

S&W TLP (PSP Three) Limited

Annual Report and Financial Statements
Registered No: 07796782

31 March 2017

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S&W TLP (PSP Three) Limited (Registered Number: 07796782)

Company Information
for the Year Ended 31 March 2017

DIRECTORS:

R W Driver
M G D Holden
A E Kinghorn

REGISTERED OFFICE:

12 Charles II Street
London
SW1Y 4QU

REGISTERED NUMBER:

07796782 (England and Wales)

INDEPENDENT AUDITORS:

PricewaterhouseCoopers LLP
Chartered Accountants and
Statutory Auditors
2 Glass Wharf
Bristol
BS2 0FR

SUBSIDIARY UNDERTAKING: S&W TLP (Hold Co Two) Limited

Strategic Report

For the year ended 31 March 2017

The directors present their strategic report on the group for the year ended 31 March 2017.

Principal activities and future developments

The Company acts as a holding company for its subsidiary S&W TLP (Hold Co Two) Limited. The principal activity of that subsidiary is the finance design refurbishment and operation of education facilities under the Government's Private Finance Initiative (PFI) for Salford City Council ("the Authority") which it carries out through its investment in its subsidiary S&W TLP (Project Co Two) Limited. Operational activities have continued throughout the year. No significant changes to the group's activities are anticipated in the foreseeable future.

A refinancing was executed during the year which has allowed the company to benefit from reduced borrowing costs in future periods. The savings will be shared with Salford City Council.

Key performance indicators (KPIs)

1. Performance deductions under the service contract

Financial penalties are levied by the Authority in the event of performance standards not being achieved according to detailed criteria set out in the Project Agreement. These deductions are passed on to the service provider but the quantum is an indication of unsatisfactory performance. In the year ended 31 March 2017, deductions of £297,032 (2016: £317,295) had been levied which represents 3% (2016: 3%) of revenue. The directors believe the performance for the year to be satisfactory.

2. Financial performance

The directors have modelled the anticipated financial outcome of the concession across its full term. The Directors monitor actual financial performance against this anticipated performance. As at 31 March 2017, the Group's performance against this measure was satisfactory.

Principal risks and uncertainties

The Authority is the sole client of the Group. The directors consider that no strategic risk arises from such a small client base since the Secretary of State for Education has underwritten the Authority's obligations under the Project Agreement.

Performance risk under the Project Agreement and related contracts are passed on to the service providers and to the building contractor. The obligations of these subcontractors are underwritten either by performance guarantees caused by banks or by parent Company guarantees.

The Group is exposed to financial risk through its financial assets and liabilities. The key financial risk is that the proceeds from financial assets are not sufficient to fund the obligations arising from liabilities as they fall due. The financial risks and the measures taken to mitigate them are detailed in the following section.

Financial Risk Management

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

Interest rate risk

The Group aims to manage exposure to interest rate fluctuations through a balance of fixed rate borrowings along with floating rate borrowings. The Group has also entered into swap contracts covering all of the debt projected to be drawn down which hedges the Group's interest rate exposure on bank loans.

Strategic Report (continued)
For the year ended 31 March 2017

Liquidity risk

Liquidity risk is the risk that the Group will not be able to meet its financial obligations as they fall due. The Group's financial obligations, including the repayment of its borrowings which are provided on a long-term basis, have been structured to be met from the income which, under normal operating conditions, will be earned from its long-term concession contract with the Authority.

Credit Risk

Although the Authority is the sole client of the Group, the directors are satisfied that the Authority will be able to fulfil its obligations under the Project Agreement as it is underwritten by the Secretary of State for Education.

Approval

This report was approved by the board on *10th October 2017* and signed on its behalf by:



W G D Holden
Director

46 Charles Street
Cardiff
CF10 2GE

Directors' Report

For the year ended 31 March 2017

The Directors present their annual report and audited consolidated financial statements for S&W TLP (PSP Three) Limited for the year ended 31 March 2017.

