FINANCIAL STATEMENTS

FOR THE YEAR ENDED

31 OCTOBER 1998

COMPANY NUMBER 331905



FINANCIAL STATEMENTS

Company registration number:	331905
Registered office:	Dunriding Lane St Helens Merseyside WA10 4AD
Directors:	T Ellard (Chairman) H Morris (Vice-Chairman) E Ashton MBE W Jelley M Kay E Latham
Secretary:	G Sutcliffe
Bankers:	National Westminster Bank Plc St Helens
Solicitors:	Frodshams St Helens Hill Dickinson Liverpool
Auditors:	Grant Thornton Registered auditors Chartered accountants Warrington

FINANCIAL STATEMENTS

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REPORT OF THE DIRECTORS

The directors present their report together with the financial statements for the year ended 31 October 1998.

Principal activity

The company is principally engaged in promoting rugby league football.

Business review

There was a loss for the year amounting to £247,063. The directors do not recommend the payment of a dividend and the loss has therefore been added to the deficit on the profit and loss account.

The club is in negotiations to establish a new location for the club that will enhance both playing and spectating facilities.

Directors

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

Mr T Ellard and Mr M Kay retire by rotation and being eligible offer themselves for re-election.

The interests of the directors in the shares of the company as at 1 November 1997 and 31 October 1998, were as follows:-

	31 October 1998 Number of shares	1 November 1997 Number of shares
T Ellard	562	562
-H Morris	300	300
E Ashton MBE	128	128
W Jelley	125	125
M Kay	393	393
E Latham	198	198

REPORT OF THE DIRECTORS (CONTINUED)

Directors' responsibilities for the financial statements

Company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company and of the profit or loss 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 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.

Land and buildings

During the period ended 31 October 1996 the land and buildings were revalued and the revised values incorporated in the financial statements.

Charitable and political contributions

Donations to charitable organisations amounted to £3,541.

Year 2000 compliance

Many computer systems which express dates using only the last two digits of the year may malfunction due to the date change to the year 2000. This risk to the business relates not only to the company's computer systems, but also to some degree on those of the company's customers and suppliers.

The company is in the process of assessing the risks resulting from this issue. When the analysis is complete the company will consider the likely impact on the business, develop action plans to deal with the key risks, and estimate the costs to be incurred.

Auditors

Grant Thornton offer themselves for re-appointment as auditors in accordance with section 385 of the Companies Act 1985.

BY ORDER OF THE BOARD

G Sutcliffe Secretary

5 January 1999

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REPORT OF THE AUDITORS TO THE MEMBERS OF

ST HELENS RUGBY FOOTBALL CLUB LIMITED

We have audited the financial statements on pages 4 to 17 which have been prepared under the accounting policies set out on pages 4 and 5.

Respective responsibilities of directors and auditors

As described on page 2 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. 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 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.

In forming our opinion, we have considered the adequacy of the disclosures made on page 4 of the financial statements concerning the continuation and renewal of the company's bank overdraft facility. In view of the significance of this matter we consider that it should be drawn to your attention but our opinion is not qualified in this respect.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31 October 1998 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

GRANT THORNTON
REGISTERED AUDITORS
CHARTERED ACCOUNTANTS
WARRINGTON

5 January 1999

PRINCIPAL ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost convention except that freehold land and buildings are shown at their revalued amounts.

The principal accounting policies of the company are set out below. The policies have remained unchanged from the previous year.

Going concern

The company meets its day to day working capital requirements through an overdraft facility which is repayable on demand. The nature of the company's business is such that there can be considerable variation in the timing of cash inflows. The directors have prepared projected cash flow information for the period ending 9 months from the date of their approval of these financial statements. On the basis of this cash flow information and discussions with the company's bankers, the directors consider that the company will continue to operate within the facility currently agreed and within that which they expect will be agreed on 10 May 1999 when the company's bankers are due to consider renewing the facility for a further period. However, the margin of facilities over requirements is not large and, inherently, there can be no certainty in relation to these matters. On this basis, the directors consider it appropriate to prepare the financial statements on the going concern basis. The financial statements do not include any adjustments that would result from a withdrawal of the overdraft facility by the company's bankers.

Turnover

Turnover is the total amount receivable by the company, excluding VAT and trade discounts.

