

Partnerships in Care Management Limited

Annual Report and Unaudited Financial Statements

for the Year Ended 31 December 2020

Registration number: 05401308

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Partnerships in Care Management Limited

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Partnerships in Care Management Limited

Company Information

Directors	David Hall Jim Lee
Company secretary	David Hall
Registered office	Fifth Floor 80 Hammersmith Road London W14 8UD

Partnerships in Care Management Limited

Strategic Report for the Year Ended 31 December 2020

The Directors present their strategic report for the year ended 31 December 2020.

Principal activity

The principal activity of the company is a holding company.

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 7.

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, 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

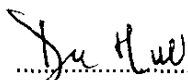
From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of the group and are not managed separately. Accordingly, the principle risks and uncertainties of Priory Group UK 1 Limited, which include those of the company, are discussed in the group's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

Statement on Section 172(1)

The following Section 172 statement, which is required by the Companies Act 2006, describes how the directors have had regard to the matters set out in Section 172(1a to 1f) including key decisions and matters that are of strategic importance to the company. The Directors, in line with their duties under Section 172 of the Companies Act 2006, act in a way they consider, in good faith would be most likely to promote the success of the company for the benefit of its members as a whole, and in doing so have regard to a range of matters when making decisions for the long term.

From the perspective of the company, decisions and policies relating to Section 172(1) are determined at group level and applied to the company, where relevant, by the Directors. Accordingly, further details in relation to how the directors have engaged with suppliers, customers, employees and other stakeholders are included in the financial statements of Priory Group UK 1 Limited, an intermediate parent of the company, which includes the company and does not form part of this report.

Approved by the Board on 8 September 2021 and signed on its behalf by:



.....
David Hall
Company secretary and director

Partnerships in Care Management Limited

Directors' Report for the Year Ended 31 December 2020

The Directors present their report and the financial statements for the year ended 31 December 2020.

This report should be read in conjunction with the strategic report on page 2. The company has chosen in accordance with Section 414C(ii) of the Companies Act 2006 to set out in the strategic report the following which the directors believe to be of strategic importance:

- Business review;
- Principal risks and uncertainties; and
- Statements in relation to how directors have engaged with employees, suppliers, customers and others in a business relationship with the company.

Directors of the Company

The directors who held office during the year were as follows:

Trevor Torrington (resigned 12 July 2021)

Ryan Jervis (resigned 12 July 2021)

The following directors were appointed after the year end:

David Hall - Company secretary and director (appointed 12 July 2021)

Jim Lee (appointed 12 July 2021)

The directors do not recommend the payment of a final dividend (2019: £nil). No dividends were paid during the year (2019: £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, which include those of the company, are discussed in the group's financial statements which do not form part of this report.

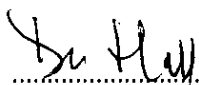
Future developments

The future developments of the company are aligned to the strategy of the UK group, headed by Priory Group 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.

Going concern

The intermediate parent company, Priory Group 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 8 September 2021 and signed on its behalf by:



David Hall
Company secretary and director

Partnerships in Care Management Limited

Statement of Directors' Responsibilities

The Directors acknowledge their responsibilities 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 Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

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

Partnerships in Care Management Limited

Profit and Loss Account for the Year Ended 31 December 2020

	Note	2020 £ 000	2019 £ 000
Turnover	3	<u>4,614</u>	<u>4,676</u>
Operating profit		4,614	4,676
Interest payable and similar charges	4	<u>(1,790)</u>	<u>(1,785)</u>
Profit before tax		2,824	2,891
Taxation	6	<u>2,813</u>	<u>2,976</u>
Profit for the financial year		<u>5,637</u>	<u>5,867</u>

The above results were derived from continuing operations.

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

Partnerships in Care Management Limited

Statement of Comprehensive Income for the Year Ended 31 December 2020

	Note	2020 £ 000	2019 £ 000
Profit for the year		<u>5,637</u>	<u>5,867</u>
Total comprehensive income for the year		<u>5,637</u>	<u>5,867</u>

Partnerships in Care Management Limited

(Registration number: 05401308)

