

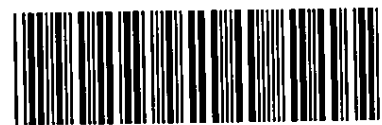
P1 Attractions Limited
(formerly Tussauds Attractions Limited)

Directors' report and financial
statements

Registered number 1284934

16 July 2007

FRIDAY



LTCLWWGJ
LD2 18/01/2008 14
COMPANIES HOUSE

Contents

Legal and administrative information	1
Directors' report	2
Statement of directors' responsibilities in respect of the Directors' Report and the financial statements	4
Independent auditors' report to the members of P1 Attractions Limited	5
Profit and loss account	7
Balance sheet	8
Notes	9

Legal and administrative information

Directors

P Philipson	(resigned 21 May 2007)
R Roger	(resigned 21 May 2007)
G Earlam	(resigned 21 May 2007)
N Varney	(appointed 21 May 2007, resigned 16 July 2007)
A Carr	(appointed 21 May 2007, resigned 16 July 2007)
S Gumm	(appointed 16 July 2007)
N Leslau	(appointed 1 August 2007)
T Evans	(appointed 1 August 2007)

Secretary

Taylor Wessing Secretaries Limited	(resigned 1 August 2007)
S Gumm	(appointed 1 August 2007)

Registered office

Cavendish House
18 Cavendish Square
London
W1G 0PJ

Registered auditors

KPMG LLP
8 Salisbury Square
London
EC4Y 8BB

Bankers

HSBC Bank plc
27-32 Poultry
London
EC2P 2BX

Directors' report

The directors present their report and the audited financial statements for the 198 day period from 31 December 2006 to 16 July 2007. The prior period was for the 52 weeks ending on 30 December 2006.

Results, dividends and key performance indicators

The company's profit before taxation amounted to £327,253,000 (2006 profit £5,273,000). Details are contained in the profit and loss account on page 7.

In the period to 6 July the date of the business reorganisation the company's admissions were 1,252,000 (2006 2,653,000), turnover was £26,503,000 (2006 £58,241,000), operating profit was £3,709,000 (2006 £12,123,000) and EBITDA was £6,791,000 (2006 £18,113,000).

The balance sheet on page 8 of the financial statements shows net assets of £378,880,000 at the period end (2006 £12,458,000). Details of amounts owed to group undertakings are shown in notes 14 and 15 to the financial statements.

No dividend is proposed for the period (2006 nil).

Principal activity & review of business and future developments

On the 21 May 2007 Charcoal Bidco Limited, owned by the ultimate parent company Merlin Entertainments Group Luxembourg Sarl, acquired 100% of Tasmania Holdings Limited, the ultimate UK holding company at that date.

On the 16 July 2007 Prestbury 1 Six Limited, a third party, acquired Charcoal Midco 2 Limited, a Merlin intermediate holding company and indirect parent of Tasmania Holdings Limited. This followed a post-acquisition reorganisation of the business by Merlin Entertainments Group Luxembourg Sarl, whereby on 5 July 2007 certain freehold property assets were transferred to P1 WC Limited, P1 MTL Limited and Tussauds Attractions Operations Limited and then on 6 July 2007 certain freehold property and the company's trade was hived up to Tussauds Attractions Operations Limited prior to the sale of the share capital of Charcoal Midco 2 Limited to Prestbury.

The principal activity of the company throughout the period has been daytime family entertainment. Following the acquisition by Prestbury 1 Six Limited no further trading is envisaged, as the trade had been hived up prior to sale.

The directors are satisfied that the financial statements give a fair review of the development of the business of the company during the period and of its position at the period end.

Period end date

On 16 July 2007 the company changed its period end date to 16 July 2007. The accounts have been prepared for the 198 day period from 31 December 2006 to 16 July 2007. In the prior period the accounts were prepared to 30 December as the company used a weekly cycle of reporting with the month and year ending on a Saturday. This was to ensure consistency of reporting on a 52 week basis.

Principal risks and uncertainties

The directors manage the group's risks at a group level, rather than at an individual business unit level. For this reason, the company's directors believe that a discussion of the group's risks would not be appropriate for an understanding of the development, performance or position of P1 Attractions Limited. Furthermore, the risks and uncertainties applicable to the group are not considered relevant now that the company is not envisaged to trade any further after 16 July 2007.

