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— for the record —— Company Name

ASDA STORES LIMITED

Company Type Private Company Limited By Shares Company Number 464777 Information extracted from Companies House records on

list of activity codes.

5th October 2006

363s Annual Return

- > Please check the details printed in blue on this statement.
- If any details are wrong, strike them through and write the correct details in the "Amended details" column.
- > Please use black pen and write in capitals.

Section 1: Company details

A11	*AVU0GK0	Z* 21 7
COMPANIES	HOUSE	08/11/2006

Jili October 2000		COMPANIES HOUSE 08/11/2006
Ref: 464777/03/10	Current details	Amended details
Registered Office Address If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.	Asda House South Bank Great Wilson Street Leeds LS11 5AD	Address UK Postcode UK Postcode
> Register of Members If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.	Address where the Register is held Asda House South Bank Great Wilson Street Leeds LS11 5AD	Address UK Postcode
> Register of Debenture Holders If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.	Not Applicable	Address UK Postcode
> Principal Business Activities If any of the details are wrong, strike them through and fill in the correct details in the "Amended details" column.	SIC Code Description 5212 Other retail non-specialised stores	SIC CODE Description
> Please enter additional principal activity code(s) in "Amended details" column. See notes for guidance for		

Section 2: Details of Officers of the Company

		Current details	Amended details
>	Company Secretary If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.	Name John LONGWORTH Address Flat 41 1 Dock Street Leeds LS10 1NA	Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723E of the Companies Act 1985. Address
	Particulars of a new Company Secretary must be notified on form 288a,		UK Postcode Date of change / / Date John LONGWORTH ceased to be secretary (if applicable)
>	Director If any of the details for this person are wrong, strike them through and fill in the correct details in the "Amended details" column.	Name Darren BLACKHURST Address FLAT63 Whitehall Quay Leeds West Yorkshire LS1 4HR Date of birth 07/10/1966	Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Address
	Particulars of a new Director must be notified on form 288a.	Nationality British Occupation Director	UK Postcode Date of birth Nationality Occupation Date of change / / / / / / / / / / / / / / / / / / /

Cc	mpany Number - 464777	Section 2: Details of Officers of the Comp	any (continued)
	<u> </u>	Current details	Amended details
>	Director	Name	Name
	If any of the details for this	Andrew James BOND	
	person are wrong, strike them through and fill in the correct details in the "Amended details" column.	Address The Hunting Box The Nook Bitteswell Lutterworth Leiceshire LE17 4RY	Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723E of the Companies Act 1985. Address
		Date of birth 16/03/1965	
		Nationality British	UK Postcode
	Destination of a many Dimentary	Nationality British	Date of birth
	Particulars of a new Director must be notified on form	Occupation Director Of Asda Brand	
	288a.		Occupation
			Date of change / /
	•		Date Andrew James BOND ceased to be director (if applicable)
>	Director If any of the details for this	Name David CHEESEWRIGHT	Name
	person are wrong, strike them through and fill in the correct details in the "Amended details" column.	Address Cranford Queensdrive Ilkley West Yorkshire LS29 9QW	Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723E of the Companies Act 1985. Address
		Date of birth 24/05/1962	
		Nationality British	UK Postcode
	Particulars of a new Director	,	Date of birth / /
	must be notified on form	Occupation Director	Nationality
	288a.		Occupation
			Date of change / /
		:	Date David CHEESEWRIGHT ceased
			to be director (if applicable)
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C	ompany Number - 464777	Section 2: Details of Officers of the Cor	
		Current details	Amended details
>	Director If any of the details for this person are wrong, strike	Name Andrew CLARKE	Name
	them through and fill in the correct details in the "Amended details" column.	Address Old Rectory High Street Whitwell Nottingham S80 4RE	Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Address
		Date of birth 04/01/1964	
		Nationality British	UK Postcode
	Particulars of a new Director	Occupation Director	Date of birth/ /
	must be notified on form 288a.	Street of	Nationality
			Occupation
			Date of change / /
			Date Andrew CLARKE ceased to be director (if applicable)
		<u> </u>	
>	Director If any of the details for this	Name John LONGWORTH	Name
	person are wrong, strike them through and fill in the correct details in the "Amended details" column.	Address Flat 41 1 Dock Street Leeds LS10 1NA	Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985.
			Address
		Date of birth 14/05/1958	
		Nationality British	UK Postcode
	Particulars of a new Director	Occupation Company Secretary	Date of birth
	must be notified on form 288a.	, , , , , , , , , , , , , , , , , , , ,	Nationality
		1	Occupation
			Date of change / / Date John LONGWORTH ceased to be
			director (if applicable)
			LL/_L/LL_

