COMPANY NUMBER: 2857862

EBBGATE NURSING HOMES (LONDON) LIMITED REPORT AND FINANCIAL STATEMENTS YEAR ENDED 28 MARCH 1998

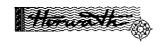
HORWATH CLARK WHITEHILL

Chartered Accountants

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EBBGATE NURSING HOMES (LONDON) LIMITED OFFICERS AND PROFESSIONAL ADVISERS YEAR ENDED 28 MARCH 1998

DIRECTORS:

Dr Narinder Dhandsa

Frederick Sinclair-Brown

Nicholas Salisbury

Terence Tindall

SECRETARY:

Robert Frederick King

REGISTERED OFFICE:

No. 1 Battersea Square

London

SW11 3PZ

BANKERS:

Barclays Bank plc

54 Lombard Street

London EC3V 9EX

SOLICITORS:

Robert King

No. 1 Battersea Square

London SW11 3PZ

AUDITORS:

Horwath Clark Whitehill

Chartered Accountants

25 New Street Square

London EC4A 3LN

EBBGATE NURSING HOMES (LONDON) LIMITED DIRECTORS' REPORT YEAR ENDED 28 MARCH 1998

The directors present their report and the audited financial statements for the year ending 28 March 1998.

ACTIVITIES

During the year the Group's principal activity was the operation of nursing homes at Harefield in Middlesex and at Stockwell, London.

REVIEW OF DEVELOPMENTS

The group profit and loss account for the year is set out on page 6.

During the year the group has made a loss before taxation of £191,602 (1997: £194,243)

The group has also been managing four close care units at Alderley Edge in Cheshire.

DIVIDENDS

The directors do not recommend a dividend for the year.

DIRECTORS AND THEIR INTERESTS

The directors of the company who served during the year ended 28 March 1998 were:

Narinder Dhandsa Terence Tindall Nicholas Salisbury Frederick Sinclair Brown

The interests of directors holding office at 28 March 1998 in the shares of Barclays Bank plc and Associated Nursing Services plc are shown in the financial statements of these companies. None of the directors had any interest in the shares of Ebbgate Nursing Homes (London) Limited.

YEAR 2000

The directors have commenced but not yet completed an assessment of the risk that the company's business and operations will be adversely affected by what is known as the Year 2000 problem.

They also recognise that financial and operational control systems are part of the responsibilities of the managing agent, ANS Homes Limited, and that the directors of its parent company, Associated Nursing Services plc, have assessed the risk that it will be adversely affected by the Year 2000 problem. The directors of that company have implemented a programme of assessing the effect of those risks in each area of the business to determine the scale of the problem.

As the Year 2000 compliance programme will be funded from existing resources it is not possible to identify with precision the costs associated with the programme. However the directors do not believe that the costs of this programme will be significant.

EBBGATE NURSING HOMES (LONDON) LIMITED DIRECTORS' REPORT (Continued) YEAR ENDED 28 MARCH 1998

AUDITORS

During the year the auditors changed their name to Horwath Clark Whitehill and have signed their audit report in their new name.

Horwath Clark Whitehill have expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

By Order of the Board

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Secretary

EBBGATE NURSING HOMES (LONDON) LIMITED STATEMENT OF DIRECTORS' RESPONSIBILITIES YEAR ENDED 28 MARCH 1998

Company law requires the directors to prepare financial statements for each financial year which give a true and fair view of the company and group's state of affairs at the end of the year and of its profit or loss for the year. 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 assume 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 or other irregularities.

HORWATH CLARK WHITEHILL

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AUDITORS REPORT TO THE MEMBERS OF EBBGATE NURSING HOMES (LONDON) LIMITED



We have audited the financial statements on pages 6 to 18 which have been prepared under the accounting policies set out on pages 10 and 11.

Respective Responsibilities of Directors and Auditors

As described on page 4 the company's directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those financial statements and to report our opinion to you.

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 the information in the financial statements.

