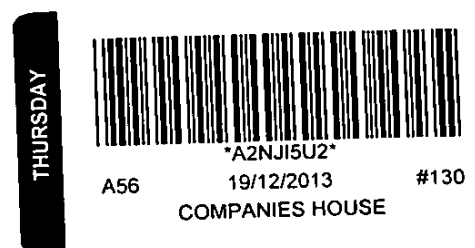


Acorn Care Limited

REPORT AND FINANCIAL STATEMENTS

31 March 2013

Company Registration No 03147293



Acorn Care Limited

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Acorn Care Limited

DIRECTORS AND ADVISORS

DIRECTORS

JC Ball
DBJ Sweetland

REGISTERED OFFICE

2nd Floor Bezant House
Bradgate Park View
Chellaston
Derbyshire
DE73 5UH

AUDITOR

Baker Tilly UK Audit LLP
Chartered Accountants
Festival Way
Stoke-on-Trent
Staffordshire
ST1 5BB

Acorn Care Limited

DIRECTORS' REPORT

The directors present their report and the audited financial statements for the year ended 31 March 2013

PRINCIPAL ACTIVITIES

The principal activity of the company is the provision of learning disability and mental health services

BUSINESS REVIEW

The directors consider the performance of the company to be satisfactory. The company has continued to operate profitably during the year and the directors are confident of future profitability.

The results for the year are shown in the profit and loss account on page 7.

The company's patients and service users are mainly funded by the public sector. During the year the company has continued to put significant effort into building relationships with NHS Specialised Commissioning Groups, local authorities and other public sector purchasing agencies and this has translated to consistently high occupancy levels.

An important part of the company's activities is the strength of its property portfolio of healthcare facilities. In this context, the company's strategy includes the on-going economic development of the property portfolio and a regular refurbishment programme.

KEY PERFORMANCE INDICATORS

Financial Performance

The company prepares detailed financial budgets for all of its facilities and operations, against which actual performance is monitored. A key area is occupancy and the company monitors levels in order to manage profitability.

Quality and Compliance with Regulations

The company operates in a highly regulated environment, being registered with the Care Quality Commission. The quality of care provided by the company and its compliance with regulation are monitored in a structured manner and subject to continuous review by the senior managers and executive directors.

Position at the year end

The company's performance against these measures was satisfactory at the year end.

FUTURE DEVELOPMENTS

The directors are confident the current level of performance will be maintained in the future.

RISKS AND UNCERTAINTIES

The company is exposed to a variety of risks that could affect the performance of the business. The Board is responsible for maintaining a risk management programme that seeks to identify, manage and mitigate business risk.

Customer and Price risk

The company's main customer is the NHS and any changes in government purchasing policy away from the independent sector would constitute a risk. NHS, government bodies and local authorities will be under pressure to cut spending, which represents a risk to the business in terms of fees for new admissions and inflationary increases on fees for existing users of the services.

Acorn Care Limited

DIRECTORS' REPORT

Wherever possible the company mitigates price risk through negotiating long term contracts for patients and service users with fixed price agreements and it is committed to working with its purchasers to find solutions that provide demonstrable value for money. In an increasingly competitive market, the strategy is to continue to focus on providing high quality person-centred services at fee levels which are competitive and represent good value.

Credit risk

The company has limited exposure to this risk as counterparties are all local NHS, governmental departments and local authorities.

Health and safety risk

Due to the nature of the company's operations, an independent adviser monitors health and safety risk in conjunction with the operations team, to ensure that company policies are adhered to.

DIVIDENDS

No dividend has been paid in the year (2012 £nil)

FINANCIAL INSTRUMENTS

The company operates its business using bank and cash balances, and continues to be supported by its parent company, Lighthouse Healthcare Limited. As such all financial matters are dealt with at a group level. The company does not hold any financial derivative instruments.

MARKET VALUE OF LAND AND BUILDINGS

In the opinion of the directors, the market value of the land and buildings of the company exceeds book values of those assets at 31 March 2013. However, as the company does not adopt a policy of valuation, the excess of market value over book value has not been quantified.

