ORIGINAL
2808359

Heritage Great Britain PLC

Annual Report and Consolidated Financial Statements

31 January 2009

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Registered No: 2808359

Contents

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Directors
P M Treherne
A J S Leech
D C S Westgate

Secretary
P Cushion

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Directors' report

The directors present their report and the audited Group consolidated financial statements of Heritage Great Britain PLC for the year ended 31 January 2009.

Principal activities

The principal activity of the company is that of a holding company. The Group undertakes the operation of various landmark and other day visitor attractions situated in the Isle of Wight, Cornwall, North Wales and Scotland, and operates a marketing agency in Manchester.

Review of the business and future developments

The results for the year are set out on page 9. The results were negatively affected by an early Easter when the weather was very poor and the general economic climate.. Due to poor results the Director's took the decision to close the World in Miniature site in Cornwall and are applying for planning permission to redevelop the site. The Director's have taken appropriate action to improve results for 2009 and the season to date is ahead of budget expectations.

Results and dividends

The Group loss for the year, after taxation, amounted to £47,070 (2008:£185,714). The directors do not recommend the payment of a dividend.

Fixed assets

Details of changes in tangible fixed assets are given in note 9 to the financial statements.

Creditor payment policy

The company agrees terms and conditions under which business transactions with suppliers are conducted. Payments to suppliers are made in accordance with these terms, provided that suppliers have complied with all relevant terms and conditions. In the absence of any agreement with a supplier, settlement is normally made in the month following receipt of invoice.

The company's average creditor payment period at the year end was 40 days.

Donations

The Group made charitable donations of £2,338 (2008: £6,007) during the year. No political donations were made.

Treasury policies

The objectives of the company are to manage the company's financial risk; secure cost effective funding for the company's operations, and to minimise the adverse effects of fluctuations in the financial markets on the company's financial assets and liabilities, on reported profitability and on the cash flows of the company.

The company finances its activities with a combination of bank overdrafts, finance leases, hire purchase contracts and cash deposits. Overdrafts are used to satisfy short term cash flow requirements. Other financial assets and liabilities, such as trade debtors and trade creditors, arise directly from the company's operating activities. The company does not trade in financial instruments and has no other form of derivatives.

The main risks associated with the company's financial assets and liabilities are set out below, as are the policies agreed by the board for their management.

Directors' report

Interest rate risk

The company finances its operations through a mixture of retained profits, bank overdrafts and balances with group undertakings. The bank borrowings are at a fixed rate.

Liquidity risk

The company's overdraft facilities are repayable on demand. The company expects to replace or renew these when required later in the year. Loans from group undertakings are payable on demand.

Foreign currency risk

All the company's transactions are predominantly in sterling. The company does not hedge any currency exposures.

Directors and their interests

The directors of the company during the year were as follows:

P M Treherne
A J S Leech
D S C Westgate

Mr A J S Leech is a discretionary beneficiary of a Jersey Trust which, through Cherberry Limited, a Jersey company, owns the entire share capital of the company. None of the other directors have disclosable interests in the shares of the Group.

Employees

The Group is committed to the development of all employees, both full time and part time. This is achieved by regular training programmes and keeping all staff informed and involved in the Group's activities through regular meetings and communications. The employees are flexible in their working and are an important asset of the Group. The Group is committed to the provision of equal opportunities for all employees.

The Group gives full consideration to applications for employment from disabled persons where the requirements of the job can be adequately fulfilled by a handicapped or disabled person. Where existing employees become disabled, it is the Group's policy wherever practicable to provide continuing employment under normal terms and conditions and to provide training and career development and promotion to disabled employees wherever possible.

Directors' report

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware. Having made enquiries of fellow directors and the group's auditor, each director has taken all the steps that he/she is obliged to take as a director in order to make himself/herself aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditors

Jackson UK LLP, formerly known as Hurst (Liverpool) LLP, being eligible offer themselves for reappointment as auditors for the company in accordance with section 385 of the Companies Act 1985.

By order of the Board

P Cushion
Secretary

04 June 2009

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual 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 the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the group and the company and of the profit or loss of the group and the company and of the profit or loss of the group for that period. In preparing those financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements 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 which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdiction

Report of the independent auditors, Jackson UK LLP to the members of Heritage Great Britain PLC

We have audited the financial statements of Heritage Great Britain PLC for the year ended 31 January 2009, which comprise the Consolidated Profit and Loss Account, Consolidated Balance Sheet, Consolidated Cash Flow Statement, and related notes 1 to 29. These financial statements have been prepared on the basis of the accounting policies set out therein.

This report is made solely to the company's shareholders, 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 shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

Respective Responsibilities of Directors and Auditor

The directors' responsibilities for preparing 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).

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 whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we 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 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.

Report of the independent auditors, Jackson UK LLP to the members of Heritage Great Britain PLC

Opinion

In our opinion:

- the financial statements give a true and fair view of the state of affairs of the company and of the group as at 31 January 2009 and of its loss for the year 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.

