ANNUAL REPORT FOR THE YEAR ENDED 31 DECEMBER 2007

Company Number: SC270228

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# **COMPANY INFORMATION**

DIRECTORS Fadi Michel Abouchalache

Rade Babic

COMPANY SECRETARY Rade Babic

REGISTERED OFFICE Princes Exchange

1 Earl Grey Street

Edinburgh EH3 9EE

COMPANY NUMBER 270228

ACCOUNTANTS Springfords LLP Dundas House

Dundas House Westfield Park Eskbank Edinburgh EH22 3FB

LEGAL ADVISERS Turcan Connell

Princes Exchange 1 Earl Grey Street Edinburgh

Edinburgh EH3 9EE

#### **DIRECTORS' REPORT**

#### FOR THE YEAR ENDED 31 DECEMBER 2007

The Directors present the report and accounts for the year ended 31 December 2007

#### **REVIEW OF THE BUSINESS**

The company holds an investment in BBB Foods and is the General Partner of BBB Foods, a Scottish Limited Partnership

#### **DIRECTORS**

The following were directors of the company during the year

Fadi Michel Abouchalache Rade Babic

### STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year which 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 estimates that are reasonable and prudent, 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 which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. 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.

### **SMALL COMPANY EXEMPTIONS**

The directors have prepared the financial statements in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies

By Order of the Board

Fadı Michel Abouchalache

Director

Date 3 SETBUBEL 2008

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# **ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2007**

### ACCOUNTANTS REPORT ON THE UNAUDITED ACCOUNTS TO THE DIRECTORS OF

**LOTHIAN SHELF (214) LIMITED** 

In accordance with our terms of engagement, and in order to assist you to fulfil your duties under the Companies Act 1985, we have prepared the accounts of the company on pages 4 to 7 from the accounting records and information and explanations supplied to us

This report is made to the company's Board of Directors, as a body, in accordance with the terms of our engagement. Our work has been undertaken to enable us to prepare the accounts on behalf of the company's Board of Directors 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 Board of Directors, as a body, for our work or for this report.

We have carried out this engagement in accordance with best practice guidance issued by the Institute of Chartered Accountants of Scotland and have complied with the ethical guidance laid down by the Institute relating to members undertaking the preparation of accounts

You have acknowledged on the balance sheet your duty to ensure that the company has kept proper accounting records and to prepare accounts that give a true and fair view under the Companies Act 1985. You consider that the company is exempt from the statutory requirement for an audit for the year.

We have not been instructed to carry out an audit of the accounts. For this reason, we have not verified the accuracy or completeness of the accounting records or information and explanations you have given to us and we do not, therefore, express any opinion on the accounts

Alan Jones Member

For and on behalf of Springfords LLP

Date 5 Spreyed 2008

Chartered Accountants
Dundas House
Westfield Park
Eskbank
Edinburgh

# **PROFIT AND LOSS ACCOUNT**

# FOR THE YEAR ENDED 31 DECEMBER 2007

	Notes	2007 £	2006 £
Turnover	2		
Administrative expenses	3	(1,135)	(1,135)
Operating result		(1,135)	(1,135)
Income from fixed assets investme	ents		<del></del>
Loss on ordinary activities before taxation		(1,135)	(1,135)
Taxation			
Loss on ordinary activities after taxation retained for the ye	ar	(1,135)	(1,135)

All results shown in the profit and loss account are from continuing operations

The company has no recognised gains and losses other than the result above and therefore no separate statement of total recognised gains and losses has been presented

There is no difference between the result for the year and the historical cost equivalent

#### **BALANCE SHEET**

#### AS AT 31 DECEMBER 2007

AO AT VI DEGENIDEN 200.		2007	2006
	Notes	£	£
FIXED ASSET INVESTMENTS Investment in partnership	4	1	1
CURRENT ASSETS Debtors	5	1	1
CREDITORS. Amounts falling due within one year	6	(2,271)	(1,136)
NET CURRENT LIABILITIES		(2,270)	(1,135)
			<del></del>
TOTAL ASSETS LESS CURRENT L	IABILITIES	(2,269)	(1,134)
CAPITAL AND RESERVES			
Called up share capital Profit and loss account	7	(2,270)	1 (1,135)
Equity shareholder's funds	8	(2,269)	(1,134)

