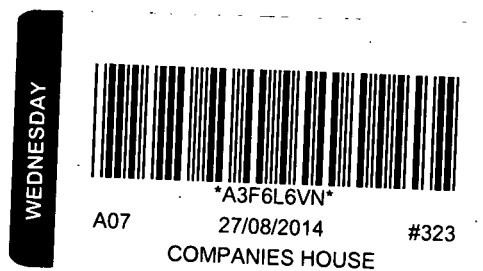


Kenton School Services Limited
Annual report and financial statements
for the year ended 31 March 2014

Registration number: 03808875



Kenton School Services Limited

Annual report and financial statements for the year ended 31 March 2014

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Kenton School Services Limited

Directors and advisors

Directors	D R Hardingham
	N Rae
	A Dane
Company secretary	Semperian Secretariat Services Limited
Registered office	Third Floor
	Broad Quay House
	Prince Street
	Bristol
	BS1 4DJ
Independent auditors	PricewaterhouseCoopers LLP
	Chartered Accountants and Statutory Auditors
	31 Great George Street
	Bristol
	BS1 5QD

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Kenton School Services Limited

Strategic report

for the year ended 31 March 2014

The directors present their annual report and the audited financial statements for the year ended 31 March 2014.

Results, principal activities and review of business

The company entered into a contract under the Private Finance Initiative ('PFI') in January 2001 with the governing body of JFS School and the London Borough of Brent to design, build and finance and to provide related facilities management services for the 25 years concession term. The construction phase was completed during August 2002. The service phase of the contract is now in progress and is expected to generate income in accordance with contractual arrangements.

The profit for the year is set out in the profit and loss account on page 7. The directors consider the performance of the company during the year, the financial position at the end of the year and its prospects for the future to be satisfactory.

In line with the current contractual circumstances of the company, a financial model covering the periods up to September 2027 has been produced. From this model the directors are satisfied the company will generate positive cashflows and profits over the life of the contract.

Principal risks and uncertainties

The company has taken on the activity, as detailed above, and is risk averse in its trading relationships with its customer, funders and sub-contractors as determined by the terms of their respective detailed PFI contracts. In extreme circumstances, the company could be exposed to subcontractor failure to perform their obligations. The financial risks and the measures taken to mitigate them are as detailed in the Directors' report.

Key performance indicators ('KPIs')

The company's operations are managed under the supervision of its shareholders and funders and are largely determined by the detailed terms of the PFI contract which stipulates key performance criteria on operational activities. For this reason, the company's directors believe that further key performance indicators for the company are not necessary or appropriate for an understanding of the performance or position of the business.

By order of the Board


.....
On behalf of Semperian Secretariat Services Limited
Company secretary

04 AUG 2014

Kenton School Services Limited

Registration number: 03808875

Directors' report for the year ended 31 March 2014

The directors present their annual report and the audited financial statements for the year ended 31 March 2014.

Future developments

No significant changes are expected to the company's activities, as set out in the Strategic Report, in the foreseeable future.

Dividends and transfers to reserves

No dividend was paid during the year, (2013: £nil).

Financial risk management

The company has exposures to a variety of financial risks which are managed with the purpose of minimising any potential adverse effect on the company's performance. The directors have policies for managing each of these risks and they are summarised below:

Interest rate risk

The senior debt interest has been fixed through the use of interest rate swaps, plus a margin, while the subordinated debt interest is at a fixed rate, as set out in note 9.

Inflation risk

The company has chosen to manage its exposure to inflation risk through the use of an RPI swap. Details can be found on page 11.

Liquidity risk

The company adopts a prudent approach to liquidity management by endeavouring to maintain sufficient cash and liquid resources to meet its obligations as they fall due.

Credit risk

The company receives the majority of its revenue from JFS School and London Borough of Brent and is not exposed to significant credit risk. Cash investments are with institutions of a suitable credit quality.

Major maintenance replacement risk

The company takes the risk that its projections for ongoing major maintenance replacement of the building and relevant equipment are adequate. These projections have been agreed with third parties and are subject to regular review by the directors.

Directors of the company

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

A E Birch (resigned 11 February 2014)

D R Hardingham

N Rae (appointed 11 February 2014)

The following director was appointed after the year end:

A Dane (appointed 27 June 2014)

Kenton School Services Limited

Directors' report for the year ended 31 March 2014 (continued)

Directors' responsibilities statement

The directors are responsible for preparing the Annual report and 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 prepared 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 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.

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.

