

**TBI Ltd**  
**(Formerly TBI Plc)**

**(Registered number 1064763)**

**ANNUAL REPORT AND ACCOUNTS**

**FOR THE YEAR ENDED 31 DECEMBER 2008**

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**ANNUAL REPORT AND ACCOUNTS  
FOR THE YEAR ENDED 31 DECEMBER 2008**

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## **OFFICERS AND REGISTERED OFFICE**

### **DIRECTORS**

CF Del Rio Carcano  
D Ullastres  
M McDonagh  
A Alonso Farto  
D Diaz Almazan  
M Casas Caba  
M Alvarez Amador  
R Marabini Ruiz  
C Aldamiz-Echevarria  
L Rullan Colom  
R Stillwell (Appointed 01 April 2008)

### **SECRETARY**

MA Gatehouse (Appointed 13 June 2008)  
R Clifton (Resigned 13 June 2008)

### **REGISTERED OFFICE**

TBI House  
72-104 Frank Lester Way  
London Luton Airport  
Luton  
Bedfordshire  
LU2 9NQ

## **TBI LTD**

### **DIRECTORS REPORT FOR THE YEAR ENDED 31 DECEMBER 2008**

The directors present their report and the audited financial statements for the year ended 31 December 2008.

TBI Plc re-registered under the Companies Act 1985 on 12<sup>th</sup> May 2009 and is now incorporated as TBI Ltd, a private company.

#### **PRINCIPAL ACTIVITY**

TBI Ltd is the holding company of an international group of trading companies whose principal activities are the ownership and management of airport facilities.

The ultimate parent undertaking and controlling party is abertis Infraestructuras SA, a company registered in Spain. The directors have chosen to take the exemption from preparing consolidated accounts for the year ended 31 December 2008.

#### **REVIEW OF DEVELOPMENTS AND FUTURE PROSPECTS**

The Company is wholly owned by Airport Concessions and Development Limited, an intermediate parent company. The Company's overall strategy is the long term investment in its trading subsidiaries. The future development of the Company will continue to be directly related to that of its ultimate parent company abertis Infraestructuras, SA, a company registered in Spain.

#### **BUSINESS REVIEW**

The Company is a holding company. It holds underlying investments in a number of UK airports including London Luton, Cardiff International and Belfast International and overseas airports; Orlando Sanford Domestic and International. The Company derives its principal income from dividends and interest. The Company's turnover represents the operation of a catering contract based at the UK airports.

Given that the nature of the business is that of a holding company, the Company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development or position of the business.

#### **RESULTS AND DIVIDENDS**

The Company's loss for the financial year is £40,758,000 (2007: profit of £4,376,000). The directors do not recommend the payment of a dividend (2007: £nil).

#### **DIRECTORS**

The directors who served during the year and up to the date of the signing of the financial statements are given below:

##### **Executive directors**

CF Del Rio Carcaño

##### **Non-executive directors**

D Ullastres  
M McDonagh  
A Alonso Farto  
D Diaz Almazan  
M Casas Caba  
M Alvarez Amador  
R Marabini Ruiz  
C Aldamiz-Echevarria  
L Rullan Colom  
R Stillwell (Appointed 01 April 2008)

## **TBI LTD**

### **DIRECTORS REPORT FOR THE YEAR ENDED 31 DECEMBER 2008 (CONTINUED)**

#### **FINANCIAL RISK MANAGEMENT**

The Company's operations expose it to a variety of financial risks that include the effects of liquidity risk and interest rate risk. The Company has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the Company by monitoring levels of debt finance and the related finance costs.

Given the size of the Company and being part of a larger group with group wide policies and risk management procedures, the directors have not delegated the responsibility of monitoring financial risk management to a sub-committee of the board. The policies set by the board of directors are implemented by the Company's finance department.

##### *Liquidity risk*

The Company utilises appropriately termed debt finance that is designed to ensure the group as a whole has sufficient funds for operations.

