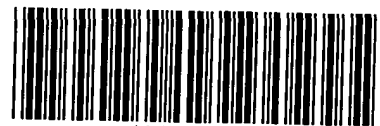


**SALFORD SCHOOLS SOLUTIONS
LIMITED**

**Directors' Report and Financial Statements
for the year ended 31 December 2014**

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SALFORD SCHOOLS SOLUTIONS LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS 2014

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SALFORD SCHOOLS SOLUTIONS LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

Directors

J Barber
T J Hesketh
M D Canham
N Poupard
C Storey

Registered office

Victoria House
Victoria Road
Chelmsford
Essex
CM1 1JR

Bankers

HSBC
City of London Branch
60 Queen Victoria Street
London
EC4N 4TR

Auditor

Baker Tilly UK Audit LLP
2 Whitehall Quay
Leeds
LS1 4HG

SALFORD SCHOOLS SOLUTIONS LIMITED

DIRECTORS' REPORT

The Directors present their report and the audited financial statements for the year ended 31 December 2014.

Principal activity

The Company's principal activity is the design, construction, financing, operation and maintenance of two secondary schools under a Government Private Finance Initiative (PFI) program for the benefit of Salford City Council.

The construction of Buile Hill Visual Arts College and Harrop Fold School was completed in August 2008 and both schools were handed over on 1 September 2008. The contract has now completed 5 years of the 25 year service delivery period which lasts until 31 August 2033.

Directors

The directors who served during the year, and to the date of signing, were as follows:

J Barber
T J Hesketh
M D Canham
N Poupard
C Storey (Appointed 20 January 2014)

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

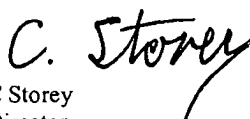
This confirmation is given and should be interpreted in accordance with the provisions of section 418 of the Companies Act 2006.

Auditor

Baker Tilly UK Audit LLP have indicated their willingness to be reappointed for another term and appropriate arrangements are being made for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

This report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

Approved by the Board and signed on its behalf by:


C Storey
Director
25 June 2015

SALFORD SCHOOLS SOLUTIONS LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make 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. 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBER OF SALFORD SCHOOLS SOLUTIONS LIMITED

We have audited the financial statements on pages 5 to 14. 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).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As more fully explained in the Directors' Responsibilities Statement set out on page 3, 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). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at <https://www.frc.org.uk/auditscopeukprivate>.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 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.

Opinion on other matter prescribed by the Companies Act 2006

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

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption from the requirement to prepare a strategic report or in preparing the directors' report.

Baker Tilly UK Audit LLP

Andrew Allchin FCA (Senior Statutory Auditor)

for and on behalf of Baker Tilly UK Audit LLP, Statutory Auditor
Chartered Accountants
2 Whitehall Quay
Leeds, LS1 4HG

Date: 29 June 2015

SALFORD SCHOOLS SOLUTIONS LIMITED

PROFIT AND LOSS ACCOUNT for the year ended 31 December 2014

	Notes	2014 £	2013 £
Turnover		2,292,023	2,204,510
Cost of sales		(1,870,960)	(1,786,256)
Gross profit		421,063	418,254
Administrative expenses		(246,474)	(257,684)
Operating profit		174,589	160,570
Interest receivable and similiar income	2	2,058,700	2,112,917
Interest payable and similar charges	3	(1,990,373)	(2,068,555)
Profit on ordinary activities before taxation	4	242,916	204,932
Taxation on profit on ordinary activities	5	(48,583)	(40,986)
Profit for the financial year	10,11	194,333	163,946

All results above relate entirely to continuing operations.

There are no gains or losses for the current or preceding year other than the profit as stated above.
Accordingly no statement of total recognised gains and losses has been presented.

