

THE PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST

“THE PIDG TRUST”

**REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED
31 DECEMBER 2009**

**haysmacintyre
Chartered Accountants
Registered Auditors
London**

THE PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST

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THE PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST

LEGAL AND ADMINISTRATIVE INFORMATION

FOR THE YEAR ENDED 31 DECEMBER 2009

THE PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST

The Private Infrastructure Development Group (PIDG) is a multi-donor arrangement established and directed by the participating donors (details below). PIDG aims to facilitate the provision of infrastructure needed to eliminate poverty in developing countries by encouraging private investment. PIDG has established the Private Infrastructure Development Group Trust (PIDG Trust) as a vehicle for its activities.

TRUSTEES

SG Hambros Trust Company Limited – UK Resident Company
Norfolk House
31 St James's Square
London
SW1Y 4JR

Minimax Limited – Mauritian Resident Company
Rogers House
5 President John Kennedy Street
Port-Louis, Mauritius

Multiconsult Trustees Limited – Mauritian Resident Company (formerly MC Trust Limited)
Rogers House
5 President John Kennedy Street
Port-Louis, Mauritius

PARTICIPATING DONORS (“DONORS”)

The Austrian Development Agency (“ADA”)

The Government of the United Kingdom of Great Britain and Northern Ireland acting through the Secretary of State for International Development at the Department for International Development (“DFID”)

Swiss State Secretariat for Economic Affairs of the Government of the Confederation of Switzerland (“SECO”)

The Netherlands Ministry for Foreign Affairs (“DGIS”)

Federal Republic of Germany, represented by KfW (“KfW”)

The Government of Sweden represented by the Swedish International Development Co-operation Agency (“Sida”)

The World Bank Group, represented by International Finance Corporation (“IFC”)

The Minister for Foreign Affairs of Ireland (“Irish Aid”)

ENFORCER

DFID

PROTECTOR

No protector has been appointed and therefore CA Legal, at the Crown Agents for Overseas Government & Administrations Limited, is acting as current protector.

PROGRAMME MANAGEMENT UNIT (“PMU”)

CA Legal

THE PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST

LEGAL AND ADMINISTRATIVE INFORMATION (continued)

FOR THE YEAR ENDED 31 DECEMBER 2009

AUDITORS

haysmacintyre
Fairfax House
15 Fulwood Place
London
WC1V 6AY

BANKERS

SG Hambros Bank Limited
Norfolk House
31 St James's Square
London
SW1Y 4JR

LEGAL ADVISORS

CA Legal
St Nicholas House
St Nicholas Road
Sutton
Surrey
SM1 1EL

THE PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST

TRUSTEES' REPORT

FOR THE YEAR ENDED 31 DECEMBER 2009

The Trustees present the annual report and audited financial statements for the year ended 31 December 2009.

These financial statements have been prepared under the provisions of the Declaration of Trust defined below and in accordance with applicable International Financial Reporting Standards.

BACKGROUND SUMMARY

PIDG is a multi-donor arrangement established and directed by the Donors. PIDG aims to facilitate the provision of infrastructure needed to eliminate poverty in developing countries by encouraging private investment. PIDG has established the PIDG Trust as a vehicle for its activities. In general, this provides a vehicle for the Donors to pool, co-ordinate and administer funds in relation to all PIDG activities.

OBJECTS AND STRUCTURE

The PIDG Trust was established by a Declaration of Trust dated 1 December 2001 as amended by an Amended and Restated Declaration of Trust dated 14 March 2003 (the "Declaration of Trust"). The PIDG Trust has three Trustees – two based in Mauritius and one in the United Kingdom. The Trustees act jointly for and on behalf of the PIDG Trust. The PIDG Trust was established for the purposes of:

- i. facilitating the provision of the infrastructure needed to eliminate poverty in developing countries by encouraging private investment;
- ii. making investments in accordance with the investment plan adopted by the Trustees;
- iii. exercising any rights of control and influence arising from its investments;
- iii. investing, applying or otherwise using its funds for the relief of poverty in developing countries in such manner as the Trustees with the consent of the Protector but otherwise in their discretion think fit;
- iv. administering and paying PIDG general administration costs and project development costs.

OPERATIONAL PROCEDURES

The Trustees carry out the following tasks, amongst others, in relation to the PIDG activities:

- i. reviewing and executing grant & loan agreements;
- ii. reviewing and executing contracts for services with consultants;
- iii. co-ordinating and authorising payments under the grant loan and consultancy agreements executed and in the case of the Principal Trustee recording income and expenditure in the records of the PIDG Trust and creating and monitoring rolling expenditure forecasts for all programmes;
- iv. acting as shareholder (as PIDG itself cannot); attending shareholder meetings and executing any documents relating to the PIDG Trust's capitalisation of investment vehicles; and
- v. receiving and administering funding from the Donors.

In addition and in conjunction with the PMU, the PIDG Trust is responsible for the updating and monitoring of the budgets for general administration costs, project development costs and the Technical Assistance Facility ("TAF").