Depreciation

Depreciation is calculated to write down the cost less estimated residual value of tangible fixed assets other than freehold land and buildings by annual amounts over their expected useful lives. The rates/periods generally applicable are:-

Fixtures, fittings and equipment 10% on written down value or 3 years on a straight line basis

Motor vehicles

25% on written down value

Depreciation is not provided on freehold property. This is a departure from Statement of Standard Accounting Practice 12, which states that depreciation should be provided on all fixed assets with a finite useful economic life. It is the policy of the company to maintain the property in such a condition that the residual values are at least equal to book value and consequently, any element of depreciation would, in the opinion of the directors, be immaterial. Residual values are appraised on a regular basis by reference to professional valuers. Provision will be made against the book value in the event of any permanent diminution in value.

Transfer fees

Fees payable to or receivable from other rugby football clubs on the transfer of a player's registration are dealt with through the profit and loss account in the accounting period in which the transfer of the player's registration takes place.

Investments

Investments are included at cost.

PRINCIPAL ACCOUNTING POLICIES (CONTINUED)

Stocks

Stocks are stated at the lower of cost and net realisable value.

Leased assets

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and depreciated over their expected useful lives. The interest element of leasing payments represents a constant proportion of the capital balance outstanding and is charged to the profit and loss account over the period of the lease.

All other leases are regarded as operating leases and the payments made under them are charged to the profit and loss account on a straight line basis over the lease term.

Contributions to pension funds

Defined contribution scheme

The pension costs charged against profits represent the amount of the contributions payable to the scheme in respect of the accounting period. The assets of the pension scheme are held separately from those of the company in independently administered funds.

Government grants

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

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 OCTOBER 1998

	Note	1998 £	1997 £
Turnover	1	2,613,231	3,465,383
Direct and other administrative costs	2	(2,840,260)	(3,150,582)
Operating (loss)/profit		(227,029)	314,801
Net interest payable	3	(65,534)	(48,987)
(Loss)/profit before transfer fees		(292,563)	265,814
Net transfer fees	4	45,500	27,500
Net (loss)/profit for the year	15	(247,063)	293,314

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

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

BALANCE SHEET AT 31 OCTOBER 1998

Note	1998 £	1997 £
7	1,431,834	1,454,806 27
٥		
	1,431,836	1,454,833
0	50.220	20.221
	-	39,321 147,663
10	1,160	1,160
	144,325	188,144
11	(1.286.620)	(1,034,347)
11		
	(1,142,295)	(846,203)
	289,541	608,630
12	(11,254)	(83,280)
	278,287	525,350
	7.000	4.000
	•	7,000 790,606
15	(519,319)	(272,256)
16	278,287	525,350
	7 8 9 10	Note £ 7 1,431,834 8 2 1,431,836

The financial statements were approved by the Board of Directors on 5 January 1999.

T Ellard

H Morris

Directors

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

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 OCTOBER 1998

	Note	1998 £	1997 £
Net cash (outflow)/inflow from	17	(17,488)	243,201
operating activities	17	(17,400)	
Returns on investments and servicing			
of finance			
Interest paid		(63,223)	(46,059)
Finance lease interest paid		(2,311)	(2,928)
N. A. and Comp. Sugar. working			
Net cash outflow from returns		(65,534)	(48,987)
on investments and servicing of finance		(05,554)	(40,707)
Capital expenditure and financial investment			
Purchase of tangible fixed assets		(3,905)	(26,528)
Sale of tangible fixed assets		1,900	4,000
Purchase of investments		•	(1)
Sale of investments		3,250	-
Out of involunting		· · · · · · · · · · · · · · · · · · ·	
Net cash inflow/(outflow) from capital expenditure			(22.222)
and financial investment		1,245	(22,529)
Financing			
Repayment of borrowing		(20,778)	(16,752)
Capital element of finance lease rentals		(11,480)	(15,687)
			
Net cash outflow from financing		(32,258)	(32,439)
(Decrease)/increase in cash	18	(114,035)	139,246
			

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

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 OCTOBER 1998

t	Turnover
	1 11 11 11 11 11 11 11

Turnover is attributable to the following classes of continuing business:-

	1998	1997
	£	£
Gate receipts and programme sales	658,786	1,181,721
Television fees	936,267	997,083
Sponsorship and advertising	488,457	533,109
Suite hire and executive promotions	63,753	90,996
Merchandising and other	376,861	605,485
Lottery donations	58,126	28,489
Rent	30,981	28,500
	2,613,231	3,465,383
Note: Gross profit on shop sales		
Sales	328,274	575,189
Cost of sales	223,022	293,494
Gross profit on shop sales	105,252	281,695
•		

Included within sponsorship and advertising income is a government grant of £25,000. The related expenditure is included within other operating charges.

