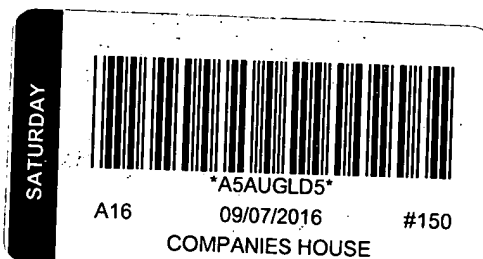


Registration number: 6259530

# Leicester BSF Company 1 Limited

Annual Report and Financial Statements

for the Year Ended 31 March 2016



## **Leicester BSF Company 1 Limited**

### **Contents**

Company Information	1
Strategic Report for the Year Ended 31 March 2016	2
Directors' Report for the Year Ended 31 March 2016	3 to 5
Independent Auditors' Report to the members of Leicester BSF Company 1 Limited	6 to 7
Profit and Loss Account for the Year Ended 31 March 2016	8
Statement of Comprehensive Income for the Year Ended 31 March 2016	8
Balance Sheet as at 31 March 2016	9
Statement of Changes in Equity for the Year Ended 31 March 2016	10
Notes to the Financial Statements for the Year Ended 31 March 2016	11 to 23

## **Leicester BSF Company 1 Limited**

### **Company Information**

<b>Directors</b>	D R Hardingham G Chapman C Lemmon J McCabe
<b>Company secretary</b>	Semperian Secretariat Services Limited
<b>Registered office</b>	Third Floor Broad Quay House Prince St Bristol BS1 4DJ
<b>Independent Auditors</b>	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 2 Glass Wharf Bristol BS2 0FR

## **Leicester BSF Company 1 Limited**

### **Strategic Report for the Year Ended 31 March 2016**

The Directors present their strategic report for the year ended 31 March 2016.

#### **Principal activity**

The principal activity of the company is to design, build, finance and maintain school buildings at Judgemeadow Community College and Soar Valley School, Leicester under a PFI contract with Leicester City Council that runs until 31 May 2034. The project is currently in its operational phase.

#### **Results and review of business**

The profit for the year is set out in the profit and loss account on page 8. The directors consider the performance of the company during the year and the financial position at the end of the year, to be in line with the long term expected performance of the project, and its prospects for the future to be satisfactory.

#### **Principal risks and uncertainties**

The company has taken on the activity, as detailed above, and is risk averse in its trading relationships with its customer, funders and sub-contractors as determined by the terms of their respective detailed PFI contracts. In extreme circumstances, the company could be exposed to subcontractor failure to perform their obligations. The financial risks and the measures taken to mitigate them are as detailed in the Directors' report.

#### **Key performance indicators ('KPIs')**

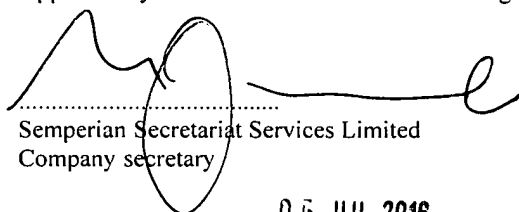
The company's operations are managed under the supervision of its shareholders and funders and are largely determined by the detailed terms of the PFI contract which stipulates key performance criteria on operational activities as managed by the sub-contractor. For this reason, the company's directors believe that further operational key performance indicators for the company are not necessary or appropriate for an understanding of the performance or position of the business. In addition the directors monitor compliance with debt covenant ratios as specified in the senior loan agreement, in particular the Debt Service Cover Ratio, and no non-compliance has been noted.

#### **Transition to FRS 102**

This is the first year that the company has presented its results under FRS 102. The last financial statements under UK GAAP were for the year ended 31 March 2015. The date of transition to FRS 102 was 1 April 2014.

The key impact on the financial statements was the recognition of derivative financial instruments at fair value, together with deferred tax thereon.

Approved by the Board on 24 June 2016 and signed on its behalf by:



.....  
Semperian Secretariat Services Limited  
Company secretary

05 JUL 2016

## **Leicester BSF Company 1 Limited**

### **Directors' Report for the Year Ended 31 March 2016**

**Registration number: 6259530**

The Directors present their report and the audited financial statements for the year ended 31 March 2016.

