

**PERIOD ENDED 30 JUNE 2011
INFORMATION GIVEN TO THE ASX UNDER LISTING RULE 4.3A**

Name of entity

Healthscope Notes Limited

ABN

69 147 250 780

Reporting period

Period ended 30 June 2011

Previous corresponding period

n/a

Note holders may wish to obtain the financial report of the Healthscope Group in order to gain an understanding of its financial performance for the period ended 30 June 2011 and its financial position as at that date.

Contents	Item
Results for announcement to the market	1.
Net tangible assets per ordinary security	2.
Dividends (Distributions)	3.
Other information regarding the accounts	4.

1. RESULTS FOR ANNOUNCEMENT TO THE MARKET

	Up / down	% change	\$'000
Revenue	n/a	n/a	12,928
Net profit for the period	n/a	n/a	7
Net profit for the period attributable to members	n/a	n/a	7

Dividends and distributions per security	Cents per security	% Franked amount per security
30 June 2011	nil	nil
Record date for determining entitlements to distributions		n/a
Payment date for distributions		n/a

2. NET TANGIBLE ASSETS PER ORDINARY SECURITY (NTA backing)

	30 June 2011 cents per security
Net tangible asset per security	n/a

3. DIVIDENDS (DISTRIBUTIONS)

The company did not pay any distributions during the period ended 30 June 2011 and has not declared any distributions for the period ended 30 June 2011.

The company has made all interest payments that it was required to pay under the Healthscope Notes issued on 17 December 2010 for the period ended 30 June 2011.

4. OTHER INFORMATION REGARDING THE ACCOUNTS

The information contained in this Appendix 4E is based on accounts which have been audited. Refer to the review of operations section within the attached Director's Report.



HEALTHSCOPE NOTES LIMITED

ABN 69 147 250 780

ANNUAL REPORT

For the period ended 30 June 2011

TABLE OF CONTENTS

	Page
Directors' report	1-6
• Overview	
• Corporate governance statement	
• Remuneration report	
Auditor's independence declaration	7
Independent auditor's report	8-9
Statement of comprehensive income	10
Statement of financial position	11
Statement of cash flows	12
Statement of changes in equity	13
Notes to the financial statements	14-23
Directors' declaration	24
Unit holder & Corporate Information	25-26

DIRECTORS' REPORT

Overview

The Directors of Healthscope Notes Limited submit the annual report of the Company for the financial period ended 30 June 2011. In order to comply with the provisions of the Corporations Act 2011, the Directors report as follows:

Directors

The names of the Directors in office at any time during or since the end of the period are:

Mr. R.J. Cooke (Chairman) appointed 8 November 2010
Mr. S.C. Moore appointed 8 November 2010
Mr. S.J. Schneider appointed 8 November 2010

The above named Directors held office from the start of the period to the date of this report unless otherwise indicated.

Board of Directors

The details of each current Director's qualifications, special responsibilities and experience are set out below.

Mr. R.J. Cooke – Executive Chairman and Managing Director

Robert has a 30 year career in the health industry, and has worked in management and corporate leadership positions in the public and private health sectors. Robert's experience spans executive leadership of publicly listed and private health care companies, the management of private and public hospitals in Australia, and involvement in a number of due diligence teams for both Australian and international acquisitions. Robert has a proven track record in setting strategy, successful interaction with the financial community, and above all understanding the many dynamics of the health care industry.

Robert is a former Director of Healthbridge Enterprises and former Chairman of Spire Healthcare in the UK, a group of 36 private hospitals. Prior to his involvement in Healthbridge Enterprises, Robert was Managing Director and Chief Executive Officer of Symbion Health Ltd, an ASX 100 Australian company with \$3.8 billion turnover. Robert also held the role of Managing Director at Affinity Health. Affinity Health was the largest private hospital business in Australia with 50 private hospitals located across Australia and Indonesia, with a turnover of \$1.2 billion. Robert joined the Healthscope Group as Executive Chairman and Managing Director in November 2010.

Interests in shares and options - Nil

Mr. S.C. Moore – Non-Executive Director

Simon Moore is a Partner and Managing Director of The Carlyle Group, based in Sydney. He is currently a director of Coates Hire and Healthscope. Prior to joining The Carlyle Group, Mr. Moore was a Managing Director and Investment Committee Member of Investcorp International, Inc. based in New York. While at Investcorp International, Simon was a Director of CSK Auto, Inc., Aero Products International, Inc., MW Manufacturers, Inc. and Associated Materials Holdings. Prior to that, Simon worked in private equity investments and investment banking at J.P. Morgan & Co. in New York, Hong Kong and Melbourne. Simon received Honours Degrees in Law and Commerce from University of Queensland.

Interests in shares and options - Nil

Mr. S.J. Schneider – Non-Executive Director

Steven is currently the Managing Director and Partner of the Operations Group at TPG Capital-Asia. The Operations Group was established to assist the executive management teams responsible for TPG Capital's portfolio companies on their day-to-day operations. Steven was formerly the President and Chief Executive Officer, GE (General Electric) – Asia Pacific where he was with the company for over 20 years (13 of which were in Asia). During his time as Chief Executive Officer, he was also a Company Officer and a Member of GE's Corporate Executive Committee. He currently serves as a Director of UTAC-Singapore and Unitrust Financial Services-Shanghai (Chairman). Previously he has held Non-Executive Directorships at Parkway Holdings Ltd. (Hospital Group-Singapore), Hanaro Telecom (Korea), Myer Group Finance Ltd (Australia) (until 5 November 2009) and NIS Financial Services (Japan).

Interests in shares and options - Nil

Company secretary

The Company Secretary is Ms Ingrid Player. Ms Player was appointed to the position of Company Secretary on 8 November 2010. Ms Player is responsible for the legal affairs of Healthscope and for all company secretarial matters. Prior to joining Healthscope, Ms Player had over 9 years of experience working as a lawyer in Australia and overseas.

DIRECTORS' REPORT

Principal activities

The principal activities of the Company are the provision of publicly listed debt instruments and on lending of the net proceeds received from the debt instruments to the Healthscope Group.

Date of incorporation

Healthscope Notes Limited was incorporated on 8 November 2010. The annual report covers the period from the date of incorporation to 30 June 2011.

Operating results

The operating profit attributable to the equity holders of the Company for the financial period, after income tax expense, amounted to \$7 Thousand.

Review of operations

Healthscope Notes Limited ACN 147 250 780 ('**Issuer**') was incorporated on 8 November 2010 as a special purpose vehicle to issue publicly listed debt instruments and on-lend the net proceeds raised from the issue of the debt instruments to Healthscope Finance Pty Ltd ACN 145 126 067, a member of the Healthscope Group (as defined below). The Issuer raised \$200 million by issuing 2 million \$100 redeemable, exchangeable, secured but subordinated notes ('**Healthscope Notes**') on 17 December 2010. The Issuer was admitted to the Official List of the Australian Securities Exchange ('**ASX**') (ASX code: HLN) on 17 December 2010. The Healthscope Notes have been quoted on the ASX since 20 December 2010. The ordinary shares of the Issuer are not quoted.

