

Affinity Hospitals Limited

Annual Report and Unaudited Financial Statements

for the Year Ended 31 December 2016

Registration number: 03966451

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Affinity Hospitals Limited

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Affinity Hospitals Limited

Company Information

Directors	Trevor Torrington
	Nigel Myers
Company secretary	David Hall
Registered office	Fifth Floor
	80 Hammersmith Road
	London
	W14 8UD

Affinity Hospitals Limited

Strategic Report for the Year Ended 31 December 2016

The directors present their strategic report for the year ended 31 December 2016.

Fair review of the business

The results for the year are set out in the profit and loss account on page 5 and the position of the company as at the year end is set out in the balance sheet on page 7.

The company's management is satisfied with the performance for the year.

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 Partnerships in Care UK 1 Limited, an intermediate parent of the company, is discussed in the group's financial statements which includes the company and 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 principle risks and uncertainties of Partnerships in Care UK 1 Limited, which include those of the company, are discussed in the group's financial statements which do not form part of this report.

Approved by the Board on 22 September 2017 and signed on its behalf by:



.....
David Hall
Company secretary

Affinity Hospitals Limited

Directors' Report for the Year Ended 31 December 2016

The directors present their report and the unaudited financial statements for the year ended 31 December 2016.

Principal activity

The principal activity of the company is to act as a holding company.

Directors' of the company

The directors, who held office during the year and up to the date of signing the financial statements were as follows:

Tom Riall (resigned 30 November 2016)

Mark Moran (resigned 1 March 2016)

Trevor Torrington (appointed 30 November 2016)

Nigel Myers (appointed 30 November 2016)

Dividends

The directors do not recommend the payment of a final dividend (2015: £nil). No dividends were paid during the year (2015: £nil).

Financial instruments

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 Partnerships in Care UK 1 Limited, which include those of the company, are discussed in the group's financial statements which do not form part of this report.

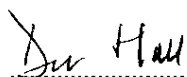
Future developments

The future developments of the company are aligned to the strategy of the UK group, headed by Partnerships in Care UK 1 Limited. The group's strategy for the future development of the business is included in the group's financial statements, which do not form part of this report.

Going concern

The intermediate parent company, Partnerships in Care UK 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.

Approved by the Board on 22 September 2017 and signed on its behalf by:



David Hall
Company secretary

Affinity Hospitals Limited

Statement of Directors' Responsibilities

The directors are responsible for preparing the Annual 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 Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including FRS 101 'Reduced Disclosure Framework' ('FRS 101'). 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 apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether FRS 101 has 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.

Affinity Hospitals Limited

Profit and Loss Account for the Year Ended 31 December 2016

	Note	2016 £ 000	2015 £ 000
Turnover		-	-
Administrative expenses		<u>(15)</u>	<u>(38)</u>
Operating loss	4	(15)	(38)
Interest payable and similar charges	5	<u>(30)</u>	<u>(29)</u>
Loss before tax		(45)	(67)
Tax on loss on ordinary activities	7	<u>214</u>	<u>317</u>
Profit for the year		<u>169</u>	<u>250</u>

The above results were derived from continuing operations.

Affinity Hospitals Limited

Statement of Comprehensive Income for the Year Ended 31 December 2016

	Note	2016 £ 000	2015 £ 000
Profit for the year		<u>169</u>	<u>250</u>
Total comprehensive income for the year		<u>169</u>	<u>250</u>

The notes on pages 9 to 17 form an integral part of these financial statements.

Affinity Hospitals Limited

(Registration number: 03966451)
Balance Sheet as at 31 December 2016

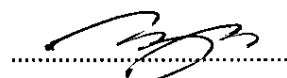
	Note	2016 £ 000	2015 £ 000
Fixed assets			
Tangible assets	8	2	17
Investments	9	-	-
		<u>2</u>	<u>17</u>
Current assets			
Debtors	10	296	422
Creditors: Amounts falling due within one year	11	<u>(14,713)</u>	<u>(15,023)</u>
Net current liabilities		<u>(14,417)</u>	<u>(14,601)</u>
Total assets less current liabilities		(14,415)	(14,584)
Creditors: Amounts falling due after more than one year		<u>(909)</u>	<u>(909)</u>
Net liabilities		<u>(15,324)</u>	<u>(15,493)</u>
Capital and reserves			
Called up share capital	13	-	-
Share premium reserve		50	50
Profit and loss account		<u>(15,374)</u>	<u>(15,543)</u>
Shareholders' deficit		<u>(15,324)</u>	<u>(15,493)</u>

For the financial year ending 31 December 2016 the company was entitled to exemption from audit under section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476; and
- The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

Approved by the Board on 22 September 2017 and signed on its behalf by:



Nigel Myers

Director

The notes on pages 9 to 17 form an integral part of these financial statements.

