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NANTUCKET INDUSTRIES INC

Form 10-K

June 12, 2003

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, DC 20549

Form 10-K

ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE SECURITIES  
EXCHANGE ACT OF 1934

For the fiscal year ended February 28, 2003

Commission File Number: 003-08955

NANTUCKET INDUSTRIES, INC.  
(Exact name of registrant as specified in its charter)

Delaware  
(State of other jurisdiction of  
incorporation or organization)

58-0962699  
(IRS Employer Identification No.)

45 Ludlow Street, Suite 602, Yonkers, New York 10705  
(Address of principal executive offices) (Zip Code)

(914) 375-7591  
(Registrant's telephone number, including area code)

(Former Address, since last report)

Securities registered pursuant to Section 12(g) of the Act. Common Stock, \$.10  
par value

Name of each exchange on which registered. NASD OTC Bulletin Board

Indicate by check mark whether the registrant (1) has filed all reports required  
to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during  
the preceding twelve months (or for such shorter period that the registrant was  
required to file such reports), and (2) has been subject to such filing  
requirements for the past 90 days. |X| YES | | NO

The aggregate market value of the outstanding Common Stock of the registrant  
held by non-affiliates of the registrant as of June 12, 2003, based on the  
average bid and asked price of the Common Stock on the NASD OTC Bulletin Board  
on said date was \$657,741.

As of June 13, 2002, the Registrant had outstanding 8,590,524 shares of common  
stock.

ITEM 1. BUSINESS

Reorganization

On January 25, 2002, we effected a "reverse acquisition" pursuant to which we  
acquired all of the issued and outstanding capital stock of Accutone, Inc., a  
Pennsylvania corporation. The acquisition was made on a stock-for-stock basis  
pursuant to the terms of our Chapter 11 Plan of Reorganization. The assets of  
Accutone, which were acquired by us through our acquisition of the Accutone  
stock, include all facilities, contracts, service agreements, accounts

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receivable, patent rights, customer lists, and the like.

Our voluntary petition under Chapter 11 of the United States Bankruptcy Code was filed on March 3, 2000 in the U.S. Bankruptcy Court for the Southern District of New York. At the time such petition was filed until we acquired Accutone, we were a dormant Delaware corporation.

As a result of the above-described acquisition, Accutone Inc. (together with Accutone's wholly-owned subsidiary, Interstate Hearing Aid Service Inc.) is now our wholly owned subsidiary. We have had no business or assets other than those which we acquired through our acquisition of Accutone. With respect to our current business, history, and prospects, Accutone is the predecessor of Nantucket.

We are directly, and indirectly through our subsidiaries, Accutone Inc. and Interstate Hearing Aid Service Inc., in the business of distributing and dispensing custom hearing aids. Our predecessor, Accutone Inc. was formed under the laws of the State of Pennsylvania in October 1996 for the purpose of engaging in the manufacture, dispensing, and distribution of hearing aids. In 1998, Accutone acquired 100% ownership of Interstate, a Pennsylvania corporation and an FDA licensed hearing aid manufacturer which has been in the hearing aid business for approximately 35 years. In the Fall of 2000, Accutone discontinued all manufacturing operations and changed the focus of its marketing to include, not only the individual, self-pay patient, but health care entities and organizations which could serve as patient referral sources for us.

### History

Until the end of October 1999, when we discontinued all business activities, we produced and distributed popular priced branded fashion undergarments for sale, throughout the United States, to mass merchandisers and national chains. We produced and sold our men's underwear products primarily under licensed labels including "Brittania" and "Arrow" and, until March 31, 1998, we also produced women's innerwear under the GUESS? label, for sale to department and specialty stores. From October 31, 1999 up to and including the period that we effectuated the reverse acquisition of Accutone we were a dormant corporation.

Subsequent to the reverse acquisition our only assets and business were those attributable to the Acctuone Group. Until the summer of 2000, a small portion of Accutone's business consisted of manufacturing operations. However, because of changes in the competitive climate of the hearing aid manufacturing industry and the comparatively small level of our operations, all manufacturing was discontinued on July 30, 2000. This marked the beginning of an ongoing change in our revised business plan, which now encompasses concentrating our marketing to nursing homes, hospitals, out-patient clinics, members of managed health care providers, such as health maintenance organizations ("HMO's"), Physician Provider Organizations (physician group practices known as "PPO's"), union health plans, medicare, and medicaid while considering the expansion of an advertising campaign aimed at individuals in the non-insured self-pay market. Since implementing our revised business plan in October 2000, we have entered into contracts with approximately 50 managed health care provider organizations, unions, local municipalities and secondary health care insurance providers and pediatric care organizations in the New York metropolitan area, including Medicare and Medicaid. We are continually in negotiations with other such organizations and we anticipate that the number of such organizations will continue to grow while we continue to understand the additional capital requirements of this anticipated growth. As an addition to our marketing plan, we have recently begun contracting with seven early intervention agencies.

In addition to marketing our services, we anticipate that when and if our

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capitalization improves we will expand our audiological staff and the level of our operations and the related potential profitability. Our long term goal is to expand all segments of our operations both in scope of services and in a wider geographic area.

We are also currently providing in-home fitting and dispensing services in the State of Pennsylvania where our customer base is located in a somewhat rural area, making home visits convenient for our customers. We have four Pennsylvania Registered Hearing Aid Fitters who are available to us for in-home, as well as office visits in Pennsylvania. To date because of our financial constraints, we have been unable to utilize these Hearing Aid Fitters to their fullest capacity. Through our offices and our in-home services, we offer a full range of audiological products and services for the hearing impaired.

In order to make our services acceptable to managed care and health insurance companies, we must address their particular concerns. This will require that we have:

- \* service locations which are conveniently accessible to their members;
- \* an adequate staff of highly qualified audiologists;
- \* a full range of high quality hearing aid products;
- \* competitive pricing; and
- \* adequate product liability and professional malpractice insurance coverage.

We are continually endeavoring to put all of these elements into place. Therefore our primary goals during the next eighteen months include:

- \* opening and establishing operations at additional fully equipped offices accessible to residents of all five boroughs of New York City (this will be undertaken in conjunction with the signing of new health care contracts with unions and other various health care organizations).
- \* opening and establishing operations at sales and dispensing offices on-site at additional nursing home facilities in the New York metropolitan area.
- \* increasing the number of audiologists on our staff to service these additional facilities;
- \* hiring a chief financial officer, a chief operations officer and a director of marketing.

Upon receipt of the necessary capital as set forth herein, we also intend to implement an aggressive advertising and marketing campaign aimed at individuals and managed health care organizations and to establish a professional advisory board consisting of from 4 to 6 individuals with high levels of experience in hearing health care, gerontology, and hearing aid product development and promotion.

We estimate that in order to achieve these goals, we will require financing from sources other than cash flow, within the next eighteen months, in an amount ranging from \$1,000,000 to \$1,500,000. Our present plan for financing focuses on raising funds through a private placement of our securities. To date our success in raising private placement funds and other financings have fallen short of our previous expectations. Although the capital markets have a perceived improvement, we are cautiously optimistic of our abilities to achieve these goals. Along these lines we are actively pursuing potential businesses alliances with privately held businesses in like and or compatible industries. We believe that the addition of both sales volume growth and profitability will greatly assist us in successfully raising additional capital.

Overview of the Industry

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### Hearing Loss

We continue to believe that hearing loss is one of the most prevalent chronic health conditions in the United States, and that its incidence is on the rise. Hearing loss occurs when there is damage to the auditory system, possibly caused by heredity, aging, noise exposure, illness, trauma, and/or some medications. Some hearing loss is temporary

and/or can be corrected with medical or surgical treatment. Other types of hearing loss can be effectively managed with hearing devices. Although hearing loss traditionally has been considered an "old person's" condition, On February 8, 1999, the Better Hearing Institute reported that hearing loss is becoming increasingly common among the "Baby Boomer" 40 to 65 year old segment of the population. This is widely believed to be the result of extreme noise exposure, possibly because of a history of excessive exposure to extremely high decibel rock-and-roll concerts and the widespread use of "walkman" type radios (which produce a concentrated level of noise in extremely close proximity to the ear). The degree of hearing loss is often directly related to the amount of exposure and the intensity of loud noise. However, damaging noise does not necessarily have to result from extreme situations. Even cumulative exposure to everyday noises, such as the sounds of daily traffic, construction work, or a noisy office can contribute to hearing loss.

Hearing loss can have serious implications, leading to communication disorders, isolation, depression, cognitive dysfunction, and overall decline in quality of life. While hearing loss has historically been considered an effecting of aging, recently some government agencies, health care organizations and insurance companies have begun increasing their scope of services and coverage's to include early interventions for children up to the age of 12. While a great many people suffering from hearing loss can be helped with the use of hearing aids, a 1999 survey by the National Council on the Aging (NCOA) indicated that older adults with hearing impairments, who do not wear hearing aids, are more likely to report sadness and depression, worry and anxiety, paranoia, diminished social activity, and greater insecurity than those who wear aids. We believe that the products and technologies currently available are broad and varied and in most instances can afford to the hearing impaired individual the amplification necessary to afford them the ability to have improved hearing and enjoy a full and normal lifestyle. In addition, we believe that these people could also benefit from the use of other assisted listening devices, such as telephone or television amplifiers (see "Products", below).

### The Future of the Industry

While we recognize that in the past and still today, many members of the public have been reluctant to use hearing aids, we believe that this industry can be expected to experience substantial and continuing growth during the coming decades. Sergei Kochkin, PhD, an officer and board member of the Better Hearing Institute and a director of market development at Knowles Electronics, has written a market research article in which he concluded that, "With modern estimates of hearing loss ranging from 24 million to 28 million and hearing instrument penetration at only 21% to 22% historically, it is of interest to determine the extent to which the more than 20 million hearing-impaired individuals who do not use hearing instruments are, in fact, current or future candidates for hearing aids. In the past we have conservatively estimated that if even 25% of the non-owner market were convinced to purchase market were convinced to purchase hearing aids over the next five years that the market would double and retailers would realize an incremental \$1 billion a year."

Some of the factors which we believe will contribute to an expansion of hearing aid use and audiological services include the following:

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- A rapidly aging population (the "graying of America") accompanied by a natural, progressive deterioration in hearing acuity;
- Wide exposure to excessive noise, pollution among younger segments of the population resulting in ever increasing damage to hearing;
- A growing acceptance among all segments of the population of the use of hearing aids;
- The availability of smaller and less visible hearing aids;
- Advances in hearing aid technology, including computerized digital products;
- Decreasing prices of hearing aids;
- Increasing coverage of hearing aid products by HMO's, PPO's, unions, employer-sponsored groups, and Medicare and Medicaid to offset the costs to the end user; and
- Substantial increase in testing of pediatric patients since the

medical profession has become aware of hearing losses in infants and toddlers.

As a result of the increase in early intervention, many health care organizations, managed care organizations and health care insurance companies (including medicaid) have begun to reimburse the costs of implementing early intervention testing procedures in their reimbursement schedules.

### Our Sales and Dispensing Offices

We are currently operating three hearing aid sales and audiological testing facilities. These are retail sales and dispensing offices, which are located in medical arts buildings, independent store-fronts, and, in one case, on-site at a medical outpatient center. One of our retail offices is located in Yonkers, New York, one is in Mount Vernon, New York, and one is in Forty Fort, Pennsylvania. Our Mount Vernon facility is located on-site at The Wartburg Home of The Evangelical Lutheran Church in its 16,000 square foot outpatient facility.

Our Yonkers office and our Pennsylvania office are open and functioning on a full time basis. We had expected that another office in Yonkers which was recently closed, would provide full time services on an as needed basis. However, such offices was recently closed since it failed to meet our projected profitability. Our Wartburg out-patient office is currently open two days per week and our Wartburg Nursing Home office is currently open an average of four days per month, on an as-needed basis. Our Ludlow Street Yonkers office is staffed and supervised by a full-time, licensed and certified audiologist and one full-time patient care coordinator. Our Pennsylvania office operates on a full time basis and is staffed by a state licensed hearing aid dispenser, as required by applicable Pennsylvania law and at least one clerical employee.

Our current New York sales and dispensing offices range from 600 to 1,100 square feet in size. These include our Yonkers office and our on-site Wartburg Outpatient Facility office, all of which are fully equipped with:

- \* soundproof testing booths and state-of-the-art testing equipment that meets or exceeds all state standards; and
- \* a full range of diagnostic and auditory-vestibular tests that assist referring physicians in the treatment of patients with hearing and balance disorders.

Our on-site nursing home offices, which do not have their own existing on site testing booths and audiological equipment, are equipped with our portable electronic audiological equipment brought in by the audiologist at each visit.

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This equipment meets or exceeds the requirements of all federal and state agencies as well as all third-party payers. We have found this equipment to be adequate to serve the needs of almost all patients at these facilities and continually upgrade all equipment to the latest industry standards.

Our Pennsylvania sales and dispensing office is equipped with portable audiological testing and fitting equipment and a sound-deadened room. This meets all applicable requirements of the State of Pennsylvania Department of Health Regulations regarding the sales and dispensing of hearing aids.

### On-Site Offices

The Wartburg Adult Care Community Outpatient Clinic and The Wartburg Nursing Home

We have entered into lease and service agreements with The Wartburg Adult Care Community Outpatient Clinic and the Wartburg Nursing Home. These facilities are part of the Wartburg Adult Care Community which is located in a 36-acre campus in the town of Mount Vernon in Westchester County, New York. The Wartburg is a comprehensive senior health care complex which includes residential assisted living, nursing home, and critical care facilities as well as a 16,000 square foot Outpatient Health Services complex serving area residents as well as persons residing within the Wartburg facilities. Our contracts with the outpatient clinic and the nursing home provide for our:

- \* Operating an on-site dispensing and testing office in the Wartburg Diagnostic and Treatment Center (outpatient center). Under the terms of the contract, our office has use, at no cost, of a common reception and waiting room and reception personnel in the Wartburg, who will schedule and coordinate patient appointments. This facility is fully equipped, including a sound-proof booth, and all required electronic testing equipment as well as all other peripheral equipment necessary for appropriate audiological testing and the fitting and dispensing of hearing aids. This office is used for the treatment of both non-resident outpatients and Wartburg assisted living facility residents. We are currently in the process of expanding the patient base to include early intervention (pediatric testing and evaluation) as well as dispensing of hearing aids when deemed appropriate and necessary.
- \* Operating a separate on-site dispensing and testing facility in Wartburg nursing home (The Wartburg Home of the Evangelical Lutheran Church, Inc.). Wartburg provides treatment and waiting room areas within the nursing home to be used as an audiological testing, fitting, and dispensing facility for its nursing home patients, utilizing portable and mobile, state of the art, testing and fitting equipment.

Presently, the Wartburg outpatient facility handles six hundred patient visits per month. We expect that during the next six months, we will devote a total of approximately two to three days per week to patients at the Wartburg facilities. The Wartburg Diagnostic and Treatment Center had advised us that it intended to actively promote its outpatient services. Its agreements with us provide that it will include our audiological facility in its marketing efforts, at its expense. In addition, we intend to continue to expand our own marketing program as soon as the financial resources are available to us. We intend to coordinate such marketing program with the Wartburg so as to maximize promotion of our Wartburg outpatient facility, as well as our other facilities. Because of financial constraints, the Wartburg was unable to fully implement its projected marketing program. This has negatively impacted our projected growth of our audiological

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services and hearing aid sales. It is our belief that our coordinated marketing efforts and the physical presence of our facility on-site, will increase patient awareness of our services. In response to the expected growth in pediatric and early intervention services which are to be added to those services we already provide, the Wartburg is in the process of constructing 2 separate waiting rooms for its patients. One room is for senior and one is for pediatric patients. This construction is not being undertaken solely to accommodate our patients but also for the Wartburg's expected entrance into pediatric medical, psychiatric and physical rehabilitation services. As a result, we intend to increase our personnel and operating hours at the Wartburg Out-Patient Clinic in order to adequately service the non-resident outpatients that will be added as well as the full time residents/patients of the facility.