The Trustees are obliged to operate by unanimity, whether signing a grant agreement with a Donor for the provision of funds, or acting as a shareholder of one of the investment vehicles.

Before acting, the Trustees require the approval of the PMU and the relevant Donor. In particular, for certain acts in relation to investment vehicles, the Trustees cannot act without the prior written permission of the Protector of the PIDG Trust.

In particular, the Trustees act at the instruction of the PMU and in accordance with the Declaration of Trust.

THE PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST

TRUSTEES' REPORT (continued)

FOR THE YEAR ENDED 31 DECEMBER 2009

REPORTING RESPONSIBILITIES

The Declaration of Trust requires that the Trustees provide the Protector of the PIDG Trust with the following information:

- i. within 45 days after the end of each quarter unaudited financial statements for each quarter in respect of the funds it has held or holds;
- ii. within 45 days of the end of each quarter, progress reports on the status of the activities of all entities which the Trustees support and in the case of EAIF, any special reports relating to the investments of EAIF in such form and detail as PIDG may require but in any event confirming that all EAIF investments during that quarter were made in compliance with the EAIF investment policy;
- iii. reports on the activities of the PIDG Trust;
- iv. an annual management assertion, together with an attestation from the Trustees' external auditors of the satisfactory performance of the procedures and controls used by the Trustees in administering the funds it holds;
- v. annual audited accounts of the PIDG Trust and of each investment vehicle prepared in accordance with international accounting standards; and
- vi. any legal opinions & advice received by the Trustees.

The PMU co-ordinates the provision of ii) and iii) from PIDG investment vehicles. The PMU circulates all of the above reports to PIDG members. Additional reports may be required in relation to a particular investment vehicle. Any such requirements are set out in the relevant funding documentation.

INVESTMENT POLICY

The PIDG Trust can only apply funds to an investment which is consistent with the "Ethical Policies" of the PIDG Trust as set out in Schedule 2 of the Declaration of Trust.

The PMU is responsible for confirming that an investment is consistent with the Ethical Policies.

REVIEW OF ACTIVITIES

The PIDG Trust was involved in funding the following companies and programmes in the year ended 31 December 2009

- The Emerging Africa Infrastructure Fund Limited ('EAIF')
- GuarantCo Limited ('GuarantCo Mauritius')
- InfraCo Asia Development Pte. Ltd. ('InfraCo Asia')
- InfraCo Limited ('InfraCo Africa')
- Technical Assistance Facility ('TAF')
- ICF Debt Pool LLP ('ICF-DP')

RESULTS

The results for the period and movement in accumulated funds are set out on page 9 within the Statement of Accumulated Funds.

AUDIT INFORMATION

So far as the Trustees are aware, there is no relevant audit information of which the Trust's auditors are unaware.

The Trustees have taken all the steps that they ought to have taken as Trustees in order to make themselves aware of any relevant audit information and to establish that the Trust's auditors are aware of that information.

THE PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST

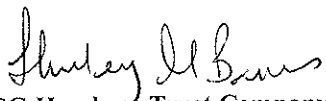
TRUSTEES' REPORT (continued)


FOR THE YEAR ENDED 31 DECEMBER 2009

AUDITORS

Messrs haysmacintyre have expressed their willingness to continue in office as auditors.

Approved by the Trustees and signed on their behalf:


SG Hambros Trust Company Limited



5 November 2010

Norfolk House
31 St James's Square
London SW1Y 4JR

**INDEPENDENT AUDITORS' REPORT TO THE TRUSTEES OF
THE PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST**

We have audited the non-consolidated financial statements of the PIDG Trust for the year ended 31 December 2009 which comprise the Balance Sheet, the Capital Account, the Statement of Accumulated Funds, the Cash Flow Statement and the related notes. These financial statements have been prepared under the historical cost convention and the accounting policies set out therein.

This report is made solely to the Trustees as a body. Our audit work has been undertaken so that we might state to the Trustees 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 PIDG Trust and the Trustees as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of Trustees and auditors

As described in the Trustees' Report the Trustees are responsible for the preparation of the non-consolidated financial statements in accordance with applicable law and applicable International Financial Reporting Standards.

Our responsibility is to audit the non-consolidated financial statements in accordance with relevant legal and regulatory requirements and International Auditing Standards (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with applicable International Financial Reporting Standards. We also report to you whether, in our opinion, the Trustees' Report is consistent with the financial statements, if the PIDG Trust has not kept proper accounting records, or if we have not received all the information and explanations we require for our audit.

We read the Trustees' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Auditing Standards (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Trustees in the preparation of the financial statements, and of whether the accounting policies are appropriate to the PIDG Trust's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the non-consolidated financial statements.

