The Insolvency Act 1986

Administrator's progress report

Name of Company

Churchill Court Propco Limited

Company number

05416743

In the

High Court of Justice, Chancery Division,

Companies Court

(full name of court)

Court case number 3246 of 2010

(a) Insert full name(s) and address(es) of administrator(s) We (a)
Daniel R W Smith
Grant Thornton UK LLP
30 Finsbury Square
London
EC2P 2YU

David J Dunckley Grant Thornton UK LLP 30 Finsbury Square London EC2P 2YU

joint administrators of the above company attach a progress report for the period

(b) Insert date

(b) 7 March 2014

(b) 6 September 2014

То

Signed

From

Joint Administrator

Dated

15 September 2014

Contact Details:

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form

The contact information that you give will be visible to searchers of the public record

Daniel R W Smith Grant Thornton UK LLP 30 Finsbury Square London EC2P 2YU

DX Number

020 7184 4300 DX Exchange

A3G.I808

A15

16/09/2014 COMPANIES HOUSE

зe

When you have completed and signed this form, please send it to the Registrar of Companies at -

Companies House, Crown Way, Cardiff CF14 3UZ DX 33050 Cardiff



Our Ref DRS/PAM/KLM/EZF/L00168B/

To the creditors

Recovery and Reorganisation

Grant Thornton UK LLP 4 Hardman Square Spinningfields Manchester M3 3EB

T +44 (0)161 953 6900 F +44 (0)161 953 6405 www.grant-thornton.co.uk

15 September 2014

Dear Sirs

Loyds Nursing Homes UK Limited, Churchill Court Propco Limited, Loyds Crown Chiltern Limited, Loyds Propco Holdco Limited, Crown Albany Care Limited, Chiltern Care Holdings Limited, Loyds Propco No. 1 Limited, Loyds Propco No. 2 Limited, Loyds Careco UK Limited All in Administration (together "the Group")

All in Administration (together "the Group")
In the High Court of Justice, Chancery Division, Companies Court: Cases 3238, 3246, 3252, 3251, 3243, 3247, 3242, 3249 & 3237 of 2010

1 Introduction

- Following my appointment as joint administrator of the Group with David Dunckley by the security trustee, The Royal Bank of Scotland plc (RBS), acting on behalf of the Senior Lenders on 19 April 2010, I now report on the progress of the administrations to 6 September 2014 and attach
 - Appendix A, statutory information in respect of the Group companies
 - Appendix B, Form 2 24B, together with an account of our receipts and payments for the period from 7 March 2014 to 6 September 2014 and also for the whole administration to date
 - Appendix C, supporting information in respect of our analysis of time costs
 - Appendix D, an analysis of our time costs as required by Statement of Insolvency Practice 9
 - Appendix E, an extract from the Insolvency Rules 1986 relating to creditors' rights to request additional information from the administrator (Rule 2 48A)
 - Appendix F, an extract from the Insolvency Rules 1986 relating to creditors' rights to challenge the administrator's remuneration or expenses, if excessive (Rule 2 109)
- 1 2 Please note that we are both authorised by The Insolvency Practitioners Association to act as insolvency practitioners
- In accordance with paragraph 100(2) of Schedule B1 to the Insolvency Act 1986, the functions of the administrators are to be exercised by any or all of them

Chartered Accountants

Member from within Grant Thornton International Ltd.

Grant Thornton UK LLP is a limited liability partnership registered in England and Wales: No OC307742. Registered office. Grant Thornton House. Melton Street, Euston Square. London NW1 2EP. A list of members is available from our registered office.

Grant Thornton UK LLP is authorised and regulated by the Financial Services Authority for investment business.

A list of personnel permitted by Grant Thomton to accept appointments as insolvency practitioners and of their respective authorising bodies may be inspected at the above address

1 4 For a full understanding of this matter, this progress report should be read in conjunction with our proposals dated 7 June 2010 and our eight previous progress reports to the creditors dated 12 November 2010, 17 May 2011, 20 October 2011, 3 April 2012, 3 October 2012, 4 April 2013, 16 October 2013 and 4 April 2014

2 Progress report

2.1 The parent company of the Group is Loyds Nursing Homes UK Limited, which has the following subsidiary companies (either directly or indirectly)

Churchill Court Propco Limited Loyds Crown Chiltern Limited Loyds Propco Holdco Limited Crown Albany Care Limited Chiltern Care Holdings Limited Loyds Propco No 1 Limited Loyds Propco No 2 Limited Loyds Careco UK Limited

- At the date of our appointment, the Group held a freehold property portfolio Since our appointment, three homes have been sold leaving a current portfolio of 61 homes which are leased to third party operators
- 2 3 To facilitate the sale of the portfolio the properties were transferred to newly formed subsidiary companies immediately following our appointment. These subsidiary companies are subject to inter-company interest bearing loan arrangements in respect of the consideration for the transferred properties.
- The Joint Administrators have continued to collect rents due from the properties within the subsidiary companies. To date, c £45 million has been collected although note that this doesn't appear as a realisation in the receipts and payments accounts included in Appendix A. It is a realisation of the newly formed subsidiaries (which are not in administration) who then transfer it to the companies in administration via interest payments and loan repayments.
- 2.5 Following our appointment in 2010, we commenced a marketing period during which a number of interested parties were identified for the Group's assets
- 2.6 However, at that time, 51 homes were leased to Southern Cross Care Homes plc (SCG)

 During this initial marketing process in 2010, it became clear that the financial situation of

 SCG was critical, resulting in material uncertainty as to their ability to continue trading
- As a result of this uncertainty, none of the interested parties were prepared to proceed with a purchase at a value that we considered acceptable

- 2.8 As documented in my previous progress reports, the financial position of SCG worsened to such an extent that they embarked on a solvent wind-down of their business. As part of this procedure all care homes were returned to landlords
- 2.9 Accordingly, I arranged for Four Seasons to take over the operation of the SCG homes from 1 November 2011 Four Seasons are now the tenant in all but 2 of the homes
- 2 10 For the former SCG homes transitioned to Four Seasons, we have agreed a rent level which is linked to the performance of the homes for the first five years of the agreement. At the end of the fifth year (being December 2016), we have the option of fixing the rent at a certain level, the formula for which has been agreed.

