

Report and Financial Statements

30 June 1999

Deloitte & Touche Chartered Accountants 66 Queen's Road Aberdeen AB15 4YE

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REPORT AND FINANCIAL STATEMENTS 1999

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REPORT AND FINANCIAL STATEMENTS 1999

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

P F Batchelor

E D Burling

D Chappell (Chairman)

S F Hemsley

S P McKeown

R Russell

J P Ward

SECRETARY

P F Batchelor

REGISTERED OFFICE

100 Wilmslow Road Cheadle Cheshire

SOLICITORS

Hammond Suddards Trinity Court 16 John Dalton Street Manchester

AUDITORS

Deloitte & Touche Chartered Accountants 66 Queen's Road Aberdeen



DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 30 June 1999.

ACTIVITIES

Cheadle Royal Healthcare Limited is engaged in the provision of private healthcare.

RESULTS, DIVIDENDS AND TRANSFER TO RESERVES

The company made a profit before taxation of £1,317,756 (1998: £123,968). The retained profit after tax and dividends of £629,160 (1998: loss £10,484) has been transferred to/(from) reserves.

REVIEW OF DEVELOPMENTS AND FUTURE PROSPECTS

The company has traded successfully during the year and the directors are optimistic about the long term prospects for continued growth.

YEAR 2000

A group of senior managers, reporting regularly to the Board of Directors, has carried out an assessment of the potential effect of this issue on our business. Consideration has been given to the effect on our relationships with our customers and suppliers as well as our internal operations. This assessment has identified areas where it was necessary to carry out risk reduction measures and drawing up of contingency plans to deal with any potential interruption to our services. An independent review of our plans has been commissioned and is in process. These measures did not involve significant expenditure.

DIRECTORS

The present membership of the Board is set out on page 1. Their beneficial interests in the shares of the company were as follows:

	Ordinary Shares of £1 each		Cumulative Preference Sharof £1 each	
	30 June 1999	30 June 1998	30 June 1999	30 June 1998
P F Batchelor	8	8	-	-
E D Burling	8	8	-	-
D Chappell	-	-	-	-
S F Hemsley	8	8	-	-
S P McKeown	8	8	-	-
R Russell	-	-	-	-
J P Ward	8	8	-	-

The directors' beneficial interests in the parent company, Healthcare Scotland Limited at the start of the year were as follows:

	Ordinary Shares of £1 each 30 June 1998	Cumulative Preference Shares of £1 each 30 June 1998
P F Batchelor	-	-
E D Burling	-	-
D Chappell	137,500	1,112,500
S F Hemsley	-	-
S P McKeown	-	-
R Russell	137,500	1,112,500
J P Ward	-	-



DIRECTORS' REPORT

During the year a new holding company, Bonnymuir Limited, was incorporated. The directors' beneficial interests in this ultimate parent company at the year end were as follows:

Ordinary Shares of £0.001 each

30 June 1999

P F Batchelor	-
E D Burling	-
D Chappell	75,001
S F Hemsley	· •
S P McKeown	-
R Russell	75,001
J P Ward	, · · · · · · · · · · · · · · · · · · ·

AUDITORS

A resolution for the reappointment of Deloitte & Touche as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors and signed on behalf of the Board 4 November 1999

Secretary



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 as at the end of the financial year 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 then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed;
- 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. 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.



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AUDITORS' REPORT TO THE MEMBERS OF

CHEADLE ROYAL HEALTHCARE LIMITED

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

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 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 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 at 30 June 1999 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Chartered Accountants and Registered Auditors

Delitte - Touche

16 November 1999





Deloitte Touche Tohmatsu

PROFIT AND LOSS ACCOUNT Year ended 30 June 1999

	Note	1999 £	1998 £
TURNOVER: continuing operations	2	7,129,328	4,467,179
Cost of sales		(4,048,916)	(2,949,746)
Gross profit		3,080,412	1,517,433
Administrative expenses		(1,739,739)	(1,342,383)
OPERATING PROFIT: continuing operations Interest receivable and similar items Interest payable and similar charges	4	1,340,673 32,434 (55,351)	175,050 9,128 (60,210)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	5	1,317,756	123,968
Tax on profit on ordinary activities	6	(398,884)	(54,357)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		918,872	69,611
Dividends payable (including non equity)	7	(289,712)	(80,095)
PROFIT/(LOSS) TRANSFERRED TO/ (FROM) RESERVES	18	629,160	(10,484)
STATEMENT OF TOTAL RECOGN Year ended 30 June 1999	ISED GAINS AND LOSSES		
		1999 £	1998 £
Profit / (loss) for financial year Unrealised surplus on revaluation of property		1,317,756 3,134,369	123,968
Total recognised gains and losses relating to the year		4,452,125	123,968



