

Priory Securitisation Holdings Limited
Annual report and financial statements
for the year ended 31 December 2011

Registered number: 4793915

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Priory Securitisation Holdings Limited
Annual report and financial statements
for the year ended 31 December 2011
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Priory Securitisation Holdings Limited

Directors' report for the year ended 31 December 2011

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

Principal activities and review of business

The principal activity of the company is to act as an intermediate holding company

The company has a 36.998% economic interest in the partnership capital of Priory Finance Property LLP. The principal activity of the partnership is to lease properties to fellow group undertakings.

The results for the year are set out in the Profit and loss account on page 5 and the position of the company as at the year end is set out in the Balance sheet on page 6.

Future developments

The future developments of the company are aligned to the strategy of the Priory Group, headed by Priory Group No. 1 Limited. The Group's strategy for the future development of the business is included in the Group's annual report, which does not form part of this report.

Key performance indicators

Given the straightforward nature of the business, the company's directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business. The development, performance and position of Priory Group No. 1 Limited, which includes the company, is discussed in the group's annual report which does not form part of this report.

Financial risk management

The company's operations mean that it is exposed to a variety of financial risks that include the effects of changes in credit risk, liquidity risk and interest rate risk. The directors monitor the risks in order to limit the adverse effects on the financial performance by reviewing levels of debt finance and the related finance costs, however these are integrated with the risks of the group and not managed separately. Accordingly, the financial risk management policies of Priory Group No. 1 Limited, which include those of the company, are discussed in the group's annual report which does not form part of this report.

Principal risks and uncertainties

From the perspective of the company, the principal risks and uncertainties are integrated with the principal risks of the Group and are not managed separately. Accordingly, the principal risks and uncertainties of Priory Group No. 1 Limited, which include those of the company, are discussed in the Group's annual report which does not form part of this report.

Going concern

The ultimate parent company, Priory Group No. 1 Limited, has confirmed that it will continue to provide financial support to the company for the foreseeable future and for at least 12 months from the date of approval of these financial statements. Accordingly the financial statements have been prepared on the going concern basis.

Results and dividends

The profit for the year, after taxation, amounted to £3,570,000 (2010: £70,145,000).

The directors do not recommend the payment of a dividend (2010: £nil).

Priory Securitisation Holdings Limited

Directors

The directors of the company who held office during the year and up to the date of signing the financial statements were as follows

J Lock

D Hall

In accordance with the articles of association, no directors retire by rotation.

Independent auditors

The independent auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office

Provision of information to auditors

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information

Statement of directors' responsibilities

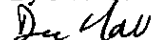
The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared 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 these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently,
- make judgements and accounting estimates that are reasonable and prudent,
- 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 adequate 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.

By order of the board



David Hall

Company Secretary

6 September 2012

21 Exhibition House
Addison Bridge Place
London
W14 8XP

Priory Securitisation Holdings Limited

Independent auditors' report to the members of Priory Securitisation Holdings Limited

We have audited the financial statements of Priory Securitisation Holdings Limited for the year ended 31 December 2011 which comprise the Profit and loss account, the Balance sheet, the Statement of accounting policies and the related notes. 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).

Respective responsibilities of directors and auditors

As explained more fully in the Statement of directors' responsibilities set out on page 2 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.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 Annual report 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

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.

Priory Securitisation Holdings Limited

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



Richard Bunter (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Newcastle upon Tyne
6 September 2012

Priory Securitisation Holdings Limited

Profit and loss account for the year ended 31 December 2011

		2011	2010
	Note	£'000	£'000
Write back of amounts written off investments		-	71,180
Interest payable and similar charges	3	(13)	-
(Loss)/profit on ordinary activities before taxation		(13)	71,180
Tax on (loss)/profit on ordinary activities	4	3,583	(1,035)
Profit for the financial year	10	3,570	70,145

The results for the current and prior year derive from continuing activities

The company had no other recognised gains or losses for the year other than the profit above, therefore no statement of total recognised gains and losses is presented

There is no difference between the (loss)/profit on ordinary activities before taxation and the profit for the financial year stated above and their historical cost equivalents

