KİLER ALIŞVERİŞ HİZMETLERİ GIDA SANAYİ VE TİCARET A.Ş.
CONSOLIDATED
FINANCIAL STATEMENTS
AS OF AND FOR THE PERIODS ENDED
01.01. – 30.09.2010
TOGETHER WITH AUDITOR'S REPORT

KİLER ALIŞVERİŞ HİZMETLERİ GIDA SANAYİ VE TİCARET A.Ş.
INDEPENDENT AUDITOR'S REPORT
AS OF AND FOR THE PERIODS ENDED
01.01.-30.09.2010

To the shareholders of
Kiler Alışveriş Hizmetleri Gıda Sanayi ve Ticaret A.Ş.

1. We have audited the consolidated financial statements of Kiler Alışveriş Hizmetleri Gıda Sanayi ve Ticaret A.Ş. and its subsidiaries (together "the group"), which comprise the consolidated balance sheets as of and for the period ended the consolidated statements of comprehensive income, the statements of changes in equity and the cash flow statements for the period ended 30.09.2010 a summary of significant accounting policies and other explanatory notes.

Management's Responsibility for the Financial Statements

2. Management is responsible for the preparation and fair presentation of these consolidated financial statements in accordance with the Capital Market Board. This responsibility includes: designing, implementing and maintaining internal controls relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error; selecting and applying appropriate accounting policies; and making accounting estimates that are reasonable in the circumstances.

Auditor's Responsibility

3. Our responsibility is to express an opinion on these consolidated financial statements based on our audit. We conducted our audit in accordance with International Standards on Auditing. Those standards require that we comply with ethical requirements and plan and perform the audit to obtain reasonable assurance whether the financial statements are free from material misstatement.

4. Our audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud and/or error. In making those risk assessments, the auditor considers internal control relevant to the entity's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal controls. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

5. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Opinion

6. In our opinion, the accompanying consolidated financial statements present fairly, in all material respects; the financial position of Kiler Alışveriş Hizmetleri Gıda Sanayi ve Ticaret A.Ş as of 30.09.2010, and of its financial performance and its cash flows for the period then ended in accordance with International Financial Reporting Standards.

ENGİN Bağımsız Denetim ve Serbest Muhasebecilik Mali Müşavirlik A.Ş.
Member Firm of GRANT THORNTON International

Ajda Düzgün
Partner

Istanbul, 22.11.2010

Abide-i Hürriyet Caddesi
Bolkan Center
No:211 Kat:2
34381 Şişli
Istanbul

KİLER ALIŞVERİŞ HİZMETLERİ GIDA SANAYİ VE TİCARET ANONİM ŞİRKETİ
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AS OF AND FOR THE PERIOD ENDED 01.01.-30.09.2010

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KİLER ALIŞVERİŞ HİZMETLERİ A.Ş.

CONSOLIDATED BALANCE SHEETS AS OF 30.09.2010 AND 31.12.2009

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

	Notes	Audited 30.09.2010	Audited 31.12.2009
ASSETS			
Current Assets		**325,352**	**274,825**
Cash and cash equivalents	6	39,093	33,662
Financial investments	7	--	--
Trade Receivables			
- Trade receivables from related parties	10 - 37	13,605	5,524
- Trade receivables from third parties	10	5,127	3,401
Receivables from finance sector operations	12	--	--
Other receivables			
- Other receivables from related parties	11 - 37	59,872	50,638
- Other receivables from third parties	11	1,418	858
Inventories	13	188,787	161,073
Live assets	14	--	--
Other current assets	26	17,450	19,669
(Subtotal)		325,352	274,825
Assets held for sale and discontinued operations	34	--	--
Long-term Assets		**244,570**	**234,128**
Trade receivables	10	--	--
Receivables from finance sector operations	12	--	--
Other receivables	11	--	--
Financial investments	7	54	54
Investment accounted for using the equity method	16	--	--
Live assets	14	--	--
Investment properties	17	46,271	23,240
Property, plant and equipment	18	136,251	145,681
Intangible assets	19	513	435
Goodwill	20	43,652	43,652
Deferred tax asset	35	9,763	9,340
Other assets	26	8,066	11,726
TOTAL ASSETS		**569,922**	**508,953**

The accompanying notes from an integral part of these financial statements.

KİLER ALIŞVERİŞ HİZMETLERİ A.Ş.
CONSOLIDATED BALANCE SHEETS AS OF 30.09.2010 AND 31.12.2009
(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

		Audited	**Audited**
	Notes	**30.09.2010**	**31.12.2009**
LIABILITIES			
Short-term liabilities		**311,151**	**305,556**
Financial liabilities	8	108,452	90,028
Other financial liabilities	9	2,706	2,806
Trade payables			
- Trade payables to related parties	10 - 37	3,975	15,411
- Trade payables to third parties	10	143,699	142,304
Other payables			
- Other payables to related parties	11 - 37	36,062	41,190
- Other payables to third parties	11	4,128	3,146
Payables from finance sector operations	12	--	--
Government grants	21	--	--
Taxation on income	35	1,390	919
Provisions for payables	22	5,881	5,435
Other current liabilities	26	4,858	4,317
(Subtotal)		311,151	305,556
Liabilities directly associated with the assets classified as held for sale	34	--	--
Long-term liabilities		**103,084**	**65,018**
Financial liabilities	8	88,021	46,793
Other financial liabilities	9	--	--
Trade payables	10	--	5,357
Other payables	11	--	--
Payables from finance sector operations	12	--	--
Government grants	21	--	--
Provisions for payables	22	--	--
Provision for employee termination benefits	24	3,185	2,568
Deferred tax liabilities	35	11,878	10,300
Other liabilities	26	--	--
EQUITY		**155,687**	**138,379**
Company shareholders' equity	27	**141,106**	**125,591**
Share capital		121,120	101,200
Investment and share capital eliminating adjustments (-)		--	--
Positive distinction from share capital adjustment		--	--
Premium in access of par		--	--
Revaluation fund		13,811	28,931
Foreign currency translation differences		--	--
Legal reserves		12,162	12,039
General Reserves		(16,702)	(24,541)
Net profit/loss for the period		10,715	7,962
Minority interest		14,581	12,788
TOTAL LIABILITIES		**569,922**	**508,953**

The accompanying notes from an integral part of these financial statements.

KİLER ALIŞVERİŞ HİZMETLERİ A.Ş.
CONSOLIDATED STATEMENTS OF COMPREHENSIVE INCOME FOR PERIODS 01.01.-30.09.2010, 01.07.-30.09.2010, 01.01.-30.09.2009 AND 01.07.-30.09.2009
(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

		Audited			
	Notes	**01.01.-30.09.2010**	**01.07.-30.09.2010**	**01.01.-30.09.2009**	**01.07.-30.09.2009**
CONTINUING OPERATIONS					
Sales	28	591,007	198,670	580,768	205,232
Cost of sales (-)	28	(430,235)	(149,110)	(442,034)	(162,676)
GROSS PROFIT / (LOSS)		**160,772**	**49,560**	**138,734**	**42,556**
Marketing, selling and distribution expenses (-)	29	(103,533)	(36,022)	(95,752)	(34,239)
General administrative expenses (-)	29	(27,939)	(7,166)	(21,514)	(6,468)
Research and development expenses (-)		--	--	--	--
Income from other operations	31	1,167	269	1,332	443
Expense from other operations (-)	31	(4,515)	(1,956)	(1,523)	(638)
OPERATING INCOME / (LOSS)		**25,952**	**4,685**	**21,277**	**1,654**
Equity income / (loss) from investments in associates		--	--	--	--
Financial income	32	24,514	23,791	11,894	1,422
Financial expenses (-)	33	(34,082)	(19,730)	(27,407)	(5,001)
PROFIT / (LOSS) BEFORE TAX FROM CONTINUING OPERATIONS		**16,384**	**8,746**	**5,764**	**(1,925)**
Tax income / (expense) from continuing operations		**(3,876)**	**(1,977)**	**(1,319)**	**268**
- Taxation on income	35	(2,721)	(1,425)	(450)	(76)
- Deferred tax income / (expense)	35	(1,155)	(552)	(869)	344
PROFIT / (LOSS) FROM CONTINUING OPERATIONS		**12,508**	**6,769**	**4,445**	**(1,657)**
DISCONTINUED OPERATIONS		--	--	--	--
Profit / loss from discontinued operations (net of income tax)		--	--	--	--
PROFIT FOR THE PERIOD		**12,508**	**6,769**	**4,445**	**(1,657)**
Other comprehensive income:		--	--	--	--
Changes in fair value on available for sale securities		--	--	--	--
Changes in fair value of land and buildings		--	--	--	--
Changes in fair value of Financial Risk Hedging		--	--	--	--
Changes in differences of foreign currency translation		--	--	--	--
Actuarial Gains and Losses of the Pension Plans		--	--	--	--
Other Comprehensive Income from investments in associates		--	--	--	--
Tax Income / (Expense) from Other Comprehensive Operations		--	--	--	--
OTHER COMPREHENSIVE INCOME FOR THE PERIOD (NET OF TAX)		--	--	--	--
TOTAL COMPREHENSIVE INCOME / (LOSS)		12,508	6,769	4,445	(1,657)
Distribution of Profit / (Loss)					
Minority interests		1,793	1,043	977	(418)
Equity holders of the Company		10,715	5,726	3,468	(1,239)
Distribution of Comprehensive Income / (Loss)					
Minority interests		1,793	1,043	977	(418)
Equity holders of the Company		10,715	5,726	3,468	(1,239)
Earnings Per Share	36	0.0889	0.0473	0.0003	(0.0001)
Earnings Per Share From Continuing Operations	36	0.0889	0.0473	0.0003	(0.0001)

The accompanying notes from an integral part of these financial statements.

KİLER ALIŞVERİŞ HİZMETLERİ A.Ş.

CONSOLIDATED STATEMENTS OF CHANGES IN SHAREHOLDERS' EQUITY FOR PERIODS ENDED 30.09.2010 AND 30.09.2009

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

	Share Capital	Equity Restatement Differences	Revaluation Fund	Legal Reserves	General Reserves	Net Profit (Loss) For The Period	Minority Interest	Total Shareholders' Equity
Balance at 31.12.2008	**96,830**	**--**	**--**	**12,000**	**841**	**(25,343)**	**1,223**	**85,551**
Transfer to reserves	--	--	--	--	(25,343)	25,343	--	--
Capital increases	3,170	--	--	--	--	--	4,770	7,940
Equity injections from shareholders	--	--	1,503	--	--	--	--	1,503
Share capital increase from equity injections from shareholders (Note 27)	1,000	--	(1,000)	--	--	--	--	--
Transfer to legal reserves	--	--	--	36	(36)	--	--	--
Net profit for the period	--	--	--	--	--	3,468	977	4,445
Balance at 30.09.2009	**101,000**	**--**	**503**	**12,036**	**(24,538)**	**3,468**	**6,970**	**99,439**
Balance at 31.12.2009	**101,200**	**--**	**28,931**	**12,039**	**(24,541)**	**7,962**	**12,788**	**138,379**
Transfer to reserves	--	--	--	--	7,962	(7,962)	--	--
Capital increase in cash	4,800	--	--	--	--	--	--	4,800
Share capital increase from equity injections from shareholders (Note 27)	15,120	--	(15,120)	--	--	--	--	--
Transfer to legal reserves	--	--	--	123	(123)	--	--	--
Net profit for the period	--	--	--	--	--	10,715	1,793	12,508
Balance at 30.09.2010	**121,120**	**--**	**13,811**	**12,162**	**(16,702)**	**10,715**	**14,581**	**155,687**

The accompanying notes from an integral part of these financial statements.

KİLER ALIŞVERİŞ HİZMETLERİ A.Ş.
CONSOLIDATED CASH FLOW STATEMENTS FOR PERIODS ENDED 30.09.2010 AND 30.09.2009
(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

		Audited	
CASH FLOWS DUE FROM OPERATING ACTIVITIES	**Notes**	**01.01.-30.09.2010**	**01.01.-30.09.2009**
Profit / (loss) before tax		16,384	5,764
Adjustments to reconcile net income to net cash provided by operating activities		**27,661**	**29,188**
Depreciation and amortization		14,251	9,927
Provision for employee termination benefit	24	1,210	680
Profit sale of fixed assets	31	(193)	(68)
Loss on sale of fixed assets	31	99	32
Provision for doubtful receivables, net	10-11-26	4,620	4,092
Interest income	32	(1,178)	(12)
Interest cost	33	10,949	17,120
Foreign exchange gains	32	(22,822)	(11,020)
Foreign exchange losses	33	18,881	7,094
Unearned interest on trade receivables		(423)	(135)
Unearned interest on trade payables		1,452	1,478
Fair value of investment properties		815	--
Operating income before changes in assets and liabilities related with operating activities		**44,045**	**34,952**
Changes in trade receivables		(10,163)	(1,429)
Changes in inventories		(27,714)	(33,451)
Changes in other receivables		(662)	(1,685)
Changes in other current assets		(1,520)	(5,190)
Changes in other non-current assets		3,660	3,203
Changes in trade payables		(16,850)	25,083
Changes in other payables		982	(1,302)
Changes in provision for payables		446	2
Changes in other current liabilities		539	(1,605)
Taxes paid		(2,248)	(497)
Employee termination benefit paid	24	(593)	(584)
Net cash provided by operating activities		**(10,078)**	**17,497**
B. CASH FLOWS FROM INVESTING ACTIVITIES			
Purchase of property, plant and equipment	18	(5,324)	(9,838)
Purchase of intangible assets	19	(202)	(230)
Purchase of investment properties	17	(23,846)	(22,370)
Sale of property, plant and equipment	18	721	237
Changes in financial investments		--	898
Net cash provided from / (used in) investing activities		**(28,651)**	**(31,303)**
C. CASH FLOWS FROM FINANCING ACTIVITIES			
Repayment of financial liabilities		(98,423)	(43,123)
Loans obtained		175,275	69,332
Interest expense		(13,949)	(13,123)
Foreign exchange gains		5,627	10,166
Foreign exchange losses		(15,986)	(8,894)
Interest income		1,178	12
Other receivables from related parties		(9,234)	(3,961)
Other payables to related parties		(5,128)	1,460
Share capital increases		4,800	7,940
Equity injections from shareholders	27	--	1,503
Net cash provided from / (used in) financial activities		**44,160**	**21,312**
Changes in cash and cash equivalents		**5,431**	**7,506**
Cash and cash equivalents at the beginning of the period		33,662	27,197
Cash and cash equivalents at the end of the period		39,093	34,703

The accompanying notes from an integral part of these financial statements.

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 1 – COMPANY'S ORGANIZATION AND NATURE OF OPERATIONS

Kiler Alışveriş Hizmetleri Gıda San. ve Tic. A.Ş. ("Kiler" or "Kiler Alışveriş") was established in 1994 in Istanbul. Kiler is mainly engaged in retail and wholesale of essential goods. Kiler has 103 stores as of 30.09.2010 (31.12.2009: 97) and together with its consolidated subsidiary total number of stores is 171 (31.12.2009: 162). Kiler has 3,006 employees as of 30.09.2010 (31.12.2009: 2,788).

Kiler Alışveriş purchased the property, plant and equipment of 12 of the Yimpaş chain stores in August 2008 and rented these stores. 10 of these stores underwent renewal modifications and were opened for service in 2008. The renewal modifications of the remaining 2 stores were completed and opened for service in February 2009.

Kiler's registered address is Namık Kemal Neighborhood, Tonguçbaba Road Number: 23 Haramidere - Esenyurt, Istanbul.

