

Press release - Results third quarter 2010

28 October 2010

Wessanen reports operating result in line with expectations

Q3 2010 highlights

- Revenue up 1.2% to EUR 173.4 million, autonomous growth (2.0)%
- Operating result EUR 1.6 million, impacted by higher spending on marketing, sales force and ICT
- Strategic initiatives (e.g. brand harmonisation and centralised sourcing) are on schedule
- Successful introduction of SAP in our Benelux wholesale business
- Second half year outlook (normalised operating result around break-even) maintained

Consolidated key figures Q3 2010

X EUR million, unless stated otherwise	Q3 2010	Q3 2009_	% change_	9M 2010	9M 2009_	% change
Revenue ¹	173.4	171.3	1.2%	539.7	533.6	1.1%
Autonomous revenue development 1,2	(2.0)%			(0.7)%		
EBITDA ¹	5.2	7.6	(31.3)%	27.9	17.6	56.3%
Operating result (EBIT) 1	1.6	5.0	(68.4)%	17.4	(0.7)	
EBIT margin (as a % of revenue)1	0.9%	2.9%		3.2%	(0.1)%	
Result from discontinued operations, net of income tax	0.3	(14.8)		(4.7)	(44.4)	
Net result, attributable to equity holders of Wessanen	1.0	(20.1)		2.8	(108.0)	
Operating cash flow ¹	9.2	6.6		12.9	8.7	
Net debt	57.6	179.0		12.7	0.7	
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Earnings per share (in euro) (total Wessanen)	0.01	(0.30)		0.04	(1.60)	
Average nr. of outstanding shares (x 1,000 shares)	74,587	67,616		73,229	67,609	

CEO Statement

Piet Hein Merckens, Wessanen CEO, comments: "Our performance in the quarter was in line with our expectations. Low consumer confidence in general affected our markets, particularly in the health food channel, while grocery markets fared better. We continue to focus on advertising and promotion to build and grow our brands. Tangible results include the continued increase in market share of Bjorg, successful introductions in the UK, the further roll-out of Whole Earth in Germany and the build-up of distribution in Italy. SAP was successfully introduced in our Dutch wholesale business, following the implementation in the French grocery business in the previous quarter. We continue our investments to enhance capabilities (like market research, innovations and category management) and improve the overall quality of the organisation.

¹ From continuing operations

 $^{^2}$ Including adjustments for currency effects, acquisitions and trading days (index Q3-09: 100%) All data in this press release are unaudited



For Wessanen, 2010 is a year of investments in which the core business is strengthened and consolidated. While Wessanen has clear pockets of strength, we will need to standardise our processes and leverage best practices to a greater degree. Centralised sourcing, innovation, category management and brand harmonisation in accordance with well-defined consumer benefit platforms are other key areas for us. We are further fine-tuning our strategy to increase our focus.

In general, the economy in our core countries remains sluggish, resulting in challenging organic food markets in both grocery and health food store channels. Despite the current market dynamics, we are fully convinced of the potential of the organic food market. Further acceptance by mainstream consumers, new health food store openings, innovations and frequent activation will result in increased per capita consumption and revenue growth."

Priorities FY2010

- Wessanen Europe: strengthening the core through centralised sourcing, alignment based on consumer benefits, strategic cooperation with suppliers and customers, brand and product alignment and increased marketing and ICT spending
- Frozen Foods: revitalising the Beckers brand, innovation and continued focus on production costs
- ABC: completing business process redesign, cost reductions, improving weighted distribution and instore presence and innovation, with the intention to divest in 2011
- PANOS Brands: expected to be divested during 2010

Outlook H2 2010

As announced before, Wessanen expects its normalised operating result for the second half of 2010 to be around break-even, implying a small normalised operating loss in the fourth quarter. The operating result of Wessanen Europe in the second half is expected to be below last year's normalised earnings for reasons indicated earlier. ABC, while generating a full year operating result above break-even, will be loss-making in the fourth quarter owing to seasonally low production.

For full year 2010, non-allocated costs are expected to increase versus last year due to the corporate transition process, while capital expenditures will be below the level of depreciation and amortisation of EUR 14 million.