##### *Interest rate and cash flow risk*

The Company has both interest bearing assets and interest bearing liabilities. Interest bearing assets comprise cash balances and loans to a subsidiary company, which earn interest at floating rates. The group has a policy of maintaining debt at fixed and floating rates to manage certainty of future interest cash flows. The directors will revisit the appropriateness of this arrangement should the Company's operations change in size or nature.

#### **CREDITOR PAYMENT POLICY**

The Company's current policy concerning the payment of the majority of its trade creditors is to follow the Better Payments Practice Code published by the Department of Trade and Industry. A copy of this code and information about it may be obtained from the Department of Trade and Industry, No. 1 Victoria Street, London SW1H 0ET. For other suppliers, the Company's policy is to:

- settle the terms of payment with those suppliers when agreeing the terms of each transaction
- ensure that those suppliers are made aware of the terms of payment by inclusion of the relevant terms in contracts
- pay in accordance with its contractual and other legal obligations

The payment policy applies, without exception, to all payments to creditors for revenue and capital supplies of goods and services. The Company's average creditor payment period for the year to 31 December 2008 was 20 days (2007: 10 days).

#### **STATEMENT OF DISCLOSURE OF INFORMATION TO AUDITORS**

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

Each director has taken all the steps that he ought to have taken in his duty as a director in order to make him or herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

## **TBI LTD**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable laws 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 that period.

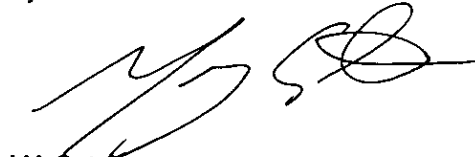
In preparing those financial statements, the directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and estimates that are reasonable and prudent;
- State whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- Prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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.

By order of the board



MA Gatehouse  
**Secretary**

20 July 2009

## **TBI LTD**

### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TBI LTD**

We have audited the financial statements of TBI Ltd for the year ended 31 December 2008 which comprise the profit and loss account, the balance sheet, the statement of recognised gains and losses 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 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 other information contained in the Annual Report, and consider whether it is consistent with the audited financial statements. This other information comprises only the Directors' Report and all of the other information listed on the contents page. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

#### **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.

## TBI LTD

### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TBI LTD (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 2008 and of its loss 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**  
Chartered accountants and registered auditors  
Cardiff

20 July 2009



**TBI LTD**

**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2008**

	Notes	2008 £'000	2007 £'000
<b>TURNOVER</b>		<b>276</b>	<b>331</b>
<b>GROSS PROFIT</b>		<b>276</b>	<b>331</b>
Administrative expenses	3	(34,423)	(3,336)
Administrative expenses -exceptional costs	3	(10,785)	(3,154)
<b>OPERATING LOSS</b>		<b>(44,932)</b>	<b>(6,159)</b>
Net interest receivable	2	7,273	11,940
<b>(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		<b>(37,659)</b>	<b>5,781</b>
Tax on (loss)/profit on ordinary activities	5	(3,099)	(1,405)
<b>(LOSS)/PROFIT FOR THE FINANCIAL YEAR</b>	15	<b>(40,758)</b>	<b>4,376</b>

All activities shown above are wholly derived from continuing operations.

There is no material difference between the (loss)/profit on ordinary activities before taxation and the (loss)/profit for the years stated above and their historical cost equivalents.

# **BALANCE SHEET AS AT 31 DECEMBER 2008**

	Notes	2008 £'000	2007 £'000
<b>FIXED ASSETS</b>			
Tangible assets	6	1,800	1,434
Investment properties	7	1,500	2,250
Investments in subsidiaries	8	206,059	216,844
		<b>209,359</b>	<b>220,528</b>
<b>CURRENT ASSETS</b>			
Debtors	9	477,064	456,709
Cash at bank and in hand	10	32,711	7,693
		<b>509,775</b>	<b>464,402</b>
<b>CREDITORS – amounts falling due within one year</b>	11	<b>(271,747)</b>	<b>(169,523)</b>
<b>NET CURRENT ASSETS</b>		<b>238,028</b>	<b>294,879</b>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<b>447,387</b>	<b>515,407</b>
<b>CREDITORS – amounts falling due after more than one year</b>	11	<b>(102,626)</b>	<b>(130,331)</b>
<b>PROVISIONS FOR LIABILITIES AND CHARGES</b>	13	<b>(1,842)</b>	<b>(649)</b>
<b>NET ASSETS</b>		<b>342,919</b>	<b>384,427</b>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	14	59,243	59,243
Share premium account	15	189,320	189,320
Capital reserve	15	25,827	25,827
Revaluation reserve	15	450	1,200
Profit and loss account	15	68,079	108,837
<b>TOTAL SHAREHOLDERS FUNDS</b>	16	<b>342,919</b>	<b>384,427</b>

