REGISTRAR OF COMPANIES

Aqueduct PLC

Report and Financial Statements

Period Ended

31 December 2010

Company Number 06278663



Report and financial statements for the period ended 31 December 2010

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Directors

A Bishop

A Hedges

N Thomas

L Trachtenberg

Secretary and registered office

Bridge House Secretaries, Suite 426, Linen Hall, 162-168 Regent Street, London, W1B 5TE

Company number

06278663

Auditors

BDO LLP, 55 Baker Street, London, W1U 7EU

Report of the directors for the period ended 31 December 2010

The directors present their report together with the audited financial statements for the period ended 31 December 2010

Results and dividends

The profit and loss account is set out on page 6 and shows the loss for the period. The directors do not recommend the payment of a dividend

Principal activities, trading review and future developments

Aqueduct PLC specifically works with major manufacturers to implement long term sustainability programmes against published targets

Aqueduct is a vendor-independent water and energy management company able to recommend, design, implement and if required operate or outsource water & energy engineering solutions on a long term basis Aqueduct works with large industrial and manufacturing companies on a global scale to address increasingly important issues of sustainability and sustainable growth

Aqueduct provides services to an expanding number of production sites across the globe including benchmarking, identifying and delivering business case justified improvement projects, designing and implementing energy and water treatment facilities and helping design new 'green' factories in water stressed regions

Aqueduct's methodology is to send expert teams of engineers and specialists to the client site to examine how every drop of water is treated, used and disposed of, and how every kilowatt of energy is expended. The resultant reports form a document which becomes the roadmap for sustainable use, treatment and disposal of water, and the sustainable use of energy, whereby Aqueduct sets out detailed work packages to improve a companies' environmental impact. Aqueduct then delivers these work packages. The series of site reports then map back to the overall sustainability programme being executed for that client.

During 2010 client demand led to Aqueduct building a team to replicate its activity with water to that of energy and Aqueduct is now actively engaging with clients in addressing issues of optimizing energy supply and use

Aqueduct's approach and model is not dependent upon the commercial sensitivities created by the UK regulatory environment. This has led to the company growing its business outside of the UK and it is expected that in future years the company will see the majority of its revenue and earnings coming from outside of the UK Aqueduct is currently actively working at client sites in over 22 countries across Europe, the Americas and Middle East, Asia and Africa

During the 12 month period the company had turnover of £850,323,(2009 - £524,276) and incurred a loss before taxation of £3,360,865 (2009 - £2,016,009) Throughout the period under review the company continued the development of its service offening and marketing activities, refining its marketing strategy to deal with the rapidly changing economic climate. Major projects of the type being developed by the company take some time for the revenue streams to commence.

However as of the year end 31 December 2010, Aqueduct had completed one water treatment facility, with another in the course of construction. The completed plant will give rise to future gross revenue of at least £3 6m over the remaining contract life of 13 years. Aqueduct's future growth looks set for a significant and strong upturn, with committed orders to be delivered in 2011 already exceeding £3 65m, with further substantial orders expected shortly. Aqueduct's customer base has also expanded, since the year end, and now includes several large multinational companies.

The second facility is currently the subject of negotiations with the customer in the light of revised water treatments specifications causing delays in the completion of the plant

Whilst the company is not yet profitable its current shareholders have committed the necessary funds to continue to support Aqueduct until it is cashflow positive. The investors are also supporting the company as it looks to grow its staffing levels to meet demand for services.

Report of the directors for the period ended 31 December 2010 (continued)

Charitable and political donations

During the period the company made no chantable or political contributions (2009 - £Nil)

Financial instruments

The main financial risks arising from the company's activities are credit risk, interest rate risk and liquidity risk. These are monitored by the board of directors and were not considered to be significant at the balance sheet date.

The company's policy in respect of credit risk, is to require appropriate credit checks on potential customers before sales are made

The company's policy in respect of interest rate risk and liquidity risk is to maintain a mixture of long term and short term debt finance and readily accessible bank deposit accounts to ensure the company has sufficient funds for operations. The cash deposits are held in a mixture of short term deposits and current accounts which earn interest at a floating rate. Debt is maintained at fixed interest rates.

Directors

The directors of the company during the period were

A Bishop A Hedges N Thomas L Trachtenberg

No director had any interest in the ordinary shares of the company

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 period. 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 judgments 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, 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.

