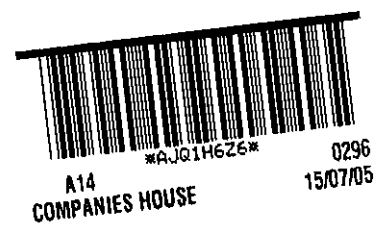


Priory Pension Trustee Limited

Directors' report and financial statements

Year ended 31 March 2005

Registered number 04530648



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Directors' report

The directors present their annual report and the financial statements for the year ended 31 March 2005.

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 year, none of whom had any beneficial interest in the issued share capital of the company, were as follows:

K Payne
PJ Perkins
PJ Greensmith
PG Maliphant

On 10 January 2005, JJM Curl and CS Rawlings were appointed as a directors 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 the year		Interest at start of the year or date of appointment if later	
	Ordinary shares	B shares	Ordinary shares	B shares
PJ Greensmith	100,000	-	80,000	-
PJ Perkins	-	3,000	-	3,000
PG Maliphant	-	5,000	-	5,000

By order of the board



PJ Greensmith
Company secretary

Priory House
Randalls Way
Leatherhead
Surrey
KT22 7TP

28 June 2005

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 March 2005

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 March 2005

	Note	2005 £	2004 £
Current assets			
Debtors – amounts due from group undertakings		1	1
Net assets		<u>1</u>	<u>1</u>
Capital and reserves			
Called up share capital	2	1	1
Profit and loss account		-	-
Shareholders' funds - equity		<u>1</u>	<u>1</u>

The company has remained dormant throughout the year.

For the year ended 31 March 2005, the company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 249B(2).

The directors acknowledge their responsibilities for:

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

These financial statements were approved by the board of directors on 28 June 2005 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

	2005 £	2004 £
<i>Authorised</i>		
100 ordinary shares of £1 each	100	100
	<hr/>	<hr/>
<i>Allotted, called up and fully paid</i>		
1 ordinary shares of £1 each	1	1
	<hr/>	<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.