

NHP SECURITIES NO.3 LIMITED
Report and Financial Statements
30 September 2006

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REPORT AND FINANCIAL STATEMENTS 2006

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REPORT AND FINANCIAL STATEMENTS 2006

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

P V Taylor
R N Midmer

SECRETARY

R Mortimer

REGISTERED OFFICE

Block A, Upper Ground Floor
Dukes Court
Duke Street
Woking GU21 5BH

BANKERS

Barclays Bank Plc
South East Corporate Banking Centre
PO Box 112
Horsham
West Sussex RH12 1YQ

Bank of Scotland Plc
First Floor
8 Lochside Avenue
Edinburgh Park
Edinburgh EH12 9DJ

SOLICITORS

Eversheds LLP
Kett House
Station Road
Cambridge CB1 2JY

AUDITORS

Deloitte & Touche LLP
Chartered Accountants
London

DIRECTORS' REPORT

The Directors present their annual report and the audited financial statements for the year ended 30 September 2006

This directors' report has been prepared in accordance with the special provisions relating to small companies under section 246(4) of the Companies Act 1985

PRINCIPAL ACTIVITIES

Up until 17 October 2005, the principal activity of the Company has been the purchase of freehold and long leasehold interests in predominantly modern, purpose-built care homes, which have been leased back to care home operators

The Group strategy has been to use securitised debt to provide fixed rate, long term, non-recourse finance that matches the length of the leases. To achieve this, the beneficial interests by way of overriding leases on certain of the Company's properties have been transferred to Care Homes No 2 Limited, ("Care Homes 2") and Care Homes No 3 Limited, ("Care Homes 3"), the two companies which have issued the securitised debt

As of 17 October 2005 other than rental income from residential buildings, the Company had ceased to receive investment properties rental income following the disposal of the Company's freehold and long leasehold properties on 29 September 2005. The Company had further ceased to receive overriding lease rents following the disposal of its residual interests in freehold and long leasehold properties to its group undertakings namely Libra CareCo CH2 PropCo Limited (formerly 'TBG CareCo CH2 PropCo Limited') and Libra CH3 PropCo Limited (formerly 'TBG CareCo CH3 PropCo Limited')

The Company will continue to be a holding company of Ultima Holdings Limited. During the current or preceding year, Ultima Holdings Limited and its subsidiary undertakings have not traded. The Directors intend to continue these activities in the forthcoming year.

BUSINESS REVIEW

On 14 October 2005 the Group carried out a corporate restructuring, including the introduction of a new parent company, to provide greater strategic and financial flexibility. Libra CareCo Offshore SuperHoldCo Limited (formerly 'TBG CareCo Offshore SuperHoldCo Limited') became the ultimate parent company as of that date.

Following the corporate restructuring on 14 October 2005, on 17 October 2005 the Company sold 124 freehold and long leasehold residual property interests, in respect of which overriding leases have been granted to Care Homes No 2 Limited, to Libra CareCo CH2 PropCo Limited at a value of £224.2 million. In conjunction with the sale, the overriding lease agreements with Care Homes No 2 Limited have been assigned to that company. Part of the consideration has been funded by the issue of loan note of £72.1 million by the Company.

On 17 October 2006 the Company has further sold 119 freehold and long leasehold residual property interests, in respect of which overriding leases have been granted to Care Homes No 3 Limited, to Libra CareCo CH3 PropCo Limited, at a value of £167.9 million. In conjunction with the sale, the overriding lease agreements with Care Homes No 3 Limited have been assigned to that company. Part of the consideration has been funded by the issue of loan note of £47.7 million by the Company.

On 3 March 2006 Libra No 3 Limited, a subsidiary undertaking of The Royal Bank of Scotland plc acquired the entire issued share capital of Libra CareCo Offshore Superholdco Limited and the minority interest held outside Libra CareCo Offshore Superholdco Limited, in Libra CareCo Holdings Limited. The Royal Bank of Scotland plc became the ultimate parent company as of that date.

At 30 September 2006 the Company no longer holds an interest in the freehold or long leasehold residual property, other than three residential properties.

On 12 December 2006 Delta Commercial Property LP, a limited partnership incorporated in the Isle of Man acquired 100% issued share capital of Libra No 2 Limited, the immediate parent undertaking of Libra No 3 Limited from The Royal Bank of Scotland plc.

RESULTS

The results for the year ended 30 September 2006 are set out in the profit and loss account on page 8.

DIRECTORS' REPORT (Continued)

DIVIDENDS

No dividends in respect of the year are proposed (2005 £nil)

DIRECTORS

The following Directors served throughout the year and subsequently, except as noted

		<u>Date Appointed</u>	<u>Date Resigned</u>
J Murphy	Executive Director	-	3 March 2006
C Rutter	Executive Director	-	3 March 2006
P H Scott	Executive Director	-	3 March 2006
G K Sizer	Executive Director	-	3 March 2006
W Colvin	Executive Director	-	3 March 2006
P Aubery	Executive Director	3 March 2006	12 December 2006
T V Castledine	Executive Director	3 March 2006	12 December 2006
S B Eighteen	Executive Director	3 March 2006	12 December 2006
A C Farnell	Executive Director	3 March 2006	12 December 2006
N S Moy	Executive Director	3 March 2006	12 December 2006
P V Taylor	Executive Director	12 December 2006	-
R N Midmer	Executive Director	12 December 2006	-

The current Directors of the Company are detailed on page 1

No Director has, or had, any interests in the shares of the Company No Director holds a service contract with the Company and there is no Company share option scheme in existence

The Directors who served during the year and held shares in the former ultimate parent undertaking, Libra CareCo Holdings Limited are shown below

	At 30 September 2005
	Number of ordinary shares of 1p each
J Murphy	878
C Rutter	754
P H Scott	2,403
G K Sizer	1,333
W Colvin	3,064
Total	8,432

The shares were fully disposed of following the direct and indirect acquisition by Libra No 3 Limited of the issued share capital of that company on 3 March 2006

The following Directors were beneficially interested in the ordinary shares of The Royal Bank of Scotland Group plc

	At date of appointment on 3 March 2006	At 30 September 2006
P Aubery	1,811	1,967
T V Castledine	376	1,643
S B Eighteen	188	188
A C Farnell	15,277	12,506
N S Moy	338	1,507

DIRECTORS' REPORT (Continued)

DIRECTORS (Continued)

Options to subscribe for ordinary shares of 25p each in The Royal Bank of Scotland Group plc granted to and exercised during the period by the following Directors of the Company and connected persons are

	At date of appointment on 3 March 2006	Granted during the period		Exercised during the period		At 30 September 2006
		Options	Price (p)	Options	Price (p)	
P Aubery	6,697	-	-	-	-	6,697
T V Castledine	5,444	-	-	-	-	5,444
S B Eighteen	17,268	13,499	1,852	150	1,240	30,617
A C Farnell	-	-	-	-	-	-
N S Moy	9,661	-	-	-	-	9,661

Other than as disclosed, none of the Directors in office at 30 September 2006 had other disclosable interests in the shares of any other group undertaking

None of the Directors has had any interests in the shares of the new ultimate parent company, Delta Commercial Property LP

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

PAYMENTS TO CREDITORS

The Company's policy is to fix payment terms when agreeing the terms of each transaction. It is the Company's general policy to pay suppliers in accordance with the agreed terms and conditions provided that the supplier has complied with those terms. The creditor days for the Company at 30 September 2005, calculated in accordance with the Companies Act 1985 are 22 (2005: 17)

AUDITORS

In the case of each of the persons who are Directors of the Company at the date when this report is approved

- so far as each of the directors is aware, there is no relevant audit information (as defined in the Companies Act 1985) of which the Company's auditors are unaware, and
- each of the Directors has taken all the steps that they ought to have taken as a Director to make themselves aware of any relevant audit information (as defined) and to establish that the Company's auditors are aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985

Deloitte & Touche LLP have expressed their willingness to continue in office as auditors and a resolution to re-appoint them will be proposed at the forthcoming Annual General Meeting

Approved by the Board of Directors
and signed on behalf of the Board



R N Midmer
Director
Date: 30 March 2007

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to give a true and fair view of the state of affairs of the Company and of the profit and loss of the Company for that period. In preparing these financial statements, the Directors are required to

- (a) select suitable accounting policies and then apply them consistently,
- (b) make judgements and estimates that are reasonable and prudent,
- (c) state whether applicable UK Accounting Standards have been followed,
- (d) prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are 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.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF NHP SECURITIES NO.3 LIMITED

We have audited the financial statements of NHP Securities No 3 Limited for the year ended 30 September 2006, which comprise of the profit and loss account, the balance sheet, the statement of total recognised gains and losses, the reconciliation of movements in equity shareholders' funds, the note of historical cost profits and losses and the related notes 1 to 20. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The Directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the directors' report is consistent with the financial statements.

In addition, we report to you if, in our opinion, the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF NHP SECURITIES NO. 3 LIMITED (Continued)

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the Company's affairs as at 30 September 2006 and of its loss for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the directors' report is consistent with the financial statements

Deloitte & Touche LLP

Deloitte & Touche LLP

Chartered Accountants and Registered Auditors
London

Date *30 Nov 2007*

PROFIT & LOSS ACCOUNT

Year ended 30 September 2006

	Note	2006 £	2005 £
TURNOVER AND GROSS PROFIT	2	909,974	26,145,598
Other administrative expenses	3	(218,681)	(3,631,750)
Write back of bad and doubtful debts (net)		-	10,128,387
Net exceptional (costs)/ income	4	-	449,183
NET ADMINISTRATIVE (EXPENSES)/INCOME		<u>(218,681)</u>	<u>6,945,820</u>
OPERATING PROFIT		691,293	33,091,418
(Loss)/Gain on disposal of properties, overriding leases and fixed assets		(135,426)	51,628,898
Net interest payable and similar charges	5	<u>(3,707,705)</u>	<u>(6,096,618)</u>
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		(3,151,838)	78,623,789
Tax charge on (loss)/profit on ordinary activities	6	<u>(223,705)</u>	<u>(857,823)</u>
(LOSS)/PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		(3,375,543)	77,765,966
Equity dividends payable	7	-	-
Retained (loss)/profit for the financial year	16	<u><u>(3,375,543)</u></u>	<u><u>77,765,966</u></u>

Turnover and operating profit is wholly derived from continuing operations

BALANCE SHEET

30 September 2006

	Note	2006 £	2005 £
TANGIBLE FIXED ASSETS			
Residual property interests	8	-	392,083,430
Other fixed assets	8	605,112	2,061,230
INVESTMENTS	9	148,182,801	38,063,560
TOTAL FIXED ASSETS		148,787,913	432,208,220
CURRENT ASSETS			
Debtors	10	497,486,804	211,597,025
Cash at bank and in hand		296,225	3,132
		497,786,029	211,600,157
CREDITORS. amounts falling due within one year	11	(66,392,417)	(59,990,245)
NET CURRENT ASSETS		431,390,612	151,609,912
TOTAL ASSETS LESS CURRENT LIABILITIES		580,178,525	583,818,132
CREDITORS: amounts falling due after more than one year	13	(172,544,578)	(172,544,578)
PROVISIONS FOR LIABILITIES	14	-	(264,064)
NET ASSETS		407,633,947	411,009,490
CAPITAL AND RESERVES			
Called up share capital	15	2	2
Revaluation reserve	16	21,338	270,437,020
Revenue reserve	16	16,650	16,650
Profit and loss account	16	407,595,957	140,555,818
SHAREHOLDERS' FUNDS		407,633,947	411,009,490

These financial statements were approved by the Board of Directors on 30 March 2007

Signed on behalf of the Board of Directors



R N Midmer

Director

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

Year ended 30 September 2006

	Note	2006 £	2005 £
(Loss)/Profit for the year		(3,375,543)	77,765,966
Net surplus on revaluation of property interests	16	-	143,143,724
Total recognised gains and losses for the year		<u>(3,375,543)</u>	<u>220,909,690</u>

RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDERS' FUNDS

Year ended 30 September 2006

	Note	2006 £	2005 £
(Loss)/Profit for the year		(3,375,543)	77,765,966
Net surplus on revaluation of property interests	16	-	143,143,724
Net (decrease)/increase in shareholders' funds		(3,375,543)	220,909,690
Equity shareholders' surplus at the beginning of the year		411,009,490	190,099,800
Equity shareholders' surplus at the end of the year		<u>407,633,947</u>	<u>411,009,490</u>

NOTE OF HISTORICAL COST PROFITS AND LOSSES

Year ended 30 September 2006

	2006 £	2005 £
(Loss)/Profit on ordinary activities before taxation	(3,151,838)	78,623,789
Realisation of net valuation gains on disposal of property interests	270,415,682	30,221,286
Historical cost profit on ordinary activities before taxation	<u>267,263,844</u>	<u>108,845,075</u>
Historical cost profit retained for the year	<u>267,040,139</u>	<u>107,987,252</u>

NOTES TO THE ACCOUNTS

Year ended 30 September 2006

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements are prepared under the historical cost convention, as modified by the revaluation of investment, operated properties and residual property interests. The particular accounting policies adopted are described below. The financial statements are prepared in compliance with the Companies Act 1985 and applicable United Kingdom accounting standards except that, as explained below, investment properties are not depreciated.

The accounting policies have been followed consistently during the current and previous year.

Exemption from consolidation

The Company has not prepared consolidated financial statements as it is a subsidiary of a company incorporated in the Cayman Islands, Libra CareCo Offshore Superholdco Limited, which prepares consolidated financial statements under UK GAAP. These financial statements provide information about the Company as an individual undertaking and not about its group.

Turnover

Turnover represents amounts receivable on overriding lease rents and rental accommodation due in the normal course of business.

Valuation of properties

Residual property interests

Investment properties were valued by the Directors on a portfolio basis at Market Value in accordance with the Appraisal and Valuation Standards published by the Royal Institution of Chartered Surveyors. Residual freehold property interests represent freehold properties held for long term retention, which are subject to overriding leases granted. Residual property interests were valued using the residual income following the payment of costs in connection of the servicing of debts by Care Homes No. 1 Limited, Care Homes No. 2 Limited and Care Homes No. 3 Limited. The aggregate revaluation surplus or deficit is transferred to the revaluation reserve whilst any permanent impairment is charged to the profit and loss account.

Other fixed assets – land and buildings

The residential properties are held to provide accommodation to care employees of Southern Cross Healthcare Group Limited, a care home operator.

Depreciation

In accordance with Statement of Standard Accounting Practice No. 19, no depreciation has been provided in respect of residual property interests. Under the terms of the Company's leases, such properties are required to be maintained to a high standard by the tenants.

