Registrar

WIGAN FOOTBALL CLUB LIMITED

REPORT OF THE DIRECTOR AND

FINANCIAL STATEMENTS

FOR THE YEAR ENDED 30 NOVEMBER 2007

FRIDAY

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COMPANY INFORMATION for the Year Ended 30 November 2007

DIRECTOR

IF Lenagan

CHIEF EXECUTIVE:

J P Lydon

SECRETARY:

P K Wright

REGISTERED OFFICE

JJB Stadium Loire Drive Robin Park Wigan Lancashire WN5 OUH

REGISTERED NUMBER:

174692 (England and Wales)

AUDITORS.

Fairhurst

Registered Auditors Chartered Accountants Douglas Bank House

Wigan Lane Wigan WN1 2TB

BANKERS:

Barclays Bank PLC Victoria House

6 Market Street

Wigan Lancashire WN1 1QS

SOLICITORS:

Platt & Fishwick The Old Bank King Street Wigan

WNI 1DB

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REPORT OF THE DIRECTOR for the Year Ended 30 November 2007

The director presents his report with the financial statements of the company for the year ended 30 November 2007

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of a professional Rugby League football club

REVIEW OF BUSINESS

The 1st team had an inconsistent season but thrillingly reached the play-off semi-final despite suffering a 4 point deduction for breach of salary cap rules in 2006

In the summer of 2007 Maurice Lindsay announced that he was to stand down as Chairman of the Club and negotiations commenced with parties interested in buying the 89% shareholding held by Whelco Holdings Limited Agreement was reached with Howper 622 Limited, a company owned and controlled by Ian Lenagan, a locally born businessman and Wigan Rugby League fan, to acquire an 89% stake in the company on 3 December 2007 A new Board and management team, headed by Chief Executive Joe Lydon, has been put in place from that date

There have been several new signings prior to the start of the new 2008 Super League season and the new management team, head coach and players are confident of a successful campaign, with the continuation of the policy of promoting talented youngsters to the first team squad

RESULTS AND DIVIDENDS

The results for the year and financial position of the company are as shown in the annexed financial statements and include recommended transfers to and from reserves as follows

Retained loss at 1 December 2006 Loss for the financial year after taxation	(2,647,544) (684,878)
Accumulated deficit at 30 November 2007	(3,332,422)

No dividend can be paid (2006 - £Nil) due to current year and brought forward losses

EVENTS SINCE THE END OF THE YEAR

Information relating to events since the end of the year is given in the notes to the financial statements

DIRECTORS

I F Lenagan was appointed as a director after 30 November 2007 but prior to the date of this report

B T Ashcroft, P R Williams, M D Leatherbarrow, M P Lindsay and D Whelan ceased to be directors after 30 November 2007 but prior to the date of this report

The beneficial interests of the directors holding office at 30 November 2007 in the shares of the company, according to the register of directors' interests, were as follows

	30 11 07	1 12 06
Ordinary shares of £1 each		
M D Leatherbarrow	-	-
M P Lindsay	26	26
D Whelan	8	8
B T Ashcroft	-	-
P R Williams	34	34

These directors did not hold any non-beneficial interests in the shares of the company

The interests of D Whelan in the issued share capital of the parent company upto 3 December 2007, Whelco Holdings Limited, are disclosed in the financial statements of that company



REPORT OF THE DIRECTOR for the Year Ended 30 November 2007

ULTIMATE HOLDING COMPANY

The company was an 89% owned subsidiary of Whelco Holdings Limited, a company under the control and ownership of Mr D Whelan and his family With effect from 3 December 2007, that company's 89% stake was sold for a consideration of £3 1 million to Howper 622 Limited, a company under the control of Mr I F Lenagan and his family

The Club plays its first team matches at the JJB Stadium, which is owned by Wigan Football Company Limited, an 85% subsidiary of Whelco Holdings Limited

CHARITABLE CONTRIBUTIONS

The Club actively participates in a number of charitable and community activities and contributes time and resources to local 'not for profit' organisations and charities

GOING CONCERN

After making enquiries the director has a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. This includes the offer of continued financial support from the parent company upto 3 December 2007, Whelco Holdings Limited, and from 3 December 2007 Howper 622 Limited. For this reason the director continues to adopt the going concern basis in preparing the accounts

TANGIBLE FIXED ASSETS

Details of movements in tangible fixed assets during the year are set out in note 7 of the financial statements

INTANGIBLE FIXED ASSETS

In accordance with FRS-10 the company has capitalised fees payable on the transfer of player registrations, with an amortisation charge based on the length of player contracts (see note 6)

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

The director is responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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 these financial statements, the director is 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 director is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable him to ensure that the financial statements comply with the Companies Act 1985. He is 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the director is aware, there is no relevant audit information (as defined by Section 234ZA of the Companies Act 1985) of which the company's auditors are unaware, and he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information



REPORT OF THE DIRECTOR for the Year Ended 30 November 2007

AUDITORS

The auditors, Fairhurst, will be proposed for re-appointment in accordance with Section 385 of the Companies Act

ON BEHALF OF THE BOARD.