Directors' report *(continued)*

Share capital and status of the company

Following the change of ownership on 16 July 2007 the company is a wholly owned subsidiary of P1 Intermediate Three Limited (see note 24)

Employee consultation and information

Following the reorganisation of the business on 6 July 2007 the company has no employees

Political and charitable contributions

During the period, the company made charitable donations in the United Kingdom amounting to £4,000 and overseas amounting to £2,000 (2006 £24,000)

The company made no political contributions during the period (2006 £nil)

Accounts and reports

In accordance with Section 252 of The Companies Acts 1985-1989, an elective resolution, dated 9 August 1996, was made to dispense with the laying of accounts and reports before the company in annual general meetings

Annual General meetings

In accordance with Section 366A of The Companies Acts 1985-1989, an elective resolution, dated 9 August 1996, was made to dispense with the holding of annual general meetings

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 he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

Following the resignation of PricewaterhouseCoopers LLP, the directors appointed KPMG LLP to fill the casual vacancy arising. In accordance with Section 384 of the companies Act 1985, a resolution for the re-appointment of KPMG LLP as auditors of the company is to be proposed at the forthcoming Annual General Meeting

By order of the board



Sandy Gumm
Company Secretary

Cavendish House
18 Cavendish Square
London
W1G 0PJ

1st December 2007

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)

The financial statements are required by law to 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 proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 1985. 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



PO Box 695
8 Salisbury Square
London
EC4Y 8BB

Independent auditors' report to the members of P1 Attractions Limited

We have audited the financial statements of P1 Attractions Limited for the 198 day period ended 16 July 2007 which comprises the profit and loss account, the balance sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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 auditor's 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

The Directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) 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 International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements. We also report to you if, in our opinion, 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 other transactions 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.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 judgments 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.

Independent auditors' report to the members of Tussauds Attractions Limited
(continued)

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 16 July 2007 and of its profit for the period then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' report is consistent with the financial statements

KPMG LLP

KPMG LLP
Chartered Accountants
Registered Auditor

14 December 2007

Profit and loss account

for the period ended 16 July 2007

	Note	198 day period ended 16 July 2007 £000	52 weeks period ended 30 December 2006 £000
Turnover	2	26,503	58,241
Cost of sales		(2,169)	(8,246)
Gross profit		24,334	49,995
Administrative expenses			
Amortisation of goodwill	9	(268)	(519)
Exceptional (costs)/income	4	-	(750)
Other administrative expenses		(20,357)	(36,603)
Total administrative expenses		(20,625)	(37,872)
Operating profit – discontinued operations	4	3,709	12,123
Profit on disposal of discontinued operations	5	345,488	-
Income from shares in group undertakings		-	1,686
Interest receivable and similar income	6	590	344
Interest payable and similar charges	7	(22,534)	(8,880)
Profit on ordinary activities before taxation		327,253	5,273
Tax credit on profit on ordinary activities	8	4,169	1,343
Profit for the financial period		331,422	6,616

There is no material difference between the profit on ordinary activities before taxation and the profit for the financial periods stated above and their historical cost equivalents

There were no recognised gains or losses for the current or preceding financial period other than as stated above. Accordingly, no separate statement of recognised gains and losses is presented.

All of the above operating results derive from discontinued operations.

Balance sheet

at 16 July 2007

	Note	16 July 2007 £000	30 December 2006 £000
Fixed assets			
Goodwill	9	-	6,361
Tangible assets	10	-	73,761
Investments	11	-	1,574
			<hr/>
		-	81,696
Current assets			
Stocks	12	-	514
Debtors	13	457,896	132,061
		<hr/>	<hr/>
		457,896	132,575
Creditors' amounts falling due within one year	14	(57,338)	(175,395)
		<hr/>	<hr/>
Net current assets/(liabilities)		400,558	(42,820)
		<hr/>	<hr/>
Total assets less current liabilities		400,558	38,876
			<hr/>
Creditors' amounts falling due after more than one year	15	(21,678)	(26,418)
		<hr/>	<hr/>
Net assets		378,880	12,458
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	18	2,500	2,500
Share premium account	19	35,052	52
Revaluation reserve	19	-	9,898
Profit and loss account	19	341,328	8
		<hr/>	<hr/>
Shareholders' funds	20	378,880	12,458
		<hr/>	<hr/>