This treatment is a departure from the requirements of the Companies Act 1985, which requires all fixed assets to be depreciated over their effective useful lives. However, such property interests are not held for consumption, but for investment, and the Directors consider that systematic depreciation would be inappropriate and would not give a true and fair view. The accounting policy adopted and departure from the Companies Act 1985 is therefore necessary for the accounts to give a true and fair view. Depreciation is one of the factors reflected in the annual revaluation and amounts which might otherwise have been charged cannot be separately identified or quantified.

Land and buildings are depreciated in equal instalments over the estimated useful economic lives of each category of asset. The amount of depreciation, the calculation of which is based on the valuation less estimated residual value, is charged to the profit and loss account with an appropriate adjustment made to the revaluation reserve by the transfer of a sum from the revaluation reserve to the profit and loss account. The estimated useful economic lives are as follows:

Freehold land	no depreciation
Freehold buildings	50 years

NOTES TO THE ACCOUNTS**Year ended 30 September 2006****1 ACCOUNTING POLICIES (Continued)****Investments**

Investments held as fixed assets are stated at cost less provision for impairment

Taxation

Current tax, including UK corporation tax, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

Deferred tax is provided in full on timing differences which have originated at the balance sheet date and which could give rise to an obligation to pay more or less tax in the future. 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. Deferred tax is not recognised in respect of gains and losses on revalued assets unless the company has entered into a binding agreement to sell the assets and the gains or losses have been recognised in the profit and loss account. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Finance costs

Costs, which are incurred directly in connection with the raising of bank loans, are amortised over the life of the loan facility in accordance with Financial Reporting Standard No. 4, or written off fully when the existing facility was cancelled.

Interest

Interest receivable and interest payable are recognised in the financial statements on an accruals basis.

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 cash flow statement, as it is included in the consolidated financial statements of Libra CareCo Offshore Superholdco Limited, which are publicly available.

2. TURNOVER AND GROSS PROFIT

Turnover, which is stated net of value added tax, comprises the following from the Company's ordinary activities, which take place wholly within the United Kingdom

	2006 £	2005 £
Rental income - third parties	-	534,255
- Southern Cross Healthcare Group Limited	17,112	1,472,348
Commissions and fees received	1,890	23,695
Overriding lease rents received from		
Care Homes No 1 Limited	-	90,816
Care Homes No 2 Limited	531,374	12,207,243
Care Homes No 3 Limited	359,598	8,375,151
NHP Securities No 14 Limited	-	3,442,090
	<u>909,974</u>	<u>26,145,598</u>

Other than rental income from residential buildings, the Company has ceased to receive investment properties rental income following the disposal of the Company's freehold and long leasehold properties on 29 September 2005. The Company has further ceased to receive overriding lease rents following the disposal of its residual interests in freehold and long leasehold properties to its group undertakings namely Libra CareCo CH2 PropCo Limited and Libra CH3 PropCo Limited on 17 October 2005.

NOTES TO THE ACCOUNTS

Year ended 30 September 2006

3. ADMINISTRATIVE (EXPENSES)/INCOME

The Company had no employees during the current or preceding year

The Directors at year ended 30 September 2006 are executives of The Royal Bank of Scotland plc, the ultimate parent company. None of them received emoluments directly from the Company during the current year or preceding period.

Administrative expenses include

	2006 £	2005 £
Group management fees	397,374	1,100,764
Depreciation	11,052	2,178,963
Write back of receivership costs provision (net)	(174,437)	-
Auditors remuneration - audit services	15,829	42,277
- other services	-	29,375
	<u> </u>	<u> </u>

Other services in prior year relate to amounts paid to the Company auditors in respect of the sale of properties. This amount was charged to 'loss or gain on disposal of properties'.

4. EXCEPTIONAL ITEMS

	2006 £	2005 £
Write back of permanent diminution in value on property interests	-	1,300,000
Forgiveness of loan notes to Care Homes No 3 Limited	-	(850,817)
	<u> </u>	<u> </u>
	-	449,183
	<u> </u>	<u> </u>

5. NET INTEREST PAYABLE AND SIMILAR CHARGES

	2006 £	2005 £
Interest payable to NHP Limited on subordinated loan notes	(13,859,922)	(13,859,923)
Interest payable on bank loans	-	(91,470)
Interest payable - other	(7,070)	-
Finance costs, including amortisation of arrangement fees	(950)	(487,668)
Interest receivable on loan notes		
Care Homes No 2 Limited	185,184	185,103
Care Homes No 3 Limited	1,573,539	1,574,782
NHP Limited	255,438	138,876
NHP PropCo Limited	-	5,080,814
TBG PropCo Limited	-	354,811
Southern Cross Healthcare Group Limited	-	716,225
Group undertakings	8,037,373	191,105
Interest receivable on deposits	108,703	96,902
Other interest receivable	-	3,825
	<u> </u>	<u> </u>
	(3,707,705)	(6,096,618)
	<u> </u>	<u> </u>

NOTES TO THE ACCOUNTS

Year ended 30 September 2006

6. TAX ON PROFIT ON ORDINARY ACTIVITIES

	2006 £	2005 £
Corporation tax charge		
Current year	-	(1,070,984)
Prior year	642,352	-
	642,352	(1,070,984)
(Increase)/Decrease in estimate of recoverable deferred tax liability	(866,057)	213,161
Total tax charge	<u>(223,705)</u>	<u>(857,823)</u>
 (Loss)/Profit before tax	<u>(3,151,838)</u>	<u>78,623,789</u>
Tax on (loss)/profits at standard rate of 30% (2005 30%)	945,551	23,587,137
Factors affecting tax charge		
Permanent differences	(31,772)	(73,472)
Property on disposal of properties	-	(15,488,697)
Decrease in value of property interests	-	(390,000)
Capital allowances in excess of depreciation	-	(1,835,132)
Group relief for nil consideration	(913,779)	(1,721,226)
Non-taxable income	-	(3,007,626)
Current tax charge	<u>-</u>	<u>1,070,984</u>

The tax credit for the current year is lower than that resulting from applying the standard rate of corporation tax due to non-taxable income and group relief claimed for nil consideration

7 EQUITY DIVIDENDS PAYABLE

	2006 £	2005 £
Dividends payable of £nil (2005 £nil) per ordinary share	<u>-</u>	<u>-</u>

8. TANGIBLE FIXED ASSETS

Residual property interests

	Residual freehold property interests £	Residual long leasehold property interests £	Total £
Cost or valuation			
At valuation at 1 October 2005	328,770,356	63,313,074	392,083,430
Additions at cost	-	-	-
Disposal of residual freehold property at valuation	(328,770,356)	(63,313,074)	(392,083,430)
At valuation at 30 September 2006	<u>-</u>	<u>-</u>	<u>-</u>

NOTES TO THE ACCOUNTS

Year ended 30 September 2006

8. TANGIBLE FIXED ASSETS (continued)

At 30 September 2005 the notional apportionment of value between residual freehold and long leasehold properties had been calculated by the Directors according to the ratios of the pavement rents of the underlying assets

Gerald Eve, Chartered Surveyors and Property Consultant, valued the investment properties at 30 September 2005 at Market Value on a portfolio basis in accordance with the Appraisal and Valuation Standards published by the Royal Institution of Chartered Surveyors. The Directors calculated the residual property interests held at 30 September 2005 using the residual income, after servicing the debts of Care Homes 1 Limited, Care Homes 2 Limited and Care Homes 3 Limited. The Directors had not calculated a valuation of the individual residual property interests within the portfolio. The Directors had considered carefully and were of the opinion this method of valuation is appropriate, for the following reason

- the income received by the Company was the residual income for the portfolio, following the payment by Care Homes No 1 Limited, Care Homes No 2 Limited, Care Homes No 3 Limited, as appropriate, of all costs in connection with the servicing of the debt. These costs include interest payable, taxation, dividends and operating costs. The costs do not relate directly to the individual properties. They arise on the portfolio as a whole and were subsequently notionally apportioned to the individual properties for statutory reporting purposes

At 17 October 2005 the interests in the residual freehold and long leasehold properties were sold to Libra CareCo CH2 Propco Limited and Libra CareCo CH3 Propco Limited, the Company's group undertakings for £224,214,525 and £167,868,905 respectively

Other fixed assets	Land and buildings £	Buildings under extension work £	Total £
Cost or Valuation			
At 1 October 2005	746,302	1,325,066	2,071,368
Additions	-	37,693	37,693
Disposals	(120,000)	(1,362,759)	(1,482,759)
At 30 September 2006	626,302	-	626,302
Depreciation			
At 1 October 2005	(10,138)	-	(10,138)
Charge	(11,052)	-	(11,052)
At 30 September 2006	(21,190)	-	(21,190)
Net book value at 30 September 2006	605,112	-	605,112
Net book value at 30 September 2005	736,164	1,325,066	2,061,230

At 30 September 2006 the Company had contracted capital commitments not incurred or accrued of £nil (2005 £194,000)

NOTES TO THE ACCOUNTS

Year ended 30 September 2006

9. INVESTMENTS

	At 30 September 2005 £	Additions £	Disposals £	At 30 September 2006 £
Shares in subsidiary undertaking				
At cost or valuation				
Ultima Holdings Limited	1	-	-	1
Subordinated loan notes investment in				
Care Homes No 2 Limited	2,078,487	1,261	-	2,079,748
Care Homes No 3 Limited	23,841,468	-	-	23,841,468
NHP Limited	9,499,222	-	(9,499,222)	-
NHP Operations (York) Limited	2,644,382	61,565	(257,895)	2,448,052
Libra CareCo CH2 PropCo Limited	-	72,106,107	-	72,106,107
Libra CareCo CH3 PropCo Limited	-	47,707,425	-	47,707,425
	38,063,559	119,876,358	(9,757,117)	148,182,800
Total	38,063,560	119,876,358	(9,757,117)	148,182,801

Shares in subsidiary undertaking

The Company holds 100% of the issued ordinary share capital of Ultima Holdings Limited, a company incorporated in Great Britain. Ultima Holdings Limited and its subsidiary undertakings have not traded during the current or preceding year. Previously they were trading as nursing and residential care homes.

Subordinated loan notes investment

£2,064,230 (2005: £2,064,230) of the loan notes due by Care Homes No 2 Limited have no fixed repayment dates and bear interest of 8.91% per annum. A further £15,518 of loan notes are repayable on 2 January 2026 and also bear interest at 8.91% per annum.

The loan notes due by Care Homes No 3 Limited, which represent the consideration payable for the financing of overriding leases, have no fixed repayment dates and bear interest at 6.60% per annum.

The loan notes of £9,499,222 were issued to NHP Limited to finance the company's obligation under a loan agreement made between that company and Southern Cross Investments No 2 Limited. Following the acquisition of Libra No 3 Limited from the funds administered by The Blackstone Group, the loan notes were repaid on 3 March 2006.

As at 30 September 2006, a loan note of £2,448,052 was issued to NHP Operations (York) Limited, a group undertaking to enable that company to finance its care home development. The loan notes have no fixed repayment date and bear interest at 9.25% per annum.

The loan notes of £72,106,107 and £47,707,425 due by Libra CareCo CH2 PropCo Limited and Libra CareCo CH3 PropCo Limited respectively have no fixed repayment dates and bear interest at daily 12 month LIBOR plus 2%. The loan notes were issued to finance part consideration for the purchase of the interests in freehold and long leasehold residual properties.

Loan note of £5,500,000 was issued to Libra No 3 Limited to enable that company to repay cash to the preference equity holders of Libra No 2 Limited, the parent undertaking of Libra No 3 Limited. The loan note has no fixed repayment date and bears interest at LIBOR plus 2% per annum.

NOTES TO THE ACCOUNTS

Year ended 30 September 2006

9. INVESTMENTS (Continued)

Subordinated loan notes investment (Continued)

The Company has invested in 13,970,000 'C' Ordinary Shares in Ultima Holdings Limited which were retained at a £nil value at 30 September 2006 (2005 £nil) The shares carry no voting rights Ultima Holdings Limited and its subsidiary undertakings have not traded during the current or preceding year Previously they were trading as nursing and residential care homes

10. DEBTORS

	2006 £	2005 £
Trade debtors - other	17,213	13,257
Other debtors	4,609	98,117
Corporation tax debtor	597,353	-
Deferred tax (note 12)	-	866,057
Subordinated loan note interest receivable from		
Care Homes No 2 Limited	440,905	311,643
Care Homes No 3 Limited	944,852	1,742,904
Group undertakings	4,388,565	271,832
Amounts due by group undertakings	485,592,215	208,284,891
Amount due by Libra No 3 Limited	5,500,000	-
Prepayments and accrued income	1,092	8,324
	<u>497,486,804</u>	<u>211,597,025</u>

11. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2006 £	2005 £
Bank overdraft	-	40,136
Trade creditors	-	338,346
Other creditors	-	717,768
Corporation tax	-	670,984
Current account amounts owed to group undertakings	13,207,045	17,259,445
Current account amounts owed to Southern Cross Healthcare Group Limited	-	257,289
Interest on loan notes payable to NHP Limited	53,175,372	39,315,450
Accruals and deferred income	10,000	1,390,827
	<u>66,392,417</u>	<u>59,990,245</u>

12. DEFERRED TAXATION

	Provided		Unprovided	
	2006 £	2005 £	2006 £	2005 £
Accelerated capital allowances	-	(866,057)	-	-
Revaluation of investment properties	-	-	-	93,388,250
	<u>-</u>	<u>(866,057)</u>	<u>-</u>	<u>93,388,250</u>

NOTES TO THE ACCOUNTS

Year ended 30 September 2006

13 CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2006 £	2005 £
Loan notes due to NHP Limited	172,544,578	172,544,578
	<u>172,544,578</u>	<u>172,544,578</u>

Loan notes

Since 1997 NHP Limited has transferred proceeds from equity issues in consideration of loan notes to enable the Company to finance asset acquisitions. The loan notes have no fixed repayment dates and bear interest at 8.5% per annum (2005 8.5%). In 2002, following a Rights Issue by NHP Limited, the Company issued a further £32,254,764 of subordinated loan notes, bearing interest at 6.0% per annum, in consideration of a further transfer of funds. These loan notes have no fixed repayment date.

