

**The Edinburgh Schools Partnership Limited**

**DIRECTORS' REPORT  
AND  
FINANCIAL STATEMENTS FOR THE YEAR ENDED  
31 March 2010**



**Registered Number: SC206930**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 March 2010**

<b>CONTENTS</b>	<b>Page</b>
Directors and advisors	1
Directors' report	2
Statement of Directors' responsibilities	3
Independent auditors' report to the members of The Edinburgh Schools Partnership Limited	4
Profit and loss account	5
Balance sheet	6
Cash flow statement	7
Notes to the financial statements	8-14

**DIRECTORS AND ADVISORS**

**Directors**

Z Conlon (appointed 15 May 2009)  
M A Donn  
C Easton (resigned 6 May 2009)  
J C Elliot (resigned 6 May 2009)  
I R Gethin  
J M Linney  
D B Marshall (resigned 18 September 2009)  
K A McLellan (resigned 1 December 2009)  
D J Palmer (appointed 18 September 2009)  
S J E Peck (appointed 14 October 2009)  
A C Ritchie (appointed 6 May 2009, resigned 14 October 2009, appointed 1 December 2009)  
M T Smith

**Company secretary and registered office**

R K Miller  
Suite 1  
Platinum House  
23 Eagle Street  
Craighall Business Park  
Glasgow  
G4 9XA

**Auditors**

Ernst & Young LLP  
George House  
50 George Square  
Glasgow  
G2 1RR

**Principal bankers**

HBoS  
Edinburgh Branch  
New Ueberior House  
Edinburgh  
EH3 9BN

## DIRECTORS' REPORT

The Directors present their report and audited accounts for the year ended 31 March 2010.

The company was formed to design, construct, refurbish and provide lifecycle maintenance, facilities management, cleaning and catering to schools within the Edinburgh area over a 30 year period. Included within the project are 10 primary, 5 secondary, 3 special and 1 community centre.

The project has settled into its operational stage, with all construction works now complete.

Many of the commercial and contractual issues which existed during the implementation stage of the project have been resolved and concluded and the company is now operating in a good working partnership.

Edinburgh Schools Partnership Limited, with its service providers, continually strives to improve the education support service which it provides to the City of Edinburgh Council.

As at 31 March 2010 the Edinburgh Schools Partnership Limited consortium is comprised of John Laing Social Infrastructure Limited, The John Laing Pension Trust Limited, Semperian PPP Investment Partners No. 2 Limited, Uberior Infrastructure Investments (No. 3) Limited, PFI Infrastructure Finance Limited.

### Results for the Period

The results for the period are set out in the attached profit and loss account. The profit for the period of £1,041,000 (2009 – profit of £1,467,000) has been transferred to reserves.

The company's principal financial instruments comprise of cash and cash equivalents, bank and shareholder loans. Other financial assets such as trade creditors and debtors arise directly from the operating activities.

### Interest Rate Risk

Interest rate risk is the risk that an entity will encounter difficulty in meeting interest payment obligations associated with financial liabilities.

Bank loans have been hedged via swaps entered into at the date of financial closure. Swaps result in 100% of outstanding Senior Debt being fixed. Subordinated debt is at a fixed rate of 13.07%.

### Credit Risk

Credit risk is the risk that one party to a financial instrument will cause financial loss for that other party by failing to discharge an obligation. The only financial instruments entered into during the year comprise trade debtors and trade creditors.

All creditors and debtors are monitored on a monthly basis.

### Liquidity Risk

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities.

The common terms agreement states that certain debt cover ratios must be covered and reviewed every six months via a model update. If these ratios are not met for the following eight six month periods the subordinated debt remains unpaid until the bank release the company from 'lock up'.

### Key Performance Indicators

The FM contractor is subject to deductions based on performance this is then passed through as a credit to the council on a monthly basis. There have been minimal deductions during the financial year 2009/10. All deductions have been passed through from customer to supplier.

### Auditors

A resolution to re-appoint Ernst & Young LLP as the Company's auditor will be put to the forthcoming Annual General Meeting.

### Directors' statement as to disclosure of information to auditors


The directors who were members of the board at the time of approving the directors' report are listed on page 1. Having made enquires of fellow directors and of the company's auditors, 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 auditors are 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 auditors are aware of that information.

### Small and medium sized companies exemptions

This Directors Report has been prepared in accordance with the special provisions relating to medium-sized companies under sections 416-419 of the Companies Act 2006.

