

REGISTRATION NUMBER IP29244R

BEES UNITED
The Brentford Supporters' Trust

BRENTFORD FOOTBALL COMMUNITY SOCIETY LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2008

BRENTFORD FOOTBALL COMMUNITY SOCIETY LIMITED

SOCIETY INFORMATION

FOR THE YEAR ENDED 31 MAY 2008

Officers and advisers	David Merritt (Chairman) Stephen Callen (Treasurer) Chris Gammon (Secretary) David Hawes Donald Kerr Trevor Inns Natasha Judge Matt Dolman Paul Stedman
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Company Number	IP29244R
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Registered Office	Griffin Park Braemer Road Brentford Middlesex TW8 0NT
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Auditors	Levy + Partners Ltd. 86/88 South Ealing Road Ealing London W5 4QB
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Bankers	The Co-operative Bank Kings Valley Yew Street Stockport Cheshire SK4 2JU
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	Barclays Bank PLC P O Box 32014 London NW1 2ZG
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BRENTFORD FOOTBALL COMMUNITY SOCIETY LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2008

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BRENTFORD FOOTBALL COMMUNITY SOCIETY LIMITED

CHAIRMAN'S STATEMENT

FOR THE YEAR ENDED 31 MAY 2008

This is the second Annual Chairman's Statement that reports on a full year of operations for the Bees United group of companies, including Bees United ("BU", the Supporters' Trust and ultimate parent company of all subsidiaries), Brentford Football Club Limited ("BFC"), Brentford Football Club (Lionel Road) Ltd ("BFCLR"), Griffin Park Stadium Ltd ("GPSL") and Brentford Holdings Ltd ("BHL").

Consistent with previous years the subsidiaries results are not consolidated into the financial statements for BU, but are detailed in note 5 to the accounts.

The Bees United group has had another difficult year both operationally and financially, driven in both cases by our main subsidiary company, BFC. It is clear that the group is not operating in a way that is sustainable in the long term, and this is the biggest challenge facing the boards of both BU and of BFC.

Bees United- The Trust

As a standalone entity BU had revenues of £131,041 (2007:£151,949) and an operating profit of £95,148 (2007:£103,513). At the Year End BU was owed a total of £1,987,911 by BFC, and BU in turn owed £1,580,261 (2007:£1,031,066) to third parties, demonstrating that to date a total of £407,650 (2007:£335,595) has been raised by BU from its members and general fundraising and used to support BFC through loans.

Membership at the Year End was 1,735 (2007:1,528), although it should be noted that this was noticeably impacted by the decision to include BU membership as a default position on BFC season ticket application forms. This positive impact will therefore reverse in 2009 following the decision to revert to the previous season ticket format.

Brian Burgess stepped down as Chairman of BU at the 2007 AGM, and I replaced him after being appointed by the Board of BU. Brian's efforts on behalf of the BU cause have been incredibly successful over the years (he drove the acquisition of the shareholding in BFC and the associated financing) and we owe him a huge debt of gratitude. I am pleased to confirm that his efforts are not ceasing -his handover to me was comprehensive, and his reason for resignation was to dedicate his time to driving the Lionel Road Stadium project (see below).

BU relies on the volunteer effort of a large number of people, and the contribution of financial support from an even greater number. To justify that we have taken steps to make the BU Board both smaller and more efficient, and to present ourselves as a professional commercial organisation, a democratic organisation and a community -based organisation. We have also focused our minds on the fundamental challenge we face the very reason for the existence of BU creating a sustainable successful future of Brentford Football Club (see "Looking to the Future" below).

Our Main Subsidiary- Brentford Football Club

During the period to which this report relates, BFC parted company with both its Manager (Terry Butcher) and its CEO (Keith Dickens), made a financial loss of £499,960 (2007:£60,896) and had total debts (including to group companies) of £9,058,674 (2007:£8,829,566).

BRENTFORD FOOTBALL COMMUNITY SOCIETY LIMITED

CHAIRMAN'S STATEMENT

FOR THE YEAR ENDED 31 MAY 2008

Performance on the pitch began very poorly, and improved after the promotion of Andy Scott (the fifth Manager in two years), enabling the Club to finish the 07/08 season in 14th place in The Football League Division Two. Andy Scott has performed well to date, and I am pleased we have moved to provide security for his tenure as Manager.

Off the pitch the task is as great as ever, with much of the cost base being very difficult to tackle. The Club Shop has been particularly challenging, impacting on both the period of this report and more recently. I am particularly grateful to David Heath, and others for taking unpaid executive positions in BFC and their support is much appreciated.

