
BBH - LSL (FUND CO TRANCHE 1) LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2019

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BBH - LSL (FUND CO TRANCHE 1) LIMITED

COMPANY INFORMATION

DIRECTORS

G Alltimes
S Beaumont
P Eyres
J Andrews
O Hannan

COMPANY SECRETARY

Fulcrum Infrastructure Management Limited

REGISTERED NUMBER

05072627

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 (FUND CO TRANCHE 1) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2019

The directors present their report and the financial statements for the year ended 31 March 2019.

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 judgements 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; 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.

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

The profit for the year, after taxation, amounted to £535,889 (2018 - £740,730).

Dividends of £269,783 (2018: £Nil) were paid during the year.

DIRECTORS

The directors who served during the year and up to the date of signature of the financial statements were:

G Alltimes
S Beaumont
P Eyres
J Andrews (appointed 6 June 2018)
T Dobrashian (resigned 6 June 2018)
D Boyd (resigned 5 June 2018)
J Whitehead (appointed 5 June 2018, resigned 30 November 2018)
O Hannan (appointed 1 May 2019)

BBH - LSL (FUND CO TRANCHE 1) LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 MARCH 2019**

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.

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 30 July 2019 and signed on its behalf.



S Beaumont
Director

BBH - LSL (FUNDSCO TRANCHE 1) LIMITED

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

OPINION

We have audited the financial statements of BBH - LSL (FundCo Tranche 1) Limited ("the Company") for the year ended 31 March 2019 which comprise the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2019 and of its result 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.

BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

CONCLUSIONS RELATING TO GOING CONCERN

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

BBH - LSL (FUND CO TRANCHE 1) LIMITED

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

OTHER INFORMATION

The Directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

OPINIONS ON OTHER MATTERS 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.

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 Director's report.

We have nothing to report in respect of the following matters in relation to which 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 in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' report and from the requirement to prepare a Strategic report.

BBH - LSL (FUND CO TRANCHE 1) LIMITED

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

RESPONSIBILITIES OF DIRECTORS

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, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located at the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

USE OF OUR REPORT

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.



Alexander Tapp (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
London
30 July 2019

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

BBH - LSL (FUND CO TRANCHE 1) LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2019**

	Note	2019 £	2018 £
Turnover	2	1,805,321	2,488,215
Cost of sales		(1,581,753)	(2,282,852)
Gross profit		<u>223,568</u>	<u>205,363</u>
Interest receivable and similar income	5	2,755,130	2,833,672
Interest payable and expenses	6	(2,232,180)	(2,213,516)
Profit before tax		<u>746,518</u>	<u>825,519</u>
Tax on profit	7	(210,629)	(84,789)
Profit for the financial year		<u><u>535,889</u></u>	<u><u>740,730</u></u>
Other comprehensive income for the year			
Change in fair value of hedge		(147,007)	2,099,079
Taxation in respect of items of other comprehensive income		(133,240)	(198,652)
Other comprehensive income for the year		<u>(280,247)</u>	<u>1,900,427</u>
Total comprehensive income for the year		<u><u>255,642</u></u>	<u><u>2,641,157</u></u>

All amounts relate to continuing activities.

The notes on pages 10 to 23 form part of these financial statements.

