

**Roehampton Hospital Holdings Limited**

**Directors' report and financial statements**

Registered number 4892439

Year ended 30 September 2012

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## Contents

Company information	1
Directors' report	2
Statement of directors' responsibilities in respect of the Directors' Report and the financial statements	5
Independent auditor report to the members of Rochampton Hospital Holdings Limited	6
Consolidated profit and loss account	8
Consolidated balance sheet	9
Company balance sheet	10
Consolidated cash flow statement	11
Reconciliation of movements in shareholders' funds	12
Notes to the financial statements	13

## **Company information**

### **Non-Executive Directors**

Sir ADT Chessells - Chairman (Resigned 31 March 2012)  
TD Anderson (resigned 31 July 2012)  
SA Carter (appointed 31 July 2012)  
R Christie (resigned 17 January 2012)  
KW Gillespie  
SL Jones  
AL Tennant  
GB Shields (appointed 17 January 2012)  
JNE Cowdell (appointed 7 March 2013)

### **Registered Office**

30 Warwick Street  
London  
W1B 5NH

### **Company Secretary**

Neil Springett  
30 Warwick Street  
London  
W1B 5NH

### **Registered Auditor**

KPMG Audit Plc  
St James' Square  
Manchester  
M2 6DS

### **Solicitors**

DLA Piper UK Ltd  
101 Barbirolli Square  
Manchester  
M2 3DL

### **Bankers**

Bank of Scotland  
11 Earl Grey Street  
Edinburgh  
EH3 9BN

## **Directors' report**

The directors present their annual report and the audited financial statements for the year ended 30 September 2012

### **Principal activities**

The company's principal activity is to act as a holding company for the investment in its subsidiary undertakings

The principal activities of the group are to design, construct and operate certain facilities and provide non-clinical services at Queen Mary's Hospital, Roehampton for a period of 30 years under a concession agreement with Wandsworth Primary Care Trust. The agreement to provide a new hospital, associated facilities management and hotel services and equipment services was signed on 6 May 2004. Construction of the hospital commenced on 22 September 2003 and was completed in February 2006.

### **Business review**

The results of the group for the year are set out in the consolidated profit and loss account on page 8

### **Development and performance of the business**

Full operational services are being provided and these are generally progressing well, with minimal performance deductions.

### **Principal risks and uncertainties**

Exposure to movements in interest rates and the retail prices index was hedged at financial close via a fixed interest rate swap and an RPI swap respectively. The senior debt facility was increased in 2008 to fund a variation in part of the hospital. This additional borrowing, which represents approximately 2% of total senior debt, is not hedged. Directors do not consider the additional exposure to be material.

Insurance cover for the year has been purchased within budgeted costs.

### **Key performance indicators**

The key indicators of performance revolve around the penalties which can be imposed for unavailability of hospital areas or for sub-standard delivery of operational services and debt service cover ratios. On both these measures, directors are satisfied that budget assumptions are being met.

### **Proposed dividend and transfer to reserves**

The group made a dividend payment in the year of £124,000 (2011: £nil).

The profit for the year retained in the group is £1,256,000 (2011: £1,039,000).

### **Directors**

The directors who held office during the year are set out on page 1.

The directors benefited from qualifying third party indemnity provisions in place during the financial year and at the date of this report.

### **Political and charitable contributions**

There were no donations of a political or charitable nature made during the year (2011: £nil).

## **Directors' report** *(continued)*

### **Financial instruments**

The group's principal financial instruments comprise of a term loan, mezzanine loan and unsecured loan stock. The main purpose of these financial instruments is to ensure that the profile of the debt service costs is tailored to match expected revenues arising from the Concession Agreement.

The group does not undertake financial instrument transactions which are speculative or unrelated to the group's trading activities. Board approval is tailored to match expected revenues arising from the Concession Agreement.

The main risks arising from the group's financial instruments are interest rate risk and liquidity risk.

#### *Interest rate risk*

The group has entered into a fixed interest rate swap to achieve a correlation between inflationary increases in revenue and finance charges on its floating rate term loan.

The term loan and mezzanine loan are exposed to interest rate risk. The unsecured loan stock is not exposed to interest rate risk.

### **Supplier payment policy**

It is group policy that payments to suppliers are made in accordance with agreed terms.