BALANCE SHEET 30 June 1999

	Note	1999 £	1998 £
FIXED ASSETS			
Intangible assets	8	12,461	13,170
Tangible assets	9	5,750,000	2,064,630
Investments	10	2	2
		5,762,463	2,077,802
CURRENT ASSETS		,	, ,
Stocks	11	17,722	10,615
Debtors	12	673,813	514,385
Cash at bank and in hand		405,970	-
		1,097,505	525,000
CREDITORS: amounts falling due within			
one year	13	(1,533,416)	(651,102)
NET CURRENT LIABILITIES		(435,911)	(126,102)
TOTAL ASSETS LESS CURRENT		5,326,552	
LIABILITIES			1,951,700
CREDITORS: amounts falling due after			
more than one year	16	(676,895)	(756,550)
PROVISIONS FOR LIABILITIES AND CHARGES	17	(57,771)	(93,460)
CHARGES	17		
TOTAL NET ASSETS		4,591,886	1,101,690
CAPITAL AND RESERVES			
Called up share capital	19	685,901	907,300
Profit and loss account	20	337,417	(18,410)
Share premium	20	212,800	212,800
Capital redemption reserve	20	221,399	-
Revaluation reserve	20	3,134,369	
SHAREHOLDERS' FUNDS		4,591,886	1,101,690
Amounts attributable to equity shareholders		558,916	(18,310)
Amounts attributable to non equity shareholders		4,032,970	1,120,000

These financial statements were approved by the Board of Directors on Novelle 4 1999

Signed on behalf of the Board of Directors

Director



Deloitte Touche Tohmatsu

CASH FLOW STATEMENT Year ended 30 June 1999

	Note	1999 £	1998 £
Net cash inflow from operating activities	1	1,537,657	74,366
Returns on investments and servicing of finance			
Interest received		32,434	9,000
Interest paid		(55,351)	(60,082)
Preference dividends paid		(94,205)	
Net cash outflow from returns on investments and servicing of finance		(117,122)	(51,082)
Taxation		(36,772)	-
Capital expenditure			
Purchase of tangible fixed assets		(619,251)	(406,949)
1 aromas of amgroto fixed assets			
Net cash outflow from capital expenditure		(619,251)	(406,949)
Equity dividends paid Ordinary dividends		(225,000)	
Net cash inflow (outflow) before the use of liquid resources and financing		539,512	(383,665)
Financing			
Redemption of shares		(273,333)	-
Repayment of capital element of finance			
leases		-	(13,364)
New borrowings		230,000	247,000
Repayment of capital element of loans		(89,281)	
Net cash outflow		(132,614)	233,636
Net cash increase / (decrease) in cash		406,898	(150,029)
·			
Reconciliation of net cash flow to movement in net debt			
Increase/(decrease) in cash in the period		406,898	(150,029)
Capital element of finance lease repayments		-	13,364
Capital element of loan repayments		89,281	· -
Cash inflow increase in debt		(230,000)	(247,000)
		266,179	(383,665)
Net debt at 1 July 1998		(747,928)	(364,263)
Net debt at 30 June 1999			(747,928)



2.

NOTES TO THE CASH FLOW STATEMENT Year ended 30 June 1999

RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING 1. **ACTIVITIES**

		1999	1998
		£	£
Operating profit		1,340,673	175,050
Depreciation charges		68,250	56,049
Amortisation and goodwill		709	
Increase/(decrease) in stocks		(7,106)	1,441
Increase in debtors		(159,428)	(180,996)
Increase in creditors		344,559	22,822
Decrease in provisions		(50,000)	
Net cash inflow from operating activities		1,537,657	74,366
ANALYSIS OF CHANGES IN NET DEBT			
	At		At
	1 July	Cashflow	30 June
	1998		1999
	£	£	£
Cash at bank and in hand	_	405,970	405,970
Bank overdraft	(928)	928	, ••
	(928)	406,898	405,970
Bank loans	(747,000)	(140,719)	(887,719)
	(747,928)	266,179	(481,749)



Deloitte Touche Tohmatsu

NOTES TO THE ACCOUNTS Year ended 30 June 1999

1. ACCOUNTING POLICIES

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

Accounting convention

The financial statements are prepared under the historical cost convention.