Affinity Hospitals Limited

Statement of Changes in Equity for the Year Ended 31 December 2016

	Share capital £ 000	Share premium £ 000	Retained earnings £ 000	Total £ 000
At 1 January 2016	-	50	(15,543)	(15,493)
Profit for the year	-	-	169	169
Total comprehensive income	-	-	169	169
At 31 December 2016	-	50	(15,374)	(15,324)

	Share capital £ 000	Share premium £ 000	Retained earnings £ 000	Total £ 000
At 1 January 2015	-	50	(15,793)	(15,743)
Profit for the year	-	-	250	250
Total comprehensive income	-	-	250	250
At 31 December 2015	-	50	(15,543)	(15,493)

The notes on pages 9 to 17 form an integral part of these financial statements.

Affinity Hospitals Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2016

1 General information

The company is a private company limited by share capital incorporated and domiciled in United Kingdom.

The address of its registered office is:

Fifth Floor
80 Hammersmith Road
London
W14 8UD
United Kingdom

These financial statements were authorised for issue by the Board on 22 September 2017.

2 Accounting policies

Summary of significant accounting policies and key accounting estimates

The principal accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework.

The financial statements are presented in sterling, rounded to the nearest thousand.

Summary of disclosure exemptions

FRS 101 sets out a reduced disclosure framework for a "qualifying entity" as defined in the standard which addresses the financial reporting requirements and disclosure exemptions in the individual financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of EU-adopted IFRS.

The Company is a qualifying entity for the purposes of FRS 101. Note 14 gives details of the Company's ultimate parent and from where its consolidated financial statements prepared in accordance with IFRS may be obtained.

The principle disclosure exemptions adopted by the Company in accordance with FRS 101 are as follows:

- Statement of cash flows;
- IFRS 7 financial instrument disclosures;
- IAS 1 information on management of capital;
- IAS 8 disclosures in respect of new standards and interpretations that have been issued but which are not yet effective;
- IAS 24 disclosure of key management personnel compensation;
- IAS 24 disclosures in respect of related party transactions entered into between fellow group companies (the company had no other related party transactions); and
- Roll-forward reconciliations in respect of share capital (IAS 1) and property, plant and equipment (IAS 16).

Affinity Hospitals Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2016 (continued)

2 Accounting policies (continued)

Going concern

The financial statements have been prepared on a going concern basis. The intermediate parent company, *Partnerships in Care UK 1 Limited*, has confirmed that it will continue to provide financial support to the company for the foreseeable future and for at least 12 months from the date of approval of these financial statements. Accordingly the financial statements have been prepared on the going concern basis.

Exemption from preparing group accounts

The financial statements contain information about Affinity Hospitals Limited as an individual company and do not contain consolidated financial information as the parent of a group.

The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its parent, *Partnerships in Care UK 1 Limited*, a company incorporated in United Kingdom.

Changes in accounting policy

None of the standards, interpretations and amendments effective for the first time from 1 January 2016 have had a material effect on the financial statements.

Tax

The tax expense for the period comprises current and deferred tax. Tax is recognised in profit or loss, except that a change attributable to an item of income or expense recognised as other comprehensive income is also recognised directly in other comprehensive income.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates taxable income.

Deferred income tax is recognised on temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements and on unused tax losses or tax credits in the company. Deferred income tax is determined using tax rates and laws that have been enacted or substantively enacted by the reporting date.

The carrying amount of deferred tax assets are reviewed at each reporting date and a valuation allowance is set up against deferred tax assets so that the net carrying amount equals the highest amount that is more likely than not to be recovered based on current or future taxable profit.

Payment is generally made for group relief at the current tax rate at the time of first estimating the tax provision. To the extent that amendments are subsequently made to the group relief plan, there is generally no payment or receipt in respect of the change.

Tangible assets

Property, plant and equipment is stated in the statement of financial position at cost, less any subsequent accumulated depreciation and subsequent accumulated impairment losses.

The cost of property, plant and equipment includes directly attributable incremental costs incurred in their acquisition and installation.

Depreciation

Depreciation is charged so as to write off the cost of assets, other than land and properties under construction over their estimated useful lives, as follows:

Affinity Hospitals Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2016 (continued)

2 Accounting policies (continued)

Asset class

Fixture and fittings

Depreciation method and rate

over 3 to 16 years

Investments

Investments in securities are classified on initial recognition as available-for-sale and are carried at fair value, except where their fair value cannot be measured reliably, in which case they are carried at cost, less any impairment.

Unrealised holding gains and losses other than impairments are recognised in other comprehensive income. On maturity or disposal, net gains and losses previously deferred in accumulated other comprehensive income are recognised in income.

Interest income on debt securities, where applicable, is recognised in income using the effective interest method. Dividends on equity securities are recognised in income when receivable.

