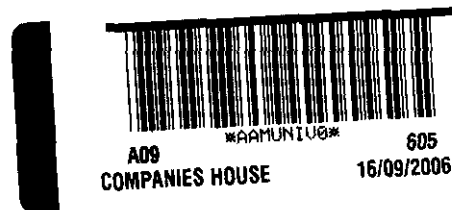


GW Mills Limited

Directors' report and financial statements

31 August 2006

Registered number 811749



Directors' report and financial statements

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Directors' report

The directors present their annual report and the unaudited financial statements for the year ended 31 August 2006.

Principal activities, trading review and future developments

The company did not trade during the year and is unlikely to do so in the near future.

Proposed dividends

The directors do not recommend the payment of a dividend for the year under review (2005: £nil).

Directors and directors' interests

The directors who held office during the year were as follows:

CR Potterell
NRA Butterfield (resigned 31 December 2005)
MD Connole (appointed 1 January 2006)

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 year.

As at 31 August 2006, MD Connole was also a director of Chrysalis Group plc, the ultimate parent company, and his share interests are disclosed in the directors' report of that company.

As at 31 August 2006, CR Potterell held 4,630 (2005: 4,630) ordinary shares of 2p each in the ultimate parent company, Chrysalis Group PLC. On 25 January 1999, CR Potterell was granted options over 50,000 ordinary shares of 2p each in the ultimate parent company, Chrysalis Group PLC, at an exercise value of £1.271 per share. On 8 December 2000, CR Potterell was granted options over 50,000 ordinary shares of 2p each in the ultimate parent company, Chrysalis Group PLC, at an exercise value of £3.20 per share. On 23 November 2001, CR Potterell was granted options over 50,000 ordinary shares of 2p each in the ultimate parent company, Chrysalis Group PLC, at an exercise value of £2.30 per share. On 1 August 2003, CR Potterell was granted options over 34,736 ordinary shares of 2p each in the ultimate parent company, Chrysalis Group PLC, at an exercise value of £2.09. On 18 November 2003, CR Potterell was granted options over 36,247 ordinary shares of 2p each in the ultimate parent company, Chrysalis Group PLC, at an exercise value of £2.185. On 18 November 2003 a conditional award of 13,729 Performance Shares was made to CR Potterell. On 17 December 2003 a conditional award of 9,630 Matching Shares was made to CR Potterell. On 3 December 2004, CR Potterell was granted options over 47,866 ordinary shares of 2p each in the ultimate parent company, Chrysalis Group PLC, at an exercise value of £1.7925. On 3 December 2004, a conditional award of 18,131 Performance Shares was made to CR Potterell. On 29 November 2005, CR Potterell was granted options over 91,107 ordinary shares of 2p each in the ultimate parent company, Chrysalis Group PLC, at an exercise value of £1.455. On 29 November 2005, a conditional award of 30,672 Performance Shares was made to CR Potterell. On 11 January 2006, CR Potterell was granted options over 7,137 ordinary shares of 2p each in the ultimate parent company, Chrysalis Group PLC, at an exercise value of £1.31.

Auditors

In accordance with Section 250(3) of the Companies Act 1985, the company qualifies as a dormant company and has resolved that auditors shall not be appointed.

By order of the Board

A handwritten signature in black ink, appearing to read 'CR Potterell', written over a horizontal line.

CR Potterell
Company Secretary

The Chrysalis Building
Bramley Road
London
W10 6SP

06/09/06

Statement of 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;
- 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Balance sheet

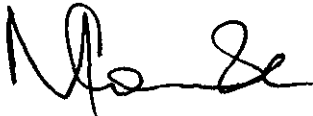
at 31 August 2006

	<i>Note</i>	2006 £	2005 £
Creditors: amounts falling due within one year	4	(84,971)	(84,971)
Net liabilities		(84,971)	(84,971)
Capital and reserves			
Called up share capital	5	100	100
Profit and loss account		(85,071)	(85,071)
Shareholders' deficit - equity		(84,971)	(84,971)

The directors:

- a) confirm that the company was entitled to exemption under subsection (1) of section 249AA of the Companies Act 1985 from the requirement to have its accounts for the financial year ended 31 August 2006 audited.
- b) confirm that members have not required the company to obtain an audit of its accounts for that financial year in accordance with subsection (2) of section 249B of that Act.
- c) acknowledge their responsibilities for:
 - i. ensuring that the company keeps accounting records which comply with section 221 of the Companies Act 1985, and
 - ii. preparing accounts which give true and fair view of the state of affairs as at the end of the financial year and its profit and loss for the financial year in accordance with the requirements of section 226 of that Act, and which otherwise comply with the requirements of that Act relating to accounts, so far as applicable to the company.

These financial statements were approved by the Board of directors on *6 September 2006* and were signed on its behalf by:



MD Connole
Director

The notes on pages 5 and 6 form part of these financial statements.

Notes

(forming part of the financial statements)

1 Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

2 Profit and loss account

The company has not traded during this or the previous financial year and has received no income and incurred no expenditure. Consequently, during those years the company made neither a profit nor a loss.

3 Remuneration of directors

The directors received no remuneration from the company for services during the year.

4 Creditors: amounts falling due within one year

	2006 £	2005 £
Amounts owed to group undertakings	<u>84,971</u>	<u>84,971</u>

5 Called up share capital

<i>Equity</i>	2006 £	2005 £
<i>Authorised, allotted, called up and fully paid</i>		
70 ordinary shares of £1 each	70	70
30 non-voting ordinary shares of £1 each	30	30
	<u>100</u>	<u>100</u>

The authorised Share Capital of the Company is divided into 70 ordinary £1 shares and 30 non-voting ordinary £1 shares. Both class of share rank pari passu for participation in the profits and assets of the Company and in all other respects save that the non-voting ordinary shares shall not entitle the holders to attend or vote at any General Meeting of the Company.

Notes *(continued)*

6 Cash flow statement

The company is exempt from the requirement of Financial Reporting Standard No 1 (revised 1996) to prepare a cash flow statement on the grounds that its parent undertaking, Chrysalis Group plc, includes the company in its own published consolidated financial statements.

7 Related party transactions

As the company is a wholly owned subsidiary of Chrysalis Group plc, the company has taken advantage of the exemption contained in FRS8 and has therefore not disclosed transactions or balances with entities which form part of the group. The consolidated statements of Chrysalis Group plc, within which the company is included, can be obtained from the address given in note 8. There were no other related party transactions.

8 Immediate and ultimate parent company

The immediate and ultimate parent company is Chrysalis Group plc, which is registered in England and Wales, for which consolidated accounts are prepared. The consolidated accounts of this company may be obtained from The Secretary, Chrysalis Group plc, The Chrysalis Building, Bramley Road, London W10 6SP.

The ultimate parent company has informed the company that it is their present intention to provide such financial support as is required for the company's continued operations.