

CCUK Finance Limited

Report and Financial Statements

Year Ended

31 December 2017

Company Number 6032187

THURSDAY



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CCUK Finance Limited

Report and financial statements
for the year ended 31 December 2017

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Director

W R McCamey

Secretary and registered office

Shoosmiths Secretaries Limited, Witan Gate House, 500-600 Witan Gate West, Milton Keynes,
Buckinghamshire, MK9 1SH

Company number

6032187

Auditors

BDO LLP, 55 Baker Street, London, W1U 7EU

CCUK Finance Limited

Strategic Report for the year ended 31 December 2017

Business Model

CCUK Finance Limited ("CCUK") is a servicer of credit card portfolios, servicing both a UK purchased portfolio as well as an originated portfolio.

Principal activities, review of business, principal risks and future developments

CCUK Finance Limited ("CCUK") was incorporated on 18 December 2006 to provide debt management services and started trading in the UK under a sub-servicing arrangement with its US affiliate, CCIS, LLC ("CCIS") on 1 June 2007.

CCUK currently receives sub-servicing income from CCIS for servicing a UK purchased debt portfolio. The sub-servicing income is based on a cost-plus methodology for costs associated with servicing activities for the purchased portfolio. The profit and loss account set out on page 7 shows profit for the period after taxation of £0.1m (2016: £0.2m profit) and turnover of £2.0m (2016: £3.1m). In addition to providing servicing support to CCIS, CCUK has also undertaken a number of initiatives to effectively manage the existing portfolio of receivables as well as investigate and create new business opportunities.

Going forward, the servicing operations of CCUK will continue to decline as the associated portfolio is no longer open to new purchases. As such, CCUK has, and will continue to contract its servicing expense footprint in the form of staff reductions and expense minimization, this is reflected within the staff redundancy provision included within note 11 of the financial statements.

Going concern

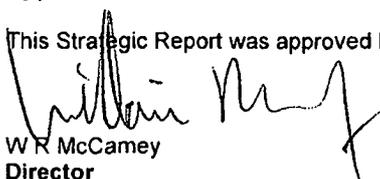
The financial statements have been prepared on the going concern basis, based on the cashflow forecasts of the company, and as the ultimate parent undertaking, Atlanticus Holdings Corporation, has informed the company of its intention to continue to provide such financial support as is necessary to enable it to meet its liabilities as they fall due, for the foreseeable future and at least the next twelve months from the signing of these financial statements.

Key Performance Indicators

The company does not have any key performance indicators.

Approval

This Strategic Report was approved by order of the Board on 10 September 2018


W R McCamey
Director

CCUK Finance Limited

Report of the director for the year ended 31 December 2017

Principal activities

CCUK Finance Limited ("CCUK") was incorporated on 18 December 2006 to provide debt management services and started trading in the UK under a sub-servicing arrangement with its US affiliate, CCIS, LLC ("CCIS") on 1 June 2007.

Director's responsibilities

The director is responsible for preparing the strategic report, the director's report and the financial statements in accordance with applicable law and regulations.

Company law requires the director to review financial statements for each financial year. Under that law the director has elected to prepare the company financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the director must not approve the financial statements unless he is 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 director is required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is 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. He is 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.

Qualifying third party indemnity provisions

The company has put in place qualifying third party indemnity provisions for all of the directors.

Directors

The directors of the company throughout the year were:

W R McCamey
K S Sharpe (resigned 30 June 2017)

CCUK Finance Limited

Report of the director for the year ended 31 December 2017 (continued)

Financial instruments

Working capital requirements are currently met through sub-servicing revenue (with respect to sub-servicing activities) and additional capital could be provided by loans from Atlanticus Holdings Corporation and its affiliates and by equity capital contributions from CCUK Holdings Limited, the company's immediate parent company if needed. In addition, trade creditors arise directly from the company's operations. The company does not enter into any hedging arrangements.

The company has minimal exposure to credit risk with all income derived from intra group sales. At the balance sheet date there were no significant concentrations of credit risk. The maximum exposure to credit risk is represented by the carrying amount of each financial asset in the balance sheet.

The director monitors the liquidity and cash flow risk of the company carefully. Cash flow is monitored by the director on a regular basis and appropriate action is taken where additional funds are required.

