

COUNTYROUTE LIMITED

DIRECTORS' REPORT
AND
FINANCIAL STATEMENTS FOR THE YEAR ENDED
31 DECEMBER 2007



Registered Number 3679991

DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2007

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DIRECTORS AND ADVISORS

Directors

M Mercer-Deadman

D Potts

P G Shell

Company secretary and registered office

R K Miller

Allington House

150 Victoria Street

London SW1E 5LB

Auditors

Deloitte & Touche LLP

Chartered Accountants

London

Solicitors

CMS Cameron McKenna

London

Principal banker

Dresdner Bank AG

London Branch

DIRECTORS' REPORT

The Directors submit their annual report and the audited financial statements for the year ended 31 December 2007

The Director's report has been prepared in accordance with the special provisions relating to small companies under section 246 (4) (a) of the Companies Act 1985

BUSINESS REVIEW AND PRINCIPAL ACTIVITIES

The Company is a wholly owned subsidiary of John Laing Infrastructure Limited

The principal activity of the Company is the holding of an unlisted investment of 849,999 ordinary shares in CountyRoute (A130) plc, a Special Purpose Company set up to fulfil obligations under a PFI contract with Essex County Council

There have not been any significant changes in the Company's principal activities in the year under review

The Company received interest in the year on loan notes of £1,399,000 (2006 - £1,302,000) issued by CountyRoute (A130) plc
The Company paid interest in the year on loan notes issued by John Laing Infrastructure Limited of £1,399,000 (2006 - £1,302,000)

There were no other items of income or expenditure in the year

FUTURE DEVELOPMENTS

The Directors are not aware, at the date of this report, of any major changes in the Company's activities in the next year

RESULTS AND DIVIDENDS

The result for the year before taxation amounted to £nil (2006 - £nil) After taxation and group relief of £nil (2006 - £nil), result for the year was £nil (2006 - £nil)

The Directors do not recommend the payment of a dividend (2006 - £nil)

PRINCIPAL RISKS AND UNCERTAINTIES

The principal risk to the Company is the ability of CountyRoute (A130) plc to meet its loan note debt service requirements
This is mitigated by ensuring the senior debt service reserve is fully funded

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 provision of S234ZA of the Companies Act 1985

DIRECTORS

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

DIRECTORS' REPORT (continued)

DIRECTORS' INTERESTS

No Director held any interest in the shares of the Company, or had any personal interest in any significant or material contract with the Company, during the year ended 31 December 2007

At 1 January and 31 December 2007 no Director had any interest in the share capital of Henderson Infrastructure Holdco (Jersey) Limited, the Company's ultimate parent undertaking

No Director had any interest in the shares of any other group Company requiring disclosure

CREDITORS & SUPPLIERS PAYMENT POLICY

The Company's policy is to settle terms of payment with suppliers when agreeing the terms of each transaction, ensure that suppliers are made aware of the terms of payment and abide by these terms of payment. At 31 December 2007 there were no trade creditors (2006 - £nil)

EMPLOYEES

Details of the number of employees and related costs can be found in note 4 to the financial statements on page 8

AUDITORS

Pursuant to s386 Companies Act 1985, an elective resolution was passed on 27 September 2000 dispensing with the requirement to appoint auditors annually. This election was in force immediately before 1 October 2007. Therefore, Deloitte & Touche LLP are deemed to continue as auditors.

On behalf of the Board



M Mercer-Deadman
Director
07 March 2008

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). The financial statements are required by law to 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 estimates that are reasonable and prudent,
- 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 proper accounting records that 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 1985. 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 COUNTYROUTE LIMITED

We have audited the financial statements of CountyRoute Limited for the year ended 31 December 2007 which comprise the profit and loss account, the balance sheet, and the related notes 1 to 11. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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

The Directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' report is consistent with the financial statements.

In addition we report to you if, in our opinion, the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding Directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion, we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the Company's affairs as at 31 December 2007 and of its result for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements.

Deloitte & Touche LLP
Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
London
07 March 2008

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 DECEMBER 2007

	Notes	2007 £'000	2006 £'000
Interest receivable and similar income		1,399	1,302
Interest payable and similar charges		(1,399)	(1,302)
Result of ordinary activities before taxation		<u>-</u>	<u>-</u>
Tax on result of ordinary activities	5	-	-
Result of ordinary activities after taxation		<u>-</u>	<u>-</u>

A reconciliation of movements in equity shareholders' funds is given in note 9

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

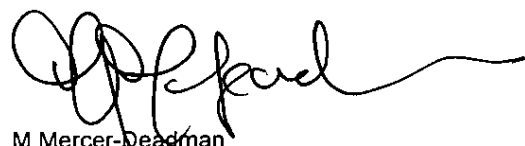
All gains and losses are recognised in the profit and loss account in both the current and preceding year, and therefore no separate statement of total recognised gains and losses has been presented

