

ANNUAL RETURN
Industrial and Provident Societies Act 1965
 Revised 2003

BRENTFORD FOOTBALL COMMUNITY SOCIETY LTD
 GRIFFIN PARK
 BRAEMAR ROAD
 BRENTFORD
 MIDDLESEX TW8 0NT
 Registration No. 29244R

If the details opposite are incorrect, please amend

Unless otherwise authorised, the society's year end must be between 31 August and 31 January inclusive

Year ended 31st Day May Month 2004 Year

- * The society's annual return is made up of two parts. This form (R/IP/AR30) in all cases constitutes the first part and must be signed by the society's secretary.
- * The second part of the annual return should normally be a set of printed accounts which should be audited by a qualified auditor (if required by law). However, societies not producing accounts to the minimum standard required must complete a supplementary return obtained from the London address of the Financial Services Authority (FSA) using the telephone number detailed below. Page 5 of the Information note enclosed provides further information on this subject.
- * Correction fluid must not be used. Any errors should be crossed through and the correction initialled by the Secretary.
- * An Information Note AR30(I) on the completion of an annual return is enclosed.
- * All the required information must be submitted within 7 months of the year end date. Failure to submit the documents constituting your society's annual return by the due date is an offence and may result in prosecution.

This form, together with the printed accounts (or supplementary return), and the auditors report (if required by law) must be submitted to:

For all societies in England, Scotland and Wales
 The Financial Services Authority
 Mutual Societies Returns Team
 25 The North Colonnade
 Canary Wharf
 London E14 5HS
 Telephone 020 7066 1000 (Please quote Mutuals Data Capture Team)

For Official Use

	Date Received	Ab	Ex	Rc
1 st	31 / 12 / 04	RE	R	a
2 nd				

All societies must answer all of the following questions whether the answers are yes or no, and provide all other information requested.

(A society stating below that the Inland Revenue accepts that it is a charity for tax purposes should enclose a copy of the Revenue's letter confirming such tax treatment)

(Please tick boxes or enter information as appropriate)

Does the society take deposits (excluding withdrawable shares) within the meaning of the Banking Act 1987?

Yes		No	<input checked="" type="checkbox"/>
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Does the society hold deposits (excluding withdrawable shares) taken previously, even though it does not currently take them, within the meaning of the Banking Act 1987?

Yes		No	<input checked="" type="checkbox"/>
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Is the society a subsidiary of another society?

Yes		No	<input checked="" type="checkbox"/>
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Does the society have one or more subsidiaries?

Yes		No	<input checked="" type="checkbox"/>
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Is the society currently accepted by the Inland Revenue as a charity for tax purposes?

Yes		No	<input checked="" type="checkbox"/>
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If yes, the society will have received a letter from the Revenue confirming this. A copy of the Revenue's letter should be submitted with this return. Has the society enclosed a copy of the Revenue's letter with this return?

Yes		No	
-----	--	----	--

Please quote the reference number of any such letter received from the Inland Revenue

N/A

Is the society registered with the Housing Corporation, the National Assembly or Scottish Homes?

Yes		No	<input checked="" type="checkbox"/>
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If yes, which one? (Please write: Housing Corporation, the National Assembly or Scottish Homes).

N/A

Housing Corporation, National Assembly or Scottish Homes registration number (if any)

N/A

Is the society an insurance undertaking?

Yes		No	<input checked="" type="checkbox"/>
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Does the society undertake mortgage business?

Yes		No	<input checked="" type="checkbox"/>
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Name of any organisation to which the society is affiliated

N/A

STATISTICS

(These may be used for input in the FSA's Annual Report)

All Societies must complete boxes 1 – 12 with complete figures and NIL where applicable

1. Members

At beginning of year		1,324
Ceased during year		290
Admitted during year		63
At end of year	1	1,097

For details and explanations of items 2 – 17 see Information Note R/FS/AR30(I)

£

2. Turnover for year	2	144,200
3. Total of Income and Expenditure (Receipts and Payments)	3	156,995
4. Net surplus/(deficit) for year	4	131,409
5. Fixed assets	5	NIL
6. Current assets	6	359,284
7. TOTAL ASSETS (This amount should also equal the amount shown in Box 12 below)	7	395,284
8. Current liabilities	8	91,750
9. Share capital	9	1,097
10. Long term liabilities	10	NIL
11. Reserves	11	266,437
12. TOTAL LIABILITIES (This amount should also equal the amount shown in Box 7 above)	12	359,284

