvency of a major customer A credit insurance claim has been received in respect of this customer

DIVIDENDS AND TRANSFERS TO RESERVES

The directors have approved the payment of a dividend for the year of £0.25 per share (2008 £0.35 per share) amounting to £500,000 (2008 £700,000)

GROUP ACCOUNTS

The Company is a wholly owned subsidiary of Randall Parker Food Group Limited for which group accounts are prepared Copies of these can be obtained from The Old Rectory, Cold Higham, Towcester, NN12 8LR

DIRECTORS

The directors of the Company at 30 September 2009, all of whom have served throughout the year, are as follows -

R L Randall

W J Parker

D R Brady

R J Field

DIRECTORS' INTERESTS

Other than their interest in the ultimate parent company, none of the directors had any interest in the share capital of the Company or any other group company at any time during the year

CHANGES IN FIXED ASSETS

The movements in fixed assets during the period are set out in note 9 to the financial statements

EMPLOYEE INVOLVEMENT

The directors provide information including the financial and economic factors that affect performance of the Company to employees by means of management briefings and training Managers are expected to be in touch with the views of employees and to consider such views seriously It continues to be the policy of the Company to encourage employees' efforts and to reward employees accordingly

RESEARCH AND DEVELOPMENT

The Company continues to increase the product range offered to customers

CHARITABLE CONTRIBUTIONS

Charitable contributions amounted to £nil (2008 £nil)

EMPLOYMENT OF DISABLED PERSONS

The Company has continued its policy, which is

- (a) to give full and fair consideration to applications for employment with the Company from disabled persons, having regard to their particular aptitudes and abilities and the working conditions that apply,
- (b) to endeavour always to continue the employment of any employee who becomes disabled while employed by the Company and, where possible and appropriate, to provide suitable retraining, and
- (c) to ensure that disabled employees shall have the same opportunities as all other employees for training, career development and promotion, having regard to their aptitudes and abilities

Weddel Swift Limited

DIRECTORS' REPORT

for the year ended 30 September 2009 (continued)

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 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 those 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, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

The directors confirm that they have complied with the above requirements in preparing the financial statements. The directors are responsible for keeping proper 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.

DISCLOSURE OF INFORMATION TO AUDITORS

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

FINANCIAL RISK MANAGEMENT


The directors manage the Group risks at Group level, rather than at an individual subsidiary level. For this reason, the directors believe that a discussion of the Group risks will not assist the understanding of the Company's development, performance or position. The principal risks and uncertainties of the Randall Parker Food Group Limited, which include those of the Company, are discussed on page 1 of the Group's Annual Report which does not form part of this report.

The directors manage the Group's operations on a divisional basis. For this reason the Company's directors believe that analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the Company.

AUDITORS

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

By order of the Board


D R Brady F.C.A.
Secretary

27 May 2010

Independent auditors' report to the members of Weddel Swift Limited

We have audited the financial statements of Weddel Swift Limited for the year ended 30 September 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).

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 Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 30 September 2009 and of its profit for the year 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.

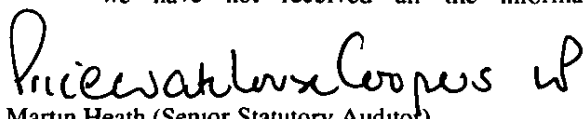
Opinion on other matter prescribed by the Companies Act 2006

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.

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.



Martin Heath (Senior Statutory Auditor)

For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Manchester

27 May 2010

Weddel Swift Limited

PROFIT AND LOSS ACCOUNT for the year ended 30 September 2009

	Notes	Year ended 30 September 2009 £'000	Year ended 30 September 2008 £'000
TURNOVER	2	56,572	48,185
Cost of sales		(53,405)	(44,529)
GROSS PROFIT		3,167	3,656
Administrative costs		(2,349)	(2,301)
PROFIT ON ORDINARY ACTIVITIES BEFORE INTEREST		818	1,355
Net interest payable	5	(135)	(88)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	6	683	1,267
Taxation	7	(205)	(380)
PROFIT FOR THE YEAR	15	478	887

All results derive from continuing operations

There is no difference between the profits on ordinary activities before taxation and the profit for the years stated above and their historical cost equivalents

The Company has no recognised gains or losses other than the profit for the accounting years stated above