COUNTYROUTE LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2007

	Notes	2007 £'000	2006 £'000
Fixed assets			
Investments	5	10,741	13,330
Current assets			
Debtors	6	334	346
Creditors, amounts falling due within one year	7	(10,225)	(12,826)
Net current liabilities		<u>(9,891)</u>	<u>(12,480)</u>
Net assets		<u>850</u>	<u>850</u>
Capital and reserves			
Called up share capital	8	850	850
Equity shareholders' funds	9	<u>850</u>	<u>850</u>

The financial statements were approved by the Board of Directors on 07 March 2008 and were signed on its behalf by



M Mercer-Deauman
Director
07 March 2008

Notes to the financial statements for the year ended 31 December 2007

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 accounting standards. A summary of the principal accounting policies adopted by the Directors, which have been applied consistently, is shown below.

The Company is a wholly owned subsidiary undertaking of Henderson Infrastructure Holdco Limited and as such is exempt under FRS 1 (revised 1996) from the requirement to prepare its own cash flow statement.

As a wholly owned subsidiary undertaking the Company is also exempt under section 228 of the Companies Act 1985 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 its subsidiary are reflected in these accounts only to the extent that dividends have been declared.

b) Investments

Fixed asset investments are shown at cost less provision for impairment.

2 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.

3 PROFIT AND LOSS

The fees payable to the Company auditors for the audit of the Company's annual accounts of £2,311 (2006 - £2,243) have been borne by CountyRoute (A130) plc.

There was no tax charge in the current or prior year.

4 STAFF NUMBERS

The Company had no employees during the year (2006 - nil).

5 TAX ON LOSS ON ORDINARY ACTIVITIES

	2007 £'000	2006 £'000
<u>Analysis of (charges) / credit for the year</u>		
Current tax		
UK corporation tax	-	-
Total tax on loss on ordinary activities	-	-

6 INVESTMENTS

	Interests in group undertakings £'000	Loan to group undertakings £'000	Total £'000
Cost			
At 1 January 2007	850	12,480	13,330
Repayment	-	(2,589)	(2,589)
At 31 December 2007	850	9,891	10,741
Net book value			
At 31 December 2007	850	9,891	10,741
At 31 December 2006	850	12,480	13,330

The sole investment is a majority interest in CountyRoute (A130) plc, which is incorporated in Great Britain and registered in England and Wales and its principal activity is the design, build, finance and operate roads in accordance with an agreement with the Essex County Council.

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

COUNTYROUTE LIMITED

Notes to the financial statements for the year ended 31 December 2007 (continued)

7 DEBTORS

	2007 £'000	2006 £'000
<u>Due within one year</u>		
Amounts owed by subsidiary undertaking	<u>334</u>	<u>346</u>
	<u>334</u>	<u>346</u>

8 CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR

	2007 £'000	2006 £'000
Loan notes	9,375	9,375
Amounts owed to group undertaking	<u>850</u>	<u>3,451</u>
	<u>10,225</u>	<u>12,826</u>
 Analysis of debt		
Debt can be analysed as falling due		
In one year or less, on demand	<u>9,375</u>	<u>9,375</u>
	<u>9,375</u>	<u>9,375</u>

The loan notes of £9,375,000 were issued by John Laing Investments Limited as part of the committed shareholder funding for the project. On the 9 May 2005, these loan notes were transferred from John Laing Investments Limited to John Laing Infrastructure Limited. Interest is chargeable at 11% per annum and the loan notes are due for repayment by 31 March 2026.

9 CALLED UP SHARE CAPITAL

	2007 No	2006 No
Authorised		
	<u>850,000</u>	<u>850,000</u>
	£'000	£'000
Allotted, called up and fully paid:		
850,000 ordinary Shares at £1 each	<u>850</u>	<u>850</u>

10 RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDERS' FUNDS

	2007 £'000	2006 £'000
Opening and closing shareholders' funds	<u>850</u>	<u>850</u>

Notes to the financial statements for the year ended 31 December 2007 (continued)

11 TRANSACTIONS WITH RELATED PARTIES

As a greater than 90% subsidiary of Henderson Infrastructure Holdco Limited, 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 Henderson Infrastructure Holdco Limited group. Note 11 gives details of how to obtain a copy of the published financial statements of Henderson Infrastructure Holdco Limited.

12 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 Henderson Infrastructure Holdco Limited, 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 (UK) Limited, a company incorporated in Great Britain and registered in England and Wales. Copies of the consolidated accounts 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.