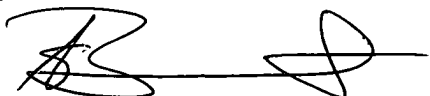
BBH - LSL (FUND CO TRANCHE 1) LIMITED
REGISTERED NUMBER: 05072627

STATEMENT OF FINANCIAL POSITION
AS AT 31 MARCH 2019

	Note	2019 £	2018 £
Fixed assets			
Financial asset	8	40,138,871	40,595,519
		<u>40,138,871</u>	<u>40,595,519</u>
Current assets			
Debtors	10	721,957	1,157,514
Cash at bank and in hand	11	3,484,968	3,112,825
		<u>4,206,925</u>	<u>4,270,339</u>
Creditors: amounts falling due within one year	12	(1,620,844)	(1,310,060)
Net current assets		<u>2,586,081</u>	<u>2,960,279</u>
Total assets less current liabilities		<u>42,724,952</u>	<u>43,555,798</u>
Creditors: amounts falling due after more than one year	13	(45,554,909)	(46,476,614)
Net liabilities		<u>(2,829,957)</u>	<u>(2,920,816)</u>
Capital and reserves			
Called up share capital	17	60,000	60,000
Share premium account		1,053,226	948,226
Other reserves		(9,598,115)	(9,317,868)
Profit and loss account		5,654,932	5,388,826
		<u>(2,829,957)</u>	<u>(2,920,816)</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 30 July 2019.



S Beaumont
Director

The notes on pages 10 to 23 form part of these financial statements.

BBH - LSL (FUND CO TRANCHE 1) LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2019**

	Called up share capital	Share premium account	Cashflow hedge reserve	Profit and loss account	Total equity
	£	£	£	£	£
At 1 April 2018	60,000	948,226	(9,317,868)	5,388,826	(2,920,816)
Comprehensive income for the year					
Profit for the year	-	-	-	535,889	535,889
Change in fair value of hedge	-	-	(147,007)	-	(147,007)
Taxation in respect of items of other comprehensive income	-	-	(133,240)	-	(133,240)
Total comprehensive income for the year	-	-	(280,247)	535,889	255,642
Dividends: Equity capital	-	-	-	(269,783)	(269,783)
Shares premium added during the year	-	105,000	-	-	105,000
Total transactions with owners	-	105,000	-	(269,783)	(164,783)
At 31 March 2019	60,000	1,053,226	(9,598,115)	5,654,932	(2,829,957)

BBH - LSL (FUND CO TRANCHE 1) LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2018**

	Called up share capital	Share premium account	Cashflow hedge reserve	Profit and loss account	Total equity
	£	£	£	£	£
At 1 April 2017	50,010	-	(11,218,295)	4,648,096	(6,520,189)
Comprehensive income for the year					
Profit for the year	-	-	-	740,730	740,730
Change in fair value of hedge	-	-	2,099,079	-	2,099,079
Taxation in respect of items of other comprehensive income	-	-	(198,652)	-	(198,652)
Other comprehensive income for the year	-	-	1,900,427	-	1,900,427
Total comprehensive income for the year	-	-	1,900,427	740,730	2,641,157
Shares issued during the year	9,990	948,226	-	-	958,216
Total transactions with owners	9,990	948,226	-	-	958,216
At 31 March 2018	60,000	948,226	(9,317,868)	5,388,826	(2,920,816)

The notes on pages 10 to 23 form part of these financial statements.

BBH - LSL (FUND CO TRANCHE 1) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

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 company being a small entity:

- No cash flow statement has been presented for the Company.

BBH - LSL (FUND CO TRANCHE 1) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

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 2019**

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 2019

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 2019

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% (2018: 1%)
- Operating costs - 8% (2018: 8%)
- Lifecycle costs - 8% (2018: 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 (FUND CO TRANCHE 1) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019**

2. TURNOVER

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

	2019 £	2018 £
Pass through income	347,197	272,488
Contract revenue	1,458,124	2,215,727
Total turnover	1,805,321	2,488,215

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 (2018 - £NIL).

5. INTEREST RECEIVABLE

	2019 £	2018 £
Bank interest receivable	18,561	8,281
Financial asset interest	2,736,569	2,825,391
	2,755,130	2,833,672

6. INTEREST PAYABLE

	2019 £	2018 £
On bank loans and overdrafts	1,840,151	1,818,894
On loans from group undertakings	392,029	394,622
	2,232,180	2,213,516

BBH - LSL (FUND CO TRANCHE 1) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019**

