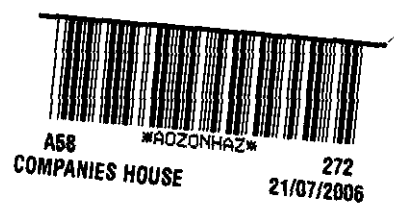


Registered number 03693526

Mercia Healthcare (Holdings) Limited
Directors' Report & Financial Statements
for the period ended 31 December 2005



MERCIA HEALTHCARE (HOLDINGS) LIMITED

DIRECTORS' REPORT

Period ended 31st December 2005

The Directors submit their report and the audited financial statements of the Company and Group for the period ended 31st December 2005.

Principal Activity and Business Review

The Company is a holding company with a single subsidiary, Mercia Healthcare Limited (MHL).

MHL is engaged in a 30-year contract with Hereford Hospitals NHS Trust in the design and construction of an Acute Care Facility, and in the provision of certain non-clinical support services at the Hereford County Hospital.

The profit generated in the period under review as set out in the consolidated profit and loss account on page 5 relates to the activities undertaken in respect of this project. During the year the company has amended its accounting reference date to 31st December 2005.

Dividends and transfers to reserves

The directors approved dividends during the period of £1,000,000 (year ended 31 March 2005: £1,400,000). The amount transferred to reserves is set out in the consolidated profit and loss account on page 5.

Directors

The following Directors served during the period under review:

S Carter, W Doughty, I Gethin, B Williams

Directors' interests in shares

The Directors have no interest in the share capital of the Company according to the Register maintained by the Company under Section 325 of the Companies Act 1985.

MERCIA HEALTHCARE (HOLDINGS) LIMITED

DIRECTORS' REPORT (continued)

Period ended 31st December 2005

Auditors

The Auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution to re-appoint PricewaterhouseCoopers LLP will be proposed at the next 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 Group and of the profit or loss 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, 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 and the Group will continue in business.

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

The directors confirm that suitable accounting policies have been used and applied consistently. They also confirm that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the period ended 31 December 2005 and that applicable accounting standards have been followed.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and the Group and to enable them to ensure that the financial statements comply with Companies Act 1985. They are also responsible for safeguarding the assets of the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

By Order of the Board



S Carter – Director
28 June 2006

MERCIA HEALTHCARE (HOLDINGS) LIMITED

Independent auditors' report to the members of Mercia Healthcare (Holdings) Limited

We have audited the group and parent company financial statements (the "financial statements") of Mercia Healthcare (Holdings) Limited for the period ended 31st December 2005 which comprise the consolidated Group profit and loss account, the Group and Company balance sheets, the Group cash flow statement and the related notes. The financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the statement of directors' responsibilities.

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 into 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 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 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 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). 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.



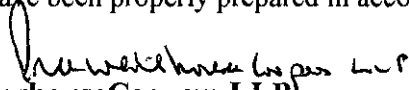
MERCIA HEALTHCARE (HOLDINGS) LIMITED

Independent auditors' report to the members of Mercia Healthcare (Holdings) Limited (continued)

Opinion

In our opinion, the financial statements

- give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the group's and the parent company's affairs as at 31 December 2005 and of the group's loss and cash flows for the period then ended; and
- have been properly prepared in accordance with the Companies Act 1985.


PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors
Manchester
28 June 2006

MERCIA HEALTHCARE (HOLDINGS) LIMITED

CONSOLIDATED PROFIT AND LOSS ACCOUNT

9 month period ended 31st December 2005

	Notes	Period ended 31 December 2005 £'000	Year ended 31 March 2005 £'000
Turnover		4,259	6,299
Cost of sales		<u>(3,591)</u>	<u>(5,410)</u>
Gross profit		668	889
Administrative expenses		<u>(611)</u>	<u>(961)</u>
Operating profit/(loss)	2	57	(72)
Interest payable and similar charges	3	<u>(4,071)</u>	<u>(5,785)</u>
Interest receivable and similar income	3	<u>5,022</u>	<u>6,756</u>
Profit on ordinary activities before taxation		1,008	899
Tax charge	4	<u>(825)</u>	<u>(284)</u>
Profit on ordinary activities after taxation for the period		183	615
Dividend	5	<u>(1,000)</u>	<u>(1,400)</u>
Loss for the period		<u>(817)</u>	<u>(785)</u>

The result for the period under review relates solely to continuing activities in a single class of business within the United Kingdom.