#### **Future developments**

No significant changes are expected to the company's activities, as set out in the Strategic Report, in the foreseeable future.

#### **Dividends**

A dividend of £106,300 (£1.06 per ordinary share) was paid during the year (2015: £nil, £nil per ordinary share).

#### **Financial risk management**

The company has exposures to a variety of financial risks which are managed with the purpose of minimising any potential adverse effect on the company's performance. The directors have policies for managing each of these risks and they are summarised below:

##### ***Interest rate risk***

The senior debt interest has been fixed through the use of fixed funding rates, plus a margin, as set out in note 13.

##### ***Inflation risk***

The company's project revenue and most of its costs were linked to inflation at the inception of the project, resulting in the project being largely insensitive to inflation.

##### ***Liquidity risk***

The company adopts a prudent approach to liquidity management by endeavouring to maintain sufficient cash and liquid resources to meet its obligations as they fall due.

##### ***Credit risk***

The company receives the majority of its revenue from Leicester City Council and is not exposed to significant credit risk. Cash investments are with institutions of a suitable credit quality.

##### ***Major maintenance replacement risk***

The company takes the risk that its projections for ongoing major maintenance replacement of the building and relevant equipment are adequate. These projections have been agreed with third parties and are subject to regular review by the directors.

#### **Directors of the Company**

The directors who held office during the year were as follows:

H Pownall (resigned 1 April 2016)

D R Hardingham

G Chapman

C Lemmon (appointed 21 May 2015)

The following director was appointed after the year end:

J McCabe (appointed 1 April 2016)

## **Leicester BSF Company 1 Limited**

### **Directors' Report for the Year Ended 31 March 2016 (continued)**

#### **Directors' responsibilities statement**

The Directors are responsible for preparing the Strategic Report, 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 prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard Applicable in the UK and Republic of Ireland' (FRS 102).

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 accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, including FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 102 used in the preparation of 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.

#### **Going concern**

Although the company's balance sheet reflects net liabilities, this is primarily caused by the recognition of derivative financial instruments at their fair values. These derivative financial instrument liabilities are unrealised and are part of hedging arrangements that help to reduce volatility in the company's cash flows over the duration of the PFI project. Having reviewed the company's projected profits and cash flows by reference to a financial model, that includes the impact of these instruments, the directors consider that the company will be able to settle its debts as they fall due and accordingly the financial statements have been prepared on a going concern basis.

#### **Disclosure of information to the auditors**

Each Director has taken steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information. The Directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

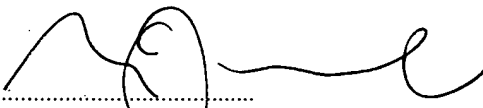
#### **Reappointment of auditors**

The auditors, PricewaterhouseCoopers LLP, Chartered Accountants and Statutory Auditors, have signified their willingness to continue in office.

Approved by the Board on 24 June 2016 and signed on its behalf by:

**Leicester BSF Company 1 Limited**

**Directors' Report for the Year Ended 31 March 2016 (continued)**



.....  
Semperian Secretariat Services Limited  
Company secretary

05 JUL 2016

## **Leicester BSF Company 1 Limited**

### **Independent Auditors' Report to the members of Leicester BSF Company 1 Limited**

#### **Report on the financial statements**

##### **Our opinion**

In our opinion, Leicester BSF Company 1 Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 March 2016 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

##### **What we have audited**

The financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), comprise:

- the Balance Sheet as at 31 March 2016;
- the Profit and Loss Account and Statement of Comprehensive Income for the year then ended; and
- the Statement of Changes in Equity for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

##### **Opinion on other matter prescribed by the Companies Act 2006**

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

##### **Other matters on which we are required to report by exception**

###### **Adequacy of accounting records and information and explanations received**

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

##### **Directors' remuneration**

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.



