Company number: 30209

HARRODS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE 52 WEEKS ENDED 26TH JANUARY 1991

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DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED 26TH JANUARY 1991

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HARRODS LIMITED

DIRECTORS' REPORT

The Directors present their report and the audited Financial Statements of the Company for the 52 weeks ended 26 January 1991 to be submitted to the 101st Annual General Meeting of the Members.

Directors

The present Directors of the Company are:

Mr M Al-Fayed - Chairman

Mr A Fayed

Mr S Fayed

Mr C P de Boer

Mr M S Springett

Mr G Willoughby

Mr J C Bettermann (appointed 11.7.90)

Mr M D Cole (appointed 11.7.90)

Mr P Bolliger (appointed 1.12.90) Mr J G Hawkins (appointed 1.12.90)

Mr B K Lee (appointed 1.12.90)

Other Directors who served during the year were:

Mr G W Jones (resigned 31.1.90) Mr P I Taylor (resigned 31.5.90)

Mr E Fayed (resigned 11.7.90)

Mr R B Jakeman (resigned 13.10.90)

Mr J S Nordberg (resigned 15.10.90)

In accordance with the Articles of Association, no Director is required to seek re-election at the forthcoming Annual General Meeting.

Principal Activity

The Company continues to be responsible for the operation of the world renowned department store in London.

Results and Dividends

The results and dividends for the 52 weeks ended 26th January 1991 are as shown on page 5.

1331 are as shown on page or	£,000
The profit available for distribution amounts to from which a dividend has been paid of	9,580 5,540
Leaving a retained profit for the period of	4,040

Review of Business

The Directors consider the results for the year to be highly satisfactory. The deterioration of these results during the year has been due to acutely difficult trading conditions which have prevailed during the period, particularly during the second half

DIRECTORS' REPORT (Cont'd)

Review of Business (Cont'd)

of the year. These results have been achieved while redevelopment work in the store has continued. This has inevitably caused some disruption, but the Directors believe that these new installations will show significant returns when they are completed during 1991.

Fixed Assets

Details of the movements in fixed assets are shown in Notes 8 and 9 to the Financial Statements.

Revaluation of Properties

A valuation of freehold and long leasehold properties was carried out as at 26th January 1991, mainly by Healey & Baker, Consultant Surveyors & Valuers, on an open market existing use basis and has been adopted by the Directors. This valuation showed a deficit of £1.1 million which has been deducted from reserves and is shown in Note 15 in the accounts.

Shareholdings and Other Interests of Directors

By reason of their ownership and control of the ultimate parent company, Alfayed Investment and Trust S.A., Mr M Al-Fayed, Mr A Fayed and Mr S Fayed had an indirect interest in the whole of the Company's share capital during the period.

None of the other Directors in office at 26th January 1991 held any interest in the shares or debentures of House of Fraser Holdings plc, the ultimate parent company in the United Kingdom, or of any of its subsidiaries at 28th January 1990, or date of appointment if later, or at 26 January 1991 apart from Mr G Willoughby who holds a non-beneficial qualification shareholding as a Director of House of Fraser plc.

No Director has had a material interest directly or indirectly at any time during the year in any contract significant to the business of the Company.

Charitable and Political Donations

The charitable donations made by the Company and charged in the accounts were £45,509. There were no political donations.

Health and Safety

In accordance with the provisions of the Health and Safety at Work Act etc 1974, the Company has issued a written statement of its general policy with respect to the health, safety and welfare

DIRECTORS' REPORT (Cont'd)

Health and Safety (Cont'd)

at work of its employees and the organisation and arrangements for carrying out that policy. The statement has been brought to the notice of all the employees of the Company.

Disabled People

It is the policy of the Company to give full and fair consideration to applications for employment from disabled persons, to continue wherever possible the employment of members of staff who may become disabled and to ensure that suitable training, career development and promotion is afforded to such persons.

Employee Involvement

Information is provided regularly to employees by means of normal management communication channels using written materials, face to face meetings and video presentations. The Store Magazine "Harrods News" has been issued regularly during the year and has been available to all employees and pensioners.