### Existing Contracts with Nursing Home Facilities

We have presently entered into contracts with approximately forty nine nursing homes for the establishment of on-site offices and our appointment as sole provider of audiological services and products during the terms of the contracts. The following sets forth the nursing home facilities that we have entered into such contracts:

Daughters of Jacob Nursing & Rehabilitation Center	Bronx
Daughters of Jacob Adult Care	Bronx
Schervier Nursing Care Center	Bronx
Judith Lynn Adult Home	Bronx
Hebrew Hospital Home	Bronx
Laconia Nursing Home	Bronx
Hebrew Hospital Home	Greenburgh
Saint Joseph's Hospital Nursing Home	Yonkers
New Sans Souci Nursing Home	Yonkers
The Wartburg	Mount Vernon
Outpatient Health Services @ The Wartburg	Mount Vernon
Shalom Nursing Home	Mount Vernon
ICF	Mount Vernon
Dumont Masonic Home	New Rochelle
Bethel Nursing & Rehabilitation Center	Croton-on-Hudson
Bethel Nursing Home, Inc.	Ossining
Cortlandt Manor Nursing Care Center	Cortlandt Manor
Northern Manor Geriatric Care Center	Nanuet
Northern Metropolitan RHCF	Monsey
Northern Riverview Nursing & Rehabilitation Center	Haverstraw
Wingate at Duchess	Fishkill
Wingate at St. Francis	Beacon
Wingate at Ulster	Highland
The Fountains at RiverVue	Tuckahoe
Eden Park Nursing Home	Poughkeepsie
Eden Park Health Care Center	E. Greenbush (Rensselaer Co.)
Oakwood Care Center	Oakdale (Suffolk Co.)
Florence Nightingale Rehabilitation & Nursing Center	Manhattan
Somers Manor Nursing Home, Inc.	Somers
Laconia Nursing Home	Bronx
Schervier Nursing Home	Bronx
New San Souci Health Care	Yonkers
Fieldston Lodge	Bronx
Throgs Neck Extended Care*	Bronx
Pelham Parkway Nursing Home*	Bronx

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Concourse Rehabilitation & Nursing Center	Bronx
Waterview Hills Nursing Home	Purdys
Northwoods Facilities (3 facilities)	Albany
Victory Lake Nursing Home	Hyde Park

In the past we have aggressively pursued contracts with new nursing home facilities (especially those that have been made available to us pursuant to the needs of our association with Park Avenue Medical Associates, PC as set forth herein). However, we have currently curtailed these efforts due to capital constraints which prevent us from adding to our professional staff of audiologists and therefore adding to the number of nursing home and senior care facilities we are currently able to service.

Contract With Park Avenue Health Care Management Inc.

On February 15, 2002, we executed an Agreement with Park Avenue Health Care Management Inc. and its affiliate, Park Avenue Medical Associates, P.C. (referred to herein, collectively, as "Park Avenue") which closed on February 28, 2002. Pursuant to this Agreement, Park Avenue contributed its entire Audiology business in consideration for the issuance of 1,200,000 of our shares to Park Avenue. Park Avenue is a health care management organization which services nursing homes, hospitals, assisted living facilities, adult day care centers, adult homes, and senior outpatient clinics. Park Avenue directly employs medical professional personnel, including physicians in both general and specialty practices and other health care professionals such as podiatrists, audiologists, and optometrists.

Nursing homes contract with Park Avenue for the services of its medical professionals, on a pre-determined schedule or on an as-needed basis. Park Avenue presently provides staff to approximately seventy-two nursing homes. We anticipate that with additional operating capital we will be able to service a majority of these nursing homes and senior care facilities.

### In-Home Services

Because of the geographic dispersal of the population in much of the State of Pennsylvania (other than in urban areas), our subsidiary, Interstate Hearing Aid Service Inc. has, for the past thirty-five years, provided in-home visits by Registered Hearing Aid Fitters licensed by the Pennsylvania Department of Health. In-home services include testing, diagnosing, fitting, dispensing, and follow-up visits, as required.

Approximately seventy five per cent of the sales made in Pennsylvania are attributable to in-home visits.

### Our Services

We provide all of our patients at our retail, nursing home, and out-patient clinic sales and dispensing offices with comprehensive hearing care services consisting of the following:

- an interview with one of our audiologists or patient care coordinators respecting the hearing problems and all factors which may contribute to or cause such problems;
- an internal and external examination of the patient's ear performed by one of our audiologists;
- an initial hearing screening to establish a permanent base-line hearing acuity and to determine whether the patient has a hearing problem;



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- if the initial screening indicates that there is a hearing problem, the audiologist will then perform additional testing and do a complete audiological evaluation, including:
  - \* air conduction;
  - \* bone conduction;
  - \* speech recognition thresholds;
  - \* most comfortable hearing level;
  - \* uncomfortable hearing level;
  - \* site of lesion tests, if required;
  - \* tympanometry;
  - \* acoustic reflex testing; and
  - \* acoustic reflex decay.

The patient is then counseled with respect to the results of the audiological testing and evaluation, the nature and extent of any hearing defects found, the possible effects of such hearing aids on the patient's lifestyle, and the options for treatment with a hearing aid; and if it is determined that a hearing aid would be of benefit to the patient, an appropriate aid will be prescribed and fitted; the fitting process will include taking impressions of the affected ear or ears.

All hearing aids that we prescribe are custom made for the individual patient. Delivery is usually made within one week to ten days. When the patient receives the hearing aid, the audiologist explains the properties and capabilities of the hearing aid, and demonstrates proper insertion, removal, maintenance techniques, and the operation of all the features of the hearing aid. The patient is then re-tested wearing the hearing aid to enable the audiologist to determine whether the hearing aid is performing to prescribed standards and to evaluate the benefit to the patient. After one week, the patient care coordinator will contact the patient by telephone to discuss any problems or questions and to schedule a follow-up appointment if the patient or the patient care coordinator feels it is needed.

We provide follow-up services including, where necessary, additional personal contacts with the patient and/or the patient's family, for the purpose of monitoring and guiding the patient's progress in successfully utilizing the hearing aid and making all adjustments required to insure a successful outcome. We also have a family hearing counseling program to help the patient and his or her family understand the proper use of their hearing products and the nature of their disability.

In addition to all of the foregoing services, at the Wartburg Nursing Home, and at all on-site offices which we may establish at other nursing homes in the future:

- \* we work directly with the director of the facility and nursing staff to insure that all residents and patients are provided any required audiological assistance on a timely basis.
- \* patient's appointments are scheduled by the nursing home personnel at intervals of approximately one-half hour to forty-five minutes;
  
- \* all patients are seen at the direction and referral of his or her ear nose and throat specialist or primary care physician;
- \* we provide base-line hearing screening for all new admissions including residents and short-term rehab patients; and
- \* results of all procedures are reported to the attending physician and become a part of the patient's permanent medical records.

Early Intervention Services

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While hearing loss has historically been considered an effecting of aging, recently health care professionals as well as some government agencies, health care organizations and insurance companies have begun increase their scope of services and coverage's to include early interventions for infants and children up to the age of 16. The reason for the rise in early intervention is due to that fact that many organizations now believe that pediatric hearing impairment may be the cause, or part of the reason, for such disorders as Attention Deficit Disorder, Dyslexia, disciplinary problems, educational underachievement and disfunctional behavior with a family setting, especially with siblings. Unfortunately, many of these problems have been deemed to be caused by alcohol and drug abuse by the child's mother or other prenatal problems which were not previously brought to light. We currently have referral contracts with and provide audiological services to the following agencies:

- Paxxon Healthcare Services, LLC
- First Step Services, Inc.
- Los Ninos Community Services
- Speech and communications Professionals
- Project Rainbow
- Secundino Services, Inc
- Early Achievement Services, Inc.

As a result of our providing such services for these companies, we have of late been approached by similar organizations and we believe that we can attain substantial growth in this new source of revenues to our company if our operating capital improves.

In addition to our current contracts, we are currently in negotiations to enter into a business combination with Paxxon Healthcare Services, Inc. To date no agreement has been reached but we believe, that we will enter into a letter of intent with Paxxon within sixty days. This represents a tremendous opportunity for our company to expand since speech pathology and early intervention are only some of the services provided by Paxxon. In addition, the current referral of business from Paxxon will provide invaluable referrals for us and Paxxon. Paxxon currently provides the following services:

1. Staffing for homecare companies with approximately fifty contracts currently in force;
2. Early intervention contracts with New York State, Westchester, Putnam and Orange Counties;
3. Facility Staffing in several nursing homes and hospitals;
4. Management contracts with nursing homes in Brooklyn and Queens; and
5. Physical therapy centers with a representation in a total of 21 offices in the Bronx, Southern New Jersey, Long Island and Queens.

### Our Products

A hearing aid is an electronic, battery-operated device that amplifies and transforms sound to allow for improved communications. All hearing aids consist of three components: the microphone, the amplifier, and the loudspeaker. Sound is received through the microphone, which vibrates in response to sound waves and converts the sound waves to electrical signals. The amplifier enhances the intensity of these signals before transmitting them to the loudspeaker where they are converted back to sound waves for broadcast in the ear.

All hearing aids that we prescribe are custom made for the individual patient. We have selected a variety of major worldwide manufacturers' products, to make available through

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our offices, in order to provide the best possible hearing aid products for our patients. These include the latest digital technology available from Magnatone, Siemens, Phonak, Sonotome, Lori/Unitron, United Hearing Systems, and others. We are also able to make available, by special order, a large selection of other hearing enhancement devices including telephone and television amplifiers, telecaptioners and decoders, pocket talkers, specially adapted telephones, alarm clocks, doorbells and fire alarms.

### Customers

To date, we have continued to expand our patient referral base by securing our appointment as the potential sole providers of hearing aids and audiological services to nursing homes, out-patient facilities, and adult group homes with whom we have contractual arrangements. We have also established relationships and have signed contacts with other types of health care organizations, such as HMO's and PPO's. Our affiliations with these types of health care organizations and facilities have grown rapidly to the extent that our current capital structure has allowed. Our customers include:

- \* word of mouth generated by our existing patient base;
- \* patients who are participating members of health care organizations, who come to us as a result of contractual (or in some cases, non-contractual) arrangements with such organizations, appointing us as an approved, preferred, or sole, provider of audiological care to their members. As a provider, we are listed in the organization's provider manual as a source for audiological services and products;
- \* patients who are referred to us by out-patient health care clinics and hospitals;
- \* patients who are referred to us, on an out-patient basis, by nursing homes and senior care facilities at which they reside;
- \* patients who are referred to us by area physicians with whom we have established relationships;
- \* patients who are treated on an in-patient basis in nursing homes or senior care facilities; and
- \* pediatric patients referred to us by local school districts, pediatric managed care organizations and local pediatric physicians.

### Existing Contracts With Health Care Providers and Third-Party Payers

To date we have entered into contracts for the provision of audiological services with in excess of fifty health care provider organizations, as well as third-party payers such as Medicare and New York State Medicaid. We continually other organizations that we are negotiating with to enter into additional contracts. We expect these additional contracts to continue to grow as we progress. We believe that we currently have sufficient staff and facilities which are geographically accessible for all participants in organizations which we have contracted with. Some of these groups and organizations include:

Medicare Federal Health Care Program, Parts A and B;  
New York State Medical Assistance (Title XIX) Program/Medicaid;  
Independent Health Association;  
Magnacare Health Care;  
Empire Blue Cross Blue Shield Health P.P.O.;  
Corvel Corporation;  
Oxford Health Plans (New York, Inc.);  
Health Insurance Plan of Greater New York and Group;  
Community Choice Health Plan, Inc.;  
Better Health Advantage, Inc.;  
Fidelis Health Care, Inc.  
Health Source Westchester Pre-Paid Health Services Plan, Inc.;  
Workers Compensation Agreement;  
Preferred Choice Management Systems;

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Speech and Communications Professionals;  
Los Ninos Services, Inc.  
Genesis Health Care, Inc.

Pomco  
National Ear Care Plan, Inc.  
Paxxon Health Care Services  
Visiting Nurse Services of Bronx/Westchester Counties  
United Health Care  
Local 1199  
Blue Cross Senior Plans  
Aetna US Health Care  
Blue Cross Senior Plan  
GHI ( General Health Insurance) AARP ( Secondary Pay) American Postal Workers  
Union United America Insurance Mutual of Omaha Cigna City of Yonkers First  
United ( Secondary Payer) Westchester Community Health Plan Local 32 E Health  
Source Fidellis Oxford Genesis Health Care

Generally, our agreements with health insurance or managed care organizations provide for services to be offered on three different bases, including:

- (a) fee for service basis based on a contractual rate which we offer to provider's members (all paid for by the patient); and
- (b) an encounter basis where we are paid a fixed fee by the insurance or managed care organization for each hearing aid sold (with the balance paid to us by the individual member).
- (c) a special Medicare/Medicaid encounter basis where we are paid a fixed fee by Medicare and/or Medicaid for particular audiological services, at a price preestablished by Medicare or Medicaid (other than the "deductible" amount, which is paid either by the patient or other third-party payers).

### Requirement for Renewal of Agreements with Health Insurance and Managed Care Organizations

The terms of most agreements with health insurance and managed care organizations are subject to renegotiation annually. Moreover, most of these agreements may be terminated, at any time, by either party on 90-days notice. Even if we are successful in expanding our base of contracts with such organizations and institutions, the early termination or failure to renew such agreements could adversely affect our results of operations. To date we have not been terminated and in some instances new and updated contracts have been signed.

### Nursing Homes

Approximately fourteen nursing homes, assisted living facilities and adult day care centers currently provide out- patient referrals and transportation of their residents to our Ludlow Street office. We also provide limited on-site testing and evaluations within these nursing homes for residents who are disabled or infirm. These nursing homes include:

Kings Terrace/Terrace Health Care	Bronx
Manhattanville Nursing Home	Bronx
Methodist Church Home	Riverdale
Riverdale Nursing Home	Bronx
Tarrytown Hall Care Center	Tarrytown
Classic Residence by Hyatt	Yonkers

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St. Joseph's Nursing Home	Yonkers
Saint Joseph Geriday Care	Yonkers
Sutton Park Adult Care	Yonkers
Varian Woods Assisted Living	Riverdale
Sprain Brook Manor	Yonkers
Saint Michaels/Nursing Home	Westchester
Mary The Queen/Retired Nuns	Bronx
Saint Joseph's Long Term Care	Yonkers

### Existing Referral Arrangements With Out-Patient Facilities

We have established relationships with four local out-patient facilities and these referrals continue to steadily increase. We believe that patient referrals from these sources will continue to grow based upon the positive feedback we receive from these out-patient facilities.

