Mobile Doctors Solutions Limited

Directors' report and financial statements

Registered number 4215291

31 December 2011

Contents

Directors' report

The directors present their directors' report and financial statements for the 13 month period ended 31 December 2011

Principal activity

The principal activity of the company was a holding company The company does not trade

Proposed dividend

The directors do not recommend the payment of a dividend *(2010 £nil)*

Directors

The directors who held office during the year were as follows

M Game
S Hawes
PW Crowther
PH Collin
PAE Opperman (resigned 11 January 2012)

Certain directors benefit from qualifying third party indemnity provisions in place during the period and at the date of this report

Political and charitable contributions

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

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

Re-appointment of auditors

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

By order of the board

M Game
Director

30 April 2012

4 Bourne Court
Southend Road
Woodford Green
Essex
IG8 8HD

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 IFRSs as adopted by the EU 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 its profit or loss for that period In preparing the 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 they have been prepared in accordance with IFRSs as adopted by the EU, 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

Independent Auditors' Report to the members of Mobile Doctors Solutions Limited

We have audited the financial statements of Mobile Doctors Solutions Limited for the 13 month period ended 31 December 2011 set out on pages 5 to 16 The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the EU and as applied in accordance with the provisions of the Companies Act 2006

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 auditors

As explained more fully in the Directors' Responsibilities Statement set out on page 2, 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

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 directors, and the overall presentation of the financial statements

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 2011 and of its loss for the 13 month period then ended,
- have been properly prepared in accordance with IFRSs as adopted by the European Union, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Opinion on other matters 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

Independent Auditors Report to the members of Mobile Doctors Solutions Limited *(continued)*

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 by the company, or returns adequate for our audit have not been received from branches not visited by us, or
- the company 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

RSM Tenon Audit Limited

David Brookes (Senior Statutory Auditor)
For and on behalf of

RSM Tenon Audit Limited
Registered Auditor
Vantage
Victoria Street
Basingstoke
Hampshire
RG21 3BT

22 May 2012

Income Statement
for 13 month period ended 31 December 2011

	Note	2011 £000	2010 £000
Administrative expenses		**(3)**	(3)
Operating loss before financing costs	2	**(3)**	(3)
Financial expenses		**(63)**	(87)
Loss before tax		**(66)**	(90)
Taxation	4	**5**	25
Loss for the year		**(61)**	(65)

All losses are attributable to equity holders of the Company All of the above results arose in respect of continuing activities

Statement of Changes in Equity
for 13 month period ended 31 December 2011

	Note	Share capital £000	Share premium £000	Retained earnings £000	Total equity £000
Balance at 1 December 2009		1	1,694	(940)	755
Total recognised income and expense		-	-	(65)	(65)
Balance at 30 November 2010		1	1,694	(1,005)	690
Total recognised income and expense		-	-	(61)	(61)
Reclassification of preference shares	10	-	50	-	50
Balance at 31 December 2011		**1**	**1,744**	**(1,066)**	**679**

All recognised income and expense is attributable to equity holders of the Company

Balance Sheet
At 31 December 2011

	Note	2011 £000	2010 £000
ASSETS			
Non-current assets			
Investments in subsidiaries	5	**8,761**	8,761
Total non-current assets		**8,761**	8,761
Current assets			
Trade and other receivables	7	**5**	-
Total assets		**8,766**	8,761
LIABILITIES			
Current liabilities			
Other interest-bearing loans and borrowings	8	**902**	883
Trade and other payables	9	**7,185**	6,270
Total current liabilities		**8,087**	7,153
Non-current liabilities			
Other interest-bearing loans and borrowings	8	**-**	918
Total liabilities		**8,087**	8,071
Net assets		**679**	690
EQUITY			
Share capital	10	**1**	1
Share premium		**1,744**	1,694
Retained earnings		**(1,066)**	(1,005)
Total equity		**679**	690

These financial statements were approved and authorised for issue by the board of directors on 30 April 2012 and were signed on its behalf by

