

Barchester PropCo Limited

Directors' report and financial statements

Registered number 6322222

31 December 2014

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Contents

Company information	1
Directors' report	2
Statement of directors' responsibilities in respect of the Directors' Report and the financial statements	4
Independent auditor's report to the members of Barchester PropCo Limited	5
Profit and Loss Account	7
Statement of total recognised gains and losses	8
Reconciliation of movements in equity shareholder's funds	8
Note of historical costs profits and losses	8
Balance Sheet	9
Notes	10

Company information

Directors	Mark Hazlewood Pete Calveley Ian Portal
Secretary	Ian Portal
Auditor	KPMG LLP 100 Temple Street Bristol BS1 6AG
Bankers	The Royal Bank of Scotland plc London Corporate Services 2 ½ Devonshire Square London EC2M 4XJ
Solicitors	Nabarro LLP 125 London Wall London EC2Y 5AL
Registered office	Suite 304 Third Floor, Design Centre East Chelsea Harbour London SW10 0XF
Registered number	6322222

Directors' report

The directors present their Directors' Report and the audited financial statements for the year ended 31 December 2014.

Principal activity

The principal activity of the Company is the ownership and leasing of nursing and care homes to related companies within the Grove Limited group ("Group").

Business Review

The directors are satisfied with the result for the year. Details of the result for the year are set out in the profit and loss account on page 7.

Barchester Propco Limited rents the nursing and care homes it owns to Barchester Healthcare Homes Limited ("Barchester"), a related undertaking, which carries out the operation of nursing and care trade.

Barchester's primary activity is the provision of residential nursing care for the elderly. Barchester also provides nursing care services to individuals with specialist higher acuity care needs. Specialist care services include caring for elderly mentally infirm and young physically disabled and there is a strategy of seeking to establish further specialist care provision.

Barchester commands a leading position in the UK long-term care sector and is the UK's fourth largest provider. The business provides in excess of 12,800 registered beds, spread across its portfolio of 198 high quality homes with a national footprint across the UK, the largest proportion located within London and the South East and the remainder evenly spread through the UK. The Group has a significant number of private pay residents.

The key performance measures that the Board use to monitor the Barchester's progress against its objectives are:

- Quality of care, the health and wellbeing of our residents;
- Occupancy rates;
- Fee levels;
- EBITDA and EBITDA per bed;
- Margin; and
- Staff and agency cost.

Barchester's strategy is one of continued growth through extension of existing facilities, acquisitions of nursing homes of a suitable quality and development of newly built care homes. Barchester is especially focused on the private pay market and also on residents with specialist care needs.

The directors have a reasonable expectation that the Group and company has adequate resources to continue in operation existence for the foreseeable future. The directors therefore believe that it is appropriate to prepare the financial statements on a going concern basis. Please refer to note 1 for further detail.

Dividends

The directors do not recommend the payment of a dividend (2013: *£nil*).

Directors' Report (continued)

Directors

The directors who held office during the year were as follows (the directors holding office at the date of approval are shown on page 1):

David Duncan (*resigned 14 October 2014*)
Jon Hather (*resigned 14 October 2014*)
Mark Hazlewood (*appointed 14 October 2014*)
Pete Calveley (*appointed 14 October 2014*)
Ian Portal (*appointed 5 November 2014*)

Political contributions

The group made no political donations or incurred any political expenditure during the year (2013: £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 are 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 are aware of that information.

Auditor

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

By order of the board,



Ian Portal
Secretary

Suite 304
Third Floor, Design Centre East
Chelsea Harbour
London
SW10 0XF

25 June 2015

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
100 Temple Street
Bristol
BS1 6AG
United Kingdom

Independent auditor's report to the members of Barchester PropCo Limited

We have audited the financial statements of Barchester PropCo Limited for the year ended 31 December 2014 set out on pages 7 to 17. 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 4, 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 website 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 2014 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

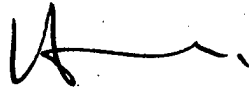
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditor's report to the members of Barchester PropCo 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 take advantage of the small companies exemption from the requirement to prepare a strategic report.



Nicholas Hall (Senior Statutory Auditor)
For and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
100 Temple Street
Bristol
BS1 6AG

 29 June 2015

Profit and Loss Account
for the year ended 31 December 2014

	<i>Note</i>	2014 £000	2013 £000
Turnover	<i>1</i>	5,878	5,717
Cost of services		(568)	(588)
		<hr/>	<hr/>
Gross profit		5,310	5,129
Administrative expenses		(17)	(17)
		<hr/>	<hr/>
Operating profit		5,293	5,112
Interest payable and similar charges	<i>5</i>	(2,735)	(3,535)
		<hr/>	<hr/>
Profit on ordinary activities before taxation		2,558	1,577
Tax on profit on ordinary activities	<i>6</i>	(474)	(416)
		<hr/>	<hr/>
Profit for the financial year	<i>12</i>	2,084	1,161
		<hr/> <hr/>	<hr/> <hr/>

There were no acquisitions or discontinued activities during either year.

