

REGISTERED NUMBER: 06030455 (England and Wales)

**REPORT OF THE DIRECTORS AND
FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2017
FOR
BUCKLAND DEVELOPMENT LIMITED**

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**CONTENTS OF THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2017**

	Page
Company Information	3
Report of the Directors	4
Independent Auditor's Report	6
Statement of Comprehensive Income	8
Balance Sheet	9
Statement of Changes in Equity	10
Notes to the Financial Statements	11

**COMPANY INFORMATION
FOR THE YEAR ENDED 31 MARCH 2017**

DIRECTORS:

M E Thistlethwayte
D Griffiths
F Gray
P Lambert

SECRETARY:

P Lambert

REGISTERED OFFICE:

20 Jewry Street
Winchester
Hampshire
SO23 8RZ

REGISTERED NUMBER:

06030455 (England and Wales)

AUDITORS:

BDO LLP
Arcadia House
Maritime Walk
Ocean Village
Southampton
SO14 3TL

**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 MARCH 2017**

The directors present their report with the financial statements of the company for the year ended 31 March 2017.

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of property development. The company has option agreements and purchase contracts in place over parts of land selected for the Welborne development north of Fareham. Plans for Welborne currently include up to 6,000 homes, 20 hectares of employment land along with associated infrastructure and supporting facilities. An outline planning application for the whole site was submitted in March 2017 which is consistent with the adopted local plan policy.

On 22nd September 2017, Welborne Land Limited, a wholly owned subsidiary of a group ultimately owned by M E Thistlethwayte, purchased 385 acres of the land selected for the Welborne development. As a result of this purchase, through Buckland Development Limited and Welborne Land Limited, M E Thistlethwayte controls approximately 96% of the land for the Welborne development, providing greater certainty and clarity on the deliverability of the new community.

DIRECTORS

The directors of the company during the period were:

M E Thistlethwayte
D Griffiths
F Gray
P Lambert

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors 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 period. In preparing these financial statements, the directors are 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 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information.

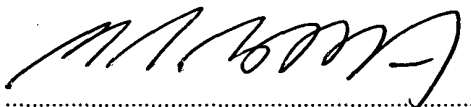
**REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 MARCH 2017**

AUDITORS

BDO LLP have expressed their willingness to continue in office. A resolution to re-appoint them will be prepared at the Annual General Meeting.

This report has been prepared in accordance with the special provisions of Part 15 of the Companies Act 2006 relating to small companies.

ON BEHALF OF THE BOARD:



M E Thistlethwayte - Director

Date: 26 October 2017

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BUCKLAND DEVELOPMENT LIMITED

We have audited the financial statements of Buckland Development Limited for the year ended 31 March 2017 which comprise the statement of comprehensive income, the balance sheet, the statement of changes in equity and the related notes. 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 auditors

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 Financial Reporting Council's (FRC's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

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

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 March 2017 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 matters prescribed by the Companies Act 2006

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

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

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BUCKLAND DEVELOPMENT LIMITED

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 where the Companies Act 2006 requires us to report to you if, in our opinion:

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



*Kim Hayward (senior statutory auditor)
For and on behalf of BDO LLP, statutory auditor
Southampton*

Date 27 October, 2017

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

BUCKLAND DEVELOPMENT LIMITED
STATEMENT OF COMPREHENSIVE INCOME
FOR THE YEAR ENDED 31 MARCH 2017

	Notes	2017 £	2016 £
TURNOVER		-	-
Cost of sales		<u>-</u>	<u>-</u>
GROSS PROFIT		-	-
Administrative expenses		<u>(394,363)</u>	<u>(398,703)</u>
OPERATING LOSS	4	(394,363)	(398,703)
Interest payable and similar charges	7	<u>(88,120)</u>	<u>(20,897)</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(482,483)	(419,600)
Tax on loss on ordinary activities	8	<u>-</u>	<u>-</u>
LOSS FOR THE FINANCIAL YEAR AFTER TAXATION		<u>(482,483)</u>	<u>(419,600)</u>

All amounts relate to continuing activities.

