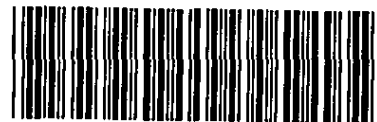


Registered No. 3014160

Spire Redwood Hospital Limited

**Report and Financial Statements
For the year ended 31 December 2011**

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Report of the directors
for the year ended 31 December 2011

The directors present their report and the audited financial statements for the year ended 31 December 2011

1. Business review and principal activity

The company is non trading and its only source of income is the receipt of intra group interest from its parent company, Spire Healthcare (Holdings) Limited

The profit for the year after taxation amounted to £148,923 (2010 £136,521)

The company has net assets of £7,481,965 (2010 £7,333,042)

No dividend has been proposed for 2011 (2010 £ nil)

2. Key performance indicators

In view of the straight forward nature of the business, the directors do not consider the use of key performance indicators necessary to provide an understanding of the development, performance or position of the business

3. Directors

The names of directors who have held office since 1 January 2011 are as follows.

J-J De Gorter	appointed 20 July 2011, resigned 1 February 2012
S Gordon	appointed 20 July 2011
R Roger	
D F Toner	
R J Wise	resigned 30 April 2011

4. Companies (Audit, Investigations and Community Enterprise) Act 2004

As at the date of this report and during the financial period, indemnities are in force under which the company has agreed to indemnify certain directors, to the extent permitted by law (and subject to the conditions set out in section 234 of the Companies Act 2006) and the company's articles of association, in respect of all losses arising out of, or in connection with, the execution of their powers, duties and responsibilities, as directors of the company

5. Going concern

The directors have considered the business and financial risks of the company and consider that the company is well placed to manage those risks successfully. Consequently the directors have a reasonable expectation that the company has adequate financial and other resources to continue in operational existence in the foreseeable future. Accordingly, the financial statements have been prepared on a going concern basis

6. Auditors

The auditors Ernst & Young LLP were the company's auditors during the year and are deemed to be reappointed under section 487(2) of the Companies Act 2006

Report of the directors
for the year ended 31 December 2011 - continued

7. Disclosure of information to auditors

The directors who were members of the board at the time of approving the directors' report are listed on page 1. Having made enquiries of fellow directors and of the company's auditors, each of these directors confirms that

- To the best of each director's knowledge and belief, there is no information relevant to the preparation of their report of which the company's auditors are unaware, and
- Each director has taken all steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the company's auditors are aware of that information

Registered Office

120 Holborn
London
EC1N 2TD

23 March 2012

On behalf of the board

A handwritten signature in black ink, consisting of a stylized 'D' and 'F' followed by a long horizontal stroke.

D F Toner
Director & secretary

Statement of directors' responsibilities

The directors are responsible for preparing the Report of the Directors and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) Under company law the directors must not approve the financial statements unless they are satisfied that they 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 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, and
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements

The directors are responsible for keeping proper accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006 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

Independent auditor's report
to the members of Spire Redwood Hospital Limited

We have audited the financial statements of Spire Redwood Hospital Limited for the year ended 31 December 2011 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet and the related notes 1 to 11. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 auditor

As explained more fully in the Directors' Responsibilities Statement the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Report of the Directors to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2011 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Spire Redwood Hospital Limited
Registered No. 3014160

Independent auditor's report
to the members of Spire Redwood Hospital Limited - continued

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit



Matthew Williams (Senior Statutory Auditor)
For and on behalf of Ernst & Young LLP (Statutory Auditor)
London
23 March 2012

Spire Redwood Hospital Limited
Registered No. 3014160

Profit and Loss Account
for the year ended 31 December 2011

	<i>Note</i>	2011 £	2010 £
Interest receivable and similar income	4	202,617	189,612
		<hr/>	<hr/>
Profit on ordinary activities before taxation		202,617	189,612
Tax charge on profit on ordinary activities	6	(53,694)	(53,091)
		<hr/>	<hr/>
Profit for the financial year		<u>148,923</u>	<u>136,521</u>

The company has no other gains and losses and therefore no statement of total recognised gains and losses has been presented

The accounting policies and notes form part of these financial statements

Spire Redwood Hospital Limited
Registered No. 3014160

Balance Sheet
as at 31 December 2011

	<i>Note</i>	2011 £	2010 £
Current assets			
Debtors	7	7,892,890	7,690,273
Current liabilities			
Creditors	8	(410,925)	(357,231)
Net assets		<u>7,481,965</u>	<u>7,333,042</u>
Capital and reserves			
Called up share capital	9	9,000,001	9,000,001
Profit and loss account	10	(1,518,036)	(1,666,959)
Equity shareholders' funds		<u>7,481,965</u>	<u>7,333,042</u>

These financial statements were approved by the Board of Directors on 23 March 2012 and were signed on its behalf by



S. Gordon
Director

The accounting policies and notes form part of these financial statements

Notes to the financial statements
for the year ended 31 December 2011

1. Accounting policies

Basis of preparation

The financial statements have been prepared in accordance with applicable United Kingdom accounting standards, under the historical cost accounting convention and on a going concern basis

The directors have considered the business and financial risks of the company and consider that the company is well placed to manage those risks successfully. Consequently the directors have a reasonable expectation that the company has adequate financial and other resources to continue in operational existence in the foreseeable future. Accordingly, the financial statements have been prepared on a going concern basis

All accounting policies have been applied consistently during the year.