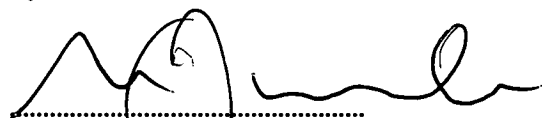
Statement of disclosure of information to auditors

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



On behalf of Semperian Secretariat Services Limited
Company secretary
04 AUG 2014

Kenton School Services Limited

Independent auditors' report to the members of Kenton School Services Limited

Report on the financial statements

Our opinion

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the company's affairs as at 31 March 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

This opinion is to be read in the context of what we say in the remainder of this report.

What we have audited

The financial statements, which are prepared by Kenton School Services Limited comprise:

- the balance sheet as at 31 March 2014;
- the profit and loss account for the year then ended; and
- the notes to the financial statements, which include a summary of principal accounting policies and other explanatory information.

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).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

What an audit of financial statements involves

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). 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.

In addition, we read all the financial and non-financial information in the Annual report and financial statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Kenton School Services Limited

Independent auditors' report to the members of Kenton School Services Limited (continued)

Opinion on other matter prescribed by the Companies Act 2006

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

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

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, 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.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Directors' Responsibilities Statement set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and ISAs (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.



.....
Paul Nott (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Bristol

21 August 2014

Kenton School Services Limited

Profit and loss account for the year ended 31 March 2014

	Note	Year ended 31 March 2014 £ '000	Year ended 31 March 2013 £ '000
Turnover	1	2,851	3,379
Cost of sales		(2,393)	(3,448)
Gross profit/(loss)		458	(69)
Administrative expenses		(142)	(145)
Operating profit/(loss)	2	316	(214)
Interest receivable and similar income	3	1,356	1,432
Interest payable and similar charges	4	(1,319)	(1,375)
Profit/(loss) on ordinary activities before taxation		353	(157)
Tax on profit/(loss) on ordinary activities	5	(73)	23
Profit/(loss) for the financial year	12	280	(134)

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 profit/(loss) for the period on ordinary activities before taxation and the profit/(loss) for the financial year stated above and their historical cost equivalents.

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 movements on reserves are shown in note 12 to the financial statements.

Kenton School Services Limited

Balance sheet as at 31 March 2014

	Note	31 March 2014 £ '000	31 March 2013 £ '000
Current assets			
Debtors: amounts falling due within one year	6	1,251	1,421
Debtors: amounts falling due after more than one year	7	17,656	18,370
Cash at bank and in hand		3,754	2,912
		22,661	22,703
Creditors: Amounts falling due within one year	8	(4,520)	(3,204)
Total assets less current liabilities		18,141	19,499
Creditors: Amounts falling due after more than one year	9	(17,917)	(19,611)
Provisions for liabilities and charges	10	(56)	-
Net assets/(liabilities)		168	(112)
Capital and reserves			
Called up share capital	11	218	218
Profit and loss reserve	12	(50)	(330)
Total shareholder's funds/(deficit)	12	168	(112)

The financial statements on pages 7 to 17 were approved by the Board on **04 AUG 2014** and signed on its behalf by:



A Dane
Director

Kenton School Services Limited

Notes to the financial statements for the year ended 31 March 2014

1 Principal accounting policies

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

Basis of preparation of financial statements

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.

Going concern

The directors have reviewed the company's projected profits and cash flows by reference to a financial model covering accounting periods up to September 2027. Having examined the current status of the company's principal contracts and likely developments in the foreseeable future, the directors consider that the company will be able to settle its liabilities as they fall due and accordingly the financial statements have been prepared on a going concern basis.

Turnover

Turnover represents the value of work done and services rendered, excluding sales related taxes. All turnover originates in the United Kingdom.

The company recognises income when it has fully fulfilled its contractual obligations. In accordance with Financial Reporting Standard 5 – Application Note G, the company includes sales and purchase transactions related to variations under the original contract where the benefits and risks are retained by the company, within the financial statements as turnover and operating costs.

Transactions to which the company does not have access to all the significant benefits and risks are excluded from the financial statements.

Finance debtor and interest receivable

In accordance with Financial Reporting Standard (FRS) 5 - Application Note F, the costs incurred in constructing the assets have been treated as a finance debtor. This treatment arose from applying the guidance within the application note which indicated that the project's principal agreements transfer substantially all the risks and rewards relating to the property to the customer.

