

REGISTERED NUMBER: 11036206 (England and Wales)

REPORT OF THE DIRECTORS AND
FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 SEPTEMBER 2019
FOR
FP EQUITYCO LIMITED

FP EQUITYCO LIMITED
CONTENTS OF THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 SEPTEMBER 2019

	Page
Company Information	1
Report of the Directors	2
Statement of Comprehensive Income	4
Balance Sheet	5
Statement of Changes in Equity	6
Notes to the Financial Statements	7

FP EQUITYCO LIMITED
COMPANY INFORMATION
FOR THE PERIOD ENDED 30 SEPTEMBER 2019

DIRECTORS:	M Z Chalackiewicz N R Graham S P D Kershaw A H Fraser
SECRETARY:	A H Fraser
REGISTERED OFFICE:	Cumberland Court 80 Mount Street Nottingham Nottinghamshire NG1 6HH
REGISTERED NUMBER:	11036206 (England and Wales)
SOLICITORS:	Freeths LLP 80 Mount Street Nottingham NG1 6HH

FP EQUITYCO LIMITED
REPORT OF THE DIRECTORS
FOR THE PERIOD ENDED 30 SEPTEMBER 2019

The directors present their report with the financial statements of the company for the period ended 30 September 2019.

PRINCIPAL ACTIVITY

The principal activity of the company is that of an intermediate group investment company.

FUTURE DEVELOPMENTS

After the year end the group completed the acquisition of the entire share capital of four companies for a total preliminary consideration (including fees) of £21.5m.

DIRECTORS

The directors who served during the period and up to the date of signing the financial statements were:

M Z Chalaczkiwicz
N R Graham
S P D Kershaw
A H Fraser

The company maintains cover under a qualifying third-party indemnity for all directors and officers against liabilities which may be incurred by them whilst acting as directors or officers. This was in place as at the date of authorisation of the financial statements and throughout the financial period.

RESULTS

The loss for the financial period amounted to £7.285,000 (2018: £5,528,000). The directors have not recommended a dividend (2018: £nil).

GOING CONCERN

The directors believe that preparing the financial statements on the going concern basis is appropriate. They have considered the prospects of the FSP Group and have prepared a cash flow forecast for period of not less than one year from the date of the approval of these financial statements. This included a review and consideration of a number of factors including inter alia their evaluation of prevailing market conditions, competition, anticipated sales and operating margins, working capital requirements, financing facilities expected to be available and covenant compliance. Based on this review the directors continue to adopt the going concern basis in preparing the financial statements.

FP EQUITYCO LIMITED
REPORT OF THE DIRECTORS
FOR THE PERIOD ENDED 30 SEPTEMBER 2019

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulation.

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have 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", 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 the financial statements, the directors are required to:

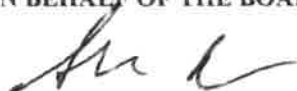
- select suitable accounting policies and then apply them consistently;
- state whether applicable United Kingdom Accounting Standards, comprising FRS 102, have been followed, subject to any material departures disclosed and explained in the financial statements;
- make judgements and accounting estimates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

The directors 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.

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

ON BEHALF OF THE BOARD:



A H Fraser - Director

Date: 23 June 2020

FP EQUITYCO LIMITED
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 30 SEPTEMBER 2019

		2019 £'000	Period 27 October 2017 to 30 September 2018 £'000
	Notes		
TURNOVER		-	-
Exceptional items	4	-	(15)
OPERATING PROFIT	5	-	(15)
		<hr/>	<hr/>
Interest payable and similar expenses	6	(7,285)	(5,513)
		<hr/>	<hr/>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(7,285)	(5,528)
Tax on loss on ordinary activities	7	-	-
		<hr/>	<hr/>
LOSS FOR THE FINANCIAL PERIOD		(7,285)	(5,528)
		<hr/>	<hr/>

The notes form part of these financial statements

FP EQUITYCO LIMITED
(REGISTRATION NUMBER: 11036206)

