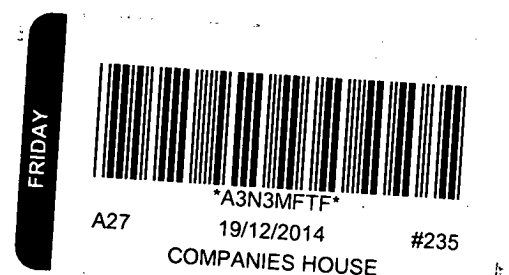


Virgin Care Wandle LLP

Annual report and financial statements

For the year ended 31 March 2014

Registered number OC338798



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Information

Designated Members

Virgin Care Corporate Services Limited
Virgin Care Limited

LLP registered number

OC338798

Registered office

Lynton House, 7-12 Tavistock Square, London, WC1H 9LT

Members' report
for the year ended 31 March 2014

The members present their annual report together with the audited financial statements of Virgin Care Wandle LLP (the LLP) for the year ended 31 March 2014. The members confirm that the annual report and financial statements of the LLP comply with current statutory requirements and the requirements of the LLP's governing document.

Principal activities

The principal activity of the LLP continues to be the provision of NHS primary care services.

Designated Members

Virgin Care Limited and Virgin Care Corporate Services Limited were designated members of the LLP throughout the year.

Policy on members' drawings and the subscription and repayment of capital

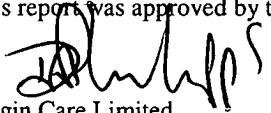
At the commencement of the business Virgin Care Limited has undertaken to invest a capital sum based on the number of patients registered with the practice members. The remainder of the members were not required to contribute capital to the LLP on incorporation. The capital invested by Virgin Care Limited was only repayable if the LLP is liquidated or wound up. On 10 June 2013, the LLP agreement was amended which resulted in the capital becoming repayable on demand.

The policy on member's drawings has changed with effect from 1 April 2012 due to Virgin Care Limited gaining control of the LLP on this date. The members' drawings policy from 1 April 2012 is as follows:

Following each financial year, once the financial statements have been prepared, the profit shall, after setting off any losses brought forward from any previous financial year be distributed 99% to Virgin Care Limited and 1% to Virgin Care Corporate Services Limited.

These accounts have been prepared in accordance with the provisions applicable to LLP's subject to the small LLPs' regime.

This report was approved by the members on 12/12/14 and signed on their behalf by:


Virgin Care Limited
Designated member

Members' responsibilities statement
for the year ended 31 March 2014

The members are responsible for preparing the Members' Report and the financial statements in accordance with applicable law and regulations. The Limited Liability Partnerships (Accounts and 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 financial statements in accordance with the Financial Reporting Standard for Smaller Entities (Effective April 2008) and applicable law (UK Generally Accepted Accounting Practice applicable to Smaller Entities).

Under Regulation 8 of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 the members 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 LLP and of the profit or loss of the LLP 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the LLP will continue in business.

Under Regulation 6 of the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008, the members are responsible for keeping adequate accounting records that are sufficient to show and explain the LLP's transactions and disclose with reasonable accuracy at any time the financial position of the LLP and enable them to ensure that its financial statements comply with those regulations. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the LLP and to prevent and detect fraud and other irregularities.

Independent auditor's report to the members of Virgin Care Wandle LLP

We have audited the financial statements of Virgin Care Wandle LLP for the year ended 31 March 2014, set out on pages 6 to 15. The financial reporting framework that has been applied in their preparation is applicable law and the Financial Reporting Standard for Smaller Entities (Effective April 2008) (UK Generally Accepted Accounting Practice applicable to Smaller Entities).

This report is made solely to the members of the limited liability partnership (LLP), as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006, as required by Regulation 39 of 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, set out on page 3, 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

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's web-site at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view, of the state of affairs of the LLP as at 31 March 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice applicable to Smaller Entities; and
- have been prepared in accordance with the requirements of the Companies Act 2006, as applied to limited liability partnerships by the Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008.

Independent auditor's report to the members of Virgin Care Wandle LLP

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 applied 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 members were not entitled to prepare the financial statements in accordance with the small limited liability partnerships' regime.



