

BAM Propco (Johnstone) Limited

Directors' Report and Financial Statements

Year Ended

30 September 2017

Company Number 08861063

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BAM Propco (Johnstone) Limited

Company Information

Directors	T Bolot D Wulwick
Registered number	08861063
Registered office	1 Portland Place London W1B 1PN
Independent auditor	BDO LLP 55 Baker Street London W1U 7EU

BAM Propco (Johnstone) Limited

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BAM Propco (Johnstone) Limited

Directors' Report For the Year Ended 30 September 2017

The directors present their report together with the audited financial statements for the year ended 30 September 2017.

Directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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 to 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.

Principal activity

The principal activity of the company is that of an owner of two care homes which are operated by a fellow group company.

Results and dividends

The loss for the year, after taxation, amounted to £109,662 (2016 - £109,506).

The directors do not recommend the payment of a dividend (2016 - £Nil).

Going Concern

The group's external banking finance of £35.8m, which is secured against the company's fixed assets, is repayable on demand. For further details of this please refer to note 2.2.

Directors

The directors who served during the year were:

T Bolot
D Wulwick
R Dryden (resigned 31 December 2017)

BAM Propco (Johnstone) Limited

Directors' Report (continued) For the Year Ended 30 September 2017

Disclosure of information to auditor

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

- so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- the director has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

The auditor, BDO LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

In preparing this report, the directors have taken advantage of the small companies' exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on **29 June 2018** and signed on its behalf.


.....
T Bolot
Director

BAM Propco (Johnstone) Limited

Independent Auditor's Report to the Members of BAM Propco (Johnstone) Limited

Opinion

We have audited the financial statements of BAM Propco (Johnstone) Limited ("the company") for the year ended 30 September 2017 which comprise the statement of comprehensive income, the statement of financial position and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 September 2017 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Material uncertainty related to a going concern

We draw attention to note 2.2 to the financial statements, which indicates the company is a party to group bank loans of £35.8m which are repayable on demand. As stated in note 2.2, these events or conditions indicate that a material uncertainty exists that may cast significant doubt on the company's ability to continue as a going concern. Our opinion is not modified in respect of this matter.

Other information

The directors are responsible for the other information. The other information comprises the information included in the directors' report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

BAM Propco (Johnstone) Limited

Independent Auditor's Report to the Members of BAM Propco (Johnstone) Limited (continued)

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' report has been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the directors' report.

We have nothing to report in respect of the following matters in relation to which the Companies Act 2006 requires us to report to you if, in our opinion;

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of Directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the Directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Directors' report and from the requirement to prepare a Strategic report.

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located at the Financial Reporting Council's website at: <https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

BAM Propco (Johnstone) Limited

Independent Auditor's Report to the Members of BAM Propco (Johnstone) Limited (continued)

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.



Richard Levy (Senior Statutory Auditor)
For and on behalf of BDO LLP, Statutory Auditor
London
United Kingdom

29 JUN 2018

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

BAM Propco (Johnstone) Limited

Statement of Comprehensive Income For the Year Ended 30 September 2017

	Note	2017 £	As restated 2016 £
Turnover		348,340	373,147
Administrative expenses		(109,506)	(109,506)
Operating profit		238,834	263,641
Interest payable and expenses	6	(348,496)	(373,147)
Loss before tax		(109,662)	(109,506)
Tax on loss		-	-
Loss for the financial year		(109,662)	(109,506)

There was no other comprehensive income for 2017 (2016:£NIL).

The notes on pages 8 to 16 form part of these financial statements.

BAM Propco (Johnstone) Limited
Registered number: 08861063

Statement of Financial Position
As at 30 September 2017

	Note	2017 £	2017 £	As restated 2016 £	As restated 2016 £
Fixed assets					
Tangible fixed assets	7		8,693,927		8,803,433
Current assets					
Debtors	8	18,680		18,836	
Current liabilities					
Creditors: amounts falling due within one year	9	(9,413,835)		(9,413,835)	
Net current liabilities			(9,395,155)		(9,394,999)
Net liabilities			(701,228)		(591,566)
Capital and reserves					
Called up share capital			1		1
Profit and loss account			(701,229)		(591,567)
			(701,228)		(591,566)

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

29 June 2018

.....
T Bolot
Director

The notes on pages 8 to 16 form part of these financial statements.

BAM Propco (Johnstone) Limited

Notes to the Financial Statements For the Year Ended 30 September 2017

1. General information

BAM Propco (Johnstone) Limited is a private company, limited by shares, and incorporated in England and Wales under the Companies Act 2006. The address of the registered office is given on the company information page and the nature of the company's operations and principal activities are set out in the directors' report.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies (see note 3).

The Directors have elected to early adopt the 2017 Triennial Review amendments to FRS 102. This permits a choice for the measurement of property assets for entities that rent such assets to another group entity. Previously such property assets were held at fair value. In accordance with the 2017 Triennial Review amendments to FRS 102, property assets rented to another group company are now stated at historical cost less accumulated depreciation and any accumulated impairment losses.

