J T STANTON & COMPANY LIMITED

DIRECTORS REPORT AND FINANCIAL STATEMENTS

27 October 2002

The Company's registered number is 58598

J T STANTON & COMPANY LIMITED

DIRECTORS' REPORT

The directors present their annual report on the affairs of the Company, together with the financial statements for the year ended 27 October 2002.

Principal Activity

The Company has remained dormant throughout the year. The directors do not envisage initiating any change in the Company's role or activities in the foreseeable future.

Results and Dividends

The results for the year are set out in the attached financial statements. The directors do not recommend payment of a dividend (2001 - nil).

Directors and their Interests

The directors who served during the year and subsequent to the year end were:

SH Bhote
RS Bird

None of the directors who held office at the end of the financial year had any disclosable interest in the shares of the company.

According to the register of directors' interests, no rights to subscribe for shares in or debentures of the company were granted to any of the directors or their immediate families, or exercised by them, during the financial year.

Auditors

The company was dormant within the meaning of section 249AA of the Companies Act 1985, throughout the period to 27 October 2002 and accordingly its accounts have not been audited.

By order of the Board

B Rimmer
Secretary
2003

Registered Office
Gawsworth House,
Westmere Drive,
Crewe, Cheshire,
CW16XB

DIRECTORS' RESPONSIBILITIES

Company Law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable 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.

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

J T STANTON & COMPANY LIMITED

BALANCE SHEET
AT 27 October 2002

	Note	27-Oct-02 £	28-Oct-01 £
CURRENT ASSETS			
Amounts due from other Group undertakings		73,730	73,730
NET ASSETS		73,730	73,730
EQUITY CAPITAL AND RESERVES			
Called up share capital	3	73,730	73,730
Profit and loss account		0	0
		73,730	73,730

(A) For the year ended 27 October 2002 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

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

(C) The directors acknowledge their responsibility for:

- Ensuring the company keeps acknowledge their responsibility for:
- Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial year, and of it profit or loss for the financial year, in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

The financial statements were approved by the Board on 28 February 2003 and signed on its behalf by

Director

NOTES TO THE FINANCIAL STATEMENTS
27 October 2002

1 Accounting Policies

Basis of Accounting

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards. Under the provisions of Financial Reporting Standard No 1 (Revised 1996), the Company has not presented a cash flow statement because it is a subsidiary undertaking of Focus Wickes Limited, which is registered in England and Wales, and which has prepared consolidated financial statements which include the financial statements of the Company for the period and which contain a cash flow statement.

2 Profit and Loss Account

The Company has not traded during the periods ended 27 October 2002 and 28 October 2001 and accordingly no profit and loss account has been prepared. The Company has no employees (2001 - nil) and no directors have received remuneration for services to the Company during the year (2001 - nil).

3 Called Up Share Capital

	Authorised		Allotted, called up and fully paid			
	2002	2001	2002	2002	2001	2001
	£	£	No.	£	No.	£
Ordinary shares of £1 each	75,000	75,000	73,730	73,730	73,730	73,730
Total	75,000	75,000	73,730	73,730	73,730	73,730

4 Ultimate Parent Company

The Company's ultimate holding company is Focus Wickes Limited. Copies of the group financial statements can be obtained from Companies House, Crown Way, Cardiff CF4 3UZ.

Transactions with other companies within the Group are not disclosed, as the Company has taken advantage of the exemption available under Financial Reporting Standard No.8 "Related party disclosures", as the consolidated accounts of Focus Wickes Limited, in which the Company is included, are available at the address noted above.

5 Post Balance Sheet Event

On 29 January 2003 the shares in Focus Wickes Limited the ultimate parent undertaking were acquired by Focus Wickes (Investments) Limited. The ultimate parent undertaking with effect from that date is Focus Wickes Group Limited.