As a result of its listing on the ASX, the Issuer is required to lodge annual and half yearly financial reports in accordance with the ASX Listing Rules and the Corporations Act. In addition, the Issuer will lodge with the ASX annual and half yearly financial reports for the Healthscope Group, which aggregate the financial performance, the financial position and the cash flows of:

- APHG Holdings 2 Pty. Ltd ACN 146 342 832 and its controlled entities;
- APHG No 2 Holdings 2 Pty Ltd ACN 146 342 832 and its controlled entities; and
- CT HSP Holdings (Dutch) B.V. registration no. 34308383 and its controlled entities;

(together the '**Healthscope Group**') to provide the holders of Healthscope Notes with an understanding of the financial position of the Healthscope Group which was referred to in the Issuer's prospectus dated 24 November 2010 as the 'Security Group'. The notes are secured over the assets and entities of the Healthscope Group on a subordinated basis to the Senior Debt.

The proceeds of the notes raising, were used to extinguish certain sub-debt loans. As these loans were owed by other entities in the Healthscope Group, the Company has loaned the amount raised (less costs of issue) to those entities in the Healthscope Group. This is an interest-bearing loan accruing income at an interest rate of 12.5% per annum.

Interest payments were made to holders of Healthscope Notes on 25 March and 27 June 2011 and totalled \$11,712,194 for the period. The balance of the finance costs incurred during the period comprised of the amortisation of borrowing costs.

Dividends

No dividends have been declared during or since the end of the period.

Subsequent events

To the best knowledge of the Directors, there has been no matter or circumstance that has arisen since the end of the financial period that has significantly affected or may affect the Company's operations or state of affairs in future financial periods.

Future developments

In the opinion of the directors, it would prejudice the interests of the Company if the Directors' Report were to refer to any likely developments in the operations of the Company in subsequent financial years or to the expected results of those operations, beyond the coverage given to these matters herein.

DIRECTORS' REPORT

Environmental issues

The Company is not subject to any significant environmental regulations under a law of the Commonwealth or of a state or territory.

Indemnification and insurance of officers and auditors

During the period, a related entity paid a premium in respect of a contract insuring each of the Directors of the Company, the Company Secretary and Executives of the Company against liabilities that are permitted to be covered by Section 199B of the Corporations Act 2001. No amount has been recharged to the Company. It is a condition of the insurance contract that its limits of indemnity, the nature of the liability indemnified and the amount of the premium are not to be disclosed.

The Company has not otherwise, during or since the end of the financial period, except to the extent permitted by law, indemnified or agreed to indemnify an officer or auditor of the Company against liability incurred as such an officer or auditor.

Proceedings on behalf of company

No person has applied for leave of Court to bring proceedings on behalf of the Company or intervene in proceedings to which the Company is a party for the purpose of taking responsibility on behalf of the Company for all or any part of those proceedings.

The Company was not a party to any such proceedings during the period.

Rounding off of amounts

The Company is an entity to which ASIC Class Order 98/100 applies. Accordingly, amounts in the financial statements and Directors' Report have been rounded to the nearest thousand dollars.

Non-audit services

During the period, the auditor did not provide any non-audit services to the Company.

Auditor independence

The auditor's independence declaration is included on Page 7 of the report.

No amounts were paid or payable to the auditor for audit services during the period as they were paid on the Company's behalf by a related entity.

DIRECTORS' REPORT

Corporate Governance Statement

Compliance with ASX Corporate Governance Principles and Recommendations

The Board of the Company recognises that for it to fulfil its responsibilities, sound and effective corporate governance is crucial. The Board has had regard to the Company being a special purpose funding vehicle rather than an operating entity in the Healthscope Group and the size of the Board in determining how the Company will be managed and the extent to which it is appropriate for it to comply with the ASX Corporate Governance Principles and Recommendations.

In particular, the Board has determined that it is appropriate that the Board not delegate its functions to committees. Rather the full Board will be responsible for the governance of the Company. As such, the Company will not have an Audit Committee and the Board as a whole will be responsible for the financial reporting of the Company. Similarly, the Company will not have a Remuneration or Nomination Committee as the Company only has Directors who are not remunerated by the Company and the Healthscope Group retains the right to appoint or remove Directors. The Board may establish committees from time to time if it considers it appropriate.

The following sets out the Company's compliance with the ASX Corporate Governance Principles and Recommendations.

Principle 1: Lay solid foundations for management and oversight

The Board will monitor the operational and financial position of the Company. The roles and responsibilities of the Board are set out in the Board Charter and the other formal policies which the Company has adopted. The Board Charter is available on the Healthscope Group's website by navigating to the "Investor Centre" and then the "Corporate Governance" web pages.

The Company does not have any executive management.

The Company complies with recommendation 1.1 and recommendation 1.3.

The Company does not comply with recommendation 1.2 as it has no executive management to evaluate.

Principle 2: Structure the Board to add value

The Directors bring wide and varied operational and financial experience to the Board. Each of the Directors are also directors of the Healthscope Group. Only the Executive Chairman and Managing Director is an executive of the Healthscope Group. Details of the skills, expertise and experience of the Directors are set out in the Directors' Report on page 1 of this annual report. Each of the Directors has held office since 8 November 2010.

While the Directors are not independent for the purpose of the ASX Corporate Governance Principles, as a sub-set of the directors of the Healthscope Group, the Board considers that it is well placed to fulfil its responsibilities.

The Company will not have a Nomination Committee as the Healthscope Group retains the right to appoint or remove Directors.

Directors may, in fulfilling their duties and responsibilities, obtain independent professional advice, with prior notice to the Executive Chairman and Managing Director of the Healthscope Group, at the Company's expense.

The Company has not established a formal review procedure for the performance of the Board.

While the Company does not comply with recommendations 2.1 to 2.5, the Board considers that having regard to the Company being a special purpose funding vehicle the composition of the Board and its processes are appropriate. The Company complies with recommendation 2.6.

Principle 3: Promote ethical and responsible decision-making

The Company will comply with the Healthscope Group code of conduct to the extent to which it applies to the Company's business.

The Company complies with recommendations 3.1. The Company complies with recommendation 3.5 to the extent applicable.

The Company does not comply with recommendations 3.2 to 3.4 because the Board considers, having regard to the Company being a special purpose funding vehicle and the particular circumstances of the Company (including that it has no employees or executive management), that the recommendations relating to diversity are not applicable.

DIRECTORS' REPORT

Principle 4: Safeguard integrity in financial reporting

The Board as a whole will be responsible for the financial reporting of the Company. As set out above, the Company will not have an Audit Committee.