Weddel Swift Limited

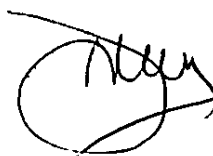
BALANCE SHEET at 30 September 2009

	Notes	2009 £'000	2008 £'000
FIXED ASSETS			
Tangible assets	9	76	80
Investments	10	30	30
		<hr/>	<hr/>
		106	110
CURRENT ASSETS			
Stocks	11	3,321	3,070
Debtors	12	10,703	10,061
Cash at bank and in hand		244	-
		<hr/>	<hr/>
		14,268	13,131
CREDITORS amounts falling due within one year	13	(11,267)	(10,112)
		<hr/>	<hr/>
NET CURRENT ASSETS		3,001	3,019
		<hr/>	<hr/>
TOTAL ASSETS LESS CURRENT LIABILITIES		3,107	3,129
		<hr/>	<hr/>
CAPITAL AND RESERVES			
Called up share capital	14	2,000	2,000
Profit and loss account	15	1,107	1,129
		<hr/>	<hr/>
TOTAL SHAREHOLDERS' FUNDS	16	3,107	3,129
		<hr/>	<hr/>

The financial statements on pages 4 to 13 were approved by the board of directors on ²⁷May 2010 and were signed on its behalf by



R L Randall
Director



D R Brady F C A
Director

Weddel Swift Limited

Registered no 4021321

Weddel Swift Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 September 2009

1. PRINCIPAL ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared on a going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards. A summary of the principal accounting policies which have been applied consistently is set out below.

Basis of preparation

The Company, as a wholly owned subsidiary of Randall Parker Food Group Limited, has taken advantage of the exemption under Section 400 of the Companies Act 2006 from the obligation to prepare group financial statements. These financial statements therefore present information about the Company as an individual entity and not about its group.

Cash flow statement and related party disclosures

The Company is a wholly owned subsidiary of Randall Parker Food Group Limited and is included in the consolidated financial statements of Randall Parker Food Group Limited, the ultimate parent company, which are publicly available. Consequently this Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1. The Company is also exempt under the terms of FRS 8 from disclosing related party transactions with entities that are part of the Randall Parker Food Group Limited group.

Tangible fixed assets

The cost of tangible fixed assets is their purchase cost, together with any incidental costs of acquisition less any impairment in value.

Depreciation is calculated so as to write off the cost of tangible fixed assets by equal annual instalments over their expected useful lives.

The rates applicable are as follows:

Plant and machinery	-	3-10 years
Motor vehicles	-	5 years
Office machines, fixtures and fittings	-	3-10 years
Computers	-	5 years

Operating and finance leases

Costs in respect of operating leases are charged on a straight line basis over the lease term. Leasing agreements which transfer to the company substantially all the benefits and risks of ownership of an asset are treated as if the asset had been purchased outright. The assets are included in fixed assets and the capital element of the leasing commitments is shown as obligations under finance leases. The lease rentals are treated as consisting of capital and interest elements. The capital element is applied to reduce the outstanding obligations and the interest element is charged against profit in proportion to the reducing capital element outstanding.

Stock and work in progress

Stocks are stated at the lower of cost and net realisable value. Cost includes all direct costs incurred in bringing each product to the present location and condition. Net realisable value is based on estimated selling prices less selling costs.

Turnover

Turnover, which excludes value added tax, represents the invoiced value of goods and services provided and is recognised on despatch of goods to customers.

Weddel Swift Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 September 2009 (continued)

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at rates of exchange ruling at the end of the financial year or the rate of forward cover at that date. Transactions in foreign currencies are translated at the rate of exchange ruling at the date of the transaction or the date of forward cover. All foreign exchange differences are taken to the profit and loss account in the year in which they arise.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on an undiscounted basis.

Pension scheme arrangements

The Company is part of the group's defined contribution pension scheme. Pension costs are charged to the profit and loss account on an accruals basis.

	Year ended 30 September 2009 £'000	Year ended 30 September 2008 £'000
2. TURNOVER		
Turnover is attributable to one class of business and arose solely from operations in the United Kingdom. The following table provides an analysis of turnover by geographical destination.		
United Kingdom	34,812	29,150
Rest of Europe	3,648	4,513
Asia Pacific and Africa	4,154	3,908
Rest of World	896	724
Inter group – United Kingdom	13,062	9,890
	<u>56,572</u>	<u>48,185</u>

3 DIRECTORS' EMOLUMENTS

All of the Company's directors are also directors of the ultimate parent company. The directors' remuneration in respect of their services to the group, including Weddel Swift Limited, is paid by and disclosed in the accounts of the ultimate parent company.

