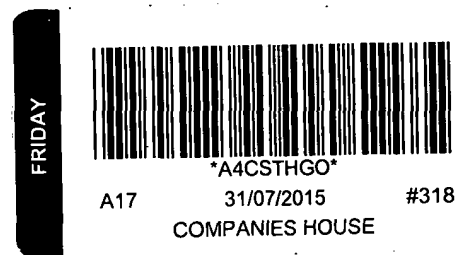


Financial Statements

Graham Winterbottom Limited

For the period ended 31 October 2014



Registered number: 01638003

Company Information

Directors	C A Carlisle (appointed 8 April 2014) J A Lowe (appointed 8 April 2014) C D Smith (appointed 1 December 2014) D G Winterbottom J D E Winterbottom S K Sipos (appointed 1 June 2015)
Registered number	01638003
Registered office	Unit 33 Victoria Business Centre Mount Street Accrington Lancashire BB5 0PJ
Independent auditor	Grant Thornton UK LLP Chartered Accountants & Statutory Auditor No 1 Whitehall Riverside Leeds West Yorkshire LS1 4BN

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Directors' Report

For the period ended 31 October 2014

The directors present their report and the financial statements for the period ended 31 October 2014.

Principal activities

The principal activity of the company in the year under review was that of schoolwear wholesalers.

The company was acquired by Lowe Clothing International Limited in April 2014. It is believed that the support offered by the new parent company in areas such as design, sourcing and funding will enable the business to achieve its potential.

The co-founder of the business, Graham Winterbottom, has remained as a director and consultant to the business.

The accounting reference period for the company has been changed to 31 October. These financial statements therefore cover the 9 month period ended 31 October 2014.

Directors

The directors who served during the period were:

C A Carlisle (appointed 8 April 2014)

J A Lowe (appointed 8 April 2014)

M Winterbottom (resigned 8 April 2014)

D G Winterbottom

J D E Winterbottom

R J Mullins (appointed 8 April 2014, resigned 31 December 2014)

C D Smith was appointed on 1 December 2014 and S K Sipos on 1 June 2015.

Going concern

Lowe Clothing International Limited and its subsidiaries (together "the Group") meet their day to day working capital requirements through a mixture of asset backed financing and overdrafts.

The Group's facilities are reviewed annually and having expired in May are in the process of being formally renewed. The Group has held discussions with its bankers about its future borrowing and no matters have been drawn to its attention to suggest that the renewal of its existing facilities may not be forthcoming on acceptable terms. The directors have prepared forecast information for the period ending twelve months from the date of their approval of these financial statements. On the basis of these forecasts (which take account of reasonably possible changes in trading performance) and the underlying assumptions including the expected future bank facilities, the directors believe that the Group will have sufficient funding to continue in operational existence and operate within its existing facilities for at least twelve months from the date of approval of these financial statements.

On this basis, they consider that it is appropriate to prepare the financial statements on a going concern basis.

Directors' Report

For the period ended 31 October 2014

Directors' responsibilities statement

The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditor

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

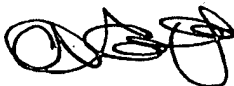
- so far as that director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

The auditor, Grant Thornton UK LLP was appointed to fill a casual vacancy, and will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

In preparing this report, the directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 24th July 2015 and signed on its behalf.



C A Carlisle
Director

Independent Auditor's Report to the Members of Graham Winterbottom Limited

We have audited the financial statements of Graham Winterbottom Limited for the period ended 31 October 2014, set out on pages 5 to 14. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an Auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' responsibilities statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

Basis for qualified opinion on financial statements

For the year ended 31 January 2014 the company was entitled to exemption from audit under Section 477 of the Companies Act 2006 relating to small companies. As we were appointed auditors to the company on 8 April 2014, we were unable to obtain sufficient, appropriate evidence with respect to the stock opening balance as we did not observe the counting of physical stock as at 31 January 2014. Since the stock opening balance enters into the determination of the profit and loss account, we were unable to determine whether adjustments might have been necessary in respect of the profit for the period reported in the profit and loss account.

Qualified opinion on financial statements

In our opinion, except for the effects of the matter described in the Basis for Qualified Opinion paragraph, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 October 2014 and of its profit for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

Notwithstanding our disclaimer of an opinion on the profit and loss account, in our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.