Further information on this change in accounting policy can be found in note 12.

The following principal accounting policies have been applied:

2.2 Going concern

Since its inception the company and the wider group has relied upon funding provided by its bank to finance its investments and to meet its ongoing working capital requirements. These loans, which amounted to £35.8 million at 30 September 2017 (2016 - £35.9 million), are subject to cross guarantees and security. The facilities were renewed post year-end on 18 February 2018 and now expire on dates ranging from 31 December 2024 and 15 January 2031, although all of the amounts drawn are repayable on demand. Under the loan arrangements in place during the year, the loan expiry dates ranged from 30 September 2018 and 15 January 2031 (although all amounts drawn were repayable on demand).

The company's parent has prepared projections which show that it and the company should be able to work within the terms of its borrowing facilities for the foreseeable future. The bank has provided a letter of support to the parent company on a non-binding basis, noting that its interests are aligned with the continued operation of the business in accordance with the terms of the debt finance documents. The directors therefore believe the bank will continue to support the group and the company and they have a reasonable expectation that the company will have adequate resources to continue in operational existence for the foreseeable future. Accordingly they have drawn up the financial statements on a going concern basis.

However as the letter of support from the bank is provided on a non-binding basis, there is a material uncertainty which may cast significant doubt over the company's ability to continue as a going concern. These financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

BAM Propco (Johnstone) Limited

Notes to the Financial Statements For the Year Ended 30 September 2017

2. Accounting policies (continued)

2.3 Turnover

Turnover comprises revenue recognised in respect of rental income receivable from a fellow subsidiary undertaking for occupation of the company's property. Turnover is recognised on an accruals basis.

2.4 Tangible fixed assets

Tangible fixed assets are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

Land is not depreciated. Depreciation on other assets is charged so as to allocate the cost of assets less residual value over their estimated useful lives using the straight line method. The estimated useful life of freehold buildings is 50 years.

Depreciation is provided on the following basis:

Furniture, fixtures and fittings - 20% straight line

2.5 Financial instruments

Financial assets are initially measured at transaction price (including transaction costs) and subsequently held at cost, less any impairment. Financial liabilities and equity are classified according to the substance of the financial instrument's contractual obligations, rather than the financial instrument's legal form.

Financial liabilities are initially measured at transaction price (including transaction costs) and are subsequently held at amortised cost.

2.6 Borrowing costs

All borrowing costs are recognised in the statement of comprehensive income in the year in which they are incurred.

BAM Propco (Johnstone) Limited

Notes to the Financial Statements For the Year Ended 30 September 2017

2. Accounting policies (continued)

2.7 Current and deferred taxation

Tax is recognised in the statement of comprehensive income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the statement of financial position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

BAM Propco (Johnstone) Limited

Notes to the Financial Statements For the Year Ended 30 September 2017

3. Judgements in applying accounting policies and key sources of estimation uncertainty

In preparing these financial statements, the directors have made the following judgements:

- Determine whether there are indicators of impairment of the company's tangible fixed assets. Factors taken into consideration in reaching such a decision include a review of the historical cost less accumulated depreciation and any accumulated impairment losses of the property and the economic viability and expected future financial performance of the asset.

Other key sources of estimation uncertainty

- Tangible fixed assets (see note 7)

Tangible fixed assets which are comprised of freehold land and buildings are stated at historical cost less accumulated depreciation and any accumulated impairment losses. In considering whether there has been any impairment in the value of the company's property assets the directors assess whether the recoverable amount is less than its carrying amount. The recoverable amount of the property asset is the higher of the fair value less cost to sell and its value in use. If there is an indication that an asset may be impaired, the directors review the remaining useful life of the property asset to ensure this is still appropriate.

The fair value of the property asset is ascertained through review of a number of factors and information flows, including market knowledge, recent market movements, recent sales of similar properties, historical experience, rent levels and cash flows for the respective property. There is an inevitable degree of judgement involved and value can be only reliably tested ultimately in the market itself.

Whilst the Directors exercise due care and attention to make reasonable estimates, taking into account all available information in estimating the future selling price, the estimates will, in all likelihood, differ from the actual selling prices achieved in future periods and these differences may, in certain circumstances, be significant.

4. Auditor's remuneration

Audit fees were borne upon by the parent company.

5. Employees

The company has no employees other than the directors, who did not receive any remuneration (2016 - £Nil).

