Valuation Report

The Meadows Nursing Home, Yardley Gobion

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Letter of Instruction

Introduction

In accordance with the instructions of Mrs Caroline Vaz, Parklands Nursing Home, 33 Newport Road, Woolstone, Milton Keynes, MK15 0AA (hereinafter referred to as the "Client"), as set out in a letter dated 16 August 2013 and acknowledged on 21 August 2013 (a copy of which is provided in Appendix II), we provide herewith our opinion of the Market Value of the freehold interest in **The Meadows Nursing Home, 48 Moorend Road, Yardley Gobion, Towcester, NN12 7UF** (hereinafter referred to as the "Property") subject to the following Special Assumptions, as at 16 August 2013.

Market Value is defined in the RICS Valuation - Professional Standards, Global and UK - March 2012, (the "Red Book") published by the Royal Institution of Chartered Surveyors as:

"The estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm's length transaction after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion".

Special Assumption Valuation One

- (i) the Property has had the benefit of a minor refurbishment as outlined by the Client
- (ii) the Property is trading on a stabilised basis in line with projections detailed later within the report

Special Assumption Valuation Two

- (i) the Property is open and trading under management and in Administration
- (ii) no accounts or trading information are available
- (iii) all licences, consents, certificates remain in place

For the avoidance of doubt this relates to the current trading scenario for the Property.

Special Assumptions Valuation Three

- (i) accounts and records of trade would not be available to or relied upon by a prospective purchaser
- (ii) the business is closed
- (iii) the inventory has been removed and
- (iv) the licences, consents, certificates and/or permits are lost or are in jeopardy

We note that our valuations are required by the Client in connection with the proposed acquisition of the Property.

This Valuation Report has been undertaken by Stuart Sayer BSc FRICS MBII, RICS Registered Valuer and Associate Director of Christie + Co, acting in the capacity of External Valuers, who has the appropriate local and/or national knowledge of the particular market and the skills and understanding necessary to undertake the valuation competently. We also confirm that the aforementioned is the valuer responsible for this valuation report.

The Report must be read in conjunction with the Conditions and Assumptions of Valuation which are set out in Appendix I.

The Property was inspected on 16 August 2013, at which time we met the Client and the temporary manager, who conducted us around the Property and provided us with limited information. The information supplied during our inspection and the information subsequently submitted by the Client forms the basis of this report and therefore we have relied upon its accuracy. Should the information prove to be incorrect, then our Valuation may require adjustment.

This Report has been prepared in accordance with the Red Book and we confirm that neither the valuer nor Christie + Co have any known conflict of interest. However we do have prior knowledge of the Property as a member of our agency department previously undertook a formal inspection in 2009 but no instructions to market the Property were forthcoming. We confirm that our fees generated from the Client represent less than 5% of our prior financial year's income.

We confirm that Christie + Co has in place appropriate Professional Indemnity Insurance in respect of this valuation.

This report is provided solely for the purpose stated above. It is confidential to and for the use only of the party to whom it is addressed, and no responsibility is accepted to any third party for the whole or any part of its contents. Any such parties rely upon this report at their own risk. Neither the whole nor any part of this report or any reference to it may be included now, or at any time in the future, in any published document, circular or statement, nor published, referred to or used in any way without our written approval of the form and context in which it may appear.

1.0 Executive Summary

This brief synopsis must not be read in isolation but only in conjunction with the full Report, Terms, Conditions and Definitions provided.

Property

- The Meadows Nursing Home, 48 Moorend Road, Yardley Gobion, Towcester, NN12 7UF
- The Property is situated in the heart of the village of Yardley Gobion, a short distance from the A508 on the south-western side of Milton Keynes
- Substantial Property which comprises a former two storey residential dwelling together with more recent two storey and single storey extensions which together have been adapted to form the Property operating as a nursing home
- 24 single and five twin rooms over ground and first floor
- 21 of the single rooms are provided with en suite facilities
- Day space areas all at ground floor comprising lounge diner and separate resident's lounge
- Ample ancillary areas and staff facilities
- Block-paved forecourt with parking for up to 11 cars
- Rear resident's garden and patio areas together with adjoining four acre field

Tenure

• We have valued on the basis of an unencumbered and marketable freehold Title

Registration

- Registered provider: Rising Meadows Limited
- Registered manager: Mrs Sharmila Madhukar Kale
- Type of service: Care Home with nursing
- **Regulated activity:** Accommodation for persons who require nursing or personal care; diagnostic and screening procedures; treatment of disease, disorder or injury
- Note: At the time of this inspection there was an agreed condition with CQC that the provider must not accommodate more than a maximum of 12 service users

Business

- Currently on the market and trading in Administration
- Six residents in occupation at the date of inspection although fee schedule provided shows eight
- Fee range £480 per week to £600 per week
- Current average weekly fee £572.14 per week
- At the date of inspection, all bar one resident were private referrals

Strengths

- Situated in an attractive setting in the centre of an affluent village, close to Milton Keynes, Towcester and Northampton
- Substantial Property with extensive external areas

Weaknesses

- Slightly disjointed layout resulting from partly-converted and partly-new build sections to the Property
- Not all rooms are provided with en suite facilities
- Five twin rooms
- Currently trading in Administration with no historic accounts available
- Only six residents currently in occupation

Opportunities

- Undertake minor refurbishment to the Property
- Remarket and rebuild the reputation of the Property in the hands of our Client
- Achieve a stabilised trading position in line with our Client's projections

Threats

- Projected trading levels not achieved
- The care sector is subject to stringent regulations and any future unseen changes to regulations could have an adverse effect on the Property
- The opening of a new care home with modern facilities within the locality could have an adverse effect on the occupancy of the Property
- Continued economic recession

Financial

We have not been provided with any historic or current trading accounts from the Administrators. In our valuation we have had regard to some basic trading projections discussed with the Client although as yet, not formally documented. Discussions around these projections are detailed later within the report.

Valuations

In our opinion the Market Value of the freehold interest in the Property subject to the Special Assumptions as set out previously, as at 16 August 2013 is:

Special Assumption Valuation One

• £1,460,000 (One Million, Four Hundred and Sixty Thousand Pounds)

Special Assumption Valuation Two

• £825,000 (Eight Hundred and Twenty Five Thousand Pounds)

Special Assumption Valuation Three

• £570,000 (Five Hundred and Seventy Thousand Pounds)

The valuations set out above exclude any liability that arises or could arise in respect of VAT, taxation and the costs of acquisition or realisation.

