

WICKES GROUP TRUSTEES LIMITED

ANNUAL REPORT

FOR THE YEAR ENDED 31 DECEMBER 1999

The Company's registered number is 1144794



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WICKES GROUP TRUSTEES LIMITED

DIRECTORS' REPORT

The directors present their annual report on the affairs of the Company, together with the audited accounts for the year ended 31 December 1999.

PRINCIPAL ACTIVITY

The Company has not traded during the year but has continued to act as trustee to the Wickes Group Retirement Benefit plan. 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 accounts. The directors do not recommend payment of a dividend (1998 - nil). Holders of the Company's preference shares have waived their rights to a dividend.

DIRECTORS

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

DM Simpson (Chairman)
M von Brentano
JG Dyke
WJ Hoskins
W Lomas
IM Younger

None of the directors held any shares in the Company during the year.

M von Brentano, WJ Hoskins and DM Simpson are directors of Wickes plc and their interests in the share capital of group undertakings are shown in the financial statements of Wickes plc for the year ended 31 December 1999.

The other directors who held office at 31 December 1999 had the following interest in the shares of Wickes plc:

Director	Wickes plc Ordinary shares Holdings 50p		
	1 Jan 1999	Acquired/ (sold)	31 Dec 1999
J G Dyke	11,000	-	11,000
W Lomas	-	557	557
IM Younger	-	1,885	1,885

WICKES GROUP TRUSTEES LIMITED

DIRECTORS' REPORT (Continued)

Director	Wickes plc Ordinary shares Options 50p		
	1 Jan 1999	Grant in the year	31 Dec 1999
I M Younger	103,303	-	103,303

Mr Younger also has a 1998 award of 32,440 shares and a 1999 award of 19,930 shares under the Wickes Long Term Incentive Plan. Full details of this scheme and vesting conditions are shown in the financial statements of Wickes plc for the years ended 31 December 1999.

The market price of Wickes plc shares during the year ranged from 213p to 418.5p and at 31 December 1999 the market price was 266.5p.

YEAR 2000

As it does not trade, the Company does not believe that the Year 2000 date change will have any detrimental affect upon it, but the position has been fully reviewed by the parent company and, if necessary, steps taken to correct any deficiencies found.

The Company has incurred no costs in 1999 and no further expenditure is anticipated.

AUDITORS

A resolution to re-appoint PricewaterhouseCoopers as auditors will be proposed at the next Annual General Meeting.

Registered Office
120/138 Station Road
Harrow
Middlesex HA1 2QB

By Order of the Board

K R Stokes-Smith
Secretary

13 April 2000

WICKES GROUP TRUSTEES 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.

AUDITORS' REPORT TO THE MEMBERS OF WICKES GROUP TRUSTEES LIMITED

PricewaterhouseCoopers
10 Bricket Road
St Albans AL1 3JX
Telephone +44 (0) 1727 844155
Facsimile +44 (0) 1727 845039

We have audited the financial statements on pages 5 to 7 which have been prepared under the historical cost convention and the accounting policies set out on page 6.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the Annual Report. As described on page 3 this includes responsibility for preparing the financial statements in accordance with applicable United Kingdom accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the United Kingdom Companies Act. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions is not disclosed.

We read the other information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the Company's affairs at 31 December 1999 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers

Chartered Accountants and Registered Auditors
13 April 2000

WICKES GROUP TRUSTEES LIMITED

BALANCE SHEET AS AT 31 DECEMBER 1999

	Notes	1999 £	1998 £
CURRENT ASSETS			
Amounts owed by other group undertakings		3,263	3,263
		3,263	3,263
CAPITAL AND RESERVES			
Called up share capital	3	4	4
Profit and loss account		3,259	3,259
		3,263	3,263
SHAREHOLDERS' FUNDS			
Equity interests		3,261	3,261
Non-equity interests		2	2
		3,263	3,263

The financial statements on pages 5 to 7 were approved by the Board on 13 April 2000 and signed on its behalf by



I M Younger
Director



WJ Hoskins
Director

WICKES GROUP TRUSTEES LIMITED

NOTES TO THE FINANCIAL STATEMENTS AT 31 DECEMBER 1999

1 ACCOUNTING POLICIES

A summary of the principal accounting policies, all of which have been applied consistently throughout the year and with the preceding year is set out below:

Basis of accounting

The accounts 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 Wickes plc (registered number 2070200) which is registered in England and Wales, and which has prepared consolidated accounts which include the accounts 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 year, or the prior year, and accordingly no profit and loss account has been prepared.

The Company has no employees (1998 : nil) and no directors have received remuneration for services to the Company during the year (1998 : nil). Auditors' remuneration for 1999 and for 1998 has been borne by another group undertaking.

3 CALLED UP SHARE CAPITAL

	Authorised		Allotted, called up and fully paid			
	1999 £	1998 £	1999 No	1999 £	1998 No	1998 £
Ordinary shares of £1 each	98	98	2	2	2	2
5% non-cumulative preference shares of £1 each	2	2	2	2	2	2
	100	100	4	4	4	4

4 ULTIMATE PARENT COMPANY

At 31 December 1999, the ultimate parent company was Wickes plc, which is registered in England and Wales.

The only group into which the results of the Company are consolidated is that headed by Wickes plc. The consolidated financial statements may be obtained from 120-138 Station Road, Harrow, Middlesex, HA1 2QB.

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 Wickes plc in which the Company is included are available at the address noted above.

WICKES GROUP TRUSTEES LIMITED

NOTES TO THE FINANCIAL STATEMENTS AT 31 DECEMBER 1999 **(Continued)**

5 GUARANTEES AND OTHER FINANCIAL COMMITMENTS

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.