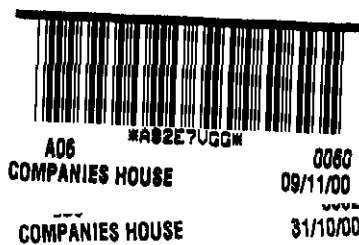


Farm Place Limited

Directors' report and financial statements

Seven months ended 31 December 1999

Registered number 2663868



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Directors' report

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

Principal activities

The principal activity of the company is the rehabilitation of alcoholics and drug users and the treatment of eating disorders.

Business review

The results for the period are set out in the profit and loss account on page 5.

The directors have considered the impact of the Year 2000 date change on the company. There can be no assurance that the change in date from 1999 to 2000 will not affect the company's operations or results. However, at the date of signing, no adverse effects of the date change have been experienced.

Proposed dividend

The directors do not recommend the payment of a dividend (*31 May 1999: £nil*).

Directors and directors' interests

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

AG Heywood	
Dr CB Patel	
SJ Purse	(appointed 3 November 1999)
AS Wilson	(resigned 30 July 1999)

On 1 February 2000 SR Page and Ms S Stewart were appointed as directors. On 7 March 2000 SJ Purse resigned as a director.

In accordance with the articles of association, no directors retire by rotation. None of the directors who held office at the end of the financial year had any disclosable interest in the shares of the company.

The interests of the directors in the share capital of Westminster Health Care Holdings Limited were as follows:

	Interest at end of the period		Interest at start of period or date of appointment	
	A shares	B shares	A shares	B shares
Dr CB Patel	909,278	9	909,278	9
AG Heywood	75,773	1	75,773	1

Directors' report *(continued)*

Employees

The directors recognise that the continued position of the company in the health care industry depends on the quality and motivation of its employees and as such the company is committed to pursue employment policies which will continue to attract, retain and motivate its employees.


Good and effective employee communications are particularly important, and throughout the business it is the directors' policy to promote the understanding by all employees of the company's business aims and performance. This is achieved through internal publications, presentations on performance and a variety of other approaches appropriate for a particular location.

The directors believe that it is important to recruit and retain capable and caring staff regardless of their sex, marital status, race or religion. It is the company's policy to give full and fair consideration to applications for employment from people who are disabled, to continue wherever possible the employment of and to arrange appropriate training for, employees who become disabled and to provide equal opportunities for the career development, training and promotion of disabled employees.

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 is to be proposed at the forthcoming Annual General Meeting.

By order of the board



Jon Hather
Secretary

Kings Court
41-51 Kingston Road
Leatherhead
Surrey
KT22 7SZ

30 October 2000

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 judgements 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;
- 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 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.

Report of the auditors to the members of Farm Place Limited

We have audited the financial statements on pages 5 to 14.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the directors' report and, as described on page 3, the financial statements 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 financial statements give a true and fair view and are properly prepared in accordance with the Companies Act. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, 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 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 financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, 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 financial statements 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 financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 December 1999 and of its profit for the period then ended and have been properly prepared in accordance with the Companies Act 1985.


KPMG Audit Plc
Chartered Accountants
Registered Auditor

8 Salisbury Square
London
EC4Y 8BB

30 October 2000

Profit and loss account

for the seven months to 31 December 1999

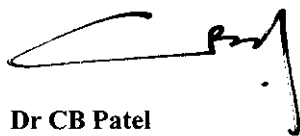
	<i>Note</i>	Seven months to 31 December 1999 £000	Year to 31 May 1999 £000
Turnover		1,190	1,346
Cost of sales		(814)	(1,014)
		<hr/>	<hr/>
Gross/operating profit		376	332
Tax on profit on ordinary activities	6	(3)	(116)
		<hr/>	<hr/>
Profit for the financial year		373	216
		<hr/> <hr/>	<hr/> <hr/>

The results for both the current and prior period derive from continuing activities.

Balance sheet
at 31 December 1999

	<i>Note</i>	31 December 1999		31 May 1999	
		£000	£000	£000	£000
Fixed assets					
Tangible assets	7		2,833		2,790
Current assets					
Stocks	8	18		20	
Debtors	9	1,029		543	
Cash at bank and in hand		145		55	
		<u>1,192</u>		<u>618</u>	
Creditors: amounts falling due within one year	10	(438)		(197)	
Net current assets			<u>754</u>		<u>421</u>
Total assets less current liabilities			<u>3,587</u>		<u>3,211</u>
Provisions for liabilities and charges	11		(9)		(6)
Net assets			<u>3,578</u>		<u>3,205</u>
Capital and reserves					
Called up share capital	12	-		-	
Share premium	13	2,498		2,498	
Revaluation reserve	13	233		233	
Profit and loss account	13	847		474	
Shareholders' funds – equity			<u>3,578</u>		<u>3,205</u>

These financial statements were approved by the board of directors on 30 October 2000 and were signed on its behalf by:



Dr CB Patel
Director

Statement of total recognised gains and losses
for the seven months to 31 December 1999

	Seven months to 31 Dec 1999 £000	Year to 31 May 1999 £000
Profit for the financial year	373	216
Unrealised surplus on revaluation of properties	-	233
	<hr/>	<hr/>
Total recognised gains and losses relating to the financial year	373	449
	<hr/> <hr/>	<hr/> <hr/>

Note of historical cost profits and losses
for the seven months to 31 December 1999

	Seven months to 31 Dec 1999 £000	Year to 31 May 1999 £000
Reported profit on ordinary activities before taxation	376	332
Difference between a historical cost depreciation charge and the actual depreciation charge calculated on the revalued amount	3	-
	<hr/>	<hr/>
Historical cost profit on ordinary activities before taxation	379	332
	<hr/>	<hr/>
Historical cost profit for the period retained after taxation and dividends	376	216
	<hr/> <hr/>	<hr/> <hr/>

Reconciliation of movements in shareholders' funds
for the seven months to 31 December 1999

	Seven months to 31 Dec 1999 £000	Year to 31 May 1999 £000
Profit for the financial year	373	216
Other recognised gains and losses relating to the year (net)	-	233
	<hr/>	<hr/>
Net addition to shareholders' funds	373	449
Opening shareholders' funds	3,205	2,756
	<hr/>	<hr/>
Closing shareholders' funds	3,578	3,205
	<hr/> <hr/>	<hr/> <hr/>

Notes

(forming part of 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 accounting rules, modified to include the revaluation of certain land and buildings.

The company is exempt by virtue of section 228 of the Companies Act 1985 from the requirement to prepare group accounts. These financial statements present information about the company as an individual undertaking and not about its group.

Under Financial Reporting Standard 1 (revised) the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.

As the company is a wholly owned subsidiary of Westminster Health Care Holdings Limited, the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group.

Fixed assets and depreciation

Regular valuations of freehold and long leasehold land and buildings are carried out and are reflected in the financial statements. Subsequent additions and assets in the course of construction are recorded at cost.

Depreciation is provided to write off the cost or valuation less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows:

Freehold buildings and long leasehold properties	-	50 years
Short leasehold properties	-	over the period of the lease
Plant, fixtures and fittings	-	3 to 10 years
Motor vehicles	-	4 years

No depreciation is provided on freehold land.

Fixed asset investments are stated at cost less provision for any impairment in value.

Leases

Assets acquired under finance leases are capitalised and the outstanding future lease obligations are shown in creditors. Operating lease rentals are charged to the profit and loss account on a straight line basis over the period of the lease.

Post-retirement benefits

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 amount charged against profits represents the contributions payable to the scheme in respect of the accounting period.

Notes (continued)

1 Accounting policies (continued)

Stocks

Stocks are stated at the lower of cost and net realisable value.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Provision is made for deferred tax only to the extent that it is probable that an actual liability will crystallise.

Turnover

Turnover represents the amounts (excluding value added tax) derived from the provision of services.

2 Analysis of turnover and profit on ordinary activities before taxation

The company's turnover, profit before taxation and net assets arise primarily from its principal activity of drug and alcohol rehabilitation and treatment of eating disorders in the United Kingdom.

3 Profit on ordinary activities before taxation

Seven months to 31 Dec 1999 £000	Year to 31 May 1999 £000
--	--------------------------------

Profit on ordinary activities before taxation is stated

after charging

Auditors' remuneration (inclusive of VAT):

Audit	5	6
Other services - fees paid to the auditor and its associates	-	-
Depreciation and other amounts written off tangible fixed assets	37	38
	<hr/>	<hr/>

Notes (continued)

4 Remuneration of directors

The directors received no emoluments for their services to the company (31 May 1999: £nil).

5 Staff numbers and costs

The average number of persons employed by the company (including directors) during the period, analysed by category, was as follows:

	Number of employees	
	Seven months to 31 Dec 1999	Year to 31 May 1999
Clinical staff	23	23
Hotel services staff	7	7
Administrative staff	5	6
	<hr/>	<hr/>
	35	36
	<hr/>	<hr/>

The aggregate payroll costs of these persons were as follows:

	Seven months to 31 Dec 1999 £000	Year to 31 May 1999 £000
Wages and salaries	433	529
Social security costs	30	49
Other pension costs	20	34
	<hr/>	<hr/>
	483	612
	<hr/>	<hr/>

6 Taxation

	Seven months to 31 Dec 1999 £000	Year to 31 May 1999 £000
UK corporation tax		
Current tax on income for the period at 30% (31 May 1999: 31%)	-	110
Deferred tax (see note 11)	3	6
	<hr/>	<hr/>
	3	116
	<hr/>	<hr/>

The UK corporation tax on profit on ordinary activities has been relieved by the surrender of losses by other group companies for which no consideration was paid.

