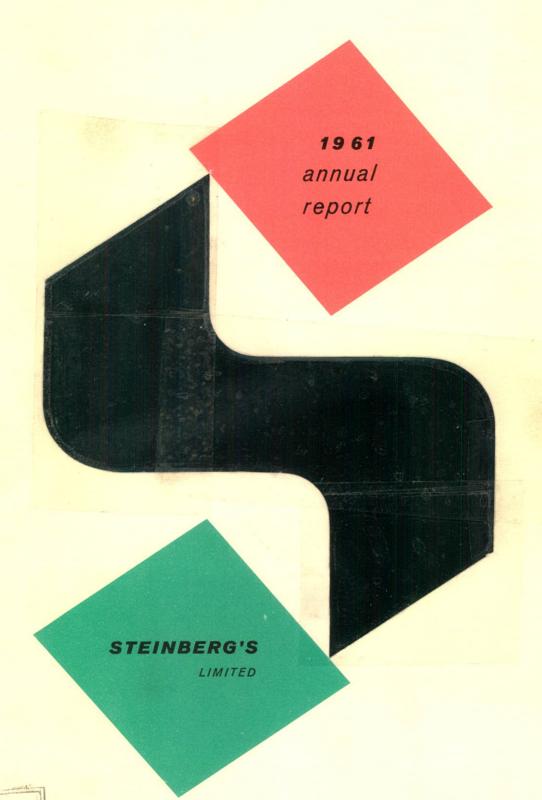
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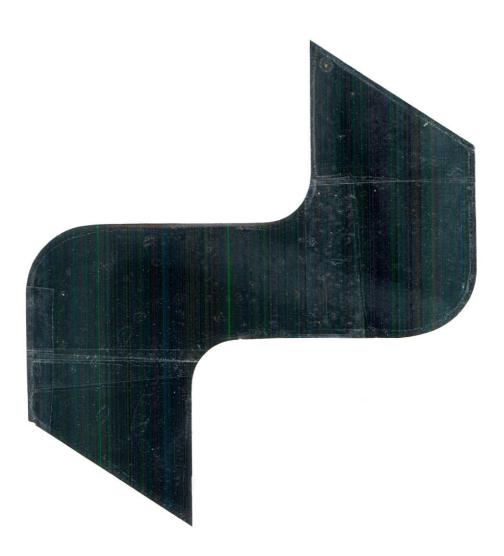
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McGILL UNIVERSITY



STEINBERG'S LIMITED ANNUAL REPORT

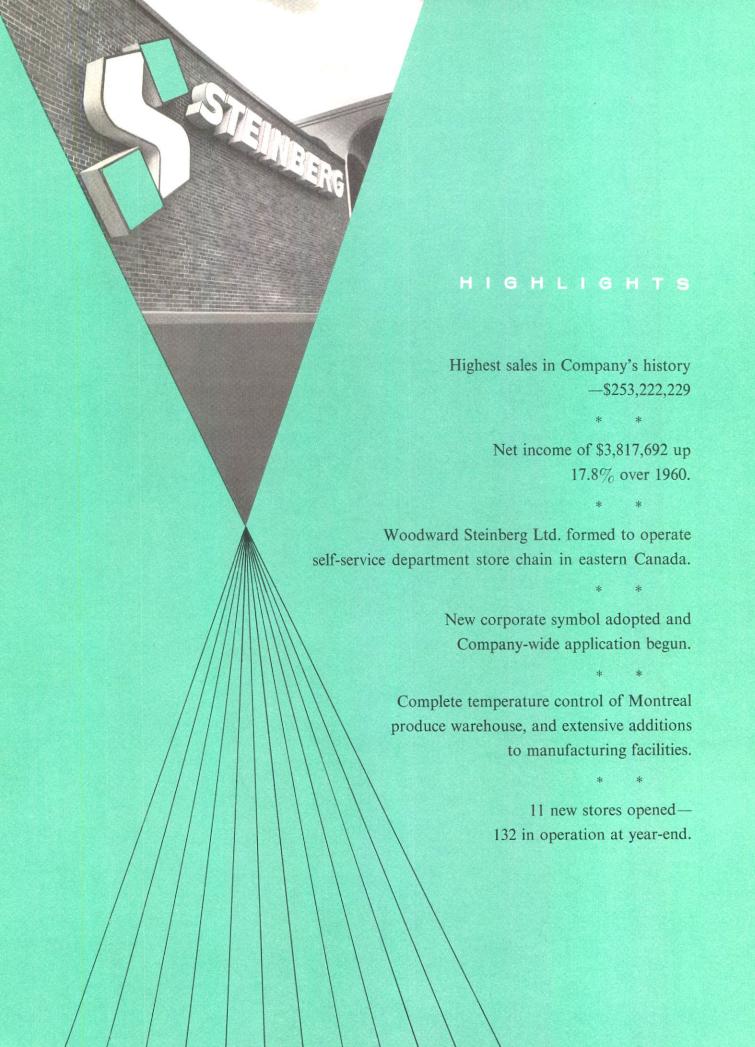
FOR THE FISCAL YEAR ENDED JULY 29, 1961



Front Cover:

The new corporate symbol of Steinberg's Limited introduced July 1, 1961.