2.0 Location

Yardley Gobion with a population of 1,376 (2010 estimate) is a village in the south of the county of Northamptonshire off a by-pass of the A508 Northampton to Milton Keynes road.

The town of Towcester lies 100km (60 miles) north of London, in rural Northamptonshire. It is the oldest town in the county and was once an important Roman town, called Lactodorum lying on Watling Street, the Roman road from Dover to Chester.

The town is approximately 8 miles (13 km) southwest of Northampton and 10 miles (16 km) northwest of Milton Keynes, the nearest main towns. Oxford is 30 miles (48 km) southwest via the A43 road, M40 motorway and A34 road.

The town is well served by road, being close to the M1 and A43 providing routes north, south, east and west. Rail links to all parts of the country are available at Milton Keynes and Northampton. It has a good range of small shops and services to cater for its 9,416 inhabitants. New housing developments, with associated schools and leisure amenities, cater for the town's growing population.

The Property is positioned a short distance along Moorend Road in the centre of the village of Yardley Gobian with surrounding properties being predominantly older, larger scale private residences. The Property backs onto open fields.

We have provided a site and location plan upon which the boundaries of the Property, as advised to us, are outlined in red.

3.0 Description

The Property comprises a substantial original Edwardian residential building which has been extended at various times to the side and rear. The current accommodation is a mix of two storey and single storey sections of brick and pebbledash render elevations under multi-pitch plain tile and concrete tile roofs. There is a small flat roof section to the single storey link way at the rear of the Property. Fenestration throughout is of uPVC replacement units.

The resident's bedrooms are provided over ground and first floor with all day space areas at ground floor level. The Property benefits from an eight-person shaft lift positioned within the centre of the main building together with two stairways to upper floors.

The curtilage comprises a block-paved forecourt to the front of the Property with parking for up to 11 cars, a side patio area with a small garden which we understand was previously used as a small allotment, a resident's outside patio and lawned garden with disused pond together with a further larger lawned areas beyond. Adjoining the formal resident's outside areas at the rear of the Property is a four acre arable field which we understand is also included within the demise.

4.0 Accommodation

The principal accommodation comprises:

Resident's Accommodation

- 29 resident's bedrooms (five twins) with 21 of the single rooms being provided with en suite facilities
- Resident's lounge/diner
- Second resident's lounge
- Three assisted bathroom/shower rooms
- Four resident's WCs

Service Areas

- Manager's office
- Two staff offices/stations
- Catering kitchen with separate preparation area
- Staff WC and locker room
- Two sluice rooms
- Detached laundry room
- Attic room (staff sleep-over) together with access to large loft storage space

Private Areas

• There are currently no formal private areas situated within the Property

Regulated Mortgages

From 31 October 2004 mortgage applications by private individuals relating to commercial property, where more than 40% of the area of a property is used for residential purposes, are treated as Regulated Mortgage Contracts by the Financial Services Authority.

As previously mentioned, there are no formal private areas situated within the Property.

Fixtures, Fittings, Plant & Equipment

- 21 of the resident's bedrooms are provided with en suite facilities comprising wash hand basin and WC. Those rooms not provided with en suite facilities are all provided with a wash hand basin
- The bedrooms are basically furnished although we noted that a number are provided with hospital beds
- Resident's day space areas are fairly well-presented and furnished although in need of minor upgrade
- Resident's bathrooms are provided with a variety of lifting apparatus
- The catering kitchen is provided with a range of commercial grade stainless steel appliances including an overhead extractor
- The laundry room is provided with appropriate appliances commensurate with the current use
- The Property is provided with nurse call systems

- The Property is provided with a shaft lift
- All radiators are provided with protective covers

A summary of the registered accommodation is as follows:

	Single	Single En Suite	Twin	Total Rooms	Total Beds	% Single Beds
Ground Floor	1	11	2	14	16	75
First Floor	2	10	3	15	18	66.67
Total	3	21	5	29	34	70.59

From measurements taken on site, it is noted that all the single bedrooms are at or in excess of 10 sq m (excluding en suite facilities) and that the twin rooms are in excess of 16 sq m. The Client proposes to operate the Property on the basis of 29 rooms all used as singles and as such, day space per registration equates to 4.38 sq m which is in excess of the old National Minimum Standards requirement of 4.1sq m per person, for new build and newly registered properties.

We refer you to our later comments in respect of registration and compliance issues.

5.0 Condition and Capital Expenditure

Whilst we have not carried out any form of building or structural survey we noted that generally the Property appeared to be in good structural order although due to the recent trading history and lack of investment, there are some items of routine repair and maintenance now required. One such relates to the flat roof link to the rear resident's lounge diner which appeared to have some temporary polythene sheeting covering part and there was evidence of water ingress to this part of the Property. We did not note nor were we made aware of any major issues with regard to the structure of the Property and have valued on the basis that none exist.

6.0 Statutory Enquiries

We have made enquiries of the operator and the relevant various statutory authorities and report as follows:

6.1 Fire Precautions

On 1st October 2006 the Regulatory Reform (Fire Safety) Order 2005, came into force. All existing fire legislation has been repealed (including the Fire Precautions Act 1971, Fire Precautions (Workplace) Regulations 1997/99 and the Management of Health & Safety in the Workplace Regulations 1999. As such, Fire certificates are no longer issued and have been replaced with the requirement for a Fire Risk Assessment. The effect of this is that Employers are now solely responsible for fire safety within their workplaces.

We are advised by Client that there is a current fire risk assessment we have been advised that the Property has adequate protection against the risk of fire.

6.2 Registration

We have accessed the CQC website and note registration for the Property is summarised as follows:

Name of Registered Provider	Rising Meadows Limited
Name of Registered Manager	Mrs Sharmila Madhukar Kale
Type of Service	Care home with Nursing
Regulated Activities	For persons who require nursing or personal care
	Diagnostic and screening procedures
	Treatment of disease, disorder or injury
Note	At the time of this inspection there was an agreed
	condition of registration that the provider must
	not accommodate more than a maximum of 12
	service users

We note that the Property is currently trading under Administration and is being managed by Goldcare Limited and there have recently been changes to the temporary manager at the Property. In this regard, we understand that the Client is now to be employed by Goldcare Limited to run the Property until acquisition of the Property is completed.

6.2.1 Regulatory Background

The Registration Authority for all care homes in England transferred on 1 April 2009 to the Care Quality Commission (CQC), which replaced the Commission for Social Care Inspection (CSCI), which was established in 2002. The stated aim of CQC is to "regulate and improve the quality of social care and look after the needs of people detained under the mental health act. Our work, bringing together the quality of health and adult social care for the first time will touch the lives of almost everyone in England".

