

**Company Registered No: 05525609**

**TAY VALLEY LIGHTING (LEEDS) LIMITED**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**For the year ended 31 December 2014**

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**OFFICERS AND PROFESSIONAL ADVISERS**

**DIRECTORS:**

**J Bailey  
S J Caterer  
T D Crome  
C M Hillman**

**SECRETARY:**

**RBS Secretarial Services Limited**

**REGISTERED OFFICE:**

**The Quadrangle  
The Promenade  
Cheltenham  
GL50 1PX**

**AUDITOR:**

**Deloitte LLP  
3 Rivergate  
Temple Quay  
Bristol  
BS1 6GD**

**Registered in England and Wales.**

**STRATEGIC REPORT****ACTIVITIES AND BUSINESS REVIEW****Activity**

The principal activity of the Company continues to be the provision of street lighting services.

The Company is 50:50 owned by SSE Plc and Royal Bank Leasing Limited, a member of The Royal Bank of Scotland Group plc. These entities provide the Company with direction and access to all the central resources it needs and determine policies in all key areas such as finance, risk, human resources and environment. The directors believe that performance indicators specific to Royal Bank Leasing Limited and SSE Plc are not necessary or appropriate for an understanding of the development, performance or position of the business, other than as shown in these financial statements.

The annual reports of The Royal Bank of Scotland Group plc review these matters on a group basis. Copies can be obtained from Corporate Governance and Secretariat, The Royal Bank of Scotland Group plc, Gogarburn, Edinburgh, EH12 1HQ, the Registrar of Companies, or through the group's website at [www.rbs.com](http://www.rbs.com).

The annual reports of SSE Plc review these matters from the perspective of the other owner. Copies can be obtained from SSE Plc, Inveralmond House, 200 Dunkeld Road, Perth PH1 3AQ.

**Review of the year*****Business review***

The directors are satisfied with the Company's performance in the year.

The directors, having made such enquiries as they considered appropriate in respect of the ability of SSE Plc to continue to perform the operational requirements, believe that there are no concerns.

The directors have also reviewed the asset quality, which is subject to annual reviews, and they believe that the quality of the asset remains high in both the immediate and long term.

***Financial performance***

The Company's financial performance is presented on pages 8 to 18.

The retained profit for the year was £nil (2013: £nil). The directors do not recommend the payment of a dividend.

At the end of the year, the balance sheet showed total assets of £78,955,000 (2013: £81,970,000), including income-generating assets comprising inventory of £72,102,000 (2013: £76,801,000), trade and other receivables of £4,418,000 (2013: £3,202,000) and cash of £2,435,000 (2013: £1,967,000) together representing a decrease of 3.7%. Total shareholders' funds were £nil (2013: £nil).

***Principal risks and uncertainties***

The Company is funded by facilities from The Royal Bank of Scotland plc. These are denominated in the functional currency and carry no significant financial risk.

The Company seeks to minimise its exposure to financial risks other than equity and credit risk, further information on financial risk management policies and exposures is disclosed in notes 1 and 10.

**STRATEGIC REPORT (Continued)*****Going concern***

The directors, having a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future, have prepared the financial statements on a going concern basis.

**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 a strategic report, directors' report and financial statements for each financial year. Under that law, the directors have elected to prepare the financial statements in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework, and must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs at the end of the year and 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 estimates that are reasonable and prudent;
- state whether Financial Reporting Standard 101 has been followed; and
- make an assessment of the Company's ability to continue as a going concern.

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 to enable them to ensure that the strategic report, directors' report and financial statements comply with the requirements of 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.

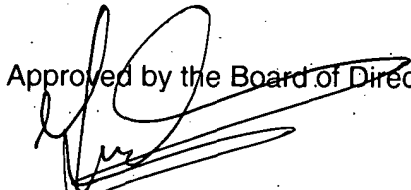
**DISCLOSURE OF INFORMATION TO AUDITOR**

Each of the directors at the date of approval of this report confirms that:

- so far as they are aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that they ought to have taken to make themselves aware of any relevant audit information, and to establish that the Company's auditor is aware of that information.

This confirmation is given and shall 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



**T D Crome**  
**Director**

Date: 24 September 2015

**DIRECTORS' REPORT**

The strategic report includes the review of the year, risk report and disclosure of information to auditors.

