

REGISTRARS COPY

Registration number: 07768849

Waypoints Care (Upton) Limited

Annual Report and Financial Statements

for the Period from 31 December 2014 to 31 December 2015

PKF FRANCISCLARK

Chartered accountants & business advisers

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Waypoints Care (Upton) Limited
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Waypoints Care (Upton) Limited

Directors' Report for the Period from 31 December 2014 to 31 December 2015

The directors present their report and the financial statements for the period from 31 December 2014 to 31 December 2015.

Directors of the company

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

Mr W F Stone

Mr A J Baxendine

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 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 apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; 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.

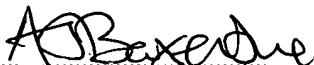
Disclosure of information to the auditor

Each director has taken steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information. The directors confirm that there is no relevant information that they know of and which they know the auditor is unaware of.

Small company provisions

This report has been prepared in accordance with the small companies regime under the Companies Act 2006.

Approved by the Board on 28/07/16 and signed on its behalf by:



Mr A J Baxendine
Director

Independent Auditor's Report to the Members of Waypoints Care (Upton) Limited

We have audited the financial statements of Waypoints Care (Upton) Limited for the period from 31 December 2014 to 31 December 2015, set out on pages 4 to 13. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (Effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities).

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 explained more fully in the Statement of Directors' Responsibilities (set out on page 1), 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

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 Directors' 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.

Opinion on the 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 2015 and of its profit for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to smaller entities; 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 period for which the financial statements are prepared is consistent with the financial statements.

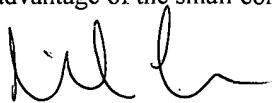
**Independent Auditor's Report to the Members of
Waypoints Care (Upton) Limited**

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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; or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemption in preparing the Directors' Report and take advantage of the small companies exemption from the requirement to prepare a Strategic Report.



.....
Nicholas Love FCCA ACA (Senior Statutory Auditor)
For and on behalf of PKF Francis Clark , Statutory Auditor

The George Business Centre
Christchurch Road
New Milton
Hampshire
BH25 6QJ

29 September 2016

Waypoints Care (Upton) Limited

Profit and Loss Account for the Period from 31 December 2014 to 31 December 2015

	Note	31 December 2014 to 31 December 2015 £	1 January 2014 to 30 December 2014 £
Turnover		319,004	-
Administrative expenses		<u>(14,613)</u>	<u>(1,800)</u>
Operating profit/(loss)	2	304,391	(1,800)
Other interest receivable and similar income		52	-
Interest payable and similar charges		<u>(93,062)</u>	<u>-</u>
Profit/(loss) on ordinary activities before taxation		<u>211,381</u>	<u>(1,800)</u>
Profit/(loss) for the financial period	10	<u>211,381</u>	<u>(1,800)</u>

The company has no recognised gains or losses for the period other than the results above.

Waypoints Care (Upton) Limited
Statement of Total Recognised Gains and Losses for the Period from 31 December 2014
to 31 December 2015

	Note	31 December 2014 to 31 December 2015 £	1 January 2014 to 30 December 2014 £
Profit/(loss) for the financial period		211,381	(1,800)
Unrealised surplus on revaluation of properties		<u>1,590,747</u>	<u>-</u>
Total recognised gains and losses relating to the period		<u><u>1,802,128</u></u>	<u><u>(1,800)</u></u>

The notes on pages 7 to 13 form an integral part of these financial statements.

Waypoints Care (Upton) Limited
(Registration number: 07768849)
Balance Sheet at 31 December 2015

	Note	31 December 2015 £	30 December 2014 £
Fixed assets			
Tangible fixed assets	4	8,500,000	6,087,153
Investments	5	<u>1</u>	<u>1</u>
		<u>8,500,001</u>	<u>6,087,154</u>
Current assets			
Debtors	6	671,452	119,864
Cash at bank and in hand		<u>230,068</u>	<u>157,093</u>
		901,520	276,957
Creditors: Amounts falling due within one year	7	<u>(3,445,536)</u>	<u>(3,464,830)</u>
Net current liabilities		<u>(2,544,016)</u>	<u>(3,187,873)</u>
Total assets less current liabilities		5,955,985	2,899,281
Creditors: Amounts falling due after more than one year	8	<u>(4,155,656)</u>	<u>(2,901,080)</u>
Net assets/(liabilities)		<u><u>1,800,329</u></u>	<u><u>(1,799)</u></u>
Capital and reserves			
Called up share capital	9	1	1
Revaluation reserve	10	1,590,747	-
Profit and loss account	10	<u>209,581</u>	<u>(1,800)</u>
Shareholders' funds/(deficit)		<u><u>1,800,329</u></u>	<u><u>(1,799)</u></u>

These accounts have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the Financial Reporting Standard for Smaller Entities (effective 2008).