Opinion

In our opinion the non-consolidated financial statements give a true and fair view of the state of the PIDG Trust's affairs as at 31 December 2009 and of its results of operations and cash flows for the year then ended, have been properly prepared in accordance with applicable International Financial Reporting Standards and the Trustees' Report is consistent with the financial statements.



haysmacintyre
Chartered Accountants
Registered Auditors
5 November 2010

Fairfax House
15 Fulwood Place
London
WC1V 6AY

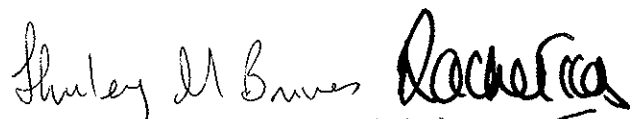
THE PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST

BALANCE SHEET

AS AT 31ST DECEMBER 2009

	Note	2009		2008	
		US\$	US\$	US\$	US\$
Non-current assets					
Investments	2		187,422,102		147,910,242
Current assets					
Debtors		2,678,444		14,374,344	
Cash and cash equivalents		38,331,243		18,203,276	
			41,009,687		32,577,620
TOTAL ASSETS			<u>\$228,431,789</u>		<u>\$180,487,862</u>
CAPITAL, FUNDS AND LIABILITIES					
Capital account			114,763,546		88,661,341
Accumulated funds	6		19,844,030		15,915,611
Capital and funds			134,607,576		104,576,952
Non-current liabilities					
Loans	5	93,499,973			75,500,000
Current liabilities					
Income tax provision		-		104,160	
Other payables		324,240		306,750	
			93,824,213		410,910
TOTAL CAPITAL, FUNDS AND LIABILITIES			<u>\$228,431,789</u>		<u>\$180,487,862</u>

The balance sheet was approved by the Trustees and signed on their behalf:


 Shirley M Brown
 SG Hambros Trust Company Limited

5 November 2010

The notes on pages 11 to 19 form part of these financial statements.

THE PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST
 CAPITAL ACCOUNT
 FOR THE YEAR ENDED 31 DECEMBER 2009

	Note	2009 US\$	2008 US\$
Balance brought forward		88,661,341	85,784,335
Capital contributions received		37,706,355	15,648,002
		<u>126,367,696</u>	<u>101,432,337</u>
Impairment of value of shareholdings	2a	(12,743,179)	(8,805,894)
Exchange gain on year end revaluation		1,139,029	(3,965,102)
Balance carried forward		<u><u>\$114,763,546</u></u>	<u><u>\$88,661,341</u></u>

The notes on pages 11 to 19 form part of these financial statements.

THE PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST

STATEMENT OF ACCUMULATED FUNDS

FOR THE YEAR ENDED 31 DECEMBER 2009

	Year ended 31 December		Year ended 31 December	
	2009	2009	2008	2008
	US\$	US\$	US\$	US\$
Income				
Contributions receivable to cover costs and fees		7,505,004		6,816,720
Gross bank deposit interest	81,702		260,400	
Income tax provision	-		(104,160)	
		81,702		156,240
Net income receivable		7,586,706		6,972,960
Expenditure				
SG Hambros Trust Company Limited				
Annual Management fee	150,479		142,265	
Multiconsult Trustees Management fee	10,635		10,414	
Minimax Management fee	10,635		10,414	
PIDG Programme Management Unit (PMU)	1,077,205		863,360	
TAF Grants	1,196,964		886,199	
Consultancy fees	1,025,376		644,959	
Audit fee	23,390		18,732	
Other expenses	37,482		376,884	
Gain on foreign currency exchange	126,121		242,804	
Total expenditure		(3,658,287)		(3,196,031)
Retained surplus for the year transferred to accumulated funds		3,928,419		3,776,929
Accumulated funds brought forward		15,915,611		12,138,682
Accumulated funds carried forward		\$19,844,030		\$15,915,611

The notes on pages 11 to 19 form part of these financial statements.

THE PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST

CASH FLOW STATEMENT

FOR THE YEAR ENDED 31 DECEMBER 2009

	Year ended 31 December 2009 US\$	Year ended 31 December 2008 US\$
CASH FLOWS FROM OPERATING ACTIVITIES		
Retained surplus for the year	3,928,419	3,776,929
Adjustments for:		
Interest income	(81,702)	(260,400)
Decrease/(increase) in contributions receivable	11,701,451	(4,517,449)
Increase in other debtors	(5,551)	(14,575)
Decrease in income tax provision	(104,160)	(13,837)
Decrease/(increase) in other payables	17,490	(135,061)
Exchange gain/(loss) on Funds advanced	1,139,029	(3,965,104)
	<u>12,666,557</u>	<u>(8,906,426)</u>
<i>Net cash from operating activities</i>	16,594,976	(5,129,497)
CASH FLOWS FROM INVESTING ACTIVITIES		
Acquisition of shares in EAIIF	(33,482,100)	-
Acquisition of shares in GuarantCo (Mauritius)	-	(8,000,000)
Acquisition of shares in InfraCo Africa	(18,772,939)	(3,006,614)
	<u>81,702</u>	<u>260,400</u>
Interest received	(52,173,337)	(10,746,214)
<i>Net cash from investing activities</i>		
FINANCING ACTIVITIES		
Proceeds from long term borrowings	17,999,973	10,500,000
Proceeds from contributions to capital account	37,706,355	15,648,002
	<u>55,706,328</u>	<u>26,148,002</u>
<i>Net cash from financing activities</i>		
INCREASE IN CASH AND CASH EQUIVALENTS	20,127,967	10,272,291
CASH AND CASH EQUIVALENTS AT THE BEGINNING OF THE YEAR	<u>18,203,276</u>	<u>7,930,985</u>
CASH AND CASH EQUIVALENTS AT THE END OF THE YEAR	<u>\$38,331,243</u>	<u>\$18,203,276</u>

The notes on pages 11 to 19 form part of these financial statements.

