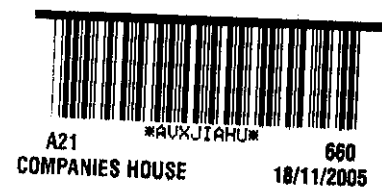


Company Registration No. 748302 (England and Wales)

DARBY NURSERY STOCK LIMITED
ABBREVIATED ACCOUNTS
FOR THE PERIOD ENDED 30 JANUARY 2005



DARBY NURSERY STOCK LIMITED

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DARBY NURSERY STOCK LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 30 JANUARY 2005

The directors present their report and financial statements for the period ended 30 January 2005.

Principal activities and review of the business

The principal activity of the company continued to be that of the propagation, growing and sale of ornamental shrubs, conifers and trees.

Review of the business

The directors are pleased to present their annual report and financial statements for the period ended 30 January 2005.

Whilst the results achieved are pleasing, unfavourable market conditions meant that sales could not be maximised, with a consequent reduction in total turnover. As a result of this, at the year end, the company held excess stock over projected demand which will have an impact on the 2006 year.

Improved labour efficiency has contributed to the positive 2005 result but it is anticipated that further savings in this area will be very difficult to achieve.

Results and dividends

The results for the period are set out on page 4.

The directors recommend payment of an ordinary dividend amounting to £150,900.

Directors

The following directors have held office since 2 February 2004:

H.J.M. Darby (Deceased 28 November 2004)

A.R. Darby

E.A.J. Darby

C.E. Darby

J.E. Lewis

T.H. Darby

J.R. Darby

J.A. Darby

N.G. Darby

Directors' interests

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

	Ordinary shares of £ 1 each	
	30 January 2005	2 February 2004
E.A.J. Darby	-	-
C.E. Darby	1	1
J.E. Lewis	1,000	1,000
A.R. Darby	1,000	1,000
T.H. Darby	999	999
J.R. Darby	999	999
J.A. Darby	1,000	1,000
N.G. Darby	999	999

T.H. Darby, J.R. Darby and N.G. Darby have a joint interest in 1 ordinary share of the company (2004- 1 ordinary share).

At the year end the remaining 1 ordinary share of the company was held by the executors of H.J.M. Darby Deceased, comprising of C.E. Darby, T.H. Darby, J.R. Darby and N.G. Darby.

DARBY NURSERY STOCK LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 30 JANUARY 2005

Auditors

In accordance with section 385 of the Companies Act 1985, a resolution proposing that Larking Gowen be reappointed as auditors of the company will be put to the Annual General Meeting.

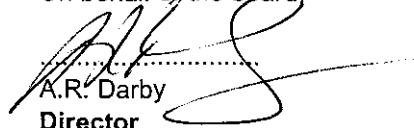
Directors' responsibilities

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.

On behalf of the board


A.R. Darby
Director

14th June 2005
Date



CHARTERED
ACCOUNTANTS

DARBY NURSERY STOCK LIMITED

AUDITORS' REPORT TO DARBY NURSERY STOCK LIMITED UNDER SECTION 247B OF THE COMPANIES ACT 1985

We have examined the abbreviated accounts set out on pages 4 to 16, together with the financial statements of the company for the period ended 30 January 2005 prepared under section 226 of the Companies Act 1985.

This report is made solely to the company in accordance with Section 247B of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company those matters we are required to state to them in an auditor's report on abbreviated accounts and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and 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 that provision and to report our opinion to you.

Basis of opinion

We have carried out the procedures we considered 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 Companies Act 1985, and the abbreviated accounts on pages 4 to 16 are properly prepared in accordance with that provision.

A handwritten signature in dark ink, appearing to read 'Larking Cowen'.

