

EDUCATION SUPPORT (NEWHAM) LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010



Registered Number 4420816

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

CONTENTS	Page
Directors and advisors	1
Directors' report	2 - 3
Directors' responsibilities statement	4
Independent auditors' report to the members of Education Support (Newham) Limited	5
Profit and loss account	6
Balance sheet	7
Cash flow statement	8
Notes to the financial statements	9 - 15

DIRECTORS AND ADVISORS

Directors

M Baybutt

D G Smith

M J Mercer-Deadman

S J Beechey

A M Bell

(resigned 26 November 2010)

(resigned 18 November 2010)

(appointed 26 November 2010)

(appointed 18 November 2010)

Company secretary and registered office

R K Miller

Allington House

150 Victoria Street

London

SW1E 5LB

Auditors

Deloitte LLP

Chartered Accountants

London

Principal bankers

Commerzbank AG

London Branch, PO Box 52715

30 Gresham Street

London

EC2P 2XY

Solicitors

CMS Cameron McKenna LLP

Mitre House

160 Aldersgate Street

London

EC14 4DD

EDUCATION SUPPORT (NEWHAM) LIMITED

DIRECTORS' REPORT

The Directors submit their Annual Report and the audited financial statements for the year ended 31 December 2010

The Directors' report has been prepared in accordance with the special provisions relating to small companies under section 417 of the Companies Act 2006

The Company is a wholly owned subsidiary of Education Support (Newham) Holdings Limited, which in turn is owned by John Laing Social Infrastructure Limited (80%) and Wates PFI Investments Projects Limited (20%)

BUSINESS REVIEW AND PRINCIPAL ACTIVITIES

The principal activity of the Company is the design, build, financing and operation of a secondary school for the London Borough of Newham under a Private Finance Initiative agreement

Financial close was achieved on 24 September 2003. The concession period is 26 years. The completion certificate for the initial construction works was received on 24 August 2005.

Via Education Support (Newham) Holdings Limited, John Laing Social Infrastructure Limited and Wates Construction Limited invested £1,000 share capital in September 2003 and £1,937,000 subordinated debt on 14 February 2005.

The construction of the schools was completed in July 2005, and the schools are now all operational. The Company will operate the schools until the end of concession on 31 August 2029.

The Company completed the construction phase of the project in 2005 and the school became fully operational in September 2005. The Company will continue to operate the school until the end of the concession on 31 August 2029.

The Directors have considered the use of the going concern basis in the preparation of the financial statements in light of current market conditions and concluded that it is appropriate. In reaching this conclusion, the Directors have specifically considered the Company's relationships with its immediate parent company. More information is provided in note 1 to the financial statements.

FUTURE DEVELOPMENTS

The Company will continue to finance and operate the schools until the end of August 2029.

STATEMENT AS TO 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,
- the Director has taken all the steps that he ought to have taken as a Director in order to make himself 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 provision of section 418 of the Companies Act 2006.

DIRECTORS' REPORT (continued)

DIRECTORS

The Directors who served throughout the year, except as noted, are shown on page 1

EMPLOYEES

Details of the number of employees and related costs can be found in note 5 to the financial statements on page 11

AUDITORS

Deloitte LLP have indicated their willingness to be reappointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditors in the absence of an AGM

On behalf of the Board



M Baybutt
Director
11 March 2011

DIRECTORS' RESPONSIBILITIES STATEMENT

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). 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 year. 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, 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 and 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF EDUCATION SUPPORT (NEWHAM) LIMITED

We have audited the financial statements of Education Support (Newham) Limited for the year ended 31 December 2010 which comprise the profit and loss account, the balance sheet, cashflow statement and the related notes 1 to 19. 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).

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, 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, 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 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

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.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 December 2010 and of its profit for the year 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.

Opinion on other matter 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.

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, 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, 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, or
- the Directors were not entitled to take advantage of the small companies exemption in preparing the Directors' Report.



Ross Howard (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditors
London, United Kingdom
11 March 2011

EDUCATION SUPPORT (NEWHAM) LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2010

	Notes	2010 £'000	2009 £'000
Turnover	2	1,505	1,301
Cost of sales		<u>(1,412)</u>	<u>(1,185)</u>
Operating profit	3	93	116
Net interest receivable / (payable)	6	25	(32)
Profit on ordinary activities before taxation		118	84
Tax on profit on ordinary activities	7	(33)	(17)
Profit for the financial year	13	85	67

A reconciliation of movements in shareholder's funds / (deficit) is given in note 14

All items in the profit and loss account relate to continuing operations

There is no material difference between the results stated in the profit and loss account and their historical cost equivalents

All gains and losses are recognised in the profit and loss account in both the current and preceding year, and therefore no separate statement of total recognised gains and losses has been presented

