COMPANY REGISTRATION NUMBER: 05480731

Kent Education Partnership Limited

Financial Statements

31 December 2016

Kent Education Partnership Limited

Financial Statements

Year ended 31 December 2016

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Kent Education Partnership Limited

Strategic Report

Year ended 31 December 2016

The directors present their Strategic Report of the company for the year ended 31 December 2016.

Principal activities and business review

The principal activity of the company is the provision of operational and maintenance services for six schools in Kent (Hugh Christie Technology College, The Malling School, Holmesdale Technology College, Aylesford School Sports College, The North School and the Ellington and Hereson School), in accordance with a Project Agreement entered into with Kent County Council.

The schools became fully operational in 2008. The company is currently operating the facilities providing a full range of facilities management services under a contractual agreement that provides a regular income stream which is subject to deductions for service shortfalls and the unavailability of the facilities.

The company operates in a PFI market under strict contractual obligations.

The result for the company for the year is shown in the Profit and Loss Account and Statement of other Comprehensive Income on page 8.

Principal risks and uncertainties

The management of the business and the execution of the company's strategy are subject to a number of risks.

The key business risks affecting the company are considered to relate to facility management compliance, treasury management and control and review of the insurance cover and lifecycle profile.

The Board formally reviews risks and appropriate processes are put in place to mitigate them.

Financial risk management

The company's operations expose it to a variety of financial risks that include liquidity risk, interest rate risk and credit risk. The company has in place a risk management programme that seeks to limit the adverse effects on the financial performance of the company by monitoring levels of debt finance and the related finance costs.

The company's financial instruments comprise floating rate borrowings, the main purpose of which is to raise finance for the company's operations. The company does use derivative financial instruments and has entered into interest rate swaps, the purpose of which is to manage interest rate risk on the company's floating rate borrowings.

Apleona GVA Asset Management Limited (formerly Bilfinger RE Asset Management Limited), as a provider of management and financial services to the company under a contractual arrangement, implements the policies set by the Board of directors.

Liquidity risk
The company minimises the risk of uncertain funding in its operations by having long-term committed and drawn facilities available.

Interest rate cash flow risk
The company seeks to minimise its exposure to an upward change in interest rates by both borrowing at fixed rates and borrowing at floating rates and using interest rate swaps to convert such borrowings from floating to fixed rates. At the year end all the company's floating rate borrowings were at fixed rates after taking account of interest rate swaps.

Financial risk management ***(continued)***

Credit risk

Credit risk is the risk that one party to a financial instrument will cause a financial loss to the other party by failing to discharge its obligation under the contract giving rise to the financial instrument. The company's credit risk is concentrated as its cash flows are generated from the PFI schools concession asset. The concentration of risk is mitigated as the cash flows are secured under contract with Kent County Council, a government body.

Key performance indicators

1. Performance deductions under the service contract

Financial penalties are levied by the Authority in the event of performance standards not being achieved according to detailed criteria set out in the Project Agreement. These deductions were passed on to the service provider. In the year ended 31 December 2016, deductions of £nil (2015: £nil) had been levied which represents 0% (2015: 0%) of revenue. The directors believe the performance for the year to be satisfactory.

2. Financial performance

The directors have modelled the anticipated financial outcome of the project across its full term. The directors monitor actual financial performance against this anticipated performance. The directors believe the performance for the year to be satisfactory.

Going concern

The directors have reviewed the company's projected cash flows by reference to a financial model covering accounting periods up to 31 December 2035. The directors have also examined the current status of the company's principal contracts and likely developments in the foreseeable future. Having reviewed the available information, the directors consider that the company will be able to meet its financial obligations on the due dates for the foreseeable future. Accordingly, the directors consider that it is appropriate for the financial statements of the company to be prepared on a going concern basis.