Our Other Subsidiary Companies

BFCLR, the new subsidiary company led by Brian Burgess (ex-BU Chairman), and Chris Gammon (ex-BU Board Member and current BU Secretary) continues to be a success. It is moving forward with the Lionel Road stadium concept and winning friends in important places amongst the political groups, with our development partners and with the local communities. BU provides a credible community based ownership model which is critical to much of this support. BFCLR is entirely self-financing and profit for the period was £55,932. The current economic climate makes it very difficult to forecast timescales for progress over the next few years with any confidence, but Lionel Road remains a fantastic opportunity for BU to transform Brentford Football Club and the financial performance of the group.

No material events occurred in relation to BHL or GPSL.

Looking to the Future

The financial plight of Brentford is not unusual in football. Many of our fellow Clubs are in an equally bad (and often worse) state. In my view it is not credible for future seasons to start with three teams already on negative points, and during the summer I wrote to Lord Mawhinney (Chairman of the Football League) regarding the state of football finances. Some of the challenges faced by BU are due to the fact that we have to compete with clubs that operate unsustainably, and if we can persuade the governing bodies to regulate clubs before the event (rather than after) it will make our life easier and our future and that of all football clubs more secure.

Unfortunately I suspect it will be some time before things change in the industry, and having other clubs in a similar situation is of little comfort. Sustainable operation of Brentford Football Club is therefore critical regardless of the wider picture.

Given that Lionel Road remains some years away, and our universal ambition is for Brentford Football Club is to play well and to move upward in the Leagues, we are faced with the same simple choices that all owners face:

1. Get new (paying) supporters/sponsors for BFC
2. Increase revenue from existing sources.
3. Reduce the playing budget
4. Reduce the off the pitch costs
5. Borrow money against the value of Griffin Park, or raise cash as equity (shares), to fund the shortfall.

BRENTFORD FOOTBALL COMMUNITY SOCIETY LIMITED

CHAIRMAN'S STATEMENT

FOR THE YEAR ENDED 31 MAY 2008

The combination of these measures that is put into practice will determine the future of Brentford Football Club, and it is therefore critical that the boards of BFC (the first point of decision making) and BU (with ultimate responsibility) are aligned in ambition, in strategy and in action. We will need to be innovative in how we approach these choices (a simplistic targeting of any one area will do more harm than good), and we will need to be realistic.

I am pleased to end this statement with the conclusion that Bees United is as critical as ever to the future of Brentford Football Club. Large Strides forward have been made, and more are to come. Democracy is at the core of Bees United, and you, the paying members of the Trust have the power to determine the future. The vitality of the organisation is demonstrated by having 6 candidates for 4 positions in the November 2008 elections, and I am confident that in this and in future decisions you, the members, will use your democratic power wisely. A strong BU membership supporting a strong BU board is a recipe for success.

David Merritt

Chairman

21 November 2008

BRENTFORD FOOTBALL COMMUNITY SOCIETY LIMITED

BOARD MEMBERS' REPORT

FOR THE YEAR ENDED 31 MAY 2008

The Board Members present their report with the financial statements of the Society for the year ended 31 May 2008.

Principal activities

The Society's principal activity during the year continued to be that of a football supporter society.

Constitution

The Society is registered under the Industrial and Provident Societies Acts 1965-1978.

Guiding Principles:

The Society is run on the following fundamental principles:

- . Accountability- through annual elections to the Society Board in line with Supporters' Direct recommended practice ;
- . Democracy - by fully involving members in key decisions of the society and operating in an engaging manner;
- . Inclusive - by setting a membership fee that is affordable to all and open to all;
- . Open - by being transparent in all our activities.

Principal Aims :

The Society was set up with the following principal aims:

- . To maintain a senior Professional football club in the local community;
- . To bring the benefits of football closer to the community;
- . To have elected supporter representation on the Board of the Club;
- . To raise sufficient funds to invest in the club in pursuance of the above.

