

Healthcare (Barts) Limited

**Directors' report and financial
statements**

Registered number 5489821

31 December 2019

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Directors and advisers

Directors

P Nash – resigned 24 November 2020
S Sidhu - appointed 24 January 2019
L J Falero
N JE Crowther – resigned 24 January 2019

Company secretary and registered office

Pario Ltd
2 Hunting Gate
Wilbury Way
Hitchin
Hertfordshire
SG4 0TJ

Auditor

KPMG LLP
66 Queen Square
Bristol
BS1 4BE

Principal bankers

National Westminster Bank Plc
Brecon Branch
27 High Street
Brecon
Powys
LD3 7LF

Directors' report

The Directors submit their annual report and the audited financial statements for the year ended 31 December 2019.

Principal activity

The Company is an investment holding company whose sole business is the holding of a 25% interest in Capital Hospitals (Holdings) Limited, via which it holds 25% in Capital Hospitals Limited.

Financial Close was achieved on 27 April 2006 in Capital Hospitals Limited for the redevelopment of Britain's biggest hospital scheme under the United Kingdom Government's Private Finance Initiative (PFI). The PFI project known as Barts and The London Hospital ("the Project") has a concession period of 42 years and includes a construction programme, worth £1.3 billion which was undertaken by Skanska. The project reached Global Completion on 29 March 2016, when the final construction phase was handed over and from this point 100% of the unitary charge has been invoiced to the Barts Health NHS Trust ("the Trust").

There have not been any significant changes in the Company's principal activities in the year under review. The Directors are not aware, at the date of this report, of any major changes in the Company's activities in the next year.

Business review

The key performance indicator for Capital Hospitals Limited is the level of performance and availability deductions levied by the client, since this reflects the quality of service being provided. During the year Capital Hospitals Limited suffered deductions of £278,000 (2018: £297,000), this deduction amounts to only 1% (2018: 1%) of the total fees charged by the service providers and these were passed on to the service provider.

Capital Hospitals Limited's exposure to interest rate risk is mitigated by having an index linked unitary contract with the Trust, as such the directors do not consider this exposure to be significant.

Healthcare (Barts) Limited is not exposed to any other significant risks.

Going concern

The Directors have considered the use of the going concern basis in the preparation of the financial statements in light of current market conditions and concluded that it is appropriate for the reasons set out in note 1 to the financial statements.

The Directors have considered the impact of the Covid-19 pandemic and Brexit. The risks arising from each of these are risks to the subcontracted service providers involved in the Project rather than the Company itself. The Directors have committed to carrying out regular review of the Company's cash flows to monitor the ongoing situation.

Results and dividends

The results for the year are set out on page 6. Dividends of £nil were paid in the year (2018: £nil).

Directors

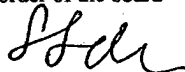
The Directors who served throughout the year are shown on page 1.

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 Company'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 Company's auditor is aware of that information.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption.

By order of the board



S Sidhu

Director

21 December 2020

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 financial statements in accordance with applicable law and Section 1A of FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (UK Generally Accepted Accounting Practice applicable to Smaller Entities).

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Independent auditor's report to the members of Healthcare (Barts) Limited

Opinion

We have audited the financial statements of Healthcare (Barts) Limited ("the company") for the year ended 31 December 2019, which comprise the Profit and Loss Account, Balance Sheet, Statement of Changes in Equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2019 and of its profit for the year then ended;
- have been properly prepared in accordance with UK accounting standards applicable to smaller entities, including Section 1A of FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation..

Directors' report

The directors are responsible for the directors' report. Our opinion on the financial statements does not cover that report and we do not express an audit opinion thereon.

Our responsibility is to read the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the directors' report;
- in our opinion the information given in that report for the financial year is consistent with the financial statements; and
- in our opinion that report has been prepared in accordance with the Companies Act 2006.

Independent auditor's report to the members of Healthcare (Barts) Limited (continued)

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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, take advantage of the small companies exemption in preparing the directors' report and take advantage of the small companies exemption from the requirement to prepare a strategic report.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 3, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

The purpose of our audit work and to whom we owe our responsibilities

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.



Robert Fitzpatrick (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
66 Queen Square
Bristol
BS1 4BE

21 December 2020

Profit and Loss Account
for the year ended 31 December 2019

	<i>Note</i>	2019 £	2018 £
Turnover		28,386	27,658
Administrative expenses		(58,116)	(27,427)
Operating (loss)/profit		(29,730)	231
Interest receivable and similar income	<i>3</i>	2,657,183	2,636,371
Interest payable and similar expenses	<i>4</i>	(2,687,787)	(2,645,282)
(Loss) before taxation		(60,334)	(8,680)
Tax on (loss)	<i>5</i>	154,017	(336,451)
Profit/(loss) and total comprehensive income for the financial year		93,683	(345,131)

The notes on pages 9 to 14 form an integral part of these financial statements.

