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1. INTRODUCTION

1.1 Galaxy Group

Galaxy Sports Management Ltd ("GSM") which is part of the Galaxy Group was founded in 2001. Galaxy is a well respected company within the football industry and we are proud of our impeccable reputation when it comes to negotiations with UK and International Football clubs. Galaxy has the personnel with a track record in dealing with all levels at football clubs.

Our sister company Galaxy Asset Management Ltd (authorised and regulated by the Financial Services Authority) is a discretionary Fund Manager.

1.2 Galaxy Sports Management Ltd Credentials

GSM has been active in England and Turkey since 2001. During this period GSM has represented Turkish National Team Players such as, Tugay Kerimoglu, Rustu Recber, Fatih Akyel, Gokdeniz Karadeniz and Tuncay Sanli.

Within recent transfer periods, GSM has successfully negotiated the transfer of Matias Emilio Delgado to Besiktas and Marcelo Carrusca to Galatasaray Spor Kulubu ("TFAS") and Cruz Azul to Estudiantes during the same period in the England League, GSM has transacted business with various clubs including Wigan Athletic, Sunderland and Blackburn Rovers Football Clubs. Our recent negotiations within the football transfer market, leads us to believe that we are able to complete this valuation in light of current Market conditions. Our continuous monitoring of Turkish Teams enables us to evaluate Turkish Football Players in the context of both domestic and international transfers.

1.3 Galaxy Sports Management Team Biographies

Simon Munir - Chief Executive Officer of the Galaxy Group

Simon is the CEO of the Galaxy Group and his background is not that of a typical Football Agent, as he comes from an Investment Banking background. Simon was with Merrill Lynch in their London, Geneva and Monte Carlo offices. When he resigned after ten years service, to establish the Galaxy Group, Simon was both First Vice President and Director of the Monte Carlo Branch. This is where Simon's interaction with football world begun and since the Galaxy Group was formed Simon has continued to oversee all operations in the asset management and football representation side of the business. Simon is a fully licensed FA Players Agent since 2001.

Mick Mills MBE - Technical Director Galaxy Sports Management

Mick has been involved in football for over forty years, with experience at all levels of the game. As a player Mick became the record appearance maker accumulating over 700 hundred matches for Ipswich Town. He was made captain at twenty one years of age and remained the captain under Sir Bobby Robson's management, winning the FA Cup and UEFA Cup and qualifying for Europe on nine occasions before he left to join Southampton in 1982. He played forty two times for England and was captain for all of their games in the 1982 World Cup finals in Spain. From 1985 until 2002 Mick has worked for Stoke City, Coventry City, Sheffield Wednesday and Birmingham City in various positions as manager, assistant manager, first team coach and head of scouting. Since 2002 he has been Technical Director for GSM.

James Erwood - Manager UK Players Galaxy Sports Management

A Graduate in Business & Sport from Manchester University, James begun his career working for AGFIS (General Association of International Sports Federations) as an International Liaison Officer. He has worked with Premiership Clubs (including Newcastle United, Middlesbrough and Aston Villa) on behalf of Premium TV who own the majority of English football clubs' new media rights and also worked in America with the Chicago Fire Soccer Team. James was recruited by IMG to work in their media arm of TWI before joining GSM. James is a fully licensed FA Players Agent since 2004.

2. TERMS OF REFERENCE

2.1 Background

We have been asked by the Directors of TFAS to provide a valuation report of the playing staff at the club. Football is the biggest and most popular sport in Turkey TFAS is one of the largest and most successful clubs in the country. The demands placed upon running and sustaining clubs as large as TFAS are reaching far beyond the actual activity on the field. The worldwide growth of the game is insatiable and for clubs like TFAS to sustain and be part of that growth, they need to develop both the on field activity as well as maintaining a solid understanding of the financial activities. The fact is that both these activities have a direct consequence upon the other.

2.2 Football Business

The success cycle in football business is very simple – financial investment is a necessity to buy players, to raise this money the clubs need investors and one of the main instruments to attract these, is success on the football field.

2.3 Human Assets

Consequently, the most valuable assets to a football club are the players and in today's business climate there is an ever-growing demand for clubs to have a valuation of their playing staff so that financial statements show a true and honest portrayal of the club's financial status.

In this report we seek to place a realistic value on the playing staff at TFAS. We also undertake an analysis of the TFAS academy as this is the very valuable capital of the club.

