

Speciality Care (Rest Homes) Limited
Annual Report
for the year ended 31 December 2006

Registered number 3010116

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Speciality Care (Rest Homes) Limited

Annual report for the year ended 31 December 2006

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Speciality Care (Rest Homes) Limited

Directors and advisors

Executive Directors

Charles Cameron
Ted Smith
Denise Keating
Christine Cameron
Peter Cavanagh

Secretary

BLG (Professional Services) Limited
Beaufort House
15 St Botolph Street
London
EC3A 7NJ

Registered auditors

PricewaterhouseCoopers LLP
Cornwall Court
19 Cornwall Street
Birmingham
B3 2DT

Solicitors

Barlow Lyde & Gilbert
Beaufort House
15 St Botolph Street
London
EC3A 7NJ

Pinsent Masons
3 Colmore Circus
Birmingham
B4 6BH

Registered office

Craegmoor House
Perdiswell Park
Worcester
WR3 7NW

Bankers

Barclays Bank Plc
PO Box 544
54 Lombard Street
London
EC3V 9EX

Speciality Care (Rest Homes) Limited

Directors' report for the year ended 31 December 2006

The Directors present their report and the audited financial statements for the year ended 31 December 2006

Principal activities

The principal activity of the Company continues to be the provision of care

Review of business and future developments

Both the level of business and the year end position were satisfactory, and the Directors expect that the present level of activity will be sustained for the foreseeable future

The Company is part of the Craegmoor Limited Group that currently has certain security arrangements for its external funding. The Directors of the Group are of the view that the securitisation is no longer the most suitable financing structure for the Group and therefore announced in March 2007 that they were in exploratory discussions with banks regarding a more appropriate structure. Whilst the discussions are at an early stage the Directors believe there is a reasonable prospect of a successful outcome.

Results and dividends

The profit and loss account shows a profit after tax for the year of £29,000 (2005 £171,000). The Directors do not recommend the payment of a dividend for the year ended 31 December 2006 (2005 £Nil).

Principal risks and uncertainties

From the perspective of the Company, the principal risks and uncertainties are integrated with the principal risks of Craegmoor Limited, its ultimate parent Company, and are not managed separately. Accordingly, the principal risks and uncertainties of Craegmoor Limited, which include those of the Company, are discussed in the Directors' Report of Craegmoor Limited which does not form part of this report.

Key Performance Indicators ("KPIs")

The Directors of Craegmoor Limited manage the Craegmoor Group's operations on a group-wide basis. For this reason, the Directors of the Company believe that analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the business of the Company. The development, performance and position of the Craegmoor Limited Group, which includes the Company, is discussed in the Directors' Report of Craegmoor Limited which does not form part of this report.

Directors

The following Directors have held office for the whole year unless otherwise stated

Ted Smith		
Denise Keating	Appointed 6 March 2006	
Julian Spurling	Appointed 6 March 2006	Resigned 27 November 2006
Margaret Hill	Resigned 7 April 2006	
Christine Cameron		
Charles Cameron	Appointed 15 March 2006	
Peter Cavanagh	Appointed 1 July 2006	

Changes in fixed assets

Movements in intangible and tangible fixed assets during the year are set out in notes 8 and 9 to the financial statements

Speciality Care (Rest Homes) Limited

Directors' report for the year ended 31 December 2006 (continued)

Financial instruments

The Company's financial instruments primarily comprise trade debtors and debtors and creditors with other group companies arising directly from its operations. No trading in financial instruments has been undertaken.

There are no significant risks arising directly from the Company's financial instruments. However, the Company is reliant on the ongoing support of the Craegmoor Group, which has long term financing and overdraft facilities in place. The Board of Craegmoor Limited, the ultimate parent undertaking, has reviewed and agreed the policies for managing the risks related to these facilities as set out below.

Liquidity risk

The Group has secured long term financing and overdraft facilities with financial institutions who have high credit ratings that are designed to ensure the Company has sufficient available funds for operations. The £334,410,000 of group debt, in the form of loan notes, is repayable over 17 years.

Interest rate and cash flow risk

The Group has entered into interest rate swaps to ensure certainty over future interest cashflows. As a consequence, 95% of the Group's borrowings are at fixed rates of interest.

Credit risk

No specific service users provide a concentration of credit risk to the Company.

Statement of Directors' responsibilities in respect of the Annual Report and the financial statements

The Directors are responsible for preparing the Annual 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 United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 those 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,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business, in which case there should be supporting assumptions or qualifications as necessary.

The Directors confirm that they have complied with the above requirements in preparing the financial statements.