The Department of Health published in 2001 National Minimum Standards (NMS) for care homes that affected, amongst other matters, the provision of adequate day space and bedroom sizes. Following feedback from the industry and the impact of their implementation, the NMS were effectively revoked for "pre-existing homes" (see below) whilst being retained for new build homes, extensions and first time registrations. The then Health Secretary commented that:

"The sizes of rooms and doors, availability of single rooms and the number of lifts are important but they should not mean good local care homes having to close". In 2010, CQC implemented a change of policy away from NMS towards required "Outcomes" for care providers following the publication of the Health and Social Care Act 2008 (Regulated Activities) Regulations 2010 and the Care Quality Commission (Registration) Regulations 2009. These set out 28 areas where compliance will be monitored to ensure quality and safety are provided for residents and patients. Generally, these outcomes are less prescriptive than the NMS and whilst it is too early to gauge the reaction in the market, we consider that there will be a continued presumption by the market (reflecting clients, referring authorities and acquisitive operators) against pre-existing homes that do not meet the NMS for new build although at the present time there remains a significant market for such assets.

6.2.2 Outcomes and National Minimum Standards

The Care Standards Act received royal assent in July 2000 and enabled the Government to introduce the NMS under section 23 (1). The NMS are the basis on which CQC determine whether a care home meets the need and secures the welfare and social inclusion of the people that live there. These have recently been super-ceded by The Outcomes as described above but we consider that the NMS remain a useful means of benchmarking the physical characteristics of a care home.

The Outcomes

There are six main areas dealt with by the Outcomes, as follows:

- + Involvement and Information dealing with the obligations of the provider to keep patients advised;
- Personalised Care, Treatment and Support ensuring that residents are provided with the relevant type of care;
- + Safeguarding and Safety covering topics such as cleanliness, infection control, medicine management and so on;
- + Suitability of staffing dealing with various aspects of employment;
- + Quality of management; and
- + Suitability of management.

Premises are dealt with in section 10 of Suitability and Safety. Generally, the Outcomes require that care homes provide premises that are suitable for the needs of the residents. The Outcomes are cross-references with other relevant legislation, such as the Equality Act and the Fire Safety Reform Order. Paragraph 10 L states that all rooms in care homes should be single occupancy unless the residents have made a decision to share. For new build care homes and first time registrations, bedrooms must be at least 12 sq m. The Outcomes do not specify the need for an en suite facility. Communal space should be of a sufficient size and bathrooms and toilets should be sufficient to enable people to maintain privacy and dignity, whilst being in close proximity to the living areas.

In essence, the Outcomes are much less prescriptive than the NMS. We consider that the market will continue to treat the NMS as a minimum standard for new build care homes but the threat of non-compliance with physical standards for older homes has now largely been removed. For the sake of completeness we set out below further information on the NMS.

Pre-existing Homes

In essence a care home that existed at 16 August 2002 must continue to meet the environmental standards that it provided at that time (in terms of day space provision, bedroom sizes, door widths, single room to double room ratio etc). If a care home complied with the NMS as at that date, it must continue to do so. The Outcomes essentially replicate this requirement.

However, under the NMS, CQC "may also take into account other factors it considers reasonable or relevant...Compliance with national minimum standards is itself not enforceable, but compliance with regulations is enforceable subject to national standards being taken into account".

It is very important to consider that if a pre-existing home were to close and the registration lost, if it were subsequently sold and re-opened as a care home, it would most likely be treated as a First Time Registration and thus be subject to the standards laid out in the Outcomes.

New Build Homes, Extensions and First Time Registrations (hereinafter referred to as "New Facilities")

Such buildings must comply with the NMS, although we have come across a very small number of specific instances where this has not been the case.

NMS - The Environment

The main physical standards within the NMS are contained in Section 5 - The Environment. The NMS acknowledges that different service users prefer different types of accommodation and therefore "the onus will be upon the proprietor to make clear which clientele their homes are aimed at and to make sure that the physical environment matches their requirements". A summary of the physical standards that applied from 1 April 2002 (unless otherwise stated) is as follows:

- + **Standard 20 Shared Facilities**. In all new facilities, communal area of 4.1 sq m per resident. For preexisting homes not providing this level as at 16 August 2002, they should continue to provide the same level of communal space as they provided at 31 March 2002.
- + Standards 21 Lavatories and Washing Facilities. In all new facilities, there should be one assisted bath (or shower) per eight service users, excluding any service users' bedrooms that provide en suite facilities. For pre-existing homes not providing this ratio as at 16 August 2002, they should continue to provide the same level they provided as at 31 March 2002. Each service user must have a toilet within close proximity of their private accommodation and there must be toilet facilities within close proximity to lounge and dining areas.
- + Standard 23 Space Requirements. In all new facilities, all registered beds are to be provided in single rooms of a minimum of 12 sq m plus an en suite facility. Pre-existing homes with bedrooms over 10 sq m as at 16 August 2002 may continue to provide this level but homes not meeting this standard may continue to provide at least the same amount of space as at 31 March 2002.
- + Rooms that are currently shared must be at least 16 sq m. Service users in new facilities may only share two single bedrooms, for example as a bedroom and sitting room.

 Pre-existing homes providing 80% of registered beds in single rooms as at 16 August 2002 should continue to do so. Other pre-existing homes may continue to provide the same level of beds in single rooms as at 31 March 2002.

NMS - Staffing

Staffing is contained within Section 6. The latest standards represent a substantial dilution from the original version, a brief summary of which is as follows:

- + Staffing numbers and ratios should be appropriate to the service users as well as the size and layout of the home.
- + A minimum of 50% of staff should be trained to NVQ Level 2, or equivalent, by 2005, including agency staff.

From measurements taken on site, we note that all single bedrooms appear to be at or in excess of 10 sq m excluding en suite provision and that the twin bedrooms are all in excess of 16 sq m. We also note that day space areas on the basis of being operated with a maximum of 29 residents (all twins being used as singles) provides 4.38 sq m of day space per resident which is in excess of the old Minimum Standards of 4.1 sq m. Under the current registration of 34 however it equates to 3.74 sq m per resident which is below the old Minimum Standards.

