

Bupa Home Healthcare Group Limited
(Registered Number: 4813070)

Directors' Report and Financial Statements

For the year ended 31 December 2009



Bupa Home Healthcare Group Limited

Contents

	Page
Directors' report	1
Statement of Directors' Responsibilities in respect of the Directors' Report and Financial Statements	3
Independent Auditors' report to the members of Bupa Home Healthcare Group Limited	4
Profit and loss account	6
Balance sheet	7
Notes forming part of the financial statements	8

Registered number (4813070)

Bupa Home Healthcare Group Limited

Directors and other company details

Directors

Mr N T Beazley
Mr M A Merchant
Mr S M Los
Mr S D Sheehy
Mr S D Flanagan

Secretary and registered office

Bupa Secretaries Limited
Bupa House
15-19 Bloomsbury Way
London WC1A 2BA

Auditors

KPMG Audit Plc
6 Lower Brook Street
Ipswich IP4 1AP

Bupa Home Healthcare Group Limited

Directors' report for the year ended 31 December 2009

The directors present their report together with the audited financial statements for the year ended 31 December 2009

Principal activity

The principal activity of the company is to act as a holding company for the Bupa Home Healthcare group of companies

Results

The loss before tax is £1,152,000 (2008 £2,918,000) The Company incurred interest charges on loan finance provided by group companies

Dividends

No dividend is proposed for 2009 (2008 nil)

Development

No changes to the activities of the Company took place during the year

Future outlook

The directors remain confident that the current activity will be maintained

Key performance indicators

As a result of the straight forward nature of the business, the directors do not consider the disclosure of KPIs necessary to provide an understanding of the development, performance or position of the business

Directors

The directors of the Company during the year and subsequently were

Mr N T Beazley

Mr F A Kee (resigned 30 July 2010)

Mr F D Gregory (resigned 21 June 2010)

Mr S D Sheehy

Mr M A Merchant

Mr S D Flanagan

Mr S M Los (appointed 21 June 2010)

Bupa Home Healthcare Group Limited

Directors' report for the year ended 31 December 2009 (continued)

Conversion to IFRS

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.

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.

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.

Creditor payment policy

The Company gets all its supplies from fellow Group subsidiaries, therefore no policy exists for the payment of external suppliers.

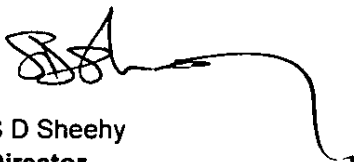
Basis of preparation

The financial statements have been prepared on a going concern basis in view of a letter of support from Bupa Finance Plc. Audit fees have not been disclosed as they are disclosed in the consolidated accounts for the group.

Auditors

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG Audit Plc will therefore continue in office.

By order of the Board



S D Sheehy
Director

28 September 2010

Bupa Home Healthcare Group 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)

Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing 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 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 the 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.

Bupa Home Healthcare Group Limited

Independent auditors' report to the members of Bupa Home Healthcare Group Limited

We have audited the financial statements of Bupa Home Healthcare Group Limited for the year ended 31 December 2009 set out on pages 6 to 12. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' 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 3, 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 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

A description of the scope of an audit of financial statements is provided on the APB's web-site at www.frc.org.uk/apb/scope/UKNP

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 2009 and of its loss for the year then ended,
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been 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.

Bupa Home Healthcare Group Limited

Independent auditors' report to the members of Bupa Home Healthcare Group Limited (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit

S Beavis

S Beavis (Senior Statutory Auditor)

for and on behalf of KPMG Audit Plc, Statutory Auditor

Chartered Accountants

6 Lower Brook Street

Ipswich

IP4 1AP

United Kingdom

28 September 2010

Bupa Home Healthcare Group Limited

Profit and loss account for the year ended 31 December 2009

		Year ended 31 Dec 2009	Year ended 31 Dec 2008
	<i>Note</i>	£'000	£'000
Net interest payable and similar changes	3	(1,152)	(2,918)
Loss on ordinary activities before taxation		(1,152)	(2,918)
Taxation on loss from ordinary activities	4	323	944
Loss for the year		(829)	(1,974)

All amounts relate to continuing activities

All recognised gains and losses are included in the profit and loss account

There were no material differences between the results as disclosed in the profit and loss account and that given by an unmodified historical cost basis during the period

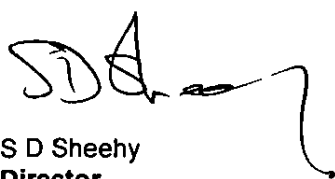
The notes on pages 8 to 12 form part of these financial statements

Bupa Home Healthcare Group Limited**Balance sheet
as at 31 December 2009**

	<i>Note</i>	31 Dec 2009 £'000	31 Dec 2008 £'000
Fixed assets			
Investments	5	29,449	29,449
Current Assets			
Debtors	6	1,433	1,865
Creditors - amounts falling due within one year	7	(47,126)	(46,729)
Net current liabilities		(45,693)	(44,864)
Net liabilities		(16,244)	(15,415)
Capital and reserves			
Called up share capital	8	19	19
Share premium account	9	1,896	1,896
Profit and loss account	9	(18,159)	(17,330)
Shareholders' deficit		(16,244)	(15,415)

The notes on pages 8 to 12 form part of these financial statements

The financial statements were approved by the Board on 28 September 2010 and were signed on its behalf by



**S D Sheehy
Director**

Bupa Home Healthcare Group Limited

Notes forming part of the financial statements for the year ended 31 December 2009

1 Accounting policies

The financial statements are prepared on the going concern basis in view of a letter of support from the immediate parent company, under the historical cost convention, and are in accordance with applicable UK accounting standards and the Companies Act 2006