PK Wright - Secretary

Date 27/5/2008

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REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF WIGAN FOOTBALL CLUB LIMITED

We have audited the financial statements of Wigan Football Club Limited for the year ended 30 November 2007 on pages seven to seventeen. 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 director and auditors

The director's responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards are set out on page three

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. We also report to you whether in our opinion the information given in the Report of the Director is consistent with the financial statements.

In addition, we 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 director's remuneration and other transactions is not disclosed

We read other information contained in the Annual Report, and consider whether it is consistent with the audited financial statements. This other information comprises only the Report of the Director and the Chairman's Report. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Basis of audit 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 director 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 SHAREHOLDERS OF WIGAN FOOTBALL CLUB 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 November 2007 and of its loss for the year then ended.
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Report of the Director is consistent with the financial statements

Fairhurst Registered Auditors Chartered Accountants Douglas Bank House Wigan Lane Wigan WN1 2TB

Date

28/5/08

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PROFIT AND LOSS ACCOUNT for the Year Ended 30 November 2007

	Notes	2007 £	2006 £
TURNOVER		4,166,297	3,535,738
Cost of sales		253,184	216,824
GROSS PROFIT		3,913,113	3,318,914
Administrative expenses		4,817,510	4,445,081
		(904,397)	(1,126,167)
Other operating income		322,930	204,428
OPERATING LOSS	3	(581,467)	(921,739)
Loss on disposal of short leasehold prope	rty		754,962
		(581,467)	(1,676,701)
Interest payable and similar charges	4	103,411	43,708
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(684,878)	(1,720,409)
Tax on loss on ordinary activities	5	-	
LOSS FOR THE FINANCIAL YEAR AFTER TAXATION		(684,878)	(1,720,409)

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the losses for the current year or previous year

BALANCE SHEET 30 November 2007

		200	7	200	6
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	6		334,351		444,971
Tangible assets	7		902,922		750,012
Investments	8		1		1
			1,237,274		1,194,984
CURRENT ASSETS					
Stocks	9	22,981		39,681	
Debtors	10	190,942		299,704	
Cash at bank and in hand		603,596		374,488	
		817,519		713,873	
CREDITORS					
Amounts falling due within one year	11	5,259,215		2,555,963	
NET CURRENT LIABILITIES			(4,441,696)		(1,842,090)
TOTAL ASSETS LESS CURRENT LIABILITIES			(3,204,422)		(647,106)
CREDITORS					
CREDITORS Amounts falling due after more than of	ne				
year	12		_		1,872,438
,					
NET LIABILITIES			(3,204,422)		(2,519,544)
CAPITAL AND RESERVES					
Called up share capital	15		128,000		128,000
Profit and loss account	16		(3,332,422)		(2,647,544)
SHAREHOLDERS' FUNDS	21		(3,204,422)		(2,519,544)

The financial statements were approved by the director on

Director/

27/6/2005 and were signed by

The notes form part of these financial statements

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CASH FLOW STATEMENT for the Year Ended 30 November 2007

	Notes	2007 £	2006 £
Net cash inflow/(outflow) from operating activities	1	1,888,210	(91,071)
Returns on investments and servicing of finance	2	(103,411)	(43,708)
Capital expenditure and financial investment	2	(259,681)	(567,323)
Increase/(Decrease) in cash in the	period	1,525,118	(702,102)

Reconciliation of net cash flow to movement in net debt	3		
Increase/(Decrease) in cash in the period		1,525,118	(702,102)
Change in net debt resulting from cash flows		1,525,118	(702,102)
Movement in net debt in the period Net debt at 1 December		1,525,118 (921,522)	(702,102) (219,420)
Net funds/(debt) at 30 November		603,596	(921,522)

