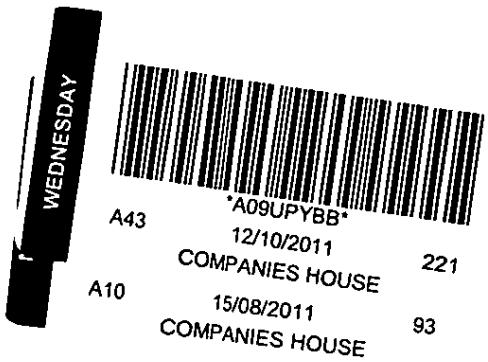
Company number 6133821

MEIF II CP Holdings 3 Limited

Report and financial statements

For the period from 27 March 2010 to 25 March 2011



Company number 6133821

MEIF II CP Holdings 3 Limited

REPORT AND FINANCIAL STATEMENTS

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MEIF II CP Holdings 3 Limited

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

J P Walbridge
G I W Parsons

COMPANY SECRETARY

J S J Milne
A P Helps (resigned 10 June 2010)

REGISTERED OFFICE

Ropemaker Place
28 Ropemaker Street
London EC2Y 9HD

SOLICITORS

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

INDEPENDENT AUDITORS

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

DIRECTORS' REPORT

The directors present their report and the audited financial statements for MEIF II CP Holdings 3 Limited (the Company) for the period from 27 March 2010 to 25 March 2011

PRINCIPAL ACTIVITIES

The principal activity of the Company is that of an investment holding company The directors do not envisage any change during the forthcoming period

BUSINESS REVIEW

During the period the Company has made a loss before tax of £259 9 million (period ended 26 March 2010 loss of £7 0 million) The loss before tax originated principally from an amount written off investments, and external debt and intercompany interest payable that exceeds intercompany interest receivable during the period

During the period the Group, being MEIF II CP Holdings 1 Limited (an indirect parent of the Company) and its subsidiaries, received a £25 million equity injection from its shareholder, which was required to ensure compliance with banking covenants An additional £4 7 million of the working capital facility has also been drawn down These funds were used to maintain working capital

As at 25 March 2011, the Company had net liabilities of £328 3 million (26 March 2010 net liabilities of £68 5 million)

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Group and are not managed separately Accordingly the principal risks and uncertainties of the Group, which include those of the Company, are discussed on page 4 and 5 of the Group's annual report, which does not form part of this report

The directors of MEIF II CP Holdings 1 Limited manage the Group's operations on a divisional basis For this reason, the Company's directors believe that analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business of the Company The development, performance and position of the Group which includes the Company, is discussed on pages 2 and 3 of the Group's annual report, which does not form part of this report

GOING CONCERN

The directors have received confirmation from MEIF II CP Holdings 1 Limited that it will, to the extent that it is able, provide such financial assistance to the Company to allow the Company to meet liabilities as they fall due for a period of twelve months from the date of approval of these financial statements

A full and detailed assessment of going concern has been carried out by the directors in the year

As part of this process detailed Group cash flow forecasts have been produced for a period of 18 months from the date of this report and a number of downside business case scenarios have been used as sensitivities Based on these forecasts, the Group is expected to require a cash injection to cure the financial covenant default under the Group's senior debt facilities which is currently forecast to occur in respect of the March 2012 testing date, to ensure continued compliance with such financial covenants, and to ensure adequate liquidity for the Group to continue as a going concern

The Group's ultimate parent, Macquarie European Infrastructure Fund II, has confirmed to the directors of MEIF II CP Holdings 1 Limited that it will consider providing a further cash injection to the Group in due course In determining whether to provide such a cash injection Macquarie European Infrastructure Fund II will take into account the return it expects from such investment, which will be dependent on trading conditions at the time and discussions with landlords and lenders to the Group resulting in the Group being placed on a sustainable capital structure

Nevertheless after making enquiries and considering the uncertainties described above, the directors have concluded that preparing the financial statements on a going concern basis is appropriate

DIRECTORS' REPORT (continued)

