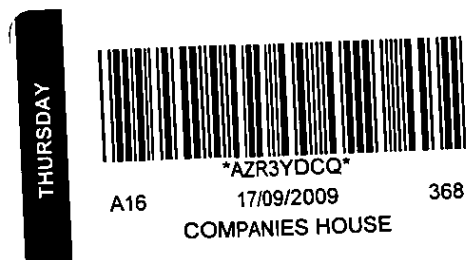


Company registration number: 496652



GB Britton & Sons (Holdings) Limited
Financial statements
for the year ended 31 March 2009

GB Britton & Sons (Holdings) Limited

Profit and loss account

as at 31 March 2009

| | Notes | 2009 £ | 2008 £ |
|---|-------|-----------|---------------------|
| Operating costs | 3 | - | (10,878,600) |
| Operating loss and loss on ordinary activities before taxation | | | (10,878,600) |
| Tax on loss on ordinary activities | 4 | - | - |
| Loss for the financial year | | - | (10,878,600) |

GB Britton & Sons (Holdings) Limited

Balance sheet

as at 31 March 2009

| | Notes | 2009 £ | 2008 £ |
|-----------------------------|-------|--------------|--------------|
| Current assets | | | |
| Debtors | 5 | 2,103 | 2,103 |
| Net assets | | 2,103 | 2,103 |
| Capital and reserves | | | |
| Called up share capital | 6,7 | 2,208,402 | 2,208,402 |
| Capital redemption reserve | 7 | 60,000 | 60,000 |
| Capital reserve | 7 | 887,193 | 887,193 |
| Profit and loss account | 7 | (3,153,492) | (3,153,492) |
| Shareholders' funds | | 2,103 | 2,103 |

Shareholder's funds are wholly attributable to equity interests.

The company has remained dormant throughout the period covered by these financial statements.

For the period ended 31 March 2009, the company was entitled to exemption from filing an audit report under section 249AA (1) of the Companies Act 1985.

Members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 249B (2) of the Companies Act 1985.


The directors acknowledge their responsibility for:

i) ensuring the company keeps accounting records which comply with section 221; and

ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the

These financial statements were approved by the Board on 7 September 2009 and were signed on its behalf by:

Director


KEN MURPHY

GB Britton & Sons (Holdings) Limited

Notes to the financial statements

for the year ended 31 March 2009

1. Accounting policies

The financial statements have been prepared in accordance with UK Generally Accepted Accounting Practice, and under the historical cost convention and in accordance with applicable accounting standards.

2. Profit and loss account

The company has not traded during the period, has received no income and incurred no expenditure, and consequently has made neither a profit nor a loss. There were no other recognised gains or losses during the year.

3. Operating costs

| | 2009 £ | 2008 £ |
|--|-----------|------------|
| Operating exceptionals | | |
| Write off of amounts due from group undertakings | - | 10,878,600 |

4. Tax on loss on ordinary activities

The tax credit for the prior financial year was lower than the standard rate of corporation tax of 30%. The differences are explained below:

| | 2009 £ | 2008 £ |
|--|-----------|--------------|
| Loss on ordinary activities before tax | - | (10,878,600) |
| Current tax at 28% (2008: 30%) | - | (3,263,580) |
| Effects of: | | |
| Expenses not deductible for tax purposes | - | 3,263,580 |
| Total current tax credit | - | - |

5. Debtors

| | 2009 £ | 2008 £ |
|------------------------------------|-----------|-----------|
| Amounts owed by group undertakings | 2,103 | 2,103 |

6. Called up share capital

| | 2009 £ | 2008 £ |
|--|-----------|-----------|
| Authorised | | |
| 12,240,000 ordinary shares of 25p each | 3,060,000 | 3,060,000 |
| Allotted, called up and fully paid | | |
| 8,833,608 ordinary shares of 25p each | 2,208,402 | 2,208,402 |

7. Reconciliation of movements in equity shareholders' funds

| | Share capital £ | Capital redemption reserve £ | Capital reserve £ | Profit and loss account £ | Total £ |
|-----------------------------|--------------------|---------------------------------|----------------------|------------------------------|------------|
| At 1 April 2008 | 2,208,402 | 60,000 | 887,193 | (3,153,492) | 2,103 |
| Loss for the financial year | - | - | - | - | - |
| At 31 March 2009 | 2,208,402 | 60,000 | 887,193 | (3,153,492) | 2,103 |

| | Share capital £ | Capital redemption reserve £ | Capital reserve £ | Profit and loss account £ | Total £ |
|-----------------------------|--------------------|---------------------------------|----------------------|------------------------------|--------------|
| At 1 April 2007 | 2,208,402 | 60,000 | 887,193 | 7,725,108 | 10,880,703 |
| Loss for the financial year | - | - | - | (10,878,600) | (10,878,600) |
| At 31 March 2008 | 2,208,402 | 60,000 | 887,193 | (3,153,492) | 2,103 |

GB Britton & Sons (Holdings) Limited

Notes to the financial statements

for the year ended 31 March 2009

8. Ultimate parent undertaking

At 31 March 2009 the Company's immediate parent company was AB Dormants 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.