REPORT TO SHAREHOLDERS

The Directors are pleased to present to the shareholders this Annual Report of the operations of the Company and its subsidiaries for the fiscal year ended July 29, 1961.

During the year 1961, a concerted effort was made to increase the efficiency and productivity of all phases of the Company's operations. While the resultant in-

crease in sales has been modest, there has been a marked effect on earnings, and continuation of this program should favourably influence the Company's future operations.

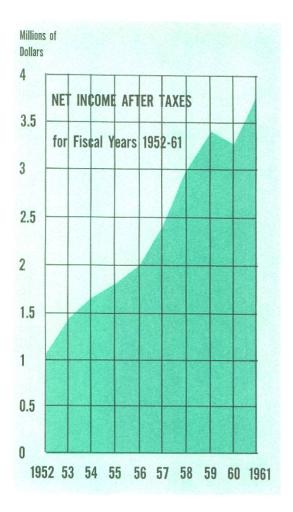
Major emphasis was placed on the renovation and organization of existing stores, the improvement of warehousing and distribution facilities, the establishment of new processing operations, the development of new systems and methods, intensified staff training, and the directing of capital expansion towards a further diversification of Company interests.

SALES

Consolidated sales for the year under review reached \$253,222,229, the highest level in the Company's history. This represents an increase of 6.3 percent over the 1960 sales total of \$238,117,239.

EARNINGS

Your Company's earnings reached an all-time high during 1961. Consolidated net income after taxes increased 17.8 percent to \$3,817,692, as compared with \$3,241,838 earned in 1960. This is equivalent to 1.51 cents per dollar of sales, as against 1.36 cents in the previous year. Net income per Common and Class "A" share outstanding, after payment of preferred dividends of \$252,509, was \$1.26. The corresponding figure for 1960 was \$1.07 per share, calculated on the lesser number of Common and Class "A" shares then outstanding.



ASSETS AND LIABILITIES

A slight increase in total consolidated assets over the previous year brought the 1961 figure to \$70,450,000. A reduction in current and other liabilities of \$1,316,783 can also be reported. Funded debt was reduced by \$380,500.

At the year-end, consolidated working capital amounted to \$8,882,120. The ratio of current assets to current liabilities decreased slightly to 1.55 to 1, down from 1.59 to 1 at the previous year-end. A Consolidated Statement of Source and Use of Funds is set out on Page 15 of this report.

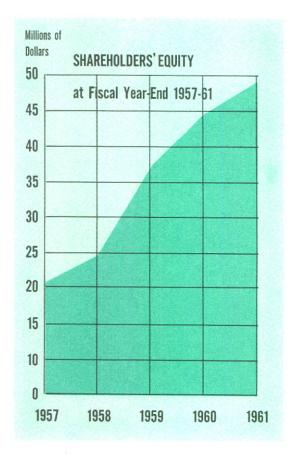
SHAREHOLDERS' EQUITY

Total dividend payments to shareholders during the year amounted to \$1,373,413.

Preferred dividends aggregating \$5.25 per share were paid on a quarterly basis. Dividends on the Common and Class "A" shares were maintained at the quarterly rate of ten cents per share. Shareholders of record as of July 29, 1961, numbered 4,717 of whom 668 were owners of Preferred shares.

There was an increase to 1,325,436 in the number of Class "A" shares issued and outstanding during the year. This was due, in part, to the exercising of stock options held by certain senior personnel of the Company and, in part, to the issuance of shares to employees upon maturity of the Company's "Employee Stock Purchase Plan 1958".

Shareholders' equity had increased at the year-end to \$47,876,543 from \$44,285,250 last year.



CONTRIBUTING FACTORS

The substantial improvement in the past year's earnings was brought about principally by improvements and renovations in our stores, by the undertaking of new processing operations, by increased emphasis on cost reduction, and by the overall improvement in the operations of the Ontario Division.

Formed upon the acquisition of a chain of stores in 1959, this Division is now operating on a more productive basis. Its performance reflects its complete integration within the Steinberg organization, and the strengthening of its administrative and supervisory staff by the addition of several key executives, solidly schooled and experienced in the Company's policies and methods.

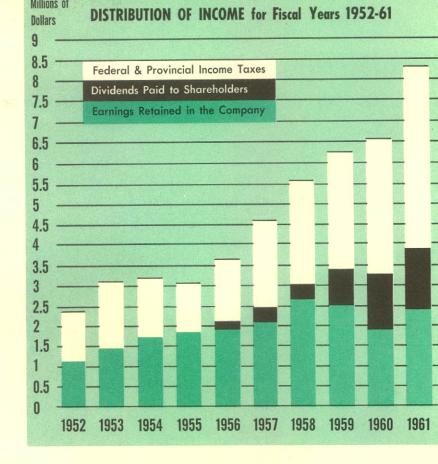
PHYSICAL GROWTH

In a year which has seen growth expressed more in terms of intensive development of existing operations than in terms of physical expansion, your Company established 11 new stores. Seven of these units are situated in Ontario and four in Quebec. One small Ontario store was closed, and another was destroyed by fire. Evidence of the continuing trend towards the aggregation of large mass merchandising facilities lies in the fact that nine of the Steinberg stores opened during 1961 are located in shopping centres.

