

Priory (Troup House) Limited (formally E.J.
& J.C. Arrowsmith Limited)

Annual report and financial statements
for the year ended 31 December 2011

Registered number: SC287396

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Priory (Troup House) Limited
Annual report and financial statements
for the year ended 31 December 2011
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Priory (Troup House) 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 activity of the company is the provision of specialist education and care for children with learning and behavioural difficulties.

On 12 July 2011 the company changed its name from E.J. & J.C. Arrowsmith Limited to Priory (Troup House) Limited.

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 education 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 education, 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 2.9% in 2010 to (5.9)% in 2011.

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.

The directors do not consider there to be a material difference between the net book value of land and buildings and their market value.

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.

Priory (Troup House) Limited

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.

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:

P Scott
H Sharpe
D Hall

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 education 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.

Priory (Troup House) Limited

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

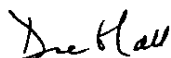
The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

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

38-40 Mansionhouse Road
Glasgow
Scotland
GA1 3DW

Priory (Troup House) Limited

Independent auditors' report to the members of Priory (Troup House) Limited

We have audited the financial statements of Priory (Troup House) 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 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 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 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 (Troup) House 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 (Troup House) Limited

Profit and loss account for the year ended 31 December 2011

	Note	2011 £'000	2010 £'000
Turnover	1	1,798	1,609
Cost of sales		(1,899)	(1,563)
Gross (loss)/profit		(101)	46
Administrative expenses (including operating exceptional costs of £59,000 (2010: £nil))		(62)	(13)
Operating (loss)/profit		(163)	33
Interest payable and similar charges	5	(15)	(1)
(Loss)/profit on ordinary activities before taxation	2	(178)	32
Tax on (loss)/profit on ordinary activities	6	42	(9)
(Loss)/profit for the financial year	13	(136)	23

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 (Troup House) Limited

Balance sheet as at 31 December 2011

	Note	2011 £'000	2010 £'000
Fixed assets			
Tangible assets	7	1,217	867
Current assets			
Debtors	8	40	109
Cash at bank and in hand		115	434
		155	543
Creditors: amounts falling due within one year	9	(777)	(708)
Net current liabilities		(622)	(165)
Total assets less current liabilities		595	702
Creditors: amounts falling due after more than one year	10	(397)	(360)
Provisions for liabilities	11	(24)	(32)
Net assets		174	310
Capital and reserves			
Called up share capital	12	-	-
Profit and loss account	13	174	310
Total shareholders' funds	14	174	310

The financial statements on pages 6 to 17 were approved by the board of directors on 6 September 2012 and were signed on its behalf by:



David Hall
Director

Registered number: SC287396

Priory (Troup House) 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 accounting reference date was shortened from 1 April 2010 to 31 December 2010 in the prior period.

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 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.

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 property	- 50 years
Motor vehicles	- over the shorter of the lease and 4 years
Fixtures and fittings	- 3 – 16 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.

Leases and hire purchase

Assets acquired under hire purchase contracts and 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.

Priory (Troup House) Limited

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.

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 (Troup House) Limited

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

1 Turnover and profit on ordinary activities before taxation

The company's turnover, profit on ordinary activities before taxation and net assets arise primarily from its principal activity of the provision of specialist education and care for children with learning and behavioural difficulties.

All turnover and 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:

	Year ended 31 December 2011 £'000	Period ended 31 December 2010 £'000
Depreciation and other amounts written off tangible assets:		
Owned	33	13
Leased	17	4
Operating exceptional items:		
Re-organisation and rationalisation costs	59	-
Rentals under operating leases:		
Other operating leases	30	13

The re-organisation and rationalisation costs of £59,000 (2010: £nil) incurred in the year primarily relate to employee redundancy payments made as the company re-organised and streamlined its operations.

The remuneration of the auditors of £500 was borne by another group undertaking.

3 Remuneration of directors

	Year ended 31 December 2011 £'000	Period ended 31 December 2010 £'000
Directors' emoluments	-	43

Priory (Troup House) Limited

3 Remuneration of directors (continued)

The emoluments stated above are in respect of one director in 2010. The costs relating to the other 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 other 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 category, was as follows:

	Year ended 31 December 2011 Number	Period ended 31 December 2010 Number
By activity:		
Teachers and social workers	47	52
Administrative staff	11	12
	58	64

The aggregate payroll costs of these persons were as follows:

	Year ended 31 December 2011 £'000	Period ended 31 December 2010 £'000
Wages and salaries	1,299	929
Social security costs	116	112
Other pension costs (note 16)	27	9
	1,442	1,050

5 Interest payable and similar charges

	Year ended 31 December 2011 £'000	Period ended 31 December 2010 £'000
On bank loans and overdrafts	1	1
On finance leases and hire purchase contracts	1	-
On loans from group undertakings	13	-
	15	1

