

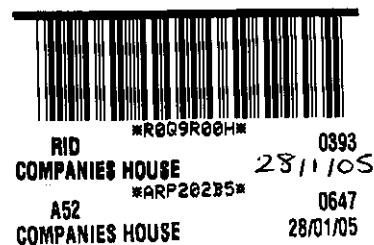
BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED

REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2004

Registered number: 01837026

12.05 747



BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED

Financial Statements

Year ended 31 March 2004

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BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED**COMPANY INFORMATION****31 March 2004**

COMPANY NUMBER	01837026
DIRECTORS	B J Thompson A J Thompson F C Gilje
SECRETARY	D E Cam
REGISTERED OFFICE	Whitehead House Pacific Road Altrincham Cheshire WA14 5BJ
BANKERS	Royal Bank of Scotland plc NatWest PO Box 546 100 Barbirolli Square Manchester M60 2FT
AUDITORS	BDO Stoy Hayward LLP Registered Auditors and Chartered Accountants Commercial Buildings 11-15 Cross Street Manchester M2 1WE
SOLICITORS	Bannister Bates 12-22 Northumberland Street Morecambe Lancashire LA4 4AX

BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED

DIRECTORS' REPORT

31 March 2004

The directors present their report and the audited financial statements for the year ended 31 March 2004.

Principal activities and business review

The principal activity of the company is to act as a holding company. The principal activities of the group continue to be the operation of amusement parks and amusement devices. The activities of the trading subsidiaries are set out in note 11 to the accounts.

The directors regret to announce the death of W G Thompson on 12 June 2004 and the death of Mrs. L D Thompson on 23 June 2004.

The performance of the amusement parks during the year was disappointing. However, the newly constructed hotel has performed better than budget. The directors recognise that increasing competition and expectations within the leisure market requires the Group to continue to enhance the attraction of its sites and the services it offers to its guests. New amusements that are expected to be profitable to the Group are continuously being sought and reviewed and will be introduced as the directors see fit.

Profit, dividends and appropriations

The results for the year are shown in the profit and loss account on page 6.

The directors do not recommend payment of a dividend and the sustained loss transferred from reserves is £90,000 (2003: profit £95,000).

Directors

The directors who served during the year to 31 March 2004 and their beneficial interests in the shares of the company as recorded in the register of directors' interests were as follows:

	31 March 2004		1 April 2003	
	Ordinary Shares	'A' Ordinary Shares	Ordinary Shares	'A' Ordinary Shares
L D Thompson (died 23 June 2004)	-	-	-	-
W G Thompson (died 12 June 2004)	66,862	-	66,862	-
B J Thompson	-	-	-	-
A J Thompson	94,617	62,787	94,617	62,787
F C Gilje	59,617	62,787	59,617	62,787

The directors' interest as trustees in the shares of the holding company are as follows:

	31 March 2004		1 April 2003	
	Ordinary Shares	'A' Ordinary Shares	Ordinary Shares	'A' Ordinary Shares
L D Thompson (died 23 June 2004)	-	-	-	-
W G Thompson(died 12 June 2004)	25,000	25,000	-	-
B J Thompson	-	-	-	-
A J Thompson	25,000	25,000	-	-
F C Gilje	-	-	-	-

BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED**DIRECTORS' REPORT****31 March 2004**

(Continued)

Directors (continued)

W G Thompson, B J Thompson, A J Thompson and F C Gilje also have an interest in 100,000 Ordinary shares held by the Blackpool Pleasure Beach Limited Self-Administered Pension Scheme.

In addition, Monitor and Merrimac Limited, a company in which W G Thompson, B J Thompson, A J Thompson, and F C Gilje hold beneficial interests, are the registered holders of 7,924 ordinary shares and 151,638 'A' ordinary shares in the company.

The directors' interests in the shares of other group companies comprise holdings in Pleasureland Limited and Morecambe Pleasure Park Holdings Company and South Shore Mutual Insurance Company Limited. The holdings are disclosed in the accounts of those companies.

The director retiring at the Annual General Meeting is B J Thompson who, being eligible, offers herself for re-election.

Fixed assets

The movements in fixed assets during the year are set out in the notes to the financial statements.

In the opinion of the directors the market value of land and buildings exceeds the carrying value in the financial statements but they are unable to quantify the excess, in the absence of formal valuations.

Employees

The directors give special attention to the health and safety of their employees and endeavour to ensure that as far as possible the training, career development and promotion of disabled persons is the same as other employees. Should employees become disabled, every effort is made to ensure that their employment continues and appropriate retraining is received. Regular meetings with employees' representatives are held to inform them of the development of the business. The company operates an employees' profit sharing scheme for permanent employees.

Safety

Safety remains of the very highest priority. The Board's Policy on safety is promulgated to all staff by means of a statement, which also makes clear each person's responsibility.

Charitable and political donations

Payments of a charitable nature made during the year amounted to £2,377 (2003: £8,627).

BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED**DIRECTORS' REPORT****31 March 2004**

(Continued)

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 group and of the profit and loss of the group for that year. In preparing these financial statements the directors are required to:

- select suitable accounting policies and apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the accounts on a going concern basis unless it is inappropriate to presume that the group 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 group and to enable them to ensure that the financial statements comply with Companies Act 1985. They are also responsible for safeguarding the assets of the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditors

On 31 December 2003 BDO Stoy Hayward, the company's auditors, transferred their business to BDO Stoy Hayward LLP, a limited liability partnership incorporated under the Limited Liability Partnership Act 2000. Accordingly BDO Stoy Hayward resigned as auditors on that date and the directors appointed BDO Stoy Hayward LLP as successor. BDO Stoy Hayward LLP have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the Annual General Meeting.

By order of the board

D E Cam

Company Secretary

Registered Office:

Whitehead House
Pacific Road
Altrincham
Cheshire
WA14 5BJ

13 January

2005

BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED**REPORT OF THE INDEPENDENT AUDITORS****To the shareholders of Blackpool Pleasure Beach (Holdings) Limited**

We have audited the financial statements of Blackpool Pleasure Beach (Holdings) Limited for the year ended 31 March 2004 on pages 6 to 28, which have been prepared under the accounting policies set out on pages 11 to 13.

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 within it.

Our report has been prepared pursuant to the requirements of the Companies Act 1985 and for no other purpose. No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of the Companies Act 1985 or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability.

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 affairs of the company and the group as at 31 March 2004 and of the loss of the group for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

BDO STOY HAYWARD LLP
Chartered Accountants
and Registered Auditors
Manchester

BDO Stoy Hayward
25 January 2005

BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED

CONSOLIDATED PROFIT AND LOSS ACCOUNT

Year ended 31 March 2004

		Year to 31 March 2004	Year to 31 March 2003
	Note	£'000	£'000
Turnover	2	43,842	39,903
Cost of sales		(28,417)	(25,695)
Gross profit		<u>15,425</u>	<u>14,208</u>
Net operating expenses			
Administrative expenses		(13,957)	(12,069)
Operating profit	3	<u>1,468</u>	<u>2,139</u>
Profit / (Loss) on disposal of fixed assets	5	34	(15)
Investment income	6	74	78
Unrealised surplus / (deficit) on investments		286	(404)
Interest receivable		36	38
Interest payable	7	(1,738)	(1,721)
Profit on ordinary activities before taxation		<u>160</u>	<u>115</u>
Tax on profit on ordinary activities	8	(221)	33
(Loss) / profit on ordinary activities after taxation		<u>(61)</u>	<u>148</u>
Indirect equity interests		(29)	(3)
(Loss) / profit for the financial year		<u>(90)</u>	<u>145</u>
Dividends (including non-equity interests)	9	-	(50)
(Sustained loss) / retained profit for the year	22	<u>(90)</u>	<u>95</u>

All of the activities of the group are classed as continuing.

BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED

Year ended 31 March 2004

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES For the year ended 31 March 2004

	2004 £'000	2003 £'000
(Loss) / profit for the financial year	(90)	95
Total recognised (loss) / profit for the year	(90)	95

NOTE OF HISTORICAL COST PROFITS AND LOSSES For the year ended 31 March 2004

	2004 £'000	2003 £'000
Reported profit on ordinary activities before taxation	160	115
Unrealised (surplus) / deficit on investments	(286)	404
Historical cost (loss) / profit on ordinary activities before taxation	(126)	519
(Loss) / profit for the financial year	(90)	95
Unrealised (surplus) / deficit on investments	(286)	404
Historical cost (loss) / profit retained for the year after taxation, indirect equity interests and dividends	(376)	499

BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED

CONSOLIDATED BALANCE SHEET

at 31 March 2004

	Note	2004 £'000	2003 £'000
Fixed assets			
Tangible assets	10	43,504	40,275
Investments	11	2,514	1,875
		<u>46,018</u>	<u>42,150</u>
Current assets			
Stocks	12	1,244	1,033
Debtors	13	2,698	2,654
Cash at bank and in hand		1,309	997
		<u>5,251</u>	<u>4,684</u>
Creditors: amounts falling due within one year	14	(23,121)	(20,398)
Net current liabilities		<u>(17,870)</u>	<u>(15,714)</u>
Total assets less current liabilities		<u>28,148</u>	<u>26,436</u>
Creditors: amounts falling due after more than one year	15	(17,199)	(15,793)
Provisions for liabilities and charges			
Deferred taxation	16	(2,056)	(1,898)
Other provision	17	(559)	(350)
Net assets		<u>8,334</u>	<u>8,395</u>
Capital and reserves			
Called up share capital	19	700	700
Capital reserve on consolidation	20	848	848
Share premium account	21	500	500
Profit and loss account	22	5,686	6,038
Other reserve fund	23	343	81
		<u>8,077</u>	<u>8,167</u>
Indirect equity interests	26	257	228
Total equity shareholders' funds	18	<u>8,334</u>	<u>8,395</u>

