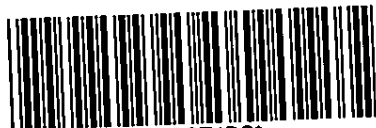


Balfour Beatty Infrastructure Investments Limited

Annual report and financial statements
for the year ended 31 December 2007

Company Number 00457719

WEDNESDAY



ASOST4DS

A25

29/10/2008

25

COMPANIES HOUSE

BALFOUR BEATTY INFRASTRUCTURE INVESTMENTS LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

for the year ended

31 DECEMBER 2007

CONTENTS

	Page
Directors' Report	2
Independent Auditors' Report	4
Profit and Loss Account	6
Balance Sheet	7
Notes to the Financial Statements	8 to 17

BALFOUR BEATTY INFRASTRUCTURE INVESTMENTS LIMITED

DIRECTORS' REPORT

For the year ended 31 December 2007

The Directors submit their annual report together with the audited financial statements for the year ended 31 December 2007

This Directors' Report has been prepared in accordance with the special provisions relating to small companies under section 246(4) of the Companies Act 1985

Principal Activity and Business Review

The Company's principal activity is that of an investment company. The Directors expect the activities of the Company to continue on a similar basis.

Results and Dividends

The financial statements of the Company are set out on pages 6 to 17. A profit for the year of £27,761,000 (2006 loss £53,107,000) has been transferred to reserves.

The Directors do not recommend the payment of a dividend (2006: £nil).

Post balance sheet events

Subsequent to the year end, the Company, via a wholly owned subsidiary, acquired a 95% interest in Regional & City Airports (Blackpool) Ltd as described in note 18.

Directors

The following were Directors of the Company throughout the year:

P W Goldsmith
F D F T McCormack
C R O'N Pearson
C M Pryce
A L P Rabin

Financial Instruments

Due to the nature of the Company's business and the assets and liabilities contained within the Company's balance sheet the only financial risks the Directors consider relevant to the Company are credit risk, liquidity risk and interest rate risk. The Directors do not consider there to be any significant credit risks on the loans to PPP concession companies as these have stable long term cash flows. The Directors do not consider there to be any significant liquidity risk as the short term loan from the ultimate parent company Balfour Beatty plc is renewed on an annual basis. The Company does not hedge the interest risk arising on the loans to PPP concession companies that bear interest at a margin over Libor as detailed in note 9.

BALFOUR BEATTY INFRASTRUCTURE INVESTMENTS LIMITED

DIRECTORS' REPORT (continued)

Statement of Directors' Responsibilities

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

United Kingdom company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the Company as at the end of the financial year 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, 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 proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company, and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditors

Each of the Directors at the date of approval of this report confirms that

- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- the Director has taken all necessary steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

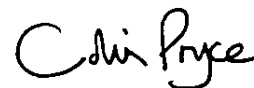
This confirmation is given and should be interpreted in accordance with the provisions of Section 234ZA of the Companies Act 1985.

Auditors

The Company has elected to dispense with the obligation to appoint auditors annually, and accordingly, Deloitte & Touche LLP shall be deemed to be reappointed as auditors for a further term under the provisions of Section 386 of the Companies Act 1985.

Registered Office
Fourth Floor
130 Wilton Road
London SW1V 1LQ

By Order of the Board



8 October 2008

CM Pryce, Director

INDEPENDENT AUDITORS' REPORT

To the Members of

BALFOUR BEATTY INFRASTRUCTURE INVESTMENTS LIMITED

We have audited the financial statements of Balfour Beatty Infrastructure Investments Limited for the year ended 31 December 2007, which comprise the profit and loss account, the balance sheet and the related notes numbered 1 to 19. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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

The Directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (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 the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding Directors' remuneration and other transactions is not disclosed.

We read the Directors' 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 Standards on Auditing (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 Directors in the preparation of the financial statements and of whether the accounting policies are appropriate to the Company'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 financial statements.

