

**LIBRA CARECO CH3 PROPCO HOLDCO LIMITED**

**Report and Financial Statements**

**30 September 2015**



# **LIBRA CARECO CH3 PROPCO HOLDCO LIMITED**

## **REPORT AND FINANCIAL STATEMENTS 2015**

<b>CONTENTS</b>	<b>Page</b>
<b>Officers and professional advisers</b>	<b>1</b>
<b>Balance sheet</b>	<b>2</b>
<b>Notes to the financial statements</b>	<b>3</b>

# **LIBRA CARECO CH3 PROPCO HOLDCO LIMITED**

## **REPORT AND FINANCIAL STATEMENTS 2015**

### **OFFICERS AND PROFESSIONAL ADVISERS**

#### **DIRECTORS**

Mr C Patel (appointed on 12 November 2014)  
Mr D Smith (appointed on 12 November 2014)  
Mr J M J M Jensen (resigned on 12 November 2014)  
Mr P H Thompson (resigned on 12 November 2014)

#### **COMPANY SECRETARY**

D Smith

#### **REGISTERED OFFICE**

Southgate House  
Archer Street  
Darlington  
County Durham DL3 6AH

# LIBRA CARECO CH3 PROPCO HOLDCO LIMITED

## BALANCE SHEET 30 September 2015

	Note	2015 £	2014 £
INVESTMENT	4	<u>1</u>	<u>1</u>
NET ASSETS		<u>1</u>	<u>1</u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	5	1	1
Profit and loss account		-	-
<b>EQUITY SHAREHOLDERS' FUNDS</b>		<u>1</u>	<u>1</u>

LIBRA CARECO CH3 PROPCO HOLDCO LIMITED (registered number 5578204) did not trade during the current or preceding period and has made neither profit nor loss, nor any other recognised gain or loss.

For the year ending 30 September 2015 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 2 to 4 were approved and authorised for issue by the Board of Directors on 10 March 2016.

Signed on behalf of the Board of Directors



D Smith  
Director

## NOTES TO THE FINANCIAL STATEMENTS

### Year ended 30 September 2015

#### 1. ACCOUNTING POLICIES

The financial statements are prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards (as issued by Accounting Council). The particular accounting policies adopted are described below and they have been applied consistently during the year and the preceding year.

##### Exemption from consolidation

The Company is a wholly owned subsidiary of FC Skyfall Upper Midco Limite hence the Company has taken the advantage of the exemption under section 401 of the Companies Act 2006 from preparing a group accounts. These financial statements provide information about the Company as an individual undertaking and not about its group.

##### Investments

Fixed asset investments are stated at cost less provision for impairment.

##### Cash flow statement

As the Company is a wholly-owned subsidiary, it has taken exemption under the terms of Financial Reporting Standard 1 (revised 1996) 'Cash flow statements' from preparing a cash flow statement, as it is included in the consolidated financial statements of FC Skyfall Upper Midco Limited, which are publicly available.

#### 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 gains or losses during either the year under review or the preceding financial year. There have been no movements in shareholders' funds during the year under review or the preceding financial year.

#### 3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

The Company had no employees during the current and 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 in the current year and by NHP Management Limited, a group undertaking in the preceding year.

#### 4. INVESTMENT

At 30 September 2014 and 30 September 2015 £  
1

The investment held represents the holding of a 100% issued share capital of Libra CareCo CH3 Propco Limited, a company incorporated in the United Kingdom and registered in England and Wales on 29 September 2005.

The principal activity of Libra CareCo CH3 Propco Limited is the holding of freehold and long leasehold interests in predominantly modern, purpose-built care homes, the overriding leasehold interests of which have been sold to Care Homes No.3 Limited.

At 30 September 2015, the Company held investments either directly or indirectly in the following subsidiary undertakings:

Name	Country of incorporation	% Holdings	Principal activity
Libra CareCo CH3 PropCo Limited *	United Kingdom	100%	Investment in care home properties
Care Homes No.3 Limited	Cayman Islands	100%	Investment in care homes properties
NHP Securities No.10 Limited	Jersey	100%	Investment in care homes properties
NHP Securities No.12 Limited	Jersey	100%	Investment in care homes properties

\*held directly by Libra CareCo CH3 PropCo Holdco Limited.

All shares held are ordinary shares.

# LIBRA CARECO CH3 PROPCO HOLDCO LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 30 September 2015

### 5. SHARE CAPITAL

	2015	2014
	£	£
<b>Called up, allotted and fully paid:</b>		
1 Ordinary Share of £1	1	1

### 6. CONTINGENT LIABILITIES AND GUARANTEES

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. The facility is secured by a fixed and floating charge over the group assets and unlimited guarantee from its group undertakings. As at 10 March 2016 the outstanding loan amount is £278.2m.

### 7. POST BALANCE SHEET EVENTS

No post balance sheet event is noted.

### 8. RELATED PARTY TRANSACTIONS

In accordance with Financial Reporting Standard No. 8 "Related Party Disclosures", transactions with other undertakings within the FC Skyfall Upper Midco Limited group have not been disclosed in these financial statements.

No other related party transaction is noted.

### 9. PARENT UNDERTAKINGS

The immediate parent undertaking is NHP Holdco 1 Limited, a company incorporated and registered in the Cayman Islands.

The ultimate parent undertaking is FC Skyfall LP, a limited partnership incorporated and registered in the Cayman Islands. 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 2015 are available from the Companies House at Crown Way, Cardiff, Wales CF14 3UZ.