Principal activities

The principal activity of the Company is described within the strategic report.

Results and dividends

The results for the Group for the year are shown in the Consolidated Statement of Comprehensive Income on page 10 and include a one-off charge of £1,445,000 associated with refinancing one Senior debt.

The directors do not recommend the payment of a dividend in respect of the year ended 31 March 2017 (2016: nil).

Key performance indicators

Key performance indicators are discussed in the Strategic Report.

Principal risks and uncertainties

Principal risks and uncertainties including financial risk management are discussed in the Strategic Report.

Directors

The Directors of the Company who held office during the year and to the date of signing these financial statements are listed below:

R W Driver
M G D Holden
A E Kinghorn – appointed 15 August 2016

Going Concern

The financial statements have been prepared on a going concern basis, notwithstanding net liabilities of £13,000,000. These net liabilities relate primarily to the recognition of unrealised losses on interest rate swaps taken out to hedge one company's borrowings over the duration of the project. The directors have considered the forecasts and believe the future prospects of the company to be satisfactory, and therefore it remains appropriate to prepare the financial statements on a going concern basis.

Employees

The Company has no employees (2016: Nil)

Political and charitable contributions

The Company made no political or charitable contributions during the year (2016: £Nil).

Directors' Report (continued)
For the year ended 31 March 2017

Statement of Directors' Responsibilities

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

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 group and the company and of the profit or loss of the group for that period. In preparing each of the group and parent company financial statements, the directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and estimates that are reasonable and prudent;
- State whether FRS102 "The Financial Reporting Standard applicable is the UK and Republic of Ireland" has 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 Group 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 the Group 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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 each aware, there is no relevant audit information of which the Company's auditors are unaware; and
- The directors have taken all the steps that they ought to have taken as directors to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Independent Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and PricewaterhouseCoopers LLP will therefore continue in office.

Directors' Report (continued)
For the year ended 31 March 2017

Approval

This report was approved by the board on *10th October 2017* and signed on its behalf by:

A handwritten signature in black ink, consisting of several vertical strokes followed by a horizontal line extending to the right.

M G D Holden
Director

46 Charles Street
Cardiff
CF10 2GE

Independent Auditors' Report to the Members of S&W TLP (PSP Three) Limited

Report on the financial statements

Our Opinion

In our opinion, S&W TLP (PSP Three) Limited's group financial statements and parent company financial statements (the "financial statements"):

- give a true and fair view of the state of the group's and of the parent company's affairs as at 31 March 2017 and of the group's loss 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.

What we have audited

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

- the Consolidated and Company Balance Sheets as at 31 March 2017;
- the Consolidated Statement of Comprehensive Income for the year then ended;
- the Consolidated and Company Statement of Changes in Equity for the year then ended;
- 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 account 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, based on the work undertaken in the course of the audit:

- 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; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

In addition, in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Strategic Report and the Directors' Report. We have nothing to report in this respect.

Independent auditors' report to the members of S&W TLP (PSP Three) Limited (*continued*)

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 by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company 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.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of Directors' Responsibilities set out on page 5, 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 parent 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 involve

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 group's and the parent 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.

Independent auditors' report to the members of S&W TLP (PSP Three) Limited (*continued*)

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. With respect to the Strategic Report and Directors' Report, we consider whether those reports include the disclosures required by applicable legal requirements.



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

..... 11 October 2017

Consolidated Statement of Comprehensive Income
For the year ended 31 March 2017

	Note	2017 £000	2016 £000
Turnover	3	3,171	2,986
Cost of sales		(2,364)	(2,217)
Gross profit		807	769
Administrative expenses		(642)	(594)
Operating profit		165	175
Interest receivable and similar income	7	4,220	4,320
Interest payable and similar expenses	8	(5,648)	(4,628)
Loss before taxation	4	(1,263)	(133)
Tax on loss	9	193	27
Loss for the financial year		(1,070)	(106)
Other comprehensive (expense)/income			
Items that will or may be reclassified to profit or loss			
Effective portion of fair value changes in cash flow hedges	17	(1,300)	(1,308)
Tax recognised in relation to change in fair value cash flow hedges	9	97	13
Other comprehensive expense for the year		(1,203)	(1,295)
Total comprehensive expense for the year		(2,273)	(1,401)
Total comprehensive expense for the year is attributable to:			
Owners of the parent		(1,637)	(1,009)
Non-controlling interests		(636)	(392)
		(2,273)	(1,401)

The notes on pages 15 to 28 form an integral part of these financial statements.

