REGISTERED NUMBER: 03943652 (England and Wales)

Report of the Directors and

Financial Statements

for the Year Ended 31 July 2009

for

A J & CO. (DEVON) LTD

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A J & CO. (DEVON) LTD

Company Information for the Year Ended 31 JULY 2009

DIRECTORS:

R W Smallridge

D J Smallridge

Mrs N A Smallridge

SECRETARY:

Mrs N A Smallridge

REGISTERED OFFICE:

Lewhill Barn

Ashford

Kıngsbridge

Devon

TQ7 4NB

REGISTERED NUMBER: 03943652 (England and Wales)

AUDITORS:

Potter Baker

Registered Auditors

Chartered Accountants

20 Western Road

Launceston

Cornwall

PL15 7BA

Report of the Directors for the Year Ended 31 JULY 2009

The directors present their report with the financial statements of the company for the year ended 31 July 2009

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of the operation of Nursing and Residential Homes

REVIEW OF BUSINESS

The directors are satisfied with the company's result and the company maintains a strong balance sheet with adequate reserves

The company operates under the trading names of Pendruccombe House and Meadowside and St Francis Care Home The business provides a total 71 Nursing Beds and 49 Residential Rooms spread across the 2 homes its operates in and around the North of Cornwall and South Devon area

The Company has a significant number of private paying residents, in addition to this, a number are funded by local authorities The company is in constant dialogue regarding the negotiation of funding levels from local authorities

The measures the company use to monitor it's progress against its objectives are

- * Occupancy rates,
- Fee Levels
- * Margin
- * Staff and Agency Costs

The business is supported by strong future demand based on the demographics of the UK population. The segment of the UK population aged 85 or over is projected to increase from 1,100,000 in 2005 to 1,800,000 in 2021.

The company's growth strategy is to develop and update it's existing facilities and improve the care levels it offers.

Where possible the company looks to employ local UK residents However, in recent years due to a shortage of appropriate qualified people it has needed to recruit nurses and senior carers from overseas

DIVIDENDS

Interim dividends per share were paid as follows:

10,701 5	- 21 November 2008
10,701 5	- 15 July 2009
21.402	
21,403 ——	

Report of the Directors for the Year Ended 31 JULY 2009

The directors recommend that no final dividend be paid

The total distribution of dividends for the year ended 31 July 2009 will be £21,403

DIRECTORS

The directors shown below have held office during the whole of the period from 1 August 2008 to the date of this report

R W Smallridge D J Smallridge Mrs N A Smallridge

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 or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information

Report of the Directors for the Year Ended 31 JULY 2009

AUDITORS

The auditors, Potter Baker, will be proposed for re-appointment at the forthcoming Annual General Meeting

ON BEHALF OF THE BOARD:

R W Smallridge - Director

Date 28/4/2010 ...

Report of the Independent Auditors to the Shareholders of A J & Co. (Devon) Ltd

We have audited the financial statements of A J & Co (Devon) Ltd for the year ended 31 July 2009 on pages seven to twenty three The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

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 a Report of the Auditors 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

As explained more fully in the Statement of Directors' Responsibilities set out on page three, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of, whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 July 2009 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

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Report of the Directors for the financial year for which the financial statements are prepared is consistent with the financial statements

Report of the Independent Auditors to the Shareholders of A J & Co. (Devon) Ltd

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where 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 directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

Andrew Baker FCA (Senior Statutory Auditor)

for and on behalf of Potter Baker

Registered Auditors

Chartered Accountants

20 Western Road

Launceston

Cornwall

PL15 7BA

Date 23 TH APAIL 2010.

