

Speciality Care Limited
Annual report and financial statements
for the year ended 31 December 2013

Registered number: 2787609

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Speciality Care Limited
Annual report and financial statements
for the year ended 31 December 2013
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Speciality Care Limited

Strategic report for the year ended 31 December 2013

The directors present their strategic report on Speciality Care Limited for the year ended 31 December 2013.

Principal activities and review of business

The principal activity of the company is that of an intermediate holding company.

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.

Key performance indicators

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business. The development, performance and position of Priory Group No. 1 Limited, which includes the company, is discussed in the group's annual report which does not form part of this report.

Financial risk management

The company's operations mean that it is exposed to a variety of financial risks that include the effects of changes in credit risk, liquidity risk and interest rate risk. The directors monitor the risks in order to limit the adverse effects on the financial performance by reviewing levels of debt finance and the related finance costs, however these are integrated with the risks of the group and not managed separately. Accordingly, the financial risk management policies of Priory Group No. 1 Limited, which include those of the company, are discussed in the group's annual report which does not form part of this report.

Principal risks and uncertainties

From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of the Group and are not managed separately. Accordingly, the principal risks and uncertainties of Priory Group No. 1 Limited, which include those of the company, are discussed in the Group's annual report which does not form part of this report.

Future developments

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

By order of the board



David Hall

Company Secretary

19 September 2014

Speciality Care Limited

Directors' report for the year ended 31 December 2013

The directors present their report and the audited financial statements of the company for the year ended 31 December 2013.

Dividends

The directors do not recommend the payment of a dividend (2012: £nil).

Going concern

The ultimate parent company, Priory Group No. 1 Limited, has confirmed that it will continue to provide financial support to the company for the foreseeable future and for at least twelve months from the date of approval of these financial statements. Accordingly the financial statements have been prepared on the going concern basis.

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

Matthew Franzidis

Christopher Thompson (resigned 20 June 2013)

Tom Riall (appointed 5 April 2013)

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

Future developments

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

Independent auditors

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

Provision of information to auditors

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

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

Speciality Care Limited

Directors' report for the year ended 31 December 2013 (continued)

Statement of directors' responsibilities

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with 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 then 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.

By order of the board



David Hall
Company Secretary
19 September 2014

80 Hammersmith Road
London
England
W14 8UD

Speciality Care Limited

Independent auditors' report to the members of Speciality Care Limited

Report on the financial statements

Our opinion

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the company's affairs as at 31 December 2013 and of its profit 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.

This opinion is to be read in the context of what we say in the remainder of this report.

What we have audited

The financial statements, which are prepared by Speciality Care Limited, comprise:

- the balance sheet as at 31 December 2013;
- the profit and loss account for the year then ended;
- the statement of accounting policies; and
- the notes to the financial statements, which include other explanatory information.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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

What an audit of financial statements involves

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

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

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

Speciality Care Limited

Independent auditors' report to the members of Speciality Care Limited (continued)

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report, the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

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

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

We have no exceptions to report arising from this responsibility.

Directors' remuneration

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

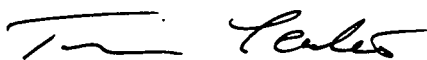
Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

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

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

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



Tom Yeates (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Newcastle upon Tyne
19 September 2014

Speciality Care Limited

Profit and loss account for the year ended 31 December 2013

| | Note | 2013 £'000 | 2012 £'000 |
|--|------|---------------|---------------|
| Result on ordinary activities before taxation | 1 | - | - |
| Tax on result on ordinary activities | 3 | 351 | 481 |
| Profit for the financial year | 9 | 351 | 481 |

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

The company had no other recognised gains or losses for the years other than the profit above, therefore no statement of total recognised gains and losses is presented.

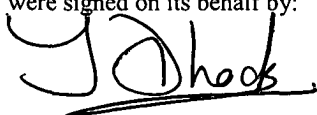
There is no difference between the result on ordinary activities before taxation and the profit for the financial years stated above and their historical cost equivalents.

