Registration number: 04620710

Stafford Education Facilities Limited

Annual Report and Financial Statements

for the Year Ended 31 March 2018

Stafford Education Facilities Limited

Contents

Stafford Education Facilities Limited

Company Information

Directors	R Little J S McCabe
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 2 Glass Wharf Bristol BS2 0FR

Stafford Education Facilities Limited

Strategic Report for the Year Ended 31 March 2018

The directors present their strategic report for the year ended 31 March 2018.

Principal activity
The principal activity of the company is the provision of three children's homes in the Staffordshire area under a Private Finance Initiative ('PFI') contract which runs for 24 years, commencing 31 March 2003. The construction of the final two facilities was completed in 2007.

Results and review of business
The profit for the year is set out in the profit and loss account on page 8. The directors consider the performance of the company during the year and the financial position at the end of the year, to be in line with the long term expected performance of the project, and its prospects for the future to be satisfactory.

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 Board monitors the financial stability of its subcontractor and has contingency plans in place to ensure the continuity of service provision to its client, should the subcontractor become unable to perform its 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 as managed by the sub-contractor. For this reason, the company's directors believe that further operational key performance indicators for the company are not necessary or appropriate for an understanding of the performance or position of the business. In addition the directors monitor compliance with debt covenant ratios as specified in the senior loan agreement, in particular the Debt Service Cover Ratio, and no non-compliance has been noted.

Approved by the Board on 03 JUL 2018 and signed on its behalf by:

....
Semperian Secretariat Services Limited
Company secretary

17 JUL 2018

Stafford Education Facilities Limited

Directors' Report for the Year Ended 31 March 2018

Registration number: 04620710

The directors present their report and the audited financial statements for the year ended 31 March 2018.

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

Dividends
No dividend was paid during the year (2017: £6,739, £0.67 per ordinary share). On 14 June 2018 the company declared and paid a further dividend of £6,103 (£0.61 per ordinary share).

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 fixed funding rates, plus a margin, as set out in note 12.

Inflation risk
The company's project revenue and most of its costs were linked to inflation at the inception of the project, resulting in the project being largely insensitive to inflation.

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 Staffordshire County Council 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 who were in office during the year and up to the date of signing the financial statements were as follows:

R Little

R G Sparks (resigned 17 April 2018)

J S McCabe

Statement of directors' responsibilities

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, comprising FRS 102 "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;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, 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.

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.

Disclosure of information to the auditors

Each director has taken 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. The directors confirm that there is no relevant information that they know of and of which they know the auditors are unaware.

Reappointment of auditors

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

Approved by the Board on 03 JUL 2018 and signed on its behalf by:

....

Semperian Secretariat Services Limited
Company secretary

17 JUL 2018

Independent Auditors' Report to the members of Stafford Education Facilities Limited

Report on the audit of the financial statements

Opinion

In our opinion, Stafford Education Facilities Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2018 and of its profit 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 March 2018; the profit and loss account, the statement of comprehensive income, 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 when:

- 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.

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.

Independent Auditors' Report to the members of Stafford Education Facilities Limited (continued)

Reporting on other information (continued)
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 Strategic Report and 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.

Strategic Report and Directors' Report
In our opinion, based on the work undertaken in the course of the audit, the information given in the Strategic Report and Directors' Report for the year ended 31 March 2018 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 Strategic Report and 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 set out on page 4, 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.

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.

Stafford Education Facilities Limited

Independent Auditors' Report to the members of Stafford Education Facilities Limited (continued)

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.

N. Muzzlewhite

Nick Muzzlewhite (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Bristol

Date: 18 JUL 2018

Stafford Education Facilities Limited

Profit and Loss Account for the Year Ended 31 March 2018

	Note	2018 £	2017 £
Turnover	4	493,870	467,419
Cost of sales		(245,922)	(433,610)
Gross profit		247,948	33,809
Administrative expenses		(109,857)	(104,175)
Operating profit/(loss)	5	138,091	(70,366)
Interest receivable and similar income	6	268,760	284,614
Interest payable and similar charges	7	(209,558)	(227,000)
Profit/(loss) on ordinary activities before taxation		197,293	(12,752)
Tax on profit/(loss) on ordinary activities	8	(52,422)	13,745
Profit for the financial year		144,871	993

The above results were derived from continuing operations.

