The Insolvency Act 1986

Statement of administrator's proposals

2.17B

Name of Company	Company Number
Adams Childrenswear Limited	06019499
In the High Court of Justice	Court case number
Chancery Division	
Birmingham District Registry	9749 of 2008
(6.11 6)	
(full name of court)	l L

(a) Insert full name(s) and address(es) of administrator(s) We (a) Robert Jonathan Hunt of PricewaterhouseCoopers LLP, Cornwall Court, 19 Cornwall Street, Birmingham, B3 2DT, Michael John Andrew Jervis of PricewaterhouseCoopers LLP, Plumtree Court, London, EC4A 4HT and Stuart David Maddison of PricewaterhouseCoopers LLP, Donington Court, Pegasus Business Park, Castle Donington, Derbyshire, DE74 2EZ

attach a copy of our proposals in respect of the administration of the above company.

* Delete as applicable (b) Insert date A copy of these proposals was sent to all known creditors on

(b) 16 February 2009

Joint Administrate

Dated 23/2/29

Contact Details:

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record

Charlotte Dill	
PricewaterhouseCoopers LLP, Benson House, 4JP	, 33 Wellington Street, Leeds, West Yorkshire, LS1
	Tel: 0113 289 4861
DX Number	DX Exchange

When you have completed and signed this form please send it to the Registrar of Companies at:

ARGY57RI

A42 28/02/2009 COMPANIES HOUSE Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff



PricewaterhouseCoopers LLP Benson House 33 Wellington Street Leeds LS1 4JP Telephone +44 (0) 113 289 4000 Facsimite +44 (0) 113 289 4460 Direct Phone 0113 289 4272 Direct Fax 0113 289 4945 www.pwc.com/uk

To all known creditors and employees

16 February 2009

When telephoning, please contact Charlotte Dill on 0113 289 4861 or 0113 289 4012

Our ref: CGD/ADAMS.14.02.2009/ADAMS

Dear Sirs

Adams Childrenswear Limited - in administration ("the Company")

I wrote to all known creditors on 5 January 2009, to explain that the Company had entered into administration and that my colleagues Stuart David Maddison and Michael John Andrew Jervis and I had been appointed as joint administrators.

I enclose the joint administrators' proposals for achieving the purpose of administration, a formal notice of a meeting of creditors (Form 2.20B), a proxy form (Form 8.2) and instructions on how to fill out your proxy form (Form 8.2(a))

As a creditor you will be entitled to vote on the proposals by attending the creditors' meeting in person or by proxy. Please be advised that should you not wish to attend the meeting or complete a proxy form, this will not affect any claim you may have in the administration.

The Administrators would encourage the formation of a creditors committee at the first meeting of creditors, accordingly no time cost analysis has been provided in the proposals to the general body of creditors.

However, any creditor who wishes to receive a breakdown of the Administrators time costs incurred to 9 February 2009 can request this ahead of the meeting by contacting one of the numbers above.

If no committee is appointed all creditors and proxies entitled to vote (other than Chairman's general proxies) can vote on the fee resolution, even if creditors who have submitted proxies have not requested the fee information in advance of the meeting.

A complete breakdown of costs along with SIP 9 guidance for voting on fee resolutions will be provided to the general body of creditors at the meeting. Sufficient time will be given at the meeting for creditors to digest the information, prior to being asked to vote on the fee resolutions.

Yours faithfully
For and on behalf of the Company

R J Hunt Joint Administrator

Robert Jonathan Hunt, Stuart David Maddison and Michael John Andrew Jervis have been appointed as joint administrators of Adams Childrenswear Limited on 31 December 2008 to manage the affairs, business and property as its agents and act without personal liability. All are licensed to act as Insolvency Practitioners by The Institute of Chartered Accountants of England and Wales.

PRICEWATERHOUSE COPERS

Adams Childrenswear Limited - in Administration

High Court of Justice, Chancery Division, Birmingham District Registry Case No. 9749 of 2008

Joint Administrators' proposals for achieving the purpose of administration

16 February 2009

Contents

Section	Purpose of this document	Page(s) 3 – 4
N	The Administrators' statement of proposals: -	
	a. Brief history of the Company and summary of the Administrators' actions to date	5-7
	b. Proposals for achieving the purpose of administration	8 - 9
	c. Statement of affairs	10
	d. Statutory and other information	<u> </u>
ω ·	Receipts and Payments account	12
Appendices A	Copy of the statement of affairs	13 - 30
œ	Common questions and answers: - The initial meeting of creditors and the creditors' committee	31- 34
C	Company structure	35
Enclosures	Proxy Form and proxy form completion instructions	
	Statement of claim form	
	Formal notice of meeting of creditors Form 2.20B	

Purpose of this document

www.pwc.com/uK Direct Fax 0113 289 4580 Telephone +44 (0) 113 289 4000 Facsimile +44 (0) 113 289 4460 Benson House PricewaterhouseCoopers LLP Leeds LS1 4JP 33 Wellington Street

Dear Sirs

I wrote to all creditors on 5 January 2008 to explain that Adams Childrenswear Limited ("the Company") had entered into Administration and that Stuart David Maddison, Michael John Andrew Jervis and I had been appointed as Joint Administrators ("the Administrators") on 31 December 2008.

proposals for achieving the purpose of administration have been agreed by creditors and implemented, following which the Administration will be ended We were appointed as Administrators to manage the affairs, business and property of the Company without personal liability. We will act until such time as our

The purpose of administration is to achieve one of the following objectives:

- Primarily, rescuing the Company as a going concern, or failing that
- **T B** Achieving a better result for the Company's creditors as a whole than would be likely if the Company were wound up (without first being in Administration).
- Realising property in order to make a distribution to one or more secured or preferential creditors

For the reasons detailed in this document, objective (b) is being pursued as it was not reasonably practical to rescue the Company as a going concern.

Schedule B1 of the Insolvency Act 1986 ("Sch.B1 IA86"). This document and its appendices form the Administrators' statement of proposals for achieving the purpose of administration as required by Paragraph 49

and decide whether a creditors' committee should be formed and if no committee is formed to fix the Administrators' remuneration. Formal notice of the meeting, forward as a candidate for membership by completing the appropriate part of the proxy form your views known on whether they should be accepted. It would be helpful if a creditors' committee is formed. If you are able to assist, please put your name is therefore important that you read this document carefully. You may put forward any modifications that you wish to see incorporated into the proposals and make Form 2.20B, is enclosed. Please note that you will be bound by our proposals if they are approved at the creditors' meeting by the requisite majority of creditors. It An initial creditors' meeting will be held on Monday 9 March 2009, at Sketchley Grange Hotel, Sketchley Lane, Leicester, LE10 3HU, to consider these proposals

as possible. In order to vote (either in person or by proxy) I must receive written details of your claim no later than 12.00 on Friday 6 March 2009 As a creditor you can attend the creditors' meeting either in person or by submitting a proxy. Please let me have details of your claim on the enclosed form as soon

Adams Childrenswear Limited (in Administration) – Joint Administrators' proposals for achieving the purpose of administration

Purpose of this document

PricewaterhouseCoopers LLP
Benson House
33 Wellington Street
Leeds LS1 4JP
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Facsimile +44 (0) 113 289 4460
Direct Fax 0113 289 4580
www.pwc.com/uK

