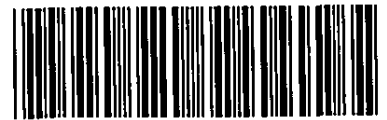


WESSEX WATER SERVICES LTD

Accounts for the year to
30 June 2010

Registered in England and Wales No. 2366648

THURSDAY



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COMPANIES HOUSE

DIRECTORS' REPORT

The directors present their report and the audited accounts for the year to 30 June 2010

PRINCIPAL ACTIVITIES

The principal activities of the company are the supply of clean water and the treatment and disposal of waste water

FINANCIAL AND OPERATIONAL REVIEW

This year Wessex Water has not only achieved the highest levels of quality, compliance and customer service, but also been recognised as the best water and sewerage company in England and Wales

HIGHLIGHTS

- recognised as the best performing water and sewerage company in England and Wales according to industry regulator Ofwat
- achieved the highest ever overall OPA score in the industry since the measure was first introduced
- improved service levels so that 98% of customers who contacted us rated our service as either good or very good
- received the Citizens Advice inaugural award for best customer service in the UK in recognition of our best-practice approach to dealing with customers in debt
- delivered all customer demands for water without restriction
- topped Ofwat's telephone call handling satisfaction survey
- retained our government standard Customer Service Excellence award for our approach to customer services
- kept leakage within our target level, despite the major increase in bursts caused by the very cold winter this year
- delivered net capital expenditure of £103.1m (£108.8m gross) in time and under budget
- met all outputs under the monitoring plan programme and, in fact, exceeded them over the AMP4 period
- increased our self-generated renewable electricity to 38GWh – 15% of our total electricity use – of which we exported 5GWh

FINANCIAL PERFORMANCE

Operating performance

We have outperformed the targets used by Ofwat in setting price limits in 2004 and successfully delivered the AMP 4 investment programme. In 2009-10 operating profit increased from £201.8m to £215.1m and due to reduced interest costs profit after taxation increased from £89.1m to £104.0m

Turnover

Turnover increased by £12.5m or 2.9% to £436.7m, largely as a result of the April 2009 price increase, but offset by customers switching to meters and reductions in volumes due to the impact of the economic recession

Operating costs

Operational costs, excluding depreciation, reduced by £5.7m, from £126.9m to £121.2m, because of savings above inflation in the operating business and a one off reduction in the actuarial pension costs. These reductions were greater than the upward cost pressures for debt collection and business rates. Depreciation charges (including the infrastructure maintenance charge and disposal of assets) increased by £4.9m from £95.5m to £100.4m, with infrastructure maintenance increasing by £1.3m and depreciation by £3.6m because of the ongoing capital investment programme

Interest, tax and dividends

Interest charges decreased from £83.5m last year to £58.8m this year. There was a £1.3m decrease related to the accounting charge for FRS 17 Pension costs and reductions due to falling interest rates. The average cost of debt fell from 5.5% to 3.7%

The corporation tax charge in the year was £32.2m, an increase of £12.5m over last year, being a combination of higher profits and less group relief received. Deferred tax was a charge of £9.5m last year which increased to £20.1m this year

Wessex Water's dividend policy is to declare dividends consistent with the company's performance and prudent management of the economic risk of the business. The benefits during the five year period are shared between customers in the form of investment in added services and the shareholder in the form of additional dividends

Dividends declared in the year amounted to £138.9m compared to £81.1m last year. The large increase was because the dividend for the quarter to March 2009 was deferred from last year to this year, otherwise the increase would have been from £108.0m to £112.0m

Cash flow

Net debt increased by £22.5m to £1,531.7m. The net cash outflow comprised

- cash inflow from operating activities of £294.8m, less
- capital investment cash outlay of £98.9m, less
- interest payments of £56.6m, less
- tax payments of £22.9m, less
- dividend payments of £138.9m

Pensions

The actuarial valuation at December 2007 showed a deficit of £60.6m up from £60.0m at December 2004. As a result employer contribution rates were increased and the company agreed to make special annual contributions of £7.2m in December 2008, March 2010 and in March each year for the next 8 years. The next actuarial valuation is at December 2010.

In the balance sheet the pension deficit is calculated using the FRS 17 accounting assumptions, on this basis, the deficit has increased from £45.9m at June 2009 to £99.8m at June 2010.

THE LAST FIVE YEARS

We have outperformed the assumptions for AMP4. Over the last five years operating costs were 9% lower than Ofwat assumed and the capital investment programme has been delivered for 15% less than was originally allowed for. These savings will benefit customers over the next five-year period. In addition we have also delivered the highest levels of service to customers in the industry and have

- achieved the highest ever overall performance score (OPA) in the industry by some margin
- outperformed the 2004 price determination by exceeding the total number of outputs required
- topped Ofwat's customer satisfaction survey
- met customer demands for water without restriction for the 33rd year
- had no major or significant pollution incidents for the second year running – a first in the industry
- received a range of awards for our performance including the Queen's Award for Enterprise, the Citizens Advice inaugural award for best customer service in the UK, the government standard Customer Service Excellence Award for our approach to customer services and the Utility Week award for customer care
- returned outperformance to the customer resulting in bills 5% lower than they might have otherwise been
- kept leakage within our target level, despite the major increase in bursts caused by the very cold winters this year and last
- improved service levels so that 98% of customers who contacted us rated our service as either good or very good
- increased our renewable generation by 68% and achieved self sufficiency in energy at our largest works, serving an equivalent population of 750,000 people
- introduced internal trading within operational business units, including the creation of GENeco, to give a greater focus and understanding of costs and to deliver efficiencies

OUR LONG TERM PLAN

We have successfully negotiated a price review that brings stability for the next five years and this coincides with an incoming government which, through its coalition agreement, has committed to evolution rather than revolution of the industry.

Customers indicated during the 2009 price control that they wanted an efficient, safe, reliable supply of water at reasonable cost now and in the future and everything else was of markedly less importance.

Our own research showed that they wanted better service rather than lower bills, but equally, they did not want to see bills go up above inflation either. The key areas for service improvement were reductions in leakage, improvements in security of supply and a lower carbon footprint.

Our draft business plan therefore proposed flat bills plus service improvements on the issues that customers said mattered to them. By the time of the final business plan the worsening economic climate and new obligations and taxes meant that we could no longer deliver these improvements while keeping bills flat. So we refined our plan to defer investment on items of low priority to customers, keeping annual bill rises below 1%.

Our final determination from Ofwat reinstated some of the items that we had proposed to defer and cut out some items that customers had said they wanted, in particular metering that would have reduced leakage. Overall, bills in the next five-year period will rise annually at around 0.6%.

Our plan for the next five years is:

- to integrate our water supply assets to improve security of supply, deal with deteriorating raw water quality and improve river flows
- for improvements to drinking water quality
- for further reductions in the risk of flooding to properties
- for improvements to comply with the Bathing Water, Urban Waste Water and Shellfish Directives
- for a further reduction in our carbon footprint by increasing the use of sewage sludge to generate renewable energy

- an investment programme of £1bn
- a cumulative K factor of 6% over five years
- average bills in 2015 3 1% higher in real terms than at present

We are now focused on delivering the outputs and efficiencies required over the next five years while continuing to provide the highest levels of customer service in the industry

A sustainable future

It is our intention to become a genuinely sustainable water company. Much has been achieved over the last 20 years in the water sector – customer service and impacts on the water environment have improved considerably, water companies' efficiency has increased greatly and significant investment has been delivered in a timely manner.

But we believe change is needed if we are to successfully respond to the challenges we face nationally and globally. We believe there are some major reforms that are worth serious consideration.

- the right approach to long-term investment is critical to the services we provide. We are a long-term business with investment that should be directed by long-term priorities, including the main concerns of customers, which we know are consistent over time. Currently, the entire investment programme is reviewed from scratch every five years. Replacing this with a 10-20 year investment programme would bring greater continuity and provide the opportunity to test more sustainable approaches.
- interest in competition has increased in recent years and we are interested in greater use of market mechanisms in specific areas such as bulk water trading. The creation of incentives for more exchanges between companies would avoid unnecessary duplication and deliver cheaper bills to customers and more sustainable outcomes for the environment.
- we believe that relaxing the constraints on company mergers would provide significant reductions in operating costs and lower bills for customers. With company performance levels converging, the need for comparators is much diminished compared to that at privatisation. More value would now be gained from efficiency savings through mergers, particularly between co-located water only and water and sewerage companies.
- we believe CCWater's committee structure could be augmented by customer panels, focus groups, both domestic and commercial, social providers and interest groups on a regular basis to obtain good coverage of issues and priorities.