### On-Site Offices

We have established an on-site office at The Wartburg Adult Care Community Outpatient Clinic, where our location makes us the sole on-site audiological services provider to patients being treated at the clinic. We have also established an on-site office at The Wartburg Nursing Home where we are the exclusive provider of audiological services to all residents at the Nursing Home. Our audiologist visits the out-patient clinic two half-days per week and the nursing home four half-days per month. On average, our audiologist see approximately six to eight patients, per half-day, at each of these facilities. We had expected that the amount of time our audiologists would spend at the out-patient clinic would increase to at least two full days per week. The current financials constraints taking place at this facility have negatively impacted this anticipated growth.

### Area Hospitals

We have established relationships with five area hospitals who have been referring patients to our Ludlow Street office. We believe that if we receive the necessary infusion of additional capital, the growth in the number of our sales offices will put our services within the geographical reach of an increased number of the patients of these and other hospitals. We therefore, expect that these relationships will have a continuing impact on the volume of our out patient referrals. The hospitals with which we have established patient referral relationships are:

1. Saint Josephs Medical Center South Yonkers, NY
2. Yonkers General Hospital South Yonkers, NY
3. Montefiore Medical Center Northeast Bronx, NY
4. Westchester Medical Center White Plains, NY
5. Saint Johns Medical Center

### Physician Referrals

Referrals from physicians are generally based upon personal contacts and established patient and physician satisfaction. We endeavor to maintain our relationships with referring physicians by using a timely comprehensive medical reporting system which provides each referring physician with a full audiological report on each of their patient visits to our offices.

### Payments for Services

Our customer base includes self-pay patients, patients whose costs are covered by medicare or medicaid, patients whose costs are covered by private health care organizations; and patients whose costs are covered as union benefits). Treating

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Medicare and Medicaid patients involves payment lag issues which are currently problematic for us because of our current capital constraints. Current Medicare and Medicaid payments for audiological services and hearing aids can take as long as 120 to 180 days after approved services are

provided and hearing aids are dispensed. In order to assist us with the cash flow lag we have been successful in obtaining from some of our suppliers, an extension of their normal payment term. We are hopeful that if the current domestic economic conditions improve in the near future, we will be able to put bank financing arrangements into place which will provide us with a credit line for working capital. Beginning in February 2002 we began billing Medicare directly on-line, we anticipate that this will continue to accelerate our collection time. Medicaid does not currently have an on-line billing system for audiological services or the billing for hearing aids dispersed, and we therefore continue to encounter the long payment lag from time of service to actual payments.

### Sales and Marketing

Recognizing the vast untapped market of hearing impaired individuals we intend to continue to expand our marketing efforts to include, not only the self-pay patients who had previously been our principal customer base, to include:

- physicians in private or group practices;
- providers of group health care;
- unions;
- nursing homes;
- senior care facilities;
- out-patient health care clinics;
- hospitals;
- speech pathology groups;
- nursing home managed
- health care organizations; and
- third party payers, including Medicare and New York State Medicaid.

Marketing to these organizations and entities have consisted solely of personal contacts by our president, John H. Treglia, with all of the types of entities and organizations listed above. We have also utilized print media advertising on a limited basis to the self-pay patient market as well as to inform medicare and medicaid patients of our locations.

### Proposed and Existing Advertising and Marketing Program

We intend to continue to try to bring our company and our services and products to the attention of managed care providers, which can promote our products and services to the hearing impaired, and to their participating members. In connection with this, we began a proposed but some what are limited a joint advertising campaign with the Wartburg Out-Patient Clinic that we intend to increase over the next twelve months if and when capital is available. We also intend to increase our marketing efforts to the self-pay, (uninsured patient) market. Our marketing plan contemplates implementing an aggressive advertising and marketing program focused on both of these markets, highlighting the quality of our services and products, as well as competitive pricing. In addition, to address the substantial growth in the number of assisted living facilities and nursing homes, we intend, when financial resources are available, to retain a director of senior care and nursing home marketing to promote and develop relationships with such establishments. At present, marketing to health care organizations is done by our CEO, Mr. Treglia and by patient care coordinator through personal contacts. Our marketing and advertising efforts in the last

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year have been hindered by our financial constraints.

It is our goal to establish ourselves as a provider of highly professional services, quality products, and comprehensive post-sale consumer education. Our marketing campaign, although currently limited, will emphasize company-operated, free seminars on hearing and hearing loss as well as direct consumer advertising in local radio, newspaper, and, eventually, television media.

United Hearing Solutions, Inc.

In April of 2002 we entered into a binding letter of intent with United Hearing Systems,

Inc. to purchase all of their assets. Our management devoted a substantial amount of time and resources into this potential acquisition during the 2002 year. However, after an exhaustive due diligence of United Hearing Systems, our management determined that the purchase of these assets would not have a positive impact on our potential profitability. This determination was based for the most part on the amount of new operating capital this would require had the funding been available. Had the acquisition been consummated it would have added several million dollars to our revenues, valuable assets including a state of the art manufacturing facility, a customer list generated over twenty five years of business and substantial bottom line profitability to us. Therefore, the purchase of these assets was never finalized. The amount of time that our management spent in negotiating and conducting the proper due diligence on this company impacted their ability to expand our business. Notwithstanding same, we still have ongoing discussions with this company in an attempt to negotiate a transaction that we believe is more favorable to us and it and when we raise the appropriate additional capital.

### Business Strategy

Our business plan recognizes that increasing the number of our sales offices will make our services conveniently accessible to a greater number of participating members of health care organizations and other entities with which we have relationships or may establish relationships. Our plan is therefore to couple such an increase in offices with an expansion of our patient referral base. We expect this two-pronged approach to enable us to substantially increase the volume and profitability of our business. We believe that our success will be largely dependent upon our ability to raise capital and then use such funds to :

- \* expand and emphasize our marketing efforts to include the growing adult assisted living community nursing home and adult day care population;
- \* expand our existing operations, first in the New York metropolitan area and then on a regional basis;
- \* distinguish our company from its competitors as a provider of hearing healthcare services to not only the affluent private pay population;
- \* effectively market our products and services to service the growing pediatric patient base.

We believe that, in addition, the hearing aid industry, as a whole, must use customer satisfaction, advertising, and educational programs to strengthen consumer confidence in the industry and to educate the hearing impaired population with respect to:

- \* the importance of professional hearing testing;
- \* the availability, ease of use, and effectiveness of the newest hearing aid technologies; and

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- \* the ability to arrange financing for hearing aids through an arrangement with several emerging lease financing organizations which arrange for lease-purchase financing of hearing aids on reasonable terms, especially directed to the senior citizen marketplace and other hearing impaired persons on fixed incomes.

### Proposed Financing Plans

In order for us to implement our business plan, we will require financing in a minimum amount of \$500,000 during the next twelve months. We intend to use our best efforts to generate between \$500,000 and \$1,000,000 in equity or convertible debt financing from a private placement of our securities within six to eighteen months. To date we have received limited financing which we believe is in part attributable because of the current years market conditions. At this time, we are unable to state what the terms of the anticipated private placement will be or the amount of shareholder dilution which will result from the intended financing.

If we are unable to raise these funds through a private placement, we will endeavor to raise the required financing from other sources such as lease financing for major equipment purchases and loans from banks or institutional lenders. We cannot be certain that we will be able to raise the required financing from any of the foregoing sources.

If we fail to do so, our growth will continue to be curtailed and we will and concentrate on increasing the volume and profitability of our existing outlets, using any surplus cash flow from operations to expand our business as quickly as such resources will support.

### Dependence on Outside Manufacturers of Hearing Aids

We currently make available to our customers hearing aids supplied by approximately five major manufacturers, as well as hearing enhancement devices manufactured by other companies. There are currently approximately 40 manufacturers of these products world wide and few manufacturers offer dramatic product differentiation. We are therefore confident that, in the event of any disruption of supply from any of our current sources, we could obtain comparable products from other manufacturers on comparable terms. We have not experienced any significant disruptions in supply in the past.

### Dependence on Qualified and Licensed Audiological Personnel

We employ New York State licensed, ASHA certified audiologists in our New York offices. In our Pennsylvania office and in-home services, Registered Hearing Aid Fitters provide primary services, with licensed audiologists available on a consulting basis. In our New York area operations, we currently have two full-time, and one part-time, New York State audiologist. In our Pennsylvania operation, we have four available Registered Hearing Aid Fitters in Pennsylvania, who are employed by us, on a part-time basis, as independent contractors, and two Pennsylvania licensed audiologists available on a consulting basis for special needs.

Should we be unable to attract and retain qualified audiologists or Registered Hearing Aid Fitters, either as employees or independent contractors, it could limit our ability to compete effectively against competing hearing aid retailers and thus adversely affect our business. There are currently 6,000 audiologists in the United States and approximately 200 educational institutions in the United States which offer audiology degree/certification programs. There is therefore no current or potential shortage of qualified personnel. However, while we have not encountered any problems attracting and retaining sufficient



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audiological staff, it is possible that we could find ourselves at a competitive disadvantage against larger, better financed, and more well established hearing aid providers for the services of qualified personnel.

### Government Regulation

#### Federal

The practice of audiology and the dispensing of hearing aids are not presently regulated on the Federal level. The United States Food and Drug Administration ("FDA") is responsible for monitoring the hearing care industry. Currently there are only two regulations affecting the sale of hearing aids:

(i) A physician's review. While the FDA requires first time hearing aid purchasers to receive medical clearance from a physician prior to purchase, patients may sign a waiver in lieu of a physician's examination. A majority of our patients and targeted market are members of the managed care or institutional providers with whom we have contracts, or whom we expect to enter into contracts with, to provide hearing care. Some of these organizations require a physician referral. Consequently, even if any new federal or state physician referrals are mandated in the future, they should not be expected to have an adverse impact on our operations.

(ii) A return policy. The FDA requires states to adopt a return policy for consumers offering them the right to return their products, generally within three to forty five days. In Pennsylvania, where the state mandated return period is three days, we offer our customers a full thirty-day return policy. In New York, the state requires a forty-five day return period, which we comply with. Moreover, if our audiologist determines that an individual patient requires additional time to become acclimated to using a hearing aid, we will extend the return period to accommodate such special needs.

In addition, because we accept Medicare and Medicaid patients, each of our sales and dispensing offices must maintain their eligibility as Medicare/Medicaid providers and must comply with related federal anti-fraud, anti-kickback and other applicable regulations. Federal laws prohibit the payment of remuneration ("kickbacks") in return for a physician referring a Medicare or Medicaid patient, and those laws limit physicians from referring patients to providers in which they have a financial interest. We believe that none of our managed care or other provider contracts or our relationships with referring physicians are violative of the anti-kickback statute.

We are unable to predict the effect of future changes in federal laws, or the impact that changes in existing laws or in the interpretation of those laws might have on our business. We believe we are in material compliance with all existing federal regulatory requirements.

#### State

Generally, state regulations, where they exist, are concerned primarily with the formal licensure of audiologists and of those who dispense hearing aids and with practices and procedures involving the fitting and dispensing of hearing aids. In Pennsylvania and New York, where we currently operate and in New Jersey and Connecticut, which are part of our currently targeted markets, such regulations do exist. We believe we are in compliance with all applicable regulations in Pennsylvania and New York and we intend to format all of our programs in Connecticut and New Jersey so that they are in full compliance with the regulations of those states. While we believe it is unlikely, there can be no assurance that regulations will not be promulgated in states in which we operate, or plan to operate, which could have a material adverse effect upon us.

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Such regulations could include stricter licensure requirements for dispensers of hearing aids, inspections of centers for the dispensing of hearing aids and the regulation of advertising by dispensers of hearing aids. We know of no current or proposed state regulations with which we, as we currently operate, could not comply.

### Product and Professional Liability

In the ordinary course of our business, we may be subject to product and professional liability claims alleging the failure of, or adverse effects claimed to have been caused by, products sold or services which we have provided. We maintain insurance at a level which we believe to be adequate. Each of our licensed audiologists is also required by state law to carry appropriate malpractice liability insurance. All of our audiologists have furnished us, as well as all nursing homes, assisted living, adult day care, senior care, HMO's, PPO's and other managed care organizations with whom we have contractual or other relationships with copies of their insurance coverage certificates. As a part of this process we also keep records of all license and insurance anniversary and/or effective dates to attempt to insure compliance. We believe that they are all in compliance with applicable federal and state requirements. Also included as a part of compliance with the credentialing requirements, copies of all educational degrees, certificates and licensing are appropriately maintained. While we believe that it would be highly unlikely that a successful claim would be in excess of the limits of our insurance policies, if such an event should occur, it could conceivably adversely affect our business. Moreover, because we distribute products manufactured by others, we believe we will have recourse against the manufacturer in the event of a product liability claim. It should be noted however that we could be unsuccessful in a recourse claim against a manufacturer or, that even if we were successful, such manufacturer might not have adequate insurance or other resources to make good on our claim.

### Competition

The hearing care industry is highly fragmented with approximately 11,000 practitioners providing testing and dispensing products and services. Approximately 2,500 of these practitioners are audiologists working for hospitals or physicians, 2,500 of the practitioners are licensed audiologists in private practice, and the remaining 6,000 are hearing aid specialists. Industry surveys estimate that approximately 5% of all hearing

aids are sold in physicians' offices, 60% are dispensed by qualified audiologists in private practice, and the remaining 35% are sold by hearing aid specialists.

Because there are no federal, state or local regulatory or oversight agencies in the hearing care industry, it is not possible to determine the precise number of competitors in every market which we are operating in or which we intend to enter. Our present plan is to continue to focus our efforts primarily on urban, high density population areas, since we believe these areas will best implement our current business plan and potential growth with a minimal amount of impact on our current capital structure.

Most competitors are small retailers generally focusing on the sale of hearing aids without providing comprehensive audiometric testing and other professional services. However, some of our chief competitors offer comprehensive services and have large distribution networks and brand recognition. Principal among these are: (1) Bausch & Lomb, a hearing aid manufacturer whose distribution system is through a national network of over 1,000 franchised "Miracle Ear" stores including 400 located in Sears Roebuck & Co. stores; (2) Beltone

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Electronics Corp., a hearing aid manufacturer that distributes its products primarily through its network of approximately 1,000 "authorized" distributors; and (3) HEARx LTD., a hearing aid distributor whose dispensing and distribution system is through a network of approximately 79 company owned centers located in Florida, New York, New Jersey, and California.

To the best of our knowledge, except for HearX, most national networks primarily offer hearing aids only and do not provide the comprehensive diagnostic services, use of audiologist services or other ancillary products offered by us. More importantly, they do not use the services of audiologists in the majority of their centers. However, these networks are owned by companies having greater resources than are available to us, and there can be no assurance that one or more of these competitors will not expand and/or change their operations to capture the market targeted by us. Nor can there be any assurance that the largely fragmented hearing care market cannot be successfully consolidated by the establishment of co-operatives, alliances, confederations or the like which would then compete more effectively with us in our intended market areas.

### Employees

As of June 1, 2003, in our New York area operations, we had a total of four full-time, and two part-time employees. Full time employees include, our president and CEO, John H. Treglia, two New York State licensed audiologists, and one receptionist - patient care coordinator. We also had a full time administrative assistant to Mr. Treglia who was previously in charge of the Administrative and Billing Department for a large New York Private for Profit Hospital. However, we had to terminate her services due to financial restraints. In our Pennsylvania operations, we employ two full-time employees. Our part-time employees consist of three Pennsylvania Registered Hearing Aid Fitters, who work for us, on an as needed basis (part-time), and two Pennsylvania licensed audiologists who consult with us on an as needed basis.

The loss of the services of Mr. Treglia would adversely affect the conduct and operation of our business. To date we have not purchased a "key man" insurance policy on Mr. Treglia's life. However, we intend to purchase such a policy in the amount of from \$1M to \$3M, at such time as we have the financial resources to do so.

