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COMPANY NUMBER: 210098  
FOREIGN COMPANY NUMBER: FC024449

**JS FINANCE CORPORATION**  
**ANNUAL REPORT AND FINANCIAL STATEMENTS**  
**FOR THE 52 WEEKS TO 17 MARCH 2012**

WEDNESDAY



\*A1N4U6SB\*

A09	05/12/2012	#124
	COMPANIES HOUSE	
A24	26/11/2012	#200
	COMPANIES HOUSE	

**JS Finance Corporation  
Directors' report  
for the 52 weeks to 17 March 2012  
Foreign company number. FC024449**

The Directors present their report and audited financial statements of JS Finance Corporation ('the Company') for the 52 weeks to 17 March 2012

**Business review and principal activities**

The Company used to act as an intermediate holding company on behalf of its ultimate parent undertaking, J Sainsbury plc. The shares held in JS USA Holdings Inc, Savacentre Ltd and Shaws Supermarkets Inc have subsequently been disposed of

The Company has not traded during the year or the preceding financial year. During the year, the Company received no income and incurred no expenditure and therefore the Company's profit for the financial period is £nil (2011: £nil)

The Directors do not recommend payment of a dividend (2011: nil pence per share)

**Future developments**

The financial position as at 17 March 2012 was deemed satisfactory. No change is planned in the activities of the Company in the next financial period.

**Key performance indicators (KPIs)**

Given the straightforward nature of the business, the Company's Directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business.

**Principal risks and uncertainties**

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the J Sainsbury plc group ('the Group') and are not managed separately. Accordingly the principal risks and uncertainties of the Group, which include those of the Company, are discussed on pages 50 to 51 of the J Sainsbury plc Annual Report and Financial Statements 2012, which do not form part of this report.

**Books of account**

The measures taken by the Directors to secure compliance with the Company's obligation to keep proper books of account are the use of appropriate systems and procedure and employment of competent persons. The books of account are kept at 33 Holborn, London EC1N 2HT.

**Holding Company**

The Company is a subsidiary of J Sainsbury Holdings, incorporated in the Republic of Ireland and Stamford House Investments Limited, incorporated in the United Kingdom. The ultimate parent company is J Sainsbury plc, incorporated in the United Kingdom.

**Directors and their interests**

The names of the persons who were Directors at any time during the 52 weeks to 17 March 2012 are set out below. Unless otherwise indicated they served as Directors for the entire period.

Richard Learmont	
Richard Fleming	(resigned 18 April 2012)
E Barker	(appointed 18 April 2012)

**JS Finance Corporation**  
**Directors' report (continued)**  
**for the 52 weeks to 17 March 2012**

The Directors do not have any interests in the share capital of the Company, or any of its subsidiaries. The beneficial interests of the Directors and their families in the shares of the ultimate parent company J Sainsbury plc and options granted under the J Sainsbury plc employees shares schemes are shown below.

	Ordinary shares <sup>(1)</sup> at 17 March 2012	Ordinary shares <sup>(1)</sup> At 19 March 2011
RJ Learmont	17,393	12,044
R Fleming	66,982	48,407

(1) Ordinary shares are beneficial holdings which include the Directors' personal holdings and those of their spouses and minor children. They also include the beneficial interest in shares which are held in trust under the Sainsbury's Share Purchase Plan.

**J Sainsbury plc Long-term Incentive Plan 2006**

The table below shows the conditional awards granted under this plan, which would be released if the Group achieves maximum vesting.

	Date of grant	Maximum share award <sup>1</sup>	Number of shares lapsed	Number of dividend shares allocated 19 May 2011	Number of options released	Share price at date of award (pence)	First exercise date	Last exercise date
RJ Learmont	20 06 07	23,296	-	1,591	10,909	583.5	12 05 10	11 05 12
	28 05 08	23,128	12,143	731	6,223	352.0	11 05 11	10 05 13
	24 06 09	25,884	-	-	-	314.8	10 05 12	09 05 14
	21 06 10	25,940	-	-	-	329.3	09 05 13	08 05 15
	19 05 11	16,128	-	-	-	343.0	08 05 14	07 08 16
R Fleming	20 06 07	19,712	-	1,346	9,231	583.5	12 05 10	11 05 12
	28 05 08	34,724	18,231	1,098	9,344	352.0	11 05 11	10 05 13
	24 06 09	60,904	-	-	-	314.8	10 05 12	09 05 14
	21 06 10	77,824	-	-	-	329.3	09 05 13	08 05 15
	19 05 11	72,640	-	-	-	343.0	08 05 14	07 05 16

(1) The maximum share award, assumes full vesting.