EMPLOYEE INVOLVEMENT AND DISABLED PERSONS

The company's policy is to consult and discuss with employees matters likely to affect employees' interests. Information on matters of concern to employees is given through information bulletins and reports which seek to achieve a common awareness on the part of all employees of the regular and frequent financial and economic factors affecting the company's performance.

The company's policy is to recruit disabled workers for those vacancies that they are able to fill. All necessary assistance with initial training courses is given. Once employed a career plan is developed so as to ensure suitable opportunities for each disabled person. Arrangements are made wherever possible for retraining employees who become disabled to enable them to perform work identified as appropriate to their aptitudes.

DIRECTORS

The directors who have held office since 1 April 2012 were as follows:

JC Ball

DBJ Sweetland (appointed 22 January 2013)

GH Blackoe (resigned 2 October 2012)

TZ Gowers (resigned 22 January 2013)

DJ Cole (resigned 21 September 2012)

Acorn Care Limited

DIRECTORS' REPORT

AUDITORS

Baker Tilly UK Audit LLP, Chartered Accountants, were appointed auditors by the company at 20 July 2010. Pursuant to section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and therefore Baker Tilly UK Audit LLP will continue in office.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

The directors who were in office on the date of approval of these financial statements have confirmed, as far as they are aware, that there is no relevant audit information of which the auditors are unaware. Each of the directors have confirmed that they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that it has been communicated to the auditor.

By order of the board



DBJ Sweetland
Director

23 September 2013

Acorn Care Limited

DIRECTORS' RESPONSIBILITIES IN THE PREPARATION OF FINANCIAL STATEMENTS

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 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 those financial statements, the directors are required to

- a select suitable accounting policies and then apply them consistently,
- b make judgements and accounting estimates that are reasonable and prudent,
- c 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ACORN CARE LIMITED

We have audited the financial statements on pages 7 to 19. 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).

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.

Respective responsibilities of directors and auditor

As more fully explained in the Directors' Responsibilities Statement set out on page 5, 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 International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at [http://www.frc.org.uk/Our-Work/Codes-Standards/Audit-and-assurance/Standards-and-guidance/Standards-and-guidance-for-auditors/Scope-of-audit/UK-Private-Sector-Entity-\(issued-1-December-2010\).aspx](http://www.frc.org.uk/Our-Work/Codes-Standards/Audit-and-assurance/Standards-and-guidance/Standards-and-guidance-for-auditors/Scope-of-audit/UK-Private-Sector-Entity-(issued-1-December-2010).aspx)

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 March 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.

Opinion on other matter prescribed by the Companies Act 2006

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

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where 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.



Ronald Goodwin (Senior Statutory Auditor)

For and on behalf of BAKER TILLY UK AUDIT LLP, Statutory Auditor

Chartered Accountants

Festival Way

Stoke-on-Trent

Staffordshire

ST1 5BB

30 September 2013

Acorn Care Limited
PROFIT AND LOSS ACCOUNT
for the year ended 31 March 2013

	Note	2013 £'000	2012 £'000
TURNOVER	1	10,306	9,217
Cost of sales		(6,590)	(6,053)
GROSS PROFIT		3,716	3,164
Administrative expenses		(615)	(778)
OPERATING PROFIT		3,101	2,386
Interest receivable and similar income	3	9	23
Interest payable and similar charges	4	(8)	(9)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2-5	3,102	2,400
Taxation	6	(800)	(635)
PROFIT FOR THE FINANCIAL YEAR	13	2,302	1,765

The turnover and operating profit for the year arises from the company's continuing operations

No separate Statement of Total Recognised Gains and Losses has been presented as all such gains and losses have been dealt with in the Profit and Loss Account

Acorn Care Limited

BALANCE SHEET

At 31 March 2013

	Note	2013 £'000	2012 £'000
FIXED ASSETS			
Tangible assets	7	7,068	7,279
CURRENT ASSETS			
Debtors – (of which £4,996,000 (2012 £1,375,000) is due after more than one year)	8	5,343	1,473
Cash at bank and in hand		1,116	2,413
		<u>6,459</u>	<u>3,886</u>
CREDITORS Amounts falling due within one year	9	(699)	(610)
NET CURRENT ASSETS		<u>5,760</u>	<u>3,276</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>12,828</u>	<u>10,555</u>
CREDITORS Amounts falling due after more than one year	10	(32)	(38)
PROVISIONS FOR LIABILITIES	11	(250)	(273)
NET ASSETS		<u>12,546</u>	<u>10,244</u>
CAPITAL AND RESERVES			
Called up share capital	12	75	75
Share premium account	13	25	25
Capital redemption reserve	13	25	25
Profit and loss account	13	12,421	10,119
SHAREHOLDER'S FUNDS		<u>12,546</u>	<u>10,244</u>

