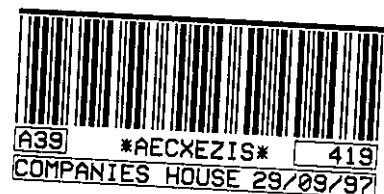


1186055 (England and Wales)

Henry Tilly Ltd  
Directors' Report and Financial Statements  
for the period ended 30th November 1996



**Henry Tilly Ltd**

**Company Information**

**Directors**            Mr J L H Metselaar (Managing)  
                             Mr P P Metselaar  
                             Mr R A Metselaar  
                             Mr R R Metselaar

**Secretary**            Mr J L H Metselaar

**Company Number**    1186055 (England and Wales)

**Registered Office**    Unit 10 Metro Centre  
                             Ronson Way  
                             Sandridge  
                             St Albans

**Auditors**             Simmons Gainsford  
                             7/10 Chandos Street  
                             Cavendish Square  
                             London W1M 9DE

# Henry Tilly Ltd

## Contents

	Page
Directors' Report	1 - 2
Auditors' Report	3
Profit and Loss Account	4
Balance Sheet	5
Notes to the Financial Statements	6 - 10

## Henry Tilly Ltd

### Directors' Report for the period ended 30th November 1996

The directors present their report and the financial statements for the period ended 30th November 1996.

#### Principal Activities and Review of the Business

The principal activities of the company are those of the supply of sports outfitters.

On the 13th November 1996, the company was acquired by Minerva Football Company Limited, a company incorporated in England.

#### Results and Dividends

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

The directors do not recommend payment of a dividend.

#### Holding Company

The company is a wholly owned subsidiary of Minerva Football Company Limited, a company incorporated in England.

#### Share Capital

Changes in the company's issued share capital during the period are set out in note 9 on the accounts.

#### Directors and their Interests

The directors who served during the period and their interests in the company were as stated below.

	Class of share	Number of shares	
		1996	1995
J L H Metselaar	* Ordinary shares	-	-
P P Metselaar	* Ordinary shares	-	-
R A Metselaar	* Ordinary shares	-	-
R R Metselaar	* Ordinary shares	-	-
H S Richmond (resigned 13th November 1996)	Ordinary shares	-	-
C L Moor (resigned 13th November 1996)	Ordinary shares	-	24
H W Tilly (resigned 13th November 1996)	Ordinary shares	-	24
L E Platz (resigned 13th November 1996)	Ordinary shares	-	-
A Richmond (resigned 13th November 1996)	Ordinary shares	-	-
S Tilly (resigned 13th November 1996)	Ordinary shares	-	-

The above directors hold interest in the ordinary share capital of the Holding Company.

The director to retire by rotation is Mr R R Metselaar, who being eligible offers himself for re-election. Mr J L H Metselaar, as Managing Director, is not subject to retirement

#### Auditors

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

## Henry Tilly Ltd

### Directors' Report for the period ended 30th November 1996 (continued)

#### Directors' Responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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

This report was approved by the Board on 22<sup>nd</sup> September 1997



Mr J L H Metselaar  
Secretary

**Henry Tilly Ltd**  
**Auditors' Report**  
**to the shareholders of Henry Tilly Ltd**

We have audited the financial statements on pages 4 to 10 which have been prepared under the historical cost convention and the accounting policies set out on page 6.

**Respective responsibilities of directors and auditors**

As described on page 2 the company's directors are responsible for the preparation of 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 the company's affairs as at 30th November 1996 and of its loss for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

*Simmons Gainsford*

**Simmons Gainsford**

Chartered Accountants  
Registered Auditor

22<sup>nd</sup> September 1997

7/10 Chandos Street  
Cavendish Square  
London W1M 9DE

Henry Tilly Ltd  
**Profit and Loss Account**  
for the period ended 30th November 1996

	Notes	10 Months to 30.11.96 £	Year to 31.01.96 £
Turnover		373,235	469,536
Cost of sales		(276,588)	(312,765)
<b>Gross profit</b>		<u>96,647</u>	<u>156,771</u>
Administrative expenses		(111,257)	(149,842)
<b>Operating loss</b>	2	(14,610)	6,929
Other interest receivable and similar income	3	11,143	11,310
Interest payable and similar charges	4	(72)	(178)
<b>Loss on ordinary activities before taxation</b>		<u>(3,539)</u>	<u>18,061</u>
Tax on loss on ordinary activities	5	-	(88)
<b>Retained loss for the period</b>	10	<u>£ (3,539)</u>	<u>£ 17,973</u>

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

**Henry Tilly Ltd**  
**Balance Sheet**  
**as at 30th November 1996**

	Notes	30/11/96 £	£	31/01/96 £	£
<b>Fixed Assets</b>					
Tangible assets			-		76
<b>Current Assets</b>					
Stocks	6	131,505		147,985	
Debtors	7	44,801		23,380	
Cash at bank and in hand		5,614		37,362	
		<u>181,920</u>		<u>208,727</u>	
<b>Creditors: amounts falling due within one year</b>	8	<u>(56,694)</u>		<u>(32,038)</u>	
<b>Net Current Assets</b>			125,226		176,689
			<u>£ 125,226</u>		<u>£ 176,765</u>
<b>Capital and Reserves</b>					
Called up share capital	9		80		100
Other reserves	10		20		-
Profit and loss account	11		125,126		176,665
<b>Shareholders' Funds (equity interests)</b>	12		<u>£ 125,226</u>		<u>£ 176,765</u>

The financial statements were approved by the Board on 22<sup>nd</sup> September 1997.

