Company Number 361629

Report and Financial Statements

Year ended 31st December 1995



Year ended 31st December 1995

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Year ended 31st December 1995

Company Information

Directors

Mr I Donner

Mr R J Donner Mrs H Donner Mr D P Sugden (Chairman)

(Managing Director)

Joint Secretaries

Mr C G Freeman and

Mrs N Donner

Registered office

Thornes Wharf Lane

Wakefield, WF1 5RQ

Auditors

Jolliffe Cork

33 George Street

Wakefield WF1 1LX

Bankers

Midland Bank plc

66 Westgate Wakefield WF1 1XB

Solicitors

Booth & Co

Sovereign House

South Parade

Leeds LS1 1HQ

Chadwick Lawrence

54 Bradford Road

Dewsbury

WF13 2DY

Report by the directors

The directors present their annual report and financial statements for the year ended 31st December 1995.

Review of activities

The principal activities of the group are:

- The manufacture and wholesale of shirts, jeanswear workwear and fashion garments.
- The design, distribution and storage of corporate clothing.
- Retailers of mens and ladieswear garments.
- Property and investment managers.

The level of activity improved during the year, despite the toughest trading conditions the group has ever experienced. As a consequence the group made a substantial loss this year. The year has been one of significant change with restructuring and a reduction in the overall cost base. The directors believe that the actions taken should ensure a return to profitability of the group in future years.

The directors recommend the following dividend for the year ended 31st December 1995:-

On preference shares 8.5% On ordinary shares NIL

The consolidated profit and loss account and the amount proposed to be transferred from reserves are set out on page 7.

Charitable Contributions

During the year the group made contributions to United Kingdom charities amounting to £4,611 (1994: £1,089).

Fixed assets

Additions to, and disposals of, fixed assets are shown in note 9 on pages 17 and 18.

Report by the directors (continued)

Directors

The directors of the company at 31st December 1995 all of whom were directors throughout the year are shown below together with their respective beneficial interests in the shares of the company.

	Ordinary share of £1 each	
	1995	1994
Isaak Donner	-	-
Richard John Donner	646	646
Hermine Donner	-	-
David Percy Sugden	-	-

	Preference shares of a "A"			£1 each "B"	
	1995	1994	1995	1994	
Isaak Donner	21,288	21,288	_	-	
Richard John Donner	5,000	5,000	_	-	
Hermine Donner	_	-	_	-	
David Percy Sugden	-	-	-	-	

The directors are not required to retire by rotation.

Report by the directors (continued)

Employment policies

The group continues to encourage teamwork and communication between all of its employees in the management of the business.

Consultation continues to take place through management and employee committees at varying levels within the group where a wide range of business and employment issues are discussed.

Employment of disabled people

The group recognises its legal, social and moral obligation to provide for the employment of disabled people.

The group aims to provide appropriate facilities for the disabled and to give full and fair consideration to applications for employment having regard to the particular aptitudes and abilities of the applicant.

Equal opportunity policy

The group is an equal opportunity employer. The aim of our policy is to ensure that no job applicant or employee receives less favourable treatment on the ground of race, colour, nationality, ethnic origins, religion or sex or is disadvantaged by conditions or requirements which cannot be shown to be justifiable.

The employment criteria and procedures are frequently reviewed to ensure that individuals are selected, promoted and treated on the basis of their relevant merits and abilities. All employees will be given equal opportunity and, where appropriate, special training to progress within the organisation. The group is committed to a programme of action to make this policy fully effective.

Report by the directors (continued)

Taxation Status

The close company provisions of the Income and Corporation Taxes Act 1988, as amended, apply to the company.

Auditors

Jolliffe Cork have intimated their willingness to continue in office and a resolution that they be re-appointed will be proposed at the annual general meeting.

Directors responsibilities for the financial statements

Company law requires the directors to present financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss of the company for that period.

