

Semperian PPP Investment Partners Limited

Annual report and financial statements

for the year ended 31 March 2012

Registration Number: 6335776

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# **Semperian PPP Investment Partners Limited**

## **Annual report and financial statements for the year ended 31 March 2012**

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# **Semperian PPP Investment Partners Limited**

Registration Number: 6335776

## **Directors' report for the year ended 31 March 2012**

The directors submit their annual report and the audited financial statements of Semperian PPP Investment Partnership Limited ("the Company") for the year ended 31 March 2012

### **Principal activities and review of business**

The principal activity of the Company is to hold investments in undertakings engaged in the development and funding of investment opportunities in Private Finance Initiative markets

The level of business, year end financial position and future prospects are in line with expectations

### **Principal risks and uncertainties**

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of the Semperian PPP Investment Partners Holdings Limited group of companies ("the group") and are not managed separately. Accordingly, the principal risks and uncertainties of Semperian PPP Investment Partners Holdings Limited, which include those of the Company, are discussed in the Semperian PPP Investment Partners Holdings Limited consolidated report and financial statements which does not form part of this report

### **Going concern**

As at 31 March 2012, the Company was in a net liability position of £56,045,000 (2011 £55,337,000). Accordingly, the directors have made an assessment as to the entity's ability to continue on a going concern basis

The directors have reviewed the Company's projected profits and cash flows by reference to a financial model. Having examined the current status of the Company's fixed asset investments and likely developments in the foreseeable future, and taking into account of the ability of its fixed asset investments to pay dividends, interest and other fees, if required, the directors of the Company have a reasonable expectation that the Company will be able to settle its liabilities as they fall due and accordingly the financial statements have been prepared on a going concern basis

### **Results and dividends**

The result for the year under review is in line with expectations and is set out in the profit and loss account

The directors do not recommend the payment of a dividend (2011 £nil)

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

Given the nature of the business, the Company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business

### **Directors**

The directors of the Company during the year and subsequently were

A E Birch

J M Simpson (Appointed 31 March 2012)

A C M Rhodes

D J Ellis (Resigned 31 March 2012)

**Semperian PPP Investment Partners Limited**  
**Registration Number: 6335776**

**Directors' report**  
**for the year ended 31 March 2012 (continued)**

**Statement of disclosure of information to auditors**

In the case of each director in office at the date the directors' report is approved, so far as the directors are aware, there is no relevant audit information of which the Company's auditors are unaware; and they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information, and to establish that the Company's auditors are aware of that information

**Directors' responsibilities statement**

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 year. In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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

**Auditors**

The auditors, PricewaterhouseCoopers LLP have indicated their willingness to continue in office.

**By order of the board**



Kim Clear  
Company Secretary

29 August 2012

## **Independent auditors' report to the members of Semperian PPP Investment Partners Limited**

We have audited the financial statements of Semperian PPP Investment Partners Limited for the year ended 31 March 2012, which comprise of a profit and loss account, balance sheet and related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

### **Respective responsibilities of directors and auditors**

As explained more fully in the directors' responsibilities statement set out on page 2 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 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.

### **Scope of the audit of the financial statements**

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. In addition, we read all the financial and non-financial information in the annual report and financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatement or inconsistencies we consider the implications for our report.

### **Opinion on financial statements**

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 March 2012 and of its loss 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

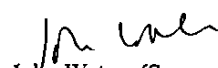
### **Opinion on other matter**

In our opinion the information given in the Directors' Report for the financial year for which 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.

  
John Waters (Senior Statutory Auditor)  
For and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Registered Auditors  
London

Date. 29 August 2012

## **Semperian PPP Investment Partners Limited**

### **Profit and loss account for the year ended 31 March 2012**

	Note	Year ended 31 March 2012 £000's	Year ended 31 March 2011 £000's
Turnover	2	69,544	60,676
Gross profit		69,544	60,676
Administrative expenses		(11,500)	(8,398)
Operating profit	3	58,044	52,278
Interest receivable and similar income	4	4,205	682
Interest payable and similar charges	5	(66,291)	(66,210)
Loss on ordinary activities before taxation		(4,042)	(13,250)
Tax on loss on ordinary activities	6	3,334	2,651
Loss for the financial year	14	(708)	(10,599)

