

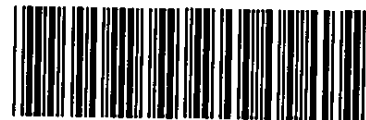
Company Registration Number 06945143

LOGISTIK UNICORP LIMITED

Report and Financial Statements

31 May 2013

SATURDAY



A2MPPY2Q

A12

07/12/2013

#41

COMPANIES HOUSE

LOGISTIK UNICORP LIMITED

REPORT AND FINANCIAL STATEMENTS 2013

CONTENTS

	Page
Officers and professional advisers	1
Directors' report	2
Directors' responsibilities statement	5
Independent auditor's report	6
Profit and loss account	7
Balance sheet	8
Notes to the financial statements	9

LOGISTIK UNICORP LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

L Bibeau
M Maurice

REGISTERED OFFICE

303-307 Oak Drive
Hartlebury Trading Estate
Hartlebury
Kidderminster
Worcestershire
DY10 4JB

BANKERS

NatWest PLC
280 Bishopsgate
London
EC2M 4RB

SOLICITORS

TLT LLP
One Redcliffe Street
Bristol
BS1 6TP

AUDITOR

Deloitte LLP
Bristol

LOGISTIK UNICORP LIMITED

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 31 May 2013

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of the design and supply of corporate wear and work wear

REVIEW OF DEVELOPMENTS AND FUTURE PROSPECTS

The company intends to continue to expand its operations in accordance with its medium-term plans

The directors have continued to consolidate the business in 2013. They have received a letter from the parent company confirming continued financial support as may be required to carry out the business of the company

The directors are pleased to report an operating profit for the year excluding redundancy and other one-off costs. Furthermore the overall borrowings of the company have been greatly reduced through the issue of additional share capital in consideration of release from debts owed to the group

GOING CONCERN

As noted above, the directors have received a letter of support from the parent company covering the period of at least 12 months from the date of this report. The directors are confident that the parent company is able to continue to provide this support for this period. Accordingly, the going concern basis continues to be adopted

FINANCIAL RISK MANAGEMENT OBJECTIVES AND POLICIES

Foreign exchange and treasury

The company's activities expose it primarily to the financial risks of changes in foreign currency exchange rates and interest rates

Competitive environment

There remains price pressure from the company's competitors throughout the marketplace. Logistik Unicorp Limited introduces quality materials to its customers and implements cost-cutting measures to maintain a competitive edge

Liquidity

In order to maintain liquidity to ensure sufficient funds are available for ongoing operations and future developments, the company uses short-term loans

RESULTS AND DIVIDENDS

The loss for the year was £254,000 (2012: £1,210,000). The directors do not recommend the payment of a dividend (2012: £nil)

DIRECTORS

The directors, who served throughout the year and subsequently, unless otherwise stated, were as follows

L Bibeau
M Maurice (appointed 1 October 2012)
J Ambrose (resigned 1 October 2012)

LOGISTIK UNICORP LIMITED

DIRECTORS' REPORT (continued)

AUDITOR

Each of the persons who is a director at the date of approval of this report confirms that

- (1) so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- (2) the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

Deloitte LLP has expressed a willingness to continue in office as the company's auditor. A resolution to reappoint Deloitte LLP as the company's auditor will be proposed at the forthcoming Annual General Meeting

Approved by the Board of Directors
and signed on behalf of the Board

A handwritten signature in black ink, appearing to read 'L Bibeau', written over a horizontal line.

L Bibeau
Director

LOGISTIK UNICORP LIMITED

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are responsible for preparing the Annual 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,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF LOGISTIK UNICORP LIMITED

We have audited the financial statements of Logistik Unicorp Limited for the year ended 31 May 2013 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 16. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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 Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 May 2013 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

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.

Matters on which we are required to report by exception

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:

- adequate accounting records have not been kept, or 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
- we have not received all the information and explanations we require for our audit.

