Willowbrook Healthcare Developments Limited

Annual report and financial statements

Registered number 06655174

31 March 2018

Contents

Directors' report

The Directors present their Directors' report and financial statements for the year ended 31 March 2018.

On 4 April 2017, the Company's largest ultimate shareholder, John Strowbridge, transferred all but one of the Ordinary shares he held in Avery Healthcare Holdings Limited to his investment Company, Xanadu Investments Limited. Xanadu Investments Limited currently holds 54.5% of the share capital of Avery Healthcare Holdings Limited.

Principal activities

The principal activity of the Company is the construction of care homes for sale to other group undertakings.

Proposed dividend

The Directors do not recommend the payment of a dividend.

Directors

The Directors who held office during the year were as follows:

I Matthews
MF Proctor
JMB Strowbridge

Political contributions

The Company made no political donations or incurred any political expenditure during the year.

Audit

The Company has taken advantage of the exemption from audit under Section 479A of the Companies Act 2006 as a result of a guarantee provided by its intermediate parent company, Avery Healthcare Holdings Limited.

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

By order of the board

Ian Matthews

I Matthews
Director

3 Cygnet Drive
Swan Valley
Northampton
NN4 9BS

26 July 2018

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 period. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice), including FRS 102 *The Financial Reporting Standard applicable in the UK and Republic of Ireland.*

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 estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- assess the company's ability to continue as a going concern, disclosing, as applicable, matters relating to going concern; and
- use the going concern basis of accounting unless they intend to liquidate the company or to cease operations, or have no realistic alternative but to do so.

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 responsibility for such internal controls as they determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error, and 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.

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Profit and loss account and other comprehensive income
for the year ended 31 March 2018

	Note	**2018**	2017
		£	£
Administrative expenses - exceptional	*4*	**-**	(11,444)
- other		**(12,932)**	(14,816)
Operating loss		**(12,932)**	(26,260)
Interest payable and similar charges	*5*	**-**	(75)
Loss on ordinary activities before taxation	*2-5*	**(12,932)**	(26,335)
Tax on loss on ordinary activities	*6*	**1,140**	785
Loss for the financial year		**(11,792)**	(25,550)

Other comprehensive income

During the year the Company incurred no other comprehensive income other than the retained loss for the financial year.

Balance sheet
as at 31 March 2018

	Note	2018 £	£	2017 £	£
Fixed assets					
Tangible assets	*7*		**160,894**		53,781
Current assets					
Stocks	*8*	**-**		2,452	
Debtors	*9*	**10,169,081**		11,064,308	
Cash at bank and in hand		**31,684**		3,903	
		10,200,765		11,070,663	
Creditors: amounts falling due within one year	*10*	**(10,384,404)**		(11,135,397)	
Net current liabilities			**(183,639)**		(64,734)
Total assets less current liabilities			**(22,745)**		(10,953)
Creditors: amounts falling due after more than one Year	*11*		**(14,596)**		(14,596)
Net liabilities			**(37,341)**		(25,549)
Capital and reserves					
Called up share capital	*13*		**1**		1
Profit and loss account			**(37,342)**		(25,550)
Shareholders' deficit			**(37,341)**		(25,549)

Audit exemption statement

For the year ending 31 March 2018 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.
- The Directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These financial statements were approved by the board of Directors on 26 June 2018 and were signed on its behalf by:

MF Proctor
Director

Company registration number: 06655174

Statement of changes in equity

	Called up share capital £	Profit and loss account £	Total equity £
Balance at 1 April 2016	1	-	1
Total comprehensive income for the year			
Profit or loss	-	(25,550)	(25,550)
Total comprehensive income for the year	-	(25,550)	(25,550)
Balance at 31 March 2017	**1**	**(25,550)**	**(25,549)**
Balance at 1 April 2017	1	(25,550)	(25.549)
Total comprehensive income for the year			
Profit or loss	-	(11.792)	(11,792)
Total comprehensive income for the year	-	(11.792)	(11.792)
Balance at 31 March 2018	**1**	**(37,342)**	**(37,341)**

Notes
(forming part of the financial statements)

1 Accounting policies

Willowbrook Healthcare Developments Limited (the "Company") is a Company limited by shares and incorporated and domiciled in the UK.

These financial statements were prepared in accordance with Financial Reporting Standard 102 *The Financial Reporting Standard* applicable in the UK and Republic of Ireland (*"FRS 102"*) as issued in August 2014. The amendments to FRS 102 issued in July 2017 and effective immediately have been applied. The presentation currency of these financial statements is sterling.

