Company Registration No. 2798607

NHP LIMITED

Report and Financial Statements

30 September 2013

REPORT AND FINANCIAL STATEMENTS 2013

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REPORT AND FINANCIAL STATEMENTS 2013

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTORS

J M J M Jensen
P H Thompson

COMPANY SECRETARY

L Pang

REGISTERED OFFICE

Liberty House
222 Regent Street
London
W1B 5TR

BANKERS

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

SOLICITORS

Eversheds LLP
Eversheds House
70 Great Bridgewater Street
Manchester M1 5ES

AUDITOR

Deloitte LLP
Chartered Accountants and Statutory Auditor
London

DIRECTORS' REPORT

The Directors have pleasure in presenting their annual report and the audited financial statements for the year ended 30 September 2013.

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 activities of the Company's subsidiaries are the purchase and retention of freehold and long leasehold interests, in modern, purpose-built care homes.

The principal activity of the Company is to act as a holding company, which conducts corporate activities on behalf of the Company's parent undertaking, LIBRA No 2 Limited and its subsidiaries (the "Group"). The Directors intend to continue these activities in the forthcoming year.

BUSINESS REVIEW

In the year to 30 September 2013, the Company has continued to act as a holding company and this will continue in the foreseeable future.

RESULTS

The results for the year to 30 September 2013 are set out in the profit and loss account on page 8.

DIVIDENDS

During the year, the Company declared and paid dividends of £nil (2012- £nil).

DIRECTORS

The following Directors served throughout the year:

Directors
P H Thompson
J M J M Jensen

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.

GOING CONCERN

The Company is a guarantor for a loan entered into by another Group company and is also reliant on the Group to continue as a going concern due to its recurring losses and net current liability position. Nevertheless, the Group has been in technical breach of its loan covenants since 15 December 2008 due to the fall in property values and the Directors of the Company and of the Group have been in restructuring negotiations with its lenders since 28 November 2008 and have entered into a series of standstill agreements which suspend the rights of creditors with respect to the Senior Loan and the Mezzanine Loan to enforce their rights under the loan documents and related security. On 14 January 2014, a further standstill agreement was put in place, expiring 14 April 2014.

Following the assignment on 31 October 2011 of operating leases from Southern Cross Healthcare Group plc ("Southern Cross") to HC-One Limited ("HC-One"), a subsidiary undertaking established by the Group, the Group now controls both the properties and the operations of over 220 care homes. HC-One has established a market leading reputation and developed a recognisable brand for the provision of high quality care in the UK. HC-One is now the third largest care home operator in the UK, providing nursing and residential care to more than 10,000 residents in over 220 care homes.

DIRECTORS' REPORT

GOING CONCERN (Continued)

In the opinion of the Directors of the Company and of the Group, the long-term value of the Group will only be achieved through the care home operations at HC-One. Therefore, in order to protect the Group's investment and ensure funds were available to underwrite an investment programme in the care homes operated by HC-One with a view to maintaining and improving the quality of care provided by them, the Group has taken action to ensure that HC-One is able to operate those homes without the burden of uneconomic rent obligations. Accordingly, the Directors of the Company and of the Group have continued to retain some of the rental income monies received from the Group's tenants and the operating profits (before NHP rent) of HC-One during the year through a series of partial interest payments to the Group's lenders. These non-full interest payments have been acknowledged in the standstill agreements.

As at 4 February 2014, the Group has provided a total amount of £68 million to HC-One. These funds have been made available to HC-One by way of a capital contribution of £5 million and inter-company loans of £25 million in October 2011, inter-company loan of £25 million in December 2012, inter-company loan of £5 million in July 2013 and a further inter-company loan of £8 million in December 2013.

The Group now controls both the properties and the operations of over 220 care homes and has therefore taken action to ensure that HC-One is able to operate those homes without the burden of uneconomic rent obligations.

