

OS AA01

Laserform

Statement of details of parent law and other information for an overseas company

☒ What this form is for
You may use this form to
accompany your accounts
disclosed under parent law.

☒ What this form
You cannot use
an alteration of
with accounting

SATURDAY



A09 28/10/2017 #227
COMPANIES HOUSE

ase
.uk

Part 1 Corporate company name

Corporate name of overseas company ¹ Four Seasons Group Limited

UK establishment number B R 0 0 0 3 1 5

→ Filling in this form
Please complete in typescript or in
bold black capitals.
All fields are mandatory unless
specified or indicated by *

¹ This is the name of the company in
its home state.

Part 2 Statement of details of parent law and other information for an overseas company

A1 Legislation

Please give the legislation under which the accounts have been prepared and,
if applicable, the legislation under which the accounts have been audited.

Legislation ² Companies Acts 1931 to 2004

² This means the relevant rules or
legislation which regulates the
preparation and, if applicable, the
audit of accounts.

A2 Accounting principles

Accounts Have the accounts been prepared in accordance with a set of generally accepted
accounting principles?

Please tick the appropriate box.

- ☐ No. Go to Section A3.
☒ Yes. Please enter the name of the organisation or other
body which issued those principles below, and then go to Section A3.

Name of organisation or body ³ UK Accounting Standards

³ Please insert the name of the
appropriate accounting organisation
or body.

A3 Accounts

Accounts Have the accounts been audited? Please tick the appropriate box.

- ☐ No. Go to Section A5.
☒ Yes. Go to Section A4.

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A4

Audited accounts

Audited accounts

Have the accounts been audited in accordance with a set of generally accepted auditing standards?

Please tick the appropriate box.

☐ No. Go to Part 3 'Signature'.

☒ Yes. Please enter the name of the organisation or other body which issued those standards below, and then go to Part 3 'Signature'.

1 Please insert the name of the appropriate accounting organisation or body.

Name of organisation or body **1**

International Standards on Auditing (UK and Ireland)

A5

Unaudited accounts

Unaudited accounts

Is the company required to have its accounts audited?

Please tick the appropriate box.

☐ No.

☐ Yes.

Part 3

Signature

I am signing this form on behalf of the overseas company.

Signature

Signature

X

A. *Handwritten signature*

X

This form may be signed by:
Director, Secretary, Permanent representative.

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Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name

Company name

Ref: CSU, Eversheds
Sutherland (Intl) LLP

Address Eversheds House, 70 Great Bridgewater
Street

Post town Manchester

County/Region

Postcode

M 1 5 E S

Country

DX DX 14344 Manchester

Telephone 020 7497 9797



Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and, if appropriate, the registered number, match the information held on the public Register.
- ☐ You have completed all sections of the form, if appropriate.
- ☐ You have signed the form.



Important information

Please note that all this information will appear on the public record.



Where to send

You may return this form to any Companies House address:

England and Wales:
The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

Scotland:
The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF.
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post).

Northern Ireland:
The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG.
DX 481 N.R. Belfast 1.



Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk

Four Seasons Group Limited

Directors' report and financial statements
Registered number 1637C
31 December 2014



COMPANIES HOUSE

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Directors' report

The directors present their annual report together with the audited financial statements of the company for the year ended 31 December 2014.

Principal activity

The principal activity of the company is the investment in and operation of facilities for the care of elderly people and other specialised care activities.

Going concern

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. With this in mind, the directors have formally considered and concluded that the preparation of the financial statements on a going concern basis is appropriate. Further details are shown in the "Basis of preparation" section of note 1 to the financial statements.

Results and dividends

The results for the year are shown in the profit and loss account on page 6. The directors do not recommend the payment of a dividend (2013: £nil).

Directors

The directors during the year under review were:

D J Kay (resigned 31 October 2014)

M C Royston

I Smith

B R Taberner

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

Our auditors, KPMG LLP, being eligible, have expressed their willingness to continue in office in accordance with Section 12(2) of the Isle of Man Companies Act 1982.

By order of the board



I Smith
Director

2nd Floor, Viking House
Nelson Street
Douglas
Isle of Man
IM1 2AH

28 September 2015

Statement of directors' responsibilities in respect of the Directors' report and the 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, which meet the requirements of Isle of Man company law. In addition, the Directors have elected to prepare the financial statements in accordance with UK Accounting Standards.