Profit and Loss Account for the Year Ended 31 JULY 2009

N	lotes	2009 £	2008 £
TURNOVER		3,205,722	3,031,035
Cost of sales		2,285,226	2,191,589
GROSS PROFIT		920,496	839,446
Administrative expenses		587,235	568,295
		333,261	271,151
Other operating income		-	4,603
OPERATING PROFIT	3	333,261	275,754
Interest receivable and similar income		494	3,725
		333,755	279,479
Interest payable and similar charges	4	56,024	110,616
PROFIT ON ORDINARY ACTIV BEFORE TAXATION	ITIES	277,731	168,863
Tax on profit on ordinary activities	5	30,027	94
PROFIT FOR THE FINANCIAL AFTER TAXATION	YEAR	247,704	168,769

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 JULY 2009

	2009 £	2008 £
PROFIT FOR THE FINANCIAL YEAR Revaluation	247,704 2,101,036	168,769
TOTAL RECOGNISED GAINS AND LOSSES RELATING TO THE YEAR	2,348,740	168,769

Balance Sheet 31 JULY 2009

		200)9	200)8
	Notes	£	£	£	£
FIXED ASSETS					
Intangible assets	7		392,187		419,687
Tangible assets	8		5,217,224		3,097,050
			5,609,411		3,516,737
CURRENT ASSETS					
Stocks	9	15,730		15,798	
Debtors	10	450,415		219,734	
Cash at bank and in hand		49,178		48,135	
		515,323		283,667	
CREDITORS					
Amounts falling due within one y	ear 11	329,219		207,257	
NET CURRENT ASSETS			186,104		76,410
TOTAL ASSETS LESS CURR	RENT		£ 70£ £1£		2 502 147
LIABILITIES			5,795,515		3,593,147
CREDITORS					
Amounts falling due after more tone year	han 12		1,327,621		1,452,590
•					
NET ASSETS			4,467,894		2,140,557

Balance Sheet - continued 31 JULY 2009

	2009		20	800	
	Notes	£	£	£	£
CAPITAL AND RESERVES					
Called up share capital	15		686,543		686,543
Share premium	16		215,555		215,555
Revaluation reserve	16		2,817,736		716,700
Profit and loss account	16		748,060		521,759
SHAREHOLDERS' FUNDS	19		4,467,894		2,140,557

The financial statements were approved by the Board of Directors on and were signed on its behalf by

28TH APRIL 2010

R W Smallridge - Director

D J Smallridge - Director

The notes form part of these financial statements

Cash Flow Statement for the Year Ended 31 JULY 2009

		200	09	200	08
	Notes	£	£	£	£
Net cash inflow					
from operating activities	1		385,934		313,627
Returns on investments and					
servicing of finance	2		(55,530)		(106,891)
Taxation			(757)		10
1 dadion			(737)		10
Capital expenditure	2		(45,973)		(29,734)
Equity dividends paid			(21,403)		(10,702)
			262,271		166,310
Financing	2		(312,519)		(117,539)
	_				
(Decrease)/Increase in cash in	the period		(50,248)		48,771
Reconciliation of net cash flo			· .		
to movement in net debt	3				
(Decrease)/Increase					
in cash in the period Cash outflow		(50,248)		48,771	
from decrease in debt		122,252		117,539	
Change in net debt resulting					
from cash flows			72,004		166,310
Movement in net debt in the	period		72,004		166,310
Net debt at 1 August			(1,448,726)		(1,615,036)
Net debt at 31 July			(1,376,722)		(1,448,726)

Notes to the Cash Flow Statement for the Year Ended 31 JULY 2009

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

	2009	2008
	£	£
Operating profit	333,261	275,754
Depreciation charges	54,336	48,974
Loss on disposal of fixed assets	-	202
Decrease/(Increase) in stocks	68	(883)
Increase in debtors	(40,415)	(14,639)
Increase in creditors	38,684	4,219
Net cash inflow from operating activities	385,934	313,627
		
LANGE FOR CHARLES ON COMMISSION AND ADDRESS OF THE COMMISSION OF T		TELOTI

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

	2009 £	2008 £
Returns on investments and servicing of finance Interest received	494	3,725
Interest paid	(56,024)	(110,616)
Net cash outflow for returns on investments and servicing	(55.50)	(10.5.00.1)
of finance	(55,530)	(106,891)
Capital expenditure		
Purchase of tangible fixed assets Sale of tangible fixed assets	(45,973)	(30,154) 420
Net cash outflow for capital expenditure	(45,973) ———	(29,734)
Financing		
Loan repayments in year	• •	(117,539)
Amount withdrawn by directors	(190,266)	-
Net cash outflow from financing	(312,519)	(117,539)

