

# **TRICOMM HOUSING (HOLDINGS) LIMITED**

STATUTORY ACCOUNTS  
FOR THE YEAR ENDED  
31 OCTOBER 2005



**TRICOMM HOUSING (HOLDINGS) LIMITED**  
**REPORT OF THE DIRECTORS**

1. The directors submit their report and the audited financial statements for the year ended 31 October 2005.

2. **ACTIVITIES AND FUTURE PROSPECTS**

The Company is the non-trading holding company for Tricomm Housing Limited, which carries on the business of developing land and buildings and provides assets for use under PFI arrangements.

The directors are confident that the Company will continue to develop successfully for the foreseeable future.

3. **DIVIDEND**

The directors paid a dividend of £45,000 during the year (2004: £nil).

4. **DIRECTORS**

The directors of the Company who held office during the year and to date were:

R S Fullerton (resigned 31 March 2005)  
R G Jack  
D Lindsay (resigned 13 January 2006)  
W J Mackintosh  
N Middleton  
A Richards (resigned 31 March 2005)  
M Ryan (appointed 31 March 2005)  
N H Scott-Barrett (appointed 7 June 2005)

In accordance with the Company's Articles of Association, none of its directors are required to retire. None of the directors who held office at the beginning or end of the period had any interests in the shares of the Company.

5. **DIRECTORS' RESPONSIBILITIES**

Company law requires the directors to prepare the financial statements for each financial year that give a true and fair view of the state of affairs of the Company and of the profit and loss of the Company for that period. The directors are required to 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 suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31 October 2005 and that applicable accounting standards have been followed.

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.

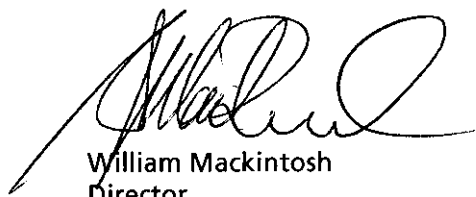
**TRICOMM HOUSING (HOLDINGS) LIMITED**  
**REPORT OF THE DIRECTORS**

The directors have resolved, pursuant to Section 252 of the Act, to dispense with the laying of the accounts and reports before the Company in general meeting. In addition, the directors have resolved, pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings.

6. **AUDITORS**

The directors have relied upon the provisions of Section 386 of the Companies Act 1985 and have resolved not to appoint auditors annually.

By Order of the Board

A handwritten signature in black ink, appearing to read 'W Mackintosh', is written over the printed name and title.

William Mackintosh  
Director

27 March 2006

Registered in England - No. - 04278621

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TRICOMM HOUSING (HOLDINGS) LIMITED**

We have audited the financial statements which comprise the profit and loss account, the balance sheet and the related notes which have been prepared under the historical cost convention and the accounting policies set out in the statement of accounting policies.

### **Respective responsibilities of directors and auditors**

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards 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 United Kingdom Auditing Standards issued by the Auditing Practices Board. 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 in to 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 if, in our opinion, the directors' report is not consistent with the financial statements, if 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 transactions is not disclosed.

### **Basis of audit opinion**

We conducted our audit in accordance with auditing standards 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.

### **Opinion**

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31 October 2005 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers LLP  
Chartered Accountants and Registered Auditors  
Edinburgh

27 March 2006

**TRICOMM HOUSING (HOLDINGS) LIMITED**  
**PROFIT AND LOSS ACCOUNT**  
**FOR THE YEAR ENDED 31 OCTOBER 2005**

	<u>Notes</u>	<u>Year ended 31.10.05 £</u>	<u>Year ended 31.10.04 £</u>
Turnover		-	-
Operating profit		-	-
Income from fixed asset investments		45,000	-
Interest payable and similar charges	4	(1,012,000)	(1,012,000)
Interest receivable		1,012,000	1,012,000
<b>Profit on ordinary activities before taxation</b>	3	45,000	-
Taxation	5	-	-
<b>Profit on ordinary activities after taxation</b>		45,000	-
Dividends	6	(45,000)	-
Retained profit for year		-	-


All activities are continuing.

There is no difference between the profit on ordinary activities before taxation and the retained profit for the period stated above and their historic cost equivalents.

The Company has no recognised gains and losses other than the profit above and therefore no separate statement of total recognised gains and losses has been presented.

**TRICOMM HOUSING (HOLDINGS) LIMITED**  
**BALANCE SHEET AS AT 31 OCTOBER 2005**

	<u>Notes</u>	<u>31.10.05</u>	<u>31.10.04</u>
		£	£
<b>Fixed assets</b>			
Investments	7	199,998	199,998
<b>Current assets</b>			
Debtors amounts falling due after one year	8	9,200,000	9,200,000
Net current assets		9,399,998	9,399,998
Creditors amounts falling due after one year	9	(9,200,000)	(9,200,000)
<b>Net assets</b>		<b>199,998</b>	<b>199,998</b>
<u>Capital &amp; reserves</u>			
Called-up share capital	10	199,998	199,998
<b>Equity shareholders' funds</b>		<b>199,998</b>	<b>199,998</b>

  
 .....  
 William Mackintosh  
 Director

The directors approved the financial statements on 27 March 06.  
 The notes on pages 6 to 8 form part of these financial statements.

