

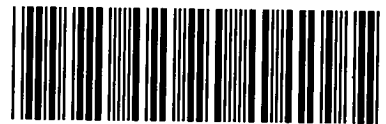
Company number 02823519

George Watt Limited

Report and financial statements

For the period from 30 March 2013 to 28 March 2014

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George Watt Limited

REPORT AND FINANCIAL STATEMENTS

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George Watt Limited

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

J L Cooper
J P Scott

COMPANY SECRETARY

A Campbell

REGISTERED OFFICE

Saffron Court
14B St. Cross Street
London
EC1N 8XA

INDEPENDENT AUDITORS

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
1 Embankment Place
London
WC2N 6RH

George Watt Limited

DIRECTORS' REPORT

The directors present their report and the audited financial statements for George Watt Limited ("the Company") for the period from 30 March 2013 to 28 March 2014.

PRINCIPAL ACTIVITIES

The principal activity of the Company continues to be the provision and management of car parking facilities in the UK. The directors do not envisage any change in the principal activities during the forthcoming period.

BUSINESS REVIEW

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

As at 28 March 2014, the Company had net liabilities of £6.8 million (29 March 2013: net liabilities of £7.1 million).

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Group and are not managed separately. Accordingly the principal risks and uncertainties of MEIF II CP Holdings 1 Limited group ("the Group"), which include those of the Company, are discussed on pages 4 and 5 of the Group's annual report which do not form part of this report.

The directors of MEIF II CP Holdings 1 Limited manage the Group's operations on a divisional basis. For this reason, the Company's directors believe that analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business of the Company. The development, performance and position of the Group, which includes the Company, are discussed on pages 2 to 4 of the Group's annual report, which do not form part of this report.

GOING CONCERN

As at the balance sheet date, the Company had net liabilities. The directors have received confirmation from MEIF II CP Holdings 1 Limited that it will, to the extent that it is able, provide such financial assistance to the Company to allow the Company to meet liabilities as they fall due for a period of twelve months from the date of approval of these financial statements. Accordingly, the directors have concluded that continuing to prepare the financial statements on a going concern basis is appropriate.

DIVIDENDS

The directors do not recommend the payment of a dividend (period ended 29 March 2013: £nil).

DIRECTORS

The directors who held office throughout the period and up to the date of signing the financial statements were as follows:

J L Cooper
J P Scott

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 period. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions, disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They 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.

George Watt Limited

DIRECTORS' REPORT (continued)

DIRECTORS' INDEMNITIES

The Company has maintained qualifying third party indemnity insurance throughout the period and up to the date of signing the financial statements on behalf of its directors and officers.

DISCLOSURE OF INFORMATION TO AUDITORS

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

- (1) so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- (2) the director has taken all the steps that he/she ought to have taken as a director in order to make himself / 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 s418 of the Companies Act 2006.

This directors' report has been prepared in accordance with the special provisions within Part 15 of the Companies Act 2006 relating to small companies.

Approved by the board of directors
and signed on its behalf by



J P Scott
Director
6 August 2014

George Watt Limited

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GEORGE WATT LIMITED

Our opinion

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the company's affairs as at 28 March 2014 and of the profit for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

This opinion is to be read in the context of what we say in the remainder of this report.

What we have audited

The financial statements, which are prepared by George Watt Limited, comprise:

- the balance sheet as at 28 March 2014;
- the profit and loss account for the period then ended; and
- the notes to the financial statements, which include a summary of the significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

What an audit of financial statements involves

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK and Ireland)"). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

In addition, we read all the financial and non-financial information in the Report and financial statements for the period from 30 March 2013 to 28 March 2014 (the "Annual Report") to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on other matter prescribed by the Companies Act 2006

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

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

George Watt Limited

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF GEORGE WATT LIMITED (continued)

Other matters on which we are required to report by exception (continued)

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the statement of directors' responsibilities set out on pages 2 and 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and ISAs (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, 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.



Stephney Dallmann (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
6 August 2014

George Watt Limited

PROFIT AND LOSS ACCOUNT

For the period from 30 March 2013 to 28 March 2014

	Note	30 March 2013 to 28 March 2014 £'000	31 March 2012 to 29 March 2013 £'000
TURNOVER		1,712	1,702
Cost of sales		(1,378)	(2,072)
Gross profit/(loss)		334	(370)
Administrative expenses		(40)	(75)
OPERATING PROFIT/(LOSS)		294	(445)
Interest payable and similar charges	2	(55)	(131)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION	2	239	(576)
Tax on profit/(loss) on ordinary activities	5	-	-
PROFIT/(LOSS) FOR THE FINANCIAL PERIOD	9	239	(576)

There is no material difference between the profit/(loss) on ordinary activities before taxation and the profit/(loss) for the financial period stated above and their historical costs equivalents.

