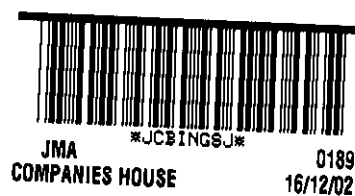


**BLACKPOOL PLEASURE BEACH
(1910) COMPANY
FINANCIAL STATEMENTS
FOR
31 MARCH 2002**

Company Registration Number 110367



BLACKPOOL PLEASURE BEACH (1910) COMPANY

OFFICERS AND PROFESSIONAL ADVISERS

The board of directors

L D Thompson, M.B.E.
W G Thompson, O.B.E
B J Thompson
A J Thompson
F C Gilje

Company secretary

D E Cam

Registered office

Ocean Boulevard
Blackpool
Lancashire
FY4 1EZ

Auditors

Baker Tilly
Chartered Accountants
& Registered Auditors
Brazennose House
Lincoln Square
Manchester
M2 5BL

BLACKPOOL PLEASURE BEACH (1910) COMPANY

THE DIRECTORS' REPORT

YEAR ENDED 31 MARCH 2002

The directors have pleasure in presenting their report and the financial statements of the company for the year ended 31 March 2002.

Principal activities and business review

The company has not traded during the period.

Results and dividends

The company's financial position at the end of the year is shown in the attached financial statements.

The directors and their interests in shares of the company

The directors who served the company during the year were as follows:

L D Thompson
W G Thompson
B J Thompson
A J Thompson
F C Gilje
N W R Thompson

None of the directors have any beneficial interest in the share capital of the company. The directors' interests in the share capital of the holding company are disclosed in that company's accounts.

The directors retiring at the Annual General Meeting are L D Thompson and B J Thompson, who being eligible offer themselves for re-election. N W R Thompson retired as a director on 31 October 2001.

Directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company at the end of the year and of the profit or loss for the year then ended.

In preparing those financial statements, the directors are required to select suitable accounting policies, as described on page, and then apply them on a consistent basis, making judgements and estimates that are prudent and reasonable. The directors must also prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. The directors are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

BLACKPOOL PLEASURE BEACH (1910) COMPANY

THE DIRECTORS' REPORT *(continued)*

YEAR ENDED 31 MARCH 2002

Auditors

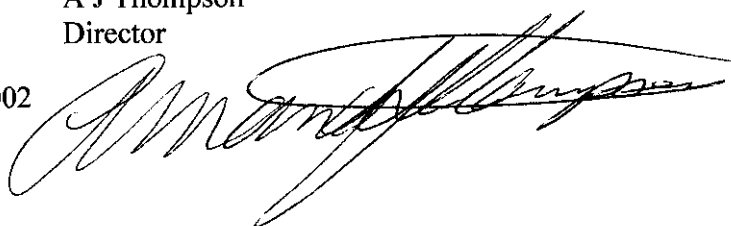
A resolution to appoint Baker Tilly (formerly HLB Kidsons) as auditors for the ensuing year will be proposed at the annual general meeting in accordance with section 385 of the Companies Act 1985.

Registered office:
Ocean Boulevard
Blackpool
Lancashire
FY4 1EZ

Signed by order of the directors

A J Thompson
Director

Approved by the directors on 15th October 2002

A large, stylized handwritten signature in black ink, likely belonging to A J Thompson, the director mentioned in the text.

BLACKPOOL PLEASURE BEACH (1910) COMPANY
INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS
YEAR ENDED 31 MARCH 2002

We have audited the financial statements on pages 5 to 7 which have been prepared under the historical cost convention and the accounting policies set out on page.

Respective responsibilities of directors and auditors

The directors' 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 Directors 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 Companies Act 1985. We also report to you if, in our opinion, the Directors' 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 regarding directors' remuneration and transactions with the company is not disclosed.

