

Gossard (Holdings) Limited

Report and Accounts

30 June 2005

Registration number 296027



Gossard (Holdings) Limited
Company Information

DIRECTORS

M Ellis

C H Wells (Resigned 8 December 2005)

S M Llewellyn

J R Wilson (Resigned 8 March 2006)

A Jagun (Appointed 8 December 2005)

H K Handley (Appointed 9 December 2005)

SECRETARY AND REGISTERED OFFICE

A Jagun

225 Bath Road

Slough

Berkshire

SL1 4AU

Gossard (Holdings) Limited
Directors' Report

The directors present their report and the audited accounts for the year ended 30 June 2005.

Principal activity and review of the business

During the year the company has not traded and has not incurred any liabilities. Consequently it made neither a profit or a loss (2004: £nil).

Dividends

The directors do not recommend the payment of a dividend (2004: £nil).

Going concern

On 10 February 2005, Sara Lee Corporation announced that it proposed to divest itself of the businesses known as European Branded Apparel. These divestitures could include most of the business of Courtaulds Textiles (Holdings) Limited.

The directors are also aware that a disposal of the business could result in an accelerated pension funding requirement under Section 75 of the Pensions Act 1995 that, if triggered, may be in excess of the deficit calculated in the accounts of Courtaulds Textiles (Holdings) Limited.

At the date of signing these accounts, Sara Lee Corporation has submitted to the UK Pensions Regulator a formal Funding and Guarantee Agreement for clearance contingent upon a disposal taking place. The UK Pensions Regulator has not given final sign-off on these arrangements and the agreement has not been executed; accordingly, the details, timing and impact of any potential transactions are not known with any certainty.

In addition the company is reliant on the recovery of the intercompany debts owed to it by other members of the Courtaulds business to meet its obligations on a timely basis. Any disposal may impact on the recoverability of these amounts.

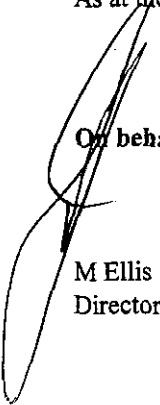
The company has received confirmation from its parent undertaking, Courtaulds Textiles (Holdings) Limited, that it will provide financial support necessary to meet its obligations for a period represented by the earlier of the date of disposal or a period of 12 months from the date of signing these accounts.

The directors however believe that due to the potential impact of any disposal there is a fundamental uncertainty over the ability of the entity to continue as a going concern beyond the date of disposal. However the directors believe that due to the continued support of Sara Lee Investments and the absence of any formal sale agreement it remains appropriate to prepare the accounts on a going concern basis.

Directors & directors' interests

The directors who served during the year and subsequently are noted on page 1.

As at the balance sheet date no director held any beneficial interest in the shares of the company.

 On behalf of the board

M Ellis
Director

27 March 2006

Gossard (Holdings) Limited
Balance Sheet
As at 30 June 2005

| | Notes | 2005 £ 000 | 2004 £ 000 |
|---|-------|---------------|---------------|
| Fixed assets | | | |
| Investments | 3 | 14 | 14 |
| Current assets | | | |
| Debtors | 4 | 6,101 | 6,101 |
| Creditors: amounts falling due within one year | 5 | (74) | (74) |
| Net current assets | | <u>6,027</u> | <u>6,027</u> |
| Net assets | | <u>6,041</u> | <u>6,041</u> |
| Capital and reserves | | | |
| Called up share capital | 6 | 1,097 | 1,097 |
| Share premium account | | 663 | 663 |
| Profit and loss account | | 4,281 | 4,281 |
| Equity shareholders' funds | | <u>6,041</u> | <u>6,041</u> |

In preparing these unaudited accounts advantage has been taken of the exemption under section 249AA (1) of the Companies Act 1985. Members have not required the company to obtain an audit under section 249B (2).

Company law requires the directors to prepare financial statements for each financial period 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 and which comply with the provisions of the Companies Act 1985. 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 taking responsible steps for the prevention and detection of fraud and other irregularities.

The accounts on pages 3 to 5 were approved by the board of directors on 27 March 2006 and signed on its behalf by :

M Ellis
Director

Gossard (Holdings) Limited
Notes to the Accounts
At 30 June 2005

1 Accounting policies

Basis of accounting

The accounts have been prepared under the historical cost convention and in accordance with applicable accounting standards. The company is exempt by virtue of section 228 of the Companies Act 1985 from the requirement to prepare group accounts.

