

**BUGDEN LIMITED**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE 52 WEEKS ENDED 27 FEBRUARY 2010**

**Registered Number: 978329**

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## **BUGDEN LIMITED**

### **DIRECTORS' REPORT**

#### **Directors' Report for the 52 weeks ended 27 February 2010**

The directors present their report and the audited financial statements of Bugden Limited (the "company") for the 52 week period ended 27 February 2010. The financial period represents 52 weeks ended 27 February 2010 (Prior year 53 weeks ended 28 February 2009)

#### **Business review and principal activities**

The principal activity of the company is to act as an intermediary company which both leases and sub-leases property. There has been no significant change in the nature or level of this activity during the period and we do not expect this to change significantly throughout the next financial period.

The results for the period show a pre-tax profit of £562k (2009 £480k). The directors do not recommend the payment of a dividend (2009 £nil).

The company has net assets of £2,527k (2009 £1,965k).

#### **Principal risks and uncertainties**

From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of Tesco PLC and are not managed separately. These risks are discussed on page 41 of the Tesco PLC group annual report for the 52 weeks ending 27 February 2010 which does not form part of this report.

#### **Charitable and political donations**

There were no charitable and political donations for the period (2009 none).

#### **Future outlook**

The company's performance is expected to continue throughout the next financial period and it is hoped that the current performance levels will be maintained.

#### **Key performance indicators**

Given the straightforward nature of the business, the directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business.

#### **Research and development**

The company does not undertake any research and development activities.

#### **Going concern**

It is the current intention of the parent undertakings to continue to finance the company so as to enable it to meet its liabilities as they fall due, and to carry on its business without any significant curtailment of operations during the forthcoming year. Accordingly the accounts have been prepared on a going concern basis.

## **BUGDEN LIMITED**

### **DIRECTORS' REPORT**

#### **Directors' Report for the 52 weeks ended 27 February 2010 (continued)**

##### **Supplier payment policy**

The company does not have any direct supplier relationships with companies outside the group. Any external relationships with suppliers are handled through Tesco Stores Limited. The Group policy and practice in relation to its suppliers is disclosed in Tesco Stores Limited's annual report.

##### **Employees**

The company had no employees during the period (2009: none).

##### **Directors and their interests**

The following directors served during the period and up to the date of signing the financial statements:

A Higginson  
L Neville-Rolfe  
J Lloyd  
G Fryett

Save as set out below, none of the directors had any disclosable interests in the company during this period.

L Neville-Rolfe and A Higginson are also directors of Tesco PLC, the company's ultimate parent company, and as such their disclosable interests in Tesco PLC are all declared in the financial statements of that company.

A qualifying third-party indemnity provision as defined in Section 234 of the Companies Act 2006 is in force for the benefit of each of the Tesco PLC directors listed above and the Tesco PLC company secretary (who is also a director of this company) in respect of liabilities incurred as a result of their office, to the extent permitted by law. In respect of those liabilities for which directors may not be indemnified, the company maintained a directors' and officers' liability insurance policy throughout the financial year.

##### **Cautionary statement regarding forward-looking information**

Where this review contains forward-looking statements, these are made by the directors in good faith based on the information available to them at the time of their approval of this report. These statements should be treated with caution due to the inherent risks and uncertainties underlying any such forward-looking information. A number of important factors, including those in this document, could cause actual results to differ materially from those contained in any forward-looking statement.

# **BUGDEN LIMITED**

## **DIRECTORS' REPORT**

### **Directors' Report for the 52 weeks ended 27 February 2010 (continued)**

#### **Statement of directors' responsibilities in respect of the Annual Report and the financial statements**

The directors are responsible for preparing the Annual 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). The financial statements are required by law to 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, in which case there will 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 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 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.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

#### **Statement on disclosure of information to auditors**

Each director who is a director of the company at the date of approval of this Annual Report confirms that

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- he/she has taken all the steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

#### **Independent auditors**

The independent auditors of Bugden Limited, PricewaterhouseCoopers LLP, are proposed for reappointment.