(2) The performance conditions attaching to the award are return on capital employed and growth in cash flow per share. Further information can be found in the Annual Report and Financial Statements of J Sainsbury plc. The performance of the award made in June 2008 was tested in May 2011 and a multiplier of 1.9 was achieved. The number of shares between the maximum multiplier (4.0) and the multiplier achieved have been lapsed. Half of the achieved award vested in May 2011 whilst the remainder of the achieved award will vest in May 2012. The number of dividend shares on the first vesting was determined by a five-day average share price from 12 to 18 May 2011.

The table below shows the options that were exercised during the year.

	Date of grant	Number of options released during the year	Number of options exercised during the year	Mid market price on date of exercise pence	Number of options held 17 March 2012	Exercise price pence
RJ Learmont	20 06 07	10,548	10,548	343.8	-	nil
	20 06 07	10,909	10,909	289.8	-	nil
R Fleming	20 06 07	9,231	9,231	281.0	-	nil
	28 05 08	9,344	9,344	281.0	-	nil

**JS Finance Corporation**  
**Directors' report (continued)**  
**for the 52 weeks to 17 March 2012**

**J Sainsbury plc Deferred Share Award**

The table below shows the number of deferred shares awarded to participants in May 2010 and 2011. There are no further performance measures attached to the awards.

	Date of grant	Deferred share award	Share price at date of award pence	First exercise date	Last exercise date
R Fleming	20 05 10	9,288	316 6	23 03 12	22 03 20
	19 05 11	8,425	343 0	22 03 13	21 03 21

**Notes**

- There were no exercises or lapses under this Plan during the year
- The J Sainsbury plc Deferred Share Award is a nil cost option plan. The exercise price is nil.

**J Sainsbury plc Saving-Related Share Option Plan ("SAYE")**

At the end of the year, the Directors' SAYE share options were as follows:

	Number of options as at 19 March 2011	Number of options granted during the year	Number of options exercised during the year	Number of options lapsed during the year	Number of options as at 17 March 2012	Exercise price pence	Date from which exercisable	Date of expiry
R Learmont	1,212	-	-	-	1,212	297 0	01 3 14	31 08 14
R Fleming	2,900	-	-	2,900	-	331 0	01 03 11	31 08 11
	-	3,781	-	-	3,781	238 0	01 03 15	31 08 15

**Note**

- The SAYE Plan is an all employee share option plan and has no performance conditions as per HMRC Regulations.

In the period from 20 March 2011 to 17 March 2012, the highest mid-market price of the Company's shares was 362 8 pence and the lowest mid-market price was 263 5 pence. At 17 March 2012 the Company's share price was 303 0 pence.

**Transactions involving Directors**

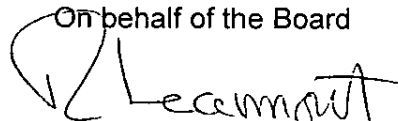
There were no contracts of any significance in relation to the business of the Company in which the Directors had any interest, as defined in the Companies Act 1990, at any time during the 52 weeks to 17 March 2012.

**Independent auditors**

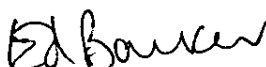
The auditors, PricewaterhouseCoopers will continue in office in accordance with the provision of section 160 of the Companies Act 1963.

The financial statements were approved by the Board of Directors on 27 September 2012.

On behalf of the Board



RJ Learmont  
**Director**



E Barker  
**Director**

27 September 2012

**JS Finance Corporation  
for the 52 weeks to 17 March 2012**

**Statement of Directors' responsibilities for financial statements**

The Directors are responsible for preparing the annual report and the financial statements in accordance with applicable Irish law and generally accepted accounting practice in Ireland including the accounting standards issued by the Accounting Standards Board and published by the Institute of Chartered Accountants in Ireland

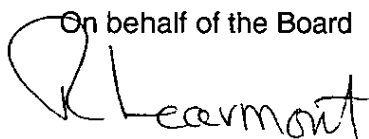
Irish company law requires the Directors to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing the financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business

The Directors confirm that they have complied with the above requirements in preparing the financial statements

The Directors are responsible for keeping proper books of account, which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements are prepared in accordance with accounting standards generally accepted in Ireland and Irish Statute comprising the Companies Acts, 1963 to 2012. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

