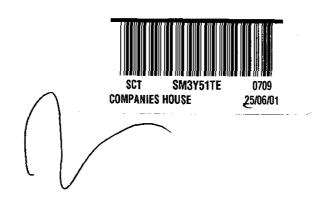
## **COMPANY REGISTRATION NUMBER 71011**

# KLONDYKE GARDEN CENTRES LIMITED

# ABBREVIATED FINANCIAL STATEMENTS

**1 OCTOBER 2000** 



# **HLB KIDSONS**

Chartered Accountants & Registered Auditors
Breckenridge House
274 Sauchiehall Street
Glasgow
G2 3EH

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# ABBREVIATED FINANCIAL STATEMENTS

## PERIOD FROM 27 SEPTEMBER 1999 TO 1 OCTOBER 2000

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#### ABBREVIATED FINANCIAL STATEMENTS

## PERIOD FROM 27 SEPTEMBER 1999 TO 1 OCTOBER 2000

The board of directors

R.D. Gault

D. Gault E.D. McGhee

T. Bennie (non-executive)

J.G. Conway W.D. Yardley

Company secretary

D. Gault

Registered office

Head Office Beancross Road

Polmont FK2 0XS

**Auditors** 

**HLB Kidsons** 

Chartered Accountants & Registered Auditors Breckenridge House 274 Sauchiehall Street

Glasgow G2 3EH

**Bankers** 

Bank of Scotland Craigs House 78 Upper Craigs

Stirling FK8 2DE

**Solicitors** 

Kerr & Company

23 Nelson Mandela Place

Glasgow G2 1QB

#### AUDITORS' REPORT TO THE COMPANY

#### PURSUANT TO SECTION 247B OF THE COMPANIES ACT 1985

We have examined the abbreviated accounts on pages 6 to 19, together with the financial statements of the company for the period from 27 September 1999 to 1 October 2000 prepared under Section 226 of the Companies Act 1985.

#### Respective responsibilities of the directors and the auditors

The directors are responsible for preparing the abbreviated accounts 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 accounts prepared in accordance with section 246A(3) of the Act to the registrar of companies and whether the accounts to be delivered are properly prepared in accordance with those provisions and report our opinion to you.

# Basis of 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 accounts and that the abbreviated accounts 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 financial statements.

#### **Opinion**

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with section 246A(3) of the Act, and the abbreviated accounts on pages 6 to 19 are properly prepared in accordance with those provisions.

Breckenridge House 274 Sauchiehall Street Glasgow G2 3EH

1 June 2001

HLB KIDSONS Chartered Accountants & Registered Auditors

#### THE DIRECTORS' REPORT

#### PERIOD FROM 27 SEPTEMBER 1999 TO 1 OCTOBER 2000

The directors have pleasure in presenting their report and the financial statements of the company for the period from 27 September 1999 to 1 October 2000.

## Principal activities and business review

The principal activity of the company during the period was that of retailing of horticultural products.

The company's balance sheet as detailed on page 7 shows a satisfactory position, with shareholders' funds amounting to £1,037,607. The directors are pleased with the results of the company for the year and anticipate another successful year in 2001.

#### Results and dividends

The trading results for the period, and the company's financial position at the end of the period are shown in the attached financial statements.

The directors have not recommended a dividend.

# The directors and their interests in shares of the company

The directors who served the company during the period together with their beneficial interests in the shares of the company were as follows:

	Ordinary Shares of £1 ea At 27 Septemb		
	At 1 October 2000	1999	
R.D. Gault	1	1	
D. Gault	1	1	
E.D. McGhee	-	-	
T. Bennie (non-			
executive)	-	-	
J.G. Conway	-	-	
W.D. Yardley	-	_	
· .			

The directors' interests in the ultimate parent company are disclosed in the financial statements of that company.

