

Rothcare Estates Limited
Annual report and financial statements
for the year ended 31 December 2015

Registered number: 03941902

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Rothcare Estates Limited

Annual report and financial statements

for the year ended 31 December 2015

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Rothcare Estates Limited

Strategic report for the year ended 31 December 2015

The directors present their strategic report on Rothcare Estates Limited for the year ended 31 December 2015.

Principal activities and review of business

The principal activity of the company is holding property occupied by other companies in the group.

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 7.

Future developments

The future developments of the company are aligned to the strategy of the Priory Group, headed by Priory Group No. 1 Limited. The group's strategy for the future development of the business is included in the group's annual report, which does not form part of this report.

Key performance indicators

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 No. 1 Limited, which include the company, are discussed in the group's annual report which does not form part of this report.

Financial risk management

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 No. 1 Limited, which include those of the company, are discussed in the group's annual report which 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 principal risks and uncertainties of Priory Group No. 1 Limited, which include those of the company, are discussed in the group's annual report which does not form part of this report.

By order of the board



Tom Riall

Director

3 August 2016

Rothcare Estates Limited

Directors' report for the year ended 31 December 2015

The directors present their report and the audited financial statements of the company for the year ended 31 December 2015.

Going concern

The intermediate parent company, Priory Group No. 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.

Dividends

The directors do not recommend the payment of a dividend (2014: £nil).

Directors

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

J Lock	(resigned 1 April 2015)
T Riall	
M Moran	(appointed 1 April 2015, resigned 1 March 2016)

In accordance with the articles of association, no directors retire by rotation.

Future developments

The future developments of the company are discussed in the strategic report.

Independent auditors

The independent auditors PricewaterhouseCoopers LLP have indicated their willingness to continue in office.

Provision of information to auditors

Each of the persons who are directors at the time when this directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information.

Rothcare Estates Limited

Directors' report for the year ended 31 December 2015 (continued)

Statement of directors' responsibilities

The directors are responsible for preparing the strategic report, the directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 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 then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- State whether applicable United Kingdom Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements; and
- Notify its shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of the financial statements.

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.

By order of the board



Tom Riall
Director
3 August 2016

80 Hammersmith Road
London
England
W14 8UD

Rothcare Estates Limited

Independent auditors' report to the members of Rothcare Estates Limited

Report on the financial statements

Our opinion

In our opinion, Rothcare Estates Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 31 December 2015 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

What we have audited

Rothcare Estates Limited's financial statements comprise:

- the balance sheet as at 31 December 2015;
- the profit and loss account for the year then ended;
- the statement of changes in equity for the year then ended;
- the statement of accounting policies; and
- the notes to the financial statements, which include other explanatory information.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 "Reduced Disclosure Framework".

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the strategic report and the directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns.

We have no exceptions to report arising from this responsibility.

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Rothcare Estates Limited

Independent auditors' report to the members of Rothcare Estates Limited (continued)

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the statement of directors' responsibilities set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view.

Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

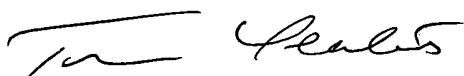
We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the directors; and
- the overall presentation of the financial statements.

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

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

In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



Tom Yeates (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Newcastle upon Tyne
3 August 2016

Rothcare Estates Limited

Profit and loss account for the year ended 31 December 2015

	Note	2015 £'000	2014 £'000
Turnover	1	363	944
Administrative expenses	2	(526)	(503)
Operating (loss)/profit		(163)	441
Interest payable and similar charges	5	(1)	(106)
(Loss)/profit on ordinary activities before taxation	2	(164)	335
Tax on (loss)/profit on ordinary activities	6	143	(13)
(Loss)/profit for the financial year		(21)	322

The results for the current and prior financial year derive from continuing activities.

There is no other comprehensive income/(expense) for the current or prior financial year.

