

**BRAMLEY COURT (CARE HOMES)
LIMITED**

Report and Financial Statements

30 September 2012



BRAMLEY COURT (CARE HOMES) LIMITED

REPORT AND FINANCIAL STATEMENTS 2012

CONTENTS	Page
Officers and professional advisers	1
Directors' report	2
Directors' responsibilities statement	3
Independent auditor's report	4
Profit and loss account	6
Statement of total recognised gains and losses	6
Balance sheet	7
Notes to the financial statements	8

BRAMLEY COURT (CARE HOMES) LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

E J Coyle
G Sizer
P H Scott (appointed 3 December 2012)

REGISTERED OFFICE

2nd Floor
Turrem House
16 High Street
Yarm
TS15 9AE

BANKERS

Ulster Bank Limited
11-16 Donegall Square East
Belfast
BT7 5UB

SOLICITORS

DLA Piper UK LLP
Princes Exchange
Princes Square
Leeds
LS1 4BY

AUDITOR

Deloitte LLP
Chartered Accountants and Statutory Auditor
Newcastle upon Tyne

BRAMLEY COURT (CARE HOMES) LIMITED

DIRECTORS' REPORT

The directors present their annual report, together with the financial statements and independent auditor's report for the year ended 30 September 2012.

This directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

ACTIVITIES

- The principal activity of the company during the period has been the letting of investment property. On 1 October 2011, the lease relating to the investment property was surrendered by Southern Cross Healthcare Group Plc. The investment property is now operated by Zest Care Homes Limited, a fellow group company.

DIRECTORS

The directors who served throughout the year and since were as follows:

E J Coyle

G Sizer

P H Scott (appointed 3 December 2012)

GOING CONCERN

After making enquiries, 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 financial statements.

Further details regarding the adoption of the going concern basis can be found in the accounting policies note, on page 8, of the financial statements.

AUDITOR

Each of the persons who are directors of the company at the date of this report confirms that:

- So far as the director is aware there is no relevant audit information of which the company's auditor is unaware, and
- The director has taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of this information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

A resolution to reappoint Deloitte LLP will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors
and signed on behalf of the Board



G Sizer
Director

28 June 2013

DIRECTORS' RESPONSIBILITIES STATEMENT

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). 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 accounting 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 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BRAMLEY COURT (CARE HOMES) LIMITED

We have audited the financial statements of Bramley Court (Care Homes) Limited for the year ended 30 September 2012 which comprise the Balance Sheet, Profit and Loss Account, Statement of Total Recognised Gains and Losses, and the related notes 1 to 14. 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 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, 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

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. In addition, we read all the financial and non financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 30 September 2012 and of its loss 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

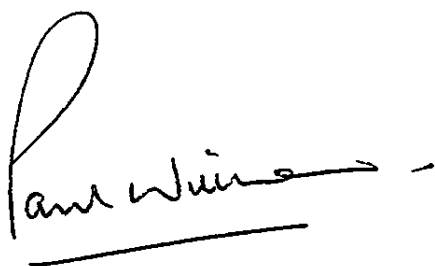
In our opinion the information given in the Directors' Report for the financial period for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BRAMLEY COURT (CARE 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, or
- the directors were not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption in preparing the directors' report

A handwritten signature in black ink, appearing to read 'Paul Williamson', with a horizontal line underneath it.

Paul Williamson BSc FCA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Newcastle Upon Tyne, United Kingdom
28 June 2013

BRAMLEY COURT (CARE HOMES) LIMITED

PROFIT AND LOSS ACCOUNT Year ended 30 September 2012

	Note	2012 £	2011 £
TURNOVER	1	330,000	336,311
Administrative expenses		(112)	11,434
OPERATING PROFIT		329,888	347,745
Interest payable and similar charges		(375,672)	(327,275)
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	3	(45,784)	20,470
Tax on (loss)/profit on ordinary activities	4	-	-
(LOSS)/PROFIT FOR THE FINANCIAL YEAR	11	(45,784)	20,470

All activities derive from continuing operations

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES Year ended 30 September 2012

	2012 £	2011 £
(Loss)/profit for the financial year	(45,784)	20,470
Unrealised surplus on revaluation of investment properties	-	2,588,000
	(45,784)	2,608,470

BRAMLEY COURT (CARE HOMES) LIMITED


BALANCE SHEET 30 September 2012

	Note	2012 £	2011 £
FIXED ASSETS			
Tangible assets	5	8,000,000	8,000,000
CURRENT ASSETS			
Debtors	6	330,000	259,438
CREDITORS: amounts falling due within one year	7	(151,314)	(34,968)
NET CURRENT ASSETS		178,686	224,470
TOTAL ASSETS LESS CURRENT LIABILITIES		8,178,686	8,224,470
CREDITORS: amounts falling due after more than one year	8	(2,466,029)	(2,466,029)
NET ASSETS		5,712,657	5,758,441
CAPITAL AND RESERVES			
Called up share capital	9	1	1
Profit and loss account	10	564,460	610,244
Investment revaluation reserve	10	5,148,196	5,148,196
SHAREHOLDERS' FUNDS	11	5,712,657	5,758,441

These accounts have been prepared in accordance with the special provisions applicable to companies subject to the small companies regime.