NOTES TO THE CASH FLOW STATEMENT for the Year Ended 30 November 2007

1 RECONCILIATION OF OPERATING LOSS TO NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES

	2007	2006 £
Operating loss	(581,467)	(921,739)
Depreciation charges	214,041	198,387
Loss on disposal of fixed assets	3,350	44,667
Decrease/(Increase) in stocks	16,700	(12,530)
Decrease in debtors	108,762	32,886
Increase in creditors	2,126,824	567,258
Net cash inflow/(outflow) from operating activities	1,888,210	(91,071)

2 ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

		2007 £	2006 £
Returns on investments and servicing of finance Interest paid		(103,411)	(43,708)
Net cash outflow for returns on investments and serv	ricing of finance	(103,411)	(43,708)
Capital expenditure and financial investment			
Purchase of intangible fixed assets		(20,700)	(465,000)
Purchase of tangible fixed assets		(235,631)	(102,322)
Purchase of fixed asset investments		(2.250)	(1)
Sale of tangible fixed assets		(3,350)	
Net cash outflow for capital expenditure and financia	al investment	(259,681)	<u>(567,323)</u>
ANALYSIS OF CHANGES IN NET DEBT			
	At		At
	1/12/06	Cash flow	30/11/07
	£	£	£
Net cash	274 400	220 100	(02.50(
Cash at bank and in hand Bank overdraft	374,488	229,108	603,596
Dalik överülätt	<u>(1,296,010</u>)	1,296,010	
	(921,522)	1,525,118	603,596

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NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 30 November 2007

ACCOUNTING POLICIES

Basis of preparing the financial statements

The director has considered the following matters and have concluded that it is appropriate to continue to prepare the financial statements on the going concern basis

The Board have received assurances of ongoing support from the company's parent company, Whelco Holdings Ltd upto 3 December 2007, and from that date, Howper 622 Limited, and on the basis of projections and current operating levels believe that adequate finance is in place to allow the company to continue to trade in the foreseeable future

Accounting Convention

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

Turnover

Turnover represents ticket sales, sponsorship, advertising and other related income, excluding VAT, from the supply of goods and services in the normal course of business, and arose wholly in the United Kingdom

Player registrations

Transfer fees for player registrations are capitalised as intangible fixed assets and are amortised on a straight line basis over the period of the respective players' contracts. Agents fees are expensed to the profit and loss account in the period to which they relate

Player registrations are assessed on an annual basis and impairment losses arising are charged to the profit and loss account in the period in which they arise. Any surpluses arising are not accounted for

Player signing on fees have been expensed to the profit and loss account as wages and salaries over the period to which they relate The profit/(loss) on the disposal of a player registration is calculated after charging any signing on fees which become payable as a result of the disposal

Tangible Fixed Assets

Tangible fixed assets are stated at cost or valuation less depreciation. Depreciation of tangible fixed assets has been calculated so as to write off the cost or revalued amount of each asset over its estimated useful life as follows.

Freehold property
Long leasehold buildings
Improvements to property
Motor vehicles
Fixtures, tools and equipment

- 2% per annum on straight line basis - 2% per annum on straight line basis

-10% per annum on straight line basis -20% per annum on straight line basis

-20% per annum on straight line basis

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date

Repairs and renewals

All expenditure is written off as incurred

Operating leases

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with the lessor are charged to the profit and loss account as incurred

Fixed asset investments

Fixed asset investments are stated at cost less provision for permanent diminution in value

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continued

NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 30 November 2007

2 STAFF COSTS

Wages and Salaries	2007 £ 2,689,954	2006 £ 2,482,081
Social security costs	237,277 2,927,231	2,691,025
		

Included in the above are contract termination payments of £191,800 to former players and coaches (2006 - £213,594)

Directors' remuneration, being fees and emoluments for services as director, included in the above, to				
•	2007	2006		
	£	£		
	Nıl	Nil		
The average monthly number of employees during the year was as follows				
	2007	2006		
Playing and coaching staff	63	76		
Administration	17	16		
	80	92		

3 OPERATING LOSS

The operating loss is stated after charging/(crediting)

	2007 £	2006 £
Depreciation - owned assets	82,721	90,525
Loss on disposal of fixed assets	3,350	-
Player registration fees amortisation	131,320	107,862
Appearance monies	-	25,000
Stadium management fees	191,347	204,461
Auditor's remuneration - audit fees	7,000	6,500
Transfer monies (received)/paid	(50,000)	18,222
Loss on transfer of players		44,667
Directors' emoluments	<u> </u>	-

