Registration number: 04367731

D4E Mulberry Limited

Annual Report and Financial Statements

for the Year Ended 31 March 2020

D4E Mulberry Limited

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D4E Mulberry Limited

Company Information

Directors	M T Smith K M Hill N Rae D G Swinburn R Little S E Lilley
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

D4E Mulberry Limited

Strategic Report for the Year Ended 31 March 2020

The directors present their strategic report for the year ended 31 March 2020.

Principal activity
The principal activity of the company is to design, construct, refurbish and to provide lifecycle maintenance and facility management services to Mulberry Girls School in the London Borough of Tower Hamlets for a period of 27 years commencing on 31 May 2002. The partnership with the London Borough of Tower Hamlets has been procured under the government's Public Private Partnership initiative.

Results and review of business
The profit for the year is set out in the profit and loss account on page 9. 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 8 September 2020 and signed on its behalf by:

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N Rae
Director

D4E Mulberry Limited

Directors' Report for the Year Ended 31 March 2020

Registration number: 04367731

The directors present their report and the audited financial statements for the year ended 31 March 2020.

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 (2019: £nil).

Financial risk management

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

Interest rate risk
The senior debt interest has been fixed through the use of 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 London Borough Tower of Hamlets and is not exposed to significant credit risk. Cash investments are with institutions of a suitable credit quality.

Major maintenance replacement risk
The company is responsible for managing the ongoing major maintenance replacement of the building and relevant equipment, but the risks associated with this activity are largely borne by the subcontractor.

Coronavirus (COVID-19) impact on the financial statements
The COVID-19 outbreak has developed rapidly in 2020, with a significant number of infections. Measures taken to contain the virus have affected economic activity and include limiting the movement of people and the temporary closure of businesses and schools.

The company is working with its client, London Borough of Tower Hamlets, and its subcontractors, to ensure minimal interruption to contracted service provision during this period of disruption. This work is being carried out in conjunction with subcontractors, who are ensuring that the safety of their staff is maintained.

On 20 March 2020 the Cabinet Office issued a notice (Procurement Policy Note 02/20: Supplier relief due to coronavirus (COVID-19)) that all supplier payments will be maintained as per their individual contracts. Guidance was also issued on 2 April 2020 by the Infrastructure and Projects Authority (IPA Guidance) specifically relating to PFI contracts. The IPA guidance is consistent with PPN 02/20. On 6 June 2020 the Cabinet Office issued a further notice (Procurement Policy Note 04/20: Recovery and Transition from COVID-19) which supports transition from the current measures to a steady state. The company will continue to receive the monthly unitary payment and will pay its suppliers in a timely manner. PPN 02/20 stipulated that suppliers will continue to be paid the contractual amounts due, regardless of service interruptions until at least the end of June 2020. This has been followed by PPN 04/20 which requires an open and pragmatic partnership to maintain supplier cash flows. Thus, securing contractual revenues for the immediate future.

The revenue of the company is linked to the availability of the facility and services delivered in that facility. Availability is not materially adversely impacted by the current measures limiting the movement of people, and service provision is subject to working arrangements that have been agreed with the client.

The company does not employ any staff directly. The main operating costs are agreed, under contract, with the subcontractors and therefore will not be impacted by factors arising due to the coronavirus outbreak. As the majority of costs are contractual, no other measures to control costs are deemed necessary. The timing of lifecycle and major maintenance works is being reviewed as the situation develops.

The company produces regular financial model updates that forecast the company cashflows to the end of the concession period. This financial model indicates that the company will be able to meet its financing covenant ratios and that no additional funding will be required in the next 12 months. The directors therefore consider the COVID-19 outbreak will have no impact on the ability of the company to continue as a going concern. However, the Directors are monitoring usual movements in short and long term economic indicators that may impact the valuation of assets and liabilities, and may therefore have an impact on the financial statements.

Brexit risk

The directors have assessed the impact, on the company, arising from the uncertainty attached to the outcome of the Brexit negotiations and the shape of any eventual withdrawal deal with the EU. At this stage the impact cannot be fully understood, and political and economic commentators differ significantly in their assessment of the potential severity of the risks associated with each potential outcome.

As the company operates solely in the United Kingdom the directors do not expect the company will be directly impacted by changes to future trading arrangements, with the EU and the rest of the world, however the directors continue to monitor any potential impact arising from the wider financial markets and the company's supply chain.

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:

M T Smith

K M Hill

N Rae

D G Swinburn

D Lindesay (resigned 19 June 2019)

R Little (appointed 19 June 2019)

S E Lilley (appointed 3 May 2019)

D4E Mulberry Limited

Directors' Report for the Year Ended 31 March 2020 (continued)

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" Section 1A, 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.

