Registered number: 04351332

Gorse Stacks Development Limited

Report and Financial Statements

for the year ended 30 September 2017

Gorse Stacks Development Limited

Company Information

Directors	M Watkin Jones P M Byrom
Company secretary	P M Byrom
Company number	04351332
Registered office	c/o Watkin Jones & Son Limited Llandygai Industrial Estate Bangor Gwynedd LL57 4YH
Auditors	Ernst & Young LLP 2 St Peters Square Manchester M2 3EY

Gorse Stacks Development Limited

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Directors' report
for the year ended 30 September 2017

The directors present their report and the financial statements for the year ended 30 September 2017.

Principal activities and review of the business

The company's principal activity is that of property developer.

During the year the company completed the remaining sales of residential units which formed part of an integrated resource health centre, offices and residential apartment development at the Gorse Stacks site in Chester.

Results and dividends

The profit for the year, after taxation, amounted to £51,289 (2016 – loss of £1,069,112).

The directors do not recommend a dividend for the year (2016 - £Nil).

Directors and their interests

The directors who served during the year were:

M Watkin Jones
P M Byrom

Future activities

The company holds a retail unit for future sale and a land site which it intends to develop in the future.

Going concern

The financial statements have been prepared under the principles of going concern. The directors consider the continuing support confirmed by the company's immediate parent undertaking, Watkin Jones & Son Limited, to be adequate for this basis to be used. Watkin Jones & Son Limited has confirmed its willingness to provide such financial support to the company as is necessary, for a period of not less than 12 months from the date of approval of these accounts, to enable the company to meet its liabilities as they fall due.

Directors' qualifying third party indemnity provisions

The company has granted an indemnity to one or more of its directors against liability in respect of proceedings brought by third parties, subject to the conditions set out in the companies Act 2006. Such a qualifying third party indemnity provision remains in force at the date of approving the directors' report.

Principal risks and uncertainties

The principal risks and uncertainties of the company relate to the development potential of the land which it holds.

The directors have considered the carrying value of the company's development land and stock, which is stated at the lower of cost and net realisable value, and are satisfied that no further provision is required.

Provision of information to auditors

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- that director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information.

Auditors

The auditors, Ernst & Young LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

Small company exemptions

This report has been prepared in accordance with the special provisions applicable to companies' subject to the small companies' regime within Part 15 of the Companies Act 2006.

This report was approved by the board on 26 June 2018 and signed on its behalf.

P M Byrom
Secretary

Statement of directors' responsibilities
for the year ended 30 September 2017

The directors are responsible for preparing the Directors' report and the 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;
- 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 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.

Opinion

We have audited the financial statements of Gorse Stacks Development Limited for the year ended 30 September 2017 which comprise the Statement of comprehensive income, the Statement of financial position, the Statement of changes in equity and the related notes 1 to 11, 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 FRS 101 "Reduced Disclosure Framework" (United Kingdom Generally Accepted Accounting Practice).

In our opinion, the financial statements:

- give a true and fair view of the company's affairs as at 30 September 2017 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice including FRS 101 "Reduced Disclosure Framework";
- 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 below. 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 other information comprises the information included in the annual report, other than the financial statements and our auditor's report thereon. The directors are responsible for the other information.

Our opinion on the financial statements does not cover the other information and, except to the extent otherwise explicitly stated in this 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 the other information, we are required to report that fact.

We have nothing to report in this regard.

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 directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements; and
- the directors' reports has 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 directors' 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' exemption in not preparing the Strategic Report and take advantage of the small companies' exemption in preparing the Directors' Report.

Responsibilities of directors

As explained more fully in the directors' responsibilities statement set out on page 3, the directors are responsible for the preparation of the financial statements and for being satisfied that give a true and fair view in accordance, and for such internal control as the directors determine 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 management either intends to liquidate the company or to cease operations, or has no realistic alternative but to do so.

Auditor's responsibilities for the audit of the financial statements

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.

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

Use of our report

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.

Ernst & Young LLP

Victoria Venning (Senior statutory auditor)

for and on behalf of Ernst & Young LLP,
Statutory Auditor, Manchester

Dated: 27 June 2018

Statement of Comprehensive Income
for the year ended 30 September 2017

	Note	2017 £	2016 £
Turnover	3	826,473	15,295,167
Cost of sales		(775,184)	(16,364,279)
Profit / (loss) on ordinary activities before taxation		51,289	(1,069,112)
Tax on profit / (loss) on ordinary activities	5	-	-
Total comprehensive income / (loss) for the year		51,289	(1,069,112)

There were no recognised gains and losses for 2017 or 2016 other than those included in the Statement of Comprehensive Income; therefore no separate Statement of Other Comprehensive Income has been presented.

