



**THE MEMORIAL STADIUM
COMPANY LIMITED**

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

30 JUNE 2006

COMPANY NO 3536554

THE MEMORIAL STADIUM COMPANY LIMITED

FINANCIAL STATEMENTS

For the year ended 30 June 2006

Company registration number 3536554

Registered office The Memorial Stadium
Filton Avenue
Horfield
Bristol
BS7 0BF

Directors Mr G M H Dunford
Mr B W Bradshaw

Secretary Mr A J Watola, ACA

Bankers Barclays Bank

Registered auditors Grant Thornton UK LLP
Registered auditors
Chartered accountants

THE MEMORIAL STADIUM COMPANY LIMITED

FINANCIAL STATEMENTS

For the year ended 30 June 2006

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THE MEMORIAL STADIUM COMPANY LIMITED

REPORT OF THE DIRECTORS

The directors present their report together with financial statements for the year ended 30 June 2006

Principal activities

The company did not trade during the year

Directors

The present membership of the board is set out below All directors served throughout the year

The interests of the directors and their families, who are both directors of the ultimate parent undertaking, are disclosed in that company's financial statements

G M H Dunford

B W Bradshaw

None of the directors had an interest in the shares of the company

Directors' responsibilities for the financial statements

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,
- 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 maintaining proper accounting records, for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities

In so far as the directors are aware

- there is no relevant audit information of which the group's auditors are unaware,
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information

THE MEMORIAL STADIUM COMPANY LIMITED

REPORT OF THE DIRECTORS

Continued

Auditors

Grant Thornton UK LLP offer themselves for reappointment as auditors in accordance with section 385 of the Companies Act 1985

Small company provisions

This directors' report has been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985

ON BEHALF OF THE BOARD

A handwritten signature in black ink, appearing to read 'G M H Dunford', with a stylized flourish at the end.

G M H Dunford
Director

26 March 2007

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
THE MEMORIAL STADIUM COMPANY LIMITED**

We have audited the financial statements of Bristol Rovers Football Club Limited for the year ended 30 June 2006 which comprise the principal accounting policies, the profit and loss account, the balance sheet and notes 1 to 13. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the directors' report and the financial statements in accordance with United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985 and the information given in the directors' report is consistent with the financial statements. We also report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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.

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
THE MEMORIAL STADIUM COMPANY LIMITED**

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 30 June 2006 and of its loss for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985,
- the information given in the Report of the Directors is consistent with the financial statements for the year ended 30 June 2006

Grant Thornton UK LLP

**GRANT THORNTON UK LLP
REGISTERED AUDITORS
CHARTERED ACCOUNTANTS**

BRISTOL

26 March 2007

THE MEMORIAL STADIUM COMPANY LIMITED

PRINCIPAL ACCOUNTING POLICIES

BASIS OF PREPARATION

The financial statements have been prepared in accordance with applicable United Kingdom accounting standards and under the historical cost convention

The principal accounting policies of the company are set out below. The policies have remained unchanged from the previous year apart from the adoption of FRS 25 '(IAS 32) Financial Instruments Presentation and Disclosure'. These changes are described in more detail below.

CHANGE IN ACCOUNTING POLICY

In preparing the financial statements for the current year the company has adopted the following Financial Reporting Standard:

- the presentation requirements of FRS 25 '(IAS 32) Financial Instruments Presentation and Disclosure'

The adoption of FRS 25 has resulted in a change in accounting policy in respect of preference share capital. The preference share capital is now classified as a liability in accordance with FRS 25. Previously this share capital was classified as equity. The amount of this liability is disclosed separately directly on the balance sheet. The dividends paid in the current and prior year have been classified as finance charge on shares classed as financial liabilities and disclosed in note 1. Previously the dividends were disclosed separately on the face of the profit and loss account. The effect on the current year has been to create a creditor due within one year of £875,100 and a finance charge on shares classed as financial liabilities of £17,857. The effect of the prior year adjustment is set out in note 3.

TURNOVER

Turnover is the total amount receivable by the company for goods supplied and services provided, excluding VAT and trade discounts.

GRANTS

Grants in respect of capital expenditure are credited to a deferred income account and are released to the profit and loss account by equal annual instalments over the expected useful lives of the relevant assets.

Grants of a revenue nature are credited to the profit and loss account in the same period as the related expenditure.

THE MEMORIAL STADIUM COMPANY LIMITED

PROFIT AND LOSS ACCOUNT

For the year ended 30 June 2006

	Note	2006 £	2005 (restated) £
Turnover and operating profit		-	-
Net interest	1	<u>(17,857)</u>	<u>(16,148)</u>
Loss on ordinary activities before taxation		(17,857)	(16,148)
Tax on loss on ordinary activities	2	<u>-</u>	<u>-</u>
Loss for the financial year		<u>(17,857)</u>	<u>(16,148)</u>

There were no recognised gains or losses other than the loss for the financial year

All operations are classed as continuing

The accompanying accounting policies and notes form an integral part of these financial statements

