

**Traffic Information Services (TIS)  
Limited**

**Annual Report and Financial Statements**

**For the Year Ended 31 December 2013**

**Registered Number 4017551**

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# **Traffic Information Services (TIS) Limited**

## **Financial Statements**

**Year Ended 31 December 2013**

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# **Traffic Information Services (TIS) Limited**

## **Company Information**

### **The board of directors**

Philip Ashbrook (Appointed 25 July 2014)  
Nigel Middleton (Resigned 15 February 2013)  
Graham Baldock (Resigned 15 February 2013)  
Thomas Haga (Resigned 8 February 2013)  
BIIF Corporate Services Limited (Appointed 15 February 2013)  
John Ivor Cavill (Appointed 8 March 2013)  
Richard David Hoile (Served from 8 February 2013 to 25 July 2014)

### **Company secretary**

Infrastructure Managers Limited

### **Registered office**

c/o CMS Cameron McKenna LLP  
Northwest Wing  
Bush House  
Aldwych  
London  
WC2B 4EZ

### **Auditors**

PricewaterhouseCoopers LLP  
Chartered Accountants  
and Statutory Auditors  
Level 4  
Atria One  
144 Morrison Street  
Edinburgh  
EH3 8EX

# **Traffic Information Services (TIS) Limited**

## **Directors' Report**

### **Year Ended 31 December 2013**

The directors present their report and the financial statements of the Company for the year ended 31 December 2013.

### **Principal Activities and Business Review**

The Company's principal activity was to develop, finance and operate a strategic traffic management system and Traffic Control Centre. The Company's contract with the Highways Agency has now concluded.

### **Results and Dividends**

The profit for the year amounted to £185,324 (2012: loss £65,381). The directors have not recommended a dividend.

The loss 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.

### **Auditor**

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

Registered office:  
c/o CMS Cameron McKenna LLP  
Northwest Wing  
Bush House  
Aldwych  
London  
WC2B 4EZ

Signed by order of the directors



Infrastructure Managers Limited  
Company Secretary

Approved by the directors on 25 SEPTEMBER 2014

# **Traffic Information Services (TIS) Limited**

## **Statement of Directors' Responsibilities**

**Year Ended 31 December 2013**

The directors are responsible for preparing the Directors' 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). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 year.

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

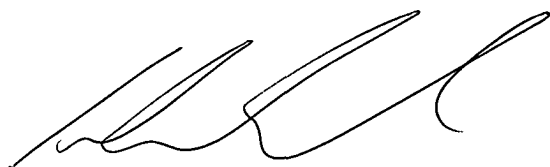
- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and 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 auditors are 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 auditors are aware of that information.

The Directors' responsibilities were approved by the board on 25 SEPTEMBER 2014 and signed on its behalf by:



Philip Ashbrook  
Director

# **Traffic Information Services (TIS) Limited**

## **Independent Auditors' Report to the Members of Traffic Information Services (TIS) Limited**

### **Report on the Financial Statements**

#### ***Our Opinion***

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the Company's affairs as at 31 December 2013 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.

This opinion is to be read in the context of what we say in the remainder of this report.

#### ***What We Have Audited***

The financial statements, which are prepared by Traffic Information Services (TIS) Limited, comprise:

- the balance sheet as at 31 December 2013;
- the profit and loss account for the year then ended;
- the accounting policies; and
- the notes to the financial statements, which include other explanatory information.

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).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

#### ***What an Audit of Financial Statements Involves***

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). 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 to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### **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 Auditors' Report to the Members of Traffic Information Services (TIS) Limited** *(continued)*

### **Other Matters on Which We are Required to Report by Exception**

#### ***Adequacy of Accounting Records and Information and Explanations Received***

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

#### ***Directors' remuneration***

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

#### ***Entitlement to exemptions***

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: take advantage of the small companies exemption in preparing the Report of the Directors; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.

### **Responsibilities for the financial statements and the audit**

#### ***Our responsibilities and those of directors***

As explained more fully in the Statement of Directors' Responsibilities set out on page 3, 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 ISAs (UK & 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.



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

25 September 2014

# Traffic Information Services (TIS) Limited

## Profit and Loss Account

Year Ended 31 December 2013

	Note	2013 £	2012 £
<b>Turnover</b>		<b>182,787</b>	–
Administrative expenses		<u>2,419</u>	<u>(65,796)</u>
<b>Operating profit/(loss)</b>	<b>2</b>	<b>185,206</b>	<b>(65,796)</b>
Interest receivable	<b>3</b>	<b>118</b>	519
<b>Profit/(loss) on ordinary activities before taxation</b>		<u><b>185,324</b></u>	<u><b>(65,277)</b></u>
Tax on profit/(loss) on ordinary activities	<b>4</b>	–	(104)
<b>Profit/(loss) for the financial year</b>		<u><u><b>185,324</b></u></u>	<u><u><b>(65,381)</b></u></u>

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 loss above and therefore no separate statement of total recognised gains and losses has been presented.

