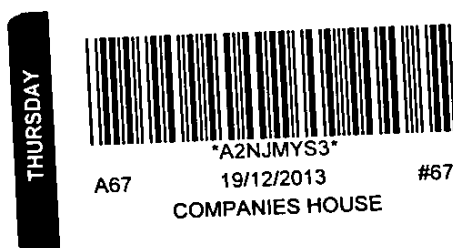


Pet City Resources Limited

**Directors' report and financial
statements**

Registered number 2634797

52 Week period ended 28 March 2013



Contents

Company information	1
Directors' report	2
Statement of directors' responsibilities in respect of the Annual Report and the financial statements	3
Independent auditor's report to the members of Pet City Resources Limited	4
Profit and loss account	6
Statement of total recognised gains and losses	6
Balance sheet	7
Reconciliation of movements in shareholder's funds	8
Notes	9

Company information

Directors of the Company

NAL Wood
IM Kellett

Registered Office

Epsom Avenue
Stanley Green Trading Estate
Handforth
Cheshire
SK9 3RN

Company Secretary

LA Stonier

Bankers

Barclays Bank plc
Barclays Business Centre
Manchester City Centre Office
51 Mosley Street
Manchester
M60 2AU

Solicitors

DLA Piper LLP
101 Barbirolli Square
Manchester
M2 3DL

Auditor

KPMG LLP
St James Square
Manchester
M2 6DS

Registered Number

2634797

Directors' report

The directors present their annual report and the audited financial statements for the 52 week period ended 28 March 2013

Principal activities and results

The company has no principal activity since the company did not trade during the current or preceding financial period, incurred no liabilities, and consequently made neither a profit nor a loss. The directors do not recommend the payment of a dividend (2013 £nil)

Directors and directors' interests

The directors who held office during the period were as follows

NAL Wood (appointed 11 June 2012)

IM Kellett

MS Davies (resigned 26 April 2012)

Going Concern

The directors believe the company is well placed to manage its business risks successfully and therefore have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware, and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office

By order of the board



Ian Kellett
Director

22 October 2013

Epsom Avenue
Stanley Green Trading Estate
Handforth
Cheshire
SK9 3RN

Statement of directors' responsibilities in respect of the Annual Report and the financial statements

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 period. Under that law they have elected to prepare the company financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of their profit or loss for that period. In preparing the company financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments 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,
- 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 adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 2006. 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.



KPMG LLP

St James' Square
Manchester
M2 6DS
United Kingdom

Independent auditor's report to the members of Pet City Resources Limited

We have audited the financial statements of Pet City Resources Limited for the 52 week period ended 28 March 2013 set out on pages 6 to 10. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 28 March 2013 and of its results for the period then ended
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

Independent auditor's report to the members of Pet City Resources Limited
(continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



David Bills (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
St James Square
Manchester
M2 6DS

22 October 2013

Profit and loss account

for the 52 week period ended 28 March 2013 and for the 52 week period ended 29 March 2012

During the financial period and the preceding financial period the company did not trade and received no income and incurred no expenditure. Consequently, during those periods the company made neither a profit nor a loss.

Statement of total recognised gains and losses

There were no recognised gains or losses in the current or preceding period therefore no separate statement of total recognised gains and losses has been prepared.

Balance sheet

at 28 March 2013 and 29 March 2012

	Note	2013 £000	2013 £000	2012 £000	2012 £000
Current assets					
Debtors	4	266		266	
Net current assets			266		266
Net assets			266		266
Capital and reserves					
Called up share capital	5		180		180
Profit and loss account	6		86		86
Shareholder's funds			266		266

The notes on pages 9 to 10 form part of these financial statements

These financial statements were approved by the board of directors on 22 October 2013 and were signed on its behalf by



Nick Wood
 Director

Reconciliation of movements in shareholder's funds

for the 52 week period ended 28 March 2013 and for the 52 week period ended 29 March 2012

	2013 £000	2012 £000
Result for the financial period	-	-
Net addition to shareholder's funds	-	-
Opening shareholder's funds	266	266
Closing shareholder's funds	266	266

The notes on pages 9 to 10 form part of these financial statements

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements

Basis of preparation

The results presented cover the financial period ended 28 March 2013

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

The company is exempt by virtue of s400 of the Companies Act 2006 from the requirement to prepare group accounts as it is a wholly owned subsidiary. These financial statements present information about the company as an individual undertaking and not about its group.

As the company is a wholly owned subsidiary of KKR My Best Friend UK Holdco Limited, the company has taken advantage of the exemption contained in Financial Reporting Standard 8 and has therefore not disclosed transactions or balances with entities which form part of the group. The consolidated financial statements within which the company is included, can be found at the address given in note 7.

The directors believe the company is well placed to manage its business risks successfully and therefore have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

Cash flow statement

Under Financial Reporting Standard 1 (Revised 1996) the company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary and the ultimate parent undertaking includes the company in its own published consolidated financial statements.

Classification of financial instruments issued by the company

Financial instruments issued by the company are treated as equity (i.e. forming part of shareholder's funds) only to the extent that they meet the following two conditions:

- a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company; and
- b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Notes (continued)

2 Information regarding directors and auditors

The company has no employees. The directors receive no remuneration from the company.

3 Auditor's remuneration

Amounts receivable by the company's auditor in respect of these financial statements are £1,000 (2012 £1,000). This cost is borne by Pets at Home Limited.

Amounts receivable by the company's auditor in respect of services to the company and its associates, other than the audit of the company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the company's ultimate UK parent, KKR My Best Friend UK Finco Limited.

4 Debtors

	2013 £000	2012 £000
Due from group undertakings	266	266

Debtors due from group undertakings are shown as due within one year as they are repayable on demand.

5 Called up share capital

	2013 £000	2012 £000
<i>Allotted, called up and fully paid</i> 180,002 ordinary shares of £1 each	180	180

6 Profit and loss account

	2013 £000	2012 £000
At 29 March 2012 and 28 March 2013	86	86

7 Ultimate parent company and parent undertaking of larger group of which the company is a member

The company is a subsidiary undertaking of Pet City Limited, a company registered in England and Wales.

The company is ultimately controlled by Kohlberg Kravis & Roberts & Co L.P. ('KKR') via funds which hold an investment in KKR My Best Friend Cayman Topco Limited, the ultimate parent company of the group.

The smallest UK group in which the results of the company are consolidated is that headed by KKR My Best Friend UK Holdco Limited and the largest UK group is that headed by KKR My Best Friend UK Finco Limited. The consolidated financial statements of both these companies are available to the public and may be obtained from Companies House, Crown Way, Mandy, Cardiff.