The notes from pages 10 to 17 form a part of the financial statements.

Statement of total recognised gains and losses
for the year ended 31 December 2014

	2014 £000	2013 £000
Profit for the financial year	2,084	1,161
Unrealised surplus on revaluation of properties	-	-
	<hr/>	<hr/>
Total recognised gains and losses relating to the financial year	2,084	1,161
	<hr/> <hr/>	<hr/> <hr/>

Reconciliation of movements in equity shareholder's funds
for the year ended 31 December 2014

	2014 £000	2013 £000
Profit for the financial year	2,084	1,161
Opening shareholder's funds	17,062	15,901
	<hr/>	<hr/>
Closing shareholder's funds	19,146	17,062
	<hr/> <hr/>	<hr/> <hr/>

Note of historical costs profits and losses
for the year ended 31 December 2014

	2014 £000	2013 £000
Reported profit on ordinary activities before taxation	2,558	1,577
Difference between historical cost depreciation charge and actual depreciation charge calculated on the revalued amount	164	164
	<hr/>	<hr/>
Historical cost profit on ordinary activities before taxation	2,722	1,741
	<hr/>	<hr/>
Historical cost profit for the year retained after taxation	2,248	1,325
	<hr/> <hr/>	<hr/> <hr/>

Notes on pages 10 to 17 form an integral part of the financial statements.

Balance Sheet
 at 31 December 2014

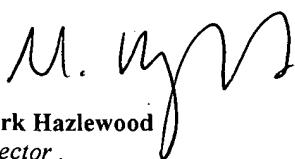
	Note	2014	2013
		£000	£000
Fixed assets			
Tangible assets	7	77,939	78,506
Current assets			
Debtors	8	39,071	41,294
Cash at bank and in hand		521	423
		<u>39,592</u>	<u>41,717</u>
Creditors: amounts falling due within one year	9	<u>(44,190)</u>	<u>(43,468)</u>
Net current liabilities		<u>(4,598)</u>	<u>(1,751)</u>
Total assets less current liabilities		<u>73,341</u>	<u>76,755</u>
Creditors: amounts falling due after more than one year	10	<u>(54,195)</u>	<u>(59,693)</u>
Net assets		<u>19,146</u>	<u>17,062</u>
Capital and reserves			
Called up share capital	11	-	-
Revaluation reserve	12	18,793	18,957
Profit and loss account	12	353	(1,895)
Shareholder's funds		<u>19,146</u>	<u>17,062</u>

The notes from pages 10 to 17 form a part of the financial statements.

These financial statements were approved by the board of directors on
 were signed on its behalf by:

25 June

2015 and



Mark Hazlewood
 Director

Company registered number: 6322222

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, modified to include the revaluation of freehold properties (see below).

The Company is exempt by virtue of section 408 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.

The Company is exempt from the requirement of FRS 1 (revised 1996) to prepare a cash flow statement as it is a subsidiary undertaking of Barchester New PropCo HoldCo Limited and its cash flows are included within the consolidated cash flow statement of that company.

As the Company is ultimately 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 Grove Limited Group ("Group") (or investees of the Group qualifying as related parties). The consolidated financial statements of Grove Limited, within which the Company is included, can be obtained from the address in note 14.

Going concern

Notwithstanding net current liabilities of £4,598,000 (2013: £1,751,000) the company has adequate long term support from Group. As a consequence, the directors believe that the company is well placed to manage its business risks successfully despite the current uncertain economic outlook.

The directors have a reasonable expectation that the Group has adequate resources to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis in preparing the annual financial statements.

Group companies have confirmed that any amounts due from group undertakings will not be demanded within the next year.

Turnover

Turnover is derived from leasing its properties to related undertakings under operating leases and is recognised on a straight line basis over the period of the lease.

Taxation

The charge for taxation is based on the result 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)

1 Accounting policies (continued)

Fixed assets and depreciation

Land and buildings are shown at fair value, based on periodic valuations by external independent valuers, less subsequent depreciation and impairment losses. Valuations are performed with sufficient regularity to ensure that the carrying value does not differ significantly from the fair value at the balance sheet date. Valuations of care homes are calculated on an investment basis.

To ensure that the carrying amount of the properties can be supported, the carrying amounts are subject to annual impairment reviews in accordance with Financial Reporting Standard 11 'Impairment of fixed assets and goodwill'.

