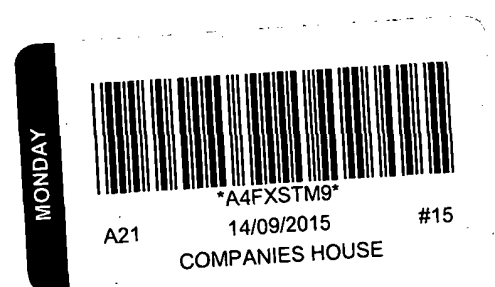


Registered number  
05366057

*Independent Service Provider Limited*

Annual Report and Financial Statements  
For the year ended  
**31 December 2014**



**Independent Service Provider Limited  
Company Information**

**Director**

D Corney  
C Linsdell  
A Robinson

**Company Secretary**

C Mumford

**Auditor**

Deloitte LLP  
Chartered Accountants and Statutory Auditor  
London  
United Kingdom

**Registered office**

Energy House  
Woolpit Business Park  
Windmill Avenue  
Woolpit  
Bury St. Edmunds  
Suffolk  
IP30 9UP

**Registered number**

05366057

**Independent Service Provider Limited****Registered number:**

05366057

**Strategic Report****Results and dividends**

The loss for the year, after taxation, amounted to £54,810 (2013 - £135,398).

**Principal activity**

The Company, provides telecommunication services across a distribution network owned and operated by a fellow subsidiary Company.

**Review of the business**

The Company performed in line with expectations during the year providing services across 8,428 live connections in the year (2013: 5,701) that were made by a fellow subsidiary Company.

The Directors are satisfied that the Company is well placed to continue to perform satisfactorily during the coming year.

**Principal risks facing the Company**

The Directors' consider the main risks facing the Company to be:

<b>Pricing risk</b>	Current fibre products are competitively priced against similar incumbent products. The prices and rate of return are not fixed by Ofcom.
<b>Regulatory risk</b>	Ofcom has a policy of "light touch" regulation for most industry participants. Ofcom will keep the market under review but is very unlikely to introduce changes in the absence of Significant Market Power following a formal Market Review.
<b>Credit risk</b>	The Communications Provider (CP) contracts with the end customer. All charges levied on the CP are charged up front except call charges. Not more than 10% of ISPL's total revenues per site (approximately) equate to call charges. Services can be withdrawn in the event of non-payment and provisions exist to recover all amounts due under the contract with the customer.

**Social, environmental and ethical policy**

The Company is a member of the Brookfield Utilities UK Group of companies and accordingly adheres to the Group's Social, Environmental and Ethical Policy.

The Group recognises that its business activities and practices, and those of its suppliers, may have an impact on its employees, society and the environment. As such the Group has developed its own policies and procedures to ensure compliance with these matters. The Group expects all employees and its suppliers to work to that Code, which as a minimum standard requires compliance with any relevant international and national, legal or regulatory framework. In addition, the Group has maintained registration of ISO 14001 environmental accreditation.

**Health and safety**

The Directors are committed to achieving high standards of health and safety in the Group's business activities for employees and customers alike. Policies and procedures are established to maintain continued provision of safe and healthy working conditions compliant with statutory requirements and appropriate codes of practice.

**Independent Service Provider Limited**

**Registered number:**

05366057

**Strategic Report (Continued)**

**Equal opportunities**

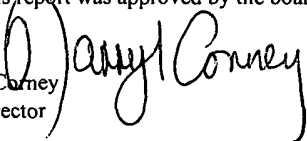
A fair and equal opportunities culture is operated throughout the Group. Employment opportunities, whether in the recruitment, training or promotion of employees, are granted on merit irrespective of race, colour, religion, national origin, age, gender, disability or sexual orientation.

Full consideration and equal opportunities are given to employment applications from disabled persons with due regard to the requirements of the job. Where existing employees become disabled every effort is made to provide opportunities for continued employment within the Group supported with training and development as appropriate.

**Employee involvement**

The Directors recognise the integral importance of their employees in achieving Group success. Employee involvement in the development of the business is encouraged through an open and honest working environment, effective communication of business objectives and performance and actively seeking the opinions and concerns of the wider business team.

This report was approved by the board on 30 June 2015 and signed on its behalf.

  
D Conney  
Director

**Independent Service Provider Limited****Registered number:**

05366057

**Directors' Report**

The Directors present their report and audited financial statements for the year ended 31 December 2014.

**Dividends**

The Directors do not recommend the payment of a dividend (31 December 2013 £nil).

