

ANNUAL REPORT FOR THE YEAR ENDED JANUARY 31, 1982

HIGHLIGHTS

For the year ending January 31	1982	1981	Change
Sales	\$255,600,524	\$234,602,147	+ 8.9%
Earnings Before Taxes	\$ 21,329,999	\$ 25,776,060	_ 17.2%
% of Sales	8.3	11.0	– 24.5%
Earnings After Taxes	\$ 11,940,920	\$ 13,915,832	_ 14.2%
% of Sales	4.7	5.9	– 20.3%
Per Share	\$2.57	\$3.00	– 14.3%
Shareholders' Equity	\$ 77,759,870	\$ 70,085,672	+ 10.9%
Per Share	\$16.77	\$15.11	+ 10.9%
Number of Stores	649	606	+ 7.1%





Sam Reitman

Directors

Sam Reitman
Gerald Smith
Jack Reitman
Cyril Reitman
Jack Hymes
Philippe de Gaspé Beaubien, O.C.
Philip F. Vineberg, O.C., Q.C.
Philip Sacks
Isaac Salem
Jeremy H. Reitman

Transfer Agent & Registrar

MONTREAL TRUST COMPANY Halifax, Montreal, Toronto, Calgary, Vancouver

Officers

Sam Reitman
Chairman of the Board

Jack Reitman

President

Gerald Smith

Executive Vice-President

Isaac Salem
Vice-President & Treasurer

Jeremy H. Reitman
Vice-President & Secretary

Peter S. Cohen

Vice-President - Real Estate

Gilles Ferland

Vice-President - Personnel

Gary Hayes

Vice-President – Merchandising
Smart Set / Sweet Sixteen

Jack Hymes Vice-President

Cyril Reitman Vice-President

Stephen F. Reitman

Vice-President - Merchandising

Jacques Rousseau, C.A.

Vice-President - Comptroller

Philip Sacks

Vice-President
General Merchandise Manager

Allan Salomon

Vice-President - Legal Counsel

Brian Smith

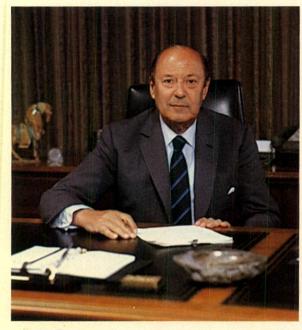
Vice-President - Store Operations

Louis Waxman
Vice-President - Ontario Operations

Jay Weiss
Vice-President - Information Systems

The President's Report

to the Shareholders of Reitmans (Canada) Limited



Jack Reitman

I have pleasure in presenting, on behalf of the Board of Directors, the annual report of Reitmans (Canada) Limited for the fiscal year ended January 31, 1982.

Sales for the year amounted to \$255,600,524 as compared with sales of \$234,602,147 last year, an increase of 8.9%. Sales in Canada increased 6.5% to \$219,256,420 while sales in Worths, our U.S. operation, increased 26.1% to \$36,344,104. Net earnings amounted to \$11,940,920 or \$2.57 per share as compared with \$13,915,832 or \$3.00 per share last year.

The slow sales growth generated in the latter half of the year, a reflection of economic conditions in both Canada and the U.S., was the major factor in the decline in earnings. Notwithstanding a close control on inventory levels, gross margin weakened during the period and escalating expenses significantly depressed operating margins. Nevertheless, the operating earnings of Worths, before depreciation and amortization showed a small increase over last year. Furthermore, in connection with a reorganization of the U.S. companies as at February 1, 1981, leasehold interests were appraised and as a consequence an amount of \$6,027,438 was transferred from goodwill to leasehold interests. Accordingly amortization of leasehold interests amounted to \$680,180 and amortization of goodwill decreased by \$162,997, resulting in a net increased charge to earnings of \$517,183 for the year.

The financial position of the Company continues to be strong. Cash and investments in marketable securities (principally preferred shares in Canadian public companies) totalled \$49,356,942 as compared with \$41,358,726 last year and provides an important source of revenue. During the year, capital investment of \$7,370,475 was required for new store expansion and renovations of which \$3,830,946 was used in Canada and \$3,539,529 in the United States. The Company paid cash dividends totalling \$4,266,722 as compared with \$3,849,325 last year, the current dividend rate being 92 cents per Class A and Common Share.

During the year under review 23 Reitmans stores and 23 Smart Set stores were opened in Canada, Twenty-one (21) stores were closed consisting of 11 Reitmans stores, 3 Smart Set stores and 7 Sweet Sixteen stores. Twenty-six (26) stores were substantially renovated. Accordingly, at year end there were 565 stores in operation in Canada consisting of 351 Reitmans stores, 142 Smart Set shops, 66 Sweet Sixteen stores, and 6 leased departments. Our Canadian expansion program for 1982 is limited, with 14 new stores scheduled to open during the year of which 6 will be Reitmans stores and 8 will be Smart Set shops. We plan to remodel 21 stores during the year. Our policy of closing older unprofitable stores will result in approximately 14 stores closing this year.

In the U.S., 19 Worths stores were opened this year and 1 older store was closed. We plan to open 15 stores this year. At year end we were operating 84 stores in the United States as compared to 42 stores as at the date of acquisition in 1979. This rapid expansion in the face of a severe economic downturn in the U.S. has not provided us with the rate of return on investment that was initially expected. However, we are confident that our U.S. operation is sound and, in the belief that the U.S. economy is close to recovery, we look forward to significant improvement this year. We continue to regard the United States as a most attractive market for the continued growth of the Company.

On behalf of the Board of Directors I wish to express our sincere appreciation to our employees, suppliers and customers. It is they who are responsible for our success and on whom we rely for the future.

