BELMONT CARE (DEVON) LIMITED DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2010

FRIDAY

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COMPANY INFORMATION

Directors Miss Virginia Wilkins

Mr John Glazer Mr Andrew Maynard Mr Martin Flynn

Secretary CLP Secretaries (Southern) Limited

Company number 05748143

Registered office Minster Chambers

35 High Street Wimborne Dorset BH21 1HR

Auditors Kynance Ltd t/a England & Company

7 & 8 Church Street

Wimborne Dorset BH21 1JH

Business address 5/6 Belmont Road

Ilfracombe Devon EX34 8DR

Solicitors The Commercial Law Practice

Minster Chambers 35 High Street Wimborne Dorset BH21 1HR

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DIRECTORS' REPORT

FOR THE YEAR ENDED 31 MARCH 2010

The directors present their report and financial statements for the year ended 31 March 2010

Principal activities

The principal activity of the company continued to be that of providing care and residential services to the elderly

Directors

The following directors have held office since 1 April 2009

Miss Virginia Wilkins Mr John Glazer Mr Andrew Maynard Mr Martin Flynn Mr Richard Bagley Mr Jonathan Ogden

(Resigned 5 February 2010) (Resigned 26 March 2010)

Auditors

In accordance with the company's articles, a resolution proposing that Kynance Ltd t/a England & Company be reappointed as auditors of the company will be put at a General Meeting

Statement of directors' responsibilities

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 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 judgements and accounting estimates that are reasonable and prudent,
- 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.

DIRECTORS' REPORT (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2010

Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information

Professional Valuation of the Care Home

A professional valuation of the care home owned by the Company was requested by our bankers, Royal Bank of Scotland, in December 2010

The directors' resisted this requirement on the grounds of cost but our bankers insisted

The valuation has been returned with a significant impairment to goodwill

Although post balance sheet, our auditors have, by virtue of FRS 11 been required to account for this impairment in value

We as directors understand this requirement but wish to express our concerns that this market valuation has resulted in a value which is artificially suppressed due to global lending conditions rather than the underlying value of the home, as a going concern, with improving financials

This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006

On behalf of the board

Mss Virginia Wilkins

Director

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF BELMONT CARE (DEVON) LIMITED

We have audited the financial statements of Belmont Care (Devon) Limited for the year ended 31 March 2010 set out on pages 5 to 14. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (effective April 2008) (United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities)

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 auditors' 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 auditors

As explained more fully in the Directors' Responsibilities Statement set out on pages 1 - 2, 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 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

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.

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 March 2010 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice applicable to Smaller Entities, 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 AUDITORS' REPORT (CONTINUED)

TO THE MEMBERS OF BELMONT CARE (DEVON) LIMITED

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 and the directors' report in accordance with the small companies regime

Cheryl Lawes FCCA (Senior Statutory Auditor)

for and on behalf of Kynance Ltd t/a England & Company

Chartered Certified Accountants

Statutory Auditor

7 & 8 Church Street

17/3/11

Wimborne

Dorset

BH21 1JH

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2010

	Notes	2010 £	2009 £
Turnover		393,232	549,462
Cost of sales		(339,318)	(444,483)
Gross profit		53,914	104,979
Administrative expenses Other operating income		(145,925) 96,430	(142,217) 251,091
Operating profit	2	4,419	213,853
Impairment losses		(195,500)	-
(Loss)/profit on ordinary activities before interest		(191,081)	213,853
Other interest receivable and similar income	3	_	59
Interest payable and similar charges		(153,641)	(279,293)
Loss on ordinary activities before taxation		(344,722)	(65,381)
Tax on loss on ordinary activities	4	-	-
Loss for the year	12	(344,722)	(65,381)

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31 MARCH 2010

		0040	2009
	Notes	2010 £	2009 £
	Notes	£	~
Loss for the financial year		(344,722)	(65,381)
Unrealised surplus on revaluation of properties		21,288	
Total recognised gains and losses relating to the year		(323,434)	(65,381)
,			

