

MCA HOLDINGS LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015

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Company number: 01152419

MCA HOLDINGS LIMITED

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MCA HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2015

The Directors present their annual report and the audited financial statements of the Company for the year ended 31 December 2015 and have taken the small companies exemption not to prepare a strategic report.

Principal activities and future developments

The principal activity of the Company during the year is that of an intermediate holding company. No change in this activity is expected. Three of the Company's subsidiaries and two of its joint ventures were placed in liquidation during the year. The net loss on the liquidations was £50.

Directors

The following Directors held office during the year and subsequently:

P R Andrew (resigned 17 July 2015)
C R Clapham (appointed 17 July 2015)
M A Lonnon

No Director was materially interested during the year in any contract which was significant in relation to the business of the Company.

Going concern

The Company is indirectly dependent on Taylor Wimpey plc ("TW plc") to support the recoverability of its intercompany receivables and investments and the settlement of its liabilities and commitments.

The Directors of the Company have confirmed with TW plc that it will continue to provide the necessary financial support to the Company, for a period of at least 12 months from the date of approval of these financial statements.

TW plc is the ultimate parent of the Taylor Wimpey group ("the Group"). The Group is profitable and is in a strong financial position.

The Directors of the Company are of the view, at the time of approving the financial statements, that there is a reasonable expectation the Company will be able to remain in existence for the foreseeable future. Accordingly the financial statements have been prepared on a going concern basis.

Qualifying third party indemnity provisions

Taylor Wimpey plc has granted indemnities in favour of the Directors and officers of its Group subsidiary companies against financial exposure that they may incur in carrying out their duties (including the Directors and officers of this company). These have been granted in accordance with section 234 of the Companies Act 2006.

Directors' responsibilities statement

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

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law), including FRS 101 "Reduced Disclosure Framework".

MCA HOLDINGS LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2015 (continued)

Directors' responsibilities statement (continued)

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;
- state whether applicable UK Accounting Standards, including FRS 101, have been followed, subject to any material departures disclosed and explained in the financial statements;
- notify the Company's shareholders in writing about the use of disclosure exemptions, if any, of FRS 101 used in the preparation of financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Auditor

Each person who is a Director at the date of approval of this report confirms that:

- so far as that Director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the Director has taken all the steps that ought to have been taken as a Director in order to be 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.

Re-appointment of Auditor

Deloitte LLP has indicated its willingness to be re-appointed as auditor for another term. Appropriate arrangements have been put in place for them to be deemed re-appointed as auditor in the absence of an annual general meeting.

Small company provisions

This report has been prepared in accordance with the special provisions of section 415A of the Companies Act 2006 relating to small companies.

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



C R Clapham

Company Secretary

Registered office:

Gate House, Turnpike Road, High Wycombe, Buckinghamshire, HP12 3NR, United Kingdom

Date: 5 July 2016

MCA HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MCA HOLDINGS LIMITED

We have audited the financial statements of MCA Holdings Limited for the year ended 31 December 2015, which comprise of the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity and the related notes 1 to 12. 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), including FRS 101 "Reduced Disclosure Framework".

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 included within the Directors Report, 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

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 31 December 2015 and of its result 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 matters prescribed by the Companies Act 2006

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

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

MCA HOLDINGS LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MCA HOLDINGS LIMITED (continued)

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

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



Stephen Craig ACA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom

Date: 5 July 2016

MCA HOLDINGS LIMITED**STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 DECEMBER 2015**

	Note	2015 £'000	2014 £'000
Operating profit and profit on ordinary activities before interest and taxation	3	-	-
Investment income		-	42,887
Disposal of investment on liquidation		-	(42,887)
Profit on ordinary activities before taxation		-	-
Taxation on ordinary activities	5	-	-
Profit for the financial year		-	-
Other comprehensive income		-	-
Total comprehensive income for the year		-	-

All the results reported above for both the current and prior year relate solely to discontinued operations being in respect of a liquidated subsidiaries and, for the current year, joint ventures. Amounts for the current year are nil when presented in round thousand pounds.

