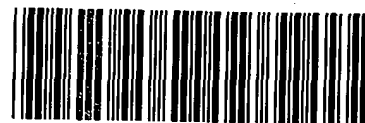

**SANDWELL LIFT PROJECT COMPANY (NO.2)
LIMITED**

Company Registration No. 06746310

**REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2014**

MONDAY



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Report and Financial Statements
For the year ended 31 March 2014

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Company Information

Directors

S F Murphy
R W Christie (resigned 02 August 2013)
P J Sheldrake
S D Green
J E Haan
G W Mackinlay (appointed 02 August 2013)
S A Raper (resigned 16 September 2013)
J D Wood (resigned 24 September 2013)
S J Barnes (appointed 16 September 2013)

Secretary

Asset Management Solutions Limited

Head Office

Chancery Exchange
10 Furnival Street
London
EC4A 1AB

Registered Office

46 Charles Street
Cardiff
CF10 2GE

Auditor

BDO LLP
55 Baker Street
London
W1U 7EU

Directors' Report
For the year ended 31 March 2014

The directors present their annual report and the audited financial statements for the year ended 31 March 2014. This directors' report has been prepared in accordance with the provisions applicable to small companies entitled to the small companies' exemption.

Principal activities

The company manages one health centre at Glebefields under the Government's LIFT Initiative. The property is fully operational in line with the directors' expectations.

Results and dividends

The directors cannot recommend the payment of a dividend (2013: £nil). The loss before taxation for the year amounted to £27,000 (2013: £223,000). After a taxation credit of £80,000 (2013: £nil), the profit after taxation was £53,000 (2013: loss of £223,000). The results are shown on page 6.

Going concern

The company has net liabilities of £407,000 (2013: £460,000) and cash of £641,000 (2013: £1,214,000) at 31 March 2014.

On 1st April 2013 Sandwell Primary Care Trust, the principal tenant of the company, was abolished under the provisions of the Health and Social Care Act 2012. Under a statutory property transfer scheme, the head lease was transferred to Community Health Partnerships Limited, a company whose entire share capital is owned by the Secretary of State for Health. The directors are satisfied that the transfer will not have a material impact on the business.

The directors have reviewed the future liquidity requirements and have considered the cash flow forecasts of the company. Based on this review and the future business prospects of the company, despite the current economic conditions the directors believe the company will be able to meet its liabilities as they fall due.

Having regard to the above and after making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

Directors

The current directors of the company, who served throughout the financial year unless stated otherwise, are as shown on page 1.

Directors' Report (continued)
For the year ended 31 March 2014

Directors' responsibilities statement

The directors are responsible for preparing the annual 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 elected to prepare 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 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; 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.

Auditor and disclosure of information to auditor

In the case of each of the persons who are directors of the company at the date when this report is approved:

- so far as each of the directors is aware, there is no relevant audit information of which the company's auditor is unaware; and
- each of the directors has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

During the year, Deloitte LLP resigned as auditors and BDO LLP were appointed as auditors in their place. BDO LLP have expressed their willingness to continue in office.

On behalf of the board


Director J HAAN
31 July 2014

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SANDWELL LIFT PROJECT COMPANY (NO.2) LIMITED

We have audited the financial statements of Sandwell LIFT Project Company (No.2) Limited for the year ended 31 March 2014 which comprise the Profit and Loss Account, the Balance Sheet, the Principal Accounting Policies and the related notes 1 to 18. 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).

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

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement, 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 Financial Reporting Council's (FRC's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the FRC's website at www.frc.org.uk/auditscopeukprivate.

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 2014 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.

Opinion on other matter prescribed by the Companies Act 2006

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

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SANDWELL LIFT
PROJECT COMPANY (NO.2) LIMITED (continued)**

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; or
- the directors were not entitled to prepare the financial statements and the director's report in accordance with the small companies regime and from the requirement to prepare a strategic report.



