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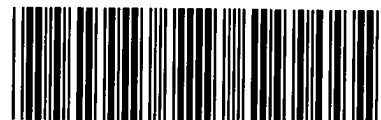
**BBH - LSL (FUND CO 3) LIMITED**

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**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 MARCH 2019**

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**BBH - LSL (FUNDCO 3) LIMITED**

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**COMPANY INFORMATION**

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**DIRECTORS**

G Alltimes  
S Beaumont  
J Andrews  
P Eyres  
O Hannan

**COMPANY SECRETARY**

Fulcrum Infrastructure Management Limited

**REGISTERED NUMBER**

07073873

**REGISTERED OFFICE**

105 Piccadilly  
London  
W1J 7NJ

**INDEPENDENT AUDITORS**

BDO LLP  
55 Baker Street  
London  
W1U 7EU

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**BBH - LSL (FUNDCO 3) LIMITED**

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## BBH - LSL (FUND CO 3) LIMITED

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### DIRECTORS' REPORT FOR THE YEAR ENDED 31 MARCH 2019

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The directors present their report and the financial statements for the year ended 31 March 2019.

#### 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 elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). Under company law the directors must not approve the financial statements unless satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

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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.

#### PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS

The Company carries on the business of developing and managing property projects and provides associated services for the NHS Local Improvement Finance Trust ("LIFT") programme in Lambeth, Southwark and Lewisham.

#### RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £163,654 (2018 - £643,831).

Dividends of £371,024 (2018 - £666,701) were paid during this year.

#### DIRECTORS

The directors who served during the year and up to the date of signature of the financial statements were:

G Alltimes  
S Beaumont  
P Eyres  
J Andrews (appointed 6 June 2018)  
D Boyd (resigned 5 June 2018)  
T Dobrashian (resigned 6 June 2018)  
J Whitehead (appointed 5 June 2018, resigned 30 November 2018)  
O Hannan (appointed 1 May 2019)

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**BBH - LSL (FUNDCO 3) LIMITED**

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**DIRECTORS' REPORT  
FOR THE YEAR ENDED 31 MARCH 2019**

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**QUALIFYING THIRD PARTY INDEMNITY PROVISIONS**

The directors of BBH-LSL (Fundco 3) Limited have qualifying third party indemnity provisions put in place through other companies of which they are also directors.

**DISCLOSURE OF INFORMATION TO AUDITORS**

Each of the persons who are directors at the time when this Directors' Report is approved has confirmed that:

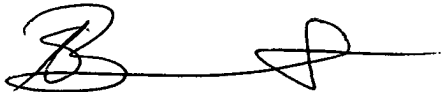
- so far as that director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

**AUDITORS**

Under section 487(2) of the Companies Act 2006, BDO LLP, will be deemed to have been reappointed as auditors 28 days after these financial statements were sent to members or 28 days after the latest date prescribed for filing the accounts with the registrar, whichever is earlier.

In preparing this report, the directors have taken advantage of the small companies exemptions provided by the Companies Act 2006.

This report was approved by the board on 30 July 2019 and signed on its behalf.



**S Beaumont**  
Director

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## BBH - LSL (FUND CO 3) LIMITED

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### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BBH - LSL (FUND CO 3) LIMITED

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#### OPINION

We have audited the financial statements of BBH - LSL (Fundco 3) Limited ("the Company") for the year ended 31 March 2019 which comprise the Statement of Comprehensive Income, Statement of Financial Position, Statement of Changes in Equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland* (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 March 2019 and of its result 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.

#### BASIS FOR OPINION

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

#### CONCLUSIONS RELATING TO GOING CONCERN

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

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## **BBH - LSL (FUND CO 3) LIMITED**

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### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BBH - LSL (FUND CO 3) LIMITED**

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#### **OTHER INFORMATION**

The Directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

#### **OPINIONS ON OTHER MATTERS 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 Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' report has been prepared in accordance with applicable legal requirements.

#### **MATTERS ON WHICH WE ARE REQUIRED TO REPORT BY EXCEPTION**

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Director's report.

