

ANNUAL REPORT

YEAR ENDED 31 MAY 1999

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PANNELL KERR FORSTER
Chartered Accountants

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COMPANY INFORMATION

Directors

J M Marr

P Marr

A R Robertson J H C Connor

Secretary

A R Robertson

Company Number

SC4585

Registered Office

Dens Park Stadium

Sandeman Street

Dundee DD3 7JY

Auditors

Pannell Kerr Forster

Chartered Accountants

78 Carlton Place

Glasgow G5 9TH

Solicitors

Thorntons WS

50 Castle Street

Dundee DD1 3RU

Bankers

Royal Bank of Scotland plc

Dundee Chief Office

3 High Street Dundee DD1 9LY

Bank of Scotland 2 West Marketgait

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CHAIRMAN'S STATEMENT YEAR ENDED 31 MAY 1999

It has been a momentous year for the Club both on and off the field. I believe that real progress has been made to consolidate the future and long-term existence of the Club.

It gives me great pleasure to give credit to Jocky Scott, Jimmy Bone and the players for their magnificent achievement in finishing in 5th position in the first year of the new Scottish Premier League (SPL). It was not without its difficulty as we had a poor start but everyone rallied in support and results came. Let us hope that we can achieve a similar result this year.

As you are all aware, we were under pressure to complete the new East and West Stands in order to comply with the SPL Criteria and I am pleased to report that these were completed on time and within budget. In addition, the floodlighting system was upgraded to UEFA standards. Seating has also been improved in the South Enclosure and work on the pitch has also been done. Jim Thomson, Stadium Manager, deserves great credit in this connection. The overall seating figure is now over 11,800.

Sufficient coverage in the media has been given to possible mergers and take-overs that I do not wish to comment further other than to say that we are now in a stronger position and looking forward with renewed confidence.

I have pleasure in reporting that we have achieved a profit for the year of £77,000. This is very welcome. Annual turnover has more than doubled but expenses, mainly players wages and related costs, have also risen substantially. All clubs in this country are concerned by the escalation of players' demands but no real solution has been found to control them.

The gain on players' registrations was mainly due to the onward sale of Neil McCann to Rangers from Hearts. The commercial income for the year has risen by 42% and my thanks goes to Jim Connor and his team for their superb efforts. The income from the SPL is substantially higher than that from the SFL last year and we must all redouble our efforts to ensure that we remain in the Premier Division.

I wish to record that Derek Souter resigned from the Board at the end of May. In June the Board appointed Jim Connor as Commercial Director and also Ritchie Robertson, our Company Secretary, as a main Board Director.

Finally, the Board takes this opportunity to thank all our supporters, management, players and staff for their support and efforts over the year.

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DIRECTORS' REPORT YEAR ENDED 31 MAY 1999

The directors submit their report and the financial statements for the year ended 31 May 1999.

Results and dividends

The profit for the year, after taxation, amounted to £77,197 (1998 - loss £657,788).

The directors are unable to recommend the payment of a dividend and it is proposed to transfer the retained profit to reserves.

Principal activity and review of business

The principal activity of the company during the year continued to be that of a professional football club. A full review of the business for the year can be found in the Chairman's Statement.

Year 2000

The directors are taking all reasonable steps to ensure that company systems are Year 2000 compliant and to minimise exposure to commercial disruption. The company has carried out an assessment of its computer systems and other equipment and where necessary has invested in new computer and ticketing systems. The costs involved were not material.

Charitable donations

During the year the company made charitable donations amounting to £2,941 (1998 - £1,531).

Directors

The directors who served during the year and their interests in the company's issued share capital at the balance sheet date and at the start of the year were:

	Ordinary	Ordinary 10p shares	
	1999	1998	
J M Marr	1,800	1,800	
P Marr	1,200	1.200	

During the year the ultimate holding company changed to P & J Taverns Limited. The interests of the directors in that company are disclosed in its Directors' report.

D J Souter resigned as a director on 24 May 1999. On 23 June 1999 A R Robertson and J H C Connor were appointed as directors of the company.

Events since the end of the year

The construction of the two new stands was completed prior to the commencement of the 1999/2000 season.

DIRECTORS' REPORT (continued) YEAR ENDED 31 MAY 1999

Auditors

The auditors, Pannell Kerr Forster, will be proposed for reappointment in accordance with section 385 of the Companies Act 1985.

By order of the board

R Robertson

Secretary

20/8/99

DUNDEE FOOTBALL CLUB LIMITED STATEMENT OF 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.

