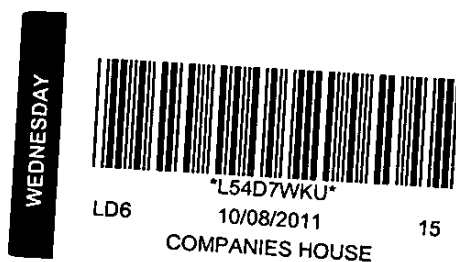


**Grootboom LLP (formerly known as Chelmsford Medical
Centre LLP)**

Report and Financial Statements

For the year ended 31 December 2010



Grootboom LLP (formerly known as Chelmsford Medical Centre LLP)

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Grootboom LLP (formerly known as Chelmsford Medical Centre LLP)

Officers and professional advisers

Members

Med-Tel UK Limited
London Spine Clinic Limited
Dr P G Pratt
Dr J M Alexander-Williams
Dr B Abdi
Dr S J Thomson
Dr M Ather
Mr K David
Essex Urology Limited
Mr A J Kellerman
Mr H Lewi
Mr H A Lyall
Dr C A McCartney
Mr A D MacDowell
Dr V A J Mendis
Mr N Nirangan
Mr S Palmer
Dr S B Peck
Dr R A Squire
Mr M F S Taylor
Mr R Samman
Dr P Butler

Registered number: OC309454

Registered office and business address

Entrance A
Tavistock House
Tavistock Square
London
WC1H 9LG

Bankers

NatWest Bank PLC
Marylebone & Harley Street Branch
PO Box 2021
10 Marylebone High Street
London
W1A 1FH

HSBC Bank Plc
9 The Boulevard
Crawley
West Sussex
RH10 1UT

Auditor

Deloitte LLP
Chartered Accountants and Statutory Auditor
St Albans
United Kingdom

Grootboom LLP (formerly known as Chelmsford Medical Centre LLP)

Members' report

The Management Committee present their report together with the audited financial statements for the year ended 31 December 2010. The members of the Limited Liability Partnership ("LLP") delegate the powers of managing and conducting the affairs of the LLP to the Management Committee.

Results

The profit and loss account is set out on page 5 and shows the loss for the year.

Principal activities and business review

Grootboom LLP owned and operated an Ambulatory Surgical and Diagnostic Imaging Centre in Chelmsford, Essex, providing a range of services to private patients and the NHS, until the sale of the trade and assets of the LLP on 30 July 2010, when it ceased trading. The members comprise Med-Tel UK Limited, other healthcare companies and local clinicians.

The current economic environment is challenging and the Limited Liability Partnership has reported a loss for the year of £490,449 (2009: loss of £3,441,611 including an exceptional impairment charge of £2,575,863).

Basis of preparation - Going concern

The Limited Liability Partnership transferred its trade and assets to Chelmsford Medical Company Limited and ceased trading on 30 July 2010. As required by FRS 18 Accounting policies, the members have prepared the financial statements on a basis other than that of a going concern which includes writing down the Limited Liability Partnership's assets to net realisable value. Provision has also been made for any onerous contractual commitments at the balance sheet date. The financial statements do not include any provision for the future costs of terminating the business of the Limited Liability Partnership except to the extent that such were committed at the balance sheet date.

Members

The members of the Partnership during the year and subsequently to the date of this report were:

Founder members

Med-Tel UK Limited (Designated member)	Mr H Lewi
London Spine Clinic Limited	Mr H A Lyall
Dr P G Pratt (Designated member)	Dr C A McCartney
Mr A J Kellerman (Designated member)	Mr A D MacDowell
Dr J M Alexander-Williams	Dr V A J Mendis
Dr B Abdi	Mr N Niranjani
Dr S J Thompson	Mr S Palmer
Dr M Ather	Dr S B Peck
Mr K David	Dr R A Squire
Mr M F S Taylor	Essex Urology Limited

Ordinary members

Mr R Samman
Dr P Butler

Members' capital

Under the terms of the Members' Agreement, each member subscribes an amount of capital as agreed between the members on becoming a member of the Limited Liability Partnership. Members' capital is repayable upon leaving the Limited Liability Partnership.

Members' profits and losses

Members' profits and losses are allocated between them based on their percentage interest in the capital of the Partnership during the year. Drawings are paid from time to time as working capital permits and such drawings are based on the members' percentage interest in the capital of the Limited Liability Partnership during the year, unless otherwise agreed between the members. In the event of a dissolution, the members will receive any surplus in proportion to their percentage interests immediately prior to the commencement of the dissolution.

