Annual Report
For The Year Ended January 31, 1986

Reiman (Canada) Limited

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Highlights

For the year ended January 31

	1986	1985	Change
* Sales	\$335,765	\$293,811	+14.3%
* Earnings Before Taxes % of Sales	\$ 33,143 9.9	\$ 22,068 7.5	+50.2%
* Earnings After Taxes % of Sales	\$ 20,262 6.0	\$ 13,666 4.7	+48.3%
Per Share	\$2.18	\$1.47	+48.3%
* Shareholders' Equity	\$124,138	\$106,322	+16.8%
Per Share	\$13.38	\$11.46	+16.8%
Number of Stores	698	666	

^{* (}in thousands)

Une version française de ce rapport est disponible en écrivant au secrétaire, Reitmans (Canada) Limitée, 250, rue Sauvé Ouest, Montréal (Québec) H3L 1Z2

Reilman / (Canada) Limited

Directors

Jack Reitman
Cyril Reitman
Philip F. Vineberg, O.C., Q.C.
Philip Sacks
Jeremy H. Reitman
Philippe de Gaspé Beaubien, O.C.
Stephen F. Reitman

Officers

Jack Reitman Chairman of the Board

Jeremy H. Reitman President

Stephen F. Reitman Executive Vice-President

Ruth Asher Vice-President, Store Operations

Bruno Eller Vice-President, Store Planning

Diane Fichaud Vice-President, Human Resources

Cyril Reitman Vice-President

Jacques Rousseau, C.A. Vice-President and Treasurer Allen F. Rubin Vice-President, Distribution

Philip Sacks Vice-President, Merchandising

Allan Salomon Vice-President, Real Estate and Secretary

Louis Waxman Vice-President, Ontario Operations

Jay Weiss Vice-President, Information Systems

Eric Williams, C.A.
Comptroller

L. Michael Blumenstein Assistant Secretary

Robert S. Vineberg Assistant Secretary

Executive Offices

Reitmans (Canada) Limited 250 Sauvé Street West Montreal, Québec H3L 1Z2 Tel.: (514) 384-1140 Telex 05-825584

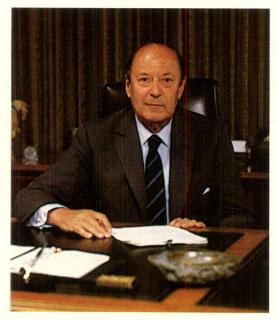
Worths Stores Corp. 2055 Walton Road St. Louis, Mo. 63114 Tel.: (314) 426-6686

Transfer agent and registrar

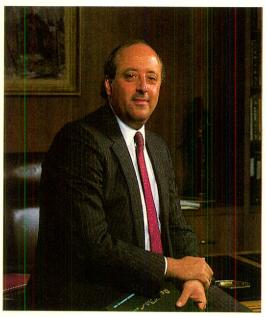
Montreal Trust Company Halifax, Montreal, Toronto, Calgary, Vancouver



To our shareholders



Jack Reitman, Chairman of the Board



Jeremy H. Reitman, President

Sales for the year ended January 31, 1986 increased 14.3% to \$335,765,000 as compared with sales of \$293,811,000 last year. Sales in Canada increased 12.3% to \$263,304,000 while sales in Worths, our U.S. subsidiary, increased 22.1% (16% in U.S. dollars) to \$72,461,000. Net earnings amounted to \$20,262,000 or \$2.18 per share as compared with \$13,666,000 or \$1.47 per share last year.

The dramatic increase in net earnings is a result of several positive factors. In Canada, a significant improvement in gross margin was achieved in both the Reitmans and Smart Set/Sweet Sixteen divisions through better inventory management. Operating expenses were carefully monitored and controlled. Similarly, a significant improvement in gross margin and control of operating expenses in Worths produced a major improvement in operating earnings.

At January 31, 1986, the Corporation operated a total of 698 stores, consisting of 565 stores in Canada and 133 Worths stores in the U.S. During the year, we opened 33 new stores in Canada (13 Reitmans, 13 Smart Set and 7 Un-Deux-Trois) and closed 16 stores (4 Reitmans, 1 Smart Set, 7 Sweet Sixteen and 4 Chablis). Included above were 10 conversions from one use to another. Forty-nine stores were remodelled.

