

Company Registration No. SC270228 (Scotland)

LOTHIAN SHELF (214) LIMITED
ANNUAL REPORT AND UNAUDITED FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017

**Partnership
Accounts**



LOTHIAN SHELF (214) LIMITED

COMPANY INFORMATION

Directors	Karim Hatoum Christian Baillet	(Appointed 1 March 2017)
Company number	SC270228	
Registered office	Princes Exchange 1 Earl Grey Street Edinburgh EH3 9EE	
Accountants	Springfords Dundas House Westfield Park Eskbank Edinburgh EH22 3FB	
Solicitors	Turcan Connell Princes Exchange 1 Earl Grey Street Edinburgh EH3 9EE	

LOTHIAN SHELF (214) LIMITED

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LOTHIAN SHELF (214) LIMITED

DIRECTORS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2017

The directors present their annual report and financial statements for the year ended 31 December 2017.

Principal activities

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

Directors

The directors who held office during the year and up to the date of signature of the financial statements were as follows:

Karim Hatoun
Christian Baillet

(Appointed 1 March 2017)

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

On behalf of the board

Karim Hatoun
Director
10 September 2018



LOTHIAN SHELF (214) LIMITED

ACCOUNTANTS' REPORT TO THE BOARD OF DIRECTORS ON THE PREPARATION OF THE UNAUDITED STATUTORY FINANCIAL STATEMENTS OF LOTHIAN SHELF (214) LIMITED FOR THE YEAR ENDED 31 DECEMBER 2017

In order to assist you to fulfil your duties under the Companies Act 2006, we have prepared for your approval the financial statements of Lothian Shelf (214) Limited for the year ended 31 December 2017 which comprise the Profit And Loss Account, the Balance Sheet and the related notes from the company's accounting records and from information and explanations you have given us.

This report is made solely to the Board of Directors of Lothian Shelf (214) Limited, as a body, in accordance with the terms of our engagement letter. Our work has been undertaken solely to prepare for your approval the financial statements of Lothian Shelf (214) Limited and state those matters that we have agreed to state to the Board of Directors of Lothian Shelf (214) Limited, as a body, in this report. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than Lothian Shelf (214) Limited and its Board of Directors as a body, for our work or for this report.

It is your duty to ensure that Lothian Shelf (214) Limited has kept adequate accounting records and to prepare statutory financial statements that give a true and fair view of the assets, liabilities, financial position and loss of Lothian Shelf (214) Limited. You consider that Lothian Shelf (214) Limited is exempt from the statutory audit requirement for the year.

We have not been instructed to carry out an audit or a review of the financial statements of Lothian Shelf (214) Limited. 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 statutory financial statements.

Springfords

14 September 2018

Accountants

Dundas House
Westfield Park
Eskbank
Edinburgh
EH22 3FB

LOTHIAN SHELF (214) LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2017

	Notes	2017 £	2016 £
Administrative expenses		(1,320)	(1,320)
Loss before taxation		(1,320)	(1,320)
Tax on loss		-	-
Loss for the financial year		<u>(1,320)</u>	<u>(1,320)</u>

LOTHIAN SHELF (214) LIMITED

BALANCE SHEET

AS AT 31 DECEMBER 2017

	Notes	2017 £	£	2016 £	£
Fixed assets					
Investments	2		1		1
Current assets					
Debtors	3	1		1	
Creditors: amounts falling due within one year	4	(14,314)		(12,994)	
Net current liabilities			(14,313)		(12,993)
Total assets less current liabilities			(14,312)		(12,992)
Capital and reserves					
Called up share capital	5		1		1
Profit and loss reserves			(14,313)		(12,993)
Total equity			(14,312)		(12,992)

For the financial year ended 31 December 2017 the company was entitled to exemption from audit under section 477 of the Companies Act 2006 relating to small companies.

The directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The member has not required the company to obtain an audit of its financial statements for the year in question in accordance with section 476.

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved by the board of directors and authorised for issue on 10 September 2018 and are signed on its behalf by:

Karim Hatoum
Director

Company Registration No. SC270228

LOTHIAN SHELF (214) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2017

1 Accounting policies

Company information

Lothian Shelf (214) Limited is a private company limited by shares incorporated in Scotland. The registered office is Princes Exchange, 1 Earl Grey Street, Edinburgh, EH3 9EE.

1.1 Accounting convention

These financial statements have been prepared in accordance with FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102") and the requirements of the Companies Act 2006 as applicable to companies subject to the small companies regime. The disclosure requirements of section 1A of FRS 102 have been applied other than where additional disclosure is required to show a true and fair view.

The financial statements are prepared in sterling, which is the functional currency of the company. Monetary amounts in these financial statements are rounded to the nearest £.

The financial statements have been prepared under the historical cost convention. The principal accounting policies adopted are set out below.

