

Registration number: 03381128

Underley Educational Services

Annual Report and Financial Statements

for the Year Ended 31 August 2019



Underley Educational Services

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Underley Educational Services

Company Information

Directors	R D Edwards
	D J Leatherbarrow
	J-L Janet
Company secretary	H Lecky
Registered office	1 Merchant's Place
	River Street
	Bolton
	Lancashire
	BL2 1BX
Independent Auditors	PricewaterhouseCoopers LLP
	Chartered Accountants and Statutory Auditors
	The Atrium
	1 Harefield Road
	Uxbridge
	Middlesex
	UB8 1EX

Underley Educational Services

Directors' Report for the Year Ended 31 August 2019

The directors present their report and the audited financial statements for the year ended 31 August 2019. This report has been prepared in accordance with the special provisions relating to small companies within part 15 of the Companies Act 2006, including the exemption from preparing a strategic report.

Directors of the company

The directors of the company who were in office during the year and up to the date of signing the financial statements were:

R D Edwards

D J Leatherbarrow (appointed 1 September 2018)

I J Anderson (resigned 1 September 2018)

J-L Janet

The company purchased and maintained throughout the year and at the date of approval of the financial statements, directors' and officers' liability insurance in respect of the company's directors.

Principal activities

The company owns the property utilised by Underley Schools Limited, which provides education for children and young people with special education needs with placements being referred from a number of local authorities. The company is part of the SSCP Spring Topco Limited Group ("Group"). The Group provides a choice of education and care for young people through a network of schools, residential care homes and a national network of fostering agencies.

The Group Statement of Purpose is to be "Simply the Best" children's services provider. The Group aims to provide outstanding services for children and young people through enthusiasm and commitment.

Proposed dividend

The directors do not recommend the payment of a dividend for the year ended 31 August 2019 (2018: Nil).

Employees and employment policies

The company has no employees (2018: nil).

Risk of the United Kingdom leaving the European Union (Brexit)

The terms of the United Kingdom's withdrawal from the European Union are not clear and it is difficult to evaluate all of the potential implications on the Group's trade, customers, suppliers and the wider economy.

The Group has conducted an assessment of its risks as a result of Brexit and concluded that on the basis that its turnover is 100% within the United Kingdom the impact of exiting from the European Union is unlikely to have a significant impact on the Group. The directors are, however, in regular communication with their employees, particularly those from the EU, regarding Brexit to provide appropriate and balanced information and support.

Covid-19

As explained in note 1 (Accounting policies - Going Concern) and note 11 (Non adjusting events after the financial period) in the financial statements, the COVID-19 pandemic and the resulting measures currently taken by various governments to contain the virus has not significantly impacted our business in the first 6 months of 2020. We are closely monitoring the impact of the pandemic and will implement any necessary measures required to minimize any possible future adverse impact on our staff, operations and future results.

A crisis management plan has been implemented in response to the pandemic. Other than usual measures in place to protect working capital, no exceptional measures have had to be implemented as Local Authorities have continued their support to the Independent Sector with invoices paid as usual. Capital expenditure projects and commitments are being closely monitored in light of the evolving situation.

Underley Educational Services

Directors' Report for the Year Ended 31 August 2019 (continued)

Going concern

The company is a subsidiary of SSCP Spring Topco Limited and its financial resources are managed on a Group basis. For the year ending 31 August 2019 the Group generated strong cash flows and held a group cash balance of £14m at 31 August 2019. During the year, the Group was financed by a mixture of equity funding (ordinary and preference shares), unsecured loan notes, senior banking facilities and operating cash flows from the underlying business of the Group.

The company has received confirmation from its parent undertaking, SSCP Spring Topco Limited, that it will provide such support as is required to allow the company to pay its debts as they fall due for a period of at least one year from the date of signing these financial statements.

On the basis of the above the company's directors have a reasonable expectation that the company will be able to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

COVID-19 pandemic has resulted in significant disruptions in global economic activities, though the impact on the business is currently limited. The Company has been able to maintain normal operations within the guidelines of governmental requirements and while keeping the safety of its employees in mind.

While the scale and duration, as well as the impact of COVID-19, remain uncertain, Management is of the opinion that the Group's cash flows from operations will continue to provide the cash necessary to satisfy the Company's working capital requirements for twelve months from the date of approval and signing of the financial statements by the directors.