Notes to the Cash Flow Statement for the Year Ended 31 JULY 2009

3 ANALYSIS OF CHANGES IN NET DEBT

Net cash	At 1 8 08 £	Cash flow £	At 31 7 09 £
Cash at bank and in hand Bank overdraft	48,135 (24,738)	1,043 (51,291)	49,178 (76,029)
	23,397	(50,248)	(26,851)
Debt Debts falling due within one year	(19,533)	(2,717)	(22,250)
Debts falling due after one year	(1,452,590)	124,969	(1,327,621)
	(1,472,123)	122,252	(1,349,871)
Total	(1,448,726)	72,004	(1,376,722)

Notes to the Financial Statements for the Year Ended 31 JULY 2009

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 gross income from residents and sundry services. The company is not VAT registered

Goodwill

Goodwill, being the amount paid in connection with acquisition of a business in 2000 and subsequent purchase of a further business in 2004, being written off evenly over it's estimated 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

Fixtures, Fittings etc.

- 20% on reducing balance

Motor Vehicles

- 25% on reducing balance

No depreciation is charged on the company's properties as depreciation is deemed to be immaterial. The buildings are expected to have long economic lives and very high residual values.

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 not recognised as no material liability is expected to arise in the foreseeable future

2 STAFF COSTS

	2009	2008
	£	£
Wages and salaries	2,041,755	1,887,266
Social security costs	136,904	128,403
	2,178,659	2,015,669

Notes to the Financial Statements - continued for the Year Ended 31 JULY 2009

2 STAFF COSTS - continued

	The average monthly number of employees during the year was as follows:		
		2009	2008
		182	175
3	OPERATING PROFIT		
	The operating profit is stated after charging		
		2009 £	2008 £
	Depreciation - owned assets Loss on disposal of fixed assets	26,836	21,474 202
	Goodwill amortisation Auditors' remuneration	27,500 5,175	27,500 4,626
	Other services supplied pursuant to such legislation	3,173 3,450	4,020
	Other services relating to taxation	575	-
	Directors' remuneration	91,359	90,857
4	INTEREST PAYABLE AND SIMILAR		
	CHARGES	2009 £	2008 £
	Bank interest	2,206	3,019
	Bank loan interest	53,818	107,597
		56,024	110,616
5	TAXATION		
	Analysis of the tax charge The tax charge on the profit on ordinary activities for the year was as	s follows	
		2009 £	2008 £
	Current tax	L	L
	UK corporation tax	30,027	94
	Tax on profit on ordinary activities	30,027	94

Notes to the Financial Statements - continued for the Year Ended 31 JULY 2009

5 TAXATION - continued

Factors affecting the tax charge

The tax assessed for the year is lower than the standard rate of corporation tax in the UK. The difference is explained below

	Profit on ordinary activities before tax	2009 £ 277,731	2008 £ 168,863
	Profit on ordinary activities		
	multiplied by the standard rate of corporation tax		
	in the UK of 28% (2008 - 30%)	77,765	50,659
	Effects of		
	Losses brought forward	(18,335)	(29,510)
	Excess Capital Allowances (mainly re integral fixtures)	(19,394)	(20,031)
	Small Companies Rate of Taxation	(10,009)	(360)
	Adjustment in respect of previous periods	-	(664)
	Current tax charge	30,027	94
6	DIVIDENDS		
		2009	2008
		£	£
	Ordinary shares of £1 each		
	Interim	21,403	10,702
		=====	====