Alexander Tapp (Senior statutory auditor)

For and on behalf of BDO LLP, Statutory auditor

55 Baker Street

London

W1U 7EU

31 July 2014

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Profit and Loss Account
For the year ended 31 March 2014

	Note	2014 £'000	2013 £'000
Turnover	1	1,402	1,482
Cost of sales		(361)	(564)
Gross profit		1,041	918
Administrative expenses		(305)	(375)
Operating profit	2	736	543
Interest receivable and similar income	5	1	7
Interest payable and similar charges	6	(764)	(773)
Loss on ordinary activities before taxation		(27)	(223)
Tax on loss on ordinary activities	7	80	-
Profit/(loss) for the financial year	16	53	(223)

A reconciliation of the movement in shareholders' funds is given in note 16.

The results for the current and the prior financial year derive from continuing operations.

The company has no recognised gains and losses other than those included in the results above and therefore no separate statement of total recognised gains and losses has been presented.

SANDWELL LIFT PROJECT COMPANY (NO.2) LIMITED
COMPANY REGISTRATION NUMBER - 06746310

Balance Sheet
31 March 2014

	Note	2014 £'000	2013 £'000
Fixed assets			
Tangible assets	8	<u>9,327</u>	<u>9,526</u>
Current assets			
Debtors – due within one year	9	199	206
Debtors – due after one year	9	80	-
Cash at bank and in hand	10	<u>641</u>	<u>1,214</u>
		920	1,420
Creditors			
Amounts falling due within one year	11(a)	<u>(484)</u>	<u>(1,075)</u>
Net current assets		<u>436</u>	<u>345</u>
Total assets less current liabilities		9,763	9,871
Creditors			
Amounts falling due after more than one year	11(b)	<u>(10,170)</u>	<u>(10,331)</u>
Net liabilities		<u>(407)</u>	<u>(460)</u>
Capital and reserves			
Called up share capital	15	10	10
Profit and loss account	16	(417)	(470)
Shareholders' deficit	16	<u>(407)</u>	<u>(460)</u>

These accounts have been prepared in accordance with the provisions applicable to small companies entitles to the small companies exemption.

The financial statements of Sandwell LIFT Project Company (No.2) Limited, registered number 06746310, were approved by the Board of Directors and authorised for issue on 31 July 2014.

Signed on behalf of the Board of Directors


.....
Director
J HAAN

Principal Accounting Policies
For the year ended 31 March 2014

The principal accounting policies are summarised below. They have been applied consistently throughout the current and preceding year.

Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards.

Going concern

The company has net liabilities of £407,000 (2013: £460,000) and cash of £641,000 (2013: £1,214,000) at 31 March 2014.

On 1st April 2013 Sandwell Primary Care Trust, the principal tenant of the company, was abolished under the provisions of the Health and Social Care Act 2012. Under a statutory property transfer scheme, the head lease was transferred to Community Health Partnerships Limited, a company whose entire share capital is owned by the Secretary of State for Health. The directors are satisfied that the transfer will not have a material impact on the business.

The directors have reviewed the future liquidity requirements and have considered the cash flow forecasts of the company. Based on this review and the future business prospects of the company, despite the current economic conditions the directors believe the company will be able to meet its liabilities as they fall due.

Having regard to the above and after making enquiries, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

Cash flow statement

A cash flow statement is not presented since the company satisfies the definition of a small company and is therefore exempt from the requirement in accordance with Financial Reporting Standard No. 1 (revised).

Tangible fixed assets

Land and buildings are stated at historic cost, net of depreciation and any provision for impairment. Depreciation is provided on all tangible fixed assets except freehold land at rates calculated to write off the cost, less estimated residual value, on a straight-line basis over their expected useful lives as follows:

Freehold buildings – 25 years

Residual value is calculated on prices prevailing at the date of acquisition. No depreciation is provided in the month of acquisition or during construction.

Principal Accounting Policies (continued)
For the year ended 31 March 2014

Finance costs

Finance costs that are directly attributable to the cost of construction of fixed assets are capitalised as part of the costs of those assets. The commencement of capitalisation begins when both finance costs and expenditure for the assets are being incurred and activities that are necessary to get the asset ready for use are in progress. Capitalisation ceases when substantially all the activities that are necessary to get the assets ready for use are complete.