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Co	mpany Number - 464777	Section 2: Details of Officers of the Com	
 >	Director If any of the details for this	Current details Name Judith Jane MCKENNA	Amended details Name
	person are wrong, strike them through and fill in the correct details in the "Amended details" column.	Address 23 Quarry Dene Weetwood Leeds West Yorkshire LS16 8PA	Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Address
		Date of birth 14/05/1966	
		Nationality British	UK Postcode
	Particulars of a new Director	_	Date of birth / /
	must be notified on form	Occupation Chief Finance Officer	Nationality
	288a.		Occupation
			Date of change / /
			Date Judith Jane MCKENNA ceased to be director (if applicable)
			//
>	Director If any of the details for this	Name David SMITH	Name
	person are wrong, strike them through and fill in the correct details in the "Amended details" column.	Address The Firs 2 Whiddon Croft Burley Lane Menston Ilkley LS29 6QQ	Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Address
		Date of birth 19/03/1956	
		Nationality British	UK Postcode
	Particulars of a new Director	i	Date of birth
	must be notified on form	Occupation People Director	Nationality
	288a.		Occupation
		!	Date of change / /
			Date David SMITH ceased to be director (if applicable)
			//

Co	ompany Number - 464777	Section 2: Detai	ls of Officers of the Co	ompany (continued)
		Current det		Amended details
>	Director If any of the details for this	Name Angela Lesie	y SPINDLER	Name
	person are wrong, strike them through and fill in the correct details in the "Amended details" column.	Address Stoneyhurst 69 Wakefield I Halifax HX3 8AQ	Road Light Cliffe	Tick this box if this address is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985. Address
		Date of birth	30/08/1962	
		Nationality	British	UK Postcode
	Particulars of a new Director	Occupation	Deputy Training	Date of birth / /
	must be notified on form 288a.	•	Director	Nationality
	2004.			Occupation
				Date of change / /
				Date Angela Lesley SPINDLER ceased to be director (if applicable)

Company	y Number	- 464777
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Section 3: Share Capital

•	Current details	Amended details
Issued Share Capital This table shows the total	Class of share Ordinary	Class of share
number of shares that have been issued by your company and their Nominal	Nominal value of each share £1.00	Nominal value of each share
Value. If any of the details are wrong, please fill in the correct details.	Number of shares issued 28,008,978	Number of shares issued
	Aggregate Nominal Value of issued shares £28,008,978.00	Aggregate Nominal Value of issued shares
	Class of share	Class of share
	Redeemable Ordinary	
	Nominal value of each share £1.00	Nominal value of each share
	Number of shares issued 556,856,118	Number of shares issued
	Aggregate Nominal Value of issued shares	Aggregate Nominal Value of issued shares
<u> </u>		
Total shares issued and value	Total number of shares issued 584,865,096	Total number of shares issued
If any of the details are wrong, strike them through and fill in the correct details in the	Total Nominal value of shares issued £584,865,096.00	Total Nominal value of shares issued
	number of shares that have been issued by your company and their Nominal Value. If any of the details are wrong, please fill in the correct details. Total shares issued and value If any of the details are wrong, strike them through and fill in	Issued Share Capital This table shows the total number of shares that have been issued by your company and their Nominal Value. If any of the details are wrong, please fill in the correct details. Aggregate Nominal Value of issued shares £28,008,978.00 Class of share Redeemable Ordinary Nominal value of each share £1.00 Number of shares issued 556,856,118 Aggregate Nominal Value of issued shares £2.00 Number of shares issued 556,856,118 Aggregate Nominal Value of issued shares £556,856,118 Aggregate Nominal Value of issued shares £556,856,118 Total shares issued and value If any of the details are wrong, strike them through and fill in the correct details in the