There were no recognised gains or losses other than those included in the profit and loss account.

MERCIA HEALTHCARE (HOLDINGS) LIMITED

CONSOLIDATED STATEMENT OF RESERVES

Period ended 31st December 2005

	Period ended 31 December 2005 £'000	Year ended 31 March 2005 £'000
Accumulated profit as at 1 st April	1,303	2,088
Loss for period	<u>(817)</u>	<u>(785)</u>
Accumulated profit as at 31 st December	<u>486</u>	<u>1,303</u>

The notes on pages 10 to 19 form part of the financial statements.

MERCIA HEALTHCARE (HOLDINGS) LIMITED

CONSOLIDATED BALANCE SHEET

31st December 2005

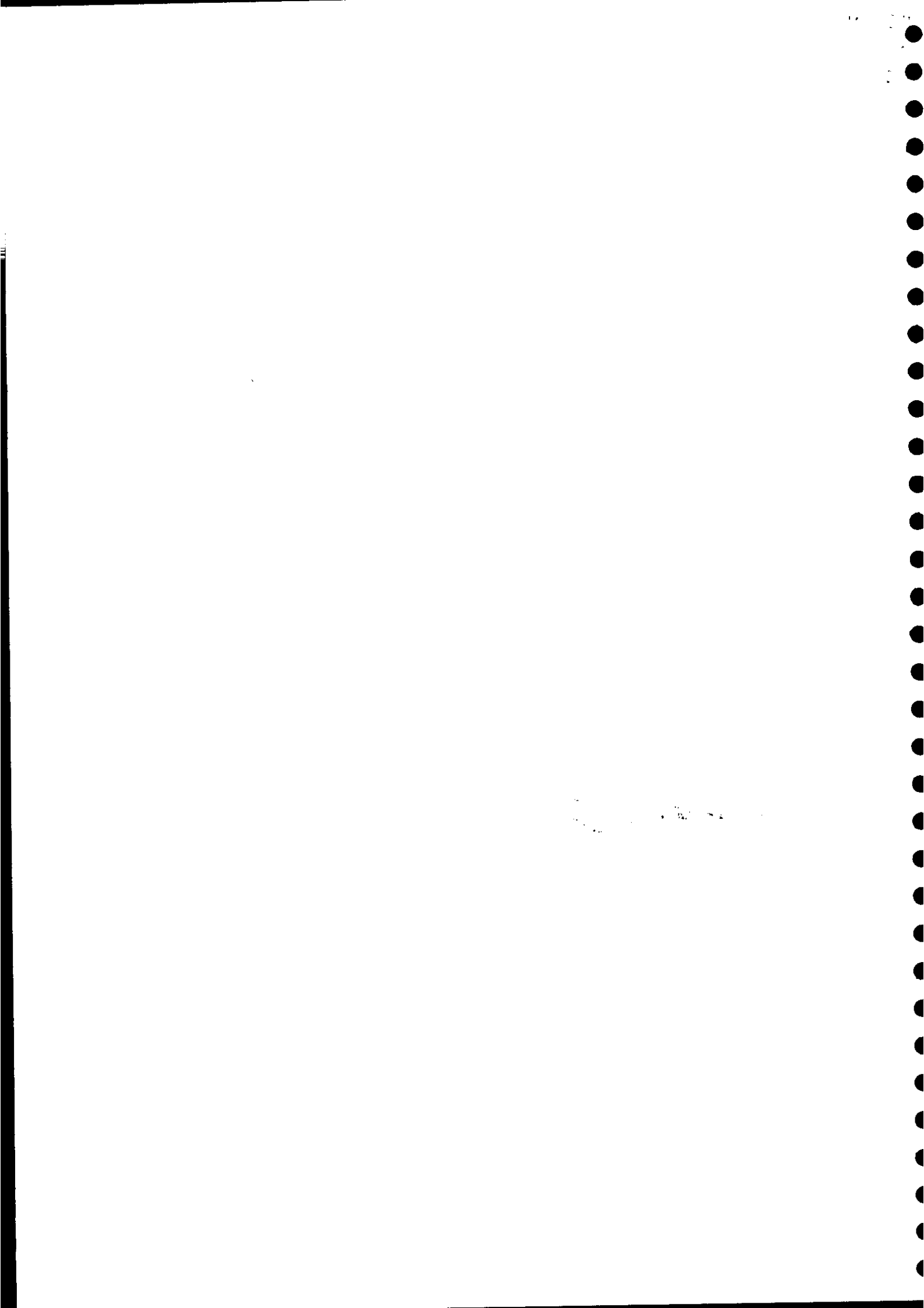
	Notes	31 December 2005 £'000	31 March 2005 £'000
Current assets:			
Debtors:			
-falling due within one year	7	1,164	799
-falling due after more than one year	7	70,171	71,027
Cash at bank and in hand		<u>3,469</u>	<u>5,531</u>
Total current assets		74,804	77,357
 Creditors: Amounts falling due within one year	 8	 <u>(5,349)</u>	 <u>(6,229)</u>
 Net current assets		 69,455	 71,128
 Creditors: amounts falling due after more than one year	 9	 <u>(65,945)</u>	 <u>(67,626)</u>
Provisions	10	<u>(3,023)</u>	<u>(2,198)</u>
 Net assets		 <u>487</u>	 <u>1,304</u>
Capital and reserves:			
Share capital	11	1	1
Profit and loss account		<u>486</u>	<u>1,303</u>
Total equity shareholders' funds	12	<u>487</u>	<u>1,304</u>