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

- so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- they have taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Going concern
Although the company's balance sheet reflects net liabilities, this is primarily caused by the negative profit and loss reserve and the recognition of derivative financial instruments at their fair values. These derivative financial instrument liabilities are unrealised and are part of hedging arrangements that help to reduce volatility in the company's cash flows over the duration of the PFI project. Having reviewed the company's projected profits and cash flows by reference to a financial model, that includes the impact of these instruments, the directors consider that the company will be able to settle its debts as they fall due and accordingly the financial statements have been prepared on a going concern basis.

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 8 September 2020 and signed on its behalf by:

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N Rae
Director

D4E Mulberry Limited

Independent Auditors' Report to the members of D4E Mulberry Limited

Opinion

In our opinion, D4E Mulberry Limited's financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2020 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" Section 1A, 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 2020; 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 where:

- the directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

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

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.

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.

Independent Auditors' Report to the members of D4E Mulberry Limited (continued)

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 2020 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, 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.

Independent Auditors' Report to the members of D4E Mulberry 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.

Entitlement to exemptions

Under the Companies Act 2006 we are required to report to you if, in our opinion, the directors were not entitled to prepare financial statements in accordance with the small companies regime. 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: 11/09/2020

D4E Mulberry Limited

Profit and Loss Account for the Year Ended 31 March 2020

	Note	2020 £ 000	2019 £ 000
Turnover	4	1,820	1,757
Cost of sales		(1,446)	(1,373)
Gross profit		374	384
Administrative expenses		(198)	(191)
Operating profit	5	176	193
Interest receivable and similar income	6	311	332
Interest payable and similar charges	7	(280)	(304)
Profit before taxation		207	221
Tax on profit	8	(88)	(38)
Profit for the financial year		119	183

The above results were derived from continuing operations.

Statement of Comprehensive Income for the Year Ended 31 March 2020

	Note	2020 £ 000	2019 £ 000
Profit for the financial year		119	183
Other comprehensive income:			
Change in value of hedging instrument	16	(104)	(99)
Reclassifications to profit and loss	16	183	200
Deferred tax arising on unrealised movements on cash flow hedges	8	2	(17)
Other comprehensive income for the year, net of tax		81	84
Total comprehensive income for the year		200	267

The notes on pages 12 to 22 form an integral part of these financial statements.

D4E Mulberry Limited

Balance Sheet as at 31 March 2020

	Note	2020 £ 000	2019 £ 000
Current assets			
Debtors: Amounts falling due after more than one year	9	3,567	3,875
Debtors: Amounts falling due within one year	10	343	355
Cash at bank and in hand		2,392	2,252
		6,302	6,482
Creditors: Amounts falling due within one year	11	(547)	(615)
Total assets less current liabilities		5,755	5,867
Creditors: Amounts falling due after more than one year	11	(6,688)	(7,086)
Provisions for liabilities	13	(351)	(265)
Net liabilities		(1,284)	(1,484)
Capital and reserves			
Called up share capital	14	2	2
Cash flow hedge reserve		(613)	(694)
Profit and loss account		(673)	(792)
Total equity		(1,284)	(1,484)

The financial statements have been prepared in accordance with the special provisions of the Companies Act 2006 related to small companies.

Approved and authorised by the Board on 8 September 2020 and signed on its behalf by:

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N Rae

Director

The notes on pages 12 to 22 form an integral part of these financial statements.

D4E Mulberry Limited

Statement of Changes in Equity for the Year Ended 31 March 2020

	Called up Share capital £ 000	Cash flow hedge reserve £ 000	Profit and loss account £ 000	Total equity £ 000
At 1 April 2018	2	(778)	(975)	(1,751)
Profit for the financial year	-	-	183	183
Other comprehensive income	-	84	-	84
Total comprehensive income	-	84	183	267
At 31 March 2019	2	(694)	(792)	(1,484)

	Called up Share capital £ 000	Cash flow hedge reserve £ 000	Profit and loss account £ 000	Total equity £ 000
At 1 April 2019	2	(694)	(792)	(1,484)
Profit for the financial year	-	-	119	119
Other comprehensive income	-	81	-	81
Total comprehensive income	-	81	119	200
At 31 March 2020	2	(613)	(673)	(1,284)

The notes on pages 12 to 22 form an integral part of these financial statements.

1 General information

The principal activity of the company is to design, construct, refurbish and to provide lifecycle maintenance and facility management services to Mulberry Girls School in the London Borough of Tower Hamlets for a period of 27 years commencing on 31 May 2002. The partnership with the London Borough of Tower Hamlets has been procured under the government's Public Private Partnership initiative.

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, as applied to Small Entities, and the Companies Act 2006.

Basis of preparation
These financial statements are prepared on a going concern basis, under the historical cost convention, as modified by the recognition of certain financial assets and liabilities measured at fair value.

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.