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

There is no material difference between the loss for the year as shown in the profit and loss account and its historical cost equivalent

The Company has no recognised gains and losses other than those included in the profit and loss account above and therefore no separate statement of total recognised gains and losses has been presented

The movements on reserves are shown in note 14 to the financial statements

# Semperian PPP Investment Partners Limited

## Balance sheet as at 31 March 2012

	Note	31 March 2012 £000's	31 March 2011 £000's
<b>Fixed assets</b>			
Investments	7	1,135,007	1,189,770
<b>Current assets</b>			
Debtors amounts falling due within one year	8	38,566	24,898
Debtors amounts falling due after more than one year	9	844	1,205
Cash at bank	10	64,949	45,618
<b>Creditors: amounts falling due within one year</b>	11	<b>(33,243)</b>	<b>(27,843)</b>
<b>Net current assets</b>		<b>71,116</b>	<b>43,878</b>
<b>Total assets less current liabilities</b>		<b>1,206,123</b>	<b>1,233,648</b>
<b>Creditors: amounts falling due after more than one year</b>	12	<b>(1,262,168)</b>	<b>(1,288,985)</b>
<b>Net liabilities</b>		<b>(56,045)</b>	<b>(55,337)</b>
<b>Capital and reserves</b>			
Called up share capital	13	-	-
Profit and loss reserve	14	(56,045)	(55,337)
<b>Total shareholders' deficit</b>		<b>(56,045)</b>	<b>(55,337)</b>

The financial statements on pages 4 to 16 were approved by the board of directors on

29 August 2012 and signed on its behalf by



Director

JONATHAN SIMPSON

# **Semperian PPP Investment Partners Limited**

## **Notes to the financial statements for the year ended 31 March 2012**

### **1. Principal accounting policies**

A summary of the Company's principal accounting policies, which have been consistently applied, is set out below

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

The financial statements have been prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting and financial reporting standards in the United Kingdom

#### **Consolidated financial statements**

The financial statements contain information about Semperian PPP Investment Partners Limited as an individual company and do not contain consolidated financial information as the parent of a group. The Company is exempt from the requirement to prepare consolidated financial statements, under section 401 of the Companies Act 2006, as its results are included in the consolidated financial statements of Semperian PPP Investment Partners Holdings Limited

#### **Cash flow statement**

Under Financial Reporting Standard 1 (revised 1996) the Company is exempt from the requirement to prepare a cash flow statement on the grounds that the Company's ultimate parent undertaking, Semperian PPP Investment Partners Holdings Limited, prepares a consolidated cash flow statement, in which the Company's cash flows are included

#### **Turnover**

Turnover, which excludes value added tax, includes management fee income, recharge income and interest receivable from subordinated debt. Interest receivable from subordinated debt investments is included in income on an accruals basis

#### **Interest**

Interest is recognised on an accruals basis

#### **Fixed asset investments**

Investments in equity and subordinated loans are stated at cost less an appropriate provision to reflect any impairment in the value of the investments. Premiums and discounts on subordinated loan investments have been amortised over the life of the loan to give a constant effective finance rate. Repayments of loans have been disclosed as disposals of fixed asset investments

#### **Impairment**

Fixed asset investments are subject to impairment review if events or changes in circumstances occur which indicate that the carrying amount of the fixed asset may not be fully recoverable. An impairment review comprises a comparison of the carrying amount of the fixed asset with its recoverable amount, which is the higher of net realisable value and value in use

Net realisable value is calculated by reference to the amount at which the asset could be disposed of. Value in use is calculated by discounting the expected future cash flows obtainable as a result of the assets continued use, including those resulting from its ultimate disposal, at a market based discount rate on a pre-tax basis. The carrying values of fixed assets are written down by the amount of any impairment and this loss is recognised in the profit and loss account in the year in which it occurs

#### **Debt issue costs**

Debt issue costs incurred have been capitalised into the related debt and will be charged to the profit and loss account at a constant rate on the carrying value of the debt

# Semperian PPP Investment Partners Limited

## Notes to the financial statements for the year ended 31 March 2012 (continued)

### 1. Principal accounting policies (continued)

#### Taxation

Current tax, including United Kingdom corporation tax, is provided at amounts expected to be paid or recovered using the tax rates and laws that have been enacted or substantially enacted at the balance sheet date.