This report was approved by the Board of directors on 28 August 2017 and signed on behalf of the Board by:

A Naafs
Director

Registered office:
Part First Floor
1 Grenfell Road
Maidenhead
Berkshire
SL6 1HN

Kent Education Partnership Limited

Directors' Report

Year ended 31 December 2016

The directors present their report and the audited financial statements of the company for the year ended 31 December 2016. Principal activities and business review, financial risk management and going concern are detailed in the Strategic Report.

Directors

The directors who served the company during the year and up to the date of this report are shown below:

F Schramm	
R Newton	
A Naafs	
G Quaife	(Resigned 5 October 2016)
A Caines	(Appointed 21 July 2016, resigned 24 July 2017)
M Grimson	(Appointed 5 October 2016, resigned 7 June 2017)

Dividends

The directors have recommended and paid a dividend of £94,000 (2015: £127,000).

Future developments

The updated forecast for the project confirms that it is performing satisfactorily and management of the scheme both logistically and financially remains under control. The directors remain confident that the company will maintain the current level of performance and keep meeting the obligations under the contract.

Donations

The company made no political donations during the year (2015: £nil).

Disclosure of information to the 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 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.

Independent auditors

During the year, KPMG LLP resigned and PricewaterhouseCoopers LLP were appointed to fill the casual vacancy arising. Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and PricewaterhouseCoopers LLP will therefore continue in office.

This report was approved by the Board of directors on 28 August 2017 and signed on behalf of the Board by:

A Naafs
Director

Registered office:
Part First Floor
1 Grenfell Road
Maidenhead
Berkshire
SL6 1HN

Kent Education Partnership Limited

Statement of Directors' Responsibilities

Year ended 31 December 2016

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 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;
- 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;
- make judgments 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 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.

Signed on behalf of the Board by:

28 August 2017

A Naafs
Director

Kent Education Partnership Limited

Independent Auditors' Report to the Members of Kent Education Partnership Limited

Year ended 31 December 2016

Report on the financial statements

Our opinion

In our opinion, Kent Education Partnership Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

What we have audited

The financial statements, included within this report, comprise:

- the Balance Sheet as at 31 December 2016;
- the Profit and Loss Account and Statement of Other Comprehensive income for the year then ended;
- the Statement of Changes in Equity for the year then ended; and
- the Notes to the Financial Statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and applicable law (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.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic Report and the Directors' Report have been prepared in accordance with applicable legal requirements.

In addition, in light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we are required to report if we have identified any material misstatements in the Strategic Report and the Directors' Report. We have nothing to report in this respect.

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 Statement of Directors' Responsibilities set out on page 5, 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 International Standards on Auditing (UK and Ireland) ("ISAs (UK & 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.

What an audit of financial statements involves

We conducted our audit in accordance with 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.

We primarily focus our work in these areas by assessing the directors' judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the 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. With respect to the Strategic Report and Directors' Report, we consider whether those reports include the disclosures required by applicable legal requirements.

Jonathan Studholme

Jonathan Studholme (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Manchester
30 August 2017

Kent Education Partnership Limited

Profit and Loss Account and Statement of Other Comprehensive Income

Year ended 31 December 2016

	Note	2016 £000	2015 Restated £000
Turnover	5	**7,255**	6,617
Cost of sales		**(6,513)**	(5,984)
Administrative expenses		**(143)**	(148)
Operating profit		**599**	485
Interest receivable and similar income	8	**4,618**	4,728
Interest payable and similar expenses	9	**(5,831)**	(5,043)
(Loss)/profit before taxation		**(614)**	170
Tax on (loss)/profit	10	**127**	(23)
(Loss)/profit for the financial year		**(487)**	147
Fair value movements on cash flow hedging instruments		**(4,380)**	2,258
Tax recognised in relation to change in fair value cash flow hedges	10	**563**	(407)
Other comprehensive (expense)/income for the year		**(3,817)**	1,851
Total comprehensive (expense)/income for the year		**(4,304)**	1,998

All the activities of the company are from continuing operations.

