

Registered number: 5072627

BBH - LSL (FUND CO TRANCHE 1) LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2017

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BBH - LSL (FUNDSCO TRANCHE 1) LIMITED

COMPANY INFORMATION

Directors	G Alltimes S Beaumont J Andrews P A Eyres D Boyd
Company secretary	Fulcrum Infrastructure Management Limited
Registered number	5072627
Registered office	105 Piccadilly London W1J 7NJ
Independent auditors	BDO LLP 55 Baker Street London W1U 7EU

BBH - LSL (FUND CO TRANCHE 1) LIMITED

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BBH - LSL (FUNDSCO TRANCHE 1) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2017

The directors present their report and the financial statements for the year ended 31 March 2017.

DIRECTORS' RESPONSIBILITIES STATEMENT

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 applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). Under company law the directors must not approve the financial statements unless 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 judgments and accounting 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;
- 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.

PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS

The Company carries on the business of developing and managing property projects and provides associated services for the NHS Local Improvement Finance Trust ("LIFT") programme in Lambeth, Southwark and Lewisham.

RESULTS AND DIVIDENDS PROPOSED

The profit for the year, after taxation, amounted to £589,882 (2016 - £561,040).

The directors who served during the year were:

G Alltimes
S Beaumont
J Andrews
P A Eyres
D Boyd (appointed 22 September 2016)

QUALIFYING THIRD PARTY INDEMNITY PROVISIONS

The directors of BBH-LSL (Fundco Tranche 1) Limited have qualifying third party indemnity provisions put in place through other companies of which they are also directors.

BBH - LSL (FUNDSCO TRANCHE 1) LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 MARCH 2017**

DISCLOSURE OF INFORMATION TO AUDITORS

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

AUDITORS

Under section 487(2) of the Companies Act 2006, BDO LLP, will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

In preparing this report, the directors have taken advantage of the small companies exemptions provided by the Companies Act 2006.

This report was approved by the board on 7 April 2017

and signed on its behalf.


S Beaumont
Director

BBH - LSL (FUNDSCO TRANCHE 1) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF BBH - LSL (FUNDSCO TRANCHE 1) LIMITED

We have audited the financial statements of BBH - LSL (FundCo Tranche 1) Limited for the year ended 31 March 2017, which comprises the Statement of Comprehensive Income, Statement of Financial Position, Statement of changes in Equity and the related notes. 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 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 AUDITORS

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 Financial Reporting Council's (FRC'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 Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 2017 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 properly prepared in accordance with the requirements of the Companies Act 2006.

OPINION ON OTHER MATTER PRESCRIBED BY THE COMPANIES ACT 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' report has been prepared in accordance with applicable legal requirements..

BBH - LSL (FUND CO TRANCHE 1) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF BBH - LSL (FUND CO TRANCHE 1) LIMITED

MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Directors' report.

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; or
- the directors were not entitled to prepare the financial statements and the Directors' report in accordance with the small companies' regime and to the exemption from the requirement to prepare a Strategic report.

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Paul Bailey (Senior statutory auditor)
for and on behalf of
BDO LLP
Statutory Auditor
55 Baker Street
London
W1U 7EU

BDO is a limited liability partnership registered in England and Wales (with registered number OC305127).

Date: 7 Aug 2017

BBH - LSL (FUND CO TRANCHE 1) LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2017**

	Note	2017 £	2016 £
Turnover	2	1,615,758	1,339,529
Cost of sales		(1,482,095)	(1,216,388)
Gross profit		<u>133,663</u>	<u>123,141</u>
Interest receivable and similar income	5	2,792,325	2,820,824
Interest payable and expenses	6	(2,251,318)	(2,313,536)
Profit before tax		<u>674,670</u>	<u>630,429</u>
Tax on profit	7	(84,788)	(69,389)
Profit for the financial year		<u>589,882</u>	<u>561,040</u>
Other comprehensive income for the year			
Change in fair value of hedge		(1,102,247)	71,463
Taxation in respect of items of other comprehensive income		63,283	(262,568)
Other comprehensive income for the year		<u>(1,038,964)</u>	<u>(191,105)</u>
Total comprehensive income for the year		<u>(449,082)</u>	<u>369,935</u>

All amounts relate to continuing activities.

The notes on pages 9 to 22 form part of these financial statements.