Jackson UK LLP

Jackson UK LLP

Chartered Accountants and Registered Auditors

20 Chapel Street

Liverpool

L3 9AG

8th June 2009

Consolidated profit & loss

For the year ended 31 January 2009

	Notes	2009 £	2008 £
Turnover	2		
Continued operations		10,207,037	10,812,519
Discontinued operations		261,166	-
Cost of sales		(2,992,737)	(3,131,748)
Gross profit		7,475,466	7,680,771
Administrative expenses		(7,758,259)	(7,704,825)
Operating loss			
Continuing operations		(169,813)	(24,054)
Discontinued operations		(112,980)	-
		(282,793)	(24,054)
Profit on sale of fixed assets		-	104,542
Interest receivable and similar income	3	134,845	157,396
Interest payable and similar charges	4	(390,675)	(336,424)
Loss on ordinary activities before taxation	5	(538,623)	(98,540)
Taxation	8	491,553	(87,174)
Retained loss for the financial year	20	(47,070)	(185,714)

The discontinued operations relate to the closure of the World in Miniature site in Cornwall.

There is no difference between the loss on ordinary activities before taxation and the retained loss for the year stated above, and their historical cost equivalents.

Statement of total recognised gains and losses

For the year ended 31 January 2009

	Notes	2009 £	2008 £
Loss for the year		(47,070)	(185,714)
Actuarial gain on pension scheme	27	148,200	50,200
Total recognised gains and losses relating to the year		101,130	(135,514)

Consolidated balance sheet

At 31 January 2009

	Notes	2009 £	2008 £
Fixed assets			
Tangible assets	9	11,360,593	11,446,732
Intangible assets	10	142,220	155,983
		11,502,813	11,602,715
Current assets			
Stocks	12	582,598	630,790
Debtors	13	546,161	639,161
Investments held as current assets	14	34,222	-
Cash at bank and in hand		83,093	241,921
		1,246,074	1,511,872
Creditors: amounts falling due within one year	15	1,952,052	1,883,849
Net current liabilities		(705,978)	(371,977)
Total assets less current liabilities		10,796,835	11,230,738
Creditors: amounts falling due after more than one year	16	4,155,347	4,014,481
Accruals and deferred income	17	59,011	69,011
Provisions for liabilities and charges excluding pension scheme deficit	18	378,987	875,286
Net assets excluding pension scheme deficit		6,203,490	6,271,960
Pension scheme deficit	27	213,800	383,400
Net assets including pension scheme deficit		5,989,690	5,888,560
Capital and reserves			
Called up share capital	19	5,213,371	5,213,371
Profit and loss account	20	776,319	675,189
Equity shareholders' funds	22	5,989,690	5,888,560

Company balance sheet

At 31 January 2009

	Notes	2009 £	2008 £
Fixed assets			
Tangible assets	9	7,353	2,796
Investments	11	13,435,037	13,435,037
		13,442,390	13,437,833
Current assets			
Debtors	13	161,283	120,861
Cash at bank and in hand		19,369	204,399
		180,652	325,260
Creditors: amounts falling due within one year	15	4,520,899	4,495,070
Net current liabilities		(4,340,247)	(4,169,810)
Total assets less current liabilities		9,102,143	9,268,023
Creditors: amounts falling due after more than one year	16	3,853,557	3,898,420
Provisions for liabilities and charges	18	299,126	303,872
		4,949,460	5,065,731
Capital and reserves			
Called up share capital	19	5,213,371	5,213,371
Profit and loss account	20	(263,911)	(147,640)
Equity shareholders' funds	21	4,949,460	5,065,731

The financial statements were approved by the Board of Directors on 4th June 2009 and were signed on its behalf by:

P M Treherne
Director

Consolidated cash flow statement

For the year ended 31 January 2009

	Notes	2009 £	2008 £
Net cash inflow/(outflow) from continuing operating activities	24	138,440	(152,430)
Returns on investments and servicing of finance			
Interest received and similar income		134,845	157,396
Interest paid		(355,388)	(281,812)
Interest element of finance lease rental payments		(66,087)	(21,683)
		(286,630)	(146,099)
Taxation			
Corporation tax paid		-	-
		-	-
Capital expenditure and financial investment			
Payments to acquire tangible fixed assets		(486,541)	(371,103)
Receipts from sales of tangible fixed assets		10,087	183,096
		(476,454)	(188,007)
Net cash outflow before financing		(274,644)	(486,536)
Financing			
Repayment of short-term loans	26	-	(820,420)
Receipt of long-term loans	26	-	1,460,420
Capital element of finance lease rentals	26	68,894	77,963
Increase in cash in the year	25	(555,750)	231,427

Notes to the financial statements

At 31 January 2009

1. Accounting policies

The financial statements have been prepared in accordance with applicable Accounting and Financial Reporting Standards in the United Kingdom and the Companies Act 1989 s256. A summary of the more important accounting policies, which have been applied consistently, is set out below.

Basis of accounting

The financial statements have been prepared in accordance with the historical cost convention.

Basis of consolidation

The Group accounts consolidate the accounts of Heritage Great Britain PLC and all its subsidiary undertakings drawn up to 31 January 2009. No profit and loss account is presented for Heritage Great Britain PLC as permitted by section 230 of the Companies Act 1985.

