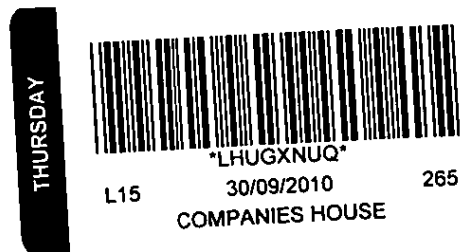


NCP Empire No. 4 Limited

Report and financial statements

For the period from 28 March 2009 to 26 March 2010



NCP Empire No.4 Limited

REPORT AND FINANCIAL STATEMENTS

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NCP Empire No.4 Limited

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

A D Potter
J P Walbridge
J P Scott

COMPANY SECRETARY

A Campbell

REGISTERED OFFICE

6th Floor Offices
Centre Tower
Whitgift Centre
Croydon
Surrey CR0 1LP

SOLICITORS

Travers Smith
10 Snow Hill, London
EC1A 2AL

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

INDEPENDENT AUDITORS

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

NCP Empire No.4 Limited

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for NCP Empire No 4 Limited ("the Company") for the period from 28 March 2009 to 26 March 2010

PRINCIPAL ACTIVITIES

The principal activity of the Company is that of an investment holding company. The directors do not envisage any change in that activity in the forthcoming year.

BUSINESS REVIEW

The results for the period are shown in the profit and loss account on page 5.

As at 26 March 2010, the Company had net assets of £nil (27 March 2009: £2.2 million).

DIRECTORS

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

A D Potter	
J P Walbridge	Appointed 23 July 2009
S G Owens	Appointed 20 October 2009 and resigned 8 January 2010
A M Pollins	Resigned 23 July 2009
J P Scott	Appointed 10 February 2010

DIRECTORS' INDEMNITIES

The company has maintained qualifying third party indemnity insurance throughout the period and up to the signing of 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 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 by order of the board



A D Potter

Director
29 September 2010

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 year. 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,
- 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.

The directors are responsible for the maintenance and integrity of the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
NCP EMPIRE NO. 4 LIMITED**

We have audited the financial statements of NCP Empire No. 4 Limited for the period ended 26 March 2010 which comprise the profit and loss account, the balance sheet and the related notes. 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).

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 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 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 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.

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 26 March 2010 and of its loss 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

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.

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 prepare the directors' report in accordance with the small company regime



Christopher Burns (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
29 September 2010

NCP Empire No. 4 Limited

PROFIT AND LOSS ACCOUNT

For the period from 28 March 2009 to 26 March 2010

	Note	28 March 2009 to 26 March 2010 £'000	29 March 2008 to 27 March 2009 £'000
Amounts written off investments	5	(2,172)	(269)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(2,172)	(269)
Tax on loss on ordinary activities	4	-	-
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION AND RETAINED LOSS FOR THE FINANCIAL PERIOD	7	(2,172)	(269)

There is no material difference between the loss on ordinary activities before taxation and the loss for the period stated above and their historical costs equivalents

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

The results for the period from 28 March 2009 to 26 March 2010 and for the period from 29 March 2008 to 27 March 2009 reflect the continuing operations of the Company.

NCP Empire No. 4 Limited

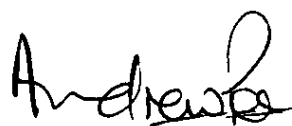
BALANCE SHEET
As at 26 March 2010

Company registration number 4438077

	Note	26 March 2010 £'000	27 March 2009 £'000
FIXED ASSETS			
Investments	5	-	2,172
TOTAL ASSETS LESS CURRENT LIABILITIES		-	2,172
CAPITAL AND RESERVES			
Called up share capital	6	2,631	2,631
Profit and loss account	7	(2,631)	(459)
TOTAL SHAREHOLDERS' FUNDS	8	-	2,172

The financial statements on pages 5 to 10 were approved by the board of directors on 29 September 2010

Signed on behalf of the board of directors



A D Potter

Director

NOTES TO THE FINANCIAL STATEMENTS

For the period from 28 March 2009 to 26 March 2010

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 as modified to include the revaluation of certain fixed assets further described below and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies are set out below.

Consolidation

The Company has taken advantage of the exemption granted by virtue of Section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements in the current period. The results of the Company are included in the consolidated financial statements of MEIF II CP Holdings Limited, a company incorporated in Great Britain and registered in England and Wales. Therefore these financial statements apply to the Company only.

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 and Wales, prepares consolidated financial statements which include the results of the Company and contain a cash flow statement.

Investments

Investments held as fixed assets are stated at cost less provision for any impairment in value.

Taxation

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

2 AUDITORS' REMUNERATION

The auditors' remuneration payable to the auditors for the audit of the Company's financial statements of £2,000 (period ended 27 March 2009 £2,000) was borne by National Car Parks Limited, a fellow Group Company.