These financial statements were approved by the board of directors on *16 December* 2007 and were signed on its behalf by


S Gumm
Director

Notes

(forming part of the financial statements)

1 Accounting policies

The financial statements have been prepared in accordance with applicable accounting standards in the United Kingdom. A summary of the more important accounting policies, which have been applied consistently throughout the current and preceding period, is set out below.

Basis of accounting

The financial statements of the company are prepared in accordance with the historical cost convention, as modified by the revaluation of freehold properties.

Period end date

The company changed its period end date to 16 July 2007. In the prior period the company used a weekly cycle of reporting and the annual accounts were drawn up to the Saturday closest to the year end to ensure consistency of reporting on a 52 week basis.

Goodwill

On the acquisition of a business, fair values are attributed to the group's share of separable net assets. Where the cost of acquisition exceeds the fair values attributable to such net assets, the difference is treated as purchased goodwill and capitalised in the group balance sheet in the year of acquisition and amortised over its estimated useful life up to a maximum of 20 years from the effective date of the acquisition.

Tangible fixed assets

Tangible fixed assets are stated at cost or valuation less accumulated depreciation and any provision for impairment. At 27 March 1999 certain freehold land and buildings were valued on the basis of open market valuation. On adoption of FRS 15, the company followed the transitional provisions to retain the book value of land and buildings which were revalued in 1999, but not to adopt a policy of revaluation in the future. These values are retained subject to the requirement to test assets for impairment in accordance with FRS 11. Apart from freehold land and assets in the course of construction, fixed assets are depreciated over their estimated economic lives in equal annual amounts.

The principal estimated economic lives are:

Freehold buildings	-	20 years to 100 years
Warwick Castle freehold buildings	-	100 to 1,000 years
Short term leasehold properties	-	Over period of lease
Plant and equipment	-	3 years to 20 years
Warwick Castle chattels	-	100 years

Leases

Assets held under finance leases and hire purchase contracts are capitalised at their fair value on the inception of the lease and depreciated over the shorter of the period of the lease and the estimated useful economic lives of the assets. The finance charges are allocated over the period of the lease in proportion to the capital amount outstanding and are charged to the profit and loss account.

Rentals under operating leases are charged to profit and loss in equal amounts over the lease term.

Notes (continued)

1 Accounting policies (continued)

Stocks

Stocks are stated at the lower of cost and net realisable value

Investments

Investments are stated at the lower of cost and net realisable value

Repairs, renewals and maintenance of buildings

Expenditure is written off as incurred

Taxation

The charge of 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

Cash flow statement

The cash flows of the company are included in the consolidated group cash flow statement of P1 Tasmania Limited, the ultimate holding company. Consequently, the company is exempt under the terms of Financial Reporting Standard No 1 (Revised) from preparing a cash flow statement

Post-retirement benefits

For defined benefit schemes the amounts charged to operating profit are the current service costs and gains and losses on settlements and curtailments. They are included as part of staff costs either in the accounts of the employing company or in the accounts of the UK ultimate holding company P1 Tasmania Limited. The interest cost and the expected return on assets are shown as a net amount of other finance costs in the accounts of the UK ultimate holding company. Actuarial gains and losses are recognised immediately in the statement of total recognised gains and losses in the accounts of the UK ultimate holding company.

Defined benefit schemes are funded, with the assets of the scheme held separately from those of the group, in separate trustee administered funds. Pension scheme assets are measured at market value and liabilities are measured on an actuarial basis. The actuarial valuations are obtained at least triennially and are updated at each balance sheet date. The resulting defined benefit asset or liability, net of the related deferred tax, was transferred as part of the business reorganisation on 6 July 2007.

The company is unable to identify its share of the underlying assets and liabilities as each employer is exposed to actuarial risks associated with the current and former employees of other entities participating in Tussauds Group (UK) Pension Plan. The scheme has therefore been treated as a defined contribution scheme for the purposes of these financial statements.

