

WESTWOOD GARDEN CENTRE LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE 78 WEEKS ENDED 28 FEBRUARY 2011

Registered Number: 5110406

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WESTWOOD GARDEN CENTRE LIMITED

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WESTWOOD GARDEN CENTRE LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

T J K Barnes
S M Brown

COMPANY SECRETARY

S M Brown

REGISTERED OFFICE

Dobbies Garden Centres Limited
Hyde End Road
Shinfield
Berkshire
RG2 9ER

SOLICITORS

Tods Murray WS
Edinburgh Quay
133 Fountainbridge
Edinburgh
EH3 9AG

INDEPENDENT AND STATUTORY AUDITORS

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Erskine House
68-73 Queen Street
Edinburgh
EH2 4NH

WESTWOOD GARDEN CENTRE LIMITED

DIRECTORS' REPORT FOR THE 78 WEEKS ENDED 28 FEBRUARY 2011

The Directors present their report and the audited financial statements of Westwood Garden Centre Limited (the "Company") for the 78 weeks ended 28 February 2011 (prior period 52 weeks ended 31 August 2009)

On 18 June 2010, Dobbies Garden Centres Limited acquired 100% of the issued share capital of the company. Dobbies Garden Centres Limited is a wholly owned subsidiary of Tesco PLC and therefore in line with other Tesco Group companies, the Company resolved to alter its accounting reference date to 28 February of each year, and as such the period under review in the report covers the 78 weeks to 28 February 2011.

Business review and principal activities

The principal activity of the Company is the operation of a garden centre.

On acquisition the assets and liabilities of the company were hived up into Dobbies Garden Centres Limited.

Subsequent to this date the company has ceased to trade and is now dormant.

Net sales in the 78 weeks ended 28 February 2011 were £5,709 (52 weeks ended 31 August 2009 £5,375).

The profit for the financial period, after taxation, amounted to £455 (52 weeks ended 31 August 2009 loss £1,991). This profit will be transferred to reserves.

The Directors do not recommend the payment of a dividend (52 weeks ended 31 August 2009 £nil).

Directors

On 18 June 2010 K D Walker and B C Walker resigned as directors of the company. On the same date T J K Barnes and S M Brown were appointed directors of the company.

S M Brown was appointed secretary of the Company following the resignation of K D Walker on 18 June 2010.

The following Directors served during the period and up to the date of signing the financial statements:

T J K Barnes
S M Brown

Neither T J K Barnes nor S M Brown had any disclosable interests in the Company during this period.

WESTWOOD GARDEN CENTRE LIMITED

DIRECTORS' REPORT FOR THE 78 WEEKS ENDED 28 FEBRUARY 2011 (continued)

Statement of Directors' responsibilities

The Directors are responsible for preparing the directors 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 the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 the profit or loss of the Company for that period.

In preparing these financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable United Kingdom 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 the financial statements comply with the Companies Act 2006. 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.

Disclosure of information to auditors

Each Director who is a director of the Company at the date of approval of this Annual Report confirms that

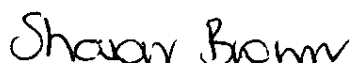
- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- he/she has taken all the steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent auditors

The independent auditors of the Company, PricewaterhouseCoopers LLP, have expressed a willingness to continue in office as auditors.

On behalf of the Board

23 November 2011



S M Brown

Director

Westwood Garden Centre Limited

Registered Number 5110406

Registered office: Dobbies Garden Centres Limited, Hyde End Road, Shinfield, Berkshire, RG9 2ER

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WESTWOOD GARDEN CENTRE LIMITED

We have audited the financial statements of Westwood Garden Centre Limited for the 78 weeks ended 28 February 2011 which comprise the Profit and Loss Account, the Balance Sheet, and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of Directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 4 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.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

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 February 2011 and of its profit for the period then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

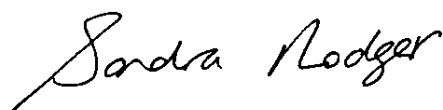
Opinion on other matters prescribed by the Companies Act 2006

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.

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.



