Conquest Care Homes (Norfolk) Limited

Annual Report and Unaudited Financial Statements

for the Year Ended 31 December 2017

Registration number: 02894168

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Conquest Care Homes (Norfolk) Limited

Contents

Company Information	1
Strategic Report	2
Directors' Report	3 to 4
Statement of Directors' Responsibilities	5
Profit and Loss Account	6
Statement of Comprehensive Income	7
Balance Sheet	8
Statement of Changes in Equity	9
Notes to the Unaudited Financial Statements	10 to 20

Conquest Care Homes (Norfolk) Limited

Company Information

Directors	Trevor Torrington
	Nigel Myers
Company secretary	David Hall
Registered office	Fifth Floor 80 Hammersmith Road London W14 8UD

Conquest Care Homes (Norfolk) Limited

Strategic Report for the Year Ended 31 December 2017

The directors present their strategic report for the year ended 31 December 2017.

Fair review of the business

The results for the year are set out in the profit and loss account on page 6 and the position of the company as at the year end is set out in the balance sheet on page 8.

The company is focussed on the care sector and the performance of the company can be impacted by external factors. The principal factors are changes in the UK government's policy towards outsourcing of care, changes in the regulatory regime and competitive threats from other independent providers. Management uses a range of financial and non-financial indicators to manage the business. These are derived from all areas of the business and include sales growth by unit, occupancy and profit margins achieved. Gross profit margins have increased from 32.0% in 2016 to 36.3% in 2017.

The company's management is satisfied with the performance for the year, and is committed to a continued growth strategy.

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business. The development, performance and position of Priory Group UK 1 Limited (formerly Partnerships in Care UK 1 Limited), an intermediate parent of the company, is discussed in the group's financial statements which includes the company and does not form part of this report.

Principal risks and uncertainties

From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of the group and are not managed separately. Accordingly, the principle risks and uncertainties of Priory Group UK 1 Limited (formerly Partnerships in Care UK 1 Limited), which include those of the company, are discussed in the group's financial statements which do not form part of this report.

Approved by the Board on 30 June 2018 and signed on its behalf by:

David Hall
Company secretary

Conquest Care Homes (Norfolk) Limited

Directors' Report for the Year Ended 31 December 2017

The directors present their report and the unaudited financial statements for the year ended 31 December 2017.

Principal activity
The principal activity of the company is care delivery.

Directors' of the company
The directors, who held office during the year and up to the date of signing the financial statements were as follows:

Trevor Torrington

Nigel Myers

Dividends
The directors do not recommend the payment of a final dividend (2016: £nil). No dividends were paid during the year (2016: £nil).

Financial instruments

The company's operations mean that it is exposed to a variety of financial risks that include the effects of changes in credit risk, liquidity risk and interest rate risk. The directors monitor the risks in order to limit the adverse effects on the financial performance by reviewing levels of debt finance and the related finance costs, however these are integrated with the risks of the group and not managed separately. Accordingly, the financial risk management policies of Priory Group UK 1 Limited (formerly Partnerships in Care UK 1 Limited), which include those of the company, are discussed in the group's financial statements which do not form part of this report.

Employee involvement
The directors recognise that the continued position of the company in this sector depends on the quality and motivation of its employees and as such the company is committed to pursue employment policies which will continue to attract, retain and motivate its employees.

Good and effective employee communications are particularly important, and throughout the business it is the directors' policy to promote the understanding by all employees of the company's business aims and performance. This is achieved through internal publications, presentations on performance and a variety of other approaches appropriate for a particular location. Employees are consulted on issues through workshops, which are run regularly across the group.

Employment of disabled persons
The directors believe that it is important to recruit and retain capable and caring staff regardless of their sex, marital status, race or religion. It is the company's policy to give full and fair consideration to applications for employment from people who are disabled, to continue wherever possible the employment of and to arranged appropriate training for, employees who become disabled and to provide equal opportunities for the career development, training and promotion of disabled employees.

Future developments
The future developments of the company are aligned to the strategy of the UK group, headed by Priory Group UK 1 Limited (formerly Partnerships in Care UK 1 Limited). The group's strategy for the future development of the business is included in the group's financial statements, which do not form part of this report.