M Game
Director

Company registration number 4215291

Cash Flow Statement

for 13 month period ended 31 December 2011

	Note	2011 £000	2010 £000
Cash flows from operating activities			
Loss for the year		**(61)**	(65)
Adjustments for			
Financial expenses		**63**	87
Taxation	4	**(5)**	(25)
Operating loss before changes in working capital and provisions		**(3)**	(3)
Decrease in trade and other receivables		**-**	791
Increase in trade and other payables		**968**	50
Cash generated from operations		**965**	838
Interest paid		**(63)**	(87)
Group relief payment received		**-**	25
Net cash from operating activities		**902**	776
Cash flows from financing activities			
Decrease in borrowings		**(902)**	(776)
Net cash from financing activities		**(902)**	(776)
Net increase in cash and cash equivalents		**-**	-
Cash and cash equivalents at start of the year		**-**	-
Cash and cash equivalents at 31 December / 30 November		**-**	-

Notes
(forming part of the financial statements)

1 Accounting policies

Mobile Doctors Solutions Limited (the "Company") is a company incorporated and domiciled in the UK

Statement of compliance

The Company financial statements have been prepared and approved by the directors in accordance with International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs")

The accounting policies set out below have, unless otherwise stated, been applied consistently to all periods presented in these financial statements

Basis of preparation

The financial statements are prepared on the historical cost basis

The Company is exempt by virtue of Section 400 of the Companies Act 2006 from the requirement to prepare group financial statements These financial statements present information about the Company as an individual undertaking and not about its group

Financial instruments

Classification

Financial instruments issued by the Company are treated as equity (i e forming part of shareholders' funds) only to the extent that they meet the following two conditions

(a) they include no contractual obligations upon the company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the company, and

(b) where the instrument will or may be settled in the company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the company's own equity instruments or is a derivative that will be settled by the company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments

(c) To the extent that this definition is not met, the proceeds of issue are classified as a financial liability Where the instrument so classified takes the legal form of the company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares

(d) Where a financial instrument that contains both equity and financial liability components exists these components are separated and accounted for individually under the above policy The finance cost on the financial liability component is correspondingly higher over the life of the instrument

(e) Finance payments associated with financial liabilities are dealt with as part of finance expenses Finance payments associated with financial instruments that are classified in equity are dividends and are recorded directly in equity

Trade receivables

Trade receivables are stated at their nominal value as reduced by appropriate allowances for estimated irrecoverable amounts Trade receivables which fall due within the normal business operating cycle are presented as current assets Due to the nature of the business, the operating cycle typically extends beyond one year

Interest-bearing borrowings

Interest-bearing borrowings are recognised initially at fair value less attributable transaction costs Subsequent to initial recognition, interest-bearing borrowings are stated at amortised cost with any difference between cost and redemption value being recognised in the income statement over the period of the borrowings on an effective interest basis

Investments in debt and equity securities

Investments in subsidiaries are carried at cost less impairment Loans and receivables are stated at amortised cost less impairment

Intra-group financial instruments

Where the Company enters into financial guarantee contracts to guarantee the indebtedness of other companies within its group, the company considers these to be insurance arrangements and accounts for them as such In this respect, the company treats the guarantee contract as a contingent liability until such time as it becomes probable that the company will be required to make a payment under the guarantee

Impairment

The carrying amounts of the Company's assets other than deferred tax assets are reviewed at each balance sheet date to determine whether there is any indication of impairment If any such indication exists, the asset's recoverable amount is estimated

An impairment loss is recognised whenever the carrying amount of an asset or its cash-generating unit exceeds its recoverable amount Impairment losses are recognised in the income statement

Impairment losses recognised in respect of cash-generating units are allocated first to reduce the carrying amount of any goodwill allocated to cash-generating units and then to reduce the carrying amount of the other assets in the unit on a pro rata basis A cash generating unit is the smallest identifiable group of assets that generates cash inflows that are largely independent of the cash inflows from other assets or groups of assets

Reversals of impairment

In respect of other assets, an impairment loss is reversed when there is an indication that the impairment loss may no longer exist and there has been a change in the estimates used to determine the recoverable amount

