

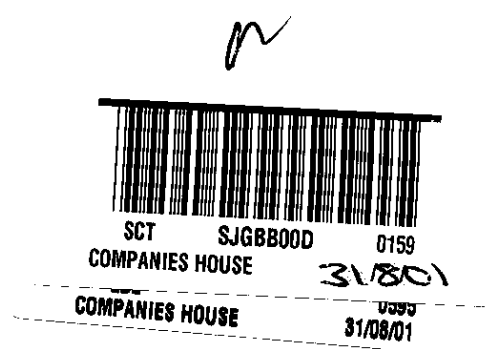
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MD (1995) GROUP LIMITED

DIRECTORS REPORT AND FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 29 OCTOBER 2000

The Company's registered number is 91771



MD (1995) GROUP LIMITED

DIRECTORS' REPORT

The directors present their annual report on the affairs of the company, together with the accounts for the period ended 29 October 2000.

PRINCIPAL ACTIVITY

The Company has remained dormant throughout the period. 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 period are set out in the accompanying financial statements.

The directors do not recommend payment of a dividend (1999 - nil).

DIRECTORS AND THEIR INTERESTS

The directors who served during the period were:

S H Bhote	(Appointed 18/10/00)
W J Hoskins	(Resigned 08/01/01)
K R Stokes-Smith	-
R A Brennan	(Resigned 11/01/01)

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

W J Hoskins was a director of Wickes Limited and his interests in the share capital of group undertakings are shown in the financial statements of Wickes Limited for the period ended 29 October 2000.

The other directors who held office at 29 October 2000 had the following interest in the shares of Wickes Limited:

Director	Wickes Limited Ordinary shares Holdings		29 Oct 2000
	1 Jan 2000	Bought/(sold)	
R A Brennan	1,565	(1,565)	-
K R Stokes-Smith	4,096	(4,096)	-

MD (1995) GROUP LIMITED

DIRECTORS AND THEIR INTERESTS (Continued)

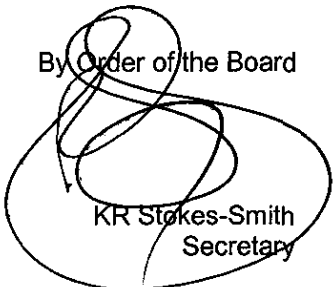
Director	Wickes Limited Ordinary shares Options 50p		
	1 Jan 2000	Exercised in the period	29 Oct 2000
R A Brennan	19,098	(15,000)	4,098
K R Stokes-Smith	19,098	(15,000)	4,098

AUDITORS

The company was dormant within the meaning of section 252 of the Companies Act 1985, throughout the period to 29 October 2000 and accordingly its accounts have not been audited.

Registered Office
c/o Haig Scott & Co w.s.
Struan House
16 Corstophine Road
Edinburgh EH12 6HN

By Order of the Board



K R Stokes-Smith
Secretary

16 June 2001

MD (1995) GROUP 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.*

MD (1995) GROUP LIMITED

BALANCE SHEET AS AT 29 OCTOBER 2000

	Notes	2000 £'000	1999 £'000
FIXED ASSET INVESTMENTS	3	-	-
NET ASSETS		-	-
EQUITY CAPITAL AND RESERVES			
Called-up share capital	4	1,416	1,416
Share premium account		20,689	20,689
Profit and loss account		(22,105)	(22,105)
		-	-

- (A) For the period ended 29 October 2000 the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.
- (B) *Members have not required the company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.*
- (C) The directors acknowledge their responsibility for:
- Ensuring the company keeps accounting records which comply with section 221; and
 - Preparing accounts which give a true and fair view of the state of affairs of the company as at the end of the financial period, and of its profit or loss for the financial period, in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

The financial statements on pages 4 to 6 were approved by the Board on 16 June 2001 and signed on its behalf by



S H Bhote
Director

MD (1995) GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS - 29 OCTOBER 2000

1 ACCOUNTING POLICIES

Basis of accounting

The financial statements 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 Focus Group Ltd, which is registered in England and Wales, and which has prepared consolidated financial statements which include the financial statements of the Company for the period and which contain a cash flow statement.

Investments

Fixed asset investments are shown at cost and represent shares in subsidiary undertakings. Provisions are made for impairment in value. Group accounts are not submitted as the Company is a wholly owned subsidiary of a company incorporated in Great Britain.

2 PROFIT AND LOSS ACCOUNT

The Company has not traded during the period, or the prior year, and accordingly no profit and loss account has been prepared.

None of the directors received any remuneration during the period for their services to the Company (1999 - nil), and there were no employees or related staff costs (1999 - nil).

3 FIXED ASSET INVESTMENTS

Group undertakings	2000 £'000	1999 £'000
COST		
1 January and 29 October	22,214	22,214
PROVISION		
1 January and 29 October	(22,214)	(22,214)
NET BOOK VALUE	-	-

MD (1995) GROUP LIMITED

NOTES TO THE FINANCIAL STATEMENTS - 29 OCTOBER 2000 (Continued)

3 FIXED ASSET INVESTMENTS (Continued)

At 29 October 2000, the Company's principal subsidiaries are:

Company	% Held	Country of incorporation	Activity
* MD (1995) Ltd	100	England	Holding company
PK Dor Limited	100	England	Dormant
Malden Timber Limited	100	England	Dormant
MD (Northern) Limited	100	England	Dormant

* Directly owned

A full list of subsidiary undertakings will be filed with the Registrar of Companies.

4 CALLED-UP SHARE CAPITAL

	2000 £'000	1999 £'000
Authorised, allotted, called-up and fully-paid 1,416,000 ordinary shares of £1 each	1,416	1,416

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 additional liabilities to the Company.

The Company, its ultimate parent company, and a number of fellow subsidiary undertakings act as guarantors to borrowing facilities entered into by its ultimate parent company. No liability under this guarantee existed at 29 October 2000.

6 ULTIMATE PARENT COMPANY

The Company's ultimate holding company is Focus Group Limited. Copies of the group financial statements can be obtained from Companies House, Crown Way, Cardiff CF14 3UZ.

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 Focus Group Limited, in which the Company is included, are available at the address noted above.