The financial statements on pages 7 to 20 were approved by the board on 20 July 2009 and signed on its behalf by:

  
C. Del Rio Carcaño  
Director

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR  
ENDED 31 DECEMBER 2008**

	<b>2008</b>	<b>2007</b>
	<b>£'000</b>	<b>£'000</b>
(Loss)/Profit for the financial year	(40,758)	4,376
Unrealised (deficit)/surplus on revaluation of investment properties	(750)	-
<b>Total (losses)/gains recognised in the year</b>	<b>(41,508)</b>	<b>4,376</b>

## **TBI LTD**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008**

#### **1. Accounting policies**

The Company's principal accounting policies, which are set out below, have been applied consistently.

##### **Basis of accounting**

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of properties held for investment, and in accordance with the Companies Act 1985 and applicable accounting standards in the United Kingdom. Compliance with SSAP 19, "Accounting for investment properties" requires departure from the requirements of the Companies Act 1985 relating to depreciation and explanation of the departure is given in the accounting policy for investment properties below.

The Company directors chose to prepare consolidated accounts for the year ended 31 December 2007, but for 2008 have taken advantage of the exemption under section 228 of the Companies Act 1985 not to prepare consolidated financial statements on the basis that its ultimate parent company, abertis Infraestructuras SA, registered in the European Union prepares consolidated accounts which are publicly available.

##### **Turnover**

Turnover represents contractual income relating to the performance of the catering contractor based at the UK airport subsidiaries.

##### **Tangible fixed assets and depreciation**

The tangible fixed assets of the Company, excluding land, are depreciated on a straight line basis calculated to write down their cost to estimated residual values over their estimated useful economic lives as follows:

Freehold properties	50 years
Motor vehicles	3 years
Fixtures and fittings	3 years

##### **Investment properties**

In accordance with SSAP19 "Accounting for investment properties" these are revalued annually by independent property consultants and the aggregate surplus or deficit is transferred to a revaluation reserve. No provision is made for depreciation of investment properties. This departure from the requirements of the Companies Act 1985, which requires all the properties to be depreciated, is, in the opinion of the directors, necessary for the financial statements to show a true and fair view in accordance with applicable Accounting Standards. The depreciation (which would, had the provisions of the Act been followed, have reduced profit for the year) is only one of the factors reflected in the annual valuation and the amount attributable to this factor cannot reasonably be separately identified or quantified.

Profits and losses on disposal of investment properties are included in the profit and loss account as part of the ordinary activities of the Company and are calculated as the difference between the net sales proceeds and book value at the date of disposal.

##### **Leased assets**

Rentals on leases accounted for as "operating leases" are charged to the profit and loss account on a straight line basis over the life of the lease.

##### **Investments in subsidiaries**

Investments in subsidiary undertakings are recorded at cost plus incidental expenses less any provision for impairment. Impairment reviews are performed by the directors when there has been an indication of potential impairment.

## **TBI LTD**

### **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008 (CONTINUED)**

#### **Deferred tax**

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.

A net deferred tax asset is recognised 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 against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

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. Deferred tax is measured on an undiscounted basis.

#### **Provisions**

Provisions are recognised when the Company has a present obligation as a result of a past event, it is probable that a transfer of economic benefits will be required to settle the obligation, and a reliable estimate can be made of the amount of the obligation.

#### **Pension costs**

The Company operates a defined contribution pension scheme the assets of which are held separately from those of the Company in an independently administered fund.