The financial statements are required by law to 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 estimates that are reasonable and prudent;
- state whether they have been prepared in accordance with UK Accounting Standards 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 proper 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 to enable them to ensure that the financial statements comply with the Companies Acts 1931 to 2004. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

KPMG LLP

1 St Peter's Square
Manchester
M2 3AE
United Kingdom

Independent auditor's report to the members of Four Seasons Group Limited

We have audited the financial statements of Four Seasons Group Limited for the year ended 31 December 2014 which comprise the Profit and Loss Account, the Balance Sheet and the Statement of Changes in Equity and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards.

This report is made solely to the Company's members, as a body, in accordance with Section 15 of the Companies Act 1982. 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 Directors' Responsibilities Statement 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 to 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.

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.

Opinion on financial statements

In our opinion the financial statements:

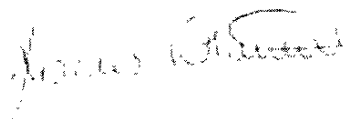
- give a true and fair view of the state of the company's affairs as at 31 December 2014 and of its loss for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Acts 1931 to 2004.

Independent auditor's report to the members of Four Seasons Group 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 Acts 1931 to 2004 require us to report to you if, in our opinion:

- proper books of account have not been kept and proper returns adequate for our audit have not been received from branches not visited by us; or
- the Company's balance sheet and profit and loss account are not in agreement with the books of account 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.



Frances Whittle (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory auditor
Chartered Accountants
1 St Peter's Square
Manchester
M2 3AE

30 September 2015

Profit and loss account
for the year ended 31 December 2014

	<i>Note</i>	2014 £000	2013 £000
Administrative expenses		-	(1)
Operating loss		-	(1)
Exceptional costs	3	-	(53,573)
Interest receivable	4	790	754
Interest payable	5	(8,778)	(8,346)
Loss on ordinary activities before taxation		(7,988)	(61,166)
Tax on loss on ordinary activities	6	-	-
Retained loss for the financial year	12	(7,988)	(61,166)

The financial statements include the notes on pages 9 to 16.

All amounts relate to continuing operations.

The company has no recognised gains or losses in the current or prior period other than those reported above.

Balance sheet
at 31 December 2014

	Note	2014 £000	2013 £000
Fixed assets			
Tangible assets	7	107	107
Investments	8	42,910	42,910
		<u>43,017</u>	<u>43,017</u>
Current assets			
Debtors	9	600,097	600,434
Creditors: amounts falling due within one year	10	<u>(328,529)</u>	<u>(320,878)</u>
Net current assets		<u>271,568</u>	<u>279,556</u>
Net assets		<u>314,585</u>	<u>322,573</u>
Capital and reserves			
Called up share capital	11	19,110	19,110
Share premium	12	43,468	43,468
Profit and loss account	12	252,007	259,995
Equity shareholder's funds		<u>314,585</u>	<u>322,573</u>

The financial statements include the notes on pages 9 to 16.

These financial statements were approved by the board of directors on 28 September 2015 and were signed on its behalf by:

B. R. Taberner

I Smith

B R Taberner
 Director

I Smith
 Director

Reconciliation of movements in shareholder's funds
for the year ended 31 December 2014

	2014 £000	2013 £000
Opening equity shareholder's funds	322,573	383,739
Retained loss for the year	(7,988)	(61,166)
Closing shareholder's funds	314,585	322,573

The financial statements include the notes on pages 9 to 16.

Notes

(forming part of the financial statements)

1 Accounting policies

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

Basis of preparation

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

Going concern

The company, together with its intermediate parent company Elli Investments Limited and fellow subsidiary undertakings (collectively the "Elli Investments group" or "the group"), is party to a number of financing arrangements under which the company has provided guarantees. For this reason, and the operational support provided by the group, the going concern assessment of the company is dependent on that of the Elli Investments group as a whole.

In July 2012, the Elli Investments group issued £350 million of senior secured notes which pay interest at 8.75%, and which are due for repayment in 2019, and £175 million of senior notes which pay interest at 12.25%, and which are due for repayment in 2020. During the year the terms of the group's revolving credit facility were amended such that it was converted to a £40 million term loan facility from January 2015 with a repayment date in December 2017. In addition to its external debt, the group owes £311m to related undertakings which accrues interest at 15% on a compounding basis and which is due for repayment in 2022.

During the year, Terra Firma Capital Partners III LP, the group's ultimate parent undertaking, provided an additional £50 million of equity to the group, which will be used by the Elli Investments group to fund both its capital expenditure programme and the increased costs associated with the group's strategic segmentation plan (see the consolidated financial statements of Elli Investments Limited for further detail).

The directors of the Elli Investments group have prepared trading and cash flow forecasts for the Elli Investments group, including the company, to September 2016. These forecasts include proceeds in the next six months from the on-going disposal process, of which £30 million is required to ensure adequate resources to continue to meet the group's liabilities as they fall due. The directors have a number of options available to them including the phasing of non-mandatory capital expenditure, additional disposals and new equity.

