REPORT OF THE DIRECTORS AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2009 FOR

PRIMA 200 FUNDCO NO 1 LIMITED

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PRIMA 200 FUNDCO NO 1 LIMITED

COMPANY INFORMATION for the Year Ended 31 December 2009

DIRECTORS:

R Laing R G E Williams A C Boyle J R Taylor M Day J E Keyte P Wharton A J Matthews

SECRETARY:

R G E Williams

REGISTERED OFFICE:

5 The Triangle Wildwood Drive Worcester Worcestershire WR5 2QX

REGISTERED NUMBER:

5099525 (England and Wales)

AUDITORS:

PKF (UK) LLP, Statutory auditors

New Guild House 45 Great Charles Street

BirminghamB3 2LX

REPORT OF THE DIRECTORS for the Year Ended 31 December 2009

The directors present their report with the financial statements of the company for the year ended 31 December 2009

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of property investment and development in the North Staffordshire and Stoke on Trent areas as part of the government sponsored Local Improvement Finance Trust (LIFT) initiative

REVIEW OF BUSINESS

The company invests in primary and healthcare infrastructure in the North Staffordshire and Stoke on Trent areas. As tenants are government backed the risk of tenant defaults are low

The company has a portfolio of five operational investment properties. It anticipated that future developments will be owned by related Fundcos and therefore no further properties will be added to the portfolio

On 30 April 2010 loan facilities maturing within one year were renewed for a period of five years. The loan balance was partially repaid with a new facility of £16,750,217

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2009

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2009 to the date of this report

R Laing R G E Williams A C Boyle J R Taylor M Day J E Keyte P Wharton

Other changes in directors holding office are as follows

A J Matthews was appointed as a director after 31 December 2009 but prior to the date of this report

J S Rowley ceased to be a director after 31 December 2009 but prior to the date of this report

FINANCIAL INSTRUMENTS

The company's financial risk management objective is broadly to seek to make neither a profit nor a loss from exposure to interest rate risk. Its policy is to finance working capital through retained earnings and through borrowings at prevailing market interest rates. Its policy is to finance fixed assets through fixed rate borrowings for the term of the first lease of each of the assets.

The company's exposure to price risk of financial instruments is minimal. As the counterparty to all financial instruments are its bankers and well known established firms of mortgage lenders, it is also exposed to minimal credit risk and liquidity risk in respect of these instruments

The directors do not consider any other risks attaching to the use of financial instruments to be material to an assessment of its financial position or profit

REPORT OF THE DIRECTORS for the Year Ended 31 December 2009

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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,
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006 They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

APPROVED BY THE BOARD AND SIGNED ON ITS BEHALF:

R G E Williams - Director

Date 25 HUNE 2010

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF PRIMA 200 FUNDCO NO 1 LIMITED

We have audited the financial statements of Prima 200 Fundco No 1 Limited for the year ended 31 December 2009 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet, the Cash Flow Statement and the related notes The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

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 auditors' 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 auditors

As explained more fully in the Statement of Directors' Responsibilities, 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 the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

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 December 2009 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 Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or

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

Robert Hudson BSc FCA (Senior statutory auditor) for and on behalf of P K F (UK) LLP, Statutory auditors

KF (UK) W

Birmingham

Date

PROFIT AND LOSS ACCOUNT for the Year Ended 31 December 2009

	Notes	31 12 09 £	31 12 08 £
TURNOVER		1,729,313	1,525,146
Administrative expenses		260,288	235,374
		1,469,025	1,289,772
Other operating income		2,365	7,967
OPERATING PROFIT	3	1,471,390	1,297,739
Interest payable and similar charges	4	1,136,668	1,056,410
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	3	334,722	241,329
Tax on profit on ordinary activities	5	235,404	
PROFIT FOR THE FINANCIAL YEAR AFTER TAXATION	t	99,318	241,329

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES for the Year Ended 31 December 2009

	31 12 09 £	31 12 08 £
PROFIT FOR THE FINANCIAL YEAR Revaluation in the year (Note 6)	99,318 170,000	241,329 (125,433)
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR	269,318	115,896

BALANCE SHEET 31 December 2009

		31 1:	2 09	31 12	2 08
	Notes	£	£	£	£
FIXED ASSETS Investments	6		20,560,000		20,390,000
investments	U		20,500,000		20,390,000
CURRENT ASSETS					
Debtors	7	233,405		265,015	
Cash at bank		2,575,595		2,128,229	
		2,809,000		2,393,244	
CREDITORS		_,,,,,,,,		_,,	
Amounts falling due within one year	8	18,588,427		492,456	
NET CURRENT (LIABILITIES)/ASSI	ETS		(15,779,427)		1,900,788
,					
TOTAL ASSETS LESS CURRENT					
LIABILITIES			4,780,573		22,290,788
CREDITORS					
Amounts falling due after more than one					
year	9		(2,120,892)		(20,135,829)
PROVISIONS FOR LIABILITIES	12		(235,404)		-
					