Unqualified Opinion

In our opinion, the financial statements give a true and fair view of the state of the group's and the company's affairs at 28 March 1998 and of the group's loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Chartered Accountants and Registered Auditors

26 Januar 1898

EBBGATE NURSING HOMES (LONDON) LIMITED CONSOLIDATED PROFIT AND LOSS ACCOUNT YEAR ENDED 28 MARCH 1998

	Notes	1998 £	1997 £
TURNOVER	1(b)	1,960,137	1,270,676
Cost of Sales		(1,196,869)	(898,078)
GROSS PROFIT		763,268	372,598
Administrative expenses		(643,504)	(410,523)
OPERATING PROFIT/(LOSS)	4	119,764	(37,925)
Other income Interest payable Interest receivable	5	(311,366)	- (157,151) 833
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(191,602)	(194,243)
Tax on loss on ordinary activities	6	• •	-
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION		(191,602)	(194,243)
RETAINED LOSS BROUGHT FORWARD		(374,425)	(180,182)
RETAINED LOSS CARRIED FORWARD		(566,027)	(374,425)

The profit and loss account contains all the gains and losses recognised in the current and preceding year and represents the only movement in shareholders' funds.

The notes on pages 10 to 18 form part of these financial statements.

EBBGATE NURSING HOMES (LONDON) LIMITED CONSOLIDATED BALANCE SHEET 28 MARCH 1998

	Notes	£	1998 £	1997 £
FIXED ASSETS Tangible assets	7(a)		5,788,385	5,780,708
CURRENT ASSETS Debtors Cash at bank and in hand	9	72,876 308,263		124,970 21,505
CREDITORS: amounts falling due within		381,139		146,475
one year	10	(6,735,451)		(481,476)
NET CURRENT LIABILITIES			(6,354,312)	(335,001)
TOTAL ASSETS LESS CURRENT LIABILITIES			(565,927)	5,445,707
CREDITORS: amounts falling due after more than one year	11		-	(5,820,032)
NET LIABILITIES			(565,927)	(374,325)
CAPITAL AND RESERVES Called up share capital Profit and loss account	12		100 (566,027)	100 (374,425)
SHAREHOLDERS' DEFICIT			(565,927)	(374,325)

Approved by the Board on 22 January 1999 and signed on its behalf:

The notes on pages 10 to 18 form part of these financial statements.

EBBGATE NURSING HOMES (LONDON) LIMITED COMPANY BALANCE SHEET 28 MARCH 1998

	Notes	£	1998 £	1997 £
FIXED ASSETS Tangible assets Investments	7(b) 8		5,282,361 <u>1</u>	5,402,990 1
CURRENT ASSETS Debtors Cash at bank and in hand	9	19,078 307,463 326,541	5,282,362	5,402,991 290,145 8,521 298,666
CREDITORS: amounts falling due within one year	10	(6,375,520)	-	(272,829)
NET CURRENT (LIABILITIES)/ASSETS TOTAL ASSETS LESS CURRENT LIABILITIES			(6,048,979) (766,617)	25,837 5,428,828
CREDITORS: amounts falling due after more than one year	11			(5,820,032)
NET LIABILITIES CAPITAL AND RESERVES			(766,617)	(391,204)
Called up share capital Profit and loss account	12 13		100 (766,717)	100 (391,304)
SHAREHOLDERS' DEFICIT			(766,617)	(391,204)

Approved by the Board on 22 January 1995 and signed on its behalf:

The notes on pages 10 to 18 form part of these financial statements.

EBBGATE NURSING HOMES (LONDON) LIMITED CONSOLIDATED CASH FLOW STATEMENT YEAR ENDED 28 MARCH 1998

	Notes	1998 £	1997 £
Net Cash Inflow/(outflow) from Operating Activities	17	368,958	(86,714)
Returns on Investments and Servicing of Finance Interest paid Interest received		(18,678)	(24,121) 833
Net cash outflow from returns on investments and servicing of finance		(18,678)	(23,288)
Taxation			-
Capital Expenditure Proceeds from sale of tangible fixed assets Purchase of tangible fixed assets		4,038 (109,401)	- (521,366)
Net cash outflow from capital expenditure		(105,363)	(521,366)
Net cash inflow/(outflow) before financing		244,917	(631,368)
Financing Other loans received		<u> </u>	187,500
Increase/(decrease) in cash	18	244,917	(443,868)

The notes on pages 10 to 18 form part of these financial statements

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below.

a) Accounting Convention

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

b) Turnover

This represents the fees receivable from the residents of the group's nursing home and all arises within the United Kingdom.

c) Depreciation

No depreciation is provided on the freehold land and buildings as it is the Group's policy to maintain its properties by a programme of repair and refurbishment such that the residual value of its properties is at least equal to the book value. The company's appraisal of residual values is based on prices prevailing at the time of acquisition or subsequent valuation of these properties. Having regard to this, in the opinion of the directors, any depreciation required by the Companies Act 1985 and SSAP12 would not be material.

