

LIBRA CARECO CH3 PROPCO LIMITED

**Annual Report and Financial Statements
For the year ended 30 September 2017**

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LIBRA CARECO CH3 PROPCO LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2017

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LIBRA CARECO CH3 PROPCO LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 SEPTEMBER 2017

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

Mr J Hutchens (appointed 21 September 2017)
Dr C Patel (resigned 18 December 2017)
Mr D Smith

COMPANY SECRETARY

Mr D Smith

REGISTERED OFFICE

Southgate House
Archer Street
Darlington
County Durham DL3 6AH

BANKERS

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

SOLICITORS

Skadden, Arps, Slate, Meagher & Flom (UK) LLP
40 Bank Street
Canary Wharf
London E14 5DS

Gowling WLG (UK) LLP
4 More London Riverside
London SE1 2AU

AUDITOR

Deloitte LLP
Statutory Auditor
Newcastle upon Tyne
United Kingdom

LIBRA CARECO CH3 PROPCO LIMITED

DIRECTORS' REPORT

The Directors present their annual report on the affairs of Libra CareCo CH3 PropCo Limited ('the Company'), together with the audited financial statements for the year ended 30 September 2017. The Directors' report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption. The Company has also taken the small companies' exemption from the requirement to prepare a Strategic report.

PRINCIPAL ACTIVITY

The principal activity of the Company 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. The Company will continue to receive rental income from overriding lease agreements and interest income from loan notes issued to group undertakings. The Directors intend to continue these activities in the forthcoming year.

BUSINESS REVIEW

During the year, the Company sold 55 freehold and long leasehold properties plus a land site for net consideration totalling £138.0m. 53 of the 55 freehold and long leasehold properties plus a land site were sold to FC Skyfall IOM Properties Limited, a group undertaking. At 30 September 2017 there were 6 properties that remained in the Company's property portfolio at a carrying value of £4.0m (2016: 61 properties and a land site at £141.6m).

RESULTS

The results for the year to 30 September 2017 are set out in the profit and loss account on page 8.

DIVIDENDS

Dividends of £87,500,017 were proposed and paid to Libra CareCo CH3 PropCo Holdco Limited in the current year (2016: £nil).

DIRECTORS

The following Directors served throughout the year and to the date of signing:

Mr J Hutchens (appointed 21 September 2017)
Dr C Patel (resigned 18 December 2017)
Mr D Smith

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.

PROPERTY VALUATIONS

The freehold properties owned by the Company which are leased to Care Management Group ("CMG") are investment properties. The Company and its group undertakings' investment properties were fair valued by the Directors at 30 September 2017. See note 7 to the financial statements for further details.

PRINCIPAL RISKS AND UNCERTAINTIES

The Directors of the Company have the overall responsibilities for the FC Skyfall Upper Midco Limited group ("the Group"), of which the Company is a subsidiary. The principal risks and uncertainties of the Group also apply to the Company. The consolidated financial statements of FC Skyfall Upper Midco Limited for the year ended 30 September 2017 are publicly available from Companies House at Crown Way, Cardiff, Wales, CF14 3UZ.

LIBRA CARECO CH3 PROPCO LIMITED

DIRECTORS' REPORT (Continued)

GOING CONCERN

The going concern position of the Company is dependent on the overall going concern of the Group headed by FC Skyfall Upper Midco Limited.

The Directors have reviewed the going concern of the Company and the Group carefully in the preparation of the consolidated financial statements.

Management have prepared detailed forecasts for the Group for the period to 30 September 2019. Net debt levels, servicing costs and covenant requirements are closely monitored and managed in accordance to the Group's objectives, policies and processes.

The Group maintains sufficient cash resources to meet its day-to-day working capital requirements.

The Directors believe that the Group and the Company are well placed to manage its risk appropriately.

After making enquiries and based on the Group's forecasts and projections, taking into account reasonable possible changes in trading performance, the Directors have a reasonable expectation that the Group and the Company have adequate resources to continue in operational existence for the foreseeable future. Thus they adopt the going concern basis of accounting in preparing the annual financial statements.

SUBSEQUENT EVENTS

No other significant events are noted between the year ended 30 September 2017 and to the date of signing of this report. See note 15 to the financial statements.

