

brighterkind (AM) Limited

Annual report and financial statements

Registered number 08913501

31 December 2018

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Strategic report

Background and ownership structure

brighterkind (AM) Limited is a property development company within the brighterkind (PC) Limited group of companies.

As at 31 December 2018, the directors regard Terra Firma Holdings Limited, a company registered in Guernsey, as the ultimate parent entity.

Financial results

The Company made a loss before taxation of £1,023,000 (2017: result of £nil)

Principal activity

The principal activity of the Company is the holding of land for potential future development.

Business review and KPIs

The results of the Company are consolidated in the group headed by brighterkind (PC) Limited, the consolidated financial statements of which contain a detailed business review and KPIs relating to the group. Copies of these financial statements can be obtained from Companies House.

Principal risk and uncertainties

The brighterkind (PC) Limited group has management structures and policies and procedures which are designed to enable the achievement of business objectives while controlling the risks associated with the environment in which it operates. The group has a risk management process in place which is designed to identify, manage and mitigate business risk. The Company operates within this group structure.

The material risks affecting the Company and other group companies and the means by which they are managed are shown below. Further details can be found in the financial statements of brighterkind (PC) Limited.

Financial risks

- *Reduction in demand for our services*

Mitigation: the Company continues to invest in its assets and staff in order to provide an attractive and competitive proposition.

- *Liquidity risk*

Mitigation: liquidity is managed centrally within the group. Performance is monitored by strong financial and management accounting through the finance function, monthly tracking of long-term business plans and short term budgets against actual performance in line with obligations under financing agreements.

Strategic report (*continued*)

Principal risk and uncertainties (*continued*)

Operational risks

- *Shared management and corporate services*

The Company shares brighterkind management resources and certain corporate services with the Four Seasons Health Care Group which is currently in negotiations with stakeholders to agree a sustainable capital structure for the longer term.

Mitigation: all shared management and services could be set up on a standalone basis in a reasonable period of time and at a reasonable cost with minimal operational impact on the Company.

- *Regulatory and reputational risk*

Mitigation: The Company and other group companies devote a considerable amount of time to the management of regulatory and reputational matters. Compliance with the on-going requirements of registration and changes arising from the evolving regulatory environment mean that significant attention by the wider group's senior management has been, and will continue to be, dedicated to regulatory compliance and assurance. The wider group has implemented rigorous clinical governance and risk assurance systems, carries out substantial employee training, employee inductions and employee reference procedures, including a criminal background check for all frontline staff.

Employment policies

The Company and other group companies aim to provide equal opportunities regardless of sex, race, religion or belief, sexual orientation, disability or ethnic origin, recognising that the continued success of the group depends upon its ability to attract, motivate and retain people of the highest calibre. Further details can be found in the financial statements of FSHC Group Holdings Limited

Environmental policy

The brighterkind (PC) Limited group has an environmental commitment which includes compliance with existing environmental regulations, minimising the consumption of resources, a policy of "reduce, reuse and recycle" and providing awareness amongst staff of the environmental impact of travel.

By order of the board



R S Macaskill
Director

Norcliffe House
Station Road
Wilmslow
Cheshire
SK9 1BU

14 June 2019

Directors' report

The directors present their annual report together with the audited financial statements of the Company for the year ended 31 December 2018.

Results and dividends

The results for the year are shown in the profit and loss account on page 8. The directors do not recommend the payment of a dividend (2017: £nil).

Directors

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

MC Royston

R S Macaskill

G L Newman

B R Taberner

L D Woods (resigned 18 May 2018)

R N Barr (resigned 14 November 2018)

Going concern and liquidity management

At the time of approving the financial statements, the directors have a reasonable expectation that the company and the brighterkind (PC) group have adequate resources to continue to meet their liabilities as and when they fall due for the 12 months after the date of approval of these accounts. With this in mind, the directors have formally considered and concluded that the preparation of the financial statements on a going concern basis is appropriate. Further details are shown in the "Going concern" section of note 1 to the financial statements.

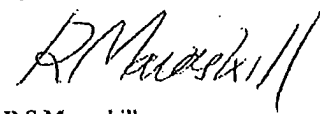
Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006 the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board



R S Macaskill
Director

Norcliffe House
Station Road
Wilmslow
Cheshire
SK9 1BU

14 June 2019

Statement of directors' responsibilities in respect of the strategic report, the directors' report and the financial statements.

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*.