In terms of staffing, due to the fact that the Property is being run under temporary management with a low number of residents, it is difficult to comment on the current standard and qualifications of the few remaining existing staff. Under the control of our Client, if an acquisition proves successful, we are aware from previous knowledge of the Client's other business, that great emphasis is placed on staff qualification and training and are in no doubt that in excess of 50% of care staff to be employed will be at NVQ Level 2 or above.

6.2.3 CQC - Quality Ratings

In May 2008 CSCI launched a new system of rating the quality of care services. The creation of the Care Quality Commission (CQC) put the spotlight on quality of care, as operators endeavoured to achieve the best possible star ratings. On 19 May 2010 the CQC announced that the current quality ratings system would cease ahead of a new registration system and new standards, which took effect on 1 October 2010 under the Health and Social Care Act 2008.

CQC has begun talks with stakeholders to discuss how a new rating system might work. It will also draw on feedback from the recent consultation on assessments of quality in 2010-11 and will launch a further programme of work later this year to develop different options.

We have also had sight of an Inspection Report prepared by the CQC dated 4 April 2013 from which we note that all standards checked were being met. We must stress however that there appear to have been a number of issues with the Property in the recent past and this last inspection is as a result of regular reviews following previous failure to comply with a number of standards. It should also be noted that there is currently an embargo on more than 12 residents being in occupation at the Property as a result of these previous issues. The whole matter is the subject of regular review and the Client is aware of the current position.

6.3 Environmental Health

South Northamptonshire District Council operates under the national Food Hygiene Rating Scheme in England. The scheme is run by local authorities in England, Wales and Northern Ireland in partnership with the Food Standards agency.

Each business is given a 'hygiene rating' when inspected by a food safety officer from the business's local authority.

A business can be given one of six hygiene ratings:

Hygiene Rating	Description	
0	Urgent improvement necessary	
1	Major improvement necessary	
2	Improvement necessary	
3	Generally satisfactory	
4	Good	
5	Very good	

The food safety officer inspecting a business checks how well the business is meeting the law by looking at:

- how hygienically the food is handled how it is prepared, cooked, re-heated, cooled and stored
- the condition of the structure of the buildings the cleanliness, layout, lighting, ventilation and other facilities
- how the business manages and records what it does to make sure food is safe

Following inspection the food safety officer provides a rating from 0 - 5 with an explanation of how improvement can be made if necessary. Specific consideration is made throughout the scheme to ensure hygiene ratings are fair.

On 19 August 2013 we accessed the Food Standards Agency website and recorded the following information relating to Property:

- The Property was subject to an inspection on 30 October 2012 and was awarded a Food Hygiene Rating of 1 ("Major Improvement Necessary")
- However we have valued on the assumption that there are no outstanding notices or enforcement actions and that any necessary action has been/will be undertaken as required.

6.4 Rating and Council Tax

We accessed the Valuation Office Agency website and contacted the Local Authority on 19 August 2013 and recorded the following information:

Billing Authority:	South Northamptonshire
Band:	G
Financial Liability for year 2013/14:	£2,307.74

6.5 Planning Enquiries

On 19 August 2013, we accessed the Planning Portal of South Northamptonshire Council's website and confirmed that the Property is not a Listed Building. The main buildings and gardens to the rear of the Property are located within Yardley Gobion Conservation Area, but the adjoining arable field of approximately four acres which we also understand is included in the Title is not.

The last planning application in respect of the Property was for extensions to and conversion of house to nursing home and erection of single storey administration block (under planning application number S/1989/0355/P) and was Approved on 27 July 1989.

We have valued on the basis of the following assumptions:

- (i) The Property in its current format has formal planning permission and established use for its current use
 (C2)
- (ii) All necessary licences, permissions and consents are granted at the date of valuation
- (iii) There are no breaches of planning consents or building regulations or any outstanding enforcement notices in relation to the Property
- (iv) There are no outstanding planning applications in relation to the Property or surrounding property that are likely to have a detrimental impact on our reported opinion of Market Value
- (v) There are no onerous or restrictive covenants attached to the title, nor are there any onerous or restrictive planning conditions that are likely to have an impact on our opinion of Market Value herein reported

6.6 The Equality Act 2010

The Equality Act 2010 brings together; harmonises and in some respects extends the current equality law. It aims to make it more consistent, clearer and easier to follow in order to make society fairer. The law merged several different pieces of legislation into one place which cover race, sex, sexual orientation, age, religion or belief and disability. Detailed guidance on the new legislation is located at www.equalities.gov.uk.

The Equality Act replaced the Disability Discrimination Acts 1995 and 2005 (DDA) and includes new provisions on direct discrimination, discrimination arising from disability, harassment and indirect discrimination. Service providers are required to make changes, where needed, to improve service for disabled customers or potential customers. There is a legal requirement to make reasonable changes to the built environment, such as making changes to the structure of a building to improve access. What is reasonable will depend on all the circumstances, including the cost of an adjustment, the potential benefits it might bring to other customers (ramps and automatic doors benefit customers with small children or heavy luggage, for example), the resources an organisation has and how practical the changes are.

The Equality Act 2010 requires that service providers must think ahead and take steps to address barriers that impede disabled people. In doing this, it is a good idea to consider the range of disabilities that actual or potential service users might have. You should not wait until a disabled person experiences difficulties using a service, as this may make it too late to make the necessary adjustment.

Previously, adjustments to premises and to policies, practices and procedures had to be made by service providers only where it would otherwise be 'impossible or unreasonably difficult' for a disabled person to use the service. Now, under the new Equality Act, adjustments must be made where disabled people experience a 'substantial disadvantage'. This means that service providers may have to make more adjustments. Also, it was previously possible for a service provider to legally justify failing to provide a reasonable adjustment in certain circumstances. Now, the only reasonable question is whether the adjustment is a reasonable one to make.

Failure to comply with the Equality Act could result in civil proceedings. Christie + Co has not carried out or commissioned any investigations to determine whether or not the Property complies with the requirements of the Equality Act, nor have they made any allowance for the cost of compliance works.

We note from our inspection that there is level access into the Property from the car park. Bedroom accommodation is arranged on ground and first floors with the first floor served by a passenger lift. All resident's day space provision is at ground floor level.

6.7 Asbestos

From 21 May 2004 new legislation requires property owners, occupiers and managers to identify and control Asbestos Containing Material ("ACM") in their property. If potential ACM is in good condition and undisturbed the Health & Safety Executive ("HSE") recommends that the ACM is identified and a management plan formulated as follows:

- Identify its position
- Inspect its condition regularly
- Take a precautionary approach to maintenance and minimising disturbance that could cause fibre release
- HSE sees removal as a last resort unless the material is in poor condition or at risk of damage.