AUDITOR

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

- so far as each of the Directors is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- each of the Directors has taken all the steps that they ought to have taken as a Director in order to make themselves aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP have indicated their willingness to be re-appointed for another term and appropriate arrangements have been put in place for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

APPROVAL OF REDUCED DISCLOSURES

The Company, as a qualifying entity, has taken advantage of the disclosure exemptions in FRS 102 paragraph 1.12.

Approved by the Board and signed on its behalf:



Mr D Smith
Director
Date: 2 February 2018
Southgate House
Archer Street
Darlington
County Durham DL3 6AH

DIRECTORS' RESPONSIBILITIES STATEMENT

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), including FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland". Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; and
- 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 adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. 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 AUDITOR'S REPORT TO THE MEMBERS OF
LIBRA CARECO CH3 PROPCO LIMITED**

Report on the audit of the financial statements

Opinion

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 September 2017 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

We have audited the financial statements of Libra CareCo CH3 PropCo Limited (the 'Company') which comprise:

- the profit and loss account;
- the balance sheet;
- the statement of changes in equity; and
- the related notes 1 to 18.

The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland" (United Kingdom Generally Accepted Accounting Practice).

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the auditor's responsibilities for the audit of the financial statements section of our report.

We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We are required by ISAs (UK) to report in respect of the following matters where:

- the Directors' use of the going concern basis of accounting in preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

We have nothing to report in respect of these matters.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
LIBRA CARECO CH3 PROPCO LIMITED (Continued)**

Other information

The Directors are responsible for the other information. The other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in respect of these matters.

Responsibilities of directors

As explained more fully in the Directors' responsibilities statement, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view, and for such internal control as the Directors determine is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

A further description of our responsibilities for the audit of the financial statements is located on the Financial Reporting Council's website at: www.frc.org.uk/auditorsresponsibilities. This description forms part of our auditor's report.

Use of our report

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 auditor's 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.

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
LIBRA CARECO CH3 PROPCO LIMITED (Continued)**

Report on other legal and regulatory requirements

Opinions on other matters prescribed by the Companies Act 2006

In our opinion, based on the work undertaken in the course of the audit:

- the information given in the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Directors' report has been prepared in accordance with applicable legal requirements.

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified any material misstatements in the Directors' report.

Matters on which we are required to report by exception

Under the Companies Act 2006 we are required to report in respect of the following matters if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the Directors were not entitled to take advantage of the small companies' exemption in preparing the Directors' report and from the requirement to prepare a Strategic report.

We have nothing to report in respect of these matters.



Dave Johnson (Senior statutory auditor (FCA))
for and on behalf of Deloitte LLP
Statutory Auditor
Newcastle upon Tyne, United Kingdom
Date: 2 February 2018

LIBRA CARECO CH3 PROPCO LIMITED

PROFIT AND LOSS ACCOUNT For the year ended 30 September 2017

	Notes	Total 2017 £'000	Total 2016 £'000
TURNOVER	3	2,468	4,500
Administrative expenses		(105)	(76)
Amount written off investment	8	(157,080)	-
Total administrative expenses		(157,185)	(76)
OPERATING (LOSS)/ PROFIT		(154,717)	4,424
Profit on sale of tangible fixed assets		417	-
Gain on revaluation of investment properties		-	28,178
Net interest receivable and similar income	4	10,285	10,171
(LOSS)/ PROFIT BEFORE TAXATION	5	(144,015)	42,773
Tax credit/ (charge) on (loss)/ profit	6	5,053	(2,407)
(LOSS)/ PROFIT FOR THE FINANCIAL YEAR ATTRIBUTABLE TO THE EQUITY SHAREHOLDERS OF THE COMPANY		(138,962)	40,366
TOTAL COMPREHENSIVE (EXPENSE)/ INCOME ATTRIBUTABLE TO THE EQUITY SHAREHOLDERS OF THE COMPANY		(138,962)	40,366

Turnover and operating profit are derived from continuing operations.

There is no comprehensive income for the current financial year or preceding financial year other than as stated in the profit and loss account. Accordingly, no statement of comprehensive income is presented.

