

LIGHTEN UP LIMITED
(Registered No. 3512452)

DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2008



LIGHTEN UP LIMITED

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**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 DECEMBER 2008**

The directors present their annual report and the audited financial statements for the year ended 31 December 2008.

1. Principal activity

The principal activity of the company was provision of weight loss and lifestyle management services.

2. Review of the business

The company ceased trading on 31 December 2003.

An enhanced business review is not needed as the company meets the exemption requirements of small companies.

3. Results and dividends

The loss for the year, after taxation, amounted to £47,079 (2007: loss of £43,704).

No dividend is proposed for 2008 (2007: £nil).

4. Directors

The names of persons who were directors at any time during the year are as follows:

M I Dugdale	
J P Davies	(Resigned 23/05/08)
N T Beazley	
F D Gregory	
M A Merchant	(Appointed 23/05/08)

5. Auditor

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

6. Conversion to International Financial Reporting Standards

The ultimate parent undertaking 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.

7. 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 the 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.

**REPORT OF THE DIRECTORS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2008**

8. 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 ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Registered Office:
Bupa House,
15-19 Bloomsbury Way,
London WC1A 2BA

By Order of the Board

A handwritten signature in black ink, appearing to read 'T. Ansier', is written over the 'By Order of the Board' text.

25 March 2009

For and on behalf of Bupa Secretaries Limited
Secretary

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008

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 LIGHTEN UP LIMITED FOR THE YEAR ENDED 31 DECEMBER 2008

We have audited the financial statements of Lighten Up Limited for the year ended 31 December 2008 which comprise of the Profit and Loss Account, the Balance Sheet, the Reconciliation of Movement in Equity Shareholders' Funds 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 3.

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.

LIGHTEN UP LIMITED

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF LIGHTEN UP LIMITED FOR
THE YEAR ENDED 31 DECEMBER 2008 (CONTINUED)**

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 2008 and of its loss 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

KPMG Audit Plc
Chartered Accountants
Registered Auditor
25 March 2009

8 Salisbury Square
London EC4Y 8BB

LIGHTEN UP LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2008

	Note	2008 £	2007 £
Operating expenses		<u>(5,500)</u>	<u>-</u>
Operating loss		(5,500)	-
Interest receivable	2	15,722	14,205
Interest payable	3	<u>(76,064)</u>	<u>(76,639)</u>
Loss on ordinary activities before taxation		(65,842)	(62,434)
Tax on loss on ordinary activities	4	18,763	18,730
Retained loss for the year	9	<u>(47,079)</u>	<u>(43,704)</u>

The operating loss for 2008 is all derived from discontinued operations.

There were no recognised gains and losses other than the loss for the financial year of £39,792 (2007: loss of £43,704).

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

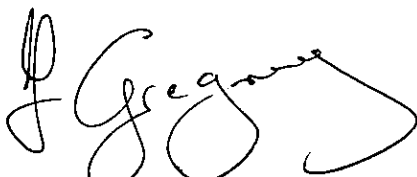
The accounting policies and notes on pages 9 to 12 form part of these financial statements.

LIGHTEN UP LIMITED

**BALANCE SHEET AS AT 31 DECEMBER
2008**

	Note	2008 £	2007 £
Current assets			
Debtors: amounts falling due within one year	6	298,613	271,415
		<hr/>	<hr/>
Current liabilities			
Bank overdraft		(564,075)	-
Creditors: amounts falling due within one year	7	(1,115,261)	(1,605,059)
		<hr/>	<hr/>
Net current liabilities		(1,373,436)	(1,333,644)
		<hr/>	<hr/>
Net liabilities		(1,380,723)	(1,333,644)
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	8	1,000	1,000
Profit and loss account	9	(1,381,723)	(1,333,644)
		<hr/>	<hr/>
Equity shareholders' funds		(1,380,723)	(1,333,644)
		<hr/>	<hr/>

These financial statements were approved by the Board of Directors on 25 March 2009 and were signed on its behalf by


F D Gregory
Director

The accounting policies and notes on pages 9 to 12 form part of these financial statements.

LIGHTEN UP LIMITED

**RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDERS' FUNDS
FOR THE YEAR ENDED 31 DECEMBER 2008**

	2008 £	2007 £
Loss for the financial year	<u>(47,079)</u>	<u>(43,704)</u>
Reduction to equity shareholders' funds	(47,079)	(43,704)
Opening equity shareholders' funds	<u>(1,333,644)</u>	<u>(1,289,940)</u>
Closing equity shareholders' funds	<u>(1,380,723)</u>	<u>(1,333,644)</u>

The accounting policies and notes on pages 9 to 12 form part of these financial statements.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2008**

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 and on a going concern basis in view of a letter of support from Bupa Finance Plc.