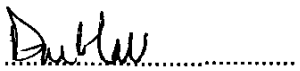
Conquest Care Homes (Norfolk) Limited

Directors' Report for the Year Ended 31 December 2017 (continued)

Going concern

The intermediate parent company, Priory Group UK 1 Limited (formerly Partnerships in Care UK 1 Limited), has confirmed that it will continue to provide financial support to the company for the foreseeable future and for at least twelve months from the date of approval of these financial statements. Accordingly the financial statements have been prepared on the going concern basis.

Approved by the Board on 30 June 2018 and signed on its behalf by:



David Hall
Company secretary

Conquest Care Homes (Norfolk) Limited

Statement of Directors' Responsibilities

The directors are responsible for preparing the Annual 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 Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework' ('FRS 101'). 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 apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether FRS 101 has 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 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.

Conquest Care Homes (Norfolk) Limited

Profit and Loss Account for the Year Ended 31 December 2017

	Note	2017 £ 000	2016 £ 000
Turnover	4	1,907	1,762
Cost of sales		(1,214)	(1,199)
Gross profit		693	563
Administrative expenses		(226)	(206)
Operating profit	5	467	357
Interest payable and similar charges	6	(3)	(4)
Profit before tax		464	353
Tax on profit on ordinary activities	9	(95)	(50)
Profit for the year		369	303

The above results were derived from continuing operations.

The notes on pages 10 to 20 form an integral part of these financial statements.

Conquest Care Homes (Norfolk) Limited

Statement of Comprehensive Income for the Year Ended 31 December 2017

	Note	2017 £ 000	2016 £ 000
Profit for the year		369	303
Total comprehensive income for the year		369	303

The notes on pages 10 to 20 form an integral part of these financial statements.

Conquest Care Homes (Norfolk) Limited

(Registration number: 02894168)
Balance Sheet as at 31 December 2017

	Note	2017 £ 000	2016 £ 000
Fixed assets			
Tangible assets	10	3,957	4,044
Current assets			
Debtors	11	196	44
Cash at bank and in hand	12	7	4
		203	48
Creditors: Amounts falling due within one year	13	(221)	(526)
Net current liabilities		(18)	(478)
Total assets less current liabilities		3,939	3,566
Creditors: Amounts falling due after more than one year	14	(16)	(14)
Provisions for liabilities	9	(429)	(427)
Net assets		3,494	3,125
Capital and reserves			
Called up share capital	15	-	-
Profit and loss account		3,494	3,125
Shareholders' funds		3,494	3,125

For the financial year ending 31 December 2017 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

Approved by the Board on 30 June 2018 and signed on its behalf by:

.....

Nigel Myers

Director

The notes on pages 10 to 20 form an integral part of these financial statements.

Conquest Care Homes (Norfolk) Limited

Statement of Changes in Equity for the Year Ended 31 December 2017

	Share capital £ 000	Retained earnings £ 000	Total £ 000
At 1 January 2017	-	3,125	3,125
Profit for the year	-	369	369
Total comprehensive income	-	369	369
At 31 December 2017	-	3,494	3,494

	Share capital £ 000	Retained earnings £ 000	Total £ 000
At 1 January 2016	-	2,822	2,822
Profit for the year	-	303	303
Total comprehensive income	-	303	303
At 31 December 2016	-	3,125	3,125

The notes on pages 10 to 20 form an integral part of these financial statements.

Conquest Care Homes (Norfolk) Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2017

1 General information

The company is a private company limited by share capital incorporated and domiciled in United Kingdom.

The address of its registered office is:
Fifth Floor
80 Hammersmith Road
London
W14 8UD
United Kingdom

These financial statements were authorised for issue by the Board on 30 June 2018.

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.

Basis of preparation
These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework.

The financial statements are presented in sterling, rounded to the nearest thousand.

Summary of disclosure exemptions
FRS 101 sets out a reduced disclosure framework for a "qualifying entity" as defined in the standard which addresses the financial reporting requirements and disclosure exemptions in the individual financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of EU-adopted IFRS.

