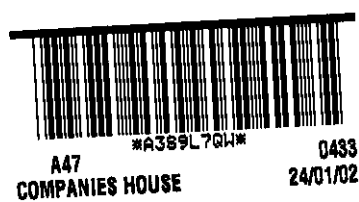


REGISTERED NUMBER: 2466472 (England and Wales)

ABBREVIATED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2001

FOR

R DELAMORE LIMITED



**CONTENTS OF THE FINANCIAL STATEMENTS
for the year ended 31 March 2001**

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R DELAMORE LIMITED

COMPANY INFORMATION
for the year ended 31 March 2001

DIRECTORS: P J Wood
D R Payne

SECRETARY: M D Bliss

REGISTERED OFFICE: Sutton Road
Wisbech
Cambridgeshire
PE13 5DR

REGISTERED NUMBER: 2466472 (England and Wales)

AUDITORS: Hayes & Co
Chartered Accountants
Registered Auditors
4 St. Andrews Place
Blackburn
Lancashire
BB1 8AL

R DELAMORE LIMITED

REPORT OF THE DIRECTORS for the year ended 31 March 2001

The directors present their report with the financial statements of the company for the year ended 31 March 2001.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of the production of cuttings and young plants.

REVIEW OF BUSINESS

The results for the year and financial position of the company are as shown in the annexed financial statements.

The directors expect the company to remain profitable.

DIVIDENDS

Interim dividends per share were paid as follows:

Ordinary 'A' 50p shares	55.00p
Ordinary 50p shares	55.00p

The directors recommend final dividends per share as follows:

Ordinary 'A' 50p shares	60.30p
Ordinary 50p shares	60.30p

The total distribution of dividends for the year ended 31 March 2001 will be £230,609.

DIRECTORS

The directors during the year under review were:

P J Wood
D R Payne

The beneficial interests of the directors holding office on 31 March 2001 in the issued share capital of the company were as follows:

	31.3.01	1.4.00
Ordinary 50p shares		
P J Wood	100,200	100,200

CLOSE COMPANY STATUS

The company is a close company within the provisions of the Income and Corporation Taxes Act 1988.

R DELAMORE LIMITED

REPORT OF THE DIRECTORS for the year ended 31 March 2001

STATEMENT OF 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;
- 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.

AUDITORS

The auditors, Hayes & Co, will be proposed for re-appointment in accordance with Section 385 of the Companies Act 1985.

ON BEHALF OF THE BOARD:



.....
M D Bliss - SECRETARY

Dated:

30/11/2001

R DELAMORE LIMITED

**REPORT OF THE INDEPENDENT AUDITORS TO
R DELAMORE LIMITED
UNDER SECTION 247B OF THE COMPANIES ACT 1985**

We have examined the abbreviated financial statements on pages five to seventeen, together with the full financial statements of the company for the year ended 31 March 2001 prepared under Section 226 of the Companies Act 1985.

Respective responsibilities of directors and auditors

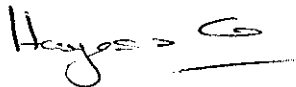
The directors are responsible for preparing the abbreviated financial statements in accordance with Section 246A of the Companies Act 1985. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated financial statements prepared in accordance with Section 246A(3) of the Act to the Registrar of Companies and whether the financial statements to be delivered are properly prepared in accordance with that provision and to report our opinion to you.

Basis of audit opinion

We have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated financial statements and that the abbreviated financial statements to be delivered are properly prepared. The scope of our work for the purpose of this report did not include examining or dealing with events after the date of our report on the full financial statements.

Opinion

In our opinion the company is entitled to deliver abbreviated financial statements prepared in accordance with Section 246A(3) of the Companies Act 1985, and the abbreviated financial statements on pages five to seventeen are properly prepared in accordance with that provision.