BBH - LSL (FUND CO TRANCHE 1) LIMITED
REGISTERED NUMBER: 5072627

STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2017

	Note	2017 £	2016 £
Fixed assets			
Financial asset	8	40,045,376	40,266,397
		<u>40,045,376</u>	<u>40,266,397</u>
Current assets			
Debtors	10	1,378,240	1,368,945
Cash at bank and in hand	11	2,786,463	2,902,187
		<u>4,164,703</u>	<u>4,271,132</u>
Creditors: amounts falling due within one year	12	(1,280,191)	(745,483)
Net current assets		<u>2,884,512</u>	<u>3,525,649</u>
Total assets less current liabilities		<u>42,929,888</u>	<u>43,792,046</u>
Creditors: amounts falling due after more than one year	13	(49,450,077)	(49,141,477)
Net liabilities		<u>(6,520,189)</u>	<u>(5,349,431)</u>
Capital and reserves			
Called up share capital	17	50,010	50,010
Other reserves		(11,218,295)	(10,179,331)
Profit and loss account		4,648,096	4,779,890
		<u>(6,520,189)</u>	<u>(5,349,431)</u>

The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 7 August 2017



S Beaumont
Director

The notes on pages 9 to 22 form part of these financial statements.

BBH - LSL (FUNDSCO TRANCHE 1) LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2017**

	Called up share capital £	Cashflow hedge reserve £	Profit and loss account £	Total equity £
At 1 April 2016	50,010	(10,179,331)	4,779,890	(5,349,431)
Comprehensive income for the year				
Profit for the year	-	-	589,882	589,882
Change in fair value of hedge	-	(1,102,247)	-	(1,102,247)
Taxation in respect of items of other comprehensive income	-	63,283	-	63,283
Other comprehensive income for the year	-	(1,038,964)	-	(1,038,964)
Total comprehensive income for the year	-	(1,038,964)	589,882	(449,082)
Dividends: Equity capital	-	-	(721,676)	(721,676)
At 31 March 2017	<u>50,010</u>	<u>(11,218,295)</u>	<u>4,648,096</u>	<u>(6,520,189)</u>

BBH - LSL (FUNDÇO TRANCHE 1) LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2016**

	Called up share capital	Cashflow hedge reserve	Profit and loss account	Total equity
	£	£	£	£
At 1 April 2015	50,010	(9,988,226)	4,218,850	(5,719,366)
Comprehensive income for the year				
Profit for the year	-	-	561,040	561,040
Change in fair value of hedge	-	71,463	-	71,463
Taxation in respect of items of other comprehensive income	-	(262,568)	-	(262,568)
Other comprehensive income for the year	-	(191,105)	-	(191,105)
Total comprehensive income for the year	-	(191,105)	561,040	369,935
At 31 March 2016	<u>50,010</u>	<u>(10,179,331)</u>	<u>4,779,890</u>	<u>(5,349,431)</u>

The notes on pages 9 to 22 form part of these financial statements.

BBH - LSL (FUND CO TRANCHE 1) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2017**

1. ACCOUNTING POLICIES

1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

The financial statements have been prepared under the historical costs convention except for the revaluation of certain financial instruments and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and Companies Act 2006.

The financial statements are presented in pounds sterling which is the Company's functional currency and rounded to the nearest pound. The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies. Details of these are given in note 1.9.

The following principal accounting policies have been applied:

1.2 GOING CONCERN

The projects being undertaken by the Company are secured under long term finance and the directors are satisfied that the Company will continue to operate within the agreed facilities and have therefore prepared the financial statements on a going concern basis.

1.3 COMPANY DISCLOSURE EXEMPTIONS

In preparing the financial statements of the Company, advantage has been taken of the following disclosure exemption available in FRS 102, as a result of the ultimate parent company, Building Better Health - Lambeth Southwark Lewisham Limited, preparing consolidated financial statements including the Company:

- No cash flow statement has been presented for the Company.
- Disclosures in respect of the Company's financial instruments have not been presented as equivalent disclosures have been provided in the consolidated accounts.

BBH - LSL (FUND CO TRANCHE 1) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

1. ACCOUNTING POLICIES (CONTINUED)

1.4 TURNOVER

a) Public to private concession arrangements

A substantial portion of the Company's assets are used within the framework of concession contracts granted by public sector customers ('grantors'). Under these contracts, the Company constructs primary care centres that are leased to the NHS on a 25 year lease.