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

- select suitable accounting policies and then apply them consistently.
- make judgements and estimates that are reasonable and prudent.
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements.
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy, at any time, the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for ensuring that reasonable steps are taken for the prevention and detection of fraud and other irregularities.

Thornes Wharf Lane, Wakefield WF1 5RQ

Dated this 30th April 1996

By order of the board

C offeen

C G Freeman Joint Secretary

Report of the Auditors to the Members of The Wakefield Shirt Company Limited and its Subsidiary Undertakings

We have audited the financial statements set out on pages 7 to 23 which have been prepared under the historical cost convention as modified by the revaluation of freehold land and buildings and the accounting policies set out on page 12 to 14.

Respective responsibilities of directors and auditors

As described on page 5, the directors of the company are responsible for the preparation of the financial statements. It is our responsibility to form an independent opinion based on our audit, on those statements and to report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the company and the group as at 31st December 1995 and of the loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Dated this 30th April 1996

33 George Street Wakefield WF1 1LX Jolliffe Cork Registered Accountants Chartered Accountants

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Group Profit and Loss Account for the year ended 31st December 1995

Not	es	1995 £	1994 £
2	Turnover	26,864,587	23,977,404
	Cost of sales	20,467,737	17,813,156
	Gross profit	6,396,850	6,164,248
	Net operating expenses	7,161,412	5,971,919
3	Other operating income	204,157	193,628
4	Operating loss	(560,405)	385,957
	Share of associated undertakings profit	6,830	2,806
	Income from other investments	802	801
	Interest receivable and similar income	-	109
	Loss on ordinary activities before interest	(552,773)	389,673
7	Interest payable and similar charges	330,599	191,854
	Loss on ordinary activities before taxation	(883,372)	197,819
8	Tax on loss on ordinary activities	150,387	11,516
	Loss on ordinary activities after taxation	(732,985)	186,303
	Dividends proposed	3,825	3,825
	Loss for the year transferred from reserves	(736,810)	182,478 ======

Of the result shown above, £40,002 is dealt with in the accounts of the ultimate parent company.

Of the result shown above, £5,540 is attributable to the associated Company.

There is no difference between the results presented above and the results on an unmodified historical cost profit basis, therefore a note of historical cost profit is not required.

The above results relate to continuing operations.

Group Balance Sheet as at 31st December 1995

Note	25	19	995	199	94
		£	£	£	£
	Fixed assets				
9a 10	Tangible assets Investments		5,132,340 46,480		5,273,717 40,934
			5,178,820		5,314,651
	Current assets				
11	Stocks	9,885,424		7,765,272	
12	Debtors	6,016,077		4,444,719	
	Cash at bank and in hand	1,143,211		583,786	
		17,044,712		12,793,777	
	Creditors	, ,			
13	Falling due within				
	one year	11,472,923		6,621,009	
	Net current assets		5,571,789		6,172,768
			10,750,609	,	11,487,419
	Capital and reserves				
14	Called up share capital		49,504		49,504
	Capital redemption reserve		5,646		5,646
15	Other reserves		413,631		413,631
16	Profit and loss account		7,810,774		8,547,584
17	Revaluation reserve		2,471,054		2,471,054
18	Shareholders' funds		10,750,609		11,487,419
			=======		

Approved by the board

) Directors

Dated this 30th April 1996

Group Statement of Total Recognised Gains and Losses for the year ended 31st December 1995

	1995 £	1994 ₤
Retained loss for the year	(736,810)	182,478
Unrealised surplus on revaluation of freehold land and buildings	-	2,471,054
Total recognised gains and losses	(736,810)	2,653,532

