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DELTA & PINE LAND CO
Form 10-Q
July 15, 2004

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 10-Q

- Quarterly Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the quarterly period ended May 31, 2004 or
- Transition Report Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934 For the transition period from/to

Commission File Number: 000-21788

Exact name of registrant as specified in its charter:
DELTA AND PINE LAND COMPANY

State of Incorporation: Delaware
I.R.S. Employer Identification Number: 62-1040440

Address of Principal Executive Offices (including zip code):
One Cotton Row, Scott, Mississippi 38772

Registrant's telephone number, including area code:
(662) 742-4000

Indicate by check mark whether Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports) and (2) has been subject to such filing requirements for the past 90 days.

YES NO

Indicate by check mark whether the registrant is an accelerated filer (as defined in Exchange Act Rule 12b-2).

YES NO

APPLICABLE ONLY TO CORPORATE ISSUERS:

Indicate the number of shares outstanding of each of the issuer's classes of common stock, as of the latest practicable date.

Common Stock, \$0.10 Par Value - 38,451,162 shares outstanding as of June 30, 2004.

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PART I. FINANCIAL INFORMATION

Item 1. Consolidated Financial Statements

DELTA AND PINE LAND COMPANY AND SUBSIDIARIES
CONSOLIDATED BALANCE SHEETS
(in thousands, except share and per share amounts)
(Unaudited)

May 31,
2004

ASSETS

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| | | | |
|---|----|----------|----|
| CURRENT ASSETS: | | | |
| Cash and cash equivalents | \$ | 148,651 | \$ |
| Receivables, net | | 229,759 | |
| Inventories | | 30,469 | |
| Prepaid expenses | | 807 | |
| Deferred income taxes | | 10,755 | |
| | | ----- | |
| Total current assets | | 420,441 | |
| PROPERTY, PLANT AND EQUIPMENT, NET | | 61,205 | |
| EXCESS OF COST OVER NET ASSETS OF | | | |
| BUSINESSES ACQUIRED | | 4,183 | |
| INTANGIBLES, NET | | 5,350 | |
| INVESTMENT IN AFFILIATE | | - | |
| OTHER ASSETS | | 1,660 | |
| | | ----- | |
| TOTAL ASSETS | \$ | 492,839 | \$ |
| | | ===== | |
| LIABILITIES AND STOCKHOLDERS' EQUITY | | | |
| CURRENT LIABILITIES : | | | |
| Notes payable | \$ | - | \$ |
| Accounts payable | | 12,574 | |
| Accrued expenses | | 209,432 | |
| Income taxes payable | | 20,789 | |
| | | ----- | |
| Total current liabilities | | 242,795 | |
| | | ----- | |
| LONG-TERM DEBT | | - | |
| | | ----- | |
| DEFERRED INCOME TAXES | | 4,183 | |
| | | ----- | |
| MINORITY INTEREST IN SUBSIDIARIES | | 4,662 | |
| | | ----- | |
| STOCKHOLDERS' EQUITY: | | | |
| Preferred stock, par value \$0.10 per share; 2,000,000 shares authorized; | | | |
| Series A Junior Participating Preferred, par value \$0.10 per share; | | | |
| 456,989 shares authorized; no shares issued or outstanding; | | - | |
| Series M Convertible Non-Voting Preferred, par value \$0.10 per share; | | | |
| 1,066,667 shares authorized, issued and outstanding | | 107 | |
| Common stock, par value \$0.10 per share; 100,000,000 shares authorized; | | | |
| 40,001,984, 39,525,116 and 39,474,723 shares issued; | | | |
| 38,441,718, 38,107,850 and 38,094,557 shares outstanding | | 4,000 | |
| Capital in excess of par value | | 61,700 | |
| Retained earnings | | 210,129 | |
| Accumulated other comprehensive loss | | (5,314) | |
| Treasury stock, at cost; 1,560,266, 1,417,266 and 1,380,166 shares | | (29,423) | |
| | | ----- | |
| TOTAL STOCKHOLDERS' EQUITY | | 241,199 | |
| | | ----- | |
| TOTAL LIABILITIES AND STOCKHOLDERS' EQUITY | \$ | 492,839 | \$ |
| | | ===== | |

The accompanying notes are an integral part of these financial statements.

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DELTA AND PINE LAND COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF OPERATIONS
FOR THE THREE MONTHS ENDED
(in thousands, except per share amounts)
(Unaudited)

| | May 31, 2004 |
|---|-----------------|
| NET SALES AND LICENSING FEES | \$ 185,11 |
| COST OF SALES | 120,56 |
| GROSS PROFIT | 64,55 |
| OPERATING EXPENSES: | |
| Research and development | 4,46 |
| Selling | 3,23 |
| General and administrative | 3,76 |
| Special charges | |
| | 11,46 |
| OPERATING INCOME | 53,09 |
| INTEREST INCOME, NET | 26 |
| OTHER EXPENSE, NET | (3,65) |
| EQUITY IN NET LOSS OF AFFILIATE | (1,03) |
| MINORITY INTEREST IN LOSS OF SUBSIDIARIES | 2 |
| INCOME BEFORE INCOME TAXES | 48,69 |
| INCOME TAX EXPENSE | 17,26 |
| NET INCOME | 31,42 |
| DIVIDENDS ON PREFERRED STOCK | (12) |
| NET INCOME APPLICABLE TO COMMON SHARES | \$ 31,30 |
| BASIC EARNINGS PER SHARE | \$ 0.8 |
| NUMBER OF SHARES USED IN BASIC EARNINGS PER SHARE CALCULATIONS | 38,31 |
| DILUTED EARNINGS PER SHARE | \$ 0.7 |
| NUMBER OF SHARES USED IN DILUTED EARNINGS PER SHARE CALCULATIONS | 39,79 |
| DIVIDENDS PER COMMON SHARE | \$ 0.1 |

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The accompanying notes are an integral part of these financial statements.

DELTA AND PINE LAND COMPANY AND SUBSIDIARIES
 CONSOLIDATED STATEMENTS OF OPERATIONS
 FOR THE NINE MONTHS ENDED
 (in thousands, except per share amounts)
 (Unaudited)

| | May 31, 2004 |
|---|-----------------|
| NET SALES AND LICENSING FEES | \$ 287,24 |
| COST OF SALES | 184,71 |
| GROSS PROFIT | 102,52 |
| OPERATING EXPENSES: | |
| Research and development | 13,59 |
| Selling | 9,18 |
| General and administrative | 13,04 |
| Special charges | |
| | 35,82 |
| OPERATING INCOME | 66,70 |
| INTEREST INCOME, NET | 96 |
| OTHER EXPENSE, NET | (9,97) |
| EQUITY IN NET LOSS OF AFFILIATE | (2,76) |
| MINORITY INTEREST IN EARNINGS OF SUBSIDIARIES | (2,38) |
| INCOME BEFORE INCOME TAXES | 52,54 |
| INCOME TAX EXPENSE | 18,65 |
| NET INCOME | 33,89 |
| DIVIDENDS ON PREFERRED STOCK | (36) |
| NET INCOME APPLICABLE TO COMMON SHARES | \$ 33,53 |
| BASIC EARNINGS PER SHARE | \$ 0.8 |
| NUMBER OF SHARES USED IN BASIC EARNINGS PER SHARE CALCULATIONS | 38,18 |
| DILUTED EARNINGS PER SHARE | \$ 0.8 |

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NUMBER OF SHARES USED IN DILUTED EARNINGS
PER SHARE CALCULATIONS

39,68

DIVIDENDS PER COMMON SHARE

\$ 0.3

The accompanying notes are an integral part of these financial statements.

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DELTA AND PINE LAND COMPANY AND SUBSIDIARIES
CONSOLIDATED STATEMENTS OF CASH FLOWS
FOR THE NINE MONTHS ENDED
(in thousands)
(Unaudited)

| | May 31, 2004 | |
|--|---------------------------|-------|
| | ----- | ----- |
| CASH FLOWS FROM OPERATING ACTIVITIES: | | |
| Net income | \$ 33,894 | \$ |
| Adjustments to reconcile net income to net cash provided by operating activities: | | |
| Depreciation and amortization | 6,228 | |
| Loss (gain) on sale of assets | 220 | |
| Equity in net loss of affiliate | 2,767 | |
| Foreign exchange loss (gain) | 125 | |
| Minority interest in earnings of subsidiaries | 2,380 | |
| Change in deferred taxes | (1,168) | |
| Changes in assets and liabilities: | | |
| Receivables | (62,786) | |
| Inventories | 1,923 | |
| Prepaid expenses | 1,294 | |
| Intangibles and other assets | 41 | |
| Accounts payable | (5,506) | |
| Accrued expenses | 33,063 | |
| Income taxes | 13,652 | |
| Net cash provided by operating activities | ----- 26,127 ----- | |
| CASH FLOWS FROM INVESTING ACTIVITIES: | | |
| Purchases of property and equipment | (3,101) | |
| Sale of investments and property | 64 | |
| Investment in affiliate | (1,880) | |
| Net cash used in investing activities | ----- (4,917) ----- | |
| CASH FLOWS FROM FINANCING ACTIVITIES: | | |
| Payments of short-term debt | (277) | |
| Payments of long-term debt | (1,607) | |
| Dividends paid | (13,375) | |

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| | | |
|---|------------|----|
| Proceeds from short-term debt | 245 | |
| Minority interest in dividends paid by subsidiary | (1,336) | |
| Payments to acquire treasury stock | (3,452) | |
| Proceeds from exercise of stock options | 4,097 | |
| | (15,705) | |
| Net cash used in financing activities | (15,705) | |
| | | |
| EFFECTS OF FOREIGN CURRENCY EXCHANGE RATES | (139) | |
| | | |
| NET INCREASE IN CASH AND CASH EQUIVALENTS | 5,366 | |
| CASH AND CASH EQUIVALENTS, August 31 | 143,285 | |
| | 148,651 | |
| CASH AND CASH EQUIVALENTS, May 31 | \$ 148,651 | \$ |
| | | |
| SUPPLEMENTAL CASH FLOW INFORMATION: | | |
| Cash paid during the nine months for: | | |
| Interest | \$ 10 | \$ |
| Income taxes | \$ 5,600 | \$ |
| | | |
| Noncash financing activities: | | |
| Tax benefit of stock option exercises | \$ 2,800 | \$ |

The accompanying notes are an integral part of these financial statements.