LIBRA CARECO CH3 PROPCO LIMITED

BALANCE SHEET As at 30 September 2017

	Notes	£'000	2017 £'000	£'000	2016 £'000
FIXED ASSETS					
Tangible fixed assets	7		4,020		141,583
Investments	8		93,256		245,304
			<u>97,276</u>		<u>386,887</u>
CURRENT ASSETS					
Debtors	9	96,083		36,546	
CREDITORS: amounts falling due within one year	10	<u>(31,049)</u>		<u>(29,659)</u>	
NET CURRENT ASSETS			<u>65,034</u>		<u>6,887</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			162,310		393,774
CREDITORS: amounts falling due after more than one year	11		(47,707)		(47,707)
PROVISION FOR LIABILITIES	12		-		(5,002)
NET ASSETS			<u>114,603</u>		<u>341,065</u>
CAPITAL AND RESERVES	13				
Called-up share capital			-		-
Capital contribution			210,382		210,382
Profit and loss account			<u>(95,779)</u>		<u>130,683</u>
SHAREHOLDERS' FUNDS			<u>114,603</u>		<u>341,065</u>

These financial statements of Libra CareCo CH3 PropCo Limited (registered number 05579560) were approved by the Board of Directors and authorised for issue on 2 February 2018. They were signed on its behalf by:



Mr D Smith
Director

LIBRA CARECO CH3 PROPCO LIMITED

STATEMENT OF CHANGES IN EQUITY
For the year ended 30 September 2017

	Called-up share capital £'000	Capital contribution £'000	Profit and loss account £'000	Total £'000
At 1 October 2015	-	210,382	90,317	300,699
Profit for the financial year and total comprehensive income	-	-	40,366	40,366
At 30 September 2016	-	210,382	130,683	341,065
Loss for the financial year and total comprehensive expense	-	-	(138,962)	(138,962)
Dividends paid on equity shares (see note 17)	-	-	(87,500)	(87,500)
At 30 September 2017	-	210,382	(95,779)	114,603

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 September 2017

1. ACCOUNTING POLICIES

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year, except as noted below.

General information and basis of accounting

Libra CareCo CH3 PropCo Limited is a private company incorporated in the United Kingdom under the Companies Act. The Company is a private company limited by shares and is registered in England and Wales. The address of the registered office is given on page 1. The nature of the Company's operations and its principal activities are set out in the Director's report on page 2.

The average monthly number of employees (excluding executive directors) was nil (2016: nil).

The financial statements have been prepared under the historical cost convention modified to include certain items at fair value (tangible assets) and in accordance with Financial Reporting Standard 102 (FRS 102) as issued by Financial Reporting Council.

The functional currency of the Company is considered to be pounds sterling because that is the currency of the primary economic environment in which the Company operates.

The Company meets the definition of a qualifying entity under FRS 102 and has therefore taken advantage of the disclosure exemptions available to it in respect of its separate financial statements. The Company is consolidated in the financial statements of its parent undertaking, FC Skyfall Upper Midco Limited, which can be obtained from the Companies House at Crown Way, Cardiff, Wales, CF14 3UZ. Exemptions have been taken in these separate Company financial statements in relation to a cash flow statement, the disclosure of intercompany transactions with other group undertakings within the FC Skyfall Upper Midco Limited group, and in the production of consolidated financial statements, as the Company is itself a subsidiary of FC Skyfall Upper Midco Limited, and remuneration of key management personnel.

Going concern

The going concern position of the Company is dependent on the overall going concern of the Group headed by FC Skyfall Upper Midco Limited.

The Directors have reviewed the going concern of the Company and the Group carefully in the preparation of the financial statements.

Management have prepared detailed forecasts for the Group for the period to 30 September 2019. Net debt levels, servicing costs and covenant requirements are closely monitored and managed in accordance to the Group's objectives, policies and processes.

The Group maintains sufficient cash resources to meet its day-to-day working capital requirements.

The Directors believe that the Group and the Company are well placed to manage its risk appropriately.

After making enquiries and based on the Group's forecasts and projections, taking into account reasonable possible changes in trading performance, the Directors have a reasonable expectation that the Group and the Company have adequate resources to continue in operational existence for the foreseeable future. Thus they adopt the going concern basis of accounting in preparing the annual financial statements.

Turnover

Turnover represents overriding lease rental income accounted for on an accrual basis under the terms of overriding lease agreements.

NOTES TO THE FINANCIAL STATEMENTS (Continued)
For the year ended 30 September 2017

1. ACCOUNTING POLICIES (Continued)

Tangible fixed assets

Investment properties

Investment properties for which fair value can be measured reliably without undue costs or effort on an ongoing basis are measured at fair value annually with any change recognised in the profit and loss account.

No depreciation is provided on investment properties.

Investment

Fixed asset investment is stated at cost less provision for impairment.

