

UnitedHealth Primary Care Limited

Report and Accounts

31 December 2009



UnitedHealth Primary Care Limited

REGISTERED NO 5770108

DIRECTORS

Peter Smith OBE (Resigned 29/05/2009)
David Boyer Ostler
Lee Don Valenta

SECRETARY

Brigid Spicola

AUDITORS

Mazars LLP
The Pinnacle
160 Midsummer Boulevard
Central Milton Keynes
MK9 1FF

BANKERS

Natwest
Abbey Gardens
4 Abbey Street
Reading
RG1 3BA

REGISTERED OFFICE

Star House
20 Grenfell Road
Maidenhead
Berkshire
SL6 1EH

UnitedHealth Primary Care Limited

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UnitedHealth Primary Care Limited

DIRECTORS' REPORT

The directors present their report and accounts for the year to 31 December 2009

RESULTS AND DIVIDENDS

The company's loss for the year, after taxation, amounted to £1,987,641 (2008 £1,061,925) The directors do not recommend the payment of a dividend

PRINCIPAL ACTIVITY AND REVIEW OF BUSINESS

UnitedHealth Primary Care Limited and UnitedHealth Primary Care Plus Limited were formed to act as the operating entities for UnitedHealth Europe's primary care delivery business interests This involves the provision and delivery of primary care medical services under Alternative Provider Medical Services contracts

Both the level of business and the year end financial position were satisfactory, and the directors expect that the present level of activity will be sustained for the foreseeable future

The directors are of the opinion that any analysis of KPI's, along with an analysis of credit, price, liquidity and business risks is not material to an understanding of the company given the straightforward nature of the business and the ongoing support of the parent company

DIRECTORS

The directors who served during the year and to the date of this report and their interests in the share capital of the company were as follows

Peter Smith OBE (resigned 29 May 2009)

David Boyer Ostler

Lee Don Valenta

EMPLOYEES

It is company policy to provide and promote equal opportunities to employees and applicants for employment Full and fair consideration is given to applications for employment made by disabled persons, having regard to their particular aptitudes and abilities Employees who become disabled are retained in their existing positions or retrained for alternative posts

GOING CONCERN

The company's business activities, together with the factors likely to affect its future development, performance and position are set out above The financial position of the company and liquidity position are outlined in the Profit and Loss account and Balance Sheet on pages 4-5

The company has sufficient financial resources for its operations and also ongoing support from its parent company As a consequence, the directors believe that the company is well placed to manage its business risks despite the current uncertain economic outlook The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements

POST BALANCE SHEET EVENTS

Following the year end, the company issued 3,076,110 ordinary shares at par in return for the forgiveness of an intercompany debt owing to the immediate parent company

AUDITORS

In accordance with section 487(2) of the Companies Act 2006, a resolution proposing that Mazars LLP be re-appointed will be put to the Annual General Meeting

UnitedHealth Primary Care Limited

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

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 accounts for each financial year. Under that law directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards 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 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 judgements and estimates that are reasonable and prudent,
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

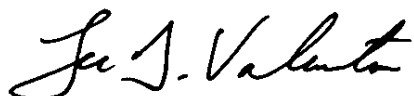
The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

STATEMENT OF DISCLOSURE OF INFORMATION TO AUDITORS

- (a) so far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware, and
- (b) they have taken all the steps that they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

These financial statements have been prepared in accordance with the special provisions of s414(3) of the Companies Act 2006 relating to small companies.

On behalf of the Board on 30 September 2010



Lee Don Valenta
Director

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF UNITEDHEALTH
PRIMARY CARE LIMITED (COMPANY REGISTRATION NUMBER: 5770108)**

We have audited the financial statements of UnitedHealth Primary Care Limited for the year ended 31 December 2009 which comprise the Profit and Loss Account, the Balance Sheet and the related notes. 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).

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 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. 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.

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 THE 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 United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

OPINION ON THE 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.

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.



Mazars LLP, Chartered Accountants (Statutory auditor)
Gregory John Hall (Senior statutory auditor)
The Pinnacle, 160 Midsummer Boulevard
Milton Keynes
MK9 1FF

Date 5 October 2010

UnitedHealth Primary Care Limited

PROFIT AND LOSS ACCOUNT

For the year ended 31 December 2009

	Notes	2009 £	2008 £
TURNOVER	2	2,301,747	1,714,007
Cost of sales		(2,287,052)	(1,509,535)
Gross Profit		<u>14,695</u>	<u>204,472</u>
Administrative expenses		(2,002,336)	(1,266,397)
OPERATING LOSS	3	<u>(1,987,641)</u>	<u>(1,061,925)</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		<u>(1,987,641)</u>	<u>(1,061,925)</u>
Tax on loss on ordinary activities	5	-	-
LOSS FOR THE FINANCIAL YEAR	11	<u>(1,987,641)</u>	<u>(1,061,925)</u>