S Carter – Director

..... S.P. Carter

Approved by the Board on 28 June 2006

The notes on pages 10 to 19 form part of the financial statements.




MERCIA HEALTHCARE (HOLDINGS) LIMITED

COMPANY BALANCE SHEET

31st December 2005

	Notes	31 December 2005 £'000	31 March 2005 £'000
Fixed assets:	6		
Investment in subsidiary at cost		<u>1</u>	<u>1</u>
Net assets		<u>1</u>	<u>1</u>
Capital and reserves:			
Share capital	11	<u>1</u>	<u>1</u>
Profit and loss account		<u>-</u>	<u>-</u>
Total equity shareholders' funds		<u>1</u>	<u>1</u>

S Carter – Director

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Approved by the Board on 28 June 2006

The notes on pages 10 to 19 form part of the financial statements.

MERCIA HEALTHCARE (HOLDINGS) LIMITED

CONSOLIDATED CASH FLOW STATEMENT

Period ended 31st December 2005

	NOTE	31 December 2005 £'000	31 March 2005 £'000
Net cash inflow from operating activities	16	(188)	167
Returns on investment and servicing of finance	17	1,171	998
Taxation received		-	384
Dividend		(1,000)	(1,400)
Financing	17	<u>(2,045)</u>	<u>(894)</u>
Decrease in cash in the period		<u>(2,062)</u>	<u>(745)</u>
Reconciliation of net cash flow to movement in net debt			
Decrease in cash in the period		(2,062)	(745)
Decrease in borrowings		<u>2,045</u>	<u>894</u>
Change in net debt resulting from cash flows	18	(17)	149
Non cash movement	18	(220)	(291)
Net debt at 31 st March 2005	18	<u>(63,898)</u>	<u>(63,756)</u>
Net debt at 31 st December 2005	18	<u>(64,135)</u>	<u>(63,898)</u>

MERCIA HEALTHCARE (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Period ended 31st December 2005

1) Accounting Policies

The financial statements are prepared in accordance with the historical cost convention, the accounting policies set out below and in accordance with applicable accounting standards. A summary of the major accounting policies, which have been consistently applied, is set out below.

I. Basis of Consolidation

The Group accounts set out on pages 5 to 19 which comprise a consolidation of the Parent Company and its subsidiary, have been prepared in accordance with the historical cost convention, the accounting policies set out below and in accordance with applicable accounting standards. As permitted by Section 230 of the Companies Act 1985 the Parent Company has not presented its own profit and loss account.

II. Turnover and cost of sales

Turnover represents amounts due from Hereford Hospitals NHS Trust ('the Trust') in respect of the activities described in the Directors' Report. All turnover originates in the United Kingdom and is stated exclusive of value added tax.

Cost of sales represents amounts invoiced in respect of services by certain of the related parties.