Taxation

Current 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 that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

Unrelieved tax losses and other deferred tax assets are recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax liabilities are recognised for timing differences arising from investments in subsidiaries and associates, except where the Company is able to control the reversal of the timing differences and it is probable that it will not reverse in the foreseeable future.

Deferred tax is measured using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date that are expected to apply to the reversal of the timing difference. Deferred tax relating to non-depreciable property, plant and equipment measured using the revaluation model and investment property is measured using the tax rates and allowances that apply to sale of the asset. In other cases, the measurement of deferred tax liabilities and assets reflects the tax consequences that would follow from the manner in which the Group expects, at the end of the reporting year, to recover or settle the carrying amount of its assets and liabilities.

Where items recognised in other comprehensive income or equity are chargeable to or deductible for tax purposes, the resulting current or deferred tax expense and income is presented in the same component of comprehensive income or equity as the transaction or other event that resulted in the tax expense or income.

Current tax assets and liabilities are offset only when there is a legally enforceable right to set off the amounts and the Company intends either to settle on a net basis or to realise the assets and settle the liability simultaneously.

Deferred tax assets and liabilities are offset only if: (a) the Company has a legally enforceable right to set off current tax assets against current tax liabilities; and (b) the deferred tax assets and deferred tax liabilities relate to income taxes levied by the same taxation authority on either the same taxable entity or different taxable entities which intend either to settle current tax liabilities and assets on a net basis; or to realise the assets and settle the liabilities simultaneously, in each future period in which significant amounts of deferred tax liabilities or assets are expected to be settled or recovered.

Interest

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

NOTES TO THE FINANCIAL STATEMENTS (Continued)**For the year ended 30 September 2017****1. ACCOUNTING POLICIES (Continued)****Dividend expense**

Dividend payable is recognised in the financial statements when amounts have been declared and paid. Dividends were proposed and paid to Libra CareCo CH2 PropCo Holdco Limited, an immediate parent undertaking.

Financial instruments

Financial assets and financial liabilities are recognised when the Company becomes a party to the contractual provision of the instrument.

All financial assets and liabilities are initially measured at transaction price (including transaction costs), except for those financial assets classified as at fair value through profit and loss, which are initially measured at fair value (which is normally the transaction price excluding transaction costs), unless the arrangement constitutes a financing transaction. If an arrangement constitutes a financing transaction, the financial asset or financial liability is measured at the present value of the future payments discounted at a market rate of interest for a similar debt instrument.

Financial assets and liabilities are only offset in the balance sheet when, and only when there exists a legally enforceable right to set off the recognised amounts and the Company intends either to settle on a net basis, or to realise the asset and settle the liability simultaneously.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expired.

Financial assets are derecognised when and only when a) the contractual rights to the cash flows from the financial asset expire or are settled, b) the Company transfers to another party substantially all of the risks and rewards of ownership of the financial asset, or c) the Company, despite having retained some, but not all, significant risks and rewards of ownership, has transferred control of the asset to another party.

Financial liabilities are derecognised only when the obligation specified in the contract is discharged, cancelled or expired.

Impairment of assets

Assets, other than those measured at fair value, are assessed for indicators of impairment at each balance sheet date. If there is objective evidence of impairment, an impairment loss is recognised in profit or loss as described below.

Non-financial assets

An asset is impaired where there is objective evidence that, as a result of one or more events that occurred after initial recognition, the estimated recoverable value of the asset has been reduced. The recoverable amount of an asset is the higher of its fair value less costs to sell and its value in use.

Where indicators exist for a decrease in impairment loss, the prior impairment loss is tested to determine reversal. An impairment loss is reversed on an individual impaired asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

Financial assets

For financial assets carried at amortised cost, the amount of impairment is the difference between the asset's carrying amount and the present value of estimated future cash flows, discounted at the financial asset's original effective interest rate.

NOTES TO THE FINANCIAL STATEMENTS (Continued)
For the year ended 30 September 2017

1. ACCOUNTING POLICIES (Continued)

Impairment of assets (continued)

Financial assets (continued)

For financial assets carried at cost less impairment, the impairment loss is the difference between the asset's carrying amount and the best estimate of the amount that would be received for the asset if it were to be sold at the reporting date.

Where indicators exist for a decrease in impairment loss, and the decrease can be related objectively to an event occurring after the impairment was recognised, the prior impairment loss is tested to determine reversal.

An impairment loss is reversed on an individual impaired financial asset to the extent that the revised recoverable value does not lead to a revised carrying amount higher than the carrying value had no impairment been recognised.

