

Registered number
04525593

London & Regional PFI Projects Holdings Limited

Annual report and financial statements

for the year ended

30 September 2009

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London & Regional PFI Projects Holdings Limited
Annual report and financial statements for the year ended 30 September 2009
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London & Regional PFI Projects Holdings Limited
Company information

Director

Mr R J Livingstone

Company secretary

Mr R N Luck

Registered office

Quadrant House, Floor 6
4 Thomas More Square
London E1W 1YW

Independent auditors

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

Registered number

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London & Regional PFI Projects Holdings Limited
Director's report for the year ended 30 September 2009

The director presents his report and the audited accounts of the company for the year ended 30 September 2009

Principal activities and review of the business

The company acts as a holding company. During the year the company sold all its investments in subsidiaries to related undertakings. The director considers the financial position at 30 September 2009 to be satisfactory.

Principal risks and uncertainties

The key business risks and uncertainties affecting the company are considered to relate to the fact that the company operates within a highly competitive market place, and movements in commodity prices. Further discussion of the risks and uncertainties, in the context of the group as a whole, are discussed in the company's ultimate parent's group annual report which does not form part of this report.

Key performance indicators

The company is managed by the director in accordance with its ultimate parent company, Loopsign Limited, group strategies and for this reason, the director believes that further key performance indicators for the company are not necessary or appropriate for an understanding of the development, performance or position of the business. These strategies and key performance indicators are discussed in the company's ultimate parent's group annual report which does not form part of this report.

Results and dividends

The result for the year is set out in the profit and loss account on page 5. The director does not recommend the payment of a dividend (2008: £nil).

Director

The directors of the company who served during the year and up to the date of signing the financial statements were:

Mr C King (resigned 21 August 2009)

Mr R J Livingstone (appointed 21 August 2009)

Qualifying third party indemnity provisions

The company maintains liability insurance for its director and officer. Following shareholder approval, the company has also provided an indemnity for its director and the company secretary, which is a qualifying third party indemnity provision for the purposes of the Companies Act 2006.

Disclosure of information to auditors

In so far as the director is aware:

- there is no relevant audit information of which the company's auditors are unaware, and
- the director has taken all steps that they ought to have taken to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Independent Auditors

In the absence of a notice proposing that their appointment be terminated, PricewaterhouseCoopers LLP, are deemed to have been re-appointed as auditors for the next year.

The report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

By order of the board



Mr R N Luck
Company secretary

29 March 2010

London & Regional PFI Projects Holdings Limited

Statement of director's responsibilities for the year ended 30 September 2009

The director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations

Company law requires the director to prepare financial statements for each financial year. Under that law the director has 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 director must not approve the financial statements unless he is 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 director is required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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. He is 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.

By order of the board



Mr R N Luck

Company secretary

29 March 2010

**INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF LONDON & REGIONAL PFI PROJECTS HOLDINGS LIMITED**

We have audited the financial statements of London & Regional PFI Projects Holdings Limited for the year ended 30 September 2009 which comprise of 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) as applicable to financial statements prepared in accordance with the small companies regime of the Companies Act 2006.

Respective responsibilities of directors and auditors

As explained more fully in the Director's Responsibilities Statement, the director is 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 the financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 30 September 2009 and of its profit for the year then ended, and
- 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 matters prescribed by the Companies Act 2006

In our opinion the information given in the Director's 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 prepare financial statements and the directors' report in accordance with the small company regime.



Erica Conway (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

29 March 2010

London & Regional PFI Projects Holdings Limited
Profit and loss account
for the year ended 30 September 2009

	Note	2009 £	2008 £
Administrative expenses		(1)	-
Operating loss	2	(1)	-
Exceptional items			
Profit on the sale of investments	4	26,588,232	-
Provision for impairment in value of investments		-	(694,412)
Profit/(loss) on ordinary activities before taxation		26,588,231	(694,412)
Tax on profit/(loss) on ordinary activities	5	-	-
Profit/(loss) for the financial year		26,588,231	(694,412)

All amounts relate to continuing operations

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

The company has no recognised gains and losses other than those included in the results above and therefore no separate statement of recognised gains and losses has been presented

London & Regional PFI Projects Holdings Limited
Balance sheet as at 30 September 2009

Registered number
04525593

	Note	2009 £	2008 £
Investments	6	-	48,825,366
Current assets			
Debtors falling due within one year	7	<u>75,324,048</u>	<u>735,001</u>
Creditors amounts falling due within one year	8	-	(824,550)
Net current assets		<u>75,324,048</u>	<u>(89,549)</u>
Net assets		<u>75,324,048</u>	<u>48,735,817</u>
Capital and reserves			
Called up share capital	9	49,430,229	49,430,229
Profit and loss account		25,893,819	(694,412)
Total equity shareholders' funds	11	<u>75,324,048</u>	<u>48,735,817</u>

The financial statements were approved by the Board of Directors on 29 March 2010 and signed on its behalf by

Mr R J Livingstone
Director

29 March 2010



London & Regional PFI Projects Holdings Limited
Notes to the financial statements for the year ended 30 September 2009

1 Accounting policies

Basis of preparation

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the period, are set out below.

Deferred taxation

Deferred tax is provided in respect of all timing differences that have originated, but not reversed, at the balance sheet date that give rise to an obligation to pay more or less tax in the future. Deferred tax is not recognised when fixed assets are revalued unless, by the balance sheet date, there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on sale has been recognised in the financial statements. Deferred tax is measured on a non-discounted basis. A 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 periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Cash flow statement

The company has taken advantage of the exemption in the Financial Reporting Standards No 1 (revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its ultimate parent publishes a consolidated cash flow statement.