Andrew Wright

Andrew Wright (Senior statutory auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Bristol, United Kingdom
Date

5th December 2013

LOGISTIK UNICORP LIMITED

PROFIT AND LOSS ACCOUNT
For the year ended 31 May 2013

	Note	2013 £	2012 £
TURNOVER	2	11,868,071	11,792,142
Cost of sales		(9,418,492)	(9,681,055)
GROSS PROFIT		2,449,579	2,111,087
Administrative expenses		(2,556,518)	(2,471,331)
OPERATING LOSS	4	(106,939)	(360,244)
Operating profit/(loss) excluding redundancy and other one-off costs		42,602	(360,244)
Redundancy costs		(73,029)	-
Other one-off costs		(76,512)	-
Exceptional costs	1	-	(548,449)
Interest payable and similar charges	5	(147,051)	(301,510)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(253,990)	(1,210,203)
Tax on loss on ordinary activities	6	-	-
LOSS FOR THE FINANCIAL YEAR	13	(253,990)	(1,210,203)

There have been no recognised gains and losses for the current or the prior financial year other than as stated in the profit and loss account and, accordingly, no separate statement of total recognised gains and losses is presented

All amounts are derived from continuing operations

LOGISTIK UNICORP LIMITED

BALANCE SHEET At 31 May 2013

	Note	2013		2012	
		£	£	£	£
FIXED ASSETS					
Tangible assets	7		246,669		250,457
CURRENT ASSETS					
Stocks	8	3,050,837		2,857,726	
Debtors	9	6,760,958		6,528,008	
Cash at bank and in hand		33,822		54,069	
		<u>9,845,617</u>		<u>9,439,803</u>	
CREDITORS					
Amounts falling due within one year	10	(3,416,886)		(8,681,941)	
NET CURRENT ASSETS			<u>6,248,731</u>		<u>757,862</u>
TOTAL ASSETS LESS CURRENT LIABILITIES BEING NET ASSETS			<u>6,675,400</u>		<u>1,008,319</u>
CAPITAL AND RESERVES					
Called up share capital	12	11,121,072		5,200,001	
Profit and loss account	13	(4,445,672)		(4,191,682)	
SHAREHOLDERS' FUNDS	14		<u>6,675,400</u>		<u>1,008,319</u>

The financial statements of Logistik Unicorp Limited, registered number 06945143, were approved by the Board of Directors and authorised for issue on **November 25th 2013**

Signed on behalf of the Board of Directors



L Bibeau
Director

LOGISTIK UNICORP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 May 2013

1. ACCOUNTING POLICIES

The particular accounting policies adopted are described below

Basis of accounting

The financial statements are prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards

As noted above the directors have received a letter of support from the parent company covering a period of at least 12 months from the date of this report. The directors are confident that the parent company is able to continue to provide this support for this period. Accordingly, the going concern basis continues to be adopted

Cash flow statement

The company has taken advantage of the exemption granted under FRS 1 from the requirement to present a cash flow statement, as it is a wholly-owned subsidiary of a parent company and its cash flows are included in the group cash flow statement

Turnover

Turnover is stated net of VAT and trade discounts. Turnover from the sale of goods is recognised when the goods are despatched to the customer

Tangible fixed assets

Tangible fixed assets are stated at cost, net of depreciation. Depreciation is provided on a straight-line basis, at the following annual rates, in order to write off each asset over its estimated useful life as follows

Plant and machinery	-	10-20% on cost
Fixtures and fittings	-	10-20% on cost
Motor vehicles	-	10-20% on cost
Computer equipment	-	20-33% on cost
Property improvements	-	10-20% on cost

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow-moving items. Cost includes all direct costs incurred in bringing each product to its present location and condition, as follows

Raw materials, consumables and goods for resale - purchase cost on a first-in, first-out basis

Work in progress and finished goods - cost of direct materials and labour plus attributable overheads based on a normal level of activity

Net realisable value is based on estimated selling price less any further costs expected to be incurred to completion and disposal

LOGISTIK UNICORP LIMITED

NOTES TO THE FINANCIAL STATEMENTS **For the year ended 31 May 2013**

1. ACCOUNTING POLICIES (continued)

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account on a straight-line basis over the period of the lease.

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to the profit and loss account in the period to which they relate.