3 Recent & Future Strategy

- 3 1 During the second quarter of 2013, we discussed the strategy for the portfolio with the Senior Lenders Following these discussions, we commenced a marketing process to investigate the appetite of purchasers for the portfolio
- 3 2 During this process, we have approached a number of parties whom we considered may be interested in purchasing the portfolio
- A number of offers were received following this process however after discussions with the Senior Lenders, no offer was accepted and we discontinued the marketing process
- 3 4 Since the start of 2014, all of the Senior Lenders who held the debt due from the companies in administration have sold their debt to other financial institutions. The lending syndicate now comprises ten lenders of records
- We have discussed the strategy to be pursued with the current Senior Lenders however, at this stage, the Senior Lenders have not concluded on the strategy that they wish to adopt We are aware that discussions between the lenders are continuing, until the outcome of these discussions are known it is comment on the likely future strategy for the administrations

4 Funding of the Administrations

- 41 At the time of the appointments, the Senior Lenders executed a funding agreement to meet the costs of the administrations. These funds were to reimbursed from asset realisations.
- 4.2 Following the sale of the original Senior Lenders' debt detailed in paragraph 3.4, the method of funding was reviewed following which the incoming lenders have provided a commitment to provide the funding required by the Administrations on an on-going basis

5 Assets and Liabilities

- As previously detailed, the directors were requested to prepare a Statement of Affairs for the companies within the Group which were in administration, but have not done so
- At the time of our appointment the Group's principal asset was its investments in Freehold properties, which are the subject of fixed charges in favour of the Group's Lenders

- Floating charge realisations to date total £7,409 being £5,769 cash at bank, £1,588 insurance refund and interest of £43 No floating charge realisations arose in the period
- On present information it is unlikely that there will be any further floating charge realisations and accordingly it is unlikely that there will be a distribution to the unsecured creditors in accordance with Section 176A of the Insolvency Act 1986

Other assets noted in the companies' balance sheets

- Accounts have been prepared to the date of the appointments and these identify that the sum due to Loyds Nursing Homes UK Limited in respect of the inter-company debtors at the time of appointment was £193m Loyds Nursing Homes UK Limited has also invested in the subsidiary companies via its shareholdings. The book value of the shares was £5 2m
- These sums primarily represent the funds transferred to the property owning companies to fund the property acquisitions. The realisations of the inter-company debt is dependent upon the realisations of the freehold property held by the property owning companies.

Liabilities

Secured Creditors

- 5 7 RBS act as security trustee for the secured group of Lenders and hold valid fixed and floating charges dated 29 September 2005 The security is cross-collateralised over the assets of all of the companies within the Group The total exposure at the time of appointment was £192 4m, split into various tranches
- As disclosed in the receipts and payments accounts at Appendix B, c £39 1 million has been distributed to date to the Senior Lenders in payment of capital and interest. Of this, £29 million has been distributed since our last report

Preferential Creditors

59 There were no known preferential creditors as at the date of the appointments

Unsecured Creditors

5 10 The principal unsecured liabilities, at the date of the appointments, as shown in the Group's accounts were as follows

Arazim Investments Limited £14 6m

Braxton Holdings Limited £25 8m

- 5 11 Owing to the level of indebtedness of the Group to the Secured Lenders, there will be insufficient funds to enable a distribution to be paid to the unsecured creditors
- 5 12 In addition, due to there being no significant floating charge assets, there will be no prescribed part of floating charge assets to be set aside for the benefit of unsecured creditors under Section 176A of the Insolvency Act 1986

6 Extension of the administrations

- Pursuant to paragraph 76(2)(b) of schedule B1, an initial request was made to the Secured Lender for a 6 month extension of my term of office as administrator of the Group. This was agreed by the Lenders giving a revised date of automatic termination of 18 October 2011.
- A further extension of 24 months was then granted by the Court, giving a revised date for automatic termination of 18 October 2013
- 6 3 A further extension of 12 months was then granted by the Court last year, giving a revised date for automatic termination of 18 October 2014
- As detailed in section 3 of this report, the Group's assets are yet to be realised in full Accordingly, the joint administrators are making an application to the Court to extend the administrations for a further six month period
- The primary reason for requesting the extensions of the time limit is to grant sufficient time for the realisation of the Group's assets
- 6 6 If granted, the application for the extensions will give a revised automatic termination date of 18 April 2015