Consolidated Balance Sheet

As at 31 March 2017

	Note	2017 £000	2016 £000
Current assets			
Debtors (including £75,785,000 (2016: £75,011,000) amounts falling due after more than one year)	11	78,094	80,341
Cash at bank and in hand		1,715	922
		79,809	81,263
Creditors: amounts falling due within one year	12	(6,353)	(5,872)
Total assets less current liabilities		73,456	75,391
Creditors: amounts falling due after more than one year	13	(86,456)	(86,118)
Net liabilities		(13,000)	(10,727)
Capital and reserves			
Called up share capital	16	7	7
Profit and loss account		(1,167)	(396)
Cash flow hedge reserve		(8,201)	(7,335)
Equity attributable to owners of the parent company		(9,361)	(7,724)
Non-controlling interests		(3,639)	(3,003)
Total equity		(13,000)	(10,727)

The notes on pages 15 to 28 form part of these financial statements.

The financial statements on pages 10 to 28 were approved by the Board of Directors on *10th October 2017* and signed on its behalf by:



W G D Holden
Director

46 Charles Street
Cardiff
CF10 2GE

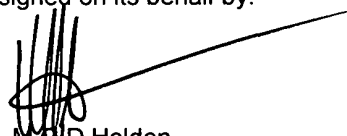
Company Balance Sheet

As at 31 March 2017

	Note	2017 £000	2016 £000
Fixed assets			
Investments	10	4,841	4,966
Current assets			
Debtors	11	-	298
Creditors: amounts falling due within one year	12	(83)	(379)
Total assets less current liabilities		4,758	4,885
Creditors: amounts falling due after more than one year	13	(4,751)	(4,878)
Net assets		7	7
Capital and reserves			
Called up share capital	16	7	7
Profit and loss account		-	-
Total equity		7	7

The notes on pages 15 to 28 form part of these financial statements.

The financial statements on pages 10 to 28 were approved by the Board of Directors on 10th October 2017 and signed on its behalf by:


M & D Holden
Director

46 Charles Street
Cardiff
CF10 2GE

Consolidated Statement of Changes in Equity
For the year ended 31 March 2017

	Attributable to owners of parent				Non-controlling interests £'000	Total Equity £'000
	Called up share capital £'000	Cash flow hedge reserve £'000	Profit and loss account £'000	Total £'000		
Balance at 1 April 2015	7	(6,402)	(320)	(6,715)	(2,611)	(9,326)
Total comprehensive expense for the year						
Loss for the financial year	-	-	(76)	(76)	(30)	(106)
Other comprehensive expense	-	(933)	-	(933)	(362)	(1,295)
	<u>-</u>	<u>(933)</u>	<u>-</u>	<u>(933)</u>	<u>(362)</u>	<u>(1,295)</u>
Total comprehensive expense for the year	-	(933)	(76)	(1,009)	(392)	(1,401)
	<u>-</u>	<u>(933)</u>	<u>(76)</u>	<u>(1,009)</u>	<u>(392)</u>	<u>(1,401)</u>
Balance at 31 March 2016	<u>7</u>	<u>(7,335)</u>	<u>(396)</u>	<u>(7,724)</u>	<u>(3,003)</u>	<u>(10,727)</u>