On behalf of the Board of Directors

Jack Reitman, President

Montreal, April 16, 1982

STATISTICS (unaudited)

Year ending January 31 1982 1981 1980 1979 * SALES PER QUARTER \$ 49,729 \$ 42,465 \$ 40,723 \$ 32,417 2nd Quarter 65,306 59,089 52,511 43,837 3rd Quarter 63,289 58,543 52,157 42,768 4th Quarter 77,277 74,505 68,476 55,006 * NET EARNINGS PER QUARTER (1) \$ 1,524 \$ 1,019 \$ 1,005 \$ 1,291 2nd Quarter 3,933 3,651 1,766 2,571 3rd Quarter 2,183 4,329 2,990 3,028 4th Quarter 4,301 4,917 4,818 4,125 Total \$ 11,941 \$ 13,916 \$ 10,579 \$ 11,015 PER SHARE PER QUARTER (1) 1st Quarter 0.85 0.79 0.38 0.55 3rd Quarter 0.85 0.79 0.38 0.55 3rd Quarter 0.85 0.79 0.38 0.55 3rd Quarter 0.85 0.79 0.38 0.55<	(unaddited)				
1st Quarter \$ 49,729 \$ 42,465 \$ 40,723 \$ 32,417 2nd Quarter 65,306 59,089 52,511 43,837 3rd Quarter 63,289 58,543 52,157 42,768 4th Quarter 77,277 74,505 68,476 55,006 * NET EARNINGS PER QUARTER (1) \$234,602 \$213,867 \$174,028 * NET EARNINGS PER QUARTER (1) \$ 1,524 \$ 1,019 \$ 1,005 \$ 1,291 2nd Quarter 3,933 3,651 1,766 2,571 3rd Quarter 4,301 4,917 4,4818 4,125 4th Quarter 4,301 4,917 4,4818 4,125 7 Total \$ 11,941 \$ 13,916 \$ 10,579 \$ 11,015 PER SHARE PER QUARTER (1) \$ 13,916 \$ 10,579 \$ 11,015 1st Quarter 0.85 0.79 0.38 0.55 3rd Quarter 0.47 0.93 0.64 0.66 4th Quarter 0.47 0.93 0.64 0.66 4th Quarter 0.47 0.93 0.64 0.66 7 Sard Quar	Year ending January 31	1982	1981	1980	1979
1st Quarter \$ 49,729 \$ 42,465 \$ 40,723 \$ 32,417 2nd Quarter 65,306 59,089 52,511 43,837 3rd Quarter 63,289 58,543 52,157 42,768 4th Quarter 77,277 74,505 68,476 55,006 * NET EARNINGS PER QUARTER (1) \$234,602 \$213,867 \$174,028 * NET EARNINGS PER QUARTER (1) \$ 1,524 \$ 1,019 \$ 1,005 \$ 1,291 2nd Quarter 3,933 3,651 1,766 2,571 3rd Quarter 4,301 4,917 4,4818 4,125 4th Quarter 4,301 4,917 4,4818 4,125 7 Total \$ 11,941 \$ 13,916 \$ 10,579 \$ 11,015 PER SHARE PER QUARTER (1) \$ 13,916 \$ 10,579 \$ 11,015 1st Quarter 0.85 0.79 0.38 0.55 3rd Quarter 0.47 0.93 0.64 0.66 4th Quarter 0.47 0.93 0.64 0.66 4th Quarter 0.47 0.93 0.64 0.66 7 Sard Quar					
2nd Quarter	* SALES PER QUARTER				
Total	1st Quarter	\$ 49,729	\$ 42,465		
Strong S		65,306	59,089	52,511	
## Quarter Total ## \$255,601 \$234,602 \$213,867 \$174,028 \$174,028 \$255,601 \$234,602 \$213,867 \$174,028 \$1		63,289	58,543	52,157	
*NET EARNINGS PER QUARTER (1) 1st Quarter 2nd Quarter 3,933 3,651 1,766 2,571 3rd Quarter 2,183 4,329 2,990 3,028 4th Quarter 4,301 1st Quarter 2,183 4,317 3,917 3,917 3,918 4,917 4,818 4,125 Total **I1,941 **I1,941 **I3,916 **I1,941		77,277	74,505	68,476	55,006
* NET EARNINGS PER QUARTER (1) 1st Quarter 2nd Quarter 3,933 3,651 1,766 2,571 3rd Quarter 4,301 4,917 4,818 4,125 Total * 1,941 * 13,916 * 10,579 * 11,015 PER SHARE PER QUARTER (1) 1st Quarter 9,033 \$ 0,22 \$ 0,22 \$ 0,28 2nd Quarter 9,085 9rd Quarter 9,092 1,06 1,04 9,89 1,061 1,061 1,04 9,89 1,061 1,061 1,04 9,89 1,061 1,		\$255.601	\$234,602	\$213,867	\$174,028
1st Quarter \$ 1,524 \$ 1,019 \$ 1,005 \$ 1,291 2nd Quarter 3,933 3,6551 1,766 2,571 3rd Quarter 2,183 4,329 2,990 3,028 4th Quarter 4,301 4,917 4,818 4,125 Total \$ 11,941 \$ 13,916 \$ 10,579 \$ 11,015 PER SHARE PER QUARTER (1) \$ 0.33 \$ 0.22 \$ 0.22 \$ 0.28 2nd Quarter 0.85 0.79 0.38 0.55 3rd Quarter 0.47 0.93 0.64 0.66 4th Quarter 0.92 1.06 1.04 0.89 Total \$ 2.57 \$ 3.00 \$ 2.28 \$ 2.38 * SHAREHOLDERS' EQUITY \$ 77,760 \$ 70,086 \$ 60,019 \$ 53,057 PER SHARE \$ 16.77 \$ 15.11 \$ 12.94 \$ 11.44 * CASH DIVIDENDS \$ 4,267 \$ 3,849 \$ 3,617 \$ 2,501 PER SHARE \$ 0.92 \$ 0.83 \$ 0.78 \$ 0.54 <th>Total</th> <th><u>*****</u></th> <th>-</th> <th></th> <th></th>	Total	<u>*****</u>	-		