The pension costs in respect of the defined contribution pension schemes comprise contributions payable in respect of the year, and are charged to the profit and loss account.

#### **Costs associated with the raising of finance**

Under the provisions of FRS 4, 'Capital instruments', costs associated with the raising of relevant finance are accounted for as a deduction from the amount of consideration received. The costs are then amortised over the life of the instrument so as to produce a constant rate of return over the period to redemption.

#### **Foreign currencies**

Monetary assets and liabilities expressed in foreign currencies are translated into sterling at rates of exchange ruling at the date of the balance sheet or at the agreed contractual rate. Transactions in foreign currency are converted to sterling at the rate ruling at the date of the transaction. All differences on exchange are taken to the profit and loss account.

**TBI LTD**

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008 (CONTINUED)**

<b>2. Net interest payable</b>	<b>2008</b>	<b>2007</b>
	<b>£'000</b>	<b>£'000</b>
<b>Interest payable and similar charges</b>		
Interest payable on bank and similar loans	(3,985)	(3,500)
Interest payable on loans from group companies	(10,845)	(9,413)
Bank charges	(62)	(72)
Amortisation of debt issue costs	(545)	(536)
Write off FRS 4 costs	(500)	-
<b>Total interest payable</b>	<b>(15,937)</b>	<b>(13,521)</b>

**Interest receivable and similar income**

Short term deposits	486	305
Interest receivable on loans to group companies	22,724	25,156
<b>Total interest receivable</b>	<b>23,210</b>	<b>25,461</b>
<b>Net interest receivable</b>	<b>7,273</b>	<b>11,940</b>

**3. (Loss)/Profit on ordinary activities before tax**

(Loss)/Profit on ordinary activities before tax is arrived at after charging/(crediting):

	<b>2008</b>	<b>2007</b>
	<b>£'000</b>	<b>£'000</b>
Depreciation on owned assets	318	255
Profit on the sale of fixed assets	10	442
Fees payable to auditor for the audit of the Company accounts	20	19
Other audit services	56	88
Release of deferred income	(156)	(140)
Operating lease rentals in respect of land and buildings	559	349
Operating lease rentals in respect of plant and machinery	67	61
Income from management recharges to group undertakings	(2,491)	(2,656)
Foreign exchange translation differences	27,827	(1,570)

**Exceptional costs**

Loss on write off of inter-company debtor	-	3,154
Provision for impairment	10,785	-

During the prior year the directors made a provision against a debtor of 2008 £nil (2007: £3.2m) due from a fellow subsidiary as a result of that company ceasing to trade. During the year a provision for impairment against the Company's investment in AGIH LLC was made amounting to £10.8m (2007:nil) being the difference between the recoverable net assets and the book value of the investment.

# TBI LTD

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008 (CONTINUED)

### 4. Staff numbers and costs

#### Staff numbers

The average number of employees during the year was:

	2008 Number	2007 Number
Airports	11	10
Head office	17	21
	<u>28</u>	<u>31</u>

#### Staff costs

The staff costs during the year were as follows:

	£'000	£'000
Wages and salaries	2,792	3,391
Social security costs	324	364
Pension costs	363	236
	<u>3,479</u>	<u>3,991</u>

The total charge relating to the Company's defined contribution scheme in the year was £363,000 (2007: £236,000). At the year end there was contributions of £nil (2007: nil ) outstanding.

	2008 £'000	2007 £'000
<b>Directors' emoluments</b>		
Aggregate emoluments	61	71
	<u>61</u>	<u>71</u>

The total emoluments paid to the highest paid director was £35,000 (2007: £36,000) which includes pension contributions of £nil (2007: £nil).

During the year, no directors (2007: nil) participated in a defined contribution pension scheme.