Statement of Comprehensive Income for the Year Ended 31 March 2018

	Note	2018 £	2017 £
Profit for the financial year		144,871	993
Other comprehensive income:			
Change in value of hedging instrument	17	25,670	(37,338)
Reclassifications to profit and loss	17	104,760	112,639
Deferred tax arising on unrealised movements on cash flow hedges	8	(22,173)	(17,979)
Other comprehensive income for the year		108,257	57,322
Total comprehensive income for the year		253,128	58,315

The notes on pages 11 to 22 form an integral part of these financial statements.

Stafford Education Facilities Limited

Balance Sheet as at 31 March 2018

	Note	2018 £	2017 £
Current assets			
Debtors: Amounts falling due after more than one year	9	2,866,354	3,082,953
Debtors: Amounts falling due within one year	10	251,409	255,835
Cash at bank and in hand		667,322	590,259
		3,785,085	3,929,047
Creditors: Amounts falling due within one year	11	(539,487)	(464,803)
Total assets less current liabilities		3,245,598	3,464,244
Creditors: Amounts falling due after more than one year	11	(2,890,080)	(3,265,372)
Provisions for liabilities	13	(224,664)	(321,146)
Net assets/(liabilities)		130,854	(122,274)
Capital and reserves			
Called up share capital	14	10,000	10,000
Cash flow hedge reserve		(259,017)	(367,274)
Profit and loss account		379,871	235,000
Total equity		130,854	(122,274)

03 JUL 2018

Approved and authorised by the Board on .... and signed on its behalf by:

....

R Little

Director

The notes on pages 11 to 22 form an integral part of these financial statements.

Stafford Education Facilities Limited

Statement of Changes in Equity for the Year Ended 31 March 2018

	Note	Called up Share capital £	Cash flow hedge reserve £	Profit and loss account £	Total equity £
At 1 April 2016		10,000	(424,596)	240,746	(173,850)
Profit for the financial year		-	-	993	993
Other comprehensive income		-	57,322	-	57,322
Total comprehensive income		-	57,322	993	58,315
Dividends	15	-	-	(6,739)	(6,739)
At 31 March 2017		10,000	(367,274)	235,000	(122,274)

	Called up Share capital £	Cash flow hedge reserve £	Profit and loss account £	Total equity £
At 1 April 2017	10,000	(367,274)	235,000	(122,274)
Profit for the financial year	-	-	144,871	144,871
Other comprehensive income	-	108,257	-	108,257
Total comprehensive income	-	108,257	144,871	253,128
At 31 March 2018	10,000	(259,017)	379,871	130,854

The notes on pages 11 to 22 form an integral part of these financial statements.

Stafford Education Facilities Limited

Notes to the Financial Statements for the Year Ended 31 March 2018

1 General information

The principal activity of the company is the provision of three children's homes in the Staffordshire area under a Private Finance Initiative ('PFI') contract which runs for 24 years, commencing 31st March 2003. The construction of the final two facilities was completed in 2007.

The company is a private company limited by shares and is incorporated and domiciled in England.

The address of its registered office is:
Third Floor
Broad Quay House
Prince Street
Bristol
BS1 4DJ

The company's functional and presentation currency is the pound sterling.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates
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.

Statement of compliance
These financial statements were prepared in accordance with Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland' 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 in note 3.

2 Accounting policies (continued)

Revenue recognition

Revenue is measured at the fair value of the consideration received or receivable and represents the amount receivable for goods supplied or services rendered, net of returns, discounts and rebates allowed by the company and value added taxes.

The company recognises income when it has fully fulfilled its contractual obligations. 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 cost of sales.