	Attributable to owners of parent				Non-controlling interests £'000	Total Equity £'000
	Called up share capital £'000	Cash flow hedge reserve £'000	Profit and loss account £'000	Total £'000		
Balance at 1 April 2016	7	(7,335)	(396)	(7,724)	(3,003)	(10,727)
Total comprehensive expense for the year						
Loss for the financial year	-	-	(771)	(771)	(299)	(1,070)
Other comprehensive expense	-	(866)	-	(866)	(337)	(1,203)
	<u>-</u>	<u>(866)</u>	<u>-</u>	<u>(866)</u>	<u>(337)</u>	<u>(1,203)</u>
Total comprehensive expense for the year	-	(866)	(771)	(1,637)	(636)	(2,273)
	<u>-</u>	<u>(866)</u>	<u>(771)</u>	<u>(1,637)</u>	<u>(636)</u>	<u>(2,273)</u>
Balance at 31 March 2017	<u>7</u>	<u>(8,201)</u>	<u>(1,167)</u>	<u>(9,361)</u>	<u>(3,639)</u>	<u>(13,000)</u>

Company Statement of Changes in Equity

For the year ended 31 March 2017

	Called up share capital £'000	Cash flow hedge reserve £'000	Profit and loss account £'000	Total Equity £'000
Balance at 1 April 2015	7	-	-	7
Total comprehensive income for the year				
Result for the financial year	-	-	-	-
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	-	-	-
Balance at 31 March 2016	7	-	-	7

	Called up share capital £'000	Cash flow hedge reserve £'000	Profit and loss account £'000	Total Equity £'000
Balance at 1 April 2016	7	-	-	7
Total comprehensive income for the year				
Result for the financial year	-	-	-	-
Other comprehensive income	-	-	-	-
Total comprehensive income for the year	-	-	-	-
Balance at 31 March 2017	7	-	-	7

Notes to the Financial Statements (forming part of the financial statements)

1 Accounting policies

S&W TLP (PSP Three) Limited (the "Company") is a company limited by shares and incorporated and domiciled in the UK. Its principal activity is to act as a holding company for its subsidiary, S&W TLP (Hold Co Two) Limited which in turn acts as a holding company for S&W TLP (Project Co Two) Limited. The principal activity of S&W TLP (Project Co Two) Limited is the finance, design and construction, refurbishment and operation of education facilities under the Government's Private Finance Initiative ("PFI") for Salford City Council ("the Authority").

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102")* as issued in August 2014 and the Companies Act 2006. The presentation currency of these financial statements is sterling.

The Company's parent undertaking, Infrastructure Investments Holdings Limited includes the Company in its consolidated financial statements which are available to the public and may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ. In these financial statements the company is considered to be a qualifying entity (for the purpose of this FRS 102) and has applied the exemptions available under FRS102 for the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to end of the period; and
- Cash Flow Statements and related notes.

The accounting policies set out below have, unless otherwise stated been applied consistently to all periods presented in these financial statements.

Judgements made by the directors in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 2.

1.1 Measurement convention

The financial statements are prepared on the historical cost basis except that the following assets and liabilities are stated at their fair value: derivative financial instruments.

Notes to the Financial Statements (*continued*)

1 Accounting policies (*continued*)

1.2 Going concern

The Directors have reviewed the Group's projected profits and cash flows by reference to a financial model covering accounting periods up to September 2038. Having examined the current status of the Group's principal contracts and likely developments in the foreseeable future, the Directors consider that the Group will be able to settle its liabilities as they fall due and accordingly the financial statements have been prepared on a going concern basis.

1.3 Classification of financial instruments issued by the group

In accordance with FRS 102.22 financial instruments issued by the Group are treated as equity only to the extent that they meet the following two conditions:

- (a) they include no contractual obligations upon the Group to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Group, and
- (b) where the instrument will or may be settled in the Group's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Group's own equity instruments or is a derivative that will be settled by the Group's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Group's own shares, the amount presented in these financial statements for called up share capital and share premium account exclude amount in relation to those shares.

1.4 Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method less any impairment losses in the case of trade debtors. If the arrangement constitutes a financing transaction, for example if payment is deferred beyond normal business terms, then it is measured at the present value of future payments discounted at a market rate of instrument for a similar debt instrument.

