

GIBRALTAR INVESTMENTS (NO. 7) LIMITED

**ANNUAL REPORT AND FINANCIAL
STATEMENTS**

FOR THE YEAR ENDED 25 SEPTEMBER 2008

Company number 4540026

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GIBRALTAR INVESTMENTS (No. 7) LIMITED

DIRECTORS AND ADVISORS

DIRECTORS

W Tame
F Martinelli

COMPANY SECRETARY

S Billiald

REGISTERED OFFICE

33 Wigmore Street
London
W1U 1QX

INDEPENDENT AUDITORS

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
1 Embankment Place
London
WC2N 6RH

GIBRALTAR INVESTMENTS (No. 7) LIMITED

DIRECTORS' REPORT for the year ended 25 September 2008

The directors present their Annual Report and the audited financial statements of the company for the year ended 25 September 2008.

Principal activity

The principal activity of the company is an investment company. There are no plans to alter significantly the business of the company.

Results and dividends

The profit for the year was £63 (2007: £55). The directors do not propose a final dividend (2007: nil).

Key performance indicators

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using KPI's is not necessary for an understanding of the development, performance or position of the business.

Qualifying third party indemnity provisions

Under their respective Articles of Association, the directors of the company are, and were during the year to 25 September 2008, entitled to be indemnified by the company against liabilities and costs incurred in connection with the execution of their duties or the exercise of the powers, to the extent permitted by the Companies Act 1985.

Principal risks and uncertainties

The management of the business is subject to a number of risks. Procedures are in place across the Group to identify, assess and mitigate major business risks. The management of risk is an integral part of our operational review process and is supplemented at Group level by independent challenge and review by the Group Risk Manager and the Audit and Risk Committee. Further details can be found in the Babcock International Group PLC Financial Statements pages 26-27.

Directors

The members of the Board during the year and up to the point of signing the financial statements were:

W Tame
F Martinelli

**DIRECTORS' REPORT (continued)
for the year ended 25 September 2008**

Statement of directors' responsibilities in respect of the Annual Report and the financial statements

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 the 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 that period.

In preparing those 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;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

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 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.

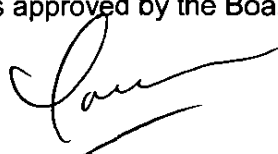
Statement of disclosure of information to auditors

So far as the directors are aware, there is no relevant audit information, being information required by the auditors in connection with the preparation of the auditors' report, of which the auditors are unaware. Having made enquires of fellow directors, each director has taken all steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditors are aware of that information.

A resolution to reappoint PricewaterhouseCoopers LLP as auditors to the company will be proposed at the annual general meeting.

This report was approved by the Board on 6 May 2009 and signed on its behalf by:

F Martinelli
Director



Independent auditors' report to the members of Gibraltar Investments (No. 7) Limited

We have audited the financial statements of Gibraltar Investments (No. 7) Limited for the year ended 25 September 2008 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

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). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, 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.

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 judgments 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 to the members of Gibraltar Investments (No. 7) Limited
(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 25 September 2008 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.

PricewaterhouseCoopers LLP

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
London

6 May 2009

PROFIT AND LOSS ACCOUNT
for the year ended 25 September 2008

	Note	2008 £	2007 £
Interest receivable and similar income:			
- bank interest		63	55
Profit on ordinary activities before tax		63	55
Tax on profit on ordinary activities	3	-	-
Profit for the financial year		63	55
Retained profit for the year		63	55

During the year there were no recognised gains and losses other than those dealt with in the profit and loss account

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

There are no material differences between profit on ordinary activities before tax and the retained profit for the year stated above and their historical cost equivalent.