Administrators fees and disbursements and it is our intention to provide the committee with an up to date detailed analysis of our time costs at that time. The Administrators are seeking the formation of a creditors committee at the first meeting of creditors; it will be for the creditors committee to agree the basis of the

contacting one of the numbers above. However, any creditor who wishes to receive a breakdown of the Administrators time costs incurred to 9 February 2009 can request this ahead of the meeting by

to digest the information, prior to being asked to vote on the fee resolutions. with guidance for voting on fee resolutions will be provided to the general body of creditors at the meeting. Sufficient time will be given at the meeting for creditors If no committee is appointed the Administrators will seek approval of there fees by resolution at the creditors meeting. All creditors and proxies entitled to vote other than Chairman's proxies, which provide no specific voting instructions) can vote on the fee resolution. In this event a complete breakdown of costs along

Dill, on 01:13 289 4861 If you have any concerns or questions regarding the background to this case or what is being proposed, please do not hesitate to contact my colleague, Charlotte

Please note that you are not required to lodge a vote and this will not have any bearing on any unsecured claim you may have

Yours faithfully

R J Hunt

Joint Administrator
Adams Childrenswear Limited

business and property as its agents and act without personal liability. All are licensed to act as insolvency practitioners by the Institute of Chartered Accountants in England and Robert Jonathan Hunt, Stuart David Maddison and Michael John Andrew Jervis have been appointed as joint administrators of Adams Childrenswear Limited to manage its affairs,

Adams Childrenswear Limited (in Administration) - Joint Administrators' proposals for achieving the purpose of administration 16 February 2009

Brief history and summary of the Administrators' actions to date

The circumstances giving rise to the Administrators appointment

company, Adams Childrenswear Holdings Limited. A full group structure is attached as Appendix C; apart from Mini Mode Childrenswear Limited (MMCL), as in administration for approximately £15m. The funding for that acquisition was provided by John Shannon who is the principal shareholder in the ultimate holding discussed further below, the subsidiary Companies are believed to be dormant and have no realisable assets. Adams Childrenswear Limited (the Company) was established in January 2007 when it purchased the trade, business and assets of Myriad Childrenswear Limited

stores and concessions. In addition it supplies overseas franchises in the Middle East and has an on line presence The Company is one of the UK's largest independent specialist retailer of children's clothes. It sources and distributes children's clothing through its own brand

people at both the Company's head office in Nuneaton and in Boots stores. MMCL also held the supply contract with Boots in respect of this venture and was theople at both the Company's head office in Nuneaton and was theople at both the Company's head office in Nuneaton and was theople at both the Company's head office in Nuneaton and in Boots stores. MMCL also held the supply contract with Boots in respect of this venture and was theople at both the Company's head office in Nuneaton and in Boots stores. stock management services to Boots stores throughout the UK. A subsidiary of the Company, Mini Mode Childrenswear Limited (MMCL) employed a number of contracting party for a small number of service suppliers. The Company also provided all the funding, stock purchase and support functions in respect of the Mini Mode business which supplied both branded clothing

month period was c£12m. This additional funding was provided by both Burdale Financial Limited by way of asset finance in return for first ranking fixed and floating charges which were granted in March 2008 and by John Shannon who is registered as the holder of second ranking fixed and floating charges. that the Company made a LBITDA of £9m in the 10 months to 30 November 2008 and that the total cash consumed by the Company in operations during that 22 The Company made a LBITDA (Loss before Interest, Tax, Depreciation and Amortisation) of £5m in the year to 31 January 2008. Management accounts indicate

is turn meant that the directors felt the Company would be unable meet its payments as they fell due. As a result of this John Shannon, as the holder of a December 2008 in order to protect the position of creditors as a whole. qualifying floating charge, gave notice of his intention to appoint administrators on 23 December 2008 and the Company was placed into administration on 31st The marked deterioration in the retail market in late 2008 led to a position where the funders were not prepared to advance any further funds to the Company. This

The manner in which the Company's affairs and business have been managed and financed

an orderly wind down of the Company. This provides the best opportunity to maximise realisations of the debts due to the Company. Since their appointment, the Administrators have continued to trade the business with a view to selling the business and assets as a going concern. This has been funded through both cash balances in hand or in transit at the date of appointment, stock sales and debtor realisations. The customers, suppliers and employees have been supportive of the strategy which have designed to maximise realisations for all creditors through a sale of the business or if that were not be achieved

31 December 2008 to 124 at the date of the end of January. Additionally, circa 1,300 employees were made redundant over that period During January a number of store closures were effected on account of the difficult trading conditiions with the result that the number of stores reduced from 270 at

Adams Childrenswear Limited (In Administration) – Joint Administrators' proposals for achieving the purpose of administration 16 February 2009

Following the preparation of and distribution of an information memorandum the Group's business and assets were marketed for sale during January and interest was expressed from various parties. A number of parties undertook due diligence and three offers were received for substantially all of the business and assets.

best outcome for the creditors of the Company. offer of £4.2 million for the business and assets of the company. After extensive negotiations the Administrators accepted this offer on the basis it represented the One such offer was made by JS Childrenswear Limited, a Company which is controlled by John Shannon, who after obtaining independent legal advice made

A sale of the business and assets to JS Childrenswear Limited concluded on 13 February 2009. Of the consideration due, £3.2 million was paid on completion of the sale. The further £1 million is deferred and is due to be paid within 12 months from the date of completion.

The Administrators are not aware of any other transactions between the Company and its directors that have occurred in the 2 years prior to their appointment apart from the introduction of funding into the Company by John Shannon, and his taking of fixed and floating charge securty in respect of this lending in February

Objective of the Administration

The objective of an Administration is to achieve one of the following objectives:

- (a) Primarily, rescuing the Company as a going concern, or falling that
 (b) Achieving a better result for the Company's creditors as a whole than
- Achieving a better result for the Company's creditors as a whole than would be likely if the Company were wound up (without first being in Administration),
- Realising property in order to make a distribution to one or more secured or preferential creditors

For the reasons detailed in this document, objective (b) is being pursued as it was not reasonably practical to rescue the Company as a going concern. This is mainly due to the difficulty of obtaining funding for the Company together with the difficulty of delivering the requisite 75% majority of unsecured creditors that would be required to support any Corporate Voluntary Arrangement.

Dividend prospects

appointment, John Shannon is therefore the only secured creditor. The indebtedness to Burdale Financial Limited had been fully extinguished from cash generated through trading prior to the date of the Administrators

The Company's books and records record that Mr Shannon is owed £23.5 million in respect of funds loaned to the Company at various times. In February 2008, Mr Shannon took second ranking fixed and floating security over all the Company's assets as part of a refinancing exercise during which he loaned further funds

Administrators have concluded that £3.7m of Mr Shannons total indebtedness to the Company would be valid in respect of floating charge realisations only. The Given the level of Mr Shannons indebtedness, the Administrators have undertaken a full review of the overall security position within the Company. The

16 February 2009 Adams Childrenswear Limited (in Administration) - Joint Administrators' proposals for achieving the purpose of administration

balance of his debt is valid for fixed charge receipts and would also rank as unsecured if not satisfied by fixed charge recoveries. Therefore there will be increased net realisations available to the general body of unsecured creditors (which would include Mr Shannon) in addition to the prescribed part.

Preferential Creditors

We estimate that the preferential creditors (employees for arrears of wages and holiday pay) will be paid in full. The directors statement of affairs estimates that preferential creditors total some £285,000.