Statement of directors' responsibilities in respect of the financial statements

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", 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 the financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 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.

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.

Underley Educational Services

Directors' Report for the Year Ended 31 August 2019 (continued)

Directors' confirmations

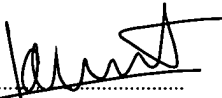
In the case of each director in office at the date the Directors' Report is approved:

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have 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 the company's auditors are aware of that information.

Reappointment of independent auditors

In accordance with section 485 of the Companies Act 2006, a resolution for the re-appointment of PricewaterhouseCoopers LLP as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

Approved by the Board and signed on its behalf by:


.....
J-L Jarret
Director

2 July 2020

Underley Educational Services

Independent Auditors' Report to the Members of Underley Educational Services

Report on the audit of the financial statements

Opinion

In our opinion, Underley Educational Services' financial statements:

- give a true and fair view of the state of the company's affairs as at 31 August 2019 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law); and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements, included within the Annual Report and Financial Statements (the "Annual Report"), which comprise: the balance sheet as at 31 August 2019; the statement of comprehensive income and the statement of changes in equity for the year then ended; and the notes to the financial statements, which include a description of the significant accounting policies.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) ("ISAs (UK)") and applicable law. Our responsibilities under ISAs (UK) are further described in the Auditors' responsibilities for the audit of the financial statements section of our report. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Independence

We remained independent of the company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, which includes the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which 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.

However, because not all future events or conditions can be predicted, this statement is not a guarantee as to the company's ability to continue as a going concern.

Underley Educational Services

Independent Auditors' Report to the Members of Underley Educational Services (continued)

Reporting on other information

The other information comprises all of the information in the Annual Report other than the financial statements and our auditors' report thereon. The directors are responsible for the other information. Our opinion on the financial statements does not cover the other information and, accordingly, we do not express an audit opinion or, except to the extent otherwise explicitly stated in this report, any form of assurance 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 an apparent material inconsistency or material misstatement, we are required to perform procedures to conclude whether there is a material misstatement of 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 based on these responsibilities.

With respect to the Directors' Report, we also considered whether the disclosures required by the UK Companies Act 2006 have been included.

Based on the responsibilities described above and our work undertaken in the course of the audit, ISAs (UK) require us also to report certain opinions and matters as described below.

Directors' Report

In our opinion, based on the work undertaken in the course of the audit, the information given in the Directors' Report for the year ended 31 August 2019 is consistent with the financial statements and has been prepared in accordance with applicable legal requirements.

In light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we did not identify any material misstatements in the Directors' Report.

Responsibilities for the financial statements and the audit

Responsibilities of the directors for the financial statements

As explained more fully in the Statement of directors' responsibilities in respect of the financial statements set out on page 3, the directors are responsible for the preparation of the financial statements in accordance with the applicable framework and for being satisfied that they give a true and fair view. The directors are also responsible for such internal control as they 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.

Underley Educational Services

Independent Auditors' Report to the Members of Underley Educational Services (continued)

Auditors' 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 auditors' 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 on the FRC's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditors' report.

Use of this report

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.

Other required reporting

Companies Act 2006 exception reporting

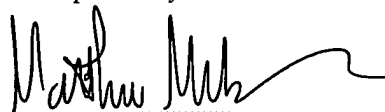
Under the Companies Act 2006 we are required to report to you if, in our opinion:

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

We have no exceptions to report arising from this responsibility.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to: take advantage of the small companies exemption in preparing the Directors' Report; and take advantage of the small companies exemption from preparing a strategic report. We have no exceptions to report arising from this responsibility.



Matthew Mullins (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Uxbridge

03 July 2020

Underley Educational Services

Statement of Comprehensive Income for the Year Ended 31 August 2019

	Note	2019 £	2018 £
Turnover		-	-
Administrative expenses		<u>(255,611)</u>	<u>(421,933)</u>
Operating loss	2	<u>(255,611)</u>	<u>(421,933)</u>
Loss before taxation		(255,611)	(421,933)
Tax on loss	3	<u>49,047</u>	<u>152,018</u>
Loss and Total comprehensive expense for the financial year		<u><u>(206,564)</u></u>	<u><u>(269,915)</u></u>

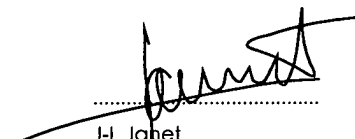
Turnover and operating loss derive wholly from continuing operations.