## **Leicester BSF Company 1 Limited**

### **Independent Auditors' Report to the members of Leicester BSF Company 1 Limited (continued)**

#### **Responsibilities for the financial statements and the audit**

##### **Our responsibilities and those of the directors**

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) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

##### **What an audit of financial statements involves**

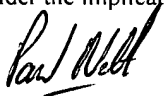
We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



Paul Nott (Senior Statutory Auditor)  
For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
Bristol

Date: 7 July 2016

## Leicester BSF Company 1 Limited

### Profit and Loss Account for the Year Ended 31 March 2016

	Note	2016 £	2015 £
<b>Turnover</b>	4	2,113,341	2,305,631
Cost of sales		<u>(1,679,967)</u>	<u>(1,930,156)</u>
<b>Gross profit</b>		433,374	375,475
Administrative expenses		<u>(209,843)</u>	<u>(227,760)</u>
<b>Operating profit</b>	5	223,531	147,715
Interest receivable and similar income	6	2,598,760	2,664,346
Interest payable and similar charges	7	<u>(2,622,005)</u>	<u>(2,702,434)</u>
<b>Profit on ordinary activities before taxation</b>		200,286	109,627
Taxation	8	<u>(40,276)</u>	<u>48,066</u>
<b>Profit for the financial year</b>		<u>160,010</u>	<u>157,693</u>

The above results were derived from continuing operations.

### Statement of Comprehensive Income for the Year Ended 31 March 2016

	Note	2016 £	2015 £
<b>Profit for the year</b>		<u>160,010</u>	<u>157,693</u>
<b>Other comprehensive income:</b>			
Change in value of hedging instrument		(1,661,725)	(6,072,733)
Reclassifications to profit and loss		1,555,494	1,628,881
Deferred tax arising on unrealised gain/(loss) on cash flow hedges	8	<u>(227,205)</u>	<u>888,770</u>
<b>Other comprehensive income for the year, net of tax</b>		<u>(333,436)</u>	<u>(3,555,082)</u>
<b>Total comprehensive income for the year</b>		<u>(173,426)</u>	<u>(3,397,389)</u>

The notes on pages 11 to 23 form an integral part of these financial statements.

# Leicester BSF Company 1 Limited

## Balance Sheet as at 31 March 2016

	Note	2016 £	2015 £
<b>Current assets</b>			
Debtors: Amounts falling due within one year	9	2,074,744	1,868,506
Debtors: Amounts falling due after more than one year	10	41,317,427	42,772,588
Cash at bank and in hand		<u>4,096,890</u>	<u>5,114,586</u>
		47,489,061	49,755,680
<b>Creditors: Amounts falling due within one year</b>	12	<u>(3,715,851)</u>	<u>(5,294,141)</u>
<b>Total assets less current liabilities</b>		43,773,210	44,461,539
<b>Creditors: Amounts falling due after more than one year</b>	12	<u>(53,816,018)</u>	<u>(54,224,621)</u>
<b>Net liabilities</b>		<u>(10,042,808)</u>	<u>(9,763,082)</u>
<b>Capital and reserves</b>			
Called up share capital	14	100,000	100,000
Profit and loss account		43,708	(10,002)
Cash flow hedge reserve		<u>(10,186,516)</u>	<u>(9,853,080)</u>
<b>Total equity</b>		<u>(10,042,808)</u>	<u>(9,763,082)</u>

Approved and authorised by the Board on 24 June 2016 and signed on its behalf by:



D R Hardingham

Director

05 JUL 2016

The notes on pages 11 to 23 form an integral part of these financial statements.

# Leicester BSF Company 1 Limited

## Statement of Changes in Equity for the Year Ended 31 March 2016

	Share capital £	Profit and loss account £	Cash flow hedge reserve £	Total £
At 1 April 2014	100,000	(167,695)	(6,297,998)	(6,365,693)
Profit for the year	-	157,693	-	157,693
Other comprehensive income	-	-	(3,555,082)	(3,555,082)
Total comprehensive income	-	157,693	(3,555,082)	(3,397,389)
At 31 March 2015	100,000	(10,002)	(9,853,080)	(9,763,082)

	Note	Share capital £	Profit and loss account £	Cash flow hedge reserve £	Total £
At 1 April 2015		100,000	(10,002)	(9,853,080)	(9,763,082)
Profit for the year		-	160,010	-	160,010
Other comprehensive income		-	-	(333,436)	(333,436)
Total comprehensive income		-	160,010	(333,436)	(173,426)
Dividends	15	-	(106,300)	-	(106,300)
At 31 March 2016		100,000	43,708	(10,186,516)	(10,042,808)

The notes on pages 11 to 23 form an integral part of these financial statements.