These forecasts, after adjustment for sensitivity analysis to incorporate the impact of reasonably foreseeable changes in trading and cash flow performance, and after taking into account the expected proceeds from the ongoing disposal process and other resources available to the group, show that the group has sufficient funding and covenant headroom within its current financing arrangements. As such, after taking into account the ability of the group to provide continued financial support to the company, should it be required, for the next 12 months, the directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The directors therefore believe that it is appropriate to prepare the financial statements on a going concern basis.

Tangible fixed assets and depreciation

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows:

Buildings	- straight line basis over 45 years
Fixtures and fittings	- 15-20% per annum
Motor vehicles	- 25% per annum

No depreciation is provided on freehold land.

Notes *(continued)*

1 Accounting policies *(continued)*

Related party transactions

The directors have taken advantage of the exemption in FRS 8, Paragraph 3(c) and as the company is a wholly owned subsidiary of Elli Investments Limited have not disclosed related party transactions with parent and fellow subsidiary undertakings

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Exceptional items

Items that are material in size and non-recurring in nature are presented as exceptional items in the profit and loss account. The directors are of the opinion that the separate recording of exceptional items provides helpful information about the company's underlying business performance. Events which may give rise to the classification of items as exceptional include provisions, impairment of assets and other significant non-recurring gains and losses.

Cash flow statement

The company is exempt from the requirement of FRS 1 to prepare a cash flow statement as at 31 December 2014 it was a wholly owned subsidiary undertaking of Elli Investments Limited, and its cash flows are included within the consolidated cash flow statement of that company.

Guarantees

Where the company enters into financial guarantee contracts to guarantee the indebtedness of other related parties which are subsidiaries of its ultimate parent, the company considers these to be insurance arrangements and accounts for them as such. In this respect, the company treats the guarantee contract as a contingent liability until such time as it becomes probable that the company will be required to make payment under the guarantee.

Investments

Investments are included at cost, less amounts written off.

Group accounts

The company is exempt by virtue of s401 of the Companies Act 2006 from the requirement to prepare group accounts. These financial statements present information about the company as an individual undertaking and not about its group.

Notes (continued)

2 Loss on ordinary activities before taxation

	2014 £000	2013 £000
<i>Loss on ordinary activities before taxation is arrived at after charging:</i>		
Depreciation of tangible fixed assets	-	2
Impairment of investments	-	53,573
	<u>-</u>	<u>53,573</u>

The auditor's remuneration of £600 (2013: £550) was borne by another group undertaking.

None of the directors received remuneration from the company during the current or prior year.

3 Exceptional expenses

Exceptional expenses in the prior year relate to the impairment of certain fixed asset investments.

4 Interest receivable

	2014 £000	2013 £000
Interest receivable from group undertakings	<u>790</u>	<u>754</u>

5 Interest payable

	2014 £000	2013 £000
Interest payable to group undertakings	<u>8,778</u>	<u>8,346</u>

Notes (continued)

6 Taxation

	2014 £000	2013 £000
<i>UK corporation tax</i>		
Current tax	-	-
Deferred tax:	-	-
	<hr/>	<hr/>
Tax charge on loss on ordinary activities	-	-
	<hr/>	<hr/>

Factors affecting the tax charge for the current year

The current tax charge for the year is higher (2013: higher) than the standard rate of corporation tax in the UK 21.5% (2013: 23.25%) due principally to the differences explained below.

	2014 £000	2013 £000
Loss on ordinary activities before tax	(7,988)	(61,166)
	<hr/>	<hr/>
Current tax on loss at 21.5 % (2013: 23.25%)	(1,717)	(14,221)
<i>Effects of:</i>		
Expenses not deductible for tax purposes	-	12,455
Group relief for nil consideration	1,717	1,766
	<hr/>	<hr/>
Total current tax (see above)	-	-
	<hr/>	<hr/>

Factors that may affect future current and total tax charge:

Reductions in the UK corporation tax rate from 23% to 21% (effective from 1 April 2014) and to 20% (effective 1 April 2015) were substantively enacted on 2 July 2013. This will reduce the company's future current tax charge accordingly.