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

The notes on pages 8 to 11 form part of these financial statements.



# Traffic Information Services (TIS) Limited

## Balance Sheet

As at 31 December 2013

	Note	2013 £	2012 £
<b>Current assets</b>			
Debtors due within one year	6	467,514	270,641
Cash at bank		48,834	59,817
		<u>516,348</u>	<u>330,458</u>
<b>Creditors: Amounts falling due within one year</b>	7	<u>(158,315)</u>	<u>(157,749)</u>
<b>Net current assets</b>		<u>358,033</u>	<u>172,709</u>
<b>Net assets</b>		<u>358,033</u>	<u>172,709</u>
<b>Capital and reserves</b>			
Share capital	8	1	1
Profit and loss account	9	358,032	172,708
<b>Equity shareholders' funds</b>	10	<u>358,033</u>	<u>172,709</u>

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

These accounts on pages 6 to 11 were approved by the directors and authorised for issue on

25 SEPTEMBER 2014....., and are signed on their behalf by:



Philip Ashbrook  
Director

Company Registration Number: 4017551

The notes on pages 8 to 11 form part of these financial statements.

# **Traffic Information Services (TIS) Limited**

## **Notes to the Financial Statements**

### **Year Ended 31 December 2013**

#### **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.

##### **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.

##### **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.

# Traffic Information Services (TIS) Limited

## Notes to the Financial Statements

### Year Ended 31 December 2013

#### 2. Operating profit/(loss)

Operating profit/(loss) is stated after charging:

	2013 £	2012 £
Directors' remuneration	—	—
Auditor's fees	1,785	6,394

#### 3. Interest receivable

	2013 £	2012 £
Bank interest receivable	118	519

#### 4. Taxation on ordinary activities

##### (a) Analysis of charge in the year

	2013 £	2012 £
Current tax:		
UK Corporation tax based on the results for the year at 20% (2012 - 24.50%)	—	104
Total current tax	—	104

##### (b) Factors affecting current tax charge

The tax assessed on the profit/(loss) on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 20% (2012 - 24.50%).

	2013 £	2012 £
Profit/(loss) on ordinary activities before taxation	185,324	(65,277)
Profit/(loss) on ordinary activities by rate of tax	32,260	(13,055)
Expenses not deductible for tax purposes	—	13,159
Other timing differences	(32,260)	—
Total current tax (note 4(a))	—	104

#### 5. Dividends

##### Equity dividends

	2013 £	2012 £
Paid during the year:		
Interim dividend of £nil (2012: £150,000) per ordinary share	—	150,000

# Traffic Information Services (TIS) Limited

## Notes to the Financial Statements

### Year Ended 31 December 2013

#### 6. Debtors

	2013	2012
	£	£
Trade debtors	196,873	–
Amounts owed by group undertakings	270,641	270,641
	<u>467,514</u>	<u>270,641</u>

Amounts owed by group undertakings represents accrued interest receivable.

#### 7. Creditors: Amounts falling due within one year

	2013	2012
	£	£
Amounts owed to group undertakings	120,601	120,498
Corporation tax	–	104
VAT	32,812	–
Accruals and deferred income	4,902	37,147
	<u>158,315</u>	<u>157,749</u>

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

#### 8. Share capital

##### Allotted, called up and fully paid:

	2013		2012	
	No	£	No	£
Ordinary shares of £1 each	<u>1</u>	<u>1</u>	<u>1</u>	<u>1</u>

#### 9. Profit and loss account

	2013	2012
	£	£
Balance brought forward	172,708	388,089
Profit/(loss) for the financial year	185,324	(65,381)
Equity dividends	–	(150,000)
Balance carried forward	<u>358,032</u>	<u>172,708</u>

# Traffic Information Services (TIS) Limited

## Notes to the Financial Statements

### Year Ended 31 December 2013

#### 10. Reconciliation of movements in shareholders' funds

	2013	2012
	£	£
Profit/(Loss) for the financial year	185,324	(65,381)
Equity dividends	—	(150,000)
Net addition/(reduction) to shareholders' funds	185,324	(215,381)
Opening shareholders' funds	172,709	388,090
Closing shareholders' funds	358,033	172,709

#### 11. 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.

#### 12. 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 BIIF LP. BIIF LP is owned by a number of investors, with no one investor having individual control.