As the company is a wholly owned subsidiary undertaking of The British United Provident Association Ltd, a company registered in England and Wales, which publishes consolidated accounts.

The company has pursuant to paragraph 17 of Financial Reporting Standard No. 8: Related Party Disclosure (FRS 8) not included details of transactions with other Bupa group companies which are subsidiary undertakings of the Bupa group. There were no other related party transactions.

The financial statements have been prepared on a going concern basis, the parent company, The British United Provident Association Ltd, having undertaken to provide such financial assistance as necessary to enable the company to meet its liabilities as they fall due for payment for a minimum period of at least 12 months from the date of the signed accounts.

(b) Cash flow statement

Under Financial Reporting Standard No 1: Cash flow statements (revised 1996) (FRS1) the company is exempt from the requirement to prepare a cashflow statement, on the grounds that it is a wholly-owned subsidiary undertaking of The British United Provident Association Ltd, a company that prepares a consolidated cash flow statement for the Bupa Group.

(c) Taxation including deferred taxation

The credit 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 with the following exceptions:

- Provision is made for deferred tax that would arise on remittance of the retained earnings of overseas subsidiaries, associates and joint ventures only to the extent that, at the balance sheet date, dividends have been accrued as receivable.
- 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 rates and laws.

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

(d) Interest Receivable

Interest is received on outstanding inter-company debtor balances and is calculated using a rate determined by Group.

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2008**

(e) Interest Payable

Interest is payable on outstanding inter-company creditor balances and is calculated using a rate determined by Group.

2. INTEREST RECEIVABLE	2008 £	2007 £
Interest receivable from Group undertakings	<u>15,722</u>	<u>14,205</u>

3. INTEREST PAYABLE AND SIMILAR CHARGES	2008 £	2007 £
Interest payable to Group undertakings	<u>(76,064)</u>	<u>(76,639)</u>

4. TAX ON LOSS ON ORDINARY ACTIVITIES	2008 £	2007 £
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(i) Analysis of tax credit in year

<i>UK Corporation tax</i>		
Current tax on losses of the year	<u>18,763</u>	<u>18,730</u>
Tax credit on loss on ordinary activities	<u>18,763</u>	<u>18,730</u>

(ii) Factors affecting the tax credit

The tax assessed for the period is equal to the standard rate of corporation tax in the UK of 28.5%.

	2008 £	2007 £
Loss on ordinary activities before tax	<u>(65,842)</u>	<u>(62,434)</u>
Tax credit on loss on ordinary activities at 28.5%	<u>18,763</u>	<u>18,730</u>

LIGHTEN UP LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED) FOR THE YEAR ENDED 31 DECEMBER 2008

5. AUDITOR'S REMUNERATION

	2008 £	2007 £
Fees for the audit of the company	<u>5,000</u>	<u>500</u>

Fees for the audit of the Company represent the amount receivable by the Company's auditors. The amount will not be borne by the company.

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 accounts of The British United Provident Association Ltd, the ultimate parent undertaking, are required to disclose non-audit fees a consolidated basis.

6. DEBTORS:

	2008 £	2007 £
Amounts falling due within one year:		
Amounts owed by group undertakings	<u>298,613</u>	<u>271,415</u>
	<u>298,613</u>	<u>271,415</u>

7. CREDITORS:

	2008 £	2007 £
Amounts falling due within one year:		
Other creditors	(5,000)	-
Amounts owed to group undertakings	<u>(1,110,263)</u>	<u>(1,605,059)</u>
	<u>(1,115,261)</u>	<u>(1,605,059)</u>

8. SHARE CAPITAL

	2008 £	2007 £
Authorised		
1,000 ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
Allotted, called-up and fully paid		
1,000 ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>

9. RESERVES

	2008 £	2007 £
Opening balance	(1,334,644)	(1,290,940)
Accumulated losses for the year	<u>(47,079)</u>	<u>(43,704)</u>
Closing balance	<u>(1,381,723)</u>	<u>(1,334,644)</u>

**NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE YEAR ENDED 31 DECEMBER 2008**

10. GUARANTEES AND OTHER FINANCIAL COMMITMENTS

The company has given a guarantee as part of the Group banking arrangements, in respect of the overdraft and loans of certain other Group undertakings.

Under a group registration the company is jointly and severally liable for value added tax due by certain other group companies.

The company has no obligation in respect of future capital expenditure.

11. IMMEDIATE AND ULTIMATE HOLDING COMPANY

The company is a direct subsidiary undertaking of Human Capital Resources Ltd, which is registered in England and Wales.

The ultimate holding company and the largest Group into which these financial statements are consolidated is that headed by The British United Provident Association Ltd. The smallest group into which these financial statements are consolidated is that headed by Bupa Finance Plc. The financial statements of both Bupa and Bupa Finance Plc can be obtained from The Registrar of Companies, Cardiff, CF14 3UZ.