DELTA AND PINE LAND COMPANY AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. BASIS OF PRESENTATION

The accompanying unaudited consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (GAAP) for interim financial information and Article 10 of Regulation S-X. Accordingly, they do not include all of the information and footnotes required by GAAP for complete financial statements. In the opinion of management, all adjustments (consisting of normal recurring accruals) considered necessary for the fair presentation of the consolidated financial statements have been included. The business of Delta and Pine Land Company and its subsidiaries ("D&PL") is seasonal in nature; thus, the results of operations for the three and nine month periods ended May 31, 2004 and 2003, or for any quarterly period, are not necessarily indicative of the results to be expected for the full year. D&PL's investment in 50%-owned affiliate DeltaMax Cotton, LLC ("DeltaMax") is accounted for using the equity method. For further information, reference should be made to the consolidated financial statements and footnotes thereto included in D&PL's Annual Report to Stockholders on Form 10-K for the fiscal year ended August 31, 2003.

Reclassifications

In the consolidated income statement for the three and nine month periods ended May 31, 2004, certain expenses historically classified as Research and Development in Operating Expenses have been reclassified as Cost of Sales. These expenses for the prior year period have also been reclassified for consistency. The expenses relate to certain activities performed by the Technical Services department. As the sales of transgenic varieties have increased as a percentage

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of our Net Sales and Licensing Fees over the past several years, certain technical services department activities have become more related to preparing seed for sale than to Research and Development activities. The activities for which expenses have been reclassified relate primarily to the increase of seed quantities to allow us to offer certain varieties commercially and to late-stage trials performed to ensure that varieties that have been chosen to be offered commercially meet agronomic and transgenic requirements of our third-party technology licenses. The amount of expenses reclassified for the three-month periods ended May 31, 2004 and 2003 was \$526,000 and \$548,000, respectively. The amount of expenses reclassified for the nine-month periods ended May 31, 2004 and 2003 was \$1,357,000 and \$1,316,000, respectively.

Certain other prior year amounts have been reclassified to conform with the current year presentation.

2. COMPREHENSIVE INCOME

Total comprehensive income for the three and nine months ended May 31, 2004 and 2003, was (in thousands):

| | Three Months Ended | | May 200 |
|---|--------------------|-----------------|------------|
| | May 31, 2004 | May 31, 2003 | |
| Net income | \$ 31,429 | \$ 28,465 | \$ |
| Other comprehensive (loss) income: | | | |
| Foreign currency translation (losses) gains | (616) | 861 | |
| Net realized and unrealized gain (losses) on hedging instruments | 283 | (215) | |
| Income tax benefit (expense) related to other comprehensive income | 120 | (229) | |
| Other comprehensive (loss) income, net of tax | (213) | 417 | |
| Total comprehensive income | \$ 31,216 | \$ 28,882 | \$ |

3. SEGMENT DISCLOSURES

D&PL is in a single line of business and operates in two business segments, domestic and international. D&PL's reportable segments offer similar products; however, the business units are managed separately due to the geographic dispersion of their operations. D&PL breeds, produces, conditions and markets proprietary varieties of cotton and soybean planting seed in the United States. The international segment offers cottonseed in several foreign countries through both export sales and in-country operations. D&PL develops its proprietary seed products through research and development efforts in the United States and

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certain foreign countries.

D&PL's chief operating decision maker utilizes revenue information in assessing performance and making overall operating decisions and resource allocations. Profit and loss information is reported by segment to the chief operating decision maker and D&PL's Board of Directors. The accounting policies of the segments are substantially the same as those described in the summary of significant accounting policies in D&PL's Form 10-K filed for the year ended August 31, 2003.

Information about D&PL's segments for the three and nine month periods ended May 31, 2004 and 2003, is as follows (in thousands):

| | Three Months Ended | | |
|---|--------------------|-----------------|------------|
| | May 31, 2004 | May 31, 2003 | May 200 |
| Net sales and licensing fees (by segment) | | | |
| Domestic | \$ 173,863 | \$ 162,593 | \$ |
| International | 11,256 | 6,343 | |
| | \$ 185,119 | \$ 168,936 | \$ |
| | ===== | ===== | ===== |
| Net sales and licensing fees | | | |
| Cottonseed | \$ 169,030 | \$ 154,902 | \$ |
| Soybean seed | 15,495 | 12,918 | |
| Other | 594 | 1,116 | |
| | \$ 185,119 | \$ 168,936 | \$ |
| | ===== | ===== | ===== |
| Operating income (loss) | | | |
| Domestic | \$ 51,622 | \$ 47,619 | \$ |
| International | 1,471 | (1,138) | |
| | \$ 53,093 | \$ 46,481 | \$ |
| | ===== | ===== | ===== |

4. SIGNIFICANT CHANGES IN ASSETS AND LIABILITIES FROM AUGUST 31, 2003

Accounts receivable increased approximately \$62,807,000 to \$229,759,000 at May 31, 2004 from \$166,952,000 at August 31, 2003. This increase is primarily related to fiscal year 2004 sales partially offset by the collection of the 2003 technology sublicense fees in September 2003.

Accrued expenses increased approximately \$33,282,000 to \$209,432,000 at May 31, 2004 from \$176,150,000 at August 31, 2003. This increase is primarily related to the reserve for returns for the fiscal year 2004.

Accounts payable decreased approximately \$5,392,000 to \$12,574,000 at May 31, 2004 from \$17,966,000 at August 31, 2003. This decrease is primarily attributable to payments made on accounts payable related to customer returns for fiscal year 2003 sales offset by payables due on current year raw material purchases.

5. RECENTLY ISSUED FINANCIAL ACCOUNTING STANDARDS

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In January 2003, the FASB issued Interpretation No. 46, "Consolidation of Variable Interest Entities - An Interpretation of ARB No. 51". In December 2003, the FASB published a revision to Interpretation No. 46 (46R) to clarify some of the provisions of the original Interpretation. This Interpretation addresses the consolidation by business enterprises of variable interest entities as defined in the Interpretation. Under the new guidance, special effective date provisions apply to enterprises that have fully or partially applied Interpretation 46 prior to issuance of this revised Interpretation. Otherwise, application of Interpretation 46R is required in financial statements of public entities that have interests in structures that are commonly referred to as special-purpose entities for periods ending after December 15, 2003. Application by public entities, other than small business issuers, for all other types of variable interest entities is required in financial statements for periods ending after March 15, 2004. The Company does not have any VIEs and, therefore, the adoption of this statement did not have a material impact on D&PL's consolidated financial position or results of operations.

Statement of Financial Accounting Standards ("SFAS") No. 132 (Revised 2003), "Employers' Disclosures about Pensions and Other Postretirement Benefits," requires additional annual disclosures about pension plan assets, benefit obligations, cash flows, benefit costs and related information. SFAS No. 132 (Revised 2003) also requires companies to disclose various elements of pension and postretirement benefit costs in interim-period financial statements for quarters beginning after December 15, 2003. This required disclosure is included in Note 14.

SFAS No. 150, "Accounting for Certain Financial Instruments with Characteristics of Both Liabilities and Equity," provides guidance on how to classify and measure certain financial instruments with characteristics of both liabilities and equity. This statement is effective for financial instruments entered into or modified after May 31, 2003, and otherwise is effective at the beginning of the first interim period beginning after June 15, 2003. D&PL adopted this statement for financial instruments entered into after May 31, 2003 and otherwise adopted this statement September 1, 2003. The adoption of this statement did not have a material impact on D&PL's consolidated financial position or results of operations.

SFAS No. 148, "Accounting for Stock-Based Compensation - Transition and Disclosure -- an Amendment of FASB Statement No. 123," was issued in December 2002. SFAS No. 148 provides alternative methods of transition for a voluntary change to the fair value based method of accounting for stock-based employee compensation under which compensation cost for stock options is recognized. In addition, this statement amends the disclosure requirements of FASB Statement No. 123 to require prominent disclosures in both annual and interim financial statements about the method of accounting for stock-based compensation and the effect of the method used on reported results. This required disclosure is included in Note 6.

6. STOCK-BASED COMPENSATION PLANS

As permitted by both SFAS No. 123, "Accounting for Stock-Based Compensation," and SFAS No. 148, "Accounting for Stock-Based Compensation - Transition and Disclosure -- an Amendment of FASB Statement No. 123," D&PL applies Accounting Principles Board Opinion 25 in accounting for its employee stock option plans. Therefore, no compensation expense for stock options is deducted in determining net income, as all options granted had an exercise price equal to the fair market value of the underlying common stock on the grant date. For further information about D&PL's employee stock option plans, reference should be made to the consolidated financial statements and footnotes thereto included in D&PL's Annual Report to Stockholders on Form 10-K for the fiscal year ended August 31, 2003.

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The following table illustrates the effect on net income and earnings per share if D&PL had recorded compensation expense in accordance with the fair value provisions of SFAS No. 123.

| | Three Months Ended | |
|---|--------------------|-----------------|
| | May 31, 2004 | May 31, 2003 |
| Net income: | | |
| As reported | \$ 31,429 | \$ 28,465 |
| Less: Total stock-based compensation expense determined under the fair value based method for all awards, net of related tax effects | (788) | (902) |
| Pro forma | \$ 30,641 | \$ 27,563 |
| Basic earnings per share: | | |
| As reported | \$ 0.82 | \$ 0.75 |
| Pro forma | \$ 0.80 | \$ 0.72 |
| Diluted earnings per share: | | |
| As reported | \$ 0.79 | \$ 0.72 |
| Pro forma | \$ 0.77 | \$ 0.70 |

7. INVENTORIES

Inventories consisted of the following as of (in thousands):

| | May 31, 2004 | August 31, 2003 |
|----------------|-----------------|--------------------|
| Finished goods | \$ 25,355 | \$ 21,476 |
| Raw materials | 20,802 | 17,062 |
| Growing crops | 585 | 1,199 |
| Supplies | 805 | 733 |
| | 47,547 | 40,470 |
| Less reserves | (17,078) | (8,239) |
| | \$ 30,469 | \$ 32,231 |

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Finished goods and raw material inventory is valued at the lower of average cost or market. Growing crops are recorded at cost. Elements of cost in inventories include raw materials, direct production costs, manufacturing overhead and immaterial general and administrative expenses. Inventory reserves relate to estimated excess and obsolete inventory. The provision recorded for excess and obsolete inventory for the nine-month periods ended May 31, 2004 and 2003 were \$12,522,000 and \$7,375,000, respectively. See Note 11 for a description of hedging activities.