By order of the board

  
Joe Linney  
Director  
18th June 2010

## STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. 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 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.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF THE EDINBURGH SCHOOLS PARTNERSHIP LIMITED**

We have audited the financial statements of The Edinburgh Schools Partnership Limited for the year ended 31 March 2010 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet, the Cash Flow Statement and the related notes 1 to 23. 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 auditors**

As explained more fully in the Directors' Responsibilities Statement set out on page 3, 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 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.

**Opinion on 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 March 2010 and of its profit 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 matter prescribed by the Companies Act 2006**

In our opinion the information given in 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.

*Ernst & Young LLP*

Ernst & Young LLP  
Annie Graham (Senior statutory auditor)  
Glasgow  
22nd June 2010

**PROFIT AND LOSS ACCOUNT**

**FOR THE YEAR ENDED 31 MARCH 2010**

	Notes	2010 £'000	2009 £'000
Turnover	1, 2	7,551	7,803
Cost of sales		(6,495)	(6,330)
<b>Gross profit</b>		<b>1,056</b>	<b>1,473</b>
Administrative expenses		(613)	(1,480)
<b>Operating profit/(loss)</b>	3	<b>443</b>	<b>(7)</b>
Interest receivable	6	6,043	7,042
Interest payable	7	(5,247)	(5,067)
<b>Profit on ordinary activities before taxation</b>		<b>1,239</b>	<b>1,968</b>
Tax on profit on ordinary activities	8	(198)	(501)
<b>Retained profit for the year transferred to reserves</b>	17	<b>1,041</b>	<b>1,467</b>

A reconciliation of movements in equity shareholders' funds is given in note 18.


**Statement of total recognised gains and losses**

There are no recognised gains and losses other than the profit for the year of £1,041,000 (2009 profit of £1,467,000).

**BALANCE SHEET AS AT 31 MARCH 2010**

	Notes	2010 £'000	2009 £'000
<b>Current assets</b>			
Amounts falling due within one year	9	129	120
Amounts falling due after one year	9	83,436	86,251
Cash at bank and in hand		9,091	8,615
		<u>92,656</u>	<u>94,986</u>
<b>Current liabilities</b>			
Creditors: amounts falling due within one year	10	(4,939)	(5,826)
<b>Net current assets</b>		<u>87,717</u>	<u>89,160</u>
<b>Total assets less current liabilities</b>		87,717	89,160
Creditors: amounts falling due after more than one year	11	(75,358)	(78,873)
Deferred Tax	13	(7,676)	(7,450)
Provisions for liabilities	13	(1,349)	(470)
<b>Net assets</b>		<u>3,334</u>	<u>2,367</u>
<b>Capital and reserves</b>			
Called up share capital	16	83	83
Profit and loss account	17	3,250	2,284
<b>Equity shareholders' funds</b>	18	<u>3,334</u>	<u>2,367</u>

The financial statements were approved by the Board of Directors on 18th June 2010 and were signed on its behalf by:

  
 Joe Linney  
 Director  
 18th June 2010



**CASH FLOW STATEMENT**

**FOR THE YEAR ENDED 31 MARCH 2010**

	Notes	2010 £'000	2009 £'000
<b>Net cash inflow from operating activities</b>	21	<b>3,234</b>	<b>4,251</b>
<b>Returns on investments and servicing of finance</b>			
Interest received		93	405
Swap interest received		-	482
Finance debtor interest received		5,950	6,155
Interest and other financing costs paid		(5,206)	(5,943)
Dividends paid		(74)	(2,300)
Dividend overpayment		20	-
<b>Net cash inflow/(outflow) from returns on investments and servicing of finance</b>		<b>783</b>	<b>(1,201)</b>
<b>Taxation</b>			
Corporation tax		(27)	-
<b>Net cash inflow before use of liquid resources and financing</b>		<b>3,990</b>	<b>3,050</b>
<b>Financing</b>			
Loan repayments		(3,514)	(4,580)
<b>Net cash outflow from financing</b>	22	<b>(3,514)</b>	<b>(4,580)</b>
<b>Increase/(decrease) in cash in the year</b>	22	<b>476</b>	<b>(1,530)</b>
<b>Reconciliation to net debt</b>			
Net debt at 1 April		(73,698)	(76,702)
Increase/(decrease) in cash in the year		476	(1,530)
Movement in borrowings		3,514	4,580
Amortisation Costs		(77)	(46)
<b>Net debt at 31 March</b>	22	<b>(69,785)</b>	<b>(73,698)</b>