Deferred tax is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion in income and expenditure in tax computations in periods different from those in which they are included in the financial statements.

Deferred tax assets are recognised to the extent that it is regarded more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

#### Foreign currencies

Transactions in overseas currencies are translated at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are retranslated at the exchange rates ruling at the balance sheet date and any exchange differences arising are taken to the profit and loss account.

#### Going concern

As at 31 March 2012, the Company was in a net liability position of £56,045,170 (2011: £55,337,000). Accordingly, the directors have made an assessment as to the entity's ability to continue on a going concern basis.

The directors have reviewed the Company's projected profits and cash flows by reference to a financial model. Having examined the current status of the Company's fixed asset investments and likely developments in the foreseeable future, and taking into account of the ability of its fixed asset investments to pay dividends, interest and other fees, if required, the directors of the Company have a reasonable expectation that the Company will be able to settle its liabilities as they fall due and accordingly the financial statements have been prepared on a going concern basis.

### 2. Turnover

	Year ended 31 March 2012 £000's	Year ended 31 March 2011 £000's
Interest receivable from fixed asset investments	59,892	60,676
Management fee income	9,652	-
	69,544	60,676

## Semperian PPP Investment Partners Limited

### Notes to the financial statements for the year ended 31 March 2012 (continued)

#### 3. Operating profit

	Year ended 31 March 2012 £000's	Year ended 31 March 2011 £000's
Operating profit is stated after charging:		
Advisory fees	11,171	6,886
Amortisation on loan premium	(5)	1,121

The audit fee has been borne on the Company's behalf by a related company, Semperian Capital Management Limited, for which no recharge has been made during the current or previous year

The remuneration of the directors is paid by a group undertaking and their services to the Company are of a non-executive nature and their emoluments are deemed to be wholly attributable to their services to the group. The Company has not been charged in respect of these services during the current or previous year as they are deemed to be of negligible value.

The advisory fee figure comprises a regular advisory fee of £6,771,080 and a £4,400,000 Long term incentive fee.

No amortisation has been charged on the Semperian Senior Funding premium due to a change in the repayment profile.

The Company had no employees during the current or previous year.

#### 4. Interest receivable and similar income

	Year ended 31 March 2012 £000's	Year ended 31 March 2011 £000's
Interest receivable on cash at bank	143	39
Foreign exchange gain on euro denominated loans	4,062	643
	4,205	682

## Semperian PPP Investment Partners Limited

### Notes to the financial statements for the year ended 31 March 2012 (continued)

#### 5. Interest payable and similar charges

	Year ended 31 March 2012 £000's	Year ended 31 March 2011 £000's
Loan interest payable to group undertakings	28,656	28,457
Other loan interest payable	37,338	37,456
Amortisation of loan issue costs	297	297
	66,291	66,210

#### 6. Tax on loss on ordinary activities

	Year ended 31 March 2012 £000's	Year ended 31 March 2011 £000's
<b>a) Analysis of tax credit for the year</b>		
<b>Current tax:</b>		
Current year	(656)	(3,131)
Group relief claim for prior periods	-	480
Adjustment in respect of prior periods	(2,678)	-
<b>Tax credit on loss on ordinary activities</b>	<b>(3,334)</b>	<b>(2,651)</b>

## Semperian PPP Investment Partners Limited

### Notes to the financial statements for the year ended 31 March 2012 (continued)

#### 6. Taxation on loss on ordinary activities (continued)

##### b) Factors affecting the tax credit:

The tax assessed for the year is lower (year ended 31 March 2011 higher) than the standard rate of corporation tax in the UK of 26% (year ended 31 March 2011 28%). The differences are explained below