With a significant percentage of expansion funds allocated to store renovation and modernization, an appreciably higher standard of appearance and efficiency was evident at the year-end throughout our 132 stores in Quebec, Ontario and New Brunswick.

WOODWARD STEINBERG LTD. A STEP TOWARDS DIVERSIFICATION

Your Company has always been alert to significant changes in consumer needs and demands, and to new opportunities in the retail merchandising field.



--- Net Income Before Taxes

During the past year, after careful consideration, the Directors decided upon a major extension of the Company's interests into the self-service department store field. Initially, it was contemplated that the Company would operate in this new field through a wholly-owned subsidiary, Miracle Mart Limited. By the year-end, however, a more advantageous arrangement had been made with Woodward Stores (1947) Limited to form Woodward Steinberg Ltd., a new company which will develop and operate a chain of self-service department stores in eastern Canada.

Incorporated under Dominion charter, with an authorized share capital of \$10,000,000, Woodward Steinberg Ltd. represents the introduction of supermarket merchandising methods into the department store field. Ownership of the new company will be shared equally by both principals, with no stock issue to the public anticipated at this time. Each of the parent companies



An architectural projection of a five-fold expansion of warehousing, processing and distribution facilities at Rexdale, Ontario.

has contributed management personnel to direct the operations of the new enterprise.

The Directors are confident that mass retail merchandising will continue to develop along self-service lines, and that this diversification of Company interests is both timely and necessary.

Over the long term, Steinberg's Limited expects to benefit, both from its investment in this new venture, and from high-volume sales in Steinberg supermarkets located within or in close proximity to Woodward Steinberg stores.

WAREHOUSING

The allocation of additional capital funds to the development and expansion of warehousing and processing facilities during 1961 will, we believe, prove to be of substantial long-term importance to your Company.

Efficient, controlled warehousing is essential to any large food retailing operation.

This has always been a major factor in enabling your Company to provide a steadilyrising standard of service.

During 1961, significant developments in this phase of our operations took place in both Quebec and Ontario.

In Montreal, Steinberg's Limited introduced complete temperature control to its produce warehouse, designed to improve the quality standard of perishable goods reaching the consumer.

Keeping pace with the progress of our Ontario operations, a plan for a five-fold expansion of the warehousing, processing and distribution facilities at Rexdale, Ontario, was introduced in 1961. The first step in the overall plan is now underway, and calls for a 60,000 square foot addition to the existing distribution facilities. The new building, which is scheduled for completion late in 1962, will contain a completely refrigerated meat warehouse, an air-conditioned produce

warehouse, banana ripening rooms, and bakery and delicatessen manufacturing facilities. Improved trucking facilities and additional warehousing space will also be provided.

Subsequent phases in the plan envision the addition of a complete bakery, a central garage; and salvage, laundry, and enlarged warehousing facilities.

NEW CORPORATE SYMBOL

Emphasis was given to the many noteworthy developments throughout the Company during 1961 by the introduction of a new corporate identity symbol, designed to replace the "Steinberg's" script which has been the Company's principal trade mark for the past 30 years.

Our new symbolic "S" may be used either alone, or in conjunction with the name "Steinberg" but without the traditional apostrophe and "s". It is the result of a 16-month study in depth undertaken to devise a symbol that would visually depict the modern, progressive personality of our organization today.

The Company now possesses a distinctive symbol which is completely bilingual. It is intended to express vitality and growth and to identify Steinberg's Limited as a leader in the highly-competitive field of retail merchandising.

The changeover to the new symbol is now underway throughout all areas of our operations. In the interests of economy, the transition period will be gradual, and will likely span a three-year period.



Product trend is towards a greater percentage of our own name brands.

PRODUCT CONTROL

Significant steps have been taken during the past year to expand and improve our manufacturing and packaging operations in Montreal.

During the year the Company expanded its own manufactured lines of bakery products, and introduced a number of new bakery and delicatessen items.

Appreciable savings are now being realized from the extensive mechanization of our Central Packaging Operation. Improved effi-

Company-wide changeover to new corporate symbol includes 200 unit transport fleet.





First completely automatic doughnut machine in Canada produces 20,000 doughnuts per hour.

ciency in handling, higher standards in quality control, and better service at the store have been achieved

The past year was also marked by the installation of the first completely automatic doughnut machine in Canada. Capable of producing more than 20,000 doughnuts per hour, this machine is the largest of its kind. Uniform excellence of quality is one of its greatest advantages.

The trend towards a greater percentage of our own name brands is meeting with encouraging acceptance by our customers. Lower operating costs, the maintenance of top quality standards, and lower prices to the consumer, are proven achievements in this expanding phase of our business.

RESPONSIBILITY ACCOUNTING

The expansion of the Company's operations in recent years has made it desirable to establish responsibility centres within the Company, the operating results of which can be readily compared.

The new responsibility centres have been established, and the revision of the Company's accounting system is virtually completed.

In carrying out this program, careful consideration has been given to assure an easy conversion, at an early date, to a fully integrated electronic data processing system.