Whatever changes are proposed, we envisage a spectrum of market and regulation-led approaches to service delivery. Some fresh thinking and major changes are required if we are to deliver a genuinely sustainable water sector. We need to make continual improvements and deal with emerging challenges successfully.

Risks

There are, inevitably, some uncertainties ahead.

- the transfer of private sewers, probably in 2011-12, which is likely to result in an interim determination to cover the significant cost impacts.
- tax reform of capital allowances which could result in further increases in tax.
- the impacts of the Traffic Management Act.
- uncertainty over capital prices and the mismatch between the regulatory index and the real world.
- continuing uncertainty over pension deficits.
- continued economic uncertainty which is affecting customer debt.
- regulatory reform.
- the principle of development being self-financing needs to be backed by a legal framework which ensures developers cannot connect to sewers where capacity is not available and they contribute their fair share of the costs of any necessary improvements to infrastructure.

Our five-year commitments

We have put into place plans to deliver our commitments for the next five years while maintaining our industry leading performance. These include:

- introducing new work and asset management systems
- greater competitive challenge of our in-house service delivery
- changes to our terms and conditions to match our future needs
- bringing together partners to help in the delivery of the capital programme
- continued development of BWBSL, our billing joint venture with Bristol Water, to ensure we continue to have the lowest cost of service and are well prepared for retail competition
- continued growth of our waste to energy business, GENeco
- even tighter focus on risk management

OUR CUSTOMERS

Customer service

- Wessex Water's industry leading customer service has gone from strength to strength over the last five years, culminating in 2009 in our best ever score in Ofwat's OPA report assessing water company quality of services – the highest overall score in the industry since the measure was introduced

Over the last five years we have also received a number of awards for our performance

These have included the Queen's Award for Enterprise, the Citizens Advice inaugural award for best customer service in the UK, the government standard Customer Service Excellence Award for our approach to customer services and the Utility Week award for customer care

Of the 2,000 customers surveyed in our own monthly satisfaction survey, 98% rated our overall service as good or very good and we remain at the top of Ofwat's independent survey of customer satisfaction

Nonetheless, we are working hard to reduce complaints and have, for example, during the last year introduced new literature, procedures and website pages to assist metered customers

We have formed partnerships with local authorities and the Environment Agency to provide a forum for discussing and resolving any issues related to our services. These have proved particularly fruitful in the case of flooding where various bodies have responsibilities in this area and working in partnership can deliver better solutions than working in isolation

Our education programme continues to flourish, both with organisations that come into contact with vulnerable customers and also on wider water and sewerage issues, for example through our schools' engagement

Discoloured water and iron compliance

During the year we have relined and replaced distribution mains with the aim of improving water quality and have also begun a major mains rehabilitation project in Bridgwater for completion in summer 2011

First-time sewerage

We have successfully completed our programme to provide communities with a public sewerage system, exceeding our AMP4 five-year investment programme target. During 2005-2010 we completed 24 schemes

Encouraging water efficiency

Our customers have now enjoyed 33 consecutive years without hosepipe or other restrictions and our reservoir and groundwater storage levels are healthy

During the year we have put in place a range of measures to help our customers use water as efficiently as possible including

- provision of educational information for customers through our website and various publications, including leaflets and the customer magazine
- provision of educational classes and materials for school children, including our Waterwatch pack
- distribution of free Save-a-Flush devices and self audit packs
- promotion of water saving devices such as showerheads, tap inserts and water efficient appliances on our partnership website, www.wessexwatershop.co.uk
- promotion of the benefits of saving water for our commercial customers
- activities inside Wessex Water such as treatment process optimisation, leakage management and reducing water wastage in offices

Demand for optional meters has been high over the year with more than 11,500 meters installed. Around 47% of our household customers are now paying for water on the basis of use

We are aiming to meet our water efficiency target through continuing and enhancing these water efficiency initiatives and also through the introduction of a free WaterSave pack for customers

Affordability, tariffs and debt recovery

With the fragile economic climate and unemployment increasing markedly over the year we have continued to see growing affordability problems and a worsening bad debt position

Our new credit management system enables us to respond more effectively to this situation. It allows improved segmentation of our customer base which brings more accurate targeting of customers and ultimately more productive and successful debt recovery

We remain committed to our work on affordability and are delighted to have been awarded the Citizens Advice inaugural award for best customer service in the UK in recognition of our best-practice approach to dealing with customers in debt

Around 6,000 customers have already benefited from our Assist tariff aimed at making it possible for those with the greatest difficulty in paying to make a modest contribution towards the costs of water and sewerage services

By encouraging customers to adopt an affordable payment routine we have increased cash collection by 30% despite cutting charges by around 50%

Our Restart schemes, which are designed to get customers who are having difficulty paying back on track, are still working well and evidence continues to suggest that 14 out of 15 people on the schemes will not fall into arrears again

During the year, we continued our trial to test the effectiveness and customer response to three different sophisticated tariffs using smart meters

OUR ENVIRONMENT

Our compliance with drinking water standards remains at more than 99.9% and compliance with sewage discharge consents at 100%. For the sixth consecutive year, compliance with the EU's mandatory bathing water standards remains at 100%

Drinking water

We have completed the quality enhancement schemes included in the AMP4, 2005-2010, investment programme. Wherever possible we continue to be innovative by developing lowest whole-life cost sustainable solutions rather than building conventional end-of-pipe treatment works

Nitrates

We have dealt with rising nitrates by adopting a sustainable approach using catchment management. Our specialists work alongside the local farming community to identify potential pollutant pathways and find alternative land management practices that will protect and improve groundwater quality

We have

- constructed ion exchange nitrate removal plants at two sites
- blended or substituted from a neighbouring site at three sites
- implemented catchment management at four sites

During AMP5, 2010-2015, we will extend our catchment management work to a further eight at-risk sites

Pesticides

Two schemes were included in the AMP4 programme for pesticides and once again we have worked with farmers to reduce the risk of contamination

The three-year ban on spraying pesticides around our Friar Waddon source has been very successful. In 2009 there was an accidental pesticide pollution but measures were quickly put in place to safeguard supplies and public health was not compromised. We are working with the farm to eliminate the risk of this recurring. We are also negotiating to extend the no-spray agreement for a further three years

We have experienced problems with pesticides, including metaldehyde, at two other sources that are now subject to improvement schemes in AMP5

Environmental programme

AMP4 included a major programme of environmental investigations and improvements, all of which were completed on time

Phosphorus removal

This year we have successfully completed projects to remove phosphorus at 14 sewage treatment works

Misconnections

We have continued our work programme to identify and reduce the number of misconnections to the sewerage system which give rise to stream pollution. Since the start of AMP4 this has ensured more than 900 properties no longer cause pollution

Biodiversity

In the last year, 84% of our Sites of Special Scientific Interest (SSSI) landholding was in favourable or recovering condition, compared with the national target of 95%. Consequently, we are working on new management agreements with our affected tenants and liaising with other conservation organisations

We have also brought some sites back under our direct management and will be introducing additional management to improve the status. We have worked with Natural England and our tenants to include large areas of land in new Higher Level Stewardship plans and have entered into a new agreement which will secure the long-term future of our largest and most valuable SSSI. In all, we have specialist conservation management in place at 49 sites

The third phase of our Biodiversity Action Plan Partners Programme ended in 2009-10. Through the third parties that we support, the programme has successfully promoted river restoration and forms of land management that benefit the water environment. We have agreed a number of projects that will be supported over the next five years.

Environmental impact – low flows

We completed 13 low flows investigations and the appraisal of options for solving low flows. We also successfully completed the three water supply stream support and compensation flow schemes required in AMP4.

During the year we completed the Chitterne groundwater source testing on Salisbury Plain to assess its impact on the environment and flows in the River Till in particular. It has shown that as long as the annual authorised volume from Chitterne is greatly reduced, abstraction at up to 13ML/d can continue during the summer months without significant impact on flows or the river environment.

The Environment Agency and local fishing groups have accepted these conclusions. The necessary licence change will be made during 2010-11 subject to approval by the Environment Agency of alternative supplies from Wimbleball reservoir.

Carbon management

Carbon management and accounting is a fundamental part of our central aspiration to become a genuinely sustainable water company, reflected in our long-term goal to become carbon neutral.

There has been a reduction of 5,000 tonnes in gross carbon dioxide emissions. There was an increase in natural gas used for sludge drying and in the grid emissions factor, each contributed an increase of around 700 tonnes. The biggest downward factor was the increase in renewable energy from biogas combined heat and power plants, which contributed a saving of 4,600 tonnes of carbon dioxide compared with the previous year.

