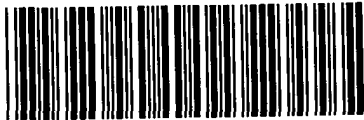


FSHC (UK) Limited

Strategic report, Directors' report and financial statements
Registered number 02032661

31 December 2013

TUESDAY



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Strategic report

Background and ownership structure

FSHC (UK) Limited is a trading company within the Elli Investments Limited group of companies.

The directors regard Terra Firma Holdings Limited, a company registered in Guernsey, as the ultimate parent entity.

Financial results

The company made a profit before taxation of £6,115,000 (2012: £5,931,000).

Principal activity

The principal activity of the company is that of an intermediate holding company.

Business review and KPIs

The results of the company are consolidated in the group headed by Elli Investments Limited, the consolidated financial statements of which contain a detailed business review and KPIs relating to the group. Copies of these financial statements can be obtained from the Four Seasons Health Care website.

Principal risks and risk management

The Elli Investments group has management structures and policies and procedures which are designed to enable the achievement of business objectives while controlling the risks associated with the environment in which it operates. The group has a risk management process in place which is designed to identify, manage and mitigate business risk. The company operates within this group structure.

The material risks affecting the company and the means by which they are managed are as follows:

Financial risks

- *Reduction in the demand for our services*
Mitigation: the company continues to invest in its assets and staff in order to provide an attractive and competitive proposition.
- *Liquidity risk*
Mitigation: liquidity is managed centrally within the group. Performance is monitored by strong financial and management accounting through the finance function, monthly tracking of long-term business plans and shorter term budgets against actual performance in line with obligations under financing agreements.

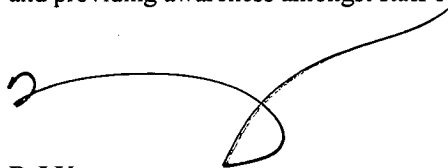
Operational risks

- *Reputational risk*
Mitigation: in order to mitigate this risk as far as possible, the group has implemented rigorous clinical governance, carries out substantial employee training, employee inductions and employee reference procedures, including a criminal background check for all frontline staff.
- *Regulatory risk*
Mitigation: the group devotes a considerable amount of time to the management of regulatory matters. Compliance with the on-going requirements of these licences and changes arising from the evolving regulatory environment mean that significant attention has been, and will continue to be, dedicated to regulatory compliance.

Strategic report *(continued)*

Environmental policy

The Elli Investments Limited group has an environmental commitment which includes compliance with existing environmental regulations, minimising the consumption of resources, a policy of "reduce, reuse and recycle" and providing awareness amongst staff of the environmental impact of travel.



D J Kay
Director

Norcliffe House
Station Road
Wilmslow
Cheshire
SK9 1BU

29 September 2014

Directors' report

The directors present their annual report together with the audited financial statements of the company for the year ended 31 December 2013.

Principal activity

The principal activity of the company is that of an intermediate holding company.

Business review

The directors consider the state of affairs of the company to be satisfactory.

Going concern

The directors have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. With this in mind, the directors have formally considered and concluded that the preparation of the financial statements on a going concern basis is appropriate. Further details are shown in the "Basis of preparation" section of note 1 to the financial statements.

Results and dividends

The results for the year are shown in the profit and loss account on page 7. The directors do not recommend the payment of a dividend (2012: £nil).

Directors

The directors during the year under review were:

P Calveley (resigned 4 November 2013)
D J Kay
M C Royston (appointed 13 December 2013)
I Smith (appointed 4 November 2013)
B R Taberner

Details of ultimate ownership

The ultimate parent undertaking is Terra Firma Holdings Limited, an entity incorporated in Guernsey.

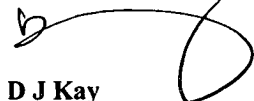
Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board



D J Kay
Director

Norcliffe House
Station Road
Wilmslow
Cheshire
SK9 1BU

29 September 2014

Statement of directors' responsibilities in respect of the strategic report, directors' report and the financial statements

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with UK 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 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 judgments and accounting estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping 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.

KPMG LLP

St James' Square
Manchester
M2 6DS
United Kingdom

Independent auditor's report to the members of FSHC (UK) Limited

We have audited the financial statements of FSHC (UK) Limited for the year ended 31 December 2013 set out on pages 7 to 14. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 4, 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 to 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.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 2013 and of its profit for the year then ended;
- have been properly prepared in accordance with UK 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 Strategic Report and the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Independent auditor's report to the members of FSHC (UK) Limited *(continued)*

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Nicola Quayle

Nicola Quayle (Senior Statutory Auditor)
for and on behalf of KPMG LLP, Statutory auditor
Chartered Accountants
St James' Square
Manchester
M2 6DS

29 September 2014

Profit and loss account
for the year ended 31 December 2013

	<i>Note</i>	2013 £000	2012 £000
Operating profit		-	-
Interest receivable from group undertakings		6,924	6,715
Interest payable to group undertakings		(809)	(784)
Profit on ordinary activities before taxation	2	6,115	5,931
Tax on profit on ordinary activities	3	-	-
Profit for the financial year	9	6,115	5,931

The company has no recognised gains or losses in the current or prior period other than those reported above.