Un-Deux-Trois is a new group of stores of approximately 1,200 square feet offering junior merchandise in a high tech environment. Initial results have been most encouraging and an aggressive expansion program is planned. At year end, the Canadian operations consisted of 362 Reitmans stores, 174 Smart Set stores, 19 Sweet Sixteen stores, 3 Chablis stores and 7 Un-Deux-Trois stores.

Thus far this year, we have leased 36 new stores (11 Reitmans, 13 Smart Set and 12 Un-Deux-Trois). Other locations are under review. We expect to close approximately 8 stores. We shall continue to convert stores among our different divisions in order to increase profitability of specific locations. In particular, the number of Sweet Sixteen and Chablis stores will continue to be reduced.

In the U.S., 19 Worths stores were opened, 4 stores were closed and 12 stores were remodelled. We expect to open approximately 20 stores this year and plan to remodel 13 stores. We continue to seek acquisition opportunities, particularly in the geographic areas where we are presently located, namely the Midwest and Southeast.

In August, Worths acquired 9½ acres of land in St. Louis County, Missouri, on which we are currently building a distribution centre of approximately 130,000 square feet which will be able to service at least 300 stores. We expect the facility to be completed by December 1986 at a total cost of \$7,800,000. Worths Stores Corp. issued a ten-year Industrial Development Revenue Bond at a floating interest rate of 72% of U.S. bank prime to finance the construction and completion of the facility.

During the year, capital investment of \$10,207,000 was required, principally for new store and renovation programs, of which \$5,895,000 was used in Canada and \$4,312,000 in the United States. The Corporation paid cash dividends totalling \$4,823,000 or 52¢ per Class A Non-Voting and Common shares.

The Corporation's financial position continues to be strong. Cash and investments in marketable securities (principally retractable preferred shares in Canadian

public companies) totalled \$76,759,000 as compared with \$59,181,000 last year and provide an important source of revenue.

Upon reflection, 1985 was a record year in all respects. We are particularly pleased with the improvement of the Worths operation and look forward to continued growth and profitability in this division.

On behalf of the Board of Directors, we wish to express our sincere appreciation to our employees for their dedication and loyalty, to our suppliers for their cooperation, and to our customers for their continuing patronage. These are the people who have made possible our many years of progress and on whom we rely for our future success.

On behalf of the Board of Directors,

Jack Bertman

Jack Reitman, Chairman of the Board

Jeremy H. Reitman, President

Montreal, April 10, 1986

Statistics (unaudited)

Year ended January 31

	1986	1985	1984
* SALES PER QUARTER 1st Quarter 2nd Quarter 3rd Quarter 4th Quarter	\$ 66,628 85,138 81,048 102,951	\$ 59,383 74,851 69,478 90,099	\$ 53,860 73,288 66,616 88,583
Total	\$335,765	\$293,811	\$282,347
* NET EARNINGS PER QUARTER (1) 1st Quarter 2nd Quarter 3rd Quarter 4th Quarter	\$ 2,658 5,809 4,529 7,266	\$ 1,165 3,673 2,718 6,110	\$ 704 4,602 2,885 5,558
Total	\$ 20,262	\$ 13,666	\$ 13,749
PER SHARE PER QUARTER (1) (3) 1st Quarter 2nd Quarter 3rd Quarter 4th Quarter	\$ 0.29 0.62 0.49 0.78	\$ 0.13 0.39 0.29 0.66	\$ 0.08 0.49 0.31 0.60
Total	\$ 2.18	\$ 1.47	\$ 1.48
* SHAREHOLDERS' EQUITY PER SHARE (3) * CASH DIVIDENDS PER SHARE (3) RETURN ON SALES (%)	\$124,138 \$ 13.38 \$ 4,823 \$ 0.52 6.03	\$106,322 \$ 11.46 \$ 4,823 \$ 0.52 4.65	\$ 95,878 \$ 10.34 \$ 4,406 \$ 0.48 4.87
RETURN ON EQUITY (%)	17.58	13.52	15.17
NUMBER OF STORES REITMANS SMART SET SWEET SIXTEEN CHABLIS UN-DEUX-TROIS WORTHS	362 174 19 3 7	353 162 26 7 — 118	352 155 31 10 — 103
Total	698	666	651
RECORD OF STOCK PRICES (2) (3) Common High Common Low Class A Non-Voting High Class A Non-Voting Low	\$28.00 \$15.50 \$27.37 \$16.00	\$20.00 \$15.00 \$21.00 \$14.13	\$18.50 \$12.75 \$20.25 \$13.25

^{* (}in thousands)

⁽¹⁾ Excluding extraordinary gain in 1978.