The finance debtor represents the costs arising on the construction of the assets including initial tender costs. During asset construction, finance debtor interest income is recognised on an accruals basis and is capitalised within the finance debtor receivable. Once the project reached its operational phase and was accepted by the customer a constant proportion of the planned net revenue arising from the project was allocated to remunerate the finance debtor. Imputed interest receivable is allocated to the finance debtor using a property specific rate to generate a constant rate of return over the life of the contract. Over the course of the contract term the finance debtor is expected to be fully repaid.

Kenton School Services Limited

Notes to the financial statements for the year ended 31 March 2014 (continued)

1 Principal accounting policies (continued)

Deferred taxation

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 periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively 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 underlying timing differences can be deducted.

Major maintenance replacement

As noted in the directors' report, the company is responsible for the major maintenance replacement risk associated with its principal activity. Where appropriate, income is deferred to future periods, based on a forecast of the future major maintenance expenditure, in order to match that element of income with the costs to which it relates. The turnover and costs of sales are recorded, in the profit and loss account, in the period in which the costs of major maintenance replacement are incurred.

Debt issue costs

Debt issue costs directly incurred have been offset against the related debt and will be charged to the profit and loss account at a constant rate on the carrying value of the debt.

Interest rate swaps

Interest rate swaps are used to hedge the company's exposure to movements on interest rates. The interest payable on such swaps is accrued in the same way as interest arising on the related borrowings. Interest rate swaps are valued using market value, for disclosure purposes.

RPI swaps

RPI swaps are used to hedge the company's exposure to movements on the rate of inflation. Amounts payable and receivable on such swaps are included in turnover. RPI swaps are valued using market value, for disclosure purposes.

Cash flow statement

Under Financial Reporting Standard 1 (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.

Kenton School Services Limited

Notes to the financial statements for the year ended 31 March 2014 (continued)

2 Operating profit/(loss)

The company had no employees, other than the directors, during the year (2013: 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 £43,888 (2013: £42,523) to the company in respect of these services.

The audit fee in respect of the company was £7,333 for the year (2013: £7,000).

The company has an RPI swap which converts the variable rate linked to RPI to a fixed rate of 2.6%. The fair value of this class of derivative financial instruments at 31 March 2014 is a liability of £1,439,595 (2013: a liability of £1,875,420).

3 Interest receivable and similar income

	Year ended 31 March 2014 £ '000	Year ended 31 March 2013 £ '000
Imputed interest receivable on finance debtor	1,340	1,384
Interest receivable on bank deposits	16	44
Other interest receivable	-	4
	1,356	1,432

4 Interest payable and similar charges

Interest payable includes £190,322 (2013 - £191,206) payable on loans from group companies.

	Year ended 31 March 2014 £ '000	Year ended 31 March 2013 £ '000
Interest payable on senior debt	1,099	1,147
Interest payable on subordinated debt	190	191
Other bank charges and similar fees	7	4
Amortisation of debt issue costs	23	24
Other interest payable	-	9
	1,319	1,375

Kenton School Services Limited

Notes to the financial statements for the year ended 31 March 2014 (continued)

5 Tax on profit on ordinary activities

(a) Analysis of tax charge for the year

	Year ended 31 March 2014 £ '000	Year ended 31 March 2013 £ '000
Current tax:		
Corporation tax charge	-	80
Deferred tax (note 10)		
Origination and reversal of timing differences	81	(35)
Adjustment in respect of prior periods	-	(69)
Impact of tax rate adjustment	(8)	1
Tax charge/(credit) on profit/(loss) on ordinary activities	73	(23)

Kenton School Services Limited

Notes to the financial statements for the year ended 31 March 2014 (continued)

5 Tax on profit on ordinary activities (continued)

(b) Factors affecting current tax charge

The tax assessed for the year is lower (2013: higher) than the standard rate of corporation tax in the UK of 23% (2013: 24%). The differences are explained below:

	Year ended 31 March 2014 £ '000	Year ended 31 March 2013 £ '000
Profit/(loss) on ordinary activities before taxation	353	(157)
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 23% (2013: 24%)	81	(38)
Effects of:		
Permanent differences	-	2
Movement in accelerated capital allowances	(128)	(185)
Other short term timing differences	9	4
Adjustment for prior periods	-	80
Unrelieved tax losses carried forward	38	217
Current tax charge for the year (note 5(a))	-	80

(c) Factors that may affect future tax charges

Finance Act 2013 included legislation to reduce the main rate of corporation tax to 21% with effect from 1 April 2014 and 20% with effect from 1 April 2015. The deferred tax liability at 31 March 2014 has been remeasured accordingly.