III. Deferred taxation

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date.

Deferred tax assets are recognised when it is more likely than not they will be recovered. The deferred tax assets and liabilities are not discounted.

IV. Finance receivable

The costs incurred in respect of bid development, design and construction during the period prior to availability of the Acute Facilities are recovered over the contract period. Accordingly these costs are accumulated within the finance receivable as incurred.

Occupational availability payments from Hereford Hospital NHS Trust are allocated between turnover in relation to the service element of the contract, reimbursement of the finance receivable and finance income on the finance receivable so as to generate a constant rate of return over the services provided.

V. Loan issue costs

Arrangement fees and certain costs directly relating to the facilities have been offset against the related loans and are being amortised over the duration of each respective swap as part of the finance cost, in accordance with FRS 4.

MERCIA HEALTHCARE (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

Period ended 31st December 2005

2) Operating profit/(loss)

Operating profit/(loss) is stated after charging:

	Period ended 31 December 2005 Company £'000	Period ended 31 December 2005 Group £'000	Year ended 31 March 2005 Company £'000	Year ended 31 March 2005 Group £'000
Auditors' remuneration	-	12	-	9

The auditors also received remuneration for other services to the Group totalling £3,000 (2005 £19,000) during the period under review. The Directors received fees of £225,000 (2005 £300,000); no other salary, fees or other benefits were received in the performance of their duties. The Company and the Group had no employees throughout the period under review. Management and administrative staffing resources are provided by secondees staff that are employed by certain related parties (see Note 14). The employment costs relating to the secondees and directors are recharged to Mercia Healthcare Limited

3) Interest

	Period ended 31 December 2005 £'000	Year ended 31 March 2005 £'000
Interest payable and similar charges	<u>(4,071)</u>	<u>(5,785)</u>
Interest receivable	197	299
Finance income	<u>4,825</u>	<u>6,457</u>
Interest receivable and similar income	<u>5,022</u>	<u>6,756</u>

Interest payable and similar charges of £4,071,000 (2005 £5,785,000) relates to interest charges and commitment fees with respect to the bank borrowings of £2,489,000 (2005 £3,511,000); plus interest payable £329,000 (2005 £492,000) as a result of the operation of interest rate swap arrangements; plus sub-ordinated loan interest of £1,033,000 (2005 £1,491,000); plus the amortisation of loan issue costs in accordance with FRS 4 of £220,000 (2005 £291,000).

MERCIA HEALTHCARE (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

Period ended 31st December 2005

4) Taxation

	Period ended 31 December 2005 £'000	Year ended 31 March 2005 £'000
Corporation tax at 30%	-	-
Corporation tax – prior year	=	(384)
Current tax credit for the period	=	(384)
Deferred tax	219	269
Deferred tax – prior year	<u>606</u>	<u>399</u>
Deferred tax charge for the period	<u>825</u>	<u>668</u>
Profit and loss account tax charge	<u>825</u>	<u>284</u>

The tax charge assessed for the year is lower than the standard rate of corporation tax in the UK. The differences are explained below:

	Period ended 31 December 2005 £'000	Year ended 31 March 2005 £'000
Profit on ordinary activities	1,008	899
Profit on ordinary activities at the UK rate of 30%	302	270
Deduction for notional lease premium	(83)	(1)
Accelerated capital allowances	(219)	(269)
Adjustments to tax in respect of prior years	<u>-</u>	<u>(384)</u>
Profit and loss account tax charge	<u>-</u>	<u>(384)</u>

5) Dividends

	Period ended 31 December 2005 £'000	Year ended 31 March 2005 £'000
Dividends payable	<u>1,000</u>	<u>1,400</u>

MERCIA HEALTHCARE (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

Period ended 31st December 2005

6) Investments

	31 December 2005 £'000	31 March 2005 £'000
Company investment in subsidiary undertaking at cost	1	1

The Company holds 100% of the ordinary share capital in Mercia Healthcare Limited a company incorporated in England, which is engaged in a 30 year contract with Hereford Hospitals NHS Trust in the design and construction of an Acute Care Facility, and in the provision of certain non-clinical support services at Hereford County Hospital.