Grootboom LLP (formerly known as Chelmsford Medical Centre LLP)

Members' report (continued)

Statement of members' responsibilities in respect of the financial statements

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

The Limited Liability Partnerships (Accounts & Audit) (Application of Companies Act 2006) Regulations 2008 require the members to prepare financial statements for each financial year. Under that law the members 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 firm and of the profit or loss of the firm for that period. In preparing these financial statements, the members are required to

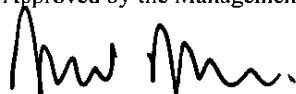
- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis when it is inappropriate to presume that the firm will continue in business.

The members are responsible for keeping adequate accounting records that disclose with reasonable accuracy at any time the financial position of the firm and enable them to ensure that the financial statements comply with the Companies Act 2006, as applicable to limited liability partnerships. They are also responsible for safeguarding the assets of the firm and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditor

The LLP's auditor, Deloitte LLP, have indicated their willingness to continue in office and, in accordance with section 485 of the Companies Act 2006, a resolution proposing their reappointment will be put to the Annual General Meeting.

Approved by the Management Committee and signed on behalf of the Management Committee.



A. Andreou, on behalf of
Med-Tel UK Limited

Date 13 July 2011

Independent auditor's report

to the members of Grootboom LLP (formerly known as Chelmsford Medical Centre LLP)

We have audited the financial statements of Grootboom LLP (formerly known as Chelmsford Medical Centre LLP) for the year ended 31 December 2010 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 16. 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).

This report is made solely to the LLP's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006, as applicable to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008. Our audit work has been undertaken so that we might state to the LLP'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 LLP and the LLP's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of members and auditor

As explained more fully in the Members' Responsibilities Statement, the members 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 LLP's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the members, and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the LLP's affairs as at 31 December 2010 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, as applicable to limited liability partnerships.

Emphasis of matter - Financial statements prepared other than on a going concern basis

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements, which states that they have been prepared on a basis other than that of a going concern.

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 as applicable to limited liability partnerships 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
- we have not received all the information and explanations we require for our audit, or
- the directors were not entitled to take advantage of the small companies exemption in preparing the directors' report.



Robert Knight (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
St Albans, United Kingdom
18 July 2011

Grootboom LLP (formerly known as Chelmsford Medical Centre LLP)

Profit and loss account for the year ended 31 December 2010

	Notes	2010 £	2009 £
Turnover	2	1,159,404	2,024,863
Cost of sales		(678,161)	(933,106)
Gross profit		481,243	1,091,757
Administrative expenses		(958,687)	(1,918,976)
Operating loss	3, 4	(477,444)	(827,219)
Exceptional items	5	-	(2,575,863)
Loss on ordinary activities before interest		(477,444)	(3,403,082)
Interest receivable and similar income	6	-	2
Interest payable and similar charges	7	(13,005)	(38,531)
Loss for the financial year	13	(490,449)	(3,441,611)

The current year profit and loss account has been prepared on the basis that all operations are discontinued operations

The LLP has no recognised gains or losses other than the results for both current and preceding financial years as set out above. Accordingly, no Statement of Total Recognised Gains and Losses is presented

Grootboom LLP (formerly known as Chelmsford Medical Centre LLP)

Balance sheet at 31 December 2010

	Notes	2010 £	2009 £
Current assets			
Debtors (amounts falling due within one year)	9	-	381,816
Cash at bank and in hand		<u>57,695</u>	<u>4,914</u>
		57,695	386,730
Creditors (amounts falling due within one year)	10	<u>-</u>	<u>(441,796)</u>
Net current assets/(liabilities)		<u>57,695</u>	<u>(55,066)</u>
Total assets less current liabilities		57,695	(55,066)
Creditors (amounts falling due after more than one year)	11	-	(109,048)
Net assets/(liabilities) attributable to members		<u><u>57,695</u></u>	<u><u>(164,114)</u></u>
Represented by:			
Loans and other debts due to members	13		
Members' capital classified as a liability under FRS 25		365,200	365,200
Other amounts		<u>(2,493,168)</u>	<u>(3,205,426)</u>
		<u>(2,127,968)</u>	<u>(2,840,226)</u>
Equity	13		
Members' other interests - Other reserves classified as equity under FRS 25		2,185,663	2,676,112
		<u><u>57,695</u></u>	<u><u>(164,114)</u></u>