Exceptional items

Exceptional items relate to the one-off costs expended as part of the restructuring of the original business and are deemed to be non-recurring in nature.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised to the extent that, on the basis of all available evidence, 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 is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

LOGISTIK UNICORP LIMITED

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 May 2013

2. TURNOVER

The turnover and loss before taxation are attributable to the one principal activity of the company

An analysis of turnover by geographical market is given below

	2013 £	2012 £
United Kingdom	11,527,958	11,650,557
Europe	167,147	94,662
Africa	4,610	-
Asia	26,815	5,783
North America	136,325	41,140
South America	5,216	-
	<u>11,868,071</u>	<u>11,792,142</u>

3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

	2013 £	2012 £
Directors' emoluments		
Salary	-	-
Pension contributions	-	-
	<u>-</u>	<u>-</u>

L Bibeau and M Maurice are paid for their services by Logistik Unicorp Inc, as was J Ambrose. The consolidated financial statements of Logistik Unicorp Inc, which include disclosures regarding the emoluments of these directors, are publicly available from its registered offices at 820, chemin du Grand-Bernier Nord, Saint-Jean-sur-Richelieu QC J2W 0A6, Canada

Where the directors are remunerated by other companies and this includes their services to Logistik Unicorp Limited, it is not practicable to allocate their remuneration between their services as directors of this company and their services as directors of other companies

	2013 £	2012 £
Employee costs during the year		
Wages and salaries	1,562,299	1,571,017
Social security costs	152,395	150,738
Other pension costs	13,006	16,984
	<u>1,727,700</u>	<u>1,738,739</u>

LOGISTIK UNICORP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 May 2013

3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES (continued)	2013	2012
	No.	No.
Average number of persons employed		
Production	33	37
Administration	43	48
	<u>76</u>	<u>85</u>
 4. OPERATING LOSS	 2013	 2012
	£	£
The operating loss is stated after charging/(crediting)		
Hire of plant and machinery	120,891	105,839
Depreciation - owned assets	81,228	69,852
Profit on disposal of fixed assets	-	(4,817)
Auditor's remuneration	20,000	20,000
Foreign exchange loss	6,374	8,672
Redundancy costs	73,029	-
Other one-off costs	76,512	-
	<u>76,512</u>	<u>-</u>
 5. INTEREST PAYABLE AND SIMILAR CHARGES	 2013	 2012
	£	£
Bank loan interest	147,051	58,583
Inter-company interest	-	242,927
	<u>147,051</u>	<u>301,510</u>

LOGISTIK UNICORP LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 May 2013

6 TAX ON LOSS ON ORDINARY ACTIVITIES

The current tax charge for the year differs from the standard rate for the reasons set out in the following reconciliation

	2013 £	2012 £
Loss on ordinary activities before tax	(253,990)	(1,210,203)
	£	£
Tax on loss on ordinary activities at blended rate of 23.8% (2012: 25.7%)	(60,533)	(311,022)
Factors affecting the charge		
Expenses not deductible for tax purposes	1,481	12,393
Depreciation for period in excess of capital allowances	18,025	25,267
Movement in short - term timing differences	(48)	9,288
Tax losses	18,533	264,074
Group relief not paid for	22,542	-
	-	-

The UK Government announced a reduction in the UK corporation tax rate from 24% to 23% from 1 April 2013, which was substantively enacted on 17 July 2013. The reduction in the balance sheet carrying value of deferred tax assets and liabilities to reflect the rate of tax at which those assets are expected to reverse has not had a material impact on the current year tax charge. The UK Government has indicated that it intends to enact a further reduction in the main tax rate to 22% by 1 April 2014. Future rate reductions would further reduce the UK deferred tax assets and liabilities recognised but the actual impact will be dependent on the deferred tax position at the time.

