

## **CHS (Kincardine) Limited**

### **Directors' report and financial statements**

For the year ended 30 September 2014

Registered number 02873622

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## **Company Information**

### **Directors**

M R Parish  
P J Humpreys (Resigned 07/10/14)  
A Culhane (Resigned 29/11/13)  
T Siddall (Resigned 31/10/13)  
R Pearman (Appointed 29/11/13)  
A Knight (Appointed 27/01/14)  
M Rosenberg (Appointed 06/05/14)

### **Secretary**

J D Calow

### **Auditor**

KPMG LLP  
6 Lower Brook Street  
Ipswich  
Suffolk  
IP4 1AP

### **Bankers**

HSBC Bank Plc  
Midland House  
26 North Station Road  
Colchester  
Essex  
CO1 1SY

### **Registered Office**

Connaught House  
850 The Crescent  
Colchester Business Park  
Colchester  
Essex  
CO4 9QB

### **Registered number**

02873622

## Directors' Report

The directors present their annual report and financial statements for the year ended 30 September 2014.

### Principal activities

The company's principal activity during the year continued to be the development and operation of nursing and residential care homes for the elderly.

### Business review

The Company has not presented a Strategic Report in these financial statements due to the small companies exemption available to it.

The Key Performance Indicators ("KPIs") used by the company to measure financial performance are revenue, gross profit, operating margin, bed numbers and occupancy.

Revenue has increased in the last year to £1,281,000 (2013: £1,119,000) while the gross loss decreased to £(552,000) (2013: £(712,000)) over the same period. The increase in the gross margin was a result of the increase in income and cost controls within the business.

Total bed numbers were unchanged at 46 (2013: 46). The principal financial risk facing the business is the level of financial occupancy of non-contracted beds. During the year this averaged 75.6% (2013: 69.6%).

The directors consider the future prospects of the company to be satisfactory.

### Results and dividend

The loss for the year after taxation amounted to £(536,000) (2013: £(499,000) loss).

No interim dividend was paid in the year (2013: £nil). The directors do not recommend a final ordinary dividend to be paid in respect of the current year (2013: £nil).

### Directors

The directors who served during the year were as follows:

M R Parish	
P J Humphreys	(Resigned 07/10/14)
A Culhane	(Resigned 29/11/13)
T Siddall	(Resigned 31/10/13)
R Pearman	(Appointed 29/11/13)
A Knight	(Appointed 27/01/14)
M Rosenberg	(Appointed 06/05/14)

### Employees

It is group policy to give fair consideration to the employment needs of disabled people to comply with current legislation with regard to disabled persons and, wherever practicable, to continue to employ and promote the careers of existing employees, who become disabled and to consider disabled persons for employment, subsequent training, career development and promotion on the basis of their aptitude and abilities.

Management regularly visit local offices and discuss matters of current interest and concern to the business with members of staff.

Management have developed a series of internal communications tools, including e-mail notices, newsletters and 'cascade' briefings in order to keep employees informed regarding the progress, financial position and commercial issues of the Care UK group.

### Political and charitable donations

The company made no political or charitable donations during the year (2013: £nil).

## Directors' Report *(continued)*


### Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

### Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board



**M Rosenberg**  
Director

Connaught House  
850 The Crescent  
Colchester Business Park  
Colchester  
CO4 9QB

21 January 2015

## **Statement of directors' responsibilities in respect of the Directors' Report and the financial statements**

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 estimates that are reasonable and prudent
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

## **Independent auditor's report to the members of CHS (Kincardine) Limited**

We have audited the financial statements of CHS (Kincardine) Limited for the year ended 30 September 2014 set out on pages 7 to 17. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 explained more fully in the Directors' Responsibilities Statement 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). Those standards require us to comply with the Auditing Practices Board'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 web-site at [www.frc.org.uk/auditscopeukprivate](http://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 30 September 2014 and of its loss for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

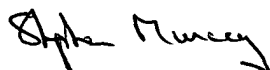
### **Opinion on other matter prescribed by the Companies Act 2006**

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.