Consultations with employees takes place through elected staff committees, health and safety committees and through normal recognised trades union channels. The management and staff pension funds both have committees of elected representatives who are kept informed and involved in the administration.

A general awareness of the Company's performance is maintained through regular weekly half-hour training sessions for all staff and through individual performance appraisals, employees are made aware of their individual contribution to the Company.

Auditors

Price Waterhouse have expressed their willingness to continue in office as Auditors and a resolution to re-appoint them and authorising the Directors to fix their remuneration will be proposed at the Annual General Meeting.

Close Company

As at 26th January 1991, the Company was a close Company within the meaning of the Income and Corporation Taxes Act 1988.

By Order of the Board

S. Jerman Secretary

8th April 1991

Price Waterhouse



AUDITORS' REPORT TO THE MEMBERS OF HARRODS LIMITED

We have audited the financial statements on pages 5 to 21 in accordance with Auditing Standards.

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 26 January 1991 and of its profit and source and application of funds for the year then ended and have been properly prepared in accordance with the Companies Act.

Chartered Accountants

rechardence

8 April 1991

PROFIT AND LOSS ACCOUNT

	<u>Note</u>		39 Weeks Ended 27th January 1990
		2.17	2000
Total Turnover		359,294	291,396
Less: Value Added Tax		40,592	33,201
Turnover	1	318,702	258,195 ======
Trading Profit	2	33,224	22,675
Other operating income	3	157	54
Interest receivable		_	43
Interest payable	4	(17,625)	(434)
Income from investments	5	301	220
Income from interests i associated undertakin			60
Profit on Ordinary Activi before Taxation	<u>ties</u>	16,057	22,618
Taxation on profit on ordinary activities	5	(6,477)	(8,142)
Profit on Ordinary Activi after Taxation	<u>ties</u>	9,580	14,476
Extraordinary items	6		(468)
Profit for the Financial	<u>Perio</u>	<u>d</u> 9,580	14,008
Dividends		(5,540)	(7,000)
Profit Retained	15	4,040	7,008

Movements on reserves are shown in Note 15.

The notes on pages 9 to 21 form an integral part of these financial statements.

BALANCE SHEET

	26th January Note 1991		27th January 1990
		£000	£000
Fixed Assets			
Tangible Assets Investments	8 9	405,729 <u>8,791</u> 414,520	381,281 <u>7,860</u> 389,141
<u>Current Assets</u>			
Stock Debtors Cash at Bank and in h	10 11 and	32,463 50,168 <u>391</u> 83,022	31,032 45,205 7,716 83,953
Current Liabilities			
<u>Creditors</u> : amounts fall: due within or year			
Trade Creditors Bank Overdraft Other Liabilities		19,017 1,288 <u>83,300</u> 103,605	29,846
Net Current (Liabilities Assets	<u>s)/</u>	(20,583)	<u>42</u>
Total Assets Less Current Liabilities	<u>s</u>	393,937	389,183
<u>Creditors</u> : amounts fall: after more the year		1,697	2,358
Provisions for Liabilit;	<u>ies</u>		
Deferred Taxation	13	5,977 386,263	3,415 383,410

BALANCE SHEET

	<u>Note</u>	26th January 1991 £000	27th January 1990 £000
Capital and Reserves			
Called up Share Capital Revaluation reserve	14 15	19,200 284,812	19,200 285,918
Profit and loss account	15	82,251	78,211
Reserves in undertakin in which the Company has a participating interest	igs 15	386,263	81 383,410

The Financial Statements were approved by the Board of Directors on 8th April 1991.

P Bolliger

J G Hawkins

J G Hawkins

The notes on pages 9 to 21 form an integral part of these financial statements.