### **Corporate Governance**

The group is committed to high standards of corporate governance, as are appropriate for the longer term obligations to finance, construct and operate non-clinical services for the new Queen Mary's Hospital, Roehampton under the Private Finance Initiative programme.

The Board of Directors also act as the Board of Directors of the holding company. Corporate governance principles have been implemented within the framework established by agreement between the shareholding parties who have launched the company under a concession agreement with the Wandsworth Primary Care Trust. The Board has taken note of the UK Corporate Governance Code which applies to equity quoted plc's with certain reporting requirements, this company, not being an equity quoted plc, is not bound by the code's requirements but has voluntarily adopted those principles considered relevant.

This report is a narrative on the principles of corporate governance, as applied in this group. It does not provide a detailed statement to identify those provisions of the Code from which the group's governance differs.

#### **A The Board**

- 1 The Board meets quarterly and reviews operating performance against the financial model and detailed management budgets. This model incorporates all aspects of the strategic business plan and associated risks, all proposals for contract variations are vetted before approval against the model.  
  
The Board reserves its own decision on all contractual expenditure and associated funding, and has established the provision of management, Company secretary and accountancy services for the implementation of the project.
- 2 The Board comprises 6 non-executive directors nominated by each participating shareholder.
- 3 The Board receives quarterly information which encompasses all corporate, business, financial and relationship matters which are necessary and appropriate for the purposes of monitoring and progressing the complex contractual obligations for the hospital project.
- 4 Nominations for any changes to Board membership are subject to the shareholders' separate or collective decision.
- 5 For the particular interests of the shareholders in the continuity of the project, no directors retire by rotation.

## **Directors' report** *(continued)*

### **Corporate Governance** *(continued)*

#### **B Remuneration**

No directors received remuneration directly from the subsidiary companies. The remuneration for the services of the Non-Executive Directors is set out in note 4.

#### **C Dialogue with Institutions**

The Board maintains regular liaison with Bank of Scotland as senior lender to the group.

#### **D Financial Reporting**

- 1 The Board, after seeking appropriate external advice, decides upon accounting policies which are appropriate for the group and ensures that they are consistently applied.
- 2 The Board has instigated a rigorous process of internal control, under the discipline of contractual agreements, in order to safeguard the outcomes for the group in terms of operational performance, financial control, legal and regulatory compliance, provision for risk factors and longer-term relationships.
- 3 The Board has decided to undertake the role of an Audit Committee with all directors. The Audit Committee meets annually to review the Management Letter tabled by the Auditors.
- 4 The Board continues to satisfy itself that, given the contractual and long-term funding provisions, the group will continue to trade as a going concern.

#### **E Internal Controls**

- 1 The Board annually reviews the need for a formal internal audit function.
- 2 The Board maintains a sound system of internal control to safeguard shareholders' investments and the group's assets.

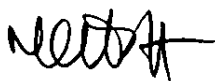
### **Disclosure of information to auditor**

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the group's auditor is unaware, and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the group's auditor is aware of that information.

#### **Auditor**

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG Audit Plc will therefore continue in the office.

By order of the board



**Neil Springett**  
*Secretary*

30 Warwick Street  
London  
W1B 5NH

Date 3rd April 2013

## **Statement of directors' responsibilities in respect of the Directors' Report and the financial statements**

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 they have elected to prepare the group and parent company financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

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 group and parent company and of their profit or loss for that period. In preparing each of the group and parent company 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 group and the parent company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the parent company's transactions and disclose with reasonable accuracy at any time the financial position of the parent company and enable them to ensure that its financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the group and to prevent and detect fraud and other irregularities



## KPMG Audit Plc

St James' Square  
Manchester  
M2 6DS  
United Kingdom

### **Independent auditor report to the members of Roehampton Hospital Holdings Limited**

We have audited the financial statements of Roehampton Hospital Holdings Limited for the year 30 September 2012 set out on pages 8 to 21. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 auditors' 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 set out on page 5, 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**

A description of the scope of an audit of financial statements is provided on the APB's web-site at [www.frc.org.uk/apb/scope/private.cfm](http://www.frc.org.uk/apb/scope/private.cfm).