The Company's ultimate parent undertaking is Xanadu Investments Limited and the smallest group in which these accounts are consolidated is headed by Avery Healthcare Holdings Limited (the intermediate parent company). The consolidated financial statements of Xanadu Investments Limited and Avery Healthcare Holdings Limited are available to the public and may be obtained from Companies House. In these financial statements, the Company is considered to be a qualifying entity (for the purposes of this FRS) and has applied the exemptions available under FRS 102 in respect of the following disclosures:

- Cash Flow Statement and related notes; and
- Key management personnel compensation

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements. In the opinion of the Directors, no critical judgements or estimates have been made in the application of accounting policies, which have a significant effect on the financial statements.

1.1 Measurement convention

The financial statements are prepared on the historical cost basis.

1.2 Going concern

The intermediate parent Company, Avery Healthcare holdings Limited, has agreed to continue to provide the Company with the necessary financial support and working capital for at least one year from the date of the approval of these financial statements to allow the Company to meet its liabilities as they fall due. The Company is also subject to cross guaranteed property leasing and loan arrangements with other group undertakings. Detailed information regarding the financial position of the Group headed by Avery Healthcare Holdings Limited, its cash flows, liquidity position and borrowing facilities are included in the financial statements of Avery Healthcare Holdings Limited, which can be obtained from Companies House. The following analysis considers the position of the Group as a whole;

The Group has recorded a loss before taxation for the year of £11.8m. Other than exceptional costs of £9.8m, this result is in line with expectations and the Group continues to perform in line with the original long term business plan put together at the time the Group was formed.

At the year end the Group had net current assets of £6.3m, including £10.3m cash. The Group's shareholders have indicated their continuing financial support for the Group for the foreseeable future.

The Group meets its day-to-day working capital requirements through operating cash flows and debt financing. The Group's forecasts and projections, taking account of reasonable possible changes in trading performance, show that the Group is expected to have a sufficient level of financial resources available through current and committed facilities.

The intermediate parent Company has provided a guarantee to the Company in respect of the Company's liabilities as at 31 March 2018.

After making enquiries and considering the above issues in detail, and whilst accepting that there are certain levels of risk associated with the above issues, the Directors consider and have concluded that the Company will have adequate resources to continue in operational existence for the foreseeable future. For these reasons they continue to adopt a going concern basis in the preparation of the financial statements.

1.3 Foreign currency

Transactions in foreign currencies are translated to the Company's functional currency at the foreign exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date.

Notes *(continued)*

1 Accounting policies *(continued)*

1.4 Classification of financial instruments issued by the Company

In accordance with FRS 102.22, financial instruments issued by the Company are treated as equity only to the extent that they meet the following two conditions:

(a) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company; and

(b) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments.

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

1.5 Basic financial instruments

Trade and other debtors / creditors

Trade and other debtors are recognised initially at transaction price less attributable transaction costs. Trade and other creditors are recognised initially at transaction price plus attributable transaction costs. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses in the case of trade debtors.

Interest-bearing borrowings classified as basic financial instruments

Interest-bearing borrowings are recognised initially at the present value of future payments discounted at a market rate of interest. Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost using the effective interest method, less any impairment losses.

1.6 Tangible fixed assets

Tangible fixed assets are stated at cost less accumulated depreciation and accumulated impairment losses. Tangible fixed assets include investment property whose fair value cannot be measured reliably without undue cost or effort.

Where parts of an item of tangible fixed assets have different useful lives, they are accounted for as separate items of tangible fixed assets, for example land is treated separately from buildings.

Leases in which the Company assumes substantially all the risks and rewards of ownership of the leased asset are classified as finance leases. All other leases are classified as operating leases. Leased assets acquired by way of finance lease are stated on initial recognition at an amount equal to the lower of their fair value and the present value of the minimum lease payments at inception of the lease, including any incremental costs directly attributable to negotiating and arranging the lease. At initial recognition a finance lease liability is recognised equal to the fair value of the leased asset or, if lower, the present value of the minimum lease payments. The present value of the minimum lease payments is calculated using the interest rate implicit in the lease. Lease payments are accounted for as described at 1.9 below.

The Company assesses at each reporting date whether tangible fixed assets (including those leased under a finance lease) are impaired.

Depreciation is charged to the profit and loss account on a straight-line basis over the estimated useful lives of each part of an item of tangible fixed assets. Leased assets are depreciated over the shorter of the lease term and their useful lives. Land is not depreciated. The estimated useful lives are as follows:

- buildings 50 years
- motor vehicles 4 years

Notes *(continued)*

1 Accounting policies *(continued)*

1.6 Tangible fixed assets (continued)

Depreciation methods, useful lives and residual values are reviewed if there is an indication of a significant change since the last annual reporting date in the pattern by which the Company expects to consume an asset's future economic benefits.

