

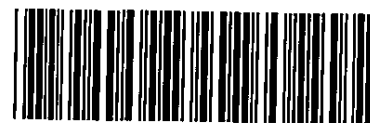
Semperian (Community Health) Grosvenor Limited

Annual Report and Financial Statements

For the year ended 31 March 2010

Registration Number: 5994394

WEDNESDAY



AJ2PIMUI

A08

25/08/2010

312

COMPANIES HOUSE

Semperian (Community Health) Grosvenor Limited

Annual report and Financial Statements For the year ended 31 March 2010

Contents	Pages
Directors and advisors	1
Directors' report for the year ended 31 March 2010	2
Independent auditors' report to the members of Semperian (Community Health) Grosvenor Limited	4
Profit and loss account for the year ended 31 March 2010	5
Balance sheet as at year ended 31 March 2010	6
Notes to the financial statements for the year ended 31 March 2010	7

Semperian (Community Health) Grosvenor Limited

Directors and advisors

Directors

A E Birch
I R Gethin

Company secretary

Semperian Secretariat Services Limited

Registered office

St Martins House
1 Gresham Street
London
EC2V 7BX

Independent auditors

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Cornwall Court
19 Cornwall Street
Birmingham
B3 2D1

Semperian (Community Health) Grosvenor Limited

Directors' report For the year ended 31 March 2010

Registration number: 5994394

The directors present their annual report and audited financial statements for Semperian (Community Health) Grosvenor Limited ("the company") for the year ended 31 March 2010

Principal activities

The principal activity of the company is to make investments in project companies that are involved in wholly owned community hospital, healthcare, mental health and student accommodation PFI projects

Review of business and future developments

During the year, the company recorded an impairment of £8,408,368 against its investment in its subsidiary. This follows a review of the status of the underlying PFI projects. The directors do not expect there to be any significant change to the business in the foreseeable future.

Principal risks and uncertainties

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

Results and dividends

The company made a loss for the year of £9,180,099 (2009 £2,461,826). During the year a dividend of £nil (2009 £nil) was paid.

Key performance indicators ("KPIs")

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

Directors

The directors of the company during the year, and up to the date of signing the financial statements, are set out below:

I R Gethin
A E Birch

Semperian (Community Health) Grosvenor Limited

Directors' report (*continuea*) For the year ended 31 March 2010

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 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 UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

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

Statement of disclosure of information to auditors

In the case of each director in office at the date the directors' report is approved, so far as the director is aware, there is no relevant audit information of which PricewaterhouseCoopers LLP ('PwC') are unaware, and the director has taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information, and to establish that PwC are aware of that information.

Independent auditors

The auditors, PricewaterhouseCoopers LLP, Chartered Accountants and Statutory Auditors, have signified their willingness to continue in office.

By order of the Board



Semperian Secretariat Services Limited

Company Secretary

K. CLEAR

Date 19/08/2010

Independent Auditors' report to the members of Semperian (Community Health) Grosvenor Limited

We have audited the financial statements of Semperian (Community Health) Grosvenor Limited for the year ended 31 March 2010 which comprise the Profit and Loss Account, Balance Sheet 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).

Respective responsibilities of directors and auditors

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 the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of the audit of the financial statements

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

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 2010 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

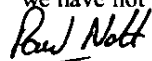
Opinion on other matter prescribed by the Companies Act 2006

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.

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.



Paul Nott (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Birmingham
20 August 2010

Semperian (Community Health) Grosvenor Limited

Profit and loss account For the year ended 31 March 2010

	Notes	Year ended 31 March 2010 £	Year ended 31 March 2009 £
Administration expenses		(8,408,368)	-
Income from shares in group undertakings		205,116	-
Operating loss	2	(8,203,252)	-
Interest payable and similar charges	3	(2,202,020)	(2,201,676)
Loss on ordinary activities before taxation		(10,405,272)	(2,201,676)
Tax on loss on ordinary activities	4	1,225,173	(260,150)
Loss for the financial year	11	(9,180,099)	(2,461,826)

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

There are no material differences between the loss as shown in the profit and loss account above and its historical cost equivalent

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

The movement on reserves is shown in note 11 to the financial statements

Semperian (Community Health) Grosvenor Limited

Balance sheet As at 31 March 2010

	Notes	31 March 2010 £	31 March 2009 £
Fixed assets			
Investments	5	25,764,994	33,643,329
Current assets			
Debtors	6	1,648,418	423,245
Creditors: amounts falling due within one year	8	(6,335,522)	(4,506,200)
Net current liabilities		(4,687,104)	(4,082,955)
Total assets less current liabilities		21,077,890	29,560,374
Creditors: amounts falling due greater than one year	9	(34,477,117)	(33,779,502)
Net liabilities		(13,399,227)	(4,219,128)
Capital and reserves			
Called up share capital	10	1	1
Profit and loss reserve		(13,399,228)	(4,219,129)
Total shareholders deficit	11	(13,399,227)	(4,219,128)

The financial statements on pages 5 to 13 were approved by the board on 19 August 2010 and signed on its behalf by