14. PROVISIONS FOR LIABILITIES

	At 30 September 2005 £	Cost incurred in the year £	Amount released in the year £	At 30 September 2006 £
Receivership support costs	264,064	(89,627)	(174,437)	-

15 CALLED UP SHARE CAPITAL

	2006 £	2005 £
Authorised:		
100 ordinary shares at £1 each	100	100
Called up, allotted and fully paid:		
2 ordinary shares at £1 each	2	2

16. RESERVES

	Revenue reserve £	Revaluation reserve £	Profit and loss account £
At 1 October 2005	16,650	270,437,020	140,555,818
Loss for the year	-	-	(3,375,543)
Transfer arising on the disposal of residual freehold and long leasehold properties	-	(270,415,682)	270,415,682
At 30 September 2006	<u>16,650</u>	<u>21,338</u>	<u>407,595,957</u>

17. CONTINGENT LIABILITIES AND GUARANTEES

The Company is one of the guarantors to a £1,172 million term loan facility agreement entered into by Libra No. 3 Limited with Credit Suisse on 15 January 2007 as disclosed in note 19 (c).

NOTES TO THE ACCOUNTS

Year ended 30 September 2006

18 RELATED PARTY TRANSACTIONS

- (a) In accordance with Financial Reporting Standard No 8 "Related Party Disclosures" transactions with other undertakings within the 'Libra CareCo Offshore Superholdco Limited' group (formerly within the 'TBG CareCo Holdings group) have not been disclosed in these financial statements. Although Care Homes No 1 Limited, Care Homes No 2 Limited and Care Homes No 3 Limited have been consolidated as part of that group by reason of contractual arrangements with Libra CareCo Offshore Superholdco Limited, they are not subsidiaries of that company, and therefore the exemption under Financial Reporting Standard No 8 "Related Party Disclosures" cannot be applied for transactions with Care Homes No 1 Limited, Care Homes No 2 Limited and Care Homes No 3 Limited. These transactions, which are disclosed in notes 2, 4, 5, 9 and 10 of these financial statements, comprise the granting of overriding leases over freehold and long leasehold properties and the receipt of overriding lease rents in connection with these properties.
- (b) At 30 September 2006 Libra No 3 Limited owed £5.5 million to the Company. The amount is disclosed in note 10 of the financial statement.

19. POST BALANCE SHEET EVENTS

- a) On 12 December 2006 Delta Commercial Property LP, a limited partnership incorporated in the Isle of Man acquired 100% issued share capital of Libra No 2 Limited, the immediate parent undertaking of Libra No 3 Limited from The Royal Bank of Scotland plc. Following the change on ownership, Mr P V Taylor and Mr R N Midmer have been appointed as Directors of the Company.
- b) The Company was one of the guarantors to a £1,106 million facility agreement entered into by Libra No 3 Limited and Libra No 2 Limited (together, the borrowers) with The Royal Bank of Scotland plc (the lender). The facility agreement was subsequently replaced by a new term loan facility agreement as has been disclosed in note 19 (c).
- c) The Company is one of the guarantors to a £1,172 million term loan facility agreement entered into by Libra No 3 Limited, as the borrower and Credit Suisse, as the lender on 15 January 2007.

20. PARENT UNDERTAKINGS AND CONTROLLING PARTIES

The immediate parent undertaking is NHP Limited, a company incorporated in Great Britain and registered in England and Wales. The ultimate parent undertaking and controlling party at 30 September 2006 is The Royal Bank of Scotland plc, a company incorporated in Great Britain and registered in Scotland. The Royal Bank of Scotland plc has an accounting period end of 31 December, as opposed to the Company's accounting year of 30 September, therefore the results of the Company are consolidated within Libra CareCo Offshore Superholdco Limited, its intermediate parent undertaking, a company incorporated and registered in the Cayman Islands. Libra CareCo Offshore Superholdco Limited is both the smallest and largest group including the Company for which consolidated accounts are prepared.

As of 12 December 2006, the new ultimate and parent undertaking is Delta Commercial Property LP, a limited partnership incorporated and registered in the Isle of Man. In the opinion of the Directors, there is no ultimate controlling party of that company.

Copies of the Libra CareCo Offshore Superholdco Limited consolidated financial statements to 30 September 2006, which include the results of the Company, are available from NHP Group at Block A, Upper Ground Floor, Dukes Court, Duke Street, Woking, Surrey GU21 5BH.

THESE ACCOUNTS
FORM PART OF THE
GROUP ACCOUNTS
OF COMPANY
No. 3287957

LIBRA CARECO OFFSHORE SUPERHOLDCO LIMITED
(FORMERLY 'TBG CARECO OFFSHORE SUPERHOLDCO
LIMITED')

Report and Financial Statements
30 September 2006

REPORT AND FINANCIAL STATEMENTS 2006

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REPORT AND FINANCIAL STATEMENTS 2006

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

D Egglishaw	Executive Director
J Cullinane	Executive Director
D Boggess	Executive Director

REGISTERED OFFICE

Walkers SPV Limited
Walker House
87 Mary Street
Cayman Islands
KY1 -9002

SOLICITORS

Eversheds LLP
Kett House
Station Road
Cambridge CB1 2JY

BANKERS

Barclays Bank PLC
South East Corporate Banking Centre
PO Box 112
Horsham
West Sussex RH12 1YQ

AUDITORS

Deloitte & Touche LLP
Chartered Accountants
London

DIRECTORS' REPORT

The Directors present their annual report and the audited consolidated financial statements for the year ended 30 September 2006. Comparative figures are presented, under merger accounting principles for the period from 25 November 2004 to 30 September 2005.

The financial statements have been prepared in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom accounting standards and applicable law which would apply if the Company was incorporated in Great Britain).

PRINCIPAL ACTIVITY

The principal activity of the Group is the purchase and retention of freehold and long leasehold interests, in modern, purpose-built care homes.

The principal activity of the Company is to act as a holding company, which conducts corporate activities on behalf of the Group. The Directors intend to continue these activities in the forthcoming year.

BUSINESS REVIEW

The Company was incorporated and registered in the Cayman Islands under the name of TBG CareCo Offshore Superholdco Limited on 13 October 2005. The name was subsequently changed to Libra CareCo Offshore Superholdco Limited on 6 March 2006.

On 14 October 2005 the Group carried out a corporate restructuring, including the introduction of this Company as the new parent company, to provide greater strategic and financial flexibility.

As part of the corporate restructuring on 14 October 2005, the funds managed by The Blackstone Group exchanged their holdings of 201,742 issued ordinary shares at £0.01 each in the previous parent company, Libra CareCo Holdings Limited (formerly 'TBG CareCo Holdings Limited') with the issued ordinary shares of Libra CareCo Offshore Equity Co Limited (formerly 'TBG CareCo Offshore Equity Co Limited') in the ratio of one Libra CareCo Offshore Equity Co Limited ordinary share of £0.01 each for each Libra CareCo Holdings Limited ordinary share of £0.01 each. The holdings owned by the funds managed by The Blackstone Group in Libra CareCo Offshore Equity Co Limited were subsequently rolled-over into the issued share capital of Libra CareCo Offshore TopCo Limited (formerly 'TBG CareCo Offshore TopCo Limited') in the ratio of one Libra CareCo Offshore TopCo Limited ordinary share of £0.01 each for each Libra CareCo Offshore Equity Co Limited ordinary share of £0.01 each. Following the completion of the roll-over into the issued share capital of Libra CareCo Offshore TopCo Limited, the holdings owned by the funds managed by The Blackstone Group were ultimately rolled-over into the issued share capital of Libra CareCo Offshore Superholdco Limited in the ratio of one Libra CareCo Offshore Superholdco Limited ordinary share of £0.01 each for each Libra CareCo Offshore TopCo Limited ordinary share of £0.01 each.

On 17 October 2005 the Group entered into a £327.0 million bridge loan facility agreement with Barclays Bank Plc, Citibank N.A. London, Prudential Finance (UK) Plc and The Royal Bank of Scotland plc (collectively 'the lenders').

Using part of the draw down bridge loan facility, on 20 October 2005 the Group repaid Deep Discount Bonds the nominal value of which was £314.5 million for issue price plus rolled up interest of £129.3 million. £1.6 million of the management unsecured bonds were redeemed on 4 November 2005.

On 2 March 2006, the Group sold its 25.01% shareholdings in G. R. Patrick & Co Limited at a total cost of £25,000.

On 3 March 2006, holders of 5,848 ordinary shares in Libra CareCo Holdings Limited rolled over their shareholding into Libra CareCo Offshore Equity Co Limited in the ratio of one Libra CareCo Offshore Equity Co Limited ordinary share of £0.01 each for each Libra CareCo Holdings Limited ordinary share of £0.01 each.

DIRECTORS' REPORT (continued)

BUSINESS REVIEW (continued)

Their shareholdings are further rolled over into Libra CareCo Offshore TopCo Limited in the ratio of one Libra CareCo Offshore TopCo Limited ordinary share of £0.01 each for each Libra CareCo Offshore Equity Co Limited ordinary shares of £0.01 each. Their shareholdings are ultimately rolled over to Libra CareCo Offshore Superholdco Limited in the ratio of one Libra CareCo Offshore Superholdco Limited ordinary shares of £0.01 each for each Libra CareCo Offshore TopCo Limited ordinary shares of £0.01 each.

Following the completion of shareholdings rolled over above, on the same date, Libra No. 3 Limited, a subsidiary undertaking of The Royal Bank of Scotland plc acquired 100% of the issued share capital of Libra CareCo Offshore Superholdco Limited and a minority interest of 3,411 ordinary shares of £0.01 each in Libra CareCo Holdings Limited. Libra No. 2 Limited became the ultimate parent company as of 3 March 2006.

At 30 September 2006, the Group owned 298 investment properties valued at £1,195.0 million (2005: 297 investment properties at £1,015.0 million).

On 17 November 2006, Care Homes No. 1 Limited, a group owned company, terminated its AAA rated Swap Deposit Agreement with General Re Financial Product Corporation which guaranteed to provide for the repayment of the £100 million Secured Notes at nominal value in April 2021. The terminated value was £54.5 million. The full amount was deposited in a General Investment Deposit Contract with The Royal Bank of Scotland plc on 17 November 2006 at compounded interest rate of 4.220140% per annum which is guaranteed to provide for the repayment of the £100 million of its Secured Notes at nominal value in April 2021. On the same date, Care Homes No. 2 Limited terminated its AAA rated Swap Deposit Agreement with General Re Financial Product Corporation which guaranteed to provide for the repayment of the £180 million Class A Secured Notes at nominal value in February 2023. The terminated value was £82.4 million. The full amount was deposited in a General Investment Deposit Contract with The Royal Bank of Scotland plc at compounded interest rate of 4.812011% per annum which is guaranteed to provide for the repayment of the £180 million Class A Secured Notes at nominal value in February 2023. Care Homes No. 3 Limited terminated its AAA rated Zero Coupon Notes issued by European Investment Bank which guaranteed to provide for the repayment of the £128 million Class A Secured Notes at nominal value in December 2028. The terminated value was £50.8 million. The full amount was deposited in a General Investment Deposit Contract with The Royal Bank of Scotland plc at compounded interest rate of 4.186857% per annum which is guaranteed to provide for the repayment of the £128 million Class A Secured Notes at nominal value in December 2028.

On 1 December 2006, NHP Securities No. 1 Limited, Libra CareCo CH2 PropCo Limited and Libra CareCo CH3 PropCo Limited acquired 100% of the issued share capital of Care Homes No. 1 Limited, Care Homes No. 2 Limited and Care Homes No. 3 Limited for price of £0.1 million, £0.4 million and £0.3 million respectively.

On 4 December 2006, Care Homes No. 1 Limited, Care Homes No. 2 Limited and Care Homes No. 3 Limited terminated their General Investment Deposit Contracts with The Royal Bank of Scotland plc, and the amounts received were £54.6 million, £82.6 million and £50.9 million respectively.

On 4 December 2006, Care Homes No. 1 Limited, Care Homes No. 2 Limited and Care Homes No. 3 Limited novated their Secured Notes to The Royal Bank of Scotland plc at market value of £138.4 million, £320.7 million and £261.0 million respectively.

On 12 December 2006, Delta Commercial Property LP, a limited partnership incorporated in the Isle of Man, acquired a 100% issued share capital of Libra No. 2 Limited, the immediate parent undertaking of Libra No. 3 Limited from The Royal Bank of Scotland plc.

DIRECTORS' REPORT (continued)**RESULTS**

The results of the Group for the year ended 30 September 2006 are set out in the consolidated profit and loss account on page 10. The loss for the year before taxation is £21.2 million (2005 profit before taxation for the period from 24 November 2004 to 30 September 2005 of £30.6 million). The material change in the results of the Group was principally due to corporate restructuring as set out in the business review. Other movements in reserves are shown in note 21 of the financial statements.

The principal Key Performance Indicators (KPIs) used by the Group to measure its own performance are shown below. The accounting period for the Group for the previous period was from 25 November 2004 to 30 September 2005 but the comparative trading results included in the Group were effectively from 18 February 2005 following the acquisition of NHP Limited on that date.

Due to an insignificant percentage of issued share capital owned by the minority interest holders during the current year at 1.62% (2005 4.39%), the principal Key Performance Indicators have been presented as if the Group owned 100% of the issued share capital.

	2006	2005	Increase/ (decrease)
Turnover	£66.6m	£46.7m	£19.9m
Operating profit excluding exceptional costs*	£64.6m	£44.2m	£20.4m
Operating cash flow after interest**	£(2.6m)	£20.0m	£(22.6)
Shareholders' funds#	£363.0m	£203.5m	£159.5m

Group turnover for the year ended 30 September 2006 was £66.6m as compared to £46.7m for the preceding period ended 30 September 2005. Based on the fact that the prior accounting period was from 25 November 2004 to 30 September 2005 and the current accounting period is for the year ended 30 September 2006, the effective increase in Group turnover is £2.2m as opposed to £19.9m. The adjusted 2005 Group turnover of £64.4m is calculated as the 2005 Group turnover of £46.7m plus rent excluded in that period of £24.2m due to a short accounting period, less rent for homes sold in 2005 of £6.5m. This produced a favourable variance of 3.4%, which is calculated based on the adjusted 2005 Group turnover.

*Operating profit excluding exceptional costs for the year ended 30 September 2006 is calculated as operating profit of £56.7m plus exceptional costs of £7.9m (period ended 30 September 2005 £42.7m plus £1.5m).

The effective improvement in operating profit excluding exceptional costs is £5.5m as compared to £20.4m. This produced a favourable variance of 9.3%, which is calculated based on the adjusted 2005 operating profit excluding exceptional costs. The adjusted 2005 operating profit excluding exceptional costs of £59.1m is calculated as operating profit excluding exceptional costs of £44.2m plus rent excluded in that period of £24.2m due to a short accounting period, less rent for homes sold in 2005 of £6.5m and less operating costs excluded in that period of £2.8m. The favourable variance is primarily due to better cost control in the current year.