Underley Educational Services
(Registration number: 03381128)
Balance Sheet as at 31 August 2019

	Note	2019 £	2018 £
Fixed assets			
Tangible assets	4	6,580,347	6,183,663
Current assets			
Debtors	5	1,449,183	1,400,136
Cash at bank and in hand		<u>378</u>	<u>1,426</u>
		1,449,561	1,401,562
Creditors: amounts falling due within one year	6	<u>(9,452,969)</u>	<u>(8,801,722)</u>
Net current liabilities		<u>(8,003,408)</u>	<u>(7,400,160)</u>
Net liabilities		<u>(1,423,061)</u>	<u>(1,216,497)</u>
Capital and reserves			
Called up share capital	7	2	2
Profit and loss account		<u>(1,423,063)</u>	<u>(1,216,499)</u>
Total equity		<u>(1,423,061)</u>	<u>(1,216,497)</u>

These financial statements have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 applicable to companies subject to the small companies regime.

The financial statements on pages 8 to 18, were approved by the Board and signed on its behalf by:


 J-L Janet
 Director

2 July 2020

Underley Educational Services

Statement of Changes in Equity for the Year Ended 31 August 2019

	Called up share capital £	Profit and loss account £	Total equity £
At 1 September 2017	<u>2</u>	<u>(946,584)</u>	<u>(946,582)</u>
Loss for the year	-	(269,915)	(269,915)
Other comprehensive income	-	-	-
Total comprehensive expense	<u>-</u>	<u>(269,915)</u>	<u>(269,915)</u>
At 31 August 2018	<u>2</u>	<u>(1,216,499)</u>	<u>(1,216,497)</u>
	Called up share capital £	Profit and loss account £	Total equity £
At 1 September 2018	<u>2</u>	<u>(1,216,499)</u>	<u>(1,216,497)</u>
Loss for the year	-	(206,564)	(206,564)
Other comprehensive income	-	-	-
Total comprehensive expense	<u>-</u>	<u>(206,564)</u>	<u>(206,564)</u>
At 31 August 2019	<u>2</u>	<u>(1,423,063)</u>	<u>(1,423,061)</u>

Underley Educational Services

Notes to the Financial Statements for the Year Ended 31 August 2019

1 Accounting policies

Underley Educational Services ("the company") is a private company limited by shares incorporated in England.

The Registered Office is 1 Merchant's Place, River Street, Bolton, Lancashire, BL2 1BX.

Statement of compliance

The financial statements have been prepared in compliance with United Kingdom Accounting Standards, including Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland" ("FRS 102") and the Companies Act 2006.

Basis of preparation

These financial statements are prepared on a going concern basis, under the historical cost convention.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed within this note.

The financial statements have been prepared in Sterling, which is the functional currency.

Significant accounting policies

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Summary of exemptions - Reduced Disclosure Framework

In preparing the separate financial statements of the company, advantage has been taken of the exemption provided by FRS 102 paragraph 1.12 (b) to not prepare a cash flow statement.

In preparing the separate financial statements of the company, advantage has been taken of the exemptions provided by FRS 102 Sections 11 and 12 to provide financial instruments disclosures, including categories of financial instruments, items of income, expense, gains or losses relating to financial instruments, and exposure to and management of financial risks.

In preparing the separate financial statements of the company, advantage has been taken of the exemptions provided by FRS 102 Section 33.7 to provide aggregate remuneration of the key management personnel of the parent company as their remuneration is included in the totals for the group as a whole.

Name of parent of group

These financial statements are consolidated in the financial statements of SSCP Spring Topco Limited.

Underley Educational Services

Notes to the Financial Statements for the Year Ended 31 August 2019 (continued)

1 Accounting policies (continued)

Going concern

The company is a subsidiary of SSCP Spring Topco Limited and its financial resources are managed on a Group basis. For the year ending 31 August 2019 the Group generated strong cash flows and held a group cash balance of £14m at 31 August 2019. During the year, the Group was financed by a mixture of equity funding (ordinary and preference shares), unsecured loan notes, senior banking facilities and operating cash flows from the underlying business of the Group.

The company has received confirmation from its parent undertaking, SSCP Spring Topco Limited, that it will provide such support as is required to allow the company to pay its debts as they fall due for a period of at least one year from the date of signing these financial statements.

