

SIRHOWY ENTERPRISE WAY (HOLDINGS) LIMITED

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



Registered Number 4923004

SIRHOWY ENTERPRISE WAY (HOLDINGS) LIMITED

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

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DIRECTORS AND ADVISORS

Directors

P R Armstrong

M J Mercer-Deadman

Company secretary and registered office

R K Miller

Allington House

150 Victoria Street

London

SW1E 5LB

Auditors

Deloitte LLP

Chartered Accountants

London

Solicitors

CMS Cameron McKenna

London

Principal bankers

Lloyds TSB

London

DIRECTORS' REPORT

The Directors submit their annual report and the audited financial statements for the year ended 31 March 2010

The Director's report has been prepared in accordance with the special provisions relating to small companies under section 415A of the Companies Act 2006

The Company is a wholly owned subsidiary of John Laing Infrastructure Limited, which in turn is a wholly owned subsidiary of John Laing Investments Limited

BUSINESS REVIEW AND PRINCIPAL ACTIVITIES

The principal activity of the Company is to act as the holding company of Sirhowy Enterprise Way Limited

There have not been any significant changes in the Company's principal activities in the year under review. The Directors are not aware, at the date of this report, of any likely major changes in the Company's activities in the next year.

Sirhowy Enterprise Way Limited, a subsidiary company, commenced construction of road improvements in Caerphilly on 21 January 2004. The road improvements were completed on 23 December 2005. Sirhowy Enterprise Way Limited will operate the road until the end of concession on 21 January 2034.

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.

Directors

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

Employees

Details of the number of employees and related costs can be found in note 4 to the financial statements on page 7

DIRECTORS REPORT (CONTINUED)

STATEMENT OF 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, and
- 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 provisions of section 418 of the Companies Act 2006

AUDITORS

A resolution to re-appoint Deloitte LLP as auditors will be proposed at the forthcoming Annual General Meeting

On behalf of the Board

A handwritten signature in black ink, appearing to read 'PRA', followed by a long horizontal line extending to the right.

P R Armstrong
Director

30 June 2010

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 period. In preparing these 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, and
- state whether applicable UK 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 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 SIRHOWY ENTERPRISE WAY (HOLDINGS) LIMITED

We have audited the financial statements of Sirhowy Enterprise Way (Holdings) Limited for the year ended 31 March 2010 which comprise the balance sheet and the related notes 1 to 8. 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 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 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 March 2010 and of its result 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

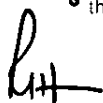
Opinion on other matter prescribed by the Companies Act 2006

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

- 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
- 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
30 June 2010

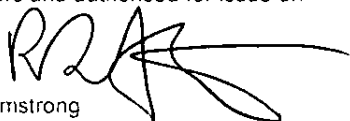
SIRHOWY ENTERPRISE WAY (HOLDINGS) LIMITED

BALANCE SHEET AS AT 31 MARCH 2010

| | Notes | 2009 £ | 2008 £ |
|-----------------------------|-------|---------------|---------------|
| Fixed assets | | | |
| Investments | 5 | 50,000 | 50,000 |
| Net assets | | <u>50,000</u> | <u>50,000</u> |
| Capital and reserves | | | |
| Called up share capital | 6 | 50,000 | 50,000 |
| Shareholder's funds | | <u>50,000</u> | <u>50,000</u> |

The Company did not have any profit and loss activity during the current or preceding year nor any other recognised gains or losses and hence no profit and loss is presented

The financial statements of Sirhowy Enterprise Way (Holdings) Limited registered number 4923004 were approved by the Board of Directors and authorised for issue on 30 June 2010 and were signed on its behalf by



P R Armstrong
Director
30 June 2010

Notes to the financial statements for the year ended 31 March 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 is shown below

The Company has not traded during the current or preceding year and therefore no profit and loss account is presented in the financial statements

The Company is a wholly owned subsidiary undertaking of John Laing plc and as such is exempt under FRS1 (revised 1996) from the requirement to prepare its own cashflow statement

As a wholly owned subsidiary undertaking the Company is also exempt under section 400 of the Companies Act 2006 from any requirement to prepare consolidated financial statements for its group. Accordingly, the financial statements present information about the Company as an individual undertaking and the results of subsidiary and joint ventures are reflected in these accounts only to the extent that dividends have been declared

The Company exists to hold investments in its subsidiary that provides services under certain private finance agreements. The subsidiary is set up as a Special Purpose Company under non-recourse arrangements and therefore the Company has limited its exposure to the liabilities. In the event of default of the subsidiary, the exposure is limited to the extent of the investment it has made. Having reviewed the Company's investment portfolio including the associated future cash requirements and forecast receipts the Directors are satisfied that they have a reasonable expectation that the Company will have access to adequate resources to continue in existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements

b) Investments

Except as stated below fixed asset investments are shown at cost less provision for impairment. Current asset investments are stated at the lower of cost and net realisable value

2 AUDITORS REMUNERATION

Fees payable to the Company's auditors for the audit of the Company's annual accounts of £2,115 (2009 - £2,205) is borne by Sirhowy Enterprise Way Limited

3 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

4 STAFF NUMBERS

The Company had no employees during the current year or preceding period

5 INVESTMENTS

Shares in
in group
undertaking
£

Cost

At 1 April 2009 and 31 March 2010

50,000

Net book value

At 31 March 2010

50,000

At 31 March 2009

50,000

The sole investment is a 100% interest in Sirhowy Enterprise Way Limited, which is incorporated in Great Britain, registered in England and Wales and its principal activity is to design, build, finance and operate a road in accordance with an agreement with Caerphilly County Borough Council

In the opinion of the Directors the value of the investment is not less than the amount stated in the balance sheet

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

6 CALLED UP SHARE CAPITAL

| | 2009 £ | 2008 £ |
|-------------------------------------------------------------------------|---------------|---------------|
| Allotted, called up and fully paid 50,000 ordinary shares at £1 each | <u>50,000</u> | <u>50,000</u> |

7 TRANSACTIONS WITH RELATED PARTIES

As a wholly owned subsidiary of John Laing plc, the Company has taken advantage of the exemption under Financial Reporting Standard 8 not to provide information on related party transactions with other undertakings within the John Laing plc group. Note 8 gives details of how to obtain a copy of the published financial statements of John Laing plc.

8 ULTIMATE PARENT UNDERTAKING

The Company's immediate parent company is John Laing Infrastructure 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 HIH Holdings (Jersey) Limited, a company incorporated in Jersey, Channel Islands. Copies of the consolidated accounts are available from Companies House, Crown Way, Cardiff CF4 3UZ.

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