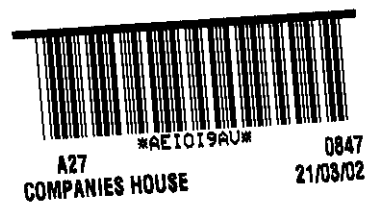


MD (WALES) LIMITED

DIRECTORS REPORT AND FINANCIAL STATEMENTS

28 October 2001

The Company's registered number is 504049



MD (WALES) LIMITED

DIRECTORS' REPORT

The directors present their annual report on the affairs of the Company, together with the financial statements for the period ended 28 October 2001.

Principal Activity

The Company has remained dormant throughout the period. 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 period are set out in the attached financial statements. The directors do not recommend payment of a dividend (2000 - nil).

Directors and their Interests

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

SH Bhote (appointed 11 January 2001)
KR Stokes-Smith (resigned 29 June 2001)
R Brennan (resigned 11 January 2001)
RS Bird (appointed 29 June 2001)

The directors who held office at 28 October 2001 had no interest in the shares of group undertakings, including options, other than those shown below:

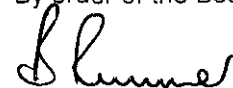
Director	Wickes Limited Ordinary Shares - Options		
	29 October 2000	Exercised in the period	28 October 2001
RS Bird	1,689	1,689	-

Auditors

The company was dormant within the meaning of section 252 of the Companies Act 1985, throughout the period to 28 October 2001 and accordingly its accounts have not been audited.

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

By order of the Board



B Rimmer
Secretary
2002

MD (WALES) LIMITED

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.

MD (WALES) LIMITED

BALANCE SHEET AS AT 28 October 2001

	Note	<u>28-Oct-01</u> £	<u>29-Oct-00</u> £
CURRENT ASSETS			
Amounts due from other Group undertakings		210,000	210,000
NET ASSETS		<u>210,000</u>	<u>210,000</u>
EQUITY CAPITAL AND RESERVES			
Called up share capital	3	210,000	210,000
Profit and loss account		0	0
		<u>210,000</u>	<u>210,000</u>

- (A) For the period ended 28 October 2001 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 accounting records which comply with section 221; and
 - Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial period, and of its profit or loss for the financial period, 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 on pages 3 to 5 were approved by the Board on
and signed on its behalf by

2002



Sanaya Bhote
Director

NOTES TO THE FINANCIAL STATEMENTS

28 October 2001

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 Group Ltd, 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 28 October 2001 and 29 October 2000 and accordingly no profit and loss account has been prepared. The Company has no employees (2000 - nil) and no directors have received remuneration for services to the Company during the period (2000 - nil).

3. Called Up Share Capital

	Authorised		Allotted, called up and fully paid			
	2001	2000	2001	2001	2000	2000
	£	£	No.	£	No.	£
Ordinary shares of £1 each	250,000	250,000	210,000	210,000	210,000	210,000
Total	<u>250,000</u>	<u>250,000</u>	<u>210,000</u>	<u>210,000</u>	<u>210,000</u>	<u>210,000</u>

4. Contingent Liabilities

The company is registered for VAT purposes in a group of companies which share a common registration number. As a result it has jointly guaranteed the VAT liability of the group, and failure by other members of the group would give rise to an additional liability for the company.

MD (WALES) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
31 OCTOBER 2000

5 Ultimate Parent Company

The Company's ultimate holding company is Focus Group Limited. Copies of the group financial statements can be obtained from Companies House, Crown Way, Cardiff CF14 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 Group Limited, in which the Company is included, are available at the address noted above.