

30 March 2002



Highcare Group Limited

Registered no. 3003291

DIRECTOR

R C Storey

SECRETARY

Y Mistry

AUDITORS

Ernst & Young LLP
400 Capability Green
Luton
LU1 3LU

BANKERS

National Westminster Bank plc
Watford Town Centre Branch
72 High Street
Watford
Herts
WD1 2BQ

SOLICITORS

Olswang
90 Long Acre
London
WC2E 9TT

REGISTERED OFFICE

Portmill House
Portmill Lane
Hitchin
Hertfordshire
SG5 1DJ

Highcare Group Limited

DIRECTOR'S STATEMENT

I have pleasure in presenting the report and financial statements for the fifteen month period ended 30th March 2002.

The major event of the period was the successful offer for the entire issued share capital of the company as a result of which Highcare Group became a wholly owned subsidiary of Ridgmont Holdings Ltd. Following completion of the offer, bank debt was repaid from the proceeds of loans provided by the new parent company

The results for the fifteen month period reflect the difficulties of operating a group of ten care homes in a tough market environment with ever greater regulatory and administrative burdens. It was these factors particularly that led the former directors to the conclusion that the company, its residents, employees and shareholders would be best served by Highcare becoming part of a larger group. The costs of implementing this decision are also reflected in the results for the period. With progress at a number of homes and a revised management structure, I anticipate a return to profit in the current year.

The long term care industry has seen substantial change in the past year. October 2001 saw the introduction of NHS contributions to the cost of nursing care for privately funded clients in nursing homes. Whilst the reality of this development did not fully match the expectations of clients and their families that had been created by Government publicity, many people are benefiting from these contributions.

Of fundamental significance for the industry was the coming into effect of the Care Standards Act 2000 in April 2001. This brought about a completely new regulatory regime for all care homes, operated in England by the National Care Standards Commission, and, for the first time, National Minimum Standards. The effects of these changes will take time to be felt fully but they are likely to result in higher standards in care homes generally, albeit at the cost of a greatly increased administrative burden on home operators. In the longer term, I believe the Act will work to the advantage of corporate operators of quality care homes such as this company.

Despite difficulties in negotiating adequate fee rates with local authorities in some areas, I believe that the prospects for the industry are more favourable than for some time. Occupancy levels generally are rising as capacity continues to decline and bed shortages develop in more areas of the country. With the Government belatedly recognising the crucial role of the independent long term care sector in meeting its objectives for the National Health Service, more money is being provided and the need for higher fee rates recognised. I therefore believe that the outlook for Highcare, as part of the larger Ridgmont Holdings group, is encouraging.

Finally, I should like to thank our managers and staff for their support and dedication during this period of major change. It is their efforts in providing the high quality of care for our residents to which we are all committed that provides the basis for the future success of the company.



R C Storey

6TH SEPTEMBER 2002

DIRECTOR'S REPORT

The director presents his report and financial statements for the 15 month period ended 30 March 2002.

RESULTS AND DIVIDENDS

The results for the period are set out on page 7.

PRINCIPAL ACTIVITY

The company is principally engaged in the ownership and management of care homes.

REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

Progress during the period under review and the prospects for the new financial year are described in the Director's Statement accompanying this Directors' Report.

DISABLED EMPLOYEES

The company gives full consideration to applications for employment from disabled persons where the requirements of the job can be adequately fulfilled by a disabled person.

Where existing employees become disabled, it is the company's policy wherever practicable to provide continuing employment under normal terms and conditions and to provide training and career development and promotion to disabled employees wherever appropriate.

EMPLOYEE INVOLVEMENT

The company provides employees with information about the organisation. Particular emphasis is placed upon informing new employees joining the company, on acquisition of a home, about the company and its philosophy. Regular meetings are held between local management and employees to allow a free flow of information and ideas.