3. VALUATION CRITERIA UTILISED BY GALAXY SPORTS MANAGEMENT LTD

3.1 Value of Players

An asset is a resource that is expected to give the company financial advantages in the future. There is a great deal of uncertainty in the future value of a player and therefore we have to use the information that we have at the present, which means that the value of the asset is based on particularly current subjective estimations. Different players are worth different values at different times dependent on the needs of football teams.

Despite this undeniable truth within the football world there does exist a generally agreed upon set of criteria that in their own unique way, allow for clubs to derive reliable and accurate predictions as to the current /future value of a player.

3.2 Recently Paid Transfer Fee

The player is to be valued to the acquisition cost, meaning the market value paid in transfer fees from TFAS to the selling clubs plus approximate cost of all expenses incurred. Although further appreciation is likely it can only be added after the player has accrued further career goals. (e.g. Champions League appearances, international recognition etc)

3.3 Transfer Fees Paid in the Past Three Years

The transfer fee of a player TFAS have previously purchased is more likely to have appreciated over the player's time at the club than depreciated and this is due to a number of factors. The main factor here is the status of TFAS as a buying and selling club. The players that are sold from the club are bigger names than the ones bought in examples are numerous here Fatih Tekke and Gokdeniz Karadeniz who was sold for €9.000.000 Euros. The other factor here is that the club can add value to the player's worth due to the experience the player is likely to have accrued while playing at TFAS e.g. Champions League experience, international recognition, the most recent example of this would be Mehmet Aurelio, currently playing at Real Betis.

3.4 The Duration of Players Contracts

The duration of a player's contract has a direct impact on the current and future values of the player. In 1995 the Bosman-verdict changed the market fundamentally as out-of-contract players could move freely between clubs and therefore previously saleable assets of the club are potentially lost for nothing. Therefore an accepted truism exists within the modern football community that states that a player who is in his first year of contract at a club is worth considerably more than a similar player in his last year.

3.5 Other Criteria that Impact Valuation

- Age of player
- Salary of player
- Position of player
- Current form/ expectation of player
- International career of player
- Ability and development of player
- Our knowledge of the Turkish and European transfer market
- European Passport

4. ACCOUNTING FOR AND VALUATION OF PLAYERS

4.1 Guidelines

According to generally accepted guidelines the club has two options when it comes to accounting for players. External player acquisitions can be accounted for as assets on the balance sheet by capitalisation of the acquisition cost. The second alternative is to directly expense the sum in the statement of operations. When the acquisition costs are directly expensed this should be accounted for in the supplementary disclosure in the same way as if they had been activated on the balance sheet. The reason for this is that it increases compatibility between clubs that capitalize their players and clubs that directly expense them. The possibility also exists for a club to rent players and if this is the case information about rental costs, rental time and future rental costs should be given in the supplementary disclosure.

4.2 The Bosman - Verdict and the Impact of Valuation of Football Players

The Bosman – Verdict has an important impact upon the valuation of players. Before the Bosman-Verdict, players that were out of contract were not allowed to move freely between clubs. Instead, a tribunal constituted of representatives from the governing body of football in each country decided on a compensation fee. This fee was to be paid by the buyer signed a contract with a new club.

The history of the Bosman - Verdict dates to the early 1990s when the Belgium football player Jean-Marc Bosman took his case to court. Bosman was under contract with the Belgium Club Royal Club Liegois until June 1990. When the new contract was negotiated the club offered him a considerably lower salary, which was refused by Bosman. Bosman was placed on the transfer list and the compensation fee was set at £200.000 by URBSFA, the Governing body of football in Belgium. This price was obviously too high as no Club showed interest in buying his contract. At this point, Bosman was out of contract with his old club and not able to perform his services as a football player. Bosman himself contracted the club Dunkerque. However, Royal Club Liegois was concerned about the financial solvency of Dunkerque and afraid that they would not receive the compensation fee. As a consequence Royal Club Liegois refused and URBSFA did not issue the transfer certificate. Royal Club Liegois suspended Bosman from playing professional football and he found himself in football wasteland. Bosman later took his case to court in order to challenge the legitimacy of the EC law of football. The court came to the conclusion that the prohibition for out-of-contract players to move between clubs only if compensation was paid was incompatible with article 48 of the EC treaty. Subsequently, no compensation fee has to be paid to the selling club and players without contract were free to move between clubs without any restrictions.

4.3 Methods of Valuation

The different methods of valuation state the ways in which non- monetary assets can be measured in money. The method of evaluation decides how the financial situation of the company will be presented. The four methods are; historical cost, replacement cost, net-realizable value and future value.