Priory Securitisation Holdings Limited

Balance sheet as at 31 December 2011

	Note	2011 £'000	2010 £'000
Fixed assets			
Investments	5	174,687	174,687
Current assets			
Debtors	6	5,829	7,300
Creditors: amounts falling due within one year	7	(3,295)	(8,336)
Net current assets/(liabilities)		2,534	(1,036)
Total assets less current liabilities		177,221	173,651
Creditors: amounts falling due after more than one year	8	(344)	(344)
Net assets		176,877	173,307
Capital and reserves			
Called up share capital	9	7,688	7,688
Share premium account	10	84,999	84,999
Profit and loss account	10	84,190	80,620
Total shareholders' funds	11	176,877	173,307

The financial statements on pages 5 to 12 were approved by the board of directors on 6 September 2012 and were signed on its behalf by



Jason Lock
Director

Registered number 4793915

Priory Securitisation Holdings Limited

Statement of accounting policies

The following accounting policies have been applied consistently in the company's financial statements

Basis of preparation

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

The company is exempt by virtue of section 400 of the Companies Act 2006 from the requirement to prepare group financial statements on the grounds that it is included in the consolidated financial statements of a parent undertaking. These financial statements present information about the company as an individual undertaking and not about its group.

Under Financial Reporting Standard 1 'Cash flow statements' (revised 1996) 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 publicly available consolidated financial statements.

As the company is a wholly owned subsidiary of Priory Group No. 1 Limited, the company has taken advantage of the exemption contained in Financial Reporting Standard 8 'Related party disclosures' and has therefore not disclosed transactions or balances with entities which form part of the group.

Investments

Investments held as fixed assets are shown at cost less provision for impairment.

Deferred taxation

The charge for taxation is based on the profit for the period and takes into account taxation deferred.

Deferred tax 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.

A deferred tax asset is recognised 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 against which to recover carried forward tax losses and from which the future reversal of underlying timing differences can be deducted.

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured in a non-discounted basis.

Group relief

Payment is generally made for group relief at the current tax rate at the time of first estimating the tax provision. To the extent that amendments are subsequently made to the group relief plan, there is generally no payment or receipt in respect of the change.

Priory Securitisation Holdings Limited

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

1 (Loss)/profit on ordinary activities before taxation

The remuneration of the auditors of £500 (2010 £500) was borne by another group undertaking

2 Staff costs

The company has no employees other than the directors, who did not receive any remuneration in respect of services to the company (2010 £nil)

3 Interest payable and similar charges

	2011	2010
	£'000	£'000
On loans from group undertakings	13	-

4 Tax on (loss)/profit on ordinary activities

	2011	2010
	£'000	£'000
Current tax		
UK corporation tax charge	-	689
Adjustments in respect of prior periods	2,246	346
Total current tax charge	2,246	1,035
Deferred tax		
Origination and reversal of timing differences	(3,050)	-
Adjustments in respect of prior periods	(3,001)	-
Effect of tax rate change on opening balance	222	-
Total deferred tax credits	(5,829)	-
Tax on (loss)/profit on ordinary activities	(3,583)	1,035

Priory Securitisation Holdings Limited

4 Tax on (loss)/profit on ordinary activities (continued)

The standard rate of tax for the year, based on the UK standard rate of corporation tax is 26.49% (2010: 28%)
The actual tax charge for the year is higher (2010: lower) than the standard rate for the reasons set out in the following reconciliation

	2011	2010
	£'000	£'000
(Loss)/profit on ordinary activities before tax	(13)	71,180
Tax on (loss)/profit on ordinary activities at standard rate	(3)	19,930
Factors affecting charge for the year		
Adjustments in respect of prior periods	2,246	346
Write back of amounts written off investments	-	(19,930)
Unrelieved tax losses and other deductions in the period	3,232	-
Share of partnership results	(3,229)	689
Total current tax charge for the year	2,246	1,035

The standard rate of corporation tax in the UK changed from 28% to 26% with effect from 1 April 2011. A further reduction in this corporation tax rate effective on 1 April 2012 from 26% to 25% was substantively enacted for the purposes of FRS 19 on 5 July 2011. Accordingly, the Company's profits for this accounting period are taxed at an effective rate of 26.49% and deferred taxation has been calculated based on a rate of 25%.

