

**United Medical Holdings Limited**  
**Directors' report and financial statements**  
**Registered number 06160761**  
**For the year ended 31 December 2010**

THURSDAY



\*AYRBVXY0\*

A72

29/09/2011

251

COMPANIES HOUSE

## Contents

Directors' report	1
Statement of directors' responsibilities in respect of the Directors' Report and the financial statements	2
Independent auditor's report to the members of United Medical Holdings Limited	3
Profit and Loss Account	5
Balance Sheet	6
Notes	7

## Directors' report

The directors are pleased to present their annual report and the audited financial statements for the year ended 31 December 2010

### Principal activities

The principal activity of the company is that of an intermediate holding company

### Business review

On 8 June 2010 the entire share capital of ICS Group Limited was acquired by ICS Acquisitionco Limited. As a result, the company's ultimate parent undertaking became Independent Clinical Services Group Limited, a company incorporated in England and Wales. The immediate parent undertaking is ICS Group (Bidco) Limited, a company incorporated in England and Wales.

During the year the company achieved a profit after tax of £2,991,000 (2009 £173,000)

The results for the year are set out in the profit and loss account on page 5

### Proposed dividend

The directors do not propose the payment of a final dividend (2009 £Nil). An interim dividend of £2,696,000 was paid in the year (2009 £Nil).

### Directors and directors' interests

The directors who held office during the year were as follows

G M Hart

GW Spellins

RPT MacMillan (appointed 12 November 2010)

RA Oliver (appointed 12 November 2010)

### Political and charitable donations

The company made no political or charitable donations during the year (2009 £Nil)

### Donations

The company made no charitable donations in the year (2009 £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 they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

### Auditors

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

By order of the board

  
RPT MacMillan  
Director

Unit A  
Estune Business Park  
Long Ashton  
Bristol  
BS41 9FH

29 March 2011

## **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 judgements 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.



KPMG LLP

100 Temple Street  
Bristol  
BS1 6AG  
United Kingdom

## **Independent auditor's report to the members of United Medical Holdings Limited**

We have audited the financial statements of United Medical Holdings Limited for the year ended 31 December 2010 set out on pages 5 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 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 auditor**

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**

A description of the scope of an audit of financial statements is provided on the APB's website at [www.frc.org.uk/apb/scope/private.cfm](http://www.frc.org.uk/apb/scope/private.cfm).

### **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 2010 and of its profit 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 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 auditor's report to the members of United Medical Holdings 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



AC Antonius (Senior Statutory Auditor)  
for and on behalf of KPMG LLP, Statutory Auditor  
Chartered Accountants  
100 Temple Street  
Bristol  
BS1 6AG

29 March 2011

**Profit and Loss Account**  
*for the year ended 31 December 2010*

	<i>Note</i>	<b>2010</b> <b>£000</b>	<b>2009</b> <b>£000</b>
Interest receivable and similar income	4	449	273
Interest payable and similar charges	5	(154)	(100)
Income from fixed asset investments	6	2,696	-
<b>Profit on ordinary activities before taxation</b>	2-3	<b>2,991</b>	<b>173</b>
Tax on profit on ordinary activities	7	-	-
<b>Profit for the financial year</b>	13	<b>2,991</b>	<b>173</b>

All amounts relate to continuing operations

There are no recognised gains or losses in either the current or preceding years other than those reflected in the profit and loss account

**Balance Sheet**  
*at 31 December 2010*

	<i>Note</i>	<b>2010</b> <b>£000</b>	<b>2009</b> <b>£000</b>
<b>Fixed assets</b>			
Investments	8	-	-
<b>Current assets</b>			
Debtors (including £7 461 000 (2009 £6 904 000) due after more than one year)	9	7,461	7,015
		<hr/>	<hr/>
<b>Creditors</b> amounts falling due within one year	10	7,461 (417)	7 015 (266)
		<hr/>	<hr/>
<b>Net current assets</b>		7,044	6,749
		<hr/>	<hr/>
<b>Total assets less current liabilities</b>		7,044	6,749
<b>Creditors</b> amounts falling due after more than one year	11	(2,462)	(2,462)
		<hr/>	<hr/>
<b>Net assets</b>		4,582	4,287
		<hr/>	<hr/>
<b>Capital and reserves</b>			
Called up share capital	12	3,961	3,961
Profit and loss account	13	621	326
		<hr/>	<hr/>
<b>Shareholders' funds</b>	14	4,582	4,287
		<hr/>	<hr/>

