

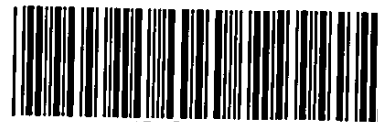
**Traffic Information Services (TIS)
Limited**

Annual Report and Financial Statements

For the Year Ended 31 December 2011

Registered Number 4017551

FRIDAY



S1EJ57BN

SCT

03/08/2012

#211

COMPANIES HOUSE

Traffic Information Services (TIS) Limited
Financial Statements
Year Ended 31 December 2011

Contents	Page
Company information	1
The directors' report	2
Statement of directors' responsibilities	4
Independent auditor's report to the members	5
Profit and loss account	7
Balance sheet	8
Notes to the financial statements	9

Traffic Information Services (TIS) Limited

Company Information

The board of directors

Nigel Middleton
Matthias Reicherter (Resigned 30 September 2011)
Graham Baldock
Thomas Haga (Appointed 1 October 2011)

Company secretary

Infrastructure Managers Limited

Registered office

Fifth Floor
100 Wood Street
London
EC2V 7EX

Auditor

PricewaterhouseCoopers LLP
Chartered Accountants
and Statutory Auditors
PO Box 90
Erskine House
68-73 Queen Street
Edinburgh
EH2 4NH

Bankers

National Westminster Bank Plc
Middlesex
TW18 4PU

Traffic Information Services (TIS) Limited

The Directors' Report

Year Ended 31 December 2011

The directors have pleasure in presenting their report and the financial statements of the Company for the year ended 31 December 2011

Principal Activities and Business Review

The Company's principal activity during the year was to develop, finance and operate a strategic traffic management system and Traffic Control Centre. During the year the Company's contract with the Highways Agency concluded and the Company reduced the level of the share capital in issue.

Results and Dividends

The profit for the year, after taxation, amounted to £800,000. Particulars of dividends paid are detailed in note 9 to the financial statements.

The profit for the year will be transferred to reserves.

The Directors consider the results for the year to be satisfactory.

Key performance indicators

The performance of the Company from a cash perspective is assessed on a six monthly basis by the testing of the covenants of the senior debt provider. The key indicator being the debt service cover ratio. The Company has been performing well and has been compliant with the covenants laid out in the loan agreement.

Directors

The directors who served the Company during the year and up to the date of this report are listed on page 1.

Traffic Information Services (TIS) Limited

The Directors' Report *(continued)*

Year Ended 31 December 2011

Auditor

PricewaterhouseCoopers LLP are deemed to be re-appointed under section 487(2) of the Companies Act 2006

Registered office
Fifth Floor
100 Wood Street
London
EC2V 7EX

Signed by order of the directors



Infrastructure Managers Limited
Company Secretary

Approved by the directors on 2 AUGUST 2012

Traffic Information Services (TIS) Limited

Statement of Directors' Responsibilities

Year Ended 31 December 2011

The directors are responsible for preparing the Annual Report and the Financial Statements in accordance with applicable law and regulations

Company law requires the directors to prepare 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 and of the profit or loss of the Company for the year ended 31 December 2011. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- 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 that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In so far as the directors are aware

- there is no relevant audit information of which the Company's auditor is unaware, and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditor is aware of that information.

The Directors' responsibilities were approved by the board on ~~2 AUGUST 2012~~ and signed on its behalf by


Thomas Haga

Traffic Information Services (TIS) Limited

Independent Auditor's Report to the Members of Traffic Information Services (TIS) Limited

We have audited the financial statements of Traffic Information Services (TIS) Limited for the year ended 31 December 2011 which comprise the Profit and Loss Account, Balance Sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective Responsibilities of Directors and Auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the Company's Members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of the Audit of the Financial Statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report and Financial Statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on Financial Statements

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 December 2011 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on Other Matter Prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Traffic Information Services (TIS) Limited

Independent Auditor's Report to the Members of Traffic Information Services (TIS) Limited *(continued)*

Matters on Which We are Required to Report by Exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Martin Cowie

Martin Cowie (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors

2 August 2011

Traffic Information Services (TIS) Limited

Profit and Loss Account

Year Ended 31 December 2011

	Note	2011 £000	2010 £000
Turnover	2	9,794	16,911
Cost of sales		(8,716)	(15,110)
Gross profit		1,078	1,801
Administrative expenses		(479)	(415)
Other operating income	3	34	–
Operating profit	4	633	1,386
Interest receivable	6	519	1,123
Interest payable and similar charges	7	(11)	(713)
Profit on ordinary activities before taxation		1,141	1,796
Tax on profit on ordinary activities	8	(341)	(1,007)
Profit for the financial year		800	789