### ITEM 2. PROPERTIES

#### Corporate Headquarters

Our corporate headquarters is located in Suite 602, The Ludlow Street Medical Building, located at 45 Ludlow Street, Yonkers, New York. This office consists of 850 square feet. Approximately 800 square feet of these premises are used as administrative offices with the balance of the space comprising a reception area.

We occupy these premises pursuant to a five year lease with Diamond Properties, Inc. The lease expires in February 2006. The lease calls for monthly rental payments of \$895 fully inclusive of all utilities, taxes, and other charges. The building in which these offices

are located is of a newly renovated, seven story building which houses the private offices of approximately twenty physicians, dentists, and other medical professionals, with adequate, free, off street parking available. It is located off of a main street and around the corner from Saint Joseph's Medical Center, a major area health care facility.

Ludlow Street Sales and hearing Aid Dispensing Office

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We have a retail sales and dispensing office located the first floor lobby of the Ludlow Street Medical Building in a retail space adjacent to the elevators. We occupy this space pursuant to a five- year lease with Diamond Properties Inc, which will expire in February 2006. The lease calls for monthly rental payments of \$1,087 fully inclusive of all utilities, taxes, and other charges.

This facility comprises approximately 800 square feet and has a glass enclosed, visible waiting and reception area and a private fully equipped testing and dispensing office. This office is fully equipped as an audiological and hearing aid dispensing facility; equipment includes: (i) a full spectrum hearing suite, consisting of a wheel chair accessible sound-proof testing booth, of approximately 10 feet x 12 feet, designed to accommodate the needs of pediatric patients as well as handicapped adults; (ii) an electronic audiometer; (iii) an electronic tympanometer; (iv) a computerized hearing aid programmer; and (iv) other required peripheral testing, fitting and repair equipment. This equipment was purchased, used, from Saint Joseph's Hospital, which has discontinued its audiological services department. The equipment purchased from Saint Josephs included, in addition to the equipment listed above, a second full spectrum hearing suite, which we are presently keeping in storage. All of the equipment which we purchased from Saint Josephs, and which we are currently using, is modern and has been totally refurbished and recalibrated. Saint Joseph's original cost for this equipment was approximately \$54,000 and its replacement cost would be approximately \$78,000. We were able to purchase, relocate, refurbish and recalibrate the equipment for a total cost of \$19,000. This equipment enables us to fully service all patients whom we see at this facility, including the nursing home patients who are brought to us on an out-patient basis as well as pediatric patients.

### The Wartburg Diagnostic and Treatment Center On-Site Facility

On April 1, 2001, we began operations at our dispensing and testing office located on-site at the Wartburg Adult Care Community, Outpatient Clinic. This office is approximately 500 square feet and is located in the Outpatient Health Services Building on the Wartburg Mount Vernon Campus. We are permitted the use of common reception and waiting room facilities. The Wartburg also makes available to us, without additional charge a large meeting room, in which can run our hearing health care fairs in conjunction with the Wartburg. We occupy this office pursuant to a lease between our subsidiary, Interstate Hearing Aid Service and The Wartburg Diagnostic and Treatment Center. This lease is for an unspecified term beginning on March 12, 2001. The lease calls for monthly rental payments of \$375, fully inclusive of all utilities, taxes, and other charges. The lease amount is subject to review upon written request by either party on the March 12th anniversary date of the lease. This dispensing office is outfitted and equipped with: (i) a standard size wheel-chair accessible sound-proof booth, (ii) an electronic audiometer; (iii) an electronic tympanometer; (iv) a computerized hearing aid programmer; and (iv) other required peripheral testing, fitting and repair equipment.

Under the terms of the lease, we are required to maintain certain medical and administrative practice policies and procedures of the Outpatient Facility. We are also obligated to provide specified levels of audiological services at specified times, to maintain professional liability insurance, and to indemnify the Outpatient Clinic.

### The Wartburg Home of the Evangelical Lutheran Church On-Site Facility

We operate a dispensing and testing facility at The Wartburg Home of the Evangelical Lutheran Church, a nursing home. This facility is approximately 150 square feet and is located on the third floor of the building housing The Wartburg Skilled Nursing Facility on the Wartburg Mount Vernon Campus. We occupy this facility pursuant to a lease between our subsidiary, Interstate Hearing Aid

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Service and The Wartburg Home of the Evangelical

Lutheran Church. This lease is for an unspecified term beginning on March 15, 2001. The lease calls for monthly rental payments of \$200, fully inclusive of housekeeping, security services, all utilities (excluding telephone charges), taxes, and other charges. The lease amount is subject to review upon written request by either party on the March 15th anniversary date of the lease. This equipment used in this office consists of portable audiological equipment, specifically designed to be in compliance with all federal and state requirements as well as those with all third-party payers, and brought in by the audiologist at each visit. This equipment is also used for bed-side testing, when required for the treatment of infirm patients. Under the terms of the lease, we are required to maintain certain medical and administrative practice policies and procedures of the Outpatient Facility. We are also obligated to provide specified levels of audiological services at specified times, to maintain professional liability insurance, and to indemnify the nursing home.

Pennsylvania Forty-Fort Office

We currently lease an 800 square foot, street level office at 142 Wells Street, Forty-Fort Pennsylvania. This facility is located in the main business district of Forty-Fort and the space is utilized for administrative, sales, dispensing, and telemarketing activities. The facility is divided among offices, waiting rooms, a sound deadened testing area, a dispensing area, and small telemarketing area. This facility is also used as a coordination center for our Pennsylvania licensed hearing aid fitters, who test and dispense hearing aids on an in-home basis, the most common method of dispensing hearing aid products in rural areas.

### ITEM 3. LEGAL PROCEEDINGS

We are unaware of any pending or threatened legal proceedings to which we are a party or of which any of our assets is the subject. No director, officer, or affiliate, or any associate of any of them, is a party to or has a material interest in any proceeding adverse to us.

### ITEM 4. SUBMISSION OF MATTERS TO A VOTE OF SECURITY HOLDERS.

During the year ended February 28, 2003, we did not submit any matters to a vote of our shareholders.

## PART II

### ITEM 5. MARKET FOR THE REGISTRANT'S COMMON STOCK AND RELATED SECURITY HOLDER MATTERS

Our common stock, \$. 10 par value, was traded on the American Stock Exchange under the symbol "NAN" until April 17, 1998. Because we had fallen below American Stock Exchange guidelines for continued listing, effective April 17, 1998, our common stock was delisted. It is currently traded in the over-the-counter market and quoted on the OTC Electronic Bulletin Board maintained by the National Association of Securities Dealers, Inc. (the "OTC Bulletin Board"). The stock was quoted on the OTC Bulletin Board under the symbol NANK until March 3, 2000, when we filed a Voluntary Petition under Chapter 11 of the Bankruptcy Code in the U.S. Bankruptcy Court for the Southern District of New York. After that date, our OTC Bulletin Board Symbol was changed to, NANKQ. On January 25, 2002, when the "Reverse Acquisition" was made on a stock-for-stock-basis pursuant to the terms of our Chapter 11 reorganization,

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the symbol was changed to NTKI. The following table sets forth representative high and low bid prices by calendar quarters during the period from March 3, 2000 through February 28, 2003 and the subsequent periods. The level of trading in our common stock has been sporadic and limited and the bid prices reported may not be indicative of the value of our common stock or the existence of an active market. The OTC market quotations reflect inter-dealer prices without retail markup, markdown, or other fees or commissions, and may not necessarily represent actual transactions.

Period	Bid Prices Common Stock	
	Low	High
Fiscal Year Ended February 27, 2000		
May 31, 1999	\$0.03	\$0.08
August 31, 1999	0.02	0.625
November 30, 1999	0.02	0.625
February 28, 2000	0.01	0.11
Fiscal Year Ended February 28, 2001		
May 31, 2000	\$0.20	\$0.50
August 31, 2000	0.20	0.25
November 30, 2000	0.10	0.35
February 28 2001	0.01	0.15
Fiscal Year Ended February 28, 2002		
May 31, 2001	\$0.01	\$0.05
August 31, 2001	0.01	0.07
November 30, 2001	0.01	0.50
February 28, 2002	0.15	0.80
Fiscal Year Ended February 28, 2003		
May 31, 2002	\$0.75	\$1.75
August 31, 2002	0.40	0.95
November 30, 2002	0.08	0.65
February 28, 2003	0.10	0.23

We have never paid any cash dividends on our common stock, and have no present intention of doing so in the foreseeable future.

### ITEM 6. SELECTED FINANCIAL DATA

The following table sets forth our selected consolidated financial information for the five fiscal years ended February 28, 2003.

The information set forth below should be read in conjunction with "Management's Discussion and Analysis of Financial Condition and Results of Operation" and in conjunction with our Consolidated Financial Statements and notes appearing elsewhere in this report.

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For Fiscal Year Ended

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(In thousands, except per share amounts)

	Feb. 28 2003	Feb. 28 2002	Feb. 28 2001	Feb. 28 2000	Feb. 28 1999
<b>Summary Statements of Operations</b>					
-----					
Net sales	\$ 406	\$ 38	\$ --	\$ 5,344	\$ 11,511
Gross profit	83	9	--	1,625	2,411
Net (loss) gain sale of asset	--	--	--	(539)	(11)
Net gain sale of asset	--	--	--	--	71
Net income (loss)	(169)	1,370	--	1,409	93
Net earnings (loss) per share-basic and diluted	(.02)	(.38)	--	(.40)	.2
Average shares outstanding	8,440	3,620	--	3,239	3,239
<b>Summary Balance Sheet Data</b>					
Total assets	828	254	22	22	3,471
Working capital	40	147	(1,680)	(1,680)	(95)
Long-term debt (exclusive of current maturities)	--	--	--	--	6
Convertible subordinated debt	--	--	827	827	2,051
Stockholders' equity	642	931	(1,680)	(1,680)	(30)

## ITEM 7. MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

The following is management's discussion and analysis of significant factors which have affected our financial position and operations during the fiscal years ended February 28, 2003 and February 28, 2002. This discussion also includes events which occurred subsequent to the end of the fiscal year ended February 28, 2003, and contains both historical and forward-looking statements. When used in this discussion, the words "expect(s)", "feel(s)", "believe(s)", "will", "may", "anticipate(s)", "intend(s)" and similar expressions are intended to identify forward-looking statements. Such statements are subject to certain risks and uncertainties, which could cause actual results to differ materially from those projected. Factors that might cause or contribute to such differences include, but are not limited to, those discussed in "Risk Factors". Readers are cautioned not to place undue reliance on these forward-looking statements, which speak only as of the date hereof. Readers are also urged to carefully review and consider the various disclosures elsewhere in this Report which discuss factors which affect the Company's business, including the discussion at the end of this Management's Discussion and Analysis. This discussion should be read in

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conjunction with the Company's Consolidated Financial Statements, respective notes and Selected Consolidated Financial Data included elsewhere in this Report.

### Termination of Operations

We experienced significant losses in recent years which resulted in severe cash flow issues that negatively impacted the ability to continue our business. During fiscal 2000, the combined effects of various negative developments, including but not limited to:

- (i) sharply decreasing revenues over the previous four years;
- (ii) continuing losses from operations;
- (iii) interest payment defaults on outstanding debt,
- (iv) the lack of a long-term credit facility; and
- (v) the concentration of all sales among only three customers forced the company to discontinue all of its business and operations.

On October 30, 1999, we ceased all operations. We filed a voluntary petition under Chapter 11 of the United States Bankruptcy Code on March 3, 2000 in the United States Bankruptcy Court of the Southern District of New York.

### The Reorganized Company

Pursuant to the terms of our Chapter 11 Plan of Reorganization, we effected a "Reverse Acquisition" by which we acquired all the issued and outstanding capital stock of Accutone, Inc., a Pennsylvania corporation.

As a result of the above-described acquisition, Accutone Inc. (together with Accutone's wholly-owned subsidiary, Interstate Hearing Aid Service, Inc.) is now our wholly owned subsidiary. We have no business or assets other than those which we acquired through our acquisition of Accutone. With respect to our current business, history, and prospects, Accutone is the predecessor of Nantucket.

We are directly, and indirectly through our subsidiaries, Accutone Inc. and Interstate Hearing Aid Service Inc., in the business of distributing and dispensing custom hearing aids. Our predecessor, Accutone Inc. was formed under the laws of the State of Pennsylvania in October 1996 for the purpose of engaging in the manufacture, dispensing, and distribution of hearing aids. In 1998, Accutone acquired 100% ownership of Interstate, a Pennsylvania corporation and an FDA licensed hearing aid manufacturer which has been in the hearing aid business for approximately 35 years. In the Fall of 2000, Accutone discontinued all manufacturing operations and changed the focus of its marketing to include, not only the individual, self-pay patient, but health care entities and organizations which could serve as patient referral sources for us.

Until the summer of 2000, a small portion of our business consisted of manufacturing operations. However, because of changes in the competitive climate of the hearing aid manufacturing industry and the comparatively small level of our operations we

discontinued all manufacturing on July 30, 2000. This marked the beginning of a significant change in our then effective business plan, which now encompasses concentrating our marketing to nursing homes, hospitals, out-patient clinics, members of managed health care providers, such as health maintenance organizations ("HMO's"), Physician Provider Organizations (physician group practices known as "PPO's"), union health plans, medicare, and medicaid while expanding an advertising campaign aimed at individuals in the non-insured self-pay market. Since implementing the new business plan, we have entered into



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contracts with approximately 49 managed health care provider organizations, unions, local municipalities and secondary health care insurance providers and pediatric care organizations in the New York metropolitan area, including Medicare and Medicaid. We are continually in negotiations with other such organizations.

In addition to marketing our services, our current efforts and resources are being devoted to expanding our audiological staff and the level of operations and profitability at our existing offices as well as operations at new retail sales and dispensing offices in the New York Metropolitan area. Our long term goal is to expand our operations into a wider geographic area. To date such expansion has been curtailed by our failure to obtain significant financing.

We also provide in-home fitting and dispensing services in the State of Pennsylvania where our customer base is located in a somewhat rural area, making home visits convenient for our customers. We have four Pennsylvania Registered Hearing Aid Fitters who are available to us for in-home, as well as office visits in Pennsylvania. Through our offices and our in-home services, we offer a full range of audiological products and services for the hearing impaired. We have been unable to provide these services to our expectation level based on our need for capital infusion.

In order to make our services acceptable to managed care and health insurance companies, we must address their particular concerns. This will require that we have:

- \* service locations which are conveniently accessible to their members;
- \* an adequate staff of highly qualified audiologists;
- \* a full range of high quality hearing aid products;
- \* competitive pricing; and
- \* adequate product liability and professional malpractice insurance coverage.

We have been endeavoring to put all of these elements into place but have been unable to do so due to budgetary constraints. Therefore our primary goals during the next eighteen months, if we receive adequate financing, will include:

- \* opening and establishing operations at additional fully equipped offices accessible to residents of all five boroughs of New York City.
- \* opening and establishing operations at sales and dispensing offices on-site at additional nursing homes in the New York metropolitan area.
- \* increasing the number of audiologists on our staff to service these additional facilities;
- \* hiring a chief financial officer and a chief operations officer

We intended to implement an aggressive advertising and marketing campaign aimed at individuals and managed health care organizations. In spite of the financial constraints set forth herein we are currently attempting with Bard Markowitz, the President of Park avenue Medical, to establish a professional advisory board consisting of from 4 to 6 individuals with high levels of experience and expertise in hearing health care, gerontology, and hearing aid product development and promotion.