1.7 Stocks

Stocks are stated at the lower of cost and estimated selling price less costs to complete and sell. Cost is based on the first-in first-out principle and includes expenditure incurred in acquiring the stocks, production or conversion costs and other costs in bringing them to their existing location and condition. In the case of manufactured stocks and work in progress, cost includes an appropriate share of overheads based on normal operating capacity.

1.8 Impairment excluding stock and deferred tax assets

Financial assets (including trade and other debtors)

A financial asset not carried at fair value through profit or loss is assessed at each reporting date to determine whether there is objective evidence that it is impaired. A financial asset is impaired if objective evidence indicates that a loss event has occurred after the initial recognition of the asset, and that the loss event had a negative effect on the estimated future cash flows of that asset that can be estimated reliably.

An impairment loss in respect of a financial asset measured at amortised cost is calculated as the difference between its carrying amount and the present value of the estimated future cash flows discounted at the asset's original effective interest rate. For financial instruments measured at cost less impairment an impairment is calculated as the difference between its carrying amount and the best estimate of the amount that the Company would receive for the asset if it were to be sold at the reporting date. Interest on the impaired asset continues to be recognised through the unwinding of the discount. Impairment losses are recognised in profit or loss. When a subsequent event causes the amount of impairment loss to decrease, the decrease in impairment loss is reversed through profit or loss.

Non-financial assets

The carrying amounts of the entity's non-financial assets, other than stocks and deferred tax assets, are reviewed at each reporting date to determine whether there is any indication of impairment. If any such indication exists, then the asset's recoverable amount is estimated. The recoverable amount of an asset or cash-generating unit is the greater of its value in use and its fair value less costs to sell. In assessing value in use, the estimated future cash flows are discounted to their present value using a pre-tax discount rate that reflects current market assessments of the time value of money and the risks specific to the asset. For the purpose of impairment testing, assets that cannot be tested individually are grouped together into the smallest group of assets that generates cash inflows from continuing use that are largely independent of the cash inflows of other assets or groups of assets (the "cash-generating unit"). The goodwill acquired in a business combination, for the purpose of impairment testing is allocated to cash-generating units, or ("CGUs") that are expected to benefit from the synergies of the combination. For the purpose of goodwill impairment testing, if goodwill cannot be allocated to individual CGUs or groups of CGUs on a non-arbitrary basis, the impairment of goodwill is determined using the recoverable amount of the acquired entity in its entirety, or if it has been integrated then the entire group of entities into which it has been integrated.

An impairment loss is recognised if the carrying amount of an asset or its CGU exceeds its estimated recoverable amount. Impairment losses are recognised in profit or loss. Impairment losses recognised in respect of CGUs are allocated first to reduce the carrying amount of any goodwill allocated to the units, and then to reduce the carrying amounts of the other assets in the unit (group of units) on a pro rata basis.

An impairment loss is reversed if and only if the reasons for the impairment have ceased to apply.

Impairment losses recognised in prior periods are assessed at each reporting date for any indications that the loss has decreased or no longer exists. An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised.

Notes *(continued)*

1 Accounting policies *(continued)*

1.9 Expenses

Operating lease

Payments (excluding costs for services and insurance) made under operating leases are recognised in the profit and loss account on a straight-line basis over the term of the lease unless the payments to the lessor are structured to increase in line with expected general inflation; in which case the payments related to the structured increases are recognised as incurred. Lease incentives received are recognised in profit and loss over the term of the lease as an integral part of the total lease expense.

Interest receivable and Interest payable

Interest payable and similar charges include interest payable, finance charges on shares classified as liabilities and finance leases are recognised in profit or loss using the effective interest method, unwinding of the discount on provisions, and net foreign exchange losses that are recognised in the profit and loss account (see foreign currency accounting policy). Borrowing costs that are directly attributable to the acquisition, construction or production of an asset that takes a substantial time to be prepared for use, are capitalised as part of the cost of that asset/are expensed as incurred.

Other interest receivable and similar income include interest receivable on funds invested and net foreign exchange gains.

Interest income and interest payable are recognised in profit or loss as they accrue, using the effective interest method. Dividend income is recognised in the profit and loss account on the date the Company's right to receive payments is established. Foreign currency gains and losses are reported on a net basis.

1.10 Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the profit and loss account except to the extent that it relates to items recognised directly in equity or other comprehensive income, in which case it is recognised directly in equity or other comprehensive income.

Current tax is the expected tax payable or receivable on the taxable income or loss for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on timing differences which arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in the financial statements.

Deferred tax is provided in respect of the additional tax that will be paid or avoided on differences between the amount at which an asset (other than goodwill) or liability is recognised in a business combination and the corresponding amount that can be deducted or assessed for tax. Goodwill is adjusted by the amount of such deferred tax.

Deferred tax is measured at the tax rate that is expected to apply to the reversal of the related difference, using tax rates enacted or substantively enacted at the balance sheet date.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that is it probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits.