Goodwill

Positive goodwill arising on businesses acquired is capitalised, classified as an asset on the balance sheet and amortised on a straight-line basis over its useful economic life up to a presumed maximum of 20 years. It is reviewed for impairment at the end of the first full financial year following the acquisition and in other periods if events or changes in circumstances indicate that the carrying value may not be recoverable.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have accoutred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the following exceptions:

- Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold;
- Provision is made for deferred tax that would arise on remittance of the retained earnings of overseas subsidiaries, associates and joint ventures only to the extent that, at the balance sheet date, dividends have been accrued as receivable;
- Deferred tax are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Investments

Investments in subsidiary undertakings are stated at cost, less any provision necessary for permanent diminution in value.

Turnover

Turnover represents amounts (excluding value added tax) derived from provision of goods and services rendered during the period.

Notes to the financial statements

At 31 January 2009

Accounting policies (continued)

Tangible fixed assets

The cost of tangible fixed assets is their purchase or construction cost, together with any incidental costs of acquisition.

Depreciation is calculated so as to write off the cost of tangible fixed assets, less their estimated residual values, on a straight-line basis over the expected useful economic lives of the assets concerned. The principal annual rates used for this purpose are:

Freehold buildings	-	2%
Plant and machinery	-	5% to 10%
Fixtures and fittings	-	12.5%
Motor vehicles	-	25%
Computer equipment	-	33%

The long leasehold premises are depreciated over 50 years or the length of the lease, whichever is shorter. Freehold and long leasehold land is not depreciated.

Locomotives and rolling stock are depreciated on a straight line basis over 50 years, with the exception of some significant components, which are depreciated over 5 to 20 years.

Assets held under finance leases are depreciated over the shorter of their estimated useful lives and the terms of the lease.

The carrying value of tangible fixed assets is reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. The recoverable amount is calculated as being the higher of the amount at which the assets could be disposed of, less any direct selling costs, and the present value of the future cash flows obtainable as a result of the asset's continued use, including those resulting from its ultimate disposal.

Stocks

Stocks are stated at the lower of cost and net realisable value. Costs include all costs incurred in bringing each item to its present location and condition.

Operating leases

Costs in respect of operating leases are charged to the profit and loss account on a straight line basis over the lease term.

Finance leases

Where the company enters into a lease which entails taking substantially all the risks and rewards of ownership of an asset, the lease is treated as a "finance lease". The asset is recorded in the balance sheet as a tangible fixed asset and is depreciated over its estimated useful life. Future instalments under such leases, net of finance charges, are included within creditors. Rentals payable are apportioned between the finance element, which is charged to the profit and loss account, and the capital element, which reduces the outstanding obligation for future instalments.

Pensions

The Group operates a defined contribution pension scheme for certain employees. The costs are charged to the profit and loss account as incurred. The charge for the year was £84,658 (2008: £82,554). There are no contributions payable at the period end.

Notes to the financial statements

At 31 January 2009

Accounting policies (continued)

The Group also operates a pension scheme providing benefits based on final pensionable pay. The assets of the scheme are held separately from those to the company, being invested with The Equitable Life Assurance Society, Zurich and Sterling. Contributions to the scheme are charged to the profit and loss account so as to spread the cost of pensions over employees' working lives with the company. Differences between the amounts funded and the amounts charged to the profit and loss account are treated as either provisions or prepayments in the balance sheet. Further details are set out in note 27.

Government grants

Government grants in respect of capital expenditure are credited to a deferred income account and are released to profit over the estimated useful lives of the relevant assets by equal annual instalments.

2. Turnover and segmental analysis by class of business

Turnover, which is stated net of value added tax, consists entirely of sales made in Great Britain. An analysis of turnover by activity is given below:

	2009	*2008*
	£	*£*
By activity:		
Attractions and admissions	3,161,210	3,402,731
Retailing	2,601,134	2,723,857
Catering, hotel and bar	2,554,348	2,752,938
Marketing and advertising	782,200	839,644
Other revenue	1,369,311	1,093,349
	10,468,203	10,812,519

3. Interest receivable and similar income

	2009	*2008*
	£	*£*
Bank interest receivable	21,533	31,062
Rent receivable	113,312	126,334
	134,845	157,396

4. Interest payable and similar charges

	2009	*2008*
	£	*£*
Bank loans and overdrafts	292,008	292,541
Finance lease charges payable under finance leases and hire purchase contracts	66,087	21,683
Other finance costs	32,580	22,200
	390,675	336,424

Notes to the financial statements

At 31 January 2009

5. Loss on ordinary activities before taxation

Loss on ordinary activities before taxation is stated after charging/(crediting):

	2009	*2008*
	£	*£*
Depreciation of tangible fixed assets - owned	513,027	499,833
Depreciation of tangible fixed assets - leased	49,568	31,438
Operating lease rentals - plant and machinery	126,579	99,034
Operating lease rentals - land and buildings	78,334	77,465
Amortisation of goodwill	13,763	32,568
Auditors' remuneration	23,799	24,900
Government grant - release of deferred income	(10,000)	(10,000)

6. Emoluments of directors

	2009	*2008*
	£	*£*
Aggregate emoluments (including benefits in kind)	168,702	160,539
Pension contributions to a money purchase scheme	14,500	13,430
	183,202	173,969

	2009	*2008*
	No.	*No.*
Members of money purchase pension schemes	2	2

Notes to the financial statements

At 31 January 2009

7. Employee information

The average monthly number of employees (including paid executive directors) employed by the Group during the year was:

	2009	*2008*
	No.	*No.*
Management and administration	23	24
Retail, catering and other	214	220
	237	244

	2009	*2008*
	£	*£*
Staff costs for the above persons:		
Wages and salaries	3,987,320	4,063,717
Social security costs	334,538	337,392
Pension costs	88,239	127,554
	4,410,097	4,528,663

8. Tax on loss on ordinary activities

a) Analysis of tax charge in period

	2009	*2008*
	£	*£*
Current tax:		
UK corporation tax on loss for the year	-	-
Total current tax (note 8b))	-	-
Deferred tax:		
Origination and reversal of timing differences	(491,553)	87,174
Total deferred tax (note 18)	(491,553)	87,174
Tax on loss on ordinary activities	(491,553)	87,174

Notes to the financial statements

At 31 January 2009

8. Tax on loss on ordinary activities (continued)

b) Factors affecting tax charge for the year

The tax assessed for the period is different to the standard rate of corporation tax in the UK (28%). The differences are explained below:

	2009 £	*2008* £
Loss on ordinary activities before tax	(538,623)	(98,540)
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 28% (2008: 30%)	(150,814)	(29,562)
Effects of:		
Expenses not deductible for tax purposes	12,831	12,425
Differences between capital allowances and depreciation	130,540	(84,558)
Group relief surrendered	7,443	41,488
Loss carried forward	-	60,207
Current tax charge for the year (note 8a)	-	-

As at 31 January 2009, tax losses of £47,000 (2006: £47,000) are available, subject to agreement with the Inland Revenue, to carry forward within the Land's End and John O'Groats businesses.

With effect from 21 March 2007 any disposal of buildings which have previously qualified as Industrial Buildings for tax allowance purposes will not result in any balancing charges. This means that any deferred tax provision relating to such buildings is no longer required. This accounts for £387,134 of the reversal of deferred tax timing difference of £491,553.

Notes to the financial statements

At 31 January 2009

9. Tangible fixed assets

Group

	Land and buildings	*Railway line and rolling stock*	*Plant and machinery*	*Motor vehicles*	*Fixtures and fittings*	*Total*
	£	*£*	*£*	*£*	*£*	*£*
Cost:						
At 1 February 2008	10,435,342	1,700,815	2,189,473	181,106	2,178,771	16,685,507
Additions	-	-	207,953	-	278,588	486,541
Disposals	-	-	(13,754)	-	-	(13,754)
At 31 January 2009	10,435,342	1,700,815	2,383,672	181,106	2,457,359	17,158,294
Depreciation:						
At 1 February 2008	1,602,013	364,382	1,340,948	118,485	1,812,947	5,238,775
Charge for the year	177,096	32,016	221,620	850	131,011	562,594
Eliminated on disposal	-	-	(3,667)	-	-	(3,667)
At 31 January 2009	1,779,109	396,398	1,558,901	119,335	1,943,958	5,797,701
Net book value:						
At 31 January 2009	8,656,233	1,304,417	824,773	61,771	513,401	11,360,593
At 31 January 2008	8,833,329	1,336,433	848,525	62,621	365,824	11,446,732

Fixed assets with a net book value of £425,318 (2008: £309,779) which are held under finance leases are included above. The depreciation charge for assets held under a finance lease amounted to £49,568 (2008: £31,438).

The net book value of land and buildings comprises:

	2009	*2008*
	£	*£*
Freehold	8,633,131	8,806,727
Long leasehold	23,102	26,602
	8,656,233	8,833,329

Notes to the financial statements

At 31 January 2009

9. Tangible fixed assets (continued)

Company	*Total*
	£
Cost:	
At 1 February 2008	65,671
Additions	10,204
At 31 January 2009	75,875
Depreciation:	
At 1 February 2008	62,875
Charge for the year	5,647
At 31 January 2009	68,522
Net book value:	
At 31 January 2009	7,353
At 31 January 2008	2,796

10. Intangible fixed assets

	Goodwill
	£
Cost:	
At 1 February 2008 and 31 January 2009	301,502
Amortisation:	
At 1 February 2008	145,519
Amortised in the year	13,763
At 31 January 2009	159,282
Net book value:	
At 31 January 2009	142,220
At 31 January 2008	155,983

Goodwill arising on the acquisition of businesses is amortised evenly over the directors' estimate of its useful economic life of 20 years.

Notes to the financial statements

At 31 January 2009

11. Investments

Company	*2009*	*2008*
	£	*£*
Cost		
At 1 February 2008	13,435,037	13,435,037
Additions	-	-
At 31 January 2009	13,435,037	13,435,037

The principal subsidiary undertakings, registered in England and Wales, are as follows:

Heritage Attractions Limited	Trading
Centrix Q2 Limited	Trading
Snowdon Mountain Railway Limited	Dormant
The Land's End and John O'Groats Company Limited	Dormant
LEJOG Limited	Dormant

The company also has a controlling interest in two dormant companies registered in England and Wales, Land's End Limited and John O'Groats Limited, via the intermediary subsidiary company, Heritage Attractions Limited.