Process emissions show an increase of 700 tonnes carbon dioxide equivalent from methane and a decrease of 300 tonnes carbon dioxide equivalent from nitrous oxide.

Our self-generated renewable electricity now amounts to 38 gigawatt hours, 15% of our total electricity use, of which we exported 5 gigawatt hours.

OUR ASSETS

Asset maintenance

In 2004 we realised that an increase in capital maintenance was required over the period 2005-2010 to renew a growing proportion of ageing assets and accordingly we have invested significant sums in maintaining stable assets.

We have undertaken improvements to our methodology that have been recognised through maintaining our accreditation to PAS55, the internationally recognised standard for asset management.

We are continuing to develop our asset knowledge processes through investment in a new work and asset management system that is being extended to all parts of the business during 2010.

These process improvements have allowed us to develop new methods of asset management that will ultimately improve our services and resilience. For instance, our investment methodology for sewerage infrastructure is moving away from old industry practice to a totally risk-based approach to maintenance.

Sewage flooding

We have successfully completed our sewer flooding programme and concluded the AMP4 period, with fewer properties on the flooding registers than our targets. Our external flooding programme has also removed 791 properties or areas at risk of external flooding against a target of 746.

We have started working with local councils on the development of surface water management plans and now have data sharing agreements with four of the 12 upper-tier authorities in our licence area.

Intermittent discharges

During AMP4 we improved 27 unsatisfactory storm discharges that discharge very dilute sewage to rivers following heavy rainfall.

Security

We have invested more than £18m on security improvements over the last five years, including two security related improvement schemes included in the quality enhancement programme.

- SEMD – emergency planning for worst case scenario
- a five-year programme of security work at our service reservoirs, water treatment works and gas stores to comply with the Security Service and Centre for Protection of National Infrastructure

We have also completed a number of projects to meet new demands such as the Somerset spine main serving central Somerset

Meeting new demands

To ensure communities can be served by more than one source of water in future we have started developing a 112km regional water supply grid that will take eight years to complete at a cost of £289m. It will involve connecting a major part of the water supply network from the north of Bournemouth, through Salisbury and towards Bath

Leakage

Although it remains within our monitoring plan target, leakage increased from 72.2ML/d last year to 73.9ML/d this year as a result of cold conditions at the start of 2010. These caused an increase in bursts and leaks that we were unable to locate and repair quickly due to the extensive snow cover over the region

Sewerage

Investment during the year in sewerage was lower than expected due to the impact of the economic downturn and uncertainty over timing of development. A number of large requisition schemes were shelved as developers decided to defer new building until market conditions improved. However, some investment progressed on schemes to address under capacity in the existing network

OUR PEOPLE

The past year has once again shown that one of Wessex Water's greatest strengths is the quality of its employees. They continue to provide the outstanding skills and dedication that have seen us recognised as the best water and sewerage company in England and Wales

The challenging price review determination and ongoing effects of the economic climate unfortunately meant that 215 of our staff were made redundant over the course of the year. There was a reduction in staff numbers spread across the region that comprised a mixture of reviews of contract and agency staff, normal turnover, voluntary arrangements and some compulsory redundancies

We are committed to maintaining appropriate levels of skills and helping to realise the potential of individuals to ensure that this remains the case

In the last few years, our training has been restructured so it is easier to access, more transparent and sits in line with the EU competent operator framework. The Wessex Water Academy is a learning centre focused on developing operational, managerial and leadership skills

It delivers internationally recognised qualifications for managers, recognised vocational qualifications, such as NVQs, youth training, technical, legal and regulatory skills training and professional qualifications. It also assists with access to further and higher education and opportunities for professional development while our apprentice scheme provides on-the-job training alongside formal education

Our Eureka! scheme encourages staff to think about ways to save money, working more efficiently or improving quality, with financial incentives for implemented suggestions and during 2009-10, 113 entries were submitted

Health and safety

The company's commitment to health and safety remains strong and we regard the maintenance of high standards as a critical measure of the successful operation of the business. Our health and safety team advise on health and safety policy, the development of company targets and monitoring compliance with company standards

Dedicated health and safety advisers work with managers and supervisors to ensure the safety of our employees and others while promoting and maintaining the company's standards and strategy for health and safety

In 2009 we saw continuing reductions in incidents, as a result of improved safety awareness across all parts of the business, safety briefings, better reporting, workplace audits and inspections. Improvements to work activities resulting from investigations of all incidents and monitoring accident trends also played their part

We continue to review our health and safety policy, arrangements and safety documentation to ensure they remain best practice and will continue to support the Water UK occupational health and safety group in developing appropriate industry standards

EMPLOYMENT

The company offers equal opportunities to all applicants for employment. Disabled people are considered for employment, training, career development and promotion on the basis of their aptitude and abilities, in common with all employees. Employees who become disabled whilst employed by the company are actively encouraged to find appropriate employment

within the business. A high priority is given to employee communications which include team meetings, televisual communication, conferences and the wide availability of the company intranet.

SUSTAINABILITY

The company has a sustainability vision that guides its progress towards being a sustainable water company. The sustainability vision is reviewed bi-annually. The company's sustainability panel monitors progress and discusses major issues of current and future concern.

ENVIRONMENT POLICY

The company protects, conserves and improves the environment and operates in a socially responsible manner. Working practices are continually revised as improved techniques and technologies become available. The environment policy is reviewed annually.

ETHICAL POLICY

We are determined to maintain our reputation as a company that observes the highest standards of personal and corporate integrity by adhering to a strict code of business ethics. We aim to be the best and value everyone's contribution in our pursuit of excellence. We are honest in the way we conduct our business. We treat one another, our customers and the environment with respect.

RESEARCH AND DEVELOPMENT

The company carried out research and development in support of existing activities to improve the reliability and effectiveness of water and waste water services.

MARKET VALUE OF LAND AND BUILDINGS

In the opinion of the directors, the market value of land and buildings of the company exceeds the book value of these assets at 30 June 2010.

CHARITABLE DONATIONS

During the year £179,000 was donated to UK charities (2009 - £113,000).

SUPPLIER PAYMENT POLICY

The policy in respect of its suppliers is to agree the payment terms for transactions in advance and to make payments in accordance with those terms. At 30 June 2010 trade creditors represented approximately 32 days trade purchases (2009 - 31 days). The company does not follow any specific external code or standard on payment policy.

CORPORATE GOVERNANCE

Wessex Water is committed to high standards of corporate governance. As a private company its shares are not listed on the stock exchange. However, under Condition F of its Instrument of Appointment as a water and sewerage undertaker ("the Licence") it is required to conduct its water and sewerage businesses as if they were the company's sole businesses as a public limited company. In so doing the directors take account of the principles of good governance in the Combined Code as approved for the purposes of the Listings Rules of the Financial Services Authority in the context of the company's circumstances as a private company with a single shareholder.

THE BOARD

The board annually reviews and approves the company's Organisation and Control Arrangements which set out the principal duties of the board, matters reserved for its decision and the terms of reference of its committees. Matters reserved to the board include strategy, material changes to the company's management and control structure, approval of board appointments, award of material contracts, risk management, disposal of material assets, approval of the annual operating budget, significant changes in accounting policy, approval of dividend policy and defence or settlement of material litigation.

The board meets at least bimonthly.

The executive directors are appointed on one year rolling contracts. Three independent non-executive directors are appointed to the board in accordance with the requirements of Condition P of the Licence. Customer interests are further represented by the appointment of an independent customer director. Three non-executive directors are appointed by the company's sole shareholder.

BOARD COMMITTEES

Three formal committees have been established

- Audit Committee
- Remuneration Committee, and
- Nomination Committee

Audit Committee

The primary function of the committee is to review the reporting of financial and other information, the systems of internal control, the effectiveness and objectivity of internal and external processes and to maintain appropriate relationships with the company's external auditors KPMG Audit Plc. The terms of reference of the committee include all matters indicated by the Combined Code, and the committee considers any other corporate governance issues referred to it by the board.

The committee meets at least twice a year. Membership comprises three independent non-executive directors. The committee has access to the company's director of finance, director of regulation, the financial controller and the company's external auditors.