Balance Sheet as at 31 December 2020

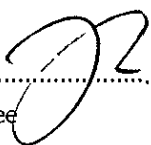
	Note	2020 £ 000	2019 £ 000
Fixed assets			
Investments	7	56,000	56,000
Current assets			
Debtors	8	2,828	3,160
Creditors: Amounts falling due within one year	9	<u>(34,086)</u>	<u>(40,055)</u>
Net current liabilities		<u>(31,258)</u>	<u>(36,895)</u>
Total assets less current liabilities		24,742	19,105
Creditors: Amounts falling due after more than one year	9	<u>(245,230)</u>	<u>(245,230)</u>
Net liabilities		<u>(220,488)</u>	<u>(226,125)</u>
Capital and reserves			
Called up share capital	10	10	10
Profit and loss account		<u>(220,498)</u>	<u>(226,135)</u>
Total equity		<u>(220,488)</u>	<u>(226,125)</u>

For the financial year ending 31 December 2020 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 and authorised by the Board on 8 September 2021 and signed on its behalf by:



 Jim Lee
 Director

Partnerships in Care Management Limited

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

	Share capital £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2020	10	(226,135)	(226,125)
Profit for the year	-	5,637	5,637
Total comprehensive income	-	5,637	5,637
At 31 December 2020	10	(220,498)	(220,488)

	Share capital £ 000	Profit and loss account £ 000	Total £ 000
At 1 January 2019	10	(232,002)	(231,992)
Profit for the year	-	5,867	5,867
Total comprehensive income	-	5,867	5,867
At 31 December 2019	10	(226,135)	(226,125)

The notes on pages 9 to 16 form an integral part of these financial statements.

Partnerships in Care Management Limited

Notes to the Financial Statements for the Year Ended 31 December 2020

1 General information

The company is a private company limited by share capital incorporated 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 8 September 2021.

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'.

Basis of preparation

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.

Summary of disclosure exemptions

The principle disclosure exemptions adopted by the company in accordance with FRS 102 are as follows:

- Statement of cash flows;
- Certain financial instrument disclosures;
- Disclosure of key management personnel compensation;
- 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.

Group accounts not prepared

The company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare group financial statements on the grounds that it is included in the consolidated financial statements of a parent undertaking. These financial statements present information about the company as an individual undertaking and not about its group.

Partnerships in Care Management Limited

Notes to the Financial Statements for the Year Ended 31 December 2020 (continued)

2 Accounting policies (continued)

Going concern

The intermediate parent company, Priory Group 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.

Judgements

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.

Revenue recognition

Turnover 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. Turnover 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's 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.

Investments

Investments in equity shares which are publicly traded or where the fair value can be measured reliably are initially measured at fair value, with changes in fair value recognised in profit or loss. Investments in equity shares which are not publicly traded and where fair value cannot be measured reliably are measured at cost less impairment.

Interest income on debt securities, where applicable, is recognised in income using the effective interest method. Dividends on equity securities are recognised in income when receivable.

Partnerships in Care Management Limited

Notes to the Financial Statements for the Year Ended 31 December 2020 (continued)

2 Accounting policies (continued)

Debtors

Debtors are amounts due from customers for merchandise sold or services performed in the ordinary course of business.

Debtors are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of debtors is established when there is objective evidence that the Company will not be able to collect all amounts due according to the original terms of the receivables.

Creditors

Trade creditors 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 the Company does not have an unconditional right, at the end of the reporting period, to defer settlement of the creditor for at least twelve months after the reporting date. If there is an unconditional right to defer settlement for at least twelve months after the reporting date, they are presented as non-current liabilities.

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

Borrowings

Interest-bearing borrowings are initially recorded at fair value, net of transaction costs. Interest-bearing 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 Profit and Loss Account over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in interest payable and similar charges.

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

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.

Partnerships in Care Management Limited

Notes to the Financial Statements for the Year Ended 31 December 2020 (continued)

3 Revenue

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

	2020 £ 000	2019 £ 000
Rendering of services	<u>4,614</u>	<u>4,676</u>

4 Interest payable and similar charges

	2020 £ 000	2019 £ 000
Interest payable on loans from group undertakings	<u>1,790</u>	<u>1,785</u>

5 Directors' remuneration

The costs relating to the directors' services have been borne by Priory Central Services Limited, a fellow group company. No amounts 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.