Where appropriate, income received under the PFI contract in respect of services provided during the operational phase of the contract is deferred to future periods in order to match those elements of income with the costs to which they relate. The turnover and cost of sales are recorded in the profit and loss account in the period in which the relevant costs are incurred.

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

The company has elected to take the exemption under FRS 102 paragraph 35.10 (i) to continue to apply its previous accounting treatment in respect of Service Concession Arrangements entered into prior to the date of transition to FRS 102. The costs incurred in constructing the assets have been treated as a finance debtor. This treatment arose from applying the guidance within previous UK GAAP 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.

Tax

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

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

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 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.

2 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. Cash balances are held in bank accounts which are subject to controls, exercised by the providers of the company's long term debt facilities, under the terms of its facility agreements.

Financial Instruments

The company has chosen to adopt Sections 11 and 12 of FRS 102 in respect of financial instruments.

(i) Financial assets

Basic financial assets, including trade and other receivables, finance debtors, cash and bank balances, are initially recognised at transaction price, unless the arrangement constitutes a financing transaction, where the transaction is measured at the present value of the future receipts discounted at a market rate of interest.

Such assets are subsequently carried at amortised cost using the effective interest method.

At the end of each reporting period financial assets measured at amortised cost are assessed for objective evidence of impairment. If an asset is impaired the impairment loss is the difference between the carrying amount and the present value of the estimated cash flows discounted at the asset's original effective interest rate. The impairment loss is recognised in profit or loss.

If there is a decrease in the impairment loss arising from an event occurring after the impairment was recognised the impairment is reversed. The reversal is such that the current carrying amount does not exceed what the carrying amount would have been had the impairment not previously been recognised. The impairment reversal is recognised in profit or loss.

Financial assets are derecognised when (a) the contractual rights to the cash flows from the asset expire or are settled, or (b) substantially all the risks and rewards of the ownership of the asset are transferred to another party or (c) control of the asset has been transferred to another party who has the practical ability to unilaterally sell the asset to an unrelated third party without imposing additional restrictions.

(ii) Financial liabilities

Basic financial liabilities, including trade and other payables, bank loans, 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 the future receipts discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the facility will be drawn down. In this case, the fee is deferred until the draw-down occurs. To the extent there is no evidence that it is probable that some or all of the facility will be drawn down, the fee is capitalised as a pre-payment for liquidity services and amortised over the period of the facility to which it relates.

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less. If not, they are presented as non-current liabilities. Trade payables are recognised initially at transaction price and subsequently measured at amortised cost using the effective interest method.

2 Accounting policies (continued)

Financial liabilities are derecognised when the liability is extinguished, that is when the contractual obligation is discharged, cancelled or expires.

(iii) Offsetting

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

(iv) Derivatives and Hedging arrangements

Derivatives, which may include interest rate swaps and RPI swaps, are not basic financial instruments.

Derivatives are initially recognised at fair value on the date a derivative contract is entered into and are subsequently re-measured at their fair value. Changes in the fair value of derivatives are recognised in profit or loss in finance costs or income as appropriate, unless they are included in hedging arrangements.

The company applies hedge accounting for transactions entered into to manage the cash flow exposures of borrowings. Interest rate swaps are held to manage the interest rate exposures and are designated as cash flow hedges of floating rate borrowings.

Changes in the fair values of derivatives designated as cash flow hedges, and which are effective, are recognised directly in equity. Any ineffectiveness in the hedging relationship (being the excess of the cumulative change in fair value of the hedging instrument since inception of the hedge over the cumulative change in the fair value of the hedged item since inception of the hedge) is recognised in the profit and loss account.

The gain or loss recognised in other comprehensive income is reclassified to the profit and loss account in the same period in which the hedged transaction is recognised in the profit and loss account or when the hedge relationship ends. Hedge accounting is discontinued when the hedging instrument expires, no longer meets the hedging criteria, the forecast transaction is no longer highly probable, the hedged debt instrument is derecognised or the hedging instrument is terminated.