## **Leicester BSF Company 1 Limited**

### **Notes to the Financial Statements for the Year Ended 31 March 2016**

#### **1 General information**

The principal activity of the company is to design, build, finance and maintain school buildings at Judgemeadow Community College and Soar Valley School, Leicester under a PFI contract with Leicester City Council that runs until 31 May 2034. The project is currently in its operational phase.

The company is a private company limited by shares and is incorporated and domiciled in England.

The address of its registered office is:

Third Floor  
Broad Quay House  
Prince St  
Bristol  
BS1 4DJ

The company's functional and presentation currency is the pound sterling.

#### **2 Accounting policies**

##### **Summary of significant accounting policies and key accounting estimates**

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

##### **Statement of compliance**

These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' and the Companies Act 2006.

##### **Basis of preparation**

These financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the revaluation of certain financial assets and liabilities measured at fair value through profit or loss.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 3.

##### **Going concern where due to derivatives**

Although the company's balance sheet reflects net liabilities, this is primarily caused by the recognition of derivative financial instruments at their fair values. These derivative financial instrument liabilities are unrealised and are part of hedging arrangements that help to reduce volatility in the company's cash flows over the duration of the PFI project. Having reviewed the company's projected profits and cash flows by reference to a financial model, that includes the impact of these instruments, the directors consider that the company will be able to settle its debts as they fall due and accordingly the financial statements have been prepared on a going concern basis.

## **Leicester BSF Company 1 Limited**

### **Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)**

#### **2 Accounting policies (continued)**

##### **Revenue recognition**

Revenue is measured at the fair value of the consideration received or receivable and represents the amount receivable for goods supplied or services rendered, net of returns, discounts and rebates allowed by the company and value added taxes.

The company recognises income when it has fully fulfilled its contractual obligations. The company includes sales and purchase transactions related to variations under the original contract where the benefits and risks are retained by the company, within the financial statements as turnover and operating costs.

Where appropriate, income received under the PFI contract in respect of services provided during the operational phase of the contract is deferred to future periods in order to match those elements of income with the costs to which they relate. The turnover and cost of sales are recorded in the profit and loss account in the period in which the relevant costs are incurred.

Transactions to which the company does not have access to all the significant benefits and risks are excluded from the financial statements.

##### **Finance debtor and interest receivable**

The company has elected to take the exemption under FRS 102 paragraph 35.10 (i) to continue to apply its previous accounting treatment in respect of Service Concession Arrangements entered into prior to the date of transition to FRS 102. The costs incurred in constructing the assets have been treated as a finance debtor. This treatment arose from applying the guidance within previous UK GAAP which indicated that the project's principal agreements transfer substantially all the risks and rewards relating to the property to the customer.

The finance debtor represents the costs arising on the construction of the assets including initial tender costs. During asset construction, finance debtor interest income is recognised on an accruals basis and is capitalised within the finance debtor receivable. Once the project reached its operational phase and was accepted by the customer a constant proportion of the planned net revenue arising from the project was allocated to remunerate the finance debtor. Imputed interest receivable is allocated to the finance debtor using a property specific rate to generate a constant rate of return over the life of the contract. Over the course of the contract term the finance debtor is expected to be fully repaid.

##### **Tax**

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 is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis. Deferred tax assets are only recognised when it is considered more likely than not that there will be suitable taxable profits from which the future reversal of underlying timing differences can be deducted.

## **Leicester BSF Company 1 Limited**

### **Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)**

#### **2 Accounting policies (continued)**

##### **Cash and cash equivalents**

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

##### **Financial Instruments**

The company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

##### ***(i) Financial assets***

Basic financial assets, including trade and other receivables, finance debtors, cash and bank balances, 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 rate 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 loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks 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.

##### ***(ii) Financial liabilities***

Basic financial liabilities, including trade and other payables, bank loans, loans from fellow group companies and preference shares that are classified as debt, 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. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

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 method.