  
 J L H Metselaar  
 Director

  
 R A Metselaar  
 Director



## Henry Tilly Ltd

### Notes to the Financial Statements for the period ended 30th November 1996

#### 1. Accounting Policies

##### 1.1 Accounting convention

The financial statements are prepared under the historical cost convention and include the results of the company's operations as indicated in the directors' report, all of which are continuing.

The company has taken advantage of the exemption in Financial Reporting Standard No 1 from the requirement to produce a cash flow statement on the grounds that it is a small company.

##### 1.2 Turnover

Turnover represents amounts receivable for goods and services provided in the UK net of VAT and trade discounts.

##### 1.3 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Plant and machinery	-	15% Straight line
Fixtures and Fittings	-	15% Straight line

##### 1.4 Leasing

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

##### 1.5 Stock

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

##### 1.6 Pensions

The pension costs charged in the financial statements represent the contributions payable by the company during the period in accordance with SSAP 24.

##### 1.7 Deferred taxation

Provision is made for deferred taxation using the liability method to take account of timing differences between the incidence of income and expenditure for taxation and accounting purposes except to the extent that the directors consider that a liability to taxation is unlikely to crystallise.

# Henry Tilly Ltd

## Notes to the Financial Statements for the period ended 30th November 1996

	10 months to 30.11.96 £	Year to 31.01.96 £
<b>2. Operating Loss</b>		
Operating loss is stated after charging:		
Depreciation of tangible assets	76	68
Operating lease rentals		
- Land and buildings	16,453	19,649
Auditors' remuneration	2,000	3,525
	<u>          </u>	<u>          </u>
<b>3. Other Interest Receivable and Similar Income</b>		
Bank interest received	1,048	261
Discount received	10,095	11,049
	<u>          </u>	<u>          </u>
	£ 11,143	£ 11,310
	<u>          </u>	<u>          </u>
<b>4. Interest Payable</b>		
On bank loans and overdrafts	72	178
	<u>          </u>	<u>          </u>
	£ 72	£ 178
	<u>          </u>	<u>          </u>
<b>5. Taxation</b>		
Prior years		
U.K. Corporation tax	-	88
	<u>          </u>	<u>          </u>
<b>6. Stocks</b>		
Finished goods and goods for resale	131,505	147,985
	<u>          </u>	<u>          </u>

# Henry Tilly Ltd

## Notes to the Financial Statements for the period ended 30th November 1996

7. Debtors	10 months to 30.11.96 £	Year to 31.01.96 £
Trade debtors	19,059	14,640
ACT recoverable	12,000	-
Other debtors	7,434	-
Prepayments and accrued income	6,308	8,740
	<u>£ 44,801</u>	<u>£ 23,380</u>

8. Creditors: amounts falling due within one year	10 months to 30.11.96 £	Year to 31.01.96 £
Bank loans and overdrafts	4,284	-
Trade creditors	33,120	3,107
Other taxes and social security costs	12,401	21,236
Accruals and deferred income	6,889	7,695
	<u>£ 56,694</u>	<u>£ 32,038</u>

9. Share Capital	10 months to 30.11.96 £	Year to 31.01.96 £
<b>Authorised</b>		
1,000 Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
<b>Allotted, called up and fully paid</b>		
80 Ordinary shares of £1 each	<u>80</u>	<u>100</u>

Under section 162 of the Companies Act 1985, the company purchased 20 ordinary shares on the 13th November 1996. The aggregate amount paid by the company for the shares amounted to £48,000.00.

10. Other Reserves	Capital Redemption Reserve	Total
At 1st February 1996	-	-
Redemption of shares	20	20
At 30th November 1996	<u>20</u>	<u>£ 20</u>

# Henry Tilly Ltd

## Notes to the Financial Statements for the period ended 30th November 1996

	10 months to 30.11.96	Year to 31.01.96
<b>11. Profit And Loss Account</b>	<b>£</b>	<b>£</b>
Retained profits at 1st February 1996	176,665	158,692
Retained loss for the period	(3,539)	17,973
Redemption of shares	(47,980)	-
Transfer to Capital Redemption Reserve	(20)	-
Retained profits at 30th November 1996	<u>£ 125,126</u>	<u>£ 176,665</u>
<b>12. Reconciliation of Movements in Shareholders' Funds</b>	<b>10 months to 30.11.96 £</b>	<b>Year to 31.01.96 £</b>
Loss for the financial period	(3,539)	17,973
Opening shareholders' funds	176,765	158,792
Closing shareholders' funds	<u>£ 125,226</u>	<u>£ 176,765</u>
<b>13. Directors' Emoluments</b>	<b>10 months to 30.11.96 £</b>	<b>Year to 31.01.96 £</b>
Remuneration	<u>30,155</u>	<u>39,285</u>
<b>14. Employees</b>		
<b>Number of employees</b>		
The average monthly number of employees (including directors) during the period was:	<b>10 months to 30.11.96 Number</b>	<b>Year to 31.01.96 Number</b>
Shop and management	<u>12</u>	<u>14</u>
<b>Employment costs</b>	<b>£</b>	<b>£</b>
Wages and salaries	61,591	81,120
Social security costs	3,113	8,036
Other pension costs	2,625	3,500
	<u>£ 67,329</u>	<u>£ 92,656</u>

Henry Tilly Ltd

Notes to the Financial Statements  
for the period ended 30th November 1996

15. Ultimate Parent Company

The ultimate parent company is Minerva Football Company Limited, a company registered in Great Britain.