The Board will be responsible for ensuring that:

- accounting records of the Company are properly kept in line with legal requirements;
- financial information which is provided to stakeholders is accurate and reliable; and
- the internal and external audit functions are effective.

While the Company does not comply with recommendations 4.1 to 4.3, the Board considers that having regard to the Company being a special purpose funding vehicle and the composition of the Board, the Company has in place appropriate processes to safeguard integrity in financial reporting.

The Company complies with Recommendation 4.4 to the extent applicable.

Principle 5: Make timely and balanced disclosure

The Company has a continuous disclosure policy which is designed to ensure compliance with ASX Listing Rule disclosure requirements. The Company Secretary is responsible for overseeing and coordinating disclosure of material information to the ASX.

The continuous disclosure policy is available on the Healthscope Group's website by navigating to the "Investor Centre" and then the "Corporate Governance" web pages.

The Company complies with recommendation 5.1 and recommendation 5.2.

Principle 6: Respect the rights of shareholders

The Company is committed to ensuring that holders of Healthscope Notes (Holders) are kept informed of all major developments affecting the Company's state of affairs relevant to Holders. It aims to provide its Holders with accurate, relevant and timely information to enable them to exercise their rights in an informed manner and to provide potential investors and other interested stakeholders with equal and timely access to information about the Company. Information will be communicated to Holders through the lodgement of all relevant financial and other information with ASX and publishing information on the Healthscope Group's website www.healthscope.com.au.

In particular, the Healthscope Group's website will contain information about the Company, including media releases and key policies. All relevant announcements made to the market and any other relevant information will be posted on the Healthscope Group's website as soon as it has been released to ASX.

The Company has a security holder communication strategy which is available on the Healthscope Group's website by navigating to the "Investor Centre" and then the "Corporate Governance" web pages.

The Company complies with recommendation 6.1 and recommendation 6.2.

Principle 7: Recognise and manage risk

The Company does not have a separate risk management policy and will not have a separate Risk Committee. The identification and proper management of the Company's risk is an important priority of the Board and is included in the Board Charter as a responsibility of the Board.

The Board has obtained the declaration required under section 295A of the Corporations Act.

The Company complies with recommendations 7.1, 7.3 and 7.4. The Company does not comply with recommendation 7.2 as it has no executive management. However, the Board retains responsibility for risk management and will ensure that the Company manages its material business risks effectively.

Principle 8: Remunerate fairly and responsibly

The Directors do not receive remuneration from the Company for their services as Directors of the Company. Nor does the Company remunerate any employees. Healthscope Group is responsible for the remuneration of management and employees of the Healthscope Group.

The Company has complied with its remuneration reporting obligations under the Corporations Act.

In these circumstances, the Company does not have a Remuneration Committee and therefore does not comply with recommendations 8.1 to 8.3. The Company has complied with Recommendation 8.4 to the extent applicable.

DIRECTORS' REPORT

Remuneration Report

This remuneration report, which forms part of the director' report, sets out information about the remuneration of Healthscope Notes Limited's directors and its senior management for the period ended 30 June 2011.

Directors and senior management details

The following persons acted as Directors of the Company during or since the end of the period:

Mr. R.J. Cooke (Chairman) appointed 8 November 2010
Mr. S.C. Moore appointed 8 November 2010
Mr. S.J. Schneider appointed 8 November 2010

The Director's of the Company have authority and responsibility for planning, directing and controlling the activities of the Company. The Company does not have any employees and therefore does not have any senior management.

Remuneration policy

The Company has no employees and does not provide remuneration to its Directors. The Company does not have a Remuneration Committee nor is remuneration linked to the financial performance of the Company.

Remuneration of directors

None of the Directors are party to any employment contract with the Company nor did they receive any payments during the period from the Company or its related parties for services provided as a Director of the Company.

Furthermore, the Company does not have any bonus schemes or share based payment arrangements to which the Directors are a participant and none of the Directors hold shares or options in the Company.

Signed in accordance with a resolution of the Board of Directors, made pursuant to s.298(2) of the Corporations Act 2001.

On behalf of the Directors,



R Cooke
Chairman

Melbourne, 25 August 2011

The Board of Directors
Healthscope Notes Limited
Level 1, 312 St Kilda Road
Melbourne VIC 3004

25 August 2011

Dear Board Members

Healthscope Notes Limited

In accordance with section 307C of the Corporations Act 2001, I am pleased to provide the following declaration of independence to the directors of Healthscope Notes Limited.

As lead audit partner for the audit of the financial statements of Healthscope Notes Limited for the period ended 30 June 2011, I declare that to the best of my knowledge and belief, there have been no contraventions of:

- (i) the auditor independence requirements of the Corporations Act 2001 in relation to the audit; and
- (ii) any applicable code of professional conduct in relation to the audit.

Yours sincerely



DELOITTE TOUCHE TOHMATSU



T Imbesi
Partner
Chartered Accountants

Independent Auditor's Report to the members of Healthscope Notes Limited

Report on the Financial Report

We have audited the accompanying financial report of Healthscope Notes Limited, which comprises the statement of financial position as at 30 June 2011, the statement of comprehensive income, the statement of cash flows and the statement of changes in equity for the period ended on that date, notes comprising a summary of significant accounting policies and other explanatory information, and the directors' declaration as set out on pages 10 to 24.

Directors' Responsibility for the Financial Report

The directors of the company are responsible for the preparation of the financial report that gives a true and fair view in accordance with Australian Accounting Standards and the *Corporations Act 2001* and for such internal control as the directors determine is necessary to enable the preparation of the financial report that is free from material misstatement, whether due to fraud or error. In Note 2, the directors also state, in accordance with Accounting Standard AASB 101 *Presentation of Financial Statements*, that the financial statements comply with International Financial Reporting Standards.

Auditor's Responsibility

Our responsibility is to express an opinion on the financial report based on our audit. We conducted our audit in accordance with Australian Auditing Standards. Those standards require that we comply with relevant ethical requirements relating to audit engagements and plan and perform the audit to obtain reasonable assurance whether the financial report is free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial report. The procedures selected depend on the auditor's judgement, including the assessment of the risks of material misstatement of the financial report, whether due to fraud or error. In making those risk assessments, the auditor considers internal control, relevant to the entity's preparation of the financial report that gives a true and fair view, in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of accounting estimates made by the directors, as well as evaluating the overall presentation of the financial report.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinion.

Auditor's Independence Declaration

In conducting our audit, we have complied with the independence requirements of the *Corporations Act 2001*. We confirm that the independence declaration required by the *Corporations Act 2001*, which has been given to the directors of Healthscope Notes Limited, would be in the same terms if given to the directors as at the time of this auditor's report.

