

Company Registration No. 2311359 (England and Wales)

ROCHFORD GARDEN MACHINERY LIMITED

ABBREVIATED ACCOUNTS

FOR THE YEAR ENDED 30 NOVEMBER 2003



ROCHFORD GARDEN MACHINERY LIMITED

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ROCHFORD GARDEN MACHINERY LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 NOVEMBER 2003

The directors present their report and financial statements for the year ended 30 November 2003.

Principal activities and review of the business

The principal activity of the company continued to be that of a supplier of garden machinery.

Poor weather conditions affected the company's results for the year.

Results and dividends

The results for the year are set out on page 5.

Future developments

The directors forecast an improvement to profitability in the forthcoming year.

Directors

The following directors have held office since 1 December 2002:

P W C Rochford
Mrs E M Rochford
Mrs M Rochford
K F Wiggin
M D Blair

Directors' interests

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

	Ordinary "A" Shares of £ 1 each	
	30 November 2003	1 December 2002
P W C Rochford	-	-
Mrs E M Rochford	-	-
Mrs M Rochford	-	-
K F Wiggin	-	-
M D Blair	-	-

	Ordinary "B" Shares of £ 1 each	
	30 November 2003	1 December 2002
P W C Rochford	-	-
Mrs E M Rochford	-	-
Mrs M Rochford	-	-
K F Wiggin	-	-
M D Blair	-	-

ROCHFORD GARDEN MACHINERY LIMITED

DIRECTORS' REPORT (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2003

The company is a wholly owned subsidiary and the interests of the group directors are disclosed in the financial statements of the parent company.

K J Rochford and M J Rochford, the daughter and son of P W C Rochford and E M Rochford, each hold 25 ordinary "B" shares of £1 each.

Auditors

Albert Goodman were appointed auditors to the company and in accordance with section 385 of the Companies Act 1985, a resolution proposing that they be re-appointed will be put to the Annual General Meeting.

On behalf of the board

.....
Mrs E M Rochford

Director

13-7-2004

E Rochford

ROCHFORD GARDEN MACHINERY LIMITED

DIRECTORS' RESPONSIBILITIES FOR THE YEAR ENDED 30 NOVEMBER 2003

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.

ROCHFORD GARDEN MACHINERY LIMITED

AUDITORS' REPORT TO ROCHFORD GARDEN MACHINERY LIMITED UNDER SECTION 247B OF THE COMPANIES ACT 1985

We have examined the abbreviated accounts set out on pages 5 to 17, together with the financial statements of the company for the year ended 30 November 2003 prepared under section 226 of the Companies Act 1985.

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 5 to 17 are properly prepared in accordance with that provision.



Albert Goodman
Chartered Accountants
Registered Auditors
13-8-2004

Hendford Manor
Yeovil
Somerset
BA20 1UN

ROCHFORD GARDEN MACHINERY LIMITED

ABBREVIATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 NOVEMBER 2003

	Notes	2003 £	2002 £
Gross profit		1,414,933	1,448,267
Administrative expenses		(1,261,105)	(1,152,613)
Other operating income		88,612	-
Operating profit	2	242,440	295,654
Other interest receivable and similar income		497	4,088
Interest payable and similar charges	3	(34,358)	(11,121)
Profit on ordinary activities before taxation		208,579	288,621
Tax on profit on ordinary activities	4	(52,711)	(58,108)
Profit on ordinary activities after taxation		155,868	230,513
Dividends	5	(100,000)	(100,000)
Retained profit for the year	14	55,868	130,513

ROCHFORD GARDEN MACHINERY LIMITED

ABBREVIATED BALANCE SHEET AS AT 30 NOVEMBER 2003

	Notes	2003 £	£	2002 £	£
Fixed assets					
Tangible assets	6		169,740		183,914
Current assets					
Stocks	7	1,559,856		979,286	
Debtors	8	986,309		660,165	
Cash at bank and in hand		370		538,787	
		<u>2,546,535</u>		<u>2,178,238</u>	
Creditors: amounts falling due within one year	9	<u>(1,847,034)</u>		<u>(1,544,560)</u>	
Net current assets			699,501		633,678
Total assets less current liabilities			<u>869,241</u>		<u>817,592</u>
Creditors: amounts falling due after more than one year	10		(12,209)		(16,993)
Provisions for liabilities and charges	11		<u>(8,158)</u>		<u>(7,593)</u>
			<u>848,874</u>		<u>793,006</u>
Capital and reserves					
Called up share capital	13		200		200
Profit and loss account	14		848,674		792,806
Shareholders' funds - equity interests	15		<u>848,874</u>		<u>793,006</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 13-7-2004