#### **Donations**

During the period the company made the following contributions:

	Period from	Period from
	<b>27 September 1999 to</b> 2	8 September 1998 to
	1 October 2000	26 September 1999
	£	£
Charitable	5,147	7,570

# THE DIRECTORS' REPORT (continued)

## PERIOD FROM 27 SEPTEMBER 1999 TO 1 OCTOBER 2000

#### **Auditors**

FK2 0XS

A resolution to re-appoint HLB Kidsons as auditors for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985.

Registered office: Head Office Beancross Road Polmont Signed by order of the directors

D. Gault

Company Secretary

Approved by the directors on ....31.5.01

#### STATEMENT OF DIRECTORS' RESPONSIBILITIES

#### PERIOD FROM 27 SEPTEMBER 1999 TO 1 OCTOBER 2000

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 at the end of the period and of the profit or loss for the period then ended.

In preparing those financial statements, the directors are required to:

select suitable accounting policies, as described on pages 9 and 10 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. The directors 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.

Registered office: Head Office Beancross Road Polmont

FK2 0XS

Signed by order of the directors

D. Gault

Company Secretary

Approved by the directors on ..3.\5\0\...

# ABBREVIATED PROFIT AND LOSS ACCOUNT

## PERIOD FROM 27 SEPTEMBER 1999 TO 1 OCTOBER 2000

		Period from	Period from
		27 Sep 99 to	28 Sep 98 to
	Note	1 Oct 00	26 Sep 99
		£	£
Gross profit		2,695,898	
Administrative expenses		(2,533,629)	(2,116,327)
Other operating income		93,192	117,885
Operating profit	2	255,461	217,790
Interest receivable		5,818	17,479
Interest payable	5	(199,312)	(167,960)
Profit on ordinary activities before taxation		61,967	67,309
Tax on profit on ordinary activities	6	(65,377)	(6,683)
(Loss)/retained profit for the financial period		(3,410)	60,626
Balance brought forward		1,036,017	975,391
Balance carried forward		1,032,607	1,036,017
		• —	·

The company has no recognised gains or losses other than the results for the Period as set out above.

All of the activities of the company are classed as continuing.

## ABBREVIATED BALANCE SHEET

## **1 OCTOBER 2000**

	Note	1 Oct 00		26 Sep 99
		£	£	£
Fixed assets				
Tangible assets	7		596,167	502,821
Investments	8		316,334	316,334
			912,501	819,155
Current assets				
Stocks	9	1,033,473		908,485
Debtors	10	2,954,832		2,669,790
Investments	11	33,000		33,000
Cash at bank and in hand		12,417		12,393
6 W		4,033,722		3,623,668
Creditors: amounts falling due	10	(2.704.220)		(2.057.056)
within one year	12	(3,794,320)		(3,257,056)
Net current assets			239,402	366,612
Total assets less current liabilities			1,151,903	1,185,767
Creditors: amounts falling due				
after more than one year	13		(71,995)	(113,371)
			1,079,908	1,072,396
Provisions for liabilities and charges				•
Deferred taxation	15		(42,301)	(31,379)
			1,037,607	1,041,017
Capital and reserves	10		# 000	5.000
Called-up equity share capital	19		5,000	5,000
Profit and loss account			1,032,607	1,036,017
Shareholders' funds	20		1,037,607	1,041,017

These accounts have been prepared in accordance with the special provisions for medium-sized companies under Part VII of the Companies Act 1985.

These financial statements were approved by the directors on the .........., and are signed on their behalf by:

R.D. Gault

# CASH FLOW STATEMENT

# PERIOD FROM 27 SEPTEMBER 1999 TO 1 OCTOBER 2000

		Period 1	rom	Period from
		27 Sep 9	99 to	28 Sep 98 to
	Note	1 Oct	00	26 Sep 99
		£	£	£
Net cash outflow from operating activities Returns on investments and	21		(243,785)	(240,875)
Servicing of finance		5,818		17,479
Interest received		(191,609)		(153,229)
Interest paid		(5,918)		(1,383)
Interest element of hire purchase agreements		(3,910)		(1,303)
			(191,709)	(137,133)
Taxation			(63,122)	(37,271)
Capital expenditure				
Payments to acquire tangible fixed assets		(205,905)		(174,117)
Receipts from sale of fixed assets		63,015		30,478
1				
			(142,890)	(143,639)
Acquisitions and disposals				
Acquisition of other trades and businesses			-	(96,334)
			(6.11.50.6)	(655,050)
			(641,506)	(655,252)
Management of liquid resources				
Financing				
Repayment of bank loans		(75,000)		(75,000)
Capital element of hire purchase agreements		(72,576)		(10,200)
Capital Constitution of the Constitution of th			(147 576	(85.200)
			(147,576)	(85,200)
Decrease in cash	22		(789,082)	(740,452)
Decrease in Cash	<i>m =</i>			

#### NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

#### PERIOD FROM 27 SEPTEMBER 1999 TO 1 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.

#### **Turnover**

Turnover represents the amount derived from the provision of goods and services falling within the company's activities after deduction of trade discounts and value added tax.

#### Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Office Machinery
Plant and equipment
Motor vehicles
Fixtures and fittings
Leasehold improvements
15% reducing balance
25% straight line
15% reducing balance
over the period of the lease

Depreciation is provided from the month of purchase until the month of disposal.

#### Stocks

Stocks are valued at the lower of cost and net realisable value. Cost is computed on a first in first out basis. Net realisable value is based on estimated selling price less the estimated cost of disposal.

#### Hire purchase agreements

Tangible fixed assets acquired under finance leases and hire purchase contracts are capitalised at the estimated fair value at the date of inception of the contract. The total finance charges are allocated over the period of the contract in such a way as to give a resonably constant charge on the outstanding liability.

#### Operating lease agreements

Rentals paid under operating leases are charged to income as incurred.

#### NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

## PERIOD FROM 27 SEPTEMBER 1999 TO 1 OCTOBER 2000

## 1. Accounting policies (continued)

#### Pension costs

#### Group personal pension scheme

The company operates a small, self administered scheme for certain directors. This is a money purchase scheme with no ongoing contribution obligations. The company also contributes to a group private pension scheme for certain employees.

#### **Deferred taxation**

Provision is made, under the liability method, to take account of timing differences between the treatment of certain items for accounts purposes and their treatment for tax purposes. Tax deferred or accelerated is accounted for in respect of all material timing differences to the extent that it is considered that a net liability may arise.

# 2. Operating profit

Operating profit is stated after charging/(crediting):

	Period from	Period from
	27 Sep 99 to	28 Sep 98 to
	1 Oct 00	26 Sep 99
	£	£
Depreciation	132,741	117,801
Profit on disposal of fixed assets	(21,319)	(15,479)
Auditors' remuneration		
- as auditors	8,040	8,000
Operating Lease: Rent	28,000	28,000

#### 3. Particulars of employees

The average number of staff employed by the company during the financial period amounted to:

	Period from	Period from
	27 Sep 99 to	28 Sep 98 to
	1 Oct 00	26 Sep 99
	No.	No.
Number of administrative staff	8	8
Number of office and management staff	10	10
Number of retail staff	90	69
	108	87
		2

#### NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

#### PERIOD FROM 27 SEPTEMBER 1999 TO 1 OCTOBER 2000

#### 3. Particulars of employees (continued)

The aggregate payroll costs of the above were:

Period from 27 Sep 99 to 1 Oct 00	
£	£
1,363,631	1,058,505
107,814	78,179
23,758	14,770
29,796	28,860
1,524,999	1,180,314
	27 Sep 99 to 1 Oct 00 £ 1,363,631 107,814 23,758 29,796

#### Pension scheme

The company operates a small, self administered scheme for certain directors. This is a money purchase scheme with no ongoing contribution obligations. The company also contributes to a group private pension scheme for certain employees.