**Stephen Muncy** (Senior Statutory Auditor)  
for and on behalf of KPMG LLP, Statutory Auditor

Chartered Accountants  
6 Lower Brook Street  
Ipswich  
IP4 1AP

21 January 2015

## **Profit and Loss Account**

*For the year ended 30 September 2014*

	<i>Note</i>	<b>2014</b> <b>£000</b>	<b>2013</b> <b>£000</b>
<b>Turnover</b>	<b>2</b>	<b>1,281</b>	<b>1,119</b>
Cost of sales		<b>(1,833)</b>	<b>(1,831)</b>
<b>Gross Loss</b>		<b>(552)</b>	<b>(712)</b>
Administrative expenses		<b>(103)</b>	<b>-</b>
<b>Operating Loss</b>		<b>(655)</b>	<b>(712)</b>
Other interest (payable) / receivable	<b>3</b>	<b>(5)</b>	<b>29</b>
<b>Loss on ordinary activities before taxation</b>	<b>6</b>	<b>(660)</b>	<b>(683)</b>
Tax on profit on ordinary activities	<b>7</b>	<b>124</b>	<b>184</b>
<b>Loss for the financial year</b>	<b>13,14</b>	<b>(536)</b>	<b>(499)</b>

All results derive from continuing activities.

The company has no recognised gains or losses other than the profit for the year.

There were no material differences between the result as disclosed in the profit and loss account and that given by an unmodified historical cost basis during the current year.




## Balance Sheet

As at 30 September 2014

	Note	2014 £000	2013 £000
<b>Fixed assets</b>			
Tangible assets	8	2,187	2,220
<b>Current assets</b>			
Stock	9	4	4
Debtors	10	289	208
Cash at bank and in hand		770	530
		<u>1,063</u>	<u>742</u>
<b>Creditors: amounts falling due within one year</b>	11	<u>(1,149)</u>	<u>(201)</u>
<b>Net current (liabilities) / assets</b>		<u>(86)</u>	<u>541</u>
<b>Total assets less current liabilities</b>		<u>2,101</u>	<u>2,761</u>
<b>Provisions for liabilities and charges:</b>			
Deferred taxation	12	<u>(87)</u>	<u>(211)</u>
<b>Net assets</b>		<u>2,014</u>	<u>2,550</u>
<b>Capital and reserves</b>			
Profit and loss account	13	<u>2,014</u>	<u>2,550</u>
<b>Shareholders' funds</b>	14	<u>2,014</u>	<u>2,550</u>

These financial statements were approved by the board of directors on 21 January 2015 and were signed on its behalf by:

  
M Rosenberg  
Director

The notes on pages 9-17 form part of the financial statements

## Notes to the financial statements

### 1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

#### **Basis of preparation**

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost convention.

The company's business activities, together with the factors likely to affect its future development and position, are set out in the Business Review section of the Directors' Report on page 3. The company is expected to continue to generate positive cash flows on its own account for the foreseeable future. In addition the company has access to funds provided by Care UK Limited, a parent company. The directors, having assessed the responses of the directors of Care UK Limited to their enquiries have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the Care UK group to continue as a going concern. On the basis of their assessment of the company's financial position and of the enquiries made of the directors of Care UK Limited, the company's directors have a reasonable expectation that the company will be able to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

The financial statements have been prepared on the going concern basis, notwithstanding net current liabilities of £86,000 (after accounting for debtors due in more than 1 year). It is not envisaged that the company will be dependent on its parent, Care UK Limited, for working capital funds, but the parent has indicated that it will make available such funds as are needed by the group. The directors consider that this should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. The directors, having assessed the responses of the directors of Care UK Limited to their enquiries have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of CHS (Kincardine) Limited ("The Company") to continue as a going concern.

The company is exempt from the requirement of Financial Reporting Standard No 1 (revised) to prepare a cash flow statement as it is a wholly owned subsidiary undertaking of Care UK Health and Social Care Holdings Limited and its cash flows are included within the consolidated cash flow statement of that company.

As the company is a wholly owned subsidiary of Care UK Health and Social Care Holdings Limited, the company has taken advantage of the exemption contained in Financial Reporting Standard No 8 and has therefore not disclosed transactions or balances with entities which form part of the group. The consolidated financial statements of Care UK Health and Social Care Holdings Limited, within which this company is included, can be obtained from the address given in note 18.

