

**The CallCentre Service Limited**

**Directors' Report and Accounts  
for the year ended 31 December 2008**

Registered No. 02086507



# **The CallCentre Service Limited**

## **Directors' Report and Accounts for the year ended 31 December 2008**

### **Contents**

	<b>Page</b>
Report of the Directors	2
Accounting Policies	4
Profit and Loss Account	5
Balance Sheet	6
Notes to the Accounts	7
Independent Auditors' Report	10

# **The CallCentre Service Limited**

## **Report of the Directors**

The directors present their report and audited Accounts for the year ended 31 December 2007

### **Activities and review**

The company was not involved in trading during the year.

In the prior period, the company changed its accounting reference date to 31 December to match that of its ultimate parent undertaking, Iberdrola S.A. Accordingly, the comparative figures presented in these Accounts are for the period from 1 April 2007 to 31 December 2007.

### **Results and dividend**

The loss for the period amounted to £38,000 (nine months ended 31 December 2007 £29,000). The aggregate dividends paid during the period amounted to £nil (nine months ended 31 December 2007 £nil).

### **Directors**

The directors who held office during the year were as follows:

John Heasley	(resigned 29 February 2008)
Marion Venman	
David Wark	(appointed 29 February 2008)

### **Directors' responsibilities**

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 company and of the profit or loss of the company for that year. In preparing these 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 that 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 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 CallCentre Service Limited**

## **Report of the Directors - continued**

### **Disclosure of information to auditors**

Each of the persons who is a director at the date of approval of this report confirms that:

- as far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- the director has taken all the steps he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 234ZA of the Companies Act 1985.

### **Auditors**

Under Section 379A of the Companies Act 1985, the company has elected to dispense with the following obligations:

- to lay accounts and reports before general meetings;
- to hold annual general meetings; and
- to appoint auditors annually.

### **Small company provisions**

This report has been prepared in accordance with the special provisions for small companies under section 246(4)(a) of the Companies Act 1985.

### **By order of the Board**



**Marie Ross**

Secretary

1 September 2009

# **The CallCentre Service Limited**

## **Accounting Policies**

### **Basis of accounting**

The Accounts have been prepared under the historical cost convention and in accordance with applicable accounting standards in the UK and comply with the requirements of the Companies Act 1985.

### **Statement of cash flows**

The company is exempt from including a statement of cash flows in its Accounts as it is a wholly owned subsidiary of Iberdrola S.A., which has included a consolidated statement of cash flows in its consolidated Accounts.

### **Financial instruments**

In accordance with Financial Reporting Standard 25 'Financial Instruments: disclosure and presentation' ("FRS 25"), the company's preference shares are classified as Creditors: Amounts due after more than one year – 'Loans and borrowings'. The dividend payable for the year on the preference shares has been treated as a cost of finance and has been charged to the profit and loss account.

As the company did not have sufficient distributable reserves in order to pay such preference share dividends, these dividends have been recognised as a creditor.

# The CallCentre Service Limited

## Profit and Loss Account for the year ended 31 December 2008

	Notes	Year ended 31 December 2008 £'000	Nine months ended 31 December 2007 £'000
Net interest and similar charges	1	(38)	(29)
Loss before taxation		(38)	(29)
Taxation	3	-	-
Loss for the financial year	7	(38)	(29)

A statement of total recognised gains and losses and a note of historical cost profits and losses are not shown as all gains and losses for both periods are recognised in the profit and loss account under the historical cost convention.

The accounting policies on page 4, together with the Notes on pages 7 to 9, form part of these Accounts.

# The CallCentre Service Limited

## Balance Sheet as at 31 December 2008

	Notes	31 December 2008 £'000	31 December 2007 £'000
<b>Current assets</b>			
Debtors	4	2,918	2,918
<b>Net current assets</b>		<b>2,918</b>	<b>2,918</b>
<b>Creditors: Amounts falling due after more than one year</b>			
Loans and borrowings	5	(886)	(848)
<b>Net assets</b>		<b>2,032</b>	<b>2,070</b>
Called up share capital	6,7	2,232	2,232
Share premium account	7	305	305
Profit and loss account	7	(505)	(467)
<b>Shareholder's funds</b>	7	<b>2,032</b>	<b>2,070</b>

The accounting policies on page 4, together with the Notes on pages 7 to 9, form part of these Accounts.

Approved by the Board on 1 September 2009 and signed on its behalf by



**Marion Venman**  
Director

# The CallCentre Service Limited

## Notes to the Accounts

for the year ended 31 December 2008

### 1 Net interest and similar charges

	Year ended 31 December 2008 £'000	Nine months ended 31 December 2007 £'000
10% Preference shares dividend	38	29

As the company did not have sufficient distributable reserves in order to pay preference share dividends, these dividends have been recognised as a creditor. The total cumulative preference share dividend recognised as a creditor within Loans and borrowings is £505,000 (31 December 2007 £467,000) (see Note 5).

