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Chelsea Football Club Limited

Financial Statements
For The Year Ended 30th June 1995



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### Directors' Report For the Year Ended 30th June 1995

The directors present their annual report on the affairs of the company together with the Accounts and Auditors' Report for the above year.

#### Results and Dividends

The operating profit for the year was £4,100,001 (1994 £2,884,564). After exceptional rent and transfer fee charges, interest and taxation the net profit for the year was £3,395,362 (1994 £1,362,307 loss). The directors recommend that this be deducted from the deficit at the beginning of the year and that the balance of £873,685 be carried forward.

#### Review of the Business

The company's principal activity during the year was that of a Premier League football club. The directors consider the result for the year and the position of the company at the end of the year to be satisfactory.

#### Directors

The directors of the company during the year, none of whom had a beneficial interest in the issued share capital of the company throughout the year were:

K. W. Bates

M. C. Harding

C. Hutchinson

Y. S. Todd

#### Directors' Responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

### Directors' Report (Continued) For the Year Ended 30th June 1995

#### Directors and Officers Insurance

The group maintains insurance policies on behalf of the directors and officers against liability arising from negligence, breach of duty and breach of trust in relation to the company.

#### Players Valuation

Two directors of the club together with the manager have each independently valued the playing staff. The mean average of their aggregate valuation as at 30th June 1995 was £24,691,666.

This assumes willing buyers for the relevant player's registrations on normal contractual terms and an orderly disposal over a period of time.

#### **Fixed Assets**

The movements in fixed assets during the year are set out in note 8 to the accounts. The leasehold of the stadium was valued as at 30th June 1995 at £17,310,000 by Chesterton International plc. This valuation has been incorporated into the financial statements.

#### **Donations**

During the year the company made charitable donations in the United Kingdom of £7,435 (1994 £66,675).

#### **Auditors**

Pursuant to Section 366A of the Companies Act 1985 the company has elected to dispense with the requirement to hold an Annual General Meeting. Consequently, the auditors, Messrs. Hargreaves Brown & Benson are appointed to hold office for the forthcoming year.

· wet R. P.

Signed on behalf of the Board of Directors

27th September 1995

Y. S. Todd Director

### Auditors' Report to the Members of Chelsea Football Club Limited For the Year Ended 30th June 1995

We have audited the financial statements on pages 4 to 20 which have been prepared under the historical cost convention (as modified by the revaluation of certain fixed assets) and the accounting policies set out in note 1 to the accounts.

#### Respective Responsibilities of Directors and Auditors

As described on page 1, 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 those statements and to 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 disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of 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.

#### **Opinion**

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 30th June 1995 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Hargens, bon & R

Hargreaves, Brown & Benson Chartered Accountants and Registered Auditor

Colne, Lancashire

28th September 1995

Profit					
For the	e Year	Ended	30th	June	<u> 1995</u>

For the Year Ended 30th June 1	995		1005		1994
	<u>Notes</u>	£	1995 £	£	£
TURNOVER Continuing operations	2		12,706,388		10,223,179
DIRECT OPERATING COSTS			6,178,507		5,266,968
GROSS PROFIT			6,527,881		4,956,211
Administrative expenses			2,427,880		2,071,647
OPERATING PROFIT BEFORE TRANSFER FEES AND EXCESS RENT Continuing operations	3		4,100,001		2,884,564
Net transfer fees Excess rent	5 5		558,929 (1,035,374)		(3,236,253) (1,035,375)
PROFIT/(LOSS) BEFORE INTEREST Continuing operations			3,623,556		(1,387,064)
Interest receivable Interest payable	6	108,68		106,39 (81,64	
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION			3,395,362		(1,362,307)
Tax on profit/loss on ordinary activities	7				••
PROFIT/(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION			3,395,362		(1,362,307)
RETAINED PROFIT/(LOSS)					
TRANSFERRED TO RESERVES	16		£ 3,395,362		£(1,362,307)