The notes on pages 10 to 15 form part of these financial statements

Gorse Stacks Development Limited
Registered number: 04351332

Statement of Financial Position
as at 30 September 2017

	Note	£	2017 £	£	2016 £
Current assets					
Inventory and work in progress	6	850,000		1,621,800	
Trade and other receivables	7	875		-	
		850,875		1,621,800	
Creditors: *amounts falling due within one year*	8	(3,466,874)		(4,289,088)	
Net current liabilities			(2,615,999)		(2,667,288)
Total assets less current liabilities, being net liabilities			(2,615,999)		(2,667,288)
Capital and reserves					
Called up share capital	9		1		1
Retained earnings - deficit			(2,616,000)		(2,667,289)
Shareholders' deficit			(2,615,999)		(2,667,288)

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 26 June 2018.

P M Byrom
Director

Statement of Changes in Equity
for the year ended 30 September 2017

	Share capital	Retained earnings	Total equity
	£	£	£
At 1 October 2015	1	(1,598,177)	(1,598,176)
Loss for the year	-	(1,069,112)	(1,069,112)
Other comprehensive income	-	-	-
Total comprehensive loss for the year	-	(1,069,112)	(1,069,112)
At 30 September 2016	1	(2,667,289)	(2,667,288)
Profit for the year	-	51,289	51,289
Other comprehensive income	-	-	-
Total comprehensive income for the year	-	51,289	51,289
At 30 September 2017	1	(2,616,000)	(2,615,999)

Notes to the financial statements
for the year ended 30 September 2017

1. General information

The financial statements of Gorse Stacks Development Limited for the year ended 30 September 2017 were authorised for issue by the board of directors on 26 June 2018. The company is incorporated and domiciled in England and Wales.

2. Basis of preparation

These financial statements were prepared in accordance with Financial Reporting Standard 101 Reduced Disclosure Framework (FRS 101) and in accordance with applicable accounting standards. FRS 101 sets out a reduced disclosure framework for a qualifying entity as defined in the standard which addresses the financial reporting requirements and disclosure exemptions in the individual financial statements of qualifying entities that otherwise apply the recognition, measurement and disclosure requirements of EU-adopted IFRS.

The company is a qualifying entity for the purposes of FRS 101. The company has prepared the accounts under the small companies' provisions within Part 15 of the Companies Act 2006 and in accordance with sections 414A and 414B of FRS 101. Note 11 gives details of the company's parent from where its consolidated financial statements prepared in accordance with IFRS may be obtained.

The preparation of financial statements in conformity with FRS 101 requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the company's accounting policies. Given the straight forward nature of the company, no areas involving a higher degree of judgement or complexity, or areas where assumptions and estimates are significant to the financial statements, have been identified by management.

The financial statements are prepared in accordance with the historical cost convention and have been prepared on a going concern basis. The directors consider the continuing support confirmed by the company's immediate parent undertaking, Watkin Jones & Son Limited, to be adequate for this basis to be used. Watkin Jones & Son Limited has confirmed its willingness to provide such financial support to the company as is necessary, for a period of not less than 12 months from the date of approval of these accounts, to enable the company to meet its liabilities as they fall due.

3. Accounting policies

3.1 *Disclosure of exemptions*

The company has taken advantage of the following disclosure exemptions under FRS 101: -

a) the requirements of IFRS Financial Instruments: Disclosures;
b) the requirements of paragraphs 91-99 of IFRS 13 Fair Value Measurement;
c) the requirements of paragraphs 10(d), 10(f), 39(c) and 134-136 of IAS Presentation of Financial Statements;
d) the requirements of IAS 7 Statement of Cash Flows;
e) the requirements of paragraphs 30 and 31 of IAS 8 Accounting Policies, Changes in Accounting Estimates and Errors;
f) the requirements of paragraph 17 of IAS 24 Related Party Disclosures;
g) the requirements in IAS 24 Related Party Disclosures to disclose related party transactions entered into between two or more members of a group, provided that any subsidiary which is party to the transaction is wholly owned by such a member; and
h) the requirements of paragraphs 130(f)(ii), 130(f)(iii), 134(d)-134(f) and 135(c)-135(e) of IAS 36 Impairment of Assets.

3.2 *Presentational currency*

The financial statements are presented in Pound Sterling (£).

3.3 *Financial assets*

Financial assets are recognised initially at fair value. The subsequent measurement of financial assets depends on their classification as follows:

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market. Loans and receivables are stated at cost, less impairment. The losses arising from impairment are recognised in the statement of comprehensive income in cost of sales or other operating expenses. The Company's financial assets within trade and other receivables are classified as loans and receivables.

Impairment of financial assets

The Company assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated. Evidence of impairment may include indications that the debtors or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal payments, the probability that they will enter bankruptcy or other financial reorganisation and where observable data indicate that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults.