The historical cost for an asset is the acquisition cost of the resources that make up the asset. The replacement cost for an asset is the liquid asset that on the closing day are needed to replace the remaining part of asst. The net realizable value should be equal the liquid assets that would accrue to the organization, after deductions for sales costs, if the asset was to be sold on the closing day. Future value refers to the future cash flows that would be generated by sale or usage of the asset in the future. The future cash flows can be either non-discounted or discounted, where one calculates the future market value of the asset with regard to inflation and a company specific risk.

Year Contract Expiring	Number of Players
2011	3 + 1 player on 1 year option
2012	7 + 3 players on 1 year options
2013	8 + 1 player on 1 year option
2014	2
2015	1

Table Showing Longevity of Playing Contracts at TFAS

5. FIRST TEAM PLAYING STAFF

Squad	endix A) Player	Valuation (€)		Image Rights
No	OFWIND OUR SELAM	2.750.000	→	
1	CEYHUN GÜLSELAM	4.250.000	<i>→</i>	
2	EGEIVIEN KORKIVIAZ	2.750.000	\rightarrow	
3	IBRAHIMA YATTARA		→	1.000.000
4	SELÇUK INAN	6.250.000	1	1.000.000
5	HRVOJE CALE	4.750.000	-	500.000
6	ENGÍN BAYTAR	3.750.000	\rightarrow	300.000
7	FERHAT ÖZTORUN	1.500.000	\rightarrow	
8	ZAFER YELEN	500.000	\rightarrow	
9	ALAN CARLOS GOMES DA COSTA	2.750.000	\rightarrow	
10	TOLGA ZENGÍN	2.250.000	\rightarrow	
11	ARKADIUSZ GLOWACKI	2.250.000	\rightarrow	
12	SEZER BADUR	500.000	\rightarrow	
13	BURAK YILMAZ	3.750.000	1	
14	MEHMET ÇAKIR	500.000	\rightarrow	
15	SERKAN BALCI	5.250.000	1	
16	TEOFILO GUTIERREZ	1.750.000	\rightarrow	
17	GUSTAVO COLMAN	5.250.000	1	
18	TAYFUN CORA	1.750.000	\rightarrow	
19	UMUT BULUT	7.250.000	1	
20	ONUR RECEP KIVRAK	5.750.000	1	
21	MUSTAFA YUMLU	2.250.000	\rightarrow	
22	BARIŞ ATAŞ	500.000	\rightarrow	
23	PAWEL BROZEK	3.250.000	1	
24	PIOTR BROZEK	500.000	\rightarrow	
25	JAKSON AVELINO COELHO	7.750.000	1	
26	REMZİ GİRAY KAÇAR	4.250.000	1	
27	BORA SEVÍM	250.000	\rightarrow	
	Tota	1 84.250.000		1.500.000
	Total Value			

^{*} Player value in danger as contract expiring 31st May 2011

 ^{↑ =} Appreciation expected in value of player
 ↓ = Depreciation expected in value of player
 → = Stable valuation in value of player

6. TRABZONSPOR FUTBOL A.S. ACADEMY

6.1 Contribution to First Team

Historically, players who have come through the academy and then played for the A team and have then gone on to play for the national team are numerous. In the 1980's Unal Karaman, Tolunay Kaftas, Hami Mandirali, Ogun Temizkanoglu, Osman Ozkoylu and Abdullah Ercan were outstanding examples. Similarly in 1990's, Metin Aktas, Fatih Tekke and Gokdeniz Karadeniz graduated to be world class players. More recently 2000's, Huseyin Cimsir and Tolga Zegin have followed the same successful path. The contribution of the Academy is vital to the development of any successful Football Club, particularly in the case of TFAS.

In the current first team squad there are 6 players all of whom have been developed by the TFAS Academy. These are: Tayfun Cora, Tolga Zengin, Baris Memis, Mustafa Yumlu, Hasan Ahmet Sari and Goksu Alhas. This home bred talent naturally provides a considerable saving to the club. Apart from current and future service to the club they might also provide valuable transfer fee income in the future.

6.2 Financial Impact

The financial impact of the Academy should not be underestimated when one considers the cost of buying players from other clubs. At the extreme, in 2008, TFAS spent €6.250.000 Euros on Gokhan Unal also Jakson Ayelino Coelho cost €4.500.000 in 2010.

6.3 Cost of Academy

We believe the cost of running the TFAS Academy is currently approx €4.016.148.58 Euros (see Appendix B) annually. Within the Academy there are 285 football players, a small percentage of whom will undoubtedly be the stars of tomorrow. The total number of training staff is currently 19 technical employees and 8 administrative employees (see Appendix C).