⁽²⁾ On The Toronto Stock Exchange for the immediately preceding calendar year, adjusted to reflect the effect of the stock dividend paid in January 1984.

⁽³⁾ Per share amounts have been adjusted to reflect the effect of the stock dividend paid in January 1984.

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	\$ 9.00	\$10.00	\$ 7.30	Ф 1.23	φ 0.02	φ 4./3	φ 3.00

Consolidated Balance Sheet

As at January 31, 1986

ASSETS	1986	1985
	(in t	housands)
CUIDDENT A CODE		
CURRENT ASSETS		
Cash and short term deposits	\$ 11,333	\$ 14,442
Accounts receivable Merchandise inventories	2,197	2,457
Prepaid items and deposits	29,933 2,921	28,294 2,381
Income taxes recoverable		86
Total Current Assets	46,384	47,660
MARKETABLE SECURITIES		
Market Value \$67,132 1985 — \$46,525	65,426	44,739
EIVED AGGETG		
FIXED ASSETS		
Land and buildings	792	139
Fixtures and equipment Leasehold improvements	19,524 31,292	16,977 25,811
	51,608	42,927
Less: Accumulated depreciation	21,741	18,602
	29,867	24,325
OTHER ASSETS		
Deferred pension cost	653	763
Construction funds	7,236	_
Leasehold interests Goodwill	3,932 7,232	4,214
Coourin		6,935
	19,053	11,912
	\$ 160,730	\$ 128,636

On behalf of the Board

JACK REITMAN

JEREMY H. REITMAN

Director

LIABILITIES AND SHAREHOLDERS' EQUITY

1986

1985

(in thousands)

CURRENT LIABILITIES		
Accounts payable and accrued items Income taxes payable Current portion of long term debt	\$ 26,335 2,378	\$ 21,688 - 242
Total Current Liabilities	28,713	21,930
LONG TERM DEBT	7,835	_
LONG TERM DEBT	7,000	
DEFERRED INCOME TAXES	44	384
DEFERRED INCOME TAXES		
SHAREHOLDERS' EQUITY		
Capital Stock Class A Non-Voting shares — issued 7,595,482	1,215	1,215
Common shares — issued 1,680,000	482	482
Cumulative translation gain Retained Earnings	1,697 5,181 117,260	1,697 2,804 101,821
Total Shareholders' Equity	124,138	106,322
	\$ 160,730	\$ 128,636

Consolidated Statement of Earnings

For the year ended January 31, 1986

1986

1985

(in thousands except per share amounts)

	share amounts)				
Sales	\$ 335,765	\$ 293,811			
Cost of goods sold and selling, general and administrative expenses exclusive of items shown hereunder	302,323	271,294			
Operating earnings before items shown hereunder	33,442	22,517			
Income from marketable securities and short term deposits	6,238	5,404			
	39,680	27,921			
Deduct:					
Depreciation	5,408	4,755			
Interest	252	266			
Amortization of goodwill and leasehold interests	877	832			
	6,537	5,853			
Earnings before income taxes	33,143	22,068			
Income taxes	12,881	8,402			
Net Earnings	\$ 20,262	\$ 13,666			
Earnings per share	\$2.18	\$1.47			

Consolidated Statement of Retained Earnings

For the year ended January 31, 1986

	1986	1985
	(in th	ousands)
BALANCE AT BEGINNING OF YEAR Net earnings	\$ 101,821 20,262	\$ 92,978 13,666
	122,083	106,644
Deduct: Dividends paid on: Class A Non-Voting shares Common shares	3,950 873	3,950 873
	4,823	4,823
BALANCE AT END OF YEAR	\$ 117,260	\$ 101,821

