

Company Registration No. 3577174

NCP South West & Wales Development Limited

Report and Financial Statements

For the period from 25 December 2004 to 11 July 2005



NCP South West & Wales Development Limited

Report and financial statements 2005

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NCP South West & Wales Development Limited

Report and financial statements 2005

Officers and professional advisers

Directors

T A M Hanson
R M Macnaughton
P T Robinson
N P Backhouse

Secretary

A C Wallwork

Registered office

21 Bryanston Street
London W1H 7AB

Solicitors

Ashurst
5 Appold Street
London EC2A 2HA

Hamlin's
Roxburghe House
273-287 Regent Street
London W1B 2AD

Auditors

Deloitte & Touche LLP
Chartered Accountants
London

NCP South West & Wales Development Limited

Directors' report

The directors present their annual report and the audited financial statements for the period from 25 December 2004 to 11 July 2005.

Principal activities and future prospects

The Company did not trade during the current period. The directors do not envisage that the Company will trade in the forthcoming period.

Business review

The results of the Company are shown in the profit and loss account on page 5.

Subsequent events

Subsequent to the period-end, Oval (2041) Limited, a subsidiary of Oval (2040) Limited, acquired 100% of the issued share capital of Parking International Holdings Limited, the ultimate holding Company of the Company.

On 31 October 2005, Parking International Holdings Limited changed its name to PIHL (2003) Limited and Oval (2040) Limited changed its name to Parking International Holdings Limited.

On 31 August 2005, the £148 million Senior Facilities Agreement with RBS was replaced: the Company entered, as a guarantor, into a new £385 million Senior Facilities Agreement with Royal Bank of Canada.

On 20 February 2006, the Company also entered, as a guarantor, into a new £44 million Junior Facilities Agreement with Royal Bank of Canada.

Proposed dividend

The directors do not recommend the payment of a dividend for the period (2004: £nil).

Directors and their interests

The directors who held office throughout the period (except as noted) were as follows:

T A M Hanson
R M Macnaughton
P J T Gilbert - Resigned 11 November 2005
P T Robinson - Appointed 29 March 2006
N P Backhouse - Appointed 1 March 2006

The directors' interests in the share capital of the ultimate parent company, Parking International Holdings Limited, are disclosed in that company's financial statements. None of the directors held any other interests in the share capital of the company or any other Group company.

Auditors

The Company has elected to dispense with the obligation to appoint auditors annually and, accordingly, Deloitte & Touche LLP shall be deemed to be re-appointed as auditors for a further term under the provisions of Section 386(2) of the Companies Act 1985.

Approved by the Board of Directors
and signed on behalf of the Board



A C Wallwork

Secretary

26 April 2006

Statement of directors' responsibilities

United Kingdom Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss of the Company 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 accounting standards have been followed; 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 the system of internal control, for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Independent auditors' report to the members of NCP South West & Wales Development Limited

We have audited the financial statements of NCP South West & Wales Development Limited for the period from 25 December 2004 to 11 July 2005 which comprise the profit and loss account, the balance sheet and the related notes 1 to 14. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's members, 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 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 described in the statement of directors' responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). Our responsibility is to audit the financial statements in accordance with relevant United Kingdom 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 if, in our opinion, the directors' report is not consistent with the financial statements, if 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 transactions with the Company is not disclosed.

We read the directors' report and other information contained in the annual report for the above period as described in the contents section and consider the implications for our report if we became aware of any apparent misstatements or material inconsistencies with the financial statements.


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.

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 11 July 2005 and of its profit for the period from 25 December 2004 to 11 July 2005 and the financial statements have been properly prepared in accordance with the Companies Act 1985.



Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
London, United Kingdom

11 May 2006

NCP South West & Wales Development Limited

Profit and loss account

For the period from 25 December 2004 to 11 July 2005

	Note	25 December 2004 to 11 July 2005 £'000	52 weeks ended 24 December 2004 £'000
Interest receivable and similar income	2	1,782	2,991
Profit on ordinary activities before taxation	2	1,782	2,991
Tax charge on profit on ordinary activities	5	-	-
Profit on ordinary activities after taxation and retained profit for the financial period	8	1,782	2,991

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

The results for the period from 25 December 2004 to 11 July 2005 and the 52 weeks ended 24 December 2004 reflect the discontinued operations of the Company.