#### **Opinion**

In our opinion the financial statements

- give a true and fair view of the state of the group's and parent company's affairs as at 30 September 2012 and of the group's profit for the year then ended,
- have been properly prepared in accordance with UK 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.



## **Independent auditor report to the members of Roehampton Hospital Holdings Limited** *(continued)*

### **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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us, or
- the parent company 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



**M Davies (Senior Statutory Auditor)**  
**for and on behalf of KPMG Audit Plc, Statutory Auditor**  
*Chartered Accountants*  
St James Square  
Manchester  
M2 6DS

3rd April 2013

**Consolidated profit and loss account**  
*for the year ended 30 September 2012*

	<i>Note</i>	<b>2012 £000</b>	<b>2011 £000</b>
<b>Turnover</b>	2	<b>10,977</b>	10,564
Net operating costs	3	<b>(8,593)</b>	(8,524)
<b>Operating profit</b>		<b>2,384</b>	2,040
Interest payable and similar charges	6	<b>(4,844)</b>	(4,769)
Other interest receivable and similar income	7	<b>4,135</b>	4,180
<b>Profit on ordinary activities before taxation</b>		<b>1,675</b>	1,451
Tax on profit on ordinary activities	8	<b>(419)</b>	(412)
<b>Profit for the year</b>	17	<b>1,256</b>	1,039

All amounts relate to continuing activities

The group has no recognised gains or losses other than the profit for the year reported above and therefore no separate statement of total recognised gains and losses has been presented

The notes on pages 13 to 21 form part of the financial statements

**Consolidated balance sheet**  
**at 30 September 2012**

	<i>Note</i>	<b>2012 £000</b>	<b>2011 £000</b>
<b>Current assets</b>			
Debtors – falling due within one year	11	17,804	16,116
Debtors – falling due after more than one year	11	61,506	62,906
Cash at bank and in hand	10	79,310	79,022
		7,280	6,487
		<b>86,590</b>	<b>85,509</b>
<b>Creditors: amounts falling due within one year</b>	12	<b>(6,302)</b>	<b>(5,684)</b>
<b>Net current assets</b>		<b>80,288</b>	<b>79,825</b>
<b>Creditors: amounts falling due after more than one year</b>	13	<b>(70,949)</b>	<b>(71,923)</b>
<b>Provisions for liabilities and charges</b>	15	<b>(4,668)</b>	<b>(4,363)</b>
<b>Net assets</b>		<b>4,671</b>	<b>3,539</b>
<b>Capital and reserves</b>			
Called up share capital	16	50	50
Profit and loss account	17	4,621	3,489
<b>Shareholders' funds</b>		<b>4,671</b>	<b>3,539</b>

These financial statements were approved by the board of directors on 3rd April 2013 and were signed on its behalf by



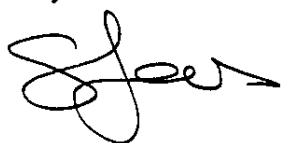
**Sion Jones**  
 Director

The notes on pages 13 to 21 form part of the financial statements

**Company balance sheet**  
*at 30 September 2012*

	<i>Note</i>	<b>2012</b> <b>£000</b>	<b>2011</b> <b>£000</b>
<b>Fixed assets</b>			
Investments	9	50	50
<b>Current assets</b>			
Debtors	10	3,275	3,628
<b>Net current assets</b>		<b>3,325</b>	<b>3,678</b>
<b>Creditors</b> , amounts falling due after more than one year	13	<b>(3,275)</b>	<b>(3,628)</b>
<b>Net assets</b>		<b>50</b>	<b>50</b>
<b>Capital and reserves</b>			
Called up share capital	16	50	50
Profit and loss account	17	-	-
<b>Shareholders' funds</b>		<b>50</b>	<b>50</b>

These financial statements were approved by the board of directors on 3rd April 2013 and were signed on its behalf by



**Sion Jones**  
*Director*

The notes on pages 13 to 21 form part of the financial statements

## Consolidated cash flow statement for the year ended 30 September 2012

### Reconciliation of operating profit to net cash flow from operating activities

	2012	2011
	£000	£000
Operating profit	2,384	2,040
Increase in debtors	(287)	(907)
Increase/(decrease) in creditors	720	(159)
Increase in provisions	355	444
<b>Net cash inflow from operating activities</b>	<b>3,172</b>	<b>1,418</b>

