

**SCHEDULE 4**

**FORM ECSRC - MC**

***Disclosure of Material Information***

Date of Report November 13, 2008

GraceKennedy Limited  
(Exact name of reporting issuer as specified in its charter)

Territory and date of Incorporation St. Kitts

Issuer Registration Number: \_\_\_\_\_

73 Harbour Street, Kingston, Jamaica W.I  
(Address of principal office)

Reporting issuer's:

Telephone number (including area code): (876) 922-3440-9

Fax number: (876) 922-3664

Email address: gracekennedy@gkco.com

\_\_\_\_\_  
(Former name or former address, if changed since last report)

(REFERENCE IS MADE TO LETTER OF EVEN DATE RE: DIVIDEND PAYMENT OF 65 CENTS PER STOCK UNIT TO BE PAID ON 18 DECEMBER 2008. ATTACHED IS THE PRESS RELEASE.)

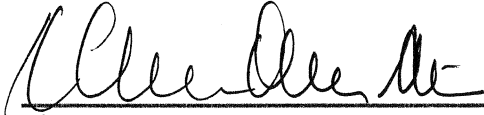
Set out all relevant information relating to material change(s) in the company.

SIGNATURES

Name of Chief Executive Officer :  
KAREN CHIN QUEE AKIN – (CORPORATE  
SECRETARY)  
FOR DOUGLAS ORANE

Name of Director:  
FAY MCINTOSH

---



Signature

---



Signature

---

Date: November 13, 2008

---

Date: November 13, 2008

## INFORMATION TO BE INCLUDED IN THE REPORT

### 1. **Changes in Control of Reporting issuer.**

- (a) If, to the knowledge of management, a change in control of the reporting issuer has occurred, state the following:
  - (i) Name of the person(s) who acquired such control.
  - (ii) The amount and the type of the consideration used by such person(s).
  - (iii) The basis of the control.
  - (iv) The date and a description of the transaction(s) which resulted in the change in control.
  - (v) The percentage of voting securities of the reporting issuer now beneficially owned directly or indirectly by the person(s) who acquired control
  - (vi) The identity of the person(s) from whom control was assumed.
  - (vii) State the terms of any loans or pledges obtained by the new control group for the purpose of acquiring control, and the names of the lenders or pledges.
  - (viii) Any arrangements or understandings among members of both the former and new control groups and their associates with respect to election of directors or other matters should be described.

### 2. **Acquisition or Disposal of Assets.**

- (a) Where the reporting issuer or any of its subsidiaries has acquired or disposed of a significant amount of assets, otherwise than in the ordinary course of business, furnish the following information:
  - (i) The date and manner of the acquisition or disposal and a brief description of the assets involved.
  - (ii) The nature and amount of consideration given or received therefor. Outline the principle followed in determining the amount of such consideration.
  - (iii) In the case of a disposal, the excess or deficit of the proceeds over or under the book value of the asset.
  - (iv) The identity of the person(s) from whom the assets were acquired or to whom they were sold. Describe the nature of any material relationship between such person(s) and the reporting issuer or any of its affiliates, any director or officer of the reporting issuer, or any associate of any such director or officer.
  - (v) In the case of a director or officer, include the office held.

- (vi) If the transaction being reported is an acquisition, identify the source(s) of the funds used unless all or any part of the consideration used is a loan made in the ordinary course of business by a bank. In such a case, the identity of the bank shall be omitted provided a request for confidentiality has been made.
  - (vii) Financial statements of the business acquired shall be filed for the previous two financial years.
- (b) If any assets so acquired by the reporting issuer or its subsidiaries constituted plant, equipment or other physical property, state the nature of the business in which the assets were used by the vendors. Indicate what use the reporting issuer will make of the newly acquired property.
- (c) Provide all relevant information concerning:
- (i) any transaction between any reporting issuer and any wholly-owned subsidiary of such person;
  - (ii) any transaction between two or more wholly-owned subsidiaries of any reporting issuer; or
  - (iii) the redemption or other acquisition of securities from the public, or the sale or other disposal of securities to the public, by the issuer of such securities.
- A. For the purposes of these rules:
- the term "acquisition" includes every purchase, acquisition by lease, exchange, merger, consolidation, succession or other acquisition; provided that such term does not include the construction or development of property by or for the reporting issuer or its subsidiaries or the acquisition of materials for such purpose.
  - the term "disposal" includes every sale, disposal by lease, exchange, merger, consolidation, mortgage, assignment, or hypothecation of assets, whether for the benefit of creditors or otherwise, abandonment, destruction, or other disposal.

