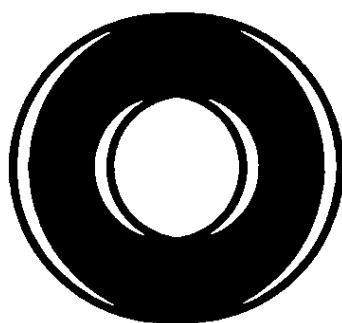


Company Registration Number: 4866246

MEIF (UK) LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED
31 MARCH 2007



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MEIF (UK) LIMITED

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2007**

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MEIF (UK) LIMITED

GENERAL INFORMATION

Directors

J Craig
I Learmonth
R Tallentire

Secretary

R Tallentire
D Tan

Registered Office

Level 30
CityPoint
1 Ropemaker Street
London EC2Y 9HD

Auditors

PricewaterhouseCoopers LLP
Southwark Towers
32 London Bridge St
London
SE1 9SY

Company number 4866246

MEIF (UK) LIMITED

DIRECTORS' REPORT

The directors present their report and the audited financial statements for MEIF (UK) Limited ("the Company") for the year ended 31 March 2007

PRINCIPAL ACTIVITIES & REVIEW OF THE BUSINESS

The principal activity of the Company is to act as a holding company

The Company made the following investments during the year

- On 25 May 2006, the Company acquired all of the ordinary share capital of Macquarie Treuermoege GmbH, at a cost of €25,000

The Company is a wholly owned subsidiary of Macquarie International Limited, an entity incorporated in England and Wales and a wholly owned subsidiary of the Macquarie Bank Limited group

The Company does not envisage any changes in activities for the foreseeable future, except those outlined in post balance sheet date events

RESULTS AND DIVIDENDS

The Company's loss after tax for the year was £1,913 (2006 loss of £2,303) No dividend was paid during the year (2006 £0)

GOING CONCERN

After reviewing the Company's performance and taking into account the likelihood of available bank facilities from its ultimate parent, the directors are satisfied that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason the directors have adopted the going concern basis of preparing the financial statements

POST BALANCE SHEET EVENTS

In May 2007, the Company disposed of all its holdings in both Macquarie Infrastruktur Management GmbH and Macquarie Treuermoege GmbH to Macquarie International Holdings Limited, a wholly owned subsidiary of the Macquarie Bank Limited group. The holdings were sold at their original cost.

In August 2007, Macquarie International Limited sold all of its share holdings in the Company to Macquarie Internationale Holdings Limited, at the original cost. Consequently, Macquarie Internationale Holdings Limited will be the new immediate parent of the Company.

PRINCIPAL RISKS AND UNCERTAINTIES

From the perspective of the Company, the principal risks and uncertainties are those associated with a holding company and arise from credit risk, liquidity risk, interest rate risk and foreign exchange. Specifically these risks relate to the Company's investments and associated funding. These risks are not however separately managed, they are integrated with the principal risks of the Macquarie Bank Limited group. The principal risks and uncertainties of Macquarie Bank Limited, which include those of the Company, are discussed in its financial statements and can be obtained from the address given in Note 13.

MEIF (UK) LIMITED

DIRECTORS' REPORT (CONTINUED)**FINANCIAL RISK MANAGEMENT**

The Company is exposed to financial risks that include the effects of changes in credit risk, liquidity risk and interest rate risk. As a holding company these risks are principally in its investments and associated funding. While these balances are predominantly with other Macquarie Bank Limited group entities, the Company is subject to the group's Risk Management policies and procedures that seek to limit the adverse effects on the financial performance of both the group and the Company. The Company does not use derivative financial instruments to manage interest rate costs and, as such, no hedge accounting is applied.

DIRECTORS

The directors holding office during the year were as follows:

J Craig
I Learmonth
R Tallentire

CREDITORS PAYMENT POLICY

It is the Company's policy to agree the terms of payment to creditors at the start of business with that supplier, ensure that suppliers are aware of the terms of payment and to pay in accordance with its contractual and other legal obligations.

AUDITORS

PricewaterhouseCoopers LLP have been appointed as auditors of the Company.

Pursuant to Section 386 of the Companies Act 1985, an elective resolution was passed resolving that the Company dispense with the requirement to appoint auditors annually.