## The directors

- confirm that for the year ending 31 December 2007 the company was entitled to the exemption under subsection (1) of section 249A of the Companies Act 1985,
- confirm that no notice requiring an audit had been deposited under subsection (2) of s249B of the Act in relation to the accounts for the financial year, and
- 3 acknowledge their responsibility for
  - a) ensuring that the company keeps accounting records which comply with section 221 of the Act, and
  - b) preparing accounts 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 its profit or loss for the financial year in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act 1985 relating to accounts, so far as applicable to the company

The directors have prepared the financial statements in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies

The financial statements on pages 4 to 7 were approved on behalf of the Board

Fadı Mıchel Abouchalache

Director

Date 3 SENEMBER 2008

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#### NOTES ON THE FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 31 DECEMBER 2007

### 1 PRINCIPAL ACCOUNTING POLICIES

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. The particular accounting policies adopted are described below.

### **Accounting Conventions**

The financial statements have been prepared under the historical cost convention and going concern basis

#### **Cash Flow Statement**

The company is entitled to the exemption for small companies under S 246 of the Companies Act 1985 Accordingly, no cash flow statement has been prepared

#### **Fixed Asset Investments**

Fixed Asset Investments are stated at cost

#### 2 TURNOVER

There is no turnover for the period

#### 3 ADMINISTRATIVE EXPENSES

	2007 £	2006 £
Accountancy fees	900	900
Legal fees	235	235
	1,135	1,135
	_ <del></del>	

# 4 FIXED ASSET INVESTMENTS

	2007 and 2006
	£
BBB Foods Investment at cost	1

2007 and 2006

The investment in BBB Foods shown at cost represents the General Partner Capital contribution of US \$1. The registered office of BBB Foods is Princes Exchange, 1 Earl Grey Street, Edinburgh, EH3 9EE. The accounts of BBB Foods for the year to 31 December 2007 are appended to these accounts.

## 5 DEBTORS

	2007 £	2006 £
Unpaid share capital	1	1
	1	1

### NOTES ON THE FINANCIAL STATEMENTS

### FOR THE YEAR ENDED 31 DECEMBER 2007

6	CREDI	TO	RS
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	2007 £	2006 £
Capital contribution payable to BBB Foods Creditor due to BBB Foods Inc	1 2,270	1 1,135
	2,271	1,136

### 7 CALLED UP SHARE CAPITAL

2007 and	2006
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A (0)	No	£
Authorised Ordinary shares of £1 each	100	100
Allotted, called up and fully paid Ordinary shares of £1 each	1	1
•		

# 8 RECONCILIATION OF MOVEMENT IN SHAREHOLDER'S FUNDS

	2007 £	2006 £
Loss for the year Opening shareholder's funds	(1,135) (1,134)	(1,135) 1
Closing shareholder's funds	(2,269)	(1,134)

# 9 CONTROLLING PARTY

The company's holding company is BBB Foods Inc, registered in the British Virgin Islands

# 10 CONTINGENT LIABILITY

Under a Limited Partnership Agreement the company is a General Partner of BBB Foods in which it holds a 0.01% interest. However, as General Partner, the company controls, and has unlimited liability for the debts of, BBB Foods. The accounts of BBB Foods for the year to 31 December 2007 are appended to these accounts.

# **PARTNERSHIP INFORMATION**

REGISTERED OFFICE Princes Exchange

1 Earl Grey Street

Edinburgh EH3 9EE

PARTNERSHIP NUMBER 5258

**AUDITORS** 

Springfords LLP Dundas House Westfield Park Eskbank Edinburgh EH22 3FB

**LEGAL ADVISERS** Turcan Connell

Princes Exchange

1 Earl Grey Street Edinburgh EH3 9EE

#### **PARTNERS' REPORT**

### FOR THE YEAR ENDED 31 DECEMBER 2007

The partners present their report with the financial statements of the partnership for the year to 31 December 2007

### LIMITED PARTNERSHIP ACTIVITIES

The Partnership commenced in August 2004 and was registered as a Limited Partnership under the Limited Partnerships Act 1907 on 17 August 2004

Its principal activity is to engage in and carry on the investment and management of the assets of the partnership. The Limited Partnership owns 99 99% of the equity of three companies registered in Mexico.