BALANCE SHEET
30 SEPTEMBER 2019

	Notes	2019 £'000	2019 £'000	2018 £'000	2018 £'000
FIXED ASSETS					
Investments	8		55,606		55,606
CURRENT ASSETS					
Debtors	9	43,722		43,713	
CREDITORS					
Amounts falling due within one year					
NET CURRENT ASSETS			43,722		43,713
TOTAL ASSETS LESS CURRENT LIABILITIES			99,328		99,319
CREDITORS					
Amounts falling due after more than one year	10		(56,171)		(48,884)
NET ASSETS			43,157		50,435
CAPITAL AND RESERVES					
Called up share capital	12		374		374
Share premium accounts			55,596		55,589
Retained earnings			(12,813)		(5,528)
TOTAL SHAREHOLDERS' DEFICIT			43,157		50,435

For the year ending 30 September 2019 the company was entitled to exemption from audit under Section 479A of the Companies Act 2006 relating to subsidiary companies.

Directors' responsibilities:

- (a) The members have not required the company to obtain an audit of its financial statements for the year ended 30 September 2019 in accordance with Section 476 of the Companies Act 2006.
- (b) The directors acknowledge their responsibility for ensuring that the company keeps accounting records which comply with Sections 386 and 387 of the Companies Act 2006.

Shareholders' deficit for the current period amounted to £43,157,000 (2018: £50,435,000)

The financial statements on pages 4 to 14 were approved and authorised for issue by the Board on 23 June 2020 and were signed on its behalf by:


S P D Kershaw - Director

The notes form part of these financial statements

FP EQUITYCO LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 30 SEPTEMBER 2019**

	Called up share capital £'000	Retained earnings £'000	Share premium £'000	Total equity £'000
Changes in equity				
At 27 October 2017	-	-	-	-
Loss and total comprehensive expense for the financial period	-	(5,528)	-	(5,528)
Issue of share capital	374	-	55,589	55,963
Balance at 30 September 2018	374	(5,528)	55,589	50,435
Changes in equity				
Loss and total comprehensive expense for the financial period	-	(7,285)	-	(7,285)
Issue of share capital	-	-	7	7
Balance at 30 September 2019	374	(12,813)	55,596	43,157

The notes form part of these financial statements

FP EQUITYCO LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 SEPTEMBER 2019

1. GENERAL INFORMATION

FP Equityco Limited ("the company") acts as an intermediate investment company within the FSP group, which operates over 200 funeral homes in England, Scotland and Northern Ireland and a retail memorial mason, and markets pre-paid funeral plans under the "Choice" brand.

The company is a private company limited by shares and is incorporated in England & Wales. The address of its registered office is 80 Mount Street, Nottingham NG1 6HH.

2. STATEMENT OF COMPLIANCE

The individual financial statements of the company have been prepared in compliance with United Kingdom Accounting Standards, including Section 1A "Small Entities" of Financial Reporting Standard 102, "The Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland." ("FRS 102") and the Companies Act 2006.

3. ACCOUNTING POLICIES

Basis of preparing the financial statements

The principle accounting policies applied in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented, unless otherwise stated.

These financial statements are prepared on a going concern basis, under the historical cost convention.

The preparation of financial statements in conformity with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, are disclosed in note 3.

The company is itself a subsidiary company and is exempt from the requirement to prepare group financial statements by virtue of section 400 of the Companies Act 2006. These financial statements therefore present information about the company as an individual undertaking and not about its group.

Critical accounting judgements and key sources of estimation uncertainty

Estimates and judgements are continuously evaluated and are based on historic experience and other factors, including expectations of future events. The company makes estimates and assumptions concerning the future. The resulting accounting estimates will seldom equal the related actual results.

The directors do not consider that there are any estimates and judgements that present a significant risk to the carrying values of assets and liabilities within the coming year.

Investments in subsidiaries

Investments in subsidiary undertakings are recognised at cost, less any accumulated impairment costs.

FP EQUITYCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE PERIOD ENDED 30 SEPTEMBER 2019

3. ACCOUNTING POLICIES - continued

Financial instruments

Basic financial assets, including trade and other receivables, cash and bank balances are recognised at transaction price. At the end of each reporting year financial assets are assessed for objective evidence of impairment.