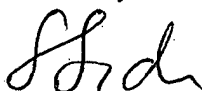
Balance Sheet
at 31 December 2019

	<i>Note</i>	2019 £	2018 £
Fixed assets			
Investment in joint ventures	6	25,000	25,000
Current assets			
Debtors (including £22,554,344 (2018: £22,570,174) due after more than one year)	7	25,257,479	24,979,142
Cash at bank and in hand		29,626	3,232
Creditors: amounts falling due within one year	8	25,287,105 (2,982,579)	24,982,374 (2,755,701)
Net current assets		22,304,526	22,226,673
Total assets less current liabilities		22,329,526	22,251,673
Creditors: amounts falling due after more than one year	9	(22,554,344)	(22,570,174)
Net liabilities		(224,818)	(318,501)
Capital and reserves			
Called up share capital	10	25,000	25,000
Profit and loss account		(249,818)	(343,501)
Deficit on shareholders' funds		(224,818)	(318,501)

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and the provisions of FRS102 Section 1A- Small entities.

The notes on pages 9 to 14 form an integral part of these financial statements.

These financial statements were approved by the board of directors on 21 December 2020 and were signed on its behalf by:



S Sidhu

Director

Company registered number: 5489821

Statement of changes in equity
for the year ended 31 December 2019

	Called up share capital £	Profit and loss account £	Total equity £
Balance as at 1 January 2017	25,000	1,630	26,630
Loss for the financial year	-	(345,131)	(345,131)
Total comprehensive income for the year	-	(345,131)	(345,131)
Dividends paid	-	-	-
Balance as at 31 December 2018	25,000	(343,501)	(318,501)
Balance as at 1 January 2019	25,000	(343,501)	(318,501)
Profit for the financial year	-	93,683	93,683
Total comprehensive income for the year	-	93,683	93,683
Dividends paid	-	-	-
Balance as at 31 December 2019	25,000	(249,818)	(224,818)

The notes on pages 9 to 14 form an integral part of these financial statements.

Notes

(forming part of the financial statements)

1 Accounting policies

Company information

The company is a private company limited by shares and incorporated, domiciled and registered in England and Wales in the UK. The address of its registered office and principal place of business is 2 Hunting Gate, Hitchin, Hertfordshire, SG4 0TJ.

Basis of preparation of accounts

These financial statements have been prepared in accordance with FRS 102 Section 1A for Smaller Entities "The Financial Reporting Standard applicable in the UK and Republic of Ireland" ("FRS 102 Section 1A for Smaller Entities") and the requirements of Companies Act 2006.

The presentation currency of these financial statements is sterling.

The principal accounting policies applied in the preparation of these financial statements are set out below.

Summary of significant judgements and key sources of estimation uncertainty

The directors feel that there are no significant judgements made in the application of these accounting policies that have significant effect on the financial statements, or estimates with a significant risk of material adjustment in the next year.

Going Concern

Notwithstanding net liabilities of £224,818 as at 31 December 2019 and a profit for the year then ended of £93,683, the financial statements have been prepared on a going concern basis which the directors consider to be appropriate for the following reasons.

The company's liabilities include loan note interest owed to its two shareholders, Innisfree PFI Secondary Fund LP and DIF Infra Yield 1 Finance B.V. which the company, with the shareholders permission, withheld in 2019 for the purposes of settling the company's corporation tax liabilities and related professional advice fees. At 31 December 2019 the amount withheld and included in accrued interest was £365,268 ("the withheld amount"), and this amount is due on demand.

The directors have prepared cash flow forecasts for a period of 12 months from the date of approval of these financial statements which indicate that, taking account of reasonably possible downsides and the anticipated impact of COVID-19 on its financial resources, the company will have sufficient funds to meet its liabilities, excluding the withheld amount, as they fall due for that period.

The company holds a 25% interest in Capital Hospitals (Holdings) Limited, via which it holds 25% in Capital Hospitals Limited, and so the company is an integral part of the ultimate shareholders' investment in the PFI project known as Barts and The London Hospital. Therefore, the directors consider it unlikely that the withheld amount will be demanded until the company has sufficient funds to repay it. However, should the shareholders demand the withheld amount, it has access to sufficient funds to settle the demanded amount through its investment in the group headed by Capital Hospitals (Holdings) Limited.

Consequently, the directors are confident that the company will have sufficient funds to continue to meet its liabilities as they fall due for at least 12 months from the date of approval of the financial statements and therefore have prepared the financial statements on a going concern basis.