Opinion

In our opinion:

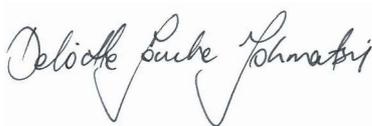
- (a) the financial report of Healthscope Notes Limited is in accordance with the *Corporations Act 2001*, including:
 - (i) giving a true and fair view of the company's financial position as at 30 June 2011 and of its performance for the period ended on that date; and
 - (ii) complying with Australian Accounting Standards and the *Corporations Regulations 2001*; and
- (b) the financial statements also comply with International Financial Reporting Standards as disclosed in Note 2.

Report on the Remuneration Report

We have audited the Remuneration Report included in page 6 of the directors' report for the period ended 30 June 2011. The directors of the company are responsible for the preparation and presentation of the Remuneration Report in accordance with section 300A of the *Corporations Act 2001*. Our responsibility is to express an opinion on the Remuneration Report, based on our audit conducted in accordance with Australian Auditing Standards.

Opinion

In our opinion the Remuneration Report of Healthscope Notes Limited for the period ended 30 June 2011, complies with section 300A of the *Corporations Act 2001*.



DELOITTE TOUCHE TOHMATSU



T Imbesi
Partner
Chartered Accountants
Melbourne, 25 August 2011

HEALTHSCOPE NOTES LIMITED
ABN 69 147 250 780

STATEMENT OF COMPREHENSIVE INCOME
FOR THE PERIOD ENDED 30 JUNE 2011

	Note	8 Nov 2010 to 30 Jun 2011 \$'000
Interest revenue	5	12,928
Finance costs	5	(12,813)
Service costs	5	(105)
Profit before income tax		10
Income tax expense	6(a)	(3)
Profit for the period		7
Other comprehensive income		
Other comprehensive income for the period		-
Income tax relating to components of other comprehensive income		-
Total comprehensive income for the period		7

The accompanying notes numbered 1 to 15 form part of this financial report.

HEALTHSCOPE NOTES LIMITED
ABN 69 147 250 780

STATEMENT OF FINANCIAL POSITION
AS AT 30 JUNE 2011

	Note	2011 \$'000
CURRENT ASSETS		
Cash and cash equivalents	11(a)	18
Prepayments		278
Trade and other receivables	7	1,178
TOTAL CURRENT ASSETS		1,474
NON CURRENT ASSETS		
Loans to the Healthscope Group	7	191,805
TOTAL NON CURRENT ASSETS		191,805
TOTAL ASSETS		193,279
CURRENT LIABILITIES		
Trade and other payables	8	371
Related party payable	6(b)	3
TOTAL CURRENT LIABILITIES		374
NON CURRENT LIABILITIES		
Debt securities	9	192,898
TOTAL NON CURRENT LIABILITIES		192,898
TOTAL LIABILITES		193,272
NET ASSETS		7
EQUITY		
Issued capital	10	-
Accumulated profits		7
TOTAL EQUITY		7

The accompanying notes numbered 1 to 15 form part of this financial report.

HEALTHSCOPE NOTES LIMITED
ABN 69 147 250 780

STATEMENTS OF CASH FLOWS
FOR THE PERIOD ENDED 30 JUNE 2011

	Note	2011 \$'000
CASH FLOWS FROM OPERATING ACTIVITIES		
Payment to suppliers		(380)
Cash used in operations		(380)
Interest received		11,749
Interest and costs of finance paid		(11,713)
Net cash used in operating activities	11(b)	(344)
CASH FLOWS FROM INVESTING ACTIVITIES		
Amounts advanced to related entities		(191,805)
Net cash used in investing activities		(191,805)
CASH FLOWS FROM FINANCING ACTIVITIES		
Proceeds from issue of debt securities		200,000
Costs of issue of debt instruments		(7,833)
Net cash provided by financing activities		192,167
Net increase in cash and cash equivalents		18
Cash and cash equivalents at the beginning of the period		-
Cash and cash equivalents at the end of the period	11(a)	18

The accompanying notes numbered 1 to 15 form part of this financial report.

HEALTHSCOPE NOTES LIMITED
ABN 69 147 250 780

STATEMENT OF CHANGES IN EQUITY

	Issued Capital \$'000	Accumulated Profit \$'000	Attributable to owners of the Company \$'000	Total Equity \$'000
Opening balance at 8 November 2010	-	-	-	-
Profit for the period	-	7	7	7
Other comprehensive income for the period	-	-	-	-
Total comprehensive income for the period	-	7	7	7
Transactions with owners in their capacity as owners				
Issue of share capital ⁽ⁱ⁾	-	-	-	-
Closing balance at 30 June 2011	-	7	7	7

(i) The Company issued 1 share at \$1 per share during the financial period. Due to the use of thousands, no value is shown in the statement of changes in equity.

The accompanying notes numbered 1 to 15 form part of this financial report.

HEALTHSCOPE NOTES LIMITED
ABN 69 147 250 780

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2011

NOTE 1: GENERAL INFORMATION

Healthscope Notes Limited is a limited Company incorporated and domiciled in Australia. The Company was incorporated on 8 November 2010 and accordingly only figures covering the period from incorporation are shown.

The registered office and principal place of business is:
Level 1, 312 St Kilda Road
Melbourne VIC 3004
Tel: (03) 9926 7500

The entity's principal activities are the provision of publicly listed debt instruments and on lending of the net proceeds received from the debt instruments to the Healthscope Group.

NOTE 2: SIGNIFICANT ACCOUNTING POLICIES

Statement of compliance

These financial statements are general purpose financial statements, which have been prepared in accordance with the Corporations Act 2001, Accounting Standards and Interpretations, and comply with other requirements of the law.

Accounting Standards include Australian Accounting Standards. Compliance with Australian Accounting Standards ensures that the financial statements and notes of the Company comply with International Financial Reporting Standards ('IFRS').

The financial statements were authorised for issue by the directors on 25 August 2011.

Basis of preparation

The financial statements have been prepared on the basis of historical cost. Cost is based on the fair values of the consideration given in exchange for assets. All amounts are presented in Australian dollars, unless otherwise noted.

No comparative figures have been provided, as the financial report is the first annual financial report of the Company covering the period from 8 November 2010, (date of incorporation) to the end of the period, 30 June 2011.

The company is a company of the kind referred to in ASIC Class Order 98/0100, dated 10 July 1998, and in accordance with that Class Order amounts in the Directors' report and the annual financial report are rounded off to the nearest thousand dollars, unless otherwise indicated.

The Directors have prepared the financial statements on a going concern basis which contemplates the continuity of normal business activity, realisation of assets and settlement of liabilities at the amounts recorded in the financial statements in the ordinary course of business.

The assets of the Company predominantly consist of a receivable owed to it by Healthscope Finance Pty Ltd ("Borrower") under a loan agreement dated 17 December 2010 ("Loan Agreement"). During the period, the Company utilised cash derived from the issue of Healthscope Notes and interest on the receivable owed to it by the Borrower in order to meet its financial obligations.

