

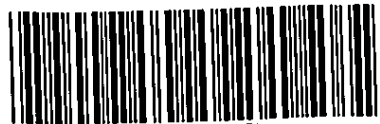
L.G.S. Investments (Holdings) Limited

**Directors' report and consolidated
financial statements**

Registered number 2873071

30 June 2009

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Directors' report

The directors present their report and audited financial statements for the year ended 30 June 2009.

Principal activities

The company is a special purpose company whose only activity is to hold an investment in L.G.S. Investments Plc. L.G.S. Investments Plc is an investment company whose only activity is to hold local authority loan instruments acquired on 22 May 1995 and to service bonds which were issued on the same day to finance the purchase. The local authority loan instruments have been pledged to Bankers Trustee Company Limited as security for the bonds.

The subsidiary company has no real competitors and is not subject to any specific legal or regulatory legislation. L.G.S. Investments Plc's main overall aim is to breakeven at the end of its 25 year life.

Financial risks

The financial risks of the subsidiary company were addressed by the directors when the company set up its financial agreements. The company's financial receivables are loans from local authorities and its financial payables are issued bonds. The financial liabilities are matched by the same amount of financial assets. The interest rates are fixed eliminating interest rate risks.

Professional service fees have been set at a fixed amount within the corporate services agreement of this special purpose vehicle which enables the results to be stabilised over the life of the bonds.

Results and dividends

The group made a loss of £258 before taxation (2008: £1,867) during the year which was recorded in the reserves of the subsidiary company. The directors do not recommend the payment of a dividend (2008: £nil).

Directors

The following directors held office during the period:

Wilmington Trust SP Services (London) Limited
Mr M H Filer
Mr J-C Schroeder

Policy and practice on payment of creditors

It is the Group's policy that payments made to suppliers are made in accordance with those terms and conditions agreed between the Group and its suppliers. The Group owed no amounts to trade creditors at 30 June 2009 (2008: £nil).

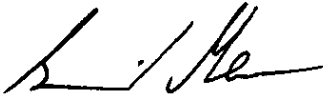
Disclosure of information to auditors

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

Auditors

Pursuant to Section 487 of the Companies Act 2006, the Company has dispensed with the requirement to reappoint its auditors annually. Accordingly, KPMG Audit Plc will continue to act as the Company's auditors, unless otherwise directed.

By order of the board



On behalf of:
Wilmington Trust SP Services (London) Limited
Director

Fifth Floor
6 Broad Street Place
London, EC2M 7JH

15/12/2009

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 group and parent company financial statements in accordance with United Kingdom Accounting Standards and applicable law (United Kingdom Generally Accepted Accounting Practice).

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

In preparing each of the group and parent company 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 United Kingdom 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 parent company's transactions and disclose with reasonable accuracy at any time the financial position of the parent company and enable them to ensure that its financial statements comply with the Companies Act 2006.

They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the group and to prevent and detect fraud and other irregularities.



KPMG Audit Plc

8 Salisbury Square
London
EC4Y 8BB
United Kingdom

Report of the independent auditors' to the members of L.G.S. Investments (Holdings) Limited

We have audited the financial statements of L.G.S. Investments (Holdings) Limited for the year ended 30 June 2009 set out on pages 5 to 14. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with sections 495 and 496 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

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

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 30 June 2009 and of the group's loss for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

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

**Independent auditors' report to the members of L.G.S. Investments
(Holdings) Limited *(continued)***

Matters on which we are required to report by exception

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

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

A E Burman (Senior Statutory Auditor)
For and on behalf of KPMG Audit Plc, Statutory Auditor
Chartered Accountants
8 Salisbury Square
London
EC4Y 8BB
United Kingdom