6.4 Outlook

The outlook for the TFAS Academy has never been brighter. The tables beneath illustrate the impact of TFAS players in both the national and domestics leagues.

TFAS Players Currently Representing Turkish National Team

Team	No of Players
National A	8
A2	2
Under 21's	0
Under 19's	1
Under 17's	0

Position of TFAS Teams in Domestic Leagues 2009 - 2010

First Team	5 th
PAF Team	3 rd
Super Youth Team	1 st Local and 4 th National
B-Youth Team	1 st local
U15's	3 rd Local
U-13's	1 st Local
Womens	2 nd National
Supa Cup	2010 Winners
Turkey Cup	2010 Winners

There has been an emphasis on quality of footballers and the investment continues within the TFAS Academy, as over the past 5 years the number of Players has been increasing by 20% annualised. We have assumed that from the 285 football players currently within the Academy the trend of breaking through to the first team will continue.

6.5 Assumptions and Conclusions

We conservatively predict that the Academy will continue to develop 2 players annually for the first team. We believe this to be a fair assumption given the past record of the Academy and the fact that there are currently 285 football players within the Academy. The current first team squad consists of 6 players who graduated from the Academy. The entire squad is valued at €85.750.000, with 27 players in the squad this gives and average value of €3.175.925 per player. As there are 6 former Academy players their contribution could be estimated as €19.055.550. We think this should be the minimum value placed upon the goodwill, structure and current playing staff of the Academy. We have assumed no players will be sold to the lucrative English, Spanish, Italian or German Leagues.

7. CONCLUSION

On the basis of our evaluation of TFAS we suggest the following valuations:

TFAS First Team Group
TFAS Academy
€85.750.000
€19.055.550

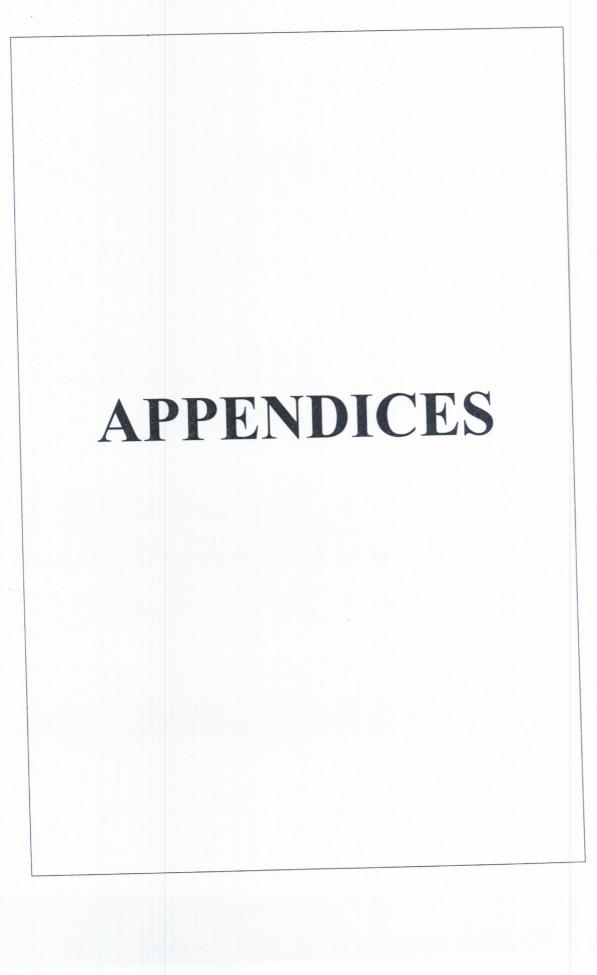
Total Value €104.805.550

DISCLAIMER

- 1. The valuations within this report are provided by GSM, without responsibility.
- 2. These valuations are indicative only and represent our reasonable approximates thereof. These valuations do not represent the actual price for Players. Valuations are based upon assumptions and information given to GSM by the Directors of Trabzonspor Futbol A.S. Futbol A.Ş. The circumstances within which a Football Player is sold may result in significantly different values.
- 3. The information herein is based on sources, which we believe to be reliable. However, we make no representation as to the accuracy of completeness of such valuations.
- 4. Neither GSM nor any affiliate of GSM represents, warrants or guarantees that such information is accurate or complete and none of them shall be responsible for or have any liability to you for losses or damages (whether consequential, incidental or otherwise) arising out of errors, omissions or changes in market factors, conditions or circumstances or in any other way whatsoever.

