BOLTON WANDERERS

Football and Athletic Company Limited

DIRECTORS' REPORT AND FINANCIAL STATEMENTS 30th June, 1996



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Notice of Meeting

NOTICE IS HEREBY GIVEN that the ANNUAL GENERAL MEETING of Shareholders will be held on Thursday, 31st October, 1996 at the Executive Club, Burnden Park, Bolton at 10.30 in the morning for the following purposes:

AGENDA

- (1) To receive and to consider the Company's Financial Statements for the year ended 30th June, 1996 together with the Reports of the Directors and Auditors thereon.
- (2) To elect Directors.
- (3) To appoint Auditors and to authorise the Directors to fix their remuneration.
- (4) To receive a report on the stadium development.
- (5) To transact any other Ordinary Business of the Company.

By order of the Board D. McBain <u>Secretary</u>

Burnden Park, Bolton. 4th October. 1996

NOTES

- A Member entitled to attend and vote at the Meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a Member of the Company.
- 2. Proxy forms to be valid, must be received at the Registered Office of the Company not less than forty-eight hours before the time fixed for the Meeting.
- 3. Admission to the Meeting will be by production of these Financial Statements.
 - Will Members please notify the Secretary, in writing, of any change of address.

Bolton Wanderers Football and Athletic Company Limited

PRESIDENT:

N. Lofthouse, Esq.

LIFE VICE PRESIDENTS:

G. E. Ashworth, Esq.

T. Edge, Esq. J. Lightbown, Esq. H. D. Warburton, Esq.

HONORARY VICE PRESIDENT:

F. Smith, Esq. R. Best, Esq.

DIRECTORS:

G. Hargreaves, Esq. (Chairman)

G. Ball, Esq. P. A. Gartside, Esq. B. Scowcroft, Esq. G. Seymour, Esq. G. Warburton, Esq. W. B. Warburton, Esq.

CHIEF EXECUTIVE/SECRETARY:

D. McBain, Esq.

MANAGER:

C. Todd, Esq.

REGISTERED OFFICE:

Burnden Park, Bolton

REGISTERED NUMBER:

43026 England & Wales

AUDITORS:

Bentley & Co.

Chartered Accountants and Registered Auditors

BANKERS:

The Co-operative Bank PLC, Manchester

SOLICITORS:

Kippax Beaumont & Lewis, Bolton

The Report of the Chairman

Our first season in the Premier League unfortunately proved to be most frustrating and a tremendous disappointment to all concerned. Due to circumstances partially beyond our control, which have been adequately documented, we never really got to grips with the League until into the New Year, by which time the mountain was too high to climb and we ran out of games. Considering our League position, the Club had tremendous support during the season with home League gates averaging 18,822.

The appointment of joint Managers did not work and the Club made the decision just into the New Year to dispense with the services of Roy McFarland. He gave 100% dedication to his job and the Club, and we wish him well in the future.

After the excitement of our Cup runs in recent years we were disappointed to lose to Leeds United 1-0 in the 4th Round of the Football Association Cup after winning 3-0 at Bradford City and to Norwich City on penalties after a replay in the 4th Round of the Coca Cola Cup having beaten Brentford and Leicester City in the previous rounds.

The Reserve team finished in ninth position in the Pontin's League First Division.

The Youth team finished 5th in the 2nd Division of the Lancashire League and it was decided to enter them into the 1st Division this season in order that they may gain experience against more senior opposition.

The Club continues to place a greater emphasis on Youth and, with that in mind, have appointed Martin Dobson as the full-time Youth Development Officer ably assisted by Jimmy Dewsnip. It is the Club's intention to produce a stronger youth feeder system.

Senior scouting led by Ian McNeil continues to recommend both experienced and potential Players in order for the Manager to strengthen his squad.

I would like to thank Dr. D. Dennard and Physiotherapist, Ewan Simpson, who again had an extremely busy year with injuries having lost a number of key Players at critical times during the season.

Our Safety Officer, Colin Sumner, and his stewarding staff were under much greater pressure last season with almost capacity gates each game and they came through with flying colours as did the administration of the Club under the watchful eye of Des McBain.