Board Members

Currently Serving

Year elected Until

Elected Directors

David Merritt (Chairman)	2007	2010
Stephen Callen	2007	2010
Matt Dolman	2005	2008
David Hawes	2005	2008
Donald Kerr	2007	2010
Trevor Inns	2006	2009
Natasha Judge	2006	2009

Loan Note Holders representative

Paul Stedman	2006	2008
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Former Directors

Year retired

Alison Franklin	2007
Bruce Powell	2007
Joseph Bourke	2007
Brian Sawyer	2007

BRENTFORD FOOTBALL COMMUNITY SOCIETY LIMITED

BOARD MEMBERS' REPORT

FOR THE YEAR ENDED 31 MAY 2008

Brian Burgess	2008
Mark Chapman	2008

Society board members each serve for three years. The following members, having served a three year term, retire at the forthcoming AGM: Matt Dolman and David Hawes. Trevor Inns has indicated his intention to retire at the conclusion of the AGM.

Statement of Board Members' Responsibilities

The Friendly and Industrial and Provident Societies Act 1968 requires the board members to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the society and of the surplus or deficiency for that year. In preparing those financial statements, the board members are required to:

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

The board members are responsible for maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the society and to enable them to ensure that the financial statements comply with the Friendly and Industrial and Provident Societies Act 1968 and the Industrial and Provident Societies Act 1965. They are also responsible for safeguarding the assets of the society and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The board members are responsible for maintenance and integrity of company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statement may differ from legislation in other jurisdiction.

Statement as to disclosure of information to the auditors

So far as the board members are aware, there is no relevant audit information of which the society's auditors are unaware, and each board member has taken all the steps that he ought to have taken as a board member in order to make himself aware of any relevant audit information and to establish the society's auditors are aware of the information.

Auditors

A resolution to reappoint Levy + Partners Ltd as auditors will be put to the members at the Annual General Meeting. This report was approved by the board on 21 November 2008

Signed on behalf of the board

David Merritt (Chairman)

Stephen Callen (Treasurer)

C Gammon- (Secretary)

**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF
BRENTFORD FOOTBALL COMMUNITY SOCIETY LIMITED
FOR THE YEAR ENDED 31 MAY 2008**

We have audited the financial statements of Brentford Football Community Society Limited for the year ended 31 May 2008 which comprise the Income and Expenditure Account, the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the society's members, as a body, in accordance with Section 4 of the Friendly and Industrial and Provident Societies Act 1968. Our audit work has been undertaken so that we might state to the society's members those matters we are required to state to them in an auditor's 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 society and the society's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of Board Members and Auditors

As described in the Statement of Board Members' Report the board members are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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 Industrial and Provident Societies Act 1965 and the Friendly and Industrial and Provident Societies Act 1968. We also report to you if, in our opinion, the Board Members Report is not consistent with the financial statements, if the society 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 boards' remuneration and transactions with the society is not disclosed, or if a satisfactory system of internal control has not been established and maintained.

We also consider the requirement 5.3(a)c of Friendly and Industrial and Provident Society Act 1968 for the exemption requirement in respect of the Group Accounts.

We read the Board Members' Report and consider whether it is consistent with the audited financial statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies within 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 board members in the preparation of the financial statements, and of whether the accounting policies are appropriate to the society's circumstances, consistently applied and adequately disclosed.

**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF
BRENTFORD FOOTBALL COMMUNITY SOCIETY LIMITED
FOR THE YEAR ENDED 31 MAY 2008**

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, in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, of the state of the society's affairs as at 31 May 2008 and of its excess of income over expenditure for the year then ended;
- the financial statements have been properly prepared in accordance with the Industrial and Provident Societies Act 1965 and the Friendly and Industrial and Provident Societies Act 1968 and;
- the information given in the Board Members Report is consistent with the financial statements.

Exemption from Requirements in respect of Group Accounts

Under 5.3(a)c of the Friendly and Industrial and Provident Societies Act 1968, we agree with the committee of the society that grounds given in the original application continued to apply throughout the year of account.

Levy + Partners Ltd.
Chartered Accountants & Registered Auditors
86/88 South Ealing Road
Ealing
London

Date: 21 November 2008

BRENTFORD FOOTBALL COMMUNITY SOCIETY LIMITED

INCOME AND EXPENDITURE

FOR THE YEAR ENDED 31 MAY 2008

		2008	2007
	Notes	£	£
Income	2	128,839	149,920
Expenditure		(35,884)	(48,436)
Operating surplus	3	92,955	101,484
Interest receivable and similar income		2,202	2,029
Surplus for the year		95,157	103,513
Tax on excess of Income over Expenditure	4	(9)	-
Net Surplus for the year		95,148	103,513
Retained surplus brought forward		420,339	316,826
Retained surplus carried forward		<u>515,487</u>	<u>420,339</u>

