

**Registered No. 2366655**

**Spire Healthcare Medical Supplies Limited**

**Report and Financial Statements  
For the year ended 31 December 2012**

SATURDAY



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14/09/2013  
COMPANIES HOUSE

**Report of the directors**  
**for the year ended 31 December 2012**

The directors present their report and the audited financial statements for the year ended 31 December 2012

**1. Business review and principal activity**

The company is non trading and its only source of income is the receipt of intra group interest from its parent company, Spire Healthcare Limited

**2. Results and dividends**

The profit for the year after taxation and before dividends, amounted to £777,488 (2011 £742,676)

The company has net assets of £42,923,037 (2011 £42,145,549).

No dividend has been proposed for 2012 (2011 £nil)

**3. Key performance indicators**

In view of the fact that the company ceased trading, the directors do not consider the use of key performance indicators necessary to provide an understanding of the development, performance or position of the business

**4. Directors**

The names of directors who have held office since 1 January 2012 and up to the date of this report are as follows

J-J De Gorter

resigned 1 February 2012

S Gordon

R Roger

D F Toner

**5. Companies (Audit, Investigations and Community Enterprise) Act 2004**

As at the date of this report and during the financial period, indemnities are in force under which the company has agreed to indemnify certain directors, to the extent permitted by law (and subject to the conditions set out in section 234 of the Companies Act 2006) and the company's articles of association, in respect of all losses arising out of, or in connection with, the execution of their powers, duties and responsibilities, as directors of the company

**6. Going concern**

The directors have considered the business and financial risks of the company and consider that the company is well placed to manage those risks successfully. Consequently the directors have a reasonable expectation that the company has adequate financial and other resources to continue in operational existence in the foreseeable future. Accordingly, the financial statements have been prepared on a going concern basis

**Report of the directors**  
**for the year ended 31 December 2012 - continued**

**7. Auditors**

The auditors Ernst & Young LLP were the company's auditors during the year and are deemed to be reappointed under section 487(2) of the Companies Act 2006

**8. Disclosure of information to auditors**

The directors who were members of the board at the time of approving the directors' report are listed on page 1. Having made enquiries of fellow directors and of the company's auditors, each of these directors confirms that

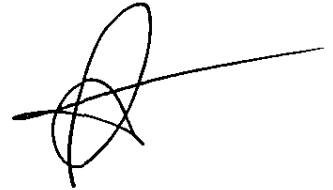
- To the best of each director's knowledge and belief, there is no information relevant to the preparation of their report of which the company's auditors are unaware, and
- Each director has taken all steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the company's auditors are aware of that information

Registered Office

120 Holborn  
London  
EC1N 2TD

22 March 2013

On behalf of the board

A handwritten signature in black ink, consisting of a stylized 'D' and 'F' followed by a long horizontal stroke.

D F Toner  
Director & secretary

**Spire Healthcare Medical Supplies Limited**  
**Registered No. 2366655**

**Statement of directors' responsibilities**  
**for the year ended 31 December 2012**

The directors are responsible for preparing the Report of the Directors 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 those financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent, and
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements

The directors are responsible for keeping proper 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.

**Independent auditor's report**  
**to the members of Spire Healthcare Medical Supplies Limited**

We have audited the financial statements of Spire Healthcare Medical Supplies Limited for the year ended 31 December 2012 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 11. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom 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 Statement of Directors' Responsibilities 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**

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. In addition, we read all the financial and non-financial information in the Report of the Directors to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

**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 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

**Spire Healthcare Medical Supplies Limited**  
**Registered No. 2366655**

**Independent auditor's report**  
**to the members of Spire Healthcare Medical Supplies Limited - continued**

**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

*Ernst & Young LLP*

Matthew Williams (Senior Statutory Auditor)  
For and on behalf of Ernst & Young LLP (Statutory Auditor)  
London  
22 March 2013