The administration is becoming more computerised, methods are changing with postal and fax ticket applications and credit card payments becoming more the normal. Our credit facilities for season tickets is proving quite popular.

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The Report of The Chairman (continued)

I am sure, however, that we will have some administration teething troubles when we move into our new stadium, but we will continue to bring in modern technology for supporters' convenience.

At this point I feel that I must make special reference to our new Bankers, The Co-operative Bank, who have been exceptionally helpful, both in the day to day running of the Club and especially the assistance and financial support given for the Stadium Project.

Terry Holland's team has again produced outstanding results on the Commercial and Sponsorship side of the Club, as have the Club Shops and the Executive Club.

Sponsorship is a major source of income and my grateful thanks go to Reebok, our main sponsors, who have shown their confidence in Bolton Wanderers by signing a new four year sponsorship and kit agreement taking us to the year 2000. Thank you to all our Sponsors and Advertisers for their continued support.

I am sure that you will agree that our season in the Premier League was special. Everyone involved with Bolton Wanderers and, in particular, the Shareholders and Supporters deserve Premier League Football and to that end we will strive to regain that status as quickly as possible and attempt to stay there.

Finally I wish to thank our President, Nat Lofthouse, and my fellow Directors for their loyal and continued support during what had been an extremely difficult season.

G. Hargreaves Chairman

Report of the Directors

The Directors submit their Report and the Financial Statements for the year ended 30th June, 1996.

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The principal activities of the Company continue to be those of a Professional Football League Club.

The Report of the Chairman on pages 3 and 4 reviewed the business of the Company during the year, its position at the end of the year and future developments.

RESULTS AND DIVIDENDS

The results for the year are set out in the attached Financial Statements.

Consolidated financial statements have not been prepared to incorporate the figures of the wholly owned Subsidiary Company, Bolton Sports Village Limited. This Company was formed to acquire the land for the development at Horwich and on the sale of the land to the developers the Company will cease trading.

MARKET VALUE OF LAND AND BUILDINGS

The Directors are of the opinion that the market value of the Freehold Land and Buildings at Burnden Park is in excess of the book value, and the Directors estimate the present day value to be £1.5 million.

CHARITABLE AND POLITICAL DONATIONS

The Company made no contribution for charitable or political purposes.

YOUR DIRECTORS AND THEIR INTERESTS IN THE SHARES OF THE COMPANY WERE AS FOLLOWS:

		Number	of Shares	
	At 30th Ju	At 30th June, 1996		une, 1995
	Ordinary Shares of £3	Ordinary Shares of £1	Ordinary Shares of £3	Ordinary Shares of £1
G. Ball, Esq.	_	25	-	25
P. A. Gartside, Esq.	2,231	325	2,231	325
G. Hargreaves, Esq.	6,361	875	6,342	875
B. Scowcroft, Esq.	5,940	_	5,940	25
G. Seymour, Esq.	· -	25	-	25
G. Warburton, Esq.	2,936	560	2,936	560
W. B. Warburton, Esq.	2.025	325	2.025	325

RE-ELECTION OF DIRECTORS

In accordance with the Articles of Association, Messrs G. Hargreaves, G. Warburton and W. B. Warburton retire from the Board by rotation and being eligible offer themselves for re-election.

AUDITORS

During the year Tierney & Co. resigned as Auditors of the Company and Bentley & Co. were appointed. In accordance with Section 384 of the Companies Act 1985 a resolution proposing the re appointment of Bentley & Co. as Auditors of the Company, will be put to the Annual General Meeting.

Signed on behalf of the Board of Directors.

G. Hargreaves

Director

Approved by the Board; 4th October, 1996

Directors Responsibilities

The Directors are required by UK company law to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the Company as at the end of the financial period and of the profit and loss for that period. In preparing the financial statements, appropriate accounting policies have been used and applied consistently, and reasonable and prudent judgments and estimates have been made. Applicable accounting standards have been followed. The Directors are responsible for maintaining adequate accounting records, for safeguarding the assets of the Company, and for preventing and detecting fraud and other irregularities.