DIRECTORS AND THEIR INTERESTS

The directors serving during the period and their interest in the share capital of the company at 30 March 2002 are set out below:

		<i>Ordinary shares of 10p each</i>	
		<i>At 30 March</i>	<i>At 31 December</i>
		<i>2002</i>	<i>2000</i>
B S Giddings	(resigned 2 September 2002)	—	750,000
A M Muir	(resigned 7 March 2002)	—	700,000
R J Whitehead	(resigned 7 March 2002)	—	750,000
R C Storey	(appointed 7 March 2002)	—	—

None of the directors had any interest in the other classes of shares.

The shareholding of R C Storey in the parent undertaking, Ridgmont Holdings Limited, is disclosed in that company's accounts.

Highcare Group Limited

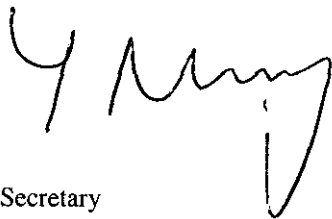
DIRECTOR'S REPORT

AUDITORS

During the period Grant Thornton resigned as auditors and Ernst & Young LLP were appointed in their place.

A resolution to reappoint Ernst & Young LLP as the company's auditor will be put to the members at the forthcoming Annual General Meeting.

By order of the board



Secretary

6TH SEPTEMBER 2002

STATEMENT OF DIRECTOR'S RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

Company law requires the director to prepare accounts 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 of the company for that period. In preparing those accounts, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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 accounts comply with the Companies Act 1985. He is 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.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HIGHCARE GROUP LIMITED

We have audited the company's financial statements for the period ended 30 March 2002 which comprise the Profit and Loss Account, Balance Sheet, Cash Flow Statement, Statement of Total Recognised Gains and Losses and the related notes 1 to 22. These financial statements have been prepared on the basis of the accounting policies set out therein.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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 1985. 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.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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 affairs of the company as at 30 March 2002 and of its loss for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young LLP

Ernst & Young LLP
Registered Auditor
Luton

6th SEPTEMBER 2002

Highcare Group Limited

PROFIT AND LOSS ACCOUNT

for the period ended 30 March 2002

		<i>15 months ended 30 March 2002</i>	<i>12 months ended 31 December 2000</i>
	<i>Notes</i>	<i>£000</i>	<i>£000</i>
TURNOVER	2	7,892	6,110
Cost of sales		6,048	5,057
GROSS PROFIT		1,844	1,053
Administrative expenses		1,681	1,254
OPERATING PROFIT/(LOSS)	3	163	(201)
Loss on sale of fixed assets		—	15
Interest payable and similar charges	6	935	662
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(772)	(878)
Tax on loss on ordinary activities	7	35	(35)
LOSS FOR THE FINANCIAL PERIOD		(737)	(913)
Dividends	8	53	(26)
LOSS TRANSFERRED FROM RESERVES		(684)	(939)

Highcare Group Limited

BALANCE SHEET at 30 March 2002

		<i>30 March 31 December</i>	
		<i>2002</i>	<i>2000</i>
	<i>Notes</i>	<i>£000</i>	<i>£000</i>
FIXED ASSETS			
Intangible assets	9	–	137
Tangible assets	10	12,754	11,595
Investments	11	1	1
		<u>12,755</u>	<u>11,733</u>
CURRENT ASSETS			
Stock		–	14
Debtors	12	388	174
Cash at bank and in hand		54	2
		<u>442</u>	<u>190</u>
CREDITORS: amounts falling due within one year	13	(833)	(2,056)
NET CURRENT LIABILITIES		<u>(391)</u>	<u>(1,866)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>12,364</u>	<u>9,867</u>
CREDITORS: amounts falling due after more than one year	14	(8,284)	(6,599)
Provisions for liabilities and charges	15	–	(35)
TOTAL NET ASSETS		<u>4,080</u>	<u>3,233</u>
CAPITAL AND RESERVES			
Called up share capital	16	974	974
Share premium account	17	1,895	1,895
Revaluation reserve	17	2,440	909
Profit and loss account	17	(1,229)	(545)
TOTAL SHAREHOLDERS' FUNDS	17	<u>4,080</u>	<u>3,233</u>
Equity shareholders' funds		3,655	2,755
Non-equity shareholders' funds		425	478
		<u>4,080</u>	<u>3,233</u>