The financial statements of Grootboom LLP (formerly known as Chelmsford Medical Centre LLP), registered number OC309454, were approved by the Management Committee and authorised for issue on 13 July 2011



A Andreou, on behalf of
Med-Tel UK Limited

)
)
)
) **Designated member**

Grootboom LLP (formerly known as Chelmsford Medical Centre LLP)

Notes to the financial statements for the year ended 31 December 2010

1 Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention in accordance with applicable accounting standards in the United Kingdom and the Limited Liability Partnerships (Accounts & Audit) (Application of Companies Act 2006) Regulations 2008. The financial statements have also been prepared in accordance with the Statement of Recommended Practice (SORP) for Limited Liability Partnerships issued by the Institute of Chartered Accountants in England and Wales.

As highlighted in the members' report the Limited Liability Partnership transferred its trade and assets to Chelmsford Medical Company Limited and ceased trading on 30 July 2010. As required by FRS 18 Accounting policies, the members have prepared the financial statements on a basis other than that of a going concern which includes writing down the Limited Liability Partnership's assets to net realisable value. Provision has also been made for any onerous contractual commitments at the balance sheet date. The financial statements do not include any provision for the future costs of terminating the business of the Limited Liability Partnership except to the extent that such were committed at the balance sheet date.

Cash flow statement

Under FRS 1 the Limited Liability Partnership is exempt from the requirements to prepare a cash flow statement on the grounds that its accounts are consolidated in UME Group LLP and its cash flows are incorporated in the consolidated financial statements of that entity, which are publicly available.

Turnover

Until 30 July 2010 turnover represents the invoiced value of goods and services provided net of VAT. Turnover from the sale of services is recognised when the service has been delivered to the customer and is recorded at the value of the consideration due.

Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less 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:

Leasehold improvements	shorter of the length of the lease and the expected useful life
Medical equipment	8 years
Furniture and office equipment	3 - 5 years

The tangible fixed assets have been written down to a value reflecting the net present value of their recoverable amount from their future sale.

Leases and hire purchase contracts

Assets acquired under finance leases and hire purchase contracts, which are leases where substantially all the risks and rewards of ownership of the asset have transferred to the company, are capitalised at cost and depreciated over the shorter of the lease term or their useful lives. The capital elements of future obligations under finance leases and hire purchase contracts are included in liabilities in the balance sheet and analysed between current and non-current amounts. The interest element is charged to the profit and loss account over the period of the lease to produce a constant rate of charge on the balance of the capital repayments outstanding.

Leases where the lessor retains substantially all the risks and rewards of ownership are classified as operating leases. Operating lease rentals are charged to the profit and loss account on a straight-line basis over the period of the lease.

Taxation

Taxation for the Limited Liability Partnership, being the individual liability of each member, is not provided for in the accounts.

Grootboom LLP (formerly known as Chelmsford Medical Centre LLP)

Notes to the financial statements for the year ended 31 December 2010

2 Turnover

Until 30 July 2010 turnover represents the amounts (excluding value added tax and net of discounts given) derived from the provision of surgical and imaging services to patients in the UK. Turnover from the sale of services is recognised when the service has been delivered to the customer and is recorded at the value of the consideration due.

3 Operating loss

	2010	2009
	£	£

This is stated after charging

Depreciation of tangible fixed assets - owned assets	7,560	237,411
Depreciation of tangible fixed assets - leased assets	-	307,903
Operating lease rentals		
- plant and machinery	98,773	31,330
- other	196,642	238,830

Services provided by the Limited Liability Partnership's auditor:

- fees payable in respect of the audit of the annual accounts	8,000	16,450
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4 Members' remuneration and employee information

	2010	2009
	£	£
Wages and salaries	222,467	377,317
Social security costs	21,668	35,864
	<u>244,135</u>	<u>413,182</u>

	2010	2009
	Number	Number
Average number of persons employed		
Administration	<u>15</u>	<u>14</u>

The average number of members during the year was	<u>22</u>	<u>22</u>
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None of the members received salaried remuneration during the year (2009: £nil)

5 Exceptional items	2010	2009
	£	£
Exceptional impairment of fixed assets	<u>-</u>	<u>2,575,863</u>

The fixed assets held by the entity have been written down to a value reflecting the net present value of their recoverable amount from their future sale, as detailed in the members' report.

