

Active Opco Limited  
Report and financial statements  
for the 8 month period ended 30 September 2007

Registered number 6088380



# Active Opco Limited

## Report and financial statements

for the 8 month period ended 30 September 2007

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# Active Opco Limited

## Directors' report for the 8 month period ended 30 September 2007

The directors present their report and the audited financial statements of the company for the 8 month period ended 30 September 2007

### Business review, principal activities and future developments

The company was incorporated on 7 February 2007. The principal activity of the company is the operating of a quality nursing home in the United Kingdom. There has been no significant change in the activities of the company during the period. There are no specific future developments to note.

### Results and dividends

There was a profit for the financial period amounting to £118,000. The directors do not recommend the payment of a dividend.

### Principal risks and uncertainties

From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of the group and are not managed separately. Accordingly, the principal risks and uncertainties of Southern Cross Healthcare Group PLC, which include those of the company, are discussed in the group's annual report which does not form part of this report.

### Key performance indicators ('KPIs')

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using KPIs is not necessary for an understanding of the development, performance or position of the business. The development, performance and position of Southern Cross Healthcare Group PLC, which includes the company, is discussed in the group's annual report which does not form part of this report.

### Directors

The directors who held office during the period and up to the date of signing the financial statements were as follows:

#### Directors

P H Scott	(appointed 7 February 2007, resigned 31 December 2007)
J Murray	(appointed 20 August 2007)
G Sizer	(appointed 7 February 2007, resigned 29 February 2008)
J Murphy	(appointed 7 February 2007)
W Colvin	(appointed 1 January 2008)
J Lock	(appointed 1 March 2008)

# Active Opco Limited

## Statement of directors' responsibilities

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial period. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 of the company for that period. In preparing those 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 financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business, in which case there should be supporting assumptions or qualifications as necessary

The directors confirm that they have complied with the above requirements in preparing the financial statements

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 the financial statements comply with the Companies Act 1985. 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

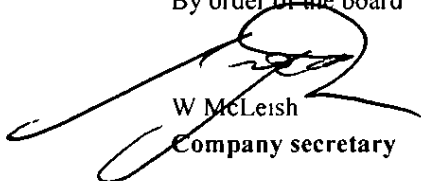
## Disclosure of information to auditors

Each director, as at the date of this report has confirmed that in so far as they are aware there is no relevant audit information (this is information needed by the company's auditors in connection with preparing their report) of which the company's auditors are unaware, and they have taken all steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

## Independent auditors

The independent auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office, and a resolution concerning their reappointment will be proposed at the Annual General Meeting

By order of the board



W McLeish  
Company secretary

13 June 2008

# **Active Opco Limited**

## **Independent auditors' report to the members of Active Opco Limited**

We have audited the financial statements of Active Opco Limited for the 8 month period ended 30 September 2007 which comprise the profit and loss account, the balance sheet, the statement of accounting policies and the related notes. These financial statements have been prepared under the accounting policies set out therein.

### **Respective responsibilities of directors and auditors**

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 also 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 judgements 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.

# Active Opco Limited

## Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 30 September 2007 and of its profit for the period 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

A handwritten signature in black ink, appearing to read 'PricewaterhouseCoopers' followed by a stylized 'UP' or similar mark.

PricewaterhouseCoopers LLP  
Chartered Accountants and Registered Auditors  
Newcastle upon Tyne

13 June 2008

## Active Opco Limited

### Profit and loss account for the 8 month period ended 30 September 2007

	Note	8 month period ended 30 September 2007 £'000
Turnover	1	373
Cost of sales		(182)
Gross profit		191
Administrative expenses		(24)
Operating profit		167
Interest receivable and similar income	3	1
Profit on ordinary activities before taxation	2	168
Tax on profit on ordinary activities	5	(50)
Profit for the financial period		118

All transactions arise from continuing operations

There were no recognised gains or losses other than the profit for the financial period noted above therefore no separate statement of total recognised gains and losses is presented