We estimate that in order to achieve these goals, we will require financing from sources other than cash flow, within the next eighteen months, in an amount ranging from \$500,000 to \$1,000,000. Although we have been unsuccessful in raising such funds, our management believes that the current financial market upturn will assist us in potentially raising capital.

United Hearing Systems, Inc.

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In April of 2002 we entered into a binding letter of intent with United Hearing Systems, Inc. to purchase all of their assets. Our management devoted a substantial amount of time and resources into this potential acquisition during the 2002 year. However, after an exhaustive due diligence of United Hearing Systems, our management determined that the purchase of these assets would not have a positive impact on our potential profitability. This determination was based for the most part on the amount of new operating capital this would require had the funding been available. Had the acquisition been consummated it would have added several million dollars to our revenues, valuable assets including a state of the art manufacturing facility, a customer list generated over twenty five years of business and substantial bottom line profitability to us. Therefore, the purchase of these assets was never finalized. The amount of time that our management spent in negotiating and conducting the proper due diligence on this company impacted their ability to expand our business. Notwithstanding same, we still have ongoing discussions with this company in an attempt to negotiate a transaction that we believe is more favorable to us and if and when we raise the appropriate additional capital.

Paxxon Healthcare Services, Inc.

In addition to our current contracts, we are currently in negotiations to enter into a business combination with Paxxon Healthcare Services, Inc. To date no agreement has been reached but we believe, that we will enter into a letter of intent with Paxxon within sixty days. This represents a tremendous opportunity for our company to expand since speech pathology and early intervention are only some of the services provided by Paxxon. In addition, the current referral of business from Paxxon will provide invaluable referrals for us and Paxxon. Paxxon currently provides the following services:

1. Staffing for homecare companies with approximately fifty contracts currently in force;
2. Early intervention contracts with New York State, Westchester, Putnam and Orange Counties;
3. Facility Staffing in several nursing homes and hospitals;
4. Management contracts with nursing homes in Brooklyn and Queens; and
5. Physical therapy centers with a representation in a total of 21 offices in the Bronx, Southern New Jersey, Long Island and Queens.

### Results of Operations

#### Sales

Sales for the year ended February 28, 2003 were \$406,134 compared to \$38,443 for the year ended February 27, 2002. This was due to the fact that we had a full year of operations as opposed to the shorter period in the prior year. Total net sales for the fiscal year ended February 27, 2000 were \$5,344,223, which represented a decrease of approximately 53.6% from fiscal year 1999 when total net sales were approximately \$11.5 million. In turn, fiscal 1999 net sales had represented a decrease of 47% from fiscal 1998, when net sales totaled \$21.7 million.

#### Selling, General and Administrative Expenses

Selling, general and administrative expenses were \$194,887 in 2003 as compared to \$257,276 in fiscal 2002 compared to -0- in fiscal 2001. This was due our effective costs control policies. Selling, general and administrative expenses in fiscal 2000 of \$2,161,376 were approximately 41% of sales. For fiscal 1999 and 1998, these expenses were \$2.9 million and \$2 million respectively, and as a percentage of sales, 25% for fiscal year 1999, and 33% for fiscal year 1998. General and administrative expenses for fiscal year 1998 included \$691,000 in non-recurring charges incurred as part of the company's restructuring efforts.

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While these efforts were somewhat successful in reducing expenses as a percentage of sales, the loss of the Britannia product line ultimately resulted in us becoming insolvent.

### Liquidity and Capital Resources

We incurred significant operating losses in recent years which resulted in severe cash flow problems which negatively impacted our ability to conduct our business as structured and ultimately caused us to become and remain insolvent. The reorganized Nantucket utilizing the increasing sales and projected potential profitability of Accutone and its subsidiary Interstate Hearing Aid should generate working capital to finance its current operations, but not enough to expand its scope of business activities.

We estimate that in order for us to achieve our goals to open equipment and staff additional offices, add another 40 nursing homes to those we currently service, increasing our volume of sales and profitability we will require to make capital investments and expenditures in the amount of \$500,000 to \$1,000,000. All of these funds will have to be obtained from sources other than cash flow. As noted above, under "Proposed Financing Plans", it is our intention to make a private placement of our equity or convertible debt securities in an amount of at least \$500,000. We do not have any established bank credit lines or relationships in place at this time. However, we are optimistic that if we are able to raise a minimum of \$500,000 through the sales of our securities, we will be able to establish credit lines that will further enhance our ability to finance the expansion of our business. There can be no assurance that we will be able to obtain outside financing on a debt or equity basis on favorable terms, if at all. In the event that there is a failure in any of the finance-related contingencies described above, the funds available to us may not be sufficient to cover the costs of our operations, capital expenditures and anticipated growth during the next twelve months. However, we believe that, even if we are unable to raise the required outside financing we can curtail our growth to such a degree so as to maintain increased operations.

Although the capital markets have a perceived improvement, we are cautiously optimistic of our abilities to achieve these goals. Along these lines we are actively pursuing potential businesses alliances with privately held businesses in like and or compatible industries. We believe that the addition of both sales volume growth and profitability will greatly assist us in successfully raising additional capital.

### ITEM 8. FINANCIAL STATEMENTS AND SUPPLEMENTARY DATA

Nantucket Industries, Inc.  
and Subsidiaries

Audited Financial Statements  
Years Ended February 28, 2003,  
February 28, 2002 and  
February 28, 2001

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Nantucket Industries, Inc.

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CUNZIO AND COMPANY INC.

Independent Auditors' Report

To the Board of Directors  
Nantucket Industries, Inc. and Subsidiaries  
Yonkers, New York

We have audited the accompanying consolidated balance sheets of Nantucket Industries, Inc. and Subsidiaries for the years ended February 28, 2003 and 2002 and the related consolidated statements of operations, stockholders' equity (deficit) and cash flows for the years then ended. These financial statements are the responsibility of the Company's management. Our responsibility is to express an opinion on these financial statements based on our audits. The financial statements for February 28, 2001 were audited by other auditors, therefore we do not render an opinion on these financial statements.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the consolidated financial position of Nantucket Industries, Inc. and Subsidiaries as of February 28, 2003 and 2002, and the consolidated results of its operations and its cash flows for the years then ended, in conformity with accounting principles generally accepted in the United

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States of America.

/s/ Cunzio and Company Inc.

June 10, 2003

11 VALHALLA PLACE . NORTH WHITE PLAINS, NY 10603 . P(914) 643-3726

	Nantucket Industries and Subsidiaries
	Consolidated Balance Sheet
February 28,	2003
<hr/>	
Assets	
Cash and cash equivalents	\$ 550
Accounts receivable (Note 2)	132,324
Inventories (Notes 2)	5,365
Prepaid expenses (Note 10)	8,067
Stock subscription receivable	25,000
Other current assets	5,000
<hr/>	
Total current assets	176,306
<hr/>	
Property, plant and equipment, net (Notes 2 and 5)	66,340
Other assets, net	
Covenant not to compete (Notes 2 and 4)	300,000
Customer list (Notes 2 and 4)	285,706
Prepaid expenses (Note 10)	-
<hr/>	
	\$828,352
<hr/>	
Liabilities and Stockholders' Equity (Deficit)	
Current portion of capital lease obligations	\$ -
Convertible subordinated debt	-
Accounts payable	77,766
Loans payable (Note 6)	55,000
Accrued expenses and other liabilities	-
Pre-petition taxes (Note 1)	3,964
<hr/>	
Total current liabilities	136,730
Line of credit (Note 6)	30,000
Pre-petition taxes, net of current portion (Note 1)	19,821
<hr/>	
Total liabilities	186,551
<hr/>	
Stockholders' equity (deficit) (Notes 1,9 and 10)	

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Preferred stock, \$.10 par value; 500,000 shares authorized, of which 5,000 shares have been designated as non-voting convertible with liquidating preference of \$200 per share and are issued and outstanding	-
Common stock, \$.10 par value; authorized 20,000,000 shares; issued 8,590,524	859,052
Additional paid-in capital	13,079,309
Common stock subscribed	25,000
Accumulated equity (deficit)	(13,321,560)
	641,801
Less 3,052 shares of common stock held in treasury, at cost	-
	641,801
	\$828,352

See accompanying

Nantucket Industries  
and Subsidiaries  
Consolidated Statement

Years ended February 28,	2003	
Net sales	\$ 406,134	\$
Cost of sales	324,569	
Gross profit	81,565	
Selling, general and administrative expenses	194,887	2
(Loss) from operations	(113,322)	(2)
Other expense:		
Interest expense	9,437	
Depreciation and amortization	45,792	
Total other expense	55,229	
Earnings (loss) before income taxes and extraordinary item	(168,551)	(2)
Income taxes (Note 8)	-	
Loss before extraordinary item	(168,551)	(2)
Extraordinary item-gain on debt discharge	-	1,6
Net income (loss)	(168,551)	1,3

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Net earnings (loss) per share - basic and diluted	\$	(.02)	
Weighted average common shares outstanding		8,440,251	3,6

See accompanying

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and Subsi

Consolidated Statement of Stockholders' Equity

	Preferred stock designated as non-voting convertible		Common stock
	Shares	Amount	Shares
Balance at March 1,2000	5,000	500	3,241,848
Net (loss)			
Amortization of deferred costs			
Balance at February 28, 2001	5,000	500	3,241,848
Cancellation of stock	(5,000)	(500)	(3,241,848)
Plan of reorganization			720,443
Reverse merger-Accutone			5,285,160
Consultant agreement			1,200,000
Executive compensation			630,397
Acquisition of audiology practice			1,200,000
Net earnings			
Balance at February 28, 2002			9,036,000
Cancellation of consultant			(1,200,000)
Private placement sales			337,857
Executive compensation			416,667
Net (loss)			
Balance at February 28, 2003			8,590,524

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Consolidated Statement of Stockholders' Equity  
(Continued)

	Deferred issuance costs	Accumulated deficit	Treasury Shares
	-----	-----	-----
Balance at March 1, 2000	\$ (61,069)	\$ (14,462,755)	3,052
Net (loss)			
Amortization of deferred costs	61,069	(61,069)	
	-----	-----	-----
Balance at February 28, 2001	--	(14,523,824)	3,052
Cancellation of stock			(3,052)
Plan of reorganization			
Reverse merger-Accutone			
Consultant agreement			
Executive compensation			
Acquisition of audiology practice			
Net earnings		1,370,815	
	-----	-----	-----
Balance at February 28, 2002	--	(13,153,009)	
Cancellation of consultant			
Private placement sales			
Executive compensation			
Net (loss)		(168,551)	
	-----	-----	-----
Balance at February 28, 2003	\$ --	\$ (13,321,560)	
	=====	=====	=====

See accompanying

Nantucket Industries  
and Subsidiaries

Consolidated Statements of Cash Flows

Years ended February 28,	2003
-----	-----
Cash flows from operating activities:	
Net earnings (loss)	\$(168,551)
Adjustments to reconcile net earnings (loss) to net cash provided (used) by operating activities:	
Depreciation and amortization	45,792



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Decrease (increase) in assets:	
Accounts receivable	(12,110)
Inventories	( 240)
Prepaid expenses	111,933
Other current assets	(2,775)
(Decrease) increase in liabilities:	
Accounts payable	(24,869)
Accrued expenses and other liabilities	-
<hr style="border-top: 1px dashed black;"/>	
Net cash provided(used) by operating activities	(50,820)
<hr style="border-top: 1px dashed black;"/>	
Cash flows from investing activities:	
Additions to property, plant and equipment	(4,396)
(Increase) decrease in other assets	110,000
<hr style="border-top: 1px dashed black;"/>	
Net cash provided(used) by investing activities	105,604
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Cash flows from financing activities:	
Issue of stock for reorganization, acquisitions and operations, net	(145,500)
Proceeds from loans and line of credit	85,000
<hr style="border-top: 1px dashed black;"/>	
Net cash (used) provided by financing activities	(60,500)
<hr style="border-top: 1px dashed black;"/>	
Net increase (decrease) in cash and cash equivalents	(5,716)
Cash and cash equivalents, beginning of year	6,266
<hr style="border-top: 1px dashed black;"/>	
Cash and cash equivalents, end of year	\$ 550
<hr style="border-top: 3px double black;"/>	
Supplemental Disclosure of Cash Flow Information:	
Cash paid during the year for:	
Interest	\$9,437
Income taxes	\$-

See accompanying

Nantucket Industries, Inc.  
and Subsidiaries

### Notes to Consolidated Financial Statements

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1. Reorganization The Company filed for Chapter 11 bankruptcy protection in March 2000. Management began its search for a viable merger candidate since if it were not successful the Company would cease to exist. The Company had been totally inactive since November of 1999.
- On January 25, 2002, Nantucket Industries Inc., effected a "reverse acquisition" pursuant to which Nantucket acquired all of the issued and outstanding capital stock of Accutone, Inc., a Pennsylvania corporation. The acquisition was made on a stock-for-stock basis pursuant to the terms of Nantucket's Chapter 11 Plan of Reorganization. The Plan of Reorganization, which was accepted by the creditors of

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Nantucket and approved by the Bankruptcy Court on December 10, 2001 and became effective on January 25, 2002.

DESCRIPTION OF THE PLAN

The Plan provided for the cancellation of all outstanding shares of stock in the Company and the re-issuance of new shares of stock by the reorganized Company. All stock of existing Subsidiaries was cancelled.

All holders of allowed claims and stock interests in the Debtor would receive ratable distribution of the new shares of stock in accordance with the formulas set forth below.

The Plan of Reorganization, was predicated upon the acquisition of the Accutone business and its business prospects in exchange for a distribution of 5,285,160 common shares in the reorganized Company to the current equity holders of Accutone. The resulting combined entity issued new shares of its stock to all parties in interest in a manner that reflected the respective liquidation preferences of the classes of claims and interests.

ADMINISTRATIVE DEBT

The costs and expenses of the administrative claim of Nantucket in course of the reorganization had priority of distribution pursuant to 11 U.S.C. ss.503 and would either be paid in full upon confirmation, or other terms agreed upon by the holders of such claims.

The expenses of administration consisted primarily of the fees of professional persons retained by Nantucket in the course of this reorganization and their fees were ultimately subject to allowance and approval by the Bankruptcy Court.

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Nantucket Industries, Inc.  
and Subsidiaries

Notes to Consolidated Financial Statements

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PRIORITY TAX DEBT

Priority tax debt consisted of governmental taxing authorities whose claims would be entitled to priority of payment pursuant to Section 507 (a) (8) of the Bankruptcy Code. There are no taxes due to government agencies other than personal property tax due to Bartow County, Georgia , for which a claim has been settled in the amount of \$23,130. In addition, the Internal Revenue Service filed a priority claim in the approximate amount of \$745 and the claim was settled for such amount. The allowed amount of these

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priority claims, will be paid in full by the reorganized Company in the manner permitted by Section 1129(a)(9)(C) by payment, on account of such claims, of deferred cash payments over a period of six years after the earlier of the date of assessment of such claim or the Effective Date of the Plan, together with interest at the rate provided for in the United States Tax Code as of the date of such payments. The Effective Date is defined in the Plan as the date upon which the order confirming the Plan is final and no longer subject to an appeal.