Independent Auditor's Report to the Members of Graham Winterbottom Limited

Matters on which we are required to report by exception

In respect solely of the limitation on our work relating to the profit and loss account for the period ended 31 October 2014 described above:

- we have not obtained all the information and explanations that we considered necessary for the purpose of our audit; and
- we were unable to determine whether adequate accounting records had been kept;

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption from the requirement to prepare a strategic report or in preparing the Directors' Report.

Other matter

As the company was exempt from audit under section 477 of the Companies Act 2006 relating to small companies in the prior year we have not audited the corresponding amounts for the Profit and loss account, the Balance sheet and the related notes for that year.

Grant Thornton UK LLP

Mark Overfield BSc FCA (Senior statutory auditor)
for and on behalf of
Grant Thornton UK LLP
Statutory Auditor
Chartered Accountants
Leeds

30 July 2015

Profit and Loss Account

For the period ended 31 October 2014

		9 month period ended 31 October 2014 £	12 month period ended 31 January 2014 £
	Note		
Turnover	1,2	3,579,102	3,665,208
Cost of sales		(2,745,290)	(2,721,569)
Gross profit		833,812	943,639
Selling and distribution costs		(277,116)	(363,215)
Administrative expenses		(528,784)	(648,445)
Operating profit/(loss)	3	27,912	(68,021)
Interest receivable and similar income		418	-
Interest payable and similar charges		(18,965)	(15,797)
Profit/(loss) on ordinary activities before taxation		9,365	(83,818)
Tax on profit/(loss) on ordinary activities	6	(4,700)	17,299
Profit/(loss) for the financial period	12	4,665	(66,519)

The notes on pages 7 to 14 form part of these financial statements.

Balance Sheet

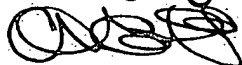
As at 31 October 2014

	Note	31 October 2014 £	31 January 2014 £
Fixed assets			
Tangible assets	7	8,637	14,610
Current assets			
Stocks		831,327	1,045,958
Debtors	8	619,751	228,301
Cash in hand		593	102
		<u>1,451,671</u>	<u>1,274,361</u>
Creditors: amounts falling due within one year	9	<u>(738,518)</u>	<u>(569,343)</u>
Net current assets		<u>713,153</u>	<u>705,018</u>
Total assets less current liabilities		<u>721,790</u>	<u>719,628</u>
Creditors: amounts falling due after more than one year	10	<u>-</u>	<u>(2,503)</u>
Net assets		<u><u>721,790</u></u>	<u><u>717,125</u></u>
Capital and reserves			
Called up share capital	11	61,840	61,840
Capital redemption reserve	12	100	100
Profit and loss account	12	659,850	655,185
Shareholders' funds		<u><u>721,790</u></u>	<u><u>717,125</u></u>

The financial statements have been prepared in accordance with the provisions applicable to small companies within Part 15 of the Companies Act 2006 and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

24th July 2015



C A Carlisle
Director

The notes on pages 7 to 14 form part of these financial statements.

Notes to the Financial Statements

For the period ended 31 October 2014

1. Accounting Policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

1.2 Turnover

Turnover comprises revenue recognised by the company in respect of goods and services supplied during the period, exclusive of Value Added Tax and trade discounts. Turnover is recognised when the significant risks and rewards of ownership have been transferred to the buyer.

1.3 Going concern

Lowe Clothing International Limited and its subsidiaries (together "the Group") meet their day to day working capital requirements through a mixture of asset backed financing and overdrafts.

The Group's facilities are reviewed annually and having expired in May are in the process of being formally renewed. The Group has held discussions with its bankers about its future borrowing and no matters have been drawn to its attention to suggest that the renewal of its existing facilities may not be forthcoming on acceptable terms. The directors have prepared forecast information for the period ending twelve months from the date of their approval of these financial statements. On the basis of these forecasts (which take account of reasonably possible changes in trading performance) and the underlying assumptions including the expected future bank facilities, the directors believe that the Group will have sufficient funding to continue in operational existence and operate within its existing facilities for at least twelve months from the date of approval of these financial statements.