The accounts on pages 6 to 28 were approved by the board of directors on

13 January

2005

A J Thompson
Director

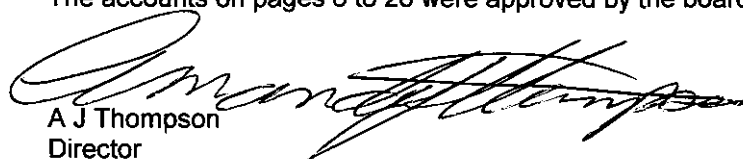
BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED

BALANCE SHEET

at 31 March 2004

	Note	2004 £'000	2003 £'000
Fixed assets			
Investments	11	794	794
Current assets			
Debtors	13	923	923
Creditors: amounts falling due within one year	14	-	-
Net current assets		923	923
Net assets		1,717	1,717
Capital and reserves			
Called up share capital	19	700	700
Share premium account	21	500	500
Profit and loss account	22	517	517
Total equity shareholders' funds		1,717	1,717

The accounts on pages 6 to 28 were approved by the board of directors on 13 January 2005.


A J Thompson
Director

BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED

CONSOLIDATED CASH FLOW STATEMENT

for the year ended 31 March 2004

	2004	2003
	£'000	£'000
Net cash inflow from operating activities	7,853	6,039
Returns on investment and servicing of finance		
Interest received	36	38
Dividends received	74	78
Indirect equity interests payment	-	(28)
Finance interest paid	(176)	(240)
Interest paid	(1,562)	(1,481)
Net cash (outflow) from returns on investments and servicing of finance	(1,628)	(1,633)
Taxation		
Corporation tax paid	(43)	(96)
	6,182	4,310
Capital expenditure and financial investment		
Payments to acquire:		
Tangible fixed assets	(8,971)	(4,943)
Fixed asset listed investments (Note 12)	(475)	(211)
	(9,446)	(5,154)
Receipts from sale of:		
Tangible fixed assets	97	39
Fixed asset listed investments	122	238
	219	277
Net cash (outflow) from investing activities	(9,227)	(4,877)
Equity dividends paid	-	(50)
	(3,045)	(617)
Financing		
New medium term bank loan	6,246	2,256
New finance leases	-	-
Loan repaid in year	(4,654)	(3,598)
Capital element of finance lease payments	(635)	(574)
Net cash (outflow)/inflow from financing	957	(1,916)
(Decrease)/increase in cash	(2,088)	(2,533)

Further details are given in note 24.

BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

31 March 2004

1 Principal Accounting policies

Basis of accounting

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules, except for investments, which are stated at revalued amounts.

Basis of consolidation

The consolidated financial statements comprise the results of the company and all subsidiary undertakings made up to 31 March 2004.

The results of Pleasureland Limited and of Morecambe Pleasure Park Holdings Company and its subsidiary have been consolidated. The group owns more than 50% of the equity but not 50% of the voting rights of these companies. However it is recognised that the company is in a position to assert control over the affairs of these companies and accordingly their results have been consolidated.

The company has taken advantage of Section 230 of the Companies Act 1985 not to present its own profit and loss account. No part of the consolidated result is dealt with in the company's own profit and loss account.

Cost of sales

Cost of sales is stated as all those costs directly incurred by the group, including depreciation and an appropriate proportion of overheads, in order to bring each product sold to its saleable condition and to provide services to customers.

Depreciation

Depreciation of fixed assets other than freehold land, which is not depreciated, is charged by equal annual instalments commencing with the year of acquisition at rates estimated to write off their cost or valuation less any residual value over the expected useful lives. Amusement devices are written off over two to twelve years during the first two seasons of operation and at the end of that year their useful lives are re-assessed at a year not exceeding ten years.

The following rates have been used:

Freehold land	Nil	
General buildings	2.5 % - 10%	Straight line
Industrial buildings	5% to 10%	Straight line
Amusement devices	5% to 50%	Straight line
Plant and machinery	5% to 25%	Straight line
Motor vehicles	20 % to 25%	Straight line
Assets under construction	Nil%	

The appropriateness of depreciation rates is reassessed annually.

Capitalisation of interest

Interest charges incurred in the acquisition, development and construction of tangible assets, where the expenditure on the project exceeds £100,000, are capitalised up to the point of completion.

Investments

Listed investments are stated at mid market value at the balance sheet date.

Investment properties

Certain properties owned by a subsidiary undertaking, South Shore Mutual Insurance Company Limited, are included in investments in the group financial statements and separately identified in note 11. These properties are included at open market value in accordance with the accounting principles relating to insurance companies under schedule 9 of the Companies Act 1985.

BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED**NOTES TO THE ACCOUNTS****31 March 2004**

(continued)

1 Principal Accounting policies (continued)**Investment properties (continued)**

The general group policy in relation to land and buildings is to maintain them at cost.