### SECURED DEBT

-----

Secured debt consisted of the secured claim of NAN Investors, LP, the entity that loaned the Pre-Chapter 11 Company through a private placement the original amount of \$3,500,000, of which, \$2,760,000 was memorialized in two 12.5% convertible debentures. NAN was still owed, as of the filing date, the approximate sum of \$800,000.00. The claim was secured by the assets of the Pre-Chapter 11 Company, pursuant to the blanket security interest granted NAN in 1998 to assure payment of the debt. In October, 1999 all of the assets of the Pre-Chapter 11 Company were surrendered to NAN in lieu of foreclosure and according to the Pre-Chapter 11 Company's management there were no assets remaining in the Company. The unsecured portion of the NAN debt, was determined to be \$830,337.00 and was treated as general unsecured claim.

### GENERAL UNSECURED DEBT

-----

Unsecured Debt consisted of the holders of general unsecured claims against Nantucket arising from the operations of its business. There were general unsecured claims totaling \$1,731,321 including the NAN investors unsecured debt (above). Holders of allowed general unsecured claims received in full settlement and satisfaction of their respective claims, receive 346,263 shares of common stock in the reorganized Company, one (1) share of stock in the reorganized Company per \$5.00 of claim.

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Nantucket Industries, Inc.  
and Subsidiaries

### Notes to Consolidated Financial Statements

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### PREFERRED STOCK

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The Samberg Group were holders of 5,000 shares of preferred stock issued by the Company in 1995. The preferred stock had a liquidation preference of \$200 pre share, for a total of \$1,000,000 based upon the election of redemption rights approved in 1997. The preferred stock was issued in exchange for the investment of additional capital of \$1,000,000 by

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the Samberg Group in 1994. The Samberg Group is comprised of Stephen M. Samberg, the former President and Chairman of the Board (1994 through 1998), Steven Sussman, Raymond Wathen, Robert R. Polen and the wife of Ronald Hoffman, all of whom are former officers of the Pre-Chapter 11 Company and/or members of its board.

The Plan provided that the holder of the stock issued and outstanding shares of preferred stock in the Pre-Chapter 11 Company would receive, in full settlement and satisfaction their liquidation preference and all other rights appurtenant to such shares, one (1) share of stock in the reorganized Company per \$20.00 of liquidation preference they held. As a result, the Samberg Group received a total of 50,000 shares of common stock in the reorganized Company in full settlement and satisfaction of the redemption claims and all other claims based upon the preferred shares. The outstanding shares of preferred stock would be deemed null and void and shall be canceled of record.

### COMMON STOCKHOLDERS

-----

Consists of the holders of shares of common stock in the Company which were issued and outstanding. There were 3,241,848 shares of stock issued and outstanding and held by approximately 1,100 holders. The Plan provided for the preservation of their participation in the reorganized Company by issuing them new shares of stock in the reorganized Company at the rate of one (1) new share of stock in the reorganized Company per ten (10) shares of the currently issued stock held a total of 324,184. The current shares of stock would be deemed null and void and the shareholders are to turn in their present shares for cancellation.

In addition, all outstanding warrants and options to purchase stock and to convert debt to stock would be deemed null and void and canceled of record. These rights canceled included those rights granted to NAN Investors in conjunction with the private placement of 1996 of \$3,500,000 by which NAN had the right to purchase Nantucket common stock at fixed prices.

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Nantucket Industries, Inc.  
and Subsidiaries

### Notes to Consolidated Financial Statements

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### EXTRAORDINARY GAIN ON DISCHARGE OF DEBT

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The value of securities to be distributed under the Plan was less than the value of the allowed claims on and interests in the Company: Accordingly, the Company recorded an

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extraordinary gain of \$1,621,162 related to the discharge of pre-petition liabilities. Distributions associated with pre-petition claims and obligations and provisions for settlements are reflected in the February 28, 2002 balance sheet. The consolidated financial statements at February 28, 2002 give effect to the issuance of all common stock and any surviving liabilities in accordance with the Plan.

The extraordinary gain recorded by the Company was determined as follows:

Liabilities subject to compromise at the effective date

Less:

Assumption of pre-petition liabilities

Liabilities in excess of recorded amounts

Assets offset against pre-petition liabilities

Value of common stock issued

-----  
Extraordinary Gain on Debt Discharge  
=====

2. Summary of Significant Accounting Policies

a. The Company

Nantucket Industries, Inc. and its wholly owned subsidiaries (the "Company") were inactive from October 1999 until January 26, 2002. At that date a reverse merger with Accutone Inc. and Subsidiary occurred. (See note 1) Accutone Inc. is engaged in the business of selling and distributing hearing aids and providing the related audio logical services.

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Nantucket Industries, Inc.  
and Subsidiaries

Notes to Consolidated Financial Statements  
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b. Principles of Consolidation

The consolidated financial statements include the accounts of Nantucket Industries, Inc. and its wholly owned subsidiaries. All significant intercompany balances and transactions have been eliminated.

As a result of the above described acquisition, Nantucket Industries, Inc. (together with Accutone's wholly-owned subsidiary) has no business or assets other than those which it acquired through its acquisition of Accutone.

c. Accounts Receivable

An allowance for doubtful accounts is provided based upon historical bad debt experience and periodic evaluations of the aging of the accounts. No allowance was considered necessary since to date there has been no bad debt expense.

d. Property, Plant and Equipment

Property and equipment are stated at cost. Depreciation is computed for financial statement purposes, using the straight-line method over the estimated useful life. For income tax purposes, depreciation is computed using statutory rates.

e. Inventories

Inventories are stated at the lower of costs (first-in, first-out method) or market.

f. Intangible Assets

Intangible assets include customer lists, which are stated at cost. Amortization is computed for financial statement and tax purposes using the straight-line method over 15 years.

g. Income Taxes

The Company and its wholly owned subsidiaries file a consolidated federal income tax return. Deferred income taxes arise as a result of differences between financial statement and income tax reporting

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Nantucket Industries, Inc.  
and Subsidiaries

Notes to Consolidated Financial Statements

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h. Earnings (Loss) Per Common Share

In fiscal year 1998, the Company adopted Statement of Financial Accounting Standards No. 128 (SFAS No. 128), Earnings Per Share, which requires public companies to present earnings per share and, if applicable, diluted earnings per share. All comparative periods must be restated as of February 28, 1998 in accordance with SFAS No. 128. Basic earnings per share are based on the weighted average number of common shares outstanding without consideration of potential common share equivalents. Diluted earnings per

share are based on the weighted average number of common and potential common shares outstanding. The calculation takes into account the shares that may be issued upon exercise of stock options, if any, reduced by the shares that may be repurchased with the funds received from the exercise, based on the average price during the year.

i. Reporting Comprehensive Income

In June 1997, the Financial Accounting Standards Board (FASB) issued Statement of Financial Accounting Standards No. 130 (SFAS No. 130), Reporting Comprehensive Income, which is effective for the Company's year ending February 27, 1999. SFAS No. 130 addresses the reporting and displaying of comprehensive income and its components. Earnings (loss) per share will only be reported for net earnings (loss), and not for comprehensive income. Adoption of SFAS No. 130 relates to disclosure within the financial statements and is not expected to have a material effect on the Company's financial statements.

j. Segment Information In June 1997, the FASB also issued Statement of Financial Accounting Standards No. 131 (SFAS No. 131), Disclosure About Segments of an Enterprise and Related Information, which is effective for the Company's year ending February 27, 1999. SFAS No. 131 changes the way public companies report information about segments of their business in their financial statements and requires them to report selected segment information in their quarterly reports. Adoption of SFAS No. 131 relates to disclosure within the financial statements and is not expected to have a material effect on the Company's financial statements.

k. Fiscal Year The Company's fiscal year ends February 28.

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Nantucket Industries, Inc.  
and Subsidiaries

Notes to Consolidated Financial Statements

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1. Reclassification

Certain prior year amounts have been reclassified in order to conform to the current year's presentation.

m. Use of Estimates

In preparing the Company's financial statements, management is required to make estimates and assumptions that affect the reported amounts of assets and liabilities and the disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

n. Impairment of Long-Lived Assets

The Company applies Statement of Financial Accounting Standards No. 121, Accounting for the Impairment of Long-Lived Assets and for Long-Lived Assets to be Disposed of. Accordingly, when indicators of impairment are present, the Company periodically evaluates the carrying value of property, plant and equipment and intangibles in relation to the operating performance and future undiscounted cash flows of the underlying business. The Company adjusts carrying amount of the respective assets if the expected future undiscounted cash flows are less than their book values. No impairment loss was required in fiscal year 2003.

o. Fair Value of Financial Instruments

Based on borrowing rates currently available to the Company for debt with similar terms and maturities, the fair value of the company's long-term debt approximate the carrying value. The carrying value of all other financial instruments potentially subject to valuation risk, principally cash, accounts receivable and accounts payable, also approximate fair value.

p. Goodwill and Other Intangible Assets

The Company applies Statement of Financial Accounting Standards No. 142, "Goodwill and Other Intangible Assets" (SFAS 142). Accordingly, the Company ceased amortization of certain intangible assets i.e. the covenant not to compete, effective at the beginning of its February 28, 2003 fiscal year. An intangible asset with an indefinite useful life should be tested for impairment in accordance with the guidance in SFAS 142. A impairment loss would be recorded for any intangible that is determined to be impaired. No impairment loss was required in fiscal year 2003.

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Nantucket Industries, Inc.  
and Subsidiaries

Notes to Consolidated Financial Statements

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q. Advertising Costs

Costs for newspaper and other media advertising are expensed as incurred and were \$18,147, \$1,686 and \$0 in 2003, 2002 and 2001, respectively.

r. Sales return policy

The Company provides to all patients purchasing hearing aids a specific return period, a minimum of 45 days, if the patient is dissatisfied with the product. The Company does not provide an allowance in accrued expenses for returns since actual returns for this fiscal year were less than 2%. The return period can be extended an additional 15 days at



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the discretion of the dispensing audiologist. All the manufacturers that supply the Company accept all returns back for full credit within these return periods.

3. Concentration of Risk

Currently approximately 70% of the reorganized Company's business is based on contracts with The New York State Medical Assistance Program (Medicaid) and Empire Medicare Service (Medicare).

4. Acquisition of Audiology Practice

On February 28, 2002 the Company executed a contract with Park Avenue Medical Practice Associates, P.C. and Park Avenue Health Care Management, Inc. The Park Avenue Group directly employs medical professional personnel, including physicians in both general and specialty practices and other health care professionals such as podiatrists, audiologists, psychologists and psychotherapists.

Nursing homes and long term care facilities contract with Park Avenue for the services of Park Avenue's medical professionals, on a pre-determined schedule or on an as-needed basis. Pursuant to the terms of the agreement Park Avenue contributed its entire audiology practice to the Company. The contract also calls for Brad I. Markowitz, the president of Park Avenue Management to join the Company's Board of Directors. Mr. Markowitz is a banker by trade and has been with Park Avenue since 1995. At that time Park Avenue was servicing approximately seven nursing homes. Under his tutelage Park Avenue has grown to service over seventy long term care facilities. In addition, Mr. Markowitz serves on the Board of Trustees of several private companies.

The Company issued 1,200,000 shares of restricted common stock to acquire the audiology practice of Park Avenue Medical Associates P.C. Under the agreement the Company gains access to approximately 70 nursing homes to provide complete audiology services. As of February 28, 2003 the Company has entered into contracts with approximately 38 of

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Nantucket Industries, Inc.  
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Notes to Consolidated Financial Statements

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these nursing homes. In addition, Park Avenue will continue to provide additional access to any new nursing homes they have contact with.

5. Property, Plant and Equipment

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Property, plant and equipment are summarized as follows:

	February 28, 2003	February 28, 2002	February 2 2001
-----			
Leasehold improvements	\$ 25,000	\$25,000	\$ -
Machinery and equipment	104,266	99,870	-
Furniture and fixtures	6,200	6,200	-
-----			
	135,466	131,070	-
Less accumulated depreciation	69,126	49,612	-
-----			
	\$ 66,340	\$81,458	\$ -
=====			

### 6. Line of Credit and Loans

#### Payable

The Company borrowed \$55,000 from several individuals. These loans are unsecured Loans Payable with interest at 12% per annum. Payments of interest only are made quarterly. These loans mature in October 2003.

The Company has a revolving line of credit with Park Avenue for up to \$30,000. The interest rate on any amount of the line utilized is at prime plus 2%. The agreement expires and on August 1, 2004 with a provisions for a renewal of this agreement. The line of credit is secured by accounts receivable up to \$30,000.

### 7. Net Earnings (Loss) Per

#### Common Share

The following table sets forth the computation of basic and diluted income (loss) per Common Share share:

	February 28, 2003	February 28, 2002	F
-----			
Net earnings (loss) attributable to common stockholders	\$(168,551)	\$1,370,815	
Accrued dividends on preference shares	-	-	
-----			
Denominator for basic and diluted net earnings (loss) per common share - weighted average shares outstanding	8,440,251	3,620,168	3
-----			
Basic and diluted net earnings (loss) per share	\$ (.02)	\$ .38	
=====			

Nantucket Industries, Inc.  
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Notes to Consolidated Financial Statements

8. Income Taxes Deferred income taxes reflect the net effect of temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amount used for income tax purposes. Deferred tax assets and liabilities are measured using enacted tax rates. Significant components of the Company's deferred taxes at February 28, 2003, February 27, 2002 and February 27, 2001 are as follows:

	February 28, 2003	February 28, 2002	February 2001
-----			
Deferred tax assets			
Net operating loss carryforward	\$910,000	\$96,950	\$7,215
Deferred tax liabilities			
Difference between the book and tax basis of property, plant and equipment	-	-	331
-----			
Net deferred tax asset	910,000	96,950	6,884
Valuation allowance	910,000	96,950	6,884
-----			
Net deferred taxes	\$ -	\$ -	
=====			

The Company anticipates utilizing its deferred tax assets only to the extent of its deferred tax liabilities. Accordingly, the Company has fully reserved all remaining deferred tax assets, which it cannot presently utilize.

For tax purposes at February 28, 2003, the Company's net operating loss carryforward was \$2,600,000, which, if unused, will expire from 2017 to 2021. Certain tax regulations relating to the change in ownership may limit the Company's ability to utilize its net operating loss carryforward if the ownership change, as computed under each regulation, exceeds 50%.

There was no income tax provision (benefit) for the fiscal

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years 2003, 2002 and 2001.

The following is a reconciliation of the normal expected statutory federal income tax rate to the effective rate reported in the financial statements.

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## Nantucket Industries, Inc. and Subsidiaries

### Notes to Consolidated Financial Statements

	February 28, 2003	February 28, 2002	February 2
Computed "expected" provision for:			
Federal income taxes	(35.0)%	(35.0)%	
Valuation allowance	35.0	35.0	
Actual provision for income taxes	- %	- %	

#### 9. Stockholders' Equity

##### a. Issuance of Preferred Stock

On March 22, 1994, the Company sold to its management group 5,000 shares of non-voting convertible preferred stock for \$1,000,000. These shares were convertible into 200,000 shares of common stock at the rate of \$5.00 per share. These shares provided for cumulative dividends at a floating rate equal to the prime rate. Such dividends were convertible into common stock at the rate of \$5.00 per share. The conversion rights were waived in May 1998. These shares were redeemable, at the option of the Company, on or after February 27, 1999 and had a liquidation preference of \$200 per share. As of February 28, 2001, February 27, 2000 dividends in arrears were \$570,134, and \$489,484, respectively. The liquidation preference of \$200 per share as well as any dividends in areas at that time were settled in full, pursuant to the approved plan of reorganization. (See Note 1).