Hayes & Co
Chartered Accountants
Registered Auditors
4 St. Andrews Place
Blackburn
Lancashire
BB1 8AL

Dated: 30 November 2001

R DELAMORE LIMITED

ABBREVIATED PROFIT AND LOSS ACCOUNT
for the year ended 31 March 2001

		2001		2000	
	Notes	£	£	£	£
GROSS PROFIT			1,499,593		1,220,730
Distribution costs		292,636		238,360	
Administrative expenses		<u>476,348</u>		<u>397,613</u>	
			768,984		635,973
OPERATING PROFIT	3		730,609		584,757
Interest receivable and similar income	4		<u>54,784</u>		<u>29,471</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION			785,393		614,228
Tax on profit on ordinary activities	5		<u>277,029</u>		<u>209,419</u>
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION			508,364		404,809
Dividends	6		<u>230,609</u>		<u>159,893</u>
			277,755		244,916
Retained profit brought forward			<u>1,914,801</u>		<u>1,669,885</u>
RETAINED PROFIT CARRIED FORWARD			<u><u>£2,192,556</u></u>		<u><u>£1,914,801</u></u>

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current and previous years.

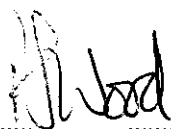
TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profits for the current and previous years.

R DELAMORE LIMITED
ABBREVIATED BALANCE SHEET
31 March 2001

		2001		2000	
	Notes	£	£	£	£
FIXED ASSETS:					
Intangible assets	7		259,692		288,552
Tangible assets	8		680,245		870,963
Investments	9		<u>238,904</u>		<u>208,259</u>
			1,178,841		1,367,774
CURRENT ASSETS:					
Stocks	10	804,717		693,978	
Debtors	11	2,225,848		1,655,550	
Cash at bank		<u>-</u>		<u>66,683</u>	
		3,030,565		2,416,211	
CREDITORS: Amounts falling due within one year	12	<u>1,861,713</u>		<u>1,714,047</u>	
NET CURRENT ASSETS:			<u>1,168,852</u>		<u>702,164</u>
TOTAL ASSETS LESS CURRENT LIABILITIES:			<u>£2,347,693</u>		<u>£2,069,938</u>
CAPITAL AND RESERVES:					
Called up share capital	15		100,000		100,000
Other reserves	16		55,137		55,137
Profit and loss account			<u>2,192,556</u>		<u>1,914,801</u>
SHAREHOLDERS' FUNDS:	18		<u>£2,347,693</u>		<u>£2,069,938</u>

These abbreviated financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to medium-sized companies.

ON BEHALF OF THE BOARD:


P J Wood - DIRECTOR

Approved by the Board on 30/11/2001

The notes form part of these financial statements

R DELAMORE LIMITED

CASH FLOW STATEMENT
for the year ended 31 March 2001

		<u>2001</u>	<u>2000</u>
	Notes	£	£
Net cash inflow from operating activities	1	469,944	931,619
Returns on investments and servicing of finance	2	54,784	29,471
Taxation		(104,546)	(134,715)
Capital expenditure and financial investment	2	(139,271)	(444,054)
Equity dividends paid		<u>(209,897)</u>	<u>(180,838)</u>
		71,014	201,483
Financing	2	<u>(345,285)</u>	<u>(150,000)</u>
(Decrease)/Increase in cash in the period		<u>£(274,271)</u>	<u>£51,483</u>
<hr/>			
Reconciliation of net cash flow to movement in net funds	3		
(Decrease)/Increase in cash in the period		<u>(274,271)</u>	<u>51,483</u>
Change in net funds resulting from cash flows		<u>(274,271)</u>	<u>51,483</u>
Movement in net funds in the period		<u>(274,271)</u>	<u>51,483</u>
Net funds at 1 April		<u>66,683</u>	<u>15,200</u>
Net (debt)/funds at 31 March		<u>£(207,588)</u>	<u>£66,683</u>

The notes form part of these financial statements

R DELAMORE LIMITED**NOTES TO THE CASH FLOW STATEMENT
for the year ended 31 March 2001****1. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES**

	2001 £	2000 £
Operating profit	730,609	584,757
Depreciation charges	328,204	385,765
Increase in stocks	(110,739)	(170,789)
Increase in debtors	(225,013)	(156,550)
(Decrease)/Increase in creditors	<u>(253,117)</u>	<u>288,436</u>
Net cash inflow from operating activities	<u>469,944</u>	<u>931,619</u>

2. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	2001 £	2000 £
Returns on investments and servicing of finance		
Interest received	<u>54,784</u>	<u>29,471</u>
Net cash inflow for returns on investments and servicing of finance	<u>54,784</u>	<u>29,471</u>
Capital expenditure and financial investment		
Purchase of tangible fixed assets	(108,626)	(235,795)
Purchase of shares in subsidiary companies	<u>(30,645)</u>	<u>(208,259)</u>
Net cash outflow for capital expenditure	<u>(139,271)</u>	<u>(444,054)</u>
Financing		
Loans to subsidiary companies	<u>(345,285)</u>	<u>(150,000)</u>
Net cash outflow from financing	<u>(345,285)</u>	<u>(150,000)</u>

R DELAMORE LIMITED**NOTES TO THE CASH FLOW STATEMENT
for the year ended 31 March 2001****3. ANALYSIS OF CHANGES IN NET FUNDS**

	At 1.4.00 £	Cash flow £	At 31.3.01 £
Net cash:			
Cash at bank	66,683	(66,683)	-
Bank overdraft	<u>-</u>	<u>(207,588)</u>	<u>(207,588)</u>
	<u>66,683</u>	<u>(274,271)</u>	<u>(207,588)</u>
 Total	 <u>66,683</u>	 <u>(274,271)</u>	 <u>(207,588)</u>
 Analysed in Balance Sheet			
Cash at bank	66,683		-
Bank overdraft	<u>-</u>		<u>(207,588)</u>
	<u>66,683</u>		<u>(207,588)</u>

The notes form part of these financial statements

R DELAMORE LIMITED

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS for the year ended 31 March 2001

1. ACCOUNTING POLICIES

Basis of preparing the financial statements

In accordance with Section 248 of the Companies Act 1985, the group qualifies as a medium sized group and hence the company is exempt from the requirement to prepare group financial statements.

Accounting convention

The financial statements have been prepared under the historical cost convention.

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax.

Goodwill

Purchased goodwill is capitalised and amortised on a straight-line basis over 20 years. Goodwill is the difference between the amounts paid on the acquisition of the business and the aggregate fair value of its separable net assets. It is being written off in equal instalments over its estimated economic life of 20 years.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Freehold property	- 12.5% on cost
Plant and machinery	- 25% on cost
Greenhouses	- 12.5% on cost
Motor vehicles	- 25% on cost

Freehold land is not depreciated.

Stocks

Stocks are stated at the lower of cost and net realisable value. Cost is based on purchase cost on a first-in, first-out basis, plus a reasonable proportion of propagation overheads based on normal levels of activity, where applicable. Net realisable value is based on estimated normal selling price, less further costs expected to be incurred to completion and disposal. Provision is made for obsolete, slow-moving or defective items where appropriate.

Deferred taxation

Provision is made at current rates for taxation deferred in respect of all material timing differences except to the extent that, in the opinion of the directors, there is reasonable probability that the liability will not arise in the foreseeable future.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account as incurred.

Investments

Fixed asset investments are shown at cost less provision for impairment.

Government grants

Grants received as a contribution towards expenditure on fixed assets are treated as deferred income which is credited to the profit and loss account by instalments over the expected useful economic life of the related asset on a basis consistent with the depreciation policy.

R DELAMORE LIMITED

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS for the year ended 31 March 2001

2. STAFF COSTS

	2001 £	2000 £
Wages and salaries	1,146,721	1,013,496
Social security costs	<u>82,102</u>	<u>70,282</u>
	<u>1,228,823</u>	<u>1,083,778</u>

The average monthly number of employees during the year was as follows:

	2001	2000
Production	81	73
Sales	1	1
Administration	<u>6</u>	<u>6</u>
	<u>88</u>	<u>80</u>

3. OPERATING PROFIT

The operating profit is stated after charging:

	2001 £	2000 £
Hire of plant and machinery	2,784	2,689
Depreciation - owned assets	299,344	356,905
Goodwill written off	28,860	28,860
Auditors' remuneration	5,500	10,515
Operating lease - land	<u>90,041</u>	<u>87,418</u>
	<u>131,072</u>	<u>131,815</u>

Profit on ordinary activities is stated after crediting £1,096 (2000- £750) for the amortisation of government grants.

