

Avalon Nursing Homes Limited
Directors' report and financial
statements
Registered number 02653123
31 December 2012



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Company information

Directors	Michael Parsons David Duncan Jon Hather
Secretary	Ian Portal
Auditor	KPMG LLP Plym House 3 Longbridge Road Marsh Mills Plymouth PL6 8LT
Bankers	Royal Bank of Scotland London Corporate Services 2 1/2 Devonshire Square London EC2M 4XJ
Solicitors	Berwin Leighton Paisner Adelaide House London Bridge London EC4R 9HA
Registered office	Suite 201 Design Centre East Chelsea Harbour London SW10 0XF
Registered number	02653123

Directors' report

The directors present their directors' report and the audited financial statements for the year ended 31 December 2012

Principal activities

Avalon Nursing Homes Limited ("the company") did not trade during the current or previous year. There is no immediate intention to recommence trading.

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

The directors do not recommend the payment of a dividend (2011 £nil).

Future prospects

The Company is non-trading and is expected to remain so in the future.

Directors and directors' interests

The directors who held office during the year were:

Michael Parsons
David Duncan
Jon Hather

Political and charitable donations

During the year the company made no political or charitable donations (2011 £nil).

Disclosure of information to auditor

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 auditor is 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 auditor is aware of that information.

Auditor

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

By order of the board


Ian Portal
Secretary

Suite 201
Design Centre East
Chelsea Harbour
London
SW10 0XF

26 June 2013

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 Avalon Nursing Homes Limited

We have audited the financial statements of Avalon Nursing Homes Limited for the year ended 31 December 2012 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 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 Financial Reporting Council's web site at www.frc.org.uk/auditscopeukprivate.

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 2012 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 Avalon Nursing Homes 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

IA Brokenshire

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

28 June 2013

Profit and loss account
for the year ended 31 December 2012

During the current and preceding financial year the company did not trade and received no income and incurred no expenditure
 Consequently, during those periods the company made neither a profit nor a loss

Reconciliation of movements in equity shareholders' funds
for the year ended 31 December 2012

	2012 £000	2011 £000
Profit for the financial year	-	-
Opening shareholders' funds	120	120
Closing shareholders' funds	120	120

Balance sheet
at 31 December 2012

	<i>Note</i>	2012 £000	£000	2011 £000	£000
Current assets					
Debtors	5	22,891		22,891	
		<u>22,891</u>		<u>22,891</u>	
Creditors: amounts falling due within one year	6	<u>(22,771)</u>		<u>(22,771)</u>	
Net current assets			120		120
Total assets less current liabilities			<u>120</u>		<u>120</u>
Net assets			<u>120</u>		<u>120</u>
Capital and reserves					
Called up share capital	8		100		100
Share premium	7		20		20
Profit and loss account	7		-		-
Shareholders' funds			<u>120</u>		<u>120</u>

These financial statements were approved by the board of directors on 26 June 2013 and were signed on its behalf by



David Duncan
 Director
 Company Number 02653123

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 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 continues to adopt the going concern basis in preparing the annual financial statements

Taxation

The charge for taxation is based on the result for the year 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

Notes (continued)

2 Profit on ordinary activities before taxation

Auditor's remuneration

	2012 £000	2011 £000
<i>Profit on ordinary activities before taxation is stated after charging</i>		
Audit	1	1

The remuneration of the auditor 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.

3 Directors' emoluments

The company had no employees other than directors (2011 nil). The directors received no emoluments for services to the Company during the year (2011 £nil). The directors received remuneration for services to Barchester Healthcare Homes Limited of which Avalon Nursing Homes Limited is a subsidiary undertaking. However, the proportion attributable to their services to Avalon Nursing Homes Limited is not separately identifiable.

4 Taxation

	2012 £000	2011 £000
<i>Analysis of charge for the year</i>		
<i>UK Corporation tax</i>		
Current tax on income for the period	-	-

Factors affecting the tax credit for the current year

The current tax credit for the year is equal to (2011 equal to) the standard rate of corporation tax in the UK of 24.5% (2011 26.5%). The differences are explained below.

	2012 £000	2011 £000
<i>Current tax reconciliation</i>		
Profit on ordinary activities before taxation	-	-
Current tax at 24.5% (2011 26.5%)	-	-
<i>Factors affecting charge for the year</i>		
Group relief not paid for	(2)	(2)
Transfer pricing	2	2
Total current tax (see above)	-	-

A reduction in the UK corporation tax rate from 26% to 25% (effective from 1 April 2012) was substantively enacted on 5 July 2011, and further reductions to 24% (effective from 1 April 2012) and 23% (effective from 1 April 2013) were substantively enacted on 26 March 2012 and 3 July 2012 respectively. This will reduce the company's future current tax charge accordingly. The deferred tax liability at 31 December 2012 has been calculated based on the rate of 23% substantively enacted at the balance sheet date.

The March 2013 Budget announced that the rate will further reduce to 20% by 2015 in addition to the planned reduction to 21% by 2014 previously announced in the December 2012 Autumn Statement. It has not yet been possible to quantify the full anticipated effect of the announced further 3% rate reduction, although this will further reduce the company's future current tax charge and reduce the company's deferred tax liability accordingly.

Notes (continued)

5 Debtors

	2012 £000	2011 £000
Amounts due from group undertakings	<u>22,891</u>	<u>22,891</u>

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

6 Creditors: amounts falling due within one year

	2012 £000	2011 £000
Amounts owed to group undertakings	<u>22,771</u>	<u>22,771</u>

Amounts owed to Group undertakings stated above are legally due on demand and are thus payable within one year although it is not expected that the demand would be made or that these amounts will be payable within the next year

7 Share premium and reserves

	Share Premium account £000	Profit and loss account £000	Total £000
At beginning and end of the year	<u>20</u>	<u>-</u>	<u>20</u>

8 Called up share capital

	2012 £	2011 £
<i>Allotted, called up and fully paid</i>		
100,000 Ordinary shares of £1 each	100,000	100,000
200 deferred ordinary shares of £1 each	<u>200</u>	<u>200</u>
	<u>100,200</u>	<u>100,200</u>

The deferred ordinary shares have the right to one vote per share. They do not, however, have the right to receive a dividend

On return of assets on liquidation, holders of ordinary shares will be entitled first to receive a threshold sum. From the surplus after the threshold sum has been paid, the next £100,000 will be paid to holders of deferred ordinary shares. Any remaining surplus after the above has been paid will be split with 80% being payable to ordinary shareholders and 20% to deferred ordinary shareholders.

Notes *(continued)*

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

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

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

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