Called up 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.

Dividends

Final dividends and other distributions to the company's shareholders are recognised as a liability in the financial statements in the period in which the dividends and other distributions are approved by the company's shareholders. Interim dividends are recognised when paid. These amounts are recognised in the statement of changes in equity.

Exemptions for qualifying entities under FRS 102

FRS 102 allows a qualifying entity certain disclosure exemptions. The exemptions which the company has taken are:

(i) the requirement to prepare a statement of cash flows;

(ii) certain financial instrument disclosures providing equivalent disclosures are included in the consolidated financial statements of the group in which the entity is consolidated;

2 Accounting policies (continued)

(iii) the requirement to disclose related party transactions, with the members of the same group, that are wholly owned;

3 Critical accounting judgements and estimation uncertainty

Judgements, estimates and associated assumptions are based upon historical experience and various other factors that are believed to be reasonable under the circumstances, the results of which form the basis of making judgements about carrying values of assets and liabilities that are not readily available from other sources. Actual results may subsequently differ from these estimates.

The judgements, estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to the accounting estimates made are recognised in the period in which the estimate is revised, if the revision affects only that period, or in the period of revision and future periods if the revision affects both current and future periods.

Certain critical accounting judgements, adopted by management, in applying the company's accounting policies are described below:

Finance Debtor
The company has elected to continue to apply its previous accounting treatment in respect of service concession arrangements entered into prior to the date of transition to FRS 102. This has resulted in the measurement of the finance debtor being different from that which would have resulted had the requirements of FRS 102 Section 34 been fully adopted. The accounting for service concession contracts and finance debtors requires estimation of service margins, finance debtors interest rates and associated amortisation profile which are based on the forecast results of the PFI contracts over the respective concession length. See notes 9 and 10 for the carrying value of the finance debtor.

Impairment of debtors
Management makes an estimate of the likely recoverable value of trade and other debtors by considering factors including the current credit rating, the ageing profile and the historic experience of the respective debtor. See notes 9 and 10 for the carrying value of the debtors.

Treatment and Measurement of derivatives
The directors have adopted a policy of cash flow hedge accounting for derivative financial instruments and have assessed that the company's interest rate swaps meet the criteria for hedge accounting under FRS 102. This allows unrealised gains and losses to be deferred in a cash flow hedge reserve and only recognised through the profit and loss account at the same time as the hedged cash flows.

The derivative financial instruments are recognised at fair value. The measurement of fair value is based on estimates of future market interest and inflation rates and will therefore be subject to change. The company has used a third party expert to assist with valuing such instruments.

Taxation
The assessment of the tax charge may include uncertain tax positions where the tax treatment has not yet been agreed with the taxation authorities. Management make an estimate of the taxation charge for the period and the value of balances, with reference to legislation, discussions with taxation authorities, advice from taxation advisors, and the determination of similar taxation cases.

Deferred tax is recognised at tax rates that are expected to be applicable when the timing differences reverse, to the extent that such rates have been substantially enacted. Given the phased reduction in future tax rates in the UK, the deferred tax asset or liability recognised is therefore dependent upon an estimate of the timing of such reversals.

4 Turnover

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

5 Operating profit/(loss)

The company had no employees, other than the directors, during the year (2017: 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 £33,162 (2017: £29,959) to the company in respect of these services.

The audit fee in respect of the company was £7,575 for the year (2017: £7,354). In addition the company bore the audit fee of £1,083 (2017: £1,051) on behalf of it's parent company.