In the accompanying financial statements, Kiler Alışveriş Hizmetleri Gıda Sanayi ve Ticaret A.Ş. is referred to as "The Company'' and together with the subsidiaries is referred to as "The Group''. The interest share of The Company is shown below:

	Economic interest (%)			**Ownership interest rate (%)**		
Consolidated companies	**30.09.2010**	**31.12.2009**	**30.09.2009**	**30.09.2010**	**31.12.2009**	**30.09.2009**
Kiler Ankara Mağazacılık Sanayi ve Ticaret A.Ş. (*)	47	47	47	54	54	54
Davay Unlu Mamuller ve Gıda San. Tic. A.Ş. (**)	--	--	47	--	--	54

(*) Kiler Ankara Mağazacılık Sanayi ve Ticaret A.Ş. belongs to the Canerler store chains which were bought by the Canerler family in 2005. The chain consisted of 49 stores, 1 integrated meat processing facility, 1 management building, a bakery production facility and a commodity warehouse. 47% of the Canerler store chain was purchased by Kiler Alışveriş and 3% of these shares were bought by Kiler Alışveriş's shareholders; Ümit Kiler, Nahit Kiler and Vahit Kiler. The A group shares held by Kiler Alışveriş and the Kiler family have the right of choosing 4 out of the 7 members of the board of directors for their own representation. The remaining 50% of the shares which represent the B group shares have the right of choosing 3 out of 7 members for the board of directors.

(**) In the extraordinary general meeting of shareholders of Davay Unlu Mamüller ve Gıda San. Tic. A.Ş. dated 22.10.2009 and the extraordinary general meeting of Kiler Ankara Mağazacılık San. ve Tic. A.Ş. dated 22.10.2009 it was decided that all of the rights and obligations of Davay Unlu Mamüller ve Gıda San. Tic. A.Ş. shall merge with Kiler Ankara Mağazacılık San. ve Tic. A.Ş. The decision was recorded on the date of 26.10.2009 and was issued in the Turkish Commercial Register Newspaper dated 20.10.2009 numbered 7428.

NOTE 1 – COMPANY'S ORGANIZATION AND NATURE OF OPERATIONS (Continued)

Some of the activities of the consolidated companies are summarized below:

Kiler Ankara Mağazacılık Sanayi ve Ticaret A.Ş.

Kiler Ankara Mağazacılık Sanayi ve Ticaret A.Ş. ("Kiler Ankara"), was established in Ankara under the name of Canerler Gıda San. ve Tic. A.Ş. ("Canerler Gıda") and is engaged in retail sale. In 2005 50% of the shares of Canerler Gıda (new name Kiler Ankara) was sold to the Kiler family and the Kiler group of Companies. The control and management of Kiler Ankara belongs to the Kiler family and Kiler group of Companies. As of 30 September 2009 there were 68 stores in Ankara (under the banner of Kiler) (31 December 2009: 65). As of 30 June 2010 the number of personnel employed was 1,705 (31 December 2009: 1,716).

The registered address of Kiler Ankara is; Çamlıca Mahallesi 12. Sokak No: 8 Macunköy Yenimahalle, Ankara.

Davay Unlu Mam. ve Gıda San. Tic. A.Ş.

Davay Unlu Mam. ve Gıda San. Tic. A.Ş. (Davay), which was merged with Kiler Ankara in 26.10.2009, was established in Ankara in 2004. The main activity of Davay was the processing, packaging and selling of bakery products.

NOTE 2 – BASIS OF PRESENTATION OF FINANCIAL STATEMENTS

2.1. Basis of Presentation

The consolidated financial statements of the Group have been prepared in accordance with International Financial Reporting Standards (IFRS), which comprise standards and interpretations approved by the International Accounting Standards Board and International Accounting Standards and Standing Interpretations Committee interpretations approved by the IASC that remain in effect.

The Company and its Turkish subsidiaries maintain their books of account and prepare their statutory financial statements in accordance with accounting principles in the Turkish Commercial Code ("TCC") and tax legislation. The consolidated financial statements are based on the statutory records with adjustments and reclassifications for the purpose of fair presentation in accordance with IFRS.

2.2. Going Concern

The Group prepares their financial statements in accordance with the principles of going concern.

2.3. Measurement currency and reporting currency

The Consolidated financial statements are presented by the Group's measurement and reporting currency "TL". The consolidated financial statements have been prepared based on cost method except financial assets and liabilities measured with fair value.

2.4. Comparable financial information and reclassification of prior period financial statements

For the compatibility of the current financial statements the comparative financial statements are reclassified if necessary, and material differences are disclosed.

2.5. Offsetting

Financial assets and liabilities are offset and the net amount reported in the balance sheet when there is a legally enforceable right to set off the recognized amounts and there is an intention to settle on a net basis or realize the asset and settle the liabilities simultaneously.

2.6. Basis of consolidation

Consolidated financial statements include financial statements which are prepared as of the same date, of the Company and Subsidiaries.

The consolidation policy adopted by the Company in the preparation of its financial statements is explained below:

The consolidated financial statements incorporate the financial statements of the Company and entities controlled by the Company. Control is achieved where the Company has the power to govern the financial and operating policies of an entity so as to obtain benefits from its activities.

The balance sheet and income statement of the Group are consolidated on a line-by-line basis. All intra-group transactions, balances, income and expenses are eliminated on consolidation. Minority interests in the net assets of consolidated subsidiaries are identified separately from the Group's equity therein. Minority interests consist of the amount of those interests at the date of the original business combination and the minority's share of changes in equity since the date of the combination.

NOTE 2 – BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

2.7. Changes in accounting policies, estimates and correction of errors

The effect of a change in accounting policy is applied retrospectively and prior period financial statements are issued again. If the changes in accounting estimation are in accordance with only one period, it is carried out in the same changing period but if the changes are in accordance with forward periods, it is carried out in the changing period and for forward periods.

The correction of fundamental errors that relate to the current period is normally included in the determination of net profit or loss for the current period. The correction of fundamental errors that relate to prior periods requires the restatement of the comparative information or the presentation of additional pro forma information. The amount of the correction of a fundamental error that relates to prior periods should be reported by adjusting the opening balance of retained earnings. Comparative information should be restated, unless it is impracticable to do so.

The group measured its investment properties and its land and buildings with cost method until 31.12.2009. On 31.12.2009 the Group chooses to measure its investment properties and land and buildings with fair value method. The effect of this change in accounting policy is explained in Note 17 and Note 18.

2.8. Critical accounting estimates, assumptions and judgment

The preparation of financial statements requires management to make estimates and assumptions that affect reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from these estimates. These estimates are reviewed periodically and as adjustments become necessary they are reported in earnings in the periods in which they become known.

The key assumptions concerning the future and other key sources of estimation uncertainty at the balance sheet date and the significant judgments are set out below:

- Allowance for doubtful debts reflect the amount set aside for the losses in the future related to receivables which exist at the balance sheet date but which, in the opinion of the management, carry the risk of collection due to current economic conditions. When evaluating whether receivables have suffered a loss in value the past performance of the debtors, their credibility in the market and their performance between the balance sheet date and report date together with changed circumstances are taken into consideration. In addition the collaterals existing as at the balance sheet date together with new collaterals obtained between the balance sheet date and report date are also taken into consideration. The allowance for doubtful receivables as of the balance sheet dates are explained under note 10 and 11.

- When setting aside the provision for legal claims the probability of losing the related case and the results expected to be suffered in the event that the legal counsel of the Group and management of the Group make their best estimates to calculate the provision required.

- As for the diminution in value of inventories, all inventories are subjected to review and their usage possibility ascertained on the basis of the opinion of the technical personnel; provisions are set aside for items expected not to have usage possibility. Calculation of net realizable values of stocks is based on selling prices as disclosed by selling price lists after deduction of average discounts given during the year and selling expenses to be incurred for the realization of stocks. If the net realizable value of any inventory falls under its cost price appropriate provisions are accordingly set aside (Note 13).

NOTE 2 – BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

- Property, plant and equipment and intangible assets held for use in the production or supply of goods or services, or for administrative purposes, are stated in the balance sheet at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses. The Group estimates the useful life of tangible and intangible assets. Depreciation is charged using the straight line basis over the useful life which depends on the best estimation of the management. The useful life of property, plant and equipment and intangible assets are reviewed at each balance sheet date and changes are made as necessary (Note: 2.9).

- Deferred tax assets are accounted for only where it is likely that related temporary differences and accumulated losses will be recovered through expected future profits. When accounting for deferred tax losses it is necessary to make important estimations and evaluations with regard to taxable profits in the future periods.

2.9. Summary of Significant Accounting Policies

Significant accounting policies for financial statements are summarized below:

Revenue Recognition

The Group operates in its retail stores for the selling of food and drinks and durable consumer goods. The selling of goods is recorded once the goods are sold to the customer. The retail sales are generally in credit card or cash payments.

The income obtained from the sellers, the revenue premiums, the discounts obtained from sellers and the advertisement participation income recorded on accrual basis.

Trade receivables / payables

Trade receivables are measured at initial recognition at fair value and are subsequently measured at amortized cost using the effective interest rate method to set an allowance for unearned interest. Appropriate allowances for estimated irrecoverable amounts are recognized in profit or loss when there is objective evidence that the asset is impaired. The allowance recognized is measured as the difference between the asset's carrying amount and the present value of estimated future cash flows discounted at the effective interest rate computed at initial recognition. The decreases in the impairment of receivables are reflected in the current comprehensive period income statement.

Inventories

Inventories are stated at the lower of cost and net realizable value. Costs comprise direct materials and, where applicable, direct labor costs and those overheads that have been incurred in bringing the inventories to their present location and condition. Cost is calculated by the weighted average method. Net realizable value represents the estimated selling price less all estimated costs to completion and costs to be incurred in marketing, selling and distribution.

NOTE 2 – BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

Property, plant and equipment

Property, plant and equipment (except land and buildings) are stated at cost less accumulated depreciation and impairment. As of 31.12.2009 the Group accounted for its land and buildings under a revaluation model using the fair value method. The accumulated depreciation of the buildings is netted off with the cost and the net value is increased to the valued amount. Depreciation is provided on a straight-line basis based on the approximate useful economic life as follows:

	Useful Life (Years)
Buildings	50
Machinery and equipment	14
Vehicles	10–14
Furniture and Fixtures	10
Leasehold improvements	10–14

At each balance sheet date, property, plant and equipment and intangible assets are reviewed for impairment whenever events or changes in circumstances indicate that the carrying amount of an asset may not be recoverable. Whenever the carrying amount of an asset exceeds its recoverable amount, an impairment loss is recognized in income for items of tangible and intangibles carried at cost. Recoverable value is the higher of the net sales value and the value of the use.

The gain or loss arising from the disposal or derecognition of an item of property, plant and equipment is the difference between the net sales proceeds, if any, and the restated carrying amount. The gain or loss arising from the disposal of an item of property, plant and equipment is recognized in profit or loss.

Expenditure that arises as a result of any of the real assets being replaced results in capitalization together with maintenance and fixtures. Other expenses that arise at a later date that add to the economic value of the product, are also capitalized. All other expenses are accounted for as they are in the income statement during the assessment.

NOTE 2 – BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

Investment Property

Investment property is property (land or a building or part of a building or both) held (by the owner or by the lessee under a finance lease) to earn rentals or for capital appreciation or both.

Investment property is recognized as an asset when it is probable that the future economic benefits that are associated with the property will flow to the entity, and the cost of the property can be reliably measured.

Initial measurement
Investment property is initially measured at cost, including transaction costs. Such cost should not include start-up costs, abnormal waste, or initial operating losses incurred before the investment property achieves the planned level of occupancy.

Measurement subsequent to initial recognition
IAS 40 permits entities to choose between the fair value model and the cost model.

Fair value model
Investment property is re-measured at fair value, which is the amount for which the property could be exchanged between knowledgeable, willing parties in an arm's length transaction. Gains or losses arising from changes in the fair value of investment property are included in net profit or loss for the period in which it arises.

Cost Model
After initial recognition, investment property is accounted for in accordance with the cost model as set out in property, plant and equipment – cost less accumulated depreciation and less accumulated impairment losses.

All the investments properties should be accounted with the same accounting policy explained above.

The Group measured investment properties using the cost model until 31.12.2009. Since 31.12.2009 the Group has used the fair value model.

Intangible Assets

An intangible asset is recognized if it meets the identifiable criteria of intangibles, control exists over the asset and it is probable that the expected future economic benefits that are attributable to the asset will flow to the entity and the costs can be measured reliably. Intangible assets are carried at cost less accumulated amortization and impairment. Amortization of intangible assets except goodwill for which the accounting is explained above is allocated on a systematic pro-rata basis using the straight-line method.

	Years
Other intangible assets	5

NOTE 2 – BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

Goodwill

Goodwill arising on the acquisition of a subsidiary or a jointly controlled entity represents the excess of the cost of acquisition over the Group's interest in the net fair value of the identifiable assets, liabilities and contingent liabilities of the subsidiary or jointly controlled entity recognized at the date of acquisition. Goodwill is initially recognized as an asset at cost and is subsequently measured at cost less any accumulated impairment losses. For the purpose of impairment testing, goodwill is allocated to each of the Group's cash-generating units expected to benefit from the synergies of the combination. Cash-generating units to which goodwill has been allocated are tested for impairment annually, or more frequently when there is an indication that the unit may be impaired. If the recoverable amount of the cash-generating unit is less than the carrying amount of the unit, the impairment loss is allocated first to reduce the carrying amount of any goodwill allocated to the unit and then to the other assets of the unit pro-rata on the basis of the carrying amount of each asset in the unit. An impairment loss recognized for good will is not reversed in a subsequent period.

Impairment of assets

The Group assesses for assets for impairment whenever events or changes in circumstances indicate that the carrying amount of the assets may not be recoverable. An impairment loss is recognized for the amount by which the asset's carrying amount exceeds its recoverable amount.

The recoverable amount is the higher of an asset's fair value less costs to sell or value in use. Impairment losses are recognized in the income statement.

Financial investments

The Group classifies its financial assets held for trading.

Financial assets held for trading are either acquired for generating a profit from short term fluctuations in price or dealer's margin, or included in a portfolio in which a pattern of short term profit-making exists.

Financial assets held for trading are initially recognized at cost and are subsequently re-measured at fair value based on quoted bid prices. All related realized and unrealized gains and losses are included in the consolidated income statements.

Effective interest method

The effective interest method is a method of calculating the amortized cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period.

Borrowing costs

Borrowing costs directly attributable to the acquisition, construction or production of qualifying assets, which are assets that necessarily take a substantial period of time to get ready for their intended use or sale, are added to the cost of those assets, until such time as the assets are substantially ready for their intended use or sale. Investment income earned on the temporary investment of specific borrowings pending their expenditure on qualifying assets is deducted from the cost of those assets. All other borrowing costs are recognized in net profit or loss in the period in which they are incurred.

NOTE 2 – BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

Foreign currency transactions

Transactions in foreign currencies during the periods have been translated at the exchange rates prevailing at the dates of these transactions. Balance sheet items denominated in foreign currencies have been translated at the exchange rates prevailing at the balance sheet dates. The foreign exchange gains and losses are recognized in the income statement.

Earnings per share

Earnings per share disclosed in the income statement are determined by dividing net income by the weighted average number of shares.