The notes form part of these financial statements

BUCKLAND DEVELOPMENT LIMITED

BALANCE SHEET 31 MARCH 2017

COMPANY NUMBER: 06030455

	Notes	2017 £	£	2016 £	£
CURRENT ASSETS					
Stocks – sites under development		6,062,703		3,675,852	
Debtors	9	47,037		26,337	
Cash at bank		69,643		18,955	
		<u>6,179,383</u>		<u>3,721,144</u>	
CREDITORS					
Amounts falling due within one year	10	<u>(3,897,306)</u>		<u>(956,584)</u>	
NET ASSETS			<u>2,282,077</u>		<u>2,764,560</u>
CAPITAL AND RESERVES					
Called up share capital	11	4,500,000		4,500,000	
Profit and loss account		<u>(2,217,923)</u>		<u>(1,735,440)</u>	
SHAREHOLDERS' FUNDS			<u>2,282,077</u>		<u>2,764,560</u>

The financial statements have been prepared in accordance with the provisions applicable to companies subject to the small companies' regime and in accordance with the provisions of FRS 102 Section 1A - small entities.

The financial statements were approved by the Board of Directors and authorised for issue on 26 October 2017 and were signed on its behalf by:



M E Thistlethwayte - Director

The notes form part of these financial statements

BUCKLAND DEVELOPMENT LIMITED

**STATEMENT OF CHANGES IN EQUITY
FOR THE YEAR ENDED 31 MARCH 2017**

	Share capital £	Profit and loss account £	Total equity £
Balance at 31 March 2015	1,000,000	(1,315,840)	(315,840)
Transactions with owners			
Conversion of preference shares into ordinary shares	3,500,000	-	3,500,000
Comprehensive income			
Loss for the year	-	(419,600)	(419,600)
Balance at 31 March 2016	4,500,000	(1,735,440)	2,764,560
Comprehensive income			
Loss for the year	-	(482,483)	(482,483)
Balance at 31 March 2017	4,500,000	(2,217,923)	2,282,077

The notes form part of these financial statements

BUCKLAND DEVELOPMENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2017

1. GENERAL INFORMATION

Buckland Development Limited is a company limited by shares incorporated in England and Wales under the Companies Act 2006. The address of the registered office is given on the company information page and the nature of the company's operations and its principal activities are set out in the directors' report.

2. ACCOUNTING POLICIES

Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with Section 1A of Financial Reporting Standard 102, the Financial Reporting Standard applicable in the UK and the Republic of Ireland and the Companies Act 2006.

Information on the impact of first-time adoption of Section 1A of FRS 102 is given in note 16. The date of transition was 1 April 2015.

The preparation of financial statements in compliance with FRS 102 requires the use of certain critical accounting estimates. It also requires management to exercise judgment in applying the Company's accounting policies (see note 3).

Turnover

Turnover represents sales to external customers at invoiced amounts less value added tax or local taxes on sales and is recognised on completion of individual property sales.

Going concern

The Company is working on a long term development project that will span a period of more than 20 years and forms part of the local plan for Fareham Borough Council adopted on 8 June 2015.

Whilst the Company is currently loss making, the directors are confident that the development project will be profitable over the life of the project and that it is appropriate to continue treating the Company as a going concern.

Stocks: sites under development

Work in progress is valued at the lower of cost and net realisable value. Cost includes all direct expenditure and at an appropriate stage of the development, a proportion of fixed and variable overheads.

Pension costs and other post-retirement benefits

The group operates a defined contribution pension scheme. Contributions payable to the pension scheme are charged to the profit and loss account in the period to which they relate.

Taxation

The charge for taxation is based on profit for the year and takes into account deferred tax.

Current tax is measured at the amount expected to be paid using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax balances are recognised in respect of all timing differences that have originated but not reversed by the balance sheet date, except that the recognition of deferred tax assets is limited to the extent that the company anticipates making sufficient taxable profits in the future to absorb the reversal of the underlying timing differences.

Deferred tax balances are not discounted.

BUCKLAND DEVELOPMENT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2017**

3. JUDGEMENTS IN APPLYING ACCOUNTING POLICIES AND KEY SOURCES OF ESTIMATION UNCERTAINTY

In preparing these financial statements, the directors have made the following judgements:

- Determine whether there are indicators of impairment of the company's assets. Factors taken into consideration in reaching such a decision include the economic viability and expected future financial performance of the asset and where it is a component of a larger cash-generating unit, the viability and expected future performance of that unit.

Other sources of estimation uncertainty

Stocks – Sites under development

- Sites under development are held at the lower of cost and net realisable value. They are reviewed annually by management for indicators of impairment. This value requires judgement for determining the extent of its recoverability at each balance sheet date. The company assesses the recoverability with reference to the development prospects of the project, and the performance of the housing market.

