COMPANY NUMBER: 04085967

BRISTOL AIRPORTS (UK) No.1 LIMITED ("THE COMPANY")

DIRECTORS' REPORT

The Directors hereby submit the Annual Report and Accounts of the company for the year ended 31 December 2010

During the above year, the company has not traded and there has been no income or expenditure. Any expenses have been met by fellow group companies

Directors

The Directors of the company during the year were

Mr J McAuliffe Mr R Sinclair

The Directors who held office at the end of the year had no interests in the ordinary share capital of the ultimate parent company or any of its subsidiaries

There are no contracts or arrangements with the company or any of its fellow group undertakings, other than service contracts, in which any of the Directors are materially interested and which are significant in relation to the business of the company or any of its fellow group undertakings as a whole.

Signed on behalf of the Board

Jim McAuliffe

Director

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BRISTOL AIRPORT (UK) No.1 LIMITED

BALANCE SHEET AT 31 December 2010

| | <u>£</u> |
|----------------------------------------------------------------------------------------------------------|----------|
| INVESTMENTS | 1 |
| CURRENT ASSETS Debtors | 999 |
| TOTAL ASSETS LESS CURRENT LIABILITIES | 1,000 |
| NET ASSETS | 1,000 |
| CAPITAL AND RESERVES Called Up Share Capital Authorised, allotted and fully paid: 1000 shares of £1 each | 1,000 |
| EQUITY SHAREHOLDERS' FUNDS | 1,000 |

For the year ending 31 December 2010 the company was entitled to exemption under section 480 of the Companies Act 2006

The members have not required the company to obtain an audit in accordance with section 476 of the Companies Act 2006

The Directors' acknowledge their responsibility for complying with the requirements of the Act with respect to accounting records and for the preparation of accounts

These financial statements were approved by the Board of directors on 28 April 2011 and were signed on its behalf by:

Jim McAuliffe Director

NOTES TO THE ACCOUNTS

THE ULTIMATE HOLDING COMPANY

The ultimate holding company is South West Airports Limited, a company incorporated in England and Wales (Registered number 05403045). Copies of the company and consolidated accounts can be obtained from the Company Secretary, South West Airports Limited, c/o Bristol Airport, Bristol, BS48 3DY