Unsecured Creditors

charge which is reserved for the unsecured creditors under \$176A IA 86) and, as set out earlier, further funds available for unsecured creditors Based on current estimates, there will be funds available, to the unsecured creditors under the Prescribed Part (that proportion of net property subject to floating

return to unsecured creditors. Due to the uncertainty in the number and quantum of unsecured claims, it is presently not possible to produce any meaningful estimate of the ultimate level of

Ending the Administration

consent of the creditors for an extension to the Administration, or to make an application to court it likely that the Administration will be concluded within one year. If however this becomes unlikely, the Administrators' propose in their absolute discretion, to seek administration for a specific period. Alternatively, the Company's creditors can consent to a six-month extension to the Administration. The Administrators consider Under paragraph 76 of Sch.B1 IA86, the Administrators' appointment comes to an automatic end after one year unless the court agrees to extend the

The Administrators currently envisage that once the objective of the Administration has been achieved, the Company will be placed into Creditors' Voluntary Liquidation in order to maximise realisations, disclaim remaining leases or onerous property, and to make a distribution to unsecured creditors

Proposals for achieving the purpose of the Administration

The Administrators make the following proposals for achieving the purpose of administration:-

- the Administrators will continue to manage and finance the Company's business, affairs and property from trading revenues and asset realisations in such were wound up (without first being in Administration). manner as they consider expedient with a view to achieving a better result for the Company's creditors as a whole than would be likely if the Company
- ۳ otherwise. In addition, the Administrators shall do all such other things and generally exercise all their powers as Administrators as they in their discretion the Administrators may investigate and, if appropriate, pursue any claims that the Company may have under the Companies Acts 1985or 2006, IA86 or

Adams Childrenswear Limited (in Administration) – Joint Administrators' proposals for achieving the purpose of administration

- or for any other purpose incidental to these proposals consider desirable in order to achieve the purpose of the Administration; to protect and preserve the assets of the Company, to maximise their realisations
- ⋾ as the Administrators think that funds will become available for unsecured creditors of the Company, the Administrators may at their discretion establish in part of the Administrators' remuneration. principle the claims of unsecured creditors for adjudication by a subsequent liquidator, the costs of so doing being met as a cost of the Administration as
- Š If the Administrators think that funds will become available for unsecured creditors, the Administrators may at their discretion make an application to court for permission to make distributions to unsecured creditors under Paragraph 65(3) Sch.B1 IA86.
- ح a creditors' committee will be established if sufficient creditors are willing to act on it. The Administrators propose to seek the election of a creditors' committee and to consult with it from time to time. Where the Administrators consider it appropriate, they will seek sanction from the committee to a proposed action rather than convening a meeting of all creditors.
- <u>ج</u> the Administrators will consult with the creditors' committee (if appointed) concerning the necessary steps to extend the Administration beyond the statutory duration of one year if an extension is considered advantageous. The Administrators shall either apply to the court or seek consent from the appropriate classes of creditors for an extension
- the Administrators may use any or a combination of "exit route" strategies in order to bring the Administration to an end. It is likely that the Administrators will wish to pursue one of the following options as being the most cost effective and practical in the present circumstances:
- creditors may nominate alternative liquidators, provided that the nomination is made after the receipt of these proposals and before they are by the Joint Liquidators may be done by either, any or all of them. In accordance with Paragraph 83(7) Sch.B1 IA86 and Rule 2.117(3) IR86, proposed that Robert Jonathan Hunt and Stuart David Maddison be appointed as Joint Liquidators and any act required or authorised to be done a) once asset disposals are complete, the Administrators will place the Company into creditors' voluntary liquidation. In these circumstances, it is approved or
- b) once asset disposals are complete the Administration will be brought to an end by notice to the Registrar of Companies under Paragraph 84 Sch.B1 IA86, following registration of which the Company will be dissolved three months later.
- viii) The Company's books and records shall be destroyed one year after dissolution.
- Š case at a time determined by the court determined by the creditors committee or if there is no creditors committee, 14 days after they cease to be joint administrators of the Company or in any the Administrators shall be discharged from liability pursuant to Paragraph 98(1) Sch.B1 IA86 in respect of any action of theirs as Administrators at a time
- × various grades of their staff according to their firm's usual charge out rates for work of this nature and that disbursements for services provided by the Administrators' own firm (defined as Category 2 disbursements in Statement of Insolvency Practice No.9) be charged in accordance with the the Administrators' fees be fixed under Rule 2.106 of the Insolvency Rules 1986 by reference to the time properly given by the Administrators and the

Administrators' firm's policy. It will be for the creditors' committee to fix the basis of the Administrators' fees and Category 2 disbursements but if no committee is appointed, it will be for the general body of creditors to determine these instead.

Creditors will be asked to vote upon the following matters at the initial meeting of creditors: -

- The approval of the Administrators' proposals for achieving the purpose of administration (points (i) to (viii) above.)
- The formation of a creditors' committee
- If a creditors' committee is not formed the basis of the Administrators' fees and Category 2 disbursements (point x above.)
- If a creditors' committee is not formed the timing of the Administrators' discharge from liability pursuant to Paragraph 98(1) Sch.B1 IA86. (point (ix)

. Statement of affairs

A statement of affairs of the Company was delivered to the Administrators on 12 February 2009. The statement was signed by Julie McBride, a director of the

The Administrators make the following comments on the statement of affairs: -

- In accordance with the standard format of the statement of affairs, no provision has been made for the costs of realising the Company's assets or the costs of the Administration.
- The Administrators have not carried out anything in the nature of an audit on the information.
- made redundant and does not reflect the position of all retained employees. The figure provided in respect of preferential creditors only reflects the level of holiday pay outstanding at the date of appointment in respect of those people
- An amount of £158,000 is noted as owing to MMCL. We understand this reflects purchase orders placed and invoices received for services which the directors believe were placed by MMCL in error. This is based upon the day to day management of the MMCL business where all liabilities and payments for these Statement of Affairs may in fact be creditors of ACL and may be able to prove in that estate. This will be a matter for any subsequent liquidator of ACL to liability but the Administrators believe that MMCL may not be able to prove for this amount in the estate. It is possible that the creditors noted within the MMCL services were reflected in the books of the Company. Accounting entries have been made subsequently to reflect that this amount is due to MMCL to settle that

The statement of affairs is copied at Appendix A and includes details of the names, addresses and debts of creditors (including details of any security held).

d. Statutory and other information	
Court details for the Administration:	High Court of Justice, Chancery Division, Birmingham District Registry Case No. 9749 of 2008
Full name:	Adams Childrenswear Limited
Trading name:	Adams Childrenswear Limited
Registered number:	6019499
Registered address:	Attlebrough House, Townsend Drive, Nuneaton, Warwickshire, CV11 6RU.
Company directors:	John Shannon, David Carter-Johnson, David Empson, Julie McBride, Keith
	Pound, Paul Walkden and Lindsey Williams.
Company secretary:	Julie McBride
Shareholdings held by the directors and secretary:	None
Date of the Administration appointment:	31 December 2008
Administrators' names and addresses:	Robert Jonathan Hunt ,Cornwall Court, 19 Cornwall Street, Birmingham, B3
	2DT,Michael John Andrew Jervis, Plumtree Court, London, EC4A 4HT and
	Stuart David Maddison, Donington Court, Pegasus Business Park, Castle
Associator's / applicant's name and address:	John Hardy Shannon of Siddington House Siddington, Cirencester.
7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7 7	Gloucestershire, GL7 6EU.
Objective being pursued by the Administrators:	(b) Achieving a better result for the Company's creditors as a whole than would
	be likely if the Company were wound up (will bot in a being in Administration)
Division of the Administrators' responsibilities:	In relation to paragraph 100(2) Sch.B1 IA86,
	 Any act required or authorised under any enactment or otherwise to be done by the identification of the Company may be validly done by either one or
	both of them.
Proposed end of the Administration:	Either through Creditors' Voluntary Liquidation or dissolution under paragraph 84(1) IA86.
Estimated dividend for unsecured creditors:	It is too early to provide any meaningful estimate of the eventual dividend to unsecured creditors.
Estimated values of the prescribed part and the company's net property:	A prescribed part of £600,000 and net property in excess of £3,000,000
Whether and why the Administrators intend to apply to court under Section 176A(5) IA86:	No
The European Regulation on Insolvency Proceedings (Council Regulation(EC) No. 1346/2000 of 29 May 2000):	The European Regulation on Insolvency Proceedings applies to this Administration and the proceedings are main proceedings
Any other information which the Administrators think necessary to enable creditors to decide whether or not to vote for adoption of the proposals:	None