The Company is a qualifying entity for the purposes of FRS 101. Note 17 gives details of the Company's ultimate parent and from where its consolidated financial statements prepared in accordance with IFRS may be obtained.

The principle disclosure exemptions adopted by the Company in accordance with FRS 101 are as follows:
- Statement of cash flows;
- IFRS 7 financial instrument disclosures;
- IAS 1 information on management of capital;
- IAS 8 disclosures in respect of new standards and interpretations that have been issued but which are not yet effective;
- IAS 24 disclosure of key management personnel compensation;
- IAS 24 disclosures in respect of related party transactions entered into between fellow group companies (the company had no other related party transactions); and
- Roll-forward reconciliations in respect of share capital (IAS 1) and property, plant and equipment (IAS 16).

2 Accounting policies (continued)

Going concern
The financial statements have been prepared on a going concern basis. The intermediate parent company, Priory Group UK 1 Limited (formerly Partnerships in Care UK 1 Limited), has confirmed that it will continue to provide financial support to the company for the foreseeable future and for at least 12 months from the date of approval of these financial statements. Accordingly the financial statements have been prepared on the going concern basis.

Exemption from preparing group accounts
The financial statements contain information about Conquest Care Homes (Norfolk) Limited as an individual company and do not contain consolidated financial information as the parent of a group.
The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, Priory Group UK 1 Limited (formerly Partnerships in Care UK 1 Limited), a company incorporated in United Kingdom.

Changes in accounting policy
None of the standards, interpretations and amendments effective for the first time from 1 January 2017 have had a material effect on the financial statements.

Revenue recognition
Revenue comprises the fair value of the consideration received or receivable for the sale of goods and provision of services in the ordinary course of the company's activities. Revenue is shown net of sales/value added tax, returns, rebates and discounts and after eliminating sales within the company.

The company recognises revenue when:
The amount of revenue can be reliably measured;
it is probable that future economic benefits will flow to the entity;
and specific criteria have been met for each of the company activities.

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

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

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements and on unused tax losses or tax credits in the company. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current or future taxable profit.

Payment is generally made for group relief at the current tax rate at the time of first estimating the tax provision. To the extent that amendments are subsequently made to the group relief plan, there is generally no payment or receipt in respect of the change.

2 Accounting policies (continued)

Tangible assets
Property, plant and equipment is stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of property, plant and equipment includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation
Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Asset class	Depreciation method and rate
Freehold buildings	over 50 years
Short leasehold land and buildings	over the lease term
Fixture and fittings	over 3 to 16 years
Motor vehicles	over shorter of the lease term and 4 years

Stock
Inventories are stated at the lower of cost and net realisable value. Cost is determined using the first-in, first-out (FIFO) method.

The cost of finished goods and work in progress comprises direct materials and, where applicable, direct labour costs and those overheads that have been incurred in bringing the inventories to their present location and condition. At each reporting date, inventories are assessed for impairment. If inventory is impaired, the carrying amount is reduced to its selling price less costs to complete and sell; the impairment loss is recognised immediately in profit or loss.

Trade creditors
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 (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Borrowings
All borrowings are initially recorded at the amount of proceeds received, net of transaction costs. Borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the income statement over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in finance costs.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

2 Accounting policies (continued)

Leases
Leases in which substantially all the risks and rewards of ownership are retained by the lessor are classified as operating leases. Payments made under operating leases are charged to profit or loss on a straight-line basis over the period of the lease.

Leases are classified as finance leases whenever the terms of the lease transfer substantially all the risks and rewards of ownership to the lessee.

Assets held under finance leases are recognised as non-current assets of the company at the lower of their fair value at the date of commencement of the lease and at the present value of the minimum lease payments. These assets are depreciated on a straight-line basis over the shorter of the useful life of the asset and the lease term. The corresponding liability to the lessor is included in the statement of financial position as a finance lease obligation.

