Care UK Mental Health Partnerships Limited

Directors' report and financial statements For the year ended 30 September 2009 Registered number 01833385

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Care UK Mental Health Partnerships Limited Directors' report and financial statements for the year ended 30 September 2009

Contents

Company Information	2
Directors' Report	3
Statement of Directors' Responsibilities	5
Independent auditors' report	6
Profit and Loss Account	7
Balance Sheet	8
Notes to the financial statements	9

Company Information

Directors

M R Parish P J Humphreys R N Jackson J E Preston (Resigned 5 June 2009) C R Brown (Appointed 5 June 2009) A J Rose-Quirie (Appointed 21 August 2009)
D Umbers (Appointed 1 September 2009, Resigned 27 April 2010) A H Culhane (Appointed 8 April 2010)

Secretary

Care UK Services Limited

Auditors

KPMG Audit Plc 6 Lower Brook Street **Ipswich** Suffolk IP4 1AP

Bankers

HSBC Bank Plc Midland House 26 North Station Road Colchester Essex **CO1 1SY**

Registered Office

Connaught House 850 The Crescent Colchester Business Park Colchester CO4 9QB

Registered number 01833385

Directors' Report

The directors present their report and financial statements for the year ended 30 September 2009

Principal activities and review of the business

The company is principally engaged in the provision of care for the severe and enduring mentally ill in a range of dependencies from step down low secure units to 24 hour nurse care

Business review

The company strategy is to continue to grow both organically and through acquisition where market consolidation opportunities make this cost effective

The Key Performance Indicators (KPI's) used by the company to measure financial performance are revenue, operating profit, operating profit margin, bed numbers and occupancy Turnover in the Company has increased by 3 5% from the previous year. Operating profit for the year amounted to £2,109,000 (2008 £1,316,000). Operating profit in 2008 was adversely affected by the impairment of the investment in Arc Healthcare Limited of £789,000. Operating profit margin decreased year on year from 15.2% to 14.7%, excluding the impact of the goodwill impairment mentioned above. Total bed numbers have decreased from 365 to 346.

The main financial risk in the business relates to the level of financial occupancy achieved in our non-contracted services which comprise 70% of total beds in the business. The company has achieved average financial occupancy of 93% in the year compared to 89% in the previous year.

An interim dividend was not paid in respect of the current year (2008 £750,000) The directors do not recommend a final ordinary dividend to be paid in respect of the current year (2008 £nil)

On 3 March 2010, the Board of Care UK Limited, a parent company of the company, recommended proposals for the acquisition of the entire share capital of Care UK by Bridgepoint These proposals met shareholder and legal approvals on 27 April 2010

Directors

The directors who served during the year were as follows

M R Parish
P J Humphreys
R N Jackson
J E Preston (Resigned 5 June 2009)
C R Brown (Appointed 5 June 2009)
A J Rose-Quirie (Appointed 21 August 2009)
D Umbers (Appointed 1 September 2009, Resigned 27 April 2010)

Employees

It is group policy to give fair consideration to the employment needs of disabled people to comply with current legislation with regard to disabled persons and, wherever practicable, to continue to employ and promote the careers of existing employees, who become disabled and to consider disabled persons for employment, subsequent training, career development and promotion on the basis of their aptitude and abilities

Management regularly visit local offices and discuss matters of current interest and concern to the business with members of staff

Management have developed a series on internal communications tools, including e-mail notices, newsletters and 'cascade' briefings in order to keep employees informed regarding the progress, financial position and commercial issues of the Care UK group

Political and charitable donations

The company made no political or charitable donations during the year (2008 £nii)

Directors' Report (continued)

Statement on payment of suppliers

The company does not follow a specific code or statement on payment practice. However, it is the company's policy to pay its suppliers in accordance with the payment terms agreed at the outset of the relationship providing the supplier adheres to its obligations.

Disclosure of information to auditors

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 auditors are unaware, and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information

Auditors

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

By order of the board

C R Brown Director Connaught House 850 The Crescent Colchester Business Park Colchester CO4 9QB 27 May 2010

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.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.



