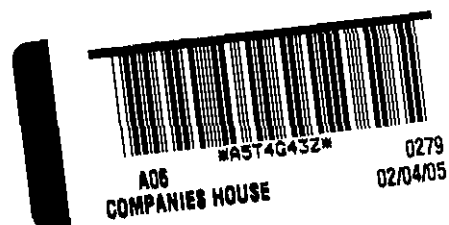


Abbreviated Accounts for the Year Ended 30 September 2004

for

Apollo Gardening Limited



Contents of the Abbreviated Accounts
for the Year Ended 30 September 2004

| | Page |
|---|------|
| Company Information | 1 |
| Report of the Independent Auditors on the Abbreviated Accounts | 2 |
| Abbreviated Balance Sheet | 3 |
| Notes to the Abbreviated Accounts | 4 |

Apollo Gardening Limited

Company Information
for the Year Ended 30 September 2004

DIRECTORS:

J Heymans
P Wallon

SECRETARY:

B Leary

REGISTERED OFFICE:

Apollo House
Neepsend Lane
Sheffield
S3 8AU

REGISTERED NUMBER:

4357353 (England and Wales)

AUDITORS:

Baker Tilly
Chartered Accountants
and Registered Auditors
Steam Mill
Steam Mill Street
Chester
CH3 5AN

BANKERS:

HSBC
47 Eastgate Street
Chester
CH1 1XW

Report of the Independent Auditors to
Apollo Gardening Limited
Under Section 247B of the Companies Act 1985

We have examined the abbreviated accounts on pages three to five, together with the full financial statements of the company for the year ended 30 September 2004 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 work has been undertaken so that we might state to the company those matters we are required to state to it in a special auditors' report 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 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 246 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 Sections 246(5) and (6) of the Act to the Registrar of Companies and whether the accounts to be delivered are properly prepared in accordance with those provisions and to 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 full financial statements.

Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with Sections 246(5) and (6) of the Companies Act 1985, and the abbreviated accounts on pages three to five are properly prepared in accordance with those provisions.

Baker Tilly

Baker Tilly
Chartered Accountants
and Registered Auditors
Steam Mill
Steam Mill Street
Chester
CH3 5AN

Date: 31 / 3 / 2005

Apollo Gardening Limited

Abbreviated Balance Sheet
30 September 2004

| | Notes | 30.9.04 £ | 30.9.03 £ |
|--|-------|------------------|------------------|
| FIXED ASSETS | | | |
| Tangible assets | 2 | 212,763 | 210,578 |
| CURRENT ASSETS | | | |
| Stocks | | 946,370 | 726,920 |
| Debtors | | 926,211 | 1,316,288 |
| Cash at bank and in hand | | 93,276 | 168,860 |
| | | <u>1,965,857</u> | <u>2,212,068</u> |
| CREDITORS | | | |
| Amounts falling due within one year | 3 | <u>1,295,430</u> | <u>1,550,968</u> |
| NET CURRENT ASSETS | | <u>670,427</u> | <u>661,100</u> |
| TOTAL ASSETS LESS CURRENT LIABILITIES | | <u>883,190</u> | <u>871,678</u> |
| CAPITAL AND RESERVES | | | |
| Called up share capital | 4 | 900,000 | 900,000 |
| Profit and loss account | | (16,810) | (28,322) |
| SHAREHOLDERS' FUNDS | | <u>883,190</u> | <u>871,678</u> |

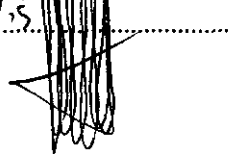
These abbreviated accounts have been prepared in accordance with the special provisions of Part VII of the Companies Act 1985 relating to small companies.

ON BEHALF OF THE BOARD:

.....
Director

Philippe Wallon

Approved by the Board on 18/12/05

.....


The notes form part of these abbreviated accounts

1. **ACCOUNTING POLICIES**

Accounting convention

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

Financial Reporting Standard Number 1

Exemption has been taken from preparing a cash flow statement on the grounds that the company qualifies as a small company.

Turnover

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

Tangible fixed assets

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

| | |
|-----------------------|-----------------|
| Plant and machinery | - 12.5% on cost |
| Fixtures and fittings | - 33% on cost |
| Display stands | - 33% on cost |

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Hire purchase and leasing commitments

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

Financial Reporting Standard Number 1

Exemption has been taken from preparing a cash flow statement on the grounds that the company is a wholly owned subsidiary of an EU parent.

Apollo Gardening Limited

Notes to the Abbreviated Accounts - continued
for the Year Ended 30 September 2004

2. **TANGIBLE FIXED ASSETS**

| | Total £ |
|-----------------------|------------|
| COST | |
| At 1 October 2003 | 298,090 |
| Additions | 112,051 |
| | <hr/> |
| At 30 September 2004 | 410,141 |
| | <hr/> |
| DEPRECIATION | |
| At 1 October 2003 | 87,512 |
| Charge for year | 109,866 |
| | <hr/> |
| At 30 September 2004 | 197,378 |
| | <hr/> |
| NET BOOK VALUE | |
| At 30 September 2004 | 212,763 |
| | <hr/> |
| At 30 September 2003 | 210,578 |
| | <hr/> |

3. **CREDITORS**

The following secured debts are included within creditors:

| | 30.9.04 £ | 30.9.03 £ |
|------------|--------------|--------------|
| Bank loans | 500,000 | 250,000 |
| | <hr/> | <hr/> |

4. **CALLED UP SHARE CAPITAL**

Authorised, allotted, issued and fully paid:

| Number: | Class: | Nominal value: | 30.9.04 £ | 30.9.03 £ |
|---------|----------|-------------------|--------------|--------------|
| 900,000 | Ordinary | £1 | 900,000 | 900,000 |
| | | | <hr/> | <hr/> |

5. **ULTIMATE PARENT COMPANY**

Nortene Jardin, a company incorporated in France, owns 900,000 Ordinary shares in Apollo Gardening Limited. The company's ultimate parent company and controlling party is Nortene SA, a company incorporated in France. Copies of its group financial statements, which include the company, are available from 9, place Marie-Jeanne Bassot, 92693 LEVALLOIS PERRET, France.