Galaxy Sports Management Ltd

26.01.2011



APPENDIX A - TRABZONSPOR INTERNAL VALUATION

TRABZONSPOR 2010-2011 PROFESSIONAL TEAM PLAYERS

					BBSPOR					:		מווא זכ כאוסם	17
		250 000€	365 000TI	04 06 2010	OFTAŞ GAZİANTEP	425 000TI	7 G	31.05.2014	25.05.2000	F 0	15.03.1985	REMZI GIRAY KAÇAK	56
	V OIL	7.000.000€	4.500.000E	07.08.2010	FC ME ALLIST	1.150.000€	3 1	31.05.2014	09.08.2010	BRA	28.02.1986	JAKSON AVELINO COELHO	25
		300.0006	9000	1103.10.00	WISEA KRAKOW	2000.000	2	+ 1 YIL OP.	05.01.2011	7	21.04.1983	PIOTR BROZEK	24
		9000 003	150 0006	05 04 0044	MONOTA VOM	2000 030	747	+ 1 YIL OP.					:
		2.000.000€	1.900.000€	05.01.2011	WISLA KRAKOW	400.000€	FW	31.05.2013	05.01.2011	POL	21.04.1983	PAWEL BROZEK	23
		500.000€				900.000TL	MF	31.05.2013	22.06.2010	TUR	01.02.1987	BARIS ATAS	22
TS ACADEMY		1.000.000€				170.000TL	DF	31.05.2013	13.06.2008	TUR	25.09.1987	MUSTAFA YUMLU	21
	TUR-A	5.000.000€	510.000€	27.12.2007	KARŞIYAKA	900.000TL	SK SK	31.05.2013	15.01.2008	TUR	01.01.1988	ONUR RECEP KIVRAK	20
	TUR-A	8.000.000€	2.900.000TL	19.06.2006	MKE ANKARAGUCU	1.000.000€	FW	31.05.2013	09.06.2006	TUR	15.03.1983	UMUT BULUT	19
TS ACADEMY		1.500.000€				1.000.000TL	DF	31.05.2013	03.08.2008	TUR	05.12.1983	TAYFUN CORA	18
		5.000.000€	3.000.000€	22.05.2008	KFC GERMINAL	€00.000€	MF	31.05.2013	30.06.2008	ARG	19.04.1985	GUSTAVO COLMAN	17
	COL-A	2.500.000€	3.000.000\$	19.01.2010	CP DEPORTIVA JUNIORS	450.000€	Α	31.05.2013	19.01.2010	COL	17.05.1985	TEOFILO GUTIERREZ	16
		5.000.000€				1.400.000TL	DF	31.05.2013	01.07.2009	TUR	22.08.1983	SERKAN BALCI	15
		500.000€				450.000TL	A.	31.05.2012 + 1 YIL OP.	05.01.2011	TUR	04.01.1984	MEHMET ÇAKIR	14
	TUR-A	3.000.000€			FENERBAHÇE	1.200.000TL	FW	31.05.2012	01.02.2010	TUR	15.07.1985	BURAK YILMAZ	13
		500.000€	360.000€	04.01.2010	SIVASSPOR	850.000TL	DF	31.05.2012	08.01.2010	TUR	20.06.1984	SEZER BADUR	12
	POL-A	1.250.000€	900.000€	14.06.2010	WISLA KRAKOW	780.000€	DF	31.05.2012 + 1 YIL OP.	15.06.2010	POL	13.03.1979	ARKADIUSZ GLOWACKI	1
TS ACADEMY	TUR-A	2.000.000€				750.000TL	GK	31.05.2012	15.06.2007	TUR	10.10.1983	TOLGA ZENGÍN	10
		5.000.000€	4.000.000€	27.01.2009	STABAEK AS	650.000€	MF	31.05.2012 + 1 YIL OP.	28.01.2009	BRA	22.02.1983	ALAN CARLOS GOMES DA COSTA	6
		500.000€				450.000€	MF	31.05.2012	01.07.2009	TUR	30.08.1986	ZAFER YELEN	80
		750.000€				1.000.000TL	DF	31.05.2012	10.06.2009	TUR	08.05.1987	FERHAT ÖZTORUN	7
	TUR-A	4.000.000€/ 500.000€	700.000€	01.07.2009	GENÇLERBIRLIĞI	1.370.000TL	MF	31.05.2012	01.07.2009	TUR	11.07.1983	ENGIN BAYTAR	9
	CRO-A	4.000.000€	2.400.000€	22.05.2008	DINAMO ZAGREB	500.000€	DF	31.05.2012	09.06.2008	CRO	04.03.1985	HRVOJE CALE	5
	TUR-A	7.000.000€/ 1.000.000€	2.000.000€/1	31.05.2008	MANISASPOR	1.600.000TL	MF	31.05.2011	22.07.2008	2	10.02.1985	SELÇUK İNAN	4
	GUI-A	5.000.000€				1.800.000€	FW	31.05.2011	23.06.2008	GUI	03.06.1980	IBRAHIMA YATTARA	e
		3.500.000€				1.550.000TL	DF	31.05.2011	23.06.2008	TUR	03.11.1982	EGEMEN KORKMAZ	2
	TUR-A	3.000.000€	950.000€	08.06.2008	SPVGG UNTERHACHING	660.000€	MF	31.05.2011 +1 YIL OP.	01.07.2008	GER	25.12.1987	CEYHUN GÜLSELAM	-
			10 mm	ास्त्राध्यक्ष		S. S. S. S. S. S. S. S. S. S. S. S. S. S		en so en en					