Independent auditors' report to the members of Care UK Mental Health Partnerships Limited

We have audited the financial statements of Care UK Mental Health Partnerships Limited for the year ended 30 September 2009 set out on pages 7 to 19 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 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 page 5, 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 (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 web-site at www.frc.org.uk/apb/scope/UKNP

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 2009 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

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

P Gresham (Senior Statutory Auditor)

for and on behalf of KPMG Audit Plc, Statutory Auditor

Chartered Accountants

6 Lower Brook Street Ipswich IP4 1AP

28 May 2010

Profit and Loss Account

For the year ended 30 September 2009

	Note	2009 £000	2008 £000
Turnover	2	14,379	13,893
Cost of sales		(11,034)	(10,834)
Gross profit		3,345	3,059
Administrative expenses		(1,236)	(1,743)
Operating profit Interest payable and similar charges	3	2,109 (726)	1,316 (1,339)
Profit/(Loss) on ordinary activities before taxation Tax on profit/(loss) on ordinary activities	4-6	1,383	(23)
	7	(457)	(97)
Profit/(Loss) for the financial year		926	(120)

All results derive from continuing activities

The company has no recognised gains or losses other than the profit for the above year

There were no material differences between the result as disclosed in the profit and loss account and that given by an unmodified historical cost basis during the current year

Balance Sheet

As at 30 September 2009

	Note	2009	5000	2008	0000
Fixed assets		£000	£000	£000	£000
Intangible assets	9		916		1,016
Tangible assets	10		15,322		15,275
Investments	11		5,846		5,846
			22,084		22,137
Current assets			12,004		22,107
Stocks	12	8		8	
Debtors	13	1,448		305	
Cash at bank and in hand		310		11	
Creditary amounts followed to within one		1,766		324	
Creditors: amounts falling due within one year	14	(3,082)		(2,681)	
					
Net current liabilities			(1,316)		(2,357)
Total assets less current liabilities			20,768		19,780
Creditors: amounts falling due after more					
than one year	15		(17,259)		(17,259)
•					
Provisions for liabilities and charges			(446)		(054)
Deferred taxation	16		(413)		(351)
					2,170
Net assets			3,096		2,170
Capital and reserves	4-				
Called up share capital	17		2 000		2,170
Profit and loss account	18		3,096		∠,170
Charabaldasa' funda	10		2 006		2,170
Shareholders' funds	19		3,096		2,170

Company registration 01833385

These financial statements were approved by the board of directors on 27 May 2010 and were signed on its behalf by

C R Brown Director

Notes to 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 and under the historical cost convention

The financial statements have been prepared on the going concern basis, notwithstanding net current liabilities of £1,316,000 at 30 September 2009, which the directors believe to be appropriate for the following reasons. The company is dependent for its working capital on funds provided to it by Care UK Limited, a parent company. The directors have no reason to expect that Care UK Limited will not continue to make available such funds as are needed by the company for at least 12 months from the date of approval of these financial statements and in particular the directors do not expect that Care UK Limited will seek repayment of the amounts currently made available. This should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so

The company is exempt from the requirement of Financial Reporting Standard No 1 (revised) to prepare a cash flow statement as it is a wholly owned subsidiary undertaking of Care UK Limited and its cash flows are included within the consolidated cash flow statement of that company

The company is exempt from the requirement of Financial Reporting Standard No 2 to prepare consolidated financial statements by virtue of section 400 of the Companies Act 2006. These financial statements present information about the Company as an individual undertaking and not about its Group.

As the company is a wholly owned subsidiary of Care UK Limited, the company has taken advantage of the exemption contained in Financial Reporting Standard No 8 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties) The consolidated financial statements of Care UK Limited, within which this company is included, can be obtained from the address given in note 23

Investments

Investments in subsidiary undertakings are stated at cost less provisions for impairments

Goodwill

Purchased goodwill arises on acquisitions and is the difference between the fair value of the purchase consideration and associated costs and the fair values attributable to the net assets acquired. In accordance with FRS 10, the goodwill arising on acquisitions completed on or after 1 October 1998 is capitalised as an intangible fixed asset and amortised over its estimated useful life, which will not exceed 20 years. Goodwill arising on acquisitions prior to this date was taken directly to reserves in the year of acquisition. On the disposal of businesses, any unamortised goodwill in the balance sheet or goodwill previously taken to reserves in respect of such business is charged against the disposal in the profit and loss account.

