

GREENSANDS (UK) LIMITED

ANNUAL REPORT

AND FINANCIAL STATEMENTS FOR THE YEAR ENDED

31 MARCH 2013

GREENSANDS (UK) LIMITED

Company information

Directors

P Antolik
K Budinger
P Moy
M Nagle
B Somes
J Yuen
M Roughead
C McAllister
P Ryan

Secretary

K Hall

Registered office

Southern House
Yeoman Road
Worthing
West Sussex
BN13 3NX

Bankers

Natwest
15 Bishopsgate
London
EC2N 3NW

Auditor

Deloitte LLP
Chartered Accountants
London

Registered Number

06366235

GREENSANDS (UK) LIMITED

Annual Report and Financial Statements for the year

ended 31 March 2013

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Greensands (UK) Limited

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MARCH 2013

The directors of Greensands (UK) Limited (Registered No. 06366235) present their report and the audited accounts for the year ended 31 March 2013.

The report has been prepared in accordance with the special provisions applicable to companies entitled to small companies' exemption.

PRINCIPAL ACTIVITIES

The principal activity of the company continued to be that of an intermediate holding company for the subsidiary undertaking disclosed in note 7 to the accounts.

REVIEW OF THE BUSINESS, RESULTS AND DIVIDENDS

The company acted as a holding company during the year.

During the year the company received interest of £68.0m (2012: £60.7m) and incurred interest payable of £68.0m (2012: £60.7m).

The company recorded no profit after taxation for the year ended 31 March 2013 (2013: £nil).

The directors have not declared a final dividend for the year ended 31 March 2013 (2013: £nil per share).

The company has net liabilities of £1.9m (2012: £1.9m) comprising largely of its investment in subsidiary companies of £1.1m (2012: £1.1m), amounts owed by group undertakings of £1,629.0m (2012: £1,561.0m) and amounts owed to group undertakings totaling £1,632.0m (2012: £1,564.0m).

The company is party to an agreement with Greensands Europe Limited, to which it owes a debt of £1,518.9m setting the interest rate effective on this facility as 4.59% for the year ended 31 March 2013. Further, this agreement states that for the year ending 31 March 2014 and for the 12 months following the date these accounts are signed the rate effective will be between 0.00% and 6.01%.

The company is party to an agreement with Greensands Junior Finance Limited, from which it is owed a debt of £1,627.7m setting the interest rate effective on this facility as 4.27% for the year ended 31 March 2013. Further, this agreement states that for the year ending 31 March 2014 and for the 12 months following the date these accounts are signed the rate effective will be between 0.00% and 5.67%.

The principal risk that the company is exposed to is the occurrence of events that would result in an impairment to the value of its investment in Greensands Junior Finance Limited or Southern Water (Greensands) Financing Plc and the recoverability of its inter company debt.

GOING CONCERN

The directors have received confirmation that Greensands Holdings Limited intend to support the company for at least one year after these financial statements are signed and, accordingly, believe that preparing the accounts on the going concern basis is appropriate.

Greensands (UK) Limited

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MARCH 2013 (continued)

DIRECTORS

The directors who held office during the year and up to the date of signing the financial statements were as follows:

P Antolik	<i>(Resigned as Director and appointed as Alternate to P Ryan 29 May 2013)</i>
K Budinger	
C McAllister	Alternate to K Budinger <i>(ceased 3 October 2012 and re-appointed 20 June 2013)</i>
P Moy	Alternate to B Somes
M Nagle	
M Walters	Alternate to P Antolik <i>(ceased 29 May 2013)</i>
J Yuen	<i>(Resigned as Director and appointed as Alternate to M Roughead 27 February 2013)</i>
B Somes	
M Roughead	<i>(Appointed as Director 27 February 2013)</i>
K Boesenberg	<i>(Appointed as Alternate to K Budinger 3 October 2012 and ceased 20 June 2013)</i>
P Ryan	<i>(Appointed as Director 29 May 2013)</i>

DIRECTORS' INDEMNITIES

The company maintains liability insurance for its directors and officers. Following shareholder approval in December 2007, the company has also provided an indemnity for its directors and the secretary, which is a qualifying third party indemnity provision for the purposes of the Companies Act 2006.

STATEMENT OF 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 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 those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MARCH 2013 (continued)

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.

STATEMENT OF PROVISION OF INFORMATION TO AUDITOR

Each of the persons 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 auditor is unaware; and
- (2) he/she 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 auditor is 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.

AUDITOR

Deloitte LLP have indicated their willingness to continue in office.

Approved by the Board of Directors and signed on behalf of the Board.

A handwritten signature in black ink, appearing to be 'KH', written over a circular stamp or mark.