ADVERTISING AND SALES PROMOTION

The Company has continued to rely on extensive advertising and sales promotion programs to improve its competitive position. In the area of promotion one successful undertaking deserves special comment. This was our Canada Day Contest which was staged in Montreal during last May and June. A winning couple was selected from the entrants at each of our 70 Montreal stores, and the 140 winners were awarded an allexpense holiday in Toronto over the July First week-end.

During the past year significant recognition of the Company's advertising activities was marked by the award, for the second time in four years, of the McCall Trophy for outstanding newspaper advertising. The award is made annually by McCall's Magazine at the annual convention of the Super Market Institute, a non-profit association of North American Food Retailers. Steinberg's award-winning advertisement was selected over 1,500 other entries in the competition. This year's recognition is expert testimony to the continuing high quality of advertising and promotion being developed by your Company.

The Company also gained recognition from the National Dairy Council as the recipient of its annual Cheese Festival Award to the company conducting the best promotion of Canadian cheese within the food retailing industry.

PERSONNEL

The high level of employee relations which your Company has always enjoyed was maintained during the past year.

In December, 1960, the "Employee Stock Purchase Plan 1958" matured, with the result that 742 full-time employees became owners of 38,665 Class "A" shares of the Company.

With a view to encouraging further participation by employees in the ownership of the Company, the Directors have established a new "Employee Stock Purchase Plan 1961". This plan enables employees to purchase Class "A" shares through payroll deductions over a two-year period. Additional shares have been reserved for allocation to senior employees under a new stock option plan.

During the year, the Company's contribution paid into the Profit Sharing Retirement Pension Plan exceeded those of all previous years. Total payments of \$534,831 surpassed the 1960 contribution by \$78,374.

The Company believes that every employee should be encouraged to develop his or her ability and potential to the maximum. Training within the Company during 1961 has been accentuated, and employee participation in our Tuition Aid Program has continued to grow. More and more men and

women are taking advantage of this financial aid program to complete or extend their schooling at the high school and college level. The Plan pays half of the tuition costs for studies in which the employee receives a passing grade.

The continued loyalty and efficiency of the full and part-time employees throughout the Company are sincerely acknowledged by the Directors.

THE OUTLOOK

In keeping with the policy of the past, the Company will continue to develop its business with a view to maintaining a sound level of profitability. In addition it will explore and take advantage of opportunities in related fields, which the Directors believe will contribute to its growth.

On behalf of the Board of Directors,

Sam Stinling

President.

Montreal, October 31, 1961

Left to right: National Dairy Council Cheese Festival Award; and the McCall Trophy for outstanding newspaper advertising.









STEINBERG'S LIMITED and SUBSIDIARY COMPANIES

ASSETS

	July 29, 1961	July 30, 1960
CURRENT ASSETS		
Cash. Short term investments—at cost. Accounts receivable—trade. —other. Inventories—valued at the lower of cost or market. Prepaid expenses.	\$ 1,050,323 7,009,557 1,272,946 514,958 14,575,382 588,193 25,011,359	\$ 720,696 6,425,322 1,295,253 352,692 13,975,507 534,722 23,304,192
INVESTMENTS AND OTHER ASSETS		
Investments in and advances to associated companies (Note 6)— Investments—at cost. Advances. Mortgages and other loans receivable. Deposits and sundry investments.	13,552,800 10,837,552 1,743,562 101,720	13,542,300 11,204,149 1,324,831 109,631
	26,235,634	26,180,911
FIXED ASSETS		
Land Buildings Equipment and fixtures Automotive equipment	2,688,927 2,018,120 25,123,581 1,562,619	2,962,638 1,679,791 22,538,309 1,542,486
Cost	31,393,247 15,302,055	28,723,224 12,684,709
Leaseholds and leasehold improvements—at cost	16,091,192	16,038,515
less amounts written off	3,021,637	2,929,044
	19,112,829	18,967,559
DEFERRED CHARGE		
Unamortized discount on debentures	90,178	103,328
Approved on behalf of the board: SAM STEINBERG, Director MAX STEINBERG, Director		
	\$70,450,000	\$68,555,990

AS AT JULY 29, 1961 (with comparative figures as at July 30, 1960)