In accordance with Clause 6.1 of the Loan Agreement, the Borrower is required to pay to the Company the amounts necessary to enable the Company to pay the principle amount due on redemption of the Healthscope Notes in accordance with the Terms of Issue. The final repayment date under the Loan Agreement is the day before the Maturity Date under the Terms of Issue, being 17 June 2016. In addition, Clause 5.1 of the Loan Agreement sets out the amount of interest that the Borrower is to pay the Company on the day before each Interest Payment Date under the Terms of Issue being an amount equal to the amount of interest which the Company is required to pay on the Healthscope Notes.

The Healthscope Notes are secured over the assets and entities of the Healthscope Security Group, as presented in the Healthscope Group aggregated financial statements for the period ended 30 June 2011, on a subordinated basis. The directors believe that sufficient cash flows will be generated by the members of the Healthscope Group in order for the Borrower to satisfy its obligations under the Loan Agreement.

HEALTHSCOPE NOTES LIMITED
ABN 69 147 250 780

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2011

Standards and Interpretations in issue not yet adopted

At the date of authorisation of the financial report, the Standards and Interpretations listed below were in issue but not yet effective:

Standards / Interpretations	Effective date	First applicable reporting date
(i) AASB 124 'Related Party Disclosures (revised December 2009)', AASB 2009-12 'Amendments to Australian Accounting Standards';	1 January 2011	30 June 2012
(ii) AASB 2010-4 'Further Amendments to Australian Accounting Standards arising from the Annual Improvements Project'	1 July 2011	30 June 2012
(iii) AASB 2010-5 'Amendments to Australian Accounting Standards'	1 January 2011	30 June 2012
(iv) AASB 2010-8 'Amendments to Australian Accounting Standards – Deferred Tax: Recovery of Underlying Assets'	1 January 2012	30 June 2013
(v) AASB 9 'Financial Instruments', AASB 2009-11 'Amendments to Australian Accounting Standards arising from AASB 9', AASB 2010-7 'Amendments to Australian Accounting Standards arising from AASB 9 (December 2010)';	1 January 2013	30 June 2014
(vi) AASB 1053 'Application of Tiers of Australian Accounting Standards' and AASB 2010-2 'Amendments to Australian Accounting Standards arising from Reduced Disclosure Requirements'	1 July 2013	30 June 2014 unless early adopted

The Directors anticipate that the adoption of these Standards and Interpretations in future periods will have no material financial impact on the financial statements of the Company.

The following significant accounting policies have been adopted in the preparation and presentation of the annual financial report. These accounting policies are consistent with Australian Accounting Standards.

(a) Income Tax

Income tax expense or benefit represents the sum of the tax currently payable and deferred tax.

Current Tax

The tax currently payable is based on taxable profit for the period. Taxable profit differs from profit as reported in the statement of comprehensive income because of items of income or expense that are taxable or deductible in other periods and items that are never taxable or deductible. The Company's liability for current tax is calculated using tax rates and tax laws that have been enacted or substantively enacted by the end of the reporting period.

Deferred Tax

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit. Deferred tax liabilities are generally recognised for all taxable temporary differences. Deferred tax assets are generally recognised for all deductible temporary differences to the extent that it is probable that taxable profits will be available against which those deductible temporary differences can be utilized. Such deferred tax assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the taxable profit nor the accounting profit.

The carrying amount of deferred tax assets is reviewed at the end of each reporting period and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered.

Deferred tax assets and liabilities are measured at the tax rates that are expected to apply in the period in which the liability is settled or the asset realised, based on tax rates (and tax laws) that have been enacted or substantively enacted by the end of the reporting period. The measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Company expects, at the end of the reporting period, to recover or settle the carrying amount of its assets and liabilities.

Deferred tax assets and liabilities are offset when there is a legally enforceable right to set off current tax assets against current tax liabilities and when they relate to income taxes levied by the same taxation authority and the Company intends to settle its current tax assets and liabilities on a net basis.

Current and deferred tax for the period

Current and deferred tax are recognised as an expense or income in profit or loss, except when they relate to items that are recognised outside profit or loss (whether in other comprehensive income or directly in equity), in which case the tax is also recognised outside profit or loss, or where they arise from the initial accounting for a business combination. In the case of a business combination, the tax effect is included in the accounting for the business combination.

HEALTHSCOPE NOTES LIMITED
ABN 69 147 250 780

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2011

Tax consolidation

The Company is part of a tax-consolidated group under Australian taxation law. Healthscope Hospitals Holdings Pty Ltd is the head entity in the tax-consolidated group.

Tax expense / income, deferred tax liabilities and deferred tax assets arising from temporary differences of the members of the tax-consolidated group are recognised in the separate financial statements of the members of the tax-consolidated group using the 'separate taxpayer within group' approach by reference to the carrying amounts in the separate financial statements of each entity and the tax values applying under tax consolidation. Current tax liabilities and assets and deferred tax assets arising from unused tax losses and relevant tax credits of the members of the tax-consolidated group are recognised by the head entity in the tax-consolidated group.

Due to the existence of a tax funding arrangement between the entities in the tax-consolidated group, amounts are recognised as payable to or receivables by the head entity and each member of the group in relation to the tax contribution amounts paid or payable between the parent entity and the other members of the tax-consolidated group in accordance with the arrangement. Where the tax contribution amount recognised by each member of the tax-consolidated group for a particular period is different to the aggregate of the current tax liability or asset and any deferred tax asset arising from unused tax losses and tax credits in respect of that period, the difference is recognised as a contribution from (or distribution to) equity partners.

(b) Financial assets

Financial assets comprising loans and receivables are recognised and derecognised on trade date where the purchase or sale of a financial asset is under a contract whose terms require delivery of the financial asset within the timeframe established by the market concerned, and are initially measured at fair value, plus transaction costs.

Loans and receivables

Trade receivables, loans, and other receivables that have fixed or determinable payments that are not quoted in an active market are classified as 'loans and receivables'. Loans and receivables are measured at amortised cost using the effective interest method less impairment. Interest is recognised by applying the effective interest rate, except for short-term receivables when the recognition of interest would be immaterial.

Effective interest method

The effective interest method is a method of calculating the amortised cost of a financial asset and of allocating interest income over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash receipts through the expected life of the financial asset, or, where appropriate, a shorter period, to the net carrying amount on initial recognition. Income is recognised on an effective interest rate basis for debt instruments other than those financial assets classified as 'at fair value through profit or loss'.

Impairment of loans and receivables

Loans and receivables are assessed for indicators of impairment at the end of each reporting period and are impaired where there is objective evidence that as a result of one or more events that occurred after the initial recognition of the financial asset the estimated future cash flows of the investment have been impacted. The amount of the impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the original effective interest rate. The carrying amount of the financial asset is reduced by the impairment loss directly for all loans while trade receivables are reduced through the use of an allowance account.

When a trade receivable is uncollectible, it is written off against the allowance account. Subsequent recoveries of amounts previously written off are credited against the allowance account. Changes in the carrying amount of the allowance account are recognised in profit or loss.