The Directors are responsible for keeping proper accounting records that 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 1985. 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 of disclosure of information to auditors

Each of the persons who are Directors at the date that this report is approved confirm that

- so far as the Director is 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 in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Speciality Care (Rest Homes) Limited

Directors' report for the year ended 31 December 2006 (continued)

Auditors

The Company has elected, in accordance with section 386 of the Companies Act UK 1985, to dispense with the obligation to appoint auditors annually

By order of the Board

A handwritten signature in black ink, appearing to read 'Charles Cameron', with a long horizontal line extending to the right.

Charles Cameron
Director
29 June 2007

Independent auditors' report to the members of Speciality Care (Rest Homes) Limited

We have audited the financial statements of Speciality Care (Rest Homes) Limited for the year ended 31 December 2006 which comprise the Profit and Loss Account, the Balance Sheet, and the related notes. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of Directors and auditors

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

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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.

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the Company's affairs as at 31 December 2006 and of its profit 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.

Independent auditors' report to the members of Speciality Care (Rest Homes) Limited (continued)

Emphasis of Matter - Going concern

In forming our opinion on the financial statements, we have considered the adequacy of the disclosures made in Note 1 to the financial statements (*Going Concern*) concerning the Directors' consideration of the ability of the Group to meet its future covenants under current financing arrangements, and the associated impact on the Company. The financial statements of the Company have been prepared on a going concern basis, the validity of which depends on the Group complying with its covenants or, should they be breached, the pursuit of alternative strategies which would result in the Group remaining a going concern. This condition indicates the existence of an uncertainty for the Company relating to going concern. The financial statements do not include any adjustments that would result from a failure to meet the covenant requirements. Our opinion is not qualified in this respect.

A handwritten signature in black ink, appearing to read 'PricewaterhouseCoopers LLP', is written across the page.

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
Birmingham
29 June 2007

Speciality Care (Rest Homes) Limited

Profit and loss account for the year ended 31 December 2006

	Note	2006 £'000	2005 £'000
Turnover		4,377	4,426
Cost of sales		(301)	(273)
Gross profit		4,076	4,153
Administrative expenses		(3,985)	(3,811)
Operating profit	5	91	342
Net interest receivable / (payable)	6	17	(43)
Profit on ordinary activities before taxation		108	299
Tax on profit on ordinary activities	7	(79)	(128)
Profit for the financial year	15	29	171

All activities relate to continuing operations

There is no difference between the profit on ordinary activities before taxation and the profit for the year stated above and their historical cost equivalents

There are no differences between the results for the year and the results on an unmodified historical cost basis and accordingly a statement of historical costs profits and losses is not presented

Speciality Care (Rest Homes) Limited

Balance sheet as at 31 December 2006

	Note	2006 £'000	2005 £'000
Fixed assets			
Intangible assets	8	272	293
Tangible assets	9	303	359
		575	652
Current assets			
Debtors	10	1,089	1,102
		1,089	1,102
Creditors amounts falling due within one year	11	(975)	(1,092)
Net current assets		114	10
Total assets less current liabilities		689	662
Creditors amounts falling due after more than one year	12	(421)	(421)
Provisions for liabilities and charges	13	-	(2)
Net assets		268	239
Capital and reserves			
Called up share capital	14	-	-
Profit and loss account	15	268	239
Total equity shareholders' funds	16	268	239

The financial statements on pages 7 to 16 were approved by the Board of Directors on 29 June 2007 and signed on its behalf by



Charles Cameron
Director

Speciality Care (Rest Homes) Limited

Notes to the financial statements for the year ended 31 December 2006

1 Principal accounting policies

The financial statements are prepared on the going concern basis, under the historical cost convention and in accordance with the Companies Act 1985 and applicable accounting standards in the United Kingdom. A summary of the principal accounting policies, which have been consistently applied, is set out below.

Going concern

The Company is reliant upon the ongoing support of the Craegmoor Limited Group in order to continue as a going concern, and the Group is subject to certain covenants as part of its current financing arrangements.

Whilst trading and cash flow of the Group has improved significantly since last year it is during 2007 that the Group's covenants return to the higher levels set at the time of the securitisation in 2003. Following due review of current trading and the outlook, the Directors are of the view that the headroom on the Group's covenants is limited at certain times and the ability to meet this is dependent on achieving forecast trading results. Those forecasts are inherently uncertain. In the unlikely event that a covenant was to be breached then a number of courses of action would be available to the securitisation bondholders including *in extremis* enforcement of security and debt repayment provisions.

The accounts have been prepared on a going concern basis as the Directors believe that the Craegmoor Limited Group will either achieve compliance with its covenants or alternative strategies could be pursued, which would result in the Company remaining a going concern.

Turnover

Turnover represents amounts invoiced and accrued for care services provided during the period in the UK, excluding Value Added Tax. Where services are invoiced in advance the related income is deferred to match the period in which the service is provided.

Intangible fixed assets

Intangible fixed assets comprise goodwill arising on the acquisition of business, trade and assets at the date of incorporation. It represents the excess of the fair value of the consideration given over the fair value of the identifiable net assets acquired, and is amortised over its useful economic life, which the Directors estimate to be 20 years.