**Operating cash flow after interest for the year ended 30 September 2006 is calculated as net cash inflow from operating activities of £56.8m less net cash outflow from returns on investment and servicing of finance of £59.4m (period ended 30 September 2005 £61.0m less £41.0m).

During the year ended 30 September 2006 the Group incurred and paid one off financing costs on various facility agreements terminated following corporate restructuring as noted in notes 1 'Corporate Restructuring' and 9 'Net Interest Payable and Similar Charges' of the financial statements. The Directors anticipate an improvement in the results of the Group in future accounting periods, following the restructuring outlined in note 32 'Post Balance Sheet Events'.

DIRECTORS' REPORT (continued)**RESULTS (continued)**

Shareholders funds (net of the share of minority interest holders) have increased from £203.5m at 30 September 2005 to £363.0m at 30 September 2006 principally due to the increase in the value of investment properties, which in turn is due to the third party tenants continued improvement to their profitability on NHP owned homes

DIVIDENDS

No dividends in respect of the year are proposed (period from 25 November 2004 to 30 September 2005 £nil)

DIRECTORS

The following Directors served throughout the period

<u>Directors</u>		<u>Date Appointed</u>
D Egglshaw	Executive Director	13 October 2005
J Cullinane	Executive Director	13 October 2005
D Boggess	Executive Director	13 October 2005

No Director has, or had, any interests in the shares of the Company or of any subsidiary undertaking. None of the Directors hold a service contract with the Company or with any subsidiary undertakings. There is no Company share option scheme in existence.

None of the Directors has had any interests in the shares of the new ultimate parent company, Delta Commercial Property LP.

FINANCIAL RISK MANAGEMENT

The Directors have the overall responsibilities for the Group in assessing risk and taking appropriate action.

Cash flow risk

The Group used derivative financial instruments to reduce the exposure to interest rate movements in line with the Group's risk management policies as approved by the Board of Directors. The interest rate swap agreements were terminated on 3 March 2006. The Group does not use derivative financial instruments for speculative purposes.

Credit risk

Credit risk is attributable to receivables in relation to rents receivable from third party tenants.

The Group has no significant concentration of credit risk, with exposure ultimately spread over a large number of third party tenants.

Liquidity risk

In order to maintain liquidity and to ensure that sufficient funds are available for ongoing operations and future developments, the Group continues to receive its support from Libra No 3 Limited, its immediate parent undertaking.

PAYMENT TO CREDITORS

The Group's policy is to fix payment terms when agreeing the terms of each transaction. It is the Group's general policy to pay suppliers in accordance with the agreed terms and conditions, provided that the supplier has complied with those terms. The creditor's days for the Group at 30 September 2006, calculated in accordance with the Companies Act 1985 were 10 (2005: 18). Creditor days for the Company at 30 September 2006 were nil (2005: nil).

DIRECTORS' REPORT (continued)

EMPLOYMENT POLICY

The Group supports the principle of Equal Opportunities in employment and opposes all forms of unfair and unlawful discrimination. The Group's employment policies are designed to attract, retain and motivate the very best people, recognising that this can be achieved only through offering equal opportunities regardless of gender, race, religion or disability.

THIRD PARTY INDEMNITY PROVISIONS

The Group 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.

AUDITORS

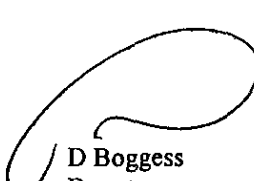
Each of the persons who is a Director at the date of approval of this report confirms that

- 1) so far as the Directors is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- 2) the Director has taken all the steps that he ought to have taken as a Director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985.

Deloitte & Touche LLP have expressed their willingness to continue in office as auditors and a resolution to re-appoint them will be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors
And signed on behalf of the Board



D Boggess
Director
Date 25 April 2007

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The Directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

The Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law which would apply if the company was incorporated in Great Britain) The financial statements are required by such law to give a true and fair view of the state of affairs of the company and of the Group and of the profit and loss of the Group for that period In preparing these financial statements, the Directors have elected to

- (a) select suitable accounting policies and then apply them consistently,
- (b) make judgements and estimates that are reasonable and prudent,
- (c) state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- (d) prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The Directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985 They are also responsible for safeguarding the assets of the company and Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website

**INDEPENDENT AUDITORS' REPORT
TO THE MEMBERS OF LIBRA CARECO OFFSHORE SUPERHOLDCO LIMITED
(formerly 'TBG CARECO OFFSHORE SUPERHOLDCO LIMITED')**

We have audited the Group and individual company non-statutory financial statements of Libra Careco Offshore Superholdco Limited (formerly 'TBG Careco Offshore Superholdco Limited') (the 'Company') for the year ended 30 September 2006, which comprise the consolidated profit and loss account, the balance sheets, the consolidated cash flow statement, the consolidated statement of total recognised gains and losses, the consolidated reconciliation of movements in shareholders' funds, the consolidated note of historical cost profits and losses and the related notes 1 to 33 (all expressed in Pounds Sterling) These non-statutory financial statements have been prepared under the accounting policies set out therein

This report is made solely to the Company's members, as a body Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditors' report and for no other purpose To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of directors and auditors

The directors are responsible for preparing the non-statutory financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law which would apply if the company was incorporated in Great Britain) They are also responsible for making available to us, as and when required, all the accounting records and all other relevant records and related information, including minutes of all management and shareholders' meetings

Our responsibility is to audit the non-statutory financial statements in accordance with International Standards on Auditing (UK and Ireland)

We report to you whether in our opinion the non-statutory financial statements are prepared in conformity with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law which would apply if the company was incorporated in Great Britain) and whether the information given in the Directors' Report is consistent with the non-statutory financial statements

Basis of audit opinion


We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the non-statutory financial statements It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the non-statutory financial statements and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the non-statutory financial statements are free from material misstatement, whether caused by fraud or other irregularity or error In forming our opinion, we also evaluated the overall adequacy of the presentation of information in the non-statutory financial statements

Opinion

In our opinion

- the non-statutory financial statements give a true and fair view, in all material respects, of the financial position of the Company as at 30 September 2006 and of its loss for the year then ended, in conformity with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law which would apply if the company was incorporated in Great Britain), and
- the information given in the Directors' Report is consistent with the non-statutory financial statements


Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
London, United Kingdom
Date 26 April 2007

CONSOLIDATED PROFIT AND LOSS ACCOUNT**Year ended 30 September 2006**

		Year ended 30 September 2006 £000	Period from 25 November 2004 to 30 September 2005 £000
	Notes		
TURNOVER AND GROSS PROFIT			
Continuing operations	3	66,565	46,717
Administrative expenses - ongoing		(1,956)	(2,546)
- exceptional	5	(7,882)	(1,489)
Total administrative expenses		(9,838)	(4,035)
OPERATING PROFIT			
Continuing operations	6	56,727	42,682
Share of associated undertaking's operating profit	7	31	23
Total operating profit		56,758	42,705
(Loss)/Profit on disposal of tangible fixed assets		(158)	41,098
Net loss on disposal of investments	8	(562)	(144)
Net interest payable and similar charges	9	(77,226)	(53,086)
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		(21,188)	30,573
Tax on (loss)/profit on ordinary activities	10	(411)	(200)
(LOSS)/PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION -		(21,599)	30,373
Equity minority interests	19	369	(1,333)
PROFIT FOR THE FINANCIAL YEAR/PERIOD		(21,230)	29,040
Dividend payable		-	-
RETAINED (LOSS)/PROFIT TRANSFERRED TO RESERVES	21	(21,230)	29,040

Results are derived wholly from continuing operations


During the year, the Group carried out a corporate restructuring including the introduction of this Company as the new parent undertaking. The profit and loss account has been prepared using merger accounting and is presented on a pro forma basis as if the new parent undertaking has been in existence throughout both the current year and the preceding period. Further information is given in note 1 of these financial statements.

LIBRA CARECO OFFSHORE SUPERHOLDCO LIMITED

BALANCE SHEETS at 30 September 2006

	Notes	Group 30 September 2006 £000	Group 30 September 2005 £000	Company 30 September 2006 £000
TANGIBLE FIXED ASSETS				
Investment properties	12	1,195,000	1,015,000	-
Other fixed assets	12	755	5,116	-
		<u>1,195,755</u>	<u>1,020,116</u>	-
INVESTMENTS	13	178,554	180,281	2
TOTAL FIXED ASSETS		<u>1,374,309</u>	<u>1,200,397</u>	<u>2</u>
CURRENT ASSETS				
Debtors	14	7,278	8,730	2
Short term investments	15	16,499	17,545	-
Cash at bank and in hand		452	48,030	-
		<u>24,229</u>	<u>74,305</u>	<u>2</u>
CREDITORS: amounts falling due within one year	16	<u>(16,309)</u>	<u>(21,382)</u>	<u>(3,795)</u>
NET CURRENT ASSETS/(LIABILITIES)		<u>7,920</u>	<u>52,923</u>	<u>(3,793)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>1,382,229</u>	<u>1,253,320</u>	<u>(3,791)</u>
CREDITORS: amounts falling due after more than one year	17	<u>(1,015,177)</u>	<u>(1,040,507)</u>	-
Equity minority interests	19	(4,098)	(9,342)	-
NET ASSETS/(LIABILITIES)		<u>362,954</u>	<u>203,471</u>	<u>(3,791)</u>
CAPITAL AND RESERVES				
Called up share capital	20, 22	2	2	2
Revaluation reserve	21, 22	354,531	174,429	-
Profit and loss account	21, 22	8,421	29,040	(3,793)
TOTAL SHAREHOLDERS' FUNDS/(DEFICIT)		<u>362,954</u>	<u>203,471</u>	<u>(3,791)</u>

These financial statements were approved by the Board of Directors on 25 April 2007
Signed on behalf of the Board of Directors


D Boggess
Director


J Cullinane
Director

CONSOLIDATED CASH FLOW STATEMENT
Year ended 30 September 2006

	Note	Year ended 30 September 2006 £000	Period from 25 November 2004 to 30 September 2005 £000
Net cash inflow from operating activities	23	56,795	60,959
Return on investments and servicing finance			
Interest paid		(61,049)	(42,485)
Other similar charges paid (net)		(25)	(394)
Interest received		1,703	1,836
Dividends received		-	27
Net cash outflow from returns on investments and servicing of finance		(59,371)	(41,016)
Taxation			
Corporation tax paid		(2,962)	(1,181)
Capital expenditure and financial investments			
Purchase of tangible fixed assets		(2,131)	(18,528)
Proceeds on disposal of fixed asset properties (net of disposal costs)		(135)	182,648
Proceeds on disposal of other fixed assets		15	95
Net cash (outflow)/inflow from investing activities		(2,251)	164,215
Acquisitions and disposals			
Net cash acquired with NHP Limited		-	3,961
Acquisition of NHP Limited		-	(582,143)
Proceeds on disposal of business held for resale (net of disposal costs)		-	41,381
Net costs on disposal of investments (net of disposal costs)		(40)	(144)
Net cash outflow from acquisitions and disposals		(40)	(536,945)
Net cash outflow before use of liquid resources and financing		(7,829)	(353,968)
Management of liquid resources			
Short term deposit investment (net)		1,046	4,073
Financing			
Loan notes			
Repaid/(Issued) of loan notes by/(to) Southern Cross Healthcare Group Limited		9,499	(9,499)
Issue of loan notes by Libra No 3 Limited		405,791	-
Issue of loan notes by Southern Cross Healthcare Group Limited group		-	29,800
Loan note repaid to Southern Cross Healthcare Group Limited group		-	(29,800)
Net cash inflow/(outflow) from the issue of loan notes		415,290	(9,499)
Equity			
Issue of ordinary shares		-	2
Net cash inflow from equity financing		-	2
Net cash inflow/(outflow) from financing activities carried forward		415,290	(9,497)

CONSOLIDATED CASH FLOW STATEMENT
Year ended 30 September 2006

	Year ended 30 September 2006 £000	Period from 25 November 2004 to 30 September 2005 £000
Net cash inflow/(outflow) from financing activities brought forward	415,290	(9,497)
External loans		
Bridging loans drawn down	325,000	390,000
Bridging loans repaid	(546,763)	(168,237)
Less Financing costs	(20,546)	(10,710)
Net cash (outflow)/inflow from bridging loan finance	(242,309)	211,053
Revolving credit drawn down	1,228	2,750
Revolving credit repaid	(2,818)	(1,160)
Net cash (outflow)/inflow of revolving credit finance	(1,590)	1,590
Deep discount bonds issued	-	196,606
Deep discount bonds repaid	(193,947)	(2,659)
Less Financing costs	(15,595)	(1,812)
Net cash (outflow)/inflow from deep discount bonds	(209,542)	192,135
Unsecured bonds issued	-	2,581
Unsecured bonds repaid	(2,581)	-
Net cash (outflow)/inflow from financing activities	(40,732)	397,862
(Decrease)/Increase in cash in the year/period	24 (47,515)	47,967

CONSOLIDATED STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
Year ended 30 September 2006

	Notes	Year ended 30 September 2006 £000	Period from 25 November 2004 to 30 September 2005 £000
(Loss)/Profit for the year/period	21	(21,230)	29,040
Net surplus on revaluation of properties	21	175,049	174,429
Total recognised gains and losses for the year/period		<u>153,819</u>	<u>203,469</u>

CONSOLIDATED RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS
Year ended 30 September 2006

	Notes	Year ended 30 September 2006 £000	Period from 25 November 2004 to 30 September 2005 £000
Retained (loss)/profit for the year/period	21	(21,230)	29,040
Issue of share capital		-	2
Net surplus on revaluation of properties	21	175,049	174,429
Net increase in shareholders' funds		<u>153,819</u>	<u>203,471</u>
Net increase following a reduction in minority interests' shareholding	19	5,664	-
Shareholders' funds at the beginning of year/period		<u>203,471</u>	<u>-</u>
Shareholders' funds at end of year/period		<u>362,954</u>	<u>203,471</u>

CONSOLIDATED NOTE OF HISTORICAL COST PROFITS AND LOSSES
Year ended 30 September 2006

	Year ended 30 September 2006 £000	Period from 25 November 2004 to 30 September 2005 £000
(Loss)/profit on ordinary activities before taxation	<u>(21,188)</u>	<u>30,573</u>
Historical cost (loss)/profit on ordinary activities before taxation	<u>(21,188)</u>	<u>30,573</u>
Historical cost (loss)/profit retained for the year/period	<u>(21,230)</u>	<u>29,040</u>

NOTES TO THE ACCOUNTS
Year ended 30 September 2006

1. Corporate restructuring

During the year the Group carried out a corporate restructuring including the introduction of a new parent company, Libra CareCo Offshore Superholdco Limited, incorporated on 13 October 2005. Libra CareCo Offshore Superholdco Limited indirectly acquired a 98.4% issued share capital of the former parent company, Libra CareCo Holdings Limited. The exchange is in the ratio of one Libra CareCo Offshore Superholdco Limited ordinary shares of £0.01 each for each Libra CareCo Holdings Limited ordinary shares of £0.01 each.