Rothcare Estates Limited

Balance sheet as at 31 December 2015

	Note	2015 £'000	2014 £'000
Fixed assets			
Property, plant and equipment	7	6,621	6,656
Current assets			
Debtors	8	72	1,916
Cash at bank and in hand		-	1
		72	1,917
Creditors: amounts falling due within one year	9	(2,231)	(4,047)
Net current liabilities		(2,159)	(2,130)
Total assets less current liabilities		4,462	4,526
Creditors: amounts falling due in more than one year	10	(28)	-
Provisions for liabilities	11	(579)	(650)
Net assets		3,855	3,876
Capital and reserves			
Called up share capital	12	25	25
Profit and loss account		3,830	3,851
Total shareholders' funds		3,855	3,876

The financial statements on pages 6 to 19 were approved by the board of directors on 3 August 2016 and were signed on its behalf by:



Tom Riall
Director

Registered number: 03941902

Rothcare Estates Limited

Statement of changes in equity for the year ended 31 December 2015

	Called up share capital	Profit and loss account	Total shareholders' funds
	£'000	£'000	£'000
At 1 January 2014	25	3,529	3,554
Profit for the financial year	-	322	322
At 1 January 2015	25	3,851	3,876
Loss for the financial year	-	(21)	(21)
At 31 December 2015	25	3,830	3,855

Rothcare Estates Limited

Statement of accounting policies

The following accounting policies have been applied consistently in the company's financial statements.

Basis of preparation

The company is a private limited company, incorporated and domiciled in the United Kingdom.

The financial statements are presented in sterling, rounded to the nearest thousand. They are prepared on a going concern basis and under the historical cost convention. The principal accounting policies applied in the preparation of these financial statements are set out below, and, unless otherwise stated, these policies have been consistently applied to all the periods presented.

The intermediate parent company, Priory Group No. 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.

These financial statements have been prepared in accordance with United Kingdom Accounting Standards, in particular, Financial Reporting Standard 101 "Reduced Disclosure Framework (FRS 101)" and, the Companies Act 2006 (the Act) as applicable to companies using FRS 101. 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 15 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 has no other related party transactions); and
- Roll-forward reconciliations in respect of share capital (IAS 1) and property, plant and equipment (IAS 16).

The preparation of financial statements in conformity with FRS 101 requires the use of estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting period. Although these estimates are based on management's best knowledge of the amount, event or actions, actual results ultimately may differ from those estimates.

Rothcare Estates Limited

Statement of accounting policies (continued)

Property, plant and equipment

Property, plant and equipment is stated at cost less accumulated depreciation and impairment losses. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use.

Depreciation is provided to write off the cost less the estimated residual value of property, plant and equipment by equal instalments over their estimated useful economic lives as follows:

Freehold building	- 2% per annum
Motor vehicles	- over shorter of the lease term and 4 years

The expected residual values and useful lives of the assets to the business are reassessed, and adjusted if appropriate at each balance sheet date. Land is not depreciated on the basis that land has an unlimited life. Where the cost of land and buildings cannot be split, the directors have estimated that the value attributable to land is 22% of the cost of the land and buildings, based on experience.

Asset impairment

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.

Cash

Cash comprises all bank balances and is stated in the balance sheet at fair value. The company does not hold any cash equivalents.

Retirement benefit costs

The company participates in a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The amount charged to the profit and loss account represents the contributions payable to the scheme in respect of the accounting period.

Turnover and revenue recognition

Turnover represents consideration received for the provision of services to customers. Turnover is recognised to the extent that it is probable that the economic benefits will flow to the company and the turnover can be reliably measured. Turnover is measured at the fair value of the consideration received, excluding discounts, rebates and sales taxes. Turnover is recognised as the services are provided. Turnover received in advance is included in deferred income until the service is provided. Turnover in respect of services provided but not yet invoiced by the period end is included within accrued income.

Leases

Leases in which the company assumes substantially all the risks and rewards of ownership of the leased asset are classified as finance leases. Where land and buildings are held under leases the accounting treatment of the land is considered separately from that of the buildings. Leased assets acquired by way of finance lease are stated at an amount equal to the lower of their fair value and the present value of the minimum lease payments at the inception of the lease, less accumulated depreciation and impairment losses. Leased assets classified as property, plant and equipment are depreciated over the shorter of their useful economic life or the period of the lease.

Rothcare Estates Limited

Statement of accounting policies (continued)

Leases (continued)

Lease payments made in respect of finance leases are apportioned between the finance charge and the reduction of the outstanding liability. The finance charge is allocated to each period during the lease term so as to produce a constant periodic rate of interest on the remaining balance of the liability.

Lease payments made in respect of operating leases are recognised on a straight line basis over the term of the lease.

Taxation

The tax expense represents the sum of the tax currently payable and deferred tax.

