

**Priory Healthcare Limited**  
**Annual report and financial statements**  
**for the year ended 31 December 2011**

**Registered number 6244860**

**TUESDAY**



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# Priory Healthcare Limited

## Annual report and financial statements

### for the year ended 31 December 2011

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# Priory Healthcare 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

The principal activities of the company is the operation of hospitals providing in-patient and out-patient treatment in the areas of general psychiatry, addiction treatment, eating disorders and adolescent psychiatry

### Business review

The results for the year are set out in the profit and loss account on page 6 and the position of the company as at the year end is set out in the balance sheet on page 7

As the company is focussed on the healthcare sector, the performance of the company can be impacted by external factors. The principal factors are changes in the UK government's policy towards outsourcing of healthcare, changes in the regulatory regime and competitive threats from other independent providers. Management uses a range of financial and non-financial indicators to manage the business. These are derived from all areas of the business and include sales growth by unit, occupancy and achieved profit margins. Gross profit margins have decreased from 8.6% in 2010 to 7.4% in 2011.

During the year, a charge of £804,000 (2010: £512,000) was recognised in respect of operating exceptional items as noted in note 2.

Further information regarding the operations and key performance indicators of the group are set out in the Directors' report of Priory Group No. 1 Limited.

The company's management is committed to a continued growth strategy.

### 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.

# Priory Healthcare Limited

## 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.

## Dividends

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

## 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:

C Thompson  
P Scott  
M Franzidis  
J Lock

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

## Employees

The directors recognise that the continued position of the company in the healthcare sector depends on the quality and motivation of its employees and as such the company is committed to pursue employment policies, which will continue to attract, retain and motivate its employees.

Good and effective employee communications are particularly important, and throughout the business it is the directors' policy to promote the understanding by all employees of the company's business aims and performance. This is achieved through internal publications, presentations on performance and a variety of other approaches appropriate for a particular location. Employees are consulted on issues through workshops, which are run regularly across the Group.

The directors believe that it is important to recruit and retain capable and caring staff regardless of their sex, marital status, race or religion. It is the company's policy to give full and fair consideration to applications for employment from people who are disabled, to continue wherever possible the employment of and to arrange appropriate training for, employees who become disabled and to provide equal opportunities for the career development, training and promotion of disabled employees.

## 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.

# Priory Healthcare Limited

## Statement of directors' responsibilities

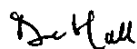
The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations

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  
28 March 2012

21 Exhibition House  
Addison Bridge Place  
London  
W14 8XP

# **Priory Healthcare Limited**

## **Independent auditors' report to the members of Priory Healthcare Limited**

We have audited the financial statements of Priory Healthcare 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 Directors' responsibilities statement set out on page 3 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 Directors' 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 loss 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 Healthcare 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  
28 March 2012

## Priory Healthcare Limited

### Profit and loss account for the year ended 31 December 2011

	Note	2011 £'000	2010 £'000
<b>Turnover</b>	1	<b>85,906</b>	<b>90,388</b>
Cost of sales		(79,587)	(82,605)
<b>Gross profit</b>		<b>6,319</b>	<b>7,783</b>
Administrative expenses (including operating exceptional costs of £804,000, 2010 £512,000)		(5,919)	(4,550)
<b>Operating profit</b>		<b>400</b>	<b>3,233</b>
Profit/(loss) on disposal of fixed assets		17	(48)
<b>Profit before interest and tax</b>		<b>417</b>	<b>3,185</b>
Interest payable and similar charges	5	(2,966)	(445)
<b>(Loss)/profit on ordinary activities before taxation</b>	2	<b>(2,549)</b>	<b>2,740</b>
Tax on (loss)/profit on ordinary activities	6	264	(1,111)
<b>(Loss)/profit for the financial year</b>	15	<b>(2,285)</b>	<b>1,629</b>

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 (loss)/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 (loss)/profit for the financial year stated above and their historical cost equivalents

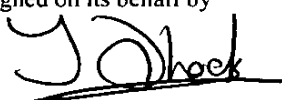


# Priory Healthcare Limited

## Balance sheet as at 31 December 2011

	Note	2011 £'000	2010 £'000
<b>Fixed assets</b>			
Investments	7	-	525
Intangible assets	8	32,629	34,746
Tangible assets	9	19,060	17,882
		<b>51,689</b>	<b>53,153</b>
<b>Current assets</b>			
Stocks	10	-	2
Debtors	11	15,073	31,378
Cash at bank and in hand		2,292	4,281
		<b>17,365</b>	<b>35,661</b>
<b>Creditors: amounts falling due within one year</b>	12	<b>(8,215)</b>	<b>(25,709)</b>
<b>Net current assets</b>		<b>9,150</b>	<b>9,952</b>
<b>Total assets less current liabilities</b>		<b>60,839</b>	<b>63,105</b>
<b>Creditors: amounts falling due after more than one year</b>	13	<b>(70,006)</b>	<b>(69,987)</b>
<b>Net liabilities</b>		<b>(9,167)</b>	<b>(6,882)</b>
<b>Capital and reserves</b>			
Called up share capital	14	10	10
Profit and loss account	15	(9,177)	(6,892)
<b>Total shareholders' deficit</b>	16	<b>(9,167)</b>	<b>(6,882)</b>