Consolidated Statement of Changes in Financial Position

For the year ended January 31, 1986

	1986	1985
	(in th	ousands)
SOURCES OF WORKING CAPITAL		
Net earnings	\$ 20,262	\$ 13,666
Items not involving working capital: Depreciation	5,408	4,755
Deferred income taxes	(340)	(236)
Amortization of goodwill, leasehold interests and deferred pension cost	987	942
Net gain on sale of marketable securities	(165)	(26)
Provided by operations	26,152	19,101
Issue of long term debt Effect of exchange rate changes	7,835 742	368
Effect of exchange rate changes	\$ 34,729	\$ 19,469
USES OF WORKING CAPITAL Net additions to fixed assets and leasehold interests Construction funds Cash dividends Purchases net of sales of marketable securities Reduction in long term debt	\$ 10,207 7,236 4,823 20,522 — \$ 42,788	\$ 6,488 - 4,823 11,639 250 \$ 23,200
DECREASE IN WORKING CAPITAL	\$ 8,059	\$ 3,731
WORKING CAPITAL AT BEGINNING OF YEAR	25,730	29,461
WORKING CAPITAL AT END OF YEAR	\$ 17,671	\$ 25,730

Notes to the Consolidated Financial Statements

As at January 31, 1986

The Corporation is incorporated under the Canada Business Corporations 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 the subsidiary companies and the underlying equity at the date of acquisition is accounted for as goodwill and is being amortized over a period of forty years.
- c) Merchandise inventories are valued at the lower of cost and net realizable value.
- d) Marketable securities, which consist principally of preferred shares of Canadian public companies, 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 are depreciated at the following annual rates applied to their cost, commencing with the year of acquisition:

Buildings – 5%

Fixtures and equipment — 10% to 20% Leasehold improvements — 7½% and 10%

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

- Leasehold interests are carried at cost less amortization and are amortized over the remaining terms
 of the leases.
- g) The companies carry on their operations in leased premises under leases having varying terms, which are accounted for as operating leases.
- h) Expenditures associated with the opening of new stores, other than fixtures, equipment and leasehold improvements, are expensed as incurred.
- The Corporation maintains a contributory retirement pension plan for its Canadian full time employees. The current costs of this plan are expensed in the year required fundings are payable. The deferred pension cost is carried at cost less amortization and is amortized over a period of eight years.
- j) Financial statements of the U.S. subsidiary companies, which are considered to be self-sustaining, are translated into Canadian dollars at the following rates of exchange:

All assets and liabilities - at year-end rate;

Items in the statement of earnings - at average rates during the year.

The resultant gains or losses on translation are deferred and included in a separate component of Shareholders' Equity.

2. LONG TERM DEBT

Long term debt consists of an Industrial Development Revenue Bond, (U.S. \$5,500,000), due February 5, 1996, floating interest at 72% of U.S. bank prime rate, principal repayable beginning February 5, 1988. The proceeds are being used to finance the construction of the Corporation's U.S. distribution centre. The unexpended proceeds at January 31, 1986 are included in the consolidated balance sheet as construction funds. The estimated costs to complete the construction in progress are approximately \$7,236,000. The bond is secured by land and the distribution centre under construction.

The aggregate maturities of long term debt for the five years ending January 31, 1991 are as follows: 1987-NIL; 1988-NIL; 1989-\$784,000; 1990-\$784,000; 1991-\$784,000; and later years - \$5,483,000.

3. CAPITAL STOCK

- a) The holders of Class A Non-Voting 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 Non-Voting and Common shares rank equally with respect to all further dividends. Both classes of shares rank equally upon any distribution of the assets of the Corporation. The holders of Class A Non-Voting shares are not entitled to vote except in certain circumstances.
- b) At January 31, 1986, 600,000 Class A Non-Voting shares are reserved for issuance to key employees under the 1985 Employee Stock Option Plan adopted on September 20, 1985, subject to approval of shareholders and listing of the said shares on The Montreal Exchange and The Toronto Stock Exchange. At January 31, 1986, options have been granted on 290,000 shares to be exercised subsequent to July 1, 1986, chiefly at \$21.38 per share. The remaining 310,000 shares are reserved for options which have not yet been granted at prices per share which will only be determined at the dates the options are granted. The exercise of these options would not have a materially dilutive effect on earnings per share.

4. LEASES

Minimum lease payments under operating leases for retail stores, distribution centres, automobiles and computers, exclusive of additional amounts based on percentage of sales, taxes and other costs, payable during the next five years and subsequent periods amount to:

Year ending January 31	(in thousands)
1987	\$ 22,722
1988	20,743
1989	18,388
1990	16,086
1991	13,979
Subsequent periods	46,562
	\$138,480

5. INCOME TAXES

No recognition has been given in these consolidated financial statements to the potential income tax savings resulting from carrying forward, for income tax purposes, losses of the U.S. subsidiaries amounting to approximately \$1,236,000.