2 Expenses and auditor's remuneration

Included in profit/loss are the following:

	2018	2017
	£	£
Auditor's remuneration	-	-

Notes *(continued)*

3 Directors' remuneration

No remuneration was paid to the Directors by the Company during the current or preceding financial year. The Directors were the only employees.

4 Exceptional administrative expenses

	2018	2017
	£	£
Pre-opening costs	-	11,444

Pre-opening costs comprise costs incurred on the care home where operating loss were incurred without being able to bring the home into operation.

5 Interest payable and similar charges

	2018	2017
	£	£
On bank loans and overdrafts	-	75

6 Taxation

Total tax expense recognised in the profit and loss account, other comprehensive income and equity

	2018	2017
	£	£
Current tax		
Current tax on income for the year	**(902)**	(2.291)
Adjustment in respect of prior periods	**2,291**	1,506
Total current tax	**1,389**	(785)
Deferred tax (note 12)		
Origination and reversal of timing differences	**(2,529)**	-
Total deferred tax	**(2,529)**	-
Total tax	**(1,140)**	(785)

Notes *(continued)*

6 Taxation *(continued)*

Reconciliation of effective tax rate

	2018	2017
	£	£
Loss for the year	**(11,792)**	(25,550)
Total tax credit	**(1,140)**	(785)
Loss excluding taxation	**(12,932)**	(26,335)
Tax using the UK corporation tax rate of 19% *(2017: 20%)*	**(2,457)**	(5,267)
Deferred tax not recognised	**(2,529)**	(2,595)
Fixed asset differences	**1,555**	-
Adjustment to tax charge in respect of prior periods	**2,291**	7,077
Total tax credit included in profit or loss	**(1,140)**	(785)

Factors that may affect future current and total tax charges

A reduction in the UK corporation tax rate from 19% to 18% (effective from 1 April 2020) was substantively enacted on 26 October 2015. A reduction to 17% was substantively enacted in September 2016. This will reduce the Company's current tax charge accordingly. The deferred tax asset at 31 March 2018 has been calculated based on the rate of 17% substantively enacted at the balance sheet date.

7 Tangible fixed assets

	Land and buildings	**Motor vehicles**	**Total**
	£	**£**	**£**
Cost and net book value			
Balance at 1 April 2017	32,953	35,705	68,658
Additions	115,295	-	115,295
Balance at 31 March 2018	148,248	35,705	183,953
Depreciation and impairment			
Balance as at 1 April 2017	-	14,877	14,877
Depreciation charge for the year	-	8,182	8,182
Balance as at 31 March 2018	-	**23,059**	**23,059**
Net book value			
At 31 March 2018	**148,248**	**12,646**	**160,894**
At 31 March 2017	32,953	20,828	53,781

8 Stocks

	2018	2017
	£	£
Work in progress	-	2,452

Notes *(continued)*

9 Debtors

	2018	2017
	£	£
Trade debtors	**2,018**	-
Amounts owed by group undertakings	**10,138,511**	11,043,271
Group relief receivable	**16,959**	18,348
Deferred tax asset (note 12)	**2,529**	-
Other debtors and prepayments	**9,064**	2,689
	10,169,081	11,064,308

Amounts owed by group undertakings have no fixed repayment date.

10 Creditors: amounts falling due within one year

	2018	2017
	£	£
Trade creditors	**89,296**	50,639
Amounts owed to group undertakings	**10,102,079**	11,054,873
Taxation and social security	**2,285**	2,285
Other creditors and accruals	**190,744**	27,600
	10,384,404	11,135,397

Amounts owed to group undertakings have no fixed repayment date.

11 Creditors: amounts falling after more than one year

	2018	2017
	£	£
Other secured loans	**14,596**	14,596

12 Deferred taxation

	2018
	£
At beginning of year	-
Credit to the profit and loss for the year	(2,529)
At end of year – asset	**(2,529)**

Notes *(continued)*

13 Share capital

	Ordinary shares
On issue at 1 April 2017	1
Issued for cash	-
On issue at 31 March 2018 – fully paid	1

	2018	2017
	£	£
Allotted, called up and fully paid		
1 ordinary share of £1	1	1

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

14 Ultimate parent company and parent company of larger group

The Company is a subsidiary undertaking of Willowbrook Healthcare Debtco Limited. The ultimate controlling party is Xanadu Investments Limited.

The largest group in which the results of the Company are consolidated is that headed by Xanadu Investments Limited. The smallest group in which the results of the Company are consolidated is that headed by Avery Healthcare Holdings Limited.

15 Contingent liabilities

The Company, together with a number of its fellow subsidiary undertakings, has entered into a cross collaterised security arrangement to secure the Group's operating property leases and loans with Welltower Inc of Toledo USA.