7 Joint administrators' remuneration and expenses

- As previously advised, where a meeting of creditors has not been convened and a creditors committee has not been formed, the approval of our remuneration will be provided by the Senior Lenders. Our fees for acting as joint administrators have been fixed by reference to time costs incurred by the administrators and their staff in attending to matters arising in the administration.
- 7.2 Given the close interaction between all of the entities over which we have been appointed, we have agreed with the Secured Lenders that our fees will be considered on a Group basis. We have therefore reported on a consolidated basis for the purpose of this report.
- 7 3 Total consolidated time costs for these administrations as a whole are £2,943,998 which represents 7,391 hours at an average hourly rate of £398 33 Of this amount, £1,935,747 has been billed and paid with the authority of the Secured Creditors The remaining £999,251 of time costs remain unpaid
- 7.4 Given the mechanics of the funding agreement that we have with the Secured Lenders, the level of payments in our receipts and payments accounts in Appendix B does not fully reflect the full amount of the fees paid as there is a lag as costs are only recognised in our receipts and payments account when reclaimed by Secured Lenders as Enforcement Costs
- 7 5 A summary of our time costs for the six month period and for the administrations to date are included at Appendix C together with background information in respect of our time costs
- 7 6 Further background information regarding the fees of administrators can be found at www insolvency-practitioners org uk (navigate via 'Regulation and Guidance' to 'Creditors

Guides to Fees') Alternatively, we will supply this information by post on request. Time is charged in 6 minute units

- 77 In addition to the above Grant Thornton UK LLP Corporate Finance was paid £300,000 in 2010 for the work carried out during the marketing process at that time. A further £300,000 was paid to Grant Thornton UK LLP Corporate Finance in 2013 for the work that they carried out in that year
- 7 8 These costs are in addition to our timecosts detailed in Section 7 3 and have been authorised by the Senior Lenders

8 Contact details

Please contact Jon Deverick (jon n deverick@uk gt com or 0207 728 2499) if you have any queries in respect of the above

Yours faithfully for and on behalf of the Group

Daniel Smith Joint Administrator

Enc

The affairs, business and property of the Group are being managed by Daniel Smith and David Dunckley, appointed as joint administrators on 19 April 2010 and 3 February 2011 respectively

Appendix A Statutory Information

Сотрапу	Loyds Nursing Homes UK Limited	Churchill Court Propco	Loyds Crown Chiltern Limited	Loyds Propco Holdco Lumsted Crown Albany Care Lumited	Crown Albany Care Limited
Registered number	05550178	05416743	05494790	05372389	03654980
Date of incorporation	25 November 2004	07 April 2005	29 June 2005	22 I ebruary 2005	23 October 1998
Registered office	30 Forsbury Square, London EC2P 2YU	30 Firsbury Square, I ondon EC2P 2YU	30 Finsbury Square, London LC2P 2YU	30 Firsbury Square, I ondon EC2P 2YU	30 Fursbury Square, I ondon L.C2P 2YU
Shareholder	Braxton Luntted	Loyds Nursing Homes UK Limited	Loyds Nursing Flomes UK I imited	Loyds Careco UK I mited	Loyds Crown Chitem I muted
Issued share capital	l orderacy share at £1	1 ordinary share at £1	155001 ordinary stare at £1	400001 ordinary share at £400001	160 ordinary share at £160
Directors	J Muntwykr I Rechstemer) Muntwyler J. Rechstemer	Muntwyke	J Muntwyke J. Rochermer	Muntwyler Recharance
	P Den Holbader I Casan	qet	P Den Hollander 7 Casan	der	P Den Hollander T Casan
Сотрапу	Chiltern Care Holdings Limited	Loyds Propco No 1 Limited Loyds Propco No 2 Limited		Loyds Careco UK Limited	
Registered number	3295752	05372227	05-403019	05296598	
Date of incorporation	23 December 1996	22 February 2005	24 March 2005	25 November 2004	
Registered office	30 Finsbury Square, London L.C2P 2YU	30 Finsbury Square, I ondon 1 EC2P 2YU	30 Firsbury Square, London L.C2P 2YU	30 I msbury Square, I ondon EC2P 2YU	
Shareholder	I oyds Crown Childen I mited Loyds Propeo Holdeo I mited	Loyds Propeo Holdeo I mated	I oyds Nursing Homes UK I imited	Loyds Nursing Homes UK Limited	
Issued share capital	160 orderary share at £160	400001 ordenary share at £1	1 ordinary share at $ ilde{\mathcal{L}}1$	40190000 ordensty share at £401900 total nomeral value	
Directors	Museumber	1 Museudos			
	L Rechstener P Den Holbrider	nder .	I Rechstemer P Den Hollander	L. Rechstener P. Den Hollander	
	T Casan	ТСаяп	T Casan	TCasan	

Appendix B Form 2.24B – Loyds Nursing Homes UK Limited

					Form 2.24B(CH)
	The Insolvency Act Administrator		epo	rt	
	Name of Company			Сосправу питье	<u></u>
	Layds Nursing Homes	UK Limited		05550178	
	in the High Court of Justice, C Companies Court	Chancery Division, (till name of c	- Compa	Gourt case numb 3238 of 2010	a
(n) immeri hali immerini arai address(an) af addressi altarin j	We (a) Dardel R W Bmith Grant Thornton UK LLF 30 Finsbury Bquare London EC2P 2YU	•		David J Dunckley Grant Thomson UK 30 Findbury Course London EC2P 2YU	
	joint administrators of li	he above company all:	-	progress report for the	e period
			_		
) frant data	(b) 7 March 2014		7	(b) 6 September 20	14
(b) frant data	(b) 7 March 2014 Signed	Joint Administrator]	(b) 6 September 20	14
(b) Franci dada		Joint Admir/strator] 	(b) 5 3estember 20	14
	Signed Dated] 	(b) 6 3eptember 20	14
information in the you do, it will be contact you if the form	Signed Dated E to give any contact the box opposite but if the Companies House to the time to a query on the			(b) 6 September 20	
Confact Defails You do not have information in it you do, it will you do, it will have	Stgned Dated Stigned Dated Stigned Dated Stigned Dated	Daniel R W Smith Grant Thomas UK L 30 Findbury 3 quare London		(b) 6 September 20	020 7184 4300 OX Exchange