2. CRITICAL ACCOUNTING JUDGEMENTS

In the application of the Company's accounting policies, which are described in note 1, the Directors are required to make judgements, estimates and assumptions about the carrying amounts of assets and liabilities that are not readily apparent from other sources. The estimates and associated assumptions are based on historical experience and other factors that are considered to be relevant. Actual results may differ from these estimates.

The estimates and underlying assumptions are reviewed on an ongoing basis. Revisions to accounting estimates are recognised in the period in which the estimate is revised if the revision affects only that period or in the period of the revision and future periods if the revision affects both current and future periods.

Critical accounting judgements are considered to be those which are also key sources of estimation which have been discussed below.

Key sources of estimation uncertainty

Revaluation of properties

Determining the fair value of freehold properties at fair value requires estimation based upon the market and cash flows of assets. Management have sought advice with a valuation specialist to address the risk of estimation uncertainty of revaluing properties.

Impairment on investment in subsidiary

Determining whether the investment in subsidiary undertakings should be impaired based on the financial position and future prospect of the investment requires judgement. See note 8.

3. TURNOVER

Turnover comprises the following amounts earned from the Company's ordinary activities which take place wholly within the United Kingdom:

	2017 £'000	2016 £'000
Overriding lease rents received from group undertaking	2,468	4,500

NOTES TO THE FINANCIAL STATEMENTS (Continued)
For the year ended 30 September 2017

4. NET INTEREST RECEIVABLE AND SIMILAR INCOME

	2017 £'000	2016 £'000
Interest receivable on loan notes to group undertaking	11,576	11,594
Interest payable on loan notes from group undertakings	(1,291)	(1,423)
	<u>10,285</u>	<u>10,171</u>

5. (LOSS)/ PROFIT BEFORE TAXATION

(Loss)/ Profit on ordinary activities before taxation is stated after charging:

	2017 £'000	2016 £'000
Management fees payable to a group undertaking	63	49
Fees payable to the Company's auditor for the audit of the Company's annual financial statements	24	21
Non-audit fees for tax advice	<u>18</u>	<u>6</u>

The Company had no employees during the current or 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, a group undertaking during the current and preceding year, and were not recharged to the Company.

6. TAX ON (LOSS)/ PROFIT

	2017 £'000	2016 £'000
Deferred taxation:		
Origination and reversal of timing differences	(4,043)	2,701
Adjustment in respect of previous years	(1,119)	(31)
Effect of changes in tax rates	<u>109</u>	<u>(263)</u>
Total deferred tax	<u>(5,053)</u>	<u>2,407</u>
Total tax (credit)/ charge	<u>(5,053)</u>	<u>2,407</u>
Reconciliation of current year (credit)/ charge:		
(Loss)/ Profit before tax	<u>(144,015)</u>	<u>42,773</u>
Tax on (loss)/ profit at standard rate of 19.5% (2016: 20.0%)	(28,080)	8,554
Factors affecting tax charge:		
Non-deductible provisions	30,628	-
Gains/ rollover relief etc	(4,158)	-
Effect of group relief/ other reliefs	(2,433)	(2,919)
Adjustment from previous years	(1,119)	(31)
Tax rate changes	109	(263)
Non-taxable revaluation	-	(2,934)
Benefit of s.198 elections	<u>-</u>	<u>-</u>
Total tax charge/ (credit) for the financial year	<u>(5,053)</u>	<u>2,407</u>

NOTES TO THE FINANCIAL STATEMENTS (Continued)
For the year ended 30 September 2017

6. TAX ON (LOSS)/ PROFIT (Continued)

The standard rate of tax applied to reported profit is 19.5% (2016: 20.0%).

Finance Act No.2 2015 included provisions to reduce the corporate tax to 19.0% with effect from 1 April 2017 and 18.0% with effect from 1 April 2020. In addition, Finance Bill 2016 was substantively enacted on 6 September 2016 which introduced a further reduction in the main rate of corporation tax from 18.0% to 17.0% from 1 April 2020. Accordingly these rates have been applied when calculating deferred tax assets and liabilities as at 30 September 2017.

There is no expiry date on timing differences, unused tax losses or tax credits.