Directors' emoluments, as stated above, include £7,810 paid as Fees in respect of director's services (2000: £6,800).

4. INTEREST RECEIVABLE AND SIMILAR INCOME

	2001 £	2000 £
Deposit account interest	5,588	10,316
Rent received	-	3,467
Interest on subsidiary company loans	33,520	3,501
Interest charged on overdue debtor accounts	<u>15,676</u>	<u>12,187</u>
	<u>54,784</u>	<u>29,471</u>

R DELAMORE LIMITED

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS for the year ended 31 March 2001

5. TAXATION

The tax charge on the profit on ordinary activities for the year was as follows:

	2001 £	2000 £
UK corporation tax	268,441	204,488
Adjustment in respect of prior years	<u>8,588</u>	<u>4,931</u>
	<u>277,029</u>	<u>209,419</u>

Deferred tax arises as an asset of £45,059 (2000 - £21,456) and as such has not been accounted for in the financial statements.

6. DIVIDENDS

	2001 £	2000 £
Equity shares:		
90,000 Ordinary 'A' shares of 50p		
Interim paid of 55p per share (2000-30p per share)	49,500	27,000
Final proposed of 60.3p per share (2000-49.95p per share)	54,274	44,952
110,000 Ordinary shares of 50p		
Interim paid of 55p per share (2000-30p per share)	60,500	33,000
Final proposed of 60.3p per share (2000-49.95p per share)	66,335	54,941
	<u>230,609</u>	<u>159,893</u>

7. INTANGIBLE FIXED ASSETS

	Goodwill £
COST:	
At 1 April 2000	
and 31 March 2001	<u>560,500</u>
AMORTISATION:	
At 1 April 2000	271,948
Charge for year	<u>28,860</u>
At 31 March 2001	<u>300,808</u>
NET BOOK VALUE:	
At 31 March 2001	<u>259,692</u>
At 31 March 2000	<u>288,552</u>

R DELAMORE LIMITED

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS for the year ended 31 March 2001

8. TANGIBLE FIXED ASSETS

	Freehold property	Plant and machinery	Green- houses	Motor vehicles	Totals
	£	£	£	£	£
COST:					
At 1 April 2000	238,293	1,249,115	1,173,723	111,099	2,772,230
Additions	<u>3,247</u>	<u>98,898</u>	<u>6,481</u>	<u>-</u>	<u>108,626</u>
At 31 March 2001	<u>241,540</u>	<u>1,348,013</u>	<u>1,180,204</u>	<u>111,099</u>	<u>2,880,856</u>
DEPRECIATION:					
At 1 April 2000	13,523	1,073,080	732,689	81,975	1,901,267
Charge for year	<u>7,451</u>	<u>151,760</u>	<u>122,225</u>	<u>17,908</u>	<u>299,344</u>
At 31 March 2001	<u>20,974</u>	<u>1,224,840</u>	<u>854,914</u>	<u>99,883</u>	<u>2,200,611</u>
NET BOOK VALUE:					
At 31 March 2001	<u>220,566</u>	<u>123,173</u>	<u>325,290</u>	<u>11,216</u>	<u>680,245</u>
At 31 March 2000	<u>224,770</u>	<u>176,035</u>	<u>441,034</u>	<u>29,124</u>	<u>870,963</u>

Included in land and buildings is freehold land valued at £170,677 (2000 - £170,677) which is not depreciated.

9. FIXED ASSET INVESTMENTS

	£
COST:	
At 1 April 2000	208,259
Additions	<u>30,645</u>
At 31 March 2001	<u>238,904</u>
NET BOOK VALUE:	
At 31 March 2001	<u>238,904</u>
At 31 March 2000	<u>208,259</u>
	2001
	£
Unlisted investments	<u>238,904</u>
	2000
	£
	<u>208,259</u>

R DELAMORE LIMITED

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS for the year ended 31 March 2001

9. FIXED ASSET INVESTMENTS - continued

The company's investments at the balance sheet date in the share capital of unlisted companies comprise the following:

Ornamental Plants Limited

Country of incorporation: England and Wales

Nature of business: Flower plant producers.