4. OPERATING LOSS

The operating loss is stated after charging:	2017	2016
	£	£
Auditors' remuneration	5,100	5,854
Defined contribution pension cost	4,950	5,947

5. EMPLOYEES

The average number of employees, including directors, during the year were:	2017	2016
	Number	Number
Average number of employees	3	2

6. DIRECTORS' REMUNERATION

	2017	2016
	£	£
Directors' remuneration	204,500	184,083
Company contributions to defined contribution pension schemes	4,950	5,454

There was 1 director in the company's defined contribution pension scheme during the year (2016: 1).

Emoluments of the highest paid director were £109,435 (2016 - £109,992). Company pension contributions of £nil (2016 - £nil) were made to a defined contribution pension scheme.

BUCKLAND DEVELOPMENT LIMITED

**NOTES TO THE FINANCIAL STATEMENTS - continued
FOR THE YEAR ENDED 31 MARCH 2017**

7. INTEREST PAYABLE AND SIMILAR CHARGES

	2017 £	2016 £
On related party loan	<u>88,120</u>	<u>20,897</u>

8. TAXATION

Analysis of the tax charge

The tax charge on the loss on ordinary activities for the year was as follows:

	2017 £	2016 £
Current tax	-	-
UK Corporation tax	<u>-</u>	<u>-</u>
Tax on loss on ordinary activities	<u>-</u>	<u>-</u>

The amount of deferred tax asset not recognised in the financial statements is £343,850 (2016: £277,266). The deferred tax asset has arisen due to trading losses of £2,022,649 (2016: £1,540,365). The directors do not have sufficient evidence to support the recognition of a deferred tax asset, and therefore the asset has not been recognised in these financial statements.

9. DEBTORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2017 £	2016 £
Taxation & social security	46,829	26,172
Other debtors	<u>208</u>	<u>165</u>
	<u>47,037</u>	<u>26,337</u>

10. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2017 £	2016 £
Trade creditors	505,197	13,952
Amounts owed to related party	3,260,000	850,000
Taxation & social security	3,858	4,765
Accruals and deferred income	<u>128,251</u>	<u>87,867</u>
	<u>3,897,306</u>	<u>956,584</u>

Amounts due to related party include £3,260,000 (2016: £850,000) that is unsecured, incurs a commercial rate of interest and is repayable on demand.

BUCKLAND DEVELOPMENT LIMITED

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2016

11. CALLED UP SHARE CAPITAL

During the prior year the authorised ordinary share capital of the company was increased to £5,000,000.

Issued and fully paid £1 ordinary shares

At 1 April 2016 and 31 March 2017

£
4,500,000

12. PENSIONS

The company operates a defined contribution pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension charge amounted to £4,950 (2016 - £5,947). Contributions amounting to £nil (2016 - £Nil) were payable to the fund and are included in creditors.

13. RELATED PARTY DISCLOSURES

Related party transactions and balances

The company holds an option over land to the north of Fareham, Hampshire, which is owned by the Roche Court Trust, of which J R Thistlethwayte and M E Thistlethwayte are Trustees.

During the year the company paid £67,324 (2016: £68,343) in management and other charges to Buckland Capital Partners Limited, a company of which M E Thistlethwayte and P Lambert are directors. At the balance sheet date £nil (2016: £726) remained outstanding.

During the year the company received further loans from Buckland Capital Partners Limited, a company in which M E Thistlethwayte and P Lambert are directors, up to a maximum of £3,260,000 (2016: £850,000) and interest was charged at 5% per annum. During the year £88,120 (2016: £20,897) interest was paid, of which £88,120 (2016: £20,897) related to the interest charge in the current financial year and £nil (2016: £nil) was accrued in the prior financial year. At the balance sheet date capital and interest due by the company amounted to £3,260,000 (2016: £850,000).

14. ULTIMATE CONTROLLING PARTY

The ultimate controlling party is M E Thistlethwayte.

15. POST BALANCE SHEET EVENTS

On 11 July 2017 a share issue was made to M E Thistlethwayte for 500,000 ordinary shares at a par value of £1.

16. FIRST TIME ADOPTION OF FRS 102

The policies applied under the entity's previous accounting framework are not materially different to FRS 102 and have not impacted equity or profit or loss.