Other provisions, contingent liabilities and contingent assets

Other provisions are recognized when present obligations will probably lead to an outflow of economic resources from the Group and they can be estimated reliably. Timing or amount of the outflow may still be uncertain. A present obligation arises from the presence of a legal or constructive commitment that has resulted from past events, for example, product warranties granted legal disputes or onerous contracts. Restructuring provisions are recognized only if a detailed formal plan for the restructuring has been developed and implemented, or management has at least announced the plan's main features to those affected by it. Provisions are not recognized for future operating losses. Provisions are measured at the estimated expenditure required to settle the present obligation, based on the most reliable evidence available at the balance sheet date, including the risks and uncertainties associated with the present obligation. Any reimbursement expected to be received in the course of settlement of the present obligation is recognized, if virtually certain as a separate asset, not exceeding the amount of the related provision.

Where there are a number of similar obligations, the likelihood that an outflow will be required in settlement is determined by considering the class of obligations as a whole. In addition, long term provisions are discounted to their present values, where time value of money is material. All provisions are reviewed at each balance sheet date and adjusted to reflect the current best estimate.

In those cases where the possible outflow of economic resource as a result of present obligations is considered improbable or remote, or the amount to be provided for cannot be measured reliably, no liability is recognized in the balance sheet. Probable inflows of economic benefits to the Company that do not yet meet the recognition criteria of an asset are considered contingent assets.

Leases

Finance leases, which transfer to the Group substantially all the risks and benefits incidental to ownership of the leased item, are capitalized at the inception of the lease at the fair value of the leased property or, if lower, at the present value of the minimum lease payments. Lease payments are apportioned between the finance charges and reduction of the lease liability so as to achieve a constant rate of interest on the remaining balance of the liability. Finance charges are charged directly against income. Capitalized leased assets are depreciated over the estimated useful life of the asset.

NOTE 2 – BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

Related Parties

In the presence of one of the following criteria, a party is considered to be an associate of the Group if:

(a) A person or a close member of that person's family is related to a reporting entity if that person:

(i) has control or joint control over the reporting entity;

(ii) has significant influence over the reporting entity; or

(iii) is a member of the key management personnel of the reporting entity or of a parent of the reporting entity.

(b) An entity is related to a reporting entity if any of the following conditions applies:

(i) The entity and the reporting entity are members of the same group (which means that each parent, subsidiary and fellow subsidiary is related to the others).

(ii) One entity is an associate or joint venture of the other entity (or an associate or joint venture of a member of a group of which the other entity is a member).

(iii) Both entities are joint ventures of the same third party.

(iv) One entity is a joint venture of a third entity and the other entity is an associate of the third entity.

(v) The entity is a post-employment defined benefit plan for the benefit of employees of either the reporting entity or an entity related to the reporting entity. If the reporting entity is itself such a plan, the sponsoring employers are also related to the reporting entity.

(vi) The entity is controlled or jointly controlled by a person identified in (a).

(vii) A person identified in (a)(i) has significant influence over the entity or is a member of the key management personnel of the entity (or of a parent of the entity).

Post balance sheet events

The Group retrospectively recognizes events after the balance sheet date if adjustment is required. If events after the balance sheet date do not require any adjustment, necessary disclosures are made in the notes of the financial statements.

Segment Reporting

As the Group operates in a single business segment and in a single geographic location, there is no basis for segment reporting.

NOTE 2 – BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

Government Incentives and Subsidies

These are reflected in the financial statements when the Group has complied with all of the requirements and reasonable assurance is formed that incentive or assistance will be obtained. Liabilities to governmental departments which may be forgone by the authorities are accepted as government incentives when reasonable assurance is formed that such liabilities will not be paid because the Group has complied with all the requirements related to the liability.

Customer loyalty program
The money points which the Group offers to its customers go within the context of IFIRC 13. Customers obtain money points when they shop from the stores which they can then use later. The Company accounts for the points that its customers obtain at fair values as deferred expense and according to IFIRC 13 this amount is reduced from sales.

Taxation

Income tax expense represents the sum of the tax currently payable and deferred tax. The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit as reported in the income statement because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible.

Deferred tax liabilities or assets are recognized on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method.

Deferred tax liabilities are generally recognized for all taxable temporary differences and deferred tax assets are recognized to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilized.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be used.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset realized. Deferred tax is charged or credited to profit or loss, except when it relates to items charged or credited directly to equity, in which case the deferred tax is also dealt with in equity.

Provision for employee termination benefits

Under Turkish law and union agreements, severance payments are made to employees retiring or involuntarily leaving the Group. Such payments are considered as being part of the defined retirement benefit plan as per International Accounting Standard No: 19 (revised) “Employee Benefits” (“IAS 19”). The retirement benefit obligation recognized in the balance sheet represents the present value of the defined benefit obligation as adjusted for unrecognized actuarial gains and losses.

NOTE 2 – BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

Cash flow statements

Cash and cash equivalents, which are the short term investments in cash flow statements, comprise of cash, bank deposits and investments of less than three months maturity and can be directly converted to the cash and are not under the high risk of value changing.

2.10. Adoption of New and Revised International Financial Reporting Standards

New standards, amendments and interpretations that will be valid for the year end financial statements dated 31 December 2010:

- IFRS 1 (Amendment) "First-time Adoption of International Financial Reporting Standarts" –Additional exemptions for first time adopters,
- IFRS 2 (Amendment) "Share Based Payment Transactions"- Group cash settled share based payment transactions,
- IFRS 3(Amendment) "Business Combinations" and IAS 27(Revised), "Consolidated and separate financial statements",

New standards and changes that do not have an effect on the financial position or the performance of the Group are summarized below;

- IFRIC 17 "Distributions of Non-cash Asset to Owners",

The Group has considered the effects of the related improvements to IFRS issued in 2008 and 2009 on its financial performance and applied them to the extent applicable.

New and amended standards and interpretations issued that are effective subsequent to 31 December 2010 year-ends (these amendments have not been endorsed by European Union yet):

- IFRS 1 (Amendment) – Limited exemption for comparative IFRS 7 Disclosures (effective for the periods beginning on or after 01.07.2010. Early application is permitted.)
- IFRS 9, "Financial Instruments: Classification and measurement" (effective for the periods beginning on 01.01.2010 and after): The Group is assessing the effects of the amendment.
- IAS 24 (Revised), "Related Party Disclosures" (Effective for the periods beginning on or after 01.01.2011): The Group will apply the amendment in the notes to the consolidated financial statements for the periods beginning on and after 01.012011. The amendment does not have an impact on Group's financial performance.
- IAS 32 (Amendment) "Classification of Rights Issues" (Effective for periods beginning on or after 01.02.2010): The amendment does not have an impact on Group's financial performance.
- IFRIC 14 (Amendment) "Prepayments of a Minimum Funding Requirement" (Effective for periods beginning on or after 01.01.2011, with earlier application permitted): The amendment does not have an impact on Group's financial performance.
- IFRIC 19 "Extinguishing Financial Liabilities with Equity Instruments" (Effective for periods beginning on or after 01.07.2010, with earlier application permitted).

These changes effective on and after 01.01.2011 are not earlier adopted by the Group.

NOTE 2 – BASIS OF PRESENTATION OF FINANCIAL STATEMENTS (Continued)

Improvements to IFRSs (issued in May 2010):

In May 2010, International Accounting Standards Board (IASB) made 11 changes in 7 standards. These changes have no impact on the financial performance of the Group. The revised standards are as below:

IFRS 1 : Accounting policy changes in the year of adoption
IFRS 1: Revaluation basis as deemed cost
IFRS 1: Use of deemed cost for operations subject to rate regulation
IFRS 3: Transition requirements for contingent consideration from a business combination that occurred before the effective date of the revised standard
IFRS 3: Measurement of non-controlling interests
IFRS 7: Clarification of disclosures
IAS 1: Clarification of statement of changes in equity
IAS 27: Transition requirements for amendments arising as a result of IAS 27 Consolidated and Separate Financial Statements
IAS 34: Significant events and transactions
IFRIC 13: Fair value of award credits

These changes have no impact on the financial performance of the Group.

NOTE 3 - BUSINESS COMBINATIONS

None (31.12.2009: None).

NOTE 4 - JOINT VENTURES

None (31.12.2009: None).

NOTE 5 - SEGMENT REPORTING

As the Group operates in a single business segment and in a single geographic location, there is no basis for segment reporting.

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 6 - CASH AND CASH EQUIVALENTS

-	30.09.2010	31.12.2009
Cash	5,584	4,473
Banks		
- Demand Deposit – TL	2,025	6,352
- Demand Deposit – USD	7,364	59
- Demand Deposit – EURO	68	27
- Demand Deposit – GBP	35	37
Credit Card Receivables	24,017	22,714
Total	**39,093**	**33,662**

NOTE 7 – FINANCIAL INVESTMENTS

	30.09.2010		31.12.2009	
Long Term:	**Percentage (%)**	**TL**	**Percentage (%)**	**TL**
KBC Gıda San. Tic. Ltd. Şti.	10.85	54	10.85	54
Total		**54**		**54**

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 8 – FINANCIAL LIABILITIES

	30.09.2010	31.12.2009
Short Term		
Bank Loans		
- TL	31,554	53,531
- USD	76,845	36,434
Leasing payables	53	63
	108,452	**90,028**

Long Term		
Bank Loans		
- TL	714	13,966
- USD	87,167	32,699
Leasing payables	140	128
	88,021	**46,793**

The maturity of financial liabilities are listed below:

	30.09.2010	31.12.2009
0 – 3 month	15,030	48,625
3- 12 month	93,422	41,403
1–2 years	40,456	39,161
2–3 years	47,565	7,632
	196,473	**136,821**

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 8 - FINANCIAL LIABILITIES (Continued)

As of 30 September 2010, the detail of financial liabilities is listed below (Leasing payables are excluded):

	Currency	Maturity	Nominal Balance	Book Value
Loan under guarantee (8)	TL	04.01.2013	257	259
Loan under guarantee (8)	TL	21.04.2012	23	23
Loan under guarantee (1)	TL	27.10.2010	850	968
Loan under guarantee (1)	TL	02.03.2011	2,000	2,148
Loan under guarantee (1)	TL	15.02.2011	2,000	2,153
Loan under guarantee (1)	TL	07.03.2011	500	536
Loan under guarantee (1)	TL	15.03.2011	1,000	1,067
Loan under guarantee (1)	TL	13.05.2011	800	839
Loan under guarantee (1)	TL	22.06.2011	600	627
Loan under guarantee (1)	TL	02.11.2010	1,000	1,052
Loan under guarantee (1)	TL	26.03.2011	900	957
Loan under guarantee (2)	USD	03.01.2014	13,835	13,909
Loan under guarantee (5)	USD	03.01.2014	2,956	2,971
Loan under guarantee (5)	USD	03.01.2014	2,075	2,086
Loan under guarantee (1)	TL	01.03.2011	750	780
Loan under guarantee (1)	TL	29.03.2011	750	750
Loan under guarantee (1)	USD	12.12.2011	4,535	4,551
Loan under guarantee (6)	USD	31.08.2012	15,557	15,662
Loan under guarantee (1)	TL	08.10.2010	1,000	1,034
Loan under guarantee (1)	TL	13.10.2010	500	516
Loan under guarantee (3)	USD	06.07.2011	29,024	29,283
Loan under guarantee (3)	USD	03.07.2014	79,816	80,763
Loan under guarantee (8)	TL	10.07.2012	88	88
Loan under guarantee (8)	TL	17.08.2011	58	59
Unguaranteed loan	TL	04.10.2010	1,318	1,318
Loan under guarantee (4)	USD	01.08.2011	12,074	12,230
Loan under guarantee (7)	TL	31.12.2010	6,250	6,252
Loan under guarantee (8)	TL	04.01.2013	875	879
Loan under guarantee (1)	USD	16.07.2012	2,553	2,558
Loan under guarantee (1)	TL	04.08.2011	9,700	9,874
Loan under guarantee (8)	TL	10.07.2012	88	88
			193,732	**196,280**

(1) Obtained with Kiler Holding A.Ş. and other shareholders’ guarantee.
(2) The sections numbered 8, 9, 14, 15, 17, 18 and 19 of the Esenyurt head office building of Kiler Alışveriş has been mortgaged.
(3) Kiler Holding A.Ş., the shareholders of Kiler Alışveriş, and other shareholders pledged 81% of Kiler Alışveriş shares on behalf of the lender (Note 27).
(4) Kiler Holding A.Ş., the shareholders of Kiler Alışveriş, pledged 9% of Kiler Alışveriş shares on behalf of the lender (Note 27).
(5) Obtained with Kiler Holding A.Ş.’s guarantee and a mortgage of Şirinevler store.
(6) The sections numbered 10, 11, 12 and 13 of the Esenyurt head office building of Kiler Alışveriş has been mortgaged.
(7) POS accounts of the Company are primarily charged by the bank under the condition of keeping the most recent installment and releasing the remaining balance free.
(8) Obtained with a mortgage on vehicles.

As of 30.09.2010 average effective rates are 12.23% for financial liabilities in TL and 6.28% for financial liabilities in USD.

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 8 - FINANCIAL LIABILITIES (Continued)

As of 31 December 2009, the detail of financial liabilities is listed below (Leasing payables are excluded):

	Currency	Maturity	Nominal Balance	Book Value
Loan under guarantee (7)	TL	16.02.2010	2,000	2,418
Loan under guarantee (7)	USD	09.07.2010	3,212	3,222
Loan under guarantee (7)	TL	13.03.2010	490	584
Loan under guarantee (7)	TL	28.01.2010	500	538
Loan under guarantee (7)	TL	26.02.2010	450	475
Loan under guarantee (2)	USD	21.06.2010	639	640
Loan under guarantee (7)	TL	27.10.2010	850	871
Loan under guarantee (3)	TL	26.01.2010	17,000	21,111
Loan under guarantee (3)	TL	06.08.2010	3,000	3,245
Loan under guarantee (1)	USD	08.07.2010	2,311	2,315
Loan under guarantee (4)	USD	01.08.2011	25,085	25,918
Loan under guarantee (1)	USD	23.09.2010	4,115	4,121
Loan under guarantee (1)	TL	23.01.2010	375	446
Loan under guarantee (7)	USD	02.08.2010	964	969
Loan under guarantee (1)	USD	12.12.2011	7,529	7,556
Loan under guarantee (4)	TL	25.05.2010	480	543
Loan under guarantee (4)	TL	07.05.2010	3,700	3,973
Loan under guarantee (4)	TL	07.10.2011	1,950	2,032
Loan under guarantee (4)	TL	05.10.2011	5,250	5,477
Loan under guarantee (4)	TL	14.10.2011	1,500	1,553
Loan under guarantee (4)	TL	04.11.2011	6,800	6,987
Loan under guarantee (4)	TL	10.11.2011	500	512
Loan under guarantee (4)	TL	16.12.2011	4,200	4,226
Loan under guarantee (5)	USD	31.08.2012	20,176	20,749
Loan under guarantee (1)	TL	08.10.2010	1,000	1,034
Loan under guarantee (1)	TL	13.10.2010	500	516
Loan under guarantee (1)	TL	03.05.2010	825	842
Loan under guarantee (1)	TL	10.06.2010	2,000	2,014
Loan under guarantee (1)	TL	30.06.2010	400	400
Loan under guarantee (1)	USD	16.07.2012	3,614	3,643
Loan under guarantee (6)	TL	02.02.2010	6,250	7,261
Unguaranteed loan	TL	05.01.2010	439	439
			128,104	**136,630**

(1) Obtained with Kiler Holding A.Ş.'s guarantee.
(2) The promise of sale contract of Kiler Alışveriş's Başakşehir store has been pledged (Note 18).
(3) Obtained with Kiler Holding A.Ş. and other shareholders' guarantee and a mortgage of Klr İnş. Tic. Ltd. Şti.'s Esenkent store.
(4) Kiler Holding A.Ş., the shareholders of Kiler Alışveriş, pledged 10% of Kiler Alışveriş shares on behalf of the lender (Note 27).
(5) The Esenyurt head office building of Kiler Alışveriş has been mortgaged.
(6) POS accounts of the Company are primarily charged by the bank under the condition of keeping the most recent installment and releasing the remaining balance free.
(7) Obtained with Kiler Holding A.Ş. and other shareholders' guarantee.

