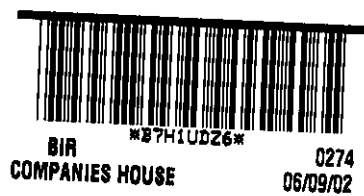


Conquest Care Homes (Peterborough) Limited
Annual report
for the year ended 31 December 2001

Registered no: 2706124



Conquest Care Homes (Peterborough) Limited

Annual report for the year ended 31 December 2001

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Conquest Care Homes (Peterborough) Limited

Directors and Advisors for the year ended 31 December 2001

Directors

M A Stratford
G H Blackoe

Secretary

BLG (Professional Services) Limited
Beaufort House
15 St. Botolph Street
London
EC3A 7NS

Auditors

PricewaterhouseCoopers
Temple Court
35 Bull Street
Birmingham
B4 6JT

Solicitors

Simon Bishop & Partners
"Hillcainie"
St. Andrew's Road
Droitwich
Worcestershire
WR9 8DJ

Registered Office

"Hillcainie"
St. Andrew's Road
Droitwich
Worcestershire
WR9 8DJ

Bankers

National Westminster Bank plc
Cheltenham & Gloucester Business Centre
68-70 Suffolk Road
Cheltenham
Gloucestershire
GL50 2ED

Conquest Care Homes (Peterborough) Limited

Directors' report for the year ended 31 December 2001

The directors present their report and the audited financial statements for the period ended 31 December 2001.

Principal activities and review of business

The company is principally engaged in the provision of care for the disabled.

Both the level of business and the year end financial position were satisfactory and the directors expect that the present level of activity will be sustained for the foreseeable future.

Results and dividends

The profit and loss account shows a profit for the year of £ 514,000 (2000: £282,000). The directors paid interim dividends of £91,000 on 6 March 2001 and £509,000 on 6 April 2001 (2000: £nil). The directors do not recommend the payment of a final dividend for the year ended 31 December 2001 (2000: £nil).

Directors and their interests

The directors who held office during the year are listed on page 1.

M A Stratford is a director of the ultimate parent company in the United Kingdom, Craegmoor Limited, and his share interests are shown in the directors' report of that company. No other directors at 31 December 2001 had any interests in the share capital of Conquest Care Homes (Peterborough) Limited or Craegmoor Limited

Statement of directors' responsibilities

At the end of each financial year the Directors are required by the Companies Act 1985 to prepare accounts 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 year. In preparing the accounts for the year ended 31 December 2001, appropriate accounting policies, supported by reasonable and prudent judgements and estimates, have been consistently used and UK applicable accounting standards have been followed.

The Directors are responsible for ensuring that the Company keeps proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and which enable them to ensure that the accounts comply with the Companies Act 1985. In addition, the Directors are responsible for ensuring that an appropriate system of internal control is in operation to provide them with reasonable assurance that the assets of the Company are properly safeguarded and to ensure that reasonable steps are taken to prevent or detect fraud and other irregularities.

The auditors' responsibilities in relation to the accounts are set out in their report on page 3.

Auditors

A resolution to reappoint PricewaterhouseCoopers as auditors to the company will be proposed at the annual general meeting

By order of the Board



BLG (Professional Services) Limited
Company Secretary
21 August 2002

Conquest Care Homes (Peterborough) Limited

Auditors' report to the members of Conquest Care Homes (Peterborough) Limited

We have audited the financial statements on pages 5 to 16.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the Annual Report and the accounts in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities on page 2.

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards as issued by the Auditing Practices Board.

We report to you our opinion as to whether the accounts give a true and fair view and are properly prepared in accordance with the United Kingdom Companies Act. We also report to you if, in our opinion, the directors' report is not consistent with the accounts, 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 is not disclosed.

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 accounts.

Basis of audit 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31 December 2001 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers
Chartered Accountants and Registered Auditors
Birmingham
21 August 2002

Conquest Care Homes (Peterborough) Limited

Profit and loss account for the year ended 31 December 2001

	Note	52 weeks ended 31 December 2001	37 weeks ended 31 December 2000
		£'000	£'000
Turnover	2	2,667	1,770
Cost of sales		(1,519)	(1,118)
Gross profit		1,148	653
Administrative expenses		(401)	(245)
Operating profit	6	747	408
Net interest receivable	7	-	1
Profit on ordinary activities before taxation		747	409
Tax on profit on ordinary activities	8	(233)	(126)
Profit for the financial period		514	282
Dividends		(600)	-
(Loss)/profit for the financial period	15	(86)	282

All activities relate to continuing operations.