7. TANGIBLE FIXED ASSETS

	Freehold Investment properties £'000	Long leasehold investment properties £'000	Total £'000
At cost or valuation			
At 1 October 2015	112,475	11,280	123,755
Disposals	(7,929)	(2,421)	(10,350)
Surplus on valuation	26,085	2,093	28,178
	<hr/>	<hr/>	<hr/>
At 30 September 2016	130,631	10,952	141,583
Disposals	(126,611)	(10,952)	(137,563)
	<hr/>	<hr/>	<hr/>
At 30 September 2017	4,020	-	4,020
	<hr/>	<hr/>	<hr/>

Investment properties, which are both freehold and long leasehold properties, were revalued to fair value at 30 September 2017 by the Directors. No revision of value was determined from the previous revaluation date of 30 September 2016.

The Directors have performed a full revaluation of the properties, taking into consideration market conditions and performance of the properties. Also, the Directors have sought advice from a valuation specialist to address the risk of estimation uncertainty of revaluation of properties.

The Directors have carried out impairment review on properties where they have been sold at a lower value to the carrying value.

As set out in note 3, overriding lease rental income during the year ended 30 September 2017 was £2,468,000 (2016: £4,500,000). No contingent rents have been recognised as income in the current or preceding year.

LIBRA CARECO CH3 PROPCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued)

For the year ended 30 September 2017

8. INVESTMENTS

	Share in subsidiary undertaking £'000	Subordinated loan notes investment in subsidiary undertaking £'000	Total £'000
Cost or net book value			
At 1 October 2016	287	245,017	245,304
Additions	194,775	140,450	335,225
Repayments	-	(330,193)	(330,193)
At 30 September 2017	195,062	55,274	250,336
Provision			
At 1 October 2016	-	-	-
Amount written off to profit and loss	(157,080)	-	(157,080)
At 30 September 2017	(157,080)	-	(157,080)
Net book value:			
At 30 September 2017	37,982	55,274	93,256
At 30 September 2016	287	245,017	245,304

Shares in subsidiary undertaking

On 1 December 2006, Libra CareCo CH3 PropCo Limited purchased the entire issued share capital of Care Homes No.3 Limited, a company incorporated in the Cayman Islands. The principal activity of Care Homes No.3 Limited is the investment in overriding leases acquired from the Company.

On 28 June 2017, Libra CareCo CH3 PropCo Limited subscribed for one ordinary share in Care Homes No. 3 Limited for £194,774,886 in cash.

At 30 September 2017 the Company has made a provision of impairment on its investment in Care Homes No. 3 Limited, a fellow group undertaking, for £157,080,000 (2016: £nil) which was charged to profit and loss account. The amount of the impairment was calculated based on the deemed recoverable value of the investment in Care Homes No. 3 Ltd as at 30 September 2017.

At 30 September 2017, the Company held investments either directly or indirectly in the following subsidiary undertakings:

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

* held directly by Libra CareCo CH2 PropCo Limited. All others are indirect.

All shares held are ordinary shares.

The registered address for Care Homes No.3 Limited is c/o Walkers Corporate Limited, Cayman Corporate Centre, 27 Hospital Road, George Town, Grand Cayman, KY1-9008, Cayman Islands.

The registered address for NHP Securities No.10 Limited and NHP Securities No.12 Limited is 47 Esplanade, St Helier, Jersey, Channel Islands, JE1 0BD.

NOTES TO THE FINANCIAL STATEMENTS (Continued)
For the year ended 30 September 2017

8. INVESTMENTS

Subordinated Loan notes investment in subsidiary undertaking

During the year further loan notes of £2,469,000 were invested in Care Homes No.3 Limited, a group undertaking. The loan notes had no fixed repayment date and bore interest of LIBOR plus 2% per annum. On 28 June 2017 the loans were fully repaid. At 30 September 2017 a loan note of £nil (2016: £165,027,000) remained outstanding.

On 28 June 2017, the loan note invested in FC Skyfall Bidco Limited, an intermediate parent undertaking, was fully repaid (2016: £3,327,000). The loan repayment date had been on 12 November 2019 and bore a fixed interest rate of 6% per annum.

During the year to further loan notes of £1,481,000 were invested in FC Skyfall Bidco, an intermediate parent undertaking. On 28 June 2017, £71,870,000 of the total outstanding loan value was repaid. At 30 September 2017, loan note of £6,274,000 (2016: £76,663,000) remained outstanding. The loan repayment date is on 12 November 2019 and bears fixed interest rate of 9% per annum.

