Jump Knitwear Limited

(Company Number 895642)

Report and Accounts
31st July 1992

Cornins & Co Chartered Accountants London, Ashford and Geneva



JUMP KNITWEAR LIMITED 31ST JULY 1992

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REPORT OF THE DIRECTOR

DIRECTOR:

S. Caring (Chairperson)

SECRETARY:

J.P. Service

The director submits her report and the group accounts for the year ended 31st July 1992.

1. REVIEW OF THE BUSINESS

The principal activity of the group during the year was the distribution of women's clothing and accessories.

The director expects the group to continue trading satisfactorily in the future.

1404201	<u> 1992</u>	<u>1991</u>
Turnover	£16,496,400	£13.978,367
Profit before taxation Taxation	297,075 (119,361)	437,465 (88,524)
Profit for the financial year	177,714	348,941
Minority interests	(32,276)	(2,445)
Transfer to reserves	£ 145,438	£ 346,496

2. PROPOSED DIVIDEND

The director does not recommend the payment of a dividend (1991: NIL).

3. DIRECTORS AND THEIR INTERESTS

The directors during the year and their interests in the share capital of the company (including beneficial interests) were as follows:-

ust 1991
July 1992
Shares
66

S. Caring

M. Bines (resigned 22nd May 1992)

REPORT OF THE DIRECTOR (continued)

4. FIXED ASSETS

Significant changes in fixed assets are detailed in notes 7, 8 and 9 to the accounts.

5. AUDITORS

In accordance with the Companies Act 1985, a resolution proposing the reappointment of Messrs. Comins & Co. as auditors of the company will be put to the Annual General Meeting.

BY ORDER OF THE BOARD

J.P. Service Company Secretary

Registered Office:

2 Milman's Street London

7th September 1993

REPORT OF THE AUDITORS TO THE MEMBERS OF JUMP KNITWEAR LIMITED

We have audited the accounts on pages 4 to 19 in accordance with auditing standards.

In our opinion the accounts give a true and fair view of the state of the affairs of the company and of the group at 31st July 1992 and of the profit and cash flows of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

COMINS & CO.

Comis I

Chartered Accountants Registered Auditor

22 St. Andrew Street LONDON EC4A 3AN

7th September 1993

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31ST JULY 1992

	5		
	NOTES	<u>1992</u>	<u> 1991</u>
TURNOVER	2 ;	16,496,400	13,978,367
Cost of sales	; ,	11,970,078	9,661,572
GROSS PROFIT	; r i	4,526,322	4,316,795
Distribution costs Administrative expenses Other operating income	ў. У ў ч	(3,325,901) (822,188) 64,453	(3,113,803) (725,940) 49,690
OPERATING PROFIT	3	442,686	526,742
Income from interest in associated undertaking	! :	1,193	3,194
Interest receivable and similar income	, ,	3,751	88,981
Interest payable and similar charges	5 i	(150,555)	(181,452)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	, , ,	297,075	437,465
Tax on profit on ordinary activities	6	(119,361)	(88,524)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	•	177,714	348,941
Minority interests		(32,276)	(2,445)
TRANSFER TO RESERVES	16	£ 145,438	£ 346,496

The notes on pages 8 to 19 form part of these accounts

CONSOLIDATED BALANCE SHEET 31ST JULY 1992

	NOTES	<u> 1992</u>	<u> 1991</u>
FIXED ASSETS		•	•
Intangible assets Tangible assets Investments	7 8 9	1,280,641 405,283 8,078	221,579 7,177
		1,694,002	228,756
CURRENT ASSETS			,
Stocks Debtors Cash at bank and in hand	10 11	1,988,723 4,484,190 444,896	1,551,848 2,680,968 14,900
	!	6,917,809	4,247,716
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	12	(7,471,994)	(3,604,805)
NET CURRENT (LIABILITIES)/ASSE	<u>TS</u>	(554,185)	642,911
TOTAL ASSETS LESS CURRENT LIABILITIES		1,139,817	871,667
CFEDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	13	(139,842)	(47,509)
NET ASSETS		£ 999,975	£ 824,158
CAPITAL AND RESERVES			
Called up share capital Other reserves Profit and loss account	15 16 16	9,999 2,932 929,365	9,999 2,932 782,429
SHAREHOLDERS' FUNDS		942,296	795,360
Minority interests		57,679	28,798
		£ 999,975	£ £824,158

Approved by the Board and signed on its behalf on 7th September 1993 by:

S. Caring

The notes on pages 8 to 19 form part of these accounts

BALANCE SHEET 31ST JULY 1992

	NOTES	<u> 1992</u>	<u> 1991</u>
FIXED ASSETS	1		
Tangible assets Investments	8 9	124,827 31,912	136,348 30,912
	,	156,739	167,260
CURRENT ASSETS			,
Stocks Debtors Cash at bank and in hand	10 11	697,279 962,974 443,699	809,853 1,720,735
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	12	2,103,952 (1,255,232)	2,530,588
NET CURRENT ASSETS	\$ # \$ \$	848.720	653,569
TOTAL ASSETS LESS CURRENT LIABILITIES		1,005,459	820,829
CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	13	(29,832)	(40,702)
	,	£ 975,627	£ 780,127
CAPITAL AND RESERVES			
Called up share capital Profit and loss account	15 16	9,999 965,628	9,999 770,128
SHAREHOLDERS' FUNDS		£975,627	£780,127

Approved by the Board and signed on its behalf on 7th September 1993 by:

S. Caring

The notes on pages 8 to 19 form part of these accounts

CONSOLIDATED CASH FLOW STATEMENT FOR THE YEAR ENDED 31ST JULY 1992

	NOTES	1992	<u>19</u>	91
NET CASH INFLOW FROM OPERATING ACTIVITIES	17	700,802		247,171
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE				
Interest received and similar income Dividends received from associated undertakings Interest paid		3,749 - (150,555)	88,981 3,200 (169,675)	
Net cash outflow from returns on investments and servicing of finance		(146,806)		(77,494
TAXATION		, , ,		
Corporation tax paid		(110,267)		(100,844
INVESTING ACTIVITIES				
Purchase of subsidiary (net of cash acquired) Sales of tangible fixed assets	21	(2,792,147) 7,797	49,900	
Payments to acquire tangible fixed assets		(46,565)	(83,065)	
Net cash outflow from investing activities		(2,830,915)		(33,165
NET CASH (OUTFLOW)/INFLOW BEFOR FINANCING	<u> </u>	(2,387,186)		35,668
FINANCING				
Capital element of finance lease payments	9	(22,158)	(12,644)	
Net cash outflow from financing		(22,158)		(12,644
(DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS	19	£(2,409,344)	£	23,024

NOTES TO THE ACCOUNTS 31ST JULY 1992

1. ACCOUNTING POLICIES

(i) Accounting convention

The accounts are prepared under the historical cost convention as modified by the revaluation of investment properties and in accordance with applicable accounting standards.

(ii) Basis of consolidation

The group accounts include the accounts of the company and its subsidiary undertakings, together with its associated undertaking to the extent of the group's interest in that undertaking, made up to 31st July 1992. The group profit and loss account includes the results of subsidiary undertakings acquired during the year from the effective date of acquisition.

No profit and loss account for the company is presented as permitted by Section 230 of the Companies Act 1985.

(iii) Depreciation

Depreciation is provided to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Short leasehold property - over the period of the lease

Fixtures, fittings &

equipment - at 25% p.a. on a reducing balance basis

and at 33.33% and 25% on a straight line

basis.

Motor vehicles - at 25% p.a. on a reducing balance basis

and at 33.33% on a straight line basis.

(iv) Investment properties

These are included at valuations based on the open market investment value at 31st July 1992. Valuations are made annually and any surplus or deficit is transferred to a revaluation reserve. Depreciation is not charged on investment properties in accordance with SSAP 19.

(v) Goodwill

Goodwill arising on acquisitions is amortised on a straight line basis over its expected useful economic life of 15 years.

(vi) Trade marks

Amortisation has been charged to write off the cost over the expected useful life which is considered to be ten years.

(vii) Deferred taxation

Deferred taxation is provided using the liability method on all timing differences which are expected to reverse in the foreseeable future.

NOTES TO THE ACCOUNTS (continued) 31ST JULY 1992

1. ACCOUNTING POLICIES (continued)

(viii) Stocks

Stocks are stated at the lower of cost and net realisable value.

(ix) Design expenditure

Expenditure on new designs is written off in the year it is incurred.

(x) Foreign currencies

Transactions on trading accounts have been accounted for at the exchange rate at the date of the transaction. Assets and liabilities have been converted at the rate ruling on the balance sheet date, unless covered by a forward currency contract, when the contracted rate is used.

(xi) Finance leases

Assets under finance leases are capitalised in the balance sheet and depreciated over their useful lives. The interest element of the rental obligation is charged to the profit and loss account over the period of the lease.

(xii) Pensions

Pension payments are written off to the profit and loss account in the year they are incurred.

