

Employee Management Services Limited

Directors' report and financial statements

13 months ended 31 December 2000

Registered number 3298385



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Directors' report

The directors present their annual report and the audited financial statements for the 13 months ended 31 December 2000.

Principal activities

The company did not trade during the period.

On 31 January 2000, the former ultimate parent undertaking Priory Healthcare Limited was acquired by Westminster Specialist Health Limited, a subsidiary of Westminster Health Care Holdings Limited (the new ultimate parent undertaking).

Directors and directors' interests

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

P H Easterman	(resigned 31 January 2000)
CJ Sandham	(resigned 31 January 2000)
AG Heywood	(appointed 31 January 2000)
Dr CB Patel	(appointed 31 January 2000)
SJ Purse	(appointed 31 January 2000; resigned 7 March 2000)
JD Weight	(appointed 11 December 2000)

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
JD Weight	15,155	-	-	-

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

Westminster House
 Randalls Way
 Leatherhead
 Surrey
 KT22 7TZ

29 October 2001

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 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 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 Employee Management Services Limited

We have audited the financial statements on pages 4 to 6.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the directors' report and, as described on page 2, 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 2000 and of its result for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc.

KPMG Audit Plc
Chartered Accountants
Registered Auditor

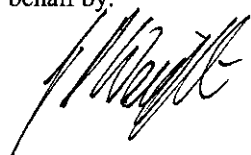
8 Salisbury Square
London
EC4Y 8BB

29 October 2001

Balance sheet
at 31 December 2000

	<i>Note</i>	31 December 2000 £	30 November 1999 £
Current assets			
Debtors	3	-	2,998
Cash at bank and in hand		-	8,527
		<hr/>	<hr/>
		-	11,525
Creditors: amounts falling due within one year	4	(350,915)	(362,440)
		<hr/>	<hr/>
Net liabilities		(350,915)	(350,915)
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	5	1,000	1,000
Profit and loss account	6	(351,915)	(351,915)
		<hr/>	<hr/>
Shareholders' deficit – equity		(350,915)	(350,915)
		<hr/>	<hr/>

These financial statements were approved by the board of directors on 29 October 2001 and were signed on its behalf by:



JD Weight
Director

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. The going concern basis has been used to prepare the financial statements notwithstanding the deficiency of net assets at 31 December 2000, since the company's parent company has undertaken to provide such support as is necessary to enable the company to meet its obligations as and when they fall due.

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.

2 Profit and loss account

During the financial period and preceding financial year, the company did not trade and received no income and incurred no expenditure. Consequently, during those periods the company made neither a profit nor a loss.

3 Debtors

	31 Dec 2000 £	30 Nov 1999 £
Trade debtors	-	1,998
Other debtors	-	1,000
	<hr/>	<hr/>
	-	2,998
	<hr/>	<hr/>

4 Creditors: amounts falling due within one year

	31 Dec 2000 £	30 Nov 1999 £
Amounts owed to group undertakings	350,915	357,236
Accruals and deferred income	-	5,204
	<hr/>	<hr/>
	350,915	362,440
	<hr/>	<hr/>

Notes (continued)

5 Called up share capital

	31 Dec 2000 £	30 Nov 1999 £
<i>Authorised</i>		
1,000 (30 November 1999: 1,000) Ordinary shares of £1 each	1,000	1,000
	<hr/>	<hr/>
<i>Allotted, called up and fully paid</i>		
1,000 (30 November 1999: 1,000) Ordinary shares of £1 each	1,000	1,000
	<hr/>	<hr/>

6 Reserves

	Profit and loss account £
At beginning and end of the period	(351,915)
	<hr/>

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

The company is a subsidiary undertaking of, and is controlled by, 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.