REGISTERED NUMBER: 05773858 (England and Wales)

ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2014

FOR

NORTHGATE HEALTHCARE LIMITED

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COMPANY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2014

DIRECTORS: A K Haines

K Haines M K Haines

SECRETARY: K Haines

REGISTERED OFFICE: White Gables

Cross Lane Head Bridgnorth Shropshire WV16 4SJ

REGISTERED NUMBER: 05773858 (England and Wales)

AUDITORS: BSS & Co (Accountancy Services) Limited

75 Aston Road Shifnal Shropshire TF11 8DU

STRATEGIC REPORT FOR THE YEAR ENDED 31 DECEMBER 2014

The directors present their strategic report for the year ended 31 December 2014.

We aim to present a balanced and comprehensive review of the development and performance of our business during the year and its position at the year end. Our review is consistent with the size and non-complex nature of our business and is written in the context of the risks and uncertainties we face.

REVIEW OF BUSINESS

We are a provider of residential care homes for the elderly and currently own and operate two homes in the Midlands and we assess performance for each home separately.

We pride ourselves on the quality of our homes and care we provide. We have seen a number of obstacles during the year but we continue to be satisfied with the occupancy rates achieved by both of our homes.

We consider the key financial performance indicators are those that communicate the financial performance and strength of the company as a whole, these being average occupancy rates, gross profit margin and earnings before interest, tax, depreciation and amortisation (EBITDA).

We target occupancy rates to be in excess of 95% and this was achieved across both homes a lot of the year. We continue to have high resident retention and satisfaction.

The gross profit margin for the company as a whole was 46% this year which was the same as in the previous year. Turnover had increased as overall occupancy rates were up on 2013.

We have continued with the on-going program of repairs to both of our homes to ensure they are kept to the high standards which we continue to meet for all of our service users. During the year we have been undergoing extensive building work on one of the homes, this will increase capacity by 10 bedrooms and also include a safe enclosed courtyard area for the use of the residents. We are also adding a second outside area as part of the extension work, both of these should ensure our residents get a more varied surroundings at our home.

The extension was not completed during 2014 but was completed during 2015.

As part of our expansion plans we have added another home to our portfolio, this was agreed in 2014 but completion took place during 2015. This included an additional £2,075,000 loan from our principle bankers to assist in the purchase. The new home is in need of some refurbishment which we are undertaking in stages during 2015 and 2016. We expect the new home to be up to full occupancy during the 2016 year. Whilst the new home is undergoing the refurbishment we are budgeting for a break even period until the home is refurbished.

PRINCIPAL RISKS AND UNCERTAINTIES

Laines

A number of risk factors continue to potentially impact the operating and financial performance of the company. These being:

- The effects of a further economic downturn which could lead to further pressures on margins
- Changes in the availability of public sector funding. A number of users of the company's care homes rely on government funding to assist with fees

With these risks and uncertainties in mind, we are aware that any plans for the future development of the business may be subject to unforeseen events outside of our control.

ON BEHALF OF THE BOARD:

A K Haines - Director

27 November 2015

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 DECEMBER 2014

The directors present their report with the accounts of the company for the year ended 31 December 2014.

DIVIDENDS

The total distribution of dividends for the year ended 31 December 2014 will be £81,200.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2014 to the date of this report.

A K Haines K Haines

M K Haines

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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 then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

AUDITORS

The auditors, BSS & Co (Accountancy Services) Limited, will be proposed for re-appointment at the forthcoming Annual General Meeting.

ON BEHALF OF THE BOARD:

A K Haines - Director

27 November 2015

NORTHGATE HEALTHCARE LIMITED UNDER SECTION 449 OF THE COMPANIES ACT 2006

We have examined the abbreviated accounts set out on pages five to seventeen, together with the full financial statements of Northgate Healthcare Limited for the year ended 31 December 2014 prepared under Section 396 of the Companies Act 2006.

This report is made solely to the company, in accordance with Section 449 of the Companies Act 2006. Our work has been undertaken so that we might state to the company those matters we are required to state to it in a special auditors' 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, for our work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the abbreviated accounts in accordance with Section 445 of the Companies Act 2006. It is our responsibility to form an independent opinion as to whether the company is entitled to deliver abbreviated accounts to the Registrar of Companies and whether the abbreviated accounts have been properly prepared in accordance with the Regulations made under that Section and to report our opinion to you.