The notes on pages 7 to 12 form an integral part of these financial statements

These accounts were approved by the board of directors on 29 March 2011 and were signed on its behalf by



**RPT MacMillan**  
*Director*



## Notes

*(forming part of the financial statements)*

### 1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements, except as noted below

#### *Basis of preparation*

The accounts have been prepared in accordance with applicable accounting standards, and under the historical accounting rules

The company is exempt by virtue of s400 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.

Under FRS 1 the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.

#### *Going concern*

The directors have prepared the financial statements on a going concern basis which they consider appropriate for the following reasons. The company is an intermediate holding company and is therefore reliant on the group to operate within the facilities in place with the group's banks. The directors have reviewed the cash flow forecasts for the group and company for a period of twelve months from the date these financial statements are signed. In particular the directors note that the group's trading and cash flow performance since the balance sheet date is in line with these forecasts. Taking account of reasonably possible changes in trading performance, the directors are satisfied that the group will generate sufficient cash flows to allow the group to operate within the covenants on its senior loan facility and allows the group and company to meet their liabilities as they fall due for payment for the foreseeable future.

#### *Related party transactions*

As the company is a wholly owned subsidiary of Independent Clinical Services Group Limited, the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with wholly owned subsidiaries which form part of the group.

The consolidated financial statements of Independent Clinical Services Group Limited can be obtained from the address given in note 16.

#### *Investments*

Investments are stated at cost less any provision for a permanent diminution in value.

#### *Taxation*

The charge for taxation is based on the result 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.

#### *Dividends*

Dividends unpaid at the balance sheet date are only recognised at that date to the extent that they are appropriately authorised and are no longer at the discretion of the company. Unpaid dividends that do not meet these criteria are disclosed in the notes to the financial statements.

Dividend income is recognised when there is a legal right to receive

## Notes (continued)

### 2 Notes to the profit and loss account

	2010 £000	2009 £000
<i>Profit on ordinary activities before taxation is stated after charging</i>		
<i>Auditor's remuneration</i>		
Audit of these financial statements	2	6

The audit fee of £2,000 (2009 £6,000) for United Medical Holdings Limited is paid on its behalf by another group company

Amounts receivable by the company's auditor in respect of services to the company and its associates, other than the audit of the company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis in the consolidated financial statements of the company's parent

### 3 Directors' remuneration and staff costs

Directors' remuneration was borne by a fellow group company in both current and prior year. There were no employees in the company in either year.

### 4 Interest receivable and similar income

	2010 £000	2009 £000
Receivable from group undertakings	449	273

### 5 Interest payable and similar charges

	2010 £000	2009 £000
Payable to group undertakings	154	100

### 6 Income from fixed asset investments

	2010 £000	2009 £000
Dividends received	2,696	-

Dividend income was received from Independent Clinical Services Holdings Limited

## Notes (continued)

### 7 Taxation

#### Analysis of charge in period

	2010 £000	2009 £000
UK Corporation tax		
Current tax on income for the period	-	-

#### Factors affecting the tax charge for the current period

The current tax charge for the period is lower (2009 lower) than the standard rate of corporation tax in the UK at 28% (2009 28%). The differences are explained below.

	2010 £000	2009 £000
Current tax reconciliation		
Profit on ordinary activities before taxation	2,991	173
Current tax at 28% (2009 28%)	837	48
Effects of Group relief	(837)	(48)
Total current tax	-	-

### 8 Investments

#### Cost and net book value

At beginning and end of the year	£ 1
----------------------------------	--------

The companies in which the company's interest at the year end is more than 20% are as follows

Company name	Class of shares held	Proportion of shares held	Country of incorporation	Nature of business
Independent Clinical Services Holdings Limited	Ordinary £1	100%	England and Wales	Intermediate holding company

The following subsidiaries are all companies incorporated in England and Wales and are indirect holdings of the company. All shareholdings are 100% of ordinary share capital.