We have nothing to report in respect of the following matters in relation to which 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 in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' report and from the requirement to prepare a Strategic report.

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## BBH - LSL (FUND CO 3) LIMITED

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### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BBH - LSL (FUND CO 3) LIMITED

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#### RESPONSIBILITIES OF DIRECTORS

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, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

#### AUDITOR'S RESPONSIBILITIES FOR THE AUDIT OF THE FINANCIAL STATEMENTS

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located at the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

#### USE OF OUR REPORT

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.



Alexander Tapp (Senior Statutory Auditor)  
For and on behalf of BDO LLP, Statutory Auditor  
London  
30 July 2019

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



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**BBH - LSL (FUND CO 3) LIMITED**

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**STATEMENT OF COMPREHENSIVE INCOME  
FOR THE YEAR ENDED 31 MARCH 2019**

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	Note	2019 £	2018 £
Turnover	2	258,551	281,990
Cost of sales		(240,334)	(262,302)
<b>Gross profit</b>		<u>18,217</u>	<u>19,688</u>
Interest receivable and similar income	5	1,655,491	1,683,704
Interest payable and expenses	6	(1,184,184)	(1,206,654)
<b>Profit before tax</b>		<u>489,524</u>	<u>496,738</u>
Tax on profit	7	(325,870)	147,093
<b>Profit for the financial year</b>		<u>163,654</u>	<u>643,831</u>
<b>Other comprehensive income for the year</b>			
<b>Total comprehensive income for the year</b>		<u>163,654</u>	<u>643,831</u>
All amounts relate to continuing activities.			

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The notes on pages 10 to 22 form part of these financial statements.

**BBH - LSL (FUND CO 3) LIMITED**  
**REGISTERED NUMBER: 07073873**

**STATEMENT OF FINANCIAL POSITION**  
**AS AT 31 MARCH 2019**

	Note	2019 £	2018 £
<b>Fixed assets</b>			
Financial asset	9	19,519,012	19,621,112
		<u>19,519,012</u>	<u>19,621,112</u>
<b>Current assets</b>			
Debtors: amounts falling due within one year	10	3,021	2,697
Cash at bank and in hand	11	688,213	1,180,642
		<u>691,234</u>	<u>1,183,339</u>
Creditors: amounts falling due within one year	12	(676,192)	(944,797)
<b>Net current assets</b>		<u>15,042</u>	<u>238,542</u>
<b>Total assets less current liabilities</b>		<u>19,534,054</u>	<u>19,859,654</u>
Creditors: amounts falling due after more than one year	13	(17,648,070)	(18,092,170)
<b>Provisions for liabilities</b>			
Deferred tax	16	(355,683)	(29,813)
		<u>(355,683)</u>	<u>(29,813)</u>
<b>Net assets</b>		<u>1,530,301</u>	<u>1,737,671</u>
<b>Capital and reserves</b>			
Called up share capital	17	1	1
Profit and loss account		1,530,300	1,737,670
		<u>1,530,301</u>	<u>1,737,671</u>

The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 30 July 2019.

  
**S Beaumont**  
 Director

The notes on pages 10 to 22 form part of these financial statements.

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**BBH - LSL (FUNDCO 3) LIMITED**

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**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 MARCH 2019**

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	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 April 2018	1	1,737,670	1,737,671
<b>Comprehensive income for the year</b>			
Profit for the year	-	163,654	163,654
<b>Total comprehensive income for the year</b>	-	163,654	163,654
Dividends: Equity capital (See note 8)	-	(371,024)	(371,024)
<b>At 31 March 2019</b>	<u>1</u>	<u>1,530,300</u>	<u>1,530,301</u>

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**BBH - LSL (FUND CO 3) LIMITED**

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**STATEMENT OF CHANGES IN EQUITY  
FOR THE YEAR ENDED 31 MARCH 2018**

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	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 April 2017	1	1,760,540	1,760,541
<b>Comprehensive income for the year</b>			
Profit for the year	-	643,831	643,831
<b>Total comprehensive income for the year</b>	-	643,831	643,831
Dividends: Equity capital (see note 8)	-	(666,701)	(666,701)
<b>At 31 March 2018</b>	<b>1</b>	<b>1,737,670</b>	<b>1,737,671</b>

The notes on pages 10 to 22 form part of these financial statements.