LOGISTIK UNICORP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 May 2013

7. TANGIBLE FIXED ASSETS

	Improvements to property £	Plant and machinery £	Fixtures and fittings £
COST			
At 1 June 2012	79,736	45,917	56,507
Additions	-	-	4,505
At 31 May 2013	<u>79,736</u>	<u>45,917</u>	<u>61,012</u>
DEPRECIATION			
At 1 June 2012	14,963	19,491	28,841
Charge for year	15,947	9,184	11,452
At 31 May 2013	<u>30,910</u>	<u>28,675</u>	<u>40,293</u>
NET BOOK VALUE			
At 31 May 2013	<u>48,826</u>	<u>17,242</u>	<u>20,719</u>
At 31 May 2012	<u>64,773</u>	<u>26,426</u>	<u>27,666</u>
	Motor vehicles £	Computer equipment £	Totals £
COST			
At 1 June 2012	4,900	177,820	364,880
Additions	-	72,935	77,440
At 31 May 2013	<u>4,900</u>	<u>250,755</u>	<u>442,320</u>
DEPRECIATION			
At 1 June 2012	2,695	48,433	114,423
Charge for year	980	43,665	81,228
At 31 May 2013	<u>3,675</u>	<u>92,098</u>	<u>195,651</u>
NET BOOK VALUE			
At 31 May 2013	<u>1,225</u>	<u>158,657</u>	<u>246,669</u>
At 31 May 2012	<u>2,205</u>	<u>129,387</u>	<u>250,457</u>

LOGISTIK UNICORP LIMITED

NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 May 2013

8. STOCKS	2013	2012
	£	£
Raw materials	764,195	469,763
Work in progress	203,535	49,058
Finished goods and goods for resale	2,083,107	2,488,910
	<u>3,050,837</u>	<u>2,857,726</u>
 9. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	 2013	 2012
	£	£
Trade debtors	3,071,866	3,330,209
Other debtors	7,990	23,664
Amounts due from group company	2,728,243	2,620,791
Prepayments and accrued income	952,859	553,344
	<u>6,760,958</u>	<u>6,528,008</u>
 10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	 2013	 2012
	£	£
Trade creditors	374,866	424,704
Debtor finance facility	1,592,777	1,219,680
Stock finance facility	437,946	225,508
Amounts due to group company	257,290	6,092,117
Social security and other taxes	44,242	41,189
VAT	281,372	425,488
Other creditors	249,915	89,959
Accrued expenses	178,478	163,296
	<u>3,416,886</u>	<u>8,681,941</u>
 11 SECURED DEBTS	 2013	 2012
	£	£
The following secured debts are included within creditors		
Stock finance facility	437,946	225,508
Debtors finance facility	1,592,777	1,219,680
	<u>2,030,723</u>	<u>1,445,188</u>
Full Form Debenture		

Leumi Abl Limited, a group company, has a fixed and floating charge over the undertaking and all property and assets present and future, including goodwill, uncalled capital, buildings, fixtures and fixed plant and machinery

Debenture

Thistle Garments Limited, a group company, has a fixed charge over all properties, all present and future rights, licences, guarantees, rents, deposits, contracts, covenants and warranties relating to the property, all book debts and stock

LOGISTIK UNICORP LIMITED

NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 May 2013

12. SHARE CAPITAL			2013 £	2012 £
Allotted, called up and fully paid				
Number	Class	Nominal value		
5,921,072	Ordinary Shares	£1	5,921,072	1
5,200,000	Preference Shares	£1	5,200,000	5,200,000
			<u>11,121,072</u>	<u>5,200,001</u>

On 24 May 2013 the company issued 5,921,071 £1 Ordinary Shares to Logistik Unicorp Holdings Limited for a consideration of £5,921,071. This was settled through intercompany.

All shares rank pari passu in all rights.

13. RESERVES	Profit and loss account £
At 1 June 2012	(4,191,682)
Loss for the financial year	(253,990)
At 31 May 2013	<u>(4,445,672)</u>

14. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS	2013 £	2012 £
Loss for the financial year	(253,990)	(1,210,203)
Issued ordinary share capital	5,921,071	-
Net addition/(reduction) to shareholders' funds	5,667,081	(1,210,203)
Opening shareholders' funds	1,008,319	2,218,522
Closing shareholders' funds	<u>6,675,400</u>	<u>1,008,319</u>

15. RELATED PARTY DISCLOSURES

As the company is a wholly-owned subsidiary of Logistik Unicorp Holdings Limited, no disclosure of transactions within the group is given in accordance with the exemptions permitted under Financial Reporting Standard No 8.

16. ULTIMATE PARENT COMPANY

The company's immediate parent undertaking at the balance sheet date was Logistik Unicorp Holdings Limited, a company incorporated in England.

The company's ultimate parent undertaking at the balance sheet date was Logistik Unicorp Inc, a company incorporated in Canada. Logistik Unicorp Inc is also the smallest and largest group for which consolidated financial statements are prepared.