

PETER BARRATT'S (G&S) LIMITED

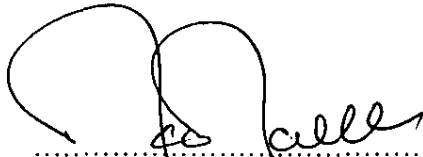
(Registered in England and Wales under company number 06343665)

**STATEMENT MADE IN ACCORDANCE WITH SECTION 644(5) OF THE COMPANIES
ACT 2006**

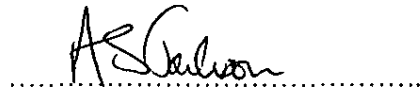
Dated: 19 November 2009

We, the undersigned, being all the directors of Peter Barratt's (G&S) Limited (the "Company") refer to the attached written resolution of the Company passed on 19 November 2009 (the "Resolution Date") and confirm that the Solvency Statement made by us on 19 November 2009, a copy of which is attached to this statement:

- (a) was made no more than 15 days before the Resolution Date; and
- (b) has been provided to members of the Company in accordance with Section 642(2) of the Companies Act 2006.



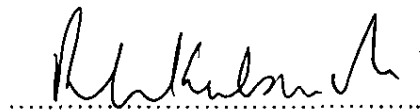
Nicholas Charles Gilmour Marshall



Antonia Scarlett Jenkinson



David Julian Pierpoint



Richard Leon Kozlowski

FRIDAY



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COMPANIES HOUSE

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

PETER BARRATT'S (G&S) LIMITED (the "Company")

(Registered in England and Wales under company number 06343665)

Circulation Date: 19 November 2009

We, the undersigned, being the sole member of the Company entitled to vote on the following resolution on the Circulation Date, hereby agree to the following special resolution set out in accordance with Chapter 2 of Part 13 of the Companies Act 2006.

Special Resolution

1 REDUCTION OF THE SHARE CAPITAL ACCOUNT

That, subject to the passing of this resolution within 15 days of the date of the solvency statement annexed hereto, the capital of the Company be reduced by reducing the share capital account of the Company from £29,717,611.00 to £1.00 (the "**Share Capital Reduction**") by the cancellation of 29,717,610 ordinary shares of £1 each in the capital of the Company. The Share Capital Reduction shall be effected upon the terms that no part of the reserves so arising shall be paid to the members of the Company by way of repayment of capital but shall be credited to the reserves of the Company and shall, subject to the provisions of the Companies Act 2006, form part of the profits of the Company.



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Duly authorised for Wyevale Acquisitions Borrower Limited

Date of agreement to resolution: 19 November 2009

ACCOMPANYING STATEMENT TO PROPOSED WRITTEN RESOLUTION

The directors of Peter Barratt's (G&S) Limited have proposed that the attached written resolution be passed as a special resolution by members pursuant to section 288 of the Companies Act 2006.

How to agree to these resolutions

You can choose to signify your agreement to the proposed written resolution by signing and dating the attached resolution and returning it to the Company using one of the following methods:

- (a) **By hand:** by delivery to Peter Barratt's (G&S) Limited, c/o The Garden Centre Group Holdings Limited, 258 Bath Road, Slough, Berkshire, England, SL1 4DX.
- (b) **By post:** by posting it to Peter Barratt's (G&S) Limited, c/o The Garden Centre Group Holdings Limited, 258 Bath Road, Slough, Berkshire, England, SL1 4DX.
- (c) **By fax:** by faxing it to Peter Barratt's (G&S) Limited marked "For the attention of Antonia Jenkinson".

If you do not agree to the written resolution you do not need to do anything. You will not be deemed to agree if you fail to respond.

What is the deadline for confirming agreement

The attached written resolution must be passed by 16 December 2009 and, if you agree to the resolution contained therein, you must ensure that your agreement reaches us before or on that date by complying with the steps set out above. If not passed by that date, the written resolution will lapse and the agreement of any member signified after that date will be ineffective. If you do not agree to the resolution, you do not need to do anything. Once you have given your agreement in accordance with the steps set out above, you may not revoke such agreement.

Joint Holders

In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company. Seniority is determined by the order in which the names of the joint holders appear in the register of members.

Powers of Attorney

If you are signing this document on behalf of a person under a power of attorney or other authority you must send a copy of the relevant power of attorney when returning this document.

PETER BARRATT'S (G&S) LIMITED

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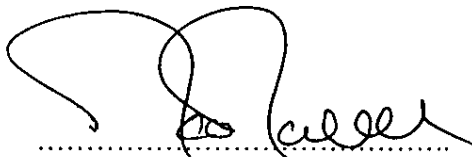
**SOLVENCY STATEMENT UNDER SECTION 643 OF THE COMPANIES ACT 2006 MADE
FOR THE PURPOSES OF SECTION 642 OF THE COMPANIES ACT 2006**

DATED: 19 November 2009

We, the undersigned, being all the directors of Peter Barratt's (G&S) Limited (the "Company") as at the date of this statement have formed the opinion that:

- (a) as at the date of this statement there are no grounds on which the Company could be found to be unable to pay (or otherwise discharge) its debts; and
- (b) the Company will be able to pay (or otherwise discharge) its debts as they fall due during the year immediately following the date of this statement.

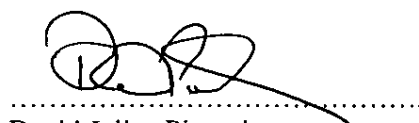
In forming the above opinion, we have taken into account all of the Company's liabilities (including any contingent and prospective liabilities).



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Nicholas Charles Gilmour Marshall



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Antonia Scarlett Jenkinson



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David Julian Pierpoint



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Richard Leon Kozlowski