1 Accounting policies (continued)

Fixed assets

Freehold and long leasehold land and buildings are carried in the financial statements at cost. Assets in the course of construction are carried in the financial statements at cost, taken from the most recent valuation certificate received prior to the date of the financial statements.

The cost of land and buildings includes both the costs of financing assets in the course of construction and other costs that are directly attributable to bringing the asset into working condition for its intended use. Capitalisation of finance and other costs ceases at the date the asset is fully capable of providing the service for which it has been constructed.

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

Freehold land No depreciation provided

Freehold buildings 5 to 50 years

Long leasehold buildings 50 years, or if shorter, the period of the lease or the

associated contract

Short leasehold buildings The shorter of the period of the lease or the associated

contract

Motor vehicles 4 years

Furniture, fittings, medical

equipment and office equipment 3 to 10 years

Costs incurred in relation to contracts not yet signed where the company has been appointed preferred provider are capitalised in accordance with UITF Abstract 34. Such amounts are held within other debtors until such time as the contract is signed when they are transferred into assets in the course of construction.

Stocks

Stocks are valued at the lower of cost and net realisable value

Taxation

The charge for taxation is based on the profit for the year and takes into account deferred taxation

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19

Pensions

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the group in independently administered managed funds. Contributions to defined contribution personal pension schemes are charged to the profit and loss account in the year in which they become payable.

The company also participates in a group pension scheme providing benefits based on final pensionable pay. The assets of the scheme are held separately from those of the company being invested with insurance companies. Contributions to the scheme are charged to the profit and loss account so as to spread the cost of pensions over the employees' working lives with the company.

Because the company is unable to identify its share of the group scheme assets and liabilities on a consistent and reasonable basis, as permitted by FRS 17 'Retirement benefits' the scheme is accounted for by the Company as if the scheme was a defined contribution scheme. Further information is available in the Care UK Limited group financial statements.

1 Accounting policies (continued)

Leasing

Rentals paid under operating leases are charged to the profit and loss account on a straight line basis over the life of the lease

2 Turnover

Turnover represents sales and services to third party customers in the health and social care sector, stated net of any applicable value added tax. Turnover is recognised when services are provided

3 Interest payable

		2009 £000	2008 £000
	Intercompany interest payable	726	1,339
4	Directors' emoluments		
		2009 £000	2008 £000
	Total emoluments	21	•
		<u></u>	

The highest paid director during the year was A Rose-Quirie

The emoluments of M R Parish, P J Humphreys and D Umbers are disclosed in the financial statements of Care UK Limited The emoluments of R N Jackson, J E Preston and C R Brown are disclosed in the financial statements of Care Solutions Limited, a fellow group company One director exercised share options in Care UK Limited, during the year (2008 nil)

Retirement benefits under money purchase pension schemes are accruing to 6 directors (2008 4)

5 Staff numbers and cost

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The average number of persons employed by the company (including directors) during the year, analysed by category, was as follows

	0000	ployees
	2009	2008
Care staff	388	421
Management and administration	39	36
	427	457 ———
The aggregate payroll costs of these persons were as follows	;	
	2009	2008
	0003	£000
Wages and salaries	6,973	6,836
Social security costs	549	536
Other pension costs	39	38
	7,561	7,410
Profit/(Loss) on ordinary activities before taxation		
	2009	2008
	£000	£000
Profit/(Loss) on ordinary activities before taxation is stated after charging		
Auditor's remuneration	14	12
Depreciation of owned tangible fixed assets	624	481
Loss on disposal of fixed assets	6	- 04
Amortisation of intangible assets Impairment of intangible assets	91 9	91
Impairment of intengible assets Impairment of investments	-	789
Rentals payable under operating leases		. 30
Land and buildings	218	213
		