12. Stocks

	Group		*Company*	
	2009	*2008*	*2009*	*2008*
	£	*£*	*£*	*£*
Finished goods and goods for resale	334,148	287,183	-	-
Raw materials and spares	204,360	288,882	-	-
Catering and bar stocks	39,990	50,998	-	-
Work in Progress	4,100	3,727	-	-
	582,598	630,790	-	-

13. Debtors

	Group		*Company*	
	2009	*2008*	*2009*	*2008*
	£	*£*	*£*	*£*
Amounts falling due within one year:				
Trade debtors	251,302	213,436	23,152	44,391
Other debtors	3,698	58,008	3,698	2,666
Prepayments and accrued income	291,161	367,717	69,211	73,804
Amounts due from subsidiary undertakings	-	-	65,222	-
	546,161	639,161	161,283	120,861

Notes to the financial statements

At 31 January 2009

14. Investments held as current assets

	Group		*Company*	
	2009	*2008*	*2009*	*2008*
	£	*£*	*£*	*£*
Unlisted investments	34,222	-	-	-
	34,222	-	-	-

15. Creditors: amounts falling due within one year

	Group		*Company*	
	2009	*2008*	*2009*	*2008*
	£	*£*	*£*	*£*
Trade creditors	416,371	472,246	1,109	75,041
Loans	106,257	201,580	250,000	201,580
Bank overdraft	692,140	295,218	73,881	-
Other taxation and social security	85,830	83,617	10,896	9,434
Obligations under finance leases and HP contracts (secured on assets to which they relate)	173,635	150,284	2,453	-
Other creditors	276,053	389,126	214,433	313,994
Accruals and deferred income	201,766	291,778	165,563	186,292
Amounts owed to subsidiary companies	-	-	3,802,564	3,708,729
	1,952,052	1,883,849	4,520,899	4,495,070

Notes to the financial statements

At 31 January 2009

16. **Creditors:** amounts falling due after more than one year

	Group		Company	
	2009	*2008*	*2009*	*2008*
	£	*£*	*£*	*£*
Obligations under finance leases and HP Contracts	161,604	116,061	3,557	-
Loans – secured (see below)	3,993,743	3,898,420	3,850,000	3,898,420
	4,155,347	4,014,481	3,853,557	3,898,420

Details of the maturity of loans are as follows:

	Group		Company	
	2009	*2008*	*2009*	*2008*
	£	*£*	*£*	*£*
Amounts falling due:				
In one year or less	106,257	201,580	250,000	201,580
In more than one year but not more than two years	126,792	250,000	250,000	250,000
In more than two years but not more than five years	503,583	750,000	750,000	750,000
In more than five years	3,013,369	2,898,420	2,500,000	2,898,420
	3,750,000	4,100,000	3,750,000	4,100,000
Less: included in creditors: amounts falling due within one year	106,257	201,580	250,000	201,580
	3,643,743	3,898,420	3,500,000	3,898,420

The loans falling due in more than five years have annual capital repayment terms agreed by the Group's bankers. The rate of interest on these loans is fixed.

The company has provided a cross-guarantee to the company's bankers in respect of all group company's overdraft and borrowing facilities. If other Companies in the Group were to default on their overdraft arrangements then Heritage Great Britain would be liable for any outstanding liabilities. The net position of the Group on 31 January 2009 was £615,304 overdrawn (2008: £53,928).

Notes to the financial statements

At 31 January 2009

16. **Creditors:** amounts falling due after more than one year (continued)

Obligations under finance leases and HP contracts:

	Group	
	2009	*2008*
	£	*£*
Amounts payable:		
Within one year	190,345	162,470
In two to five years	184,459	124,995
	374,804	287,465
Less: finance charges allocated to future periods	(39,565)	(21,120)
	335,239	266,345

Finance leases and HP contracts are analysed as follows:

	Group	
	2009	*2008*
	£	*£*
Current obligations	157,129	150,284
Non-current obligations	138,545	116,061
	295,674	266,345

17. Accruals and deferred income

	Group
	£
Welsh Tourist Board Grant:	
At 1 February 2008	69,011
Released in the year	(10,000)
At 31 January 2009	59,011

Notes to the financial statements

At 31 January 2009

18. Provisions for liabilities and charges

Group	*Deferred taxation* £	*Other provisions* £	*Total* £
At 1 February 2008	571,414	303,872	875,286
Charge for the year	-	62,681	62,681
Released/utilised in the year	(491,553)	(67,427)	(554,836)
At 31 January 2009	79,861	299,126	383,131

Company	*Other provisions* £	*Total* £
At 1 February 2008	303,872	255,121
Charge for the year	62,681	77,014
Released/utilised in the year	(67,427)	(28,263)
At 31 January 2009	299,126	303,872

Deferred taxation

The amounts provided for deferred taxation are set out below:

Group	*2009* £	*2008* £
Differences between accumulated depreciation and capital allowances	93,221	573,265
Other timing differences	(13,360)	(1,851)
	79,861	571,414

Other provisions

The Group's insurance cover provides for a certain amount of excess on any claims. The Group provides for these amounts and other uninsured losses on incidents when notified. The amount provided for each incident is based on advice from professional advisers. The claims are expected to be settled within one year of the balance sheet date.