NCP South West & Wales Development Limited

Balance sheet 11 July 2005

	Note	11 July 2005 £'000	24 December 2004 £'000
Current assets			
Debtors	6	39,513	37,731
Net current assets		39,513	37,731
Total assets less current liabilities and net assets		39,513	37,731
Capital and reserves			
Called up share capital	7	1	1
Share premium account	8	14,549	14,549
Profit and loss account	8	24,963	23,181
Total equity shareholder's funds	9	39,513	37,731

These financial statements were approved by the Board of Directors on 26 April 2006.

Signed on behalf of the Board of Directors


N P Backhouse
Director

Notes to the financial statements

For the period from 25 December 2004 to 11 July 2005

1. Accounting policies

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.

Basis of accounting

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

Cash flow statement

Under the provision of Financial Reporting Standard No.1 (Revised) the Company has not presented a cash flow statement, as its parent Company, PIHL (2003) Limited, a Company registered in England and Wales, prepares consolidated financial statements which include the results of the Company and contain a cash flow statement.

Turnover

The Company's turnover comprises gross rents receivable derived from activities performed within the United Kingdom and from a single class of business.

Taxation

The charge for taxation is based on the profit for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax is not provided on timing differences arising from the revaluation of fixed assets where there is no binding contract to dispose of these assets. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Leases

Rentals under operating leases are charged on a straight-line basis over the lease term.

2. Profit on ordinary activities before taxation

	25 December 2004 to 11 July 2005 £'000	52 weeks ended 24 December 2004 £'000
Profit on ordinary activities before taxation is stated		
After crediting:		
Interest receivable from Group Company	1,782	2,991

3. Auditors' remuneration

The auditors' remuneration for the current and preceding periods was borne by National Car Parks Limited, a fellow Group Company.

4. Directors' and employees' emoluments

None of the directors received any emoluments during the current and preceding periods in respect of their services to the Company.

There were no employees during either period.

Notes to the financial statements
For the period from 25 December 2004 to 11 July 2005

5. Tax charge on profit on ordinary activities

(a) Analysis of tax charge on profit on ordinary activities

	25 December 2004 to 11 July 2005 £'000	52 weeks ended 24 December 2004 £'000
United Kingdom corporation tax at 30% (2004: 30%) based on the profit for the period	-	-
Adjustments in respect of prior periods	-	-
Current tax charge for the period	-	-

(b) Factors affecting tax charge for the current period

The tax assessed for the period is different than that resulting from applying the standard rate of corporation tax in the UK 30% (2004: 30%). The differences are explained below:

	25 December 2004 to 11 July 2005 £'000	52 weeks ended 25 December 2004 £'000
Profit on ordinary activities before tax	1,782	2,991
Tax at 30% (2004: 30%) thereon:	535	897
Effects of:		
Group relief not paid for	(535)	(897)
Current tax charge for the period	-	-

6. Debtors

	11 July 2005 £'000	24 December 2004 £'000
Amounts owed by Group Companies	39,513	37,731

Amounts owed by Group companies include £35,726,712 (2004: £33,944,927) which are interest bearing.

7. Called up share capital

	11 July 2005 £'000	24 December 2004 £'000
Authorised, allotted, called up and fully paid:		
1,000 ordinary shares of £1 each	1	1

Notes to the financial statements

For the period from 25 December 2004 to 11 July 2005

8. Reserves

	Share premium account £'000	Profit and loss account £'000	Total £'000
At 25 December 2004	14,549	23,181	37,730
Retained profit for the period	-	1,782	1,782
At 11 July 2005	14,549	24,963	39,512

9. Reconciliation of movements in equity shareholder's funds

	25 December 2004 to 11 July 2005 £'000	52 weeks ended 24 December 2004 £'000
Profit for the financial period	1,782	2,991
Net increase in equity shareholder's funds	1,782	2,991
Opening equity shareholder's funds	37,731	34,740
Closing equity shareholder's funds	39,513	37,731

10. Contingent liability

Under a Group registration the Company is jointly and severally liable for Value Added Tax due by other Group Companies. At 11 July 2005, this contingent liability amounted to £7.7 million (2004: £5.8 million).