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

	52 weeks Ended 26th January 1991	39 Weeks Ended 27th January 1990
	£000	£000
Source of Funds	_	
Profit on ordinary activities before taxation Extraordinary Items before	16,057	22,618
taxation	-	(608)
Adjustments for items not involving the movement of funds:		
Depreciation (Profit)/Loss on sale of	6,709	4,062
fixed assets Profit retained in a	(45)	66
participating interest <u>Total Generated from Operation</u>	1 <u>s</u> 22,721	<u>(60)</u> 26,078
Funds from other sources Sale of Investments	56	
Repayment of loans Proceeds of sale of tangible	1.	250
fixed assets	118 22,896	<u>60</u> 26,388
Application of Funds Expenditure on tangible fixed assets	(32,336)	(16,871)
Purchase of fixed assets investments	(1,069)	***
Tax paid (including group relief)	(3,907)	(7,169)
Repayment of loan Dividends paid	(1,750) <u>(5,540</u>)	(7,000)
Movement in Working Capital	(21,706) =====	(4,652)
Analysis of Movement in Working	ng Capital	
Increase/(Decrease) in stock		(6,027)
Increase in debtors	4,963	10,774
Increase in creditors	(<u>19,487</u>) (13,093)	<u>(23,996)</u> (19,249)
(Decrease)/Increase in net liquid funds	(<u>8,613</u>)	14.597
	(21,706)	(4,652) ======

Net liquid funds comprise bank overdrafts, cash at bank and in hand.

The notes on pages 9 to 21 form an integral part of these financial statements.

ACCOUNTING BASIS AND POLICIES

1. Basis of Financial Statements

The financial statements have been prepared under the historical cost convention modified to include revaluation of the Company's properties and in accordance with applicable accounting standards.

Group financial statements are not presented as the Company is a wholly owned subsidiary of a Company incorporated in Great Britain.

2. Stocks

Stocks are stated at the lower of cost and net realisable value. Cost is computed on the basis of selling price less the appropriate trading margin.

3. Depreciation of Tangible Fixed Assets

Depreciation is provided by the Company in order to write down the estimated residual value, the cost or valuation of fixed assets over their estimated useful lives by equal annual instalments, on the following basis:

Freehold and long leasehold land and buildings are not depreciated.

Short leasehold buildings - Over estimated useful life Fixtures and fittings - Over 10 years Vehicles and equipment - Over 5 years

Depreciation on the revaluation surplus of properties where applicable is charged to the profit and loss account and then transferred to the revaluation reserve.

4. <u>Leased Assets</u>

Assets acquired under finance leases are capitalised so as to reflect the fair value of the asset acquired, and depreciated at a rate which is appropriate given the terms of the lease and life of the asset. The interest element of the rental charge is taken to profit and loss account in proportion to the capital element outstanding.

5. Property Development

In the case of property development projects the interest on the capital borrowed to finance the project is, where separately identifiable and to the extent that it accrues during the period of development, capitalised, as part of the cost of the asset.

ACCOUNTING BASIS AND POLICIES (Cont'd)

6. Property Transfers

Tangible fixed assets are transferred to other group companies at their net book amount. Any associated revaluation surplus is transferred by way of a movement on reserves.

7. Deferred Taxation

Deferred taxation is provided in respect of differences arising from the inclusion of income and expenditure in taxation computations in periods different from those in which they are included in the accounts, except where the tax reduction is expected to continue for the foreseeable future.

8. Credit Sales

Profit is taken on goods sold on credit when the sale is effected, except that a deferral is made in respect of the service charge on extended credit sales which are subject to an interest free option. The service charge on other credit sales is taken to trading profit as it accrues.

9. Pensions

Retirement benefits for the present employees of the Company are funded by contributions from the Company and employees. Payments are made to pension trusts, which are financially separate from the Company, in accordance with calculations made periodically by consulting actuaries. Contributions are charged to the profit and loss account on a basis that spreads the expected cost of providing pensions over the average remaining working lives of the group of employees who are members of the plan.

10. Foreign Currency

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Realised gains and losses are dealt with in the profit and loss account.