4 INTEREST PAYABLE AND SIMILAR CHARGES

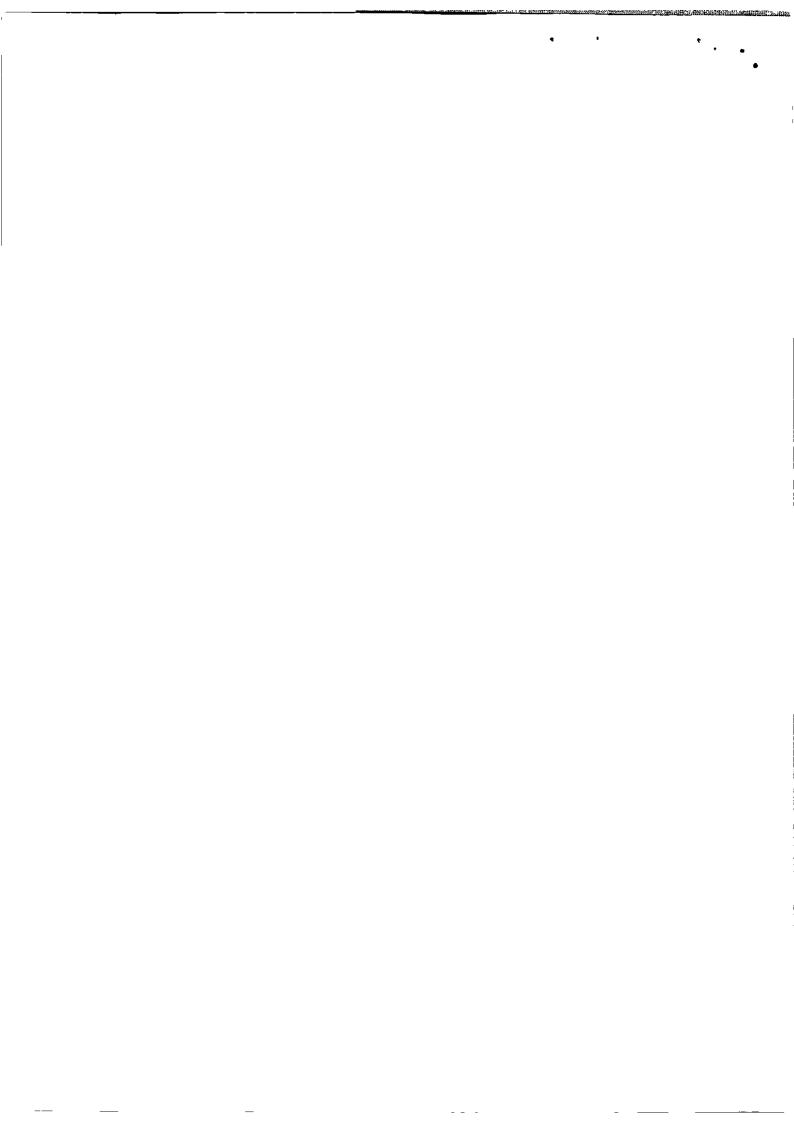
	2007	2006
	£	£
Bank interest	103,411	43,708

5 TAXATION

No liability to UK corporation tax arose on ordinary activities for the year ended 30 November 2007 nor for the year ended 30 November 2006, due to brought forward and current year losses

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continued



NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 30 November 2007

6 INTANGIBLE FIXED ASSETS

7

7,500 0,700 5,000) 3,200
2,529
1,320 5,000) 8,849 4,351 4,971
vements to operty £
4,061
<u>4,061</u>
1,538 1,406
1,406



NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 30 November 2007

TANGIBLE FIXED ASSETS - continued

	otor icles Totals E £
COST	210 025 202
	,210 925,392
Additions 42,503	- 235,631 ,850) (43,482)
Disposals (26,632) (16	,850) (43,482)
At 30 November 2007 292,670 35	,360 1,117,541
DEPRECIATION	
	,464 175,380
Charge for year 47,465 7	,072 82,721
	<u>,850</u>) <u>(43,482</u>)
At 30 November 2007 147,568 10	,686 214,619
NET BOOK VALUE	
At 30 November 2007 <u>145,102</u> <u>24</u>	902,922
At 30 November 2006 150,064 31	<u>,746</u> <u>750,012</u>
FIXED ASSET INVESTMENTS	
	Participating interests £
COST	£
At 1 December 2006	
and 30 November 2007	1
NET BOOK VALUE	
At 30 November 2007	1
At 30 November 2006	1

The company holds 1 £1 ordinary share in Super League (Europe) Limited which represents 8 5% of the issued share capital. The financial statements of Super League (Europe) Ltd for the year ending 31 December 2007 disclose that its activities are to act as agents of each participating club in the promotion of Rugby League football. The company receives a distribution each year from Super League (Europe) Limited based on the results of that company for the year, and that income is included within turnover.

