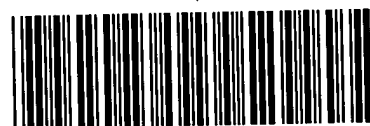


Registered number
06535173

Larch (Nursing Homes No. 2) Limited
Annual report and financial statements
for the year ended 30 September 2015

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Larch (Nursing Homes No. 2) Limited
Annual report and financial statements for the year ended 30 September 2015.
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Larch (Nursing Homes No. 2) Limited

Company information for the year ended 30 September 2015

Director

Mr G M Bignell

Company Secretary

Mr R N Luck

Independent Auditors

PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

1 Embankment Place

London

WC2N 6RH

Registered office

Quadrant House, Floor 6

4 Thomas More Square

London

E1W 1YW

Registered number

06535173

Larch (Nursing Homes No. 2) Limited
Strategic report for the year ended 30 September 2015

The director presents his strategic report for the year ended 30 September 2015.

Principal activities, review of the business and future developments

The company acts as a holding company. The company did not trade during the year or the preceding year and made neither a profit or a loss. Net liabilities were £135.5m at the year end (2014: £135.5m) due to an impairment of investment in a subsidiary in year ended 30 September 2011 of £135.5m.

The company intends to continue to invest in its properties to increase the licence fee income, however the future remains uncertain due to the financing situation described below under going concern.

Principal risks and uncertainties

The key business risks and uncertainties affecting the company are considered to relate to the fact that the company operates within a highly competitive market place. The director of the group has reviewed the group's exposure to credit risk, liquidity risk and cashflow risk. These risks and uncertainties are discussed in the company's ultimate parent's group annual report which does not form part of this report.

Financial risk management

The company's activities expose it to a number of financial risks including credit risk, cash flow risk and liquidity risk. Further discussion of the financial risk management objectives and policies, in the context of the group as a whole, are discussed in the company's ultimate parent's group annual report which does not form part of this report.

Key performance indicators

The company is managed by the director in accordance with the strategies of its ultimate parent company, Larch (Nursing Homes) Holdco Limited. For this reason, the director believes that key performance indicators for the company are not necessary or appropriate for an understanding of the development, performance or position of the business. These strategies and key performance indicators are discussed in the company's ultimate parent's group annual report which does not form part of this report.

Going concern

The company is funded by way of an on-demand loan from its intermediate parent which is, itself, funded by bank loans. Furthermore, the company has charged its assets to the lenders to its intermediate parent company.

Consequent to the financial difficulties experienced by the original tenant which operated the nursing homes rented from fellow group undertakings, the lenders to the intermediate parent have restructured the terms of the loans such that the lenders did not demand repayment of their loans prior to their maturity dates despite the intermediate parent being unable to fully service the loans or meet their financial covenants.

The loans were due for repayment on 16 January 2016 but remain unpaid as at the date of signing these financial statements. The non-repayment of the loans at the maturity dates gives the lenders the right to enforce their security including first ranking fixed charges over the group's property. At present there are no discussions with lenders with regard to a further extension and restructuring of the loans, which the director believes are necessary given the current cash generation from and valuation of the nursing homes. Accordingly, whilst the director expects that the group and the parent company will remain a going concern in the short term, there is considerable uncertainty in the future. These circumstances indicate the existence of a material uncertainty which may cast significant doubt about the group and the parent company's ability to continue as a going concern in the longer term. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

As the lenders have not indicated that they intend a break-up of the group and parent company, the financial statements have been prepared on a going concern basis.

By order of the board


Mr R N Luck
Company Secretary

29/07/2016

Larch (Nursing Homes No. 2) Limited
Director's report for the year ended 30 September 2015

The director presents his report and the audited financial statements for the year ended 30 September 2015.

Results and dividends

The company did not trade during the year or the preceding year and made neither a profit or a loss. The director does not recommend the payment of a dividend (2014: £nil).