The aggregate surplus or deficit arising on revaluations, net of deferred taxation is transferred to the other reserve.

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items. Cost is based on the cost of purchase on a first in, first out basis. Net realisable value is based on estimated selling prices less additional costs to completion and disposal.

Leases and hire purchase contracts

Tangible fixed assets acquired under finance leases and hire purchase contracts are capitalised at their estimated fair value at the date of inception of each lease or contract. The total finance charges are allocated over the year of the lease in such a way as to give a reasonably constant charge on the outstanding liability.

Rentals paid under operating leases are charged to profit and loss account on a straight line basis over the term of the lease.

Deferred taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the group's taxable profits and its results as stated in the financial statements.

Deferred tax is also provided on the increase in value of listed investments over and above their index-linked cost.

Deferred tax is measured at the average tax rates that are expected to apply in the years in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

Foreign currencies

Trading results and assets and liabilities denominated in foreign currencies are translated at exchange rates ruling at the balance sheet date. All differences are taken to the profit and loss account.

Pensions

The group operates two defined contribution schemes. It is the policy of the group to provide for pension liabilities by payment to trusts and insurance companies whose assets are completely separate from the assets of the group. Such liabilities are funded by contributions, based on the advice of independent advisors, and are charged to the profit and loss account when they fall due.

The group also operates one defined benefit scheme, which is currently being wound up. The full liabilities due under the defined benefit scheme have been provided and the Group has no further obligations under the scheme.

BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

31 March 2004

(continued)

1 Principal Accounting policies (continued)

Unrealised surplus / (deficit) on investments

Unrealised gains or losses on investments included in the financial statements of South Shore Mutual Insurance Company Limited have been recorded in the profit and loss in accordance with schedule 9 of the Companies Act 1985 (relating to insurance companies). This represents the difference between the current value of investments at the balance sheet date and their purchase price or previous valuation.

An amount equivalent to the net unrealised surplus on revaluation of investments, less deferred taxation is recognised in a separate reserve ("other reserve").

2 Turnover and segmental analysis

Turnover represents the amount derived from the provision of goods and services which fall within the group's ordinary activities, stated net of valued added tax.

All activities are classed as continuing. There were no acquisitions or disposals of operations during the year or previous year.

The analysis of turnover by geographical area is as follows:-

	2004 £'000	2003 £'000
United Kingdom	43,852	39,660
Other	-	243
	<u>43,852</u>	<u>39,903</u>

3 Operating profit

	2004 £'000	2003 £'000
Operating profit is stated after charging:		
Auditors' remuneration - audit services	41	40
- other services	13	-
Operating lease costs		
- Plant and machinery	524	555
- Other	379	415
Depreciation of tangible fixed assets - owned assets	5,305	4,738
- leased assets	340	459
	<u></u>	<u></u>
Exceptional Items		
Charge representing:		
Increase in provision for public liability claims	209	-
	<u></u>	<u></u>

The incidence and quantum of public liability claims has increased in recent years and the Directors consider that provisions for uninsured losses need to be increased.

BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

31 March 2004

(continued)

4 Directors and employees

	2004 £'000	2003 £'000
Staff costs including directors		
Wages and salaries	16,981	15,171
Social security costs	1,467	1,177
Pension costs	370	312
	<u>18,818</u>	<u>16,660</u>
	2004 Number	2003 Number
Average number employed including executive directors		
Permanent staff	506	397
Seasonal staff	1,103	1,071
	<u>1,609</u>	<u>1,468</u>
	2004 £'000	2003 £'000
Directors		
Emoluments	441	605
	<u>441</u>	<u>605</u>
Highest paid director - emoluments	139	191
	<u>139</u>	<u>191</u>

Pension costs

The group operates two defined contribution schemes. The assets of the schemes are held separately from those of the group in an independently administered fund. The pension cost charge represents amounts payable by the group to the funds and amounted to £369,522 (2003: £311,866). Six of the parent company directors qualified for benefits from a self-administered pension scheme and the related contributions paid amounted to £25,000 (2003: £Nil).

5 Profit on disposal of fixed assets

	2004 £'000	2003 £'000
(Loss) / Profit on disposal of tangible fixed assets	(6)	20
Profit / (Loss) on disposal of fixed asset investments	40	(35)
	<u>34</u>	<u>(15)</u>

BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

31 March 2004

(continued)

6	Investment income	2004	2003
		£'000	£'000
	Income from fixed asset investments	74	78
7	Interest payable	2004	2003
		£'000	£'000
	Bank overdrafts and short term interest	336	359
	Bank loans wholly repayable within five years by instalments	1,134	1,019
	Other loans	92	102
	Finance leases	176	241
		<u>1,738</u>	<u>1,721</u>
8	Taxation	2004	2003
		£'000	£'000
	Current tax		
	UK Corporation tax	63	44
	Deferred taxation (credit)/charge	158	(72)
	(Over)/under provisions in prior years	-	(5)
		<u>221</u>	<u>(33)</u>

UK Corporation tax on profit for the year on ordinary activities is calculated at the rate of 30% (2003: 30%).

BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

31 March 2004

(continued)

8 Taxation (continued)

Factors affecting corporation tax charge for the year.

	2004 £'000	2003 £'000
Profit on ordinary activities before tax	160	115
Tax on profit on ordinary activities at standard rate of corporation tax – 30%	48	34
Effects of:		
Capital allowances in excess of depreciation	(8)	(8)
Expenses not deductible	23	18
Current corporation tax charge for the year	63	44

Corporation tax on ordinary activities is calculated at the standard rate of corporation tax of 30% (2003: 30%).

9 Dividends

	2004 £'000	2003 £'000
Per share – Nil (2003: 7.14p)		
Ordinary – paid (equity)	-	50

BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

31 March 2004

(continued)

10 Tangible fixed assets

	Assets under construction	Land and buildings	Plant, machinery and vehicles	Amusement devices	Total
Cost or valuation	£'000	£'000	£'000	£'000	£'000
1 April 2003	2,555	8,856	19,638	56,924	87,973
Additions	-	2,716	4,148	2,107	8,971
Disposals	-	(938)	(126)	(283)	(1,347)
Reclassification (note 11)	(2,555)	2,555	-	-	-
31 March 2004	-	13,189	23,660	58,748	95,597
Depreciation					
1 April 2003	-	2,170	14,885	30,643	47,698
Charge for year	-	338	2,615	2,692	5,645
Disposals	-	(938)	(112)	(200)	(1,250)
31 March 2004	-	1,570	17,388	33,135	52,093
Net book value					
31 March 2004	-	11,619	6,272	25,613	43,504
31 March 2003	2,555	6,686	4,753	26,281	40,275

	2004			2003		
	Cost or valuation £'000	Deprecia- tion £'000	Net book amount £'000	Cost or valuation £'000	Deprecia- tion £'000	Net book Amount £'000
Land and buildings						
Freehold & long leasehold	13,189	1,570	11,619	6,323	1,184	5,139
Short leasehold	-	-	-	2,533	986	1,547
	<u>13,189</u>	<u>1,570</u>	<u>11,619</u>	<u>8,856</u>	<u>2,170</u>	<u>6,686</u>

Following the acquisition during the year of a long leasehold interest all short leasehold property is now reclassified as long leasehold property.

Included in fixed assets are motor vehicles and amusement devices held under finance leases and hire purchase contracts with a net book value of £2,234,799 (2003: £2,958,845). Assets costing £30.5 million (2003: £27.3 million) have been fully depreciated and are still in use.

The amount of finance costs included in the cost of amusement devices is £1,254,264 (2003: £1,254,264). The capitalisation rate used to determine the amount of finance costs capitalised during the year was based on an average rate of 8.29%.

BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

31 March 2004

(continued)

11 Fixed asset investments

Cost or valuation	Group investment properties £'000	Group listed Investments £'000	Group Total £'000	Company shares in subsidiaries £'000
1 April 2003	715	1,160	1,875	794
Additions	308	167	475	-
Disposals	-	(122)	(122)	-
Change in market value	-	286	286	-
31 March 2004	1,023	1,491	2,514	794
Net book amount				
31 March 2004	1,023	1,491	2,514	794
31 March 2003	715	1,160	1,875	794

Properties included above are at their open market values totalling £1,023,000 (2003 £715,000). These are investment properties included within the fixed assets of South Shore Mutual Insurance Company Limited, a subsidiary undertaking. This is an insurance company and, as described in the accounting policies, it complies with schedule 9 of the Companies Act 1985 in revaluing investments annually. Valuations at open market value were performed by the directors, after taking professional advice.

In respect of assets stated at valuation, the comparable historical cost carrying values were as follows:

	2004 £ 000	2003 £ 000
Investment properties	897	589
Listed investments	1,184	1,165

The under mentioned are the principal subsidiary companies, all of which are incorporated in England.

	Proportion of issued capital held		Principal activity
	By the company	By a subsidiary undertaking	
Blackpool Pleasure Beach Limited	100%		Operation of an amusement park and devices
Magic Harbor Rides Inc (USA)		100%	Non-trading
Milleride Limited	100%		Holding company

BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

31 March 2004

(continued)

11 Fixed asset investments (continued)

	Proportion of issued capital held		Principal activity
	By the company	By a subsidiary undertaking	
Park Inventions and Devices Manufacturing Company		100%	Manufacture and development of amusement park devices, equipment and theatrical costumes
South Shore Mutual Insurance Company Limited		85%	Provision of insurance to members
Blackpool Leisure and Amusement Consultancy Limited	100%		Consultancy and entertainment services
Ocean Boulevard Limited	100%		Non-trading
Ocean Boulevard II Limited		100%	Development and operation of a hotel
Pleasureland Limited		95% (*)	Operation of an amusement park and devices
Morecambe Pleasure Park Holdings Company		78% (*)	Holding company
Frontierland Limited		100%	Non-trading

(*) The group owns 100% of the non-voting share capital. Common shareholders hold the voting share capital.