# TBI LTD

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008 (CONTINUED)

### 5. Taxation on (loss)/profit in year

	2008 £'000	2007 £'000
(a) Analysis of charge in the year		
Current tax		
UK corporation tax on profits for the year	-	1,418
Adjustments in respect of previous years	2,999	-
Total current tax (Note 5 (b))	2,999	1,418
Deferred tax		
Origination and reversal of timing differences	100	(13)
<b>Total deferred tax</b>	<b>100</b>	<b>(13)</b>
<b>Total tax charge on (loss)/profit on ordinary activities</b>	<b>3,099</b>	<b>1,405</b>

#### (b) Factors affecting the current tax (credit)charge for the year

The current tax assessed for the year is higher (2007: lower) than the standard rate of corporation tax in the UK of 28.5% (2007: 30%). The differences are explained below:

	2008 £'000	2007 £'000
(Loss)/Profit before tax	(37,659)	5,781
(Loss)/Profit multiplied by standard rate of corporation tax in the UK of 28.5% (2007: 30%)	(10,732)	1,734
Effects of temporary differences between taxable and accounting profit:		
Accelerated capital allowances	(32)	(11)
Other timing differences	(2)	(3)
Amounts in respect of prior periods	2,999	-
Permanent differences	3,665	1,039
Group relief received for no payment	7,101	(1,341)
<b>Current tax charge for year (Note 5(a))</b>	<b>2,999</b>	<b>1,418</b>

The standard rate of corporation tax in the UK changed from 30% to 28% with effect from 1 April 2008. Accordingly, the Company's profits for the accounting period are taxed at an effective rate of 28.5% and will be taxed at 28% in the future.

The prior year charge relates to group relief surrendered in prior years to other group companies for which no payment has been received. On a group basis, this prior year charge is matched by an equal prior year credit in London Luton Airport Operations Ltd.



# TBI LTD

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008 (CONTINUED)

### 6. Tangible fixed assets

	Freehold Property	Motor vehicles	Fixtures and fittings	Total
	£'000	£'000	£'000	£'000
<b>Cost</b>				
At 1 January 2008	1,083	230	1,718	3,031
Additions	-	21	696	717
Disposals	-	(124)	-	(124)
<b>At 31 December 2008</b>	<b>1,083</b>	<b>127</b>	<b>2,414</b>	<b>3,624</b>
<b>Accumulated depreciation</b>				
At 1 January 2008	34	108	1,455	1,597
Charge for the year	20	44	254	318
Disposals	-	(91)	-	(91)
<b>At 31 December 2008</b>	<b>54</b>	<b>61</b>	<b>1,709</b>	<b>1,824</b>
<b>Net book value</b>				
<b>At 31 December 2008</b>	<b>1,029</b>	<b>66</b>	<b>705</b>	<b>1,800</b>
At 31 December 2007	1,049	122	263	1,434

### 7. Investment properties

#### Valuation and Net Book Value

	Land and buildings £'000
At 1 January 2008	2,250
Movement on valuation	(750)
<b>At 31 December 2008</b>	<b>1,500</b>

All investment properties were valued on the basis of open market value, in accordance with the Appraisal and Valuation Manual of the Royal Institution of Chartered Surveyors, at 31 December 2008 by CB Richard Ellis Limited, Chartered Surveyors, at a total value of £1.5m (2007: £2.25m). The properties have been valued as fully-equipped operational entities having regard to their trading potential. The historical cost of these properties was £1.05m (2007: £1.05m).

The investment properties shown above for the Company are of a freehold nature.

# TBI LTD

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008 (CONTINUED)

### 8. Investments

	Shares in subsidiary undertakings	
	2008 £'000	2007 £'000
Cost	216,844	216,844
Provision for impairment	(10,785)	-
<b>Net Book Value</b>	<b>206,059</b>	<b>216,844</b>

The provision for impairment relates to the Company's direct investment in AGIH LLC being the difference in recoverable net assets and the book value of the investment.

The principal subsidiary undertakings, none of which are directly held by the Company, are listed below.