Larking Cowen

Chartered Accountants
Registered Auditors
Norwich

14th June 2005

DARBY NURSERY STOCK LIMITED

ABBREVIATED PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 30 JANUARY 2005

		Period ended 30 January 2005 £	Period ended 1 February 2004 £
	Notes		
Gross profit		4,394,407	4,804,205
Staff costs		2,728,793	2,937,368
Depreciation and amortisation		158,224	163,250
Other operating charges		1,216,809	1,396,015
		4,103,826	4,496,633
Operating profit	2	290,581	307,572
Other interest receivable and similar income	3	8,922	1,378
Interest payable and similar charges	4	(10,154)	(11,942)
Profit on ordinary activities before taxation		289,349	297,008
Tax on profit on ordinary activities	5	(55,131)	(57,599)
Profit on ordinary activities after taxation		234,218	239,409
Dividends	6	(150,900)	(360,000)
Retained profit/(loss) for the period	15	83,318	(120,591)

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

DARBY NURSERY STOCK LIMITED

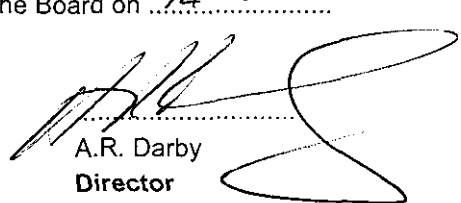
ABBREVIATED BALANCE SHEET AS AT 30 JANUARY 2005

	Notes	2005 £	£	2004 £	£
Fixed assets					
Tangible assets	7	1,444,657		1,504,429	
Investments	8	110		60	
		<u>1,444,767</u>		<u>1,504,489</u>	
Current assets					
Stocks	9	2,073,129		1,900,372	
Debtors	10	283,425		237,882	
Cash at bank and in hand		146,428		315,926	
		<u>2,502,982</u>		<u>2,454,180</u>	
Creditors: amounts falling due within one year	11	(934,399)		(1,028,637)	
Net current assets		<u>1,568,583</u>		<u>1,425,543</u>	
Total assets less current liabilities		<u>3,013,350</u>		<u>2,930,032</u>	
Provisions for liabilities and charges	12	(84,467)		(84,467)	
		<u>2,928,883</u>		<u>2,845,565</u>	
Capital and reserves					
Called up share capital	14	6,000		6,000	
Profit and loss account	15	2,922,883		2,839,565	
Shareholders' funds	16	<u>2,928,883</u>		<u>2,845,565</u>	

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

The financial statements were approved by the Board on 14th June 2005


A.R. Darby
Director


A.R. Darby
Director

DARBY NURSERY STOCK LIMITED

CASH FLOW STATEMENT FOR THE PERIOD ENDED 30 JANUARY 2005

	Period ended 30 January 2005 £	Period ended 1 February 2004 £
Net cash inflow from operating activities	193,840	879,115
Returns on investments and servicing of finance		
Interest received	8,922	1,378
Interest paid	(8,712)	(9,924)
Interest element of finance lease rentals	(1,442)	(2,018)
Net cash outflow for returns on investments and servicing of finance	(1,232)	(10,564)
Taxation	(56,872)	(36,457)
Capital expenditure and financial investment		
Payments to acquire tangible assets	(103,246)	(271,729)
Payments to acquire investments	(50)	-
Receipts from sales of tangible assets	15,724	8,250
Net cash outflow for capital expenditure	(87,572)	(263,479)
Equity dividends paid	(360,000)	(150,000)
Net cash (outflow)/inflow before management of liquid resources and financing	(311,836)	418,615
(Decrease)/increase in cash in the period	(311,836)	418,615

DARBY NURSERY STOCK LIMITED

NOTES TO THE CASH FLOW STATEMENT FOR THE PERIOD ENDED 30 JANUARY 2005

1	Reconciliation of operating profit to net cash inflow from operating activities	2005	2004
		£	£
	Operating profit	290,581	307,572
	Depreciation of tangible assets	158,224	163,250
	Profit on disposal of tangible assets	(4,629)	(940)
	(Increase)/decrease in stocks	(172,757)	182,622
	(Increase)/decrease in debtors	(45,543)	157,449
	(Decrease)/Increase in creditors within one year	(29,760)	66,455
	Net effect of foreign exchange differences	(2,276)	2,707
	Net cash inflow from operating activities	193,840	879,115