Financial summary

In the third quarter, revenue from continuing operations increased 1.2% to EUR 173.4 million with higher revenue at Wessanen Europe and ABC (in EUR) partly offset by lower sales of Frozen Foods. The currency effect was 1.8% (from a stronger British pound and US dollar) and the acquisition effect 1.4%. Autonomous growth amounted to (2.0)% with all three segments posting a decline.

Operating result (EBIT) was EUR 1.6 million. Lower non-allocated costs (corporate expenses) and a stable operating result at Frozen Foods were offset by lower profitability at Wessanen Europe and ABC compared

Press release



to Q3 2009. Increased investments in marketing, sales force and ICT contributed to the decline in Wessanen Europe, while at ABC this was a consequence of lower sales (in USD) and higher advertising and promotional spending.

Net financing costs amounted to EUR (1.0) million (Q3 2009: EUR (7.6) million) of which EUR 0.7 million related to interest expenses. Total income taxes were EUR 0.3 million positive, due to country mix and recognition of previously unrecognised income tax losses. Profit from discontinued operations, net of tax, amounted to EUR 0.3 million.

Net result, attributable to Wessanen equity holders, was EUR 1.0 million (Q3 2009: EUR (20.1) million) resulting in earnings per share (EPS) of EUR 0.01.

Operating cash flow from continuing operations (after interest and income tax paid) was EUR 9.2 million (Q3 2009: EUR 6.6 million), mainly due to profit from operations and working capital reductions of EUR 5.6 million. Working capital at ABC decreased over the quarter following the end of the summer selling season and reduced production volume.

Net debt decreased to EUR 57.6 million (Q2 2010: EUR 63.1 million). The net debt to EBITDAE ratio amounted to 1.6x as at 30 September (Q2 2010: 1.6x).

Total revenue				To	otal operating	result (EBIT)		
X EUR million, unless stated	Q3 2010	Q3 2009	% change	% auton.	Q3 2010	% of	Q3 2009	% change
otherwise				growth		revenue_		
Wessanen Europe	119.8	118.3	1.2%	(1.4)%	3.6	3.0%	6.1	(41.3)%
Frozen Foods	27.1	28.1	(3.4)%	(3.4)%	1.1	4.0%	1.1	7.0%
ABC	26.5	24.9	6.2%	(3.1)%	(0.7)	(2.5)%	0.9	
Non-allocated / eliminations	-	-			(2.4)		(3.1)	
Wessanen	173.4	171.3	1.2%	(2.0)%	1.6	0.9%	5.0	(68.4)%

	Wessaner	Europe	Frozen	Foods	AB	С	Non-allo	ocated
X EUR million	Q3 2010	Q3 2009	Q3 2010	Q3 2009	Q3 2010	Q3 2009	Q3 2010	Q3 2009
EBIT	3.6	6.1	1.1	1.1	(0.7)	0.9	(2.4)	(3.1)
Exceptionals		(0.4)	-	(0.4)	-	(0.2)	-	(0.1)
EBIT before exceptionals	3.6	6.5	1.1	1.5	(0.7)	1.1	(2.4)	(3.0)



Wessanen	Europe
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X EUR million, unless stated otherwise	Q3 2010	Q3 2009	% change	9M 2010	9M 2009	% change
Revenue	119.8	118.3	1.2%	376.3	369.2	1.9%
Autonomous revenue development	(1.4)%			0.1%		
EBITDA	4.3	6.9	(37.2)%	19.9	23.7	(16.1)%
Operating result (EBIT)	3.6	6.1	(41.3)%	17.6	21.3	(17.4)%
EBIT margin (as a % of revenue)	3.0%	5.2%		4.7%	5.8%	
Operating cash flow	0.9	6.5		12.8	15.9	

Revenue increased 1.2% to EUR 119.8 million. The acquisition effect due to Kroon added 1.9% and the currency effect was 0.7%. On an autonomous basis, revenue was 1.4% lower, due to a volume effect of (0.8)% and a price/mix effect of (0.6)%. The operating result was lower at EUR 3.6 million as a result of lower margins as well as increased spending on marketing, sales force and ICT.

In Europe, the economic downturn remained and left the landscape unchanged. The organic food markets continue to be affected by the state of the economy. This continues to be felt mostly in the health food channel, while grocery markets fared better.