Appendix B

Joint Administrators' Abstract of Receipts and Payments

Loyds Nursing Homes UK Limited (In Administration)

	Period from 07/03/14 to 06/09/14	Period from 19/04/10 to 06/09/14
RECEIPTS	£	£
Loan - Loyds Propco No 1 Limited	2,245,972 09	22,216,054 79
Loan - Loyds Propco No 2 Limited	189,328 83	1,805,414 38
Loan - Churchill Court Propco Limited	19,948 51	373,228 33
Loan - Loyds Crown Chiltern Limited	51,832 32	954,734 39
Interest - Loyds Propco No 1 Limited	1,517,680 26	13,309,493 62
Interest - Loyds Propco No 2 Limited	136,143 96	1,163,154 86
Interest - Churchill Court Propco Limited	24,779 16	258,415 09
Interest - Loyds Crown Chiltern Limited	39,332 08	470,307 69
Insurance refund	•	1,588 02
Cash at Bank	•	5,769 09
Bank Interest	2 34	42 72
	4,225,019 55	40,558,202 97
PAYMENTS		
Joint Administrators' Fees	-	47,424 08
Legal Fees	39,352 00	82,027 79
Law Debenture	•	4,466 67
Statutory Advertising	-	90 71
Professional Fees	•	3,833 33
Irrecoverable VAT	7,870 74	25,604 18
Bank fees	-	502 00
Capital - Senior Lenders	1,042,941 26	21,869,790 99
Capital - Hedge Counter Party	106,059 46	2,004,831 50
Interest - Senior Lenders	1,409,562 78	14,119,226 93
Interest - Hedge Counter Party	308,372 68	1,082,144 32
	2,914,158 92	39,239,942 51
Balance in hand	1,310,860.63	1,318,260.46

Form 2.24B - Churchill Court Propco Limited

The bisolvency Act 1986 Administrator's progress report Name of Company Churchill Court Propos Limited Company number	Rule 2.47				Form 2.24B(CH)
Charchill Court Propose Limited In the High Court of Justice Chancery Division, Campanies Court (MB have of court) 246 of 2010		•		ort	
In the High Court of Justice Chancery Division, Court case number 3246 of 2010		Name of Company		Company number	er
High Court of Justice Charactry Division,		Churchill Court Propos	Umitted	05416743	
Dariel R W Continued		High Court of Justice C	-		ber
Supred Supred Darriel R W Senter Darriel R W			•	David J Dunckley	
London EC2P 2YU EC2P 2YU			,		
point administrators of the above company attach a progress report for the period From	o Carpo poj rigin (**)				*
Contact Details: You do not have to give any contact information that you give will be visible to searchers of the public record District The contact information that you give will be visible to searchers of the public record To (b) 6 September 2014 Daniel R W Smith Grant Thombour UK LLP 30 Finishury 3 quare London ECJP 2YU DISTRICT THOMBOUR DISTRICT THAT THE PROPERTY OF THE CONTACT WILL THE PUBLIC THAT TH					
Constant Details: You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record Daniel R W Emilia Grant Thompson UK LLP 30 Finsbury 3 quare London ECZP 2YU DX Number DX Exchange public record When you have completed and signed this form, please send it to the Registrar of Companies at:	17) 10 11 (John Administrator	(b) 6 September 2	014
You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record Damiel R W Smith. Grant Thomton UK LLP 30 Finsbury Square London ECZP ZYU DX Number DX Exchange When you have completed and signed this form, please send it to the Registrar of Companies at:		Claims	***************************************		
information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible to searchers of the public record OX Number DX Exchange public record When you have completed and signed this form, please send it to the Registrar of Companies at:-	Contact Details	:	<u> </u>		
contact you if there is a query on the form. London ECZP 2YU The contact information that you give will be visible to searchers of the public record DX Number DX Number DX Exchange When you have completed and signed this form, please send it to the Registrar of Companies at:-	information in the	e bax apposite but if	Grant Thomston UK LLP		
The contact information that you give will be visible to searchers of the public record OX Number OX Number OX Number DX Exchange When you have completed and signed this form, please send it to the Registrar of Companies at:-	contact you if the		London		
will be visible to searchers of the public record DX Number DX Number DX Exchange public record When you have completed and signed this form, please send it to the Registrar of Companies at:-			ECZP ZYU		1
public record When you have completed and signed this form, please send it to the Registrar of Companies at:-			DX Number		
Registrar of Companies at:-			And talenthes		S. a. marrow. Mr
Company, Called St. Market Company, Called St. Parket S	will be visible to		<u> </u>		•
	will be visible to a public record		Registrar of Companies a	t:-	
	will be visible to a public record		Registrar of Companies a	t:-	

Churchill Court Propco Limited (In Administration)

	Period from 07/03/14 to 06/09/14	Period from 19/04/10 to 06/09/14
RECEIPTS	£	£
Loan - Bruchmen No 5 Limited	19,948 51	495,874 06
Interest - Bruchmen No 5 Limited	24,779 16	258,415 09
-	44,727 66	754,289 14
PAYMENTS		
Joint Administrators' Fees	-	44,077 47
Legal Fees	-	51,270 97
Law Debenture	-	4,466 67
Data Room Costs	-	113 17
Statutory Advertising	-	90 71
Professional Fees	-	3,833 33
Bordereaux	-	5 33
Irrecoverable VAT	-	18,788 08
Loan - Loyds Nursing Homes UK Limited	19,948 51	373,228 33
Interest - Loyds Nursing Homes UK Limited	24,779 16	258,415 09
- -	44,727 66	754,289 14
Balance in hand		

