

# SECURITIES AND EXCHANGE COMMISSION

## FORM SC 13D

Schedule filed to report acquisition of beneficial ownership of 5% or more of a class of equity securities

Filing Date: **1996-12-30**  
SEC Accession No. **0001005477-96-000698**

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### SUBJECT COMPANY

#### **MOTHERS WORK INC**

CIK: **896985** | IRS No.: **133045573** | State of Incorporation: **DE** | Fiscal Year End: **0930**  
Type: **SC 13D** | Act: **34** | File No.: **005-43965** | Film No.: **96688354**  
SIC: **5621** Women's clothing stores

Business Address  
456 N 5TH ST  
PHILADELPHIA PA 19123  
2158732200

### FILED BY

#### **TOPPY INTERNATIONAL LTD**

CIK: **1029638** | State of Incorporation: **K3** | Fiscal Year End: **0129**  
Type: **SC 13D**

Mailing Address  
3/F WYLAR CENTRE 2 200 TAI  
LIN ROAD  
KWAI CHUCG N T  
HONG KONG K3 00000

Business Address  
3/F WYLAR CENTRE 2 200 TAI  
LIN ROAD  
KWAI CHUCG N T  
HONG KONG K3 00000  
01185224818520

UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

SCHEDULE 13D

Under the Securities Exchange Act of 1934  
(Amendment No. \_\_\_\_)(1)

Mothers Work, Inc.

-----  
(Name of Issuer)

Common Stock, par value \$.01 per share

-----  
(Title of Class of Securities)

619903107

-----  
(Cusip Number)

Alan Wong  
c/o Toppo International Ltd.  
3/F. Wyler Centre 2, 200 Tai Lin Pai Road  
Kwai Chung, N.T., Hong Kong

-----  
(Name, Address and Telephone Number of Person  
Authorized to Receive Notices and Communications)

December 11, 1996

-----  
(Date of Event which Requires Filing  
of this Statement)

If the filing person has previously filed a statement on Schedule 13G to report the acquisition which is the subject of this Schedule 13D, and is filing this schedule because of Rule 13d- 1(b) (3) or (4), check the following box [ ].

Note: Six copies of this statement, including all exhibits, should be filed with the commission. See Rule 13d-1(a) for other parties to whom copies are to be sent.

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- (1) The remainder of this cover page shall be filled out for a reporting persons's initial filing on this form with respect to the subject class of securities, and for any subsequent amendment containing information which would alter disclosures provided in a prior cover page.

The information required on the remainder of this cover page shall not be deemed to be "filed" for the purpose of Section 18 of the Securities Exchange Act of 1934 ("Act") or otherwise subject to the liabilities of that section of the Act but shall be subject to all other provisions of the Act (however, see the Notes.).

SCHEDULE 13D

CUSIP No. 61990317

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1 NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF ABOVE PERSON

Topy International Ltd.

2 CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP\* (a)  |   
(b)  |

3 SEC USE ONLY

4 SOURCE OF FUNDS\*

WC See Item 3

5 CHECK BOX IF DISCLOSURE OF LEGAL PROCEEDINGS IS REQUIRED PURSUANT TO  
ITEMS 2(d) or 2(e)  |

6 CITIZENSHIP OR PLACE OF ORGANIZATION  
Hong Kong

7 SOLE VOTING POWER  
NUMBER OF 217,365 Shares  
SHARES  
8 SHARED VOTING POWER  
BENEFICIALLY 0  
OWNED BY  
9 SOLE DISPOSITIVE POWER  
EACH 217,365 Shares  
REPORTING  
10 SHARED DISPOSITIVE POWER  
PERSON 0  
WITH

11 AGGREGATE AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON

217,365 Shares

12 CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (11) EXCLUDES CERTAIN  
SHARES\*

13 PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW (11)

6.1%

14 TYPE OF REPORTING PERSON\*

CO

\*SEE INSTRUCTIONS BEFORE FILLING OUT!