The Corporation's effective income tax rate is made up as follows:

	1986	1985
Basic Federal rate	46.00%	46.00%
Provincial income tax rates in excess of		
Federal 10% abatement	1.45	1.48
Dividends free of tax	(6.98)	(8.94)
3% inventory allowance	(1.02)	(1.17)
U.S. (profit)/loss not recognized for		
income tax purposes	(1.34)	0.92
Federal surtax	0.87	
Miscellaneous	(0.11)	(0.22)
Effective income tax rate	38.87%	38.07%

6. INFORMATION ABOUT OPERATIONS BY GEOGRAPHIC AREAS (in thousands)

	Canada		United States			Total				
		1986	1985	1986		1985		1986		1985
Sales	\$ 20	63,304	\$ 234,480	\$ 72,461	\$	59,331	\$	335,765	\$	293,811
Segment earnings before items hereunder:		30,962	21,526	3,690		1,964		34,652		23,490
Less: Depreciation Amortization of goodwill Amortization of leasehold interests		3,193 - 57	3,047 — 37	2,215 211 609		1,708 200 595		5,408 211		4,755 200
interests		3,250	3,084	3,035		2,503		6,285		5,587
Net segment earnings (loss)	\$ 2	27,712	\$ 	\$ 655	\$	(539)	\$		\$	17,903
Income from marketable securities and short term deposits								6,238		5,404
General corporate expenses Interest expense Income taxes								34,605 1,210 252 12,881		23,307 973 266 8,402
Net earnings							\$		\$	13,666
Identifiable assets	\$ 4	45,110	\$ 47,368	\$ 49,949	\$	36,150	\$	the state of the s	\$	83,518
Corporate assets								65,671		45,118
Total assets							\$	160,730	\$	128,636

Auditors' Report



To the Shareholders of Reitmans (Canada) Limited

We have examined the Consolidated Balance Sheet of Reitmans (Canada) Limited and Subsidiary Companies as at January 31, 1986 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, 1986, 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.

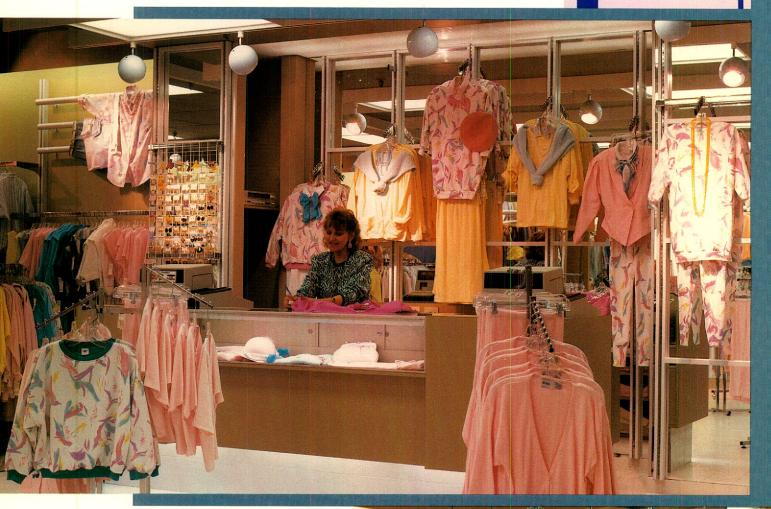
Peat, Marwick, Mitchell & Co. Chartered Accountants

Montreal, Canada April 1, 1986

Reitman_

To keep pace with the constantly changing world of fashion, the company has established buying offices in the United States, Europe and the Far East. Our team of merchandisers and buyers make frequent trips to these foreign markets to both buy merchandise and to stay abreast of the changing fashion trends. This enables us to satisfy even the most discriminating shopper.











Since 1926, Reitmans has played an important role in the Canadian fashion industry. Now, as modern consumers become more informed and sophisticated, our merchandise approach is one of expanding a variety of styles to suit the lifestyles of young and contemporary women. In 1960, Reitmans opened its first children's wear department, now located in 137 stores across Canada.