Company	Principal activity	Country of incorporation and principal country of operation
Belfast International Airport Limited	Airport ownership and operation	United Kingdom
Cardiff International Airport Limited	Airport ownership and operation	United Kingdom
London Luton Airport Operations Limited	Airport ownership and operation	United Kingdom
Orlando Sanford International, Inc.	Airport ownership and operation	United States of America
Orlando Sanford Domestic, Inc.	Airport ownership and operation	United States of America
Stockholm Skavsta Flygplats AB	Airport ownership and operation	Sweden
Servicios de Aeropuertos Bolivianos SA	Airport ownership and operation	Bolivia
TBI Airport Management, Inc.	Airport management	United States of America

All are wholly owned with the exception of:

- Stockholm Skavsta Flygplats AB where the Company indirectly owns 90.1% of the issued share capital.

As permitted by Section 231 of the Companies Act 1985 a complete listing of all the subsidiary undertakings has not been provided on the grounds that the information would be of an unduly excessive length. A complete list of subsidiary undertakings will, however, be filed with the Annual Return.

Airport ownership and operation, shown above, relates to airports which are either owned or operated under long term agreements.

The directors believe that the carrying value of the investments is supported by their underlying net assets.

# TBI LTD

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008 (CONTINUED)

### 9. Debtors

Amounts due within one year:	2008 £'000	2007 £'000
Trade debtors	241	26
Amounts due from group undertakings	475,754	449,345
Amounts due from parent undertakings	-	6,214
Other debtors	773	817
Prepayments and accrued income	296	216
Deferred tax asset (note 13)	-	91
	<u>477,064</u>	<u>456,709</u>

### 10. Cash at bank and in hand

	2008 £'000	2007 £'000
Cash	7,097	293
Other bank deposits	<u>25,614</u>	<u>7,400</u>
	<u>32,711</u>	<u>7,693</u>

### 11. Creditors

Amounts falling due within one year:	2008 £'000	2007 £'000
Bank loans	42,236	199
Trade creditors	183	79
Amounts owed to group undertakings	217,442	158,402
Amounts owed to parent undertakings	274	147
Corporation tax	4,010	2,985
Other tax and social security	168	214
Other creditors	6,259	6,352
Accruals and deferred income	1,175	1,145
	<u>271,747</u>	<u>169,523</u>

### Amounts falling due after more than one year:

	2008 £'000	2007 £'000
Bank loans	-	59,383
Amount due to parent undertakings	101,834	70,000
Accruals and deferred income	792	948
	<u>102,626</u>	<u>130,331</u>

# TBI LTD

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008 (CONTINUED)

### 11. Creditors (continued)

Bank, inter-company loans and other loans falling due after more than one year are repayable as follows :

	2008 £'000	2007 £'000
Between one and two years	-	129,383
Between two and five years	101,834	-
	<u>101,834</u>	<u>129,383</u>

The company has a revolving bank loan facility totalling £42m (2007: £59m) on which interest is charged at LIBOR plus 30 basis points.

Of the amounts due to parent undertakings, £70m matures on 20<sup>th</sup> December 2011. £31.83m is a US dollar loan due on the 15<sup>th</sup> June 2013. Interest is charged at the LIBOR plus 100 basis points.

### 12. Debt maturity

The maturity profile of the Company's debt as at 31 December is as follows:

	2008 £'000	2007 £'000
In one year or less, or on demand	42,236	199
In more than one year but not more than two years	-	129,383
In more than two years but not more than five years	101,834	-
	<u>144,070</u>	<u>129,582</u>

The £42,236k is part of a £50m revolving multicurrency credit facility. Interest is charged at 0.3% bank margin, cost of sterling deposits and the mandatory cost. Each advance shall be repaid on the maturity date of the interest period selected but the facility is revolving.

### Financial instruments

#### Derivatives

The notional principal amounts of foreign exchange derivatives at 31 December 2008 were £2.9m (2007: £3.5m).

Instrument	Currency	Principal (£'m)	Maturity date
Foreign currency swap	GBP : EUR	3.5 : 5.7	11 January 2013

The GBP: EUR foreign currency swap shown above was entered into as a hedge against movements in GBP: EUR exchange rates in respect of long term borrowings for a subsidiary company.

The fair value of the swap is £1.5m (2007: £0.6m).