As of 31.12.2009 average effective rates are 22% for financial liabilities in TL and 7.65% for financial liabilities in USD.

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 9 – OTHER FINANCIAL LIABILITIES

Short Term	**30.09.2010**	**31.12.2009**
Other financial liabilities (*)	2,706	2,806
	2,706	**2,806**

(*) In 12.12.2008 the original maturity date of the loan obtained amounting to USD 1,861 was 22.10.2009 and with 10% interest to be paid quarterly. According to the protocol signed on 21.12.2009 this liability was extended to 22.12.2010 and it was decided that 4.25% interest will be paid quarterly. No guarantee was issued for this loan.

NOTE 10 - TRADE RECEIVABLES AND PAYABLES

Short Term	**30.09.2010**	**31.12.2009**
Accounts Receivables		
- Third Parties	5,867	3,628
- Related Parties (Note 37)	10,014	524
Notes Receivables		
- Third Parties	1,054	673
- Related Parties (Note 37)	3,591	5,000
	20,526	9,825
Deferred financing expense (-)	(423)	(308)
Provision for doubtful receivables (-)	(1,371)	(592)
	18,732	**8,925**

The movement of provision for doubtful receivables is listed below:

	01.01.- 30.09.2010	**01.01.- 31.12.2009**
Opening balance	592	592
Charge for period	779	--
Closing balance	**1,371**	**592**

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 10 - TRADE RECEIVABLES AND PAYABLES (Continued)

Trade receivables from third parties maturity is listed below:

	30.09.2010	31.12.2009
Overdue received	1,371	592
Between 1-3 months	5,550	3,510
Between 3-6 months	--	159
Between 6-12 months	--	40
	6,921	**4,301**

Trade receivables from related parties maturity is listed below:

	30.09.2010	31.12.2009
Between 1-3 months	1,400	524
Between 3-6 months	10,514	--
Between 6-12 months	1,691	5,000
	13,605	**5,524**

The Group’s sales are generally retail sales in cash. The average collection period for the Company's trade receivables from related parties is 60 days (2009: 90) and for other trade receivables is 60 days (2009: 50).

A provision of TL 1,371 (2009: TL 592) has been set aside for the above mentioned overdue receivables which are without sufficient security.

	30.09.2010	31.12.2009
Trade payables		
- Third Parties	122,767	126,479
- Related Parties (Note 37)	3,922	15,411
Notes Payable		
- Third Parties	22,289	18,011
- Related Parties (Note 37)	53	--
Other Trade Payables	95	339
	149,126	160,240
Deferred Financing Income (-)	(1,452)	(2,525)
	147,674	**157,715**

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 10 - TRADE RECEIVABLES AND PAYABLES (Continued)

Trade payables long-term	**30.09.2010**	**31.12.2009**
Notes Payable		
- Third Parties	--	5,357
	--	**5,357**

Trade Payables to third parties maturity listed below:

	30.09.2010	**31.12.2009**
Overdue payables	545	7,069
Between 1-3 months	138,378	126,596
Between 3-6 months	2,640	9,370
Between 6-12 months	3,588	1,794
More than one year	--	5,357
	145,151	**150,186**

Trade Payables to related parties maturity listed below:

	30.09.2010	**31.12.2009**
Between 1-3 months	3,975	11,882
Between 3-6 months	--	3,529
Between 6-12 months	--	--
	3,975	**15,411**

The average payment period for the Company's trade payables to related parties is 60 days (2009: 70) and for other trade payables is 55 days (2009: 52).

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 11 – OTHER RECEIVABLES AND PAYABLES

Short term receivables:	**30.09.2010**	**31.12.2009**
Sundry receivables		
- Third parties	2,660	1,998
- Related parties (Note 37)	52,325	50,638
- Shareholders (Note 37)	7,547	--
Provision from doubtful receivables (-)	(1,242)	(1,140)
	61,290	**51,496**

Provision for other doubtful receivables is listed below:

	01.01.- 30.09.2010	**01.01.- 31.12.2009**
Opening balance	1,140	206
Charge for period	107	934
Proceeds from doubtful receivables	(5)	--
Closing balance	**1,242**	**1,140**

Short term payables:	**30.09.2010**	**31.12.2009**
Due to personnel	3,283	2,921
Order advances received	129	152
Other sundry payables		
- Third parties	716	73
- Related parties (Note 37)	25,507	25,413
- Shareholders (Note 37)	10,555	15,777
	40,190	**44,336**

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 12 – RECEIVABLES AND PAYABLES FROM FINANCE SECTOR OPERATIONS

None (31.12.2009: None).

NOTE 13 - INVENTORIES

	30.09.2010	31.12.2009
Raw materials	3,289	1,068
Merchandises (*)	185,295	159,911
Other inventories	203	884
Provision for diminution in value (-)	--	(790)
	188,787	**161,073**

(*) In 2010, the Company determined to sell its slow moving merchandises amounting to TL 30,652 in the accompanying financial statements as of 31.12.2009 (the remaining balance as of 30.09.2010: TL 11,599) to its related parties for TL 32,149 by deducting the sale amount from related parties' current accounts. The sale is planned to be TL 10,426 from Kiler Alışveriş's merchandises (the remaining balance as of 30.09.2010: TL 465) and TL 20,226 (the remaining balance as of 30.09.2010: TL10,545) from Kiler Ankara's merchandises. Kiler Alışveriş and Kiler Ankara have signed separate protocols with each related party on 03.03.2010 to sell TL 28,209 (the remaining balance as of 30.09.2010: TL11,010) of their merchandises. Additionally, as of 31.12.2009 TL 2,443 of these inventories which are not subject to any sale agreement has been sold to shareholders. The sales plan of the above mentioned merchandises is detailed below:

30.09.2010:

Customer	Kiler Alışveriş	Kiler Ankara	Total Sales Amount
Ümit Kiler	--	3,266	3,266
Kiler Alışveriş Hizm. Gıda San. Tic. Ltd. Şti.	--	7,845	7,845
Denge Reklam Tur. İnş. Gıda Elekt. San. Ltd. Şti.	488	--	488
	488	**11,111**	**11,599**

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 13 – INVENTORIES (Continued)

31.12.2009:

Customer	Kiler Alışveriş	Kiler Ankara	Total Sales Amount
Kadir Caner	--	2,443	2,443
Ümit Kiler	--	7,238	7,238
Vahit Kiler	--	119	119
Nahit Kiler	--	198	198
Kiler Alışveriş Hizm. Gıda San. Tic. Ltd. Şti.	3,915	11,239	15,154
Bağcı Sebze Meyve Tar. Ür. Su Ür. Soğuk Hav. Depo Tic. A.Ş.	3,071	--	3,071
Yayla Etçilik Besicilik Tic. A.Ş.	2,118	--	2,118
Denge Reklam Tur. İnş. Gıda Elekt. San. Ltd. Şti.	1,808	--	1,808
	10,912	**21,237**	**32,149**

The sales that have taken place and that have not yet taken place amount to TL 30,652 and the sales plan according to dates is stated below:

Date of sale	Sales Amount
October 2010	2,346
November 2010	1,590
December 2010	1,960
January 2011	1,857
February 2011	1,871
March 2011	1,975
Balance at 30.09.2010	**11,599**
March 2010	1,225
April 2010	1,236
May 2010	1,296
June 2010	3,462
July 2010	5,491
August 2010	3,945
September 2010	3,895
Total	**32,149**

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 13 – INVENTORIES (Continued)

The movement of impairment in inventories is detailed below:

	01.01.- 30.09.2010	**01.01.- 31.12.2009**
Opening balance	790	--
Provisions for period	--	790
Insurance claims income	(25)	--
Inventories written-off	(765)	--
	--	**790**

Insurance guarantee on inventories amounts to TL 95,787 (2009: TL 89,547)

NOTE 14 - LIVE ASSETS

None (31.12.2009: None).

NOTE 15 - RECEIVABLES FROM ONGOING CONSTRUCTION CONTRACTS

None (31.12.2009: None).

NOTE 16 – INVESTMENT ACCOUNTED FOR USING THE EQUITY METHOD

None (31.12.2009: None).

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 17- INVESTMENT PROPERTY

	31.12.2009	Additions	Fair value	30.09.2010
Cost value				
Land	1,168	--	--	1,168
Building	22,072	23,846	(815)	45,103
Net book value	**23,240**	**23,846**	**(815)**	**46,271**

	31.12.2008	Additions	Fair value	31.12.2009
Cost value				
Land	962	105	101	1,168
Building	--	22,370	(298)	22,072
Net book value	**962**	**22,475**	**(197)**	**23,240**

30.09.2010:

Type of real estate	Expert company	Expert report date	Report number	Net book value	Fair value	Value increase/ (decrease)
Esenyurt building (***)	Arge Gayrimenkul Değerleme ve Danışmanlık A.Ş.	05.08.2010	2010_1089	23,846	23,031	(815)
				23,846	**23,031**	**(815)**

31.12.2009:

Type of real estate	Expert company	Expert report date	Report number	Net book value	Fair value	Value increase/ (decrease)
Bahçelievler land (*)	Arge Gayrimenkul Değerleme ve Danışmanlık A.Ş.	03.08.2010	2010_1082	1,067	1,168	101
Esenyurt building (**)	Arge Gayrimenkul Değerleme ve Danışmanlık A.Ş.	05.08.2010	2010_1089	22,370	22,072	(298)
				23,437	**23,240**	**(197)**

NOTE 17 - INVESTMENT PROPERTY (Continued)

(*) Bahçelievler land
The building plot is in the province of Istanbul, Bahçelievler, Kocasinan, 1 plot, 15704 parcel is a common property. According to the land registry office records the land is registered to Fatma Elbasan and other shareholders. The relation with Kiler Alışveriş is created with the real estate sale promise contract stated between Kiler Alışveriş and Hüseyin Ermiş, Biray Ermiş Samet Ermiş, Serkan Ermiş, Sertaç Ermiş, Mümin Çakıcı, Fatma Arıcı, İzzet Akçor, Fatma Kültür, Halil Akçor, Nurcan Erkin, Fatma Ermiş, Nurhan Ermiş, İrfan Meral, Fatma Elbasan Ayşe Biçim, Reyhan Kaplan, Bedika Ermiş, Necdet Ermiş, Hikmet Ermiş or their assignees. According to the sales promise contracts 26 of 36 shares has been bought by Kiler Alışveriş and these sale contracts have been approved by the notary. However these transactions have not been recorded in the land registry records yet. The Company recorded this land at cost until 31.12.2009 and decided to account this real estate with fair value model on 31.12.2009.

(**) Esenyurt building (sections numbered 8, 15, 17, 18 and 19)
The building is registered in Istanbul, Esenyurt on a 347 block on 10 parcel and consists of office sections. The closed area is 16,500 m^2 and 13,074 m^2 of this area is rented to related companies. The remaining 3,426 m^2 is in the use of the Company and is classified in plant, property and equipment. The Company bought this real estate from related party Kiler Gayrimenkul Yatırım Ortaklığı A.Ş. on 28.08.2009. The real estate which was accounted at cost up until 31.12.2009, when it was valued at fair value.

(***) Esenyurt building (sections numbered 10, 11, 12 and 13)
The building is registered in Istanbul, Esenyurt on a 347 block on 10 parcel and consists of warehouse sections. The closed area is 20,863 m^2 and 8,239 m^2 of this area is rented to Etap Dış Tic. Ltd. Şti. The remaining 12,624 m^2 of the closed area is not in use. The Company bought this real estate from its related party Kiler Gayrimenkul Yatırım Ortaklığı A.Ş. on 06.01.2010 amounting TL 23,458. The real estate which was accounted at cost up until 31.12.2009 was valued at fair value on this date. The net book value of this real asset as of 31.12.2009 was TL 23,845 and the current market value was TL 23,031. The value decrease amounting TL 815 has been reflected in the income statement in the other expenses account.

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 17 - INVESTMENT PROPERTY (Continued)

Details of investment property is listed below:

Explanation	Exact Square Meters	Exact Square Meters Leased	Monthly rent	The company rented	Net book value
Bahçelievler land	1,170	--	--	--	1,168
Esenyurt building (sections numbered 8, 15, 17, 18 and 19)	13,074	3,470	USD 17,352	Kiler Holding A.Ş.	22,072
Esenyurt building (sections numbered 10, 11, 12 and 13)	20,863	8,315	USD 38,000	Etap Dış Ticaret Ltd. Şti.	23,031
	35,107	**11,785**			**46,271**

As of the report date the Group's investment properties are mortgaged by banks as follows:

			30.09.2010	**30.09.2010**	**31.12.2009**	**31.12.2009**
Bank	**Type**	**Foreign Currency Type**	**Foreign Currency Balance**	**TL Balance**	**Foreign Currency Balance**	**TL Balance**
Halkbank	Real Estate	USD	22,500	32,652	22,500	33,878
Yapı Kredi Bankası	Real Estate	USD	16,500	23,945	--	--

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 18 - PROPERTY, PLANT AND EQUIPMENT

	31.12.2009	Additions	Disposals	30.09.2010
Cost value				
Land	21,311	--	--	21,311
Buildings	15,143	--	--	15,143
Machinery and equipment	3,499	190	--	3,689
Vehicles	14,724	880	(1,363)	14,241
Furniture and fixtures	119,248	2,296	--	121,544
Leasehold improvements	38,224	1,768	--	39,992
Machinery and equipment under financial leasing	1,262	190	--	1,452
Vehicles under financial leasing	500	--	--	500
Furniture and fixtures under financial leasing	1,879	--	--	1,879
Advances given	5	--	(5)	--
	215,795	5,324	(1,368)	219,751
Accumulated Depreciation				
Buildings	--	233	--	233
Machinery and equipment	1,333	263	--	1,596
Vehicles	6,210	1,022	(741)	6,491
Furniture and fixtures	48,316	10,128	--	58,444
Leasehold improvements	13,413	2,202	--	15,615
Machinery and equipment under financial leasing	319	95	--	414
Vehicles under financial leasing	184	37	--	221
Furniture and fixtures under financial leasing	339	147	--	486
	70,114	14,127	(741)	83,500
Net book value	**145,681**	**(8,803)**	**(627)**	**136,251**

KİLER ALIŞVERİŞ HİZMETLERİ GIDA SANAYİ VE TİCARET ANONİM ŞİRKETİ
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS
AS OF AND FOR THE PERIOD ENDED 30.09.2010

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 18 - PROPERTY, PLANT AND EQUIPMENT (Continued)

	31.12.2008	Additions	Disposals	Revaluation Differences	31.12.2009
Cost value					
Land	--	15,120	--	6,191	21,311
Buildings	3,708	8,480	--	2,955	15,143
Machinery and equipment	3,465	57	(23)	--	3,499
Vehicles	14,065	1,162	(503)	--	14,724
Furniture and fixtures	88,375	30,881	(8)	--	119,248
Leasehold improvements	36,958	1,266	--	--	38,224
Machinery and equipment under financial leasing	1,262	--	--	--	1,262
Vehicles under financial leasing	500	--	--	--	500
Furniture and fixtures under financial leasing	1,879	--	--	--	1,879
Advances given	--	5	--	--	5
	150,212	56,971	(534)	9,146	215,795
Accumulated Depreciation					
Buildings	406	141	--	(547)	--
Machinery and equipment	1,053	287	(7)	--	1,333
Vehicles	5,286	1,249	(325)	--	6,210
Furniture and fixtures	39,663	8,653	--	--	48,316
Leasehold improvements	10,686	2,727	--	--	13,413
Machinery and equipment under financial leasing	193	126	--	--	319
Vehicles under financial leasing	134	50	--	--	184
Furniture and fixtures under financial leasing	151	188	--	--	339
	57,572	13,421	(332)	(547)	70,114
Net book value	**92,640**	**43,550**	**(202)**	**9,693**	**145,681**

Insurance on property, plant and equipment amounts to TL 218,497 (2009: TL 282,012).

