

LIBRA CARECO CH3 PROPCO HOLDCO LIMITED

Annual Report and Unaudited Financial Statements

30 September 2016

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LIBRA CARECO CH3 PROPCO HOLDCO LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2016

CONTENTS	Page
Officers and professional advisers	1
Directors' report	2
Balance sheet	3
Notes to the financial statements	4

LIBRA CARECO CH3 PROPCO HOLDCO LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 2016

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

Mr C Patel

Mr D Smith

COMPANY SECRETARY

Mr D Smith

REGISTERED OFFICE

Southgate House

Archer Street

Darlington

County Durham DL3 6AH

LIBRA CARECO CH3 PROPCO HOLDCO LIMITED

DIRECTORS' REPORT

PRINCIPAL ACTIVITY AND BUSINESS REVIEW

The principal activity of the Company is to act as a holding company. The company has been dormant as defined in section 1169 of the Companies Act 2006 throughout the year and preceding financial year. It is anticipated that the company will remain dormant for the foreseeable future.

The principal activity of the Company's parent undertaking, FC Skyfall Upper Midco Limited and its subsidiaries (the "Group"), is the management and running of care homes principally for the elderly. The Group also owns the freeholds of care homes which are leased to the operating subsidiaries (HC-One Limited, Meridian Healthcare Limited and TTCC Limited) and a small number of third party operators.

DIRECTORS

The directors who served throughout the year were as follows:

Dr C Patel
Mr D Smith

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

Approved by the Board and signed on its behalf by:



Mr D Smith
Director
Date: 24 January 2017
Southgate House
Archer Street
Darlington
County Durham DL3 6AH

LIBRA CARECO CH3 PROPCO HOLDCO LIMITED

BALANCE SHEET As at 30 September 2016

	Note	2016 £	2015 £
INVESTMENT	4	<u>1</u>	<u>1</u>
NET ASSETS		<u>1</u>	<u>1</u>
CAPITAL AND RESERVES			
Called-up share capital	5	<u>1</u>	<u>1</u>
EQUITY SHAREHOLDERS' FUNDS		<u>1</u>	<u>1</u>

Libra CareCo CH3 Propco Holdco Limited (registered number 05578204) did not trade during the current or preceding period and has made neither profit nor loss, nor any other items of comprehensive income. Libra CareCo CH3 Propco Holdco Limited is a dormant company, as defined by the Companies Act 2006, and has therefore elected to retain its accounting policies for reported assets, liabilities and equity at the date of transition to FRS 102 in accordance with the transition provisions in paragraph 35.10 in FRS 102.

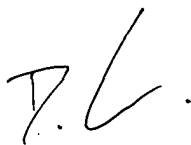
For the year ending 30 September 2016 the Company was entitled to exemption from audit under section 480 of the Companies Act 2006 relating to dormant companies.

The members have not required the company to obtain an audit of its accounts for the year in question in accordance with section 476.

The directors acknowledge their responsibilities for complying with the requirements of the Act with respect to accounting records and the preparation of accounts.

These financial statements on page 2 to 6 were approved and authorised for issue by the Board of Directors on 24 January 2017.

Signed on behalf of the Board of Directors



Mr D Smith
Director
24 January 2017

LIBRA CARECO CH3 PROPCO HOLDCO LIMITED

NOTES TO THE ACCOUNTS

For the year ended 30 September 2016

1. ACCOUNTING POLICIES

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

The Company is a private company limited by shares and is registered in England and Wales. The address of the Company's registered office is shown on page 1. The Company is dormant.

Exemption from consolidation

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

Investments

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

2. PROFIT AND LOSS ACCOUNT

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

3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

The Company had no employees during the current and preceding year.

None of the Directors received emoluments in relation to their services to the Company during the current or preceding year. Directors' emoluments have been borne by HC-One Limited in the current and preceding year.

4. INVESTMENT

At 30 September 2015 and 30 September 2016

£
1

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

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

LIBRA CARECO CH3 PROPCO HOLDCO LIMITED

NOTES TO ACCOUNTS (Continued) For the year ended 30 September 2016

4. INVESTMENT (Continued)

At 30 September 2016, the Company held investments either directly or indirectly in the following subsidiary undertakings:

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

*held directly by Libra CareCo CH3 PropCo Holdco Limited.

All shares held are ordinary shares.

5. CALLED-UP SHARE CAPITAL

	2015 £	2014 £
Called-up, allotted and fully paid:		
1 Ordinary share of £1	1	1

6. SUBSEQUENT EVENTS

No subsequent events are noted after the year ended 30 September 2016.

7. RELATED PARTY TRANSACTIONS

The Company has taken exemption provided under FRS 102 to not disclose intercompany transactions with other group undertakings within the FC Skyfall Upper Midco Limited group.

There are no transactions between the Company and the directors during the current year or the preceding year.

The cost of the annual return fee was borne by NHP Management Limited, a group undertaking, in the current and preceding year, without any right of reimbursement.

No other related party transaction is noted.

8. CONTINGENT LIABILITIES

The Company and its group undertakings are guarantors to a facility agreement entered into by FC Skyfall Lower Midco Limited and FC Skyfall Bidco Limited, the Company's intermediate parent undertakings and FC Skyfall TA Limited, the Company's related group undertaking. The facility is secured by a fixed and floating charge over the group assets and unlimited guarantee from its group undertakings. As at 24 January 2017 the outstanding loan amount is £281.5m.

LIBRA CARECO CH3 PROPCO HOLDCO LIMITED

NOTES TO ACCOUNTS (Continued)

For the year ended 30 September 2016

9. ULTIMATE CONTROLLING PARTY

In the opinion of the Directors, the Company's ultimate parent company and ultimate controlling party is FC Skyfall LP, a limited partnership incorporated and registered in the Cayman Islands.

The parent undertaking of the largest group in which includes the Company and for which group accounts are prepared is FC Skyfall Upper Midco Limited, a company incorporated in England and Wales.

Copies of FC Skyfall Upper Midco Limited consolidated financial statements for the year ended 30 September 2016 are available from Companies House at Crown Way, Cardiff, Wales CF14 3UZ.

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