To fall within the scope of section 34 of FRS 102, a contract must satisfy the following two criteria:

- The grantor controls or regulates what service the operator must provide using the infrastructure, to whom, and at what price; and
- The grantor controls, through ownership, beneficial entitlement or otherwise, any significant residual interest in the infrastructure at the end of the term of the arrangement.

Pursuant to section 34 of FRS 102, such infrastructure is not recognised in assets of the operator as property, plant, and equipment but as financial assets ("financial asset model").

b) Financial asset model

The financial asset model applies when the operator has an unconditional right to receive cash or another financial asset from the grantor.

In the case of concession services, the operator has an unconditional right if the grantor contractually guarantees the payment of:

- The amounts specified or determined in the contract, or
- The shortfall, if any, between amounts received from users of the public service and amounts specified or determined in the contract.

Financial assets resulting from the application of section 34 of FRS 102 are recorded in the Statement of Financial Position under the heading financial asset and measured at amortised cost.

Pursuant to section 23 of FRS 102, revenue associated with this financial model comprises of revenue determined on a completion basis in the case of the construction of operating financial asset and service remuneration.

(c) Other turnover items

Other turnover items comprise 'Property management and related services', 'Rental income' and 'Other income'. Property management and related services income relates to SPV maintenance and facilities management income and ad hoc property related services income. Construction revenue relates to construction and lifecycle maintenance income. The former relates to work performed by the Company under concession arrangements to maintain and repair the primary care centres that it operates. Consideration received in respect of property management and related services income is only recorded as turnover to the extent that the Company has performed its contractual obligations in respect of that consideration, and turnover attributable to costs in future periods is deferred. Rental income from operating leases is recognised in turnover on a straight-line basis over the lease term.

BBH - LSL (FUND CO TRANCHE 1) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2017**

1. ACCOUNTING POLICIES (CONTINUED)

1.5 CURRENT AND DEFERRED TAXATION

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred balances are recognised in respect of all timing differences that have originated but not reversed by the reporting date, except:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date. Deferred tax balances are not discounted.

1.6 DERIVATIVE FINANCIAL INSTRUMENTS

The Company enters into derivative financial instruments to manage its exposure to interest rate and inflation rate risk. Derivatives are initially recognised at fair value at the date a derivative contract is entered into and are subsequently remeasured to their fair value at each reporting date. The resulting gain or loss is recognised in profit or loss immediately unless the derivative is designated and effective as a hedging instrument, in which event the timing of the recognition in profit or loss depends on the nature of the hedge relationship. A derivative with a positive fair value is recognised as a financial asset whereas a derivative with a negative fair value is recognised as a financial liability. A derivative is presented as a non current asset or a non current liability if the remaining maturity of the instrument is more than 12 months and it is not expected to be realised or settled within 12 months. Other derivatives are presented as current assets or current liabilities.

BBH - LSL (FUND CO TRANCHE 1) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

1. ACCOUNTING POLICIES (CONTINUED)

1.7 HEDGE ACCOUNTING

The Company has entered into variable to fixed rate interest and inflation rate swaps to manage its exposure to interest rate cash flow risk on its variable rate debt and inflation rate cash flow risk on its ability to service its variable rate debt. These derivatives are measured at fair value at each reporting date. To the extent the hedge is effective, movements in fair value are recognised in other comprehensive income and presented in a separate cash flow hedge reserve. Any ineffective portions of those movements are recognised in profit or loss for the period.

Amounts previously recognised in other comprehensive income and accumulated in equity are reclassified to profit or loss in the periods when the hedged item is recognised in profit or loss, in the same line of the profit or loss as the recognised hedged item. However, when the forecast transaction that is hedged results in the recognition of a non-financial asset or non-financial liability, the gains and losses previously accumulated in these derivatives are measured at fair value at each reporting date. To the extent the hedge is effective, movements in fair value are recognised in other comprehensive income and presented in a separate cash flow hedge reserve. Any ineffective portions of those movements are recognised in profit or loss for the period. Amounts are transferred from equity and included in the initial measurement of the cost of the non-financial asset or non-financial liability. Hedge accounting is discontinued when the Company revokes the hedging relationship, the hedging instrument expires or is sold, terminated, exercised, or no longer qualifies for hedge accounting. Any gain or loss recognised in other comprehensive income at that time is accumulated in equity and is recognised when the forecast transaction is ultimately recognised in profit or loss. When a forecast transaction is no longer expected to occur, the gain or loss accumulated in equity is recognised immediately in profit or loss.