All Societies (excluding clubs) must complete boxes 13 – 17 (With NIL where applicable)

13. Investments in other Industrial and Provident Societies	13	NIL
14. Loans from members	14	91,750
15. Loans from Employees' Superannuation Schemes	15	NIL
16. Dividends on sales	16	NIL
17. Share interest	17	NIL

THE AUDIT

Please tick the box which shows the audit type used for the attached accounts (see page 6 of Information Note R/IP/AR30(I)) for further information:)

<input checked="" type="checkbox"/>	Full Professional Audit	<input type="checkbox"/>	Lay Audit
<input type="checkbox"/>	Audit Exemption Report	<input type="checkbox"/>	Unaudited

Note: a rule change may be necessary, in addition to a resolution under S4A(2) of the Friendly and Industrial & Provident Societies Act 1968, in order to dispense with a full professional audit.

If a full professional audit has not been carried out, do the society's registered rules allow the society not to undertake a full professional audit?

<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
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If a full professional audit has not been carried out, has the membership passed at general meeting, in accordance with section 4A(2) of the Friendly and Industrial & Provident Societies Act 1968, a resolution allowing the society not to undertake a full professional audit for the year of account in question?

<input type="checkbox"/>	Yes	<input type="checkbox"/>	No
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Date: The date on which the accounts and balance sheet will be/were laid before the AGM

DATE

Secretary's certificate I certify that the information contained herein is to the best of my knowledge and belief, correct.

Secretary's signature

DATE

Check List

Please (✓) boxes

Has the secretary signed this form	<input checked="" type="checkbox"/>
Do the printed accounts bear the original signatures of:	
The auditor? (if required by law)	<input checked="" type="checkbox"/>
The secretary?	<input checked="" type="checkbox"/>
Two committee members?	<input checked="" type="checkbox"/>

Signed
Mrs

Registration Number 29244 R

DOCUMENT AUTHORISED
FOR FILING ON
PUBLIC RECORD FILE

Brentford Football Community Society Limited

Accounts for the year to 31 May 2004

RECEIVED IN REVENUE &
INFORMATION MANAGEMENT
31 DEC 2004

Brentford Football Community Society Ltd

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Brentford Football Community Society Ltd

Officers and Advisers

Chairman : Brian Burgess

Chief Executive : John McGlashan

Secretary : Bruce Powell

Finance Director : Stephen Callen

Legal Officer : Andrew Wainwright

Other Board members :

John Anderson

Joe Bourke

Matt Dolman

Alan Fowler

John Huggins

Pete Johnston

Peter Smith

Paul Stedman

Registered Office : Griffin Park
Braemar Road
Brentford
Middx TW9 0NT

Registration No.: 29244 R

Auditors: Alvis & Company (Accountants) Limited
Milton House
33a Milton Road
Hampton
Middlesex
TW12 2LL

Bankers : The Co-Operative Bank
Kings Valley
Yew Street
Stockport
Cheshire
SK4 2JU

Brentford Football Community Society Ltd

Chairman's Statement

The year to 31 May 2004 covered the first full football season in which Bees United, the Supporters Trust, had three nominated directors on the board of Brentford FC Ltd, of which two, John McGlashan and Stephen Callen, were executive directors of the Club.

Guiding the Football Club

This meant that the priorities for the year focused on ensuring the Club could survive the season, undertaking 'on the job' due diligence in preparation for a potential acquisition of a majority shareholding and laying the foundations for a more stable future.

With a combination of prudent financial management, good judgement in appointing a new football manager and plain good luck the Club avoided falling into administration and relegation. John and Stephen deserve credit and thanks for their efforts and dedication in keeping the Club in business.

Fundraising

Survival would not have been possible, however, without the ceaseless fundraising efforts of Bees United members. These enabled Bees United to advance a further £225,000 in loans to the Club, bringing the total to £350,000.

Compared with the previous year Bees United's income remained steady at £144,200 (£144,807 to May 2003). Expenditure reduced to £12,795 (compared with £16,545) giving a slightly increased surplus for the year of £131,409 (compared with £128,236). Membership at 31 May 2004 was 1168.

Lessons learnt

The first full season with our hands on the steering wheel of the Club meant some steep learning curves. Prior to the appointment of Martin Allen as the Club's football manager, poor performances on the pitch meant falling attendances and revenue and the prospect of relegation. It brought home the sharp dilemmas facing those setting the Club's budget:

- Brentford is a football business and in the foreseeable future will stand or fall on its playing performance.
- The playing budget has to be enough to deliver performances that attract sufficient paying customers to finance it.
- The only option for funding any Club deficit is further fundraising by Bees United.

