

William Baird Limited

Financial statements
For the period ending 26 January 2013

Company registration:
SC021118

Registered address:
1 Rutland Court
Edinburgh EH3 8EY



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Directors' report

The Directors present their report together with the audited financial statements of William Baird Limited (the "Company"), a company registered and domiciled in the UK, for the 39 weeks ended 26 January 2013. The comparative period is for the 52 weeks ended 28 April 2012.

Business review

The principal activity of the Company is that of a holding company. Given the straight-forward nature of the business, the Directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business.

Principal risks and uncertainties

The Company is a wholly owned subsidiary within the Athena Apparel Management S.à r.l & Partners S.C.A. group which manages risk at a group level rather than at an individual business unit level. Accordingly, the Directors believe that a discussion of the Company's risks would not be appropriate for an understanding of the Company's performance or development. The principal risks and uncertainties of Athena Apparel Management S.à r.l & Partners S.C.A. and its subsidiaries, which include those of the Company, are discussed in the annual report of Athena Apparel Management S.à r.l & Partners S.C.A. which can be obtained from 5 rue Guillaume Kroll, L-1882 Luxembourg, Luxembourg.

Results and dividends

The results for the period are set out in the profit and loss account on page 5.

The profit after tax for the period was £39,000 (2012: £52,000).

The Directors do not propose to pay a final dividend (2012: £nil).

Going concern

The Directors have considered the forecast cash flows for a period of 12 months from the Balance Sheet date and, after making enquiries of their bankers and shareholders, they consider it appropriate to prepare the financial statements on a going concern basis.

Directors

The Directors of the Company in office during the period and up to the date of signing the financial statements were:

P Allen
I Johnson
S Morris
T Tideman

Resigned 31 December 2012

Appointed 1 January 2013 and resigned 22 April 2013
Appointed 23 April 2013

There were no contracts of significance during or at the end of the financial period in which a Director of the Company is or was materially interested.

A qualifying third-party indemnity provision as defined in Section 234 of the Companies Act 2006 is in force for the benefit of each of the Directors and the Company Secretary in respect of liabilities incurred as a result of their office, to the extent permitted by law. In respect of those liabilities for which Directors may not be indemnified, the Company maintained a Directors' and officers' liability insurance policy throughout the period.

Preparation of financial statements

The financial statements are prepared under United Kingdom generally accepted accounting practice (UK GAAP).

Employees

The Company had no employees in the period (2012: nil).

Directors' report (continued)

Statement of Directors' responsibilities

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 period. Under that law the Directors have prepared 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;
- 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.

The Directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Disclosure of information to auditors

So far as the Directors are aware, there is no relevant audit information, being information required by the auditors in connection with the preparation of the auditors' report, of which the auditors are unaware. Having made enquiries of fellow Directors and the Company's auditors, each Director has taken all steps that he/she is obliged to take as a Director in order to make himself/herself aware of any relevant audit information and to establish that the auditors are aware of that information.



By order of the Board

A Fogg

SECRETARY

17 October 2013

Independent Auditors' Report to the Members of William Baird Limited

We have audited the financial statements of William Baird Limited for the period ended 26 January 2013 which comprise the Profit and loss account, the Balance sheet and the related notes. 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).

Respective responsibilities of Directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 3 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.

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 financial statements 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 26 January 2013 and of its profit for the period 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.

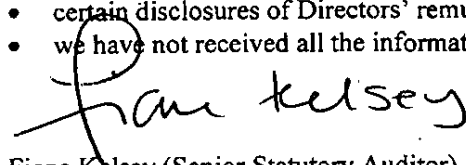
Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial period 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.



Fiona Kelsey (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London, 17 October 2013

Profit and loss account

For the 39 week period ended 26 January 2013

| | | 39 weeks ended 26 January 2013 | 52 weeks ended 28 April 2012 |
|--|------|-----------------------------------|---------------------------------|
| | Note | Total £000 | Total £000 |
| Administrative income | | 19 | 26 |
| Operating profit | 2 | <u>19</u> | <u>26</u> |
| Interest receivable and similar income | 3 | <u>20</u> | <u>26</u> |
| Profit on ordinary activities before taxation | | <u>39</u> | <u>52</u> |
| Tax on profit on ordinary activities | 5 | - | - |
| Profit for the financial period | 12 | <u>39</u> | <u>52</u> |

All amounts relate to the continuing activities of the Company.