Company Balance Sheet as at 31st December 1995

Notes

	Fixed assets	1995		1994	
		£	£	£	£
9b 10	Tangible assets Investments		3,770,002 3,321,720		3,770,002 3,321,099
			7,091,722		7,091,101
	Current assets				
12	Debtors	705,382		596,040	
		705,382		596,040	
	Creditors				
13	Falling due within one year	1,778,445		1,708,484	
	Net Current liabilities		(1,073,063)		(1,122,444)
			6,018,659 ======		5,978,657 ======
	Capital and reserves				
14	Called up share capital		49,504		49,504
15	Capital redemption reserve		5,646		5,646
16	Profit and loss account		3,492,455		3,452,453
17	Revaluation reserve		2,471,054		2,471,054
18	Shareholders' funds		6,018,659		5,978,657
					=======

Approved by the board

) Directors

Dated this 30th April 1996

Group Cash Flow Statement for the year ended 31st December 1995

Notes	19 £	995 £	£	994 £
Net cash outflow from operating activities		(1,355,511)		1,048,064
Returns on investments and serv	vicing			
Dividends paid Dividends received Interest received Interest paid	(3,825) 692 - (330,599)		(3,825) 801 109 (191,854)	
Net cash outflow from returns or investments and servicing of fir		(333,732)		(194,769)
Taxation				
Corporation tax paid		(7,306)		(19,140)
Investing activities				
Purchase of subsidiary undertaking (net of cash and cash equivalents acquired) Payments to acquire investments Payments to acquire tangible fixed assets Receipts from sales of	(731) (469,373)		(380,277) (622) (1,275,328)	
tangible fixed assets	87,225	(989 870)	13,025	(1.642.202)
		(382,879)		(1,643,202)
23-24 Decrease in cash and cash equivalents		(2,079,428)		(809,047)

Notes to the financial statements for the year ended 31st December 1995

1 Accounting policies

Basis of accounts

The accounts have been prepared under the historical cost convention, subject to the revaluation of freehold land and buildings, and in accordance with applicable Accounting Standards.

Group accounts

The group accounts comprise the consolidated accounts of the company and its subsidiaries, after eliminating intra group transactions, and interests in related companies where such interests are material in relation to the state of affairs or results of the group.

Investments excluding those classified as subsidiaries, are regarded as associated companies where the group has a long term equity interest and is in a position to exercise a significant influence over the affairs of the company on a continuing basis. These are stated in the consolidated balance sheet at the group's share of net assets after adjustment for goodwill on acquisition.

As permitted by S230 of the Companies Act 1985, a separate profit and loss account for the parent company has not been presented.

Goodwill arising on consolidation

Goodwill relating to the acquisition of shares in subsidiary undertakings, being the excess of the cost of the shares over the value attributed to the underlying net tangible assets at the date of acquisition, is written off in the group accounts.

Goodwill

Purchased goodwill is written off against reserves immediately upon acquisition.

Turnover

Turnover is stated at the invoiced value of credit sales, less returns and allowance plus the value of retail cash sales, both net of value added tax.

Notes to the financial statements for the year *ended 31st December 1995*

1 Accounting policies (Continued)

Depreciation

The general policy is to provide depreciation on fixed assets, other than freehold land and buildings evenly over the estimated working life of the assets.

The periods generally applicable are:-

Plant and equipment - 4 years
Motor vehicles - 4 years
Computer and office equipment - 4 years
Warehouse fixtures and fittings - 10 years

Stock and work in progress

Stocks are valued at the lower of cost, replacement price and the estimated amount realisable from disposal in the normal course of business.

The valuation of work in progress is at the lower of cost and net realisable value. Cost is defined as all direct expenses plus attributable overheads.

Deferred taxation

Deferred taxation is the taxation attributable to timing differences between profits computed for taxation purposes and profits as stated in the financial statements. Provision is made for deferred taxation, except to the extent that there is a reasonable probability of the tax not falling due for payment in the foreseeable future.

Foreign currencies

Profits and losses on foreign currency transactions and contracts are not separately accounted for in accordance with SSAP 20. The group's policy is to regard currency fluctuations as an element of cost related to the transaction concerned.