Director
A. BIRCH
19/08/2010

The notes on pages 7 to 13 form part of these financial statements

Semperian (Community Health) Grosvenor Limited

Notes to the financial statements For the year to 31 March 2010

1 Principle accounting policies

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

Basis of preparation of accounts

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

Consolidated financial statements

The financial statements contain information about Semperian (Community Health) Grosvenor Limited as an individual company and do not contain consolidated financial information, as the results of the company are consolidated into the group accounts of Semperian PPP Investment Partners Holdings Limited

Going concern

The directors believe that preparing these accounts on the going concern basis is appropriate due to Semperian (Community Health) Limited (formerly Trillum (Community Health) Limited) confirming that for 12 months from the signing of these accounts, it will not demand settlement of its loans if the company does not have the available resources to enable it to settle these loans and meet other liabilities. Semperian (Community Health) Limited also confirms that if the company is unable to fund interest payments in respect of its loans from Semperian (Community Health) Limited, it will agree that interest payments are postponed until the company is able to do so

Taxation

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

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date

Deferred tax is measured at the average tax rates that are expected to apply in the period in which timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis

Deferred tax assets are only recognised when it is considered more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Investment income

Investment income includes dividends receivable and interest receivable. Dividends are recognised when the right to receive payment is established. Interest receivable is included in income on an accruals basis

Semperian (Community Health) Grosvenor Limited

Notes to the financial statements *(continuea)* **For the year ended 31 March 2010**

1 Accounting policies: *(continuea)*

Interest payable

Interest payable is accounted for on an accruals basis

Fixed assets – Investments

Investments in equity and subordinated loans are held as fixed assets and are stated at cost less provision for any impairment Repayments of loans are disclosed as disposals of fixed asset investments

Impairment

In accordance with Financial Reporting Standard 11 – Impairment of Fixed Assets and Goodwill, fixed assets are subject to impairment review if events or changes in circumstances occur which indicate that the carrying value of the fixed asset may not be fully recoverable An impairment review comprises a comparison of the carrying amount of the fixed asset with its recoverable amount, which is the higher of net realisable value and value in use

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

Loan costs

Loan issue costs including arrangement fees and legal fees are netted against the proceeds of issue in accordance with FRS 4 The loan costs are amortised over the term of the loan to give a constant effective interest rate Where loan issue costs are incurred on securing new financing but where funds are not drawn these costs are taken directly to the profit and loss account

Cash flow statement

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

Semperian (Community Health) Grosvenor Limited

Notes to the financial statements *(continued)* For the year ended 31 March 2010

2 Operating loss

	Year ended 31 March 2010 £	Year ended 31 March 2009 £
Operating loss is stated after charging		
Impairment of fixed asset investment	<u>8,408,368</u>	<u>-</u>

The company had no employees, other than the directors, during the year (2009 none). The emoluments of the directors are paid by the controlling parties. The directors' services to this company and to a number of fellow group companies are primarily of a non-executive nature and their emoluments are deemed to be wholly attributable to the controlling parties. The controlling parties charged £nil (2009 £nil) to the company in respect of these services.

The audit fee, of £2,000 (2009 £3,000) has been paid on the company's behalf by a related company, Semperian Capital Management Limited (formerly Trillium (Capital Management) Limited), for which no recharge has been made (2009 £nil).

3 Interest payable and similar charges

	Year ended 31 March 2010 £	Year ended 31 March 2009 £
Interest payable on loan from group undertakings	<u>2,202,020</u>	<u>2,201,676</u>

Semperian (Community Health) Grosvenor Limited

Notes to the financial statements *(continue)*

For the year ended 31 March 2010

4 Taxation on loss on ordinary activities

	Year ended 31 March 2010 £	Year ended 31 March 2009 £
<u>a) Analysis of tax credit for the year</u>		
Current Tax		
Current period	(616,566)	-
Adjustment in respect of prior periods	(608,607)	(423,245)
Deferred tax		
Origination and reversal of timing differences	-	683,395
Tax (credit)/ charge on loss on ordinary activities	(1,225,173)	260,150
<u>b) Factors affecting current tax credit</u>		
The tax assessed for the year is the same (2009 same) as the standard rate of corporation tax in the UK of 28% (2009 28%) The differences are explained below		
Loss on ordinary activities before taxation	(10,405,272)	(2,201,676)
Loss on ordinary activities multiplied by the standard rate of corporation tax in the UK of 28% (2009 28%)	(2,913,476)	(616,469)
Non taxable income	(57,433)	-
Disallowed expenses	2,354,343	-
Effect of		
Current year tax losses	616,566	616,469
Tax losses surrendered as group relief- current year	(616,566)	-
Tax losses surrendered as group relief- prior period	(608,607)	(423,245)
	(1,225,173)	(423,245)

A deferred tax asset of £288,367 (2009 £288,367 restated) in respect of available tax losses has not been recognised at 31 March 2010. Given the uncertainty of future taxable profits it is not considered appropriate to recognise the deferred tax asset at this time.

