

**SUTTON COURT HOMES (NO.2) LIMITED**

**(Registered No. 3372510)**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**

**FOR THE YEAR ENDED 31 DECEMBER 2006**

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## **SUTTON COURT HOMES (NO 2) LIMITED**

### **REPORT OF THE DIRECTORS for the year ended 31 December 2006**

The Directors present their annual report and the audited financial statements for the year ended 31 December 2006

#### **1. Review of the business**

##### **Principal activity**

The principal activities of the Company are the owning and operating of nursing and residential homes for the elderly

##### **Results and dividends**

The profit for the year, after taxation, amounted to £278,000 (27 March 2005 to 31 December 2005 – £114,000) The Company has net assets of £4,227,000 (2005 - £3,949,000)

No dividend was declared and paid during the year (27 March 2005 to 31 December 2005 – £nil)

##### **Development**

Organic profit growth has been achieved through a combination of annual fee increases, maintaining occupancy and tight cost management, particularly the costs of agency staff As a result the Company has made good financial progress during the year

On 31 December 2006 ANS Homes Limited, a fellow Group company, acquired the trade and the assets of the Company at net book value which was equal to fair value

##### **Principal risks and uncertainties**

Both the Company's management and its strategy are subject to a number of risks and uncertainties Management consider that the key risks and uncertainties arise as a result of challenges to occupancy both of privately funded residents and local authority commissioned placements, pressure on fees from the public sector, increasing legislation and regulation, competition for staff and increases on staff costs and management of the cost base of the business

Further information relating to the Company, as applicable to the BUPA Group as a whole, is provided within the discussion of business risks and uncertainties section of the Group's annual report and accounts, which does not form part of this report

##### **Key performance indicators**

We have made significant progress on the Company's overriding objectives and key elements to the strategy for growth The board monitors progress on the overall strategy and the individual strategic elements by reference to the key performance indicators below

	<b>Year ended 31 December 2006</b>	<b>Period ended 31 December 2005</b>	<b>Analysis</b>
Revenue (£'000)	1,943	1,483	Revenue on an equivalent basis is consistent with the previous year There has been a slight fall in occupancy that has offset the increase in fee rates
Operating profit (£'000)	514	381	Operating profit on an equivalent basis is consistent with the previous year
Occupancy percentage (%)	95.5	99.2	The strategy is to maximise and maintain occupancy Occupancy percentage has fallen during the year, however is in line with the industry norm
Available beds	68	68	The strategy is to provide an enhanced environment for our residents

## **SUTTON COURT HOMES (NO.2) LIMITED**

### **REPORT OF THE DIRECTORS for the year ended 31 December 2006**

#### **1. Review of the business (continued)**

##### *Definitions and method of calculation*

Occupancy percentage is defined as the total occupied beds divided by total available beds for the year

Available beds are the number of beds available for occupation at the end of the year

#### **2. Conversion to International Financial Reporting Standards**

The ultimate parent undertaking, The British United Provident Association Limited (BUPA), has prepared Group accounts in accordance with International Financial Reporting Standards (IFRS) The Company is not required to report under IFRS and therefore these accounts are prepared in accordance with applicable UK accounting standards

#### **3. Directors and directors' interests**

Details of the present directors and any other person who served as a director during the year are set out below

J P Davies  
M Ellerby  
N R Taylor  
N T Beazley  
B D J Kent

The Directors had no interests requiring disclosure under Section 234 of the Companies Act 1985

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

As at the date of this report, indemnities are in force under which the Company has agreed to indemnify certain directors, to the extent permitted by law 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

#### **5. Employees and remuneration**

Details of the number of persons employed and gross remuneration are contained in note 3 to the financial statements

Every effort is made by the directors and management to inform, consult and encourage the full involvement of staff on matters concerning them as employees and affecting the Company's performance

The Company continues to pursue its stated policy of giving every consideration to the employment of disabled persons. Employees who are registered disabled persons are, to the greatest possible extent, treated on the same basis as all other employees and given every opportunity to develop their full working potential within the Company, through training, career development and promotion. Where employees have become disabled whilst in the service of the Company, every effort is made to rehabilitate them in their former occupation or some suitable alternative.