There were no recognised gains or losses in either period other than the result for each period. Accordingly, no statement of total recognised gains and losses is presented.

All of the activities of the Company are continuing.

BALANCE SHEET
As at 28 March 2014

Company number 02823519

	Note	28 March 2014 £'000	29 March 2013 £'000
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	6	(6,413)	(5,873)
NET CURRENT LIABILITIES		(6,413)	(5,873)
PROVISIONS FOR LIABILITIES	7	(433)	(1,212)
NET LIABILITIES		(6,846)	(7,085)
CAPITAL AND RESERVES			
Called up share capital	8	1	1
Profit and loss account	9	(6,847)	(7,086)
TOTAL SHAREHOLDERS' DEFICIT	10	(6,846)	(7,085)

The financial statements on pages 6 to 11 were approved by the board of directors on 6 August 2014 and signed on its behalf by:



J P Scott
Director

NOTES TO THE FINANCIAL STATEMENTS

For the period from 30 March 2013 to 28 March 2014

1. ACCOUNTING POLICIES

Basis of accounting

The following accounting policies have been applied consistently in both the current and preceding periods in dealing with items which are considered material in relation to the Company's financial statements.

These financial statements are prepared on the going concern basis, under the historical cost accounting convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies are set out below.

Basis of preparation - going concern

These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its liabilities as they fall due for the foreseeable future.

As at the balance sheet date, George Watt Limited had net liabilities. Accordingly it requires the support of its parent undertakings to ensure that it will be able to meet its liabilities as they fall due.

The directors have received confirmation from MEIF II CP Holdings 1 Limited that it will, to the extent that it is able, provide such financial assistance to the Company to allow the Company to meet its liabilities as they fall due for a period of twelve months from the date of approval of these financial statements. Accordingly, the directors have concluded that continuing to prepare the financial statements on a going concern basis is appropriate.

Cash flow statement

Under the provision of Financial Reporting Standard 1 'Cash flow statements' (revised 1996) the Company has not presented a cash flow statement, as its intermediate parent company, MEIF II CP Holdings 1 Limited, a company registered in England, prepares publicly available consolidated financial statements which include the results of the Company and contain a cash flow statement.

Turnover

The Company's turnover comprises receipts from the management and operation of car parks, derived from activities performed within the United Kingdom. Turnover is recognised on customers' exit of the car park or, for season tickets, is spread over the life of the season ticket and recognised at the end of each calendar month.

Operating leases

Rentals under operating leases are charged on a straight-line basis over the lease term, even if the payments are not made on such a basis. Benefits received and receivable as an incentive to sign an operating lease are similarly spread on a straight-line basis over the lease term, except where the period to the review date on which the rent is first expected to be adjusted to the prevailing market rate is shorter than the full lease term, in which case the shorter period is used.

Taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events result in an obligation to pay more tax, or a right to pay less tax, at a future date, have occurred at the balance sheet date. A net deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse. Deferred tax is measured on an undiscounted basis.

Provisions for liabilities

Provisions are recognised when the company has a present obligation as a result of a past event, it is probable that a transfer of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

The company operates a policy to provide for forecast losses under onerous contracts. Where an onerous contract is identified, forecasts for future trading losses are prepared and subsequently discounted using an adjusted risk free rate of return to reflect timing of future cash outflows.

NOTES TO THE FINANCIAL STATEMENTS

For the period from 30 March 2013 to 28 March 2014

2. PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION

	30 March 2013 to 28 March 2014 £'000	31 March 2012 to 29 March 2013 £'000
Profit/(loss) on ordinary activities before taxation is stated after (crediting)/charging:		
Interest payable and similar charges - notional interest on provisions	55	131
(Credit)/charge to provision for onerous contracts (note 7)	(834)	293
Operating lease rentals – land and buildings	1,725	1,703
	<u>1,725</u>	<u>1,703</u>

3. AUDITORS' REMUNERATION

The auditors' remuneration for the audit of the Company's financial statements of £2,000 (period ended 29 March 2013: £2,000) was borne by National Car Parks Limited ("NCP"), a fellow group company.

4. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

None of the directors received any emoluments from the Company during the current and preceding periods in respect of their services to the Company. There were no employees during either period.

Amounts recharged to the Company by NCP, the immediate parent company, in the period included £381,515 (period ended 29 March 2013: £428,841) in respect of the wages and salaries of NCP employees carrying out work on behalf of the Company.