## **Leicester BSF Company 1 Limited**

### **Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)**

#### **2 Accounting policies (continued)**

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

##### ***(iii) Offsetting***

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

##### ***(iv) Derivatives and Hedging arrangements***

Derivatives, which may include interest rate swaps and RPI swaps, are not basic financial instruments.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or income as appropriate, unless they are included in hedging arrangements.

The company applies hedge accounting for transactions entered into to manage the cash flow exposures of borrowings. Interest rate swaps are held to manage the interest rate exposures and are designated as cash flow hedges of floating rate borrowings.

Changes in the fair values of derivatives designated as cash flow hedges, and which are effective, are recognised directly in equity. Any ineffectiveness in the hedging relationship (being the excess of the cumulative change in fair value of the hedging instrument since inception of the hedge over the cumulative change in the fair value of the hedged item since inception of the hedge) is recognised in the profit and loss account.

The gain or loss recognised in other comprehensive income is reclassified to the profit and loss account in the same period in which the hedged transaction is recognised in the profit and loss account or when the hedge relationship ends. Hedge accounting is discontinued when the hedging instrument expires, no longer meets the hedging criteria, the forecast transaction is no longer highly probable, the hedged debt instrument is derecognised or the hedging instrument is terminated.

##### **Share capital**

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

##### **Dividends**

Dividend distribution to the company's shareholders is recognised as a liability in the financial statements in the reporting period in which the dividends are declared.

##### **Exemptions for qualifying entities under FRS 102**

FRS 102 allows a qualifying entity certain disclosure exemptions. These exemptions are:

- (i) the requirement to prepare a statement of cash flows;
- (ii) certain financial instrument disclosures providing equivalent disclosures are included in the consolidated financial statements of the group in which the entity is consolidated;
- (iii) the requirement to disclose related party transactions, with the members of the same group, that are wholly owned;



## Leicester BSF Company 1 Limited

### Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

#### 3 Critical accounting judgements and estimation uncertainty

Judgements, estimates and associated assumptions are based upon historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily available from other sources. Actual results may subsequently differ from these estimates.

The judgements, estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates made are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future periods.

Certain critical accounting judgements, adopted by management, in applying the company's accounting policies are described below:

##### Finance Debtor

The company has elected to continue to apply its previous accounting treatment in respect of service concession arrangements entered into prior to the date of transition to FRS 102. This has resulted in the measurement of the finance debtor being different from that which would have resulted had the requirements of FRS 102 Section 34 been fully adopted. The Accounting for service concession contracts and finance debtors requires estimation of service margins, finance debtors interest rates and associated amortisation profile which are based on the forecast results of the PFI contracts over the respective concession length. See notes 9 and 10 for the carrying value of the finance debtor.

##### Impairment of debtors

Management makes an estimate of the likely recoverable value of trade and other debtors by considering factors including the current credit rating, the ageing profile and the historic experience of the respective debtor. See note 9 for the carrying value of the debtors.

##### Treatment and Measurement of derivatives

The directors have adopted a policy of cash flow hedge accounting for derivative financial instruments and have assessed that the company's interest rate swaps meet the criteria for hedge accounting under FRS 102. This allows unrealised gains and losses to be deferred in a cash flow hedge reserve and only recognised through the profit and loss account at the same time as the hedged cash flows.

The derivative financial instruments are recognised at fair value. The measurement of fair value is based on estimates of future market interest and inflation rates and will therefore be subject to change. The company has used a third party expert to assist with valuing such instruments.

##### Taxation

The assessment of the tax charge may include uncertain tax positions where the tax treatment has not yet been agreed with the taxation authorities. Management make an estimate of the taxation charge for the period and the value of balances, with reference to legislation, discussions with taxation authorities, advice from taxation advisors, and the determination of similar taxation cases.

Deferred tax is recognised at tax rates that are expected to be applicable when the timing differences reverse, to the extent that such rates have been substantially enacted. Given the phased reduction in future tax rates in the UK, the deferred tax asset or liability recognised is therefore dependent upon an estimate of the timing of such reversals.

## Leicester BSF Company 1 Limited

### Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

#### 4 Turnover

The company has been engaged solely in continuing activities in a single class of business within the United Kingdom.

