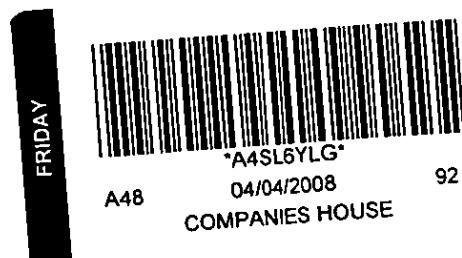


Wittington Investments (Bestport) Limited

**Directors' report and financial
statements**

Registered number 5724605

15 September 2007



Contents

Directors' report	1
Statement of directors' responsibilities	2
Independent auditors' report to the members of Wittington Investments (Bestport) Limited	3
Profit and loss account	4
Balance sheet	5
Notes	6

Directors' report

The directors present their annual report and the audited financial statements for the period ended 15 September 2007

Principal activity

The principal activity is that of an investment company

Business review and future developments

During the period the main activity of the company remained unchanged and the directors expect that any future developments will be related to this activity

Trading results, dividends and transfer to reserves

The profit and loss account for the period is set out on page 4 The loss on ordinary activities after tax amounted to £19,474 (2006 £nil)

No dividend is recommended for the period (2006 £nil)

Disclosure of information to auditors

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 auditors are 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 auditors are aware of that information

Directors and directors' interests

The directors who held office during the period were as follows

Guy Weston
Charles Mason

Notification of an interest in the shares of this company and shares in or debentures of other group companies by Guy Weston was not required because at the end of the period he was also a director of a company of which this company is a wholly owned subsidiary undertaking Charles Mason notified no interests

No director had at any time during the period any material interest in a contract with the company

By order of the board



Richard Grayson
Secretary

Weston Centre
10 Grosvenor Street
London
W1K 4QY

10 March 2008

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

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

The financial statements are required by law to 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 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, 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 that 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 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.



KPMG Audit Plc
PO Box 695
8 Salisbury Square
London
EC4Y 8BB

Independent auditors' report to the members of Wittington Investments (Bestport) Limited

We have audited the financial statements of Wittington Investments (Bestport) Limited for the 52 weeks ended 15 September 2007 which comprise the profit and loss account, the balance sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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 auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the statement of directors' responsibilities on page 2.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 Companies Act 1985. We also report to you whether in our opinion the information given in the directors' report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 judgments 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, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 15 September 2007 and of its loss for the 52 weeks then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the directors' report is consistent with the financial statements.

KPMG Audit Plc

KPMG Audit Plc
Chartered Accountants
Registered Auditor

10 March 2008

Profit and loss account

for the 52 weeks ended 15 September 2007

	<i>Note</i>	52 weeks ended 15 September 2007	Period ended 16 September 2006
Administrative expenses		(19,474)	-
Operating loss		(19,474)	-
Loss on ordinary activities before tax		(19,474)	-
Tax on (loss)/ profit on ordinary activities		-	-
Loss on ordinary activities after tax		(19,474)	-

There are no recognised gains or losses other than the loss for the period

There is no material difference between the company's results as reported and on an historical cost basis
 Accordingly no note of historical cost profits and losses has been prepared

The loss on ordinary activities before tax relates entirely to continuing activities

Balance sheet

at 15 September 2007

	Note	15 September 2007 £	16 September 2006 £
Current assets			
Investments	4	277,456	74 609
		<u>277,456</u>	<u>74 609</u>
Creditors' amounts falling due within one year	5	(296,928)	(74 607)
		<u>(296,928)</u>	<u>(74 607)</u>
Net current assets		<u>(19,472)</u>	<u>2</u>
Capital and reserves			
Called up share capital	6	2	2
Profit and loss account		(19,474)	-
		<u>(19,472)</u>	<u>-</u>
Shareholders' funds – equity interests	7	<u>(19,472)</u>	<u>2</u>

These financial statements were approved by the board of directors on 10 March 2008 and were signed on its behalf by



Guy Weston
 Director

Notes

(forming part of the financial statements)

1 Accounting reference date

The accounting reference date of the company is the Saturday nearest to 15 September. Accordingly, these financial statements have been prepared to 15 September 2007.

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

Under Financial Reporting Standard 1 (revised) the company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a wholly owned subsidiary undertaking. A group cash flow statement is included in the financial statements of Wittington Investments Limited.

Under Financial Reporting Standard 8 the company is exempt from the requirement to disclose transactions with entities that are part of the group headed by Wittington Investments Limited, as 90% or more of the voting rights of the company are controlled within that group and the company was included in the consolidated financial statements of the group, which are publicly available.

Wittington Investments Limited has provided the company with an undertaking that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the company and in particular will not seek repayment of the amounts currently made available. This should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any company placing its reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

3 Operating costs

No charge was made during the period in respect of auditors' remuneration. The auditors' remuneration is borne by the parent company.

The directors received no emoluments in respect of their services to the company.

Notes (continued)

4 Current asset investments

	£
Cost	
At beginning of period	74,609
Additions during the period	202,847
	<hr/>
At end of period	277,456
Provisions	
At start and end of period	-
	<hr/>
Net book value	277,456
At 15 September 2007	
	<hr/>
At 16 September 2006	74,609
	<hr/>

5 Creditors

	15 September 2007 £	16 September 2006 £
Amounts falling due within one year		
Amounts owed to group undertakings		
Parent and fellow subsidiary undertakings	296,928	74,607
	<hr/>	<hr/>
	296,928	74,607
	<hr/>	<hr/>

Notes (continued)

6 Share capital

	15 September 2007 £	16 September 2006 £
Authorised		
100 ordinary shares of £1 each	100	100
	<hr/>	<hr/>
Allotted and called up		
2 ordinary shares of £1 each	2	2
	<hr/>	<hr/>

7 Reconciliation of movement in shareholders' funds

	15 September 2007 £	16 September 2006 £
Opening shareholders' funds	2	2
Net addition to shareholders' funds	(19,474)	-
	<hr/>	<hr/>
Closing shareholders' funds	(19,472)	2
	<hr/>	<hr/>

8 Holding company

The ultimate holding company and controlling party as defined by Financial Reporting Standard 8, is Wittington Investments Limited which is incorporated in Great Britain and registered in England

The group in which the results of the company are consolidated is that headed by Wittington Investments Limited. The consolidated financial statements of Wittington Investments Limited are available to the public and may be obtained from Companies House

9 Registered office

The registered office of the company is Weston Centre, 10 Grosvenor Street, London W1K 4QY