For defined contribution schemes the amount charged to the profit and loss account in respect of pension costs and other post-retirement benefits is the contributions payable in the period. Differences between contributions payable in the year and contributions actually paid are shown either as accruals or prepayments in the balance sheet.

Notes (continued)

1 Accounting policies (continued)

Post-retirement benefits (continued)

For the group personal pension plan arrangement the amounts charged to the profit and loss account are the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown either as accruals or prepayments in the balance sheet.

Turnover

Turnover comprises revenue from customers for entrance into attractions, revenue from retail and catering sales in the attractions, revenue from functions, revenue from the sale of annual passes and revenue from sponsorship arrangements. All amounts are stated net of value added tax.

Same day entrance fees are recognised in the profit and loss account immediately. Sales of advance tickets are deferred within creditors until the related ticket has been redeemed by the customer or expiry of the ticket, whichever is sooner.

Sales of annual passes are recognised on a straight line basis over the period of the annual pass, which is usually one year.

Retail and catering revenue is recognised at the point of sale when the goods are provided to the customer. Revenue from functions is recognised when the service is provided to the customer.

Sponsorship revenue is recognised over the period to which the sponsorship relates, once a signed contract is in place.

Notes (continued)

2 Turnover and profit before taxation

Turnover and profit before taxation was derived from the company's principal activity in the United Kingdom until the date of the business reorganisation. All turnover was derived from discontinued operations.

3 Directors emoluments and staff numbers and costs

	198 day period ended 16 July 2007 £000	52 week period ended 30 December 2006 £000
Aggregate emoluments	389	775
Pension contributions	43	78
	<hr/>	<hr/>
	432	853
	<hr/>	<hr/>

Retirement benefits are accruing to two directors (2006: two) under a defined benefit scheme as described in the parent company accounts.

	198 day period ended 16 July 2007 £000	52 week period ended 30 December 2006 £000
Highest paid director		
Aggregate emoluments	189	384
Pension contributions	26	57
	<hr/>	<hr/>
	215	442
	<hr/>	<hr/>

Employee information (including directors)

	198 day period ended 16 July 2007 £000	52 week period ended 30 December 2006 £000
Wages and salaries	9,036	15,615
Social security costs	892	1,545
Pension costs	800	1,358
	<hr/>	<hr/>
	10,728	18,518
	<hr/>	<hr/>

The average number of employees during the period was 715 (2006: 689), 538 (2006: 526) employees were employed within the Attractions divisions and 177 (2006: 163) at Head Office.

Notes (continued)

3 Directors emoluments and staff numbers and costs (continued)

Pension commitments

The company is a member of The Tussauds Group (UK) Pension Plan, which is a contracted out salary related scheme with a money purchase section formed on 1 January 1999. The money purchase section was closed to new entrants with effect from 31 March 2003 and a new contracted – in money purchase plan formed. The new contracted –in money purchase was closed to new members on 1 January 2006 and a new Group Personal Pension Plan arrangement was set up with AXA plc from that date. The pension costs relating to the group plan are assessed in accordance with the advice of an independent qualified actuary.

The existence of this deficit does not affect the rate at which the company pays contributions as this is determined by the normal trustee funding valuation. Full pensions disclosure is given in the accounts of P1 Tasmania Limited in note 22.

The company is unable to identify its share of the underlying assets and liabilities as each employer is exposed to actuarial risks associated with the current and former employees of other entities participating in Tussauds Group (UK) Pension Plan. The scheme has therefore been treated as a defined contribution scheme.

The UK pension cost and profit and loss charge for the P1 Tasmania Limited group is £766,000 (30 December 2006 £2,098,000).

4 Operating profit

	198 day period ended 16 July 2007 £000	52 week period ended 30 December 2006 £000
Operating profit is after charging:		
Auditors' remuneration – fees payable to the company auditor for the audit of the accounts	64	87
Operating lease rentals		
Plant and machinery	34	196
Other assets	115	203
Land and machinery	184	246
Depreciation of tangible fixed assets – owned	3,082	5,398
Depreciation of tangible fixed assets – leases	-	73
Exceptional costs	-	750
Amortisation of goodwill	268	519

The exceptional costs in 2006 relate to a £750,000 settlement for a legal claim regarding the use of Intellectual Property Rights.