2	Analysis of net (debt)/funds	2 February 2004	Cash flow	Other non-cash changes	30 January 2005
		£	£	£	£
	Net cash:				
	Cash at bank and in hand	315,926	(171,774)	2,276	146,428
	Bank overdrafts	(69,036)	(140,062)	-	(209,098)
		<u>246,890</u>	<u>(311,836)</u>	<u>2,276</u>	<u>(62,670)</u>
	Net funds/(debt)	<u>246,890</u>	<u>(311,836)</u>	<u>2,276</u>	<u>(62,670)</u>

3	Reconciliation of net cash flow to movement in net (debt)/funds	2005	2004
		£	£
	(Decrease)/increase in cash in the period	(311,836)	418,615
	Net effect of foreign exchange differences	2,276	(2,707)
	Movement in net (debt)/funds in the period	(309,560)	415,908
	Opening net funds/(debt)	246,890	(169,018)
	Closing net (debt)/funds	(62,670)	246,890

DARBY NURSERY STOCK LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE PERIOD ENDED 30 JANUARY 2005

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

The company makes up its financial statements to the nearest Sunday to 31 January each year. Consequently these financial statements are for the fifty two weeks ended 30 January 2005.

1.2 Turnover

Turnover represents amounts receivable for goods and services, less returns, net of VAT and after excluding trade and other discounts.

1.3 Tangible fixed assets and depreciation

Tangible fixed assets other than freehold land 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:

Freehold buildings	4 or 15% straight line
Property improvements	5,10,15 or 25% straight line
Plant and machinery	20 or 25% straight line

No depreciation is provided in respect of freehold land.

1.4 Leasing

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible assets and depreciated over the shorter of the lease term and their useful lives. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the profit and loss account using the sum of digits method.

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.5 Investments

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

1.6 Stock

Stocks consist of horticultural produce and growing crops, and are valued at the lower of cost and net realisable value. Cost includes all direct expenditure and a proportion of fixed and variable costs.

1.7 Pensions

The company operates a defined contribution pension scheme. The pension cost charge represents the contributions payable by the company under the rules of the scheme.

1.8 Deferred taxation

Deferred tax is provided in full, in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

1.9 Foreign currency

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.

DARBY NURSERY STOCK LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE PERIOD ENDED 30 JANUARY 2005

2	Operating profit	2005	2004
		£	£
	Operating profit is stated after charging:		
	Depreciation of tangible assets	158,224	163,250
	Operating lease rentals	35,391	31,734
	Auditors' remuneration	10,000	9,280
	and after crediting:		
	Profit on disposal of tangible assets	(4,629)	(940)
		<u> </u>	<u> </u>
3	Investment income	2005	2004
		£	£
	Bank interest	8,894	1,365
	Other interest	28	13
		<u> </u>	<u> </u>
		8,922	1,378
		<u> </u>	<u> </u>
4	Interest payable	2005	2004
		£	£
	On bank loans and overdrafts	8,712	9,924
	Lease finance charges	1,442	2,018
		<u> </u>	<u> </u>
		10,154	11,942
		<u> </u>	<u> </u>

DARBY NURSERY STOCK LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE PERIOD ENDED 30 JANUARY 2005

5	Taxation	2005	2004
		£	£
	Domestic current year tax		
	U.K. corporation tax	55,131	56,872
	Current tax charge	55,131	56,872
	Deferred tax		
	Deferred tax charge/credit current year	-	727
		55,131	57,599
	Factors affecting the tax charge for the period		
	Profit on ordinary activities before taxation	289,349	297,008
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 30.00% (2004: 30.00%)	86,805	89,102
	Effects of:		
	Non deductible expenses	(1,100)	(840)
	Depreciation add back	47,467	48,975
	Capital allowances	(46,124)	(47,424)
	Other tax adjustments	(31,917)	(32,941)
		(31,674)	(32,230)
	Current tax charge	55,131	56,872
6	Dividends	2005	2004
		£	£
	Ordinary final proposed	150,900	360,000

