

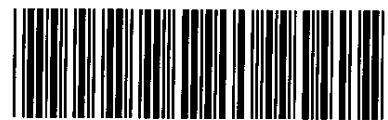
THE ADAMS AND LEE DENTAL PRACTICE LIMITED

UNAUDITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 31 DECEMBER 2017

TUESDAY



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THE ADAMS AND LEE DENTAL PRACTICE LIMITED

COMPANY INFORMATION

Directors

D Adams
L Adams
J J Ash (resigned 30 June 2017)
C E Barton (appointed 28 February 2018)
R J Bryant
E J Coyle (appointed 1 April 2017)
D J Leatherbarrow (resigned 28 February 2018)
C J Lee (resigned 30 June 2017)
T Lee (resigned 30 June 2017)
J F Perry (resigned 30 June 2017)
I D Wood
J S H Wright (appointed 30 June 2017)

Company secretary

Bupa Secretaries Limited

Registered number

06555907

Registered office

Oasis Support Centre
Vantage Office Park
Old Gloucester Road, Hambrook
Bristol
BS16 1GW

THE ADAMS AND LEE DENTAL PRACTICE LIMITED

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THE ADAMS AND LEE DENTAL PRACTICE LIMITED

DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 2017

The Directors present their report and the financial statements for the period ended 31 December 2017.

Principal activity

The principal activity of the Company is that of the operation of dental practices.

The Directors do not anticipate any material change in the Company's activities in the ensuing year.

On 27 February 2017, the entire issued share capital of The Oasis Healthcare Group Limited was acquired by Bupa Finance plc. Prior to the acquisition, The Oasis Healthcare Group Limited was the Company's ultimate parent company.

As a result of this change in ownership, the accounting reference date of the Company was changed to 31 December 2017, to align with that of its new owner. The prior period comparatives are for the 12 months ended 31 March 2017.

Directors

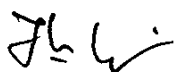
The Directors who served during the period were:

D Adams
L Adams
J J Ash (resigned 30 June 2017)
R J Bryant
E J Coyle (appointed 1 April 2017)
D J Leatherbarrow (resigned 28 February 2018)
C J Lee (resigned 30 June 2017)
T Lee (resigned 30 June 2017)
J F Perry (resigned 30 June 2017)
I D Wood
J S H Wright (appointed 30 June 2017)

Small companies note

In preparing this report, the Directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006.

This report was approved by the board on 17 May 2018 and signed on its behalf.



J S H Wright
Director

THE ADAMS AND LEE DENTAL PRACTICE LIMITED

**STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 31 DECEMBER 2017**

		Period ended 31 December 2017 £	Year ended 31 March 2017 £
	Note		
Turnover		695,895	1,026,326
Cost of sales		(370,017)	(522,787)
Gross profit		325,878	503,539
Administrative expenses		(275,333)	(363,329)
Exceptional administrative expenses	4	-	(54,843)
Operating profit		50,545	85,367
Tax on profit		(11,856)	(360)
Profit for the financial period/year		38,689	85,007
Total comprehensive income for the period/year		38,689	85,007

The notes on pages 5 to 13 form part of these financial statements.

THE ADAMS AND LEE DENTAL PRACTICE LIMITED
REGISTERED NUMBER: 06555907

BALANCE SHEET
AS AT 31 DECEMBER 2017

	Note	31 December 2017 £	31 March 2017 £
Fixed assets			
Intangible assets	6	402,556	419,486
Tangible assets	7	84,537	88,602
		<u>487,093</u>	<u>508,088</u>
Current assets			
Stocks	8	23,074	26,951
Debtors: amounts falling due within one year	9	415,693	307,724
Cash at bank and in hand		2,968	4,785
		<u>441,735</u>	<u>339,460</u>
Creditors: amounts falling due within one year	10	(339,664)	(294,000)
Net current assets		<u>102,071</u>	<u>45,460</u>
Total assets less current liabilities		<u>589,164</u>	<u>553,548</u>
Provisions for liabilities			
Deferred tax	11	(2,179)	(5,252)
Net assets		<u>586,985</u>	<u>548,296</u>
Capital and reserves			
Called up share capital		100	100
Profit and loss account		586,885	548,196
Shareholders' funds		<u>586,985</u>	<u>548,296</u>

The Directors consider that the Company is entitled to exemption from audit under section 479A of the Companies Act 2006.

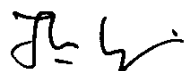
The members have not required the Company to obtain an audit for the period in question in accordance with section 476 of Companies Act 2006.

The Directors acknowledge their responsibilities for complying with the requirements of the Companies Act 2006 with respect to accounting records and the preparation of financial statements.

The Company's financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies regime.

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 17 May 2018.

J S H Wright
Director



The notes on pages 5 to 13 form part of these financial statements.