**DIRECTORS AND SECRETARY**

The present directors and secretary, who have served throughout the year except where noted below, are listed on page 2.


From 1 January 2014 to date the following changes have taken place:

	<b>Appointed</b>	<b>Resigned</b>
<b>Director</b>		
P S Yates		28 January 2014
M C Rough	28 January 2014	1 April 2015
R F Warren		1 April 2014
T D Crome	1 April 2014	

**AUDITOR**

Deloitte LLP has expressed its willingness to continue in office as auditor.

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



**T D Crome**  
**Director**  
Date: 24 September 2015

## **INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TAY VALLEY LIGHTING (LEEDS) LIMITED**

We have audited the financial statements of Tay Valley Lighting (Leeds) Limited for the year ended 31 December 2014 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Changes in Equity and the related notes 1 to 15. The financial reporting framework that has been applied in their preparation is applicable law and Financial Reporting Standard 101 Reduced Disclosure Framework.

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 with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 2014 and of its result for the year then ended;
- have been properly prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework; 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 strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF TAY VALLEY LIGHTING  
(LEEDS) LIMITED (continued)**

**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.

*Mark Taylor*

**Mark Taylor FCA** (Senior Statutory Auditor)  
for and on behalf of Deloitte LLP  
Chartered Accountants and Statutory Auditor  
**Bristol, United Kingdom**

Date: *25 September 2015*



**PROFIT AND LOSS ACCOUNT**  
for the year ended 31 December 2014

<b>Income from continuing operations</b>	<b>Notes</b>	<b>2014 £'000</b>	<b>2013 £'000</b>
Turnover		6,858	12,659
Cost of sales		(2,280)	(7,892)
Operating expenses		(71)	(70)
<b>Operating profit</b>		<b>4,507</b>	<b>4,697</b>
Finance costs	4	(4,507)	(4,697)
<b>Result before tax</b>	5	<b>-</b>	<b>-</b>
<b>Tax charge</b>		<b>-</b>	<b>-</b>
<b>Result and total comprehensive income for the year</b>		<b>-</b>	<b>-</b>

The accompanying notes form an integral part of these financial statements.

**BALANCE SHEET**  
 as at 31 December 2014

	Notes	2014 £'000	2013 £'000
<b>Assets</b>			
<b>Current assets</b>			
Inventories	6	72,102	76,801
Trade and other receivables	7	4,418	3,202
Cash		2,435	1,967
<b>Total assets</b>		<b>78,955</b>	<b>81,970</b>
<b>Liabilities</b>			
<b>Current liabilities</b>			
Borrowings	8	77,174	80,596
Trade and other payables	9	1,781	1,374
<b>Total liabilities</b>		<b>78,955</b>	<b>81,970</b>
<b>Equity</b>			
Called up share capital	11	-	-
Retained earnings		-	-
<b>Total equity</b>		<b>-</b>	<b>-</b>
<b>Total liabilities and equity</b>		<b>78,955</b>	<b>81,970</b>

The accompanying notes form an integral part of these financial statements.

The financial statements were approved by the Board of Directors on 24 September 2015  
and signed on its behalf by:

  
**T D Crome**  
 Director

**STATEMENT OF CHANGES IN EQUITY**  
**for the year ended 31 December 2014**

	Share capital £'000	Retained earnings £'000	Total £'000
<b>At 1 January 2013</b>	-	-	-
Result for the year	-	-	-
<b>At 31 December 2013</b>	-	-	-
Result for the year	-	-	-
<b>At 31 December 2014</b>	-	-	-

Total comprehensive income for the year of £nil (2013: £nil) was wholly attributable to the owners of the Company.

The accompanying notes form an integral part of these financial statements.

## NOTES TO THE FINANCIAL STATEMENTS

**1. Accounting policies****a) Presentation of accounts**

These financial statements are prepared on a going concern basis and have been prepared in accordance with the recognition and measurement principles of International Financial Reporting Standards issued by the IASB and interpretations issued by the International Financial Reporting Interpretations Committee of the IASB as adopted by the EU (together IFRS) and under Financial Reporting Standard (FRS) 101 Reduced Disclosure Framework. The Company meets the definition of a qualifying entity under FRS 100 Application of Financial Reporting Requirements issued by the Financial Reporting Council.

