

McCarthy & Stone Estates Limited

ANNUAL REPORT & FINANCIAL STATEMENTS

For the year to 31 August 2014



Company registration number: 07165952

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DIRECTORS AND ADVISORS

Directors

K E Caldwell
C Fenton
N W Maddock

Registered Office

4th Floor
100 Holdenhurst Road
Bournemouth
Dorset
BH8 8AL

Independent Auditor

Deloitte LLP
Mountbatten House
1 Grosvenor Square
Southampton
SO15 2BZ

Bankers

HSBC Bank plc
70 Pall Mall
London
SW1Y 5EZ

Solicitor

Freshfields Bruckhaus Deringer LLP
65 Fleet Street
London
EC4Y 1HS

DIRECTORS' REPORT

The Directors present their report and financial statements for the year ended 31 August 2014. This Directors' Report has been prepared in accordance with the special provisions relating to small companies under section 419(2) of the Companies Act 2006. Accordingly, the Company is not required to include a strategic report.

Principal Activity

The Company's business is the provision of estate agency services.

Results

The loss on ordinary activities after taxation for the period amounted to £375,444 (2013: £385,329).

Ownership

The Company is a wholly-owned subsidiary of McCarthy & Stone Lifestyle Services Limited. The ultimate Parent Company is McCarthy & Stone Limited.

There has been no change to the Company's issued share capital during the year.

Directors and Directors' interests

The Directors of the Company during the year and up to the date of signing were:

Name	Date of appointment
<i>Current Directors:</i>	
Clive Fenton	17 February 2014
Nick Maddock	31 August 2012
Kim Caldwell	23 August 2012
<i>Directors who resigned during the year:</i>	
Mark Elliott	17 February 2014

No Director has any interest in the shares of the Company. There have been no changes in the Directors' interests in the share capital of the Company since 31 August 2014.

Directors' insurance

The Group to which this Company belongs maintains Directors' and Officers' liability insurance for the Directors and Officers of all Group companies.

Directors' conflicts of interest

Each of the Directors has a duty under the Companies Act 2006 to avoid a situation where he has, or could have a direct or indirect interest that conflicts with the interests of the Company. The Company's Articles of Association contains provisions for dealing with conflicts or potential conflicts. The procedures for dealing with conflicts of interest have operated effectively during the year under review and the Directors have concluded that there were no conflicts of interest during the year.

Employees

At 31 August 2014 the Company had 1 employee (2013: 29).

DIRECTORS' REPORT (CONTINUED)

Going concern

The Directors present their report and financial statements for the year ended 31 August 2014. Due to cessation of turnover from its principle activity and as required by FRS 18 Accounting Policies, the Directors have prepared the financial statements on the basis other than that of a going concern. No material adjustments arose as a result of ceasing to apply the going concern basis.

Statement of disclosure of information to the Independent Auditor

In the case of each of the persons who is a Director of the Company at the date when this report is approved:

- so far as each of the Directors are aware, there is no relevant audit information (as defined in the Companies Act 2006) of which the Company's auditor is unaware; and
- each of the Directors have taken all the steps that he/she ought to have taken as a Director to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006.

Deloitte LLP have expressed their willingness to continue in office as auditor and appropriate arrangements are being made for them to be deemed reappointed as auditor in the absence of an Annual General Meeting.

The Directors' Report was approved by the Board of Directors on 18 December 2014 and signed on its behalf by:



N W Maddock
Director

McCarthy & Stone Estates Limited
4th Floor
100 Holdenhurst Road
Bournemouth
Dorset
BH8 8AL

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Statement of Directors' responsibilities in respect of the financial statements

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). 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 year. In preparing these financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent 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 proper accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MCCARTHY & STONE ESTATES LIMITED

We have audited the financial statements of McCarthy & Stone Estates Limited for the year ended 31 August 2014 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 11. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with chapter 3 of part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of Directors and Auditor

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

Scope of the audit of the financial statements

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

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the Company's affairs as at 31 August 2014 and of its loss for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Emphasis of matter – Financial statements prepared other than on a going concern basis

In forming our opinion on the financial statements, which is not modified, we have considered the adequacy of the disclosure made in note 1 to the financial statements, which explains that the financial statements have been prepared on a basis other than that of a going concern.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MCCARTHY & STONE ESTATES LIMITED (CONTINUED)

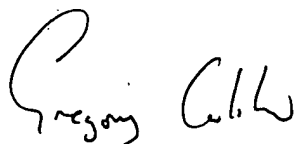
Opinion on other matter prescribed by the Companies Act 2006

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

Matters on which we are required to report by exception

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

- adequate accounting records have not been kept by the Company, or returns adequate for our audit have not been received from branches not visited by us; or
- the Company 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 from preparing a Strategic report or in preparing the Directors' report.



