

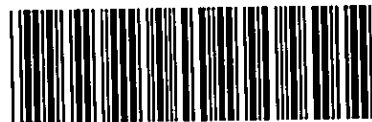
Barchester DevCo Limited

**Directors' report and financial
statements**

Registered number 05844015

31 December 2011

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Company information

Directors	David Duncan Jon Hather Michael Parsons
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	05844015

Directors' report

The directors present their director's 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

The Company did not trade during the current or preceding financial year. There is no immediate intention to recommence trading.

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.

Directors and directors' interests

The directors who held office during the period were as follows

David Duncan
Jon Hather
Michael Parsons

Political and charitable donations

During the year the company made no political or charitable donations (2010 £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



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 Barchester DevCo Limited

We have audited the financial statements of Barchester DevCo Limited for the year ended 31 December 2011 set out on pages 6 to 8. 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 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

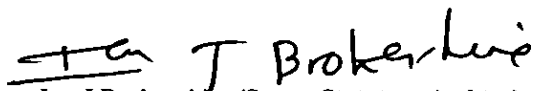
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditor's report to the members of Barchester DevCo (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



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

28 June 2012

Profit and loss account

for the year ended 31 December 2011

During the current and previous year the company did not trade and received no income and incurred no expenditure

Consequently, during these years the company made neither a profit nor a loss

Reconciliation of movements in equity shareholder's funds

for the year ended 31 December 2011

	2011 £	2010 £
Result for the year	-	-
Opening shareholder's fund	1	1
	<hr/>	<hr/>
Closing equity shareholder's fund	1	1
	<hr/>	<hr/>

Balance sheet

As at 31 December 2011

	Note	2011 £	2010 £
Current assets			
Debtors	4	1	1
		<hr/>	<hr/>
Net asset		1	1
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	5	1	1
Profit and loss account		-	-
		<hr/>	<hr/>
Equity shareholders' fund		1	1
		<hr/>	<hr/>

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 05844015

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 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

2 Profit on ordinary activities before taxation

2011	2010
£000	£000

Profit on ordinary activities before taxation is stated after charging

Auditor's remuneration

Audit	1	1
	<u>1</u>	<u>1</u>

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 directors received no emoluments for services to the Company during the year (2010 £nil). The directors received remuneration for services to Barchester Healthcare Homes Limited of which Barchester DevCo Limited is a subsidiary undertaking. However, the proportion attributable to their services to Barchester DevCo Limited is not separately identifiable.

4 Debtors

	2011	2010
	£	£
Due within one year		
Amounts owed by group undertakings	1	1
	<u>1</u>	<u>1</u>

Notes (continued)

5 Called up share capital

	2011 £	2010 £
<i>Allotted and issued</i>		
1 ordinary share of £1 each	1	1
	<u>1</u>	<u>1</u>

The £1 ordinary share is unpaid and has been included within the debtors balance for the company

6 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 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 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