Bank borrowings

Interest bearing loans and overdrafts are recorded at the proceeds received, net of direct issue costs. Finance charges, including premiums payable on settlement or redemption and direct issue costs, are accounted for on an accruals basis in the profit and loss account.

Derivative financial instruments

The company holds derivative financial instruments which have the effect of fixing the interest rate payable on bank borrowings. Amounts payable or receivable in respect of interest rate derivatives are recognised as adjustments to interest over the period of the contract. The company holds a swap to hedge adverse movements in the retail price index. Derivative financial instruments are not held for speculative purposes.

Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less 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 of items of income and expenditure in taxation 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 as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Turnover

Turnover represents income received in the ordinary course of business for services provided and excludes value added tax.

Turnover in respect of services provided is recognised in line with the period to which it relates and is recorded at the value of consideration due.

Rental revenue is recognised on a straight-line basis over the term of the relevant lease.

Notes to the Financial Statements
For the year ended 31 March 2014

1. Turnover

Turnover in the year is analysed as follows:

	2014 £'000	2013 £'000
Operating lease rentals	1,148	1,031
Variations	2	140
Cost recoveries	252	311
	<u>1,402</u>	<u>1,482</u>

2. Operating profit

	2014 £'000	2013 £'000
This is stated after charging:		
Depreciation	199	198
Loss on disposal of fixed assets	-	25
	<u>-</u>	<u>25</u>

The audit fee for the company amounts to £2,500 (2013: £2,800). This cost has been borne by Community Solutions Partnership Services Limited and has been recharged to the company through the management services agreement between the two parties.

3. Emoluments of directors

The directors did not receive any remuneration from the company for their services to the company during the year or the previous year. The directors are remunerated by the shareholding companies for their services to the group as a whole. It is not practicable to apportion their remuneration for their services to this company.

4. Staff numbers and costs

The company had no employees during the current or prior period.

5. Interest receivable and similar income

	2014 £'000	2013 £'000
Bank interest receivable	<u>1</u>	<u>7</u>

Notes to the Financial Statements (continued)
For the year ended 31 March 2014

6. Interest payable and similar charges

	2014 £'000	2013 £'000
Bank interest payable and similar fees	1	2
Interest payable on shareholder loans	148	154
Bank loan interest payable	615	617
	<u>764</u>	<u>773</u>

7. Tax on loss on ordinary activities

	2014 £'000	2013 £'000
a) Current tax		
UK corporation tax credit at 23% (2013: 24%)	-	-
Total current tax	-	-
Deferred tax		
Origination and reversal of timing differences	80	-
Total deferred tax	80	-
Tax credit on loss on ordinary activities	<u>80</u>	<u>-</u>

Notes to the Financial Statements (continued)
For the year ended 31 March 2014

7. Tax on loss on ordinary activities (continued)

Factors affecting tax for the current year

The differences between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the loss before tax are as follows:

	2014 £'000	2013 £'000
b) Factors affecting tax credit for the year		
Loss on ordinary activities before tax	<u>(27)</u>	<u>(223)</u>
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 23% (2013: 24%)	6	54
<i>Effects of:</i>		
Expenses not deductible for tax purposes	(23)	(24)
Capitalised interest	-	-
Capital allowances in the year in excess of depreciation	50	65
Losses carried forward	(33)	(95)
Capitalised revenue expenditure	-	-
Current tax for the year	<u>-</u>	<u>-</u>

The company has a deferred tax asset arising on accelerated capital allowances, losses, and capitalised interest (see note 13). An asset of £80,000 (2013: unrecognised £115,000) has been recognised at the balance sheet date. The directors are of the opinion that, based on recent and forecast trading, the level of profits in future financial years is sufficient in order to recognise this asset.

The Finance Act 2013 was enacted on 17 July 2013 and included provisions which reduced the main rate of corporation tax to 21% from 1 April 2014 and 20% from 1 April 2015. Current tax has been calculated at 23% and deferred tax at 21%.

The reductions in the corporation tax rate to 21% from 1 April 2014 and 20% from 1 April 2015 are not anticipated to materially affect the future tax charge.