Notes (continued)

5 Profit on disposal of discontinued operations

	198 day period ended 16 July 2007 £000	52 week period ended 30 December 2006 £000
<i>Profit on disposal of investments</i>		
Proceeds	23,542	-
Cost	(1,595)	-
	<hr/>	<hr/>
Profit on disposal of investments	21,947	-
<i>Profit on disposal of assets and operating business</i>		
Proceeds	372,448	-
Net assets disposed of	(48,907)	-
	<hr/>	<hr/>
Profit on disposal of assets and operating business	323,541	-
	<hr/>	<hr/>
Profit on disposal of discontinued operations	<u>345,488</u>	<u>-</u>

6 Interest receivable and similar income

	198 day period ended 16 July 2007 £000	52 week period ended 30 December 2006 £000
On bank deposits	165	56
On balances with group undertakings	425	288
	<hr/>	<hr/>
	590	344
	<hr/>	<hr/>

7 Interest payable and similar charges

	198 day period ended 16 July 2007 £000	52 week period ended 30 December 2006 £000
On bank overdraft and other borrowings	335	851
On finance leases	-	2
On balances with group undertakings	22,199	8,027
	<hr/>	<hr/>
	22,534	8 880
	<hr/>	<hr/>

Notes (continued)

8 Tax credit on profit on ordinary activities

	198 day period ended 16 July 2007 £000	52 week period ended 30 December 2006 £000
<i>Current tax</i>		
UK corporation tax at 30% (2006 30%)	250	7
Total current tax charge for period	250	7
<i>Deferred tax</i>		
Current year	(4,730)	(877)
Decrease in future tax rate	84	-
Abolition of Industrial Buildings Allowances	(79)	-
Adjustment in respect of prior year	306	(473)
Total deferred tax charge/(credit) for period	(4,419)	(1,350)
Total tax charge/(credit) for period	(4,169)	(1,343)

Factors affecting the tax charge for the current period

The current tax charge for the period is lower (2006 lower) than the standard rate of corporation tax in the UK (30%, 2006 30%). The differences are explained below

	198 day period ended 16 July 2007 £000	52 week period ended 30 December 2006 £000
<i>Current tax reconciliation</i>		
Profit on ordinary activities before tax	327,253	5,273
Current tax at 30% (2006 30%)	98,176	1,582
<i>Effects of</i>		
Expenses not deductible for tax purposes	507	1,198
Depreciation in excess of capital allowances	767	1,282
Movements in short term timing differences	(74)	(410)
UK group relief, not paid for	4,270	(3,146)
Profit on disposal of discontinued operations, not taxable	(103,646)	-
Overseas withholding tax on amounts received	250	7
Dividend received covered by foreign tax credit	-	(506)
Total current tax charge for the period	250	7

Notes (continued)

9 Goodwill

	2007 £000
<i>Cost</i>	
At 31 December 2006	10,387
Disposal of discontinued operations	(10,387)
	<hr/>
At 16 July 2007	-
	<hr/>
<i>Accumulated amortisation</i>	
At 31 December 2006	(4,026)
Charge for the period	(268)
Disposal of discontinued operations	4,294
	<hr/>
At 16 July 2007	-
	<hr/>
<i>Net book value</i>	
At 16 July 2007	-
	<hr/>
At 30 December 2006	6,361
	<hr/>

Notes (continued)

10 Tangible fixed assets

Group	Freehold land and buildings £000	Short leasehold property £000	Plant and equipment £000	Assets in course of construction £000	Total £000
Cost					
At 31 December 2006	60,182	78	68,830	3,068	132,158
Transfers	-	-	(3,024)	3,024	-
Additions	805	-	3,829	(1,050)	3,584
Disposals	(60,987)	(78)	(69,635)	(5,042)	(135,742)
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
At 16 July 2007	-	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
Accumulated depreciation					
At 31 December 2006	6,260	78	52,059	-	58,397
Transfers	-	-	-	-	-
Charge for the period	287	-	2,795	-	3,082
Disposals	(6,547)	(78)	(54,854)	-	(61,479)
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
At 16 July 2007	-	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
Net book value					
At 16 July 2007	-	-	-	-	-
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>
At 30 December 2006	53,922	-	16,771	3,068	73,761
	<hr/>	<hr/>	<hr/>	<hr/>	<hr/>