	Year ended 31 March 2012 £000's	Year ended 31 March 2011 £000's
Loss on ordinary activities before taxation	(4,043)	(13,250)
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 26% (year ended 31 March 2011 28%)	(1,051)	(3,710)
Effects of		
Non-taxable income	-	-
Group Relief at nil value	-	355
Tax losses not utilised	395	224
Adjustment in respect of prior periods	(225)	480
Prior periods' tax losses utilised	(1,334)	-
Capital loss utilised	(1,119)	-
<b>Current tax credit for the year</b>	<b>(3,334)</b>	<b>(2,651)</b>

##### c) Factors that may affect future tax charges

A deferred tax asset of £2,442k (2011 £10,563k) in respect of available tax losses has not been recognised as at 31 March 2012. Given the timing of future profits it is not considered appropriate to recognise the deferred tax asset at this time.

The current tax charge will continue to be affected by timing differences, although these timing differences will have an opposite impact on the deferred tax charge so there should be no overall impact on the tax charge.

The Finance Act 2011, which received Royal Assent on 19 July 2011, included legislation to reduce the main rate of corporation tax from 26% to 25%, effective from 1 April 2012.

Further reductions to the main rate of corporation tax were also announced in the March 2012 Budget. A resolution passed by Parliament on 26 March 2012 reduced the main rate of corporation tax to 24% from 1 April 2012. This reduction replaces the decrease to 25% previously enacted in Finance Act 2011. Furthermore, legislation to reduce the main rate of corporation tax from 24% to 23% from 1 April 2013 has been included in the Finance Act 2012. A further reduction to the main rate is also proposed to reduce the rate to 22% from 1 April 2014. These changes had not been substantively enacted at the balance sheet date and, therefore, are not recognised in these financial statements.

# Semperian PPP Investment Partners Limited

## Notes to the financial statements for the year ended 31 March 2012 (continued)

### 7. Fixed asset investments

	Equity investments £000's	Subordinated Loan Notes £000's	Total £000's
<b>Cost:</b>			
Beginning of the year	37,577	1,154,325	1,191,902
Additions	-	6,200	6,200
Disposals and repayments	-	(60,968)	(60,968)
<b>At 31 March 2012</b>	<b>37,577</b>	<b>1,099,557</b>	<b>1,137,134</b>
<b>Amortisation:</b>			
Beginning of the year	-	(2,132)	(2,132)
Amortisation charge	-	5	5
<b>At 31 March 2012</b>	<b>-</b>	<b>(2,127)</b>	<b>(2,127)</b>
<b>Net book value:</b>			
<b>At 31 March 2012</b>	<b>37,577</b>	<b>1,097,430</b>	<b>1,135,007</b>
At 31 March 2011	37,577	1,152,193	1,189,770

The Company holds investments in the following undertakings incorporated in the United Kingdom.

Directly held subsidiaries	Nature of business	Percentage of ordinary shares held
PFI Investments Limited	Intermediate investment holding company	100%
Semperian (Community Health) Limited	Intermediate investment holding company	100%
Semperian PPP Investment Partners No. 2 Limited	Intermediate investment holding company	100%

A full list of subsidiary undertakings is available upon request

## **Semperian PPP Investment Partners Limited**

### **Notes to the financial statements for the year ended 31 March 2012 (continued)**

#### **8. Debtors: amounts falling due within one year**

	<b>31 March 2012 £000's</b>	<b>31 March 2011 £000's</b>
Amounts due from group undertakings	1,980	52
Group relief receivable	7,295	3,139
Accrued interest receivable from group undertakings	29,152	21,707
Trade and other debtors	139	-
	<b>38,566</b>	<b>24,898</b>

Amounts owed by group undertakings are unsecured, interest free and are repayable on demand.