Adams Childrenswear Limited (in Administration) – Joint Administrators' proposals for achieving the purpose of administration 16 February 2009

Receipts and payments account

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Adams Childrenswear Limited - in administration ("the Company")
Receipts and Payments Account - 31 December 2008 to 11 Feburary 2009

9,230,345.84	Balance
5,591,255.63	Total payments
193,052.12	VAT receivable
114,290.38	Import duty
104.35	Postage, stationery and printing
155,578,60 40,000,00	Service charges
1,011,431.76	Rent
17,985.85	Employee expenses
7,110.61	Employee related costs
18,492.29	Employers pension costs
66,365.23	Legal Fees
1,094,602.83	Purchases
2,995.01	Bank charges
461.74	Statutory advertising
39,549.10	Consultancy fees
563,344.03	Duress payments
306,524.89	IT Costs
38,132.68	Lease/hire charges
244,38	Utilities
	Secured Creditors
	Funding from third parties
3,519.75	Sale of Business
1,917,470.03	Net wages
14,821,601.47	Total receipts
87,936.05	VAT Payable
742.56	Interest received gross
57,493.13	Currency gain on exchange
223,507.17	Pre appointment VAT refund
17,529.69	Rates and other refunds
4,803.42	Third party funds
5,906,950.13	Cash in hand
8,053.00	Other trading income
5,266,426.95	Post appointment trading sales
3,248,159.37	Book debts
co.	

Adams Childrenswear Limited (in Administration) – Joint Administrators' proposals for achieving the purpose of administration 16 February 2009

Statement of affairs

Name of Company		Company Number
Adams Childrenswear Limited		06019499
In the High Court of Justice		Court case number
Chancery Division Birmingham District Registry		9749 of 2008
	(full name of court)	

(a) Insert name and address of registered office of the company

Statement as to the affairs of Adams Childrenswear Limited, is c/o PricewaterhouseCoopers LLP, Benson House, 33 Wellington Street, Leeds, LS1 4JP

Insert date on the 31 December 2008, the date that the company entered administration.

Statement of Truth

I believe that the facts stated in this statement of affairs are a full, true and complete statement of the affairs of the above named company as at 10 September 2008; the date that the company entered administration.

Full name JULIE MUBRING

Signad

Dated

Appendux A



Assets	Book	F. 4. 4. 4.
	Value	Estimated to Realise
Assets subject to fixed charge:	£	£
GOODWILL FIXED PLANT + MACHINERY (OWNED)	(\$275,468)	_
TIMED TEAM! T WINCHINGE (COWNED)	,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,,	
Subject To Finance Leave. - Fixed Plant + Machinery - Finance Lease Creditor (Lloyds 18B) - Carried Down To Unsecured Creditor (Appendix 1).	1206753 (1206)	FSP 141 (405,206) (196,206)
Assets subject to floating charge: - FIXED ASSETS. (APPENDIX 1) - STOCK (APPENDIX 14) - TRADE DEBTORS + OTHER DEBTORS (APP. 1) - CORPORATION TAX - BANK ACCOUNTS + CASH FLOATS. Uncharged assets:	. 285,2648 . 409,2188 . 209,2F2F . 20201 . 200,2P20	3100,000 4988,078. 0 6595,010
Estimated total assets available for preferential creditors		
And C. R. A. C. R. A. C. R. C.	22156,213	14683088

Signature MCDudl Date 1211 VCBRUKRY 12009.



A1 – Summary of Liabilities

		Estimated to realise £
Estimated total assets available for preferential Creditors (carried from page A)	1 .	£ 14683 08
Preferential creditors:- WORKERS REDUNDANCY / NOTICE.	£	F28(011)
Estimated deficiency/surplus as regards preferential creditors	L	£ 121413,621
Estimated prescribed part of net property where applicable (to carry forward)	£	(600 00 c
Estimated total assets available for floating charge holders		£ 11,793 62
Debts secured by floating charges	£ (3500 00	o)(3500 001
Estimated deficiency/surplus of assets after floating charges		£ 2393621
Estimated prescribed part of net property where applicable (brought down)	£	600 000
Total assets available to unsecured creditors CLOSED STORES - LANDLORDS FAILURE LIABILITY (APP 5) FINANCE LEASE LIABILITY (APP 1) Unsecured non-preferential claims OTHER CREDITORS (APP 2) Estimated deficiency after floating charge where applicable (brought down)	£	£ 2993,62 (15435,131 (1054,219 (35116,404
Estimated deficiency/surplus as regards creditors		£ 42612134
Issued and called up capital	£	
Estimated total deficiency/surplus as regards members		£ (42612133

Signature Middle .

Date 12TH FEBRUARY 2009.

COMPANY SHAREHOLDERS

Signature (MCDricle					(CO No. 602-1012)	MOLDINGS LTD. NUN	Name of Shareholder
	TOTALS					ATTLEBOROLIGH HOLLSE, TOWNSEND DRIVE MUNEATON, WARDVICKSHIRE, CVII GRLI	Address (with postcode)
Date PTH For							No. of shares held
PTH FEBRUARY 2009	احب اسب					E1.	Nominal Value
<u> </u>						ORDINARY SHARES.	Details of Shares held

COMPANY CREDITORS

Note: 'You must include all creditors and identify all creditors under hire-purchase, chattel leasing or conditional sale agreements and customers claiming amounts paid in advance of the supply of goods or services and creditors claiming retention of title over property in the company's possession.

		-				2001100	CHILDRENSING AR	LEDGICAL	Name of creditor or Claimant
Signature MUNDACLE							TOWNSEND DRIVE, NUMERSON, CVII GRY	SEE ATTACHED LISTING (APPENDIX 3)	Address (with postcode)
							158536	F511,88PP (Amount of debt
Date PAN MODEL							-	j	Details of any security held by creditor
ETH FOBRUMEY 2009								1	Date security given
)9								İ	Value of security £

<u>Adams</u>	Child	<u>renswear</u>	Lt	d	
_					

Appendix to addiction of Analis	Append	IIX T
Finance Lease Liability deficit		

	<u>Estimated</u>
<u>Creditor</u>	<u>Exposure</u>
£	£
1,196,206	1,054,219
	£

The above exposure has been estimated after assuming that the next quarterly payment due in February 2009 is paid.