12 Stocks

	2004 £'000	2003 £'000
Raw materials and consumables	31	20
Finished goods and goods for resale	1,213	1,013
	<u>1,244</u>	<u>1,033</u>

There is no material difference between the replacement cost of stocks and the amounts stated above.

BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

31 March 2004

(continued)

13 Debtors

	Group		Company	
	2004	2003	2004	2003
	£'000	£'000	£'000	£'000
Amounts falling due within one year				
Trade debtors	401	390	-	-
Amounts owed by subsidiary undertakings		-	923	923
Amounts owed by related undertakings	878	731	-	-
VAT recoverable	419	376	-	-
Taxation recoverable	46	97	-	-
Other debtors	363	598	-	-
Prepayments and accrued income	591	462	-	-
	<u>2,698</u>	<u>2,654</u>	<u>923</u>	<u>923</u>

All amounts shown under debtors fall due for payment within one year.

14 Creditors: amounts falling due within one year:

	Group		Company	
	2004	2003	2004	2003
	£'000	£'000	£'000	£'000
Bank overdrafts	11,576	9,176	-	-
Term bank loans	3,624	3,000	-	-
Other bank loans	-	1,394	-	-
Loan from self administered pension scheme	750	850	-	-
Trade creditors	4,221	3,395	-	-
Corporation tax	20	-	-	-
Other taxation and social security	366	324	-	-
Other creditors	530	723	-	-
Accruals and deferred income	930	853	-	-
Obligations under finance leases and hire purchase contracts (see note 15)	1,104	683	-	-
	<u>23,121</u>	<u>20,398</u>	<u>-</u>	<u>-</u>

Bank loans and overdrafts are secured by a legal mortgage and an unscheduled mortgage debenture incorporating a fixed and floating charge over all current and future assets.

Other bank loans are secured by a fixed and floating charge over the assets of a subsidiary undertaking.

BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

31 March 2004

(continued)

15 Creditors: amounts falling due after more than one year

	Group		Company	
	2004	2003	2004	2003
	£'000	£'000	£'000	£'000
Bank loans	16,718	14,256	-	-
Obligations under finance leases and hire purchase contracts	481	1,537	-	-
	<u>17,199</u>	<u>15,793</u>	<u>-</u>	<u>-</u>

Bank loans and overdrafts are secured by a legal mortgage and an unscheduled mortgage debenture incorporating a fixed and floating charge over all current and future assets.

The medium term bank loan of £12,000,000 (2003 - £15,000,000) is repayable by 31 October 2007 in equal annual instalments of £3,000,000. The interest is charged at 2% above bank base rate. However, since the year end the repayment schedule has been amended and the £3,000,000 due for repayment in October 2004 was not made. The dates on which future repayments are due has yet to be determined.

The other bank loans totalling £1,394,000 as at 31 March 2003 were repaid in full during the year. Since potentially the loans are repayable on demand they were included as at 31 March 2003 in Creditors - amounts falling due within one year. The loans were at normal commercial rates.

During the year a bank loan of £ 3,900,000 was drawn down to finance the business including the acquisition of a long leasehold interest at Southport by Pleasureland Limited, a subsidiary undertaking. The total facility of £3,900,000 will be repayable in equal annual instalments commencing in November 2004 and terminating in November 2009. The interest is charged at 1.75% over bank libor rate.

During the year a bank loan of £ 2,344,000 (2003 - £2,256,000) was drawn down to finance the building of a new hotel by Ocean Boulevard II Limited, a subsidiary undertaking. The total facility of £4,600,000 will be repayable in equal annual instalments commencing in November 2004 and terminating in November 2019. The interest is charged at 1.75% over bank libor rate.

BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

31 March 2004

(continued)

15 Creditors: amounts falling due after more than one year (continued)

Maturity of debt:

2004	Bank loans £000	Finance leases and HP £000	Other loan £000	Total £000
In one year or less, or on demand	3,624	1,104	750	5,478
In more than one year but not more than two years	3,000	481	-	3,481
In more than two years but not more than five years	8,812	-	-	8,812
In more than five years	4,906	-	-	4,906
	16,718	481	-	17,199
2003	Bank loans £000	Finance leases and HP £000	Other loan £000	Total £000
In one year or less, or on demand	4,394	683	850	5,927
In more than one year but not more than two years	3,177	1,078	-	4,255
In more than two years but not more than five years	9,618	459	-	10,077
In more than five years	1,461	-	-	1,461
	14,256	1,537	-	15,793

BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

31 March 2004

(continued)

16 Deferred taxation

	2004 £'000	2003 £'000
:		
The balances are represented by:		
Excess of taxation allowances over depreciation on fixed assets	2,151	1,980
On gains on revaluations of listed investment	72	-
Timing difference on expenditure	(119)	(78)
Trading tax losses carried forward	(48)	(4)
	<u>2,056</u>	<u>1,898</u>
The movements are as follows:		
Opening balance	1,898	1,970
Amount charged / (credited) for year	158	(72)
	<u>2,056</u>	<u>1,898</u>

Provisions are based on a corporation tax rate of 30% (2003: 30%).