Lease payments are apportioned between finance costs in the income statement and reduction of the lease obligation so as to achieve a constant rate of interest on the remaining balance of the liability

Impairment of non-financial assets
Property, plant and equipment is tested for impairment by management when a trigger event that might affect asset values has occurred. An impairment loss is recognised in the profit and loss account to the extent that the carrying amount cannot be recovered either by selling the asset or by the discounted future earnings from an income-generating unit, which is an individual business operational unit.

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.

Defined contribution pension obligation
A defined contribution plan is a pension plan under which fixed contributions are paid into a separate entity and has no legal or constructive obligations to pay further contributions if the fund does not hold sufficient assets to pay all employees the benefits relating to employee service in the current and prior periods.

For defined contribution plans contributions are paid publicly or privately administered pension insurance plans on a mandatory or contractual basis. The contributions are recognised as employee benefit expense when they are due. If contribution payments exceed the contribution due for service, the excess is recognised as an asset.

3 Critical accounting judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period then ended. Management bases its estimates on historical experience and various other assumptions that are considered to be reasonable in the particular circumstances. Actual results may differ from these estimates.

Estimates are used in accounting for allowances for uncollected receivables, depreciation, taxes and contingencies. Estimates and assumptions are reviewed periodically and the effects of the revision are reflected in the financial statements in the period that an adjustment is determined to be required.

Significant accounting judgements have been applied with respect to the valuation of deferred tax assets. Deferred tax assets and liabilities require management judgement in determining the amounts to be recognised. In particular, judgement is used when assessing the extent to which deferred tax assets should be recognised with consideration given to the timing and level of future taxable income.

4 Turnover

The analysis of the company's turnover for the year from continuing operations is as follows:

	2017 £ 000	2016 £ 000
Rendering of services	1,907	1,762

All turnover and profit on ordinary activities before taxation arose within the United Kingdom and from one class of business.

5 Operating profit

Arrived at after charging/(crediting)

	2017 £ 000	2016 £ 000
Depreciation expense	134	138
Loss on disposal of property, plant and equipment	2	-

6 Interest payable and similar charges

	2017 £ 000	2016 £ 000
Interest on obligations under finance leases and hire purchase contracts	3	4

7 Staff costs

The aggregate payroll costs (including directors' remuneration) were as follows:

	2017 £ 000	2016 £ 000
Wages and salaries	835	796
Social security costs	62	55
Pension costs, defined contribution scheme	5	5
	902	856

The average number of persons employed by the company (including directors) during the year, analysed by category was as follows:

	2017 No.	2016 No.
Administration and support	4	5
Other departments	49	54
	53	59

8 Directors' remuneration

The costs relating to the directors' services have been borne by Priory Central Services Limited, a fellow group company. No amounts (2016: £nil) have been recharged to the company in respect of the directors' services and the directors do not believe that it is practical to allocate these costs between group companies.

9 Income tax

Tax charged/(credited) in the profit and loss account

	2017 £ 000	2016 £ 000
Current taxation		
UK corporation tax	93	77
Deferred taxation		
Arising from origination and reversal of temporary differences	2	(27)
Tax expense in the profit and loss account	95	50

The tax on profit before tax for the year is higher than the standard rate of corporation tax in the UK (2016 - lower than the standard rate of corporation tax in the UK) of 19.25% (2016 - 20%).

The differences are reconciled below:

	2017 £ 000	2016 £ 000
Profit before tax	464	353
Corporation tax at standard rate	89	71
Increase (decrease) from effect of expenses not deductible in determining taxable profit (tax loss)	12	14
Increase (decrease) from transfer pricing adjustments	5	(8)
Deferred tax expense (credit) relating to changes in tax rates or laws	(1)	(27)
Other tax effects for reconciliation between accounting profit and tax expense (income)	(10)	-
Total tax charge	95	50

The standard rate of corporation tax in the UK changed from 20% to 19% with effect from 1 April 2017. Accordingly, the company's profits for this accounting year are taxed at an effective rate of 19.25% (2016: 20%).

The main rate of corporation tax was reduced from 20% to 19% with effect from 1 April 2017 and from 19% to 17% with effect from 1 April 2020. These rate reductions were substantively enacted before the year end and as the directors consider the deferred tax balances are expected to largely reverse after 1 April 2020, the tax rate used for deferred tax at the year end is 17%.

