

Priory Pension Trustee Limited

Directors' report and financial statements

Period from 10 September 2002 (date of
incorporation) to 31 March 2003

Registered number 04530648



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Directors' report

The directors present their report and the financial statements for the period from 10 September 2002 (date of incorporation) to 31 March 2003.

The company was incorporated on 10 September 2002 in the name of WB Co (1283) Limited. The company changed its name to Priory Healthcare Pension Trustee Limited on 4 November 2002 and to Priory Pension Trustee Limited on 23 December 2002.

Principal activity and business review

The company acts as corporate trustee to the Priory Group Money Purchase Scheme.

During the year the company has not traded and there has been no income or expenditure.

Directors and directors' interests

The directors of the company during the period, none of whom had any beneficial interest in the issued share capital of the company, were as follows:

Breams Corporate Services	(appointed 10 September 2002, resigned 30 October 2002)
D Torbett	(appointed 8 May 2002, resigned 11 December 2002)
K Payne	(appointed 30 October 2002)
PJ Perkins	(appointed 30 October 2002)
PJ Greensmith	(appointed 11 December 2002)

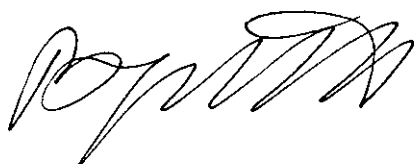
On 1 October 2003, PG Maliphant was appointed as a director of the company.

The interests of the directors in the shares of Priory Healthcare Investments Limited (the ultimate parent company) are set out below:

	Interest at end of period		Interest at date of appointment	
	Ordinary shares	B shares	Ordinary shares	B shares
PJ Greensmith	80,000	-	80,000	-
PJ Perkins	-	3,000	-	3,000

At the date of his appointment, PG Maliphant had an interest of 5,000 B shares in Priory Healthcare Investments Limited (the ultimate parent company).

By order of the board



PJ Greensmith
Company secretary

Priory House
Randalls Way
Leatherhead
Surrey
KT22 7TP

24 November 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 period from 10 September 2002 to 31 March 2003

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

Balance sheet
at 31 March 2003

	Note	2003 £
Current assets		
Debtors – amounts due from group undertakings		1
		<hr/>
Net assets		1
		<hr/>
Capital and reserves		
Called up share capital	2	1
Profit and loss account		-
		<hr/>
Shareholders' funds - equity		1
		<hr/>

The company has remained dormant throughout the period.

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 March 2003 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 24 November 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.

Under Financial Reporting Standard 1 (revised) the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the company in its own published consolidated financial statements.

As the company is a wholly owned subsidiary of Priory Healthcare Investments 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.

2 Called up share capital

	2003 £
<i>Authorised</i>	
100 ordinary shares of £1 each	100
	<hr/>
<i>Allotted, called up and fully paid</i>	
1 ordinary shares of £1 each	1
	<hr/>

3 Ultimate parent company

The company is a subsidiary undertaking of Priory Securitisation 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.