Whilst the Group must resolve its outstanding debts in the medium term, the Directors of the Company and of the Group have advised Capita Asset Services (UK) Limited ('Capita'), the Servicer and the Special Servicer to the Senior Loan that the Group intends to continue to withhold amounts of rental income and the operating profits (before NHP rent) of HC-One from debt service, to ensure that HC-One remains properly funded.

This will enable HC-One to continue its implementation of a comprehensive programme of capital investment with a view to enhancing the value of the Group and improving future recoveries for the Group's lenders.

In the opinion of the Directors of the Company and of the Group, the long-term value of the Group will only be achieved through supporting the care home operations at HC-One.

In July 2013 following the stabilisation of the trading performance and financial position of HC-One, Ernst & Young LLP('EY') was appointed to undertake a review of certain options available to the Group and to Capita with a view to maximising recoveries for the Group's lenders (the *Potential Restructuring*).

EY's review recommended that the Group explores a variety of exit strategies, including the sale of the whole or part of the Group and/or its properties (the *Disposal Options*).

The Group and Capita have decided to pursue a possible sale of the Group (the *Sale Process*) in September 2013. In this regard they have appointed Deutsche Bank to act as financial adviser in connection with the Sale Process.

Workstreams with respect to the Sale Process are on-going.

On 20 December 2013 the Group's lenders represented by Capita confirmed in a support letter that it is their current intention to enable the Group to retain the funds it requires to meet; without limitation, reasonable:

(a) day-to-day operating costs and expenses;

(b) restructuring and/or disposal costs;

(c) other exceptional costs incurred in relation to the Disposal Options and/or Potential Restructuring; and

(d) funds to ensure that HC-One can provide continuity of care services at the homes operated by it and for investment in the homes in accordance with the HC-One business plan dated 18 October 2012 as updated on 13 December 2013 and 15 January 2014.

DIRECTORS' REPORT

GOING CONCERN (Continued)

On this basis, the Directors of the Company and of the Group have prepared a forecast cash flow up to 30 June 2015 which demonstrates that the Group will remain cash positive throughout the period to that date.

Given these circumstances, the Directors of the Company and of the Group do not currently expect the Group to go into insolvent liquidation, although this position could change if the current standstill agreement were to be terminated or not renewed.

Given the above, there is material uncertainty which may cast significant doubt as to the Group's ability to continue as a going concern and therefore indicates that the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

Nevertheless, at the present time, the Directors of the Company and of the Group consider it appropriate to prepare the Group and the Company financial statements on a going concern basis.

In the event that the going concern basis should become inappropriate, the assets of the Group and the Company would be written down to their recoverable value and provision made for any further liabilities that may arise. At this time it is not practicable to quantify such adjustments. See further details in note 1 to the financial statements.

POST BALANCE SHEET EVENTS

Details of significant events since the balance sheet date are contained in note 14 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.

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

J M J M Jensen
Director
Date: 4 February 2014
Liberty House
222 Regent Street
London
W1B 5TR

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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

Company Law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). 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 and loss of the Company for that period. In preparing these financial statements, the Directors are required to:

(a) select suitable accounting policies and then apply them consistently;

(b) make judgements and accounting estimates that are reasonable and prudent;

(c) state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and

(d) prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping proper accounting records that are sufficient to show and explain the Company's transaction and disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 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 NHP LIMITED

We have audited the financial statements of NHP Limited for the year ended 30 September 2013, which comprise the Profit and Loss Account, the Balance Sheet and the related Notes 1 to 16. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

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.

Respective responsibilities of directors and auditor

As explained more fully in the Statement of Directors' Responsibilities, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the Directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 30 September 2013 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

INDEPENDENT AUDITOR'S REPORT
TO THE MEMBERS OF NHP LIMITED (Continued)

Emphasis of matter – Going concern

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements concerning the Company's ability to continue as a going concern. The Company incurred a net loss of £38,322 for the year ended 30 September 2013 and, as of that date, the Company's current liabilities exceeded its current assets by £520,683. Thus the Company is reliant on the Group to continue as a going concern.