MCA HOLDINGS LIMITED
Company number: 01152419

STATEMENT OF FINANCIAL POSITION
AS AT 31 DECEMBER 2015

	Note	2015 £'000	2014 £'000
Non-current assets			
Investments in subsidiary undertakings	6	37,018	37,018
Investments in joint venture undertakings	7	-	-
		<u>37,018</u>	<u>37,018</u>
Current assets			
Trade and other receivables	8	398,168	398,168
Current liabilities			
Trade and other payables	9	(100,810)	(100,810)
Net current assets		<u>297,358</u>	<u>297,358</u>
Net assets		<u>334,376</u>	<u>334,376</u>
Capital and reserves			
Share capital	10	13,792	13,792
Share premium account		305,807	305,807
Other reserves		1,268	1,268
Retained earnings		13,509	13,509
Shareholders' funds		<u>334,376</u>	<u>334,376</u>

The financial statements were approved and authorised for issue by the Board of Directors and signed on its behalf by:



M A Lonnon
Director

Date: 5 July 2016

MCA HOLDINGS LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 DECEMBER 2015**

	Called- up share capital £'000	Share premium account £'000	Other reserves £'000	Retained earnings £'000	Total £'000
Balance as at 1 January 2014 (as previously stated)	13,792	305,807	1,268	13,509	334,376
Effect of changes in accounting policies	-	-	-	-	-
Balance as at 1 January 2014	13,792	305,807	1,268	13,509	334,376
Profit for the year	-	-	-	-	-
Other comprehensive income for the year	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-
Dividends paid	-	-	-	-	-
Total contributions by and distributions to owners	-	-	-	-	-
Balance at 31 December 2014	13,792	305,807	1,268	13,509	334,376
Balance as at 1 January 2015 (as previously stated)	13,792	305,807	1,268	13,509	334,376
Effect of changes in accounting policies	-	-	-	-	-
Balance as at 1 January 2015	13,792	305,807	1,268	13,509	334,376
Profit for the year	-	-	-	-	-
Other comprehensive income for the year	-	-	-	-	-
Total comprehensive income for the year	-	-	-	-	-
Dividends paid	-	-	-	-	-
Total contributions by and distributions to owners	-	-	-	-	-
Balance at 31 December 2015	13,792	305,807	1,268	13,509	334,376

MCA HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015

1. Accounting policies

The following accounting policies have been used consistently throughout the current and prior year.

General information and basis of preparation

MCA Holdings Limited is a private company incorporated and domiciled in the United Kingdom. The Company is limited by shares. The Company is registered in England and Wales and its registered office is noted on page 3.

The financial statements have been prepared under the historical cost convention and in accordance with the Companies Act 2006 and Financial Reporting Standard 101 (FRS 101), "Reduced Disclosure Framework". The financial statements are prepared in sterling, which is the functional currency of the Company and rounded to the nearest thousand pounds.

The financial statements contain information about MCA Holdings Limited as an individual company and do not contain consolidated financial information as the parent of a group. The Company is exempt under section 400 of the Companies Act 2006 from the requirement to prepare consolidated financial statements as it and its subsidiary undertakings are included in the consolidated financial statements of its ultimate parent undertaking, Taylor Wimpey plc, a company registered in England and Wales.

This is the first year in which the financial statements have been prepared under FRS 101. The Company has changed its accounting framework from pre-2015 UK GAAP to FRS 101 as issued by the Financial Reporting Council and has, in doing so, applied the requirements of IFRS 1.6-33 and related appendices. No adjustment to the prior year comparatives, equity or comprehensive income is required as a result of the adoption of FRS 101.

The preparation of financial statements in compliance with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the Company's accounting policies. The areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements are disclosed in note 2.

Disclosure exemptions

As permitted by FRS 101, the Company has taken advantage of the disclosure exemptions available under that standard in relation to presentation of a cash-flow statement, capital management, IFRSs issued but not effective and related party transactions. Where required, equivalent disclosures are given in the Group financial statements of Taylor Wimpey plc. The Group financial statements of Taylor Wimpey plc are available to the public and can be obtained as set out in note 12.

MCA HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015 (continued)

1. Accounting policies (continued)

Going concern

The Company is indirectly dependent on Taylor Wimpey plc ("TW plc") to support the recoverability of its intercompany receivables and investments and the settlement of its liabilities and commitments.

The Directors of the Company have confirmed with TW plc that it will continue to provide the necessary financial support to the Company for a period of at least 12 months from the date of approval of these financial statements.

TW plc is the ultimate parent of the Taylor Wimpey group ("the Group"). The Group is profitable and is in a strong financial position.

The Directors of the Company are of the view, at the time of approving the financial statements, that there is a reasonable expectation the Company will be able to remain in existence for the foreseeable future. Accordingly the financial statements have been prepared on a going concern basis.

Financial instruments

Financial assets and liabilities are recognised on the Company's Statement of Financial Position when the Company becomes a party to the contractual provisions of the instrument.

Trade receivables

Trade receivables on normal terms do not carry interest and are stated at their nominal value as reduced by appropriate allowances for estimated unrecoverable amounts.

Trade payables

Trade payables on normal terms are not interest bearing and are stated at their nominal value.

Taxation

The tax charge represents the sum of the tax currently payable and deferred tax.

