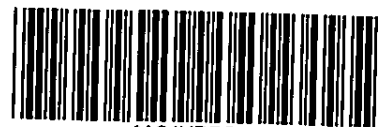


Bupa Care Homes (Developments) Limited
(Registered number 1436235)
Directors' report and financial statements
for the year ended
31 December 2012

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Bupa Care Homes (Developments) Limited
Financial statements
Year ended 31 December 2012

Contents

	Page
Directors' report	1
Statement of directors' responsibilities in respect of the directors' report and financial statements	3
Independent auditor's report to the members of Bupa Care Homes (Developments) Limited	4
Profit and loss account	5
Balance sheet	6
Accounting policies	7
Notes to the financial statements	8

Bupa Care Homes (Developments) Limited
Financial statements
Year ended 31 December 2012

Directors' report

The directors present their annual report and the financial statements of Bupa Care Homes (Developments) Limited ("the Company") for the year ended 31 December 2012

1. Principal activities

The principal activity of the Company is the construction and development of purpose built care homes for other Group companies

2. Business review

Results

The profit for the year, after taxation, amounted to £13,000 (2011 £21,000) The Company had net assets of £2,465,000 (2011 £2,452,000)

Dividends

The directors do not recommend the payment of a dividend in respect of the year ended 31 December 2012 (2011 £nil)

3. Conversion to International Financial Reporting Standards

The ultimate parent undertaking, The British United Provident Association Limited (Bupa), has prepared group accounts in accordance with International Financial Reporting Standards as adopted by the European Union (IFRS) The Company is not required to report under IFRS and therefore these accounts are prepared in accordance with applicable UK accounting standards

4. Directors

The directors who served during the year and subsequently were as follows

S P Reiter		
A J Cannon	appointed	4 February 2013
M Ellerby	resigned	1 October 2012
N Slevin		
N R Taylor	resigned	15 October 2012
M A Merchant	resigned	10 December 2012
N T Beazley		
S M Los		
O H D Thomas	appointed	15 October 2012

5. Companies Audit, Investigations and Community Enterprise Act 2004

As at the date of this report, indemnities are in force under which the Company has agreed to indemnify the directors, to the extent permitted by law and the Company's Articles of Association, in respect of all losses arising out of, or in connection with, the execution of their powers, duties and responsibilities, as directors of the Company

6. Employees

Details of the number of persons employed and gross remuneration are contained in note 2 to the financial statements

7. Political and charitable contributions

The Company made no political or charitable donations or incurred political expenditure during the year (2011 £nil)

8. Disclosure of information to auditor

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 auditor is 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 auditor is aware of that information

Bupa Care Homes (Developments) Limited
Financial statements
Year ended 31 December 2012

Directors' report (continued)

9. Auditor

Pursuant to section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG Audit plc will therefore continue in office

Registered Office

Bridge House
Outwood Lane
Horsforth
Leeds
West Yorkshire
LS18 4UP



S P Reiter
Director

11 March 2013

Bupa Care Homes (Developments) Limited
Financial statements
Year ended 31 December 2012

Statement of directors' responsibilities in respect of the directors' report and 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 and 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

Independent auditor's report to the members of Bupa Care Homes (Developments) Limited

We have audited the financial statements of Bupa Care Homes (Developments) Limited for the year ended 31 December 2012 set out on pages 5 to 10. 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 statement of directors' responsibilities in respect of the directors' report and financial statements set out on page 3, 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 Financial Reporting Council's website 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 the Company's affairs as at 31 December 2012 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

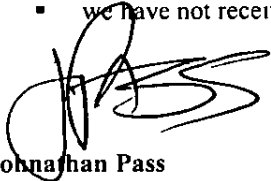
Opinion on other matter prescribed by the Companies Act 2006

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.

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 director's remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



Jonathan Pass
Senior Statutory Auditor
for and on behalf of
KPMG Audit plc
Statutory Auditor
Chartered Accountants
1 The Embankment
Neville Street
Leeds
West Yorkshire
LS1 4DW

11 March 2013

Bupa Care Homes (Developments) Limited
Financial statements
Year ended 31 December 2012

Profit and loss account

	Note	2012 £'000	2011 £'000
Other interest receivable and similar income	3	17	29
Profit on ordinary activities before taxation	4	17	29
Tax on profit on ordinary activities	5	(4)	(8)
Profit for the year		13	21

There were no material differences between reported profit and losses and historical profit and losses on ordinary activities before and after taxation

There were no recognised gains and losses other than the profit for the financial year

Bupa Care Homes (Developments) Limited
Financial statements
Year ended 31 December 2012

Balance sheet
as at 31 December 2012

	Note	2012 £'000	2011 £'000
Current assets			
Debtors	6	4,223	2,558
Creditors: amounts falling due within one year	7	(1,758)	(106)
Net assets		2,465	2,452
Shareholders' funds			
Called up share capital	8	2,200	2,200
Profit and loss account	9	265	252
Shareholders' funds	10	2,465	2,452

These financial statements were approved by the board of directors and were signed on its behalf by



S P Reiter
Director
11 March 2013

Registered number 1436235

The accounting policies and notes on pages 7 to 10 form part of these financial statements

Bupa Care Homes (Developments) Limited
Financial statements
Year ended 31 December 2012

Accounting policies

The principal accounting policies are summarised below. They have been applied consistently throughout the year.