### Cash flow statement

<b>Cash inflow from operating activities</b>	<b>3,172</b>	<b>1,418</b>
<b>Returns on investments and servicing of finance</b>		
Interest received	4,061	3,997
Interest paid	(5,174)	(4,416)
<b>Taxation</b>	<b>(1,113)</b>	<b>(419)</b>
	<b>(487)</b>	<b>(392)</b>
<b>Cash inflow before financing</b>	<b>1,572</b>	<b>607</b>
<b>Financing</b>		
Repayment of loans	(655)	(638)
Dividends paid	(124)	-
<b>Increase/(decrease) in cash in the year</b>	<b>793</b>	<b>(31)</b>

### Reconciliation of net cash flow to movement in net debt

	<i>Note</i>	
<b>Increase/(decrease) in cash in the year</b>	<b>793</b>	<b>(31)</b>
Cash outflow from decrease in debt	655	638
<b>Change in net debt resulting from cash flows</b>	<b>1,448</b>	<b>607</b>
Amortisation of issue costs	74	75
Loan stock interest repaid/(capitalised)	353	(353)
<b>Net debt at the start of the year</b>	<b>(66,091)</b>	<b>(66,420)</b>
<b>Net debt at the end of the year</b>	<b>(64,216)</b>	<b>(66,091)</b>

19

**Reconciliation of movements in shareholders' funds**  
*for the year ended 30 September 2012*

	Group 2012 £000	Company 2012 £000	Group 2011 £000	Company 2011 £000
<b>Profit for the financial year</b>	<b>1,256</b>	<b>-</b>	<b>1,039</b>	<b>-</b>
<b>Net addition to shareholders' funds</b>	<b>1,256</b>	<b>-</b>	<b>1,039</b>	<b>-</b>
Opening shareholders' funds	3,539	50	2,500	50
Dividends paid	(124)	-	-	-
<b>Closing shareholders' funds</b>	<b>4,671</b>	<b>50</b>	<b>3 539</b>	<b>50</b>

## 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 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

Under s408 of the Companies Act 2006 the Company is exempt from the requirement to present its own profit and loss account

#### *Going concern*

The group currently has £71m of total debt. The group's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the group should be able to operate within the level of its current facilities

The group has long-term contracts with Wandsworth Primary Care Trust. As discussed further below, that entity will cease to exist at the end of March 2013, however the terms of those contracts are protected under the terms of the Deed of Safeguard. As a consequence, the directors believe that the group is well placed to manage its business risks successfully despite the current uncertain economic outlook

The Directors have been notified by Wandsworth Primary Care Trust that it is going to be terminated with effect from the end of March 2013. The PFI contract is going to be transferred from the PCT to NHS Property Services Limited (NHSPS), the new property management company set up by the Department of Health to manage the NHS Estate. The Trust and the Company have signed the Deed of Safeguard provided in Schedule 20 to the Project Agreement, the purpose of which is to ensure that the Company's position is no better and no worse as a result of any change in ownership on the Trust's part. The Deed of Safeguard was executed on 21 March 2013. As such we believe that the Company's risk profile will be unaffected by the transfer when it takes place

After making enquiries, the directors have a reasonable expectation that the company and the group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts

#### *Basis of consolidation*

The consolidated financial statements include the financial statements of the company and its subsidiary undertaking made up to 30 September 2012. The acquisition method of accounting has been adopted

#### *Turnover*

Turnover on construction activities represents the value of work done and services rendered, excluding sales and related taxes. Turnover on operational services represents the value of work performed in the year under the concession agreement, together with additional services provided to the trust

In the operational phase, the balance of unitary payments received, after accounting for the finance debtor interest and amortisation components (which together sum to a constant figure in each period, as in a lease) is accounted for as turnover. This figure is adjusted in each period to ensure that income recognised more accurately reflects the value of economic benefits provided to the public sector client in each period, and is necessary due to the inflationary nature of the unitary payments. As a consequence of this adjustment to turnover, which is generally positive in the first half of the concession and negative in the second half (and must net out over the whole concession), a unitary payment control account debtor is recorded on the balance sheet

#### *Amortisation of issue costs*

Issue costs are deducted against debt and amortised over the life of the instrument. This amortisation is charged to the profit and loss account when incurred