THE PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2009

1. ACCOUNTING POLICIES

(a) Basis of preparation

The non-consolidated financial statements have been prepared under the historical cost convention and in accordance with applicable International Financial Reporting Standards.

IAS 27 states that consolidated financial statements should include all subsidiaries of the parent undertaking.

However, consolidated accounts are not prepared. The PIDG Trust invests in special purpose companies in order to further its international development objectives. These subsidiary companies carry on activities distinct from the PIDG Trust and the Trustees consider that the consolidation of these special purpose companies would be misleading.

(b) Reporting currency

The financial statements are presented in United States Dollars. The majority of the funds received and transactions carried out by the Trustees are in US Dollars and therefore reporting in US Dollars better reflects the economic substance of the underlying events and circumstances of the PIDG Trust.

(c) Foreign currency exchange differences

Translations in currencies other than the reporting currency are translated at the exchange rates ruling at the date of such transactions. Monetary assets and liabilities denominated in currencies other than the reporting currency are retranslated at exchange rates ruling at the balance sheet date. All differences are dealt with in the fund from which they arose and therefore are included in the Statement of Accumulated Funds, except where exchange rate gains or losses derive from amounts advanced in respect of an issue of share capital, in which case they are taken to the capital account.

(d) Investments in Undertakings

Investments in undertakings are stated at cost less provision for impairment in value of investments. It is the Trustees' policy to write the cost of investments down to the value of the net assets of the special purpose companies held at each balance sheet date. Impairment provisions are charged to the capital account on the basis that capital has been invested for the purpose of acquiring share capital of special purpose companies.

(e) Cash and cash equivalents

Cash and cash equivalents comprise cash on deposit with the PIDG Trust's bankers.

(f) Capital account

The capital account represents funds received from donors on a non-refundable basis together with the impairment in value of special purpose companies established by the PIDG Trust in the furtherance of its objects.

(g) Accumulated funds

The accumulated fund comprises general unrestricted and restricted funds. Restricted funds are those which have been set aside by the Trustees for a particular purpose in accordance with donors' conditions.

(h) Income and expenditure included in the Core Trust Administration Fund

Income and expenditure is accounted for on an accruals basis. The Core Trust Administration Fund for General Administration Costs exists in order to fund the administration and operating expenses of the PIDG. Under an agreement dated 1 December 2001, DFID had undertaken to make available contributions to cover any shortfall which would otherwise arise from the excess of expenses over interest receivable up to June 2004. Under the Constitution of the PIDG, after June 2004, General Administration Costs will be born by all the donors in equal amounts. Where amounts are receivable with certainty at the year end, these are credited to "Contributions receivable to cover costs and fees".

THE PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2009

2. INVESTMENTS	EAIF US\$	GuarantCo Mauritius US\$	InfraCo Africa US\$	Total US\$
(a) Shares in PIDG special purpose companies at cost				
As at 1 January 2009	100,000,000	47,910,242	22,840,245	170,750,487
Additions at cost	33,482,100	-	18,772,939	52,255,039
As at 31 December 2009	<u>133,482,100</u>	<u>47,910,242</u>	<u>41,613,184</u>	<u>223,005,526</u>
Impairment in value				
As at 1 January 2009	-	-	22,840,245	22,840,245
Decrease in value in respect of decrease of % share of net assets	-	-	12,743,179	12,743,179
As at 31 December 2009	<u>-</u>	<u>-</u>	<u>35,583,424</u>	<u>35,583,424</u>
Net book value				
As at 31 December 2009	<u>\$133,482,100</u>	<u>\$47,910,242</u>	<u>\$6,029,760</u>	<u>\$187,422,102</u>
As at 31 December 2008	<u>\$100,000,000</u>	<u>\$47,910,242</u>	<u>\$-</u>	<u>\$147,910,242</u>

The above investments represent 13,348,210 Ordinary US\$10 shares, being the entire share capital of EAIF, 47,961,000 Ordinary US\$1 shares, being 65.7% of the share capital of GuarantCo Mauritius and 24,264,821 Ordinary £1 shares, being the entire share capital of InfraCo Africa.

(b) The Emerging Africa Infrastructure Fund Limited

Constitution

The company was incorporated with limited liability in the Republic of Mauritius on 18 December 2001. The principal activity of the company is that of providing long-term financing to private sector infrastructure projects in sub-Saharan Africa.

