

L.G.S. Investments (Holdings) Limited

**Directors' report and consolidated
financial statements**

Registered number 2873071

30 June 2010



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Directors' report

The directors present their report and audited financial statements for the year ended 30 June 2010

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

Results and dividends

The group made a profit of £112 before taxation (2009 loss £258) during the year which was recorded in the reserves of the subsidiary company and the directors do not recommend the payment of a dividend (2009 £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 2010 (2009 £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



Mignon Clarke

Wilmington Trust SP Services (London) Limited
Director

Fifth Floor
6 Broad Street Place
London
EC2M 7JH
7 January 2011

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 UK 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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- 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

INDEPENDENT AUDITOR'S REPORT 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 2010 set out on pages 5 to 15. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 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, 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 2010 and of the group's profit 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 AUDITOR'S 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.

J. Da Costa

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

11 January 2011

Consolidated profit and loss account
for the year ended 30 June 2010

	Note	2010 £	2009 £
Income from fixed asset investments	5	5,570,803	5,567,831
Interest payable and similar charged on bonds in issue	6	(5,548,778)	(5,545,814)
		<hr/>	<hr/>
		22,025	22,017
Administrative expenses		(21,986)	(22,549)
		<hr/>	<hr/>
Operating Profit/(loss)		39	(532)
Other interest receivable and similar income	7	73	274
		<hr/>	<hr/>
Profit/(loss) on ordinary activities before taxation	3	112	(258)
Tax on loss on ordinary activities	8	-	(5)
		<hr/>	<hr/>
Profit/(loss) for the year		112	(263)
Retained profit brought forward		109,501	109,764
		<hr/>	<hr/>
Retained profit carried forward		109,613	109,501
		<hr/> <hr/>	<hr/> <hr/>

Consolidated reconciliation of movements in shareholders' funds
for the year ended 30 June 2010

Group	2010 £	2009 £
Profit/(loss) for the financial year	112	(263)
Opening shareholders' funds	109,502	109,765
	<hr/>	<hr/>
Closing shareholders' funds	109,614	109,502
	<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.

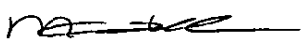
All of the results for the year arise from continuing operations for both the current and preceding year.

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 2010

	<i>Note</i>	2010	2009
		£	£
Fixed assets			
Investments	9	62,411,328	62,375,075
Current assets			
Called up share capital not paid		1	1
Debtors	10	606,526	607,436
Cash at bank and in hand		120,994	110,179
		<u>727,521</u>	<u>717,616</u>
Creditors , amounts falling due within one year	11	(617,131)	(607,363)
Net current assets		<u>110,390</u>	<u>110,253</u>
Total assets less current liabilities		<u>62,521,718</u>	<u>62,485,328</u>
Creditors : amounts falling due after more than one year	12	(62,412,104)	(62,375,826)
Net assets		<u>109,614</u>	<u>109,502</u>
Capital and reserves			
Called up share capital	13	1	1
Profit and loss account	14	109,613	109,501
Shareholders' funds		<u>109,614</u>	<u>109,502</u>

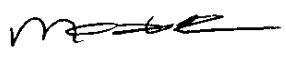
These financial statements of L G S Investments (Holdings) Limited, company registration number 02873071, were approved by the board of directors on 7 January 2011 and were signed on its behalf by


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

Company balance sheet
at 30 June 2010

	<i>Note</i>	2010	2009
		£	£
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)
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
Shareholders' equity		<u>1</u>	<u>1</u>

These financial statements of L G S Investments (Holdings) Limited, company registration number 02873071, were approved by the board of directors on 7 January 2011 and were signed on its behalf by


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

Consolidated cash flow statement
for the year ended 30 June 2010

		2010 £	2009 £
Cash flow statement			
Cash outflow from operating activities	16	(11,308)	(33,010)
Returns on investments and servicing of finance	17	22,123	22,324
Taxation		-	(5)
		<hr/>	<hr/>
Increase/(decrease) in cash in the year	15	10,815	(10,691)
		<hr/>	<hr/>
Reconciliation of net funds			
Increase/(decrease) in cash in the year		10,815	(10,691)
Net funds at the beginning of the year		110,179	120,870
		<hr/>	<hr/>
Net funds at the end of the year	15	120,994	110,179
		<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 undertakings made up to 30 June 2010. 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 (2009 nil).