6. Interest payable and similar charges

	2017 £	2016 £
Interest payable to group undertakings	<u>348,496</u>	<u>373,147</u>

BAM Propco (Johnstone) Limited

Notes to the Financial Statements For the Year Ended 30 September 2017

7. Tangible fixed assets

	Freehold property £	Furniture, fixtures and fittings £	Total £
Cost or valuation			
At 1 October 2016 (as restated)	8,830,500	119,500	8,950,000
At 30 September 2017	8,830,500	119,500	8,950,000
Depreciation			
At 1 October 2016 (as restated)	85,606	60,961	146,567
Charge for the year on owned assets	85,606	23,900	109,506
At 30 September 2017	171,212	84,861	256,073
Net book value			
At 30 September 2017	8,659,288	34,639	8,693,927
At 30 September 2016 (as restated)	8,744,894	58,539	8,803,433

The Directors have elected to early adopt the 2017 Triennial Review amendments to FRS 102. This permits a choice for the measurement of property assets for entities that rent such assets to another group entity. Previously such property assets were held at fair value. In accordance with the 2017 Triennial Review amendments to FRS 102, property assets rented to another group company are now stated at historical cost less accumulated depreciation and any accumulated impairment losses.

8. Debtors

	2017 £	2016 £
Amounts owed by group undertakings	18,680	18,836

9. Creditors: amounts falling due within one year

	2017 £	2016 £
Borrowings (secured)	1,533,122	1,531,285
Amounts owed to group undertakings	7,880,713	7,882,550
	9,413,835	9,413,835

BAM Propco (Johnstone) Limited

Notes to the Financial Statements For the Year Ended 30 September 2017

10. Financial commitments

The company has given a fixed and floating charge over all of its assets as security for the borrowings of its fellow subsidiary undertakings. The total amount of group borrowings outstanding at 30 September 2017 was £35.8 million (2016 - £35.9 million).

11. Ultimate parent undertaking and controlling party

The immediate parent undertaking is BAM Propco (2) Limited.

The parent undertaking of the largest and smallest group for which consolidated accounts are prepared is BAM Parentco (2) Limited. Consolidated accounts are available from Companies House, Cardiff, CF14 3UZ. In the opinion of the directors this is the company's ultimate parent company.

The ultimate controlling party is Mr T Bolot.

BAM Propco (Johnstone) Limited

Notes to the Financial Statements For the Year Ended 30 September 2017

12. Prior year adjustment

The Directors have elected to early adopt the 2017 Triennial Review amendments to FRS 102. This permits a choice for the measurement of property assets for entities that rent such assets to another group entity. Previously such property assets were held at fair value. In accordance with the 2017 Triennial Review amendments to FRS 102, property assets rented to another group company are now stated at historical cost less accumulated depreciation and any accumulated impairment losses.

The financial statements for the year ended 30 September 2017 are the company's first annual financial statements that comply with the early adoption of the 2017 Triennial Review amendments to FRS 102.

The date of transition is 1 October 2015 and the early adoption has resulted in the restatement of the prior year balances set out below. In accordance with the 2017 Triennial Review 2017 amendments the company has elected to measure property rented to another group entity (that is measured on an ongoing basis at historical cost less accumulated depreciation and any accumulated impairment losses) at its fair value and use that fair value as its deemed cost at the transition date.

BAM Propco (Johnstone) Limited

Notes to the Financial Statements For the Year Ended 30 September 2017

12. Prior year adjustment (continued)

		As previously stated 1 October 2015 £	Effect of transition 1 October 2015 £	FRS 102 (as restated) 1 October 2015 £	As previously stated 30 September 2016 £	Effect of transition 30 September 2016 £	FRS 102 (as restated) 30 September 2016 £
	Note						
Investment property	1	8,950,000	(8,950,000)	-	8,950,000	(8,950,000)	-
Tangible fixed assets	1	-	8,912,939	8,912,939	-	8,803,433	8,803,433
Current assets		18,836	-	18,836	18,836	-	18,836
Creditors: amounts falling due within one year		(9,413,835)	-	(9,413,835)	(9,413,835)	-	(9,413,835)
Net current liabilities		(9,394,999)	-	(9,394,999)	(9,394,999)	-	(9,394,999)
Net liabilities		(444,999)	(37,061)	(482,060)	(444,999)	(146,567)	(591,566)
Capital and reserves		(444,999)	(37,061)	(482,060)	(444,999)	(146,567)	(591,566)

BAM Propco (Johnstone) Limited

Notes to the Financial Statements For the Year Ended 30 September 2017

12. Prior year adjustment (continued)

		As previously stated 30 September 2016 £	Effect of transition 30 September 2016 £	FRS 102 (as restated) 30 September 2016 £
Turnover	Note	373,147	-	373,147
<hr/>				
Administrative expenses		373,147 -	- (109,506)	373,147 (109,506)
<hr/>				
Operating profit		373,147	(109,506)	263,641
Interest payable and similar charges		(373,147)	-	(373,147)
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Loss on ordinary activities after taxation for the financial year		-	(109,506)	(109,506)
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Explanation of changes to previously reported statement of financial position and statement of comprehensive income:

- 1 Reclassification of investment property to tangible fixed assets and recognition of depreciation on freehold buildings and furniture, fixtures and fittings.