All of the activities of the Company are classed as continuing

The Company has no recognised gains and losses other than those included in the profit above and therefore no separate statement of total recognised gains and losses has been presented

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

The notes on pages 9 to 15 form part of these financial statements

Traffic Information Services (TIS) Limited

Balance Sheet

As at 31 December 2011

	Note	2011 £000	2010 £000
Current assets			
Debtors due within one year	10	508	13,470
Cash at bank		43	2,707
		<u>551</u>	<u>16,177</u>
Creditors: Amounts falling due within one year	11	(163)	(2,454)
Net current assets		<u>388</u>	<u>13,723</u>
Total assets less current liabilities		<u>388</u>	<u>13,723</u>
Provisions for liabilities			
Deferred taxation	12	—	(544)
		<u>—</u>	<u>(544)</u>
Net assets		<u>388</u>	<u>13,179</u>
Capital and reserves			
Share capital	13	—	12,824
Profit and loss account	14	388	355
Equity shareholders' funds	15	<u>388</u>	<u>13,179</u>

These financial statements on pages 7 to 15 were approved by the directors and authorised for issue on 2 April 2012, and are signed on their behalf by


Thomas Haga

Company Registration Number 4017551

The notes on pages 9 to 15 form part of these financial statements

Traffic Information Services (TIS) Limited

Notes to the Financial Statements

Year Ended 31 December 2011

1 Accounting policies

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

Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006 and applicable Accounting Standards in the United Kingdom. The financial statements have been prepared on a going concern basis as the Company's financial projections indicate that sufficient funds will be generated to allow on-going obligations to be met as they fall due.

Cash flow statement

The Company is a subsidiary of BIIF Holdco Limited and is included in the consolidated financial statements of BIIF Holdco Limited, which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS1.

Turnover

Turnover, which is stated net of Value Added Tax, represents fees related to the provision of driver information services, all within the United Kingdom.

Deferred taxation

Deferred tax is provided, using the incremental liability method, on timing differences that have originated but not reversed at the balance sheet date where the transactions or events that give rise to an obligation to pay more or less tax in the future have occurred by the balance sheet date. A deferred tax asset is recognised only when it is considered more likely than not that it will be recovered. 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 in force at the balance sheet date. Deferred tax is measured on a non-discounted basis.

Accounting for PFI contracts

Within Public Private Partnership ("PPP") projects (including Private Finance Initiative ("PFI") projects), where the concession agreement transfers limited risk and rewards associated with ownership to the contractor, the costs incurred during the period of initial asset construction, as a direct consequence of financing, designing and constructing the asset, are shown as 'assets in the course of construction' within current assets. On completion of the asset construction phase the asset is transferred to debtors as 'amounts receivable under PFI contracts'.

Revenues received from the customer, following completion of the asset construction phase, are apportioned between capital repayments and operating revenue based on an implicit rate over the contract life. The 'finance income' element of the capital repayments will be shown within interest receivable.

Traffic Information Services (TIS) Limited

Notes to the Financial Statements

Year Ended 31 December 2011

1 Accounting policies (*continued*)

Taxation

The tax expense represents the sum of current tax expense and deferred tax expense

Current tax expense is based on taxable profit for the year. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

2 Turnover

The turnover and profit before tax are attributable to the one principal activity of the Company. An analysis of turnover is given below.

	2011 £000	2010 £000
United Kingdom	9,794	16,911

Turnover, which is stated net of Value Added Tax, represents fees related to the provision of driver information services, all within the United Kingdom.

3 Other operating income

	2011 £000	2010 £000
Other operating income	34	—

4 Operating profit

Operating profit is stated after charging

	2011 £000	2010 £000
Auditor's remuneration - as auditor	13	10

5 Particulars of employees and directors

The Directors did not receive any remuneration from the Company during the year (2010: £nil). There were no employees in the financial year other than the directors (2010: nil).

Traffic Information Services (TIS) Limited

Notes to the Financial Statements

Year Ended 31 December 2011

6 Interest receivable

	2011	2010
	£000	£000
Bank interest receivable	17	104
Finance income receivable under PFI contracts	231	1,019
Interest from group undertakings	271	–
	519	1,123

7 Interest payable and similar charges

	2011	2010
	£000	£000
Interest payable on bank borrowing	–	442
Intercompany loans	11	271
	11	713

8 Taxation on ordinary activities

(a) Analysis of charge in the year

	2011	2010
	£000	£000
Current tax		
In respect of the year		
UK Corporation tax based on the results for the year at 26.49% (2010 - 28%)	885	1,653
Over/under provision in prior year	–	583
Total current tax	885	2,236
Deferred tax		
Origination and reversal of timing differences	(544)	(1,229)
Tax on profit on ordinary activities	341	1,007

