

TESCO (LONDON) LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE 53 WEEKS ENDED 28 FEBRUARY 2004



TESCO (LONDON) LIMITED

DIRECTORS' REPORT

The directors present their report and financial statements for the 53 weeks ended 28 February 2004.

Principal activities

The company did not trade in the period. However, several of its subsidiary companies were liquidated in the period which has led to income from those subsidiaries being received by the company, and changes in the company's investments.

Directors and their interests

The directors of the company during the period were as follows:

D E Reid	(resigned 30 May 2003)
A T Higginson	appointed 30 May 2003)
R S Ager	(resigned 15 March 2004)
J A Bailey	(resigned 30 May 2003)
M J Field	(appointed 30 May 2003)
L Neville-Rolfe	(appointed 15 March 2004)

None of the directors had any disclosable beneficial interests in the company.

D E Reid, A T Higginson and R S Ager were 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 accounts of that company.

For the one director as at 28 February 2004 who was not also director of the ultimate parent company, his interests in the shares of Tesco PLC at the beginning and end of the period are given below:

	Ordinary shares		2004	Share Options *		At appointment
	2004	At appointment		Granted	Exercised	
M J Field	40,837	35,747	105,830	1,625	(4,963)	109,168

	Ordinary shares		At resignation	Share options*		2003
	At resignation	2003		Granted	Exercised	
J A Bailey	50,245	37,214	170,875	45,750	-	125,125

* Executive share option scheme (1984, 1994 and 1996) and savings related share option scheme (1981). Details of these schemes are set out in the annual report and accounts of Tesco PLC.

TESCO (LONDON) LIMITED

DIRECTORS' REPORT (continued)

Directors' responsibilities for the preparation of the financial statements

The directors are required by the Companies Act 1985 to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company as at the end of the financial period and of the profit or loss for the financial period.

The directors consider that in preparing the financial statements on pages 4 to 9 the company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and that all accounting standards which they consider to be applicable have been followed.

The directors have responsibility for ensuring that the company keeps accounting records which disclose with reasonable accuracy the financial position of the company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

The directors 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.

Auditors

PricewaterhouseCoopers LLP were appointed as auditors of the company by the directors, to fill the casual vacancy arising following cessation of the dormant status. A resolution to re-appoint PricewaterhouseCoopers LLP as auditors of the company will be proposed at the Annual General Meeting.

By order of the Board on 23 FEB 2004



M J Field
Director

Tesco (London) Limited
Registered Number 00334737

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TESCO (LONDON) 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 which comprise the profit and loss account, the balance sheet, and the related notes, which have been prepared under the historical cost convention and the accounting policies set out in the statement of accounting policies.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including this opinion, has been prepared for and only for the company's members in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or in to whose hands it may come save where expressly agreed by our prior consent in writing.

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 if, in our opinion, the directors' report is not consistent with the financial statements, if 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 transactions is not disclosed.

We read the other information contained in the annual report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. The other information comprises only the directors' report.

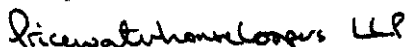
Basis of audit opinion

We conducted our audit in accordance with auditing standards 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 judgements 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 of the state of the company's affairs at 28 February 2004 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
10 Bricket Road
St Albans
Herts
AL1 3JX

24 December 2004

TESCO (LONDON) LIMITED

PROFIT AND LOSS ACCOUNT FOR THE 53 WEEKS ENDED 28 FEBRUARY 2004

	Note	2004 £'000	2003 £'000
Income from subsidiary undertakings		860	-
Write-down of investments		(282)	
Operating Profit	2	578	-
Profit on ordinary activities before tax		578	-
Tax on ordinary activities	3	-	-
Retained profit for the financial period	6, 7	578	-

The company had no recognised gains or losses other than those reflected in the profit and loss account above.

The notes on pages 6 to 9 form part of these financial statements.