Investments held as fixed assets

Investments in subsidiary undertakings are stated at cost less provision for impairment.

2 Directors' remuneration

None of the directors received any emoluments or accrued retirement benefits under defined contribution or defined benefit pension schemes in respect of their services to the company (2004: £nil).

The average number of employees during the year was nil (2004: nil).

3 Investments

| | Investments in subsidiary undertakings £ 000 |
|----------------------------------|---|
| Cost | |
| At 30 June 2004 and 30 June 2005 | <u>927</u> |
| Provision | |
| At 30 June 2004 and 30 June 2005 | <u>913</u> |
| Net Book Value | |
| At 30 June 2004 and 30 June 2005 | <u>14</u> |

| | Country of registration or incorporation | Ordinary Share Capital | Nature of business |
|-------------------------------------|---|-----------------------------------|-------------------------------|
| The subsidiary undertakings are: | | | |
| Name | | | |
| Gossard Limited | England & Wales | 100% | Non-trading |
| SATG (Cape Town) (Pty) Limited | South Africa | 100% | Non-trading |
| Kayser (South Africa) (Pty) Limited | South Africa | 100% | Non-trading |

In the opinion of the directors, the aggregate value of the shares in and amounts owing from the subsidiary undertakings is not less than the aggregate of the amounts at which these items are stated in the company's balance sheet.

| 4 Debtors | 2005 £ 000 | 2004 £ 000 |
|------------------------------------|-----------------------|-----------------------|
| Amounts owed by group undertakings | <u>6,101</u> | <u>6,101</u> |

Gossard (Holdings) Limited
Notes to the Accounts
At 30 June 2005

5 Creditors: amounts falling due within one year

| | 2005 | 2004 |
|--|--------------|--------------|
| | £ 000 | £ 000 |

| | | |
|------------------------------------|-----------|-----------|
| Amounts owed to group undertakings | <u>74</u> | <u>74</u> |
|------------------------------------|-----------|-----------|

6 Share capital

| | 2005 | 2004 | 2005 | 2004 |
|--|-------------|-------------|--------------|--------------|
| | No. | No. | £ 000 | £ 000 |

Authorised:

| | | | | |
|----------------------------------|-----------|-----------|--------------|--------------|
| Ordinary shares of 25 pence each | 5,400,000 | 5,400,000 | <u>1,350</u> | <u>1,350</u> |
|----------------------------------|-----------|-----------|--------------|--------------|

Allotted, called up and fully paid:

| | | | | |
|----------------------------------|-----------|-----------|--------------|--------------|
| Ordinary shares of 25 pence each | 4,390,000 | 4,390,000 | <u>1,097</u> | <u>1,097</u> |
|----------------------------------|-----------|-----------|--------------|--------------|

7 Cash flow statement

As described in note 8, the results of the company are included in the consolidated accounts of Sara Lee Corporation, which are publicly available. These accounts include a consolidated cash flow statement. The company has taken advantage of the exemption set out in FRS 1 Cash Flow Statements (Revised 1996) and has not presented a cash flow statement.

8 Ultimate parent undertaking

The company is wholly owned by Courtaulds Clothing Brands Limited, which in turn is a subsidiary undertaking of Sara Lee UK Holdings Limited, registered in England and Wales. At the balance sheet date the ultimate controlling party was Sara Lee Corporation, incorporated in the United States of America.

The company has taken advantage of the exemption conferred by FRS 8 Related Party Disclosures not to disclose transactions with fellow group subsidiary undertakings, 90% or more of whose voting rights are controlled by the group.

The largest group in which the results of the company are consolidated as at the balance sheet date is that headed by Sara Lee Corporation, a company registered in the United States of America. The smallest group in which they are consolidated is that headed by Courtaulds Clothing Brands Limited, registered in England and Wales. Copies of the group accounts of Sara Lee Corporation and Courtaulds Clothing Brands Limited can be obtained from:

Sara Lee Corporation
 Three First National Plaza
 Chicago
 Illinois 60602 4260
 USA

Courtaulds Clothing Brands Limited
 225 Bath Road
 Slough
 Berkshire
 SL1 4AU