

Company registration number: 240816



**Whites Property Company Limited**  
**Directors' report and financial statements**  
for the year ended 31 March 2009

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# Whites Property Company Limited

## Directors' report

for the year ended 31 March 2009

The Directors present their report and the audited financial statements for the year ended 31 March 2009.

### Principal activities

The company is a property owning company, holding properties for group companies.

### Business review

Turnover increased by 7.8% (2008: decreased by 16.8%) to £2,373,000 (2008: £2,201,000). Operating profit increased from a loss of £15,000 to a profit of £81,000.

The Company's retained profit for the financial year was £188,000 (2008: £1,554,000).

There have been no significant events since the balance sheet date which should be considered for a proper understanding of these financial statements.

### Dividends

No dividend was declared and paid in the year (2008: £nil).

### Directors

The following served as Directors during the year:

R J Bartholomew

A Robson

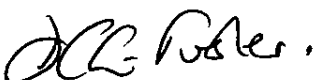
### Auditors

The Company has elected to dispense with the annual reappointment of auditors and accordingly KPMG Audit Plc remain in office. Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and will therefore continue in office.

### Statement as to 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; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

By order of the Board:



D Foster  
Secretary

30 June 2009

Registered Office:  
1 Thane Road West  
Nottingham  
NG2 3AA

Registered in England and Wales No. 240816

# **Whites Property Company Limited**

## **Directors' responsibilities statement**

for the year ended 31 March 2009

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice). 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 year.

In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments 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 proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that its financial statements comply with the Companies Act 1985. 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.

## Independent auditors' report to the members of Whites Property Company Limited

We have audited the financial statements of Whites Property Company Limited ('the Company') for the year ended 31 March 2009 which comprise the Profit and loss account, the Note of historical cost profits and losses, the Balance sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's members, as a body, in accordance with Section 235 of the Companies Act 1985. 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 auditor's 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

The directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of directors' responsibilities on page 2.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed. We read the Directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

### Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

### Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the Company's affairs as at 31 March 2009 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' report is consistent with the financial statements.

KPMG Audit Plc

KPMG Audit Plc  
Chartered Accountants  
Registered Auditor  
Birmingham

30 June 2009

## Whites Property Company Limited

### Profit and loss account

for the year ended 31 March 2009

	Notes	2009 £000	2008 £000
Turnover	2	2,373	2,201
Operating profit/(loss)	2	81	(15)
Profit on sale of tangible fixed assets – continuing operations		-	1,485
Interest receivable and similar income	3	134	111
Profit on ordinary activities before taxation		215	1,581
Tax on profit on ordinary activities	4	(27)	(27)
Profit for the financial year		188	1,554

There are no recognised gains and losses for the current and preceding financial years other than the profit of £188,000 (2008: £1,554,000) shown above. Accordingly, no statement of recognised gains and losses is presented.

The amounts presented for the current and preceding financial years are derived from continuing operations.

## Whites Property Company Limited

### Note of historical cost profits and losses

for the year ended 31 March 2009

		2009 £000	2008 £000
Reported profit on ordinary activities before taxation		215	1,581
Realisation of property revaluation gains	10	-	1,211
Difference between historical cost depreciation charge and the actual depreciation charge calculated on the revalued amount	10	-	13
Historical cost profit on ordinary activities before taxation for the financial year		215	2,805
Historical cost profit for the financial year		188	2,778

# Whites Property Company Limited

## Balance sheet

as at 31 March 2009

	Notes	2009 £000	2008 £000
<b>Fixed assets</b>			
Tangible assets	5	2	2
<b>Current assets</b>			
Debtors including £88,000 due after more than one year (2008: £nil)	6	5,104	4,969
Creditors: amounts falling due within one year	7	(762)	(815)
<b>Net current assets</b>		4,342	4,154
<b>Net assets</b>		4,344	4,156
<b>Capital and reserves</b>			
Called up share capital	9,10	35	35
Profit and loss account	10	4,309	4,121
<b>Shareholders' funds</b>		4,344	4,156

The notes on pages 7 to 11 form part of the Company's financial statements.

These financial statements were approved by the Board on 30 June 2009 and were signed on its behalf by:



RICHARD BARTHOLOMEW  
Director

COMPANY NUMBER: 240816



# Whites Property Company Limited

## Notes to the financial statements

for the year ended 31 March 2009

### 1. Accounting policies

#### Basis of preparation

The financial statements have been prepared in accordance with UK Generally Accepted Accounting Practice, and under the historical cost convention, as modified by the revaluation of certain assets and/or liabilities required or permitted by the Companies Act 1985 under the alternative accounting rules.