Basic financial liabilities, including trade and other payables, bank loans and loans from fellow group companies are initially recognised at transaction price unless the arrangement constitutes a financing transaction. In this instance the debt instrument is measured at the present value of the future receipts and payments, discounted at a market rate of interest.

Debt instruments are subsequently carried at amortised cost, using the effective interest rate method.

Fees paid on the establishment of loan facilities are recognised as transaction costs of the loan to the extent that it is probable that some or all of the loan will be drawn down. In this case the fee is deferred until draw down occurs.

Financial assets and liabilities are offset and the net amounts presented in the financial statements when there is a legally enforceable right of set-off and there is an intention to settle on a net basis.

Taxation

Taxation for the period comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except to the extent that it relates to items recognised in other comprehensive income or directly in equity.

Current or deferred taxation assets and liabilities are not discounted.

Current tax is the amount of tax payable in respect of the taxable profit for the period calculated using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Management periodically evaluates positions taken on tax returns and establishes provisions on the basis of amounts expected to be paid.

Deferred tax

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

Timing differences arise from the inclusion of income and expenses in tax assessments in periods different from those in which they are recognised in financial statements. Deferred tax is measured using tax rates and laws that have been enacted or substantively enacted by the year end and that are expected to apply to the reversal of the timing difference.

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

Related party transactions

The company has taken advantage of exemption, under the terms of Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland', not to disclose related party transactions with wholly owned subsidiaries within the group.

Going concern

The balance sheet at 30 September 2019 shows that assets exceed liabilities by £43,157,000 (2018: £50,435,000)

The directors have prepared cash flow projections and consider that the group will continue to operate within the facilities currently in place. The cash flow projections included a review and consideration of a number of factors including inter alia their evaluation of prevailing market conditions, competition, anticipated sales and operating margins, working capital requirements, financing facilities expected to be available and covenant compliance. Based on this review the directors continue to adopt the going concern basis in preparing the financial statements.

FP EQUITYCO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE PERIOD ENDED 30 SEPTEMBER 2019**

4. EXCEPTIONAL ITEMS

	2019 £'000	Period from 27 October 2017 to 30 September 2018 £'000
Exceptional items	-	15

Exceptional items in the comparative period included legal and professional costs arising from the listing of loan notes (See Note 10) and following investment by Montagu Private Equity LLP during the previous year.

5. OPERATING LOSS

The company had no employees. No director received emoluments from the company. The directors serve as directors of a number of companies within the group and are remunerated by Funeral Partners BidCo Limited, a fellow group company, which makes no recharge to the company. The directors consider that the proportion of time spent specifically relating to this company is minimal.

6. INTEREST PAYABLE AND SIMILAR EXPENSES

	2019 £'000	Period from 27 October 2017 to 30 September 2018 £'000
Interest expense on other loans	7,285	5,513

FP EQUITYCO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE PERIOD ENDED 30 SEPTEMBER 2019**

7. TAX ON LOSS

Analysis of the tax charge

No liability to UK corporation tax arose for the year ended 30 September 2019 or the period ended 30 September 2018.

Reconciliation of total tax charge included in profit and loss

The tax assessed for the period is higher (2018: higher) than the standard rate of corporation tax in the UK. The difference is explained below:

	2019 £'000	Period from 27 October 2017 to 30 September £'000
Loss on ordinary activities before taxation	(7,285)	(5,528)
Loss multiplied by the standard rate of corporation tax in the UK of 19 % (2018 - 19%)	(1,384)	(1,050)
Effects of:		
Expenses not deductible for tax purposes	1,384	1,050
Total tax charge	-	-

Changes to the UK corporation tax rates were substantively enacted as part of Finance Bill 2017 (on 7 September 2017). These included reductions to the main rate to reduce the rate to 19% from 1 April 2018. Deferred taxes at the balance sheet date have been measured using these enacted tax rates and reflected in these financial statements.

8. FIXED ASSET INVESTMENTS

	Shares in group undertakings £'000
COST OR VALUATION	
At 30 September 2018	55,606
Additions	-
At 30 September 2019	55,606

Subsidiary undertakings are listed below. None are publicly traded. All are wholly owned.