Investment in subsidiary undertakings

Investments in subsidiary undertakings are recorded at cost plus incidental expenses less any provision for impairment. Impairment reviews are performed by the director when there has been an indication of potential impairment with any charges arising being recognised in the profit and loss account of the period.

Exemption from consolidation

The financial statements contain information about London & Regional PFI Projects Holdings Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, London & Regional Group Holdings Limited, a company incorporated in England and Wales.

2 Operating loss	2009	2008
	£	£
Operating profit is stated after charging		
Auditors' remuneration	<u>-</u>	<u>-</u>

Auditors' remuneration has been borne by London & Regional Properties Limited.

London & Regional PFI Projects Holdings Limited
Notes to the financial statements for the year ended 30 September 2009

3 Directors' emoluments

The directors did not receive any emoluments in respect of their services to the company (2008 £nil)
The company has no employees (2008 nil) other than its director

The emoluments of the directors are paid by a fellow subsidiary company which makes no recharge to the company. Mr Livingstone and Mr King are/were directors of the ultimate parent company and a number of fellow subsidiary companies and it is not possible to make an accurate apportionment of their emoluments in respect of each of the subsidiaries. Their total emoluments are included in the aggregate of directors' emoluments included in the financial statements of the ultimate parent company.

4 Investment related items	2009	2008
	£	£
Profit on disposal of investments	26,588,232	-
Provision for impairment in value of investments	-	(694,412)
	<u>26,588,232</u>	<u>(694,412)</u>

5 Taxation on profit/(loss) on ordinary activities

No tax has been provided for due to all transactions being either not taxable or disallowable for tax

Factors affecting the tax charge for the period

On 01 April 08 the rate of corporation tax was reduced from 30% to 28%, giving a blended average rate for the previous year of 29%.

The tax assessed for the year is lower (2008 lower) than the standard/blended rate of corporation tax in the UK of 28% (2008 29%). The differences are explained below

	2009	2008
	£	£
Profit/(loss) on ordinary activities before taxation	<u>26,588,231</u>	<u>(694,412)</u>
Profit/(loss) on ordinary activities multiplied by standard (2008 blended) rate of corporation tax in the UK of 28% (2008 29%)	7,444,705	(201,379)
Effects of		
Profit on the sale of investments not taxable	(7,444,705)	-
Loss on impairment on investments disallowable for tax	-	201,379
Total current tax charge	<u>-</u>	<u>-</u>

London & Regional PFI Projects Holdings Limited
Notes to the financial statements for the year ended 30 September 2009

6 Investments

	£
Cost (less impairment)	
At 1 October 2008	48,825,366
Disposal of investments in subsidiaries	<u>(48,825,366)</u>
At 30 September 2009	<u>-</u>

During the year, as part of a group-wide restructuring, the company sold all of its investments in its subsidiaries listed below, to fellow group companies at market value

Company	Principal Activity
Cochrane Square SPV Ltd (registered in Scotland)*	Property investment
Education Link (Holdings) Ltd (67% shareholding)	Holding company
Haymarket SPV Ltd (registered in Scotland)*	Property investment
Heart of the City Ltd*	Holding company
London & Regional (Copeland) Ltd*	Property investment
London & Regional (Manchester) Ltd*	Property investment
London & Regional (Stockport) Ltd*	Property investment
LR (Manchester) Ltd*	Property investment
LR (Sheffield PFI) Ltd*	Property investment

*Shares were charged by the company to lenders to these subsidiaries

7 Debtors falling due within one year	2009	2008
	£	£
Amounts owed by group undertakings	<u>75,324,048</u>	<u>735,001</u>

Amounts owed to group undertakings are interest free, unsecured and repayable on demand

8 Creditors amounts falling due within one year	2009	2008
	£	£
Amounts owed to group undertakings	<u>-</u>	<u>824,550</u>

9 Called up share capital	2009	2008
	£	£
Authorised		
50,000,000 ordinary shares of £1 each	<u>50,000,000</u>	<u>50,000,000</u>

	2009	2008	2009	2008
	Number	Number	£	£
Allotted and fully paid				
Ordinary shares of £1 each	<u>49,430,229</u>	<u>49,430,229</u>	<u>49,430,229</u>	<u>49,430,229</u>

London & Regional PFI Projects Holdings Limited
Notes to the financial statements for the year ended 30 September 2009

10 Profit and loss account	2009
	£
At 1 October 2008	(694,412)
Profit for the financial year	26,588,231
At 30 September 2009	<u>25,893,819</u>

11 Reconciliation of movement in shareholders' funds	2009	2008
	£	£
At 1 October	48,735,817	49,430,229
Profit for the financial year	26,588,231	(694,412)
At 30 September	<u>75,324,048</u>	<u>48,735,817</u>

12 Related party transactions

The company has taken advantage of the exemption in FRS 8 that transactions do not need to be disclosed with companies 90% or more of whose voting rights are controlled within the group

13 Parent undertaking

The company is a wholly owned subsidiary of London & Regional Dormant Holdings Limited

The ultimate parent undertaking is Loopsign Limited, a company incorporated in England and Wales

Loopsign Limited is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 30 September 2009. The consolidated financial statements of Loopsign Limited can be obtained from the company secretary at
 Quadrant House, Floor 6
 4 Thomas More Square
 London
 E1W 1YW

The ultimate controlling parties are I M Livingstone and R J Livingstone through their joint ownership of Loopsign Limited