Auditors' Report

To the Members of Bolton Wanderers Football and Athletic Company Limited

We have audited the Financial Statements on pages 7 to 15 which have been prepared under the historical cost convention and the accounting policies set out on page 9.

Respective responsibilities of Directors and Auditors

As described above the Company's Directors are responsible for the preparation of Financial Statements. It is our responsibility to form an independent opinion, based on our audit, on these statements and report our opinion to you.

Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination on a test basis, of evidence relevant to the amounts and disclosure in the Financial Statements. It also includes an assessment of the significant estimates and judgments made by the Directors in the preparation of the Financial Statements, and whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Financial Statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the Financial Statements.

Qualified opinion arising from failure to depreciate Land and Buildings

As stated in the Accounting Policies no depreciation is provided on Land and Buildings which is a departure from Statement of Standard Accounting Practice No. 12. The effect of a charge for depreciation at a rate of 2%, which is a generally adopted rate, would be to increase the loss before tax by £14.722.

Except for the above in our opinion the Financial Statements give a true and fair view of the state of the Company's affairs at 30th June, 1996 and of the profit for the year then ended and have been properly prepared in accordance with the provisions of the Companies Act 1985.

BENTLEY & CO. Chartered Accountants and Registered Auditors 7th October, 1996

Balance Sheet

As at 30th June 1996

	NOTES	1	996	1995
FIXED ASSETS		£	£	£
Tangible Assets	7		1,285,019	1,162,521
Investments	8		8,830	19,697
			1,293,849	1,182,218
CURRENT ASSETS				
Stocks		188,131		77,850
Debtors	11	2,194,383		805,043
Cash at Bank: Bond Accounts				100,000
: Sporting Initiative		5,374		10,421 920
: Wanderers 2000		920		
		2,388,808		994,234
CREDITORS	12	3,189,979		1,906,376
Amounts falling due within one year	12			
NET CURRENT LIABILITIES			(801,171)	(912,142)
TOTAL ASSETS LESS CURRENT LIABILITIES			492,678	270,076
CREDITORS	12		88,599	74,078
Amounts falling due after more than one year	12		404,079	195,998
PROVISION FOR LIABILITIES AND CHARGES	15		49,062	49,062
			£355,017	£146,936
CAPITAL AND RESERVES				400 770
Called-Up Share Capital	16		123,750	123,750
Share Premium Account			206,626	206,626
£25 Loan Notes 1980/99	9		1,000 31,418	1,550 31,418
Capital Reserve			25,397	25,397
Loan Note Redemption Fund				388,741
			388,191 (33,174)	(241,805)
Profit and Loss Account			 	
	17		£355,017	£146,936

Approved by the Board on 4th October, 1996: P. A. Gartside. Director.

The Notes on pages 9 to 13 form an integral part of these Financial Statements.

P.Aldo

Profit and Loss Account

Year ended 30th June 1996

	NOTES		996	1995
		£	£	£
TURNOVER (Continuing Operations)				
Gate Receipts		3,382,150		3,050,006
Other Receipts		3,359,798		2,438,223
Transfer Fees		7,610,000		522,500
			14,351,948	6,010,729
COST OF SALES				
Match Expenses and Ground Maintenance		5,483,352		3.673,265
Other Direct Expenses		1,247,457		1,226,540
Transfer Fees and Expenses		7,057,339		1,373,838
			13,788,148	6,273,643
Gross Profit/(Loss)			563,800	(262,914)
Administration and General Expenses			632,797	614,139
OPERATING (LOSS)	2		(68,997)	(877,053)
Interest Payable	3		94,788	83,706
(Loss) on Ordinary Activities before Taxation			(163,785)	(960,759)
Taxation	5		_	
(Loss) on Ordinary Activities after Taxation			(163,785)	(960,759)
Loan Note Investment			1,112	1,112
Grants from Ground Improvement Trust			-,	-,,,-
Donations from Development Associations and				
Burnden Lifeline			371,304	423,834
Profit/(Loss) for the Financial Year			208,631	(535,813)
RETAINED PROFIT BROUGHT FORWARD RETAINED PROFIT CARRIED FORWARD			(241,805) £ (33,174)	294,008 £(241,805)

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 30th JUNE, 1996

There are no recognised gains or losses other than the profit attributable to the shareholders of the Company of £208,631 in the year ended 30th June, 1996 and the loss of £535,813 in the year ended 30th June, 1995. There is no material difference between the profit disclosed in the Profit and Loss Account and the profit on an unmodified historical cost basis.