Kevin Hall
Company Secretary
24 July 2013

Greensands (UK) Limited

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2013

	Notes	Year ended 31 March 2013 £m	Year ended 31 March 2012 £m
Interest receivable and similar income	3	68.0	60.7
Interest payable and similar charges	4	(68.0)	(60.7)
Result on ordinary activities before taxation	5	<u>-</u>	<u>-</u>
Tax on result on ordinary activities	6	-	-
Result for the financial year	13	<u><u>-</u></u>	<u><u>-</u></u>

The above results relate to continuing operations.

The company has no recognised gains and losses other than those included above for the year and therefore no separate statement of total recognised gains and losses has been presented.

There is no difference between the profit on ordinary activities before taxation and the retained profit for the periods stated above and their historical cost equivalents.

Greensands (UK) Limited

BALANCE SHEET AS AT 31 MARCH 2013

	Notes	2013 £m	2012 £m
Fixed assets			
Investments	7	1.1	1.1
Current assets			
Debtors: amounts falling due within one year	8	1.3	1.3
Debtors: amounts falling due after one year	9	1,627.7	1,559.7
		<u>1,629.0</u>	<u>1,561.0</u>
Net current assets		<u>1,629.0</u>	<u>1,561.0</u>
Total assets less current liabilities		<u>1,630.1</u>	<u>1,562.1</u>
Creditors: amounts falling due after one year	10	(1,632.0)	(1,564.0)
Net liabilities		<u>(1.9)</u>	<u>(1.9)</u>
Capital and reserves			
Called up share capital	11	1.0	1.0
Profit and loss account	12	(2.9)	(2.9)
Total shareholder's deficit	13	<u>(1.9)</u>	<u>(1.9)</u>

The financial statements of Greensands (UK) Limited (Registered No. 06366235) on pages 4 to 11 were approved by the Board of directors and authorised for issue on 24 July 2013.

The accounts have been prepared in accordance with the special provisions applicable to companies subject to the small companies regime.

They were signed on its behalf by:



Bronte Somes
Director

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2013

1 Accounting policies

Basis of accounting

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year and preceding year, are set out below.

Going concern

The directors believe that preparing the accounts on the going concern basis is appropriate due to the continued financial support of the ultimate parent company Greensands Holdings Limited. The directors have received confirmation that Greensands Holdings Limited intend to support the Company for at least one year after these financial statements are signed.

Basis of preparation

The accounts contain information about Greensands (UK) Limited as an individual company. The Company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated accounts as it and its subsidiary undertakings are included by full consolidation in the publicly available consolidated accounts of the holding company, Greensands Holdings Limited, from the address given in note 14.

Cash flow statement

The company is a wholly-owned subsidiary company of a group headed by Greensands Holdings Limited, and is included in the consolidated accounts of that company, which are publicly available from the address given in note 14. Consequently, the company has taken advantage of the exemption within FRS 1 'Cash flow statements (revised 1996)' from preparing a cash flow statement.

Related party disclosure

The company has taken advantage of the exemption under paragraph 3(c) from the provisions of FRS 8, 'Related party disclosures', on the grounds that it is a wholly-owned subsidiary of a group headed by Greensands Holdings Limited, whose accounts are publicly available from the address given in note 14.

Investments

Investments are carried at cost less provision for any impairment in value. The carrying values of fixed asset investments are reviewed by the directors for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable.

Interest income is accrued on a daily basis. Dividends and other investment income is accounted for when it becomes receivable.

Taxation

Corporation tax payable is provided on taxable profits at the current rate.

Borrowings

Interest-bearing borrowings are recorded at the proceeds received, net of direct issue costs. Finance charges are accounted for on an accruals basis in the profit and loss account and are added to the carrying amount of the instrument to the extent that they are not settled in the period in which they arise.

Greensands (UK) Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2013 (continued)

2 Employee information

The company has no employees (2012: None).

The services of the directors are deemed to be wholly attributable to their services to Greensands Holdings Limited.

The directors received no emoluments during the year in respect of their services to the Company.

3 Interest receivable and similar income

	Year ended 31 March 2013 £m	Year ended 31 March 2012 £m
Due from group undertakings	<u>68.0</u>	<u>60.7</u>

4 Interest payable and similar charges

	Year ended 31 March 2013 £m	Year ended 31 March 2012 £m
Due to group undertakings	<u>68.0</u>	<u>60.7</u>

5 Profit on ordinary activities before taxation

In 2013 and 2012 audit fees of £1,000 were borne by Greensands Holdings Limited.

Greensands (UK) Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2013 (continued)

6 Tax on profit on ordinary activities

	Year ended 31 March 2013 £m	Year ended 31 March 2012 £m
Current tax:		
UK corporation tax on profit for the year	-	-

The rate of current tax charge on profit on ordinary activities varied from the standard rate of corporation tax due to the following factors:

	Year ended 31 March 2013 £m	Year ended 31 March 2012 £m
Current tax		
Result on ordinary activities before tax	-	-
Current tax		
UK corporation tax rate at standard rate of tax of 24% on profit for the year (2012: 26%)	-	-
Current tax charge for year	-	-

No deferred tax arose during the year to 31 March 2013 (2012: £nil).