Accrued interest receivable owed by group undertakings is on balances recorded as subordinated debt investments

#### **9. Debtors: amounts falling due after more than one year**

	<b>31 March 2012 £000's</b>	<b>31 March 2011 £000's</b>
Accrued income	844	1,205

Accrued income consists of interest receivable owed by PFI investments Limited, a wholly owned subsidiary of Semperian PPP Investment Partners Holdings Limited

#### **10. Cash**

	<b>31 March 2012 £000's</b>	<b>31 March 2011 £000's</b>
Cash at bank	45,757	45,618
Cash on short-term deposit held by group undertaking	19,192	-
	<b>64,949</b>	<b>45,618</b>

At 31 March 2012, the company had a total of £19,192,153 held and placed on deposit on its behalf by Semperian PPP Investment Partners Group Limited

## Semperian PPP Investment Partners Limited

### Notes to the financial statements for the year ended 31 March 2012 (continued)

#### 11. Creditors: amounts falling due within one year

	31 March 2012 £000's	31 March 2011 £000's
Amounts due to group undertakings	43	190
Accrued interest payable to group undertakings	14,424	14,322
Accrued interest payable to external lenders	6,920	8,984
Group relief payable	5,163	3,031
Trade and other creditors	4,428	266
Shareholder loans	2,265	1,050
	33,243	27,843

Amounts owed to group undertakings are unsecured, interest free and are repayable on demand.

Accrued interest payable to group undertakings is on loan stock due after more than one year

#### Shareholder loans

On 31 March 2011, the Company entered into a £400,000 shareholder loan agreement facility with Baglan Moor Healthcare Plc. The balance at the end of the year was £400,000 (2011: £400,000) and the loan is due for repayment on 31 March 2012 with interest charged at the United Kingdom 12 month LIBOR. The loan expired on 31 March 2012 and was redrawn for a period of 12 months to 31 March 2013.

On 31 March 2011, the Company entered into a £650,000 shareholder loan agreement facility with Dantre PFI Project Company Limited. The balance at the end of the year was £554,937 (2011: £650,000) and the loan is due for repayment on 31 March 2012 with interest charged at 4% p a. The loan expired on 31 March 2012 and was redrawn for a period of 12 months to 31 March 2013.

On 27 September 2011, the Company entered into a £350,000 shareholder loan agreement facility with Epping PPP Maintenance (Health) Services Limited. The balance at the end of the year was £310,000 and the loan is due for repayment on 30 September 2012 with interest charged at the United Kingdom 12 month LIBOR.

On 27 September 2011, the Company entered into a £1,000,000 shareholder loan agreement facility with First Priorities PPP Health Services Limited. The balance at the end of the year was £1,000,000 and the loan is due for repayment on 30 September 2012 with interest charged at the United Kingdom 12 month LIBOR.

# Semperian PPP Investment Partners Limited

## Notes to the financial statements for the year ended 31 March 2012 (continued)

### 12. Creditors: amounts falling due after more than one year

	31 March 2012 £000's	31 March 2011 £000's
Loan facilities drawn	614,857	616,639
Subordinated debt	647,311	667,772
Shareholder loans	-	4,574
	<b>1,262,168</b>	<b>1,288,985</b>

#### Loan Facilities

A multicurrency term and letter of credit facility agreement was entered into on 9 November 2007 jointly (50% each) with Bank of Scotland plc and Lloyds TSB Bank plc, borrowings from which were used to leverage the Group. The sterling loan bears interest at LIBOR payable at quarterly intervals. The first repayment commences 31 March 2015 and is due to be repaid by 31 March 2035. Sterling drawdowns from this facility during the year amounted to £1,733,236 (2011: £4,922,796). A repayment of £34,413 (2011: £12,200) was made during the year. At 31 March 2012, the balance of this facility outstanding, including amortised loan costs, was £503,929,779 (2011: £501,933,804).

The Euro facility bears interest at EURIBOR payable at quarterly intervals. The first repayment commences 31 March 2015 and is due to be repaid by 31 March 2035. No draw downs or repayments occurred during the year on the facility of €73,112,760. At 31 March 2012, the balance of this facility outstanding was £60,927,300 (2011: £64,704,793).

On 8 January 2009, the Company entered into a £50,000,000 term loan facility agreement with Land Securities Property Holdings Limited that was drawn down in full on 12 January 2009. This loan is due for repayment beginning 31 March 2015 with final repayment due 31 March 2035. Interest is charged at LIBOR plus 4%. At 31 March 2012, the balance of this facility outstanding was £50,000,000 (2011: £50,000,000).