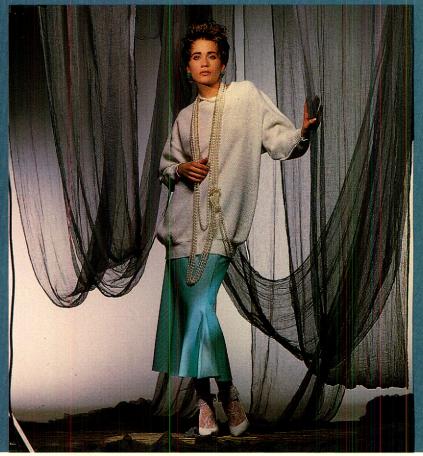




Smart Set/Sweet Sixteen's new and recently renovated store designs and spirited presentations of the latest fashion merchandise combine to set an image attractive to the younger fashion-conscious customer.



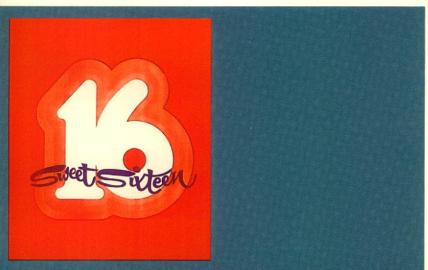
Smart set





smart set sweet sixteen

In order to back up a quality merchandise/reasonable price formula and secure fashions that are "wanted items", buyers and merchandisers are constantly shopping world fashion markets. Smart Set/Sweet Sixteen can offer a unique assortment of moderately priced, nationally known and private label fashions, resulting from on-the-spot checks of fashion trends.





Un-Deux-Trois stores, the newest addition to the business, offers a special shopping experience to the fashion-forward. Todays young and young-in-spirit women are attracted to this unique and dynamic chain, its' innovative store design and exciting merchandise. Un-Deux-Trois creates the fashion ambiance of today.