SALFORD SCHOOLS SOLUTIONS LIMITED

BALANCE SHEET as at 31 December 2014

	Notes	2014 £	2013 £
Current assets			
Debtors: due within one year	6	1,147,339	1,688,567
Debtors: due after more than one year	6	32,250,279	33,235,692
Cash at bank and in hand		2,679,778	1,479,132
		<u>36,077,396</u>	<u>36,403,391</u>
Creditors: amounts falling due within one year	7	(5,788,955)	(4,864,380)
Net current assets		<u>30,288,441</u>	<u>31,539,011</u>
Creditors: amounts falling due after more than one year	8	(30,188,697)	(31,450,888)
Net liabilities		<u>99,744</u>	<u>88,123</u>
Capital and reserves			
Called up share capital	9	40,000	40,000
Profit and loss account	10	59,742	48,123
Shareholder's funds	11	<u>99,742</u>	<u>88,123</u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

These financial statements were approved and authorised for issue by the Board of Directors on 25 June 2015 and were signed on its behalf by:



C Storey
Director

SALFORD SCHOOLS SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2014

1. Accounting policies

A summary of the principal accounting policies, which have been applied consistently throughout the current and preceding year, is set out below.

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006 and applicable Accounting Standards in the United Kingdom.

Going concern

The Company's business activities are detailed in the Directors' Report. The Directors have reviewed the budget for the foreseeable future and have considered the projected cash flows based on the contractual receipts and payments of cash. They project that the loan covenant terms will be met for the foreseeable future. Having considered the risks and uncertainties of the business, their projections for the future performance of the Company, and the current uncertain economic environment, the Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the financial statements.

Cash flow statement

The Company meets the size criteria for a small company set by the Companies Act 2006 and, therefore, in accordance with FRS 1, 'Cash flow statements', it has not prepared a cash flow statement.

Taxation

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Turnover and long term contracts

The project agreement with Salford City Council provides for the charging of a unitary fee from the date the schools are made available until the end of the service delivery agreement. The unitary fee is fixed subject to performance and inflation indexation.

During the construction phase, construction costs incurred are recorded as cost of sales. Turnover is also recognised in relation to the construction work performed but no profit on construction is recognised. The turnover recognised is included within the 'financial asset' described below. If construction costs are forecast to exceed amounts which can be subsequently recovered, a loss is recognised as soon as this is foreseen.

Amounts recoverable on long-term contracts, which are included in debtors, represent future amounts due over the life of the service delivery contract for the fair value of the construction work on the schools. This financial asset comprises the construction turnover recognised up to the balance sheet date, other directly attributable costs, interest on loan facilities used to finance the construction less amounts collected to date.

SALFORD SCHOOLS SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (*CONTINUED*) for the year ended 31 December 2014

1. Accounting policies (*continued*)

Turnover and long term contracts (*continued*)

Interest is recorded on the financial asset at a constant rate based on the carrying amount.

The unitary fee charged is split between services provided (which is recorded as turnover), collection of the financial asset, payment of interest on the financial asset and deferred income.

Turnover in relation to both construction and services provided is recorded net of VAT and arises entirely in the UK.

Capitalisation of finance costs

Interest arising on loans taken out to fund the construction of an asset are capitalised within amounts recoverable on long-term contracts until the construction is completed and the asset is handed over to the customer.

Capital instruments

Share capital is included in shareholder's funds. Debt instruments, which contain an obligation to repay, are classified as liabilities. In accordance with FRS 4 (Capital Instruments), the costs associated with the issue of debt instruments are charged to the Profit and Loss account over the life of the instruments, at a constant rate based on the carrying amount.

Derivative financial instruments

The Company uses derivative financial instruments to reduce exposure to interest rate fluctuations. The Company does not hold or issue derivative financial instruments for speculative purposes. Details of the Company's interest rate swap contracts are given in note 13.

Dividends

Dividends to the Company's ordinary shareholders are recognised in the financial statements when the amount has been agreed by the Board of Directors, the Company's senior debt provider and have been paid.