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to presentation of a cash-flow statement, and standards not yet effective. Where required, equivalent disclosures are given in the group accounts of The Royal Bank of Scotland Group plc and of SSE plc; these accounts are available to the public and can be obtained as set out in note 14.

The accounts are prepared on the historical cost basis.

The Company's financial statements are presented in Sterling which is the functional currency of the Company.

The Company is incorporated in the UK and registered in England and Wales. The company's accounts are presented in accordance with the Companies Act 2006.

There are number of IFRSs that were effective from 1 January 2014. They have had no material effect on the Company's financial statements for the year ended 31 December 2014.

**b) Revenue recognition**

Turnover comprises income generated from the provision of street lighting services under a Private Finance Initiative (PFI) contract. Turnover is measured at the fair value of the consideration received or receivable and represents amounts receivable for services provided in the normal course of business, net of discounts, VAT and other sales related taxes.

**c) Financial assets**

On initial recognition, financial assets are classified into held-to-maturity investments; loans and receivables; held-for-trading; designated as at fair value through profit or loss; or available-for-sale financial assets.

***Loans and receivables***

Non-derivative financial assets with fixed or determinable repayments that are not quoted in an active market are classified as loans and receivables, except those that are classified as available-for-sale or as held-for-trading, or designated as at fair value through profit or loss. Loans and receivables are initially recognised at fair value plus directly related transaction costs. They are subsequently measured at amortised cost using the effective interest method less any impairment losses.

**NOTES TO THE FINANCIAL STATEMENTS (continued)****1. Accounting policies (continued)****d) Impairment of financial assets**

The Company assesses at each balance sheet date whether there is any objective evidence that a financial asset or group of financial assets classified as held-to-maturity, available-for-sale or loans and receivables is impaired. A financial asset or portfolio of financial assets is impaired and an impairment loss incurred if there is objective evidence that an event or events since initial recognition of the asset have adversely affected the amount or timing of future cash flows from the asset.

**e) Financial liabilities**

On initial recognition financial liabilities are classified into held-for-trading; designated as at fair value through profit or loss; or amortised cost.

Other than derivatives, which are recognised and measured at fair value, all other financial liabilities are measured at amortised cost using the effective interest method.

**f) Derecognition**

A financial asset is derecognised when the contractual right to receive cash flows from the asset has expired or when it has been transferred and the transfer qualifies for derecognition.

A financial liability is removed from the balance sheet when the obligation is discharged, cancelled, or expires.

**g) Inventories and long-term contracts**

The amount of long-term contracts, at cost incurred, net of amounts transferred to cost of sales, after deducting foreseeable losses and payments on account not matched with turnover, is included within work in progress in inventory. The amount by which recorded turnover is in excess of payments on account is included in debtors as amounts recoverable on long-term contracts. The amount by which provisions or accruals for foreseeable losses exceed costs incurred, after transfer to cost of sales, is included within either provisions for liabilities and charges or creditors, as appropriate.

**2. Critical accounting policies and key sources of estimation uncertainty**

The reported results of the Company are sensitive to the accounting policies, assumptions and estimates that underlie the preparation of its financial statements. UK company law and IFRS require the directors, in preparing the Company's financial statements, to select suitable accounting policies, apply them consistently and make judgements and estimates that are reasonable and prudent.

In the absence of an applicable standard or interpretation, IAS 8 'Accounting Policies, Changes in Accounting Estimates and Errors', requires management to develop and apply an accounting policy that results in relevant and reliable information in the light of the requirements and guidance in IFRS dealing with similar and related issues and the IASB's Framework for the Preparation and Presentation of Financial Statements.

The judgements and assumptions involved in the Company's accounting policies that are considered by the directors to be the most important to the portrayal of its financial condition are discussed below. The use of estimates, assumptions or models that differ from those adopted by the Company would affect its reported results.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

**2. Critical accounting policies and key sources of estimation uncertainty (continued)****Inventory and work in progress**

The valuation of the work in progress balance at year end and the transfer from work in progress to the profit and loss account requires an estimate of the expected outturn of the whole project, which has been established on the basis that the Company does not make a profit or a loss during the term of the contract. The directors are required to consider cash flow projections for income, costs and borrowings in order to assess whether a nil profit or loss is still achievable.

**3. Staff costs**

The Company has no employees (2013: nil).