Trade debtors

Trade receivables are amounts due from customers for merchandise sold or services performed in the ordinary course of business. If collection is expected in one year or less (or in the normal operating cycle of the business if longer), they are classified as current assets. If not, they are presented as non-current assets.

Trade receivables are recognised initially at the transaction price. They are subsequently measured at amortised cost using the effective interest method, less provision for impairment. A provision for the impairment of trade receivables is established when there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the receivables.

Trade creditors

Trade payables are obligations to pay for goods or services that have been acquired in the ordinary course of business from suppliers. Accounts payable are classified as current liabilities if payment is due within one year or less (or in the normal operating cycle of the business if longer). If not, they are presented as non-current liabilities.

Trade payables are recognised initially at the transaction price and subsequently measured at amortised cost using the effective interest method.

Borrowings

All borrowings are initially recorded at the amount of proceeds received, net of transaction costs. Borrowings are subsequently carried at amortised cost, with the difference between the proceeds, net of transaction costs, and the amount due on redemption being recognised as a charge to the income statement over the period of the relevant borrowing.

Interest expense is recognised on the basis of the effective interest method and is included in finance costs.

Borrowings are classified as current liabilities unless the company has an unconditional right to defer settlement of the liability for at least 12 months after the reporting date.

Impairment of non-financial assets

Property, plant and equipment is tested for impairment by management when a trigger event that might affect asset values has occurred. An impairment loss is recognised in the profit and loss account to the extent that the carrying amount cannot be recovered either by selling the asset or by the discounted future earnings from an income-generating unit, which is an individual business operational unit.

Affinity Hospitals Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2016 (continued)

2 Accounting policies (continued)

Share capital

Ordinary shares are classified as equity. Equity instruments are measured at the fair value of the cash or other resources received or receivable, net of the direct costs of issuing the equity instruments. If payment is deferred and the time value of money is material, the initial measurement is on a present value basis.

3 Critical accounting judgements and key sources of estimation uncertainty

The preparation of the financial statements requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the financial statements and the reported amounts of revenue and expenses during the period then ended. Management bases its estimates on historical experience and various other assumptions that are considered to be reasonable in the particular circumstances. Actual results may differ from these estimates.

Estimates are used in accounting for allowances for uncollected receivables, depreciation, taxes and contingencies. Estimates and assumptions are reviewed periodically and the effects of the revision are reflected in the financial statements in the period that an adjustment is determined to be required.

Significant accounting judgements have been applied with respect to the valuation of deferred tax assets. Deferred tax assets and liabilities require management judgement in determining the amounts to be recognised. In particular, judgement is used when assessing the extent to which deferred tax assets should be recognised with consideration given to the timing and level of future taxable income.

4 Operating profit

Arrived at after charging/(crediting)

	2016	2015
	£ 000	£ 000
Depreciation expense	<u>15</u>	<u>38</u>

5 Interest payable and similar charges

	2016	2015
	£ 000	£ 000
Interest expense on other financing liabilities	<u>30</u>	<u>29</u>

6 Directors' remuneration

The costs relating to the directors' services have been borne by Priory Central Services Limited, a fellow group company. No amounts (2015: £nil) 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.

The company has no employees.

Affinity Hospitals Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2016 (continued)

7 Income tax

Tax charged/(credited) in the profit and loss account

	2016 £ 000	2015 £ 000
Current taxation		
UK corporation tax	(200)	(340)
Deferred taxation		
Arising from origination and reversal of temporary differences	<u>(14)</u>	<u>23</u>
Tax receipt in the profit and loss account	<u>(214)</u>	<u>(317)</u>

The tax on profit before tax for the year is lower than the standard rate of corporation tax in the UK (2015 - lower than the standard rate of corporation tax in the UK) of 20% (2015 - 20.25%).

The differences are reconciled below:

	2016 £ 000	2015 £ 000
Loss before tax	<u>(45)</u>	<u>(67)</u>
Corporation tax at standard rate	(9)	(14)
Increase (decrease) in current tax from adjustment for prior periods	21	-
Increase (decrease) from transfer pricing adjustments	(214)	(313)
Deferred tax expense (credit) from unrecognised temporary difference from a prior period	(18)	-
Deferred tax expense (credit) relating to changes in tax rates or laws	<u>6</u>	<u>10</u>
Total tax credit	<u>(214)</u>	<u>(317)</u>

The standard rate of corporation tax in the UK changed from 21% to 20% with effect from 1 April 2015. Accordingly, the company's profits for this accounting year are taxed at an effective rate of 20.00% (2015: 20.25%).

The main rate of corporation tax has been reduced from 20% to 19% with effect from 1 April 2017 and from 19% to 17% with effect from 1 April 2020. These rate reductions were substantively enacted before the year end and as the directors consider the deferred tax balances are expected to largely reverse after 1 April 2020, the tax rate used for deferred tax at the year end is 17%.