Kent Education Partnership Limited

Balance Sheet

31 December 2016

	Note	2016 £000	2016 £000	2015 Restated £000
Current assets				
Debtors (including £74,046,000 (2015: £75,139,000) due after more than one year)	**12**	**77,674**		79,156
Cash at bank and in hand		**9,854**		9,390
Total current assets		**87,528**		88,546
Creditors: amounts falling due within one year	**13**	**(5,357)**		(4,008)
Net current assets			**82,171**	84,538
Total assets less current liabilities			**82,171**	84,538
Creditors: amounts falling due after more than one year	**14**		**(100,732)**	(98,701)
Net liabilities			**(18,561)**	(14,163)
Capital and reserves				
Called up share capital	**16**		**10**	10
Cash flow hedge reserve	**17**		**(18,752)**	(14,935)
Profit and loss account			**181**	762
Total equity			**(18,561)**	(14,163)

The notes on pages 11 to 21 form an integral part of this financial statement.

The financial statements on pages 8 to 21 were approved by the Board of directors on 28 August 2017 and signed on behalf of the Board by:

A Naafs
Director

Company registration number: 05480731

Kent Education Partnership Limited

Statement of Changes in Equity

Year ended 31 December 2016

	Note	Called up share capital £000	Cash flow hedge reserve £000	Restated Profit and loss account £000	Total equity £000
At 1 January 2015 restated		10	(16,786)	742	**(16,034)**
Profit for the financial year restated		–	–	147	**147**
Other comprehensive income/(expense) for the year:					
Fair value movements on cash flow hedging instruments		–	2,258	–	**2,258**
Tax recognised in relation to change in fair value cash flow hedges	10	–	(407)	–	**(407)**
Total comprehensive income for the year restated		–	1,851	147	**1,998**
Dividends paid and payable	11	–	–	(127)	**(127)**
Total investments by and distributions to owners		–	–	(127)	**(127)**
At 31 December 2015 restated		10	(14,935)	762	**(14,163)**
Loss for the financial year		–	–	**(487)**	**(487)**
Other comprehensive (expense)/income for the year:					
Fair value movements on cash flow hedging instruments		–	**(4,380)**	–	**(4,380)**
Tax recognised in relation to change in fair value cash flow hedges	10	–	**563**	–	**563**
Total comprehensive (expense) for the year		–	**(3,817)**	**(487)**	**(4,304)**
Dividends paid and payable	11	–	–	**(94)**	**(94)**
Total investments by and distributions to owners		–	–	**(94)**	**(94)**
At 31 December 2016		**10**	**(18,752)**	**181**	**(18,561)**

Kent Education Partnership Limited

Notes to the Financial Statements

Year ended 31 December 2016

1. General information

The company is a private company limited by shares incorporated in the United Kingdom, which is registered and domiciled in the United Kingdom at Part First Floor, 1 Grenfell Road, Maidenhead, Berkshire, SL6 1HN. The principal activity of the company is the provision of operational and maintenance services for six Schools in Kent.

2. 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 ("FRS 102") as issued in September 2015. The presentation currency of these financial statements is sterling.

The company's parent undertaking, Kent Education Partnership (Holdings) Limited includes the company in its consolidated financial statements. The consolidated financial statements of Kent Education Partnership (Holdings) Limited are prepared in accordance with FRS 102 and are available to the public and may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

3. Critical accounting estimates and assumptions

The preparation of financial statements in conformity with FRS 102 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets, liabilities, income and expenses. The 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 differ from these estimates. The estimates and underlying assumptions are reviewed on an on-going basis. Revisions to accounting estimates 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 in applying the company's accounting policies are described below:

Accounting for the service concession contract and finance debtor requires an estimation of service margins, finance debtor interest rates and associated amortisation profile which is based on forecasted results of the PFI contract. Quarterly management accounts are produced, which compare actual financial performance with a detailed financial model. Variances are investigated and consideration given to the impact of any major variances. The financial model is updated on a six monthly basis, to reflect actual performance to date and accommodate any changes in economic assumptions. These processes ensure that the project remains robust and viable throughout the life of the contract.