Tangible fixed assets

The cost of fixed assets is their purchase cost, and any costs directly attributable to bringing them into working condition for their intended use. Depreciation on tangible fixed assets is calculated to write off cost, less estimated residual values, by equal annual instalments on the following bases:

Short leasehold land and buildings	-over the lease term
Equipment	-over 7 years
Furniture and fittings	-over 3, 5 or 10 years
Motor vehicles	-over 4 years
Computer equipment	-over 4 years

Corporation tax

UK Corporation Tax is provided at amounts expecting to be paid (or recovered) using the tax rates and bases that have been enacted or substantially enacted by the balance sheet date. Corporation tax payable is reduced wholly or in part by the surrender of losses by fellow group companies. Payments made, if any, to surrendering companies for losses are reflected in the tax charge.

Deferred taxation

Deferred taxation has been recognised as a liability or asset if transactions have occurred at the balance sheet date that give rise to an obligation to pay more taxation in future, or a right to pay less taxation in future. An asset is only recognised to the extent that the transfer of economic benefits in the future is deemed to be more likely than not. Deferred tax assets and liabilities recognised are not discounted.

Speciality Care (Rest Homes) Limited

Notes to the financial statements for the year ended 31 December 2006 (continued)

1 Principal accounting policies (continued)

Debtors

Provisions are made against those trade debtor amounts where settlement is considered unlikely

Operating leases

Operating lease rentals are charged to the profit and loss account in equal annual instalments over the lease term

Cash flow statement

The Company is a wholly owned subsidiary of Craegmoor Limited, and the cash flows of the Company are included in the consolidated group cash flow statement of that Company. Consequently, the Company is exempt under the terms of Financial Reporting Standard No 1 (Revised) from publishing a cash flow statement

2 Related party transactions

The Company has taken advantage of the exemption granted under paragraph 3(c) of FRS 8 and not disclosed any transactions with other group companies where they are more than 90% owned by a common parent

3 Directors' emoluments

The emoluments of the Directors were paid by Craegmoor Healthcare Company Limited, a fellow subsidiary of Craegmoor Limited. The Directors were also directors of a number of other fellow subsidiaries during the year ended 31 December 2006 and 31 December 2005 and it is not possible to make an accurate apportionment of their emoluments in respect of each of the subsidiaries. Accordingly, the emoluments of the Directors are disclosed within the accounts of Craegmoor Healthcare Company Limited

4 Employee information

The average monthly number of persons (including executive Directors) employed during the year was

Analysis by function	2006	2005
	Number	Number
Nursing	119	132
Ancillary	9	10
Administration	51	54
	179	196
<hr/>		
Staff costs (for the above persons)	2006	2005
	£'000	£'000
Management charge in lieu of staff costs	2,575	2,699

The above disclosures are in respect of employees that carried out work in connection with the Company's operations during the year. However, these persons are employed by a fellow subsidiary Company

Speciality Care (Rest Homes) Limited

Notes to the financial statements for the year ended 31 December 2006 (continued)

5 Operating profit

	2006	2005
	£'000	£'000
Operating profit is stated after charging		
Depreciation of tangible fixed assets	84	70
Amortisation of goodwill	21	21
Operating lease rentals		
Land and buildings	549	542
Plant and machinery	-	1
Management charge from fellow subsidiaries	3,020	2,906

The audit fee for the Company for the year ended 31 December 2006 of £1,000 (2005 as restated £1,000) is borne by a fellow subsidiary Company and included within the management charge. The comparative figures have been restated to take account of the new disclosure requirements of auditors' remuneration.

The management charges from fellow subsidiary undertakings, Craegmoor Facilities No 2 Company Limited and Craegmoor Healthcare Company Limited, relate to an allocation of operating costs incurred on behalf of the Company and its fellow subsidiaries.

6 Net interest receivable / (payable)

	2006	2005
	£'000	£'000
Interest on overpaid / (overdue) corporation tax	17	(43)

Speciality Care (Rest Homes) Limited

Notes to the financial statements for the year ended 31 December 2006 (continued)

7 Tax on profit on ordinary activities

	2006 £'000	2005 £'000
Current taxation		
Group relief and balancing payments at 30% (2005 30%)	85	129
Adjustment in respect of previous periods	(4)	13
Total current taxation	81	142
Deferred taxation		
Current year – origination and reversal of timing differences	2	-
Adjustment in respect of previous periods	(4)	(14)
Total deferred taxation	(2)	(14)
Tax charge	79	128

The tax for the year differs from the standard rate of corporation tax in the UK (30%) The differences are explained below