#### 5 Operating profit

The company had no employees, other than the directors, during the year (2015: none). The emoluments of the directors are paid by the controlling parties. The directors services to this company and to a number of fellow group companies are primarily of a non executive nature and their emoluments are deemed to be wholly attributable to the controlling parties. The controlling parties charged £52,915 (2015: £26,118) to the company in respect of these services.

The audit fee in respect of the company was £11,280 for the year (2015: £9,000). The company also bore the audit fees of other group undertakings during the year.

#### 6 Interest receivable and similar income

	2016 £	2015 £
Imputed interest receivable on finance debtor	2,593,462	2,663,561
Interest income on bank deposits	5,298	438
Other finance income	-	347
	<u>2,598,760</u>	<u>2,664,346</u>

#### 7 Interest payable and similar charges

	2016 £	2015 £
Interest on bank borrowings	515,800	525,823
Interest rate swap costs	1,555,494	1,628,881
Other finance costs	9,309	7,807
Interest payable on loans from group undertakings	541,402	539,923
	<u>2,622,005</u>	<u>2,702,434</u>

## Leicester BSF Company 1 Limited

### Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

#### 8 Taxation

##### (a) Tax expense included in profit or loss

	2016 £	2015 £
<b>Current taxation</b>		
UK corporation tax	-	165
UK corporation tax adjustment to prior periods	(165)	(70,000)
	<u>(165)</u>	<u>(69,835)</u>
<b>Deferred taxation</b>		
Arising from origination and reversal of timing differences	36,051	21,769
Arising from changes in tax rates and laws	4,233	-
Adjustment in respect of prior periods	157	-
Total deferred taxation	<u>40,441</u>	<u>21,769</u>
Tax on profit/(loss) on ordinary activities	<u>40,276</u>	<u>(48,066)</u>

##### (b) Tax relating to items recognised in other comprehensive income or equity

	2016 £	2015 £
<b>Deferred tax</b>		
Arising from origination and reversal of timing differences	(19,122)	(888,770)
Arising from changes in tax rates and laws	246,327	-
Total tax expense/(income) included in other comprehensive income	<u>227,205</u>	<u>(888,770)</u>

##### (c) Reconciliation of tax charge

The tax on profit before tax for the year is higher than the standard rate of corporation tax in the UK (2015: lower than the standard rate of corporation tax in the UK) of 20% (2015: 21%).

The differences are reconciled below:

	2016 £	2015 £
Profit before tax	<u>200,286</u>	<u>109,627</u>
Corporation tax at standard rate	40,057	23,022
Arising from change in tax rates and laws	227	(1,088)
Adjustment for prior periods	(8)	(70,000)
Total tax charge/(credit)	<u>40,276</u>	<u>(48,066)</u>

## Leicester BSF Company 1 Limited

### Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

#### 8 Taxation (continued)

##### (d) Tax rate changes

A change to the UK corporation tax rate was announced in the Chancellor's Budget on 16 March 2016. The change announced is to reduce the main rate to 17% from 1 April 2020. Changes to reduce the UK corporation tax rate to 19% from 1 April 2017 and to 18% from 1 April 2020 had already been substantively enacted on 26 October 2015.

As the change to 17% had not been substantively enacted at the balance sheet date its effects are not included in these financial statements. The overall effect of that change, if it had applied to the deferred tax balance at the balance sheet date, would be to reduce the deferred tax asset by an additional £124,000.

In the March 2016 Budget the Government announced that from 1 April 2017 the amount of taxable profits that can be offset with carried forward tax losses will be restricted to 50% of those profits. As the proposed changes had not been substantively enacted at the balance sheet date their effects are not included in these financial statements. It is not possible to accurately quantify what the effect of those proposed changes would be on these financial statements as no detailed rules have yet been published by the Government.