GIBRALTAR INVESTMENTS (No. 7) LIMITED

BALANCE SHEET as at 25 September 2008

	Note	2008 £	2007 £
CURRENT ASSETS			
Debtors	4	15	15
Cash at bank		1,326	1,263
		1,341	1,278
NET CURRENT ASSETS			
		1,341	1,278
NET ASSETS			
		1,341	1,278
CAPITAL AND RESERVES			
Called up share capital - equity	5	1,030	1,030
Profit and loss account	6	311	248
Total shareholders' funds		1,341	1,278

The financial statements on pages 6 to 10 were approved by the Board on 6 May 2009.

F Martinelli
Director



The accompanying notes form an integral part of this balance sheet.

1 ACCOUNTING POLICIES

The principal accounting policies are summarised below. They have all been applied consistently throughout the year.

Basis of accounting

The financial statements have been prepared on a going concern basis under the historical cost convention and in accordance with the Companies Act 1985 and applicable United Kingdom accounting standards.

Cash flow statement

A cash flow statement has not been prepared as the company has taken advantage of the exemption under FRS1 (Revised 1996) 'Cash Flow Statements' available to wholly owned subsidiaries of a company whose consolidated financial statements include a consolidated cash flow statement and are available to the public.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date. The taxation liabilities of certain group companies may be reduced, wholly or in part, by surrender of losses by fellow group companies. The decision to charge group relief is made on a case by case basis.

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.

Deferred tax is not recognised when fixed assets are revalued unless by the balance sheet date there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on sale has been recognised in the financial statements. Neither is deferred tax recognised when fixed assets are sold and it is more likely than not that the taxable gain will be rolled over, being charged to tax only if and when the replacement assets are sold.

NOTES TO THE FINANCIAL STATEMENTS (continued)

1 ACCOUNTING POLICIES (continued)**Taxation (continued)**

Deferred tax is recognised in respect of the retained earnings of overseas subsidiaries and associates only to the extent that, at the balance sheet date, dividends have been accrued as receivable or a binding agreement to distribute past earnings in future has been entered into by the subsidiary or associate.

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 substantively enacted by the balance sheet date.

2 OPERATING PROFIT, STAFF COSTS AND DIRECTORS REMUNERATION

There were no staff employed during the year and none of the directors received remuneration in respect of their services to the company during the year under review.

The directors are remunerated by other group companies.

Auditor's remuneration in respect of audit services is borne by Babcock International Group Plc.

3 TAXATION ON PROFIT ON ORDINARY ACTIVITIES

There is no corporate tax charge for the year as the company will receive group relief from its fellow subsidiaries for nil consideration.

4 DEBTORS	2008 £	2007 £
Interest receivable	15	15

5 CALLED UP SHARE CAPITAL	2008 £	2007 £
Authorised:		
50,000,000 ordinary shares of £1 each	50,000,000	50,000,000
Allotted, called up and fully paid:		
1,000 ordinary shares of £1 each	1,000	1,000
Allotted, called up and partly paid:		
30,000,000 ordinary shares of £1 each (0.0001p paid per share)	30	30

GIBRALTAR INVESTMENTS (No. 7) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

6 RECONCILIATION OF MOVEMENT IN TOTAL SHAREHOLDERS' FUNDS

	Total shareholders' funds 2008 £	Total shareholders' funds 2007 £	Profit and loss account 2008 £	Profit and loss account 2007 £
At 26 September	1,278	1,223	248	193
Profit for the year	63	55	63	55
At 25 September	1,341	1,278	311	248

7 RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption granted to 90% subsidiaries, by FRS8 Related Party Disclosures, not to disclose transactions with group undertakings.

8 ULTIMATE CONTROLLING PARTY

The company's immediate parent undertaking is Babcock Management Limited. The company's ultimate parent company and controlling party is Babcock International Group PLC, a company registered in England and Wales. The only group in which the results of the company are consolidated is that headed by Babcock International Group PLC.

Copies of the Babcock International Group PLC accounts are available from the following address:

Company Secretary
Babcock International Group PLC
33 Wigmore Street
London, W1U 1QX