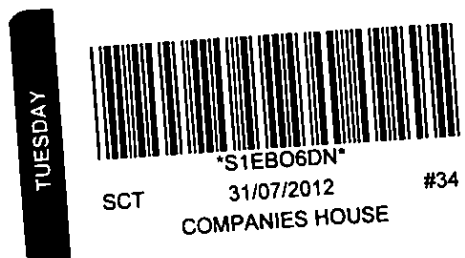


**Robertson Education (Ingleby Barwick)
Limited**

Annual Report and Financial Statements

For the Year Ended 31 December 2011

Registered Number 04375068



Robertson Education (Ingleby Barwick) Limited

Financial Statements

Year Ended 31 December 2011

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Robertson Education (Ingleby Barwick) Limited

Company Information

The board of directors	Victoria Bradley (Resigned 12 December 2011) Nigel Brindley (Resigned 1 August 2010) BIIF Corporate Services Limited John Cavill (Appointed 2 April 2012) Louis Javier Falero (Served from 12 December 2011 to 2 April 2012)
Company secretary	Infrastructure Managers Limited
Registered office	5th 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	Lloyds TSB Bank Plc 71 Lombard Street London EC3P 3BS
Solicitors	Maclay Murray & Spens LLP Quartermile One 15 Lauriston Place Edinburgh EH3 9EP

Robertson Education (Ingleby Barwick) 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 principal activities of the company are the design, build, finance, operation and maintenance of two new schools and a public library at Ingleby Barwick, Stockton-on-Tees, through an agreement with Stockton-on-Tees Borough Council and the Temporary Governing Body of All Saints Voluntary Aided Church of England Secondary School. The agreement was entered into under the Government's Private Finance Initiative Scheme.

Results and Dividends

The profit for the year, after taxation, amounted to £224,846. The directors have not recommended a dividend.

The result for the year will be transferred to reserves.

Key performance indicators

The performance of the Company from a cash perspective is assessed six monthly on a group 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 group loan agreement.

Financial Instruments

Details of the Company's financial risk management objectives and policies are included in note 13 to the accounts.

Directors

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

Auditor

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

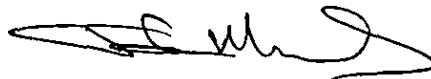
Robertson Education (Ingleby Barwick) Limited

The Directors' Report *(continued)*

Year Ended 31 December 2011

Registered office
5th Floor
100 Wood Street
London
EC2V 7EX

Signed by order of the directors



Infrastructure Managers Limited
Company Secretary

Approved by the directors on 17 July 2012

Robertson Education (Ingleby Barwick) 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 17 July 2012 and signed on its behalf by



John Cavill

Robertson Education (Ingleby Barwick) Limited

Independent Auditor's Report to the Members of Robertson Education (Ingleby Barwick) Limited

We have audited the financial statements of Robertson Education (Ingleby Barwick) 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 Annual Report and 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.

Robertson Education (Ingleby Barwick) Limited

Independent Auditor's Report to the Members of Robertson Education (Ingleby Barwick) 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

17 July 2012

Robertson Education (Ingleby Barwick) Limited

Profit and Loss Account

Year Ended 31 December 2011

	Note	2011 £	2010 £
Turnover	2	892,832	641,527
Cost of sales		(406,916)	(371,768)
Gross profit		485,916	269,759
Administrative expenses		(111,639)	(138,270)
Operating profit	3	374,277	131,489
Interest receivable	5	577,858	592,340
Interest payable and similar charges	6	(648,079)	(699,762)
Profit on ordinary activities before taxation		304,056	24,067
Tax on profit on ordinary activities	7	(79,210)	23,287
Profit for the financial year		224,846	47,354

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 16 form part of these financial statements

Robertson Education (Ingleby Barwick) Limited

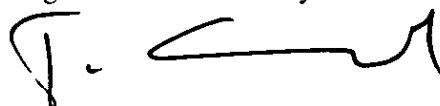
Balance Sheet

As at 31 December 2011

	Note	2011 £	2010 £
Current assets			
Debtors due within one year	8	652,380	701,700
Debtors due after one year	8	8,000,703	8,254,459
Cash at bank		1,662,687	1,240,509
		<u>10,315,770</u>	<u>10,196,668</u>
Creditors: Amounts falling due within one year	9	<u>(1,829,114)</u>	<u>(1,672,269)</u>
Net current assets		<u>8,486,656</u>	<u>8,524,399</u>
Total assets less current liabilities		<u>8,486,656</u>	<u>8,524,399</u>
Creditors: Amounts falling due after more than one year	10	<u>(7,746,862)</u>	<u>(8,088,661)</u>
		739,794	435,738
Provisions for liabilities			
Deferred taxation	12	(367,594)	(288,384)
Net assets		<u>372,200</u>	<u>147,354</u>
Capital and reserves			
Share capital	14	1,000	1,000
Share premium account	15	99,000	99,000
Profit and loss account	16	272,200	47,354
Equity shareholders' funds	17	<u>372,200</u>	<u>147,354</u>

These financial statements on pages 7 to 16 were approved by the directors and authorised for issue on 12 July 2012, and are signed on their behalf by

John Cavill



Company Registration Number 04375068

The notes on pages 9 to 16 form part of these financial statements

Robertson Education (Ingleby Barwick) 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 preparation

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

The turnover shown in the profit and loss account represents amounts invoiced during the year, exclusive of Value Added Tax.

