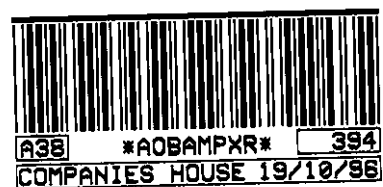


**HUNTLEIGH HEALTHCARE
(LUTON) LIMITED
(formerly Huntleigh Healthcare
Limited)**

**DIRECTORS' REPORT AND
FINANCIAL STATEMENTS**

**for the year ended
31st December, 1995**

Company No.: 02693603



HUNTLEIGH HEALTHCARE (LUTON) LIMITED
(formerly Huntleigh Healthcare Limited)

Report of the directors
for the year ended 31st December, 1995

Financial statements

The directors present their report and financial statements for the year ended 31st December, 1995.

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 and loss of the company for the year. In preparing those financial statements, the directors are required to:

- (1) select suitable accounting policies and then apply them consistently;
- (2) make judgements and estimates that are reasonable and prudent;
- (3) state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;

and

- (4) prepare the financial statements on the ongoing 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 are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Activities

The company has not traded during the year.

Within the meaning of Section 250 of the Companies Act 1985, the company was dormant throughout the year ended 31st December, 1995.

Change of name

With effect from 15th April, 1996, the company changed its name to Huntleigh Healthcare (Luton) Limited.

HUNTLEIGH HEALTHCARE (LUTON) LIMITED
(formerly Huntleigh Healthcare Limited)

Director

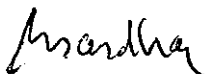
Mr. J A B Wotton has been the Chairman and the sole director of the company since 1st January, 1995..

Directors' interests

The company is a wholly owned subsidiary of Huntleigh Technology PLC.

Mr. J A B Wotton had no interest in any shares, transactions or arrangements which requires disclosure in this report. His interests in the company's ultimate holding company, Huntleigh Technology PLC, are shown in that company's directors' report.

The directors' report was approved by the board on 20th May, 1996.



E B Sardharwala
Secretary

HUNTLEIGH HEALTHCARE (LUTON) LIMITED
(formerly Huntleigh Healthcare Limited)

Balance sheet at 31st December, 1995

	<u>Notes</u>	<u>1995</u>	<u>1994</u>
Current asset			
Debtor	4	£ 2 =====	£ 2 =====
Called up share capital	5	£ 2 =====	£ 2 =====

Within the meaning of Section 250 of the Companies Act 1985, the company was dormant for the year ended 31st December, 1995.

The financial statements on pages 3 and 4 were approved by the board on 20th May, 1996.


J A B Wotton
 Director

Notes to the financial statements for the year ended 31st December, 1995

1. Accounting policy

The financial statements have been prepared under the historical cost convention.

2. Compliance with accounting standards

The financial statements have been prepared in accordance with applicable accounting standards.

3. Profit and loss account

The company did not trade during the year, incurred no liabilities and neither made profit nor loss, and there were no other recognised gains or losses during the year.

4. Debtors

	<u>1995</u>	<u>1994</u>
Amount due from immediate parent undertaking	£ 2 =====	£ 2 =====

HUNTLEIGH HEALTHCARE (LUTON) LIMITED
(formerly Huntleigh Healthcare Limited)

Notes to the financial statements
for the year ended 31st December, 1995 (continued)

5. Called up share capital

	<u>1995</u>	<u>1994</u>
Authorised		
1,000,000 ordinary shares of £1 each	£1,000,000 =====	£1,000,000 =====
Allotted and fully paid	<u>1995</u>	<u>1994</u>
2 ordinary shares of £1 each	£ 2 =====	£ 2 =====

6. Ultimate holding company

Huntleigh Technology PLC, registered in England and Wales, is regarded by the directors as being the company's ultimate holding company.

Huntleigh Technology PLC is the parent undertaking of the smallest and largest groups of which the company is a member and for which group financial statements are prepared. Copies of those financial statements can be obtained from Huntleigh Technology PLC, 310-312 Dallow Road, Luton, Bedfordshire LU1 1TD.