CONSOLIDATED BALANCE SHEET

LIABILITIES

	July 29, 1961	July 30, 1960
CURRENT LIABILITIES		
Bank loan—secured	\$ 1,220,931	\$ 956,000
Accounts payable and accrued liabilities	11,895,415	11,543,496
Dividend payable on preferred shares	63,488	63,567
Income taxes payable	2,949,405	2,112,942
	16,129,239	14,676,005
OTHER LIABILITIES		
Loans from shareholders	684,235	744,235
Mortgage and other loans, 5½ to 7% due on varying dates to 1968	945,983	541,000
Note payable	_	3,115,000
	1,630,218	4,400,235
FUNDED DEBT		
51/4% sinking fund debentures (annual sinking fund \$300,000)—		
due December 1, 1972	5,000,000	5,000,000
due October 1, 1973	2,500,000	2,500,000
	7,500,000	7,500,000
		2 205 500
Less: Redeemed.	2,686,000	2,305,500
Less: Redeemed	2,686,000 4,814,000	2,305,500 5,194,500
SHAREHOLDERS' EQUITOR CAPITAL STOCK (Note 1)	4,814,000	
SHAREHOLDERS' EQUITOR CAPITAL STOCK (Note 1) Authorized—	4,814,000	
SHAREHOLDERS' EQUITATION OF THE STOCK (Note 1) Authorized— 100,000 cumulative redeemable preferred shares	4,814,000	
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SHAREHOLDERS' EQUITAL STOCK (Note 1) Authorized— 100,000 cumulative redeemable preferred shares of the par value of \$100 each 2,250,000 Class "A" shares of the par value of \$1 each—non-voting	4,814,000	
SHAREHOLDERS' EQUITAL STOCK (Note 1) Authorized— 100,000 cumulative redeemable preferred shares of the par value of \$100 each 2,250,000 Class "A" shares of the par value of \$1 each—non-voting 1,750,000 common shares of the par value of \$1 each	4,814,000	
SHAREHOLDERS' EQUITAL STOCK (Note 1) Authorized— 100,000 cumulative redeemable preferred shares of the par value of \$100 each 2,250,000 Class "A" shares of the par value of \$1 each—non-voting 1,750,000 common shares of the par value of \$1 each 68,000 2½% deferred shares of the par value of \$100 each—non-voting Issued and fully paid—	4,814,000 T Y	5,194,500
SHAREHOLDERS' EQUITANT STOCK (Note 1) Authorized— 100,000 cumulative redeemable preferred shares of the par value of \$100 each 2,250,000 Class "A" shares of the par value of \$1 each—non-voting 1,750,000 common shares of the par value of \$1 each 68,000 2½% deferred shares of the par value of \$100 each—non-voting Issued and fully paid— 48,097 5½% cumulative redeemable preferred shares—Series "A"	4,814,000 T Y	5,194,500
SHAREHOLDERS' EQUITAL STOCK (Note 1) Authorized— 100,000 cumulative redeemable preferred shares of the par value of \$100 each 2,250,000 Class "A" shares of the par value of \$1 each—non-voting 1,750,000 common shares of the par value of \$1 each 68,000 2½% deferred shares of the par value of \$100 each—non-voting Issued and fully paid— 48,097 5½% cumulative redeemable preferred shares—Series "A" 1,325,436 Class "A" shares	4,814,000 T Y 4,809,700 1,325,436	5,194,500 4,815,700 1,279,721
SHAREHOLDERS' EQUITANT STOCK (Note 1) Authorized— 100,000 cumulative redeemable preferred shares of the par value of \$100 each 2,250,000 Class "A" shares of the par value of \$1 each—non-voting 1,750,000 common shares of the par value of \$1 each 68,000 2½% deferred shares of the par value of \$100 each—non-voting Issued and fully paid— 48,097 5½% cumulative redeemable preferred shares—Series "A" 1,325,436 Class "A" shares 1,500,000 common shares.	4,814,000 T Y 4,809,700 1,325,436 1,500,000	5,194,500 4,815,700 1,279,721 1,500,000
SHAREHOLDERS' EQUITAL STOCK (Note 1) Authorized— 100,000 cumulative redeemable preferred shares of the par value of \$100 each 2,250,000 Class "A" shares of the par value of \$1 each—non-voting 1,750,000 common shares of the par value of \$1 each 68,000 2½% deferred shares of the par value of \$100 each—non-voting Issued and fully paid— 48,097 5½% cumulative redeemable preferred shares—Series "A" 1,325,436 Class "A" shares	4,814,000 T Y 4,809,700 1,325,436 1,500,000 6,800,000	4,815,700 1,279,721 1,500,000 6,800,000
SHAREHOLDERS' EQUITALISTOCK (Note 1) Authorized— 100,000 cumulative redeemable preferred shares of the par value of \$100 each 2,250,000 Class "A" shares of the par value of \$1 each—non-voting 1,750,000 common shares of the par value of \$1 each 68,000 2½% deferred shares of the par value of \$100 each—non-voting Issued and fully paid— 48,097 5¼% cumulative redeemable preferred shares—Series "A" 1,325,436 Class "A" shares. 1,500,000 common shares. 68,000 2½% deferred shares.	4,814,000 T Y 4,809,700 1,325,436 1,500,000	5,194,500 4,815,700 1,279,721 1,500,000
SHAREHOLDERS' EQUITATION ENDING TO SHARE HOLDERS' EQUITATION STOCK (Note 1) Authorized— 100,000 cumulative redeemable preferred shares of the par value of \$100 each 2,250,000 Class "A" shares of the par value of \$1 each—non-voting 1,750,000 common shares of the par value of \$1 each 68,000 2½% deferred shares of the par value of \$100 each—non-voting Issued and fully paid— 48,097 5½% cumulative redeemable preferred shares—Series "A" 1,325,436 Class "A" shares 1,500,000 common shares 68,000 2½% deferred shares CONTRIBUTED SURPLUS	4,814,000 T Y 4,809,700 1,325,436 1,500,000 6,800,000	4,815,700 1,279,721 1,500,000 6,800,000
SHAREHOLDERS' EQUITATION ENDING TO SHARE HOLDERS' EQUITATION STOCK (Note 1) Authorized— 100,000 cumulative redeemable preferred shares of the par value of \$100 each 2,250,000 Class "A" shares of the par value of \$1 each—non-voting 1,750,000 common shares of the par value of \$1 each 68,000 2½% deferred shares of the par value of \$100 each—non-voting Issued and fully paid— 48,097 5½% cumulative redeemable preferred shares—Series "A" 1,325,436 Class "A" shares 1,500,000 common shares 68,000 2½% deferred shares CONTRIBUTED SURPLUS Representing amounts received as subscription price	4,814,000 T Y 4,809,700 1,325,436 1,500,000 6,800,000 14,435,136	4,815,700 1,279,721 1,500,000 6,800,000 14,395,421
SHAREHOLDERS' EQUITATION ENDING TO SHARE HOLDERS' EQUITATION STOCK (Note 1) Authorized— 100,000 cumulative redeemable preferred shares of the par value of \$100 each 2,250,000 Class "A" shares of the par value of \$1 each—non-voting 1,750,000 common shares of the par value of \$1 each 68,000 2½% deferred shares of the par value of \$100 each—non-voting Issued and fully paid— 48,097 5½% cumulative redeemable preferred shares—Series "A" 1,325,436 Class "A" shares 1,500,000 common shares 68,000 2½% deferred shares CONTRIBUTED SURPLUS	4,814,000 T Y 4,809,700 1,325,436 1,500,000 6,800,000	4,815,700 1,279,721 1,500,000 6,800,000
SHAREHOLDERS' EQUITATION ENDING TO SHARE HOLDERS' EQUITATION STOCK (Note 1) Authorized— 100,000 cumulative redeemable preferred shares of the par value of \$100 each 2,250,000 Class "A" shares of the par value of \$1 each—non-voting 1,750,000 common shares of the par value of \$1 each 68,000 2½% deferred shares of the par value of \$100 each—non-voting Issued and fully paid— 48,097 5½% cumulative redeemable preferred shares—Series "A" 1,325,436 Class "A" shares 1,500,000 common shares 68,000 2½% deferred shares CONTRIBUTED SURPLUS Representing amounts received as subscription price	4,814,000 4,809,700 1,325,436 1,500,000 6,800,000 14,435,136 2,548,631 30,892,776	4,815,700 1,279,721 1,500,000 6,800,000 14,395,421 1,954,336 27,935,493
SHAREHOLDERS' EQUITALISTOCK (Note 1) Authorized— 100,000 cumulative redeemable preferred shares of the par value of \$100 each 2,250,000 Class "A" shares of the par value of \$1 each—non-voting 1,750,000 common shares of the par value of \$1 each 68,000 2½% deferred shares of the par value of \$100 each—non-voting Issued and fully paid— 48,097 5¼% cumulative redeemable preferred shares—Series "A" 1,325,436 Class "A" shares. 1,500,000 common shares. 68,000 2½% deferred shares. CONTRIBUTED SURPLUS Representing amounts received as subscription price of shares over the par value thereof.	4,814,000 T Y 4,809,700 1,325,436 1,500,000 6,800,000 14,435,136 2,548,631	4,815,700 1,279,721 1,500,000 6,800,000 14,395,421 1,954,336