Speciality Care Limited

Balance sheet as at 31 December 2013

| | Note | 2013 £'000 | 2012 £'000 |
|--|------|---------------|---------------|
| Fixed assets | | | |
| Investments | 4 | - | - |
| Current assets | | | |
| Debtors | 5 | 5,444 | 5,574 |
| | | 5,444 | 5,574 |
| Creditors: amounts falling due within one year | 6 | (19,558) | (20,039) |
| Net current liabilities | | (14,114) | (14,465) |
| Creditors: amounts falling due after more than one year | 7 | (7,500) | (7,500) |
| Net liabilities | | (21,614) | (21,965) |
| Capital and reserves | | | |
| Called up share capital | 8 | 182 | 182 |
| Share premium account | 9 | 1,186 | 1,186 |
| Capital redemption reserve | 9 | 44 | 44 |
| Profit and loss account | 9 | (23,026) | (23,377) |
| Total shareholders' deficit | 10 | (21,614) | (21,965) |

The financial statements on pages 6 to 13 were approved by the board of directors on 19 September 2014 and were signed on its behalf by:



Jason Lock
Director

Registered number: 2787609

Speciality Care Limited

Statement of accounting policies

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

Basis of preparation

The financial statements have been prepared in accordance with applicable UK accounting standards, the Companies Act 2006 and under the historical cost accounting rules.

The ultimate parent company, Priory Group No. 1 Limited, has confirmed that it will continue to provide financial support to the company for the foreseeable future and for at least twelve months from the date of approval of these financial statements. Accordingly the financial statements have been prepared on the going concern basis.

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.

Under Financial Reporting Standard 1 'Cash flow statements' (revised 1996) the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own publicly available consolidated financial statements.

As the company is a wholly owned subsidiary of Priory Group No. 1 Limited, the company has taken advantage of the exemption contained in Financial Reporting Standard 8 'Related party disclosures' and has therefore not disclosed transactions or balances with entities which form part of the group.

Investments

Investments in subsidiaries are stated at cost less provision for any impairment in value.

Deferred taxation

The charge for taxation is based on the profit for the period and takes into account taxation deferred.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

A deferred tax asset is recognised as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured in a non-discounted basis.

Speciality Care Limited

Notes to the financial statements for the year ended 31 December 2013

1 Result on ordinary activities before taxation

The remuneration of the auditors of £500 (2012: £500) was borne by another group undertaking.

2 Staff costs

The company has no employees other than the directors.

The costs relating to the directors' services have been borne by Priory Central Services Limited, a fellow subsidiary undertaking. 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.

3 Tax on result on ordinary activities

There was a £351,000 current tax credit for the year (2012: £481,000). The standard rate of tax for the year, based on the UK standard rate of corporation tax is 23.25% (2012: 24.49%). The actual tax credit for the year is higher (2012: higher) than the standard rate for the reasons set out in the following reconciliation:

| | 2013 | 2012 |
|---|--------------|--------------|
| | £'000 | £'000 |
| Result on ordinary activities before tax | - | - |
| Tax on result on ordinary activities at standard rate | - | - |
| Factors affecting charge for the year: | | |
| Transfer pricing adjustments | (351) | (481) |
| Total current tax credit for the year | (351) | (481) |

The standard rate of corporation tax in the UK changed from 24% to 23% with effect from 1 April 2013. Accordingly, the company's profits for this accounting year are taxed at an effective rate of 23.25% (2012: 24.49%).

In his budget speech on 20 March 2013, the Chancellor announced that the main rate of corporation tax would change from 23% to 21% from 1 April 2014 and from 21% to 20% from 1 April 2015.

Speciality Care Limited

Notes to the financial statements for the year ended 31 December 2013 (continued)

4 Investments

| | Shares in subsidiary undertakings £ |
|--|--|
| Cost | |
| At 1 January 2013 and 31 December 2013 | 1 |
| Impairment | |
| At 1 January 2013 and 31 December 2013 | (1) |
| Net book value | |
| At 31 December 2012 and 31 December 2013 | - |

The subsidiary undertaking in which the company's direct interest at the year end is more than 20% is as follows:

| Subsidiary undertaking | Principal activity | Country of incorporation | Class and percentage of shares held |
|--------------------------------------|--------------------|--------------------------|-------------------------------------|
| Speciality Care (Rest Homes) Limited | Care delivery | United Kingdom | 100% ordinary £1 shares |

5 Debtors

| | 2013 £'000 | 2012 £'000 |
|--|---------------|---------------|
| Amounts falling due within one year: | | |
| Group relief receivable | 351 | 481 |
| Amounts falling due after more than one year: | | |
| Amounts owed by group undertakings | 5,093 | 5,093 |
| | 5,444 | 5,574 |

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand. However, the directors of the company have confirmed they will not seek any repayments of the loan, disclosed as due after one year, within twelve months after the year end.

