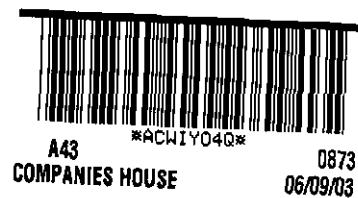


Priory Healthcare Europe Limited

Directors' report and financial statements

Year ended 31 December 2002

Registered number 3284585



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Directors' report

The directors present their annual report and the financial statements for the year ended 31 December 2002.

Principal activities

The company did not trade during the year.

Directors and directors' interests

The directors who held office during the year were as follows:

AG Heywood (resigned 30 April 2002)
Dr CB Patel
JD Weight (resigned 10 June 2002)
Ms S J Stewart (appointed 10 June 2002, resigned 5 December 2002)
PJ Greensmith (appointed 13 September 2002)

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 and PJ Greensmith in the shares of Priory Healthcare Investments Limited (the ultimate parent company) are disclosed in the financial statements of that company.

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



PJ Greensmith
Company secretary

Priory House
Randalls Way
Leatherhead
Surrey
KT22 7TP

8 May 2003

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 year. 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 2002

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 2002

	Note	2002 £	2001 £
Current assets			
Debtors	2	2	2
		<hr/>	<hr/>
Net assets		2	2
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	3	2	2
		<hr/>	<hr/>
Shareholders' funds ~ equity		2	2
		<hr/>	<hr/>

The company has remained dormant throughout the year.

The company was entitled to exemption under section 249A(1) of the Companies Act 1985 from the requirement to have its accounts for the financial year ended 31 December 2002 audited.

No notice has been deposited under section 249B(2) of that Act requiring an audit in relation to the company's accounts for that financial year.

The directors acknowledge their responsibilities for:

- i) ensuring that the company keeps accounting records which comply with section 221 of the Companies Act 1985; and
- ii) preparing accounts which give a true and fair view of the state of affairs for the company as at the end of the financial year in accordance with the requirements of section 226 of that Act, and which otherwise comply with the requirements of that Act relating to the accounts, so far as applicable to the company.

These financial statements were approved by the board of directors on 8 May 2003 and were signed on its behalf by:



PJ Greensmith
 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.

As the company is a wholly owned subsidiary of Priory Healthcare Investments Limited, the company has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group.

2 Debtors

	2002 £	2001 £
Amounts owed by group undertakings	2	2

3 Called up share capital

	2002 £	2001 £
<i>Authorised</i> 1,000 (2001: 1,000) Ordinary shares of £1 each	1,000	1,000
<i>Allotted, called up and fully paid</i> 2 (2001: 2) Ordinary shares of £1 each	2	2

4 Ultimate parent company

The company is a subsidiary undertaking of Priory Healthcare Acquisition Co Limited which is incorporated in England.

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