Burnside Care Limited

Annual report and financial statements

for the year ended 31 December 2012

Registered number: 5628124

Burnside Care Limited
Annual report and financial statements
for the year ended 31 December 2012
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Burnside Care Limited

Directors' report for the year ended 31 December 2012

The directors present their report and the audited financial statements of the company for the year ended 31 December 2012

Principal activities and review of business
The principal activity of the company is the provision of a care home 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 8

The company is focussed on the healthcare sector and the performance of the company can be impacted by external factors The principal factors are changes in the UK government's policy towards outsourcing of healthcare, changes in the regulatory regime and competitive threats from other independent providers Management uses a range of financial and non-financial indicators to manage the business These are derived from all areas of the business and include sales growth by unit, occupancy and profit margins achieved Operating profit margins have decreased from 35 0% in 2011 to 30 9% in 2012

Further information regarding the operations and key performance indicators of the group are set out in the directors' report of Priory Group No 1 Limited

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, are 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

Directors' report for the year ended 31 December 2012 (continued)

Dividends

The directors do not recommend the payment of a dividend (2011 £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 12 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

Philip Scott	(resigned 28 November 2012)
Jason Lock	
Matthew Franzidis	
Christopher Thompson	(resigned 20 June 2013)
Tom Riall	(appointed 5 April 2013)

Changes in tangible assets

The movements in tangible assets during the year are set out in note 7 to the financial statements The directors believe there is no significant difference between the market value and the balance sheet value of land

Employees

The directors recognise that the continued position of the company in the healthcare sector depends on the quality and motivation of its employees and as such the company is committed to pursue employment policies, which will continue to attract, retain and motivate its employees

Good and effective employee communications are particularly important, and throughout the business it is the directors' policy to promote the understanding by all employees of the company's business aims and performance This is achieved through internal publications, presentations on performance and a variety of other approaches appropriate for a particular location Employees are consulted on issues through workshops, which are run regularly across the group

The directors believe that it is important to recruit and retain capable and caring staff regardless of their sex, marital status, race or religion It is the company's policy to give full and fair consideration to applications for employment from people who are disabled, to continue wherever possible the employment of and to arrange appropriate training for, employees who become disabled and to provide equal opportunities for the career development, training and promotion of disabled employees

Independent auditors

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

Burnside Care Limited

Directors' report for the year ended 31 December 2012 (continued)

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

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

Company law requires the directors to prepare financial statements for each financial year Under that law the directors have 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, and
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements

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
4 September 2013

80 Hammersmith Road
London
England
W14 8UD

Independent auditors' report to the members of Burnside Care Limited

We have audited the financial statements of Burnside Care Limited for the year ended 31 December 2012 which comprise the profit and loss account, the statement of total recognised gains and losses, the note of historical cost profits and losses, the balance sheet, the statement of accounting policies and the related notes 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)

Respective responsibilities of directors and auditors
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 International Standards on Auditing (UK and 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

Scope of the audit of the financial statements
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 If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report

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 December 2012 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

Burnside Care Limited

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

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

Richard Bunter (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Newcastle upon Tyne
4 September 2013

Burnside Care Limited

Profit and loss account for the year ended 31 December 2012

	Note	2012 £'000	2011 £'000
Turnover	1	**1,442**	1,510
Cost of sales		**(934)**	(913)
Gross profit		**508**	597
Administrative expenses		**(62)**	(68)
Operating profit		**446**	529
Interest payable and similar charges	5	**(1)**	-
Profit on ordinary activities before taxation	2	**445**	529
Tax on profit on ordinary activities	6	**(113)**	(119)
Profit for the financial year	13	**332**	410

The results for the current and prior year derive from continuing activities

Burnside Care Limited

Statement of total recognised gains and losses for the year ended 31 December 2012

	Note	2012 £'000	2011 £'000
Profit for the financial year		332	410
Revaluation of properties	7	-	5,825
Total recognised gains for the year		332	6,235

