In accordance with Rule 5.10 of the Insolvency (England & Wales) Rules 2016 & Section 94(3) of the Insolvency Act 1986.

LIQ13

Notice of final account prior to dissolution in MVL

Companies House

For further information, please refer to our guidance at www.gov.uk/companieshouse

1 Company details

Company number	0 4 6 9 9 2 6 2
Company name in full	SHELBOURNE SENIOR LIVING LIMITED

→ **Filling in this form**
Please complete in typescript or in bold black capitals.

2 Liquidator's name

Full forename(s)	Stephen Roland
Surname	Browne

3 Liquidator's address

Building name/number	The Colmore Building
Street	20 Colmore Circus Queensway
Post town	Birmingham
County/Region	
Postcode	B 4 6 A T
Country	

4 Liquidator's name ❶

Full forename(s)	Ian Harvey
Surname	Dean

❶ **Other liquidator**
Use this section to tell us about another liquidator.

5 Liquidator's address ❷

Building name/number	The Colmore Building
Street	20 Comore Circus Queensway
Post town	Birmingham
County/Region	
Postcode	B 4 6 A T
Country	

❷ **Other liquidator**
Use this section to tell us about another liquidator.

6 Final account

☑ I have delivered the final account of the winding up to the members in accordance with Section 94(2) and attach a copy.

7 Sign and date

Liquidator's signature	Signature X X
Signature date	d0 d5 m0 m7 y2 y0 y2 y3

LIQ13
Notice of final account prior to dissolution in MVL

Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name: Alex Tsang

Company name: Teneo Financial Advisory Limited

Address: The Colmore Building

20 Colmore Circus Queensway

Post town: Birmingham

County/Region:

Postcode: B 4 6 A T

Country:

DX:

Telephone: +44 20 7397 7371

Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following:

- ☐ The company name and number match the information held on the public Register.
- ☐ You have attached the required documents.
- ☐ You have signed the form.

Important information

All information on this form will appear on the public record.

Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the address below:

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ.
DX 33050 Cardiff.

Further information

For further information please see the guidance notes on the website at www.gov.uk/companieshouse or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.gov.uk/companieshouse

Shelbourne Senior Living Limited (04699262)
Gracewell Healthcare 1 Limited (07603016)
Gracewell Healthcare 4 Limited (08519456)
(ALL IN MEMBERS' VOLUNTARY LIQUIDATION)
("the Companies")

c/o Teneo Financial Advisory Limited
The Colmore Building
20 Colmore Circus Queensway
Birmingham
B4 6AT

FINAL ACCOUNTS PURSUANT TO RULE 5.9 OF THE INSOLVENCY (ENGLAND & WALES) RULES 2016 ("the Rules") AND SECTION 94 OF THE INSOLVENCY ACT 1986 (AS AMENDED) ("the Act")

4 July 2023

Ian Harvey Dean and Stephen Roland Browne ("the Liquidators") were appointed Joint Liquidators of the Companies further to resolutions of the members of each company dated 20 September 2021. All licensed Insolvency Practitioners of Teneo Financial Advisory Limited ("Teneo") are licensed in the UK to act as Insolvency Practitioners by the Institute of Chartered Accountants in England and Wales.

For the purpose of section 231 of the Act, the Liquidators confirm that they are authorised to carry out all functions, duties and powers by either of them jointly and severally.

This report has been prepared for the sole purpose of updating the members for information purposes. The report may not be relied upon, referred to, reproduced or quoted from, in whole or in part, by the members for any purpose other than updating them for information purposes, or by any other person for any purpose whatsoever.