Interest-bearing borrowings classified as basic financial instruments.

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and call deposits.

Restricted cash

The Company is obliged to keep a separate cash reserve in respect of future major maintenance costs and financing cost. This restricted cash balance, which is shown on the balance sheet within the "cash at bank and in hand" balance amounts to £879,000 at the year end (2016: £649,000).

Notes to the Financial Statements (*continued*)

1 Accounting policies (*continued*)

1.5 Other financial instruments.

Financial Instruments not considered to be Basic financial instruments (Other financial instruments)

Other financial instruments not meeting the definition of Basic Financial Instruments are recognised initially at fair value. Subsequent to initial recognition other financial instruments are measured at fair value with changes recognised in profit or loss except as follows:

- hedging instruments in a designated hedging relationship shall be recognised as set out below,

Derivative financial instruments and hedging

Derivative financial instruments are recognised at fair value. The gain or loss on re-measurement to fair value is recognised immediately in profit or loss. However, where derivatives qualify for hedge accounting, recognition of any resultant gain or loss depends on the nature of the item being hedged (see below).

Cash flow hedges

The Group has entered into an interest rate swap and designated this as a hedge of a highly probable forecast transaction. The effective part of any gain or loss on the derivative financial instrument is recognised directly in Other comprehensive income. Any ineffective portion of the hedge is recognised immediately in profit or loss.

When a hedging instrument expires or is sold, terminated or exercised, or the entity discontinues designation of the hedge relationship but the hedged forecast transaction is still expected to occur, the cumulative gain or loss at that point remains in equity and is recognised in accordance with the above policy when the transaction occurs. If the hedged transaction is no longer expected to take place, the cumulative gain or loss recognised in equity is recognised in the income statement immediately.

1.6 Impairment excluding deferred tax assets

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying value and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying value and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date.

Interest on the impaired asset continued to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment is reversed through the profit or loss.

Notes to the Financial Statements (*continued*)

1 Accounting policies (*continued*)

1.7 Finance debtor and services income

The Group is an operator of a PFI contract. The underlying asset is not deemed to be an asset of the Group under old UK GAAP because the risks with rewards of ownership as set out in the standard are deemed to lie principally with Salford City Council. On adoption of FRS 102, the company took the exemption permitted by FRS 102 para 35.10(i) and continues to apply the old UK GAAP treatment for the services concession arrangement.

During the construction phase of the project, all attributable expenditure, excluding interest, was included in amounts recoverable on contracts and turnover. Upon becoming operational, the costs were transferred to the financial debtor. During the operational phase income is allocated between interest receivable and the finance debtor using a project specific interest rate. The remainder of the PFI unitary charge income is included within turnover in accordance with FRS 102 section 23. The Group recognises income in respect of the services provided as it fulfils its contractual obligations in respect of those services and in line with the fair value of the consideration receivable in respect of those services.

Major maintenance costs are recognised on an incurred basis and the revenue receivable in respect of these services is recognised when the services are performed.

1.8 Expenses

Interest receivable and Interest payable

Interest payable and similar charges include interest payable on borrowings and associated ongoing financing fees.

Other interest receivable and similar income include interest receivable on funds invested and interest recognised on the finance debtor based upon the finance debtor accounting policy above.

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method.

1.9 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences, which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

Notes to the Financial Statements (*continued*)

2 Critical accounting judgements and estimation uncertainty

The preparation of financial statements in conformity with FRS 102 requires management to make judgements estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The 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 on making judgements about carrying values of assets and liabilities that are not readily available from other sources. Actual results may differ from these estimates. The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates 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 in applying the Company's accounting policies are described below:

- Accounting for the service concession contract and finance debtors requires an estimation of service margins, finance debtor interest rates and associated amortisation profile which is based on forecasted results of the PFI contract.