Basis of opinion

We conducted our work in accordance with Bulletin 2008/4 issued by the Auditing Practices Board. In accordance with that Bulletin we have carried out the procedures we consider necessary to confirm, by reference to the financial statements, that the company is entitled to deliver abbreviated accounts and that the abbreviated accounts to be delivered are properly prepared.

Opinion

In our opinion the company is entitled to deliver abbreviated accounts prepared in accordance with Section 445(3) of the Companies Act 2006, and the abbreviated accounts have been properly prepared in accordance with the Regulations made under that Section.

Mr B S Sahota F.C.C.A. (Senior Statutory Auditor)

for and on behalf of BSS & Co (Accountancy Services) Limited

75 Aston Road

Shifnal

Shropshire

TF1i8DU

27 November 2015

ABBREVIATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2014

	Notes	2014 £	2013 £
TURNOVER		2,220,231	2,089,227
Cost of sales and other operating income		(1,198,288)	(1,128,426)
		1,021,943	960,801
Administrative expenses		428,904	477,538
OPERATING PROFIT	3	593,039	483,263
Interest payable and similar charges	4	120,930	116,381
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	S	472,109	366,882
Tax on profit on ordinary activities	5	83,898	67,969
PROFIT FOR THE FINANCIAL YEAR	R	388,211	298,913

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31 DECEMBER 2014

	2014 £	2013 £
PROFIT FOR THE FINANCIAL YEAR Unrealised surplus on revaluation	388,211	298,913 979,583
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR	388,211	1,278,496
Prior year adjustment		(57,576)
TOTAL GAINS AND LOSSES RECOGNISED SINCE LAST ANNUAL REPORT		1,220,920

NOTE OF HISTORICAL COST PROFITS AND LOSSES

The difference between the results as disclosed in the profit and loss account and the results on an unmodified historical cost basis is not material.

NORTHGATE HEALTHCARE LIMITED (REGISTERED NUMBER: 05773858)

ABBREVIATED BALANCE SHEET 31 DECEMBER 2014

	201	4	201	3
Notes	£	£	£	£
7		705,665		755,915
8		6,343,541		5,568,721
•		7,049,206		6,324,636
9	2,200	•	2,200	
10	364,003		106,939	
	76,450		235,778	
	442,653		344,917	
11	602,131		253,592	
TS		(159,478)		91,325
		6,889,728		6,415,961
٠.				
12		(4,105,175)		(3,950,000)
16		(197,330)	,	(185,749)
		2,587,223		2,280,212
17		100		100
				1,652,572
18		934,551		627,540
22		2,587,223		2,280,212
	7 8 9 10 11 TS 12 16	Notes £ 7 8 9 2,200 10 364,003 76,450 442,653 11 602,131 TS 12 16	7 705,665 6,343,541 7,049,206 9 2,200 10 364,003 76,450 442,653 11 602,131 TS (159,478) 6,889,728 12 (4,105,175) (197,330) 2,587,223 100 1,652,572 934,551	Notes £ £ £ £

The abbreviated accounts have been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to medium-sized companies.

The financial statements were approved by the Board of Directors on 27 November 2015 and were signed on its behalf by:

A K Haines - Director

CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2014

		2014	4	201	3
N	Notes	£	£	£	£
Net cash inflow from operating activities	1		597,211		523,193
Returns on investments and servicing of finance	2		(120,930)		(116,381)
Taxation			-		(55,772)
Capital expenditure	2		(794,751)		(35,866)
Equity dividends paid			(81,200)		(98,900)
			(399,670)		216,274
Financing	2		240,342		(118,588)
(Decrease)/increase in cash in the per	riod		(159,328)		97,686
Reconciliation of net cash flow to movement in net debt	3				
(Decrease)/increase in cash in the period Cash (inflow)/outflow		(159,328)		97,686	
from (increase)/decrease in debt		(355,175)		84,578	
Change in net debt resulting from cash flows			(514,503)		182,264
Movement in net debt in the period Net debt at 1 January			(514,503) (3,514,222)		182,264 (3,696,486)
Net debt at 31 December			(4,028,725)		(3,514,222)