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**BBH - LSL (FUND CO 3) LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2019**

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**1. ACCOUNTING POLICIES**

**1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS**

The financial statements have been prepared under the historical costs convention and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland and Companies Act 2006.

The financial statements are presented in pounds sterling which is the Company's functional currency and rounded to the nearest pound. The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies. Details of these are given in note 1.8.

The following principal accounting policies have been applied:

**1.2 GOING CONCERN**

The projects being undertaken by the Company are secured under long term finance and the directors are satisfied that the Company will continue to operate within the agreed facilities and have therefore prepared the financial statements on a going concern basis.

**1.3 COMPANY DISCLOSURE EXEMPTIONS**

In preparing the financial statements of the Company, advantage has been taken of the following disclosure exemption available in FRS 102, as a result of the company being a small entity:

- No cash flow statement has been presented for the Company.

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2019

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1. ACCOUNTING POLICIES (continued)

1.4 TURNOVER

**a) Public to private concession arrangements**

A substantial portion of the Company's assets are used within the framework of concession contracts granted by public sector customers ('grantors'). Under these contracts, the Company constructs primary care centres that are leased to the NHS on a 25 year lease.

To fall within the scope of section 34 of FRS 102, a contract must satisfy the following two criteria:

- The grantor controls or regulates what service the operator must provide using the infrastructure, to whom, and at what price; and
- The grantor controls, through ownership, beneficial entitlement or otherwise, any significant residual interest in the infrastructure at the end of the term of the arrangement.

Pursuant to section 34 of FRS 102, such infrastructure is not recognised in assets of the operator as property, plant, and equipment but as financial assets ("financial asset model").

**b) Financial asset model**

The financial asset model applies when the operator has an unconditional right to receive cash or another financial asset from the grantor.

In the case of concession services, the operator has an unconditional right if the grantor contractually guarantees the payment of:

- The amounts specified or determined in the contract, or
- The shortfall, if any, between amounts received from users of the public service and amounts specified or determined in the contract.

Financial assets resulting from the application of section 34 of FRS 102 are recorded in the Statement of Financial Position under the heading financial asset and measured at amortised cost.

Pursuant to section 23 of FRS 102, revenue associated with this financial model comprises of revenue determined on a completion basis in the case of the construction of operating financial asset and service remuneration.

**(c) Other turnover items**

Other turnover items comprise 'Property management and related services', 'Rental income' and 'Other income'. Property management and related services income relates to SPV maintenance and facilities management income and ad hoc property related services income. Construction revenue relates to construction and lifecycle maintenance income. The former relates to work performed by the Company under concession arrangements to maintain and repair the primary care centres that it operates. Consideration received in respect of property management and related services income is only recorded as turnover to the extent that the Company has performed its contractual obligations in respect of that consideration, and turnover attributable to costs in future periods is deferred. Rental income from operating leases is recognised in turnover on a straight-line basis over the lease term.

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2019

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**1. ACCOUNTING POLICIES (continued)**

**1.5 DIVIDENDS**

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting. Dividends on shares recognised as liabilities are recognised as expenses and classified within interest payable.

**1.6 CURRENT AND DEFERRED TAXATION**

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred balances are recognised in respect of all timing differences that have originated but not reversed by the reporting date, except:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date. Deferred tax balances are not discounted.

**1.7 BANK BORROWINGS**

Project specific interest costs incurred in the performance of the service concession contract, including net amounts payable on interest rate swaps, are expensed using the effective interest rate method. The effective interest method is a method of calculating the amortised costs of a debt instrument and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments (including all fees and points paid or received that form an integral part of the effective interest rate, transaction costs and other premiums or discounts) through the expected life of the debt instrument, or where appropriate, a shorter period, to the net carrying amount on initial recognition. Arrangement fees are netted off against the carrying value of the loan facility and charged to the profit or loss over the term of the debt.

NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2019

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1. ACCOUNTING POLICIES (continued)

JUDGEMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION  
1.8 UNCERTAINTY

a) Key sources of estimation uncertainty

In preparing these financial statements, the directors have made the following estimates:

i) Service margin rates

A margin of risk was applied to the costs incurred in calculating the value of the financial asset. The margins are determined by the level of risk incurred by the company. It is the policy of the directors that the service margin is reviewed and adjusted for any fundamental changes in the contractual arrangements to generate a new margin rate which is applied to the following year. This treatment is applied to the following costs which has been agreed in the market as the standard percentages for both the current and prior year:

- Construction costs - 1%
- Operating costs - 8%
- Lifecycle costs - 8%

ii) Financial asset interest rate

The calculation of the financial asset interest rate is back-solved on 1 April every year by applying the expected cashflows, reducing the financial asset to zero by the end of the concession period.

iii) Financial asset

The calculation of the amortised cost of the financial asset requires an estimate of the financial value of the property at the end of the lease term. This estimate has been based on the residual value allocated to the contract in the financial models, which form the basis for the calculation of rent to the lessees.

b) Critical Judgements

Concession arrangements - The concession arrangements undertaken by the Company are considered to fall within the scope of section 34 of FRS 102 "Service Concession Arrangements" as described in the Turnover note. This judgement has been based on a consideration of the nature and terms of the agreements and, in all contracts, the existence of an option for the grantor to purchase the property at the end of the concession.



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**BBH - LSL (FUND CO 3) LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2019**

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**2. TURNOVER**

Turnover comprises of Contract Revenues according to FRS 102, Section 34 recognised by the Company during the financial year.

	2019 £	2018 £
Pass through income	16,211	15,452
Contract revenue	242,340	266,538
<b>Total turnover</b>	<b>258,551</b>	<b>281,990</b>

All turnover arose within the United Kingdom.

**3. AUDITORS' REMUNERATION**

Audit fees are borne by Building Better Health - Lambeth Southwark Lewisham Limited, a group company.

**4. EMPLOYEES**

The Company has no employees other than the directors, who did not receive any remuneration (2018 - £NIL).

**5. INTEREST RECEIVABLE**

	2019 £	2018 £
Bank interest receivable	918	1,293
Financial asset interest	1,654,573	1,682,411
	<b>1,655,491</b>	<b>1,683,704</b>

**6. INTEREST PAYABLE AND SIMILAR CHARGES**

	2019 £	2018 £
On bank loans and overdrafts	958,197	979,301
On loans from participating interests	90,395	90,941
On loans from group undertakings	135,592	136,412
	<b>1,184,184</b>	<b>1,206,654</b>

**BBH - LSL (FUND CO 3) LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2019**

**7. TAXATION**

	2019 £	2018 £
<b>Total current tax</b>	-	-
<b>Deferred tax</b>		
Origination and reversal of timing differences	325,691	(149,003)
Adjustment in respect of prior periods	179	1,910
<b>Deferred tax (see note 16)</b>	325,870	(147,093)
<b>Tax on profit on ordinary activities</b>	325,870	(147,093)

**FACTORS AFFECTING TAX CHARGE FOR THE YEAR**

The tax assessed for the year is higher than (2018 - lower than) the standard rate of corporation tax in the UK of 19% (2018 - 19%). The differences are explained below:

	2019 £	2018 £
Profit on ordinary activities before tax	489,524	496,738
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 19% (2018 - 19%)	93,010	94,380
<b>EFFECTS OF:</b>		
Capital allowances for year	(55,723)	(63,334)
Utilisation of tax losses	288,583	(178,139)
<b>TOTAL TAX CHARGE FOR THE YEAR</b>	325,870	(147,093)

**Factors that may affect future tax charges**

A reduction in the rate to 17% (effective 1 April 2020) was enacted on 15 September 2016. This will reduce the Company's tax charge accordingly.