On this basis, they consider that it is appropriate to prepare the financial statements on a going concern basis.

1.4 Cash flow

The financial statements do not include a Cash flow statement because the company, as a small reporting entity, is exempt from the requirement to prepare such a statement under the Financial Reporting Standard for Smaller Entities (effective April 2008).

1.5 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Leasehold property alterations	-	20% straight line
Fixtures, fittings and equipment	-	15% - 33% straight line

Notes to the Financial Statements

For the period ended 31 October 2014

1. Accounting Policies (continued)

1.6 Leasing and hire purchase

Assets obtained under hire purchase contracts and finance leases are capitalised as tangible fixed assets. Assets acquired by finance lease are depreciated over the shorter of the lease term and their useful lives. Assets acquired by hire purchase are depreciated over their useful lives. Finance leases are those where substantially all of the benefits and risks of ownership are assumed by the company. Obligations under such agreements are included in creditors net of the finance charge allocated to future periods. The finance element of the rental payment is charged to the Profit and loss account so as to produce a constant periodic rate of charge on the net obligation outstanding in each period.

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.7 Operating leases

Rentals under operating leases are charged to the Profit and loss account on a straight line basis over the lease term.

Benefits received and receivable as an incentive to sign an operating lease are recognised on a straight line basis over the period until the date the rent is expected to be adjusted to the prevailing market rate.

1.8 Stocks

Stocks are valued at the lower cost and net realisable value after making due allowance for obsolete and slow-moving stocks.

1.9 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the period.

1.10 Deferred taxation

Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse.

Deferred tax assets and liabilities are not discounted.

Notes to the Financial Statements

For the period ended 31 October 2014

1. Accounting Policies (continued)

1.11 Foreign currencies

Monetary assets and liabilities denominated in foreign currencies are translated into sterling at rates of exchange ruling at the balance sheet date.

Transactions in foreign currencies are translated into sterling at the rate ruling on the date of the transaction.

Exchange gains and losses are recognised in the Profit and loss account.

2. Turnover

For the period to 31 October 2014 0.8% (year to 31 January 2014 - 1.35%) of the company's turnover is attributable to geographical markets outside the United Kingdom.

3. Operating profit/(loss)

The operating profit/(loss) is stated after charging:

	9 month period ended 31 October 2014 £	12 month period ended 31 January 2014 £
Depreciation of tangible fixed assets:		
- owned by the company	5,108	8,288
- held under finance leases	3,232	4,353
Pension costs	18,982	11,324
	<u> </u>	<u> </u>

4. Auditors' remuneration

	9 month period ended 31 October 2014 £	12 month period ended 31 January 2014 £
Fees payable to the company's auditor and its associates for the audit of the company's annual accounts	5,750	-
	<u> </u>	<u> </u>

Notes to the Financial Statements

For the period ended 31 October 2014

5. Directors' remuneration

	9 month period ended 31 October 2014 £	12 month period ended 31 January 2014 £
Aggregate remuneration	<u>94,441</u>	<u>11,324</u>

During the period retirement benefits were accruing to 1 director (year to 31 January 2014 - 1) in respect of defined contribution pension schemes.

6. Taxation

	9 month period ended 31 October 2014 £	12 month period ended 31 January 2014 £
Analysis of tax charge/(credit) in the period/year		
Current tax		
UK corporation tax charge/(credit) on profit/loss for the period/year	4,700	(13,890)
Deferred tax		
Origination and reversal of timing differences	-	(3,409)
Tax on profit/loss on ordinary activities	<u>4,700</u>	<u>(17,299)</u>

Notes to the Financial Statements

For the period ended 31 October 2014

7. Tangible fixed assets

	Improve- ments to leasehold properties £	Fixtures and fittings £	Total £
Cost			
At 1 February 2014	34,018	164,770	198,788
Additions	-	2,367	2,367
At 31 October 2014	34,018	167,137	201,155
Depreciation			
At 1 February 2014	34,018	150,160	184,178
Charge for the period	-	8,340	8,340
At 31 October 2014	34,018	158,500	192,518
Net book value			
At 31 October 2014	-	8,637	8,637
At 31 January 2014	-	14,610	14,610

The net book value of other tangible fixed assets includes £3,299 (31 January 2014 - £6,531) in respect of assets held under finance leases or hire purchase contracts. The depreciation charge in respect of such assets amounted to £3,232 (year to 31 January 2014 - £4,353) for the year.