EDUCATION SUPPORT (NEWHAM) LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2010

	Notes	2010 £'000	2009 £'000
Current assets			
Debtors		24,349	24,954
- due within one year	8	1,143	1,026
- due after more than one year	8	23,206	23,928
Cash at bank and in hand		1,922	1,714
		26,271	26,668
Current liabilities			
Creditors amounts falling due within one year	9	(6,126)	(5,533)
Net current assets		20,145	21,135
Total assets less current liabilities		20,145	21,135
Creditors , amounts falling due after more than one year	9	(20,127)	(21,202)
Net assets / (liabilities)		18	(67)
Capital and reserves			
Called up share capital	12	1	1
Profit and loss account	13	17	(68)
Shareholder's funds / (deficit)	14	18	(67)

The financial statements of Education Support (Newham) Limited, registered number 4420816, were approved by the Board of Directors and authorised for issue on 11 March 2011. They were signed on its behalf by



M Baybutt
Director
11 March 2011

EDUCATION SUPPORT (NEWHAM) LIMITED

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2010

	Notes	2010 £'000	2009 £'000
Net cash inflow from operating activities	16	2,156	3,094
Returns on investments and servicing of finance			
Interest received		3	24
Interest and other financing costs paid		(881)	(1,496)
Net cash outflow from returns on investments and servicing of finance		(878)	(1,472)
Net cash inflow before use of liquid resources and financing		1,278	1,622
Financing			
Repayment of secured loan		(1,070)	(1,105)
Net cash outflow from financing		(1,070)	(1,105)
Increase in cash in the year	17	208	517

Notes to the financial statements for the year ended 31 December 2010

1 ACCOUNTING POLICIES

a) Basis of preparation of accounts

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom law and accounting standards. A summary of the principal accounting policies adopted by the Directors, which have been applied consistently throughout the current and preceding year, is shown below.

The current economic conditions create some uncertainty, including with respect to

- (a) the ability of key sub-contractors to continue to meet contractual commitments,
- (b) the ability of the debt provider to continue to meet its contractual commitments, and
- (c) the ability of the SWAP provider to continue to meet their commitments

The Directors have also considered the ability of government authorities to continue to pay unitary fees due to the Company and do not consider this to be a material risk.

The Company's forecasts and projections, taking account of reasonably possible changes in counterparty performance, show that the Company expects to be able to continue to operate.

After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

b) Turnover

Turnover is net of VAT and is entirely derived in the United Kingdom.

c) Finance debtor

The Company is an operator under a PFI contract. Under the terms of the contract, substantially all the risks and rewards of ownership of the property asset remain with the London Borough of Newham. The underlying asset is therefore not a fixed asset of the Company under FRS5 Application Note F and SSAP 21.

d) Finance debtor and income recognition

During the construction phase of the project, all attributable expenditure including finance costs is included in amounts recoverable on contracts and turnover. Upon the asset becoming operational, the costs are transferred to the finance debtor. During the operational phase, income is allocated between interest receivable and turnover using a constant operating margin on costs. The remainder of the PFI income will be allocated to the finance debtor. All turnover is derived entirely in the United Kingdom and is net of VAT.

In 2010 amounts invoiced in line with the Project Agreement was £3,656,000 (2009 - £3,655,000). Variations invoiced amounted to £38,000 (2009 - £38,000).

e) Operating costs

Operating costs are added to amounts recoverable on contracts during the construction period. Following commissioning, regular operating and maintenance costs and Education Support (Newham) Limited central costs will be expensed to the profit and loss account as incurred.

f) Interest payable

Interest costs on borrowings are added to the amounts recoverable on contract during the construction phase of the contract and then written off to the profit and loss account over the period of concession as incurred.

Notes to the financial statements for the year ended 31 December 2010 (continued)

1 ACCOUNTING POLICIES (continued)

g) Taxation

Current tax, including United Kingdom Corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date

In accordance with FRS19 'Deferred Tax', 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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements

A net deferred tax asset is regarded 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 from which the future reversal of the underlying timing differences can be deducted. Deferred tax is measured at the average tax rates that are expected to apply in the period in which the timing differences are expected to reverse, based on the tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are not discounted

h) Financial Instruments

The Company uses financial instruments to reduce exposure to interest rate movements. The Company does not hold or issue derivative financial instruments for speculative purposes

i) Bank borrowings

Interest-bearing bank loans and overdrafts are recorded at the proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accruals basis in the profit or loss account using the effective interest method and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise

EDUCATION SUPPORT (NEWHAM) LIMITED

Notes to the financial statements for the year ended 31 December 2010 (continued)

2 TURNOVER

	2010	2009
	£'000	£'000
Turnover in the year is analysed as follows		
Concession unitary income	<u>1,505</u>	<u>1,301</u>
	1,505	1,301

3 OPERATING PROFIT

	2010	2009
	£'000	£'000
Operating profit is stated after charging		
Fees payable to the Company's auditors for the audit of the Company's accounts	10	10
Fees payable to the Company's auditors for the audit of HoldCo	2	2
Operating and maintenance costs	1,153	984
Other operating costs	<u>249</u>	<u>178</u>

4 DIRECTORS' REMUNERATION

No Directors received any remuneration for services to the Company during the current or prior year. The Company is managed by secondees from the shareholders under a management services contract.