At 31 March 2017, loan notes of £136,500,000 were issued to FC Skyfall IOM Properties Limited, a group undertaking. On 30 June 2017, £87,500,000 of the loan amount was re-assigned to FC Skyfall Bidco Limited, a parent company. At 30 September 2017 the loan amount of £49,000,000 (2016: £nil) remained outstanding. The loan repayment date is on 31 March 2022 and the loan notes bear a fixed interest rate of 6.50 % per annum.

9. DEBTORS

	2017 £'000	2016 £'000
Amount due within one year:		
Other amounts due from group undertakings	96,032	36,546
Deferred tax asset	51	-
	<u>96,083</u>	<u>36,546</u>

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2017 £'000	2016 £'000
Amounts owed to group undertakings	31,031	29,653
Accruals	18	6
	<u>31,049</u>	<u>29,659</u>

Amounts owed to group undertakings

These amounts are due on demand bearing no interest.

NOTES TO THE FINANCIAL STATEMENTS (Continued)
For the year ended 30 September 2017

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

	2017 £'000	2016 £'000
Loan notes due to group undertakings	47,707	47,707
	<u>47,707</u>	<u>47,707</u>

Loan notes due to group undertakings

On 17 October 2005, the Company issued a loan note of £47,707,425 to NHP Securities No.3 Limited, a group undertaking, which represents part of the consideration payable for assets transferred. The loan note has no fixed repayment date and carries loan interest at LIBOR plus 2% per annum.

12. PROVISION FOR LIABILITIES

	2017 £'000	2016 £'000
Deferred tax		
Fixed asset timing differences	51	(5,395)
Losses	-	393
	<u>51</u>	<u>(5,002)</u>
Deferred tax assets/ (liabilities):		
Provision at 1 October	(5,002)	(2,595)
Adjustment in respect of previous year	1,119	31
Deferred tax credit/ (charge)	3,934	(2,438)
Provision at 30 September	<u>51</u>	<u>(5,002)</u>

13. CALLED-UP SHARE CAPITAL AND RESERVES

	2017 £	2016 £
Called-up, allotted and fully paid:		
1 ordinary share of £1 each	<u>1</u>	<u>1</u>

The Company's other reserves are as follows:

The capital contribution represents the cash investment from the Company's former parent undertaking.

The profit and loss account represents cumulative profits or losses, including unrealised profit on the re-measurement of investment properties, net of other adjustments.

14. CONTINGENT LIABILITIES AND GUARANTEES

The Company and its group undertakings are guarantors to a facility agreement entered into by FC Skyfall Bidco Limited, the Company's intermediate parent undertaking. The facility is secured by a fixed and floating charge over the group assets and unlimited guarantee from its group undertakings. As at 2 February 2018 the outstanding loan amount is £281.3m.

NOTES TO THE FINANCIAL STATEMENTS (Continued)**For the year ended 30 September 2017****15. SUBSEQUENT EVENTS**

No other significant events are noted between the year ended 30 September 2017 and to the date of signing of this report.

16. RELATED PARTY TRANSACTIONS

(a) The Company has taken exemption provided under FRS 102 to not disclose intercompany transactions with wholly owned 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 key management personnel of the Company are also the key management personnel of the Group and other group undertakings. Management do not believe it is possible to allocate these costs to each individual company. Further details can be found in the consolidated financial statements of FC Skyfall Upper Midco Limited.

(b) During the year, FC Skyfall TopCo Limited, the Company's intermediate parent undertaking, made a payment on behalf of the Company for an amount of £nil (2016: £6,624). This amount of £6,624 was repaid during the current financial year.

17. DIVIDENDS ON EQUITY

	2017 £'000	2016 £'000
Declared and paid during the year:		
Equity dividends on ordinary shares	87,500	-

18. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The immediate parent undertaking is Libra CareCo CH3 PropCo Holdco Limited, a company incorporated in the United Kingdom and registered in England and Wales. The Directors regard FC Skyfall LP, a limited partnership incorporated and registered in the Cayman Islands, as the ultimate parent undertaking. There is no controlling party beyond FC Skyfall LP.

The largest and smallest group in which the results of the Company are consolidated is that headed by FC Skyfall Upper Midco Limited, a company incorporated in England and Wales. The registered address of FC Skyfall Upper Midco Limited is 40 Bank Street, Level 29, London, E14 5DS.

Copies of FC Skyfall Upper Midco Limited consolidated financial statements for the year ended 30 September 2017 are available from Companies House at Crown Way, Cardiff, Wales, CF14 3UZ.