2nd Quarter 3,933 3,651 1,766 2,571 3rd Quarter 4,301 4,917 4,818 4,125 Total \$11,941 \$13,916 \$10,579 \$11,015 PER SHARE PER QUARTER (1) 1st Quarter 2nd Quarter 30,33 \$0.22 \$0.22 \$0.28 2nd Quarter 30,855 0.79 0.38 0.55 3rd Quarter 40,47 0.93 0.64 0.66 4th Quarter 40,47 0.93 0.64 0.66 4th Quarter 40,47 0.93 0.64 0.66 4th Quarter 50,92 1.06 1.04 0.89 Total \$2.57 \$3.00 \$2.28 \$2.38 *SHAREHOLDERS' EQUITY \$77,760 \$70,086 \$60,019 \$53,057 PER SHARE \$16.77 \$15.11 \$12.94 \$11.44 *CASH DIVIDENDS \$4,267 \$3,849 \$3,617 \$2,501 PER SHARE \$0.92 \$0.83 \$0.78 \$0.54 RETURN ON SALES (%) 4.67 5.93 4.95 6.33 RETURN ON EQUITY (%) 15.35 19.86 17.63 20.76 NUMBER OF STORES REITMANS (2) 357 345 346 346 SMART SET 142 122 114 102 SWEET SIXTEEN 66 73 78 82	* NET EARNINGS PER QUARTER (1)				
3rd Quarter 4,301 4,917 4,818 4,125	1st Quarter				
## Quarter	2nd Quarter				
Total \$ 11,941 \$ 13,916 \$ 10,579 \$ 11,015 PER SHARE PER QUARTER (1) 1st Quarter \$ 0.33 \$ 0.22 \$ 0.22 \$ 0.28 2nd Quarter \$ 0.85 0.79 0.38 0.55 3rd Quarter \$ 0.47 0.93 0.64 0.66 4th Quarter \$ 0.92 1.06 1.04 0.89	3rd Quarter	2,183		The state of the s	
PER SHARE PER QUARTER (1) 1st Quarter 2nd Quarter 2nd Quarter 30.85 3rd Quarter 30.47 30.93 30.64 40.66 4th Quarter 30.92 30.08 * SHAREHOLDERS' EQUITY PER SHARE * CASH DIVIDENDS PER SHARE \$ 4,267 PER SHARE \$ 16.77 \$ 15.11 \$ 12.94 \$ 11.44 * CASH DIVIDENDS PER SHARE \$ 4,267 \$ 3,849 \$ 3,617 \$ 2,501 RETURN ON SALES (%) 4.67 5.93 4.95 6.33 RETURN ON EQUITY (%) 15.35 19.86 17.63 20.76 NUMBER OF STORES REITMANS (2) SMART SET SWEET SIXTEEN 66 73 78 82	4th Quarter	4,301	4,917	4,818	4,125
PER SHARE PER QUARTER (1) 1st Quarter 2nd Quarter 2nd Quarter 30.85 3rd Quarter 40.47 4th Quarter 40.92 50.92 50.28 50.29 50.22 50.28 50.25 50.79 50.38 50.55 50.79 50.38 50.55 50.79 50.38 50.64 50.66 50.66 50.69 50.69 50.60 50.	Total	\$ 11,941	\$ 13,916	\$ 10,579	\$ 11,015
1st Quarter \$ 0.33 \$ 0.22 \$ 0.22 \$ 0.28 2nd Quarter 0.85 0.79 0.38 0.55 3rd Quarter 0.47 0.93 0.64 0.66 4th Quarter 0.92 1.06 1.04 0.89 Total \$ 2.57 \$ 3.00 \$ 2.28 \$ 2.38 * SHAREHOLDERS' EQUITY PER SHARE \$ 16.77 \$ 15.11 \$ 12.94 \$ 11.44 * CASH DIVIDENDS PER SHARE \$ 4,267 \$ 3,849 \$ 3,617 \$ 2,501 PER SHARE \$ 0.92 \$ 0.83 \$ 0.78 \$ 0.54 RETURN ON SALES (%) 4.67 5.93 4.95 6.33 RETURN ON EQUITY (%) 15.35 19.86 17.63 20.76 NUMBER OF STORES REITMANS (2) 357 345 346 346 SMART SET 142 122 114 102 SWEET SIXTEEN 66 73 78 82					
2nd Quarter 0.85 0.79 0.38 0.55 3rd Quarter 0.47 0.93 0.64 0.66 4th Quarter 0.92 1.06 1.04 0.89 Total \$ 2.57 \$ 3.00 \$ 2.28 \$ 2.38 * SHAREHOLDERS' EQUITY PER SHARE \$ 77,760 \$ 70,086 \$ 60,019 \$ 53,057 PER SHARE \$ 16.77 \$ 15.11 \$ 12.94 \$ 11.44 * CASH DIVIDENDS PER SHARE \$ 4,267 \$ 3,849 \$ 3,617 \$ 2,501 PER SHARE \$ 0.92 \$ 0.83 \$ 0.78 \$ 0.54 RETURN ON SALES (%) 4.67 5.93 4.95 6.33 RETURN ON EQUITY (%) 15.35 19.86 17.63 20.76 NUMBER OF STORES REITMANS (2) 357 345 346 346 SMART SET 142 122 114 102 SWEET SIXTEEN 66 73 78 82	PER SHARE PER QUARTER (1)				
3rd Quarter 0.47 0.93 0.64 0.66 4th Quarter 0.92 1.06 1.04 0.89 Total \$ 2.57 \$ 3.00 \$ 2.28 \$ 2.38 * SHAREHOLDERS' EQUITY PER SHARE \$ 77,760 \$ 70,086 \$ 60,019 \$ 53,057 PER SHARE \$ 16.77 \$ 15.11 \$ 12.94 \$ 11.44 * CASH DIVIDENDS PER SHARE \$ 4,267 \$ 3,849 \$ 3,617 \$ 2,501 PER SHARE \$ 0.92 \$ 0.83 \$ 0.78 \$ 0.54 RETURN ON SALES (%) 4.67 5.93 4.95 6.33 RETURN ON EQUITY (%) 15.35 19.86 17.63 20.76 NUMBER OF STORES REITMANS (2) 357 345 346 346 SMART SET 142 122 114 102 SWEET SIXTEEN 66 73 78 82	1st Quarter				
4th Quarter Total 0.92 \$ 1.06 \$ 1.04 \$ 0.89 * SHAREHOLDERS' EQUITY PER SHARE \$ 77,760 \$ 70,086 \$ 60,019 \$ 53,057 * CASH DIVIDENDS PER SHARE \$ 4,267 \$ 3,849 \$ 3,617 \$ 2,501 * CASH DIVIDENDS PER SHARE \$ 0.92 \$ 0.83 \$ 0.78 \$ 0.54 * RETURN ON SALES (%) 4.67 \$ 5.93 \$ 4.95 \$ 6.33 * RETURN ON EQUITY (%) 15.35 \$ 19.86 \$ 17.63 \$ 20.76 NUMBER OF STORES REITMANS (2) SMART SET SIXTEEN 357 345 346 346 346 346 346 346 346 346 346 346	2nd Quarter	0.85			
Total \$ 2.57 \$ 3.00 \$ 2.28 \$ 2.38 * SHAREHOLDERS' EQUITY PER SHARE \$ 77,760 \$ 70,086 \$ 60,019 \$ 53,057 * CASH DIVIDENDS PER SHARE \$ 16.77 \$ 15.11 \$ 12.94 \$ 11.44 * CASH DIVIDENDS PER SHARE \$ 0.92 \$ 0.83 \$ 0.78 \$ 0.54 RETURN ON SALES (%) 4.67 5.93 4.95 6.33 RETURN ON EQUITY (%) 15.35 19.86 17.63 20.76 NUMBER OF STORES REITMANS (2) SMART SET SET SIXTEEN 357 345 346 346 SMART SET SIXTEEN 142 122 114 102 SWEET SIXTEEN 66 73 78 82	3rd Quarter	0.47	0.93	0.64	