AUDITORS' REPORT TO THE SHAREHOLDERS OF DUNDEE FOOTBALL CLUB LIMITED

We have audited the financial statements on pages 6 to 18 which have been prepared under the accounting policies set out on pages 9 and 10.

Respective responsibilities of directors and auditors

As described on page 4 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. 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 affairs of the company as at 31 May 1999 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

20 August 1999 Glasgow

PANNELL KERR FORSTER

Chartered Accountants Registered Auditors

PROFIT AND LOSS ACCOUNT YEAR ENDED 31 MAY 1999

	Notes	1999 £	1998 £
TURNOVER Operating expenses	2	2,880,958 (2,900,206)	1,387,974 (1,791,855)
Loss from operations Amortisation of player registrations Net gain on sale of player registrations	-	(19,248) (144,212) 270,114	(403,881) (145,817)
OPERATING PROFIT/(LOSS)	3	106,654	(549,698)
Diminution in value of tangible fixed assets		-	(97,186)
	_	106,654	(646,884)
Interest receivable and similar items Interest payable and similar items	5	5 (29,462)	8 (10,912)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION	-	77,197	(657,788)
TAXATION		-	-
PROFIT/(LOSS) FOR THE FINANCIAL YEAR	15	77,197	(657,788)

All amounts relate to continuing operations.

There was no material difference between the reported result and the result calculated on an unmodified historical cost basis.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES YEAR ENDED 31 MAY 1999

	1999 £	1998 £
Profit/(loss) for the financial year Unrealised surplus/(deficit) on revaluation of properties	77,197 -	(657,788) (3,154,362)
Total recognised gains and losses relating to the year	77,197	(3,812,150)

BALANCE SHEET 31 MAY 1999

	Notes		1999 £		1998 £
FIXED ASSETS					
Intangible	6		151,817		244,665
Tangible	7		3,300,955		2,161,891
		_	3,452,772	_	2,406,556
CURRENT ASSETS					
Stocks	8	12,777		27,051	
Debtors	9	738,566		265,698	
Cash at bank and in hand		124,863		5,389	
CDEDITODS: sure falling due		876,206		298,138	
CREDITORS: amounts falling due within one year	10	(1,991,645)		(1,074,540)	
NET CURRENT LIABILITIES			(1,115,439)		(776,402)
TOTAL ASSETS LESS CURREN	Γ LIABI	LITIES	2,337,333		1,630,154
CREDITORS: amounts falling due	!				
after more than one year	11		(1,711,982)		(1,082,000)
NET ASSETS		_	625,351		548,154
CAPITAL AND RESERVES		_		_	
Called up share capital	14		594,422		594,422
Share premium account			1,384,921		1,384,921
Profit and loss account	15		(1,353,992)		(1,431,189)
SHAREHOLDERS' FUNDS	16	_	625,351	_	548,154
		=		=	

The financial statements were approved by the board on 20/8/99

Signed on behalf of the board of directors

J M Marr Director

P Marr Director

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CASH FLOW STATEMENT YEAR ENDED 31 MAY 1999

	1999 £	1998 £
Reconciliation of operating profit to net cash		
inflow/(outflow) from operating activities	10 4 4 7 1	(#10 500)
Operating profit/(loss)	106,654	(549,698)
Amortisation of intangible assets	144,212	145,817
Depreciation of tangible fixed assets	77,000	61,297
Profit on sale of fixed assets	(270 114)	(2,003)
Gain on sale of player registrations	(270,114)	(153.171)
(Increase) in debtors	(347,368)	(152,171)
Decrease/(increase) in stocks	14,274	(21,051)
Increase/(decrease) in creditors	845,751	(468,180)
Net cash inflow/(outflow) from operating activities	570,409	(985,989)
CASH FLOW STATEMENT (note 17)	_	-
Net cash inflow/(outflow) from operating activities	570,409	(985,989)
Returns on investments and servicing of finance	(29,457)	(3,904)
Capital expenditure	(1,035,279)	(119,431)
Cash (outflow)/inflow before use of liquid		
resources and financing	(494,327)	(1,109,324)
Financing	764,388	957,145
Increase/(decrease) in cash	270,061	(152,179)
Reconciliation of net cash flow to movement in net debt ((note 19)	
Increase/(decrease) in cash in the period	270,061	(152,179)
Cash inflow from increase		
in debt and finance leases	(764,388)	(939,645)
Change in net debt resulting from cash flows	(494,327)	(1,091,824)
New finance leases	(87,535)	(53,840)
Change in net debt	(581,862)	(1,145,664)
Net debt at 1 June 1998	(1,578,259)	(432,595)
Net debt at 31 May 1999	(2,160,121)	(1,578,259)

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MAY 1999

1 ACCOUNTING POLICIES

(a) Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention as modified by the revaluation of certain freehold land and buildings.