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Nantucket Industries, Inc.  
and Subsidiaries

## Notes to Consolidated Financial Statements

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In connection with the Company's refinancing on March 22, 1994, the Company entered into a \$2,000,000 term loan agreement with a financial institution. Pursuant to the agreement, the Company issued to the bank 10,000 treasury common shares related to mandatory prepayments, which were not made. The treasury stock was retired in conjunction with the plan of reorganization.

### b. Grant of Warrants

Warrants have been granted to NAN Investors LP to purchase 16,500,000 shares of the Company's Common Stock for \$.10 per share, with a five-year term effective May 21, 1998. All warrants were canceled in conjunction with the plan of reorganization.

### c. Private Placements

At various dates during the current fiscal year the Company closed on private placements for 337,857 shares of common stock for an aggregate sales price of \$69,500. The offers and sales were made only to "accredited investors" as defined in Rule 501(a) of Regulation D and the Company relied on Regulation D and Section 4(2) of the Securities act of 1933 to issue the securities without registration. d. Stock plans The Company currently has no stock plans in effect.

## 10. Commitments, Contingencies and Related Party Transactions

### a. Agreement with Principal Stockholders

On March 1, 1994, in connection with the restructuring described in Note 4, the Company entered into agreements with its two principal stockholders and a group of employees (the "Management Group"). The agreements provide, among other things, for:

The reimbursement of the principal stockholders, limited to \$1.50 per share to the extent that the gross proceeds per share from the sale of common stock by the stockholders during the two-year period beginning September 1, 1994 were less than \$5.00 per share. Such guaranty was applicable to a maximum of 150,000 shares sold by such stockholders, subject to reductions under certain circumstances. The principal stockholders sold 157,875 shares including 88,400 at prices below \$5.00

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Nantucket Industries, Inc.  
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## Notes to Consolidated Financial Statements

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per share; 37,125 shares in the fiscal year ended March 1, 1997 and 51,275 shares in the year ended March 2, 1996 which resulted in a charge to operating results of \$12,000 and \$35,000, respectively.

Warrants to purchase up to 157,875 shares of common stock equal to the number of shares sold by the principal stockholders. The exercise price per share of such warrants would equal the gross proceeds per share from the corresponding sale by the principal stockholders. Such warrants expired on February 28, 2000.

All agreement with the principal stockholder was canceled in conjunction with the plan of reorganization.

### b. Executive compensation

In accordance with employment agreement between the Company and John H. Treglia The Company's President dated, April 3, 2000, Mr. Treglia was entitled to cash compensation of \$150,000 per year, all such cash compensation was waived by Mr. Treglia. In accordance with Paragraph 6 of this employment agreement, Mr. Treglia may receive common stock of the Company valued at the average market price on a monthly basis. In accordance with the agreement on November 15, 2002, Mr. Treglia was issued 416,667 shares of restricted common stock of the Company. Compensation for the period March 1, 2002 and ending on February 28, 2003 such shares equating to approximately \$25,000 in salary.

### c. Consulting agreement

The Company terminated its consulting agreement with Westminster Holdings Ltd. and rescinded the 1,200,000 shares of common stock of Nantucket Industries, Inc. as of June 21, 2002.

### d. Major Suppliers

During this fiscal year United Hearing Systems ("UHS") became a major supplier of the Company. This occurred in the course of negotiating to purchase UHS. These negotiations were terminated in December 2002. Although there are a limited number of manufactures of hearing aids, management shifted its purchasing to include three other manufacturers who provide similar hearing aids on comparable terms. In the event of a disruption of supply from any one manufacture the Company could obtain comparable products from other manufacturers. Few manufacturers offer dramatic product differentiation. The Company has not experienced any significant disruptions in supply in the past.

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## Nantucket Industries, Inc. and Subsidiaries

### Notes to Consolidated Financial Statements

e. Lease obligation

The Company leases office under any agreement that expires on February 2006. As of February 28, 2003 the future minimum lease payments are as follows:

February 28

2004	\$22,944
2005	22,944
2006	22,944
	\$68,832

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ITEM 9. CHANGES IN AND DISAGREEMENTS WITH ACCOUNTANTS ON ACCOUNTING AND FINANCIAL DISCLOSURE

None in the last two years.

### PART III

ITEM 10. DIRECTORS AND EXECUTIVE OFFICERS, PROMOTERS AND CONTROL PERSONS; COMPLIANCE WITH SECTION 16(a) OF THE EXCHANGE ACT.

Directors, Executive Officers and Significant Employees

The following sets forth, as of June 12, 2003, the names and ages of our directors, executive officers, and other significant employees; the date when each director was appointed; and all positions and offices held by each. Each director will hold office until the next annual meeting of shareholders and until his or her successor has been elected and qualified:

Name	Age	Positions Held	Date Appointed Director
John H. Treglia	59	Director, President, and Secretary	Jan. 18, 2000
Dr. Frank Castanaro	52	Secretary and Director	February 17, 2000

Set forth below is information regarding the principal occupations of each current director during the past five years or more. None of the directors or

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principal executive officers holds the position of director in any other public company.

John H. Treglia is a graduate of Iona College, from which he received a BBA in Accounting in 1964. Since January 18, 2000, he has served as our president, secretary, and a director, devoting such time to our business and affairs as is required for the performance of his duties. From 1964 until 1971, Mr. Treglia was employed as an accountant by Ernst & Ernst. Thereafter, he founded and operated several businesses in various areas. From 1994 through 1998, Mr. Treglia served as a consultant to several companies which were in Chapter 11. These included J.R.B. Contracting, Inc., Laguardia Contracting, and Melli-Borrelli Associates. In 1996, Mr. Treglia founded Accutone Inc., a company engaged in the business of manufacturing and distributing hearing aids. He has served as its president and CEO since such time.

Dr. Frank Castanaro received a Bachelor of Science degree from the University of Scranton in 1974. In 1978, he graduated from Georgetown University School of Dentistry and has been in private practice as a dentist since such time. Dr. Castanaro was appointed as our director on February 17, 2000. Dr. Castanaro has assisted two large ophthalmology practices to introduce and expand their activities in Laser therapy, including, but not limited to, Lasik procedures. Dr. Castanaro presently practices dentistry in partnership with Dr.'s Joseph C. Fontana and John B. Fontana in Peekskill, New York, and has a solo practice in Yonkers, New York. Dr. Castanaro is a member of the American Dental Association, the Dental Society of the State of New York, the Ninth District Dental Society, and the Peekskill-Yorktown Dental Society.

### ITEM 11. EXECUTIVE COMPENSATION

#### Compensation of Directors

Until June of 2000, when our board of directors eliminated compensation for directors other than those employed by us, such persons were paid \$5,000 annually and an additional \$500 for each Board or committee meeting attended in person. No payments have been made during the fiscal year ended February 28, 2003.

#### Compensation Committee Interlocks and Insider Participation

The Compensation Committee was disbanded in May 1998. As of the date hereof, the Board of Directors has not established a new Compensation Committee and it has no plans to do so until such time as our financial position and prospects improve significantly.

### SUMMARY COMPENSATION TABLE

The Summary Compensation Table shows compensation information for each of the fiscal years ended February 28, 2003 February 28, 2002 and February 28, 2001 for all persons who served as our chief executive officer. No other executive officers received compensation in excess of \$100,000 during the fiscal year ended February 28, 2003.

#### ANNUAL COMPENSATION

Name and Principal and Position	Year	Salary	Other Compensation
John H. Treglia President, Chief Executive	2003	\$-0-	357,142 shares
	2002	-0-	630,397 shares



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Officer, Secretary and Director	2001	-0-	0
Dr. Frank Castanaro	2003	\$-0-	0
Secretary and Director	2002	-0-	0
	2001	-0-	0

The shares issued to John H. Treglia represent past due salary owed to Mr. Treglia.

### ITEM NO. 12. SECURITY OWNERSHIP OF CERTAIN BENEFICIAL OWNERS AND MANAGEMENT

#### Security Ownership of Certain Beneficial Owners

The following table sets forth information as of June 12, 2003, with respect to the persons known to us to be the beneficial owners of more than 5% of our common stock, \$.10 par value.

#### PRINCIPAL SHAREHOLDERS

We know of no person, other than those listed in the Management's Shareholdings Table, below, who owns more than 5% of our common stock. The following table sets forth information as of June 12, 2003, with respect to the beneficial ownership of our common stock, \$.10 par value, of each of our executive officers and directors and all executive officers and directors as a group:

#### PRINCIPAL SHAREHOLDERS TABLE

Title of Beneficial Owner -----	Name and Address of Beneficial Ownership -----	Amount and Nature of Class -----	Percent of Class -----
Common	John H. Treglia 13-44 Henrietta Court Fair Lawn, NJ 07410	0	0
Common	Carlyn A. Barr (1) 13-44 Henrietta Court Fair Lawn, NJ 07410	2,837,026	32.84%
Common	Park Avenue Health Care Management One North Lexington Avenue White Plains, New York 10601	1,200,000	13.89%
Common	Dr. Frank J. Castanaro 71 Bradford Boulevard  Yonkers, NY 10710	733,000	8.48%
Common	Frances Katz Levine 621 Clove Road Staten Island, NY 10310	600,000	6.98%
Common	Scott Rapfogel 16 Regency Circle Englewood, NJ	600,000	6.98%
Common	Larry A. Brand	500,000	5.79%

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Kingston, PA 18704

(1) Carlyn A. Barr is the wife of John H. Treglia. John Trelia has disavowed any interest in the shares of common stock owned by Ms. Barr.

### Security Ownership of Management

The following table sets forth information as of June 12, 2003, with respect to the shareholdings of the Company's executive officers and directors.

Title of Class Owner -----	Name and Address of Beneficial Owner -----	Amount and Nature of Beneficial Class(1) -----	Percent of Class -----
Common	John H. Treglia 13-44 Henrietta Court Fair Lawn, NJ 07410	0	0
Common	Dr. Frank J. Castanaro 71 Bradford Boulevard Yonkers, NY 10710	733,000	8.48%
Common	All directors and officers as a group (2 persons)	733,000	8.48%

Pursuant to the rules of the Securities and Exchange Commission, shares of our common stock which an individual or member of a group has a right to acquire within 60 days pursuant to the exercise of options or warrants are deemed to be outstanding for the purpose of computing the ownership of such individual or group, but are not deemed to be outstanding for the purpose of computing the percentage ownership of any other person shown in the table. Accordingly, where applicable, each individual or group member's rights to acquire shares pursuant to the exercise of options or warrants are noted below.

### Proposed Medical and Professional Advisory Board

We are in the process of forming a Medical and Professional Advisory Board which will consist of individuals with experience and expertise in otolaryngology, audiology, geriatric care (both medical and psychological), and new hearing aid product developments. The purpose of establishing this advisory board is to assist us with any complex questions or issues which may arise in connection with their fields of expertise. Once we have established this board, we will consult with its members with respect to current developments in their fields of expertise and, where appropriate, for advice respecting our business strategy.

### ITEM 13. CERTAIN RELATIONSHIPS AND RELATED TRANSACTIONS

The following is a description of any transactions during the fiscal year ended February 28, 2003 or any presently proposed transactions, to which we were, or are, to be a party, in which the amount involved in such transaction (or series of transactions) was \$60,000

or more and which any of the following persons had or is to have a direct or indirect material interest: (I) any of our directors or executive officers; (ii) any person who owns or has the right to acquire 5% or more of our issued and outstanding common stock; and (iii) any member of the immediate family of any such persons. Current management is not aware of any requirements, which may

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have been in effect prior to January 2000, with respect to the approval of related transactions by independent directors. Because of its current limited management resources, the company does not presently have any requirement respecting the necessity for independent directors to approve transactions with related parties. All transactions are approved by the vote of the majority, or the unanimous written consent, of the full board of directors. All member so the board of directors all members of the board of directors, individually and/or collectively, could have possible conflicts of interest with respect to transactions with related parties.

### Employment Agreement with John H. Treglia

On April 3, 2000, we entered into an employment agreement with John H. Treglia, our President and CEO. The agreement provides for an annual salary in the amount of \$150,000 and a term of three years. Mr. Treglia has agreed to waive the right to be paid in cash until, in the opinion of the board of directors, we have sufficient financial resources to make such payments. In lieu of cash salary payments, Mr. Treglia may accept shares of common stock at, or at a discount from the market price. His agreement provides for the possibility of both increases in salary and the payment of bonuses at the sole discretion of the board of directors, participation in any pension plan, profit-sharing plan, life insurance, hospitalization of surgical program or insurance program adopted by us (to the extent that the employee is eligible to do so under the provisions of such plan or program), reimbursement of business related expenses, for the non-disclosure of information which we deem to be confidential to it, for non-competition with us for the two-year period following termination of employment with us and for various other terms and conditions of employment. We do not intend to provide any of our employees with medical, hospital or life insurance benefits until our board of directors determines that we have sufficient financial resources to do so.

### ITEM 14. Controls and Procedures

#### Evaluation of disclosure controls and procedures

-----

Our principal executive officer and principal financial officer evaluated our disclosure controls and procedures (as defined in rule 13a-14(c) and 15d-14(c) under the Securities Exchange Act of 1934, as amended) as of a date within 90 days before the filing of this annual report (the Evaluation Date). Based on that evaluation, our principal executive officer and principal financial officer concluded that, as of the Evaluation Date, the disclosure controls and procedures in place were adequate to ensure that information required to be disclosed by us, including our consolidated subsidiaries, in reports that we file or submit under the Exchange Act, is recorded, processed, summarized and reported on a timely basis in accordance with applicable rules and regulations. Although our principal executive officer and principal financial officer believes our existing disclosure controls and procedures are adequate to enable us to comply with our disclosure obligations, we intend to formalize and document the procedures already in place and establish a disclosure committee.

#### Changes in internal controls

-----

We have not made any significant changes to our internal controls subsequent to the Evaluation Date. We have not identified any significant deficiencies or material weaknesses or other factors that could significantly affect these controls, and therefore, no corrective action was taken.

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### ITEM 15. EXHIBITS, FINANCIAL STATEMENTS, SCHEDULES AND REPORTS ON FORM 8-K

The following is a list of all exhibits and financial statement schedules filed as part of this report, certain of which documents have been incorporated by reference to documents previously filed on behalf of us.

#### Financial Statements

#### Reports on Form 8-K

None.

#### Exhibits

Exhibits which, in their entirety, are incorporated by reference to any report, exhibit or other filing previously made with the Securities and Exchange Commission are designated by an asterisk (\*) and the location of such material is included in its description.

Exhibit No.	Description
(3) (a)	Certificate of Incorporation as currently in effect (filed as Exhibit 3 (a) to Form 10-K Report for the fiscal year ended February 27, 1988 (the "1988 10-K").
(3) (b)	By-laws as currently in effect (filed as Exhibit 3(b) to the Form 8K dated August 15, 1996).
(3) (c)	Certificate of Incorporation of Nantucket Hosiery Mills Corp. filed March 1, 2000.
(3) (d)	Nantucket Hosiery Mills Inc. filed February 25, 2000.
(4) (a)	Specimen Stock Certificate (filed as Exhibit 4(b) to Registration Statement on Form S-1, No. 2-87229 filed October 17, 1983 (the "1983 Form S-1)).
(4) (b)	Share Purchase Rights Agreement, dated as of September 6, 1988, between the Company and State Street Bank and Trust Company (filed as Exhibit 4(a) to Form 8-K Report dated as of September 6, 1988), as amended by the following: Amendment No. 1 dated October 3, 1988 (filed as Exhibit 9 to Schedule 14D-9 Amendment No. I dated October 4, 1988), Amendment No. 2 dated October 18, 1988 (filed as Exhibit 14 to Schedule 14D-9 Amendment No. 2 dated October 19, 1988) and Amendment No. 3 dated November 1, 1988 (filed as Exhibit 4(c) to Form 10-K Report for the fiscal year ended February 25, 1989 (the " 1989 10K"), Amendment No. 4 dated as of November 17, 1988 (filed as Exhibit 1 to Amendment No. 1 to Form 8-A, dated November 18, 1988) and Amendment dated as of August 15, 1994 (filed as Exhibit 4(e) to Form 8-K dated August 19, 1994).