As described in note 2 the company is a wholly owned subsidiary undertaking of Spire Healthcare Limited Partnership, a limited partnership registered in Guernsey, which publishes consolidated accounts that are publicly available from the Spire Healthcare website (www.spirehealthcare.com). Consequently, the company has

- Pursuant to Financial Reporting Standard 1 - *Cash flow statements*, not prepared a cash flow statement; and
- Pursuant to Financial Reporting Standard 8 - *Related party disclosures*, not included details of transactions with other subsidiary undertakings of Spire Healthcare Limited Partnership.

Interest income

Interest receivable represents both interest received and accrued for the period in respect of unsecured receivables by the company to other Spire group companies

Taxation including deferred taxation

The charge for taxation is based on the result for the year and takes into account deferred tax

Deferred tax is provided in full on all timing differences that have originated, but not reversed, at the balance sheet date which result in an obligation to pay more, or a right to pay less or to receive more, tax except that deferred tax assets are recognised only to the extent that it is considered more likely than not that there will be suitable taxable profits from which the underlying timing differences can be deducted

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the years in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date

Spire Redwood Hospital Limited
Registered No. 3014160

Notes to the financial statements
for the year ended 31 December 2011

2. Immediate and ultimate parent undertakings

The immediate parent undertaking of Spire Redwood Hospital Limited is Spire Healthcare (Holdings) Limited, a company also registered in England and Wales. The results of Spire Redwood Hospital Limited are included in the consolidated accounts of Spire Healthcare (Holdings) Limited and is the smallest group in which the results of Spire Redwood Hospital Limited are consolidated and copies of these accounts may be obtained from the Registrar of Companies, Cardiff, CF14 3UZ

The largest group in which the results of Spire Redwood Hospital Limited are consolidated is headed by Spire Healthcare Limited Partnership, a limited partnership registered in Guernsey, which publishes consolidated accounts that are publicly available from the Spire Healthcare website (www.spirehealthcare.com)

The ultimate parent undertakings of Spire Redwood Hospital Limited are Fourth Cinven Fund (No 1) LP, Fourth Cinven Fund (No 2) LP, Fourth Cinven Fund (No 3 - VCOC) LP, Fourth Cinven Fund (No 4) LP, Fourth Cinven Fund (UBTI) LP, Fourth Cinven Fund Co-Investment Partnership and Fourth Cinven (MACIF) LP (together the 'Cinven Funds'), being funds managed or advised by Cinven Limited, a company incorporated under the laws of England and Wales

Accordingly, the directors consider the company's ultimate controlling party is Cinven Limited, the managers and advisor to the Cinven Funds

3. Staff costs and directors' remuneration

The company had no employees during the year (2010 nil) and consequently incurred no staff costs.

The directors are remunerated for their work for the Spire Healthcare Limited Partnership Group, of which the company is a member, in the fellow group undertaking, Spire Healthcare Limited

4. Interest receivable and similar income

	2011 £	2010 £
Amounts receivable from other Group undertakings	<u>202,617</u>	<u>189,612</u>

5. Auditors' remuneration

Fees for the audit of the company are borne by other group companies

Notes to the financial statements
for the year ended 31 December 2011

6. Tax on profit on ordinary activities

	2011	2010
	£	£
(i) Analysis of tax charge in the year		
Current tax		
UK corporation tax on profit for the year	<u>53,694</u>	<u>53,091</u>

The tax assessed for the year is the same as the standard rate of corporation tax in the UK of 26.5% (2010 28%)

The current tax charge represents the amounts payable to other group undertakings in respect of group relief utilised for taxation purposes

7. Debtors

	2011	2010
	£	£
Amounts owed by other group undertakings	<u>7,892,890</u>	<u>7,690,273</u>

The amount owed by group undertakings is unsecured and interest bearing at the rate of LIBOR plus 1.9656% (2010 LIBOR plus 1.9656%) per annum and is repayable on demand

8. Creditors - amounts falling due within one year :

	2011	2010
	£	£
Amounts owed to other Group undertakings	<u>410,925</u>	<u>357,231</u>

9. Share capital

	2011	2010
	£	£
Allotted, called-up and fully paid		
9,000,001 ordinary shares of £1 each	<u>9,000,001</u>	<u>9,000,001</u>

Notes to the financial statements
for the year ended 31 December 2011

10. Reconciliation of shareholders' funds and movements on reserves

	Share capital	Profit and loss account	Total share- holders' funds
	£	£	£
At 1 January 2010	9,000,001	(1,803,480)	7,196,521
Profit for the year	-	136,521	136,521
At 31 December 2010	9,000,001	(1,666,959)	7,333,042
Profit for the year	-	148,923	148,923
At 31 December 2011	9,000,001	(1,518,036)	7,481,965

11. Contingent liabilities

The company's bankers has given certain undertakings in respect of the Senior Facilities Agreement (Opco) entered in to by Spire UK Finance Limited and subsidiaries on 25 September 2008. The loan amounts outstanding at the balance sheet date was £162,200,000 (2010 £152,707,674)

The bankers to Spire Healthcare Limited have issued a letter of credit in the maximum amount of £880,000 (2010 £880,000) in relation to contractual pension obligations

The company has given a guarantee and other undertakings to a maximum of £15,000,000 (2010. £15,000,000), as part of the Group Unlimited Inter Company Composite Guarantee, in respect of the overdraft and loans of certain of the Spire Healthcare (Holdings) Limited group

The company's bankers have provided guarantees on behalf of Spire Healthcare (Holdings) Limited relating to performance on NHS contracts totalling £13,423,555 (2010 £16,808,856). If Spire Healthcare (Holdings) Limited fails to meet targets set by the relevant NHS Trusts, then these amounts will become payable by Spire Healthcare Group Limited to the guarantors

Under a group registration the company is jointly and severally liable for value added tax due by certain other Group companies. The amount outstanding at the balance sheet date for VAT was £417,059 (2010 £270,413)