### STATEMENT OF THE GENERAL PARTNER'S RESPONSIBILITY

Under a Limited Partnership Agreement dated 14 August 2004, the General Partner, Lothian Shelf (214) Limited is required to prepare financial statements for each accounting period, which show the financial position of the Limited Partnership and its results for the period

Company law requires the General Partner to prepare partnership accounts for each financial year which give a true and fair view of the state of affairs of the Limited Partnership and of the profit or loss of the Limited Partnership for that period. In preparing those partnership accounts, the General Partner is required to follow the accounting policies as specified in the Limited Partnership Agreement and to

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

The General Partner is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the partnership and to enable it to ensure that the partnership accounts comply with the Limited Partnership Agreement and the Companies Act 1985. It is also responsible for safeguarding the assets of the partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# **LEGISLATION**

In accordance with the terms of the Partnerships and Unlimited Companies (Accounts) Regulations 1993 these financial statements have been prepared in accordance with the disclosure requirements of the Companies Act 1985 References throughout these financial statements to the Companies Act 1985 apply as if the Limited Partnership was a company of similar size and nature

# PARTNERS' REPORT (CONTINUED)

# FOR THE YEAR ENDED 31 DECEMBER 2007

# STATEMENTS OF DISCLOSURE TO AUDITOR

- (a) so far as the General Partner is aware, there is no relevant audit information of which the partnership's auditors are unaware, and
- (b) it has taken all the steps that it ought to have taken as General Partner in order to make itself aware of any relevant audit information and to establish that the partnership's auditors are aware of that information

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies

By order of the General Partner, Lothian Shelf (214) Limited

Fadı Michel Abouchalache

Director

Date 3 SEPTEMBEL 2008

### PARTNERSHIP ACCOUNTS

### FOR THE YEAR ENDED 31 DECEMBER 2007

### INDEPENDENT AUDITOR'S REPORT TO THE PARTNERS OF BBB FOODS

We have audited the financial statements of BBB Foods for the year ended 31 December 2007 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein.

This report is made solely to the partners, as a body in accordance with s 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the partners 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 partnership and partners as a body, for our audit work, for this report, or for the opinions we have formed

## Respective responsibilities of the General Partner and auditors

As described on page 1 the General Partner is responsible for the preparation of financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

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 Limited Partnership Agreement and the Companies Act 1985, as required by the Partnerships and Unlimited Companies (Accounts) Regulations 1993. We also report to you whether in our opinion the information given in the Partners' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the Limited Partnership 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 transactions with the Limited Partnership is not disclosed

We read other information contained in the Annual Report This other information comprises only the Partners' Report We consider the implications for our report if we become aware of any apparent misstatements. Our responsibilities do not extend to any other information

# 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 judgements made by the General Partner in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Limited Partnership's circumstances, consistently applied and adequately disclosed.

We planned 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. However, the evidence available to us was limited because we did not audit the financial statements of the combined subsidiary companies and therefore we could not obtain sufficient independent audit evidence of the carrying value of the investment in this company of \$5,459,590.

In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements

#### PARTNERSHIP ACCOUNTS

#### FOR THE YEAR ENDED 31 DECEMBER 2007

### INDEPENDENT AUDITOR'S REPORT TO THE PARTNERS OF BBB FOODS (CONTINUED)

### Qualified opinion arising from limitation in audit scope

Except for any adjustments that might have been found to be necessary had we been able to obtain sufficient independent audit evidence concerning the carrying value of the investment, in our opinion the financial statements

- give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the Limited Partnership's affairs as at 31 December 2007 and of its loss for the period then ended, and
- have been properly prepared in accordance with the Limited Partnership Agreement and the Companies Act 1985, as required by the Partnerships and Unlimited Companies (Accounts) Regulations 1993
- □ the information given in the Partners' Report is consistent with the financial statements