The financial statements on pages 6 to 22 were approved by the board of directors on 28 March 2012 and were signed on its behalf by



Jason Lock  
Director

Registered number 6244860

# Priory Healthcare 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 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

The company is exempt by virtue of section 401 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

### **Goodwill**

Goodwill relating to acquisitions of businesses, which represents the excess of the fair value of the consideration paid over the fair value of the assets and liabilities acquired, is capitalised in the balance sheet in the year of acquisition and amortised over a period not exceeding 20 years, being the period expected to benefit

### **Tangible assets and depreciation**

Tangible assets are stated at cost, net of accumulated depreciation and any provision for impairment. Cost includes the original purchase price of the asset and the costs attributable to bringing the asset to its working condition for its intended use

Depreciation is provided to write off the cost or valuation less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows

Freehold buildings	-	50 years
Short leasehold properties	-	over the period of the lease
Fixtures and fittings	-	3 to 16 years
Motor vehicles	-	over the shorter of the lease and 4 years

Land is not depreciated on the basis that land has an unlimited life

The expected useful lives of the assets to the business are re-assessed periodically in light of experience

# Priory Healthcare Limited

## Investments

Investments in subsidiaries are stated at cost less provision for any impairment in value

## Asset impairment

Goodwill and tangible assets are tested for impairment by management when a trigger event that might affect asset values has occurred. An impairment loss is recognised in the profit and loss account to the extent that the carrying amount cannot be recovered either by selling the asset or by the discounted future earnings from an income-generating unit, which is an individual business operational unit. Goodwill is also subject to an impairment review at the end of the first full year following an acquisition.

## Stocks

Stocks are stated at the lower of cost and net realisable value.

## Leases

Assets acquired under finance leases are capitalised at cost and depreciated over the shorter of the term of the lease and the useful lives for tangible assets set out above. The capital element of future rentals is included under creditors. Interest is charged to the profit and loss account over the period of the lease in proportion to the balance of the capital payments outstanding. Operating lease rentals are charged to the profit and loss account on a straight-line basis over the period of the lease.

## Post-retirement benefits

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The amount charged against profits represents the contributions payable to the scheme in respect of the accounting period.

## 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 net 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 Healthcare Limited**

### **Turnover and revenue recognition**

Turnover represents the amounts (excluding value added tax) derived from the provision of services to customers. Revenue is recognised as the services are provided. Revenue invoiced in advance is included in deferred income until service is provided. Revenue in respect of services provided but not yet invoiced by the period end is included within accrued income.

# Priory Healthcare Limited

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

### 1 Turnover and (loss)/profit on ordinary activities before taxation

The company's turnover, (loss)/profit on ordinary activities before taxation and net liabilities arise primarily from its principal activity of the operation of hospitals providing in-patient and out-patient treatment in the areas of general psychiatry, addiction treatment, eating disorders and adolescent psychiatry

All turnover and (loss)/profit on ordinary activities before taxation arose within the United Kingdom and from one class of business

### 2 (Loss)/profit on ordinary activities before taxation

(Loss)/profit on ordinary activities before taxation is stated after charging/(crediting)

	2011	2010
	£'000	£'000
Depreciation and other amounts written off tangible assets		
Owned	2,528	2,331
Leased	206	206
Amortisation of capitalised goodwill	2,117	2,117
Rentals under operating leases		
Hire of plant and machinery	125	235
Other operating leases	18,024	18,176
Operating exceptional items		
Re-organisation and rationalisation costs	279	174
Impairment of fixed asset investment	525	-
Patient and employee legal claims	-	338
Profit on disposal of tangible assets	17	48
Auditors' remuneration (inclusive of Value Added Tax)	18	18

The re-organisation and rationalisation costs of £279,000 (2010 £174,000) incurred in the year primarily relate to employee redundancy payments made as the company re-organised and streamlined its operations

## Priory Healthcare Limited

### 3 Remuneration of directors

The costs relating to the directors' services have been borne by Priory Central Services Limited, a fellow group company. No amounts have been recharged to the company in respect of the directors' services and the directors do not believe that it is practical to allocate these costs between group companies.