6 Taxation

Tax charged/(credited) in the income statement

	2020 £ 000	2019 £ 000
Current taxation		
UK corporation tax	(2,811)	(3,056)
Deferred taxation		
Arising from origination and reversal of timing differences	<u>(2)</u>	<u>80</u>
Tax receipt in the income statement	<u>(2,813)</u>	<u>(2,976)</u>

The tax on profit before tax for the year is lower 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:

Partnerships in Care Management Limited

Notes to the Financial Statements for the Year Ended 31 December 2020 (continued)

6 Taxation (continued)

	2020 £ 000	2019 £ 000
Profit before tax	<u>2,824</u>	<u>2,891</u>
Corporation tax at standard rate	537	549
Deferred tax expense (credit) relating to changes in tax rates or laws	(2)	-
Deferred tax expense (credit) from unrecognised temporary difference from a prior period	-	80
Increase (decrease) in UK and foreign current tax from adjustment for prior periods	-	(89)
Tax increase (decrease) from transfer pricing adjustments	<u>(3,348)</u>	<u>(3,516)</u>
Total tax credit	<u>(2,813)</u>	<u>(2,976)</u>

The company's profits for this accounting year are taxed at an effective rate of 19% (2019: 19%).

Deferred tax

Deferred tax assets and liabilities

2020	Asset £ 000
Fixed asset timing differences	<u>17</u>
2019	Asset £ 000
Fixed asset timing differences	<u>15</u>

Partnerships in Care Management Limited

Notes to the Financial Statements for the Year Ended 31 December 2020 (continued)

7 Investments in subsidiaries, joint ventures and associates

Subsidiaries	£ 000
Cost or valuation	
At 1 January 2020	<u>56,000</u>
At 31 December 2020	<u>56,000</u>
Carrying amount	
At 31 December 2020	<u>56,000</u>
At 31 December 2019	<u>56,000</u>

Details of undertakings

Details of the investments which the company holds are as follows:

Undertaking	Country of incorporation	Holding	Proportion of voting rights and shares held	
			2020	2019
Subsidiary undertakings				
Partnerships in Care Limited	United Kingdom	Ordinary shares	100%	100%
Partnerships in Care Scotland Limited	United Kingdom	Ordinary shares	100%	100%
Partnerships in Care (Oaktree) Limited	United Kingdom	Ordinary shares	100%	100%

The principal activity of Partnerships in Care Limited is mental healthcare services.

The principal activity of Partnerships in Care Scotland Limited is mental healthcare services.

The principal activity of Partnerships in Care (Oaktree) Limited is mental healthcare services.

Partnerships in Care Management Limited

Notes to the Financial Statements for the Year Ended 31 December 2020 (continued)

8 Debtors

	2020 £ 000	2019 £ 000
Deferred tax assets	17	15
Income tax asset	2,811	3,145
Total current trade and other debtors	2,828	3,160

9 Creditors

	Note	2020 £ 000	2019 £ 000
Due within one year			
Amounts due to related parties		34,086	40,055
Due after one year			
Loans and borrowings	11	245,230	245,230

Amounts due to related parties includes £24,119,000 (2019: £24,119,000) payable to Partnerships in Care Investments 1 Limited. This balance incurs interest at 7.4% and is repayable on 1 July 2022. The remaining balance due to related parties is unsecured, non interest bearing and repayable on demand.

10 Share capital

Allotted, called up and fully paid shares

	No. 000	2020 £ 000	No. 000	2019 £ 000
Ordinary shares of £1 each	10	10	10	10

11 Loans and borrowings

	2020 £ 000	2019 £ 000
Non-current loans and borrowings		
Other borrowings	245,230	245,230

The above amount is in respect of an inter-company loan with Partnerships in Care Property 1 Limited. The loan is non-interest bearing and repayable on the disposal of companies owned by the Company, which the directors expect to be in more than one year.

Partnerships in Care Management Limited

Notes to the Financial Statements for the Year Ended 31 December 2020 (continued)

12 Parent and ultimate parent undertaking

The company's immediate parent is Partnerships in Care Investments 1 Limited, incorporated in the United Kingdom.

The ultimate parent is Acadia Healthcare Company Inc., incorporated in the US.

Relationship between entity and parents

The parent of the largest group in which these financial statements are consolidated is Acadia Healthcare Company Inc., incorporated in 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, incorporated in United Kingdom.

The address of Priory Group UK 1 Limited is:
Fifth Floor, 80 Hammersmith Road, London, W14 8UD, United Kingdom.

On 19 January 2021 the entire share capital of AHC-WW Jersey Limited, a subsidiary of Acadia Healthcare Company Inc., was acquired by RemedcoUK Limited, a subsidiary of Waterland Private Equity Fund VII C.V., registered in the Netherlands. From this date the ultimate parent undertaking and controlling party is Waterland Private Equity Fund VII C.V..