No value has been placed on the trading tax losses of £1,760,012 (2003: £1,760,012) in a subsidiary company nor has any value been placed upon the excess of the tax written down value of the fixed assets over the net book value of those fixed assets in the financial statements in the same subsidiary company.

17 Provisions for liabilities and charges

	2004 £'000	2003 £'000
Other provisions		
Brought forward	350	350
Paid in year	(534)	(352)
Transfer to creditors	(211)	-
Charge to profit and loss accounts	954	352
Carried forward	<u>559</u>	<u>350</u>

Other provisions relate to the directors' best estimate of future obligations with regards to public liability claims made in the year and in previous years, which remain unsettled as at 31 March 2004. It is not certain when this expenditure will be incurred. In view of the size of the loss in a subsidiary company the Directors cannot be certain that all of the trading tax losses will be utilised in the immediately foreseeable future.

NOTES TO THE ACCOUNTS

31 March 2004
(continued)

18 Reconciliation of movements in shareholders' funds

	2004 £'000	2003 £'000
(Loss) / profit for the financial year attributable to members of the holding company	(90)	95
Opening shareholders' equity funds	8,167	8,072
	<hr/>	<hr/>
Closing shareholders' equity funds	8,077	8,167
Closing indirect shareholders' equity interests	257	228
	<hr/>	<hr/>
Total closing shareholders' funds	8,334	8,395
	<hr/>	<hr/>

19 Called up share capital

	Authorised		Allotted, called up and fully paid up	
	2004 £'000	2003 £'000	2004 £'000	2003 £'000
Ordinary shares of £1 each (equity)	400	400	400	400
'A' Ordinary shares of £1 each (equity)	300	300	300	300
	<hr/>	<hr/>	<hr/>	<hr/>
	700	700	700	700
	<hr/>	<hr/>	<hr/>	<hr/>

Rights of "A" Ordinary Shares

The "A" Ordinary shares rank pari passu for the purposes of participation in profits and assets with the remainder of the share capital, but the holders of "A" Ordinary shares shall not be entitled either to vote at General Meetings or to receive notices of such meetings or to be present thereat. However, the directors may at any time with the consent of the holders of the share capital affected convert any of the "A" ordinary shares into Ordinary shares. In the event of a winding up, the Liquidator may decide how to divide assets between the different classes of members.

BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

31 March 2004
(continued)

20	Capital reserve on consolidation	2004 £'000	2003 £'000
	Balance as at 1 April 2003 and 31 March 2004	848	848
21	Share premium account	Group £'000	Company £'000
	Balance as at 1 April 2003 and at 31 March 2004	500	500
22	Profit and loss account	Group £'000	Company £'000
	Balance at 1 April 2003	6,038	517
	Sustained loss for the year	(90)	-
	Unrealised surplus on investments net of tax transferred to other reserve fund (Note 23)	(262)	-
	Balance at 31 March 2004	5,686	517
23	Other reserve fund	Group £'000	Company £'000
	Balance as at 1 April 2003	81	-
	Transfer from profit and loss reserve (Note 22)	262	-
	Balance as at 31 March 2004	343	-

This fund represents the net surpluses arising from the annual revaluation of the listed investments and investment properties in South Shore Mutual Insurance Company Limited, a subsidiary undertaking. Amounts are stated at market value as at the balance sheet date, net of tax.

BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

31 March 2004

(continued)

24 Cash flow statement

a) Reconciliation of operating profit to net cash inflow from operating activities

	2004 £'000	2003 £'000
Operating profit	1,468	2,139
Depreciation and amortisation charges	5,645	5,197
(Increase)/decrease in stocks	(211)	121
(Increase)/ decrease in debtors	142	(305)
Increase/(Decrease) in creditors	775	(1,082)
Profit/(loss) on sale of tangible fixed assets	(6)	(20)
Profit/(loss) on sale of fixed asset investments	40	(11)
	<u>7,853</u>	<u>6,039</u>

b) Reconciliation of net cash flow to movement in net debt

	2004 £'000	2003 £'000
Increase/(decrease) in cash in the year	(2,088)	(2,533)
Cash (inflow)/outflow from increase in debt and lease financing	(957)	1,916
Change in net debt resulting from cash flows	<u>(3,045)</u>	<u>(617)</u>
New finance leases	-	-
Movement in net debt in the year	<u>(3,045)</u>	<u>(617)</u>
Net debt at 1 April 2003	(29,899)	(29,282)
Net debt at 31 March 2004	<u>(32,944)</u>	<u>(29,899)</u>