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**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008 (CONTINUED)**

**13. Provisions for liabilities and charges**

	2008 Other provisions	2007 Other provisions	2008 Deferred tax	2007 Deferred tax
	£'000	£'000	£'000	£'000
At 1 January 2008	649	448	(91)	(78)
Charge/(credit) to the profit and loss account	1,184	201	100	(13)
<b>At 31 December 2008</b>	<b>1,833</b>	<b>649</b>	<b>9</b>	<b>(91)</b>

Other provisions relate to onerous lease provisions on property held by the Company.

The 2007 deferred tax asset was included within debtors (note 9)

**Deferred tax liability/(asset) recognised is made up as follows:**

Accelerated capital allowances  
Other timing differences

2008 £'000	2007 £'000
10	(22)
(1)	(69)
<u>9</u>	<u>(91)</u>

**14. Share capital**

	2008 £'000	2007 £'000
<b>Authorised:</b>		
740,000,000 (2007: 740,000,000) ordinary shares of 10p each	74,000	74,000
<b>Allotted, called up and fully paid:</b>		
592,428,421 (2007: 592,428,421) ordinary shares of 10p each	<u>59,243</u>	<u>59,243</u>

**15. Reserves**

	Share premium account £'000	Capital reserve £'000	Revaluation reserve £'000	Profit and loss account £'000
At 1 January 2008	189,320	25,827	1,200	108,837
Movement on valuation	-	-	(750)	-
Retained loss for the year	-	-	-	(40,758)
<b>At 31 December 2008</b>	<b>189,320</b>	<b>25,827</b>	<b>450</b>	<b>68,079</b>

**16. Reconciliation of movement in shareholders' funds**

	2008 £'000	2007 £'000
<b>(Loss)/Profit for the financial year and net decrease in shareholders' funds</b>	<b>(40,758)</b>	<b>4,376</b>
Movement on valuation	(750)	-
Opening shareholders' funds	384,427	380,051
<b>Closing shareholders' funds</b>	<b><u>342,919</u></b>	<b><u>384,427</u></b>

## TBI LTD

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008 (CONTINUED)

#### 17. Contingent liabilities

The Company had the following contingent liabilities as at 31 December 2008:

- The Company has issued performance bonds and letters of credit in relation to a company in Costa Rica, in which the Company indirectly owns 10% of the issued share capital, amounting to US\$0.2m (2007: US\$0.2m) and in relation to a management contract with the Raleigh Durham Airport Authority, USA amounting to US\$ 0.982m (2007: US\$0.7m)
- The Company has entered into a guarantee in favour of the trustees of London Luton Airport Pension Scheme to guarantee the obligations of London Luton Airport Operations Limited in respect of payments to be made in respect of meeting the funding liability of London Luton Airport Pension Scheme. Full details of the scheme are included within the financial statements of London Luton Airport Operations Limited which are available from Companies House.

#### 18. Commitments

##### Operating lease commitments:

At the balance sheet date, the Company had the following annual commitments, under non-cancellable operating leases:

	2008 £'000	2007 £'000
<b>Land and buildings</b>		
Expiring in within one year	-	-
Expiring during two and five years	294	260
Expiring after more than five years	115	110
	<u>409</u>	<u>370</u>
<b>Other assets</b>		
Expiring in within one year	45	-
Expiring between two and five years	22	48
	<u>67</u>	<u>48</u>

#### 19. Ultimate parent undertaking

The immediate parent undertaking is Airport Concessions and Development Limited, a company incorporated in England and Wales.

The ultimate parent company and controlling party is abertis Infraestructuras SA, a company registered in Spain and copies of these financial statements can be obtained from Av. del Parc Logístic, 12-20 - 08040 Barcelona, or from their website, [www.abertis.com](http://www.abertis.com).

#### 20. Cash flow statement and related party disclosures

The Company is a 90% owned subsidiary of abertis Infraestructuras SA and is included in the consolidated financial statements of abertis Infraestructuras SA, a company incorporated in Spain. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS1 "Cash flow statements" (revised 1996). The Company is also exempt under the terms of FRS 8 "Related party transactions" from disclosing related party transactions with entities that are part of the abertis Infraestructuras SA Group.