	2006 £'000	2005 £'000
Profit on ordinary activities	108	299
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (2005 30%)	32	90
Effects of		
Expenses not deductible for tax purposes	20	7
Capital allowances for the year less than depreciation	17	20
Transfer pricing adjustments	2	12
Short term timing differences	14	-
Adjustment to tax charge in respect of previous periods	(4)	13
Current tax charge	81	142

In accordance with the Craegmoor Group accounting policy a deferred tax asset has not been recognised due to the uncertainty over the recoverability of the following

	2006 £'000	2005 £'000
Accelerated capital allowances	36	-
Short term timing differences	14	-
	50	-

Speciality Care (Rest Homes) Limited

Notes to the financial statements for the year ended 31 December 2006 (continued)

8 Intangible fixed assets

	Goodwill £'000
Cost	
At 1 January and 31 December 2006	419
Amortisation	
At 1 January 2006	126
Charge for the year	21
At 31 December 2006	147
Net book value	
At 31 December 2006	272
At 31 December 2005	293

9 Tangible fixed assets

	Short leasehold land and buildings £'000	Fixtures and fittings £'000	Motor vehicles £'000	Total £'000
Cost				
At 1 January 2006	109	472	25	606
Transfers to fellow subsidiaries	-	-	(25)	(25)
Additions	-	36	-	36
At 31 December 2006	109	508	-	617
Accumulated depreciation				
At 1 January 2006	8	228	11	247
Transfers to fellow subsidiaries	-	-	(17)	(17)
Charge for the year	15	63	6	84
At 31 December 2006	23	291	-	314
Net book value				
At 31 December 2006	86	217	-	303
At 31 December 2005	101	244	14	359

Speciality Care (Rest Homes) Limited

Notes to the financial statements

for the year ended 31 December 2006 (continued)

10 Debtors

	2006	2005
	£'000	£'000
Amounts falling due within one year		
Trade debtors	140	566
Amounts owed by group undertakings	937	530
Prepayments and accrued income	12	5
Other debtors	-	1
	1,089	1,102

Amounts owed by group undertakings are interest free and are payable on demand

11 Creditors: amounts falling due within one year

	2006	2005
	£'000	£'000
Bank loans and overdrafts	-	4
Amounts owed to group undertakings	-	20
Other creditors	2	-
Accruals and deferred income	973	1,068
	975	1,092

12 Creditors: amounts falling due after more than one year

	2006	2005
	£'000	£'000
Amounts owed to group undertakings	421	421

Amounts owed to group undertakings comprise an interest free loan. There are no defined repayment terms but the lender has confirmed to the Company that it will not seek any repayment of this loan within the next 12 months.

Speciality Care (Rest Homes) Limited

Notes to the financial statements

for the year ended 31 December 2006 (continued)

13 Provisions for liabilities and charges

	Deferred tax £'000
At 1 January 2006	2
Credited in profit and loss account	(2)
At 31 December 2006	-

	2006 £'000	2005 £'000
The amount provided for deferred taxation comprises:		
Timing differences relating to accelerated capital allowances	-	2
	-	2

14 Called up share capital

	2006 £'000	2005 £'000
Authorised		
1,000 (2005 1,000) Ordinary shares of £1 each	1	1
Allotted and fully paid		
2 (2005 2) Ordinary shares of £1 each	-	-

15 Profit and loss account

	£'000
At 1 January 2006	239
Profit for the financial year	29
At 31 December 2006	268

Speciality Care (Rest Homes) Limited

Notes to the financial statements for the year ended 31 December 2006 (continued)

16 Reconciliation of movement in shareholders' funds

	2006 £'000	2005 £'000
Profit for the financial year	29	171
Net increase in shareholders' funds	29	171
Opening equity shareholders' funds	239	68
Closing equity shareholders' funds	268	239

17 Financial commitments

At 31 December 2006 the Company had annual commitments for land and buildings under non-cancellable operating leases as follows

	2006 £'000	2005 £'000
Expiring in more than five years	562	532

18 Post balance sheet events

Subsequent to the year-end the UK Corporation Tax rates were changed from 30% to 28%. These changes have not yet been enacted through the Provisional Collection of Taxes Act and hence not reflected in the deferred tax assets or liabilities as at 31 December 2006

19 Capital commitments and contingent liabilities

The Company has no capital commitments or contingent liabilities as at 31 December 2006 (2005: £Nil)

20 Immediate and ultimate parent companies

The Directors regard Speciality Care Limited, a Company registered in England and Wales, as the immediate parent Company of Speciality Care (Rest Homes) Limited, and Craegmoor Limited, a Company registered in England and Wales, as the ultimate parent Company in the United Kingdom. Craegmoor Limited is the parent Company of the smallest and largest group in which Speciality Care (Rest Homes) Limited is consolidated. Copies of Craegmoor Limited's consolidated financial statements may be obtained from its registered office, Craegmoor House, Perdiswell Park, Worcester, WR3 7NW.