Notes to the financial statements at 31 March 2010

1 ACCOUNTING POLICIES

a) Basis of preparation of accounts

The accounts have been prepared under the historical cost accounting rules and in accordance with applicable Accounting Standards. The accounts have been prepared on the going concern basis as the financial projections indicate that sufficient funds will be generated to allow ongoing obligations to be met as they fall due.

b) Turnover

Turnover represents the value of work done and services rendered, excluding sales related taxes. All turnover originates in the United Kingdom.

The company recognises income when it has fully fulfilled its contractual obligations. In accordance with Financial Reporting Standard 5 - Application Note G, the company includes sales and purchase transactions related to variations under the original contract where the benefits and risks are retained by the company, within the financial statements as turnover and operating costs.

Transactions to which the company does not have access to all the significant benefits are risks and excluded from the financial statements.

c) Finance debtor

In accordance with Financial Reporting Standard FRS 5 - Application Note F the costs incurred in building the Edinburgh Schools have been treated as a finance debtor. This treatment arose from applying guidance with the Application Note which indicated that the project's principal agreements transfer substantially all the risks and rewards relating to the property to the customer.

The costs of bringing the assets into use have been capitalised and reclassified as a finance debtor. A constant proportion of the planned net revenue arising from the project is being allocated to remunerate the finance debtor. Imputed interest receivable is allocated to the finance debtor using a property specific rate to generate a constant rate of return over the life of the contract. Over the course of the contract term the finance debtor is expected to be fully repaid.

d) Finance debtor and income recognition

Upon the asset becoming operational, the costs are transferred to the finance debtor. During the operational phase, income is allocated between interest receivable and turnover using a constant operating margin on costs. The remainder of the PFI income will be allocated to the finance debtor.

e) Deferred tax

Deferred tax is recognised in respect of all timings differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax

Deferred tax is measured on 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 substantially enacted at the balance sheet date.

f) Operating leases

Rentals applicable to operating lease where substantially all of the benefits and risks of ownership remain with the lessor are charged against the profits on a straight line basis over the term of the lease.

Notes to the financial statements at 31 March 2010 (continued)

2 **TURNOVER**

Turnover, which is stated net of value added tax, represents amounts invoiced to third parties. Turnover is attributable to one continuing activity, being the provision of construction, refurbishment, facilities management and catering.

3 **OPERATING PROFIT/(LOSS)**

	2010 £'000	2009 £'000
Operating profit is stated after charging:		
Auditors' remuneration	15	19
Operating leases land and buildings	<u>20</u>	<u>17</u>

4 **DIRECTORS' REMUNERATION**

No Directors received any remuneration for services to the Company during the current or prior year. The Company is managed by seconded employees from the shareholder John Laing Social Infrastructure Limited.

From March 2010 the Company will be managed by a MSA arrangement with the shareholder John Laing Social Infrastructure Limited.

5 **STAFF NUMBERS**

The Company had no employees during the year (2009 - nil)

6 **INTEREST RECEIVABLE**

	2010 £'000	2009 £'000
<b>Interest receivable and similar income</b>		
Interest receivable on finance debtor	5,950	6,155
Interest receivable on bank deposits	93	405
Interest receivable on swaps	-	482
	<u>6,043</u>	<u>7,042</u>

7 **INTEREST PAYABLE**

	2010 £'000	2009 £'000
<b>Interest payable and similar charges</b>		
Sub debt interest	643	710
Loan interest	4,565	4,315
Amortised debt issue costs	39	42
	<u>5,247</u>	<u>5,067</u>

Notes to the financial statements at 31 March 2010 (continued)

8 TAX ON PROFIT ON ORDINARY ACTIVITIES

	2010	2009
	£000	£000
<u>Analysis of charge for the year</u>		
<b>Current tax</b>		
UK corporation tax	-	(27)
Prior year adjustments	27	11
<b>Total current tax</b>	<u>27</u>	<u>(16)</u>
<b>Deferred tax</b>		
Accelerated Capital Allowances	(201)	(500)
Origination and reversal of timing differences	(155)	(15)
Prior year adjustments	131	30
<b>Total deferred tax</b>	<u>(225)</u>	<u>(485)</u>
<b>Total tax charge on profit on ordinary activities</b>	<u>(198)</u>	<u>(501)</u>
<i>Factors affecting the tax charge for the current year</i>		

