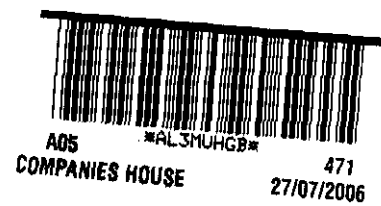


Haven Services Limited

Directors' report and financial statements
For the year ended 30 September 2005
Registered number 01941650



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Company Information

Directors

M R Parish
P J Humphreys

Secretary

P J Humphreys

Auditors

KPMG Audit Plc
6 Lower Brook Street
Ipswich
Suffolk
IP4 1AP

Bankers

National Westminster Bank Plc
10 Station Road
Clacton-on-Sea
Essex
CO15 1TA

Registered Office

Connaught House
850 The Crescent
Colchester Business Park
Colchester
CO4 9QB

Registered number

01941650

Directors' Report

The directors present their report and financial statements for the year ended 30 September 2005.

Principal activities and review of the business

The company acts as an intermediary holding company. The principal activities of the subsidiary companies are the provision of homecare and recruitment services.

Business review

The profit for the year before taxation amounted to £1,084,000 (2004: £834,000). A taxation charge of £nil (2004 credit: £81,000), has resulted in a profit for the period after taxation amounting to £1,084,000 (2004: £915,000).

The directors recommend a final ordinary dividend of £1,250,000 (2004: £1,000,000).

Directors

The directors who served during the year were as follows:

M R Parish
P J Humphreys

None of the directors who held office at the year end had any interest in the shares of the company.

The interests of M R Parish and P J Humphreys in the shares of the ultimate holding company, Care UK Plc, are disclosed in the financial statements of that company.

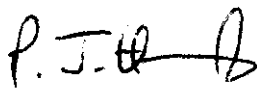
Political and charitable donations

The company made no political or charitable donations during the year (2004: £nil).

Auditors

In accordance with section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG Audit Plc as auditors of the company will be proposed at the forthcoming Annual General Meeting.

This report was approved by order of the board on 21 July 2006.



P J Humphreys
Director

Connaught House
850 The Crescent
Colchester Business Park
Colchester
CO4 9QB

Statement of Directors' Responsibilities

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss for that period. In preparing those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and estimates that are reasonable and prudent;
- state whether applicable 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 maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the financial statements comply with the Companies Act 1985. 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 auditors' report to the shareholders of Haven Services Limited

We have audited the accounts on pages 6 to 13.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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 auditors

The directors are responsible for preparing the directors' report, and as described on page 4, the accounts in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board, and by our profession's ethical guidance.

We report to you our opinion as to whether the accounts give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the accounts, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

Basis of audit opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the accounts are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the company as at 30 September 2005 and of the profit of the company for the year then ended and the accounts have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

25 JUL 2006

KPMG Audit Plc
Chartered Accountants, Registered Auditor
Ipswich

Profit and Loss Account

For the year ended 30 September 2005

	<i>Note</i>	2005 £000	2004 £000
Administrative expenses		(166)	(166)
Operating loss		(166)	(166)
Income from shares in group undertakings		1,250	1,000
Profit on ordinary activities before taxation		1,084	834
Tax on profit on ordinary activities	3-4 5	-	81
Profit on ordinary activities after taxation		1,084	915
Dividends on equity shares	6	(1,250)	(1,000)
Retained loss for the period		(166)	(85)

All results derive from continuing activities.

The company has no recognised gains or losses other than the profit for the above year.

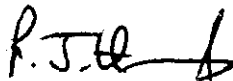
There were no material differences between the result as disclosed in the profit and loss account and that given by an unmodified historical cost basis during the current year.

Balance Sheet

As at 30 September 2005

	Note	2005 £000	2004 £000
Fixed assets			
Intangible assets	7	2,549	2,715
Investments	8	6,356	6,356
		<u>8,905</u>	<u>9,071</u>
Current assets			
Debtors	9	3,926	3,666
Creditors: amounts falling due within one year	10	(1,927)	(1,667)
		<u>1,999</u>	<u>1,999</u>
Total assets less current liabilities		<u>10,904</u>	<u>11,070</u>
Creditors: amounts falling due after more than one year	11	(6,270)	(6,270)
		<u>4,634</u>	<u>4,800</u>
Capital and reserves			
Called up share capital	13	300	300
Profit and loss account	14	4,334	4,500
		<u>4,634</u>	<u>4,800</u>
Shareholders' funds - equity interest	15	<u>4,634</u>	<u>4,800</u>

These financial statements were approved by the board of directors on 21 July 2006 and were signed on its behalf by:



P J Humphreys
Director

Notes to the financial statements

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

Basis of preparation

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

The company is exempt from the requirement of Financial Reporting Standard No 1 (revised) to prepare a cash flow statement as it is a wholly owned subsidiary undertaking of Care UK Plc and its cash flows are included within the consolidated cash flow statement of that company.

The company is exempt from the requirement of Financial Reporting Standard No 2 to prepare consolidated financial statements by virtue of section 228 of the Companies Act 1985. These financial statements present information about the company as an individual undertaking and not about its group. The consolidated financial statements of Care UK Plc, within which this company is included, can be contained from the address given in note 17.

As the company is a wholly owned subsidiary of Care UK Plc, the company has taken advantage of the exemption contained in Financial Reporting Standard No 8 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties).

Investments

Investments in subsidiary undertakings are stated at cost less provisions for any impairments.

Goodwill

Purchased goodwill arises on acquisitions and is the difference between the fair value of the purchase consideration and associated costs and the fair values attributable to the net assets acquired. In accordance with FRS 10, the goodwill arising on acquisitions completed on or after 1 October 1998 is capitalised as an intangible fixed asset and amortised over its estimated useful life, which will not exceed 20 years. Goodwill arising on acquisitions prior to this date was taken directly to reserves in the year of acquisition. On the disposal of businesses, any unamortised goodwill in the balance sheet or goodwill previously taken to reserves in respect of such business is charged against the disposal in the profit and loss account.