3 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.

4 TAX ON LOSS ON ORDINARY ACTIVITIES

(a) Analysis of tax on profit on ordinary activities

	28 March 2009 to 26 March 2010 £'000	29 March 2008 to 27 March 2009 £'000
United Kingdom corporation tax on the loss of the period	-	-
Tax on loss on ordinary activities	-	-

NCP Empire No. 4 Limited

NOTES TO THE FINANCIAL STATEMENTS

For the period from 28 March 2009 to 26 March 2010

4. TAX ON LOSS ON ORDINARY ACTIVITIES (CONTINUED)

b) Factors affecting tax 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 28% (period ended 27 March 2009 28%) The differences are explained below

	28 March 2009 to 26 March 2010 £'000	29 March 2008 to 27 March 2009 £'000
Loss on ordinary activities before taxation	(2,172)	(269)
Tax at 28% (period ended 27 March 2009 28%) thereon	608	75
Effects of Non taxable Impairment of investment	(608)	(75)
Current tax for the period	-	-

5. FIXED ASSET INVESTMENTS

	Shares in group undertakings £'000
Cost	
At 26 March 2010 and 28 March 2009	2,631
Provision for impairment	
At 28 March 2009	(459)
Charge for the period	(2,172)
At 26 March 2010	(2,631)
Net book value	
At 26 March 2010	-
At 27 March 2009	2,172

The investment represents the 100% holding of the issued ordinary share capital of NCP Empire No 2 Limited, an investment holding company incorporated in Great Britain and registered in England and Wales

The Company has an indirect holding in NCP Empire No 3 Limited an investment holding company incorporated in Great Britain and registered in England and Wales

The impairment charge for the period reflects the fact that NCP Empire No 2 Limited has net liabilities at 26 March 2010

NCP Empire No. 4 Limited

NOTES TO THE FINANCIAL STATEMENTS

For the period from 28 March 2009 to 26 March 2010

6 CALLED UP SHARE CAPITAL

	26 March 2010 £'000	27 March 2009 £'000
Authorised.		
2,630,820 (2009 2,630,820) ordinary shares of £1 each	2,631	2,631
Allotted and fully paid:		
2,630,820 (2009 2,630,820) ordinary shares of £1 each	2,631	2,631

7 RESERVES

	Profit and loss account £'000
As at 28 March 2009	(459)
Loss for the financial period	(2,172)
As at 26 March 2010	(2,631)

8 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	26 March 2010 £'000	27 March 2009 £'000
Loss for the financial period	(2,172)	(269)
Opening shareholders' funds	2,172	2,441
Closing shareholders' funds	-	2,172

9 CONTINGENT LIABILITIES

Under a group registration, the Company is jointly and severally liable for Value Added Tax due by other group companies. At 26 March 2010, this contingent liability amounted to £1.6 million (27 March 2009: £nil million).

10 COMMITMENTS

Financial guarantees

Where the Company enters into arrangements to guarantee the indebtedness of other companies within its 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.

NOTES TO THE FINANCIAL STATEMENTS

For the period from 28 March 2009 to 26 March 2010

10 COMMITMENTS (CONTINUED)

Facilities agreement and related debenture and cross guarantees

On 23 August 2004, Primepanel Limited, a fellow group company, entered into a £73 million commercial mortgage facilities agreement with RBS. The Company acted as a guarantor for this facility, entered into a debenture agreement in favour of RBS and a fee debenture agreement with the fee beneficiary, NatWest Lease Management Limited ("NatWest"), a subsidiary of RBS.

On 8 March 2007, the £385 million senior facilities agreement with Royal Bank of Canada and £44 million junior facilities agreement were replaced with a new £500 million senior facilities agreement with Royal Bank of Canada. The facility was entered into by MEIF II CP Holdings 3 Limited, which on 19 March 2007 became an intermediate parent company of the Company. The facility allows the participating group to senior debt facility of £425 million, working capital facility of £25 million and capex facility of £50 million.

On 27 July 2007 the Company entered as a guarantor to the new senior facilities agreement.

11 RELATED PARTY TRANSACTIONS

As a 100% owned subsidiary, advantage has been taken of the exemption granted by paragraph 3(c) of Financial Reporting Standard 8, 'Related party transactions', not to disclose transactions with other group entities.

12 ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The Company's ultimate parent company and ultimate controlling party is Macquarie European Infrastructure Fund II, a limited partnership with its registered office at Carinthia House, 9-12 The Grange, St Peter Port, Guernsey, GY1 4BF. 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 Great Britain. Copies of the consolidated financial statements of MEIF II CP Holdings 1 Limited are available from Level 35, Citypoint, 1 Ropemaker Street, London, EC2Y 9HD.

The Company's immediate controlling party is NCP East Anglia Development Limited, a company incorporated in Great Britain.