

**BILSTHORPE WIND FARM LIMITED**  
(formerly Peel Wind Farms (Bilsthorpe) Limited)

**DIRECTORS' REPORT  
AND  
FINANCIAL STATEMENTS FOR THE PERIOD FROM INCORPORATION ON  
5 NOVEMBER 2010 TO 31 DECEMBER 2011**



**Registered Number 07431004**

**BILSTHORPE WIND FARM LIMITED**  
(formerly Peel Wind Farms (Bilsthorpe) Limited)

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**DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE PERIOD FROM 5 NOVEMBER 2010 TO 31 DECEMBER 2011**

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**DIRECTORS AND ADVISORS**

**Directors**

C H Dix	(appointed 1 December 2011)
A K Harmer	(appointed 20 October 2011, resigned 1 December 2011, appointed 31 May 2012)
N Lees	(appointed 5 November 2010, resigned 20 October 2011)
R McArthur	(appointed 20 October 2011)
S Underwood	(appointed 5 November 2010, resigned 20 October 2011)
P Wainscott	(appointed 5 November 2010, resigned 20 October 2011)
J Whittaker	(appointed 5 November 2010, resigned 20 October 2011)

**Company secretary and registered office**

Roger Miller  
1 Kingsway  
London  
WC2B 6AN

**Auditor**

Deloitte LLP  
Chartered Accountants & registered auditor  
London

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**DIRECTORS' REPORT**

The Directors submit their first Annual Report and the audited financial statements for the period from incorporation on 5 November 2010 to 31 December 2011

The Directors' report has been prepared in accordance with the special provisions relating to small companies under section 417 of the Companies Act 2006

The Company is a wholly owned subsidiary of Bilsthorpe Wind Farm holdings Limited which in turn is a wholly owned subsidiary of John Laing Investments Limited

**BUSINESS REVIEW AND PRINCIPAL ACTIVITIES**

The Company was incorporated on 5 November 2010 and on 8 November 2011 the company changed its name from Peel Wind Farms (Bilsthorpe) Limited to Bilsthorpe Wind Farm Limited

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 a parent company. More information is provided in note 1 to the financial statements

**STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITOR**

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 auditor is 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 auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provision of section 418 of the Companies Act 2006

**DIRECTORS**

The Directors who served throughout the year, except as noted, 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 8

**AUDITOR**

Deloitte LLP have indicated their willingness to be appointed as auditor and appropriate arrangements have been put in place for them to be deemed appointed as auditor in the absence of an Annual General Meeting

On behalf of the Board



A Harmer  
Director

8 August 2012

**BILSTHORPE WIND FARM LIMITED**  
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**DIRECTORS' RESPONSIBILITIES STATEMENT**

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 accounting estimates that are reasonable and prudent, 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 AUDITOR'S REPORT TO THE MEMBERS OF BILSTHORPE WIND FARM LIMITED**

We have audited the financial statements of Bilsthorpe Wind Farm Limited for the period from incorporation on 5 November 2010 to 31 December 2011 which comprise the profit and loss account, the balance sheet and the related notes 1 to 15. 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 auditor**

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 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.

### **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 annual report to identify material inconsistencies in 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 31 December 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

### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Directors' Report for the financial period 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 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 Auditor  
London, United Kingdom  
8 August 2012

**BILSTHORPE WIND FARM LIMITED**  
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**PROFIT AND LOSS ACCOUNT**

**FOR THE PERIOD FROM 5 NOVEMBER 2010 TO 31 DECEMBER 2011**

	Notes	Period from 5 November 2010 to 31 December 2011 £
Administration expenses		<u>(48,358)</u>
<b>Gross loss</b>		<u>(48,358)</u>
Net interest payable	5	<u>(2,369)</u>
<b>Loss on ordinary activities before taxation</b>		<u>(50,727)</u>
Tax on loss on ordinary activities	6	-
<b>Loss for the period</b>	12	<u>(50,727)</u>

A reconciliation of movements in shareholder's deficit is given in note 13

All items in the profit and loss account relate to continuing operations

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

**BILSTHORPE WIND FARM LIMITED**  
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**BALANCE SHEET AS AT 31 DECEMBER 2011**

	Notes	2011 £
<b>Fixed assets</b>		
Tangible fixed assets	7	126,470
<b>Current assets</b>		
Debtors		300,000
- due within one year	8	<u>300,000</u>
		300,000
<b>Current liabilities</b>		
Creditors amounts falling due within one year	9	(477,196)
<b>Net current liabilities</b>		<u>(177,196)</u>
<b>Total assets less current liabilities</b>		(50,726)
<b>Net liabilities</b>		<u>(50,726)</u>
<b>Capital and reserves</b>		
Called up share capital	11	1
Profit and loss account	12	(50,727)
<b>Shareholder's deficit</b>	13	<u>(50,726)</u>

The financial statements of Bilsthorpe Wind Farm Limited, registered number 07431004, were approved by the Board of Directors and authorised for issue on 8 August 2012. They were signed on its behalf by



A Harmer  
Director

8 August 2012



**BILSTHORPE WIND FARM LIMITED**  
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**Notes to the financial statements for the period from 5 November 2010 to 31 December 2011**

**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 throughout the current period is shown below.

The financial statements have been prepared under the going concern concept because John Laing Investments, an immediate parent, has agreed to support the company financially for a period of at least 12 months from the date of signing these 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 cash flow statement.

b) Taxation

Current tax, including United Kingdom Corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

In accordance with FRS19 'Deferred Tax', deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net 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 period in which the timing differences are expected to reverse, based on the tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are not discounted.