Members: D M Barclay, chairman, Mrs L C S Bennett and P J Costain

Remuneration Committee

The role of the remuneration committee is to ensure that the company's directors and senior managers are fairly rewarded for their overall contribution to company performance, giving due regard to market rates, individual performance and the financial health of the company. The committee reviews proposals for the total remuneration package, to include salary, bonus, pensions and other benefits as well as recommending policies and best practice. Salary and bonus levels are benchmarked against the HAY Industrial and Services Sector comparison of companies, with jobs sized in relation to scope, role, responsibilities and impact to determine salary. Bonus payments are made annually on the basis of a weighted average of company, department and individual performance. Company performance includes measurement against Ofwat performance targets.

The remuneration committee is exclusively comprised of independent non-executive directors of the board and meets during the year as necessary. Members of the remuneration committee do not participate in decisions concerning their own remuneration.

Members: H Yeoh, chairman, D M Barclay, P J Costain, F Yeoh and M Yeoh

Nomination Committee

The nomination committee's duty is to ensure that appropriate procedures are in place for the nomination, selection, training and evaluation of directors and for succession planning. It reviews board structure, size, composition and successional needs.

Members: H Yeoh, F Yeoh, CF Skellett and M Yeoh

INTERNAL CONTROL

The board maintains full control and direction over strategic, financial, risk management, organisational and regulatory issues. The board has ensured that an organisational structure is in place that has defined lines of responsibility and delegation of authority. There are established systems for capital authorisations and asset disposal. Regular reviews of the key risk items that may affect the company are held at board level and in the audit committee. The board receives a management report detailing all relevant financial, operational and regulatory matters that affect the company.

The board ensures that the company maintains an internal audit department that is charged with carrying out reviews of capital expenditure and adherence to business and financial control procedures. The board receives regular updates on changes to the legal and regulatory framework within which the company's business operates.

The company secretary reports changes to corporate governance requirements and best practice to the board.

DIRECTORS

The following were directors of the company during the year and subsequently -

C F Skellett - Executive Chairman
D M Barclay *
Mrs L C S Bennett **
S A Cater
Kathleen Chew +
P J Costain *
P J L Dennis
D J Elliott
T K Harris – resigned 15 March 2010
J E Porritt *
M T Watts – appointed 16 March 2010
Francis Yeoh #
Hong Yeoh #
Mark Yeoh #

* Independent non-executive director
Non-executive director

** Independent customer director
+ Alternate director to Francis Yeoh

The following directors have been granted ordinary share options of Malaysian Ringgit RM0 50 each in YTL Power International Berhad

	Opening number	Exercise price RM	Date of grant	Exercise date	Expiry date	Grant	Exercise	Closing number
SA Cater	240,000	1 32	13/12/2002	13/12/2005	29/11/2011	-	(240,000)	-
SA Cater	1,400,000	1 61	28/11/2008	28/11/2011	29/11/2011	-	-	1,400,000
PJL Dennis	2,000,000	1 82	16/05/2005	16/05/2008	29/11/2011	-	(40,100)	1,959,900
DJ Elliott	240,000	1 32	13/12/2002	13/12/2005	29/11/2011	-	-	240,000
M T Watts	240,000	1 32	13/12/2002	13/12/2005	29/11/2011	-	-	240,000

The market price of share options exercised in the year was RM2 19 and the gain on exercise was RM222,841

The interests in shares of Francis Yeoh, Hong Yeoh and Mark Yeoh are disclosed in the accounts of YTL Power International Berhad There were no other interests in shares of group companies that are disclosable in these accounts

DISCLOSURE OF INFORMATION TO AUDITORS

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware, and each director has taken all the steps that ought to have been taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

RE-APPOINTMENT OF AUDITORS

Pursuant to section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG Audit Plc will therefore continue in office



By order of the Board
A J Phillips - Company Secretary
10 September 2010

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

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 the financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

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 judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, 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 its financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF WESSEX WATER SERVICES LTD

We have audited the financial statements of Wessex Water Services Ltd for the year ended 30 June 2010 set out on pages 13 to 30. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 11, 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 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 (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's web-site at www.frc.org.uk/apb/scope/UKNP

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 30 June 2010 and of its profit for the year then ended,
- have been properly prepared in accordance with UK 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 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.



AC Campbell-Orde (Senior Statutory Auditor)
for and on behalf of KPMG Audit Plc,
Statutory Auditor
Chartered Accountants
100 Temple Street
Bristol, BS1 6AG
10 September 2010

PROFIT AND LOSS ACCOUNT
For the year to 30 June 2010

	NOTE	Year to 30.06 10 £m	Year to 30 06 09 £m
Turnover	2	436.7	424.2
Operating costs	3	(221.6)	(222.4)
<hr/>			
Operating profit	2	215.1	201.8
Interest payable and similar charges	4	(57.0)	(87.8)
Interest receivable	4	0.5	7.9
Other finance charge	16	(2.3)	(3.6)
<hr/>			
Profit on ordinary activities before taxation		156.3	118.3
Taxation on profit on ordinary activities	5	(52.3)	(29.2)
<hr/>			
Profit for the financial year		104.0	89.1
		<hr/> <hr/>	<hr/> <hr/>

The company's turnover and operating profit were generated from continuing activities

The accompanying notes are an integral part of this profit and loss account

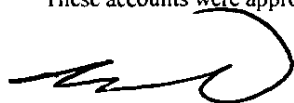
BALANCE SHEET
30 June 2010

	NOTE	30 06 10 £m	30 06 09 £m
Fixed assets			
Tangible assets	8	2,003.1	2,012.7
Investments	9	-	-
		2,003.1	2,012.7
Current assets			
Stock and work in progress	10	5.7	5.2
Debtors	11	136.2	129.8
Short term cash investments	12	53.2	32.1
		195.1	167.1
Creditors - amounts falling due within one year	13	(189.6)	(174.6)
Net current assets / (liabilities)	1a	5.5	(7.5)
Total assets less current liabilities		2,008.6	2,005.2
Creditors - amounts falling due after more than one year	14	(1,504.1)	(1,476.6)
Provisions for liabilities and charges	15	(103.9)	(86.3)
Retirement benefit obligations	16	(73.0)	(34.1)
Deferred income	17	(19.3)	(20.0)
Net assets	2	308.3	388.2
Capital and reserves			
Called up equity share capital	18	81.3	81.3
Profit and loss account	19	227.0	306.9
Equity shareholders' funds	20	308.3	388.2

The accompanying notes are an integral part of this balance sheet

Registered in England and Wales No 2366648

These accounts were approved by the board of directors on 10 September 2010 and signed on its behalf by



M T Watts
Director

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
For the year to 30 June 2010

	NOTE	Year to 30.06.10 £m	Year to 30 06 09 £m
Profit for the financial year		104.0	89.1
<hr/>			
Total recognised gains relating to the financial year		104.0	89.1
Actuarial (losses) / gains net of taxation	19	(45.0)	8.8
<hr/>			
Total gains recognised since last annual report		59.0	97.9
		<hr/> <hr/>	<hr/> <hr/>

NOTES TO THE ACCOUNTS
For the year to 30 June 2010

1 Accounting policies

a Basis of preparation

The financial statements have been prepared on a basis consistent with the last financial year, under the historic cost convention, in accordance with applicable accounting standards in the United Kingdom and, except for the treatment of certain grants and contributions (see note 1e) in accordance with the Companies Act 2006

The directors have considered the financial position of the company and have concluded that it will be able to meet its liabilities as they fall due for the foreseeable future. For these purposes the foreseeable future is taken to mean a period of at least 12 months from the date of approval of these accounts

The company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare group financial statements. The financial statements present information about the company as an individual undertaking and not about its group

b Turnover

Turnover represents income receivable in the ordinary course of business, excluding VAT, for services provided to third party customers. Turnover is recognised to the extent that it is probable that economic benefits will flow to the company. The company has chosen not to recognise as turnover the bills raised for customers who have a record of at least two years non payment

c Tangible fixed assets and depreciation

Tangible fixed assets comprise infrastructure assets and other assets

- i Infrastructure assets comprise a network of systems of mains and sewers, impounding and pumped raw water storage reservoirs, dams, sludge pipelines, sea outfalls and infrastructure investigations and studies. Expenditure on infrastructure assets relating to enhancements of the network is treated as additions which are included at cost after deducting connection charges and grants

The depreciation charge for infrastructure assets is the estimated level of average annual expenditure required to maintain the operating capability of the network, based upon the company's independently certified asset management plan. No other depreciation is charged on infrastructure assets because the network of systems is required to be maintained in perpetuity and therefore has no finite economic life

- ii Other assets include properties, plant and equipment and are shown at cost less accumulated depreciation. Freehold land is not depreciated. Other assets are depreciated evenly over their estimated economic lives, which are principally as follows