1.2 Fixed asset investments

Fixed asset investments are initially measured at cost and subsequently measured at cost less any accumulated impairment losses. The investments are assessed for impairment at each reporting date and any impairment losses or reversals of impairment losses are recognised immediately in profit or loss.

1.3 Financial instruments

The company has elected to apply the provisions of Section 11 'Basic Financial Instruments' and Section 12 'Other Financial Instruments Issues' of FRS 102 to all of its financial instruments.

Basic financial liabilities

Basic financial liabilities, including creditors, bank loans, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future payments discounted at a market rate of interest. Financial liabilities classified as payable within one year are not amortised.

1.4 Equity instruments

Equity instruments issued by the company are recorded at the proceeds received, net of direct issue costs. Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company.

2 Fixed asset investments

	2017 £	2016 £
Investments	1	1
	<u>1</u>	<u>1</u>

3 Debtors

	2017 £	2016 £
Amounts falling due within one year:		
Other debtors	1	1
	<u>1</u>	<u>1</u>

LOTHIAN SHELF (214) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2017

4 Creditors: amounts falling due within one year

	2017	2016
	£	£
Other creditors	14,314	12,994
	<u>14,314</u>	<u>12,994</u>

5 Called up share capital

	2017	2016
	£	£
Ordinary share capital		
Issued and not fully paid		
1 Ordinary share of £1 each	1	1
	<u>1</u>	<u>1</u>
	<u>1</u>	<u>1</u>

6 Financial commitments, guarantees and contingent liabilities

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 2017 are appended to these accounts.

COMPANIES HOUSE
EDINBURGH

28 SEP 2018

FRONT DESK

BBB FOODS

FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2017

Partnership Number: SL005258

BBB FOODS

PARTNERSHIP INFORMATION

REGISTERED OFFICE

Princes Exchange
1 Earl Grey Street
Edinburgh
EH3 9EE

PARTNERSHIP NUMBER

SL005258

AUDITORS

Crowe U.K. LLP
St Bride's House
10 Salisbury Square
London
EC4Y 8EH

LEGAL ADVISERS

Turcan Connell
Princes Exchange
1 Earl Grey Street
Edinburgh
EH3 9EE

BBB FOODS

PARTNERS' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2017

The partners present their report and the audited financial statements of the partnership for the year ended 31 December 2017.

STATEMENT OF THE GENERAL PARTNER'S RESPONSIBILITIES

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 in accordance with applicable law and regulations.

Company law requires the General Partner to prepare financial statements for each financial year. Under that law the General Partner has prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 The Financial Reporting Standard Applicable in the UK and Republic of Ireland (FRS102).

Under company law the General Partner must not approve the financial statements unless it is satisfied that they give a true and fair view of the state of affairs of the partnership and of the profit or loss of the partnership for that period. In preparing these financial statements, the General Partner is required to :

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements 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 adequate accounting records that are sufficient to show and explain the partnership's transactions and disclose with reasonable accuracy at any time the financial position of the partnership and to enable it to ensure that the financial statements comply with the Companies Act 2006. 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 (Accounts) Regulations 2008 these financial statements have been prepared in accordance with the disclosure requirements of the Companies Act 2006. References throughout these financial statements to the Companies Act 2006 apply as if the Limited Partnership was a company of similar size and nature.

BBB FOODS

PARTNERS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 DECEMBER 2017

DISCLOSURE OF INFORMATION TO AUDITORS

- (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.

AUDITOR

On 25 June 2018 Crowe Clark Whitehill LLP changed its name to Crowe U.K. LLP will be proposed for reappointment as auditor in accordance with section 485 of the Companies Act 2006.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

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


Karim Hatoum
Director of Lothian Shelf (214) Limited

Date: 09/20/2018

BBB FOODS

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

INDEPENDENT AUDITOR'S REPORT TO THE PARTNERS OF BBB FOODS

Opinion

We have audited the financial statements of BBB Foods (the 'partnership') for the year ended 31 December 2017 which comprise the Profit And Loss Account, the Balance Sheet, the Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including FRS 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the partners, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 the partners as a body, for our audit work, for this report, or for the opinions we have formed.

In our opinion the financial statements:

- give a true and fair view of the state of the partnership's affairs as at 31 December 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Partnership in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the General Partner's use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the General Partners has not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The General Partner is responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

BBB FOODS

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

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

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of our audit:

- the information given in the Partners' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Partners' Report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the partnership and its environment obtained in the course of the audit, we have not identified material misstatements in the Partners' Report.

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of partners' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the General Partner was not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the Partners' Report and take advantage of the small companies exemption from the requirement to prepare a Strategic Report.

Responsibilities of the General Partner

As explained more fully in the General Partner's Responsibilities Statement, the General Partner is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the General Partner determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the General Partner is responsible for assessing the partnership's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the General Partner either intends to liquidate the partnership or to cease operations, or has no realistic alternative but to do so.