Form 2.24B – Loyds Crown Chiltern Limited

Rule 2.47					Form 2.24B(CH)
	The Insolvency Act Administrator		ероп		
	Name of Company	- <u></u>	一 [острану пистрег	······································
	Loyds Crown Chillem E	.imiled		15494790	
	in the High Court of Justice C Companies Court	Chancery Olytsion,		Court case number 1252 of 2010	7
(a) itsert Adi earne(a) and eddress(ar) of edsterials edis(a)	We (a) Daniel R W Smith Grant Thornton UK LLF 30 Finistury 8 quare London EC2P 2YU	•	Ger 30) Los	vid J Dunckley set Thomson UK L Finsbury Square iddn 2P ZYU	1P
(2) Insert dalls	joint administrators of B From (b) 7 March 2014	ne above company atta	7 [ess report for the 6 September 201	
(10) Insert dillo	From	Joint Administrator	7 [
(tiệ Insert dillie	(b) 7 March 2014		7 [
Contact Owlass	(b) 7 March 2014 Signed Dated	Joint Administrator 15 September 2014	7 [
Contact Owlate You do not have stormation in the	From (b) 7 March 2014 Signed Dated	Joint Administrator	(b)		
Contact Owisis You do not have a security of the contact you if the form	(b) 7 March 2014 Signed Dated E to give any contact to box opposite but if the Companies House to	Joint Administrator 15 September 2014 Daniel R W Gmith Grant Thomton UK t. 30 Finsbury 3 quare London	(b)		

Loyds Crown Chiltern Limited (In Administration)

	Period from 07/03/14 to 06/09/14	Period from 19/04/10 to 06/09/14
RECEIPTS	£	£
Loan - Crown Albany Care Limited	51,832 32	664,543 33
Loan - Chiltern Care Holdings Limited	-	375,355 35
Interest - Crown Albany Care Limited	39,332 08	433,539 00
Interest - Chiltern Care Holdings Limited	-	36,768 68
	91,164 41	1,510,206 36
PAYMENTS		
Joint Administrators' Fees	-	21,079 60
Legal Fees	-	42,675 79
Law Debenture	•	4,466 67
Statutory Advertising	-	90 71
Professional Fees	•	3,833 33
Irrecoverable VAT	-	13,018 18
Loan - Loyds Nursing Homes UK Limited	51,832 32	954,734 40
Interest - Loyds Nursing Homes UK Limited	39,332 08	470,307 69
	91,164 41	1,510,206 36
Balance in hand		-

Form 2.24B – Loyds Propco Holdco Limited

Rule 2.47					Form 2.24B(CH)
	The Insolvency Act Administrator	1988 's progress re	po	rt	
	Name of Company		٦	Company number	
	Loyds Propco Holdco L	Imitted		Q5372389	
	In the High Court of Justice C Companies Court	Chancery Olivision, (All name of cou	6	Court case number 3251 of 2010	7
(a) Dissert Rafi destruct(1) and address(sm) of advirology attacks)	We (a) Daniel R W Smith Grant Thornton UK LLF 30 Finsbury Square London EC2P 2YU	•	_	David J Dunckley Grant Thomson UK 30 Finsbury Oquare London EG2P ZYU	
(5) kuari dale	joint administrators of 8 From (b) 7 March 2014	ne above company affact	100		1
	Stoped	Joint Administrator			
	Cated	15 September 2014	_		
Contact Details					
pou do, e will be	to give any contact e box apposite but if ip Companies House to ere is a query on the	Daniel R W Smith Grant Thomion UK LLI 30 Finsbury Square London EC2P 2YU	P		
The contact info	rmation that you give searchers of the	DX Number			020 7184 43C0 DX Exchange
Companies Ho	use receipt date barcode	When you have complined fregistrar of Companies Companies House, C	3 at:	•	please send it to the SUZ DX 83050 Cardin

Loyds Propco Holdco Limited (In Administration)

	Period from 07/03/14 to 06/09/14	Period from 19/04/10 to 06/09/14
RECEIPTS	£	£
	- -	
		-
PAYMENTS	-	
		•
Balance in hand		

Form 2.24B – Crown Albany Care Limited

Rule 2.47					Form 2.24B(CH)
	The Insolvency Act Administrator	: 1988 r's progress re	eport		
	Name of Company		Corr	sany number	
	Crown Albany Care Lin	nited	0369	4380	
	in the High Court of Justice, C Companies Court	Chancery Olvision,	1243	t case number of 2010	EF
(a) Insert Sál nerrots) and nddram(m) af ndráidhlialar(s)	We (a) Dantel R w Smith Grant Thomton UK LLF 30 Findon London EC2P 2YU	•	Grant		
	joint administrators of t	he above company altac	th a progress	report for the	pertod
	From		To		
toert date	(b) 7 March 2014		To	eptember 20	· · · · · · · · · · · · · · · · · · ·
(2) knoert dade		Joint Administrator	To	eptember 20	· · · · · · · · · · · · · · · · · · ·
(c) beent date	(b) 7 March 2014	Joint Administrator 15 8 eptember 2014	To	eptember 20	· · · · · · · · · · · · · · · · · · ·
beformation in it you do, it will he contact you if it form	(b) 7 March 2014 Styned Dated Dated e to give any contact he box opposite but if ety Companies House to here is a query on the		(b) 6 8	eptember 20	14
Contact Defail You do not han letteration in it you do it will contact you if it form	(b) 7 March 2014 Styned Dated Dated to give any contact the box opposite but if ely Companies House to	Daniel R W Smith Grant Thoman UK LL 30 Finshury Square London	(b) 6 8	epiember 20	· · · · · · · · · · · · · · · · · · ·