The notes on pages 9 to 13 form an integral part of these Financial Statements.

Notes to the Financial Statements

Year ended 30th June 1996

1. ACCOUNTING POLICIES

Basis of Accounting

These Financial Statements are prepared under the Historical Cost Convention as modified by the revaluation of the Land and Buildings and are prepared in accordance with applicable accounting standards.

TANGIBLE FIXED ASSETS

Tangible Fixed Assets are valued at Cost or Professional Valuation.

Depreciation against specific assets is provided at the following rates which are calculated to write off those assets over their useful working life.

Land and Buildings

NII

Machinery and Equipment

10% and 25% of cost

Motor Vehicles

25% of cost

STOCK

Stock is valued at the lower of cost or net realisable value of the separate items of stock.

TAXATION

Taxation is provided at the appropriate rates on the assessable profits for the year.

TRANSFER FEES

Fees are taken into revenue account on an accruals basis effective from the date of transfer. The value of playing staff at 30th June, 1996 is not reflected in the Balance Sheet of the Company.

PENSIONS

Certain members of the staff are members of either The Football League Limited Players Retirement Scheme or The Football League Limited Pension and Life Assurance Scheme, both of which are defined contribution schemes. The pension costs are charged to the Profit and Loss Account in the period for which the contributions are payable.

LEASING AND HIRE PURCHASE COMMITMENTS

Assets held under finance leases and hire purchase contracts are capitalised in the Balance Sheet and are depreciated over their useful lives. The interest element of the rental obligations is charged to the Profit and Loss Account over the period of the lease and represents a constant periodic rate of charge.

Rentals paid under operating leases are charged to income on a straight line basis over the term of the lease.

GRANTS

Grants from the Ground Improvement Trust are taken into account on an accruals basis.

GROUND IMPROVEMENT LEVY

Ground improvement levy deductions are treated as accrued income to be released against future ground improvements.

TURNOVER

The turnover of the Company is based on actual receipts, including amounts accrued due from the Company's activity as a Professional Football League Club.

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Year ended 30th June 1996

2. OPERATING LOSS	1996	1995
The loss on ordinary activities before taxation is stated after charging:		
	£	£
Directors' Emoluments		-
Depreciation charge for the year	92,690	92,614
Loss on Disposals	8,923	2,966
Auditors' Remuneration	1,800	3,700
Hire Purchase Interest	72,852	8,153
3. INTEREST PAYABLE	1996	1995
	£	£
On Bank Overdraft and Loans	94,788	83,706
4. STAFF COSTS		
No remuneration was paid to the Directors during the year	1996	1995
	£	£
Wages and Salaries	2,883,279	2,373,304
Social Security Costs	398,583	273,806
Pensions Contributions -	30,464	35,036
	£3,312,326	£2,682,196
The course combine of course constant by the Company	4006	4005
The average number of persons employed by the Company was:	1996	1995
Playing Staff	45	42
Management and Development	154	138
	199	180

5. TAXATION

No liability to U.K. corporation tax arises on the results for the year.

There are Taxation Losses to carry forward and available for offset against future taxable profits amounting to £5,507,777 (1995 £5,392,903).

