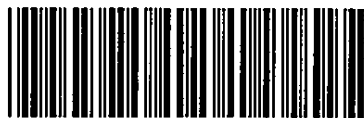


NU LOCAL CARE CENTRES (WEST PARK) LIMITED

Registered in England No: 4364918

ANNUAL REPORT AND FINANCIAL STATEMENTS 2011

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NU Local Care Centres (West Park) Limited

Directors and Officers

Directors:

P F Ellis
C J W Laxton
I B Womack

Officer – Company Secretary

Aviva Company Secretarial Services Limited
St Helen's
1 Undershaft
London
EC3P 3DQ

Auditor

Ernst & Young LLP
1 More London Place
London
SE1 2AF

Bankers

Bank of Scotland
London Chief Office
38 Threadneedle Street
London
EC2P 2EH

Registered Office

No 1 Poultry
London
EC2R 38EJ

Company Number

Registered in England and Wales No 4364918

Other Information

NU Local Care Centres (West Park) Limited (the 'Company') is a member of the Aviva plc group of companies (the 'Group')

Directors Report

For the year ended 31 December 2011

The directors present their annual report and the audited financial statements for the Company for the year ended 31 December 2011

Directors

The current directors and those in office during the year are as follows

P F Ellis
C J W Laxton
I B Womack

Principal Activities

The Company's principal activity is to provide facilities management services to a mental health unit constructed under a private finance initiative ("PFI") with the Durham and Darlington Priority Services NHS Trust

On 24 December 2010 Durham and Darlington Priority Services NHS Trust voluntarily terminated their PFI lease. On termination the Trust paid to Norwich Union Public Private Partnership ("NUPPP") the sum of £18,599,284. Following the termination and the repayment of capital it is now the intention of the directors to liquidate the Company.

Business Review

Financial Position and Performance

The financial position of the Company at 31 December 2011 is shown in the Balance Sheet on page 9, with trading results shown in the Profit and Loss account on page 8.

Key performance indicators

The directors consider that the key performance indicator for the Company's business is post tax profit. A post tax loss of £14,993 was reported for the year (2010 loss £1,261,401).

Results and dividends

The trading results for the year and the Company's financial position at the end of the year are shown in the attached financial statements.

The directors do not recommend the payment of a dividend for the financial year ending 31 December 2011 (2010 £nil).

Going Concern

The Company's financial statements have been prepared on a break up basis in accordance with the intention to liquidate the Company.

Risk and capital management policies

(a) Approach to risk and capital management

The Company operates within the governance structure and priority framework of the Aviva Group. Details of Aviva plc's governance framework are contained in the financial statements of Aviva plc.

(b) Management of financial and non-financial risks

Credit risk is reduced by the Company having a fixed long term PFI agreement with the Durham and Darlington Priority Services NHS Trust.

Operational risk would arise as a result of inadequate or failed internal processes, people or systems, or from external events. Details of Aviva plc's approach to operational risk are set out in the financial statements of Aviva plc.

As with other risk categories, line management of business areas have primary responsibility for the effective identification, management, monitoring and reporting of risks in accordance with Aviva Group policies. The Company's risk management function provides support and independent challenge on the completeness, accuracy and consistency of risk assessments, and the adequacy of mitigating action plans.

(c) Capital management

Aviva plc maintains an efficient capital structure, which is consistent with its risk profile and the regulatory and market requirements of its business. Details of the Aviva plc capital management process are contained in the financial statements of Aviva plc.

The directors do not believe that there are any material risks facing the Company.

Creditor payment policy and practice

It is the Company's policy that payment to suppliers for goods and services to the company are made approximately 30 days from receipt of valid invoice unless agreed otherwise as part of a contractual agreement.

Employees

The Company has no employees.

Disclosure of information to the auditor

Each person who was a director of the Company on the date that this report was approved, confirms that so far as the director is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing their report, of which the auditor is unaware. Each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information.

Auditors

Following a competitive tender process by Aviva plc, PricewaterhouseCoopers LLP are to be proposed as auditor to the Company. Ernst & Young LLP will resign as auditor with effect from the receipt by the Company of a letter of resignation from Ernst & Young LLP subsequent to their signing of the Auditor's Report, and the Company will appoint PricewaterhouseCoopers LLP as auditor to the Company in accordance with the provisions of the Companies Act 2006. However, the change of auditor for the Company will be subject to investor approval (if required) being obtained in relation to the appointment of PricewaterhouseCoopers LLP as auditors to Norwich Union Public Private Partnership Fund by Aviva Investors Global Services Limited as Fund Manager.