In France, the grocery market for organic food was stable. Innovations and activation at Bjorg resulted in continued market share gains with categories like baby food and meals contributing well. Our total grocery sales were modestly lower, impacted by pre-loading at the end of the second quarter (in anticipation of our SAP launch early July). The dietetic market improved somewhat. Market share of Gayelord Hauser was slightly lower. The health food store channel declined somewhat, but our activities were able to gain some market share. We continue to invest in marketing, especially at grocery, while we are gradually starting to reap the benefits of our extended sales force resulting in increased weighted distribution.

In the Benelux, autonomous revenue growth was slightly negative. Zonnatura and Schär both grew in grocery in part due to increased distribution, but health food store sales were weak. The second GoodyFood health food store will open in a few weeks' time. The addition of the fresh assortment of Kroon to our HFS offering resulted in its introduction in several stores. Late September, we hosted our biennial 'Natudagen', a large fair for HFS suppliers and customers highlighting our leading and innovative HFS position in the Benelux. Early October, a SAP ERP system was successfully introduced in our HFS business.

Autonomous sales for our UK business were slightly higher. Grocery sales were up, driven by innovations in Kallo rice cakes and Whole Earth spreads. The HFS market continued to be in decline, albeit at a lower pace, but we were able to post a small gain in market share.



In Germany, we recorded slightly lower revenue as a result of sales at health food stores which were impacted by a weak market and very warm weather in July, affecting consumer shopping appetite and especially sales of sweet products. Revenue in grocery continued to grow, due to the success of Whole Earth. As of this week, our successful 'City campaign' brings Whole Earth to Berlin and Cologne. Over a period of four weeks, a mix of promotional activities like local media and outdoor advertising, product sampling and raffles will be used.

Our Italian business continues to invest in distribution and brand support for Bjorg and Efficance in the grocery channel. The soy milk plant performs as planned.

Frozen Foods

X EUR million, unless stated otherwise	Q3 2010	Q3 2009	% change	9M 2010	9M 2009	% change
Revenue	27.1	28.1	(3.4)%	86.5	87.9	(1.6)%
Autonomous revenue development	(3.4)%			(1.3)%		
EBITDA	2.3	2.5	(1.7)%	7.5	7.9	(3.9)%
Operating result (EBIT)	1.1	1.1	7.0%	3.9	3.9	0.9%
EBIT margin (as a % of revenue)	4.0%	3.6%		4.6%	4.4%	
Operating cash flow	1.7	3.2		5.1	7.7	

Revenue showed an autonomous decrease of 3.4% to EUR 27.1 million. Volume was 2.9% lower and, due to an unfavourable channel mix, the price/mix effect was (0.5)%. Both branded and private label volumes have been affected by lower consumer demand. Dutch retail sales improved, helped by improved distribution, while Belgian retail sales modestly declined. Competition in the out-of-home channel remains fierce, while our revenue in food service and export were up.

Beckers continues to focus on product concepts and business creation via brand building, resulting in further increased brand awareness in the third quarter. In Belgium we launched the Bicky Royal in the out-of-home channel, a king-size version of the well-known Bicky burger, in an exclusive box.

The impact of lower sales was compensated by restrained operating expenses, resulting in an operating result of EUR 1.1 million, in line with last year. This represents an operating margin of 4.0%.

American Beverage Corporation (ABC)

X EUR million, unless stated otherwise	Q3 2010	Q3 2009	% change	9M 2010	9M 2009	% change
Revenue	26.5	24.9	6.2%	76.9	76.5	0.6%
Autonomous revenue development	(3.1)%			(4.2)%		
EBITDA	0.6	1.2	(51.2)%	7.7	(4.7)	
Operating result (EBIT)	(0.7)	0.9		4.1	(16.3)	
EBIT margin (as a % of revenue)	(2.5)%	3.9%		5.3%	(21.3)%	
Operating cash flow	4.6	2.8		2.8	2.9	



X USD million, unless stated otherwise	Q3 2010	Q3 2009	% change	9M 2010	9M 2009	% change
Revenue	34.6	35.7	(3.1)%	100.8	104.7	(3.6)%
Operating result (EBIT)	(0.8)	0.8		5.4	(22.3)	
Operating cash flow	6.1	3.9		3.7	4.0	

Revenue increased 6.2% to EUR 26.5 million, while in dollar-terms revenue declined. The autonomous decline was 3.1% with volume contributing (3.8)% negative and price/mix 0.7%.