**8. DIVIDENDS**

	2019 £	2018 £
Dividends paid - £371,024 per share (2018 - £666,701 per share)	371,024	666,701
	371,024	666,701

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**BBH - LSL (FUND CO 3) LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2019**

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**9. FINANCIAL ASSET**

	2019 £	2018 £
<b>Service concession financial asset</b>		
At the start of the year (1 April)	19,621,112	19,601,453
Cash received	(1,756,673)	(1,662,752)
Other interest receivable	1,654,573	1,682,411
	<u>19,519,012</u>	<u>19,621,112</u>

**10. DEBTORS**

	2019 £	2018 £
<b>Due within one year</b>		
Trade debtors	1,665	2,209
Amounts owed by group undertakings	-	1
Prepayments and accrued income	1,356	487
	<u>3,021</u>	<u>2,697</u>

**11. CASH AND CASH EQUIVALENTS**

	2019 £	2018 £
Cash at bank and in hand	688,213	1,180,642
	<u>688,213</u>	<u>1,180,642</u>

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**BBH - LSL (FUND CO 3) LIMITED**

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**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2019**

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**12. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2019 £	2018 £
Bank loans	438,654	479,739
Trade creditors	12,083	13,004
Amounts owed to group undertakings	18,278	-
VAT creditor	93,075	87,663
Accruals and deferred income	114,102	364,391
	<u>676,192</u>	<u>944,797</u>

**13. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR**

	2019 £	2018 £
Bank loans	15,942,246	16,380,898
Amounts owed to participating interests	735,750	740,842
Amounts owed to group undertakings	1,103,622	1,111,262
Loan arrangement fees	(133,548)	(140,832)
	<u>17,648,070</u>	<u>18,092,170</u>

**BBH - LSL (FUND CO 3) LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS  
FOR THE YEAR ENDED 31 MARCH 2019**

**14. LOANS**

Analysis of the maturity of loans is given below:

	2019 £	2018 £
<b>AMOUNTS FALLING DUE WITHIN ONE YEAR</b>		
Bank loans	438,654	479,739
	<u>438,654</u>	<u>479,739</u>
<b>AMOUNTS FALLING DUE 1-2 YEARS</b>		
Bank loans	388,300	438,654
	<u>388,300</u>	<u>438,654</u>
<b>AMOUNTS FALLING DUE 2-5 YEARS</b>		
Bank loans	1,648,936	1,416,496
	<u>1,648,936</u>	<u>1,416,496</u>
<b>AMOUNTS FALLING DUE AFTER MORE THAN 5 YEARS</b>		
Bank loans	13,905,010	14,525,748
Amounts owed to participating interests	735,750	740,842
Amounts owed to group undertakings	1,103,622	1,111,262
	<u>15,744,382</u>	<u>16,377,852</u>
	2019 £	2018 £
Repayable by instalments	13,905,010	14,525,748
Repayable other than by instalments	1,839,372	1,852,104
	<u>15,744,382</u>	<u>16,377,852</u>

The bank loans bear interest at a fixed rate of 5.72%, and are secured by various fixed and floating charges over the Company's assets. Bank loans are repayable by instalments, with the final instalment due on 25 July 2037.

Loans from group entities bear interest at a fixed rate of 12.25% p.a. payable every six months. No principal is due to be repaid within the next 12 months. The loans will be repaid on 24 July 2037.

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**BBH - LSL (FUND CO 3) LIMITED**

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**15. FINANCIAL INSTRUMENTS**

The information set out below provides information about how the Company determines fair values of various financial assets and financial liabilities. The following table provides an analysis of financial instruments that are measured subsequent to initial recognition at fair value, grouped into Levels 1 to 3 based on the degree to which the fair value is observable:

Level 1 - fair value measurements are those derived from quoted prices (unadjusted) in active markets for identical assets or liabilities.

Level 2 - fair value measurements are those derived from inputs other than quoted prices included within Level 1 that are observable for the asset or liability, either directly (i.e. as prices) or indirectly (i.e. derived from prices); and

Level 3 - fair value measurements are those derived from valuation techniques that include inputs for the asset or liability that are not based on observable market data (unobservable inputs).