BALANCE SHEET

AS AT 31 MARCH 2010

		20	010	20	009
	Notes	£	£	£	£
Fixed assets					
Intangible assets	5		-		195,500
Tangible assets	6		702,664		649,078
Investments	7		1,305,982		1,305,982
			2,008,646		2,150,560
Current assets					
Stocks		1,050		-	
Debtors	8	332,191		463,950	
Cash at bank and in hand		547		93	
		333,788		464,043	
Creditors amounts falling due within					
one year	9	(520,726)		(481,598)	
Net current liabilities			(186,938)		(17,555)
Total assets less current liabilities			1,821,708		2,133,005
Creditors amounts falling due after					
more than one year	10		(1,905,678)		(1,893,541)
			(83,970)		239,464
Capital and reserves					
Called up share capital	11		9,000		9,000
Share premium account	12		479,140		479,140
Revaluation reserve	12		21,288		-
Profit and loss account	12		(593,398)		(248,676)
Shareholders' funds			(83,970)		239,464

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime within Part 15 of the Companies Act 2006 and with the Financial Reporting Standard for Smaller Entities (effective April 2008)

Approved by the Board for issue on

17. Marh 2011

Miss Virginia Wilkins

Director

Company Registration No 05748143

NOTES TO THE FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 MARCH 2010

1 Accounting policies

1.1 Accounting convention

These financial statements have been drawn up on a going concern basis, which assumes that the bank will continue to support the Company and that the post year end forecasts of the Company will be achieved

The financial statements are prepared under the historical cost convention modified to include the revaluation of freehold land and buildings and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008)

1 2 Compliance with accounting standards

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated)

13 Turnover

Turnover represents amounts receivable for goods and services net of VAT and trade discounts

14 Goodwill

In previous accounting periods goodwill has not been amortised, on the basis that projections prepared did not indicate a future reduction in the income generated by the goodwill acquired. Goodwill was therefore deemed to have a useful economic life of more than 20 years and was therefore subject to annual impairment reviews.

As outlined in the tangible fixed assets and depreciation accounting policy below, a professional valuation of the care home was carried out in December 2010 and this has resulted in the impairment of goodwill. The valuation prescribed has meant the purchased goodwill has been fully amortised in this year.

1 5 Tangible fixed assets and depreciation

Tangible fixed assets other than freehold land are stated at cost or valuation less depreciation. Depreciation is provided at rates calculated to write off the cost or valuation less estimated residual value of each asset over its expected useful life, as follows

Land and buildings Freehold

Plant and machinery

20% reducing balance

Fixtures, fittings & equipment

20% reducing balance

In previous years the freehold buildings were not depreciated, since, in the opinion of the directors, it was not considered appropriate to treat the trading potential associated with the properties as a separate component, as the value and useful economic life of the trading potential was deemed to be inherently inseparable from that of the property

In December 2010 the property was subject to a professional valuation. This valuation was as a result of a request by the company bankers. This valuation has implied impairment and has been used to value the property and goodwill at the balance sheet date, in line with FRS 11. Impairment has been addressed to goodwill. This has resulted in a valuation surplus in respect of the property and this has been reflected in the revaluation reserve.

16 Investments

Fixed asset investments are stated at cost less provision for diminution in value

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2010

1 Accounting policies

(continued)

1.7 Group accounts

The financial statements present information about the company as an individual undertaking and not about its group. The company and its subsidiary undertaking comprise a small-sized group. The company has therefore taken advantage of the exemptions provided by section 399 of the Companies. Act 2006, not to prepare group accounts.

18 Management charges receivable

Belmont Care (Devon) Limited incurs bank loan interest on behalf of its subsidiary company, 21st Century Care (Plymouth) Limited The bank loan interest is recharged by way of a management charge to 21st Century Care (Plymouth) Limited

2	Operating profit	2010 £	2009 £
	Operating profit is stated after charging		
	Depreciation of tangible assets	5,666	4,239
	Auditors' remuneration	5,000	5,000
3	Investment income	2010 £	2009 £
	Bank interest	-	59
		-	59

4 Taxation

The company has estimated losses of £ 499,341 (2009 - £ 162,092) available for carry forward against future trading profits

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2010

5	Intangible fixed assets	
		Goodwill
		£
	Cost	
	At 1 April 2009	195,500
	Disposals & Impairments	(195,500)
	At 31st March 2010	-
	Net book value	
	At 31 March 2010	-
	At 31 March 2009	195,500