In respect alone of the limitation on our work relating to the investment

- we have not obtained all the information and explanations that we considered necessary for the purpose of our audit, and
- we were unable to determine whether proper accounting records had been maintained

Springfords LLF **Chartered Accountants** 

**Registered Auditors** 

**Dundas House** Westfield Park Eskbank Edinburgh

Date

5 SETTEMBER 2008

### **PARTNERSHIP ACCOUNTS**

#### FOR THE YEAR ENDED 31 DECEMBER 2007

# STATEMENT OF ACCOUNTING POLICIES

A summary of the more important accounting policies, which have been applied consistently, is set out below. As required by FRS 18 (Accounting Policies) the General Partner has reviewed the partnership's accounting policies to ensure that they are the most appropriate for the partnership's particular circumstances.

## **Basis of Accounting**

The accounts have been prepared under the historical cost basis and in accordance with accounting practices generally accepted in the United Kingdom, except as stated below

#### Currency

The accounts have been prepared in US dollars

#### Consolidated accounts

As a small group the partnership is exempt from the requirement to prepare consolidated accounts. The accounts therefore present information about the partnership as an individual undertaking and not about its group.

### Investments

As stated above, the partnership does not prepare consolidated accounts. However in order to present, in the partnership's own entity accounts, the partnership's interest in subsidiary undertakings at the partnership's appropriate share of their net assets, investments are stated at the cost of capital contributions adjusted by the partnership's share of the subsidiaries' profit or loss for the year, adjusted by other capital movements. This is a departure from FRS 9 and the Companies Act 1985 which requires investments to be stated at cost in an entity's own accounts, as such profits are not realised to the entity. However, realised profits are not relevant to distributions from a partnership. The partners consider that this departure is necessary to give a fair presentation of the partnership's activities.

### Income and Expenses

Income from investments and expenses are accounted for on an accruals basis

#### **Taxation**

No provision for taxation has been made as the individual Partners are responsible for settling their own tax liabilities

### Allocation of net income, net income losses and capital gains and losses

Allocation of net income, net income losses and capital gains and losses are made in accordance with the Limited Partnership Agreement, and any subsequent amendments

# **Cashflow statement**

The partnership is exempt from preparing a cashflow statement under FRS 1 as it meets the definition of a small company under s 246 of the Companies Act 1985

**BBB FOODS** 

# PROFIT AND LOSS ACCOUNT

# FOR THE YEAR ENDED 31 DECEMBER 2007

	Notes	<b>2007</b> US \$	<b>2006</b> US \$
Income	1		
Expenses	2	(54,614)	(51,390)
Operating result		(54,614)	(51,390)
Share of operating loss of subsidiaries		(2,810,305)	(1,758,679)
Net loss before appropriations		(2,864,919)	(1,810,069)
Appropriated by Limited Partners			
Appropriated by General Partner		(2,864,919)	(1,810,069)
Total appropriated by Partners		(2,864,919)	(1,810,069)

All results shown in the profit and loss account are from continuing operations

The partnership has no recognised gains and losses other than the result above and therefore no statement of total recognised gains and losses has been presented

There is no difference between the result for the period and the historic cost equivalents

# **BALANCE SHEET**

# AS AT 31 DECEMBER 2007

	Notes	<b>2007</b> US \$	<b>2006</b> US \$
Fixed Asset Investments			
Subsidiary companies	3	5,459,590	3,670,624
Current Assets			
Debtors	4	10,000	10,000
		10,000	10,000
Creditors amounts falling due within one year	5	(8,165)	(4,175)
Net current assets		1,835	5,825
Net assets attributable to partners		5,461,425	3,676,449
Represented by .			
Partners' Loan Accounts	6	10,939,269	6,289,374
Partners' Equity Partners' Capital Accounts Partners' Appropriated profits	6 6	10,000 (5,487,844)	10,000 (2,622,925)
		5,461,425	3,676,449