Goodwill

Goodwill arising on acquisition of trade and assets is amortised over 20 years, being the estimated useful economic life of that asset.

Tangible fixed assets

Depreciation is not provided on freehold property. The directors consider that the economic lives and the residual value of these properties are such that depreciation is not significant because they are maintained in a continual state of good repair. On other assets it is provided on cost or revalued amounts in equal annual instalments over the estimated lives of the assets. The rates of depreciation are as follows:

Fixtures, fittings and motor vehicles over 7 years

Stocks

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

Deferred taxation

Deferred taxation is provided at the anticipated tax rate on differences arising from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements to the extent that it is probable that a liability or asset will crystallise in the future.

Pension costs

The company operates both defined benefit and defined contribution schemes. Pension costs charged to the profit and loss account represent amounts payable by the company to the defined contribution schemes

2. TURNOVER

Turnover and profit on activities before taxation are attributable to one activity, the provision of healthcare services. Turnover is all derived from work done in the United Kingdom.



NOTES TO THE ACCOUNTS Year ended 30 June 1999

3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

	1999	1998
	£	£
Directors' emoluments (excluding		
pension contributions)	403,813	329,317
Directors' pension contributions	13,878	13,835
	417.601	2.42.150
	417,691	343,152
	No	No
Number of directors who are members		
of a defined benefit scheme	1	1
Number of directors for whom		
contributions are made into a private	3	3
pension scheme		
		
	£	£
Highest paid director	~	-
Remuneration	82,847	83,210
Pension contributions	7,615	7,572
Leugion continuations	7,015	1,312

R Russell and D Chappell are directors of the ultimate holding company, Bonnymuir Limited and are also directors of Healthcare Scotland Limited, Albyn Hospital Limited, Fernbrae Hospital Limited, UK Private Healthcare Limited and Cheadle Royal Healthcare Limited. It is not practical to allocate their total remuneration for the year, which was received from Healthcare Scotland Limited, between their services as directors of Healthcare Scotland Limited and of its subsidiaries.

	£	£
Employee costs during the period:		
Wages and salaries	3,189,972	2,421,952
Social security costs	256,505	186,232
Other pension costs	33,212	19,870
	3,479,689	2,628,054
	No	No
Average number of persons employed:		
Average number of persons employed: Administrative	17	22
	17 176	22 142
Administrative	- •	
Administrative Professional	176	142



NOTES TO THE ACCOUNTS Year ended 30 June 1999

Equity shares:

dividend paid

Ordinary dividends paid Non Equity Shares:

Cumulative redeemable preference

4.	INTEREST PAYABLE AND SIMILAR CHARGES		
		1999	1998
		£	£
	Bank loan, overdrafts and other loans	55,351	60,210
_	PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		
5.	PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		
		1999	1998
		£	£
	Profit on ordinary activities before		
	taxation is after charging:		
	Depreciation Own assets	68,250	55,340
	Auditors' remuneration	3,700	3,600
	Goodwill amortisation	709	709
-			
6.	TAX ON PROFIT ON ORDINARY ACTIVITIES		
		1999	1998
		£	£
	UK corporation tax at 30.75% (1997:		
	31%) based on profit for the year	384,573	22,283
	Prior year adjustment	-	(8,776)
	Deferred taxation	14011	25.024
	Current year	14,311	35,824
	Prior year adjustment	-	5,026
		398,884	54,357
_			
7.	DIVIDENDS	1000	1000
		1999	1998

£

80,095

80,095

£

225,000

64,712

289,712



NOTES TO THE ACCOUNTS Year ended 30 June 1999

8. INTANGIBLE FIXED ASSETS

Goodwill	Total £
Cost	•
At I July 1998 and at 30 June 1999	14,174
Accumulated depreciation	
At 1 July 1998	1,004
Charge for the year	709
At 30 June 1999	1,713
Net book value	
At 30 June 1999	12,461
At 1 July 1998	13,170

9. TANGIBLE FIXED ASSETS

	Land and Buildings	and	Motor Vehicles £	Total £
		Fittings £		
	£			
Cost				
At 1 July 1998	1,529,005	598,449	-	2,127,454
Additions	-	609,161	10,090	619,251
Transfers	131,040	(131,040)	-	-
Revaluation	3,134,369	-		3,134,369
At 30 June 1999	4,794,414	1,076,570	10,090	5,881,074
Accumulated Depreciation			••••	
At 1 July 1998	-	62,824	-	62,824
Charge for the year	-	67,028	1,222	68,250
At 30 June 1999	-	129,852	1,222	131,074
				
Net book value				
At 30 June 1999	4,794,414	946,718	8,868	5,750,000
At 1 July 1998	1,529,005	535,625		2,064,630
				

The freehold property trading as Cheadle Royal Hospital was valued on an open market basis for a continuation of the existing use by Weatherall Green & Smith, Chartered Surveyors on 30 June 1999 in the sum of £5,750,000 of which £955,586 can be attributed to fixtures and fittings and motor vehicles. The surplus arising on revaluation has been taken to the revaluation reserve.