In carrying out and providing this report and valuation Christie + Co have not undertaken an ACM inspection and understand that the owner of the Property has not obtained or commissioned a report from an ACM inspector. Furthermore, Christie + Co have made no allowance for the potential liability.

6.8 Energy Performance Certificates

From 4th January 2009 all sellers and landlords are now required by law to provide an Energy Performance Certificate (EPC) for all buildings or parts of buildings when they are sold or rented. Those carrying out the construction of a building will be required to provide an EPC to the owner.

An Energy Performance Certificate gives prospective buyers or tenants information on the energy efficiency and carbon emissions of a building.

The certificate provides energy efficiency A-G ratings and recommendations for improvement. EPCs were first introduced for the marketed sale of domestic homes, as part of the Home Information Pack, although from April 2008 this was extended to newly built homes and large commercial properties. The ratings - similar to those found on products such as fridges - are standard so the energy efficiency of one building can easily be compared with another building of a similar type.

The seller or landlord is responsible for ensuring that an EPC is available to a prospective purchaser or tenant at the earliest opportunity and no later than when a viewing is conducted or when written marketing information is provided about the building, or in any event before entering into a contract to sell or let.

EPCs are produced by accredited energy assessors and for commercial properties are valid for a period of 10 years, or until a newer EPC is prepared.

A copy of the EPC has been included within the DC Care sales details from which we note that the Energy Performance Rating is 95. This compares to an assessment of 41 in relation to newly built properties that are similar and 110 which is typical of the existing stock.

7.0 Services

Water	Mains
Gas	Mains
Electricity	Mains
Drainage	Mains

We are advised that the following services are available:

We note that the Property is provided with a gas-fired central heating system to the original part of the Property with some of the newer parts being provided with electric storage heaters.

We have not tested these services and cannot therefore comment on the operational effectiveness of same.

8.0 Site and Ground Conditions

The Property occupies a broadly level irregular-shaped site in the centre of the village of Yardley Gobion with open fields to the rear. Surrounding properties are predominantly larger scale, older style private residences. We did not note any major issues concerning the site at our inspection and have valued on the basis that none exist. It should be noted that the four acre field which adjoins on the north-eastern side of the site does slope down quite steeply to the north.

9.0 Environmental Issues

We are not aware of any major development within the immediate vicinity likely to impact on any environmental issues and have valued on the basis that none exist.

10.0 Tenure

We are advised that the Property is freehold. We have valued on the basis of an unencumbered and marketable Title.

11.0 Occupational Leases

We are not aware of any occupational leases and have valued on the basis that none exist.

12.0 Business Commentary

Background

We have not been provided with any history relating to the trading performance of the Property or indeed the previous owners and operators. At the date of inspection, the Property was being run under temporary management by Goldcare Limited acting on behalf of the joint Administrators, Vionas. The Property has been marketed by DC Care and in speaking to one of their negotiators, we are informed that the Property was officially placed on the market on 25 July 2013 with a guide price of £750,000. We understand that there was a large amount of interest generated with 19 viewings and nine bids received on a best bid basis by the deadline of 9 August 2013. The Client's bid at £825,000 which we understand is to include the adjoining four acre field was the highest of these bids. The agents did indicate that a number of the bids were over the guide price. The Property is seen as a good turnaround opportunity.

Trading Format

The Property is currently registered with the Care Quality Commission (CQC) as a care home with nursing for up to 34 residents. Due to previous issues with the operation of the Property, there is however a current embargo on more than 12 residents but this restriction should be lifted once the Client has completed the purchase of the Property. Our valuation is on this assumption.

The Client is proposing to run the Property on a managed basis but also with some part-time direct involvement herself initially.

Fees and Occupancy

At the time of our inspection, there were six residents in occupation.

We have been provided with a schedule of fees which actually states that there are eight residents in occupation but we are not sure which of the residents shown has moved on. From the fee schedule provided, it was noted that there were seven private residents and one referral from Bedfordshire local authority with a fee range of £480 to £600 which gives an average weekly of £572.14 which is a strong level of fee bearing in mind the limited number of residents and the historic problems of operation. In discussing projections for the Property with the Client, she has indicated that she hopes to achieve an occupancy of 18 residents (62%) by the end of the first six months following acquisition and an occupancy of 24 residents (82.7%) by the end of the first year. The Client has indicated that she will work to a stabilised trading position of 26 residents (89.6%) with the Property trading on a stabilised basis with anticipated average fees of £600 in year one and £625 in year two. It is anticipated that there will be a split of approximately 1/3:2/3 between residential and nursing residents. The Client has good relationships with local referring authorities and networks and it is anticipated that referrals will come from Northants, Bedfordshire, Buckinghamshire and Milton Keynes. Initially it is anticipated that some short-term discounts to local authority referrals will have to be given in order to achieve a shorter 'fill-up' period. This may initially be at the expense of higher private fee referrals.

From our knowledge and dealing with the area together with some slightly historic information that we have available, we note that the range of the nearest local authority fee levels are broadly as follows:

Local Authority	Fee Range per week	
Bedfordshire	£438.64 to £608.70	
Buckinghamshire	£475.76 to £645.40	
Northamptonshire	£367.70 to £533.88	
Milton Keynes	£424.20 to £569.46	

These relate to baseline residential fees rising to the highest fees paid for nursing/dementia.

Expenditure

Staffing

We have discussed the projected staffing set up with the Client who confirms that she will operate as a part-time manager herself with a Clinical Leader dealing with the care side. There will then be a team of registered nurses and carers working on a broadly three shift system which we describe later. Non-care staff employed will include domestics, kitchen staff, a maintenance man/gardener and administrator. Laundry and activities will be dealt with by the care staff.

Pay rates for the main staff as projected have been provided as follows:

Staff	Salary/Payment £ per hour
Manager (owner - part-time)	£10,000 per annum
Clinical Leader - part time	£15,000 per annum
Nurse	£12.50 per hour
Care Assistant	£6.30 per hour
Domestics	£6.25 per hour
Chef	£8 per hour
Kitchen Assistant	£6.30 per hour
Admin	£6.19 per hour
Maintenance?	£7 per hour

Principal Terms of Employment

The home is to operate a three shift system as follows:

Hours	Staff Designation	Numbers
AM Shift- 8am to 4pm	Senior Carer	1
	Care Assistants	5
PM Shift - 4pm to 10pm	Senior Care Assistant	1
	Care Assistants	4
Night Shift - 9.45pm to 8.15am	Senior Care Assistant	1
	Care Assistants	2

It will be noted that the above rota provides for a small handover period between the night and morning shifts.