We read the Directors' Report and 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 opinion

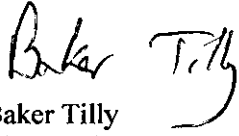
We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements 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 at 31 March 2002 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Brazennose House
Lincoln Square
Manchester
M2 5BL


Baker Tilly
Chartered Accountants
& Registered Auditors

 2002

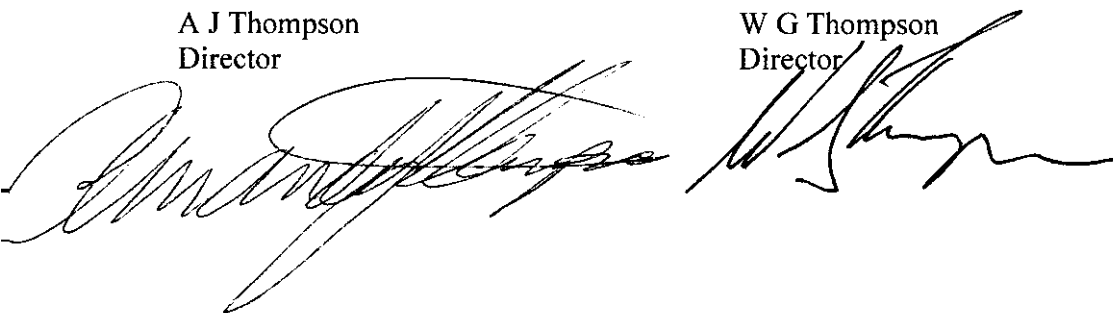
BLACKPOOL PLEASURE BEACH (1910) COMPANY**BALANCE SHEET****31 MARCH 2002**

	Note	2002 £	2001 £
Current assets			
Debtors	2	606,000	606,000
Total assets		<u>606,000</u>	<u>606,000</u>
Capital and reserves			
Called-up equity share capital	3	606,000	606,000
Shareholders' funds		<u>606,000</u>	<u>606,000</u>

These financial statements were approved by the directors on the 15th October 2002, and are signed on their behalf by:

A J Thompson
Director

W G Thompson
Director

The block contains two handwritten signatures in black ink. The signature on the left is for A J Thompson and the signature on the right is for W G Thompson. Both signatures are fluid and cursive.

Handwritten notes and signatures, mostly illegible due to extreme fading and bleed-through from the reverse side of the page. Some fragments of text are visible, including what appears to be a signature in the upper right and several lines of text in the lower right quadrant.

BLACKPOOL PLEASURE BEACH (1910) COMPANY

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2002

1. Accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost convention, and in accordance with applicable accounting standards.

Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (revised) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes a consolidated cash flow statement.

Dormant status

The company was dormant (within the meaning of section 250 of the Companies Act 1985) throughout the year ended 31 March 2002. The company has not traded during the year or during the preceding financial year. During these periods, the company received no income and incurred no expenditure and therefore made neither profit nor loss.

2. Debtors

	2002	2001
	£	£
Amounts owed by group undertakings	<u>606,000</u>	<u>606,000</u>

3. Share capital

Authorised share capital:

	2002	2001
	£	£
300,000 Ordinary deferred shares of £1 each	300,000	300,000
300,000 'A' Ordinary deferred shares of £1 each	300,000	300,000
300,000 Ordinary (equity) shares of £0.01 each	3,000	3,000
300,000 'A' Ordinary (equity) shares of £0.01 each	3,000	3,000
	<u>606,000</u>	<u>606,000</u>

Allotted, called up and fully paid:

	2002		2001	
	No.	£	No.	£
Ordinary deferred shares	300,000	300,000	300,000	300,000
'A' Ordinary deferred shares	300,000	300,000	300,000	300,000
Ordinary (equity) shares	300,000	3,000	300,000	3,000
'A' Ordinary (equity) shares	300,000	3,000	300,000	3,000
	<u>1,200,000</u>	<u>606,000</u>	<u>1,200,000</u>	<u>606,000</u>

BLACKPOOL PLEASURE BEACH (1910) COMPANY

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2002

3. Share capital (*continued*)

Ordinary deferred £1 shares and 'A' ordinary deferred £1 shares have no rights to dividends and no rights in the event of the company being wound up, beyond repayment of capital after a payment of one million times the nominal account of their shares has been made to the 1p Ordinary shareholders. The ordinary deferred shares carry no right to vote.

'A' Ordinary 1p shares rank *pari passu* with the Ordinary 1p shares with regard to profits and assets. However, they are not entitled to any profit gained from the realisation of capital assets. 'A' Ordinary 1p shares have no right to vote.

4. Ultimate parent company

The company is a wholly owned subsidiary of Blackpool Pleasure Beach (Holdings) Limited, which is incorporated in England.

The ultimate controlling parties are members of the Thompson family acting in concert.

The company has taken advantage of the exemption contained in Financial Reporting Standard No. 8 from disclosing group transactions on the grounds that 100% of the company's voting rights are controlled within the group.