**Directors**

The following persons served as Directors during the year and to the date of this report:

D Corney

C Linsdell

A Robinson - appointed 31 January 2014

**Directors' responsibilities in respect of the financial statements**

The Directors are responsible for preparing the annual report and financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial period. 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 period. In preparing these 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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- 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.

**Going concern**

After making enquiries, the Directors have a reasonable expectation that the Company has adequate resources to continue to adopt the going concern basis in preparing the annual report and financial statements. Further details regarding the adoption of the going concern basis can be found in Note 1 of the financial statements.

**Auditor**

A resolution to reappoint Deloitte LLP as the Company's auditor will be put to the forthcoming Annual General Meeting.

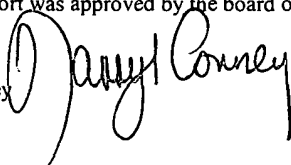
**Directors' statement as to disclosure of information to auditor**

The Directors who were members of the board at the time of approving the Directors' report are listed on page 1. Having made enquiries of fellow Directors and of the Company's auditor, each of these Directors confirms that:

- To the best of each Director's knowledge and belief, there is no information relevant to the preparation of their report of which the Company's auditor is unaware; and
- Each Director has taken all the steps a Director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of S418 of the Companies Act 2006.

This report was approved by the board on 30 June 2015 and signed on its behalf.

D Corney  
Director

**Independent Auditor's Report  
to the member of Independent Service Provider Limited**

We have audited the financial statements of Independent Service Provider Limited for the year ended 31 December 2014 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 13. 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).

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

**Respective responsibilities of directors and auditor**

As explained more fully in the Directors' responsibilities statement, 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 International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

**Scope of the audit of the financial statements**

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 the financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2014 and of its loss 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.

**Opinion on other matters prescribed by the Companies Act 2006**

In our opinion the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

**Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- 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; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit;



Paul Fletcher

(Senior Statutory Auditor)

for and on behalf of

Deloitte LLP

Chartered Accountants and Statutory Auditor

London

United Kingdom

30 June 2015

**Independent Service Provider Limited**  
**Profit and Loss Account**  
**for the year ended 31 December 2014**

	Notes	2014 £	2013 £
<b>Turnover</b>	2	1,216,020	1,688,765
Cost of sales		(1,209,286)	(1,706,224)
<b>Gross profit/(loss)</b>		<u>6,734</u>	<u>(17,459)</u>
Administrative expenses		(31,282)	(77,048)
<b>Operating loss</b>	4	<u>(24,548)</u>	<u>(94,507)</u>
Interest receivable		12,161	-
Interest payable	6	(57,303)	(64,575)
<b>Loss on ordinary activities before taxation</b>		<u>(69,690)</u>	<u>(159,082)</u>
Tax on loss on ordinary activities	7	14,880	23,684
<b>Loss for the financial year</b>	11	<u>(54,810)</u>	<u>(135,398)</u>

Turnover and operating loss are wholly derived from continuing operations

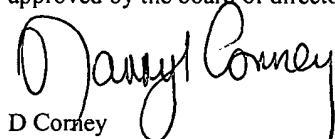
The company has no recognised gains or losses other than the loss for the above two financial periods.

The notes on pages 8 to 12 form part of these financial statements

**Independent Service Provider Limited**  
**Balance Sheet**  
**as at 31 December 2014**

	Notes	£	2014 £	£	2013 £
<b>Current assets</b>					
Debtors	8	504,747		525,766	
Cash at bank and in hand		<u>16,727</u>		<u>4,503</u>	
		521,474		530,269	
<b>Creditors: amounts falling due within one year</b>	9	(1,073,861)		(1,027,846)	
<b>Net current liabilities</b>			(552,387)		(497,577)
<b>Net liabilities</b>			<u>(552,387)</u>		<u>(497,577)</u>
<b>Capital and reserves</b>					
Called up share capital	10		1		1
Profit and loss account	11		(552,388)		(497,578)
<b>Shareholder's deficit</b>	11		<u>(552,387)</u>		<u>(497,577)</u>

The financial statements of Independent Service Provider Limited (registered number 05366057) were approved by the board of directors and authorised for issue on 30 June 2015 and signed on its behalf by:



D Corney  
Director

The notes on pages 8 to 12 form part of these financial statements



**Independent Service Provider Limited**  
**Notes to the Financial Statements**  
**for the year ended 31 December 2014**