In addition to the changes in rates of corporation tax disclosed above a number of further changes to the UK corporation tax system were announced in the March 2012 UK Budget Statement. Changes to the corporation tax rate on 1 April 2012, substantively enacted for the purposes of FRS 19 on 26 March 2012, will reduce to 24%, a 1% reduction from the rate substantively enacted on 5 July 2011. Further reductions to the main rate are proposed to reduce the rate by 1% per annum to 22% by 1 April 2014. These further changes had not been substantively enacted at the balance sheet date and, therefore, are not included in these financial statements.

The proposed reductions of the main rate of corporation tax by 1% per year to 22% by 1 April 2014 are expected to be enacted separately each year. The overall effect of the further changes from 25% to 22%, if these applied to the deferred tax balance at the balance sheet date, would be immaterial.

Priory Securitisation Holdings Limited

5 Investments

	Investments in subsidiary undertakings £'000
Cost or valuation	
At 1 January 2011 and 31 December 2011	174,687
Impairment	
At 1 January 2011 and 31 December 2011	-
Net book value	
At 31 December 2010 and 31 December 2011	174,687

Subsidiary undertakings

The subsidiary undertaking in which the company's direct interest at the year end is more than 20% is as follows

Subsidiary undertaking	Principal activity	Country of incorporation	Class and percentage of shares held
Priory Securitisation Limited	Non-trading	United Kingdom	100% ordinary

The directors consider that the carrying value of the investment is supported by its underlying net assets

Participating interests

As at 31 December 2011, the company had a 36.998% economic interest in the partnership capital of Priory Finance Property LLP which is a wholly owned subsidiary with the Priory Investments Holdings Limited group. The principal activity of the partnership is to lease properties to fellow group undertakings.

6 Debtors

	2011 £'000	2010 £'000
Amounts owed by group undertakings	-	7,300
Deferred tax asset	5,829	-
	5,829	7,300

Amounts owed by group undertakings are non-interest bearing and repayable on demand

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6 Debtors (continued)

An analysis of deferred tax assets, included within debtors, is as follows

	£'000
At 1 January 2011	-
Arising during the year	5,829
At 31 December 2011	5,829

The deferred tax arises on the following timing differences

	2011	2010
	£'000	£'000
Tax losses	5,829	-

7 Creditors: amounts falling due within one year

	2011	2010
	£'000	£'000
Amounts owed to group undertakings	1,049	7,301
Group relief payable	2,246	1,035
	3,295	8,336

Amounts owed to group undertakings are unsecured, non-interest bearing and repayable on demand

8 Creditors: amounts falling due after more than one year

	2011	2010
	£'000	£'000
Amounts owed to group undertakings	344	344

Amounts owed to group undertakings are unsecured and bear interest at LIBOR plus 2.25% per annum. During the prior year, no interest was payable on certain amounts owed to group undertakings due after more than one year as the company received a special dispensation from HMRC which negated the need for interest to be charged.

Priory Securitisation Holdings Limited

9 Called up share capital

	2011	2010
	£	£
Allotted, called-up and fully paid		
7,688,088 ordinary shares of £1 each	7,688,088	7,688,088

10 Reserves

	Share premium account	Profit and loss account
	£'000	£'000
At 1 January 2011	84,999	80,620
Profit for the financial year	-	3,570
At 31 December 2011	84,999	84,190

11 Reconciliation of movements in shareholders' funds

	2011	2010
	£'000	£'000
Profit for the financial year	3,570	70,145
Net addition to shareholders' funds	3,570	70,145
Opening shareholders' funds	173,307	103,162
Closing shareholders' funds	176,877	173,307

12 Ultimate parent company and controlling party

The company's immediate parent company, which is incorporated in England, is Priory Group Limited

The ultimate parent undertaking and controlling party is Priory Group No 1 Limited, a company incorporated in England. Priory Group No 1 Limited is beneficially owned by funds managed by Advent International Corporation which is considered by the directors to be the ultimate controlling party of the company.

Priory Group No 1 Limited is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 31 December 2011. Priory Group No 3 PLC is the parent undertaking of the smallest group of undertakings to consolidate these financial statements at 31 December 2011. The consolidated financial statements of Priory Group No 1 Limited and Priory Group No 3 PLC can be obtained from the Company Secretary at 21 Exhibition House, Addison Bridge Place, London, W14 8XP.