BRENTFORD FOOTBALL COMMUNITY SOCIETY LIMITED

BALANCE SHEET

AT 31 MAY 2008

		2008		2007	
	Notes	£	£	£	£
Fixed assets					
Investments	5		2		2
Current assets					
Debtors	6	1,987,911		1,366,661	
Cash at bank and in hand		109,497		86,174	
		<u>2,097,408</u>		<u>1,452,835</u>	
Creditors: amounts falling due within one year	7	<u>(748,740)</u>		<u>(202,843)</u>	
Net current assets			<u>1,348,668</u>		<u>1,249,992</u>
Total assets less current liabilities			1,348,670		1,249,994
Creditors: amounts falling due after more than one year	8		<u>(831,521)</u>		<u>(828,223)</u>
Net assets			<u>517,149</u>		<u>421,771</u>
Capital and reserves					
Share capital	9		1,662		1,432
Profit and loss account			<u>515,487</u>		<u>420,339</u>
Shareholders' funds			<u>517,149</u>		<u>421,771</u>

The financial statements were approved by the Board on 21 November 2008 and signed on its behalf by

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David Merritt
Chairman

.....
Stephen Callen
Treasurer

.....
Chris Gammon
Secretary

BRENTFORD FOOTBALL COMMUNITY SOCIETY LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2008

1. Accounting policies

1.1. Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities.(FRSSE effective January 2007)

Cash flow statement

The society has taken advantage of the exemption in the Financial Reporting Standard for Smaller Entities (FRSSE effective January 2007) from including a cashflow statement on the grounds that the society is small.

1.2. Members Subscription Income

Members subscriptions for both annual and life memberships are recognised as income on a receipts basis.

1.3. Consolidation

No consolidated accounts have been prepared as, in the opinion of the society board, these would be misleading to members due to the differing business of the football club to that of the society, and the fact that society shareholders are not entitled to any share of profits or distribution of assets from group companies.

2. Turnover

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the UK.

3. Operating profit

	2008	2007
	£	£
Operating profit is stated after charging:		
Auditors' remuneration	2,938	2,350
	<u> </u>	<u> </u>

4. Taxation

	2008	2007
	£	£
UK current year taxation		
UK Corporation Tax	9	-
	<u> </u>	<u> </u>

BRENTFORD FOOTBALL COMMUNITY SOCIETY LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2008

5. Investments

	Investment in Subsidiary Undertakings	Total
	£	£
Cost		
At 31 May 2007	2	2
At 31 May 2008	<u>2</u>	<u>2</u>

Investments have been stated at the purchase cost of shares acquired. Costs of acquisition have been written off in the income and expenditure account.

The company holds 20% or more of the share capital of the following companies:

Company	Country of registration or incorporation	Shares held Class	%
Brentford FC Limited	England and Wales	Ordinary	60
		2008	2007
Aggregate capital and reserves		1,371,305	1,876,367
Profit/(loss) for the year		(499,960)	(60,896)
Brentford Holdings Limited	England and Wales	Ordinary	90
		2008	2007
Aggregate capital and reserves		42647	42,647
Profit/(loss) for the year		NIL	1,641
Griffin Park Stadium Limited	England and Wales	Ordinary	53
		2008	2007
Aggregate capital and reserves		1311040	1,315,164
Profit/(loss) for the year		(4124)	(673)

BRENTFORD FOOTBALL COMMUNITY SOCIETY LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2008

6. Debtors

	2008	2007
	£	£
Secured loans to Brentford FC Limited	1,625,000	1,080,000
Unsecured loans to group undertakings	362,911	286,661
	<u>1,987,911</u>	<u>1,366,661</u>

7. Creditors: amounts falling due within one year

	2008	2007
	£	£
Bank loan(Secured)	60,031	60,031
Loan notes	134,000	134,000
Loans from board members	-	250
Loans from former board members	-	500
Loan repayable 31 January 2009	550,000	-
Accruals and deferred income	4,709	8,062
	<u>748,740</u>	<u>202,843</u>

8. Creditors: amounts falling due after more than one year

	2008	2007
	£	£
Bank loan(Secured)	86,521	128,223
Loan repayable February 2012	595,000	-
Loan repayable 31 January 2009	-	550,000
Loan repayable 31 January 2011	150,000	150,000
	<u>831,521</u>	<u>828,223</u>

The bank loan carries interest at a rate of 2.562% above base rate. At the year end Barclays Base Rate was 5%.