P W C Rochford
Director

ROCHFORD GARDEN MACHINERY LIMITED

CASH FLOW STATEMENT FOR THE YEAR ENDED 30 NOVEMBER 2003

	2003		2002	
	£	£	£	£
Net cash (outflow)/inflow from operating activities		(326,220)		493,115
Returns on investments and servicing of finance				
Interest received	497		4,088	
Interest paid	(34,358)		(11,121)	
Net cash outflow for returns on investments and servicing of finance		(33,861)		(7,033)
Taxation		(57,340)		(47,769)
Capital expenditure				
Payments to acquire tangible assets	(56,459)		(63,219)	
Receipts from sales of tangible assets	5,992		12,800	
Net cash outflow for capital expenditure		(50,467)		(50,419)
Equity dividends paid		(100,000)		(100,000)
Net cash (outflow)/inflow before management of liquid resources and financing		(567,888)		287,894
Financing				
Capital element of hire purchase contracts	(16,442)		(57,230)	
Net cash outflow from financing		(16,442)		(57,230)
(Decrease)/increase in cash in the year		(584,330)		230,664

ROCHFORD GARDEN MACHINERY LIMITED

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 30 NOVEMBER 2003

1	Reconciliation of operating profit to net cash (outflow)/inflow from operating activities	2003		2002	
		£		£	
	Operating profit	242,440		295,654	
	Depreciation of tangible assets	61,229		42,306	
	Loss on disposal of tangible assets	3,412		14,700	
	(Increase)/decrease in stocks	(580,570)		444,448	
	Increase in debtors	(326,144)		(53,409)	
	Increase/(decrease) in creditors within one year	273,413		(250,584)	
	Net cash (outflow)/inflow from operating activities	(326,220)		493,115	
2	Analysis of net (debt)/funds	1 December 2002	Cash flow	Other non-cash changes	30 November 2003
		£	£	£	£
	Net cash:				
	Cash at bank and in hand	538,787	(538,417)	-	370
	Bank overdrafts	-	(45,913)	-	(45,913)
		<u>538,787</u>	<u>(584,330)</u>	<u>-</u>	<u>(45,543)</u>
	Debt:				
	Finance leases	(59,585)	16,442	-	(43,143)
	Net funds/(debt)	<u>479,202</u>	<u>(567,888)</u>	<u>-</u>	<u>(88,686)</u>
3	Reconciliation of net cash flow to movement in net (debt)/funds	2003		2002	
		£		£	
	(Decrease)/increase in cash in the year	(584,330)		230,664	
	Cash outflow from decrease in debt and lease financing	16,442		36,753	
	Movement in net (debt)/funds in the year	(567,888)		267,417	
	Opening net funds	479,202		211,785	
	Closing net (debt)/funds	(88,686)		479,202	

ROCHFORD GARDEN MACHINERY LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 30 NOVEMBER 2003

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared under the historical cost convention.

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:

Land and buildings Leasehold	5% straight line
Plant and machinery	15% reducing balance
Fixtures, fittings & equipment	33% reducing balance
Motor vehicles	25% reducing balance

1.4 Leasing and hire purchase commitments

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 so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

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

1.5 Stock

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

Cost is computed on an average cost basis.

1.6 Pensions

The company operates a defined contribution pension scheme for employees. The assets of the scheme are held separately from those of the company. The annual contributions payable are charged to the profit and loss account.

1.7 Deferred taxation

The accounting policy in respect of deferred tax has been changed to reflect the requirements of FRS19 - Deferred tax. 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.

2 Operating profit

	2003	2002
	£	£
Operating profit is stated after charging:		
Depreciation of tangible assets	61,229	42,306
Loss on disposal of tangible assets	3,412	14,700
Operating lease rentals	149,913	90,376
Auditors' remuneration	3,000	2,800

ROCHFORD GARDEN MACHINERY LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2003

3	Interest payable	2003	2002
		£	£
	Hire purchase interest	4,095	6,121
	On overdue tax	263	-
	Other interest	30,000	5,000
		<u>34,358</u>	<u>11,121</u>
4	Taxation	2003	2002
		£	£
	Domestic current year tax		
	U.K. corporation tax	52,146	57,340
	Current tax charge	<u>52,146</u>	<u>57,340</u>
	Deferred tax		
	Deferred tax charge/credit current year	565	768
		<u>52,711</u>	<u>58,108</u>
	Factors affecting the tax charge for the year		
	Profit on ordinary activities before taxation	<u>208,579</u>	<u>288,621</u>
	Profit on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 23.47% (2002 : 19.33%)	<u>48,953</u>	<u>55,790</u>
	Effects of:		
	Non deductible expenses	222	1,204
	Depreciation	15,170	11,018
	Capital allowances	(12,199)	(10,672)
		<u>3,193</u>	<u>1,550</u>
	Current tax charge	<u>52,146</u>	<u>57,340</u>
5	Dividends	2003	2002
		£	£
	Ordinary interim paid	<u>100,000</u>	<u>100,000</u>