Conquest Care Homes (Peterborough) Limited

Statement of total recognised gains and losses

	52 weeks ended 31 December 2001	37 weeks ended 31 December 2000
For the year ended 31 December 2001	£'000	£'000
(Loss) / Profit for the financial period	(86)	282
Unrealised surplus on revaluation of properties	-	715
Total recognised gains and losses for the year	(86)	997

Conquest Care Homes (Peterborough) Limited

Note of historical cost profit and losses

	52 weeks ended 31 December 2001	37 weeks ended 31 December 2000
For the year ended 31 December 2001	£'000	£'000
Reported profit on ordinary activities before taxation	747	409
Difference between historical cost depreciation charge and actual depreciation charge for the year calculated on the revalued amount	14	9
Historical cost profit on ordinary activities before taxation	761	418
Historical cost (loss)/profit for the year retained after taxation and dividends	(72)	292

Conquest Care Homes (Peterborough) Limited

Balance sheet as at 31 December 2001

	Note	31 December 2001 £'000	31 December 2001 £'000
Fixed Assets			
Tangible assets	9	2,726	2,715
Current assets			
Debtors	10	268	438
Cash at bank and in hand		5	3
		273	441
Creditors: amounts falling due within one year	11	(267)	(428)
Net current assets		6	13
Total assets less current liabilities		2,732	2,728
Creditors : amounts falling due after more than one year	12	(1,172)	(1,082)
Provisions for liabilities and charges	13	(3)	(3)
Net assets		1,557	1,643
Capital and reserves			
Called up share capital	14	-	-
Share premium account	15	228	228
Revaluation reserve	15	716	716
Profit and loss account	15	613	699
Total equity shareholders' funds	16	1,557	1,643

The financial statements on pages 5 to 16 were approved by the board of directors and signed on its behalf by:



M A Stratford
Director
21 August 2002

Conquest Care Homes (Peterborough) Limited

Notes to the financial statements for the year ended 31 December 2001

1. Principal accounting policies

Basis of accounting

The financial statements have been prepared under the historical cost convention, as modified by the revaluation of certain tangible fixed assets, in accordance with applicable Accounting Standards in the United Kingdom. During the period, the Company has implemented Financial Reporting Standards ("FRS") 18, "Accounting Policies". Other than the item referred to below under the heading "Tangible fixed assets" this has not resulted in any change to the accounting policies of the company. A summary of the more important accounting policies, which have been consistently applied, is set out below:

Tangible fixed assets

The cost of fixed assets is their purchase cost, and any costs directly attributable to bringing them into working condition for their intended use. Land and buildings are stated at valuations made by directors based on valuations made by independent professionally qualified valuers on an existing use open market value basis. Land and buildings are revalued by professionally qualified valuers every five years and in the intervening years these valuations are updated by the directors with the assistance of independent professional advice as required.

Depreciation is calculated so as to write off the cost of tangible fixed assets less their estimated residual values, on the following bases:

Freehold land	- nil
Freehold buildings	- 2% straight line
Equipment	- 10% to 25% straight line (previously 15% reducing balance)
Furniture and fittings	- 10% to 25% straight line (previously 15% reducing balance)
Motor vehicles	- 25% straight line
Computer equipment	- 25% straight line

The change in the basis for depreciating equipment, furniture and fittings did not have a material impact on the results for the year.

Provision is made for any impairment in the period in which it arises. The impairment is calculated by comparing the carrying value to the recoverable amount as required by FRS11, 'Impairment of fixed assets and goodwill'. The recoverable amount of land and buildings is taken to be the higher of realisable value and value in use. Value in use is determined by reference to the expected future cash flows of the care home, discounted at a risk adjusted weighted cost of capital.

Provisions for impairment in the carrying value of fixed assets to below historical cost are charged to the profit and loss account.

Stocks

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

Finance and operating leases

Costs in respect of operating leases are charged as incurred.