Factors affecting future tax charges

On 21 March 2012 the UK Government announced a reduction in the main rate of corporation tax from 24% to 23% effective from 1 April 2013. The rate change was substantively enacted during the period in Finance Bill 2012.

On 20 March 2013 the Government announced that it intends to enact future reductions in the main tax rate to 21% from 1 April 2014 and 20% from 1 April 2015.

7 Investments

	Shares in subsidiary undertakings £m
At cost and net book amount:	
At 1 April 2012	1.1
At 31 March 2013	1.1

Greensands (UK) Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2013 (continued)

7 Investments (continued)

Subsidiary undertakings

A full list of the subsidiaries of the group is included in the consolidated Greensands Holdings Limited group accounts.

Company	Class of share capital	No shares issued at £1 each	% shares held	Activity	Country of incorporation
Greensands Junior Finance Limited	Ordinary	1,000,000	100%	Holding company	UK
Southern Water (Greensands) Financing Plc	Ordinary	50,000	100%	Financing company	UK

The directors are satisfied that the book value of investments is supported by their underlying net assets.

8 Debtors: amounts falling due within one year

	2013 £m	2012 £m
Amounts owed by group undertakings	<u>1.3</u>	<u>1.3</u>

The amount owed by group undertakings of £1.3m, is unsecured, interest free and repayable on demand.

9 Debtors: amounts falling due after one year

	2013 £m	2012 £m
Amounts owed by group undertakings	<u>1,627.7</u>	<u>1,559.7</u>

All amounts owed by group undertakings due after one year are unsecured. Interest on this balance has accrued at 4.27% for the year ended 31 March 2013. Further, for the year ending 31 March 2014 and for 12 months following the approval of these financial statements the interest rate charge has been decided by agreement of the directors of Greensands (UK) Limited and Greensands Junior Finance Limited and has been set to between 0.00% and 5.67%. The directors have confirmed that they will not call upon this balance for 12 months from the date of these financial statements.

Greensands (UK) Limited

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2013 (continued)

10 Creditors: amounts falling due after one year

	2013 £m	2012 £m
Amounts owed to group undertakings	1,632.0	1,564.0

All amounts owed to group undertakings are unsecured. Of this balance, £1,518.9m accrued interest at 4.59% for the year ended 31 March 2013. Further, for the year ending 31 March 2014 and for 12 months from the date of signing of these financial statements the interest rate charge has been decided by agreement of the directors of Greensands (UK) Limited and Greensands Europe Limited and has been set to between 0.00% and 6.01%. The remaining balance of £113.1m is unsecured, interest free and repayable on demand. It has been confirmed by Greensands Holdings and Greensands Europe Limited that neither of these balances will be called upon for 12 months from the date of these financial statements.

11 Called up share capital

	2013 £m	2012 £m
Authorised:		
1,000,000 ordinary shares of £1 each	1.0	1.0
Allotted, called up and fully paid:		
1,000,000 ordinary shares (2012: 1,000,000) of £1 each	1.0	1.0

12 Profit and loss account

	£m
At 1 April 2012	(2.9)
Result for the financial year	-
At 31 March 2013	(2.9)

13 Reconciliation in movement in shareholder's deficit

	Year ended 31 March 2013 £m	Year ended 31 March 2012 £m
Opening shareholder's deficit	(1.9)	(1.9)
Result for the financial year	-	-
Closing shareholder's deficit	(1.9)	(1.9)

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2013 (continued)

14 Ultimate parent and controlling party

The immediate parent undertaking is Greensands Europe Limited.

The ultimate parent and controlling company is Greensands Holdings Limited, a company incorporated in Jersey. At 31 March 2013, Greensands Holdings Limited directly owned 100% of the share capital of Greensands Europe Limited. As at 31 March 2013, the major shareholders in Greensands Holdings Limited were a consortium including IIF International SW UK Investments Limited (advised by JP Morgan Investments Inc.) and The Northern Trust Company.

Greensands Holdings Limited is the only group company that prepares consolidated accounts, which contain the accounts of Greensands (UK) Limited. Copies of Greensands Holdings Limited's consolidated accounts may be obtained from the Company Secretary of Greensands Holdings Limited, at Southern House, Yeoman Road, Worthing, BN13 3NX.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF GREENSANDS (UK) LIMITED FOR THE YEAR ENDED 31 MARCH 2013

We have audited the financial statements of Greensands (UK) Limited for the year ended 31 March 2013 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 14. 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 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 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 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 31 March 2013 and of its result for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

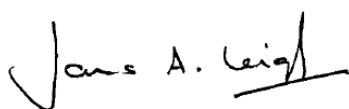
Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information 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; or
- the directors were not entitled to take advantage of the small companies' exemption in preparing the Directors' Report.



James Leigh (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditors
London, United Kingdom
24 July 2013