## **Notes (continued)**

### **1 Accounting policies (continued)**

#### ***Capitalisation of interest***

Loan interest incurred during the construction of the hospital is capitalised into the finance debtor

#### ***Stocks and work in progress / amounts recoverable under contracts***

Costs incurred in the construction of the hospital have been accounted for under Financial Reporting Standard ('FRS') 5 Application Note F. Applying the guidance within the Application Note indicates that the project's principal agreements transfer substantially all the risks and rewards of ownership to Wandsworth Primary Care Trust. As such, all construction costs incurred on the project, including interest on finance up to the date of commission and incidental costs, are recorded as construction work in progress during the construction phase of the project. Costs are recognised as cost of sales to the extent that they relate to the value of work done in respect of turnover recognised.

#### ***Taxation***

The charge for taxation is based on the results for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised, on a discounted basis, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

#### ***Life cycle costs***

Provisions are made in respect of life cycle maintenance to the extent that the group is obliged to undertake maintenance in future periods.

#### ***Cash at bank and in hand***

Cash, for the purpose of the cash flow statement, comprises cash in hand and deposits repayable on demand, less overdrafts payable on demand.

#### ***Interest bearing borrowings***

Immediately after issue, debt is stated at the fair value of the consideration received on the issue of the capital instrument after deduction of issue costs. The finance cost of the debt is allocated to periods over the term of the debt at a constant rate on the carrying amount.

#### ***Classification of financial instruments issued by the Group***

Following the adoption of FRS 25, financial instruments issued by the group are treated as equity (i.e. forming part of shareholders' funds) only to the extent that they meet the following two conditions:

- a) they include no contractual obligations upon the group to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the group, and
- b) where the instrument will or may be settled in the group's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the group's own equity instruments or is a derivative that will be settled by the group exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability.

Finance payments associated with financial liabilities are dealt with as part of interest payable and similar charges. Finance payments associated with financial instruments that are classified as part of shareholders' funds, are dealt with as appropriations in the reconciliation of movements in shareholders' funds.

#### ***Investments***

Investments held as fixed assets are stated at cost less amounts written off for impairment.



**Notes (continued)**

**2 Analysis of turnover and profit on ordinary activities before taxation**

	2012 Turnover £000	2012 Attributable pre-tax profit £000	2011 Turnover £000	2011 Attributable pre-tax profit £000
Services	10,977	1,675	10,564	1,451

The turnover and profit on ordinary activities before taxation arise entirely within the United Kingdom

**3 Net operating costs**

	2012 £000	2011 £000
Services	6,364	6,310
Building insurance	246	260
Other charges	536	586
Lifecycle maintenance charge	1,431	1,352
	<u>8,577</u>	<u>8,508</u>
<b>Auditors' remuneration</b>		
Audit of these financial statements	16	16
	<u>8,593</u>	<u>8,524</u>

**4 Remuneration of directors**

	2012 £000	2011 £000
Recharges in respect of directors' services	133	126

None of the directors received emoluments directly from the Group (2011 £nil). A payment is made for the services of the non-executive directors to their employer.

**5 Staff numbers and costs**

No staff are directly employed by the Group (2011 nil)

**6 Interest payable and similar charges**

	2012 £000	2011 £000
On amounts owed to group undertaking	371	353
On senior bank loans	3,992	4,019
On mezzanine bank loan	181	176
On RPI swap adjustment	300	221
	<u>4,844</u>	<u>4,769</u>

## Notes (continued)

### 7 Other interest receivable and similar income

	2012 £000	2011 £000
Bank interest receivable	159	130
Amortisation of issue costs	74	75
Finance interest receivable	3,902	3,975
	<u>4,135</u>	<u>4,180</u>

### 8 Taxation

#### Analysis of charge in year

	2012 £000	2011 £000
<i>UK corporation tax</i>		
Current tax on income for the year	(468)	(425)
	<u>(468)</u>	<u>(425)</u>
Deferred Taxation	49	13
	<u>(419)</u>	<u>(412)</u>

#### Factors affecting the tax charge for the year

The current tax charge for the year is higher (2011 higher) than the standard rate of corporation tax in the UK 25% (2011 27%). The differences are explained below