4. Summary of significant accounting policies

Measurement convention

The financial statements were prepared in accordance with the Companies Act 2006, on the historical cost basis except that the following assets and liabilities are stated at their fair value: derivative financial instruments.

4. Summary of significant accounting policies *(continued)*

Going concern

The directors have reviewed the cash flow forecast and taking account of reasonable possible changes in operations, believe that the company will be able to settle liabilities as they fall due for payment for the foreseeable future and therefore consider that it is appropriate to prepare these financial statements on a going concern basis.

Exemptions for qualifying entities under FRS 102

In these financial statements, the company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Cash Flow Statement and related notes.
- Basic Financial Instruments and Other Financial Instrument Issues.
- Related Party Disclosures.

Turnover

Turnover represents the value of services rendered, excluding sales related taxes, and is recognised to the extent that the company obtains the right to consideration in exchange for its performance. During the operational phase, turnover is recognised as contract activity progresses at a mark up on costs related to the provision of services. In line with FRS 102 23.22(a), the mark up is calculated based upon the forecast service revenues and costs over the concession period.

All turnover originates in the United Kingdom.

Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the Profit and Loss Account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is recognised on trading losses carried forward and on the fair value of the swap derivative.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. Deferred tax balances are not discounted.

4. Summary of significant accounting policies *(continued)*

Financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest rate method, less any impairment losses in the case of trade debtors.

Interest-bearing borrowings classified as basic financial instruments

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest rate method, less any impairment losses.

Cash and cash equivalents

Cash and cash equivalents comprise cash balances and treasury deposits.

Restricted cash

The company is obligated to keep a separate cash reserve in respect of future major maintenance costs. This restricted cash balance, which is shown on the balance sheet within the "cash at bank and in hand" balance, amounts to £3,597,000 at the year end (2015: £3,064,000).

Other financial instruments

Financial instruments not considered to be basic financial instruments (other financial instruments)

Other financial instruments not meeting the definition of Basic Financial Instruments are recognised initially at fair value. Subsequent to initial recognition other financial instruments are measured at fair value with changes recognised in profit or loss except as follows:

- hedging instruments in a designated hedging relationship shall be recognised as set out below.

Derivative financial instruments and hedging

Derivative financial instruments are recognised at fair value. The gain or loss on remeasurement to fair value is recognised immediately in profit or loss. However, where derivatives qualify for hedge accounting, recognition of any resultant gain or loss depends on the nature of the item being hedged (see below).

Cash flow hedges

The company has entered into an interest rate swap and designated these as hedges for highly probable forecast transaction. The effective part of any gain or loss on the derivative financial instrument is recognised directly in other comprehensive income. Any ineffective portion of the hedge is recognised immediately in profit or loss. When a hedging instrument expires or is sold, terminated or exercised, or the entity discontinues designation of the hedge relationship but the hedged forecast transaction is still expected to occur, the cumulative gain or loss at that point remains in equity and is recognised in accordance with the above policy when the transaction occurs. If the hedged transaction is no longer expected to take place, the cumulative unrealised gain or loss recognised in equity is recognised in the income statement immediately.

4. Summary of significant accounting policies *(continued)*

Finance debtor

The company is an operator of a PFI contract. The underlying asset is not deemed to be an asset of the company under FRS 102 section 34.12C, because the risks and rewards of ownership as set out in that Standard are deemed to lie principally with the Authority.

During the construction phase of the project, all attributable expenditure was included in amounts recoverable on contracts and turnover. Upon becoming operational, the costs were transferred to the finance debtor. During the operational phase, income is allocated between interest receivable and the finance debtor using a project specific interest rate. The remainder of the PFI unitary charge income is included within turnover in accordance with FRS 102 section 23.22(a). The company recognises income in respect of the services provided as it fulfils its contractual obligations in respect of those services and in line with the fair value of the consideration receivable in respect of those services.

