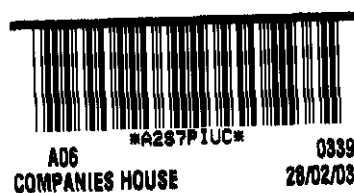


Company Registration No. 3472499 (England and Wales)

ALL SEASONS FLOWERS LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 AUGUST 2002



ALL SEASONS FLOWERS LIMITED

COMPANY INFORMATION

Directors	C Campos S Crome A Porges
Secretary	A Porges
Company number	3472499
Registered office	Unit 1 Swallowfield Way Hayes Middlesex UB3 1DQ
Auditors	Morgan Berkeley Westgate Chambers 8a Elm Park Road, Pinner Middlesex HA5 3LA
Business address	Unit 1 Swallowfield Way Hayes Middlesex UB3 1DQ
Bankers	Barclays Bank Plc 1250 High Road, Whetstone London M20 0PB

ALL SEASONS FLOWERS LIMITED

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ALL SEASONS FLOWERS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 AUGUST 2002

The directors present their report and financial statements for the year ended 31 August 2002.

Principal activities

The principal activity of the company continued to be that of wholesale distribution of cut flowers.

Directors

The following directors have held office since 1 September 2001:

C Campos
S Cromey
A Porges

Directors' interests

The directors' interests in the shares of the company were as stated below:

	Ordinary shares of £ 1 each	
	31 August 2002	1 September 2001
C Campos	1	1
S Cromey	1	1
A Porges	1	1

Charitable donations

2002	2001
£	£

During the year the company made the following payments:

Charitable donations	85	1,429
	<u>85</u>	<u>1,429</u>

Auditors

The company has by elective resolution dispensed with the obligation to appoint auditors annually in accordance with section 386(1) of the Companies Act 1985. Therefore, the auditors, Morgan Berkeley, will be deemed to be reappointed for each succeeding financial year.

ALL SEASONS FLOWERS LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2002

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.

This report has been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

On behalf of the board



C Campos

Director

21st February 2003

ALL SEASONS FLOWERS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF ALL SEASONS FLOWERS LIMITED

We have audited the financial statements of All Seasons Flowers Limited on pages 4 to 10 for the year ended 31 August 2002. These financial statements have been prepared in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002), under the historical cost convention and the accounting policies set out therein.

Respective responsibilities of the directors and auditors

As described in the statement of directors' responsibilities on page 2 the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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 if, in our opinion, the directors' report is not consistent with the financial statements, if 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 transactions with the company 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 United Kingdom Auditing Standards 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 judgements 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 of the state of the company's affairs as at 31 August 2002 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Morgan Berkeley
Morgan Berkeley

Chartered Certified Accountants
Registered Auditor

24th February 2003

Westgate Chambers
8a Elm Park Road, Pinner
Middlesex
HA5 3LA

ALL SEASONS FLOWERS LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 AUGUST 2002

	Notes	2002 £	2001 £
Turnover		3,078,747	2,451,095
Cost of sales		(2,568,787)	(2,062,268)
Gross profit		<u>509,960</u>	<u>388,827</u>
Distribution costs		(69,718)	(77,207)
Administrative expenses		(256,261)	(225,970)
Operating profit	2	<u>183,981</u>	<u>85,650</u>
Other interest receivable and similar income		390	26
Interest payable and similar charges		(448)	(875)
Profit on ordinary activities before taxation		<u>183,923</u>	<u>84,801</u>
Tax on profit on ordinary activities	3	(39,873)	(17,420)
Profit on ordinary activities after taxation		<u>144,050</u>	<u>67,381</u>
Dividends		(127,041)	-
Retained profit for the year	12	<u><u>17,009</u></u>	<u><u>67,381</u></u>

ALL SEASONS FLOWERS LIMITED

BALANCE SHEET AS AT 31 AUGUST 2002

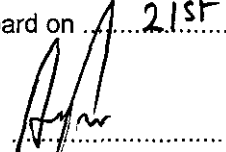
	Notes	2002 £	£	2001 £	£
Fixed assets					
Tangible assets	4		20,894		40,036
Investments	5		5,426		9,388
			<u>26,320</u>		<u>49,424</u>
Current assets					
Stocks	6	3,563		-	
Debtors	7	546,048		327,377	
Cash at bank and in hand		25,587		103,154	
		<u>575,198</u>		<u>430,531</u>	
Creditors: amounts falling due within one year	8	<u>(493,367)</u>		<u>(386,609)</u>	
Net current assets			81,831		43,922
Total assets less current liabilities			<u>108,151</u>		<u>93,346</u>
Creditors: amounts falling due after more than one year	9		(626)		(3,332)
Provisions for liabilities and charges			(502)		-
			<u>107,023</u>		<u>90,014</u>
Capital and reserves					
Called up share capital	11		3		3
Profit and loss account	12		107,020		90,011
Shareholders' funds			<u>107,023</u>		<u>90,014</u>

These financial statements have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies and with the Financial Reporting Standard for Smaller Entities (effective June 2002).

The financial statements were approved by the Board on 21st February 2003



C Campos
Director



A Porges
Director

ALL SEASONS FLOWERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 AUGUST 2002

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective June 2002).

1.2 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts.

1.3 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Asset under construction	Nil
Fixtures, fittings & equipment	20% on cost
Motor vehicles	25% reducing balance

Assets that are under construction are not depreciated until all construction work has been completed.