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 18 - PROPERTY, PLANT AND EQUIPMENT (Continued)

Real Estate Type	Expert Company	Expert Report Date	Report Number	Net book value	Expert value	Value increase/ (decrease)
Başakşehir Land and Building (*)	Arge Gayrimenkul Değerleme ve Danışmanlık A.Ş.	26.07.2010	2010_1065	3,137	13,605	10,468
Kartal Land and Building (**)	Arge Gayrimenkul Değerleme ve Danışmanlık A.Ş.	03.08.2010	2010_1081	15,120	15,450	330
Esenyurt Building (***)	Arge Gayrimenkul Değerleme ve Danışmanlık A.Ş.	05.08.2010	2010_1089	8,044	6,937	(1,107)
Kağıthane Land and Building (****)	Arge Gayrimenkul Değerleme ve Danışmanlık A.Ş.	09.08.2010	2010_1102	92	113	21
Başakşehir Residence (*****)	Arge Gayrimenkul Değerleme ve Danışmanlık A.Ş.	09.08.2010	2010_1103	369	350	(19)
				26,762	**36,455**	**9,693**

(*) The Bahçeşehir land is in the province of Istanbul, Esenler, İkitelli, 1266 blocks and parcel number 1 with an area of 5,448m^2. In the land registry this land is registered on behalf of KİPTAŞ (Istanbul Konut, İmar, Plan, Turizm Ulaşım San. ve Tic. A.Ş.) and was bought by Kiler Alışveriş on 23.05.2003 with the promise of sale contract numbered 14789. Due to the continuation of other projects of KİPTAŞ in that area the transfer of land registry has not been completed as of the report date. Kiler Alışveriş has been carrying out all of the legal obligations with regards to the real estate since the date of purchase. The building on that land does not have any certificate of approval. The Group has accounted this land and building at cost less accumulated depreciation until 31.12.2009.

(**) The Kartal land and building is in the province of Istanbul, Kartal, Yukarı Mahalle, block 568, parcel 21 and the land area consists of 4,315 m^2 structures over that land. The parcel is seen as 2 parcels according to the municipality records. The structure on the land consists of a supermarket, 2 residence blocks and an office. The office building does not have any certificate of occupancy. The Group has accounted this land and building at cost less accumulated depreciation until 31.12.2009. On 31.12.2009 the Group has chosen to account its land and building under the fair value method.

(***) The building is registered in Istanbul Esenyurt 347 block, 10 parcel which belongs to Kiler Alışveriş. The land area consists of a total of 16,500 m^2 and 3,426 m^2 of this land area is used by Kiler Alışveriş. The remaining section is rented and is therefore classified as investment property. The Group has accounted this land and building at cost less accumulated depreciation until 31.12.2009. On 31.12.2009 the Group has chosen to account its land and building under the fair value method.

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 18 - PROPERTY, PLANT AND EQUIPMENT (Continued)

(****) According to the land registry Kağıthane land and building is in the province Istanbul, Kağıthane, Gürsel, 10301 block with an area of 206 m^2. 136/1236 share belongs to Kiler Alışveriş and consists of an open area of 23 m^2, 72 m^2 licensed closed area and 43 m^2 unlicensed closed area. The Group has accounted for this land and building at cost less accumulated depreciation until 31.12.2009. On 31.12.2009 the Group has chosen to account for its land and building under the fair value method.

(*****) The Başakşehir residence is in the province of Istanbul, Başakşehir, Hoşdere, 559 block and building plot 1 and consists of 120 m^2 suite. The Group has accounted for this land and building at cost less accumulated depreciation until 31.12.2009. On 31.12.2009 the Group has chosen to account for its land and building under the fair value method.

The Group's land, vehicles and buildings have been mortgaged on behalf of banks as of the report date as detailed below:

Bank	Type	Foreign Currency Type	30.09.2010 Foreign Currency Balance	30.09.2010 TL Balance	31.12.2009 Foreign Currency Balance	31.12.2009 TL Balance
TFK	Real Estate	TL	20,000	20,000	20,000	20,000
Halkbank	Real Estate	USD	22,500	32,652	22,500	33,878
Albaraka	Real Estate	TL	20,000	20,000	20,000	20,000
Türkiye Finans Katılım Bankası	Vehicles	TL	1,175	1,175	--	--
Albaraka	Vehicles	TL	195	195	--	--
Yapı Kredi Bankası	Vehicles	TL	64	64	--	--

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 19 – INTANGIBLE ASSETS

	31.12.2008	Additions	31.12.2009	Additions	30.09.2010
Cost Value					
Other intangible assets	1,042	234	1,276	202	1,478
	1,042	234	1,276	202	1,478
Accumulated amortization					
Other intangible assets	688	153	841	124	965
	688	153	841	124	965
Net book value	**354**	**81**	**435**	**78**	**513**

Other intangible assets mainly consist of programs, software and licenses.

NOTE 20 – GOODWILL

	30.09.2010	31.12.2009
Goodwill	43,652	43,652
	43,652	**43,652**

Kiler Ankara Mağazacılık San. ve Tic. A.Ş.	30,011	30,011
Kiler Trakya Mağazacılık San. ve Tic. A.Ş.	13,641	13,641
	43,652	**43,652**

The revaluation of cash generating units are calculated according to 5 years budget of these units with 2% terminal growth. Net present value is calculated using 10% discount rate on before tax cash flows. Based on this computation explained above, no impairment was identified.

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 21 - GOVERNMENT GRANTS

None (31.12.2009: None).

NOTE 22 – PROVISIONS

22.1. Contingent liabilities

	30.09.2010	31.12.2009
Provision of lawsuits	5,881	5,435
	5,881	**5,435**

There are several law suits which have been filed against or in favor of the Group. These lawsuits mainly consist of receivables, rent and employee law suits. The management evaluates the possible effect of these law suits on the Group, the financial effects and the possible outcomes at the end of every period and necessary provisions has been set aside in the accompanying financial statements.

As of 30 September 2010 there is a total of 141 law suits and enforcement proceedings opened by the Company amounting to TL 3,395. There is a total of 404 law suits and enforcement proceedings which had been filed against the Company amounting to TL 8,339.

As of 31 December 2009 there was a total of 115 law suits and enforcement proceedings opened by the Company amounting to TL 3,875. There was a total of 261 law suits and enforcement proceedings which had been filed against the Company amounting to TL 6,663.

22.2. Contingent assets

None (31.12.2009: None).

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 23 - COMMITMENTS AND CONTINGENCIES

The Group's guarantee, mortgage and accessory contract (GMA) position are shown below:

		30.09.2010	31.12.2009
A	GMA given on behalf of the Group's legal entity	94,647	113,018
B	GMA given on behalf of the Group's subsidiaries	--	--
C	GMA given on behalf of third parties within trading operations	--	--
D	Other GMA		
	- Given on behalf of shareholders	216,959	144,087
	- Given on behalf of related parties except B and C	173,214	92,585
	- Given on behalf of third parties except C	--	--
		484,820	**349,690**

GMA position table between 30.09.2010 and 22.11.2010 is shown below:

		30.09.2010	Disposals (*)	22.11.2010
A	GMA given on behalf of the Group's legal entity	94,647	--	94,647
B	GMA given on behalf of the Group's subsidiaries	--	--	--
C	GMA given on behalf of third parties within trading operations	--	--	--
D	Other GMA			
	- Given on behalf of shareholders	216,959	(93,567)	123,392
	- Given on behalf of related parties except B and C	173,214	(131,031)	42,183
	- Given on behalf of third parties except C	--	--	--
		484,820	**(224,598)**	**260,222**

(*) Guarantees and mortgages abolished right after the presentation of the balance sheet as of 30 September 2010, are explained in Note 40.

As per the concluded loan agreement between Denizbank and Kiler Alışveriş with the shareholders of Kiler Alışveriş dated from 30.12.2005, the 50% shares of Kiler Ankara which is a subsidiary company and financially consolidated are pledged at Denizbank. Out of the 47% stake of the provided pledge on 50% shares belongs to the Kiler Alışveriş A.Ş. whereas the residual 3% consists of the shares of Kiler Alışveriş shareholders. Kiler Alışveriş which utilized this loan, has transferred this loan to Kiler Holding A.Ş. by way of spin-off. As of 30.09.2010, above mentioned share pledge continues to exist under the loan agreement signed with Kiler Holding and it's exposure. The pledge of shares abolished on 18.10.2010 (Note 40).

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 24 – PROVISION FOR EMPLOYEE TERMINATION BENEFITS

	30.09.2010	31.12.2009
Severance Payment Provisions	**3,185**	**2,568**

Under Turkish law, the Company is required to pay employment termination benefits to each employee who has completed one year of service and whose employment is terminated without due cause, is called up for military service, dies or who retires after completing 25 years of service (20 years for women) and achieves the retirement age (58 for women and 60 for men). In addition, under the existing Social Security Law No. 506, clause No. 60, amended by the Labor Laws dated 06.03.1981, No. 2422 and 25.08.1999, No. 4447, the Company is also required to pay termination benefits to each employee who has earned the right to retire by receiving termination indemnities.

Severance payments are estimated based on 30 days gross salary for each year. The maximum price is TL/year 2,517.01 as of the related balance sheet date, 30.09.2010 (31.12.2009: TL/year 2,365.16).

Such payments are not required to be funded. Therefore no fund is reserved for such payments in the financial statements.

In its financial statements the Company reflected a liability for termination benefits based upon factors derived using their experience of personnel terminating their services and being eligible to receive retirement pay and discounted to present value at the balance sheet date by using average market yield, expected inflation rates and an appropriate discount rate.

The principal assumption is that the maximum liability for each year of service will increase in line with inflation. Thus, the discount rate applied represents the expected real rate after adjusting for the anticipated effects of future inflation. An expected inflation rate and appropriate discount rate should both be determined, the net of these being real discount rate. As of 30.09.2010 the liability for employment termination benefits was calculated based on an annual real discount rate of 5.4% (31.12.2009: an annual real discount rate of 5.92%) using estimated annual inflation rate of 6.26% and discount rate of 12%.

Severance payment provision movement table listed below:

	01.01.- 30.09.2010	01.01.- 31.12.2009
January 1 balance	2,568	2,710
Charge for the period	1,210	668
Payments	(593)	(810)
Total	**3,185**	**2,568**

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 25 - PENSION PLANS

None (31.12.2009: None).

NOTE 26 – OTHER ASSETS AND LIABILITIES

	30.09.2010	31.12.2009
Prepaid expenses	661	430
Prepaid rent expenses	5,541	3,432
VAT carried forward	--	1,710
Advances given for business purposes	2,427	970
Deposits and guarantees given	569	260
Income accruals	186	806
Premium on sales and other income accrual	2,785	--
Advances given	11,494	15,352
Advances given to related parties (Note 37)	817	--
Provision for advances given	(7,030)	(3,291)
	17,450	**19,669**

The transaction of provision for advances given is below:

	01.01.-30.09.2010	01.01.-31.12.2009
Opening balance	3,291	1,931
Charge for the period	5,288	1,360
Proceeds from doubtful receivables	(1,096)	--
Advances given written-off	(453)	--
	7,030	**3,291**

Other long-term assets	**30.09.2010**	**31.12.2009**
Prepaid expenses	3	2
Prepaid rent expenses	8,063	11,724
	8,066	**11,726**

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 26 – OTHER ASSETS AND LIABILITIES (Continued)

Other short-term liabilities	30.09.2010	31.12.2009
Social security premiums and taxes	3,987	3,893
Expense accruals	233	8
Deposits and guarantees received	117	142
Provision for customer loyalty program	521	274
	4,858	**4,317**

NOTE 27 - EQUITY

The capital of the Company as at 30.09.2009 and 31.12.2009 was TL 121,120 and TL 105,000. This capital consisted of 121,120,000 (2009: 10,500,000,000) TL 12,000 (2009: TL 72,262) shares for TL 1 (Krş 1) each and comprise of 12,000,000 shares (2009: 7,226,158,929) are A group shares and TL 109,120 (2009: TL 32,738) which comprise of 109,120,000 shares (2009: 3,273,841,071) are B group shares. A group shares are bearer shares and B group shares are registered shares. According to the Company's Main Agreement numbered 6, A group shares are privileged shares. This privileges which are detailed in the Company's articles of association paragraph 8, 10, 13.2 consist of the determination of the Board of directors and auditors and gives right to vote as detailed below (In 2009, these shares are equally held by shareholders according to their shareholding percentage and no privileges are assessed):

(*i*) Privilege on voting right of Board of Directors;

The Company's board of directors consists of six members and four members of the Board of Directors are selected among candidates nominated by A group shareholders in the General Assembly.

(*ii)* Privilege on voting right of auditors;

At least two of the three auditors are are selected among candidates nominated by A Group shareholders in the General Assembly.

(*iii*) Privilege on voting in the General Assembly meetings;

A Group shareholders are entitled to hundred vote for each share and B Group shareholders are entitled to one vote for each share in the company's annual and extraordinary general assembly meetings. The provision of Turkish Commercial Code article 387 is reserved.

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 27 – EQUITY (Continued)

27.1)	**30.09.2010**		**31.12.2009**	
	%	Share Amount	%	Share Amount
Nahit Kiler	16.30%	19,743	14.00	14,700
Vahit Kiler	16.30%	19,743	14.00	14,700
Ümit Kiler	16.30%	19,743	14.00	14,700
Hikmet Kiler	0.90%	1,090	1.00	1,050
Sevgül Kiler	0.60%	726	0.65	682
Kiler Holding A.Ş.	48.40%	58,622	55.00	57,750
Denge Reklam Turizm İnş.Eml.Gıda Elekt.Elektronik San.Ve Tic.Ltd.Şti.	1.20%	1,453	1.35	1,418
		121,120		**105,000**
Capital commitments (-)		--		(3,800)
		121,120		**101,200**

In the extraordinary general meeting of shareholders of Kiler Alışveriş dated 11.06.2010 the capital of the Company which was 105,000 TL was increased to TL 121,120. TL 1,000 of the share capital increase was financed by the shareholders' cash capital injection and TL 15,120 was financed by the special fund which comprised of assets received from shareholders to be added to the share capital according to law number 5811. The decision was registered on 22.06.2010 and was issued in the Turkish Commercial Register Newspaper dated 28.06.2010 numbered 7594.

In the extraordinary general meeting of shareholders of Kiler Alışveriş dated 18.08.2009 the capital of the Company which was TL 100,000 was increased to TL 105,000. TL 1,000 of the capital increase was financed by the special fund which comprised of assets received from shareholders to be added to the share capital according to law number 5811 (Note 27.4) and TL 4,000 was increased by shareholders in cash. The decision was registered on 01.09.2009 and was issued in the Turkish Commercial Register Newspaper dated 04.09.2009 numbered 7391.