6.	CAPITAL COMMITMENTS	1996	1995
	Capital expenditure commitments at 30th June, 1996 were as follows		
	Contracted for	£ NIL	£ NIL

Year ended 30th June 1996

7.	TANGIBLE FIXED ASSETS	Freehold Land and Buildings	Machinery and Equipment	Fixtures and Fittings	Motor Vehicles	Total
	Cost or Valuation					
	At 1st July 1995 Additions Disposals At 30th June 1996	£ 909,884 88,535 —— 998,419	£ 598,187 51,384 ——— 649,571	£ 102,262 527 — 102,789	£ 96,001 129,165 (73,892) 151,274	£ 1,706,334 269,611 (73,892) 1,902,053
	Depreciation					
	At 1st July 1995 Charge for the year Released on Disposal	_ _ _	473,110 57,045 —	39,743 8,930 —	30,960 26,715 (19,469)	543,813 92,690 (19,469)
	At 30th June 1996		530,155	48,673	38,206	617,034
	Net Book Value at 30th June 1996	£998,419	£119,416	£54,116 £62,519	£113,068 £65,041	£1,285,019 £1,162,521
	Net Book Value at 30th June 1995	£909,884	£125,077	102,519	100,041	L 1, 102,521

Freehold Land and Buildings includes a 1970 valuation of £105,000. The total of Land and Buildings on historical cost principles is £966,165.

Assets with a net book value of £130,682 are subject to hire purchase commitments.

8.	INVESTMENTS	1996	1995
		£	£
	Loan Note Fund (see Note 9)	5,708	16,577
	Medals (at cost)	3,120	3,120
	Shares in subsidiary company (see note 10)	2	
	,,	£8,830	£19,697
		£8,830	119,69

9. £25 LOAN NOTES 1980-1999

Loan Notes are repayable by annual draw spread over 20 years until the year 1999.

	1996	1995
The cash at Bank on Loan Note Redemption Account has been invested as follows:		
	£	£
Deferred Annuity Policy	2,958	2,958
Cash at Bank (interest on London County Stock)	2,750	13,619
	£5,708	£16,577

Year ended 30th June 1996

10. SUBSIDIARY COMPANY

The Company owns the whole of the issued Share Capital of Bolton Sports Village Limited, a Company incorporated in England and Wales. Bolton Sports Village Limited trades as a property developer having acquired the land for the development of the site at Horwich. The development has a market value in excess of cost.

At the 30th June 1996 the Financial Statements of Bolton Sports Village Limited were:

PROFIT AND LOSS ACCOUNT	£
Loss for the period	£(33,048)
BALANCE SHEET	£
Current assets	7,202,623
Creditors amounts fully due within one year	(7,235,669)
Net liabilities	£(33,046)

The Directors are of the opinion that Consolidated Financial Statements are not required in respect of the Subsidiary Company in accordance with Section 229 (3c & 4) of the Companies Act 1985 as the Company will cease to trade within 12 months and the undertaking has not previously been included in the Parent Company's Group Financial Statements.

11. DEBTORS			1996	1995
Trade Debtors due withi Amounts owed by Subs			£ 75,802	£ 75,638
Prepayments	idiary Company		1,574,007 544,574	729,405
			£2,194,383	£805,043
12. CREDITORS		NOTES	1996	1995
Amounts falling due wit	hin one year:			
			£	£
Bank Overdrafts less Cas		13	479,360	286,010
Season Tickets 1995/96 i	n Advance		324,388	686,976
Trade Creditors			204,183	261,112
Taxation and Social Seco			608,102	441,027
	ce Leases and Hire Purchase Contracts		56,408	36,863
Wanderers 2000		14	9,600	9,600
Accruals			1,507,938	184,788
			£3,189,979	£1,906,376
Amounts falling due afte	er more than one year:			
	ce Leases and Hire Purchase Contracts			
(due within two to five	e years)		59,799	35,678
Wanderers 2000		14	28,800	38,400
			£74,078	£74.078

Year ended 30th June 1996

13. BANK OVERDRAFT FACILITIES

The Bank Overdraft is secured by a Debenture creating a Fixed and a Floating Charge over all The Company's assets. The Bank also holds a Guarantee and Debenture on the Assets of the Subsidiary Company.

14. WANDERERS 2000

This represents the Gold and Silver membership subscriptions which entitle the subscribers to season ticket discounts over a seven year period from 1993/94.