8. PROPERTY, PLANT AND EQUIPMENT

Property, plant and equipment consisted of the following as of (in thousands):

| | May 31, 2004 | August 31, 2003 |
|-------------------------------|-----------------|--------------------|
| | ----- | ----- |
| Land and improvements | \$ 5,363 | \$ 5,124 |
| Buildings and improvements | 42,223 | 41,272 |
| Machinery and equipment | 57,108 | 56,202 |
| Germplasm | 7,500 | 7,500 |
| Breeder and foundation seed | 2,019 | 2,000 |
| Construction in progress | 2,989 | 5,464 |
| | ----- | ----- |
| | 117,202 | 117,562 |
| Less accumulated depreciation | (55,997) | (53,121) |
| | ----- | ----- |
| | \$ 61,205 | \$ 64,441 |
| | ===== | ===== |

9. INTANGIBLES AND EXCESS OF COST OVER NET ASSETS OF BUSINESS ACQUIRED

The components of identifiable intangible assets follow as of (in thousands):

| | May 31, 2004 | | August 31, 2003 | |
|---------------------------------|-----------------------------|-----------------------------|-----------------------------|-----------------------------|
| | ----- | ----- | ----- | ----- |
| | Gross Carrying Amount | Accumulated Amortization | Gross Carrying Amount | Accumulated Amortization |
| Trademarks | \$ 3,182 | \$ (859) | \$ 3,182 | \$ (800) |
| Commercialization agreements | 400 | (86) | 400 | (65) |
| Licenses | 1,100 | (55) | 1,100 | - |
| Patents | 592 | (94) | 426 | (84) |
| Other | 1,930 | (760) | 1,959 | (648) |
| | ----- | ----- | ----- | ----- |
| | \$ 7,204 | \$ (1,854) | \$ 7,067 | \$ (1,597) |
| | ===== | ===== | ===== | ===== |

Amortization expense for identifiable intangible assets during the three- and nine-month periods ended May 31, 2004 was approximately \$90,000 and \$270,000, respectively. Identifiable intangible asset amortization expense is estimated to be \$110,000 for the remainder of 2004 and \$400,000 in each of the fiscal years from 2005 through 2008 and \$300,000 in 2009.

During the fourth quarter of fiscal 2003, "EXCESS OF COST OVER NET ASSETS OF

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BUSINESS ACQUIRED" ("goodwill") attributable to the domestic segment was tested for impairment by comparing its implied fair value to its carrying value. Based on management's impairment test, management determined that none of the goodwill recorded was impaired.

10. INVESTMENT IN AFFILIATE

D&PL owns a 50% interest in DeltaMax, a limited liability company jointly owned with Verdia, Inc. (formerly known as MaxyAg, Inc.). Verdia was acquired by DuPont on July 2, 2004. Established in May 2002, the DeltaMax joint venture was formed to create, develop and commercialize herbicide tolerant and insect resistant traits for the cottonseed market. D&PL has licensed from DeltaMax the developed traits for commercialization in both the U.S. and other cotton-producing countries in the world. For the quarters ended May 31, 2004 and 2003, D&PL's equity in the net loss of DeltaMax was \$1,033,000 and \$551,000, respectively. For the nine months ended May 31, 2004 and 2003, D&PL's equity in the net loss of DeltaMax was \$2,767,000 and \$1,492,000, respectively.

11. DERIVATIVE FINANCIAL INSTRUMENTS

Accumulated other comprehensive loss includes the following related to the Company's soybean hedging program for the nine-month periods ended May 31, 2004 and 2003 (in thousands):

| | | 2004 |
|--|----|-------|
| | | ----- |
| Deferred net gain, as of August 31 | \$ | 262 |
| Net gains on hedging instruments arising during the nine months | | 80 |
| Reclassification adjustment of gains on hedging instruments to earnings | | (155) |
| | | ----- |
| Net change in accumulated other comprehensive loss | | (75) |
| | | ----- |
| Deferred net gain on derivative instruments included in accumulated other comprehensive loss at May 31 | \$ | 187 |
| | | ===== |

The net gain of \$187,000 included in accumulated other comprehensive loss at May 31, 2004 consists of net unrealized gains which will be recognized in earnings within the next twelve months; however, the actual amount that will be charged to earnings may vary as a result of changes in market conditions.

For the nine-month periods ended May 31, 2004 and 2003, D&PL recorded no gains or losses in earnings as a result of hedge ineffectiveness or discontinuance of cash flow hedges related to soybeans.

12. CONTINGENCIES

Product Claims

D&PL is named as a defendant in various lawsuits that allege, among other

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things, that certain of D&PL's products (including those containing Monsanto's technology) did not perform as the farmer had anticipated or expected. In some of these cases, Monsanto and/or the dealer or distributor who sold the seed are also named as defendants. In all cases where the seed sold contained either or both of Monsanto's Bollgard(R) and/or Roundup Ready(R) gene technologies, and where the farmer alleged a failure of one or more of those technologies, D&PL

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1. On March 31, 2000, Monsanto Company consummated a merger with Pharmacia & Upjohn Inc. and changed its name to Pharmacia Corporation. On February 9, 2000, Monsanto Company formed a new subsidiary corporation, Monsanto Ag Company, which, on March 31, 2000, changed its name to Monsanto Company. On August 31, 2002, Pharmacia distributed to its shareholders its remaining interest in the new Monsanto Company. Pursuant to the closing of a merger on April 16, 2003, Pharmacia Corporation merged with and into a wholly-owned subsidiary of Pfizer Inc. Pharmacia survived the merger as a wholly-owned subsidiary of Pfizer Inc.

In this document, with respect to events occurring on or before March 31, 2000, the term "Monsanto" refers to the entity then designated Monsanto Company and renamed Pharmacia Corporation on that date. With respect to events occurring between March 31, 2000 and April 16, 2003, this entity is referred to as "Pharmacia". With respect to events occurring after April 16, 2003, the entity referred to as "Pharmacia" is that entity which on that date became a wholly-owned subsidiary of Pfizer Inc. With respect to events occurring after March 31, 2000, the entity formed as Monsanto Ag Company and renamed Monsanto Company (NYSE: MON) on March 31, 2000, is referred to as "Monsanto".

has tendered the defense of the case to Monsanto and requested indemnity. Pursuant to the terms of the February 2, 1996 Bollgard Gene License and Seed Services Agreement (the "Bollgard Agreement") and the February 2, 1996 Roundup Ready Gene License and Seed Services Agreement (the "Roundup Ready Agreement") (both as amended December 1999, January 2000 and March 2003 and the Roundup Ready Agreement as additionally amended July 1996), D&PL has a right to be contractually indemnified by Monsanto against all claims arising out of the failure of Monsanto's gene technology. Pharmacia remains liable for Monsanto's performance under these indemnity agreements. Some of the product liability lawsuits contain varietal claims which are aimed solely at D&PL. D&PL does not have a right to indemnification from Monsanto for any claims involving varietal characteristics separate from or in addition to the failure of the Monsanto technology. D&PL believes that the resolution of these matters will not have a material impact on the consolidated financial statements. D&PL intends to vigorously defend itself in these matters.

Other Legal Matters

On December 9, 2003, Bayer BioScience N.V. and Bayer CropScience GmbH (collectively "Bayer") filed a suit in the Federal Court of Australia alleging that the importing, exporting, selling and other alleged uses by Deltapine Australia Pty Ltd., D&PL's wholly-owned Australian subsidiary ("Deltapine Australia"), of Bollgard II(R) cotton seed infringes Bayer's Australian patent that claims an alleged invention entitled "Prevention of Bt Resistance Development." The suit seeks an injunction, damages and other relief against Deltapine Australia. Deltapine Australia disputes the validity, infringement and enforceability of Bayer's patent. On April 16, 2004, Deltapine Australia responded to the suit, denying infringement and asserting affirmative defenses and cross claims. The suit is in pretrial proceedings.

In July 2003, D&PL received a notice from Monsanto asserting that disputes exist among Monsanto, D&PL and D&M Partners, a partnership of D&PL (90%) and Monsanto (10%), pertaining to four matters under the Bollgard and Roundup Ready Licenses for the United States and two matters under license agreements for Argentina and the Republic of South Africa, respectively. Monsanto's notice of dispute asserts that D&PL's failure to address these issues would be a breach of D&PL obligations under the relevant agreements and reserves all of Monsanto's rights under these agreements. In August 2003, D&PL and D&M Partners responded to Monsanto's positions on each issue and notified Monsanto of three additional disputes, each concerning Monsanto's compliance with its obligations under the Bollgard and Roundup Ready Licenses for the United States. In accordance with

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the dispute resolution provisions of the subject agreements, the issues raised in Monsanto, D&PL and D&M Partners' notices have been submitted to a panel of senior executives (the "Executive Panel"). Monsanto has subsequently withdrawn from the Executive Panel the issue involving the license agreements for the Republic of South Africa and has submitted to the Executive Panel one additional issue of interpretation of the Bollgard and Roundup Ready Licenses for the United States. Issues arising from operations in Argentina have been resolved and are no longer in dispute. D&PL is committed to participating in good faith resolution of the remaining issues in dispute. Any issues not resolved by the Executive Panel may be submitted to binding arbitration as provided in the relevant agreements. On May 20, 2004, Monsanto submitted to arbitration before the American Arbitration Association two issues: whether D&M Partners has paid Monsanto all royalties due and whether D&PL has made unauthorized transfers of materials containing Monsanto technology. In this arbitration proceeding, Monsanto seeks an adjudication of its alleged right to terminate the Bollgard and Roundup Ready Licenses, to dissolve D&M Partners, to obtain an accounting and to receive monetary damages and a return or destruction of materials containing Monsanto technologies. D&PL denies the claims asserted by Monsanto in the arbitration filing and has filed appropriate responses and counterclaims to Monsanto's claims. Other issues remain pending before the Executive Panel.

In July 2002, Syngenta Biotechnology, Inc. ("SBI") brought suit in the U.S. District Court in Delaware alleging that D&PL's making, using, selling and offering to sell cotton planting seed containing Monsanto's insect-resistant Bt genes, being sold under the trade name Bollgard, and Monsanto's herbicide tolerance genes, being sold under the trade name Roundup Ready, infringed U.S. Patent 6,051,757 entitled "Regeneration of Plants Containing Genetically Engineered T-DNA". This suit was dismissed with prejudice by a Stipulation of Dismissal filed February 20, 2004, with no material impact to D&PL.