FINANCIAL RISK MANAGEMENT

The directors have considered the effect of risk on the Company's business The principal risks considered include credit risk, liquidity risk and interest rate cash flow risk The Company does not use derivative financial instruments

Credit risk

The Company's principal financial assets are intercompany debtors and other debtors The Company's credit risk is primarily attributable to its intercompany debtors An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows

The Company has a significant concentration of credit risk, with debtors comprising only intercompany balances

Liquidity risk

In order to maintain liquidity to ensure that sufficient funds are available for ongoing operations and future developments, the Company uses a mixture of cash and short-term and long-term debt finance (available to the Group as a whole)

Interest rate cash flow risk

Interest bearing liabilities mainly consist of long term debt as detailed in note 10 The interest rates payable are either fixed or linked to LIBOR rates The Group uses interest rate swaps to protect against significant fluctuations in interest rates

DIVIDENDS

The directors do not recommend the payment of a dividend for the financial period (period ended 26 March 2010 £nil)

DIRECTORS

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

G I W Parsons
J P Walbridge

Gordon Parsons and Jonathan Walbridge are direct employees of Macquarie Capital Group Limited, London Branch, an affiliate of the manager of the ultimate parent of the Group, Macquarie European Infrastructure Fund II

DIRECTORS' INDEMNITIES

The Company has maintained qualifying third party indemnity insurance throughout the period and up to the date of signing of the financial statements on behalf of its directors and officers

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 period 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,

MEIF II CP Holdings 3 Limited

DIRECTORS' REPORT (continued)

STATEMENT OF DIRECTORS' RESPONSIBILITIES (continued)

- 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

DISCLOSURE OF INFORMATION TO AUDITORS

Each person 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 section 418 of the Companies Act 2006

Approved by the board of directors
and signed on its behalf by

G I W Parsons
Director
29 July 2011

MEIF II CP Holdings 3 Limited

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MEIF II CP HOLDINGS 3 LIMITED

We have audited the financial statements of MEIF II CP Holdings 3 Limited for the period ended 25 March 2011 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 pages 3 and 4, 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 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 In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report

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 25 March 2011 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

Emphasis of matter – going concern

In forming our opinion on the financial statements, which is not qualified, we have considered the adequacy of the disclosures made in the Basis of Preparation note to the financial statements concerning the Company's ability to continue as a going concern In the Directors' view, there is likely to be a breach of Group banking covenants within the next 12 months and the Group may require additional funds to ensure sufficient liquidity in that period The ultimate shareholder has indicated it would be supportive in providing the required capital injection to remedy any such breach, ensure continued compliance with the financial covenants and provide adequate liquidity for the Group However, this support is dependent on trading conditions at the time, progress on negotiations with landlords and lenders designed to place the Group on a sustainable capital structure and the shareholder obtaining its own Investment Committee approval These disclosures indicate the existence of material uncertainties which may cast doubt about the Group's ability to continue as a going concern The financial statements do not include the adjustments that would result if the Group were unable to continue as a going concern

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

MEIF II CP Holdings 3 Limited

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MEIF II CP HOLDINGS 3 LIMITED

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



Christopher Burns (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
29 July 2011

MEIF II CP Holdings 3 Limited

PROFIT AND LOSS ACCOUNT
For the period from 27 March 2010 to 25 March 2011

	Note	27 March 2010 to 25 March 2011 £'000	28 March 2009 to 26 March 2010 £'000
Interest receivable and similar income	4	113,448	98,666
Interest payable and similar charges	5	(118,921)	(105,645)
Amounts written off investments	7	(254,403)	-
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(259,876)	(6,979)
Tax on loss on ordinary activities	6	-	-
LOSS FOR THE FINANCIAL PERIOD	12	(259,876)	(6,979)