An impairment loss is reversed only to the extent that the asset's carrying amount does not exceed the carrying amount that would have been determined, net of depreciation or amortisation, if no impairment loss had been recognised

Net financing costs

Net financing costs comprise interest payable and interest receivable on funds invested, dividend income that are recognised in the income statement

Interest income and interest payable is recognised in profit or loss as it accrues, using the effective interest method Dividend income is recognised in the income statement on the date the entity's right to receive payments is established

Taxation

Tax on the profit or loss for the year comprises current and deferred tax Tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes The following temporary differences are not provided for the initial recognition of goodwill, the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the asset can be utilised

Notes *(continued)*

1 Accounting policies *(continued)*

Adopted IFRS not yet applied

The following Adopted IFRSs were available for early application but have not been applied by the Company in these financial statements Their adoption is not expected to have a material effect on the financial statements unless otherwise indicated

- Revised IAS 24 'Related party transactions' (mandatory for accounting periods starting on or after 1 January 2011)

2 Operating loss

Included in operating loss for the period is the following

Auditors' remuneration

	2011 £000	2010 £000
Audit of these financial statements	**3**	3

3 Employees and directors

The Company had no employees in the current or prior period The directors did not receive any remuneration for their services to this Company Their remuneration is borne by Mobile Doctors Limited

4 Taxation

Recognised in the income statement

	2011 £000	2010 £000
Current tax credit		
Current period	**(5)**	(25)
Total tax credit in income statement	**(5)**	(25)

Reconciliation of effective tax rate

	2011 £000	2010 £000
Loss before tax	**(66)**	(65)
Tax on loss at the UK corporation tax rate of 26 62% (2010 28%)	**(19)**	(26)
Non-deductible expenses	**1**	1
Losses carried forward for which no deferred tax asset recognised (see note 6)	**13**	
Total tax credit	**(5)**	(25)

The current rate of UK corporation tax changed from 28% to 26% on 1 April 2011 Accordingly, the effective current tax rate for the period has been calculated at 26 62%

Notes *(continued)*

5 Investments in subsidiaries

The Company has the following investments in subsidiaries

	Country of incorporation	Class of shares held	Ownership 2011	2010
Mobile Doctors Limited	England & Wales	Ordinary	**100%**	100%
MDL Medical Administration Limited (indirect holding)	England & Wales	Ordinary	**100%**	100%

	Subsidiary undertakings £000
Cost	
At 30 November 2010 and 31 December 2011	8,761
Net book value	
At 31 December 2011	**8,761**
At 30 November 2010	8,761

The directors are satisfied that the recoverable amount of these investments is in excess of their carrying value

6 Deferred tax assets

Deferred tax assets are attributable to the following

	Assets 2011 £000	2010 £000
Losses carried forward	**46**	33
Deferred tax asset	**46**	33

The directors have considered the extent to which deferred tax assets will be recoverable and believe it is appropriate not to recognise an asset on the balance sheet at the current time

7 Trade and other receivables

	2011 £000	2010 £000
Current assets:		
Trade receivables due from related parties	**5**	-

Notes *(continued)*

8 Other interest-bearing loans and borrowings

	2011 £000	2010 £000
Non-current liabilities		
Secured loan notes	-	845
Other loans	-	23
Shares classified as debt (see note 10)	-	50
	-	918
Current liabilities:		
Secured loan notes	**796**	790
Other loans	**106**	93
	902	883
	902	1,801

Terms and debt repayment schedule

Other loans falling due within one year and in more than one year

The secured loan notes of £796,000 within one year (net of £3,000 remaining un-amortised issue costs) *(2010 £845,000 (net of £11,000 remaining un-amortised issue costs))* outstanding at 31 December 2011, are repayable in equal monthly instalments of £72,000 Interest is payable at the Lloyds TSB Bank Plc base rate plus 2% Accrued interest on the secured loan notes as at 31 December 2011 was £6,000 *(2010 24,000)*