5 STAFF NUMBERS

The Company had no employees during the year (2009 - nil)

6 NET INTEREST RECEIVABLE / (PAYABLE)

	2010	2009
	£'000	£'000
Interest receivable and similar income		
Interest receivable on bank deposits	4	14
Interest receivable on finance debtor	<u>1,440</u>	<u>1,479</u>
	1,444	1,493
Interest payable and similar charges		
Interest payable on bank loans and overdrafts	(1,227)	(1,288)
Interest payable to parent undertakings	(176)	(220)
Amortised debt issue costs	(15)	(16)
Commitment fee on undrawn loan facility	<u>(1)</u>	<u>(1)</u>
	(1,419)	(1,525)
Net interest receivable / (payable)	<u>25</u>	<u>(32)</u>

7 TAX ON PROFIT ON ORDINARY ACTIVITIES

	2010	2009
	£'000	£'000
<u>Analysis of tax charge for the year</u>		
Current tax		
Group relief payable/(receivable)	(3)	-
Adjustments in respect of previous periods	<u>(4)</u>	<u>-</u>
Total current tax	(7)	-
Deferred tax		
Origination and reversal of timing differences	(30)	(24)
Adjustments in respect of previous periods	4	7
Total deferred tax	<u>(26)</u>	<u>(17)</u>
Total tax charge on profit on ordinary activities	<u>(33)</u>	<u>(17)</u>

Notes to the financial statements for the year ended 31 December 2010 (continued)

7 TAX ON PROFIT ON ORDINARY ACTIVITIES (continued)

Factors affecting tax charge for the current year

The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the loss before tax are as follows

	2010 £'000	2009 £'000
Profit on ordinary activities before taxation	118	84
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 28% (2009 - 28%)	(33)	(24)
Effects of		
Origination and reversal of timing differences	30	24
Adjustments in respect of previous years	(4)	-
Total current tax for the year	(7)	-

8 DEBTORS

	2010 £'000	2009 £'000
Due within one year		
Finance debtor	732	669
Trade debtors	83	-
Deferred tax asset	-	25
Prepayments and accrued income	328	332
	1,143	1,026
Due after more than one year		
Finance debtor	23,206	23,928
	23,206	23,928

The finance debtor includes cumulative net interest costs of £1,219,000 (2009 - £1,253,000)

Deferred tax asset		
Balance as at 1 January	25	40
Decreased in recognised deferred tax	(25)	(15)
Balance as at 31 December	-	25

9 CREDITORS

	2010 £'000	2009 £'000
Amounts falling due within one year		
Bank loans (note 10)	1,019	1,005
Less unamortised debt issue costs	(15)	(15)
Amounts owed to parent undertaking	289	132
Amounts owed to group undertakings	199	183
Group relief payable	7	-
Other taxation and social security	102	84
Other creditors	4,109	3,669
Accruals and deferred income	416	475
	6,126	5,533
Amounts falling due after more than one year		
Bank loans (note 10)	18,952	19,971
Less unamortised debt issue costs	(121)	(136)
Amounts owed to parent undertaking	1,296	1,367
	20,127	21,202

Notes to the financial statements for the year ended 31 December 2010 (continued)

9 CREDITORS (continued)

	2010 £'000	2009 £'000
Analysis of debt:		
Debt can be analysed as falling due		
In one year or less	1,157	1,137
Between one and two years	1,206	1,147
Between two and five years	3,766	3,711
In five years or more	15,276	16,480
	<u>21,405</u>	<u>22,475</u>
Less unamortised debt issue costs	(136)	(151)
	<u>21,269</u>	<u>22,324</u>

The amount owed to group undertakings in the current and prior year is repayable in line with repayments schedules. Interest is charged at agreed arms length interest rates.

10 LOANS

Bank loans

The Company has the facilities shown below provided by Commerzbank in order to finance the construction of the school. The loans are repayable in instalments based on an agreed percentage amount of the total facilities per annum over a certain number of years as shown below.