Expenses

Interest receivable and Interest payable

Interest payable and similar expenses include interest payable on borrowings and associated on-going financing fees.

Interest receivable and similar income include interest receivable on funds invested and interest recognised on the finance debtor based upon the finance debtor accounting policy above.

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest rate method.

5. Turnover

Turnover arises from:

	2016	2015
	£000	£000
Service income	**7,255**	6,617

The whole of the turnover is attributable to the principal activity of the company wholly undertaken in the United Kingdom.

6. Auditors' remuneration

	2016	2015
	£000	£000
Audit of these financial statements	**10**	10

In addition the company bore the audit fee of £2,000 (2015: £3,000) of its immediate parent undertaking during the year.

7. Staff costs and directors' remuneration

The company had no employees during the year (2015: nil). No key personnel received any remuneration during the year (2015: nil). The directors have no contract of service with the company. During the year the company incurred charges of £63,000 (2015: £63,000) from BBGI Management HoldCo S.a.r.l. (an indirect and wholly owned subsidiary of BBGI SICAV S.A., which are both registered and domiciled at 6, Route de Treves, Building E, L-2633 Senningerberg, Luxembourg) and £63,000 (2015: £63,000) from Infrastructure Investments Holdings Limited (which is registered and domiciled in the United Kingdom at 12 Charles II Street, London, SW1Y 4QU), for making available the services of the directors.

8. Interest receivable and similar income

	2016	2015
	£000	£000
Bank interest receivable	**37**	22
Finance debtor interest receivable	**4,581**	4,706
	4,618	4,728

Interest is imputed on the finance debtor using the property specific rate of 7%.

9. Interest payable and similar expenses

	2016	2015
	£000	£000
Interest payable on bank loan	**4,212**	4,009
Interest payable on subordinated debt	**1,619**	1,034
	5,831	5,043

Interest payable and similar expenses are recognised using the effective interest rate method.

10. Tax on (loss)/profit

Major components of tax (income)/expense

	2016	2015
		Restated
	£000	£000
Current tax:		
UK current tax (income)/expense	**(127)**	23
Tax on (loss)/profit	**(127)**	23

Tax recognised as other comprehensive income or equity

The aggregate deferred tax relating to items recognised as other comprehensive income or equity for the year was £(563,000) (2015: £407,000). The effect of changes in tax rates and laws is £(313,000) (2015: £nil)).

10. Tax on (loss)/profit *(continued)*

Reconciliation of tax (income)/expense

The tax assessed on the loss for the year is lower than (2015: lower than) the standard rate of corporation tax in the UK of 20% (2015: 20.25%).

	2016	2015 Restated
	£000	£000
(Loss)/profit before taxation	(614)	170
(Loss)/profit by rate of tax	(122)	34
Changes in tax rates and laws	(5)	(11)
Tax on (loss)/profit	(127)	23

Factors that may affect future tax income

The UK corporation tax rate will reduce to 19% from 1 April 2017 and to 17% from 1 April 2020. This will reduce the company's future current tax charge accordingly. The deferred tax asset at 31 December 2016 has been calculated based on the rate of 17% substantively enacted at the balance sheet date.

11. Dividends

Dividends paid during the year (excluding those for which a liability existed at the end of the prior year):

	2016	2015
	£000	£000
Dividends on ordinary shares	94	127

During the year the company made a dividend payment of £94,000 (2015: £127,000) to its immediate parent undertaking, Kent Education Partnership (Holdings) Limited.