STEINBERG'S LIMITED and SUBSIDIARY COMPANIES

CONSOLIDATED STATEMENT OF INCOME YEAR ENDED JULY 29, 1961 (with comparative figures for the year ended July 30, 1960)

	July 29, 1961 (52 weeks)	July 30, 1960 (53 weeks)
SALES	\$253,222,229	\$238,117,239
PROFIT FROM OPERATIONS		
before the undermentioned items	11,531,523	9,669,292
Add:		
Income from investments and loans	1,261,264	1,437,737
Miscellaneous income	134,561	93,029
	12,927,348	11,200,058
Deduct:		
Provision for depreciation	3,074,465	2,924,423
Payments under lease-purchase agreements	418,814	425,236
Interest on debentures and amortization of discount	254,506	271,806
Interest on mortgage and other loans	288,040	558,078
Contribution to Employees' Profit Sharing Retirement Pension Plan	534,831	456,457
	4,570,656	4,636,000
INCOME BEFORE PROVISION FOR INCOME TAXES	8,356,692	6,564,058
PROVISION FOR INCOME TAXES	4,539,000	3,322,220
NET INCOME FOR THE YEAR	\$ 3,817,692	\$ 3,241,838

CONSOLIDATED

STATEMENT OF RETAINED EARNINGS

YEAR ENDED JULY 29, 1961

BALANCE AT BEGINNING OF YEAR	\$27,935,493
Add:	
Net income for the year	3,817,692
Profit on disposal of land and buildings	513,004
	4,330,696
	32,266,189
Deduct:	
Dividends on preferred shares	252,509
Dividends on Class "A" and common shares	1,120,904
	1,373,413
BALANCE AT END OF YEAR	\$30,892,776

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

YEAR ENDED JULY 29, 1961

- 1. (a) During the year, 45,715 Class "A" shares were issued for cash and 60 preferred shares were redeemed.
 - (b) The company has reserved 574,800 unissued Class "A" shares as follows: a maximum of 408,000 shares to satisfy the conversion privilege, exercisable after December 1, 1963, attaching to the 2½% deferred shares; 76,800 shares to satisfy options granted and to be granted to certain employees; and a maximum of 90,000 shares to satisfy subscription rights of eligible persons to purchase shares under the Employees' Stock Purchase Plan 1961.
- Accumulated depreciation claimed for income tax purposes to July 29, 1961 exceeded the amount provided in the accounts by \$1,358,079.
- 3. The aggregate minimum rentals, exclusive of additional amounts based on percentage of sales, taxes, insurance and other occupancy charges, under long-term leases (extending beyond five years from the balance sheet date) in effect at July 29, 1961 for each of the periods shown, are as follows:

1962-66	\$22,538,415
1967-71	21,584,870
1972-76	18,289,149
1977-81	13,964,071
1982-86	4,242,523
After 1986	1,043,185
Total minimum rental liability	\$81,662,213

- 4. In consideration of the exclusive right to lease the supermarket premises in all shopping centres developed by Steinberg's Shopping Centres Limited, Steinberg's Limited has undertaken to provide cash to meet any obligations which this company is unable or fails to meet, including payments of principal and interest on its funded indebtedness which, at July 29, 1961 amounted to \$8,000,000. Any deficiency payment actually made by Steinberg's Limited will be in consideration of the issue to it of an appropriate number of \$100 par value preferred shares of Steinberg's Shopping Centres Limited. It is not anticipated that there will be any necessity for Steinberg's Limited to make any such payments.
- 5. The company has a contingent liability to another corporation, in connection with the purchase of certain assets, which liability cannot exceed \$562,500.
- 6. Subsequent to the date of the balance sheet, the company has advanced to Woodward Steinberg Ltd. (a newly-formed associated company) an amount of \$1,000,000, for which it will receive common shares.

AUDITORS' REPORT TO THE SHAREHOLDERS

We have examined the consolidated balance sheet of Steinberg's Limited and its wholly-owned subsidiary companies as at July 29, 1961 and the consolidated statements of income and retained earnings for the year ended on that date and have obtained all the information and explanations we have required. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances.

In our opinion, and according to the best of our information and the explanations given to us and as shown by the books of the companies, the accompanying consolidated balance sheet and consolidated statements of income and retained earnings, when read in conjunction with the notes appended thereto, are properly drawn up so as to exhibit a true and correct view of the consolidated state of the affairs of the companies as at July 29, 1961 and the consolidated results of their operations for the year ended on that date, in accordance with generally accepted accounting principles applied on a basis consistent with that of the preceding year.

Meranaud Currie Os



STEINBERG'S LIMITED and SUBSIDIARY COMPANIES

CONSOLIDATED STATEMENT OF SOURCE AND USE OF FUNDS
FOR THE FISCAL YEAR ENDED JULY 29, 1961

We received cash from	
net income from operations for the year	\$ 3,817,692
depreciation and other charges to operations not requiring an outlay of cash	3,087,615
the issue of Class "A" shares to employees	640,010
the profit on disposal of land and buildings which were sold in excess of book values	513,004
the reduction of long-term advances to associated companies	356,097
	\$ 8,414,418
This cash was used to purchase fixed assets for the warehousing, distribution and selling of merchandise	\$ 3,219,735
reduce loans owing to shareholders and others	65,837
redeem debentures in accordance with trust deeds	380,500
retire preferred shares in accordance with terms of issue	6,000
discharge note due in 1961	3,115,000
pay dividends to shareholders	1,373,413
increase our working capital funds	253,933
	\$ 8,414,418

FIVE-YEAR COMPARISON OF FINANCIAL AND OPERATING STATISTICS

	1961	1960	1959	1958	1957	
Sales	\$253,222,229	\$238,117,239	\$178,261,413	\$150,925,637	\$132,431,428	
Net Income for the Year	\$ 3,817,692	\$ 3,241,838	\$ 3,392,785	\$ 2,995,210	\$ 2,397,023	
Net Income per Dollar of Sales (in cents)	1.51¢	1.36¢	1.90¢	1.98¢	1.81¢	
Inventories	\$ 14,575,382	\$ 13,975,507	\$ 12,037,282	\$ 7,500,118	\$ 6,675,454	
Working Capital	\$ 8,882,120	\$ 8,628,187	\$ 11,293,343	\$ 8,991,276	\$ 5,808,002	
Total Assets	\$ 70,450,000	\$ 68,555,990	\$ 67,544,941	\$ 41,010,273	\$ 37,228,425	
Shareholders' Equity.	\$ 47,876,543	\$ 44,285,250	\$ 38,622,472	\$ 24,856,964	\$ 20,932,338	
Earnings per Share (Common & Class "A")	\$ 1.26	\$ 1.07	\$ 1.13	*	*	
Salaries & Wages	\$ 23,466,256	\$ 21,946,744	\$ 16,606,877	\$ 14,424,935	\$ 12,289,836	
Number of Stores	132	123	108	62	53	

^{*}Not comparable. Class "A" shares issued December, 1958

WOODWARD STEINBERG LTD.

Canadians recently became acquainted with one of the most significant advances in modern retailing history, with the introduction of the first of a series of self-service department stores planned for Eastern Canada by a new, all-Canadian company—Woodward Steinberg Ltd.

The new company, with an authorized share capital of \$10,000,000, represents the pooling of resources, manpower and merchandising experience by two of Canada's leading retail organizations — Woodward Stores (1947) Limited of Vancouver, and Steinberg's Limited of Montreal.