> At the date of this Annual Return, if the company has altered or changed its share capital in any way or allotted new shares, please refer to the guidance notes for details of the appropriate form that should be sent with this Annual Return. Annual return guidance notes are available on the Companies House web site at www.companieshouse.gov.uk or by ringing 0870 3333636.

Section 4: Details of Shareholders

- > The details we hold on your company's shareholders and their shareholdings are printed below. These are based on your last Annual Return.
- > If any details have changed, or if any shares have been transferred, please fill in the details in the "Amended details" or "Shares transferred" column.
- > Please give details of any other shareholders in Section 5.

Cı	urrent details		Amended d	etails		Shares	transferi	red
>	Shareholder Name ASDA GROUP LTD		Name					
			Address					
	Address Asda House Southbank Great Wils Street	son					ransferred GROUP LTI	
	Leeds LS11 5AD	:	UK Postcode	<u> </u>	_ _			
	Shares held Class Redeemable 55	<i>Number</i> 56856118	Shares held Class		Number	Class	Number	Date of transfer
	Ordinary Ordinary 2	28008978			<u> </u>	L	<u> </u>	//

Section 5: Details of Other Shareholders

- > Please fill in details of any persons or corporate bodies who are shareholders of the company at the date of this return, but whose details are not printed in Section 4.
- > Also, provide the details of any persons who became but have ceased to be shareholders of the company since the date of the last annual return.
- > For jointly held shares please list those joint shareholders consecutively on the form. If a joint shareholder also holds shares in their own right, list that holding separately.
- > Please copy this page if there is not enough space to enter all the company's other shareholders.

Shareholders details		Class and number of shares or amount of stock transferred (If appropriate)	
Name			
Address			
L			
UK Postcode		:	
Name			
Address			
UK Postcode			
Name			
Address			
UK Postcode			
Name			
Address			
UK Postcode	-		



363s Annual Return Declaration

- > When you have checked all the sections of this form, please complete this page and sign the declaration below.
- If you want to change the made up date of this annual return, please complete 2 below.

\equiv	. Declaration		
Ļ			n are correct as at the made-up-date
	(shown at 2 below). I en	close the filing fee	OT E.SU.
	Signature #		Date 0311,2006
	(Director	/ Secretary)	This date must not be earlier than the return date at 2 below
	What to do now Complete this page then declaration to the addres		the Annual Return and the v.
2	. Date of this return		
	This AR is made up to 10/10/2006	If you are makir please give the	ng this return up to an earlier date, date here
		/-	_ /
		Note: The form mus	st be delivered to CH within 28 days of this date
3	. Date of next return		
	If you wish to change you	ır next return to a c	late earlier than 10th October 2007
	please give the new date		. /
			- / La - L
4	. Where to send this		
i	Please return this form to		
_):	
_	Registrar of Companies).	For members of the Hays Document
	Companies House	or OR	Exchange service
	•		· · · · · · · · · · · · · · · · · · ·
	Companies House Crown Way Cardiff CF14 3UZ	OR	Exchange service
	Companies House Crown Way Cardiff CF14 3UZ Have you enclosed the reverse of the cheque?	OR	Exchange service DX 33050 Cardiff
You Cor	Companies House Crown Way Cardiff CF14 3UZ Have you enclosed the reverse of the cheque? contact Address do not have to give any companies House to contact	OR filing fee with the ontact information you if there is a qu	Exchange service DX 33050 Cardiff company number written on the below, but if you do, it will help ery on the form. The contact
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Postcode