3. Accounting policies (continued)

3.4 Financial liabilities

All financial liabilities are recognised initially at fair value. The subsequent measurement of financial liabilities depends on their classification as follows:

Trade and other payables

Trade and other payables are carried at cost.

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires.

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are substantially modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the statement of comprehensive income.

3.5 Turnover

Turnover is the total amount receivable by the company in the ordinary course of business for goods supplied as a principal and for services provided, excluding VAT and trade discounts. Turnover is wholly attributable to the company's continuing activity in the United Kingdom.

3.6 Development land

Development land is stated at the lower of cost and net realisable value. Cost comprises all costs directly attributable to the acquisition and holding of the land purchased for development, including the purchase cost of the land, legal costs, attributable finance costs and the cost of bringing the land to its present condition at the date of the statement of financial position. Finance costs cease to be capitalised against land which is not actively being prepared for development. Net realisable value is based on the estimated selling price of the completed development less further costs expected to be incurred to completion and disposal.

3.7 Inventory and work in progress

Inventory and work in progress are stated at the lower of cost and net realisable value. Cost comprises all costs directly attributable to the purchasing and development of the property, including the acquisition of land and buildings, legal costs, attributable overheads, attributable finance costs and the cost of bringing developments to their present condition at the balance sheet date. Net realisable value is based on estimated selling price less further costs expected to be incurred to completion and disposal.

3. Accounting policies (continued)

3.8 Taxation

Current tax, including UK corporation tax, is provided at amounts expected to be recovered (or paid) using tax rates and laws that have been enacted or substantially enacted at the balance sheet date.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date. Full provision is made for deferred tax assets and liabilities arising from all timing differences between the recognition of gains and losses in the financial statements and recognition in the tax computation.

A net deferred tax asset is recognised only if it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

4. Directors remuneration and auditors remuneration

There have not been any directors' emoluments paid during the current or prior year. There were no employees of the company apart from the directors.

Auditors remuneration of £500 (2016: £500) has been borne by Watkin Jones & Son Limited. There have been no non-audit services provided by the auditors in the current or preceding year.

5. Taxation

	2017	*2016*
	£	*£*
UK corporation tax charge on profit / (loss) for the year	-	-

5. Taxation (continued)

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2016 - higher than) the standard rate of corporation tax in the UK of 19.5% (2016 – 20%). The differences are explained below:

	2017 £	*2016* £
Profit / (loss) on ordinary activities before tax	51,289	(1,069,112)
Profit / (loss) on ordinary activities multiplied by standard rate of corporation tax in the UK of 19.5% (2016 – 20%)	10,001	(213,822)
Effects of:		
Group relief (claimed) / surrendered for no consideration	(10,001)	213,822
Total tax charge for the year *(see note above)*	-	-

Factors that may affect future tax charges:

A change to the UK corporation tax rate was announced in the Chancellor's Budget on 16 March 2016. The change announced is to reduce the main rate to 17% from 1 April 2020. Changes to reduce the UK corporation tax rate to 19% from 1 April 2017 and to 18% from 1 April 2020 had already been substantively enacted on 26 October 2015. The rate change would also impact the future cash tax payments made by the company. The effect of the proposed changes to the UK tax system will be reflected in the financial statements of the company in future years, as appropriate, once the proposals have been substantively enacted.

6. Inventory and work in progress

	2017 £	*2016* £
Development land	500,000	500,000
Work in progress	350,000	1,121,800
	850,000	1,621,800

7. Trade and other receivables

	2017 £	2016 £
Trade receivables	875	-

8. Creditors: Amounts falling due within one year

	2017 £	2016 £
Amounts owed to group undertakings	3,148,308	3,965,648
Accruals and deferred income	318,566	323,440
	3,466,874	4,289,088

9. Share capital

	2017 £	2016 £
Allotted, called up and paid		
1 Ordinary share of £1	1	1

10. Contingent liabilities

The company is party to counter indemnities in respect of performance bonds entered into by other group companies with HCC International Plc and the Electrical Contractors' Insurance Company Limited which amounted to £232,500 at 30 September 2017 (2016 – £232,500). No material liability is expected to arise as a result of these arrangements.

11. Immediate and ultimate parent company

The company's immediate parent company is Newmark Developments Limited, which as at 30 September 2017, held 100% of the issued share capital of Gorse Stacks Development Limited. The parent company of Newmark Developments Limited, Watkin Jones & Son Limited, has confirmed its willingness to provide such financial support as is necessary, for a period of not less than 12 months from the date of approval of these accounts, to enable the company to meet its liabilities as they fall due.

The smallest and largest group of undertakings in which the company is consolidated at 30 September 2017 was Watkin Jones plc. Copies of its group accounts, which include the company, are available from its registered office: Units 21-22, Llandygai Industrial Estate, Bangor, Gwynedd, LL57 4YH.