Note of historical cost profits and losses for the year ended 31 December 2012

	2012 £'000	2011 £'000
Reported profit on ordinary activities before taxation	445	529
Difference between historical cost depreciation charge and the actual depreciation charge for the year calculated on the revalued amount	40	30
Historical cost profit for the year before taxation	485	559
Historical cost profit for the financial year	372	440

Burnside Care Limited

Balance sheet as at 31 December 2012

	Note	2012 £'000	2011 £'000
Fixed assets			
Tangible assets	7	**7,610**	7,644
Current assets			
Debtors	8	**136**	77
Cash at bank and in hand		**1**	1
		137	78
Creditors: amounts falling due within one year	9	**(577)**	(897)
Net current liabilities		**(440)**	(819)
Total assets less current liabilities		**7,170**	6,825
Creditors: amounts falling due after more than one year	10	**(7)**	-
Provisions for liabilities	11	**(68)**	(62)
Net assets		**7,095**	6,763
Capital and reserves			
Called up share capital	12	**-**	-
Revaluation reserve	13	**5,651**	5,691
Profit and loss account	13	**1,444**	1,072
Total shareholders' funds	14	**7,095**	6,763

The financial statements on pages 6 to 19 were approved by the board of directors on 4 September 2013 and were signed on its behalf by

Jason Lock
Director

Registered number 5628124

Burnside 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 on the going concern basis in accordance with applicable UK accounting standards, the Companies Act 2006 and under the historical cost convention, as modified by the revaluation of certain tangible assets

In the prior year Burnside Care Limited was subject to a facilities agreement with a fellow group company Craegmoor Facilities Company Limited whereby all costs of sales were borne by Craegmoor Facilities Company Limited and recharged as a management charge in the year

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

Tangible assets and depreciation
The cost of tangible assets is their purchase cost, and any costs directly attributable to bringing them into working condition for their intended use Land and buildings are revalued by independent, professionally qualified valuers at least every five years These valuations are carried out on an existing use, open market value basis, and in the intervening years are updated by the directors with the assistance of independent professional advice as required

Increases in the revalued amounts of land and buildings are credited to revaluation reserves

Freehold land is not depreciated Subsequent to a revaluation, depreciation is based on revalued amounts Depreciation on tangible assets, other than land, is calculated to write off their cost, less estimated residual values, by equal annual instalments on the following bases

Freehold buildings	-	over 50 years
Furniture and fittings	-	over 3, 5 or 10 years
Motor vehicles	-	over the shorter of the lease term and 4 years

Provision is made for any impairment in the period in which it arises The impairment is calculated by comparing the carrying value to the recoverable amount as required by FRS 11, 'Impairment of fixed assets and goodwill' The recoverable amount of land and buildings is taken to be the higher of realisable value and value in use Value in use is determined by reference to the expected future cash flows of the care home, discounted at a risk weighted cost of capital determined from time to time based on the capital structure of the group Realisable value is determined by independent, professional valuers on an existing use, open market value basis

Burnside Care Limited

Statement of accounting policies (continued)

Tangible assets and depreciation (continued)
Provisions for impairment in the carrying value of land and buildings are charged against revaluation reserves in the balance sheet to the extent that they relate to a reversal of prior increases Impairments to below historical cost are charged to the profit and loss account Reversals of previous impairments are credited to the profit and loss account to the extent that they return the asset carrying value to its depreciated historical cost, with any amount over and above that being credited to the revaluation reserve

Leases
Assets acquired under finance leases are capitalised at cost and depreciated over the shorter of the term of the lease and the useful lives for tangible assets set out above The capital element of future rentals is included under creditors Interest is charged to the profit and loss account over the period of the lease in proportion to the balance of the capital payments outstanding Operating lease rentals are charged to the profit and loss account on a straight-line basis over the period of the lease

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 net 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

Group relief
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

Turnover and revenue recognition
Turnover represents the amounts (excluding value added tax) derived from the provision of services to customers Revenue is recognised as the services are provided Revenue invoiced in advance is included in deferred income until service is provided Revenue in respect of services provided but not yet invoiced by the period end is included within accrued income