Speciality Care Limited

Notes to the financial statements for the year ended 31 December 2013 (continued)

6 Creditors: amounts falling due within one year

| | 2013 | 2012 |
|------------------------------------|--------|--------|
| | £'000 | £'000 |
| Amounts owed to group undertakings | 19,558 | 20,039 |

Amounts owed to group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

7 Creditors: amounts falling due after more than one year

| | 2013 | 2012 |
|--|-------|-------|
| | £'000 | £'000 |
| 7,500,000 (2012: 7,500,000) cumulative redeemable convertible preference shares of £1 each | 7,500 | 7,500 |

The cumulative redeemable convertible preference shares were redeemable by the company on or before 1 July 2000 or as soon thereafter as the company shall be able to comply with the provisions of the 2006 Companies Act affecting the redemption of redeemable shares. However, the company has been unable to redeem the shares due to not having sufficient distributable reserves

The cumulative redeemable convertible preference shares were convertible into fully paid ordinary shares on the basis of one ordinary share for every £13.20 nominal value of convertible shares so converted. The right to convert ceased to be exercisable on 1 July 2000.

The cumulative redeemable convertible preference shares are entitled to a 6% dividend per annum with effect from 7 August 1995, although the right to receive these dividends has been waived by the shareholders of these shares.

The holders of the cumulative redeemable preference shares have confirmed that it is their intention not to take steps to require the company to redeem such shares, if as a result, the company would be unable to pay its debts as they fall due or if it did not have sufficient distributable reserves to do so.

The voting and dividend rights, and rights in the event of the company being wound up, attaching to each class of shares are complex and vary depending upon future events. These are explained fully in the Articles of Association of the company, which can be obtained from Companies House.

Speciality Care Limited

Notes to the financial statements for the year ended 31 December 2013 (continued)

8 Called up share capital

| | 2013 | 2012 |
|---|------------|------------|
| | £'000 | £'000 |
| Authorised | | |
| 3,058,782 (2012: 3,058,782) ordinary shares of 10p each | 306 | 306 |
| 441,218 (2012: 441,218) deferred shares of 10p each | 44 | 44 |
| | 350 | 350 |
| Allotted, called-up and fully paid | | |
| 1,818,183 (2012: 1,818,183) ordinary shares of 10p each | 182 | 182 |

9 Reserves

| | Capital redemption reserve | Share premium account | Profit and loss account |
|-------------------------------|----------------------------|-----------------------|-------------------------|
| | £'000 | £'000 | £'000 |
| At 1 January 2013 | 44 | 1,186 | (23,777) |
| Profit for the financial year | - | - | 351 |
| At 31 December 2013 | 44 | 1,186 | (23,026) |

10 Reconciliation of movements in shareholders' deficit

| | 2013 | 2012 |
|--|-----------------|-----------------|
| | £'000 | £'000 |
| Profit for the financial year | 351 | 481 |
| Net decrease in shareholders' deficit | 351 | 481 |
| Opening shareholders' deficit | (21,965) | (22,446) |
| Closing shareholders' deficit | (21,614) | (21,965) |

Speciality Care Limited

Notes to the financial statements for the year ended 31 December 2013 (continued)

11 Contingent liabilities

At 31 December 2013, borrowings of a fellow group undertaking were secured by fixed and floating charges over all the assets of the company.

12 Ultimate parent company and controlling party

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

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

Priory Group No. 1 Limited is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 31 December 2013. Priory Group No. 3 PLC is the parent undertaking of the smallest group of undertakings to consolidate these financial statements at 31 December 2013. 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.