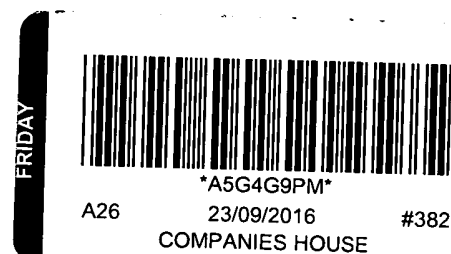


Craegmoor Group (No.2) Limited
Unaudited annual report and financial
statements
for the year ended 31 December 2015

Registered number: 6594393



Craegmoor Group (No.2) Limited

Unaudited annual report and financial statements

for the year ended 31 December 2015

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Craegmoor Group (No.2) Limited

Directors' report for the year ended 31 December 2015

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

Principal activities and review of business

The company acts as an intermediate holding company and was dormant throughout the year.

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:

Jason Lock	(resigned 1 April 2015)
Matthew Franzidis	(resigned 7 January 2015)
Tom Riall	
Mark Moran	(appointed 1 April 2015, resigned 1 March 2016)

By order of the board



David Hall
Company Secretary
3 August 2016

80 Hammersmith Road
London
England
W14 8UD

Craegmoor Group (No.2) Limited

Profit and loss account for the year ended 31 December 2015

The company has not traded during the year or the preceding year. During these periods, the company received no income and incurred no expenditure and therefore made neither a profit nor a loss.

Craegmoor Group (No.2) Limited

Balance sheet as at 31 December 2015

	Note	2015 £'000	2014 £'000
Fixed assets			
Investments	1	4,315	4,315
Total assets less current liabilities		4,315	4,315
Capital and reserves			
Called up share capital	2	43	43
Share premium account		4,277	4,277
Profit and loss account		(5)	(5)
Total shareholders' funds		4,315	4,315

For the year ended 31 December 2015 the company was entitled to exemption from audit under Section 480 of the Companies Act 2006 relating to dormant companies.

The members have not required the company to obtain an audit in accordance with Section 476 of the Companies Act 2006.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of financial statements.

The financial statements were approved by the Board of Directors on 3 August 2016.



Tom Riall
Director

Registered number: 6594393

Craegmoor Group (No.2) Limited

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

	Called up share capital	Share premium	Profit and loss account	Total shareholders' funds
	£'000	£'000	£'000	£'000
At 1 January 2014	43	4,277	(5)	4,315
Result for the financial year	-	-	-	-
At 1 January 2015	43	4,277	(5)	4,315
Result for the financial year	-	-	-	-
At 31 December 2015	43	4,277	(5)	4,315

Craegmoor Group (No.2) 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.

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 3 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).

Investments

Investments held as fixed assets are shown at cost less provision for impairment.

Craegmoor Group (No.2) Limited

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

1 Investments

	Shares in subsidiary undertakings £'000
Cost	
At 1 January 2015 and 31 December 2015	4,315
Net book value	
At 1 January 2015 and 31 December 2015	4,315

The subsidiary undertaking in which the company has a direct interest at the year end is as follows:

Subsidiary undertaking	Principal activity	Country of incorporation	Class and percentage of shares held
Craegmoor Group (No.3) Limited	Intermediate holding company	United Kingdom	78% ordinary 1p shares

The directors consider that the carrying value of the investment is supported by its underlying net assets.
The subsidiary undertakings in which the company has an indirect interest are as follows:

Subsidiary undertaking	Principal activity	Country of incorporation	Class and percentage of shares held
Amore Group (Holdings) Limited	Holding company	United Kingdom	100% ordinary
Craegmoor Group (No.5) Limited	Holding company	United Kingdom	100% ordinary
Craegmoor Group (No.6) Limited	Holding company	United Kingdom	100% ordinary
Wednesfield 3 Limited	Non-trading	United Kingdom	100% ordinary
Stoke Trustee (No 2) LLP	Non-trading	United Kingdom	100% membership capital
Wednesfield Trustee LLP	Non-trading	United Kingdom	100% membership capital
Wednesfield Trustee (No 2) LLP	Non-trading	United Kingdom	100% membership capital
Stoke Trustee LLP	Non-trading	United Kingdom	100% membership capital
Craegmoor Limited	Holding company	United Kingdom	100% ordinary
Amore Care (Holdings) Limited	Holding company	United Kingdom	100% ordinary