#### 9 Debtors: Amounts falling due within one year

	2016 £	2015 £
Trade debtors	801,079	618,897
Finance debtor	1,227,956	1,153,320
Deferred tax	2,040	42,481
Prepayments and accrued income	43,669	53,808
	<u>2,074,744</u>	<u>1,868,506</u>

#### 10 Debtors: Amounts falling due after more than one year

	2016 £	2015 £
Finance debtor	39,081,362	40,309,318
Deferred tax assets	<u>2,236,065</u>	<u>2,463,270</u>
	<u>41,317,427</u>	<u>42,772,588</u>

#### 11 Deferred tax asset

	Deferred tax £
At 1 April 2015	2,505,751
Additions dealt with in profit or loss	(40,441)
Additions dealt with in other comprehensive income	<u>(227,205)</u>
At 31 March 2016	<u>2,238,105</u>

The provision for deferred tax consists of the following deferred tax assets:

## Leicester BSF Company 1 Limited

### Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

#### 11 Deferred tax asset (continued)

	2016 £	2015 £
Tax losses recognised	2,040	42,481
Fair value movements on financial instruments	2,236,065	2,463,270
	<u>2,238,105</u>	<u>2,505,751</u>

The net deferred tax asset expected to reverse in the next 12 months is £2,040. This primarily relates to utilisation of tax losses.

#### 12 Creditors

	Note	2016 £	2015 £
<b>Due within one year</b>			
Senior debt	13	1,082,775	2,703,233
Trade creditors		658,770	556,770
Amounts owed to group undertakings	16	-	269,222
Other taxation and social security		272,491	237,497
Accruals and deferred income		1,701,815	1,527,254
Corporation tax liability	8	-	165
		<u>3,715,851</u>	<u>5,294,141</u>
<b>Due after one year</b>			
Senior debt	13	33,408,868	34,495,206
Subordinated debt	13	4,153,250	4,153,250
Accruals and deferred income		3,831,319	3,259,815
Derivative financial instruments		12,422,581	12,316,350
		<u>53,816,018</u>	<u>54,224,621</u>

#### 13 Loans and borrowings

	2016 £	2015 £
<b>Loans and borrowings falling due within one year</b>		
Senior debt	<u>1,082,775</u>	<u>2,703,233</u>
<b>Loans and borrowings falling due between one and five years</b>		
Senior debt	<u>5,020,571</u>	<u>4,627,972</u>

## Leicester BSF Company 1 Limited

### Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

#### 13 Loans and borrowings (continued)

	2016 £	2015 £
<b>Loans and borrowings falling due after more than five years</b>		
Senior debt	28,388,298	29,863,831
Subordinated debt	<u>4,153,251</u>	<u>4,153,251</u>
	<u>32,541,549</u>	<u>34,017,082</u>

The bank loan is repayable in bi-annual instalments ending in March 2033. The interest rate is floating and through an interest rate swap is fixed at 5.77%.

The subordinated debt loan is repayable over 4 years commencing in September 2032. The loan is unsecured and currently bears an interest rate of 13% p.a.

The bank loan is secured by a floating charge over the assets of Leicester BSF Company 1 Limited, an assignment of the Project Accounts, the contract rights and a fixed charge in respect of the hedging agreement of the company. In addition the bank holds a Parent Security Agreement incorporating a floating charge over the assets of Leicester BSF Holdings Company 1 Limited. Under the agreement the parent company pledges as security its interest in the shares and shareholder loans.

#### 14 Share capital

##### Allotted, called up and fully paid shares

	2016		2015	
	No.	£	No.	£
Ordinary shares of £1 each	<u>100,000</u>	<u>100,000</u>	<u>100,000</u>	<u>100,000</u>

#### 15 Dividends

	2016 £	2015 £
Dividends paid of £1.06 (2015: £nil) per ordinary share	<u>106,300</u>	<u>-</u>

#### 16 Related party transactions

As a wholly owned subsidiary of Semperian PPP Investment Partners Holdings Limited, the company has taken advantage of the exemption under FRS 102 - paragraph 33.1A of the requirement to disclose transactions between it and other group companies.

## Leicester BSF Company 1 Limited

### Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

#### 17 Financial instruments

##### Fair value of derivatives used for hedging in the Balance Sheet

	2016 £	2015 £
Creditors: due after one year - Fair value of swaps	(12,422,581)	(12,316,350)
Net Fair value of swaps in the Balance Sheet	(12,422,581)	(12,316,350)

##### Movement in Fair value of derivatives used for hedging

	2016 £	2015 £
Recognised through Other Comprehensive Income	(106,231)	(4,443,852)
	(106,231)	(4,443,852)

The company has entered into an interest rate swap to receive interest at LIBOR and pay interest at a fixed 5.77%. The swap is based on an original principal amount of £43,181,449, which reduces in line with the principal amount of the company's sterling Senior loan facilities, and matures in 2033 on the same date as the Senior loans.