Woodward Stores (1947) Limited, a Vancouver-based company founded in 1892, operates nine large department stores in British Columbia and Alberta. Along with Steinberg's Limited, it will share equally in the ownership of Woodward Steinberg Ltd.

Each of the parent companies has contributed executive personnel to direct the new enterprise. The president of Woodward Steinberg Ltd. is C. R. Clarridge, a vice-president and director of Woodward Stores (1947) Limited. Melvyn Dobrin, a vice-president in the Steinberg organization, is General Manager of the new company.

The first Woodward Steinberg self-service department store located at Pont Viau, Quebec.





The main store and head office of Woodward Stores (1947) Limited in Vancouver.

THE CONCEPT

The outstanding feature of the new Woodward Steinberg stores is their embodiment of advanced retail selling ideas. Essentially they represent an application of supermarket techniques to the retail distribution of a large variety of general merchandise ordinarily available in department stores.

SUPERMARKET MERCHANDISING

Among the obvious advantages which these new stores offer shoppers are the convenience of location adjacent to a large residential area, easy parking, attractive display of merchandise, and a general atmosphere of quality goods offered at low prices. Supermarket merchandising principles and techniques which result in high volume selling, have been borrowed on heavily to produce the merchandising plan for these new stores. Woodward Steinberg self-service department stores will be operated at low overhead with a view to achieving rapid turn-over of merchandise—amid settings designed for the maximum comfort, time-saving and convenience of shoppers.

Streamlined self-service selling methods will hold down sales costs and thus assure a low level of prices and significant savings for customers. Many ordinary department store costs will be reduced or dispensed with by the avoidance of frills and non-essential services.

ARCHITECTURAL DESIGN

Distinctively advanced architectural design will be a feature of every Woodward

Twenty-five or more departments feature a wide range of first quality merchandise.





Steinberg store. Most will be single-storey buildings, with sales floor areas ranging from 70,000 to 150,000 square feet. Interiors will be attractively laid out, brightly lighted, air conditioned, and decorated in the most appealing of modern styling. Wide aisles and easily accessible merchandise displays will make for pleasant shopping. Cafeterias will serve snacks and complete meals—and just about every consideration will be shown for the shopper's convenience and comfort. The overall atmosphere will be bright, cheerful and relaxed.

QUALITY AND VARIETY

These revolutionary department stores will feature a wide range of first quality merchandise, including nationally advertised brands. Each store will have 25 or more departments carrying such products as wearing apparel for the entire family, hardware, appliances, sporting equipment, auto accessories, health and beauty aids, jewellery, luggage, stationery, toys, records, and linens.

While the emphasis will be on customer self-service, trained sales personnel will be on hand to aid shoppers. All merchandise will be sold on a basis of assured satisfaction or money refunded. A central checkout system will expedite customer service and reduce delays. Charge accounts will not be maintained, but credit facilities will be available at each store for certain types of purchases.

FIRST UNITS COMPLETED

The first two Woodward Steinberg stores are now in operation at Pont Viau and Greenfield Park, on the northeastern and southern perimeters of Montreal Island respectively. Initial consumer response has been most encouraging.

In anticipation of further store openings, sites are being studied, plans are being proposed, and market research undertaken. The rate of expansion will be governed by experience now being gained in the Greater Montreal area.

Attractive interiors are designed for customer comfort and shopping convenience.







STEINBERG'S LIMITED OFFICERS and DIRECTORS

OFFICERS

SAM STEINBERG-President

NATHAN STEINBERG—Executive Vice-President MAX STEINBERG—Vice-President & Treasurer SYDNEY CAPLAN—Vice-President, Personnel

MELVYN DOBRIN-Vice-President

LEO GOLDFARB—Vice-President, Development & Expansion JAMES N. DOYLE—Vice-President, General Counsel & Secretary

G. FINLAY DAVIS-Comptroller

Quebec Division

WM. SHERMAN-Vice-President, Operations

JACK LEVINE-Vice-President, Sales

SYDNEY KOM-Vice-President, Distribution & Processing

Ontario Division

JACK GENSER—Vice-President & General Manager OSCAR PLOTNICK—Vice-President & Sales Manager

DIRECTORS

SAM STEINBERG
NATHAN STEINBERG
MAX STEINBERG
MORRIS STEINBERG
JACK STEINBERG
SAM COHEN
JACK GENSER

LAZARUS PHILLIPS, O.B.E., Q.C.

SUBSIDIARY COMPANIES

OTTAWA FRUIT SUPPLY LIMITED ALLIED FOOD MARKETS LIMITED T.N.T. PREMIUMS LIMITED

TRANSFER AGENT

MONTREAL TRUST COMPANY MONTREAL AND TORONTO

REGISTRAR

THE ROYAL TRUST COMPANY MONTREAL AND TORONTO

AUDITORS

McDONALD, CURRIE & CO. MONTREAL

HEAD OFFICE

5400 HOCHELAGA STREET, MONTREAL, P.Q.

Sales floor areas ranging from 70,000 to 150,000 square feet are attractively laid out, brightly lighted, air conditioned, and decorated in the most appealing of modern stylings.



STEINBERG'S LIMITED MONTREAL, CANADA