Craegmoor Group (No.2) Limited

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

1 Investments (continued)

Subsidiary undertaking	Principal activity	Country of incorporation	Class and percentage of shares held
Craegmoor Facilities Company Limited	Supply of services	United Kingdom	100% ordinary
Craegmoor Hospitals (Holdings) Limited	Holding company	United Kingdom	100% ordinary
Craegmoor Learning (Holdings) Limited	Holding company	United Kingdom	100% ordinary
Craegmoor Care (Holdings) Limited	Holding company	United Kingdom	100% ordinary
Speciality Care Limited	Holding company	United Kingdom	100% 10p ordinary shares and £1 cumulative redeemable preference shares
Craegmoor (Harbour Care) Limited	Holding company	United Kingdom	100% ordinary
Harbour Care (UK) Limited	Care delivery	United Kingdom	100% of total issued share capital (ordinary, A, B and cumulative preference)
Speciality Care (Rest Homes) Limited	Care delivery	United Kingdom	100% ordinary
Strathmore College Limited	Care delivery	United Kingdom	100% ordinary
Speciality Care (Medicare) Limited	Holding company	United Kingdom	100% ordinary
Specialised Courses Offering Purposeful Education Limited	Care delivery	United Kingdom	100% ordinary
Independent Community Living (Holdings) Limited	Holding company	United Kingdom	100% ordinary
Craegmoor Hospitals Limited	Care delivery	United Kingdom	100% ordinary
Speciality Care (Care Homes) Limited	Care delivery	United Kingdom	100% ordinary
Amore (Ings Road) Limited	Non-trading	United Kingdom	100% ordinary
Amore Elderly Care Limited	Elderly care services	United Kingdom	100% ordinary
Amore (Stoke 2) Limited	Non-trading	United Kingdom	100% ordinary
Stoke 3 Limited	Non-trading	United Kingdom	100% ordinary
Amore (Wednesfield 2) Limited	Non-trading	United Kingdom	100% ordinary
Burnside Care Limited	Care delivery	United Kingdom	100% ordinary

Craegmoor Group (No.2) Limited

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

1 Investments (continued)

Subsidiary undertaking	Principal activity	Country of incorporation	Class and percentage of shares held
Craegmoor Healthcare Company Limited	Non trading	United Kingdom	100% ordinary
Craegmoor Supporting You Limited	Care delivery	United Kingdom	100% ordinary
Greymount Properties Limited	Care delivery	United Kingdom	100% ordinary
Parkcare Homes (No. 2) Limited	Care delivery	United Kingdom	100% ordinary
Autism TASCC Services Limited	Care delivery	United Kingdom	100% ordinary
Cotswold Care Services Limited	Care delivery	United Kingdom	100% ordinary
Craegmoor Holdings Limited	Care delivery	United Kingdom	100% ordinary
Craegmoor Homes Limited	Care delivery	United Kingdom	100% ordinary
J C Care Limited	Care delivery	United Kingdom	100% ordinary
Johnston Care Limited	Care delivery	United Kingdom	100% ordinary
Lambs Support Services Limited	Care delivery	United Kingdom	100% ordinary
Positive Living Limited	Care delivery	United Kingdom	100% ordinary
Sapphire Care Services Limited	Care delivery	United Kingdom	100% ordinary
Strathmore Care Services Limited	Care delivery	United Kingdom	100% ordinary
Treehome Limited	Care delivery	United Kingdom	100% ordinary
Grovedraft Limited	Non trading	United Kingdom	100% ordinary
Peninsula Autism Services and Support Limited	Care delivery	United Kingdom	100% ordinary
High Quality Lifestyles Limited	Care delivery	United Kingdom	100% ordinary
New Directions (Hastings) Limited	Care delivery	United Kingdom	100% ordinary
New Directions (Bexhill) Limited	Care delivery	United Kingdom	100% ordinary
New Directions (Robertsbridge) Limited	Care delivery	United Kingdom	100% ordinary
New Directions (St. Leonards on Sea) Limited	Care delivery	United Kingdom	100% ordinary
Lansdowne Road Limited	Care delivery	United Kingdom	100% ordinary
Lothlorien Community Limited	Care delivery	United Kingdom	100% ordinary
R. J. Homes Limited	Care delivery	United Kingdom	100% ordinary