INDEPENDENT AUDITORS' REPORT (continued)

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the Company's affairs as at 31 December 2007 and of its profit for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements

Deloitte & Touche LLP

Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
London, United Kingdom

24 October 2008

BALFOUR BEATTY INFRASTRUCTURE INVESTMENTS LIMITED

PROFIT AND LOSS ACCOUNT

for the year ended 31 December 2007

	<u>Notes</u>	<u>2007</u> <u>£'000</u>	<u>2006</u> <u>£'000</u>
Net operating income / (expense)	2	2,693	(286)
OPERATING PROFIT / (LOSS)		<u>2,693</u>	<u>(286)</u>
Income from shares in joint venture and associated undertakings	4	21,074	1,790
Impairment of Metronet investment and non-current liabilities	5	(454)	(70,000)
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE INTEREST AND TAXATION		<u>23,313</u>	<u>(68,496)</u>
Interest receivable and similar income	6	6,631	4,647
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		<u>29,944</u>	<u>(63,849)</u>
Taxation on profit/(loss) on ordinary activities	7	(2,183)	10,742
PROFIT/(LOSS) FOR THE YEAR	15	<u>27,761</u>	<u>(53,107)</u>

The Company has no recognised gains or losses in either year other than those included in the results above, consequently no Statement of Total Recognised Gains and Losses has been presented

All activities are from continuing operations in the United Kingdom

BALFOUR BEATTY INFRASTRUCTURE INVESTMENTS LIMITED

BALANCE SHEET

At 31 December 2007

	Notes	<u>2007</u> £'000	<u>2006</u> £'000
FIXED ASSETS			
Investments	8	<u>30,493</u>	<u>26,767</u>
CURRENT ASSETS			
Debtors amounts falling due within one year	9	5,265	2,782
Debtors amounts falling due after more than one year	9	67,463	55,028
CURRENT LIABILITIES			
Creditors amounts falling due within one year	10	(69,799)	(103,023)
Provisions for liabilities	11	-	(32,018)
NET CURRENT ASSETS / (LIABILITIES)		<u>2,929</u>	<u>(77,231)</u>
Creditors amounts falling due after more than one year	12	(1,125)	-
TOTAL ASSETS LESS LIABILITIES		<u>32,297</u>	<u>(50,464)</u>
CAPITAL AND RESERVES			
Called-up share capital	14	55,000	-
Profit and loss account	15	(22,703)	(50,464)
SHAREHOLDERS' FUNDS/(DEFICIT)		<u>32,297</u>	<u>(50,464)</u>

These financial statements were approved by the Board of Directors on 8 October 2008

and signed on its behalf by



P W Goldsmith, Director

8 October 2008

BALFOUR BEATTY INFRASTRUCTURE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. Accounting Policies

A summary of the principal accounting policies, all of which have been applied consistently throughout the year and the preceding year, is set out below

a Basis of Accounting

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards

The Company has taken advantage of the exemption from preparing consolidated accounts afforded by section 228 of the Companies Act 1985 because it is a wholly owned subsidiary of Balfour Beatty plc which prepares consolidated accounts which are publicly available

The Company is also, on this basis, exempt from the requirement of FRS1 (revised) to present a cash flow statement

b Investments

Investments comprise holdings in subsidiary undertakings, joint ventures and associated undertakings. The Company's investments are stated at cost less amounts provided to reflect impairments in value

c Taxation

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

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

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

BALFOUR BEATTY INFRASTRUCTURE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. Accounting Policies (continued)

c Taxation (continued)

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis.

d Revenue Recognition

Fees charged for managing investments are recognised as revenue as the services are provided.

2. Net Operating Income / (Expense)

	<u>2007</u> £'000	<u>2006</u> £'000
Management fees	2,877	135
Letter of credit costs	(28)	(171)
Legal and professional fees	(156)	(250)
	<u>2,693</u>	<u>(286)</u>

3. Employee, Director and Auditor Costs

The Company has no direct employees (2006: none) and therefore incurs no employee costs (2006: £nil).

No Director received any emoluments for services to the Company during the year (2006: £nil).

The auditors' remuneration for the audit of the Company's accounts was £3,000 (2006: £3,000). The auditors' remuneration was borne by Balfour Beatty plc in both years.

4. Income from Shares in Joint Venture and Associated Undertakings

	<u>2007</u> £'000	<u>2006</u> £'000
Dividends received from shares in joint venture undertakings	21,074	1,790
	<u>21,074</u>	<u>1,790</u>

BALFOUR BEATTY INFRASTRUCTURE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

5. Exceptional Item

As a result of a request on 28 June 2007 by Metronet Rail BCV Ltd to the Arbiter for an Extraordinary Review of the incurred and forecast costs, his subsequent interim award, and the consequent appointment on 18 July 2007 of a PPP Administrator to both Metronet Rail BCV Ltd and Metronet Rail SSL Ltd, the Company's investments in the share capital of and loans to Metronet Rail BCV Holdings Ltd and Metronet Rail SSL Holdings Ltd were written down to £nil as at 31 December 2006. In addition, a provision of £454,000 has been made in 2007 in respect of legal and external advisers' fees incurred prior to the appointment of the PPP Administrator. The exceptional item has given rise to a tax credit of £136,000 (2006: £12,000,000).

