

Westminster Health Care (NH) Limited

**Directors' report and financial
statements**

Registered number 3486535

31 December 2008

FRIDAY



ATDARDRL

A39

02/10/2009

3

COMPANIES HOUSE

Contents

Company information	1
Directors' report	2
Statement of directors' responsibilities in respect of the directors' report and the financial statements	4
Independent auditors' report to the members of Westminster Health Care (NH) Limited	5
Profit and loss account	7
Reconciliation of movements in equity shareholders' funds	7
Balance sheet	8
Notes	9

Company information

Directors	Michael Parsons David Duncan Jon Hather
Secretary	Jon Hather
Auditors	KPMG LLP Plym House 3 Longbridge Road Marsh Mills Plymouth PL6 8LT
Bankers	Royal Bank of Scotland London Corporate Services 2½ Devonshire Square London EC2M 4XJ
Solicitors	Berwin Leighton Paisner Adelaide House London Bridge London ECA4 9HA
Registered office	Suite 201 The Chambers Chelsea Harbour London SW10 0XF
Registered number	3486535

Directors' report

The directors present their directors' report and the audited financial statements for the year ended 31 December 2008.

Principal activities

Westminster Health Care (NH) Limited ("the company") did not trade during the current year.

On 28 February 2007 the trade was sold to Barchester Healthcare Homes Limited, its parent undertaking.

Business review

The company is consolidated as part of the Barchester Healthcare Limited group. As the company did not trade, the group's Business review and risks and uncertainties can be found in the Barchester Healthcare Limited consolidated financial statements.

Dividends

During the year dividends of £nil were paid (2007: £nil).

Future prospects

Following the transfer of trade to Barchester Healthcare Homes Limited in the prior year the Company is now dormant and is expected to remain so in the future.

Directors and directors' interests

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

D Duncan
M Parsons
J Hather

Employees

The directors recognise the importance of human resources. Practices to provide good communications and relations with employees include providing them with information on matters of concern to them as employees.

The Company continues to give full and fair consideration to applications from disabled persons. If an employee becomes disabled the Company endeavours to continue their employment if this is practical and in appropriate cases training is given.

Political and charitable donations

During the year the company made political and charitable donations amounting to £nil (2007: £nil).

Directors' report *(continued)*

Disclosure of information to auditors

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

Auditors

Pursuant to a shareholders' resolution, the Company is not obliged to reappoint its auditors annually and KPMG LLP will therefore continue in office.

By order of the board

A handwritten signature in black ink, appearing to be 'J Hather', written over a circular stamp or seal.

J Hather
Director

Suite 201
The Chambers
Chelsea Harbour
London
SW10 0XF

30 June 2009

Statement of directors' responsibilities in respect of the directors' report and the financial statements

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.



KPMG LLP

Plym House
3 Longbridge Road
Plymouth
PL6 8LT
United Kingdom

Independent auditors' report to the members of Westminster Health Care (NH) Limited

We have audited the financial statements of Westminster Health Care (NH) Limited for the year ended 31 December 2008 which comprise the Profit and loss account, the Reconciliation of movements in equity shareholders' funds, the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 4.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Independent auditors' report to the members of Westminster Health Care (NH) Limited *(continued)*

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2008 and of its result for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

KPMG LLP

KPMG LLP
Chartered Accountants
Registered Auditor

13 August 2009

Profit and loss account
for the year ended 31 December 2008

	<i>Note</i>	2008 £000	2007 £000
Turnover	<i>1</i>	-	2,270
Cost of services		-	(2,028)
Gross profit		-	242
Operating profit		-	242
Profit on sale of discontinued operation	<i>2</i>	-	9,821
Profit on ordinary activities before taxation	<i>3</i>	-	10,063
Tax on profit on ordinary activities	<i>6</i>	-	127
Profit for the financial year	<i>11</i>	-	10,190

All items relate to discontinued activities.

There is no difference between the results as stated above and the results on a historical cost basis.

There were no recognised gains and losses other than those shown in the profit and loss account for the current and preceding financial years.

Reconciliation of movements in equity shareholders' funds
for the year ended 31 December 2008

	2008 £000	2007 £000
Profit for the financial year	-	10,190
Net addition/(reduction in) to shareholders' funds	-	10,190
Opening shareholders' funds	12,176	1,986
Closing shareholders' funds	12,176	12,176

Balance sheet
at 31 December 2008

	<i>Note</i>	2008 £000	2008 £000	2007 £000	2007 £000
Current assets					
Debtors	7	31,266		31,266	
		<u>31,266</u>		<u>31,266</u>	
Creditors: amounts falling due within one year	8	(2,814)		(2,814)	
Net current assets			<u>28,452</u>		<u>28,452</u>
Total assets less current liabilities			<u>28,452</u>		<u>28,452</u>
Creditors: amounts falling due after more than one year	9		(16,276)		(16,276)
Net assets			<u>12,176</u>		<u>12,176</u>
Capital and reserves					
Called up share capital	10		-		-
Profit and loss account	11		12,176		12,176
Equity shareholder's funds			<u>12,176</u>		<u>12,176</u>

These financial statements were approved by the board of directors on
signed on its behalf by:

30 June 2009 and were



D Duncan
Director

Notes

(forming part of the financial statements)

1 Accounting policies

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

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

The Company is exempt from the requirement of FRS 1 (revised 1996) to prepare a cash flow statement as it is ultimately a wholly owned subsidiary undertaking of Barchester Healthcare Limited and its cash flows are included within the consolidated cash flow statement of that company.