Director

6TH SEPTEMBER 2002

Highcare Group Limited

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES for the period ended 30 March 2002

	<i>15 months ended 30 March 2002 £000</i>	<i>12 months ended 31 December 2000 £000</i>
Loss for the financial period	(737)	(913)
Unrealised surplus on revaluation of land and buildings	1,531	447
TOTAL RECOGNISED GAINS AND LOSSES FOR THE PERIOD	794	(466)

Highcare Group Limited

NOTES TO THE ACCOUNTS at 30 March 2002

1. ACCOUNTING POLICIES

Accounting convention

The accounts are prepared under the historical cost convention modified to include the revaluation of certain freehold land and buildings.

Consolidation

Under section 228 of the Companies Act 1985, group accounts have not been prepared as the company is a subsidiary undertaking and the company's accounts are included in the consolidated accounts of Ridgmont Holdings Limited.

Fixed assets and depreciation

All tangible fixed assets are initially recorded at cost. Freehold land and buildings were revalued as at November 2001. Depreciation is provided in equal annual instalments in order to write off cost less estimated residual values of all tangible fixed assets, except land, over their useful economic lives. It is calculated at the following rates:

Freehold buildings	-	50 years
Plant and machinery, fixtures and fittings	-	5-25 years

The carrying values of tangible fixed assets are reviewed for impairment in periods if events or changes in circumstances indicate the carrying value may not be recoverable. Any impairment is calculated by comparing the carrying value of the net assets of each nursing home to the recoverable amount, as required by FRS 11, Impairment of Fixed Assets and Goodwill. Provision is made for any impairment in the period in which it arises.

Stocks

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

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more, tax, with the only exception being that deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

Full provision for deferred tax is made in accordance with FRS 19. However, because the impact of adjusting the new standard was immaterial, the prior year balance sheet and profit and loss account have not been required to be restated. Previously deferred tax was calculated using the liability method on all timing differences, to the extent that they are expected to reverse in the future without being replaced, calculated at the rate at which it is anticipated the timing differences will reverse.

Leasing and hire purchase contracts

The payments made under operating leases are charged to the profit and loss account on a straight line basis over the lease term.

Highcare Group Limited

NOTES TO THE ACCOUNTS

at 30 March 2002

1. ACCOUNTING POLICIES (continued)

Pensions

Pension costs represent payments to individuals' private money purchase pension schemes. The pension cost charge represents contributions payable in the period.

2. TURNOVER

Turnover represents amounts receivable for services rendered in the operation of care homes within the United Kingdom.

All turnover arises from continuing activities.

3. OPERATING PROFIT

The loss on ordinary activities is stated after charging:

	<i>15 months ended 30 March 2002 £000</i>	<i>12 months ended 31 December 2000 £000</i>
Auditors' remuneration:		
Audit services	20	14
Non-audit services	10	11
Amortisation of intangible fixed assets	137	17
Depreciation of owned fixed assets	364	289
Impairment of tangible fixed assets	71	453
	<u> </u>	<u> </u>

4. DIRECTORS' EMOLUMENTS

	<i>15 months ended 30 March 2002 £000</i>	<i>12 months ended 31 December 2000 £000</i>
Directors' emoluments	254	201
	<u> </u>	<u> </u>

The amounts set out above include remuneration in respect of the highest paid directors as follows:

	<i>15 months ended 30 March 2002 £</i>	<i>12 months ended 31 December 2000 £</i>
Emoluments	125	99
	<u> </u>	<u> </u>