#### **6. 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 he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

**SUTTON COURT HOMES (NO.2) LIMITED**

**REPORT OF THE DIRECTORS**  
**for the year ended 31 December 2006**

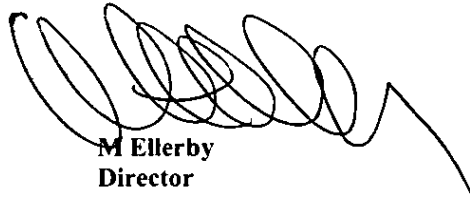
**7. Auditors**

Pursuant to a shareholders' resolution, the Company is not obliged to reappoint its auditors annually and KPMG Audit Plc will therefore continue in office

Registered Office  
Bridge House  
Outwood Lane  
Horsforth  
Leeds  
LS18 4UP

8 March 2007

By Order of the Board



**M Ellerby**  
**Director**

## **SUTTON COURT HOMES (NO.2) LIMITED**

### **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)

The financial statements are required by law to 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 proper accounting records that 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 1985. 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 SUTTON COURT HOMES (NO.2) LIMITED**

We have audited the financial statements of Sutton Court Homes (No 2) Limited for the year ended 31 December 2006 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Total Recognised Gains and Losses and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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 auditors**

The directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 4.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

### **Basis of audit opinion**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

### **Opinion**

In our opinion:

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the Company's affairs as at 31 December 2006 and of its profit for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements.

  
KPMG Audit Plc

Chartered Accountants

Registered Auditor

8 March 2007

1 The Embankment

Neville Street

Leeds LS1 4DW

**SUTTON COURT HOMES (NO.2) LIMITED**

**PROFIT AND LOSS ACCOUNT**  
**for the year ended 31 December 2006**

	<b>Note</b>	<b>Year ended 31 December 2006 £'000</b>	<b>27 March 2005 to 31 December 2005 £'000</b>
<b>Turnover</b>	1	1,943	1,483
Operating expenses		<u>(1,429)</u>	<u>(1,102)</u>
<b>Operating profit</b>		514	381
Interest receivable and similar income	4	32	-
Interest payable and similar charges	5	<u>(171)</u>	<u>(204)</u>
<b>Profit on ordinary activities before taxation</b>	6	375	177
Tax on profit on ordinary activities	7	<u>(97)</u>	<u>(63)</u>
<b>Profit for the financial period</b>		<u>278</u>	<u>114</u>

The operating profit is all derived from discontinued operations

There were no material differences between reported profit and losses and historical profit and losses on ordinary activities before and after taxation

The accounting policies and notes on pages 9 to 15 form part of these financial statements

**SUTTON COURT HOMES (NO.2) LIMITED**

**BALANCE SHEET**  
as at 31 December 2006

	Note	2006 £'000	2005 £'000
<b>Fixed assets</b>			
Tangible assets	8	-	6,253
<b>Current assets</b>			
Debtors	9	7,263	180
Cash at bank and in hand		33	568
		7,296	748
<b>Creditors amounts falling due within one year</b>	10	(3,069)	(3,008)
<b>Net current assets/(liabilities)</b>		4,227	(2,260)
<b>Total assets less current liabilities</b>		4,227	3,993
<b>Provisions for liabilities and charges</b>	11	-	(44)
<b>Net assets</b>		4,227	3,949
<b>Capital and reserves</b>			
Called up share capital	12	-	-
Revaluation reserve	13	-	3,717
Profit and loss account	13	4,227	232
<b>Shareholders' funds</b>		4,227	3,949

These financial statements were approved by the Board of Directors on 8 March 2007 and were signed on its behalf by



**N R Taylor**  
Director

The accounting policies and notes on pages 9 to 15 form part of these financial statements



**SUTTON COURT HOMES (NO.2) LIMITED**

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES  
for the year ended 31 December 2006**

	<b>Year ended 31 December 2006 £'000</b>	<b>27 March 2005 to 31 December 2005 £'000</b>
<b>Profit for the financial period</b>	278	114
Unrealised deficit on revaluation of properties	-	(641)
<b>Total gains and losses recognised since last report</b>	<u>278</u>	<u>(527)</u>

**RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS  
for the year ended 31 December 2006**

	<b>Year ended 31 December 2006 £'000</b>	<b>27 March 2005 to 31 December 2005 £'000</b>
<b>Profit for the financial period</b>	278	114
Other recognised gains and losses relating to the period (net)	-	(641)
<b>Net addition to/(reduction in) shareholders' funds</b>	278	(527)
Opening shareholders' funds	<u>3,949</u>	<u>4,476</u>
<b>Closing shareholders' funds</b>	<u>4,227</u>	<u>3,949</u>

## **SUTTON COURT HOMES (NO.2) LIMITED**

### **NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2006**

#### **1 STATEMENT OF ACCOUNTING POLICIES**

**(a) Basis of preparation**

The financial statements have been prepared in accordance with applicable accounting standards, under the historical cost accounting convention as modified to include the revaluation of land and buildings and on a going concern basis

As the Company is a wholly owned subsidiary undertaking of BUPA, a company registered in England and Wales and which publishes consolidated accounts, the Company has, pursuant to paragraph 17 of Financial Reporting Standard No 8 Related Party Disclosures (FRS 8), not included details of transactions with other companies which are subsidiary undertakings of the BUPA Group. There were no other related party transactions.