NET ASSETS			<u>2,424,277</u>		2,154,959
CAPITAL AND RESERVES					
Called up share capital	13		1		1
Revaluation reserve	14		1,839,420		1,669,420
Profit and loss account	14		584,856		485,538
SHAREHOLDERS' FUNDS	17		2,424,277		2,154,959

The financial statements were approved and authorised for issue by the Board of Directors on 25,000 and were signed on its behalf by

R Laing - Director

CASH FLOW STATEMENT for the Year Ended 31 December 2009

		31 1:	2 09	31 12	2 08
	Notes	£	£	£	£
Net cash inflow	•		1 900 410		1 422 700
from operating activities	1		1,809,410		1,433,709
Returns on investments and					
servicing of finance	2		(1,362,044)		(1,056,410)
Capital expenditure					
and financial investment	2				(1,645,792)
			447.266		(1.269.402)
			447,366		(1,268,493)
Financing	2				1,043,887
Increase/(Decrease) in cash in the pe	ried		447,366		(224 606)
increase/(Decrease) in cash in the pe	er rou		447,300		(224,606)
Reconciliation of net cash flow					
to movement in net debt	3				
Increase/(Decrease)					
in cash in the period		447,366		(224,606)	
Cash inflow from increase in debt				(1,043,887)	
nom merease m deot				(1,043,887)	
Change in net debt resulting					
from cash flows Change in net debt resulting			447,366		(1,268,493)
from non cash flows			_		(79,990)
Mayamant in not dobt in the said d			117 266		(1.249.492)
Movement in net debt in the period Net debt at 1 January			447,366 (18,007,600)		(1,348,483) (16,659,117)
•					(-0,000,000)
Net debt at 31 December			(17,560,234)		(18,007,600)

NOTES TO THE CASH FLOW STATEMENT for the Year Ended 31 December 2009

1 RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

				31 12 09	31 12 08
	0			£	£
	Operating profit Decrease/(Increase) in debtors			1,471,390	1,297,739
	Increase in creditors			256,986	(33,541) 169,511
	merease in elequors			81,034	109,511
	Net cash inflow from operating activities			1,809,410	1,433,709
2	ANALYSIS OF CASH FLOWS FOR HE	CADINGS NETTE	D IN THE CAS	H FLOW STA	TEMENT
				31 12 09	31 12 08
				£	£
	Returns on investments and servicing of	finance		(4.050.044)	(1 A T C 1 1 A)
	Interest paid			(1,362,044)	(1,056,410)
	Net cash outflow for returns on investme	nts and servicing o	of finance	(1,362,044)	(1,056,410)
	Capital expenditure and financial investo	nont			
	Purchase of fixed asset investments	пен		-	(1,645,792)
	Net cash outflow for capital expenditure	and financial inve	stment		(1,645,792)
	Financing				
	New loans in year				1,043,887
	Net cash inflow from financing				1,043,887
3	ANALYSIS OF CHANGES IN NET DE	RT			
J	THE TOTAL OF CHARGES IN THE PER	, <u> </u>		Other	
				non-cash	At
		At 1 1 09	Cash flow	changes	31 12 09
	Net cash	£	£	£	£
	Cash at bank	2,128,229	447,366		2,575,595
		2,128,229	447,366		2,575,595
	Debt				
	Debts falling due				
	within one year	_	-	(18,014,937)	(18,014,937)
	Debts falling due			(-0,0-1,007)	(-0,01,007)
	after one year	(20,135,829)		18,014,937	(2,120,892)
		(20,135,829)	_	=	(20,135,829)
		(20,133,023)	-		
	Total	(18 ሰብ7 ፋሰብ)	AAT 266		(17 560 224)
	1041	(18,007,600)	447,366		(17,560,234)

The notes form part of these financial statements

NOTES TO THE CASH FLOW STATEMENT for the Year Ended 31 December 2009

4 MAJOR NON-CASH TRANSACTIONS

The non-cash movement represents the debt being held as falling due within one year instead of more than one year (see note 10)

NOTES TO THE FINANCIAL STATEMENTS for the Year Ended 31 December 2009

1 ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention as modified by the revaluation of land and buildings and in accordance with applicable accounting standards

Turnover

Turnover represents revenue recognised by the company in respect of rental income falling due during the year, excluding value added tax. Rental income is recognised in the period to which it relates. The whole of the turnover is attributable to one class of business and arose in the United Kingdom.

