

EMPIRE SHOPPER LIMITED

DIRECTORS' REPORT

AND

FINANCIAL STATEMENTS

28th DECEMBER, 1996

Registered No. 400458



EMPIRE SHOPPER LIMITED

DIRECTORS' REPORT

The directors present their report together with the balance sheet for the year ended 28th December 1996.

1. Activities.

The company did not trade during the year and made neither profit nor loss. There was no change in the company's position.

2. Directors.

The directors who held office during the year or were appointed/resigned after the year-end are listed below.

R. Bott	-	(Appointed 29 th January 1997)
W. J. Campbell		
R. G. Jones	-	(Resigned 17 th January 1997)
A. J. Skelsey	-	(Appointed 29 th January 1997)

The directors and their families have, and had at 31st December 1995 and at 28th December 1996, no interests in the issued share capital of the company or any group company.

3. Directors' responsibilities for preparing the financial statements

The directors are obliged under company law to prepare financial statements for each financial year and to present them annually to the Company's members in an Annual General Meeting.

The financial statements, of which the form and content is prescribed by the Companies Act 1985, must give a true and fair view of the state of affairs of the Company at the end of the financial year, and of the profit for that period, and they must comply with applicable accounting standards.

The directors are also responsible for the adoption of suitable accounting policies, their consistent use in the financial statements, supported where necessary by reasonable and prudent judgements, and for preparing the financial statements on a going concern basis, unless it is inappropriate to assume that the company will continue in business.

In addition, the directors are responsible for maintaining adequate accounting records and sufficient internal controls to safeguard the assets of the Company and to prevent and detect fraud or any other irregularities.

The directors confirm that the above requirements have been complied with in the financial statements.

EMPIRE SHOPPER LIMITED

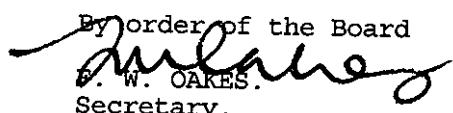
DIRECTORS' REPORT

(Continued)

4. Auditors.

A resolution to re-appoint Deloitte & Touche will be proposed at the forthcoming Annual General Meeting.

By order of the Board


P. W. OAKES.
Secretary.

24th March 1997.
18, Canal Road,
BRADFORD.
BD99 4XB.

EMPIRE SHOPPER LIMITED

BALANCE SHEET AT 28th DECEMBER, 1996

	NOTE	28th December 1996	30th December 1995
	----	-----	-----
		£	£
Capital and reserves			
Called up share capital	1	600	600
Profit and loss account		(600)	(600)
Total equity shareholders' funds		-----	-----
		=====	=====

The company was dormant throughout the financial year and made neither profit nor loss nor any other recognised gain or loss for the current year or preceding year. Accordingly no profit and loss account has been prepared.

Approved by the Board on 24th March 1997.

W. J. Campbell

W. J. Campbell

Director.

EMPIRE SHOPPER LIMITED
NOTES TO THE BALANCE SHEET
AT 28th DECEMBER, 1996

	28th December 1996 ----- £	30th December 1995 ----- £
1. Share capital		
Ordinary shares of £1 each		
Issued and fully paid	600 ===	600 ===
Authorised	2,000 =====	2,000 =====
2. Contingent Liabilities		
The company is jointly and severally liable for the bank borrowings of its parent company and fellow subsidiaries, totalling £Nil (30th December 1995 £787,000).		
3. Ultimate parent company		
The company's immediate parent company is Empire Stores Group plc, which is incorporated in England.		
The Company's ultimate parent company is Pinault Printemps-Redoute S.A., which is incorporated in France.		
Copies of the group financial statements of Empire Stores Group plc can be obtained from Companies House, Crown Way, Maindy, Cardiff, CF4 3UZ.		
Copies of the group financial statements of Pinault Printemps-Redoute S.A. are available from the Company Secretary, Empire Stores Group plc, 18 Canal Road, Bradford, West Yorkshire, BD99 4XB.		

REPORT OF THE AUDITORS TO THE MEMBERS OF
EMPIRE SHOPPER LIMITED

We have audited the financial statements on pages 3 and 4.

Respective responsibilities of directors and auditors.

As described on page 1 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 affairs of the Company as at 28th December 1996 and of the result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche

Deloitte & Touche Ross
Chartered Accountants
and Registered Auditors

17th, 1997.

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Leeds
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