11. Commitments

Financial guarantees

Financial agreement and related debenture and cross guarantees

In 2002, The Royal Bank of Scotland plc ("RBS") extended debt facilities to the Group under a Senior Facilities Agreement. The Company acted as a guarantor under this agreement; entered into a Debenture in favour of RBS (as Trustee) in relation to the facilities; and, together with Parking International Holdings Limited ("PIHL"), the ultimate parent Company, entered into full cross guarantees in relation to the facilities.

On 9 December 2003, the agreement above was replaced: the Company entered, as a guarantor, into a new £148 million Senior Facilities Agreement with RBS, and into another Debenture in favour of RBS (as Trustee).

On 23 August 2004, Primepanel Limited, a fellow Group Company, entered into a £73m Commercial Mortgage Facilities Agreement with RBS which was used to repay part of the £148m Senior Facilities. The Company acted as a guarantor for this facility.

On 31 August 2005, the £148 million Senior Facilities Agreement with RBS was replaced: the Company entered, as a guarantor, into a new £385 million Senior Facilities Agreement with Royal Bank of Canada.

On 20 February 2006, the Company also entered, as a guarantor, into a new £44 million Junior Facilities Agreement with Royal Bank of Canada.

Notes to the financial statements For the period from 25 December 2004 to 11 July 2005

11. Commitments (continued)

Financial guarantees (continued)

Tax deed guarantees

In 2002, Primepanel Limited, a fellow Group Company, entered into a Tax Deed with a third party, Bishopsgate Parking Limited ("Bishopsgate"). The Company guaranteed Primepanel Limited's obligations under this deed.

Lease and remedial works guarantees

On 8 September 2003, National Car Parks Limited ("NCPL"), a fellow Group Company, entered into two Renewal Lease Agreements in favour of Bishopsgate and Bishopsgate Parking (No.2) Limited ("Bishopsgate No.2") in respect of leases over various premises. The Company guaranteed NCPL's obligations under these agreements. On 23 September 2003, the Company entered into a Lease Guarantee under which it is liable for the payment of the rents and other obligations of NCPL as tenant under various leases.

On 17 November 2003, NCPL entered into a Charge Over Accounts and Deposit Agreement in favour of Bishopsgate No. 2, and a Deed of Covenant in respect of remedial works in favour of Bishopsgate No. 2. The Company guaranteed this deed.

12. Related party transactions

As a 100% owned subsidiary, advantage has been taken of the exemption granted by paragraph 3(c) of Financial Reporting Standard No. 8, Related Party Transactions, not to disclose transactions with other Group entities.

13. Ultimate parent company and controlling party

During the period the ultimate parent Company of NCP South West & Wales Development Limited was Parking International Holdings Limited, a Company incorporated in Great Britain and registered in England and Wales. Parking International Holdings Limited was ultimately owned and controlled by funds managed by Cinven Limited. Cinven Limited is incorporated in Great Britain and registered in England and Wales.

Subsequent to the period-end, Parking International Holdings Limited was acquired by Oval (2041) Limited. As a result, the ultimate parent company of South West & Wales Development Limited is now Oval (2040) Limited, a company incorporated in Great Britain and registered in England and Wales. Oval (2040) Limited is ultimately owned and controlled by funds managed by 3i Group Plc. 3i Group Plc is a company incorporated in Great Britain and registered in England and Wales. On 31 October 2005, Parking International Holdings Limited changed its name to PIHL (2003) Limited and Oval (2040) Limited changed its name to Parking International Holdings Limited.

The immediate parent Company of NCP South West & Wales Development Limited is National Car Parks Group Limited, a company incorporated in Great Britain and registered in England and Wales. The parent of the largest and the smallest Group for which consolidated financial statements are prepared is PIHL (2003) Limited. Copies of the Group financial statements are available from 21 Bryanston Street, London, W1H 7AB.

14. Subsequent events

Subsequent to the period-end, Oval (2041) Limited, a subsidiary of Oval (2040) Limited, acquired 100% of the issued share capital of Parking International Holdings Limited, the ultimate holding Company of the Company.

On 31 October 2005, Parking International Holdings Limited changed its name to PIHL (2003) Limited and Oval (2040) Limited changed its name to Parking International Holdings Limited.

On 31 August 2005, the £148 million Senior Facilities Agreement with RBS was replaced: the Company entered, as a guarantor, into a new £385 million Senior Facilities Agreement with Royal Bank of Canada.

On 20 February 2006, the Company also entered, as a guarantor, into a new £44 million Junior Facilities Agreement with Royal Bank of Canada.