Company name	Principal activity
Independent Clinical Services Limited	Provision of the services of temporary agency nurses
Nationwide Locum Services Limited	Provision of locum doctors to the medical profession
Pioneer Recruitment Limited	Provision of locum doctors to the medical profession
United Medical Recruitment Limited	Provision of locum doctors to the medical profession

## Notes (continued)

### 8 Investments (continued)

In addition the following are wholly owned dormant subsidiary undertakings of Nationwide Locum Services Limited. All of the below shareholdings are 100% of ordinary share capital and all companies are incorporated in England and Wales.

GER Staffing Limited  
Nationwide Software Development Limited  
UKjobs4docs Limited  
Direct Executive Recruitment Limited  
999 Medical Locums Limited  
Nationwide Nursing and Care Services Limited  
Direct Staffing Solutions Limited

### 9 Debtors

	2010 £000	2009 £000
Amounts owed by group undertaking	7,461	7,015

The amounts owed by group undertakings attract interest receivable at between 6.0% and 6.5% above LIBOR (2009 3.6% to 4.5% above LIBOR) and are repayable in 2016.

### 10 Creditors: amounts falling due within one year

	2010 £000	2009 £000
Amounts owed to group undertakings	417	266

### 11 Creditors: amount falling due after more than one year

	2010 £000	2009 £000
Amounts owed to group undertakings	2,462	2,462
<i>Analysis of debt</i>		
Debt can be analysed as falling due		
Within one year	417	266
In more than five years	2,462	2,462
	2,879	2,728

The amounts due to group undertakings attract interest payable at between 6.0% and 6.5% above LIBOR (2009 3.6% to 4.5% above LIBOR). The balance is repayable in 2016.

## Notes (continued)

### 12 Called up share capital

	2010 £000	2009 £000
<i>Allotted, called up and fully paid</i>		
340,000 'A' ordinary shares of 1p each	3	3
331,500 'B1' ordinary shares of 1p each	3	3
395 428,795 'B2' ordinary shares of 1p each	3,955	3 955
	<u>3,961</u>	<u>3,961</u>

#### Share rights

The 'A' ordinary shares, 'B1' ordinary shares and 'B2' ordinary shares rank pari passu in respect of dividend and voting rights. Various rights apply to the different shares on sale or listing.

### 13 Profit and loss account

	2010 £000	2009 £000
At beginning of the year	326	153
Profit for the year	2,991	173
Dividend paid	(2,696)	-
	<u>621</u>	<u>326</u>

### 14 Reconciliation of movement in equity shareholders' funds

	2010 £000	2009 £000
Opening shareholders' funds	4,287	4,114
Profit for the financial year	2,991	173
Dividend paid	(2,696)	-
	<u>4,582</u>	<u>4 287</u>

### 15 Guarantees

The company and group have provided to Lloyds TSB Bank Plc, as Security Agent, an "all assets debenture" which includes cross guarantees and provides a fixed charge over the assets of the company and group. The total amount covered by this guarantee is £79,500,000. In addition, the company and group has provided to Inflexion 2008 Buyout Fund LP and Inflexion Co-Investment LP an "all assets debenture" which includes cross guarantees and provides a fixed and floating charge over the assets of the company and group, subject to first call by Lloyds Bank TSB Plc. The total amount covered by this guarantee is £8,114,000.

## **Notes** *(continued)*

### **16 Immediate and ultimate parent company**

The immediate parent undertaking is ICS Group (Bidco) Limited, a company incorporated in England and Wales. On 8 June 2010 the entire share capital of ICS Group Limited was acquired by Independent Clinical Services Group Limited, a company incorporated in England and Wales. Independent Clinical Services Group Limited became the ultimate parent company of United Medical Holdings Limited. The smallest and largest group in which the results of the company are consolidated is that headed by Independent Clinical Services Group Limited.

100% of the shares in Independent Clinical Services Group Limited are held by ICS Cayco LP, a Cayman Limited Partnership. The consolidated accounts of the group are available to the public and may be obtained from Unit A, Estune Business Park, Long Ashton, Bristol, BS41 9FH.