

ABS/United Kingdom Performance Report

Arsenal Securities plc – Performance Update

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■ Rating Action

On 21 January 2008 Fitch Ratings downgraded the ratings of Arsenal Securities plc's (the issuer) GBP 50,000,000 class A1 floating rate and GBP 200,204,298 class A2 fixed rate notes to 'AA' from 'AAA'. The ratings remain on Rating Watch Negative (RWN). The agency affirmed the underlying rating of the notes at 'BBB' with Stable Outlook¹.

■ Credit Committee Highlights

This GBP260m transaction is a securitisation of ticket receipts from the Emirates Stadium, the venue which Arsenal Football Club plc (Arsenal or 'the club') adopted as their home stadium in 2006. Detailed information on the transaction can be found in Fitch's new issue report entitled "*Arsenal Securities plc*", dated 22 August 2006 and available at www.fitchresearch.com.

Fitch believes that the semi-annual investor/servicer reporting is consistent with a three star Issuer Report Grade (IRG). For details on Fitch's IRG criteria, please refer to the latest updated report, "*Fitch Issuer Report Grades May 2007 Update*", published on 31 May 2007 and available at www.fitchresearch.com.

The ratings are based on the following considerations:

- the 'AA' ratings of class A1 and A2 are based on the unconditional and irrevocable guarantee from Ambac Assurance UK (Ambac) ('AA', RWN) in respect of timely payments of interest and repayment of principal according to the schedule, and remain on RWN;
- the underlying collateral, which, together with appropriate structural and legal protections, led to the 'BBB' underlying ratings, has had satisfactory performance to this date. The structure of the transaction is sound; DSCR ratios are healthy and in line with the underlying 'BBB' ratings on the notes, and there is ample working capital available.
- The ratings of Ambac Financial Group, Inc. and its affiliated entities (including Ambac Assurance UK (Ambac)) were downgraded on 18 January 2008 with RWN remaining in place. The rating was first placed on RWN on 21 December 2007.

This transaction is primarily a securitisation of ticket receipts from the Emirates Stadium, the new home stadium of the Arsenal FC football club. However, the structure also benefits from fixed and floating charges and security over other income streams as well as the assets of the wider business of the club and as such, represents more of a whole business securitisation.

¹ Rating Outlooks have been introduced for European Structured Finance tranches to provide more forward-looking information to the market. An Outlook indicates the likely direction of any rating change over a one- to two-year period. For further information on Rating Outlooks please refer to "*Scanning the Horizon – Rating Outlooks in European Structured Finance*", dated 1 June 2007 and available at www.fitchratings.com.