AB Acquisitions Holdings Limited ('ABAH'), the ultimate parent undertaking of the Alliance Boots Group ('the Group'), includes the Company's assets, liabilities and results in its own publicly-available consolidated financial statements. Under FRS 1 (Revised 1996), 'Cash flow statements', the Company is therefore exempt from the requirement to prepare a cash flow statement. In addition, under SSAP 25, 'Segmental Reporting', the Company is exempt from the requirement to present segmental information on the grounds that ABAH includes segmental information in its own publicly-available consolidated financial statements in compliance with IAS 14, 'Segment Reporting'.

The Company's voting rights are wholly controlled within the Group and, consequently, the Company is exempt under FRS 8, 'Related party Disclosures', from disclosing transactions with entities that are part of the Group or investees of the Group qualifying as related parties.

#### Turnover

Turnover shown on the face of the profit and loss account is the amount derived from rental income in the normal course of business, net of trade discounts, value added tax and other sales-related taxes.

#### Tangible fixed assets

##### Cost

All tangible fixed assets are stated at cost less accumulated depreciation and impairment losses.

##### Depreciation

Depreciation of tangible fixed assets is provided to write off the cost, less residual value, in equal instalments over their expected useful economic lives as follows:

- Leasehold buildings – depreciated to their estimated residual values over their useful economic lives of not more than 50 years;

Residual values, where material, and remaining useful economic lives are reviewed annually and adjusted if appropriate.

##### Disposals

Gains and losses on disposals are determined by comparing proceeds with carrying amount. These are included in the profit and loss account. Any impairment in the value of fixed assets is recognised immediately.

#### Leases

Leases, for which the Company assumes substantially all the risks and rewards of ownership, are classified as finance leases. The cost of assets held under finance leases, including lease premiums paid upfront, is included within tangible fixed assets and depreciation is provided in accordance with the policy for the class of asset concerned over the length of the lease. The corresponding obligations under these leases are shown in creditors. The finance charge element of rentals is charged to the profit and loss account through interest payable and similar charges using a constant periodic rate of charge on the remaining balance of the outstanding obligations.

Payments made under operating leases are recognised in the profit and loss account on a straight-line basis over the term of the lease. Benefits received as an incentive to sign a lease, whatever form they may take, are credited to the profit and loss account on a straight-line basis over the shorter of the lease term and the period until the contractually-specified rent review date.

#### Share capital

##### Equity instruments

An equity instrument is a contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Accordingly, a financial instrument is treated as equity if:

- there is no contractual obligation to deliver cash or other financial assets or to exchange financial assets or liabilities on terms that may be unfavourable; and
- the instrument is a non-derivative that contains no contractual obligation to deliver a variable number of shares or is a derivative that will be settled only by the Group exchanging a fixed amount of cash or other assets for a fixed number of the Company's own equity instruments.

Equity instruments are recorded as share capital and share premium, as applicable, net of tax-effected share issue costs. To the extent that this definition is not met, the proceeds of any issue are classified as a financial liability.

#### Taxation

##### Current taxation

Current tax is recognised at the amount expected to be paid or recovered for the period based on tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

##### Deferred taxation

Deferred tax is recognised on all timing differences that have originated but not reversed by the balance sheet date. Deferred tax assets are only recognised to the extent that it is more likely than not there will be suitable taxable profits against which the underlying timing differences can reverse. Deferred tax liabilities are not recognised in respect of corporation tax on chargeable gains arising on the disposal of assets where that gain is expected to be deferred indefinitely.

Deferred tax is measured on a non-discounted basis at the average rates expected to apply in the periods when the timing differences are expected to reverse using the tax rates and laws enacted or substantively enacted at the balance sheet date.

# Whites Property Company Limited

## Notes to the financial statements (continued)

for the year ended 31 March 2009

### 2. Profit/(loss) from operations

	2009 £000	2008 £000
Turnover	2,373	2,201
Cost of sales	(2,292)	(2,216)
<b>Operating profit/(loss)</b>	<b>81</b>	<b>(15)</b>

Operating profit/(loss) is stated after charging:

	2009 £000	2008 £000
Depreciation of tangible fixed assets		
- owned assets	-	14
Operating lease rentals payable		
- land and buildings	2,277	2,189

The audit fee was borne by a fellow group undertaking.

The company had no employees in either year apart from the directors.