	2007		2006		
	Professional Fees	Total	Impaired Share Capital	Impaired Loans	Total
	£'000	£'000	£'000	£'000	£'000
Metronet Rail BCV Holdings Ltd	-	-	(15,000)	(20,000)	(35,000)
Metronet Rail SSL Holdings Ltd	-	-	(15,000)	(20,000)	(35,000)
Professional fees	(454)	(454)	-	-	-
At 31 December 2007	<u>(454)</u>	<u>(454)</u>	<u>(30,000)</u>	<u>(40,000)</u>	<u>(70,000)</u>

6 Interest Receivable and Similar Income

	2007 £'000	2006 £'000
Interest receivable on loans to joint ventures and associated undertakings	6,621	4,647
Interest on other loans	10	-
	<u>6,631</u>	<u>4,647</u>

7. Taxation

	2007 £'000	2006 £'000
<i>UK Corporation Tax</i>		
Current tax (charge)/credit on income for the year	(2,108)	10,617
Adjustments in respect of prior years	-	50
Total current tax (charge)/credit	<u>(2,108)</u>	<u>10,667</u>
Deferred tax (see note 13)	(75)	75
Tax on profit on ordinary activities	<u>(2,183)</u>	<u>10,742</u>

BALFOUR BEATTY INFRASTRUCTURE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

7. Taxation - continued

The current tax charge for the period is lower than the standard rate of corporation tax in the UK (30%) The differences are explained below

	<u>2007</u> £'000	<u>2006</u> £'000
<i>Current tax reconciliation</i>		
Profit/(loss) on ordinary activities before tax	29,944	(63,849)
Current tax at 30% (2006 30%)	(8,983)	19,155
<i>Effects of</i>		
Income not taxable	6,922	537
Expenses not deductible	(47)	(9,000)
Other short term timing differences	-	(75)
Adjustments in respect of prior periods	-	50
Total current tax (charge)/credit (see above)	<u>(2,108)</u>	<u>10,667</u>

The Company earns its profits primarily in the UK, therefore the tax rate used for tax on profit on ordinary activities is the standard rate for UK corporation tax enacted at the balance sheet date of 30%

8. Fixed Asset Investments

	Subsidiary Undertakings £'000	Joint Venture and Associated Undertakings £'000	Total £'000
Cost or valuation			
At 1 January 2007	29	26,738	26,767
Additions	6,051	75	3,726
Disposals	(2,400)	-	-
Transfers	(3,600)	3,600	-
At 31 December 2007	<u>80</u>	<u>30,413</u>	<u>30,493</u>
Net book value at 31 December 2007	<u>80</u>	<u>30,413</u>	<u>30,493</u>
Net book value at 31 December 2006	<u>29</u>	<u>26,738</u>	<u>26,767</u>

BALFOUR BEATTY INFRASTRUCTURE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

8. Fixed Asset Investments - continued

Movement in investments during the year comprise: £'000

Subsidiaries - additions

Connect Roads (Derby) Holdings Ltd	1
Transform Schools (Knowsley) Holdings Ltd	50
Regional and City Airports (Exeter) Holdings Ltd	6,000

Subsidiaries - disposals

Regional and City Airports (Exeter) Holdings Ltd	(2,400)
--	---------

Subsidiaries - transfers

Regional and City Airports (Exeter) Holdings Ltd	(3,600)
--	---------

51

Joint Ventures & Associates - additions

Consort Healthcare (Mid Yorkshire) Holdings Ltd	25
Consort Healthcare (Salford) Holdings Ltd	25
Consort Healthcare (Tameside) Holdings Ltd	25

Joint Ventures & Associates - transfers

Regional and City Airports (Exeter) Holdings Ltd	3,600
--	-------

3,675

On 5 January 2007 the Company acquired 100% of Regional and City Airports (Exeter) Holdings Ltd having entered into a put option for the subsequent disposal of 40% to Galaxy SARL. This disposal was completed on 4 April 2007. Until 4 April, the investment was accounted for as a subsidiary and subsequently, the remaining 60% holding has been transferred to joint venture undertakings.

The list of subsidiaries, joint ventures and associated undertakings is given in Note 19.