The directors' emoluments for Christopher Hillman, Mark Rough, Jonathan Bailey and Philip Yates were paid by SSE Plc. All other directors were paid by The Royal Bank of Scotland Group plc. No recharge is being made to the Company in respect of any directors. It is not possible to allocate directors' remuneration between the companies of which they are a director.

**4. Finance costs**

	2014 £'000	2013 £'000
Interest on loans from related party	<u>4,507</u>	<u>4,697</u>

**5. Result before tax**

Result on ordinary activities before tax is stated after charging:	2014 £'000	2013 £'000
Auditor's remuneration – audit services	<u>5</u>	<u>5</u>

**6. Inventories**

	2014 £'000	2013 £'000
Work in progress	<u>72,102</u>	<u>76,801</u>

**7. Trade and other receivables**

	2014 £'000	2013 £'000
Accrued income	<u>4,418</u>	<u>3,202</u>

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 8. Borrowings

	2014 £'000	2013 £'000
Loans from related party due within one year	77,174	80,596

Loan amounts due to joint venture companies are unsecured, at an interest rate of 5.625% (2013: 5.625%). Loan repayments are due quarterly. The loan is repayable on demand.

## 9. Trade and other payables

	2014 £'000	2013 £'000
Amounts owing to joint venture companies	1,330	984
Other payables	451	390
	1,781	1,374

## 10. Financial instruments and risk management

## (i) Categories of financial instruments

The directors consider that the carrying amounts of financial assets and financial liabilities recognised in the financial statements approximate to their fair values. Where the financial instruments are of short maturity, the carrying value is equal to the fair value.

All financial assets are classed as loans and receivables. All financial liabilities are classed as amortised cost.

## (ii) Financial risk management

The principal risks associated with the Company's businesses are as follows:

## Interest rate risk

Interest rate risk arises where assets and liabilities have different re-pricing maturities. Interest bearing liabilities are held at fixed rate to ensure certainty of cash flows.

The interest profile of the Company's assets and liabilities is as follows:

2014	Fixed rate £'000	Variable rate £'000	Non- interest earning £'000	Total £'000
<b>Financial assets</b>				
Trade receivables	-	-	4,418	4,418
Cash	-	2,435	-	2,435
	-	2,435	4,418	6,853
<b>Financial liabilities</b>				
Borrowings	(77,174)	-	-	(77,174)
Trade and other payables	-	-	(1,781)	(1,781)
	(77,174)	-	(1,781)	(78,955)
<b>Net financial (liabilities)/assets</b>	<b>(77,174)</b>	<b>2,435</b>	<b>2,637</b>	<b>(72,102)</b>

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 10. Financial instruments and risk management (continued)

## (ii) Financial risk management (continued)

## Interest rate risk (continued)

2013	Fixed rate £'000	Variable rate £'000	Non- interest earning £'000	Total £'000
<b>Financial assets</b>				
Trade receivables	-	-	3,202	3,202
Cash	-	1,967	-	1,967
	-	1,967	3,202	5,169
<b>Financial liabilities</b>				
Borrowings	(80,596)	-	-	(80,596)
Trade and other payables	-	-	(1,374)	(1,374)
	(80,596)	-	(1,374)	(81,970)
<b>Net financial (liabilities)/assets</b>	(80,596)	1,967	1,828	(76,801)

Assuming that the balances receivable and/or payable at the balance sheet date were receivable and/or payable for the whole year, had interest rates been 0.5% higher and all other variables held constant, the Company's result before tax for the year would not have been materially affected (2013: result before tax for the year would not have been materially affected). There would be no other material impact on equity.

**Credit risk**

The table below provides details of credit exposures for those financial assets not impaired.

<u>Sector</u>	<u>No. of counterparties</u>	<u>2014 £'000</u>	<u>2013 £'000</u>
Public Sector	1 (2013: 1)	4,418	3,197
RBS group undertakings		2,435	1,967
		6,853	5,164
Amounts past due:			
30+ days		-	-
Maximum credit exposure		6,853	5,164

Based on counterparty payment history the Company considers all the above financial assets including past due to be of good credit quality.



## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 10. Financial instruments and risk management (continued)

## (ii) Financial risk management (continued)

## Financial liabilities

The following table shows by contractual maturity the undiscounted cash flows payable from the balance sheet date including future interest payments

	0 - 3 months £'000	4 - 12 months £'000
<b>2014</b>		
Borrowings	1,963	127,594
Trade and other payables	1,781	-
	<u>3,744</u>	<u>127,594</u>
<b>2013</b>		
Borrowings	2,005	135,488
Trade and other payables	1,374	-
	<u>3,379</u>	<u>135,488</u>

## Operational risk

Operational risk is the risk of unexpected losses attributable to human error, systems failures, fraud or inadequate internal financial controls and procedures. The Company manages this risk, in line with the RBS group framework, through systems and procedures to monitor transactions and positions, the documentation of transactions and periodic review by internal audit. The Company also maintains contingency facilities to support operations in the event of disasters.

## 11. Share capital

	2014 £	2013 £
Authorised:		
1,000 Ordinary shares of £1	<u>1,000</u>	<u>1,000</u>
Allotted, called up and fully paid:		
Equity shares		
2 Ordinary shares of £1	<u>2</u>	<u>2</u>

The Company has one class of ordinary shares which carry no right to fixed income.

## NOTES TO THE FINANCIAL STATEMENTS (continued)

**12. Capital resources**

The Company's capital consists of equity comprising issued share capital, retained earnings, loans from group undertakings. The Company's shares are 50% owned by The Royal Bank of Scotland group of companies which has regulatory disciplines over the use of capital. In the management of capital resources, the Company is governed by the RBS group's policy which is to maintain a strong capital base: it is not separately regulated. The RBS group has complied with the Prudential Regulation Authority's capital requirements throughout the year.

**13. Capital and other commitments**

	2014 £000	2013 £000
Contracts placed for future capital expenditure not provided in the financial statements	10,415	10,422

The Company has entered into a £108.6 million loan facility with Royal Bank Leasing Limited. This facility has fixed draw downs until June 2031. As at 31 December 2014, the future draw downs are £10.4m (2013: £10.4m). The Company is committed to repay the loan quarterly until June 2031.

**14. Related parties**

The Company is owned on a 50:50 basis by SSE Plc and Royal Bank Leasing Limited.

As at 31 December 2014, the results of the Company are consolidated into those of SSE Plc, a Company incorporated in Great Britain and registered in Scotland. Copies of the group financial statements of SSE Plc can be obtained from the Company Secretary's office, 200 Dunkeld Road, Perth PH1 3AQ.

Royal Bank Leasing Limited is a member of The Royal Bank of Scotland Group plc, which is incorporated in Great Britain and registered in Scotland. Copies of the financial statements of The Royal Bank of Scotland Group plc may be obtained from Corporate Governance and Secretariat, The Royal Bank of Scotland Group plc, Gogarburn, Edinburgh EH12 1HQ.

**UK Government**

The UK Government through HM Treasury is the ultimate controlling party of The Royal Bank of Scotland Group plc. Its shareholding is managed by UK Financial Investments Limited, a company it wholly-owns, and as a result the UK Government and UK Government controlled bodies are related parties of the Company.

Transactions between the Company, the UK Government and UK Government controlled bodies consisted solely of corporation tax and value added tax except those disclosed below:

## NOTES TO THE FINANCIAL STATEMENTS (continued)

## 14. Related parties (continued)

<b>Transactions with Royal Bank Leasing Limited</b>	<b>2014 £'000</b>	<b>2013 £'000</b>
Administrative fees	67	65
Loans received	7	7
Loans repaid	3,429	3,324
Interest on loans	4,507	4,697
<b>Southern Electric Contracting Limited</b>	<b>2014 £'000</b>	<b>2013 £'000</b>
Contractors' fees	(2,420)	4,354
<b>Payable at year end</b>	<b>2014 £'000</b>	<b>2013 £'000</b>
Royal Bank Leasing Limited	77,174	80,596
Southern Electric Contracting Limited	1,330	984
<b>Cash and cash equivalents</b>	<b>2014 £'000</b>	<b>2013 £'000</b>
Cash with Royal Bank of Scotland plc	2,435	1,967

SSE Contracting Limited is a fully owned subsidiary of SSE Plc.

## 15. Post balance sheet events

There have been no significant events between the year end and the date of approval of these financial statements which would require a change to or disclosure in these financial statements.