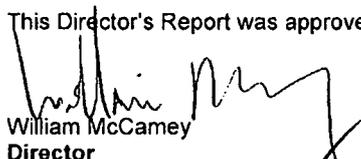
Auditors

The director as at the date of this report has taken all the steps that he ought to have taken to make himself aware of any relevant audit information and to establish that the auditors are aware of that information. The director is not aware of any relevant audit information of which the company's auditor is unaware.

BDO have expressed their willingness to continue as auditors and a resolution to reappoint them will be proposed at the next annual general meeting.

Approval

This Director's Report was approved by order of the Board on 10 September 2018


William McCamey
Director

CCUK Finance Limited

Independent auditor's report for the year ended 31 December 2017

INDEPENDENT AUDITOR'S REPORT TO MEMBERS OF CCAK FINANCE LIMITED

Opinion

We have audited the financial statements of CCAK Finance Limited ("the Company") for the year ended 31 December 2017 which comprise the Statement of Income and Retained earnings, the Balance Sheet and notes to the financial statements, including a summary of significant accounting policies. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards, including Financial Reporting Standard 102 The Financial Reporting Standard applicable in the UK and Republic of Ireland (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 December 2017 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.

Basis for opinion

We conducted our audit in accordance with International Standards on Auditing (UK) (ISAs (UK)) and applicable law. Our responsibilities under those standards are further described in the Auditor's responsibilities for the audit of the financial statements section of our report. We are independent of the Company in accordance with the ethical requirements that are relevant to our audit of the financial statements in the UK, including the FRC's Ethical Standard, and we have fulfilled our other ethical responsibilities in accordance with these requirements. We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Conclusions relating to going concern

We have nothing to report in respect of the following matters in relation to which the ISAs (UK) require us to report to you where:

- the Directors' use of the going concern basis of accounting in the preparation of the financial statements is not appropriate; or
- the Directors have not disclosed in the financial statements any identified material uncertainties that may cast significant doubt about the Company's ability to continue to adopt the going concern basis of accounting for a period of at least twelve months from the date when the financial statements are authorised for issue.

Other information

The Directors are responsible for the other information. The other information comprises the information included in the Report and Financial Statements, other than the financial statements and our auditor's report thereon. Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in our report, we do not express any form of assurance conclusion thereon.

In connection with our audit of the financial statements, our responsibility is to read the other information and, in doing so, consider whether the other information is materially inconsistent with the financial statements or our knowledge obtained in the audit or otherwise appears to be materially misstated. If we identify such material inconsistencies or apparent material misstatements, we are required to determine whether there is a material misstatement in the financial statements or a material misstatement of the other information. If, based on the work we have performed, we conclude that there is a material misstatement of this other information, we are required to report that fact.

We have nothing to report in this regard.

CCUK Finance Limited

Independent auditor's report for the year ended 31 December 2017

Opinions 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 Strategic report and Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the Strategic report and Directors' report have been prepared in accordance with applicable legal requirements.

Matters on which we are required to report by exception

In the light of the knowledge and understanding of the Company and its environment obtained in the course of the audit, we have not identified material misstatements in the Strategic report and Director's report.

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

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

Responsibilities of Directors

As explained more fully in 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, and for such internal control as the Directors determines is necessary to enable the preparation of financial statements that are free from material misstatement, whether due to fraud or error.

In preparing the financial statements, the Directors are responsible for assessing the Company's ability to continue as a going concern, disclosing, as applicable, matters related to going concern and using the going concern basis of accounting unless the Directors either intend to liquidate the Company or to cease operations, or have no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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.

Our objectives are to obtain reasonable assurance about whether the financial statements as a whole are free from material misstatement, whether due to fraud or error, and to issue an auditor's report that includes our opinion. Reasonable assurance is a high level of assurance, but is not a guarantee that an audit conducted in accordance with ISAs (UK) will always detect a material misstatement when it exists. Misstatements can arise from fraud or error and are considered material if, individually or in the aggregate, they could reasonably be expected to influence the economic decisions of users taken on the basis of these financial statements.