BBB FOODS

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

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

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: <http://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Nigel Bostock

**Nigel Bostock (Senior Statutory Auditor)
For and on behalf of Crowe U.K. LLP
Statutory Auditor**

Date: 21 September 2018

**St Bride's House
10 Salisbury Square
London
EC4Y 8EH**

BBB FOODS

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2017

	Notes	2017 US \$	2016 US \$
Income		-	-
Expenses	5	-	-
		<u>-</u>	<u>-</u>
Operating result		-	-
		<u>-</u>	<u>-</u>
Total comprehensive loss before appropriations		<u>-</u>	<u>-</u>
Appropriated by Limited Partners		-	-
Appropriated by General Partner		-	-
		<u>-</u>	<u>-</u>
Total appropriated by Partners		<u>-</u>	<u>-</u>

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 separate statement of comprehensive income has been presented.

BBB FOODS - PARTNERSHIP NO. SL005258**BALANCE SHEET****AS AT 31 DECEMBER 2017**

	Notes	2017 US \$	2016 US \$
Fixed Asset Investments			
Subsidiary companies	6	37,722,198	32,722,198
Current Assets			
Debtors	7	10,000	10,000
		<u>10,000</u>	<u>10,000</u>
Creditors : amounts falling due within one year	8	(32,235)	(32,235)
		<u>(32,235)</u>	<u>(32,235)</u>
Net current liabilities		(22,235)	(22,235)
		<u>(22,235)</u>	<u>(22,235)</u>
Net assets attributable to partners		<u>37,699,963</u>	<u>32,699,963</u>
Represented by :			
Partners' Loan Accounts	9	61,554,114	56,554,114
Partners' Equity			
Partners' Capital Accounts	9	10,000	10,000
Partners' Appropriated profits	9	(23,864,151)	(23,864,151)
		<u>10,000</u>	<u>10,000</u>
		<u>37,699,963</u>	<u>32,699,963</u>

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

Authorised for issue for and on behalf of Lothian Shelf (214) Limited

.....
Karim Batoum
Director of Lothian Shelf (214) Limited

Date :

9/20/18

BBB FOODS

STATEMENT OF CHANGES IN EQUITY

FOR THE YEAR ENDED 31 DECEMBER 2017

	Notes	Partners' Capital	Additional Loans	Appropriated Loss	Total
Balance as at 1 January 2016		10,000	56,554,114	(23,864,151)	32,699,963
Total comprehensive loss for the year		-	-	-	-
Balance as at 31 December 2016		<u>10,000</u>	<u>56,554,114</u>	<u>(23,864,151)</u>	<u>32,699,963</u>
Balance as at 1 January 2017		10,000	56,554,114	(23,864,151)	32,699,963
Additional loans from Limited Partner		-	5,000,000	-	5,000,000
Total comprehensive loss for the year		-	-	-	-
Balance as at 31 December 2017	9	<u>10,000</u>	<u>61,554,114</u>	<u>(23,864,115)</u>	<u>37,699,963</u>

BBB FOODS

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

1. GENERAL INFORMATION

The Partnership commenced in August 2004 and was registered as a Limited Partnership under the Limited Partnerships Act 1907 on 17 August 2004. The address of its registered office is Princes Exchange, 1 Earl Grey Street, Edinburgh, EH3 9EE.

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.

2. STATEMENT OF COMPLIANCE

The individual financial statements of The Partnership have been prepared in accordance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS102") and the Companies Act 2006.

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

These financial statements are prepared on a going concern basis and under the historical cost convention.

The preparation of financial statements in conformity with FRS102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Partnership's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 4.

Going concern

The Partnership's day to day working capital requirements are met by its Limited Partner. After making enquiries, the General Partner has a reasonable expectation that the Partnership has access to adequate resources to continue in operational existence for the foreseeable future. The Partnership therefore continues to adopt the going concern basis in preparing its financial statements.

Foreign currency

The Partnership's functional and presentation currency is the US dollar.

Transactions in currencies other than US dollars are recorded at the rates of exchange prevailing at the dates of the transactions. At each reporting end date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the reporting end date. Gains and losses arising on translation are included in the profit and loss account for the period.

The closing rate as at 31 December 2017 was £0.739/US\$ (2016 £0.813/US\$) and average rates for the year were £0.780/US\$ (2016 £0.741/US\$).

BBB FOODS

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

3. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (contd)

Investments

In accordance with paragraph 9.9(b) of FRS102, the interest in the subsidiary investments in the Mexican entities are determined as held exclusively with a view to subsequent resale; and the subsidiaries have not previously been consolidated in any consolidated financial statements prepared in accordance with this FRS. Accordingly, such subsidiaries have been excluded from consolidation and the partnership is therefore exempt from preparing consolidated financial statements.