Notes to the financial statements for the year ended 31st December 1995

1 Accounting policies (continued)

Leases

Assets held under leases which result in the company receiving substantially all risks and rewards of ownership are capitalised as tangible fixed assets at the estimated present value of the underlying lease payments. The corresponding finance obligations are included within borrowings.

Pension costs

The group operates two defined contribution schemes for the directors and other employees and the charges against profits are based on those contributions payable to the pension schemes in respect of the accounting period.

The charges made to the schemes amount to:-

	1995	1994
	£	£
Directors	62,150	62,150
Other employees	119,742	120,528
	181,892	182,678
		======

Notes to the financial statements for the year ended 31st December 1995

2 Turnover

Turnover relates to the principal trading activities of the group which are considered to be within the same class of business .

A geographical analysis of turnover is as follows:

		1995 £	1994 £
	U.K.	26,085,062	23,178,891
	Eire	438,296	352,476
	Other	341,229	446,037
		26,864,587 ======	23,977,404
3	Other operating income		
	Rental income	132,444	124,527
	Royalties	58,698	62,432
	Sundry income	13,015	6,669
		204,157	193,628
4	Operating loss		
	Operating loss is stated after charging:-		
	Auditor's remuneration	22,000	22,000
	Depreciation of tangible fixed assets	539,635	391,187
	Directors' emoluments (see note 5)	214,962	223,855
	Hire of plant and machinery	-	12,447
			======
	and after crediting:-		
	Profit on sale of fixed assets	16,110	9,212
		=======================================	=======

Notes to the financial statements for the year ended 31st December 1995

		1995 £	1994 £
5	Directors' emoluments		
	Chairmans emoluments Highest paid director	35,439 55,518 ======	34,625 58,432 ======
	Number of directors (excluding those above) whose emoluments were within the ranges:-	Number	Number
	£ £ 10,001 - 15,000 50,001 - 55,000 45,001 - 50,000	1 - 1 =====	1 1 -
6	Employee information		
	The aggregate employment cost for the year amounted to:-		
	Wages and salaries Social security costs Other pension costs	8,734,219 590,535 181,892	8,006,096 581,925 182,678
		9,506,646 ======	8,770,699
	The average number of persons employed by th	ne group during the ye	ar was:-
		Number	Number
		897 =====	985 =====
	Being employed: Factory: Administration	662 235 =====	741 244 =====
7	Interest payable and similar charges		
	Interest payable on sums:-		
	Wholly repayable within five years, other than by instalments	330,599 ======	191,854 ======

Notes to the financial statements for the year ended 31st December 1995

8	Tax on loss on ordinary activities		1995		1994
			£		£
	Corporation tax recoverable based on				
	results for the year		(155,450)		5,054
	Share of associated company's tax		1,905		1,104
	Overseas taxation on royalties		5,760		6,241
	Taxation attributable to franked investment income		220		124
	Overprovision in previous years		(2,822)		(1,007)
	Overprovision in previous years				(1,007)
			(150,387)		11,516
9a	Tangible assets (The group)				
			Additions	Disposals	Balance at
		1.1.95			31.12.95
		£	£	£	£
	Cost or valuation				
	Freehold land and buildings	3,770,000	-	-	3,770,000
	Plant and equipment	4,516,533	401,418	(93,820)	
	Motor vehicles	665,990	67,955	(69,020)	664,925
		8,952,523 ======	469,373	(162,840)	9,259,056
	Depreciation				
	Freehold land and buildings	-	-	-	-
	Plant and equipment	3,245,768	405,872	(46,910)	3,604,730
	Motor vehicles	433,038	133,763	(44,815)	521,986
		3,678,806	539,635	(91,725)	4,126,716
			======		=======================================
	Net book value				
	Freehold land and buildings	3,770,000			3,770,000
	Plant and equipment	1,270,765			1,219,401
	Motor vehicles	232,952			142,939
		5,273,717			5,132,340
		5,275,717 =======			5,15 <i>2</i> ,540

Notes to the financial statements for the year ended 31st December 1995

9b Tangible assets (The Company)

