

**Robertson Education (Aberdeenshire) Holdings
Limited**

**Directors' report and financial
statements**

Registered number SC209010

31 December 2004



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COMPANIES HOUSE 27/09/05

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Directors and advisors

Directors

JC Elliot
A Fordyce
WG Robertson
MD Watt

Registered Office

10 Perimeter Road
Pinefield Industrial Estate
Elgin
Morayshire
IV30 6AE

Company Secretary

PK Johnstone

Registered Auditors

KPMG LLP
Saltire Court
20 Castle Terrace
Edinburgh
EH1 2EG

Solicitors

Maclay Murray & Spens
151 St Vincent Street
Glasgow
G2 5NJ

Bankers

Bank of Scotland
155 Bishopsgate
London
EX2M 3YB

Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 December 2004.

Principal activities

The company acts as a holding company to Robertson Education (Aberdeenshire) Limited.

The principal activities of Robertson Education (Aberdeenshire) Limited are the design, build, finance, operation and maintenance of new schools in Aberdeenshire to Aberdeenshire Council under the Governments' Private Finance Initiative scheme.

Business review

During the year the company held 100% of the share capital of Robertson Education (Aberdeenshire) Limited.

Uberior Infrastructure Investments Limited sold their 30% shareholding to the other shareholders, Robertson Capital Projects Limited and Quayle Munro PFI Fund Limited Partnership, in proportion to their previous shareholding.

Directors and directors' interests

The directors who held office during the period were as follows:

JC Elliot
A Fordyce (appointed 21/03/05)
JDG Perks (resigned 27/08/04)
WG Robertson
MT Smith (resigned 27/08/04)
MD Watt (appointed 21/03/05)

None of the directors who held office at the end of the financial year had any interest in the shares of the company, as recorded in the register of directors' interests. The interests of the directors in other group companies are disclosed in the financial statements of those group companies.

According to the register of directors' interests, no rights to subscribe for shares or debentures of the company were granted to any of the directors or their immediate families during the financial year.

As a result of Uberior Infrastructure Investments Limited selling its shareholding, JDG Perks and MT Smith resigned as directors on 27 August 2004.

Auditors

Pursuant to a shareholders' resolution the company is not obliged to reappoint its auditors annually and KPMG LLP will therefore continue in office.

By order of the board



PK Johnstone
Secretary

7 September Elgin
2005

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss for that period. In preparing those 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 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.

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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG LLP

Saltire Court
20 Castle Terrace
Edinburgh
EH1 2EG
United Kingdom

Independent auditors' report to the members of Robertson Education (Aberdeenshire) Holdings Limited

We have audited the financial statements on pages 5 to 9.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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 auditors

The directors are responsible for preparing the directors' report and, as described on page 3, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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 with the company 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 as at 31 December 2004 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG LLP

KPMG LLP
Chartered Accountants
Registered Auditor

23 September 2005

Profit and loss account
for the year ended 31 December 2004

	<i>Note</i>	2004 £	2003 £
Interest receivable and similar income	<i>4</i>	253,923	432,454
Interest payable and similar charges	<i>5</i>	(253,923)	(432,454)
Result on ordinary activities before taxation		-	-
Tax on result on ordinary activities		-	-
Retained result for the financial year	<i>11</i>	-	-

The result for the year has been derived from continuing activities.

The company has no recognised gains or losses for the financial year other than those reported above.

Balance sheet
at 31 December 2004

	<i>Note</i>	2004 £	2003 £
Current assets			
Investments	6	100,000	100,000
Debtors	7	2,110,238	2,110,238
Net current assets		2,210,238	2,210,238
Creditors: amounts falling due after more than one year	8	(2,110,238)	(2,110,238)
Net Assets		100,000	100,000
Capital and reserves			
Called up share capital	9	1,000	1,000
Share premium	10	99,000	99,000
Profit and loss account	11	-	-
Shareholders' funds	12	100,000	100,000

These financial statements were approved by the board of directors on ~~7 September~~ 2005 and were signed on its behalf by:


WG Robertson
 Director

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements except as noted below.

Basis of preparation

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

Cash flow statement

The company is exempt from the requirement of Financial Reporting Standard number 1 to prepare a cash flow statement as it is entitled to the filing exemptions as a small company under sections 246 to 249 of the Companies Act 1985.

Group accounts

The company is exempt by virtue of S248 of the companies Act 1985 from the requirement to prepare group accounts. These accounts present information about the company as an individual undertaking and not about its group.

Unlisted investments

Unlisted investments are stated at cost less any provision required for diminution in value.

2 Staff numbers and costs

The company had no employees during the year.

3 Director's remuneration

The directors received no emoluments from the company during the year (2003: £nil).

4 Interest receivable and similar income

	2004 £	2003 £
Subordinated debt interest	253,922	432,454

5 Interest payable

	2004 £	2003 £
Subordinated debt interest	(253,922)	(432,454)

Notes (continued)

6 Investment in subsidiary undertaking

	2004 £
At beginning and end of year	100,000

The investment in the subsidiary undertaking is held in the balance sheet at cost. The investment is held in the following subsidiary undertakings:

Undertaking	Percentage shares Held	Country	Activity
Robertson Education (Aberdeenshire) Limited	100%	UK	Design, build, finance, operation and maintenance of schools

7 Debtors

	2004 £	2003 £
Amounts due from subsidiary undertaking	2,110,238	2,110,238

8 Creditors: amounts falling due after more than one year

	2004 £	2003 £
Subordinated debt	2,110,238	2,110,238

Subordinated debt provided by Robertson Capital Projects Limited (71%) and Quayle Munro PFI Fund Limited Partnership (29%) bears interest at 12% per annum and is repayable in 2025.

Debt can be analysed as falling due:

	2004 £	2003 £
In five years or more	2,110,238	2,110,238

9 Called up share capital

	2004 £	2003 £
<i>Authorised</i> 100,000 (2003: 100,000) ordinary shares of £0.01 (2003: £0.01)	1,000	1,000

Notes *(continued)*

9 Called up share capital *(continued)*

	2004 £	2003 £
<i>Allotted, called up and fully paid</i>		
100,000 (2003: 100,000) Ordinary shares of £0.01 (2003: £0.01)	1,000	1,000

The shareholding at 31 December 2004 is owned 71% (to the nearest whole percentage) Robertson Capital Limited and 29% Quayle Munro PFI Fund Limited Partnership.

10 Share premium account

	2004 £
At beginning and end of year	99,000

11 Profit and loss account

	£
At beginning and end of year	-

12 Reconciliations of movements in shareholders' funds

	2004 £	2003 £
Opening and closing shareholders' funds	100,000	100,000

13 Contingent liabilities

The company has granted a guarantee supported by a debenture incorporating fixed and floating charges over its assets and undertakings, in security of its wholly owned subsidiary's term loan from Bank of Scotland.