

**NHP SECURITIES NO.3 LIMITED**  
**Report and Financial Statements**  
**30 September 2015**

TUESDAY



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COMPANIES HOUSE

**REPORT AND FINANCIAL STATEMENTS 2015**

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**REPORT AND FINANCIAL STATEMENTS 2015**

**OFFICERS AND PROFESSIONAL ADVISERS**

**DIRECTORS**

Dr C Patel  
Mr D Smith

**REGISTERED OFFICE**

Southgate House  
Archer Street  
Darlington  
County Durham DL3 6AH

**BANKERS**

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

**SOLICITORS**

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

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

**AUDITOR**

Deloitte LLP  
Chartered Accountants and Statutory Auditor  
London

## **DIRECTORS' REPORT**

The Directors present their annual report and the audited financial statements for the year ended 30 September 2015.

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 ACTIVITIES**

The Company receives rental income from three residential buildings. The Directors intend to continue these activities in the forthcoming year.

## **BUSINESS REVIEW**

During the year ended 30 September 2015 the Company sold one of its two remaining residential properties. At 30 September 2015, the net book value of land and building was £132,276 (2014: £425,000).

## **RESULTS**

The results for the year ended 30 September 2015 are set out in the profit and loss account on page 7.

## **DIVIDENDS**

During the year, the Company declared and paid a dividend of £nil (2014: £nil).

## **DIRECTORS**

The following Directors served throughout the year:

Dr C Patel (appointed on 12 November 2014)  
Mr D Smith (appointed on 12 November 2014)  
Mr J M J M Jensen (resigned on 12 November 2014)  
Mr P H Thompson (resigned on 12 November 2014)

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

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 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 2017. 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.

**DIRECTORS' REPORT (Continued)**

**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



D Smith  
Director  
Date: 24 March 2016  
Southgate House  
Archer Street  
Darlington  
County Durham DL3 6AH

**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 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 judgments and accounting estimates that are reasonable and prudent;
- 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 NHP SECURITIES NO.3 LIMITED**

We have audited the financial statements of NHP Securities No.3 Limited for the year ended 30 September 2015 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Total Recognised Gains and Losses, the Reconciliation of Movement in Shareholders' Deficits 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 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. 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 2015 and of its profit 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.

### **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.

**INDEPENDENT AUDITOR'S REPORT  
TO THE MEMBERS OF NHP SECURITIES NO.3 LIMITED**

**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.
- the directors were not entitled to take advantage of the small companies exemption from preparing a Strategic Report or in preparing the Directors' Report.



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

Date: 24 March 2016



**PROFIT AND LOSS ACCOUNT**  
**Year ended 30 September 2015**

	Notes	2015 £	Restated 2014 £
Administrative income/ (expenses)	2	628,116,226	(15,293,761)
Reversal of past impairment in value of fixed assets		-	6,443
		<hr/>	<hr/>
<b>OPERATING PROFIT/ (LOSS)</b>		628,116,226	(15,287,318)
Loss on disposal of property		(55,615)	-
Net interest receivable and similar income	3	2,156,202	1,680,953
		<hr/>	<hr/>
<b>PROFIT/ (LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		630,216,813	(13,606,365)
Tax on profit/ (loss) on ordinary activities	4	-	-
		<hr/>	<hr/>
<b>PROFIT/ (LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION AND FOR THE YEAR</b>	11	<u>630,216,813</u>	<u>(13,606,365)</u>

Results are derived wholly from continuing operations.

**BALANCE SHEET  
at 30 September 2015**

	Notes	2015 £	Restated 2014 £
<b>TANGIBLE FIXED ASSETS</b>			
Land and buildings	5	132,276	425,000
<b>INVESTMENTS</b>			
	6	476,166,468	-
<b>TOTAL FIXED ASSETS</b>		<u>476,298,744</u>	<u>425,000</u>
<b>CURRENT ASSETS</b>			
Debtors			
- due within one year	7	167,376,552	4,265
Cash at bank and in hand		62,821	100,734
		<u>167,439,373</u>	<u>104,999</u>
<b>CREDITORS: amounts falling due within one year</b>			
	8	<u>(282,002,223)</u>	<u>(269,010,918)</u>
<b>NET CURRENT LIABILITIES</b>		<u>(114,562,850)</u>	<u>(268,905,919)</u>
<b>NET ASSETS/ (LIABILITIES)</b>		<u><u>361,735,894</u></u>	<u><u>(268,480,919)</u></u>
<b>CAPITAL AND RESERVES</b>			
Called up share capital	10	2	2
Revaluation reserve	11	-	-
Profit and loss account	11,12	361,735,892	(268,480,921)
<b>SHAREHOLDERS' FUNDS/ (DEFICIT)</b>		<u><u>361,735,894</u></u>	<u><u>(268,480,919)</u></u>

These financial statements were approved and authorised for issue by the Board of Directors on 24 March 2016. The Company Registration number is 3287957.