Crown Albany Care Limited (In Administration)

	Period from 07/03/14 to 06/09/14	Period from 19/04/10 to 06/09/14
RECEIPTS	£	£
Loan - Bruchmen No 6 Limited	51,832 32	795,553 97
Interest - Bruchmen No 6 Limited	39,332 08	433,539 00
	91,164 41	1,229,092 97
PAYMENTS		
Joint Administrators' Fees	-	44,742 05
Legal Fees	-	57,550 69
Law Debenture	-	4,466 67
Data Room Costs	-	210 04
Statutory Advertising	-	90 71
Professional Fees	-	3,833 33
Bordereaux	•	9 89
Irrecoverable VAT	-	20,107 26
Loan - Loyds Crown Chiltern Limited	51,832 32	664,543 33
Interest - Loyds Crown Chiltern Limited	39,332 08	433,539 00
	91,16441	1,229,092 97
Balance in hand	<u>.</u>	<u>-</u>

Form 2.24B – Chiltern Care Holdings Limited

Rule 2.47				Form 2.248(CH)
	The Insolvency Act Administrator	: 1986 r's progress rep	ort	
	Hame of Company		Company number	7
	Childen Care Holdings	UK Limited	032 55 752	
	in the High Court of Justice (Companies Court	Charicery Division, (tal name of court)	Court case numb	ier
(a) Insert full nurse(s) and address(m) of address(m) (f) address(m) (f)	We (a) Dantel R W Smith Grant Thombon UK LLI 30 Finsbury Square London EC2P 2YU	P	David J Dunckley Grant Thornion UK 30 Finsbury Square London EC2P ZYU	
	joint administrators of t	he above company attach a	a progress report for the	e period
(c) Itself data	(b) 7 March 2014		(b) 6 September 20	114
	Signed	Joint Admirestrator		
	Dated	15 September 2014		
Contact Outa	<u> </u>	•		
leformation in th you do, it will list contact you if th form	e to give any contact to box opposite but if to Companies House to ere is a query on the	Daniel R W OmEn Grant Thomton UK LLP 30 Finstrury Square London EC2P 2YU		1
	rmation that you give searchers of the	OX Number		020 7184 4300 DX Exchange
	use receipt date barrode	When you have complete Registrar of Companies of Companies House Com	et-	clease send it to the

Chiltern Care Holdings Limited (In Administration)

	Period from 07/03/14 to 06/09/14	Period from 19/04/10 to 06/09/14
RECEIPTS	£	£
Loan - Bruchmen No 7 Limited	•	375,355 35
Interest - Bruchmen No 7 Limited	-	36,768 68
		412,124 03
PAYMENTS		
Loan - Loyds Crown Chiltern Limited	-	375,355 35
Interest - Loyds Crown Chiltern Limited	-	36,768 68
		412,124 03
Balance in hand		-

Appendix B Form 2.24B – Loyds Propco No.2 Limited

Rule 2.47				Form 2.24B(CH)
	The Insolvency Act Administrator	: 1986 r's progress re	eport	
	Name of Company		Company	number
	Layds Propco No. 2 Lk	mRed	05403019	
	in the High Court of Justice, (Companies Court	Chancery Division,	Gourt cas 3249 of 20	
(s) breef full memory) and militare (m) of minimization(n)	We (a) Daniel R W Cmith Grent Thomson UK LLI 30 Finsbury Square London EC2P 2YU	•	David J Dur Grant Thom 30 Finsbury London EC:2P 2YU	ion UK LLP
	joint administrators of t	he above company alta	ch a progress repor	t for the period
(b) insert date	(b) 7 March 2014		(b) 6 Septen	:ber 2014
	Signed	Joint Admirtstrator		
	Osited	15 September 2014		
	Cated	15 September 2014		
Contact Details		15 September 2014		
You do not have information in it you do, it will be		Daniel R W Smith Grant Thoman UK L 30 Finsbury Square London ECZP ZYU	LP	
You do not have before all on it is you do, it will be contact you if it form. The contact info	e to give any contact he box opposite but if dip Companies House to	Daniel R W Smith Grant Thomton UK LI 3D Finsbury Square London	LP	020 7184 43CD OX Exchange

Loyds Propco No. 2 Limited (In Administration)

	Period from 07/03/14 to 06/09/14	Period from 19/04/10 to 06/09/14
RECEIPTS	£	£
Loan - Bruchmen No 4 Limited	189,328 83	2,041,110 24
Interest - Bruchmen No 4 Limited	136,143 96	1,163,154 86
	325,472 79	3,204,265 10
PAYMENTS		
Joint Administrators' Fees	-	112,049 05
Legal Fees	-	78,575 65
Law Debenture	-	4,466 67
Data Room Costs	-	428 45
Statutory Advertising	-	90 71
Professional Fees	•	3,833 33
Bordereaux	-	20 18
Irrecoverable VAT	~	36,231 82
Loan - Loyds Nursing Homes UK Limited	189,328 83	1,805,414 38
Interest - Loyds Nursing Homes UK Limited	136,143 96	1,163,154 86
	325,472 79	3,204,265 10
Balance in hand	<u> </u>	