	Balance at 1.1.95	Additions	Disposals	Balance at 31.12.95
	£	£	£	£
Cost or valuation				
Freehold land and buildings	3,770,000	_	-	3,770,000
Fixtures and fittings	21,036	-	-	21,036
	3,791,036	-	-	3,791,036
	=======================================			
Depreciation				
Freehold land and buildings	-	-	_	
Fixtures and fittings	21,034	-	-	21,034
	21,034	-	-	21,034
			======	
Net book value				
Freehold land and buildings	3,770,000			3,770,000
Fixtures and fittings	2			2
	3,770,002			3,770,002
	=======			

Freehold land and buildings were revalued on 24th April 1995 by William Brown, Estate Agents, Surveyors and Valuers on an open market value for existing use basis. The revaluation placed on these assets is shown below:

	£
Freehold land and buildings at cost	1,298,946
Revaluation	2,471,054
Freehold land and buildings at valuation	3,770,000

Notes to the financial statements for the year ended 31st December 1995

10	Investments	The g	group	The \mathbf{c}	mpany
		1995	1994	1995	1994
		£	£	£	£.
	Cost				
	Interest in associated undertaking	29,902	24,977	25,000	25,000
	Shares in group undertakings	-	-	3,280,142	3,280,142
	Quoted investments	16,578	15,957	16,578	15,957
		46,480	40,934	3,321,720	3,321,099
		======	=====	=======	=======

Details of shareholdings in group undertakings are as follows:-

Name of company	Nature of trade	Description of Share	Proportion held
Double Two Ltd	R Shirt and clothing Manufacturer	edeemable ordinary/ Ordinary £1	100
Wm Sugden & Sons Ltd Threadneedle Company Image Ltd	Shirt and clothing Manufacturer Corporate clothing	Ordinary £1	100 100
Kingswells (Fashion Stores) Ltd) Wakefield Drapers Ltd) Double Two International Ltd) Company Image Ltd) * Top Twenty Shirt Company Ltd) * Topflight Uniforms Ltd) * L J & M Refson Ltd)	Dormant	Ordinary £1 Ordinary £1 Ordinary £1 Ordinary £1 Ordinary 25p Ordinary £5p Ordinary £1	100 100 100 100 100 100

The associated undertaking is Leading Labels Limited formerly The Clothes Warehouse Ltd a company registered in England in which the group has a 50% interest. The Company's trade is that of clothes retailing.

Quoted investments include investments listed on the London Stock Exchange with a market value of £2,587 and investments listed on an overseas stock exchange with a market value of £16,683.

^{*} Companies owned by Wm Sugden and Sons Limited.

Notes to the financial statements for the year ended 31st December 1995

Work in progress 667,688 56 Finished goods and goods for resale 5,840,682 4,37 9,885,424 7,76 ======= 12 Debtors The group The comp	33,871 02,762 78,639 35,272 ===== any 1994 £
Finished goods and goods for resale 5,840,682 9,885,424 7,76 ====== 12 Debtors The group 1995 1994 1995	78,639
9,885,424 7,76 ======= 12 Debtors The group The comp 1995 1994 1995	35,272 ===== any 1994
12 Debtors The group The comp 1995 1994 1995	any 1994
The group The comp 1995 1994 1995	1994
1995 1994 1995	1994
	d.
ob	
Falling due within one year:-	
Trade debtors 5,427,209 4,169,902 ~	-
Taxation recoverable 162,883 957 957 Amounts owed by group	957
	33,248
Other debtors 146,364 69,062 3,522	5,077
Prepayments and accrued income 279,621 204,798 29,042	6,758
6,016,077 4,444,719 705,382 59	96,040
13 Creditors	
Falling due within one year:-	
Bank overdrafts 7,175,258 4,536,405 98,535	92,074
Trade creditors 3,538,108 1,085,966 -	-,,
Amounts owed to group	
	05,742
Other creditors 48,178 187,476 -	9.779
Corporation tax 2,001 4,785 2,001 Taxation and social security 182,739 197,216 -	3,778
Dividends 3,825 3,825 3,825	3,825
Accruals and deferred income 522,814 605,336 16,541	3,065
	08,484