**Accounting conventions**

A summary of the more significant accounting policies, which have been applied consistently, is set out below

**(b) Cash flow statement**

Under Financial Reporting Standard No 1 Cash Flow Statements (revised 1996) (FRS 1) the Company is exempt from the requirement to prepare a cash flow statement, on the grounds that it is a wholly owned subsidiary undertaking of BUPA, a company that prepares a consolidated cash flow statement for the BUPA Group

**(c) Turnover**

Turnover represents the total amount earned by the Company in the ordinary course of business for services rendered after deducting trade discounts and Value Added Tax, where applicable. All turnover arises within the United Kingdom

**(d) Fixed assets and depreciation**

Freehold properties are stated at current valuation. Other tangible assets are stated at cost. Land and buildings are valued by external valuers every three years. No depreciation is provided on freehold land and properties under construction. Other tangible assets are depreciated so as to write off the cost or valuation by equal instalments over their useful economic lives, as follows:

Freehold buildings	- 50 years
Fixtures, fittings & equipment	- 3 to 50 years

**(e) Taxation including deferred taxation**

The charge for taxation is based on the result for the period 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 with the following exceptions:

- Provision is made for tax on gains arising from the revaluation of property to its market value, the fair value adjustment of fixed assets, or gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned and without it being possible to claim rollover relief. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold
- 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 periods in which timing differences reverse, based on current tax rates and laws

Trading losses surrendered to other Group subsidiary undertakings are made on a full payment basis

## SUTTON COURT HOMES (NO.2) LIMITED

### NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2006

#### 1. STATEMENT OF ACCOUNTING POLICIES (CONTINUED)

##### (f) Pensions and other post-retirement benefits

Contributions to the defined contribution scheme are charged to the profit and loss account in the accounting period in which they occur

#### 2. IMMEDIATE AND ULTIMATE PARENT UNDERTAKINGS

The immediate parent undertaking of the Company is ANS Plc, a company registered in England and Wales

The ultimate parent undertaking of the Company is BUPA, a company registered in England and Wales in whose accounts these financial statements are consolidated. The smallest group in which these accounts are consolidated is that headed by BUPA Finance Plc, a company registered in England and Wales. Copies of the accounts of BUPA and BUPA Finance Plc can be obtained from The Registrar of Companies, Cardiff, CF14 3UZ

#### 3. STAFF COSTS AND DIRECTORS' REMUNERATION

##### a) Employees

The average number of full-time employees employed by the Company during the period (including directors), analysed by category was as follows

	Number of employees	
	Year ended 31 December 2006	27 March 2005 to 31 December 2005
Health care	60	64

The aggregate payroll costs of these persons were as follows

	Year ended	
	31 December 2006 £'000	27 March 2005 to 31 December 2005 £'000
Wages and salaries	914	701
Social security costs	77	63
	991	764

##### b) Directors' remuneration

The emoluments of the Directors are borne by other Group companies and are disclosed in the financial statements of those companies

# **SUTTON COURT HOMES (NO.2) LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS** for the year ended 31 December 2006

### **4. INTEREST RECEIVABLE AND SIMILAR INCOME**

	Year ended 31 December 2006 £'000	27 March 2005 to 31 December 2005 £'000
Bank	6	-
Group undertakings	26	-
	<u>32</u>	<u>-</u>

### **5. INTEREST PAYABLE AND SIMILAR CHARGES**

	Year ended 31 December 2006 £'000	27 March 2005 to 31 December 2005 £'000
Group undertakings	171	204

### **6. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION**

	Year ended 31 December 2006 £'000	27 March 2005 to 31 December 2005 £'000
<b>Profit on ordinary activities before taxation is stated after charging</b>		
Depreciation and other amounts written off owned tangible fixed assets	91	111
Fees for the audit of the Company	1	1

Fees for the audit of the Company represent the amount receivable by the Company's auditors. The amount may not be borne by the Company. The 2005 disclosure has been restated using a consistent basis.

Fees paid to the Company's auditors, KPMG Audit Plc, and its associates for services other than the statutory audit of the Company are not disclosed in these accounts since the consolidated accounts of BUPA, the ultimate parent undertaking, are required to disclose non-audit fees on a consolidated basis.