As the Company is a wholly owned subsidiary of Barchester Healthcare Limited the Company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group. The consolidated financial statements of Barchester Healthcare Limited, within which the Company is included, can be obtained from the address given in note 14.

Turnover

Turnover relates to the income received from residents of the Company's nursing and care home and arises entirely in the United Kingdom. Turnover is recognised, as earned, through the provision of contracted services.

Post-retirement benefits

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The amount charged against profits represents the contributions payable to the scheme in respect of the accounting period.

Taxation

The charge for taxation is based on the profit for the period and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised without discounting, in respect of all timing differences which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

2 Profit on sale of discontinued operation

During the prior year, the trade of the Company was sold to Barchester Healthcare Homes Limited, a related undertaking, at market value. The related profit on disposal of £9,821,000 was classified as an exceptional item on the face of the profit and loss account.

This has a nil effect on the taxation charge for the current year.

Notes (continued)

3 Profit on ordinary activities before taxation

	2008 £000	2007 £000
<i>Profit on ordinary activities before taxation is stated after charging:</i>		
Depreciation and other amounts written off tangible fixed assets		
Owned	-	5
Leased	-	-
Hire of plant and machinery - rentals payable under operating leases	-	3
Hire of other assets - operating leases	-	409
	<hr/>	<hr/>

Auditors' remuneration

	2008 £000	2007 £000
Audit	1	1
	<hr/>	<hr/>

The remuneration of the auditors in the current and prior financial years was borne by another group company. The amount above is management's best estimate of the proportion relating to this company.

4 Remuneration of directors

The directors received no emoluments for services to the company during the period. The directors received remuneration for services to Grove Investment UK Limited of which Westminster Health Care (NH) Limited is a subsidiary undertaking, however the proportion attributable to their services to Westminster Health Care (NH) Limited is not separately identifiable.

5 Staff numbers and costs

The average number of employees excluding directors for the year ended 31 December 2008 was nil (2007: 601). During the prior year all employees were transferred to Barchester Healthcare Homes Limited as part of the Opco hive up.

The aggregate payroll costs of these persons were as follows:

	2008 £000	2007 £000
Wages and salaries	-	1,164
Social security costs	-	86
Other pension costs	-	5
	<hr/>	<hr/>
	-	1,255
	<hr/>	<hr/>

Notes (continued)

6 Tax on profit on ordinary activities

Analysis of charge in the year

	2008 £000	2007 £000
UK Corporation tax		
Current tax on income for the year	-	-
Adjustments in respect of prior years	-	-
	<hr/>	<hr/>
Total current tax	-	-
	<hr/>	<hr/>
Deferred taxation		
Origination/reversal of timing differences	-	(1)
Adjustments in respect of prior years	-	(126)
	<hr/>	<hr/>
Total deferred tax	-	(127)
	<hr/>	<hr/>
Tax on profit on ordinary activities	-	(127)
	<hr/>	<hr/>

Factors affecting the tax charge for the current year

The current tax charge for the period is equal to (2007: lower) to the standard rate of corporation tax in the UK 28.5% (2007: 30%). The differences are explained below.

	2008 £000	2007 £000
Current tax reconciliation		
Profit on ordinary activities before tax	-	10,063
	<hr/>	<hr/>
Current tax at 28.5% (2007: 30%)	-	3,019
	<hr/>	<hr/>
Effects of:		
Expenses not deductible for tax purposes (primarily depreciation on non-qualifying assets)	-	9
Capital allowances in excess of depreciation	-	1
Group relief not paid for	(246)	(276)
Transfer pricing adjustment	246	193
Profit on sale of discontinued operation	-	(2,946)
	<hr/>	<hr/>
Total current tax charge (see above)	-	-
	<hr/>	<hr/>

7 Debtors

	2008 £000	2007 £000
Amounts due from group undertakings	31,266	31,266
	<hr/>	<hr/>

Notes (continued)

8 Creditors: amounts falling due within one year

	2008 £000	2007 £000
Amounts due to group undertakings	2,814	2,814

9 Creditors: amounts following due after more than one year

	2008 £000	2007 £000
Amounts due to group undertaking	16,276	16,276

10 Called up share capital

	2008 £	2007 £
<i>Authorised</i> 1,000 (2007: 1,000) Ordinary shares of £1 each	1,000	1,000
<i>Allotted, called up and fully paid</i> 1 (2007: 1) Ordinary share of £1 each	1	1

11 Reserves

	Profit and loss account £000
At beginning of the year	12,176
Profit for the financial year	-
At end of the year	12,176

12 Pension scheme

The Company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the scheme and amounted to £nil (2007: £5,000).

There were no outstanding or prepaid contributions at either the beginning or end of the financial year.

13 Related Party Disclosures

The Company is controlled by Barchester Healthcare Limited, by which it is 100% owned. The ultimate controlling party is Grove Limited which is the company's ultimate parent undertaking.

The Company has taken advantage of the exemption conferred by FRS 8 and does not disclose transactions with its related parties.

Notes *(continued)*

14 Ultimate parent company and parent undertaking of larger group of which the company is a member

The immediate parent undertaking is Westminster Investments (UK).

The Company is a wholly owned subsidiary undertaking of Barchester Healthcare Limited, a Company incorporated in Great Britain and registered in England.

The Company's ultimate parent undertaking is Grove Limited, a company incorporated and registered in Jersey.

The smallest group in which the results of the Company are consolidated is that headed by Barchester Healthcare Limited. The largest group in which the results of the company are consolidated is that headed by Grove Limited. The consolidated accounts of Barchester Healthcare Limited are available to the public and may be obtained from:

Suite 201
The Chambers
Chelsea Harbour
London
SW10 0XF