**Spire Healthcare Medical Supplies Limited**  
**Registered No. 2366655**

**Profit and Loss Account**  
**for the year ended 31 December 2012**

	<i>Note</i>	2012 £	2011 £
Interest receivable and similar income	4	1,029,785	1,010,444
Tax on profit on ordinary activities	6	(252,297)	(267,768)
<b>Profit for the financial year</b>		<u>777,488</u>	<u>742,676</u>

All results above derive wholly from continuing activities

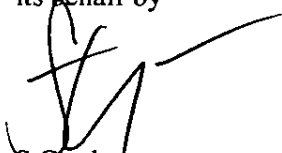
The company has no other gains and losses and therefore no statement of total recognised gains and losses has been presented

**Spire Healthcare Medical Supplies Limited**  
**Registered No. 2366655**

**Balance Sheet**  
**as at 31 December 2012**

	<i>Note</i>	2012 £	2011 £
<b>Current assets</b>			
Debtors	7	44,007,525	42,977,740
<b>Current liabilities</b>			
Creditors	8	(1,084,488)	(832,191)
<b>Net assets</b>		<u>42,923,037</u>	<u>42,145,549</u>
<b>Capital and reserves</b>			
Called up share capital	9	36,001,000	36,001,000
Profit and loss account	10	6,922,037	6,144,549
<b>Equity shareholders' funds</b>		<u>42,923,037</u>	<u>42,145,549</u>

These financial statements were approved by the Board of Directors on 22 March 2013 and were signed on its behalf by

  
S. Gordon  
Director



**Notes to the Financial Statements**  
**for the year ended 31 December 2012**

**1. Accounting policies**

**Basis of preparation**

The financial statements have been prepared in accordance with applicable United Kingdom accounting standards, under the historical cost accounting convention and on a going concern basis

The directors have considered the business and financial risks of the company and consider that the company is well placed to manage those risks successfully. Consequently the directors have a reasonable expectation that the company has adequate financial and other resources to continue in operational existence in the foreseeable future. Accordingly, the financial statements have been prepared on a going concern basis

All accounting policies have been consistently applied during the year

As described in note 2 the company is a wholly owned subsidiary undertaking of Spire Healthcare Limited which is owned indirectly by Spire Healthcare Limited Partnership, a limited partnership registered in Guernsey, which publishes consolidated accounts that are publicly available from the Spire Healthcare website ([www.spirehealthcare.com](http://www.spirehealthcare.com)). Consequently, the company has

- Pursuant to Financial Reporting Standard 1 - *Cash flow statements*, not prepared a cash flow statement, and
- Pursuant to Financial Reporting Standard 8 - *Related party disclosures*, not included details of transactions with other subsidiary undertakings of Spire Healthcare Limited Partnership

**Interest income**

Interest receivable represents both interest received and accrued for the period in respect of unsecured loan granted by the company to other Spire group companies

**Taxation including deferred taxation**

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

Deferred tax is provided in full on all timing differences that have originated, but not reversed, at the balance sheet date which result in an obligation to pay more, or a right to pay less or to receive more tax except that deferred tax assets are recognised only to the extent that it is considered more likely than not that there will be suitable taxable profits from which the underlying timing differences can be deducted

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the years in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

**Notes to the Financial Statements**  
**for the year ended 31 December 2012**

**2. Immediate and ultimate parent undertakings and controlling party**

The immediate parent undertaking of Spire Healthcare Medical Supplies Limited is Spire Healthcare Limited, a company registered in England and Wales which is an indirect subsidiary of Spire Healthcare (Holdings) Limited, a company also registered in England and Wales. The smallest group in which the results of Spire Healthcare Medical Supplies Limited are consolidated is headed by Spire Healthcare (Holdings) Limited and copies of these accounts may be obtained from the Registrar of Companies, Cardiff, CF14 3UZ.

The largest group in which the results of Spire Healthcare Medical Supplies Limited are consolidated is headed by Spire Healthcare Limited Partnership, a limited partnership registered in Guernsey, which publishes consolidated accounts that are publicly available from the Spire Healthcare website ([www.spirehealthcare.com](http://www.spirehealthcare.com)).