* SHAREHOLDERS' EQUITY \$ 77,760 \$ 70,086 \$ 60,019 \$ 53,057 PER SHARE \$ 16.77 \$ 15.11 \$ 12.94 \$ 11.44 \$ 11.44 \$ CASH DIVIDENDS \$ 4,267 \$ 3,849 \$ 3,617 \$ 2,501 PER SHARE \$ 0.92 \$ 0.83 \$ 0.78 \$ 0.54 \$ 0.92 \$ 0.83 \$ 0.78 \$ 0.54 \$ 0.92 \$ 0.83 \$ 0.78 \$ 0.54 \$ 0.92 \$ 0.83 \$ 0.78 \$ 0.54 \$ 0.92 \$ 0.83 \$ 0.78 \$ 0.54 \$ 0.92 \$ 0.83 \$ 0.78 \$ 0.54 \$ 0.92 \$ 0.83 \$ 0.78 \$ 0.54 \$ 0.92 \$ 0.83 \$ 0.78 \$ 0.54 \$ 0.92 \$ 0.83 \$ 0.78 \$ 0.54 \$ 0.92 \$ 0.83 \$ 0.78 \$ 0.54 \$ 0.92 \$ 0.83 \$ 0.78 \$ 0.92 \$ 0.92 \$ 0.83 \$ 0.78 \$ 0.92 \$ 0.92 \$ 0.83 \$ 0.78 \$ 0.92 \$ 0.92 \$ 0.83 \$ 0.78 \$ 0.92 \$ 0.92 \$ 0.92 \$ 0.83 \$ 0.78 \$ 0.92 \$ 0.92 \$ 0.92 \$ 0.83 \$ 0.78 \$ 0.92 \$	4th Quarter	0.92	1.06	1.04	0.89
PER SHARE \$ 16.77 \$ 15.11 \$ 12.94 \$ 11.44 * CASH DIVIDENDS PER SHARE \$ 4,267 \$ 3,849 \$ 3,617 \$ 2,501 \$ 0.92 \$ 0.83 \$ 0.78 \$ 0.54 RETURN ON SALES (%) 4.67 5.93 4.95 6.33 RETURN ON EQUITY (%) 15.35 19.86 17.63 20.76 NUMBER OF STORES REITMANS (2) SMART SET SWEET SIXTEEN 357 345 346 346 SWEET SIXTEEN 66 73 78 82	Total	\$ 2.57	\$ 3.00	\$ 2.28	\$ 2.38
PER SHARE \$ 16.77 \$ 15.11 \$ 12.94 \$ 11.44 * CASH DIVIDENDS PER SHARE \$ 4,267 \$ 3,849 \$ 3,617 \$ 2,501 \$ 0.92 \$ 0.83 \$ 0.78 \$ 0.54 RETURN ON SALES (%) 4.67 5.93 4.95 6.33 RETURN ON EQUITY (%) 15.35 19.86 17.63 20.76 NUMBER OF STORES REITMANS (2) SMART SET SWEET SIXTEEN 357 345 346 346 SWEET SIXTEEN 66 73 78 82					
* CASH DIVIDENDS PER SHARE \$ 4,267 \$ 3,849 \$ 3,617 \$ 2,501 \$ 0.92 \$ 0.83 \$ 0.78 \$ 0.54 RETURN ON SALES (%) 4.67 5.93 4.95 6.33 RETURN ON EQUITY (%) 15.35 19.86 17.63 20.76 NUMBER OF STORES REITMANS (2) SMART SET 142 122 114 102 SWEET SIXTEEN 66 73 78 82	* SHAREHOLDERS' EQUITY	\$ 77,760	\$ 70,086	\$ 60,019	\$ 53,057
PER SHARE \$ 0.92 \$ 0.83 \$ 0.78 \$ 0.54 RETURN ON SALES (%) 4.67 5.93 4.95 6.33 RETURN ON EQUITY (%) 15.35 19.86 17.63 20.76 NUMBER OF STORES REITMANS (2) 357 345 346 346 SMART SET 142 122 114 102 SWEET SIXTEEN 66 73 78 82	PER SHARE	\$ 16.77	\$ 15.11	\$ 12.94	\$ 11.44
PER SHARE \$ 0.92 \$ 0.83 \$ 0.78 \$ 0.54 RETURN ON SALES (%) 4.67 5.93 4.95 6.33 RETURN ON EQUITY (%) 15.35 19.86 17.63 20.76 NUMBER OF STORES REITMANS (2) 357 345 346 346 SMART SET 142 122 114 102 SWEET SIXTEEN 66 73 78 82					
RETURN ON SALES (%) 4.67 5.93 4.95 6.33 RETURN ON EQUITY (%) 15.35 19.86 17.63 20.76 NUMBER OF STORES REITMANS (2) 357 345 346 346 SMART SET 142 122 114 102 SWEET SIXTEEN 66 73 78 82	* CASH DIVIDENDS	\$ 4,267	\$ 3,849	\$ 3,617	\$ 2,501
RETURN ON EQUITY (%) 15.35 19.86 17.63 20.76 NUMBER OF STORES REITMANS (2) 357 345 346 346 SMART SET 142 122 114 102 SWEET SIXTEEN 66 73 78 82	PER SHARE	\$ 0.92	\$ 0.83	\$ 0.78	\$ 0.54
RETURN ON EQUITY (%) 15.35 19.86 17.63 20.76 NUMBER OF STORES REITMANS (2) 357 345 346 346 SMART SET 142 122 114 102 SWEET SIXTEEN 66 73 78 82					
NUMBER OF STORES REITMANS (2) 357 345 346 346 SMART SET 142 122 114 102 SWEET SIXTEEN 66 73 78 82	RETURN ON SALES (%)	4.67	5.93	4.95	6.33
NUMBER OF STORES REITMANS (2) 357 345 346 346 SMART SET 142 122 114 102 SWEET SIXTEEN 66 73 78 82	DETUDN ON FOURTY (9/)	15.05	10.00	17.60	00.76
REITMANS (2) 357 345 346 346 SMART SET 142 122 114 102 SWEET SIXTEEN 66 73 78 82	RETURN ON EQUITY (%)	15.55	19.00	17.03	20.76
REITMANS (2) 357 345 346 346 SMART SET 142 122 114 102 SWEET SIXTEEN 66 73 78 82	NUMBER OF STORES				
SMART SET 142 122 114 102 SWEET SIXTEEN 66 73 78 82		357	345	346	346
SWEET SIXTEEN 66 73 78 82					
WOITIII —					-
TOTAL 649 606 589 530	IOIAL	649			530
RECORD OF STOCK PRICES (3)	RECORD OF STOCK PRICES (3)				
Common High \$28.50 \$22.00 \$21.00 \$18.50		\$28.50	\$22.00	\$21.00	\$18.50
Common Low \$20.00 \$13.50 \$13.75 \$13.50		\$20.00	\$13.50	\$13.75	\$13.50
Class A High \$27.00 \$22.50 \$21.88 \$18.75	Class A High	\$27.00	\$22.50	\$21.88	\$18.75
Class A Low \$20.00 \$15.00 \$14.50 \$13.63		\$20.00	\$15.00	\$14.50	\$13.63
*(000's omitted)	*(000's omitted)				