Approved by the Board on 28/09/16 and signed on its behalf by:

.....
Mr W F Stone
Director

The notes on pages 7 to 13 form an integral part of these financial statements.

Waypoints Care (Upton) Limited
Notes to the Financial Statements for the Period from 31 December 2014 to 31
December 2015

1 Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

Exemption from preparing group accounts

The company has taken exemption from preparing group accounts as it is included in consolidated accounts for a larger group which are drawn up as full consolidated audited accounts which are filed at Companies House.

Going concern

The balance sheet shows the company to have a deficit of current assets against current liabilities. The accounts have been prepared on a going concern basis due to the continued support of the group.

Turnover

Turnover represents amounts chargeable, in respect of the rental of a care home and 2 retail units.

Depreciation

The directors consider that the property in course of construction is maintained in such a state of repair that their residual value is at least equal to their net book value. As a result, the corresponding depreciation would not be material and therefore is not charged in the profit and loss account.

Asset class	Depreciation method and rate
Properties under construction	Nil

Investment properties

Certain of the company's properties are held for long-term investment. Investment properties are accounted for in accordance with the FRSSE, as follows:

No depreciation is provided in respect of investment properties and they are revalued annually. The surplus or deficit on revaluation is transferred to the revaluation reserve unless a deficit below original cost, or its reversal, on an individual investment property is expected to be permanent, in which case it is recognised in the profit and loss account for the year.

This treatment as regards the company's investment properties may be a departure from the requirements of the Companies Act concerning the depreciation of fixed assets. However, these properties are not held for consumption but for investment and the directors consider that systematic annual depreciation would be inappropriate. The accounting policy adopted is therefore necessary for the financial statements to give a true and fair view. Depreciation or amortisation is only one of many factors reflected in the annual valuation and the amount which might otherwise have been shown cannot be separately identified or quantified.

Fixed asset investments

Fixed asset investments are stated at historical cost less provision for any diminution in value.

Waypoints Care (Upton) Limited
Notes to the Financial Statements for the Period from 31 December 2014 to 31
December 2015

..... *continued*

Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities. Where shares are issued, any component that creates a financial liability of the company is presented as a liability in the balance sheet. The corresponding dividends relating to the liability component are charged as interest expense in the profit and loss account.

2 Operating profit/(loss)

Operating profit/(loss) is stated after charging:

	31 December 2014 to 31 December 2015 £	1 January 2014 to 30 December 2014 £
Auditor's remuneration - The audit of the company's annual accounts	<u>3,420</u>	<u>1,800</u>

3 Taxation

Factors that may affect future tax charges

There is a potential deferred tax liability arising for the company as a result of the revaluation of the care home. No deferred tax liability has been provided as there are no plans to sell the home and therefore the gain is unlikely to crystallise. The amount not recognised in the period was £298,803 (30 December 2014 - £nil).

Waypoints Care (Upton) Limited
Notes to the Financial Statements for the Period from 31 December 2014 to 31
December 2015

..... *continued*

4 Tangible fixed assets

	Investment properties £	Property in course of construction £	Total £
Cost or valuation			
At 31 December 2014	-	6,087,153	6,087,153
Revaluation	1,590,747	-	1,590,747
Additions	-	822,100	822,100
Reclassification	6,909,253	(6,909,253)	-
At 31 December 2015	<u>8,500,000</u>	<u>-</u>	<u>8,500,000</u>
Net book value			
At 31 December 2015	<u>8,500,000</u>	<u>-</u>	<u>8,500,000</u>
At 30 December 2014	<u>-</u>	<u>6,087,153</u>	<u>6,087,153</u>

Revaluations

The investment property class of fixed assets was revalued on 22 October 2015 by John Babb FRICS, Pinders Professional and Consultancy Services Limited, who are external to the company. The basis of this valuation was on an open market basis. This class of assets has a current value of £8,000,000 (2014 - £nil) and a carrying amount at historical cost of £6,909,253 (2014 - £nil). The depreciation on this historical cost is £nil (2014 - £nil).