On the basis of the above the company's directors have a reasonable expectation that the company will be able to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the financial statements.

COVID-19 pandemic has resulted in significant disruptions in global economic activities, though the impact on the business is currently limited. The Company has been able to maintain normal operations within the guidelines of governmental requirements and while keeping the safety of its employees in mind.

While the scale and duration, as well as the impact of COVID-19, remain uncertain, Management is of the opinion that the Group's cash flows from operations will continue to provide the cash necessary to satisfy the Company's working capital requirements for twelve months from the date of approval and signing of the financial statements by the directors.

Judgements

Preparation of the financial statements requires management to make significant judgements, estimates and assumptions that affect the amounts reported for assets and liabilities as at the balance sheet date and the amounts reported for revenues and expenses during the year. However, the nature of estimation means that actual outcomes could differ from those estimates.

The following judgements (apart from those involving estimates) have had the most significant effect on amounts recognised in the financial statements. Items in the financial statements where these judgements and estimates have been made include:

- Indicators of impairment – The company makes an estimate of the recoverable value of trade and other debtors. When assessing impairment of trade and other debtors, management considers factors including the current credit rating of the debtor, the ageing profile of debtors and historical experience.
- Provisions – Provisions are made for specific obligations. This requires management's best estimate of the costs that will be incurred based on legislative and contractual requirements. In addition, the timing of the cash flows and the discount rates used to establish net present value of the obligations requires management's judgement.

Key sources of estimation uncertainty

The following are the key sources of estimation uncertainty:

- Tangible fixed assets – the annual depreciation charge for tangible assets is sensitive to changes in the estimated useful economic lives and residual values of the assets. The useful economic lives and residual values are re-assessed annually. They are amended when necessary to reflect current estimates, based on technological advancement, future investments, economic utilisation and the physical condition of the assets.
- Taxation – Provisions are based on reasonable estimates based on various factors including experience and interpretation of regulations.

Underley Educational Services

Notes to the Financial Statements for the Year Ended 31 August 2019 (continued)

1 Accounting policies (continued)

Turnover

Turnover is generated from the provision of education and care for children and young adults with special education needs.

Turnover represents amounts chargeable in respect of services provided during the year. Where invoices are raised and the services to which they relate have not been performed, the extent of the invoice relating to the unperformed service is carried forward as deferred income. All turnover arose within the United Kingdom.

Revenue recognition

Revenue is recognised to the extent that the company obtains the right to consideration in exchange for its performance. Revenue is recognised pro-rata (on a straight-line basis) over the relevant period that the student is enrolled and receiving care. Revenue is measured at the fair value of the consideration received, excluding VAT and discounts.

Current and deferred tax

The tax expense for the year comprises current and deferred tax.

Current tax is recognised for the amount of income tax payable in respect of the taxable profit for the current or past reporting periods using the rates and laws that have been enacted or substantively enacted by the reporting date.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements and on unused tax losses or tax credits in respect of all timing differences at the reporting date. Deferred income tax is determined on an undiscounted basis using the rates and laws that have been enacted or substantively enacted by the reporting date that are expected to apply to the reversal of the timing difference.

Deferred tax assets are only recognised to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable benefits.

Tangible assets

Tangible assets are stated at cost less accumulated depreciation.

At each reporting date, fixed assets are reviewed to determine whether there is any indication that those assets have suffered an impairment loss. If there is an indication of possible impairment, the recoverable amount of any affected asset is estimated and compared with its carrying amount. If the recoverable amount is lower, the carrying amount is reduced to its estimated recoverable amount, and an impairment loss is recognised immediately in profit and loss.

If an impairment loss subsequently reverses, the carry amount of the asset is increased to the revised estimate of its recoverable amount, but not in excess of the amount that would have been determined had no impairment loss been recognised for the asset in prior years. A reversal of an impairment loss is recognised immediately in profit and loss.

Depreciation

Depreciation is provided on all tangible assets at the following rates calculated to write off the cost less estimated residual value of each asset over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter. Freehold land is not depreciated.

Asset class

Freehold land and buildings
Plant and machinery
Fixtures, fittings and equipment
Motor vehicles

Depreciation method and rate

2% straight line
15% straight line
15-33% straight line
25% straight line

Underley Educational Services

Notes to the Financial Statements for the Year Ended 31 August 2019 (continued)

1 Accounting policies (continued)

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and call deposits, and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of change in value.