The instrument is used to hedge the company's exposure to interest rate movements on the Senior loan facility. The fair value of the interest rate swap is £12,422,581 (2015: £12,316,350).

Cash flows on both the loan and the interest rate swaps are paid quarterly until 2033. During 2016, a hedging loss of £1,661,725 (2015: £6,072,733 loss) was recognised in other comprehensive income for changes in the fair value of the interest rate swap and £1,555,494 (2015: £1,628,881) was reclassified from the hedge reserve to profit and loss within interest payable.

All other amounts owed to or owed by group undertakings are interest free, unsecured and have no fixed repayment date but are regarded as long term in nature.

#### 18 Parent and ultimate parent undertaking

The company's immediate parent is Leicester BSF Holdings Company 1 Limited, incorporated in England and Wales.

The ultimate parent and controlling party is Semperian PPP Investment Partners Holdings Limited, incorporated in Jersey. The smallest group and largest group to consolidate these financial statements is Semperian PPP Investment Partners Holdings Limited.

These financial statements are available upon request from the Company Secretary at Third Floor, Broad Quay House, Prince Street, Bristol, BS1 4DJ.

## Leicester BSF Company 1 Limited

### Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

#### 19 Transition to FRS 102

This is the first year that the company has presented its results under FRS 102. The last financial statements under the UK GAAP were for the year ended 31 March 2015. The date of transition to FRS 102 was 1 April 2014. There were no adjustments to the company profit and loss account for the year ended 31 March 2015 on transition to FRS 102. Accordingly, no reconciliation of the profit and loss account is presented.

#### Balance Sheet at 1 April 2014

	As originally reported £	Remeasurement/ reclassification £	As restated £
<b>Current assets</b>			
Debtors: Amounts falling due within one year	1,671,434	-	1,671,434
Debtors: Amounts falling due after more than one year	41,462,638	1,574,500	43,037,138
Cash at bank and in hand	2,596,019	-	2,596,019
	45,730,091	1,574,500	47,304,591
Creditors: Amounts falling due within one year	(3,445,608)	-	(3,445,608)
Total assets less current liabilities	42,284,483	1,574,500	43,858,983
Creditors: Amounts falling due after more than one year	(42,352,175)	(7,872,498)	(50,224,673)
Net liabilities	(67,692)	(6,297,998)	(6,365,690)
<b>Capital and reserves</b>			
Called up share capital	100,000	-	100,000
Retained earnings	(167,692)	-	(167,692)
Cash flow hedge reserve	-	(6,297,998)	(6,297,998)
Total equity	(67,692)	(6,297,998)	(6,365,690)



## Leicester BSF Company 1 Limited

### Notes to the Financial Statements for the Year Ended 31 March 2016 (continued)

#### 19 Transition to FRS 102 (continued)

##### Balance Sheet at 31 March 2015

	As originally reported £	Remeasurement/ reclassification £	As restated £
<b>Current assets</b>			
Debtors: Amounts falling due within one year	1,868,506	-	1,868,506
Debtors: Amounts falling due after more than one year	40,309,318	2,463,270	42,772,588
Cash at bank and in hand	5,114,586	-	5,114,586
	47,292,410	2,463,270	49,755,680
Creditors: Amounts falling due within one year	(5,294,141)	-	(5,294,141)
Total assets less current liabilities	41,998,269	2,463,270	44,461,539
Creditors: Amounts falling due after more than one year	(41,908,271)	(12,316,350)	(54,224,621)
Net assets/(liabilities)	89,998	(9,853,080)	(9,763,082)
<b>Capital and reserves</b>			
Called up share capital	100,000	-	100,000
Retained earnings	(10,002)	-	(10,002)
Cash flow hedge reserve	-	(9,853,080)	(9,853,080)
Total equity	89,998	(9,853,080)	(9,763,082)

Derivative financial instruments - FRS 102 requires derivative financial instruments to be recognised at fair value. Previously under UK GAAP the company did not recognise these instruments in the financial statements. The adjustments including the deferred tax thereon, are shown above.