

Carillion Private Finance (Health) Limited

Directors' report and financial statements

Registered number 5721256

For the year ended 31 December 2010

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Directors' report

The directors present their annual report together with the audited financial statements for the year ended 31 December 2010

Principal activities

The principal activity of the company is that of investment in undertakings, which develop and operate projects under the Private Finance Initiative

The directors anticipate that the company will continue its present role during 2011

Business review

During the year the company sold all of its 50% interest in The Hospital Company (QAH Portsmouth) Holdings Limited, generating a profit on disposal of £19.0 million

The company's key performance indicators are both profit before tax and return on capital employed. The profit on ordinary activities before taxation was £19,308,000 (2009: £Nil). Return on capital employed (calculated as profit before tax/net assets) was 373.75% (2009: 0%).

The principal risks facing the business are that the value of investments in undertakings, which are dependent on the success of the underlying projects, might be less than anticipated and the risk that Carillion Private Finance (Health) Limited might have to inject cash into undertakings to maintain their value. The directors manage this risk through close involvement in the management of the underlying projects and regular monitoring of their performance.

Profit and dividends

The profit on ordinary activities before taxation was £19,308,000 (2009: £Nil).

A dividend of £14,300,000 was declared and paid during the year (2009: £8,000,000) being £148.88 per share (2009: £83.29 per share).

Directors

The directors serving during the year and subsequently were

J McDonough
FR Herzberg
RJ Adam

Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are aware, there is no relevant audit information of which the company's auditors are 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 auditors are aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be re-appointed and KPMG Audit Plc will therefore continue in office.

Approved by the Board on 06 May 2011 and signed on its behalf by

LTC

RF Tapp
Secretary

24 Birch Street
Wolverhampton
WV1 4HY

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 UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the 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 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 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



KPMG Audit Plc
One Snowhill
Snow Hill Queensway
Birmingham
B4 6GH

Independent auditor's report to the members of Carillion Private Finance (Health) Limited

We have audited the financial statements of Carillion Private Finance (Health) Limited for the year ended 31 December 2010 set out on pages 7 to 15. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/private.cfm.

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 December 2010 and of its profit for the year then ended,
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

R J Pound

7/5/11

RJ Pound
(Senior Statutory Auditor)
for and on behalf of KPMG Audit Plc, Statutory Auditor
Chartered Accountants

Profit and loss account
for the year ended 31 December 2010

	<i>Note</i>	2010 £000	2009 £000
Administrative expenses		<u>(28)</u>	-
Operating loss		(28)	-
Exceptional items	3	<u>18,957</u>	-
Operating profit after exceptional items		18,929	-
Income from shares in participating interests	16	379	-
Interest receivable and similar income	4	297	-
Interest payable and similar charges	5	<u>(297)</u>	-
Profit on ordinary activities before taxation		19,308	-
Tax on profit on ordinary activities	6	<u>-</u>	<u>(427)</u>
Profit/(loss) for the financial year	13	<u>19,308</u>	<u>(427)</u>

All activities relate to continuing operations

There is no difference between the results as disclosed in the profit and loss account and the result on an unmodified historical cost basis in either the current or preceding financial year

There were no recognised gains or losses in either the current or preceding financial year other than the profit or loss for those years

Balance sheet
at 31 December 2010

	Note	2010 £000	2009 £000
Fixed assets			
Investments	8	6,651	2,138
		<u>6,651</u>	<u>2,138</u>
Current assets			
Debtors	9	102	-
		<u>102</u>	<u>-</u>
Creditors amounts falling due within one year	10	(102)	-
Net current assets / (liabilities)		-	-
Creditors amounts falling due after more than one year	11	(1,485)	(1,980)
Net assets		<u>5,166</u>	<u>158</u>
Capital and reserves			
Called up share capital	12	96	96
Profit and loss account	13	5,070	62
Equity shareholder's funds	14	<u>5,166</u>	<u>158</u>

These financial statements were approved by the Board of Directors on 06 May 2011 and were signed on its behalf by



FR Herzberg
 Director

Company registered number 5721256

Notes

(forming part of the financial statements)

1 Principal accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements

Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with applicable UK Accounting Standards

Going concern

The company's business activities, together with the factors likely to affect its future development and position, are set out in the Business Review section of the Director's Report

The financial statements have been prepared on the going concern basis, notwithstanding net current assets of £Nil, which the directors believe to be appropriate for the following reasons. The company is dependent for its working capital on funds provided to it by Carillion plc, the company's ultimate parent undertaking. Carillion plc has provided the company with an undertaking that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the company and in particular will not seek repayment of the amounts currently made available. This should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue, although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Based on this undertaking the directors believe that it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result in the basis of preparation being inappropriate.

Consolidated financial statements

These financial statements present information about the company as an individual company and not about its group. The company is exempt under Section 400 of the Companies Act 2006 from the obligation to prepare group financial statements and to deliver them to the Registrar of Companies as it is a wholly owned subsidiary undertaking of another UK corporate body.