Notes to the Financial Statements (continued)
For the year ended 31 March 2014

8. Tangible fixed assets

	Land & buildings £'000
Cost	
As at 1 April 2013	9,905
Additions	-
Disposals	-
As at 31 March 2014	<u>9,905</u>
Depreciation	
As at 1 April 2013	379
Charge for year	199
As at 31 March 2014	<u>578</u>
Net book value	
As at 31 March 2014	<u>9,327</u>
As at 31 March 2013	<u>9,526</u>

Tangible fixed assets consist of payments, including capitalised interest and other finance costs of £709,000 (2013: £709,000) for the construction of buildings, which are the property of the company.

Land and buildings are held for use in operating leases.

Land at a cost of £562,000 (2013: £562,000) is not depreciated.

9. Debtors

	2014 £'000	2013 £'000
Amounts falling due within one year		
Trade debtors	14	11
Other debtors	-	13
Prepayments and accrued income	185	182
	<u>199</u>	<u>206</u>
Amounts falling due after more than one year		
Deferred taxation (note 13)	80	-
	<u>80</u>	<u>-</u>

Notes to the Financial Statements (continued)
For the year ended 31 March 2014

10. Cash at bank and in hand

Included in cash at bank and in hand is an amount of £641,000 (2013: £1,214,000), which is restricted by loan covenants and cannot be used by the company for purposes other than specified in the senior debt arrangements.

11. Creditors

	2014 £'000	2013 £'000
(a) Amounts falling due within one year		
Bank loans	79	85
Trade creditors	171	335
Amounts owed to parent undertaking	75	231
Subordinated debt	74	11
Other tax and social security	37	54
Other creditors	-	236
Accruals and deferred income	48	123
	<u>484</u>	<u>1,075</u>
(b) Amounts falling due after more than one year		
Bank loans	8,886	8,962
Amounts owed to parent undertaking	1,134	1,134
Accruals and deferred income	150	235
	<u>10,170</u>	<u>10,331</u>

Notes to the Financial Statements (continued)
For the year ended 31 March 2014

12. Loans

	2014	2013
	£'000	£'000
(a) Bank loans		
The bank loans are repayable as follows		
Within one year	79	85
Between one and two years	77	81
Between two and five years	364	303
After more than five years	8,445	8,578
	<u>8,965</u>	<u>9,047</u>
	£'000	£'000
Arrangement fees have been offset against the bank loans as follows:		
Bank loans	9,061	9,148
Arrangement fees	(96)	(101)
	<u>8,965</u>	<u>9,047</u>

Bank borrowings relate to a Senior Debt Facility of £9.399 million granted by Santander Bank plc, which is charged at LIBOR plus a margin of 2.25%. The company does not hold or issue derivative financial instruments for speculative purposes.

The amounts drawn under the Senior Debt Facility are repayable on an agreed repayment profile of 6 monthly instalments that commenced on 31 December 2010 and are due to end on 31 May 2041, with a final instalment of £2,200,000.

Interest charges on amounts borrowed are based on floating LIBOR. The company has entered into an interest rate swap agreements whereby it pays a fixed rate of 4.45% per annum in respect of amounts drawn under the Senior Debt Facility.

The swaps expire on 3 April 2040 and 31 May 2041. The fair value of the swaps at 31 March 2014 were both negative: £1,161,000 and £480,000 respectively (2013: total negative value of £2,445,000).

The Senior Debt Facility is secured by a first floating charge over the assets of the company under a debenture agreement dated 26 November 2009. Amounts owed to the parent undertaking include the sum of £1,142,000 (2013: £1,142,000) for subordinated loans, provided by Sandwell LIFT Midco (No. 2) Limited. This loan is unsecured.

In accordance with FRS4 "Capital Instruments" debt issue costs have been offset against the bank loans and will be amortised over the duration of the facility.

In addition, the company has entered into RPI swap agreements at rates of 3.24% to mitigate its risk in respect of inflation linked income, which have a negative fair value at 31 March 2014 of £1,013,000 (2013: £1,538,000).