MEIF (UK) LIMITED

DIRECTORS' REPORT (CONTINUED)**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are required by the Companies Act 1985 to prepare financial statements for each financial period which 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 financial statements, the directors are required to

- select suitable accounting policies and 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

So far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware. The directors have taken all the steps necessary in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

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 which disclose with reasonable accuracy at any time the financial position of the Company and to 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



R Tallentire
Director
23 August 2007

MEIF (UK) LIMITED**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MEIF (UK) LIMITED**

We have audited the financial statements of MEIF (UK) Limited for the year ended 31 March 2007 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

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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 report to you whether, in our opinion, the information in the Directors' Report is consistent with the financial statements. We also 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.

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 March 2007 and of its loss for the year then ended,
- have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the company's financial statements



PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
London

30 August 2007

MEIF (UK) LIMITED**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 MARCH 2007**

	Notes	2007 £	2006 £
Turnover		-	-
Administration expenses		<u>(1,710)</u>	<u>(1,711)</u>
		(1,710)	(1,711)
Other operating gains/(charges)		<u>847</u>	<u>(481)</u>
OPERATING LOSS		(863)	(2,192)
Interest receivable and similar income	3	153	-
Interest payable and similar charges	4	<u>(1,247)</u>	<u>(370)</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	5	(1,957)	(2,562)
Tax on ordinary activities	6	44	259
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION		<u>(1,913)</u>	<u>(2,303)</u>
RETAINED LOSS BROUGHT FORWARD		<u>(2,303)</u>	<u>-</u>
RETAINED LOSS CARRIED FORWARD		<u>(4,216)</u>	<u>(2,303)</u>

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

A statement of total recognised gains and losses has not been provided as all gains and losses are dealt with in the profit and loss account

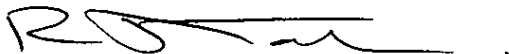
The notes on pages 8 to 14 form part of these financial statements

MEIF (UK) LIMITED**BALANCE SHEET AS AT 31 MARCH 2007**

	Notes	2007 £	2006 £
FIXED ASSETS			
Investments	8	<u>34,295</u>	<u>19,878</u>
		34,295	19,878
CURRENT ASSETS			
Debtors	9	<u>11,336</u>	<u>9,092</u>
		11,336	9,092
CREDITORS AMOUNTS FALLING DUE WITHIN ONE YEAR	10	<u>(44,847)</u>	<u>(26,273)</u>
NET CURRENT LIABILITIES		(33,511)	(17,181)
NET ASSETS		<u>784</u>	<u>2,697</u>
CAPITAL AND RESERVES			
Called up share capital	11	5,000	5,000
Profit and loss account		<u>(4,216)</u>	<u>(2,303)</u>
SHAREHOLDERS' FUNDS	12	<u>784</u>	<u>2,697</u>

The notes on pages 8 to 14 form part of these financial statements

The financial statements on pages 6 to 14 were approved by the board of directors on 23 August 2007 and were signed on its behalf by



R Tallentire
Director

MEIF (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2007****1. ACCOUNTING POLICIES**

The financial statements have been prepared under the historical cost convention in accordance with Schedule 4 to the Companies Act 1985 and with applicable accounting standards

The financial statements contain information about MEIF (UK) Limited as an individual company and do not contain consolidated financial information as a parent of a group. The Company is exempt under section 228 of the Companies Act 1985 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included in full consolidation in the consolidated financial statements of its ultimate parent Macquarie Bank Limited, a company incorporated in Australia.

The particular policies adopted are described below as follows

a) OTHER OPERATING INCOME/(CHARGES)

Gains and losses arising from foreign currency exposure are accounted for as other operating income or charges respectively

b) FOREIGN CURRENCIES

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of transaction. Monetary assets and liabilities denominated in foreign currencies are translated to sterling using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

c) INTEREST

Interest receivable and similar income and interest payable and similar charges are brought to account on an accruals basis.

d) TAXATION

The charge for taxation is based on the result for the year and takes into account taxation deferred due to timing differences between the treatment of certain items for taxation and accounting purposes. Deferred taxation is provided fully in respect of all timing differences between the accounting and tax treatment of income and expenses at the reporting date, the anticipated reversal of which will result in a change in future liability to tax. The provision is calculated using the rates expected to be applicable when the asset or liability crystallises based on current tax rates and law and is measured on a non-discounted basis. A 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 against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

e) FIXED ASSET INVESTMENTS

Investments, including investments in subsidiary undertakings, are recorded at cost less provision for impairment.