3 Turnover

	2017 £000	2016 £000
Services income	3,171	2,986

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

4 Auditors' remuneration

	Group 2017 £000	Company 2017 £000	Group 2016 £000	Company 2016 £000
Audit of these financial statements and the financial statements of subsidiaries	14	3	14	1

Audit fees were borne by another group company.

5 Remuneration of directors

None of the directors received any emoluments from the Company (2016: £NIL).

6 Staff numbers and costs

The Company had no employees during the year under review (2016: NIL).

7 Interest receivable and similar income

	2017 £000	2016 £000
Finance debtor interest	4,217	4,314
Bank interest	3	6
	<u>4,220</u>	<u>4,320</u>

Notes to the Financial Statements (*continued*)

8 Interest payable and similar charges

	2017 £000	2016 £000
Interest on bank loans	3,332	3,690
Interest on subordinated debt	816	832
Amortisation of debt issue costs and refinancing charges	1,445	52
Other similar charges	55	54
	<u>5,648</u>	<u>4,628</u>

During the year, the company undertook a refinancing. The total expense recognised of £1,445,000 included previously deferred debt issue costs of £1,156,000 which were written off. New arrangement fees incurred have been deferred against the value of the new debt.

Of the above £816,000 (2016: £832,000) of subordinated debt noted above, £588,000 (2016: £599,000) was payable to group undertakings.

9 Tax on loss

	2017 £000	2016 £000
<i>Total tax expense recognised in the profit and loss account, other comprehensive income and equity</i>		
Current tax	-	-
Total current tax	-	-
Deferred tax (see note 15)		
Effect of change in future tax rate	21	-
Origination/reversal of timing differences	(253)	(27)
Prior year adjustment	39	-
Total deferred tax	<u>(193)</u>	<u>(27)</u>
Total tax	<u>(193)</u>	<u>(27)</u>

Reconciliation of effective tax rate

There are differences between the tax assessed for the year (2016: no differences) and the Standard rate of Corporation tax in the UK for the year ended 31 March 2017 of 20% (2016: 20%).

	2017 £000	2016 £000
Loss on ordinary activities before taxation	(1,263)	(133)
Expected tax using the UK Corporation tax rate of 20% (2016: 20%)	(253)	(27)
Effect of change in future tax rate	21	-
Prior year adjustment	39	-
Total tax credit included in profit or loss	<u>(193)</u>	<u>(27)</u>

Notes to the Financial Statements (*continued*)

9 Tax on loss (*continued*)

	Current Tax £'000	2017 Deferred Tax £'000	Total Tax £'000	Current Tax £'000	2016 Deferred Tax £'000	Total Tax £'000
Recognised in Profit and loss account	-	(193)	(193)	-	(27)	(27)
Recognised directly in equity	-	(97)	(97)	-	(13)	(13)
Total Tax	-	(290)	(290)	-	(40)	(40)

Factors that may affect future current and total tax charges

Reductions in the UK corporation tax rate from 20% to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2016 and an additional reduction to 17% (effective April 2020) was enacted on 6 September 2016. This will reduce the group's future current tax charge accordingly.

10 Investments

Company	Equity	Sub debt	Total
At 1 April 2016	7	4,959	4,966
Repayment of sub debt	-	(125)	(125)
At 31 March 2017	7	4,834	4,841

The sub-debt bears interest at 12% and is repayable in six monthly instalments over the period to 30 September 2038.

The undertakings in which one Company's interest at the year end is more than 20% are as follows:

Company	Country of registration or incorporation	Shares held	%
Directly held S&W TLP (Hold Co Two) Limited Registered office: 46 Charles Street, Cardiff CF10 2GE	England & Wales	7,200	72%
Indirectly held S&W TLP (Project Co Two) Limited Registered office: 46 Charles Street, Cardiff CF10 2GE	England & Wales	7,200	72%

Notes to the Financial Statements (*continued*)

11 Debtors

	2017 £000	2016 £000
Finance debtor	75,011	76,800
Trade debtors	120	932
Deferred tax asset (note 15)	2,665	2,375
Prepayments and accrued income	298	234
	78,094	80,341

Debtors include a financial debtor of £73,120,000 (2016: £75,011,000) and a deferred tax asset of £2,665,000 (2016: £1,883,000) due after more than one year.