BALFOUR BEATTY INFRASTRUCTURE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

9. Debtors

	<u>2007</u> £'000	<u>2006</u> £'000
<i>Amounts falling due within one year</i>		
Loan to Power Asset Development Company Ltd	900	-
Interest receivable from Connect M77/GSO Holdings Ltd	2,136	1,148
Interest receivable from Consort Healthcare (Blackburn) Holdings Ltd	1,088	429
Interest receivable from Consort Healthcare (Edinburgh Royal Infirmary) Holdings Ltd	154	171
Interest receivable from Health Management (UCLH) Holdings Ltd	170	158
Interest receivable from Transform Schools (Rotherham) Holdings Ltd	569	-
Interest receivable from Transform Schools (Bassetlaw) Holdings Ltd	71	-
Interest receivable from Transform Schools (North Lanarkshire) Ltd	42	-
Interest receivable from Aberdeen Environmental Services (Holdings) Ltd	3	-
Interest receivable from Transform Schools (Stoke) Holdings Ltd	1	-
Letter of credit fees from Metronet Rail BCV Holdings Ltd	-	16
Letter of credit fees from Metronet Rail SSL Holdings Ltd	-	16
Loan to Consort Healthcare (Edinburgh Royal Infirmary) Holdings Ltd	-	122
Loan to M1-A1 Investments Ltd	-	630
Loan to other group companies	131	92
	<u>5,265</u>	<u>2,782</u>
<i>Amounts falling due after more than one year</i>		
Loan to Connect M77/GSO Holdings Ltd	12,635	12,635
Loan to Consort Healthcare (Blackburn) Holdings Ltd	5,550	5,550
Loan to Aberdeen Environmental Services (Holdings) Ltd	634	-
Loan to Consort Healthcare (Edinburgh Royal Infirmary) Holdings Ltd	5,664	5,648
Loan to Health Management (UCLH) Holdings Ltd	8,460	8,460
Loan to Power Asset Development Company Ltd	1,000	1,000
Loan to Transform Schools (Rotherham) Holdings Ltd	5,453	5,453
Loan to Transform Schools (Stoke) Holdings Ltd	4,618	4,618
Loan to Transform Schools (Bassetlaw) Holdings Ltd	6,830	-
Loan to Transform Schools (North Lanarkshire) Holdings Ltd	1,325	-
Loan to Regional and City Airports (Exeter) Holdings Ltd	14,460	-
Interest receivable from Connect M77/GSO Holdings Ltd	-	414
Interest receivable from Regional & City Airports (Exeter) Holdings Ltd	834	-
Deferred tax (see note 13)	-	75
Corporation tax	-	11,175
	<u>67,463</u>	<u>55,028</u>

BALFOUR BEATTY INFRASTRUCTURE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

The loans to the following companies are repayable subject to conditions detailed in the loan agreements and bear the following interest rates

Connect M77/GSO Holdings Ltd	12 1%
Consort Healthcare (Blackburn) Holdings Ltd	14%
Consort Healthcare (Edinburgh Royal Infirmary) Holdings Ltd	Libor plus 6%
Health Management (UCLH) Holdings Ltd	8%
Power Asset Development Company Ltd	14%
Transform Schools (Rotherham) Holdings Ltd	Libor plus 8 09%
Transform Schools (Stoke) Holdings Ltd	Libor plus 6%
Transform Schools (Bassetlaw) Holdings Ltd	Libor plus 6%
Transform Schools (North Lanarkshire) Holdings Ltd	Libor plus 6%
Aberdeen Environmental Services (Holdings) Ltd	Libor plus 6%
Regional and City Airports (Exeter) Holdings Ltd	Libor plus 6%

10. Creditors: amounts falling due within one year

	<u>2007</u>	<u>2006</u>
	£'000	£'000
Loan from Balfour Beatty plc	66,356	102,749
Corporation tax	2,786	-
Accruals and deferred income	657	274
	<u>69,799</u>	<u>103,023</u>

The loan from Balfour Beatty plc was repayable on 16th January 2008, subsequently extended to 24th September 2008 [will probably need updating] and is interest free

11. Provision for Liabilities

	<u>2007</u>	<u>2006</u>
	£'000	£'000
Provision for additional loans to Metronet Rail BCV Holdings Ltd and Metronet Rail SSL Holdings Ltd	-	32,018
	<u>-</u>	<u>32,018</u>

12. Creditors: amounts falling due after more than one year

	<u>2007</u>	<u>2006</u>
	£'000	£'000
Loan from Aberdeen Environmental Services (Holdings) Ltd	1,125	-
	<u>1,125</u>	<u>-</u>

The loan from Aberdeen Environmental Services (Holdings) Ltd is repayable in agreed instalments between 30th September 2022 and 30th September 2023 and is interest free

BALFOUR BEATTY INFRASTRUCTURE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