DARBY NURSERY STOCK LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE PERIOD ENDED 30 JANUARY 2005

7 Tangible fixed assets

	Freehold land and buildings £	Property improve- ments £	Plant and machinery £	Total £
Cost				
At 2 February 2004	477,768	1,770,219	1,405,928	3,653,915
Additions	-	19,823	89,724	109,547
Disposals	-	-	(93,001)	(93,001)
At 30 January 2005	477,768	1,790,042	1,402,651	3,670,461
Depreciation				
At 2 February 2004	58,785	803,261	1,287,440	2,149,486
On disposals	-	-	(81,906)	(81,906)
Charge for the period	-	107,144	51,080	158,224
At 30 January 2005	58,785	910,405	1,256,614	2,225,804
Net book value				
At 30 January 2005	418,983	879,637	146,037	1,444,657
At 1 February 2004	418,984	966,956	118,489	1,504,429

Included above are assets held under finance leases or hire purchase contracts as follows:

	Plant and machinery £
Net book values	
At 30 January 2005	12,947
At 1 February 2004	15,517
Depreciation charge for the period	
At 30 January 2005	2,570
At 1 February 2004	2,570

Included within freehold land and buildings is land at cost of £291,407 (2004 - £291,407).

DARBY NURSERY STOCK LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE PERIOD ENDED 30 JANUARY 2005

8 Fixed asset investments

	Unlisted investments	Shares in participating interests	Total
	£	£	£
Cost			
At 2 February 2004	50	10	60
Additions	50	-	50
	<u>100</u>	<u>10</u>	<u>110</u>
At 30 January 2005			
	<u>100</u>	<u>10</u>	<u>110</u>

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	Shares held	%
		Class	
Participating interests			
The Anglia Group of Nurseries Ltd	England	Ordinary	33

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	Loss for the year
	£	£
The Anglia Group of Nurseries Ltd	403	(837)
	<u>403</u>	<u>(837)</u>

9 Stocks

	2005	2004
	£	£
Raw materials and consumables	267,152	210,588
Finished goods and goods for resale	1,805,977	1,689,784
	<u>2,073,129</u>	<u>1,900,372</u>

DARBY NURSERY STOCK LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE PERIOD ENDED 30 JANUARY 2005

10 Debtors	2005 £	2004 £
Trade debtors	153,142	159,821
Other debtors	75,585	49,026
Prepayments and accrued income	54,698	29,035
	<u>283,425</u>	<u>237,882</u>
11 Creditors: amounts falling due within one year	2005 £	2004 £
Bank loans and overdrafts	209,098	69,036
Trade creditors	405,094	358,662
Corporation tax	55,131	56,872
Other taxes and social security costs	46,819	51,484
Directors' current accounts	23,135	28,202
Other creditors	11,935	67,204
Accruals and deferred income	32,287	37,177
Proposed dividend	150,900	360,000
	<u>934,399</u>	<u>1,028,637</u>

The bank overdraft is secured by a fixed and floating charge on the assets of the company given under a debenture dated 16 December 1993. In addition the company's bankers hold a legal charge over the following assets:- Drove Farmhouse and land at Severalls Road, Methwold dated 18 April 1994, Broad Fen Farm, Methwold dated 31 March 1988 and land at Methwold Hythe dated 31 October 1989 and 31 May 1990.