NOTES TO THE FINANCIAL STATEMENTS

	52 weeks Ended 26th January 1991 £000	
1. Turnover arises entirely withe U.K., and is the amount receivable excluding vat, for goods and services supplied customers and includes the sales of ncession departments	or	258,195
<pre>2.Trading Profit is arrived a follows: Turnover Cost of Sales</pre>		258,195 <u>(156,719)</u>
Gross Profit Distribution and store cost Administrative Expenses Trading Profit	118,168 (84,708) (236) 33,224	101,476 (69,943) (8,858) 22,675
Included in the above are:		
Depreciation of tangible fi	5,993	3,525
Depreciation of assets held finance leases Auditors' fees and expenses Hire of plant and machinery Head Office charge	, 716 96	537 82 491 8,804

The Head Office charge in the prior period is effectively a management charge levied by House of Fraser plc based on a percentage of the turnover of Harrods Limited. For 1991, the Company has been charged interest on its borrowings from group undertakings (Note 4.).

3. Other Operating Income

Rental Income	157 ======	54 =======
4. Interest Payable		
On loans from Group undertakings On loans repayable within 5 years On finance leases	17,268 - 357	75 359
	17,625	434

NOTES TO THE FINANCIAL STATEME	NTS (Cont'd)	
		39 Weeks Ended 27th January 1990
E Bereking	£000	£000
5. <u>Taxation</u>		
Taxation based on profits of the period:		
Group relief - payment to pa company in respect of amount under the group relief		
provisions	3,670	7,309
Deferred taxation	2,510	834
Corporation tax Foreign Tax	159	=
Tax on franked investment in Adjustments of provisions fo earlier periods:		-
Deferred tax	<u>59</u>	(1)
	6,477	8,142 ====
Corporation tax is provided a 35%).	at an effective	rate of 40% (1990
6.Extraordinary Items		
Reorganisation and closure		
costs	-	(608)
Tax thereon	-	140
		
	====	(468)
7. Information regarding Director	ors and Employe	<u>es</u>
<u> Directors</u>		
Directors' remuneration:		
Emoluments including pension contributions Compensation paid to former	329	539
Directors for loss of off	fice <u>136</u> 465 ====	<u>100</u> 639 ====
Emoluments of Chairman Emoluments of highest paid		-
Director	74 ====	122

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

7. Information regarding Directors and Employees (Cont'd)

The range of Directors' emoluments and the number of Directors within the range shown was:

	52 weeks Ended 26th January 1991	39 Weeks Ended 27th January 1990
	£000	£000
£0 - 5,000	8	6
£10,001- £15,000 £15,001 - £20,000	3	1
£35,001 - £40,000	-	l
£40,001 - £45,000	1,	-
£45,001 - £50,000 £50,001 - £55,000	1 1	140
£70,001 - £75,000	2	1
£75,001 - £80,000	-	→
£80,001 - £85,000	Ξ	± 1
£85,001 - £90,000 £115,001 - £120,000	***	ī
£120,001 - £125,000		1

	52 weeks Ended 26th January 1991	39 Weeks Ended 27th January 1990
Employees	£000	£000
Employment costs: Wages and salaries Social security costs Other pension costs	49,745 4,662 (198) 54,209	40,246 2,799 713 43,758

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

7. Information regarding Directors and Employees (Cont'd)

The average weekly number of employees during the period was:

4,637 4,211

The Company participates in the House of Fraser Pension Plan. The Plan is operated as a defined benefit Group Pension Scheme in the U.K. and was formed following the merger (as at April 1989) of the House of Fraser Staff Pension Plan and the House of Fraser Management Pension Plan.

The Company pays such contributions to the Plan as are equired in order to fund benefits for the members and pensioners. The assets of the Plan are held in trust separately from the Company.

The regular pension cost charged to the profit and loss account is based on figures calculated for the Group as a whole which are such as to spread the expected pension costs over the average remaining working lives of the Group of employees who are members of the Plan. The regular cost is expressed as a level percentage of the current and expected future earnings using the "attained age" method of calculation. Surpluses or deficiencies are spread over the same average period as an adjustment to regular cost.

The pension cost charge is determined by qualified actuaries who are partners of Bacon & Woodrow, consulting actuaries. The credit for the period ended 26th January 1991 is based on the most recent actuarial valuation, which took place as at 5th April, 1988 updated to 27th January, 1990, and adjusted for certain revised actuarial assumptions. Further details may be found in the accounts of House of Fraser plc.