Waypoints Care (Upton) Limited
Notes to the Financial Statements for the Period from 31 December 2014 to 31
December 2015

..... *continued*

5 Investments held as fixed assets

	31 December 2015 £	30 December 2014 £
Shares in group undertakings and participating interests	<u>1</u>	<u>1</u>

Shares in group undertakings and participating interests

	Subsidiary undertakings £	Total £
Cost		
At 31 December 2014	<u>1</u>	<u>1</u>
At 31 December 2015	<u>1</u>	<u>1</u>
Net book value		
At 31 December 2015	<u>1</u>	<u>1</u>
At 30 December 2014	<u>1</u>	<u>1</u>

Details of undertakings

Details of the investments in which the company holds 20% or more of the nominal value of any class of share capital are as follows:

Undertaking	Country of incorporation	Holding	Proportion of voting rights and shares held	Principal activity
Subsidiary undertakings				
Waypoints (Upton) Limited	England and Wales	Ordinary shares	100%	That of running a care home.

Waypoints Care (Upton) Limited
Notes to the Financial Statements for the Period from 31 December 2014 to 31
December 2015

..... *continued*

6 Debtors

	31 December 2015 £	30 December 2014 £
Trade debtors	13,071	-
Amounts owed by group undertakings and undertakings in which the company has a participating interest	658,308	48,680
Other debtors	73	71,184
	<u>671,452</u>	<u>119,864</u>

7 Creditors: Amounts falling due within one year

	31 December 2015 £	30 December 2014 £
Trade creditors	-	68,729
Bank loans and overdrafts	202,044	91,902
Amounts owed to group undertakings and undertakings in which the company has a participating interest	3,131,332	3,131,332
Other creditors	112,160	172,867
	<u>3,445,536</u>	<u>3,464,830</u>

Creditors amounts falling due within one year includes the following liabilities, on which security has been given by the company:

	31 December 2015 £	30 December 2014 £
Bank loans	<u>202,044</u>	<u>91,902</u>

The bank loans are secured by a debenture held in the company's name incorporating a fixed and floating charge over the assets of the company. There is a first and only legal charge over the property in the company and a subordination deed of shareholders loan for the company. There are cross guarantees provided by Waypoints Care (Verwood) Limited, Waypoints (Verwood) Limited and Waypoints Care (Services) Limited. A cash security deposit is held totalling £155,000.

Waypoints Care (Upton) Limited
Notes to the Financial Statements for the Period from 31 December 2014 to 31
December 2015

..... *continued*

8 Creditors: Amounts falling due after more than one year

	31 December 2015 £	30 December 2014 £
Bank loans and overdrafts	3,665,656	2,901,080
Other creditors	490,000	-
	<u>4,155,656</u>	<u>2,901,080</u>

Creditors amounts falling due after more than one year includes the following liabilities, on which security has been given by the company:

	31 December 2015 £	30 December 2014 £
Bank loans	<u>3,665,656</u>	<u>2,901,080</u>

The bank loans are secured by a debenture held in the company's name incorporating a fixed and floating charge over the assets of the company. There is a first and only legal charge over the property in the company and a subordination deed of shareholders loan for the company. There are cross guarantees provided by Waypoints Care (Verwood) Limited, Waypoints (Verwood) Limited and Waypoints Care (Services) Limited. A cash security deposit is held totalling £155,000.

Included in the creditors are the following amounts due after more than five years:

	31 December 2015 £	30 December 2014 £
After more than five years by instalments	<u>2,603,392</u>	<u>2,102,636</u>

Waypoints Care (Upton) Limited
Notes to the Financial Statements for the Period from 31 December 2014 to 31
December 2015

..... *continued*

9 Share capital

Allotted, called up and fully paid shares

	31 December 2015		30 December 2014	
	No.	£	No.	£
Ordinary shares of £1 each	<u>1</u>	<u>1</u>	<u>1</u>	<u>1</u>

10 Reserves

	Revaluation reserve £	Profit and loss account £	Total £
At 31 December 2014	-	(1,800)	(1,800)
Profit for the period	-	211,381	211,381
Surplus on property revaluation	<u>1,590,747</u>	<u>-</u>	<u>1,590,747</u>
At 31 December 2015	<u>1,590,747</u>	<u>209,581</u>	<u>1,800,328</u>

11 Related party transactions

Other related party transactions

During the period the company made the following related party transactions:

Mr W F Stone and Mrs S A Stone
(Ultimate shareholders)

Mr W F Stone and Mrs S A Stone have provided funding for the company. At the balance sheet date the amount due to Mr W F Stone and Mrs S A Stone was £490,000 (2014 - £nil).

The company has taken advantage of the exemption in FRS8 "Related Party Disclosures" from disclosing transactions with other members of the group.

12 Control

The company is controlled by Waypoints Care Group Limited, which owns 100% of the called up share capital.

The ultimate parent company is Waypoints Care Group Limited, a company registered in England and Wales.

Waypoints Care Group Limited prepares group financial statements, copies of these can be obtained from the registered office. The ultimate controlling party is Mr W F Stone and Mrs S A Stone.