All companies were registered in England & Wales, and the registered address is 80 Mount Street, Nottingham, NG1 6HH except for ML Williams Limited and James Dykes Funeral Service Ltd, which were registered in Scotland at 1B Falkland Park Road, Ayr, Ayrshire, KA8 8LL. All companies are private limited companies.

The directors believe that the carrying value of investments is supported by their underlying net assets.

FP EQUITYCO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE PERIOD ENDED 30 SEPTEMBER 2019**

8. FIXED ASSET INVESTMENTS (continued)

Company Name	Ordinary Shares	Principal Activity
Funeral Partners Topco Limited ^	100%	Intermediate Holding Company
Funeral Partners Midco Limited * ^	100%	Intermediate Holding Company
Funeral Partners Holdco Limited * ^ (09622193)	100%	Intermediate Holding Company
Funeral Partners Bidco Limited * ^ (09622240)	100%	Intermediate Holding Company
FSP Holdco Limited * ^ (06932060)	100%	Intermediate Holding Company
FSP Acquisition Limited * ^ (06932252)	100%	Intermediate Holding Company
Funeral Services Partnership Limited * ^ (06059124)	100%	Intermediate Holding Company
Funeral Partners Limited * (06276941)	100%	Funeral Directors
Alternative Planning Company Limited * (08635411)	100%	Marketing of Pre-need funeral services
Lockerley Stone & Masonry Limited * ^ (02725887)	100%	Suppliers of Stone and Masonry Products
FSP Employee Benefit Trust Limited *	100%	Dormant
Torbay & District Funeral Service Limited *	100%	Dormant
E Sargeant & Son Limited *	100%	Dormant
C & T Radmall Funeral Services Limited *	100%	Dormant
James Hawes & Goodchild Limited *	100%	Dormant
Okehampton & District Funeral Service Limited *	100%	Dormant
T.W. Boorman Funeral Services Limited *	100%	Dormant
Funerals Made Simple Limited *	100%	Dormant
Paul Capper Limited *	100%	Dormant
Roy Quinton Funeral Directors Limited *	100%	Dormant
James & Thomas Limited *	100%	Dormant
Mears & Cotterill Limited *	100%	Dormant
Cutler Group Holdings Limited *	100%	Dormant
Cutler Funeral Directors Limited *	100%	Dormant
The Funeral People Limited *	100%	Dormant
L.M. Funerals (Holdings) Limited	100%	Dormant
Laurel Funerals Limited *	100%	Dormant
LM Funerals Limited *	100%	Dormant
Steven Mears Funeral Directors Limited *	100%	Dormant
Laurel Memorials Limited *	100%	Dormant
William H.Painter Limited *	100%	Dormant
Former LMF AJN Limited *	100%	Dormant
Chris White Funeral Directors Limited *	100%	Dormant
Henry Ison & Sons Limited *	100%	Dormant
Stratford Upon Avon Funeral Services Limited *	100%	Dormant
Former LMF WHS Limited *	100%	Dormant
Bexley & Crayford Funeral Service Limited *	100%	Dormant
Doves Limited *	100%	Dormant
Earl & Co (Ashford) Limited *	100%	Dormant
Earl & Co (Funeral Services) Limited *	100%	Dormant
Former LMF FMJW Limited *	100%	Dormant
Former LMF FJ&S Limited *	100%	Dormant
Former LMF KYG Limited *	100%	Dormant
Payne & Sons Funeral Directors Limited *	100%	Dormant
M L Williams Limited *	100%	Dormant
Thomas Bragg & Sons Limited *	100%	Dormant
Robert Nuttall Funeral Service Limited *	100%	Dormant
Aaron Black Funeral Directors Limited *	100%	Dormant
Exeter & District Funeral Service Limited *	100%	Dormant
Hemming & Peace Limited *	100%	Dormant

FP EQUITYCO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE PERIOD ENDED 30 SEPTEMBER 2019**

