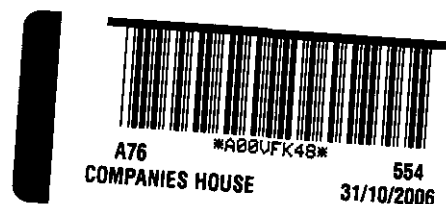


**North Nottinghamshire LIFT Company Limited
(formerly North Nottingham LIFT Company
Limited)**

**DIRECTORS' REPORT
AND
FINANCIAL STATEMENTS FOR THE YEAR ENDED
31 MARCH 2006**

Registered Number: 04929517



DIRECTORS' REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2006

CONTENTS	Page
Directors and advisors	1
Directors' report	2
Statement of Directors' responsibilities	3
Independent auditors' report	4
Profit and loss account	5
Balance sheet	6
Notes to the financial statements	7 - 9

DIRECTORS AND ADVISORS

Directors

I B Balfour	
J Cassidy	(appointed 29 November 2005)
T J Evans	(appointed 9 September 2005)
G Farley	(appointed 30 November 2005, resigned 5 December 2005)
J Horton	(appointed 9 September 2005)
W Haughey	(appointed 9 September 2005)
M G Heath	(appointed 9 September 2005)
S Latus	(appointed 29 November 2005)
I J Wells	(appointed 9 September 2005)

Company secretary and registered office

P G Shell
Allington House
150 Victoria Street
London SW1E 5LB

Auditors

Deloitte & Touche LLP
Chartered Accountants
London

Solicitors

Denton Wilde Sapte
One Fleet Place
London EC4M 7WS

Principal bankers

Bank of Scotland Corporate
New Uberior House
11 Earl Grey Street
Edinburgh EH3 9BN

DIRECTORS' REPORT

The Directors present the annual report and the audited financial statements for the year ended 31 March 2006.

CHANGE OF NAME

On 12 September 2005, the company changed its name from North Nottingham LIFT Company Limited to North Nottinghamshire LIFT Company Limited.

PRINCIPAL ACTIVITIES AND FUTURE DEVELOPMENTS

The principal activity of the company is as a holding company for a company which provides accommodation and servicing of medical centres through an intermediate holding company. The company will continue in this activity in the future.

RESULTS AND DIVIDENDS

The profit for the year before taxation amounted to £103 (2005 - £nil). After taxation of £31 (2005 - £nil), profit for the year was £72 (2005 - £nil).

The Directors do not recommend the payment of a dividend (2005 - £nil).

FINANCIAL INSTRUMENTS AND RISK MANAGEMENT

The company's principal financial assets are bank balances and cash, trade and other receivables and investments.

The company's credit risk is primarily attributable to its trade receivables. The amounts presented in the balance sheet are net of allowances for doubtful receivables. An allowance for impairment is made where there is an identified loss event which, based on previous experience, is evidence of a reduction in the recoverability of the cash flows.

AUDIT INFORMATION

Each of the persons who is a director at the date of approval of this report confirms that:

- as far as the director is aware, there is no relevant audit information of which the company's auditors are unaware; and
- the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provision of S234ZA of the Companies Act 1985

DIRECTORS

The Directors who served throughout the period, except as noted, are shown on page 1.

DIRECTOR'S INTERESTS

No Directors held any interests in the shares of the Company, or had any personal interest in any significant or material contract with the Company, during the year ended 31 March 2006.

No Director had any interest in the shares of any other group company requiring disclosure under the Companies Act 1985.

AUDITORS

The company appointed Deloitte & Touche LLP as auditors during the year. A resolution to re-appoint them will be proposed at the forthcoming Annual General Meeting.

On behalf of the Board

J Cassidy
Director

29/9/06.
Allington House
150 Victoria Street
London, SW1E 5LB

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the financial statements. The Directors have chosen to prepare the accounts for the Company in accordance with the United Kingdom Generally Accepted Accounting Practice (UK GAAP). Company law requires the Directors to prepare such financial statements for each financial year which give a true and fair view of the state of affairs of the Company and of the profit or loss for the Company for that period and comply with UK GAAP and the Companies Act 1985.

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; 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 are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company, for safeguarding assets, for taking reasonable steps for prevention and detection of fraud and other irregularities and for the preparation of a Directors' report which comply with the requirements of the Companies Act 1985.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NORTH NOTTINGHAMSHIRE LIFT COMPANY LIMITED

We have audited the financial statements of North Nottinghamshire LIFT Company Limited (formerly North Nottingham LIFT Company Limited) for the year ended 31 March 2006 which comprise the profit and loss account, balance sheet and the related notes 1 to 16. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

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 United Kingdom legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view in accordance with the relevant financial reporting framework, and are properly prepared in accordance with the Companies Act 1985. We report to you whether, in our opinion, the information given in the Directors' report is consistent with the financial statements. We also report to you if, in our opinion, 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 other transactions is not disclosed.