Gregory Culshaw ACA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditors
Southampton, United Kingdom

18 December 2014

PROFIT AND LOSS ACCOUNT

For the year ended 31 August 2014

	Notes	2014 £	2013 £
Turnover	1	379,900	196,384
Administrative expenses		(839,646)	(664,657)
Operating Loss	2	(459,746)	(468,273)
Net interest payable	3	(23,548)	(35,747)
Loss on Ordinary Activities before Taxation		(483,294)	(504,020)
Taxation credit	4	107,850	118,691
Loss for the Financial Year	9	(375,444)	(385,329)

The Company has no material gains or losses other than those included in the Profit and Loss Account above, and therefore no separate Statement of Total Recognised Gains and Losses has been presented.

There is no material difference between the result as disclosed in the Profit and Loss Account and the result on an unmodified historical cost basis.

All of the figures above relate to discontinued operations.

The notes on pages 11 to 15 form part of these financial statements.

BALANCE SHEET

As at 31 August 2014

	Notes	2014 £	2013 £
Current Assets			
Debtors: amounts due within one year	5	250,850	1,384,593
Cash		332,174	419,685
		583,024	1,804,278
Creditors: amounts falling due within one year	6	(10,203)	(86,144)
Net Current Assets		572,821	1,718,134
Creditors: amounts falling due after one year	7	-	(769,869)
Net Assets		572,821	948,265
Capital and Reserves			
Called up share capital	8	4	4
Share premium account	9	1,572,997	1,572,997
Profit and loss account	9	(1,000,180)	(624,736)
Shareholders' Funds		572,821	948,265

Company registration number: 07165952

These financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime.

Approved by the Board and authorised for issue on 18 December 2014

Signed on its behalf by:



N W Maddock
Director

The notes on pages 11 to 15 form part of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS

1. Accounting policies

The following accounting policies have been used in dealing with items that are considered material in the financial statements. They have been applied consistently throughout the current year and prior year.

Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards.

The directors have taken the decision to cease trading and as such the financial statements have been prepared on a basis other than that of a going concern. No material adjustments arose as a result of ceasing to apply the going concern basis.

Going Concern

McCarthy & Stone Estates Limited was formed to provide estate agency services for the resale of retirement apartments and due to cessation of turnover from this principle activity, as required by FRS 18 Accounting Policies, the Directors have prepared the financial statements on the basis other than that of a going concern. No material adjustments arose as a result of ceasing to apply the going concern basis.

Corporation tax

Corporation tax comprises current tax and deferred tax. Current tax is based on taxable losses for the year.

Deferred tax is recognised on all temporary differences arising between the tax bases of assets and liabilities and their carrying amounts in the financial statements, with the following exceptions:

- In respect of taxable temporary differences associated with investments in subsidiaries, associates and joint ventures, where the timing of the reversal of the temporary differences can be controlled and it is probable that the temporary differences will not reverse in the foreseeable future; and
- Deferred tax assets are recognised only to the extent that it is probable that taxable profit will be available against which the deductible temporary differences, carried forward tax credits or tax losses can be utilised.

Deferred tax assets and liabilities are measured on an undiscounted basis at the tax rates that are expected to apply when the related asset is realised or liability is settled, based on tax rates and laws enacted or substantively enacted at the Balance Sheet date.

Tax is charged or credited directly to equity if it relates to items that are credited or charged to equity. Otherwise, tax is recognised in the Profit and Loss Account.

Turnover

Turnover is attributable to one continuing activity within the UK, being the provision of estate agency services and the agreed fee is recognised at the point of legal completion of the re-sale.

NOTES TO THE FINANCIAL STATEMENTS

1. Accounting policies (continued)

Cash Flow Statement

No Cash Flow Statement has been prepared for the Company as it is itself a wholly owned UK incorporated subsidiary. A Group consolidated Cash Flow Statement is included in the financial statements of McCarthy & Stone Limited, available from its registered office; 4th Floor, 100 Holdenhurst Road, Bournemouth, Dorset, BH8 8AL.

2. Operating loss

a. Employees

The average monthly number of employees, including Directors, during the year ended 31 August 2014 was 18 (2013: 19). The total number of persons employed by the Company at 31 August 2014 was 1 (2013: 29).