The Company has no recognised gains and losses other than the profit above and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the profit on ordinary activities before taxation and the profit for the financial period stated above and their historical cost equivalents.

The notes on pages 7 to 12 form part of these financial statements.

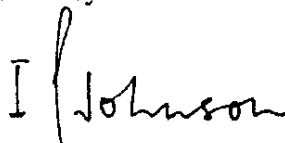
Balance sheet

At 26 January 2013

| | Note | 26 January 2013 £000 | 28 April 2012 £000 |
|---|------|-------------------------|-----------------------|
| Fixed assets | | | |
| Investments | 6 | <u>27,122</u> | <u>27,122</u> |
| Current assets | | | |
| Debtors: Amounts falling due within one year | 7 | 126 | 165 |
| Debtors: Amounts falling due after more than one year | 7 | <u>16,761</u> | <u>16,616</u> |
| | | 16,887 | 16,781 |
| Creditors: Amounts falling due within one year | 8 | <u>(19,653)</u> | <u>(19,646)</u> |
| Net current liabilities | | <u>(2,766)</u> | <u>(2,865)</u> |
| Total assets less current liabilities | | <u>24,356</u> | <u>24,257</u> |
| Creditors: amounts falling due after more than one year | 8 | <u>(22,540)</u> | <u>(22,436)</u> |
| Provisions for liabilities | 9 | <u>(104)</u> | <u>(148)</u> |
| Net assets | | <u>1,712</u> | <u>1,673</u> |
| Capital and reserves | | | |
| Called-up share capital | 10 | 58,618 | 58,618 |
| Profit and loss account | 12 | <u>(56,906)</u> | <u>(56,945)</u> |
| Total shareholders' funds | 11 | <u>1,712</u> | <u>1,673</u> |

The notes on pages 7 to 12 form part of these financial statements.

The financial statements on pages 5 to 12 were approved by the Board on 17 October 2013 and were signed on its behalf by:



I Johnson
Director

Company Number: SC021118

Notes to the financial statements

For the 39 weeks ended 26 January 2013

1. Accounting policies

Basis of preparation

These financial statements are prepared in accordance with United Kingdom generally accepted accounting practice (UK GAAP) under the historical cost accounting convention, on a going concern basis and in accordance with the Companies Act 2006 and applicable accounting standards. These policies have been consistently applied to all the periods presented, unless otherwise stated.

The Directors have considered the forecast cash flows for a period of 12 months from the Balance Sheet date and, after making enquiries of their bankers and shareholders, they consider it appropriate to prepare the financial statements on a going concern basis.

Cash flow statement

The Company is a wholly owned subsidiary of Jacques Vert Group Limited and is included in the consolidated financial statements of Athena Apparel Management S.à r.l & Partners S.C.A. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard Number 1 (Revised 1996).

Consolidated financial statements

The Company is a wholly-owned subsidiary of Jacques Vert Group Limited and is included in the consolidated financial statements of Athena Apparel Management S.à r.l & Partners S.C.A. which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing consolidated financial statements under the terms of section 400 of the Companies Act 2006.

Related party transactions

The Company has taken advantage of the exemption contained within FRS 8, "Related party disclosures", and has not disclosed transactions with group companies.

Interest receivable

Interest receivable is recognised in the profit and loss as it accrues.

Taxation

The tax charge comprises current tax payable and movement on deferred tax.

The current tax payable is provided on taxable profits using tax rates 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.

A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of 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 an undiscounted basis.

Deferred tax is recognised in respect of the retained earnings of overseas subsidiaries only to the extent that, at the balance sheet date, dividends have been accrued as receivable or a binding agreement to distribute past earnings in future periods has been entered into by the subsidiary.

Notes to the financial statements

For the 39 weeks ended 26 January 2013

1. Accounting policies (continued)

Foreign currencies

Transactions denominated in foreign currencies are translated at the exchange rates at the date of the transaction. Foreign exchange gains and losses arising from such transactions and from the translation at period end exchange rates of monetary assets and liabilities denominated in foreign currencies are recognised in the profit and loss account.