16 December 2009

Consolidated profit and loss account
for the year ended 30 June 2009

	<i>Note</i>	2009 £	2008 £
Income from fixed asset investments	5	5,567,831	5,565,102
Interest payable and similar charges on bonds in issue	6	(5,545,814)	(5,543,093)
		<hr/>	<hr/>
Administrative expenses		22,017 (22,549)	22,009 (24,415)
		<hr/>	<hr/>
Operating Loss		(532)	(2,406)
Other interest receivable and similar income	7	274	539
		<hr/>	<hr/>
Loss on ordinary activities before taxation	3	(258)	(1,867)
Tax on loss on ordinary activities	8	(5)	10
		<hr/>	<hr/>
Loss for the year		(263)	(1,857)
Retained profit brought forward		109,764	111,621
		<hr/>	<hr/>
Retained profit carried forward		109,501	109,764
		<hr/> <hr/>	<hr/> <hr/>

Consolidated reconciliation of movements in shareholders' funds
for the year ended 30 June 2009

Group	2009 £	2008 £
Loss for the financial year	(263)	(1,857)
Opening shareholders' funds	109,765	111,622
	<hr/>	<hr/>
Closing shareholders' funds	109,502	109,765
	<hr/> <hr/>	<hr/> <hr/>

There were no movements in the Company shareholders' funds during the year.

There were no gains or losses during the current or preceding year other than those passing through the profit and loss account. Accordingly, a statement of total recognised gains and losses has not been prepared.

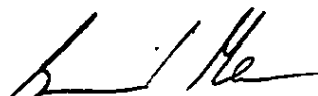
All the results for the year arise from continuing operations for both the current and preceding year.

A note on historical cost gains and losses has not been included as part of the financial statements as the results as disclosed in the profit and loss account are prepared on an unmodified cost basis.

Consolidated balance sheet
at 30 June 2009

	Note	£	2009 £	£	2008 £
Fixed assets					
Investments	9		62,375,075		62,341,794
Current assets					
Called up share capital not paid			1		1
Debtors	10	607,436		606,531	
Cash at bank and in hand		110,179		120,870	
			<u>717,616</u>	<u>727,402</u>	
Creditors: amounts falling due within one year	11	(607,363)		(616,919)	
Net current assets			<u>110,253</u>	<u>110,483</u>	
Total assets less current liabilities			<u>62,485,328</u>	<u>62,452,277</u>	
Creditors: amounts falling due after more than one year	12		(62,375,826)	(62,342,512)	
Net assets			<u>109,502</u>	<u>109,765</u>	
Capital and reserves					
Called up share capital	13		1		1
Profit and loss account	14		109,501		109,764
Shareholders' funds			<u>109,502</u>	<u>109,765</u>	

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



On behalf of:
Wilmington Trust SP Services (London) Limited
Director

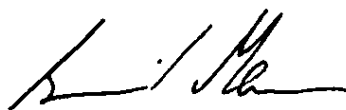
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Company balance sheet
at 30 June 2009

	Note	2009		2008	
		£	£	£	£
Fixed assets					
Investments	9		12,500		12,500
Current assets					
Called up share capital not paid		1		1	
		<u>1</u>		<u>1</u>	
Creditors: amounts falling due within one year	11	(12,500)		(12,500)	
		<u>(12,500)</u>		<u>(12,500)</u>	
Net current liabilities			(12,499)		(12,499)
Total assets less current liabilities			<u>1</u>		<u>1</u>
Net assets			<u>1</u>		<u>1</u>
Capital and reserves					
Called up share capital	13		1		1
			<u>1</u>		<u>1</u>
Shareholders' funds			<u>1</u>		<u>1</u>

These financial statements were approved by the board of directors on 15/12/2009 and were signed on its behalf by:



On behalf of:
Wilmington Trust SP Services (London) Limited
 Director

Consolidated cash flow statement
for the year ended 30 June 2009

		2009 £	2008 £
Cash flow statement			
Cash outflow from operating activities	16	(33,010)	(30,318)
Returns on investments and servicing of finance	17	22,324	22,589
Taxation		(5)	10
		<hr/>	<hr/>
Decrease in cash in the year	15	(10,691)	(7,719)
		<hr/>	<hr/>
Reconciliation of net funds			
Decrease in cash in the year		(10,691)	(7,719)
Net funds at the beginning of the year		120,870	128,589
		<hr/>	<hr/>
Net funds at the end of the year	15	110,179	120,870
		<hr/>	<hr/>

Notes

(forming part of the financial statements)

1 Significant accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

Basis of consolidation

The consolidated financial statements include the financial statements of the company and its subsidiary undertaking made up to 30 June 2009. The acquisition method of accounting has been adopted. Under this method, the results of the subsidiary are included in the consolidated profit and loss account for the year.