The business review, financial risk management and going concern are included in the strategic report.

Director

The director of the company who served during the year and up to the date of signing the financial statements was as follows:

Mr G M Bignell

Qualifying third party indemnity provisions

The company maintains liability insurance for its director and officer. Following shareholder approval, the Company has also provided an indemnity for its director and the company secretary, which is a qualifying indemnity provision for the purposes of the Companies Act 2006.

The qualifying third party indemnity provision was in force during the financial year and also at the date of approval of these financial statements.

Disclosure of information to auditors

In so far as the director is aware:

- there is no relevant audit information of which the company's auditors are unaware; and
- the director has taken all steps that he ought to have taken to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

Independent auditors

In the absence of a notice proposing that their appointment be terminated, PricewaterhouseCoopers LLP, are deemed to have been re-appointed as auditors for the next year.

This report has been prepared in accordance with the special provisions relating to companies subject to the small companies regime within Part 15 of the Companies Act 2006.

By order of the board



Mr R N Luck

Company Secretary

29 JULY 2016

Larch (Nursing Homes No. 2) Limited

Statement of director's responsibilities for the year ended 30 September 2015

The director is responsible for preparing the strategic report, director's report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to prepare financial statements for each financial year. Under that law the director has prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the director must not approve the financial statements unless he is satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;

The director is 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 him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

By order of the board



Mr R N Luck

Company Secretary

29 JULY 2016

Independent auditors' report to the members of Larch (Nursing Homes No. 2) Limited

Report on the financial statements

Our opinion

In our opinion, Larch (Nursing Homes No. 2) Limited's financial statements (the "financial statements"):

- give a true and fair view of the state of the company's affairs as at 30 September 2015 and of its result for the year then ended;
 - have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
 - have been prepared in accordance with the requirements of the Companies Act 2006.
-

Emphasis of matter - Going concern

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements concerning the company's ability to continue as a going concern. The company is funded by way of an on-demand loan from its intermediate parent which is, itself, funded by bank loans. Furthermore, the company has charged its assets to the lenders to its intermediate parent company. The intermediate parent company's bank loans were due for repayment on 16 January 2016 but remain unpaid. Although the lenders have indicated to the director their intention not to exercise their first ranking fixed charges over the company's properties, they have indicated their intention to achieve maximum return through disposal of the nursing homes. Accordingly, whilst the director expects that the company will remain a going concern in the short term, there is considerable uncertainty in the future. These conditions, along with the other matters explained in note 1 to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

What we have audited

The financial statements, included within the Annual Report and financial statements (the "Annual Report"), comprise:

- the balance sheet as at 30 September 2015;
- the profit and loss account for the year then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

The financial reporting framework that has been applied in the preparation of the financial statements is United Kingdom Accounting Standards, and applicable law (United Kingdom Generally Accepted Accounting Practice).

In applying the financial reporting framework, the director has made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion, the information given in the Strategic Report and the Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

Director's remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of director's remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the director

As explained more fully in the Statement of Director's Responsibilities set out on page 4, the director is 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 express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

What an audit of financial statements involves

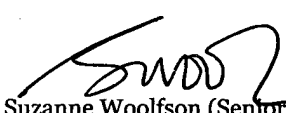
We conducted our audit in accordance with ISAs (UK & Ireland). An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of:

- whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed;
- the reasonableness of significant accounting estimates made by the director; and
- the overall presentation of the financial statements.

We primarily focus our work in these areas by assessing the director's judgements against available evidence, forming our own judgements, and evaluating the disclosures in the financial statements.

We test and examine information, using sampling and other auditing techniques, to the extent we consider necessary to provide a reasonable basis for us to draw conclusions. We obtain audit evidence through testing the effectiveness of controls, substantive procedures or a combination of both.

In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.



