

COMPANY NO 4458490

AFC WIMBLEDON LIMITED

REPORT AND ACCOUNTS

FOR THE

YEAR ENDED 30 JUNE 2004



AFC WIMBLEDON LIMITED

DIRECTORS

K Stewart
I H Heller
J E Samuelson

SECRETARY

Secretarial Solutions Limited

AUDITORS

Proto & Co
Chartered Accountants
41 Kingsmead Avenue
Worcester Park
Surrey

REGISTERED OFFICE

Kingsmeadow Stadium
Jack Goodchild Way
Kingston Road
Kingston Upon Thames
Surrey

**AFC WIMBLEDON LIMITED
DIRECTORS' REPORT**

The directors present their report and accounts for the year ended 30 June 2004.

Principal Activities and Business Review

The principal activities of the company throughout the year were those of an association football club. The results for the year and the financial position of the company were considered satisfactory by the directors who expect continued growth in the foreseeable future.

Director and their Interests

The directors who served the company during the year together with their interests in the shares of the company were as follows:

	Ordinary Shares of £1 each	
	30 June 2004	30 June 2003
K Stewart	-	-
I H Heller	-	-
J E Samuelson	-	-

Directors' Responsibilities for the Accounts

Company law requires the directors to prepare accounts 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 accounts, the directors are required to:-

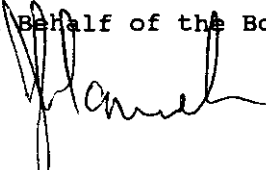
- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business

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 accounts 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.

Auditors

Proto & Co have indicated their willingness to continue in office as auditors and in accordance with the provisions of the Companies Act 1985 it is proposed that they be re-appointed.

On Behalf of the Board



J E Samuelson
Director

18 October 2004

**AFC WIMBLEDON LIMITED
INDEPENDENT AUDITORS' REPORT**

Independent Auditors' Report
to the members of AFC Wimbledon Limited

We have audited the accounts of AFC Wimbledon Limited for the year ended 30 June 2004 which are set out on pages 3 to 10. These accounts have been prepared under the historical cost convention and on the basis of the accounting policies set out on page 6.

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 the 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 the opinions we have formed.

Respective Responsibilities of Directors and Auditors

As described in the statement of directors' responsibilities on page 1 the company's directors are responsible for the preparation of the accounts in accordance with applicable law and United Kingdom Accounting Standards.

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the accounts give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the accounts, if 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 transactions with the company 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.

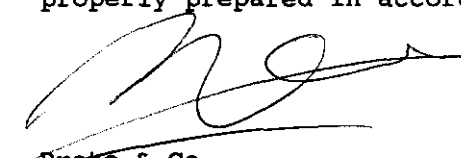
Basis of Audit Opinion

We conducted our audit in accordance with United Kingdom 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts are free from material mis-statement, 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of the company's affairs at 30 June 2004 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Proto & Co
Chartered Accountants
Registered Auditor
Worcester Park, Surrey

18 October 2004

**AFC WIMBLEDON LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 30 JUNE 2004**

	Note	2004 £	2003 £
Turnover	2	1,018,512	708,968
Cost of Sales		664,597	383,142
Gross Profit		353,915	325,826
Administrative Expenses		273,393	136,932
Operating Profit	3	80,522	188,894
Bank Interest Receivable		5,166	4,856
Profit on Ordinary Activities before Taxation		85,688	193,750
Taxation	6	3,200	29,000
Retained Profit for the Year		82,488	164,750
Retained Profit 30 June 2003		164,750	-
Retained Profit 30 June 2004		247,238	164,750

There are no gains or losses for the year other than those already dealt with in the Profit and Loss Account.

AFC WIMBLEDON LIMITED
BALANCE SHEET AS AT 30 JUNE 2004

	Note	2004	2003
		£	£
Fixed Assets			
Tangible Assets	7	71,099	4,158
Current Assets			
Stocks	8	27,686	15,601
Debtors	9	236,864	320,094
Cash at Bank and In Hand		230,092	63,878
		<u>494,642</u>	<u>399,573</u>
Creditors: Amounts Falling Due Within One Year	10	<u>314,501</u>	<u>238,179</u>
Net Current Assets		<u>180,141</u>	<u>161,394</u>
Total Assets Less Current Liabilities		<u>251,240</u>	<u>165,552</u>
Provision for Liabilities and Charges	11	<u>4,000</u>	<u>800</u>
Net Assets		<u>247,240</u>	<u>164,752</u>
Capital and Reserves			
Called Up Share Capital	12	2	2
Profit and Loss Account		<u>247,238</u>	<u>164,750</u>
Shareholders' Funds	13	<u>247,240</u>	<u>164,752</u>

