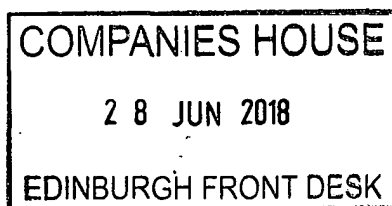


Registered number: 09729915

Hollyblue Healthcare (Spring) Limited

Director's report and audited financial statements

For the year ended 31 December 2017



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Hollyblue Healthcare (Spring) Limited

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Hollyblue Healthcare (Spring) Limited
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Company information

Director	M C Glowasky
Registered number	09729915
Registered office	11th Floor Two Snowhill Birmingham West Midlands England B4 6WR
Independent auditor	BDO LLP 4 Atlantic Quay 70 York Street Glasgow G2 8JX

Hollyblue Healthcare (Spring) Limited

Director's report For the year ended 31 December 2017

The director presents his report and the audited financial statements of Hollyblue Healthcare (Spring) Limited ("the company") for the year to 31 December 2017. The comparative figures relate to the period from 12 August 2015 to 31 December 2016.

Principal activity

The principal activity of the company during the year was that of an investment property company operating in the care sector.

Results

The profit for the year, after taxation, amounted to £917,817 (2016: for the period to 31 December 2016 £1,037,304).

Director

The director who served the company during the period and up to the date of approval of this report was:

M C Glowasky

Disclosure of information to the auditor

The director at the time when this Director's report is approved has confirmed that:

- so far as he is aware, there is no relevant audit information of which the company's auditor is unaware; and
- he has taken all the steps that ought to have been taken as a director in order to be aware of any relevant audit information and to establish that the company's auditor is aware of that information.


Independent auditor

The independent auditor, BDO LLP, was appointed during the year and has indicated its willingness to continue in office. A resolution concerning its re-appointment will be put to the director at the board meeting approving these financial statements.

Small companies note

In preparing this report, the director has taken advantage of the small companies exemptions provided by sections 414A and 414B of the Companies Act 2006.

This report was approved by the board and signed on its behalf by:


.....
M C Glowasky
Director

Date: 20 June 2018

Hollyblue Healthcare (Spring) Limited
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**Director's responsibilities statement
For the year ended 31 December 2017**

The director is responsible for preparing the annual report and the financial statements in accordance with applicable law and regulation.

Company law requires the director to prepare financial statements for each financial period. Under that law the director has prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards, comprising FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" Section 1A, and applicable law). Under company law the director must not approve the financial statements unless he is 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 the financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102 Section 1A, have been followed, subject to any material departures disclosed and explained in the financial statements;
- 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 director is 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.

The director is 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.

Hollyblue Healthcare (Spring) Limited

Independent auditor's report to the members of Hollyblue Healthcare (Spring) Limited For the year ended 31 December 2017

Opinion

We have audited the financial statements of Hollyblue Healthcare (Spring) Limited ("the company") for the year ended 31 December 2017 which comprise the Statement of comprehensive income, the Statement of financial position, Statement of changes in equity and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the director's use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the director has not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The director is responsible for the other information. The other information comprises the Director's report. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact. We have nothing to report in this regard.

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Director's report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Director's report has been prepared in accordance with applicable legal requirements.

Hollyblue Healthcare (Spring) Limited

Independent auditor's report to the members of Hollyblue Healthcare (Spring) Limited For the year ended 31 December 2017

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the company and its environment obtained in the course of the audit, we have not identified material misstatements in the Director's report.

We have nothing to report in respect of the following matters in relation to which 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 director's remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.; or
- the director was not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies' exemptions in preparing the Director's report and from the requirement to prepare a Strategic report.

Responsibilities of directors

As explained more fully in the Director's responsibilities statement, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the director determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the director is responsible for assessing the company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the director either intends to liquidate the company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

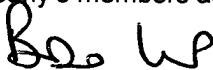
Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located at the Financial Reporting Council's website at:

<https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Use of our report

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.