MEIF (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2007
(CONTINUED)****2. SEGMENTAL REPORTING**

All income and expenses of the Company are wholly generated within the United Kingdom and are derived or incurred as part of the Company's role as a holding company

3 INTEREST RECEIVABLE AND SIMILAR INCOME

	2007 £	2006 £
Interest receivable from other Macquarie Bank Limited group undertaking	153	-
	<u>153</u>	<u>-</u>

4. INTEREST PAYABLE AND SIMILAR CHARGES

	2007 £	2006 £
Interest payable to ultimate parent undertaking	1,060	-
Interest payable to immediate parent undertaking	187	370
	<u>1,247</u>	<u>370</u>

5 LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

Loss on ordinary activities before taxation is stated after (crediting)/charging

	2007 £	2006 £
Foreign exchange (gains)/ charges	<u>(847)</u>	<u>481</u>

The Company's audit fee of £8,400 (2006 £8,000) was borne by its ultimate parent undertaking

The Company had no employees during the year (2006 nil)

MEIF (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2007
(CONTINUED)****6 TAX ON ORDINARY ACTIVITIES**

	2007 £	2006 £
Current tax		
UK corporation tax at 30% (2006 30%)	74	259
Adjustments to tax in respect of prior years	(30)	-
Total current tax	<u>44</u>	<u>259</u>
Tax on ordinary activities	<u>44</u>	<u>259</u>

Factors affecting the tax (charge)/credit for the year as follows:

The taxation charge for the year ended 31 March 2007 is higher (2006 higher) than the standard rate of corporation tax in the United Kingdom of 30%. The differences are explained below

	2007 £	2006 £
Loss on ordinary activities before taxation	1,957	2,562
Loss on ordinary activities multiplied by the standard rate of corporation tax in the United Kingdom of 30% (2006 30%)	587	769
Effects of		
Expenses not deductible for tax purposes	(513)	(510)
Adjustments to tax in respect of prior years	(30)	-
	<u>44</u>	<u>259</u>

7 DIRECTORS' REMUNERATION

During 2006 and 2007 the directors were employed by, and received all emoluments from, the Company's ultimate parent undertaking, namely Macquarie Bank Limited. Accordingly, no separate remuneration has been disclosed.

MEIF (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2007
(CONTINUED)****8. FIXED ASSET INVESTMENTS**

	2007 £	2006 £
COST		
At start of year	19,878	-
Additions	17,294	19,878
Disposals	-	-
Reclassification	(2,877)	-
At end of year	<u>34,295</u>	<u>19,878</u>

Fixed asset investments comprise

	2007 £	2006 £
Cost and net book amount		
Macquarie Treuermoeegen GmbH	17,293	-
Macquarie Infrastruktur Management GmbH	16,995	16,995
Macquarie Global Utility Investments GP Limited	1	2,877
Macquarie GP2 Limited	2	2
MEIF (Scotland) GP Limited	1	1
Macquarie GP Limited	1	1
YBR Feeder Limited	1	1
Macquarie Infrastructure GP Limited	1	1
	<u>34,295</u>	<u>19,878</u>

Macquarie Treuermoeegen GmbH ("MTG")

During the year, the Company acquired all the share capital of Macquarie Treuermoeegen GmbH at a cost of €25,000. MTG is an entity incorporated in Germany and was established to act as a trust feeder to German closed-end funds.

Macquarie Infrastruktur Management GmbH ("MIMG")

The Company holds all the share capital in Macquarie Infrastruktur Management GmbH, at a cost of €25,000. MIMG is incorporated in Germany and was established to act as general partner to German closed-end funds.

Macquarie Global Utility Investments GP Limited ("MGUI")

The Company holds 100% of the ordinary share capital of Macquarie Global Utility Investments GP Limited, at a cost of £1. During the year, the Company reclassified the US\$5,000 previously shown as an investment in MGUI to a loan receivable from MGUI. MGUI is incorporated in England and Wales and was established to act as general partner of Macquarie Global Utility Investments LP.

Macquarie GP2 Limited ("MGP2")

The Company holds all the ordinary share capital of Macquarie GP2 Limited, at a cost of £2. MGP2 is incorporated in England and Wales and was established to act as general partner to a number of limited liability partnerships connected with the UK leasing transaction.

MEIF (Scotland) GP Limited ("MSGP")

The Company holds all of the share capital in MEIF (Scotland) GP Limited, at a cost of £1. MSGP is incorporated in Scotland and was established to act as general partner of MEIF Scotland LP.