Impairment reviews are undertaken where there are indications that the carrying value may not be recoverable. An impairment loss on assets carried at cost is recognised in the profit and loss account to reduce the carrying value to the recoverable amount. An impairment loss on assets carried at revalued amount is recognised in the revaluation reserve, except where an asset is revalued below historical cost, in which case the deficit is recognised in the profit and loss account.

Increases in the carrying amount of land and buildings arising on revaluation are recognised in the revaluation reserve or in the profit and loss account if reversing impairments previously taken to the profit and loss account. Decreases in the carrying amount are recognised in the revaluation reserve where they reverse previous increases of the same asset; all other decreases are recognised in the profit and loss account.

The directors consider it appropriate for land and buildings to be revalued rather than being accounted for under the historic cost method.

Depreciation is provided to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows:

Freehold buildings	- 50 years
Fixtures and Fittings	- 10 years

Financial instruments

The Group has derivative financial instruments that have not been recognised at fair value. This is because the group is not required to apply FRS 26 'Financial Instrument: recognition and measurement'.

2 Profit on ordinary activities before taxation

	2014	2013
	£000	£000
<i>Profit on ordinary activities before taxation is stated after charging/(crediting):</i>		
Depreciation and other amounts written off tangible fixed assets:		
- Owned	568	588
Rental income from group undertakings	(5,878)	(5,717)
	<u> </u>	<u> </u>

3 Auditor's remuneration

The remuneration of the auditors was borne by another group company. The estimate of this for the current year is £4,000 (2013: £4,000).

Notes *(continued)*

4 Remuneration of directors

The Company had no employees other than directors (2013: nil).

The directors received £nil (2013: £nil) emoluments for services to the Company during the year. The directors received remuneration for services to Grove Limited, of which Barchester PropCo Limited is a subsidiary undertaking, however, the proportion attributable to their services to Barchester PropCo Limited is not separately identifiable.

5 Interest payable and similar charges

	2014 £000	2013 £000
On bank loans and overdrafts	2,436	3,255
Amortisation loan issue costs	786	520
Less: loan issue costs recharged to related undertakings	(487)	(240)
	<u>2,735</u>	<u>3,535</u>

6 Taxation

Analysis of charge in year

	2014 £000	2013 £000
<i>UK Corporation tax</i>		
Current tax on income for the year	477	414
Adjustments in respect of prior years	(3)	-
	<u>474</u>	<u>414</u>
<i>Deferred tax (note 8)</i>		
Origination/reversal of timing differences	-	2
	<u>-</u>	<u>2</u>
	<u>474</u>	<u>416</u>
Tax on profit on ordinary activities	<u>474</u>	<u>416</u>

Notes (continued)

6 Taxation (continued)

Factors affecting the tax charge for the current year

The current tax charge for the year is lower (2013: higher) than the standard rate of corporation tax in the UK of 21.49% (2013: 23.25%). The differences are explained below.

	2014 £000	2013 £000
<i>Current tax reconciliation</i>		
Profit on ordinary activities before tax	2,558	1,577
	<hr/>	<hr/>
Current tax at 21.49% (2013: 23.25%)	550	367
<i>Effects of:</i>		
Income and expenses not allowable for tax purposes	(16)	(18)
Group relief	(244)	-
Transfer pricing	67	(71)
Non-qualifying depreciation	120	137
Adjustments in respect of prior years	(3)	-
Capital allowances in period in excess of depreciation	-	(1)
	<hr/>	<hr/>
Total current tax charge (see above)	474	414
	<hr/>	<hr/>

Reductions in the UK corporation tax rate from 23% to 21% were effective from 1 April 2014. The further reduction to 20% will be effective from 1 April 2015 and will reduce the company's future tax liabilities accordingly.

The deferred tax asset at 31 December 2014 has been calculated based on the rates of 20% substantively enacted at the balance sheet date.

Notes (continued)

7 Tangible fixed assets

	Freehold land and buildings £000	Fixtures and fittings £000	Total £000
<i>Cost or valuation</i>			
At the beginning year	79,032	632	79,664
Additions	-	1	1
	<hr/>	<hr/>	<hr/>
At end of year	79,032	633	79,665
	<hr/>	<hr/>	<hr/>
<i>Depreciation</i>			
At beginning of year	556	602	1,158
Charge for the year	560	8	568
	<hr/>	<hr/>	<hr/>
At end of year	1,116	610	1,726
	<hr/>	<hr/>	<hr/>
<i>Net book value</i>			
At 31 December 2014	77,916	23	77,939
	<hr/>	<hr/>	<hr/>
At 31 December 2013	78,476	30	78,506
	<hr/>	<hr/>	<hr/>

Included within land and buildings is £12,200,000 (2013: £12,200,000) of land which is not depreciated.