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2014

1. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2014	2013
	£	£
Operating profit	593,039	483,263
Depreciation charges	70,181	69,969
Increase in stocks	-	(200)
Increase in debtors	(257,064)	(56,197)
Increase in creditors	191,055	26,358
Net cash inflow from operating activities	597,211	523,193
Net cash fillion from operating activities	====	=====

2. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	2014 £	2013 £
Returns on investments and servicing of finance Interest paid	(120,930)	(116,381)
Net cash outflow for returns on investments and servicing of finance	(120,930)	(116,381)
Capital expenditure		
Purchase of tangible fixed assets	(794,751).	(35,866)
Net cash outflow for capital expenditure	(794,751)	(35,866)
Financing		
New loans in year	355,175	-
Loan repayments in year	-	(84,578)
Inter company loan	(1,619)	(8,408)
Amount withdrawn by directors	(113,214)	(25,602)
Net cash inflow/(outflow) from financing	240,342	(118,588) ======

NOTES TO THE CASH FLOW STATEMENT FOR THE YEAR ENDED 31 DECEMBER 2014

3. ANALYSIS OF CHANGES IN NET DEBT

	At 1.1.14 £	Cash flow £	At 31.12.14 £
Net cash: Cash at bank and in hand	235,778	(159,328)	76,450
	235,778	(159,328)	76,450
Debt: Debts falling due			
after one year	(3,750,000)	(355,175)	(4,105,175)
	(3,750,000)	(355,175)	(4,105,175)
Total	(3,514,222)	(514,503)	(4,028,725)

NOTES TO THE ABBREVIATED ACCOUNTS FOR THE YEAR ENDED 31 DECEMBER 2014

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention as modified by the revaluation of certain assets.

Turnover

Turnover represents net invoiced sales of goods, excluding value added tax.

Condwill

Goodwill, being the amount pain in connection with acquisition of care homes in 2007 and 2010, is being amortised evenly over its estimated useful life of twenty years.

Intellectual property rights and books of account, being the amount paid in connection with the acquisition of a care home in 2010, are being amortised evenly over the deemed useful life of twenty years.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life

Freehold property - not provided

Fixtures fittings & equipment

Motor vehicles

Computer equipment

- 10% on reducing balance
- 25% on reducing balance
- 25% on reducing balance

Freehold property is not depreciated, as it is the opinion of the directors that periodic revaluation in line with generally accepted accounting principles fairly reflects the fair market value of the properties, and therefore depreciation is considered to be immaterial. This is a departure from the requirements of FRS 15 - "Tangible Fixed Assets", which requires that tangible fixed assets, other than non-depreciable land, are depreciated. The directors consider this departure to be necessary to give a true and fair view.

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items.

Deferred tax

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date.

Hire purchase and leasing commitments

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the period of the lease.

2. STAFF COSTS

	2014	2013
	£	£
Wages and salaries	1,083,738	1,017,936
Social security costs	28,193	32,427
	1,111,931	1,050,363

NOTES TO THE ABBREVIATED ACCOUNTS - continued FOR THE YEAR ENDED 31 DECEMBER 2014

2. STAFF COSTS - continued

	The average monthly number of employees during the year was as follows:	2014	2013
		2014	2013
	Lane House	45	43
	The Firs	56	54
		101	97
			
3.	OPERATING PROFIT		
	The operating profit is stated after charging:		
		2014	2013
		£	£ .
	Hire of plant and machinery	8,693	6,012
	Depreciation - owned assets	19,931	19,719
	Goodwill amortisation Intellectual property & books amortisation	49,625 625	49,625 626
	Auditors' remuneration	4,320	3,600
	Addition formation		
	Directors' remuneration	16,064	17,830
4.	INTEREST PAYABLE AND SIMILAR CHARGES		
		2014	2013
		£	£
	Bank interest	2	116 201
	Bank loan interest	120,928	116,381
		120,930	116,381
5.	TAXATION		
	Analysis of the tax charge		
	The tax charge on the profit on ordinary activities for the year was as follows:		
		2014	2013
	Comment	£	£
	Current tax: UK corporation tax	72,317	60,840
	OK corporation tax	72,317	00,010
	Deferred tax	11,581	7,129
	Tax on profit on ordinary activities	83,898	67,969
			====
6.	DIVIDENDS		
υ.	DITIDENDO	2014	2013
		£	£
	Interim	81,200	98,900

NOTES TO THE ABBREVIATED ACCOUNTS - continued FOR THE YEAR ENDED 31 DECEMBER 2014

7. INTANGIBLE FIXED ASSETS

8.