2. Interest receivable and similar income

	2014	2013
	£	£
Bank interest receivable	5,830	5,803
Interest on finance debtor	2,052,870	2,107,114
	<u>2,058,700</u>	<u>2,112,917</u>

3. Interest payable and similar charges

	2014	2013
	£	£
Bank interest payable	1,630,883	1,695,215
Other interest payable	329,212	342,244
Amortisation of debt issue costs	30,278	31,096
	<u>1,990,373</u>	<u>2,068,555</u>

SALFORD SCHOOLS SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) for the year ended 31 December 2014

4. Profit on ordinary activities before taxation

Employee costs

The Company had no employees in the year other than the directors (2013: nil).

The Directors did not receive any remuneration from the Company during the year (2013: £nil).

Auditor's remuneration

Auditor's remuneration for the audit was £3,800 payable to Baker Tilly UK Audit LLP (2013: £3,520).

Auditor's remuneration for tax services was £2,393; payable to Baker Tilly Tax and Accounting Limited (2013: £2,732).

5. Taxation on profit on ordinary activities

(a) Analysis of tax charges in the year

	2014 £	2013 £
Current tax		
UK corporation tax on profits in the year	48,583	40,986
Total current tax	48,583	40,986
Deferred tax		
Origination and reversal of timing differences	-	-
Tax on profit on ordinary activities	48,583	40,986

(b) Factors affecting tax charges for the year

The tax assessed for the year is equal to (2013: equal to) the standard rate of tax applicable to small companies in the UK of 20% (2013: 20%).

	2014 £	2013 £
Profit on ordinary activities before taxation	242,916	204,932
Profit on ordinary activities at the standard rate of corporation tax applicable to small companies in the UK of 20% (2013: 20%)	48,583	40,986
Current tax charge for the year	48,583	40,986

SALFORD SCHOOLS SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (*CONTINUED*) for the year ended 31 December 2014

6. Debtors

	2014	2013
	£	£
Amounts falling due within one year:		
Trade debtors	-	609,207
Amounts recoverable on long term contracts	985,413	927,801
Prepayments and accrued income	161,926	151,559
	<u>1,147,339</u>	<u>1,688,567</u>
Amounts falling due after one year:		
Amounts recoverable on long term contracts	<u>32,250,279</u>	<u>33,235,692</u>
Total debtors	<u>33,397,618</u>	<u>34,924,259</u>

Interest payable was being capitalised until the practical completion date. Included in amounts recoverable on long-term contracts is interest totalling £2,038,727 (2013: £2,038,727).

7. Creditors: amounts falling due within one year

	2014	2013
	£	£
Bank loans (note 8)	1,155,829	1,075,418
Trade creditors	33,763	8,967
Corporation tax	48,583	40,986
Other taxes and social security costs	210,462	217,474
Accruals and deferred income	4,340,318	3,521,535
	<u>5,788,955</u>	<u>4,864,380</u>

SALFORD SCHOOLS SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) for the year ended 31 December 2014

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

	2014	2013
	£	£
Other loans	2,460,406	2,567,308
Bank loans	27,728,291	28,883,580
	<u>30,188,697</u>	<u>31,450,888</u>

In accordance with FRS 4, issue costs of £330,455 (2013: £360,733) have been set off against the total loan drawdowns. The amount set off against loans falling due within one year is £29,470 (2013: £30,277) and after more than one year is £300,985 (2013: £330,456).

Maturity of debt

The loans (stated net of unamortised issue costs) are repayable as follows:

	2014	2013
	£	£
Due within one year (note 7)	1,155,829	1,075,418
Due between one and two years	1,293,807	1,028,502
Due between two and five years	3,739,073	3,636,245
Due in more than five years	25,155,817	26,786,141
	<u>31,344,526</u>	<u>32,526,306</u>

Bank loans

The bank loans comprise senior debt.

The senior debt consists of a loan that is repayable by December 2032 with principal repayments on the loan which commenced in September 2008. The amount of the senior debt loan drawdown as at 31 December 2014 is £29,148,756 (2013: £30,254,420), with £1,057,972 (2013: £1,105,695) falling due within one year and £28,090,784 (2013: £29,148,725) after more than one year. The interest rate on the loan has been fixed at 5.45% per annum until September 2015 through the use of a swap.

The bank loans are secured by floating charges over all the assets, rights and undertakings of the Company.