Notes to the Financial Statements - continued for the Year Ended 31 JULY 2009

7 INTANGIBLE FIXED ASSETS

8

INTANGIBEE TIMED AGGETS			Goodwill £
COST			
At 1 August 2008			
and 31 July 2009			549,999
AMORTISATION			
At 1 August 2008			130,312
Amortisation for year			27,500
At 31 July 2009			157,812
NET BOOK VALUE			202 107
At 31 July 2009			392,187
At 31 July 2008			419,687
TANGIBLE FIXED ASSETS		•	.
	Freehold	Improvements to	Fixtures and
	property	property	fittings
	£	£	£
COST OR VALUATION			
At 1 August 2008	2,998,964	13,684	211,232
Additions	-	-	35,188
Revaluations	2,101,036	<u>-</u>	-
At 31 July 2009	5,100,000	13,684	246,420
DEPRECIATION			
At 1 August 2008	-	-	132,006
Charge for year		<u>-</u>	22,883
At 31 July 2009		-	154,889
NET BOOK VALUE			
At 31 July 2009	5,100,000	13,684	91,531
At 31 July 2008	2,998,964	13,684	79,226

Notes to the Financial Statements - continued for the Year Ended 31 JULY 2009

8 TANGIBLE FIXED ASSETS - continued

	Motor	Computer	
	vehicles	equipment	Totals
	£	£	£
COST OR VALUATION			
At 1 August 2008	9,000	4,200	3,237,080
Additions	10,785	-	45,973
Revaluations		-	2,101,036
At 31 July 2009	19,785	4,200	5,384,089
DEPRECIATION			
At 1 August 2008	4,528	3,495	140,029
Charge for year	3,812	141	26,836
At 31 July 2009	8,340	3,636	166,865
NET BOOK VALUE			
At 31 July 2009	11,445	564	5,217,224
At 31 July 2008	4,472	705 ———	3,097,051
0			
Cost or valuation at 31 July 2009 is represented by			
Cost or valuation at 31 July 2009 is represented by		Improvement	ts Fixtures
Cost or valuation at 31 July 2009 is represented by	Freehold	Improvement to	ts Fixtures and
Cost or valuation at 31 July 2009 is represented by	Freehold property	-	
Cost or valuation at 31 July 2009 is represented by		to	and
Cost or valuation at 31 July 2009 is represented by Valuation in 2009	property	to property £	and fittings
	property £	to property	and fittings
Valuation in 2009	property £	to property £	and fittings £
Valuation in 2009	property £ 5,100,000	to property £	and fittings £ - 246,420
Valuation in 2009	property £ 5,100,000	to property £	and fittings £ - 246,420
Valuation in 2009	property £ 5,100,000 - 5,100,000	to property £ 13,684 13,684	and fittings £ - 246,420 - 246,420
Valuation in 2009	property £ 5,100,000 - 5,100,000 Motor	to property £ 13,684 13,684 Computer	and fittings £ - 246,420 - 246,420
Valuation in 2009	property £ 5,100,000	to property £ 13,684 13,684 Computer equipment	and fittings £ - 246,420 - 246,420 - Totals
Valuation in 2009 Cost	property £ 5,100,000	to property £ 13,684 13,684 Computer equipment	and fittings £ - 246,420 - 246,420 - Totals £
Valuation in 2009 Cost Valuation in 2009	property £ 5,100,000 5,100,000 Motor vehicles £	to property £ 13,684 13,684 Computer equipment £	and fittings £ - 246,420 - 246,420 - Totals £ 5,100,000

Notes to the Financial Statements - continued for the Year Ended 31 JULY 2009

8 TANGIBLE FIXED ASSETS - continued

If Freehold Land and Buildings had not been revalued they would have been included at the following historical cost

	2009	2008
	£	£
Cost	2,282,264	533,300
		

Freehold Land and Buildings were valued on an open market basis basis on 18 March 2010 by King Sturge LLP (Chartered Surveyors).