On behalf of the Board

22 November 2010



J. Lloyd  
Director  
Bugden Limited  
Registered number 978329

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BUGDEN LIMITED

**PricewaterhouseCoopers LLP**  
10 Bricket Road  
St Albans AL1 3JX  
Telephone +44 (0) 1727 844155  
Facsimile +44 (0) 1727 845039

We have audited the financial statements of Bugden Limited for the 52 weeks ended 27 February 2010 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 4 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 27 February 2010 and of its profit for the 52 weeks 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.

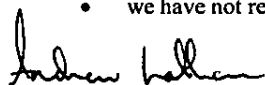
### Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

### Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.



Andrew Latham (Senior Statutory Auditor)  
For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
St Albans

22<sup>nd</sup> November 2010

## BUGDEN LIMITED

### PROFIT AND LOSS ACCOUNT FOR THE 52 WEEKS ENDED 27 FEBRUARY 2010

	Notes	52 weeks ended 27 February 2010 £'000	53 weeks ended 28 February 2009 £'000
Operating lease income from group companies		33,620	35,003
Leasing costs		(33,058)	(34,523)
<b>Profit on ordinary activities before taxation</b>	2	<b>562</b>	<b>480</b>
Tax on profit on ordinary activities	3	-	-
<b>Profit for the financial period</b>	8,9	<b>562</b>	<b>480</b>

There are no recognised gains or losses other than those shown in the Profit and Loss account above

There are no material differences between the profit on ordinary activities before taxation and the profit for the financial period stated above and their historical cost equivalents

All operations are continuing for the financial period

# BUGDEN LIMITED

## BALANCE SHEET AS AT 27 FEBRUARY 2010

	Notes	27 February 2010 £'000	28 February 2009 £'000
<b>Non current assets</b>			
Debtors - due after more than one year	4	12,305	13,527
<b>Current Assets</b>			
Debtors - due within one year	5	6,266	6,172
Cash at bank and in hand		4,998	3,278
		11,264	9,450
<b>Creditors – amounts falling due within one year</b>	6	(21,042)	(21,012)
<b>Net current liabilities</b>		(9,778)	(11,562)
<b>Net assets</b>		2,527	1,965
<b>Capital and reserves</b>			
Called up share capital	7	1	1
Profit and loss reserve	8	2,526	1,964
<b>Total equity shareholder's funds</b>	9	2,527	1,965

The financial statements on pages 6 to 11 were approved by the board of directors on 22 November 2010 and were signed on its behalf by



J Lloyd  
Director  
Bugden Limited  
Registered Number 978329

## **BUGDEN LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 27 FEBRUARY 2010**

#### **1. ACCOUNTING POLICIES**

##### **Basis of preparation of financial statements**

The financial statements are prepared on the going concern basis, in accordance with applicable United Kingdom accounting standards, under the historical cost convention and in accordance with the Companies Act 2006. The company's principal accounting policies have been applied consistently during the period and are set out below.

In accordance with FRS 2 "Accounting for Subsidiary Undertakings" and Section 400 of the Companies Act 2006, group financial statements have not been prepared because the company is a wholly owned subsidiary of Tesco PLC, incorporated in England and Wales.

##### **Cash flow statement**

The company is a wholly owned subsidiary of Tesco PLC and is included in the consolidated financial statements of Tesco PLC, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1.

##### **Leases**

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee. All other leases are classified as operating leases.

###### *The company as a lessor*

Rental income from operating leases is recognised in the Profit and Loss Account within other operating income from group companies, on a straight-line basis over the term of the lease.

###### *The company as a lessee*

Assets held under finance leases are recognised as tangible fixed assets of the company at their fair value or, if lower, at the present value of the minimum lease payments, each determined at the inception of the lease. The corresponding liability is included in the Balance Sheet as a finance obligation. Lease payments are apportioned between finance charges and reduction of the lease obligations so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged to the Profit and Loss Account.

Rentals payable under operating leases are charged to the Profit and Loss Account on a straight-line basis over the term of the relevant lease.

Payments made in advance under operating leases are recognised as prepayments and split between amounts relating to less than one year and greater than one year.

##### **Current taxation**

The amount included in the Profit and Loss Account is based on the profit or loss on ordinary activities before taxation and is calculated at current local tax rates, taking into account timing differences and the likelihood of realisation of deferred tax assets and liabilities.

##### **Group relief on taxation**

The company may receive or surrender group relief from group companies without payment and consequently there may be no tax charge in the Profit and Loss Account.