In emphasising how dependant the Club is on matchday revenue this illustrates how essential it is to implement Bees United's strategy of increasing non-football related revenue to achieve a more sustainable business model.

The plans for a new stadium are key to this long-term strategy and whilst some slow progress had been made it became clear that the Bees United nominated Executive Directors needed to devote more of their time to the long term issues of a new stadium, finding ways to restructure the Club's finances and to enable Bees United to exercise its option to acquire the 60% shareholding from Altonwood before May 2005 and less time on day to day operational matters. The Brentford FC board has expressed its full support for the Bees United strategy and has re-organised the roles and responsibilities of the Club's Senior Management Team to reflect this necessary shift in emphasis.

Governance

The question of how much influence the Bees United board should have over the Brentford FC board has been the subject of much debate among people who care about how the Club is run. It is clear from talking to other supporters' trusts that have a stake in ownership or running of their clubs that they too are grappling with the same thorny issues. They too are trying to define the different roles of club board members and trust board members and the accountability between them.

Brentford Football Community Society Ltd

Chairman's Statement (continued)

We are all blazing a new trail in the football industry. Anyone who tries to do something new and different will have to sort out problems that have never been tackled before. We want to change the way football clubs are run. To move away from the typical boom and bust cycles when wealthy individuals invest in clubs when it suits them and then put the clubs' existence in jeopardy when its no longer fun and they want to pull out.

The direct election in September of a Bees United member, Graham Hall, to the football club board was another step forward in improving transparency and accountability to supporters who are providing the funds to keep the Club out of administration. The Bees United board has also approved three policy documents to provide greater clarity :

- Code of Conduct for Brentford Football Club Directors
- Conflict of Interest Policy
- Guidelines on matters requiring consultation by Bees United nominated members of the Brentford FC Ltd board with the Bees United board.

Focus for the year ahead

The Bees United board are now focused on the complex and difficult challenges referred to above.

The option agreement with Altonwood will enable Bees United to acquire the shares in the Club and Griffin Park Stadium Ltd for £1 each, provided we can release Altonwood from the guarantees they have in place, which are securing £4 million of the Club's £4.5 million overdraft. We have until the end of May 2005 to pay off the overdraft or put alternative financing arrangements in place.

A number of initiatives are being actively pursued, but as Chairman I would like to hear from anyone with ideas or contacts that may be able to help. If you have deep pockets, please come forward !

Community initiatives

Although the plight of the football club has dominated our agenda, we have still been acutely conscious of our remit to build closer links with local communities. The Bees United board have actively supported initiatives by the Club's excellent Football in the Community (FITC) scheme, the new Griffin Park Learning Zone and the women's football team.

Thank you

Finally I would like to thank the Bees United board, and all our members who have contributed their time, energy and resourcefulness this year and all the other individuals and organisations that have given us advice, encouragement and support. Particular thanks are due to Paul Stedman, who has decided to stand down at the Annual General Meeting because of pressure of work and other commitments. I am sorry that the Board is losing such a dedicated member and thank him for all his hard work and commitment.

The year to 31 May 2005 will be a critical one in the history of Brentford Football Club. The outcome is uncertain, but one thing we can be sure of is that Bees United members will be making huge efforts to secure a stable long term future for the Club.



Brian Burgess
Chairman

18th November 2004

**INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF
BRENTFORD FOOTBALL COMMUNITY SOCIETY LIMITED**

We have audited the financial statements of Brentford Football Community Society Limited for the year ended 31 May 2004, which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein.

Respective responsibilities of committee members and auditors

The committee members' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards are set out in the Statement of Committee Members' Responsibilities.

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

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 Friendly and Industrial and Provident Societies Act 1968 and the Industrial and Provident Societies Act 1965. We also report to you if, in our opinion, the Committee Members' Report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law 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 Chairman's Statement and Society Board 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

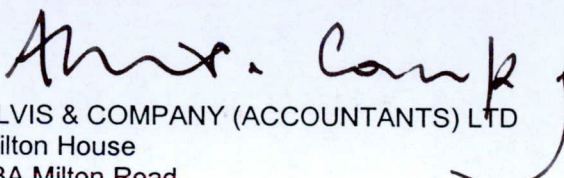
We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates 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 the company's affairs as at 31 May 2004 and of its profit for the year then ended and have been properly prepared in accordance with the Friendly and Industrial and Provident Societies Act 1968 and the Industrial and Provident Societies Act 1965.