The net book value of the company's plant and equipment includes £nil in respect of assets held under finance leases (2006 £nil)

The net book value of freehold land and buildings comprises

	16 July 2007 £000	30 December 2006 £000
Freehold land	-	38,150
Freehold buildings	-	15,772
	<hr/>	<hr/>
	-	53,922
	<hr/>	<hr/>

Notes (continued)

11 Investments

	2007
<i>Cost and net book value</i>	£'000
As at 31 December 2006	1,574
Additions during the period	21
Disposed of during the period	(1,595)
	<hr/>
At 16 July 2007	<hr/> <hr/> -

The company disposed of the following investments on the 6 July 2007 Madame Tussauds Scenerama B V, Warwick Castle Limited, Madame Tussauds Limited, The London Planetarium Company Limited and Warwick Castle Park Limited. The profit on disposal of investments is included in the profit on disposal of discontinued operations on the face of the profit and loss account.

12 Stocks

	16 July 2007	30 December 2006
	£000	£000
Goods for resale	-	514
	<hr/>	<hr/>

13 Debtors

	16 July 2007	30 December 2006
	£000	£000
Trade debtors	-	4,363
Amounts owed by group undertakings	456,846	123,453
Other debtors	1,050	1,376
Prepayments and accrued income	-	1,432
Deferred tax (note 16)	-	1,437
	<hr/>	<hr/>
	457,896	132,061
	<hr/> <hr/>	<hr/> <hr/>

Amounts owed to group undertakings above include current account balances due within one year of £330,896,000. Interest is being charged at LIBOR + 1% on significant balances that remain unpaid for over one year.

By formal agreement with other group undertakings, the equity loans of £125,950,000 which comprise the remainder of this balance are not repayable within one year. No interest is being charged on equity loans.

Notes *(continued)*

14 Creditors, amounts due within one year

	16 July 2007 £000	30 December 2006 £000
Bank loans and overdrafts	-	47,051
Other loans	-	2,023
Trade creditors	-	1,399
Amounts owed to group undertakings	56,633	114,448
Other taxation and social security	705	794
Other creditors	-	4,361
Accruals and deferred income	-	5,319
	<hr/>	<hr/>
	57,338	175,395
	<hr/>	<hr/>

Amounts owing to group undertakings comprise

	16 July 2007 £000	30 December 2006 £000
Loan from P1 Old Finance Limited (see note 15)	-	86,376
Loans and balances owing to group undertakings	56,633	28,072
	<hr/>	<hr/>
	56,633	114,448
	<hr/>	<hr/>

Notes (continued)

15 Creditors' amounts due after more than one year

	16 July 2007 £000	30 December 2006 £000
Loans and balances owing to group undertakings	21,678	26,418
	<u>21,678</u>	<u>26,418</u>

Amounts owing to group undertakings comprise

- (a) Loan from P1 Intermediate One Limited This is an unsecured Loan received for the purpose of making prepayments under the funding loan agreement This is due for repayment on 31 March 2025

The loan bears interest at 0.25% higher than the rate of interest that is payable in respect of borrowings under the Merrill Lynch Secured Loan Facility Agreement which have been used to fund this loan Interest accrued to 16 July 2007 amounts to £856,000 (2006 £185,000)

	16 July 2007 £000	30 December 2006 £000
Over five years	21,678	26,418
	<u>21,678</u>	<u>26,418</u>

Notes (continued)

16 Provisions for liabilities and charges

	16 July 2007 £000	30 December 2006 £000
Deferred tax		
Opening balance	(1,437)	(87)
Credit to the profit and loss account	(4,419)	(1,350)
Disposal of discontinued operations	5,856	-
	<hr/>	<hr/>
Closing balance (asset)/liability	-	(1,437)
	<hr/>	<hr/>
Analysis of deferred tax balance		
Capital allowances in excess of depreciation	-	(1,393)
Short term timing differences	-	(44)
	<hr/>	<hr/>
Deferred tax (asset)/liability	-	(1,437)
	<hr/>	<hr/>