ROCHFORD GARDEN MACHINERY LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2003

6 Tangible fixed assets

	Plant and machinery	Fixtures, fittings & equipment	Motor vehicles	Total
	£	£	£	£
Cost				
At 1 December 2002	19,171	89,811	198,910	307,892
Additions	7,098	21,916	27,445	56,459
Disposals	-	(5,728)	(27,462)	(33,190)
At 30 November 2003	26,269	105,999	198,893	331,161
Depreciation				
At 1 December 2002	6,001	32,413	85,564	123,978
On disposals	-	(4,257)	(19,529)	(23,786)
Charge for the year	3,041	26,041	32,147	61,229
At 30 November 2003	9,042	54,197	98,182	161,421
Net book value				
At 30 November 2003	17,227	51,802	100,711	169,740
At 30 November 2002	13,170	57,398	113,346	183,914

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

	Fixtures, fittings & equipment	Motor vehicles	Total
	£	£	£
Net book values			
At 30 November 2003	4,143	87,192	91,335
At 30 November 2002	6,183	183,914	190,097
Depreciation charge for the year			
30 November 2003	2,040	27,711	29,751
30 November 2002	2,815	28,653	31,468

7 Stocks

	2003 £	2002 £
Finished goods and goods for resale	1,559,856	979,286

ROCHFORD GARDEN MACHINERY LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2003

8 Debtors	2003 £	2002 £
Trade debtors	563,183	622,014
Amounts owed by parent undertakings	2	2
Amounts owed by group undertakings	400,000	-
Other debtors	23,124	28,884
Prepayments and accrued income	-	9,265
	<u>986,309</u>	<u>660,165</u>

9 Creditors: amounts falling due within one year	2003 £	2002 £
Bank loans and overdrafts	45,913	-
Net obligations under hire purchase contracts	30,934	42,592
Trade creditors	1,092,616	1,178,966
Amounts owed to parent undertakings	50,000	-
Corporation tax	52,146	57,340
Other taxes and social security costs	60,498	51,718
Directors' current accounts	377,907	109,163
Accruals and deferred income	137,020	104,781
	<u>1,847,034</u>	<u>1,544,560</u>

The company has a mortgage debenture incorporating a fixed and floating charge over all current and future assets of the company.

Hire purchase contracts are secured on the underlying assets acquired.

10 Creditors: amounts falling due after more than one year	2003 £	2002 £
Net obligations under hire purchase contracts	<u>12,209</u>	<u>16,993</u>

ROCHFORD GARDEN MACHINERY LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2003

11 Provisions for liabilities and charges

	Deferred taxation £
Balance at 1 December 2002	7,593
Profit and loss account	565
Balance at 30 November 2003	<u>8,158</u>

Deferred taxation provided in the financial statements is as follows:

	2003 £	2002 £
Accelerated capital allowances	9,297	8,732
Other timing differences	(1,139)	(1,139)
	<u>8,158</u>	<u>7,593</u>

12 Pension costs

Defined contribution

	2003 £	2002 £
Contributions payable by the company for the year	<u>11,630</u>	<u>11,169</u>

ROCHFORD GARDEN MACHINERY LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2003

13 Share capital	2003 £	2002 £
Authorised		
5,000 Ordinary "A" Shares of £ 1 each	5,000	5,000
5,000 Ordinary "B" Shares of £ 1 each	5,000	5,000
	<u>10,000</u>	<u>10,000</u>
Allotted, called up and fully paid		
100 Ordinary "A" Shares of £ 1 each	100	100
100 Ordinary "B" Shares of £ 1 each	100	100
	<u>200</u>	<u>200</u>

"A" ordinary shares have voting rights, while "B" ordinary shares have no voting rights.

The "B" ordinary shares have priority to the residue (if any) on winding up in the proportion to the nominal amount paid up on such shares.