8. FIXED ASSET INVESTMENTS (continued)

Company Name	Ordinary Shares	Principal Activity
High Street Funeral Directors Limited *	100%	Dormant
Daren Persson Funeral Services Limited *	100%	Dormant
Kavanagh & Coates Funeral Services Limited *	100%	Dormant
Haven Funeral Services Limited *	100%	Dormant
Richard Lloyd Funeral Services Limited *	100%	Dormant
W.H.Putnam Limited *	100%	Dormant
Harrison Funeral Home Ltd * ^ (07126811)	100%	Funeral Directors
Walker And Morrell Limited *	100%	Dormant
John Blenkiron & Sons Limited *	100%	Dormant
Firmager Funeral Service Limited *	100%	Dormant
James Dykes Funeral Service Ltd *	100%	Dormant
Chambers & Brighty Limited *	100%	Dormant
John G. Hogg Funeral Directors Ltd * ^ (06506434)	100%	Dormant
Graham J Clegg Independent Funeral Service Limited * ^ (05939346)	100%	Dormant
Ashdown Funeral Services Limited * ^ (03995475)	100%	Dormant
S W Barningham Limited * ^ (07948214)	100%	Dormant
Quinns of Greasby Limited * ^ (04121592)	100%	Dormant
Elizabeth Way & Company Limited * ^ (05738773)	100%	Dormant

* Indirect subsidiaries

^ Exempt from audit under section 479A of the Companies Act 2006 (Registered number shown)

9. DEBTORS

	2019 £'000	2018 £'000
Amounts owed by group companies	43,674	43,663
Other debtors	48	50
	<u>43,722</u>	<u>43,713</u>

Amounts owed by group undertakings are unsecured, interest free, have no fixed repayment date and are repayable on demand.

10. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2019 £'000	2018 £'000
Shareholder loan notes (see note 11)	<u>56,171</u>	<u>48,884</u>

The shareholder loan notes are not payable by instalments, attract interest at 13.5% and are due for repayment in 2025. The company has the option of issuing Payment in Kind ("PIK") notes, which attract interest and are treated as having the same terms as the existing loan notes, rather than paying interest in cash.

FP EQUITYCO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE PERIOD ENDED 30 SEPTEMBER 2019**

11. LOANS

	2019 £'000	2019 £'000
Amounts falling due within one year or on demand: Shareholder loan notes	-	-
Amounts falling due between two and five years: Shareholder loan notes	-	-
Amounts falling due in more than five years: Repayable by non-instalments Shareholder loan notes	56,171	48,884

12. CALLED UP SHARE CAPITAL

	2019 £'000	2018 £'000
Allotted, issued and fully paid:		
2,664,010 (2018: 2,664,010) A ordinary shares of £0.1	266	266
283,175 (2018: 275,215) B ordinary shares of £0.1	28	28
1,825 (2018: 1,785) C ordinary shares of £0.1	-	-
80,000 (2018: 80,000) D ordinary shares of £1	80	80
	<u>374</u>	<u>374</u>

13. RESERVES

	Retained earnings £'000	Share premium account £'000	Totals £'000
At 1 October 2018	(5,528)	55,589	50,061
Share Premium arising in year		7	7
Deficit for the year	(7,285)	-	(7,285)
At 30 September 2019	<u>(12,813)</u>	<u>55,596</u>	<u>42,783</u>

14. CONTINGENT LIABILITIES

The company has entered into an unlimited cross corporate guarantee to secure the bank borrowings of the group. At the period end the aggregate borrowings of the group were £80,163,000 (2018: £72,302,500) and are secured via a fixed and floating charge on the assets of the group.

FP EQUITYCO LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE PERIOD ENDED 30 SEPTEMBER 2019**

15. ULTIMATE CONTROLLING PARTY

The ultimate controlling party is funds managed by Montagu Private Equity LLP, a limited liability partnership registered in England and Wales.

The immediate parent company is FP BidCo Limited, a company registered in England & Wales, and the ultimate parent company is FP Topco Limited, a company registered in Jersey. FP BidCo Limited is the largest group entity to produce consolidated financial statements at 30 September 2019. These financial statements can be obtained from Companies House, Cardiff, CF14 3UZ.