Item 1. Security and Issuer.

This statement relates to shares of Common Stock (the "Common Stock"), par value \$.01 per share, of Mothers Work, Inc. (the "Issuer"), a Delaware corporation. The principal executive offices of the Issuer are located at 456 North 5th Street, Philadelphia, Pennsylvania.

Item 2. Identity and Background.

(a) This statement is being filed by Toppo International Ltd., a Hong Kong company ("Toppo"). The persons listed on Schedule A annexed hereto are the executive officers and directors of Toppo. Neither Toppo nor the persons listed in Schedule A constitute a "group" within the meaning of Rule 13d- 5(b) (1) under the Securities Exchange Act of 1934.

(b) The principal business address of Toppo is 3/F, Wyler Centre 2, 200 Tai Lin Pai Road, Kwai Chung, N.T., Hong Kong. Schedule A sets forth the business address and present principal occupation or employment of each of the officers and directors of Toppo.

(c) Toppo is engaged in the business of designing, distributing and marketing women's apparel.

(d) During the past five years, neither Toppo nor the persons listed on Schedule A have been convicted in a criminal proceeding, excluding traffic violations or similar misdemeanors.

(e) During the past five years, neither Toppo nor the persons listed on Schedule A have been a party to a civil proceeding of a judicial or administrative body of competent jurisdiction as a result of which proceeding such person was or is subject to a judgment, decree or final order enjoining

future violations of, or prohibiting or mandating activities subject to, federal or state securities laws or finding any violations with respect to such laws.

(f) Schedule A sets forth the citizenship of each officer and director of Topy.

Item 3. Source and Amount of Funds or Other Consideration.

Topy entered into an agreement (the "Agreement") as of November 18, 1996 with Episode USA, Inc. ("Episode"), a Delaware corporation and a subsidiary of SC Fang & Sons (Holdings) Limited, a Hong Kong company, pursuant to which Topy, on December 11, 1996, purchased (the "Purchase") all of Episode's 217,365 shares (the "Shares") of the Issuer's Common Stock at a per share price of \$12.00 and an aggregate sale price of

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\$2,603,380. Topy paid for the Shares out of funds from its working capital.

Item 4. Purpose of Transaction.

The Shares were acquired pursuant to the Agreement and, since Episode is a debtor-in-possession in a Chapter 11 case currently before the United States Bankruptcy Court for the Southern District of New York, Case No. 96-B-40371(JLG), pursuant to a Plan of Reorganization (the "Plan") filed by Episode on August 20, 1996 with the bankruptcy court. Neither Topy nor any of the persons listed on Schedule A has any plans which relate to or would result in or relate to any of the transactions described in subsections (a) through (j) inclusive, of Item 4 of Schedule 13D.

Item 5. Interest in Securities of the Issuer.

(a) As of December 11, 1996, Topy beneficially owns 217,365 shares of Common Stock, or approximately 6.1% of the Common Stock based on 3,559,027 shares of Common Stock outstanding as of August 1, 1996.

(b) Topy has the sole power to vote or dispose of the Shares.

(c) Not applicable.

(d) Not applicable.

(e) Not applicable.

Item 6. Contracts, Arrangements, Understandings or Relationships with Respect to Securities of the Issuer.

See Item 3 for a brief description of the Agreement and Item 4 for a brief

description of the Plan.

Item 7. Material to be Filed as Exhibits.

Exhibit 1: Agreement, dated as of November 18, 1996, between Episode USA, Inc. and Topy International Ltd.

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SIGNATURES

After reasonable inquiry and to the best of his or her knowledge and belief, the undersigned certifies that the information set forth in this instrument is true, complete and correct.

Dated: December 23, 1996

TOPPY INTERNATIONAL LTD.