Will Baker (Senior Statutory Auditor)

for and behalf of KPMG LLP, Statutory Auditor

Chartered Accountants

8 Princes Parade

Liverpool

L3 1QH

Date:

17/12/14

Profit and loss account
for the year ended 31 March 2014

| | <i>Note</i> | 2014 £ | 2013 £ |
|---|-------------|----------------------|------------------|
| Turnover | 1 | 151,252 | 155,768 |
| Cost of sales | | <u>(120,073)</u> | <u>(131,824)</u> |
| Gross profit | | 31,179 | 23,944 |
| Administrative expenses (including exceptional items of £58,180 credit (2013: £83,800) see note 10) | | <u>55,061</u> | <u>(298,090)</u> |
| Operating profit/(loss) | 2 | 86,240 | (274,146) |
| Loss on disposal of fixed assets | 2 | <u>-</u> | <u>(169,780)</u> |
| Profit/(loss) on ordinary activities before interest | | 86,240 | (443,926) |
| Interest payable and similar charges | | <u>-</u> | <u>(10,549)</u> |
| Profit/(loss) for the financial year before members' remuneration and profit share | | <u>86,240</u> | <u>(454,475)</u> |
| Profit/(loss) for the financial year before members' remuneration and profit share | | 86,240 | (454,475) |
| Members' remuneration charged as an expense | 3 | <u>(2,826)</u> | <u>(3,390)</u> |
| Profit/(loss) for the financial year | | <u>83,414</u> | <u>(457,865)</u> |

The notes on pages 9 to 15 form part of these financial statements.

All amounts relate to continuing operations. There were no recognised gains and losses for 2014 and 2013 other than those included in the profit and loss account.

Registered number: OC338798

Balance sheet
as at 31 March 2014


| | <i>Note</i> | £ | 2014 £ | £ | 2013 £ |
|---|-------------|---------------|------------------|---------------|------------------|
| Fixed assets | | | | | |
| Tangible assets | 5 | | 3,671 | | 4,416 |
| Investments | 6 | | - | | 81,850 |
| | | | <u>3,671</u> | | <u>86,266</u> |
| Current assets | | | | | |
| Debtors | 7 | 68,276 | | 43,017 | |
| Cash at bank and in hand | | 13,107 | | 11,587 | |
| | | <u>81,383</u> | | <u>54,604</u> | |
| Creditors: amounts falling due within one year | 8 | (17,469) | | (902,101) | |
| Net current assets/(liabilities) | | | <u>63,914</u> | | <u>(847,497)</u> |
| Total assets less current liabilities | | | <u>67,585</u> | | <u>(761,231)</u> |
| Provisions for liabilities | 10 | | (78,000) | | (83,800) |
| Net liabilities attributable to members | | | <u>(10,415)</u> | | <u>(845,031)</u> |
| Represented by: | | | | | |
| Loans and other debts due to members | | | | | |
| Members' capital classified as a liability under FRS 25 | 9 | 549,198 | | 549,198 | |
| Other amounts | 9 | 751,202 | | - | |
| | | | <u>1,300,400</u> | | <u>549,198</u> |
| Members' other interest | 11 | | (1,310,815) | | (1,394,229) |
| | | | <u>(10,415)</u> | | <u>(845,031)</u> |
| Total members' interests | | | | | |
| Loans and other debts due to members | 11 | | 1,300,400 | | 549,198 |
| Members' other interests | 11 | | (1,310,815) | | (1,394,229) |
| | | | <u>(10,415)</u> | | <u>(845,031)</u> |

Registered number: OC338798

Balance sheet (continued)
as at 31 March 2014

The financial statements have been prepared in accordance with the special provisions relating to LLPs subject to the small LLPs regime within Part 15 of the Companies Act 2006 as applied by The Limited Liability Partnerships (Accounts and Audit) (Application of Companies Act 2006) Regulations 2008 and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008).

The financial statements were approved and authorised for issue by the members and were signed on their behalf on
12/12/14



Virgin Care Limited
Designated member

The notes on pages 9 to 15 form part of these financial statements.

Notes to the financial statements

1. Accounting policies

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with the Financial Reporting Standard for Smaller Entities (effective April 2008) and the requirements of the Statement of Recommended Practice "Accounting by Limited Liability Partnerships".

1.2 Going concern

The financial statements have been prepared on the going concern basis, which the members believe to be appropriate for the following reasons. The LLP is dependent for its working capital on funds guaranteed by other group companies. The LLP's parent, Virgin Care Limited, has provided the LLP with an undertaking that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds and guarantees as are needed by the LLP. In particular, Virgin Care Limited has confirmed that the amounts due from the LLP of £1,300,400 included within loans and other debts due to members will not be called for payment within 12 months from the date of approval of these financial statements. This should enable the LLP to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any entity placing reliance on other group entities for financial support, the members acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Based on this undertaking the members believe that it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate.

