

**LIBRA CARECO HOLDINGS LIMITED**

**Annual Report and Unaudited Financial Statements  
For the year ended 30 September 2016**



# **LIBRA CARECO HOLDINGS LIMITED**

## **ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2016**

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# **LIBRA CARECO HOLDINGS LIMITED**

## **ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2016**

### **OFFICERS AND PROFESSIONAL ADVISERS**

#### **DIRECTORS**

Dr C Patel  
Mr D Smith

#### **COMPANY SECRETARY**

Mr D Smith

#### **REGISTERED OFFICE**

Southgate House  
Archer Street  
Darlington  
County Durham DL3 6AH

# LIBRA CARECO HOLDINGS LIMITED

## DIRECTORS' REPORT

The Directors have pleasure in presenting their annual report and the unaudited financial statements for the year ended 30 September 2016.

## PRINCIPAL ACTIVITY AND BUSINESS REVIEW

The principal activity of the Company is to act as a holding company. In previous years, the Company was a dormant company, as defined in Section 1169 of the Companies Act 2006. In November 2014, the Company became active until 30 September 2015. The Company is a dormant company for the current year.

The principal activity of the Company's parent undertaking, FC Skyfall Upper Midco Limited and its subsidiaries (the "Group"), is the management and running of care homes principally for the elderly. The Group also owns the freeholds of care homes which are leased to the operating subsidiaries (HC-One Limited, Meridian Healthcare Limited and TTCC Limited) and a small number of third party operators.


## DIRECTORS

The directors who served throughout the year were as follows:

Dr C Patel  
Mr D Smith

The current Directors of the Company are detailed on page 1.

Approved by the Board and signed on its behalf by:



Mr D Smith  
Director  
Date: 24 January 2017  
Southgate House  
Archer Street  
Darlington  
County Durham DL3 6AH

# LIBRA CARECO HOLDINGS LIMITED

## PROFIT AND LOSS ACCOUNT

For the year ended 30 September 2016

		Year ended 30 September 2016 £	Year ended 30 September 2015 £
	Notes		
Administrative income		-	50
Amount written back investment		-	2,060
<b>OPERATING PROFIT</b>	4	-	2,110
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		-	2,110
Tax on profit on ordinary activities	5	-	-
<b>PROFIT FOR THE FINANCIAL YEAR ATTRIBUTABLE TO THE EQUITY SHAREHOLDERS OF THE COMPANY</b>		-	2,110

All activities are derived from continuing operations.

There is no comprehensive income for the current or preceding year other than as stated in the profit and loss account. Accordingly, no statement of comprehensive income is presented.

# LIBRA CARECO HOLDINGS LIMITED

## BALANCE SHEET As at 30 September 2016

	Notes	2016 £	2015 £
<b>INVESTMENTS</b>	6	2,060	2,060
<b>DEBTORS</b>	7	50	50
<b>NET ASSETS</b>		<u>2,110</u>	<u>2,110</u>
<b>CAPITAL AND RESERVES</b>			
Called-up share capital	8	2,110	2,110
Profit and loss account		-	-
<b>SHAREHOLDERS' FUNDS</b>		<u>2,110</u>	<u>2,110</u>

Libra CareCo Holdings Limited (registered number 05296574) did not trade during the current period and has neither profit or loss, nor any other items of comprehensive income. Libra CareCo Holdings Limited is a dormant company as defined by the Companies Act 2006, and has therefore elected to retain its accounting policies for reported assets, liabilities and equity at the date of transition to FRS 102 in accordance with the transition provisions in paragraph 35.10 in FRS 102.

For the year ending 30 September 2016 the Company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These financial statements on pages 3 to 8 were approved and authorised for issue by the Board of Directors on 24 January 2017.

Signed on behalf of the Board of Directors



Mr D Smith  
Director  
24 January 2017

**NOTES TO THE ACCOUNTS**

**For the year ended 30 September 2016**

**1. ACCOUNTING POLICIES**

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom law and accounting standards. They have been applied consistently throughout the current and preceding year.

The Company is a private company limited by shares and is registered in England and Wales. The address of the Company's registered office is shown on page 1. The Company is dormant.

**Exemption from consolidation**

The Company has taken advantage of section 401 of the Companies Act 2006 from the requirement to prepare group accounts as the Company is itself a subsidiary undertaking of FC Skyfall Upper Midco Limited. These financial statements provide information about the Company as an individual undertaking and not about its group.

FC Skyfall Upper Midco Limited is both the smallest and largest group the consolidated financial statements are drawn up.

Copies of FC Skyfall Upper Midco Limited financial statements to 30 September 2016 are available from the Companies House at Crown Way, Cardiff, Wales CF14 3UZ.

**Investments**

Fixed asset investments are stated at cost less provision for diminution in value.

**2. PROFIT AND LOSS ACCOUNT**

The profit and loss account has been presented with these financial statements, but the Company has not received income, incurred expenditure or recognised any other items of comprehensive income during either the current financial year. There have been no movements in shareholders' funds during the current year and therefore no statement of changes in equity has been included.

**3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES**

The Company had no employees during the current or preceding year.

None of the Directors received emoluments in relation to their services to the Company during the current or preceding year. Directors' emoluments have been borne by HC-One Limited, a group undertaking during the current and preceding year.