Buildings and operational structures	15 - 80 years
Plant, machinery and vehicles	3 - 30 years
Other assets	4 - 15 years

d Leased assets

Where assets are financed by leasing arrangements which transfer substantially all the risks and rewards of ownership of an asset to the lessee (finance leases), the assets are treated as if they had been purchased and the corresponding capital cost is shown as an obligation to the lessor. Leasing payments are treated as consisting of a capital element and finance costs, the capital element reducing the obligation to the lessor and the finance charge being written off to the profit and loss account over the period of the lease in reducing amounts in relation to the outstanding obligations. The assets are depreciated over the shorter of their estimated useful lives and the period of the lease. All other leases are regarded as operating leases. Rental costs arising under operating leases are written off in the year they are incurred

e Grants and contributions

Grants and contributions in respect of specific expenditure on non-infrastructure fixed assets are treated as deferred income and recognised in the profit and loss account over the expected useful economic lives of the related assets (note 17). Grants and contributions relating to infrastructure assets have been deducted from the cost of those assets. This is not in accordance with the requirements of the Companies Act 2006 which requires assets to be stated at their purchase price or production cost, without deduction of grants and contributions which would be accounted for as deferred income. The departure from the requirement of the Act is, in the opinion of the directors, necessary to give a true and fair view. This is because infrastructure assets are not depreciated directly and accordingly the related grants and contributions would not be recognised through the profit and loss account. The effect on the value of fixed assets is disclosed in note 8

f Investments

Investments held as fixed assets are stated at cost less any provisions for impairment. Those held as current assets are stated at the lower of cost and net realisable value.

g Stock

Stock and work in progress are stated at cost less any diminution in value. In respect of work in progress, cost includes labour, materials and attributable overheads.

h Foreign currency

All transactions of UK companies denominated in foreign currencies are translated into sterling at the actual rates of exchange ruling at the dates of the transactions. Foreign currency balances are translated into sterling at the rates of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account. Gains and losses on these translations are taken to reserves net of exchange differences arising on related foreign currency borrowings.

i Research and development

Research and development expenditure is written off in the year in which it is incurred.

j Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised with discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

k Pensions

The Group operates a pension scheme providing benefits based on final pensionable pay. The assets of the scheme are held separately from those of the Group. Pension scheme assets are measured using market values. Pension scheme liabilities are measured using a projected unit method and discounted at the current rate of return on a high quality corporate bond of equivalent term and currency to the liability.

The pension scheme surplus (to the extent that it is recoverable) or deficit is recognised in full. The movement in the scheme surplus / deficit is split between operating charges, finance items and, in the Statement of Total Recognised Gains and Losses, actuarial gains and losses.

The Group also operates a defined contribution pension scheme. Contributions to the scheme are charged to the profit and loss account in the period to which they relate.

l Cash flow

Under Financial Reporting Standard 1 (revised 1996) the company is exempt from the requirement to prepare cash flow statements on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.

m Joint arrangements

The company has certain contractual arrangements with other participants to engage in joint activities that do not create an entity carrying on a trade or business of its own. The company includes its share of assets, liabilities and cash flows in such joint arrangements in the financial statements.

n Finance costs

Finance costs of debt are recognised in the profit and loss account over the term of the instrument at a constant rate on the carrying amount.

o Debt

Debt is initially stated at the amount of the net proceeds after the deduction of issue costs. The carrying amount is increased by the finance cost in respect of the accounting year and reduced by payments made in the year.

p Interest rate instruments

Interest rate instruments are used to hedge against interest rate movements on the company's external financing. Interest payable or receivable is accounted for on an accruals basis over the life of the hedge.

q Dividends on shares presented within shareholders' funds

Dividends are proposed by the board and immediately afterwards are authorised by the shareholder, and are therefore recognised as a liability in the accounts until paid.

2 Segmental analysis

	Year to 30.06.10 £m	Year to 30.06.09 £m
Substantially all of the turnover, operating profit and net assets derive from the United Kingdom		
a Turnover		
Regulated	434.6	420.4
Intra group	2.1	3.8
	<u>436.7</u>	<u>424.2</u>
b Operating profit		
Regulated	215.1	201.8
Intra group	-	-
	<u>215.1</u>	<u>201.8</u>
c Net assets		
Regulated	308.3	388.2
Intra group	-	-
	<u>308.3</u>	<u>388.2</u>
3 Operating costs		
Manpower costs (note 6b)	38.5	38.6
Materials and consumables	23.9	23.6
Other operational costs	58.8	64.7
Depreciation	100.8	93.5
Amortisation of grants and contributions	(1.0)	(0.9)
Loss on disposals of fixed assets	0.6	2.9
	<u>221.6</u>	<u>222.4</u>
Operating costs include		
Operating leases for plant and machinery	0.9	1.3
Research and development	0.1	0.1
Directors' remuneration (note 6c)	1.4	1.1
	<u>2.4</u>	<u>2.5</u>
	Year to 30.06.10 £000	Year to 30.06.09 £000
Auditors' remuneration		
Audit of these financial statements	125	135
Other services pursuant to legislation	-	35
All other services	8	281
	<u>133</u>	<u>451</u>

4 Net interest payable	Year to 30 06.10 £m	Year to 30 06 09 £m
Interest payable		
To group companies	50.3	73.2
On bank loans	5.2	10.6
On finance leases	1.5	4.0
	<hr/>	<hr/>
Total interest payable	57.0	87.8
Interest receivable on short term deposits	(0.5)	(7.9)
	<hr/>	<hr/>
Net interest payable	56.5	79.9
	<hr/> <hr/>	<hr/> <hr/>
5 Taxation		
a Analysis of charge in the period		
Corporation tax		
UK corporation tax at 28.0%	34.5	22.9
Adjustments in respect of previous years	(2.3)	(3.3)
	<hr/>	<hr/>
Total corporation tax charge	32.2	19.7
	<hr/> <hr/>	<hr/> <hr/>
Deferred tax – current year		
Origination and reversal of timing differences	8.6	8.4
Decrease / (increase) in discount	6.6	(2.3)
	<hr/>	<hr/>
	15.2	6.1
Deferred tax – prior year		
Origination and reversal of timing differences	2.5	3.6
Decrease / (increase) in discount	2.4	(0.2)
	<hr/>	<hr/>
	4.9	3.4
	<hr/> <hr/>	<hr/> <hr/>
Total deferred tax charge	20.1	9.5
	<hr/> <hr/>	<hr/> <hr/>
Taxation charge on profit on ordinary activities	52.3	29.2
	<hr/> <hr/>	<hr/> <hr/>
b Current tax reconciliation		
Profit on ordinary activities before tax	156.3	118.3
	<hr/>	<hr/>
Current tax at 28.0%	43.8	33.1
Group relief for nil consideration	(0.3)	(2.0)
Adjustments in respect of previous years	(2.3)	(3.2)
Capital allowances for the year greater than depreciation	(3.8)	(4.4)
Payment of lease creditor capital	(1.8)	(1.8)
Other timing differences	(3.4)	(2.0)
	<hr/>	<hr/>
Total corporation tax charge - as above	32.2	19.7
	<hr/> <hr/>	<hr/> <hr/>

- c The 2010 Finance Bill published on 1 July 2010 announced a reduction in the corporation tax rate from 28% to 27%, effective from 1 April 2011. Had this change been enacted at the balance sheet date the deferred tax provision (note 15) would have decreased by £4.7m to £98.8m, and the deferred tax asset (note 16) would have decreased by £1.0m to £26.9m. There would be no change to the corporation tax balance at 30 June 2010.