Investments

Fixed asset investments are shown at cost, less any provision for impairment. Income is included in the financial statements for the year in which it is receivable.

Investments are reviewed for impairment if events or changes in circumstances indicate that the carrying value may not be recoverable. When a review for impairment is conducted the recoverable amount is assessed by reference to the net present value of expected future cash flows of the relevant income generating unit, or disposal value if higher. If an asset is impaired, a provision is made to reduce the carrying amount to its estimated recoverable amount.

Notes (continued)

1 Accounting policies (continued)

Revenue recognition

Revenue represents directors' and management fees in the United Kingdom and is measured at the fair value of the consideration received or receivable and represents the amount receivable for services rendered, net of discounts and rebates allowed by the company and value added taxes.

Share capital

Shares are classified as equity when there is no contractual obligation to transfer cash or other financial assets. Incremental costs directly attributable to the issue of equity instruments are shown in equity as a deduction from proceeds, net of tax. Dividends payable in relation to equity shares are recognised as a liability in the period in which they are declared.

Taxation

Taxation expense for the period comprises current and deferred tax recognised in the reporting period. Tax is recognised in the profit and loss account, except to the extent that it relates to items recognised in other comprehensive income or directly in equity. In this case tax is also recognised in other comprehensive income or directly in equity respectively.

Current or deferred taxation assets and liabilities are not discounted.

Current tax

Current tax is the amount of income tax payable in respect of the taxable profit for the year or prior years. Tax is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the period end.

Deferred tax

Deferred tax is recognised on all timing differences at the reporting date except for certain exceptions. Unrelieved losses and other deferred tax assets are only recognised when it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

Deferred tax is measured using tax rates that have been enacted or substantively enacted by the period end and that are expected to apply to the reversal of the timing difference.

Financial instruments

Financial assets

Basic financial assets, including trade and other receivables, cash and bank balances and shareholder loans, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rates of interest.

Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment is recognised in profit or loss.

Other financial assets are initially measured at fair value, which is normally the transaction price.

Such assets are subsequently carried at fair value and the changes in fair value are recognised in profit or loss.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the assets expire or are settled, or (b) substantially all the risk and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

Notes (continued)

1 Accounting policies (continued)

Financial liabilities

Basic financial liabilities, including trade and other payables and shareholder loans are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of the future receipts discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest.

Interest receivable and Interest payable

Interest payable and similar expenses include interest payable on loan notes. Interest receivable and similar income includes interest receivable on loan notes. Interest income and interest payable are recognised in profit or loss as they accrue

Dividends

Dividends payable on equity instruments are recognised as liabilities once they are no longer at the discretion of the company. Dividend income is recognised in the profit and loss account on the date the company's right to receive payments is established.

2 Expenses and auditor's remuneration

Auditor's remuneration

	2019 £	2018 £
Fees payable to the company's auditor for the audit of the company's annual accounts	10,487	10,184

None of the directors received any remuneration in respect of services provided to the company during the year (2018: £Nil). The directors receive their remuneration directly from shareholder companies.

The Company had no employees during the year (2018: Nil).

3 Interest receivable and similar income

	2019 £	2018 £
Receivable from joint venture	2,654,242	2,636,371
Other interest receivable	2,941	-
Total	<u>2,657,183</u>	<u>2,636,371</u>

4 Interest payable and similar expenses

	2019 £	2018 £
Other interest payable	105	8,910
On loans from controlling parties	2,687,682	2,636,372
Total	<u>2,687,787</u>	<u>2,645,282</u>

Notes (continued)

5 Taxation

Analysis of charge in the year

	2019 £	2018 £
Current tax		
Adjustments relating to prior year periods	(154,017)	337,644
Current year tax relating to current year	-	(1,193)
	<u>(154,017)</u>	<u>336,451</u>

Reconciliation of effective tax rate

	2019 £	2018 £
Loss before taxation	(60,334)	(8,680)
Tax using the UK corporation tax of 19% (2018: 19%)	(11,464)	(1,649)
<i>Effects of:</i>		
Increase of tax losses for which no deferred tax asset is recognised	11,464	456
Adjustments relating to prior periods	(154,017)	337,644
Total tax for the year recorded in the profit and loss account	<u>(154,017)</u>	<u>336,451</u>

Deferred tax assets of £169,974 (2018: £1,649) relating to losses and other timing differences have not been recognised on the grounds that the directors do not believe that the availability of future taxable profits is sufficiently certain. The tax credit in the current year has arisen due a taxable deduction for a prior period being recognised in relation to the late payment of a proportion of the unsecured loan note interest due to the company's loan note holders relating to a prior period, which had been deferred until that interest is paid. The tax charge in the prior year has arisen due to the late payment of a proportion of the unsecured loan note interest due to the company's loan note holders, resulting in the tax deduction of the interest cost being deferred until that interest is paid.