The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax are as follows:

	2010	2009
	£'000	£'000
Profit on ordinary activities before tax	<u>1,239</u>	<u>1,968</u>
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 28% (2009 - 28%)	(347)	(413)
<b>Effects of:</b>		
Items disallowed for tax purposes	(8)	-
Other short term timing differences	355	386
Adjustments to tax charge in respect of previous periods	27	11
<b>Total current tax credit/(charge) for the year</b>	<u>27</u>	<u>(16)</u>

9 DEBTORS

	2010	2009
	£'000	£'000
<u>Due within one year:</u>		
Trade debtors	45	49
Other debtors	-	20
Prepayments	48	51
Accruals revenue	36	-
	<u>129</u>	<u>120</u>
<u>Due after more than one year:</u>		
Finance debtor	<u>83,436</u>	<u>86,251</u>

Notes to the financial statements at 31 March 2010 (continued)

10 CREDITORS

	2010 £'000	2009 £'000
<b>Amounts falling due within one year</b>		
Trade creditors	773	231
Corporation tax	(39)	16
Other taxes	570	125
Other creditors	-	1,474
Accruals	116	503
<b>Current instalments due on bank loans:</b>		
£10,777,683 subordinated loan at fixed rate repayable in instalments commencing September 2004	600	550
£36,510,000, repayable in instalments commencing August 2003	1,357	1,363
£33,540,379, repayable in instalments commencing August 2003	939	942
£33,252,521, repayable in instalments commencing August 2003	662	658
Less: Amortised Debt Issue Costs	(39)	(37)
	<u>4,939</u>	<u>5,826</u>

11 CREDITORS: amounts falling due after one year

	2010 £'000	2009 £'000
<b>Wholly repayable within five years:</b>		
None	-	-
<b>Not wholly repayable within five years:</b>		
£10,777,683 subordinated loan at fixed rate repayable in instalments commencing September 2004	4,493	5,043
£36,510,00 bank loan at fixed rate, repayable in instalments commencing August 2003	26,559	27,922
£33,540,379 bank loan at fixed rate, repayable in instalments commencing August 2003	25,585	26,527
£33,252,521 bank loan at fixed rate, repayable in instalments commencing August 2003	23,330	23,988
	<u>79,967</u>	<u>83,480</u>
Less: included in creditors, amounts falling due within one year	(3,558)	(3,477)
Less: Amortised Debt Issue Costs	(1,051)	(1,130)
	<u>75,358</u>	<u>78,873</u>
<b>The maturity of debt is as follows:</b>		
In one year or less or on demand	3,559	3,514
Between one and two years	3,648	3,558
Between two and five years	12,283	11,794
In five years or more	60,477	64,614
	<u>79,967</u>	<u>83,480</u>
Less: Amortised Debt Issue Costs	(1,090)	(1,166)
	<u>78,876</u>	<u>82,313</u>

Notes to the financial statements at 31 March 2010 (continued)

12 LOANS

Bank loans have been hedged via swaps entered into at the date of financial close. Swaps resulted in 100% of outstanding Senior Debt tranche A being fixed at 5.215% and 100% of the outstanding Senior Debt tranche B being fixed at 5.26%.

Subordinated loan interest is fixed at 13.07%.

13 PROVISIONS FOR LIABILITIES

	Lifecycle £'000	Deferred Tax £'000
At 1 April 2009	470	7,450
Arising during the year	991	226
Utilised	(112)	-
At 31 March 2010	<u>1,349</u>	<u>7,676</u>

The lifecycle provision relates to maintaining the schools to their contractual specification. This work is subcontracted out over a 30 year period and represents the maximum amount that can be claimed at the balance sheet date for all maintenance work to date

During the year, as a result of the change in the UK corporation tax rates, deferred tax has been remeasured. Deferred tax balances relating to temporary differences which will reverse after 1 April 2010 are calculated at 28% being the rate of tax that is expected to apply on the reversal.