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2010

Tangible fixed assets			
	Land and	Plant and	Tota
	bundings	machinery etc	
	£	£	:
Cost or valuation			
At 1 April 2009	636,314	21,197	657,511
Additions	22,398	15,567	37,965
Revaluation	21,288		21,288
At 31 March 2010	680,000	36,764	716,764
Depreciation			
At 1 April 2009	-	8,433	8,433
Charge for the year		5,667	5,667
At 31 March 2010	-	14,100	14,100
Net book value			
At 31 March 2010	680,000	22,664	702,664
At 31 March 2009	636,314	12,764	649,078
Comparable historical cost for the land and bi	uildings included at valu	ation:	
Cost			
At 1 April 2009			636,314
Additions			22,398
At 31 March 2010			658,712
Depreciation based on cost			
At 1 April 2009			
Charge for the year			
At 31 March 2010			
Net book value			
At 31 March 2010			658,712
At 31 March 2009			636,314

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2010

6 Tangible fixed assets

(continued)

On the 17th December 2010 the freehold property was valued as a result of a request by the Company bankers. The valuation resulted in a revaluation gain of £21,288 in respect of the freehold property. The valuation carried out on the 17th December 2010 was carried out by Mr T Harrison MRICS of GVA Grimley Limited, St Catherine's Court, Berekely Place, Bristol, BS8 1BQ

7 Fixed asset investments

Shares in group undertakings and participating interests

Cost or valuation

At 1 April 2009 & at 31 March 2010

Net book value

At 31 March 2010

At 31 March 2009

At 31 March 2009

1,305,982

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies

Company	Country of registration or	Shares held	
	ıncorporation	Class	%
Subsidiary undertakings			
21st Century Care (Plymouth) Ltd	England & Wales	Ordinary A & B	100 00

The aggregate amount of capital and reserves and the results of these undertakings for the last relevant financial year were as follows

		Capital and reserves 2010	Profit/(loss) for the year 2010
	Principal activity	3	£
21st Century Care (Plymouth) Ltd	Provider of residential care for the elderly	904,490	(70,344)
			

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2010

8	Debtors	2010 £	2009 £
	Trade debtors Amounts owed by group undertakings and undertakings in which the	18,270	30,728
	company has a participating interest Other debtors	311,416 2,505	432,326 896
		332,191	463,950
9	Creditors amounts falling due within one year	2010 £	2009 £
	Bank loans and overdrafts	200,949	160,996
	Trade creditors	13,911	12,248
	Taxation and social security	34,025	12,665
	Other creditors	271,841	295,689
		520,726	481,598
10	Creditors amounts falling due after more than one year	2010 £	2009 £
	Bank loans	1,905,678 ———	1,893,541
	Analysis of loans		
	Not wholly repayable within five years by instalments	1,724,940	1,618,184
	Wholly repayable within five years	239,197	397,256
		1,964,137	2,015,440
	Included in current liabilities	(58,459)	(121,899)
		1,905,678	1,893,541
	Instalments not due within five years	1,724,940	1,618,184

The bank overdraft and loans totalling £2,106,627 are secured by way of a debenture over all the assets of the Company and by legal charge over the freehold property

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE YEAR ENDED 31 MARCH 2010

11	Share capital	2010	2009
	·	£	£
	Authorised		
	450,000 Ordinary A of 1p each	4,500	4,500
	450,000 Ordinary B of 1p each	4,500	4,500
		9,000	9,000
	Allotted, called up and fully paid		
	450,000 Ordinary A of 1p each	4,500	4,500
	450,000 Ordinary B of 1p each	4,500	4,500
		9,000	9,000

12 Statement of movements on reserves

	Share premium account	Revaluation reserve	Profit and loss account
	£	£	£
Balance at 1 April 2009	479,140	-	(248,676)
Loss for the year	-	=	(344,722)
Revaluation during the year	-	21,288	<u>-</u>
Balance at 31 March 2010	479,140	21,288	(593,398)
			

13 Control

The Company is under the control of its shareholders. No one shareholder holds a majority position directly or by virtue of association.