Approved on Behalf of the Board

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J E Samuelson - Director

18 October 2004

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K Stewart - Director

AFC WIMBLEDON LIMITED
CASH FLOWS STATEMENT
FOR THE YEAR ENDED 30 JUNE 2004

	Note	£	2004 £	£	2003 £
Net cash inflow from operating activities	16		274,226		65,257
Returns on investments					
Interest received		5,166		4,856	
			5,166		4,856
Taxation					
Corporation tax paid			(25,804)		-
Capital expenditure					
Tangible fixed assets					
- payments to acquire		(87,374)		(6,237)	
			(87,374)		(6,237)
Financing					
Issue of ordinary share capital			-		2
Increase in Cash	17		166,214		63,878

AFC WIMBLEDON LIMITED
NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 30 JUNE 2004

1 Accounting Policies

a) Accounting Basis

The accounts have been prepared under the historical cost convention and in accordance with applicable accounting standards.

b) Turnover

Turnover represents gate receipts, commercial and other income associated with the principal activity of running a football club, arising wholly in the United Kingdom, exclusive of VAT. Season tickets and other revenues relating to future periods are accounted for in the period to which they relate.

c) Depreciation

Depreciation on fixed assets is provided at rates calculated to write off the cost, less estimated residual value of each asset evenly over its expected useful life as follows:

Plant and Machinery	- 5 years
Computer Equipment	- 3 years
Furniture and Fixtures	- 4 years

d) Stocks

Stocks are stated at the lower of cost and net realisable value, after allowance for slow moving and obsolete stock.

e) Deferred Taxation

Deferred taxation is recognised in respect of timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more tax, or a right to pay less or receive more tax.

Deferred tax is measured on an undiscounted basis at tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or subsequently enacted at the balance sheet date.

2 Turnover

	2004 £	2003 £
Match Receipts and Prize Money	356,077	373,546
Merchandise and Programmes	155,662	221,787
Sponsorships and Advertising	101,900	71,928
Bar and Catering	327,233	-
Community Football Scheme	43,779	-
Donations	33,861	41,707
	<hr/> 1,018,512	<hr/> 708,968

3 Operating Profit

	2004 £	2003 £
Is stated after charging:		
Ground Licence Rentals	76,556	44,000
Auditors' Remuneration	3,500	2,500
Professional Fees- Ground Share Licence Negotiations	-	33,721
Equipment Rental	6,021	11,824
Depreciation:		
Owned Tangible Fixed Assets	<hr/> 20,433	<hr/> 2,079

AFC WIMBLEDON LIMITED
NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 30 JUNE 2004

4.	Directors Emoluments	2004 £	2003 £
	Emoluments for Management Services	29,486	13,750

All the above emoluments were paid to one director, who was also the highest paid director.

5.	Staff Costs	2004 £	2003 £
	Wages and Salaries	206,035	84,709
	Player and Football Staff Expenses	20,918	19,630
	Social Security Costs	11,407	3,692
		<hr/> 238,360	<hr/> 108,031

The average number of staff during the year, calculated on a full-time equivalent basis, was approximately 7 non-football staff and 25 football staff.

	2004	2003
Football Staff	7	10
Bar and Part Time Staff	24	-
Administration	2	2
	<hr/> 33	<hr/> 12

The number of football staff at 30 June 2004 includes those who were contracted at that date or were being paid throughout the summer. Many football staff are paid during the season only and therefore the number at the year end is less than the average during the year.

A significant number of part-time staff work on an occasional basis. The number shown above is the total number of staff available on call at 30 June 2004.

In addition to the numbers of paid staff described above, there are many unpaid volunteers who carry out a wide range of work for the club. The nature of their involvement varies, as does the amount of time they spend, varying from an hour or two a month to full time. Their importance to the club's operations is illustrated by the fact that about 90 such volunteers work on a Matchday to ensure that everything runs smoothly: many other volunteers work during the week.

AFC WIMBLEDON LIMITED
NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 30 JUNE 2004

6	Taxation	2004 £	2003 £
	a) Tax on profit on ordinary activities		
	The tax charge is made up as follows:		
	UK Corporation Tax (note 6b)	-	28,200
	Deferred Tax (note 11)	3,200	800
		<hr/>	<hr/>
		3,200	29,000
		<hr/>	<hr/>

No Corporation tax charge arises due to the availability of group relief.