Daily's, our cocktail mixer brand, continues to do well by gaining distribution in ready-to-drink pouches. As a result of strong demand, we expanded our pouches capacity. Revenue from Little Hug, our fruit drink brand, was impacted by continued lower merchandising at a large customer and intense competitive activity.

The step-by-step implementation of operational improvements is paying off; efficiency advanced at all production lines. At the plant we are adjusting workforce requirements to the upcoming slower sales and production season.

Operating result amounted to EUR 0.7 million negative (USD (0.8) million) versus a small profit last year as a consequence of increased marketing spending and lower sales and production volumes.

Non-allocated and eliminations (including corporate expenses)

X EUR million, unless stated otherwise	Q3 2010	Q3 2009	9M 2010	9M 2009
EBITDA	(2.0)	(3.0)	(7.2)	(9.3)
Operating result (EBIT)	(2.4)	(3.1)	(8.2)	(9.6)

Non-allocated expenses decreased to EUR 2.4 million (Q3 2009: EUR 3.1 million) despite lower absorption by the operating companies.

Discontinued operations

Profit from discontinued operations, net of tax, amounted to EUR 0.3 million. This primarily relates to PANOS Brands. Revenue and operating result both developed in line with expectations. We expect the divestment of PANOS Brands to occur in the fourth quarter of 2010.

The dispute between Wessanen and Kehe regarding the closing statements for the sale Tree of Life, Inc. has been submitted to binding arbitration with the outcome expected before year-end.



Important dates

24 February 2011 Publication fourth quarter results 2010
19 April 2011 Annual General Meeting of Shareholders
28 April 2011 Publication first quarter results 2011
28 July 2011 Publication second quarter results 2011
27 October 2011 Publication third quarter results 2011

Analyst & investor conference call

A conference call for analysts & investors will be hosted at 10h00 CET. Analysts and investors can participate by dialling: +31 (0)20 794 8485 or follow the call via a live audio webcast (www.wessanen.com). The press release and presentation will be available for download there as well.

Press, investor and analyst enquiries

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Company profile

Royal Wessanen nv is a leading company in the European organic food market. Operating mainly in France, Benelux, the UK and Germany, we manage and develop our brands and products in the grocery and health food channels. Our vision is to make our organic food your natural choice by providing organic food that delivers clear consumer benefits.

Next to our leading position in organic food businesses, we also produce and market frozen snack products in the Benelux and fruits drinks and cocktail mixers in the US.

Note on forward-looking statements

This announcement contains certain statements that are neither reported financial results nor other historical information. These statements are forward-looking statements within the meaning of the safe-harbour provisions of the US federal securities laws. These forward-looking statements are subject to risks and uncertainties that could cause actual results to differ materially from those expressed in the forward-looking statements. Many of these risks and uncertainties relate to factors that are beyond Wessanen's ability to control or estimate precisely, such as future market conditions, the behaviour of other market participants and the actions of governmental regulators. Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date of this press release