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies

For and on behalf of Lothian Shelf (214) Limited

Fadı Michel Abouchalache

Director

Date 3 SEPREMBER 2008

# NOTES TO THE ACCOUNTS

# FOR THE YEAR ENDED 31 DECEMBER 2007

1.	INCOME	2007 US \$	2006 US \$
		<del></del>	
2	EXPENSES		
		2007 US \$	2006 US \$
	Accountancy fees Legal fees	3,500 490	3,500 675
	Exchange loss	50,624	47,215
		54,614	51,390
3.	FIXED ASSET INVESTMENTS		
٠.	TIALD AGGET INVEGRIGIENTS	2007 US \$	2006 US \$
	Subsidiary companies	03 \$	03 \$
	Capital stock	6 242 450	2 940 052
	Opening capital stock Exchange loss	6,242,159 (50,624)	2,810,952 (47,215)
	Capital invested	4,649,895	3,478,422
	Closing capital stock	10,841,430	6,242,159
	Trading deficit		
	Loss brought forward Loss for the year	(2,571,535) (2,810,305)	(812,856) (1,758,679)
		(5,381,840)	(2,571,535)
	Total investment	5,459,590	3,670,624
	Capital stock comprises		
	Fixed	22,936	23,123
	Vanable	10,818,494	6,219,036
		10,841,430	6,242,159

# **NOTES TO THE ACCOUNTS**

# FOR THE YEAR ENDED 31 DECEMBER 2007

# 3 FIXED ASSET INVESTMENTS (contd)

The Limited Partnership owns 99 99% of the equity of the following companies, all of whom are registered and trading in Mexico

Tiendas Tres B, SA de CV the company is engaged in import and export business

Tiendas BBB, SA de CV the company is engaged in providing administration and consulting services

Desarrolladora Tres B, SA de CV the company is engaged in real estate operations

Combined audited financial statements for the three subsidiary companies have been prepared for the year to 31 December 2007. The financial statements show combined capital stock of \$10,841,430 (2006 \$6,242,159) and combined losses for the year of \$2,810,305 (2006 \$1,758,679), resulting in cumulative net assets attributable to the Limited Partnership of \$5,459,590 (2006 \$3,670,624).

### 4. DEBTORS

"		2007 US \$	2006 US \$
	Capital contributions receivable	10,000	10,000
		10,000	10,000
5	CREDITORS amounts falling due within one year		
	-	2007	2006
		US \$	US \$
	Creditors and accruals		
	Due to BBB Foods Inc	8,165	4,175

# **NOTES TO THE ACCOUNTS**

# FOR THE YEAR ENDED 31 DECEMBER 2007

### 6 PARTNERS' ACCOUNTS

# (a) Movement during the year

ī	Balance as at 31 Dec 2006	Additional loans	Appropriated loss	Balance as at 31 Dec 2007
	\$	\$	\$	\$
BBB Foods Inc Lothian Shelf (214) Limited	6,289,374 (2,612,925)	4,649,895	(2,864,919)	10,939,269 (5,477,844)
Total	3,676,449	4,649,895	(2,864,919)	5,461,425

### (b) Cumulative account balances

	Partners' capital	Additional loans	Appropriated loss	Balance as at 31 Dec 2007
	\$	\$	\$	\$
BBB Foods Inc Lothian Shelf (214) Limited	9,999 1	10,939,269	(9,999) (5,477,845)	10,939,269 (5,477,844)
Total	10,000	10,939,269	(5,487,844)	5,461,425

# 7. CONTROLLING PARTY

The controlling party of the Limited Partnership is Lothian Shelf (214) Limited (the "General Partner")

# 8 RELATED PARTY TRANSACTIONS

Transactions in the year with related parties were as follows

The Limited Partnership received additional capital of \$4,649,895 (2006 \$3,478,422) from its limited partner BBB Foods Inc and invested the same amount in its subsidiary undertakings

BBB Foods Inc paid expenses on behalf of the Limited Partnership of \$3,450 during the year At the year end the Limited Partnership owes BBB Foods Inc \$8,165 (2006 \$4,175)