Notes to the financial statements

At 31 January 2009

19. Share capital

	2009	*2008*
	£	*£*
Authorised:		
7,000,000 (2008:7,000,000) ordinary shares of £1 each	7,000,000	7,000,000
Allotted, called up and fully paid:		
5,213,371 (2008:5,213,371) ordinary shares of £1 each	5,213,371	5,213,371

20. Reserves

	Group profit and loss account	*Company profit and loss account*
	£	*£*
At 1 February 2008	675,189	(147,640)
Retained loss for the year	(47,070)	(116,271)
Actuarial gain on pension scheme	148,200	-
At 31 January 2009	776,319	(263,911)

In accordance with s230(4) Companies Act 1985 no profit and loss account has been presented for the company.

21. Reconciliation of movements in equity shareholders' funds

	Group		*Company*	
	2009	*2008*	*2009*	*2008*
	£	*£*	*£*	*£*
Opening equity shareholders' funds	5,888,560	6,024,074	5,065,731	5,107,873
Loss for the financial year	(47,070)	(185,714)	(116,271)	(42,142)
Actuarial profit on pension scheme	148,200	50,200	-	-
Closing equity shareholders' funds	5,989,690	5,888,560	4,949,460	5,065,731

Notes to the financial statements

At 31 January 2009

22. Operating lease commitments

Annual commitments under non-cancellable operating leases are as follows:

	Group		*Company*	
	2009	*2008*	*2009*	*2008*
	£	*£*	*£*	*£*
Operating leases which expire:				
Within one year – other	28,217	15,391	5,508	619
Within one year-land and buildings	-	-	-	-
In two to five years - other	50,205	76,209	12,542	9,836
In two to five years - land and buildings	78,258	61,229	40,123	36,320
Over five years - land and buildings	-	-	-	-

23. Capital Commitments

Amounts contracted for but not provided in the accounts amount to nil (2007 £190,376).

24. Reconciliation of operating profit to net cash inflow from operating activities

	2009	*2008*
	£	*£*
Operating loss	(282,793)	(24,054)
Depreciation	562,593	531,271
Amortisation of goodwill	13,763	32,568
Actuarial gain on pension scheme	148,200	50,200
Decrease/(Increase) in stocks	48,192	(133,237)
Decrease / (Increase) in debtors	58,778	(144,667)
Decrease in creditors	(225,947)	(430,262)
Decrease in other provisions	(184,346)	(34,249)
Net cash inflow/(outflow) from operating activities	138,440	(152,430)

25. Reconciliation of net cash flow to movement in net debt

	2009	*2008*
	£	*£*
(Decrease)/Increase in cash in the year	(555,750)	231,427
Cash decrease from increase in net debt and lease financing	(68,894)	(717,963)
Movement in net debt resulting from cash flows	(624,644)	(486,536)
Net debt at 1 February 2008	(4,419,642)	(3,933,106)
Net debt at 31 January 2009	(5,044,286)	(4,419,642)

Notes to the financial statements

At 31 January 2009

26. Analysis of changes in net debt

	At 1 February 2008	*At Cash flows*	*Other movements*	*At 31 January 2009*
	£	*£*	*£*	*£*
Cash at bank and in hand	241,921	(158,828)	-	83,093
Bank overdraft	(295,218)	(396,922)	-	(692,140)
Liquid resources	(53,297)	(555,750)	-	(609,047)
Short term loans	(201,580)	-	95,323	(106,257)
Long term loans	(3,898,420)	-	(95,323)	(3,993,743)
Finance leases	(266,345)	(68,894)	-	(335,239)
Net Debt	(4,419,642)	(624,644)	-	(5,044,286)

27. Pension scheme

The company operates a pension scheme providing benefits based on final pensionable pay funded by payment of contributions to a separately administered fund. Until 31 May 2001 all members' benefits have been accrued in this Scheme; after this date members benefits have not been accrued in the Scheme and from 1 June 2001 the Trustees have directed all members contributions into a newly established money purchase scheme operated by a different scheme administrator which has continued the rights for existing members. For the foreseeable future the Employer Company will continue to make employer contributions into the current Scheme to meet the minimum funding requirements as advised by the Scheme actuaries. The Scheme is now closed to new members and under the projected unit method the current service cost to the company will increase as the members of the Scheme approach retirement.

The most recent valuation was at 5 April 2005. The current contribution rate as determined by the actuary is 4% (2005: 4%) of total pensionable pay.

The valuation used for FRS 17 disclosures has been based on the most recent actuarial valuation and updated by the actuary at 31 January 2009 using the following assumptions:

	2009	2008	2007	2006
Rate of increase in salaries		6.60%	6.40%	6.10%
Rate of increase in pensions in payment for service from and including 6 April 1997		3.20%	3.10%	2.90%
Discount rate		6.10%	5.30%	4.70%
Inflation rate		3.60%	3.40%	3.10%
Rate of increase of deferred pensions in excess of GMP		3.60%	3.40%	3.10%

The assets of the Pension Scheme valued below are in the form of an insurance policy invested in a with-profits and unit-linked money fund with the Equitable Life Assurance Society, a Trustee Investment Plan with Zurich, an Investment Account with Sterling and a bank account held by the Trustee. The value of assets held in the with-profits fund has been taken as the policy value on 31 January 2008, which broadly represents the policy's share of assets in the with-profits fund. The value of assets held in the unit linked money fund has been taken as the value of units at bid price on 31 January 2008. The value of the other assets is the value held with the provider. The value shown is not the value that would have been available

Notes to the financial statements

At 31 January 2009

to provide contractual benefits nor is it necessarily the value that would be available were the policy to be surrendered.