Suzanne Woolfson (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
29 July 2016

Larch (Nursing Homes No. 2) Limited
Profit and loss account
for the year ended 30 September 2015

The company did not trade during the year or the preceding year and made neither a profit or a loss. There were also no other recognised gains and losses for the current financial year or the preceding financial year. Accordingly, neither a profit and loss nor a statement of total recognised gains and losses have been presented.

Larch (Nursing Homes No. 2) Limited
Balance sheet
as at 30 September 2015

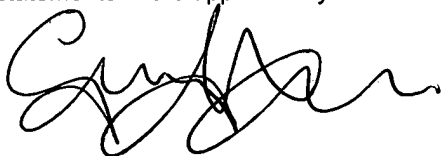
Registered number
06535173

	Note	2015 £	2014 £
Fixed assets			
Investments	4	1	1
Current assets			
Debtors	5	48,000,000	48,000,000
Creditors: amounts falling due within one year	6	(183,488,889)	(183,488,889)
Net current liabilities		<u>(135,488,889)</u>	<u>(135,488,889)</u>
Net liabilities		<u>(135,488,888)</u>	<u>(135,488,888)</u>
Capital and reserves			
Called up share capital	7	1	1
Profit and loss reserve	8	(135,488,889)	(135,488,889)
Total shareholder's deficit	9	<u>(135,488,888)</u>	<u>(135,488,888)</u>

These financial statements were approved by the Board on **29 JULY** 2016.

Mr G M Bignell
Director

29/07/2016



Larch (Nursing Homes No. 2) Limited
Notes to the financial statements
for the year ended 30 September 2015

1 Accounting policies

Basis of preparation

These financial statements are prepared on the going concern basis, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. The principal accounting policies, which have been applied consistently throughout the year, are set out below.

Going concern

The company is funded by way of an on-demand loan from its intermediate parent which is, itself, funded by bank loans. Furthermore, the company has charged its assets to the lenders to its intermediate parent company.

Consequent to the financial difficulties experienced by the original tenant which operated the nursing homes rented from fellow group undertakings, the lenders to the intermediate parent have restructured the terms of the loans such that the lenders did not demand repayment of their loans prior to their maturity dates despite the intermediate parent being unable to fully service the loans or meet their financial covenants.

The loans were due for repayment on 16 January 2016 but remain unpaid as at the date of signing these financial statements. The non-repayment of the loans at the maturity dates gives the lenders the right to enforce their security including first ranking fixed charges over the group's property. At present there are no discussions with lenders with regard to a further extension and restructuring of the loans, which the director believes are necessary given the current cash generation from and valuation of the nursing homes. Accordingly, whilst the director expects that the group and the parent company will remain a going concern in the short term, there is considerable uncertainty in the future. These circumstances indicate the existence of a material uncertainty which may cast significant doubt about the group and the parent company's ability to continue as a going concern in the longer term. The financial statements do not include the adjustments that would result if the company was unable to continue as a going concern.

Deferred taxation

Deferred tax is provided in respect of all timing differences that have originated, but not reversed, at the balance sheet date that give rise to an obligation to pay more or less tax in the future. Deferred tax is not recognised when fixed assets are revalued unless, by the balance sheet date, there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on sale has been recognised in the financial statements.

Deferred tax is measured on a non-discounted basis. A deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Cash flow statement

The company has taken advantage of the exemption permitted by Financial Reporting Standard 1, (revised 1996) from including a cash flow statement on the grounds that the company is wholly owned and its ultimate parent publishes a consolidated cash flow statement.

Larch (Nursing Homes No. 2) Limited
Notes to the financial statements
for the year ended 30 September 2015

1 Accounting policies (cont.)

Investment in subsidiary undertakings

Investments in subsidiary undertakings are recorded at cost plus incidental expenses less any provision for impairment. Impairment reviews are performed by the director when there has been an indication of potential impairment.

Exemption from consolidation

The financial statements contain information about Larch (Nursing Homes No. 2) Limited as an individual company and do not contain consolidated financial information as the parent of a group. The company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included by full consolidation in the consolidated financial statements of its ultimate parent, Larch (Nursing Homes) Holdco Limited, a company incorporated in England and Wales.