c) Factors that may affect future tax charges

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

Semperian (Community Health) Grosvenor Limited

Notes to the financial statements (continued) For the year ended 31 March 2010

5 Fixed asset investments

	Equity £	Total £
Cost		
As at 1 April 2009	33,643,329	33,643,329
Additional consideration paid	530,033	530,033
As at 31 March 2010	<u>34,173,362</u>	<u>34,173,362</u>
Impairment		
As at 1 April 2009	-	-
Impairment charge	(8,408,368)	(8,408,368)
	<u>(8,408,368)</u>	<u>(8,408,368)</u>
Net Book Value		
As at 31 March 2010	<u>25,764,994</u>	<u>25,764,994</u>
As at 31 March 2009	<u>33,643,329</u>	<u>33,643,329</u>

Details of investments in which the company holds an interest in at 31 March 2010, are as follows

	Class of shares held	Country of incorporation	Nature of business	Portion of ordinary shares held
Directly held subsidiary:				
Grosvenor PPP Holdings Limited	Ordinary Shares	England & Wales	Intermediate investment holding company	100%
Indirectly held subsidiaries:				
GH Clayhill Holdings Limited	Ordinary Shares	England & Wales	Intermediate investment holding company	100%
GH Clayhill Limited	Ordinary Shares	England & Wales	Project company for student accommodation PFI projects	100%
GH Gravesham Holdings Limited	Ordinary Shares	England & Wales	Intermediate investment holding company	100%
GH Gravesham Limited	Ordinary Shares	England & Wales	Project company for healthcare PFI projects	100%
GH North Northampton Holdings Limited	Ordinary Shares	England & Wales	Intermediate investment holding company	100%
GH North Northampton Limited	Ordinary Shares	England & Wales	Project company for mental healthcare PFI projects	100%
GH Rotherham Limited	Ordinary Shares	England & Wales	Project company for mental healthcare PFI projects	100%
GH Stone House Holdings Limited	Ordinary Shares	England & Wales	Intermediate investment holding company	100%
GH Stone House Limited	Ordinary Shares	England & Wales	Project company for healthcare PFI projects	100%

Semperian (Community Health) Grosvenor Limited

Notes to the financial statements *(continued)* For the year ended 31 March 2010

6 Debtors

	31 March 2010 £	31 March 2009 £
Group relief due from group undertakings	1,648,418	423,245
	<u>1,648,418</u>	<u>423,245</u>

Amounts owed from group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand

7 Deferred Tax

	31 March 2010 £	31 March 2009 £
Deferred taxation asset	<u>-</u>	<u>-</u>
The movements in deferred taxation during the year are as follows		
At 1 April 2009	-	683,395
Released to the profit & loss account	-	(683,395)
At 31 March 2010	<u>-</u>	<u>-</u>
The deferred tax asset consists of		
Unutilised tax losses	<u>-</u>	<u>-</u>

8 Creditors: amounts falling due within one year

	31 March 2010 £	31 March 2009 £
Amounts due to group undertakings	1,304,522	1,304,522
Accrued interest payable to group undertakings	5,031,000	3,201,678
	<u>6,335,522</u>	<u>4,506,200</u>

Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand

Semperian (Community Health) Grosvenor Limited

Notes to the financial statements *(continues)* For the year ended 31 March 2010

9 Creditors: amounts falling due after more than one year

	31 March 2010 £	31 March 2009 £
Falling due after 5 years		
Loan stock	<u>34,477,117</u>	<u>33,779,502</u>

On 15 August 2007, the company entered into a 6.5% main loan facility in favour of Semperian (Community Health) Limited (formerly Trillium (Community Health) Limited, the immediate parent of the company, for £22,563,173, with a further drawdown on 16 February 2008 of £11,216,329. The final repayment date for the total loan stock amounting to £33,779,502 is 31 March 2037. On 30 September 2009 the company entered into a 6.42% loan agreement in favour of Grosvenor PPP Holdings Limited, a subsidiary, for £4,816,568, this was increased by a further £531,000 on 18 November 2009. The final repayment date for this loan is 31 October 2034.

10 Called up share capital

	31 March 2010 £	31 March 2009 £
Authorised		
1,000 Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
Allotted and called up		
1 Ordinary share of £1	<u>1</u>	<u>1</u>

11 Reconciliation of movement in shareholders' deficit

	Share capital £	Profit and loss reserve £	Total shareholders' deficit £
At 1 April 2009	1	(4,219,129)	(4,219,128)
Loss for the financial year	-	(9,180,099)	(9,180,099)
At 31 March 2010	<u>1</u>	<u>(13,399,228)</u>	<u>(13,399,227)</u>

12 Related party disclosures

As a wholly owned subsidiary of Semperian PPP Investment Partners Holdings Limited, the company has taken advantage of the exemption under Financial Reporting Standard 8- 'Related Party Disclosures' of the requirement to disclose transactions between it and other group companies.

13 Controlling party

The company's immediate parent undertaking is Semperian (Community Health) Limited (formerly Trillium (Community Health) Limited) which is registered in England and Wales.

The ultimate parent undertaking and controlling party is Semperian PPP Investment Partners Holdings Limited which is registered in Jersey. The smallest group and largest group to consolidate these financial statements is Semperian PPP Investment Partners Holdings Limited.

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