Report of the directors for the period ended 31 December 2010 *(continued)*

Auditors

All of the current directors have taken all the steps that they ought to have taken to make themselves aware of any information needed by the company's auditors for the purposes of their audit and to establish that the auditors are aware of that information. The directors are not aware of any relevant audit information of which the auditors are unaware.

BDO LLP have expressed their willingness to continue in office and a resolution to re-appoint them will be proposed at the annual general meeting

In preparing the directors' report the directors have taken advantage of the exemptions allowed for small companies and set out in the Companies Act 2006

On behalf the Board

26/9/11

Adam Bishop

Director

Date

Independent auditor's report

TO THE MEMBERS OF AQUEDUCT PLC

We have audited the financial statements of Aqueduct PLC for the year ended 31 December 2010 which comprise the profit and loss account, the balance sheet, the cash flow statement 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)

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 auditor's 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 statement of directors' responsibilities, 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

A description of the scope of an audit of financial statements is provided on the APB's website at www frc org uk/apb/scope/private cfm

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 loss 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

Emphasis of matter - Going concern

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements concerning the company's ability to continue as a going concern. The company is dependent on the support of its ultimate shareholders. Whilst they have indicated their willingness to continue to support the company for the foreseeable future, no legally binding agreement is in place. This condition, along with the other matters explained in note 1 to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

Independent auditor's report (continued)

Opinion on other matters 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

BOO LLP

David Gill, (senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
London
United Kingdom

27 September 2011

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127)

Profit and loss account for the period ended 31 December 2010

	Note	2010	2009 £
Turnover	2	850,323	524,276
Cost of sales		(590,840)	(241,670)
Gross profit		259,483	282,606
Administrative expenses		(2,842,407)	(2,179,184)
Operating loss	5	(2,582,924)	(1,896,578)
Other interest receivable and similar income Interest payable and similar charges	6	(777,941)	3,686 (123,117)
Loss on ordinary activities before taxation		(3,360,865)	(2,016,009)
Taxation on profit from ordinary activities	7		-
Loss on ordinary activities after taxation		(3,360,865)	(2,016,009)

All amounts relate to continuing activities
All recognised gains and losses in the period are included in the profit and loss account above

Balance sheet at 31 December 2010

Note	2010 £	2010 £	2009 £	2009 £
8		1,727,465		1,519,728
9	336,459		372,619	
	60,101		27,153	
				
	396,560		399,772	
10	2.242.901		1.694.743	
		(1,846,341)		(1,294,971)
		118.876		224,757
				221,101
4.4		(C 500 050)		(0.510.407)
11		(6,533,359)		(3,516,127)
		(6,652,235)		(3,291,370)
12		50,000		50,000
13		(6,702,235)		(3,341,370)
14		(6.652.235)		(3,291,370)
, •		(0,000,000)		(0,201,070)
	8 9 10 11	£ 9 336,459 60,101 396,560 10 2,242,901 11	£ £ £ 8 1,727,465 9 336,459 60,101 396,560 10 2,242,901 (1,846,341) 118,876 11 (6,533,359) (6,652,235) 50,000 (6,702,235)	£ £ £ £ 8 1,727,465 9 336,459 372,619 27,153

The financial statements were approved by the Board of Directors and authorised for issue on $\frac{24}{4}$

Adam Bishop Director

The notes on pages 9 to 17 form part of these financial statements

Cash flow statement for the period ended 31 December 2010

	Note	2010 £	2010 £	2009 £	2009 £
Net cash outflow from operating activities	16		(1,800,390)		(1,048,959)
Returns on investments and servicing of finance Interest received Interest paid		- (117,748)		3,686 (36,917)	
Net cash outflow from returns on investments and servicing of finance			(117,748)		(33,231)
Capital expenditure and financial investment Purchase of tangible fixed assets			(311,251)		(1,536,799)
			(2,229,389)		(2,618,989)
Equity dividends paid			-		-
Cash outflow before use of liquid resources and financing			(2,229,389)		(2,618,989)
Management of liquid resources Decrease in short term deposits			-		-
Financing Loan			2,262,951		2,338,081
Increase/(decrease) in cash			33,562		(280,908)

Notes forming part of the financial statements for the period ended 31 December 2010

1 Accounting policies

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

The following principal accounting policies have been applied

Going concern and liquidity risk

The financial statements have been drawn up on the going concern basis as, in the opinion of the directors, the company and group will continue to operate within the facilities likely to be available to it for the foreseeable future and the company will be able to pay its debts as they fall due. In arriving at this conclusion the directors have taken into account the following information.

