

for the 52 week period ended 31 January 2004



Woolworths Properties Limited

Contents

Directors and Officers	1
Directors' report	2-3
Independent Auditors' report to the members of Woolworths Properties Limited	4
Profit and Loss Account	5
Balance Sheet	6
Notes to the Financial Statements	7-10

Woolworths Properties Limited

Directors and officers

Directors

C.C.B. Rogers

P.A. Parker

Secretary

P.A. Parker

Registered Office

Woolworth House

242-246 Marylebone Road

London NW1 6JL

Auditors

PricewaterhouseCoopers LLP

1 Embankment Place

London

WC2N 6RH

Woolworths Properties Limited

Directors' report

The directors present their report and financial statements for the 52 week period ended 31 January 2004.

Principal activities and review of the business

The Company commenced operation as a property investment company on 30 November 2003 and will continue to do so for the foreseeable future.

Change of name

The company changed its name from Woolworth Publishing Limited to Woolworths Properties Limited on 23 July 2003.

Results and dividends

The result for the year, after taxation, amounted to a profit of £21,034 (2003: £nil). The directors do not recommend the payment of an ordinary dividend (2003: £nil).

Directors and directors' interests

The directors of the Company, who served throughout the financial year were:

C.C.B. Rogers
P.A. Parker

None of the directors has any beneficial interest in the shares of the Company. The interests of C.C.B Rogers in the share capital of the ultimate holding company, Woolworths Group plc, at the end of the year are shown in the financial statements of that company.

The interests of P.A. Parker in the share capital of Woolworths Group plc at 31 January 2004 were nil, with share options as follows:

Share Options	Date options granted	Exercise price per share pence	Number of shares granted	Exercisable from	Exercisable to
P.A. Parker	11/09/02	31.5	10,000	11/09/05	10/09/12

Woolworths Properties Limited

Directors' report (continued)

Statement of directors' responsibilities

The following statement is made with a view to distinguishing for the shareholders the respective responsibilities of the directors and the auditors in relation to the financial statements.

The directors are required by Company law to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the result for the year to that date. In preparing the financial statements the directors are required:

To ensure that the Company keeps accounting records which disclose with reasonable accuracy at any time the financial position of the Company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

To take such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

To apply suitable accounting policies in a consistent manner and supported by reasonable and prudent judgements and estimates where necessary.

To comply with all applicable accounting standards (except where any departures from this requirement are explained in the Notes to the Financial Statements).

To prepare the financial statements on a going concern basis, unless it is inappropriate to presume that the Company will continue in business.

The directors confirm that all such requirements have been adhered to in the preparation of these financial statements.

Auditors

PricewaterhouseCoopers LLP, were to appointed to the casual vacancy as auditors of the Company on 19 April 2004. A resolution proposing their reappointment will be proposed at the Annual General Meeting.



By order of the Board
P.A. Parker
Secretary
25 June 2004

Woolworths Properties Limited

Independent auditors' report to the members of Woolworths Properties Limited

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 note 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, within the directors' report.

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 the opinion, has been prepared for and only for the Company's members as a body 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 into 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 as at 31 January 2004 and of its profit for the 52 week period then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
London
25 June 2004

Woolworths Properties Limited

Profit and Loss Account for the 52 week period ended 31 January 2004

	Notes	2004 £000	2003 £000
Turnover		49	-
Administrative expenses		(19)	-
Profit on ordinary activities before taxation		<u>30</u>	<u>-</u>
Taxation on profit on ordinary activities	5	(9)	-
Profit on ordinary activities after taxation		<u>21</u>	<u>-</u>
Retained profit for the period	10	<u>21</u>	<u>-</u>

The profit for the period arises solely from continuing operations.

The Company has no recognised gains and losses other than the profit above. Therefore no separate statement of total recognised gains and losses has been presented.

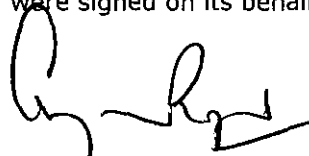
There is no difference between the profit on ordinary activities before taxation and the retained profit for the period stated above and their historical cost equivalents.

Woolworths Properties Limited

Balance Sheet as at 31 January 2004

	Notes	2004 £000	2003 £000
Fixed assets			
Tangible fixed assets	6	<u>4,000</u>	<u>-</u>
Current assets			
Debtors	7	90	-
Creditors: amounts falling due within one year	8	(4,069)	-
Net current liabilities		<u>(3,979)</u>	<u>-</u>
Net Assets		<u>21</u>	<u>-</u>
Capital and reserves			
Called up share capital	9	-	-
Profit and loss account	10	<u>21</u>	<u>-</u>
Equity shareholders' funds	11	<u>21</u>	<u>-</u>

The financial statements on pages 5 to 10 were approved by the Board of Directors and were signed on its behalf by:-



Director
C.C.B. Rogers
25 June 2004

Woolworths Properties Limited

Notes to the Financial Statements for the 52 week period ended 31 January 2004

1. Accounting policies

The accounts are prepared on the going concern basis under the historical cost convention and in accordance with Companies Act 1985 and applicable accounting standards. A summary of the accounting policies, which have been consistently applied, is set out below. The financial statements are made up to the nearest Saturday to 31 January, so as to coincide with its ultimate holding company.