5. TAX ON PROFIT/(LOSS) ON ORDINARY ACTIVITIES

The tax charge for the period was £nil (period ended 29 March 2013: £nil)

The tax assessed for the current period and for the preceding period is different from that resulting from applying the standard rate of corporation tax in the UK of 23% (period ended 29 March 2013: 24%). The differences are explained below:

	30 March 2013 to 28 March 2014 £'000	31 March 2012 to 29 March 2013 £'000
Profit/(loss) on ordinary activities before taxation	239	(576)
Tax at 23% (period ended 29 March 2013: 24%) thereon:	(55)	138
Effects of:		
Group relief not paid for	-	(138)
Utilisation of losses	55	-
Current tax for the period	<u>-</u>	<u>-</u>

A deferred tax asset has not been recognised in respect of timing differences relating to surplus losses not utilised in the current period as there is insufficient evidence that the asset will be recovered. The amount of the deferred tax asset not recognised is £276,000 (2013: £399,000).

NOTES TO THE FINANCIAL STATEMENTS

For the period from 30 March 2013 to 28 March 2014

6. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	28 March 2014 £'000	29 March 2013 £'000
Amounts owed to Group undertakings	6,413	5,873

All amounts owed to Group undertakings are non interest bearing, unsecured and are repayable on demand.

7. PROVISIONS FOR LIABILITIES

	Provision for onerous contracts £'000
At 30 March 2013	1,212
Credit to profit and loss account	(218)
Notional interest	55
Utilised in the period	(616)
At 28 March 2014	433

It is expected that the provisions will be utilised over the next three years. As the provisions will be utilised over a number of years, the provisions are discounted to net present value and the notional interest represents the unwinding of the discount during the current period.

8. CALLED UP SHARE CAPITAL

	28 March 2014 £'000	29 March 2013 £'000
Authorised:		
1,000 (2013: 1,000) ordinary shares of £1 each	1	1
Allotted and fully paid:		
1,000 (2013: 1,000) ordinary shares of £1 each	1	1

9. PROFIT AND LOSS ACCOUNT

	£'000
At 30 March 2013	(7,086)
Profit for the financial period	239
At 28 March 2014	(6,847)

10. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' DEFICIT

	28 March 2014 £'000	29 March 2013 £'000
Profit/(loss) for the financial period	239	(576)
Opening shareholders' deficit	(7,085)	(6,509)
Closing shareholders' deficit	(6,846)	(7,085)

NOTES TO THE FINANCIAL STATEMENTS

For the period from 30 March 2013 to 28 March 2014

11. FINANCIAL COMMITMENTS

Minimum annual commitments under non-cancellable operating leases were as follows:

	Land and buildings	
	28 March 2014	29 March 2013
	£'000	£'000
Operating leases which expire:		
In less than one year	5	-
In more than one year, but not more than five years	1,189	1,652
	<hr/>	<hr/>
Amounts due	1,194	1,652
	<hr/>	<hr/>

Where the Company enters into arrangements to guarantee the indebtedness of other members of the Group, the Company considers these to be insurance arrangements, and accounts for them as such. In this respect, the Company treats the guarantee as a contingent liability until such time as it becomes probable that the Company will be required to make a payment under the guarantee.

On 27 April 2012 the Company entered as a guarantor to the £140 million senior facilities agreement of MEIF II CP Holdings 3 Limited with Royal Bank of Canada and other parties.

12. CONTINGENT LIABILITIES

Under a group registration the Company is jointly and severally liable for the value added tax due by other group companies. At 28 March 2014, this contingent liability amounted to £3.0 million (29 March 2013: £1.6 million).

13. RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption under paragraph 3(c) of Financial Reporting Standard 8 'Related party transactions' on the grounds that it is a wholly owned subsidiary of a group headed by MEIF II CP Holdings 1 Limited, whose financial statements are publicly available.

14. ULTIMATE PARENT AND CONTROLLING PARTY

The Company's immediate parent company and controlling party is National Car Parks Limited, a company incorporated and registered in England.

The Company's ultimate parent and controlling party is Macquarie European Infrastructure Fund II, an English limited partnership with its registered office at 3rd Floor, 10 Lefebvre Street, St Peter Port, Guernsey, GY1 2PE. The parent undertaking of the largest group which includes the Company and for which consolidated financial statements are prepared is Macquarie European Infrastructure Fund II. The parent undertaking of the smallest such group is MEIF II CP Holdings 1 Limited, a company incorporated in England. Copies of the consolidated financial statements of MEIF II CP Holdings 1 Limited are available from Saffron Court, 14b St Cross Street, London, EC1N 8XA.