The following principal accounting policies have been applied consistently

Investments

Investments in subsidiary undertakings are held at cost less any provisions for impairments

Taxation

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

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be taxable profits from which the underlying timing differences can be deducted. Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the years in which timing differences reverse

Bupa Home Healthcare Group Limited**Notes forming part of the financial statements
for the year ended 31 December 2009 (continued)****2 Directors**

No remuneration was paid to any directors for the year (2008 £nil)

3 Net interest payable and similar charges

	Year ended 31 Dec 2009 £'000	Year ended 31 Dec 2008 £'000
Amounts payable to group undertakings	(1,152)	(2,918)
Net interest payable	(1,152)	(2,918)

4 Taxation on loss from ordinary activities**(a) Analysis of credit in period**

	Year ended 31 Dec 2009 £'000	Year ended 31 Dec 2008 £'000
Current tax		
UK corporation tax on losses of the period	(323)	(831)
Adjustment in relation to prior year	-	(190)
	(323)	(1,021)
Deferred tax		
Origination and reversal of timing differences	-	77
Taxation on loss on ordinary activities	(323)	(944)

Bupa Home Healthcare Group Limited

Notes forming part of the financial statements for the year ended 31 December 2009 (continued)

4 Taxation on loss from ordinary activities (continued)

(b) Factors affecting tax credit for period

The tax assessment for the period is in line with the 2009 rate of corporation tax in the UK of 28.5% (2008: 28%). The differences are explained below

	Year ended 31 Dec 2009	Year ended 31 Dec 2008
	£'000	£'000
Loss on ordinary activities before tax	(1,152)	(2,918)
Tax credit on loss on ordinary activities at 28% (2008: 28.5%)	(323)	(831)
Effects of Adjustments to tax credit in respect of prior periods	-	(190)
Current tax credit for period	(323)	(1,021)

5 Investments

	Unlisted investment £'000
Cost and net book value	
Investments held in the Company's books as at 31 December 2008 and 31 December 2009	29,449

The Company has a wholly owned subsidiary Bupa Home Healthcare Holdings Limited, which in turn has a wholly owned subsidiary (including voting rights), Bupa Home Healthcare Limited. Bupa Home Healthcare Limited had five wholly owned subsidiaries (including voting rights), Clinovia Healthcare Services Limited, Guardian Care Support Services Limited, Guardian Homecare UK Limited, Betacare Limited, and Integrity Healthcare Services Limited. Guardian Homecare UK Limited also wholly owns Guardian Homecare (Surrey & Mid-Sussex) Limited. All the subsidiaries are registered in England and Wales. On 8th March 2010, Bupa Home Healthcare sold Betacare Limited and Guardian Care Support Services Limited to Guardian Homecare UK Limited. On 22 March 2010, Betacare Limited changed its name to Guardian Homecare Kent Limited and Guardian Care Support Services Limited changed its name to Guardian Homecare Essex Limited.

The principal activity of Bupa Home Healthcare Limited, the principal trading subsidiary, is the supply of healthcare services.

Bupa Home Healthcare Group Limited

Notes forming part of the financial statements for the year ended 31 December 2009 (continued)

6 Debtors

	31 Dec 2009 £'000	31 Dec 2008 £'000
Amounts owed by group undertakings	1,433	1,865
	1,433	1,865

Amounts owed by group undertakings are unsecured and repayable on demand

7 Creditors: amounts falling due within one year

	31 Dec 2009 £'000	31 Dec 2008 £'000
Amounts owed to group undertakings	47,126	46,729

Amounts owed to group undertakings are unsecured and repayable on demand. Interest is charged at LIBOR plus 0.5% for amounts owed to Bupa Finance PLC.

8 Share capital

	31 Dec 2009 £'000	31 Dec 2008 £'000
Authorised		
'A' Ordinary shares of £0.01 each – 400,000 shares	4	4
'B' Ordinary shares of £0.01 each – 1,561,905 shares	16	16
Allotted and fully paid		
'A' Ordinary shares of £0.01 each – 400,000 shares	4	4
'B' Ordinary shares of £0.01 each – 1,544,627 shares	15	15
	19	19

'A' and 'B' Shareholders are entitled to one vote per share. In the occurrence of certain events the 'B' shares shall be deemed to represent 95% of the voting rights attached to all shares.

The 'A' and 'B' shares rank *pari passu* in all other respects.

Bupa Home Healthcare Group Limited

Notes forming part of the financial statements for the year ended 31 December 2009 (continued)

9 Reserves

	Share premium £'000	Profit and loss account £'000
Company		
At 1 January 2009	1,896	(17,330)
Loss for the year	-	(829)
At 31 December 2009	1,896	(18,159)

10 Cash flow statement

The Company is a wholly-owned subsidiary of The British United Provident Association Limited ('Bupa') and is included in the consolidated financial statements of Bupa, which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 (Revised 1996).

11 Related party transactions

As a wholly owned subsidiary of Bupa, advantage has been taken of the exemption afforded by Financial Reporting Standard 8 from disclosing related party transactions with Bupa and other group companies. There are no other related party transactions.

12 Immediate and Ultimate Parent Company

The Company is a subsidiary undertaking of Bupa Finance Plc, which is registered in England and Wales.

The largest group in which the results are consolidated is that headed by The British United Provident Association Limited (Bupa), which is registered in England and Wales. The smallest group in which they are consolidated is that headed by Bupa Finance Plc, which is registered in England and Wales. No other group financial statements include the results of the company. The consolidated financial statements of these groups are available to the public from The Registrar of Companies, Cardiff, CF14 3UZ.