Chersea Pootbarr Clab Elimited					
Balance Sheet As at 30th June 1995			1995		1994 £
	Notes	£	19 <u>95</u> £	£	£
FIXED ASSETS					
Tangible assets	8		17,778,231		9,526,909
CURRENT ASSETS					
Debtors Cash at bank and in hand	9	2,212,501 1,324,666		2,453,159 2,067,539	
		3,537,167		4,520,698	
CREDITORS - amounts falling due within one year Loan from director Advance income 1995/96		(3,086,151 (2,500,000 (1,827,678	)	(3,886,598) (2,229,375) (1,639,292)	)
	10	(7,413,829	)	(7,755,265	)
NET CURRENT LIABILITIES			(3,876,662	)	(3,234,567)
TOTAL ASSETS LESS CURRENT LIABILITIES			13,901,569	1	6,292,342
Creditors - amounts falling d after more than one year	ue <b>11</b>		(3,952,059	))	(3,872,664)
Advance income 1996/97 onward	s		(112,027	<b>'</b> )	(33,000)
Football Trust grants	12		(2,600,000	))	(638,914)
NET ASSETS		f	7,237,483	} £	1,747,764
CAPITAL AND RESERVES					
Called up share capital Revaluation reserve Profit and loss account Cost of current playing staff	15 16	13,556,143 (12,682,458			100 4,269,341 )
	16		873,685	5	(2,521,677)
SHAREHOLDERS' FUNDS		i	7,237,483	- 3 £	1,747,764

These financial statements were approved by the Board of Directors on 27th September 1995.

K. W. Bates Director M. C. Harding Director

### Statement of Total Recognised Gains and Losses

For the Year Ended 30th June 1995	1995 £	1994 £
Profit/(loss) for the financial year	3,395,362	(1,362,307)
Unrealised surplus on revaluation of properties	2,094,357	
Total gains and losses recognised since the last annual report	£ 5,489,719	£(1,362,307)

Cash Flow Statement For the Year Ended 30th June 1995	£	1995 £	£	1994 £
Net cash inflow from operating activities		3,217,778		6,326,073
Net cash outflow from exceptional items		(476,445)		(4,271,628)
		2,741,333		2,054,445
Returns on investments and servicing of finance Interest receivable Interest payable	108,681 (336,875		106,399 (81,642	
Net cash inflow/(outflow)		(228,194)		24,757
<pre>Investing activities Payments to acquire:</pre>				
Tangible fixed assets Fixed assets investments	(6,219,997 -	') (3 ·	,612,969 154,28	
Football Trust grants	1,961,086	;	638,91	<del>4</del> <del>-</del>
Net cash outflow from investing activities		(4,258,911)		(2,819,767)
Net cash outflow before financing		(1,745,772)		(740,565)
Financing Hire purchase and finance leases Parent company Advance income	2,358,971 (2,279,576 79,022	5) 2	2,976,11 33,00	
Net cash inflow from financing		158,422		3,009,119
<pre>Increase/(decrease) in cash   and cash equivalents</pre>	3	£(1,587,350)		£ 2,268,554

Further information to the Cash Flow Statement is given in Note 17 .

#### Notes to the Accounts

#### 1. Accounting Policies

#### 1.1 Accounting conventions

The financial statements have been prepared in accordance with the historical cost convention modified to include the revaluation of leasehold property.

The principal accounting policies which the directors have adopted within that convention are set out below.

The accounts are prepared in accordance with applicable accounting standards.

#### 1.2 Turnover

Turnover is stated net of value added tax and amounts due to the Football Association and visiting clubs, and includes gate receipts, sponsorships, advertising, television fees, donations and sundry net related income.

#### 1.3 Depreciation

The property comprising the football stadium was revalued as at 30th June 1995, using the depreciated replacement cost basis, at a figure of £17,310,000. No depreciation has been provided in the financial statements for the current year.

Depreciation is provided on other tangible fixed assets in equal instalments over their estimated useful lives. The following rates apply;

Fixtures and equipment 10% Computers 25%

#### 1.4 Transfer Fees

Transfer fees are included on the basis of the amount incurred or earned in the year.

#### 1.5 Players Signing on Fees

When being transferred to the club, usually the contract of employment includes a signing on fee payable in equal instalments over the period of the contract. The company's policy is to charge such fees to profit and loss account as they fall due under the terms of the contract.

#### 1.6 Grants

Capital expenditure grants, received in respect of assets which are not depreciated, are brought into account on an accruals basis, and are released to non-distributable reserves over the estimated life of the asset to which they relate. Revenue expenditure grants are brought into the profit and loss account on an accruals basis.