The financial statements on pages 7 to 19 were approved by the board and authorised for issue on 23 September 2013 and are signed on its behalf by



DBJ Sweetland
Director

Company Registration No 03147293

Acorn Care Limited

RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS

for the year ended 31 March 2013

	2013 £'000	2012 £'000
PROFIT FOR THE FINANCIAL YEAR	2,302	1,765
Net addition to shareholder's funds	2,302	1,765
Opening shareholder's funds	10,244	8,479
CLOSING SHAREHOLDER'S FUNDS	12,546	10,244

Acorn Care Limited

ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements

BASIS OF PREPARATION

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards

Under Financial Reporting Standard 1 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 published consolidated financial statements

The group has taken advantage of the exemption contained in Financial Reporting Standard 8 and has therefore not disclosed transactions or balances with entities which form part of the Lighthouse Healthcare Limited group and are 100% owned

GOING CONCERN

The financial statements have been prepared on the going concern basis, which assumes that the company will be able to continue to trade for the foreseeable future. A written pledge has been made between the holding company and Acorn Care Limited to offer support to ensure that the company can continue to trade and meet its liabilities as they fall due

The group has bank funding in place until October 2017, with headroom on current and forecast performance to meet its obligations. The group currently hedges 80% of its bank debt to mitigate the risk of increased interest costs as a result of adverse LIBOR fluctuations

The company's main customer continues to be the NHS and any changes in government purchasing policy would constitute a risk. Since the Winterbourne View abuse scandal in May 2011, the learning disability hospital sector has come under increased pressure and the directors believe that the Department of Health review announced in December 2012 may impact on the future financial performance of the company and group. The financial effect of this review is not quantifiable at the date of the approval of these accounts but the directors believe the company and group are well positioned to adapt to market demands and are confident the business can be sustained in the future

NHS, government bodies and local authorities continue to be under pressure to cut spending, which represents a risk to the business in terms of fees for new admissions and inflationary increases on fees for existing users of the services. Wherever possible the company mitigates price risk through negotiating long term contracts for patients and service users with fixed price agreements and it is committed to working with its purchasers to find solutions that provide demonstrable value for money. In an increasingly competitive market, the strategy is to continue to focus on providing high quality person-centred services at fee levels which are competitive and represent good value

On this basis the directors consider it appropriate to prepare financial statements on a going concern basis

TANGIBLE FIXED ASSETS

Tangible fixed assets are stated at cost, net of depreciation and any provision for impairment. Depreciation is provided on all tangible fixed assets other than freehold land at rates calculated to write each asset down to its estimated residual value evenly over its expected useful life, as follows

Freehold buildings	-	50 years straight line
Plant and equipment	-	3 to 10 years straight line
Motor vehicles	-	4 to 5 years straight line

All costs in relation to new developments are capitalised up to the date of registration

Acorn Care Limited

ACCOUNTING POLICIES

LEASED ASSETS AND OBLIGATIONS

Where the company enters into a lease which entails taking substantially all the risks and rewards of ownership of an asset, the lease is treated as a 'finance lease'. The asset is recorded in the balance sheet as a tangible fixed asset and is depreciated over its estimated useful life. Future instalments under such leases, net of finance charges, are included within creditors. Rentals payable are apportioned between the finance element, which is charged to the profit and loss account, and the capital element which reduces the outstanding obligation for future instalments.

All other leases are accounted for as 'operating leases' and the rental charges are charged to the profit and loss account on a straight line basis over the life of the lease.

RETIREMENT BENEFITS

The company operates a defined contribution scheme. The amount charged to the profit and loss account in respect of pension costs and other post retirement benefits is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

DEFERRED TAXATION

Deferred tax is recognised in respect of 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. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which 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 on a non-discounted basis.