Investments

Fixed asset investments are stated at cost less provision for any permanent diminution in the carrying value of the investment.

Cash flow statement

Under FRS 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that Carillion plc, the company's ultimate parent undertaking, includes the company's cash flows in its own published consolidated cash flow statement.

Taxation

The charge for taxation is based on the result for each year and takes into account deferred taxation. Deferred tax assets or liabilities arise from timing differences between the recognition of gains and losses in the financial statements and their recognition in the tax computation which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19. Liabilities are calculated on a non-discounted full provision basis. Assets are calculated on the same basis, but are recognised only to the extent that it is probable that they will be recovered.

Interest payable and similar charges

Interest payable is charged to the profit and loss account as incurred.

Interest receivable and similar income

Interest receivable is credited to the profit and loss account as earned.

Dividends on shares presented within Shareholder's funds

Dividends are only recognised as a liability at the balance sheet date to the extent that they are declared prior to year end. Unpaid dividends that do not meet this criteria are disclosed in the notes to the financial statements.

Dividends received from participating interests

Dividends received from participating interests are credited to the profit and loss account when received.

Notes (continued)

2 Directors, employees and auditor's fee

The company had no employees other than its directors (2009 *none*), none of whom received or waived any remuneration (2009 *£Nil*)

The audit fee for the year ended 31 December 2010, amounting to £1,000 (2009 *£1,000*) was borne by Carillion Construction Limited, a fellow subsidiary

Fees paid to the company's auditor, KPMG Audit Plc, and its associates for services other than the statutory audit of the company are not disclosed in these financial statements since the consolidated financial statements of the company's parent, Carillion plc, are required to disclose non-audit fees on a consolidated basis

3 Exceptional items

	2010 £000	2009 £000
Profit on disposal of participating interests	18,957	-
	<u>18,957</u>	<u>-</u>

During the year, the company sold its 50% interest in The Hospital Company (QAH Portsmouth) Holdings Limited for cash consideration of £31,262,000 (including payment for associate loans), generating a profit on disposal of £18,957,000

4 Interest receivable and similar income

	2010 £000	2009 £000
Interest receivable from participating interests	297	-
	<u>297</u>	<u>-</u>

Notes (continued)

5. Interest payable and similar charges

	2010	2009
	£000	£000
Interest payable to immediate parent undertaking	297	-
	297	-

6. Tax on profit on ordinary activities

(a) Analysis of taxation charge in the year

	2010	2009
	£000	£000
UK corporation tax		
Adjustment in respect of prior periods	-	427
Total taxation on profit on ordinary activities	-	427

(b) Factors affecting the tax charge for the current year

The current year tax charge for the year is lower (2009 higher) than the standard rate of 28 % (2009 28%). The difference is explained below

	2010	2009
	£000	£000
Current tax reconciliation		
Profit on ordinary activities before taxation	19,308	-
Tax on profit on ordinary activities at 28% (2009 28%)	5,406	-
Effects of		
Non-taxable capital profits	(5,308)	-
Dividends from UK companies	(106)	-
Permanent differences	8	-
Adjustment in respect of previous periods	-	427
Current tax charge for the year	-	427

(c) Factors that may affect future tax charges

The Emergency Budget on 22 June 2010 announced that the UK corporation tax rate will reduce from 28% to 24% over a period of 4 years from 2011. The first reduction in the UK corporation tax rate from 28% to 27% was substantially enacted on 21 July 2010 and will be effective from 1 April 2011. On 23 March 2011 the Chancellor announced a further reduction in the main rate of UK corporation tax to 26% with effect from 1 April. This change was substantially enacted on 29 March 2011.

There is no recognised or unrecognised deferred tax (2009 none)

7. Equity dividends

	2010	2009
	£000	£000
Equity shares		
Ordinary dividends at £1.48 88 per share (2009 £83.29 per share)	14,300	8,000

Notes (continued)

8 Investments

	Shares in participating interests £000	Loans to participating interests £000	Total £000
Cost			
At beginning of year	2,138	-	2,138
Additions	346	16,534	16,880
Repayment	-	(168)	(168)
Disposal	(45)	(12,154)	(12,199)
Exchange rate adjustment	-	-	-
At year end	<u>2,439</u>	<u>4,212</u>	<u>6,651</u>
Net book value			
At 31 December 2010	<u>2,439</u>	<u>4,212</u>	<u>6,651</u>
At 31 December 2009	<u>2,138</u>	<u>-</u>	<u>2,138</u>

During the year the company invested share capital and loans in STaG PCT (Holdco) Limited, share capital in The Hospital Company (Southmead) Holdings Limited and loans in Arden Partnership (Derby) Holdings Limited, Arden Partnership (Leicester) Holdings Limited, Arden Partnership (Lincolnshire) Limited and The Hospital Company (QAH Portsmouth) Holdings Limited