	2012 £000	2011 £000
<i>Current tax reconciliation</i>		
Profit on ordinary activities before tax	1,675	1,451
Current tax at 25% (2011 27%)	(419)	(392)
<i>Effects of</i>		
Capital allowances in excess of depreciation	(70)	(29)
Other timing differences	21	-
Adjustment in respect of prior years	-	(4)
	<u>(468)</u>	<u>(425)</u>
Total current tax charge (see above)	(468)	(425)

#### Factors affecting the future tax charge

The 2012 Autumn Statement on 5 December 2012 announced that the UK corporation tax rate will reduce to 21% by 2014. A reduction in the rate from 26% to 25% (effective from 1 April 2011) was substantively enacted on 5 July 2011, and further reductions to 24% (effective from 1 April 2012) and 23% (effective from 1 April 2013) were substantively enacted on 26 March 2012 and 3 July 2012 respectively.

## Notes (continued)

### 8 Taxation (continued)

#### Factors affecting the future tax charge (continued)

This will reduce the company's future current tax charge accordingly. The deferred tax liability at 30 September 2012 has been calculated based on the rate of 23% substantively enacted at the balance sheet date.

It has not yet been possible to quantify the full anticipated effect of the announced further 2% rate reduction, although this will further reduce the company's future current tax charge and reduce the company's deferred tax liability accordingly.

### 9 Investments

	Company 2012 £000	Company 2011 £000
Investment in subsidiary undertaking	50	50

Subsidiary undertaking	Country of Incorporation	Principal Activity	Class and percentage of shares held	Capital and reserves £000	Profit for year £000
Roehampton Hospital Ltd	England	Healthcare PFI services provider	100% A ordinary	4,671	1,256

### 10 Debtors

	Group 2012 £000	Company 2012 £000	Group 2011 £000	Company 2011 £000
Finance debtor	62,904	-	64,221	-
Amounts owed by subsidiary undertakings	-	3,275	-	3,628
Trade debtors	4,442	-	4,237	-
Prepayments and accrued income	11,951	-	10,394	-
Other debtors	13	-	170	-
	<u>79,310</u>	<u>3,275</u>	<u>79,022</u>	<u>3,628</u>

## Notes (continued)

### 11 Debtors: amounts falling due after more than one year

	Group 2012 £000	Company 2012 £000	Group 2011 £000	Company 2011 £000
Finance debtor	61,506	-	62,906	-
	Group 2012 £000	Company 2012 £000	Group 2011 £000	Company 2011 £000
Amounts due within				
1 year	17,804	-	16,116	-
1-2 years	1,486	-	1,398	-
2-5 years	5,044	-	4,745	-
Over 5 years	54,976	-	56,763	-
Less amount due within 1 year	79,310 (17,804)	-	79,022 (16,116)	-
	61,506	-	62,906	-

### 12 Creditors: amounts falling due within one year

	Group 2012 £000	Company 2012 £000	Group 2011 £000	Company 2011 £000
Trade creditors	1,113	-	838	-
Other tax and social security	309	-	131	-
Senior loans	481	-	595	-
Mezzanine loan	66	-	60	-
Corporation tax	202	-	220	-
Accruals and deferred income	4,131	-	3,840	-
	6,302	-	5,684	-

### 13 Creditors: amounts falling due after more than one year

	Group 2012 £000	Company 2012 £000	Group 2011 £000	Company 2011 £000
Senior loans	64,422	-	64,980	-
Mezzanine loan	3,252	-	3,315	-
Loan stock	3,275	3,275	3,628	3,628
	70,949	3,275	71,923	3,628

## Notes (continued)

### 14 Analysis of debt

	Group 2012 £000	Company 2012 £000	Group 2011 £000	Company 2011 £000
Debt can be analysed as falling due				
In one year or less, or on demand	546	-	655	-
Between one and two years	782	-	546	-
Between two and five years	5,085	-	4,075	-
In five years or more	64,065	-	66,210	-
	<u>70,478</u>	<u>-</u>	<u>71,486</u>	<u>-</u>
Plus issue costs	1,017	-	1,092	-
	<u>71,495</u>	<u>-</u>	<u>72,578</u>	<u>-</u>

Included within bank loans and overdrafts are un-amortised issue costs of £1,017,468 (2011 £1,091,636)

The subsidiary company has a 30 year term loan. The interest rate payable is LIBOR plus 0.9% in the operational phase. The company has entered into a swap transaction resulting in interest being charged on this loan at a rate of 5.375%. The loan is secured by a fixed and floating charge over the assets of the company.