Cash flow statement
In accordance with the small companies regime, no cash flow statement is required as the company qualifies as a small entity as defined in sections 382 of the Companies Act 2006.

Going concern
Although the company's balance sheet reflects net liabilities, this is primarily caused by the negative profit and loss reserve and the recognition of derivative financial instruments at their fair values. These derivative financial instrument liabilities are unrealised and are part of hedging arrangements that help to reduce volatility in the company's cash flows over the duration of the PFI project. Having reviewed the company's projected profits and cash flows by reference to a financial model, that includes the impact of these instruments, the directors consider that the company will be able to settle its debts as they fall due and accordingly the financial statements have been prepared on a going concern basis.

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. 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 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 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.

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.

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.

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. Actual results may subsequently differ from these estimates.

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

3 Critical accounting judgements and estimation uncertainty (continued)

Judgements

Treatment 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.

Estimates

Finance debtor and turnover recognition

The accounting for service concession contracts and finance debtors requires estimation of service margins (being forecast of contract income less estimates of operating and major maintenance replacement costs), finance debtor 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 and note 11 for amounts of turnover deferred to future periods.

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 historical experience of the respective debtor. See notes 9 and 10 for the carrying value of the debtors.

Measurement of derivatives

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.

4 Turnover

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

5 Operating profit

The company had no employees, other than the directors, during the year (2019: 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 £113,000 (2019: £110,000) to the company in respect of these services.

The audit fee in respect of the company was £7,618 for the year (2019: £7,396).

6 Interest receivable and similar income

	2020 £ 000	2019 £ 000
Imputed interest receivable on finance debtor	301	321
Interest income on bank deposits	10	11
	311	332

7 Interest payable and similar charges

	2020 £ 000	2019 £ 000
Interest on bank borrowings	76	81
Interest rate swap costs	183	201
Interest payable on loans from group undertakings	21	22
	280	304

8 Tax on profit

(a) Tax expense included in profit or loss

	2020 £ 000	2019 £ 000
Total current income tax	-	-
Deferred taxation		
Arising from origination and reversal of timing differences	40	38
Arising from changes in tax rates and laws	48	-
Total deferred taxation	88	38
Tax on profit on ordinary activities	88	38

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

	2020 £ 000	2019 £ 000
Deferred tax		
Arising from origination and reversal of timing differences	15	17
Arising from changes in tax rates and laws	(17)	-
Total tax (income)/expense included in other comprehensive income	(2)	17

8 Tax on profit (continued)

(c) Reconciliation of tax charge

The tax on profit for the year is higher than the standard rate of corporation tax in the UK (2019: lower than the standard rate of corporation tax in the UK) of 19% (2019: 19%).

The differences are reconciled below:

	2020 £ 000	2019 £ 000
Profit before taxation	207	221
Corporation tax at standard rate	39	42
Re-measurement of deferred tax - change in UK tax rates	49	(4)
Total tax charge	88	38

(d) Tax rate changes

In the Spring Budget 2020, the Government announced that from 1 April 2020 the corporation tax rate would remain at 19% (rather than reducing to 17%, as previously enacted). This new law was substantively enacted on 17 March 2020. As the proposal to keep the rate at 19% had been substantively enacted at the balance sheet date, its effects are included in these financial statements, with the 19% rate therefore applied to all tax balance sheet items.

9 Debtors: Amounts falling due after more than one year

	2020 £ 000	2019 £ 000
Finance debtor	3,567	3,875

10 Debtors: Amounts falling due within one year

	2020 £ 000	2019 £ 000
Trade debtors	-	6
Finance debtor	307	286
Prepayments and accrued income	36	63
	343	355

11 Creditors

	Note	2020 £ 000	2019 £ 000
Amounts falling due within one year			
Senior debt	12	356	337
Subordinated debt	12	1	1
Trade creditors		144	187
Other taxation and social security		18	24
Accruals and deferred income		28	66
		547	615

	Note	2020 £ 000	2019 £ 000
Amounts falling due after one year			
Senior debt	12	3,044	3,401
Subordinated debt	12	132	133
Accruals and deferred income		2,755	2,716
Derivative financial instruments	16	757	836
		6,688	7,086

12 Loans and borrowings

	2020 £ 000	2019 £ 000
Loans and borrowings falling due within one year		
Senior debt	356	337
Subordinated debt	1	1
	357	338

	2020 £ 000	2019 £ 000
Loans and borrowings falling due between one and five years		
Senior debt	1,790	1,709
Subordinated debt	26	33
	1,816	1,742

12 Loans and borrowings (continued)

	2020 £ 000	2019 £ 000
Loans and borrowings falling due after more than five years		
Senior debt	1,254	1,692
Subordinated debt	106	100
	1,360	1,792

Bank loans have been hedged via swaps entered into on 15 May 2002. Swaps resulted in 100% of the outstanding debt being converted from LIBOR to a fixed rate of 5.78%. The fair value of the swap liability amounted to £756,702 as at 31 March 2020 (2019: £836,094).