Notes to the financial statements for the year ended 31 December 2012

1 Turnover

The company's turnover, profit on ordinary activities before taxation and net assets arise primarily from its principal activity of provision of a care home

All turnover and profit on ordinary activities before taxation arose within the United Kingdom and from one class of business

2 Profit on ordinary activities before taxation

Profit on ordinary activities before taxation is stated after charging

	2012	2011
	£'000	£'000
Depreciation of tangible assets		
Owned	**95**	79
Leased	**1**	-
Management charges from fellow subsidiary	**62**	902

The prior year management charges from fellow subsidiary undertakings, Craegmoor Facilities Company Limited and Craegmoor Healthcare Company Limited, relate to an allocation of operating costs incurred on behalf of the company and its fellow subsidiaries

The remuneration of the auditors of £1,000 (2011 £1,000) was borne by another group undertaking

3 Remuneration of directors

The costs relating to the directors' services have been borne by Craegmoor Facilities Company Limited, up to 14 April 2011, and by Priory Central Services Limited since the acquisition of the Craegmoor Group by the Priory Group on 14 April 2011 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

Notes to the financial statements for the year ended 31 December 2012 (continued)

4 Staff numbers and costs

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

	2012 Number	2011 Number
Analysis by activity		
Nursing	24	23
Ancillary	4	4
Administrative	3	3
	31	30

The aggregate payroll costs of these persons were as follows

	2012 £'000	2011 £'000
Wages and salaries	640	-
Social security costs	33	-
Other pension costs	1	-
Management charges in lieu of staff costs	-	681
	674	681

5 Interest payable and similar charges

	2012 £'000	2011 £'000
On finance leases and hire purchase contracts	1	-

Notes to the financial statements for the year ended 31 December 2012 (continued)

6 Tax on profit on ordinary activities

	2012 £'000	2011 £'000
UK corporation tax		
Current tax charge arising in the year	**111**	127
Adjustment in respect of prior periods	**(4)**	-
Total current tax	**107**	127
Deferred tax		
Effect of tax rate change on opening balance	**(6)**	(5)
Adjustment in respect of prior periods	**14**	1
Origination and reversal of timing differences	**(2)**	(4)
Total deferred tax charge/(credit)	**6**	(8)
Total tax charge	**113**	119

The current tax charge of £107,000 (2011 £127,000) on the profit for the year has been relieved by the surrender of losses by other group companies in exchange for payment of the same amount

The standard rate of tax for the year, based on the UK standard rate of corporation tax is 24 49% (2011 26 49%) The actual tax charge for the year is lower (2011 lower) than the standard rate for the reasons set out in the following reconciliation

	2012 £'000	2011 £'000
Profit on ordinary activities before taxation	**445**	529
Tax on profit on ordinary activities at standard rate	**109**	140
Factors affecting charge for the year		
Expenses not deductible for tax purposes	**18**	16
Transfer pricing adjustment	**(18)**	(33)
Capital allowances for the year less than depreciation	**2**	4
Adjustment in respect of prior periods	**(4)**	-
Total current tax charge for the year	**107**	127

Notes to the financial statements for the year ended 31 December 2012 (continued)

6 Tax on profit on ordinary activities (continued)

The standard rate of corporation tax in the UK changed from 26% to 24% with effect from 1 April 2012 A further reduction in this corporation tax rate effective on 1 April 2013 from 24% to 23% was substantively enacted for the purposes of FRS 16 on 3 July 2012 Accordingly, the company's profit for this accounting period is taxed at an effective rate of 24 49% and deferred taxation has been calculated based on a rate of 23%

In the budget speech on 20 March 2013, further rates changes to 21% from April 2014 and 20% from April 2015 were announced These rate reductions have not been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements

The overall effect of the further change from 23% to 20%, if these applied to the deferred tax balance at the balance sheet date, would be immaterial

No provision has been made for deferred taxation on gains recognised on revaluing property to its market value Such tax would become payable only if the property was sold without it being possible to claim rollover relief or utilise available losses The total amount unprovided for at 23% is £1,284,000 (2011 £1,440,000 at 25%)