Excluding extraordinary gain
 Including leased departments
 On the Toronto Stock Exchange for the immediately preceding calendar year

1978	1977	1976	1975	1974	1973
\$ 30,648	\$ 26,986	\$ 24,822	\$15,332	\$13,899	\$12,387
39,531	36,362	36,010	22,716	19,972	17,726
39,340	37,411	35,254	21,196	17,410	15,858
50,249	46,078	42,874	30,891	24,973	22,511
\$159,768	\$146,837	\$138,960	\$90,135	\$76,254	\$68,482
\$ 1,446	\$ 701	\$ 1,043	\$ 419	\$ 262	\$ 206
2,117	895	2,397	1,252	1,016	868
2,735	2,704	2,562	1,323	911	873
3,357	3,527	2,809	2,115	1,623	1,497
\$ 9,655	\$ 7,827	\$ 8,811	\$ 5,109	\$ 3,812	\$ 3,444
\$ 0.32	\$ 0.15	\$ 0.22	\$ 0.09	\$ 0.06	\$ 0.05
0.46	0.20	0.53	0.28	0.22	0.19
0.59	0.59	0.56	0.28	0.20	0.19
0.74	0.77	0.62	0.47	0.36	0.33
\$ 2.11	\$ 1.71	\$ 1.93	\$ 1.12	\$ 0.84	\$ 0.76
\$ 44,274	\$ 36,178	\$ 29,817	\$22,681	\$18,996	\$16,094
\$ 9.61	\$ 7.91	\$ 6.53	\$ 4.98	\$ 4.17	\$ 3.53
\$ 1,928	\$ 1,485	\$ 1,541	\$ 1,368	\$ 1,140	\$ 855
\$ 0.42	\$ 0.32½	\$ 0.33 ³ / ₄	\$ 0.30	\$ 0.25	\$0.18 ³ / ₄
6.04	5.33	6.34	5.67	5.00	5.03
21.81	21.64	29.55	22.52	20.07	21.40
336 92 84 — 512	324 65 87 — 476	316 47 85 — 448	308 23 — — — 331	288 18 — — — 306	271 11 — — — — 282
\$14.13	\$14.75	\$14.75	\$10.25	\$16.75	\$ 8.94
\$ 9.00	\$ 8.25	\$ 7.50	\$ 6.75	\$ 7.50	\$ 4.75
\$14.00	\$14.25	\$14.38	\$ 9.75	\$16.00	\$ 8.13
\$ 9.50	\$ 7.75	\$ 7.00	\$ 5.50	\$ 7.00	\$ 4.44



