HEALTHCARE PROPERTIES (OXFORD) LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2005



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HEALTHCARE PROPERTIES (OXFORD) LIMITED COMPANY INFORMATION FOR THE YEAR ENDED 31 DECEMBER 2005

DIRECTORS

Dr. Lanfranconi Mr. R. Borg Mr. R.Beney

SECRETARY

Mr. R.Borg

REGISTERED OFFICE

31a St James's Square London SW1Y 4JR

REGISTERED NUMBER

4556634

AUDITORS

PricewaterhouseCoopers CI LLP National Westminster House Le Truchot St Peter Port Guernsey GY1 4ND

PRINCIPAL BANKERS

Bank of Scotland Bishopsgate Exchange 155 Bishopsgate London EC2M 3YB

HEALTHCARE PROPERTIES (OXFORD) LIMITED DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2005

The directors present their report and the audited financial statements to the shareholders for the year ended 31 December 2005.

PRINCIPAL ACTIVITY

The Company's principal activity is that of an investment company. The profit and loss account is set out on page 5

RESULTS

The profit for the year is shown on page 5.

DIVIDENDS

The directors do not propose a dividend for the year ended 31 December 2005 (2004: nil).

DIRECTORS

The directors of the Company at 31 December 2005 were:

Dr. Lanfranconi

Mr. R. Borg

Mr. R.Beney

SECRETARY

The secretary of the Company at 31 December 2005 was Mr. R. Borg who had been secretary for the whole of the year then ended.

DIRECTORS' INTERESTS

The following directors' interests in the shares of the company were as stated below:

	Ordinary Shares of £1 each December 31	
	2005	2004
Dr. Lanfranconi	Nil	Nil
Mr. R. Borg	Nil	Nil
Mr. R.Beney	Nil	Nil

AUDITORS

The auditors, PricewaterhouseCoopers CI LLP, have indicated their willingness to continue in office, and a resolution to reappoint them as auditors to the Company will be proposed at the annual general meeting.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial period 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 financial statements, the directors are required to:

- select suitable accounting policies and 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

HEALTHCARE PROPERTIES (OXFORD) LIMITED **DIRECTORS' REPORT (CONTINUED)** FOR THE YEAR ENDED 31 DECEMBER 2005

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.

Director $21/4/\sqrt{2}$



INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HEALTHCARE PROPERTIES (OXFORD) LIMITED

We have audited the financial statements of Healthcare Properties (Oxford) Limited for the year ended 31 December 2005 which comprise the profit and loss account, statement of total recognised gains and losses, the balance sheet and the related notes. These financial statements have been prepared under 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 United Kingdom Accounting Standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or in to whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and have been 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, or if we have not received all the information and explanations we require for our audit.

We read the other information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. The other information comprises only the directors' report.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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, in accordance with United Kingdom Accounting Standards, of the state of the company's affairs as at 31 December 2005 of its profit for the year then ended and have been properly prepared in accordance with The Companies Act 1985.

PricewaterhouseCoopers CI LLP

Chartered Accountants and Registered Auditors

Guernsey, Channel Islands

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Som CI LLP

HEALTHCARE PROPERTIES (OXFORD) LIMITED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2005

	NOTE	2005	2004
		£	£
Rent receivable	1,2	1,867,355	953,025
Administrative expenses		(692,570)	(398,581)
Operating profit	3	1,174,785	554,444
Investment income	4	7,116,475	-
Other interest receivable and similar incom	ie	4,314	4,247
Permanent diminution in value of investme	ents 5	(6,711,197)	_
Interest payable and similar charges	6	(927,745)	(373,783)
Profit on ordinary activities before taxa	tion	656,632	184,908
Taxation	7	(86,699)	(64,451)
Profit for the year after taxation		569,933	120,457

There is no difference between the profit for the year as stated above and its historical cost equivalent.

HEALTHCARE PROPERTIES (OXFORD) LIMITED STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31 DECEMBER 2005

	Notes	2005	2004
		£	£
Profit for the financial year		569,933	120,457
Movement in unrealised surplus on revaluation of properties	8, 16	2,523,301	263,652
Total recognised gains for the year		3,093,234	384,109