12 Creditors: amounts falling due within one year

	2017 £000	2016 £000
Bank loans and overdrafts	2,059	1,998
Subordinated debt	115	113
Trade creditors	552	480
Other creditors	359	353
Accruals and deferred income	3,268	2,928
	6,353	5,872

Notes to the Financial Statements (*continued*)

13 Creditors: amounts falling due after more than one year

	2017 £000	2016 £000
Bank loans and overdrafts	61,385	62,048
Subordinated debt	6,599	6,775
Other financial instruments (note 17)	13,723	12,423
Accruals and deferred income	4,749	4,872
	86,456	86,118
 Analysis of debt:	 2017 £000	 2017 £000
Debt can be analysed as falling due:		
In one year or less, or on demand	2,174	2,111
- Between one and two years	2,179	2,098
- Between two and five years	5,961	6,706
- In five years or more	59,844	60,019
	70,158	70,934

Notes to the Financial Statements (*continued*)

14 Interest bearing loans and borrowings

This note provides information about the contractual terms of the Group's interest bearing loans and borrowings, which are measured at amortised cost.

	2017 £000	2016 £000
Creditors falling due more than one year		
Bank loan	61,385	62,048
Subordinated debt	6,599	6,775
Creditors falling due within less than one year		
Bank loan	2,059	1,998
Subordinated debt	115	113

During the year, the Company increased its bank borrowings by £1,070,000 following a refinancing. New arrangement fees of £715,000 have been capitalised against the value of the debt and will be amortised to give a constant effective interest rate over the life of the debt.

Included within Bank loan is an amount repayable after five years of £53,736,000 (2016: £54,858,000) and included within Subordinated debt are amounts repayable after five years of £6,108,000 (2016: £6,301,000) respectively.

Terms and debt repayment schedule

	Currency	Nominal interest rate	Year of Maturity	Repayment	2017 £000	2016 £000
Bank Loan	GBP	Libor + 3.187%	2038	Semi annual	64,143	65,186
Subordinated Debt	GBP	12%	2038	Semi annual	6,714	6,888

Bank loans are secured by fixed and floating charges over the assets of the Group. The Group has entered into swap contracts for the period 1 April 2014 to 31 March 2038 covering all of the debt projected to be drawn down which hedges the Group's interest rate exposure on bank loans. The bank loans are repayable in six monthly instalments commencing on 30 March 2009 and end on 31 March 2038. The facility is subject to certain financial and non-financial covenants.

Bank loans bear interest based on LIBOR plus a SWAP margin of 2.32% following the refinancing (LIBOR plus 3.187% prior to refinancing). This has been swapped to a fixed rate as disclosed on page 27.

The subordinated unsecured loan stock issued to the Group bears interest at 12% and is redeemable on 30 September 2038. The subordinated debt is repayable in six monthly instalments which commenced on 31 March 2014.

Notes to the Financial Statements (*continued*)

15 Deferred tax

The Group has accumulated gross tax losses of £1,953,000 (2016: £688,000) which have been carried forward and will be offset against future taxable profits. A deferred tax asset has been recognised for the tax losses.

Deferred tax is recognised on the revaluation of the interest rate swap held by the company. These are accounted for under cash flow hedges (see note 17).

Deferred tax is provided at 17% (2016: 18%) in the financial statements as follows:

	2017 £000	2016 £000
Tax losses	332	139
Deferred tax on revaluation of fair value of derivatives	2,333	2,236
	2,665	2,375

The deferred tax asset has been recognised on those tax losses which can be set off against future profits of the Company. The future profits of the Group have been estimated based on the forecasted cash flows and its estimated contractual rights and obligations as an operator of a Private Finance Initiative contract.