Notes to the Financial Statements (continued)
For the year ended 31 March 2014

12 Loans (continued)

(b) Subordinated loans owed to parent undertaking	2014 £'000	2013 £'000
The loans are repayable as follows:		
Within one year	74	156
Between one and two years	-	-
Between two and five years	-	-
After more than five years	1,134	1,134
	<u>1,208</u>	<u>1,290</u>

The loans carry a coupon of 10% and are repayable in predetermined 6 monthly instalments commencing on 31 December 2011 and ending on 30 September 2041.

In accordance with FRS4 "Capital Instruments" debt issue costs have been offset against the sub debt loan and will be amortised over the duration of the facility.

13. Deferred taxation

	2014 £000	2013 £000
Deferred tax asset brought forward	-	-
Current year charge to profit and loss account	80	-
Deferred tax asset carried forward	<u>80</u>	<u>-</u>

An analysis of the deferred taxation provided in the financial statements is as follows:

	£000	£000
Accelerated capital allowances	212	188
Capitalised interest	223	262
Trade losses	(515)	(450)
	<u>(80)</u>	<u>-</u>

14. Capital commitments, contingent liabilities and financial commitments

At 31 March 2014, the company is committed to remaining design and construction costs of £nil (2013: £114,000) payable to Thomas Vale Construction Limited under Design and Construction Contracts relating to the Sandwell LIFT Project between Sandwell LIFT Project Company (No. 2) Limited and Thomas Vale Construction Limited.

At 31 March 2014, the company is committed to an amount of £2,522,000 (2013: £2,634,000) payable to Carillion Integrated Services Limited, under Facilities Provision Contracts dated 26 November 2009 relating to the Sandwell LIFT Project between Sandwell LIFT Project Company (No. 2) Limited and Carillion Integrated Services Limited.

Notes to the Financial Statements (continued)
For the year ended 31 March 2014

15. Called up share capital

	2014 £	2013 £
Authorised		
Ordinary shares of £1 each	<u>10,000</u>	<u>10,000</u>
Allotted, called up and fully paid		
Ordinary shares of £1 each	<u>10,000</u>	<u>10,000</u>

16. Combined statement of movement in shareholders' deficit and statement of movements on reserves

	Issued share capital £'000	Profit and loss account £'000	Total 2014 £'000	Total 2013 £'000
At beginning of year	10	(470)	(460)	(237)
Profit/(loss) for the year	-	53	53	(223)
At the end of the year	<u>10</u>	<u>(417)</u>	<u>(407)</u>	<u>(460)</u>

17. Ultimate controlling party

This company is a wholly owned subsidiary of Sandwell LIFT Midco (No.2) Limited, which is in turn a wholly owned subsidiary of Sandwell LIFT Company Limited. Both companies are registered in England and Wales.

As at 31 March 2014 Sandwell LIFT Company Limited was owned by Primary Plus Holdings Limited (60%), which is registered in England and Wales, and Community Health Partnerships (40%).

On 1st April 2013 Sandwell Primary Care Trust was abolished by the Secretary of State for Health, with its entire shareholding in the company transferring to Community Health Partnerships Limited.

The directors are of the opinion that there is no ultimate parent undertaking or controlling party by virtue of the Company's joint ownership and control.

Notes to the Financial Statements (continued)
For the year ended 31 March 2014

18. Related party transactions

The company has taken advantage of the exemption provided in paragraph 3(c) of Financial Reporting Standard 8 (Revised) not to disclose transactions with companies within the group of which it is a member, where these transactions occur between entities which are 100% owned members of that group.

Name of party	Relationship	Nature of transaction	Transaction amount 2014	Amount owed (to)/by related party at 31 March 2014	Transaction amount 2013	Amount owed (to)/by related party at 31 March 2013
			£'000	£'000	£'000	£'000
Sandwell Primary Care Trust	Indirect Shareholder	Services / creditor / Interest / loan	-	-	1,441	(123)
			-	-	(30)	(258)
Primary Plus Holdings Limited	Indirect Shareholder	Interest / loan	(88)	(725)	(89)	(774)
Community Health Partnerships	Indirect Shareholder	Services / creditor / Interest / loan	(1,291)	(4)	(30)	(258)
			(59)	(483)		