On the basis that the acquisition was a share for share exchange and the restructuring represented a change in identity of the parent company rather than an acquisition of a business, the Directors have considered that merger accounting is more appropriate to present a true and fair view of the state of affairs of the Group and of its results.

2. ACCOUNTING POLICIES

Basis of accounting

The consolidated financial statements are prepared under the historical cost convention, as modified by the revaluation of investment properties, and in accordance with all applicable United Kingdom law and accounting standards. The consolidated financial statements incorporate the financial statement of the Company and its subsidiary undertakings for the year ended 30 September 2006 and the comparative figures are for the period from 25 November 2004 to 30 September 2005 on the basis set out in note 1. A summary of principal accounting policies, all of which have been applied consistently during the current year and the previous period, is set out below.

Basis of consolidation

The financial statements consolidate the financial statements of the Company and its subsidiaries, together with those of Care Homes No 1 Limited ('Care Homes 1'), Care Homes No 2 Limited ('Care Homes 2') and Care Homes No 3 Limited ('Care Homes 3'). Care Homes 1, Care Homes 2 and Care Homes 3 are not subsidiary undertakings of the Group, however, by reason of contractual arrangement between the Group and Care Homes 1, Care Homes 2 and Care Homes 3, under FRS 5 'Reporting the Substance of Transactions', the financial statements of Care Homes 1, Care Homes 2 and Care Homes 3 are required to be consolidated as part of the Group. Summaries of the financial statements of Care Homes 1, Care Homes 2 and Care Homes 3 are disclosed in notes 27 to 29 of the financial statements.

Turnover

Turnover comprises the value of goods and services provided and is attributable to the principal activity of the Group.

Valuation of land and building

Investment properties

The cost of investment properties is purchase cost, any incidental costs of acquisition and the cost of capital improvements. Investment properties represent freehold and long leasehold properties held for long term retention. In accordance with SSAP No 19 'Accounting for Investment Properties', these investment properties are valued by the Directors on a portfolio basis at Market Value. In previous period, qualified external valuers valued investment properties. The aggregate revaluation surplus or deficit is transferred to the revaluation reserve whilst any permanent diminution in value is charged to the profit and loss account.

Other fixed assets – land and buildings

The residential properties are held to provide accommodation to care employees of Southern Cross Healthcare Group Limited and are recorded at cost at 30 September 2006.

Capital expenditure on the investment properties portfolio assets

Capital expenditure incurred on a leased care home, which improves the physical condition above the level required in the lease and which enhances the property's value, is capitalised. Otherwise such capital expenditure is charged to the profit and loss account.

NOTES TO THE ACCOUNTS

Year ended 30 September 2006

2. ACCOUNTING POLICIES (continued)

Valuation of land and building (continued)

Care homes under construction

Assets in the course of construction are carried in the accounts at cost. The costs of construction include the costs of financing the construction and other costs that are directly attributable to bringing the asset into working condition for its intended use. Capitalisation of finance and other costs normally cease at the date of registration of the home. On the completion date of registration of the care home on 2 March 2006, the total costs of construction were reclassified to 'investment property'.

The purchase cost of land whereby the development works were undertaken was reclassified to 'investment property'.

Depreciation

In accordance with SSAP No 19, no depreciation is provided in respect of investment properties. Under the terms of the Group's leases, freehold and long leasehold properties are required to be maintained to a high standard by its tenants.

The fact that no depreciation is provided in respect of the investment properties is a departure from the requirements of the Companies Act 1985, which requires all fixed assets to be depreciated over their effective useful lives. However, such properties are not held for consumption, but for investment, and the Directors consider that systematic depreciation would be inappropriate and would not give a true and fair view. The accounting policy adopted and departure from the Companies Act 1985 are therefore necessary for the accounts to give a true and fair view. Depreciation is one of the factors reflected in the annual revaluation, and amounts, which might otherwise have been charged, cannot be separately identified or quantified.

Land and buildings within other fixed assets are depreciated in equal instalments over the estimated useful lives of each category of asset. The amount of depreciation, the calculation of which is based on cost less estimated residual value, is charged to the profit and loss account. The estimated useful lives are as follows:

Freehold land	no depreciation
---------------	-----------------

Freehold building	50 years
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Other fixed assets are stated at cost less depreciation, which is provided at rates calculated to write off the cost in equal amounts over their anticipated useful lives as follows:

Short leasehold improvements	remaining period of lease
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Office equipment and fixtures	5 years
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Motor vehicles	5 years
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Care homes under construction	no depreciation until completion
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Investments and disposals

Investments held as fixed assets are stated at cost less provision for any impairment in value.

The profit or loss on disposal of investments arising from the difference between the carrying amount of the investment and the proceeds of sale was charged to the profit and loss account at the date of disposal.

Business held for resale

In accordance with FRS 7 'Fair values in Acquisition Accounting', the Group's investment in Highfield Care group, acquired through the acquisition of NHP Limited, was held exclusively with a view to subsequent resale. Therefore, the investment is separately disclosed as business held for resale and recorded as a current asset on the acquisition balance sheet of NHP Limited. The value attributed to Highfield Care group was fair value, based on the net proceeds received from the subsequent resale. The results of Highfield Care group during the period of ownerships from 18 February 2005 to 8 April 2005 have been excluded from the consolidated financial statements.

NOTES TO THE ACCOUNTS

Year ended 30 September 2006

2. ACCOUNTING POLICIES (continued)

Deferred taxation

Deferred tax is provided in full on timing differences which have originated at the balance sheet date and which could give rise to an obligation to pay more or less tax in the future. 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. Deferred tax is not recognised in respect of gains and losses on revalued assets unless the company has entered into a binding agreement to sell the assets and the gains or losses have been recognised in the profit and loss account. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

Secured Notes

The amount paid for the secured notes acquired from NHP Limited is recorded at cost. The unwinding of fair value adjustment of secured notes, the calculation of which is based on cost less redemption amount, is charged to the profit and loss account at a constant rate over the lives of the secured notes.

Finance costs

Costs which are incurred directly in connection with the raising of bank loans, secured notes, deep discount bonds or unsecured bonds are amortised at a constant rate over the lives of the loan facility, secured notes, deep discount or unsecured notes in accordance with FRS 4 'Capital Instruments'. The cost is written off fully when the existing facility is cancelled.

Interest

Interest receivable and interest payable are recognised in the financial statements on an accruals basis. Interest on Deposit Swap Agreement and Zero Coupon Bonds is capitalised on a monthly basis over their respective lives. Discount on secured notes, being interest paid in advance, are amortised over the lives of the secured notes. Discount on deep discount bonds, being the accrued interest, was capitalised on an annual basis over the lives of the deep discount bonds. Interest on unsecured bonds was accrued on a monthly basis over the lives of the unsecured bonds.

Leased assets

Rental paid under operating leases are charged to the profit and loss account on an accrual basis over the life of the lease.

Pension

The Group contributes to the personal pensions of their staff (including Directors) at rates of 10% to 20% of basic salary, which is charged to the profit and loss account as incurred.

A stakeholder pension scheme exists for all staff of the Libra CareCo Offshore Superholdco Limited Group.

Financial instruments

The Group uses derivative financial instruments to reduce exposure to interest rate movements in line with the Group's risk management policies. The Group does not enter into derivative financial instruments for speculative purposes. Amounts payable or receivable in respect of the interest rate swaps are recognised as adjustments to interest expense over the period of the contracts.

NOTES TO THE ACCOUNTS

Year ended 30 September 2006

3. TURNOVER AND GROSS PROFIT

Turnover, which is stated net of value added tax, comprises the following from the Group's ordinary activities, which take place wholly within the United Kingdom

	Year ended 30 September 2006 £000	Period from 25 November 2004 to 30 September 2005 £000
Pavement rent	65,476	44,926
Turnover rent	981	1,703
Commissions and fees receivable	108	88
	<u>66,565</u>	<u>46,717</u>

4. STAFF COSTS

The aggregate payroll costs were as follows

Group	Year ended 30 September 2006 £000	Period from 25 November 2004 to 30 September 2005 £000
Wages and salaries	1,443	1,240
Termination payments* - cash	294	1,110
- non cash	1	101
Social security costs **	184	180
Pension – defined contribution	274	116
	<u>2,196</u>	<u>2,747</u>

* Termination payments in respect of the Group's restructuring following the acquisition in 2005 of NHP Limited (formerly NHP Plc) have been disclosed under note 5 'Exceptional costs'

** Includes social security costs incurred on termination payments of £8,000 (period ended 30 September 2005 £118,000)

All the current Directors receive their emoluments from Walkers SPV Limited, who in turn has a corporate services agreement signed with the Company and the Group for the provision of directors and secretarial services. The total fees charged for these services to the Group for the current year were £14,000 (2005 £14,000). The fees charged to the Company for the current year were £4,667 (2005 £4,667).

Company

There are no staff costs incurred by the Company during the current year or in the preceding period. All staff costs have been borne by NHP Management Limited, a group undertaking.

Average number of employees (including Directors):	Year ended 30 September 2006 No.	Period from 25 November 2004 to 30 September 2005 No.
Group		
Administrative	<u>12</u>	<u>19</u>

NOTES TO THE ACCOUNTS**Year ended 30 September 2006****5. EXCEPTIONAL COSTS**

The following exceptional costs have been incurred or provided for and are included in total administrative expenses

	Year ended 30 September 2006	Period from 25 November 2004 to 30 September 2005
	£000	£000
Termination payments*	195	1,329
Loyalty payment to employees*	869	102
Group restructuring costs*	6,509	-
Cost of abortive deals	309	58
	<u>7,882</u>	<u>1,489</u>
Tax effect	nil	nil

* All costs incurred are related to various corporate restructuring activities

6 OPERATING PROFIT

Group operating profit is arrived after charging

	Year ended 30 September 2006	Period from 25 November 2004 to 30 September 2005
	£000	£000
Depreciation of other fixed assets	45	50
Operating lease rentals - buildings	137	85
Auditors' remuneration (including VAT)		
- Auditors' remuneration - Group audit	119	105
- Company audit	20	15
- Auditing accounts of subsidiaries pursuant to regulations	9	7
- Tax services	118	72
- Other services*	5	-

* relate to VAT advisory services

In addition to the above, the following amounts have been paid to the Group auditors in respect of the stated group taxation services for the year ended 30 September 2006

(a) £300,000 was incurred in respect of tax opinion given on a group restructuring including the introduction of new parent undertakings. This amount is reported within 'Exceptional costs' in note 5

(b) £358,373 (including VAT) was incurred in respect of tax opinion given on a new refinancing undertaken by new corporate entities. This amount is reported within bank 'finance costs' in note 9

The amounts (including VAT) paid to the Group auditors in respect of group taxation services for the year ended 30 September 2005 is as follows

(a) £353,000 was incurred in respect of the sale of investment in Southern Cross EquityCo Limited. This amount had been set off against the loss on disposal of investment referred to in note 8

(b) £840,000 was incurred in respect of the sale of investments in Highfield Care group. This amount had been set off against the proceeds received from the business held for resale

(c) £275,000 was incurred in respect of the sale of properties. This amount had been set off against the profit on disposal of tangible fixed assets

(d) Libra CareCo Limited (formerly 'TBG CareCo Limited') incurred £529,000 in respect of the NHP acquisition. This amount had been capitalised in the acquisition costs of that company

NOTES TO THE ACCOUNTS

Year ended 30 September 2006

7. SHARE OF ASSOCIATED UNDERTAKING'S OPERATING PROFIT

	Year ended 30 September 2006 £000	Period from 25 November 2004 to 30 September 2005 £000
Share of associated undertaking's operating profit	31	23

8. NET LOSS ON DISPOSAL OF INVESTMENTS

	Year ended 30 September 2006 £000	Period from 25 November 2004 to 30 September 2005 £000
Group		
Loss on disposal of investments	562	144

On 2 March 2006 NHP Limited sold its 25.01% shareholding in G R Patrick & Co Limited, the principal activity of which was that of an insurance brokerage specialising in healthcare

On 6 May 2005, Libra CareCo Investments 1 Limited (formerly 'TBG CareCo Investments 1 Limited') disposed of a 30% shareholding in Southern Cross EquityCo Limited

NOTES TO THE ACCOUNTS

Year ended 30 September 2006

9 NET INTEREST PAYABLE AND SIMILAR CHARGES

	Year ended 30 September 2006 £000	Period from 25 November 2004 to 30 September 2005 £000
Group		
<u>Interest receivable</u>		
Interest receivable on deposits	1,152	911
Interest receivable - loan to Southern Cross Healthcare Group Limited group	255	235
Interest receivable - outstanding sales ledger balances of Southern Cross Healthcare Group Limited group	-	675
Other interest receivable	166	153
Interest receivable from Deposit Swap Agreements and Zero Coupon Notes	8,258	5,046
Unwinding of fair value adjustment of secured notes	3,829	2,359
Associates		
Interest receivable	7	18
	<u>13,667</u>	<u>9,397</u>
<u>Interest payable:</u>		
Interest payable on bank loans	(9,100)	(15,452)
Interest payable on secured notes	(37,347)	(22,958)
Interest payable on non-secured bonds	(27)	(117)
Interest payable - loan from Southern Cross Healthcare Group Limited group	-	(425)
Interest payable - loan from Libra No 3 Limited	(15,699)	-
Other interest payable	(258)	(1)
Amortisation of discount and issue costs on deep discount bonds	(5,311)	(12,392)
Amortisation of discount and issue costs on secured notes	(1,134)	(719)
Finance costs *	(22,014)	(10,412)
Associates		
Interest payable	(3)	(7)
	<u>(90,893)</u>	<u>(62,483)</u>
Net interest payable and similar charges	<u>(77,226)</u>	<u>(53,086)</u>

* Finance costs include an amount of £266,000 (2005 £7,326,000) charged to the profit and loss account based on a change in facility period following a replacement of an old facility with a new facility agreement dated 17 October 2005. The new facility was terminated on 3 March 2006 resulting a further amount written off of £6,260,000 (2005 £nil). The Group was required to pay £14,646,000 (2005 £nil) breakage fees on early termination of the two interest rate swap agreements on 17 October 2005. This amount has further been included within finance costs.