14 Related party relationships and transactions

During the year the company received services totalling £120 from CLP Secretaries (Southern) Limited and £115 from The Commercial Law Practice Limited, companies in which Miss V L Wilkins is a director (2009 - £Nil) At the balance sheet date the amount owed to these companies was £Nil (2009 - £Nil)

During the year the company paid consultancy fees to the director, Miss V L Wilkins, amounting to £5,250 (2009 - £17,681)

At the balance sheet date the company was owed £311,416 by its subsidiary company, 21st Century Care (Plymouth) Limited (2009 - £432,326)

DETAILED TRADING AND PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2010

		2010		2009
_	£	£	£	£
Turnover Fees		393,232		549,462
		·		
Cost of sales Purchases	20.077		48,662	
	30,077 288,130		369,220	
Wages and salaries (excl. N.I.) Employer' NI contributions	19,953		24,057	
Agency costs	2,208		2,544	
	340,368		444,483	
Closing stock of finished goods	(1,050)		-	
		(220.240)		(444.402)
		(339,318)		(444,483)
Gross profit	13 71%	53,914	19 11%	104,979
Administrative expenses		(145,925)		(142,217)
		(92,011)		(37,238)
Other operating income				
Management fees		96,430		251,091
Operating profit		4,419		213,853
Exceptional items				
Impairment losses	(195,500)		-	
		(195,500)		_
Other interest receivable and similar income		,		
Bank interest - received		-		59
Interest payable				
Bank interest on loans < 5 yrs - paid	148,296		230,156	
Bank overdraft interest - paid	5,345		49,137	
		(153,641)		(279,293)
Loss before taxation	87 66%	(344,722)	11 90%	(65,381)
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SCHEDULE OF ADMINISTRATIVE EXPENSES

FOR THE YEAR ENDED 31 MARCH 2010

	2010	2009
	£	£
Administrative expenses		
Staff training	2,518	2,660
Rates	11,596	9,967
Insurance	2,340	3,603
Light and heat	18,890	26,232
Repairs and maintenance	32,584	19,647
Cleaning	3,922	3,227
Waste disposal	1,419	1,020
Uniforms	270	300
Residents health and beauty	-	149
Printing, postage and stationery	1,5 1 3	1,087
Advertising	1,087	-
Telephone	1,993	1,549
Hire of equipment	1,524	3,070
Travelling expenses	1,767	1,309
Residents entertaining	1,033	613
Legal and prof fees - allowable	11,877	18,432
Accountancy	5,780	6,670
Audit fees	5,000	5,000
Bank charges	9,907	3,874
Bad and doubtful debts	885	-
Management fees	21,813	26,027
Sundry expenses - allowable	66	1,067
Subscriptions - allowable	2,475	2,475
Depreciation	5,666	4,239
	145,925	142,217

FIVE YEAR SUMMARY FOR THE YEAR ENDED 31 MARCH 2010

2006	2007	2008	2009	2010			
£	£	£	£	£			
-	-	-	549,462	393,232		Turnover	Α
_	-	-	48,662	30,077		Trade purchases	В
-	-	-	444,483	339,318		Cost of sales	С
-	-	-	104,979	53,914		Gross profit/(loss)	D
-	_	_	(65,381)	(344,722)		Profit/(loss) before tax	Е
-	-	-	-	-		Tax	F
-	-	-	(65,381)	(344,722)		Profit/(loss) after tax	G
-	-	-	-	-		Dividends	Н
-	-	-	2,150,560	2,008,646		Total fixed assets (NBV)	I
-	_	-	-	1,050		Stocks	J
-	-	-	30,728	18,270		Trade debtors	K
-	_	-	12,248	13,911		Trade creditors	L
-	-	-	464,043	333,788		Current assets	М
-	-	-	481,598	520,726		Current liabilities	N
-	-	-	(17,555)	(186,938)		Net current assets/(liabilities)	0
-	-	-	1,893,541	1,905,678		Long term finance	Ρ
-	-	-	2,054,537	2,106,627		Net total bank borrowings	Q
-	-	-	239,464	(83,970)		Net assets/shareholders' funds	R
-	-	-	450,000	450,000		Number of shares	S
					Formulae	tios	Rai
-	-	-	19 11%	13 71%	D/A	Gross profit/(loss)	1
-	-	-	11 90%	87 66%	G/A	Profitability	2
-	-	-	27 30%	-	G/R	Return on capital employed	3
-	-	-	0 26	0 20	A/i	Asset utilisation	4
-	-	-	0 96	0 64	M/N	Liquidity	5
-	-	-	-	1	J/C x 365	Stock turnover period	6
-	=	-	20	17	K/A x 365	Sales credit period	7
-	-	-	10	15	L/B x 365	Purchase credit period	8
-	-	-	<u>.</u>	-	F/E	Apparent tax rate	9
-	-	-	7 91	-	P/R	Gearing	
-	-	-	1 06	0 96	(I+J+K)/Q	Bankers' cover	
	-	-	1	-	R/S	Net asset value per share	12