Weddel Swift Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 September 2009 (continued)

	Year ended 30 September 2009 Number	Year ended 30 September 2008 Number
4 EMPLOYEE INFORMATION		
The average number of persons employed by the Company during the year was		
Management and administration	15	14
Selling and distribution	9	14
	<u>24</u>	<u>28</u>
Staff costs (for the above persons)	£'000	£'000
Wages and salaries	1,054	1,126
Social security costs	130	135
Other pension costs (note 18)	64	64
	<u>1,248</u>	<u>1,325</u>
	2009	2008
	£'000	£'000
5 NET INTEREST PAYABLE		
On bank loans, overdrafts repayable within 5 years not by instalments	108	84
Interest payable to group companies	27	4
	<u>135</u>	<u>88</u>
	2009	2008
	£'000	£'000
6 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		
Profit on ordinary activities before taxation is stated after charging		
Depreciation of tangible fixed assets for the period		
Owned	31	36
Services provided by the Company's auditors		
Fees payable for the audit	22	20
Hire of assets - operating leases		
Plant and machinery	50	55
Other	46	43

Weddel Swift Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 September 2009 (continued)

	Year ended 30 September 2009 £'000	Year ended 30 September 2008 £'000
7 TAXATION		
a) Analysis of charge in period		
Current tax		
UK Corporation tax on profits for the period	221	350
Adjustments in respect of prior periods	-	31
	<u>221</u>	<u>381</u>
Total current tax	221	381
Deferred tax (note 21)		
Origination and reversal of timing differences	(16)	(1)
	<u>(16)</u>	<u>(1)</u>
Tax on profits on ordinary activities	205	380
	<u>205</u>	<u>380</u>
b) Factors affecting tax charge for the period		
The tax assessed for the period is higher (2008 higher) than the standard effective rate of corporation tax in the UK for the year ended 30 September 2009 of 28% (2008 29%) The differences are explained below		
Profit on ordinary activities before tax	683	1,267
	<u>683</u>	<u>1,267</u>
Corporation tax of 28% (2008 29%) on profit on ordinary activities	191	367
Effects of		
- Expenses not deductible for tax purposes	14	14
- Capital allowances in excess of depreciation	16	(31)
- Adjustments in respect of prior periods	-	31
	<u>221</u>	<u>381</u>
	<u>221</u>	<u>381</u>
The standard rate of Corporation Tax in the UK changed from 30% to 28% with effect from 1 April 2008. Accordingly, the Company's profits for this account period are taxed at an effective rate 28% (2008 29%) and will be taxed at 28% in the future.		
8. DIVIDENDS	2009 £000	2008 £000
Final paid £0.25 per £1 ordinary share (2008 £0.35 per £1 ordinary share)	<u>500</u>	<u>700</u>

Weddel Swift Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 September 2009 (continued)

9 TANGIBLE ASSETS

	Plant, machinery and vehicles £'000	Fixtures and fittings £'000	Total £'000
Cost			
At 1 October 2008	209	116	325
Additions	27	-	27
At 30 September 2009	236	116	352
Depreciation			
At 1 October 2008	178	67	245
Charge for period	19	12	31
At 30 September 2009	197	79	276
Net book value 30 September 2009	39	37	76
Net book value 30 September 2008	31	49	80

10 INVESTMENTS

£'000

Investment in subsidiary companies

Cost and net book value at 1 October 2008 and 30 September 2009 **30**

Analysis of investment in subsidiary companies

Name of subsidiary	Description of shares held	% Holding	Country of incorporation
Weddel Meats Limited Meat Importer	Ordinary £1 shares	100	England
Weddel Swift Trading GmbH Meat Importer	Shares of DM 50,000	100	Germany
Weddel Swift (Australasia) PTY Limited	Ordinary Aus \$ 1 shares	100	Australia
Meat Exporter Weddel Swift South Africa (Proprietary) Limited Meat Importer	Ordinary ZAR 1 shares	100	South Africa

Weddel Swift Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 September 2009 (continued)

10 FIXED ASSET INVESTMENTS (continued)

The results for the year to 30 September 2009 and the shareholders' funds at the accounting date in the respective subsidiary companies are set out below -