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

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

All of the activities of the Company are continuing

MEIF II CP Holdings 3 Limited

BALANCE SHEET
As at 25 March 2011

	Note	25 March 2011 £'000	26 March 2010 £'000
FIXED ASSETS			
Investments	7	-	254,403
CURRENT ASSETS			
Cash at bank		9,878	98
Debtors	8	872,114	758,989
		881,992	759,087
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	9	(747,587)	(625,548)
NET CURRENT ASSETS		134,405	133,539
TOTAL ASSETS LESS CURRENT LIABILITIES		134,405	387,942
CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	10	(462,734)	(456,395)
NET LIABILITIES		(328,329)	(68,453)
CAPITAL AND RESERVES			
Called up share capital	11	10	10
Share premium account	12	990	990
Profit and loss account	12	(329,329)	(69,453)
TOTAL SHAREHOLDERS' DEFICIT	13	(328,329)	(68,453)

The financial statements on pages 7 to 15 were approved by the board of directors on 29 July 2011 and signed on its behalf by



G I W Parsons
Director

MEIF II CP Holdings 3 Limited

NOTES TO THE FINANCIAL STATEMENTS
For the period from 27 March 2010 to 25 March 2011

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 and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom The principal accounting policies are set out below

Basis of preparation - going concern

These financial statements have been prepared on a going concern basis, which assumes that the Company will be able to meet its liabilities as they fall due for the foreseeable future

The directors have received confirmation from MEIF II CP Holdings 1 Limited that it will, to the extent that it is able, provide such financial assistance to the Company to allow the Company to meet liabilities as they fall due for a period of twelve months from the date of approval of these financial statements

At 25 March 2011, the Company had external bank borrowings of £467 6 million which are subject to compliance with agreed financial covenants Non-compliance with any of the covenants associated with the borrowings would result in the shareholder having the option to inject additional capital into the business, sufficient to remedy any covenant breach

As a result of the ongoing difficult economic trading environment, management expect a breach of covenant arising within the next 12 months In addition the Group may require additional funds to ensure sufficient liquidity in that period The shareholder has indicated that to prevent or rectify a breach of covenant or to ensure sufficient liquidity, they would be supportive in considering the further capital injection required to ensure continued compliance with the financial covenants or to ensure sufficient liquidity In determining whether to provide such a cash injection Macquarie European Infrastructure Fund II will take into account the return it expects from such investment, which will be dependent on trading conditions at the time and progress on discussions with landlords and lenders to the Group to place the Group on to a sustainable capital structure

The directors have therefore concluded that, although the shareholder is supportive, because of the conditions noted above and because any capital injection would be subject to the shareholder obtaining its own Investment Committee approval, there are material uncertainties that may cast significant doubt upon the Group's ability to continue as a going concern Nevertheless after making enquiries, and considering the uncertainties described above, the directors have concluded that it is appropriate to continue to adopt the going concern basis in preparing the financial statements

Basis of 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 and its subsidiary undertakings are included in the publicly available consolidated financial statements of its intermediate parent company, MEIF II CP Holdings 1 Limited, a company registered in England Therefore, these financial statements refer 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, prepares publicly available consolidated financial statements which include the results of the Company and contain a cash flow statement

Fixed asset investments

Investments held as fixed asset investments are stated at cost less provision for impairment At each period end, an assessment is carried out to determine whether there is any indication of impairment Where the recoverable amount is less than the carrying amount, the asset is reduced to the recoverable amount with an impairment loss recognised in the profit and loss account

NOTES TO THE FINANCIAL STATEMENTS
For the period from 27 March 2010 to 25 March 2011

1. ACCOUNTING POLICIES (continued)

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

Debt

Debt is initially stated at the amount of the net proceeds after deduction of issue costs The carrying amount is increased by the interest costs in respect of the accounting period and reduced by payments made in the period Debt issue costs are allocated to the profit and loss account over the terms of the new loan facilities at a constant rate on the carrying amount Finance costs of financial liabilities are recognised in the profit and loss account over the term of such instruments at a constant rate on the carrying amount

2. AUDITORS' REMUNERATION

The auditors' remuneration for the audit of the Company's financial statements of £2,000 (period ended 26 March 2010 £2,000) was borne by National Car Parks Limited, another company within the Group