The Group is in breach of the financial covenants in its loan agreement (as described in note 16 of the LIBRA No 2 Limited's 30 September 2013 financial statements). The Directors are in discussion with Capita Asset Services (UK) Limited regarding a resolution of the breach. However, the outcome of these discussions and the timing of their conclusion are uncertain.

These conditions, along with other matters explained in note 1 to the financial statements, indicate the existence of a material uncertainty which may cast significant doubt about the Company's ability to continue as a going concern. The financial statements do not include the adjustments that would result if the Company was unable to continue as a going concern.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you, 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 prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption in preparing the Directors' Report.

Mark Beddy

Mark Beddy (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom

Date: 4 February 2014

PROFIT AND LOSS ACCOUNT
Year ended 30 September 2013

	Notes	2013 £	2012 £
Administrative expenses	3	(14,643,306)	(14,573,226)
OPERATING LOSS		(14,643,306)	(14,573,226)
Net interest receivable and similar income	4	14,604,984	14,641,623
(LOSS) / PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		(38,322)	68,397
Tax charge on (loss) / profit on ordinary activities	5	-	-
(LOSS) / PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION AND FOR THE YEAR	11	(38,322)	68,397

Results are derived wholly from continuing operations.

There are no recognised gains or losses for the current financial year or preceding financial year other than as stated in the profit and loss account. Accordingly, no statement of total recognised gains and losses is presented.

BALANCE SHEET
30 September 2013

	Notes	2013 £	2012 £
TANGIBLE FIXED ASSETS			
Freehold reversion investment properties	6	24	24
INVESTMENTS	7	57,780	57,780
TOTAL FIXED ASSETS		57,804	57,804
CREDITORS: amounts falling due within one year	8	(520,683)	(482,361)
NET CURRENT LIABILITIES		(520,683)	(482,361)
TOTAL ASSETS LESS CURRENT LIABILITIES AND NET LIABILITIES		(462,879)	(424,557)
CAPITAL AND RESERVES			
Share capital	10	2,166,141	2,166,141
Share premium account	11	201,246,919	201,246,919
Revenue reserve	11	914,387	914,387
Profit and loss account	11	(204,790,326)	(204,752,004)
SHAREHOLDERS' DEFICIT	12	(462,879)	(424,557)

These financial statements were approved and authorised for issue by the Board of Directors on 4 February 2014.
The Company registration number is 2798607.

Signed on behalf of the Board of Directors

J M J M Jensen
Director

NOTES TO THE FINANCIAL STATEMENTS
Year ended 30 September 2013

1. GOING CONCERN

The Company is a guarantor for a term loan entered into by another Group company.

The Group has been in breach of the covenants on its term loans since November 2008 and as at 30 September 2013 and at 4 February 2014 the term loan amounts remain outstanding (see note 16 of the LIBRA No 2 Limited's 30 September 2013 financial statements for further details).

Since November 2008 the term loans have been subject to a series of standstill agreements and on 14 January 2014 a further standstill agreement was put in place, expiring on 14 April 2014.

Following the assignment on 31 October 2011 of operating leases from Southern Cross Healthcare Group plc ("Southern Cross") to HC-One Limited ("HC-One"), a subsidiary undertaking established by the Group, the Group now controls both the properties and the operations of over 220 care homes. HC-One has established a market leading reputation and developed a recognisable brand for the provision of high quality care in the UK. HC-One is now the third largest care home operator in the UK, providing nursing and residential care to more than 10,000 residents in over 220 care homes.