15. PROVISION FOR LIABILITIES AND CHARGES

	1996	1995	
	£	£	
Sports Council and Football League Trust	49,062	49,062	

The Sports Council and Football League Trust Grants are received in respect of the refurbishment of the Gymnasium and the opening of the Burnden Sporting Initiative. The terms under which the Grants are claimed include a right of clawback in the event of the termination of the Burnden Sporting Initiative.

16. CALLED UP SHARE CAPITAL

	Authorised		Allotted and Fully Paid	
	Number	£	Number	£
Special Ordinary Shares of £1 each	4,000	4,000	3,750	3,750
Ordinary Shares of £3 each	40,000	120,000	40,000	120,000
•		£124,000		£123,750

17. RECONCILIATION OF SHAREHOLDERS FUNDS

	Opening Balance	Profit For Year	Loan/Notes Redeemed	Closing Balance
Called up Share Capital Share Premium Account Loan Notes Capital Reserve Loan Note Redemption Fund Profit and Loss Account	123,750 206,626			123,750 206,626
	1,550 31,418 25,397		(550)	1,000 31,418 25.397
	(241,805)	208,631		(33,174)
	£146,936	£208,631	£(550)	£355,017

18. FINANCIAL COMMITMENTS

At 30th June 1996, the Company had annual commitments under operating leases expiring between two and five years, amounting to £20,313.

19. CONTINGENT LIABILITIES

The terms of certain contracts with other football clubs in respect of players' transfers include the payment of additional amounts upon fulfilment of specific conditions in the future. The maximum amount that could be payable is £730,000 (1995 £50,000).

Cash Flow Statement

Year ended 30th June 1996

			
NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES	£	1996 £ 19,942	1995 £ 383,937
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE Interest Paid Interest Received Net Cash Outflow from Returns on Investments and Servicing of Finance	(94,788) 1,112	(93,676)	(83,706) 1,112 (82,594)
TAXATION			_
INVESTING ACTIVITIES Payments to Acquire Investment Payments to Acquire Tangible Fixed Assets Receipts from Sales of Tangible Fixed Assets Net Cash Outflow from Investing Activities	(2) (269,611) _45,500	(224,113)	(147,577)
NET CASH INFLOW/(OUTFLOW) BEFORE FINANCING FINANCING Repayment of Loan Notes Net Cash Inflow(Outflow) from Financing	_ (_ 550)	(297,847)	209,266 (1,425) (1,425)
(DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS		£(298,397)	£207,841

Notes to the Cash Flow Statement

Year ended 30th June 1996

1.	RECONCILIATION OF OPERATING PRO	OFIT TO NET	CASH OUTFLO)W			
	FROM OPERATING ACTIVITIES			1996	1995		
				£	£		
	Operating Loss			(68,997)	(877,053)		
	Depreciation Charges			92,690	92,614		
	Loss/(Profit) on Sale of Tangible Fixed Asse	ets		8,923	2,966		
	Movement in Stocks			(110,281)	31,433		
	Movement in Debtors			(1,389,340)	244,600		
	Movement in Creditors			1,104,774	465,543		
	Donations Received			371,304	423,834		
	Loan Note Investment Withdrawal			10,869	_		
	NET CASH INFLOW/(OUTFLOW) FROM	OPERATING	ACTIVITIES	£19,942	£383,937		
2.	ANALYSIS OF CHANGES IN CASH AN	D CASH					
	EQUIVALENTS DURING THE YEAR						
				1996	1995		
	D-1 14 1 1 1 4005			£	£		
	Balance at 1st July 1995			(174,669)	(382,510)		
	Net Cash Inflow/(Outflow)			(298,397)	207,841		
	Balance at 30th June 1996			£(473,066)	£(174,669)		
3.	ANALYSIS OF THE BALANCES OF CASH AND CASH EQUIVALENTS AS SHOWN IN THE BALANCE SHEET						
				Change			
		1996	1995	In Year	1995		
		£	£	£	£		
	Cash at Bank and in Hand	6,294	111,341	(105,047)	3,283		
	Bank Overdraft	(479,360)	(286,010)	(193,350)	184,792		
	Bank Loan Account	_	_	_	19,766		
		£(473,066)	£(174,669)	£(298,397)	£207,841		