Signed on behalf of the Board of Directors



D Smith  
Director

**NHP SECURITIES NO.3 LIMITED****STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES  
Year ended 30 September 2015**

	2015 £	Restated 2014 £
Profit/ (Loss) for the year	630,216,813	(13,606,365)
Net surplus on revaluation of property interests	-	-
	<u>630,216,813</u>	<u>(13,606,365)</u>

**RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS/ DEFICIT  
Year ended 30 September 2015**

	2015 £	Restated 2014 £
Profit/ (Loss) for the year	630,216,813	(13,606,365)
Net surplus on revaluation of property interests	-	-
	<u>630,216,813</u>	<u>(13,606,365)</u>
Net increase/ (decrease) in shareholders' deficit	630,216,813	(13,606,365)
Shareholders' deficit at the beginning of the year	(268,480,919)	(254,874,554)
	<u>361,735,894</u>	<u>(268,480,919)</u>

**NOTE OF HISTORICAL COST PROFITS AND LOSSES  
Year ended 30 September 2015**

	2015 £	2014 £
Profit/ (loss) on ordinary activities before taxation	630,216,813	(13,606,365)
Realisation of property revaluation losses of previous years	-	-
	<u>630,216,813</u>	<u>(13,606,365)</u>
Historical cost profit/ (loss) on ordinary activities before taxation	<u>630,216,813</u>	<u>(13,606,365)</u>
Historical cost profit / (loss) retained for the year	<u>630,206,813</u>	<u>(13,606,365)</u>

## NOTES TO THE FINANCIAL STATEMENTS

Year ended 30 September 2015

### 1. ACCOUNTING POLICIES

#### **Basis of accounting**

The financial statements are prepared under the historical cost convention and in accordance with all applicable United Kingdom accounting standards (as issued by Accounting Council).

The accounting policies have been followed consistently during the current and previous year, except for fixed assets (see below).

#### **Change in accounting policy for fixed assets used in business**

During the year the structure and ownership of the Company changed and this has led to a change in property strategy. The previous shareholders were focused on realisation of value through the sale of the properties and therefore the Directors had adopted a policy of holding all property at valuation. The Group's new shareholders are more focused on the trading performance of the business rather than the realisation of value through the sale of properties (other than investment property). In line with this approach, the Directors have changed the accounting policy for property used in the business from valuation to cost, and prior year comparatives have been restated on this basis. The effect of this change is set out in note 12.

#### **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 2017. 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 represent amounts receivable on rental accommodation due in the normal course of business, net of Value Added Tax. The Company recognises turnover when the amount can be reliably measured and when there is a right to consideration. Turnover is recorded at the value of consideration due.

#### **Tangible fixed assets**

Tangible fixed assets are stated at valuation, net of depreciation and any provision for impairment. Depreciation is provided on all tangible fixed assets, other than freehold land, at rates calculated to write off the valuation, less estimated residual value, of each asset on a straight-line basis over its expected useful life. Residual value is calculated on prices prevailing at the date of acquisition or revaluation.

**NOTES TO THE FINANCIAL STATEMENTS**  
**Year ended 30 September 2015**

**1. ACCOUNTING POLICIES (Continued)**

**Depreciation**

**Land and buildings**

The residential properties are held to provide accommodation to care employees of HC-One Limited, a care home operator.

Land and buildings are stated at the last valuation at 30 September 2014, net of depreciation and any provision for impairment. Depreciation is calculated in equal instalments over the estimated useful economic lives of each category of asset, other than freehold land.

The estimated useful economic lives are as follows:

Freehold buildings	50 years
--------------------	----------

**Investments**

Investments held as fixed assets are 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 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.

**Interest**

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

**Cash flow statement**

As the Company is a wholly-owned subsidiary, it has taken exemption under the terms of Financial Reporting Standard 1 (revised 1996) 'Cash flow statements' from preparing cash flow statement, as it is included in the consolidated financial statements of FC Skyfall Upper Midco Limited, which are publicly available.

**NOTES TO THE FINANCIAL STATEMENTS**  
**Year ended 30 September 2015**

**2. ADMINISTRATIVE INCOME/ (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 HC-One Limited, a group undertaking during the current year and by NHP Management Limited, also a group undertaking in the preceding year.