and subsidiary companies

CONSOLIDATED FINANCIAL STATEMENTS

BALANCE SHEET AS

ASSETS	1982	1981
CURRENT ASSETS		
Cash and short-term deposits	\$ 12,583,315	\$ 9,246,599
Accounts receivable	2,266,910	2,543,641
Merchandise inventories	20,152,993	18,791,855
Prepaid items and deposits	2,115,605	1,889,771
Total Current Assets	37,118,823	32,471,866
INVESTMENTS IN MARKETABLE SECURITIES		
(Market Value \$27,693,379; 1981 - \$29,771,291)	36,773,627	32,112,127
FIXED ASSETS		
Land and buildings	206,800	206,800
Fixtures and equipment	14,957,087	13,572,305
Leasehold improvements	18,902,894	14,790,406
	34,066,781	28,569,511
Less: Accumulated depreciation	13,086,348	11,486,762
Total Fixed Assets	20,980,433	17,082,749
OTHER ASSETS		
Leasehold interests	5,347,258	-
Goodwill	6,668,552	12,886,021
	12,015,810	12,886,021
	\$106,888,693	\$ 94,552,763

Approved on behalf of the Board

SAM REITMAN)
JACK REITMAN

Directors

AT JANUARY 31, 1982

LIABILITIES AND SHAREHOLDERS' EQUITY	1982	1981
CURRENT LIABILITIES		
Accounts payable and accrued items	\$ 18,008,576	\$ 17,434,142
Sales and withholding taxes	1,104,609	903,881
Income taxes	8,912,990	4,619,910
Total Current Liabilities	28,026,175	22,957,933
LONG TERM DEBT	592,000	989,951
DEFERRED INCOME TAXES	510,648	519,207
SHAREHOLDERS' EQUITY		
Capital Stock		
Class A shares issued 2,957,741	982,721	982,721
Common shares issued 1,680,000	482,171	482,171
Total Capital Stock	1,464,892	1,464,892
Total Shareholders' Equity	76,294,978 77,759,870	70,085,672
Total Shareholders Equity		70,065,072
	\$106,888,693	\$ 94,552,763

The Notes to the Consolidated Financial Statements are an integral part of these financial statements.

EARNINGS

for the year ended January 31, 1982

	1982	1981
Sales	\$255,600,524	\$234,602,147
Cost of goods sold and selling, general and administrative expenses exclusive of items shown hereunder	233,316,000	206,715,818
Income from marketable securities and short term deposits	4,455,604 26,740,128	2,640,723 30,527,052
Deduct:		
Depreciation	3,456,948 1,082,971	2,866,634 1,531,331
Amortization of goodwill and leasehold interests	870,210	353,027
	5,410,129	4,750,992
Earnings before income taxes	21,329,999	25,776,060
Income taxes	9,389,079	11,860,228
Net Earnings	\$ 11,940,920	\$ 13,915,832
Earnings per share	\$2.57	\$3.00

RETAINED EARNINGS

for the year ended January 31, 1982

	1982	1981
BALANCE AT BEGINNING OF YEAR	\$ 68,620,780	\$ 58,554,273
Net earnings	11,940,920	13,915,832
	80,561,700	72,470,105
Deduct:		
Dividends paid on:		0.454.005
Class A shares	2,721,122	2,454,925
Common shares	1,545,600	1,394,400
	4,266,722	3,849,325
BALANCE AT END OF YEAR	\$ 76,294,978	\$ 68,620,780

CHANGES IN FINANCIAL POSITION

for the year ended January 31, 1982

	1982	1981
WORKING CAPITAL DERIVED FROM Earnings for the year	\$ 11,940,920	\$ 13,915,832
Items not involving working capital:	φ 11,940,920	φ 13,913,032
Depreciation	3,456,948	2,866,634
Amortization of goodwill and leasehold interests	870,210	353,027
Deferred income taxes	(8,559)	30,293
Net (gain) loss on sale of marketable securities	(59,202)	261,839
Provided from operations	16,200,317	17,427,625
Provided from operations	10,200,317	17,427,020
Proceeds of sale of marketable securities	2,630,288	10,197,027
Proceeds of disposal of fixed assets	15,843	141,209
	\$ 18,846,448	\$ 27,765,861
WORKING CAPITAL APPLIED TO		
Additions to fixed assets	\$ 7,370,475	\$ 4,586,192
Dividends	4,266,722	3,849,325
Purchase of marketable securities	7,232,585	18,362,499
Reduction in long term debt	397,951	9,499,119
	\$ 19,267,733	\$ 36,297,135
DECREASE IN WORKING CAPITAL	\$ 421,285	\$ 8,531,274
WORKING CAPITAL AT BEGINNING OF YEAR	9,513,933	18,045,207
WORKING CARITAL AT END OF YEAR		
WORKING CAPITAL AT END OF YEAR	\$ 9,092,648	\$ 9,513,933

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS

as at January 31, 1982

The Company is incorporated under the Canada Business Corporation Act. Its subsidiary companies sell women's wear at retail in Canada and the United States.

1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

- a) The accompanying financial statements are prepared on the historical cost basis in accordance with accounting principles generally accepted in Canada and conform in all material respects to International Accounting Standards.
- b) These consolidated financial statements include the accounts of all subsidiary companies, all of which are wholly-owned.
 - The difference between the cost of the investment in shares of subsidiary companies and the underlying equity at the date of acquisition is accounted for as goodwill and amortized over a period of forty years.
- c) Merchandise inventories are valued at the lower of cost and net realizable value.
- d) Investments in marketable securities are carried at cost. Income therefrom is included in earnings
 for the year as dividends are declared.
- e) Fixed assets are carried at cost less accumulated depreciation and amortization and are depreciated at the following annual rates applied to their cost:

Buildings — 5%

Fixtures and equipment — 10%

Leasehold improvements — 7½%, which covers the term of a typical lease plus the first renewal option.

When fixed assets are fully depreciated, it is the practice to write off the costs against accumulated depreciation and amortization so that only costs not fully depreciated are carried on the balance sheet. Depreciation expense includes gains and losses on disposal of fixed assets.