Notes *(continued)*

7 Tangible fixed assets

	Land and buildings £000	Fixtures and fittings £000	Motor vehicles £000	Total £000
<i>Cost or fair value</i>				
As at 1 January and 31 December	157	2,058	942	3,157
<i>Depreciation</i>				
At beginning of year	50	2,058	942	3,050
Charge for the year	-	-	-	-
As at 31 December	50	2,058	942	3,050
<i>Net book value</i>				
At 31 December 2014	107	-	-	107
At 31 December 2013	107	-	-	107

In accordance with FRS11 "Impairment of fixed assets and goodwill", the directors have reviewed the carrying value of fixed assets and, where appropriate, have impaired it to the estimated recoverable value, being the higher of value in use or net realisable value, based on their knowledge of the care home market.

Notes (continued)

8 Investments

	2014
	£000
<i>Net book value</i>	
At beginning and end of year	42,910

In accordance with FRS11 "Impairment of fixed assets and goodwill", the directors have reviewed the carrying value of investments and, where appropriate, have impaired it to the estimated recoverable value, being the higher of value in use or net realisable value, based on their knowledge of the care home market.

The company's subsidiaries at 31 December 2014 are as follows:

<i>Company</i>	<i>Holding</i>	<i>Nature of business and place of incorporation</i>
Four Seasons Homes No 1 Limited	100%	Development and investment in health care facilities Incorporated in England and Wales
Four Seasons Homes No 2 Limited	100%	Development and investment in health care facilities Incorporated in England and Wales
Four Seasons Homes No 5 Limited	100%	Development and investment in health care facilities Incorporated in England and Wales
Four Seasons Health Care Properties Limited	100%	Development and investment in health care facilities Incorporated in England and Wales
Four Seasons Health Care Properties (Care Homes) Limited	100%*	Development and investment in health care facilities Incorporated in England and Wales
Four Seasons Health Care Properties (Specialist) Limited	100%*	Development and investment in health care facilities Incorporated in England and Wales
FSHC (SP) Limited	100%*	Property holding company Incorporated in England and Wales
Huntercombe Manor Limited	100%	Operation of specialised care facilities Incorporated in England and Wales
Linecrest Limited	100%*	Development and investment in health care facilities Incorporated in England and Wales
Linecrest (2001) Limited	100%*	Development and investment in health care facilities Incorporated in England and Wales
Regency House Limited	100%*	Development and investment in health care facilities Incorporated in England and Wales
Springfield House (Oaken) Limited	100%*	Development and investment in health care facilities Incorporated in England and Wales
The Huntercombe Edinburgh Hospital Limited	100%*	Development and investment in health care facilities Incorporated in England and Wales
Vale Court Care Home Limited	100%	Operation of specialised care facilities Incorporated in England and Wales

* Wholly owned through intermediate holding companies.

All subsidiary undertakings operate in the United Kingdom and are resident in the United Kingdom for tax purposes.

Notes (continued)

9 Debtors

	2014 £000	2013 £000
Amounts owed by group undertakings	<u>600,097</u>	<u>600,434</u>

The amounts due from group undertakings are unsecured and repayable on demand. Interest is charged between 0% and 7.5%.

10 Creditors: amounts falling due within one year

	2014 £000	2013 £000
Amounts owed to group undertakings	<u>328,529</u>	<u>320,878</u>

The amounts due to group undertakings are unsecured and repayable on demand. Where applicable, interest is charged between 0% and 7.5%.

11 Share capital

	2014 £000	2013 £000
<i>Allotted, called up and fully paid</i>		
191,104,672 Ordinary shares of 10p each	<u>19,110</u>	<u>19,110</u>

12 Reserves

	2014 £000	2013 £000
<i>Share premium</i>		
As at 1 January and 31 December	<u>43,468</u>	<u>43,468</u>
<i>Profit and loss account</i>		
At beginning of year	259,995	321,161
Loss for the financial year	(7,988)	(61,166)
At end of year	<u>252,007</u>	<u>259,995</u>

13 Contingent liabilities

The company, together with its parent and fellow subsidiary undertakings is party to a number of financing arrangements. The implications of this are explained more fully in note 1.

Notes *(continued)*

14 Ultimate parent company

The company's immediate parent company is FSHC Properties Holdings Limited, a company incorporated in Barbados.

The ultimate parent undertaking is Terra Firma Holdings Limited, an entity incorporated in Guernsey. The ultimate controlling party is Guy Hands.

The largest group in which the results of the company are consolidated is that headed by FSHC Group Holdings Limited. The consolidated financial statements of this company are available to the public and may be obtained from Morgan Sharpe, Old Bank Chambers, La Grande Rue, St Martin's, Guernsey, GY4 6RT.

The smallest group in which the results of the company are consolidated is that headed by Elli Investments Limited. The consolidated financial statements of this company are available to the public and may be obtained from Morgan Sharpe, Old Bank Chambers, La Grande Rue, St Martin's, Guernsey, GY4 6RT.