

003210/580

**Priory Hemel Grange (Property)
Limited**

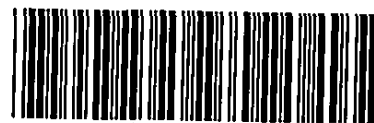
Directors' report and financial statements

Year ended 31 December 2010

Incorporated in the Cayman Islands with registered
number MC-187048

UK Registered number FC027631

WEDNESDAY



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29/06/2011
COMPANIES HOUSE

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Directors' report

The directors present their report and the financial statements for the year ended 31 December 2010

Principal activities

The principal activity of the company is to act as a property development company

Business review

The company did not trade during the year

Dividends

The directors do not recommend the payment of a dividend (2009 £nil)

Directors

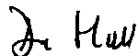
The directors who held office during the year and up to the date of signing the financial statements were as follows

C Thompson
J Lock

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

Auditors

The company is incorporated in the Cayman Islands and registered in both the Cayman Islands and the UK. The company is not required to publish audited financial statements. The purpose of these financial statements is to meet the obligations for filing in both the UK and the Cayman Islands. The filing requirements for the Cayman Islands are significantly less in scope than those for the UK. These financial statements have been prepared in accordance with applicable UK accounting standards and UK companies' legislation as applied to overseas companies and under the historical cost convention. References in these financial statements to the Companies Act and other legislation are therefore references to UK legislation. These financial statements comply with the Companies Act 2006 as applied to overseas companies.



D Hall
Company secretary

PO Box 309GT
Ugland House
South Church Street
George Town
Grand Cayman
Cayman Islands

21 April 2011

Statement of directors' responsibilities

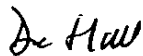
The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have 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 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,
- 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 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



D Hall
Company Secretary

21 April 2011

Profit and loss account

for the year ended 31 December 2010

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 2010

	Note	2010 £	2009 £
Fixed assets			
Tangible assets	2	1	1
Current assets			
Debtors	3	10,000	10,000
Creditors amounts falling due within one year	4	(1)	(1)
Net current assets		<u>9,999</u>	<u>9,999</u>
Net assets		<u>10,000</u>	<u>10,000</u>
Capital and reserves			
Called up share capital	5	2	2
Share premium		<u>9,998</u>	<u>9,998</u>
Total shareholders' funds	6	<u>10,000</u>	<u>10,000</u>

The company has remained dormant throughout the year.

These financial statements were approved by the board of directors on 21 April 2011 and were signed on its behalf by



J Lock
 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 company is incorporated in the Cayman Islands and registered in both the Cayman Islands and the UK. The company is not required to publish audited financial statements. The purpose of these financial statements is to meet the obligations for filing in both the UK and the Cayman Islands. The filing requirements for the Cayman Islands are significantly less in scope than those for the UK. These financial statements have been prepared in accordance with applicable UK accounting standards and UK companies' legislation as applied to overseas companies and under the historical cost convention. References in these financial statements to the Companies Act and other legislation are therefore references to UK legislation. These financial statements comply with the Companies Act 2006 as applied to overseas companies.

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

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.

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

2 Tangible assets

	Land £
Cost and net book value	
At 1 January 2010 and 31 December 2010	1

3 Debtors

	2010 £	2009 £
Amounts due from group undertakings	10,000	10,000

4 Creditors: amounts falling due within one year

	2010 £	2009 £
Amounts due to group undertakings	1	1

Notes (continued)

5 Called up share capital

	2010 £	2009 £
<i>Allotted, called up and fully paid</i>		
2 ordinary shares of £1 each	2	2

6 Reconciliation of movements in shareholders' funds

	2010 £	2009 £
Result for the financial period	-	-
Net addition to shareholders' funds	-	-
Opening shareholders' funds	10,000	10,000
Closing shareholders' funds	10,000	10,000

7 Ultimate parent company

The company is a subsidiary undertaking of Priory Holdings Company No 2 Limited, which is incorporated in the Cayman Islands

At 31 December 2010, the company's ultimate parent company was Priory Investments Holdings Limited (incorporated in the Cayman Islands), which is the parent undertaking of the smallest and largest group to consolidate these financial statements. A copy of the consolidated financial statements can be obtained from the Company Secretary at Priory House, Randalls Way, Leatherhead, Surrey KT22 7TP. At that date, the directors considered that there was no ultimate controlling party of the company.

On 4 March 2011, Priory Investments Holdings Limited was acquired by Crown Newco 3 plc, a subsidiary of Crown Newco 1 Limited. As a result of the transaction, the company's ultimate parent company from 4 March 2011 onwards is Crown Newco 1 Limited (incorporated in England). Crown Newco 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.