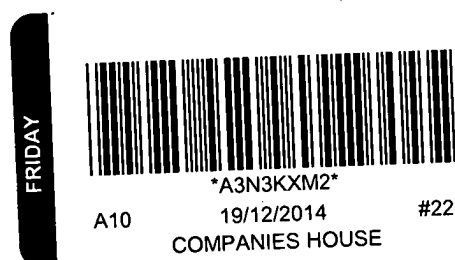


McCarthy & Stone (Home Equity Interests) Limited

ANNUAL REPORT & FINANCIAL STATEMENTS

For the year to 31 August 2014



Company registration number: 05984851

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DIRECTORS AND ADVISORS

Directors

C Fenton
N W Maddock

Company Secretary

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 holding shared equity interests in retirement apartments.

Results

The loss on ordinary activities after taxation for this period amounted to £221,964 (2013: £863,635 profit).

Ownership

The Company is a wholly-owned subsidiary of McCarthy & Stone Retirement Lifestyles 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
<i>Directors who resigned during the year:</i>	
Mark Elliott	17 February 2014
John Davies	7 July 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.

The Company Secretary is Nick Maddock.

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

The Company had no employees during the current or the previous year.

DIRECTORS' REPORT

Going concern

The Directors are in receipt of a letter of support from McCarthy & Stone Limited, to the extent that it will not seek repayment of the outstanding inter-company balances within 12 months of signing the statutory financial statements of McCarthy & Stone (Home Equity Interests) Limited.

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Through a combination of third party trading, transactions with other Group entities and intra-group financing where appropriate, the Directors believe that the Company has sufficient resources to continue as a going concern. They have accordingly continued to adopt the going concern basis in preparing the financial statements.

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:

- as 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 has taken all the steps that he ought to have taken as a Director to make himself 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 (Home Equity Interests) 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 (HOME EQUITY INTERESTS) LIMITED

We have audited the financial statements of McCarthy & Stone (Home Equity Interests) Limited for the year ended 31 August 2014 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 10. 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 Statement of Directors' Responsibilities, 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.

Opinion on other matter prescribed by the Companies Act 2006

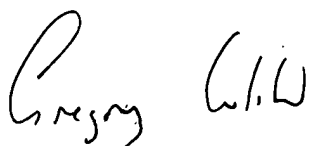
In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF MCCARTHY & STONE (HOME EQUITY INTERESTS) 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 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 £
Administrative expenses		731	(1,200)
Other operating income	1	1,346,569	1,468,321
Operating Profit	2	1,347,300	1,467,121
Net interest payable	3	(1,520,382)	(607,238)
(Loss)/Profit on Ordinary Activities before Taxation		(173,082)	859,883
Taxation (charge)/credit	4	(48,882)	3,752
(Loss)/Profit for the Financial Period	8	(221,964)	863,635

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 continuing operations.

The notes on pages 11 to 14 form part of these financial statements.

BALANCE SHEET

As at 31 August 2014

	Notes	2014 £	2013 £
Current Assets			
Debtors: amounts due after one year	5	6,920,604	8,433,899
		6,920,604	8,433,899
Creditors: amounts falling due within one year	6	(587,758)	(1,879,089)
Net Assets		6,332,846	6,554,810
Capital and Reserves			
Called up share capital	7	8,200,001	8,200,001
Profit and loss account	8	(1,867,155)	(1,645,191)
Shareholders' Funds		6,332,846	6,554,810

Company registration number: 05984851

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 14 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 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.

Going concern

McCarthy & Stone (Home Equity Interests) Limited was formed to hold shared equity interests in flats. McCarthy & Stone (Home Equity Interests) Limited's finance is provided through inter-company balances. The Group is headed by McCarthy & Stone Limited which is funded by loan facilities. The Group has confirmed that it will not seek repayment of inter-company balances within 12 months of signing the statutory financial statements of McCarthy & Stone (Home Equity Interests) Limited. The Directors are in receipt of a letter of support from McCarthy & Stone Limited. The Directors are satisfied that the facilities and operations of the Group are sufficient to provide the assurances held within this letter. Thus, the financial statements have been prepared on the going concern basis.