14 Statement of movements on profit and loss account

	Profit and loss account £
Balance at 1 December 2002	792,806
Retained profit for the year	55,868
	<u>848,674</u>
Balance at 30 November 2003	

15 Reconciliation of movements in shareholders' funds	2003 £	2002 £
Profit for the financial year	155,868	230,513
Dividends	(100,000)	(100,000)
	<u>55,868</u>	<u>130,513</u>
Net addition to shareholders' funds	793,006	662,493
Opening shareholders' funds		
	<u>848,874</u>	<u>793,006</u>
Closing shareholders' funds		

16 Contingent liabilities

There is a Group cross guarantee dated 5 February 2003 between the company and Garden Power Distribution Limited. The extent of the bank borrowing at 30 November 2003 was £45,913.

ROCHFORD GARDEN MACHINERY LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2003

17 Financial commitments

At 30 November 2003 the company had annual commitments under non-cancellable operating leases as follows:

	Land and buildings	
	2003	2002
	£	£
Expiry date:		
Within one year	-	65,000
In over five years	140,000	-
	<u>140,000</u>	<u>65,000</u>

18 Directors' emoluments

	2003	2002
	£	£
Emoluments for qualifying services	94,105	120,273
Company pension contributions to money purchase schemes	4,286	4,138
	<u>98,391</u>	<u>124,411</u>

The number of directors for whom retirement benefits are accruing under money purchase pension schemes amounted to 2 (2002 - 2).

ROCHFORD GARDEN MACHINERY LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2003

19 Employees

Number of employees

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

	2003 Number	2002 Number
Administrative staff	8	8
Sales staff	12	12
Parts and workshop	18	18
	<u>38</u>	<u>38</u>

Employment costs

	£	£
<i>Wages and salaries</i>	587,241	585,164
Social security costs	55,182	47,178
Other pension costs	11,630	11,169
	<u>654,053</u>	<u>643,511</u>

20 Ultimate parent company

Rochford Holdings Limited is the ultimate parent company being the owner of 100 "A" ordinary shares and 50 "B" ordinary shares in the company.

Rochford Holdings Limited is controlled by Mr P W C Rochford and Mrs E M Rochford by virtue of the fact that together they own 100% of its issued share capital.

ROCHFORD GARDEN MACHINERY LIMITED

NOTES TO THE ABBREVIATED ACCOUNTS (CONTINUED) FOR THE YEAR ENDED 30 NOVEMBER 2003

21 Related party transactions

P W C Rochford, the chairman, controlled the company throughout the current and previous period by virtue of his ownership, together with that of his close family, of the shares of the company and its ultimate parent undertaking (see note 21).

The leasehold land and buildings from which the company operates are owned by the Rochford Executive Pension Fund. The annual rent was £140,515 (2002 - £65,000). P W C Rochford and E M Rochford, who are directors of the company and shareholders of the ultimate parent undertaking, are also members and trustees of the pension scheme.

During the year, the company paid expenses on behalf of the Rochford Executive Pension Fund. These expenses have been recharged to the Pension Fund. The balance owed from the Rochford Executive Pension Fund at the year end was £23,124 (2002 - £23,124). This balance is interest free.

The company declared dividends during the year of £100,000 (2002 - £100,000) which were paid to the close family of the directors and the holding company.

Included within other creditors is a joint loan from the directors P W C and E M Rochford. The balance at the year end was £254,111 (2002 - £22,620). The interest paid on this balance was £24,000 (2002 - £Nil) there are no fixed repayment terms.

The company owed an amount of £123,796 (2002 - £86,543) to M and K Rochford who are the son and daughter of P W C Rochford and E M Rochford. This loan account was not overdrawn at any time during the year. The interest paid on this balance was £6,000 (2002 - £5,000), there are no fixed repayment terms.

During the year the company made a loan of £400,000 (2002 - £Nil) to Garden Power Distribution Limited, a company in which the directors P W C Rochford and E M Rochford are directors and P W C Rochford is a shareholder. The company made sales of £136,334 (2002 - £Nil) and purchases of £192,778 (2002 - £Nil) to and from Garden Power Distribution Limited respectively. The company received management fees of £88,612 from Garden Power Distribution Limited during the year. The balance due to the company from Garden Power Distribution Limited at the year end was £11,259 (2002 - £Nil) and the balance owed to Garden Power Distribution Limited by the company at the year end was £10,120 (2002 - £Nil). These two amounts are included within trade debtors and trade creditors respectively.

At the year end, the company owed £49,998 (2002 - £2) to its parent company Rochford Holdings Limited, there are no fixed repayment terms.

At the year-end, a balance of £Nil (2002 - £5,760) was due to the company from Rochford Tree Landscapes Limited, a company in which P W C Rochford and E W Rochford were directors and shareholders, but resigned and sold their holding during the year.