NOTE 27 – EQUITY (Continued)

The shareholders of the Group pledged Kiler Alışveriş shares as a guarantee of Kiler Alışveriş and Kiler Gayrimenkul Yatırım Ortaklığı A.Ş.'s loans on 30.06.2010. The limit of the loan is USD 110,000. According to the loan agreement Kiler Holding's 2,802,896,705 A group shares and 2,059,311,295 B group shares, Ümit Kiler's 963,075,749 A group shares and 406,180,251 B group shares and Nahit Kiler's 963,075,749 A group shares and 406,180,251 B group shares, Vahit Kiler's 1,608,791,222 A group shares and 365,464,778 B group shares, Hikmet Kiler's 83,170,759 A group shares and 25,837,241 B group shares, Denge Reklam Turizm İnş.Eml.Gıda Elekt.Elektronik San.ve Tic. Ltd. Şti.'s 39,968,726 A group shares and 105,375,274 B group shares totaling 9,829,328,000 shares (which comprise 81% of Kiler Alışveriş's total share capital) are pledged for a first degree on behalf of the lender for the principal loan amount and any type of accrual in terms of interest and expense.

- According to the renewed agreement a maximum of 30% of Kiler Alışveriş shares may be offered to the public and the pledge for the maximum of 30% of shares will be terminated under the conditions stated below:

  i- Not existing past or present default.
  ii- If the initial public offering does not take place, the shares set free from the lender for the possibility of the initial public offering, will need to be refunded back to the lender party, for a pledge to be reformed on behalf of the lender.
  iii- All these issues will be subject to the assignment of the claim agreement and the public offering protocol which will be signed in between the borrower, the shareholder and the lender.
  iv- The initial public offering should reach the stage that the Capital Market Boards of Turkey obliges and demanded the termination of pledges of shares.
  v- All procedures and formalities to bring the shares into circulation should be completed in accordance with regulations and all processes with the Central Registry Agency and Istanbul Stock Exchange Settlement and Custody Bank Inc. should be completed.

As being shareholder of the Group, Kiler Holding A.Ş. has pledged Kiler Alışveriş shares for being a guarantee to the utilized loans of Kiler Gayrimenkul Yatırım Ortaklığı A.Ş. from the ING Bank A.Ş. Those 1,000,000,000 registered shares of Kiler Alışveriş owned by Kiler Holding A.Ş. which corresponds to 9% of its capital of TL 100,000 at the date of agreement were decided to be pledged in favor of the bank against the principal and the accrued interest including all loan related expenses.

Further shareholders of the Group, namely Nahit Kiler and Ümit Kiler provided Kiler Alışveriş shares as a security and pledged those shares at Denizbank against the loans of Kiler Holding A.Ş. As of the agreement date, those shares corresponded to 10% share capital worth TL 50,000 of Kiler Alışveriş.

The pledges on shares of consolidated subsidiary (Kiler Ankara) are explained in Note 23.

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 27 – EQUITY (Continued)

27.2)	**30.09.2010**	**31.12.2009**
Legal Reserves	904	781
Extraordinary Reserves	11,258	11,258
	12,162	**12,039**

27.3)	**30.09.2010**	**31.12.2009**
General Reserves	(16,702)	(24,541)
	(16,702)	**(24,541)**

27.4)	**30.09.2010**	**31.12.2009**
Revaluation surpluses and special funds	13,811	28,931
	13,811	**28,931**

NOTE 27 – EQUITY (Continued)

According to Bring in Assets to the National Economy Law numbered 5811 dated 22.11.2008; companies are prompt to present to banks, brokerage institutions or tax offices until 31.12.2009 the fair value of their money, gold, securities and other financial investments held abroad and other assets demonstrable with related documents existed as of 01.06.2009.

These assets are recorded in the statutory books according to law number 213 and a special fund should be created under the equity for these assets. This fund is a part of the share capital that should be used in share capital increases and cannot be used for other purposes and in case of liquidation it is not subject to taxation.

According to the law mentioned above; in 2009 the group received TL 26,523 injection to its equity which consisted of TL 10,900 of bank accounts (TL 1,000 belongs to Kiler Alışveriş and TL 9,900 belongs to Kiler Ankara), TL 15,120 of Kartal land and building (belongs to Kiler Alışveriş) (Note 18) and TL 503 of injection to the equity of its subsidiaries. In the extraordinary meeting dated 18.08.2009 TL 1,000 of this fund is used for capital increase.

In the extraordinary general meeting of shareholders of Kiler Alışveriş dated 11.06.2010, TL 15,120 and in the extraordinary general meeting dated 28.06.2010 TL 9,900 of the above mentioned fund are used to finance share capital increase.

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 28 - SALES AND COST OF SALES

	01.01-30.09.2010	**01.07-30.09.2010**	**01.01-30.09.2009**	**01.07-30.09.2009**
Retail and wholesale sales	523,816	176,656	497,947	177,211
Other sales	73,553	23,647	88,172	29,855
	597,369	200,303	586,119	207,066
Minus: Deductions and returns	(6,362)	(1,633)	(5,351)	(1,834)
Sales revenues (net)	591,007	198,670	580,768	205,232
Cost of sales	(430,235)	(149,110)	(442,034)	(162,676)
Gross Profit	**160,772**	**49,560**	**138,734**	**42,556**

NOTE 29 – RESEARCH AND DEVELOPMENT EXPENSES, MARKETING, SELLING AND DISTRIBUTION EXPENSES, GENERAL ADMINISTRATIVE EXPENSES

	01.01-30.09.2010	**01.07-30.09.2010**	**01.01-30.09.2009**	**01.07-30.09.2009**
Marketing, Selling and Distribution Expenses	103,533	36,022	95,752	34,239
General Administrative Expenses	27,939	7,166	21,514	6,468
	131,472	**43,188**	**117,266**	**40,707**

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 30 – OPERATING EXPENSE BREAKDOWN

Marketing, Selling and Distribution Expenses	01.01-30.09.2010	01.07-30.09.2010	01.01-30.09.2009	01.07-30.09.2009
Personnel expense	39,609	13,309	33,847	12,296
Office expense	11,523	4,385	12,474	5,541
Advertisement expense	4,821	1,609	4,922	1,684
Rent expense	23,879	8,539	25,542	8,414
Repair and maintenance expense	3,649	1,091	2,498	848
Packaging expenses	531	201	1,666	574
Security expense	858	292	833	284
Communication expense	205	58	308	71
Motor vehicle expenses	2,097	816	1,372	351
Insurance expense	700	291	605	93
Tax expense	994	322	779	40
Bank expense	945	262	593	80
Remuneration expense	177	35	198	156
Depreciation and amortization expense	8,564	2,887	6,168	2,290
Sale commission expense	428	10	727	241
Travelling expenses	2,316	852	1,608	528
Other	2,237	1,063	1,612	748
	103,533	**36,022**	**95,752**	**34,239**

General and Administrative Expenses	01.01-30.09.2010	01.07-30.09.2010	01.01-30.09.2009	01.07-30.09.2009
Personnel expense	4,487	1,789	2,836	1,058
Travelling expenses	469	238	366	129
Consulting expense	637	238	623	218
Office expense	3,522	1,252	3,861	450
Rent expense	850	253	1,128	319
Motor vehicle expenses	2,711	968	1,886	904
Insurance expense	212	27	371	197
Repair and maintenance expense	427	111	361	91
Communication expense	555	175	623	276
Tax expense	390	272	239	72
Provision for severance pay	1,210	308	680	208
Provision for doubtful receivables	6,174	539	3,588	1,440
Reversal of unnecessary provision	(1,101)	(1,101)	--	--
Depreciation and amortization expense	5,549	1,870	3,535	969
Other	1,847	227	1,417	137
	27,939	**7,166**	**21,514**	**6,468**

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 31– INCOME/EXPENSE FROM OTHER OPERATIONS

Other Operating Income and Profit:	**01.01-30.09.2010**	**01.07-30.09.2010**	**01.01-30.09.2009**	**01.07-30.09.2009**
Insurance claim income	729	106	844	352
Income on sale of fixed assets	193	152	68	4
Other	245	11	420	87
	1,167	**269**	**1,332**	**443**

Other Operating Expenses:	**01.01-30.09.2010**	**01.07-30.09.2010**	**01.01-30.09.2009**	**01.07-30.09.2009**
Loss on sale of fixed assets	99	35	32	21
Loss on penalties and claims	766	142	121	51
Donation expenses	34	10	323	--
Lawsuit expense	1,762	1,490	220	145
Tax expense	496	234	383	198
Diminution in net book value of investment property	815	--	--	--
Other	543	45	444	223
	4,515	**1,956**	**1,523**	**638**

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 32 – FINANCIAL INCOME

	01.01-30.09.2010	**01.07-30.09.2010**	**01.01-30.09.2009**	**01.07-30.09.2009**
Dividend income	--	--	112	--
Term differences on credit sale	282	86	481	353
Interest income from related parties	1,178	1,096	12	--
Foreign exchange gain	22,822	22,377	11,020	1,174
Interest income	232	232	--	--
Profit on marketable securities	--	--	269	(105)
	24,514	**23,791**	**11,894**	**1,422**

NOTE 33 - FINANCIAL EXPENSES

	01.01-30.09.2010	**01.07-30.09.2010**	**01.01-30.09.2009**	**01.07-30.09.2009**
Term differences on credit purchase	3,835	1,219	3,128	763
Interest and commission expense	10,949	3,017	17,120	3,640
Foreign exchange expense	18,881	15,150	7,094	562
Other	417	344	65	36
	34,082	**19,730**	**27,407**	**5,001**

NOTE 34 – ASSETS HELD FOR SALE AND DISCONTINUED OPERATIONS

None (31.12.2009: None)

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 35 - TAX ASSETS AND LIABILITIES (INCLUDING DEFERRED TAX)

After 01 January 2006 the corporation tax rate in Turkey is 20%.

The Corporation tax is applied on the total income of the Company after adjusting for certain disallowable expenses. No further tax is payable unless the profit is distributed. If the whole or a part of profit is distributed to:

- Individuals;
- Individuals and companies excepted or exempted from income and corporation taxes or;
- Non residents companies and individuals,

it is subject to 15% withholding tax. An increase in capital via issuing bonus shares is not considered as a profit distribution and no withholding tax is applied.

Corporations are required to pay advance corporation tax quarterly at the rate of 20% on their corporate income. Advance tax is payable by the 17th of the second month following each calendar quarter end. Advance tax paid by corporations is credited against the annual corporation tax liability.

75% of income from the sale of participation shares and property, which were held for at least two years, to be added to share capital are exempt from corporation tax provided that the transfer of this income to share capital takes place as provided in the Corporation Tax Law.

In Turkey, there is no procedure for a final and definitive agreement on tax assessments. Companies file their tax returns within the 25th of the fourth month following the close of the financial year to which they relate. Tax returns are open for 5 years from the beginning of the year that follows the date of filing, during which time the tax authorities have the right to audit tax returns, and the related accounting records on which they are based, and may issue re-assessments based on their findings.

The computation of the statutory taxes for the periods 30.09.2010 and 30.09.2009 is as follows:

Balance Sheet	**30.09.2010**	**31.12.2009**
Current period corporation tax expense	2,721	1,331
Prepaid taxes	(1,331)	(412)
	1,390	**919**

Income Statements	**01.01-30.09.2010**	**01.07.-30.09.2010**	**01.01-30.09.2009**	**01.07.-30.09.2009**
Current period corporation tax expense	(2,721)	(1,425)	(450)	(76)
Deferred tax income / (expense)	(1,155)	(552)	(869)	344
Total tax income / (expense)	**(3,876)**	**(1,977)**	**(1,319)**	**268**

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 35 - TAX ASSETS AND LIABILITIES (INCLUDING DEFERRED TAX) (Continued)

b) Deferred Tax

The Company recognizes deferred tax assets and liabilities based upon temporary differences arising between the financial statements prepared in accordance with the Communiqué and the statutory tax financial statements.

The breakdown of cumulative temporary differences and the resulting deferred tax assets/(liabilities) provided at 30.09.2010 and 31.12.2009 using the enacted tax rates are as follows:

	Total temporary differences		Deferred tax asset/(liabilities)	
	30.09.2010	**31.12.2009**	**30.09.2010**	**31.12.2009**
Unearned interest on trade receivable	423	308	85	62
Provision for severance payments	3,185	2,568	637	514
Finance expense	--	3,898	--	780
Provision for doubtful receivables	9,047	4,425	1,809	885
Cancellation of capitalized interest expense	23,840	24,831	4,768	4,966
Term difference on inventories	690	1,087	138	217
Lawsuit provision	5,881	5,435	1,176	1,087
Previous Year Losses	--	2,871	--	574
Revaluation differences on investment property	1,012	197	202	39
Confirmation differences	4,060	646	812	128
Other	683	434	136	88
Unearned interest on trade payable	(1,452)	(2,525)	(290)	(505)
Revaluation difference on land and buildings	(9,055)	(9,692)	(1,811)	(1,938)
Difference on depreciation arising from recalculation with useful economic life	(45,847)	(39,282)	(9,169)	(7,857)
Share premiums and other income accruals	(2,785)	--	(557)	--
Other	(254)	--	(51)	--
Deferred tax assets	48,821	46,700	9,763	9,340
Deferred tax liabilities	(59,393)	(51,499)	(11,878)	(10,300)
Deferred tax assets / liabilities, net	**(10,572)**	**(4,799)**	**(2,115)**	**(960)**

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 35 - TAX ASSETS AND LIABILITIES (INCLUDING DEFERRED TAX) (Continued)

Reconciliation of deferred tax as follows	**30.09.2010**	**31.12.2009**
Deferred tax assets / (liabilities), net current period	(2,115)	(960)
Deferred tax assets / (liabilities), net beginning of the period (-)	960	(7,480)
	(1,155)	**(8,440)**
Deferred tax income / (expense)	(1,155)	(6,276)
Deferred tax on fair value gain of property, plant and equipment	--	(2,164)
	(1,155)	**(8,440)**

The tax expense from the consolidated financial statements belonging to the accounting periods are as seen below:

	01.01.-30.09.2010	**01.07.-30.09.2010**	**01.01.-30.09.2009**	**01.07.-30.09.2009**
Profit before tax	16,384	8,746	5,764	(1,925)
Tax expense expected as a result of the main partnership tax rate (20%)	(3,277)	(1,749)	(1,153)	385
Group's expected tax expense	(3,277)	(1,749)	(1,153)	385
Effect of tax disallowed expenses	(618)	(226)	(286)	(117)
The tax effect of other incomes exempt from tax	574	--	406	139
Other differences	(555)	(2)	(286)	(139)
Group's tax expense for the period	**(3,876)**	**(1,977)**	**(1,319)**	**268**

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 36 – EARNINGS PER SHARE

	01.01-30.09.2010	01.07-30.09.2010	01.01-30.09.2009	01.07-30.09.2009
Net profit/(loss) for the period	12,508	6,769	4,445	(1,657)
Minority's net loss for the period	(1,793)	(1,043)	(977)	418
Profit attributable to equity holders of company	10,715	5,726	3,468	(1,239)
Weighted average number of outstanding ordinary shares	120,464,322	121,120,000	10,078,754,579	10,233,695,652
Earnings per share (TL)	0.0889	0.0473	0.0003	(0.0001)

NOTE 37- RELATED PARTIES DISCLOSURES

As detailed in conditions c, d, e and f below, the Group has entered into several financing transactions with its related parties. No interest has been calculated on these amounts. According to the Board of Directors' decision dated 30.07.2010 numbered 184, all receivables/debts which are given/obtained to/from related parties with the aim of financing will be subject to interest.

