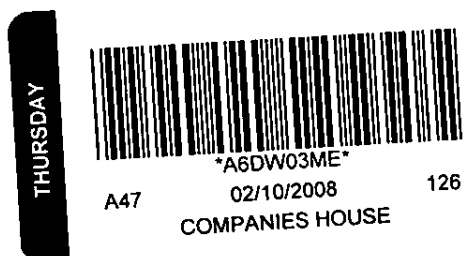


WHEATCROFT GARDEN CENTRE LIMITED

(Registered No. 312715)

DIRECTORS' REPORT & FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2008



WHEATCROFT GARDEN CENTRE LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MAY 2008

The Directors present their report together with the financial statements of the company for the year ended 31 May 2008

RESULTS

The company was dormant in the year ended 31 May 2008 within the meaning of the Companies Act 1985

DIRECTORS

The Directors who served during the year (except as stated) were as follows -

S R Andrew
P Grundy
R A Whiting (appointed 11 July 2008)

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing those financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business, in which case there should be supporting assumptions or qualifications as necessary

The Directors confirm that they have complied with the above requirements in preparing the financial statements

The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

WHEATCROFT GARDEN CENTRE LIMITED
DIRECTORS' REPORT FOR THE YEAR ENDED 31 MAY 2008 (CONTINUED)

AUDITORS

A special resolution to exempt the company from the obligation to appoint auditors has been put before an Annual General Meeting in accordance with the terms of the Companies Act 1985

By order of the Board

A handwritten signature in black ink, appearing to be 'S R Andrew', written over a horizontal line.

S R Andrew
Secretary
13 August 2008

WHEATCROFT GARDEN CENTRE LIMITED
BALANCE SHEET AS AT 31 MAY 2008

	<u>Notes</u>	<u>2008</u> £	<u>2007</u> £
DEBTORS	2	<u>102,527</u> =====	<u>102,527</u> =====
CAPITAL & RESERVES			
Called up share capital	3	1,330	1,330
Capital reserve		319	319
Profit and loss account		<u>100,878</u>	<u>100,878</u>
		<u>102,527</u> =====	<u>102,527</u> =====

For the year ended 31 May 2008, the company was entitled to exemption from audit under Section 249AA(1) of the Companies Act 1985

Members have not required the company to obtain an audit in accordance with Section 249B(2) of the Companies Act 1985

The Directors acknowledge their responsibility for

- i) ensuring the company keeps accounting records which comply with Section 221, and
- ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit and loss for the financial year in accordance with Section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company

Approved by the board of directors on 13 August 2008



P Grundy
Director



S R Andrew
Director

The notes on page 4 form part of these financial statements

WHEATCROFT GARDEN CENTRE LIMITED
NOTES TO THE FINANCIAL STATEMENTS FOR YEAR ENDED 31 MAY 2008

1. ACCOUNTING POLICIES

The financial statements are prepared under the historical cost convention and in accordance with applicable Accounting Standards

2. DEBTORS

	<u>2008</u> £	<u>2007</u> £
Amount due from group undertakings	102,527 =====	102,527 =====

3. SHARE CAPITAL

	<u>Authorised</u>		<u>Allotted, called up and fully paid</u>	
	<u>2008</u> Number/£	<u>2007</u> Number/£	<u>2008</u> Number/£	<u>2007</u> Number/£
Ordinary shares of £1 each	2,500 =====	2,500 =====	1,330 =====	1,330 =====

4. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The company's immediate and ultimate parent undertaking is NWF Group plc, a company incorporated in Great Britain and the parent company within the Group which consolidates these financial statements. Copies of the financial statements of NWF Group plc, which is the parent company of the smallest and largest group to consolidate the company, may be obtained from the registered address, NWF Group plc, Wardle, Nantwich, Cheshire CW5 6BP