14 OBLIGATIONS UNDER OPERATING LEASES

At 31 March 2010 the company had annual commitments under non-cancellable operating leases, relating to land and buildings, as follows:

	2010 £'000	2009 £'000
Operating leases which expire:		
Within one year	<u>-</u>	<u>5</u>

15 CAPITAL COMMITMENTS

There are no capital commitments at the year end (2009 - £nil)

The Company has entered into the following other financial commitments:

- With Amey Business Services Limited to provide facilities management, lifecycle, maintenance, cleaning and catering services to the project for the duration of the contract. Payments due in the next financial year amount to £4,023,873. This amount is indexed annually until 1 April 2030.

Notes to the financial statements for the year ended 31 March 2010 (continued)

16 CALLED UP SHARE CAPITAL

	2010 £000	2009 £000
<b>Authorised:</b>		
100,000 Ordinary Shares of £1 each	<u>100</u>	<u>100</u>
	£'000	£'000
<b>Allotted, called up and partly paid:</b>		
83,395 Ordinary Shares of £1 each	<u>83</u>	<u>83</u>

17 MOVEMENT IN RESERVES

	Profit and loss account £'000
At 1 April 2009	2,284
Retained profit for the year	1,041
Dividends declared and paid (note 20)	<u>(74)</u>
At 31 March 2010	<u>3,250</u>

18 RECONCILIATION TO SHAREHOLDERS' FUNDS

	2010 £'000	2009 £'000
Opening equity shareholders'	2,367	3,200
Profit for the financial year	1,041	1,467
Dividends declared and paid (note 20)	<u>(74)</u>	<u>(2,300)</u>
Closing equity shareholders' funds	<u>3,334</u>	<u>2,367</u>

19 TRANSACTIONS WITH RELATED PARTIES

During the year, the company purchased services in the normal course of business from the shareholders of ESP (Holdings) Limited, the ultimate parent undertaking (see note 23), in the following amounts:

	2010 £000	2009 £000
John Laing Social Infrastructure Limited	127	625
The John Laing Pension Trust Limited	303	-
Lloyds Banking Group plc	4,246	4,926
Quayle Munro PFI Fund Limited Partnership	218	218
Semperian PPP Investment Partners No.2 Limited	429	443

John Laing Social Infrastructure Limited provides seconded staff and the services of 1 director. Subordinated loan notes outstanding as at 31 March 2010 were £449,268.

The John Laing Pension Trust Limited provides the service of 1 director. Subordinated loan notes outstanding as at 31 March 2010 were £449,268.

Services purchased from the Lloyds Banking Group plc - the ultimate parent company of BoS Infrastructure (No. 3) Limited - are loan interest, fees and the services of 2 directors. Subordinated loan notes outstanding as at 31 March 2010 £1,347,778. Interest received as at 31st March 2010 were £92,982.

PFI Infrastructure Finance Limited provided the service of 1 directors. Subordinated loan notes outstanding as at 31 March 2010 were £770,212.

Semperian PPP Investment Partners No.2 Limited provided the services of 2 directors and 1 alternate director. Subordinated loan notes outstanding as at 31 March 2010 were £1,476,156.

Notes to the financial statements at 31 March 2010 (continued)

20 DIVIDENDS

	2010 £'000	2009 £'000
Declared and paid during the year		
Equity dividends on ordinary shares:	<u>74</u>	<u>2,300</u>

21 RECONCILIATION OF OPERATING PROFIT/(LOSS) TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2010 £'000	2009 £'000
Operating profit/(loss)	443	(7)
Allocation of unitary charge to finance debtor less interest	(7,302)	(6,881)
Amortisation	-	37
Received from unitary charge less finance debtor interest	10,123	9,745
(Increase)/decrease in debtors	(36)	406
Increase in creditors	6	951
	<u>3,234</u>	<u>4,251</u>

22 RECONCILIATION OF MOVEMENT IN NET DEBT

	At 31 March 2009 £'000	Cash Flow £'000	Debt Amortisation costs £'000	At 31 March 2010 £'000
Cash at bank and in hand	8,615	476	-	9,091
Loans	(82,313)	3,514	(77)	(78,876)
	<u>(73,698)</u>	<u>3,990</u>	<u>(77)</u>	<u>(69,785)</u>

23 ULTIMATE PARENT UNDERTAKING

The company is a wholly owned subsidiary of ESP (Holdings) Limited, company number SC206929. The accounts of ESP (Holdings) Limited registered at Suite 1, Platinum House, 23 Eagle Street, Craighall Business Park, Glasgow, G4 9XA can be obtained from the Registrar of Companies.