Taxation

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

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

2 Turnover

The company had no trading income during the financial period.

3 Directors' emoluments

The directors received no emoluments during the financial year ended 30 September 2005 for their services to the company (2004: £nil). The emoluments of M R Parish and P J Humphreys and their share options are disclosed in the financial statements of Care UK Plc.

Retirement benefits under money purchase pension schemes are accruing to 2 directors (2004: 2).

Notes to the financial statements (continued)

4 Profit on ordinary activities before taxation

	2005 £000	2004 £000
<i>Profit on ordinary activities before taxation is stated after charging</i>		
Amortisation of goodwill	166	166

Auditors remuneration was borne by the ultimate parent company in both financial years.

5 Taxation

	2005 £000	2004 £000
Current tax:		
UK corporation tax at 30% (2004: 30%)	-	-
Adjustment relating to an earlier year	-	(79)
	-	(79)
Deferred tax:		
Origination and reversal of timing differences	-	(2)
	-	(81)
Tax on profit on ordinary activities	-	(81)

Current tax reconciliation

The differences between the tax assessed for the year and the standard rate of corporation tax are explained as follows:

	2005 £000	2004 £000
Profit on ordinary activities before tax	1,084	834
Profit on ordinary activities multiplied by the standard rate of corporation tax 30% (2004: 30%)	325	250
Effects of:		
Adjustments to tax charge relating to an earlier year	-	(79)
Goodwill amortisation	50	50
Non-taxable group dividends received	(375)	(300)
Current tax charge for year	-	(79)

Notes to the financial statements *(continued)*

6 Dividends and other appropriations

	2005 £000	2004 £000
Final dividend proposed - £4.17 per share (2004: £3.33)	1,250	1,000

7 Intangible assets

Intangible assets represents goodwill arising on acquisitions completed on or after 1 October 1998.

	Total £000
Cost	
At 1 October 2004	3,321
At 30 September 2005	3,321
Amortisation	
At 1 October 2004	606
Charge for year	166
At 30 September 2005	772
Net book value	
At 30 September 2005	2,549
At 30 September 2004	2,715

Notes to the financial statements (continued)

8 Investments

	2005 £000	2004 £000
Investments, stated at cost		
At 1 October	6,356	5,718
Intra group transfer	-	638
	<hr/>	<hr/>
At 30 September	6,356	6,356
	<hr/>	<hr/>

The following investments are incorporated in England and Wales and operate in the United Kingdom:

Investments	Class of share capital held	Effective holding percentage	Nature of business
Care UK Homecare Limited	Ordinary	100%	Homecare services provider
Care UK Community Agency Limited	Ordinary	100%	Homecare services provider
Direct Medical Services Limited	Ordinary	100%	Recruitment services provider
Pro-pharm Consultants Limited	Ordinary	100%	Recruitment services provider
Carefree Limited	Ordinary	100%	Dormant
Careline Limited	Ordinary	100%	Dormant
Homecare (North East) Limited	Ordinary	100%	Dormant

9 Debtors

	2005 £000	2004 £000
Amounts due within one year:		
Amounts owed by group undertakings	3,926	3,666
	<hr/>	<hr/>

Notes to the financial statements (continued)

10 Creditors: amounts falling due within one year

	2005 £000	2004 £000
Amounts owed to group undertakings	677	667
Dividends payable	1,250	1,000
	<u>1,927</u>	<u>1,667</u>

The amounts owed to group undertakings are unsecured, repayable on demand and carry no interest charge.

11 Creditors: amounts falling due after more than one year

	2005 £000	2004 £000
Amounts owed to group undertakings	<u>6,270</u>	<u>6,270</u>

12 Deferred taxation

	2005 £000	2004 £000
Accelerated capital allowances	<u>-</u>	<u>-</u>
As at 1 October	-	2
Charged to profit and loss account – current year	<u>-</u>	<u>(2)</u>
As at 30 September	<u>-</u>	<u>-</u>

All the above amounts are stated at the expected full UK corporation tax rate of 30%.

13 Share capital

	2005 £000	2004 £000
Authorised		
300,000 (2004: 300,000) ordinary shares of £1 each	<u>300</u>	<u>300</u>
Allotted, called up and fully paid		
300,000 (2004: 300,000) ordinary shares of £1 each	<u>300</u>	<u>300</u>

Notes to the financial statements *(continued)*

14 Profit and loss account

	2005 £000	2004 £000
As at 1 October	4,500	4,585
Retained loss for the financial period	(166)	(85)
As at 30 September	4,334	4,500

15 Reconciliation of movement in shareholders' funds

	2005 £000	2004 £000
Profit for the financial period	1,084	915
Dividends	(1,250)	(1,000)
Net reduction to shareholders' funds	(166)	(85)
Opening shareholders' funds	4,800	4,885
Closing shareholders' funds	4,634	4,800

16 Contingent liability

The group's bankers hold a fixed and floating charge over the assets of the company to secure amounts advanced to the parent company and certain fellow subsidiaries. The group has a secured loan facility of £123.5 million that expires on 17 February 2015. In addition the group has an overdraft facility of £3 million. As at 30 September 2005 the group had drawn down £100.8 million (2004: £72.9 million) of those facilities.

17 Controlling party

The company is a wholly owned subsidiary of Care UK Plc, which is registered in England and Wales. Copies of the financial statements of Care UK Plc (which is the only company which includes the company's results in its consolidated financial statements) are available from its registered office at Connaught House, 850 The Crescent, Colchester Business Park, Essex, CO4 9QB.