

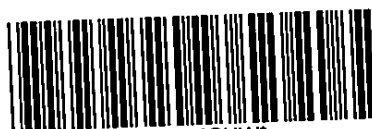
Haven Services Limited

Directors' report and financial statements

For the year ended 30 September 2011

Registered number 01941650

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Company Information

Directors

M R Parish
P J Humphreys
A Culhane
D Marriott-Boam
P J Watson (appointed 9 December 2010)

Secretary

Jonathan David Calow

Auditor

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

Bankers

National Westminster Bank Plc
10 Station Road
Clacton-on-Sea
Essex
CO15 1TA

Registered Office

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

Registered number

01941650

Directors' Report

The directors present their annual report and financial statements for the year ended 30 September 2011

Principal activities

The company acts as an intermediary holding company and does not trade

Business review

The profit for the year before taxation amounted to £799,000 (2010 loss £252,000) A taxation credit of £90,000 (2010 charge of £159,000) has resulted in a profit for the year of £889,000 (2010 loss £411,000)

Generally the company's investments continued to perform well during the year and the directors consider the future prospects to be satisfactory

An interim dividend of £900,000 (2010 £nil) was paid in the year The directors do not recommend a final ordinary dividend to be paid in respect of the current year (2010 £nil)

On 1 January 2012, the company transferred its investments in subsidiary undertakings to its parent company, Care UK Limited

Directors

The directors who served during the year or held office at date of authorisation of the accounts were as follows

M R Parish
P J Humphreys
A M S Culhane
D Marriott-Boam
P J Watson (appointed 9 December 2010)

Political and charitable donations

The company made no political or charitable donations during the year (2010 £nil)

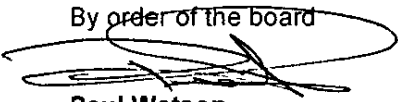
Disclosure of information to auditor

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

In accordance with section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG Audit Plc will therefore continue in office

By order of the board


Paul Watson
Director

30 May 2012

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

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 its 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 auditor's report to the members of Haven Services Limited

We have audited the financial statements of Haven Services Limited for the year ended 30 September 2011 which set out on pages 6 to 13. 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 (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_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 30 September 2011 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.

S Beavis

**S Beavis (Senior Statutory Auditor)
for and on behalf of KPMG Audit Plc, Statutory Auditor**

Chartered Accountants
6 Lower Brook Street
Ipswich
IP4 1AP

30 May 2012

Profit and Loss Account

for the year ended 30 September 2011

	<i>Note</i>	2011 £000	2010 £000
Administrative expenses		(166)	(166)
Operating loss		(166)	(166)
Income from shares in group undertakings	4	1,300	-
Interest payable and similar income	3	(335)	(86)
Profit / (loss) on ordinary activities before taxation	5-6	799	(252)
Tax on profit / (loss) on ordinary activities	7	90	(159)
Profit / (loss) for the financial year		889	(411)

All results derive from continuing activities

The company has no recognised gains or losses other than the loss 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


Notes from pages 8 – 13 form a part of the financial statements

Balance Sheet
 as at 30 September 2011

	Note	2011 £000	2010 £000
Fixed assets			
Intangible assets	9	1,553	1,719
Investments	10	2,231	2,231
		<u>3,784</u>	<u>3,950</u>
Current assets			
Debtors	11	94	24
Creditors' amounts falling due within one year	12	-	(7)
Net current assets		<u>94</u>	<u>17</u>
Total assets		<u>3,878</u>	<u>3,967</u>
Creditors' amounts falling due after more than one year	13	<u>(3,884)</u>	<u>(3,962)</u>
Net (liabilities) / assets		<u>(6)</u>	<u>5</u>
Capital and reserves			
Called up share capital	14	300	300
Profit and loss account	15	(306)	(295)
Shareholders' funds	16	<u>(6)</u>	<u>5</u>

Notes from pages 8 – 13 form a part of the financial statements

These financial statements were approved by the board of directors on 30 May 2012 and were signed on its behalf by



Paul Watson
 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 company's business activities, together with the factors likely to affect its future development and position, are set out in the Business Review section of the Directors' Report on page 3. The company has access to funds provided by Care UK Limited, a parent company. The directors, having assessed the responses of the directors of Care UK Limited to their enquiries have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the Care UK group to continue as a going concern. On the basis of their assessment of the company's financial position and of the enquiries made of the directors of Care UK 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.

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 398 of the Companies Act 2006.

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. The consolidated financial statements of Care UK Limited, within which this company is included, can be obtained from the address given in note 18.

Investments

In the company's financial statements, investments in subsidiary undertakings are stated at cost less provisions for any 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.

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.

Notes to the financial statements *(continued)*

2 Turnover

The company had no trading income during the financial year

3 Interest payable and other similar income

	2011 £000	2010 £000
Interest payable on inter-group loans	335	86

4 Income from shares in group companies

	2011 £000	2010 £000
Interim dividend received	1,300	-

5 Directors' emoluments

The directors received no emoluments during the financial year ended 30 September 2011 for their services to the company (2010 £nil). The emoluments of D Marriott-Boam and P Watson are disclosed in the financial statements for Care UK Homecare Limited and the emoluments of M R Parish, A Cuihane and P J Humphreys and their share options are disclosed in the financial statements of Care UK Limited. No directors exercised share options in the ultimate holding company, Care UK Limited, during the year (2010 3). Retirement benefits under money purchase pension schemes are accruing to 4 directors (2010 7).

