LEGOLAND Windsor Park Limited

Directors' report and financial statements
Registered number 2721728
52 weeks ended 26 December 2009

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LEGOLAND Windsor Park Limited Directors' report and financial statements 52 weeks ended 26 December 2009

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Directors' report

The directors present their annual report and the audited financial statements for the 52 weeks ended 26 December 2009

Business review

Principal activity and future developments

The principal activity of the company throughout the period continues to be a family Theme Park, focused on outdoor attractions, with rides and shows but also featuring a broad range of facilities, incorporating LEGO product throughout the Theme Park. There have not been any significant changes in the company's principal activities during the period under review. The directors are not aware, at the date of this report, of any likely major changes in the scope of the company's activities in the next year, but are committed to further develop the site with the introduction of new attractions for the 2010 season and on-site accommodation in future years.

The results for the company show a profit before tax of £11,212,000 (2008 £14,724,000) and turnover of £46,581,000 (2008 £42,424,000) As at 26 December 2009, the company had net assets of £94,993,000 (27 December 2008 £86,760,000) The 2009 season was successful and the directors are satisfied that these financial statements give a fair review of the development of the business and the company during the period and of its position at the period end

Principal risks and uncertainties

Competition in the leisure and entertainments industry, together with the influence of the weather and socio-economic environment on visitor numbers, represent continuing risks for the company. The company's principal risks and uncertainties are directly related to the Merlin Entertainments Group and accordingly no other specific risks and uncertainties are identified in these financial statements. The principal risks are discussed within the accounts of Merlin Entertainments Group Luxembourg S à r l and details of how to obtain these accounts can be found in note 21

Key performance indicators

The directors have determined that the following KPIs are the most appropriate for an understanding of the development, performance and position of the company

Visitor numbers are up 4% on the prior period,

Revenue per capita was up 6% on the prior period,

Profit before interest, taxation and depreciation increased by 7% on the prior period

Policy and payment of creditors

It is the company's policy to abide by the payment terms agreed between the company and its suppliers whenever it is satisfied that the supplier has provided goods and services in accordance with agreed terms and conditions. This policy is made known to appropriate staff and suppliers

At 26 December 2009 there were 4 9 days (27 December 2008 7 5 days) purchases in trade creditors

Dividends

The directors do not recommend the payment of a dividend (2008 £nil)

Directors' report (continued)

Directors

The directors who held office during the period and up until the date of the signing of these financial statements were as follows

AC Carr (resigned 22 January 2009)
V Brown (resigned 22 January 2009)
I Fernandes (resigned 22 January 2009)
J Jakobsen (appointed 22 January 2009)
F Montgomery (appointed 22 January 2009)

During the period the company maintained liability insurance for its directors and officers

Employees

Regular informal meetings are held between management and employees in order to keep employees informed on current developments within the company and to take account of their views in making decisions likely to affect their interests. In addition a monthly newsletter is produced

Disabled persons

The company makes no differentiation between able bodied and disabled persons in terms of recruitment, training and career progression. The company will make every effort to continue the employment and training of those persons who become disabled while employed by the company

Charitable and political donations

During the period, charitable donations in the United Kingdom amounted to £20,587 (2008 £19,000) The company also participates in The Merlin Group's own charity "Merlin's Magic Wand", which is funded by the group and enables children who are disadvantaged through ill health, disability, abuse or poverty to have a great experience at one of the group's many attractions through a combination of free tickets and financial support for travel and accompanying carers. The company made no political donations during the period (2008 £nil)

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware, and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office

By order of the board

C Armstrong
Company Secretary

6 Hay 2010

3 Market Close Poole Dorset BH15 1NQ

Statement of directors' responsibilities in respect of the directors' report and the financial statements

The directors are responsible for preparing the directors' report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period

In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- 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 adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



Independent auditors' report to the members of LEGOLAND Windsor Park Limited

We have audited the financial statements of LEGOLAND Windsor Park Limited for the 52 weeks ended 26 December 2009 set out on pages 6 to 18 The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice)

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's web-site at www.frc.org/uk/apb/scope/UKNP

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 26 December 2009 and of its profit for the 52 weeks then ended,
- · have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements

Independent auditors' report to the members of LEGOLAND Windsor Park Limited (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Philip Pateman

Senior Statutory Auditor

For and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

Dukes Keep

Marsh Lane

Southampton

SO14 3EX

7 May 2010

Profit and loss account

for the 52 weeks ended 26 December 2009

		52 weeks	52 weeks
		ended	ended
		26 December	27 December
		2009	2008
	Note	£000	£000
Turnover	2	46,581	42,424
Cost of sales		(10,698)	(8,893)
Gross profit		35,883	33,531
Administrative expenses		(24,927)	(20,558)
Operating profit	3	10,956	12,973
Interest receivable and similar income	6	256	1,751
Profit on ordinary activities before taxation		11,212	14,724
Tax on profit on ordinary activities	7	(2,996)	(5,430)
Profit for the financial period	15	8,216	9,294

There are no recognised gains or losses other than the profit for the period reported above. There is also no difference between the profit on ordinary activities before taxation and the profit for the financial period stated above and their historical cost equivalents.