3. DIRECTORS' AND EMPLOYEES' EMOLUMENTS

None of the directors received any emoluments during the current or preceding period for their services to the Company

There were no employees of the Company during either period

4. INTEREST RECEIVABLE AND SIMILAR INCOME

	27 March 2010 to 25 March 2011 £'000	28 March 2009 to 26 March 2010 £'000
Interest receivable from group undertakings	113,429	98,664
Bank interest receivable	19	2
	113,448	98,666

5 INTEREST PAYABLE AND SIMILAR CHARGES

	27 March 2010 to 25 March 2011 £'000	28 March 2009 to 26 March 2010 £'000
Interest payable to group undertakings	88,308	75,455
Bank interest payable	28,981	28,558
Amortisation of debt issue costs	1,632	1,632
	118,921	105,645

MEIF II CP Holdings 3 Limited

NOTES TO THE FINANCIAL STATEMENTS
For the period from 27 March 2010 to 25 March 2011

6 TAX ON LOSS ON ORDINARY ACTIVITIES

(a) Analysis of tax on loss on ordinary activities

	27 March 2010 to 25 March 2011 £'000	28 March 2009 to 26 March 2010 £'000
Current tax:		
United Kingdom corporation tax on loss of the period	-	-

(b) Factors affecting the tax for the current period

The tax assessed for the period is different from that resulting from applying the standard rate of corporation tax in the UK of 28% (period ended 26 March 2010 28%) The differences are explained below

	27 March 2010 to 25 March 2011 £'000	28 March 2009 to 26 March 2010 £'000
Loss on ordinary activities before taxation	(259,876)	(6,979)
Tax at 28% (period ended 26 March 2010 28%) thereon	72,765	1,954
Effects of		
Amounts written off investments	(71,233)	-
Group relief	(1,532)	(1,954)
Current tax for the period	-	-

7 FIXED ASSET INVESTMENTS

	Shares in group undertakings £'000
Cost	
At 25 March 2011 and 27 March 2010	296,951
Provision for Impairment	
At 27 March 2010	42,548
Impairment charge for the period	254,403
At 25 March 2011	296,951
Net book value	
At 25 March 2011	-
At 26 March 2010	254,403

At the period end a full impairment review was carried out This adopted a value in use methodology, based upon cash flow forecasts with a discount rate of 9 6% and a long term growth rate subsequent to year five of 4 25% As a result of the review an impairment of £254,403,000 (period ended 26 March 2010 £nil) has been recognised

MEIF II CP Holdings 3 Limited

NOTES TO THE FINANCIAL STATEMENTS
For the period from 27 March 2010 to 25 March 2011

7. FIXED ASSET INVESTMENTS (continued)

The Company has investments in the following principal subsidiary undertakings To avoid a statement of excessive length, only details of active undertakings have been included