The assets in the scheme and the expected rate of return were:

	Long term rate of return expected at 31 Jan 2009	Value at 31 Jan 2009 £	Long term rate of return expected at 31 Jan 2008	Value at 31 Jan 2008 £	Long term rate of return expected at 31 Jan 2007	Value at 31 Jan 2007 £
With Profits Fund – Equitable Life			5.1%	236,400	5.0%	221,700
Unit Linked Money fund – Equitable Life			5.0%	35,800	4.8%	34,000
Trustees bank account			5.0%	1,400	5.3%	1,800
Trustee Investment Plan – Zurich Assurance			6.6%	86,200	6.7%	92,200
Investment Account – Sterling			6.4%	107,000	6.8%	68,000
Total Market Value of Investments				466,800		417,700
Actuarial Valuation of Liabilities				850,200		874,100
Deficit in the scheme				(383,400)		(456,400)

The following information has been provided by the scheme actuary to meet the current disclosure requirement under FRS 17.

Analysis of amounts charged to operating profit	*2009* £	*2008* £
Current service cost	-	-
Past service cost	-	-
Losses/(gains) on settlements or curtailments	-	-
Total operating charge	-	-

Analysis of amounts credited to other finance costs	*2009* £	*2008* £
Expected return on pension scheme assets		25,000
Interest on pension scheme liabilities		(47,200)
Net cost		(22,200)

Notes to the financial statements

At 31 January 2009

27. Pension scheme (continued)

Analysis of amount recognised in statement of total recognised gains and losses (STRGL)	*2009* £	*2008* £
Actual return less expected return on pension scheme assets		(20,900)
Experience gains and losses arising on the scheme liabilities		(35,800)
Changes in assumptions underlying the present value of the scheme liabilities		106,900
Actuarial gain recognised in STRGL		50,200

Movement in surplus/(deficit) during the year	*2009* £	*2008* £
Deficit in the scheme at the beginning of the year		(456,400)
Movement in the year		
- Employers contributions		45,000
- Other finance costs		(22,200)
- Actuarial gain		50,200
Deficit in the scheme at the end of the year		(383,400)

The company has been in ongoing consultation with its professional advisors in relation to the deficit of the Scheme and in particular, the appropriate method to address the deficit. Accordingly the company has agreed with the Trustee to increase contributions to £60,000 per annum for the next three years.

History of experience gains and losses

	2009	2008	2007	2006
Difference between the expected and actual return on scheme assets				
- amount		(£20,900)	£5,600	£15,300
- percentage of scheme assets		(4.5%)	1.3%	4.2%
Experience gains and losses on scheme liabilities				
- amount		(£35,800)	£5,800	(£6,300)
- percentage of the present value of scheme liabilities		(4.2%)	0.7%	(0.7%)
Total amount recognised in STRGL				
- amount		£50,200	£121,300	(£154,700)
- percentage of PV of scheme liabilities		5.9%	13.9%	(16.2%)

Notes to the financial statements

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28. Related party transactions

Significant related party transactions are detailed below. The directors have taken advantage of the exemption available under Financial Reporting Standard 8 "Related Party Disclosure" not to disclose transactions with other members of the Heritage Great Britain PLC group on the grounds that these are eliminated on consolidation.

1) The company provided certain management and accounting services to Lightwater Valley Attractions Limited during the year amounting to £162,000 (on normal commercial terms). There was no balance outstanding at the year end. Mr A J S Leech, Mr P M Treherne and Mr DCS Westgate are directors of Lightwater Valley Attractions Limited.

2) The Group, through one of its subsidiaries, Centrix Q2 Limited, provided advertising and marketing services to Lightwater Valley Attractions Limited during the year amounting to £116,377 (on normal commercial terms). There was a balance of £36,082 outstanding at the year end.

3) Mr A J S Leech and his immediate family have an interest in the following companies, which Centrix Q2 Limited provided marketing and advertising services during the year.

   - Devilfish Gaming Plc – services provided during the year £1,400, with an outstanding balance at year end of nil.
   - A balance of £34,222 remains outstanding at the year end from work conducted by Centrix Q2 Limited for Brice Media PLC in 2007 and 2008. The work was derived from La Vignette Limited (a company invested into by the Family Trust based in Jersey of which Mr A J S Leech is also a beneficiary). The work was instructed by the Chief Executive of Brice Media PLC. Mr McAleavy and Mr Bracken have not taken an active role or any remuneration at this time. Brice Media PLC has now cleared the debt by the issue to Centrix Q2 Limited of publicly marketable shares in another group company, Electronic Gamecard Inc (EGMI). These shares have been transferred to current asset investments at the market value at the balance sheet date.

29. Ultimate controlling party

The entire share capital of Heritage Great Britain PLC is wholly owned by a Jersey company, Cherberry Limited. Cherberry Limited is wholly owned by the Trustees of a settlement. In the opinion of the directors, there is no single individual or entity that can or does exercise ultimate control, as defined under FRS8, over that company.