THE ADAMS AND LEE DENTAL PRACTICE LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE PERIOD ENDED 31 DECEMBER 2017**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 April 2017	100	548,196	548,296
Comprehensive income for the period			
Profit for the period	-	38,689	38,689
At 31 December 2017	100	586,885	586,985

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2017**

	Called up share capital	Profit and loss account	Total equity
	£	£	£
At 1 April 2016	100	463,189	463,289
Comprehensive income for the year			
Profit for the year	-	85,007	85,007
Total comprehensive income for the year	-	85,007	85,007
At 31 March 2017	100	548,196	548,296

The notes on pages 5 to 13 form part of these financial statements.

THE ADAMS AND LEE DENTAL PRACTICE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017

1. General information

The Company is a private company limited by shares and is incorporated and domiciled in England and Wales. The address of its registered office is: Oasis Support Centre, Vantage Office Park, Old Gloucester Road, Hambrook, Bristol, BS16 1GW.

2. Accounting policies

2.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention unless otherwise specified within these accounting policies and in accordance with Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

The Company's financial statements are presented in Sterling, which is also the Company's functional currency, and all values are rounded to the nearest pound (£) except where otherwise indicated.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

The following principal accounting policies have been applied:

2.2 Financial reporting standard 102 - reduced disclosure exemptions

The Company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland":

- the requirements of Section 4 Statement of Financial Position paragraph 4.12(a)(iv);
- the requirements of Section 7 Statement of Cash Flows;
- the requirements of Section 3 Financial Statement Presentation paragraph 3.17(d);
- the requirements of Section 11 Financial Instruments paragraphs 11.41(b), 11.41(c), 11.41(e), 11.41(f), 11.42, 11.44 to 11.45, 11.47, 11.48(a)(iii), 11.48(a)(iv), 11.48(b) and 11.48(c);
- the requirements of Section 12 Other Financial Instruments paragraphs 12.26 to 12.27, 12.29(a), 12.29(b) and 12.29A;
- the requirements of Section 33 Related Party Disclosures paragraph 33.7.

This information is included in the consolidated financial statements of The Oasis Healthcare Group Limited as at 31 December 2017 and these financial statements may be obtained from Oasis Support Centre, Vantage Office Park, Old Gloucester Road, Hambrook, Bristol, BS16 1GW.

2.3 Going concern

The Oasis Healthcare Group Limited and its subsidiary undertakings on consolidation (the "Group") meets its day to day working capital requirements through cash at bank and funding via a loan from the parent company, Bupa Finance plc. The loan facility from Bupa Finance plc was renewed on 6 February 2018 and expires on 8 February 2019. The Group has received a letter of financial support from its parent company for the twelve months from the date the financial statements are signed. The Group has continued to be cash generative since the balance sheet date with the cash generated contributing to the funding of the Group's working capital requirements.

In light of the above, the Directors have concluded that it is appropriate to prepare The Adams and Lee Dental Practice Limited's financial statements on a going concern basis.

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2017**

2. Accounting policies (continued)

2.4 Revenue

Revenue is recognised to the extent that it is probable that the economic benefits will flow to the Company and the revenue can be reliably measured. Revenue is measured as the fair value of the consideration received or receivable, excluding discounts, rebates, value added tax and other sales taxes. *The following criteria must also be met before revenue is recognised:*

Rendering of services

Revenue from a contract to provide services is recognised in the period in which the services are provided in accordance with the stage of completion of the contract when all of the following conditions are satisfied:

- the amount of revenue can be measured reliably;
- it is probable that the Company will receive the consideration due under the contract;
- the stage of completion of the contract at the end of the reporting period can be measured reliably; and
- the costs incurred and the costs to complete the contract can be measured reliably.

2.5 Intangible assets

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 Statement of Comprehensive Income over its estimated economic life.

2.6 Tangible fixed assets

Tangible fixed assets under the cost model are stated at historical cost less accumulated depreciation and any accumulated impairment losses. Historical cost includes expenditure that is directly attributable to bringing the asset to the location and condition necessary for it to be capable of operating in the manner intended by management.

At each reporting date the company assesses whether there is any indication of impairment. If such indication exists, the recoverable amount of the asset is determined which is the higher of its fair value less costs to sell and its value in use. An impairment loss is recognised where the carrying amount exceeds the recoverable amount.

The Company adds to the carrying amount of an item of fixed assets the cost of replacing part of such an item when that cost is incurred, if the replacement part is expected to provide incremental future benefits to the Company. The carrying amount of the replaced part is derecognised. Repairs and maintenance are charged to profit or loss during the period in which they are incurred.

THE ADAMS AND LEE DENTAL PRACTICE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017

2. Accounting policies (continued)

2.6 Tangible fixed assets (continued)

Depreciation is charged so as to allocate the cost of assets less their residual value over their estimated useful lives, using the straight-line method.