The above rota on the basis of the projected occupancy of 26 residents provides 29.5 care hours per resident per week and a total of 767 care hours per week.

Notwithstanding the fact that the Client is to be directly involved in the Property on a part-time basis, in our assessment of staff costs in the hands of a reasonably efficient operator we believe the Property would be operated with a full time manager and a full time deputy/clinical leader with the likelihood that the deputy position would provide for at least half the time on shift.

On the basis of the above, we are of the opinion that the gross external wage bill of the home trading in line with projections on a stabilised basis in the hands of a reasonably efficient operator is likely to be in the region of £460,000.

Food & Provisions and Other Expenses

We have not been provided with any historic trading information for the Property but have had a brief discussion with the Client in respect of the likely costs of running the business. We have also had regard to similar types of property that we have had recent involvement in valuing where we have had access to their full accounts. From this we have assessed costs of running the Property on the basis of trading projections being reached on a stabilised basis at something in the order of £132,343 (16.3% of projected trade). This is broadly in line with what we would expect to see for similar properties of this size and trading style.

Trading Accounts

We have not been provided with any historic or current trading accounts from the Administrators. In our valuation have had regard to some basic trading projections discussed with the Client although as yet, not formally documented. Discussions around these projections are detailed later within the report.

Christie + Co Assessment of Trade

Having regard to the factors discussed above and from our own evidence, experience and investigations, we provide below our assessment of the fair maintainable trade in the hands of a reasonably efficient operator:

	Projected Trading Assessment	_
Registration	29	_
Average Fee £	600	
Occupancy %	90%	
Fee Income £	£814,320	
Wages £	£460,000	
Wages %	56.5	
Other Expenses £	£132,343	
Net Profit £	£221,977	
Net Profit Margin %	27.3	

The figure for net profit is provided before depreciation, loan interest charges, tax and proprietors' emoluments.

Commenting on the above, we believe that the Client's projected period of build-up and stabilised occupancy at 26 residents (89.6%) is reasonable bearing in mind her experience of trading in the locality and an extensive network of contacts with the main local referring authorities and agencies.

We have however adopted a more cautious view with regard to the average fee and taken the projected average fee at £600 as opposed to the £625 proposed by the Client.

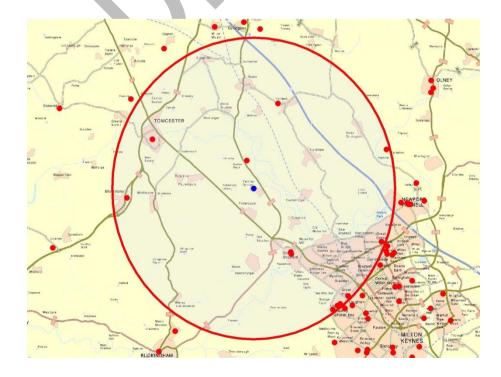
Our assessment of staff and other costs is as detailed within the previous section of this report.

EBITDA at 27.3% of turnover is at the lower end of the range that we would expect to see for an operation such as this but reflects the lack of trading accounts, and the uncertainty in achieving the Client's projected average fee level.

Competition

We have provided below a summary and map showing the location of competing homes as provided by the published directories within a 5 km radius of the Property:

Distance	Home Name Address		ırpose Beds	Total Single	%	Categories of Care
5.0 (Crow Fly) 7.0 (By Road)	St Giles Residential Home St Giles Mews, Vicarage Ro Stony Stratford, Milton Ke MK11 1HT	bad,		35	100%	OP, DE
5.1 (Crow Fly) 6.9 (By Road)	The Stratfords Russell Street, Stony Strat Milton Keynes MK11 1BT	ford,	Y	12	100%	OP, DE
7.9 (Crow Fly) 9.8 (By Road)	Ridgway House 1 Swinneyford Road, Towo NN12 6HD	ester		35	100%	OP, DE, PD
9.0 (Crow Fly) 13.2 (By Road)	Clare House Whittlebury Road, Silverst Towcester NN12 8UD	one,		25	100%	OP, DE, PD
9.7 (Crow Fly) 14.2 (By Road)	The Willows Care Centre Heathercroft, Great Linfor Milton Keynes MK14 5EG		Y	116	100%	OP, DE
9.8 (Crow Fly) 15.3 (By Road)	Park House Tyringham, Newport Pagn MK16 9ES	ell		24	100%	OP, DE
9.8 (Crow Fly) 14.0 (By Road)	Mallard House 2 Dunthorne Way, Grange Milton Keynes MK8 0DZ	Farm,	Y	53	100%	OP, DE



We also note from our standard enquiries via Barbour ABI that there are two current planning permissions for new care home developments in Towcester. The first is at Duncote Hall, Duncote which we understand has been delayed due to funding issues and Water Lane which is due to commence construction imminently.

13.0 Market Commentary

13.1 Statistical Background

The care home sector continues to endure difficult trading conditions. The fundamentals of the market, however, remain characterised by falling levels of both supply and demand. The latter has been caused by referring authorities seeking to reduce the number of referrals and rely on alternative types of care, such as domiciliary packages, whereas the supply of registered beds has declined as the number of beds in new facilities has been less than those in homes that have closed.

Movement in Care Values

Christie + Co's care price index, which uses average price information derived from care transactions brokered by the company, shows that care property values declined in 2012 by 0.7%. This followed a 3.3% fall in 2011 after values had broadly stabilised in 2010.

Care

2006

Movement in average prices year on year in per cent 17.4 12.2 -16.9 -11.0 0.4 -3.3

2009

13.2 Market Activity

2007

2008

Although there was demand for care businesses in 2012, a lack of quality stock coming to the market severely hindered transactional activity. The care sector saw a -0.7% movement in the average price index during last year.

2010

2011

The trading environment across the UK care sector remains challenging. Many operators are coming under further pressure as operating costs increase, fee levels barely changed and occupancy falls.

2012

Local authorities continue to come under pressure to reduce costs, in the face of rapidly increasing levels of central government borrowing. The impact of the Government's Spending Review will be the main focus for operators during the coming year, with local authorities looking to tighten their belts and some fee cuts a possibility. The scale of these cuts will determine what the year will hold for many operators. Fee rates received for publicly funded care home occupants will play a big part in influencing the standard and consistency of care that operators are able to provide.