### 3. Interest receivable and similar income

	2009 £000	2008 £000
Interest receivable from group undertakings	134	111

### 4. Tax on profit on ordinary activities

An analysis of the tax charge for the year is presented as follows:

	2009 £000	2008 £000
<b>Current tax</b>		
Corporation tax on income for the period at 28% (2008: 30%)	38	(79)
Adjustments in respect of prior periods	77	(10)
	115	(89)
<b>Deferred tax (note 8)</b>		
Origination and reversal of timing differences	22	116
Adjustments in respect of prior periods	(110)	-
	(88)	116
<b>Tax on profit on ordinary activities</b>	<b>27</b>	<b>27</b>

The tax charge/(credit) for the financial year is higher (2008: lower) than the standard rate of corporation tax of 28% (2008: 30%). The differences are explained below:

	2009 £000	2008 £000
Profit on ordinary activities before tax	215	1,581
Current tax at 28% (2008: 30%)	60	474
Effects of:		
Capital allowances in excess of depreciation	(22)	(111)
Profit on disposal of fixed assets	-	(442)
Adjustments in respect of prior periods	77	(10)
<b>Total current tax charge/(credit) as above</b>	<b>115</b>	<b>(89)</b>

The standard rate of corporation tax in the UK changed to 28% with effect from 1 April 2008.

# Whites Property Company Limited

## Notes to the financial statements (continued)

for the year ended 31 March 2009

### 5. Tangible fixed assets

	Land and buildings £000
<b>Cost</b>	
At 1 April 2008	1,689
<b>Disposals</b>	(1,679)
At 31 March 2009	10
<b>Depreciation</b>	
At 1 April 2008	1,687
<b>Disposals</b>	(1,679)
At 31 March 2009	8
<b>Net book value</b>	
At 31 March 2009	2
At 31 March 2008	2

The net book value of land and buildings is comprised of:

	2009 £000	2008 £000
Short leasehold	2	2

### 6. Debtors

	2009 £000	2008 £000
<b>Falling due within one year:</b>		
Amounts owed by group undertakings	4,736	4,577
Other debtors	81	85
Prepayments and accrued income	199	182
Corporation tax	-	125
	5,016	4,969
<b>Falling due after more than one year:</b>		
Deferred tax (note 8)	88	-
<b>Total debtors</b>	<b>5,104</b>	<b>4,969</b>

### 7. Creditors: amounts falling due within one year

	2009 £000	2008 £000
Amounts owed to group undertakings	640	591
Corporation tax	18	-
Other creditors	1	-
Accruals and deferred income	103	224
	762	815

# Whites Property Company Limited

## Notes to the financial statements (continued)

for the year ended 31 March 2009

### 8. Deferred tax

Deferred tax assets and liabilities are offset where there is a legally enforceable right to offset the associated current tax assets and liabilities.

Deferred tax assets are attributable to the following after offset:

	2009 £000	2008 £000
Accelerated capital allowances	88	-

### 9. Called up share capital

	2009 £000	2008 £000
Authorised		
250,000 Ordinary shares of £1 each	250	250
Allotted, called up and fully paid		
35,000 Ordinary shares of £1 each	35	35

### 10. Reconciliation of movements in equity shareholders' funds

	Share capital £000	Profit and loss account £000	Revaluation reserve £000	Total £000
At 1 April 2008	35	4,121	-	4,156
Profit for the financial year	-	188	-	188
At 31 March 2009	35	4,309	-	4,344

	Share capital £000	Profit and loss account £000	Revaluation reserve £000	Total £000
At 1 April 2007	35	1,343	1,224	2,602
Profit for the financial year	-	1,554	-	1,554
Revaluation reversal on disposal	-	1,211	(1,211)	-
Revaluation element of depreciation charge	-	13	(13)	-
At 31 March 2008	35	4,121	-	4,156

### 11. Operating leases

At 31 March 2009 the Company had annual commitments under non-cancellable operating leases as follows:

	2009 Land and buildings £000	2008 Land and buildings £000
Less than one year	-	60
Between one and five years	1,020	223
More than five years	1,143	1,725
	2,163	2,008

## **Whites Property Company Limited**

### **Notes to the financial statements (continued)**

for the year ended 31 March 2009

#### **12. Ultimate parent undertaking**

At 31 March 2009 the Company's immediate parent company was Alliance Boots Holdings Limited and its ultimate parent company and controlling party was AB Acquisitions Holdings Limited. AB Acquisitions Holdings Limited is also the parent undertaking of the largest group in which the Company is consolidated.

AB Acquisitions Holdings Limited is incorporated in Gibraltar, and its registered office is 57/63 Line Wall Road, Gibraltar. AB Acquisitions Holdings Limited is jointly controlled by Alliance Santé Participations S.A., and certain funds advised by Kohlberg Kravis Roberts & Co. L.P., S. Pessina, and O. Barra, who are Directors of Alliance Boots GmbH, are also Directors of Alliance Santé Participations S.A., which is ultimately owned by a family trust.

The smallest group in which the results of the Company are consolidated is that headed by Alliance Boots GmbH, a company incorporated in Switzerland. The consolidated financial statements of this group are available from the Alliance Boots website at [www.allianceboots.com](http://www.allianceboots.com).