2 Operating result

	2015	2014
	£	£
This is stated after charging:		
Auditors' remuneration	-	-

Auditors' remuneration has been borne by Larch (Nursing Homes) Limited.

3 Director's emoluments

The director did not receive any emoluments in respect of his services to the company (2014: £nil).
The company has no employees (2014: nil) other than the director.

The emoluments of the director are paid by a related party which makes no recharge to the company. The director is an employee of that related party. It is not possible to make an accurate apportionment of his emoluments in respect of each of the fellow subsidiaries and related parties to which he provides services. Accordingly, the above details include no emoluments in respect of the director. The total emoluments of the director are included in the aggregate of employee wages and salaries included in the financial statements of Loopsign Limited.

Larch (Nursing Homes No. 2) Limited
Notes to the financial statements
for the year ended 30 September 2015

4 Investments

	£
Cost	
At 1 October 2014 and 30 September 2015	<u>1</u>

The company owns directly 100% of the issued ordinary share capital of Larch Group Holdings Limited, which is incorporated in Jersey.

The company has the following subsidiaries which are held indirectly and are incorporated in England & Wales (except where indicated):

<u>Company</u>	<u>Principal Activity</u>
Larch Boss Ltd	Property investment
Larch Funding (UK) Ltd	Treasury
Larch Life No.1 (UK) Ltd	Property investment
Larch Property Holdings Ltd (incorporated in Jersey)	Holding company

5 Debtors	2015	2014
	£	£
Amounts owed by group undertakings	<u>48,000,000</u>	<u>48,000,000</u>

The amounts owed by group undertakings are interest free, payable on demand and unsecured.

6 Creditors: amounts falling due within one year	2015	2014
	£	£
Amounts owed to group undertakings	<u>183,488,889</u>	<u>183,488,889</u>

The amounts owed to group undertakings are interest free, repayable on demand and unsecured.

7 Called up share capital	2015	2014
	£	£
Authorised:		
1,000 (2014: 1,000) Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>

	Nominal value	2015 Number	2015 £	2014 £
Allotted:				
Ordinary shares	£1 each	<u>1</u>	<u>1</u>	<u>1</u>

Larch (Nursing Homes No. 2) Limited
Notes to the financial statements
for the year ended 30 September 2015

8 Profit and loss reserve	2015
	£
At 1 October 2014	(135,488,889)
At 30 September 2015	<u>(135,488,889)</u>

9 Reconciliation of movements in shareholder's deficit	2015	2014
	£	£
At 1 October	(135,488,888)	(135,488,888)
At 30 September	<u>(135,488,888)</u>	<u>(135,488,888)</u>

10 Related party transactions

The company has taken advantage of the exemption under paragraph 3(c) from the provisions of FRS 8, 'Related Party Disclosures', on the grounds that it was a wholly owned subsidiary of a group headed by Larch (Nursing Homes) Holdco Limited, whose financial statements are publicly available.

11 Parent undertaking

The immediate parent undertaking is Larch (Nursing Homes) Limited, a company incorporated in England and Wales.

The ultimate parent undertaking is Larch (Nursing Homes) Holdco Limited, a company incorporated in England and Wales.

Larch (Nursing Homes) Holdco Limited is the parent undertaking of the smallest group of undertakings to consolidate these financial statements as at 30 September 2015. Larch (Nursing Homes) Holdco Limited is the parent undertaking of the largest group of undertakings to consolidate these financial statements at 30 September 2015. The consolidated financial statements of Larch (Nursing Homes) Holdco Limited can be obtained from the company secretary at:

Quadrant House, Floor 6
4 Thomas More Square
London
E1W 1YW

Due to the requirement for further debt restructuring referred to in note 1, the controlling parties are considered to be the lenders to a group undertaking of the company.