9 Income tax (continued)

Deferred tax

Deferred tax assets and liabilities

2017	**Asset £ 000**
Accelerated tax depreciation	429

2016	**Asset £ 000**
Accelerated tax depreciation	427

Deferred tax movement during the year:

	At 1 January 2017 £ 000	**Recognised in income £ 000**	**At 31 December 2017 £ 000**
Accelerated tax depreciation	427	2	429

Deferred tax movement during the prior year:

	At 1 January 2016 £ 000	**Recognised in income £ 000**	**At 31 December 2016 £ 000**
Accelerated tax depreciation	454	(27)	427

Deferred tax assets relating to deductible temporary differences are recognised if it is probable that they can be offset against future taxable profits or existing temporary differences. On the basis of the approved business plans, it is considered probable that the temporary differences can be offset against future taxable profits.

10 Tangible assets

	Land and buildings £ 000	Furniture, fittings and equipment £ 000	Motor vehicles £ 000	Properties under construction £ 000	Total £ 000
Cost or valuation					
At 1 January 2017	3,848	1,044	91	1	4,984
Additions	-	34	13	-	47
Disposals	-	(23)	(15)	-	(38)
Transfers	-	1	-	(1)	-
At 31 December 2017	3,848	1,056	89	-	4,993
Depreciation					
At 1 January 2017	320	556	64	-	940
Charge for the year	42	80	12	-	134
Eliminated on disposal	-	(23)	(15)	-	(38)
At 31 December 2017	362	613	61	-	1,036
Carrying amount					
At 31 December 2017	3,486	443	28	-	3,957
At 31 December 2016	3,528	488	27	1	4,044

Assets held under finance leases and hire purchase contracts

The net carrying amount of property, plant and equipment includes the following amounts in respect of assets held under finance leases and hire purchase contracts:

	2017 £ 000	2016 £ 000
Motor vehicles	28	25

11 Trade and other debtors

	2017 £ 000	2016 £ 000
Trade debtors	35	44
Debtors from related parties	157	-
Accrued income	4	-
Total current trade and other debtors	196	44

Debtors from related parties are unsecured, non-interest bearing and repayable on demand.

12 Cash and cash equivalents

	2017 £ 000	2016 £ 000
Cash at bank	7	4

13 Creditors: amounts falling due within one year

	2017 £ 000	2016 £ 000
Accrued expenses	61	88
Deferred income	29	55
Amounts due to group undertakings	-	246
Income tax liability	93	77
Social security and other taxes	12	12
Outstanding defined contribution pension costs	1	2
Other creditors	17	38
Loans and borrowings	8	8
	221	526

Amounts due to group undertakings are unsecured, non-interest bearing and repayable on demand.

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2017 (continued)

14 Loans and borrowings

	2017 £ 000	2016 £ 000
Non-current loans and borrowings		
Finance lease liabilities	16	14

	2017 £ 000	2016 £ 000
Current loans and borrowings		
Finance lease liabilities	8	8

15 Share capital

Allotted, called up and fully paid shares

	2017		2016	
	No. 000	£ 000	No. 000	£ 000
Ordinary shares of £1 each	-	-	-	-

16 Commitments

Capital commitments

The total amount contracted for but not provided in the financial statements was £Nil (2016 - £6,000).

17 Parent and ultimate parent undertaking

The company's immediate parent is Craegmoor Holdings Limited.

The ultimate parent is Acadia Healthcare Company Inc..

The parent of the largest group in which these financial statements are consolidated is Acadia Healthcare Company Inc., incorporated in the United States of America. The address of Acadia Healthcare Company Inc. is 830 Crescent Centre Drive, Suite 610, Franklin, TN 37067, United States of America.

The parent of the smallest group in which these financial statements are consolidated is Priory Group UK 1 Limited (formerly Partnerships in Care UK 1 Limited) incorporated in the United Kingdom. The address of Priory Group UK 1 Limited (formerly Partnerships in Care UK 1 Limited) is Fifth Floor, 80 Hammersmith Road, London, W14 8UD, United Kingdom.