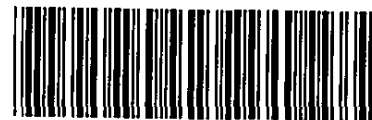


Priory New Investments No. 2 Limited
Annual report and financial statements
for the year ended 31 December 2012

Registered number: 7102440

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Priory New Investments No. 2 Limited
Annual report and financial statements
for the year ended 31 December 2012
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Priory New Investments No. 2 Limited

Directors' report for the year ended 31 December 2012

The directors present their report and the audited financial statements of the company for the year ended 31 December 2012

Principal activities and review of business

The principal activity of the company is to act as a holding company. 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, are 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.

Dividends

The directors do not recommend the payment of a dividend (2011: £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:

M Franzidis

D Hall

J Lock

P Scott (resigned 28 November 2012)

T Riall (appointed 5 April 2013)

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

Priory New Investments No. 2 Limited

Directors' report for the year ended 31 December 2012 (continued)

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,
- 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


David Hall

Company Secretary

4 September 2013

80 Hammersmith Road
London
England
W14 8UD

Priory New Investments No. 2 Limited

Independent auditors' report to the members of Priory New Investments No. 2 Limited

We have audited the financial statements of Priory New Investments No 2 Limited for the year ended 31 December 2012 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 2012 and of its result 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 New Investments No. 2 Limited

Independent auditors' report to the members of Priory New Investments No. 2 Limited (continued)

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
4 September 2013

Priory New Investments No. 2 Limited

Profit and loss account for the year ended 31 December 2012

		2012	2011
	Note	£'000	£'000
Interest receivable and similar income	3	2,717	2,717
Interest payable and similar charges	4	(2,717)	(2,717)
Result on ordinary activities before taxation	1	-	-
Tax on result on ordinary activities		-	-
Result for the financial year		-	-

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 result above, therefore no statement of total recognised gains and losses is presented

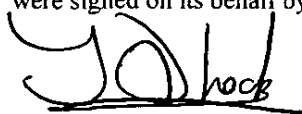
There is no difference between the result on ordinary activities before taxation and the result for the financial year stated above and their historical cost equivalents

Priory New Investments No. 2 Limited

Balance sheet as at 31 December 2012

	Note	2012 £'000	2011 £'000
Fixed assets			
Investments	5	-	-
Current assets			
Debtors	6	38,809	38,809
Total assets less current liabilities		38,809	38,809
Creditors' amounts falling due after more than one year	7	(38,809)	(38,809)
Net assets		-	-
Capital and reserves			
Called up share capital	8	-	-
Total shareholders' funds	9	-	-

The financial statements on pages 5 to 10 were approved by the board of directors on 4 September 2013 and were signed on its behalf by



Jason Lock
Director

Registered number 7102440

Priory New Investments No. 2 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 on the going concern basis in accordance with applicable UK accounting standards, the Companies Act 2006 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 New Investments No. 2 Limited

Notes to the financial statements for the year ended 31 December 2012

1 Result on ordinary activities before taxation

The remuneration of the auditors of £500 (2011 £500) was borne by another group undertaking

2 Directors remuneration

The costs relating to 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.

The company has no employees other than the directors, who did not receive any remuneration in respect of services to the company (2011 £nil)

3 Interest receivable and similar income

	2012	2011
	£'000	£'000
On loans to group undertakings	2,717	2,717

4 Interest payable and similar charges

	2012	2011
	£'000	£'000
On loans from group undertakings	2,717	2,717

Priory New Investments No. 2 Limited

Notes to the financial statements for the year ended 31 December 2012 (continued)

5 Investments

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 New Investments No 3 Limited	Holding company	United Kingdom	100% ordinary

The cost and net book value of the investment in Priory New Investments No 3 Limited was £1. The directors consider that the carrying value of the investment is supported by its underlying net assets.

6 Debtors

	2012 £'000	2011 £'000
Due after more than one year		
Amounts owed by group undertakings	38,809	38,809

Amounts owed by group undertakings due after more than one year are unsecured, bear interest at 7% per annum and are due for repayment on 31 December 2015.

7 Creditors: amounts falling due after more than one year

	2012 £'000	2011 £'000
Amounts owed to group undertakings	38,809	38,809

Amounts owed to group undertakings are unsecured, bear interest at 7% per annum and are due for repayment on 31 December 2015.

Priory New Investments No. 2 Limited

Notes to the financial statements for the year ended 31 December 2012 (continued)

8 Called up share capital

	2012	2011
	£	£
Allotted, called-up and fully paid		
1 (2011 1) ordinary share of £1 each	1	1

9 Reconciliation of movements in shareholders' funds

	2012	2011
	£'000	£'000
Opening and closing shareholders' funds	-	-

10 Ultimate parent company and controlling party

The company's immediate parent company, which is incorporated in England, is Priory New Investments 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 2012. Priory Group No 3 PLC is the parent undertaking of the smallest group of undertakings to consolidate these financial statements at 31 December 2012. The consolidated financial statements of Priory Group No 1 Limited and Priory Group No 3 PLC can be obtained from the Company Secretary at 80 Hammersmith Road, London, W14 8UD.