In the opinion of the Directors of the Company and of the Group, the long-term value of the Group will only be achieved through the care home operations at HC-One. Therefore, in order to protect the Group's investment and ensure funds were available to underwrite an investment programme in the care homes operated by HC-One with a view to maintaining and improving the quality of care provided by them, the Group has taken action to ensure that HC-One is able to operate those homes without the burden of uneconomic rent obligations. Accordingly, the Directors of the Company and of the Group have continued to retain some of the rental income monies received from the Group's tenants and the operating profits (before NHP rent) of HC-One during the year through a series of partial interest payments to the Group's lenders. These non-full interest payments have been acknowledged in the standstill agreements.

As at 4 February 2014, the Group has provided a total amount of £68 million to HC-One. These funds have been made available to HC-One by way of a capital contribution of £5 million and inter-company loans of £25 million in October 2011, inter-company loan of £25 million in December 2012, inter-company loan of £5 million in July 2013 and a further inter-company loan of £8 million in December 2013.

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Whilst the Group must resolve its outstanding debts in the medium term, the Directors of the Company and of the Group have advised Capita Asset Services (UK) Limited ('Capita'), the Servicer and the Special Servicer to the Senior Loan that the Group intends to continue to withhold amounts of rental income and the operating profits (before NHP rent) of HC-One from debt service, to ensure that HC-One remains properly funded.

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In July 2013 following the stabilisation of the trading performance and financial position of HC-One, Ernst & Young LLP('EY') was appointed to undertake a review of certain options available to the Group and to Capita with a view to maximising recoveries for the Group's lenders (the *Potential Restructuring*).

EY's review recommended that the Group explores a variety of exit strategies, including the sale of the whole or part of the Group and/or its properties (the *Disposal Options*).

The Group and Capita have decided to pursue a possible sale of the Group (the *Sale Process*) in September 2013. In this regard they have appointed Deutsche Bank to act as financial adviser in connection with the Sale Process.

Workstreams with respect to the Sale Process are on-going.

NOTES TO THE FINANCIAL STATEMENTS
Year ended 30 September 2013

1. GOING CONCERN (Continued)

On 20 December 2013 the Group's lenders represented by Capita confirmed in a support letter that it is their current intention to enable the Group to retain the funds it requires to meet; without limitation, reasonable:

(a) day-to-day operating costs and expenses;

(b) restructuring and/or disposal costs;

(c) other exceptional costs incurred in relation to the Disposal Options and/or Potential Restructuring; and

(d) funds to ensure that HC-One can provide continuity of care services at the homes operated by it and for investment in the homes in accordance with the HC-One business plan dated 18 October 2012 as updated on 13 December 2013 and 15 January 2014.

On this basis, the Directors of the Company and of the Group have prepared a forecast cash flow up to 30 June 2015 which demonstrates that the Group will remain cash positive throughout the period to that date.

Given these circumstances, the Directors of the Company and of the Group do not currently expect the Group to go into insolvent liquidation, although this position could change if the current standstill agreement were to be terminated or not renewed.

Given the above, there is material uncertainty which may cast significant doubt as to the Group's ability to continue as a going concern and therefore indicates that the Group may be unable to realise its assets and discharge its liabilities in the normal course of business.

Nevertheless, at the present time, the Directors of the Company and of the Group consider it appropriate to prepare the Group and the Company financial statements on a going concern basis.

In the event that the going concern basis should become inappropriate, the assets of the Group and the Company would be written down to their recoverable value and provision made for any further liabilities that may arise. At this time it is not practicable to quantify such adjustments.

2. ACCOUNTING POLICIES

Basis of accounting

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

Exemption from consolidation

The Company is itself a subsidiary undertaking of LIBRA No 2 Limited, a company incorporated and registered in the Cayman Islands, and the Company is exempt from the requirement to prepare group accounts by virtue of section 401 of the Companies Act 2006. These financial statements provide information about the Company as an individual undertaking and not about its group.

Freehold reversion investment properties

The freehold reversionary interests in the investment properties, which are subject to 999 year leasehold interests to its group undertaking, are stated at cost.