If in a subsequent period, the amount of the impairment loss decreases and the decrease can be related objectively to an event occurring after the impairment was recognised, the previously recognised impairment loss is reversed through profit or loss to the extent the carrying amount of the investment at the date the impairment is reversed does not exceed what the amortised cost would have been had the impairment not been recognised.

De-recognition of loans and receivables

Loans and receivables (or, where applicable, a part of a financial asset or part of a group of similar financial assets) are derecognised when:

- The contractual rights to receive cash flows from the asset have expired; or
- The Company retains the right to receive cash flows from the asset, but has assumed an obligation to pay them in full without material delay to a third party; or
- The Company has transferred its rights to receive cash flows from the asset and either:
 - Has transferred substantially all the risks and rewards of the asset; or
 - Has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset.

HEALTHSCOPE NOTES LIMITED
ABN 69 147 250 780

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 30 JUNE 2011

(c) Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits. Cash equivalents are short-term, highly liquid investments, that are readily convertible to known amounts of cash and which are subject to insignificant risk of changes in value. For the purpose of the statement of cash flows, cash and cash equivalents consist of cash and cash equivalents as defined above, net of outstanding bank overdrafts.

(d) Financial liability and equity instruments issued by the Company

Debt and equity instruments

Debt and equity instruments are classified as either financial liabilities or as equity in accordance with the substance of the contractual arrangement. An equity instrument is any contract that evidences a residual interest in the assets of an entity after deducting all of its liabilities. Equity instruments issued by the Company are recorded as the proceeds received, net of direct issue costs.

Debt securities

Debt securities are initially measured at fair value, net of transaction costs and are subsequently measured at amortised cost using the effective interest method, with interest expense recognised on an effective yield basis.

The effective interest method is a method of calculating the amortised cost of a financial liability and of allocating interest expense over the relevant period. The effective interest rate is the rate that exactly discounts estimated future cash payments through the expected life of the financial liability, or, where appropriate, a shorter period to the net carrying amount on initial recognition.

De-recognition of financial liabilities

The Company derecognises financial liabilities when and only when, the Company's obligations are discharged, cancelled or they expire.

Transaction costs on the issue of debt instruments

Transaction costs arising on the issue of debt instruments are recognised as a reduction of the proceeds of the debt instruments to which the costs relate. Transaction costs are the costs that are incurred directly in connection with the issue of those debt instruments and which would not have been incurred had those instruments not been issued.

(e) Revenue

Interest revenue

Interest revenue is recognised when it is probable that the economic benefits will flow to the Company and the amount of revenue can be measured reliably. Interest revenue is accrued on a time basis, by reference to the principal outstanding and the effective interest rate applicable, which is the rate that exactly discounts estimated future cash receipts through the expected life of the financial assets to that asset's net carrying amount on initial recognition.

(f) Goods and services tax (GST)

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except:

- (i) Where the amount of GST incurred is not recoverable from the taxation authority, it is recognised as part of the cost of acquisition of an asset or as part of an item of expense; or
- (ii) For receivables and payables which are recognised inclusive of GST.

The net amount of GST recoverable from, or payable to, the taxation authority is included as part of receivables or payables. Cash flows are included in the statement of cash flows on a gross basis. The GST component of cash flows arising from investing and financing activities which is recoverable from, or payable to, the taxation authority is classified as operating cash flows.

NOTE 3: CRITICAL ACCOUNTING JUDGEMENTS

The Company makes estimates and assumptions concerning the future. The resulting accounting estimates will, by definition, seldom equal the related actual results. The Company does not make any estimates and assumptions that have a significant risk of causing a material adjustment to the carrying amounts of assets and liabilities within the next financial year.

HEALTHSCOPE NOTES LIMITED
ABN 69 147 250 780

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2011

NOTE 4: SEGMENT INFORMATION

The Company operates in one reportable segment only. The Company is a special purpose vehicle operating within Australia for the purpose of raising debt finance in the form of redeemable, exchangeable, secured but subordinated notes and on lending the net proceeds received from the debt instruments to the Healthscope Group.

The Company is considered to operate in one geographic segment, being Australia, and does not have any major customers or products and services.

NOTE 5: RESULTS FOR THE PERIOD

	2011
	\$'000
Interest revenue	
- Healthscope Group	12,900
- Bank	28
	12,928
Finance costs	
- Healthscope subordinated notes	(12,082)
- Amortisation of capitalised borrowing costs	(731)
	(12,813)
The interest rate on the debt securities are 11.25% per annum paid quarterly.	
Service costs	(105)
	10

NOTE 6: INCOME TAXES

	2011
	\$'000
a) Income tax recognised in profit or loss	
The income tax expense for the period can be reconciled to the accounting profit as follows:	
Profit before income tax	10
Tax at the Australian tax rate (30%)	(3)
	7
b) Related party payable	
Head entity in tax consolidated group	3
	3

Tax Consolidation

Healthscope Hospital Holdings Pty. Ltd. elected to form a multiple entry consolidated group with effect from 22 September 2010. The Company joined the tax-consolidated group on its date of incorporation being 8 November 2010. The accounting policy in relation to this legislation is set out in Note 2(a).

Entities within the tax-consolidated group have entered into a tax funding arrangement, which sets out the funding obligations of members of the tax-consolidated group in respect of tax amounts. The tax funding arrangements require payments to / from the head entity equal to the current tax liability / (asset) assumed by the head entity and any tax-loss deferred tax asset assumed by the head entity, resulting in the head entity recognising a related party receivable / (payable) equal in amounts to the tax liability / (asset) assumed. The related party payable/ (receivable) is at call.

Contributions to fund the current tax liabilities are payable in accordance with the tax funding arrangement and reflects the timing of the head entity's obligation to make payments for tax liabilities to the relevant tax authorities.

The head entity, in conjunction with other members of the tax-consolidated group, has also entered into a tax sharing agreement. The tax sharing agreement provides for the determination of the allocation of income tax liabilities between the entities should the head entity default on its tax payment obligations. The effect of the tax sharing agreement is that each member's liability for tax payable by the tax consolidated group is limited to the amount payable to the head entity under the tax funding arrangement.

HEALTHSCOPE NOTES LIMITED
ABN 69 147 250 780

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2011

NOTE 7: TRADE AND OTHER RECEIVABLES

	2011
	\$'000
CURRENT	
Accrued interest on loans to the Healthscope Group	1,178
	1,178
NON CURRENT	
Loans to the Healthscope Group	191,805

NOTE 8: TRADE AND OTHER PAYABLES

	2011
	\$'000
CURRENT	
Accrued interest on debt securities	370
Other payables	1
	371

NOTE 9: BORROWINGS

	2011
	\$'000
NON CURRENT	
Secured at amortised cost	
Debt securities	200,000
Capitalised borrowing costs	(7,102)
	192,898

The Company raised \$200 million in the form of 2 million, \$100 redeemable, exchangeable, secured but subordinated notes on 20 December 2010. The notes are interest bearing debt instruments attracting a coupon interest rate of 11.25% per annum payable quarterly. The notes were publicly listed on the Australian Securities Exchange on 20 December 2010 under the ASX Code: HLN. The maturity date of these notes is 17 June 2016. The notes are secured over the assets and entities of the Healthscope Group on a subordinated basis to the Senior Debt.