9 STOCKS

	2009	2008
	£	£
Stocks	15,730	15,798
		

10 DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2009	2008
	£	£
Trade debtors	149,059	164,565
Other debtors	91,498	35,577
Directors' current accounts	209,858	19,592
	450,415	219,734

11 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2009	2008
	£	£
Bank loans and overdrafts (see note		
13)	98,279	44,271
Trade creditors	65,085	61,141
Tax	30,027	757
Social security and other taxes	40,031	37,216
Other creditors	85,847	53,272
Accrued expenses	9,950	10,600
	329,219	207,257

Notes to the Financial Statements - continued for the Year Ended 31 JULY 2009

12 CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

Bank loans (see		2009 £ 1,327,621	2008 £ 1,452,590
13 LOANS			
An analysis of t	he maturity of loans is given below		
		2009 £	2008 £
Amounts falling Bank overdrafts Bank loans	g due within one year or on demand	76,029 22,250	24,738 19,533
		98,279	44,271
Amounts falling Bank loans - 1-2	g due between one and two years 2 years	22,250	20,789
Amounts falling Bank loans - 2-	g due between two and five years 5 years	66,751	70,741
Amounts falling	g due in more than five years		
Repayable by 1r Bank loans mor		1,238,620	1,361,060

Notes to the Financial Statements - continued for the Year Ended 31 JULY 2009

14 SECURED DEBTS

The following secured debts are included within creditors

	2009	2008
	£	£
Bank overdrafts	76,029	24,738
Bank loans	1,349,871	1,472,123
	1,425,900	1,496,861

The above debts are secured by a 1st legal charge dated 7/8/00 over the freehold property of Pendruccombe House, 23 Tavistock Road, Launceston, and a 1st legal charge dated 8/1/04 over the freehold property of Meadowside and St Francis, Plymbridge Road, Plympton

The debts are also secured against an unlimited debenture dated 19/7/00 which includes the right of set off

15 CALLED UP SHARE CAPITAL

	Allotted, 188 Number 686,543	ued and fully paid. Class Ordinary		Nominal value £1	2009 £ 686,543	2008 £ 686,543
16	RESERVE	s	Profit and loss account	Share premium £	Revaluation reserve	Totals £
	At 1 August Profit for th Dividends Revaluation	e year	521,759 247,704 (21,403)	215,555	716,700 2,101,036	1,454,014 247,704 (21,403) 2,101,036
	At 31 July 2	2009	748,060	215,555	2,817,736	3,781,351

Notes to the Financial Statements - continued for the Year Ended 31 JULY 2009

17 TRANSACTIONS WITH DIRECTORS

The following loans to directors subsisted during the years ended 31 July 2009 and 31 July 2008

	2009 £	2008 £
R W Smallridge		
Balance outstanding at start of year	4,898	4,898
Amounts advanced	100,266	_
Amounts repaid	-	_
Balance outstanding at end of year	105,164	4,898
D J Smallridge		
Balance outstanding at start of year	9,796	9,796
Amounts repaid	-	-
Balance outstanding at end of year	9,796	9,796
	===	
Mrs N A Smallridge		
Balance outstanding at start of year	4,898	4,898
Amounts advanced	90,000	-
Amounts repaid	-	-
Balance outstanding at end of year	94,898	4,898

During the year the company operated a loan account with the three Directors. The loans are interest free

18 RELATED PARTY DISCLOSURES

During the year the company loaned Ashbrook Investments the sum of £40,000 Ashbrook Investments is a property letting business owned by Mr & Mrs R W Smallridge and Mr D J Smallridge

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Notes to the Financial Statements - continued for the Year Ended 31 JULY 2009

19 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

RECONCIDIATION OF MOVEMENTS IN SHAKEHOLDE	KS FUNDS	
	2009	2008
	£	£
Profit for the financial year	247,704	168,769
Dividends	(21,403)	(10,702)
	226,301	158,067
Other recognised gains and losses relating to the year (net) Revaluation	2,101,036	-
Net addition to shareholders' funds	2,327,337	158,067
Opening shareholders' funds	2,140,557	1,982,490
Closing shareholders' funds	4,467,894	2,140,557

20 REVALUATION

The land and buildings held by the company have been revalued during the year ended 31st July 2009 to £5,100,000 and if disposed of at this valuation, the corporation tax arising would be approximately £665,000