The results of the company for the period relate wholly to continuing operations

Balance sheet at 26 December 2009

	Note	26 December 2009		27 Decemb	ber 2008
		£000	£000	£000	£000
Fixed assets					
Tangible assets	8		61,003		63,022
Current assets					
Stocks	9	917		853	
Debtors	10	458		1,529	
Cash at bank and in hand		48,090		36,751	
		49,465		39,133	
Creditors: amounts falling due within one					
year	11	(15,475)		(13,500)	
Net current assets			33,990		25,633
Total assets less current liabilities			94,993		88,655
Provisions for liabilities and charges	12		-		(1,895)
Net assets			94,993		86,760
Capital and reserves			- ************************************		
Called up share capital	14		77,800		77,800
Capital reserve	15		27		10
Profit and loss account	15		17,166		8,950
Shareholder's funds	16		94,993		86,760

These financial statements were approved by the board of directors on behalf by

6 Hay 2010

and were signed on its

F Montgomery
Director

LEGOLAND Windsor Park Limited Directors' report and financial statements 52 weeks ended 26 December 2009

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements, except as noted below

Basis of preparation

These financial statements have been prepared for the 52 weeks ended 26 December 2009 (2008 52 weeks ended 27 December 2008) The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules

The company's business activities, together with the factors likely to affect its future development, performance and position are set out in the Business Review in the Directors' Report The financial position of the company, its cash flows, liquidity position and borrowing facilities are directly related to the position of the overall Merlin Entertainments Group As such, details of this Group wide position are described in the consolidated financial statements of Merlin Entertainments Group Luxembourg S à r 1, available to the public from the address in note 21

In addition, the notes to the consolidated financial statements of Merlin Entertainments Group Luxembourg Sàrl include the Group's objectives, policies and processes for managing its capital, its financial risk management objectives, details of its financial instruments and hedging activities, and its exposures to credit risk and liquidity risk

The company has appropriate financial resources and trades profitably. The directors believe that the company is well placed to manage its business risks successfully and that it has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Cash flow statement

Under Financial Reporting Standard 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements

Related party transactions

As the company is a wholly owned subsidiary of Merlin Entertainments Group Luxembourg S à r 1, the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with other wholly owned subsidiaries which form part of the group (or investees of the group qualifying as related parties). The consolidated financial statements of Merlin Entertainments Group Luxembourg S à r 1, within which this company is included, can be obtained from the address given in note 21. The company has adopted the revisions to FRS 8 in the period. Under this revised standard, a related party is as defined in IAS 24. Related Party Disclosures. No new related parties were identified as a result of adopting this standard.

Fixed assets and depreciation

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows

Land and buildings

50 years

Plant and machinery

5 - 30 years

No depreciation is provided on freehold land or assets in the course of construction

1 Accounting policies (continued)

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction Monetary assets and liabilities denominated in foreign currencies are translated using the contracted rate or the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account

Leases

Operating lease rentals are charged to the profit and loss account on a straight line basis over the period of the lease

Pensions

The company operates a defined contribution pension scheme The assets of the scheme are held separately from those of the company in an independently administered fund. The amount charged against profits represents the contributions payable to the scheme in respect of the accounting period.

Research and development expenditure

Expenditure on research and development is written off against profits in the period in which it is incurred

Stocks

Stocks are stated at the lower of cost and net realisable value. In determining the cost of raw materials, consumables and goods purchased for resale, the weighted average purchase price is used. For work in progress and finished goods cost is taken as production cost, which includes an appropriate proportion of attributable overheads.

Taxation

The charge for taxation is based on the profit for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19

Turnover

Turnover represents the amounts (excluding value added tax) derived from the operation of LEGOLAND Windsor Park within the UK. Turnover consists of ticket, shop and restaurant sales. A small proportion of turnover is derived from other sources such as functions held at LEGOLAND and is recognised when the service is delivered. Turnover from the sale of annual passes is deferred and recognised over the opening period.