The Company considers that the fair value of cash and cash equivalents, loans, trade and other receivables, and trade and other payables are not materially different to their carrying value.

The fair value of the service concession financial asset reflects the carrying amount for the period ended 31 March 2019. The carrying amount of the service concession financial asset for the period comprises construction revenue, service revenue and interest offset by the unitary charge received since incorporation up to the reporting date.

The Company's financial instrument may be analysed as follows:

	2019 £	2018 £
<b>Financial assets</b>		
Financial assets measured at amortised cost	20,209,890	20,804,451
	<u>20,209,890</u>	<u>20,804,451</u>
<b>Financial liabilities</b>		
Financial liabilities measured at amortised cost	(18,364,735)	(19,090,136)
	<u>(18,364,735)</u>	<u>(19,090,136)</u>

Financial assets measured at amortised cost comprises cash at bank, trade debtors, amounts owned by group undertakings and service concession financial assets.

Financial liabilities measured at amortised cost comprises trade creditors, other creditors, bank loans and overdrafts and amounts owned to group undertakings, accruals, deferred income and amounts owed to participating interests.

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**16. DEFERRED TAXATION**

	2019 £	2018 £
At beginning of year	(29,813)	(176,095)
Credited / (Charged) to profit or loss	(325,870)	146,282
<b>At end of year</b>	<b>(355,683)</b>	<b>(29,813)</b>

The provision for deferred taxation is made up as follows:

	2019 £	2018 £
Accelerated capital allowances	(665,726)	(621,673)
Tax losses carried forward	344,224	626,220
Deferred tax associated with the service concession financial asset	(34,181)	(34,360)
	<b>(355,683)</b>	<b>(29,813)</b>

**17. SHARE CAPITAL**

	2019 £	2018 £
<b>ALLOTTED, CALLED UP AND FULLY PAID</b>		
1 Ordinary share of £1 each	<b>1</b>	<b>1</b>

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**18. RELATED PARTY TRANSACTIONS**

The Company has taken advantage of the exemption provided in FRS 102 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.

	Income / (expense)  2019	Income / (expense)  2018	Debtor / (creditor) as at 31 March 2019	Debtor / (creditor) as at 31 March 2018
<b>Financial asset Income</b>				
Community Health Partnerships Limited, a shareholder in Building Better Health Lambeth Southwark Lewisham Limited	1,913,124	1,951,859	13,009	13,821
<b>Bad debts provided for and provision at year end</b>				
Community Health Partnerships Limited, a shareholder in Building Better Health Lambeth Southwark Lewisham Limited	267	(11,612)	(11,345)	(11,612)
<b>Loans</b>				
Community Health Partnerships Limited, a shareholder in Building Better Health Lambeth Southwark Lewisham Limited	-	-	(735,750)	(740,842)
Fulcrum Infrastructure Group Limited, a parent company	-	-	(1,103,622)	(1,111,262)
<b>Interest payable and accrued interest</b>			<b>Payable and included within Accruals at 31 March 2019</b>	<b>Payable and included within Accruals at 31 March 2018</b>
Community Health Partnerships Limited, a shareholder in Building Better Health Lambeth Southwark Lewisham Limited	(90,395)	(90,941)	(44,984)	(44,868)
Fulcrum Infrastructure Group Limited, a parent company	(135,592)	(136,412)	(67,502)	(67,329)



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**BBH - LSL (FUNDCO 3) LIMITED**

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**19. ULTIMATE PARENT UNDERTAKING**

The Company is a 100% subsidiary of BBH - LSL (Holdco 3) Limited, a company incorporated in England and Wales.

The parent entity of BBH - LSL (Holdco 3) Limited is Building Better Health - Lambeth Southwark Lewisham Limited, a company incorporated in England and Wales. As the group qualifies as small, no consolidated financial statements are prepared for the group of which the Company is a member.

The Company is ultimately 60% owned by Meridiam Infrastructure Finance s.a.r.l, a company based in Luxembourg. However, as a result of the shareholders' agreement of Building Better Health - Lambeth Southwark Lewisham Limited, there is no effective control by any individual shareholder.