Directors' liabilities

Aviva Plc, the Company's ultimate parent, has granted an indemnity to the directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Company Act 1985, which continue to apply in relation to any provision made before 1 October 2007

This indemnity was granted in 2004 and the provisions in the Company's articles of association constitute "qualifying third party indemnities" for the purposes of sections 309A to 309C of the Companies Act 1985. These qualifying third party indemnity provisions remain in force as at the date of approving the Directors' Report by virtue of paragraph 15, Schedule 3 of The Companies Act 2006 (Commencement No 3, Consequential Amendments, Transitional Provisions and Savings) Order 2007

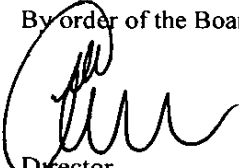
Statement of Directors' Responsibilities

The directors are required to prepare financial statements for each accounting period that comply with the relevant provisions of the Companies Act 2006 and United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), and which present fairly the financial position, financial performance and cash flows of the Company at the end of the accounting period. In preparing these financial statements, the Directors are required to

- select suitable accounting policies and verify they are applied consistently in preparing the financial statements on a going concern basis unless it is inappropriate to presume that the Company will continue in business,
- present information, including accounting policies, in a manner that provides relevant, reliable, comparable and understandable information,
- provide additional disclosures when compliance with the specific requirements in United Kingdom Generally Accepted Accounting is insufficient to enable users to understand the impact of particular transactions, other events and conditions on the Company's financial position and financial performance, and
- state that the Company has complied with applicable United Kingdom Generally Accepted Accounting practices, subject to any material departures disclosed and explained in the financial statements

The directors are responsible for maintaining adequate accounting records which are intended to disclose with reasonable accuracy, the financial position of the Company at that time. They are also ultimately responsible for the systems of internal control maintained for safeguarding the assets of the Company and for the prevention and detection of fraud and other irregularities.

By order of the Board 3/7/ 2012


Director
C.J.W. LAXTON

Auditors' Report

Independent auditors' report to the members of NU Local Care Centres (West Park) Limited

We have audited the financial statements of NU Local Care Centres (West Park) Limited for the year ended 31st December 2011 which comprise the Profit and Loss Account, the Balance Sheet, and the related notes 1 to 14. 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). The financial statements have been prepared on a break-up basis as disclosed in note 1.

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 5, 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 Annual Report and Financial Statements 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.

Auditors' 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 2011 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been properly prepared in accordance with the requirements of the Companies Act 2006

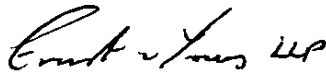
Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Opinion 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,
- we have not received all the information and explanations we require for our audit, or



James Stuart (Senior Statutory Auditor)
for and on behalf of Ernst & Young LLP,
Statutory Auditor
London, United Kingdom

5/1/2012

Profit and loss account

for the year ended 31 December 2011

	Note	2010 £	2009 £
Turnover	2	-	2,024,992
Cost of sales		1,726	(1,814,078)
Gross profit		1,726	210,914
Administrative expenses	3	(10,054)	(1,236,048)
Operating loss		(8,328)	(1,025,134)
Interest receivable/payable expense	5	400	(46,267)
Loss on ordinary activities before taxation		(7,928)	(1,071,401)
Tax on loss on ordinary activities	6	-	-
Profit/(loss) on ordinary activities after taxation		(7,928)	(1,071,401)
Distributions		(7,065)	(190,000)
Loss for the financial year		(14,993)	(1,261,401)

All amounts reported in the profit and loss account relate to continuing operations

There are no recognised gains or losses in the period other than the profit for the financial period

The notes on pages 10 to 13 form an integral part of these financial statements

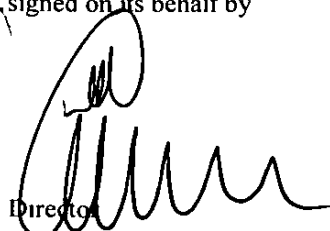
Balance Sheet

as at 31 December 2011

	Note	2011 £	2010 £
Current assets			
Debtors amounts falling due within one year	7	-	617,336
Other current assets	8	-	1
Cash at bank and in hand		-	483,780
Total Current assets		-	1,101,117
Total current liabilities			
Creditors amounts falling due within one year	9	-	(1,086,124)
Liabilities to shareholders			
Share capital	10	(1)	(1)
Retained earnings		1	(14,992)
Total liabilities to shareholders	11	-	(14,993)
Total liabilities		-	(1,101,117)

The financial statements were approved and authorised for issue by the Board on
signed on its behalf by

3/7/ 2012 and


Director
CJW LAXTON

The notes on pages 10 to 13 form an integral part of these financial statements

Notes to the financial statements

for the year ended 31 December 2011

1. Accounting policies

a) Basis of preparation

The financial statements have been prepared under the historical cost convention, the accounting policies set out below, and in accordance with the Companies Act 2006 and applicable United Kingdom accounting standards