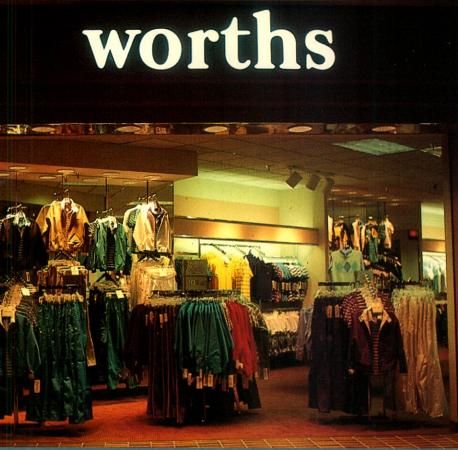




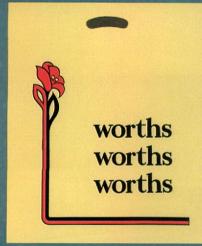




worths



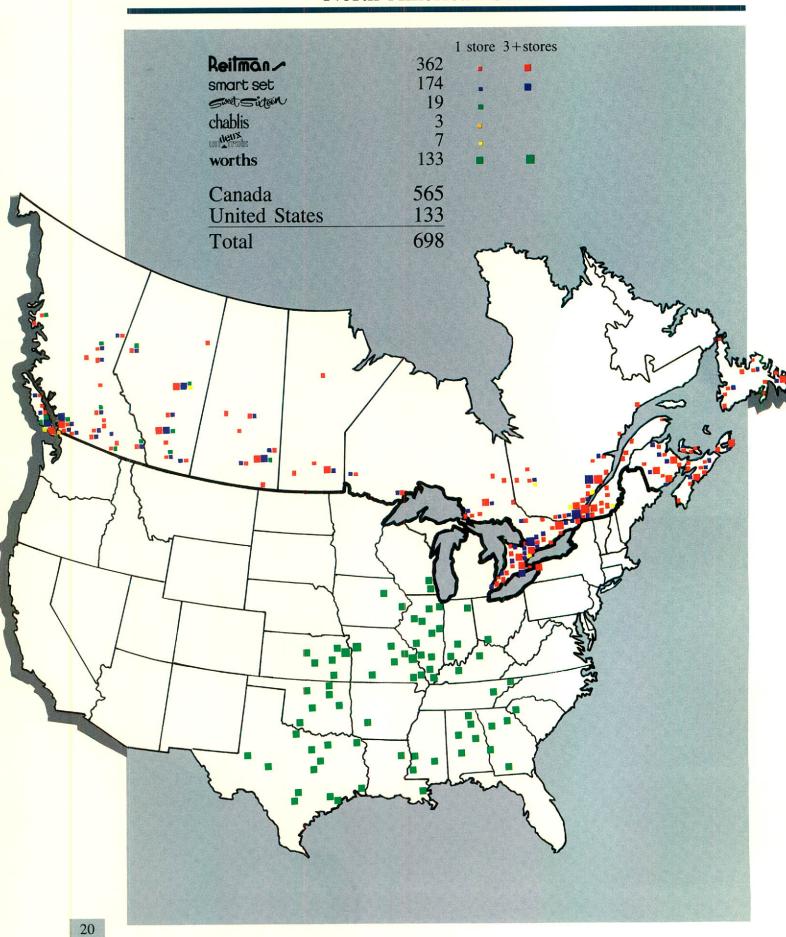






Worths stores, our U.S. subsidiary acquired in 1979, offers moderately priced apparel for the fashionable contemporary woman. Wide open and inviting store fronts and all the newest innovations in store decor and display have been used to enhance merchandise presentation, creating a comfortable and relaxed atmosphere for fashion shopping. The merchandise assortment includes sportswear, dresses, coats and accessories.

North American Stores



Canada: 565 Stores

	Total	Reitmans	Smart Set	Sweet Sixteen	Chablis	Un-Deux-Trois
British Columbia	80	37	28	13	1	1
Alberta	54	27	21	5		1
Saskatchewan	21	14	6	1		
Manitoba	14	10	4			
Ontario	194	121	70		2	1
Québec	119	97	18			4
New Brunswick	28	16	12		-	
Nova Scotia	30	20	10		_	
Prince Edward Island	4	3	1	-		
Newfoundland	21	17	4			
CANADA	565	362	174	19	3	7

United States: 133 Stores

ALABAMA (6)	Evansville	MISSOURI (23)	TEXAS (34)
Auburn	Fort Wayne	Cape Girardeau (2)	Abilene
Birmingham	Greenwood	Chesterfield	Amarillo
Florence	Indianapolis	Columbia	Arlington (2)
Gadsden	Merrillville	Crestwood	Baytown
Huntsville	IOWA (2)	Des Pères	Brownsville
Tuscaloosa	Cedar Rapids	Florissant	College Station
ARKANSAS (2)	Davenport	Hazelwood	Corsicana
Hot Springs		Independence	Dallas
Rogers	KANSAS (8)	Jennings (2)	Early
	Emporia	Kansas City (4)	Fort Worth (2)
GEORGIA (6)	Hutchinson	Lemay	Greenville
Athens	Kansas City	Poplar Bluff	Houston (3)
Atlanta	Overland Park (2)	St. Ann	Humble
Columbus	Topeka	St. Charles	Hurst
Duluth	Wichita (2)	St. Louis (2)	Irving (2)
Union City	KENTUCKY (4)	Springfield (2)	Killeen
Valdosta	Elizabethtown	OHIO (1)	Mesquite
ILLINOIS (14)	Florence	Cincinnati	Midland
Alton	Louisville	OVI MOMA (6)	North Richland Hills
Aurora	Paducah	OKLAHOMA (6)	Odessa
Bloomingdale	LOUISTANIA (C)	Bartlesville	Pasadena
Carbondale	LOUISIANA (6)	Enid	Plano
Champaign	Bossier City	Lawton	Port Arthur
Chicago Ridge	Kenner	Muskogee	San Angelo
Danville	Marrero Monroe	Oklahoma City Tulsa	San Antonio (2) Texarkana
Fairview Heights	New Orleans		
Forsyth	Slidell	SOUTH CAROLINA (1)	Waco Wichita Falls
Matteson		Anderson	Wichita Fans
Normal	MISSISSIPPI (5)	TENNESSEE (5)	VIRGINIA (1)
Peoria	Laurel	Dversburg	Bristol
Skokie	Natchez	Knoxville	WISCONSIN (2)
Vernon Hills	Oxford	Memphis (3)	Milwaukee
INDIANA (7)	Ridgeland	monipina (5)	Racine
Bloomington	Vicksburg		Aucino
Clarksville			

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