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NEWPORT ASSOCIATION FOOTBALL CLUB LIMITED

FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 1997



DIRECTORS:

D M Hando (Chairman)

M J Greenham
W S Brown
P Burgess
M L Everett
J A Greenham
R J Taylor
A Williams
S Pepperall
D Williams

SECRETARY:

M T Hando

REGISTERED OFFICE:

22 Chepstow Road

Newport South Wales

BANKERS:

The Co-Operative Bank plc

37 Park Place Cathays Park Cardiff

AUDITORS:

Roger Peachey & Partners Chartered Accountants Registered Auditor 22 Chepstow Road

Newport South Wales

FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 1997

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REPORT OF THE DIRECTORS

The directors submit their report and audited financial statements for the year ended 30 June 1997.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of an association football club and the running of a public house.

DIRECTORS

The directors in office in the year and their interests in the fully paid £10 ordinary shares were as follows:

	30 June 1997	1 July 1996
D M Hando	331	258
M J Greenham	177	118
W S Brown	755	659
P Burgess	468	413
M L Everett	363	227
J A Greenham	71	55
S Pepperall	102	54
R J Taylor	103	95
A Williams	683	593
D Williams	131	116

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 year. 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; and
- * 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 to 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.

REPORT OF THE DIRECTORS (Continued)

SIGNIFICANT EVENT

During the year, 971 ordinary shares of £10 each have been issued at par value to increase the capital base of the company.

POST BALANCE SHEET EVENT

After the balance sheet date, the company issued a further 630 ordinary shares of £10 at par value. The shares acquired by the directors since 30 June 1997 are as follows:

D	M Hando	20	S Pepperall	10
М	J Greenham	10	R J Taylor	10
W	S Brown	20	A Williams	410
₽	Burgess	20	J A Greenham	10
М	L Everett	120		

AUDITORS

The auditors, Roger Peachey & Partners are willing to continue in office and a resolution concerning their re-appointment and remuneration will be submitted to the annual general meeting.

EXEMPTION

Advantage has been taken in the preparation of this report of the special exemptions applicable to small companies under Part II of Schedule 8 to the Companies Act 1985.

By order of the Board of Directors

M T Hando - Secretary

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AUDITORS' REPORT TO THE SHAREHOLDERS OF

NEWPORT ASSOCIATION FOOTBALL CLUB LIMITED

We have audited the financial statements on pages 5 to 11 which have been prepared under the historical cost convention and the accounting policies set out on page 7.

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, except that the scope of our work was limited as explained below.

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. However, the evidence available to us was limited because a part of the company's turnover comprises cash receipts. The procedures for controlling and recording such income appear appropriate to the company's size and organisation but our audit does not, and could not, extend to verifying that all income intended for the company's funds have been duly received and recorded, and there were no other satisfactory audit procedures that we could adopt to confirm the completeness and accuracy of such income.

In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Inherent uncertainty

In forming our opinion, we have considered the adequacy of the disclosures made in Note 2 to the continuing support of the company's creditors. In view of the significance of this uncertainty, we consider that it should be drawn to your attention, but our opinion is not qualified in this respect.

AUDITORS' REPORT TO THE SHAREHOLDERS OF

NEWPORT ASSOCIATION FOOTBALL CLUB LIMITED (CONTINUED)

Qualified opinion arising from limitation of audit scope

Except for any adjustments that might have found to be necessary had we been able to obtain sufficient evidence concerning cash receipts, in our opinion the financial statements give a true and fair view of the state of the company's affairs as at 30 June 1997 and of its loss for the year then ended and have been properly prepared in accordance with the provisions of the Companies Act 1985 applicable to small companies.

In respect alone of the limitation on our work relating to cash receipts:

- * we have not obtained all the information and explanations that we considered necessary for the purposes of our audit; and
- * we were unable to determine whether proper accounting records had been maintained.

Roger Peachey & Partners Chartered Accountants Registered Auditor 22 Chepstow Road Newport South Wales NP9 8EA

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 JUNE 1997

	Note	<u>1997</u> £	<u>1996</u> £
TURNOVER	3	463,257	455,695
Cost of Sales		163,628	171,964
GROSS PROFIT		299,629	283,731
Administrative Expenses	4	347,291	304,469
OPERATING (LOSS)	5	(47,662)	(20,738)
Interest Receivable		127	524
Other Operating Income	6	500	6,740
		(47,035)	(13,474)
Interest Payable		699	-
(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		(47,734)	(13,474)
Taxation	7	-	-
(LOSS) ON ORDINARY ACTIVITIES			
AFTER TAXATION		(47,734)	(13,474)
STATEMENT OF RETAINED (LOSS)			
Retained (Loss) Brought Forward		(64,462)	(50,988)
Retained (Loss) for the Period		(47,734)	(13,474)
Retained (Loss) Carried Forward		(112,196)	(64,462)

The company has no recognised gains or losses for the year other than the retained loss for the year. The turnover and operating loss are derived from continuing operations.