Share based payments

A group share option scheme allows certain employees to acquire shares of the ultimate parent company. The fair value of options is recognised as an employee expense with a corresponding increase in equity, in the form of a parent company capital contribution. The fair value of the options granted is measured using an option pricing model, taking into account the terms and conditions upon which the options were granted. The amount recognised as an expense is adjusted to reflect the actual number of share options that vest except where forfeiture is only due to share prices not achieving the threshold for vesting

2 Turnover

Turnover is wholly attributable to the principal activity of the company and arises solely within the United Kingdom

3	Notes to	the profit	and loss	account
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2009	2008
£000	£000
5,992	3,009
37	38
-	(5)
264	195
	£000 5,992 37

During the year the useful economic lives of certain specific assets were reviewed, in connection with plans relating to the future development of the Park and shortened as a result, leading to an increased depreciation charge

Auditors' remuneration

	2009 £000	2008 £000
Audit of these financial statements	30	28
4 Remuneration of directors		
	2009 £000	2008 £000
Directors' emoluments	-	203
	Number of	
Retirement benefits are accruing to the following number of directors under	2009	2008
Money purchase schemes	-	2

The aggregate of emoluments of the highest paid director was £nil (2008 £112,000), and company pension contributions of £nil (2008 £8,000) were made to a money purchase scheme on their behalf

The current directors received no remuneration from the company during the period and are paid by other group undertakings. Neither of the current directors received remuneration for their services to the company as the services provided to the company are incidental to their wider role in the group.

5 Staff numbers and costs

The average number of persons employed by the company (including directors) during the period, analysed by category, was as follows

	Number of e	mployees
	2009	2008
Management and administration	33	30
Operations	430	400
	463	430
The aggregate payroll costs of these persons were as follows		
	2009	2008
	£000	£000
Wages and salaries	7,959	7,795
Share based payments (see note 15)	17	10
Social security costs	588	537
Other pension costs	125	128
	8,689	8,470
6 Interest receivable and similar income		
	2009	2008
	£000	£000
Interest receivable from group undertakings	-	1,044
Other interest receivable	256	707
	256	1,751

Taxation

	2009		2008	3
	£000	£000	£000	£000
UK corporation tax				
Current tax on income for the period	4,829		4,952	
Adjustments in respect of prior periods	105		368	
Total current tax		4,934		5,320
Deferred tax (see note 13)				
Origination of timing differences	(1,457)		(255)	
Adjustment in respect of prior periods	(481)		365	
Total deferred tax		(1,938)		110
Tax on profit on ordinary activities		2,996		5,430
Factors affecting the tax charge for the current p	eriod			

ng the tax charge for the current period

The current tax charge for the period is higher (2008 higher) than the standard rate of corporation tax in the UK of 28% (2008 28%) The differences are explained below

	2009 £000	2008 £000
Profit on ordinary activities before taxation	11,212	14,724
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 28% (2008 28%)	3,140	4,123
Effects of		
Expenses disallowable for tax purposes	232	19
Differences between capital allowances and depreciation	1,457	810
Adjustment to tax charge in respect of prior periods	105	368
Total current tax charge (see above)	4,934	5,320

8 Tangible fixed assets

	Land and buildings £000	Plant and machinery £000	Assets in the course of construction £000	Total £000
Cost				
At 28 December 2008	63,095	64,230	1,521	128,846
Additions	218	2,756	999	3,973
Transfers	25	1,358	(1,383)	
At 26 December 2009	63,338	68,344	1,137	132,819
Depreciation				
At 28 December 2008	22,785	43,039	_	65,824
Charge for the period	1,173	4,819	-	5,992
At 26 December 2009	23,958	47,858	•	71,816
Net book value		- 		
At 26 December 2009	39,380	20,486	1,137	61,003
At 27 December 2008	40,310	21,191	1,521	63,022
9 Stocks				
			2009	2008
			£000	£000
Raw materials and consumables			256	267
Goods for resale			661	586
			917	853
10 Debtors				
			2009	2008
			£000	£000
Trade debtors			111	589
Amounts owed by group undertakings Deferred tax assets			116	751
Prepayments and accrued income			43	-
repayments and accrued meome			188	189
			458	1,529

11 Creditors. amounts falling due within one year		
	2009	2008
	£000	£000
Trade creditors	191	367
Amounts owed to group undertakings	5,014	2,940
Amounts owed to associates	89	53
Corporation tax	4,829	4,952
Other taxation and social security	329	180
Accruals and deferred income	5,023	5,008
	15,475	13,500
12 Provisions for liabilities and charges		
		Deferred
		taxation
		(note 13)
		£000
		2000
At 28 December 2008		1,895
Credit to the profit and loss for the period		(1,895)
At 26 December 2009		
13 Deferred taxation		
		D.C. 1
		Deferred
		taxation £000
		2000
Liability at 28 December 2008		(1,895)
Credit to the profit and loss for the period		1,938
At 26 December 2009 (see note 10)		43
The elements of deferred taxation are set out below		
	2009	2008
	000£	£000
Difference between accumulated depreciation and capital allowances	(23)	(1,961)
Other timing differences	66	(1,901)
omer mining arrest entered		
Deferred tax asset/(liability)	43	(1,895)