(b) Turnover

Turnover, which is exclusive of value added tax, represents match receipts and other income associated with the principal activity of running a professional football club.

(c) Player registrations

The costs associated with the acquisition of players are capitalised and treated as intangible fixed assets. After allowing for any appropriate residual value these are amortised over the contract period. Residual values are assessed on an annual basis and any provision for permanent diminution in value made accordingly.

(d) Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost or valuation less depreciation. Depreciation is provided at rates calculated to write off the cost or valuation of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Plant & machinery

10 % straight line and

25 % reducing balance

Fixtures, fittings and equipment

10 % straight line

It is the company's policy to maintain its freehold land and buildings in such condition that their value is not diminished by the passage of time and the relevant expenditure is charged to profit before tax in the year in which it is incurred. Consequently, any element of depreciation is considered to be immaterial and no provision is made.

(e) Finance and operating leases

Assets acquired under finance leases or hire purchase are treated as tangible fixed assets and depreciation is provided accordingly. The present value of future rentals is shown as a liability and the interest element of rental obligations is charged to the profit and loss account over the period of the lease in proportion to the capital balance outstanding.

Operating lease rentals are charged in the profit and loss account on a straight line basis over the lease term.

(f) Stocks

Stocks are stated at the lower of cost and net realisable value. Cost is determined on a first in first out basis, and represents purchase price. Net realisable value is based on estimated selling price allowing for all further costs of completion and disposal.

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MAY 1999

(g) Grants

Grants in respect of capital expenditure on assets which are depreciated are treated as deferred income, a proportion of which is transferred to revenue annually over the estimated useful life of the asset.

Grants in respect of capital expenditure on assets which are not depreciated are deducted from the cost of the asset. This represents a departure from the requirements of the Companies Act 1995; the financial effect of this departure is disclosed in note 7. In the opinion of the directors the accounting treatment adopted is appropriate in order to show a true and fair view on the basis that the grants are specific to the acquisition of the assets concerned and not made as a contribution to finance the general activities of the company.

Other grants of a revenue nature are credited to revenue as received.

(h) Deferred taxation

Provision is made for deferred tax using the liability method to the extent that it is probable that a liability will crystallise.

2 TURNOVER

All turnover arose within the United Kingdom.

Turnover comprised:

	1999	1998
·	£	£
Ticket sales	1,048,580	687,285
Commercial income	481,259	278,735
Television and radio fees	1,101,892	264,519
Retail and other income	249,227	157,435
	2,880,958	1,387,974

3 OPERATING PROFIT/(LOSS)

The operating profit/(loss) is stated after charging/(crediting):

	1999	1998
	£	£
Amortisation of intangible assets	144,212	145,817
Depreciation of tangible fixed assets:		
- owned by the company	57,439	53,644
- held under finance lease or hire purchase contracts	19,561	7,653
Audit fees	6,750	6,250
Operating lease rentals:		
- plant & machinery	-	4,024
Exceptional items:		
Settlement in respect of legal action	-	(80,000)
Settlement in respect of loss of office of senior employee	-	54,057

No director received any emoluments (1998 - £NIL).

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MAY 1999

4 STAFF COSTS

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STAFF COSTS		
Staff costs, including directors' emoluments, were as t	follows:	
•	1999	1998
	£	£
Wages and salaries	1,759,343	1,078,900
Social security costs	155,323	98,938
	1,914,666	1,177,838
The average weekly number of employees, including	executive directors, during th	e year was:
	No.	No.
Full time players, staff and directors	58	54
Part time staff	137	124
	195	178
INTEREST PAYABLE AND SIMILAR ITEMS		
	1999	1998
	£	£
Bank overdraft	9	54
Interest payable to related undertakings Finance charges under finance lease	22,909	7,000
and hire purchase contracts	6,544	3,858
	29,462	10,912

DUNDEE FOOTBALL CLUB LIMITED NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MAY 1999