Registered auditors:


ALVIS & COMPANY (ACCOUNTANTS) LTD
Milton House
33A Milton Road
Hampton
Middlesex TW12 2LL

Date 19/11/2004

Brentford Football Community Society Ltd

Board Members Report
for the year ended 31 May 2004

The board members are required to prepare financial statements for each financial period, which give a true and fair view of the state of affairs of the Society and of the income and expenditure of the Society for that period. These statements are required to be audited by independent auditors and copies made available to members.

In preparing those financial statements the board members are required to :-

- select suitable accounting policies and 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 assume that the Society will continue in business.

The board members are responsible for keeping 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.

This report was approved by the board on 21st October 2004 and signed on its behalf by



Bruce Powell
Secretary

Brentford Football Community Society Ltd

Income and Expenditure Account
for the year ended 31 May 2004

	£	2004 £	£	2003 £
Income				
Income from members				
Members subscriptions		6355		12665
Lapsed memberships		290		4
Members standing order donations		76844		52399
		<u>83489</u>		<u>65068</u>
Other Income				
Sponsored walk to Wycombe	7746		8266	
Sponsored ride to Brighton	2714		0	
Matchday collections	13162		28727	
Bernie Watson memorial match	0		8654	
Funwalk / quizzes / auctions	5737		9370	
Stripes evenings	8324		1390	
Commission on Co-Operative Bank Loan Sc	0		295	
Donations	16276		21253	
Sponsor a Striker	1488		0	
Sundry fundraising	5158		1303	
		<u>60605</u>	<u>79258</u>	
Bank interest receivable		106		481
Total Income		144200		144807
Expenditure				
Printing, postage and stationery	7537		3937	
Legal and professional costs	1882		6042	
Subsidy of coaches to Grimsby	280		0	
Fundraising expenses	1678		6012	
Promotion and advertising	1417		423	
Telephone	0		94	
Bank charges	1		37	
		<u>12795</u>	<u>16545</u>	
Surplus for the year before taxation		131405		128262
Corporation tax		-5		26
Retained surplus for year		131409		128236

Brentford Football Community Society Ltd

Balance Sheet
at 31 May 2004

	£	2004 £	£	2003 £
Current assets				
Debtors - loan to Brentford Football Club Ltd	350000		125000	
Cash at Bank :				
Current account	3675		21293	
Stripes account	1210		0	
Loan Capital Fund	4399		80309	
	<u>9284</u>		<u>101602</u>	
Total assets		359284		226602
Creditors - amounts falling due within one year		<u>91750</u>		<u>90250</u>
Net current assets		267534		136352
Total Assets less Current Liabilities		<u>267534</u>		<u>136352</u>
Capital and Reserves				
Called up share capital		1097		1324
Surplus on Income and Expenditure account		<u>266437</u>		<u>135028</u>
		<u>267534</u>		<u>136352</u>

The accounts were approved by the Board on 21st October 2004 and signed on its behalf by

Brian Burgess
Chairman

Stephen Callen
Finance Officer

The notes on page 8 form an integral part of these financial statements.

Brentford Football Community Society Ltd

Notes to the Financial Statements
for the period to 31 May 2004

1. Accounting policies

The financial statements are prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities.

	2004 £	2003 £
2. Debtors		
Secured loan to Brentford FC Ltd	80000	0
Unsecured loan to Brentford FC Ltd	<u>270000</u>	<u>125000</u>
	350000	125000

The secured loan of £80,000 is secured by means of a registered charge against the freehold title of Griffin Park.

3. Creditors

Bess United Loan Notes	82000	78000
Loans from Committee members	<u>9750</u>	<u>12250</u>
	91750	90250

4. Share capital

Allotted, called up and fully paid 1097 ordinary shares of £1 each (2003 - 1324 shares)	1097	1324
--	------	------

	Full voting members	Junior member	Other members	Total members
At 1 June 2003	1324	89	3	1416
Joined in year	63	21	1	85
Lapsed memberships	<u>-290</u>	<u>-43</u>	0	<u>-333</u>
At 31 May 2004	1097	67	4	1168

5. Retained surplus

Balance at start of year	135028	6792
Retained surplus for year	<u>131409</u>	<u>128236</u>
Retained surplus carried forward	266437	135028