Notes (continued)

3 Profit on ordinary activities before taxation

	2010 £	2009 £
<i>Profit on ordinary activities before taxation is stated after charging.</i>		
Auditors' remuneration		
Audit of these financial statements	5,052	4,945
Amounts receivable by the auditors and their associates in respect of		
Other services relating to taxation	3,349	3,279
	<u> </u>	<u> </u>

4 Remuneration of directors

Wilmington Trust SP Services (London) Limited, a director of the Company and its subsidiary, received £10,441 (2009 £10,537) 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

	2010 £	2009 £
Unlisted	5,534,550	5,534,550
Amortised discount	36,253	33,281
	<u>5,570,803</u>	<u>5,567,831</u>

6 Interest payable and similar charges on bonds in issue

	2010 £	2009 £
Interest paid on bonds in issue	5,512,500	5,512,500
Amortised discount	36,278	33,314
	<u>5,548,778</u>	<u>5,545,814</u>

7 Other interest receivable and similar income

	2010 £	2009 £
Bank interest received	73	274
	<u>73</u>	<u>274</u>

Notes (continued)

8 Taxation

	2010	2009
	£	£
<i>UK corporation tax</i>		
Current tax on income for the year	-	-
Underprovision of prior year's charge	-	5
	<hr/>	<hr/>
Tax on profit on ordinary activities	-	5
	<hr/>	<hr/>

The tax charge for the period is lower (2009 lower) than the standard rate of corporation tax in the UK (28%, 2009 28%) The differences are explained below

	2010	2009
	£	£
<i>Current tax reconciliation</i>		
Profit/(loss) on ordinary activities before taxation	112	(258)
	<hr/>	<hr/>
Current tax credit at 28% (2009 28%)	31	(72)
Underprovision of prior year charge	-	5
Trading losses carried forward	-	72
Utilisation of tax losses	(31)	-
	<hr/>	<hr/>
Current tax charge	-	5
	<hr/>	<hr/>

Trading losses carried forward of £2,013 (2009 £2,125) give rise to a deferred tax asset of £564 (2009 £595) 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 and end of the year	62,092,800
	<hr/>
<i>Amortised discount</i>	
At the beginning of the year	282,275
Amortised discount for the year	36,253
	<hr/>
At end of the year	318,528
	<hr/>
<i>Net book value</i>	
At 30 June 2010	62,411,328
	<hr/>
At 30 June 2009	62,375,075
	<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	2010	2009
	£	£
Prepayments and accrued income	606,526	607,436
	606,526	607,436

All debtors are due within one year

11 Creditors: amounts falling due within one year

Group	2010	2009
	£	£
Accruals and deferred income	617,131	607,363
Corporation tax	-	-
	617,131	607,363

Company	2010	2009
	£	£
Amounts owed to subsidiary undertaking	12,500	12,500
	12,500	12,500

Notes (continued)

12 Creditors: amounts falling due after more than one year

Group	2010 £	2009 £
Bond in issue at cost at start of year	62,092,800	62,092,800
Amortised discount	319,304	283,026
	<hr/> 62,412,104 <hr/>	<hr/> 62,375,826 <hr/>
 Repayment analysis	 2010 £	 2009 £
Amounts repayable, other than by instalments, after more than five years	62,412,104	64,375,826
	<hr/> 62,412,104 <hr/>	<hr/> 64,375,826 <hr/>

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

13 Called up share capital

	2010 £	2009 £
<i>Authorised</i>		
100 Ordinary share of £1 each	100	100
	<hr/> 100 <hr/>	<hr/> 100 <hr/>
<i>Allotted, called up and fully paid</i>		
Ordinary share of £1 each	1	1
	<hr/> 1 <hr/>	<hr/> 1 <hr/>

14 Statement of movements on profit and loss account

Group	Profit and loss account £
Balance as at 1 July 2009	109,501
Profit for the financial year	112
	<hr/> 109,613 <hr/>
Balance at 30 June 2010	109,613
	<hr/> 109,613 <hr/>

Notes (continued)

15 Analysis of net funds

	June 2009 £	Cash flow £	June 2010 £
Cash at bank and in hand	110,179	10,815	120,994

16 Reconciliation of operating loss investment operating cash flows

	2010 £	2009 £
Operating profit/(loss)	39	(532)
Interest receivable	(5,534,550)	(5,534,550)
Interest payable	5,512,500	5,512,500
Amortisation of discount on debt securities issued	36,278	33,314
Amortisation of discount on debt securities purchased	(36,253)	(33,281)
Decrease/(increase) in debtors	910	(905)
Increase/(decrease) in creditors	9,768	(9,556)
	<u>(11,308)</u>	<u>(33,010)</u>

Notes (continued)

17 Returns on investments and servicing of finance

	2010	2009
	£	£
Interest received	5,534,623	5,534,824
Interest paid	(5,512,500)	(5,512,500)
	<u>22,123</u>	<u>22324</u>

18 Related party transactions

The Group is controlled 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 (2009 £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 £10,441 (2009 £10,537).

At 30 June 2010, an amount of £6,372 (2009 £1,106) relating to corporate services fees were outstanding and are 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 LGS 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.