On behalf of the Board



RJ Learmont  
**Director**



E Barker  
**Director**

27 September 2012

## **Independent auditors' report to the members of JS Finance Corporation**

We have audited the financial statements on pages 7 to 11. These financial statements have been prepared under the accounting policies set out in the statement of accounting policies on page 9

### **Respective responsibilities of directors and auditors**

The directors' responsibilities for preparing the Directors' Report and the financial statements in accordance with applicable Irish law and the accounting standards issued by the Accounting Standards Board and published by The Institute of Chartered Accountants in Ireland (Generally Accepted Accounting Practice in Ireland) are set out in the Statement of Directors' responsibilities on page 4

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland) This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 193 of the Companies Act, 1990 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, in accordance with Generally Accepted Accounting Practice in Ireland, and are properly prepared in accordance with Irish statute comprising the Companies Acts, 1963 to 2012 We state whether we have obtained all the information and explanations we consider necessary for the purposes of our audit and whether the financial statements are in agreement with the books of account. We also report to you our opinion as to

- whether the company has kept proper books of account,
- whether the directors' report is consistent with the financial statements, and
- whether at the balance sheet date there existed a financial situation which may require the company to convene an extraordinary general meeting, such a financial situation may exist if the net assets of the company, as stated in the balance sheet, are not more than half of its called-up share capital

We also report to you if, in our opinion, any information specified by law regarding directors' remuneration and directors' transactions is not disclosed and, where practicable, include such information in our report

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**

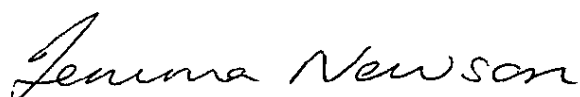
In our opinion the financial statements

- give a true and fair view, in accordance with Generally Accepted Accounting Practice in Ireland, of the state of the company's affairs as at 17 March 2012 and of its result for the 52 weeks then ended, and
- have been properly prepared in accordance with the requirements of the Companies Acts, 1963 to 2012

We have obtained all the information and explanations which we consider necessary for the purposes of our audit. In our opinion proper books of account have been kept by the company. The financial statements are in agreement with the books of account.

In our opinion the information given in the Directors' report on pages 1 to 3 is consistent with the financial statements.

The net assets of the company, as stated in the balance sheet on page 8 are more than half of the amount of its called-up share capital and, in our opinion, on that basis there did not exist at 17 March 2012 a financial situation which under Section 40 (1) of the Companies (Amendment) Act, 1983 would require the convening of an extraordinary general meeting of the company.



Jemma Newson  
For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Audit Firm  
London  
27 September 2012

**JS Finance Corporation**  
**Profit and loss account**  
**for the 52 weeks to 17 March 2012**

The Company has not traded during the year or the preceding financial year. During these years, the Company received no income and incurred no expenditure and therefore made neither profit nor loss

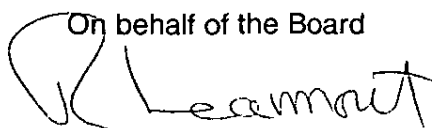
**Statement of movement in profit and loss account**  
**for the 52 weeks to 17 March 2012**

	2012 £	2011 £
Balance at beginning of period	22,616,029	22,616,029
Profit for the financial period	-	-
<b>Retained at end of period</b>	<b>22,616,029</b>	<b>22,616,029</b>

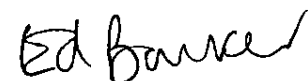
The Company has no recognised gains or losses, and therefore, no separate statement of total recognised gains and losses has been presented

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

On behalf of the Board



RJ Learmont  
**Director**



E Barker  
**Director**

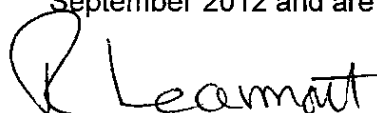
27 September 2012




**JS Finance Corporation**  
**Balance sheet**  
**at 17 March 2012 and 19 March 2011**

	Note	2012 £	2011 £
<b>Current assets</b>			
Amounts owed by parent companies due within one year	5	22,707,641	22,707,641
		<b>22,707,641</b>	<b>22,707,641</b>
<b>Current liabilities</b>			
Amounts to fellow subsidiary companies due within one year	6	(91,610)	(91,610)
<b>Net current assets</b>		<b>22,616,031</b>	<b>22,616,031</b>
<b>Net assets</b>		<b>22,616,031</b>	<b>22,616,031</b>
<b>Capital and reserves</b>			
Called up share capital	7	2	2
Profit and loss account		22,616,029	22,616,029
<b>Total shareholders' funds</b>	8	<b>22,616,031</b>	<b>22,616,031</b>