# **SUTTON COURT HOMES (NO.2) LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2006**

### **7. TAX ON PROFIT ON ORDINARY ACTIVITIES**

#### **(i) Analysis of tax charge in period**

	Year ended 31 December 2006 £'000	27 March 2005 to 31 December 2005 £'000
Current tax		
UK corporation tax on profits of the period	139	89
Adjustments in respect of prior periods	2	(5)
	<u>141</u>	<u>84</u>
Deferred tax		
Origination and reversal of timing differences	(44)	(18)
Adjustment in respect of prior periods	-	(3)
	<u>-</u>	<u>(21)</u>
Tax on profit on ordinary activities	<u>97</u>	<u>63</u>

#### **(ii) Factors affecting the tax charge**

The tax assessed for the period is higher than the standard rate of corporation tax in the UK of 30%. The differences are explained below

	Year ended 31 December 2006 £'000	27 March 2005 to 31 December 2005 £'000
Profit on ordinary activities before tax	<u>375</u>	<u>177</u>
Tax charge on profit on ordinary activities at 30%	113	53
Effects of		
Expenses not deductible for tax purposes	28	18
Capitalised interest adjustment	(58)	-
Accelerated capital allowances	(8)	-
Deferred tax on short term and other timing differences	52	9
Depreciation in excess of capital allowances claimed	-	9
Fixed assets transfers	12	-
Adjustments in respect of prior periods	2	(5)
	<u>141</u>	<u>84</u>
Total current tax charge for the period	<u>141</u>	<u>84</u>

#### **(iii) Factors that may affect future tax charges**

No provision has been made for deferred tax on gains recognised on revaluing property to its market value. Such tax would become payable only if the property were sold without it being possible to claim rollover relief. The total amount unprovided for at 31 December 2006 is £nil (2005 - £948,000). At present it is not envisaged that any tax will become payable in the foreseeable future.

# **SUTTON COURT HOMES (NO.2) LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS** for the year ended 31 December 2006

### **8. TANGIBLE FIXED ASSETS**

	Land & buildings £'000	Fixtures, fittings & equipment £'000	Total £'000
<b>Cost or valuation</b>			
At 1 January 2006	6,232	213	6,445
Additions	-	20	20
Disposals	(6,232)	(233)	(6,465)
At 31 December 2006	-	-	-
<b>Depreciation</b>			
At 1 January 2006	30	162	192
Charge for the year	74	17	91
Disposals	(104)	(179)	(283)
At 31 December 2006	-	-	-
<b>Net Book Value</b>			
At 31 December 2006	-	-	-
At 31 December 2005	6,202	51	6,253

The Company's freehold land and buildings were valued by Knight Frank, Chartered Surveyors at 5 August 2005 on the basis of existing use. The valuation has been made in accordance with the RICS Statement of Asset Valuation Practice and Guidance Notes. These valuations were incorporated into the balance sheet at 5 August 2005. Other tangible assets are stated at cost.

<b>Analysis of cost or valuation of land and buildings:</b>	<b>2006 £'000</b>	<b>2005 £'000</b>
At open market value	-	6,232
Aggregate depreciation thereon	-	(30)
	-	6,202
Historical cost of revalued assets	-	2,652
Aggregate depreciation based on historical cost	-	(146)
Historical cost net book value	-	2,506

**SUTTON COURT HOMES (NO.2) LIMITED**

**NOTES TO THE FINANCIAL STATEMENTS**  
for the year ended 31 December 2006

**9. DEBTORS**

	2006 £'000	2005 £'000
Trade debtors	-	101
Amounts owed by Group undertakings	7,263	-
Corporation tax	-	70
Prepayments and accrued income	-	9
	<u>7,263</u>	<u>180</u>

**10. CREDITORS – amounts falling due within one year**

	2006 £'000	2005 £'000
Amounts owed to Group undertakings	3,069	2,809
Other taxation and social security	-	25
Other creditors	-	4
Accruals and deferred income	-	170
	<u>3,069</u>	<u>3,008</u>

**11 PROVISIONS FOR LIABILITIES AND CHARGES**

Deferred tax liabilities are analysed as follows

	2006 £'000	2005 £'000
Depreciation in excess of capital allowances claimed	-	(8)
Other timing differences	-	52
	<u>-</u>	<u>44</u>

The movement for the year in the net deferred tax provision is as follows

	2006 £'000
At 1 January 2006	44
Deferred tax credit for the year	<u>(44)</u>
At 31 December 2006	<u>-</u>

# **SUTTON COURT HOMES (NO 2) LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2006**

### **12. SHARE CAPITAL**

	<b>2006</b> £	<b>2005</b> £
<b>Authorised</b>		
500 ordinary A shares of £1 each	500	500
500 ordinary B shares of £1 each	<u>500</u>	<u>500</u>
	<u>1,000</u>	<u>1,000</u>
	<b>2006</b> £	<b>2005</b> £
<b>Allotted, called-up and fully paid</b>		
50 ordinary A shares of £1 each	50	50
50 ordinary B shares of £1 each	<u>50</u>	<u>50</u>
	<u>100</u>	<u>100</u>

### **13. RESERVES**

	Revaluation reserve £'000	Profit and loss account £'000
At 1 January 2006	3,717	232
Realised revaluation surplus	(3,717)	3,717
Profit for the financial year	<u>-</u>	<u>278</u>
At 31 December 2006	<u>-</u>	<u>4,227</u>

### **14. COMMITMENTS**

The Company had no capital commitments at the end of either period