INTANGIBLE FIXED ASSE	.115		Goodwill £	Intellectual property & books	Totals £
COST At 1 January 2014 and 31 December 2014			992,498	12,501	1,004,999
AMORTISATION At 1 January 2014 Amortisation for year			247,000 49,625	2,084 625	249,084 50,250
At 31 December 2014		•	296,625	2,709	299,334
NET BOOK VALUE At 31 December 2014			695,873	9,792	705,665
At 31 December 2013			745,498	10,417	755,915
TANGIBLE FIXED ASSETS	Freehold property	Fixtures fittings & equipment	Motor vehicles	Computer equipment	Totals
COST OR VALUATION	£	£	£	£	£
At 1 January 2014 Additions	5,398,028 771,946	248,873 22,317	1,500	5,543 488	5,653,944 794,751
At 31 December 2014	6,169,974	271,190	1,500	6,031	6,448,695
DEPRECIATION At 1 January 2014 Charge for year	- -	81,570 18,962	375 281	3,278 688	85,223 19,931
At 31 December 2014	-	100,532	656	3,966	105,154
NET BOOK VALUE At 31 December 2014	6,169,974	170,658	844	2,065	6,343,541
At 31 December 2013	5,398,028	167,303	1,125	2,265	5,568,721
Cost or valuation at 31 Decem	ber 2014 is repre	esented by:			
	Freehold property £	Fixtures fittings & equipment £	Motor vehicles £	Computer equipment £	Totals £
Valuation in 2010	672,989	-	-	. .	672,989
Valuation in 2013 Cost	979,584 4,517,401	271,190	1,500	6,031	979,584 4,796,122
	6,169,974	271,190	1,500	6,031	6,448,695

NOTES TO THE ABBREVIATED ACCOUNTS - continued FOR THE YEAR ENDED 31 DECEMBER 2014

8. TANGIBLE FIXED ASSETS - continued

If freehold land and buildings had not been revalued they would have been included at the following historical cost:

		2014	2013
		£	£
Cost		4,498,747	3,726,801

The Firs Residential Care Home was valued on an open market basis on 19 August 2013 by Colliers CRE.

Lane House Residential Care Home was revalued on an open market basis on 2 September 2014 by Knight Frank LLP.

Freehold property has been valued as a fully equipped operational entity, having regard to its trading potential.

9.	STOCKS	•	
٦.	STOCKS	2014	2013
		£	£
	Stocks	2,200	2,200
10.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
10.	DEDICKO, ANOUNTO INDERNO DOE WITHIN ONE TERM	2014	2013
		£	£
	Trade debtors	116,130	70,493
	Other debtors	243,606	25,502
	Prepayments	4,267	10,944
		364,003	106,939
11.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2014	2013
		£	£
	Trade creditors	176,890	25,277
	Amounts owed to group undertakings	2,212	3,831
	Tax	113,323 12,028	41,006 10,028
•	Social security and other taxes	12,028	10,028
	Other creditors	140,399	56,908
	Directors' current accounts Accrued expenses	13,385	12,063
	Accided expenses		12,003
		602,131	253,592
			
12.	CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE		
	YEAR		
		2014 £	2013 £
•	Bank loans (see note 13)	4,105,175	3,750,000
	Directors' loan accounts	-,,105,175	200,000
	Director tour accounts	-	
		4,105,175	3,950,000

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NOTES TO THE ABBREVIATED ACCOUNTS - continued FOR THE YEAR ENDED 31 DECEMBER 2014

13. LOANS

An analysis of the maturity of loans is given below:

	2014 £	2013 £
Amounts falling due between one and two years: Bank loans - 1-2 years	287,863	176,743
Amounts falling due between two and five years: Bank loans - 2-5 years	3,817,312	3,573,257

As part of the refinancing relating to both the extension of an existing home and the acquisition of a new home, there is a capital repayment holiday for 2015, with the first capital repayment being made early 2016.