The result for the year has been calculated on the historical cost basis

The company has no recognised gains or losses for the year other than the results set out above

The company's turnover and expenses all relate to continuing operations

UnitedHealth Primary Care Limited Company No. 5770108

BALANCE SHEET

at 31 December 2009

	Notes	2009 £	2008 £
Fixed Assets			
Tangible assets	6	60,204	46,520
Current assets			
Debtors	7	137,153	237,620
Cash at bank and in hand		217,346	75,019
		<u>354,499</u>	<u>312,639</u>
Creditors: Amounts falling due within one year	8	(3,461,407)	(1,418,222)
Net current liabilities		<u>(3,106,908)</u>	<u>(1,105,583)</u>
Total assets less current liabilities		(3,046,704)	(1,059,063)
Provisions for liabilities and charges	9	-	-
Net liabilities		<u>(3,046,704)</u>	<u>(1,059,063)</u>
Capital and reserves			
Called up share capital	10, 11	200,600	200,600
Share premium account	11	499,500	499,500
Profit and loss account	11	(3,746,804)	(1,759,163)
Shareholders' deficit		<u>(3,046,704)</u>	<u>(1,059,063)</u>

These financial statements have been prepared in accordance with the special provisions of s414(3) of the Companies Act 2006 relating to small companies

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



Lee Don Valenta
Director

Dated 30 September 2010

UnitedHealth Primary Care Limited

NOTES TO THE FINANCIAL STATEMENTS

at 31 December 2009

1 ACCOUNTING POLICIES

Accounting convention

The accounts are prepared under the historical cost convention and in accordance with applicable accounting standards

Going Concern

These financial statements have been prepared on a going concern basis. The immediate parent company, United Healthcare Services Inc, has indicated its continuing support for a period of not less than twelve months from the date of signing the accounts. The directors therefore believe it is appropriate to prepare the accounts on a going concern basis.

Turnover

Turnover comprises the value of work done or services supplied by the company, exclusive of VAT.

Depreciation

Depreciation is provided on all tangible fixed assets, at rates calculated to write off the cost, less estimated residual value, of each asset over its expected useful life, as follows:

Fixtures and fittings	5 years
Equipment	3 - 5 years

Tangible assets are reviewed for impairment whenever events or changes indicate that the carrying amount of the asset may not be recoverable. In such instances the net book value of the asset is written down to fair value.

Deferred taxation

Deferred taxation is provided in respect of all timing differences at the rates of tax expected to apply when the timing differences reverse. Deferred tax assets are recognised to the extent that it is regarded that it is more likely than not that they will be recovered. The company does not discount any of its deferred tax liabilities or assets.

Pensions

The company has established a grouped personal pension scheme. It makes payments on a defined contribution basis on behalf of employees either into this scheme or into their own personal pension schemes. These payments are charged to the profit and loss account in the period to which they relate.

Leasing commitments

Rentals paid under operating leases are charged to income on a straight-line basis over the lease term.

2 TURNOVER

An analysis of turnover by class of business and geographical location is not presented as, in the opinion of the directors, such disclosure would be prejudicial to the interests of the company.

3 OPERATING LOSS

This is stated after charging	2009	2008
	£	£
Auditors' remuneration	5,245	5,562
Auditors' remuneration for non-audit services	2,500	1,500
Depreciation of owned fixed assets	15,587	9,936
Operating lease rentals		
- land and buildings	30,000	30,000

UnitedHealth Primary Care Limited

NOTES TO THE FINANCIAL STATEMENTS

at 31 December 2009

4 STAFF COSTS

	2009 £	2008 £
Wages and salaries	1,741,608	1,217,314
Social security costs	166,661	112,610
Other pension costs	378,783	256,531
	<u>2,287,052</u>	<u>1,586,455</u>

The average weekly number of employees during the year was as follows

	No.	No.
Office and management	<u>47</u>	<u>33</u>

No directors received remuneration from the company during the year

5 TAX ON LOSS ON ORDINARY ACTIVITIES

(a) Analysis of charge in year	2009 £	2008 £
United Kingdom corporation tax at 28% (2008 28%)	-	-
Deferred tax	-	-
<i>Tax on loss on ordinary activities</i>	<u>-</u>	<u>-</u>

(b) Factors affecting tax charge for year

The tax assessed for the year differs from the standard rate of corporation tax in UK (28%)

The differences are

	2009 £	2008 £
<i>Loss on ordinary activities before tax</i>	(1,987,641)	(1,061,925)
<i>Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 28%</i>	(556,539)	(297,339)
<i>Expenses not deductible for tax purposes</i>	922	2,782
<i>Capital allowances in excess of depreciation</i>	4,380	12,942
<i>Other adjustments</i>	8,222	(1,864)
<i>Tax losses brought forward</i>	-	(106,667)
<i>Tax losses carried forward</i>	543,015	
<i>Tax losses utilised by other group companies</i>	-	390,146
<i>Tax on loss on ordinary activities</i>	<u>-</u>	<u>-</u>