## BUGDEN LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 27 FEBRUARY 2010 (continued)

#### 2. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The directors received no emoluments for their services to the company (2009 £nil)

The company had no employees during the period (2009 none)

The auditors' remuneration for the current and prior period was borne by another group company

#### 3. TAXATION ON PROFIT ON ORDINARY ACTIVITIES

##### Factors that have affected the tax charge

The standard rate of corporation tax in the UK changed from 30% to 28% with effect from 1 April 2008. The overall corporation tax rate for the company for the full year is 28% (2009 blended rate of 28.2%)

	2010 £'000	2009 £'000
<b>Current tax:</b>		
UK corporation tax on profit for the financial period	-	-
Adjustments in respect of previous financial periods	-	-
Total current tax	-	-
<b>Deferred tax:</b>		
Total deferred tax	-	-
Tax on profit on ordinary activities	-	-

The tax assessed for the period is lower (2009 lower) than the standard rate of corporation tax in the UK of 28% (2009 blended rate of 28.2%). The differences are explained below

	2010 £'000	2009 £'000
Profit on ordinary activities before tax	562	480
Profit on ordinary activities multiplied by standard rate in the UK 28% (2009 28.2%)	157	136
Effects of		
Income not taxable	(16)	-
Expenses not deductible for tax purposes	340	5
Group relief received without payment	(481)	(141)
Current tax charge for the financial period	-	-

#### 4. DEBTORS – DUE AFTER MORE THAN ONE YEAR

	2010 £'000	2009 £'000
Prepayments greater than one year	12,305	13,527

## BUGDEN LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 27 FEBRUARY 2010 (continued)

#### 5. DEBTORS – DUE WITHIN ONE YEAR

	2010 £'000	2009 £'000
Amounts owed by group undertakings	5,045	4,951
Prepayments due in less than one year	1,221	1,221
	6,266	6,172

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand

#### 6. CREDITORS – AMOUNTS FALLING DUE WITHIN ONE YEAR

	2010 £'000	2009 £'000
Other creditors	-	12
Amounts due to group undertakings	21,042	21,000
	21,042	21,012

Amounts due to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand

#### 7. CALLED UP SHARE CAPITAL

	2010 £'000	2009 £'000
Authorised		
3,800 (2009 3,800) ordinary shares of £1 each	4	4
96,200 (2009 96,200) deferred shares of £1 each	96	96
	100	100
Allotted, called up and fully paid		
1,000 (2009 1,000) ordinary shares of £1 each	1	1

The ordinary shares have the right to received notice of, attend and vote at any general meeting of the company

The deferred shares do not have the right to receive notice of, attend or vote at any general meeting of the company

The deferred shares have no right to participate in any dividend declared by the company

Upon a return capital, reduction of capital or otherwise, the deferred shares have the right to receive the amount paid up on such shares after the holders of the ordinary shares have received the sum of £100,000 per ordinary share

The deferred shares have no right to receive any allotment of shares of the company

## BUGDEN LIMITED

### NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 27 FEBRUARY 2010 (continued)

#### 8. RESERVES

	Profit and loss reserve £'000
As at 28 February 2009	1,964
Profit for the financial period	562
As at 27 February 2010	2,526

#### 9. RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS

	2010 £'000	2009 £'000
Profit for the financial period	562	480
Opening shareholder's funds	1,965	1,485
Closing shareholder's funds	2,527	1,965

#### 10. FINANCIAL COMMITMENTS

At 27 February 2010, the company had annual commitments under non-cancellable operating leases for assets other than land and buildings expiring as follows

	2010 £'000	2009 £'000
After five years	31,843	31,189

#### 11. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The company's immediate and ultimate parent company, and controlling party, is Tesco PLC, which is incorporated in Great Britain and registered in England and Wales, and which is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of the Tesco PLC financial statements can be obtained from the Company Secretary, Tesco PLC, Tesco House, PO Box 18, Delamare Road, Cheshunt, Hertfordshire, EN8 9SL.

#### 12. RELATED PARTY TRANSACTIONS

Transactions with other companies within the group are not disclosed as the company has taken advantage of the exemption under paragraph 3(c) of Financial Reporting Standard 8 "Related Party Disclosures", as the consolidated financial statements of Tesco PLC, in which the company is included, are available at the address noted above.