1.3 Turnover

Turnover comprises revenue recognised by the LLP in respect of services supplied during the year, exclusive of Value Added Tax.

1.4 Intangible fixed assets and amortisation

Goodwill is the difference between amounts paid on the acquisition of a business and the fair value of the identifiable assets and liabilities. It is amortised to the Profit and loss account over its estimated economic life. Impairment of intangible assets is only reviewed where circumstances indicate that the carrying value of an asset may not be recoverable.

1.5 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

| | |
|---------------------|-------------------------|
| Land and buildings | - 5 years straight line |
| Plant and equipment | - 3 years straight line |

1.6 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

Notes to the financial statements

1. Accounting policies (continued)

1.7 Members' remuneration charged as an expense

Members' remuneration charged as an expense includes management charges payable to Virgin Care Limited for providing various support services to the LLP. The management charges are calculated in accordance with the terms set out in the LLP agreement.

1.8 Tax provisions

The taxation payable on partnership profits is the personal liability of the members during the year. Consequently, neither partnership taxation nor related deferred taxation are accounted for in the financial statements.

1.9 Provisions

A provision is recognised in the balance sheet when the LLP has a present legal or constructive obligation as a result of a past event, that can be reliably measured and it is probable that an outflow of economic benefits will be required to settle the obligation.

2. Operating profit/(loss)

The operating profit/(loss) is stated after charging:

| | 2014 £ | 2013 £ |
|--|-------------------|-------------------|
| Depreciation of tangible fixed assets: | | |
| - owned by the LLP | 8,150 | 70,270 |
| Auditor's remuneration | 2,300 | 2,200 |
| Loss on disposal of fixed assets | - | 169,780 |
| | <u> </u> | <u> </u> |

3. Members' remuneration charged as an expense

| | 2014 £ | 2013 £ |
|--|-------------------|-------------------|
| Management charge payable to Virgin Care Limited under the terms of the LLP agreement | 2,826 | 3,390 |
| | <u> </u> | <u> </u> |

Notes to the financial statements

4. Intangible fixed assets

| | <i>Goodwill</i> £ |
|------------------------------------|----------------------|
| Cost | |
| At 1 April 2013 and 31 March 2014 | 37,992 |
| Amortisation | |
| At 1 April 2013 and 31 March 2014 | 37,992 |
| Net book value | |
| At 31 March 2013 and 31 March 2014 | - |

5. Tangible fixed assets

| | <i>Land and buildings</i> £ | <i>Plant and equipment</i> £ | <i>Total</i> £ |
|-----------------------|------------------------------------|-------------------------------------|-------------------|
| Cost | | | |
| At 1 April 2013 | 9,002 | 34,148 | 43,150 |
| Disposals | - | (10,300) | (10,300) |
| At 31 March 2014 | 9,002 | 23,848 | 32,850 |
| Depreciation | | | |
| At 1 April 2013 | 8,146 | 30,588 | 38,734 |
| Charge for the year | 1,800 | 6,350 | 8,150 |
| On disposals | (4,545) | (13,160) | (17,705) |
| At 31 March 2014 | 5,401 | 23,778 | 29,179 |
| Net book value | | | |
| At 31 March 2014 | 3,601 | 70 | 3,671 |
| At 31 March 2013 | 856 | 3,560 | 4,416 |

Notes to the financial statements

6. Fixed asset investments

| | <i>Investments in subsidiary undertakings £</i> |
|--------------------------|---|
| Cost or valuation | |
| At 1 April 2013 | 81,850 |
| Disposals | (81,850) |
| At 31 March 2014 | - |
| Net book value | |
| At 31 March 2014 | - |
| At 31 March 2013 | 81,850 |

Subsidiary undertakings

The subsidiary undertaking, Nelson Health Limited was non-trading and the Company was struck off and dissolved during the year with effect from 5 November 2013. There was no gain or loss on disposal of the investment in the subsidiary.