1.8 BANK BORROWINGS

Project specific interest costs incurred in the performance of the service concession contract, including net amounts payable on interest rate swaps, are expensed using the effective interest rate method. The effective interest method is a method of calculating the amortised costs of a debt instrument and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or where appropriate, a shorter period, to the net carrying amount on initial recognition. Arrangement fees are netted off against the carrying value of the loan facility and charged to the profit or loss over the term of the debt.

BBH - LSL (FUNDCO TRANCHE 1) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2017**

1. ACCOUNTING POLICIES (CONTINUED)

JUDGEMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION

1.9 UNCERTAINTY

a) Key sources of estimation uncertainty

In preparing these financial statements, the directors have made the following estimates:

i) Service margin rates

A margin of risk was applied to the costs incurred in calculating the value of the financial asset. The margins are determined by the level of risk incurred by the company. It is the policy of the directors that the service margin is reviewed and adjusted for any fundamental changes in the contractual arrangements to generate a new margin rate which is applied to the following year. This treatment is applied to the following costs which has been agreed in the market as the standard percentages for both the current and prior year:

- Construction costs - 1%
- Operating costs - 8%
- Lifecycle costs - 5%

ii) Financial asset interest rate

The calculation of the financial asset interest rate is back-solved on 1 April every year by applying the expected cashflows, reducing the financial asset to zero by the end of the concession period.

iii) Financial asset

The calculation of the amortised cost of the financial asset requires an estimate of the financial value of the property at the end of the lease term. This estimate has been based on the residual value allocated to the contract in the financial models, which form the basis for the calculation of rent to the lessees.

b) Critical Judgements

Concession arrangements - The concession arrangements undertaken by the company are considered to fall within the scope of section 34 of FRS 102 "Service Concession Arrangements" as described in the Turnover note. This judgement has been based on a consideration of the nature and terms of the agreements and, in all contracts, the existence of an option for the grantor to purchase the property at the end of the concession.

1.10 DIVIDENDS

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable.

BBH - LSL (FUNDSCO TRANCHE 1) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2017**

2. TURNOVER

Turnover comprises of Contract Revenues according to FRS 102, Section 34 recognised by the Company during the financial year.

	2017 £	2016 £
Pass through income	268,350	271,893
Contract revenue	1,347,408	1,067,636
Total turnover	1,615,758	1,339,529

All turnover arose within the United Kingdom.

3. AUDITORS' REMUNERATION

Audit fees are borne by Building Better Health - Lambeth Southwark Lewisham Limited Limited, a group company.

4. EMPLOYEES

The Company has no employees other than the directors, who did not receive any remuneration (2016 - £NIL).

5. INTEREST RECEIVABLE

	2017 £	2016 £
Bank interest receivable	8,657	9,606
Financial asset interest	2,783,668	2,811,218
	2,792,325	2,820,824

6. INTEREST PAYABLE

	2017 £	2016 £
On bank loans and overdrafts	1,855,285	1,913,251
On loans from group undertakings	396,033	400,285
	2,251,318	2,313,536

BBH - LSL (FUND CO TRANCHE 1) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2017**

7. TAXATION

	2017 £	2016 £
TOTAL CURRENT TAX	-	-
DEFERRED TAX		
Origination and reversal of timing differences	1,393	(90,504)
Effect of decreased tax rate on opening liability	13,444	16,764
Adjustment in respect of prior periods	69,951	143,129
TOTAL DEFERRED TAX	84,788	69,389
TAXATION ON PROFIT ON ORDINARY ACTIVITIES	84,788	69,389

FACTORS AFFECTING TAX CHARGE FOR THE YEAR

The tax assessed for the year is lower than (2016 - lower than) the standard rate of corporation tax in the UK of 20% (2016 - 20%). The differences are explained below:

	2017 £	2016 £
Profit on ordinary activities before tax	674,670	630,429
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2016 - 20%)	134,935	126,086
EFFECTS OF:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	(429)	5,993
Capital allowances for year	(58,988)	(71,937)
Utilisation of tax losses	9,270	9,247
TOTAL TAX CHARGE FOR THE YEAR	84,788	69,389

The aggregate current and deferred tax relating to items recognised in other comprehensive income is a credit of £ 63,283 (2016 : charge of £ (262,568)). The entire amounts in both years comprised taxation in respect of the charge in fair value of the hedge.