Assets subject to floating charge

Fixed Assets	Book Value £	Estimated to realise
Fixtures ,fittings plant & machinery	8,435,385	0
Trade & Other Debtors Trade Debt-Franchise partner	1,369,388	690,982
Trade Debt-MiniMode with Boots	2,598,233	2,338,410
Trade Debt-Coral Bay with Boots	657,207	591,486
Trade Debt-Concessions	747,917	519,245
Trade Debt-Retail & Local Authority vouchers	493,224	443,901
Trade Debt-Credit & Debit cards	348, 336	240,239
Trade Debt-Laser incremental income	210,000	. 0
Trade Debt-Wholesale	35,354	29,521
Trade Debt -other inc bad debt provision	88,348	3,399
Sundry debtors	195,257	41,815
VAT Debtor	90,898	89,080
Prepayments	738,103	0
	7,572,264	4,988,078
Bank Accounts and Cash Floats		
Barclays	5,188,594	5,188,594
Bank of Ireland	572,880	572,880
HSBC	548,168	548,168
Affiance & Leicester	127,113	127,113
Northern	900	900
Amex	28,278	28,278
Cash floats	129,076	129,076
	6,595,010	6,595,010



Adams Childrenswear Ltd Appendix to Statement of Affairs

Appendix 2

Trade & Other Creditors

	<u>Creditor</u> <u>£</u>	
Purchase Ledger Balance	-9,988,427	
GRNI & Uplift	-253,276	
Company gift & credit vouchers	2,433	
, , , ,	•	-10,239,270
PAYE & NI creditors	-1,357,503	
Payroll related	-34,565	
Other Creditors & Accruals	-3,906,865	
•		-5,298,932
Directors Loan Accounts	-21,420,384	
Directors Loan Account interest	-1,499,280	
Less secured creditor	3,500,000	
		-19,419,664
Intercompany Creditor Minimode	-158,460	
		-158,460

Total Other Creditors

-35,116,326



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Appendix 4
Adama Childrensweer Limited
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	Total	10% of Remaining Balance	Assuming that Rosbatton is Break Even on January Performance	Variance	Total	Adjustments	Plat January 2009	Total	Adjustments	31st December 2008	Adams
			iven on Jan	.7475	10101		10191	25500		25600	Rotal
			Parton	-2501	83		3,005	7607	-1009	8900	. EE
			Manca							34.7%	
•	3100	600	2500	Variance	Total	Adjustments	31st January 2009	Talsi	Adjustinaria	31sl December 2000	Minimed
				-1954	11900		11900	13851		13854	Epga Epga
				170	135	-2047	3801	970	3447	4425	
										31.0%	
				Variance	Total	Adjustranis	31st January 2009	Total	Adjustments	31st December 2000	Beach
				Ċ	0			2033		2013	Refat 2000
				•	=			ñ	S T	523	<u> </u>
			,							25.7%	
				Paretary	Total	Adjustments	That January 2009	Total	Adjustments	31st December 2008	<u>Total</u>
				-11402	30001		30001	41553		41553	Ratel
				-2440	6370	-3730	10100	6816	.5028	MOEI	0003 1-633

33.3%

Adams Childrenswear Ltd

Appendix 5

Statement of Affairs as at 31st December 2008

Occupancy

STORE NO	STORE NAME	DATE OF CLOSURE:	Annual:Rent	: Rates and	Serv.Chg	:Insurance:	Dllapidations'	SEE Total
A0006		5.1.09	38,000	14,244	10,324	538	4,333	67,440
A6009		5.1.09	105,000	34,902	19,635	2,106	2,000	163,642
A0016	Cramlington	5.1.09	64,000	27,095	12,230	711	2,333	106,369
	Newport (IOW)	5.1.09	53,600	23,650	0]	721	2,667	80,638
		5.1.09	41,500	17,910	19,686	353	4,333	83,783
A0025		5.1.09	66,000	25,028	75	1,428	4,667	97,197
A0026		5.1.09	37,900	13,896	2,243	507	5,000	59,546
A0027		5.1.09	62,400	27,783	8,294	291	4,000	102,769
		5,1.09	21,250 40,000	8,266	9,993	385 533	4,6G7	44,561
A0029 A0033		5.1.09 5.1.09	83,700	16,691 33,294	10,456 5,365	238	3,333 5,667	71,013
A0033		5.1.09	80,000	28,013	3,300	638	2,667	128,266 111,318
A0038		5,1.09	22,500	8,955	ő	524	1,333	33,313
A0039		5.1.09	48,375	17,680	9,593	260	4,333	B0,241
A0042		5.1.09	39,400	13,623	6,710	609	3,667	64,008
		5.1.09	46,850	19,403	11,053	828	2,667	80,800
		5.1.09	54,500	21,239	0	507	5,000	81,246
		26.1.09	91,500	30,768	24,911	989	4,000	152,168
A0050	Stourbridge	5.1.09	41,125	15,958	10,070	770	5,000	72,923
		5.1.09	85,000	35,131	966	1,780	3,333	126,211
		5.1.09	60,000	27,096	20,326	\$37	4,667	112,625
A0055		5.1.09	198,000	75,527	8,313	1,424	1,000	284,264
A0057		5.1.09	28,750	22,962	5,093	212	4,000	61,017
A0058	Exmouth	5.1.09	44,000	16,303	0	997	3,667	64,968
A0069		5.1.09	66,000	24,339	4,909	435	3,667	99,351
A0074		5.1.09	95,750 69,500	37,657	27,555	0 259	5,000	165,962
	Glenrothes Carmarthen	26.1.09 5.1.09	53,800	34,385 23,162	18,108 D	1,421	4,333 2,000	126,583 80,382
		5.1.09	52,500	17,384	11,599	539	5,667	87,688
		5.1.09	123,500	47,864	11,555	1,326	2,333	175,024
A0092		5.1.09	143,600	77,151	18,860	1,374	5,687	246,651
E6009	Dorchester	5.1.09	123,820	24,458	0	1,371	2,667	152,318
AD094	Stockton on Tees	5.1.09	55,000	25,258	7,448	1,267	2,667	91,639
A0095	Redditch	26.1.09	67,500	20,206	18,815	2,111	2,667	111,299
A0099		5.1.09	62,000	21,928	25,585	694	4,000	114,2D7
A0100		26.1.09	28,000	9,185	8,199	676	3,000	49,060
A0101		5.1.09	34,860	8,496	7,738	413	5,000	56,507
A0102		5.1.09	39,000	10,448	7,188	753	3,000	60,388
A0104		5.1.09	28.000	12.629	0	477	5,333	48,439
A0108		5.1.09	55,500	24,569	8,296	578	5,000	93,943
A0109 A0110		5.1.09	28,600 41,000	14,630 16,595	0	417	4,333	47,980
A0116		26.1.09 5.1.09	38,000	17,680	2,760 236	1,156 470	4,000 5,000	65,511 61,38 6
A0117	Bootle	26.1.09	60,000	24,569	18,448	569	4,333	107,919
A0118	Chorley	5.1.09	41,000	15,384	0	1,539	3,333	61,256
A0120	Weston Favel	26.1.09	46,780	22,043	11,238	575	4,000	84,636
A0124	Bridgend	5.1.09	61,300	25,246	0	1,766	2,667	90,998
A0128		5.1.09	17,998	30,410	60,000	2,928	4,000	115,334
A0129		5.1.09	98,500	35,590	23,090	735	2,333	160,248
A0130	Pontypridd	28,1,09	60,850	25,246	5,681	1,761	5,000	98,518
A0135	Stevenage	5.1.09	51,850	23,650	25,552	426	4,000	105,478
A0149		5.1.09	51,500	18,599	0	729	4,000	74,828
A0150		5.1.09	125,350	55,467	27,706	1,966	4,000	214,490
AD152	Landonderry	5.1.09	130,200	78,336	26,640	2,048	4,567	241,690
A0154	Shrawsbury	5.1.09	56.450	22,388	19,028	1,058	4,000	102,924
A0155	Hereford	5.1.09	60,500	23,421	17,572	701	4,000	106,194
A0164	Blackpool	5.1.09	98,400	35,717	2,370	845	3,000	140,332
A0167	Great Yarmouth	5.1.09	60,000 91,800	27,441	0	3,318	1,000	91,759
A0170 A0175	St Helens Glasgow (St Enochs)	26.1.09 5.1.09	200,000	38,346 107,855	14,800 52,970	1,627 3,276	3,667 3,667	150,240
A0176	Glasgow (St Enochs) Glasgow (Parkhead)	5.1.09	106,301	62,272	22,319	3,276	3,667	367,767 195,329
A0181	Inverness	5.1.09	90,000	40,872	22,319	816	3,333	135,021
A0183	Lianel!	5.1.09	45,000	19,108	١	1,327	2,687	88,102
A0185	Port Talbot	26.1.09	31,800	13,434	2,020	910	3,667	51,830
A0189	Eastbourne	5.1.09	90,000	31,252	18,688	0	5,000	144,940
A0194	Penzance	5.1.09	42,500	16,188	0	696	4,000	63,384
A0197	Chatham	26.1.09	80,000	28,702	i	2,160	2,667	113,529
A0198	Fleet	5.1.09	45,000	10,103	21,344	1,836	3,000	81,282
A0204	Omagh	5.1.09	42,750	19,559	0	603	3,667	66,578
A0205	Birkenhead	5,1.09	60,000	28,116	30,620	811	3,333	122,881
A0207	Dartford	5.1.09	52,500	11,710	22,026	939	3,333	90,509
A0212	Newbury	5.1.09	42,500	13,318	12,370	975	3,333	72,495
A0214	Kirkcaldy	5.1.09	61,500	28,243	0	1,582	3,667	94,992
A0217	Walsall	5.1.09	127,000	57,404	19,218	1,495	3,333	208,450
A0219	Stockport	5.1.09	143,500	62,455	3,166	724	3,333	213,179



