

LLNH LIMITED

Annual Report and Unaudited Financial Statements

For the year ended 30 September 2016

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

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

DIRECTORS' REPORT

The Directors have pleasure in presenting their annual report and the unaudited financial statements for the year ended 30 September 2016.

PRINCIPAL ACTIVITY AND BUSINESS REVIEW

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

BALANCE SHEET
As at 30 September 2016

	Note	2016 £	2015 £
CURRENT ASSETS			
Cash at bank and in hand		1	1
		<hr/>	<hr/>
NET CURRENT ASSETS		1	1
		<hr/>	<hr/>
NET ASSETS		1	1
		<hr/> <hr/>	<hr/> <hr/>
CAPITAL AND RESERVES			
Called-up share capital	3	1	1
Profit and loss account		-	-
		<hr/>	<hr/>
EQUITY SHAREHOLDERS' FUNDS		1	1
		<hr/> <hr/>	<hr/> <hr/>

LLNH Limited (registered number 03429499) did not trade during the current or preceding period and has made neither profit nor loss, nor any other items of comprehensive income. LLNH 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 5 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

NOTES TO THE FINANCIAL STATEMENTS**For the year ended 30 September 2016****1. INVESTMENTS**

The Company has a 49.99% holding in the LLNHP Partnership, which is dormant. The original investment, representing a capital contribution, has been fully repaid and hence is carried at £nil (2015: £nil). Any future profits of the Partnership will continue to be shared between the Partners in accordance with the provisions of the Partnership Deed dated 27 October 1997. The results of the Partnership are consolidated in the financial statements of NHP Securities No. 4 Limited.

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 of 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 the preceding year.

4. CALLED-UP SHARE CAPITAL

	2016	2015
	£	£
Called-up, allotted and fully paid:		
1 Ordinary share of £1	1	1
	<u>1</u>	<u>1</u>

5. SUBSEQUENT EVENTS

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

6. 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.

7. 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.

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 30 September 2016

8. 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 Securities No. 4 Limited, a company incorporated in the United Kingdom and registered in England and Wales.