16 Called up share capital

Share capital

	2017 £000	2016 £000
<i>Allotted, called up and unpaid</i>		
7,200 (2016: 7,200) ordinary shares at £1 each	7	7

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

Cash flow hedging reserve

The hedging reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments related to hedged transactions that have not yet occurred.

Notes to the Financial Statements (*continued*)

17 Financial instruments

(a) *Carrying amount of financial instruments*

The carrying amounts of the financial assets and liabilities include:

	2017 £000	2016 £000
Assets measured at amortised cost		
- Finance debtor	75,011	76,800
- Trade debtors	120	932
	75,131	77,732
 Assets measured at cost less impairment		
- Cash and cash equivalents	1,715	922
	1,715	922
 Liabilities measured at amortised cost		
- Trade and other payables	(552)	(480)
- Bank loan	(63,444)	(64,046)
- Subordinated debt	(6,714)	(6,888)
	(70,710)	(71,414)
 Liabilities measured at fair value through profit and loss		
- Interest rate swap	(13,723)	(12,423)

(b) *Financial instruments measured at fair value*

Derivative financial instruments

The fair value of the interest rate swap is based on broker quotes. Those quotes are tested for reasonableness by discounting estimated future cash flows based on the terms and maturity of each contract and using market interest rates for a similar instrument at the measurement date.

Notes to the Financial Statements (*continued*)

17 Financial instruments (*continued*)

(c) *Hedge accounting*

The following table indicates the periods in which the cash flows associated with the cash flow hedging instrument are expected to occur as required by FRS 102 29(a) for the cash flow hedge accounting models and also the associated cash flow hedging instruments are expected to affect profit and loss.

2017					
	Carrying Amount £000	Within 1 year £000	Between 1-2 years £000	Between 2-5 years £000	5 years and over £000
Interest Rate Swap	13,723	1,991	1,989	8,598	1,145
	<u>13,723</u>	<u>1,991</u>	<u>1,989</u>	<u>8,598</u>	<u>1,145</u>
	<u>13,723</u>	<u>1,991</u>	<u>1,989</u>	<u>8,598</u>	<u>1,145</u>
2016					
	Carrying Amount £000	Within 1 year £000	Between 1-2 years £000	Between 2-5 years £000	5 years and over £000
Interest Rate Swap	12,423	1,959	1,991	8,432	41
	<u>12,423</u>	<u>1,959</u>	<u>1,991</u>	<u>8,432</u>	<u>41</u>
	<u>12,423</u>	<u>1,959</u>	<u>1,991</u>	<u>8,432</u>	<u>41</u>

The Company has entered into an interest rate swap agreement under the bank loan which expires in April 2035. A fixed rate of 3.187% applies to all amounts drawn under the facilities. The interest rate swap converts the borrowings from the rates linked to LIBOR to the fixed rate above.

Notes to the Financial Statements (*continued*)

18 Related party disclosures

Name of related party	Relationship	Type Transaction	Transactions		Balance owed to/(from) at year end	
			2017 £000	2016 £000	2017 £000	2016 £000
S&W TLP (Hold Co Two) Limited Registered office: 46 Charles Street, Cardiff CF10 2GE	Subsidiary	Shareholder Loan and Interest	(714)	(678)	(4,834)	(5,257)
Infrastructure Investment Holdings Limited Registered office: 12 Charles II Street, London, SW1 4QU	Ultimate Shareholder	Shareholder Loan and Interest	714	678	4,834	5,257

19 Ultimate parent Company and parent undertaking of larger group of which the Company is a member

The immediate parent undertaking of the Company is Infrastructure Investment Holdings Limited and the ultimate controlling party is HICL Infrastructure Company Limited, a company incorporated in Guernsey.

The largest group to prepare consolidated financial statements in which the company is included is that of which HICL Infrastructure Company Limited is the parent. Copies of these financial statements can be obtained from its registered office at 1 Le Truchot, St Peter Port, Guernsey, GY1 1WD.