The loans repayable are interest free except for £100,000 which carries interest at 2% per annum.

BRENTFORD FOOTBALL COMMUNITY SOCIETY LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2008

9. Share capital

The company does not have an authorised share capital. Each adult member own one share in the society which is not transferrable. The share is cancelled if an individual ceases to be a member.

	Full members	Junior members	Other members	Total members
At 1 June 2007	1432	93	3	1528
Joined in year	674	5	10	689
Lapsed membership	444	34	4	482
At 31 May 2008	1662	64	9	1735
Movement in shares			2008	2007
			£	£
At 1 June 2007			1432	1460
Share issued			674	144
Lapsed memberships			(444)	(172)
At 31 May 2008			1662	1432

10. Contingent liabilities

The Society has provided guarantees in respect of loans to Brentford FC Limited of £2,029,476 from M. Benham and £500,000 from Hounslow Borough Council. Additionally, the Society has guaranteed and overdraft facility for Brentford FC Limited of £500,000 from Barclays Bank PLC. As at 31 May 2008 the amount outstanding under the overdraft was £408,160.

BRENTFORD FOOTBALL COMMUNITY SOCIETY LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MAY 2008

11. Related party transactions

The society has outstanding loans of £250,000 due to Mr A Bird;£100,000 due to Vine Developments Ltd;£100,000 due to Lee Savell Properties Ltd and £200,000 due to 7H UK Ltd.

Mr A Bird is a Director of Brentford FC Limited, a subsidiary of the Society.

Vine Developments Ltd is controlled by Mr G Dyke, a Director of Brentford FC Limited, a subsidiary of the Society.

Lee Savell Properties Ltd is controlled by Mr E B Rogers, a Director of Brentford FC Limited.

7H UK Ltd is controlled by Mr I Jones, a Director of Brentford FC Limited.

Mr A Bird ,Vine Development Ltd and 7H UK Ltd receive no interest on the loan balances.Lee Savell Properties receive notional interest at 2% per annum. An interest cost of £2,000 (2007 £2000) is recorded in these financial statements.

Mr S G Callen, a Board member of the Society, has personally guaranteed the Society's bank loan.

Loans due to Board members were none at the year end (2007 £250).

Loan notes held by Board members were £ 7,000 at the year end (2007 £ 9000)

Loan notes held by independent directors of Brentford FC Limited were £6,000 (2007 £5,000)

BRENTFORD FOOTBALL COMMUNITY SOCIETY LIMITED**DETAILED INCOME AND EXPENDITURE****FOR THE YEAR ENDED 31 MAY 2008**

	2008		2007	
	£	£	£	£
Income from members				
Members' annual subscriptions	9,249		4,552	
Life memberships	-		1,500	
Lapsed memberships	444		172	
Members' standing order payments	76,576		80,703	
		<u>86,269</u>		<u>86,927</u>
Other Income				
Sponsored walks/bike rides	10,566		2,066	
Matchday collections	4,475		10,401	
Quizzes/auctions	200		325	
Stripes evenings	668		704	
Collection tins	1,200		1,496	
Justgiving	-		222	
Players' fund donations	-		84	
Fighting chance donations	-		5,685	
Other donations	-		7,827	
Recycling schemes	61		395	
Buy a brick	3,496		149	
Sponsor a striker	1,947		1,987	
Sundry fundraising	1,194		1,191	
Corporate sponsorship	6,712		12,000	
Corporate donations	11,479		18,461	
Easy fundraising	572		-	
		<u>42,570</u>		<u>62,993</u>
Interest receivable				
Interest receivable	2,202		2,029	
		<u>2,202</u>		<u>2,029</u>
Income for the year		<u>131,041</u>		<u>151,949</u>

BRENTFORD FOOTBALL COMMUNITY SOCIETY LIMITED

DETAILED INCOME AND EXPENDITURE

FOR THE YEAR ENDED 31 MAY 2008

	2008		2007	
	£	£	£	£
Deduct: Expenses				
Printing, postage and stationery	7,955		7,627	
Travelling and subsistence	237		-	
Advertising	-		68	
Legal and professional	35		2,363	
Audit	2,938		2,350	
Bank charges	594		637	
General expenses	80		-	
Subscriptions and memberships	945		-	
Players' fund donations to BFC	-		20,145	
Fundraising expenses	3,662		680	
Interest payable	19,438		14,566	
		<u>(35,884)</u>		<u>48,436</u>
Surplus for the year		<u>95,157</u>		<u>103,513</u>