	2014 £	2013 £
<i>The aggregate payroll cost, including Directors, was as follows:</i>		
Wages and salaries	629,798	584,186
Social security costs	65,469	61,258
Other pension costs	15,130	16,087
	710,397	661,531

b. Auditor's remuneration

Auditor's remuneration of £1,863 (2013: £1,785) is borne by a fellow Group Company.

c. Directors' remuneration

	2014 £	2013 £
Emoluments (including pension contributions)	132,022	87,101
	132,022	87,101

	2014	2013
Number of Directors in Group personal pension schemes	1	1

NOTES TO THE FINANCIAL STATEMENTS

3. Net interest payable

	2014 £	2013 £
Interest payable to Group undertakings	(23,548)	(36,053)
Other interest receivable	-	306
Net interest payable	(23,548)	(35,747)

4. Taxation credit on loss on ordinary activities

a. Analysis of tax credit for the period

	2014 £	2013 £
<i>Current tax:</i>		
UK corporation tax on loss for the period	(106,647)	(118,243)
Adjustment in respect of previous periods	(1,193)	56
<i>Deferred tax:</i>		
Origination and reversal of timing differences	(12)	(453)
Adjustment in respect of previous periods	2	(51)
Tax credit on loss on ordinary activities	(107,850)	(118,691)

b. Factors affecting tax credit for the current period

	2014 £	2013 £
Loss on ordinary activities before tax	(483,294)	(504,020)
Anticipated tax credit based on loss before tax at 22.16% (2013: 23.58%)	(107,106)	(118,852)
<i>Effects of:</i>		
Expenses not deductible for tax purposes	447	65
Capital allowances in excess of depreciation	12	544
Adjustments in respect of previous periods	(1,193)	56
Current tax credit for the period	(107,840)	(118,187)

c. Deferred taxation movements

	2014 £	2013 £
At 1 September	504	-
Charge for the period	10	453
Adjustment in respect of prior years	-	51
At 31 August (included in debtors)	514	504

NOTES TO THE FINANCIAL STATEMENTS

4. Taxation on loss on ordinary activities (continued)

d. Deferred taxation reflected in the financial statements

	Provided 2014 £	Provided 2013 £
Capital allowances lower than depreciation	514	504
Deferred taxation asset	514	504

The UK corporation tax rate decreased from 23% to 21% from 1 April 2014. The Finance Act 2013, which provides for a further reduction in the main rate of corporation tax from 21% to 20% from 1 April 2015, was substantively enacted on 2 July 2013. These rate reductions have been reflected in the calculation of deferred tax at the balance sheet date.

5. Debtors: amounts falling due within one year

	2014 £	2013 £
Deferred tax	514	504
Trade debtors	20,716	135,877
Other debtors	4,897	-
Amounts owed by other Group undertakings	224,723	1,248,212
	250,850	1,384,593

6. Creditors: amounts falling due within one year

	2014 £	2013 £
Trade creditors	96	4,729
Amounts owed to other Group undertakings	-	56,030
Other taxes and PAYE	-	6,069
Other creditors	10,107	19,316
	10,203	86,144

7. Creditors: amounts falling due after one year

	2014 £	2013 £
Loan payable to group undertaking	-	769,869
Creditors: amounts falling due after one year	-	769,869

NOTES TO THE FINANCIAL STATEMENTS

8. Share capital

	Allotted, called up & fully paid No.	Allotted, called up & fully paid £
Equity share capital		
Ordinary shares of £1 each		
As at 31 August 2013	4	4
As at 31 August 2014	4	4

9. Combined reconciliation of shareholders' funds and statement of movement on reserves

	Called up share capital £ 2014	Share Premium £ 2014	Profit and loss account £ 2014	Total £ 2014	Total £ 2013
At 1 September	4	1,572,997	(624,736)	948,265	(239,406)
Shares issued	-	-	-	-	1,573,000
Loss for the financial year	-	-	(375,444)	(375,444)	(385,329)
As at 31 August	4	1,572,997	(1,000,180)	572,821	948,265

10. Related parties

The Company has taken advantage of the exemption available under FRS 8 paragraph 3(c) from disclosing the transactions between members of the McCarthy & Stone Limited Group of companies.

11. Ultimate parent undertaking and controlling party

McCarthy & Stone Limited, which is registered in England and Wales, is considered to be the Company's ultimate parent undertaking and controlling party. The financial statements of McCarthy & Stone Limited can be obtained from the registered office:

4th Floor
100 Holdenhurst Road
Bournemouth
Dorset
BH8 8AL

The smallest and largest Group in which this Company's financial statements are consolidated is McCarthy & Stone Limited.