

Westminster Health Care Limited

**Directors' report and financial
statements**

Registered number 1946682

31 December 2010

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Company information

Directors	Michael Parsons David Duncan
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 EC4R 9HA
Registered office	Suite 201 The Chambers Chelsea Harbour London SW10 0XF
Registered number	1946682

Directors' report

The directors present their directors' report and the audited financial statements for the year ended 31 December 2010

Principal activities

Westminster Health Care Limited ("the company") did not trade during the current or previous year

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

Dividends of £nil were paid during the year (2009 £401,676,000)

Future prospects

The Company is dormant and is expected to remain so in the future

Directors and directors' interests

The directors who held office during the year and to the date of this report were as follows

Michael Parsons

David Duncan

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

The company made no political or charitable donations during the year (2009 £nil)

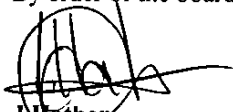
Disclosure of information to auditors

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 Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office

By order of the board


J Hather
Secretary

Suite 201
The Chambers
Chelsea Harbour
London
SW10 0XF

30 June 2011

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

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 judgments 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 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 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 auditor's report to the members of Westminster Health Care Limited

We have audited the financial statements of Westminster Health Care Limited for the year ended 31 December 2010 set out on pages 6 to 11. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 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 auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 3, 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, and express an opinion on, 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 (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's website at www.frc.org.uk/apb/scope/private.cfm

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 December 2010 and of its result for the year then ended,
- have been properly prepared in accordance with UK 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

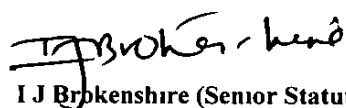
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditor's report to the members of Westminster Health Care Limited *(continued)*

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.



I J Brokenshire (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
Plym House
3 Longbridge Road
Plymouth
PL6 8LT

7 July 2011

Profit and loss account
Year ended 31 December 2010

	<i>Note</i>	2010 £000	2009 £000
Interest payable and similar charges	2	-	(2,229)
Loss on ordinary activities before Taxation	3	-	(2,229)
Tax on loss on ordinary activities	5	-	-
Loss for the financial year		-	(2,229)

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 shareholder's funds
year ended 31 December 2010

	<i>Note</i>	2010 £000	2009 £000
Loss for the financial year		-	(2,229)
Dividends on shares classified in shareholders' funds	6	-	(401,676)
Retained loss		-	(403,905)
Opening shareholders' funds		1,000	404,905
Closing shareholders' funds		1,000	1,000

Balance sheet
as at 31 December 2010

	<i>Note</i>	2010	2009
		£000	£000
Current assets			
Debtors	7	516,954	516,954
		<u>516,954</u>	<u>516,954</u>
Creditors amounts falling due within one year	8	(515,954)	(515,954)
		<u></u>	<u></u>
Net current assets		1,000	1,000
		<u></u>	<u></u>
Net assets		1,000	1,000
		<u></u>	<u></u>
Capital and reserves			
Called up share capital	9	1,000	1,000
Profit and loss account	10	-	-
		<u></u>	<u></u>
Equity shareholder's funds		1,000	1,000
		<u></u>	<u></u>

These financial statements were approved by the board of directors on 30 June 2011 and were signed on its behalf by



D Duncan
 Director
 Company Number 1946682

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, except as noted below

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 Grove 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

Going Concern

The company has long term support from Group and as a consequence, the directors believe that the company is well placed to manage its business risks successfully despite the current uncertain economic outlook

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the annual financial statements

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

Dividends

Dividends unpaid at the balance sheet date are only recognised as a liability at that date to the extent that they are appropriately authorised and no longer at the discretion of the Company. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements

Notes (continued)

2 Interest payable and similar charges

	2010 £000	2009 £000
On amounts owed to group undertakings	-	2,229

The amount stated above is the net intercompany interest payable for the current and preceding year

3 Loss on ordinary activities before taxation

	2010 £000	2009 £000
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Loss on ordinary activities before taxation is stated after charging.

Auditors' remuneration

Audit	1	1
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The amount above is the management's estimate of the Company's proportion of the total audit fee which has been borne by another group company

4 Remuneration of directors

During the current and previous year the directors of the Company received their remuneration wholly from Grove Limited, of which Westminster Health Care Limited is a related undertaking, however the proportion attributable to their services to Westminster Health Care Limited is not separately identifiable

5 Tax on loss on ordinary activities

	2010 £000	2009 £000
<i>Current taxation</i>		
Current tax on income for the period	-	-
Adjustments in respect of prior periods	-	-
<i>Total current taxation</i>	-	-

The current tax charge for the period is equal to (2009 higher than) than the standard rate of corporation tax in the UK of 28% (2009 28%) The differences are explained below

	2010 £000	2009 £000
<i>Current tax reconciliation</i>		
Loss on ordinary activities before tax	-	(2,229)
Current tax at 28% (2009 28%)	-	(624)
<i>Factors affecting charge for the year</i>		
Group relief not paid for	(2,913)	(2,999)
Transfer pricing	2,913	3,623
Total current tax (see above)	-	-

Notes (continued)

6 Dividends

The aggregate amount of dividends comprises

	2010 £000	2009 £000
Dividends in respect of the year recognised as a liability at the year end	-	401,676

The aggregate amount of dividends proposed and not recognised as liabilities as at the year end is £nil (2009 £nil)

7 Debtors

	2010 £000	2009 £000
Amounts owed by group undertakings	516,954	516,954

Debtors include amounts owed by group undertakings of £nil (2009 £38,566,000) which bear a market rate of interest (see note 2)

Amounts due from group undertakings stated above are legally due on demand and are thus recoverable within one year although it is not expected that the demand would be made or that these amounts will be received within the next year

8 Creditors: amounts falling due within one year

	2010 £000	2009 £000
Amounts owed to group undertakings	515,954	515,954

The amounts owed to the group are repayable on demand and bear no interest

9 Called up share capital

	2010 £000	2009 £000
<i>Allotted, called up and fully paid</i>		
1,000,000 Ordinary shares of £1 each	1,000	1,000

Notes (continued)

10 Reserves

	Profit and loss account £000
At beginning and end of year	-

11 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.

12 Immediate and ultimate parent undertaking

The immediate parent undertaking is Westminster Securitisation Limited.

The ultimate UK parent undertaking is Barchester Healthcare Limited, a company incorporated in Great Britain and registered in England and Wales.

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

The ultimate parent undertaking is Grove Limited, a Company registered in Jersey.