Class of shares:	% holding
Ordinary shares	69.3

	2001 £
Aggregate capital and reserves	173,551
Profit for the year	<u>61,548</u>

Delamore (Guernsey) Limited

Country of incorporation: Guernsey

Nature of business: Propagation of young plants

Class of shares:	% holding
Ordinary shares	99.0

	2001 £
Aggregate capital and reserves	5,948
Loss for the year	<u>(4,052)</u>

During the year the company acquired a further 2,750 shares in Ornamental Plants Ltd for a cash consideration of £13,750, giving the company a holding of 69.3%. In May 2000 the company created a subsidiary company, Delamore (Guernsey) Ltd, based in Guernsey. 99 ordinary shares, out of an issued share capital of 100 ordinary shares, were acquired, giving the company a holding of 99%.

10. STOCKS

	2001 £	2000 £
Stock	<u>804,717</u>	<u>693,978</u>

There is no material difference between the balance sheet value of stocks and their replacement cost.

R DELAMORE LIMITED

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS for the year ended 31 March 2001

11. DEBTORS

	2001 £	2000 £
Amounts falling due within one year:		
Trade debtors	1,421,601	1,353,254
Other debtors	37,022	-
Prepayments	11,170	21,926
Amounts owed by subsidiary companies	<u>260,770</u>	<u>130,370</u>
	<u>1,730,563</u>	<u>1,505,550</u>
Amounts falling due after more than one year:		
Amount owed by subsidiary companies	<u>495,285</u>	<u>150,000</u>
	<u>495,285</u>	<u>150,000</u>
Aggregate amounts	<u>2,225,848</u>	<u>1,655,550</u>

Amount owed by subsidiary companies falling due after one year represents a loan of £460,500 to Ornamental Plants Limited, of which £140,000 is repayable within 12 months leaving £320,500 repayable after 12 months. A further loan of £174,785 is repayable by Delamore (Guernsey) Ltd after 12 months.

The subsidiary loan accounts bear interest at 2.5% p.a. above the base rate of National Westminster Bank plc.

12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2001 £	2000 £
Bank loans and overdrafts (see note 13)	207,588	-
Trade creditors	738,157	891,822
Amount owed to subsidiary company	28,192	1,706
Dividend proposed	120,605	99,893
Social security & other taxes	146,790	192,143
Taxation	483,656	311,173
Accrued expenses	<u>136,725</u>	<u>217,310</u>
	<u>1,861,713</u>	<u>1,714,047</u>

R DELAMORE LIMITED

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS for the year ended 31 March 2001

13. LOANS AND OVERDRAFTS

An analysis of the maturity of loans and overdrafts is given below:

	2001 £	2000 £
Amounts falling due within one year or on demand:		
Bank overdrafts	<u>207,588</u>	<u>-</u>

14. OBLIGATIONS UNDER LEASING AGREEMENTS

The following payments are committed to be paid within one year:

	2001 £	Land and buildings operating leases 2000 £
Expiring:		
In more than five years	<u>96,344</u>	<u>90,041</u>

15. CALLED UP SHARE CAPITAL

Authorised, allotted, issued and fully paid:

Number:	Class:	Nominal value:	2001 £	2000 £
90,000	Ordinary 'A' shares	50p	45,000	45,000
110,000	Ordinary shares	50p	<u>55,000</u>	<u>55,000</u>
			<u>100,000</u>	<u>100,000</u>

16. OTHER RESERVES

	2001 £	2000 £
Share premium account	<u>55,137</u>	<u>55,137</u>

17. CAPITAL COMMITMENTS

There were no capital commitments at the year end (2000 - £Nil).

K DELAMORE LIMITED

NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS
for the year ended 31 March 2001

18. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2001	2000
	£	£
Profit for the financial year	508,364	404,809
Dividends	<u>(230,609)</u>	<u>(159,893)</u>
Net addition to shareholders' funds	277,755	244,916
Opening shareholders' funds	<u>2,069,938</u>	<u>1,825,022</u>
Closing shareholders' funds	<u>2,347,693</u>	<u>2,069,938</u>
Equity interests	<u>2,347,693</u>	<u>2,069,938</u>