Kenton School Services Limited

Notes to the financial statements for the year ended 31 March 2014 (continued)

6 Debtors: amounts falling due within one year

	31 March 2014 £ '000	31 March 2013 £ '000
Trade debtors	465	563
Finance debtors	714	645
Prepayments and accrued income	72	196
Deferred tax	-	17
	1,251	1,421

7 Debtors: amounts falling due after more than one year

	31 March 2014 £ '000	31 March 2013 £ '000
Finance debtor	17,166	17,880
Amounts owed by group undertakings	490	490
	17,656	18,370

8 Creditors: amounts falling due within one year

	31 March 2014 £ '000	31 March 2013 £ '000
Senior debt	809	738
Subordinated debt	1,275	999
Trade creditors	297	441
Accruals and deferred income	1,950	927
Amounts owed to group undertakings	47	-
Other taxation and social security	142	99
	4,520	3,204

Kenton School Services Limited

Notes to the financial statements for the year ended 31 March 2014 (continued)

9 Creditors: amounts falling due after more than one year

(a) Debt

	31 March 2014 £ '000	31 March 2013 £ '000
Senior debt	16,322	17,082
Subordinated debt	3,110	3,121
Less: included in creditors falling due within one year	(2,084)	(1,737)
Less: unamortised issue costs	(153)	(175)
	17,195	18,291
Accruals and deferred income	590	1,188
Group Relief	132	132
	17,917	19,611

(b) Maturity of debt

	31 March 2014 £ '000	31 March 2013 £ '000
Less than one year	2,106	1,760
Between one and two years	1,163	1,133
Between two and five years	3,342	3,276
In more than five years	12,821	14,034
	19,432	20,203
Less: included in creditors falling due within one year	(2,084)	(1,737)
Less: unamortised issue costs	(153)	(175)
	17,195	18,291

The senior debt consists of two tranches repayable, in instalments, by March 2026. Principal repayments commenced in January 2006. At 31 March 2014, the amounts outstanding on the first and second tranches were £16,321,000 (31 March 2013: £17,081,000) and £1,000 (31 March 2013: £1,000) respectively.

The interest rate, on the first tranche is fixed through the use of swaps at 5.75% and 5.23% per annum. The fair value of this class of derivative financial instruments at 31 March 2014 is (£3,422,064) (31 March 2013: (£5,089,000)). The interest rate on the second tranche is one month LIBOR.

Kenton School Services Limited

Notes to the financial statements for the year ended 31 March 2014 (continued)

9 Creditors: amounts falling due after more than one year (continued)

Of the loan notes, provided by the immediate parent undertaking, XJ6 Schools Holdings Limited, which are subordinated to the right of payment of senior debt providers and are unsecured, £1,580,000 (2013: £1,591,000) have an interest rate fixed at 12% per annum, whilst the remainder £1,530,000 (2013: £1,530,000) are zero coupon. The final repayment date of the loan notes is 3 September 2027.

The senior loan is secured by way of a first fixed charge over the company's interest in the finance receivable asset.

All other amounts owed to or owed by group undertakings are interest free, unsecured and repayable on demand.

10 Provisions for liabilities and charges

	31 March 2014 £ '000	31 March 2013 £ '000
Deferred taxation	56	(17)

The movements in deferred taxation during the year are as follows:

	31 March 2014 £ '000	31 March 2013 £ '000
At beginning of year	(17)	86
Charge to the profit and loss account (note 5(a))	73	(103)
At end of year	56	(17)

The deferred tax liability consists of:

Accelerated capital allowances	1,340	1,531
Other timing differences	789	916
Tax losses recognised	(2,073)	(2,464)
	56	(17)

Kenton School Services Limited

Notes to the financial statements for the year ended 31 March 2014 (continued)

11 Called up share capital

	31 March 2014 £ '000	31 March 2013 £ '000
Allotted and fully paid		
218,300 Ordinary shares of £1 each	218	218

12 Reconciliation of movements in total shareholders' funds and reserves

	Share capital £ '000	Profit and loss account £ '000	Total Shareholders' funds £ '000
At 1 April 2012	218	(196)	22
Loss for the financial year	-	(134)	(134)
At 1 April 2013	218	(330)	(112)
Profit for the financial year	-	280	280
At 31 March 2014	218	(50)	168

13 Ultimate parent undertaking and controlling party

The company's immediate parent undertaking is XJ6 Schools Holdings Limited, 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 Third Floor, Broad Quay House, Prince Street, Bristol, BS1 4DJ.

14 Related party transactions

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.