#### **Fixed assets**

Long leasehold land and buildings are carried in the financial statements at cost. The cost of land and buildings includes both the costs of financing assets in the course of construction and other costs that are directly attributable to bringing the asset into working condition for its intended use.

Depreciation is provided to write off the cost, less estimated residual values, of fixed assets by equal instalments over their estimated useful economic lives as follows:

Long leasehold buildings	50 years, or if shorter, the period of the lease or the associated contract
Furniture, fittings and equipment	3 to 10 years

#### **Stocks**

Stocks are valued at the lower of cost and net realisable value.

## Notes to the financial statements (continued)

### 1 Accounting policies (continued)

#### **Taxation**

The charge for taxation is based on the profit for the year and takes into account deferred taxation.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

#### **Pensions**

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the group in independently administered managed funds. Contributions to defined contribution personal pension schemes are charged to the profit and loss account in the year in which they become payable.

#### **Leasing**

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the life of the lease.

### 2 Turnover

Turnover represents sales and services to third party customers in the health and social care sector, stated net of any applicable value added tax. Turnover is recognised when services are provided. All sites operate within the UK..

### 3 Interest receivable / (Payable)

	2014 £000	2013 £000
Interest received on amounts owed by group undertakings	-	29
Interest payable on amounts owed to group undertakings	(5)	-
	<hr/>	<hr/>

### 4 Directors' emoluments

The directors received no emoluments during the financial year ended 30 September 2014 for their services to the company (2013: £nil). The emoluments of A Culhane, R Pearman, A Knight and M Rosenberg are disclosed in the financial statements of Care UK Community Partnerships Limited and the emoluments of M R Parish, P J Humphreys and T Siddall are disclosed in the financial statements of Care UK Limited.

Retirement benefits under money purchase pension schemes are accruing to 4 directors (2013: 3).

## Notes to the financial statements (continued)

### 5 Staff numbers and cost

No staff were directly employed by the company for the year ended 30 September 2014. All staff working directly with the service provision of this company were employed by other Group companies and the below disclosures relate to these staff.

	Number of employees	
	2014	2013
Care staff	87	95
Administration and Management	-	-
	<hr/>	<hr/>
	87	95
	<hr/>	<hr/>

The aggregate payroll costs of these persons were as follows:

	2014 £000	2013 £000
Wages and salaries	942	1,116
Social security costs	61	74
Other Pension costs	5	4
	<hr/>	<hr/>
	1,008	1,194
	<hr/>	<hr/>

### 6 Profit on ordinary activities before taxation

	2014 £000	2013 £000
<b><i>Profit on ordinary activities before taxation is stated after charging:</i></b>		
Depreciation and other amounts written off tangible fixed assets:		
Owned	102	92
Leased	32	31
Rentals payable under operating leases:		
Land and buildings	28	24
	<hr/>	<hr/>

Auditors' remuneration of £1,000 (2013: £1,000) was borne by another group undertaking in both financial years.

## Notes to the financial statements *(continued)*

### 7 Taxation

	2014 £000	2013 £000
UK corporation tax at 22% (2013: 23.5%)	-	(132)
Deferred tax:		
Origination and reversal of timing differences	(123)	(18)
Adjustments related to prior periods	(1)	-
Effect of decreased tax rate	-	(34)
Tax credit on (loss) on ordinary activities	(124)	(184)
	<u>          </u>	<u>          </u>

#### Current tax reconciliation

The differences between the tax assessed for the year and the standard rate of corporation tax are explained as follows:

	2014 £000	2013 £000
(Loss) on ordinary activities before tax	(660)	(683)
	<u>          </u>	<u>          </u>
(Loss) on ordinary activities multiplied by the expected rate of corporation tax 22% (2013: 23.5%)	(145)	(161)
Effects of:		
Capital allowances for period less than depreciation	29	30
Capitalised revenue expenditure	-	(1)
Losses for the year	116	-
	<u>          </u>	<u>          </u>
Current tax (credit)/charge for year	-	(132)
	<u>          </u>	<u>          </u>

#### Factors that may affect future tax changes

The reduction in the UK corporation tax rate from 23% to 21% was effective from 1 April 2014. The main rate of corporation tax will further reduce to 20% from 1 April 2015, this was substantively enacted on 2 July 2013.