	Country of incorporation or principal business address	Principal activity	Class of share	Holding %
Parking Holdings Limited+	England	Holding Company	Ordinary	100
Oval (2042) Limited	England	Holding Company	Ordinary	100
Oval (2041) Limited	England	Holding Company	Ordinary	100
PIHL (2003) Limited	England	Holding Company	Ordinary	100
Primepanel Limited	England	Holding Company	Ordinary	100
Trendcycle Limited	England	Holding Company	Ordinary	100
Statusaward Limited	England	Holding Company	Ordinary	100
Pointspec Limited	England	Holding Company	Ordinary	100
Boardpost	England	Holding Company	Ordinary	100
National Car Parks Group Limited	England	Holding Company	Ordinary	100
National Car Parks Limited	England	Car parking	Ordinary	100
National Car Parks Manchester Limited	England	Car parking	"A" Ordinary	75
Park & Ride Limited	England	Car parking	Ordinary	100
George Watt Limited	England	Car parking	Ordinary	100
NCP London Central City Limited	England	Property trading	Ordinary	100
NCP London Soho Limited	England	Property trading	Ordinary	100
NCP London West Limited	England	Property trading	Ordinary	100
NCP London Central City Development Limited	England	Property trading	Ordinary	100
NCP London West Development Limited	England	Property trading	Ordinary	100
NCP North West Limited	England	Property trading	Ordinary	100
NCP North East Limited	England	Property trading	Ordinary	100
NCP North East Development Limited	England	Property trading	Ordinary	100
NCP North West Development Limited	England	Property trading	Ordinary	100
NCP South England Limited	England	Property trading	Ordinary	100
NCP South East and East Anglia Limited	England	Property trading	Ordinary	100
NCP East Anglia Development Limited	England	Property trading	Ordinary	100
NCP Northern Ireland Limited	England	Property trading	Ordinary	100
NCP South West & Wales Limited	England	Property trading	Ordinary	100
NCP South West & Wales Development Limited	England	Property trading	Ordinary	100
NCP Midlands Limited	England	Property trading	Ordinary	100
NCP Midlands Development Limited	England	Property trading	Ordinary	100
NCP Empire No 2 Limited	England	Property trading	Ordinary	100
NCP Empire No 3 Limited	England	Property trading	Ordinary	100
NCP Empire No 4 Limited	England	Holding Company	Ordinary	100

+ Held directly by the Company

MEIF II CP Holdings 3 Limited

NOTES TO THE FINANCIAL STATEMENTS
For the period from 27 March 2010 to 25 March 2011

8 DEBTORS

	25 March 2011 £'000	26 March 2010 £'000
Amounts owed by Group undertakings	872,114	758,685
Other debtors	-	304
	872,114	758,989

Amounts owed by Group undertakings include £872,004,917 (2010 £758,575,997) which are interest bearing at the fixed rate of 15% and are repayable on demand

9 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	25 March 2011 £'000	26 March 2010 £'000
Amounts owed to Group undertakings	725,185	605,031
Interest accrual	22,402	20,506
Other creditors	-	11
	747,587	625,548

Amounts owed to Group undertakings are unsecured and include £696,111,544 (2010 £582,804,050) which are interest bearing at the fixed rate of 15% and are repayable on demand

10. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	25 March 2011 £'000	26 March 2010 £'000
Bank loans	462,734	456,395

Bank loans
During the period the Company had the following loan facilities

Facility	Facility amount £million	Interest rate payable per annum	Termination date	Maximum balance during period £ million	Balance at 25 March 2011 £ million	Balance at 26 March 2010 £ million
Royal Bank of Canada ("RBC") Facilities						
Senior facilities						
"Facility A"	425 0	LIBOR plus a margin of 1 5%	19 March 2014	425 0	420 1	418 5
"Facility B"	17 9	LIBOR plus a margin of 1 5%	19 March 2014	17 9	17 9	17 9
"Revolving facility"	25 0	LIBOR plus a margin of 1 5%	19 March 2014	24 7	24 7	20 0
					462 7	456 4

All principal debt is due on termination date

NOTES TO THE FINANCIAL STATEMENTS
For the period from 27 March 2010 to 25 March 2011

10. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR (continued)

RBC senior facilities

On 19 March 2007, a new senior facility totalling £500 million was taken out £425 million of these facilities (representing "Facility A") were drawn down by the Company and were principally used to acquire 100% of the issued share capital of Parking Holdings Limited, which indirectly owned the NCP group of companies

On 19 March 2007 £6 0 million was drawn down on the RBC Facility B by the Company and was used to repay part of the commercial mortgage facility, which is an agreement that Primepanel Limited, a fellow group company, entered into for £72,886,511 on 23 August 2004 with The Royal Bank of Scotland plc A further £11 8 million was drawn down on 25 June 2008 to finance capital expenditure for the group On 15 January 2009 and 29 December 2009 £15 million and £5 million respectively were drawn down from the RBC revolving facility and used as working capital for the group On 29 June 2010 the remaining £4 7million was drawn down from the RBC revolving facility and used as working capital for the group