NOTES TO THE ACCOUNTS

Year ended 30 June 1999

10. INVESTMENTS HELD AS FIXED ASSETS

10.	INVESTMENTS HELD AS FIXED ASSETS			
				Shares in subsidiary under- Takings £
·	Cost and net book value At 1 July 1998 and 30 June 1999			2
	Subsidiary undertaking Cheadle Royal Hospital Limited	Country of Incorpora- tion and registration England	Activity Dormant	Proportion of ordinary shares held 100%
11.	STOCKS			
			1999 £	1998 £
	Raw materials and consumables		17,722	10,615
12.	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEA	R		
			1999	1998
			£	£
	Trade debtors		586,567	459,736
	Prepayments and accrued income		72,142	32,117
	Other debtors		15,104	22,532
			673,813	514,385



NOTES TO THE ACCOUNTS

Year ended 30 June 1999

13. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

		1999 £	1998 £
		-	
	Bank overdraft (Note 15)	-	928
	Bank loans (Note 15)	110,824	105,922
	Trade creditors	410,845	121,910
	Other creditors including taxation and	107.006	0.4.000
	social security (Note 14)	105,236	84,808
	Corporation tax	357,673	9,877
	Accruals and deferred income	462,859	309,876
	Amounts due to Group Companies	0.5.050	17,781
	Dividends payable	85,979	
		1,533,416	651,102
14.	OTHER CREDITORS INCLUDING TAXATION AND SOCIAL SECURITY		<u> </u>
14.	OTHER CREDITORS INCLUDING TAXATION AND SOCIAL SECURITY		
		1999	1998
		£	£
	This heading includes:	100.010	04.000
	Taxation and social security	103,210	84,808
15.	BORROWINGS		
		1999	1998
		£	£
	Bank loans	887,719	747,928
			·-
		887,719 ————	747,928
	Due within one year	210,824	106,850
	Due after one year	676,895	641,078
	•		
		887,719	747,928
	Analysis of repayments:		
	Within one year	210,824	106,850
	Between one and two years	240,824	110,824
	Between two and five years	267,471	319,471
	Over five years	168,600	210,783
		887,719	747,928

The bank loans and overdraft are secured by a bond and floating charge over the assets of the company. The term loan bears interest at 1-1.5% above the bank's base rate.



Befoltte Touche Tohmatsu

17.

NOTES TO THE ACCOUNTS Year ended 30 June 1999

16. CREDITORS FALLING DUE IN MORE THAN ONE YEAR

	1999 £	1998 £
Bank loans and overdraft	676,895	641,078
Proposed dividend	-	115,472
	676,895	756,550
PROVISIONS FOR LIABILITIES AND CHARGES		
	Deferred Tax £	Other £
At 1 July 1998	43,460	50,000
Profit and Loss account charge/(credit) for the year	14,311	(50,000)
At 30 June 1999	57,771	-
The amounts of the deferred taxation liability provided and the total po	otential liability:	
	1999 £	1998 £
Capital allowances in excess of	50.400	25.602
depreciation Other timing differences	58,402 (631)	35,603 7,857
		·

Capital gains tax would arise in the event of the disposal of the company's land and buildings at the revalued amount in circumstances in which rollover relief was unavailable. As the likelihood of this is remote, the amount of such tax has not been quantified.

18. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	1999	1998
	£	£
Profit for the financial year	918,872	69,611
Dividends	(289,712)	(80,095)
Redemption of shares	(273,333)	-
Other recognised gains for the year	3,134,369	
Net addition / (reduction in) to		
shareholders' funds	3,490,196	(10,484)
Opening shareholders' funds	1,101,690	1,112,174
Closing shareholders' funds	4,591,886	1,101,690

57,771

43,460



NOTES TO THE ACCOUNTS Year ended 30 June 1999

19. CALLED UP SHARE CAPITAL

	1999	1998
	£	£
Authorised		
60 "A" ordinary shares of £1 each	60	60
40 "B" ordinary shares of £1 each	40	40
1,120,000 Cumulative redeemable		
preference shares of £0.81 each	907,200	907,200
	907,300	907,300
Called up, allotted and fully paid	 	
60 "A" ordinary shares of £1 each	60	60
40 "B" ordinary shares of £1 each	40	40
846,667 (1998: 1,120,000) Cumulative		
redeemable preference shares of	685,801	907,200
£0.81 each		
	685,901	907,300

273,333 preference shares were redeemed at £1 per share during the year.

"A" and "B" Preference Shares

Holders of "A" and "B" ordinary shares rank pari passu in respect of distributions of profit.

Cumulative Redeemable Preference Shares

The Cumulative Redeemable Preference Shares of £0.81 each entitle the holder to receive a cumulative preference dividend at the rate of 6.15% per annum on the subscription price accruing from 1 July 1998 and payable half yearly on 30 June and 31 December in each year. In addition the Cumulative Redeemable Preference Shares entitle the holder to a special preference dividend of 7.466% per annum on the subscription price per preference share (£1.00) accruing from the date of subscription to 1 July 1998 and payable on 30 June 2000. The Cumulative Redeemable Preference Shares of £0.81 are redeemable at £1 per share in four tranches. The first tranche of £273,333 was redeemed early, during this year. The remaining tranches are redeemable as follows: £273,333 on 31 December 2001, £273,334 on 31 December 2002 and £300,000 on 30 June 2004.

Non equity shareholders' funds excludes dividends proposed and provided in liabilities.

Voting Rights

The "A" Ordinary Shares entitle the holders to one vote per share. The "B" Ordinary Shares entitle the holders to one vote per share on limited matters such as termination of the holder's directorship or employment with the company or amendment to the rights of the holder of such shares. The Cumulative Redeemable Preference Shares carry no voting rights.

Winding Up

On winding up, the assets of the company shall be applied firstly to the Cumulative Redeemable Preference Shareholders. The balance of the assets shall be distributed amongst the holders of the "A" and "B" Ordinary Shares (pari passu).



NOTES TO THE ACCOUNTS Year ended 30 June 1999

20. RESERVES

	Revaluation Reserve £	Capital Redemption Reserve	Share Premium Account £	Profit and Loss Account
Balance as at 1 July 1998	-	-	212,800	(18,410)
Profit for the year	-	_	_	918,872
Dividends	-	-	-	(289,712)
Redemption of shares	-	221,399	-	(273,333)
Movement in year	3,134,369	-	-	
Balance as at 30 June 1999	3,134,369	221,399	212,800	337,417

21. PENSION SCHEMES

Defined Benefit Scheme

The company operates a pension scheme providing benefits based on final pensionable salary. The assets of the scheme are held separately from those of the company in a trustee administered fund. The scheme is closed to new members.

At the date of the latest actuarial valuation, 31 March 1998, the market value of the assets of the scheme was £27,439,000. The actuarial value of the assets was sufficient to cover 154% of the value of benefits which had accrued to members, after allowing for future increases in earnings and pensions.

The scheme's independent actuary had assessed the excess of the amount funded over the accumulated pension cost using the aggregate method. Taking into account the actuary's advice and assessment of the excess, the company did not make any contributions during the period.

The assumptions which have the most significant effect on the results of the valuation are those relating to the rate of return on investments, the rate of equity dividend growth, and the rates of increase of salaries and pensions. It was assumed (a) the return on investments would exceed the annual increase in earnings by 4.7% (b) a rate of future pension increase of 2.7% per annum and (c) a rate of equity dividend growth of 5.9% per annum.

Defined Contribution Schemes

The assets of these schemes are held separately from those of the company in independently administered funds. The pension costs charged to the profit and loss account in the period in respect of private pension schemes amounted to £33,212 (1998: £19,870).

22. RELATED PARTY TRANSACTIONS

The company had no related party transactions for the year ended 30 June 1999.

23. ULTIMATE PARENT COMPANY

The ultimate parent company until 11 May 1999 was Healthcare Scotland Limited, a company incorporated in Scotland. Copies of the financial statements of the parent company may be obtained from Healthcare Scotland Limited, 35 Albert Street, Aberdeen, AB25 1XU. On 11 May 1999 the ultimate parent company became Bonnymuir Limited which will not prepare consolidated accounts until 30 June 2000.