Craegmoor Group (No.2) Limited

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

1 Investments (continued)

Subsidiary undertaking	Principal activity	Country of incorporation	Class and percentage of shares held
Heddfan Care Limited	Care delivery	United Kingdom	100% ordinary
Conquest Care Homes (Norfolk) Limited	Care delivery	United Kingdom	100% ordinary
Conquest Care Homes (Peterborough) Limited	Care delivery	United Kingdom	100% ordinary
Conquest Care Homes (Soham) Limited	Care delivery	United Kingdom	100% ordinary
Ferguson Care Limited	Care delivery	United Kingdom	100% ordinary
Speciality Care (Learning Disabilities) Limited	Care delivery	United Kingdom	100% ordinary
Speciality Care (Rehab) Limited	Care delivery	United Kingdom	100% ordinary
Amore (Prestwick) Limited	Elderly care	United Kingdom	100% ordinary
Amore Elderly Care Holdings Limited	Elderly care	United Kingdom	100% ordinary
Amore Elderly Care (Wednesfield) Limited	Elderly care	United Kingdom	100% ordinary
Amore (Ben Madigan) Limited	Elderly care	United Kingdom	100% ordinary
Amore (Warrenpoint) Limited	Elderly care	United Kingdom	100% ordinary
Amore (Watton) Limited	Elderly care	United Kingdom	100% ordinary
Amore Care Limited	Elderly care	United Kingdom	100% ordinary
Speciality Healthcare Limited	Elderly care	United Kingdom	100% ordinary
Health & Care Services (NW) Limited	Elderly care	United Kingdom	100% ordinary
Speciality Care (Addison Court) Limited	Elderly care	United Kingdom	100% ordinary
Speciality Care (EMI) Limited	Elderly care	United Kingdom	100% ordinary and 100% preference
Speciality Care (UK Lease Homes) Limited	Elderly care	United Kingdom	100% ordinary
Amore (Bourne) Limited	Non-trading	United Kingdom	100% ordinary
Amore (Cockermouth) Limited	Non-trading	United Kingdom	100% ordinary
Amore (Coventry) Limited	Elderly care	Isle of Man	100% ordinary
Yorkshire Parkcare Company Limited	Elderly care	United Kingdom	100% ordinary
Speciality Care (Rest Care) Limited	Non-trading	United Kingdom	100% ordinary
Parkcare Homes Limited	Elderly care	United Kingdom	100% ordinary
Health & Care Services (UK) Limited	Elderly care	United Kingdom	100% ordinary

Craegmoor Group (No.2) Limited

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

1 Investments (continued)

Subsidiary undertaking	Principal activity	Country of incorporation	Class and percentage of shares held
Amore (Stoke 1) Limited	Elderly care	United Kingdom	100% ordinary
Amore (Wednesfield 1) Limited	Elderly care	United Kingdom	100% ordinary
S P Cockermouth Limited	Elderly care	United Kingdom	100% ordinary
Progress Care (Holdings) Limited	Holding company	United Kingdom	100% ordinary
Progress Care and Education Limited	Children's homes	United Kingdom	100% ordinary
Progress Adult Services Limited	Care delivery	United Kingdom	100% ordinary

2 Called up share capital

	2015 £'000	2014 £'000
Authorised		
4,330,000 (2014: 4,330,000) ordinary shares of 1p each	43	43
Allotted, called up and fully paid		
4,330,000 (2014: 4,330,000) ordinary shares of 1p each	43	43

Craegmoor Group (No.2) Limited

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

3 Ultimate parent company and controlling party

The company's immediate parent company, which is incorporated in the United Kingdom, is Craegmoor Group 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.