### 2 Audit fees

Audit fees for the year of £1,000 (nine months ended 31 December 2007: £1,000) were borne by another Scottish Power Limited group company.

### 3 Taxation

	Year ended 31 December 2008 £'000	Nine months ended 31 December 2007 £'000
UK corporation tax at 28.5% (2007 : 30%) on loss for the year/period	11	9
Other permanent differences	(11)	(9)
Tax charge on ordinary activities	-	-

### 4 Debtors

	31 December 2008 £'000	31 December 2007 £'000
Amounts falling due within one year:		
Amounts due from group undertakings	2,918	2,918
	2,918	2,918

### 5 Loans and borrowings

	31 December 2008 £'000	31 December 2007 £'000
Amounts falling due after more than one year:		
380,987 Preference shares of £1 each including accumulated dividends (see Note 1)	886	848
	886	848

# The CallCentre Service Limited

## Notes to the Accounts

for the year ended 31 December 2008

### 5 Loans and borrowings - continued

The rights attached to the preference shares are as follows:

- (a) The preference shareholders are entitled to a fixed cumulative dividend of £0.10 per share per annum
- (b) On a return of capital on liquidation or otherwise, the surplus assets of the company remaining after the payment of its liabilities shall be applied as follows:-
  - First in paying the holders of the ordinary shares the amounts paid up or credited as paid up.
  - Next paying the preference shareholders the amounts paid up or credited as paid up.
  - The balance of such assets shall belong to and be distributed amongst the holders of the ordinary shares.
- (c) The company shall be entitled to redeem all or any of the preference shares, at any time, at par.

### 6 Called up share capital

	31 December 2008 £'000	31 December 2007 £'000
<b>Authorised:</b>		
4,464,036 (31 December 2007: 4,464,036) Ordinary shares of 50p each	2,232	2,232
380,987 (31 December 2007: 380,987) Preference shares of £1 each (see Note 5)	381	381
	<b>2,613</b>	<b>2,613</b>

	31 December 2008 £'000	31 December 2007 £'000
<b>Allotted, called up and fully paid:</b>		
4,464,036 (31 December 2007: 4,464,036) Ordinary shares of 50p each	2,232	2,232
	<b>2,232</b>	<b>2,232</b>

### 7 Reconciliation of movements in shareholder's funds

	Share capital £'000	Share premium £'000	Profit and loss account £'000	Total £'000
Balance at 1 April 2007	2,232	305	(438)	2,099
Loss for the financial period	-	-	(29)	(29)
Balance at 1 January 2008	2,232	305	(467)	2,070
Loss for the financial year	-	-	(38)	(38)
<b>Balance at 31 December 2008</b>	<b>2,232</b>	<b>305</b>	<b>(505)</b>	<b>2,032</b>

### 8 Directors' emoluments

None of the directors (nine months ended 31 December 2007: nil) received any remuneration in respect of their services to the company.

# **The CallCentre Service Limited**

## **Notes to the Accounts- continued for the year ended 31 December 2008**

### **9 Related party transactions**

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In the period from 1 April 2007 to 23 April 2007, Scottish Power Limited had ultimate control over the company. On 23 April 2007, Scottish Power Limited was acquired by Iberdrola S.A. From that date Iberdrola S.A. had ultimate control over the company. The company has taken an exemption, as allowed by FRS 8, 'Related Party Disclosures', not to disclose related party transactions with other group companies in the Iberdrola S.A. group as that company publishes full statutory consolidated Accounts.

### **10 Ultimate parent company**

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At 31 December 2008, the directors regarded Iberdrola S.A. as the ultimate parent company, which is also the parent company of the largest group in which the results of the company are consolidated. The parent company of the smallest group in which the results of the company are consolidated is Scottish Power UK plc. Copies of the consolidated Accounts of Iberdrola S.A. may be obtained from Iberdrola S.A., Calle Gardoqui 8, Bilbao, Spain. Copies of the consolidated accounts of Scottish Power UK plc can be obtained from The Secretary, Scottish Power UK plc, 1 Atlantic Quay, Glasgow, G2 8SP.

# Independent Auditors' Report

To the shareholder of The CallCentre Service Limited

We have audited the financial statements of The CallCentre Service Limited for the period ended 31 December 2007 which comprise the Accounting Policies, the Profit and Loss Account, the Balance Sheet and the related notes 1 to 10. These financial statements have been prepared under the Accounting Policies set out therein.

This report is made solely to the company's member, 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 member 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 member 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 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

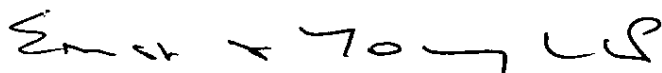
We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and 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.

## Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 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.



Ernst & Young LLP  
Registered Auditors  
Glasgow  
1 September 2009