### **3. Bankruptcy**

- (a) If the firm has filed for bankruptcy, identify the circumstances resulting in such bankruptcy. Describe any plan of reorganisation or liquidation and the identity of the receiver, fiscal agent or similar officer and date of appointment.
- (b) If an order confirming a plan of reorganisation, arrangement or liquidation has been entered by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the reporting issuer or its parent, provide the following:

- (1) the identity of the court or governmental authority;
- (2) a copy of the court order or other order;
- (3) a fair summarisation of the material features of the plan;
- (4) the number of shares or other units of the reporting issuer or its parent issued and outstanding, the number reserved for future issuance in respect of claims and interests filed and allowed under the plan, and the aggregate total of such numbers; and
- (5) information as to the assets and liabilities of the reporting issuer or its parent as of the date the order confirming the plan was entered, or a date as close thereto as practicable. Such information may be presented in the form in which it was furnished to the court or governmental authority.

#### **4. Changes of Reporting issuer's Auditor**

- (a) If an independent auditor who was previously engaged as the principal auditor to audit the reporting issuer's financial statements, or an independent auditor upon whom the principal auditor expressed reliance in its report regarding a significant subsidiary, resigns, (or declines to stand for re-election after the completion of the current audit) or is dismissed, provide all necessary information. Describe circumstances surrounding such change. Include reasons and any other pertinent information.
- (b) If a new independent auditor has been engaged as either the principal auditor to audit the reporting issuer's financial statements or as an independent auditor on whom the principal auditor has expressed, or is expected to express, reliance in its report regarding a significant subsidiary, provide details about the new auditor. Give details including name of new auditor, relevant experience and other pertinent details.
- (c) The resignation or dismissal of an independent auditor, or its declination to stand for re-election, is a reportable event separate from the engagement of a new independent auditor. On some occasions two reports on Form ECSRC - MC will be required for a single change in auditors, the first on the resignation (or declination to stand for re-election) or dismissal of the former auditor and the second when the new auditor is engaged. Information required in the second Form ECSRC - MC in such situations need not be provided to the extent it has been previously reported in the first such Form ECSRC - MC.

#### **5. Resignations of Reporting issuer's Directors.**

- (a) Director has resigned or declined to stand for re-election to the board of directors since the date of the last annual meeting of shareholders because of a disagreement with the reporting issuer on any matter relating to the reporting issuer's operations, policies or practices, and if the director has furnished the reporting issuer with a letter describing such disagreement and requesting that the matter be disclosed, the reporting issuer shall state the date of such resignation or declination to stand for re-election. Summarise the director's description of the disagreement.

- (b) If the reporting issuer disputes the description provided by the director as being incorrect or incomplete, it may include a brief statement presenting its position on the matter.

## Schedule 5

1. A Commercial or Industrial Company shall include in its financial statement information regarding all matters itemised in Schedule 5 Part A.
2. A Bank Holding Company or a Bank shall include in its financial statement information regarding all matters itemised in Schedule 5 Part B.
3. A Broker-Dealer Holding Company shall include in its financial statement information regarding all matters itemised in Schedule 5 Part C.
4. A Public Utility or Utility Holding Company shall include in its financial statement information regarding all matters itemised in Schedule 5 Part D.