The pension cost charge represents contributions payable by the company to the fund and amounted to £53,554 (1999 - £43,630) including contributions in respect of employees. There were no contributions payable to the fund at 1 October 2000.

#### 4. Directors' emoluments

The directors' aggregate emoluments in respect of qualifying services were:

Emoluments receivable		£
Value of company pension contributions to money purchase schemes	29,796	28,860
	409,072	335,034
Emoluments of highest paid director:		
		Period from
	-	28 Sep 98 to
	1 Oct 00	_*
	£	£
Total emoluments (excluding pension contributions):  Value of company pension contributions to money purchase	139,948	95,871
schemes	12,500	12,500
	152,448	108,371

# NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

# PERIOD FROM 27 SEPTEMBER 1999 TO 1 OCTOBER 2000

# 4. Directors' emoluments (continued)

The number of directors who are accruing benefits under company pension schemes were as follows:

	Money purchase schemes	Period from 27 Sep 99 to 1 Oct 00 No.	28 Sep 98 to 26 Sep 99
5.	Interest payable		
	Interest payable on bank borrowing Finance charges	Period from 27 Sep 99 to 1 Oct 00 £ 193,394 5,918 199,312	28 Sep 98 to 26 Sep 99 £ 166,577 1,383
6.	Tax on profit on ordinary activities		
	In respect of the period:	Period from 27 Sep 99 to 1 Oct 00 £	28 Sep 98 to
	Corporation Tax based on the results for the period at 30% (1999 - 30%) Other adjustments Increase in deferred tax provision	12,261 40,000 10,922 63,183	19,963 - - 19,963
	Adjustment in respect of previous years:	05,165	17,703
	Corporation Tax	2,194	(13,280)
	•	65,377	6,683

## NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

#### PERIOD FROM 27 SEPTEMBER 1999 TO 1 OCTOBER 2000

# 7. Tangible fixed assets

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	Leasehold Improvements		: Motor s Vehicles E	Plant & quipment	Office Machiner	
	£	£	£	£	£	£
Cost						
At 27 Sep 1999	20,098	173,287	394,209	377,053	138,414	1,103,061
Additions	72,354	17,087	176,829	78,778	15,187	360,235
Disposals	-	-	(138,255)	-	(4,827)	(143,082)
Transfer	(92,452)	-	-	-	-	(92,452)
At 1 Oct 2000		190,374	432,783	455,831	148,774	1,227,762
Depreciation						
At 27 Sep 1999	_	117,598	177,224	236,615	68,803	600,240
Charge for the period	od -	9,774	83,358	28,146	11,463	132,741
On disposals	-	-	(99,720)	-	(1,666)	(101,386)
At 1 Oct 2000		127,372	160,862	264,761	78,600	631,595
Net book value						
At 1 Oct 2000	-	63,002	271,921	191,070	70,174	596,167
At 26 Sep 1999	20,098	55,689	216,985	140,438	69,611	502,821

## Hire purchase agreements

Included within the net book value of £596,167 is £216,706 (1999 - £114,220) relating to assets held under hire purchase agreements. The depreciation charged to the accounts in the period in respect of such assets amounted to £32,584 (1999 - £14,429).

# Capital commitments

	1 Oct 00	26 Sep 99
	£	£
Contracted but not provided for in the accounts	63,934	-

#### NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

#### PERIOD FROM 27 SEPTEMBER 1999 TO 1 OCTOBER 2000

#### 8. Investments

	Investments other than loans £
Cost	
At 27 September 1999 and 1 October 2000	316,334
Net book value	
At 1 October 2000	316,334
At 26 September 1999	316,334

The company's investment in unlisted companies at the balance sheet date was £220,000, made up as follows:

Company	% Holding	Class of Share	Country of Incorporation	Cost £
Klondyke Properties Limited	100	Preference	Scotland	220,000

The investment comprises redeemable preference shares issued at par.