■ Tranche Summary

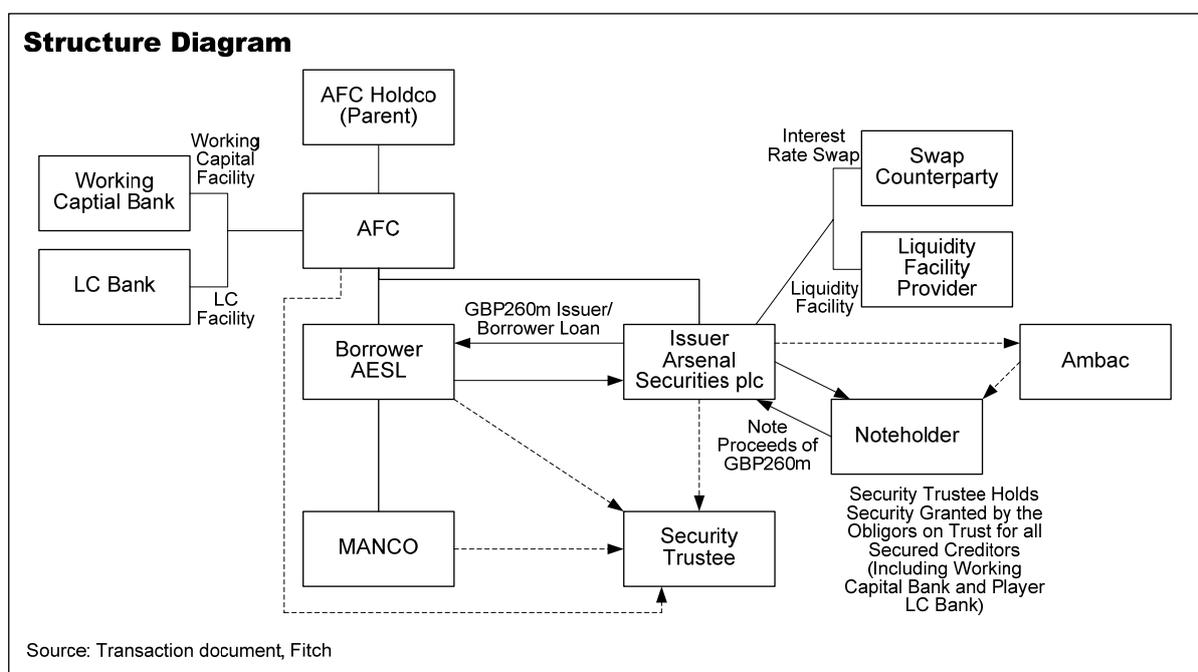
Tranche Update

Tranches	Rating			Outlook	
	Original	Previous	Current	Previous	Current
A1	AAA	AAA	AA	RWN	RWN
A2	AAA	AAA	AA	RWN	RWN

Tranches	Amount (EURm)		ISIN Code
	Initial	Current	
A1	50	50	XS0261374549
A2	210	200.2	XS0261374200
Total	260.0	250.2	

Source: Fitch

■ Background



Issuer: Arsenal Securities plc
Borrower: Arsenal (Emirates Stadium) Limited (AESL)
Security Trustee: Law Debenture Trust Corp. Plc (The)
Lead Manager: Royal Bank of Scotland plc (The), Barclays Bank Plc
Monoline Insurance Provider: Ambac Assurance UK Limited (Insurer Financial Strength (IFS): 'AA', Rating Watch Negative)
LC Bank: Barclays Bank Plc
Working Capital Bank: Barclays Bank Plc
Paying Agent: Citibank N.A., London Branch
Type of Asset: ticket receipt receivables
Account Bank: Barclays Bank Plc
Swap Counterparty: Barclays Bank Plc ('AA+/F1+'), Royal Bank of Scotland plc (The) ('AA+/F1+')
Liquidity Facility Provider: Barclays Bank Plc, Royal Bank of Scotland plc (The)
Closing Date: 22 August 2006
Start of Amortisation: March 2007
Legal Final Maturity: September 2031 (class A1), September 2029 (class A2)

■ Sporting Performance of Arsenal Football Club plc

Previous Season

In terms of sporting achievements the past 2006/2007 season, ending in May 2007, can be described as mediocre. Arsenal finished fourth in the Premiership. The club exited the UEFA Champions League in the knock-out phase and the FA Cup after the fifth round.

The average attendance in the new Emirates Stadium was over 59,900, almost 100% of the capacity of 60,355 (vs. 38,500 in the previous stadium of Highbury).

Twenty seven matches were played at the stadium in the 2006/2007 season (19 Premier League, 5 Champions league, 2 FA Cup matches and 1 Carling cup match), which is almost as expected; the difference being one additional League Cup match and these are typically low yielding.

Current Season

Recent performance in the current season 2007/2008, which spans the period between August and this month, has been encouraging.

Having so far played twenty-three matches in this season (of which 12 were home matches) Arsenal ranks second in the FA Premier League and is level on points with Manchester United. In European competition they have qualified for the first knock out round of the prestigious UEFA Champions League in February 2008 (against Inter Milan).

Attendance in this period has been excellent. As of today, the average attendance was 99.3% for Premier League matches, which is the highest percentage of all Premier League clubs.

The club has played four home matches in the UEFA Champions League and two in the League Cup. The last League Cup match against Tottenham Hotspur on 9 January 2008 showed a comparatively weak attendance (53,136, 87.9%) and caused the favourable average attendance of 98.6% prior to this match to decrease to 96.8%.