7) Debtors

	31 December 2005 £'000	31 March 2005 £'000
Amounts falling due within one year:		
Trade debtors	197	442
Finance receivable	892	283
Accrued income	<u>75</u>	<u>74</u>
	<u>1,164</u>	<u>799</u>
Amounts falling due after more than one year:		
Finance receivable	<u>70,171</u>	<u>71,027</u>
Finance receivable		
Balance at 1 April	71,310	71,613
Finance income reimbursed	(5,072)	(6,760)
Finance income recognised	<u>4,825</u>	<u>6,457</u>
Balance at 31 December	<u>71,063</u>	<u>71,310</u>

MERCIA HEALTHCARE (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

Period ended 31st December 2005

8) Creditors: Amounts falling due within one year

	31 December 2005 £'000	31 March 2005 £'000
Trade creditors	(656)	(629)
Construction retentions	(79)	(79)
Accruals	(2,158)	(2,920)
Other taxation and social security	(256)	(257)
Sub-ordinated loans	(329)	(731)
Bank loans	<u>(1,871)</u>	<u>(1,613)</u>
	<u>(5,349)</u>	<u>(6,229)</u>

9) Creditors: Amounts falling due after more than one year

	31 December 2005 £'000	31 March 2005 £'000
Amounts owed to related parties	(541)	(541)
Sub-ordinated loans	(9,758)	(9,788)
Bank loans	<u>(55,646)</u>	<u>(57,297)</u>
	<u>(65,945)</u>	<u>(67,626)</u>

MERCIA HEALTHCARE (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

Period ended 31st December 2005

9) Creditors: Amounts falling due after more than one year

The principal terms and conditions relating to both facilities are summarised below.

	31 December 2005 Term Loan	31 December 2005 Sub- Ordinated Loans	31 March 2005 Term Loan	31 March 2005 Sub- Ordinated Loans
	£'000	£'000	£'000	£'000
Repayable within one year	1,871	329	1,613	731
Repayable between one and two years	1,972	-	1,871	-
Repayable between two and five years	6,453	-	6,073	-
Repayable after five years	<u>48,165</u>	<u>9,758</u>	<u>50,517</u>	<u>9,788</u>
Total loans outstanding	58,461	10,087	60,074	10,519
Loan issue costs	<u>(944)</u>	=	<u>(1,164)</u>	<u>-</u>
Total	<u>57,517</u>	<u>10,087</u>	<u>58,910</u>	<u>10,519</u>

Term Loan Facility

The tenure of the Term Loan is 25 years and it is repayable in 43 semi-annual instalments commencing on 16th April 2003. Interest charged on amounts drawn under the facility is based on the floating LIBOR rate. The Term Loan Facility has been syndicated to a consortium of banks. All amounts drawn under the Term Loan Facility are secured by a fixed charge over all leasehold interests, book debts, project accounts and intellectual property of the Company and the Group and by a floating charge over the Company and Group's undertakings and assets.

Sub-ordinated Debt

On the 16th April 2002, the shareholders subscribed for £8,496,320 sub-ordinated loan Notes (£2,124,080 per shareholder) in Mercia Healthcare Limited.

The loan notes are to mature in full in 2029, however, both the loan holder and the company may redeem all or part of the loan at anytime, provided certain conditions are met and relevant consents given.

The Loan Notes are unsecured and bear interest at 15%. Interest was rolled up on the loans until 16th October 2003, thereafter the interest is paid 6 monthly.

MERCIA HEALTHCARE (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

Period ended 31st December 2005

9) Creditors: Amounts falling due after more than one year (Continued)

Swap arrangements

MHL has entered into interest rate swap agreements under the Term Loan and Shareholder Credit Facility. A fixed rate of 5.58% applies to all amounts drawn under the Term Loan, and the Shareholder Credit Facility. The swap agreement in relation to the Term Loan Facility expires on 10th April 2009. The swap agreements operate by monthly exchanges of payments between Mercia Healthcare Limited and its banks. The amounts exchanged represent the difference between floating and fixed interest rates calculated on pre-determined notional principal amounts.