12. Debtors

	2016	2015
	£000	£000
Trade debtors	1,359	1,380
Deferred tax asset	3,841	3,278
Finance debtor	72,398	74,459
Prepayments and accrued income	76	39
	77,674	79,156

The debtors above include the following amounts falling due after more than one year:

	2016	2015
	£000	£000
Deferred tax asset	3,841	3,278
Finance debtor	70,205	71,861
	74,046	75,139

13. Creditors: amounts falling due within one year

	2016	2015 Restated
	£000	£000
Bank loans and overdrafts	2,471	2,313
Trade creditors	760	452
Subordinated debt (including accrued interest)	672	78
Corporation tax	8	53
Other taxation and social security	236	254
Accruals and deferred income	1,210	858
	5,357	4,008

14. Creditors: amounts falling due after more than one year

	2016	2015 Restated
	£000	£000
Bank loans and overdrafts	63,914	66,015
Subordinated debt	10,817	10,846
Deferred tax liability	24	152
SWAP liability	22,593	18,213
Accruals and deferred income	3,384	3,475
	100,732	98,701

Included within Bank loans and overdrafts is an amount repayable after five years of £53,097,000 (2015: £55,793,000) and included within subordinated debt are amounts repayable after five years of £10,636,000 (2015: £10,654,000) respectively.

Bank loan relates to senior secured funding granted by a consortium of banks led by Sumitomo Mitsui Banking Corporation Europe Limited. The senior loan facility is for a total value of £88,558,000.

The senior loan facility consists of a term loan facility of £88,558,000 which is repayable in fifty three, six-monthly instalments ending 31 May 2034. As at 31 December 2016, the total amount outstanding on the facility is £66,734,000 (2015: £69,047,000) and is based on the contractual loan agreement.

Interest is charged on amounts drawn under the facility at LIBOR + 0.80%.

The senior loan facility is secured by a fixed charge over all leasehold interests, book debts, project accounts and intellectual property of the company and by a floating charge over the company's undertakings and assets.

Subordinated debt includes a £8,190,000 (2015: £8,219,000) unsecured subordinated loan facility due to BBGI Investments S.C.A. and Infrastructure Investments Limited Partnership, and is based on the contractual loan agreement. The subordinated loan facility bears interest at a fixed rate of 12.1% and is fully repayable by 2034.

On 28 January 2011, Kent Education Partnership Limited received a loan of £2,627,000 from BBGI Investments S.C.A. replacing the letters of credit for the Debt Service Reserve and Change in Law accounts. On 30 June 2011, the loan became a subordinated loan facility bearing interest at a fixed rate of £25,000 (indexed) per annum and is fully repayable by 2034.

Kent Education Partnership Limited

Notes to the Financial Statements *(continued)*

Year ended 31 December 2016

15. Deferred tax

The deferred tax asset included in the balance sheet is as follows:

	2016	2015
	£000	£000
Deferred tax on revaluation of fair value of derivatives	**3,841**	3,278

The deferred tax liability included in the balance sheet is as follows:

	2016	2015 Restated
	£000	£000
Deferred tax on effective interest rate adjustment	**129**	152
Deferred tax in relation to trading losses	**(105)**	–
	24	152

16. Called up share capital

Issued, called up and fully paid

	2016 No	2016 £000	2015 No	2015 £000
Ordinary shares of £1 each	**10,000**	**10**	10,000	10

17. Reserves

Cash flow hedge reserve

The hedge reserve comprises the effective portion of the cumulative net change in the fair value of cash flow hedging instruments related to hedged transactions that have not yet occurred.

18. Related parties

During the year the company entered into the following transactions with related parties:

	Transactions with related parties		Payables to related parties	
	2016	2015	2016	2015
	£000	£000	£000	£000
BBGI Management HoldCo S.a.r.l.	**63**	63	**33**	33
BBGI Investments S.C.A.	**525**	531	**7,026**	6,804
Infrastructure Investments Holdings Limited	**561**	561	**4,419**	4,154

19. Parent undertaking

The company is a wholly owned subsidiary of Kent Education Partnership (Holdings) Limited ('the immediate parent undertaking') which is registered and domiciled in the United Kingdom at Part First Floor, 1 Grenfell Road, Maidenhead, Berkshire, SL6 1HN.