The financial statements are prepared on a break up basis to reflect the Company's intention to terminate. The principle accounting policies are set out below and remain materially unchanged from prior years on the basis that assets and liabilities are stated at amounts that materially equate to their realisable value

b) Cash flow statement

The Company is a wholly owned subsidiary of the Norwich Union Public Private Partnership Fund and is included in the consolidated financial statements of that entity. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 (Revised)

c) Deferred tax

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19. Deferred tax assets are recognised to the extent that it is regarded as more likely than not profits will be available against which they can be realised

d) Receivables and other financial assets

Receivables are recognised and carried at the lower of their originally invoiced value and recoverable amount. Where the time value of money is material the receivables are carried at amortised cost. Provisions are made where there is objective evidence that the amount will not be recovered in full

e) Other payables

Other payables are recognised on an accruals basis

2. Turnover

Turnover which excludes value added tax, represents rents and service charges due for the year, amounts invoiced in respect of facilities management services provided, and other income earned under Private Finance Initiatives ("PFI") concession agreements

3. Administrative expenses

Audit fees of £4,500 (2010: £4,410) have been accrued for the year

	2011 £	2010 £
Audit fees	(4,500)	(4,410)
Sundry	(5,006)	(40)
A&OM fees	-	(1,231,598)
Total administrative expenses	(9,506)	(1,236,048)

The directors received no emoluments for services to the Company for the financial year (2010: £nil)

4. Particulars of employees

The Company had no employees during the financial year (2010: nil)

Notes to the financial statements
for the year ended 31 December 2011

5 Interest receivable

	2011 £	2010 £
Bank interest	400	(46,267)
Total interest receivable on bank deposits	400	(46,267)

6. Taxation

Factors affecting current tax charge for the year

	2011 £	2010 £
Loss on ordinary activities before tax	(7,928)	(1,071,401)
Current charge/(credit) at standard UK corporation tax rate of 26.5% (2010 28%)	(2,101)	(299,992)
Effects of		
UK Corporation tax in respect of prior periods	-	-
Short term timing differences	2,101	3,289
Capital allowances in excess of depreciation	-	(1,179)
Group relief	-	297,882
Current tax charge/(credit) on ordinary activities for the year	-	-

	2011 £	2010 £
Short term timing differences	-	-
Accelerated capital allowances	-	-
Deferred tax asset not provided	-	-

The prior year deferred tax assets were not recognised because there was insufficient evidence under FRS 19 as to the availability of suitable taxable profits in the foreseeable future

7. Debtors: amounts falling due within one year

	2011 £	2010 £
Due within one year		
Amounts owed by other group companies	-	617,336
Total debtors amounts falling due within one year	-	617,336

8. Other current assets

	2011 £	2010 £
Prepayments	-	-
Accrued income	-	1
Total other current assets	-	1

Notes to the financial statements

for the year ended 31 December 2011

9. Creditors due within one year

	2011 £	2010 £
Trade creditors	-	(4,798)
Amounts due to other group companies	-	(946,395)
Sundry creditors – taxation	-	-
Sundry creditors	-	(109,945)
Accruals and deferred income	-	(24,986)
Total creditors due within one year	-	(1,086,124)

10. Share capital

	2011 £	2010 £
The allotted, called up and fully paid share capital of the Company as at 31 December was		
1 ordinary share of £1 each	1	1
Total allotted, called up and fully paid up share capital	1	1

11. Reconciliation of movement in shareholders' funds

	Share capital £	Retained earnings £	Total £
At 1 January 2011	1	14,992	14,993
Retained loss for the financial year	-	(14,993)	(14,993)
At 31 December 2011	1	(1)	-

12. Contingent liabilities and capital commitments

There were no contingent liabilities or commitments at the balance sheet date (2010 £nil)

13. Related party transactions

The Company, being an indirect wholly owned subsidiary of Norwich Union Public Private Partnership Fund, has taken advantage of the exemption under the terms of Financial Reporting Standard 8 from disclosing related party transactions with entities that are part of the Norwich Union Public Private Partnership Fund group

Copies of the financial statements of the Norwich Union Public Private Partnership Fund (NUPPP) are available on application to the Company Secretary, Aviva Investors, No 1 Poultry, London EC2R 8EJ

Notes to the financial statements
for the year ended 31 December 2011

14. Parent and ultimate controlling entity

The immediate parent entity is NU 3PS Limited

The ultimate controlling entity is Aviva plc whose registered office is situated at St Helen's, 1 Undershaft, London EC3P 3DQ

Aviva plc's consolidated financial statements are available on application to the

Group Company Secretary

Aviva plc
St Helen's
1 Undershaft
London
EC3P 3DQ

and are available on the Aviva plc website at www.aviva.com