CCUK Finance Limited

Independent auditor's report for the year ended 31 December 2017

A further description of our responsibilities for the audit of the financial statements is located at the Financial Reporting Council's website at:
<https://www.frc.org.uk/auditorsresponsibilities>. This description forms part of our auditor's report.

Beaur

Daniel Taylor (Senior Statutory Auditor)
For and on behalf of BDO LLP, statutory auditor
London
United Kingdom

Date: *10 Sept 18*

BDO LLP is a limited liability partnership registered in England and Wales (with registered number OC305127).

CCUK Finance Limited

Statement of income and retained earnings for the year ended 31 December 2017

	Note	2017 £	2016 £
Turnover		2,031,711	3,121,833
Cost of sales		(1,789,466)	(2,696,080)
Gross profit		242,245	425,753
Administrative expenses	3	(84,105)	(174,817)
Operating profit		158,140	250,936
Other income		-	56,882
Interest payable and similar charges	6	(43,137)	(63,684)
Profit on ordinary activities before taxation		115,003	244,134
Taxation charge on profit from ordinary activities	7	-	-
Profit for the financial year		115,003	244,134
Retained profits at 1 st January		(10,461,521)	(10,705,655)
Retained profits at 31st December		(10,346,518)	(10,461,521)

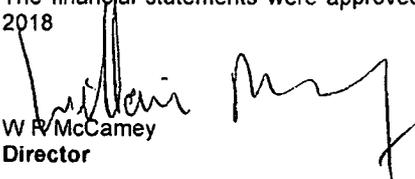
There were no gains or losses in the year other than the profit above and therefore no separate statement of comprehensive income has been prepared.

CCUK Finance Limited

**Balance sheet
at 31 December 2017
Company number 6032187**

	Note	2017 £	2017 £	2016 £	2016 £
Fixed assets					
Tangible assets	8		-		-
Current assets					
Debtors	9	2,708,567		1,261,613	
Cash at bank and in hand		565,401		3,680,320	
		<u>3,273,968</u>		<u>4,941,933</u>	
Creditors: amounts falling due within one year	10	<u>(381,360)</u>		<u>(2,010,279)</u>	
Net current assets			<u>2,892,608</u>		<u>2,931,654</u>
Total assets less current liabilities			<u>2,892,608</u>		<u>2,931,654</u>
Provision for liabilities	11		<u>(218,904)</u>		<u>(372,953)</u>
Net assets			<u>2,673,704</u>		<u>2,558,701</u>
Capital and reserves					
Called up share capital	12		10,897,545		10,897,545
Capital Contribution			2,122,677		2,122,677
Profit and loss account			<u>(10,346,518)</u>		<u>(10,461,521)</u>
			<u>2,673,704</u>		<u>2,558,701</u>

The financial statements were approved by the Board of Directors and authorised for issue on 10 September 2018


 W R McCamey
 Director

The notes on pages 9 to 17 form part of these financial statements.

CCUK Finance Limited

Notes forming part of the financial statements for the year ended 31 December 2017

1 Accounting policies

CCUK Finance Limited is a company incorporated in England & Wales under the Companies Act 2006. The address of the registered office is given on the contents page and the nature of the company operations and its principal activities are set out in the director's report. The financial statements have been prepared in accordance with FRS 102, the Financial Reporting Standard applicable in the United Kingdom and the Republic of Ireland.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgement in applying the company's accounting policies.

Cash flow statement

The company has taken advantage of the exemption conferred by FRS 102 not to prepare a cash flow statement on the grounds that the voting rights in the company are controlled within the group headed by Atlanticus Holdings Corporation and the company is included in Atlanticus Holdings Corporation's consolidated financial statements. The financial statements of Atlanticus Holdings Corporation are available from the address in note 14 of these financials.

Turnover and cost of sales

Turnover primarily represents the sub-servicing income from CCIS and US affiliated companies for servicing the UK credit card and debt portfolios. Sub-servicing income is recognised on an accruals basis. Revenue solely arises in the United Kingdom. Direct costs associated with sub-servicing services are included in cost of sales.