Provisions for liabilities

Provisions are recognised when the company has an obligation at the reporting date as a result of a past event, it is probable that the company will be required to settle that obligation and a reliable estimate can be made of the amount of the obligation.

Leases

Payments made under operating leases are charged to profit and loss on a straight line basis over the period of the lease. Lease incentives are recognised over the lease term on a straight line basis.

Basic financial instruments

Basic financial assets, including trade and other debtors, cash and cash equivalents, are initially recognised at transaction price. Such assets are subsequently measured at amortised cost using the effective interest rate, less provision for impairment.

Basic financial liabilities, including trade and other payables, bank loans, loan notes, loans from fellow group companies and preference shares that are classified as debt, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the debt instrument is measured at the present value of future receipts discounted at a market rate of interest. Such liabilities are subsequently measured at amortised cost, using the effective interest rate method.

Debtors and creditors with no stated interest rate and receivable or payable within one year are recorded at transaction price. Any losses arising from impairment are recognised in the profit or loss.

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

2 Operating loss

Operating loss is stated after charging

	2019 £	2018 £
Depreciation expense – owned assets	252,864	323,956
Depreciation expense – assets held under finance lease and hire purchase	-	3,323
Loss on disposal of tangible assets	-	91,307

Audit fees for 2019 (£1,863) and 2018 (£1,823) were borne by another Group company without recharge.

The company had no employees, other than the directors, during the year under review (2018: None).

The directors did not receive any remuneration from the company during the year ended 31 August 2019 (2018: nil) for their services to the company. The directors were employed and their remuneration costs borne by another group company. No charge has been made to the company as in the opinion of the directors it is not possible to determine with reasonable accuracy the split by company.

Underley Educational Services

Notes to the Financial Statements for the Year Ended 31 August 2019 (continued)

3 Tax on loss

Tax credited in the statement of comprehensive income

	2019 £	2018 £
Current taxation		
Group relief	(128,030)	(130,099)
Deferred taxation		
Arising from origination and reversal of timing differences	8,392	(24,442)
Arising from changes in tax rates and laws	(883)	2,573
Adjustments in respect of prior periods	71,474	(50)
Total deferred taxation	78,983	(21,919)
Tax receipt in the statement of comprehensive income	(49,047)	(152,018)

Factors affecting total tax charge

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2018 - lower than the standard rate of corporation tax in the UK) of 19% (2018 - 19%).

The differences are reconciled below:

	2019 £	2018 £
Loss before taxation	(255,611)	(421,933)
Corporation tax at standard rate	(48,566)	(80,167)
Adjustment in respect of prior periods	71,474	(50)
Effect of expense not deductible in determining tax loss	47,392	21,250
Deferred tax expense relating to changes in tax rates or laws	(883)	2,573
Tax decrease from transfer pricing adjustments	(118,464)	(95,624)
Total tax credit	(49,047)	(152,018)

Factors that may affect future tax charges

Deferred tax has been calculated at 17%, reflecting the enacted rate applicable from 1 April 2020 at the balance sheet date.

In the Spring Budget 2020, the Government announced that from 1 April 2020 the corporation tax rate would remain at 19% (rather than reducing to 17%, as previously enacted). This new law was substantively enacted on 17 March 2020. As the proposal to keep the rate at 19% had not been substantively enacted at the balance sheet date, its effects are not included in these financial statements.

Deferred tax

The movement in the deferred tax asset in the year is as follows:

Underley Educational Services

Notes to the Financial Statements for the Year Ended 31 August 2019 (continued)

3 Tax on loss (continued)

	Asset £
At 01 September 2018	139,450
Movement in the year	(7,509)
Adjustment in respect of prior periods	<u>(71,474)</u>
At 31 August 2019	<u>60,467</u>

The analysis of deferred tax assets is as follows:

	Asset £
2019	
Depreciation in excess of capital allowances	<u>60,467</u>
2018	
Depreciation in excess of capital allowances	<u>139,450</u>