Provisions

Provisions are recognised when either a legal or constructive obligation, as a result of a past event, exists at the balance sheet date and where the likely outcome and the amount of the obligation can be measured with reasonable certainty.

Investments

Investments in subsidiary undertakings are recorded at cost plus incidental expenses less any provision for impairment. Impairment reviews are performed by the Directors when there has been an indication of potential impairment.

2. Operating profit

Operating profit is stated after crediting the following:

| | 39 weeks ended 26 January 2013 £000 | 52 weeks ended 28 April 2012 £000 |
|---|---|---|
| Foreign exchange gains on retranslation of loan to subsidiary | 19 | 26 |

The remuneration payable to the current auditors of £1,000 for the 39 weeks ended 26 January 2013 (2012: £1,000) has been borne by a fellow Group company.

3. Interest receivable and similar income

| | 39 weeks ended 26 January 2013 £000 | 52 weeks ended 28 April 2012 £000 |
|---|---|---|
| Interest on loans to Group undertakings | 20 | 26 |

4. Staff numbers and costs

The Company had no employees during the period (2012: nil).

No Director received any emoluments for their services to the Company during the period (2012: £nil).

Notes to the financial statements

For the 39 weeks ended 26 January 2013

5. Tax on profit on ordinary activities

The total tax charge for the period was £nil (2012: £nil).

The tax assessed for the year is lower (2012: lower) than the standard rate of corporation tax in the UK (24%). The differences are explained below:

| | 39 weeks ended 26 January 2013 £000 | 52 weeks ended 28 April 2012 £000 |
|--|---|---|
| Current tax | | |
| Profit on ordinary activities before taxation | 39 | 52 |
| Profit on ordinary activities before taxation multiplied by the standard rate of corporation tax in the UK of 24% (2012: 26%): | 9 | 14 |
| <i>Effects of:</i> | | |
| Other timing differences | (10) | (14) |
| Unrelieved tax losses carried forward | 1 | - |
| | - | - |

Deferred tax

The Company has an unprovided deferred tax asset. The asset has not been recognised due to uncertainty over the recoverability of the asset in the foreseeable future. The unprovided deferred tax asset is analysed below:

| | 26 January 2013 £000 | 28 April 2012 £000 |
|--|-------------------------|-----------------------|
| Depreciation in excess of capital allowances | 84 | 101 |
| Timing differences | 24 | 35 |
| Tax losses carried forward | 2,071 | 2,151 |
| | 2,179 | 2,287 |

Factors affecting future tax charges

The Company has charged depreciation in excess of capital allowances, the deferred tax assets on which have been recognised in part. This reflects the estimated recoverability of the assets in the foreseeable future. Where deferred tax assets have not been recognised this is due to uncertainty over the availability of suitable profits, matched to available tax allowances and losses, in the foreseeable future.

Legislation has now been substantively enacted to reduce the main corporation tax rate to 23% from 1 April 2013. In addition, it was announced that the rate will be reduced by 1% per annum to attain a rate of 22% by 1 April 2014. Accordingly, the deferred tax balance at 26 January 2013, as included in the financial statements, has been calculated at a rate of 23%, being the rate enacted in the Finance Act (2012). The further reduction to a rate of 22% will result in the deferred tax asset balance being adjusted in the financial period that the change in the corporation tax rate is substantively enacted by Parliament.

In addition to the changes in rates of Corporation tax disclosed above, further changes to the UK Corporation tax rates were substantively enacted as part of the Finance Bill 2013 on 2 July 2013. These include reductions to the main rate to reduce the rate to 21% from 1 April 2014 and to 20% from 1 April 2015. As the changes had not been substantively enacted at the balance sheet date their effects are not included in these financial statements.