7 Tangible assets

	Freehold land and buildings	Furniture and fittings	Motor vehicles	Total
	£'000	£'000	£'000	£'000
Cost or valuation				
At 1 January 2012	7,757	122	-	7,879
Additions	7	43	12	62
At 31 December 2012	**7,764**	**165**	**12**	**7,941**
Accumulated depreciation				
At 1 January 2012	176	59	-	235
Charge for the year	75	20	1	96
At 31 December 2012	**251**	79	**1**	**331**
Net book amount				
At 31 December 2012	**7,513**	**86**	**11**	**7,610**
At 31 December 2011	7,581	63	-	7,644

Notes to the financial statements for the year ended 31 December 2012 (continued)

7 Tangible assets (continued)

All motor vehicles are held under finance leases

The Craegmoor Group was acquired by the Priory Group on 14 April 2011 On this date the land and buildings were valued by external valuers Knight Frank on the basis of existing value in use in accordance with the appraisal and valuation manual of the Royal Institution of Chartered Surveyors

In accordance with accounting requirements the entire portfolio will be re-valued every five years, the next valuation being 14 April 2016, together with interim valuations every three years

The impact of these valuation techniques can be summarised as follows

	2012	2011
	£'000	£'000
Gain on revaluation		
Credited to revaluation reserve	-	5,825
Included in the statement of total recognised gains and losses	-	5,825

If land and buildings had not been revalued they would have been included at the following amounts

	2012	2011
	£'000	£'000
Cost	**1,939**	1,932
Aggregate depreciation	**(77)**	(42)
Net book value	**1,862**	1,890

8 Debtors

	2012	2011
	£'000	£'000
Trade debtors	**130**	77
Prepayments and accrued income	**6**	-
	136	77

9 Creditors: amounts falling due within one year

	2012	2011
	£'000	£'000
Amounts owed to group undertakings	402	744
Obligations under finance lease contracts (note 10)	3	-
Taxation and social security	12	-
Group relief payable	107	127
Accruals and deferred income	53	26
	577	897

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

10 Creditors: amounts falling due after more than one year

	2012	2011
	£'000	£'000
Obligations under finance lease contracts	7	-

Obligations under finance lease contracts are payable as follows

	2012	2011
	£'000	£'000
Within one year	3	-
In more than one year, but not more than five years	7	-
	10	-

Burnside Care Limited

Notes to the financial statements
for the year ended 31 December 2012 (continued)

11 Provisions for liabilities

	Deferred tax
	£'000
At 1 January 2012	62
Charge in the year	6
At 31 December 2012	**68**

The amount provided for deferred taxation comprises

	2012	2011
	£'000	£'000
Accelerated capital allowances	**68**	62

12 Called up share capital

	2012	2011
	£	£
Authorised		
100 (2011 100) ordinary shares of £1 each	**100**	100
Issued and fully paid		
2 (2011 2) ordinary shares of £1 each	**2**	2

Notes to the financial statements
for the year ended 31 December 2012 (continued)

13 Reserves

	Revaluation reserve	Profit and loss account
	£'000	£'000
At 1 January 2012	5,691	1,072
Transfer between reserves	(40)	40
Profit for the financial year	-	332
At 31 December 2012	**5,651**	**1,444**

Transfer to the profit and loss account relates to the difference between historic cost depreciation and the depreciation on revalued assets

14 Reconciliation of movements in shareholders' funds

	2012	2011
	£'000	£'000
Profit for the financial year	332	410
Revaluation of properties	-	5,825
Net addition to shareholders' funds	332	6,235
Opening shareholders' funds	6,763	528
Closing shareholders' funds	7,095	6,763

15 Contingent liabilities

At 31 December 2012, borrowings of a fellow group undertaking were secured by fixed and floating charges over all the assets of the company

Notes to the financial statements for the year ended 31 December 2012 (continued)

16 Ultimate parent company and controlling party

The company's immediate parent company, which is incorporated in England, is Craegmoor Hospitals 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 2012 Priory Group No 3 PLC is the parent undertaking of the smallest group of undertakings to consolidate these financial statements at 31 December 2012 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