MEIF (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2007
(CONTINUED)****7 FIXED ASSET INVESTMENTS (CONTINUED)****Macquarie GP Limited ("MGP")**

The Company owns all the ordinary share capital of Macquarie GP Limited, at a cost of £1 MGP is incorporated in England and Wales and was established to act as general partner to leasing partnerships in the United Kingdom

YBR Feeder GP Limited ("YBR")

The Company owns all the share capital of YBR Feeder GP Limited, at a cost of £1 YBR is incorporated in England and Wales and was established to act as general partner along with Macquarie Infrastructure Funds Management as founder limited partner, of YBR Feeder LP

Macquarie Infrastructure GP Limited ("MIGP")

The Company owns all the ordinary share capital of Macquarie Infrastructure GP Limited, at a cost of £1 MIGP is incorporated in England and Wales and was established as a special purpose vehicle for the holding of general partnership interests in English limited partnerships

9 DEBTORS

	2007 £	2006 £
Amounts receivable from other Macquarie Bank Limited group undertakings	2,693	-
Group relief receivable	74	289
Other debtors	8,569	8,803
	<u>11,336</u>	<u>9,092</u>

Amounts owed by other Macquarie Bank Limited group undertakings, are unsecured and have no fixed date of repayment The Company derives interest at market rates and at 31 March 2007 the rate applied was LIBOR plus 0.68% (2006 0%)

10 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2007 £	2006 £
Amounts owed to ultimate parent undertaking	41,069	22,464
Amounts owed to immediate parent undertaking	3,756	3,803
Amounts owed to other Macquarie Bank Limited group undertakings	6	6
Taxation	16	-
	<u>44,847</u>	<u>26,273</u>

Amounts owed to the ultimate and immediate parent undertakings and other Macquarie Bank Limited undertakings are unsecured and have no fixed date of repayment The Company incurs interest at market rates and at 31 March 2007 the rate applied was LIBOR plus 0.84% (2006 LIBOR plus 1.75%)

MEIF (UK) LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2007
(CONTINUED)****11 SHARE CAPITAL**

	2007 £	2006 £
AUTHORISED		
50,000 ordinary shares of £1 each	<u>50,000</u>	<u>50,000</u>
ALLOTTED, CALLED UP AND FULLY PAID		
5,000 ordinary shares of £1 each	<u>5,000</u>	<u>5,000</u>

12. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2007 £	2006 £
Opening shareholders' funds	2,697	1
Net proceeds of issue of ordinary share capital	-	4,999
Retained loss for the year	<u>(1,913)</u>	<u>(2,303)</u>
Closing shareholders' funds	<u>784</u>	<u>2,697</u>

13. ULTIMATE PARENT UNDERTAKING

The immediate parent undertaking of the Company is Macquarie International Limited, a company incorporated in England and Wales

The ultimate parent undertaking and controlling party of the Company is Macquarie Bank Limited, a company incorporated in Australia. Copies of group financial statements for Macquarie Bank Limited can be obtained from the Company Secretary, Level 7, No 1 Martin Place, Sydney, New South Wales, 2000, Australia

14. RELATED PARTY TRANSACTIONS

As 100% of the voting rights of the Company are controlled within the group headed by Macquarie Bank Limited, incorporated in Australia, the Company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the Macquarie Bank Limited group. The consolidated financial statements of Macquarie Bank Limited, within which the Company is included, can be obtained from the address given in Note 13

15. CASH FLOW STATEMENT

The Company was a wholly owned subsidiary within the Macquarie Bank Limited group throughout the year and is included in the consolidated financial statements of Macquarie Bank Limited, which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of the FRS 1 (revised 1996)

MEIF (UK) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2007
(CONTINUED)****16 POST BALANCE SHEET DATE EVENTS**

In May 2007, the Company sold all of its holdings in Macquarie Infrastruktur Management GmbH to Macquarie International Holdings Limited, a wholly owned subsidiary of the Macquarie Bank group. The holdings were sold at their original cost.

In May 2007, the Company also sold all of its holdings in Macquarie Treuermoege GmbH to Macquarie International Holdings Limited. The holdings were sold at their original cost.

In August 2007, Macquarie International Limited sold all of its share holdings in the Company to Macquarie Internationale Holdings Limited, at their original cost. Consequently Macquarie Internationale Holdings Limited will be the new immediate parent of the Company.