The prior period deferred tax asset has been recognised in debtors (see note 13)

17 Intercompany loans from P1 Old Finance Limited

	16 July 2007 £000	30 December 2006 £000
Interest rate		
3 months LIBOR plus 0.85% per annum	-	1,707
3 months LIBOR plus 1.35% per annum	-	6,362
7.078% per annum	-	48,942
8.167% per annum	-	29,365
	<hr/>	<hr/>
	-	86,376
	<hr/>	<hr/>
Maturity Profile		
Less than one year	-	86,376
After more than one year	-	-
	<hr/>	<hr/>
	-	86,376
	<hr/>	<hr/>

The loan was repaid in full on 30 May 2007

Notes (continued)

18 Called up share capital

	16 July 2007 £	30 December 2006 £
<i>Authorised</i>		
2,999,900 (2006 2,500,100) ordinary shares of £1 each	2,999,900	2,500,100
100 4% cumulative preference shares of £1 each	100	100
	<hr/>	<hr/>
	3,000,000	2,500,200
	<hr/>	<hr/>
<i>Called up and fully paid</i>		
2,500,101 (2006 2,500,100) ordinary shares of £1 each	2,500,101	2,500,100
100 4% cumulative preference shares of £1 each	100	100
	<hr/>	<hr/>
	2,500,201	2,500,200
	<hr/>	<hr/>

The cumulative preference shares are non-redeemable, non-voting and have preferential right to return of capital on a winding up

19 Reserves

	Revaluation reserve account £'000	Share premium account £'000	Profit and loss account £'000	Total £'000
As at 31 December 2006	9,898	52	8	9,958
Retained profit for the period	-	-	331,422	331,422
Issued share	-	35,000	-	35,000
Revaluation reserve transferred to profit and loss reserve on disposal of related property	(9,898)	-	9,898	-
	<hr/>	<hr/>	<hr/>	<hr/>
At 16 July 2007		35,052	341,328	376,380
	<hr/>	<hr/>	<hr/>	<hr/>

Notes (continued)

20 Reconciliation of movement in shareholders' funds

	198 day period ended 16 July 2007 £000	52 week period ended 30 December 2006 £000
Retained profit for the period	331,422	6,616
Opening shareholders' funds	12,458	5,842
Issue of share at a premium	35,000	-
	<hr/>	<hr/>
Closing shareholders' funds	378,880	12,458
	<hr/>	<hr/>

21 Capital commitments

	16 July 2007 £000	30 December 2006 £000
Capital commitments authorised and contracted for	-	1,716
	<hr/>	<hr/>

22 Operating lease rentals

At 16 July 2007, commitments under operating leases to make the following payments in the next financial year were

	16 July 2007 Land and building £'000	16 July 2007 Other £'000	30 December 2006 Land and building £'000	30 December 2006 Other £'000
<i>For leases expiring</i>				
Within one year	-	-	58	59
Between one and five year	-	-	-	428
In five years or more	-	-	189	-
	<hr/>	<hr/>	<hr/>	<hr/>
At 16 July 2007	-	-	247	487
	<hr/>	<hr/>	<hr/>	<hr/>

23 Related party transactions

The company is a wholly owned subsidiary within P1 Tasmania Limited and utilises the exemption contained in FRS 8 Related Party Disclosures not to disclose any transactions with entities that are part of the group

There were no transactions with directors and officers of the company, or any other disclosable related party transactions in the current or prior period

Notes *(continued)*

24 Parent company and ultimate controlling party

The company's immediate parent undertaking is P1 Intermediate Three Limited which is itself a subsidiary of Charcoal Midco 2 Limited. Charcoal Midco 2 Limited is legally owned by Prestbury 1 Nominee Limited but beneficially owned by Prestbury 1 Limited Partnership whose general partner is Prestbury General Partner Limited Partnership. The ultimate parent entity of Prestbury General Partner Limited Partnership is Prestbury Manager LLP. Copies of the consolidated financial statements are available from Cavendish House, 18 Cavendish Square, London W1G 0PJ.