2. TURNOVER

Turnover comprises sales of women's clothing and accessories in the United Kingdom.

3. OPERATING PROFIT

	======	======
- Parent company	£ 10,000	£ 12,000
Auditors' remuneration - Group	£ 23,900	£ 20,000
- Trade marks	£ 66	£ -
consolidation	£ 3.517	£ -
Amortisation - Goodwill arising on		
Depreciation	£ 54,522	£ 55,416
Directors' remuneration	£ 39,538	£ 99,304 £ 55,416
This is stated after charging:	<u>1992</u>	<u>1991</u>
	4000	4004

NOTES TO THE ACCOUNTS (continued) 31ST JULY 1992

4. STAFF COSTS

5.

The average weekly number of employees during the year was as follows:

	<u>1992</u>	<u> 1991</u>
Selling, distribution and administration	67 	68 ======
Staff costs during the year were as follows:		
Wages and salaries Social security costs Other fees Other pension costs	1,317,367 145,671 2,396 9,793	1,325,587 137,990 - 40,375
	£1,475,227	£1,503,952
Staff costs include the following in respect of directors:		
Emoluments (including pension contributions)	£ 39,538	£ 99.304
Emoluments of the chairperson and highest paid director (excluding pension contributions)	£ 30,000	£ 40,004
The emoluments (excluding pension contributions) of the other director fell within the following ranges:-		
£ 5.001 - £10,000 £55,001 - £60,000	1	_ 1 ========
INTEREST PAYABLE AND SIMILAR CHARGES		
Bank loans and overdrafts wholly repayable within five years Other loans Exchange losses	138,222 11,580 753	174,468 6,984 -
	£150,555	£181,452

NOTES TO THE ACCOUNTS (continued) 31ST JULY 1992

6.	TAX ON PROFIT ON ORDINARY ACTIV	ITIES	<u> 1992</u>	1991
	U.K. corporation tax at 33% (19) Deferred tax Overseas tax Tax on profits of associated un Prior year adjustment		119,069 - 292	118,060 (9,696) 636 847 (21,323)
			£119,361	£ 88,524
7.	INTANGIBLE FIXED ASSETS			
	Group	<u>Goodwill</u>	Trade marks	<u>Total</u>
	Cost			
	At 1st August 1991 Arising on acquisition of	-	-	-
	subsidiary undertaking	1,266,158	20,000	1,286,158
	At 31st July 1992	£1,266,158	£ 20,000	£1,286,158
	Amortisation			
	At 1st August 1991 Arising on acquisition of	-	<u>.</u>	-
	subsidiary undertaking Charge for the year	3,517	1,934 66 	1,934 3,583
	At 31st July 1992	£ 3,517	£ 2,000	£ 5,517
	Net Book Value			
	At 31st July 1992	£1,262,641	£ 18,000	£1,280,641
	At 1st August 1991	£ -	£ -	========

NOTES TO THE ACCOUNTS (continued) 31ST JULY 1992

8. TANGIBLE FIXED ASSETS

TANGIBLE FIXED ASSET	Land and I	Buildings			
GROUP	Long Leasehold Investment Property	Short Leasehold Property	Fixtures, Fittings & Equipment	Motor Vehicles	Total
Cost					
At 1st August 1991 Additions Arising on acquisition of subsidiary	-	- 23,000	291,703 21,231	251,219 25,334	565,922 46,565
undertaking Disposals	95,000 -	-	94,809 (1,550)	53,342 (20,635)	243,151 (22,185)
At 31st July 1992	£ 95,000	£ 23,000	£406,193	£309,260	£833,453
Depreciation					
At 1st August 1991 Arising on acquisition of subsidiary	••	9,450	245,703	89,190	344,343
undertaking Charge for the year	- -	1,509	27,728 14,081	16,114 38,932	43.842 54,522
Eliminated on disposals	-	-	(869)	(13,668)	(14,537)
At 31st July 1992	£ -	£ 10,959	£286,643	£130,568	£428,170
	*****	#######	======	******	2420,170
Net Book Value					
At 31st July 1992	£ 95,000	£ 12,041	£119,550	£178,692	£405,283
Ai 1st August 1991	- 3	£ 13,550	£ 46,000	£162.029	£221,579

The historical cost of the investment property is £95,000. The property was valued at 31st July 1992 by P.M. Foster, a director of a subsidiary undertaking.