Martin Gill (Senior Statutory Auditor)

For and on behalf of BDO LLP, statutory auditor
Glasgow, United Kingdom

Date:

20 June 2018

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

Hollyblue Healthcare (Spring) Limited

Statement of comprehensive income For the year ended 31 December 2017

	Note	Year ended 31 December 2017 £	Period from 12 August 2015 to 31 December 2016 £
Turnover	4	1,063,874	2,216,046
Cost of sales		(25,298)	(61,622)
Gross profit		1,038,576	2,154,424
Administrative expenses (including loss on revaluation of investment properties)		-	(673,767)
Operating profit	5	1,038,576	1,480,657
Interest payable and similar charges	7	(160,389)	(291,511)
Profit before taxation		878,187	1,189,146
Tax on profit	8	39,630	(151,842)
Profit after taxation		917,817	1,037,304
Other comprehensive income		-	-
Total comprehensive income for the year/period		917,817	1,037,304

The notes on pages 9 to 17 form part of these financial statements.

Hollyblue Healthcare (Spring) Limited

Statement of financial position
As at 31 December 2017
Registered Number: 09729915

	Note	2017 £	2016 £
Fixed assets			
Investment property	9	3,141,000	3,141,000
Current assets			
Debtors: amounts falling due within one year	10	1,035,152	1,073,058
Cash and cash equivalents	11	328,744	772,047
		<u>1,363,896</u>	<u>1,845,105</u>
Creditors: amounts falling due within one year	12	(57,228)	(154,074)
Net current assets		<u>1,306,668</u>	<u>1,691,031</u>
Total assets less current liabilities		<u>4,447,668</u>	<u>4,832,031</u>
Creditors: amounts falling due after more than one year	13	(1,547,390)	(2,653,992)
Net assets		<u>2,900,278</u>	<u>2,178,039</u>
Capital and reserves			
Called up share capital	17	2,068,735	2,068,735
Retained earnings		831,543	109,304
Total equity		<u>2,900,278</u>	<u>2,178,039</u>

The company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime and in accordance with the provisions of FRS 102 section 1A – small companies.

The financial statements were approved and authorised for issue by the board and were signed on its behalf by:



.....
M C Glowasky
Director

Date: 20 June 2018

The notes on pages 9 to 17 form part of these financial statements.

Hollyblue Healthcare (Spring) Limited

Statement of changes in equity For the year ended 31 December 2017

	<i>Called up share capital</i>	<i>Retained earnings</i>	<i>Total equity</i>
	£	£	£
At 12 August 2015	-	-	-
Profit for the period	-	1,037,304	1,037,304
Shares issued during the period	2,068,735	-	2,068,735
Dividends declared	-	(928,000)	(928,000)
At 31 December 2016	<u>2,068,735</u>	<u>109,304</u>	<u>2,178,039</u>
Profit for the year	-	874,797	874,797
At 31 December 2017	<u>2,068,735</u>	<u>984,101</u>	<u>3,052,836</u>

The notes on pages 9 to 17 form part of these financial statements.

Hollyblue Healthcare (Spring) Limited
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**Notes to the financial statements
For the year ended 31 December 2017**

1. General information

Hollyblue Healthcare (Spring) Limited is a limited company incorporated and domiciled in England and Wales. The address of its registered office is 11th Floor, Two Snowhill, Birmingham, West Midlands, B4 6WR.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared on a going concern basis, under the historical cost convention, as modified by the revaluation of freehold investment property measured at fair value through the Statement of comprehensive income, and in accordance with Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the UK and Republic of Ireland", and the Companies Act 2006, as applicable to the small companies regime.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies (note 3).

The presentational currency is pound sterling.

The following principal accounting policies have been applied:

2.2 Financial reporting standard 102 - reduced disclosure exemptions

The disclosure requirements of section 1A of FRS102 have been applied other than where additional disclosure is required to show a true and fair view.

2.3 Turnover

Turnover, comprised of rental income, is recognised to the extent that it is probable that the economic benefits will flow to the company and the turnover can be reliably measured. Turnover is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes.

2.4 Investment property

Investment property is carried at fair value determined annually by the director on the basis of reports compiled by external valuers. These reports provide both a market value and range of values around this with a 5% sensitivity. These are derived from the current market rents and investment property yields for comparable real estate, and are adjusted if necessary for any difference in the nature, location or condition of the specific asset. No depreciation is provided. Changes in fair value are recognised in the Statement of comprehensive income.

2.5 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transactions costs and are measured subsequently at amortised cost using the effective interest method, less any impairment.

**Notes to the financial statements
For the year ended 31 December 2017**

2. Accounting policies (continued)

2.6 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours.

2.7 Financial instruments

Financial assets

Basic financial instruments, including trade and other debtors, and cash and bank balances, are initially recognised at transaction price, less any impairment.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of comprehensive income.