7 Taxation

	2009 £000	2008 £000
UK corporation tax at 28% (2008 29%) Adjustment relating to an earlier year	395 -	35 68
Deferred tax	395	103
Origination and reversal of timing differences Adjustment relating to an earlier year	128 (66)	(9) 3
Tax on profit/(loss) on ordinary activities	457	97

Current tax reconciliation

The differences between the tax assessed for the year and the standard rate of corporation tax are explained as follows

	2009 £000	2008 £000
Profit/(loss) on ordinary activities before tax	1,383	(23)
Profit/(loss) on ordinary activities multiplied by the standard rate of corporation tax 28% (2008 29%)	387	(7)
Effects of		
Adjustments to tax charge relating to an earlier year Capital allowances for period in excess of	-	68
depreciation	71	18
Goodwill amortisation	28	26
Expenses not deductible for tax purposes Capitalised revenue expenditure allowable on	-	1
accounts basis	(10)	-
Loss on disposal of fixed assets	(2)	•
Utilisation of brought forward losses	(79)	-
Other short-term timing differences	` -	(3)
Current tax charge for year	395	103
		

The UK corporation tax rate was reduced from 30% to 28% with effect from 1 April 2008 Therefore the tax rate applicable for the year ended 30 September 2008 was 29%

8 Dividends and other appropriations

		2009 £000	2008 £000
Inter	ım dividend paid	<u>-</u>	750 ———
9 Intan	gible assets		
			Total £000
Cos: At 1	t October 2008		1,814
At 30	September 2009		1,814
At 1 Amo	ortisation and impairment losses October 2008 ortisation charge for year airment losses		798 91 9
At 30	0 September 2009		898
	<i>book value</i> 0 September 2009		916
At 1	October 2008		1,016

Intangible assets represents goodwill arising on acquisitions completed on or after 1 October 1998

10 Tangible fixed assets

	Land and buildings	Motor vehicles	Fixtures fittings and	Assets in course of construction	Total
	£000	£000	equipment £000	£000	£000
Cost					
At 1 October 2008	14,780	15	3,434	9	18,238
Additions	240	-	474	180	894
Disposals	(205)	(15)	(89)	(9)	(318)
At 30 September 2009	14,815		3,819	180	18,814
					
Depreciation	4.450	45	4 700		0.000
At 1 October 2008	1,159	15	1,789	-	2,963
Charge for year	156	- (4=)	468	=	624
Disposals	(31)	(15)	(49)		(95)
At 30 September 2009	1,284		2,208	-	3,492
Net book value					-
At 30 September 2009	13,531	-	1,611	180	15,322
At 1 October 2008	13,621		1,645	9	15,275
					

Land and buildings include depreciable assets with an original cost of £7,896,000 (2008 £7,837,000) and capitalised interest of £260,000 (2008 £260,000). Included within the net book value of land and buildings are long leasehold buildings which have a net book value of £23,000 (2008 £24,000) and short leasehold buildings which have a net book value of £7,000 (2008 £8,000).

11 Investments

	Investments in subsidiary undertakings
	£000
Cost At 30 September 2009 and 1 October 2008	6,635
Provision for impairment	
At 30 September 2009 and 1 October 2008	789
Net book value At 30 September 2009 and 1 October 2008	5,846

The investment in ARC Healthcare Limited was written off during 2008

The following subsidiaries, which are incorporated in England and Wales and operate in the United Kingdom, have been included in the consolidated financial statements of Care UK Limited and are all directly held by the holding company

	Subsidiaries	Class of share capital held	Effective holding percentage	Nature of busir	iess
	Park Vılla Lımıted	Ordinary	100%	Provision of care to service users with complex needs and some dual diagnosis with a learning disability	
	Generis Limited	Ordinary	100%	Provision of low security care	psychiatric
12	Stocks				
				2009 £000	2008 £000
	Raw materials and co	onsumables		<u>8</u>	8
13	Debtors				
	Amounts due within o	one year		2009 £000	2008 £000
	Trade debtors Amounts owed by gro Other debtors Prepayments and ac	-	:	511 733 16 188	94 - 17 194
				1,448	305
					