Deferred taxation

Deferred tax is fully provided on timing differences recognised by the balance sheet date when the Company has an obligation to pay more or less tax in the future as a result of these timing differences. Deferred tax is determined using tax rates (and laws) that have been enacted or substantially enacted by the balance sheet date and are expected to apply when the related deferred tax asset is realised or the deferred tax liability is settled. The Company has not adopted a policy of discounting deferred tax assets and liabilities, as permitted by FRS 19 (Deferred Tax).

Financial Instruments

The company uses derivative financial instruments to reduce exposure to interest rate movements. Receipts and payments on interest rate instruments are recognised on an accruals basis over the life of the instrument. The company does not hold or issue derivative financial instruments for speculative purposes.

Robertson Education (Ingleby Barwick) Limited

Notes to the Financial Statements

Year Ended 31 December 2011

1 Accounting policies (*continued*)

Accounting for PFI assets

The unitary charge is the turnover of the Company which is received from the provision of a PFI asset to the customer and is received over the life of the concession period. Where the unitary charge is separable, the provisions of SSAP 21 (lease accounting) have been applied. In this case the property element is treated as a finance debtor representing the discounted expected future unitary charge receipts from the relevant project for the property. Where the unitary charge is non-separable and substantially all the risks and rewards of ownership remain with the Group, the asset is accounted for as a fixed asset. In the majority of cases the directors consider that the risks and rewards remain with the Group, and thus the costs of construction are included as fixed assets.

Costs incurred in the construction of subsidiaries' assets have been accounted for under Financial Reporting Standard (FRS) 5 Application Note F.

Finance debtor

When applying the guidance within the Application Note indicates that the project's principal agreements transfer substantially all the risks and rewards of ownership to the customer, the costs incurred by the company on the design and construction of the asset have been treated as a finance debtor within these financial statements.

Management service income is allocated between turnover and reimbursement of finance debtor so as to generate a constant rate of return in respect of the finance debtor over the life of the contract. Turnover represents the income allocated to the services provided as part of the overall project.

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	2010
	£	£
United Kingdom	<u>892,832</u>	<u>641,527</u>

Robertson Education (Ingleby Barwick) Limited

Notes to the Financial Statements

Year Ended 31 December 2011

3 Operating profit

Operating profit is stated after charging

	2011 £	2010 £
Auditor's remuneration		
- as auditor	9,970	6,250
- for other services	—	22,835

4 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)

5 Interest receivable

	2011 £	2010 £
Bank interest receivable	3,632	1,186
Interest receivable on finance debtor	574,226	591,154

6 Interest payable and similar charges

	2011 £	2010 £
Interest payable on bank borrowing	494,209	518,562
Interest due to group undertakings	153,870	181,200

7 Taxation on ordinary activities

(a) Analysis of charge in the year

	2011 £	2010 £
Deferred tax		
Origination and reversal of timing differences	79,210	(23,287)

Robertson Education (Ingleby Barwick) Limited

Notes to the Financial Statements

Year Ended 31 December 2011

7 Taxation on ordinary activities (*continued*)

(b) Factors affecting current tax charge

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

	2011 £	2010 £
Profit on ordinary activities before taxation	<u>304,056</u>	<u>24,067</u>
Profit on ordinary activities by rate of tax	80,554	6,739
Expenses not deductible for tax purposes	26,222	29,436
Capital allowances for period in excess of depreciation	18,189	10,363
Utilisation of tax losses	(107,378)	(27,950)
Movement in temporary differences	<u>(17,587)</u>	<u>(18,588)</u>
Total current tax (note 7(a))	-	-

(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. This change has reduced the deferred tax liability at the balance sheet date, and so has increased profit in the year, by £14,704.

Further reductions to the UK corporation tax rate were announced in the March 2012 Budget. These changes had not been substantively enacted at the balance sheet and therefore are not recognised in these financial statements. Firstly, a change in the rate to 24% with effect from 1 April 2012 was substantively enacted on 26 March 2012. The effect of this change, if it applied to the deferred tax balance at 31 December 2011, would be to reduce the deferred tax balance by £14,704.

Secondly, further changes, which are expected to be enacted separately each year, propose to reduce the rate by 1% per annum to 22% by 1 April 2014. The overall effect of the further changes from 24% to 22%, if these applied to the deferred tax balance at 31 December 2011, would be to reduce the deferred tax balance by £29,407.