(a) Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable UK accounting standards.

(b) Going concern

The Company meets its day to day working capital requirements through an intercompany financing arrangement. The forecast and projections of the Bupa Group indicate that it will continue to trade profitably. After making enquiries, the directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and financial statements.

(c) Related party transactions

As the Company is a wholly owned subsidiary of Bupa, the Company has taken advantage of the exemption contained in Financial Reporting Standard 8 Related Party Disclosures (FRS 8) and has therefore not disclosed transactions or balances with entities which form part of the Bupa Group.

(d) Cash flow statement

Under Financial Reporting Standard 1 Cash Flow Statements (revised 1996) (FRS 1) the Company is exempt from the requirement to prepare a cash flow statement on the grounds it is a wholly owned subsidiary undertaking of Bupa, a company that prepares a consolidated cash flow statement for the Bupa Group.

(e) Turnover

Turnover represents the total amount earned by the Company in the ordinary course of business for services rendered after deducting trade discounts and Value Added Tax, where applicable. All turnover arises within the United Kingdom.

(f) Taxation and deferred taxation

The charge for taxation is based on the result for the year and takes into account deferred taxation.

Deferred tax is provided in full on all timing differences that have originated, but not reversed, at the balance sheet date which result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions:

- Deferred tax assets are recognised only to the extent that it is considered more likely than not that there will be suitable taxable profits from which the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on current tax rates and laws.

Trading losses surrendered to other Group subsidiary undertakings are made on a full payment basis.

(g) Stock and work in progress

Stock and work in progress is valued at the lower of cost and net realisable value. Net realisable value is based on estimated selling price, less further costs expected to be incurred to completion and disposal.

Bupa Care Homes (Developments) Limited
Financial statements
Year ended 31 December 2012

Notes to the financial statements

1. Immediate and ultimate parent company

The immediate parent undertaking of the Company is Bupa Care Homes (CFG) plc, a company incorporated in England and Wales

The ultimate parent undertaking of the Company, and the largest group into which these financial statements are consolidated, is The British United Provident Association Limited (Bupa), a company incorporated in England and Wales. The smallest group into which these financial statements are consolidated is that headed by Bupa Care Homes (CFG) plc, a company incorporated in England and Wales

Copies of the accounts of both companies can be obtained from The Registrar of Companies, Cardiff, CF14 3UZ

2. Staff costs and director' remuneration

The emoluments of the directors are borne entirely by other Group companies and are disclosed in the financial statements of those Companies. The Company had no other employee costs during the current or preceding year

3. Other interest receivable and similar income

	2012	2011
	£'000	£'000
Group undertakings	17	29

4. Profit on ordinary activities before taxation

Profit on ordinary activities before taxation is stated after charging

	2012	2011
	£'000	£'000
Fees payable to the Company's auditor for the audit of the Company's annual accounts	6	5

Fees for the audit of the Company represent the amount receivable by the Company's auditor. The amount may not be borne by the Company

Fees paid to the Company's auditor, KPMG Audit plc, and its associates for services other than the statutory audit of the Company are not disclosed in these accounts since the consolidated accounts of Bupa, the ultimate parent undertaking, disclose non-audit fees on a consolidated basis

5. Tax on profit on ordinary activities

(i) Analysis of tax charge in the year

	2012	2011
	£'000	£'000
Current tax		
UK corporation tax on profit for the year	4	8
Total tax on profit on ordinary activities	4	8

Bupa Care Homes (Developments) Limited
Financial statements
Year ended 31 December 2012

Notes to the financial statements (continued)

5. Tax on profit on ordinary activities (continued)

(ii) Factors affecting the tax charge

The differences between the total current tax charge shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax is as follows

	2012 £'000	2011 £'000
Profit on ordinary activities before taxation	17	29
Tax on profit on ordinary activities at standard UK corporation tax rate of 24.5% (2011 26.5%)	4	8

6. Debtors

	2012 £'000	2011 £'000
Amounts owed from group undertakings	-	2,558
Other debtors	4,223	-
	4,223	2,558

7. Creditors – amounts falling due within one year

	2012 £'000	2011 £'000
Trade Creditors	19	-
Accruals and deferred income	65	67
Other creditors	39	39
Amounts owed to Group undertakings	1,635	-
	1,758	106

8 Called up share capital

	2012 £'000	2011 £'000
Allotted, called up and fully paid 2,200,000 ordinary shares of £ 1 each	2,200	2,200

9. Reserves

	£'000
Profit and loss account	
At 1 January 2012	252
Profit for the year	13
At 31 December 2012	265

Bupa Care Homes (Developments) Limited
Financial statements
Year ended 31 December 2012

Notes to the financial statements (continued)

10. Reconciliation of movement in shareholders' funds

	2012	2011
	£'000	£'000
Profit for the year and additions to shareholders' fund	13	21
Opening shareholders' funds	2,452	2,431
Closing shareholders' funds	2,465	2,452

11 Contingent liabilities, guarantees and other financial commitments

(i) Guarantees

The Company has given a guarantee and other undertakings, as part of the Group banking arrangements, in respect of the overdraft of certain other Group undertakings

(ii) Financial commitments

There were no capital commitments at the end of either year