a) Trade receivables from related parties	30.09.2010	31.12.2009
Denge Reklam Turizm İnşaat Emlak Gıda Elektrik Elektronik Sanayi ve Ticaret Ltd. Şti.	885	169
Kiler Gayrimenkul Yatırım Ortaklığı A.Ş.	294	294
Beyaz Çınar Yapı İnşaat Emlak Yönetim Hizmetleri Ltd. Şti.	159	61
Nur-Tek Elektrik Üretim A.Ş.	60	--
Ümit Sağlık Hizm. San. ve Tic. A.Ş.	3	--
Kiler Alışveriş Hizmetleri Gıda Sanayi Ticaret Ltd. Şti.	5,840	--
Bağcı Sebze Meyve Tarım Ürünleri ve Su Ürünleri Hayvancılık Soğuk Hava Depoculuğu Ticaret A.Ş.	1,659	--
Yayla Etçilik Besicilik A.Ş.	1,114	--
	10,014	**524**

a) Notes receivables from related parties	30.09.2010	31.12.2009
Tureks Turizm Taşımacılık İnşaat Akaryakıt İstasyon Temizlik Hizmetleri İşletmeciliği Ticaret ve Sanayi A.Ş.	3,591	5,000
	3,591	**5,000**

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 37 - RELATED PARTIES DISCLOSURES (Continued)

b) Trade payables to related parties	30.09.2010	31.12.2009
Kütahya Şeker Fabrikası A.Ş.	336	10,219
Bağcı Sebze Meyve Tarım Ürünleri ve Su Ürünleri Hayvancılık Soğuk Hava Depoculuğu Ticaret A.Ş.	--	1,651
Yayla Etçilik Besicilik A.Ş.	--	788
Denge Reklam Turizm İnşaat Emlak Gıda Elektrik Elektronik Sanayi ve Ticaret Ltd. Şti.	105	101
İntaş Güvenlik ve Koruma Hizmetleri Ticaret Ltd. Şti.	111	--
KBC Gıda Sanayi ve Ticaret Ltd. Şti.	3,097	2,652
Kiler Gayrimenkul Yatırım Ortaklığı A.Ş.	86	--
Klr İnşaat Ticaret Ltd. Şti.	187	--
	3,922	**15,411**

b) Notes payables to related parties	30.09.2010	31.12.2009
De-Ka Petrol Ürünleri Pazarlama Dayanıklı Tüketim Malları Turizm İnşaat Taahüt Sanayi ve Ticaret Ltd. Şti.	53	--
	53	**--**

c) Other receivables from related parties	30.09.2010	31.12.2009
Kiler Holding A.Ş.	50,812	24,892
Kiler Gayrimenkul Yatırım Ortaklığı A.Ş.	--	20,335
Klr İnşaat Ticaret Ltd. Şti.	--	5,201
Nur-Tek Elektrik Üretim A.Ş.	--	81
Gülkar Enerji Üretim ve Ticaret A.Ş.	165	24
Ekol Turizm Otelcilik A.Ş.	--	22
Beyaz Çınar Yapı İnşaat Emlak Yönetim Hizmetleri Ltd. Şti.	--	1
De-Ka Petrol Ürünleri Pazarlama Dayanıklı Tüketim Malları Turizm İnşaat Taahüt Sanayi ve Ticaret Ltd. Şti.	--	76
Özbey Enerji Üretim A.Ş.	31	6
Nuve Elektrik Üretim A.Ş.	16	--
Ekol Elektrik Üretim Sanayi ve Ticaret A.Ş.	37	--
Biskon Yapı A.Ş.	1,236	--
Ayone Enerji Üretim A.Ş.	28	--
	52,325	**50,638**

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 37 - RELATED PARTIES DISCLOSURES (Continued)

c) Other receivables from shareholders	30.09.2010	31.12.2009
Nahit Kiler	2,234	--
Vahit Kiler	128	--
Ümit Kiler	5,169	--
Hikmet Kiler	9	--
Sevgül Kiler	7	--
	7,547	**--**

d) Other short term payables to related parties	30.09.2010	31.12.2009
Kiler Alışveriş Hizmetleri Gıda Sanayi Ticaret Ltd. Şti.	--	2,500
Nuve Elektrik Üretim A.Ş.	--	25
Ayone Enerji Üretim A.Ş.	--	13
İmperyay/İmper Yayıncılık ve Reklamcılık A.Ş.	--	9
Kütahya Şeker Fabrikası A.Ş.	25,016	22,865
Kiler Holding A.Ş.	491	1
	25,507	**25,413**

d) Other payables to shareholders	30.09.2010	31.12.2009
Ümit Kiler	6,571	8,156
Kadir Caner	2,044	5,270
Nahit Kiler	52	204
Vahit Kiler	--	159
Ahmet Caner	929	1,030
İsmail Caner	959	958
	10,555	**15,777**

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 37 - RELATED PARTIES DISCLOSURES (Continued)

e) Other current assets from related parties	**30.09.2010**	**31.12.2009**
Kiler Gayrimenkul Yatırım Ortaklığı A.Ş.	347	--
Kütahya Şeker Fabrikası A.Ş.	470	--
	817	**--**

f) Sales to related parties	**01.01-30.09.2010**	**01.07-30.09.2010**	**01.01-30.09.2009**	**01.07-30.09.2009**
Klr İnşaat Ticaret Ltd. Şti.	86	27	132	--
Biskon Yapı A.Ş.	170	18	158	--
Kiler Gayrimenkul Yatırım Ortaklığı A.Ş.	21	12	45	--
Kiler Holding A.Ş.	1,235	1,076	207	207
Denge Reklam Turizm İnşaat Emlak Gıda Elektrik Elektronik Sanayi ve Ticaret Ltd. Şti.	1,459	1,325	19	3
Gülkar Enerji Üretim ve Ticaret A.Ş.	5	5	1	--
Nur-Tek Elektrik Üretim A.Ş.	43	10	41	14
Bağcı Sebze Meyve Tarım Ürünleri ve Su Ürünleri Hayvancılık Soğuk Hava Depoculuğu Ticaret A.Ş.	3,071	1,466	--	--
Yayla Etçilik Besicilik A.Ş.	2,118	1,350	--	--
KBC Gıda Sanayi ve Ticaret Ltd. Şti.	368	165	1,147	--
Beyaz Çınar Yapı İnşaat Emlak Yönetim Hizmetleri Ltd. Şti.	2	2	--	--
Kütahya Şeker Fabrikası A.Ş.	297	297	231	231
Ekol Elektrik Üretim Sanayi ve Ticaret A.Ş.	2	2	--	--
Kiler Alışveriş Hizmetleri Gıda Sanayi Ticaret Ltd. Şti.	3,915	1,485	--	--
Nuve Elektrik Üretim A.Ş.	1	--	--	--
Özbey Enerji Üretim A.Ş.	1	--	--	--
Ümit Kiler	3,880	2,729	--	--
Kadir Caner	2,443	1,177	--	--
Nahit Kiler	230	230	--	--
Vahit Kiler	122	122	--	--
	19,469	**11,498**	**1,981**	**455**

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 37 - RELATED PARTIES DISCLOSURES (Continued)

g) Purchases from related parties	01.01-30.09.2010	01.07-30.09.2010	01.01-30.09.2009	01.07-30.09.2009
Kiler Holding A.Ş.	118	--	897	306
Denge Reklam Turizm İnşaat Emlak Gıda Elektrik Elektronik Sanayi ve Ticaret Ltd. Şti.	3,376	1,075	3,307	1,075
Klr İnşaat Ticaret Ltd. Şti.	628	134	117	--
KBC Gıda Sanayi ve Ticaret Ltd. Şti.	7,111	2,148	12,817	4,250
Biskon Yapı A.Ş.	1	--	--	--
Bağcı Sebze Meyve Tarım Ürünleri ve Su Ürünleri Hayvancılık Soğuk Hava Depoculuğu Ticaret A.Ş.	156	47	44	44
Kütahya Şeker Fabrikası A.Ş.	3,326	3,326	3,965	1,810
Kiler Gayrimenkul Yatırım Ortaklığı A.Ş.	1,219	729	598	23
Ümit Kiler	250	250	--	--
Nahit Kiler	328	328	--	--
Hikmet Kiler	41	41	--	--
Vahit Kiler	102	102	--	--
Ahmet Caner	103	103	--	--
İsmail Caner	19	19	--	--
Kadir Caner	122	122	--	--
	16,900	**8,424**	**21,745**	**7,508**

h) Remuneration of the management

The total remuneration of the chairman, the members of Board and the top management, amounted to TL 988 for the period ended 30 September 2010 (01.01-30.09.2009: TL 1,114).

NOTE 38 - FINANCIAL INSTRUMENTS RISKS CHARACTERISTICS AND NATURE

Financial instruments

Financial risk management policies

The Company aims to overcome the potential negative effects of fluctuations in the market by the risk management program and focuses on managing the various financial risks of foreign exchange rates and interest rates.

Interest rate risk

Interest rate risk arises because changes in interest rates may affect profitability as disclosed in the financial statements.

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 38 - FINANCIAL INSTRUMENTS RISKS CHARACTERISTICS AND NATURE (Continued)

The Company's interest rate position and sensitivity analysis are shown below as of 30.09.2010 and 31.12.2009:

Interest Rate Position		30.09.2010	31.12.2009
Financial instrument with fixed interest rate:			
Financial assets	Financial assets which fair value differences are reflected in profit/loss	--	--
	Financial assets available for sale	--	--
Financial liabilities		89,133	118,878
Financial instrument with variable interest rate:			
Financial assets	Financial assets which fair value differences are reflected in profit/loss	--	--
	Financial assets available for sale	--	--
Financial liabilities		110,046	20,749

If the base point was 1% higher/lower as of 30 September 2010; and if all of the other variables had remained the same, the profit before tax would have been higher/lower by TL 257 (31.12.2009: TL 482).

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 38 - FINANCIAL INSTRUMENTS RISKS CHARACTERISTICS AND NATURE (Continued)

Credit risk
Being an owner of the financial assets conveys the risk of non-obeying the contract of the other party.

Exposure to credit risks with financial instruments are shown below:

30.09.2010	Receivables						
	Trade receivables		Other receivables		Bank Amounts	Derivative Instruments	Other Trade receivables
	Related Parties	Other Parties	Related Parties	Other Parties			
Maximum exposure to credit risk as of 30.09.2010	--	--	--	--	--	--	--
- Secured portion of maximum credit risk with collateral	--	--	--	--	--	--	--
A. Carrying amount of financial assets that are not overdue and not impaired	13,605	5,127	59,872	1,418	9,492	--	--
B. Carrying amount of financial assets whose terms were renegotiated, otherwise are overdue and impaired	--	--	--	--	--	--	--
C. Carrying amount of assets that are overdue but not impaired	--	--	--	--	--	--	--
- Carrying amount secured with collateral	--	--	--	--	--	--	--
D. Carrying amount of assets that are impaired	--	--	--	--	--	--	--
- Overdue (gross carrying amount)	--	1,371	--	1,242	--	--	--
- Impairment (-)	--	(1,371)	--	(1,242)	--	--	--
- Carrying amount secured with collateral	--	--	--	--	--	--	--
- Not overdue (gross carrying amount)	--	--	--	--	--	--	--
- Impairment (-)	--	--	--	--	--	--	--
- Carrying amount secured with collateral	--	--	--	--	--	--	--
E. Credit risk issues out of balance sheet	--	--	--	--	--	--	--
Total	**13,605**	**5,127**	**59,872**	**1,418**	**9,492**	**--**	**--**

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 38 - FINANCIAL INSTRUMENTS RISKS CHARACTERISTICS AND NATURE (Continued)

31.12.2009	Receivables						
	Trade receivables		Other receivables		Bank Amounts	Derivative Instruments	Other Trade receivables
	Related Parties	Other Parties	Related Parties	Other Parties			
Maximum exposure to credit risk as of 31.12.2009	--	--	--	--	--	--	--
- Secured portion of maximum credit risk with collateral	--	--	--	--	--	--	--
A. Carrying amount of financial assets that are not overdue and not impaired	5,524	3,401	50,638	858	6,475	--	--
B. Carrying amount of financial assets whose terms were renegotiated, otherwise are overdue and impaired	--	--	--	--	--	--	--
C. Carrying amount of assets that are overdue but not impaired	--	--	--	--	--	--	--
- Carrying amount secured with collateral	--	--	--	--	--	--	--
D. Carrying amount of assets that are impaired	--	--	--	--	--	--	--
- Overdue (gross carrying amount)	--	592	--	1,140	--	--	--
- Impairment (-)	--	(592)	--	(1,140)	--	--	--
- Carrying amount secured with collateral	--	--	--	--	--	--	--
- Not overdue (gross carrying amount)	--	--	--	--	--	--	--
- Impairment (-)	--	--	--	--	--	--	--
- Carrying amount secured with collateral	--	--	--	--	--	--	--
E. Credit risk issues out of balance sheet	--	--	--	--	--	--	--
Total	**5,524**	**3,401**	**50,638**	**858**	**6,475**	**--**	**--**

Liquidity risk

The breakdown of liabilities according to their contractual maturity is based on the maturity dates from the date of the balance sheet is given below:

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 38 - FINANCIAL INSTRUMENTS RISKS CHARACTERISTICS AND NATURE (Continued)

30.09.2010

Contractual maturities	Book value	Total cash outflow	1-3 months maturity	3-12 months maturity	Over 1 year
Borrowings	199,179	216,154	18,067	97,880	100,207

Expected maturities	Book value	Total cash outflow	1-3 months maturity	3-12 months maturity	Over 1 year
Trade payables	147,674	149,126	142,898	6,228	--
Other payables	40,190	40,190	40,190	--	--

31.12.2009

Contractual maturities	Book value	Total cash outflow	1-3 months maturity	3-12 months maturity	Over 1 year
Borrowings	136,821	149,492	49,392	44,380	55,720

Expected maturities	Book value	Total cash outflow	1-3 months maturity	3-12 months maturity	Over 1 year
Trade payables	163,072	165,597	145,547	14,693	5,357
Other payables	44,336	44,336	21,470	22,866	--

Foreign currency risk

The Group’s exposure to foreign currency risk arising from its foreign currency (mainly USD and EURO) assets and liabilities which are sensitive to changes in foreign currency exchange rates. The net currency position of the Group as of the balance sheet dates are shown below:

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 38 - FINANCIAL INSTRUMENTS RISKS CHARACTERISTICS AND NATURE (Continued)

	30.09.2010	31.12.2009
Assets	7,465	123
Liabilities	(166,806)	(69,352)
Net Foreign Currency	**(159,341)**	**(69,229)**

30.09.2010

	TL Equivalent	USD	EUR	GBP
1. Trade receivables	--	--	--	--
2a. Monetary financial assets (including cash and	7,465	5,074	34	15
bank accounts)	--	--	--	--
2b. Non-monetary financial assets	--	--	--	--
3. Other	--	--	--	--
4. Current assets (1+2+3)	7,465	5,074	34	15
5. Trade receivables	--	--	--	--
6a. Monetary financial assets	--	--	--	--
6b. Non-monetary financial assets	--	--	--	--
7. Other	--	--	--	--
8. Non-current assets (5+6+7)	--	--	--	--
9. Total assets (4+8)	7,465	5,074	34	15
10. Trade payables	--	--	--	--
11. Financial liabilities	79,564	54,814	9	--
12a. Other monetary liabilities	--	--	--	--
12b. Other non-monetary liabilities	--	--	--	--
13. Short term liabilities (10+11+12)	79,564	54,814	9	--
14. Trade payables	74	51	--	--
15. Financial liabilities	87,168	60,066	--	--
16a. Other monetary liabilities	--	--	--	--
16b. Other non-monetary liabilities	--	--	--	--
17. Long term liabilities (14+15+16)	87,242	60,117	--	--
18. Total liabilities (13+17)	166,806	114,931	9	--
19. Off balance sheet derivative instruments/net	--	--	--	--
assets (liabilities) position (19a-19b)	--	--	--	--
19a. Total asset amount of hedge	--	--	--	--
19b. Total liabilities amount of hedge	--	--	--	--
20. Net foreign currency position	--	--	--	--
(9-18+19)	(159,341)	(109,857)	25	15
21. Monetary net foreign currency position /	--	--	--	--
(UFRS 7.B23)	--	--	--	--
(=1+2a+5+6a-10-11-12a-14-15-16a)	--	--	--	--
22. Total fair value of financial	--	--	--	--
instruments for hedge	--	--	--	--
23. Exports	--	--	--	--
24. Imports	--	--	--	--