Traffic Information Services (TIS) Limited

Notes to the Financial Statements

Year Ended 31 December 2011

8 Taxation on ordinary activities (*continued*)

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 26.49% (2010 - 28%)

	2011	2010
	£000	£000
Profit on ordinary activities before taxation	1,141	1,796
Profit on ordinary activities by rate of tax	303	502
Expenses not deductible for tax purposes	49	(59)
Capital allowances for year in excess of depreciation	533	1,210
Adjustments to tax charge in respect of previous periods	-	583
Total current tax (note 8(a))	885	2,236

(c) Factors that may affect future tax charges

During the year, as a result of the change in the UK main corporation tax rate from 26% to 25% that was substantively enacted on 5 July 2011 and that will be effective from 1 April 2012, the relevant deferred tax balances have been re-measured

9 Dividends

Equity dividends

	2011	2010
	£000	£000
Paid during the year		
Interim dividend of £13,591,000 (2010 £0.078) per ordinary share	13,591	1,000

Traffic Information Services (TIS) Limited

Notes to the Financial Statements

Year Ended 31 December 2011

10 Debtors

	2011	2010
	£000	£000
Amounts owed by group undertakings	271	3,500
Amounts recoverable under PFI contracts	–	9,680
Other debtors	237	–
Prepayments and accrued income	–	290
	508	13,470

Amounts recoverable on PFI contracts

The movement is analysed as follows

	2011	2010
	£000	£000
Balance as at 1 January	9,680	23,458
Repayments received	(9,680)	(13,778)
	-	9,680

11 Creditors: Amounts falling due within one year

	2011	2010
	£000	£000
Trade creditors	9	20
Amounts owed to group undertakings	120	23
Corporation tax	–	1,653
Other taxation	–	707
Other creditors	–	15
Accruals and deferred income	34	36
	163	2,454

Amounts owed to group undertakings include group relieved tax losses due to parent companies, bearing no interest

12 Deferred taxation

The movement in the deferred taxation provision during the year was

	2011	2010
	£000	£000
Provision brought forward	544	1,773
Profit and loss account movement arising during the year	(544)	(1,229)
Provision carried forward	-	544

Traffic Information Services (TIS) Limited

Notes to the Financial Statements

Year Ended 31 December 2011

12 Deferred taxation (*continued*)

The provision for deferred taxation consists of the tax effect of timing differences in respect of

	2011 £000	2010 £000
Excess of taxation allowances over depreciation on fixed assets	-	544
	<u>-</u>	<u>544</u>

13 Share capital

Authorised share capital:

	2011 £000	2010 £000
1 (2010 - 12,823,589) Ordinary shares of £1 each	-	12,824
	<u>-</u>	<u>12,824</u>

Allotted, called up and fully paid:

	2011 No	£000	2010 No	£000
1 Ordinary shares (2010 - 12,823,589) of £1 each	<u>1</u>	<u>-</u>	<u>12,823,589</u>	<u>12,824</u>

During the year the Company cancelled 12,823,588 £1 ordinary shares with the resultant balance transferred to the Profit and Loss account reserve

14 Profit and loss account

	2011 £000	2010 £000
Balance brought forward	355	566
Profit for the financial year	800	789
Equity dividends	(13,591)	(1,000)
Net reduction of share capital	<u>12,824</u>	<u>-</u>
Balance carried forward	<u>388</u>	<u>355</u>

15 Reconciliation of movements in shareholders' funds

	2011 £000	2010 £000
Profit for the financial year	800	789
Equity dividends	(13,591)	(1,000)
Net addition/(reduction) to shareholders' funds	<u>(12,791)</u>	<u>(211)</u>
Opening shareholders' funds	<u>13,179</u>	<u>13,390</u>
Closing shareholders' funds	<u>388</u>	<u>13,179</u>

Traffic Information Services (TIS) Limited

Notes to the Financial Statements

Year Ended 31 December 2011

16 Related party disclosures

The Directors have considered the provisions contained within FRS 8 and are satisfied that there are no further disclosures required

Disclosure of related party transactions that the Directors have with the group which is consolidated at BIIF Holdco Limited are included in the accounts of that entity

17 Ultimate parent company

The immediate parent company is Traffic Information Services (TIS) Holdings Limited, a company incorporated in Great Britain and registered in England and Wales

The ultimate parent and controlling entity is Barclays Integrated Infrastructure Fund LP
Barclays Integrated Infrastructure Fund LP is owned by a number of investors, with no one investor having individual control