Deferred tax has been fully provided at the rate of 19% in respect of capital allowances arising in advance of depreciation.

b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the period is lower than the standard rate of UK corporation tax of 19%. The differences are reconciled below:

	2004 £	2003 £
Profit on Ordinary Activities before Taxation	85,688	193,750
	<hr/>	<hr/>
Profit on ordinary activities @ 19%	16,280	36,812
Expenses not deductible for tax purposes	3,882	489
Accelerated capital allowances	(7,093)	(1,185)
Income not chargeable for tax purposes	(6,433)	(7,924)
Group Relief	(6,636)	-
Other	-	8
	<hr/>	<hr/>
Total UK Corporation Tax (note 6a)	-	28,200
	<hr/>	<hr/>

7	Tangible Assets				
		Plant & Machinery	Computer Equipment	Furniture & Fixtures	Total
	Cost	£	£	£	£
	At 30 June 2003	-	6,237	-	6,237
	Additions	78,539	5,257	3,578	87,374
		<hr/>	<hr/>	<hr/>	<hr/>
	At 30 June 2004	78,539	11,494	3,578	93,611
		<hr/>	<hr/>	<hr/>	<hr/>
	Depreciation				
	At 30 June 2003	-	2,079	-	2,079
	Charge for the Year	15,708	3,831	894	20,433
		<hr/>	<hr/>	<hr/>	<hr/>
	At 30 June 2004	15,708	5,910	894	22,512
		<hr/>	<hr/>	<hr/>	<hr/>
	Net Book Value				
	At 30 June 2004	62,831	5,584	2,684	71,099
		<hr/>	<hr/>	<hr/>	<hr/>
	At 30 June 2003	-	4,158	-	4,158
		<hr/>	<hr/>	<hr/>	<hr/>

AFC WIMBLEDON LIMITED
NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 30 JUNE 2004

8	Stock	2004 £	2003 £
	Goods for Resale -Merchandise and Bar Stocks	27,686	15,601
		<hr/>	<hr/>
9	Debtors	2004 £	2003 £
	Trade Debtors	19,444	-
	Amounts Due from Holding Company	10,253	5,000
	Amounts Due from Group Company	188,000	300,000
	Other Debtors	2,431	13,418
	Prepayments and Accrued Income	16,736	1,676
		<hr/>	<hr/>
		236,864	320,094
		<hr/>	<hr/>
10	Creditors: Amounts Falling Due Within One Year	2004 £	2003 £
	Trade Creditors	38,796	6,704
	Corporation Tax	2,396	28,200
	Other Taxes and Social Security	8,365	10,063
	Other Creditors	6,553	-
	Accruals and Deferred Income	258,391	193,212
		<hr/>	<hr/>
		314,501	238,179
		<hr/>	<hr/>
11	Provision For Liabilities and Charges	2004 £	2003 £
	Deferred Taxation		
	At 30 June 2003	800	-
	Charge for the Year (note 6a)	3,200	800
		<hr/>	<hr/>
	At 30 June 2004	4,000	800
		<hr/>	<hr/>
	The provision for deferred taxation is in respect of capital allowances arising in advance of depreciation and is fully provided for.		
12	Called Up Share Capital	2004 £	2003 £
	Authorised:		
	1,000 Ordinary Shares of £1 each	1,000	1,000
		<hr/>	<hr/>
	Called Up, Allotted and Fully Paid:		
	2 Ordinary Shares of £1 each	2	2
		<hr/>	<hr/>

AFC WIMBLEDON LIMITED
NOTES TO THE ACCOUNTS
FOR THE YEAR ENDED 30 JUNE 2004

13	Reconciliation of Movement in Shareholders' Funds	2004 £	2003 £
	Opening Shareholders' Funds	164,752	-
	Profit for the Financial Year	82,488	164,750
	Proceeds of issue of Shares	-	2
		<hr/>	<hr/>
	Closing Shareholders' Funds	247,240	164,752
		<hr/>	<hr/>
14.	Related Party Transactions		
	The company operates from premises owned by AFCW Stadium Limited, a subsidiary of Wimbledon Football Club Supporters Society Limited. The total rent charged was £60,000. At the balance sheet date no amount is due to AFCW Stadium Limited in respect of this transaction.		
	KPD (London) Limited, a company in which Ivor Heller is a director, provided the company with printing and design services. The total value of these transactions was £3,133. These transactions were approved by the other directors and were undertaken on competitive terms. At 30 June 2004 no balance was due in respect of these transactions.		
15.	Other Financial Commitments		
	At 30 June 2004 the company had annual commitments under non-cancellable operating leases as follows:		
		2004 £	2003 £
	Operating leases which expire:		
	i) in more than five years	60,000	-
		<hr/>	<hr/>
16	Reconciliation of Operating Profit to Net Cash Inflow from Operating Activities	2004 £	2003 £
	Operating Profit	80,522	188,894
	Depreciation	20,433	2,079
	(Increase) in Stocks	(12,085)	(15,601)
	Decrease in Debtors	83,230	(320,094)
	Increase in Creditors	102,126	209,979
		<hr/>	<hr/>
	Net Cash Inflow from Operating Activities	274,226	65,257
		<hr/>	<hr/>
17	Analysis of Change in Net Debt		
		At 30 June 2003 £	Cash Flow 2004 £
	Cash at Bank	63,878	230,092
		<hr/>	<hr/>
18	Ultimate Parent Company		
	The ultimate parent company is Wimbledon Football Club Supporters Society Limited, a company registered in England under the Industrial and Provident Societies Act 1965-1978.		