LIBRA CARECO OFFSHORE SUPERHOLDCO LIMITED

NOTES TO THE ACCOUNTS

Year ended 30 September 2006

10. TAX CHARGE ON (LOSS)/PROFIT ON ORDINARY ACTIVITIES

Group	Year ended 30 September 2006 £000	Period from 25 November 2004 to 30 September 2005 £000
Corporation tax	-	104
Income tax	344	151
Current tax charge	344	255
Share of associate's tax	-	29
Total current tax charge	344	284
Deferred tax charge/(credit)	84	(84)
Total current tax charge - Income tax - prior years	428 (17)	200 -
Total tax charge on profit on ordinary activities	411	200
Effective tax rate	-	1%

Reconciliation of current tax charge	Year ended 30 September 2006 £000	Period from 25 November 2004 to 30 September 2005 £000
(Loss)/Profit on ordinary activities before taxation	(21,188)	30,573
Tax on (loss)/profit at standard rate of 30%	(6,357)	9,172
Factors affecting the change		
Non-taxable income	(3,044)	-
Non deductible expenses	2,885	-
Capital allowances for period in excess of depreciation	(2,246)	(2,127)
Loss/(Profit) on disposals	206	(12,286)
Chargeable gains	310	1,956
Utilisation of brought forward losses	(171)	(842)
Permanent timing differences	-	(354)
Differences in tax rate	(903)	(280)
Increase in losses carried forward	9,664	5,045
Group tax charge for the current year/period	344	284

11. PARENT COMPANY PROFIT AND LOSS ACCOUNT

	Year ended 30 September 2006 £000
Loss for the financial year, including dividends from subsidiary undertakings, after taxation	(3,793)

The Company has taken the advantage of section 230 of the Companies Act 1985 and consequently a profit and loss account for the Company alone is not presented

NOTES TO THE ACCOUNTS
Year ended 30 September 2006

12. TANGIBLE FIXED ASSETS

Investment properties	Freehold investment properties	Long leasehold investment properties	Total
Group	£000	£000	£000
Cost or valuation			
At 1 October 2005	989,259	25,741	1,015,000
Adjustments – on acquisition of NHP Limited in prior period *	(2,001)	-	(2,001)
Additions at cost	588	10	598
Reclassification from other fixed assets 'care homes under construction'	5,565	-	5,565
Net surplus on revaluation			
- attributable to the Group	169,634	5,415	175,049
- attributable to minority interests	765	24	789
At 30 September 2006	<u>1,163,810</u>	<u>31,190</u>	<u>1,195,000</u>

*relate to the restatement of net assets acquired from NHP Limited at 18 February 2005 in accordance with FRS 7 'Acquisition accounting'

The notional apportionment of value between freehold investment properties and long leasehold investment properties has been calculated by the Directors according to the ratios of the pavement rents of the underlying assets

Investment properties were valued at 30 September 2006 by the Directors (2005 Gerald Eve, National Property Advisors) on the basis of Market Value on a portfolio basis in accordance with the Appraisal and Valuation Standards published by the Royal Institution of Chartered Surveyors

NOTES TO THE ACCOUNTS

Year ended 30 September 2006

12. TANGIBLE FIXED ASSETS (Continued)

Other fixed assets	Freehold Land and buildings £000	Short leasehold improvements £000	Office equipment, fixtures and fittings £000	Motor vehicles £000	Care homes under construction £000	Total £000
Group						
Cost or valuation						
At 1 October 2005	742	3	80	62	4,279	5,166
Reclassification from accumulated depreciation	-	-	-	16	-	16
Adjustments	-	-	-	(1)	-	(1)
Additions at cost	-	-	1	-	1,286	1,287
Disposals	-	-	(47)	(62)	-	(109)
Reclassification to investment properties at cost	-	-	-	-	(5,565)	(5,565)
At 30 September 2006	742	3	34	15	-	794
Accumulated depreciation						
At 1 October 2005	(6)	-	(20)	(24)	-	(50)
Reclassification to cost	-	-	-	(16)	-	(16)
Adjustments	-	-	-	(3)	-	(3)
Charge for the year	(11)	(1)	(23)	(10)	-	(45)
Disposals	-	-	36	39	-	75
At 30 September 2006	(17)	(1)	(7)	14	-	(11)
Net book value						
At 30 September 2006	725	2	27	1	-	753
At 30 September 2005	736	3	60	38	4,279	5,116

The costs of care home under construction incurred were in respect of the development of an 80 bed care home. The costs of construction include a retention amount of £42,000 (2005 £70,000). The capitalised interest for the year ended 30 September 2006 was £120,000 (2005 £133,000). At the date of registration of the care home on 1 March 2006 the costs of construction were transferred to investment property.

At 30 September 2006 the Company had contracted capital commitments not completed or accrued of £nil (2005 £1,325,000).

NOTES TO THE ACCOUNTS

Year ended 30 September 2006

13. INVESTMENTS

Group	Care Homes 1 Deposit Swap Agreement £000	Care Homes 2 Deposit Swap Agreement £000	Care Homes 3 Zero Coupon Notes £000	Investment in associated undertaking £000	Loan notes to related group undertaking £000	Total £000
At 1 October 2005	47,920	79,270	43,106	486	9,499	180,281
Accumulated compound interest for the year	2,331	3,862	2,065	-	-	8,258
Retained profit for the period from 1 October 2005 to 2 March 2006	-	-	-	37	-	37
Cost of exercised Call Option	-	-	-	15	-	15
Disposal	-	-	-	(538)	(9,499)	(10,037)
At 30 September 2006	50,251	83,132	45,171	-	-	178,554

Care Homes Deposit Swap Agreements and Zero Coupon Notes

Care Homes 1 Deposit Swap Agreement

The Deposit Swap Agreement of £50.25 million represents the premium paid by Care Homes 1 Limited of £46.49 million in respect of an AAA rated Deposit Swap Agreement with General Re Financial Products Corporation, which together with accumulated interest of £3.76 million, guarantees to provide for the repayment of £121.80 million (or £100.0 million at nominal value) Class A1 and Class A2 Secured Notes in 2021. The mark to market valuation of the Deposit Swap Agreement at 30 September 2006 is disclosed in note 27.

On 17 November 2006, Care Homes 1 terminated its AAA rated Swap Deposit Agreement with General Re Financial Product Corporation at terminated value of £54.48 million. The full amount was deposited in a General Investment Deposit Contract with The Royal Bank of Scotland plc on 17 November 2006 at compounded interest rate of 4.220140% per annum, which guaranteed to provide for the repayment of the £121.80 million (the nominal value of which is £100.0 million) Secured Notes in April 2021.

On 4 December 2006 Care Homes 1 terminated its General Investment Deposit Contract with The Royal Bank of Scotland plc and received an amount of £54.59 million. The entire amount has been utilised towards the repayment of the Secured Notes on 4 December 2006 as disclosed in note 32 (k).

Care Homes 2 Deposit Swap Agreement

The Deposit Swap Agreement of £83.13 million represents the premium paid by Care Homes 2 of £76.95 million in respect of an AAA rated Deposit Swap Agreement with General Re Financial Products Corporation, which together with accumulated interest of £6.18 million, guarantees to provide for the repayment of £193.21 million (the nominal value of which is £180.0 million) Class A Secured Notes in 2023. The mark to market valuation of the Deposit Swap Agreement at 30 September 2006 is disclosed in note 28.

On 17 November 2006, Care Homes 2 terminated its AAA rated Swap Deposit Agreement with General Re Financial Product Corporation at terminated value of £82.37 million. The full amount was deposited in a General Investment Deposit Contract with The Royal Bank of Scotland plc on 17 November 2006 at compounded interest rate of 4.812011% per annum, which guaranteed to provide for the repayment of the £193.21 million (the nominal value of which is £128.0 million) Class A Secured Notes in February 2023.

On 4 December 2006 Care Homes 2 terminated its General Investment Deposit Contract with The Royal Bank of Scotland plc and received amount of £82.55 million. The entire amount has been utilised towards the repayment of the Secured Notes on 4 December 2006 as disclosed in note 32 (k).

NOTES TO THE ACCOUNTS**Year ended 30 September 2006****13. INVESTMENTS (continued)****Care Homes Deposit Swap Agreements and Zero Coupon Notes (Continued)****Care Homes 3 Zero Coupon Notes**

The Zero Coupon Notes of £45.17 million represents the consideration paid by Care Homes 3 of £41.81 million in respect of AAA rate Zero Coupon Notes issued by European Investment Bank, which together with accumulated interest of £3.36 million, guarantee to provide for the repayment of £146.91 million (or £128.0 million at nominal value) Class A Secured Notes in 2028. The mark to market valuation of the Zero Coupon Notes at 30 September 2006 is disclosed in note 29.

On 17 November 2006, Care Homes 3 terminated its AAA rated Zero Coupon Notes issued by European Investment Bank at terminated value of £50.79 million. The full amount was deposited in a General Investment Deposit Contract with The Royal Bank of Scotland plc on 17 November 2006 at compounded interest rate of 4.186857% per annum, which guaranteed to provide for the repayment of the £146.91 million (or £128.0 million at nominal value) Class A Secured Notes in December 2028.

On 4 December 2006 Care Homes 3 terminated its General Investment Deposit Contract with The Royal Bank of Scotland plc and received amount of £50.89 million. The entire amount has been utilised towards the repayment of the Secured Notes on 4 December 2006 as disclosed in note 32 (k).

Investment in associated undertaking

G R Patrick & Co Limited represents a 25.01% shareholding in that company, the principal activity of which was that of an insurance brokerage specialising in healthcare.

The Company exercised the Call Option to purchase the 310 and 15,201 option shares for a price of £15,000 from the two directors of G R Patrick & Co Limited, thereby increased its shareholding of the Company from 9.50% at 30 September 2005 to 25.01% on 1 December 2005.

On 2 March 2006, the Company disposed of the entire 25.01% shareholding in G R Patrick & Co Limited for £25,000.

Loan notes to related group undertaking

A loan note of £9,499,000 was issued to Southern Cross Investments No 2 Limited, a care home operator who was formerly a related group undertaking ultimately owned by the funds administered by The Blackstone Group. The loan was to enable that company to repay amounts owed to Care Homes 1, Care Homes 2 and Care Homes 3 Limited. The loan notes bear interest at base rate plus 2% per annum.

Following the acquisition by The Royal Bank of Scotland plc of 100% of the issued share capital of Libra CareCo Offshore Superholdco Limited from the funds administered by The Blackstone Group, the loan notes were fully repaid on 3 March 2006.

Company

	2006 £000
At 13 October 2005	-
Shares in Libra CareCo Offshore TopCo Limited (formerly 'TBG CareCo Offshore TopCo Limited')	2
Shares in Libra CareCo CH3 PropCo HoldCo Limited (formerly 'TBG CareCo CH3 PropCo HoldCo Limited')	-
At 30 September 2006	<u>2</u>

NOTES TO THE ACCOUNTS

Year ended 30 September 2006

13. INVESTMENTS (continued)

At 30 September 2006, the Company held investments either directly or indirectly in the following subsidiary undertakings

<u>Name</u>	<u>Country of incorporation</u>	<u>% Holdings</u>	<u>Principal activity</u>
Subsidiary undertakings			
Libra CareCo Offshore TopCo Limited (formerly 'TBG CareCo Offshore TopCo Limited')*	Cayman Islands	100%	Investment company in group undertaking with investment in care homes properties
Libra CareCo Offshore Equity Co Limited (formerly 'TBG CareCo Offshore Equity Co Limited')	Cayman Islands	100%	Investment company in group undertaking with investment in care homes properties
Libra CareCo CH2 PropCo HoldCo Limited (formerly 'Libra CareCo CH2 PropCo HoldCo Limited')	Great Britain	100%	Investment company in group undertaking with investment in care homes properties
Libra CareCo CH2 PropCo Limited (formerly 'Libra CareCo CH2 PropCo Limited')	Great Britain	100%	Investment company in group undertaking with investment in care homes properties
Libra CareCo CH3 PropCo HoldCo Limited (formerly 'Libra CareCo CH3 PropCo HoldCo Limited')	Great Britain	100%	Investment company in group undertaking with investment in care homes properties
Libra CareCo CH3 PropCo Limited (formerly 'Libra CareCo CH3 PropCo Limited')	Great Britain	100%	Investment company in group undertaking with investment in care homes properties
Libra CareCo Holdings Limited (formerly 'TBG CareCo Holdings Limited')	Great Britain	98.4%	Investment company in group undertaking with investment in care homes properties
Libra CareCo Investments 1 Limited (formerly 'TBG CareCo Investments 1 Limited')	Great Britain	100%	Parent company of Libra Investments 2 Limited
Libra CareCo Investments 2 Limited (formerly 'TBG CareCo Investments 2 Limited')	Great Britain	100%	Parent company of Libra CareCo Limited and Libra GuaranteeCo Limited
Libra GuaranteeCo Limited (formerly 'TBG GuaranteeCo Limited')	Great Britain	100%	Investment company in group undertaking with investment in care home properties
Libra CareCo Limited (formerly 'TBG 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 6 Limited	Great Britain	100%	Investment in care home properties
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

NOTES TO THE ACCOUNTS

Year ended 30 September 2006

13. INVESTMENTS (continued)

Subsidiary undertakings (Continued)

Name	Country of incorporation	% Holdings	Principal activity
NHP Operations (York) Limited	Great Britain	100%	Care home property development
LLNH Limited	Great Britain	100%	Partner in LLHNP Partnership
Ultima Holdings Limited	Great Britain	100%	Immediate parent company of Ultima Group undertakings
Ultima Healthcare Limited	Great Britain	100%	Care home operator
Eton Hall Homes Limited	Great Britain	100%	Care home operator
Ultima Care Limited	Great Britain	100%	Care home operator
Platinum Healthcare Limited	Great Britain	100%	Care home operator

* held directly by Libra CareCo Offshore Superholdco Limited All others are held indirectly by the subsidiaries of Libra CareCo Offshore Superholdco Limited

On 1 December 2006, the following acquisitions took place

- NHP Securities No 1 Limited acquired 100% of the issued share capital of Care Homes No 1 Limited, a company incorporated and registered in the Cayman Islands,
- Libra CareCo CH2 PropCo Limited acquired 100% of the issued share capital of Care Homes No 2 Limited, a company incorporated and registered in the Cayman Islands Care Homes No 2 Limited has in turn owned 100% issued 'A' and 'B' ordinary shares of £1 each in NHP Securities No 5 Limited and NHP Securities No 8 Limited,
- Libra CareCo CH3 PropCo Limited acquired 100% of the issued share capital of Care Homes No 3 Limited, a company incorporated and registered in the Cayman Islands Care Homes No 3 Limited has in turn owned 100% issued 'A' and 'B' ordinary shares of £1 each in NHP Securities No 10 Limited and 100% issued share capital of NHP Securities No 12 Limited

14. DEBTORS

Group	2006 £000	2005 £000
Trade debtors	105	72
Other debtors	20	92
Corporation tax	1,441	45
Deferred tax asset (note 18)	-	84
Amount due from Libra No 3 Limited	5,500	-
Amount due from Southern Cross Healthcare Group Limited group	-	6,487
Prepayments and accrued income	212	1,950
	<u>7,278</u>	<u>8,730</u>

Company	2006 £000
Prepayments and accrued income	<u>2</u>

NOTES TO THE ACCOUNTS

Year ended 30 September 2006

15. SHORT TERM INVESTMENTS

	2006	2005
Group	£000	£000
Short term deposits held by Care Homes 1	7,869	7,830
Short term deposits held by Care Homes 2	2,630	3,915
Short term deposits held by Care Homes 3	6,000	5,800
	<u>16,499</u>	<u>17,545</u>

At 30 September 2006 £3,644,000 of the short term deposits in Care Homes 1 was reserved to meet interest and other liabilities. The remainder of the short term deposits in Care Homes 1, 2 and 3 were required to meet short term interest on Secured Notes. As of 4 December 2006, the reserved amount was no longer required following the novation of Secured Notes on that date (see note 32 (k)).

16. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2006	2005
Group	£000	£000
Revolving credit facility draw down (see below)	-	1,590
Bank overdrafts	-	63
Interest payable – secured notes	9,836	9,753
Interest payable – bank loans	-	41
Interest payable – Libra No 3 Limited	1,449	-
Other creditors	163	2,370
Taxation and social security	28	154
Corporation tax	2	1,549
Income tax	113	1,713
Amounts due to Libra No 3 Limited	4,007	-
Amount due to Southern Cross Healthcare Group Limited group	-	971
Accruals and deferred income	711	3,178
	<u>16,309</u>	<u>21,382</u>

At 30 September 2005, £1,590,000 was drawn down on the £10 million revolving credit facility entered into with Barclays Bank PLC and Citibank N A London on 29 November 2004 (as amended on 29 September 2005). This loan was due to mature on 17 February 2010 and bears interest at LIBOR plus 2% per annum. The revolving credit facility had been replaced with a £2 million facility within a new £327 million facility agreement dated 17 October 2005. The maturity of the revolving facility was on 17 February 2007 and bears interest rate at LIBOR plus 2% per annum. Following the acquisition by Libra No 3 Limited, a subsidiary undertaking of The Royal Bank of Scotland plc on 3 March 2006, the revolving facility was cancelled.

	2006
Company	£000
Amounts due to Libra No 3 Limited	3,780
Amounts due to other group undertakings	15
	<u>3,795</u>

NOTES TO THE ACCOUNTS

Year ended 30 September 2006

17. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

Group	2006 £000	2005 £000
Bridging loans due between two and five years	-	221,763
Less Unamortised finance costs	-	(266)
	-	221,497
Class A1 Secured 8% Notes due 2021	78,648	78,648
Class A2 Secured 8 5% Notes due 2021	43,152	43,152
Unwinding of fair value adjustment	(2,202)	(839)
Less Unamortised issue costs	(1,741)	(1,862)
Unamortised discount on issue	(466)	(498)
Net Secured Notes – Care Homes 1	117,391	118,601
Class A Secured 5 75% Notes due 2023	193,212	193,212
Class M Secured 6 65% Notes due 2005	67,152	67,152
Class B Secured 7 65% Notes due 2025	28,192	28,192
Unwinding of fair value adjustment	(1,668)	(636)
Less Unamortised issue costs	(5,124)	(5,436)
Unamortised discount on issue	(361)	(384)
Net Secured Notes – Care Homes 2	281,403	282,100
Class A Secured 6 125% Notes due 2028	146,905	146,905
Class M Secured 7 125% Notes due 2030	51,370	51,370
Class B Secured 8 25% Notes due 2030	29,933	29,933
Unwinding of fair value adjustment	(2,318)	(884)
Less Unamortised issue costs	(13,335)	(13,922)
Unamortised discount on issue	(1,963)	(2,022)
Net Secured Notes – Care Homes 3	210,592	211,380
Deep Discount Bonds 10% due 2015	-	503,199
Less Unamortised issue costs	-	(1,697)
Unamortised discount on issue	-	(297,271)
Net Deep Discount Bonds	-	204,231
Unsecured bonds 10% due 2015	-	2,581
Rolled up interest	-	117
Unsecured bonds	-	2,698
Loan notes due to Libra No 3 Limited	405,791	-
	1,015,177	1,040,507

NOTES TO THE ACCOUNTS

Year ended 30 September 2006

17. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR (continued)

Bridging loans

At 30 September 2005, a £221,763,000 bridging loan was fully drawn on the term loan facility within the bridging loan facility agreement dated 29 November 2004 (as amended on 29 September 2005), entered into with Barclays Bank Plc and Citibank N A London. The bridging loan was due to mature on 17 February 2010 and bears interest at LIBOR plus 2%. The facility was secured by a fixed and floating charge on group assets and unlimited guarantee from its group undertakings. The facility had been subsequently cancelled following a replacement by a new facility agreement on 17 October 2005. The new facility agreement was for £327 million, which made up of a £325 million term loan and £2 million revolving credit facility entered into with Barclays Bank Plc, Citibank N A London, Prudential Finance (UK) Plc and The Royal Bank of Scotland plc.

On 3 March 2006 the Group cancelled the entire facility of £327 million following the acquisition by Libra No 3 Limited.

The Group entered into an interest rate swap agreement for £222 million notional value of which, £111m was with Barclays Bank PLC and £111m with Citibank N A London. The interest rate swap had a maturity date on 18 February 2030 and fixed interest rate at 3 month LIBOR of 4.89% per annum.

On 17 October 2005, the Group entered into a further interest rate swap contract for a notional value of £103m of which, £51.5m was with Barclays Bank Plc and £51.5m with Citibank N A London. The new interest swap contract had a maturity date on 18 February 2010 and fixed interest rate at three month LIBOR of 4.708% per annum.

The intentions of the interest rate swaps were to fix the interest rates on the term loan facility.

On 3 March 2006, the Group cancelled all the interest rate swap agreements following the acquisition by Libra No 3 Limited.

Secured Notes

The Care Homes 1 Secured Notes are non-recourse to the Company and its group undertakings, and were secured, inter alia, by charges over the overriding leases and the rents receivable thereunder, over the Deposit Swap Agreement with General Re Financial Products Corporation, which at 30 September 2006 amounted to £50,251,000 including accrued interest (see note 13), and over the cash and short term investment balances, which at 30 September 2006 amounted to £7,869,000.

On 4 December 2006, the Care Homes 1 redeemed the entire £121,800,000 Secured Notes, due 9 April 2021 at market value of £138,404,000 as disclosed in note 32 (k).

The Care Homes 2 Secured Notes are non-recourse to the Company and its group undertakings, and were secured, inter alia, by charges over the overriding leases and the rents receivable thereunder, over the Deposit Swap Agreement with General Re Financial Products Corporation, which at 30 September 2006 amounted to £83,132,000 including accrued interest (see note 13), and over the cash and short term investment balances, which at 30 September 2006 amounted to £2,630,000.

On 4 December 2006, Care Homes 2 redeemed the entire £288,556,000 Secured Notes due 15 February 2003 and 15 February 2025 at market value of £320,712,000 as disclosed in note 32 (k).

The Care Homes 3 Secured Notes are non-recourse to the Company and its group undertakings, and were secured, inter alia, by charges over the overriding leases and the rents receivable thereunder, over the Zero Coupon Notes with European Investment Bank, which at 30 September 2006 amounted to £45,171,000 including accrued interest (see note 13), and over the cash and short term investment balances, which at 30 September 2006 amounted to £6,000,000.

On 4 December 2006, Care Homes 3 redeemed the entire £228,208,000 Secured Notes due 15 December 2028 and 15 December 2030 at market value of £260,971,000 as disclosed in note 32 (k).

NOTES TO THE ACCOUNTS

Year ended 30 September 2006

17. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR (continued)

Deep Discount Bonds

The deep discount bonds 10% 2015 were unconditional unsecured debt and rank pari passu among themselves

As at 30 September 2006, the deep discount bonds held by funds administered by The Blackstone Group at nominal value were redeemed as follows

	At 1 October 2005	Repayment	At September 2006
	£000	£000	£000
BCP (Cayman) IV LP	254,265	(254,265)	-
BCP (Cayman) IV A LP	4,028	(4,028)	-
BFI (Cayman) IV A LP	11,971	(11,971)	-
BPP (Cayman) IV LP	700	(700)	-
BREP (Alberta) IV LP	30,010	(30,010)	-
BREP (Alberta) IV TE 1 LP	10,652	(10,652)	-
BREP (Alberta) IV TE 2 LP	19,290	(19,290)	-
BREP (Alberta) IV TE 3 A LP	17,231	(17,231)	-
BREP (Alberta) IV F LP	10,492	(10,492)	-
BREH (Alberta) IV LP	5,218	(5,218)	-
BREP International IE LP	65,263	(65,263)	-
BREP International IC LP	30,673	(30,673)	-
BREP International ID LP	36,008	(36,008)	-
BREH International A LP	5,718	(5,718)	-
BREH International B LP	1,680	(1,680)	-
	<u>503,199</u>	<u>(503,199)</u>	<u>-</u>

On 20 October 2005 £314,518,000 deep discount bonds at nominal value were redeemed and the remaining deep discount bonds at nominal value of £188,681,301 were redeemed on 3 March 2006, the date of acquisition by Libra No 3 Limited

Unamortised issue costs were written off fully following the redemption

Unsecured bonds

The unsecured bonds were issued to management for £1,925,000 and £656,000 on 8 April 2005 and 19 May 2005 respectively. The maturity date of the unsecured bonds was 10 years from the date of issue and they bear interest at 10% per annum.

On 4 November 2005, £1,285,000 and £408,000 of the unsecured notes issued on 8 April 2005 and 19 May 2005 were redeemed respectively. The remaining outstanding amount was redeemed from a loan from Libra No 3 Limited on 3 March 2006.

18 DEFERRED TAXATION

Group	Provided		Unprovided	
	2006	2005	2006	2005
	£000	£000	£000	£000
Accelerated depreciation over capital allowances	-	84	300	-
Losses	-	-	14,030	-
Short term timing differences	-	-	-	5,045
Revaluation of investment properties	-	-	(119,526)	(120,315)
	<u>-</u>	<u>84</u>	<u>(105,196)</u>	<u>(115,270)</u>

NOTES TO THE ACCOUNTS**Year ended 30 September 2006****18. DEFERRED TAXATION (continued)**

The value of assets qualifying for capital allowances to be used in the calculation of deferred tax is an apportionment of the total portfolio value

The deferred tax liability on the potential capital gain arising in relation to the revalued freeholds of £119,526,000 (2005 £120,315,000) is not recognised as the Group has no intention to sell these properties at this time and there is no binding agreement to dispose of them

Company

There is no provided or unprovided deferred tax in respect of the Company

19. MINORITY INTEREST

	2006
	£000
Group	
At 1 October 2005	9,342
Loss on ordinary activities after taxation	(369)
Net surplus on revaluation of properties	789
Disposals* (see note 21)	(5,664)
	<u>4,098</u>

* relates to a reduction in the shareholding in Libra CareCo Holdings Limited, the former parent company from 4.39% to 1.62% from 3 March 2006

20. CALLED UP SHARE CAPITAL

	2006	2005
	£000	£000
Company		
Authorised		
2,500,000 ordinary shares at 1 p each	<u>25</u>	<u>25</u>
Called, allotted and fully paid:		
207,589 ordinary shares at 1p each	<u>2</u>	<u>2</u>

Authorised and issued share capital is shown on a pro forma basis for 2005

Pursuant to the First Rollover Agreement on 14 October 2005 Libra CareCo Equity Co Limited issued 201,741 ordinary shares at £0.01 each to the funds held by The Blackstone Group in exchange of their entire holding of shares in Libra CareCo Holdings Limited, in the ratio of one Libra CareCo Offshore Equity Co Limited ordinary share of £0.01 each for each Libra CareCo Holdings Limited ordinary share of £0.01 each. Immediately following the completion of the First Rollover Agreement, the funds held by The Blackstone Group agreed to exchange their entire holding of shares in Libra CareCo Offshore Equity Co Limited for shares in Libra CareCo Offshore TopCo Limited in the ratio of one Libra CareCo Offshore TopCo Limited ordinary share of £0.01 each for each Libra CareCo Offshore Equity Co Limited ordinary share of £0.01 each. This agreement is set out in the Second Rollover Agreement.

Immediately following the completion of the Second Rollover Agreement, the funds held by The Blackstone Group agreed to exchange their entire holding of shares in Libra CareCo Offshore TopCo Limited for shares in Libra CareCo Offshore SuperholdCo Limited in the ratio of one Libra CareCo Offshore SuperholdCo Limited ordinary share of £0.01 each for each Libra CareCo Offshore TopCo Limited ordinary share of £0.01 each. This agreement is set out in the Third Rollover Agreement.