The financial statements on pages 7 to 11 were approved by the Board of Directors on 27 September 2012 and are signed on its behalf by

  
 RJ Learmont  
 Director

  
 E Barker  
 Director

**JS Finance Corporation**  
**Notes to the financial statements**  
**for the 52 weeks to 17 March 2012**

**1. Accounting policies and estimates**

The significant accounting policies and estimates adopted by the Company are as follows

**(a) Basis of preparation**

The financial statements have been prepared in accordance with accounting standards generally accepted in Ireland and Irish statute comprising the Companies Acts, 1963 to 2012. Accounting standards generally accepted in Ireland in preparing financial statements giving a true and fair view are those issued by the Accounting Standards Board and published by the Institute of Chartered Accountants in Ireland.

The financial year represents the 52 weeks to 17 March 2012. The previous financial year represents the 52 weeks to 19 March 2011.

**Going concern**

After making enquiries, the Directors have formed a judgement at the time of approving the financial statements that there is a reasonable expectation that the Company has access to adequate resources to continue in operational existence for the foreseeable future. For this reason, they have adopted the going concern basis in preparing the financial statements.

**(b) Accounting convention**

The financial statements have been prepared under the historical cost convention.

The accounting policies set out below have been applied consistently to all periods presented in the financial statements and have been applied consistently by the Company.

**Foreign currencies**

Monetary assets and liabilities in foreign currencies have been translated at the exchange rates in effect at the balance sheet date. All exchange differences are dealt with in arriving at profit before taxation. The reporting currency is the pound sterling ("£").

**Taxation**

Corporation tax on the profit or loss for the period comprises current tax.

Current tax is the expected tax payable on the taxable income for the period, using tax rates enacted or substantially enacted at the balance sheet date, and any adjustment for tax payable in respect of previous periods.

**2. Administration expenses**

Any expenses incurred, including auditors' remuneration, have been borne by the ultimate parent undertaking, J Sainsbury plc, or other Group undertakings.

**3. Employees and Directors' remuneration**

The average monthly number of persons (including Directors) employed by the Company during the year was nil (2011: nil).

All of the Directors are also Directors or employees of the parent company J Sainsbury plc, and in some cases are Directors of other group undertakings. For those Directors who are also Directors of J Sainsbury plc their emoluments are borne by Sainsbury's Supermarkets Ltd. However, the Directors do not believe it is possible to meaningfully allocate their emoluments between their respective duties. The emoluments of those Directors who are Directors of the ultimate parent company are disclosed in the financial statements of J Sainsbury plc. The Directors do not receive any remuneration from the Company (2011: £nil).

**JS Finance Corporation**  
**Notes to the financial statements (continued)**  
**for the 52 weeks to 17 March 2012**

**4. Tax on profit on ordinary activities**

	2012 £	2011 £
Profit before taxation	-	-
Corporation tax at 28% (2011 28%)	-	-
Effects of		
Group relief claimed		(189,975)
Transfer pricing adjustment		189,975
<b>Tax on profit on ordinary activities</b>		-

The Company is incorporated in the Republic of Ireland and is a tax resident in the United Kingdom

**5. Amounts owed by parent companies due within one year**

	2012 £	2011 £
Amounts owed by parent companies due within one year	2	2
Amounts owed by ultimate parent company due within one year	22,707,639	22,707,639
	<b>22,707,641</b>	<b>22,707,641</b>

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand

**6. Amounts to fellow subsidiary companies falling due within one year**

	2012 £	2011 £
Amounts due to fellow subsidiary undertakings	91,610	91,610

Amounts due to fellow subsidiary undertakings are unsecured, interest free and repayable on demand

**7. Called up share capital**

	2012 £	2011 £
<b>Authorised</b>		
2 ordinary shares of £1 each	2	2
<b>Issued and fully paid</b>		
2 ordinary shares of £1 each	2	2

**8. Statement of movement on shareholders' funds – equity interests**

	2012 £	2011 £
Profit for period retained	-	-
Opening shareholders' funds	22,616,031	22,616,031
<b>Closing shareholders' funds</b>	<b>22,616,031</b>	<b>22,616,031</b>