Interest on the facilities is charged at a certain margin, as shown below, over and above the Interbank Rate plus a Mandatory Costs Rate. The Company has entered into fixed interest rate swaps to mitigate its interest exposure which have a negative fair value at 31 December 2010 of £ 2,292,039 (2009 - £1,614,768). The resulting fixed interest rate on the facility during the operational phase is 5.12%.

The loans are secured by a fixed and floating charge over all the assets of the Company and a charge over the shares of the Company.

Facility type	Total amount of facility £'000	Amount drawn-down at 31 December 2010 £'000	Repayment period (Years)	Margin during construction	Margin during operation
Senior Term loan	23,886	18,655	21.2	1.05%	0.90% to 1.00%
Junior Loan	1,631	1,316	21.2	3.50%	3.25%
Change of Law	222	-	21.2	1.05%	0.90% to 1.00%
	<u>25,739</u>	<u>19,971</u>			

11 CAPITAL COMMITMENTS, CONTINGENT LIABILITIES AND FINANCIAL COMMITMENTS

At 31 December 2010, the Company is committed to a remaining amount of £5,682,000 (2009 - £6,619,000) payable to John Laing Integrated Services Limited, a fellow group undertaking, under the Facilities Provision Contract dated 24 September 2003 relating to the Schools PFI Project in the London Borough of Newham between Education Support (Newham) Limited and John Laing Integrated Services Limited.

12 CALLED UP SHARE CAPITAL

	2010 £'000	2009 £'000
Allotted, called up to 2p each and fully paid		
50,000 ordinary shares of £1 each	<u>1</u>	<u>1</u>

Notes to the financial statements for the year ended 31 December 2010 (continued)

13 MOVEMENT IN RESERVES

	Profit and loss account £'000
At 1 January 2010	(68)
Profit for the financial year	85
At 31 December 2010	<u>17</u>

14 RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS / (DEFICIT)

	2010 £'000	2009 £'000
Profit for the financial year	85	67
Net reduction in shareholder's deficit	<u>85</u>	<u>67</u>
Opening shareholder's deficit	(67)	(134)
Closing shareholder's funds / (deficit)	<u>18</u>	<u>(67)</u>

15 TRANSACTIONS WITH RELATED PARTIES

The Company had the following related party transactions during the year

	2010 £'000	2009 £'000
Fellow group undertakings		
John Laing Integrated Services Limited		
- Operating costs	(1,010)	(831)
- Other costs recharged	(218)	(210)
- Balance payable at 31 December	(193)	(174)
Laing Investments Management Services Limited		
- Company concession overheads	(90)	(99)
- Other costs recharged	(20)	(5)
- Balance payable at 31 December	(6)	(9)
Wates Construction Ltd		
- Operating costs	(19)	-
- Balance payable at 31 December	(20)	(1)

Amount owed to shareholders relating to subordinate debt are disclosed in note 9

16 RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2010 £'000	2009 £'000
Operating profit	93	116
Decrease in debtors	(1,360)	961
Increase in creditors	<u>3,423</u>	<u>2,017</u>
Net cash inflow from operating activities	<u>2,156</u>	<u>3,094</u>

EDUCATION SUPPORT (NEWHAM) LIMITED

Notes to the financial statements for the year ended 31 December 2010 (continued)

17 RECONCILIATION OF MOVEMENT IN NET DEBT

	At 1 January 2010 £'000	Cash flow £'000	Other non- cash changes £'000	At 31 December 2010 £'000
Cash in hand and at bank	1,714	208		1,922
Debt due within one year	(1,122)	1,070	(1,090)	(1,142)
Debt due after one year	(21,202)		1,075	(20,127)
Net debt	<u>(20,610)</u>	<u>1,278</u>	<u>(15)</u>	<u>(19,347)</u>

18 CASH FLOW TO NET DEBT

	2010 £'000
Increase in cash in hand and at bank	208
Cash outflow from decrease in debt	1,070
Other non cash movements	(15)
Decrease in net debt	<u>1,263</u>
Net debt at 1 January 2010	(20,610)
Net debt at 31 December 2010	<u>(19,347)</u>

19 ULTIMATE PARENT UNDERTAKING

The Company's immediate parent company is Education Support (Newham) Holdings Limited, a company incorporated in Great Britain

The smallest group in which its results are consolidated is John Laing plc, a company incorporated in Great Britain and registered in England and Wales. The largest group in which its results are consolidated is Henderson Infrastructure Holdco (Jersey) Limited, a company incorporated in Jersey, Channel Islands and registered in Jersey, Channel Islands. Copies of the consolidated accounts of John Laing plc are available from Companies House, Crown Way, Cardiff, CF14 3UZ.

The Company's ultimate parent and controlling entity is Henderson Infrastructure Holdco (Jersey) Limited, a company incorporated in Jersey, Channel Islands.