At the year end, bank loans totalling £3,460,345 (2019: £3,806,025) are held with Bank of Scotland plc. Bank of Scotland plc holds fixed and floating charges over the assets of D4E Mulberry (Holdings) Limited and D4E Mulberry Limited, assignation securities from D4E Mulberry (Holdings) Limited and D4E Mulberry Limited over D4E Mulberrys Limited's right, title and interest in the Mulberry Schools Project and a deed of pledge from D4E Mulberry (Holdings) Limited in respect of shares in D4E Mulberry Limited.

At the year end £132,830 (2019: £133,909) of unsecured loan notes were in issue to the company's parent company, D4E Mulberry (Holdings) Limited. The notes carry interest at a fixed rate of 16% per annum.

13 Provisions for liabilities

	Deferred tax £ 000
At 1 April 2019	265
Additions dealt with in profit or loss	88
Additions dealt with in other comprehensive income	(2)
At 31 March 2020	351

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

	2020 £ 000	2019 £ 000
Accelerated capital allowances	594	568
Tax losses recognised	(99)	(161)
Fair value of financial instruments	(144)	(142)
	351	265

14 Called up share capital

Allotted, called up and fully paid shares

	2020		2019	
	No.	**£ 000**	**No**	**£ 000**
Ordinary shares of £1 each	1,500	2	1,500	2

15 Related party transactions

The following information is provided in accordance with FRS 102 - paragraph 33.9 as being transactions with related parties for the year:

Interest on subordinated loan notes payable to D4E Mulberry (Holdings) Limited of £132,830 (2019: £133,909) amounted to £21,441 (2019: £21,667).

As at 31 March 2020 there was no interest balance outstanding at the year end (2019: £nil).

The company incurred the following costs in respect of the provision of staff and support services:

	Type of expense	2020 £ 000	2019 £ 000
Parkwood Leisure Limited	Facilities Management	**827**	805
Semperian Asset Management Limited	Management Services	**51**	50

The net balance due to both Parkwood Leisure Limited and Semperian Asset Management Limited at the year end was £Nil (2019: £Nil).

Non executive director fees amounting to £112,875 (2019: £109,910) were paid in the year as follows.

	2020 £ 000	2019 £ 000
Aberdeen Infrastructure (No. 3) Limited	**48**	47
Parkwood Consultancy Services Limited	**25**	24
Semperian PPP Investment Partners No. 2 Limited	**40**	39

16 Financial instruments

Fair value of derivatives used for hedging in the Balance Sheet

	Note	2020 £ 000	2019 £ 000
Creditors: Amounts falling due after more than one year - Fair value of swaps	11	(757)	(836)
Net Fair value of swaps in the Balance Sheet		(757)	(836)

Movement in Fair value of derivatives used for hedging

	2020 £ 000	2019 £ 000
Recognised through Other Comprehensive Income	79	101

The company has considered the amendments to FRS 102 that provide certain reliefs in connection with interest rate benchmark reform. These are mandatory for periods commencing on or after 1 January 2020 but have been early adopted by the company. Below are details of the significant interest rate benchmarks to which the entity's hedging relationships are exposed. The company is monitoring the FRC's phase two plans in respect of interest rate benchmark reform.

The company has entered into an interest rate swap to receive interest at LIBOR and pay interest at a fixed 5.78%. The swap is based on an original principal amount of £12,591,887, which reduces in line with the principal amount of the company's sterling Senior loan facilities, and matures in 2027 on the same date as the Senior loans.

The instrument is used to hedge the company's exposure to interest rate movements on the Senior loan facility. The fair value of the interest rate swap is £756,702 (2019: £836,094).

Cash flows on both the loan and the interest rate swaps are paid 6 monthly until 2027. During the current year, a hedging loss of £104,000 (2019: £99,000 loss) was recognised in other comprehensive income for changes in the fair value of the interest rate swap and a gain of £183,000 (2019: £200,000 gain) was reclassified from the hedge reserve to profit and loss within interest payable.

The interest rate swaps are measured at fair value which is determined using valuation techniques that utilise observable inputs. The key inputs used in valuing the derivatives are forward interest rates.

17 Parent and ultimate parent undertaking

The company's immediate parent is D4E Mulberry (Holdings) Limited, incorporated in England and Wales.

Aberdeen Infrastructure (No. 3) Limited, Semperian PPP Investment Partners No. 2 Limited and Parkwood Project Management Limited are all shareholders in D4E Mulberry (Holdings) Limited. The Directors consider there to be no ultimate controlling party.

These financial statements are available upon request from the Company Secretary at Third Floor, Broad Quay House, Prince Street, Bristol, BS1 4DJ