Current tax

The tax currently payable is based on taxable profit for the year. Taxable profit differs from profit before tax as reported in the Statement of Comprehensive Income because it excludes items of income or expense that are taxable or deductible in other years and it further excludes items that are never taxable or deductible. The Company's liability for current tax is calculated using corporation tax rates that have been enacted or substantively enacted by the Statement of Financial Position date.

Any liability or credit in respect of group relief in lieu of current tax is also calculated on the same basis unless a different rate (including a nil rate) has been agreed within the Group.

MCA HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015 (continued)

1. Accounting policies (continued)

Taxation (continued)

Deferred tax

Deferred tax is the tax expected to be payable or recoverable on temporary differences between the carrying amounts of assets and liabilities in the financial statements and the corresponding tax bases used in the computation of taxable profit.

Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilised.

Such assets and liabilities are not recognised if the temporary difference arises from goodwill or from the initial recognition (other than in a business combination) of other assets and liabilities in a transaction that affects neither the tax profit nor the accounting profit.

Deferred tax liabilities are also recognised for taxable temporary differences arising on investments in subsidiaries and interests in joint ventures, except where the Company is able to control the reversal of the temporary difference and it is probable that it will not reverse in the foreseeable future.

Deferred tax is calculated, on a non-discounted basis, at the tax rates that are expected to apply in the period when the liability is settled or the asset is realised based on tax laws and rates that have been enacted or substantively enacted by the Statement of Financial Position date.

The carrying amount of deferred tax assets is reviewed at each Statement of Financial Position date and reduced to the extent that it is no longer probable that sufficient taxable profits will be available to allow all or part of the asset to be recovered. Deferred tax is charged or credited in the Income Statement, except when it relates to items charged or credited directly to other comprehensive income or equity, in which case the deferred tax is also dealt with in other comprehensive income or equity.

Investments in subsidiary undertakings

Investments in subsidiary undertakings are measured at historic cost less any provision for impairment.

MCA HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015 (continued)

2. Key sources of estimation uncertainty and critical accounting judgements

Preparation of the financial statements requires management to make significant judgements and estimates. The Directors have considered whether there are any such sources of estimation or critical accounting judgements in forming the financial statements and do not determine there to be any for the purposes of disclosure.

3. Operating profit

	2015	2014
	£'000	£'000
Fee payable to the Company's auditor for the audit of the Company's annual financial statements	<u>1</u>	<u>1</u>

Audit fees were borne by another Group company. Fees paid to the Company's auditor for other, non-audit, services were £nil in both years.

4. Employees and Directors

The Company did not employ any persons during the year (2014: none).

Directors' remuneration and benefits paid by the Company in the year amounted to £nil (2014: £nil). All Directors' emoluments are borne by a fellow Group company and have not been recharged. It is not practicable to allocate these between their services as Directors between subsidiary companies.

MCA HOLDINGS LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2015 (continued)**

5. Taxation on ordinary activities

	2015	2014
	£'000	£'000
Current tax charge		
UK corporation tax on profits of the year	-	-
Adjustments in respect of prior periods	-	-
Deferred tax charge		
Ordinary deferred tax	-	-
Adjustments in respect of prior periods	-	-
Tax on profit on ordinary activities	<u>-</u>	<u>-</u>

The standard rate of current tax for the year, based on the weighted average of the UK standard rate of corporation tax is 20.25% (2014: 21.5%).

The current tax charge for the year can be reconciled as follows:

	2015	2014
	£'000	£'000
Profit on ordinary activities before tax	<u>-</u>	<u>-</u>
Standard rate of corporation tax of 20.25% (2014: 21.5%)	-	-
Effects of:		
Disallowable items	-	-
Non-taxable income	-	-
Total current tax charge	<u>-</u>	<u>-</u>

MCA HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015 (continued)

6. Investments in subsidiary undertakings

	£'000
Cost	
At 1 January 2015 and 31 December 2015	46,988
Impairment	
At 1 January 2015 and 31 December 2015	(9,970)
Net book value	
At 31 December 2015	<u>37,018</u>
At 31 December 2014	<u>37,018</u>

In the opinion of the Directors the value of the Company's investments in its subsidiary undertakings is not less than the amount at which it is stated in the Statement of Financial Position. Three subsidiaries were liquidated in the year but the impact on the financial statements is £nil in round thousands.

The subsidiary undertakings of the Company are listed under note 11.

7. Investments in joint venture undertakings

	£'000
Cost	
At 1 January 2015 and 31 December 2015	<u>-</u>
Net book value	
At 31 December 2015	<u>-</u>
At 31 December 2014	<u>-</u>

In the opinion of the Directors the value of the Company's investments in its joint venture undertakings is not less than the amount at which it is stated in the Statement of Financial Position. One of the Company's joint ventures was liquidated in the year but the impact on the financial statements is £nil in round thousands.

The joint venture undertakings of the Company are listed under note 11.