As at 31 December 2009, EAIF reported net assets of US\$147,087,476 (2008: US\$ 110,933,360) and a profit for the year to 31 December 2009 of US\$2,496,620 (2008: US\$3,564,524). Therefore the investment in EAIF as at 31 December 2009 is included in the accounts at US\$133,482,100, representing the lower of cost and share of net asset value.

Additional Funding

Under a Memorandum of Understanding dated 10 March 2009 between DFID and the Trustees, a further grant was received of US\$33,482,100 (£23,000,000) to support the operations of EAIF.

(c) GuarantCo Limited (UK)

Constitution

The company was incorporated in London on 18th September 2003 but transferred its business to GuarantCo Mauritius on 15th September 2005. GuarantCo Limited (UK) was dissolved on 28 May 2007.

The principal activity of the company was support of the establishment and operation of a local currency guarantee facility for infrastructure investments in developing countries.

DFID made an arrangement to make available to the PIDG Trust a contribution not exceeding £15,600,000 at ruling rates of foreign exchange for GuarantCo Limited (UK). On 31 December 2003 a contribution of £5,500,000 (US\$9,743,250) was received from DFID and invested by the PIDG Trust in the equity share capital of GuarantCo Limited (UK).

During the years ended 31 December 2005 and 2006 GuarantCo Limited (UK) transferred US\$9,217,082 to GuarantCo Mauritius on liquidation.

THE PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2009

2. INVESTMENTS (continued)

(d) GuarantCo Mauritius

Constitution

The company was incorporated in the Republic of Mauritius on 25 August 2005. GuarantCo Limited (UK) transferred its business to GuarantCo Mauritius on 15th September 2005.

The principal activity of the company is support of the establishment and operation of a local currency guarantee facility for infrastructure investments in developing countries.

The GuarantCo concept involves the establishment of a company that will offer partial guarantees on issues of paper (note and bonds) by private sector infrastructure companies and municipal entities, in lower income developing countries. GuarantCo's primary aim is to keep institutional funds within these markets, which cannot at the moment be accessed by infrastructure projects.

As at 31 December 2009, GuarantCo Mauritius reported net assets of US\$74,347,334 (2008: US\$76,162,498) and a loss for the year to 31 December 2009 of US\$1,815,164 (2008: Profit US\$867,881). Therefore the investment in GuarantCo Mauritius as at 31 December 2009 is included in the accounts at US\$47,910,242, representing the lower of cost and share of net asset value.

Additional Funding

Under a Memorandum of Understanding dated 1 December 2009 with SECO the Trustees received a further grant of US\$9,000,000 to support the operations of GuarantCo Mauritius. The subscription was not actually paid to GuarantCo until 2010 and therefore is not included as an additional investment in these accounts.

(e) InfraCo Africa

Constitution

The company was incorporated in England on 4 August 2004. The principal activity of the company is to develop projects in the infrastructure sector of the poorer developing countries and endeavour to sell on the implementation of these projects to private investors.

By a letter dated 8 December 2003 DFID entered into a grant agreement with the PIDG Trust to facilitate the subscription for ordinary shares of £1 each in the share capital of InfraCo for up to £5,900,000.

By an arrangement dated 29 February 2008 DFID agreed to make available to the PIDG Trust a contribution not exceeding £5,000,000 at ruling rates of foreign exchange for the purpose of funding InfraCo Africa. £1,617,500 was received in 2009.

By a letter dated 6 March 2006 between DGIS and the PMU, DGIS agreed to facilitate the subscription by the PIDG Trust for shares in InfraCo for up to US\$10,000,000 in two tranches. This represented the reallocation of an approved but unpaid allocation by DGIS of US\$10,000,000 for EAIF.

By an arrangement dated 1 April 2008 ADA entered into a grant agreement to facilitate the subscription by the PIDG Trust for shares in InfraCo. A further arrangement dated 27 November 2008 made available a grant of €1,500,000 for the same purpose. US \$3,000,000 and €1,500,00 (US\$2,111,546) were received in 2008.

By Conditional Loan Agreement dated 28 July 2009 DGIS agreed to facilitate the subscription by the PIDG Trust for shares in InfraCo for up to US\$12,500,000. US\$2,499,919 was received in 2009.

By Conditional Loan Agreement dated 9 December 2008 SECO agreed to facilitate the subscription by the PIDG Trust for shares in InfraCo for up to US\$8,500,000. US\$4,500,000 was received in 2009.

THE PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2009

2. INVESTMENTS (continued)

(e) InfraCo Africa (continued)
Constitution

As at 31 December 2009, InfraCo reported net assets of £3,786,184 or US\$6,029,760 (2008: US\$2,552,010 net liabilities) and a loss for the period to 31 December 2009 of £6,678,844 or US\$10,636,500 (2008: US\$11,318,679 loss). Therefore the investment in InfraCo as at 31 December 2009 is included in the accounts at US \$6,029,760, representing the net asset value.