6 Interest receivable and similar income	2010	2009
	£	£
Bank interest receivable	<u>-</u>	<u>2</u>

7 Interest payable and similar charges	2010	2009
	£	£
Finance charges payable in respect of finance leases	12,431	35,851
Other interest	574	2,680
	<u>13,005</u>	<u>38,531</u>

Grootboom LLP (formerly known as Chelmsford Medical Centre LLP)

Notes to the financial statements for the year ended 31 December 2010

8 Tangible Fixed Assets	Medical Equipment £	Furniture and office equipment £	Leasehold improvements £	Total £
Cost				
At 1 January 2010	2,341,183	108,015	2,152,207	4,601,405
Additions	78,344	-	17,899	96,243
Disposals	(2,419,527)	(108,015)	(2,170,106)	(4,697,648)
At 31 December 2010	-	-	-	-
Accumulated depreciation				
At 1 January 2010	2,341,183	108,015	2,152,207	4,601,405
Charge for the year	7,400	-	160	7,560
Disposals	(2,348,583)	(108,015)	(2,152,367)	(4,608,965)
At 31 December 2010	-	-	-	-
Net Book Value				
At 31 December 2010	-	-	-	-
At 31 December 2009	-	-	-	-

Included in the total net book value of fixed assets is £nil (2009 £nil) in respect of assets held under finance leases

9 Debtors	2010 £	2009 £
Trade debtors	-	216,576
Other debtors	-	14,936
Prepayments and accrued income	-	150,304
	-	381,816

Trade debtors were subject to invoice discounting but this ceased on 30 July 2010

10 Creditors - Amounts falling due within one year	2010 £	2009 £
Trade creditors	-	44,147
Invoice discounting	-	57,311
Obligations under finance leases (note 12)	-	257,557
Accruals and deferred income	-	82,781
	-	441,796

11 Creditors - Amounts falling due after more than one year	2010 £	2009 £
Obligations under finance leases (note 12)	-	109,048

12 Finance leases	2010 £	2009 £
Future minimum payments under finance leases are due as follows		
Within one year	-	388,730
Between two and five years	-	-
Total gross payments	-	388,730
Less finance charges included above	-	(22,125)
	-	366,605

The financing is secured against the asset to which it relates

Grootboom LLP (formerly known as Chelmsford Medical Centre LLP)

Notes to the financial statements for the year ended 31 December 2010

13 Members' interests	Members' other interests classified as equity	Other Interests Members' Capital (classified as liability as per FRS 25)	Loans and other debts due to members	Total
	£	£	£	£
Balance at 1 January 2010	2,676,112	365,200	(3,205,426)	(164,114)
Loss for the financial year	(490,449)	-	-	-
Members' interests after loss for the year	2,185,663	365,200	(3,205,426)	(654,563)
Funds introduced	-	-	712,258	712,258
Balance at 31 December 2010	2,185,663	365,200	(2,493,168)	57,695

14 Operating lease commitments

Future minimum lease payments under non-cancellable operating leases comprise

	Properties 2010	Other 2010	Properties 2009	Other 2009
	£	£	£	£
Leases which expire				
Within one year	-	-	-	-
Within two to five years	-	-	-	-
After five years	-	-	-	1,558
	<u>-</u>	<u>-</u>	<u>-</u>	<u>1,558</u>

15 Related party transactions

During the year Grootboom LLP incurred net recharges from the following related parties in respect of operating and capital costs incurred

	2010 £	2009 £
Med-Tel UK Limited	<u>(712,259)</u>	<u>(1,085,678)</u>

At the balance sheet date Grootboom LLP had the following amounts due to the following related parties

Med-Tel UK Limited	<u>(5,684,783)</u>	<u>(5,113,473)</u>
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16 Parent undertakings

The immediate parent undertaking is Med-Tel UK Limited

The smallest group in which the results of the Limited Liability Partnership are consolidated is headed by UME Group LLP, a Limited Liability Partnership incorporated in England and Wales. Copies of UME Group LLP financial statements are available from Companies House, Crown Way, Cardiff, CF14 3UZ

The ultimate parent undertaking and controlling entity is United Medical Enterprises Group Limited BC343764, a company incorporated in the British Virgin Islands. This company is the largest group in which the results of the Limited Liability Partnership are consolidated