Tangible fixed assets

Tangible fixed assets are stated at cost less depreciation and impairment in value. Depreciation is provided to write off the cost, less estimated residual values, of all tangible fixed assets, evenly over their expected useful lives. It is calculated at the following rates:

Leasehold improvements	-	Over the period of the lease
Software	-	33% per annum, straight line
Computer equipment	-	33% per annum, straight line

Foreign currency

Foreign currency transactions are translated into sterling at the rates ruling when they occurred. Foreign currency monetary assets and liabilities are translated at the rates ruling at the balance sheet dates. Any differences are taken to the profit and loss account.

CCUK Finance Limited

Notes forming part of the financial statements
for the year ended 31 December 2017 (*continued*)

1 Accounting policies (*continued*)

Leased assets

Operating lease rentals are charged to the profit and loss account on a straight-line basis over the term of the lease.

Pension costs

Contributions to the company's defined contribution pension scheme are charged to the profit and loss account in the year in which they become payable.

Taxation

Taxation represents corporation tax payable on the taxable profits for the year or prior periods using tax rates and laws that have been enacted or substantially enacted by the reporting date.

Reserves

The company's reserves are as follows:

- Called up share capital reserves represents the nominal value of shares issued.
- Profit and loss account represents cumulative profits or losses, net of dividends paid or other adjustments.

2 Judgements in applying accounting policies and key sources of estimation uncertainty

Estimations and judgements are continually evaluated and are based on historical experiences and historical factors, including expectations of future events that are believed to be reasonable under the circumstances.

Critical accounting estimates and assumptions

Impairment of debtors

The company makes an estimate of the recoverable value of any trade and other debtors. When assessing impairment of trade and other debtors, management consider factors including the ageing profile of debtors and historical experience.

CCUK Finance Limited

Notes forming part of the financial statements
for the year ended 31 December 2017 (continued)

3 Operating profit	2017 £	2016 £
This is arrived at after charging:		
Depreciation of tangible fixed assets	-	36,324
Fees payable to the company's auditor and its associates for the audit of the company's annual accounts	20,000	20,000
	_____	_____

4 Employees	2017 £	2016 £
Staff costs (including directors) consist of:		
Wages and salaries	229,850	691,617
Social security costs	32,890	63,895
Pension contributions	20,135	45,228
	_____	_____
	282,875	800,740
	_____	_____

The average number of employees (including directors) during the year was as follows:

	2017 Number	2016 Number
Operations and collections	5	13
Administration	1	1
	_____	_____
	6	14
	_____	_____

A defined contribution pension scheme is operated by the Company on behalf of the employees. The assets of the scheme are held separately from those of the Company in an independently administered fund. The pension charge represents contributions payable by the Company to the fund and amounted to £32,890 (2016 : £45,228). Contributions amounting to £1,571 (2016 : £3,476) were payable to Friends Life at year end and are included in creditors.

CCUK Finance Limited

Notes forming part of the financial statements
for the year ended 31 December 2017 (continued)

5 Directors' remuneration	2017 £	2016 £
Directors' emoluments	45,999	159,621
Company contributions to money purchase pension schemes	5,550	11,165
Compensation for loss of office (see note 11)	533	7,497
	<u> </u>	<u> </u>

There was 1 director in the Company defined contribution pension scheme (2016 : 1).

Emoluments of the highest paid director were £45,999 (2016 : £159,621). Company pension contributions of £5,550 (2016 : £11,165) were made to a money purchase scheme on her behalf.

6 Interest payable and similar charges	2017 £	2016 £
Bank charges	43,137	63,684
	<u> </u>	<u> </u>
	<u>43,137</u>	<u>63,684</u>

CCUK Finance Limited

Notes forming part of the financial statements
for the year ended 31 December 2017 (*continued*)

7 Taxation on profit on ordinary activities

	2017 £	2017 £	2016 £	2016 £
<i>UK corporation tax</i>				
Current tax on profits of the year		-		-
Adjustment in respect of previous periods		-		-
		<u>-</u>		<u>-</u>
Total current tax				
<i>Deferred tax</i>				
Adjustments in respect of previous periods	-	-	-	-
	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Taxation on profit on ordinary activities		<u>-</u>		<u>-</u>

CCUK Finance Limited

Notes forming part of the financial statements
for the year ended 31 December 2017 (continued)