The net book value and depreciation charge for the year of assets held under finance leases are as follows:

	Net Book Value		Depreciation	
	1992	<u> 1991</u>	1992	1991
Motor vehicles	£70,619	£15.626	£68,911	£7,357

NOTES TO THE ACCOUNTS (continued) 31ST JULY 1992

8. TANGIBLE FIXED ASSETS (co	ntinued)
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COMPANY	Fixtures, Fittings & <u>Equipment</u>	Motor <u>Vehicles</u>	<u>Total</u>
Cost			
At 1st August 1991 Additions Disposals	236,672 14,442 (1,550)	143,073 8,000	379.745 22.442 (1,550)
At 31st July 1992	£249,564	£151,073	£400,637
Depreciation			
At 1st August 1991 Charge for the year Eliminated on disposals	204,614 8,852 (869)	38,783 24,430	243,397 33,282 (869)
At 31st July 1992	£212,597	£ 63,213	£275,810
Net Book Value		4-40	
At 31st July 1992	£ 36,967	£ 87,860	£124,827
At 1st August 1991	£ 32,058	£104,290	£136,348

The net book value and depreciation charge for the year of assets held under finance leases are as follows:

	Net Book Value		Depreciation	
	<u> 1992</u>	<u>1991</u>	<u> 1992</u>	<u> 1991</u>
Motor vehicles	£37,010	£46,730	£ 9,720	£2,417

NOTES TO THE ACCOUNTS (continued) 31ST JULY 1992

9. INVESTMENTS

GROUP		Interest in Associated	
Participating interests		Undertaking	
At 1st August 1991		7.177	
Share of retained profit for the year		901	
At 31st July 1992		£8,078	
COMPANY			
	Group <u>Undertakings</u>	Associated Undertaking	Total
At 1st August 1991 Additions	28,787 1,000	2,125	30,912 1,000
	· ·		
At 31st July 1992	£29,787	£2,125	£31,912

On 14th July 1992 the company acquired 100% of the ordinary shares of International Clothing Designs (Holdings) Limited. The company holds more than 10% of the share capital of the following trading companies:-

	Name of Company	Country of Registration	Holding	Proportion <u>Held</u>	Trading <u>Activity</u>
	Subsidiary undertakings				
	International Clothing Design (Holdings) Limited	s England	Ordinary	100%	Clothing/ Management Services
	Louis Caring GMBH	Germany	Ordinary	100%	Clothing
#	The Associated Clothing Company Limited Tapestry Design Company Limited	England England	Ordinary Ordinary	38% 100%	Clothing Clothing
¥	Tutto Diffusion Limited	England	Ordinary	100%	Clothing
*	The Nashville Corporation Limited Bi-Axident Limited ICDH (One) Limited	England England England	Ordinary Ordinary Ordinary	100% 76% 100%	Clothing Clothing Property
#	Indirectly held				
	Associated undertaking				
	Babyface Limited	England	Ordinary	32%	Clothing

NOTES TO THE ACCOUNTS (continued) 31ST JULY 1992

10. STOCKS	_		_	
	<u>G</u> 1992	roup 1991	199 <u>2</u>	ompany 1991
				
Raw materials Work in progress	1,356,763 537,261	137,408 559,624		_
Finished goods	94,699	854,816	697,279	809,853
	£1,988,723	£1,551.848	£697,279	£809,853
11. DEBTORS				
	<u>Gr</u> 1992	<u>oup</u> 1991	<u>Co</u> 1992	mpany 1991
				
Trade debtors Amounts owed by group undertakings	3,974,860	1.839.437	813,464 53,503	910,766 31,268
Amounts owed by associated	•			
undertaking Other debtors	1,173 133,954	1,173 734,079	1,173 16,626	1,173 719,854
Prepayments and accrued income	374,203	106,279	78,208	57.674
	£4,484,190	£2,680,968	£962,974	£1,720,735
	=======================================	========	======	E2======
40 000000000000000000000000000000000000				
12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR				
Name - Na		oup		mpany
	<u>1992</u>	<u>1991</u>	<u>1992</u>	<u>1991</u>
Bank overdrafts (see below)	3,824,455	985,115	-	66,100
Obligations under finance leases (note 14)	21,000	18,192	10,870	10,870
Trade creditors	2,320,610		466,958	
Amounts owed to group undertakings	_	_	166,719	67,010
Corporation tax	182,334	173,532	115,550	135,254
Other creditors	635,815	532,173	286,974	361,971
Accruals	487,780	525.794	208,161	465,309
	נים בול בי	£3,604,805	£1 2EE 222	£1,877,019
	2,,4,1,7,7	######################################	#1,677,432	

Bank overdrafts are secured by a fixed and floating charge over the group's assets together with intercompany guarantees.