4 Tangible assets

	Freehold land and buildings £	Plant and machinery £	Fixtures, fittings and equipment £	Motor vehicles £	Total £
Cost					
At 1 September 2018	6,578,063	1,767,629	1,760,938	140,244	10,246,874
Additions	658,990	-	99,995	-	758,985
Disposals	<u>(117,622)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(117,622)</u>
At 31 August 2019	<u>7,119,431</u>	<u>1,767,629</u>	<u>1,860,933</u>	<u>140,244</u>	<u>10,888,237</u>
Accumulated depreciation					
At 1 September 2018	725,981	1,763,641	1,440,764	132,825	4,063,211
Charge for the year	133,351	2,628	109,779	7,106	252,864
Eliminated on disposal	<u>(8,185)</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>(8,185)</u>
At 31 August 2019	<u>851,147</u>	<u>1,766,269</u>	<u>1,550,543</u>	<u>139,931</u>	<u>4,307,890</u>
Carrying amount					
At 31 August 2019	<u>6,268,284</u>	<u>1,360</u>	<u>310,390</u>	<u>313</u>	<u>6,580,347</u>
At 31 August 2018	<u>5,852,082</u>	<u>3,988</u>	<u>320,174</u>	<u>7,419</u>	<u>6,183,663</u>

Assets held under finance leases and hire purchase contracts

The net carrying amount of tangible assets includes the following amounts in respect of assets held under finance leases and hire purchase contracts:

Underley Educational Services

Notes to the Financial Statements for the Year Ended 31 August 2019 (continued)

4 Tangible assets (continued)

	2019 £	2018 £
Plant and machinery	-	-
Fixtures, fittings and equipment	-	12,461
Motor vehicles	-	-
	<u>-</u>	<u>12,461</u>

5 Debtors

	Note	2019 £	2018 £
Amounts owed by group undertakings		1,388,715	1,260,685
Other debtors		1	1
Deferred tax assets	3	<u>60,467</u>	<u>139,450</u>
Total current trade and other debtors		<u>1,449,183</u>	<u>1,400,136</u>

With the exception of deferred tax all amounts fall due within one year.

Trade debtors are stated after provisions for impairment of £Nil (2018: £Nil).

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

6 Creditors: amounts falling due within one year

	2019 £	2018 £
Amounts owed to group undertakings	9,452,969	8,655,815
Accruals and deferred income	<u>-</u>	<u>145,907</u>
	<u>9,452,969</u>	<u>8,801,722</u>

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

7 Called up share capital

Allotted, called up and fully paid shares

	No.	2019 £	No.	2018 £
Ordinary shares of £1 each	<u>2</u>	<u>2</u>	<u>2</u>	<u>2</u>

Underley Educational Services

Notes to the Financial Statements for the Year Ended 31 August 2019 (continued)

8 Contingent liabilities

The company has given security by way of unlimited fixed and floating charges over all of its assets to the finance parties providing banking facilities to SSCP Spring Bidco Limited, a fellow subsidiary undertaking of the SSCP Spring Topco Limited Group.

The amount outstanding to the finance parties providing the banking facilities to SSCP Spring Bidco Limited at 31 August 2019 was £513.2m (2018: £288.3m).

9 Related party transactions

The company is exempt from disclosing related party transactions as they are with other companies that are wholly owned within the Group.

10 Controlling party

The company's immediate parent is Acorn Care and Education Limited, a company incorporated in England and Wales. SSCP Spring Topco Limited, a company incorporated in England and Wales, is an intermediate parent company. SSCP Spring Holdings SCA, a company incorporated in Luxembourg, owns 83.51% (2018: 80.97%) of SSCP Spring Topco Limited's equity share capital and is deemed to be the ultimate parent undertaking.

The directors consider funds managed by Stirling Square Capital Partners Jersey AIFM Limited to be the ultimate controlling parties.

The smallest group to consolidate these financial statements is SSCP Spring Midco 2 Limited and the largest group to consolidate these financial statements is SSCP Spring Topco Limited. These consolidated financial statements are publicly available upon request from Frays Court, 71 Cowley Road, Uxbridge, Middlesex, UB8 2AE.

11 Non adjusting events after the financial period

The coronavirus (COVID-19) pandemic spread rapidly in early 2020, causing major disruptions to businesses and economic activities around the world. The Company has taken a number of health and safety measures to monitor and reduce the effects of the COVID-19 pandemic on our staff, including working from home and social distancing.

At this stage, the impact on the business and the results is limited. The Company will continue to follow governmental requirements and advice as it continues to operate the business in the safest way possible without jeopardising the health of the employees.

See Note 1 for discussion on ability to continue as a going concern.