The companies fixed asset investments comprise of a shareholding in Sinclair (William) Holdings Plc, a listed company. The market value of these investments at the balance sheet date was £74,625, while the original cost to the company was £96,334. The directors have not recognised the fall in value of these investments as they do not consider the decline in the market value of these shares to be permanent.

# 9. Stocks

	1 Oct 00	26 Sep 99
	£	£
Stock	1,033,473	908,485

## NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

## PERIOD FROM 27 SEPTEMBER 1999 TO 1 OCTOBER 2000

#### 10. Debtors

	1 Oct 00	26 Sep 99
	£	£
Trade debtors	20,696	35,602
Amounts owed by group undertakings	2,921,938	2,524,839
Other debtors	7,431	103,826
Prepayments and accrued income	4,767	5,523
	2,954,832	2,669,790

Included within other debtors are directors overdrawn loan accounts of nil (1999 - £79,029). These loans are non-interest bearing and are repayable on demand.

#### 11. Investments

	1 Oct 00	26 Sep 99
	£	£
Other investments	33,000	33,000

# 12. Creditors: amounts falling due within one year

	1 Oct 00	26 Sep 99
	£	£
Bank loans and overdrafts	2,716,254	1,927,148
Trade creditors	679,192	682,075
Amounts owed to group undertakings	-	368,749
Amounts owed to undertakings in which		
the company has a participating interest	97	5,637
Corporation Tax	11,296	19,963
Other taxation and social security	144,683	85,299
Other creditors	85,654	37,459
Accruals and deferred income	157,144	130,726
	3,794,320	3,257,056
	<del></del>	

The following liabilities disclosed under creditors falling due within one year are secured by the company:

	1 Oct 00	26 Sep 99
	£	£
Bank loans and overdrafts	2,716,254	1,927,148

#### NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

#### PERIOD FROM 27 SEPTEMBER 1999 TO 1 OCTOBER 2000

#### 13. Creditors: amounts falling due after more than one year

	1 Oct 00 £	26 Sep 99 £
Bank loans and overdrafts Other creditors including:	12,500	87,500
Hire purchase agreements	59,495	25,871
	71,995	113,371

The following liabilities disclosed under creditors falling due after more than one year are secured by the company:

1 000	26 Sep 99
£	£
12,500	87,500
	£

The bank loan is repayable in monthly instalments of £6,250, the final payment being due on 5/11/2001. Interest is charged at 3% above base rate with a minimum rate of 10% per annum.

The company's bankers hold a bond and floating charge over the whole of the company's assets. There are also cross guarantees and letters of offset with group companies, other than Klondyke Farms Limited, and a share pledge with the parent company, Klondyke Group Limited and Mr R.D. and Mrs D. Gault.

#### 14. Creditors - capital instruments

Creditors include finance capital which is due for repayment as follows:

	1 Oct 00 £	26 Sep 99 £
In one year or less, or on demand	2,716,254	1,927,148
Between one and two years	12,500	75,000
Between two and five years	-	12,500
	2,728,754	2,014,648

## NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

## PERIOD FROM 27 SEPTEMBER 1999 TO 1 OCTOBER 2000

#### 15. Deferred taxation

The movement in the deferred taxation provision during the period was:

Period from	Period from
27 Sep 99 to	28 Sep 98 to
1 Oct 00	26 Sep 99
£	£
31,379	31,379
10,922	-
42,301	31,379
	27 Sep 99 to 1 Oct 00 £ 31,379 10,922

The provision for deferred taxation consists of the tax effect of timing differences in respect of:

	Period from	Period from
	27 Sep 99 to	28 Sep 98 to
	1 Oct 00	26 Sep 99
	£	£
Excess of taxation allowances over depreciation on fixed assets	42,301	31,379

## 16. Commitments under hire purchase agreements

Future commitments under hire purchase agreements are as follows:

	1 Oct 00	26 Sep 99
	£	£
Amounts payable within 1 year	85,589	37,459
Amounts payable between 1 and 2 years	59,495	25,871
	145,084	63,330

## 17. Commitments under operating leases

At 1 October 2000 the company had annual commitments under non-cancellable operating leases as set out below.