Factors that may affect future tax charges

BBH - LSL (FUND CO TRANCHE 1) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2017**

7. TAXATION (CONTINUED)

A reduction in the rate from 20% to 19% (effective 1 April 2017) was enacted on 26 October 2015. A further reduction to 17% (effective 1 April 2020) was enacted on 15 September 2016. This will reduce the Company's tax charge accordingly.

BBH - LSL (FUND CO TRANCHE 1) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2017**

8. FINANCIAL ASSETS

	2017 £	2016 £
Service concession financial asset		
As at the start of the year (1 April)	40,266,397	40,693,092
Cash received	(3,004,689)	(3,237,913)
Other interest receivable	2,783,668	2,811,218
	<u>40,045,376</u>	<u>40,266,397</u>

9. DIVIDENDS

	2017 £	2016 £
ORDINARY		
Dividends paid - £14.43 per share	721,676	-
	<u>721,676</u>	<u>-</u>

10. DEBTORS

	2017 £	2016 £
Due after more than one year		
Deferred tax asset (See Note 16)	1,322,943	1,344,448
	<u>1,322,943</u>	<u>1,344,448</u>
Due within one year		
Trade debtors	49,412	21,587
Prepayments and accrued income	5,885	2,910
	<u>1,378,240</u>	<u>1,368,945</u>

11. CASH AND CASH EQUIVALENTS

	2017 £	2016 £
Cash at bank and in hand	2,786,463	2,902,187
	<u>2,786,463</u>	<u>2,902,187</u>

BBH - LSL (FUND CO TRANCHE 1) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2017**

12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2017 £	2016 £
Bank loans (Note 14)	775,148	243,739
VAT creditor	174,695	174,225
Accruals and deferred income	330,348	327,519
	<u>1,280,191</u>	<u>745,483</u>

13. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2017 £	2016 £
Bank loans (Note 14)	32,617,721	33,392,874
Other loans (Note 14)	3,549,368	3,583,401
Loan arrangement fees	(233,078)	(248,617)
Interest rate and inflation swaps - cashflow hedges	13,516,066	12,413,819
	<u>49,450,077</u>	<u>49,141,477</u>

BBH - LSL (FUND CO TRANCHE 1) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2017**

14. LOANS

Analysis of the maturity of loans is given below:

	2017 £	2016 £
Amounts falling due within one year		
Bank loans	775,148	243,739
	<u>775,148</u>	<u>243,739</u>
Amounts falling due 1-2 years		
Bank loans	868,808	775,148
	<u>868,808</u>	<u>775,148</u>
Amounts falling due 2-5 years		
Bank loans	3,209,639	3,099,254
	<u>3,209,639</u>	<u>3,099,254</u>
Amounts falling due after more than 5 years		
Bank loans	28,539,274	29,518,472
Amounts owed to group undertakings	3,549,368	3,583,401
	<u>32,088,642</u>	<u>33,101,873</u>

Creditors include amounts not wholly repayable within 5 years as follows:

	2017 £	2016 £
Repayable by instalments	28,539,274	29,518,472
Repayable other than by instalments	3,549,368	3,583,401
	<u>(32,088,642)</u>	<u>(33,101,873)</u>

The bank loans bear interest at LIBOR plus a margin, and are secured by various fixed and floating charges over the Company's assets. Bank loans are repayable by instalments, with the final instalment due on 11 May 2033.

Loans from group entities bear interest at a fixed rate of 11.14% p.a. payable every six months. No principal is due to be repaid within the next 12 months. The loans will be repaid on 11 May 2033.

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15. FINANCIAL INSTRUMENTS

Hedge of variable interest rate risk arising from bank loan liabilities

To hedge the potential volatility in future interest cash flows arising from movements in LIBOR, the Company has entered into floating to fixed interest rate swaps with a nominal value equal to the initial borrowings, the same term as the loans and interest re-pricing dates identical to those of the variable rate loans. These result in the Company paying 4.61% and 4.53% and receiving LIBOR (through cash flows settled on a net basis) and effectively fix the total interest costs on loans and interest rates swaps at 4.61% and 4.53% per annum.