c) Tangible fixed assets

Tangible fixed assets are stated at cost, net of depreciation and any provision for impairment. Depreciation is provided on all tangible fixed assets at rates calculated to write off the cost or valuation, less estimated residual value of each asset on a straight-line basis over its expected useful life, as follows:

Plant and machinery      20 years

d) Leases

Rentals under operating leases are charged on a straight-line basis over the lease term, even if the payments are not made on such a basis. Benefits received and receivable as an incentive to sign an operating lease are similarly spread on a straight-line basis over the lease term, except where the period to the review date on which the rent is first expected to be adjusted to the prevailing market rate is shorter than the full lease term, in which case the shorter period is used.

e) Finance costs

Finance costs which are directly attributable to the construction of tangible fixed assets are capitalised as part of the cost of those assets. The commencement of capitalisation begins when both finance costs and expenditures for the asset are being incurred and activities that are necessary to get the asset ready for use are in progress. Capitalisation ceases when substantially all the activities that are necessary to get the asset ready for use are complete.

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Notes to the financial statements for the period from 5 November 2010 to 31 December 2011 (continued)

**2 OPERATING LOSS**

Period from 5  
November 2010  
to  
31 December 2011  
£

Operating loss is stated after charging  
Other operating costs

48,358

The audit fee for the period of £1 750 has been borne by another group company and no recharge was made. There were no fees for non audit services.

**3 DIRECTORS' REMUNERATION**

No Directors received any remuneration for services to the Company during the current period. The Company is managed by secondees from the shareholders under a management services contract.

**4 STAFF NUMBERS**

The Company had no employees during the period.

**5 NET INTEREST PAYABLE**

Period from 5  
November 2010  
to  
31 December 2011  
£

Interest payable and similar charges  
Interest payable on bank loans and overdrafts  
Interest payable to parent undertakings  
Transfer pricing interest

(2,584)

(1,344)

1,559

(2,369)

(2,369)

Net interest payable

**6 TAX ON LOSS ON ORDINARY ACTIVITIES**

Period from 5  
November 2010  
to  
31 December 2011  
£

Analysis of charge for the year

Current tax

UK corporation tax

Total current tax

-

-

-

Total tax charge on loss on ordinary activities

-

Factors affecting the tax charge for the current year

The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the loss before tax are as follows:

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Notes to the financial statements for the period from 5 November 2010 to 31 December 2011 (continued)

	Period from 5 November 2010 to 31 December 2011 £
Loss for the period	<u>(50,727)</u>
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 26.5%	13,443
Effects of Tax losses not recognised for deferred tax purposes	<u>(13,443)</u>
<b>Total current tax for the year</b>	<u><b>-</b></u>

For the year ended 31 December 2011 the blended UK rate of 26.5% is applied due to the change in the UK corporation tax rate from 28% to 26% with effect from 1 April 2011

The Finance Bill 2012 announced a reduction in the main rate of Corporation tax for the financial year beginning 1 April 2012 from 25% to 24%. The Finance Act 2012 also announced a further reduction in the main rate of corporation tax for the financial year beginning 1 April 2013 from 24% to 23%.

**7 Tangible fixed assets**

	Assets under the course of construction	Total
Cost		
Additions during the period	126,470	126,470
31 December 2011	<u>126,470</u>	<u>126,470</u>
Accumulated Depreciation		
Charge for the period	-	-
31 December 2011	<u>-</u>	<u>-</u>
Net book value		
31 December 2011	<u>126,470</u>	<u>126,470</u>

**8 DEBTORS**

	2011 £
<u>Due within one year</u>	
Prepayments and accrued income	250,000
Other taxation and social security	50,000
	<u>300,000</u>

**9 CREDITORS**

	2011 £
<u>Amounts falling due within one year</u>	
Amounts owed to parent undertaking	177,196
Amounts owed to group undertakings	300,000
	<u>477,196</u>

**10 CAPITAL COMMITMENTS, CONTINGENT LIABILITIES AND FINANCIAL COMMITMENTS**

At the balance sheet date the Company had annual commitments in respect of land for minimum lease payments under two operating leases which fall due as follows

	2011 £'000
Less than one year	-
Greater than one year but less than 2 years	32,996
Between 2 to 5 years	130,433
More than 5 years	1,501,763
	<u>1,665,192</u>

Minimum lease commitments consist of a minimum payment in respect of agricultural capacity and compensation rent. Where energy generation is in excess of contractual minimums then additional payments may become payable.

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Notes to the financial statements for the period from 5 November 2010 to 31 December 2011 (continued)

**11 CALLED UP SHARE CAPITAL**

2011  
£

Allotted, called up and fully paid  
1 ordinary shares of £1 each

1

On 5 November 2010 the company issued 1 ordinary share for consideration of £1

**12 MOVEMENT IN RESERVES**

Profit and  
loss account  
£

Loss for the period  
At 31 December 2011

(50,727)

(50,727)

**13 RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S DEFICIT**

2011  
£

Loss for the period  
New shares issued  
Net addition to shareholder's deficit

(50,727)

1

(50,726)

Opening shareholder's funds  
Closing shareholder's deficit

-

(50,726)

**14 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 15 gives details of how to obtain a copy of the published financial statements of John Laing plc.

**15 ULTIMATE PARENT UNDERTAKING**

The Company's immediate parent company is Bilsthorpe Wind Farm Holdings 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 Henderson Infrastructure Holdco (Jersey) Limited, a company incorporated in Jersey, Channel Islands and registered in Jersey, Channel Islands. Copies of the consolidated accounts of John Laing plc 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.