Under section 408 of the Companies Act 2006 the company is exempt from the requirement to present its own profit and loss account.

Investments

Investments are recorded at cost, plus or minus an accrued premium or discount on acquisition which is amortised to generate a constant yield to maturity.

Debt securities issued

Debt securities are recorded at cost, plus or minus an accrued premium or discount on issue which is amortised to generate a constant yield to maturity.

Taxation

The charge for taxation is based on the profit for the year 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 yet reversed by the balance sheet date, except as otherwise required by FRS 19.

Cash and cash equivalents

Cash and cash equivalents comprise deposits in the Group's bank accounts.

Other payables

Other payables are stated at cost.

2 Staff numbers and costs

The company and its subsidiary had no employees during the year (2008: nil).

Notes (continued)

3 Loss on ordinary activities before taxation

	2009 £	2008 £
<i>Loss on ordinary activities before taxation is stated after charging:</i>		
Auditors' remuneration:		
Audit of these financial statements	4,945	6,051
Amounts receivable by the auditors and their associates in respect of:		
Other services relating to taxation	3,279	2,350
	<u>3,279</u>	<u>2,350</u>

4 Remuneration of directors

Wilmington Trust SP Services (London) Limited, a director of the Company and its subsidiary, received £10,537 (2008: £11,691) in the year for professional services provided on normal commercial terms. None of the other directors received remuneration for their services to the group.

5 Income from fixed asset investments

	2009 £	2008 £
Unlisted	5,534,550	5,534,550
Amortised discount	33,281	30,552
	<u>5,567,831</u>	<u>5,565,102</u>

6 Interest payable and similar charges on bonds in issue

	2009 £	2008 £
Interest paid on bonds in issue	5,512,500	5,512,500
Amortised discount	33,314	30,593
	<u>5,545,814</u>	<u>5,543,093</u>

7 Other interest receivable and similar income

	2009 £	2008 £
Bank interest received	274	539
	<u>274</u>	<u>539</u>

Notes (continued)

8 Taxation

	2009 £	2008 £
<i>UK corporation tax</i>		
Current tax on income for the year	-	(10)
Underprovision of prior year charge	5	-
	<hr/>	<hr/>
Tax on ordinary activities	5	(10)
	<hr/>	<hr/>

The tax charge for the period is lower (2008: lower) than the standard rate of corporation tax in the UK (28%, 2008: 30%). The differences are explained below:

	2009 £	2008 £
<i>Current tax reconciliation</i>		
Loss on ordinary activities before taxation	(258)	(1,867)
	<hr/>	<hr/>
Current tax credit at 28% (2008: 30%)	(72)	(560)
Underprovision of prior year charge	5	-
Trading losses carried forward	72	550
	<hr/>	<hr/>
Current tax charge/(credit)	5	(10)
	<hr/>	<hr/>

Trading losses carried forward of £2,125 (2008: £1,834) give rise to a deferred tax asset of £595 (2008: £513). This asset has not been recognised as it is uncertain that the Group will generate sufficient future trading profits against which to offset the losses carried forward.

9 Fixed asset investments

Group

	£
<i>Cost</i>	
At beginning of and end of the year	62,092,800
	<hr/>
<i>Amortised discount</i>	
At the beginning of the year	248,994
Amortised discount for the year	33,281
	<hr/>
At end of the year	282,275
	<hr/>
<i>Net book value</i>	
At 30 June 2009	62,375,075
	<hr/>
At 30 June 2008	62,341,794
	<hr/>

The fixed asset investment comprises unlisted debt securities in the form of local authority loan instruments, all with an interest rate of 8.785%, redeemable on 22 May 2020. All of these instruments have been pledged to Bankers Trustee Company Limited as security for bonds issued by the Company.