NOTES TO THE ACCOUNTS

Year ended 30 September 2006

20. CALLED UP SHARE CAPITAL (Continued)

Pursuant to the First Rollover Agreement on 3 March 2006, minority interest holders of 5,848 ordinary shares of £0.01 each in Libra CareCo Holdings Limited agreed to exchange their holdings for shares in Libra CareCo Offshore Equity Co Limited ordinary shares in the ratio of one Libra CareCo Offshore Equity Co Limited ordinary share of £0.01 each for each Libra CareCo Holdings Limited ordinary share of £0.01 each

Immediately following the completion of the First Rollover Agreement, the minority interest holders agreed to exchange their entire holding of shares in Libra CareCo Offshore Equity Co Limited for shares in Libra CareCo Offshore TopCo Limited in the ratio of one Libra CareCo Offshore TopCo Limited ordinary share of £0.01 each for each Libra CareCo Offshore Equity Co Limited ordinary share of £0.01 each. This agreement is set out in the Second Rollover Agreement. A Third Rollover Agreement is effected upon completion of the Second Rollover Agreement whereby the minority interest holders agreed to exchange their entire holding of shares in Libra CareCo Offshore TopCo Limited for shares in Libra CareCo Offshore SuperholdCo Limited in the ratio of one Libra CareCo Offshore SuperholdCo Limited ordinary share of £0.01 each for each Libra CareCo Offshore TopCo Limited ordinary share of £0.01 each

On 3 March 2006, Libra No. 3 Limited acquired the entire issued 207,589 ordinary shares of £0.01 each of the Company and the remaining issued 3,411 ordinary shares of £0.01 each of Libra CareCo Holdings Limited

21. RESERVES

Group	Revaluation reserve £000	Profit and loss account £000
At 1 October 2005	174,429	29,040
Net increase following a reduction in minority interests' shareholding	5,053	611
Net surplus on revaluation of properties	175,049	-
Retained loss for the year	-	(21,230)
At 30 September 2006	354,531	8,421

22. MOVEMENT IN SHAREHOLDERS' DEFICIT

Company	2005 £000
At 13 October 2005	-
Issue of share capital	2
Retained loss for the period	(3,793)
At 30 September 2006	(3,791)

23. RECONCILIATION OF OPERATING PROFIT TO OPERATING CASH FLOW

	2006 £000	2005 £000
Operating profit	56,758	42,705
Share of associated undertaking's operating profit	(31)	(23)
Depreciation of other fixed assets	45	50
Decrease in debtors	1,129	25,421
Decrease in creditors	(1,106)	(7,194)
Net cash inflow from operating activities	56,795	60,959

NOTES TO THE ACCOUNTS

Year ended 30 September 2006

24. ANALYSIS OF CHANGES IN NET DEBT

Group	At 30 September 2005 £000	Cash flow £000	Non-cash changes* £000	At 30 September 2006 £000
Cash at bank and in hand	48,030	(47,578)	-	452
Bank overdraft	(63)	63	-	-
Net cash at bank and in hand	47,967	(47,515)	-	452
Short term investments	17,545	(1,046)	-	16,499
Loan notes to Southern Cross Healthcare Group Limited	9,499	(9,499)	-	-
Loan notes from Libra No 3 Limited	-	(405,791)	-	(405,791)
Revolving credit facility draw down	(1,590)	1,590	-	-
Bridging loans due after one year	(221,497)	242,309	(20,812)	-
Secured Notes (net of unamortised issue and discount costs)	(612,081)	-	2,695	(609,386)
Deep Discount Bonds (net of unamortised issue and discount costs)	(204,231)	209,542	(5,311)	-
Unsecured bonds	(2,698)	2,581	117	-
	<u>(967,086)</u>	<u>(7,829)</u>	<u>(23,311)</u>	<u>(998,226)</u>

* Non-cash changes relate to financing costs

25. RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT

	2006 £000	2005 £000
(Decrease)/Increase in cash during the period	(47,515)	47,967
Net cash outflow/(inflow) from debt financing activities	456,022	(407,359)
Net cash (inflow)/outflow from the issue on loan notes	(415,290)	9,499
Net cash inflow from management of liquid resources	(1,046)	(4,073)
Changes in net debt resulting from cash flows	(7,829)	(353,966)
Debts acquired with NHP Limited	-	(613,721)
Short term deposit investment acquired with NHP Limited	-	21,618
Non-cash changes in net debt	(23,311)	(21,017)
Net debt at the beginning of year	<u>(967,086)</u>	<u>-</u>
Net debt at the end of the year/period	<u>(998,226)</u>	<u>(967,086)</u>

26. OPERATING LEASE COMMITMENTS

The Group had the following annual commitments under non-cancellable operating leases

	2006 £000	2005 £000
Office lease – expiring after more than five years	<u>137</u>	<u>137</u>

NOTES TO THE ACCOUNTS

Year ended 30 September 2006

27. DISCLOSURES RELATING TO CARE HOMES 1

A summary of the financial statements of Care Homes 1 for the year ended 30 September 2006 and for the period from 18 February 2005 to 30 September 2005, which have been included in the financial statements of the Group, is as follows

Care Homes 1	At 30 September 2006 £000	At 30 September 2005 £000
Balance sheet		
Fixed asset investments		
Overriding lease premiums, net of amortisation	47,352	50,610
Deposit Swap Agreement, including accumulated compound interest	50,251	47,920
Net current assets	3,500	3,490
Creditors amount falling due after more than one year		
Class A1 and A2 Secured Notes, net of unamortized issue costs and discount	(117,391)	(118,601)
Shareholders' deficit	(16,288)	(16,581)
	Year ended 30 September 2006 £000	Period from 18 February 2005 to 30 September 2005 £000
Profit and loss account		
Turnover and gross profit	16,690	7,986
Net operating costs	(12,031)	(5,215)
Net interest payable and similar charges	(4,367)	(2,595)
Profit for the year/ period	292	176
Cash flow statement		
Net cash inflow from operating activities	8,163	4,884
Servicing of finance – interest paid on Secured Notes	(8,200)	(4,100)
Management of liquid resources – short term deposit withdrawal/(placement)	39	(708)
Investment in overriding lease	-	(972)
Proceeds on disposal of overriding lease	-	895
Increase/(Decrease) in cash in the year/period	2	(1)

The summary of financial statements disclosed above is prepared in accordance with the accounting principles generally accepted in the UK (UK GAAP). The financial statements of Care Homes 1 are prepared under accounting principles generally accepted in the United States (US GAAP) under which the Deposit Swap Agreement is valued in those accounts at £50,925,000, on a mark-to-market basis.

NOTES TO THE ACCOUNTS**Year ended 30 September 2006****28. DISCLOSURES RELATING TO CARE HOMES 2**

A summary of the financial statements of Care Homes 2 for the year ended 30 September 2006 and for the period from 18 February 2005 to 30 September 2005, which have been included in the financial statements of the Group, is as follows

Care Homes 2	At 30 September 2006 £000	At 30 September 2005 £000
Balance sheet		
Fixed asset investments		
Overriding lease premiums, net of amortisation	138,959	147,139
Deposit Swap Agreement, including accumulated compound interest	83,132	79,270
Net current liabilities	(2,094)	(2,094)
Creditors' amount falling due after more than one year		
Class A1 and A2 Secured Notes, net of unamortized issue costs and discount	(281,403)	(282,100)
Shareholders' deficit	(61,406)	(57,785)
	Year ended 30 September 2006 £000	Period from 18 February 2005 to 30 September 2005 £000
Profit and loss account		
Turnover and gross profit	41,732	17,987
Net operating costs	(33,124)	(13,192)
Net interest payable and similar charges	(11,898)	(6,987)
Taxation	(326)	(248)
Loss for the year/period	(3,616)	(2,440)
Cash flow statement		
Net cash inflow from operating activities	14,993	10,557
Servicing of finance – interest paid on Secured Notes	(16,252)	(16,252)
Management of liquid resources – short term deposit withdrawal	1,285	5,685
Increase/(Decrease) in cash in the year/period	26	(10)

The summary of financial statements disclosed above is prepared in accordance with the accounting principles generally accepted in the UK (UK GAAP). The financial statements of Care Homes 2 are prepared under accounting principles generally accepted in the United States (US GAAP) under which the Deposit Swap Agreement is valued in those accounts at £85,057,000, on a mark-to-market basis

NOTES TO THE ACCOUNTS

Year ended 30 September 2006

29. DISCLOSURES RELATING TO CARE HOMES 3

A summary of the financial statements of Care Homes 3 for the year ended 30 September 2006 and for the period from 18 February 2005 to 30 September 2005, which have been included in the financial statements of the Group, is as follows

Care Homes 3	At 30 September 2006 £000	At 30 September 2005 £000
Balance sheet		
Fixed asset investments		
Overriding lease premiums, net of amortisation	124,126	129,554
Zero Coupon Notes, including accumulated compound interest	45,171	43,106
Net current liabilities	(23,432)	(23,432)
Creditors, amount falling due after more than one year		
Class A1 and A2 Secured Notes, net of unamortized issue costs and discount	(210,592)	(211,380)
Shareholders' deficit	(64,727)	(62,152)
	Year ended 30 September 2006 £000	Period from 18 February 2005 to 30 September 2005 £000
Profit and loss account		
Turnover and gross profit	36,781	14,241
Net operating costs	(28,015)	(9,191)
Net interest payable and similar charges	(11,339)	(6,725)
Loss for the year/period	(2,573)	(1,675)
Cash flow statement		
Net cash inflow from operating activities	12,977	5,993
Servicing of finance – interest paid on Secured Notes	(12,812)	(6,406)
Management of liquid resources – short term deposit (placement)/withdrawal	(200)	366
Decrease in cash in the year/period	(35)	(47)

The summary of financial statements disclosed above is prepared in accordance with the accounting principles generally accepted in the UK (UK GAAP). The financial statements of Care Homes 3 are prepared under accounting principles generally accepted in the United States (US GAAP) under which the Deposit Swap Agreement is valued in those accounts at £47,360,000, on a mark-to-market basis.

30. CONTINGENT LIABILITIES AND GUARANTEES

The Company and all of its subsidiary undertakings are guarantors to a £1,172 million term loan facility agreement entered into by Libra No 3 Limited with Credit Suisse on 15 January 2007 as disclosed in note 32 (n). The facility is secured by a fixed and floating charge on group assets and unlimited guarantee from its group undertakings. Its subsidiary undertakings include the following companies, which are now owned by the Group since 1 December 2006:

Care Homes No 1 Limited	NHP Securities No 8 Limited
Care Homes No 2 Limited	NHP Securities No 10 Limited
Care Homes No 3 Limited	NHP Securities No 12 Limited
NHP Securities No. 5 Limited	

NOTES TO THE ACCOUNTS**Year ended 30 September 2006****31. RELATED PARTY TRANSACTIONS**

During the year ended 30 September 2006 (2005 £m), the Group was charged £15,699,000 loan interest by Libra No 3 Limited, the immediate parent company. At 30 September 2006, the principal loan amounts of £405,791,000 and interest of £1,449,000 remain outstanding. Other outstanding amount due to Libra No 3 Limited was £4,007,000. These transactions are disclosed in notes 9, 14, 16 and 17 of these financial statements.

32. POST BALANCE SHEET EVENTS

- a) On 17 November 2006 Care Homes 1 terminated its AAA Swap Deposit Agreement with General Re Financial Products Corporation, which guaranteed to provide for the repayment of the £128.10 million Secured Notes in April 2021. The terminated value was £54.48 million. The full amount was deposited in a General Investment Deposit Contract ('GIC') with The Royal Bank of Scotland plc, as its capacity as a GIC provider on 17 November 2006 at compounded interest rate of 4.220140% per annum, which was guaranteed to provide for the repayment of the £128.10 million (the nominal value of which is £100.0 million) Secured Notes in April 2021.
- a) On 17 November 2006 Care Homes 2 terminated its AAA Swap Deposit Agreement with General Re Financial Products Corporation, which guaranteed to provide for the repayment of the £193.21 million Class A Secured Notes in February 2023. The terminated value was £82.37 million. The full amount was deposited in a General Investment Deposit Contract ('GIC') with The Royal Bank of Scotland plc, as its capacity as a GIC provider on 17 November 2006 at compounded interest rate of 4.812011% per annum, which was guaranteed to provide for the repayment of the £193.21 million (the nominal value of which is £180.0 million) Class A Secured Notes in February 2023.
- c) On 17 November 2006 Care Homes 3 terminated its AAA Zero Coupon Notes issued by European Investment Bank, which guaranteed to provide for the repayment of the £149.91 million Class A Secured Notes in December 2028. The terminated value was £50.79 million. The full amount was deposited in a General Investment Deposit Contract ('GIC') with The Royal Bank of Scotland plc, as its capacity as a GIC provider on 17 November 2006 at compounded interest rate of 4.186857% per annum, which was guaranteed to provide for the repayment of the £149.91 million (the nominal value of which is £128 million) Class A Secured Notes in December 2028.
- d) On 1 December 2006 Care Homes 2 acquired both NHP Securities No 5 Limited and NHP Securities No 8 Limited's issued 2,000 'B' ordinary shares of £1 each for cash. On the same date, Care Homes 3 acquired the entire issued 2,000 'B' ordinary shares of £1 each of NHP Securities No 10 Limited.
- e) On 1 December 2006, NHP Securities No 1 Limited became the legal owner of the issued shares in Care Homes 1.
- f) On 1 December 2006, Libra CareCo CH2 PropCo Limited became the legal owner of the issued shares in Care Homes 2.
- g) On 1 December 2006, Libra CareCo CH3 PropCo Limited became the legal owner of the issued shares in Care Homes 3.
- h) On 4 December 2006, Care Homes 1 terminated its General Investment Deposit Contract with The Royal Bank of Scotland plc and received an amount of £54.59 million.
- i) On 4 December 2006, Care Homes terminated its General Investment Deposit Contract with The Royal Bank of Scotland plc and received an amount of £82.55 million.
- j) On 4 December 2006, Care Homes 3 terminated its General Investment Deposit Contract with The Royal Bank of Scotland plc and received an amount of £50.89 million.
- k) On 4 December 2006, Care Homes 1, Care Homes 2 and Care Homes 3 redeemed their Secured Notes at market value of £138.41 million, £320.71 million and £260.97 million respectively.

NOTES TO THE ACCOUNTS

Year ended 30 September 2006

32. POST BALANCE SHEET EVENTS (Continued)

- l) On 12 December 2006, Delta Commercial Property LP, a limited partnership incorporated in the Isle of Man, acquired 100% of the issued share capital of Libra No 2 Limited, the immediate parent undertaking of Libra No 3 Limited
- m) The Group were guarantors to a £1,106 million facility agreement entered into by Libra No 3 Limited and Libra No 2 Limited (together, the borrowers) with The Royal Bank of Scotland plc (the lender) The facility agreement was subsequently replaced by a new term loan facility agreement as disclosed in note 32 (n)
- n) The Group are guarantors to a £1,172 million term loan facility agreement entered into by Libra No 3 Limited, as the borrower and Credit Suisse, as the lender on 15 January 2007

33. ULTIMATE PARENT COMPANY

The immediate parent undertaking is Libra No 3 Limited, a company incorporated and registered in the Cayman Islands The ultimate parent undertaking and controlling party at 30 September 2006 is The Royal Bank of Scotland plc, a company incorporated in Great Britain and registered in Scotland The Royal Bank of Scotland plc and Libra No 3 Limited have an accounting period end of 31 December, as opposed to the Company's accounting year of 30 September, therefore the results of the Group are not consolidated within its immediate parent undertaking or ultimate parent undertaking

As of 12 December 2006, the new ultimate parent undertaking is Delta Commercial Property LP, a limited partnership incorporated and registered in the Isle of Man In the opinion of the Directors, there is no ultimate controlling party of that company

Copies of the Group's consolidated financial statements to 30 September 2006, which include the results of the Company, are available from NHP Group at Block A, Upper Ground Floor, Dukes Court, Duke Street, Woking, Surrey GU21 5BH