Highcare Group Limited

NOTES TO THE ACCOUNTS at 30 March 2002

5. STAFF COSTS

	<i>15 months ended 30 March 2002 £000</i>	<i>12 months ended 31 December 2000 £000</i>
Wages and salaries	4,392	3,326
Social security costs	306	217
	<u>4,698</u>	<u>3,543</u>

The average number of employees of the company during the year were as follows:

	<i>15 months ended 30 March 2002 No.</i>	<i>12 months ended 31 December 2000 No.</i>
Administration	8	13
Operational	395	448
	<u>403</u>	<u>461</u>

6. INTEREST PAYABLE AND SIMILAR CHARGES

	<i>15 months ended 30 March 2002 £000</i>	<i>12 months ended 31 December 2000 £000</i>
Interest payable on bank loans and overdrafts	886	662
Interest charged by parent undertaking	49	—
	<u>935</u>	<u>662</u>

Highcare Group Limited

NOTES TO THE ACCOUNTS at 30 March 2002

7. TAXATION

a) Tax on loss on ordinary activities:

	<i>15 months ended 30 March 2002 £000</i>	<i>12 months ended 31 December 2000 £000</i>
UK corporation tax charge	-	-
Deferred tax	(35)	35
	<u>(35)</u>	<u>35</u>

b) Factors affecting current tax charge:

	<i>15 months ended 30 March 2002 £000</i>	<i>12 months ended 31 December 2000 £000</i>
Loss on ordinary activities before tax	(772)	(878)
Tax at 20%	(154)	(176)
Expenses not deductible for tax purposes	64	114
Capital allowances in excess of depreciation	33	(2)
Other short term timing differences	30	-
Adjustments in respect of previous years	(35)	-
Tax losses arising in the period carried forward	27	64
Deferred tax on unrealised revaluation gain	-	35
Current tax charge for the period	<u>(35)</u>	<u>35</u>

c) Factors that may affect future tax charges

The company has tax losses of £728,000 (2000: £591,000) that are available for offset against future profits of the company. It is anticipated that profits will be made in future years enabling the utilisation of such losses.

8. DIVIDENDS

	<i>15 months ended 30 March 2002 £000</i>	<i>12 months ended 31 December 2000 £000</i>
Non-equity dividends proposed on preference shares	-	26
Cumulative dividends waived	(53)	-
	<u>(53)</u>	<u>26</u>

Highcare Group Limited

NOTES TO THE ACCOUNTS at 30 March 2002

9. INTANGIBLE FIXED ASSETS

	<i>Patents and trademarks £000</i>	<i>Purchased goodwill £000</i>	<i>Total £000</i>
Cost or valuation:			
At 1 January 2001 and 30 March 2002	4	165	169
Amortisation:			
At 1 January 2001	—	32	32
Charge for the period	4	133	137
At 30 March 2002	4	165	169
Net book value:			
At 30 March 2002	—	—	—
At 1 January 2001	4	133	137

10. TANGIBLE FIXED ASSETS

	<i>Freehold Land and buildings £000</i>	<i>Plant and machinery £000</i>	<i>Fixtures, fittings and equipment £000</i>	<i>Total £000</i>
Cost:				
At 1 January 2001	10,700	293	1,945	12,938
Additions	—	59	4	63
Surplus/(deficit) on revaluation	1,517	(71)	14	1,460
At 30 March 2002	12,217	281	1,963	14,461
Depreciation:				
At 1 January 2001	503	118	722	1,343
Provided during the period	64	50	250	364
At 30 March 2002	567	168	972	1,707
Net book value:				
At 30 March 2002	11,650	113	991	12,754
At 1 January 2001	10,197	175	1,223	11,595

NOTES TO THE ACCOUNTS
at 30 March 2002

10. TANGIBLE FIXED ASSETS (continued)

The land and buildings were valued by external valuers, Christie & Co., as at November 2001. This was on the basis of open market value for existing use as fully operational care home businesses in accordance with the appraisal and valuation manual of the Royal Institution of Chartered Surveyors. This resulted in the recognition of a transfer to the revaluation reserve of £1,531,000.