Ian Harvey Dean and Stephen Roland Browne
Teneo Financial Advisory Limited
The Colmore Building
20 Colmore Circus Queensway
Birmingham
B4 6AT

Tel: +44 20 7397 7371

1. SUMMARY OF EVENTS

<table>
<tr><th>Key Messages</th><th>Commentary</th></tr>
<tr><td>Conduct of the liquidations</td><td>

The matters completed during the liquidations include mandatory liquidation tasks such as statutory advertising, filings at Companies House, notifications of the liquidations and obtaining clearances/searches from HM Land Registry and the Pension Tracing Service. In addition, six monthly case reviews have also been carried out.
Additionally, annual progress reports have been prepared with the necessary filings at Companies House. Work has also been undertaken to declare first and final distributions to the members.
The Liquidators also liaised with the Companies, their tax advisors and HM Revenue & Customs with regard to the submission of outstanding tax returns and the finalisation of all tax matters.

Tax clearances have been received as follows:
<table>
<tr><td>Company</td><td>Corporation Tax</td><td>VAT</td><td>PAYE/NIC</td></tr>
<tr><td>Shelbourne Senior Living Ltd</td><td>28 March 2023</td><td>28 March 2023</td><td>28 March 2023</td></tr>
<tr><td>Gracewell Healthcare 1 Ltd</td><td>19 April 2023</td><td>19 April 2023</td><td>19 April 2023</td></tr>
<tr><td>Gracewell Healthcare 4 Ltd</td><td>28 April 2023</td><td>28 April 2023</td><td>28 April 2023</td></tr>
</table>

There have been no receipts or payments in any of the Companies. All costs, including our remuneration, were met by Welltower Inc. an associated company.
No creditors’ claims were notified to the Liquidators in respect of any of the Companies.

</td></tr>
<tr><td>Costs of the liquidations</td><td>

Please note all fees, costs and expenses, unless otherwise stated, are reported net of VAT.
We have been paid £30,528.27 to date excluding expenses and disbursements. A final invoice in respect of our fees will be raised in due course. Please see sections 2.2 to 2.4 for further details.

</td></tr>
<tr><td></td><td></td></tr>
</table>

Distributions to the members	• Shelbourne Senior Living Limited - A total of £1 was distributed to the member on 13 June 2023. Please see Appendix 1 for further details. • Gracewell Healthcare 1 Limited - A total of £1 was distributed to the member on 13 June 2023. Please see Appendix 2 for further details. • Gracewell Healthcare 4Limited - A total of £1 was distributed to the member on 13 June 2023. Please see Appendix 3 for further details.

2. LIQUIDATORS' RECEIPTS AND PAYMENTS ACCOUNTS AND COSTS

All costs have been met by Welltower Inc., an associated company.

2.1 Receipts and Payments

There have been no transactions during the liquidations, as evidenced in the appendices below.

2.2 Liquidators' Remuneration

The basis of our remuneration was fixed on a time costs basis by the members of each company on 22 June 2021 however, as there were no funds in the estates, our fees were met by Welltower Inc., an associated company, and are being billed as part of a wider managed exit project by agreement with Welltower Inc.

We have been paid £30,528.27 in total excluding expenses and disbursements. A final invoice in respect of our fees of £4,800.89 will be raised in due course and settled in full prior to the dissolution of the Company.

2.3 Liquidators' Expenses (including disbursements)

Expenses are divided into those that do not need advance approval before they are charged (category 1 expenses) and those that do (category 2 expenses).

Category 1 expenses: These are payments made by us direct to third parties and for which no approval is required.

Category 2 expenses: Specific approval is required before these costs and expenses can be drawn from the liquidation estate.

Expenses (including disbursements) incurred in the report period

Category 1 Expenses

No Category 1 expenses were incurred in the report period.

Category 2 Expenses

No Category 2 expenses were incurred in the report period.

Summary of Expenses (including disbursements) incurred during the period of the liquidations

Details of all expenses (including disbursements) incurred during the period of the liquidations are given below, and from which it can be seen that we have recovered our expenses in full. All expenses have been met by Welltower Inc., an associated company.