Both attendances for Premier League and UEFA Champions League/League Cup matches compare to the agency's overall assumption for matches of 96.6% for the 2007/2008 season.

■ Future Performance Drivers

Fitch believes that demand for seats will continue to exist such that most matches will be at full capacity. Data related to the club's membership schemes suggests that where existing season ticket holders decide not to renew their season ticket there will be strong demand from others - such is the length of the Season Ticket Waiting List, which numbered nearly 38,000 members prior to the move to the new Emirates Stadium and has been closed at 44,000 after the move.

As such, membership scheme numbers can be viewed to an extent as a proxy for future demand.

Membership Schemes

Level ^a	Members
Gold	34,000
Silver	24,000
Red	90,000
Junior Gunners	27,000
Others	12,000
Total	187,000
STWL	44,000

^a Membership level details – Gold: season ticket holders, retain right to purchase season ticket in the following season. Silver: ticket registration scheme, permits members to purchase match day tickets. Red: waiting list to enrol for Silver level. Junior Gunners: Membership for both boys and girls up to and including 16 years of age. Others: includes travel club STWL: Season Ticket Waiting List. Source: AFC

Typically, season tickets are held by loyal supporters of the club, who exhibit low price elasticity and who only relinquish their right to purchase a season ticket

through economic conditions. This is exhibited by low renewal turnover; only 1000 season ticket holders out of 34,000 last season relinquished their right to purchase a season ticket for this season.

Sixteen thousand seats are allocated for match day sales. This is in comparison to nearly 90,000 members on the ticket registration scheme, a coverage ratio of 5.6x, as well as demand from the general public.

For premium offerings Fitch believes they will be more cyclical. In times of stress, companies are likely to scale back on corporate entertainment expenses which should affect ticket receipts. Fitch will be keeping an eye to those dynamics of the London economy that relate to the performance of this transaction.

■ Financial Performance of AFC in FY 06/07 (ending 31 May 2007)

Performance of the parent company (Arsenal Holdings plc) during FY06/07 was very encouraging.

Total turnover increased by 46% to GBP200.8m (vs. the agency's assumption of GBP158.6m) from GBP137.2m in FY05/06, resulting in an operating profit of GBP51.2m in FY06/07 (vs. assumption of GBP31.3) compared with GBP13.7m in the previous year. Of this revenue, GBP90.6m (vs. assumption of GBP 73.8m) was related to match day activities. Approx. 4% of these sales can be attributed to events held at the stadium, for example concerts and non-competitive matches organised by the club. This compares to gate and other match day ticket sales of GBP44.1m in FY 05/06.

By offering 60,355 seats the Emirates Stadium is the fifth largest stadium in the UK and the second largest hosting club football, behind Manchester United's Old Trafford stadium (76,000). The number of premium product seats is unprecedented in comparison to other such venues, and is aimed at the corporate and high value end of the market. The stadium capacity consists of 50,842 general admission seats and 9,253 seats for premium offerings. There are 7,031 Club Level seats, 168 Diamond Club seats² and 150 executive boxes (from 53 in the old stadium). The take-up level of premium levels for the previous season 2006/2007 and the current season 2007/2008 is 100%.

Match day activities have replaced **broadcasting revenues** as the football club's main source of income. Broadcasting revenues fell to GBP44.3m in

² The fee for membership to the Diamond Club is a one-off payment of GBP25,000 plus GBP25,000 per annum for a pair of season tickets.

FY 06/07 (vs. forecast of GBP 31.8m) compared with GBP54.9m in FY 05/06. This is attributable to reduced broadcasting distributions from UEFA, as a result of exiting the Champions League at the first knock-out stage as compared to reaching the final in the previous season 2005/2006.

In FY06/07 revenue in **retail business** increased to GBP12.1m (vs. assumptions of GBP11.3m) compared with GBP10.2m in FY 05/06. The increase is mainly due to two new stores on the Emirates Stadium site – The Armoury and All Arsenal – and by increased match attendances.

Commercial revenue increased to GBP29.5m in FY06/07 (vs. assumption of GBP23.1m) compared with GBP22.8m in the previous period. The increase mainly stems from income from Emirates Airlines as the Club's shirt and stadium naming rights sponsor.