The cost of freehold properties included above as at 30 March 2002 was £9,847,000 (2000: £9,847,000).

11. INVESTMENTS

	<i>Shares in group undertakings £000</i>
Cost or valuation: At 1 January 2001 and 30 March 2002	1,347
Amounts written off: At 1 January 2001 and 30 March 2002	1,346
Net book value: at 30 March 2002	1
Net book value: at 1 January 2001	1

At 30 March 2002 the company held more than 20% of a class of the equity of the following undertakings:

<i>Subsidiaries</i>	<i>Country of Incorporation/ Registration</i>	<i>Class of Share capital held</i>	<i>Proportion Held</i>	<i>Nature of Business</i>
Highcare Services Limited	England and Wales	Ordinary	100%	Dormant
Highcare Limited	England and Wales	Ordinary	100%	Dormant

12. DEBTORS

	<i>30 March 2002 £000</i>	<i>31 December 2000 £000</i>
Trade debtors	370	151
Other debtors	18	23
	<u>388</u>	<u>174</u>

Highcare Group Limited

NOTES TO THE ACCOUNTS

at 30 March 2002

13. CREDITORS: amounts falling due within one year

	<i>30 March 31 December</i>	
	<i>2002</i>	<i>2000</i>
	<i>£000</i>	<i>£000</i>
Bank loan and overdrafts	–	1,624
Trade creditors	75	172
Other taxes and social security costs	127	74
Other creditors	372	30
Accruals and deferred income	259	155
Amounts owed to subsidiary undertakings	–	1
	<u>833</u>	<u>2,056</u>

14. CREDITORS: amounts falling due in over one year

	<i>30 March 31 December</i>	
	<i>2002</i>	<i>2000</i>
	<i>£000</i>	<i>£000</i>
Bank loans	–	6,599
Amount owed to parent undertaking	8,284	–
	<u>8,284</u>	<u>6,599</u>
Amounts repayable		
In more than one year but not more than two years	601	546
In more than two years but not more than five years	3,088	1,878
In more than five years	4,595	4,175
	<u>8,284</u>	<u>6,599</u>

Highcare Group Limited

NOTES TO THE ACCOUNTS at 30 March 2002

15. DEFERRED TAXATION

Deferred taxation provided for and not provided for in the accounts is set out below. The amounts have been calculated using a tax rate of 20%.

	<i>Amount provided</i>		<i>Amount unprovided</i>	
	<i>30 March 31 December</i>		<i>30 March 31 December</i>	
	<i>2002</i>	<i>2000</i>	<i>2002</i>	<i>2000</i>
	<i>£000</i>	<i>£000</i>	<i>£000</i>	<i>£000</i>
Accelerated capital allowances	—	—	95	123
Less:				
Short term timing differences	—	—	(30)	—
Trading losses	—	—	(145)	(117)
Recoverable advance corporation tax	—	—	(9)	(6)
	—	—	(89)	—
Unrealised capital gains	—	35	—	—

Provision of £nil (2000: £35,000) has been made for taxation which would accrue if the land and buildings were disposed of at their revalued amounts. The amounts provided and unprovided are shown above under unrealised capital gains.