Interest

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

NOTES TO THE FINANCIAL STATEMENTS
Year ended 30 September 2013

2. ACCOUNTING POLICIES

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

Investments

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

Cash flow statement

The directors have elected to take advantage of the exemption under FRS 1 (Revised 1996) not to prepare a cash flow statement as the financial statements of LIBRA No 2 Limited contain a consolidated cash flow statement and are available from the Companies House.

3. ADMINISTRATIVE EXPENSES

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 NHP Management Limited, a group undertaking during the current and preceding year.

Other administrative expenses include, inter alia:

	2013 £	2012 £
Group management fees charged by NHP Management Limited, a group undertaking	23,722	36,290
Provision of doubtful debts – group undertakings*	14,604,984	14,522,336
Fees payable to the Company's auditor for the audit of the Company's annual accounts	9,600	9,600
Tax advisers fees payable to the Company's auditor	5,000	5,000

*Provision for doubtful debts totalled of £14,604,984 was in respect of other amounts owed by group undertakings (30 September 2012: £14,522,336).

The Company did not incur any non-audit fees during the year (30 September 2012: £nil).

NOTES TO THE FINANCIAL STATEMENTS
Year ended 30 September 2013

4. NET INTEREST RECEIVABLE AND SIMILAR INCOME

	2013 £	2012 £
Interest receivable on loan notes to group undertakings	14,602,352	14,642,022
Finance income / (costs)	2,632	(399)
	14,604,984	14,641,623

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

	2013 £	2012 £
Corporation tax:		
- Current year	-	-
Deferred tax charge	-	-
Tax charge	-	-
(Loss) / Profit before tax	(38,322)	68,397
Tax on (loss) / profit at standard rate of 23.5% (2012: 24.5%)	(9,006)	17,099
Factors affecting tax charge:		
Non-deductible provisions	3,432,171	3,630,584
Worldwide debt cap adjustment	(3,406,706)	-
Group relief for nil consideration	-	(3,660,406)
Increase in losses carried forward	(16,459)	12,723
Current tax charge	-	-

The tax charge for the current year is higher than that resulting from applying the standard rate of corporation tax due to certain expenditure being disallowed for tax purposes.

6. TANGIBLE FIXED ASSETS

Freehold reversions in investment properties

	2013 £	2012 £
Cost at 1 October 2012 and at 30 September 2013	24	24

At 30 September 2013, the Company has investments in freehold investment properties totalling £24 (2012: £24), representing the consideration paid, including VAT, for the freehold reversions to 24 properties (2012: 24). 15 of the 999 year leasehold interest are held by Libra CareCo CH2 PropCo Limited, a group undertaking and the remaining 9 of the 999 year leasehold interest are held by Libra CareCo CH3 PropCo Limited, another group undertaking.

NOTES TO THE FINANCIAL STATEMENTS
Year ended 30 September 2013

7. INVESTMENTS

Cost	Shares in subsidiary undertakings £	Subordinated loan notes investment in subsidiary undertakings £	T otal £
At 1 October 2012 and 30 September 2013	67,817	178,467,385	178,535,202
Provision			
At 1 October 2012 and 30 September 2013	(10,037)	(178,467,385)	(178,477,422)
Net book value			
At 30 September 2013	57,780	-	57,780
At 30 September 2012	57,780	-	57,780

Shares in subsidiary undertakings

At 30 September 2013, the Company held investments in the following principal subsidiary undertakings:

Name	County of incorporation	% Holding	Principal Activity
NHP Securities No.1 Limited*	United Kingdom	100%	Investment in care home properties
NHP Securities No.2 Limited*	United Kingdom	100%	Investment in care home properties
NHP Securities No.3 Limited*	United Kingdom	100%	Investment in care home properties
NHP Securities No.4 Limited*	United Kingdom	100%	Partner in LLNHP Partnership
NHP Securities No.9 Limited	Jersey	100%	Dormant company
NHP Securities No.11 Limited*	Jersey	100%	Parent company of NHP Securities No.9 Limited
NHP Management Limited*	United Kingdom	100%	Management of care home property portfolios
NHP Operations (York) Limited*	United Kingdom	100%	Investment in care homes properties
LLNH Limited*	United Kingdom	100%	Partner in LLHNP Partnership
Care Homes No. 1 Limited	Cayman Islands	100%	Investment in care home properties
Ultima Holdings Limited**	United Kingdom	100%	Immediate parent company of Ultima Group Undertakings
Ultima Healthcare Limited**	United Kingdom	100%	Care home operator
Ultima Care Limited**	United Kingdom	100%	Care home operator
Eton Hall Homes Limited**	United Kingdom	100%	Care home operator
Platinum Healthcare Limited**	United Kingdom	100%	Care home operator

*held directlyby NHP Limited.
All shares held are ordinary shares.

**During the year, the Ultima sub-group of companies comprising Ultima Holdings Limited, Ultima Healthcare Limited, Eton Hall Homes Limited, Ultima Care Limited and Platinum Healthcare Limited went into a Members Voluntary Liquidation. The Joint Liquidators were appointed on 16 January 2013. The companies should be dissolved, three months from 9 January 2014.

NOTES TO THE FINANCIAL STATEMENTS
Year ended 30 September 2013

7. **INVESTMENTS (Continued)**

Subordinated loan notes investment in subsidiary undertakings

Loan notes of £11,143,900 were invested in NHP Securities No.1 Limited to enable the company to acquire the assets transferred from its group undertakings. The loan notes have no fixed repayment dates and bear interest at 8.5% per annum. The investment in the loan notes in NHP Securities No. 1 Limited has been written down in full as its current liabilities exceeded its current assets by £20,181,573 as at 30 September 2013.

Loan notes of £4,201,615 were invested in NHP Securities No.2 Limited to enable the company to acquire the assets transferred from its group undertakings. The loan notes have no fixed repayment dates and bear interest at 8.5% per annum. The investment in the loan notes in NHP Securities No.2 Limited has been written down in full as its current liabilities exceeded its current assets by £8,074,776 as at 30 September 2013.

Loan notes of £140,289,815 were invested in NHP Securities No.3 Limited to enable the company to finance the asset acquisitions, have no fixed repayment dates and bear interest at 8.5% per annum. A further loan note of £32,254,763 was invested in NHP Securities No.3 Limited, from the proceeds of the rights issue issued by the Company in July 2002, to enable a repayment of the bank debts. The loan notes have no fixed repayment dates and bear interest at 6.0% per annum. On 28 January 2008 a repayment amount of £9,460,020 was received. The investment in the loan notes in NHP Securities No. 3 Limited has been written down in full as its current liabilities exceeded its current assets by £255,299,554 as at 30 September 2013.

£10,000 loan note was invested in NHP Securities No.11 Limited, has no fixed repayment dates and bears interest at 8.7% per annum. The investment in the loan notes in NHP Securities No. 11 Limited has been written down in full as its current liabilities exceeded its current assets by £14,352 as at 30 September 2013.

The loan notes due by Care Homes No.2 (Cayman) Limited of £8,000 are repayable on 2 January 2026 and bears interest at 8.446% per annum. The investment in the loan notes in Care Homes No.2 (Cayman) Limited has been written down in full as its current liabilities exceeded its current assets by £202,769,748 as at 30 September 2013.

The loan notes due by Care Homes No.3 Limited of £19,312 are repayable on 2 January 2031 and bear interest at 6.6% per annum. The investment in the loan notes in Care Homes No.3 Limited has been written down in full as its current liabilities exceeded its current assets by £176,735,839 as at 30 September 2013.

The Company and all its group undertakings are guarantors to a £1,172 million term loan facility agreement entered by LIBRA No 3 Limited, a group undertaking with CS Funding 1 Limited, a group undertaking of Credit Suisse on 15 January 2007. As disclosed in note 1, since November 2008, the Senior Loan has been under a series of standstill agreements.