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- (4) (c) Note Acquisition Rights Agreement dated as of September 6, 1988 between the Company and State Street Bank and Trust Company, as amended on September 19, 1988 (filed as Exhibit 4(b) to Form 8-K Report dated September 6, 1988) as amended by the following: Amendment No. 2 dated October 3, 1988 (filed as Exhibit 10 to Schedule 14D-9 Amendment No. 2 dated October 4, 1988), Amendment No.3 dated October 18, 1988
- (10) (x) (i) Amendment No. 2 dated August 9, 1996 to that certain Employment Agreement \* dated as of May 26, 1992 by and between Nantucket Industries, Inc. and Stephen P. Sussman (filed as Exhibit 99(a) to the Form 8-K dated August 15, 1996).
- (10) (y) Purchase and Sale Agreement dated as of July 31, 1997 by and among Mimms Investments, a Georgia general partnership and Nantucket Industries, Inc. regarding the sale of the Registrant's property at 200 Cook St., Cartersville, GA.(filed as Exhibit (10) (y) to 10Q report for August 30, 1997).
- (10) (y) (i) Amendment dated August 14, 1997 to Purchase and Sale Agreement dated as of July 31, 1997 by and among Mimms Investments, a Georgia general partnership regarding the sale of the Registrants property located at 200 Cook St., Cartersville, GA (filed as Exhibit (10) (y) (i) to 10Q report for August 30, 1997).
- (10) (y) (ii) Amendment dated August 27, 1997 to Purchase and Sale Agreement dated as of July 31, 1997 by and among MimmsInvestments, a Georgia general partnership regarding the sale of the Registrants property located at 200 Cook St., Cartersville, GA (filed as Exhibit (10) (y) (ii) to 10Q report for August 31,1997).
- (10) (z) (i) Intentionally omitted.
- (10) (z) (ii) Amended and Restated Employment Agreement by and between Nantucket Industries, Inc. and Stephen M. Samberg (filed as Exhibit 10(z) (ii) to the 1994 Form 10-K) as amended by the Amendment dated August 8, 1994 (filed as Exhibit 99(c) to Form 8-K dated August 19, 1994).
- (10) (z) (iii) Amendment No. 2 dated August 9, 1996 to that certain Employment Agreement dated as of March 18, 1994 by and between Nantucket Industries, Inc. and Stephen M. Samberg (filed as Exhibit 99(c) to the Form 8-K dated August 15, 1996).
- (10) (z) (iv) Amendment No. 3 dated July 1, 1997 to that certain Employment Agreement dated as of March 18, 1994 by and between Nantucket Industries, Inc and Stephen M. Samberg (filed as Exhibit (10) (z) (iv) to 1998 10-K).
- (10) (aa) License Agreement dated October 5, 1992 between Cluett Peabody & Co., Inc. and Registrant with respect to the ARROW trademark (filed as Exhibit 2 to Form 10Q Report for November 28, 1992).

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- (10) (bb) License Agreement dated December 9, 1992 between GUESS?, Inc. and Registrant with respect to the GUESS? trademark (filed as Exhibit 3 to Form 10Q Report for November 28, 1992).
- (10) (cc) Registrant's 1992 Long-Term Stock Option Plan (filed as Exhibit 4 to Form 10Q Report for November 28, 1992).
- (10) (dd) Registrant's 1992 Executive Performance Benefit Plan \* (filed as Exhibit 5 to Form 10Q for November 28, 1992).
- (10) (ee) Management Agreement made as of January 1, 1993 by and between Nantucket Management Corp. (a subsidiary of Registrant) and Registrant (filed as Exhibit 10(ee) to 1993 10-K).
- (10) (ff) License Agreement dated December 21, 1992 between Registrant and McGregor Corporation with respect to the Botany 500 Trademark (filed as Exhibit 10(ff) to 1993 10-K).
- (10) (ff) (I) Letter Agreement dated July 10, 1995 amending License Agreement between the Registrant and McGregor Corporation with respect to the Botany 500 Trademark (filed as Exhibit 10(ff) to 1993 10-K).
- (10) (gg) Severance Agreement dated as of March 18, 1994 by and among Nantucket Industries George J. Gold and Donald Gold (filed as Exhibit 10(gg) (i) to the Form 10K Report for the fiscal year ended February 25, 1995). (Filed as Exhibit 10(gg) to the 1994 Form 10-K) as amended by the Amendment dated August 17, 1994 (filed as Exhibit 99(b) to Form 8-K dated August 19, 1994).
- (10) (gg) (i) Letter dated February 28, 1995 amending Severance Agreement by and among Registrant, George J. Gold and Donald D. Gold (filed as Exhibit 10(gg) (i) to the Form 10-K Report for the fiscal year ended February 25, 1995).
- (10) (gg) (ii) Third Amendment dated August 9, 1996 to that certain Severance Agreement dated as of March 18, 1994 by and among Nantucket Industries, Inc. George J. Gold and Donald D. Gold (filed as Exhibit 99(b) to the Form 8-K dated August 15, 1996).
- (10) (hh) Agreement dated as of March 1, 1994 by and among the Samberg Group, L.L.C., George J. Gold, Donald D. Gold, Stephen M. Samberg, Stephen P. Sussman, Robert Polen, Raymond L. Wathen and Nantucket Industries, Inc. (filed as Exhibit 10(hh) to the 1994 Form 10-K).
- (10) (ii) Loan and Security Agreement by and between  
  
Nantucket Industries, Inc. and Congress Financial Corp. dated as of March 21, 1994 (filed as Exhibit 99(b) to 1994 8-K).
- (10) (ii) (i) Amendment No. 2 dated July 31, 1996, to Loan and Security Agreement dated as of March 21, 1994, among Nantucket

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- Industries, Inc. and Congress Financial Corp. (filed as Exhibit 99(o) to the Form 8-K dated August 15, 1996).
- (10) (ii) (ii) Amendment No. 3 dated August 15, 1996, to Loan and Security Agreement dated as of March 21, 1994, among Nantucket Industries, Inc. and Congress Financial Corp. (filed as Exhibit 99(p) to the Form 8-K dated August 15, 1996).
- (10) (ii) (iii) Amendment No.4 dated March 18, 1997 to Loan and Security Agreement dated as of March 21, 1994 among Nantucket Industries, Inc and Congress Financial Corp (filed as Exhibit (10) (ii) (ih) to 10Q report for August 30, 1997).
- (10) (ii) (iv) Amendment No. 5 dated March 31, 1997 to Loan and Security Agreement dated as of March 21, 1994 among Nantucket Industries, Inc and Congress Financial Corp (filed as Exhibit (10) (ii) (iv) to 10Q report for August 30, 1997).
- (10) (ii) (v) Amendment No. 6 dated May 4, 1997, to Loan and Security Agreement dated as of March 21, 1994, among Nantucket Industries, Inc and Congress Financial Corp (filed as Exhibit (10) (ii) (v) to 10Q report for August 30, 1997).
- (10) (ii) (vi) Extention dated March 20, 1998 to the Loan and Security Agreement dated as of March 21, 1994, among Nantucket Industries, Inc and Congress Financial Corp.(filed as Exhibit (10) (ii) (vi) to 1998 10-K).
- (10) (ii) (vii) Extention No. 2 dated May 20, 1998 to the Loan and Security Agreement dated as of March 21, 1994, among Nantucket Industries. Inc and Congress Financial Corp. (filed as Exhibit (10) (ii) (vii) to 1998 10-K).
- (10) (jj) Guaranty by Nantucket Mills, Inc. in favor of Congress Financial Corp. dated as of March 21, 1994 (filed as Exhibit 99(c) to 1994 8-K).
- (10) (kk) General Security Agreement by Nantucket Mifls, Inc. in favor of Congress Financial Corp. dated as of March 21, 1994 (filed as Exhibit 99(d) to 1994 8-K).
- (10) (ll) Guarantee of Nantucket Management Corporation in favor of Congress Financial Corp. dated as of March 21, 1994 (filed as Exhibit 99(e) to 1994 8-K).
- (10) (mm) General Security Agreement by Nantucket Management Corporation in favor of Congress Financial Corp. dated as of March 21, 1994 (filed as Exhibit 99(f) to 1994 8-K).
- (10) (nn) Amended and Restated Credit Agreement by and among Chemical Bank, Nantucket Industries, Inc., Nantucket Nfills, Inc. and Nantucket Management Corporation dated as of March 21, 1994 (filed as Exhibit 99(g) to 1994 8-K) and amended by the Amendment dated as of August 18, 1994 (filed as Exhibit 99(e) to the Form 8-K dated August 19, 1994).
- (10) (oo) Amended and Restated Security Agreement by and between Nantucket Industries, Inc. and Chemical Bank dated as of March 21, 1994 (filed as Exhibit 99(h) to 1994 Form 8-K).

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- (10) (pp) Amended and Restated Security Agreement by and between Nantucket Mills, Inc. and Chemical Bank dated as of March 21 1994 (filed as Exhibit 99(i) to 1994 8-K).
- (10) (qq) Security Agreement by and between Management Corporation and Chemical Bank dated as of March 21, 1994 (filed as Exhibit 99(j) to 1994 8-K).
- (10) (rr) Deed to Secure Debt, Security Agreement and Assignment of Leases and Rents by Nantucket Industries, Inc. to Chemical Bank dated as of June 8, 1994 (filed as Exhibit 10(ss) to the 1994 Form 10-K). and Assignment of Leases and Rents by Nantucket Industries, Inc. to Congress Financial Corporation dated June 8, 1994 (filed as Exhibit 10(rr) to the 1994 Form 10-K).
- (10) (ss) Deed to Secure Debt, Security Agreement and Assignment of Leases and Rents by Nantucket Industries, Inc. to Chemical Bank dated as of June 8, 1994 (filed as Exhibit 10(ss) to the 1994 Form 10-K).
- (10) (tt) Employment Agreement dated November 23, 1994 by and between Registrant and Raymond L. Wathen (filed as Exhibit 10(tt) to Form 10-K Report for the fiscal year ended February 25, 1995).
- (10) (tt) (i) Amendment to Employment Agreement entered into as of January 1, 1996 between Registrant and Raymond L. Wathen.
- (10) (uu) Employment Agreement dated July 1, 1994 by and between Registrant and Ronald S. Hoffman (filed as Exhibit 10(uu) to Form 10-K Report for the fiscal year ended February 25, 1995).
- (10) (uu) (i) Letter Agreement dated June 12, 1995 between Registrant and Ronald S. Hoffman, extending the term of his employment to June 30, 1996.
- (10) (uu) (ii) Letter Agreement dated August 9, 1996 between Registrant and Ronald S. Hoffman amending the change of control provision in his employment agreement (filed as Exhibit 99(e) to the Form 8-K dated August 15, 1996).
- (10) (uu) (iv) Letter Agreement dated as of June 30, 1996 between Registrant and Ronald S. Hoffman, extending the term of his employment to June 30, 1997 (filed as Exhibit 99(j) to the Form 8-K dated August 15, 1996).
- (10) (vv) Employment Agreement dated as of January 1996 by and between Registrant and Joseph Visconti.
- (10) (vv) (i) Amendment dated August 9, 1996 to that certain Employment Agreement dated as of January 1, 1996 by and between Nantucket Industries, Inc and Joseph Visconti (filed as Exhibit 99(d) to the Form 8-K dated August 15, 1996).
- (10) (vv) (ii) Amendment No. 2 dated as of July 1, 1997 to that certain Employment Agreement dated as of January 1, 1996 by and between Nantucket Industries and Joseph Visconti (filed as Exhibit (10) (vv) (ii) to the 1998 10-K Form).
- (10) (ww) First Amendment, dated as of December 15, 1995 to Amended



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and Restated Credit Agreement dated as of March 21, 1994, among Nantucket Industries,

Inc. and its subsidiaries and Chemical Bank (filed as Exhibit (10)(w) to Form 10-Q Report for the quarter ended November 25, 1995).

- (10) (xx) Complaint filed on March 7, 1997 with Superior Court of California for the County of San Francisco C.A. No. 985160, Nantucket Industries, Inc. v. Levi Strauss & Co., and Britannia Sportswear Limited (filed as Exhibit 99(q) to the Form 8-K dated March 7, 1997).
- (10) (zz) Press Release dated March 10, 1997 (filed as Exhibit 99(r) to the Form 8-K dated March 7, 1997).
- (10) (aaa) Lease between Registrant and First Industrial LP dated December 3, 1997 (filed as Exhibit 99(s) to Form 8-K dated November 26, 1997).
- (10) (bbb) Letter Agreement dated September 30, 1997 from Nantucket Industries, Inc. to NAN Investors, LP (filed as Exhibit 99(t) to the 10Q report for November 29, 1997.)
- (10) (bbb) (i) Letter Agreement No. 2 dated May 19, 1998 from Nantucket Industries to NAN Investors LP (filed as Exhibit (10) (bbb) (i) to 1998 Form 10-K).
- (10) (ccc) Termination of License Agreement dated March 25, 1998 between GUESS? Inc. and the Registrant (filed as Exhibit (10) (ccc) to 1998 Form 10-K).
- (10) (ddd) Employment Agreement, dated April 3, 2000, between John H. Treglia and Company.
- (10) (eee) Consulting Agreement date February 5, 2002 between Westminster Holdings, Inc. and the Company.
- 16(a) Letter, dated June 8, 2000, of Grant Thornton LLP regarding change in certifying accountant.
- 23(a) Consent of Grant Thornton LLP dated June 14, 2000.

### SIGNATURES

Pursuant to the requirements of Section 13 or 15(d) of the Securities and Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Yonkers, State of New York.

NANTUCKET INDUSTRIES, INC.

June 12, 2003

By /s/ John H. Treglia

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John H. Treglia, President and CEO

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By: /s/ Frank Castanaro

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Dr. Frank Castanaro, Secretary

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following persons on behalf of the registrant and in the capacities on the dates indicated.

June 12, 2003

/s/ John H. Treglia

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John H. Treglia, Director

/s/ Frank Castanaro

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Dr. Frank Castanaro, Director

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CERTIFICATION OF  
CHIEF EXECUTIVE OFFICER AND CHIEF FINANCIAL OFFICER  
PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO SECTION 906 OF THE  
SARBANES-OXLEY ACT OF 2002

I, John Treglia certify that:

1. I have reviewed this annual report on Form 10-K of Nantucket Industries, Inc.
2. Based on my knowledge, this annual report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report;
3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report;
4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and have:
  - a) designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared;
  - b) evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date with 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and
  - c) presented in this quarterly report our conclusions about effectiveness of the disclosure controls and procedures based on our evaluation as

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of the Evaluation Date;

5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent functions):
  - a) all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors and material weakness in internal controls; and
  - b) any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and
6. The registrant's other certifying officers and I have indicated in this annual report whether there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses.

Dated: June 12, 2003

/s/ John Treglia

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John Treglia  
Chief Executive Officer and  
Chief Financial Officer