	Land & Buildings	
	1 Oct 00	26 Sep 99
	£	£
Operating leases which expire:		
After more than 5 years	28,000	28,000

#### NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

#### PERIOD FROM 27 SEPTEMBER 1999 TO 1 OCTOBER 2000

#### 18. Contingencies

At 1 October 2000 the groups total indebtedness to the bank was £6,564,998. The company's bankers hold cross guarantees and letters of offset with group companies other than Klondyke Farms Limited. The bank also holds standard securities over the properties held by Klondyke Properties Limited.

# 19. Share capital

Authorised	share	capital:
------------	-------	----------

5,000 Ordinary shares of £1 each	1 Oct 00 £ 5,000	26 Sep 99 £ 5,000
Allotted, called up and fully paid:	1 Oct 00	26 Sep 99
Ordinary share capital	£ 5,000	£ 5,000

#### 20. Reconciliation of movements in shareholders' funds

	Period from	Period from
	27 Sep 99 to	28 Sep 98 to
	1 Oct 00	26 Sep 99
	£	£
(Loss)/profit for the financial period	(3,410)	60,626
Opening shareholders' equity funds	1,041,017	980,391
Closing shareholders' equity funds	1,037,607	1,041,017

# 21. Reconciliation of operating profit to Net cash outflow from operating activities

	Period from	Period from
	27 Sep 99 to 1	28 Sep 98 to
	1 Oct 00	26 Sep 99
	£	£
Operating profit	255,461	217,790
Depreciation	132,741	117,801
Profit on disposal of fixed assets	(21,319)	(15,479)
Increase in stocks	(124,988)	(53,094)
Increase in debtors	(192,590)	(52,228)
Decrease in creditors	(293,090)	(455,665)
Net cash outflow from operating activities	(243,785)	(240,875)

# NOTES TO THE ABBREVIATED FINANCIAL STATEMENTS

# PERIOD FROM 27 SEPTEMBER 1999 TO 1 OCTOBER 2000

## 22. Reconciliation of net cash flow to movement in net debt

			1 Oct 00 £ £		26 Sep 99 £
	Decrease in cash in the period		(789,082)	-	(740,452)
	Net cash outflow from bank loans Net cash outflow in respect of hire pur	chase	75,000		75,000
	agreements		72,576		10,200
	Change in net debt resulting from cash	flows		(641,506)	(655,252)
	Other differences		,	(154,330)	(73,530)
	Movement in net debt in the period			(795,836)	(728,782)
	Net debt at 27 September 1999			(2,032,585)	(1,303,803)
	Net debt at 1 October 2000			(2,828,421)	(2,032,585)
23.	Analysis of changes in net debt	A A 277 C		Other	A + 1 O - +
		At 27 Sep 1999 £	Cash flows	changes £	At 1 Oct 2000 £
	Net cash:	10.202	2.4		10 417
	Cash in hand and at bank Overdrafts	12,393 (1,852,148)	24 (7 <b>8</b> 9,106)		12,417 (2,641,254)
		$\overline{(1,839,755)}$	(789,082)		(2,628,837)
	Liquid resources: Current asset investments	33,000	-		33,000
	Debt:				
	Debt due within 1 year	(75,000)	<u></u>	-	(75,000)
	Debt due after 1 year	(87,500)	75,000	-	(12,500)
	Hire purchase agreements	(63,330)	72,576	(154,330)	(145,084)
		(225,830)	147,576		(232,584)
	Net debt	(2,032,585)	(641,506)	(154,330)	(2,828,421)

# 24. Ultimate parent company

The company is a subsidiary of Klondyke Group Limited, a company incorporated in Scotland. The holding company is under the control of R.D. Gault and D. Gault who own the majority of its shares.