Debtors: amounts falling due after more than one year - Shared Equity

Shared equity interests in retirement apartments in property developments arise from incentive schemes. The Company receives a proportion of the proceeds on the subsequent sale of the apartment. Assets are carried in the Balance Sheet at fair value on acquisition, which is measured using discounted cash flow models.

The carrying values of shared equity interests are reviewed for impairment when events or changes in circumstances indicate the carrying value may not be recoverable. This impairment is based on the recoverable amount, which is the fair value of the shared equity interests.

Corporation tax

Corporation tax comprises current tax and deferred tax. Current tax is based on taxable profits 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.

NOTES TO THE FINANCIAL STATEMENTS

1. Accounting policies (continued)

Corporation tax (continued)

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.

Other Income

The Company attracts a risk of ownership premium payable by other McCarthy & Stone Group companies, in recognition of those scheme assets which the Company holds. This is reported as other income to reflect the nature of the inter Group transaction.

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.

2. Operating profit

a. Employees

During the current and preceding financial year the Company had no employees.

b. Auditor's remuneration

Auditor's remuneration of £2,192 (2013: £2,100) is borne by a fellow Group Company.

c. Directors' remuneration

There was no Directors' remuneration during the current year or prior period. The Directors are paid by the other Group companies and the allocation to this Company is £nil (2013: £nil).

3. Net interest payable

	2014 £	2013 £
Interest payable to fellow group undertakings	1,821,256	934,162
Interest payable	1,821,256	934,162
Unwind of discount on long-term receivable	(300,874)	(326,924)
Net interest payable	1,520,382	607,238

NOTES TO THE FINANCIAL STATEMENTS

4. Taxation on (loss)/profit on ordinary activities

a. Analysis of tax (credit)/charge for the period

	2014 £	2013 £
Current tax: UK corporation tax on (loss)/profit for the period	48,882	54,788
Adjustment in respect of previous periods	-	(58,540)
Tax on (loss)/profit on ordinary activities	48,882	(3,752)

b. Factors affecting tax (credit)/charge for the current period

	2014 £	2013 £
(Loss)/Profit on ordinary activities before tax	(173,082)	859,883
Anticipated tax (credit)/charge based on (loss)/profit before tax at 22.16%, (2013: 23.58%)	(38,357)	202,767
<i>Effects of:</i>		
Expenses not deductible for tax purposes	216,084	-
Income not taxable	(128,845)	(147,979)
Adjustment in respect of previous periods	-	(58,540)
Current tax charge/(credit) for the period	48,882	(3,752)

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.

5. Debtors: amounts falling due after one year

	2014 £	2013 £
Shared equity receivables	6,920,604	8,433,899
	6,920,604	8,433,899

6. Creditors: amounts falling due within one year

	2014 £	2013 £
Amount owed to group undertakings	587,758	1,877,257
Other creditors	-	1,832
	587,758	1,879,089

NOTES TO THE FINANCIAL STATEMENTS

7. Share capital

	Authorised No.	Authorised £	Allotted, called up & fully paid No.	Allotted, called up & fully paid £
Equity share capital Ordinary shares of £1 each				
As at 31 August 2013 & 31 August 2014	8,301,000	8,301,000	8,200,001	8,200,001

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

	Called up share capital £ 2014	Profit and loss account £ 2014	Total £ 2014	Total £ 2013
As at 1 September	8,200,001	(1,645,191)	6,554,810	5,691,175
(Loss)/Profit for the financial year	-	(221,964)	(221,964)	863,635
As at 31 August	8,200,001	(1,867,155)	6,332,846	6,554,810

9. 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.

10. 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 their 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.