#### Notes to the Accounts

#### 1.7 Deferred Taxation

Deferred taxation is provided using the liability method to take account of all material timing differences to the extent that they are expected to reverse in the future without being replaced, calculated at the rate at which it is estimated that tax will be payable.

#### 1.8 Hire Purchase and Leasing Commitments

Assets held under hire purchase contracts and finance leases, and the related obligations, are recorded in the balance sheet at the fair value of the assets at the inception of the contracts or leases. The amounts by which the payments exceed the recorded obligations are amortised over each contract or lease term to give a constant rate of charge on the remaining balance of the obligation. Rentals paid under operating leases are charged to income as incurred.

#### 1.9 Pensions

The company is one of a number of employers in a shared defined contribution scheme for playing staff and defined benefit scheme for certain other members of staff. Both schemes are administered by The Football League Limited. The company also operates defined contribution schemes independently of the Football League. Since the effect of any fluctuation in contributions to the defined benefit scheme would not be material to the results of the company all contributions to these schemes are charged to profit and loss account as incurred.

#### 1.10 Stadium Development

The company capitalises all expenditure incurred for the development of the Stamford Bridge Stadium.

#### 2. Turnover

The turnover and pre-tax profit are wholly attributable to the company's principal activity; a Premier League football club. The turnover arises entirely in the United Kingdom.

3.	Operating Profit	1995 £	1994 £
	This is stated after charging:	_	
	Depreciation: Owned assets	63,032	31,827
	Operating lease rentals: Equipment and vehicles Land and buildings Auditors' remuneration	10,000 544,926 42,470	9,167 525,625 42,500

4.	Employee Information	1995 £	1994 £
4.1	Staff costs	_	
	Wages and salaries Social security costs Other pension costs		4,447,172 428,166 29,510
	-	£5,636,719	£4,904,848
4.2	The average weekly number of employees during the year was made up as follows:	e No.	No.
	Playing staff (including managers and coaches) Ground staff Administration and commercial	52 8 28 — 88	8 23 88
		<u>===</u> 1995	1994
4.3	Directors' remuneration	£	£
4.3	Other emoluments Pension contributions	198,358 18,744	£ 176,100
4.3	Other emoluments	£ 198,358 18,744	£ 176,100
4.3	Other emoluments	£ 198,358 18,744 £ 217,102	176,100 9,878 £ 185,978
4.3	Other emoluments Pension contributions	£ 198,358 18,744 £ 217,102	176,100 9,878
4.3	Other emoluments Pension contributions  Further details, excluding pension contributions	£ 198,358 18,744 £ 217,102 s: £ 1,807	176,100 9,878 £ 185,978
4.3	Other emoluments Pension contributions  Further details, excluding pension contributions Chairman	£ 198,358 18,744 £ 217,102 s: £ 1,807	£ 176,100 9,878 £ 185,978 £ 3,704 £ 133,039

#### 4.4 Directors' Interests

Mr K.W. Bates has an interest in a material contract between the company and Mayflower Securities Limited. During the year ended 30th June 1995 the company expended £177,252 in respect of publicity and promotion of the company's business, under the principal terms of the contract.

#### 5. Net Transfer Fees and Excess Rent

Net transfer fees comprise payments to and receipts from other football clubs in respect of the transfer of players and managers, plus league levies and termination payments to players and managers. The current year also includes a receipt from the company's insurers in respect of a player who retired through injury.

Rent comprises the excess rent over and above the basic stadium rent. As the Stadium is developed in future years the company will no longer need the use of the peripheral sites which will be surrendered to fellow subsidiaries for redevelopment.

6.	Interest Payable	<u>1995</u> £	<u>1994</u> £
	On amounts wholly repayable within five years:		
	Bank overdrafts and other loans Hire purchase contracts and finance leases	128,329 208,546	81,642 -
		£336,875	£ 81,642

#### 7. Taxation

No liability to corporation tax arises for this or the previous year due to losses incurred in prior years, and also due to the availability of group relief.