Notes (continued)

7 Tangible fixed assets

	Freehold land and buildings £000	Fixtures and fittings £000	Motor vehicles £000	Total £000
Cost or valuation				
At beginning of the period	2,691	245	3	2,939
Additions	28	52	-	80
	<hr/>	<hr/>	<hr/>	<hr/>
At end of the period	2,719	297	3	3,019
	<hr/>	<hr/>	<hr/>	<hr/>
Depreciation				
At beginning of the period	-	146	3	149
Charge for the period	25	12	-	37
	<hr/>	<hr/>	<hr/>	<hr/>
At end of the period	25	158	3	186
	<hr/>	<hr/>	<hr/>	<hr/>
Net book value				
Cost	28	139	-	167
Valuation	2,666	-	-	2,666
	<hr/>	<hr/>	<hr/>	<hr/>
At 31 December 1999	2,694	139	-	2,833
	<hr/>	<hr/>	<hr/>	<hr/>
At 31 May 1999	2,691	99	-	2,790
	<hr/>	<hr/>	<hr/>	<hr/>

The Company's land and buildings were valued externally at 31 May 1999 on an open market value for existing use basis by Conrad Ritblat, an independent firm employing qualified surveyors specialising in nursing and rest home surveys and valuations. The valuations were carried out in accordance with the Royal Institution of Chartered Surveys Statements of Asset Valuation Practice and Guidance Notes.

Subsequent additions to land and buildings are recorded at cost to the company.

The gross book value of land and buildings includes £2,039,000 (31 May 1999: £2,018,000) of depreciable assets.

The historical net book value of land and buildings is given below:

	31 Dec 1999 £000	31 May 1999 £000
Historical cost of assets	2,513	2,485
Aggregate depreciation thereon	(49)	(27)
	<hr/>	<hr/>
Historical cost net book value	2,464	2,458
	<hr/>	<hr/>

Notes (continued)

8 Stocks

	31 Dec 1999 £000	31 May 1999 £000
Consumable supplies	18	20
	<u>18</u>	<u>20</u>

9 Debtors

	31 Dec 1999 £000	31 May 1999 £000
Trade debtors	123	141
Amounts owed by group undertakings	898	387
Prepayments and accrued income	8	15
	<u>1,029</u>	<u>543</u>

10 Creditors: amounts falling due within one year

	31 Dec 1999 £000	31 May 1999 £000
Trade creditors	32	10
Amounts owed to group undertakings	176	-
Corporation tax	112	112
Other taxes and social security	15	12
Other creditors	58	37
Accruals and deferred income	45	26
	<u>438</u>	<u>197</u>

Notes (continued)

11 Provisions for liabilities and charges

	1999 £000
<i>Deferred tax</i>	
At beginning of the period	6
Charge for the period	3
	<hr/>
At end of the period	9
	<hr/> <hr/>

Deferred tax has been provided in full as follows:

	1999 £000
Difference between accumulated depreciation and capital allowances	9
	<hr/> <hr/>

No provision has been made for deferred tax on the excess of valuation over cost of the Company's properties as it is not the intention to dispose of any of the properties on which a revaluation surplus has arisen. The additional potential liability which could arise in the event of the disposal of properties at their revalued amounts is approximately £70,000 (31 May 1999: £70,000).

12 Called up share capital

	31 Dec 1999 £	31 May 1999 £
<i>Authorised</i>		
100 (31 May 1999: 100) Ordinary shares of £1 each	100	100
	<hr/>	<hr/>
<i>Allotted, called up and fully paid</i>		
4 (31 May 1999: 4) Ordinary shares of £1 each	4	4
	<hr/> <hr/>	<hr/> <hr/>

13 Reserves

	Share premium £000	Revaluation reserve £000	Profit and loss account £000
At beginning of the period	2,498	233	474
Retained profit for the period	-	-	373
	<hr/>	<hr/>	<hr/>
At end of the period	2,498	233	847
	<hr/> <hr/>	<hr/> <hr/>	<hr/> <hr/>

Notes (continued)

14 Contingent liabilities

The company has entered into banking facilities set-off agreements in respect of which guarantees have been given. The aggregate amount outstanding under the agreements was £nil at 31 December 1999.

15 Commitments

(a) Capital commitments at the end of the financial year for which no provision has been made, are as follows:

	31 Dec 1999 £000	31 May 1999 £000
Contracted	6	-
	<u> </u>	<u> </u>

16 Pension scheme

The company operates a defined contribution pension scheme. The pension cost charge for the period represents contributions payable by the company to the fund and amounted to £20,000 (31 May 1999: £34,000).

There were no outstanding or prepaid contributions at either the beginning or end of the financial year.

17 Ultimate parent company and parent undertaking of larger group of which the company is a member

The company is a subsidiary undertaking of Westminster Health Care Holdings Limited which is incorporated in England.

The largest group in which the results of the company are consolidated is that headed by Westminster Health Care Holdings Limited. No other group accounts include the results of the company.