Sandra Rodger (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Edinburgh
23 November 2011

WESTWOOD GARDEN CENTRE LIMITED

PROFIT AND LOSS ACCOUNT FOR THE 78 WEEKS ENDED 28 FEBRUARY 2011

	Note	78 weeks to 28 February 2011 £	Unaudited 52 weeks to 31 August 2009 £
Turnover	1,2	5,709	5,375
Cost of sales		-	-
Gross profit		5,709	5,375
Administrative expenses		(4,484)	(5,429)
Operating profit/(loss)	3	1,225	(54)
Interest payable and similar charges	5	(770)	(1,937)
Profit/(loss) on ordinary activities before taxation		455	(1,991)
Tax on profit/(loss) on ordinary activities	6	-	-
Profit/(loss) for the financial period	12	455	(1,991)

There are no recognised gains or losses other than those shown in the Profit and Loss Account above

There are no material differences between the profit/(loss) on ordinary activities before taxation and the profit/(loss) for the periods stated above and their historical cost equivalents

The company has ceased trading and is now dormant. As a result, the above relates to wholly discontinued activities

The notes on pages 8 to 11 form part of these financial statements

WESTWOOD GARDEN CENTRE LIMITED

BALANCE SHEET AS AT 28 FEBRUARY 2011

		28 February 2011 £	Unaudited 31 August 2009 £
	Note		
Fixed assets			
Tangible assets	7	-	293,000
		-	293,000
Current assets			
Debtors – amounts falling due within one year	8	3,000	1,326
Cash at bank and in hand		-	2,019
		3,000	3,345
Creditors – amounts falling due within one year	9	-	(3,800)
Net current assets/(liabilities)		3,000	(455)
Creditors - amounts falling due after more than one year	10	-	(290,000)
Net assets		3,000	2,545
Capital and reserves			
Called up share capital	11	100	100
Profit and loss account	12	2,900	2,445
Total shareholders' funds	13	3,000	2,545

The financial statements on pages 6 to 11 were approved by the board of Directors on 23 November 2011 and were signed on its behalf by

Sharon Brown

S M Brown
Director
Westwood Garden Centre Limited
Registered Number 5110406

WESTWOOD GARDEN CENTRE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 78 WEEKS ENDED 28 FEBRUARY 2011

1. ACCOUNTING POLICIES

Basis of preparation of financial statements

The financial statements are prepared in accordance with applicable United Kingdom accounting standards, under the historical cost convention and in accordance with the Companies Act 2006. The Company's principal accounting policies have been applied consistently during the period except for the amendment set out below.

In accordance with FRS 2 "Accounting for Subsidiary Undertakings" and Section 400 of the Companies Act 2006, group financial statements have not been prepared because the Company is a wholly owned subsidiary of Tesco PLC, incorporated in England and Wales.

Going concern

The company transferred its trade, assets and liabilities to its parent company during the period and has ceased trading. All assets and liabilities were transferred to the parent company at book value. The financial statements have been prepared on a going concern basis as the company will continue to operate on this basis until all assets have been settled.

Cash flow statement

The Company is a wholly owned subsidiary of Tesco PLC and is included in the consolidated financial statements of Tesco PLC which are publicly available. Consequently the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1 (Revised 1996).

Tangible fixed assets and capitalised interest

Tangible fixed assets are carried at historic purchase cost less accumulated depreciation. They include amounts in respect of interest paid on funds specifically related to the financing of assets and other costs incurred in bringing the asset to its working condition for its intended use. Interest is capitalised on a gross basis.

Turnover

Turnover represents amounts derived from the provision of goods and services which fall within the company's ordinary activities after deduction of trade discounts and value added tax. The turnover and pre-tax profit, all of which arises in the United Kingdom, is attributable to one activity, the operation of a garden centre.

Current taxation

The amount included in the Profit and Loss Account is based on the profit or loss on ordinary activities before taxation and is calculated at current local tax rates, taking into account timing differences and the likelihood of realisation of deferred tax assets and liabilities.

Group relief on taxation

The Company may receive or surrender group relief from group companies without payment and consequently there may be no tax charge in the Profit and Loss Account.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date and which could give rise to an obligation to pay more or less taxation in the future. Deferred tax assets are recognised to the extent that they are regarded as recoverable. They are regarded as recoverable to the extent that, on the basis of all available evidence, it is regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax is measured on a non-discounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws substantively enacted at the Balance Sheet date.