The ultimate parent undertakings of Spire Healthcare Medical Supplies Limited are Fourth Cinven Fund (No 1) LP, Fourth Cinven Fund (No 2) LP, Fourth Cinven Fund (No 3 - VCOC) LP, Fourth Cinven Fund (No 4) LP, Fourth Cinven Fund (UBTI) LP, Fourth Cinven Fund Co-Investment Partnership and Fourth Cinven (MACIF) LP (together the 'Cinven Funds'), being funds managed or advised by Cinven Limited, a company incorporated under the laws of England and Wales.

Accordingly, the directors consider the company's ultimate controlling party is Cinven Limited, the managers and advisor to the Cinven Funds.

**3. Staff costs and directors' remuneration**

The company had no employees during the year (2011: nil) and consequently incurred no staff costs.

The directors are remunerated for their work for the Spire Healthcare Limited Partnership Group, of which the company is a member, by the immediate parent undertaking, Spire Healthcare Limited.

**4. Interest receivable and similar income**

	2012	2011
	£	£
Receivable from other Group undertakings	<u>1,029,785</u>	<u>1,010,444</u>

**5. Auditor's remuneration**

Fees for the audit of the company are borne by other group companies.

**Notes to the Financial Statements**  
**for the year ended 31 December 2012**

**6. Tax on profit on ordinary activities**

(1) Analysis of tax charge for the year

	2012	2011
	£	£
Current tax	<u>252,297</u>	<u>267,768</u>

The tax assessed for the year is the same as the standard rate of corporation tax in the UK of 24.5% (2011 26.5%)

The current tax charge represents the amounts payable to other group undertakings in respect of group relief utilised for taxation purposes

**7. Debtors**

	2012	2011
	£	£
<b>Amounts falling due within one year:</b>		
Amounts owed by other Group undertakings	<u>44,007,525</u>	<u>42,977,740</u>

The amount owed by group undertakings is unsecured and interest bearing at the rate of LIBOR plus 1.7365% (2011 LIBOR plus 1.7365%) per annum and is repayable on demand

**8. Creditors - amounts falling due within one year :**

	2012	2011
	£	£
Amounts owed to other Group undertakings	<u>1,084,488</u>	<u>832,191</u>

**9. Share capital**

	2012	2011
	£	£
<b>Allotted, called-up and fully paid</b>		
36,001,000 ordinary shares of £1 each	<u>36,001,000</u>	<u>36,001,000</u>

**Notes to the Financial Statements**  
**for the year ended 31 December 2012**

**10. Reconciliation of shareholders' funds and movements on reserves**

	Share capital	Profit and loss account	Total share- holders' funds
	£	£	£
At 1 January 2011	36,001,000	5,401,873	41,402,873
Profit for the year	-	742,676	742,676
At 31 December 2011	36,001,000	6,144,549	42,145,549
Profit for the year	-	777,488	777,488
At 31 December 2012	36,001,000	6,922,037	42,923,037

**11. Contingent liabilities**

The company's bankers have given certain undertakings in respect of the Senior Facilities Agreement (Opco) entered in to by Spire UK Finance Limited and subsidiaries on 25 September 2008. The loan amounts outstanding at the balance sheet date was £158,200,000 (2011 £162,200,000)

The bankers to Spire Healthcare Limited have issued a letter of credit in the maximum amount of £1,285,000 (2011 £880,000) in relation to contractual pension obligations

The company has given a guarantee and other undertakings to a maximum of £15,000,000 (2011 £15,000,000), as part of the Group Unlimited Inter Company Composite Guarantee, in respect of the overdraft and loans of certain of the Spire Healthcare (Holdings) Limited group

The company's bankers have provided guarantees on behalf of Spire Healthcare (Holdings) Limited relating to performance on NHS contracts totalling £6,209,421 (2011 £13,423,555) If Spire Healthcare (Holdings) Limited fails to meet conditions set by the relevant NHS Trusts, then these amounts will become payable by Spire Healthcare Group Limited to the guarantors

Under a group registration the company is jointly and severally liable for value added tax due by certain other Group companies. The amount outstanding at the balance sheet date for VAT was £341,780 (2011 £417,059)