To date the company has been funded by loans from its ultimate shareholders, loans from banks for specific projects, and an on-demand overdraft facility

The directors have prepared cash flow forecasts covering the period to 31 December 2012 based on their current expectations of trading prospects for the company. The forecasts include significant increases in turnover and gross profit of the company based upon the expected inflow of orders for the company's services, but indicate that the company requires further funding during the period. The ultimate shareholders of the group remain committed to supporting the company and have indicated that they will provide funds as necessary to the Group and company to enable the company to meet its liabilities as they fall due, although no legally binding agreements are in place.

These conditions indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

Turnover

Turnover represents sales to external customers at invoiced amounts less value added tax or local taxes on sales. Turnover is recognised when the risks and rewards of owning the goods has passed to the customer which is generally on delivery, or when the service has been performed.

Depreciation

Depreciation is provided to write off the cost or valuation, less estimated residual values, of all tangible fixed assets, except freehold land, evenly over their expected useful lives. It is calculated at the following rates

Water treatment plant

6 7% - 20% per annum

Communications equipment Management systems

20% per annum

Computer equipment

331/3% per annum 331/3% per annum

Depreciation commences when the assets have been brought into use

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Notes forming part of the financial statements for the period ended 31 December 2010 (continued)

1 Accounting policies (continued)

Taxation

The charge for taxation is based on the profit for the period and taken into account taxation deferred

Current tax is measured at amounts expected to be paid using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date except that

- deferred tax is not recognised on timing differences arising on revalued properties unless the company has entered into a binding sale agreement and is not proposing to take advantage of rollover relief, and
- the recognition of deferred tax assets is limited to the extent that the company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences

Deferred tax balances arising from underlying timing differences in respect of tax allowances on industrial buildings are reversed if and when all conditions for retaining those allowances have been met

Deferred tax balances are not discounted

Financial liabilities and equity

Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form

2 Turnover

Turnover is wholly attributable to the principal activity of the company and arises solely within the United Kingdom Turnover is recognised as work is carried out

3 Employees

	2010 £	2009 £
Staff costs including directors consist of		
Wages and salaries Social security costs	1,076,304 142,887	1,016,547 117,255
	1,219,194	1,133,802

The average number of employees during the period was 10 (2009 - 10)

4	Directors		
		2010 £	2009 £
	Directors' remuneration consist of	-	_
	Emoluments	237,934	596,841
	Highest paid director		
	Emoluments	107,266	155,722
5	Operating loss	2010	2009
	This has been arrived at after charging	£	3
	Depreciation	103,513	36,228
	Auditors' remuneration	25,000 ———	20,000
6	Interest payable		
•		2010 £	2009 £
	Bank interest	117,748	36,917
	Inter group interest	660,193	86,200
		777,941	123,117

7	Taxation on profit from ordinary activities	2010 £	2009 £
	Current tax		
	UK corporation tax on loss of the period	-	-
	Deferred tax		
	Origination and reversal of timing differences	•	-
	Taxation on loss on ordinary activities	-	-
	The tax assessed for the period is higher than the standard rate of corp differences are explained below	poration tax in	the UK The
		2010 £	2009 £
	Loss on ordinary activities before tax	(3,360,865)	(2,016,009)
	Loss on ordinary activities at the standard rate of corporation tax in the UK of 28% (2009 - 28%)	(941,042)	(564,482)
	Effects of Losses carried forward	941,042	564,482
	Current tax charge for period		-

Aqueduct PLC

Notes forming part of the financial statements for the period ended 31 December 2010 (continued)

8	Tangible assets					
	Ū	Water treatment plant £	Communications equipment £	Computer equipment £	Management systems £	Total £
	Cost					
	At 1 January 2010 Additions	1,534,482 307,116	4,464 -	14,973 4135	8,500 -	1,562,419 311,251
	At 31 December 2010	1,841,598	4,464	19,108	8,500	1,873,670
	Depreciation At 1 January 2010	23,413	2,083	10,820	6,375	42,691
	Provided for the	23,413	2,063	10,620	0,373	42,091
	period	97,009	893 	3,486	2,125	103,513
	At 31 December 2010	120,422	2,976	14,307	8,500	146,205
	Net book value At 31 December 2010	1,721,176	1,488	4,801	-	1,727,465
	At 31 December 2009	1,511,069	2,381	4,153	2,125	1,519,728
9	Debtors				2010	2009
					3	3
	Trade debtors Prepayments and accru Amounts owed by grou Other debtors		i		175,246 107,171 4,095 49,947	56,224 79,634 108,531 128,230
					336,459	372,619