6 Directors and employees	Year to 30.06.10 £m	Year to 30 06 09 £m
a Total employment costs of the company were		
Wages and salaries	56.3	61.6
Social security costs	4.4	5.3
Other pension costs	5.8	7.6
	<u>66.5</u>	<u>74.5</u>
b Total employment costs are charged as follows		
Capital schemes	21.2	30.9
Infrastructure renewals expenditure	6.8	5.0
Manpower costs (note 3)	38.5	38.6
	<u>66.5</u>	<u>74.5</u>
	Year to 30.06 10 £000	Year to 30 06 09 £000
c Total directors' remuneration		
Salary and fees	900	875
Compensation for loss of office	238	-
Bonuses	239	180
Benefits in kind	60	58
	<u>1,437</u>	<u>1,113</u>

The remuneration above is in respect of six executive directors (2009 – five) and seven non executive directors (2009 – seven)

Executive directors have one year rolling contracts of employment. In addition the executive directors received £1,251k (2009 - £500k) remuneration from other group companies. Five directors have benefits accruing under defined benefit pension schemes (2009 - four). The aggregate amount of company contributions to pension schemes in respect of directors was £154k (2009 - £180k).

d Highest paid director		
Salary	99	192
Compensation for loss of office	238	-
Bonus	39	50
Benefits in kind	5	15
	<u>381</u>	<u>257</u>

There is a different highest paid director in the two years and respectively they had an accrued annual pension entitlement of £158,996 at 30 June 2010 (2009 - £77,762)

		30 06.10	30 06 09
		number	number
e	Monthly average number of employees during the year		
	- Billing Services	334	323
	- All other staff	1,650	1,859
		<hr/>	<hr/>
	- Total	1,984	2,182
		<hr/> <hr/>	<hr/> <hr/>

7 Dividends

The dividend policy is to declare dividends consistent with the company's performance and prudent management of the economic risk of the business

	Year to	Year to
	30 06 10	30 06 09
	£m	£m
Final dividend in respect of a prior year but not recognised as a liability in that year of 32 08p per share on 81,350,000 ordinary shares (2009 – 31 1p)	26 1	25 3
Interim dividends of 138 66p per share on 81,350,000 ordinary shares (2009 – 68 59p)	112 8	55 8
	<hr/>	<hr/>
	138 9	81 1
	<hr/> <hr/>	<hr/> <hr/>

In accordance with FRS 21 "Events after Balance Sheet Date" the final dividend for 2009/10 declared and paid in July 2010 of £33 6m (41 3p per share) was not recognised in these financial statements

8 Tangible fixed assets

	Freehold land & buildings	Infra- structure assets	Plant machinery & vehicles	Other assets	Payments on account & assets in course of construction	Total
	£m	£m	£m	£m	£m	£m
Cost						
At 1 July 2009	660.3	1,127.7	1,009.9	74.4	109.2	2,981.5
Additions	4.0	33.8	20.8	4.9	34.7	98.2
Transfers on commissioning	9.8	8.7	77.9	13.0	(109.4)	-
Disposals	(1.2)	-	(9.7)	-	-	(10.9)
Grants and contributions	-	(5.3)	-	-	-	(5.3)
At 30 June 2010	672.9	1,164.9	1,098.9	92.3	34.5	3,063.5
Depreciation						
At 1 July 2009	175.8	337.6	435.3	20.1	-	968.8
Charge for the year	13.4	32.0	51.1	4.3	-	100.8
Disposals	(0.4)	-	(8.8)	-	-	(9.2)
At 30 June 2010	188.8	369.6	477.6	24.4	-	1,060.4
Net book value						
At 30 June 2010	484.1	795.3	621.3	67.9	34.5	2,003.1
At 1 July 2009	484.5	790.1	574.6	54.3	109.2	2,012.7

Infrastructure assets comprise a network of systems of mains and sewers, impounding and pumped raw water storage reservoirs, dams, sludge pipelines, sea outfalls and infrastructure investigations and studies

Other assets include furniture and fittings, laboratory and other equipment

The net book value of assets held under finance leases is £58.0m (2009 - £64.4m)

The depreciation charge for the year on assets held under finance leases is £6.4m (2009 - £6.4m)

The net book value of infrastructure assets at 30 June 2010 is stated after the deduction of grants and contributions amounting to £116.1m (2009 - £110.8m) in order to give a true and fair view (note 1e)

Included in the cost of infrastructure assets is £369.3m (2009 - £345.3m) of expenditure on maintaining the network, and £369.6m (2009 - £337.6m) of depreciation included in the profit and loss account

Included in freehold land and buildings above is an amount of £10.3m (2009 - £10.1m) in respect of land which is not depreciated

9 Investments

The company has an investment of £13,000 (2009 - £13,000) in 100% of the £1 ordinary shares of a subsidiary company, Wessex Water Services Finance Plc

	30.06 10 £m	30 06 09 £m
10 Stock and work in progress		
Raw materials and consumables	2.6	2.6
Work in progress	3.1	2.6
	<u>5.7</u>	<u>5.2</u>
11 Debtors		
Trade debtors	44.4	41.5
Owed by other group companies	28.4	26.9
Prepayments and accrued income	61.2	58.8
Other debtors	2.2	2.6
	<u>136.2</u>	<u>129.8</u>
12 Cash at bank and in hand		
Short term bank deposits	52.0	32.1
Cash at bank and in hand	1.2	-
	<u>53.2</u>	<u>32.1</u>
<p>£48.0m (2009 - £5.2m) of short term bank deposits mature within 1 month and £4.0m within 4 months (2009- £26.9m within 3 months)</p>		
13 Creditors - amounts falling due within one year		
Short term bank loans	75.0	60.0
Inter company loans	1.3	1.3
Obligations under finance leases	5.6	4.9
Trade creditors	2.8	7.4
Amounts owed to subsidiary undertaking	21.1	21.0
Amounts owed to other group companies	1.0	1.2
Other creditors	2.9	2.3
Corporation tax	20.0	10.9
Taxation and social security	1.6	2.0
Accruals and deferred income	58.3	63.6
	<u>189.6</u>	<u>174.6</u>

The inter company loan was due to a fellow subsidiary company SC Technology GmbH

	30 06 10 £m	30 06 09 £m
14 Creditors - amounts falling due after more than one year		
Loans repayable - in more than 1 year, but not more than 2 years	-	75 0
- in more than 2 years, but not more than 5 years	50.0	-
- in more than 5 years	240.0	240 0
	<u>290 0</u>	<u>315 0</u>
Finance lease repayable - in more than 1 year, but not more than 2 years	6.3	5 6
- in more than 2 years, but not more than 5 years	24 0	21 4
- in more than 5 years	34 7	43 6
	<u>65 0</u>	<u>70 6</u>
Inter company loans - in more than 5 years	1,148 0	1,089 5
Other	1 1	1 5
	<u>1,504.1</u>	<u>1,476 6</u>

The inter company loans are due to a subsidiary company Wessex Water Services Finance Plc in respect of the proceeds of the following bond issues lent to the company

Bond at 5.375% repayable in March 2028	198 1	198 0
Bond at 5.75% repayable in October 2033	345 8	345 7
Index linked bond at 3.52% plus inflation repayable in July 2023	62 3	61 2
Index linked bond at 2.186% plus inflation repayable in June 2039	51.0	-
Index linked bond at 1.75% plus inflation repayable in July 2046	83 8	82 3
Index linked bond at 1.75% plus inflation repayable in July 2051	83 8	82 2
Index linked bond at 1.369% plus inflation repayable in July 2057	83 8	82 3
Index linked bond at 1.374% plus inflation repayable in July 2057	83.8	82 2
Index linked bond at 1.489% plus inflation repayable in November 2058	51.9	51 9
Index linked bond at 1.495% plus inflation repayable in November 2058	51 9	51 9
Index linked bond at 1.499% plus inflation repayable in November 2058	51 8	51 8
	<u>1,148.0</u>	<u>1,089 5</u>

15 Provisions for liabilities and charges

	Deferred tax £m	Restructuring costs £m	Total £m
At 1 July 2009	85 8	0 5	86 3
Utilised	-	(1 6)	(1 6)
Provided in year	-	1 5	1 5
Origination and reversal of timing differences	8 7	-	8 7
Decrease in discount	9 0	-	9 0
	<u>103 5</u>	<u>0 4</u>	<u>103 9</u>

Restructuring costs relate to the severance costs of a redundancy programme announced in the year

	30.06 10	30 06 09
	£m	£m
Deferred tax is provided as follows		
Accelerated capital allowances	289.6	280.9
Other timing differences	(0.8)	(0.8)
	<hr/>	<hr/>
Undiscounted provision for deferred tax	288.8	280.1
Discount	(185.3)	(194.3)
	<hr/>	<hr/>
Discounted provision for deferred tax	103.5	85.8
	<hr/> <hr/>	<hr/> <hr/>
16 Pensions		
FRS 17 pension liability (see note 16e)	99.8	45.9
FRS 17 deferred tax asset	(27.9)	(12.9)
Unfunded and compensatory added years pension	1.1	1.1
	<hr/>	<hr/>
	73.0	34.1
	<hr/> <hr/>	<hr/> <hr/>

- a The defined benefit scheme operated by the group, which covers the majority of staff, is the Wessex Water Pension Scheme (WWPS). The assets are held in separate trustee administered funds. The pension cost charged to the profit and loss account has been determined on the advice of independent qualified actuaries and is such as to spread the cost of pensions over the service lives of the members of the scheme.