The financial statements of Bramley Court (Care Homes) Limited registered number 05107197 were approved by the Board of Directors on 28 June 2013

Signed on behalf of the Board of Directors


G Sizer
Director

NOTES TO THE FINANCIAL STATEMENTS

Year ended 30 September 2012

1 ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted by the directors are described below, and have been applied consistently for the current and preceding financial period.

Basis of accounting

The financial statements have been prepared in accordance with the historical cost convention, modified to include the revaluation of certain fixed assets, and in accordance with applicable United Kingdom accounting standards.

Going concern

The company's principal activity is described in the directors' report. The financial position of the company is set out on page 7.

The current economic conditions create uncertainty over (a) the property yield and valuation, and (b) the liquidity position of the company.

As highlighted in note 8 to the financial statements, the company meets its day-to-day working capital requirements through inter-company borrowings. As disclosed in note 14 the company is also party to an omnibus guarantee in relation to the group's borrowings and therefore it is also necessary to consider the financial position of the group. The group's loan facility is a 12 month term loan due for renewal in October 2013. The directors have held conversations with the bank, and no matters have been drawn to the directors' attention to suggest that renewal may not be forthcoming on acceptable terms.

The group and company's forecasts and projections, taking account of reasonably possible changes in trading performance, show that the group and company should be able to operate within the level of their current facility, subject to its renewal.

On the basis of their assessment of the group and company's financial position and of the enquiries made of the directors of Zest Investment Group Limited, the company's directors have a reasonable expectation that the company will be able to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

Turnover

Turnover represents amounts receivable in respect of rental income on investment properties, and is derived from the company's principal activity. All turnover originates in the United Kingdom.

Rental income from operating leases is recognised in line with the terms of the relevant lease.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost or valuation, net of depreciation and any provision for impairment. Depreciation is provided on all tangible fixed assets, other than investment properties and freehold land, at rates calculated to write off the cost or valuation, less estimated residual value, of each asset on a straight-line basis over its expected useful life, as follows:

Freehold buildings 50 years

Residual value is calculated on prices prevailing at the date of acquisition or revaluation.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 30 September 2012

1. Accounting policies (continued)

Revaluation of properties

A full independent valuation of freehold properties is performed every five years with an interim valuation every three years. The surplus or deficit on the book value is transferred to the revaluation reserve, except that a deficit which is in excess of any previously recognised surplus over depreciated cost relating to the same property, or the reversal of such a deficit, is charged (or credited) to the profit and loss account. A deficit which represents a clear consumption of economic benefits is charged to the profit and loss account regardless of any such previous surplus. On an annual basis the director assesses the carrying value of freehold and leasehold properties, to determine if there has been a material change in value, and if in his judgement the carrying value is appropriate. No annual transfer is made between the revaluation reserve and the profit and loss account to reflect the excess depreciation charged on the revalued portion of the asset.

Investment properties

Investment properties are initially capitalised at cost. Cost includes all costs of development including capitalisation of interest where appropriate. The commencement of capitalisation begins when both finance costs and expenditures for the asset are being incurred and activities that are necessary to get the asset ready for use are in progress.

In accordance with SSAP19 'Accounting for Investment Properties', investment properties are revalued annually and the aggregate surplus or deficit is transferred to the revaluation reserve, except that a deficit which is expected to be permanent and which is in excess of any recognised surplus over cost relating to the same property, or the reversal of such a deficit, is charged (or credited) to the profit and loss account.

Depreciation is not provided in respect of freehold investment properties. The directors consider this accounting policy, which represents a departure from the statutory accounting rules, is necessary to provide a true and fair view as required under SSAP19 'Accounting for Investment Properties'. The financial effect of the departure from the statutory accounting rules cannot be reasonably quantified as there are a number of factors reflected in the annual valuation and the amount, which otherwise might have been shown, and cannot be separately identified.

Taxation

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law.

Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements. Deferred tax liabilities are not discounted.