6 Interest receivable and similar income

	2018 £	2017 £
Imputed interest receivable on finance debtor	268,754	284,613
Interest income on bank deposits	6	1
	268,760	284,614

7 Interest payable and similar charges

	2018 £	2017 £
Interest on bank borrowings	47,295	56,383
Interest rate swap costs	104,760	112,639
Other finance costs	349	2,814
Interest payable on loans from group undertakings	57,154	55,164
	209,558	227,000

8 Tax on profit/(loss) on ordinary activities

(a) Tax expense/(credit) included in profit or loss

	2018 £	2017 £
Current taxation		
UK corporation tax	37,283	(1,580)
UK corporation tax adjustment to prior periods	18,501	-
	55,784	(1,580)
Deferred taxation		
Arising from origination and reversal of timing differences	11,675	366
Arising from changes in tax rates and laws	-	(12,531)
Adjustment in respect of prior periods	(15,037)	-
Total deferred taxation	(3,362)	(12,165)
Tax on profit/(loss) on ordinary activities	52,422	(13,745)

(b) Tax relating to items recognised in other comprehensive income or equity

	2018 £	2017 £
Deferred tax		
Arising from origination and reversal of timing differences	22,173	12,801
Arising from changes in tax rates and laws	-	5,178
Total tax expense included in other comprehensive income	22,173	17,979

(c) Reconciliation of tax charge/(credit)

The tax on profit/(loss) on ordinary activities for the year is higher than the standard rate of corporation tax in the UK (2017: lower than the standard rate of corporation tax in the UK) of 19% (2017: 20%).

The differences are reconciled below:

	2018 £	2017 £
Profit/(loss) on ordinary activities before taxation	197,293	(12,752)
Corporation tax at standard rate	37,486	(2,550)
Expenses not deductible for tax purposes	12,845	12,316
Adjustments to tax charge in respect of prior years	3,464	-
Re-measurement of deferred tax - change in UK tax rates	(1,373)	(12,596)
(Over)/under provision	-	(10,915)
Total tax charge/(credit)	52,422	(13,745)

8 Tax on profit/(loss) on ordinary activities (continued)

(d) Tax rate changes

Changes to the UK corporation tax rates were substantively enacted as part of Finance Bill 2016 (on 6 September 2016). These include reductions to the main rate to reduce the rate to 17% from 1 April 2020. Deferred taxes at the balance sheet date have been measured using these enacted tax rates and reflected in these financial statements. From 1 April 2017, changes to the legislation in respect of the utilisation of carried forward tax losses and the restriction of interest deductions have come into force. Changes to the rules governing the treatment of hybrids were also adopted from 1 January 2017. We have therefore reviewed the impact of these changes, with the encompassed figures reflecting their implementation.

9 Debtors: Amounts falling due after more than one year

	2018 £	2017 £
Finance debtor	2,866,354	3,082,953

10 Debtors: Amounts falling due within one year

	2018 £	2017 £
Trade debtors	185	-
Finance debtor	216,600	199,370
Prepayments and accrued income	28,784	7,838
Group relief receivable	5,840	48,627
	251,409	255,835

11 Creditors

	Note	2018 £	2017 £
Amounts falling due within one year			
Senior debt	12	229,702	226,020
Subordinated debt	12	94,362	21,031
Trade creditors		-	881
Amounts owed to group undertakings		21,806	23,010
Other creditors including taxation and social security		37,470	35,263
Accruals and deferred income		156,147	158,598
		539,487	464,803

11 Creditors (continued)

	Note	2018 £	2017 £
Amounts falling due after more than one year			
Senior debt	12	1,883,502	2,113,156
Subordinated debt	12	398,346	413,899
Accruals and deferred income		296,163	295,818
Derivative financial instruments	17	312,069	442,499
		2,890,080	3,265,372

12 Loans and borrowings

	2018 £	2017 £
Loans and borrowings falling due within one year		
Senior debt	229,702	226,020
Subordinated debt	94,362	21,031
	324,064	247,051

	2018 £	2017 £
Loans and borrowings falling due between one and five years		
Senior debt	954,611	948,844
Subordinated debt	127,569	113,537
	1,082,180	1,062,381

	2018 £	2017 £
Loans and borrowings falling due after more than five years		
Senior debt	928,891	1,164,312
Subordinated debt	270,777	300,362
	1,199,668	1,464,674

12 Loans and borrowings (continued)

The senior debt is secured by a bond and floating charge over all the assets, rights and undertakings of the company. The interest rate exposure has been largely (96%) fixed through the use of a swap at a rate of 5.54% (plus margin) per annum. The fair value of this class of derivative financial instruments at 31 March 2018 is £(312,069) (2017: £(442,499)). The debt is repayable under a fixed instalment scheme over a period of 20 years with repayments having commenced in May 2007.