Each home, when opened, has a stock of capital items of low individual cost but material aggregate value. These items are accounted for as a base stock and included in fixtures and fittings. No depreciation is provided but subsequent replacement is written off to the Profit and Loss account as incurred.

Depreciation is provided on all other tangible fixed assets in use at rates calculated to write off the cost of each asset over its expected useful life as follows:

Fixtures, fittings and equipment

- 10% - 20% Straight line basis

Furniture

- 10% - Reducing balance basis

Motor vehicles

- 25% - Straight line basis

d) Capitalisation and Amortisation of Internal Costs

During the course of major refurbishment and extension of existing homes, costs directly attributable to building works are capitalised. Normal running costs which are incurred whilst a home is below capacity because of capital works are written off to the Profit and Loss account as incurred.

The net amount of all revenue costs and income up to the date of registration and opening is included in the capital cost of the relevant home and amortised over 5 years.

1. ACCOUNTING POLICIES (Continued)

e) Interest Payable

Interest on loans and financing costs relating to major construction works are capitalised until the date of registration and opening of that new building. All other interest payable, including that on loans to finance the acquisition of properties, is written off to the Profit and Loss account as incurred.

f) Deferred Taxation

Deferred taxation is accounted for using the liability method on all material timing differences to the extent that it is probable that a liability will arise within the foreseeable future. Advance corporation tax is carried forward to the extent that it is expected to be recovered. Timing differences are taxable items, allowances or reliefs which are given effect to in taxation periods different from those in which they have effect in the financial statements. They comprise mainly accelerated tax depreciation allowances and short term timing differences.

g) Financing Transactions

Where the group has entered into commitments which may require the group to reacquire certain nursing home rooms sold to third parties, these transactions are treated as financing transactions in accordance with Financial Reporting Standard No. 5. The effect is that the rooms continue to be shown in the Group's financial statements as fixed assets, with the sale proceeds shown under the heading creditors as other loans. The difference between the sale proceeds and the commitments to re-acquire the assets is treated as a financing charge over the period of the purchase commitment and is accounted for in accordance with the Group's accounting policy relating to interest.

h) Basis of Consolidation

The consolidated financial statements include the results of the company and its subsidiary undertaking London Homes Management Limited. The company has taken advantage of Section 230 (3) of the Companies Act 1985 and not presented its own Profit and Loss Account.

2. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

None of the directors, including the chairman, serving during the period received any emoluments for their services.

See note 16 for details of transactions involving directors.

3.	EMPLOYEE INFORMATION		
	Employee Costs (excluding directors)	1998 £	1997 £
	Wages and salaries Social security costs Pension contributions	1,003,664 77,586	754,454 50,783
		1,081,250	805,237
	The average number of persons employed during the year (excluding below:	g directors) i	s analysed
		No.	No.
	Nursing Homes staff Administration	107 5	83 5
		112	88
4.	OPERATING PROFIT/(LOSS)	1998	1997
	Operating profit/(loss) is stated after charging:	£	£
	Depreciation of tangible fixed assets Equipment hire Auditors' remuneration including VAT and expenses -group audit -group other	81,702 581 5,053 4,127	59,005 1,280 4,605 6,700
5.	INTEREST PAYABLE		
		1998 £	1997 £
	Bank loans and overdrafts Other loans FRS 5 Finance costs	11,440 14,771 306,007	14,754 9,367 306,007
	Less interest capitalised	332,218 (20,852)	330,128 (172,977)
		311,366	157,151

6. TAX ON LOSS ON ORDINARY ACTIVITIES

There is no corporation tax payable as the group has taxable losses carried forward at 28 March 1998. These amount to approximately £400,000 for the group and the company.