Notes to the financial statements

For the 39 weeks ended 26 January 2013

6. Investments

| | Total £000 |
|--------------------------------------|-----------------------|
| Cost | |
| At 29 April 2012 and 26 January 2013 | <u>161,759</u> |
| Impairment | |
| At 29 April 2012 and 26 January 2013 | <u>134,637</u> |
| Net book value | |
| At 28 April 2012 and 26 January 2013 | <u>27,122</u> |

The principal subsidiary undertakings, of which all the ordinary share capital is wholly and directly owned and which are incorporated and operate in the United Kingdom, are as follows:

| | Country of incorporation | Nature of business |
|--------------------------------|-------------------------------------|---------------------------|
| Baird Textile Holdings Limited | United Kingdom | Investment Holding Co. |
| WB Industrial Limited | United Kingdom | Investment Holding Co. |

The Directors believe that the carrying value of the investments is supported by their underlying net assets. The Directors consider that to give particulars of all subsidiary undertakings would lead to a statement of excessive length. A full list of subsidiary undertakings at 26 January 2013 will be annexed to the Company's next annual return.

7. Debtors

| | 26 January 2013 £000 | 28 April 2012 £000 |
|--|---------------------------------|-------------------------------|
| Amounts falling due within one year | | |
| Amounts owed by Group undertakings | <u>126</u> | <u>165</u> |

Amounts owed by Group undertakings falling due within one year comprise short term balances which are repayable on demand and interest free.

| | 26 January 2013 £000 | 28 April 2012 £000 |
|---|---------------------------------|-------------------------------|
| Amounts falling due after more than one year | | |
| Amounts owed by Group undertakings | <u>16,761</u> | <u>16,616</u> |

Amounts owed by Group undertakings falling due after more than one year comprise loans with UK group companies which are interest-free and loans with overseas group companies which are interest bearing. All loans are repayable on demand.

Notes to the financial statements

For the 39 weeks ended 26 January 2013

8. Creditors

| | 26 January 2013 £000 | 28 April 2012 £000 |
|--|-------------------------|-----------------------|
| Amounts falling due within one year | | |
| Overdrafts | 17,785 | 17,785 |
| Amounts owed to Group undertakings | 1,801 | 1,794 |
| Other creditors | 52 | 52 |
| Accruals and deferred income | 15 | 15 |
| | <u>19,653</u> | <u>19,646</u> |

Overdrafts are secured by debentures and fixed and floating charges over the Company's assets and a guarantee from other group companies.

Amounts owed to Group undertakings falling due within one year comprise unsecured, short term balances which are repayable on demand and interest free.

| | 26 January 2013 £000 | 28 April 2012 £000 |
|---|-------------------------|-----------------------|
| Amounts falling due after more than one year | | |
| Amounts owed to Group undertakings | <u>22,540</u> | <u>22,436</u> |

Amounts owed to Group undertakings falling due after more than one year comprise unsecured loans with UK group companies which are interest-free. All loans are repayable on demand.

9. Provisions for liabilities

| | Pension schemes £000 |
|---------------------------|-------------------------|
| At 29 April 2012 | 148 |
| Utilised | (44) |
| At 26 January 2013 | <u>104</u> |

Provisions for pension schemes comprise amounts expected to be paid by the Company to unfunded pension schemes within the next ten years.

10. Called up share capital

| | 26 January 2013 £000 | 28 April 2012 £000 |
|---|-------------------------|-----------------------|
| Allotted and fully paid | | |
| 117,236,832 (2012: 117,236,832) Ordinary shares of 50p each | <u>58,618</u> | <u>58,618</u> |

Notes to the financial statements

For the 39 weeks ended 26 January 2013

11. Reconciliation of movements in shareholders' funds

| | 26 January 2013 £000 | 28 April 2012 £000 |
|---------------------------------|-------------------------|-----------------------|
| Opening shareholders' funds | 1,673 | 1,621 |
| Profit for the financial period | 39 | 52 |
| Closing shareholders' funds | 1,712 | 1,673 |

12. Reserves

| | Profit and loss account £000 |
|---------------------------------|------------------------------------|
| At 29 April 2012 | (56,945) |
| Profit for the financial period | 39 |
| 26 January 2013 | (56,906) |

13. Ultimate parent undertaking

The immediate parent undertaking is Jacques Vert Group Limited.

The ultimate parent undertaking and controlling party is a private equity investment fund advised by an affiliate of Sun Capital Partners, Inc. Athena Apparel Management S.à r.l & Partners S.C.A. is the smallest and largest group of undertakings to consolidate these financial statements. Group financial statements for this company can be obtained from 5 rue Guillaume Kroll, L-1882 Luxembourg, Luxembourg.