10) Deferred taxation

	31 December 2005 £'000	31 March 2005 £'000
Accelerated capital allowance & other timing differences – deferred tax provision	(8,307)	(7,488)
Losses – deferred tax asset	<u>5,284</u>	<u>5,290</u>
Deferred tax provision	<u>(3,023)</u>	<u>(2,198)</u>
Balance at 1 st April	(2,198)	(1,530)
Profit and loss account charge	<u>(825)</u>	<u>(668)</u>
Balance at 31 st December	<u>(3,023)</u>	<u>(2,198)</u>

11) Share Capital	31 December 2005		31 March 2005	
	Number	£'000	Number	£'000
Authorised:				
Ordinary shares of £1 each	<u>500</u>	<u>50</u>	<u>50,000</u>	<u>50</u>
Allotted called up and fully paid:				
Ordinary shares of £1 each	<u>1,000</u>	<u>1</u>	<u>1,000</u>	<u>1</u>

12) Movement in equity shareholders' funds

	£'000
At 1 April 2005	1,304
Loss for the period	(817)
At 31 December 2005	<u><u>487</u></u>

MERCIA HEALTHCARE (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

Period ended 31st December 2005

13) Capital Commitments

Under the terms of the contract with Hereford Hospitals NHS Trust dated 16th April 1999 MHL was committed to payments totalling some £65 million in respect of design and construction work from 16th April 1999 through to 16th April 2003. MHL is also committed to payments of some £14 million for capital expenditure over the remaining contract term.

14) Related Party Disclosures

The following Companies, together with undertakings within the individual Groups of Companies, are considered to be Related Parties to the Company, as defined in Financial Reporting Standard 8. The construction was undertaken by a Joint Venture between Alfred McAlpine Special Projects and Haden Young Ltd.

Sodexo Investment Services Limited
Sodexo Services Group Limited
Secondary Market Infrastructure Fund UK LLP

Provision of Facilities and Services under the Concession Agreement

Mercia Healthcare Limited is engaged in a 30-year contract with Hereford Hospitals NHS Trust in the design and construction of an Acute Care Facility, and in the provision of certain non-clinical support services at the Hereford County Hospital. Payments to related parties in respect of the above are detailed below.

	Provision of staff and support services 31 December 2005 £'000	Provision of staff and support services 31 March 2005 £'000
Sodexo Investment Services Ltd	349	-
Sodexo Services Group Limited	2,089	3,095
Secondary Market Infrastructure Fund UK LLP	1,048	274

MERCIA HEALTHCARE (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

Period ended 31st December 2005

Amounts outstanding to Related Parties at 31st December 2005

	31 December 2005 £'000	31 March 2005 £'000
Sodexo Investment Services Limited	3,064	-
Sodexo Services Group Limited	250	3,412
Secondary Market Infrastructure Fund UK LLP	8,114	7,889

All transactions with Related Parties were carried out at arms length.

15) Parent Undertakings

The Company's shares are held by each of the following, all of which are registered in the United Kingdom:

	Percentage Holding (%)
Sodexo Investment Services Limited	25%
Secondary Market Infrastructure Fund UK LLP	75%

16) Reconciliation of operating profit/(loss) to net cash flow from operating activities

	31 December 2005 £'000	31 March 2005 £'000
Operating profit/(loss)	57	(72)
Decrease in debtors	491	388
Decrease in creditors	(736)	(149)
Net cash (outflow)/inflow from operating activities	<u>(188)</u>	<u>167</u>

MERCIA HEALTHCARE (HOLDINGS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

Period ended 31st December 2005

17) Analysis of cash flow movements

	31 December 2005 £'000	31 March 2005 £'000
Returns on investment and servicing of finance		
Interest received	5,022	6,682
Interest paid	(3,851)	(5,684)
Net cash inflow from returns on investment and servicing of finance	<u>1,171</u>	<u>998</u>
Financing		
Repayment of bank loans and sub-debt	(2,045)	(894)
Net cash outflow from financing	<u>(2,045)</u>	<u>(894)</u>

18) Analysis of net debt

	At 31 March 2005 £'000	Cash Flows £'000	Non-cash Movement £'000	At 31 December 2005 £'000
Cash at bank and in hand	5,531	(2,062)	-	3,469
Bank loans and sub-debt	(58,910)	1,613	(220)	(57,517)
Subordinated loans	(10,519)	432	-	(10,087)
	<u>(63,898)</u>	<u>(17)</u>	<u>(220)</u>	<u>64,135</u>

The non-cash movement relates to the amortisation of loan issue costs £220,000.