8.	Tangible	Fixed	Assets
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rung ib it i i i i i i i i i i i i i i i i i	Short Leasehold <u>Property</u> £	Computers £	Fixtures & Equipment	<u>Total</u> £
Cost or valuation: At 1st July 1994 Additions Revaluation	9,329,169 5,993,413 2,094,357	48,514 50,349	206,944 176,235	9,584,627 6,219,997 2,094,357
At 30th June 1995	£17,416,939	£ 98,863	£ 383,179	£17,898,981
Depreciation: At 1st July 1994 Charge for year	<u>-</u>	24,202 24,715	33,516 38,317	57,718 63,032
At 30th June 1995	£	£ 48,917	£ 71,833	£ 120,750
Net book value at 30th June 1995	£17,416,939	£ 49,946	£ 311,346	£17,778,231
Net book value at 30th June 1994	£ 9,329,169	£ 24,312	£ 173,428	£ 9,526,909

The net book value of fixed assets includes £3,366,517 in respect of assets held under finance leases and hire purchase contracts.

Short leasehold land and buildings comprises:

Stadium at valuation	17,310,000
Assets in course of construction at cost	106,939
	£17,416,939

The open market value of the company's leasehold interest in the stadium, calculated on a depreciated replacement cost basis, was valued as at 30th June 1995 by Chesterton International plc, Chartered Surveyors, in accordance with the statement of asset valuation practice and guidance notes of the Royal Institute of Chartered Surveyors.

Comparable amounts determined in accordance with the historical cost convention:	Short Leasehold <u>Property</u> £
Historical cost at 30th June 1995 Accumulated historical depreciation	11,053,242 (194,134)
Net historical cost	£10,859,108

9.	Debtors	1995 £	1994 £
	Trade debtors Other debtors Prepayments and costs in advance	1,971,543 59,506 181,452	619,455
		£2,212,501	£2,453,159
	Included in the above are the following in respect of amounts due outside one year:		
	Other debtors	13,000	-
		£ 13,000	£ -
10.	Creditors - Amounts Falling Due Within One Year  Bank loans and overdrafts (note 13) Trade creditors Taxes and social security costs Obligations under hire purchase contracts and finance leases (note 13) Loan from director (note 13) Other creditors Advance income 1995/96 Accruals	1995 £  844,477 487,736 518,004  537,637 2,500,000 248,153 1,827,678 450,144 £ 7,413,829	256,363 2,229,375 148,943 1,639,292 150,955 
11.	Creditors - Amounts Falling Due After More Than One Year	1995 £	1994 £
	Obligations under hire purchase contracts and finance leases (note 13) Amounts owed to group undertakings	2,358,971	-
	Stadium development loan from parent company	1,593,088	3,872,664
		£3,952,059	£3,872,664

#### 12. Football Trust grants

Grants from the Football Trust totalling £2,600,000 (1994 £638,914) are receivable to date in connection with the completed North Stand development.

13.	Borrowings and secured liabilities	1995 £	1994 £
	The aggregate borrowings of the company amounted	l to:	
	Bank loans and overdrafts	844,477	-
	Obligations under hire purchase contracts and finance leases Loan from director	2,896,608 2,500,000	2,229,375
		£6,241,085	£2,229,375
	Which are repayable as follows:	-	
	Within one year or on demand:		
	Bank loans and overdrafts Obligations under hire purchase	844,477	-
	Obligations under hire purchase contracts and finance leases Loan from director	537,637 2,500,000	2,229,375
		3,882,114	2,229,375
	Between two and five years:		
	Obligations under hire purchase contracts and finance leases	2,358,971	
		£6,241,085	£2,229,375

The obligations under hire purchase contracts and finance leases are secured by the related leased assets.

The bank overdraft is secured by a debenture dated 26th April 1995 giving fixed and floating charges over the undertaking and all property and assets, present and future.

The loan of £2,500,000 advanced by Mr. M.C. Harding is secured by a legal charge over monies held in a bank account for the purpose of repayment of the loan. At 30th June 1995 the amount secured was £1,087,500.