12 Provisions for liabilities and charges

	Deferred tax liability £
Balance at 2 February 2004 & at 30 January 2005	<u>84,467</u>

The deferred tax liability is made up as follows:

	2005 £	2004 £
Accelerated capital allowances	<u>84,467</u>	<u>84,467</u>

DARBY NURSERY STOCK LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE PERIOD ENDED 30 JANUARY 2005

13 Pension costs

Defined contribution

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. There were unpaid contributions at the period end of £3,255 (2004 : £3,868).

	2005 £	2004 £
Contributions payable by the company for the period	115,344	113,425

14 Share capital

	2005 £	2004 £
Authorised		
6,000 Ordinary shares of £1 each	6,000	6,000
Allotted, called up and fully paid		
6,000 Ordinary shares of £1 each	6,000	6,000

15 Statement of movements on profit and loss account

	Profit and loss account £
Balance at 2 February 2004	2,839,565
Retained profit for the period	83,318
Balance at 30 January 2005	2,922,883

16 Reconciliation of movements in shareholders' funds

	2005 £	2004 £
Profit for the financial period	234,218	239,409
Dividends	(150,900)	(360,000)
Net addition to/(depletion in) shareholders' funds	83,318	(120,591)
Opening shareholders' funds	2,845,565	2,966,156
Closing shareholders' funds	2,928,883	2,845,565

DARBY NURSERY STOCK LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE PERIOD ENDED 30 JANUARY 2005

17 Contingent liabilities

An indemnity of £15,000 has been provided to H.M Customs & Excise regarding the payment of VAT on imports, from 20th February 1998 until further notice.

18 Financial commitments

At 30 January 2005 the company had annual commitments under non-cancellable operating leases as follows:

	Land and buildings	
	2005	2004
	£	£
Expiry date:		
In over five years	34,477	31,734

19 Capital commitments

At 30 January 2005 the company had capital commitments as follows:

	2005	2004
	£	£
Contracted for but not provided in the financial statements	-	16,020

20 Directors' emoluments

	2005	2004
	£	£
Emoluments for qualifying services	215,365	217,070
Company pension contributions to money purchase schemes	79,510	76,035
	294,875	293,105

The number of directors for whom retirement benefits are accruing under money purchase pension schemes amounted to 6 (2004- 6).

Emoluments disclosed above include the following amounts paid to the highest paid director:

Emoluments for qualifying services	77,059	78,209
Company pension contributions to money purchase schemes	34,800	31,325

DARBY NURSERY STOCK LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE PERIOD ENDED 30 JANUARY 2005

21 Transactions with directors

During the period the company traded with Darby Methwold, Darby Plants Limited and A.R. and Mrs E.F.A. Darby on a normal commercial basis. At the period end the directors were owed the following amounts by the company in respect of their current accounts:-

A.R. Darby	£2,862(2004: £3,540)
Mrs J.E. Lewis	£2,862(2004: £3,540)
N.G. Darby	£4,850(2004: £5,860)
T.H. Darby	£4,850(2004: £5,860)
J.A. Darby	£4,850(2004: £5,860)
J.R. Darby	£2,862(2004: £3,540)

For the purpose of Schedule 6 Part II and Section 232 of the Companies Act 1985, the following directors have declared their material interests:

N.G. Darby	Darby Plants Limited
A.R. Darby	A.R. and Mrs E.F.A. Darby, Anglia Group of Nurseries Limited
J.R. Darby	Darby Plants Limited
Mrs J.E. Lewis	Anglia Group of Nurseries Limited
J.A. Darby	Darby Methwold

22 Employees

Number of employees

The average monthly number of employees (including directors) during the period was:

	2005 Number	2004 Number
Production	66	72
Sales	6	6
Administration	17	19
	<u>89</u>	<u>97</u>

Employment costs

	£	£
Wages and salaries	2,466,837	2,670,925
Social security costs	146,612	153,018
Other pension costs	115,344	113,425
	<u>2,728,793</u>	<u>2,937,368</u>