Stability of Cash Flow

Payroll costs, the major source of cash outflow, increased to GBP89.7m in FY 2006/2007 from GBP83m in 2005/2006 (an increase of 8.07%). Over the 2007 summer transfer window the club sold Thierry Henry who is considered by many to be their most important player for GBP16.1m to FC Barcelona. This will relieve some upward pressure on player costs. The wage-to-turnover ratio at the end of FY 06/07 improved to 44.7% compared with 60.5% in FY05/06.

■ Changes to Key Credit Issues since Closing

Management of Arsenal Football Club

On the sporting side, the manager of Arsenal, Arsène Wenger, signed an extension to his contract to remain at the club until 2011. This would make Arsène Wenger the longest serving manager in the history of Arsenal. He already is one of the most successful managers in the club's history (League championship 1998, 2002, 2004 / F.A. Cup winner 1998, 2002, 2003, 2005 / Voted 'Manager of the Year' 1998, 2002, 2004).

Since closing the club has conducted a conservative approach to staff purchases and remuneration.

In August 2007 Alisher Usmanov bought a 23% stake in Arsenal's shares (via his company Red and White Securities Limited). He now ranks 2nd in the list of AFC shareholders. Following this development the club's board extended a lock-down of shares passed in April 2007 by another 5 years until October 2012 to rule out the possibility of a takeover bid in the immediate future .

■ Financial Guarantee

The transaction benefits from an unconditional and irrevocable guarantee from Ambac. Following the downgrade of Ambac to 'AA' from 'AAA' and with the RWN still on, Fitch downgraded Arsenal Securites plc's class A1 and A2 notes to 'AA' from 'AAA' with RWN remaining in place. Fitch expects to resolve the Negative Rating Watch after the agency evaluates various qualitative factors as pointed out in the press release "*Fitch Downgrades Ambac; Ratings Remain on Watch Negative*", dated 18 January 2008 and available on www.fitchresearch.com. Fitch will provide that feedback to the market upon the conclusion of this review.

■ Performance Analysis

Structural Enhancements

The transaction has been structured to accommodate the seasonal nature of the inflows, with principal payments being made once a year, following the receipt of season ticket income.

As it is unlikely that a football club would be given an investment grade rating on a stand-alone basis, there are a number of structural enhancements which have been introduced in order to increase the creditworthiness of the Arsenal FC Group (AFC) and the transaction, including:

- the working capital test;
- limitation of indebtedness;
- minimum retention of proceeds from player disposals (aimed at restricting the ability to asset strip the football club);
- a qualifying floating charge over Arsenal's assets (which includes the new stadium) and cash flows; and
- security over shares in Arsenal.

Debt Service Coverage Ratio (DSCR)

There has been no breach of any DSCR incorporated in this transaction.

The AESL DSCR is tested semi-annually on both a prospective basis for the following three years as well as on a historic basis for the previous year. The ratio is calculated by dividing, for any period:

- cash received by Arsenal Stadium Management Company Limited (Manco) from ticket sales, less certain stadium operating costs; by
- debt service.

Performance FY 06/07

Year to 1 September 2007

(GBP)	FY 06/07	Forecast FY 06/07
Ticket Revenue	90,599,175	73,799,958
Stadium operating costs	-13,021,372	-7,361,857
Stadium operating profit	77,577,803	66,438,101
Debt service	-20,257,398	-19,612,452
DSCR	3.83	3.39

Source: Investor reports

In the latest report, as of September 2007, the lowest DSCR (historical or projected) is 3.16x (forward one year).

Debt Service Coverage Ratios

AESL DSCR	Triggers			1 Mar 2007	1 Sep 2007
	Increased Monitoring	Event/ RPC	Event of Default		
Historic (1 yr)	< 2.25	< 1.75	< 1.10	n.a.	3.83
Forward (1 yr)	< 2.25	< 1.75	< 1.10	3.07	3.16
Forward (2 yrs)	< 2.25	< 1.75	< 1.10	3.10	3.23
Forward (3 yrs)	< 2.25	< 1.75	< 1.10	3.16	3.32

Source: Arsenal Securities plc

Working Capital Test

As of the test dates on 1 March 2007 and 1 September 2007, this test was passed. The balance of the working capital facility as of September 2007 is GBP30m.