14 Called up share capital

£000
2000
26,000
35,000
50,000
85,000
2008
£000
35,000
42,800
77,800

The £1 Redeemable ordinary shares are redeemable at the company's option, at par, at any time They carry the same voting rights, rights to dividends and priority on a winding up as ordinary shares

15 Reserves

Capital reserve £000	Profit and loss account £000	Total £000
10	8,950	8,960
-	8,216	8,216
17	-	17
27	17,166	17,193
	reserve £000 10 - 17	reserve loss account £000 10 8,950 - 8,216 17 -

15 Reserves (continued)

Share based payments

Certain employees of the company participate in a share option scheme established in the period by the ultimate parent company, whereby options to purchase ordinary shares in that company may be offered to key management personnel and senior employees. The fair value of options granted is determined on the date of the award. The share options vest upon listing or sale of the parent company and there are no performance related vesting conditions. The scheme is equity settled.

The number and weighted average exercise prices (WAEP) of share options are as follows

2009		2008	
Number of options	WAEP (£)	Number of options	WAEP (£)
1,350	0.37	-	-
80	0.37	1,350	0 37
(125)	0.37	-	-
1,305	0.37	1,350	0 37
	Number of options 1,350 80 (125)	Number of options (£) 1,350 0.37 80 0.37 (125) 0.37	Number of options WAEP of options Number of options 1,350 0.37 - 80 0.37 1,350 (125) 0.37 -

The options outstanding at 26 December 2009 have an exercise price of $\epsilon 0.50$ (2008 $\epsilon 0.50$), equating to $\epsilon 0.37$ (2008 $\epsilon 0.37$) at the date of grant, and a weighted average remaining contractual life of less than 1 year (2008 $\epsilon 0.37$)

No shares were exercised in the period (2008 nil)

The weighted average fair value of options granted during the period was £26 25 (2008 £26 25)

Share option valuation assumptions

The fair value of options granted was measured using the Black-Scholes method. The weighted average assumptions used in determining the fair value of options granted were as follows.

	2009	2008
Share price	£26.58	£26 58
Exercise price	£0.37	£0 37
Expected volatility (weighted average volatility based on statistical estimates)	30%	30%
Option life (expected weighted average life)	2 years	3 years
Expected dividends	-	-
Risk-free interest rate (based on Government Bonds)	4%	4%
Compensation expense		
	2009	2008
	£000	£000
Equity settled share based payments	17	10

2009

2008

Notes (continued)

16 Reconciliation of movements in shareholders' funds

	2009	2008
	0003	£000
Opening shareholders' funds	86,760	77,456
Profit for the period	8,216	9,294
Capital contribution relating to share based payments	17	10
Closing shareholders' funds	94,993	86,760

17 Commitments

(a) Capital commitments at the end of the financial period for which no provision has been made, are as follows

		2007	2000
		£000	£000
	Contracted	856	1,780
(b)	Annual commitments under non-cancellable operating leases are as follows	<u>-</u>	
		2009	2008
		Other	Other
		€000	£000
	Operating leases which expire		
	Within one year	29	12
	In the second to fifth years inclusive	45	19
		74	31

18 Pension commitments

During the period the company operated a defined contribution pension scheme for a number of its employees. The pension charge for the period was £125,000 (2008 £128,000). The pension costs are charged to the profit and loss account in the period that they are incurred and any outstanding contributions at the period end are included within creditors. The assets of the scheme are held separately from those of the company in independently administered funds. At the period end the outstanding contributions due to the scheme were £nil (2008 £nil)

19 Related party transactions

Related party		Sales to related party £000	Purchases from related party £000	Amounts owed to related party £000
Kırkbı	2009	-	839	_
	2008 (restated)	-	792	-
LEGO Company Ltd	2009	4	4,272	89
	2008	7	2,902	53

All charges were made on an arm's length basis

20 Banking arrangements

Along with other group companies in the United Kingdom, the company is a member of a consolidated banking arrangement which includes notional bank pooling but no overdraft facility. As such it is party to an unlimited multilateral guarantee to the Bank for all debts or liabilities arising from the Group facility whereby each member company guarantees the obligations of each other member to the Bank

21 Ultimate parent company

The ultimate parent undertaking is Merlin Entertainments Group Luxembourg Sàrl a company incorporated in Luxembourg, which is the only company preparing group financial statements. The consolidated financial statements of this group are available to the public and may be obtained from Merlin Entertainments Group Limited, 3 Market Close, Poole, Dorset, BH15 INQ. The immediate parent company is Merlin Entertainments Group Limited.