Liabilities for an unfunded arrangement and a compensatory payment for added years' service are held outside the defined benefit scheme.

- b The total pension cost for the year under FRS 17, including amounts set aside for early retirees and other finance income, was £10.6m (2009 - £12.4m). Actuarial gains and losses have been recognised in the period in which they occur through the Statement of Total Recognised Gains and Losses.
- c The latest actuarial valuation for WWPS was undertaken at 31 December 2007. The assumptions which have the most significant effect on the results of a valuation are those relating to the discount rate for scheme liabilities and the rate of increase in salaries and pensions. It was assumed that the pre retirement discount rate would be 6.5% and the post retirement discount rate 5.5%, that salary increases would average 4.4% per annum and that present and future pensions would increase between 2.4% and 3.4% per annum. The market value of the WWPS assets as at 31 December 2007 was £307.8m which represented 83.6% of the actuarial value of the accrued benefits of £368.4m, a deficit of £60.6m. The next actuarial valuation will be at 31 December 2010.

In response to this valuation the company agreed to pay additional contributions of £7.2m per annum at 31 December 2008 and 31 March 2010, and at 31 March for a further 8 years. The level of regular employer contributions also rose.

- d The actuarial valuation described above has been updated at 30 June 2010 by a qualified actuary using revised assumptions that are consistent with the requirements of FRS 17. Investments have been valued, for this purpose, at fair value. The major assumptions used by the actuary were:

	30.06 10	30 06 09	30 06 08
Rate of increase in salaries	3.3%	4.0%	5.4%
Rate of increase in pensions in payment	3.2%	2.9%	3.9%
Rate of increase in pensions in payment – reduced level members	2.2%	2.1%	2.5%
Discount rate	5.4%	6.45%	6.7%
Inflation assumption	3.3%	3.0%	3.9%

The mortality assumptions are based upon the recent actual mortality experience of members within the scheme, and the assumptions also allow for future mortality improvements. The assumptions are that a member currently aged 60 will live, on average, for a further 25 years if they are male, and for a further 27 years if they are female. For a member who retires in 2028 at age 60 the assumptions are that they will live, on average, for a further 27 years after retirement if they are male, and a further 29 years after retirement if they are female.

e The value of the assets and liabilities were as follows

	30 06.10	30 06 09	30 06 08
	£m	£m	£m
Equities	141.5	97.6	124.5
Property	20.1	16.7	18.6
Government Bonds	125.5	121.8	147.4
Corporate Bonds	9.8	36.3	3.7
Cash	14.7	5.3	0.9
	<hr/>	<hr/>	<hr/>
Total fair value of the assets	311.6	277.7	295.1
Present value of defined benefit obligations	(411.4)	(323.6)	(358.6)
	<hr/>	<hr/>	<hr/>
Deficit in the scheme	(99.8)	(45.9)	(63.5)
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

The expected rates of return were as follows

	%	%	%
Equities	8.3	9.25	9.1
Property	8.8	8.25	8.1
Government Bonds	4.3	4.25	5.0
Corporate Bonds	5.3	6.25	5.8
Cash	0.8	1.2	5.9
	<hr/>	<hr/>	<hr/>
	6.3	6.5	6.9
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

Narrative description of the basis used to determine expected value

Wessex Water Services Ltd employs a building block approach in determining the long-term rate of return on pension assets. Historical markets are studied and assets with higher volatility are assumed to generate higher returns consistent with widely accepted capital market principles. The assumed long-term rate of return of each asset class is set out within this note. The overall expected rate of return on assets is then derived by aggregating the expected return for each asset class over the actual asset allocation of the scheme as at 30 June 2010.

f Additional analysis

	30 06.10	30 06 09
	£m	£m
Analysis of profit and loss charge		
Current service cost	7.9	8.8
Past service cost	0.4	-
Interest cost	19.9	24.0
Expected return on scheme assets	(17.6)	(20.4)
	<hr/>	<hr/>
Expenses recognised in the profit and loss account	10.6	12.4
	<hr/> <hr/>	<hr/> <hr/>
Changes to the present value of defined benefit obligations during the year		
Opening present value of defined benefit obligations	323.6	358.6
Current service cost	7.9	8.8
Interest cost	19.9	24.0
Contributions by scheme participants	0.9	2.7
Actuarial losses / (gains) on scheme liabilities	73.4	(57.9)
Net benefits paid out	(14.7)	(12.6)
Past service cost	0.4	-
	<hr/>	<hr/>
Closing present value of defined benefit obligations	411.4	323.6
	<hr/> <hr/>	<hr/> <hr/>

	30 06 10 £m	30 06 09 £m
Changes to the fair value of scheme assets during the year		
Opening fair value of scheme assets	277.7	295.1
Expected return on scheme assets	17.6	20.4
Actuarial gains/ (losses) on scheme assets	10.8	(45.7)
Contributions by the employer	19.3	17.8
Contributions by scheme participants	0.9	2.7
Net benefits paid out	(14.7)	(12.6)
	<hr/>	<hr/>
Closing fair value of scheme assets	311.6	277.7
	<hr/> <hr/>	<hr/> <hr/>
Actual return on scheme assets		
Expected return on scheme assets	17.6	20.4
Actuarial gains / (losses) on scheme assets	10.8	(45.7)
	<hr/>	<hr/>
Actual return on scheme assets	28.4	(25.3)
	<hr/> <hr/>	<hr/> <hr/>
Analysis of amounts recognised in Statement of Total Recognised Gains and Losses		
Total actuarial (losses) / gains	(62.6)	12.2
	<hr/>	<hr/>
Cumulative amount of losses recognised	(109.4)	(46.8)
	<hr/> <hr/>	<hr/> <hr/>

History of asset values, present value of liabilities, deficit in the scheme and experience gains and losses

	30 06 10 £m	30 06 09 £m	30 06 08 £m	30 06 07 £m	30 06 06 £m
Fair value of scheme assets	311.6	277.7	295.1	289.5	262.7
Present value of scheme liabilities	<u>(411.4)</u>	<u>(323.6)</u>	<u>(358.6)</u>	<u>(334.2)</u>	<u>(333.0)</u>
Deficit in scheme	(99.8)	(45.9)	(63.5)	(44.7)	(70.3)
Experience gains / (losses) on scheme assets	10.8	(45.7)	(19.6)	5.4	5.1
Experience gains / (losses) on scheme liabilities	2.8	10.5	(5.2)	(4.9)	(0.2)

- g On 8 July 2010, the Pensions Minister announced that the Government will in future use the Consumer Prices Index in place of the Retail Prices Index in its determination of the pension increases for private sector occupational pension schemes. Although the company has yet to assess the full financial impact of the changes, it is expected that they will lead to a reduction in the liability.

	30.06 10 £m	30 06 09 £m
17 Deferred income		
Grants and contributions		
At 1 July	20.0	20.6
Received in the year	0.3	0.3
Less amortisation	(1.0)	(0.9)
	<hr/>	<hr/>
At 30 June	19.3	20.0
	<hr/> <hr/>	<hr/> <hr/>
18 Called up equity share capital		
81,350,000 ordinary shares of £1 each		
Authorised, allotted, called up and fully paid	81.3	81.3
	<hr/> <hr/>	<hr/> <hr/>

	30 06.10 £m	30 06 09 £m
19 Profit and loss account		
At 1 July	306 9	290 1
Profit attributable to shareholders	104 0	89 1
Dividends (note 7)	(138 9)	(81 1)
Actuarial (losses) / gains net of taxation	(45 0)	8 8
	<hr/>	<hr/>
At 30 June	227.0	306 9
	<hr/> <hr/>	<hr/> <hr/>
20 Equity shareholders' funds		
At 1 July	388 2	371 4
Profit attributable to shareholders	104.0	89 1
Dividends (note 7)	(138.9)	(81 1)
Actuarial (losses) / gains net of taxation	(45.0)	8 8
	<hr/>	<hr/>
At 30 June	308 3	388 2
	<hr/> <hr/>	<hr/> <hr/>
21 Financial instruments		

Short term debtors and creditors have been excluded from the financial instruments disclosure other than £81 9m (2009 - £66 2m) of short term borrowings and £53 2m of short term cash investments (2009 - £32 1m)