The funding issue played a major role in prolonging the transaction process, as banks generally continued to be highly selective. Whilst debt was available, the funding process was slow and due diligence levels were much higher than witnessed in previous years.

Nonetheless, there were areas of encouragement. A number of transactions completed in "asset light" business, such as domiciliary care and supported living. Other services, such as acquired brain injury (ABI) attracted increased interest from private equity buyers. In the rare instances that good quality assets were available for sale, there was no shortage of buyers, many of whom had significant cash resources. Good quality care businesses, despite all the challenges that undoubtedly exist, continue to produce a healthy return.

Throughout 2012 and into 2013, there is a considerable focus on quality, whether it was in relation to assets, the robustness of financial performance or improving unit or company management. An opportunity may therefore exist for operators to sell poorer quality businesses and thus improve the average quality of their portfolios. This has to be in the longer term interests of owners, investors, management and debt providers.

There can be no doubt that the operating environment is going to remain difficult for the foreseeable future, but signs of encouragement are not wholly absent.

Generally, debt funding has been harder to obtain, with most operators reporting a difficulty in raising fresh loans. Many operators are reluctant to accept a markedly different cost of money compared to the boom years. A general tightening of terms, such as reduced loan to value ratios, higher margins and fees are all increasing the need for borrowers to increase their equity input. The healthcare sector as a whole, like many other asset backed industries, is also exposed to the requirement to refinance a substantial amount of fixed term loans that originated in very different market conditions and will expire in the near term. This is likely to be a significant factor in the market in the next 12 to 24 months. Any rise in interest rates will merely exacerbate the adverse lending environment.

The ongoing problems faced by the residential property market continued to present development and land acquisition opportunities for care operators. There remains a desire for new builds as operators seek to exploit the qualitative opportunity presented by the current market. In many cases, lower land and development costs have enabled developers to construct higher quality buildings that are well ahead of the required standards. En suite wet rooms, enhanced day space including atrium features, cinema rooms, hairdressing salons and spa style bathrooms have become the norm for new builds, rather than the exception they would have been in the past.

Market sector outlook

At a macro level, market conditions are difficult with a number of factors all combining against operators. Issues arising from the impact of the Spending Review are not likely to be mitigated in the near term. Debt market conditions are also unlikely to improve significantly in the near future, but good quality businesses will continue to produce an attractive yield for owners and investors. Quality will remain the key theme.

13.3 Market Drivers

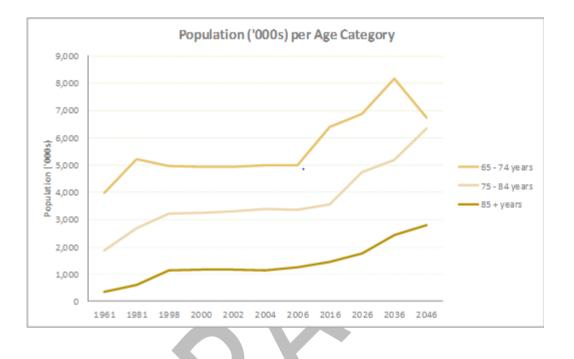
Local fee levels and wage costs remain major influences upon the profitability of businesses in the care sector and changes to the funding and fee arrangements for clients are undoubtedly continuing to affect operations. As a market characterised by low rates of pay to the majority of staff, profitability within the industry remains vulnerable to any further increases in levels of the national minimum wage, national insurance and wage rates in competing sectors.

There is also no doubt that the market generally is seeking to apply the NMS wherever possible. New build care homes are increasing in number for the first time in many years, even in areas where there is an apparently adequate existing supply of registered beds.

On a cautionary note, it must be mentioned that the Government has stated that it wishes to see in the future a greater proportion of the elderly cared for in their own homes. Whilst no detail has yet been provided on how this will be achieved, nor how the demographic influences on the sector will be reflected (see below) in the medium to longer term, this could have an impact upon the shape of the sector. In principle, however, it is possible that domiciliary care services, assisted living schemes and the like could expand to support a wider range of care services for the user to choose from.

13.4 Demographic Drivers

The segment of the UK population aged 85 years and older is projected to rise over the next century as the proportion of elderly persons grows. It is this segment that is most likely to require some form of long term care. According to industry figures, the number of elderly persons in this category is expected to rise from around 1.25 million at present to 3.3 million by 2056. This change is illustrated in the following graph:



13.5 Local Commentary

Despite the difficult Care market due to funding issues, sales of care homes have taken place throughout the Midlands with a year on year increase in the number of transactions undertaken. A large number of these are distress related or as a result of retirement sales with less movement in the general market although this is now changing as vendor aspirations are becoming more realistic.

The demand for reasonably-priced assets providing an opportunity to develop is evidenced by the amount of interest shown in the Property as confirmed by the selling agents, DC Care.

14.0 Rental Value

We have been asked to provide an informal opinion as to the likely Rental Value of the Property. For this purpose we have assumed it to be let on a standard commercial basis for a term of say 20 years with five yearly rent reviews and with the current trading accounts available to a prospective lessee. There is little evidence of recent lettings of similar properties in the current market although Christie + Co have dealt with a number of leasehold disposals over the course of the last year across a much larger geographical area. An analysis of these properties indicate a range of rent between £1,000pa to £5,500pa a registered bed with most in the £2,500pa to £3,000pa per bed for this type of Property, ie an older converted Property with more recent additions as opposed to a large scale purpose-built building. On this basis, we are of the view the current Market Rental for the Property would be in the region of £72,500 per annum, equating to approximately £2,500 per bedroom.

15.0 Market Value

15.1 Methodology

In preparing our valuation we have utilised a number of methodologies which we consider appropriate to such businesses.

Our principal approach, and the one upon which we place most reliance, is the Income Approach or Earnings Multiplier. This method of valuation has a long pedigree and is the approach used most widely by investors and operators and, consequently, valuers. An "all risks" yield or multiplier is applied to maintainable income, which a valuer assesses following a review of historic and current trading information. The multiplier is selected to directly reflect market sentiment.

15.2 Assessment

Based on the historic information provided to us, our discussions with the Client regarding the current trade and future projections, together with our own assessment of the fair maintainable levels of income and profit we have calculated as follows:

	£
Projected Trade achieved on a stabilised basis	814,320
EBITDA	221,977
Multiplier (equating to 15.38% yield)	6.5
Capital Value	1,442,852
Notional value for adjoining field	20,000
Total Capital Value (rounded)	1,460,000

The assessment of trade and EBITDA assumes competent management of the Property and business.

