

Unfinished business at Wycombe Wanderers Football Club Limited
(Now renamed as Trekdream Limited)

Dear Member of Wycombe Wanderers Founders Trust

The purpose of this communication is to update you on some matters that the Founders Trust is pursuing on behalf of its members. These are financial matters arising from the change of constitution in the summer of 2004. As explained below, however, their real significance is that they impact the amount of money that would be available to re-start Wycombe Wanderers in the event of liquidation of the PLC. Hopefully this will not happen but it is part of the role of the Founders Trust to guard the heritage of the Club including in the event of such a development.

On April 27th 2005, Trekdream Limited (formerly Wycombe Wanderers Football Club Limited by guarantee) held its 19th Annual General Meeting during which the Financial Statements for the Company for the 13 months ending June 30th 2004 were presented for approval.

Following this meeting an important figure still needs to be finalised as explained below.

In the Articles of Association of Trekdream plc (the rules of the new Wycombe Wanderers Football Club PLC) it states that if the PLC were to go into liquidation, providing surplus funds were available after the payment of creditors then a sum of up to £1,320,000 would be distributed to benefit the High Wycombe community as directed by the Board of the Founders Trust. Crucially this sum would be made available before any money would be paid to the shareholders of the PLC.

The significance of the distribution is that this money could be used to start a "new Wycombe Wanderers".

Where did the figure of £1,320,000 come from?

It is the estimated book value or net asset value of the old Wycombe Wanderers Football Club Limited by guarantee at the time of being acquired by Trekdream PLC.

In the Financial Statements for Trekdream Limited to the 30th June, the net asset value is given as £1,465,874. The takeover by the PLC did not happen on 30th June 2004 but took place in early August 2004. Consequently the Financial Statements presented at the 27th April meeting are not the final ones and in reality the sum of money to be safeguarded by the WWFT on behalf of the Community should be somewhere between £1,320,000 and £1,465,874.

The question is what expenses of running the football club should be attributed to the old Wycombe Wanderers Football Club Limited by guarantee between the period 30th June 2004 and 31st July 2004? Certain expenses such as salaries etc. are clearly chargeable but there is some uncertainty regarding whether the old company or the new PLC should bear the cost of the change of constitution (known as the costs of Reconstruction).

The Member/Restricted Offer For Subscription for Trekdream PLC's Ordinary Shares dated 14th July 2004 contains projected Profit and Loss Accounts for both the old Wycombe Wanderers Football Club Limited by guarantee and the new PLC. The projections are shown on page 13 of the Offer. The £120,000 estimate of the costs of Reconstruction is shown as a cost of the old Wycombe Wanderers Football Club Limited by guarantee.

However, in the Scheme of Arrangement and Amalgamation subsequently approved by the Courts it is clearly stated under point 8 that the 'Acquiring Company' (i.e. Wycombe Wanderers Football Club PLC) would pay the full costs incurred during the change of ownership. If this treatment prevails then the final accounts for Trekdream Limited (the old Wycombe Wanderers Football Club Limited by guarantee) must not include these costs, which would reduce the net asset value of the old Wycombe Wanderers Football Club Limited by guarantee.

The Founder Trust believes that the PLC are taking legal advice on whether the old company or the PLC should bear the costs.

The Board of the Founders Trust is in discussion with the PLC regarding the treatment of these expenses, which we believe should lie with the PLC, and finalising an appropriate net asset value. We will update you on this matter in due course.

Yours sincerely
David McGee
Chairman
Wycombe Wanderers Founders Trust