6 INTANGIBLE FIXED ASSETS

	Player Registrations £
Cost	~
At 1 June 1998	820,579
Additions	115,000
Disposals	(539,779)
At 31 May 1999	395,800
Amortisation	
At 1 June 1998	575,914
Charge for the year	144,212
On disposals	(476,143)
At 31 May 1999	243,983
Net book amount	
At 31 May 1999	151,817
At 31 May 1998	244,665

DUNDEE FOOTBALL CLUB LIMITED NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MAY 1999

TANGIBLE FIXED ASSETS

	Freehold land & buildings £	Plant & machinery £	Fixtures, fittings & equipment £	Assets in course of construction	Total £
Cost or valuation					
At 1 June 1998	1,849,439	326,307	247,375	-	2,423,121
Additions	133,616	6,847	83,589	1,292,365	1,516,417
Transfers	(49,439)	-	-	49,439	-
Grants	-	-	-	(300,353)	(300,353)
At 31 May 1999	1,933,616	333,154	330,964	1,041,451	3,639,185
Depreciation					
At 1 June 1998	_	89,944	171,286	-	261,230
Charge for year	-	34,000	43,000	-	77,000
At 31 May 1999	-	123,944	214,286		338,230
Net book amount		····		· · · · · · · · · · · · · · · · · · ·	
At 31 May 1999	1,933,616	209,210	116,678	1,041,451	3,300,955
At 31 May 1998	1,849,439	236,363	76,089	<u> </u>	2,161,891
=					

As explained in Note 1g, the treatment of grants received in respect of freehold land and buildings is in contravention of the Companies Act 1985. The effect of this is to reduce both fixed assets and deferred income due after one year by £300,353.

The net book amounts of assets held under finance lease or hire purchase contracts included above were:

	1999	1998
	£	£
Plant & machinery	54,422	10,313
Fixtures, fittings & equipment	87,667	37,944
	142,089	48,257
	=======================================	

The land and buildings at Dens Park Stadium were valued at £1.8 million in the year to 31 May 1998

On the historical cost basis, land and buildings would have been included as follows:

	1999	1998
	£	£
Cost	3,372,606	1,946,625
		

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MAY 1999

8 STOCKS

ð	STOCKS		
		1999	1998
		£	£
	Goods for resale	12,777	27,051
			
9	DEBTORS		
		1999	1998
		£	£
	Due within one year		
	Trade debtors	612,733	188,060
	Other debtors	125,833	16,344
	Prepayments & accrued income	-	61,294
		738,566	265,698
10	CREDITORS:	 	
	Amounts falling due within one year		
		1999	1998
		£	£
	Bank loan and overdraft	150,000	150,587
	Other loan	40,016	· -
	Trade creditors	206,520	134,950
	Amounts owed to group undertakings	321,844	331,986
	Amounts owed to related undertakings	415,579	223,908
	Other tax and social security	108,666	99,706
	Net obligations under finance lease and		
	hire purchase contracts (note 13)	30,393	12,326
	Other creditors	687,207	-
	Accruals and deferred income	31,420	121,077
		1,991,645	1,074,540

The bank borrowings and other loan are secured by standard securities over the freehold land and buildings of Dens Park Stadium, and by a bond and floating charge for all monies due over the whole property and undertakings of the company. An inter-company guarantee is also in place between Dundee Football Club Limited, P & J Taverns Limited and Macrocom (399) Limited.

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MAY 1999

11 CREDITORS:

Amounts fa	alling due	after more	than o	ne year
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	1999	1998
	£	£
Bank loan (note 12)	450,000	-
Other loan (note 12)	159,984	-
Amounts owed to group undertakings	1,000,000	1,000,000
Other taxes & social security	24,000	48,000
Net obligations under finance lease and		
hire purchase contracts (note 13)	77,998	34,000
	1,711,982	1,082,000

12 LOANS

Loans fall due for payment as follows:

	1999	1998
	£	£
Bank loan		
Within one year	150,000	-
Between one and two years	150,000	_
Between two and five years	300,000	-
	600,000	-
Other loan	=======================================	
Within one year	40,016	-
Between one and two years	39,996	-
Between two and five years	119,988	-
	200,000	-

Interest on the bank loan is charged at 7.82 % fixed. The other loan is interest free.

13 FINANCE LEASES AND HIRE PURCHASE CREDITORS

Net obligations under finance lease and hire purchase agreements fall due as follows:

	1999	1998
	£	£
Within one year	30,393	12,326
Between one and five years	77,998	34,000
	108,391	46,326

Finance lease and hire purchase creditors are secured on the assets concerned.