The company has financed its activities through a combination of short term borrowings, long term loans and leases and bonds issued by its subsidiary company Wessex Water Services Finance Plc At 30 June 2010 there were £100 0m (2009 - £90 0m) of undrawn facilities

a Interest rate and currency exposure

	Fixed rate borrowings 2010 £m	Floating rate borrowings 2010 £m	Total borrowings 2010 £m	Fixed rate borrowings 2009 £m	Floating rate borrowings 2009 £m	Total borrowings 2009 £m
Sterling	1,148 0	383 7	1,531 7	1,089 5	419 7	1,509 2
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

The average interest rates and average period to maturity of the fixed rate borrowings are as follows

	Interest rate % 2010	Period years 2010	Interest rate % 2009	Period years 2009
Sterling	3 7	31 1	3 8	32 5
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

Floating rate borrowings with interest rates moving in line with LIBOR comprise £53 2m of short term deposits (2009 - £32 1m), £81 9m of short term borrowings (2009 - £66 2m) and £355 0m (2009 - £385 6m) of long term borrowings

b Fair values

	Book value £m 2010	Fair value £m 2010	Book value £m 2009	Fair value £m 2009
Borrowings less than 1 year	28 7	28 7	34 1	34 1
Floating rate borrowings over 1 year	355 0	355.0	385 6	385 6
Fixed rate borrowings over 1 year	1,148 0	1,219.2	1,089 5	1,070 0
	<hr/>	<hr/>	<hr/>	<hr/>
	1,531.7	1,602 9	1,509 2	1,489 7
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

Fair value is the amount at which a financial instrument could be exchanged in an arms length transaction between informed and willing parties, other than a forced or liquidation sale. The fair value of short term and floating rate borrowings approximate to book value. The fair value of long term fixed rate borrowings has been calculated using market values or discounted cash flow techniques.

c Movement in net debt

	1 July 2009 £m	Cash Flow £m	Non cash items £m	30 June 2010 £m
Short term cash investments	29.9	22.1	-	52.0
Cash at bank	2.2	(1.0)	-	1.2
Inter company loan	(1.3)	-	-	(1.3)
Short term loans	(60.0)	(15.0)	-	(75.0)
Loans repayable after one year	(315.0)	25.0	-	(290.0)
Finance leases repayable within one year	(4.9)	(0.7)	-	(5.6)
Finance leases repayable after one year	(70.6)	5.6	-	(65.0)
Bonds repayable after one year	(1,089.5)	(49.7)	(8.8)	(1,148.0)
	<u>(1,509.2)</u>	<u>(13.7)</u>	<u>(8.8)</u>	<u>(1,531.7)</u>

22 Commitments and guarantees

- a There were £0.1m of operating lease payments under leases on land and buildings due within the next year, which expire after 5 years (2009 – nil). There are no commitments under other operating leases.
- b Capital expenditure contracted but not provided at 30 June 2010 was £35.5m (2009 - £49.2m)
- c The company has guaranteed Bonds of £1,148.0m (2009 - £1,089.5m) issued by its wholly owned subsidiary company Wessex Water Services Finance Plc

23 Share based payments

YTL Power International Berhad (a subsidiary of the ultimate parent company YTL Corporation Berhad) operates a share option scheme “YTL Power ESOS” under which options were granted to employees of the company. The terms of the scheme are specified under the YTL Power ESOS (UK part) known as the “UK Plan”.

The majority of options have been issued under terms approved by the Inland Revenue, the “Approved” scheme, but some have been issued to senior employees under an “Unapproved” scheme.

The options are for ordinary shares of YTL Power International Berhad of Malaysian Ringgit RM0.50 each, and the exercise price and fair value of the ordinary shares are as follows:

Granted – Ordinary shares of RM0.50 each	Vesting date	Expiry date	Exercise price RM	Fair value RM
13/12/2002 Unapproved	13/12/2005	29/11/2011	1.32	n/a
26/12/2002 Approved	26/12/2005	29/11/2011	1.39	n/a
12/12/2003 Unapproved	12/12/2006	29/11/2011	1.53	0.51
12/12/2003 Approved	12/12/2006	29/11/2011	1.70	0.34
16/05/2005 Unapproved	16/05/2008	29/11/2011	1.82	0.04
16/05/2005 Approved	16/05/2008	29/11/2011	2.02	0.01
07/08/2006 Unapproved	07/08/2009	29/11/2011	1.74	0.07
07/08/2006 Approved	07/08/2009	29/11/2011	1.93	0.01
20/08/2007 Unapproved	20/08/2010	29/11/2011	2.04	0.03
20/08/2007 Approved	20/08/2010	29/11/2011	2.27	0.00
26/06/2008 Unapproved	20/08/2010	29/11/2011	1.80	0.02
28/11/2008 Unapproved	28/11/2011	29/11/2011	1.61	0.22
28/11/2008 Approved	28/11/2011	29/11/2011	1.78	0.16

Under FRS 20 equity settled share-based payments are measured at the fair value at the date of the grant, and the fair value is expensed on a straight line basis over the vesting period.

For the options granted on 16 May 2005, 7 August 2006, 20 August 2007, 26 June 2008 and 28 November 2008 the fair value was calculated using a trinomial model. For the options granted on 12 December 2003 with an exercise date of 12 December 2006 the market price at the exercise date was used as the fair value. The options granted in 2002 did not fall within the scope of FRS 20 since they were exercisable prior to the adoption of the standard.

The assumptions used in the calculation of the fair values from the trinomial model were as follows

Scheme	Weighted ave share price at grant RM	Expected volatility %	Expected option life years	Risk free rate %	Dividend yield %
16/05/2005 Unapproved	2.03	3.5	5	3.15	5.6
16/05/2005 Approved	2.03	3.5	3	2.91	5.6
07/08/2006 Unapproved	1.92	3.5	4	4.10	5.8
07/08/2006 Approved	1.92	3.5	3	4.06	5.8
20/08/2007 Unapproved	2.30	3.5	4	3.63	6.9
20/08/2007 Approved	2.30	3.5	3	3.60	6.9
26/06/2008 Unapproved	1.93	3.5	3	3.43	7.8
28/11/2008 Unapproved	1.85	21.0	3	3.23	7.3
28/11/2008 Approved	1.85	21.0	3	3.23	7.3

The following options were outstanding at 30 June 2009 and 2010

Granted – Ordinary shares of RM0.50 each	Outstanding at 30 June 2009	Granted	Forfeited	Exercised	Outstanding at 30 June 2010
13/12/2002 Unapproved	12,879,250	-	(100,000)	(3,145,500)	9,633,750
26/12/2002 Approved	4,389,500	-	-	(716,500)	3,673,000
12/12/2003 Unapproved	1,719,000	-	(560,000)	(525,000)	634,000
12/12/2003 Approved	1,518,000	-	-	(134,000)	1,384,000
16/05/2005 Unapproved	3,900,000	-	(100,000)	(54,600)	3,745,400
16/05/2005 Approved	4,344,000	-	(68,000)	(99,000)	4,177,000
07/08/2006 Unapproved	700,000	-	(200,000)	-	500,000
07/08/2006 Approved	4,844,000	-	(102,000)	(67,500)	4,674,500
20/08/2007 Unapproved	900,000	-	(100,000)	-	800,000
20/08/2007 Approved	3,360,000	-	(260,000)	-	3,100,000
26/06/2008 Unapproved	90,000	-	(10,000)	-	80,000
28/11/2008 Unapproved	6,560,000	-	(480,000)	-	6,080,000
28/11/2008 Approved	9,424,000	-	(114,000)	-	9,310,000
TOTAL	54,627,750	-	(2,094,000)	(4,742,100)	47,791,650

Of the above options 28,421,650 were exercisable at 30 June 2010

No charge is recognised in the profit and loss account for FRS 20, as it is not material to the financial statements

24 Contingent liabilities

There are no material contingent liabilities at 30 June 2010 for which provision has not been made in these financial statements

25 Related parties

There are no related party transactions requiring disclosure in these financial statements. As the company is a wholly owned subsidiary of Wessex Water Ltd (see note 26), the company has taken advantage of the exemption contained in FRS 8 'Related Party Disclosures' and has therefore not disclosed transactions or balances with entities which form part of the group.

26 Ultimate parent company

The smallest group into which the financial statements of the company are consolidated is that headed by Wessex Water Ltd, a company incorporated in England whose registered address is Wessex Water Operations Centre, Claverton Down, Bath, BA2 7WW. The ultimate parent company is YTL Corporation Berhad, which is incorporated in Malaysia under the Companies Act 1965, whose registered address is Yeoh Tiong Lay Plaza, 55 Jalan Bukit Bintang, 55100 Kuala Lumpur, Malaysia. Consolidated financial statements are available on request from both these addresses.