**1 Accounting policies**

***Going concern***

The Company forms part of the Group known as Brookfield Utilities UK ("BUUK", the "Group") of which the ultimate parent undertaking is Brookfield Infrastructure Partners L.P. At 31 December 2014 the Group had the following long term funding:

- Senior Secured Loan notes denominated in GBP (£500 million) and US\$ (US\$300 million). The loan notes are privately placed and have maturity dates ranging from 2023 to 2033. The loan notes are fully drawn down and incur a fixed rate of interest. Cross currency interest rate swaps have been taken out to fix the US\$ denominated interest and capital repayments.
- Bank facilities with a syndicate of banks. In total the Group has facilities of £140 million. As at 31 December 2014 £103.6 million of the facilities remained undrawn. The debt facilities mature in 2017 or 2034 depending on the facility. Interest is paid on a margin above LIBOR.
- Convertible Loan Notes redeemable in 2044 of £158.5 million.

The Group has access to sufficient funds to continue in operational existence for the foreseeable future and therefore adopts the going concern basis in preparing its financial statements.

The Company is financed by intercompany loans. All companies within the BUUK Group have given assurances that intercompany loans in existence at the Balance Sheet date will not be recalled within a period of one year from the date of signing of the financial statements, unless a Company is in a position to make repayment. The Company's forecasts, taking into account reasonable possible changes in trading performance to December 2019, show that the Company should have adequate resources to continue in operational existence for the foreseeable future. Therefore, the Directors have a reasonable expectation that the Company can continue to meet its liabilities as they fall due, for a period of at least 12 months from the date of this annual report. Accordingly, they have prepared financial statements on the going concern basis.

***Accounting convention***

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

***Cash flow statement***

The Company has taken advantage of the exemption from preparing a cash flow statement conferred by Financial Reporting Standard No. 1 (revised) on the grounds that it is a wholly-owned subsidiary undertaking.

***Current Taxation***

The tax currently payable is based on taxable profit for the year. Taxable profit differs from 'profit before tax' as reported in the profit and loss account because of items of income or expense that are taxable or deductible in other years and items that are never taxable or deductible. The Company's current tax is calculated using tax rates that have been enacted or substantively enacted by the end of the reporting period.

***Deferred taxation***

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the Balance Sheet

- Deferred tax assets are recognised only to the extent that the Directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the Balance Sheet date.

**2 Turnover**

Turnover represents the amounts receivable from the supply of goods and services during the year, net of Value Added Tax. All turnover and loss before taxation, by origin and destination, was attributable to the UK.

**Independent Service Provider Limited**  
**Notes to the Financial Statements**  
**for the year ended 31 December 2014**

**3 Other Operating Income**

	2014	2013
	£	£
Sundry income	<u>-</u>	<u>-</u>

**4 Operating loss**

Audit fees for the audit of the financial statements of the Company are £5,560 (2013 - £6,600); audit fees are borne by Brookfield Utilities UK No 2 Limited.

**5 Directors' emoluments and staff costs**

The Directors received no emoluments in the year (2013: £nil). The Directors are Directors/employees of other Group companies and the services that they provide to the Company are considered ancillary to the services that they provide to those other Group companies. The Company had no employees during the year with all administrative tasks undertaken by employees of fellow group undertakings.

**6 Interest payable and similar charges**

	2014	2013
	£	£
Interest payable to immediate parent undertaking	27,307	64,575
Interest payable to fellow subsidiary undertakings	<u>29,996</u>	<u>-</u>
	<u>57,303</u>	<u>64,575</u>

**7 Tax**

	2014	2013
	£	£
<b>(a) Tax on loss on ordinary activities</b>		
The tax credit is made up as follows		
Current tax:		
Group relief credit in respect of the current year	(14,983)	(36,987)
Total current tax credit (note 7(b))	<u>(14,983)</u>	<u>(36,987)</u>
Deferred tax:		
Origination and reversal of timing differences	103	-
Effect of decreased tax rate on opening asset	-	14,091
Adjustment to prior period	-	(788)
Total deferred tax charge (note 8)	<u>103</u>	<u>13,303</u>
Tax on loss on ordinary activities	<u>(14,880)</u>	<u>(23,684)</u>

**Independent Service Provider Limited**  
**Notes to the Financial Statements**  
**for the year ended 31 December 2014**

**7 Tax (continued)**

**(b) Factors affecting tax credit**

The tax assessed on the loss on ordinary activities for the year is the same as the standard rate of corporation tax in the UK of 21.5% (2013: 23.25%).

