

TESCO GREY (2LP) LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE 52 WEEKS ENDED 26 FEBRUARY 2011

Registered Number: FC027196

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TESCO GREY (2LP) LIMITED

DIRECTORS' REPORT FOR THE 52 WEEKS ENDED 26 FEBRUARY 2011

The Directors present their report and the financial statements of Tesco Grey (2LP) Limited (the "Company") for the 52 week period ended 26 February 2011 (prior period 52 weeks ended 27 February 2010)

Business review and principal activities

The principal activity of the Company is to act as an investment company for the Tesco Group into the Tesco Grey Limited Partnership Group. There has been no significant change in the nature or level of this activity during the period and the Directors do not expect this to change significantly throughout the next financial period.

Results and dividends

The results for the period show a pre-tax loss of £1,365 (2010 result of £nil)

The Directors do not recommend payment of a dividend for the period ended 26 February 2011 (2010 £nil)

Principal risks and uncertainties

From the perspective of the Company, the principal risks relate to the carrying value of investments that this company holds. This risk is managed through periodic review of the financial position of the entities in which the Company is invested.

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Tesco PLC group (the "Group") and are not managed separately. Accordingly, the principal risks and uncertainties of the Group, which include the Company, are discussed on page 51 of the Tesco PLC group annual report for the 52 weeks ending 26 February 2011 which does not form part of this report.

Charitable and political contributions

There were no charitable or political donations for the period (2010 £nil)

Future outlook

The Company's performance is expected to continue throughout the next financial period and it is anticipated that the current performance levels will be maintained.

Key performance indicators (KPI's)

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

Research and development

The Company does not undertake any research and development activities (2010 none)

TESCO GREY (2LP) LIMITED

DIRECTORS' REPORT FOR THE 52 WEEKS ENDED 26 FEBRUARY 2011 (continued)

Supplier payment policy

The Company does not have any direct supplier relationships

Employees

The Company had no employees during the period (2010 none)

Directors and their interests

The following Directors served during the period and up to the date of signing the financial statements

R Brasher	
A Clark	
S Grimble	(Appointed 2 March 2011)
M Iddon	
D Potts	(Resigned 2 March 2011)

Save as set out below, none of the Directors had any disclosable interests in the Company during this period

R Brasher and D Potts are 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 financial statements of that company

A qualifying third-party indemnity provision as defined in Section 234 of the Companies Act 2006 is in force for the benefit of each of the Tesco PLC directors listed above in respect of liabilities incurred as a result of their office, to the extent permitted by law. In respect of those liabilities for which Directors may not be indemnified, the Company maintained a directors' and officers' liability insurance policy throughout the financial period

Cautionary statement regarding forward-looking information

Where this review contains forward-looking statements, these are made by the Directors in good faith based on the information available to them at the time of their approval of this report. These statements should be treated with caution due to the inherent risks and uncertainties underlying any such forward-looking information. A number of important factors, including those in this document, could cause actual results to differ materially from those contained in any forward-looking statement

TESCO GREY (2LP) LIMITED

DIRECTORS' REPORT FOR THE 52 WEEKS ENDED 26 FEBRUARY 2011 (continued)

Statement of Directors' responsibilities

The Directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations

The Companies Act 2006 requires the Directors to prepare financial statements for each financial period. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under the Companies Act 2006, the Directors must not approve the financial statements unless they are satisfied that they 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 those financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting 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 confirm that they have complied with the above requirements in preparing the financial statements.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions, disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. 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.

Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

On behalf of the Board

17 November 2011


A Clark
Director

Tesco Grey (2LP) Limited

Registered Number FC027196

Registered office PO Box 10378 APO, George Town, Grand Cayman, Cayman Islands

TESCO GREY (2LP) LIMITED

PROFIT AND LOSS ACCOUNT FOR THE 52 WEEKS ENDED 26 FEBRUARY 2011

	Notes	52 weeks to 26 February 2011 £	52 weeks to 27 February 2010 £
Administrative expenditure		(1,365)	-
Loss on ordinary activities before taxation	2	(1,365)	-
Tax on loss on ordinary activities	3	-	-
Loss for the financial period	7,8	(1,365)	-

There are no recognised gains or losses other than those shown in the Profit and Loss Account above, and therefore no separate statement of total recognised gains and losses has been presented

There are no material differences between the loss on ordinary activities before taxation for the period stated above and their historical cost equivalents

All operations are continuing for the financial period

The notes on pages 7 to 10 form part of these financial statements

TESCO GREY (2LP) LIMITED

BALANCE SHEET AS AT 26 FEBRUARY 2011

	Notes	26 February 2011 £	27 February 2010 £
Fixed assets			
Investments	4	533,930	533,930
Current assets			
Cash at bank and in hand		1,359	2
		-	
Current liabilities – amounts falling due within one year	5	(23,229)	(20,507)
Net current liabilities		(21,870)	(20,505)
Total assets less current liabilities		512,060	513,425
Net assets		512,060	513,425
Capital and reserves			
Called up share capital	6	1,000	1,000
Share premium	7	532,932	532,932
Profit and loss account	7	(21,872)	(20,507)
Total equity shareholder's funds	8	512,060	513,425

The financial statements on pages 5 to 10 were approved by the board of Directors on 17 November 2011 and were signed on its behalf by



A Clark
Director
Tesco Grey (2LP) Limited
Registered Number FC027196

TESCO GREY (2LP) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 26 FEBRUARY 2011

1. ACCOUNTING POLICIES

Basis of preparation of financial statements

The financial statements are prepared on the going concern basis, in accordance with applicable United Kingdom accounting standards, under the historical cost convention and in accordance with the Companies Act 2006. The Company's principal accounting policies have been applied consistently during the period.

