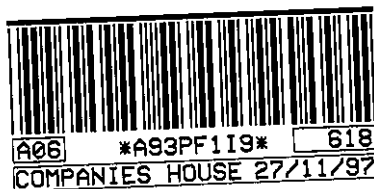


Burleigh House Properties Limited

Directors' report and financial statements

31 May 1997

Registered number 2264927



Burleigh House Properties Limited

Directors' report and financial statements

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Burleigh House Properties Limited

Directors' report

The directors present their annual report and the financial statements for the year ended 31 May 1997.

Principal activity

The company has remained dormant during the year and accordingly no profit and loss account has been prepared.

Directors and directors' interests

The directors who held office during the year were as follows:

PR Carter	(resigned 9 December 1996)
MM Bradford	
KW Phippen	(resigned 8 August 1996)
P Easterman	(appointed 9 December 1996)
AS Wilson	(appointed 9 December 1996)

In accordance with the articles of association, no director retires by rotation.

No director had any interest in the share capital of the company during the year. The interests of the directors in the share capital and share options of Westminster Health Care Holdings PLC, the ultimate parent company, and Westminster Health Care Limited, the immediate parent company, are disclosed in the accounts of those companies.

According to the register of directors' interests, no rights to subscribe for shares in or debentures of the company were granted to any of the directors or their immediate families, or exercised by them, during the financial year.

Auditors

In accordance with Section 250 of the Companies Act 1985, a resolution has been passed not to appoint auditors.

48 Leicester Square
London WC2H 7WH
18 August 1997



By order of the board
Kevin D O'Connell
Secretary

Burleigh House Properties Limited

Directors' responsibilities in respect of the preparation of financial statements

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 judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departure 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 proper accounting records which 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 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.

Burleigh House Properties Limited

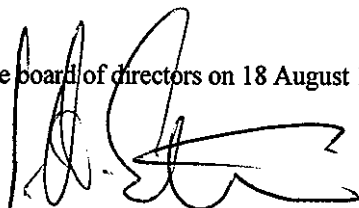
Balance sheet at 31 May 1997

	Note	1997 £	1996 £
Current assets			
Debtors - amount owed by parent company		100	100
Net assets		<u>100</u>	<u>100</u>
Shareholders' funds			
Called up share capital	3	<u>100</u>	<u>100</u>

The company was dormant, within the meaning of Section 250 of the Companies Act 1985, throughout the financial year.

Approved by the board of directors on 18 August 1997 and signed on its behalf by:

P Easterman
Director



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

Burleigh House Properties Limited

Notes forming part of the financial statements

1. Accounting policies

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

The related party transactions note included in the consolidated financial statements of the ultimate parent undertaking complies with the conditions of Financial Reporting Standard No.8 (FRS8) 'Related Party Transactions'. The company is therefore exempt under FRS8 from the requirement to prepare a separate note.

2. Directors' emoluments

The directors received no emoluments for services to the company during the year (1996: £nil).

3. Called up share capital

	1997 £	1996 £
Authorised		
1000 ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
Allotted and fully paid		
100 ordinary shares of £1 each	<u>100</u>	<u>100</u>

4. Control and ultimate parent company

The company is a subsidiary undertaking of and is controlled by Westminster Health Care Holdings PLC, which is incorporated in England and registered in England and Wales, Westminster Health Care Holdings PLC heads the largest and the smallest higher group of undertakings for which group financial statements are prepared and of which the company is a member. Copies of these financial statements are available to the public and may be obtained from its company secretary at 48 Leicester Square London WC2H 7WH.