Adams Childrenswear Ltd

Appendix 5

Statement of Affairs as at 31st December 2008

Occupancy

A0226 Evesham 5.1.09	s Total	Dilanidations	Insurance	Serv Chg	Dátag	- Annual Deat	DATE OF CLOSURE	CTORE NAME:	ETODE NO
A0229 Newmarter 5.1.00									
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A22232 Sinchurel S.1.09 88.500 16.303 984 1.848 4.667 A2238 Kellering 26.1.09 52.259 24.78 51.27 1.084 4.000 A2242 South Skipdids S.1.09 66.750 25.487 C									
Aprox Apro		4,667							
Agree South Shelade S.1.09	0 98,244	4,000	1,068	15,127	24,798				
Ag241 Leigh	7 91,567	4,587	663	0	25,487	60,750	5.1.09		
Appendix				26,540	22,388	67,500	5.1.09	Horsham	A0245
Appendix S. 1.09				16,647	20,160	46,400	26.1.09	Leigh	A0247
AB255 Capamington Spa 5.1.09 95.000 34.442 2.452 1.225 4.333 AB257 Christiller 28.1.09 63.500 28.243 17.039 1.133 4.000 AB268 Overcaler 28.1.09 63.500 28.243 17.039 1.133 4.000 AB268 Overcaler 51.09 51.09 37.750 16.877 19.170 1.363 3.000 AB270 AB27							5.1.09	Accrington	AD248
Appendix				- 1					AD253
AD256 Workseler 28,1.09									
AB256 Denosater S.1.09 112,500 48,219 702 1,528 3,000 AD270 Wightam S.1.09 90,000 40,533 0 817 2,567 AD281									
A02270 Shrin									
A02291 Wiresham S.1.09 65,000 40,533 0 617 734 3,000 A0288 Skelmeradale S.1.09 65,000 40,153 14,256 9,101 1,071 2,667 A0289 Havant S.1.09 55,000 8,171 1,148 843 2,667 A0280 Neath S.1.09 65,350 24,320 0 946 2,333 A0292 Haddersfield Z6.1.09 131,600 43,168 2,571 1,222 2,887 A0294 A0292 Addersfield S.1.09 67,500 22,914 0 1,209 3,000 A0288 A0292 Addersfield S.1.09 67,500 22,914 12,999 3,000 3,000 A0235 A0236 Consequent S.1.09 67,500 32,944 12,999 3,000									
A0288 Hermal Hempstead S.1.09 40,150 14,256 734 3,000 A0288 Schemeradale S.1.09 54,000 9,171 17,148 843 2,667 A0289 Hovant S.1.09 54,000 9,171 17,148 843 2,667 A0289 Hovant S.1.09 65,350 43,168 2,671 1,222 2,667 A0289 Hovant S.1.09 65,350 43,168 2,671 1,222 2,667 A0294 A0294 A0295									
Appendix									
A02290 Havant									
A0292 Natiotersfield 26,109 65,350 24,320 0 948 2,333 A0292 Auditersfield 26,109 67,500 29,914 0 1,209 3,000 A0295 Ledels (Crossagetes) 5,109 69,000 32,042 12,990 390 3,333 A0296 Rugeley 5,109 38,000 13,777 0 1,098 2,667 A03002 Poole 5,109 93,200 32,7376 6,815 5,92 5,000 A03030 Woking 26,109 84,000 31,017 17,132 555 2,333 A03030 Woking 26,109 90,000 22,666 25,516 5,379 5,667 A0311 Weston Super Mare 5,109 91,000 27,554 24,490 700 5,867 A0311 Weston Super Mare 5,109 91,000 27,554 24,490 700 5,867 A0311 Weston Super Mare 5,109 91,000 27,554 24,490 700 5,867 A0318 Siufng 5,109 117,220 48,037 8,477 9,310 3,867 A03120 Bury 26,109 118,000 45,005 16,547 3,000 4,007 3,000 4,007 3,000 4,007 3,000 4,007 4,007 4,007 4,007 4,007 4,007 4,007 4,000 4,0									
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Appendix B Common questions and answers (references to "Rules" are to the Insolvency Rules

The initial meeting of creditors and the creditors' committee

Who will be at the meeting?

One of the Administrators or a person nominated by them in writing will chair the meeting and answer creditors' questions (Rule 2.36). There is no obligation on the directors of the Company to attend unless they are required to do so by the Administrators (Rule 2.34(2)).

What will happen at the meeting?

questions to the Administrators. The meeting will then consider and vote upon any modifications that individual creditors might put forward, following which a It will be assumed that creditors will already have received and read the Administrators' proposals. The meeting will give creditors an opportunity to put vote will be taken upon the whole proposals as modified.

composition of any creditors' committee. Various other resolutions might be considered, in particular those dealing with the basis of the Administrators' remuneration and the appointment and

Am I obliged to attend the creditors' meeting?

representative to attend as proxy and vote on your behalf. You will not prejudice your claim and entitlement to dividend if you do not attend or appoint a proxy. You are not obliged to attend the creditors' meeting. The law recognises that creditors are not always able to attend in person and allows you to ask a

How do I ensure that my vote counts at the meeting?