Appendix B Form 2.24B – Loyds Propco No.1 Limited

Rule 2.47	<u>-</u>				Form 2.24B(CH)
	The Insolvency Act Administrator	1986 r's progress re	poi	rt	
	Name of Company	·	٦	Company number	,
	Loyds Propco No 1 Lta	niled		05372227	
	in the High Court of Justice, (Companies Court	Chancery Division,	_	Court case number 3242 of 2010	u
(a) Insert full name(a) and eddinas(as) of edinas(as)r(a)	We (a) Daniel R W Smith Grant Thombon UK LLI 30 Finsbury Square London EG2P 2YU	•		David J Dunckley Grant Thomson UK 30 Finsbury Square London EC2P 2YU	
	joint administrators of t	he above company attacl	n a pi	-	period
(h) insert data	(b) 7 March 2014		Î	(b) 6 September 20	14
	Stoned	Joint Administrator			
	Dated	15 September 2014			
information in the you do, it will be contact you if the form The contact info	to give any contact to give any contact to give apposite but if to Companies House to ere is a query on the rmation that you give searthers of the	Carriel R W Smith Grant Thornton UK LLI 30 Finshury Square London EC2P 2YU DX Muzzber	eted a		020 7 184 4300 DX Exchange ptease send it to the
Companies Ho	use receipt date barcode	Registrar of Companie Companies House, C			SUZ DX 83860 Cardiff

Loyds Propco No. 1 Limited (In Administration)

	Period from 07/03/14 to 06/09/14	Period from 19/04/10 to 06/09/14
RECEIPTS	£	£
Loan - Bruchmen No 1 Limited	808,577 41	8,697,531 46
Loan - Bruchmen No 2 Limited	691,813 57	7,855,130 35
Loan - Bruchmen No 3 Limited	745,581 11	7,782,319 43
Interest - Bruchmen No 1 Limited	532,063 28	4,272,292 19
Interest - Bruchmen No 2 Limited	483,522 31	4,487,930 66
Interest - Bruchmen No 3 Limited	502,094 68	4,549,270 77
	3,763,652 35	37,644,474 87
PAYMENTS		
Joint Administrators' Fees	•	1,302,182 86
Legal Fees	-	464,516 67
Law Debenture	-	4,466 67
Data Room Costs	-	5,448 84
Statutory Advertising	-	90 71
Professional Fees	-	3,833 33
Bordereaux	•	256 60
Insurance	-	242 58
Agents Fees	-	3,250 00
Irrecoverable VAT	-	334,638 20
Loan - Loyds Nursing Homes UK Limited	2,245,972 09	22,216,054 79
Interest - Loyds Nursing Homes UK Limited	1,517,680 26	13,309,493 62
	3,763,652 35	37,644,474 87
Balance in hand		(0.00)

Form 2.24B – Loyds CareCo UK Limited

Rule 2.47					Form 2.248	(CH)
	The Insolvency Act Administrator	1986 r's progress re	port			
	Name of Company		7 F	Company numb	er	
	Loyds Careco UK Limit	led		05296598		
	in the High Court of Justice (Companies Court	Chancery Division,		Court case num 3237 of 2010	ber	
iz) incert Adi Instincta) and Address (an) of Advisorial March	We (a) Daniel R W Bmith Grant Thombs UK LLF 30 Firsbury 8 quare London EC2P ZYU	•	Gri 30 31	avid J Ounckley Yant Thomson UR I Finsbury Squar Indon 12P ZYU		
	From	he above company alla	, to			
(h) insent data	•	he above company alta	, to	ress report for th		
(II) Invert date	From	he above company allas	, to			
(II) Invert data	(b) 7 March 2014		, to			
	Prom (b) 7 March 2014 Signed Oated	Joint Administrator	, to			
teformation in it you do, it will be contact you if it	Prom (b) 7 March 2014 Signed Oated	Joint Administrator	то (b)			
Contact Details You do not have tobernation in it you do, it will not contact you if it farm.	(b) 7 March 2014 Signed Dated Common any contact to box opposite but if to Companies House to	Joint Administrator 15 September 2014 Daniel R W Smith Grant Thomton UK U 30 Finsbury 3 quare Loodon	то (b)			

Loyds Careco UK Limited (In Administration)

	Period from 07/03/14 to 06/09/14	Period from 19/04/10 to 06/09/14
RECEIPTS	£	£
PAYMENTS		
Balance in hand		

Appendix C Basis of Administrators' Remuneration

Introduction

The following information is provided in connection with the administrators' remuneration and disbursements in accordance with SIP 9

Explanation of Grant Thornton UK LLP charging and disbursement recovery policies

An Overview of the Case and Narrative Description of Work Carried Out Please refer to the main body of the report

Time costs

All partners and staff are charged out at hourly rates appropriate to their grade, as shown on the attached schedule. Details of the hourly charge-out rates are made available to creditors or committees at the time of fixing the basis of our fees. Support staff (i.e. secretaries, cashiers and filing clerks) are charged to the case for the time they work on it

	From	From	From	From	From
	01/07/10	01/07/11	01/07/12	01/07/13	01/07/14
	£	£	£	£	£
Restructuring Partners up to	535	560	680	705	725
Specialist Tax Partners up to	625	700	700	725	740
Managers up to	405	425	440	455	470
Administrators up to	285	300	310	310	330
Assistants and support staff up to	195	205	210	210	230

Category 2 Disbursements

Out of pocket expenses are charged at cost Mileage is charged at standard rates which comply with HM Revenue and Customs limits or AA recommended rates VAT is added to disbursement charges as necessary

For your information, I provide a summary of my out of pocket expenses incurred in the period from 7 March 2014 to 6 September 2014 below Please note that these were not necessarily paid in the period

	£
Other Travel	435 55
Mıleage	255 30
Client Disbursements	107 87
Subsistence	14 49
Storage	0 66
	813 87