**JS Finance Corporation**  
**Notes to the financial statements (continued)**  
**for the 52 weeks to 17 March 2012**

**9. Ultimate parent company**

The immediate shareholders are J Sainsbury Holdings, incorporated in the Republic of Ireland, and Stamford House Investments Limited, incorporated in the United Kingdom

The ultimate parent undertaking and controlling party is J Sainsbury plc which is registered in the United Kingdom, and forms the only group into which the financial statements of the Company are consolidated. Copies of the ultimate parent undertaking's financial statements may be obtained from [www.j-sainsbury.co.uk](http://www.j-sainsbury.co.uk)

**10. Cash flow statement**

The Directors have availed themselves of the exemptions in Financial Reporting Standard No 1 (Revised) which permits greater than 90% owned subsidiaries of an undertaking which itself produces a cash flow statement and whose consolidated financial statements are publicly available, not to produce a cash flow statement

**11. Related party disclosures**

The controlling parties of the Company are J Sainsbury Holdings and Stamford House Investments Limited which are both controlled by J Sainsbury plc, the ultimate parent company

The Company has availed of the exemption provided in Financial Reporting Standard Number 8 (Amended), "Related Party Disclosures", whereby transactions entered into between two or more members of a group are not required to be disclosed, provided that any subsidiary undertaking which is a party to the transaction is wholly owned by a member of that group

# OS AA01

## Statement of details of parent law and other information for an overseas company



☒ **What this form is for**  
You may use this form to  
accompany your accounts  
disclosed under parent law

☐ **What this form is NOT**  
You cannot use this form  
an alteration of manner  
with accounting required

COMPANIES HOUSE

### Part 1 Corporate company name

Corporate name of  
overseas company ①

JS Finance Corporation

UK establishment  
number

B R 0 1 1 4 5 7

→ **Filling in this form**  
Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

① This is the name of the company in  
its home state

### Part 2 Statement of details of parent law and other information for an overseas company

**A1**

#### Legislation

Please give the legislation under which the accounts have been prepared and,  
if applicable, the legislation under which the accounts have been audited

Legislation ②

Companies Act 1963 to 2012

② This means the relevant rules or  
legislation which regulates the  
preparation and, if applicable, the  
audit of accounts

**A2**

#### Accounting principles

Accounts

Have the accounts been prepared in accordance with a set of generally accepted  
accounting principles?

Please tick the appropriate box

☐ **No** Go to Section A3

☒ **Yes** Please enter the name of the organisation or other  
body which issued those principles below, and then go to Section A3

Name of organisation  
or body ③

Standards of the Institute of Chartered Accountants in Ireland

③ Please insert the name of the  
appropriate accounting organisation  
or body

**A3**

#### Accounts

Accounts

Have the accounts been audited? Please tick the appropriate box

☐ **No** Go to Section A5

☒ **Yes** Go to Section A4

# OS AA01

## Statement of details of parent law and other information for an overseas company

**A4****Audited accounts**

Audited accounts

Have the accounts been audited in accordance with a set of generally accepted auditing standards?

Please tick the appropriate box

☐ No Go to **Part 3 'Signature'**☒ Yes Please enter the name of the organisation or other body which issued those standards below, and then go to **Part 3 'Signature'**

❶ Please insert the name of the appropriate accounting organisation or body

Name of organisation or body ❶

Section 193 of the Companies Act 1990

**A5****Unaudited accounts**

Unaudited accounts

Is the company required to have its accounts audited?

Please tick the appropriate box


☐ No☐ Yes**Part 3****Signature**

Signature

I am signing this form on behalf of the overseas company

Signature

X



X

This form may be signed by  
Director, Secretary, Permanent representative

# OS AA01

## Statement of details of parent law and other information for an overseas company



### Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	Shareholder Services
Company name	J Sainsbury plc
Address	33 Holborn
Post town	London
County/Region	
Postcode	E C 1 N 2 H T
Country	
DX	
Telephone	



### Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following

- ☐ The company name and, if appropriate, the registered number, match the information held on the public Register
- ☐ You have completed all sections of the form, if appropriate
- ☐ You have signed the form



### Important information

Please note that all this information will appear on the public record



### Where to send

You may return this form to any Companies House address

#### England and Wales

The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

#### Scotland

The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post)

#### Northern Ireland

The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 N R Belfast 1



### Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)