For the purposes of section 283BH of the Corporations Act which requires debt instruments that are offered to the public with disclosure under chapter 6D of the Corporations Act to be described as either "mortgage debentures", "debentures" or "unsecured notes", the notes are considered to be "unsecured notes".

NOTE 10: ISSUED CAPITAL

	2011
	No. of shares
Fully paid ordinary shares	
Balance at 8 November 2010	-
Shares issued during the period	1
Balance at 30 June 2011	1

Fully paid ordinary shares carry one vote per share and carry a right to dividends.

HEALTHSCOPE NOTES LIMITED
ABN 69 147 250 780

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2011

NOTE 11: NOTES TO THE STATEMENT OF CASH FLOWS

(a) Reconciliation of cash and cash equivalents

For the purposes of the statement of cash flows, cash and cash equivalents includes cash on hand and in banks and investments in money market instruments, net of outstanding bank overdrafts. Cash and cash equivalents at the end of the financial period as shown in the statement of cash flows is reconciled to the related items in the statement of financial position as follows:

	2011 \$'000
Cash at bank	18
(b) Reconciliation of the profit for the period to net cash flows from operating activities	
Profit for the period	7
Non cash flow in operating profit:	
- Amortisation of capitalised borrowing costs	731
	<u>738</u>
Movements in working capital:	
- Trade and other receivables	(1,456)
- Trade and other payables	374
	<u>(344)</u>
Net cash used in operating activities	<u><u>(344)</u></u>

NOTE 12: FINANCIAL INSTRUMENTS

(a) Significant accounting policies

Details of the significant accounting policies and methods adopted, (including the criteria for recognition, the bases of measurement and the bases on which income and expenses are recognised) in respect of each class of financial asset, financial liability and equity instrument are disclosed in Note 2 to the financial statements.

(b) Financial risk management

The Company's activities expose it to a variety of financial risks; market risk, liquidity risk and cash flow interest rate risk. The Company's overall risk management program focuses on the unpredictability of financial markets and seeks to minimise potential adverse effects on the financial performance of the Company.

The capital structure of the Company consists of debt, which includes the borrowings disclosed in Note 9, cash and cash equivalents as disclosed in Note 11 and equity attributable to equity holders of the parent, comprising issued capital and accumulated losses.

As the Company's only significant interest bearing asset is a loan to its parent, the Company's income and operating cash flows are not materially exposed to changes in market interest rates as the fixed interest rate on this loan matches the fixed interest rate on the Company's borrowings. The Company's interest rate risk arises from non-current borrowings. Borrowings issued at fixed rates expose the Company to fair value interest rate risk. During the period, the Company policy was not to hedge this exposure.

As the Company is funded by related entities within the Healthscope Security Group, it is not subject to liquidity risk in its own right. The Healthscope Security Group has liquidity risk management processes in place to ensure that its liquidity position is not compromised.

HEALTHSCOPE NOTES LIMITED
ABN 69 147 250 780

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2011

NOTE 12: FINANCIAL INSTRUMENTS (continued)

(c) Categories of financial instruments

The Company managed the following financial instruments as at 30 June 2011

	2011 \$'000
Financial assets	
Cash and cash equivalents	18
Loans and receivables	192,983
Financial liabilities	
Amortised cost	192,898

(d) Liquidity and interest risk tables

The following table details the maturity profile of the Company's non-derivative financial liabilities and non-derivative financial assets. The tables have been drawn up based on undiscounted cash flows which include both interest and principal cash flows.

	Weighted average effective interest rate	Less than 1 month	1-3 months	3 months to 1 year	1-5 years	5+ years
2011	%	\$'000	\$'000	\$'000	\$'000	\$'000
Financial assets						
Non-interest bearing	-	-	-	1,196	-	-
Variable interest rate instruments	12.50%	-	5,733	16,890	289,568	-
Fixed interest rate instruments	-	-	-	-	-	-
		-	5,733	18,086	289,568	-
Financial liabilities						
Non-interest bearing	-	-	-	371	-	-
Variable interest rate instruments	-	-	-	-	-	-
Fixed interest rate instruments	11.25%	-	5,733	16,890	289,568	-
		-	5,733	17,261	289,568	-

The Healthscope Group's finance facilities are subject to certain covenants as outlined in the Senior Facility Agreement and Healthscope Notes Terms of Issue as at 30 September 2010.

One of the covenants is a Debt Service Cover Ratio (DSCR). DSCR is the ratio of the Adjusted EBITDA (less relevant capital expenditure paid in cash, less certain net taxes paid in cash and less any increase (or plus any decrease) in working capital) for the 12 month period ending on the relevant Ratio Testing Date to the aggregate of Net Interest Expense, scheduled repayments under the Senior Debt Facilities and certain payments on finance leases and hire purchase agreements for that same period.

Interest payments on the Notes will be suspended in the circumstances set out in the Terms of Issue, which include when:

- the relevant payment would cause the DSCR to be less than or equal to 1.10 times;
- an 'event of default' or 'potential event of default' under the Senior Finance Documents subsists.

At the date of this financial report the directors of Healthscope Notes Limited are satisfied that the minimum requirements of the DSCR have been met and that there is no event, or potential event of default under the Senior Finance Documents

HEALTHSCOPE NOTES LIMITED
ABN 69 147 250 780

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2011

NOTE 12: FINANCIAL INSTRUMENTS (continued)

(e) Fair value of financial instruments

The Company does not hold any financial assets or financial liabilities that are carried at fair value.

Except as detailed below, the Directors consider the carrying amount of financial assets and financial liabilities recorded at amortised cost in the financial statements approximate their fair values.

	2011 Carrying amount \$'000	2011 Fair value \$'000
Financial assets		
Loans and receivables		
- Loans to the Healthscope Group	191,805	191,805
- Trade and other receivables	1,178	1,178
Financial liabilities		
Amortised cost		
- Debt securities: Fixed interest rate	200,000	200,000
- Trade and other payables	371	371

The fair values of financial assets and financial liabilities are determined as follows:

- The fair value of financial assets and financial liabilities with standard terms and conditions, traded in active liquid markets, are determined with reference to quoted market prices;
- The fair value of other financial assets and financial liabilities are determined in accordance with generally accepted pricing models based on discounted cash flow analysis using prices from observable current market transactions.

NOTE 13: RELATED PARTY TRANSACTIONS

Key management personnel compensation

The Company did not have any employees during the period and as such, Key management personnel comprise of the Directors of the Company only. None of the Directors received any compensation for the services provided as Directors of the Company during the period.