Appendix C Statement of Insolvency Practice 9 time costs analysis

Consolidated time for the period from 7 March 2014 to 6 September 2014

	d d	Partner	M	Manager	Ex⊕c	Executive	Administrator	trator		Total	
	H	3	ŧJH.	3	Hrs	3	H	¥	E H	3	Avg Hriy Rate
Administration and Planning	6 30	4 588.00	440	B 022 50	6 48	(1.818.T)	₽	2,294 00	40.0	24,522.60	0 to 17
Creditors	42.40	30 11100	26 00	71535 00					B\$ 40	101648 00	\$233
Histus period											
Investigations										•	#DIVIOR
Resibation of Assets	3140	22 64 100	84.60	34 532 00					# 8	57 173 00	492 87
Trading	0711	8 157 00	284 45	118 536 00			65 40	9 775 00	36125	13,868 00	376 #
Total	95 50	68,457 00	54145	242,775 50	6 7 8	1,618 10	8140	11,469 00	715 84	319,209 60	445 82

Consolidated time for the period from appointment to 6 September 2014

	•	Partner	Ī	Manager	Exec	Executive	Administrator	trator		Total	
	Hr#	3	H	G#	Hrs	3	Hrs	3	Hrs	-	Avg Hrly
Administration and Planning	69.38	45,574 93	25461	77 088 880	30108	83,287 66	208 34	30 422 26	833 41	259,285.62	31100
Creditors	220.85	W2,532.63	970	377,253 84	23.21	\$ 69.50	H34	142051	18138	526 376 48	445 50
Hlatus period										•	
Investigations	120	642 00	8.20	2 763 50	4 00	1020 00	19 80	2,826 30		7,25180	#DIV/0/
Realisation of Assets	15 BC	88 675 99	523 85	22 658 26	7065	17 002 38	32.79	4 288 49	763 63	322 625 2	422 38
Trading	97725	527 475 51	2 892 86	134 53151	543.86	132 97 127	258 55	33,500 60	4 612 32	1828 479 09	396 43
Total	1,364 22	804,90106	4,696 63	1827,187 88	842 60	239,460 81	530 79	72 458 36	7 390 94	2,943,998 11	398 33

Appendix D - An extract from the Insolvency Rules 1986 relating to creditors' rights to request additional information from the Administrators

Rule 2 48A

If (a) within 21 days of receipt of a progress report under Rule 2 47-

- (i) a secured creditor, or
- (ii)an unsecured creditor with the concurrence of at least 5% in value of the unsecured creditors (including the creditor in question), or
- (b) with the permission of the court upon an application made within that period of 21 days, any unsecured creditor,
 - makes a request in writing to the administrator for further information about remuneration or expenses (other than pre-administration costs) set out in a statement required by Rule 2 47(1)(db) or (dc), the administrator must, within 14 days of receipt of the request, comply with paragraph (2)
- (2) The administrator complies with this paragraph by either (a) providing all of the information asked for, or(b) so far as the administrator considers that(i) the time or cost of preparation of the information would be excessive, or
 - (u) disclosure of the information would be prejudicial to the conduct of the administration or might reasonably be expected to lead to violence against any person, or (u) the administrator is subject to an obligation of confidentiality in respect of the information, giving reasons for not providing all of the information
- (3) Any creditor, who need not be the same as the creditor who requested further information under paragraph (1), may apply to the court within 21 days of—
 - (a) the giving by the administrator of reasons for not providing all of the information asked for, or
 - (b) the expiry of the 14 days provided for in paragraph (1), And the court may make such order as it thinks just
- (4) Without prejudice to the generality of paragraph (3), the order of the court under that paragraph may extend the period of 8 weeks provided for in Rule 2 109(1B) by such further period as the court thinks just "

Appendix E - An extract from the Insolvency Rules 1986 relating to creditors' rights to challenge the Joint Administrators' fees if excessive

Rule 2 109

- (1) Any secured creditor, or any unsecured creditor with either the concurrence of at least 10% in value of the unsecured creditors (including that creditor) or the permission of the court, may apply to the court for one or more of the orders in paragraph (4)
- (1A) Application may be made on the grounds that-
 - (a) the remuneration charged by the administrator,
 - (b) the basis fixed for the administrator's remuneration under Rule 2 106, or
 - (c) expenses incurred by the administrator,
 - is or are, in all the circumstances, excessive or, in the case of an application under subparagraph (b), inappropriate
- (1B) The application must, subject to any order of the court under Rule 2 48A(4), be made no later than 8 weeks after receipt by the applicant of the progress report which first reports the charging of the remuneration or the incurring of the expenses in question ("the relevant report")
- (2) The court may, if it thinks that no cause is shown for a reduction, dismiss it without a hearing but it shall not do so without giving the applicant at least 5 business days' notice, upon receipt of which the applicant may require the court to list the application for a without notice hearing. If the application is not dismissed, the court shall fix a venue for it to be heard, and give notice to the applicant accordingly.
- (3) The applicant shall, at least 14 days before the hearing, send to the administrator a notice stating the venue and accompanied by a copy of the application, and of any evidence which the applicant intends to adduce in support of it
- (4) If the court considers the application to be well-founded, it must make one or more of the following orders—
 - (a)an order reducing the amount of remuneration which the administrator was entitled to charge,
 - (b)an order fixing the basis of remuneration at a reduced rate or amount,
 - (c)an order changing the basis of remuneration,
 - (d)an order that some or all of the remuneration or expenses in question be treated as not being expenses of the administration,
 - (e)an order that the administrator or the administrator's personal representative pay to the company the amount of the excess of remuneration or expenses or such part of the excess as the court may specify,
 - and may make any other order that it thinks just, but an order under sub-paragraph (b) or (c) may be made only in respect of periods after the period covered by the relevant report