You might also need to lodge a proxy. guidelines below. These details need to be submitted to the Administrators no later than 12.00 noon on the business day before the meeting (Rule 2.38(1)). In order to vote, a creditor must have submitted written details of his claim and the chairman must have admitted that claim for voting purposes following the

(Rule 2.38(2)) The chairman can admit a claim for voting purposes even though it was submitted late if he is satisfied this was due to reasons beyond the creditor's contro

Do I need to lodge a proxy form?

lodged a claim as explained above. If you yourself are the creditor (and not a corporate body such as a limited company), you may vote by simply attending the meeting, provided you have

specifying clearly how he should vote. If you do not want to attend the meeting, you may nominate someone else, or the chairman of the meeting, to vote for you. They can vote either on your instructions or at their discretion. Do, however, remember that the chairman will be one of the Administrators or their staff and you might wish to consider

Adams Childrenswear Limited (in Administration) – Joint Administrators' proposals for achieving the purpose of administration

Appendix B Common questions and answers (references to "Rules" are to the Insolvency Rules

authorised by him and the nature of the person's authority to sign should be stated (Rule 8.2). If a company is the creditor, a director should normally sign. The proxy form must then be submitted at or before the meeting. You must do this by completing the enclosed proxy form or a substantially similar form. The form needs to be signed by the creditor or by someone

of the directors authorising you to represent that company.) (Rule 8.7). meeting, you should complete and return the proxy form even if you are a director of the company. (Alternatively you can produce at the meeting a resolution Please remember that if the debt is owed to a limited company or other corporation and you wish to attend and vote at the

What majorities are needed to approve resolutions?

the creditors voting on the resolution (Rule 2.43(1)). A resolution to approve the proposals or any modification to them is passed at the creditors' meeting if supported by a majority in excess of 50% in value of

Any resolution is invalid if those voting against it include more than 50% in value of the creditors to whom notice of the meeting was sent and who are not, to the best of the chairman's / Administrator's belief, connected with the Company (Rule 2.43(2)).

What happens if I cannot yet quantify my claim with certainty?

to put on the debt an estimated minimum value for voting purposes (Rule 2.38(5)). A creditor cannot vote in respect of a debt for an unliquidated amount or any debt whose value is not ascertained, unless the chairman / Administrator agrees

Appendix B 1986) Common questions and answers (references to "Rules" are to the Insolvency Rules

What happens if my debt is wholly or partly secured?

any deduction for the value of his security (Rule 2.40). security as estimated by him. However, if the Administrators have made a statement under Paragraph 52(1)(b) Sch.B1 IA86 and an initial creditors' meeting A secured creditor whose debt is wholly or partly secured is entitled to vote only in respect of the balance (if any) of his debt after deducting the value of his has been requisitioned by creditors under Paragraph 52(2) Sch.B1 IA86, a secured creditor is entitled to vote in respect of the full value of this debt without

What happens if I hold a negotiable instrument?

A creditor shall not vote in respect of a debt on or secured by a current bill of exchange or promissory note unless he is willing: -

- a) to treat the liability to him on the bill or note of every person who is liable on it antecedently to the Company and against whom a bankruptcy order has not been made (or in the case of a company, which has not gone into liquidation) as security in his hands; and
- b) to estimate the value of the security and, for the purpose of his entitlement to vote, to deduct it from his claim (Rule 2.41).

What happens if I am a creditor under a hire-purchase, conditional sale agreement or leasing agreement?

exercisable solely by virtue of: this purpose, no account shall be taken of any amount attributable to the exercise of any right under the relevant agreement, so far as the right has become the amount of the debt due and payable to him by the Company on the date the Company entered Administration. In calculating the amount of any debt for An owner of goods under a hire-purchase or chattel leasing agreement, or a seller of goods under a conditional sale agreement is entitled to vote in respect of

- the making of an administration application a notice of intention to appoint an administrator or any matter arising as a consequence, or
- of the Company entering administration (Rule 2.42).

Am I bound by the Administrators' proposals if they are approved at the meeting?

claims will be addressed. The Administrators' proposals, when approved by the creditors' meeting, will dictate how the Company's affairs will be conducted in future and how creditors'

creditors properly consider the proposals and decide whether and how they wish to vote. Once approved, the proposals are binding on all creditors, including those not present or represented at the meeting. For this reason, it is important that

Adams Childrenswear Limited (in Administration) – Joint Administrators' proposals for achieving the purpose of administration 16 February 2009

Appendix B Common questions and answers (references to "Rules" are to the Insolvency Rules

What are the functions of the creditors' committee?

time (Rule 2.52(1)). The creditors' committee shall assist the Administrator in discharging his functions, and act in relation to him in such manner as may be agreed from time to

In particular, it has the duty to agree the basis of the Administrator's remuneration (Rule 2.106(3)).

How is the creditors' committee formed?

The creditors' committee is established at a creditors' meeting. It is not obligatory but the creditors decide whether they wish to have one (Paragraph 57(1)

The committee must consist of at least three and not more than five creditors of the company elected at the meeting (Rule 2.50(1))

Any creditor of the company is eligible to be a member of the committee, so long as his claim has not been rejected for the purpose of his entitlement to vote (Rule 2.50(2). A body corporate may be a member of the committee, but it can only act as such through a properly appointed representative (Rule 2.50(3)).

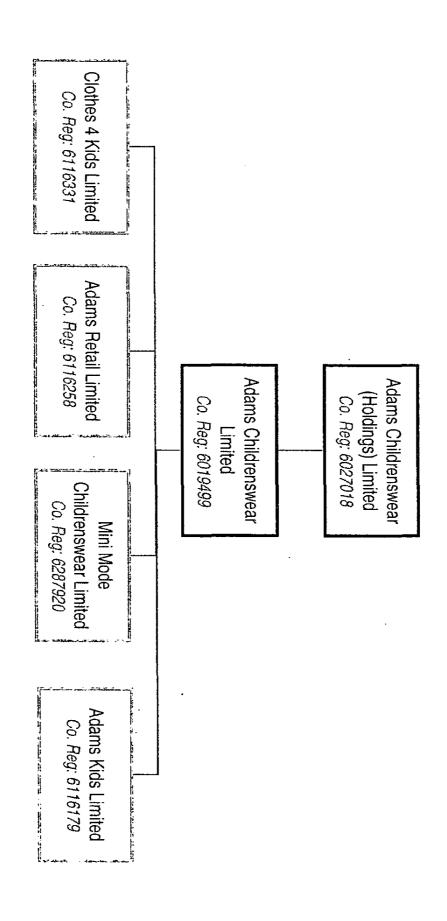
a statement to the contrary, such agreement may be given by the creditor's proxy-holder or representative under Section 375 of the Companies Act 1985 present at the meeting establishing the committee (Rule 2.51(2)). No person may act as a member of the committee unless and until he has agreed to do so (Rule 2.51(2)). Unless the relevant proxy or authorisation contains

on behalf of the committee-member (Rule 2.55(2)) A person acting as a committee member's representative must hold a letter of authority entitling him so to act (either generally or specially) and signed by or

his creditors (Rule 2.55(4)). bankruptcy restrictions order, bankruptcy restrictions undertaking or interim bankruptcy restrictions order or is subject to a composition or arrangement with No member may be represented by a body corporate, or by a person who is an undischarged bankrupt, a disqualified director or a person who is subject to a

No person shall on the same committee act at one and the same time as representative of more than one committee-member (Rule 2.55(5))

The creditors' committee does not come into being, and accordingly cannot act, until the Administrator has issued a certificate of its due constitution (Rule



Rule 8.1 Insolvency Act 1986

Proxy (Administration)