In accordance with paragraph 9.9B(b) a subsidiary excluded from consolidation on the grounds set out in paragraph 9.9(b) that is not held as part of an investment portfolio shall be measured using an accounting policy selected by the parent in accordance with paragraph 9.26. In consideration of paragraph 9.26 of FRS102, BBB Foods LP, the parent has selected and adopted a policy of accounting for its investments in subsidiaries, associates and jointly controlled entities at cost less impairment;

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.

Cash flow statement

No Cash flow statement has been included in these financial statements on the basis that the partnership does not have a cash or bank account and therefore there are no cash flows. Costs for the entity are borne by the investee company and increases in investments and partner loans in the year represent non-cash transactions.

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS

In the application of the partnership's accounting policies, the General Partner is required to make judgements, estimates and assumptions about the carrying amount of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of the revision and future periods if the revision affects both current and future periods. The estimates and assumptions which have a significant risk of causing a material adjustment to the carrying amount of assets and liabilities are outlined below.

BBB FOODS

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

4. CRITICAL ACCOUNTING ESTIMATES AND JUDGEMENTS (contd)

Valuation of investments

The General Partner makes an estimate of the recoverable value of the Partnership's investment in subsidiary companies in considering the level of impairment provision required. When making this estimate the General Partner considers management expectations of future trading performance of the subsidiary companies. The General Partner has elected to use the previous UK GAAP carrying value as at the date of transition (1 January 2013) of the investments as the deemed cost on transition to FRS102.

BBB FOODS**NOTES TO THE FINANCIAL STATEMENTS****FOR THE YEAR ENDED 31 DECEMBER 2017****5. EXPENSES**

	2017 US \$	2016 US \$
Accountancy fees	-	-
	<u>-</u>	<u>-</u>

Auditors remuneration of \$11,000 (2016: \$11,000) is borne by the investee companies.

6. FIXED ASSET INVESTMENTS

	2017 US \$	2016 US \$
Subsidiary companies		
Cost		
At 1 January 2017	32,722,198	32,722,198
Additional investment	5,000,000	-
	<u>37,722,198</u>	<u>32,722,198</u>
At 31 December 2017	37,722,198	32,722,198
Provision for diminution in value		
At 1 January 2017	-	-
Charge for the year	-	-
	<u>-</u>	<u>-</u>
At 31 December 2017	-	-
Net book value		
At 31 December 2017	<u>37,722,198</u>	<u>32,722,198</u>

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 2017. The financial statements show combined capital stock (USD - \$/Mexican peso – Ps) of \$40,903,751/Ps804,928,554 (2016 - \$34,261,000/Ps708,925,454) and combined losses for the year of \$3,261,895/Ps64,189,535 (2016 - \$1,402,920/Ps29,029,047), resulting in cumulative net assets attributable to the Limited Partnership of \$8,605,357/Ps169,341,388 (2016 - \$6,646,460/Ps137,527,823).

There are no indicators of impairment in the carrying value of the investment at the year end.

BBB FOODS

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

7. DEBTORS

	2017 US \$	2016 US \$
Capital contributions receivable	10,000	10,000
	<u>10,000</u>	<u>10,000</u>

8. CREDITORS : amounts falling due within one year

	2017 US \$	2016 US \$
Creditors and accruals		
Due to BBB Foods Inc	26,102	26,102
Accruals	6,133	6,133
	<u>32,235</u>	<u>32,235</u>

9. PARTNERS' ACCOUNTS

(a) Movement during the year

	Balance as at 31 Dec 2016	Additional loans	Appropriated loss	Balance as at 31 Dec 2017
	\$	\$	\$	\$
BBB Foods Inc	56,554,114	5,000,000	-	61,554,114
Lothian Shelf (214) Limited	(23,854,151)	-	-	(23,854,151)
Total	<u>32,699,963</u>	<u>5,000,000</u>	<u>-</u>	<u>37,699,963</u>

(b) Cumulative account balances

	Partners' capital	Additional loans	Appropriated loss	Balance as at 31 Dec 2017
	\$	\$	\$	\$
BBB Foods Inc	9,999	61,554,114	(9,999)	61,554,114
Lothian Shelf (214) Limited	1	-	(23,854,152)	(23,854,151)
Total	<u>10,000</u>	<u>61,554,114</u>	<u>(23,864,151)</u>	<u>37,699,963</u>

BBB FOODS

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2017

10. CONTROLLING PARTY

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

11. RELATED PARTY TRANSACTIONS

Transactions in the year with related parties were as follows :

Accountancy fees of \$3,000 (2016 - \$3,000) are borne by the investee company Tiendas Tres B, SA de CV.

Auditors remuneration of \$11,000 (2016: \$11,000) is borne by the investee company Tiendas Tres B, SA de CV.