7.	TANGIBLE FIXED ASSETS					
a)	Group	Freehold Land & Buildings £	Leasehold Property £	Fixtures and Fittings £	Motor Vehicles £	Total £
	Cost 30 March 1997 Additions Disposals	5,111,742 58,759	320,000	414,050 22,382	22,012 12,276 (11,045)	5,867,804 93,417 (11,045)
	At 28 March 1998	5,170,501	320,000	436,432	23,243	5,950,176
	Depreciation 30 March 1997 Charge for the year Disposals	28,752 31,323	-	51,353 45,064	6,991 5,315 (7,007)	87,096 81,702 (7,007)
	At 28 March 1998	60,075	-	96,417	5,299	161,791
	Net Book Value At 28 March 1998	5,110,426	320,000	340,015	17,944	5,788,385
	At 29 March 1997	5,082,990	320,000	362,697	15,021	5,780,708

Included in the cost of freehold land and buildings is capitalised interest of £1,026,751 (1997: £1,005,899).

7. TANGIBLE FIXED ASSETS (Continued)

b)	Company	Freehold Land and Buildings £	Leasehold Property £	Total £
	At 30 March 1997 Additions Transfer to subsidiary undertaking	5,111,742 45,140 (194,521)	320,000	5,431,742 45,140 (194,521)
	At 28 March 1998	4,962,361	320,000	5,282,361
	Depreciation At 30 March 1997 Transfer to subsidiary undertaking Charge for the year	28,752 (28,752)	- - -	28,752 (28,752)
	28 March 1998	-		<u>-</u>
	Net Book Value At 28 March 1998	4,962,361	320,000	5,282,361
	At 29 March 1997	5,082,990	320,000	5,402,990

Included in the cost of freehold land and buildings is capitalised interest of £1,026,751 1997: £1,005,899).

8. INVESTMENTS IN GROUP COMPANIES

The company owns 100% of the issued ordinary share capital of London Homes Management Limited. Its principal activity is the operation of nursing homes in the United Kingdom.

9. DEBTORS

		1998		1997
	Group	Company	Group	Company
	£	£	£	£
Trade debtors	43,628	-	89,976	-
Amounts due from group undertakings	-	-	-	270,734
Other debtors	15,709	15,100	15,839	15,100
Prepayments and accrued income	13,539	3,978	19,155	4,311
	72,876	19,078	124,970	290,145

10.	CREDITORS		1998		1997
	amounts falling due within one year	Group	Company	Group	Company
		£	£	£	£
	Bank overdraft	41,841	_	_	-
	Amount due to subsidiary undertaking	· -	46,129	-	_
	Associated Nursing Services plc Group	479,962	450,033	205,233	196,867
	Trade creditors	23,642	447	52,734	30,000
	Other creditors	6,100,429	5,872,539	123,227	24,187
	Other taxes and social security costs	41,400	-	37,446	, -
	Accruals and deferred income	48,177	6,372	62,836	21,775
		6,735,451	6,375,520	481,476	272,829

Ebbgate Nursing Homes (London) Limited sold leasehold interests in individual nursing home rooms to Business Expansion Scheme companies ("BES Companies"). The sales proceeds are used to develop the nursing homes at Harefield and Stockwell. Ebbgate Nursing Homes (London) Limited has entered into arrangements whereby it may, in 1998, be called upon by the BES companies to reacquire the leasehold interests in the nursing home rooms. The price payable for the reacquisition of the rooms is covered by a guarantee from Barclays Bank Plc up to a maximum of £6,100,000. This commitment has been accounted for in accordance with FRS5, whereby the liability is provided for over the life of the option (see note 1(g)).

11.	CREDITORS		1998		1997
	amounts falling due after more than one year	Group £	Company £	Group £	Company £
	Associated Nursing Services plc Other creditors			255,000 5,565,032	255,000 5,565,032
		-	-	5,820,032	5,820,032
	An analysis of the liabilities by due date of repayment is set out below:				
	Between one and two years Between two and five years After five years	-	-	5,820,032	5,820,032
		-		5,820,032	5,820,032

12.	CALLED UP SHARE CAPITAL	1998	1997
	Authorised:	£	£
	A Ordinary shares of £1 each	25,000	25,000
	B Ordinary shares of £1 each	25,000	25,000
		50,000	50,000
	Called up, allotted and fully paid		
	A Ordinary shares of £1 each	50	50
	B Ordinary shares of £1 each	50	50
		100	100

The 'A' and 'B' shares have special voting rights:

- i) No quorum exists without an 'A' or a 'B' shareholders being present.
- ii) No resolution can be passed without the agreement of at least one 'A' and one 'B' shareholder.