The secured loan notes are secured by fixed and floating charges over the assets of Mobile Doctors Solutions Limited, Mobile Doctors Limited and MDL Medical Administration Limited and a cross guarantee with Mobile Doctors Limited and MDL Medical Administration Limited

Other loans also include an amount of £106,000 within one year *(2010 £23,000 after more than one year and £93,000 within one year)* in relation to unsecured loan notes issued to Quindell Portfolio plc Interest is payable at the Lloyds TSB Bank Plc base rate plus 2%

Bank loans and overdrafts

All group facilities, obligations and liabilities with Lloyds TSB Bank Plc are secured by fixed and floating charges over the assets of Mobile Doctors Solutions Limited, Mobile Doctors Limited, and MDL Medical Administration Limited and an unlimited guarantee and set off agreement between these companies In addition the amounts are secured by the interests and rights granted in a subordination agreement together with a deed of priorities There are also deposit agreements in favour of Lloyds TSB Bank Plc and Keyman Insurance noting the interest of Lloyds TSB Bank Plc

9 Trade and other payables

	2011 £000	2010 £000
Current liabilities.		
Trade payables due to third parties	-	24
Trade payables due to related parties	**7,182**	6,243
Accruals and deferred income	**3**	3
	7,185	6,187

Notes *(continued)*

10 Share capital

	2011	2010
	£	£
Authorised		
71,111 Ordinary shares of £0 01 each	**1,111**	711
Cumulative preference shares of £0 01 each	**-**	400
	1,111	1,111
Issued and fully paid		
Ordinary shares of £0 01 each	**1,111**	711
Cumulative preference shares of £0 01 each	**-**	400
	1,111	1,111
Shares classified as liabilities	**-**	400
Shares classified as equity	**1,111**	711
	1,111	1,111

During the period the 40,000 Preferred Ordinary Shares in issue were converted to Ordinary Shares As a result, the shares previously classified as debt were re-classified as equity resulting in a credit of £400 to Ordinary Share Capital and a credit of £50,000 to the Share Premium account

11 Contingencies

In prior years, Mobile Doctors Solutions Limited issued secured loan notes of £3,950,000 which are secured by cross guarantees given by Mobile Doctors Limited and MDL Medical Administration Limited and by fixed and floating charges over all assets of Mobile Doctors Solutions Limited, Mobile Doctors Limited and MDL Medical Administration Limited The balance outstanding at 31 December 2011 is £796,000 *(2010 £1,635,000)*

All group facilities, obligations and liabilities with Lloyds TSB Bank Plc are secured by fixed and floating charges over all assets of Mobile Doctors Solutions Limited, Mobile Doctors Limited and MDL Medical Administration Limited and a guarantee and set off agreement between these companies

The invoice discounting facility held by Mobile Doctors Limited is secured by a cross guarantee and indemnity by Mobile Doctors Group Plc, Mobile Doctors Solutions Limited, Mobile Doctors Limited and MDL Medical Administration Limited and by fixed and floating charges over all assets of Mobile Doctors Limited and MDL Medical Administration Limited The balance owed to the invoice discounter at 31 December 2011 by Mobile Doctors Limited was £16,097,000 *(2010 £13,431,000)*

12 Related parties

Identity of related parties

The Company has a related party relationship with other group companies and with its directors

Transactions with key management personnel

The directors received no remuneration from the Company during the period *(2010 £nil)* The directors are remunerated through Mobile Doctors Limited Directors of the Company control less than 1% in aggregate *(2010 34 2%)* of the voting shares of the Company

Notes *(continued)*

12 Related Parties (continued)

Transactions with other group companies

As part of its normal operating activities, the Company enters into transactions with other group undertakings This includes the receipt and provision of financing in the form of loans, in addition to trading activities such as the receipt and provision of goods or services to group companies Loans received from group undertakings and provided to group undertakings are interest free and repayable on demand As a result, no discounting is applied to these balances

During the year, finance and operating expenses of the Company were settled by and the Company surrendered tax losses to its subsidiaries and other group companies The amounts and balances of these transactions are shown below