The pension credit for the period was £198,234 (1990 Charge - £712,975).

A provision of £526,289 (1990 £712,975) is included in the accounts being the excess of the pension cost over the contributions paid during the period ended 26th January 1991 together with the provision at 27th January 1990 and interest thereon.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

8. Fixed Assets - Tangible Assets

	<u>Total</u> £'000	Freehold Land & Buildings f'000	Long Lease- holds £'000	Short Lease- holds £'000	Fixtures fittings, vehicles & equipment £'000
Cost or valuation at 27th January 1990 Additions Disposals Group transfers Revaluation deficit Cost or valuation at 26th January 1991	399,866 32,252 (369) 110 (1,106) 430,753	346,625 15,528 - (766) 361,387	1,740	1,864	49,637 16,723 (369) 110 ——————————————————————————————————
Aggregate depreciation to 27th January 1990 Charge for period Disposals Group transfers Aggregate depreciation	18,585 6,709 (296) 26	 		105	18,585 6,604 (296) 26
to 26th January 1991 Net book value at 26th January 1991	25,024 ====================================	361,387	1,400	105	24,919 ====== 41,182 ======
Net book value at 27th January 1990	381,281	346,625	1,740	1,864	31,052 =====
Cost or valuation: 1991 Valuation Cost	359,560 71,193 430,753	358,160 3,227 361,387	1,400	1,865 1,865	66,101 66,101

Freehold and long leasehold properties have been professionally valued on 26th January 1991 mainly by Healey & Baker, Consultant Surveyors & Valuers, on an open market exisiting use basis. This value has been incorporated in the accounts with effect from 26th January 1991.

The net book value of fixed tangible assets includes an amount of £2,686,114 (1990 - £3,401,616) in respect of assets held under finance leases.

Included in the cost of fixed tangible asets is £2,237,381 of capitalised interest of which £295,750 was incurred during the period. The taxation charge has been reduced in respect of this interest.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

8. Fixed Assets - Tangible Assets (Cont'd)

The value of fixed assets if determined according to the historical cost accounting rules is as follows:

	<u>Total</u> £'000	Freeholds £'000	Long Lease- holds £'000	Short Lease- <u>holds</u> £'000	Fixtures fittings, vehicles & equipment f'000
Cost at 27th January 1990	113,962	62,361	100	1,864	49,637
Depreciation to 27th January 1990	(18,585)				(18,585)
Net historical cost at 27th January 1990	95,377	62,361	100	1,864	31,052 ======
Cost at 26th January 1991	145,955	77,889	100	1,865	66,101
Depreciation to 26th January 1991	(25,024)	<u></u>		(105)	(24,919)
Net historical cost at 26th January 1991	120,931	77,889	100	1,760	41,182

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

9. Fixed Assets - Investments

Chavea	Total ur £'000	Group dertakings £'000	Interests in associated undertakings £'000
Shares: Cost at 27th January 1990 Additions Disposals At 26th January 1991	7,778 1,069 (56) 8,791	2,281 (6) 2,275	5,497 1,069 (50) 6,516
Loans: At 27th January 1990 Repayment At 26th January 1991	(<u>1</u>) =====		1 (1)
Share of Post Acquisition Reserves:			
At 27th January 1990 Share of profits for the	8 1.		81
period At 26th January 1991	(81)		(<u>81</u>)
Total net Book Value:			
At 26th January 1991	8,791 ====	2,275 ====	6,516 ====
At 27th January 1990	7,860	2,281	5,579 =====

Shares in Subsidiary undertakings:

The Company has the following wholly owned trading and dormant subsidiary undertakings:

<u>Name</u>	<u>Registered</u>		
Harrods Estates	England & Wales		
Harrods Bank Limited	England & Wales		
Harrods International Limited	England & Wales		
Harrodian Trustees Limited*	England & Wales		
Harrods (Continental) Limited*	England & Wales		
Harrods (Management) Limited*	England & Wales		

^{*}denotes dormant subsidiary undertaking. .

