

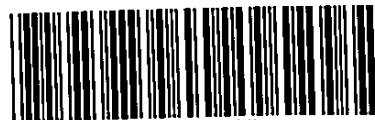
Westminster Securitisation Limited

**Directors' report and financial
statements**

Registered number 3836877

31 December 2011

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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 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	3836877

Directors' report

The directors present their directors' report and the audited financial statements for the year ended 31 December 2011

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.

Principal activities

During the current year the company did not trade. There is no immediate intention to recommence trading. The principal activity of the Company is that of a holding company.

Dividends

The directors do not recommend the payment of a dividend (2010 £nil).

Future prospects

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

Donations

The company made no political or charitable donations during the year (2010 £nil).

Directors and directors' interests

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

M Parsons
D Duncan
J Hather

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



I Portal
Secretary

Suite 201
The Chambers
Chelsea Harbour
London
SW10 0XF

25 June 2012

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 Securitisation Limited

We have audited the financial statements of Westminster Securitisation Limited for the year ended 31 December 2011 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 2011 and of its profit 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

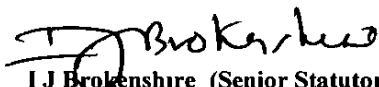
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditor's report to the members of Westminster Securisation 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

28 June 2012

Profit and loss account
Year ended 31 December 2011

	<i>Note</i>	2011 £000	2010 £000
Administrative expense		-	1
Profit on ordinary activities before taxation	2	-	1
Tax on profit on ordinary activities	4	-	-
Profit for the financial year		-	1

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 of the current and preceding financial years

Reconciliation of movements in equity shareholders' funds
for the year ended 31 December 2011

	2011 £000	2010 £000
Profit for the financial year	-	1
Opening shareholders' funds	10,000	10,000
Closing shareholders' funds	10,001	10,001

Balance sheet
at 31 December 2011

	<i>Note</i>	2011 £000	2010 £000
Fixed assets			
Investments	5	-	-
Current assets			
Debtors	6	10,001	10,001
Creditors: amounts falling due within one year	7	-	-
Net current assets		<u>10,001</u>	<u>10,001</u>
Net assets		<u>10,001</u>	<u>10,001</u>
Capital and reserves			
Called up share capital	8	10,000	10,000
Profit and loss account	9	1	1
Equity shareholders' funds		<u>10,001</u>	<u>10,001</u>

These financial statements were approved by the board of directors on 25 June 2012 and were signed on its behalf by



D Duncan
Director
Company Number 3836877

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 under the historical cost accounting rules

The Company is exempt by virtue of s408 of the Companies Act 2006 from the requirement to prepare group accounts. These financial statements present information about the Company as an individual undertaking and not about its Group.

Under FRS 1 (Revised) the company is exempt from the requirement to produce a cash flow statement due to the ultimate undertaking registered in England and Wales, Barchester Healthcare Limited including the company in its own published consolidated financial statements.

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.

Fixed asset investments

Fixed asset investments are stated at cost less provision for any impairment in value.

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.

Notes (continued)

2 Profit on ordinary activities before taxation

Auditor's remuneration

	2011 £000	2010 £000
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 Remuneration of directors

The Company had no employees other than directors. The directors received £nil emoluments for services to the company during the year (2010 £nil). The directors received remuneration for services to Barchester Healthcare Homes Limited of which Westminster Securitisation Limited is a subsidiary undertaking, however the proportion attributable to their services to Westminster Securitisation Limited is not separately identifiable.

4 Tax on profit on ordinary activities

	2011 £000	2010 £000
<i>UK corporation tax</i>		
Current tax on income for the period	-	-

Factors affecting the tax charge for the current period

The current tax charge for the period is equal (2010 lower) to the standard rate of corporation tax in the UK of 26.5% (2010 28%). The differences are explained below.

	2011 £000	2010 £000
<i>Current tax reconciliation</i>		
Profit on ordinary activities before tax	-	1
Current tax at 26.5% (2010 28%)	-	-
<i>Factors affecting charge for the year</i>		
Group relief not paid for	(157)	(166)
Transfer pricing	157	166
Total current tax (see above)	-	-

The 2012 Budget on 21 March 2012 announced that the UK corporation tax rate will reduce to 22% by 2014. A reduction in the rate from 26% to 25% (effective from 1 April 2012) was substantively enacted on 5 July 2011, and a further reduction to 24% (effective from 1 April 2012) was substantively enacted on 26 March 2012.

Notes (continued)

5 Fixed asset investments

	Shares in group undertakings £000
Cost	
At beginning and end of the year	57,933
Provisions	
At beginning and end of the year	(57,933)
Net book value	
At beginning and end of the year	-

The undertakings in which the company's interest at the year end is more than 20% are as follows

	Principal activities	Class and percentage of share held
Subsidiary undertakings		
Westminster Health Care Limited	Non-trading	100% ordinary
Barchester Assisted Living Properties Limited	Senior Living services	100% ordinary
Barchester Assisted Living Properties (Chorleywood) Limited	Senior Living services	100% ordinary
Barchester Assisted Living Properties (Edgbaston) Limited	Senior Living services	100% ordinary
Barchester Assisted Living Properties (Southgate) Limited	Senior Living services	100% ordinary

All subsidiary undertakings are registered in England and Wales

6 Debtors

	2011 £000	2010 £000
Amounts owed by group undertakings	10,001	10,001

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

7 Creditors: amounts falling due within one year

	2011 £000	2010 £000
Amounts owed to group undertakings	-	-

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 paid within the next year

Notes (continued)

8 Called up share capital

	2011 £000	2010 £000
<i>Allotted, called up and fully paid</i>		
10,000,000 (2010 10,000,000) ordinary shares of £1 each	10,000	10,000
	<u>10,000</u>	<u>10,000</u>

9 Reserves

	Profit and loss account £000
At beginning and end of the year	1
	<u>1</u>

10 Immediate and ultimate parent undertaking

The immediate parent undertaking is Westminster Health Care (UK) Limited

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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