MCA HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015 (continued)

8. Trade and other receivables - current

	2015 £'000	2014 £'000
Amounts owed by Group undertakings	<u>398,168</u>	<u>398,168</u>
	<u>398,168</u>	<u>398,168</u>

Amounts owed by Group undertakings are unsecured, non-interest bearing and have no fixed repayment dates.

9. Trade and other payables - current

	2015 £'000	2014 £'000
Amounts owed to Group undertakings	<u>100,810</u>	<u>100,810</u>
	<u>100,810</u>	<u>100,810</u>

Amounts owed to Group undertakings are unsecured, non-interest bearing and are repayable on demand.

10. Share capital

	2015 £'000	2014 £'000
Authorised:		
34,333,123 (2014: 34,333,123) ordinary shares of 25p each	8,583	8,583
21,666,877 (2014: 21,666,877) ordinary 'A' shares of 25p each	<u>5,417</u>	<u>5,417</u>
	<u>14,000</u>	<u>14,000</u>
Allotted, called-up and fully paid:		
33,500,316 (2014: 33,500,316) ordinary shares of 25p each	8,375	8,375
21,666,877 (2014: 21,666,877) ordinary 'A' shares of 25p each	<u>5,417</u>	<u>5,417</u>
	<u>13,792</u>	<u>13,792</u>

MCA HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015 (continued)

11. Details of investments

The following were direct subsidiary undertakings of the Company:

Ashfield Investments Limited	MCA Leicester Limited
Banorgrove Limited	MCA London Limited
Canberra (Southern) Limited	MCA North East Limited
Canberra Investment Co. Limited	MCA Northumbria Limited
Compine Developments (Wootton) Limited	MCA South West Limited
Corney Reach Limited	MCA Thames Valley Limited
Hassall Homes (Cheshire) Limited	MCA West Limited
Hassall Homes (Mercia) Limited	MCA West Midlands Limited
Hassall Homes (Southern) Limited	MCA Yorkshire Limited
Hassall Homes (Wessex) Limited	Melbourne Investments Limited
IVA (Midlands) Limited	Showpine Limited
L.& A. Freeman Limited	Spinks & Denning Limited
MCA Land Limited	St. Anne's Village Limited
MCA Developments Limited	Whatco England Limited
MCA East Limited	

Canberra Developments (Southern) Limited
(in liquidation – Dissolved 16 January 2016)

MCA (Alsager) Limited
(in liquidation – Dissolved 16 January 2016)

McHawk Limited
(in liquidation – Dissolved 16 January 2016)

The Company has 100% interest in the issued ordinary share capital of all the above subsidiaries. All the subsidiaries are dormant.

The registered office of all the direct subsidiaries is Gate House, Turnpike Road, High Wycombe, Buckinghamshire, HP12 3NR, United Kingdom with the following exceptions:

The registered office of Whatco England Limited is Unit C, Ground Floor, Cirrus, Glasgow Airport Business Park, Marchburn Drive, Abbotsinch, Paisley, PA3 2SJ, United Kingdom.

The registered office of Canberra Developments (Southern) Limited, MCA (Alsager) Limited and McHawk Limited is Bdo Llp, 125 Colmore Row, Birmingham, B3 3SD, United Kingdom.

MCA HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2015 (continued)

11. Details of investments (continued)

The following were direct joint venture undertakings of the Company:

Compine Developments (Mundford) Limited (in liquidation)
Compine Developments Limited (in liquidation)

The Company has 50% interest in the issued ordinary share capital of the above joint ventures. Both the joint ventures were dormant.

The registered office of the joint ventures is Two, Snowhill, Birmingham, B4 6GA, United Kingdom.

The following were indirect joint venture undertakings of the company:

Vumpine Limited
Bishops Park Limited

The Company has 50% interest in the issued ordinary share capital of the above joint ventures. Both the joint ventures are dormant.

The registered office of Vumpine Limited is Gate House, Turnpike Road, High Wycombe, Buckinghamshire, HP12 3NR, United Kingdom.

The registered office of Bishops Park Limited is The Manor House, North Ash Road, New Ash Green, Longfield, Kent, DA3 8HQ, United Kingdom.

12. Controlling parties

The immediate parent undertaking is George Wimpey Limited.

The Company's ultimate parent undertaking and controlling party is Taylor Wimpey plc, a company incorporated in the United Kingdom. Taylor Wimpey plc is the parent of the smallest and largest group for which consolidated financial statements are prepared and of which the Company is a member. Taylor Wimpey plc's registered office is Gate House, Turnpike Road, High Wycombe, Buckinghamshire, HP12 3NR, United Kingdom.

Copies of the Group financial statements, which include the Company and its subsidiaries, are available from Companies House, Crown Way, Cardiff, CF14 3UZ.