HEALTHCARE PROPERTIES (OXFORD) LIMITED AS AT 31 DECEMBER 2005

•	Notes	2005 £	2004 £
FIXED ASSETS			
Investment Property	8	27,755,226	9,324,807
Investments	9	1,527,478	857,476
Negative goodwill	10	(472,476)	-
		28,810,228	10,182,283
NON-CURRENT ASSETS			
Accrued income	1	661,925	376,496
CURRENT ASSETS			
Debtors	11	549,951	32,528
Cash at bank and in hand		273,221	66,795
		823,172	99,323
CREDITORS: amounts falling due within one year	12	(2,565,208)	(1,157,104)
NET CURRENT LIABILITIES		(1,742,036)	(1,057,781)
TOTAL ASSETS LESS CURRENT LIABILITES		27,730,117	9,500,998
CREDITORS: amounts falling due after more than one year	13	(19,165,907)	(7,081,385)
PROVISIONS FOR LIABILITIES AND			
CHARGES	14	(3,171,371)	(120,008)
NET ASSETS		5,392,839	2,299,605
CAPITAL AND RESERVES			
Share Capital	15	1	1
Revaluation Reserve	16	4,680,548	2,157,247
Profit and Loss Account	16	712,290	142,357
TOTAL CAPITAL AND RESERVES	17	5,392,839	2,299,605

and were signed on its behalf by:

The notes on pages 8 to 15 form part of these financial statements.

1. PRINCIPAL ACCOUNTING POLICIES

1.1 Basis of preparation

The financial statements have been prepared under the historical cost convention as modified to include investment properties at valuation, and in accordance with applicable United Kingdom accounting standards.

1.2 Rental income

Rental income is accounted for on an accruals basis in accordance with UITF 28 whereby benefits to lessees, in the form of rent free periods and other incentives are treated as reductions in the overall return on the leases. Operating lease incentives are recognised on a straight line basis over the shorter of the lease term or the period up to the initial rent review date. The total rent receivable under a lease in which the lessees have received incentives are recognised on a straight line basis over the shorter of the entire term of lease or the period from the lease inception to the date of the first rent review and not from the date that the rents become payable. As a result until rentals paid under a lease actually exceed the rent accrued on a straight line basis over the relevant period, the Company shall recognise accrued rents receivable in the Profit and Loss Account. The corresponding asset is reflected in non-current assets in the Balance Sheet.

1.3 Interest income

Interest receivable is accounted for on an accruals basis.

1.4 Deferred taxation

Provision for deferred tax is made in respect of all timing differences that have originated but not reversed by the balance sheet date. Any provisions for deferred taxes are not discounted. Deferred tax assets are only recognised where there is a reasonable probability that the asset will crystallise in the foreseeable future.

1.5 Investment properties

The investment properties are stated at market value. Increases in the carrying value of investment properties are credited to the revaluation reserve in shareholder's equity. Decreases that offset previous increases of the same investment property are charged against the revaluation reserve whilst all other decreases are charged to the profit and loss account.

On disposal, the difference between the net disposal proceeds and the carrying amount is charged or credited to the profit and loss account. Amounts in revaluation reserve relating to the investment are transferred to retained earnings and disclosed in the statement of total recognised gains and losses.

Acquisition and disposal of properties are considered to have taken place where, by the end of the accounting period, there is a legally binding, unconditional and irrevocable contract and legal completion has taken place subsequently.

In accordance with SSAP 19, no depreciation or amortisation is provided in respect of freehold properties or leasehold properties which have unexpired terms in excess of twenty years.

1.6 Borrowings

Borrowings are initially recognised as the proceeds received, net of issue costs incurred. Debt arrangement fees which therefore qualify to be treated as issue costs are deducted from the gross amount of bank borrowings and are amortised to the profit and loss account over the period of the borrowings as a component of the interest payable. Other finance costs are written off as they are incurred.

1.7 Investments

Investments are stated at cost less provision for any permanent diminution in value.

1. PRINCIPAL ACCOUNTING POLICIES....(continued)

1.8 Cash flow statement

Under Financial Reporting Standard No 1 (Revised 1996) the company is exempt from the requirement to prepare a cash flow statement on the grounds of its size.

2. TURNOVER

The total turnover of the company for the year has been derived from its principal activity wholly undertaken in the United Kingdom.

3.	OPERATING PROFIT		
		2005	2004
	•	£	£
	Operating profit is stated after charging:		
	Auditors' remuneration	16,713	9,250
4.	INVESTMENT INCOME		
		2005	2004
		£	£
	Dividend income from subsidiary	7,116,475	-
5.	PERMANENT DIMINUTION IN VALUE OF INVES	TMENT	
		2005	2004
		£	£
	Amounts written off investment in subsidiary		
	- permanent diminution in value	6,711,197	-
6.	INTEREST PAYABLE AND SIMILAR CHARGES		
		2005	2004
	•	£	£
	On loans repayable after 5 years	927,745	373,783
		==	