#### 14. Deferred Taxation

Analysis of provision made and amount unprovided, calculated at 33% (1994 33%):

	1995 Provided	1995 Not Provided	1994 Provided	1994 Not Provided
	£	£	£	£
Capital allowances in advance of depreciation	-	782,079		35,846
Taxation Losses	-	(684,596)	) -	(934,122)
Other timing differences	-		-	-
Property revaluations	-	97,483 2,336,225	-	(898,276) 1,749,000
	£	£2,433,708	£	£ 850,724

#### 15. Share Capital

Snare Capitai	Authorised	Allotted, and fully	
	£	1995 £	1994 £
1,000,000 Ordinary shares of £1 each	£1,000,000		
100 Ordinary shares of £1 each		£100	£100

### 16. Movement on Reserves and Reconciliation of Movements in Shareholders' Funds

	Cost of current playing staff	Profit & Loss <u>Account</u> £	Revalu- ation <u>Reserve</u> £	Total <u>Reserves</u> £
At 1st July 1993	(4,434,708)	3,275,338	4,269,341	3,109,971
Attributable to the shareholders	(6,771,450)	5,409,143	<u>.</u>	(1,362,307)
At 1st July 1994	(11,206,158)	8,684,481	4,269,341	1,747,664
Property revaluation		•••	2,094,357	2,094,357
Attributable to the shareholders	(1,476,300)	4,861,662	-	3,385,362
At 30th June 1995	£(12,682,458)	£13,556,143	£ 6,363,698	£ 7,237,383

The aggregate amount of shareholders funds are analysed as:

	1995 £	1994 £
Share capital Reserves	100 7,237,383	100 1,747,664
Equity Interests	£ 7,237,483	£ 1,747,764

- 17. Notes to the Cash Flow Statement
- 17.1 Reconciliation of operating profit to net cash inflow from operating activities

	1 <u>995</u> £	1994 £
Operating profit Depreciation charges Movement in debtors Movement in creditors	63,032	2,884,564 31,827 (1,325,869) 4,735,551
Net cash inflow from operating activities	£ 3,217,778	£ 6,326,073

17.2 Analysis of changes in cash and cash equivalents during the year

u v	1995 £	1994 £
Balance at 1st July 1994 Net cash outflow	2,067,539 (1,587,350)	(201,015) 2,268,554
Balance at 30th June 1995	£ 480,189 £	2,067,539

17.3 Analysis of changes in cash and cash equivalents during the year as shown in the balance sheet

•	1995	1994	in year
	£	£	£
Cash at bank and in hand	1,324,666	2,067,539	(742,873)
Bank overdrafts	(844,477)		(844,477)
	£ 480,189 £	2,067,539	£(1,587,350)

Hire Purchase 17.4 Analysis of changes in financing and Finance **Parent** Advance during the year Leases Company Income 3,872,664 33,000 Balance at 1st July 1994 (2,279,576)2,358,971 79,027 Cash (outflow)/inflow £ 112,027 £ 1,593,088 £ 2,358,971 Balance at 30th June 1995

#### 18. Commitments and Contingent Liabilties

#### 18.1 Commitments Under Operating Leases

At 30th June 1995 the company was committed to making the following payments during the forthcoming year in respect of non-cancellable operating leases:

Equipment

		Land & Buildings £	& Vehicles
	On contracts expiring:		
	Within one year	-	-
	Within two to five years Outside five years	470,625	
		£470,625£	_
18.2	Capital Commitments		
	At 30th June 1995 capital expenditure commitments were as follows:	1995 £	1994 £
	Contracted but not provided in the accounts	348,727	5,261,917
	Authorised by the directors but not contracted for	Nil	Nil

#### 18.3 Pension Costs

The company contributes to pension schemes providing benefits based both upon contributions made and upon final salary. Both schemes are administered by The Football League Limited. The company also contributes to other schemes providing benefits based upon contributions made. The assets of the schemes are held separately from those of the company in independently administered funds. The pension cost charge of £84,238 (1994 - £29,510) is payable to these funds.

#### 18.4 Contingent Liabilities

The company has a contingent liability in respect of the site leasing commitments of it's holding company, Chelsea Village Limited. This has been secured by a deed of assignment over all monies whatsoever payable to the assignor. No sums were outstanding at 30th June 1995.

The company has guaranteed the bank loans and overdrafts of its holding company and fellow subsidiary undertakings. The amount covered by this guarantee at 30th June 1995 was £665,813.

#### 19. Transactions with Directors

Loans to directors:	Y. S. Todd
Liability at 1st July 1994	£ Nil
Maximum liability during the year	£ 6,000
Liability at 30th June 1995	£ 5,000

No interest is payable on this loan, which is included in other debtors. £2,000 is repayable within the next year, the remainder being due for repayment in the eighteen months following.

#### 20. Ultimate Holding Company

The directors consider the ultimate holding company to be Chelsea Village Limited, registered in England and Wales.