Depreciation is provided on the following basis:

Leasehold improvements	- over 15 years straight line
Fixtures and fittings	- 3 - 10 years straight line

The assets' residual values, useful lives and depreciation methods are reviewed, and adjusted prospectively if appropriate, or if there is an indication of a significant change since the last reporting date.

Gains and losses on disposals are determined by comparing the proceeds with the carrying amount and are recognised in the Statement of Comprehensive Income.

2.7 Stocks

Stocks are stated at the lower of cost and net realisable value, being the estimated selling price less costs to complete and sell. Cost is based on the cost of purchase on a first in, first out basis. Work in progress and finished goods include labour and attributable overheads.

At each balance sheet date, stocks are assessed for impairment. If stock is impaired, the carrying amount is reduced to its selling price less costs to complete and sell. The impairment loss is recognised immediately in profit or loss.

2.8 Debtors

Short term debtors are measured at transaction price, less any impairment. Loans receivable are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method, less any impairment.

2.9 Cash and cash equivalents

Cash is represented by cash in hand and deposits with financial institutions repayable without penalty on notice of not more than 24 hours. Cash equivalents are highly liquid investments that mature in no more than three months from the date of acquisition and that are readily convertible to known amounts of cash with insignificant risk of change in value.

2.10 Financial instruments

The Company only enters into basic financial instrument transactions that result in the recognition of financial assets and liabilities like trade and other debtors and creditors, loans from banks and other third parties, loans to related parties and investments in non-puttable ordinary shares.

Debt instruments (other than those wholly repayable or receivable within one year), including loans and other accounts receivable and payable, are initially measured at present value of the future cash flows and subsequently at amortised cost using the effective interest method. Debt instruments that are payable or receivable within one year, typically trade debtors and creditors, are measured, initially and subsequently, at the undiscounted amount of the cash or other consideration expected to be paid or received. However, if the arrangements of a short-term instrument constitute a financing transaction, like the payment of a trade debt deferred beyond normal business terms or financed at a rate of interest that is not a market rate or in the case of an out-right short-term loan not at market rate, the financial asset or liability is measured, initially, at the present value of the future cash flow discounted at a market rate of interest for a similar debt instrument and subsequently at amortised

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2017**

2. Accounting policies (continued)

2.10 Financial instruments (continued)

cost.

Financial assets that are measured at cost and amortised cost are assessed at the end of each reporting period for objective evidence of impairment. If objective evidence of impairment is found, an impairment loss is recognised in the Statement of Comprehensive Income.

For financial assets measured at amortised cost, the impairment loss is measured as the difference between an asset's carrying amount and the present value of estimated cash flows discounted at the asset's original effective interest rate. If a financial asset has a variable interest rate, the discount rate for measuring any impairment loss is the current effective interest rate determined under the contract.

Financial assets and liabilities are offset and the net amount reported in the Balance Sheet when there is an enforceable right to set off the recognised amounts and there is an intention to settle on a net basis or to realise the asset and settle the liability simultaneously.

2.11 Creditors

Short term creditors are measured at the transaction price. Other financial liabilities, including bank loans, are measured initially at fair value, net of transaction costs, and are measured subsequently at amortised cost using the effective interest method.

2.12 Operating leases: the Company as lessee

Rentals paid under operating leases are charged to the Statement of Comprehensive Income on a straight line basis over the lease term.

2.13 Pensions

Defined contribution pension plan

The Company operates a defined contribution plan for its employees. A defined contribution plan is a pension plan under which the Company pays fixed contributions into a separate entity. Once the contributions have been paid the Company has no further payment obligations.

The contributions are recognised as an expense in the Statement of Comprehensive Income when they fall due. Amounts not paid are shown in accruals as a liability in the Balance Sheet. The assets of the plan are held separately from the Company in independently administered funds.

THE ADAMS AND LEE DENTAL PRACTICE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017

2. Accounting policies (continued)

2.14 Current and deferred taxation

The tax expense for the period comprises current and deferred tax. Tax is recognised in the Statement of Comprehensive Income, except that a charge attributable to an item of income and expense recognised as other comprehensive income or to an item recognised directly in equity is also recognised in other comprehensive income or directly in equity respectively.

The current income tax charge is calculated on the basis of tax rates and laws that have been enacted or substantively enacted by the balance sheet date in the countries where the Company operates and generates income.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that:

- The recognition of deferred tax assets is limited to the extent that it is probable that they will be recovered against the reversal of deferred tax liabilities or other future taxable profits;
- Any deferred tax balances are reversed if and when all conditions for retaining associated tax allowances have been met; and
- Where they relate to timing differences in respect of interests in subsidiaries, associates, branches and joint ventures and the Company can control the reversal of the timing differences and such reversal is not considered probable in the foreseeable future.