The tax currently payable is based on the taxable profit for the year. Taxable profit can differ from net profit as reported in the profit and loss account because it excludes items of income or expense that are taxable or deductible in other years, or that are never taxable or deductible. The company's liability for current tax is calculated using rates that have been effective during the accounting period.

Deferred tax is the tax expected to be payable or recoverable on differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit, and is accounted for using the balance sheet liability method. Deferred tax liabilities are recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that taxable profits will be available against which deductible temporary differences can be utilised.

The carrying amount of deferred tax assets is reviewed at each balance sheet date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax is calculated at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised. Deferred tax is charged or credited in the profit and loss account, except when it relates to items charged or credited directly to equity, in which case deferred tax is also dealt with in equity.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to offset current tax liabilities and when they relate to income taxes levied by the same taxation authority, and the company intends to settle its current tax assets and liabilities on a net basis.

Deferred tax balances are not discounted.

Group relief

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.

Rothcare Estates Limited

Notes to the financial statements for the year ended 31 December 2015

1 Turnover

The company's turnover, profit on ordinary activities before taxation and net assets arise primarily from its principal activity of the provision of accommodation and education for young individuals requiring special care and attention.

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

2 (Loss)/profit on ordinary activities before taxation

(Loss)/profit on ordinary activities before taxation is stated after charging:

	2015	2014
	£'000	£'000
Depreciation and other amounts written off property, plant and equipment:		
Owned	79	75
Leased	2	-
Rentals under operating leases:		
Other operating leases	41	65

The remuneration of the auditors of £8,000 (2014: £8,000) was borne by another group undertaking.

3 Remuneration of directors

The costs relating to the directors' services since 1 December 2014 have been borne by Priory Central Services Limited, a fellow group company. No amounts (2014: £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.

Prior to this the directors were remunerated by Castle Care Homes Limited.

Rothcare Estates Limited

Notes to the financial statements for the year ended 31 December 2015 (continued)

4 Staff numbers and costs

The average monthly number of persons employed by the company during the year, analysed by category, was as follows:

	2015 Number	2014 Number
Other	10	13

The aggregate payroll costs of these persons were as follows:

	2015 £'000	2014 £'000
Wages and salaries	235	265
Social security costs	15	23
Other pension costs	2	3
	252	291

5 Interest payable and similar charges

	2015 £'000	2014 £'000
Interest payable to other group undertakings	-	106
Finance charges payable in respect of finance leases	1	-
	1	106

Rothcare Estates Limited

Notes to the financial statements for the year ended 31 December 2015 (continued)

6 Tax on (loss)/profit on ordinary activities

	2015 £'000	2014 £'000
UK corporation tax:		
Current tax arising in the year	(66)	57
Adjustments in respect of prior years	(6)	(45)
Total current tax	(72)	12
Deferred tax		
Origination and reversal of timing differences	(6)	1
Effect of tax rate change on opening balance	(65)	-
Total deferred tax	(71)	1
Total tax (credit)/charge for the year	(143)	13

The standard rate of tax for the year, based on the UK standard rate of corporation tax is 20.25% (2014: 21.5%). The actual tax credit for the year is higher than (2014: charge is lower than) the standard rate for the reasons set out in the following reconciliation:

	2015 £'000	2014 £'000
(Loss)/profit on ordinary activities before taxation	(164)	335
Tax on (loss)/profit on ordinary activities at standard rate	(33)	72
Factors affecting charge for the year:		
Depreciation in excess of capital allowances	-	(1)
Expenses not deductible for tax purposes	15	-
Transfer pricing adjustments	(42)	-
Adjustments in respect of prior years	(6)	(45)
Impact of rate changes	(66)	-
Movement in tax base of fixed assets	(11)	(13)
Total tax (credit)/charge for the year	(143)	13

The standard rate of corporation tax in the UK changed from 21% to 20% with effect from 1 April 2015. Accordingly, the company's results for this accounting year are taxed at an effective rate of 20.25% (2014: 21.5%).

Rothcare Estates Limited

Notes to the financial statements for the year ended 31 December 2015 (continued)

6 Tax on profit on ordinary activities (continued)

A change to the UK corporation tax rate was announced in the Chancellor's Budget on 16 March 2016. The change was to reduce the main rate to 17% from 1 April 2020. Changes to reduce the UK corporation tax rate to 19% from 1 April 2017 and to 18% from 1 April 2020 were substantively enacted on 26 October 2015. As the change to 17% had not been substantively enacted at the balance sheet date its effects are not included in these financial statements and the company's deferred tax balances have been restated to reflect their expected unwind at 18% rather than the main rate of 20%.