The financial statements include the notes on pages 10 to 14.

Balance sheet
at 31 December 2013

	<i>Note</i>	2013	2012
		£000	£000
Fixed assets			
Tangible assets	4	88	88
Investments	5	353	353
		<u>441</u>	<u>441</u>
Current assets			
Debtors	6	178,018	171,094
Creditors: amounts falling due within one year	7	<u>(42,545)</u>	<u>(41,736)</u>
Net current assets		<u>135,473</u>	<u>129,358</u>
Net assets		<u><u>135,914</u></u>	<u><u>129,799</u></u>
Capital and reserves			
Called up share capital	8	74,778	74,778
Profit and loss account	9	61,136	55,021
Shareholder's funds		<u><u>135,914</u></u>	<u><u>129,799</u></u>

The financial statements include the notes on pages 10 to 14.

These financial statements were approved by the board of directors on 29 September 2014 and were signed on its behalf by:

B. R. Taberner

B R Taberner
Director

Reconciliation of movements in shareholder's funds
for the year ended 31 December 2013

	2013 £000	2012 £000
Opening shareholder's funds	129,799	123,868
Profit for the year	6,115	5,931
Closing shareholder's funds	135,914	129,799

The financial statements include the notes on pages 10 to 14.

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards, under the historical cost accounting rules and within the requirements of the Companies Act 2006.

Going concern

The company, together with its intermediate parent company Elli Investments Limited and fellow subsidiary undertakings (collectively the "Elli Investments group"), is party to a number of financing arrangements under which the company has provided guarantees. In July 2012, the Elli Investments group issued £350 million of senior secured notes which pay interest at 8.75%, and which are due for repayment in 2019, and £175 million of senior notes which pay interest at 12.25%, and which are due for repayment in 2020. In addition to the external debt, the group owes £270.7 million to related undertakings which accrues interest at 15% on a compounding basis and which is due for repayment in 2022. The group also has access to a £40 million revolving credit facility which is available until 2018. £15 million of this facility was drawn down at the year end and was repaid by the end of February 2014.

During the first quarter of 2014 Terra Firma provided an additional £50 million of equity which will be used by the Elli Investments group to fund both its capital expenditure programme and the increased costs associated with the group's strategic segmentation plan (see the consolidated financial statements of Elli Investments Limited for further detail).

The directors of Elli Investments Limited have prepared trading and cash flow forecasts for the Elli Investments group, including FSHC (UK) Limited, to September 2015 which, after adjustment for sensitivity analysis to incorporate the impact of reasonably foreseeable changes in trading and cash flow performance, and taking into account resources available to the group, show that it has sufficient funding and covenant headroom within its current financing arrangements.

Based on these forecasts, the directors of FSHC (UK) Limited have a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future. The directors therefore believe that it is appropriate to prepare the financial statements on a going concern basis.

Group accounts

The company has not prepared group accounts as it is exempt from doing so by section 401 of the Companies Act 2006 as it is included in the consolidated financial statements of FSHC Group Holdings Limited.

Related party transactions

The directors have taken advantage of the exemption in FRS 8, Paragraph 3(c) and as the company is a wholly owned subsidiary of FSHC Group Holdings Limited have not disclosed related party transactions with parent and fellow subsidiary undertakings.

Cash flow statement

The company is exempt from the requirement of FRS 1 to prepare a cash flow statement as at 31 December 2013 it was a wholly owned subsidiary undertaking of FSHC Group Holdings Limited, and its cash flows are included within the consolidated cash flow statement of that company.

Tangible fixed assets

Fixed assets are held as investment properties and as such no depreciation is charged on these assets. The directors consider that the realisable value of these assets exceeds the carrying value.

Notes *(continued)*

1 Accounting policies *(continued)*

Investments

Investments in subsidiary undertakings are recorded at the lower level of cost or net realisable value.

Taxation

Current tax, including UK corporation tax and foreign tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is provided in full on timing differences which result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements. Deferred tax is not provided on timing differences arising from the revaluation of tangible fixed assets where there is no commitment to sell the asset. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Guarantees

Where the company enters into financial guarantee contracts to guarantee the indebtedness of other related parties which are subsidiaries of its ultimate parent, the company considers these to be insurance arrangements and accounts for them as such. In this respect, the company treats the guarantee contract as a contingent liability until such time as it becomes probable that the company will be required to make payment under the guarantee.

2 Profit on ordinary activities before taxation

The auditor's remuneration of £350 (2012: £350) for audit services was borne by another group undertaking. Amounts paid to the company's auditor in respect of services to the company, other than the audit of the company's financial statements, have not been disclosed as the information is required instead to be disclosed on a consolidated basis.