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 judgments and 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;
- assess the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern; and
- use the going concern basis of accounting unless they intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

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 responsible for such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

KPMG LLP
1 St Peter's Square
Manchester
United Kingdom
M2 3AE

Independent auditor's report to the members of brighterkind (AM) Limited

Opinion

We have audited the financial statements of brighterkind (AM) Limited ("the company") for the year ended 31 December 2018 which comprise the Profit and loss account and other comprehensive income, Balance sheet, Statement of changes in equity and related notes, including the accounting policies in note 1.

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2018 and of its loss for the year then ended;
- have been properly prepared in accordance with UK accounting standards, including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland*; 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 are described below. We have fulfilled our ethical responsibilities under, and are independent of the company in accordance with, UK ethical requirements including the FRC Ethical Standard. We believe that the audit evidence we have obtained is a sufficient and appropriate basis for our opinion.

The impact of uncertainties due to the UK exiting the European Union on our audit

Uncertainties related to the effects of Brexit are relevant to understanding our audit of the financial statements. All audits assess and challenge the reasonableness of estimates made by the directors, such as recoverability of trade debtors, impairment of non financial assets, related disclosures and the appropriateness of the going concern basis of preparations of the financial statements. All of these depend on assessments of the future economic environment and the company's future prospects and performance.

Brexit is one of the most significant economic events for the UK, and at the date of this report its effects are subject to unprecedented levels of uncertainty of outcomes, with the full range of possible effects unknown. We applied a standardised firm-wide approach in response to that uncertainty when assessing the company's future prospects and performance. However, no audit should be expected to predict the unknowable factors or all possible future implications for a company and this is particularly the case in relation to Brexit.

Going concern

The directors have prepared the financial statements on the going concern basis as they do not intend to liquidate the company or to cease its operations, and as they have concluded that the company's financial position means that this is realistic. They have also concluded that there are no material uncertainties that could have cast significant doubt over its ability to continue as a going concern for at least a year from the date of approval of the financial statements ("the going concern period").

We are required to report to you if we have concluded that the use of the going concern basis of accounting is inappropriate or there is an undisclosed material uncertainty that may cast significant doubt over the use of that basis for a period of at least a year from the date of approval of the financial statements. In our evaluation of the directors' conclusions, we considered the inherent risks to the company's business model, including the impact of Brexit, and analysed how those risks might affect the company's financial resources or ability to continue operations over the going concern period. We have nothing to report in these respects.

Independent auditor's report to the members of brighterkind (AM) Limited

(Continued)

Going concern (continued)

However, as we cannot predict all future events or conditions and as subsequent events may result in outcomes that are inconsistent with judgements that were reasonable at the time they were made, the absence of reference to a material uncertainty in this auditor's report is not a guarantee that the company will continue in operation.

Strategic report and directors' report

The directors are responsible for the strategic report and the directors' report. Our opinion on the financial statements does not cover those reports and we do not express an audit opinion thereon.

Our responsibility is to read the strategic report and the directors' report and, in doing so, consider whether, based on our financial statements audit work, the information therein is materially misstated or inconsistent with the financial statements or our audit knowledge. Based solely on that work:

- we have not identified material misstatements in the strategic report and the directors' report;
- in our opinion the information given in those reports for the financial year is consistent with the financial statements; and
- in our opinion those reports have been prepared in accordance with the Companies Act 2006.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required 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.

We have nothing to report in these respects.

Directors' responsibilities

As explained more fully in their statement set out on page 4, the directors are responsible for: the preparation of the financial statements and for being satisfied that they give a true and fair view; such internal control as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error; 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 they either intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities

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 our opinion in an auditor's report. Reasonable assurance is a high level of assurance, but does not 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 aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of the financial statements.

A fuller description of our responsibilities is provided on the FRC's website at www.frc.org.uk/auditorsresponsibilities.

Independent auditor's report to the members of brighterkind (AM) Limited
(Continued)

The purpose of our audit work and to whom we owe our responsibilities

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.



Rachel Fleming (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants

1 St Peter's Square
Manchester
M2 3AE

14 June 2019

Profit and loss account and other comprehensive income
for the year ended 31 December 2018

	<i>Note</i>	2018 £000	2017 £000
Cost of sales		<u>(1,023)</u>	<u>-</u>
Gross loss		<u>(1,023)</u>	<u>-</u>
Operating loss		<u>(1,023)</u>	<u>-</u>
Loss before taxation		<u>(1,023)</u>	<u>-</u>
Tax on loss	5	-	-
Loss for the financial year		<u><u>(1,023)</u></u>	<u><u>-</u></u>
Other comprehensive income, net of tax	8	-	-
Total comprehensive loss for the financial year		<u><u>(1,023)</u></u>	<u><u>-</u></u>

The Company has no recognised gains or losses in the current or prior year other than those reported above.

All amounts relate to continuing operations.