Leasing agreements which transfer to the group substantially all the benefits and risks of ownership of an asset are treated as if the asset had been purchased outright. The assets are included in fixed assets and the capital element of the leasing commitments is shown as obligations under finance leases. The lease rentals are treated as consisting of capital and interest elements. The capital element is applied to reduce the outstanding obligations and the interest element is charged against profit so as to give a constant periodic rate of charge on

Conquest Care Homes (Peterborough) Limited

Notes to the financial statements for the year ended 31 December 2001 (continued)

1. Principal accounting policies (continued)

the remaining balance outstanding at each accounting period. Assets held under finance leases are depreciated over the shorter of the lease terms, generally 25 years and the useful lives of equivalent owned assets.

Deferred taxation

Deferred tax is provided using the tax rates estimated to arise when the timing differences reverse and is accounted for to the extent that it is probable that a liability or asset will crystallise.

Pension costs

The company does not operate a pension scheme. Pension costs represent amounts paid to employees' private pension schemes.

Cash flow statement

The company is a wholly owned subsidiary of Craegmoor Limited, and the cash flows of the company are included in the consolidated group cash flow statement of that company. Consequently, the company is exempt under the terms of Financial Reporting Standard No. 1 (Revised) from publishing a cash flow statement.

2. Turnover

Turnover which excludes value added tax is entirely attributable to the provision of care for the disabled in the United Kingdom.

3. Related party transactions

The company has taken advantage of the exemption granted under paragraph 3(c) of FRS 8 and not disclosed any transactions with other group companies.

4. Directors

Directors emoluments for the year ended 31 December 2001 were £Nil (2000: £Nil).

Conquest Care Homes (Peterborough) Limited

Notes to the financial statements for the year ended 31 December 2001 (continued)

5. Employee information

The average monthly number of persons (including executive directors) employed by the company during the year was:

Nursing, ancillary and administrative	52 weeks ended	37 weeks ended
	31 December 2001	31 December 2000
	Number	Number
Full time	84	71
Part time	33	27
	117	98

Staff costs for the above persons	52 weeks ended	37 weeks ended
	31 December 2001	31 December 2000
	Number	Number
Wages and salaries	1,218	893
Social security costs	90	64
	1,308	957

6. Operating profit

Operating profit is stated after charging:	52 weeks ended	37 weeks ended
	31 December 2001	31 December 2000
	£'000	£'000
Depreciation of tangible fixed assets:		
- owned assets	71	42
Auditors' remuneration - Audit	6	3

Conquest Care Homes (Peterborough) Limited

Notes to the financial statements for the year ended 31 December 2001 (continued)

7. Interest receivable

	52 weeks ended 31 December 2001	37 weeks ended 31 December 2000
	£'000	£'000
Bank interest receivable	-	1

8. Tax on profit on ordinary activities

	52 weeks ended 31 December 2001	37 weeks ended 31 December 2000
	£'000	£'000
Taxation on the profit for the period		
UK corporation tax at 30% (prior period: 30%)	233	128
Adjustments in respect of prior periods:		
Corporation tax	-	(2)
	233	126

Conquest Care Homes (Peterborough) Limited

Notes to the financial statements for the year ended 31 December 2001 (continued)

9. Tangible fixed assets

	Freehold land and buildings £'000	Fixtures and Fittings £'000	Motor vehicles £'000	Total £'000
Cost or valuation				
At 1 January 2001	2,609	284	35	2,928
Additions	-	82	-	82
At 31 December 2001	2,609	366	35	3,010
Depreciation				
At 1 January 2001	24	171	18	213
Charged in the period	49	16	6	71
At 31 December 2001	73	187	24	284
Net book value				
At 31 December 2001	2,536	179	11	2,726
At 31 December 2000	2,585	113	17	2,715
Cost or valuation at 31 December 2001 is represented as follows:				
Valuation in 2000	2,590	-	-	2,590
Cost	19	366	35	420
At 31 December 2001	2,609	366	35	3,010

In accordance with the company's accounting policy, the land and buildings occupied by the company, were revalued during 2000, by independent external valuers, Matthews and Goodman, Chartered Surveyors and Valuers. This was on the basis of existing use value in accordance with the Appraisal and Valuation Manual of the Royal Institution of Chartered Surveyors.