WESTWOOD GARDEN CENTRE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 78 WEEKS ENDED 28 FEBRUARY 2011 (continued)

2. SEGMENTAL REPORTING

The Company operates within one business segment being that of garden centre retailing with business wholly transacted in the United Kingdom

3. OPERATING PROFIT/(LOSS)

	78 weeks to 28 February 2011 £	Unaudited 52 weeks to 31 August 2009 £
Operating profit/(loss) is stated after charging,		
Directors fees	6,000	4,000
Professional fees	-	700

The audit fees are borne by the immediate parent company, Dobbies Garden Centres Limited

4. DIRECTORS' EMOLUMENTS

Emoluments paid to the former Directors in respect of their services to the company during the 78 weeks ended 28 February 2011 were £6,000 (52 weeks ended 31 August 2009 £4,000) The remuneration of Directors in respect of their services to Dobbies Garden Centres Limited is disclosed in the financial statements of the immediate parent company

5. INTEREST PAYABLE AND SIMILAR CHARGES

	78 weeks to 28 February 2011 £	Unaudited 52 weeks to 31 August 2009 £
Other interest payable	770	1,937
	770	1,937

6. TAX ON PROFIT/(LOSS) ON ORDINARY ACTIVITIES

	78 weeks to 28 February 2011 £	Unaudited 52 weeks to 31 August 2009 £
Tax on profit/(loss) on ordinary activities	-	-

The tax losses as at 18 June 2010 are transferred out under s944 CTA 2010

WESTWOOD GARDEN CENTRE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 78 WEEKS ENDED 28 FEBRUARY 2011 (continued)

7. TANGIBLE ASSETS

	Land and Buildings	Total
	£	£
Cost		
At 1 September 2009 (unaudited)	293,000	293,000
Transfer to parent company on hive up of trade and assets	(293,000)	(293,000)
At 28 February 2011	-	-
Net book value		
At 28 February 2011	-	-
At 1 September 2009 (unaudited)	293,000	293,000

8. DEBTORS – AMOUNTS FALLING DUE WITHIN ONE YEAR

	As at 28 February 2011	Unaudited As at 31 August 2009
	£	£
Amounts owed by parent undertaking	3,000	-
Corporation tax debtor	-	1,326
	3,000	1,326

The amounts owed by parent undertaking have no fixed repayment terms

9. CREDITORS – AMOUNTS FALLING DUE WITHIN ONE YEAR

	As at 28 February 2011	Unaudited As at 31 August 2009
	£	£
Accruals and deferred income	-	3,800
	-	3,800

10. CREDITORS – AMOUNTS FALLING DUE AFTER ONE YEAR

	As at 28 February 2011	Unaudited As at 31 August 2009
	£	£
Shareholders' loan	-	200,000
Bank loan	-	90,000
	-	290,000

The HSBC bank loan was repaid by the Shareholders' in full on 10 September 2009 The Shareholders' loan was repaid on 18 June 2010

WESTWOOD GARDEN CENTRE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE 78 WEEKS ENDED 28 FEBRUARY 2011 (continued)

11. CALLED UP SHARE CAPITAL

	As at 28 February 2011 £	Unaudited As at 31 August 2009 £
Authorised		
100 Ordinary shares of £1 each (2009 100)	100	100
Allotted and fully paid		
100 Ordinary shares of £1 each (2009 100)	100	100

12. PROFIT AND LOSS ACCOUNT

	Profit and loss account £
As at 1 September 2009 (unaudited)	2,445
Retained profit for the financial period	455
As at 28 February 2011	2,900

13. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	As at 28 February 2011 £	Unaudited As at 31 August 2009 £
Profit/(loss) for the financial period	455	(1,991)
Opening shareholders' funds	2,545	4,536
Closing shareholders' funds	3,000	2,545

14. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

Following the acquisition during the period, the Company's immediate parent undertaking is Dobbies Garden Centres Limited

The Company's ultimate parent undertaking and controlling party is Tesco PLC, which is registered in England and Wales, and is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of the Tesco PLC financial statements can be obtained from the Company Secretary, Tesco PLC, Tesco House, PO Box 18, Delamare Road, Cheshunt, Hertfordshire, EN8 9SL

15. RELATED PARTY TRANSACTIONS

Transactions with other subsidiary companies within the group are not disclosed as the Company has taken advantage of the exemption under paragraph 3(c) of FRS 8 "Related Party Disclosures", as the consolidated financial statements of Tesco PLC, in which the Company is included, are available at the address noted in note 14