## Notes to the financial statements *(continued)*

### 8 Tangible fixed assets

	Land and buildings	Fixtures, fittings and equipment	Total
	£000	£000	£000
<b>Cost</b>			
At 1 October 2013	2,276	919	3,195
Additions	-	101	101
Disposals	-	(260)	(260)
	<hr/>	<hr/>	<hr/>
At 30 September 2014	2,276	760	3,036
	<hr/>	<hr/>	<hr/>
<b>Depreciation</b>			
At 1 October 2013	440	535	975
Charge for year	32	102	134
Disposals	-	(260)	(260)
	<hr/>	<hr/>	<hr/>
At 30 September 2014	472	377	849
	<hr/>	<hr/>	<hr/>
<b>Net book value</b>			
<b>At 30 September 2014</b>	<b>1,804</b>	<b>383</b>	<b>2,187</b>
	<hr/>	<hr/>	<hr/>
At 30 September 2013	1,836	384	2,220
	<hr/>	<hr/>	<hr/>

Land and buildings include depreciable assets with an original cost of £1,574,000 (2013: £1,574,000). Included within the net book value of land and buildings are long leasehold buildings which have a net book value of £1,804,000 (2013: £1,836,000).

### 9 Stocks

	2014 £000	2013 £000
Raw materials and consumables	4	4
	<hr/>	<hr/>

The difference between the purchase price or production cost of stocks and their replacement cost is not significant.

## Notes to the financial statements *(continued)*

### 10 Debtors

	<b>2014</b>	<b>2013</b>
	<b>£000</b>	<b>£000</b>
Trade debtors	161	57
Amounts owed by group undertakings	117	141
Other debtors	-	-
Prepayments	11	10
	<hr/>	<hr/>
	<b>289</b>	<b>208</b>
	<hr/>	<hr/>

### 11 Creditors: amounts falling due within one year

	<b>2014</b>	<b>2013</b>
	<b>£000</b>	<b>£000</b>
Trade creditors	82	83
Amounts owed to group undertakings	941	-
Other creditors	5	7
Accruals and deferred income	121	111
	<hr/>	<hr/>
	<b>1,149</b>	<b>201</b>
	<hr/>	<hr/>

The amounts owed to group undertakings are unsecured, repayable on demand and carry no interest charge.

### 12 Deferred taxation

	<b>2014</b>	<b>2013</b>
	<b>£000</b>	<b>£000</b>
Accelerated capital allowances	192	163
Unrelieved tax losses	(105)	-
Other short-term timing differences	-	48
	<hr/>	<hr/>
Undiscounted deferred tax provision	<b>87</b>	<b>211</b>
	<hr/>	<hr/>
At 1 October	211	263
Credited to profit and loss account – current year	(123)	(18)
Credited to profit and loss account – prior year	(1)	-
Effect of decreased tax rate on opening liability	-	(34)
	<hr/>	<hr/>
At 30 September	<b>87</b>	<b>211</b>
	<hr/>	<hr/>

## Notes to the financial statements *(continued)*

### 13 Profit and loss account

	<b>2014</b>	2013
	<b>£000</b>	£000
At 1 October	<b>2,550</b>	3,049
(Loss) for the financial year	<b>(536)</b>	(499)
At 30 September	<b>2,014</b>	2,550

### 14 Reconciliation of movement in shareholders' funds

	<b>2014</b>	2013
	<b>£000</b>	£000
Opening shareholder's funds	<b>2,550</b>	3,049
(Loss) for the financial year	<b>(536)</b>	(499)
Closing shareholder's funds	<b>2,014</b>	2,550

### 15 Commitments under operating leases

Annual commitments under non-cancellable operating leases are as follows:

	<b>Land and buildings</b>	Land and buildings
	<b>2014</b>	2013
	<b>£000</b>	£000
Operating leases which expire: In over five years	<b>29</b>	29

### 16 Pension commitments

The Care UK Limited group has an HMRC approved defined contributions group pension plan. Contributions to this scheme are charged to the profit and loss account evenly throughout the year. The assets of the scheme are held separately from those of the group in an independently administered fund. The pension cost for the year represents contributions payable by the company to the fund and amounted to £5,000 (2013: £4,000).