NOTES TO THE ACCOUNTS (continued) 31ST JULY 1992

13. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	Gr	Group		Company	
	1992	1991	1992	1991	
Bank loan	95,000		-	-	
Obligations under finance leases (note 14)	44.842	47,509	29,832	40,702	
		 			
	£139,842	£47,509	£29,832	£40,702	

The bank loan is secured by a legal charge over the investment property. The bank loan is wholly repayable in February 1994.

14. OBLIGATIONS UNDER FINANCE LEASES

	Gro	up	Con	pany
6 99	<u> 1992</u>	<u> 1991</u>	1992	1991
The maturity of these amounts is as follows:				
Amounts payable within one				
year	36,966	28.474	20,146	20,146
In the second to fifth years		• •	•	_,,,_,
inclusive	49,928	66,829	36,789	56,935
			·	
	86,894	95,303	56,935	77,081
Less: Finance charges allocated		JJ1545	201727	77,002
to future periods	(21,052)	(29,602)	(16,233)	(25,509)
				
	£ 65,842	£ 65,701	£ 40,702	£ 51,572
	======	22222	======	# J#,J/2
The finance lease is analysed as fo	llows:			
-		_		
Current obligations	21,000	18,192	10,870	10,870
Non current obligations	44,842	47,509	29,832	40,702
				•
	£ 65,842	£ 65,701	£ 40,702	£ 51,572
	=======	222222	======	======

NOTES TO THE ACCOUNTS (continued) 31ST JULY 1992

15.	SHARE CAPITAL		<u> 1992</u>	<u> 1991</u>
	Authorised: 10,000 ordinary shares of £1 eac	ch .	£ 10,000	£ 10,000
	Allotted, called up and fully pa 9,999 ordinary shares of £1 each		£ 9,999	£ 9,999
16.	RESERVES	Profit and Loss account	Capital	<u>Total</u>
	GROUP			
	At 1st August 1991 Retained profit for the year Exchange movement	782,429 145,438 1,498	2,932 - -	785,361 145,438 1,498
	At: 31st July 1992	£929,365	£ 2,932	£932,297
	<u>COMPANY</u>	Profit and Loss account		
	At 1st August 1991 Retained profit for the year	770,128 195,500		
	At 31st July 1992	£965,628		
17.	RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES		<u> 1992</u>	<u> 1991</u>
	Operating profit Depreciation and amortisation Profit on sale of tangible fixed Decrease in stocks Decrease/(increase)in creditors (Decrease)/increase in creditors		442,686 58,105 (21) 111,250 640,082 (551,300)	526.742 55,416 (12,367) 132,427 (536,320) 81,273
	Net cash inflow from operating activities		£ 700,802	£ 247,171

NOTES TO THE ACCOUNTS (continued) 31ST JULY 1992

18.	ANALYSIS OF CHANGES IN CASH AND CASH EQUIVALENTS TO THE YEAR			
	At 1st August 1991 Net cash outflow			(970,215) (2,409,344)
	At 31st July 1992			£(3,379,559)
19.	ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS AS SHOWN IN THE BALANCE SHEET	<u> 1992</u>	<u> 1991</u>	Change in year
	Cash at bank and to hand Bank overdraft	444,896 (3,824,455)	14,900 (985,115)	429,996 (2,839,340)
		£(3,379,559)	£(970,215)	£(2,409,344)
20.	ANALYSIS OF CHANGES IN FINANCING DURING THE YEAR	Bank Loan	Finance Lease Obligat	ions Total
	At 1st August 1991 Repaid during the year	- -	47,509 (22,158)	
	Obligations undertaken in the year	-	40,491	40,491
	Arising on acquisition of subsidiary undertaking	95,000	_	95,000
				
	At 31st July 1992	£ 95,000	£ 65,842	£160,842

NOTES TO THE ACCOUNTS (continued) 31ST JULY 1992

21. ACQUISITIONS

The parent company acquired a 100% holding in the share capital of International Clothing Designs (Holdings) Limited the consideration being £1,000. The acquired company's assets and liabilities at the date of acquisition were as follows:

£

Net assets acquired:

	~
Goodwill Trade marks Tangible fixed assets Stocks Debtors Cash at bank and in hand Bank overdrafts Bank loan Creditors	1,266,158 18,066 199,439 548,125 2,443,294 368 (2,792,515) (95,000) (1,586,935)
	£ 1,000
Satisfied by:	
Cash	£ 1,000

22. PENSIONS

The group made payments of £9.793 (1991 : £40,375) to private pension schemes for the benefit of certain employees.