At 31 December 2016, 50% of the share capital in the immediate parent undertaking was held by BBGI Investments S.C.A. (an indirect and wholly owned subsidiary of BBGI SICAV S.A., which are both registered and domiciled at 6, Route de Treves, Building E, L-2633 Senningerberg, Luxembourg), with the remaining 50% held by Infrastructure Investments Holdings Limited (a direct and wholly owned subsidiary of Infrastructure Investments Limited Partnership, which is registered and domiciled in the United Kingdom at 12 Charles II Street, London, SW1Y 4QU).

BBGI SICAV S.A. is listed on the London Stock Exchange, and is registered and domiciled at 6, Route de Treves, Building E, L-2633 Senningerberg, Luxembourg.

Infrastructure Investments Limited Partnership is wholly owned by HICL Infrastructure Company Limited, a company registered in Guernsey, Channel Islands, and is listed on the London Stock Exchange.

There is no ultimate controlling party.

The largest group in which the results of the company are consolidated is that headed by Kent Education Partnership (Holdings) Limited, incorporated in the United Kingdom. Copies can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.

20. Prior year adjustments

Reconciliation of equity as at 31 December 2015

	Original £000	Adjustment £000	Restated £000
Current assets			
Debtors	79,156	–	79,156
Cash at bank and in hand	9,390	–	9,390
	88,546	–	88,546
Creditors: amounts due within one year	(4,201)	193	(4,008)
Net current assets	84,345	193	84,538
Creditors: amounts falling due after more than one year	(98,549)	(152)	(98,701)
Net liabilities	(14,204)	41	(14,163)
Capital and reserves			
Called up share capital	10	–	10
Cash flow hedge reserve	(14,935)	–	(14,935)
Profit and loss account brought forward	712	30	742
Profit and loss account current year	9	11	20
Total equity	(14,204)	41	(14,163)

Reconciliation of Profit and Loss Account and Statement of Other Comprehensive Income for the year ended 31 December 2015

	Original £000	Adjustment £000	Restated £000
Turnover	6,617	–	6,617
Cost of sales	(6,132)	–	(6,132)
Operating profit	485	–	485
Interest receivable and similar income	4,728	–	4,728
Interest payable and similar expenses	(5,043)	–	(5,043)
Profit before taxation	170	–	170
Tax on profit	(34)	11	(23)
Profit for the financial year	136	11	147
Fair value movements on cash flow hedging instruments	2,258	–	2,258
Tax recognised in relation to change in fair value cash flow hedges	(407)	–	(407)
Other comprehensive income for the year	1,851	–	1,851
Total comprehensive income for the year	1,987	11	1,998

20. Prior year adjustments *(continued)*

Notes to the reconciliation of equity

The transition to FRS 102 resulted in a loan relationship adjustment of £908,000 using the effective interest rate method. Under HMRC special guideline rules, the loan relationship adjustment can be spread over a period of 10 years for tax purposes and therefore, the tax treatment on the effective interest rate adjustment must be shown within the financial statements.

As a result, the 2015 tax position has been restated within the financial statements with the reversal of the 2015 corporation tax liability of £(246,000) within creditors: amounts due within one year.

The corporation tax due for 2015 is £53,000 and therefore, an adjustment of £53,000 has been made within creditors: amounts due within one year in line with the 2015 submitted tax return.

The adjustment of £(152,000) within creditors: amounts falling due after more than one year is a deferred tax liability on the effective interest rate adjustment.

The adjustment to the 2015 opening reserves position is £30,000.

Notes to the reconciliation of profit

The tax adjustment of £11,000 within the Profit and Loss Account and Statement of Other Comprehensive Income and those noted above are due to incorrect tax rates having been used and the correction of differences between the 2015 financial statements and the 2015 tax return submitted.