14. OPERATING LEASE COMMITMENTS

The following operating lease payments are committed to be paid within one year:

	Other operation	Other operating leases	
	2014	2013	
	£	£	
Expiring:			
Within one year	760		
Between one and five years	3,499	760	
			
	4,259	760	
			

15. SECURED DEBTS

The following secured debts are included within creditors:

	2014	2013
	£	£
Bank loans	4,105,175	3,750,000

A first legal charge and debenture on freehold property known as Lane House, Lichfield Road, Tamworth, Staffordshire and, The Firs, Wodehouse Lane, Sedgley, West Midlands and all other current and future assets exists in respect of secured debts in favour of National Westminster Bank PLC.

16. PROVISIONS FOR LIABILITIES

Deferred tax	£ £ £ 197,330 185,749
Balance at 1 January 2014 Utilised during year	Deferred tax £ 185,749 11,581
Balance at 31 December 2014	11,381 197,330

2013

2014

NOTES TO THE ABBREVIATED ACCOUNTS - continued FOR THE YEAR ENDED 31 DECEMBER 2014

17. CALLED UP SHARE CAPITAL

	Allotted, issue Number:	ed and fully paid: Class:	Nominal	2014	2013
	100	Ordinary	value: £1	£ 100	£ 100
18.	RESERVES		Profit and loss	Revaluation	
			account £	reserve £	Totals £
	At 1 January 2 Profit for the y Dividends		627,540 388,211 (81,200)	1,652,572	2,280,112 388,211 (81,200)
	At 31 Decemb	per 2014	934,551	1,652,572	2,587,123
	The revaluation reserve is summarised as follows:				
	Surplus on revaluation where valuation is in excess of hist Temporary diminution in value where valuation is less tha			2013 £ 2,029,924 (377,352)	2012 £ 1,088,498 (415,509)
	p = j =			1,652,572	672,989

Current market value is less than historic cost of one property. The directors have considered the implications of FRS 15, and consider the current value of this property to be temporarily depressed due to the current economic climate. However, the property has significant value to the business in terms of its expected future income generating potential, and the market value is expected to exceed historic cost in the foreseeable future.

The revaluation reserve is solely attributable to the revaluation of freehold property.

19. CAPITAL COMMITMENTS

	2014	2013
•	£	£
Contracted but not provided for in the	•	
financial statements	2,161,528	-
		

On 16th December 2014 the company exchanged contracts to purchase another care home. A deposit was paid of £222,500, with the balance of £1,939,028 due on completion. The purchase was being financed by a further loan from the company bankers Nat West Bank PLC.

20. RELATED PARTY DISCLOSURES

A first legal charge exists in respect of the secured debts in favour of National Westminster Bank PLC on certain property held by K Haines.

K Haines has also given a personal guarantee against the bank loan and overdraft.

Northgate Healthcare Holdings Limited

Parent company

NOTES TO THE ABBREVIATED ACCOUNTS - continued FOR THE YEAR ENDED 31 DECEMBER 2014

Dividends were paid to Northgate Healthcare Holdings Limited totalling £81,200 (2013: £98,900).

Northgate Healthcare Holdings Limited charged Northgate Healthcare Limited management charges totalling £2,475 (2013: £2,589).

	- T	2014	2013
		£	£
Amount due to related party at the balance sheet date		2,212	3,831

21. ULTIMATE CONTROLLING PARTY

The company is controlled by the Haines family, who wholly own and control Northgate Healthcare Holdings Limited, a company which owns 100% of the issued share capital of Northgate Healthcare Limited. Consolidated financial statements, in which this company is included, are publicly available from the Registrar of Companies, Cardiff.

2012

22. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Profit for the financial year Dividends	£ 388,211 (81,200)	£ 298,913 (98,900)
Other recognised gains and losses relating to the year (net)	307,011	200,013 979,583
Net addition to shareholders' funds Opening shareholders' funds	307,011 2,280,212	1,179,596 1,100,616
Closing shareholders' funds	2,587,223	2,280,212