Notes (continued)

9 Fixed asset investments (continued)

Company

Cost

At beginning and end of year

£

12,500

The company's fixed asset investment consists of the entire share capital of its wholly owned subsidiary, L.G.S. Investments Plc, an investment company incorporated in the United Kingdom.

10 Debtors

Group

2009

2008

£

£

Prepayments and accrued income

607,436

606,526

Corporation tax

-

5

607,436

606,531

All debtors are due within one year.

11 Creditors: amounts falling due within one year

Group

2009

2008

£

£

Accruals and deferred income

607,363

616,919

Company

2009

2008

£

£

Amounts owed to subsidiary undertaking

12,500

12,500

12 Creditors: amounts falling due after more than one year

Group

2009

2008

£

£

Bond in issue at cost at start of year

62,092,800

62,092,800

Amortised discount

283,026

249,712

62,375,826

62,342,512

Repayment analysis

2009

2008

£

£

Amounts repayable, other than by instalments, after more than five years

62,375,826

62,342,512

The bonds, which are redeemable by 22 May 2020, have a nominal value of £63,000,000 and bear interest at 8.75% per annum.

The unlisted debt securities in the form of local authority loan instruments held by the Company have been pledged to Bankers Trustee Company Limited as security for the above issued bonds.

Notes (continued)

13 Called up share capital

	2009 £	2008 £
<i>Authorised</i>		
100 Ordinary shares of £1 each	100	100
	<u> </u>	<u> </u>
<i>Allotted, called up and unpaid</i>		
Ordinary shares of £1 each	1	1
	<u> </u>	<u> </u>

14 Statement of movements on profit and loss account

Group

**Profit and
loss account
£**

Balance at 1 July 2008	109,764
Loss for the financial year	(263)
	<u> </u>
Balance at 30 June 2009	109,501
	<u> </u>

15 Analysis of net funds

	June 2008 £	Cash flow £	June 2009 £
Cash at bank and in hand	120,870	(10,691)	110,179
	<u> </u>	<u> </u>	<u> </u>

16 Reconciliation of operating loss to operating cash flows

	2009 £	2008 £
Operating loss	(532)	(2,406)
Interest receivable	(5,534,550)	(5,534,550)
Interest payable	5,512,500	5,512,500
Amortisation of discount on debt securities issued	33,314	30,593
Amortisation of discount on debt securities purchased	(33,281)	(30,552)
(Increase) / Decrease in debtors	(905)	(5)
(Decrease) / Increase in creditors	(9,556)	(5,898)
	<u> </u>	<u> </u>
	(33,010)	(30,318)
	<u> </u>	<u> </u>

17 Returns on investments and servicing of finance

	2009 £	2008 £
Interest received	5,534,824	5,535,089
Interest paid	(5,512,500)	(5,512,500)
	<u> </u>	<u> </u>
	22,324	22,589
	<u> </u>	<u> </u>

Notes (continued)

18 Related party transactions

The Group is controlled ultimately by Wilmington Trust SP Services (London) Limited, a director of the Company and its subsidiary. No director received any remuneration other than Wilmington Trust SP Services (London) Limited which receives a fee for the provision of corporate services under the terms of a corporate services agreement. Under the terms of the agreement, Wilmington Trust SP Services (London) Limited is entitled to receive annual fees of £9,000 (2008: £9,000).

Included within the profit and loss account are corporate services fees plus expenses and value added tax charged by Wilmington Trust SP Services (London) Limited totalling £10,537 (2008: £11,691).

At 30 June 2009, an amount of £1,106 (2008: £6,403) relating to corporate services fees was outstanding and is included within Creditors: amounts falling due within one year.

19 Ultimate parent undertaking

The entire share capital of L.G.S. Investments (Holdings) Limited is held by Wilmington Trust SP Services (London) Limited under the terms of a trust declared ultimately for charitable purposes. The results of the L.G.S. Investments (Holdings) Group Limited are not consolidated into the financial statements of any larger groups.

The ultimate controlling party is Wilmington Trust SP Services (London) Limited, as trustee.