Financial liabilities

Financial liabilities, including trade and other payables, and loans from related parties are initially recognised at transaction price, less any impairment.

Financial liabilities that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of comprehensive income.

2.8 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

Hollyblue Healthcare (Spring) Limited

Notes to the financial statements For the year ended 31 December 2017

2. Accounting policies (continued)

2.9 Taxation

Tax is recognised in the Statement of comprehensive income and is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the reporting date in the countries where the company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the Statement of financial position date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits; and
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met.

2.10 Operating leases

Leases of investment properties where the company retains substantially all risks and rewards incidental to ownership are classified as operating leases. Rental income from operating leases (net of any incentives given to the lessees) is recognised as profit or loss on a straight-line basis over the lease term

3. Judgements in applying accounting policies and key sources of estimation uncertainty

In applying the company's accounting policies, the director may be required to make judgements and estimates that could impact the amounts reported for assets and liabilities as at the Statement of financial position date and the amounts reported for turnover and expenses during the year.

The director has not been required to use a significant degree of judgement in determining the timing and value of amounts recognised in the financial statements, other than that relating to the valuation of the investment properties. Their fair value is determined annually by the director on information provided by quarterly valuations made by Colliers International, the company's independent property advisers. The reports provide both a market value and range of values around this with a 5% sensitivity and are derived from the current market rents and investment property yields for comparable real estate. Consideration is also taken by the director of the volatility of the market from quarter to quarter.

The director is not aware of any significant sources of estimation uncertainty in the preparation of the financial statements.

4. Turnover

The whole of the turnover is attributable to the principal activity of the company being that of an investment property company operating in the care sector.

All turnover arose within the United Kingdom.

Hollyblue Healthcare (Spring) Limited

Notes to the financial statements For the year ended 31 December 2017

5. Operating profit

	<i>Year ended 31 December 2017</i>	<i>Period from 12 August 2015 to 31 December 2016</i>
	£	£
The operating profit is stated after charging/(crediting):		
Loss on revaluation of investment property	-	792,511
Gain on disposal of investment property	-	(175,879)
Foreign exchange losses	1,151	-
Fees payable to the company's auditor for the audit of the company's annual financial statements	2,275	3,250

6. Employees

The company has no employees (2016: nil) other than the director, who did not receive any remuneration (2016: period ended 31 December 2016 £nil).

7. Interest payable and similar charges

	<i>Year ended 31 December 2017</i>	<i>Period from 12 August 2015 to 31 December 2016</i>
	£	£
Interest payable on loans from group undertakings	160,389	291,511
Total interest payable and similar charges	160,389	291,511

Hollyblue Healthcare (Spring) Limited

Notes to the financial statements For the year ended 31 December 2017

8. Tax on profit

	<i>Year ended 31 December 2017</i>	<i>Period from 12 August 2015 to 31 December 2016</i>
	£	£
Current tax		
Total current tax	160,740	304,400
Adjustments in respect of previous periods	(200,370)	-
Total current tax	<u>(39,630)</u>	<u>304,400</u>
Deferred tax		
Origination and reversal of timing differences	152,558	(158,502)
Effect of changes in tax rates	-	5,944
Total deferred tax	<u>152,558</u>	<u>(152,558)</u>
Tax on profit	<u>112,928</u>	<u>151,842</u>

Factors affecting tax charge for the year/period

The tax assessed for the period is lower than the standard rate of corporation tax in the UK of 19.25% (2016: 20%). The calculation is below:

	<i>Year ended 31 December 2017</i>	<i>Period from 12 August 2015 to 31 December 2016</i>
	£	£
Profit before taxation	<u>835,163</u>	<u>1,189,146</u>
Profit multiplied by standard rate of corporation tax in the UK of 19.25% (2016: 20%)	160,740	237,829
Effects of:		
Expenses not deductible for tax purposes	-	123,566
Effects of group relief	-	(56,995)
Tax rate changes	-	5,944
Adjustments in respect of previous periods	(200,370)	-
Reversal of deferred tax asset	152,558	-
Deferred tax on revaluation loss	-	(158,502)
	<u>112,928</u>	<u>151,842</u>

Hollyblue Healthcare (Spring) Limited

Notes to the financial statements For the year ended 31 December 2017

8. Tax on profit (continued)

The corporation tax rate in the United Kingdom fell to 19% from 1 April 2018 and to 17% from 1 April 2020. The reduction to 19% was part of the Finance (No 2) Act 2015, which received Royal Assent on 18 November 2015. The reduction to 17% was announced in the 2016 Finance Bill and replaced a reduction to previous 18% that was part of the Finance (No 2) Act 2015.