13. Deferred Taxation

	<u>2007</u> £'000	<u>2006</u> £'000
The deferred taxation asset comprises		
Short term timing differences	-	75
The movement on deferred tax during the year was		
At 1 January	75	-
Profit and loss account	(75)	75
At 31 December	-	75

14. Called-Up Share Capital

	<u>2007</u> £	<u>2006</u> £
Authorised		
75,000,000 Ordinary shares of £1 each	75,000,000	50
Called-up, issued and fully paid		
55,000,000 Ordinary shares of £1 each	55,000,000	4

As a result of a deficiency in the net assets of the Company as at 31 December 2006, in October 2007 the Company's parent Balfour Beatty plc subscribed £54,999,996 for share capital in the Company

15. Reconciliation of Movements in Reserves and Shareholders' Funds

	2007 Share Capital £'000	2007 Profit and Loss Account £'000	2007 Shareholders' Funds £'000	2006 Shareholders' Funds £'000
At 1 January	-	(50,464)	(50,464)	2,643
Profit/(loss) for the year		27,761	27,761	(53,107)
Share capital injection	55,000	-	55,000	-
At 31 December	55,000	(22,703)	32,297	(50,464)

16. Related Party Transactions

As a wholly owned subsidiary of Balfour Beatty plc, the Company has taken advantage of the exemption in FRS8 "Related Party Transactions" not to disclose transactions with other members of the group headed by Balfour Beatty plc

17. Ultimate Parent Company and Controlling Party

The Company is a wholly-owned subsidiary undertaking of Balfour Beatty plc, incorporated in Great Britain and registered in England and Wales. The only group in which the results of the Company are consolidated is that headed by Balfour Beatty plc. The consolidated financial statements of Balfour Beatty plc are available to the public and may be obtained from 130 Wilton Road, London SW1V 1LQ

BALFOUR BEATTY INFRASTRUCTURE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

18 Post Balance Sheet Event

Blackpool International Airport

On 8 May 2008, the Company, via a wholly owned subsidiary, acquired a 95% interest in the issued share capital of Regional & City Airports (Blackpool) Ltd for a cash consideration of £14.0m, costs of £1.1m and deferred costs of £3.6m

BALFOUR BEATTY INFRASTRUCTURE INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

19. List of Principal Subsidiaries, Joint Ventures and Associated Undertakings

Subsidiaries

	Country of Incorporation	Principal Activity	Class of Shares Held	Holding %
Connect Roads Derby Holdings Ltd	England	PPP concession company	Ordinary	100%
Connect Roads South Tyneside Holdings Ltd	England	PPP concession company	Ordinary	100%
Connect Roads Sunderland Holdings Ltd	England	PPP concession company	Ordinary	100%
Transform Schools (Knowsley) Holdings Ltd	England	PPP concession company	Ordinary	100%

Joint Ventures

Aberdeen Environmental Services (Holdings) Ltd	Scotland	PPP concession company	Ordinary	45%
Connect M77/GSO Holdings Ltd	Scotland	PPP concession company	Ordinary	85%
Consort Healthcare (Birmingham) Holdings Ltd	England	PPP concession company	Ordinary	40%
Consort Healthcare (Blackburn) Holdings Ltd	England	PPP concession company	Ordinary	50%
Consort Healthcare (Edinburgh Royal Infirmary) Holdings Ltd	Scotland	PPP concession company	Ordinary	31.4%
Consort Healthcare (Mid Yorkshire) Holdings Ltd	England	PPP concession company	Ordinary	50%
Consort Healthcare (Salford) Holdings Ltd	England	PPP concession company	Ordinary	50%
Consort Healthcare (Tameside) Holdings Ltd	England	PPP concession company	Ordinary	50%
Health Management (UCLH) Holdings Ltd	England	PPP concession company	Ordinary	33%
Regional and City Airports (Exeter) Holdings Ltd	England	Airport Operator	Ordinary	60%
Transform Schools (Bassetlaw) Holdings Ltd	England	PPP concession company	Ordinary	50%
Transform Schools (Birmingham) Holdings Ltd	England	PPP concession company	Ordinary	50%
Transform Schools (North Lanarkshire) Holdings Ltd	Scotland	PPP concession company	Ordinary	50%
Transform Schools (Rotherham) Holdings Ltd	England	PPP concession company	Ordinary	50%
Transform Schools (Stoke) Holdings Ltd	England	PPP concession company	Ordinary	50%

Associated Undertakings

EDF Energy Powerlink Ltd	England	PPP concession company	Ordinary	10%
Power Asset Development Company Ltd	England	PPP concession company	Ordinary	25%