Priory (Troup House) Limited

6 Tax on (loss)/profit on ordinary activities

	Year ended 31 December 2011 £'000	Period ended 31 December 2010 £'000
UK corporation tax:		
Current tax (credit)/charge arising in the year	(33)	9
Adjustments in respect of prior periods	(1)	-
Total current tax (credit)/charge	(34)	9
Deferred tax credit arising in the year	(6)	-
Rate change	(2)	-
Total deferred tax	(8)	-
Total tax (credit)/charge	(42)	9

The current tax credit of £34,000 (2010: £9,000 charge) on profits for the year 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 (credit)/charge for the year is lower than (2010: same as) the standard rate for the reasons set out in the following reconciliation:

	Year ended 31 December 2011 £'000	Period ended 31 December 2010 £'000
(Loss)/profit on ordinary activities before tax	(178)	32
Tax on profit on ordinary activities at standard rate	(47)	9
Factors affecting charge for the year:		
Depreciation in excess of capital allowances	6	-
Disallowable expenses	8	-
Adjustments in respect of prior periods	(1)	-
Total current tax (credit)/charge for the year	(34)	9

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%.

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

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 Tangible assets

	Freehold property £'000	Motor vehicles £'000	Fixtures and fittings £'000	Total £'000
Cost				
At 1 January 2011	615	64	304	983
Additions	56	68	276	400
At 31 December 2011	671	132	580	1,383
Accumulated depreciation				
At 1 January 2011	-	30	86	116
Charge for the year	8	17	25	50
At 31 December 2011	8	47	111	166
Net book amount				
At 31 December 2011	663	85	469	1,217
At 31 December 2010	615	34	218	867

The net book value of assets held under finance leases or hire purchase contracts included within tangible assets was as follows:

	2011 £'000	2010 £'000
Motor vehicles	85	10

Priory (Troup House) Limited

8 Debtors

	2011	2010
	£'000	£'000
Trade debtors	-	58
Other debtors	4	13
Prepayments and accrued income	1	37
Tax recoverable	-	1
Group relief recoverable	35	-
	40	109

9 Creditors: amounts falling due within one year

	2011	2010
	£'000	£'000
Trade creditors	-	13
Amounts owed to group undertakings	581	611
Obligations under finance lease and hire purchase contracts	18	1
Group relief payable	-	14
Taxation and social security	39	37
Other creditors	13	-
Accruals and deferred income	126	32
	777	708

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

10 Creditors: amounts falling due after more than one year

	2011	2010
	£'000	£'000
Amounts owed to group undertakings	351	351
Obligations under finance leases and hire purchase contracts	46	9
	397	360

Priory (Troup House) Limited

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

Amounts not wholly repayable within 5 years are as follows:

	2011	2010
	£'000	£'000
Repayable by instalments	-	7

Obligations under finance leases and hire purchase contracts are payable as follows:

	2011	2010
	£'000	£'000
In more than one year, but not more than five years	46	2
After five years	-	7
	46	9

Amounts owed 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.

During 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.

11 Provisions for liabilities

	£'000
Deferred tax:	
At 1 January 2011	32
Credit for the year	(8)
At 31 December 2011	24

Priory (Troup House) Limited

11 Provisions for liabilities (continued)

Deferred tax arises on the following timing differences:

	2011	2010
	£'000	£'000
Accelerated capital allowances	24	32

12 Called up share capital

	2011	2010
	£	£
Authorised		
1,000 (2010: 1,000) ordinary shares of £1 each	1,000	1,000
Allotted, called-up and fully paid		
100 (2010: 100) ordinary shares of £1 each	100	100

13 Profit and loss account

	£'000
At 1 January 2011	310
Loss for the financial year	(136)
At 31 December 2011	174

14 Reconciliation of movements in shareholders' funds

	2011	2010
	£'000	£'000
(Loss)/profit for the financial year	(136)	23
Net addition to shareholders' funds	(136)	23
Opening shareholders' funds	310	287
Closing shareholders' funds	174	310

Priory (Troup House) Limited

15 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	150	-

Annual commitments under non-cancellable operating leases are as follows:

	Land and buildings	2011 Other	Land and buildings	2010 Other
	£'000	£'000	£'000	£'000
Operating leases which expire:				
Within one year	32	-	-	3
In the second to fifth years inclusive	-	-	30	3
	32	-	30	6

16 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 £27,000 (2010: £9,000).

At 31 December 2011, there were outstanding contributions of £3,000 (2010: £4,000).

17 Ultimate parent company and controlling party

The company's immediate parent company, which is incorporated in the United Kingdom, is Priory New Education Services 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.