2 Direct and other administrative costs

Direct and other administrative costs	1998 £	1997 £
Staff costs (note 5) Depreciation:	2,099,703	2,205,762
Tangible fixed assets, owned Tangible fixed assets, held under finance	19,857	22,086
leases and hire purchase contracts Hire of plant and machinery	3,860 16,729	3,365 9,559
Other operating leases Audit fees	1,100 6,000	3,196 6,000
Surplus on disposal of fixed assets	(1,965) 694.976	(1,905) 902,519
Other operating charges	2,840,260	3,150,582
	2,040,200	

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 1998

3	Net interest	1998	1997
		£	£
	On bank loans and overdrafts	59,195	35,477
	Finance charges in respect of finance leases	2,311	2,928
	Other interest payable and similar charges	4,028	10,582
		65,534	48,987
			
ļ	Net transfer fees		***
		1998	1997
		£	£
	Transfer fees receivable	477,500	123,000
	Transfer fees payable	(432,000)	(95,500)
		45,500	27,500
;	Employees		
	Staff costs during the year were as follows:-		
	•	1998	1997
		£	£
	Players wages	1,448,135	1,474,546
	Other staff	440,959	496,234
	Social security costs	202,300	222,515
	Pension costs	8,309	12,467
		2,099,703	2,205,762
	The average number of employees of the company during the y	vear was as follows:	
	• • • • • • • • • • • • • • • • • • • •	1998	1997
		Number	Number
	Playing staff	64	61
	Other staff	28	28
		92	89

The directors did not receive any remuneration in either the current or previous year.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 1998

6 Tax on (loss)/profit on ordinary activities

Unrelieved tax losses of approximately £1,440,000 remain available to offset against future taxable trading profits.

7 Tangible fixed assets

	Freehold land and buildings £	Fixtures, fittings and equipment £	Motor vehicles £	Total £
Cost or valuation At 1 November 1997 Additions Disposals	1,328,223	231,712 3,905	9,795 - (9,795)	1,569,730 3,905 (9,795)
At 31 October 1998	1,328,223	235,617		1,563,840
Depreciation At 1 November 1997 Provided in the year Eliminated on disposals	-	108,828 23,178	6,096 539 (6,635)	114,924 23,717 (6,635)
At 31 October 1998	<u>-</u>	132,006	-	132,006
Net book amount at 31 October 1998	1,328,223	103,611	<u>.</u>	1,431,834
Net book amount at 31 October 1997	1,328,223	122,884	3,699	1,454,806

The figures stated above include assets held under finance leases as follows:

	Fixtures fittings and equipment £
Net book amount at 31 October 1998	34,741
Net book amount at 31 October 1997	38,601
Depreciation provided in the year	3,860

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR 31 OCTOBER 1998

7 Tangible fixed assets (continued)

The figures stated above for cost or valuation include a valuation as follows:-

Lan	Land and buildings		
199			
	££		
At cost 548,10	2 548,102		
At valuation: (118,79	4) (118,794)		
1996 1995 898,91			
1,328,22	3 1,328,223		

On 23 January 1996, the land and buildings were revalued by Messrs. Edwards Symmons and Partners (FRICS). The basis of the valuation used was open market value, on an existing use basis.

No provision has been made in the deferred taxation account for the estimated corporation tax that would be payable on disposal at this valuation because, in the opinion of the directors, the land and buildings are unlikely to be disposed of in the foreseeable future, without being able to rollover the gain arising against the cost of new assets.

If the land and buildings had not been revalued, they would have been included on the historical cost basis at the following amounts:

	Land and buildings £
Cost Accumulated depreciation	548,102 (26,183)
Net book amount at 31 October 1998	521,919
Net book amount at 31 October 1997	521,919

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 1998

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8	Fixed asset investments		
	Total fixed asset investments comprise:-		
		1998	1997 £
		£	æ.
	Unlisted investments	2	27
9	Stocks	1998	1997
		£	£
	Goods for resale	50,320	39,321
			
10	Debtors		
10	<i>D</i> -0.000	1998	1997
		£	£
	Trade debtors	87,992	108,100
	Other debtors	2,210	2,190
	Prepayments and accrued income	2,643	37,373
		92,845	147,663
11	Creditors: amounts falling due within one year	1998	1997
		£	£
	Bank loans and overdrafts	625,968	511,933
	Trade creditors	109,066	105,610
	Social security and other taxes	128,460	91,045
	Loans from the Rugby Football League	238	778
	Other creditors	29,500	212 501
	Accruals and deferred income	384,600 8,788	313,501 11,480
	Amounts due under finance leases		
		1,286,620	1,034,347

The bank overdraft is secured by a legal mortgage over the freehold land and buildings and by a fixed and floating charge over all the assets of the company.