8. Debtors

	31 October 2014 £	31 January 2014 £
Trade debtors	367,055	152,152
Amounts owed by group undertakings	200,000	-
Directors loans	2,623	-
Other debtors	50,073	76,149
	619,751	228,301

Notes to the Financial Statements

For the period ended 31 October 2014

9. Creditors:

Amounts falling due within one year

	31 October 2014	31 January 2014
	£	£
Bank loans and overdrafts	381,617	142,661
Net obligations under finance leases and hire purchase contracts	3,567	4,272
Trade creditors	210,386	240,736
Amounts owed to group undertakings	50,839	30,000
Corporation tax	4,700	-
Other creditors	87,409	151,674
	<u>738,518</u>	<u>569,343</u>

The bank overdraft is secured on the assets of the company, the invoice discounting creditor (which is included within other creditors) is secured on the underlying trade debtors and the hire purchase creditor is secured on the underlying assets.

10. Creditors:

Amounts falling due after more than one year

	31 October 2014	31 January 2014
	£	£
Net obligations under finance leases and hire purchase contracts	-	2,503

The hire purchase creditor is secured on the underlying assets.

11. Share capital

	31 October 2014	31 January 2014
	£	£
Allotted, called up and fully paid		
61,840 (2014 - 60,990) Ordinary shares of £1 each	61,840	60,990
250 Ordinary A Redeemable shares of £1 each	-	250
250 Ordinary B Redeemable shares of £1 each	-	250
125 Ordinary C Redeemable shares of £1 each	-	125
125 Ordinary D Redeemable shares of £1 each	-	125
100 Ordinary F Redeemable shares of £1 each	-	100
	<u>61,840</u>	<u>61,840</u>

During the year the A, B, C, D & F redeemable shares of £1 each were converted into ordinary shares of £1 each.

Notes to the Financial Statements

For the period ended 31 October 2014

12. Reserves

	Capital redempt'n reserve £	Profit and loss account £
At 1 February 2014	100	655,185
Profit for the period	-	4,665
	<u>100</u>	<u>659,850</u>
At 31 October 2014	<u>100</u>	<u>659,850</u>

13. Dividends

	9 month period ended 31 October 2014 £	12 month period ended 31 January 2014 £
Dividends paid on equity capital	-	120,648
	<u>-</u>	<u>120,648</u>

14. Operating lease commitments

At 31 October 2014, the company had annual commitments under non-cancellable operating leases as follows:

	31 October 2014 £	31 January 2014 £
Expiry date:		
Within 1 year	<u>22,000</u>	<u>22,000</u>

15. Related party transactions

Included in other debtors is an amount owing from Mr J D E Winterbottom of £2,623 (31 January 2014 - £1,216). This loan is interest free and was repaid after the year end. The maximum amount outstanding during the period was £2,623 (year to 31 January 2014 - £2,113).

Included in other creditors are amounts owing to individuals (who were directors of the company at some point during the period) as follows, for Mr D G Winterbottom £25,016 (31 January 2014 - £82,129) and Mrs M Winterbottom £452 (31 January 2014 - £452).

Mr D G Winterbottom provided a personal guarantee of £nil (31 January 2014 - £100,000) in respect of the bank overdraft.

Notes to the Financial Statements

For the period ended 31 October 2014

16. Ultimate parent undertaking and controlling party

The company's ultimate parent company and controlling related party at the year end was Lowe Clothing International Limited. The ultimate controlling related party of Lowe Clothing International Limited at the year end is considered to be Mr J A Lowe by virtue of his majority shareholding in that company. The smallest and largest group for which consolidated accounts are prepared is Lowe Clothing International Limited. The company has taken advantage of the exemption under FRS 8 not to disclose transactions with other wholly owned members of the Lowe Clothing International Limited group of companies.

Prior to 8 April 2014 the company's ultimate parent company was Graham Winterbottom (Holdings) Limited and its ultimate controlling related party was Mr D G Winterbottom by virtue of his majority shareholding in that company.