Other loans

Other loans comprise Unsecured Subordinated Loan Notes 2006 (the "loan notes").

The loan notes carry a coupon of 12.8% and interest is paid quarterly in arrears on 31 March, 30 June, 30 September and 31 December each calendar year.

Providing certain defaults are not made by the Company, the loan notes are due for repayment on the termination of the service delivery contract. As such the loan notes have been classified in debt due in more than five years. Part or all of the loan notes can be redeemed earlier at the option of the Company.

The terms of the loan notes state that payments of interest and repayments of the loan principal are only to be made if sufficient funds are available to avoid a breach of covenants in the Company's banking facilities and whilst the Company is not in the process of a liquidation or other such winding-up proceedings. No such covenant breaches have occurred during the current or prior year.

SALFORD SCHOOLS SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) for the year ended 31 December 2014

9. Share capital

	2014	2013
	£	£
Allotted, called up and fully paid 40,000 ordinary shares of £1 each	40,000	40,000

10. Profit and loss account

	2014
	£
At 1 January 2014	48,123
Profit for the financial year	194,333
Dividends distributed to the holder of the ordinary shares	(182,714)
At 31 December 2014	59,742

11. Reconciliation of movements in shareholder's funds

	2014	2013
	£	£
Opening shareholder's funds	88,123	67,177
Profit for the financial year	194,333	163,946
Dividends distributed to the holder of the ordinary shares	(182,714)	(143,000)
Closing shareholder's funds	99,742	88,123

12. Controlling party

The Company's immediate parent undertaking and controlling party is Salford Schools Solutions Holdco Limited, a company registered in England and Wales, with ownership of this company shared equally between HOCHTIEF PPP Schools Capital Limited and NEIF Project Investments Limited. Accordingly, there is no overall parent company and no ultimate controlling party.

13. Derivatives not included at fair value

The fair values of the Company's derivatives are as follows:

	Principal		Fair value	
	2014	2013	2014	2013
	£	£	£	£
Interest rate swap contracts	29,309,306	30,421,092	(8,153,312)	(5,013,027)

The Company uses derivatives to manage the exposure to interest rate movements on its senior and equity bridge debt. The fair values are based on market values of equivalent instruments at the balance sheet date.

SALFORD SCHOOLS SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (*CONTINUED*) for the year ended 31 December 2014

13. Derivatives not included at fair value (*continued*)

The interest rate swap contracts have fixed interest receipts at an average rate of 4.74% over the life of the swap contracts, which terminate on 31 December 2032, and have floating interest payments at LIBOR.

14. Related party transactions

	Transaction amount for the year ended 31 December 2014 £	Amount due (to)/from party as 31 December 2014 £
HOCHTIEF PPP Schools Capital Limited (shareholder of parent company)		
- Interest on loan	164,606	(41,172)
- Subordinated loan	(53,181)	(1,263,128)
HOCHTIEF PPP Solutions (UK) Limited		
- Provisions of goods and services	113,773	-
NIBC European Infrastructure Fund I C.V. (parent company of NEIF Project Investments Limited, a shareholder)		
- Provisions of goods and services	39,167	-
- Interest on loan	164,606	(41,172)
- Subordinated loan	(53,181)	(1,263,128)

SALFORD SCHOOLS SOLUTIONS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (*CONTINUED*) for the year ended 31 December 2014

14. Related party transactions (*continued*)

	Transaction amount for the year ended 31 December 2013 £	Amount due (to)/from party as 31 December 2013 £
HOCHTIEF PPP Schools Capital Limited (shareholder of parent company)		
- Interest on loan	171,122	(42,468)
- Subordinated loan	(55,714)	(1,316,309)
HOCHTIEF PPP Solutions (UK) Limited		
- Provisions of goods and services	108,891	-
NIBC European Infrastructure Fund I C.V. (parent company of NEIF Project Investments Limited, a shareholder)		
- Provisions of goods and services	16,393	(8,247)
- Interest on loan	171,122	(42,468)
- Subordinated loan	(55,714)	(1,316,309)