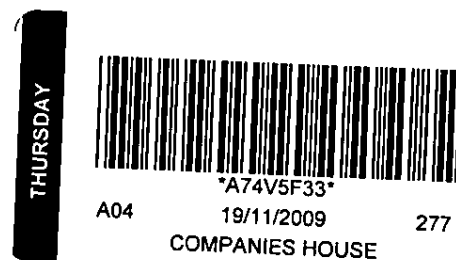


Safeway Stores (Ireland) Limited

Directors' report and financial statements

Registered number 03321745

52 weeks ended 1 February 2009



Safeway Stores (Ireland) Limited
52 weeks ended 1 February 2009

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Safeway Stores (Ireland) Limited

52 weeks ended 1 February 2009

Directors' report

The Directors present their annual report and the audited financial statements for the 52 weeks ended 1 February 2009.

Principal activity

The Company is non-trading. The principal activity of the Company when trading was grocery retailing in Northern Ireland, trading ceased in October 2005.

Result and dividend

The profit for the period after taxation amounted to £nil (2008: £2,000).

The Directors do not propose a final dividend (2008: £nil).

Review of the period

The Company is a wholly owned subsidiary of Safeway Stores Limited and its ultimate Parent Company is Wm Morrisons Supermarkets PLC ("Morrisons").

The Company ceased trading in 2005 and there is no future intention to trade.

Directors

The Directors who served during the period were as follows:-

M Gunter

R Pennycook

M Gunter retires in accordance with the articles of association and, being eligible, offers himself for re-election.

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 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.

Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG Audit Plc will therefore continue in office and a resolution to authorise the Directors to set their remuneration is to be proposed at the forthcoming Annual General Meeting.

By order of the board



G McMahon

Company secretary

Hilmore House
Gain Lane
Bradford
BD3 7DL

30 October 2009

Statement of Directors' responsibilities in respect of the Directors' report and the financial statements

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 period.

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 Safeway Stores (Ireland) Limited

We have audited the financial statements of Safeway Stores (Ireland) Limited for the period ended 1 February 2009 which comprise 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.

Safeway Stores (Ireland) Limited

52 weeks ended 1 February 2009

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 1 February 2009 and of its result for the period 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

30 October 2009

Chartered Accountants

Registered Auditor

Leeds

Accounting policies

Basis of preparation

These separate financial statements of Safeway Stores (Ireland) Limited (the Company), which have been prepared under the historic cost convention and in accordance with applicable accounting standards under UK GAAP, are presented as required by the Companies Act 1985.

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements.

Under FRS 8 the Company is exempt from the requirement to disclose related party transactions with the Wm Morrison Supermarkets PLC group on the grounds that it is a wholly owned subsidiary.

Under FRS 1 the Company is exempt from the requirement to prepare a cash flow statement on the grounds that Wm Morrison Supermarkets PLC includes the Company in its own published consolidated financial statements and these are publicly available.

Accounting reference date

The accounting period of the Company ends on the Sunday falling between 29 January and 4 February each year.

Safeway Stores (Ireland) Limited**52 weeks ended 1 February 2009****Profit and loss account**

	Note	52 weeks ended 1 February 2009 £000	52 weeks ended 3 February 2008 £000
Turnover		-	-
Cost of sales		-	-
Profit before taxation	1	-	-
Taxation	2	-	2
Profit for the financial period		-	2

All recognised gains and losses are shown in the profit and loss account.

Safeway Stores (Ireland) Limited
52 weeks ended 1 February 2009

Balance sheet

1 February 2009

	Note	1 February 2009 £000	3 February 2008 £000
Current assets			
Debtors	3	67,613	67,613
Net assets		67,613	67,613
 Capital and reserves			
Called up share capital	4	170,000	170,000
Share premium account	5	6,667	6,667
Profit and loss account	6	(109,054)	(109,054)
Equity shareholders' funds	7	67,613	67,613

The accounting policies on page 5 and notes on pages 8 and 9 form part of these financial statements.

These financial statements were approved by the Board of Directors on *30 October* 2009 and were signed on its behalf by:

M Gunter
Director



Safeway Stores (Ireland) Limited**52 weeks ended 1 February 2009****Notes to the financial statements****1. Profit and Loss Account**

There were no emoluments received or receivable by any of the Directors in respect of their services to the Company during the period (2008 - £nil).

Auditors' remuneration for the period ended 1 February 2009 and for the preceding period has been borne by a fellow Group company.

The Company has no employees.

2. Taxation

	52 weeks ended 1 February 2009 £000	52 weeks ended 3 February 2008 £000
Current taxation		
UK corporation tax at 28 % (2008: 30%) on the profit for the period on ordinary activities	-	-
Adjustment relating to an earlier period	-	(2)
Total taxation	-	(2)

The taxation charge is the same as (2008: lower than) the standard rate of UK corporation tax due to the following factors:

	52 weeks ended 1 February 2009 £000	52 weeks ended 3 February 2008 £000
Profit before tax	-	-
Tax on profit on ordinary activities at 28% (2008: 30%)	-	-
Adjustments to tax charge in respect of previous periods	-	(2)
Resulting tax credit for the period	-	(2)

3. Debtors

	2009 £000	2008 £000
Amounts falling due within one year:		
Amounts owed by group undertakings	67,613	67,613

Amounts owed by group undertakings are non-interest bearing.

Safeway Stores (Ireland) Limited
52 weeks ended 1 February 2009

4. Called up share capital

	2009	2008
	£000	£000
Authorised		
240,000,000 ordinary shares of £1 each	240,000	240,000
Allotted, called up and fully paid		
170,000,000 ordinary shares of £1 each	170,000	170,000

5. Share premium account

	2009	2008
	£000	£000
Issue of ordinary shares	6,667	6,667

6. Profit and loss account

	2009	2008
	£000	£000
At start of period	(109,054)	(109,056)
Retained profit for the financial period	-	2
At end of period	(109,054)	(109,054)

7. Reconciliation of movements in shareholders' funds

	2009	2008
	£000	£000
Profit for the financial period	-	2
Equity shareholders' funds at beginning of the period	67,613	67,611
Equity shareholders' funds at end of the period	67,613	67,613

8. Ultimate holding company

The smallest group in which the results of the Company are consolidated is that headed by Safeway Limited which is incorporated in Great Britain and registered in England and Wales. Copies of the financial statements of Safeway Limited are available from the address below.

The largest group in which the results of the Company are consolidated is that headed by Wm Morrison Supermarkets PLC which is incorporated in Great Britain and registered in England and Wales.

Copies of the financial statements of Wm Morrison Supermarkets PLC are available from:

The Company Secretary

Wm Morrison Supermarkets PLC
Hilmore House
Gain Lane
Bradford
BD3 7DL