### 4 Staff numbers and costs

The average number of persons employed by the company (including directors) during the year, analysed by activity, was as follows:

	2011	2010
	Number	Number
By activity		
Nursing and other clinical staff	1,455	1,616
Administrative staff	596	612
	2,051	2,228

The aggregate payroll costs of these persons were as follows:

	2011	2010
	£'000	£'000
Wages and salaries	40,247	41,355
Social security costs	3,085	3,081
Other pension costs (note 19)	714	704
	44,046	45,140

### 5 Interest payable and similar charges

	2011	2010
	£'000	£'000
On bank overdrafts	201	192
Interest payable to group undertakings	2,514	-
Finance charges payable in respect of finance leases	9	11
Finance charges payable in respect of finance leases with group undertakings	242	242
	2,966	445

## Priory Healthcare Limited

### 6 Tax on (loss)/profit on ordinary activities

	2011	2010
	£'000	£'000
UK corporation tax		
Current tax charge arising in the year	631	1,967
Current tax adjustment in respect of prior years	(180)	37
<b>Total current tax</b>	<b>451</b>	<b>2,004</b>
Deferred tax credit arising in the year	(446)	(414)
Deferred tax adjustment in respect of prior years	(371)	(479)
Effect of tax rate change on opening balance	102	-
<b>Total deferred tax</b>	<b>(715)</b>	<b>(893)</b>
<b>Total tax (credit)/charge</b>	<b>(264)</b>	<b>1,111</b>

The current tax charge of £451,000 (2010 £2,004,000) has been relieved by the surrender of losses by other group companies in exchange for payment of the same amount

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 higher) than the standard rate for the reasons set out in the following reconciliation

	2011	2010
	£'000	£'000
(Loss)/profit on ordinary activities before tax	(2,549)	2,740
Tax on (loss)/profit on ordinary activities at standard rate	(675)	767
Factors affecting charge for the year		
Depreciation in excess of capital allowances	472	414
Depreciation of non-qualifying assets	108	152
Expenses not deductible for tax purposes (including goodwill amortisation)	726	597
Rate differences	-	37
Adjustment in respect of prior years	(180)	37
<b>Total current tax charge for the year</b>	<b>451</b>	<b>2,004</b>

## Priory Healthcare Limited

### 6 Tax on profit on ordinary activities (continued)

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 IAS 12 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.

### 7 Investments

	Shares in group undertakings £'000
<b>Cost</b>	
At 1 January 2011	525
Additions	-
<b>At 31 December 2011</b>	<b>525</b>
<b>Provisions</b>	
At 1 January 2011	-
Impairment in the year	525
<b>At 31 December 2011</b>	<b>525</b>
<b>Net book value</b>	
<b>At 31 December 2011</b>	<b>-</b>
At 31 December 2010	525



## Priory Healthcare Limited

### 7 Investments (continued)

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

Subsidiary undertaking	Principal activities	Country of incorporation	Class and percentage of shares held
CO Developments Limited	Property company	United Kingdom	100% ordinary

The directors have performed an impairment review which has resulted in an impairment charge in relation to the company's investment in CO Developments Limited

### 8 Intangible assets

	Goodwill £'000
<b>Cost</b>	
At 1 January 2011 and 31 December 2011	42,337
<b>Amortisation</b>	
At 1 January 2011	7,591
Charge for the year	2,117
At 31 December 2011	9,708
<b>Net book amount</b>	
At 31 December 2011	32,629
At 31 December 2010	34,746

## Priory Healthcare Limited

### 9 Tangible assets

	Land and buildings £'000	Fixtures and fittings £'000	Motor vehicles £'000	Total £'000
<b>Cost</b>				
At 1 January 2011	2,904	21,093	368	24,365
Additions	133	3,593	186	3,912
Disposals	-	-	(42)	(42)
<b>At 31 December 2011</b>	<b>3,037</b>	<b>24,686</b>	<b>512</b>	<b>28,235</b>
<b>Accumulated depreciation</b>				
At 1 January 2011	387	5,938	158	6,483
Charge for the year	110	2,518	106	2,734
Disposals	-	-	(42)	(42)
<b>At 31 December 2011</b>	<b>497</b>	<b>8,456</b>	<b>222</b>	<b>9,175</b>
<b>Net book amount</b>				
<b>At 31 December 2011</b>	<b>2,540</b>	<b>16,230</b>	<b>290</b>	<b>19,060</b>
At 31 December 2010	2,517	15,155	210	17,882

The net book value of assets held under finance leases included within tangible assets was as follows

	2011 £'000	2010 £'000
Land and buildings	2,247	2,354
Fixtures and fittings	27	34
Motor vehicles	255	204
	<b>2,529</b>	<b>2,592</b>

## Priory Healthcare Limited

### 9 Tangible assets (continued)

Depreciation for the year in respect of assets held under finance leases was as follows

	2011	2010
	£'000	£'000
Land and buildings	107	107
Fixtures and fittings	7	6
Motor vehicles	92	93
	206	206