Our choice of multiplier is based on our knowledge of the market and by reference to sales of relevant businesses and properties. We summarise this sales evidence as:

Property	Location	Completion Date	Sale Price	No of Beds	Rate per Bed
Confidential One	Enfield	21/05/2013	£252,0000	39	£64,615
Confidential Two	High Wycombe	03/05/2013	£550,000	9	£61,111
Confidential Three	Sutton Coldfield	18/03/2013	£731,000	13	£56,231
Confidential Four	Stourbridge	Under offer	£891,000	36	£24,750
Confidential Five	Stourbridge	Under offer	£500,000	27	£18,519
Confidential Six	Bromsgrove	13/03/2013	£655,000	28	£23,393
Confidential Seven	Bidford-upon-Avon	20/06/2013	£136,5000	33	£41,364
Confidential Eight	Leamington Spa	25/04/2013	£680,000	21	£32,381
Confidential Nine	Abington	28/06/2013	£259,000	13	£19,923

15.3 Valuation

In our opinion the Market Value of the freehold interest in the Property subject to the following Special Assumptions, as at 16 August 2013, is:

Special Assumption Valuation One

- (i) the Property has had the benefit of a minor refurbishment as outlined by the Client
- (ii) the Property is trading on a stabilised basis in line with projections detailed later within the report

In our opinion, the Market Value, subject to the Special Assumptions, is:

• £1,460,000 (One Million, Four Hundred and Sixty Thousand Pounds)

Special Assumption Valuation Two

- (i) the Property is open and trading but under management while in Administration
- (ii) no accounts or trading information are available
- (iii) all licences, consents, certificates remain in place

For the avoidance of doubt this relates to the current trading scenario for the Property.

In our opinion, the Market Value, subject to the Special Assumptions, is:

£825,000 (Eight Hundred and Twenty Five Thousand Pounds)

Special Assumptions Valuation Three

- (i) accounts and records of trade would not be available to or relied upon by a prospective purchaser
- (ii) the business is closed
- (iii) the inventory has been removed and
- (iv) the licences, consents, certificates and/or permits are lost or are in jeopardy

In our opinion, the Market Value, subject to the Special Assumptions, is:

• £570,000 (Five Hundred and Seventy Thousand Pounds)

The valuations set out above exclude any liability that arises or could arise in respect of VAT, taxation and the costs of acquisition or realisation.

The definition of Market Value should be interpreted in the context of the Conceptual Framework, as published in International Valuation Standard 1 and reproduced in Appendix I to this report.

Special Comment on Current Market Conditions

Since the banking and financial crisis broke in 2007 the UK, in common with the majority of the western world, has been experiencing uncertain economic conditions culminating in a recession in 2008 from which depths we have not recovered. On the macro economic landscape unprecedented intervention by central banks and latterly the "Troika" formed by the European Union, the European Central Bank and the IMF through "bail outs" to some member countries, has attempted to support economies as mounting sovereign debt is threatening to breakup the Euro zone. The unknown effects of such action is creating economic strains and imposing stringent restrictions on normal economic activity. Property markets are experiencing lack lustre performance and there is limited transactional activity, with the sale of distressed assets dominating. At the time of reporting it is difficult to perceive when a full recovery will occur and many commentators are predicting a further decline in economic growth.

Guidance Note 1 "Valuation certainty", sub-point 2.6 "Market instability", of the Red Book refers to the Valuations being provided in the following context:

"Disruption of markets can arise due to unforeseen financial, macro-economic, legal, political or natural events. If the date of the valuation coincides with, or is in the immediate aftermath of, such an event there may be a reduced level of certainty that can be attached to a valuation, due to inconsistent, or an absence of, empirical data, or the valuer being faced with an unprecedented set of circumstances on which to base a judgment."

In our opinion the continuing uncertainty surrounding the future of the Euro and the possibility of collateral damage to the UK economy in the event of a significant restructuring or default represent such circumstances. We have, however, used valuer judgment to interpret the most recent available evidence and current market sentiment to arrive at the Valuation(s). We caution that in present circumstances the "shelf life" of the Valuation(s) may be substantially reduced.

16.0 Development Issues

Other than the matters referred to within this report, we are not aware of any development issues and have valued on the basis that none exist.

17.0 Insurance Reinstatement Cost

In the absence of a detailed inspection by a qualified building surveyor, our informal opinion of the Insurance Reinstatement Cost on a Day One Basis would be in the region of **£TBA**. This figure is inclusive of demolition, legal and professional fees, but exclusive of VAT and is for guidance purposes only. It should be noted there is no direct relationship between the Insurance Reinstatement Cost of a property and the Market Value of the same property.

18.0 Security for Loan

The Property is situated in an attractive setting in the village of Yardley Gobian with easy access via the A508 to the larger catchment areas of Milton Keynes, Towcester and Northampton.

The Property comprises an older original building with two and single storey purpose-built extensions. Accommodation generally is compliant to the old National Minimum Standards although against the original registration of 34 there is a slight shortage of day space. Our Client however intends to operate with all twin rooms used as singles which will overcome the problem. 21 of the resident's bedrooms are provided with basic en suite facilities comprising wash hand basin and WC. The Property generally appears to be in good structural order although we noted that there was a defective flat roof to the link with the rear residents day room. Due to recent trading issues there has been little investment into the Property and a minor refurbishment is now required.

Our Client is an experienced operator with a successful track record at her existing care home, Parklands in Milton Keynes and it is proposed that having completed the acquisition of this Property it will be run in a similar manner benefitting from certain synergies of referrals and staffing by being in the same area. Our assessment of value trading on a stabilised basis in line with projections is subject to a number of key factors and assumptions and if these are not achieved then we reserve the right to review our assessment.

The Property has had a chequered recent trading history and is currently trading in administration and the longer this situation remains the harder it will be to rebuild trade over a reasonable time period. It will help that our Client has now been appointed as the temporary manager which should allow early identification of the major issues.

Notwithstanding the current issues the level of interest that has reportedly been shown in the Property by the selling agents must be viewed as encouraging.

Stuart Sayer BSc FRICS MBII - RICS Registered Valuer Associate Director On behalf of: Christie + Co Edgbaston House 3 Duchess Place Hagley Road Birmingham B16 8NH 29 August 2013

Appendix I

Conditions & Assumptions of Valuation and Market Value Conceptual Framework Appendix II Letter of Instruction