If freehold land and buildings had not been re-valued they would have been included at the following amounts:

	31 December 2001 £'000	31 December 2000 £'000
Cost	1,931	1,931
Aggregate depreciation based on cost	(87)	(52)
Net book value based on cost	1,844	1,879

Conquest Care Homes (Peterborough) Limited

Notes to the financial statements for the year ended 31 December 2001 (continued)

10. Debtors

	31 December 2001	31 December 2000
	£'000	£'000
Trade debtors	70	82
Amounts owed by group undertakings	53	270
Other debtors	-	86
Corporation tax	65	-
Prepayments and accrued income	80	-
	268	438

11. Creditors – Amounts falling due within one year

	31 December 2001	31 December 2000
	£'000	£'000
Bank loans and overdrafts	8	11
Trade creditors	44	31
Corporation tax	-	82
Other creditors	125	166
Amounts owed to group undertakings	-	91
Accruals and deferred income	90	47
	267	428

The bank loans and overdrafts are secured by a fixed and floating charge over all of the company's assets.

12. Creditors – Amounts falling due after more than one year

	31 December 2001	31 December 2000
	£'000	£'000
Amounts owed to group undertakings	1,172	1,082

Included in amounts owed to group companies due after more than one year is £10,000 loaned to the company by Craegmoor Funding PLC, a fellow subsidiary of Craegmoor Limited, under the Issuer/Borrowers Facility Agreement dated 23 November 2000.

Conquest Care Homes (Peterborough) Limited

Notes to the financial statements for the year ended 31 December 2001 (continued)

13. Provisions for liabilities and charges

Deferred taxation provided in the financial statements and the amount of unprovided total potential liability at a tax rate of 30% (prior period: 30%) are as follows:

	Amounts provided		Amounts unprovided	
	31 December 2001 £'000	31 December 2000 £'000	31 December 2001 £'000	31 December 2000 £'000
Tax effect of timing differences because of:				
Excess capital allowances over depreciation	3	3	12	4
Revaluation surplus	-	-	215	215
Deferred tax provision	3	3	227	219

14. Called up share capital

	31 December 2001 £'000	31 December 2000 £'000
Authorised		
1,000 ordinary shares of £1 each	1	1
Allotted, called up and fully paid		
204 ordinary shares of £1 each	-	-

15. Reserves

	Share premium account £'000	Profit and loss account £'000	Revaluation reserve £'000
At 1 January 2000	228	699	716
Loss for the year	-	(86)	-
At 31 December 2001	228	613	716

Conquest Care Homes (Peterborough) Limited

Notes to the financial statements for the year ended 31 December 2001 (continued)

16. Reconciliation of movement in shareholders' funds

	31 December 2001 £'000	31 December 2000 £'000
(Loss) / Profit for the financial period	(86)	282
Surplus on revaluation of properties	-	715
Net (decrease)/increase in shareholders' funds	(86)	997
Opening shareholders' funds	1,643	646
Closing shareholders' funds	1,557	1,643

17. Capital commitments

The company had no capital commitments at 31 December 2001 or 31 December 2000.

18. Contingent liabilities

There is a fixed and floating charge over the undertaking and assets of the company in respect of a loan from Craegmoor Funding PLC to Parkcare Homes Limited under the Issuer/Borrowers Facility Agreement dated 23 November 2000. Craegmoor Funding PLC and Parkcare Homes Limited are fellow subsidiaries of Craegmoor Limited.

Conquest Care Homes (Peterborough) Limited

Notes to the financial statements for the year ended 31 December 2001 (continued)

19. Immediate and ultimate parent companies

The directors regard Craegmoor Holdings Limited, a company registered in England and Wales, as the immediate parent company of Conquest Care Homes (Peterborough) Limited, and Craegmoor Limited, a company registered in England and Wales, as the ultimate parent company in the United Kingdom of Craegmoor Holdings Limited. Copies of Craegmoor Limited's consolidated financial statements may be obtained from its registered office, "Hillcairnie", St Andrew's Road, Droitwich, Worcester WR9 8DJ.

At 31 December 2001, Legal & General Group Plc owned 62.85% of the issued share capital of Craegmoor Limited via an intermediate subsidiary and a limited partnership. Legal & General Group Plc has excluded Craegmoor Limited from consolidation in its 2001 report and accounts because the limited partnership agreement imposes severe long term restrictions over its ability to exercise control.

Subsequent to the period end Legal & General Group Plc's holding in the issued share capital of Craegmoor Limited has been reduced to 47.22%.