7 Property, plant and equipment

	Freehold land and buildings	Motor vehicles	Total
	£'000	£'000	£'000
Cost			
At 1 January 2015	7,642	-	7,642
Additions	8	38	46
At 31 December 2015	7,650	38	7,688
Accumulated depreciation			
At 1 January 2015	986	-	986
Charge for the year	78	3	81
At 31 December 2015	1,064	3	1,067
Net book amount			
At 31 December 2015	6,586	35	6,621
At 31 December 2014	6,656	-	6,656

The value of freehold land on which depreciation is not provided amounts to £935,000 (2014: £935,000). The net book value of assets held under finance lease is £22,000 (£nil).

Rothcare Estates Limited

Notes to the financial statements for the year ended 31 December 2015 (continued)

8 Debtors

	2015	2014
	£'000	£'000
Amounts owed by group undertakings	-	1,916
Group relief receivable	72	-
	72	1,916

Amounts owed by group undertakings are unsecured, repayable on demand and non-interest bearing (2014: interest of 4% charged).

9 Creditors: amounts falling due within one year

	2015	2014
	£'000	£'000
Amounts owed to group undertakings	2,215	3,978
Obligations under finance lease contracts (note 10)	11	-
Other taxation and social security	5	-
Group relief payable	-	66
Accruals and deferred income	-	3
	2,231	4,047

Amounts owed to group undertakings are unsecured, repayable on demand and non-interest bearing (2014: interest of 4% charged).

Rothcare Estates Limited

Notes to the financial statements for the year ended 31 December 2015 (continued)

10 Creditors: amounts falling due after more than one year

	2015	2014
	£'000	£'000
Obligations under finance leases	28	-

Obligations under finance leases are payable as follows:

	2015	2014
	£'000	£'000
Within one year	11	-
In more than one year, but not more than five years	28	-
	39	-

11 Provisions for liabilities

	Deferred tax
	£'000
At 1 January 2015	650
Profit and loss account credit	(71)
At 31 December 2015	579

An analysis of deferred tax is as follows:

	2015	2014
	£'000	£'000
Accelerated capital allowances	18	14
Property, plant and equipment	561	636
	579	650

Rothcare Estates Limited

Notes to the financial statements for the year ended 31 December 2015 (continued)

12 Called up share capital

	2015	2014
	£'000	£'000
Allotted, called-up and fully paid		
25,000 (2014: 25,000) ordinary shares of £1 each	25	25

13 Pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the fund and amounted to £2,000 (2014: £3,000).

As at 31 December 2015, there were outstanding contributions of £nil (2014: £nil).

14 Commitments

At the balance sheet date, the company had outstanding commitments for future minimum lease payments under non-cancellable operating leases, which fall due as follows:

	2015	2014
	Other	Other
	£'000	£'000
Within one year	17	41
In the second to fifth years inclusive	3	20
	20	61

Rothcare Estates Limited

Notes to the financial statements for the year ended 31 December 2015 (continued)

15 Ultimate parent company and controlling party

The company's immediate parent company, which is incorporated in the United Kingdom, is Castlecare Holdings Limited.

The ultimate parent undertaking and controlling party at 31 December 2015 was Priory Group No. 1 Limited, a company incorporated in England. Priory Group No. 1 Limited was beneficially owned by funds managed by Advent International Corporation which was considered by the directors to be the ultimate controlling party of the company.

On 16 February 2016 the entire share capital of Priory Group No. 1 Limited was acquired by Whitewell UK Investments 1 Limited, an indirect wholly owned subsidiary of Acadia Healthcare Company Inc. From this date the ultimate parent undertaking and controlling party is Acadia Healthcare Company Inc.

Priory Group No. 1 Limited is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 31 December 2015. Priory Group No. 3 PLC is the parent undertaking of the smallest group of undertakings to consolidate these financial statements at 31 December 2015. The consolidated financial statements of Priory Group No. 1 Limited and Priory Group No. 3 PLC can be obtained from the Company Secretary at 80 Hammersmith Road, London, W14 8UD.