REPORT OF THE DIRECTORS AND

AUDITED FINANCIAL STATEMENTS FOR THE PERIOD 1 DECEMBER 2010 TO 31 MARCH 2012

FOR

COMBE BANK HOMES LTD

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COMBE BANK HOMES LTD

COMPANY INFORMATION for the Period 1 December 2010 to 31 March 2012

DIRECTORS:

C Johnson A Johnson

SECRETARY:

A Johnson

REGISTERED OFFICE:

Chequers Barn Bough Beech Edenbridge Kent TN8 7PD

REGISTERED NUMBER:

06003791 (England and Wales)

SENIOR STATUTORY AUDITOR:

Roland Malkin

AUDITORS:

Crowe Clark Whitehill LLP St Bride's House 10 Salisbury Square London EC4Y 8EH

REPORT OF THE DIRECTORS for the Period 1 December 2010 to 31 March 2012

The directors present their report with the financial statements of the company for the period 1 December 2010 to 31 March 2012.

PRINCIPAL ACTIVITY

The principal activity of the company in the period under review was that of Property Developers.

REVIEW OF BUSINESS

Following its intention to concentrate on its niche market of developments consisting of 4 - 20 unit schemes, the Company completed four schemes during the year situated in Aylesford, Deal and Tunbridge Wells, Kent and Crowborough, East Sussex. These sites contributed to the turnover and profit for the financial period under review, as reported on in the Accounts.

The type of housing units developed during the year ranged from one bed starter homes to an executive five bed detached house.

During the year construction commenced on our site at Edenbridge, Kent comprising nine two bed apartments, a studio, cottage for refurbishment and shop. The anticipated completion of the building work on this site, which is being undertaken by our preferred contractor on a Fixed Price JCT Contract, is October 2013. Marketing of the completed properties for sale will commence on completion of the works and it is anticipated that all properties will be sold prior to March 2013.

During the year we continued work on our site at Sheerness, Kent by undertaking the demolition of the existing building and construction work on the development of this site of six two bed starter homes will commence during the current year.

We have not yet started work on our three unit site at Chatham, Kent.

During the year we continued to negotiate the purchase of a number of sites, some with planning permission and some without planning consent, where we are confident that we will obtain planning permission which should result in an enhancement of the land value accordingly. We have signed and are entering into Options and Conditional Contracts on land in our chosen area of operation, to ensure continuity of development activity, with a view to generating profit for the year ended March 2013 and onwards.

Our principal area of operations has remained Kent and the southern outer London Boroughs, Surrey and East Sussex. We will continue our successful policy of developing property of high quality in our chosen area, controlling our land acquisition programme to satisfy the likely needs and demands of house buyers, preferring to develop a broad and varied range of residential homes.

DIVIDENDS

No dividends will be distributed for the period ended 31 March 2012.

DIRECTORS

The directors shown below have held office during the whole of the period from 1 December 2010 to the date of this report.

C Johnson A Johnson

REPORT OF THE DIRECTORS for the Period 1 December 2010 to 31 March 2012

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;
- 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.

AUDITORS

The auditors, Crowe Clark Whitehill LLP, were appointed auditors to the company and in accordance with section 485 of Companies Act 2006, a resolution proposing that they be re-appointed will be put at a general meeting.

ON BEHALF OF THE BOARD:

C Johnson - Director

Date:

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REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF COMBE BANK HOMES LTD

We have audited the financial statements of Combe Bank Homes Ltd for the period ended 31 March 2012 on pages five to fifteen. 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 a Report of the Auditors 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 set out on page three, 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 Report of the Directors to identify material inconsistencies with the audited financial statements. 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 March 2012 and of its profit for the period 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 Report of the Directors 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, 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.

Roland Malkin (Senior Statutory Auditor) for and on behalf of Crowe Clark Whitehill LLP St Bride's House 10 Salisbury Square London EC4Y 8EH

Date:

PROFIT AND LOSS ACCOUNT for the Period 1 December 2010 to 31 March 2012

		Period 1.12.10	
		to	Year Ended
		31.3.12	30.11.10
	Notes	£	£
TURNOVER		6,523,785	326,550
Cost of sales		5,878,177	1,104,025
GROSS PROFIT/(LOSS)		645,608	(777,475)
Administrative expenses		243,731	156,751
		401,877	(934,226)
Other operating income		137,638	92,714
OPERATING PROFIT/(LOSS)	3	539,515	(841,512)
Interest receivable and similar income	4	214	227
		539,729	(841,285)
Interest payable and similar charges	5	28,783	61,817
PROFIT/(LOSS) ON ORDINARY ACTI BEFORE TAXATION	VITIES	510,946	(903,102)
Tax on profit/(loss) on ordinary activities	6	<u> </u>	
PROFIT/(LOSS) FOR THE FINANCIAI	PERIOD	510,946	(903,102)

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current period or previous year.