TURNOVER

Turnover represents the amounts derived from the provision of learning disability and mental health services to customers during the year. Turnover relating to the provision of learning disability and mental health services is recognised at the beginning of the month to which it relates.

Acorn Care Limited

NOTES TO THE FINANCIAL STATEMENTS

for the year ended 31 March 2013

1 TURNOVER

In the opinion of the directors there is only one class of business, being the provision of learning disability and mental health services. All turnover is derived in the UK.

2 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

	2013 £'000	2012 £'000
Profit on ordinary activities before taxation is stated after charging		
Depreciation and other amounts written off tangible fixed assets		
Charge for the year		
- Owned assets	273	278
- Leased assets	76	74
(Profit) / Loss on disposal of fixed assets	(3)	3
Operating lease rentals		
- Other	141	137
- Plant and Machinery	11	10

The remuneration of the auditors in respect of services provided to the company in the current and previous financial year was borne by the parent company, Lighthouse Healthcare Limited

An estimate of the fees in relation to the company is £6,000 (2012 £6,000) for audit services, £1,000 (2012 £1,000) in respect of tax compliance

3 INTEREST RECEIVABLE AND SIMILAR INCOME

	2013 £'000	2012 £'000
Bank interest receivable	9	23

4 INTEREST PAYABLE AND SIMILAR CHARGES

	2013 £'000	2012 £'000
Interest payable on finance leases	7	9
Other interest costs	1	-
	8	9

Acorn Care Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2013

5 EMPLOYEES

The average number of persons employed by the company (including directors) during the year, analysed by category, was as follows

	2013 Number	2012 Number
Directors	3	4
Management and administration	12	13
Nursing and other staff	217	207
	<hr/>	<hr/>
	232	224
	<hr/>	<hr/>

The aggregate payroll costs of these persons were as follows

	2013 £'000	2012 £'000
Wages and salaries	4,299	4,204
Social security costs	366	378
Pension	21	21
	<hr/>	<hr/>
	4,686	4,603
	<hr/>	<hr/>

The directors received no emoluments for services to the company during the year (2012 £nil) The directors received remuneration for services to Lighthouse Healthcare Limited of which Acorn Care Limited is a subsidiary undertaking. However, the proportion attributable to their services to Acorn Care Limited is not separately identifiable.

Acorn Care Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2013

6 TAXATION

a) Analysis of charge in the year	2013 £'000	2012 £'000
UK corporation tax	200	-
Payment for group relief	624	660
Adjustments in respect of prior years	(1)	21
Total current tax	823	681
Deferred taxation		
Origination and reversal of timing differences	(12)	(4)
Adjustments in respect of previous periods	(11)	(42)
Total deferred tax	(23)	(46)
Tax on profit on ordinary activities	800	635

b) Factors affecting tax charge for the year

The tax assessed for the year is higher (2012 higher) than the average standard rate of corporation tax in the UK being 24% (2012 26%). The differences are explained below

	2013 £'000	2012 £'000
Profit on ordinary activities before taxation	3,102	2,400
Corporation tax at the average standard rate 24% (2012 26%)	744	624
Expenses not deductible for tax purposes	22	24
Capital allowances in excess of depreciation	13	4
UK/UK transfer pricing adjustment	42	8
Adjustment in respect of prior years	(1)	21
Other timing differences	3	-
Total current tax	823	681

Acorn Care Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2013

7 TANGIBLE FIXED ASSETS

	Freehold land and buildings £'000	Plant and equipment £'000	Motor vehicles £'000	Total £'000
<i>Cost</i>				
At beginning of year	7,232	1,279	379	8,890
Additions	-	80	62	142
Disposals	-	-	(18)	(18)
At end of year	7,232	1,359	423	9,014
<i>Depreciation</i>				
At beginning of year	596	859	156	1,611
Charge for the year	127	128	94	349
On disposals	-	-	(14)	(14)
At end of year	723	987	236	1,946
<i>Net book value</i>				
At 31 March 2013	6,509	372	187	7,068
At 31 March 2012	6,636	420	223	7,279

The net book value of motor vehicles includes £150,000 (2012 £169,000) in respect of fixed assets held under finance leases and hire purchase contracts. Depreciation charged for the year on these assets was £76,000 (2012 £74,000).