**NOTES TO THE ACCOUNTS (Continued)**  
**For the year ended 30 September 2016**

**4. OPERATING PROFIT**

Audit fee for the audit of the Company's annual accounts is £nil for the current year (2015: £500). The audit fee is borne by another group company.

The Company did not incur any non-audit fees during the year (2015: £ nil).

Other administrative expenses include:

	Year ended 30 September 2016 £	Year ended 30 September 2015 £
Write back of provision of doubtful debts – group undertakings	-	50

**5. TAX ON PROFIT ON ORDINARY ACTIVITIES**

	Year ended 30 September 2016 £	Year ended 30 September 2015 £
Corporation tax charge	-	-
Total tax charge	-	-
Profit before tax	-	2,110
Tax on profit at standard rate of 20% (2015: 20.5%)	-	433
Factors affecting tax charge:		
Income not taxable for tax purposes		(432)
Non-deductible expenses		(1)
Total tax charge	-	-

The tax charge for the current year is higher than that resulting from applying the standard rate of corporation tax principally because certain items of expenditure are not deductible for tax purposes.



# LIBRA CARECO HOLDINGS LIMITED

## NOTES TO THE ACCOUNTS (Continued) For the year ended 30 September 2016

### 6. INVESTMENTS

	Shares in subsidiary undertakings £
<b>Cost</b>	
At 1 October 2015 and 30 September 2016	2,060
<b>Provision</b>	
At 1 October 2015	-
Write back of provision	-
At 30 September 2016	-
<b>Net book value:</b>	
<b>At 30 September 2016</b>	<b>2,060</b>
At 30 September 2015	2,060

At 30 September 2016, the Company held investments directly or indirectly in the following subsidiary undertakings:

Name	Country of incorporation	% Holdings	Principal activity
Libra CareCo Investments 1 Limited*	Great Britain	100%	Parent company of Libra Investments 2 Limited
Libra CareCo Investments 2 Limited	Great Britain	100%	Parent company of Libra CareCo Limited and Libra GuaranteeCo Limited
Libra GuaranteeCo Limited	Great Britain	100%	Investment company in group undertaking with investment in care home properties
Libra CareCo Limited	Great Britain	100%	Parent company of NHP Limited
NHP Limited	Great Britain	100%	Parent company of subsidiary undertakings with investment in care home properties
NHP Securities No.1 Limited	Great Britain	100%	Investment in care home properties
NHP Securities No.2 Limited	Great Britain	100%	Investment in care home properties
NHP Securities No.3 Limited	Great Britain	100%	Investment in care home properties
NHP Securities No.4 Limited	Great Britain	100%	Partner in LLNHP Partnership
NHP Securities No.9 Limited	Jersey	100%	Investment in overriding leases of care home properties
NHP Securities No.11 Limited	Jersey	100%	Parent company of NHP Securities No.9 Limited
NHP Management Limited	Great Britain	100%	Management of care home property portfolios
NHP Operations (York) Limited	Great Britain	100%	Care home property development
LLNH Limited	Great Britain	100%	Partner in LLHNP Partnership
Care Homes No. 1 Limited	Cayman Islands	100%	Investment in care home properties

\* held directly by Libra CareCo Holdings Limited.

All shares held are ordinary shares.

**NOTES TO THE ACCOUNTS (Continued)**  
**For the year ended 30 September 2016**

**7. DEBTORS**

	2016 £	2015 £
Amount due by group undertaking*	50	50

\*this amount was fully provided for in previous years but was written back during the preceding year.

**8. CALLED-UP SHARE CAPITAL**

	2016 £	2015 £
<b>Called-up, allotted and fully paid:</b> 211,000 ordinary shares at 1p each	2,110	2,110

**9. SUBSEQUENT EVENTS**

No other significant events are noted after the year ended 30 September 2016

**10. RELATED PARTY TRANSACTIONS**

The Company has taken exemption provided under FRS 102 to not disclose intercompany transactions with other group undertakings within the FC Skyfall Upper Midco Limited group.

There are no transactions between the Company and the directors during the current year or the preceding year.

The cost of the annual return fee was borne by NHP Management Limited, a group undertaking, without any right of reimbursement.

No other related party transaction is noted.

**11. CONTINGENT LIABILITIES**

The Company and its group undertakings are guarantors to a facility agreement entered into by FC Skyfall Lower Midco Limited and FC Skyfall Bidco Limited, the Company's intermediate parent undertakings and FC Skyfall TA Limited, the Company's related group undertaking. The facility is secured by a fixed and floating charge over the group assets and unlimited guarantee from its group undertakings. As at 24 January 2017 the outstanding loan amount is £281.5m.

**12. ULTIMATE CONTROLLING PARTY**

In the opinion of the Directors, the Company's ultimate parent company and ultimate controlling party is FC Skyfall LP, a limited partnership incorporated and registered in the Cayman Islands.

The parent undertaking of the largest group in which includes the Company and for which group accounts are prepared is FC Skyfall Upper Midco Limited, a company incorporated in England and Wales.

Copies of FC Skyfall Upper Midco Limited consolidated financial statements for the year ended 30 September 2016 are available from Companies House at Crown Way, Cardiff, Wales CF14 3UZ.

The immediate parent undertaking is NHP Holdco 3 Limited, a company incorporated and registered in the Cayman Islands.