#### Subordinated debt

On 14 December 2007, the company entered into a 7.25% coupon loan facility with Semperian PPP Investment Partners Holdings Limited, with a total available facility of £345,000,000, subsequently increased to £400,000,000 on 16 October 2009. On 31 March 2010, Semperian PPP Investment Partners Holdings Limited assigned this loan investment to Semperian PPP Investment Partners Group Limited. At 31 March 2012, the balance of this facility outstanding was £392,504,018 (2011: £392,504,018).

On 14 December 2007, the company entered into a zero coupon loan facility with Semperian PPP Investment Partners Holdings Limited, with a total available facility of £230,000,000, subsequently increased to £400,000,000 on 16 October 2009. On 31 March 2010, Semperian PPP Investment Partners Holdings Limited assigned this loan investment to Semperian PPP Investment Partners Group Limited. At 31 March 2012, the balance of this facility outstanding was £249,331,753 (2011: £269,453,840), after drawdowns of £3,400,000 (2011: £7,091,000) and repayments of £23,522,087 (2011: £20,600,458) were made during the year.

On 1 April 2009, the Company entered into a Euro loan agreement with Semperian PPP Investment Partners No 2 Limited, with a total available facility of €8,000,000. This loan is due for repayment by 31 March 2035 and interest is charged at UK base rate plus 1.5%. At 31 March 2012, the balance of this facility outstanding was £5,475,000 (2011: £5,814,159). Euro drawdowns from this facility during the year amounted to £nil (2011: £1,700,000) and there were no repayments (2011: £nil).

# Semperian PPP Investment Partners Limited

## Notes to the financial statements for the year ended 31 March 2012 (continued)

### 13. Called up share capital

	31 March 2012 £	31 March 2011 £
<b>Authorised:</b>		
100 Ordinary shares of £1 each	100	100
<b>Allotted, called up and fully paid:</b>		
1 Ordinary share of £1	1	1

### 14. Movement of total shareholder's deficit

	Share capital £000s	Profit and loss reserve £000s	Total shareholder's deficit £000s
At 1 April 2010	-	(44,738)	(44,738)
Loss for the year	-	(10,599)	(10,599)
At 31 March 2011	-	(55,337)	(55,337)
Loss for the year	-	(708)	(708)
At 31 March 2012	-	(56,045)	(56,045)

### 15. Related party disclosures

As a wholly owned subsidiary of Semperian PPP Investment Partners Holdings Limited, the Company has taken advantage of the exemption under Financial Reporting Standard No 8 of the requirement to disclose transactions between it and other group companies

## **Semperian PPP Investment Partners Limited**

### **Notes to the financial statements for the year ended 31 March 2012 (continued)**

#### **16. Commitments**

As at 31 March 2012 the Company had commitments to the value of £12.94m (2011: £13.3m)

The Company has issued letters of credit to cover individual obligations and guarantees. Details of the obligations and guarantees of the Group are shown below

- (i) A guarantee to cover the debt service reserve obligation to the value of £0.6m (2011: £0.6m) on the Gloucester project to design, construct, finance and operate hospital facilities at the Gloucestershire Royal Hospital
- (ii) Guarantees to cover the debt service reserve obligation to the value of £6.0m (2011: £6.0m) on the A1 road project to design, build, upgrade, finance and operate with the Secretary of State for Transport, a section of the A1 (M) in Yorkshire
- (iii) An obligation to subscribe for loan notes to the value of £1.34m (2011: £1.7m) on the Inverclyde project to design, construct, finance and operate two new primary schools and two new secondary schools on behalf of Inverclyde Council
- (iv) An obligation to cover group relief payments between 2017 and 2019 to the value of £5.0m (2011: £5.0m) on the UCLH project.

#### **17. Ultimate parent undertaking and controlling party**

The Company's immediate parent undertaking is Semperian PPP Investment Partners Group Limited a company registered in England and Wales. The ultimate parent undertaking and controlling party is Semperian PPP Investment Partners Holdings Limited which is registered in Jersey. The smallest and largest group to consolidate these financial statements is Semperian PPP Investment Partners Holdings Limited.

Consolidated financial statements for Semperian PPP Investment Partners Holdings Limited can be obtained from the Company Secretary at St Martins' House, 1 Gresham Street, London, EC2V 7BX.