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MAY 1999

14 SHARE CAPITAL

		Authorised	Allotted, called up and fully paid	
		£	No.	£
	At 1 June 1998 and 31 May 1999			
	Ordinary shares of 10p each	1,000,000	5,944,220	594,422
15	RESERVES			
	Profit and loss account		£	
	At 1 June 1998 Profit for the year		(1,431,189) 77,197	
	At 31 May 1999		(1,353,992)	
16	SHAREHOLDERS' FUNDS			
			1999	1998
			£	£
	Shareholders' funds at 1 June 1998		548,154	4,342,804
	Profit/(loss) for the year		77,197	(657,788)
	Other recognised gains and losses Other movements:			(3,154,362)
	New shares issued			17,500
	Shareholders' funds at 31 May 1999		625,351	548,154

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MAY 1999

17 GROSS CASH FLOWS

17	GROSS CASH FLOWS				
				1999	1998
				£	£
	Returns on investments an	d servicing of fina	nce		
	Interest received			5	8
	Interest paid			(22,918)	(54)
	Interest element of finance le	ease rentals		(6,544)	(3,858)
				(29,457)	(3,904)
	Capital expenditure				
	Payments to acquire player registrations			(115,000)	(196,779)
	Payments to acquire tangible			(1,428,882)	(240,527)
	Receipts from sales of player	_		208,250	293,750
	Receipts from sales of tangible fixed assets			-	24,125
	Government grants received			300,353	-
				(1,035,279)	(119,431)
	Financing			=======================================	
	Issue of share capital			-	17,500
	New loans			800,000	1,375,071
	Loans repaid			(10,142)	(421,548)
	Capital element of finance le	ease rentals		(25,470)	(13,878)
				764,388	957,145
18	ANALYSIS OF CHANGE	S IN NET DEBT			
		At 1 June	Cash	Other	At 31 May
		1998	flows	changes	1999
		£	£	£	£
	Cash at bank and in hand	5,389	119,474	-	124,863
	Overdrafts	(150,587)	150,587	-	-
			270,061		
	Debt due within 1 year	(386,735)	(179,874)	-	(566,609)
	Debt due after 1 year	(1,000,000)	(609,984)	-	(1,609,984)
	Finance leases	(46,326)	25,470	(87,535)	(108,391)
	Total	(1,578,259)	(494,327)	(87,535)	(2,160,121)
				=======================================	

19 CAPITAL COMMITMENTS

At 31 May 1999 the company had entered into contracts for capital expenditure not provided for in these accounts amounting to approximately £1,271,400 (1998 - £59,933).

NOTES TO THE FINANCIAL STATEMENTS YEAR ENDED 31 MAY 1999

20 TRANSACTIONS WITH RELATED PARTIES

Creditors at 31 May 1999 include a loan from P & J Taverns Limited (the ultimate parent undertaking). The balance at the year end was £1,321,844 (1998 - £NIL). At 31 May 1998 the ultimate parent company was Tayside Taverns Limited and at that date there was a loan balance due to that company of £1,331,986.

During the year the company made purchases from Camperdown Construction Limited (an undertaking in which Peter Marr has a controlling interest) amounting to £155,647 (1998 - £145,598). At the year end the balance due to that company was £402,991 (1998 - £221,743).

During the year two of the directors, P Marr and J M Marr each loaned £200,000 to the company to provide additional short term working capital. At the year end the balance owing to the directors was £200,000 each (1998 - £Nil). These loans have been fully repaid since the year end.

DJS Creative Marketing Limited, a company controlled by D J Souter, and Call-A-Keg Limited, a company controlled by J M Marr, were also owed £12,304 (1998 - £20,120) and £19,281 (1998 - £2,165) respectively from the company at the year end. During the year the total turnover of trading with these businesses was £19,809 (1998 - £18,362) and £16,634 (1998 - £13,365) respectively.

During the year the company made purchases from Brodie Duncan Marketing, a business of which D J Souter is sole proprietor, amounting to £4,050 (1998 - £NIL). At the year end the balance due to that business was £458 (1998 - £NIL).

21 PARENT UNDERTAKINGS AND CONTROLLING PARTIES

The immediate parent undertaking of the company is Macrocom (399) Limited and the ultimate parent undertaking is P & J Taverns Limited; both of these companies are registered in Scotland. The controlling parties are J M Marr and P Marr.

Prior to 19 April 1999 the ultimate parent undertaking was Tayside Taverns Limited (registered in Scotland). The controlling parties were P Marr and J M Marr.