In May 2002, Pharmacia Corporation filed a suit in state court in Missouri against D&PL International Technology Corp. ("DITC"), D&PL's subsidiary, seeking a declaratory judgment that it was entitled to invoke the cross purchase provision in the Operating Agreement for D&M International, LLC, a limited liability company jointly owned by Pharmacia and DITC. In March 2004, the parties agreed to settle the matter without material financial impact to the Company. An order of dismissal was entered on April 27, 2004.

In December 1999, Mycogen Plant Science, Inc. ("Mycogen") filed a suit in the Federal Court of Australia alleging that Monsanto Australia Ltd., Monsanto's wholly-owned Australian subsidiary, and Deltapine Australia have been infringing two of Mycogen's Australian patents by making, selling, and licensing cotton planting seed expressing insect resistance. The suit seeks injunction against continued sale of seed containing Monsanto's Ingard(R) gene and recovery of an unspecified amount of damages. The litigation is currently in discovery and pretrial proceedings. Consistent with its commitments, Monsanto has agreed to defend D&PL in this suit and to indemnify D&PL against damages, if any are awarded. Monsanto is providing separate defense counsel for D&PL. D&PL is assisting Monsanto to the extent reasonably necessary.

A corporation owned by the son of D&PL's former Guatemalan distributor sued in 1989 asserting that D&PL violated an agreement with it by granting to another entity an exclusive license in certain areas of Central America and southern Mexico. The suit seeks damages of 5,292,459 Guatemalan quetzales (approximately \$687,000 at June 30, 2004 exchange rates) and an injunction preventing D&PL from distributing seed through any other licensee in that region. The Guatemalan court, where this action is proceeding, has twice declined to approve the injunction sought. D&PL continues to make available seed for sale in Central America and Mexico.

13. EARNINGS PER SHARE

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Dilutive common share equivalents consist of both D&PL's Series M Convertible Non-Voting Preferred shares and the outstanding options to purchase D&PL's common stock that have been issued under the 1993 Stock Option Plan and the 1995 Long-Term Incentive Plan. Approximately 551,000 and 1,126,000 outstanding stock options were not included in the computation of diluted earnings per share for the three months ended May 31, 2004 and 2003, respectively, and approximately 551,000 and 1,179,000 outstanding stock options were not included in the computation of diluted earnings per share for the nine months ended May 31, 2004 and 2003, respectively, because the exercise price exceeded the average market price of D&PL's common stock for each respective reporting date. These excluded options expire at various dates from 2007 to 2014.

The table below reconciles the basic and diluted per share computations:

| (in thousands, except per share amounts) | Three Months Ended | | May |
|--|--------------------|-----------------|------|
| | May 31, 2004 | May 31, 2003 | 200 |
| Income: | | | |
| Net income | \$ 31,429 | \$ 28,465 | \$ 3 |
| Less: Preferred stock dividends | (128) | (64) | |
| Net income for basic EPS | 31,301 | 28,401 | 3 |
| Effect of Dilutive Securities: | | | |
| Convertible Preferred Stock Dividends | 128 | 64 | |
| Net income available to common stockholders plus assumed conversions (for diluted EPS) | \$ 31,429 | \$ 28,465 | \$ 3 |
| Shares: | | | |
| Basic EPS Shares | 38,311 | 38,049 | 3 |
| Effect of Dilutive Securities: | | | |
| Options to purchase stock | 421 | 482 | |
| Convertible preferred stock | 1,067 | 1,067 | |
| Diluted EPS Shares | 39,799 | 39,598 | 3 |
| Per Share Amounts: | | | |
| Basic | \$ 0.82 | \$ 0.75 | \$ |
| Diluted | \$ 0.79 | \$ 0.72 | \$ |

14. EMPLOYEE BENEFIT PLANS

Substantially all full-time employees are covered by a noncontributory defined benefit plan (the "Plan"). Benefits are paid to employees, or their beneficiaries, upon retirement, death or disability based on their final average compensation over the highest consecutive five years. D&PL's funding policy is to make contributions to the Plan that are at least equal to the minimum amounts required to be funded in accordance with the provisions of ERISA. Effective January 1992, D&PL adopted a Supplemental Executive Retirement Plan (the "SERP"), which will pay supplemental pension benefits to certain employees whose

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benefits from the Plan were decreased as a result of certain changes made to the Plan. The benefits from the SERP will be paid in addition to any benefits the participants may receive under the Plan and will be paid from Company assets, not Plan assets. For further information about D&PL's employee benefit plans, reference should be made to Note 10 to the consolidated financial statements contained in D&PL's Annual Report on Form 10-K for the year ended August 31, 2003.

The components of net periodic pension cost for D&PL's Plan and SERP follow as of (in thousands):

| | Pension Three Months Ended | |
|------------------------------------|-------------------------------|-----------------|
| | May 31, 2004 | May 31, 2003 |
| Service cost | \$ 208,000 | \$ 160,000 |
| Interest cost | 247,000 | 229,000 |
| Expected return on assets | (230,000) | (172,000) |
| Amortization of prior service cost | 1,000 | 1,000 |
| Recognized net actuarial loss | 118,000 | 66,000 |
| Net periodic pension cost | \$ 344,000 | \$ 284,000 |

| | Pension Nine Months Ended | |
|------------------------------------|------------------------------|-----------------|
| | May 31, 2004 | May 31, 2003 |
| Service cost | \$ 624,000 | \$ 479,000 |
| Interest cost | 742,000 | 686,000 |
| Expected return on assets | (691,000) | (515,000) |
| Amortization of prior service cost | 3,000 | 3,000 |
| Recognized net actuarial loss | 354,000 | 198,000 |
| Net periodic pension cost | \$ 1,032,000 | \$ 851,000 |

As of May 31, 2004, D&PL had contributed \$1,400,000 to the Pension Plan. D&PL contributed \$1,300,000 to the Pension Plan in June 2004 and does not anticipate making any additional contributions in 2004.

As of May 31, 2004, no contributions have been made to the SERP. D&PL presently does not anticipate contributing any amounts to the SERP in 2004.

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations

OVERVIEW/OUTLOOK

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During the third quarter, we shipped the bulk of our cotton and soybean seed units for the 2004 fiscal year to customers in the U.S. market. Domestic cottonseed sales were higher for the 2004 third quarter compared to the 2003 third quarter due to an increase in both units shipped and in selling prices. Units shipped increased in the current year period due to an expected shift of shipments from the second quarter to the third quarter as a result of our inventory management strategy whereby shipments to distributors were more closely timed with orders from farmers to the distributors. We are very pleased with the strong sales of our newer cottonseed products, including DP 555 BG/RR and DP 444 BG/RR. DP 555 BG/RR was the most popular variety planted in the U.S. in 2003, the first year of commercial launch, and our 2004 unit sales increased by approximately 50% over last year. Likewise, DP 444 BG/RR sales were very strong in 2004, the first year of wide-scale commercial sales. We believe DP 444 BG/RR sales could have been higher had we not been limited by our seed supply of this variety. Soybean seed sales for the 2004 third quarter were significantly improved over last year due to the introduction of new products, good performance in 2003 of existing products, and an increase in soybean plantings.

Production costs related to our cottonseed sales were higher this year due to higher raw materials costs and freight related to sourcing seed production from the western United States and, in some cases, Australia. In addition, cost of sales increased due to increased inventory provisions for obsolete inventory. Normally, a higher percentage of products are produced in the Mid-South, but inclement weather destroyed most of the 2003 Mid-South cottonseed production prompting us to shift some production to other areas for this year. The increased cottonseed costs partially offset the effect of our increase in cottonseed selling prices.

On June 30, 2004, the USDA released its planted acreage report, which reflected 13.9 million acres of overall cotton plantings in the U.S., a 3% increase over last year. The report also reflected a reduction in cotton plantings in many states east of Texas where high value picker-type cottonseed is planted, and an increase in acreage in Texas. Our estimates of overall U.S. cotton plantings are in the range of 13.2 to 13.5 million acres and we believe a larger reduction in acreage occurred east of Texas than the USDA has reported. The reduction in cotton plantings in these states resulted in fewer sales than we had anticipated. In addition, our sales suffered in the Texas High Plains due to not having sufficient quantities of new products available to farmers who have recently adopted picker-type varieties over the stripper-type varieties that have traditionally been planted in this area.

International sales for the quarter almost doubled over the same prior year quarter, primarily due to increased export sales to Colombia, Mexico and Turkey and a shift of sales to Greece from the second quarter to the third quarter of the current year. In Colombia, the government approved the sale of products containing Monsanto's Roundup Ready genes after approval of products containing Monsanto's Bollgard genes last year. These events should increase revenues from Colombia as farmers adopt these products.

Due to the reduction in planted acreage in D&PL's key picker markets (primarily east of Texas) and lower than expected U.S. cotton plantings from our original estimates of 14.5 million acres, the Company now expects to report earnings per diluted share in the range of \$0.67 to \$0.75 for fiscal 2004. Legal expenses associated with the Monsanto/Pharmacia litigation are expected to range from \$0.19 to \$0.21 per diluted share. This new guidance is based on estimated overall U.S. cotton plantings of approximately 13.2 to 13.5 million acres and includes a reduction in acres planted in D&PL's key picker markets (primarily east of Texas) as compared to 2003 cotton plantings. In addition, this earnings estimate anticipates lower technology fee rebates under crop loss and replant programs than was experienced in 2003. Crop loss and replant program rebates are generally finalized in the fourth quarter.

Other Matters

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We are continuing to pursue the litigation against Monsanto and Pharmacia. The judge in the case has temporarily suspended the dates for the completion of discovery until motions that are pending before the Court are decided. Separately, on May 20, 2004, Monsanto submitted to arbitration before the American Arbitration Association two issues that have been in dispute with us since July, 2003. Monsanto has alleged that we violated certain provisions of the Bollgard and Roundup Ready licenses and the D&M Partnership Agreement and is seeking a determination of its alleged right to terminate our Bollgard and Roundup Ready licenses, as well as damages. We do not believe we have violated these agreements and we have filed appropriate responses and counterclaims to Monsanto's claims. See Part II, Item I for more information.