A reduction in the UK corporation tax rate from 19% to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016, and the UK deferred tax asset as at 31 December 2019 has been calculated based on this rate. The March 2020 Budget announced that a rate of 19% would continue to apply with effect from 1 April 2020, and this change was substantively enacted on 17 March 2020. This will increase the company's future current tax charge accordingly and increase the unrecognised deferred tax asset by £19,997.

Notes (continued)

6 Investments

The company's investments comprises 25% of the ordinary share capital of Capital Hospitals (Holdings) Limited, which holds 100% of the shares in Capital Hospitals Limited, a project company which is set up to design, build and operate hospital facilities for Barts and London National Health Service Trust, and 100% of the shares in Capital Hospitals (Issuer) Plc, a finance company set up to issue debt to be on-lent to Capital Hospitals Limited. The acquisition cost was £25,000 which was wholly satisfied in cash.

All of these entities are incorporated in England and Wales, their registered address is 8 White Oak Square, London Road, Swanley, Kent BR8 7AG.

The investment is considered a joint venture because the company has joint control over the financial and operating policies of Capital Hospitals (Holdings) Limited.

The loss/profit of Capital Hospitals (Holdings) Limited for the year ended 31 December 2019 was profit £7,084,000 (2018: loss £1,769,000). The aggregate amount of Capital Hospitals (Holdings) Limited's capital and reserves at 31 December 2019 was a surplus of £20,234,000 (2018: £13,150,000).

The directors have reviewed the Capital Hospitals (Holdings) Limited's projected profits and cash flows by reference to a financial model covering accounting periods up to 31 March 2048. They have also examined the current status of its principal contracts and likely developments in the foreseeable future. The directors are satisfied that there is no impairment to the carrying value of the investment in Capital Hospitals (Holdings) Limited.

7 Debtors

	2019 £	2018 £
Debtors due within one year		
Prepayments and accrued income	2,549,118	2,408,968
Corporation tax receivable	154,017	-
	<u>2,703,135</u>	<u>2,408,968</u>
Debtors due after more than one year		
Unsecured loan notes	22,554,344	22,570,174
	<u>22,554,344</u>	<u>22,570,174</u>

The above unsecured loan notes are issued by Capital Hospitals (Issuer) PLC which is a wholly owned subsidiary of Capital Hospitals (Holdings) Limited. The Loan Stock is unsecured and repayable in half yearly instalments commencing 30 September 2022 and is subject to an interest rate of 11%.

8 Creditors: amounts falling due within one year

	2019 £	2018 £
Trade creditors	1,140	2,480
Accruals and deferred income	50,803	12,931
Accrued interest	2,930,636	2,394,929
Corporation tax	-	345,361
	<u>2,982,579</u>	<u>2,755,701</u>

Notes (continued)

9 Creditors: amounts falling due after more than one year

	2019 £	2018 £
Unsecured loan notes	22,554,344	22,570,174

The above unsecured loan notes are issued by the Company to its shareholders. The Loan Stock is unsecured and repayable in half yearly instalments commencing 30 September 2022 and is subject to an interest rate of 11%.

10 Called up share capital

	2019 £	2018 £
<i>Allotted, called up and fully paid</i> 25,000 ordinary shares of £1 each	25,000	25,000

11 Transactions with related parties

Company name	Service provided	(Income)/cost	Outstanding amount	(Income)/cost	Outstanding amount
		2019 £	2019 £	2018 £	2018 £
Innisfree PFI	Directors fee payable	3,000	3,000	3,000	-
Secondary Fund LP	Interest and commitment fee	1,351,756	1,465,318	1,325,321	1,636,177
		1,354,756	1,468,318	1,328,321	1,636,177
DIF Infra Yield 1	Directors fee payable	3,000	3,000	3,000	-
Finance B.V.	Interest and commitment fee	1,351,756	1,465,318	1,325,321	1,163,617
		1,354,756	1,468,318	1,328,321	1,636,177
Capital Hospitals Ltd	Directors fee receivable	(28,386)	14,354	(27,658)	14,038
	Interest and commitment fee	(2,670,072)	(2,531,928)	(2,650,642)	(3,272,353)
		(2,698,458)	(2,517,574)	(2,678,300)	(3,258,315)
Total transactions with related parties		(11,054)	419,062	(21,658)	14,039

12 Ultimate parent undertaking

The Company is owned and jointly controlled by Innisfree PFI Secondary Fund LP and DIF Infra Yield 1 UK Limited. The Directors consider there to be no ultimate controlling party or ultimate parent company.