16. SHARE CAPITAL

	<i>Authorised</i>	
	<i>30 March 31 December</i>	
	<i>2002</i>	<i>2000</i>
	<i>£000</i>	<i>£000</i>
18,500,000 ordinary shares of 10p each	1,850	1,850
150,000 ordinary shares of £1 each	150	150
200,000 Class 3 7.5% preference shares of £1 each	200	200
2,500,000 Class 4 7.5% preference shares of 10p each	250	250
	2,450	2,450
	<i>Allotted, called up and fully paid</i>	
	<i>30 March 31 December</i>	
	<i>2002</i>	<i>2000</i>
	<i>£000</i>	<i>£000</i>
3,994,710 ordinary shares of 10p each	399	399
150,000 ordinary shares £1 each	150	150
200,000 Class 3 7.5% preference shares of £1 each	200	200
2,250,000 Class 4 7.5% preference shares of 10p each	225	225
	974	974

NOTES TO THE ACCOUNTS
at 30 March 2002

16. SHARE CAPITAL (continued)

Ordinary shares

The ordinary 10p and £1 shares rank parri pasu with each other in all respects.

Class 3 7.5% preference shares

These are non-equity shares which carry the right to a fixed convertible preference dividend in cash of 7.5% per annum including the applicable tax credit, which may be redeemed at the option of the company. Holders of these shares have one vote for each preference share held, but only when the preference dividend is more than six months in arrears; on a resolution for the winding up of the company; or on a resolution affecting the rights attached to these shares.

Class 4 7.5% preference shares

These are non-equity shares which carry the right to a fixed convertible preference dividend in cash of 7.5% per annum including the applicable tax credit, which may be redeemed at the option of the company. Holders of these shares have one vote for every ten preference shares held, but only when the preference dividend is more than six months in arrears; on a resolution for the winding up of the company; or on a resolution affecting the rights attached to these shares.

Holders of all classes of preference shares have the right on a winding up to receive, in priority to any other class of share, the repayment of their nominal value, together with any arrears of dividend.

Dividend arrears

There are no dividend arrears due to the waiving of accumulated dividends by shareholders up to the period end.

17. RECONCILIATION OF SHAREHOLDERS' FUNDS AND MOVEMENT ON RESERVES

	Share capital £000	Share premium account £000	Revaluation reserve £000	Profit and loss account £000	Total shareholders' fund £000
At 1 January 2000	974	1,895	462	368	3,699
Loss for the year	—	—	—	(913)	(913)
Surplus on revaluation of assets	—	—	447	—	447
At 1 January 2001	974	1,895	909	(545)	3,233
Loss for the period	—	—	—	(684)	(684)
Surplus on revaluation of assets	—	—	1,531	—	1,531
At 30 March 2002	974	1,895	2,440	(1,229)	4,080

18. CAPITAL COMMITMENTS

The company had no capital commitments at 1 January 2001 or 30 March 2002.

19. CONTINGENT LIABILITIES

The company has guaranteed the bank liabilities of its parent undertaking, Ridgmont Holdings Limited, through a mortgage debenture under which the company would charge and mortgage the whole of its property, undertaking and assets, by way of a fixed and floating charge.

Highcare Group Limited

NOTES TO THE ACCOUNTS

at 30 March 2002

20. OTHER FINANCIAL COMMITMENTS

Operating lease payments amounting to £20,000 (2000: £20,000) are due within one year. The leases to which these amounts relate expire as follows:

	2002		2000	
	<i>Land and buildings</i>	<i>Other</i>	<i>Land and buildings</i>	<i>Other</i>
	£000	£000	£000	£000
Between one and five years	15	5	15	5

21. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption in FRS8 from disclosing transactions with related parties that are part of the same group.

On 7 March 2002, HiNet Systems Limited, a 100% owned subsidiary of the company, was sold to B Giddings, a Director of the company at the time of the transaction, for £1. On the same date, Nursingvacancies.com Limited, a 100% owned subsidiary of the company, was sold to R Whitehead, a Director of the company at the time of the transaction, for £1. Neither company had commenced trading prior to their disposal.

22. PARENT UNDERTAKING AND CONTROLLING PARTY

The company's immediate and ultimate parent undertaking is Ridgmont Holdings Limited. It has included the company in its group financial statements, copies of which are available from its registered office: Portmill House, Portmill Lane, Hitchin, Hertfordshire, SG5 1DJ.