The loss on revaluation of £792,511 could give rise to a potential deferred tax asset of £134,727 which can only be utilised when there are sufficient capital gains against which the loss can be offset. At this point it is uncertain that there will be sufficient capital gains for this loss to be offset.

9. Investment property

	2017 £	2016 £
Valuation		
As at 1 January and 31 December 2017	<u>3,141,000</u>	<u>3,141,000</u>

The 2017 valuations are based on the director's valuations, which are driven from quarterly valuations made by Colliers International, the company's independent property advisers, on an open market value for existing use basis. These reports provide the basis for an assessment to be made of the volatility of this market quarter to quarter. The historic cost of the investment properties is as follows:

	2017 £	2016 £
Historic cost including capitalised purchase costs	<u>3,933,511</u>	<u>3,933,511</u>

10. Debtors: amounts falling due within one year

	2017 £	2016 £
Amounts owed from group undertakings	914,528	917,325
Prepayments and accrued income	7,338	3,175
Corporation tax	113,286	-
Deferred tax asset (note 15)	-	152,558
	<u>1,035,152</u>	<u>1,073,058</u>

Amounts due to group undertakings are unsecured, interest free and repayable on demand.

11. Cash and cash equivalents

	2017 £	2016 £
Cash at bank and in hand	<u>328,744</u>	<u>772,047</u>

Hollyblue Healthcare (Spring) Limited

Notes to the financial statements For the year ended 31 December 2017

12. Creditors: amounts falling due within one year

	2017	2016
	£	£
Other creditors	35,635	53,704
Trade creditors	4,050	11,506
Corporation tax	-	70,444
Accruals and deferred income	17,543	18,420
	<u>57,228</u>	<u>154,074</u>

13. Creditors: amounts falling due after more than one year

	2017	2016
	£	£
Loans from group undertakings	<u>1,547,390</u>	<u>2,653,992</u>

Loans from group undertakings comprise of two loans. The first loan charges interest at a rate of 9% per annum. The second loan charges interest at LIBOR plus 6.5%. Interest is payable semi-annually on the initial draw-down amount. The loans are repayable in full on 30 September 2026.

A bank loan taken out by the company's immediate parent is secured in part by a fixed and floating charge over the assets of the company. The extent of this loan at the Statement of financial position date was £25,753,514.

14. Loans

Analysis of the maturity of loans is given below:

	2017	2016
	£	£
Amounts falling due after more than 5 years		
Loans from group undertakings	<u>1,547,390</u>	<u>2,653,992</u>

Hollyblue Healthcare (Spring) Limited

Notes to the financial statements For the year ended 31 December 2017

15. Deferred tax

	2017 £	2016 £
Opening balance	152,558	-
Charge to the profit or loss	(152,558)	152,558
At 31 December	<u>-</u>	<u>152,558</u>

The deferred tax asset is made up as follows:

	2017 £	2016 £
Unrealised property revaluation	-	158,502
Impact of change in tax rates	-	(5,944)
	<u>-</u>	<u>152,558</u>

16. Operating lease arrangements

The company as a lessor

As at 31 December 2017 the company had contracted with tenants for future minimum lease payments under non-cancellable operating leases of:

	2017 £	2016 £
Not later than 1 year	1,060,563	1,034,695
Later than 1 year and not later than 5 years	2,992,085	3,953,800
	<u>4,052,648</u>	<u>4,988,495</u>

17. Called up share capital

	2017 £	2016 £
Allotted, called up and fully paid		
2,068,735 (2016: 2,068,735) Ordinary shares of £1 each	<u>2,068,735</u>	<u>2,068,735</u>

No dividends were proposed for the year ended 31 December 2017 (2016: for the period ended 31 December 2016 £928,000).

Hollyblue Healthcare (Spring) Limited
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**Notes to the financial statements
For the year ended 31 December 2017**

18. Related party transactions

As a wholly owned subsidiary undertaking, the company has taken advantage of the exemption in paragraph 33.1A of FRS 102 from disclosing transactions with other group companies that are wholly owned within the group.

19. Controlling party

The immediate parent undertaking of the company is Hollyblue Healthcare (Finance) Limited, a company registered in England and Wales.

The ultimate controlling party of the company is Monarch Master Funding Limited, a company registered in the Cayman Islands.