## Part A

### Relevant Financial Data Items for Commercial and Industrial Companies

#### Item Descriptions

- Cash and Cash Items
- Marketable securities
- Notes and Accounts Receivables-Trade
- Allowances for doubtful accounts
- Inventory
- Total Current Assets
- Intangible Assets
- Property Plant and Equipment
- Accumulated Depreciation
- Other Assets (explain)
- Total Assets
- Accounts Payable
- Total Current Liabilities
- Other Liabilities (explain)
- Bonds, mortgages and similar debt
- Preferred stock-mandatory redemption
- common stock
- other stockholder's equity
- Total liabilities and stockholder's equity
- net sales of tangible products
- total revenues
- cost of tangible goods sold
- total costs and expenses applicable to sales and revenues
- other costs and expenses
- provision for doubtful accounts and notes
- Interest and amortisation of debt discount
- Income before taxes and other items
- income tax expense
- income/loss continuing operations
- Discontinued operations
- extraordinary items
- Cumulative effect-changes in accounting principles
- net income or loss
- earnings per share -primary
- earnings per share - fully diluted



## Part B

### Relevant Financial Data Items for Bank Holding Companies and Banks

#### Item Descriptions

- Cash and due from banks
- interest bearing deposits
- Borrowings from the ECCB, Inter-bank Market activity and other bank borrowings
- trading account assets
- investment and mortgage backed securities held for sale
- Investments: to provide schedule of type, rates, maturity and place – (whether domestic/regional or foreign)
- loans
- allowances for losses
- Fixed Assets
- total assets
- other liabilities
- Total deposits
- short-term borrowings
- long-term debt
- preferred stock-mandatory redemption
- preferred stock-no mandatory redemption
- common stocks
- other stockholder's equity
- total liabilities and stockholder's equity
- contingent accounts
- interest and fees on loans
- interest and dividends on investments
- other interest income
- total interest income
- interest expense on deposits
- total interest expense
- net interest income
- provision for loan losses
- investment securities gains/losses
- other expenses
- income/loss before income tax
- income/loss before extraordinary items
- extraordinary items
- cumulative changes in accounting principles
- net income or loss
- earnings per share-primary
- earnings per share- fully diluted

## Part C

### Relevant Financial Items for Broker-Dealers Holding Companies

#### Items Description

- Cash and cash items
- receivables from brokers and dealers, customers and others
- securities purchased under resale agreements
- financial instruments owned
- fixed assets
- total assets
- short term borrowings including commercial paper
- payable to customers, brokers/dealers (including clearing brokers) and others
- securities sold under agreements to repurchase
- long-term debt
- preferred stock-mandatory redemption
- preferred stock - no mandatory redemption
- common stock
- other stockholder's equity
- total liabilities and stockholder's equity
- revenue from trading activities
- interest and dividends
- commissions
- interest expense
- other sources of revenue
- compensation and employee related expense
- income/loss before income tax
- income/loss before extraordinary items
- extraordinary items, less tax
- cumulative change in accounting principles
- net income or loss
- earnings per share- primary
- earnings per share - fully diluted

## Part D

### Relevant Financial Data Items for Public Utility and Utility Holding Companies

#### Item Descriptions

- total net utility plant
- other property and investments
- total current assets
- total deferred charges
- balancing amount for total assets
- total assets
- common stock
- capital surplus, paid in,
- retained earnings
- total common stockholders equity
- preferred stock subject to mandatory redemption
- preferred stock not subject to mandatory redemption
- long term debt, net
- short term notes
- notes payable
- commercial paper
- long term debt-- current portion
- preferred stock-- current portion
- obligation under capital leases
- obligation under capital leases--current portion
- balancing amount for capitalisation and liabilities
- total capitalisation and liabilities
- gross operating revenue
- other operating expense
- total operating expense
- operating income (loss)
- other income (loss), net
- income before interest charges
- total interest charges
- net income
- preferred stock dividends
- earnings available for common stock
- common stock dividends
- total annual interest charges on all bonds
- cash flow from operations
- earnings per share –primary
- earnings per share -fully diluted