Included in freehold land and buildings is land with a value of £855,000 (2012: £855,000) which is not depreciated.

8 DEBTORS

	2013 £'000	2012 £'000
<i>Due within one year</i>		
Trade debtors	323	88
Other debtors	1	-
Prepayments and accrued income	23	10
	347	98
<i>Due after more than one year</i>		
Amounts owed by group undertakings	4,996	1,375
	5,343	1,473

Acorn Care Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2013

9 CREDITORS Amounts falling due within one year

	2013 £'000	2012 £'000
Obligations under finance leases (see note 10)	53	69
Trade creditors	146	155
Corporation tax	200	-
Other taxation and social security costs	111	193
Other creditors	3	15
Accruals and deferred income	186	178
	<u>699</u>	<u>610</u>

10 CREDITORS Amounts falling due after more than one year

	2013 £'000	2012 £'000
Obligations under finance leases	32	38
	<u>32</u>	<u>38</u>

The maturity of obligations under finance leases is as follows

	2013 £'000	2012 £'000
Within one year	53	69
Between one and two years	24	38
In the second to fifth years	8	-
	<u>85</u>	<u>107</u>

Obligations under finance leases are secured against the underlying assets

Acorn Care Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2013

11 PROVISIONS FOR LIABILITIES

	Deferred tax £'000
At beginning of year	273
Credit for the year	(23)
At end of year	250

The amounts provided for deferred taxation are set out below	2013 £'000	2012 £'000
Difference between accumulated depreciation and capital allowance	250	273

12 CALLED UP SHARE CAPITAL

	2013 £'000	2012 £'000
Allotted, called up and fully paid		
72,000 'A' Ordinary shares of £1 each	72	72
3,000 'B' Ordinary shares of £1 each	3	3
	75	75

A and B shares rank pari passu in all respects, save for on payment of dividends where the directors may differentiate between the classes as to the amount or percentage of dividend payable

Acorn Care Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2013

13 RESERVES

	Capital redemption reserve £'000	Share premium account £'000	Profit and loss account £'000
At beginning of year	25	25	10,119
Profit for the financial year	-	-	2,302
At end of year	25	25	12,421

14 COMMITMENTS UNDER OPERATING LEASES

Annual commitments under non cancellable operating leases are as follows

	2013 Property £'000	2013 Other £'000	2012 Property £'000	2012 Other £'000
Operating leases which expire				
Within one year	-	1		1
Between two and five years	-	9	-	10
More than five years	141	-	137	-
Total	141	10	137	11

15 PENSION SCHEME

The company operates a defined contribution pension scheme that is administered independently to the company. The contributions for the year were £21,000 (2012 £21,000). There were £2,000 (2012 £2,000) of outstanding contributions at the end of the year which are included in other creditors.

16 CONTINGENT LIABILITIES

The company, along with other members of the Lighthouse Healthcare Limited group, is a guarantor in respect of the parent company loans with the Bank of Scotland. At the balance sheet date the loans outstanding amounted to £62,334,000 (2012 £63,289,000).

The company is also a guarantor, along with other members of the Lighthouse Healthcare Limited group, in respect of the parent company loans with Alcentra Mezzanine No 1 Fund LP, Alcentra Mezzanine QPAM Fund LP, Alcentra Mezzanine Fund II (No 1) Limited Partnership and Alcentra Mezzanine Fund II (No 2 Unlevered) Limited Partnership. At the balance sheet date the loans outstanding amounted to £14,945,000 (2012 £13,705,000).

The loans are secured by legal charges dated 19 October 2007 and 22 December 2009 securing the debt against the company's freehold property by way of a fixed charge and the remainder of the company's assets by way of a floating charge. In terms of security, the Alcentra debt ranks secondary to the Bank of Scotland senior debt.

Acorn Care Limited

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2013

17 ULTIMATE PARENT COMPANY

The directors consider that the ultimate parent undertaking is Lighthouse Healthcare Limited. Lighthouse Healthcare Limited is the immediate parent company, and is the smallest and largest group for which consolidated accounts including Acorn Care Limited are prepared.

The consolidated accounts of Lighthouse Healthcare Limited are available from

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