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profit for the current period and the loss for the previous year.

BALANCE SHEET 31 March 2012

		31.3.	.12	30.11	.10
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	7		1,533		530
CURRENT ASSETS					
Stocks	8	2,107,942		6,934,734	
Debtors	9	354,585		54,113	
Cash at bank and in hand		490,796		271,665	
CREDITORS		2,953,323		7,260,512	
Amounts falling due within one year	10	126,541		24,093	
NET CURRENT ASSETS			2,826,782		7,236,419
TOTAL ASSETS LESS CURRENT LIABILITIES			2,828,315		7,236,949
CREDITORS Amounts falling due after more than one year	11		4,090,797		9,010,377
NET LIABILITIES			(1,262,482)		(1,773,428)
CAPITAL AND RESERVES					
Called up share capital	14		100,000		100,000
Profit and loss account	15		(1,362,482)		(1,873,428)
SHAREHOLDERS' FUNDS	19		(1,262,482)		(1,773,428)

The financial statements were approved by the Board of Directors on and were signed on its behalf by:

C Johnson - Director

A Johnson - Director

CASH FLOW STATEMENT for the Period 1 December 2010 to 31 March 2012

		Perio 1.12.10 to		Year Er 30.11.	
	Notes	£	£	£	£
Net cash inflow/(outflow) from operating activities	1		5,435,888		(1,465,746)
Returns on investments and servicing of finance	2		(28,569)		(61,590)
Capital expenditure	2		(1,770)		-
Acquisitions and disposals	2		(200)		
			5,405,349		(1,527,336)
Financing	2		(5,186,218)		1,460,977
Increase/(decrease) in cash in the period			219,131		(66,359)
Reconciliation of net cash flow to movement in net debt	3				
Increase/(decrease) in cash in the period Cash outflow/(inflow)		219,131		(66,359)	
from decrease/(increase) in debt		4,919,580		(1,360,979)	
Change in net debt resulting from cash flows			5,138,711		(1,427,338)
Movement in net debt in the period Net debt at 1 December			5,138,711 (8,738,712)		(1,427,338) (7,311,374)
Net debt at 31 March			(3,600,001)		(8,738,712)

NOTES TO THE CASH FLOW STATEMENT for the Period 1 December 2010 to 31 March 2012

1. RECONCILIATION OF OPERATING PROFIT/(LOSS) TO NET CASH INFLOW/(OUTFLOW) FROM OPERATING ACTIVITIES

	Period 1.12.10	
	to	Year Ended
	31.3.12	30.11.10
	£	£
Operating profit/(loss)	539,515	(841,512)
Depreciation charges	767	177
Decrease/(increase) in stocks	4,826,792	(626,252)
(Increase)/decrease in debtors	(33,634)	6,359
Increase/(decrease) in creditors	102,448	(4,518)
Net cash inflow/(outflow) from operating activities	5,435,888	(1,465,746)

2. ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

Returns on investments and servicing of finance	Period 1.12.10 to 31.3.12 £	Year Ended 30.11.10 £
Interest received	214	227
Interest paid	(28,783)	(61,817)
Net cash outflow for returns on investments and servicing of finance	(28,569)	(61,590)
Capital expenditure		
Purchase of tangible fixed assets	(1,770)	
Net cash outflow for capital expenditure	(1,770)	-
Acquisitions and disposals		
Purchase of shares in group undertakings	(200)	-
Net cash outflow for acquisitions and disposals	(200)	-
Financing		
New loans in year	-	810,034
Loan repayments in year	(2,956,456)	-
Amount introduced by directors	-	550,945
Amount withdrawn by directors Share issue	(1,963,124)	- 99,998
Loans to group undertakings	(266,638)	-
Net cash (outflow)/inflow from financing	(5,186,218)	1,460,977

The notes form part of these financial statements

NOTES TO THE CASH FLOW STATEMENT for the Period 1 December 2010 to 31 March 2012

3. ANALYSIS OF CHANGES IN NET DEBT

At		At
1.12.10	Cash flow	31.3.12
£	£	£
271,665	219,131	490,796
271,665	219,131	490,796
(9,010,377) (9,010,377)	4,919,580	(4,090,797) (4,090,797)
(8,738,712)	5,138,711	(3,600,001)
	1.12.10 £ 271,665 271,665 (9,010,377) (9,010,377)	1.12.10 Cash flow £ \pounds 271,665 219,131 271,665 219,131 (9,010,377) 4,919,580 (9,010,377) 4,919,580

The notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS for the Period 1 December 2010 to 31 March 2012

1. ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention.