7. TAXATION

	2019 £	2018 £
Analysis of tax charge in the year		
TOTAL CURRENT TAX	-	-
DEFERRED TAX		
Origination and reversal of timing differences	198,154	86,589
Effect of decreased tax rate on opening liability	-	13,229
Adjustment in respect of prior periods	12,475	(15,029)
TOTAL DEFERRED TAX	210,629	84,789
TAXATION ON PROFIT ON ORDINARY ACTIVITIES	210,629	84,789

FACTORS AFFECTING TAX CHARGE FOR THE YEAR

The tax assessed for the year is lower than (2018 - lower than) the standard rate of corporation tax in the UK of 19% (2018 - 19%). The differences are explained below:

	2019 £	2018 £
Profit on ordinary activities before tax	746,518	825,519
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2018 - 19%)	141,838	156,849
EFFECTS OF:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	(174)	(998)
Capital allowances for year	(37,680)	(45,952)
Utilisation of tax losses	106,645	(25,110)
TOTAL TAX CHARGE FOR THE YEAR	210,629	84,789

The aggregate current and deferred tax relating to items recognised in other comprehensive income is a credit of £2,246,086 (2018: charge of £198,652). The entire amounts in both years comprised taxation in respect of the charge in fair value of the hedge.

BBH - LSL (FUND CO TRANCHE 1) LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2019**

7. TAXATION (CONTINUED)**Factors that may affect future tax charges**

A reduction in the rate to 17% (effective 1 April 2020) was enacted on 15 September 2016. This will reduce the Company's tax charge accordingly.

8. FINANCIAL ASSET

	2019 £	2018 £
Service concession financial asset		
As at the start of the year (1 April)	40,595,519	40,045,376
Cash received	(3,193,217)	(2,275,248)
Other interest receivable	2,736,569	2,825,391
As at 31 March	40,138,871	40,595,519

9. DIVIDENDS

	2019 £	2018 £
ORDINARY		
Dividends paid £4.50 per share (2018 - £Nil per share)	269,783	-
	269,783	-

10. DEBTORS

	2019 £	2018 £
Due after more than one year		
Deferred tax asset (see note 16)	695,633	1,039,502
	695,633	1,039,502
Due within one year		
Trade debtors	20,823	114,256
Prepayments and accrued income	5,501	3,756
	721,957	1,157,514

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11. CASH AND CASH EQUIVALENTS

	2019 £	2018 £
Cash at bank and in hand	3,484,968	3,112,825
	<u>3,484,968</u>	<u>3,112,825</u>

12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2019 £	2018 £
Bank loans (see note 14)	1,059,250	868,808
Amounts owed to group undertakings	49,486	-
VAT creditor	185,669	187,559
Accruals and deferred income	326,439	253,693
	<u>1,620,844</u>	<u>1,310,060</u>

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

	2019 £	2018 £
Bank loans (see note 14)	30,689,525	31,748,869
Amounts owed to group undertakings (see note 14)	3,503,391	3,528,298
Loan arrangement fees	(202,001)	(217,540)
Interest rate and inflation swaps - cashflow hedges	11,563,994	11,416,987
	<u>45,554,909</u>	<u>46,476,614</u>

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14. LOANS

Analysis of the maturity of loans is given below:

	2019 £	2018 £
Amounts falling due within one year		
Bank loans	1,059,250	868,808
	<u>1,059,250</u>	<u>868,808</u>
Amounts falling due 1-2 years		
Bank loans	1,171,196	1,059,250
	<u>1,171,196</u>	<u>1,059,250</u>
Amounts falling due 2-5 years		
Bank loans	4,141,556	3,746,400
	<u>4,141,556</u>	<u>3,746,400</u>
Amounts falling due after more than 5 years		
Bank loans	25,376,773	26,943,219
Amounts owed to group undertakings	3,503,391	3,528,298
	<u>28,880,164</u>	<u>30,471,517</u>

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

	2019 £	2018 £
Repayable by instalments	25,376,773	26,943,219
Repayable other than by instalments	3,503,391	3,528,298
	<u>(28,880,164)</u>	<u>(30,471,517)</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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NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2019

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 that 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 5.1035% and 5.035% and receiving LIBOR (through cash flows are settled on a net basis) and effectively fix the total interest costs on loans and interest rates swaps at 5.1035% and 5.035% per annum.