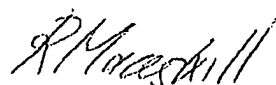
The financial statements include the notes on pages 11 to 17

Balance sheet
at 31 December 2018

	Note	2018 £000	2017 £000
Fixed assets			
Tangible fixed assets	6	2,365	3,357
		2,365	3,357
Creditors: amounts due within one year	7	(88)	(57)
Net current liabilities		(88)	(57)
Total assets less current liabilities		2,277	3,300
Net assets		2,277	3,300
Capital and reserves	8		
Called up share capital		3,300	3,300
Profit and loss account		(1,023)	-
Shareholder's funds		2,277	3,300

The financial statements include the notes on pages 11 to 17

These financial statements were approved by the board of directors on 14 June 2019 and were signed on its behalf by:



R S Macaskill
Director

Statement of changes in equity

	Profit & Loss account £000	Called up share capital £000	Total equity £000
Balance at 1 January 2017	-	3,300	3,300
Total comprehensive income for the period			
Loss for the year	-	-	-
Other comprehensive income	-	-	-
Total comprehensive income for the period	-	-	-
Balance at 31 December 2017	-	3,300	3,300

	Profit & Loss account £000	Called up share capital £000	Total equity £000
Balance at 1 January 2018	-	3,300	3,300
Total comprehensive income for the period			
Loss for the year	(1,023)	-	(1,023)
Other comprehensive income	-	-	-
Total comprehensive income for the period	(1,023)	-	(1,023)
Balance at 31 December 2018	(1,023)	3,300	2,277

The financial statements include the notes on pages 11 to 17

Notes (forming part of the financial statements)

I Accounting policies

brighterkind (AM) Limited (the "Company") is a private company limited by shares and incorporated, domiciled, and registered in England in the United Kingdom.

These financial statements were prepared in accordance with Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland ("FRS 102"). The presentation currency of these financial statements is sterling. All amounts in the financial statements have been rounded to the nearest £1,000.

The Company's intermediate parent undertaking, brighterkind (PC) Limited includes the Company in its consolidated financial statements. The consolidated financial statements of brighterkind (PC) Limited are prepared in accordance with FRS 102 and are available to the public and may be obtained from Norcliffe House, Station Road, Wilmslow, Cheshire, SK9 1BU.

In these financial statements the Company is considered to be a qualifying entity (for the purpose of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Reconciliation of the number of shares outstanding from the beginning to the end of the period
- Cash Flow Statement and related notes; and
- Key Management Personnel compensation.

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements.

Judgements made by the directors, in the application of these accounting policies that have significant effect on the financial statements and estimates with a significant risk of material adjustment in the next year are discussed in note 11.

Measurement convention

The financial statements are prepared on the historical cost basis.

The accounting reference date for the Company is 31 December 2018 (2017: 31 December 2017). The Company has opted to adopt the "seven day rule". The seven-day rule provides that a particular financial year need not end on the accounting reference date itself but on a date within not more than seven days of the date as the directors may determine. On this basis, the accounting period is for the 52 weeks ended 30 December 2018, with the comparative period being the 53 weeks ended 31 December 2017.

Going concern

The Company is in a net current liability position due to an intercompany balance due to another group entity. That entity has confirmed that they will not recall the liability for at least 12 months from the date of approval of the financial statements. Therefore the directors believe that it is appropriate to prepare these accounts on a going concern basis.

Notes (forming part of the financial statements)

1 Accounting policies (continued)

Basic financial instruments

Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses.

Where parts of an item of tangible fixed assets have different useful lives, they are accounted for as a separate item of tangible fixed assets, for example land is treated separately from buildings.

Leases in which the entity assumes substantially all the risks and rewards of ownership of the leased asset are classified as finance leases. All other leases are classified as operating leases.

The Company assesses at each reporting date whether tangible fixed assets are impaired.

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. Leased assets are depreciated over the shorter of the lease term and their useful lives. Land is not depreciated. The estimated useful lives are as follows:

- Equipment and fixtures - 3 to 5 years
- Freehold buildings - 45 years
- Motor Vehicles - 4 years

Depreciation methods, useful lives and residual values are reviewed if there is an indication of a significant change since last annual reporting date in the pattern by which the Company expects to consume an asset's future economic benefits.

Impairment excluding investment properties and deferred tax assets

Non-financial assets

The carrying amounts of the Company's non-financial assets, other than investment property and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). The goodwill acquired in a business combination, for the purpose of impairment testing is allocated to cash-generating units, or ("CGU") that are expected to benefit from the synergies of the combination. For the purpose of goodwill impairment testing, if goodwill cannot be allocated to individual CGUs or groups of CGUs on a non-arbitrary basis, the impairment of goodwill is determined using the recoverable amount of the acquired entity in its entirety, or if it has been integrated then the entire group of entities into which it has been integrated.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the units on a pro rata basis.