The subordinated loan note, from the parent company, bears a coupon of 12 per cent per annum and is repayable under an instalment scheme over a period of 19 years. Repayments commenced in May 2008 and are payable on 31 May and 30 November each year with the final instalment due in November 2027. The coupon on the principal amount accrues daily. Interest accrued at the year end amounted to £19,620 (2017: £23,010). Interest not paid is rolled up into the debt on 31 May and 30 November each year. The subordinated loan notes are unsecured and would rank alongside other creditors in the event of a winding up.

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

13 Provisions for liabilities

	Deferred tax £	Latent defect £
At 1 April 2017	138,146	183,000
Reductions dealt with in profit or loss	(3,362)	-
Additions dealt with in other comprehensive income	22,173	-
Utilised during the period	-	(94,483)
Unused provision reversed	-	(20,810)
At 31 March 2018	156,957	67,707

The provision for deferred tax consists of the following deferred tax liabilities/(assets):

	2018 £	2017 £
Accelerated capital allowances	160,721	164,887
Other timing differences	49,288	48,484
Fair value of financial instruments	(53,052)	(75,225)
	156,957	138,146

The net deferred tax liability expected to reverse in the next 12 months is £9,640. This primarily relates to the reversal of timing differences on capital allowances.

£67,707 of the latent defect provision is expected to be utilised over the next 12 months.

14 Called up share capital

Allotted, called up and fully paid shares

	2018		2017	
	No.	£	No.	£
Ordinary shares of £1 each	10,000	10,000	10,000	10,000

15 Dividends

	2018	2017
	£	£
Dividends paid - £nil (2017: £0.67) per ordinary share	-	6,739

16 Related party transactions

As a wholly owned subsidiary of Semperian PPP Investment Partners Holdings Limited, the company has taken advantage of the exemption under FRS 102 - paragraph 33.1A of the requirement to disclose transactions between it and other group companies.

17 Financial instruments

Fair value of derivatives used for hedging in the Balance Sheet

	Note	2018 £	2017 £
Creditors: Amounts falling due after more than one year - Fair value of swaps	11	(312,069)	(442,499)
Net Fair value of swaps in the Balance Sheet		(312,069)	(442,499)

Movement in Fair value of derivatives used for hedging

	2018 £	2017 £
Recognised through Other Comprehensive Income	130,430	75,301
	130,430	75,301

The company has entered into interest rate swap agreements under the Term Loan, with a fixed rate of 5.54%, which expires on 30th May 2025. The only derivative financial instruments held are the interest rate swaps, which convert the borrowings from rates linked to LIBOR to the fixed rates above. The fair value of this class of derivative financial instruments at 31 March 2018 is £(312,069) (2017: £(442,499)).

17 Financial instruments (continued)

Cash flows on both the loan and the interest rate swaps are paid bi-annually until 2025. During 2018, a hedging profit of £25,670 (2017: £37,338 loss) was recognised in other comprehensive income for changes in the fair value of the interest rate swap and £104,760 (2017: £112,639) was reclassified from the hedge reserve to profit and loss within interest payable.

18 Parent and ultimate parent undertaking

The company's immediate parent is Stafford Education Facilities Holding Limited, incorporated in England and Wales.

The ultimate parent and controlling party is Semperian PPP Investment Partners Holdings Limited, incorporated in Jersey. The smallest group and largest group to consolidate these financial statements is Semperian PPP Investment Partners Holdings Limited. These financial statements are available upon request from the Company Secretary at Third Floor, Broad Quay House, Prince Street, Bristol, BS1 4DJ.