(f) ICF Debt Pool LLP
Constitution

A Limited Liability Partnership was incorporated in England on 10 September 2009 with an investment from the members of €3. The Trustees of the PIDG Trust became the initial three members of the ICF DP, a PIDG facility created with the support of IFC and KfW to support infrastructure investments that have lost reasonably expected access to private financial markets due to the global economic crisis.

KfW, acting in its own name but for the account of the Federal Republic of Germany entered into a Conditional Loan Agreement with the PIDG Trust dated 5th October 2009, agreed to lend a maximum total amount of US\$10,000,000 to the PIDG Trust as a contribution to the cost of the establishment, operation and financing of the ICF DP.

The loan was received by the PIDG Trust on 29 December 2009 and the monies were transferred to the ICF DP in January 2010.

(g) InfraCo Asia Development Pte. Ltd
Constitution

The company was incorporated in Singapore on 3 February 2009. The principal activity of the company is to stimulate greater private investment in Asian infrastructure development by acting as a principal project developer.

Under a Deed of Reorganisation and Subscription dated 30 March 2010 The Trustees received 1,482,181 shares in InfraCo Asia in respect of the start up expenditure of £1,482,181 provided through InfraCo Africa. The shares were not actually received until 2010 and therefore this is not included as an investment in these accounts.

3. DEBTORS	2009 US\$	2008 US\$
Advances in lieu of share subscriptions	2,464,840	5,750,707
Amounts due from InfraCo Africa	-	7,963,562
Contribution due from Donor ADA for Window 3 of TAF	-	645,500
Expenses recoverable	20,126	14,575
	<u>\$2,484,966</u>	<u>\$14,374,344</u>

4. CASH AND CASH EQUIVALENTS

Cash and cash equivalents consist of cash on hand and balances with banks. Cash and cash equivalents included in the cash flow statement comprise the following balance sheet amounts:

	2009 US\$	2008 US\$
Balances at bank	38,331,243	18,203,276
Cash and cash equivalents	<u>\$38,331,243</u>	<u>\$18,203,276</u>

THE PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2009

5. CONDITIONAL LOAN AGREEMENTS

- (a) Sida, (as the Lender) entered into an agreement with the PIDG Trust (as Borrower) on 14th March 2003 to lend a maximum total amount of US\$20,000,000 as a contribution to the financing of and the establishment and operation of EAIF or such other purpose of the PIDG as may be agreed by the Lender with the PIDG.

Sida, (as the Lender) entered into a further agreement with the PIDG Trust (as Borrower) on 23rd November 2006 to lend a maximum total amount of US\$15,000,000 as a contribution to the financing of and the establishment and operation of GuarantCo Mauritius or such other purpose of the PIDG as may be agreed by the Lender with the PIDG.

- (b) SECO, (as the Lender) entered into an agreement with the PIDG Trust (as Borrower) on 14th March 2003 to lend a maximum total amount of US\$10,000,000 as a contribution to the financing of and the establishment and operation of EAIF or such other purpose of the PIDG as may be agreed by the lender with PIDG.

SECO, (as the Lender) entered into a further agreement with the PIDG Trust (as Borrower) on 23rd November 2006 to lend a maximum total amount of US\$8,000,000 as a contribution to the financing of and the establishment and operation of GuarantCo Marritius or such other purpose of the PIDG as may be agreed by the Lender with the PIDG.

SECO, (as the Lender) entered into a further agreement with the PIDG Trust (as Borrower) on 9th December 2009 to lend a maximum total amount of US\$8,500,000 as a contribution to the financing of the operation of InfraCo Africa or such other purpose of the PIDG as may be agreed by the Lender with the PIDG.

- (c) DGIS (as the Lender) entered into an agreement with the PIDG Trust (as Borrower) on 13th May 2003 to lend a maximum total amount of US\$20,000,000 as a contribution to the financing of and the establishment and operation of EAIF or such other purpose of the PIDG as may be agreed by the Lender with PIDG.

DGIS (as the Lender) entered into an agreement with the PIDG Trust (as Borrower) on 28th July 2009 to lend a maximum total amount of US\$12,500,000 as a contribution to the financing of and the establishment and operation of InfraCo or such other purpose of the PIDG as may be agreed by the Lender with PIDG.

- (d) KfW, (as the Lender) entered into an agreement with the PIDG Trust (as Borrower) on 5th October 2009 to lend a maximum total amount of US\$10,000,000 as a contribution to the financing of and the establishment and operation of ICF DP or such other purpose of the PIDG as may be agreed by the lender with PIDG.

The above loans have no fixed repayment terms and shall bear no interest.