APPENDIX B

TRABZONSPOR FUTBOL İŞLETMECİLİĞİ TİCARET A.Ş. 2010-11 SEASON ACADEMY EXPENSES

	2010-11 SEASON ACADEMY EXPENSES	EUR
1	Players' Costs	375,200.00
2	Costs of away matches	285,890.57
	a) Travelling expenses (plane, bus, etc) 94,941	00
	b) Accommodation and meal expenses 142,516	57
	c) Fare payments 48,433	.00
3	Material expenses	294,928.61
4	Treatment Expenses	161,202.52
5	Staff Expenses	1,030,945.56
6	Bonus expenses	445,021.92
7	Cost of Academy Building	1,422,959.40
	GROSS TOTAL	4,016,148.58

APPENDIX C

TRABZONSPOR'S ACADEMY

1	ACADEMY STAFF	
1 5	SADETTÍN TEKELÍOĞLU	ACADEMY COORDINATOR
2 (CEMİL CANALİOĞLU	ADMINISTRATIVE RESPONSIBLE FOR ACADEMY
3 (CENGİZ AKÇAY	SCOUTING COACH
4 1	MUSTAFA KAYNAR	RESPONSIBLE FOR SOCIAL AND EDUCATIONAL AFFAIRS
5	SERKAN ÜNVER	ADMINISTRATIVE MANAGER
6	FERYAT YILMAZ	ACADEMY SECRETARY
7	İLYAS AKÇAY	HEAD COACH
8	SELAHATTIN DİYADİN	ASSISTANT COACH
9	OMAY YILMAZER	GOAL KEEPING COACH
10	ABDÜLKADİR ASLAN	WOMEN TEAM COACH
11	TANER YILMAZ	TRAINER
12	SALİH TEKKE	TRAINER
13	SELÇUK SÜRMENELİ	TRAINER
14	M.SELÇUK PEREKLİ	TRAINER
15	AHMET BAŞKIR	TRAINER
16	HALUK SAĞLAM	TRAINER FOR OBSERVATION COACH
17	SALİM DOĞAN	TRAINER FOR OBSERVATION COACH
18	ADIL TURHAN	TRAINER FOR MINI TEAM
19	ZAFER HIZARCI	TRAINER FOR MINI TEAM
20	YALÇIN KÖROĞLU	TRAINER FOR GAME RULES
21	NECATÍ ÖZÇAĞLAYAN	SCOUTING COACH
22	BEKİR BARÇIN	SCOUTING COACH
23	HÜSEYİN NURİ TOK	COORDINATOR FOR FOOTBALL SCHOOL
24	FARUK BOZKIR	PHYSCOLOGIST
25	FEVZİ YAVUZYILMAZ	DOCTOR
26	METIN KARA	DOCTOR
27	ISMAİL ÜMÜZER	MASSEUR
28	OKAN ERDEM	MASSEUR
29	YENER USTA	MASSEUR
30	ILTER MACIT ALPARSLAN	KIT MANAGER
31	MUHAMMET TOPÇU	KIT MANAGER
32	ADNAN ERDEMİR	KIT MANAGER
33	METIN ZIHNI	MASSEUR
34	ADNAN AKSU	KIT MANAGER
35	ÖZKAN NURİ KARKAÇ	KIT MANAGER