8 Debtors

	2011 £	2010 £
Trade debtors	236,144	124,415
Amounts owed by group undertakings	101,103	101,103
Finance debtor	8,254,452	8,515,349
Other debtors	22,705	19,159
Prepayments and accrued income	<u>38,679</u>	<u>196,133</u>
	<u>8,653,083</u>	<u>8,956,159</u>

Robertson Education (Ingleby Barwick) Limited

Notes to the Financial Statements

Year Ended 31 December 2011

8 Debtors (*continued*)

The debtors above include the following amounts falling due after more than one year

	2011	2010
	£	£
Finance Debtor	<u>8,000,703</u>	<u>8,254,459</u>

The amounts owed by group undertakings bear no interest and are repayable on demand

Finance Debtor

The movement in the finance debtor is analysed as follows

	2011	2010
	£	£
Balance as at 1 January 2011	8,515,349	8,759,409
Repayments received	(260,897)	(244,060)
Additions	-	-
	<u>8,254,452</u>	<u>8,515,349</u>
Balance at 31 December 2011		

9 Creditors: Amounts falling due within one year

	2011	2010
	£	£
Bank loans	344,824	335,174
Trade creditors	82,867	56,633
Amounts owed to group undertakings	32,818	5,056
Other taxation	68,303	19,627
Other creditors	1,254,275	1,202,471
Accruals and deferred income	46,027	53,308
	<u>1,829,114</u>	<u>1,672,269</u>

See note 10 for amounts owed to group undertakings

Robertson Education (Ingleby Barwick) Limited

Notes to the Financial Statements

Year Ended 31 December 2011

10 Creditors: Amounts falling due after more than one year

	2011	2010
	£	£
Bank loans	6,548,597	6,890,396
Amounts owed to group undertakings	1,198,265	1,198,265
	<u>7,746,862</u>	<u>8,088,661</u>

The Company has a term loan with Lloyds TSB secured by a fixed and floating charge over the assets and undertakings of the Company and its parent company. The loan bears interest at 5.84% per annum under a swap agreement entered into by the Company. The SWAP rate is fixed for the duration of the term loan. The term loan is repayable in quarterly instalments which commenced 20 March 2004. The final repayment is due 20 March 2026.

Amounts owed to group undertakings relates to subordinate debt provided by the immediate parent company. The loan bears interest at 14% and is repayable in 2028. Amounts due within one year relate to interest unpaid at the year end.

11 Creditors - capital instruments

Creditors include loans which are due for repayment as follows

	2011	2010
	£	£
Amounts repayable		
In one year or less or on demand	344,824	335,174
In more than one year but not more than two years	291,408	348,283
In more than two years but not more than five years	984,677	1,012,689
In more than five years	6,470,777	6,727,689
	<u>8,091,686</u>	<u>8,423,835</u>

12 Deferred taxation

The movement in the deferred taxation provision during the year was

	2011	2010
	£	£
Provision brought forward	288,384	311,671
Profit and loss account movement arising during the year	79,210	(23,287)
Provision carried forward	<u>367,594</u>	<u>288,384</u>

Robertson Education (Ingleby Barwick) 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 £	2010 £
Excess of taxation allowances over depreciation on fixed assets	1,140,921	1,250,731
Tax losses available	(502,742)	(652,191)
Other timing differences	(270,585)	(310,156)
	<u>367,594</u>	<u>288,384</u>

13 Financial risk management objectives and policies

Interest rate risk

The financial risk management objectives of the Company are to ensure that financial risks are mitigated by the use of financial instruments where they cannot be addressed by means of contractual provisions. The Company uses interest rate swaps to reduce its exposure to interest rate movements. Financial instruments are not used for speculative purposes.

Liquidity risk

The Company's liquidity risk is principally managed through financing the Company by means of long term borrowings.

Fair values of financial assets and liabilities

Set out below is a comparison by category of carrying amounts and fair values of all of the Company's financial instruments that are carried in the financial statements at other than fair values.

	2011		2010	
	Carrying amount £	Fair value £	Carrying amount £	Fair value £
<i>Financial liabilities</i>				
Long term borrowing	(6,056,000)	(4,298,835)	(6,447,000)	(5,208,070)
Interest rate swap	—	(1,757,165)	—	(1,238,930)

The fair values of the fixed rate borrowing and the interest rate swap have been calculated by discounting the fixed cash flows at the prevailing interest rates at the year end.

Robertson Education (Ingleby Barwick) Limited

Notes to the Financial Statements

Year Ended 31 December 2011

14 Share capital

Allotted, called up and fully paid:

	2011		2010	
	No	£	No	£
100,000 Ordinary shares of £0.01 each	<u>100,000</u>	<u>1,000</u>	<u>100,000</u>	<u>1,000</u>

15 Share premium account

There was no movement on the share premium account during the financial year

16 Profit and loss account

	2011	2010
	£	£
Balance brought forward	47,354	—
Profit for the financial year	<u>224,846</u>	<u>47,354</u>
Balance carried forward	<u>272,200</u>	<u>47,354</u>

17 Reconciliation of movements in shareholders' funds

	2011	2010
	£	£
Profit for the financial year	224,846	47,354
Opening shareholders' funds	<u>147,354</u>	<u>100,000</u>
Closing shareholders' funds	<u>372,200</u>	<u>147,354</u>

18 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

19 Ultimate parent company

The immediate parent company is Robertson Education (Ingleby Barwick) Holdings Limited

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