Subsidiary Company	Shareholders' funds £'000	Profit/(loss) for the year before taxation £'000
Weddel Meats Limited	5	-
Weddel Swift Trading GmbH	201	5
Weddel Swift (Australasia) PTY Limited	58	8
Weddel Swift South Africa (Proprietary) Limited	126	193
	2009	2008
	£'000	£'000
11. STOCKS		
Finished goods and goods for resale	3,321	3,070
	2009	2008
	£'000	£'000
12. DEBTORS		
Trade debtors	3,714	2,891
Amount owed by parent company	5,182	6,522
Amount owed by group companies	897	336
Other debtors	25	45
Prepayments and accrued income	203	144
Deferred taxation (note 21)	21	5
Amount owed by related parties	661	118
	10,703	10,061
	2009	2008
	£'000	£'000
13 CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR		
Bank overdraft	-	162
Trade creditors	2,825	1,508
Amounts owed to group companies	5,127	5,745
Other creditors	2,545	1,649
Corporation tax	570	745
Other taxation and social security	27	25
Accruals, provisions and deferred income	173	278
	11,267	10,112

Weddel Swift Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 September 2009 (continued)

13. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR (continued)

Of the amount included in other creditors £2,544,000 (2008 £1,649,000) is fully secured by trade debtors outstanding at the accounting date and by a guarantee from the parent company and a fellow subsidiary. The Company is party to a group banking arrangement whereby there is a right of set off against certain bank balances within the group. The net overdraft of the group is secured on certain of the group assets.

14	CALLED UP SHARE CAPITAL	£	£
	Authorised, allotted, called-up and fully paid 2,000,000 ordinary shares of £1 each	2,000,000	2,000,000
15	RESERVES		Profit & Loss account £'000
	At 1 October 2008		1,129
	Profit for the year		478
	Dividend paid (note 8)		(500)
	At 30 September 2009		1,107

16. RECONCILIATION OF MOVEMENTS IN TOTAL SHAREHOLDERS' FUNDS

	2009 £'000	2008 £'000
For the period ended 30 September		
Profit for the year	478	887
Dividend paid (note 8)	(500)	(700)
Opening shareholders' funds	3,129	2,942
Shareholders' funds at 30 September	3,107	3,129

17. FINANCIAL COMMITMENTS

At 30 September 2009 the Company had annual commitments under non-cancellable operating leases as follows -

	Land & buildings 2009 £'000	Other 2009 £'000	Land & buildings 2008 £'000	Other 2008 £'000
Expiring within one year	-	-	-	-
Expiring between two and five years inclusive	47	36	43	48
	47	36	43	48

Weddel Swift Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 30 September 2009 (continued)

18. PENSION AND SIMILAR OBLIGATIONS

Eligible employees who choose to do so can join the Randall Parker Food Group Pension Scheme, which is a defined contribution scheme. The pension cost for the defined contribution scheme, which represents contributions payable by the Company, amounted to £64,000 (2008 £64,000). At the accounting date there are £nil (2008 £nil) outstanding contributions to the scheme.

19. RELATED PARTY TRANSACTIONS

The Company has taken advantage of the available exemptions under Financial Reporting Standard No 8 not to disclose any transactions or balances with entities that are part of the group. This exemption is available because the consolidated financial statements of Randall Parker Food Group Limited of which the Company is a subsidiary are publicly available. Other related party transactions are disclosed in the financial statements of Randall Parker Food Group Limited.

20. GUARANTEES

The Company had guaranteed certain borrowings of fellow subsidiaries and the parent company. At 30 September 2009 the total exposure was £11,426,000 (2008 £13,990,000).

21. DEFERRED TAXATION

Deferred taxation included in the financial statements, is as follows:

	Amount provided	
	2009	2008
	£'000	£'000
Accelerated capital allowances	6	4
Other timing differences	15	1
	<hr/>	<hr/>
Deferred tax asset (note 12)	21	5
	<hr/>	<hr/>
Movement in the period		
Asset at start of period	5	4
Credit to profit and loss account (note 7)	16	1
	<hr/>	<hr/>
Closing deferred tax asset	21	5
	<hr/>	<hr/>

22. PARENT COMPANY

The directors regard Randall Parker Food Group Limited, a company registered in England and Wales, as the immediate and ultimate parent company which is the parent company of the smallest and largest group to consolidate these financial statements.

The consolidated financial statements of Randall Parker Food Group Limited can be obtained from The Old Rectory, Cold Higham, Towcester, NN12 8LR.