Condensed consolidated income statement

In EUR millions, unless stated otherwise

Q3 2010	Q3 2009		9 months 2010	9 months 2009
		Continuing operations		
173.4	171.3	Revenue	539.7	533.6
-	-	Other income	-	-
(111.1)	(103.2)	Raw materials and supplies	(340.6)	(322.8)
(28.3)	(27.8)	Personnel expenses	(86.3)	(87.3)
(3.6)	(2.6)	Depreciation, amortisation and impairments	(10.5)	(18.3)
(28.8)	(32.7)	Other operating expenses	(84.9)	(105.9)
(171.8)	(166.3)	Operating expenses	(522.3)	(534.3)
1.6	5.0	Operating result	17.4	(0.7)
(1.0)	(7.6)	Net financing costs Share in results of associates	(7.4)	(16.8)
0.6	(2.6)	Profit/(loss) before income tax	10.0	(17.5)
0.3	(2.5)	Income tax expense	(2.0)	(47.6)
0.9	(5.1)	Profit/(loss) after income tax from continuing operations	8.0	(65.1)
0.3	(14.8)	Discontinued operations Profit/(loss) from discontinued operations, net of income tax	(4.7)	(44.4)
1.2	(19.9)	Profit/(loss) for the period	3.3	(109.5)
		Attaile stale la tas		
A 7	(5.0)	Attributable to:	7.5	(00.0)
0.7	(5.3)	Total attributable from continuing operations	7.5	(63.6)
0.3	(14.8)	Total attributable from discontinued operations	(4.7)	(44.4)
1.0	(20.1)	Equity holders of Wessanen	2.8	(108.0)
0.2	0.2	Non-controlling interests	0.5	(1.5)
1.2	(19.9)	Profit/(loss) for the period	3.3	(109.5)
		Earnings per share attributable to equity holders of Wessanen (in EUR)		
0.01	(0.30)	Basic	0.04	(1.60)
0.01 0.01	(0.29)	Diluted Earnings per share from continuing operations (in EUR) Basic	0.04	(0.93)
0.01	(80.0)	Diluted	0.10	(0.93)
74,587	67,616	Average number of shares (in thousands) Basic	73,229	67,609
0.7777 1.2030	0.6977 1.1357	Average USD exchange rate (Euro per USD) Average GBP exchange rate (Euro per GBP)	0.7624 1.1714	0.7302 1.1304



Condensed statement of comprehensive income

In EUR millions

Q3 2010	Q3 2009		9 months 2010	9 months 2009
1.2	(19.9)	Profit/(loss) for the period	3.3	(109.5)
(8.7)	(6.6)	Other comprehensive income Foreign currency translation differences, net of income tax	11.2	8.7
0.2	0.2	Effective portion of changes in fair value of cash flow hedges, net of income tax	0.6	7.0
(8.5)	(6.4)	3	11.8	15.7
(7.3)	(26.3)	Total comprehensive income for the period	15.1	(93.8)
(7.E)	(2C E)	Attributable to:	44.6	(02.2)
(7.5)	(26.5)	Equity holders of Wessanen	14.6	(92.3)
(7.3)	(26.3)	Non-controlling interests Total comprehensive income for the period	0.5 15.1	(1.5)
(110)	(20:0)			(00.0)



Consolidated statement of financial position

In EUR millions, unless stated otherwise 30 September 31 December 2010 2009 Assets 90.3 88.3 Property, plant and equipment Intangible assets 134.8 130.4 Investments in associates Other investments 1.9 3.2 Deferred tax assets 6.2 4.3 Total non-current assets 233.2 226.2 Inventories 75.5 68.9 Income tax receivables 3.5 11.4 Trade receivables 74.7 69.5 Other receivables and prepayments 22.3 19.8 Cash and cash equivalents 42.6 44.3 Assets classified as held for sale 197.8 8.6 **Total current assets** 227.2 411.7 **Total assets** 460.4 637.9 **Equity** Share capital 75.2 68.4 105.0 93.9 Share premium 3.2 Reserves and retained earnings (12.4)183.4 Total equity attributable to equityholders of Wessanen 149.9 Non-controlling interests 6.2 5.7 **Total equity** 189.6 155.6 Liabilities Interest-bearing loans and borrowings 71.6 5.8 22.2 21.6 Employee benefits **Provisions** 3.0 2.9 Deferred tax liabilities 2.2 2.6 Total non-current liabilities 99.0 32.9 Bank overdrafts 13.6 24.1 Interest-bearing loans and borrowings 15.9 205.4 **Provisions** 3.3 5.6 Income tax payables 2.3 2.3 Trade payables 77.2 78.2 Non-trade payables and accrued expenses 57.9 67.2 Liabilities classified as held for sale 1.6 66.6 **Total current liabilities** 171.8 449.4 Total equity and liabilities 460.4 637.9 End of period USD exchange rate (Euro per USD) 0.7349 0.6946 End of period GBP exchange rate (Euro per GBP) 1.1650 1.1203