Administrative income/ (expenses) include:

	2015	2014
	£	£
Group management fees	(67,550)	(68,356)
Depreciation on land and building	(6,443)	(6,443)
Write back/ (off) of provision for doubtful debts – group undertakings*	628,203,819	(15,127,730)
Gain/ (Loss) on group loans restructuring	-	99,916
Fees payable to the Company's auditor for the audit of the annual accounts	(9,600)	(9,600)
Tax adviser fees payable to the Company's auditor	(4,000)	(4,000)
	<u>                    </u>	<u>                    </u>

\*Write back/ (off) of provision for doubtful debts include total of £476,165,715 (2014: £nil) for the investment in loan notes and £152,038,104 for other amounts owed by group undertakings during the year (2014: write off of provision of £15,127,730).

**3. NET INTEREST RECEIVABLE AND SIMILAR INCOME**

	2015	2014
	£	£
Interest payable to NHP Limited on subordinated loan notes	(13,326,993)	(13,298,801)
Finance costs	(123)	(374)
Interest receivable on bank deposits	117	231
Interest receivable on loan notes to group undertakings	15,483,201	14,979,897
	<u>                    </u>	<u>                    </u>
	<u>2,156,202</u>	<u>1,680,953</u>

**NOTES TO THE FINANCIAL STATEMENTS**  
**Year ended 30 September 2015**

**4. TAX ON PROFIT/ (LOSS) ON ORDINARY ACTIVITIES**

	2015 £	2014 £
<b>Current taxation:</b>		
Corporation tax charge	-	-
Total tax (charge) / credit	-	-
Reconciliation of current year charge:		
Profit/ (Loss) before tax	630,216,813	(13,606,365)
Tax on profit/ (loss) at standard rate of 20.5% (2014: 22%)	129,185,814	(2,993,401)
Factors affecting tax charge:		
Non-deductible provisions	12,720	3,328,100
Profit on disposal	-	21,982
Income not taxable for tax purposes	(128,773,177)	(1,417)
Depreciation in excess of capital allowances	-	1,418
Group relief for nil consideration	(425,357)	(356,682)
Current tax charge	-	-

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

**5. TANGIBLE FIXED ASSETS**

	Land and buildings £
<b>Cost</b>	
At 1 October 2014	425,000
Disposal	(290,000)
At 30 September 2015	135,000
<b>Depreciation</b>	
At 1 October 2014	-
Charge	(6,443)
At 30 September 2015	(6,443)
Net book value at 30 September 2015	132,276
Net book value at 30 September 2014	425,000

The Company has not commissioned a third party valuation of the Company's property portfolio at this financial year-end. In past years, the Company and its group undertakings (the "Group") had obligations to provide up to date third party valuations to satisfy the requirements of its lenders who were keen to see if the likely sale value of the properties would enable the loan to be repaid.

On 12 November 2014 the loan was extinguished on the sale of NHP Holdco 1 Limited, the Company's intermediate parent undertaking. Under the new structure, the shareholders placed more emphasis on the trading performance of the Group's business rather than property values. Furthermore, the Directors have considered that the costs of obtaining a third party valuation on an on-going basis and decided the costs outweigh the benefits or usefulness of such a valuation as the key users of the accounts are not now focused on property values.

**NOTES TO THE FINANCIAL STATEMENTS**  
**Year ended 30 September 2015**

**5. TANGIBLE FIXED ASSETS (Continued)**

The Directors have carried out an impairment review of the Company's property values taking into consideration current and expected operating performances. No further impairments were identified in the current year.

**6. INVESTMENTS**

	<b>Subordinated loan notes investment in group undertaking £</b>
<b>Cost</b>	
At 1 October 2014	476,164,715
Additions	1,753
	<hr/>
At 30 September 2015	476,166,468
	<hr/>
<b>Provision</b>	
At 1 October 2014	(476,164,715)
Write back of provision for impairment	476,164,715
	<hr/>
At 30 September 2015	-
	<hr/>
<b>Net book value:</b>	
<b>At 30 September 2015</b>	<b>476,166,468</b>
	<hr/> <hr/>
At 30 September 2014	-
	<hr/> <hr/>

**Subordinated loan notes investment**

At 30 September 2015 £2,096,844 (2014: £2,095,091) of the loan notes were owed from Care Homes No.2 (Cayman) Limited. The loan notes are repayable on 2 January 2026 and also bear interest at 8.91% per annum.

At 30 September 2015 the loan notes of £23,841,468 (2014: £23,841,468) due by Care Homes No.3 Limited, which represent the consideration payable for the financing of overriding leases, have no fixed repayment dates and bear interest at 6.60% per annum.