7 Taxation on profit on ordinary activities (continued)

The tax assessed for the year is higher than the standard rate of corporation tax in the UK applied to profit before tax. The differences are explained below:

	2017 £	2016 £
Profit on ordinary activities before tax	115,003	244,134
Profit on ordinary activities at the standard rate of corporation tax in the UK of 19.25% (2016 - 20.00%)	22,138	48,827
Effects of:		
Expenses not deductible for tax purposes	37	357
Capital allowances in excess of depreciation	-	(39,389)
Deferred tax unrecognized	-	34,802
Adjustments from previous periods	-	-
Other timing differences	(22,175)	(44,597)
Effects of other tax credits	-	-
Total tax charge for period	-	-

The company has an unprovided deferred tax asset of £423,288 (2016 : £443,494) which has not been recognised due to uncertainty over future recoverability.

CCUK Finance Limited

Notes forming part of the financial statements
for the year ended 31 December 2017 (*continued*)

8 Tangible fixed assets

	Leasehold improvement £	Software £	Computer equipment £	Total £
<i>Cost</i>				
At 1 January 2017	60,206	981,939	827,472	1,869,617
Additions	-	-	-	-
	60,206	981,939	827,472	1,869,617
At 31 December 2017	60,206	981,939	827,472	1,869,617
<i>Depreciation</i>				
At 1 January 2017	60,206	981,939	827,472	1,869,617
Provision for year	-	-	-	-
	60,206	981,939	827,472	1,869,617
At 31 December 2017	60,206	981,939	827,472	1,869,617
<i>Net book value</i>				
At 31 December 2017	-	-	-	-
At 31 December 2016	-	-	-	-

9 Debtors

	2017 £	2016 £
Amounts owed by group undertakings	2,664,935	1,198,388
VAT Recoverable	16,202	24,760
Prepayments and accrued income	27,430	38,465
	2,708,567	1,261,613

All amounts shown under debtors fall due for payment within one year.

CCUK Finance Limited

Notes forming part of the financial statements
for the year ended 31 December 2017 (continued)

10 Creditors: amounts falling due within one year

	2017 £	2016 £
Trade creditors	7,972	-
Taxation and social security	4,717	13,944
Other creditors	-	1,552,783
Accruals and deferred income	368,671	443,552
	<u>381,360</u>	<u>2,010,279</u>

11 Provisions

	2017 £	2016 £
At 1 January	372,953	817,873
Reversal of provision	(195,262)	(458,742)
Additional Provisions	41,213	13,822
At 31 December	<u>218,904</u>	<u>372,953</u>

On 3 November 2015 the company informed the majority of its staff that following the decision to scale back the company's UK operations they would be made redundant. Accordingly the future cost of these redundancies have been provided for within these financial statements.

12 Share capital

	2017 £	2016 £
<i>Allotted, called up and fully paid</i> 10,897,545 (2016 : 10,897,545) ordinary shares of £1 each	<u>10,897,545</u>	<u>10,897,545</u>

CCUK Finance Limited

Notes forming part of the financial statements for the year ended 31 December 2017 (continued)

13 Commitments

The company has contractual commitments with certain vendors for various services in the normal course of business. These contracts call for the following minimum payments as of 31 December 2017.

	2017 £	2016 £
Not later than 1 Year	<u>175,000</u>	<u>840,000</u>

14 Related party disclosures

The immediate parent company of CCUK Finance LTD is CCUK Holdings LTD. The ultimate controlling party of the company is Atlanticus Holdings Corporation, a company incorporated in the USA.

Atlanticus Holdings Corporation is the largest group of undertakings for which the group accounts are drawn up. Copies of the group accounts may be obtained from Atlanticus Holdings Corporation, Five Concourse Parkway, Suite 300, Atlanta, GA 30328, USA.

During the year CCUK Finance Ltd generated turnover of £2,031,711 (2016: £3,118,768) from CCIS LLC, a fellow group company.

The following receivable balances are included in the balance sheet:

	2017 £	2016 £
Trading balances	<u>2,664,935</u>	<u>1,198,388</u>
	<u>2,664,935</u>	<u>1,198,388</u>

The key management personnel are the UK directors. The total compensation paid to the directors is shown in note 5.