28. Pension scheme

The company operates a pension scheme providing benefits based on final pensionable pay funded by payment of contributions to a separately administered fund. Until 31 May 2001 all members' benefits have been accrued in this Scheme; after this date members benefits have not been accrued in the Scheme and from 1 June 2001 the Trustees have directed all members contributions into a newly established money purchase scheme operated by a different scheme administrator which has continued the rights for existing members. For the foreseeable future the Employer Company will continue to make employer contributions into the current Scheme to meet the minimum funding requirements as advised by the Scheme actuaries. The Scheme is now closed to new members and under the projected unit method the current service cost to the company will increase as the members of the Scheme approach retirement.

The most recent valuation was at 5 April 2005. The current contribution rate as determined by the actuary is 4% (2005: 4%) of total pensionable pay.

The valuation used for FRS 17 disclosures has been based on the most recent actuarial valuation and updated by the actuary at 31 January 2008 using the following assumptions:

	2009	2008	2007	2006
Rate of increase in salaries	5.30%	6.60%	6.40%	6.10%
Rate of increase in pensions in payment for service from and including 6 April 1997	3.10%	3.20%	3.10%	2.90%
Discount rate	6.90%	6.10%	5.30%	4.70%
Inflation rate	3.30%	3.60%	3.40%	3.10%
Rate of increase of deferred pensions in excess of GMP	3.30%	3.60%	3.40%	3.10%

The assets of the Pension Scheme valued below are in the form of an insurance policy invested in a with-profits and unit-linked money fund with the Equitable Life Assurance Society, a Trustee Investment Plan with Zurich, an Investment Account with Sterling and a bank account held by the Trustee. The value of assets held in the with-profits fund has been taken as the policy value on 31 January 2009, which broadly represents the policy's share of assets in the with-profits fund. The value of assets held in the unit linked money fund has been taken as the value of units at bid price on 31 January 2009. The value of the other assets is the value held with the provider. The value shown is not the value that would have been available to provide contractual benefits nor is it necessarily the value that would be available were the policy to be surrendered.

28. **Pension scheme** (continued)

The assets in the scheme and the expected rate of return were:

	Long term rate of return expected at 31 Jan 2009	Value at 31 Jan 2009 £	Long term rate of return expected at 31 Jan 2008	Value at 31 Jan 2008 £	Long term rate of return expected at 31 Jan 2007	Value at 31 Jan 2007 £
With Profits Fund – Equitable Life	5.1%	228,390	5.1%	236,400	5.0%	221,700
Unit Linked Money fund – Equitable Life	1.0%	36,681	5.0%	35,800	4.8%	34,000
Trustees bank account	1.0%	1,834	5.0%	1,400	5.3%	1,800
Trustee Investment Plan – Zurich Assurance	7.4%	72,814	6.6%	86,200	6.7%	92,200
Investment Account – Sterling	7.0%	134,685	6.4%	107,000	6.8%	68,000
Total Market Value of Investments		474,400		466,800		417,700
Actuarial Valuation of Liabilities		688,200		850,200		874,100
Deficit in the scheme		(213,800)		(383,400)		(456,400)

The following information has been provided by the scheme actuary to meet the current disclosure requirement under FRS 17.

Analysis of amounts charged to operating profit	*2009* *£*	*2008* *£*
Current service cost	-	-
Past service cost	-	-
Losses/(gains) on settlements or curtailments	-	-
Total operating charge	-	-

Analysis of amounts credited to other finance costs	*2009* *£*	*2008* *£*
Expected return on pension scheme assets	28,100	25,000
Interest on pension scheme liabilities	(51,700)	(47,200)
Net cost	(23,600)	(22,200)

28. **Pension scheme** (continued)

Analysis of amount recognised in statement of total recognised gains and losses (STRGL)	*2009* £	*2008* £
Actual return less expected return on pension scheme assets	(65,500)	(20,900)
Experience gains and losses arising on the scheme liabilities	(5,100)	(35,800)
Changes in assumptions underlying the present value of the scheme liabilities	218,800	106,900
Actuarial gain recognised in STRGL	148,200	50,200

Movement in surplus/(deficit) during the year	*2009* £	*2008* £
Deficit in the scheme at the beginning of the year	(383,400)	(456,400)
Movement in the year		
- Current service cost	-	-
- Employers contributions	45,000	45,000
- Other finance costs	(23,600)	(22,200)
- Actuarial gain	148,200	50,200
Deficit in the scheme at the end of the year	(213,800)	(383,400)

The company has been in ongoing consultation with its professional advisors in relation to the deficit of the Scheme and in particular, the appropriate method to address the deficit. Accordingly the company has agreed with the Trustee to increase contributions to £45,000 per annum for the next three years.

28. **Pension scheme** (continued)

History of experience gains and losses

	2009	2008	2007	2006
Difference between the expected and actual return on scheme assets				
- amount	(£65,500)	(£20,900)	£5,600	£15,300
- percentage of scheme assets	13%	(4.5%)	1.3%	4.2%
Experience gains and losses on scheme liabilities				
- amount	£5,100	(£35,800)	£5,800	(£6,300)
- percentage of the present value of scheme liabilities	0.7%	(4.2%)	0.7%	(0.7%)
Total amount recognised in STRGL				
- amount	£148,200	£50,200	£121,300	£154,700
- percentage of the present value of scheme liabilities	21%	5.9%	13.9%	(16.2%)