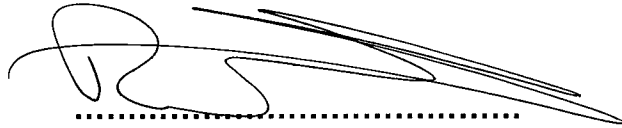


THIS IS EXHIBIT "B" TO THE

**AFFIDAVIT OF RICHARD SEXTON
SWORN BEFORE ME THIS 10th
DAY OF JUNE, 2009.**

A handwritten signature in black ink, appearing to be 'RS', written over a horizontal dotted line.

A Commissioner, etc.

COPPLEY APPAREL GROUP LIMITED
BALANCE SHEET
PERIOD 5- April 25, 2009

	Balance Sheet at April 25, 2009	Balance Sheet at April 19, 2009
Cash	595,616	347,725
Accounts Receivable Trade	10,370,968	12,151,724
Accounts Receivable - Employees	37,937	80,785
Reserve for Bad Debts	(686,789)	(589,602)
Accounts Receivable Misc	-	39,006
Inter Company Receivable	907,160	401,935
Inventories	8,146,295	11,240,793
Prepaid Expenses	115,197	176,669
	<u>19,486,384</u>	<u>23,829,035</u>
Fixed Assets	15,626,228	14,955,349
Accumulated Dep'n	<u>13,404,872</u>	<u>12,791,245</u>
	2,221,355	2,164,104
	-	-
Computer Software	24,650	33,285
Prepaid Pension Expense	-	-
Non-Current Mortgage	41,090	51,351
Goodwill	-	1,774,824
	-	-
Total Assets	21,773,480	27,852,599
Less:		
Accounts Payable Trade	1,362,524	1,504,763
Accounts Payable Other	369,129	326,530
Accrued Payroll	957,228	1,211,614
Accrued Pension Liability	(455,948)	283,606
Taxes Non- Income	83,609	125,213
Accruals	473,491	1,273,637
	<u>2,790,033</u>	<u>4,725,364</u>
Net Assets Employed	18,983,447	23,127,235
Income Taxes Payable	555,334	531,533
Deferred Income Taxes		
Bank Indebtedness	9,007,751	5,799,021
Due to Hartmarx -Current	(2,824,216)	599,447
Inter Company Payables	4,121	6,357
Contributed Surplus	2,488,250	2,488,250
Share Capital	1,000,400	1,000,400
Accum. Other Comprehensive Income	-	(1,911)
Retained Earnings - Opening	9,892,235	13,448,632
Profit & Loss (from Pg 6)	(1,140,427)	(744,494)
Dividend Payment	-	-
Refundable Taxes		
Retained Earnings - Ending	8,751,808	12,704,138
	-	-
Total Shareholders Equity	9,752,208	13,704,538
	<u>18,983,448</u>	<u>23,127,235</u>

COPPLEY APPAREL GROUP

PROFIT & LOSS STATEMENT

PERIOD 5- April 25, 2009

	Year to Date Results	
	2009 ACTUAL	2008 ACTUAL
Sales - Independents	12,770,397	16,898,791
Sales - Affiliates	600,188	1,302,594
Less Allowances	(9,094)	(6,082)
Total Sales (from P3)	13,361,491	18,195,303
 COGS (from P7)	 10,649,320	 14,213,331
GROSS PROFIT	2,712,171	3,981,972
GROSS PROFIT %	20.30%	21.88%
 EXPENSES:		
SELLING (from P14)	1,662,492	2,102,297
ADVERTISING (from P17)	292,016	454,729
SHIPPING (from P15)	236,996	336,318
ADMINISTRATION (from P18)	1,271,767	1,565,050
Total Operating Expenses	3,463,271	4,458,394
Operating Exp. As a % Of Sales	25.92%	24.50%
 OPERATING PROFIT(LOSS)	 (751,101)	 (476,422)
Other (Income) & Expenses (from P19)	110,260	127,044
 PROFIT(Loss)Befor IT = (EBIT)	 (861,360)	 (603,465)
Interest Expense (from P19)	278,324	141,029
 PROFIT BEFORE TAXES	 (1,139,684)	 (744,494)
Profit before Tax %	-8.53%	-4.09%
Income taxes	743	-
Profit (Loss) After Tax	(1,140,427)	(744,494)

**Copley Apparel Group
Cash Flow Report**

<u>Operating</u>	12 Months Since April 19, 2008	5 Months Since November 29, 2008 YTD
Net income for period	(3,952)	(1,140)
Non cash items		
Depreciation	614	242
Amortization		
Goodwill Adjustment Retained Earnings	1,775	1,775
Computer Software	9	7
Forward Exchange Contract	-	-
Acc. Other Comprehensive Inc	2	(18)
	<u>(1,553)</u>	<u>865</u>
 <u>Changes in Non Cash working Capital.</u>		
A/R	1,435	511
Inventory	3,094	2,518
Prepaid	61	12
A/P	(1,198)	(455)
Taxes	24	(9)
Pension Liability	(688)	(270)
	<u>2,728</u>	<u>2,308</u>
	1,175	3,173
 <u>Investing</u>		
Marketable Securities	-	-
Goodwill	(1,775)	(1,775)
Fixed assets	(671)	(24)
Receipt on other assets	1,734	4
	<u>(712)</u>	<u>(1,795)</u>
 <u>Financing</u>		
Operating loan	3,209	(1,805)
Contributed Surplus	-	-
HMX Intercompany	(3,424)	682
	<u>(215)</u>	<u>(1,123)</u>
 Increase(decrease) -cash	248	255
 Opening Cash	348	340
 Closing Cash	<u>596</u>	<u>595</u>