During the year the company sold its 50% interest in The Hospital Company (QAH Portsmouth) Holdings Limited (see note 3)

Principal participating interests

Name of company	Ordinary shares capital held	Nature of business	Country of incorporation
Participating interest			
The Hospital Company (QAH Portsmouth) Holdings Limited	50%	Private Finance	Great Britain
STaG PCT (Holdco) Limited	50%	Private Finance	Great Britain
Clinicenta (Hertfordshire) Limited	50%	Private Finance	Great Britain
Arden Partnership (Derby) Holdings Limited	50%	Private Finance	Great Britain
Arden Partnership (Leicester) Holdings Limited	50%	Private Finance	Great Britain
Arden Partnership (Lincolnshire) Holdings Limited	50%	Private Finance	Great Britain
The Hospital Company (Southmead) Holdings Limited	50%	Private Finance	Great Britain

These companies are all involved in the development and operation of projects under the Private Finance Initiative

9 Debtors

	2010 £000	2009 £000
Amounts owed by participating interests	<u>102</u>	<u>-</u>
	<u>102</u>	<u>-</u>

All debtor amounts are due within one year

Amounts owed by participating interests include amounts which incur interest at various fixed rates. All are unsecured.

Notes (continued)

10. Creditors amounts falling due within one year

	2010	2009
	£000	£000
Amounts owed to immediate parent undertaking	<u>102</u>	<u>-</u>
	<u>102</u>	<u>-</u>

Amounts owed to parent undertakings include amounts which incur interest at various fixed rates. All are unsecured and are repayable on demand.

11. Creditors amounts falling due after more than one year

	2010	2009
	£000	£000
Amounts owed to immediate parent undertaking	<u>1,485</u>	<u>1,980</u>
	<u>1,485</u>	<u>1,980</u>

Amounts owed to parent undertakings include amounts which incur interest at various fixed rates. All are unsecured.

12. Called up share capital

	2010	2009
	£000	£000
Allotted, called up and fully paid		
96,052 ordinary shares of £1 each	<u>96</u>	<u>96</u>

Notes (continued)

13. Reserves

	Profit and loss account	Total
	£000	£000
At beginning of year	62	62
Profit for the financial year	19,308	19,308
Dividends paid to equity shareholder	(14,300)	(14,300)
Actuarial loss on pension scheme	-	-
Deferred tax on actuarial loss on pension scheme	-	-
At the end of the year	5,070	5,070

14. Reconciliation of movements in shareholder's funds

	2010	2009
Profit/(loss) for the financial year	19,308	(427)
Dividend paid to equity shareholder	(14,300)	(8 000)
Net increase/(decrease) in equity shareholder's funds	5,008	(8,427)
Equity shareholder's funds at the beginning of the year	158	8,585
Equity shareholder's funds at the end of the year	5,166	158

15. Capital commitments

The company has committed itself to invest £56.6 million of equity and subordinated debt (2009 £24.7 million) in the undertakings in which it has taken an interest. These commitments fall due as follows:

	2010	2009
	£000	£000
The company has capital commitments as follows:		
Within one year	7,838	16,886
Between one and two years	-	7,838
Between two and five years	48,715	-
	56,553	24,724

Notes (continued)

16 Related party transactions

As a wholly-owned subsidiary of Carillion plc, the company has taken advantage of the exemption under FRS 8 'Related party disclosures' not to provide information on related party transactions with other undertakings within the Carillion Group. Note 17 gives details of how to obtain a copy of the published financial statements of Carillion plc.

The company has the following related party transactions and balances due from participating interests:

	2010	2009
	£000	£000
Balances Due		
Arden Partnership (Derby) Holdings Limited	45	-
Arden Partnership (Leicester) Holdings Limited	12	-
Arden Partnership (Lincolnshire) Holdings Limited	37	-
STaG PCT (Holdco) Limited	8	-
Transactions during the year		
Interest Receivable		
Arden Partnership (Derby) Holdings Limited	137	-
Arden Partnership (Leicester) Holdings Limited	39	-
Arden Partnership (Lincolnshire) Holdings Limited	113	-
STaG PCT (Holdco) Limited	8	-
Dividends Received		
Arden Partnership (Derby) Holdings Limited	183	-
Arden Partnership (Leicester) Holdings Limited	53	-
Arden Partnership (Lincolnshire) Holdings Limited	143	-
	778	-

The debtor balances between the company and its joint ventures are disclosed in note 9.

There were no purchases from joint ventures during the year (2009: £Nil).

17 Controlling and parent companies

The company is a wholly-owned subsidiary of Carillion Private Finance Limited, which is incorporated in Great Britain.

The company's ultimate parent undertaking is Carillion plc, its parent company, which is incorporated in Great Britain.

The consolidated financial statements of Carillion plc are available to the public and can be obtained from 24 Birch Street, Wolverhampton, WV1 4HY.