An impairment loss is reversed if and only if the reasons for the impairment have ceased to apply.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Notes (continued)

1 Accounting policies (continued)

Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements. The following timing differences are not provided for: differences between accumulated depreciation and tax allowances for the cost of a fixed asset if and when all conditions for retaining the tax allowances have been met; and differences relating to investments in subsidiaries, to the extent that it is not probable that they will reverse in the foreseeable future and the Company is able to control the reversal of the timing difference. Deferred tax is not recognised on permanent differences arising because certain types of income or expense are non-taxable or are disallowable for tax or because certain tax charges or allowances are greater or smaller than the corresponding income or expense.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax. Goodwill is adjusted by the amount of such deferred tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date. For non-depreciable assets that are measured using the revaluation model, or investment property that is measured at fair value, deferred tax is provided at the rates and allowances applicable to the sale of the asset/property. Deferred tax balances are not discounted.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

2 Expenses and auditor's remuneration

The auditor's remuneration of £3,100 (2017: £2,000) for audit services was borne by another group undertaking.

Amounts paid to the Company's auditor in respect of services to the Company, other than the audit of the Company's financial statements, have not been disclosed as information is required instead to be disclosed on a consolidated basis.

3 Staff numbers and costs

The Company had no employees during the current year and preceding financial year other than directors.

Notes (continued)

6 Tangible fixed assets

	Land & Buildings £000
<i>Cost</i>	
Balance at 1 January 2018	3,357
Additions	8
Balance at 31 December 2018	<u>3,365</u>
<i>Depreciation and impairment</i>	
Balance at 1 January 2018	-
Depreciation charge for the year	-
Impairment charge for the year	1,000
Balance at 31 December 2018	<u>1,000</u>
<i>Net book value:</i>	
At 1 January 2018	<u>3,357</u>
At 31 December 2018	<u>2,365</u>

Impairment loss

As at 31 December 2018 the Directors reviewed the carrying value of tangible fixed assets. As a result of this review, an impairment of £1,000,000 has been recognised in the cost of sales line in the profit and loss account.

7 Creditors: amounts due within one year

	2018 £000	2017 £000
Amounts due to group undertakings	<u>88</u>	<u>57</u>

The amounts owed due to undertakings are unsecured and repayable on demand. No interest is charged

Notes (continued)

8 Share capital, reserves and other comprehensive income

	2018	2018	2017	2017
	No. of shares	£000	No. of shares	£000
<i>Allotted, called up and fully paid:</i>				
Ordinary shares of £1 each	3,300,001	3,300	3,300,001	3,300
Total		<u>3,300</u>		<u>3,300</u>
Shares classified as shareholder's deficit	3,300,001	3,300	3,300,001	3,300
Total		<u>3,300</u>		<u>3,300</u>

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

9 Related parties

The directors have taken advantage of the exemption in FRS 102 Chapter 33.1A and, as the Company is a wholly owned subsidiary of brighterkind (PC) Limited, have not disclosed related party transactions with parent and fellow subsidiary undertakings.

10 Ultimate parent

As at 31 December 2018, the Company's immediate parent company is brighterkind (PC) Limited, a company incorporated in the United Kingdom. Its registered address is Norcliffe House, Station Road, Wilmslow, SK9 1BU

As at 31 December 2018, the ultimate parent undertaking is Terra Firma Holdings Limited, an entity incorporated in Guernsey.

The results of the Company are consolidated in the group headed by brighterkind (PC) Limited. The consolidated financial statements of this company are available to the public and may be obtained from its registered office at Norcliffe House, Station Road, Wilmslow, SK9 1BU.

Notes (continued)

11 Accounting estimates and judgements

Key sources of estimation uncertainty

The preparation of financial statements requires the directors to make judgements, estimates and assumptions that may affect the application of accounting policies and the reported amounts of assets and liabilities, and income and expenses. The estimates and associated assumptions are based on historical experience and various other factors that are believed to be reasonable under the circumstances. Actual results may differ from these estimates. The key areas requiring the use of estimates and judgements which may significantly affect the financial statements are considered to be:

Impairment of tangible fixed assets

The directors have reviewed the carrying value of the Company's tangible fixed assets and assessed whether there is any indication that assets may be impaired. There are a number of key judgements in determining the appropriate method to identify assets to be considered for impairment and to estimate the value of the impairment, predominantly around the expected realisable value of the land. Where possible, this is based upon expected sales price as evidenced by indicative offers.