The below is a summary of the total loans outstanding as at 31 December 2009:

Donor	Amount	Purpose
	US\$	
SECO	10,000,000	EAIF
SIDA	20,000,000	EAIF
DGIS	10,000,000	EAIF
DGIS	15,499,940	InfraCo
SECO	8,000,000	GuarantCo Mauritius
SIDA	7,000,000	GuarantCo Mauritius
SIDA	8,000,000	GuarantCo Mauritius
SECO	4,999,919	InfraCo Africa
KFW	10,000,000	ICF Debt Pool
Total	<u>US\$ 93,499,859</u>	

THE PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2009

6. ACCUMULATED FUNDS

	2009 Project Development Fund US\$	2009 DevCo Project Development Fund US\$	2009 Technical Assistance Facility US\$	2009 As PIFF Development Fund US\$	2009 General Administration Fund US\$	2009 Total Accu'd Funds US\$
Income						
Contributions receivable to cover costs and fees						
DFID	-	-	-	-	199,409	199,409
DGIS	-	-	3,499,970	-	297,470	3,797,440
SECO	103,209	-	1,499,973	-	297,473	1,900,655
Sida	-	-	500,000	-	297,500	797,500
ADA	-	-	-	-	215,000	215,000
IFC	-	-	-	-	297,500	297,500
KfW	-	-	-	-	297,500	297,500
Interest receivable	-	-	79,904	-	1,798	81,702
Net income receivable	<u>103,209</u>	<u>-</u>	<u>5,579,847</u>	<u>-</u>	<u>1,903,650</u>	<u>7,586,706</u>
Expenditure						
Annual Management fee: -						
SG Hambros						
Trust Co	-	-	-	-	150,479	150,479
Multiconsult						
Trustees	-	-	-	-	10,635	10,635
Minimax	-	-	-	-	10,635	10,635
PMU	-	-	-	-	1,077,205	1,077,205
TAF Grants	-	-	1,196,964	-	-	1,196,964
Consultancy fees	43,033	-	279,027	-	703,316	1,025,376
Audit fees	-	-	-	-	23,390	23,390
Other expenses	-	-	-	-	37,482	37,482
Currency movement	(54,055)	-	-	118,994	61,182	126,121
Total expenditure	<u>(11,022)</u>	<u>-</u>	<u>1,475,991</u>	<u>118,994</u>	<u>2,074,324</u>	<u>3,658,287</u>
Retained surplus/ (deficit) for the year	114,231	-	4,103,856	(118,994)	(170,674)	3,928,419
Transfer between funds	(217,820)	(24,768)	(114,669)	(38,210)	395,467	-
Accumulated funds brought forward	<u>111,410</u>	<u>24,768</u>	<u>15,328,486</u>	<u>490,452</u>	<u>(39,505)</u>	<u>15,915,611</u>
Accumulated funds carried forward	<u>7,821</u>	<u>-</u>	<u>19,317,673</u>	<u>333,248</u>	<u>185,288</u>	<u>19,844,030</u>

THE PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2009

6. ACCUMULATED FUNDS (Continued)

(a) Project Development Fund (formerly Concept Development Fund)

Donors may make contributions to the Project Development Fund to cover the costs incurred in developing proposals for activities and projects to a stage at which Donors may reasonably consider investing in them, including consultants' fees and reimbursable expenses incurred with the prior unanimous agreement of the Donors.

(b) General Administration Fund

General Administration Costs will include the following:-

- (a) PMU's fees and reimbursable expenses;
- (b) Trustee's fees and reimbursable expenses and any fees and expenses properly due to the Protector and Enforcer under the Declaration of Trust;
- (c) Technical advice to PIDG;
- (d) All reasonable costs relating to hosting PIDG meetings, but excluding travel and accommodation costs of Donors' representatives ("Meeting Costs");
- (e) Any shortfall in EAIF funds available for the payment of the fees of PIDG Trust-nominated directors of EAIF; and
- (f) Any other administration costs approved by PIDG from time to time.

(c) Technical Assistance Facility

PIDG have established the TAF to support capacity building, technical assistance, studies and training to facilitate in-country development. Assistance will be provided to both the public and private sectors in support of the planning and implementation of projects and programmes of any of the facilities and funds undertaken under the PIDG umbrella on a "challenge fund" basis.

The facility has been split into three funding windows:

- Window 1 General Technical assistance
- Window 2 Capital Markets Development
- Window 3 Output Based Aid

The World Bank entered into two arrangements with the PIDG Trust on 22 October 2003 and 22 September 2004 to make available US\$3,700,000 and US\$3,000,000 respectively for the TAF. These funds were received in 2004. DFID and The World Bank entered into arrangements with the PIDG Trust on 7 February 2006 and 10 April 2006 respectively to make available US\$1,639,400 and US\$1,740,000 respectively. On 15 March 2007 a Memorandum of Understanding between DFID and the PIDG Trust increased DFID's contribution by £2,000,000 which was received in 2007. These funds have been used for Window 1.

Irish Aid entered into an arrangement with the PIDG Trust in support of "Window 3" to make available €8,000,000 from 15 November 2007 for a period not exceeding 4 years. An initial contribution of €1,000,000 was received in 2007 and €2,000,000 in 2008. This arrangement is on hold.

Sida entered into an arrangement with the PIDG Trust on 30 October 2007 to make available US\$2,000,000 over a period of four years in support of "Window 2". US\$500,000 was received in 2007, US\$500,000 in 2008 and US\$500,000 in 2009.