Category 1 expenses (disbursements)

£ (net)	Incurred in report period	Total cost for the period of the appointment	Unpaid
Statutory Advertising	-	596.70	-
Liquidators' statutory bond	-	20.00	-
HM Land Registry fees	-	94.00	-
Total expenses	**-**	**710.70**	**-**

3. INFORMATION FOR THE MEMBERS

3.1 Members' right to request further information

Members of the Company with at least 5% in value of the total voting rights of all the members having the right to vote at general meetings of the Company, or, any member with permission of the Court, may, in writing, request us to provide additional information regarding remuneration or expenses to that already supplied within this report. Such requests must be made within 21 days of receipt of this report, in accordance with Rule 18.9 of the Rules.

3.2 Members' right to challenge Remuneration and/or Expenses

Members of the Company with at least 10% of the total voting rights of all the members having the right to vote at general meetings of the Company, or, any member with permission of the Court, may apply to the Court for one or more orders (in accordance with Rule 18.34 of the Rules), reducing the amount or the basis of remuneration which we are entitled to charge or otherwise challenging some or all of the expenses incurred.

Such applications must be made within eight weeks of receipt by the applicant(s) of the progress report detailing the remuneration and/or expenses being complained of, in accordance with Rule 18.34 of the Rules.

Please note that such challenges may not disturb remuneration or expenses approved or deemed to be approved under prior progress reports.

"A Creditors' Guide to Liquidators' Remuneration" is available for download at R3 | Technical Library | England & Wales | Guidance | Fees

Should you require a paper copy, please send your request in writing to us at the address on the front of this report and this will be provided to you at no cost.

Appendix 1

Shelbourne Senior Living Limited

Joint Liquidators' final receipts and payments account for the period from 20 September 2022 to 4 July 2023 and for the period of appointment

£	*Declaration of Solvency values*	*Notes*	**20 September 2021 to 4 July 2023**	**20 September 2022 to 4 July 2023**
Receipts				
Intercompany receivable due from Gracewell Healthcare 3 Limited	**1**	*1*	**-**	**-**
Total receipts	**1**		**Nil**	**Nil**
Payments				
			-	**-**
Total payments	**Nil**		**Nil**	**Nil**
Balance	**1**		**Nil**	**Nil**

Notes

1. A first and final in specie distribution was made to the member, Gracewell Healthcare 4 Limited, on 13 June 2023. A total of £1 was distributed in respect of the intercompany receivable balance due to this company from Gracewell Healthcare 3 Limited, which equates to a distribution rate of £1 per Ordinary share of £1.

Gracewell Healthcare 1 Limited

Joint Liquidators' final receipts and payments account for the period from 20 September 2022 to 4 July 2023 and for the period of appointment

£	*Declaration of Solvency values*	*Notes*	20 September 2021 to 4 July 2023	20 September 2022 to to 4 July 2023
Receipts				
Intercompany receivable due from Gracewell Healthcare 3 Limited	1	*1*	-	-
Total receipts	1		Nil	Nil
Payments				
			-	-
Total payments	Nil		Nil	Nil
Balance	1		Nil	Nil

Notes

1. A first and final in specie distribution was made to the member, Gracewell Operations Holdings Limited on 13 June 2023. A total of £1 was distributed in respect of the intercompany receivable balance due to the company from Gracewell Healthcare 3 Limited. Which equates to a distribution rate of £1 per Ordinary share of £1.

Appendix 3

Gracewell Healthcare 4 Limited

Joint Liquidators' final receipts and payments account for the period from 20 September 2022 to 4 July 2023 and for the period of appointment

£	*Declaration of Solvency values*	*Notes*	**20 September 2021 to 4 July 2023**	**20 September to 2022 to 4 July 2023**
Receipts				
Investments in Shelbourne Senior Living Limited	**1**	*1*	**Nil**	**Nil**
Total receipts	**1**		**Nil**	**Nil**
Payments				
	Nil		**Nil**	**Nil**
Total payments	**Nil**		**Nil**	**Nil**
Balance	**1**		**Nil**	**Nil**

Notes

1. A first and final in specie distribution was made to the member, Gracewell Operations Holdings Limited on 13 June 2023. A total of £1 was distributed in respect of the intercompany receivable balance due to the company from Shelbourne Senior Living Limited. Which equates to a distribution rate of £1 per Ordinary share of £1.