The RBC senior facilities are secured by a fixed and floating charge over the Group's assets The Group incurred total issue costs of £11 5 million in respect of the senior facilities agreement entered into with RBC on 19 March 2007 These RBC issue costs are allocated to the profit and loss account over the terms of the loan facilities at a constant rate on the carrying amount The RBC senior facilities are stated net of these unamortised issue costs of £4 9 million

On 19 March 2007, as part of the Group's interest rate management strategy, the Company entered into two interest rate swaps for a total notional principal amount of £425 million maturing on 31 December 2031 (with a break clause at 31 December 2014) In 2009 one of the swap counterparties novated its interest in the swap arrangement to 2 new parties so that at the period end there were three swaps as follows

Macquarie Bank Limited for	£212,500,000
Halifax Bank of Scotland Treasury Services PLC for	£141,666,667
DEPFA Bank PLC for	£ 70,833,333

Under these swaps, the Company received interest on a variable basis and paid interest at a fixed rate of 4 085% up to 31 December 2009, 4 585% throughout 2010 and 4 785% from 1 January 2011 to 25 March 2011 The fixed rate increases over the life of the swap arrangement reaching an eventual high of 5 40% for the Macquarie swap and 4 983% for the HBOS and DEPFA swaps

The fair value gain/(loss) of these interest rate swaps as at 25 March 2011 was

Macquarie Bank Limited for	(£37,225,435)
Halifax Bank of Scotland Treasury Services PLC for	(£17,360,022)
DEPFA Bank PLC for	(£8,478,261)

Maturity of debt

	25 March 2011 £'000	26 March 2010 £'000
In more than two years, but not more than five years	462,734	456,395

11. CALLED UP SHARE CAPITAL

	25 March 2011 £'000	26 March 2010 £'000
Authorised		
500,000,000 (2010 500,000,000) Ordinary shares of £0 01 each	5,000	5,000
Allotted and fully paid		
1,000,002 (2010 1,000,002) Ordinary shares of £0 01 each	10	10

NOTES TO THE FINANCIAL STATEMENTS
For the period from 27 March 2010 to 25 March 2011

12. RESERVES

	Share premium account £'000	Profit and loss account £'000
As at 27 March 2010	990	(69,453)
Loss for the financial period	-	(259,876)
As at 25 March 2011	990	(329,329)

13. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' DEFICIT

	25 March 2011 £'000	26 March 2010 £'000
Loss for the financial period	(259,876)	(6,979)
Opening shareholders' deficit	(68,453)	(61,474)
Closing shareholders' deficit	(328,329)	(68,453)

14. CONTINGENT LIABILITIES

Under a group registration the Company is jointly and severally liable for value added tax due by other members of the Group At 25 March 2011, this contingent liability amounted to £2 4 million (2010 £1 6 million)

15. FINANCIAL COMMITMENTS

Where the Company enters into arrangements to guarantee the indebtedness of other members of the 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

Where the Company is the beneficiary of group guarantees, the Company considers these to be insurance arrangements and accounts for them as such In this respect, the Company treats the guarantees as a contingent asset until such time as it becomes virtually certain that the Company will receive amounts under the guarantee

16. RELATED PARTY TRANSATIONS

The Company has taken advantage of the exemption under paragraph 3(c) of Financial Reporting Standard 8 'Related party transactions' on the grounds that it is a wholly owned subsidiary of a group headed by MEIF II CP Holdings 1 Limited, whose accounts are publicly available

Directors make any significant trading purchases from the Group and its affiliates on a normal, arms-length basis

17. ULTIMATE PARENT AND CONTROLLING PARTY

The Company's ultimate parent and ultimate controlling party is Macquarie European Infrastructure Fund II, an English 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 England Copies of the consolidated financial statements of MEIF II CP Holdings 1 Limited are available from Ropemaker Place, 28 Ropemaker Street, London, EC2Y 9HD

The Company's immediate controlling party is MEIF II CP Holdings 2 Limited, a company incorporated in England