Notes (continued)

3 Taxation

Analysis of charge in the year

	2013 £000	2012 £000
Current tax:		
UK corporation tax	-	-
Adjustments in respect of prior years	-	-
Deferred tax:		
Origination and reversal of timing differences	-	-
	<u>-</u>	<u>-</u>
Tax charge on profit on ordinary activities	<u>-</u>	<u>-</u>

Factors affecting the tax charge for the current year

The current tax charge for the year is lower (2012: lower) than the standard rate of corporation tax in the UK 23.25% (2012: 24.5%) due principally to the availability of current year losses in other group companies. The differences are explained below.

	2013 £000	2012 £000
Profit on ordinary activities before tax	6,115	5,931
Current tax on profit at 23.25 % (2012: 24.5%)	1,422	1,453
Effects of:		
Group relief	(1,422)	(1,453)
	<u>-</u>	<u>-</u>
Total current tax (see above)	<u>-</u>	<u>-</u>

Factors that may affect future current and total tax charge:

Reductions in the UK corporation tax rate from 26% to 24% (effective from 1 April 2012) and to 23% (effective 1 April 2013) were substantively enacted on 26 March 2012 and 3 July 2012 respectively. Further reductions to 21% (effective from 1 April 2014) and 20% (effective from 1 April 2015) were substantively enacted on 2 July 2013. This will reduce the company's future current tax charge accordingly and reduce the deferred tax liability at 31 December 2013 which has been calculated based on the rate of 20% substantively enacted at the balance sheet date.

Notes (continued)

4 Tangible fixed assets

	Land £000
<i>Investment properties</i>	
At beginning and end of year	88

5 Investments

	Cost £000
At beginning and end of year	353

In accordance with FRS11 "Impairment of fixed assets and goodwill", the directors have reviewed the carrying value of investments and, where appropriate, have impaired it to the estimated recoverable value, being the higher of value in use or net realisable value, based on their knowledge of the care home market.

The company's principal subsidiaries are as follows:

Company	Holding	Nature of business and place of incorporation
Four Seasons Health Care (Northern Ireland) Limited	100%	Operator of health care facilities Incorporated in Isle of Man
Four Seasons Health Care (England) Limited	100%	Operator of health care facilities Incorporated in Isle of Man
Four Seasons Health Care (Isle of Man) Limited	100%	Operator of health care facilities Incorporated in Isle of Man
FSHC Management Services (Galashiels) Limited	100%	Management of village apartments Incorporated in Great Britain
FSHC Management Services (CM) Limited*	100%	Management of village apartments Incorporated in Great Britain

*Denotes indirect subsidiary

With the exception of Four Seasons Health Care (Isle of Man) Limited which operates in the Isle of Man, the other principal subsidiary undertakings operate in the United Kingdom.

6 Debtors

	2013 £000	2012 £000
Amounts owed by group undertakings	178,018	171,094

Amounts due from group undertakings include £12,104,000 (2012: £12,104,000) relating to unpaid share capital.

The amounts owed by group undertakings unsecured and repayable on demand. Where applicable, interest is charged at 5%.

Notes (continued)

7 Creditors: amounts falling due within one year

	2013 £000	2012 £000
Amounts owed to group undertakings	<u>42,545</u>	<u>41,736</u>

The amounts due to group undertakings are unsecured and repayable on demand. Where applicable, interest is charged 5%.

8 Called up share capital

	2013		2012	
	No. of shares	£000	No. of shares	£000
<i>Allotted, called up and fully paid</i>				
Ordinary shares of £1 each	62,673,449	62,674	62,673,449	62,674
<i>Allotted and unpaid</i>				
Ordinary shares of £1 each	12,103,955	12,104	12,103,955	12,104
	<u>74,777,404</u>	<u>74,778</u>	<u>74,777,404</u>	<u>74,778</u>

9 Reserves

	Profit and loss account £000
At beginning of year	55,021
Profit for the year	6,115
At end of year	<u>61,136</u>

10 Contingent liabilities

The company, together with its parent and fellow subsidiary undertakings is party to a number of financing arrangements. The implications of this are explained more fully in note 1.

11 Ultimate parent company

The company's immediate parent company is Four Seasons Group Holdings Limited.

The ultimate parent undertaking is Terra Firma Holdings Limited, an entity incorporated in Guernsey.

The largest group in which the results of the company are consolidated is that headed by FSHC Group Holdings Limited. The consolidated financial statements of this company are available to the public and may be obtained from Morgan Sharpe, Old Bank Chambers, La Grande Rue, St Martin's, Guernsey, GY4 6RT.

The smallest group in which the results of the company are consolidated is that headed by Elli Investments Limited. The consolidated financial statements of this company are available to the public and may be obtained from Morgan Sharpe, Old Bank Chambers, La Grande Rue, St Martin's, Guernsey, GY4 6RT.