Notes to the financial statements for the year ended 31st December 1995

14 Called up share capital (The group and the company)

			1995 £		1994 £
	Authorised and issued:-				
	Ordinary shares of £1 each Preference shares of £1 each Class 'A' 8.5%		4,504		4,504
	(formerly 3.5%) Class 'B' 8.5%		35,000		35,000
	(formerly 3.5%)		10,000		10,000
			49,504		49,504 ======
15	Other reserves	The 1995 £	Group 1994 £	The Co 1995 £	ompany 1994 £
	Capital reserves on consolidation Goodwill written off	428,632 (15,001) 413,631	428,632 (15,001) 	-	-
16	Profit and loss account				
	Balance brought forward Result for the year	8,547,584 (736,810)	8,365,106 182,478	3,452,453 40,002	$3,430,681 \\ 21,772$
		7,810,774	8,547,584	3,492,455	3,452,453
17	Revaluation reserve	The 0 1995 £	G roup 1994 £	The C 1995 £	ompany 1994 £
	Balance brought forward and carried forward	2,471,054 ======	2,471,054 =======	2,471,054 ======	2,471,054 =======

The revaluation reserve relates to the revaluation of the group's freehold land and buildings carried out on 24th April 1995.

Notes to the financial statements for the year ended 31st December 1995

18 Reconciliation of movements in shareholders' funds

		The Group		The C	The Company	
		1995	1994	1995	1994	
		£	£	£	£	
	Result for the year Surplus arising on the revaluation of freehold	(736,810)	182,478	40,002	21,772	
	land and buildings Capital reserve on	-	2,471,054	-	2,471,054	
	consolidation of subsidiary acquired during the year	-	202,931		-	
	Net reduction in shareholders' funds	(736,810)	2,856,463	40,002	2,492,826	
	Opening shareholders' funds	11,487,419	8,630,956	5,978,657	3,485,831	
	Closing shareholders' funds	10,750,609	11,487,419	6,018,659	5,978,657	
19	Capital commitments		1995 £		1994 £	
	Capital expenditure authorised but n provided for in the accounts:	ot				
	Authorised and contracted		-		70,000 =====	

20 Financial commitments

At 31st December 1995 there were financial commitments in respect of irrevocable documentary credits and acceptances of £603,132. (1994: £320,355).

21 Contingent liabilities

There are guarantees to HM Customs and Excise for £130,000 and to Northern Bank plc for £7,580, with recourse.

Notes to the Consolidated Cash Flow Statement for the year ended 31st December 1995

		1995 £	1994 £
22	Reconciliation of operating loss to net cash outflow from operating activities		
	Operating loss	(560,288)	385,957
	Depreciation	539,635	391,187
	Profit on sale of tangible fixed assets	(16,110)	(9,212)
	Increase in stocks Increase in debtors	(2,120,152)	604,334
	Increase in creditors	$(1,417,886) \ 2,219,290$	(217,035)
	increase in creations	2,213,23U	(107,167)
	Net cash outflow from operating		
	activities	(1,355,511)	1,048,064
		=======================================	=======
23	Analysis of the changes in cash and ca	ash equivalents durin	g the year
	Balance as at 1st January 1995	(3,952,619)	(3,143,572)
	Net cash outflow	(2,079,428)	(809,047)
	Balance as at 31st December 1995	(6,032,047)	(3,952,619)

Analysis of the balances of cash and cash equivalents as shown in the balance sheet

	1995	1994	Change in the year
	£	£	£
Cash at bank and in hand	1,143,211	•	,
Bank overdrafts	(7,175,258)	(4,536,405)	(2,638,853)
	(6,032,047) ========	(3,952,619)	(2,079,428)