By: /s/ Alan Wong

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Name: Alan Wong

Title:

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SCHEDULE A

Name	Citizenship	Position with Topy	Present Principal Occupation
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Christine Fang 7/F., Wyler Centre II 200 Tai Lin Pai Road Kwai Chung, N.T. Hong Kong	Republic of Ireland	Director	Director, Topy International Ltd.
Jeffrey Fang 7/F., Wyler Centre II 200 Tai Lin Pai Road Kwai Chung, N.T. Hong Kong	Republic of Ireland	Director Chief Executive Officer	Chief Executive Officer, Topy International Ltd

Kenneth Fang 20-24 Kwai Wing Road Kwai Chung, N.T. Hong Kong	Republic of Ireland	Director	Director, Fang Brothers Knitting Ltd.
Laurence Fang 6th Floor Block C&D Victorious Factory Bldg. 35-36 Tseuk Luk Street Sanpokong, Kowloon Hong Kong	Republic of Ireland	Director	Director, Doulton Ltd.
Vincent Fang 45-51 Kwok Shui Road Kwai Chung, N.T. Hong Kong	Republic of Ireland	Director	Director, Fantastic Garments Ltd.

## AGREEMENT

This Agreement is entered into as of the 18th day of November 1996 by and between EPISODE USA, INC., debtor and debtor-in-possession, a Delaware corporation ("Episode") and TOPPY INTERNATIONAL LTD., a Hong Kong Corporation ("Topy").

## R E C I T A L S:

A. Episode is the owner of \$217,365 shares of common stock par value \$.01 of Mothers Work, Inc. (the "Mothers Work Stock").

B. Episode is a debtor-in-possession in a chapter 11 case currently before the United States Bankruptcy Court for the Southern District of New York (the "Bankruptcy Court"), Case No. 96-B-40371(JLG) (the "Chapter 11 Case").

C. Topy desires to purchase the Mothers Work Stock on the terms and conditions set forth herein.

D. Episode has filed a Plan of Reorganization dated August 20, 1996 (the "Plan") in its Chapter 11 Case, which provides, inter alia, for the sale of the Mothers Work Stock to Topy.

E. Episode desires to borrow funds from Topy in order to fulfill its obligations under the Plan in the event and to the extent that Episode has insufficient funds available from other sources to fulfill such obligations.

F. Topy has agreed to advance the funds required by Episode to fulfill its obligations under the Plan in the event and to the extent such funds are unavailable from other sources.

## AGREEMENT

1. On the Effective Date of the Plan (as defined in the Plan"), Topy shall acquire Mothers Work Stock from Episode for a purchase price of \$2,608,380 based on a purchase price of \$12.00 per share.

2. \$1.5 million of the purchase price shall be placed in escrow with Rosenman & Colin LLP, Episode's attorneys, prior to the hearing on confirmation of the Plan scheduled for November 19, 1996. If the Plan is not confirmed for any reason on or before December 15, 1996, such funds shall be returned to Topy.

3. Topy will advance to Episode up to \$1.5 million to be used by Episode to meet its obligations under the Plan (the "Advances"). The Advances shall be



made from time to time as required by Episode. The Advances shall be repaid by Episode from available assets including the Trademark License Payments (as defined in the Plan) with interest at the rate of 9% as such payments are received by Episode from funds otherwise payable under the Plan to Class 4 creditors. Any balance remaining due together with accrued interest shall be paid on or before December 31, 1999. As security for the repayment of all advances together with accrued interest, Episode hereby grants a lien to Topy on all its assets including but not limited to the Trademark License Payments subordinate only to Episode's

obligations under the Plan to all creditors other than Class 4 creditors.

4. This Agreement shall be incorporated into the Plan and shall be subject to confirmation of the Plan by the Bankruptcy Court in the Chapter 11 Case.

IN WITNESS WHEREOF, Episode and toppy have executed and delivered this Agreement on the date first above written.

EPISODE USA, INC.

By: /s/ Lita Chow

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TOPPY INTERNATIONAL LTD.

By: /s/ Alan Wong

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