6 Profit / (loss) on ordinary activities before taxation

	2011 £000	2010 £000
<i>Profit / (loss) on ordinary activities before taxation is stated after charging</i>		
Amortisation of goodwill	166	166

Auditors remuneration was borne by the ultimate parent company in both financial years

7 Taxation

	2011 £000	2010 £000
UK corporation tax credit at 27% (2010 28%)	(90)	(24)
Adjustments in respect of prior periods	-	183
Tax (credit)/charge on profit/(loss) on ordinary activities	(90)	159

Notes to the financial statements *(continued)*

7 Taxation *(continued)*

Current tax reconciliation

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

	2011 £000	2010 £000
Profit/(loss) on ordinary activities before tax	799	(252)
Profit/(loss) on ordinary activities multiplied by the standard rate of corporation tax 27% (2010 28%)	216	(71)
Effects of		
Goodwill amortisation	45	47
Non-taxable income	(351)	-
Adjustment Adjustments in respect of prior periods	-	183
Current tax (credit)/charge for year	(90)	159

Factors that may affect future tax changes

On the 29th March 2011 the Chancellor announced that the main rate of UK Corporation tax will reduce from 26% to 25% with effect from 1st April 2012. This tax change became substantively enacted on 5th July 2011 and therefore the effect of the rate reduction on the deferred tax balances as at 30th September 2011 has been included in the figures above.

8 Dividends

	2011 £000	2010 £000
Interim dividend paid	900	-

9 Intangible assets

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

	Total £000
Cost	
At beginning and end of the year	3,321
Amortisation	
At 1 October 2010	1,602
Charge for year	166
At 30 September 2011	1,768
Net book value	
At 30 September 2011	1,553
At 30 September 2010	1,719

Notes to the financial statements (continued)

10 Investments

	Total £000
Subsidiary undertakings	
Cost	
At beginning and end of the year	6,356
Impairment	
At beginning and end of the year	4,125
Net book value	
At 30 September 2011	2,231
At 30 September 2010	2,231

The following subsidiaries, which are incorporated in England and Wales and operate in the United Kingdom, are all directly held by the holding company

Subsidiaries	Class of share capital held	Effective holding percentage	Nature of business
Care UK Homecare Limited	Ordinary	100%	Homecare services provider
Care UK Community Care Agency Limited	Ordinary	100%	Homecare services provider
Direct Manpower Limited	Ordinary	100%	Recruitment services provider
Pro-pharm Consultants Limited	Ordinary	100%	Recruitment services provider

11 Debtors

	2011 £000	2010 £000
Amounts owed by group undertakings	4	-
Corporation tax	90	24
	94	24

12 Creditors' amounts falling due within one year

	2011 £000	2010 £000
Amounts owed to group undertakings	-	7
	-	7

Notes to the financial statements *(continued)*

13 Creditors: amounts falling due after more than one year

	2011 £000	2010 £000
Amounts owed to group undertakings	3,884	3,962

The sum lent shall bear 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.

14 Share capital

	2011 £000	2010 £000
<i>Allotted, called up and fully paid</i>		
300,000 (2010: 300,000) ordinary shares of £1 each	300	300

15 Profit and loss account

	2011 £000	2010 £000
As at 1 October	(295)	116
Profit/(loss) for the financial year	889	(411)
Dividends paid	(900)	-
As at 30 September	(306)	(295)

16 Reconciliation of movement in shareholders' funds

	2011 £000	2010 £000
Opening shareholders' funds	5	416
Profit/(loss) for the financial year	889	(411)
Dividends paid	(900)	-
Closing shareholders' funds	(6)	5

Notes to the financial statements *(continued)*

17 Contingent liability

The company has an unsecured loan from its immediate parent undertaking, Care UK Limited. The loan is repayable by the borrower in full by 31 January 2015. Interest is payable on the amount of the advance outstanding at a rate above LIBOR agreed between the parties.

In addition the company is a guarantor to the funding arrangements disclosed in the financial statements of Care UK Health and Social Care Investments Limited – please refer to those financial statements for full details, a brief summary of which is given below.

i) Senior Secured Notes

In July 2010 Care UK Health & Social Care Plc (the Issuer) issued £250 million 9¾% Senior Secured Notes. Interest is payable semi-annually in arrears.

The Senior Secured Notes will mature on 1 August 2017. The Senior Secured Notes are guaranteed on a senior secured basis by each of Care UK Health & Social Care Investments Limited (formerly Care UK Health & Social Care Newco Limited), Care UK Limited, and certain of the Issuer's other operating subsidiaries.

ii) Super Senior Revolving Credit Facility

The group has an £80 million Super Senior Revolving Credit Facility, a revolving facility loan. The facility expires on 13 July 2016. The margin payable on the outstanding loan is in the range of 2.5% to 4.0% above LIBOR plus any mandatory costs depending on the total net leverage of the group. The final repayment date is 13 July 2016. The facility remains undrawn with the exception of £17 million as at 30 September 2011 (*2010: £22 million*) in relation to performance bonds.

18 Post balance sheet event

On 1 January 2012, the company transferred its investments in the subsidiary undertakings Care UK Homecare Limited and Care UK Community Care Agency Limited to its parent company, Care UK Limited at net book value.

19 Ultimate parent company and controlling party

The company is a wholly owned subsidiary of Care UK Limited, which is registered in England and Wales. Care UK Limited prepares group financial statements.

The company's ultimate parent company and controlling party is Care UK Health and Social Care Holdings Limited, which is registered in England and Wales.

Copies of the financial statements of Care UK Health and Social Care Holdings Limited, which include the consolidated results of this company, are available from its registered office at Connaught House, 850 The Crescent, Colchester Business Park, Colchester, Essex, CO4 9QB.