The derivatives are accounted for a hedge of variable rate interest rate risks, in accordance with FRS 102 and had a fair value of £ (11,234,098) (2016 : £ (11,133,158)) at the reporting date. The cash flow arising from the interest rate swaps will continue until their maturity in 30 September 2031 and 11 May 2033, coincidental with the repayment of the term loans. The change in fair value in the period was a movement of £ (100,940) (2016 - movement of £(405,070)) with the entire charge being recognised in other comprehensive income as the swaps were 100% effective hedges.

In 2005 the Company entered into three LPA agreements having fixed contractual terms which caused their turnover to increase with RPI on a yearly basis.

To hedge the potential volatility in future interest cash flows arising from movements in RPI, the Company has entered into RPI swaps with a nominal value below that of the LPA contract but having the same term as the agreements and RPI re-pricing dates identical to those of the LPA contract. These result in the company effectively fixing the inflation on a determined portion of the LPA contract.

The derivatives are accounted for as a hedge of variable rate RPI rate risks, in accordance with FRS 102 and had a fair value of £ (2,281,968) (2016: £ (1,280,661)) at the reporting date. The cash flow arising from the RPI rate swaps will continue until their maturity in 11 May 2033, coincidental with the LPA contractual terms. The change in fair value in the period was a movement of £ (1,001,307) (2016 - movement of £ 476,533) with the entire charge being recognised in other comprehensive income as the swaps were 100% effective hedges.

15.1 Financial instruments by category

The information set out below provides information about how the Company determines fair values of various financial assets and financial liabilities. The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

Level 1 - fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The fair value measurements of the swap financial arrangements are considered a level 3 by the directors.

The Company considers that the fair value of cash and cash equivalents, loans, trade and other receivables, and trade and other payables are not materially different to their carrying value.

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The fair value of the service concession financial asset reflects the carrying amount for the period ended 31 March 2017. The carrying amount of the service concession financial asset for the period comprises construction revenue, service revenue and interest offset by the unitary charge received since incorporation up to the reporting date.

16. DEFERRED TAXATION

	2017 £	2016 £
At 1 April 2016	1,344,448	1,676,405
Credited / (Charged) to Profit and loss	(84,788)	(69,389)
Credited / (Charged) to other comprehensive income	63,283	(262,568)
	<u>1,322,943</u>	<u>1,344,448</u>

The deferred tax asset is made up as follows:

	2017 £	2016 £
Accelerated capital allowances	(1,642,517)	(1,695,529)
Tax losses carried forward	1,762,475	1,970,224
Fair value of derivative Financial Instrument	2,297,771	2,234,488
Deferred tax associated with the service concession financial asset	(1,094,786)	(1,164,735)
	<u>1,322,943</u>	<u>1,344,448</u>

17. SHARE CAPITAL

	2017 £	2016 £
Allotted, called up and fully paid		
50,010 Ordinary shares of £1 each	<u>50,010</u>	<u>50,010</u>

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**NOTES TO THE FINANCIAL STATEMENTS
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18. RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption provided in FRS 102 not to disclose transactions with companies within the group of which it is a member, where these transactions occur between entities which are 100% owned members of that group.

	Income / (expense) 2017	Income / (expense) 2016	Debtor / (creditor) as at 31 March 2017	Debtor / (creditor) as at 31 March 2016
Financial asset income				
Community Health Partnerships Limited, a shareholder in Building Better Health Lambeth Southwark Lewisham Limited	4,428,615	4,099,867	33,889	25,445
Bad debts provided for and provision at year end	-	-	-	-
Community Health Partnerships Limited, a shareholder in Building Better Health Lambeth Southwark Lewisham Limited	289	289	(1,855)	(1,855)

19. ULTIMATE PARENT UNDERTAKING

The Company is a 100% subsidiary of BBH-LSL (FundCo HoldCo Tranche 1) Limited, a company incorporated in England and Wales.

The parent company of BBH-LSL (FundCo HoldCo Tranche 1) Limited is Building Better Health - Lambeth Southwark Lewisham Limited, a company incorporated in England and Wales, which is the smallest and largest consolidated set of financial statements in which the Company is included.

The Company is ultimately 60% owned by Meridiam Infrastructure Finance s.a.r.l., a company based in Luxembourg. However as a result of the shareholders' agreement of Building Better Health - Lambeth Southwark Lewisham Limited there is no effective control by any individual shareholder.