13. COMPANY PROFIT AND LOSS ACCOUNT

The retained loss for the year of the company is £375,413 (1997 £269,720).

14. CONTINGENT LIABILITIES AND GUARANTEES

The company has granted Business Expansion Scheme companies ("BES companies") an option to require the company to acquire or re-acquire interests in properties at a price equivalent to the amount required to provide investors in the BES companies with a return of 125p per shares. The options are exercisable in December 1998. The company has an option to require the BES companies to sell its interest in the properties to the company at the same price as that payable upon the exercise of the option referred to above. Alternatively the company may choose, but is not contractually bound to do so, to make an unconditional offer for the shares of the BES companies so as give investors the same return as under the option arrangements. The price payable for the acquisition or reacquisition of the properties is covered by a guarantee from Barclays Bank plc up to a maximum of £6,100,000 as stated in note 10 above.

The company has entered into a cross guarantee and set-off arrangement with a third party and the company has also provided security on its assets for this third party.

15. JOINT VENTURE COMPANIES

In the opinion of the directors the company is equally owned by Barclays Bank plc and Associated Nursing Services plc.

16. RELATED PARTY TRANSACTIONS

During the year the following amounts, including VAT were charged in the accounts:

- a) Interest of £14,771 (1997: £9,367); purchase of fixtures and fittings of £4,307 (1997: £nil); and quality assurance recharges of £11,750 (1997: £nil) to Associated Nursing Services plc of which Dr N Dhandsa and Mr F Sinclair Brown are directors. The balance at year end owing to Associated Nursing Services plc was £450,033 (1997: £452,952).
- b) Management of nursing homes services of £126,683 (1997: £84,382) and purchase of fixtures and fittings of £2,085 (1997: £188,662) to ANS Homes Ltd, a wholly owned subsidiary undertaking of Associated Nursing Services plc. The balance owing at the year end to ANS Homes Ltd was £29,929 (1997: £7,149).
- c) Care Haven Ltd, a wholly owned subsidiary undertaking of Associated Nursing Services plc, for construction of nursing home £20,988 (1997: £1,171,197). The balance at the year end owing to Care Haven Ltd was £nil (1997: £36,836).
- d) Interest of £11,440 (1997: £14,754) to Barclays Bank plc. The balances at the year end owing to Barclays Bank plc was £nil (1997: £235,043). Cash at bank £10,622.
- e) Barclays Bank plc
 - Management fee £15,000 (1997; £30,000)
 - Loan guarantee fee £122,000 (1997: £122,000)

The balance at the year end owing to Barclays Bank plc was £nil (1997: £25,840).

17. RECONCILIATION OF OPERATING PROFIT/(LOSS) TO NET CASH FLOW FROM OPERATING ACTIVITIES

	1998 £	1997 £
Operating profit/(loss)	119,764	(37,925)
Depreciation charge	81,702	59,005
Decrease/(increase) in debtors Increase/(decrease) in creditors	52,094	(25,050)
morease/(acorease) in creditors	115,398	(82,744)
Net cash inflow/(outflow) from operating activities	368,958	(86,714)

18.	RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT	1998 £	1997 £
	Increase/(decrease) in cash in period Receipt of loan	244,917 	(443,868) (187,500)
	Change in net debt resulting from cash flows	244,917	(631,368)
	Non cash movements: FRS5 finance costs Net debt as at 30 March 1997	(306,007) (5,986,027)	(306,007) (5,048,652)
	Net debt as at 28 March 1998 (Note 19)	(6,047,117)	(5,986,027)

19. ANALYSIS OF CHANGES IN NET DEBT

Cash in hand, at bank	30 March 1997 £ 21,505	Cash flows 1998 £ 286,758	FRS 5 Finance costs 1998 £	Other changes 1998 £	28 March 1998 £ 308,263
Overdrafts	-	(41,841)	-	•	(41,841)
Debt due after 1 year Debt due within 1 year	(5,820,032) (187,500)	244,917 - -	(306,007)	6,126,039 (6,126,039)	- (6,313,539)
	(5,986,027)	244,917	(306,007)		(6,047,117)

20. MAJOR NON-CASH TRANSACTIONS

In accordance with FRS5, as outlined in Note 1(g) and Note 10, a finance charge of £306,007 is included within interest payable for the year.