7.	TAXATION	2005	2004
		£	£
	Current tax Deferred tax (Note 14)	- 86,699	- 64,451
		86,699	64,451
	Profit on ordinary activities before tax	656,632	184,908
	Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (2004: 30%)	196,990	55,472
	Effects of: Income not subject to tax Expenses not deductible for tax purposes Accelerated capital allowances	(2,225,172) 2,040,277 (12,095)	(60,921) 22,500 (17,051)
	Current tax charge for the year	-	·
8.	INVESTMENT PROPERTY	2005	2004
		£	£
	As at 1 January 2005 Additions (capitalised acquisition costs) Additions Movement in unrealised surplus on revaluation of	9,324,807 43,706 15,863,412	9,015,643 45,512
	properties	2,523,301	263,652
	Valuation as at 31 December 2005	27,755,226	9,324,807

A full valuation of the property was made at 31 March 2004 by Colliers CRE, Chartered Surveyors and International Property Consultants ('Colliers'), on an investment value basis; and the valuation above at 31 December 2005 is based on an updated valuation provided by Colliers. It is the management's opinion that this valuation reflects the fair value of the investment properties as at 31 December 2005. On a historical cost basis, the properties would be included at an original cost of £19,583,593 (2004 - £7,167,560). As disclosed in note 13, the company has created a fixed charge over the property.

9.	INVESTMENTS		
		2005	2004
	·	£	£
	Balance brought forward	857,476	857,476
	Additions during the year	7,381,199	-
	Provisions for permanent diminution in value	(6,711,197)	-
	Balance carried forward	1,527,478	857,476

The investments are in the Company's subsidiaries, The Manor House Nursing Home Limited and Hollygarth Care Homes Limited, which represent the aggregate of the share capital and share premium account of those subsidiaries, and in the preference share capital of European Care (England) Limited (see below).

Holdings of more than 20%

The company holds more than 20% of the share capital of the following companies:

Company	Country of registration	Shares held	
	or incorporation	Class	%
Subsidiary undertakings The Manor House Nursing Home Limited	England	Ordinary	100
Hollygarth Care Home Limited	England	Ordinary	100
Other significant interests European Care (England) Limited	England	Preference	100

The aggregate amount of capital and reserves and the results of the subsidiary undertakings for the last relevant financial year/period were as follows:

	Capital and reserves 2005	Result for the year/ period 2005
	£	£
The Manor House Nursing Home Limited	482,476	Nil
Hollygarth Care Homes Limited	670,002	Nil
•	1,152,478	Nil

9. INVESTMENTS....(continued)

The investments amounting to £1,527,478 (2004 - £857,476) comprised of:

- i) £482,476 (2004: £482,476) representing 11,500 Ordinary A shares of 1p and 300 Ordinary B shares of 1p each in The Manor House Nursing Home Limited.
- ii) £670,002 (2004: £nil) representing 67,002 Ordinary shares of £1 in Hollygarth Care Homes Limited.
- iii) £375,000 (2004: £375,000) representing 375,000 preference shares of £1 each in European Care (England) Limited.

During the year, Healthcare Properties (Oxford) Limited received £1,566,593 (2004 - £749,954) in rental income and business fees income from European Care (England) Limited under the terms of a long term lease.

10. NEGATIVE GOODWILL

	2005 £	2004 £
Additions Amortisation	522,210 (49,734)	-
	472,476	-

On 5 May 2005, the Company acquired 100% of the share capital of Hollygarth Care Homes Limited. On the same day the assets and the business were leased to a third party operator under a 7 year lease. The negative goodwill is being amortised over the life of the lease.

Details of net assets acquired and negative goodwill are as follows:-

	•		2005 £
	Purchase consideration:		
	- Cash paid		12,213,240
	- Direct costs relating to acquisition		805,831
	Total purchase consideration		13,019,071
	Fair value of net assets acquired		13,541,282
	Negative goodwill		522,211
11.	DEBTORS	2005	2004
		£	£
	Prepayments and accrued income	27,098	11,765
	Loans	500,000	-
	Amounts due from other group companies	8,434	-
	Other debtors	14,419	20,763
		549,951	32,528

11. DEBTORS....(continued)

Amounts due from other group companies were £7,191, (2004 - £nil) from Healthcare Properties (Ashlea) Limited, £19 (2004 - £nil) from Healthcare Properties UK Limited and £1,224 (2004 - £nil) from Healthcare Properties Etzelgut Limited.

12. CREDITORS: amounts falling due within one year

•	2005	2004
	£	£
BanklLoans and overdrafts	709,465	291,668
Amounts due to other group companies	1,710,518	837,623
Other creditors	12,860	-
Accruals .	132,365	27,813
	2,565,208	1,157,104

Amounts owed to other group companies were £362,476 (2004 - £362,476) to The Manor House Nursing Home Limited, £1,083,318 (2004 - £166,067) to USI Group Holdings Limited, £nil (2004 - £309,080) to USI Healthcare Investment Company Limited and £264,724 (2004 - £nil) to Hollygarth Care Homes Limited. These balances are repayable on demand and are subject to interest charges as agreed from time to time.