In addition to continuing to work with Monsanto's insect resistance and herbicide tolerance traits, we are also seeking to secure alternative technologies for our cottonseed products such as insect resistance, herbicide tolerance and other technologies. We expect that access to new technologies will be gained either through licenses, joint ventures or outright purchase. In connection with this, we are continuing to work with third-party trait providers to develop, test and evaluate elite cotton varieties containing insect resistant genes. If appropriate testing indicates these third-party traits combined with our germplasm are competitive, if commercialization agreements are reached, and if U.S. government regulatory approval is received, our elite varieties containing these traits may be available for introduction to growers. In addition, we continue to have discussions with potential partners to enter new markets as a part of executing our international growth strategy. We expect to form joint ventures, take positions in established businesses, and/or develop businesses ourselves depending on the potential benefit of each alternative. In addition, our joint venture with Verdia, Inc., DeltaMax Cotton, LLC ("DeltaMax"), continues to perform cotton transformations with proprietary glyphosate tolerant and insect resistance genes. On July 2, 2004, Verdia was acquired by DuPont, a multinational agricultural chemicals and seed conglomerate.

Pursuant to our previously announced share repurchase program, from September 1, 2003 to June 30, 2004 we repurchased in the open market 218,000 shares of our stock at an aggregate purchase price of \$5.0 million. We will continue to purchase our shares from time to time depending on market conditions and other factors.

Results of Operations

Due to the seasonal nature of our business, we typically incur losses in our first and fourth fiscal quarters because the majority of our domestic sales are made in our second and third quarters. Sales in the first and fourth quarters are generally limited to those made to export markets and those made by our non-U.S. joint ventures and subsidiaries located primarily in the Southern hemisphere.

1. On March 31, 2000, Monsanto Company consummated a merger with Pharmacia & Upjohn Inc. and changed its name to Pharmacia Corporation. On February 9, 2000, Monsanto Company formed a new subsidiary corporation, Monsanto Ag Company, which, on March 31, 2000, changed its name to Monsanto Company. On August 31, 2002, Pharmacia distributed to its shareholders its remaining interest in the new Monsanto Company. Pursuant to the closing of a merger on April 16, 2003,

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Pharmacia Corporation merged with and into a wholly-owned subsidiary of Pfizer Inc. Pharmacia survived the merger as a wholly-owned subsidiary of Pfizer Inc.

In this document, with respect to events occurring on or before March 31, 2000, the term "Monsanto" refers to the entity then designated Monsanto Company and renamed Pharmacia Corporation on that date. With respect to events occurring between March 31, 2000 and April 16, 2003, this entity is referred to as "Pharmacia". With respect to events occurring after April 16, 2003, the entity referred to as "Pharmacia" is that entity which on that date became a wholly-owned subsidiary of Pfizer Inc. With respect to events occurring after March 31, 2000, the entity formed as Monsanto Ag Company and renamed Monsanto Company (NYSE: MON) on March 31, 2000, is referred to as "Monsanto".

The following sets forth selected operating data of D&PL (in thousands):

| | For the Three Months Ended | |
|--|----------------------------|-----------------|
| | May 31, 2004 | May 31, 2003 |
| Operating results- | | |
| Net sales and licensing fees | \$ 185,119 | \$ 168,936 |
| Gross profit | 64,555 | 57,841 |
| Operating expenses | 11,462 | 11,360 |
| Operating income | 53,093 | 46,481 |
| Income before income taxes | 48,697 | 44,132 |
| Net income applicable to common shares | 31,301 | 28,401 |

The following sets forth selected balance sheet data of D&PL at the following dates (in thousands):

| | May 31, 2004 | August 31, 2003 |
|------------------------------------|------------------------|--------------------|
| | Balance sheet summary- | |
| Current assets | \$ 420,441 | \$ 355,261 |
| Current liabilities | 242,795 | 204,050 |
| Working capital | 177,646 | 151,211 |
| Property, plant and equipment, net | 61,205 | 64,441 |
| Total assets | 492,839 | 431,552 |
| Outstanding borrowings | - | 1,597 |
| Stockholders' equity | 241,199 | 217,107 |

Three months ended May 31, 2004, compared to three months ended May 31, 2003:

For the quarter ended May 31, 2004, we reported net income of \$31.4 million, compared to net income of \$28.5 million reported in the comparable prior year quarter. This increase was due primarily to higher sales in our domestic and international segments, partially offset by an increase in Other Expense relating to the Monsanto/Pharmacia litigation.

Net sales and licensing fees increased approximately \$16.1 million to \$185.1 million from \$169.0 million in the comparable period in the prior year. The increase in net sales and licensing fees is primarily attributable to an

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anticipated shift of domestic cottonseed sales into the third quarter from our continuing transition to a new inventory management strategy whereby inventory shipments to distributors are more closely matched to farmer orders. The increase was also partially attributable to higher soybean seed sales and an increase in international revenues, primarily from an increase in export sales to Mexico and Colombia, and a shift of sales to Greece from the second quarter to the third quarter.

Gross profit increased approximately \$6.8 million to \$64.6 million from \$57.8 million. Gross profit as a percentage of net sales and licensing fees increased slightly to 35% from 34% in the same quarter of the prior year. This slight increase resulted from higher domestic cottonseed prices being offset by higher cottonseed costs and lower soybean seed margins.

Operating expenses increased approximately \$0.1 million to \$11.5 million from \$11.4 million in the third quarter of 2003. Operating expenses for the prior year third quarter included special charges of \$0.5 million. Excluding the special charges recorded in the prior year quarter, the increase in operating expenses in the current year quarter is primarily related to an increase in professional services fees.

We reported net Other Expense of approximately \$3.7 million for the quarter ended May 31, 2004, compared to net Other Expense of approximately \$2.5 million for the same period in the prior year. This increase is primarily due to an increase in Monsanto/Pharmacia litigation expenses in the current year period. For the quarter ended May 31, 2004, we incurred \$3.2 million, or \$0.05 per diluted share, related to Monsanto/Pharmacia litigation expenses, compared to \$2.4 million, or \$0.04 per diluted share, in the quarter ended May 31, 2003.

Nine months ended May 31, 2004, compared to nine months ended May 31, 2003:

For the nine-month period ended May 31, 2004, we reported net income of \$33.9 million, compared to net income of \$37.2 million reported in the comparable prior year period. This decrease was due primarily to lower domestic cottonseed sales, higher operating expenses, and an increase in Monsanto/Pharmacia litigation expenses. These items were partially offset by a significant increase in international revenues and operating income.

Net sales and licensing fees increased approximately \$5.1 million to \$287.2 million from \$282.1 million in the comparable period in the prior year. The increase in net sales and licensing fees is primarily attributable to an increase in international revenues, primarily from in-country sales in Australia and Brazil and from export sales to Mexico and Colombia. Domestic revenues were lower for the current year period, due to lower cottonseed sales offset by higher soybean sales.

Gross profit increased approximately \$1.5 million to \$102.5 million from \$101.0 million. Gross profit as a percentage of net sales and licensing fees for the period remained constant with that of the prior year period at 36%.

Operating expenses increased approximately \$2.5 million to \$35.8 million from \$33.3 million in the same period in 2003. Operating expenses for the prior year period included special charges of \$1.0 million. Excluding the special charges recorded in the prior year period, the increase in operating expenses in the current year period related primarily to higher research and development costs and an increase in professional services fees.

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We reported net Other Expense of approximately \$10.0 million for the nine-month period ended May 31, 2004, compared to net Other Expense of approximately \$8.5 million for the same period in the prior year. This is due to an increase in Monsanto/Pharmacia litigation expenses in the current year period. For the nine-month period ended May 31, 2004, we incurred \$9.7 million, or \$0.16 per diluted share, related to Monsanto/Pharmacia litigation expenses, compared to \$8.5 million, or \$0.14 per diluted share, in the nine-month period ended May 31, 2003.

APPLICATION OF CRITICAL ACCOUNTING POLICIES

Overview

Management's discussion and analysis of our financial condition and results of operations should be read in conjunction with our consolidated financial statements and related notes appearing in Item 8 of our Annual Report on Form 10-K for the fiscal year ended August 31, 2003. The preparation of these financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period.

We have identified below the accounting policies that involve those estimates and assumptions that we believe are critical to an understanding of our financial statements. Our management has discussed the development and selection of each critical accounting estimate with the Audit Committee of our Board of Directors, and the Audit Committee has reviewed the related disclosures below. Since application of these accounting policies involves the exercise of judgment and use of estimates, actual results could differ from those estimates.

Revenue Recognition

Revenues from domestic seed sales are recognized when the seed is shipped. Revenues from Bollgard(R) and Roundup Ready(R) licensing fees are recognized when the seed is shipped. Domestically, the licensing fees charged to farmers for Bollgard and Roundup Ready cottonseed are based on pre-established planting rates for each of nine geographic regions and consider the estimated number of seed contained in each bag for years prior to 2004 which may vary by variety, location grown, and other factors. Effective this year, picker and stripper cottonseed products were sold in bags containing approximately 250,000 seed. Acala and Pima cottonseed products continue to be sold in 50-pound bags.

International export revenues are recognized upon the later of when the seed is shipped or the date letters of credit (or instruments with similar security provisions) are confirmed. International export sales are not subject to return except in limited cases in Mexico and Colombia. All other international revenues from the sale of planting seed, less estimated reserves for returns, are recognized when the seed is shipped, except in Australia and South Africa where certain immaterial revenues are recognized when collected.

All of our domestic seed products (including those containing Bollgard and Roundup Ready technologies) are subject to return and credit risk, the effects of which vary from year to year. The annual level of returns and, ultimately, net sales are influenced by various factors, principally commodity prices and weather conditions occurring in the spring planting season during our third and fourth quarters. We provide for estimated returns as sales occur. To the extent actual returns differ from estimates, adjustments to our operating results are recorded when such differences become known, typically in our fourth quarter. All significant returns occur or are accounted for by fiscal year end. Therefore, the application of this estimate could affect our quarterly information.

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Domestically, we promote our cotton and soybean seed directly to farmers and sell our seed through distributors and dealers. We also offer various sales incentive programs for seed and participate in such programs related to the Bollgard and Roundup Ready technology fees offered by Monsanto. Under these programs, if a farmer plants his seed and the crop is lost (usually due to inclement weather) by a certain date, a portion of the price of the seed and technology fees are forgiven or rebated to the farmer if certain conditions are met. The amount of the refund and the impact to D&PL depends on a number of factors including whether the farmer can replant the crop that was destroyed. We record monthly estimates to account for these programs. The majority of program rebates occur during the second and third quarters. Essentially all material claims under these programs have occurred or are accounted for by fiscal year end.