8. **CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR**

	2013	2012
	£	£
Amounts due to group undertakings	487,033	448,711
Other creditors	28,650	28,650
Accruals and deferred income	5,000	5,000
	520,683	482,361

Amounts due to group undertakings have no repayment date and are due on demand bearing no interest.

NOTES TO THE FINANCIAL STATEMENTS
Year ended 30 September 2013

9. DEFERRED TAXATION

	Provided 2013 £	2012 £	Unprovided 2013 £	2012 £
Accelerated capital allowances	-	-	(48,829)	(56,153)
Losses carried forward	-	-	-	(27,814)
	-	-	(48,829)	(83,967)

A deferred tax asset has not been recognised on accelerated capital allowances, as it is considered more likely than not that there will be insufficient taxable profits in the future against which future capital allowances may be utilised.

10. CALLED UP SHARE CAPITAL

	2013 Number	2013 £	2012 Number	2012 £
Called up, allotted and fully paid:				
Ordinary shares at 1p each				
At 1 October and 30 September	216,614,127	2,166,141	216,614,127	2,166,141

There were no shares issued during the year.

11. RESERVES

	Share Premium Account £	Revenue Reserve £	Profit and Loss Account £
At 1 October 2012	201,246,919	914,387	(204,752,004)
Loss for the year	-	-	(38,322)
At 30 September 2013	201,246,919	914,387	(204,790,326)

12. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' DEFICIT

	2013 £	2012 £
(Loss) / Profit for the year	(38,322)	68,397
Shareholders' deficit at the beginning of the year	(424,557)	(492,954)
Shareholders' deficit at the end of the year	(462,879)	(424,557)

13. CONTINGENT LIABILITIES AND GUARANTEES

The Company is one of the guarantors to a £1,172 million term loan facility agreement entered into by LIBRA No 3 Limited, a group undertaking with CS Funding 1 Limited, a SPV of Credit Suisse on 15 January 2007. The facility is secured by a fixed and floating charge on group assets and unlimited guarantee from its group undertakings. On 4 April 2007 CS Funding 1 Limited's rights and obligations under the £1,172 million term loan agreement were assigned to Libra NHP (2007) Limited, who in turn assigned £638 million to Titan Europe 2007-1 (NHP) Limited on 24 May 2007.

NOTES TO THE FINANCIAL STATEMENTS
Year ended 30 September 2013

14. POST BALANCE SHEET EVENT

On 14 January 2014 a standstill agreement was put in place until 14 April 2014 which suspends the ability of Capita Asset Services (UK) Limited, the loan servicer to exercise its rights in relation to certain specified events of default. Also, it allows the Group time to negotiate a solution to the problem of the breached covenants without threat of foreclosure.

15. RELATED PARTY TRANSACTIONS

The exemption under Financial Reporting Standard No.8 "Related Party Disclosures" has been taken and consequently, transactions with other undertakings within the LIBRA No 2 Limited group have not been disclosed in these financial statements.

No other related party transaction is noted.

16. ULTIMATE PARENT UNDERTAKINGS

The immediate parent undertaking is Libra CareCo Limited, a company incorporated in the United Kingdom and registered in England and Wales.

As of 12 December 2006 the new ultimate parent undertaking is Delta Commercial Property LP, a limited partnership incorporated and registered in the Isle of Man.

The results of the Company are consolidated within LIBRA No 2 Limited, its intermediate parent undertaking, a company incorporated and registered in the Cayman Islands. LIBRA No 2 Limited is both the smallest and largest group including the Company for which consolidated accounts are prepared.

Copies of the LIBRA No 2 Limited group consolidated financial statements to 30 September 2013, which include the results of the Company, are available from the Companies House at Crown Way, Cardiff, Wales CF14 3UZ.