Affinity Hospitals Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2016 (continued)

7 Income tax (continued)

Deferred tax

Deferred tax assets and liabilities

	Asset £ 000
2016	
Accelerated tax depreciation	96
Other items	-
	<u>96</u>
2015	
Accelerated tax depreciation	81
Other items	1
	<u>82</u>

Deferred tax movement during the year:

	At 1 January 2016 £ 000	Recognised in income £ 000	At 31 December 2016 £ 000
Accelerated tax depreciation	81	15	96
Other items	1	(1)	-
Net tax assets/(liabilities)	<u>82</u>	<u>14</u>	<u>96</u>

Deferred tax movement during the prior year:

	At 1 January 2015 £ 000	Recognised in income £ 000	At 31 December 2015 £ 000
Accelerated tax depreciation	103	(22)	81
Other items	2	(1)	1
Net tax assets/(liabilities)	<u>105</u>	<u>(23)</u>	<u>82</u>

Deferred tax assets relating to deductible temporary differences are recognised if it is probable that they can be offset against future taxable profits or existing temporary differences. On the basis of the approved business plans, it is considered probable that the temporary differences can be offset against future taxable profits.

Affinity Hospitals Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2016 (continued)

8 Tangible assets

	Furniture, fittings and equipment £ 000	Total £ 000
Cost or valuation		
At 1 January 2016	1,119	1,119
Disposals	<u>(60)</u>	<u>(60)</u>
At 31 December 2016	<u>1,059</u>	<u>1,059</u>
Depreciation		
At 1 January 2016	1,102	1,102
Charge for the year	15	15
Eliminated on disposal	<u>(60)</u>	<u>(60)</u>
At 31 December 2016	<u>1,057</u>	<u>1,057</u>
Carrying amount		
At 31 December 2016	<u>2</u>	<u>2</u>
At 31 December 2015	<u>17</u>	<u>17</u>

Affinity Hospitals Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2016 (continued)

9 Investments

Subsidiaries	£ 000
Cost or valuation	
At 1 January 2016	-
At 31 December 2016	-
Carrying amount	
At 31 December 2016	-

Details of the subsidiaries as at 31 December 2016 are as follows:

Name of subsidiary	Principal activity	Country of incorporation and principal place of business	Proportion of ownership interest and voting rights held	
			2016	2015
Cheadle Royal Healthcare Limited*	Private healthcare	United Kingdom	100%	100%
Middleton St George Healthcare Limited*	Private healthcare	United Kingdom	100%	100%
Cheadle Royal Hospital Limited	Non trading	United Kingdom	100%	100%
Cheadle Royal Residential Services Limited	Non trading	United Kingdom	100%	100%

* indicates directly held subsidiary

10 Trade and other debtors

	2016 £ 000	2015 £ 000
Income tax asset	200	340
Deferred tax assets	96	82

11 Creditors: amounts falling due within one year

	2016 £ 000	2015 £ 000
Amounts due to group undertakings	14,713	15,023

Amounts owed to group undertakings are unsecured, non-interest bearing and repayable on demand.

Affinity Hospitals Limited

Notes to the Unaudited Financial Statements for the Year Ended 31 December 2016 (continued)

12 Loans and borrowings

	2016 £ 000	2015 £ 000
Non-current loans and borrowings		
Amounts owed to group undertakings	<u>909</u>	<u>909</u>

Amounts owed to group undertakings are unsecured, bear interest at December 2014 LIBOR plus 2.25% per annum and are payable on demand. It is not expected that the demand would be made or that these amounts will be paid within one year and accordingly these amounts have been shown as amounts falling due after more than one year.

13 Share capital

Allotted, called up and fully paid shares

	No. 000	2016 £ 000	No. 000	2015 £ 000
A ordinary shares of £0.01 each	12	-	12	-
B ordinary shares of £0.01 each	<u>6</u>	<u>-</u>	<u>6</u>	<u>-</u>
	<u>18</u>	<u>-</u>	<u>18</u>	<u>-</u>

14 Parent and ultimate parent undertaking

The company's immediate parent is Affinity Hospitals Group Limited.

The ultimate parent is Acadia Healthcare Company Inc..

The parent of the largest group in which these financial statements are consolidated is Acadia Healthcare Company Inc., incorporated in the United States of America. The address of Acadia Healthcare Company Inc. is 830 Crescent Centre Drive, Suite 610, Franklin, TN 37067, United States of America.

The parent of the smallest group in which these financial statements are consolidated is Partnerships in Care UK 1 Limited, incorporated in the United Kingdom. The address of Partnerships in Care UK 1 Limited is Fifth Floor, 80 Hammersmith Road, London, W14 8UD, United Kingdom.