TESCO (LONDON) LIMITED

BALANCE SHEET AS AT 28 FEBRUARY 2004

	Note	2004 £'000	2003 £'000
FIXED ASSETS			
Investments	4	311	1,037
CURRENT ASSETS			
Debtors: Amounts owed by group undertakings		4,579	4,579
CREDITORS: (amounts falling due within one year amounts owed to group undertakings)		(2,881)	(4,185)
NET CURRENT ASSETS		1,698	394
NET ASSETS		2,009	1,431
CAPITAL AND RESERVES			
Called Up Share capital	5	1,681	1,681
Profit and loss account	6	328	(250)
Equity		1,659	1,081
Non-equity		350	350
TOTAL SHAREHOLDERS' FUNDS	7	2,009	1,431

Approved by the Board on 25 01 04 2004



M J Field
Director

The notes on pages 6 to 9 form part of these financial statements.

TESCO (LONDON) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 53 WEEKS ENDED 28 FEBRUARY 2004

1 PRINCIPAL ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

In accordance with Financial Reporting Standard 2 "Accounting for subsidiary Undertakings", group financial statements have not been prepared because the company is a wholly owned subsidiary of a body corporate, incorporated in Great Britain.

In accordance with FRS1 (revised), the company, being the wholly owned subsidiary of another company which prepares a cash flow statement including the cash flows of this company, has not prepared such a statement itself.

2 ACTIVITY AND DIRECTORS

The company did not trade in the period. However, several of its subsidiary companies were liquidated in the period, which has led to income from those subsidiaries being received by the company, and changes in the company's investments.

The directors received no emoluments for their services to the company (2003: £nil).

The company had no employees during the period (2003: nil).

Auditors' remuneration was borne by another group company.

3 TAXATION

a) Analysis of charge in the year

	53 Weeks ended 28 February 2004 £	Year ended 22 February 2003 £
Corporation tax at 30% (2003:30%)	-	-
Tax on profit on ordinary activities	-	-

TESCO (LONDON) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 53 WEEKS ENDED 28 FEBRUARY 2004 (continued)

3 TAXATION (continued)

b) Factors affecting tax charge for the year

The tax assessed for the period is lower than the standard rate of corporation tax in the UK (30.0%). The differences are explained below:

	53 Weeks ended 28 February 2004 £	Year ended 22 February 2003 £
Profit on ordinary activities before tax	578	-
Profit on ordinary activities multiplied by standard rate of corporation tax of 30.0% (2003: 30.0%).	173	-
Effects of:		
Income not taxable (Dividends from UK companies)	(258)	-
Other Items	85	-
Current tax charge for the year	-	-

4 FIXED ASSET INVESTMENTS – Shares in Group undertakings

	2004 £'000	2003 £'000
At 23 February 2003	1,037	1,037
Redemption of investments on liquidation	(444)	-
Write-down of investment	(282)	-
At 28 February 2004	311	1,037

Subsidiary undertaking	Nature of Business	Class of share held	% shares held	Registered in
Anthony Jackson Foodfares Limited	Non trading	Ordinary 6% non-cumulative preference	100 100	England
Tesco (Cheshunt) Ltd	Non trading	Ordinary	100	England

The other subsidiaries of the company were liquidated during the period.

TESCO (LONDON) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 53 WEEKS ENDED 28 FEBRUARY 2004 (continued)

5 CALLED UP SHARE CAPITAL

	2004 £'000	2003 £'000
Authorised:		
3,500,000 ordinary shares of 5p each	175	175
26,500,000 'A' ordinary shares of 5p each	1,325	1,325
500,000 5% cumulative redeemable preference shares of £1 each	500	500
	2,000	2,000
Called up, allotted and fully paid :		
2,700,000 ordinary shares of 5p each	135	135
23,925,000 'A' ordinary shares of 5p each	1,196	1,196
350,000 5% cumulative redeemable preference shares of £1 each.	350	350
	1,681	1,681

6 PROFIT AND LOSS ACCOUNT

	£
As at 23 February 2003	(250)
Retained profit for the period	578
Retained profit at 28 February 2004	328

7 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2004 £	2003 £
Opening shareholders' funds	1,431	1,431
Profit for the financial period	578	-
Closing shareholders' funds	2,009	1,431

TESCO (LONDON) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 53 WEEKS ENDED 28 FEBRUARY 2004 (continued)

8 ULTIMATE PARENT UNDERTAKING

The 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.

9 RELATED PARTY DISCLOSURES

Transactions with other companies within the group are not disclosed as the company has taken advantage of the exemption under 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.