Provision for Damaged, Obsolete and Excess Inventory

Each year, we record a provision related to inventory based on our estimate of seed that will not pass our quality assurance ("QA") standards at year end, or is deemed excess based on our desired seed stock level for a particular variety ("dump seed"). Seed can fail QA standards based on physical defects (i.e., cut seed, moisture content, discoloration, etc.), germination rates, or transgenic purities. The amount recorded as inventory provision in a given year is calculated based on the total quantity of inventory that has not passed QA standards at any fiscal year end, any seed that is expected to deteriorate before it can be sold and seed deemed to be excess. In establishing the provision, we consider the scrap value of the seed to be disposed. An initial estimate of the needed provision is made at the beginning of each year and recorded over the course of the year. Adjustments for changes in our estimates are made monthly, if necessary.

See Note 7 of the Notes to Consolidated Financial Statements in Item 1 for further details about inventory reserves.

Deferred Income Taxes

Deferred income taxes are estimated based upon temporary differences between the income and losses that we report in our financial statements and our taxable income and losses as determined under applicable tax laws. We estimate the value of deferred income taxes based on existing tax rates and laws, and our expectations of future earnings. For deferred income taxes, we applied a composite statutory income tax rate of 38%.

We are required to evaluate the likelihood of our ability to generate sufficient future taxable income that will enable us to realize the value of our deferred tax assets. If, in our judgment, we determine that we will not realize deferred tax assets, then valuation allowances are recorded. As of May 31, 2004, we had recorded net deferred tax assets of approximately \$6.6 million. We estimate that our deferred tax assets will be realized; therefore, we have not recorded any valuation allowances as of May 31, 2004.

We use management judgment and estimates when estimating deferred taxes. If our judgments and estimates prove to be inadequate, or if certain tax rates and laws should change, our financial results could be materially adversely impacted in future periods.

Contingent Liabilities

A liability is contingent if the amount is not presently known, but may become known in the future as a result of the occurrence of some uncertain future event. D&PL estimates its contingent liabilities based on management's estimates about the probability of outcomes and its ability to estimate the range of exposure. Accounting standards require that a liability be recorded if

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management determines that it is probable that a loss has occurred and the loss can be reasonably estimated. In addition, it must be probable that the loss will be confirmed by some future event. As part of the estimation process, management is required to make assumptions about matters that are by their nature highly uncertain. The assessment of contingent liabilities, including legal contingencies and income tax liabilities, involves the use of critical estimates, assumptions and judgments. Management's estimates are based on their belief that future events will validate the current assumptions regarding the ultimate outcome of these exposures. However, there can be no assurance that future events, such as court decisions or I.R.S. positions, will not differ from management's assessments. Whenever practicable, management consults with third party experts (attorneys, accountants, claims administrators, etc.) to assist with the gathering and evaluation of information related to contingent liabilities.

LIQUIDITY AND CAPITAL RESOURCES

In the United States, we purchase seed from contract growers in our first and second fiscal quarters. Seed conditioning, treating and packaging commence late in the first fiscal quarter and continue through the third fiscal quarter. Seasonal cash needs normally begin to increase in the first fiscal quarter and cash needs peak in the third fiscal quarter. Cash is generated and loan repayments, if applicable, normally begin in the middle of the third fiscal quarter and are typically completed by the first fiscal quarter of the following year. In some cases, we offer customers financial incentives to make early payments. To the extent we attract early payments from customers, bank borrowings, if any, are reduced.

In the U.S., we record revenue and accounts receivable for licensing fees on Bollgard and Roundup Ready seed sales upon shipment, usually in our second and third fiscal quarters. Receivables from seed sales are generally due from May to July. The licensing fees are due in September, at which time we receive payment. We then pay Monsanto its royalty for the Bollgard and Roundup Ready licensing fees, which is recorded as a component of cost of sales. As a result of the timing of these events, licensing fees receivable and royalties payable peak at fiscal year end.

The seasonal nature of our business significantly impacts cash flow and working capital requirements. Historically, we have maintained credit facilities, and used early payments by customers and cash from operations to fund working capital needs. In the past, we have borrowed on a short-term basis to meet seasonal working capital needs. However, in fiscal years 2002 and 2003, we used cash generated from operations and other available cash to meet working capital needs. We continue to evaluate potential uses of our cash for purposes other than for working capital needs. Potential uses of our cash may be the acquisition of, or funding of, alternative technologies (such as, or in addition to, DeltaMax) that could be used to enhance our product portfolio and ultimately our long-term earnings potential and/or an investment in new markets outside the U.S. Another potential use is the repurchase in the open market of our shares pursuant to our previously announced share repurchase program. Once the evaluation of certain transactions that are currently being considered is completed, we may consider other potential uses of the remaining cash, including increasing the dividend rate or repurchasing shares more aggressively depending on market considerations and other factors.

In April 1998, we entered into a syndicated credit facility with three lenders, which provided for aggregate borrowings of \$110 million. This agreement expired

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on April 1, 2001. D&PL and potential lenders have had discussions about a replacement facility that will provide for aggregate borrowings sufficient to meet our current working capital needs.

Capital expenditures were \$3.1 million and \$3.3 million in the nine months ended May 31, 2004 and 2003, respectively. We anticipate that capital expenditures will approximate \$5.0 to \$6.0 million in fiscal 2004.

Annual dividends of \$0.27 and \$0.20 per share were paid in 2003 and 2002, respectively. Aggregate dividends paid on common and preferred shares in 2003 and 2002 were \$10.6 million and \$7.9 million, respectively. For the nine months ended May 31, 2004, aggregate dividends of \$13.4 million have been paid on common and preferred shares. On July 14, 2004, we announced that our Board of Directors had declared a \$0.12 per share dividend for the fourth quarter. The fourth quarter dividend, payable to shareholders of record on August 31, 2004, will be paid on September 14, 2004. The Board anticipates that quarterly dividends of \$0.12 per share will continue to be paid in the future; however, the Board of Directors reviews this policy quarterly. Aggregate preferred and common dividends should approximate \$18.1 million in 2004.

In February 2000, the Board of Directors authorized a program for the repurchase of up to \$50 million of our common stock. The shares repurchased under this program are to be used to provide for option exercises, conversion of our Series M Convertible Non-Voting Preferred shares and for other general corporate purposes. At August 31, 2003, we had repurchased 1,303,000 shares at an aggregate purchase price of approximately \$23.8 million under this program. During the year ended August 31, 2003, we purchased 310,100 shares at an aggregate purchase price of \$6.1 million under this plan. Between September 1, 2003 and June 30, 2004, we repurchased 218,000 shares at an aggregate purchase price of \$5.0 million.

Cash provided from operations, cash on hand, early payments from customers and borrowings under a loan agreement, if necessary, should be sufficient to meet the Company's 2004 working capital needs.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

We have exposure relative to fluctuations in the price of soybean raw material inventory, foreign currency fluctuations and interest rate changes. For more information about market risk and how we manage specific risk exposures, see Notes 1 and 14 to our consolidated financial statements contained in our Annual Report on Form 10-K for the year ended August 31, 2003. Also see Note 11 of the Notes to Consolidated Financial Statements in Item 1 for further details about our exposure to market risk.

The fair value of derivative commodity instruments outstanding as of May 31, 2004, was \$190,000. A 10% adverse change in the underlying commodity prices upon which these contracts are based would result in a \$260,000 loss in future earnings arising from these contracts (not counting the gain on the underlying commodities).

Our earnings are also affected by fluctuations in the value of the U.S. dollar compared to foreign currencies as a result of transactions in foreign markets. We conduct non-U.S. operations through subsidiaries and joint ventures in, primarily, Argentina, Australia, Brazil, China, South Africa and Turkey. At May 31, 2004, the result of a uniform 10% strengthening in the value of the dollar relative to the currencies in which our transactions are denominated would not cause a material impact on earnings.

For the nine months ended May 31, 2004, a 10% adverse change in the interest rate that we earned on our excess cash that we invested would not have resulted in a material change to our net interest income or cash flow.

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Item 4. Controls and Procedures

(a) Evaluation of Disclosure Controls and Procedures.

D&PL's chief executive officer and chief financial officer have evaluated the effectiveness of the design and operation of D&PL's disclosure controls and procedures (as defined in Exchange Act Rule 13a-15(e)) as of May 31, 2004. Based on that evaluation, the chief executive officer and chief financial officer have concluded that D&PL's disclosure controls and procedures are effective to ensure that material information relating to D&PL and D&PL's consolidated subsidiaries is made known to such officers by others within these entities, particularly during the period this report was prepared, in order to allow timely decisions regarding required disclosure.

(b) Changes in Internal Controls.

There have not been any changes in D&PL's internal control over financial reporting or in other factors that have materially affected, or are reasonably likely to materially affect, D&PL's internal control over financial reporting.

PART II. OTHER INFORMATION

Item 1. Legal Proceedings

The following sets forth known pending litigation and a description of other legal matters.

Product Claims

D&PL and Monsanto are named as defendants in a lawsuit filed in Hockley County, Texas, on April 14, 1999. This lawsuit was removed to the United States District Court, Lubbock Division, but subsequently remanded back to the state court. This case was tried to a jury in August 2002, and an adverse verdict was returned against D&PL and Monsanto. On February 24, 2004, this case was reversed and rendered in D&PL's favor by the 7th Appellate Court District (Amarillo Division) of the Texas Court of Appeals. The plaintiff is presently appealing the decision of the Texas Court of Appeals to the Texas Supreme Court. The Texas Supreme Court has not yet issued a decision on whether or not they will accept Certiorari on the case. In this case the plaintiff alleged that certain cottonseed acquired from the Paymaster division of D&PL did not perform as the farmer had anticipated and as allegedly represented to him.

D&PL and Monsanto were named as defendants in a lawsuit filed in the 106th Judicial District Court of Gaines County, Texas, on April 27, 2000. In this case the plaintiff alleges, among other things, that certain cottonseed acquired from D&PL that contained the Roundup Ready gene did not perform as the farmer had anticipated. D&PL and Monsanto are investigating the claims to determine the cause or causes of the alleged problem. Pursuant to the terms of the February 2, 1996 Roundup Ready Gene License and Seed Service Agreement (the "Roundup Ready Agreement"), D&PL has tendered the defense of this claim to Monsanto and requested indemnity. Pursuant to the Roundup Ready Agreement, Monsanto is contractually obligated to defend and indemnify D&PL against all claims arising out of the failure of the Roundup(R) glyphosate tolerance gene and Monsanto has agreed to do so. D&PL will not have a right of indemnification from Monsanto, however, for any claim involving defective varietal characteristics separate from or in addition to the herbicide tolerance gene and such claims are contained in this litigation.