The following information relates to tangible fixed assets carried on the basis of revaluations in accordance with FRS 15 'Tangible fixed assets'.

	2014 £000	2013 £000
Historical cost of revalued assets	64,200	64,200
Aggregate depreciation thereon	(6,076)	(5,672)
	<hr/>	<hr/>
Historical cost net book value	58,124	58,528
	<hr/>	<hr/>

The tangible fixed assets held by the Company were professionally valued on 30 January 2013 in accordance with the Appraisal and Valuation manual of the Royal Institution of Chartered Surveyors by Colliers CRE, external surveyors, in accordance with Financial Reporting Standard 15 'Tangible fixed assets'. The valuation was £79,006,000 representing open market value of the properties as investments, having regard to the total annual rental payable by Barchester Healthcare Homes Limited to Barchester PropCo Limited as at the date of valuation. The valuation was accounted for in the year ended 31 December 2012.

The Colliers review was conducted in accordance with the practice statements in the valuation standards (The Red Book) published by the Royal Institution of Chartered Surveyors. Colliers CRE are members of the Royal Institution of Chartered Surveyors and have appropriate qualification and recent experience in the valuation of properties in the relevant locations.

Company Directors are not aware of any material change in the value between 31 December 2014 and 30 January 2013, therefore valuations have not been updated per FRS15.

Notes *(continued)*

8 Debtors

	2014	2013
	£000	£000
Amounts owed by group undertakings	38,436	41,265
Deferred tax asset	4	4
Corporation tax recoverable	613	-
Prepayments and accrued income	18	25
	<u>39,071</u>	<u>41,294</u>

Amounts due from group undertakings stated above are legally due on demand and are thus recoverable within one year. It is not expected that a demand for these amounts will be made within next year.

The deferred tax asset related to:

	2014	2013
	£000	£000
Difference between accumulated depreciation and amortisation and capital allowances	4	4
Deferred tax asset	4	4

9 Creditors: amounts falling due within one year

	2014	2013
	£000	£000
Bank loans and overdrafts (net of £800,000 unamortised issue costs (2013: £788,000))	5,407	4,429
Amounts owed to group undertakings	35,719	35,613
Accruals and deferred income	3,064	3,012
Corporation tax	-	414
	<u>44,190</u>	<u>43,468</u>

The amounts due to group undertakings are legally due on demand and are thus due within one year, although it is not expected that a demand for these amounts will be made within the next year.

Notes *(continued)*

10 Creditors: amounts falling due after more than one year

	2014 £000	2013 £000
Bank loans and overdrafts (net of £2,167,000 unamortised issue costs (2013: £2,931,000))	54,195	59,693

The bank loans are secured over certain assets of the Group by way of fixed and floating charges, and obligations under finance leases are secured over the assets to which they relate.

The Wilmington Trust facility was drawn down on the 20 September 2013. The loan must be fully repaid by 20 September 2018.

The loan bears interest at 4.75% over LIBOR.

Bank loans (net of unamortised issue costs) can be analysed as follows:

	2014 £000	2013 £000
Bank loans, loan notes and other loan notes and obligations under finance leases falling due:		
Less than one year	5,407	4,429
Between one and two year	6,005	5,448
Between two and five years	48,190	41,155
Over five years	-	13,090
	<u>59,602</u>	<u>64,122</u>

11 Called up share capital

	2014 £	2013 £
<i>Allotted, issued and fully paid</i>		
1, (2013:1) Ordinary shares of £1 each	1	1

12 Reserves

	Revaluation £000	Profit and loss Account £000	Total £000
At the beginning of the year	18,957	(1,895)	17,062
Retained profit for the year	-	2,084	2,084
Transfer between revaluation reserve and profit and loss account	(164)	164	-
At end of the year	<u>18,793</u>	<u>353</u>	<u>19,146</u>

Notes (continued)

13 Fair value of assets and liabilities

The Company has derivative financial instruments that have not been recognised at fair value. This is because the company is not required to apply FRS 26 '*Financial Instrument Measurement*'. The financial instruments are as follows:

Derivative	Maturity Date	Notional value £000	Fair Value	
			2014 £000	2013 £000
Interest Rate Swap	13 September 2018	62,610	(975)	278

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

The immediate parent undertaking is Barchester PropCo Two TopCo Limited, a Company incorporated and registered in the United Kingdom.

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 New PropCo Holdco Limited. The largest group in which the results of the Company are consolidated is that headed by Grove Limited. The consolidated accounts of Grove Limited and Barchester New PropCo Holdco Limited are available to the public and may be obtained from www.jerseyfsc.com