- f) Leasehold interests are amortized over the remaining terms of the leases.
- g) The companies carry on their operations in leased premises under leases having varying terms of up to thirty years plus options to renew for additional periods. The leases relating to stores and other premises fall into the category of operating leases.
- h) Expenditures associated with the opening of new stores, other than fixtures, equipment and leasehold improvements, are expensed as incurred.
- i) The Company maintains a retirement pension plan. The costs of this plan are expensed in the year required fundings are payable.
- j) Financial statements of the U.S. companies included in these financial statements are translated into Canadian dollars at the following rates of exchange:

Current assets and liabilities - at current rates:

Non-current assets and liabilities - at historical rates;

Items in the statement of earnings - at average rates during the year except for the amortization of non-current assets which are at historical rates.

The resultant gains or losses on translation are included in earnings for the year.

2. LEASEHOLD INTERESTS

In connection with a reorganization of the U.S. companies as at February 1, 1981, leasehold interests were appraised and recorded. Accordingly, in these consolidated accounts the appraised value of these leasehold interests, \$6,027,438, has been reclassified from the amount of goodwill which was created when these companies were acquired in 1979. Amortization has been provided for the full year.

3. LONG TERM DEBT

Parl and transfer		1982		1981
Debentures:				
6% Sinking Fund debentures due July 15, 1985	\$	592,000	\$	967,000
Ottler				29,964
		592,000		996,964
Less: Portion payable within one year included in accounts payable		_		7,013
	\$	592,000	\$	989,951
	-		-	

Repayments of long-term debt are as follows: Year ending January 31, 1984 - \$92,000; 1985 - \$250,000; 1986 - \$250,000.

The debentures are repayable at the option of the Company in advance of the scheduled repayment dates. Under the terms of the Trust Agreement relating to the debentures, the Company is limited in the amount of dividends, other than stock dividends, which it may pay. The amount of dividends permitted is substantially in excess of the aggregate paid during the year ended January 31, 1982. Interest on long-term debt in 1982 amounted to \$54,397; (1981 - \$1,433,653.)

4. CAPITAL STOCK

- a) The holders of Class A shares are entitled to receive a fixed, cumulative preferential dividend at the rate of five cents per share, payable as and when declared. After the Common shares have received an equal dividend, the Class A and Common shares rank equally and pari-passu with respect to all further dividends. Both classes of shares rank equally and pari-passu upon any distribution of the assets of the Company. The holders of Class A shares are not entitled to vote except in certain circumstances.
- b) At January 31, 1982, 21,035 Class A shares are reserved for issuance to key employees under a stock option plan. No options are outstanding at this date under this plan.

5. LEASES

Minimum lease payments under operating leases exclusive of additional amounts based on percentage of sales, taxes and other occupancy costs, payable during the next five years and subsequent periods amount to:

1983	\$13,669,796
1984	12,952,050
1985	11,756,855
1986	10,476,958
1987	9,100,091
Subsequent Periods	34,124,229
	\$92,079,979

6. PENSION PLAN

At January 1, 1981, the latest date for which actuarial calculations are available, the unfunded liability amounted to approximately \$454,000 which is being funded by annual payments to 1994.

7. INFORMATION ABOUT OPERATIONS BY GEOGRAPHIC AREAS

	Cana	nda	United States		Total	
	1982	1981	1982	1981	1982	1981
Sales	\$219,256,420	\$205,789,109	\$36,344,104	\$28,813,038	\$255,600,524	\$234,602,147
Operating Earnings Before items hereunder:	\$ 22,776,526	\$ 28,374,972	\$ 737,890	\$ 652,400	\$ 23,514,416	\$ 29,027,372
Less: Depreciation	\$ 2,584,985 —	\$ 2,276,725 —	\$ 871,963 190,030 680,180	\$ 589,909 353,027	\$ 3,456,948 190,030 680,180	\$ 2,866,634 353,027
	\$ 2,584,985	\$ 2,276,725	\$ 1,742,173	\$ 942,936	\$ 4,327,158	\$ 3,219,661
Net operating earnings Income from marketable securities and short-term deposits	\$ 20,191,541	\$ 26,098,247	\$ (1,004,283)	\$(290,536)	\$ 19,187,258 \$ 4,455,604 \$ 23,642,862	\$ 25,807,711 \$ 2,640,723 \$ 28,448,434
General corporate expenses Interest expense Income taxes					1,229,892 1,082,971 9,389,079	1,141,043 1,531,331 11,860,228
Net earnings					\$ 11,940,920	\$ 13,915,832
Identifiable assets	\$ 39,543,302	\$ 40,728,081	\$30,556,089	\$21,675,891	\$ 70,099,391	\$ 62,403,972
Corporate assets Total assets					36,789,302 \$106,888,693	\$ 94,552,7

AUDITORS' REPORT

To the Shareholders of Reitmans (Canada) Limited

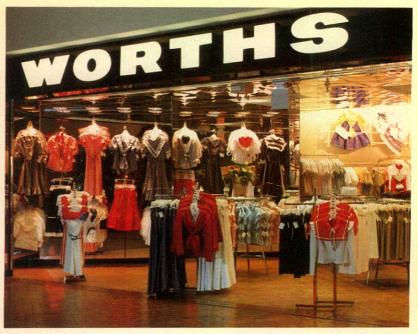
We have examined the Consolidated Balance Sheet of Reitmans (Canada) Limited and Sudsidiary Companies as at January 31, 1982 and the Consolidated Statements of Earnings, Retained Earnings and Changes in Financial Position for the year then ended. Our examination was made in accordance with generally accepted auditing standards, and accordingly included such tests and other procedures as we considered necessary in the circumstances.