Cash flow statement

The company is not presenting a cash flow statement in accordance with the exemption in FRS 1 'Cash Flow Statements'. The company qualifies as a small company in companies legislation.

2. EMPLOYEES

The average number of employees (including directors) were

	2012 No.	2011 No.
Directors	<u>2</u>	<u>2</u>

No emoluments were received or are receivable by any director in respect of services during the current or preceding year.

NOTES TO THE FINANCIAL STATEMENTS

Year ended 30 September 2012

3. (LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

	2012	2011
	£	£
(Loss)/profit on ordinary activities before taxation is shown after charging/(crediting)		
Exceptional bad debt write off	-	82,166
Auditor's remuneration:		
- fees payable to company's auditor for the audit of the company's annual accounts	<u>2,500</u>	<u>2,500</u>

Audit fees are paid by another group company

4. TAX ON (LOSS)/PROFIT ON ORDINARY ACTIVITIES

i) Analysis of tax charge on ordinary activities

	2012	2011
	£	£
United Kingdom corporation tax on the profit for the year	-	-
Deferred tax	<u>-</u>	<u>-</u>
Tax on (loss)/profit on ordinary activities	<u>-</u>	<u>-</u>

ii) Factors affecting tax charge for the current year

The tax assessed for the year is lower than that resulting from applying the standard rate of corporation tax in the UK 25% (2011 27%)

The differences are explained below

	2012	2011
	£	£
Loss/(profit) on ordinary activities before tax	<u>(45,784)</u>	<u>20,470</u>
Tax at 25% (2011 27%) thereon	<u>(11,446)</u>	<u>5,526</u>
Group relief	<u>11,446</u>	<u>(5,526)</u>
Current tax charge for the year	<u>-</u>	<u>-</u>

BRAMLEY COURT (CARE HOMES) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 30 September 2012

5. TANGIBLE FIXED ASSETS

	Freehold property £	Investment property £
Valuation		
At 1 October 2011	-	8,000,000
Transfer	8,000,000	(8,000,000)
	<u>8,000,000</u>	<u>-</u>
At 30 September 2012	<u>8,000,000</u>	<u>-</u>
Net book value		
At 30 September 2012	<u>8,000,000</u>	<u>-</u>
At 30 September 2011	<u>-</u>	<u>8,000,000</u>

The property was value by Christie + Co, London at 30 November 2011 on a going concern basis at £8,000,000

If the property had not been revalued it would have been included at £2,851,804 according to the historical cost convention

6. DEBTORS

	2012 £	2011 £
Amounts due from group undertakings	<u>330,000</u>	<u>259,438</u>

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2012 £	2011 £
Amounts owed to group undertakings	67,052	-
Accruals and deferred income	<u>84,262</u>	<u>34,968</u>
	<u>151,314</u>	<u>34,968</u>

8. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2012 £	2011 £
Amounts owed to group undertakings	<u>2,466,029</u>	<u>2,466,029</u>

The amounts owed to group undertakings are currently interest free and are not repayable within the next 12 months

BRAMLEY COURT (CARE HOMES) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 30 September 2012

9. CALLED-UP SHARE CAPITAL

	2012 £	2011 £
<i>Allotted, called-up and fully paid</i>		
1 ordinary share of £1 each	1	1

10. RESERVES

	Profit and loss account £	Revaluation reserve £
At 1 October 2011	610,244	5,148,196
Retained (loss)/profit for the year	(45,784)	-
Movement in investment revaluation reserve	-	-
At 30 September 2012	564,460	5,148,196

11. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2012 £	2011 £
Opening shareholders' funds	5,758,441	3,149,971
Retained (loss)/profit for the year	(45,784)	20,470
Movement in investment revaluation reserve	-	2,588,000
Closing shareholders' funds	5,712,657	5,758,441

12. COMMITMENTS

The company is party to an omnibus guarantee in favour of Ulster Bank to secure group borrowings. The total borrowings outstanding at the period end were £28,937,269 (2011 £27,544,711).

The bank loans are secured by a fixed and floating charge over all the assets of the company.

13. RELATED PARTY TRANSACTIONS

The company is exempt from the requirements of FRS 8 'Related Party Disclosures' to disclose transactions with other members of the group. Other than as disclosed below, there have been no transactions with the directors of the company (refer to note 2), or of the group in the year.

14. ULTIMATE PARENT COMPANY AND CONTROLLING PARTY

The directors regard Zest Investment Group Limited, a company incorporated in England and Wales, as being the company's ultimate parent company.

Zest Investment Group Limited is jointly controlled by the directors who each individually hold 33.33 per cent of the issued share capital of the company.