ADA entered into two arrangements with the PIDG Trust in 2007 to support "Window 3" to make available €1,000,000 and €500,000. A further arrangement was completed in 2008 to support the same "Window 3" to disburse €500,000. €1,000,000 was received in 2008.

SECO entered into a Memorandum of Understanding with the PIDG Trust in 2008 in support of "Window 3" to disburse \$1,000,000 and a further \$1,500,000 in 2009 subject to conditions being met. US\$1,000,000 was received in 2008 and US\$1,500,000 in 2009.

THE PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2009

6. ACCUMULATED FUNDS (Continued)

DGIS entered into a Memorandum of Understanding with the PIDG Trust on 25 November 2009 in support of "Window 3" to disburse \$3,500,000 subject to conditions being met. US\$3,500,000 was received in 2009.

The Asian Development Bank entered into a Letter of Arrangement with the PIDG Trust on 11 December 2009 in support of "Windows 1 and 2" to disburse \$1,000,000 subject to conditions being met. US\$1,000,000 was received on 22 January 2010.

On 13 October 2009 The PIDG Trust entered into a bridging loan agreement with InfraCo Africa for a loan facility of up to US\$4,700,000. The facility is for InfraCo Africa to support its Subsidiary, Kalangala Infrastructure Services Limited in Uganda to enable them to purchase a replacement ferry as there are concerns over the safety of the current vessel. The ferry is a component of the Kalangala project that InfraCo Africa is developing. A disbursement of US\$2,225,806 was made on 10 February 2010.

The TAF executed 11 TAF grants to PIDG initiatives during 2009 totalling US\$1,952,899. Monies were returned from InfraCo in 2009 regarding under spend on three projects of US\$893,314.

(d) **InfraCo Asia (Feasibility and Design)**

In 2005 the PIDG in partnership with the Asian Development Bank, embarked on a detailed examination on how it might help alleviate constraints to private sector development in poorer Asian countries by establishing a facility which both brings together other existing PIDG facilities under an Asian focus and builds upon these as necessary to meet other identified constraints.

The PIDG Trust retained the services of CEPA in 2007 to carry out the Feasibility and Design Study, funded by DFID through the Project Development Fund of the PIDG Trust. DFID contributed £270,000(US\$519,372) in 2005 and a further £286,615 (US\$500,493) in 2006 and £220,000 (US\$451,264) in 2008.

7. TAXATION

For taxation purposes, the PIDG Trust is treated as resident in the UK.

HMRC were contacted with regard to the PIDG Trust being exempt from UK tax on any income and gains arising due to the protection afforded by Crown and Sovereign immunity. HMRC agreed that the PIDG Trust has Crown and Sovereign immunity in 2010.

8. RELATED PARTY TRANSACTIONS

During the period under review, the following related party transactions occurred and balances were outstanding as at 31 December 2009.

Transactions with the Trustees of the Trust:

Fees Charged		2009 US\$	2008 US\$
SG Hambros Trust Company Ltd	Annual Management fee	150,479	142,265
Multiconsult Trustees Ltd	Annual Management fee	10,635	10,414
Minimax Ltd	Annual Management fee	10,635	10,414
Amounts owed at the year end			
SG Hambros Trust Company Ltd		-	68,249
Multiconsult Trustees Ltd		6,168	6,020
Minimax Ltd		6,168	6,020

THE PRIVATE INFRASTRUCTURE DEVELOPMENT GROUP TRUST

NOTES TO THE FINANCIAL STATEMENTS (continued)

FOR THE YEAR ENDED 31 DECEMBER 2009

8. RELATED PARTY TRANSACTIONS (continued)	2009	2008
	US\$	US\$

**Transactions with the Protector and PMU/Adhoc Legal
CA Legal**

Fees Charged:

PMU (Fixed fee element)	677,253
PMU (Variable costs)	256,733
PMU (VAT)	143,219

Control

The PIDG Trust is controlled jointly by the three Trustees, who act in consultation with the PMU and the relevant Donors. DFID is the Enforcer of the PIDG Trust and CA Legal is currently acting as Protector of the PIDG Trust.

9. SUBSEQUENT EVENTS

Except as noted elsewhere, subsequent to 31 December 2009, the PIDG Trust has not undertaken any material transactions.

10. FINANCIAL INSTRUMENTS AND ASSOCIATED RISKS

Fair Values

The PIDG Trust's financial assets include non-current investments which are reviewed for impairment each year end.

The PIDG Trust's current financial assets and liabilities include accrued contributions receivable, cash and cash equivalents and other payables. All of these financial assets and liabilities are realised or settled within a short time period and therefore the carrying amount of these assets and liabilities approximate to fair values.

The PIDG Trust's financial liabilities include non-current loan balances from donors. These loan balances do not attract interest and have no fixed repayment terms, therefore the principal amounts owing at the balance sheet date approximate to fair values.

Associated Risks

The PIDG Trust's activities expose it to various types of risk in the normal course of its operations. The Trustees consider the risks to be minimal since no payments are made, or expenses incurred in advance of contributions, or commitments to cover such payments or expenditure having been received.