UnitedHealth Primary Care Limited

NOTES TO THE FINANCIAL STATEMENTS

at 31 December 2009

6 TANGIBLE FIXED ASSETS

	Fixtures & Fittings £	Equipment £	Total £
Cost			
At 1 January 2008	47,157	17,555	64,712
Additions	15,095	14,176	29,271
At 31 December 2009	<u>62,252</u>	<u>31,731</u>	<u>93,983</u>
Depreciation			
At 1 January 2008	15,909	2,283	18,192
Charge in year	10,643	4,944	15,587
At 31 December 2009	<u>26,552</u>	<u>7,227</u>	<u>33,779</u>
Net book value			
At 31 December 2009	<u>35,700</u>	<u>24,504</u>	<u>60,204</u>
At 31 December 2008	<u>31,248</u>	<u>15,272</u>	<u>46,520</u>

7 DEBTORS

	2009 £	2008 £
Trade debtors	4,901	5,616
Other debtors	18,442	17,866
Prepayments and Accrued Income	79,062	17,803
Amounts recoverable on contracts	34,748	196,335
	<u>137,153</u>	<u>237,620</u>

8 CREDITORS: Amounts falling due within one year

	2009 £	2008 £
Trade creditors	9,667	-
Amounts due to immediate parent company	2,902,096	1,188,751
Amounts due to ultimate parent company	14,474	16,152
Amounts due to group companies	153,683	-
Other creditors	30,520	-
Other taxation and social security	65,066	52,449
Accruals	285,901	160,870
	<u>3,461,407</u>	<u>1,418,222</u>

9 PROVISIONS FOR LIABILITIES AND CHARGES

	Amount provided 2009 £	Amount unprovided 2009 £	Amount provided 2008 £	Amount unprovided 2008 £
<i>Deferred taxation</i>				
Excess of capital allowances over depreciation	-	(13,962)	-	(1,437)
Unutilised tax losses	-	(854,444)	-	-
	<u>-</u>	<u>(868,406)</u>	<u>-</u>	<u>(1,437)</u>

The deferred tax asset has not been recognised due to the uncertainty of future profits

UnitedHealth Primary Care Limited

NOTES TO THE FINANCIAL STATEMENTS

at 31 December 2009

10 SHARE CAPITAL

	Authorised 2009 No.	Allotted, called up and fully paid 2009 £	Authorised 2008 No.	Allotted, called up and fully paid 2008 £
At 31 December 2008 and 31 December 2009	<u>500,000</u>	<u>200,600</u>	<u>500,000</u>	<u>200,600</u>

11 RECONCILIATION OF SHAREHOLDER'S FUNDS AND MOVEMENTS ON RESERVES

	Share capital £	Profit and loss account £	Share premium £	Total £
At 1 January 2008	200,100	(697,238)	-	(497,138)
Share capital issued	500	-	499,500	500,000
Loss for the year	-	(1,061,925)	-	(1,061,925)
At 1 January 2009	<u>200,600</u>	<u>(1,759,163)</u>	<u>499,500</u>	<u>(1,059,063)</u>
Loss for the year	-	(1,987,641)	-	(1,987,641)
At 31 December 2009	<u>200,600</u>	<u>(3,746,804)</u>	<u>499,500</u>	<u>(3,046,704)</u>

12 OTHER FINANCIAL COMMITMENTS

	2009 £	2008 £
Land and buildings		
Operating leases which expire		
Within one year	-	-
Between two to five years	-	-
Greater than five years	30,000	30,000
	<u>30,000</u>	<u>30,000</u>

13 PENSION COMMITMENTS

The company makes payments to employees' own pension schemes. The assets of the schemes are held separately from the assets of the company in independently administered funds. The pension cost charge represents contributions payable to the schemes and amounted to £378,783 (2008 £256,531). £29,364 of pension contributions were payable to the scheme at the end of the year (2008 £nil).

14 RELATED PARTIES

The company has taken advantage of the exemption conferred by FRS 8 from the requirement to disclose transactions between wholly owned subsidiaries, whose voting rights are controlled within a group.

15 POST BALANCE SHEET EVENTS

Following the year end, the company issued 3,076,110 ordinary shares at par in return for the forgiveness of an intercompany debt owing to the immediate parent company.

UnitedHealth Primary Care Limited

NOTES TO THE FINANCIAL STATEMENTS

at 31 December 2009

16 ULTIMATE HOLDING COMPANY AND CONTROLLING PARTY

The directors consider the ultimate holding company and controlling party to be UnitedHealth Group Inc, a company incorporated in the United States. The accounts of the ultimate parent company are available from UnitedHealth Group, UnitedHealth Group Center, 9900 Bren Road East, Minnetonka, MN 55343 USA or on the World Wide Web at unitedhealthgroup.com

The group in which the results of the company are consolidated is that headed by UnitedHealth Group