Parent entities

The immediate parent entity of the company is Healthscope Finance Pty Ltd. The ultimate Australian parent entity is Healthscope Hospitals Holdings Pty Ltd. The ultimate parent entity is CT HSP GP (Dutch) B.V. as general partner for CT Healthscope Holdings L.P. incorporated in the United Kingdom.

Transactions with key management personnel and their related entities

From time to time the Company and the Group enter into transactions with director related parties. These transactions are on normal commercial terms and conditions and are no more favourable than those available to other parties. Accordingly such transactions are not disclosed.

The Group and the Company do not have any loans payable to or receivable from key management personnel. No loans were issued or repaid with such personnel during the period.

Transactions between Healthscope Notes Limited and its related parties

During the financial period, the following transactions occurred between the Company and its other related parties:

- Healthscope Hospitals Holdings Pty Ltd compensates the other entities in the tax-consolidated group for the transfer of tax losses at the tax effected value of the losses, and receives compensation from subsidiaries for their contribution to the tax-consolidated group's tax liabilities. As at 30 June 2011, the Company recorded a payable to Healthscope Hospitals Holdings Pty Ltd of \$2,923. Further information about the nature of the tax funding arrangement and tax sharing agreement is made in Note 6 to the financial statements.
- In 2010 the Company loaned the net proceeds of the Healthscope Notes issue of \$200,000,000 to its parent company, Healthscope Finance Pty Ltd. At balance date, the Company has a receivable from Healthscope Finance Pty Ltd of \$191,805,455. Under the terms of this loan, the Company received interest revenue of \$11,721,200. Payments of Healthscope Notes interest to note holders were made by an entity under common control as part of the loan arrangements noted above.

HEALTHSCOPE NOTES LIMITED
ABN 69 147 250 780

NOTES TO THE FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 30 JUNE 2011

NOTE 14: AUDITORS' REMUNERATION

Audit fees incurred by the Company for the period were paid by Healthscope Limited on the Company's behalf and have not been recharged to the Company.

The auditor of Healthscope Notes Limited is Deloitte Touche Tohmatsu.

NOTE 15: SUBSEQUENT EVENTS

To the best knowledge of the Directors, there has been no matter or circumstance that has arisen since the end of the financial period that has significantly affected or may affect the Company's operations or state of affairs in future financial periods.

HEALTHSCOPE NOTES LIMITED
ABN 69 147 250 780

DIRECTORS' DECLARATION

The Directors of Healthscope Notes Limited declare that;

- (1) In the opinion of the directors:
- (a) There are reasonable grounds to believe that the Company will be able to pay its debts as and when they become due and payable;
 - (b) The attached financial statements are in compliance with International Financial Reporting Standards, as stated in Note 2 of the financial statements;
 - (c) The attached financial statements and notes thereto are in accordance with the Corporations Act 2001 including compliance with accounting standards and giving a true and fair view of the financial position and performance of the Company.
- (2) This declaration has been made after receiving the declarations required by s295A of the Corporations Act 2001.

Signed in accordance with a resolution of the Directors made pursuant to s295(5) of the Corporations Act 2001.

On behalf of the Directors,



R Cooke
Executive Chairman and Managing Director

Melbourne, 25 August 2011

HEALTHSCOPE NOTES LIMITED
ABN 69 147 250 780

UNIT HOLDER AND CORPORATE INFORMATION

Additional Stock Exchange information as at 31 July 2011

Unit holders – as at 31 July 2011

(a) Distribution of Unit holders

Size of holding	Range of Units
1-1,000	2,484
1,001 – 5,000	159
5,001 – 10,000	17
10,001 – 100,000	8
100,001 – and over	3

(b) The number of unmarketable parcels is 0. The minimum parcel size is 6 at \$500 per parcel.

(c) Voting rights – Holders have certain rights to vote at meetings of Holders, but are not entitled to vote at any meeting of shareholders of the Issuer or any member of the Healthscope Group.

(d) The names of the 20 largest Unit Holders as at 31 July 2011 are:

Name	No. Of Units held	% Held of Units
1. HSBC Custody Nominees (Australia) Limited	336,399	16.82
2. UBS Wealth Management Australia Nominees Pty Ltd	121,589	6.08
3. MF Custodians Ltd	101,000	5.05
4. UBS Nominees Pty Ltd	54,384	2.72
5. JP Morgan Nominees Australia Limited	43,831	2.19
6. P Ilhan Investments Pty Ltd	25,000	1.25
7. J P Morgan Nominees Australia Limited	23,000	1.15
8. Buttonwood Nominees Pty Ltd	22,941	1.15
9. RBC Dexia Investor Services Australia Nominees Pty Limited	22,607	1.13
10. Mr Shiong Sin Tan	20,000	1.00
11. Boda Investments Pty Ltd	12,500	.63
12. Cogent Nominees	10,000	.50
13. Equitas Nominees Pty Limited	10,000	.50
14. First Exar Pty Ltd	10,000	.50
15. Third Exar Pty Ltd	10,000	.50
16. Aust Executor Trustees NSW Ltd	8,574	.43
17. RBC Dexia Investor Services Australia Nominees Pty Limited	8,069	.40
18. Edsgear Pty Limited	7,500	.38
19. Equity Trustees Limited	7,500	.38
20. RBC Dexia Investor Services Australia Nominees Pty Ltd	7,500	.38
	862,394	43.14

Stock Exchange listing

The Company raised \$200 million in the form of 2 million, \$100 redeemable, exchangeable, secured but subordinated notes on 20 December 2010. The notes are interest bearing debt instruments attracting a coupon interest rate of 11.25% per annum payable quarterly. The notes were publicly listed on the Australian Securities Exchange on 20 December 2010 under the ASX Code: HLN. The maturity date of these notes is 17 June 2016. The notes are secured over the assets and entities of the Healthscope Group on a subordinated basis to the Senior Debt.

Company Details

The registered office of the Company is:

Healthscope Notes Limited
Level 1, 312 St Kilda Road
Melbourne, Vic. 3004.
AUSTRALIA

Telephone: (+613) 9926 7500
Facsimile: (+613) 9926 7599
E mail: info@healthscope.com.au
Website: www.healthscope.com.au
ACN 147 250 780

HEALTHSCOPE NOTES LIMITED
ABN 69 147 250 780

UNIT HOLDER AND CORPORATE INFORMATION

Directors

R Cooke (Chairman) appointed 8 November 2010
S Moore appointed 8 November 2010
S Schneider appointed 8 November 2010

Company Secretary

I Player appointed 8 November 2010

Unit holder registry

Computershare Investor Services Pty Limited:

Yarra Falls
452 Johnston Street
Abbotsford Victoria 3067 Australia
Telephone: 1300 850 505 (freecall within Australia)
(+613) 9415 5000 (international)
Facsimile: (+613) 9473 2500

Financial Calender

Financial year end 30 June