Company Registered Number: 1661703

TAKARE SPECIAL PROJECTS LIMITED

Directors' Report and Financial Statements

For the year ended 31 December 1999

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Directors' Report

The directors present their annual report and the financial statements for the year ended 31 December 1999.

1. Principal Activity

The Company did not trade during the period and accordingly made neither a profit nor a loss.

2. Result and Dividend

The company has not traded during the year and, as a result there is no retained profit or loss for the year. No dividend was paid or declared during the year (1998; nil).

J P Davies

M Ellerby

G Smith

A D Walford

N R Taylor (appointed 4 February 1999)

The Directors' beneficial interest in the shares of its parent company, Care First Group plc, at the beginning of and end of the period, are disclosed in the directors' report of that company.

The Directors had no other interests in the shares of the Company or any other group company.

3. Auditors

In accordance with the provisions of section 250 of the Companies Act 1985, the company being a dormant company within the meaning of said section, Section 384(1) of the Companies Act 1985 shall not apply and accordingly no auditors shall be appointed.

Approved by the Board of Directors and signed on behalf of the Board

M Ellerby

Director 9 March 2000 Registered Office

Bridge House Outwood Lane Horsforth Leeds

Profit and loss account for the year ended 31 December 1999

During the financial year and the preceding financial year the Company did not trade and received no income and incurred no expenditure. Consequently, during those years the Company made neither a profit nor a loss.

Balance Sheet as at 31 December 1999

Current assets	Note	1999 £	1998 £
Amounts owed by fellow subsidiary undertaking		20,200	20,200
Net current assets		<u>20,200</u>	20.200
Capital and reserves Called up share capital	1	20,200	<u>20,200</u>
Equity shareholders' funds		20,200	<u>20,200</u>

The Directors confirm that the company was dormant within the meaning of Section 250 of the Companies Act 1985 throughout the year ended 31 December 1999.

These financial statements were approved by the board of directors on 9 March 2000 and were signed on its behalf by:

N Taylor Director

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The notes on page 4 form part of these financial statements.

Notes to the accounts for the year ended 31 December 1999

1. Called up share capital

1999 £	1998 £
20 200	20,200
	1999 £ <u>20,200</u>

2. Ultimate holding company

The ultimate holding company is The British United Provident Association Limited, a company incorporated in Great Britain and registered in England and Wales. Copies of the financial statements of the ultimate parent company are available from Companies House, Crown Way, Maindy, Cardiff, CF4 3UZ.