	Transactions 2011 £000	**Balance 2011 £000**	Transactions 2010 £000	Balance 2010 £000
Transactions with:				
Subsidiaries	**(939)**	**(7,182)**	(852)	(6,243)
Parent	**5**	**5**	-	-
Other group undertakings	**(897)**	**(897)**	-	-

13 Financial instruments

Overview

The Company has exposure to the following risks from its use of financial instruments

- Liquidity risk
- Interest rate risk

This note presents information about the Company's exposure to each of the above risks, the Company's objectives, policies and processes for measuring and managing risk, and the Company's management of capital Further quantitative disclosures are included throughout these financial statements

The Board of Directors has overall responsibility for the establishment and oversight of the Company's risk management framework The Company's risk management policies are established to identify and analyse the risks faced by the Company, to set appropriate risk limits and controls, and to monitor risks and adherence to limits Risk management policies and systems are reviewed regularly to reflect changes in market conditions and the Company's activities The Company, through its training and management standards and procedures, aims to develop a disciplined and constructive control environment in which all employees understand their roles and obligations

Liquidity risk

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due The Company's liquidity risk is managed within the Mobile Doctors Group policy The Group's approach to managing liquidity is to ensure, as far as possible, that it will always have sufficient liquidity to meet its liabilities when due, under both normal and stressed conditions, without incurring unacceptable losses or risking damage to any group company's reputation

Typically the Group ensures that it has sufficient cash on demand to meet expected operational expenses for a period of 12 weeks, including the servicing of financial obligations This excludes the potential impact of extreme circumstances that cannot reasonably be predicted, such as natural disasters The Group has access to an invoice discounting facility of up to £18 5m secured against trade receivables which can be drawn down to meet short term financing needs

Notes *(continued)*

13 Financial instruments *(continued)*

The following are the contractual maturities of financial liabilities, including estimated interest payments

At 31 December 2011	Carrying amount £000	Contractual cash flows £000	Less than 1 year £000	Between 1 and 5 years £000	More than 5 years £000
Non-derivative financial liabilities					
Secured bank loans	793	(874)	(874)	-	-
Other loans	106	(119)	(119)	-	-
Shares classified as debt	-	-	-	-	-
Trade and other payables	3	(3)	(3)	-	-
	902	(996)	(996)	-	-

At 30 November 2010	Carrying amount £000	Contractual cash flows £000	Less than 1 year £000	Between 1 and 5 years £000	More than 5 years £000
Non-derivative financial liabilities:					
Secured bank loans	1,635	(1,679)	(815)	(864)	-
Other loans	116	(121)	(93)	(28)	-
Shares classified as debt	50	(50)	-	-	(50)
Trade and other payables	27	(27)	(27)	-	-
	1,828	(1,877)	(935)	(892)	(50)

Interest rate risk

The Company is exposed to risk as a result of changes in the base rate of interest Based on its assessment of interest rates prevailing at the reporting date, the Company does not use fixed rate instruments to hedge this risk At the reporting date the interest rate profile of the Company's interest-bearing financial instruments was as follows

	2011 £000	2010 £000
Variable rate instruments – carrying amount	899	1,751

Cash flow sensitivity for variable rate instruments

An increase of 100 basis points in interest rates at the reporting date would have decreased equity and profit and loss by the amounts shown below This analysis assumes that all other variables remain constant

Effect of change of 100bp in interest rates	2011 £000	2010 £000
Variable rate instruments	13	22

Fair values

The fair values of all financial assets and liabilities are represented by their carrying amounts

Notes *(continued)*

14 Ultimate parent company and parent company of larger group

The immediate parent undertaking is Mobile Doctors Group Plc, a company incorporated in England and Wales

The ultimate parent company is Quindell Portfolio Plc, a company incorporated in England and Wales

The largest and smallest group in which the results of the Company are consolidated is that headed by Quindell Portfolio Plc The consolidated financial statements of this company are available to the public and may be obtained from the registered office, Quob Park, Titchfield Lane, Fareham, Hampshire, PO17 5PG