D&PL was named as a defendant in a lawsuit filed in the 110th Judicial District Court of Floyd County, Texas, on November 21, 2002. In this multiple plaintiff

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case, each plaintiff alleges that seed purchased from D&PL failed to perform as represented and seeks compensatory damages for crop losses during the 2002 growing season. D&PL and the claimants in this case have now entered into an agreement for binding arbitration of the claims pursuant to the arbitration clause contained in the Monsanto Gene Licensing Agreement executed by the growers. Although the claim involves a cotton variety that contains the Roundup Ready gene, no claim against Monsanto was alleged, nor was there any allegation that Monsanto technology caused or contributed to plaintiffs' alleged problems. Thus, it does not presently appear that Monsanto is contractually obligated to defend and/or indemnify D&PL in this case.

D&PL and various seed suppliers are named in five pending lawsuits in the State of South Carolina. Two cases were filed on November 15, 1999, in the Court of Common Pleas of Hampton County, South Carolina. The two 1999 state court lawsuits were removed to the United States District Court for the District of South Carolina but were subsequently remanded back to the state court in which they were filed. The remaining three lawsuits were filed July 29, 2002, in the Court of Common Pleas of Hampton County, South Carolina. The 2002 state court filing of one of those cases was removed to United States District Court for the District of South Carolina, Beaufort Division, but has now been remanded back to Hampton County. In each of these cases the plaintiff alleges, among other things, that certain seed acquired from D&PL which contained the Roundup Ready gene and/or the Bollgard gene did not perform as the farmer had anticipated. These lawsuits also include varietal claims aimed solely at D&PL. D&PL and Monsanto are continuing to investigate the claims to determine the cause or causes of the alleged problem. Pursuant to the terms of the Roundup Ready Agreement and the Bollgard Agreement between D&PL and Monsanto, D&PL has a right to be contractually indemnified against all claims arising out of the failure of Monsanto's gene technology. D&PL will not have a right to indemnification, however, from Monsanto for any claim involving varietal characteristics separate from or in addition to the failure of the Monsanto technology and such claims are contained in each of these lawsuits. By Order entered June 21, 2004, all of the pending South Carolina cases were removed from the active docket in order to give the parties adequate time to seek settlement of the cases.

D&PL was named in two lawsuits filed in the Circuit Court of Holmes County, Mississippi. One was filed March 14, 2002, and the second was filed on August 19, 2002. Both cases include numerous plaintiffs who allege that certain cotton seed sold by D&PL was improperly mixed and blended and failed to perform as advertised. In the second Holmes County lawsuit, D&PL has filed a third party Complaint and seeks a declaration that its insurers are responsible for the cost of defending the action and for full indemnification of D&PL in the event a judgment is entered against it. The third-party defendant removed the case to the United States District Court for the Southern District of Mississippi, Jackson Division, where a motion to remand is pending. Both cases are in the preliminary stages, although it is anticipated dispositive motions will be filed in this litigation shortly. Neither of these lawsuits alleges that the Monsanto gene technology failed, and accordingly, it does not appear that D&PL has a claim for indemnity or defense under the terms of any of the gene licenses with Monsanto.

The pending lawsuit filed against D&PL and Monsanto on November 15, 1999, in the Beaufort Division of the United States District Court, District of South Carolina, has now been dismissed. This matter was resolved without material financial impact on the company.

All lawsuits related to product claims seek monetary damages. See Note 12 of the Notes to Consolidated Financial Statements in Item 1 for further details about product claims.

Other Legal Matters

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On December 9, 2003, Bayer BioScience N.V. and Bayer CropScience GmbH (collectively "Bayer") filed a suit in the Federal Court of Australia alleging that the importing, exporting, selling and other alleged uses by Deltapine Australia Pty Ltd., D&PL's wholly-owned Australian subsidiary ("Deltapine Australia"), of Bollgard II(R) cotton seed infringes Bayer's Australian patent that claims an alleged invention entitled "Prevention of Bt Resistance Development." The suit seeks an injunction, damages and other relief against Deltapine Australia. Deltapine Australia disputes the validity, infringement and enforceability of Bayer's patent. On April 16, 2004, Deltapine Australia responded to the suit, denying infringement and asserting affirmative defenses and cross claims. The suit is in pretrial proceedings.

In July 2003, D&PL received a notice from Monsanto asserting that disputes exist among Monsanto, D&PL and D&M Partners, a partnership of D&PL (90%) and Monsanto (10%), pertaining to four matters under the Bollgard and Roundup Ready Licenses for the United States and two matters under license agreements for Argentina and the Republic of South Africa, respectively. Monsanto's notice of dispute asserts that D&PL's failure to address these issues would be a breach of D&PL obligations under the relevant agreements and reserves all of Monsanto's rights under these agreements. In August 2003, D&PL and D&M Partners responded to Monsanto's positions on each issue and notified Monsanto of three additional disputes, each concerning Monsanto's compliance with its obligations under the Bollgard and Roundup Ready Licenses for the United States. In accordance with the dispute resolution provisions of the subject agreements, the issues raised in Monsanto, D&PL and D&M Partners' notices have been submitted to a panel of senior executives (the "Executive Panel"). Monsanto has subsequently withdrawn from the Executive Panel the issue involving the license agreements for the Republic of South Africa and has submitted to the Executive Panel one additional issue of interpretation of the Bollgard and Roundup Ready Licenses for the United States. Issues arising from operations in Argentina have been resolved and are no longer in dispute. D&PL is committed to participating in good faith resolution of the issues in dispute. Any issues not resolved by the Executive Panel may be submitted to binding arbitration as provided in the relevant agreements. On May 20, 2004, Monsanto submitted to arbitration before the American Arbitration Association two issues: whether D&M Partners has paid Monsanto all royalties due and whether D&PL has made unauthorized transfers of materials containing Monsanto technology. In this arbitration proceeding, Monsanto seeks an adjudication of its alleged right to terminate the Bollgard and Roundup Ready Licenses, to dissolve D&M Partners, to obtain an accounting and to receive monetary damages and a return or destruction of materials containing Monsanto technologies. D&PL denies the claims asserted by Monsanto in the arbitration filing and has filed appropriate responses and counterclaims to Monsanto's claims. Other issues remain pending before the Executive Panel.

In December 2002, D&PL filed a suit in the Circuit Court of Holmes County, Mississippi, against Nationwide Agribusiness and other insurance companies seeking a declaration that the allegations of the Holmes County, Mississippi lawsuits referenced under "Product Claims" immediately above are covered by D&PL's comprehensive general liability and umbrella liability policies. This case was removed by the defendants to the United States District Court for the Southern District of Mississippi. In this litigation, D&PL seeks a declaration that its insurers are responsible for the cost of defending such actions, and full indemnification of D&PL in the event a judgment is rendered against it based upon the seed mix claim alleged by plaintiffs. D&PL alleges in this litigation that the allegations of plaintiffs' complaint are covered by one or more of D&PL's insurance policies issued by the defendant insurance companies.

In November 2002, D&PL filed suit in the Circuit Court of Washington County, Mississippi, against its fire insurance carrier, Reliance Insurance Company of Illinois. That suit seeks recovery of seed inventory lost, damaged or destroyed during a fire that occurred in November 1999 at D&PL's Hollandale, Mississippi facility. A Stay Order has now been entered in this case pursuant to the powers

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of the Receiver of Reliance Insurance Company of Illinois, which is now in liquidation.

In July 2002, Syngenta Biotechnology, Inc. ("SBI") brought suit in the U.S. District Court in Delaware alleging that D&PL's making, using, selling and offering to sell cotton planting seed containing Monsanto's insect-resistant Bt genes, being sold under the trade name Bollgard, and Monsanto's herbicide tolerance genes, being sold under the trade name Roundup Ready, infringed U.S. Patent 6,051,757 entitled "Regeneration of Plants Containing Genetically Engineered T-DNA." This suit was dismissed with prejudice by a Stipulation of Dismissal filed February 20, 2004, with no material impact to D&PL.

In May 2002, Pharmacia Corporation filed a suit in state court in Missouri against D&PL International Technology Corp. ("DITC"), D&PL's subsidiary, seeking a declaratory judgment that it was entitled to invoke the cross purchase provision in the Operating Agreement for D&M International, LLC, a limited liability company jointly owned by Pharmacia and DITC. In March 2004, the parties agreed to settle the matter without material financial impact to the Company. An order of dismissal was entered on April 27, 2004.

In December 1999, Mycogen Plant Science, Inc. ("Mycogen") filed a suit in the Federal Court of Australia alleging that Monsanto Australia Ltd., Monsanto's wholly-owned Australian subsidiary, and Deltapine Australia have been infringing two of Mycogen's Australian patents by making, selling, and licensing cotton planting seed expressing insect resistance. The suit seeks an injunction against continued sale of seed containing Monsanto's Ingard(R) gene and recovery of an unspecified amount of damages. The litigation is currently in discovery and pretrial proceedings. Consistent with its commitments, Monsanto has agreed to defend D&PL in this suit and to indemnify D&PL against damages, if any are awarded. Monsanto is providing separate defense counsel for D&PL. D&PL is assisting Monsanto to the extent reasonably necessary.

A corporation owned by the son of D&PL's former Guatemalan distributor sued in 1989 asserting that D&PL violated an agreement with it by granting to another entity an exclusive license in certain areas of Central America and southern Mexico. The suit seeks damages of 5,292,459 Guatemalan quetzales (approximately \$687,000 at June 30, 2004, exchange rates) and an injunction preventing D&PL from distributing seed through any other licensee in that region. The Guatemalan court, where this action is proceeding, has twice declined to approve the injunction sought. D&PL continues to make seed available for sale in Central America and Mexico.

D&PL vs. Monsanto Company and Pharmacia Corp.