The accounting policies and notes on pages 7 to 11 form part of these audited Financial Statements.

BALANCE SHEET AS AT 30 JUNE 1997

			<u>1997</u>		<u>1996</u>
DIVER AGREG	Note	£	£	£	£
FIXED ASSETS					
Intangible assets	8		8,000		8,000
Tangible assets	9		17,704		20,148
			25,704		28,148
CURRENT ASSETS					
Stock		8,292		10,034	
Debtors	10	16,334		28,740	
Cash at bank and in hand		5,249		19,762	
		29,875		58,536	
Creditors - amounts falling due within one year	11	88,225		81,306	
NET CURRENT LIABILITIES			(58,350)		(22,770)
TOTAL ASSETS LESS CURRENT LIABILITIES			(32,646)		5,378
					<u></u>
CAPITAL AND RESERVES					
Called up Share Capital	12		79,550		69,840
Profit and Loss Account			(112,196)		(64,462)
Equity Shareholders' Funds	13		(32,646)		5,378

Advantage has been taken in the preparation of the accounts of the special exemptions applicable to small companies under Part I of Schedule 8 to the Companies Act 1985. In the opinion of the directors the company is entitled to these exemptions on the grounds that it has met the qualifications for a small company specified in sections 246 and 247 of the Companies Act 1985.

On behalf of the Board of Directors

David Mudo

D M Hando - Director

20/11/97

The accounting policies and notes on pages 7 to 10 form part of these audited Financial Statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 1997

1. ACCOUNTING POLICIES

a. FORMAT

The financial statements have been prepared under the historical cost convention and in accordance with s226 of, and Schedule 4 to, the Companies Act 1985.

The effects of events relating to the year ended 30 June 1997 which occurred before the date of approval of the financial statements by the Board of Directors have been included in the statements to the extent required to show a true and fair view of the state of affairs at 30 June 1997, and of the results for the year ended on that date.

b. TANGIBLE FIXED ASSETS

Depreciation is provided on a reducing balance basis to write off each asset over its estimated useful life:

Fixtures and Fittings - 20% Equipment - 20%

c. STOCK

Stock has been valued at the lower of actual cost and net realisable value.

d. TAXATION

The charge for taxation is based on the results for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Provision is made for deferred tax only to the extent that it is probable that an actual liability will crystallise.

e. INTANGIBLE ASSETS

The cost of the acquisition of intangible assets is being amortised to its residual value over the directors' estimate of its useful economic life.

2. BASIS OF PREPARATION

The company meets its day-to-day working capital requirements through the ongoing support of its directors and trade creditors. If this support is removed, it may not be appropriate for the financial statements to be prepared on a going concern basis and as such the company's assets and liabilities may need to be restated.

3. TURNOVER

The turnover and loss before taxation are attributable to the principal activity of the company.

Turnover represents net invoiced sales of goods, excluding Value Added Tax. The directors are of the opinion that the classes of activity do not warrant further analysis.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 1997

4. DIRECTORS' REMUNERATION

	Emoluments of the directors of the company were as follows:	<u>1997</u> £	<u>1996</u> £
	Directors' Remuneration	15,000	9,534
		15,000	9,534
5.	OPERATING (LOSS)		
	The operating (loss) is stated after charging:	<u>1997</u> £	<u>1996</u> £
	Depreciation Auditors' Remuneration Loss on Sale of Assets	4,426	5,038 4,750 521
6.	OTHER OPERATING INCOME	<u>1997</u> £	<u>1996</u> £
	Other Interest Received Other Income	500	1,740 5,000
	•	500	6,740

7. TAXATION

Due to the losses available, no provision is considered to be necessary in respect of UK Corporation Tax.

8. INTANGIBLE ASSETS

The company acquired the name of Newport County Association Football Club for a consideration of £8,000. The directors consider that the value of this asset is not materially different from its cost.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 1997

9. TANGIBLE ASSETS

		Plant and Equipment	Fixtures and Fittings	Total
	COST	£	£	£
	At 1 July 1996 Additions	4,220 984	31,805 997	36,025 1,981
	At 30 June 1997	5,204	32,802	38,006
	DEPRECIATION			
	At 1 July 1996 Charge for the year	1,794 682	14,082 3,744	15,876 4,426
	At 30 June 1997	2,476	17,826	20,302
	NET BOOK VALUE			
	At 30 June 1997	2,728	14,976	17,704
	At 30 June 1996	2,426	17,722	20,148
10.	DEBTORS			
		<u>1997</u> £	<u>19</u>	9 <u>6</u> £
	Trade debtors Other debtors Prepayments	6,047 3,513 6,774	19,8 2,0 6,8	00
		16,334	28,7	
	All debtors are due within one year.			
11.	<pre>CREDITORS - amounts falling due within one year</pre>	<u>1997</u> £		96 £
	Bank loan and overdraft Trade creditors Other creditors Accruals	2,893 34,966 40,436 9,930	22,8 58,4	
		88,225	81,3	06
				

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 1997

12. SHARE CAPITAL

Diameter State Sta		<u> 1997</u>		<u> 1996</u>
	No.	£	No.	£
Ordinary shares of £10 each:				
Authorised	10,000	100,000	10,000	100,000
Allotted, called-up and fully paid	7,955	79,550	6,984	69,840

During the year, 971 ordinary shares of £10 each have been issued at par value to increase the capital base of the company.

13. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	<u>1997</u>	<u>1996</u>
	£	£
(Loss) for the year	(47,734)	(13,474)
Allotment of shares	9,710	11,160
Net movement in shareholders' funds	(38,024)	(2,314)
Opening shareholders' funds	5,378	7,692
Closing shareholders' funds	(32,646)	5,378

14. TRANSACTIONS WITH DIRECTORS

The directors each operate a current loan account with the company, which is debited with payments made by the company on behalf of the directors and credited with capital introduced and undrawn directors' fees. The following is the total amount outstanding to the directors, this amount being included in other creditors payable within one year.

	<u>1997</u> £	<u>1996</u> £
Total outstanding	29,326	2,090

15. POST BALANCE SHEET EVENTS

After the balance sheet date, the company issued a further 630 ordinary shares of £10 at par value. The shares acquired by the directors since 30 June 1997 are as follows:

D	M Hando	20	S Pepperall	10
Μ	J Greenham	10	R J Taylor	10
W	S Brown	20	A Williams	410
P	Burgess	20	J A Greenham	10
М	I Everett	120		

Since the year end the director's loan accounts of M Everett and A Williams have been converted into ordinary shares (at par value) this has resulted in their shareholdings being increased by 100 and 400 respectively.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 1997

16. CONTINGENT LIABILITIES

During the year ended 30 June 1994 the company wrote off a loan of £5,000 from the Whitbread Brewery. The brewery has subsequently asked for repayment which the directors are resisting and court action is likely to occur. It is not possible to quantify the amount at which this will be settled.

TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 JUNE 1997

	Note	£	<u>1997</u> £	£	<u>1996</u> £
TURNOVER		~	_	-	~
Gate Receipts Club Shop Receipts Sale of Programmes Advertising and Sponsorship King Receipts Letterbox Income Donations Lifeline Draws and Raffles Coach Travel Other Income			61,334 5,688 9,700 52,062 192,877 45,591 58,819 18,000 2,326 2,629 14,231		77,265 8,062 14,863 43,670 202,131 48,758 25,380 22,540 1,754 6,927 4,345
COST OF SALES					
Opening Stock Purchases Club Shop Programme Expenses Letterbox Expenses Coach Hire Ground Rent King Direct Expenses Closing Stock GROSS PROFIT Other Income		10,034 1,146 17,431 698 14,007 19,253 109,351 (8,292)	163,628	9,112 9,012 19,894 1,233 16,637 16,287 109,823 (10,034)	171,964 283,731
Bank Interest Other Interest Received Other Income		127 - 500	·	524 1,740 5,000	
			627		7,264
LESS OVERHEADS			300,256		290,995
	-	224 241		200 422	
Administration Expenses	1	334,211		288,433	
Other Operating Expenses	2	9,353		10,477	
Depreciation	3	4,426		5,559	
			347,990		304,469
NET LOSS FOR THE PERIOD			(47,734)		(13,474)

NOTES TO THE TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 JUNE 1997

		1997	<u>1996</u>
		£	£
1.	ADMINISTRATION EXPENSES		
	Salaries and Wages	208,053	193,054
	Officials' Fees	2,332	3,515
	Fees and Subscriptions	742	883
	Players' Kit	920	1,977
	Transfer Fees	8,704	1,000
	Community Expenses	3,235	-
	Directors' Remuneration	15,000	9,534
	Leasing Expenses	885	-
	Motor Expenses	32,227	12,972
	Telephone Charges	3,245	2,471
	Printing, Postage and Stationery	2,710	2,804
	Advertising	334	171
	Heating and Lighting	7,595	6,947
	Repairs and Renewals Property	4,232	2,675
	Insurances	4,270	5,361
	Rent and Rates	19,830	20,517
	Stewarding and Policing Costs	5,050	6,789
	Other Playing Expenses	3,179	3,856
	Medical and Physio Expenses	1,172	1,745
	Refreshments and Hospitality	2,012	3,990
	Sundry Expenses	5,489	6,830
	Cleaning and Laundry	2,995	1,158
	Trophies and Presentations	-	184
		334,211	288,433
			
2.	OTHER OPERATING EXPENSES		
	Bank Charges and Interest	1,333	1,333
	Other Interest	699	_
	Bad Debts	3,477	529
	Legal and Professional Fees	(656)	3,865
	Auditors' Remuneration	4,500	4,750
		9,353	10,477
3.	DEPRECIATION		
	Depreciation Plant and Equipment	682	607
	Depreciation Fixtures and Fittings	3,744	4,431
	Loss on Sale of Assets	-	521
		4,426	5,559

This page does not form part of the audited Financial Statements.