	2014 £	2013 £
Loss on ordinary activities before tax	(69,690)	(159,082)
Loss on ordinary activities multiplied by the blended rate of corporation tax in the UK of 21.5% (2013: 23.25%).	(14,983)	(36,987)

**(c) Factors that may affect future tax charges**

The Finance Act 2013, which provides for a reduction in the main rate of corporation tax from 23% to 21% effective from 1 April 2014, was substantively enacted on 3 July 2013.

The Government enacted a future reduction in the main tax rate down to 20% effective from 1 April 2015. This rate reduction has been reflected in the calculation of deferred tax at the balance sheet date.

**8 Debtors**

	2014 £	2013 £
<b>Amounts due within one year</b>		
Trade debtors	129,686	99,392
Amounts owed by ultimate parent company	-	80,151
Amounts owed by fellow subsidiary undertakings	262,767	237,795
Deferred tax asset	94,623	94,726
Other debtors	10,568	8,476
Prepayments and accrued income	7,103	5,226
	<u>504,747</u>	<u>525,766</u>

Amounts owed by group undertakings are unsecured and repayable on demand. Interest charged is variable, at LIBOR plus 6.75% (2013 - 6.75%), and calculated monthly.

The deferred tax asset included in the balance sheet is as follows:

	2014 £	2013 £
Short term timing differences	4,263	4,585
Current period losses carried forward	90,360	90,141
Deferred tax asset	94,623	94,726
	<u>£</u>	<u>£</u>
Opening balance	94,726	108,029
Deferred tax debit in Profit and Loss account (note 7)	(103)	(13,303)
Closing balance	<u>94,623</u>	<u>94,726</u>

**Independent Service Provider Limited**  
**Notes to the Financial Statements**  
**for the year ended 31 December 2014**

<b>9 Creditors: amounts falling due within one year</b>	<b>2014</b>	<b>2013</b>
	<b>£</b>	<b>£</b>
Trade creditors	73,218	-
Amounts owed to immediate parent company	25,532	-
Amounts owed to fellow subsidiary undertakings	933,516	676,841
Other taxes and social security costs	-	86,390
Accruals	39,024	264,615
	<u>1,073,861</u>	<u>1,027,846</u>

Amounts owed to group undertakings are unsecured and repayable on demand. Interest charged is variable, at LIBOR plus 6.75% (2013 - 6.75%), and calculated monthly.

<b>10 Called-up share capital</b>	<b>Nominal value</b>	<b>2014</b>	<b>2013</b>
		<b>£</b>	<b>£</b>
Allotted, issued and fully paid:			
Ordinary shares	£1	<u>1</u>	<u>1</u>

**11 Reconciliation of movement in shareholder's deficit and movement on reserves**

	<b>Called-up share capital</b>	<b>Profit and loss account</b>	<b>Total shareholder deficit 2014</b>	<b>Total shareholder deficit 2013</b>
	<b>£</b>	<b>£</b>	<b>£</b>	<b>£</b>
At 1 January	1	(497,578)	(497,577)	(362,179)
Loss for the financial year	-	(54,810)	(54,810)	(135,398)
At 31 December	<u>1</u>	<u>(552,388)</u>	<u>(552,387)</u>	<u>(497,577)</u>

**12 Related party transactions**

As 100% of the issued share capital of the Company is owned by a Group which consolidated financial statements are publicly available it is not required to disclose transactions with other wholly-owned Group undertakings that would otherwise be required under Financial Reporting Standard 8 'Related Party Disclosures'.

**Independent Service Provider Limited**  
**Notes to the Financial Statements**  
**for the year ended 31 December 2014**

**13 Ultimate parent undertaking**

The Company's immediate parent undertaking is Inexus Group (Holdings) Ltd, a Company registered in England and Wales. The Company's ultimate parent undertaking and controlling party is Brookfield Infrastructure Partners L.P., which is registered in Bermuda.

The smallest Group of which the Company is a member and for which Group financial statements are prepared is Brookfield Utilities UK No 2 Limited, a Company registered in England and Wales. The largest Group the Company is a member and for which Group financial statements are prepared is Brookfield Infrastructure Partners L.P., which is registered in Bermuda.

Brookfield Infrastructure Partners L.P.'s financial statements can be obtained from: Brookfield Infrastructure Partners L.P., Canon's Court, 22 Victoria Street, Hamilton, HM 12, Bermuda.