9 STOCKS

	2007	2006
	£	£
Souvenirs	22,981	39,681

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NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 30 November 2007

10	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2007	2006
		£	£
	Trade debtors	49,569	45,609
	Other debtors	6,641	13,628
	Amounts owed by group undertakings	-	10,492
	Accrued income	77,315	153,774
	Prepayments	57,417	<u>76,201</u>
		190,942	299,704
	ODEDITORS AMOUNTS FALLING DUE WITHIN ONE VEAD		
11	CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR	2007	2006
		2007 £	2006 £
	Doub loans and according to (and note 12)	I.	1,296,010
	Bank loans and overdrafts (see note 13) Trade creditors	30,400	88,236
	Social security and other taxes	242,180	176,463
	Amounts owed to group undertakings	4,047,080	113,724
	Amounts owed to group undertakings Amounts owed to related undertakings	4,047,000	5,486
	Deferred income	764,913	725,191
	Accrued expenses	174,642	150,853
	•		
		5,259,215	2,555,963
12	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR		
	ILAK	2007	2006
		£	£
	Amounts owed to group undertakings		1,872,438
13	LOANS		
	An analysis of the maturity of loans is given below		
		2007	2006
		£	£
	Amounts falling due within one year or on demand		
	Bank overdrafts		1,296,010

14 SECURED DEBTS

Until 3 December 2007 the parent company, Whelco Holdings Limited, had guaranteed unlimited cover over the company's bank overdraft facilities, subject to periodic reviews

A debenture was put in place on 4 December 2007 with Howper 622 Limited for future borrowings

NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 30 November 2007

15 CALLED UP SHARE CAPITAL

	Authorised			2007	2006
	Number	Class	Nominal value	2007 £	2006 £
	128,000			128,000	128,000
	Allotted and is	ssued			
	Number	Class	Nominal value	2007 £	2006 £
	128,000	Ordinary	£1	128,000	128,000
16	RESERVES				
	NESSIT ES				Profit
					and loss
					account £
	At 1 Decembe	r 2006			(2,647,544)
	Deficit for the	year			(684,878)
	At 30 Novemb	per 2007			(3,332,422)

17 ULTIMATE PARENT COMPANY

The company was an 89% subsidiary of Whelco Holdings Limited, a company owned by the Whelan family, and registered in England and Wales upto 3 December 2007. With effect from 3 December 2007, that company's 89% stake was sold for a consideration of £3 1 million to Howper 622 Limited, a company under the control of Mr I F Lenagan and his family, and registered in England and Wales

18 CONTINGENT LIABILITIES

The company has recently undergone an investigation by H M Revenue & Customs into the correct operation of PAYE/NI on certain payments and expenses made to/on behalf of employees. No assessments have been raised to date, nor has there been any timetable set for a determination of the investigation, which may take several months and also be open to appeal. Based upon advice received and information currently available the director believes that no provision is required in these accounts.

19 OTHER FINANCIAL COMMITMENTS

The company is committed to pay the following contractual obligations, relating to players and coaches contracts within the next year

·	2007	2006
	£	£
Expiring		
Within one year	701,547	376,499
Between one to five years	<u>826,000</u>	1,242,000
	1,527,547	1,618,499

The Club has a 25 year renewable licence to use the JJB Stadium, owned by Wigan Football Company Limited, at rates determined by match revenues In November 2007, the Club and Wigan Football Company Ltd also negotiated an option to grant a further 25 year licence after the current term has ceased

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NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 30 November 2007

20 POST BALANCE SHEET EVENTS

On 3 December 2007, Whelco Holdings Limited's 89% shareholding was sold to Howper 622 Limited, a company owned by Mr I F Lenagan, for £3 1 million

21 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Loss for the financial year	2007 £ (684,878)	2006 £ (1,720,409)
Net reduction of shareholders' funds Opening shareholders' funds	(684,878) (2,519,544)	(1,720,409) (799,135)
Closing shareholders' funds	(3,204,422)	(2,519,544)