Deferred tax

As required by Financial Reporting Standard Number 19 "Deferred Tax", full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation, except for those timing differences in respect of which the standard specifies that deferred tax should not be recognised. Deferred assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse Deferred tax assets and liabilities are not discounted.

Fixed Asset Investments

Fixed Asset Investments represent both properties presently under the course of construction and completed investment properties

Properties presently under the course of construction are valued at cost Finance costs directly attributable to the construction of properties are capitalised as part of the cost of those properties

Completed investment properties are included in the balance sheet at their open market value in accordance with Statement of Standard Accounting Practice No 19 (SSAP 19) and are not depreciated. This treatment is contrary to the Companies Act 2006 which states that fixed assets should be depreciated but is, in the opinion of the directors, necessary in order to give a true and fair view of the financial position of the company

Investment properties are revalued annually by an independent surveyor

Going concern

The balance sheet is showing net current liabilities at the year end due to the renewal of the loan facilities in 2010 (see note 10) - the company is expected to return to a net current asset position at the end of the following financial year

2 STAFF COSTS

There were no staff costs for the year ended 31 December 2009 nor for the year ended 31 December 2008

3 OPERATING PROFIT

The operating profit is stated after charging

Auditors' remuneration	£ 3,600	£ 3,500
Directors' remuneration		

31 12 08

31 12 09

NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 31 December 2009

4	INTEREST PAYABLE AND SIMILAR CHARGES		
		31 12 09	31 12 08
		£	£
	Bank interest	4,645	4,645
	Parent company loan interest Loan interest	250,428	222,095
	Other interest	881,595	829,327 343
	Other interest		343
		1,136,668	1,056,410
5	TAXATION		
	Analysis of the tax charge		
	The tax charge on the profit on ordinary activities for the year was as follows		
		31 12 09	31 12 08
		£	£
	Deferred tax	235,404	
	Tax on profit on ordinary activities	235,404	_
	Factors affecting the tax charge		
	The tax assessed for the year is lower than the standard rate of corporation to explained below	ax in the UK T	he difference is
		31 12 09	31 12 08
		£	£
	Profit on ordinary activities before tax	334,722	241,329
	Profit on ordinary activities		
	multiplied by the standard rate of corporation tax		
	m the UK of 28% (2008 - 28%)	93,722	67,572
	Effects of		
	Group relief surrendered	5,659	-
	Capital allowances greater than depreciation	-	(5,674)
	Group relief claimed	-	(58,546)
	Expenses not deductible for tax purposes	4,039	607
	Land remediation relief	(200 402)	(3,570)
	Losses brought forward utilised	(373,403)	(389)
	Losses carried forward	269,983	
	Current tax charge	-	

NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 31 December 2009

6 FIXED ASSET INVESTMENTS

	١	Investment properties £
COST OR VALUATION		
At 1 January 2009		20,390,000
Revaluations		170,000
At 31 December 2009		20,560,000
NET BOOK VALUE		
At 31 December 2009		20,560,000
At 31 December 2008		20,390,000
Cost or valuation at 31 December 2009 is represented by		
		Investment
		properties
		£
Valuation in 2006		835,609
Valuation in 2007		959,244
Valuation in 2008		(125,433)
Valuation in 2009		170,000
Cost		18,720,580
		20,560,000

Fixed asset investments represent investment properties

Included in the cost of investment properties at 31 December 2009 is £1,333,582 (2008-£1,333,582) of capitalised finance costs

Statement from the valuers:

"All properties were valued as at 31 December 2009, by qualified professional valuers working for the company of DTZ Debenham Tie Leung, Chartered Surveyors, acting in the capacity of External Valuers All such valuers are Chartered Surveyors, being members of the Royal Institution of Chartered Surveyors

All properties were valued on the basis of Market Value subject to the following assumption For investment property that the property would be sold subject to the existing leases

Our opinion of the Market Value of each of the properties was primarily derived using comparable recent market transactions on arm's length terms. All valuations were carried out in accordance with the RICS Valuation Standards, sixth edition. Our valuation report is dated 31st December 2009 (the "Valuation Report") "

7 DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31 12 09 £	31 12 08 £
Trade debtors	8,029	44,520
Prepayments and accrued income	225,376	220,495
	233,405	265,015

NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 31 December 2009

8	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		31 12 09	31 12 08
		£	£
	Bank loans and overdrafts (see note 10)	18,014,937	~_
	Trade creditors		206 615
	VAT	458,835	296,615
	****	18,248	18,098
	Other creditors	1,655	1,043
	Accrued expenses	94,752	176,700
		18,588,427	492,456
9	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE		
	YEAR		
		31 12 09 £	31 12 08 £
	Bank loans (see note 10)	L	
		2 120 000	18,014,937
	Amounts owed to parent undertaking	2,120,892	2,120,892
		2,120,892	20,135,829
10	LOANS		
10	DOILIG		
	An analysis of the maturity of loans is given below		
		31 12 09	31 12 08
		£	£
	Amounts falling due within one year or on demand		
	Bank loans	18,014,937	
	Amounts falling due between two and five years		
	Bank loans - 2-5 years		18,014,937
	On 30 April 2010 loan facilities maturing within one year were renewed for balance was partially repaid with a new facility of £16,750,217	a penod of fiv	e years The loan
11	SECURED DEBTS		
	The following secured debts are included within creditors		
		31 12 09	31 12 08
		£	£
	Bank loans	18,014,937	18,014,937

The loans are secured by a first charge over all the companies' properties

12 PROVISIONS FOR LIABILITIES

The deferred tax liability at the balance sheet date of £235,404 is also the movement in the year

NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 31 December 2009

12 PROVISIONS FOR LIABILITIES - continued

	Unutilised lo	capital allowances sses December 2009				Deferred tax £ 505,387 (269,983) 235,404
13	CALLED U	P SHARE CAPITAL				
	Allotted, issu Number	ed and fully paid Class		Nominal	31 12 09	31 12 08
	1	Ordinary		value £1	£1	£1
14	RESERVES		•	n c.		
				Profit and loss account £	Revaluation reserve £	Totals £
	At 1 January			485,538	1,669,420	2,154,958
	Profit for the Revaluation	year in the year (see note 6)		99,318	170,000	99,318 170,000
	At 31 Decem	ber 2009		584,856	1,839,420	2,424,276

15 ULTIMATE PARENT COMPANY

The immediate parent company is Prima 200 Limited Prime LIFT Investments Limited is the ultimate parent Company There is no ultimate controlling party

NOTES TO THE FINANCIAL STATEMENTS - continued for the Year Ended 31 December 2009

16 RELATED PARTY DISCLOSURES

17

Barclays Bank Plc has an interest in Barclays European Infrastructure Limited which is a 50% shareholder in Prime LIFT Investments Limited, the company's ultimate parent company

Prima 200 Limited is Prima 200 Fundco No 1 Limited's immediate parent company Interest of £250,428 (2008-£255,179) was payable on the loan stock from Prima 200 Limited

North Staffordshire Primary Care Trust and Stoke on Trent Primary Care Trust each have a 10% interest in Prima 200 Limited

Prime (UK) Developments Limited and One Creative Environments Limited are both subsidiaries of Prime Plc which has a 50% interest in Prime LIFT Investments Limited

Company name	Nature	2009	2008
Loans to / (from) related parties at 31 December 2009			
		£	£
Barclays Bank Plc	Senior debt	(18,014,937)	(18,014,937)
Prima 200 Limited	Loan stock	(2,120,892)	(2,120,892)
Other trading debtor / (creditor) balances at 31 December 2009			
North Staffordshire Primary Care Trust		3,118	129
Stoke on Trent Primary Care Trust		4,285	41,341
Prima 200 Limited (sales)		· -	-
Prima 200 Limited (purchases)		-	-
Prime (UK) Developments Limited (sales)		-	-
Prime (UK) Developments Limited (purchases))	-	-
One Creative Environments Limited		-	-
Sales to / (Purchases from) related parties during 2009			
North Staffordshire Primary Care Trust	Rent & disbursements	562,797	590,844
Stoke on Trent Primary Care Trust	Rent & disbursements	1,439,432	1,271,192
Prima 200 Limited	Services & disbursements	24,357	203,586
Prima 200 Limited	Services & disbursements	(48,806)	(80,844)
Prime (UK) Developments Limited	Services & disbursements	-	5,548
Prime (UK) Developments Limited	Services & disbursements	(4,692)	(2,526)
One Creative Environments Limited	Services & disbursements	-	(1,385)
The sales and purchases transactions with related parties are all stated inclusive of VAT			
RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS			
		31 12 09	31 12 08
		£	£
Profit for the financial year		99,318	241,329
Other recognised gains and losses			
relating to the year (net)		170,000	(125,433)
Net addition to shareholders' funds		269,318	115,896
Opening shareholders' funds		2,154,959	2,039,063
- r		2,.0 ,,,,,	,
Closing shareholders' funds		2,424,277	2,154,959