On December 20, 1999, Monsanto withdrew its pre-merger notification filed pursuant to the Hart-Scott-Rodino Antitrust Improvements Act of 1976 ("HSR Act") effectively terminating Monsanto's efforts to gain government approval of the merger of Monsanto with D&PL under the May 8, 1998, Merger Agreement. On December 30, 1999, D&PL filed suit (the "December 30 Suit") in the First Judicial District of Bolivar County, Mississippi, seeking, among other things, the payment of the \$81 million termination fee due pursuant to the merger agreement, compensatory damages and punitive damages. On January 2, 2000, D&PL and Monsanto reached an agreement whereby D&PL would withdraw the December 30 Suit, and Monsanto would immediately pay the \$81 million. On January 3, 2000, Monsanto paid to D&PL a termination fee of \$81 million as required by the merger agreement. On January 18, 2000, D&PL filed a suit (the "January 18 Suit") reinstating essentially all of the allegations contained in the December 30 Suit. The January 18 Suit by D&PL against Monsanto seeks in excess of \$1 billion in compensatory and \$1 billion in punitive damages for breach of contract under the merger agreement between the parties. D&PL alleges that Monsanto failed to make its best efforts, commercially reasonable efforts, and/or reasonable best efforts to obtain antitrust approval from the U.S. Department of Justice, as

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required under the terms of the merger agreement. D&PL also seeks damages for breach of the January 2, 2000, agreement pursuant to which the parties were to negotiate for two weeks to resolve the dispute over failure of the merger to close.

The parties litigated for several months over the appropriate forum to hear the case. A Delaware Court of Chancery ruling rejected Monsanto's attempt to maintain the action in Delaware and returned the parties to the Circuit Court for the First Judicial District of Bolivar County, Mississippi. Monsanto filed a motion for summary judgment on the breach of contract claims alleging that D&PL suffered no cognizable damages as a result of the failed merger. On December 18, 2000, D&PL amended its complaint to include a claim for tortious interference with prospective business relations on the grounds that Monsanto's unreasonable delay prevented the consummation of the merger and kept D&PL from being in a position to enter into transactions and relationships with others in the industry. In light of the merger of Monsanto into Pharmacia & Upjohn, Inc., after the filing of the original complaint, D&PL named both Pharmacia Corp. (the renamed existing defendant) and Monsanto Company (a newly spun-off subsidiary) as defendants in the amended complaint. D&PL filed two motions to compel additional discovery from Monsanto. Pharmacia and Monsanto filed a motion for summary judgment and a motion to dismiss the added claim of tortious interference contained in the amended complaint. Pharmacia and Monsanto alleged that they were entitled to 1) dismissal of the action on the grounds that D&PL's amended complaint did not satisfy any of the elements of a tortious interference claim and, thus, did not state a viable claim; and 2) summary judgment because D&PL has not suffered any injury as a result of Monsanto's actions. On November 15, 2001, the Circuit Court denied the defendants' motion for summary judgment on the breach of contract claims, holding that the case presents issues for trial by jury. The Court also denied defendants' motion to dismiss or for summary judgment on D&PL's claim for tortious interference with business relationships. The Court also granted substantially all of the discovery sought by D&PL in its motion to compel. The judge to whom this case was assigned has retired and a new judge has been appointed. On September 12, 2003, Monsanto amended its answer to include four counterclaims against D&PL, alleging breach of contract, fraudulent inducement, and negligent misrepresentation. The fraudulent inducement and negligent misrepresentation claims allege that D&PL misrepresented the status of the Department of Justice's investigation into D&PL's acquisition of the Sure Grow companies prior to the signing of the Agreement. The breach of contract claim alleges that D&PL failed to notify Monsanto that D&PL had sustained a material adverse change, where the alleged adverse change resulted from the conduct that D&PL seeks damages for in this litigation. The breach of contract claim also alleges that D&PL failed to use requisite efforts to inform Monsanto that Monsanto was not using requisite efforts to complete the transaction. Monsanto is seeking unspecified damages for its counterclaims, including the \$81 million paid by Monsanto to D&PL as a termination fee and related expenses. D&PL answered the counterclaims, denying all liability, and D&PL intends to vigorously defend against these counterclaims. On December 5, 2003, Monsanto filed a motion for partial summary judgment on a portion of D&PL's damage claims. D&PL has opposed this motion. The parties are currently in discovery. The Court has temporarily suspended the dates for the completion of discovery until motions that are pending before the Court are decided. The trial is not expected to occur prior to April 15, 2005.

Item 2. Changes in Securities and Use of Proceeds
Not applicable

Item 3. Defaults Upon Senior Securities
Not applicable

Item 4. Submission of Matters to a Vote of Security Holders
Not applicable

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Item 5. Business

Domestic

Delta and Pine Land Company, a Delaware corporation, and subsidiaries ("D&PL") is primarily engaged in the breeding, production, conditioning and marketing of proprietary varieties of cotton planting seed in the United States and other cotton producing nations. We also breed, produce, condition and distribute soybean planting seed in the United States.

Since 1915, we have bred, produced and/or marketed upland picker varieties of cotton planting seed for cotton varieties that are grown primarily east of Texas and in Arizona. We have used our extensive classical plant breeding programs to develop a gene pool necessary for producing cotton varieties with improved agronomic traits important to farmers (such as crop yield) and to textile manufacturers (such as enhanced fiber characteristics).

In 1980, we added soybean seed to our product line. In 1996, we commenced commercial sales in the United States of cotton planting seed containing

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Bollgard ("Bollgard") gene technology licensed from Monsanto which expresses a protein toxic to certain lepidopteran pests. Since 1997, we have marketed in the U.S. cotton planting seed that contains a gene that provides tolerance to glyphosate-based herbicides, commonly referred to as Roundup Ready ("Roundup Ready") Cotton. In 1997, we commenced commercial sales in the U.S. of soybean planting seed that contains a gene that provides tolerance to glyphosate-based herbicides ("Roundup Ready Soybeans"). In 1998, we commenced sales of cotton planting seed of varieties containing both the Bollgard and Roundup Ready genes.

International

During the 1980's, as a component of our long-term growth strategy, we began to market our products, primarily cottonseed, internationally. Over a period of years, we have strengthened and expanded our international staff in order to support our expanding international business. In foreign countries, cotton acreage is often planted with farmer-saved seed which has not been delinted or treated and is of low overall quality. We believe that we have an attractive opportunity to penetrate foreign markets because of our widely adaptable, superior cotton varieties, technological know-how in producing and conditioning high-quality seed and our brand name recognition. Furthermore, Monsanto's Bollgard and Roundup Ready gene technologies (that we either have licensed or have options to license) are effective in many countries and could bring value to farmers.

We sell our products in foreign countries through (i) export sales to distributors, (ii) direct in-country operations through either joint ventures or wholly-owned subsidiaries and (iii) to a lesser degree, licensees. The method varies and evolves, depending on our assessment of the potential size and profitability of the market, governmental policies, currency and credit risks, sophistication of the target country's agricultural economy, and costs (as compared to risks) of commencing physical operations in a particular country. In 2003, the majority of international sales came from direct in-country operations (primarily Argentina, Australia, Brazil, China, South Africa and Turkey).

See Note 3 of the Notes to Consolidated Financial Statements in Item 1 for further details about business segments.

Joint Ventures

In March 1995, D&PL and Monsanto formed D&M International, LLC to introduce cotton planting seed in international markets combining our acid delinting

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technology and elite germplasm (cottonseed varieties) with Monsanto's Bollgard and Roundup Ready gene technologies. In May 2002, Pharmacia activated a cross purchase provision in the operating agreement for D&M International, LLC, and we elected to have D&M International, LLC redeem Pharmacia's 50% interest in D&M International, LLC. As a result of the redemption of Pharmacia's interest, we now own all of D&M International, LLC.

In November 1995, D&M International, LLC formed a subsidiary, D&PL China Pte Ltd. ("D&PL China"). D&PL China is 80% owned by D&M International, LLC and 20% owned by a Singaporean entity. In November 1996, D&PL China formed Hebei Ji Dai Cottonseed Technology Company Ltd. ("Ji Dai") with parties in Hebei Province, one of the major cotton producing regions in the People's Republic of China. Ji Dai is 67% owned by D&PL China and 33% owned by Chinese parties. In June 1997, Ji Dai commenced construction of a cottonseed conditioning and storage facility in Shijiazhuang, Hebei, China, pursuant to the terms of the joint venture agreement. The new facility was completed in December 1997 and seed processing and sales of seed of a D&PL cotton variety containing Monsanto's Bollgard technology commenced in 1998.

1. On March 31, 2000, Monsanto Company consummated a merger with Pharmacia & Upjohn Inc. and changed its name to Pharmacia Corporation. On February 9, 2000, Monsanto Company formed a new subsidiary corporation, Monsanto Ag Company, which, on March 31, 2000, changed its name to Monsanto Company. On August 31, 2002, Pharmacia distributed to its shareholders its remaining interest in the new Monsanto Company. Pursuant to the closing of a merger on April 16, 2003, Pharmacia Corporation merged with and into a wholly-owned subsidiary of Pfizer Inc. Pharmacia survived the merger as a wholly-owned subsidiary of Pfizer Inc.

In this document, with respect to events occurring on or before March 31, 2000, the term "Monsanto" refers to the entity then designated Monsanto Company and renamed Pharmacia Corporation on that date. With respect to events occurring between March 31, 2000 and April 16, 2003, this entity is referred to as "Pharmacia". With respect to events occurring after April 16, 2003, the entity referred to as "Pharmacia" is that entity which on that date became a wholly-owned subsidiary of Pfizer Inc. With respect to events occurring after March 31, 2000, the entity formed as Monsanto Ag Company and renamed Monsanto Company (NYSE: MON) on March 31, 2000, is referred to as "Monsanto".

In December 1997, D&M International, LLC formed a joint venture with Ciagro S.R.L. ("Ciagro"), a distributor of agricultural inputs in the Argentine cotton region, for the production and sale of genetically improved cottonseed. CDM Mandiyu S.R.L. ("CDM") is owned 60% by D&M International, LLC, and 40% by Ciagro. In September 1998, CDM began construction of a cottonseed conditioning and storage facility in Avia Terai, Chaco, Argentina. Construction was completed in June 1999. CDM has been licensed to sell our cotton varieties containing Monsanto's Bollgard gene technology. Sales of such varieties commenced in 1999. CDM has also been licensed to sell Roundup Ready cottonseed varieties, which received government approval in 2001. Roundup Ready cottonseed has been available for sale in Argentina since October 2002.

In July 1998, D&PL China and the Anhui Provincial Seed Corporation formed a joint venture, Anhui An Dai Cotton Seed Technology Company, Ltd. ("An Dai") which is located in Hefei City, Anhui, China.