## Notes to the financial statements *(continued)*

### 17 Contingent liability

The company has an unsecured loan from its immediate parent undertaking, Care UK Limited. The loan is repayable by the borrower in full by 30 September 2020. Interest is payable on the amount of the advance outstanding at a rate above LIBOR agreed between the parties.

In addition the company is a guarantor to the funding arrangements disclosed in the financial statements of Care UK Health and Social Care Investments Limited – please refer to those financial statements for full details; a brief summary of which is given below.

#### i) Senior Secured Notes

Up until 17 July 2014 Care UK Health & Social Care Plc ("the Issuer") had £325.0m of 9¼% Senior Secured Notes in issue (the "2010 Notes").

On 17 July 2014 the Issuer issued £400.0m of floating rate Senior Secured Notes ("the 2014 Notes"). The proceeds of the issue were used to redeem all of the outstanding 2010 Notes, the associated accrued interest and the related redemption premium. The remaining proceeds were used to repay outstanding amounts under the Revolving Credit Facility and pay transaction fees and expenses in connection with the issue of the 2014 Notes.

The 2014 Notes are divided into two tranches, a First Lien tranche of £325.0m (the "2014 Senior Secured Notes"), which mature on 15 July 2019, and a Second Lien tranche of £75.0m (the "2014 Second Lien Notes"), which mature on 15 January 2020. Interest on the 2014 Senior Secured Notes accrues at a rate per annum, reset quarterly, equal to three-month GBP LIBOR plus 5.0%. Interest on the 2014 Second Lien Notes accrues at a rate per annum, reset quarterly, equal to three-month GBP LIBOR plus 7.5%. For both liens interest is payable quarterly in arrears on each of 15 October, 15 January, 15 April and 15 July.

The Issuer may redeem the 2014 Notes in whole or in part at any time on or after 15 July 2015 at the redemption prices set out in the Offering Memorandum. Prior to 15 July 2015, the Issuer may redeem all or part of the 2014 Notes by paying a 'make whole' premium as set out in the Offering Memorandum.

The 2014 Senior Secured Notes are guaranteed on a senior basis and the 2014 Second Lien Notes are guaranteed on a senior subordinated basis by Care UK Health & Social Care Investments Limited and certain subsidiary guarantors.

## Notes to the financial statements *(continued)*

### 17 Contingent liability *(continued)*

#### ii) Super Senior Revolving Credit Facility

On the 11 July 2014 the £115.0m Senior Revolving Credit Facility (the "original RCF") was replaced by an amended £65.0m Revolving Credit Facility (the "amended RCF"). On 17 July 2014 the original RCF utilisations were repaid in full from the proceeds of the issue of the 2014 Notes together with utilisations drawn on the amended RCF.

As at 30 September 2014, £4.0m (2013: £46.5m) of the amended RCF has been utilised as cash drawings. The remainder of the facility remained undrawn, with the exception of £10.1m (2013: £9.4m) utilised in relation to performance bonds provided in relation certain contracts in the Health Care division and £nil (2013: £0.5m) in relation to other ancillary utilisations.

The margin payable on any loan utilisation under the amended RCF is in the range of 2.25% to 3.25% above LIBOR plus any mandatory costs depending on the total net leverage of the group. Each utilisation under the facility is repayable and capable of being redrawn at the end of each interest period. The final repayment date is 11 May 2019.

The Amended and Restated Senior Revolving Facility Agreement requires Care UK Health & Social Care Investments Limited, as the parent guarantor, to ensure compliance with a financial covenant relating to super senior gross leverage (calculated as the ratio of the aggregate amount of all outstanding loans under the Amended Revolving Credit Facility to Consolidated EBITDA of the Group for the 12 months ending on that quarter end).

### 18 Ultimate parent company and controlling party

The company is a wholly owned subsidiary of Care UK Limited, which is registered in England and Wales.

The company's ultimate parent company and controlling party is Care UK Health and Social Care Holdings Limited, which is registered in England and Wales.

Copies of the financial statements of Care UK Health and Social Care Holdings Limited, which include the consolidated results of this company, are available from its registered office at Connaught House, 850 The Crescent, Colchester Business Park, Colchester, Essex, CO4 9QB.