There is no material difference between the profit on ordinary activities before tax and the profit for the financial period above and their historical cost equivalents

# Active Opco Limited

## Balance sheet as at 30 September 2007

	Note	2007 £'000
<b>Fixed assets</b>		
Tangible assets	6	20
<b>Current assets</b>		
Debtors	7	147
Cash at bank and in hand		1
		148
<b>Creditors: amounts falling due within one year</b>	8	(50)
<b>Net current assets</b>		98
<b>Total assets less current liabilities</b>		118
<b>Capital and reserves</b>		
Called up share capital	9	-
Profit and loss account	10	118
<b>Total shareholders' funds</b>	11	118

The financial statements on pages 5 to 11 were approved by the board of directors on 13 June 2008 and signed on their behalf by



J Lock  
Director





# Active Opco Limited

## Notes to the financial statements for the 8 month period ended 30 September 2007

### 1 Turnover

Turnover is wholly attributable to the principal activity of the company and arises wholly within the United Kingdom

### 2 Profit on ordinary activities before taxation

The profit on ordinary activities before taxation is stated after

	8 month period ended 30 September 2007 £'000
Depreciation tangible assets	1

The auditors' remuneration for audit and non-audit services is borne by another group company

### 3 Interest receivable and similar income

	8 month period ended 30 September 2007 £'000
Amounts receivable from group undertakings	1

### 4 Directors and employees

Staff costs during the period were as follows

	8 month period ended 30 September 2007 £'000
Wages and salaries	156
Social security costs	13
	169

## Active Opco Limited

The average monthly number of employees during the period was

	8 month period ended 30 September 2007
<b>By activity:</b>	<b>£'000</b>
Care and ancillary	18
Management and administration	1
	19

No directors received any remuneration from the company during the 8 month

### 5 Tax on profit on ordinary activities

#### (a) Analysis of tax charge for the period

	8 month period ended 30 September 2007
	£'000
<b>Current tax:</b>	
UK corporation tax on profits of the period	50
<b>Tax on profits on ordinary activities</b>	<b>50</b>

#### (b) Factors affecting the tax charge for the period

The tax assessed is equal to the standard rate of corporation tax in the United Kingdom (30%)

#### (c) Factors that may affect future charges

The tax charge will be impacted by the change in the standard rate of corporation tax from 30% to 28% from April 2008

# Active Opco Limited

## 6 Tangible assets

	Fixtures & fittings £'000
<b>Cost</b>	
At 7 February 2007	-
Additions	21
<b>At 30 September 2007</b>	<b>21</b>
<b>Accumulated depreciation</b>	
At 7 February 2007	-
Charge in the period	1
<b>At 30 September 2007</b>	<b>1</b>
<b>Net book amount</b>	
<b>At 30 September 2007</b>	<b>20</b>

## 7 Debtors

	2007 £'000
Trade debtors	147

## 8 Creditors: amounts falling due within one year

	2007 £'000
Corporation tax	50

## 9 Called up share capital

	2007 £
<b>Authorised</b>	
1,000 ordinary shares of £1 each	1,000
<b>Allotted and fully paid</b>	
1 ordinary share of £1 each	1

1 ordinary share of £1 was allotted and paid during the period

# Active Opco Limited

## 10 Reserves

	Profit and loss account £'000
At 7 February 2007	-
Profit for the financial period	118
At 30 September 2007	118

## 11 Reconciliation of movement in shareholders' funds

	2007 £'000
Profit for the financial period	118
Shares issued during the period (note 9)	-
Closing shareholders' funds	118

## 12 Ultimate parent company

The immediate parent company is Active Care Partnerships (Holdings) Limited, a company registered in England and Wales

The ultimate parent undertaking and controlling party is Southern Cross Healthcare Group PLC, which is the parent undertaking of the smallest and largest group to consolidate these financial statements, and copies of these can be obtained from its registered office

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