THE MEMORIAL STADIUM COMPANY LIMITED

BALANCE SHEET AT 30 JUNE 2006

	Note	2006 £	2005 (restated) £
Current assets			
Debtors	4	1,731,679	1,747,011
Cash at bank and in hand	5	<u>173,053</u>	<u>259,971</u>
		1,904,732	2,006,982
Creditors: amounts falling due within one year			
Shares classed as financial liabilities		(875,100)	(875,100)
Other	6	<u>(175,610)</u>	<u>(260,003)</u>
		(1,050,710)	(1,135,103)
Net current assets		<u>854,022</u>	<u>871,879</u>
		<u>854,022</u>	<u>871,879</u>
Capital and reserves			
Called up share capital	7	20,000	20,000
Capital redemption reserve	8	430,000	430,000
Profit and loss account	8	<u>404,022</u>	<u>421,879</u>
Shareholders' funds	9	<u>854,022</u>	<u>871,879</u>

The financial statements were approved by the Board of Directors on 26 March 2007

G M H Dunford

 DIRECTOR

The accompanying accounting policies and notes form an integral part of these financial statements

THE MEMORIAL STADIUM COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 June 2006

1 NET INTEREST

	2006 £	2005 £
Finance charge on shares classed as financial liabilities	<u>(17,857)</u>	<u>(16,148)</u>

2 TAX ON LOSS ON ORDINARY ACTIVITIES

The tax (credit)/charge represents

	2006 £	2005 £
Corporation tax @ 19% (2005 19%)	<u>-</u>	<u>-</u>

Factors affecting tax charge for the year

	2006 £	2005 £
Loss on ordinary activities before tax	<u>(17,857)</u>	<u>(16,148)</u>

Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2005 19%)

	<u>(3,393)</u>	<u>(3,068)</u>
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Finance charge not deductible for tax purposes

	<u>3,393</u>	<u>3,068</u>
	<u>-</u>	<u>-</u>

3 PRIOR YEAR ADJUSTMENT

FRS 25

In the prior year, redeemable preference shares with a nominal value of £875,100 were disclosed as preference share capital. The presentation of these shares as a financial liability under FRS 25 constitutes a change of accounting policy and the comparative figures have therefore been restated. This has resulted in the recognition of a creditor due within one year of £875,100 and a finance charge on shares classed as financial liabilities of £17,857.

4 DEBTORS

	2006 £	2005 £
Amounts due from group undertakings	<u>1,731,679</u>	<u>1,747,011</u>

THE MEMORIAL STADIUM COMPANY LIMITED**NOTES TO THE FINANCIAL STATEMENTS***Continued*

For the year ended 30 June 2006

5	CASH AT BANK AND IN HAND	2006	2005
		£	£
	Capital improvement fund	<u>173,053</u>	<u>259,971</u>

The capital improvement fund represents monies held by the company which are grants that must be applied to stadium improvements, as designated under the planning consent granted by Bristol City Council in respect of the car park development on 18 January 1999

6	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	2006	2005
		£	£
	Bank overdraft	-	32
	Accruals and deferred income	173,053	259,971
	Shares classed as financial liabilities	875,100	875,100
	Finance charge due on shares classed as financial liabilities	<u>2,557</u>	<u>-</u>
		<u>1,050,710</u>	<u>1,135,103</u>

Accruals and deferred income includes £173,053 (2005 £259,971) relating to the capital improvement fund (see note 5)

THE MEMORIAL STADIUM COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Continued

For the year ended 30 June 2006

7	SHARE CAPITAL	2006	2005
		£	£
	Authorised		
	100,000 ordinary shares of £1 each	100,000	100,000
	2,000,000 cumulative redeemable preference shares of £1 each	2,000,000	2,000,000
		2,100,000	2,100,000
	Allotted, called up and fully paid		
	Equity		
	20,000 ordinary shares of £1 each	20,000	20,000
	Shares classed as financial liabilities		
	875,100 cumulative redeemable preference shares of £1 each	875,100	875,100

The cumulative redeemable preference shares are non-equity shares which carry an entitlement to a dividend at a yearly rate of 9%. Holders of preference shares are not entitled to a vote. Preference shareholders have the right on a winding-up to receive, in priority to any other class of shares, the sum of the nominal amount plus any premium paid for the shares together with any arrears of a dividend.

At 30 June 2006 705,100 preference shares are owned by the ultimate parent undertaking Bristol Rovers (1883) Limited. The remaining preference shares were due for redemption on 30 April 2003 and will be redeemed when funds become available.

8	PROFIT AND LOSS ACCOUNT AND RESERVES	Capital redemption reserve	Profit and loss account
		£	£
	At 1 July 2005	430,000	421,879
	Loss for the financial year	-	(17,857)
	At 30 June 2006	430,000	404,022

THE MEMORIAL STADIUM COMPANY LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Continued

For the year ended 30 June 2006

9 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2006 £	2005 £
Loss for the financial year	(17,857)	(16,148)
Redemption of preference shares	-	(20,000)
Net (decrease)/increase in shareholders' funds	(17,857)	(36,148)
Shareholders' funds at 1 July 2005	871,879	908,027
Shareholders' funds at 30 June 2006	854,022	871,879

10 CAPITAL COMMITMENTS

The company had no capital commitments at 30 June 2006 or 30 June 2005

11 CONTINGENT LIABILITIES

There were no contingent liabilities at 30 June 2006 or 30 June 2005

12 RELATED PARTY TRANSACTIONS

As a wholly owned subsidiary of Bristol Rovers (1883) Limited, the company is exempt from the requirements of FRS 8 to disclose transactions with other members of the group headed by Bristol Rovers (1883) Limited

13 CONTROLLING RELATED PARTY

The ultimate parent undertaking of this company is Bristol Rovers (1883) Limited. This is the largest and smallest group of undertakings for which consolidated accounts are prepared.

The directors consider that there is no single controlling related party.