In our opinion, these consolidated financial statements present fairly the financial position of the Companies as at January 31, 1982, and the results of their operations and the changes in their financial position for the year then ended, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

Viau, Robin & Associés Peat, Marwick, Mitchell & Co. Chartered Accountants

Montreal, Canada March 29, 1982

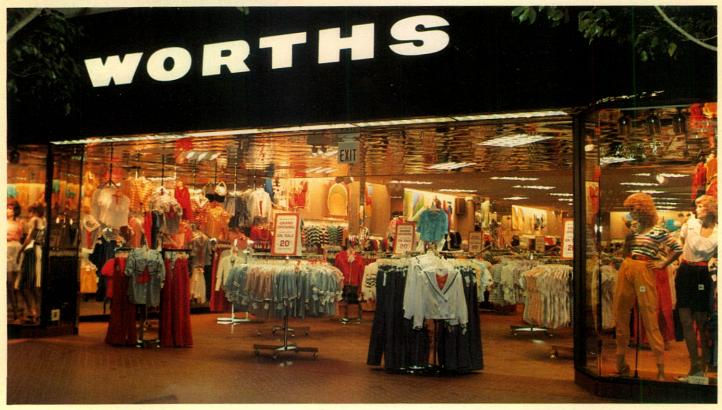




Bright, cheerful surroundings filled with the latest popular trends for the fashion aware junior and contemporary customer.

Wide open and inviting store fronts and all the newest innovations in store decor and display have been used to enhance the merchandise presentation as well as to create a comfortable and relaxed atmosphere for fashion shopping.

Our aggressive and selective expansion program has seen Worths quickly become recognized as a national retail chain.







Reitman

smart set

sweet sixteen



smart set

The Trusted Name in Canadian Fashion for over 60 Years.

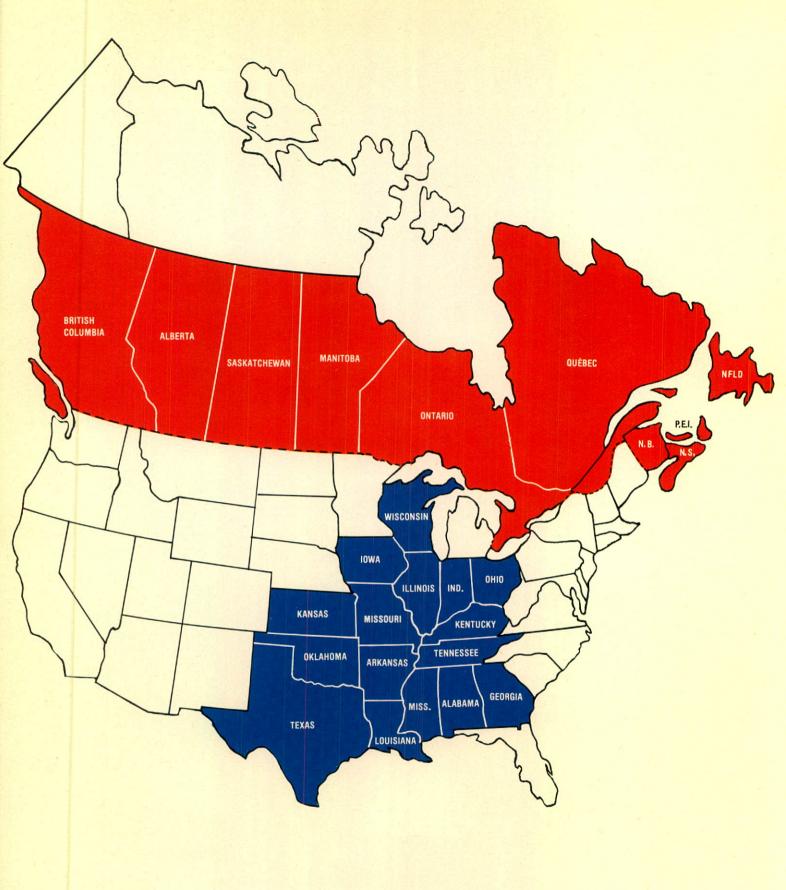
Fashion Trends for Price-Conscious Young Women.

Fashion Leadership in Style and Value.









CANADA: 565 stores UNITED STATES: 84 stores 649 stores

STORES IN CANADA BY DIVISION AND PROVINCE

January 31, 1982

	Total	Reitmans	Smart Set	Sweet Sixteen
British Columbia	78	27	12	39
Alberta	56	23	12	21
Saskatchewan	22	14	2	6
Manitoba	13	9	4	_
Ontario (*Incl. leased depts.)	192*	128*	64	_
Quebec	116	99	17	_
New Brunswick	31	18	13	_
Nova Scotia	29	19	10	_
Prince Edward Island	4	3	1	_
Newfoundland	24	17	7	_
CANADA	565	357	142	66

WORTHS STORES IN THE UNITED STATES

January 31, 1982			
ALABAMA (3) Birmingham Florence	INDIANA (5) Bloomington Clarksville	MISSOURI (26) Cape Girardeau (2) Chesterfield	OKLAHOMA (4) Lawton Muskogee
Tuscaloosa ARKANSAS (1) Rogers	Evansville Greenwood Merrillville	Columbia Des Péres Florissant Grandview Hazelwood Independence Jennings (2)	Oklahoma City Tulsa TEXAS (15) Arlington Baytown Brownsville Dallas
GEORGIA (2) Athens Atlanta	IOWA (2) Cedar Rapids Davenport		
ILLINOIS (14) Alton Aurora Bloomingdale Chicago	KANSAS (5) Emporia Kansas City Overland Park Wichita (2)	Kansas City (4) Le May Poplar Bluff Springfield St. Ann	Early Forth Worth (2) Houston (2) Hurst Irving
Carbondale Champaign Danville East St. Louis	KENTUCKY (1) Florence	St. Charles St. Louis (6)	Killeen Plano Texarkana Waco
Fairview Heights Forsyth Normal	New Orleans MISSISSIPPI (2)	OHIO (1) Cincinnati	TENNESSEE (1) Memphis
Peoria Skokie Vernon Hills	Laurel Natchez		WISCONSIN (1) Racine