We read the directors' report and the other information contained in the annual report for the above year as described in the contents section and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

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 Generally Accepted Accounting Practice, of the state of the Company's affairs as at 31 March 2006 and of its profit for the year then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985;
- the directors' report is consistent with the financial statements

Deloitte & Touche LLP
Deloitte & Touche LLP

Chartered Accountants and Registered Auditors
London, UK

Date *29 September 2006*

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31 MARCH 2006

	Notes	2006 £	2005 £
Net interest receivable	5	103	-
Profit on ordinary activities before taxation		103	-
<i>Tax on profit on ordinary activities</i>	6	<i>(31)</i>	<i>-</i>
Profit for the financial year	12	72	-

A reconciliation of the movement in equity shareholders' funds is given in note 13.

All items in the profit and loss account relate to continuing operations.

There is no material difference between the results stated in the profit and loss account and their historical cost equivalents.

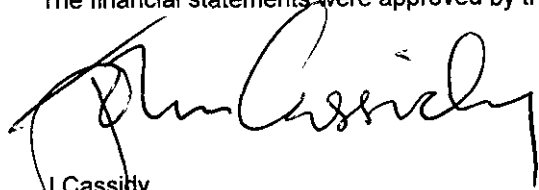
All gains and losses are recognised in the profit and loss account in the current and prior periods, and therefore no separate statement of total recognised gains and losses has been presented.

North Nottinghamshire LIFT Company Limited

BALANCE SHEET AS AT 31 MARCH 2006

	Notes	2006 £	2005 £
Fixed assets			
Investments	7	2	1
Current assets			
Debtors - due within - due within one year	9	11,494	-
Cash at bank and in hand		<u>7,608</u>	<u>-</u>
		19,102	-
Creditors: amounts falling due within one year	10	(32)	-
		<u>19,070</u>	<u>-</u>
Net current assets			
		19,072	1
Total assets less current liabilities			
		<u>19,072</u>	<u>1</u>
Net assets			
		<u>19,072</u>	<u>1</u>
Capital and reserves			
Called up share capital	11	19,000	1
Profit and loss account	12	72	-
Equity shareholders' funds	13	<u>19,072</u>	<u>1</u>

The financial statements were approved by the Board of Directors on 29 September 2006 and were signed on its behalf by:


J Cassidy
Director

29/9/06

Notes to the financial statements for the year ended 31 March 2006

1 ACCOUNTING POLICIES

a) Basis of preparation of accounts

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom law and accounting standards.

The Company is exempt under FRS 1 from preparing a cash flow statement on the basis that it qualifies as a small company.

b) Fixed asset investments

Investments held as fixed assets are stated at cost less provision for any impairment in value.

c) Taxation

Current tax, including United Kingdom Corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

In accordance with FRS 19 'Deferred Tax', 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. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax is measured at the average tax rates that are expected to apply in the period in which the timing differences are expected to reverse, based on the tax rates and laws that have been enacted or substantially enacted by the balance sheet date. Deferred tax assets are not discounted.

2 PROFIT ON ORDINARY ACTIVITIES BEFORE INTEREST

The auditors' remuneration in both years is borne by ExcellCare Management Services Limited. The company's auditors received £nil during the year (2005 - £nil) for the provision of non-audit services.

3 DIRECTORS' REMUNERATION

No Directors received any remuneration for services to the Company during the current or prior year. The Company is managed by secondees from the shareholders under a management services contract.

4 STAFF NUMBERS

In both the current and prior year the directors were the only employees of the company.

5 NET INTEREST RECEIVABLE

	2006 £	2005 £
Interest receivable and similar income	103	-
Interest receivable on bank deposits	103	-
Net interest receivable	103	-

Notes to the financial statements for the year ended 31 March 2006 (continued)

6 TAX ON PROFIT ON ORDINARY ACTIVITIES

	2006 £	2005 £
<u>Analysis of charge for the period</u>		
Current tax		
UK corporation tax	31	-
Total tax on profit on ordinary activities	31	-

Factors affecting the tax charge for the current period

There are no differences between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax.