14 Creditors: amounts falling due within one year

	2009 £000	2008 £000
Trade creditors	807	279
Amounts owed to group undertakings	-	756
Other taxes and social security costs	275	238
Corporation tax	395	3
Accruals and deferred income	1,605	1,405
	3,082	2,681

The amounts owed to group undertakings are unsecured, repayable on demand and carry no interest charge

15 Creditors: amounts falling due after more than one year

	2009 £000	2008 £000
Amounts owed to group undertakings	17,259	17,259

The amounts owed to group undertakings bears interest at the rate of 1 5% over 3-month LIBOR, with the interest rate being reset quarterly. The loan is unsecured. The amounts advanced are repayable in full by 31 January 2015. The company may, at its discretion, make repayments on account of the principal amounts outstanding. Any capital not paid by 31 January 2015 shall immediately generate interest at the rate of 5 0% over the interest rate then in force.

16 Deferred taxation

	2009 £000	2008 £000
Accelerated capital allowances	413	351
Undiscounted deferred tax provision	413	351
At 1 October Charged/(credited) to profit and loss account – current	351 128	357
year (Credited)/charged to profit and loss account – prior year	(66)	(9)
At 30 September	413	351

17 Share capital

	2009 £	2008 £
Authorised 100 (2008 100) ordinary shares of £1 each	100	100
Allotted, called up and fully paid 100 (2008 100) ordinary shares of £1 each	100	100

18 Profit and loss account

	Profit and loss account £000
At 1 October 2008	2,170
Profit for the financial year	926
At 30 September 2009	3,096

19 Reconciliation of movement in shareholders' funds

	Shareholders' funds £000
At 1 October 2008	2,170
Profit for the financial year	926
At 30 September 2009	3,096

20 Contingent liabilities

The group's bankers hold a fixed and floating charge over the assets of the company to secure amounts advanced to the parent company and certain fellow subsidiaries. The group has a secured loan facility of £216.3 million (2008 £221.0 million) that expires on 17 February 2015. In addition the group has an overdraft facility of £3 million (2008 £3 million). As at 30 September 2009 the group had drawn down £170.7 million (2008 £150.0 million) of those facilities.

21 Commitments under operating leases

Annual commitments under non-cancellable operating leases are as follows

	Land and buildings 2009 £000	Land and buildings 2008 £000
Operating leases which expire Within one year	218	218

22 Pension commitments

a) Defined contribution scheme

The Care UK Limited group has an Inland Revenue approved defined contributions group pension plan. Contributions to this scheme are charged to the profit and loss account evenly throughout the year. The assets of the scheme are held separately from those of the group in an independently administered fund. The pension cost for the year represents contributions payable by the company to the fund and amounted to £39,000 (2008 £38,000).

b) Defined benefit scheme

The company also participates in a group pension scheme providing benefits based on final pensionable pay, the Care UK LG pension scheme. The assets of the scheme are held separately from those of the company being invested with insurance companies. Contributions to the scheme are charged to the profit and loss account so as to spread the cost of pensions over the employees' working lives with the company.

Because the company is unable to identify its share of the group scheme assets and liabilities on a consistent and reasonable, as permitted by FRS 17 'Retirement benefits' the scheme will be accounted for by the company as if the scheme was a defined contribution scheme

The latest full actuarial valuation was carried out at 1 April 2006 and was updated for FRS 17 purposes to 30 September 2009 by a qualified actuary As at 30 September 2009, the scheme has a deficit of £1 1m (2008 £0 0m) Further information is available in the Care UK Limited group financial statements

23 Controlling party

The company is a wholly owned and controlled subsidiary of Care UK Limited (previously Care UK Plc), a company registered in England and Wales. After 11 May 2010 Care UK Limited ceased to be the ultimate parent company. The ultimate parent company since this date has been Warwick 1 Limited and the ultimate controlling party has been Bridgepoint Capital Group Limited. Copies of the consolidated financial statements of Care UK Limited are available from its registered office at Connaught House, 850 The Crescent, Colchester Business Park, Essex, CO4.9QB. The largest and smallest group in which the results of the company are consolidated is that headed by Care UK Limited, incorporated in England & Wales.