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 38 - FINANCIAL INSTRUMENTS RISKS CHARACTERISTICS AND NATURE (Continued)

31.12.2009

	TL Equivalent	USD	EUR	GBP
1. Trade receivables	--	--	--	--
2a. Monetary financial assets (including cash and	123	39	12	16
bank accounts)	--	--	--	--
2b. Non-monetary financial assets	--	--	--	--
3. Other	--	--	--	--
4. Current assets (1+2+3)	123	39	12	16
5. Trade receivables	--	--	--	--
6a. Monetary financial assets	--	--	--	--
6b. Non-monetary financial assets	--	--	--	--
7. Other	--	--	--	--
8. Non-current assets (5+6+7)	--	--	--	--
9. Total assets (4+8)	123	39	12	16
10. Trade payables	--	--	--	--
11. Financial liabilities	36,504	24,198	32	--
12a. Other monetary liabilities	--	--	--	--
12b. Other non-monetary liabilities	--	--	--	--
13. Short term liabilities (10+11+12)	36,504	24,198	32	--
14. Trade payables	--	--	--	--
15. Financial liabilities	32,848	21,718	68	--
16a. Other monetary liabilities	--	--	--	--
16b. Other non-monetary liabilities	--	--	--	--
17. Long term liabilities (14+15+16)	32,848	21,718	68	--
18. Total liabilities (13+17)	69,352	45,916	100	--
19. Off balance sheet derivative instruments/net	--	--	--	--
assets (liabilities) position (19a-19b)	--	--	--	--
19a. Total asset amount of hedge	--	--	--	--
19b. Total liabilities amount of hedge	--	--	--	--
20. Net foreign currency position	--	--	--	--
(9-18+19)	(69,229)	(45,877)	(88)	16
21. Monetary net foreign currency position /	--	--	--	--
(UFRS 7.B23)	--	--	--	--
(=1+2a+5+6a-10-11-12a-14-15-16a)	--	--	--	--
22. Total fair value of financial	--	--	--	--
instruments for hedge	--	--	--	--
23. Exports	--	--	--	--
24. Imports	--	--	--	--

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 38 - FINANCIAL INSTRUMENTS RISKS CHARACTERISTICS AND NATURE (Continued)

Foreign currency sensitivity analyzing table

30.09.2010	Profit/(Loss)		Equity	
	Foreign currency valuation	Foreign currency depreciation	Foreign currency valuation	Foreign currency depreciation
If USD change 10% against TL				
1- USD net assets/liabilities	(15,942)	15,942	(15,942)	15,942
2- Hedging part of USD risk (-)	--	--	--	--
3-USD net effect (1+2)	(15,942)	15,942	(15,942)	15,942
If EUR change 10% against TL				
4- EUR net assets/liabilities	5	(5)	5	(5)
5- Hedging part of EUR risk (-)	--	--	--	--
6- EUR net effect (4+5)	5	(5)	5	(5)
If other foreign exchange rate change 10% against TL				
7- GBP net assets/liabilities	2	(2)	2	(2)
8- Hedging part of GBP risk (-)	--	--	--	--
9- GBP net effect (7+8)	2	(2)	2	(2)
Total (3+6+9)	**(15,935)**	**15,935**	**(15,935)**	**15,935**

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 38 - FINANCIAL INSTRUMENTS RISKS CHARACTERISTICS AND NATURE (Continued)

Foreign currency sensitivity analyzing table

31.12.2009				
	Profit/(Loss)		Equity	
	Foreign currency valuation	Foreign currency depreciation	Foreign currency valuation	Foreign currency depreciation
If USD change 10% against TL				
1- USD net assets/liabilities	(6,908)	6,908	(6,908)	6,908
2- Hedging part of USD risk (-)	--	--	--	--
3-USD net effect (1+2)	(6,908)	6,908	(6,908)	6,908
If EUR change 10% against TL				
4- EUR net assets/liabilities	(19)	19	(19)	19
5- Hedging part of EUR risk (-)	--	--	--	--
6- EUR net effect (4+5)	(19)	19	(19)	19
If other foreign exchange rate change 10% against TL				
7- GBP net assets/liabilities	2	(2)	2	(2)
8- Hedging part of GBP risk (-)	--	--	--	--
9- GBP net effect (7+8)	2	(2)	2	(2)
Total (3+6+9)	**(6,925)**	**6,925**	**(6,925)**	**6,925**

(All amounts in thousands of Turkish Lira (TL) unless indicated otherwise.)

NOTE 38 - FINANCIAL INSTRUMENTS RISKS CHARACTERISTICS AND NATURE (Continued)

Capital risk management

The Group's capital management objectives are to ensure the Group's ability to continue its operations, and to increase profitability by keeping balance between equity and liabilities.

The Group monitors capital on the basis of the carrying amount of equity plus its total of current and non-current borrowings (net debt) less cash and cash equivalents as presented on the face of the consolidated balance sheet.

The Group sets the amounts of capital in proportion to its overall financing structure i.e. equity and financial liabilities. The Group manages the capital structure and makes adjustments to it in the light of changes in economic conditions and the risk characteristics of the underlying assets. In order to maintain or adjust the capital structure the Group may adjust the amount of dividends paid to the shareholders, return capital to shareholders, issue new shares or sell assets to reduce debt.

The Group's capital to overall or financing ratio developed as follows:

	30.09.2010	**31.12.2009**
Total debt	196,473	136,821
Cash and cash equivalents	(39,093)	(33,662)
Net debt	157,380	103,159
Total equity	155,687	138,379
Overall financing	313,067	241,538
Net Debt/Overall financing	0.50	0.43

Fair value of financial instruments

Fair value is the amount at which a financial instrument could be exchanged in a current transaction between willing parties, other than in a forced sale or liquidation, and is best evidenced by a quoted market price, if one exists.

The estimated fair values of financial instruments have been determined by the Group using available market information, management's judgment and appropriate valuation methodologies. To the extent relevant and reliable information is available from the financial markets in Turkey; the fair value of the financial instruments of the Group is based on such market data. The fair values of the remaining financial instruments of the Group can only be estimated. The estimates presented herein are not necessarily indicative of the amounts the Group could realize in a current market exchange.

The following methods and assumptions were used to estimate the fair value of the Group's financial instruments:

NOTE 38 - FINANCIAL INSTRUMENTS RISKS CHARACTERISTICS AND NATURE (Continued)

Monetary assets

The foreign exchange type of the exchange rates of the reasonable value of the balances at the end of the period, is predicted as close to the recorded values.

The recorded values of the financial assets shown as cash and values similar to cash, are short term and are therefore predicted as equal to reasonable value.

The recorded values of the trade receivables, in relation to the value decrease is predicted to reflect the reasonable value.

The reasonable value of the financial assets are accepted to come close to the related recorded values.

Financial liabilities

Trade payables and other monetary liabilities are considered to approximate their respective carrying values due to their short-term nature.

The bank borrowings are stated at their amortized costs and transaction costs are included in the initial measurement of loans and bank borrowings. The fair value of bank borrowings are considered to state their respective carrying values since the interest rate applied to bank loans and borrowings are updated periodically by the lender to reflect active market price quotations.

The carrying value of trade payables along with the related allowance for unrealized cost is estimated to be their fair values.

The financial liabilities which are denominated in foreign currencies are evaluated by the foreign exchange rates prevailing on the date of balance sheet.

NOTE 39 - FINANCIAL INSTRUMENTS: DISCLOSURES (FAIR VALUE DISCLOSURES AND HEDGE ACCOUNTING DISCLOSURES)

The carrying value of the Company's financial instruments approximate their fair value. The Company does not have any speculative financial instruments and does not have any activity for speculative purposes with purchase and sale of financial instruments.

Financial risk management objectives

The Company's finance department function provides services to the business, coordinates access to domestic and international markets, monitors and manages the financial risks arising from the Company's operations through internal operations reports which analyses exposures by degree and magnitude of risk. These risks include market risk (including currency risk, fair value interest rate risk and price risk) credit risk, liquidity risk.

NOTE 40- POST BALANCE SHEET EVENTS

a. After the presentation of the balance sheet as of 30 September 2010, the following guarantees and indemnities provided by the Group to banks for certain debt of related parties were cancelled as follows:

   - Guarantees and indemnities provided to Denizbank for the utilization of related party loans worth of USD 15,000 and USD 22,000 were cancelled with effectiveness on 07.10.2010 subject to the condition that the proposed IPO take place.
   - Guarantees and indemnities provided to Denizbank for the utilization of related party loans worth of EUR 25,000 and pledge on 50% shares of Kiler Ankara were cancelled with effectiveness on 18.10.2010.
   - Guarantees and indemnities provided to ING Bank for the utilization of related party loans worth of TL 5,000 and USD 5,000 were cancelled with effectiveness on 11.10.2010.
   - Guarantees and indemnities provided to VakıfBank for the utilization of related party loans worth of USD 30,000 were cancelled with effectiveness on 08.10.2010.
   - Guarantees and indemnities provided to Şekerbank for the utilization of related party loans worth of USD 5,000 were cancelled with effectiveness on 20.10.2010.
   - Guarantees and indemnities provided to TFKB A.Ş. for the utilization of related party loans worth of TL 41,020 and ABD$ 500 were cancelled with effectiveness on 10.11.2010.

b. The group liquidated 1 store after 30.09.2010 and opened 1 new store.

   After the balance sheet date the Group is planning the opening of 2 new stores. Lease agreements related to these stores are organized dated as of 30 September 2010.

c. The shares of Kiler Ankara, which corresponds to 81% of the Company and given to Akbank for loan utilizations by the shareholders of the Group, will be released by 30% to enable an IPO.

NOTE 41 - OTHER MATTERS THAT MAY HAVE A MATERIAL EFFECT ON, OR PREVENT THE CLEAR UNDERSTANDING OF THE CONSOLIDATED FINANCIAL STATEMENTS

a. In the extraordinary general assembly meeting dated from 15.09.2010, it has been decided that the articles of association of Kiler Alışveriş are amended such as that the registered authorized capital of the Company shall be worth of TL 500,000 consisting of 500,000,000 shares, TL 1 per each share, and the board of directors are authorized to increase the registered share capital between the years 2010 and 2014 up to the authorized level within the rules and regulations and of Capital Market Law. Furthermore, within the registered capital issuance system and with the unanimous decision of the board of directors, the existing paid in capital of TL 121,120 will be increased to TL 139,300 whereas the by Turkish Commercial Law provided preemptive/subscription rights of the shares to be publicly offered would be restricted completely. The extraordinary general assembly decision is registered on the date of 20.09.2010 and published as of 24.09.2010 with no. 7655 at the Turkish Commercial Register Newspaper.

b. The board of directors meeting of Kiler Alışveriş as of 22.09.2010 with decision number 192, decided that the capital will be increased to TL 139,300 by a cash injection and to represent Group B shareholders 18,180,000 ordinary bearer shares of class B amounting TL 18,180 will be issued.

c. The board of directors meeting of Kiler Alışveriş as of 22.09.2010 with decision number 193, decided unanimously that following the initial public offering and listing of Company's shares at the Istanbul Stock Exchange, there would be no further capital increase for a period of 180 days after the IPO, and no increase would take place in the number of outstanding shares and in the share amount in circulation in the future. In addition, the board of directors also decided not to consider or decide at future board meetings any new share offerings during such period.

d. The board of directors meeting of Kiler Alışveriş as of 24.09.2010 with decision number 196, unanimously decided that one of the existing shareholders of Kiler Alışveriş, namely Kiler Holding, would be able to make over-allotment of 2,727,000 class B shares worth TL 2,727 in connection with the initial public offering.

NOTE 41 - OTHER MATTERS THAT MAY HAVE A MATERIAL EFFECT ON, OR PREVENT THE CLEAR UNDERSTANDING OF THE CONSOLIDATED FINANCIAL STATEMENTS (Continued)

e. According to the share purchase agreement of Kiler Ankara and the protocol regarding the partnership dated from 20.09.2005 between the Canerler Group and Kiler Alışveriş including Ümit Kiler, Nahit Kiler, and Vahit Kiler, the shareholders of Kiler Group would not be allowed to sell down their shares at Kiler Alışveriş to any other third party, grant pledges and exercise usufruct rights without being independent of Kiler Ankara.

Within the general board of directors meeting of Kiler Ankara dated from 01.10.2010 and registered as of 04.10.2010 and published on the date of 07.10.2010 with decision number 7664 on the Turkish Commercial Register Newspaper, it has been discussed in the general assembly of Kiler Ankara dated 1 October 2010 that whether to start the Kiler Alışveriş IPO, pledging of and granting of the usufruct rights of Kiler Alışveriş shares (if needed) would constitute a problem for Kiler Ankara. Then approval decision for further implementation of IPO is taken unanimously based on the justification that these issues, ***i.e*** Kiler Alışveriş IPO, pledging of shares or creating usufruct rights over the Kiler Alışveriş shares do not raise any concern in relation to the interests of Kiler Ankara. However, there is a dissenting opinion of the Class B shareholders.

f. Based on the Extraordinary General Assembly of Shareholders of Kiler Ankara dated from 09.11.2010 and registered as of 10.11.2010 and published on the Turkish Commercial Register Newspaper on the date of 15.11.2010 with decision number 7690 and based on the Company's Articles of Association numbered 7; it has been unanimously decided that 1,800,000,000 units of B group shares owned by Kadir Caner will be transferred to Kiler Alışveriş, 600,000,000 units of B group shares owned by Ahmet Caner will be transferred to Kiler Alışveriş, 540,000,000 units of B group shares owned İsmail Caner will be transferred to Kiler Alışveriş and 60,000,000 units of B group shares owned by İsmail Caner will be transferred to Kiler Holding A.Ş.

According to the Share Purchase Agreement signed between Kiler Alışveriş, Kiler Holding A.Ş. and Kadir Caner, Ahmet Caner, İsmail Caner dated on 09.11.2010, provided that Kiler Alışveriş's Initial Public Offering (IPO) is finished and all necessary legal authorizations are obtained including the approval of Board of Competition and latest before 11.04.2011 and no later than the 10th business day after the IPO (transaction date), Kadir Caner will assign his 1,800,000,000 units of B group shares to Kiler Alışveriş, Ahmet Caner will assign his 600,000,000 units of B group shares to Kiler Alışveriş, İsmail Caner will assign his 540.000.000 units of B group shares to Kiler Alışveriş and 60,000,000 units of B group shares to Kiler Holding A.Ş. According to the SPA, after the realization of the transaction and assignment of the above mentioned shares, the new shareholding structure of Kiler Ankara will be as follows; Kiler Alışveriş will have 96 per cent, Kiler Holding will have 1 per cent, Nahit Kiler will have 1 per cent, Ümit Kiler will have 1 per cent, and Vahit Kiler will have 1 per cent of shares of Kiler Ankara.