#### Freehold and leasehold land and buildings

	2011	2010
	£'000	£'000
Freehold	293	163
Short leasehold	2,247	2,354
	2,540	2,517

Included in land and buildings is freehold land of £131,000 as at 31 December 2011 (2010 £131,000) which is not depreciated

### 10 Stocks

	2011	2010
	£'000	£'000
Consumables	-	2

# Priory Healthcare Limited

## 11 Debtors

	2011	2010
	£'000	£'000
Trade debtors	5,707	7,038
Amounts due from group undertakings	6,941	22,493
Other debtors	34	138
Prepayments and accrued income	676	709
Deferred tax	1,715	1,000
	<b>15,073</b>	<b>31,378</b>

Amounts due from group undertakings due within one year are non-interest bearing and repayable on demand

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

	£'000
Deferred tax	
At 1 January 2011	1,000
Credit for the year	715
<b>At 31 December 2011</b>	<b>1,715</b>

Deferred tax arises on the following timing differences

	2011	2010
	£'000	£'000
Accelerated tax depreciation	1,693	955
Short term timing differences	22	45
	<b>1,715</b>	<b>1,000</b>

## Priory Healthcare Limited

### 12 Creditors: amounts falling due within one year

	2011	2010
	£'000	£'000
Trade creditors	-	1,115
Amounts due to group undertakings	-	13,729
Obligations under finance lease contracts (note 13)	77	71
Obligation under finance lease contracts with group undertakings (note 13)	245	239
Group relief payable	451	2,004
Taxation and social security	1,007	973
Other creditors	2,773	2,141
Accruals and deferred income	3,662	5,437
	<b>8,215</b>	<b>25,709</b>

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

### 13 Creditors: amounts falling due after more than one year

	2011	2010
	£'000	£'000
Amounts owed to group undertakings	67,260	67,260
Obligations under finance leases	177	155
Obligation under finance lease contracts with group undertakings	2,569	2,572
	<b>70,006</b>	<b>69,987</b>

Obligations under finance leases are payable as follows

	2011	2010
	£'000	£'000
Within one year	77	71
In more than one year, but not more than five years	177	155
	<b>254</b>	<b>226</b>

## Priory Healthcare Limited

### 13 Creditors: amounts falling due after more than one year (continued)

Obligations under finance leases with group undertakings are payable as follows

	2011	2010
	£'000	£'000
Within one year	245	239
In more than one year, but not more than five years	1,043	1,017
After five years	1,526	1,555
	<b>2,814</b>	<b>2,811</b>

Amounts due to group undertakings are unsecured, bear interest at December 2011 LIBOR plus 2.25% per annum and are payable on demand. It is not expected that the demand would be made or that these amounts will be paid within one year and accordingly these amounts have been shown as amounts falling due after more than one year.

In the prior year, no interest was payable on amounts due to group undertakings as the company received a special dispensation from HMRC which negated the need for interest to be charged.

### 14 Called up share capital

	2011	2010
	£'000	£'000
<b>Authorised</b>		
10,000 (2010: 10,000) ordinary shares of £1 each	10	10
<b>Allotted and fully paid</b>		
10,000 (2010: 10,000) ordinary shares of £1 each	10	10

### 15 Profit and loss account

	£'000
At 1 January 2011	(6,892)
Loss for the financial year	(2,285)
<b>At 31 December 2011</b>	<b>(9,177)</b>

## Priory Healthcare Limited

### 16 Reconciliation of movements in shareholders' deficit

	2011	2010
	£'000	£'000
(Loss)/profit for the financial year	(2,285)	1,629
Net addition to shareholders' (deficit)/funds	(2,285)	1,629
Opening shareholders' deficit	(6,882)	(8,511)
Closing shareholders' deficit	(9,167)	(6,882)

### 17 Contingent liabilities

At 31 December 2011, borrowings of a fellow group undertaking were secured by fixed and floating charges over all the assets of the company

### 18 Commitments

Capital commitments at the end of the financial year, for which no provision has been made, are as follows

	2011	2010
	£'000	£'000
Contracted	1,303	111

Annual commitments under non-cancellable operating leases are as follows

	2011		2010	
	Land and buildings	Other	Land and buildings	Other
	£'000	£'000	£'000	£'000
Operating leases which expire				
Within one year	73	12	117	129
In the second to fifth years inclusive	-	117	73	138
In over five years	17,992	-	17,943	-
	18,065	129	18,133	267

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## **Priory Healthcare Limited**

### **19 Pension scheme**

The company operates a defined contribution pension scheme. The pension cost charge for the year represents contributions payable by the company to the fund and amounted to £704,000 (2010 £717,000)

As at 31 December 2011, there were outstanding contributions of £88,000 (2010 £87,000)

### **20 Ultimate parent company and controlling party**

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.