1.4 Investments

Fixed asset investments are stated at cost less provision for diminution in value.

1.5 Stock

Stock is valued at the lower of cost and net realisable value.

1.6 Deferred taxation

Deferred taxation is provided at appropriate rates on all timing differences using the liability method only to the extent that, in the opinion of the directors, there is a reasonable probability that a liability or asset will crystallise in the foreseeable future.

1.7 Foreign currency translation

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction. All differences are taken to profit and loss account.

1.8 Group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company and its subsidiary undertaking comprise a small-sized group. The company has therefore taken advantage of the exemptions provided by section 248 of the Companies Act 1985 not to prepare group accounts.

2 Operating profit

	2002	2001
	£	£
Operating profit is stated after charging:		
Depreciation of tangible assets	6,118	4,583
Auditors' remuneration	4,500	3,875
Directors' emoluments	79,356	87,150

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ALL SEASONS FLOWERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2002

3	Taxation	2002 £	2001 £
	Domestic current year tax		
	U.K. corporation tax	39,371	17,669
	Adjustment for prior years	-	(249)
	Current tax charge	<u>39,371</u>	<u>17,420</u>
	Deferred tax		
	Deferred tax charge/credit current year	502	-
		<u>39,873</u>	<u>17,420</u>

4	Tangible fixed assets	Asset under construction £	Other tangible fixed assets £	Total £
	Cost			
	At 1 September 2001	19,934	29,523	49,457
	Additions	68,107	6,910	75,017
	Disposals	(88,041)	(6,000)	(94,041)
		<u>-</u>	<u>30,433</u>	<u>30,433</u>
	At 31 August 2002			
	Depreciation			
	At 1 September 2001	-	9,421	9,421
	On disposals	-	(6,000)	(6,000)
	Charge for the year	-	6,118	6,118
		<u>-</u>	<u>9,539</u>	<u>9,539</u>
	At 31 August 2002			
	Net book value			
	At 31 August 2002	-	20,894	20,894
		<u>19,934</u>	<u>20,102</u>	<u>40,036</u>
	At 31 August 2001			

The net book value of other tangible fixed assets includes £6,002 (2001 - £8,003) in respect of assets held under finance leases or hire purchase contracts. The depreciation charge in respect of such assets amounted to £2,001 (2001 - £1,847) for the year.

ALL SEASONS FLOWERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2002

5 Fixed asset investments

	Shares in group undertakings and participating interests £	Loans to group undertakings and participating interests £	Total £
Cost			
At 1 September 2001	2	9,386	9,388
Additions	-	2,500	2,500
Disposals	-	(6,462)	(6,462)
	<hr/>	<hr/>	<hr/>
At 31 August 2002	2	5,424	5,426
	<hr/>	<hr/>	<hr/>

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

Company	Country of registration or incorporation	Class	Shares held %
Subsidiary undertakings			
Casabamba Limited	United Kingdom	Ordinary	100

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows:

	Capital and reserves	Profit for the year
Casabamba Limited	(24,977)	(6,149)
	<hr/>	<hr/>

6 Stocks

	2002 £	2001 £
Stocks	3,563	-
	<hr/>	<hr/>
	3,563	-
	<hr/>	<hr/>

ALL SEASONS FLOWERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2002

7 Debtors	2002 £	2001 £
Trade debtors	545,098	327,034
Other debtors	950	343
	<u>546,048</u>	<u>327,377</u>

8 Creditors: amounts falling due within one year	2002 £	2001 £
Bank loans and overdrafts	37,220	42
Net obligations under hire purchase contracts	2,273	1,895
Trade creditors	385,357	253,551
Taxation and social security	46,855	39,270
Other creditors	21,662	91,851
	<u>493,367</u>	<u>386,609</u>

9 Creditors: amounts falling due after more than one year	2002 £	2001 £
Net obligations under hire purchase contracts	626	3,332
	<u>626</u>	<u>3,332</u>

10 Pension costs

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £9,180 (2001 - £8,550).

11 Share capital	2002 £	2001 £
Authorised		
1,000 Ordinary shares of £ 1 each	<u>1,000</u>	<u>1,000</u>
Allotted, called up and fully paid		
3 Ordinary shares of £ 1 each	<u>3</u>	<u>3</u>

ALL SEASONS FLOWERS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 AUGUST 2002

12 Statement of movements on profit and loss account

	Profit and loss account £
Balance at 1 September 2001	90,011
Retained profit for the year	17,009
	<hr/>
Balance at 31 August 2002	107,020
	<hr/>

13 Control

The company was under the control of S Cromey, C Campos and A Porges throughout the period.

14 Related party transactions

Casabamba (subsidiary company)

Purchases of goods were £3,563 (2001 : £nil).

Amount owed to the company was £5,424 (2001 - £9,386) which is included in fixed assets investments.

ANI Ltd (a company under the control of C Campos who is a director and shareholder).

Distribution costs in the year were £10,750 (2001 - £65,427).

Administration expenses in the year were £nil (2001 - £15,869).

Amount owed by the company was £nil (2001 - £15,594) which is included in creditors.

C Campos ceased to be a director and shareholder with effect from 1 April 2002

Oakley flowers Ltd (a company in which the directors have a 90% interest)

Sales of goods were £75,017 (2001 : £nil)

Amounts owed by the company was £75,017 (2001 : £nil) which is included in debtors.

Assets under construction transferred during the period to C Campos, A Porges and S Cromey were £88,041.