At 30 September 2015 the loan notes of £72,106,107 (2014: £72,106,107) and £47,707,425 (2014: £47,707,425) due by Libra CareCo CH2 PropCo Limited and Libra CareCo CH3 PropCo Limited respectively have no fixed repayment dates and bear interest at daily 12 month LIBOR plus 2%. The loan notes were issued to finance part consideration for the purchase of the interests in freehold and long leasehold residual properties.

At 30 September 2015, a loan note of £330,414,624 (2014: £330,414,626) was owed by Libra CareCo Limited, a group undertaking. The interest rate charged was at LIBOR plus 2% per annum, repayable on demand.



**NOTES TO THE FINANCIAL STATEMENTS**  
**Year ended 30 September 2015**

**7. DEBTORS**

	2015	2014
	£	£
Amounts falling due within one year:		
Amounts owed by group undertakings*	167,372,287	-
Other debtors	4,265	4,265
	<u>167,376,552</u>	<u>4,265</u>

\*This amount includes a write back of provision for doubtful debts of £152,038,104.

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

	2015	2014
	£	£
Loan notes due to NHP Limited	163,084,558	163,385,814
Amounts owed to group undertakings	118,913,665	105,622,103
Accruals and deferred income	4,000	3,000
	<u>282,002,223</u>	<u>269,010,917</u>

**Loan notes**

Since 1997 NHP Limited has transferred proceeds from equity issues in consideration of loan notes to enable the Company to finance asset acquisitions. The loan notes of £ have no fixed repayment dates and bear interest at 8.5% per annum (2014: 8.5%). In 2002, following a Rights Issue by NHP Limited, the Company issued a further £32,254,764 of subordinated loan notes, bearing interest at 6.0% per annum, in consideration of a further transfer of funds. These loan notes have no fixed repayment date. An amount of £9,460,020 was repaid in the previous year.

**Amounts owed to group undertakings**

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

**9. PROVISIONS FOR LIABILITIES**

	Provided		Unprovided	
	2015	2014	2015	2014
Deferred taxation	£	£	£	£
Accelerated capital allowances	-	-	-	-
Revaluation of investment properties	-	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

No deferred tax asset has been recognised on the potential capital loss arising in relation to the revalued freeholds.

**NOTES TO THE FINANCIAL STATEMENTS**  
**Year ended 30 September 2015**

**10. CALLED UP SHARE CAPITAL**

	2015	2014
	£	£
<b>Called up, allotted and fully paid:</b>		
2 ordinary shares at £1 each	2	2
	<u>2</u>	<u>2</u>

**11. RESERVES (Restated)**

	Profit and loss account £
At 1 October 2014	(268,480,921)
Profit for the year	630,216,813
At 30 September 2015	<u>361,735,892</u>

**12. RESTATEMENT**

As noted in note 1, during the year, the Company has changed the accounting policy for properties from valuation to cost; hence the comparatives have been restated on this basis.

The restatement had the impact of changing the originally recorded loss for the financial year of £13,612,808 to a loss of £13,606,365, an increase of £6,443. The reversal of past impairments of £6,443 had previously been recognised directly to reserves and was recorded within the Statement of Total Recognised Gains and Losses.

The change did not impact on net assets. The impact on reserves is shown below:

	Revaluation reserve £	Profit and loss account £
At 30 September 2014	42,185	(268,523,106)
Realisation of property revaluation profit	(42,185)	42,185
Restated at 30 September 2014	<u>-</u>	<u>(268,480,921)</u>

**13. CONTINGENT LIABILITIES AND GUARANTEES**

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. The facility is secured by a fixed and floating charge over the group assets and unlimited guarantee from its group undertakings. As at 23 March 2016 the outstanding loan amount is £278.2m.

**14. POST BALANCE SHEET EVENTS**

No post balance sheet event is noted.

**NOTES TO THE FINANCIAL STATEMENTS**  
**Year ended 30 September 2015**

**15. RELATED PARTY TRANSACTIONS**

In accordance with Financial Reporting Standard No. 8 "Related Party Disclosures", transactions with other undertakings within the FC Skyfall Upper Midco Limited group have not been disclosed in these financial statements.

**16. ULTIMATE PARENT UNDERTAKINGS**

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

The ultimate parent undertaking is FC Skyfall LP, a limited partnership incorporated and registered in the Cayman Islands. FC Skyfall Upper Midco Limited is both the smallest and largest group the consolidated financial statements are drawn up.

Copies of FC Skyfall Upper Midco Limited financial statements to 30 September 2015 are available from the Companies House at Crown Way, Cardiff, Wales CF14 3UZ.