The test is a three-season look-forward test at the club level, carried out semi-annually in September and March, and considers the projected net cash position of Arsenal for the following six and five semi-annual periods respectively. Each calculation is based on a series of conservative forecast assumptions in the issues of league position, salary costs and transfer expenditure. Further details of this test can be found in the new issue report referenced above.

Limitation on Indebtedness

AFC has complied with the covenants as of September 2007. AFC covenants not to take on any further debt, with certain exceptions

Increased Monitoring

None of the monitoring event triggers has been breached on the test dates on 1 March and 1 September 2007.

The increased monitoring event triggers include:

- the occurrence of a trigger event (including failure of the WC test in any period); and
- historic or projected AESL debt service coverage ratio (DSCR) below 2.25x.

These should act as early warning signals and Fitch views the level of the tests as appropriate.

Minimum Retention from Player Disposals

The player transfers complied with these covenants during the period September 2006 to September 2007.

AFC covenants to spend a minimum percentage of net transfer proceeds, or any amounts received under insurance claims in the event that injury ends a player's career on player acquisitions certain and other activities;

Trigger Events

None of the triggers below was breached on the test dates 1 March 2007 and 1 September 2007.

The following triggers are incorporated into the transaction:

- historical or projected AESL debt service coverage ratio (DSCR) of less than 1.75x;
- on any 1 March, Arsenal is in a position in the domestic league which would cause the club to be relegated if it occupied such a position at the end of the season (as per 1 March 2007 Arsenal occupied the 4th position in the premier league); and
- breach of the working capital test in any of the three seasons.

It is intentional that these triggers are curable following consultation with Ambac regarding a remedial plan.

Restricted Payment Conditions

To date, no restricted payment conditions (RPCs) for AFC and AESL have been met. As an example, an RPC can be the failure of the WC test in the first/second/third season;

Due to the fact that there were no breaches of the RPC triggers, no cash was trapped in the trapped cash account as of 1 September 2007.

Debt Service Reserve Account

The actual balance of the Debt Service Reserve Account was equal to the required balance and stood at GBP 13,167,658 as of 4 September 2007.

Liquidity Facility

The issuer entered into liquidity facility agreements to maintain payments of interest and principal to noteholders in the event that receipts from the borrower are insufficient to pay amounts due under the notes. The size of the liquidity facility is GBP 20m. There were no drawings under this facility as of 1 September 2007.

Events of Default

No event of default has occurred since closing.

Events of default in this transaction are the same at both issuer and borrower level. Fitch views such structuring as a credit negative; however, it believes that it is mitigated by the involvement of Ambac as controlling creditor as well as the fact that all rated debt ranks pari passu. Events of default for the transaction include:

- failure of the WC test in the current year;
- an historic or projected AESL DSCR of less than 1.1x;
- non-payment by AESL; and
- a change of share ownership of any guarantor or the issuer.

■ Conclusion

Following the downgrade of Ambac to 'AA' from 'AAA' and with the RWN still on, Fitch downgraded Arsenal Securities plc's class A1 and A2 notes to 'AA' from 'AAA' with RWN remaining in place.

Fitch considers positive the first year's performance of this transaction's underlying collateral having seen the robustness of ticket receipts from the Emirates Stadium, compared to initial expectations.

Furthermore, the structure of the transaction is sound; DSCR ratios are healthy and in line with the underlying 'BBB' ratings on the notes, and there is ample working capital available.

Fitch's structured finance performance analytics team ensures that the assigned ratings remain, in the agency's view, an appropriate reflection of the issued notes' credit risk. Details of the transaction's performance are available to subscribers at www.fitchresearch.com. Further information on this service is available at www.fitchratings.com.

Please call the Fitch analysts listed on the first page of this report with any queries regarding the initial analysis or the ongoing performance.

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