Deferred tax balances are not recognised in respect of permanent differences except in respect of business combinations, when deferred tax is recognised on the differences between the fair values of assets acquired and the future tax deductions available for them and the differences between the fair values of liabilities acquired and the amount that will be assessed for tax. Deferred tax is determined using tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

2.15 Exceptional items

Exceptional items are transactions that fall within the ordinary activities of the Company but are presented separately due to their size or incidence.

3. Judgments in applying accounting policies and key sources of estimation uncertainty

Due to the nature of the Company's business, the Directors do not consider there to be key judgments or sources of estimation uncertainty in preparing the financial statements.

4. Exceptional items

	Period ended 31 December 2017 £	Year ended 31 March 2017 £
Restructuring costs	-	54,843

THE ADAMS AND LEE DENTAL PRACTICE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017

5. Employees

The average monthly number of employees, including the Directors, during the period was as follows:

Period ended 31 December 2017 No.	Year ended 31 March 2017 No.
7	8

6. Intangible assets

	Goodwill £
Cost	
At 1 April 2017	650,000
At 31 December 2017	650,000
Amortisation	
At 1 April 2017	230,514
Charge for the period	16,930
At 31 December 2017	247,444
Net book value	
At 31 December 2017	402,556
At 31 March 2017	419,486

THE ADAMS AND LEE DENTAL PRACTICE LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 31 DECEMBER 2017**

7. Tangible fixed assets

	Fixtures and fittings £	Leasehold improvements £	Total £
Cost or valuation			
At 1 April 2017	166,753	49,432	216,185
Additions	14,981	-	14,981
At 31 December 2017	181,734	49,432	231,166
Depreciation			
At 1 April 2017	83,697	43,886	127,583
Charge for the period on owned assets	18,734	312	19,046
At 31 December 2017	102,431	44,198	146,629
Net book value			
At 31 December 2017	79,303	5,234	84,537
At 31 March 2017	83,056	5,546	88,602

8. Stocks

	31 December 2017 £	31 March 2017 £
Raw materials and consumables	13,561	19,818
Finished goods and goods for resale	9,513	7,133
	23,074	26,951

The difference between purchase price or production cost of stocks and their replacement cost is not material.

THE ADAMS AND LEE DENTAL PRACTICE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017

9. Debtors

	31 December 2017 £	31 March 2017 £
Due within one year		
Trade debtors	16,997	16,229
Amounts owed by group undertakings	365,794	275,200
Other debtors	97	19
Prepayments and accrued income	32,805	16,276
	<u>415,693</u>	<u>307,724</u>

Amounts owed by group undertakings are unsecured, interest free and repayable on demand.

10. Creditors: Amounts falling due within one year

	31 December 2017 £	31 March 2017 £
Trade creditors	30,920	43,693
Amounts owed to group undertakings	292,931	235,569
Corporation tax	219	219
Other creditors	3,912	7,225
Accruals and deferred income	11,682	7,294
	<u>339,664</u>	<u>294,000</u>

Amounts owed to group undertakings are unsecured, interest free and repayable on demand.

11. Deferred taxation

	31 December 2017 £	31 March 2017 £
At beginning of period/year	5,252	4,892
(Credited)/charged to profit or loss	(3,073)	360
At end of period/year	<u>2,179</u>	<u>5,252</u>

THE ADAMS AND LEE DENTAL PRACTICE LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2017

11. Deferred taxation (continued)

The provision for deferred taxation is made up as follows:

	31 December 2017 £	31 March 2017 £
Accelerated capital allowances	<u>2,179</u>	<u>5,252</u>

12. Pension commitments

The Company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension charge amounted to £1,830 (31 March 2017 - £2,403). At the period/year end, there were outstanding contributions of £nil (31 March 2017 - £nil).

13. Commitments under operating leases

At 31 December 2017 the Company had future minimum lease payments under non-cancellable operating leases as follows:

	31 December 2017 £	31 March 2017 £
Not later than 1 year	20,000	20,000
Later than 1 year and not later than 5 years	80,000	80,000
Later than 5 years	141,863	156,932
	<u>241,863</u>	<u>256,932</u>

14. Ultimate parent company and controlling party

The Company's immediate parent company is Oasis Dental Care (Central) Limited, a company incorporated in England and Wales. The Company's ultimate parent undertaking is The British United Provident Association Limited, a company incorporated in England and Wales.

The smallest group for which group financial statements will be prepared is The Oasis Healthcare Group Limited. The largest group for which group financial statements will be prepared is The British United Provident Association Limited.

The financial statements of The Oasis Healthcare Group Limited may be obtained from the Company Secretary at The Oasis Healthcare Group Limited, Oasis Support Centre, Vantage Park, Old Gloucester Road, Hambrook, Bristol, BS16 1GW.