

LIBRA CARECO HOLDINGS LIMITED

Annual Report and Unaudited Financial Statements

For the year ended 30 September 2017

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LIBRA CARECO HOLDINGS LIMITED

**ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30
SEPTEMBER 2017**

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LIBRA CARECO HOLDINGS LIMITED

**ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30
SEPTEMBER 2017**

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

Mr J Hutchens (appointed 21 September 2017)
Dr C Patel (resigned 22 September 2017)
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 2017.

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. The Company is a dormant company for the current and preceding 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 HC-One Beamish Limited) and a small number of third party operators.

DIRECTORS

The directors who served throughout the year were as follows:

Mr J Hutchens (appointed 21 September 2017)
Dr C Patel (resigned 22 September 2017)
Mr D Smith

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

THIRD-PARTY INDEMNITY PROVISIONS

The Company has made qualifying third-party indemnity provisions for the benefit of its Directors, which were made during the year and remain in force to the date of this report.

Approved by the Board and signed on its behalf by:



Mr D Smith
Director
Date: 21 February 2018
Southgate House
Archer Street
Darlington
County Durham DL3 6AH

LIBRA CARECO HOLDINGS LIMITED

BALANCE SHEET As at 30 September 2017

	Notes	2017 £	2016 £
INVESTMENTS	4	2,060	2,060
DEBTORS	5	50	50
NET ASSETS		<u>2,110</u>	<u>2,110</u>
CAPITAL AND RESERVES			
Called-up share capital	6	2,110	2,110
Profit and loss account		-	-
SHAREHOLDERS' FUNDS		<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 2017 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 6 were approved and authorised for issue by the Board of Directors on 21 February 2018.

Signed on behalf of the Board of Directors



Mr D Smith
Director
21 February 2018

NOTES TO THE ACCOUNTS

For the year ended 30 September 2017

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 2017 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

No profit and loss account is presented with these financial statements because the Company has not received income, incurred expenditure or recognised any other items of comprehensive income during either the current or preceding financial year. There have been no movements in shareholders' funds during the current or preceding financial 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.

LIBRA CARECO HOLDINGS LIMITED

NOTES TO THE ACCOUNTS (Continued) For the year ended 30 September 2017

4. INVESTMENTS

	Shares in subsidiary undertakings £
Cost	
At 1 October 2016 and 30 September 2017	2,060
Provision	
At 1 October 2016	-
Write back of provision	-
At 30 September 2017	-
Net book value:	
At 30 September 2017	2,060
At 30 September 2016	2,060

At 30 September 2017, the Company held investments directly or indirectly in the following subsidiary undertakings:

Name	Country of incorporation	% Holdings	Principal activity
Libra CareCo Investments 1 Limited ^a	Great Britain	100%	Parent company of Libra Investments 2 Limited
Libra CareCo Investments 2 Limited ^a	Great Britain	100%	Parent company of Libra CareCo Limited and Libra GuaranteeCo Limited
Libra GuaranteeCo Limited ^a	Great Britain	100%	Dormant company
Libra CareCo Limited	Great Britain	100%	Parent company of NHP Limited
NHP Limited ^a	Great Britain	100%	Parent company of subsidiary undertakings with investment in care home properties
NHP Securities No.1 Limited ^a	Great Britain	100%	Investment in care home properties
NHP Securities No.2 Limited ^a	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 ^a	Great Britain	100%	Dormant company
NHP Securities No.9 Limited ^b	Jersey	100%	Dormant company
NHP Securities No.11 Limited ^b	Jersey	100%	Parent company of NHP Securities No.9 Limited
NHP Management Limited ^a	Great Britain	100%	Management of care home property portfolios
NHP Operations (York) Limited ^a	Great Britain	100%	Care home property development
LLNH Limited ^a	Great Britain	100%	Dormant company
Care Homes No. 1 Limited ^c	Cayman Islands	100%	Investment in care home properties

* held directly by Libra CareCo Holdings Limited. All others are indirect.

All shares held are ordinary shares.

^a The registered address is Southgate House, Archer Street, Darlington, County Durham, DL3 6AH.

^b The registered address is 47 Esplanade, St Helier, Jersey, Channel Islands, JE1 0BD.

^c The registered address is c/o Walkers Corporate Limited, Cayman Corporate Centre, 27 Hospital Road, George Town, Grand Cayman, KY1-9008, Cayman Islands.

LIBRA CARECO HOLDINGS LIMITED

NOTES TO THE ACCOUNTS (Continued) For the year ended 30 September 2017

5. DEBTORS

	2017 £	2016 £
Amount due by group undertaking*	<u>50</u>	<u>50</u>

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

6. CALLED-UP SHARE CAPITAL

	2017 £	2016 £
Called-up, allotted and fully paid: 211,000 ordinary shares at 1p each	<u>2,110</u>	<u>2,110</u>

7. SUBSEQUENT EVENTS

No other significant events are noted between the year ended 30 September 2017 and to the date of signing of this report.

8. 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.

9. CONTINGENT LIABILITIES

The Company and its group undertakings are guarantors to a facility agreement entered into by FC Skyfall Bidco Limited, the Company's intermediate parent undertaking. The facility is secured by a fixed and floating charge over the group assets and unlimited guarantee from its group undertakings. As at 21 February 2018 the outstanding loan amount is £281.3m.

10. 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 both the largest and the smallest 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. The registered address of FC Skyfall Upper Midco Limited is 40 Bank Street, Level 29, London, E14 5DS.

Copies of FC Skyfall Upper Midco Limited consolidated financial statements for the year ended 30 September 2017 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.