13. CREDITORS: amounts falling due after one year

	•	2005 £	2004 £
Bank loan		16,969,937	4,885,415
Other loans		2,195,970	2,195,970
		19,165,907	7,081,385

The Company entered into a facility agreement in May 2005 for an aggregate amount of £12,765,000 with the Bank of Scotland. The loan requires payment of interest only during the first three years and 50% amortisation of the principal during years 4-10 of the facility with the balance 50% repayable at maturity in May 2015. The additional borrowings are secured by the land and buildings acquired and by cross guarantees with other group entities that already had existing facilities outstanding from the same lender.

The Company entered into a facility agreement in December 2002 for an amount of £5,250,000 with the Bank of Scotland. The facility is repayable over twenty years and, by execution of an interest rate swap agreement; the interest rate is fixed for the duration of the facility. The loan may be repaid prior to maturity in accordance with the terms of the facility agreement. The company issued a debenture to the bank in respect of all assets of the Company.

The Company also has borrowings of £2,195,970(2004 - £2,195,970) from its immediate holding company, Healthcare Properties (Ashlea) Limited, which is repayable with the permission of the Bank of Scotland. This loan is unsecured and interest free.

13.	CREDITORS: amounts	falling due after one y	ear(continued)
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		2005 £	2004 €
Ι	Due within 1 year	709,465	291,668
I	Oue after 1 year but before 2 years	245,046	291,668
	Oue after 2 years but before 5 years	3,014,429	1,166,672
	Oue after 5 years	13,710,462	3,427,075
ר	Fotal bank borrowings due after 1 year	16,969,937	4,885,415
ī	Fotal bank borrowings	17,679,402	5,177,083
14. J	PROVISIONS FOR LIABILITIES AND CHARGES	2005	2004
		£	£
I	Balance brought forward	120,008	-
	Deferred tax on straight line lease income	86,699	120,008
	Deferred tax on business combinations	2,964,664	-
1	Balance carried forward	3,171,371	120,008

No provision has been made for deferred tax on gains recognised on revaluing property to its market value. Such tax would become payable only if the property were sold and not the holding company. The total amount un-provided for is £812,247 (2004 - £193,617). At present, it is not envisaged that any tax will become payable in the foreseeable future.

15. SHARE CAPITAL

	2005 £	2004 £
Authorised:	-	~
Equity interests:		
100 Ordinary shares of £1 each	100	100
	<u></u>	
Allotted, called up and fully paid:		
Equity interests:		
1 Ordinary share of £1 each	1	I

16. STATEMENT OF MOVEMENTS ON RESERVES

•	REVALUATION RESERVE £	PROFIT AND LOSS ACCOUNT £
Balance brought forward	2,157,247	142,357
Retained profit for the year	-	569,933
Revaluation during the year	2,523,301	-
Balance carried forward	4,680,548	712,290

17. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2005	2004
	£	£
Profit for the financial year	569,933	120,457
Other recognised gains and losses	2,523,301	263,652
Net addition to shareholders' funds	3,093,234	384,109
Opening shareholders' funds	2,299,605	1,915,496
Closing shareholders' funds	5,392,839	2,299,605

18. EMPLOYEES

Number of employees

There were no employees during the period apart from the directors.

19. IMMEDIATE AND ULTIMATE CONTROLLING PARTY

The immediate controlling company is Healthcare Properties (Ashlea) Limited, a company registered in Guernsey, Channel Islands. In the opinion of the directors, the ultimate controlling company is USI Group Holdings AG, a company domiciled in Switzerland (registered office: Bahnhofstrasse 106, CH8023, Zurich, Switzerland), with registered shares listed at the SWX Swiss Stock Exchange under the ticker symbol USIN.

USI Group Holdings Limited has issued a letter to the Company confirming that it has the means to continue to support the normal financial obligations of the Company.

20. RELATED PARTY TRANSACTIONS

The Company was charged management fees by group companies of £488,319 (2004 - £170,293) by USI Group Holdings Limited, £nil (2004 - £224,467) by USI Healthcare Investment Company Limited and £5,000 (2004 - £nil) by Healthcare Properties (Ashlea) Limited, for services rendered during the course of the year ended 31 December 2005. The amounts remaining unpaid to and from Group companies at 31 December 2005 are detailed in Notes 11, 12 & 13.