7. Debtors

| | 2014 £ | 2013 £ |
|--------------------------------|---------------|---------------|
| Trade debtors | 22,605 | 24,093 |
| Prepayments and accrued income | 40,000 | 15,630 |
| Other debtors | 5,671 | 3,294 |
| | <u>68,276</u> | <u>43,017</u> |

8. Creditors: Amounts falling due within one year

| | 2014 £ | 2013 £ |
|--|---------------|----------------|
| Trade creditors | 2,321 | 2,839 |
| Amounts owed to group undertakings | 974 | 730,243 |
| Amounts owed to subsidiary undertaking | - | 79,000 |
| Social security and other taxes | 2,654 | 3,124 |
| Accruals and deferred income | 11,520 | 86,793 |
| Other creditors | - | 102 |
| | <u>17,469</u> | <u>902,101</u> |

Notes to the financial statements

9. Loans and other debts due to members

| | 2014 £ | 2013 £ |
|--|------------------|----------------|
| Members' capital classified as a liability under FRS25 | 549,198 | 549,198 |
| Amounts due to members | 751,202 | - |
| | <u>1,300,400</u> | <u>549,198</u> |

Members' capital classified as liabilities under FRS 25 of £549,198 (2013 £549,198) ranks after unsecured creditors in the event of a winding up. Loans and other debts due to members within one year rank equally with debts due to ordinary creditors in the event of a winding up.

10. Provisions for liabilities

| | <i>Onerous contract provisions</i> £ |
|-----------------------|---|
| At 1 April 2013 | 83,800 |
| Reclass from accruals | 52,380 |
| Amounts released | (58,180) |
| At 31 March 2014 | <u>78,000</u> |

The onerous contract provision relates to a vacant property. The amount recognised are the lease and associated costs to the end of the lease contract.

Notes to the financial statements

11. Reconciliation of members' other interests and loans and other debts due to members

| | <i>Other reserves</i> | <i>Members'</i> | <i>Loans and debts due to members less any amounts due from members in debtors</i> | <i>Total 2014</i> | <i>Total 2013</i> |
|---|-----------------------|-----------------|--|-----------------------|-----------------------|
| | £ | £ | £ | £ | £ |
| Amounts due to members b/fwd | | | 549,198 | | |
| Amounts due from members b/fwd | | | - | | |
| Balance at 1 April 2013 | (1,394,229) | (1,394,229) | 549,198 | (845,031) | (376,629) |
| Profit/(loss) for the year | 83,414 | 83,414 | - | 83,414 | (457,865) |
| Members' interests after profit for the year | (1,310,815) | (1,310,815) | 549,198 | (761,617) | (834,494) |
| Other movements | - | - | 1,390 | 1,390 | - |
| Repayment of debt | - | - | - | - | (10,537) |
| Amounts introduced by members | - | - | 749,812 | 749,812 | - |
| Balance at 31 March 2014 | (1,310,815) | (1,310,815) | 1,300,400 | (10,415) | (845,031) |
| Amounts due to members | | | 1,300,400 | | |
| Amounts due from members | | | - | | |
| | | | 1,300,400 | | |

Notes to the financial statements

12. Related party transactions

The LLP's ultimate parent undertaking is Virgin Group Holdings Limited, whose principal shareholders are Sir Richard Branson and certain trusts, none of which individually has a controlling interest in Virgin Group Holdings Limited. The principal beneficiaries of those trusts are Sir Richard Branson and/or his immediate family. The shareholders of Virgin Group Holdings Limited have interests directly or indirectly in certain other companies which are considered to give rise to related party disclosures under Financial Reporting Standard No. 8 and the FRSSE.

As a wholly owned subsidiary of Virgin Healthcare Holdings Limited, the LLP has taken advantage of the exemption available in Financial Reporting Standard 8: Related Party Disclosures, which enables it to exclude disclosure of transactions and balances with Virgin Healthcare Holdings Limited and its wholly owned subsidiaries.

VH Doctors Limited is considered a related party as it is a subsidiary of the LLP's parent undertaking, Virgin Care Limited, by virtue of Virgin Care Limited having dominant influence over VH Doctors Limited.

Included in amounts owed to group undertakings is a creditor balance owed to VH Doctors Limited of £nil (2013 - £nil). Purchases from VH Doctors Limited in 2014 are £720 (2013 - £nil).

13. Ultimate parent undertaking and controlling party

The parent undertaking of Virgin Care Wandle LLP is Virgin Care Limited. The LLP is a subsidiary undertaking of Virgin Group Holdings Limited, a company incorporated in the British Virgin Islands.

The largest and smallest group in which the LLP and group results are consolidated are those for Virgin Wings Limited and Virgin Holdings Limited respectively, companies both registered in England and Wales.

Copies of the group accounts of Virgin Holdings Limited and Virgin Wings Limited can be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.