The Company's ultimate holding company is Woolworths Group plc and the cashflows of the Company are shown in the consolidated Group Cashflow Statement of Woolworths Group plc, which is publicly available. Consequently the Company is exempt under the terms of Financial Reporting Standard No.1 (Revised) from publishing a cashflow statement.

Fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation. Depreciation of tangible assets is provided where it is necessary to reflect a reduction from book value to estimated value over the estimated useful life of the asset. Freehold land and buildings are not depreciated as they are expected to have a long useful expected economic life, such that depreciation will be immaterial.

Turnover

Turnover includes rents receivable from investment properties, net of value added tax.

Deferred taxation

Full provision has been made for deferred taxation in accordance with Financial Reporting Standard 19. Deferred tax has not been discounted.

2. Employees

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

3. Directors' remuneration

None of the directors of the Company received any remuneration from the Company in respect of the financial year ended 31 January 2004 (2003: £nil).

4. Auditors remuneration

Auditors' remuneration is borne by the parent company.

Woolworths Properties Limited

Notes to the Financial Statements for the 52 week period ended 31 January 2004

5. Taxation on profit on ordinary activities

a) Analysis of charge in period

	2004 £000	2003 £000
UK Corporation tax		
UK Corporation tax charge on profits for the year at 30% (2003: 30%)	(9)	-
Adjustments in respect of prior periods	-	-
Total current tax charge on profit on ordinary activities (note 5(b))	(9)	-
Deferred tax	-	-
Tax on profit on ordinary activities	(9)	-

b) Factors affecting tax charge for the period

	2004 £000	2003 £000
Profit on ordinary activities before tax	30	-
Profit on ordinary activities multiplied by standard rate of Corporation tax in the UK of 30 % (2003: 30%)	(9)	-
Effects of:		
Adjustment to tax charge in respect of prior periods	-	-
Current tax credit charge for the period (note 5(a))	(9)	-

Woolworths Properties Limited

Notes to the Financial Statements for the 52 week period ended 31 January 2004

6. Tangible fixed assets

	Freehold land and building £000
Cost:	
At 2 February 2003	-
Additions	4,000
At 31 January 2004	4,000
Depreciation	
At 2 February 2003	-
Charge for the year	-
At 31 January 2004	-
Net realisable value	
At 31 January 2004	4,000
At 1 February 2003	-

Freehold property was transferred from another group company during the year. The property was previously valued in June 1998 and in adopting the transitional provisions of FRS 15 the valuation has not been updated. Freehold land is not depreciated and is included in the table above at a cost of £1,000,000. The freehold property building is not depreciated as it is expected to have a very long useful economic life, such that depreciation will be immaterial.

7. Debtors

	2004 £000	2003 £000
Amounts owed by fellow subsidiary	90	-
	90	-

8. Creditors: amounts falling due within one year

	2004 £000	2003 £000
Amounts due to ultimate holding company	4,004	-
Corporation tax	9	-
Accruals and deferred income	56	-
	4,069	-

Woolworths Properties Limited

Notes to the Financial Statements for the 52 week period ended 31 January 2004

9. Share Capital

	2004 £	2003 £
Authorised: 100 ordinary shares of £1 each	<u>100</u>	<u>100</u>
Allotted, called up and fully paid: 100 ordinary shares of £1 each	<u>100</u>	<u>100</u>

10. Profit and loss account

	2004 £000
At 2 February 2003	-
Profit for the financial period	<u>21</u>
At 31 January 2004	<u>21</u>

11. Reconciliation of movements in shareholders' funds

	2004 £000	2003 £000
Profit for the financial period	21	-
Opening shareholders' funds	<u>-</u>	<u>-</u>
Closing shareholders' funds	<u>21</u>	<u>-</u>

12. Related Parties

The Company is exempt under the terms of Financial Reporting Standard 8 from disclosing related party transactions with entities that are part of the Woolworths Group plc group, on the grounds that the company is a wholly owned subsidiary of GM Group Limited, a member of the Woolworths Group.

13. Immediate and ultimate holding companies

The immediate parent company is GM Group Limited, which is registered in England and Wales.

The ultimate parent company is Woolworths Group plc, which is registered in England and Wales. This is the parent of the smallest group to consolidate these financial statements. Copies of the annual report and financial statements of Woolworths Group plc can be obtained from the Registrar of Companies, Companies House, Crown Way, Cardiff CF14 3UZ.