In accordance with FRS 2 "Accounting for Subsidiary Undertakings" and Section 400 of the Companies Act 2006, group financial statements have not been prepared because the Company is a wholly owned subsidiary of Tesco PLC, incorporated in England and Wales.

Cash flow statement

The Company is a wholly owned subsidiary of Tesco PLC and is included in the consolidated financial statements of Tesco PLC which are publicly available. Consequently the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1.

Fixed asset investments

Fixed asset investments in subsidiaries and associates are stated at cost plus incidental expenses less where appropriate provisions for impairment.

Impairment of fixed assets

At each balance sheet date the Company reviews the carrying amounts of the fixed assets to determine whether there is any need for impairment in accordance with FRS 11 "Impairment of Fixed Assets and Goodwill". Any impairment is recognised in the Profit and Loss Account in the period in which it occurs.

Current taxation

The amount included in the Profit and Loss Account is based on the profit or loss on ordinary activities before taxation and is calculated at current local tax rates, taking into account timing differences and the likelihood of realisation of deferred tax assets and liabilities.

Group relief on taxation

The company will receive or surrender group relief from group companies without payment and consequently there may be no tax charge in the Profit and Loss account.

TESCO GREY (2LP) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 26 FEBRUARY 2011 (continued)

2. LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

The Directors received no emoluments for their services to the Company (2010 £nil)

The Company had no employees during the period (2010 none)

3. TAX ON LOSS ON ORDINARY ACTIVITIES

Through The Tesco Grey Limited Partnership, Tesco Grey (2LP) Ltd sold its 49.95% interest in five properties during the year. The disposals give rise to potentially chargeable gains. Elections will be made to transfer the chargeable gains arising to another Tesco group company, which will claim rollover relief. The claim will be eligible because the group will reinvest the full proceeds from the sales. Without the elections or rollover, a liability of £877,674 would result.

Factors that have affected the tax charge

The standard rate of corporation tax in the UK is 28% (2010 28%)

	52 weeks to 26 February 2011 £	52 weeks to 27 February 2010 £
Current tax:		
UK Corporation tax on loss for the financial period	-	-
Total current tax	-	-
Tax on loss on ordinary activities	-	-

The tax assessed for the period is higher (2010 higher) than the standard rate of corporation tax in the UK of 28% (2010 28%). The differences are explained below.

	52 weeks to 26 February 2011 £	52 weeks to 27 February 2010 £
Loss on ordinary activities before tax	(1,365)	-
Loss on ordinary activities multiplied by standard rate in the UK 28% (2010 28%)	(382)	-
Effects of		
Taxable share of partnership income	3,024,709	2,953,894
Group relief received without payment	(3,024,326)	(2,953,894)
Current tax charge for the financial period	-	-

TESCO GREY (2LP) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 26 FEBRUARY 2011 (continued)

4. INVESTMENTS

	Company £
Cost	
At 28 February 2010	533,930
Additions	-
At 26 February 2011	533,930
Provision for impairment	
At 28 February 2010	-
Provision for impairment	-
At 26 February 2011	-
Net book value	
At 26 February 2011	533,930
At 27 February 2010	533,930

The Directors believe that the carrying value of the investments is supported by their underlying net assets

Details of the principal subsidiary undertakings at the period end are as follows

Subsidiary undertakings	Country of incorporation	% Interest held	Nature of business
The Tesco Grey Limited Partnership	England and Wales	49.95%	Property Investment

5. CURRENT LIABILITIES – AMOUNTS FALLING DUE WITHIN ONE YEAR

	26 February 2011 £	27 February 2010 £
Amounts due to group companies	23,229	-
	23,229	-

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

6. CALLED UP SHARE CAPITAL

	26 February 2011 £	27 February 2010 £
Allotted, called up and fully paid 1,000 (2010: 1,000) Ordinary shares of £1 each	1,000	1,000

TESCO GREY (2LP) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 26 FEBRUARY 2011 (continued)

7. RESERVES

	Share premium reserve £	Profit and loss reserve £
As at 28 February 2010	532,932	(20,507)
Loss for the financial period	-	(1,365)
As at 26 February 2011	532,932	(21,872)

8. RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS AS AT 26 FEBRUARY 2011

	2011 £	2010 £
Loss for the financial period	(1,365)	-
Net decrease to shareholder's funds	(1,365)	-
Opening shareholder's funds	513,425	513,425
Closing shareholder's funds	512,060	513,425

9. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The Company's immediate parent undertaking is Tesco Property Holdings Limited

The Company's ultimate parent undertaking is Tesco PLC. Tesco PLC is registered in England and Wales and 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

10. RELATED PARTY TRANSACTIONS

Transactions with other subsidiary companies within the group are not disclosed as the Company has taken advantage of the exemption under paragraph 3(c) of FRS 8 "Related Party Disclosures", as the consolidated financial statements of Tesco PLC, in which the Company is included, can be obtained from the Company Secretary, Tesco PLC, Tesco House, PO Box 18, Delamare Road, Cheshunt, Hertfordshire, EN8 9SL