Condensed consolidated statement of changes in equity

In EUR millions	30 September 2010	30 September 2009
Balance at beginning of year as reported previously	155.6	371.6
Adjustments related to previous years		(14.6)
Balance at beginning of year	155.6	357.0
Profit/(loss) for the period	3.3	(109.5)
Other comprehensive income		
Foreign exchange translation differences, net of income tax Effective portion of changes in fair value of cash flow hedges,	11.2	8.7
net of income tax	0.6	7.0
Total other comprehensive income	11.8	15.7
Total comprehensive income for the period	15.1	(93.8)
Transactions with owners, recorded directly in equity		
Contributions by and distributions to owners		
Sale of own shares	0.8	-
Share capital increase	17.9	-
Share-based payment transactions	0.2	0.4
Change in non-controlling interests		(0.4)
Total contributions by and distributions to owners	18.9	-
Total transactions with owners	18.9	
Balance at end of period	189.6	263.2
Equity attributable to equity holders of Wessanen	183.4	257.2
Non-controlling interests	6.2	6.0
Total equity at the end of the period	189.6	263.2



Consolidated statement of cash flow

In EUR millions, unless stated otherwise

Q3 2010	Q3 2009		9 months 2010	9 months 2009
		Cash flows from operating activities		
1.6	5.0	Operating result	17.4	(0.7)
		Adjustments for:		
3.6	2.6	Depreciation, amortisation and impairments	10.5	18.6
0.8	1.4	Other non-cash and non-operating items	3.0	4.8
		Cash generated from operations before changes in working		
6.0	9.0	capital and provisions	30.9	22.7
5.6	7.5	Changes in working capital	(13.4)	12.4
(1.0)	(0.6)	Payment from provisions and changes in employee benefits	(4.9)	(3.0)
10.6	15.9	Cash generated from operations	12.6	32.1
(0.7)	(5.2)	Income tax received/(paid)	(3.6)	(15.8)
(0.7)	(4.1)	Interest received/(paid)	3.9	(7.6)
0.0	0.0		40.0	0.7
9.2 0.3	6.6 24.7	Operating cash flow from continuing operations Operating cash flow from discontinued operations	12.9 (21.9)	8.7 48.0
9.5	31.3	Net cash from operating activities	(9.0)	56.7
		Not out it is a sportating abuvillos	(6.0)	
		Cash flows from/(used in) investing activities		
(2.5)	(1.6)	Acquisition of property, plant and equipment	(9.1)	(6.4)
0.2	0.1	Proceeds from sale of property, plant and equipment	0.4	0.8
(0.8)	(0.2)	Acquisition of intangible assets, excluding goodwill	(1.8)	(1.1)
0.5	(0.1)	(Investments in)/proceeds from sale of investments	1.3	- (1.0)
-		Acquisition of subsidiaries, net of cash acquired	(2.8)	(1.0)
(2.6)	(1.8)	Investing cash flow from continuing operations	(12.0)	(7.7)
(1.6)	(1.0)	Investing cash flow from discontinued operations	125.4	(2.5)
(4.2)	(2.8)	Net cash from/(used in) investing activities	113.4	(10.2)
5.3	28.5	Net cash flow before financing activities	104.4	46.5
		-		
		Cash flows from/(used in) financing activities		
(1.5)	(19.7)	Repayments of borrowings	(127.0)	(21.0)
(0.1)	(0.2)	Net payments of finance lease liabilities	(0.3)	(0.1)
(0.3)	(2.3)	Cash receipts/(payments) derivatives	(8.7)	(6.2)
-	(3.7)	Payment of transaction costs related to loans and borrowings Share capital increase	- 17.9	(3.7)
0.8		Purchase/(repurchase) of own shares	0.8	(0.1)
(1.1)	(25.9)	Financing cash flow from continuing operations	(117.3)	(31.1)
		Financing cash flow from discontinued operations		(3.5)
(1.1)	(25.9)	Net cash from/(used in) financing activities	(117.3)	(34.6)
4.2	2.6	Net cash flow	(12.9)	11.9
26.0	35.4	Cash and cash equivalents at beginning of period	41.7	26.0
4.2	2.6	Net cash from operating, investing and financing activities	(12.9)	11.9
(0.4)	0.3	Effect of exchange rate differences on cash and cash equivalents	0.9	0.4
-	-	Cash acquired	0.1	-
(0.0)	(26 g)	Cash and cash equivalents related to discontinued operations at end of period	(0.0)	(26.9)
(0.9)	(26.8)	Cash and cash equivalents of continuing operations at end of	(0.9)	(26.8)
28.9	11.5	period	28.9	11.5