	2006 £	2005 £
Profit on ordinary activities before tax	103	-
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK of 30% (2005 - 30%)	31	-
Total current tax charge for the period	31	-

7 FIXED ASSET INVESTMENTS

	2006	2005
At 1 April 2005	1	-
Share capital investment in North Nottinghamshire LIFT (Midco) Limited	-	1
Share capital investment in Estates Development North Nottinghamshire Assets (Midco) Ltd	1	-
At 31 March 2006	2	1

8 PRINCIPAL SUBSIDIARIES

Company name	Class and percentage	Principal activity	Country of incorporation
North Nottinghamshire LIFT Midco Ltd	100% of ordinary shares	Dormant Company	Great Britain
Estates Development North Nottinghamshire Assets Midco	100% of ordinary shares	Dormant Company	Great Britain
North Nottinghamshire LIFT Project Company (No.1) Ltd	100% of ordinary shares *	PFI accommodation operator	Great Britain
Estates Development North Nottinghamshire Assets Ltd	100% of ordinary shares *	Property developer	Great Britain

* Indirect shareholding

9 DEBTORS: DUE WITHIN ONE YEAR

	2006 £	2005 £
Amounts owed by group undertakings	11,494	-
	11,494	-

10 CREDITORS : AMOUNTS FALLING DUE WITHIN ONE YEAR

	2006 £	2005 £
Amounts owed to group undertakings	1	-
UK corporation tax	31	-
	32	-

Notes to the financial statements for the year ended 31 March 2006 (continued)

11 CALLED UP SHARE CAPITAL

	2006 No.	2005 No.
Authorised:		
3,800 Ordinary "A" Shares at £1 each	3,800	100
3,800 Ordinary "B" Shares at £1 each	3,800	-
11,400 Ordinary "C" Shares at £1 each	11,400	-
	<u>19,000</u>	<u>100</u>
	£	£
Allotted, called up and fully paid:		
3,800 Ordinary "A" Shares at £1 each	3,800	1
3,800 Ordinary "B" Shares at £1 each	3,800	-
11,400 Ordinary "C" Shares at £1 each	11,400	-
	<u>19,000</u>	<u>1</u>

All shares rank pari passu.

On 1 December 2005, 3,700 Ordinary "A" shares, 3,800 Ordinary "B" shares and 11,400 Ordinary "C" shares were authorised for issue. On 1 December 2005, 3,799 Ordinary "A" shares, 3,800 Ordinary "B" shares and 11,400 Ordinary "C" shares were allotted, called up and fully paid.

12 MOVEMENT IN RESERVES

	Profit and loss account 2006 £	Profit and loss account 2005 £
At 1 April 2005	-	-
Retained profit for the period	72	-
At 31 March 2006	<u>72</u>	<u>-</u>

13 RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDERS' FUNDS

	2006 £	2005 £
Opening equity shareholders' funds	1	-
Profit for the financial year	72	-
	<u>73</u>	<u>-</u>
New shares issued	18,999	1
Closing equity shareholders' funds	<u>19,072</u>	<u>1</u>

14 CAPITAL COMMITMENTS AND CONTINGENT LIABILITIES

At 31 March 2006, the company had no capital commitments or contingent liabilities requiring disclosure in the financial statements (2005 - £nil).

15 RELATED PARTY TRANSACTIONS

The following parties are related parties as they are shareholders of North Nottinghamshire LIFT Company Limited: Partnerships for Health Limited, Ashfield Primary Care Trust, Bassetlaw Primary Care Trust, Mansfield Primary Care Trust, Newark & Sherwood Primary Care Trust and ExcellCare Limited. North Nottinghamshire LIFT Midco Limited, North Nottinghamshire LIFT Project Company (No.1) Limited, Estates Development North Nottinghamshire Assets (Midco) Limited and Estates Development North Nottinghamshire Assets Limited are subsidiaries and are also related parties.

The following are related parties as they are indirect shareholders of the ultimate parent company: The Governor and Company of the Bank of Scotland and John Laing plc.

There were no related party transactions with the above parties in the period apart from with North Nottinghamshire LIFT Project Company (No.1) Limited and Estates Development North Nottinghamshire Assets Limited and these transactions are disclosed within the subsidiary company accounts.

16 ULTIMATE AND IMMEDIATE PARENT UNDERTAKING

The Company's immediate and ultimate parent and controlling party, and the largest and smallest group in which its results are consolidated, is ExcellCare Limited, a company incorporated in Great Britain and registered in England and Wales. Copies of the consolidated accounts of ExcellCare Limited are available from its registered offices at Allington House, 150 Victoria Street, London, SW1E 5LB.