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

9. Fixed Assets - Investments (Cont'd)

The associated undertaking at 26th January 1991 is:

Mallett plc, a Company listed on the International Stock Exchange, in which the Company holds 29.9% of the issued ordinary share capital. The market value of the Investment at 26th January 1991 was £4,660,000 (1990 25.9% - £6,265,000)

In the opinion of the Directors, the value of the Company's investments in its subsidiary and associated undertakings is not less than the amount stated in the balance sheet.

10. Stocks

	<u>1991</u> £'000	<u>1990</u> £'000
The main categories of stocks are:		
Raw materials and consumables Finished goods and goods for resale	237 32,226 32,463	282 30,750 31,032

There was no significant difference between the replacement cost of stocks at 26th January 1991 and the amount at which they are stated in the accounts.

11. <u>Debtors</u>

Amounts due within one year:	<u>1991</u> £'000	<u>1990</u> £'000
Trade debtors Amounts owed by group	40,434	41,040
undertakings	5,454	2,273
Other taxes and social security	1,847	11
Other Debtors	1,870	1,031
Prepayments and accrued income	<u>495</u>	<u>682</u>
	50,100	45,037
Amounts due after more than one year:		
Trade debtors	<u>68</u> 50,168	168 45,205
	=====	=====

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

12. Creditors

Amounts falling due within one year	<u>1991</u> £'000	<u>1990</u> £'000
Loan (secured) Amounts owing to group undertakings Dividend Other taxes and social security Other creditors Advance Corporation Tax payable Accruals and deferred income	56,214 	6,291 - 3,290
Amounts falling due after more than or	ne year:	
Other creditors	1,697	2,358 ======
13. Provisions for Liabilities and Charges Deferred taxation:	<u>1991</u> £'000	<u>1990</u> £'000
Balance at beginning of period Charge for the period Balance at end of period	3,415 <u>2,562</u> 5,977	2,582 833 3,415

Deferred taxation is in respect of accelerated capital allowances.

In addition to the amount provided for deferred taxation above, there are potential liabilities in respect of deferred taxation in relation to:

Capital allowances Revaluation of properties Corporation tax on capital gains	6,000 53,367 <u>5,894</u> 65,261	6,000 54,290 <u>5,267</u> 65,557
	£'000	£,000

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

14. Called up Share Capital

	ares of 10p each	<u>1991</u> £'000	<u>1990</u> £'000
Authorised		21,500	
Issued and	fully paid	19,200	21,500 ====== 19,200
Reservos			======

15. Reserves

	Balance at 27th January 1990 Profit retained for the period	Revalua- ation reserve f'000 285,918	Profit & loss account f'000 78,211	Associated undertakings reserves £'000	Total £'000
	Disposal Net revaluation deficit Balance at	_(1,106)		(81)	4,040 (81) (1,106)
5.	26th January 1991	284,812	82,251 =====	 	367,063

16. Capital Commitments

- Commitments		
Contracted for but not yet provided	<u>1991</u> £'000	<u>1990</u> £'000
Authorised by Directors but not yet contracted for	13,506	5,196
· Contingent Liabilities	13,506	8,409 13,605

17. Contingent Liabilities

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The Company has given guarantees to various banks in respect of loan and overdraft facilities granted to other group companies amounting to £38.5 million. At 26th January 1991, the amount of those facilities utilised was £13,964,318.

NOTES TO THE FINANCIAL STATEMENTS (Cont'd)

18. <u>Leasing Commitments</u>

	<u>1991</u> £'000	<u>1990</u> £'000
Obligations under finance leases are:		
Payable: within one year between one and five years	656 1,697 2,353	674 2,358 3,032

19. Parent Companies

House of Fraser plc, a ompany registered in Scotland, is the parent undertaking of the smallest group to consolidate the Company. House of Fraser Holdings plc, a company registered in England and Wales, is the parent undertaking of the largest group to consolidate these accounts.

The directors consider the ultimate parent company to be Alfayed Investment and Trust S.A., a Company incorporated in Liechtenstein. The registered and beneficial owners of the whole of the issued share capital of that company are Messrs. M. Al Fayed, A. Fayed and S. Fayed.