All amounts shown under debtors fall due for payment within one year

Notes forming part of the financial statements for the period ended 31 December 2010 (continued)

10	Creditors: amounts falling due within one year	· — — — — — — — — — — — — — — — — — — —	
	,	2010	2009
		3	3
	Bank loans and overdrafts	74,051	168,753
	Trade creditors	1,062,177	801,781
	Other taxation and social security	968,387	276,260
	Other creditors	51,110	10,500
	Accruals	87,175	437,449
		2,242,901	1,694,743
			
11	Creditors: amounts falling due after more than one year		
	·	2010	2009
		3	3
	Amounts owed to group undertakings	4,017,816	1,882,135
	Bank loans	1,985,443	1,540,992
	Other loans	530,100	93,000
		6,533,359	3,516,127
	Amounts owed to group undertakings have no set date for repayment, but ar Interest is charged at 2% above base		·
		2010 £	2009 £
	Bank loans are secured on fixed assets and fall due as follows	L	L
	Due in less than one year	145,740	94,088
	Due in 1 -2 years	145,740	211,387
	Due in 2 - 5 years	437,220	609,863
	Due after 5 years	1,256,743	719,742
		1,985,443	1,635,080

Bank loans bear interest at commercial rates. Other loans are interest free and have no set date for payments

	Share capital	اد مافده ۸	ised, allotted, ca	llad up and fulls	naid
		2010	2009	2010	2009
		Number	Number	3	3
	Ordinary shares of £1 each	50,000	50,000	50,000	50,000
13	Reserves				
					Profit and loss account £
	At 1 January 2010 Loss for period				(3,341,370) (3,360,865)
	At 31 December 2010				(6,702,235)
14	Reconciliation of movements in share	reholders' deficit		2010	2009
				3	3
	Opening shareholders' deficit Loss for the period			(3,291,370) (3,360,865)	(1,275,361) (2,016,009)
	Closing shareholders' deficit			(6,702,235)	(3,291,370)
	Closing shareholders deficit				
15	Related party transactions			· · · · · ·	
15	•	ansactions entered	l into between tw	al Reporting Stando or more memb	dard 8, Related
15	Related party transactions The company has taken advantage of Party Transactions, from disclosing transactions transactions transactions transactions.	ansactions entered ng which is a party	I into between tw to the transaction	al Reporting Stando or more members is wholly owned to	dard 8, Related
	Related party transactions The company has taken advantage of Party Transactions, from disclosing transactions provided that any subsidiary undertakenthat group	ansactions entered ng which is a party	I into between tw to the transaction	al Reporting Stando or more members is wholly owned to	dard 8, Related
	Related party transactions The company has taken advantage of Party Transactions, from disclosing transactions provided that any subsidiary undertakenthat group	ansactions entered ng which is a party	I into between tw to the transaction	al Reporting Stando or more members wholly owned to the truities	dard 8, Related pers of a group by a member o
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17	Reconciliation of net cash inflow to mo	ovement in net o	lebt	2010 £	2009 £
	Increase/(decrease) in cash in the period Cash inflow from increase in debt Interest on loan added to debt			33,562 (2,262,951) (660,193)	(280,908) (2,338,081)
	Change in net debt resulting from cash flo	ows and closing r	net debt	(2,889,582)	(2,618,989)
18	Analysis of net debt				
		At 1 January 2010 £	Cash flow £	Other non cash charges £	At 31 December 2010 £
	Cash Bank overdrafts	27,153 (74,665)	32,948 614	-	60,101 (74,051)
		(47,512)	33,562	-	(13,950)
	Bank loans due within 1 year Bank loans due after 1 year Other loans due after 1 year	(94,088) (1,540,993) (1,975,135)	94,088 (444,451) (1,912,588)	- - (660,193)	(1,985,444) (4,547,916)
		(3,610,216)	(2,262,951)	(660,193)	(6,533,360)
	Total	(3,657,728)	(2,229,389)	(660,193)	(6,547,310)
19	Commitments under operating leases				
				2010 Land and buildings £	2009 Land and buildings
	Under one year Between two to five years			41,000	80,000 4 1,000
				65,000	121,000

Notes forming part of the financial statements for the period ended 31 December 2010 (continued)

20 Ultimate parent company

At 31 December 2010 the company's ultimate parent company was Aqueduct Group PLC which is the parent of both the smallest and largest groups of which the company is a member

Copies of the consolidated financial statements of Aqueduct Group PLC are available from Companies House