The mezzanine facility carries an interest rate of LIBOR plus 4%.

The company has unsecured loan stock issued to the current shareholders. The interest rate chargeable on the loan notes is 10.5% per annum to 31 March 2018 and 11.5% thereafter. Interest is paid twice yearly. The proceeds of the loan note issue were reissued to the subsidiary company Roehampton Hospital Limited in the form of an unsecured loan. This loan requires repayment by 31 March 2033.

### 15 Provisions for liabilities and charges

Group	Life cycle provision £000	Deferred tax £000	Total £000
At beginning of year	4,233	130	4,363
Utilised during year	(1,077)	-	(1,077)
Charge to the profit and loss for the year	1,431	(49)	1,382
	<u>4,587</u>	<u>81</u>	<u>4,668</u>

#### Company

The company has no provisions for liabilities and charges.

## Notes (continued)

### 16 Called up share capital

	2012 £000	2011 £000
<i>Allotted, called up and fully paid</i>		
50,000 Ordinary shares of £1 each	50	50
	<u>50</u>	<u>50</u>

### 17 Reserves

	Group Profit and loss account £000	Company Profit and loss account £000
At beginning of year	3,489	-
Retained profit for the year	1,256	-
Dividends (Note 18)	(124)	-
	<u>4,621</u>	<u>-</u>
<b>At end of year</b>	<b>4,621</b>	<b>-</b>

### 18 Dividends

	2012 £000	2011 £000
Interim dividends paid	124	-
	<u>124</u>	<u>-</u>

### 19 Analysis of net debt

	At beginning of year £'000	Cash flow £'000	Other non cash Changes £'000	At end of year £'000
Cash in hand and at bank	6,487	793	-	7,280
Loans due within one year	(655)	108	-	(547)
Loans due after one year	(71,923)	900	74	(70,949)
	<u>(66,091)</u>	<u>1,801</u>	<u>74</u>	<u>(64,216)</u>

Other non-cash changes represent the amortisation of issue costs

## Notes (continued)

### 20 Related party disclosures

Expenditure with related parties	Relationship	Class of Transaction	2012 Expenditure £000	2012 Balance outstanding at year end Dr / (Cr) £000	2011 Expenditure £000	2011 Balance outstanding at year end Dr / (Cr) £000
Bank of Scotland	Holding company of Uberior Infrastructure Investments Limited, 25% shareholders of Roehampton Hospital Holdings Limited	Financing	4,517	(845)	4,422	(957)
Sodexo Limited	Sister company of Sodexo Investment Services Limited, 25% shareholders of Roehampton Hospital Holdings Limited	Services and financing	6,361	(1,760)	5,904	(1,548)
Equitix Healthcare Limited	50% shareholder of Roehampton Hospital Holdings Limited	Services and financing	44	(1, 677)	38	(1,860)

Finance has been provided by Bank of Scotland At the year end the amount owing to Bank of Scotland was £67,204,000 (2011 £67,858,000)

### 21 Controlling Parties

The company is jointly controlled by its shareholders under the shareholders agreement

	Shareholding
Equitix Healthcare Limited	50%
Uberior Infrastructure Investments Limited	25%
Sodexo Investment Services Limited	25%

In November 2010 Catalyst Lend Lease Holdings Limited sold its 50% shareholding to Equitix Healthcare Limited

### 22 Post Balance Sheet Events

The Directors have been notified by Wandsworth Primary Care Trust that it is going to be terminated with effect from the end of March 2013 The PFI contract is going to be transferred from the PCT to NHS Property Services Limited (NHSPS), the new property management company set up by the Department of Health to manage the NHS Estate The Trust and the Company have signed the Deed of Safeguard provided in Schedule 20 to the Project Agreement, the purpose of which is to ensure that the Company's position is no better and no worse as a result of any change in ownership on the Trust's part The Deed of Safeguard was executed on 21 March 2013 As such we believe that the Company's risk profile will be unaffected by the transfer when it takes place