The derivatives are accounted for as a hedge of variable rate interest rate risks, in accordance with FRS 102 and had a fair value of £ (9,490,097) (2018: £ (9,419,860)) at the reporting date. The cash flow arising from the interest rate swap will continue until their maturity on 31 January 2031 and 31 July 2030, coincidental with the repayment of the term loans. The change in fair value in the period was a movement of £70,237 (2018 - movement of £1,814,238) with the entire charge being recognised in other comprehensive income as the swaps were 100% effective hedges.

In 2004, the Company entered into two LPA agreements having fixed contractual terms which caused their turnover to increase by RPI on a yearly basis.

To hedge the potential volatility in future cash flows arising from movements in RPI, the Company has entered into an RPI swap with a nominal value below that of the LPA contract but having the same term as the agreement 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 derivative is accounted for as a hedge of variable rate RPI rate risks, in accordance with FRS 102 and had a fair value of £ (2,073,897) (2018: £ (1,997,127)) at the reporting date. The cash flow arising from the RPI rate swap will continue until its maturity in 2031 coincidental with the LPA contractual terms. The change in fair value in the period was a movement of £76,770 (2018 - movement of £284,841) 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.

The fair value of the service concession financial asset reflects the carrying amount for the period ended

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31 March 2019. 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.

The Company's financial instrument may be analysed as follows:

	2019 £	2018 £
Financial Assets		
Financial assets that are debt instruments measured at amortised cost	43,646,806	43,620,677
	<u>43,646,806</u>	<u>43,620,677</u>
Financial liabilities		
Financial liabilities measured at amortised cost	(35,628,091)	(32,871,370)
Derivative financial instruments designated as hedges of variable interest / inflation rate risk	(11,563,994)	(13,516,066)
	<u>(47,192,085)</u>	<u>(46,387,436)</u>

Financial asset measured at amortised cost comprise cash at bank, trade debtors, other debtors, amounts owned by associated undertakings and service concession financial assets.

Financial liabilities measured at amortised cost comprise trade creditors, other creditors, bank loans and overdrafts, amounts owned to group undertakings.

Derivative financial instruments designated as hedges of variable interest/inflation rate risk comprise interest and inflation rate swaps.

16. DEFERRED TAXATION

	2019 £	2018 £
At 1 April	1,039,502	1,322,943
Credited / (Charged) to Profit and loss	(210,629)	(84,789)
Credited / (Charged) to other comprehensive income	(133,240)	(198,652)
	<u>695,633</u>	<u>1,039,502</u>

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16. DEFERRED TAXATION (CONTINUED)

The deferred tax (liability)/asset is made up as follows:

	2019 £	2018 £
Accelerated capital allowances	(1,721,710)	(1,709,051)
Tax losses carried forward	1,548,804	1,759,134
Fair value of derivative Financial Instrument	1,965,879	2,099,079
Deferred tax associated with the service concession financial asset	(1,097,340)	(1,109,660)
	<u>695,633</u>	<u>1,039,502</u>

17. SHARE CAPITAL

	2019 £	2018 £
Allotted, called up and fully paid		
60,000 (2018 - 60,000) Ordinary shares of £1 each	<u>60,000</u>	<u>60,000</u>

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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) 2019	Income / (expense) 2018	Debtor / (creditor) as at 31 March 2019	Debtor / (creditor) as at 31 March 2018
Financial asset income				
Community Health Partnerships Limited, a shareholder in Building Better Health Lambeth Southwark Lewisham Limited	4,421,669	5,307,683	27,596	33,889
Bad debts provided for and provision at year end	-	-	-	-
Community Health Partnerships Limited, a shareholder in Building Better Health Lambeth Southwark Lewisham Limited	(1,518)	(5,253)	(6,771)	(5,253)

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. As the group qualifies as small, no consolidated financial statements are prepared for the group of which the Company is a member.

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.