Notes to help completion of the form	Adams Childrenswear Limited – in Administration		
Please give full name and address for communication	Name of creditor	***************************************	
	Address		
Please insert name of person (who must be 18 or	Name of proxy-holder		
over) or the "chairman of the meeting". If you wish to provide for alternative proxy-holders in the	1 2		
circumstances that your first choice is unable to attend please state the name(s) of	3		
the alternatives as well			
Please delete words in brackets if the proxy-holder is only to vote as directed i.e. he has no discretion	I appoint the above person to be my/the creditor's proxy-holder at the meetin March 2009 at 10:00am, or at any adjournment of that meeting. The proxy-holder at the pr	older is to prop	ose or vote as
	Voting instructions for resolutions		
Please tick the appropriate		In Favour	Against
boxes	That the administrators' proposals dated 16 February 2009 be accepted.		
	2. That a creditors' committee be formed if there are sufficient creditors willing to act.		
	3. For the appointment of	·	•
	In the event that a creditors' committee is not appointed:	ditors' committee	<u>;</u>
	4. That the administrators' fees be fixed by reference to the time properly given by the administrators and the various grades of their staff according to their firm's usual charge out rates for work of this nature and that the administrators be authorised to draw such fees from time to time.		
	5. That the administrators be authorised to draw disbursements for services provided by their own firm (Category 2 disbursements) as follows: Photocopying - charged for circulars to creditors and other bulk copying only at 3p per sheet; mileage - at a maximum of 62p per mile (up to 2,000 cc) or 81p per mile (over 2,000 cc) from time to time. These rates may periodically rise (for example to cover annual inflationary cost increases) over the period of the administration. All other disbursements to be charged at cost.		
	6. That the administrators be discharged from liability pursuant to Paragraph 98(1) of Schedule B1 to the Insolvency Act 1986 in respect of any action of theirs as administrators 14 days after they cease to be joint administrators of the company.		
This form must be signed			•
	Signature Date		
	Name in CAPITAL LETTERS		
Only to be completed if the creditor has not signed in	Position with creditor or relationship to creditor or other authority	for signature	e:
person	•••••••••••••••••••••••••••••••••••••••	•••••	•

HOW TO COMPLETE YOUR PROXY

Important Information

Creditors wishing to vote at the meeting must complete and lodge the proxy with the administrators, unless they are individuals attending the meeting personally or are companies authorising a representative under Section 434B of the Companies Act 2006.

All creditors who wish to vote at the meeting, whether in person, by proxy, or in some other way, must provide details of their claim against the company to PricewaterhouseCoopers LLP by 12 noon on the business day preceding the meeting.

You will find additional notes on the proxy form itself.

Name of Creditor

Insert the name of the person, company or other body owed money.

Address

Insert the creditor's full address (including postcode).

Name of Proxy Holder

If you, or another authorised representative of your company, are attending the meeting then please put your/his/her name in here.

If someone else is attending on your behalf (for example your solicitor), then please state his or her name here. If you wish you may list more than one proxy holder, in case your first choice is unable to attend.

If you are not attending the meeting or sending a representative you may still vote by appointing the chairman as your proxy holder. To do so insert the words "chairman of the meeting" in the space for the proxy holder's name. The chairman will be one of the administrators or an employee of the administrators duty authorised to act as chairman.

Voting Instructions for Resolutions

You do not need to give any voting instructions if you are happy for your proxy holder to exercise his or her own discretion on the use of your vote.

Complete section 1 to instruct your proxy holder how to vote on the acceptance or rejection of the administrators' proposals. Complete section 2 to instruct your proxy holder how to vote on whether a creditors' committee should be formed. Only complete section 3 if you wish to vote for a specific creditor to be appointed to the creditors' committee. Otherwise, leave this section blank.

[Delete if Paragraph 52(1)(b) statement has been made in the proposals] Complete sections 4 to 6 to instruct your proxy holder how to vote in respect of the administrators' remuneration, Category 2 disbursements and discharge from liability in the event that a creditors' committee is not formed.

There may be other resolutions proposed at the meeting (e.g. to modify the proposals or appoint other creditors to the committee). If you are content for your proxy holder to vote on any such resolution as he or she thinks fit, you need take no further action. If you do not wish your proxy holder to vote on any such resolutions you should delete the words in square brackets in the middle of the form. Please note that if you delete these words without completing section 1 or 2, your proxy holder will not be able to vote at all.

Signature

The proxy must be signed by a duly authorised representative of the creditor, usually a director in the case of a company, and his or her relationship to the creditor should be stated.

Adams Childrenswear Limited - in Administration - statement of claim

Creditor's name and address.	
1	
Total amount of your claim, including any VAT at	£
the date the administration commenced.	
Please provide details of any documents that	
substantiate your claim including where	·
applicable, details of any reservation of title in	
respect of goods to which the debt relates.	
If relevant places ettack a statement of account	
If relevant, please attach a statement of account.	
What goods or services did you provide?	
Trial goods of confidence and you provide;	
Is all or part of your claim preferential as defined	Category
in the Insolvency Act 1986? (see footnote) If so,	
please provide details where indicated,	Amount (s) claimed as preferential £
otherwise leave this section blank.	·
·	
If you have security for your debt, please provide	
details of the type and value of the security, the	
date it was given, and provide details of how you	
have valued your security.	'
	,
If no security held, leave this section blank.	
We have a duty as administrators to consider the	
conduct of the directors prior to our appointment.	
Are there any particular matters relating to the	
purchase of goods and services from yourselves,	
or any other matters that you feel should be	
reviewed?	
If so, please provide brief details on this form, or	
on a separate sheet if there is insufficient room.	
Signature of creditor or person authorised to act	
on behalf of the creditor.	Date
Name in block capitals.	
Position with or relation to the creditor (e.g.	
director, company secretary, solicitor).	<u> </u>

Categories of preferential creditors are defined in section 386 of the Insolvency Act 1986 (amended by the provisions of section 251 of the Enterprise Act 2002) as contributions to occupational pension schemes; remuneration and accrued holiday pay of employees; amounts due in respect of monies advanced to pay remuneration and accrued holiday pay; amounts ordered to be paid under the Reserve Forces (Safeguard of Employment) Act 1985 and levies on coal and steel production

Notice of a meeting of creditors

Name of Company		Company Number
Adams Childrenswear Limited		06019499
In the High Court of Justice Chancery Division Birmingham District Registry		Court case number
	(full name of court)	

(a) Insert full name(s) and address(es) of the administrator(s)

Notice is hereby given by (a) Robert Jonathan Hunt of PricewaterhouseCoopers LLP, Cornwall Court, 19 Cornwall Street, Birmingham, B3 2DT, Michael John Andrew Jervis of PricewaterhouseCoopers LLP, Plumtree Court, London, EC4A 4HT and Stuart David Maddison of PricewaterhouseCoopers LLP, Donington Court, Pegasus Business Park, Castle Donington, Derbyshire, DE74 2EZ

(b) Insert full name and address of registered office of the company

that a meeting of the creditors of (b) Adams Childrenswear Limited, Benson House, 33 Wellington Street Leeds, West Yorkshire, LS1 4JP

(c) Insert details of place of meeting

is to be held at (c) Sketchley Grange Hotel, Sketchley Lane, Leicester, LE10 3HU

(d) Insert date and time of

on (d) Monday 9 March 2009 at 10:00am.

The meeting is:

*Delete as applicable

(1) an initial creditors' meeting under paragraph 51 of Schedule B1 to the Insolvency Act 1986 ("the Schedule")

I invite you to attend the above meeting.

A proxy form is enclosed which should be completed and returned to me by the date of the meeting if you cannot attend and wish to be represented.

In order to be entitled to vote under Rule 2.38 at the meeting you must give to me, not later than 12.00 hours on the business day before the day fixed for the meeting, details in writing of your claim.

Signed

Joint Administrator

Dated 16 February 2009

* Delete as applicable

A copy of the proposals is attached