**TRICOMM HOUSING (HOLDINGS) LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS – 31 OCTOBER 2005**

**1. PRINCIPAL ACCOUNTING POLICIES**

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. The directors have adopted FRS 19 in the preparation of these financial statements however, this has not resulted in any restatement of the prior year results. Summary of the more important group accounting policies, which have been consistently applied, are set out below.

**(a) ACCOUNTING CONVENTION**

The financial statements are prepared under the historical cost convention.

The accounts have been prepared in accordance with applicable Accounting Standards in the United Kingdom.

**(b) INVESTMENTS**

Investments held as fixed assets are stated at cost less provision for any diminution in value. Consolidated financial statements have not been prepared since this Group is a small group by definition.

**2. CASH FLOW**

The company is exempt from the requirement of Financial Reporting Standard No 1 to prepare a cash flow statement, as it is a small company by definition.

**3. OPERATING PROFIT**

None of the directors received any remuneration as directors from the company during the period. The company has no directly employed personnel.

Auditors' remuneration, and all other administrative expenses are paid by Tricomm Housing Limited, the Company's subsidiary.

**4. INTEREST PAYABLE AND SIMILAR CHARGES**

	<u>31.10.05</u>	<u>31.10.04</u>
	£	£
Interest payable and similar charges	<u>1,012,000</u>	<u>1,012,000</u>

**5. TAXATION**

No tax charge arises as the company's profits arise from dividends from a UK Company.

**TRICOMM HOUSING (HOLDINGS) LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS – 31 OCTOBER 2005**

6. **DIVIDENDS**

Equity – ordinary

	<u>31.10.05</u> £	<u>31.10.04</u> £
Interim Dividend Paid: 22.50p per share (2004:nil)	<u>45,000</u>	<u>-</u>

7. **INVESTMENTS**

	£
<u>Cost</u>	
As at 31.10.04	<u>199,998</u>
<u>Provisions</u>	
As at 31.10.05	<u>-</u>
<u>Net book value</u>	
As at 31.10.05	<u>199,998</u>

The following unlisted investment is held, which is incorporated in the UK and invests or operates PFI concessions:

Name	Shareholding	Year end	Capital & Reserves £	Profits for the year £
Tricomm Housing Limited	100%	31 Oct 05	2,991,472	1,019,709

8. **DEBTORS – AMOUNTS FALLING DUE AFTER ONE YEAR**

	<u>31.10.05</u> £	<u>31.10.04</u> £
Loan due from subsidiary	<u>9,200,000</u>	<u>9,200,000</u>



**TRICOMM HOUSING (HOLDINGS) LIMITED**  
**NOTES TO THE FINANCIAL STATEMENTS – 31 OCTOBER 2005**

**9. CREDITORS – AMOUNTS FALLING DUE AFTER ONE YEAR**

	<u>31.10.05</u>	<u>31.10.04</u>
	£	£
Loan due to shareholders	<u>9,200,000</u>	<u>9,200,000</u>

The subordinated debts are repayable on 31 October 2028 and interest is charged at 11.00% per annum.

**10. CALLED UP SHARE CAPITAL**

	<u>31.10.05</u>		<u>30.10.04</u>	
	£	£	£	£
	<u>Authorised</u>	<u>Issued</u>	<u>Authorised</u>	<u>Issued</u>
"A" type ordinary shares of £1 each	166,665	66,666	166,665	66,666
"B" type ordinary shares of £1 each	166,665	66,666	166,665	66,666
"C" type ordinary shares of £1 each	166,665	66,666	166,665	66,666
	<u>499,995</u>	<u>199,998</u>	<u>499,995</u>	<u>199,998</u>

On 31 March 2005, Lanterndew Limited acquired the entire holdings of 66,666 "A" type ordinary shares from AWG Defence Bristol Limited.

**11. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS**

	<u>31.10.05</u>	<u>31.10.04</u>
	£	£
Opening shareholders' funds	199,998	199,998
Closing shareholders' funds	<u>199,998</u>	<u>199,998</u>

**12. ULTIMATE PARENT UNDERTAKING**

In the opinion of the directors, there is no ultimate parent undertaking and controlling party.

The immediate parent companies are Infrastructure Investors Defence Housing (Bristol) Limited, a company registered in England, Royal Bank Project Investments Limited, a company registered in Scotland, and Barclays European Infrastructure Limited a company registered in England.