

Priory Specialist Health Division Limited

Directors' report and financial statements

Year ended 31 December 2006

Registered number 3893502

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Directors' report

The directors present their report and the financial statements for the year ended 31 December 2006

Principal activities and business review

The company is a holding company. The company did not trade during the year.

Proposed dividend

The directors do not recommend the payment of a dividend (2005 £nil)

Directors and directors' interests

The directors who held office during the year were as follows

PJ Greensmith	(resigned 22 March 2007)
Dr CB Patel	(resigned 9 March 2007)
D Spruzen	(appointed 27 July 2006, resigned 24 April 2007)

On 16 April 2007, S Bradshaw and Professor C Thompson were appointed as directors of the company. On 2 May 2007, S Mukerji was appointed as a director of the company.

In accordance with the articles of association, no directors retire by rotation. None of the directors who held office at the end of the financial year had any disclosable interest in the shares of the company.

The interests of Dr CB Patel in the shares of Priority Investments Holdings Limited (the ultimate parent company) are disclosed in the financial statements of that company.

The interests of PJ Greensmith and D Spruzen in the shares of Priority Investments Holdings Limited are set out below

	Interest at end of year				Interest at beginning of year or date of appointment if later			
	A Ordinary shares	B Ordinary shares	Non Voting B Ordinary shares	Preference shares	A Ordinary shares	B Ordinary shares	Non Voting B Ordinary shares	Preference shares
PJ Greensmith	-	200,000	300,000	1,553,153	-	200,000	300,000	1,500,000
D Spruzen *	-	100,000	100,000	53,153	-	100,000	100,000	53,153

* shares held indirectly

Auditors

In accordance with section 250 of the Companies Act 1985 the company, being eligible, has resolved not to appoint an auditor.

By order of the board



Stephen Bradshaw
 Director

Priority House
 Randalls Way
 Leatherhead
 Surrey
 KT22 7TP

8 May 2007

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 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 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 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Profit and loss account
for the year ended 31 December 2006

During the financial year and the preceding financial year, the company did not trade and received no income and incurred no expenditure. Consequently, during those years the company made neither a profit nor a loss.

Balance sheet
at 31 December 2006

	Note	2006 £000	2005 £000
Fixed assets			
Investments	2	48,400	48,400
Creditors amounts falling due within one year	3	(45,019)	(45,019)
Net current liabilities		(45,019)	(45,019)
Net assets		3,381	3,381
Capital and reserves			
Called up share capital	4	-	-
Profit and loss account		3,381	3,381
Shareholders' funds – equity		3,381	3,381

The company has remained dormant throughout the year.

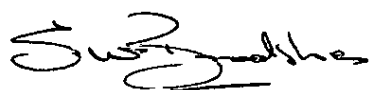
For the year ended 31 December 2006, the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 249B(2).

The directors acknowledge their responsibilities for

- i) ensuring that the company keeps accounting records which comply with section 221, and
- ii) preparing accounts which give a true and fair view of the state of affairs of the company as at the end of its financial year, and of its profit and loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

These financial statements were approved by the board of directors on 8 May 2007 and were signed on its behalf by



Stephen Bradshaw
 Director

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements

Basis of preparation

The financial statements have been prepared in accordance with applicable UK accounting standards and under the historical cost accounting rules

The company is exempt by virtue of section 228 of the Companies Act 1985 from the requirement to prepare group accounts. These financial statements present information about the company as an individual undertaking and not about its group

As the company is a wholly owned subsidiary of Prory Investments Holdings Limited, the company has taken advantage of the exemption contained in Financial Reporting Standard 8 and has therefore not disclosed transactions or balances with entities which form part of the group

Fixed assets

Fixed asset investments are stated at cost less provision for any impairment in value

2 Fixed asset investments

	Total £000
Shares in group undertakings	
Cost	
At the beginning and end of the year	52,500
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Provisions	
At beginning and end of the year	4,100
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Net book value	
At 31 December 2006	48,400
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At 31 December 2005	48,400
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The undertakings in which the company's interest at the year end is more than 20% are as follows

	Principal activities	Class and percentage of share held
Subsidiary undertakings		
Prory Specialist Health Limited	Procurement company	100% ordinary

Notes (continued)

3 Creditors: amounts falling due within one year

	2006 £000	2005 £000
Amounts owed to group undertakings	45,019	45,019

4 Called up share capital

	2006 £	2005 £
<i>Authorised</i> 750,000 (2005 750,000) ordinary shares of £1 each	750,000	750,000
<i>Allotted, called up and fully paid</i> 1 (2005 1) ordinary shares of £1 each	1	1

5 Ultimate parent company

The company is a subsidiary undertaking of Priory Healthcare Holdings Limited, which is incorporated in England

The largest group in which the results of the company are consolidated is that headed by Priory Investments Holdings Limited. No other group accounts include the results of the company