c) Analysis of changes in net debt

	At 1 April 2003 £'000	Cash flows £'000	Other non- cash changes £'000	At 31 March 2004 £'000
Cash in hand and at bank	997	312	-	1,309
Bank overdrafts	(9,176)	(2,400)	-	(11,576)
		<u>(2,088)</u>		
Debt due within one year	(4,394)	4,394	(3,000)	(3,000)
Debt due after one year	(15,106)	(5,986)	3,000	(18,092)
Finance leases	(2,220)	635	-	(1,585)
		<u>(957)</u>		
	<u>(29,899)</u>	<u>(3,045)</u>	<u>-</u>	<u>(32,944)</u>

BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

31 March 2004

(continued)

25 Guarantees and other financial commitments

The group

Capital expenditure authorised and contracted for up to 31 March 2004 but not provided in the accounts amounted to £ nil (2003: £2,445,000).

Financial commitments under non-cancellable operating leases will result in the following payments falling due in the year to 31 March 2004.

	2004 Land and buildings £'000	2003 £'000	2004 Other £'000	2003 £'000
Leases expiring:-				
within one year	62	62	496	521
within two to five years	76	345	45	45
after five years	-	-	-	-
	<u>138</u>	<u>407</u>	<u>541</u>	<u>566</u>

The company

The company is party to a cross guarantee with two of its subsidiary undertakings, Pleasureland Limited and Blackpool Pleasure Beach Limited in relation to a bank loan facility of up to £3,000,000 taken out by Pleasureland Limited.

A subsidiary company Blackpool Pleasure Beach Limited has guaranteed, up to a maximum of £600,000 the obligations of Cable Chutes (Blackpool) Limited, a company controlled by members of the Thompson Family.

The company is also party to a cross guarantees (in favour of the Group's bankers) with the following subsidiary undertakings

- Blackpool Pleasure Beach Limited
- Pleasureland Limited
- Frontierland Limited
- Ocean Boulevard Limited
- Cable Chutes II Limited

26 Indirect equity interests

South Shore Mutual Insurance Company Limited is a company limited by guarantee not having a share capital. The group control through the founder member deposits, 85% of the votes of the members of the company. The group's liability is limited subject to such additional sum as is necessary to meet any liabilities should the company be wound up.

The indirect shareholders' equity interests represent the reserves attributable to the other members of the South Shore Mutual Insurance Company Limited and is computed in accordance with the Articles of Association of that Company. The other members of South Shore Mutual Insurance Company Limited are members of the Thompson family and are the controlling equity shareholders of Blackpool Pleasure Beach (Holdings) Limited. The indirect shareholders' equity interests are therefore included in total shareholders' funds.

27 Ultimate controlling party

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

BLACKPOOL PLEASURE BEACH (HOLDINGS) LIMITED

NOTES TO THE ACCOUNTS

31 March 2004

(continued)

28 Related party transactions

The group has taken advantage of the exemption contained in Financial Reporting Standard No 8 from disclosing group transactions and balances on the grounds that consolidated accounts are prepared.

Group transactions with related parties are as follows:

	Cable Chutes (Blackpool) Ltd		Cable Chutes II Ltd		Blackpool Pleasure Beach Self Administered Pension Scheme	
	2004 £'000	2003 £'000	2004 £'000	2003 £'000	2004 £'000	2003 £'000
Agency transactions	15	15	-	-	-	-
Sale/(purchase) of fixed assets	-	-	-	-	-	-
Rendering/(receiving) of services	270	195	6	3	(108)	(118)
Finance charges payable to related party	-	-	-	-	(50)	(59)
Amount owed by/(to) related party	878	715	2	28	(750)	(993)

Agency transactions are those where a member of the group has collected or paid money on behalf of the related party and recharged the amounts through the loan accounts.

All the above-mentioned companies are related parties whose ultimate controlling parties are members of the Thompson family acting in concert.

As at 31 March 2004 F C Gilje owed the sum of £4,673 (2003: £9,648).

Some of the loans to N W R Thompson, a shareholder, were repaid during the year. As at 31 March 2004 these loans, which are secured totalled £220,840 (2003: £459,156) and are included in other debtors in the financial statements. Out of this total £66,815 (2003: £66,815) carries a commercial rate of interest.

30 Shareholders fund movements

	Share capital	Consoli dation reserve	Share premium account	Profit & loss account	Other reserve fund	Indirect shareholders ' equity interests
	£'000	£'000	£'000	£'000	£'000	£'000
Brought forward	700	848	500	6,038	81	228
Loss for year	-	-	-	(90)	-	-
Group share of unrealised revaluation deficit on investments net of taxation	-	-	-	(262)	262	-
Minority share of profit	-	-	-	-	-	29
	<u>700</u>	<u>848</u>	<u>500</u>	<u>5,786</u>	<u>343</u>	<u>257</u>