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 1998

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12	Creditors: amounts falling due after more than one year	1998	1997
		£	£
	Loans from the Rugby Football League	-	238
	Other creditors	-	59,000
	Accruals and deferred income	9,500	13,500
	Amounts due under finance leases	1,754	10,542
		11,254	83,280
13	Borrowings	1998	1997
		£	£
		625.069	511,933
	Bank loans and overdrafts	625,968 238	1,016
	Loans from the Rugby Football League	29,500	59,000
	Other creditors	10,542	22,022
	Amounts due under finance leases	10,542	
		666,248	593,971
			
	Borrowings are repayable as follows:-	1998	1997
		£	£
	Within one year	655 706	512,711
	Bank and other borrowings	655,706 8,788	11,480
	Finance leases	0,700	11,400
	After one and within two years	_	49,738
	Bank and other borrowings	1,754	8,788
	Finance leases	1,754	0,700
	After two and within five years	-	9,500
	Bank and other borrowings Finance leases	-	1,754
		666,248	593,971
			

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

14	Share capital	1	998 and 1997 £
	Authorised, allotted, called up and fully paid 14,000 ordinary shares of 50p each		7,000
15	Reserves	Revaluation reserve	Profit and loss account
	At 1 November 1997 Loss for the year	790,606	(272,256) (247,063)
	At 31 October 1998	790,606	(519,319)
	The balance on the revaluation reserve may not be distributed under Sec. 1985.	ction 263 of the	Companies Act
16	Reconciliation of movements in shareholders' funds	1998 £	1997 £
	(Loss)/profit for the financial year	(247,063)	293,314
	Net (decrease)/increase in shareholders' funds Shareholders' funds at 1 November 1997	(247,063) 525,350	293,314 232,036
	Shareholders' funds at 31 October 1998	278,287	525,350

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

17	Net cash (outflow)/inflow from op	erating activities		1998 £	1997 £
	Operating (loss)/profit			(181,529)	342,301
	Depreciation			23,717	25,451
	Loss/(profit) on sale of tangible fixe	ed assets		1,260 (3,225)	(1,905)
	Profit on sale of investments			(10,999)	(21,197)
	Increase in stock Decrease in debtors			54,818	34,460
	Increase/(decrease) in creditors			98,470	(135,909)
	Net cash (outflow)/inflow from ope	rating activities		(17,488)	243,201
18	Reconciliation of net cashflow to	movement in net debt		1998 £	1997 £
	(Decrease)/increase in cash in the y	rear		(114,035)	139,246
	Cash outflow from financing	Cat		20,778	16,752
	Cash outflow from finance leases			11,480	15,687
	Change in net debt resulting from c Inception of finance leases	eashflows		(81,777)	171,685 (16,779)
	Other non-cash items			9,500	
	Movement in net debt in the year			(72,277)	154,906
	Net debt at 1 November 1997			(592,811)	(747,717)
	Net debt at 31 October 1998			(665,088)	(592,811)
19	Analysis of changes in net debt				
		At 1 November			t 31 October
		1997	Cashflow	items	1998
		£	£	£	£
	Cash in hand	1,160	• •	-	1,160
	Overdraft	(511,933)	(114,035)		(625,968)
		(510,773)	(114,035)	_	(624,808)
	Debt	(60,016)	20,778	9,500	(29,738)
	Finance leases	(22,022)	11,480		(10,542)
		(592,811)	(81,777)	9,500	(665,088)
					=======

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 OCTOBER 1998

20 Capital commitments

The company had no capital commitments at 31 October 1998 or 31 October 1997.

21 Contingent liabilities

There were no contingent liabilities at 31 October 1998 or 31 October 1997.

22 Pensions

Defined contribution scheme

The company operates a defined contribution pension scheme. The assets of the scheme are administered by trustees in a fund independent from those of the company.

23 Leasing commitments

Operating lease payments amounting to £12,332 (1997: £3,560) are due within one year. The leases to which these amounts relate expire as follows:-

	1998 Land and buildings £	1998 Other £	1997 Land and buildings £	1997 Other
Between two and five years In five years or more	1,100	9,464 1,768	1,100	2,460
	1,100	11,232	1,100	2,460