Turnover

Turnover represents sale of properties which are recognised upon legal completion.

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life.

Plant and machinery - 25% on reducing balance

Stocks

Work in progress is valued at the lower of cost and net realisable value.

Cost includes material costs, subcontractor labour, and capitalised interest on associated borrowings up until the completion of the properties.

Pension costs and other post-retirement benefits

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

Going Concern

The accounts have been prepared on a Going Concern Basis on the grounds that Mr C Johnson together with the Bank have undertaken to provide the necessary financial support.

Standard taxation and deferred taxation

The charge for taxation is based on the profit or loss for the year and takes into account deferred taxation. 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 taxation 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. Deferred tax assets and liabilities are calculated at the tax rates expected to be effective at the time the timing differences are expected to reverse. Deferred tax assets and liabilities are not discounted.

No provision has been made for deferred tax on the basis of carry forward losses.

2. **STAFF COSTS**

	Period	
	1.12.10	
	to	Year Ended
	31.3.12	30.11.10
	£	£
Wages and salaries	131,308	99,298
Social security costs	9,626	7,014
	140,934	106,312

NOTES TO THE FINANCIAL STATEMENTS - continued for the Period 1 December 2010 to 31 March 2012

2. **STAFF COSTS - continued**

The average monthly number of employees during the period was as follows:

	Period 1.12.10 to 31.3.12	Year Ended 30.11.10
Management	2	2
Administration	2	2
	4	4

3. **OPERATING PROFIT/(LOSS)**

The operating profit (2010 - operating loss) is stated after charging:

	Period 1.12.10	
	to 31.3.12	Year Ended 30.11.10
Depreciation - owned assets	£ 767	£ 176
Directors' remuneration and other benefits Auditor's remuneration	49,975 12,000	31,000 2,500
Directors' remuneration	24,475	13,000

The number of directors to whom retirement benefits were accruing was as follows:

Defined benefit schemes	1	1

4. INTEREST RECEIVABLE AND SIMILAR INCOME

	Period	
	1.12.10	
	to	Year Ended
	31.3.12	30.11.10
	£	£
Deposit account interest	214	227
-		

5. INTEREST PAYABLE AND SIMILAR CHARGES

During the period interest paid on borrowings is normally capitalised. However interest on one site has been transferred to profit & loss account as the development has been completed.

6. TAXATION

On the basis of these financial statements, no provision has been made for corporation tax.

The company has losses of £ 1,578,933 (2010 £ 1,832,696) available to carry forward against future trading profits.

No deferred tax provision has been made on account of losses to carry forward.

NOTES TO THE FINANCIAL STATEMENTS - continued for the Period 1 December 2010 to 31 March 2012

7. TANGIBLE FIXED ASSETS

7.	TANGIBLE FIXED ASSE 15		Plant and machinery £
	COST At 1 December 2010 Additions		1,165 1,770
	At 31 March 2012		2,935
	DEPRECIATION At 1 December 2010 Charge for period		635 767
	At 31 March 2012		1,402
	NET BOOK VALUE At 31 March 2012		1,533
	At 30 November 2010		530
8.	STOCKS	31.3.12	30.11.10
	Work-in-progress	£ 2,107,942	£ 6,934,734
9.	DEBTORS	31.3.12 £	30.11.10 £
	Amounts falling due within one year: Amounts owed by participating interests	200	-
	Other debtors Vat debtor	78,638 6,812	42,389
	VAT Prepayments	- 2,297	3,849 7,875
		87,947	54,113
	Amounts falling due after more than one year: Amounts owed by group undertakings	266,638	
	Aggregate amounts	354,585	54,113
10.	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	31.3.12	30.11.10
	Trade creditors	£ 67,562	£ 10,319
	Social security and other taxes Other creditors	5,312 855	3,563 1,731
	Accruals and deferred income	855 52,812	8,480
		126,541	24,093

NOTES TO THE FINANCIAL STATEMENTS - continued for the Period 1 December 2010 to 31 March 2012

11. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

12.

13.

14.

	Bank loans (see note 12)		31.3.12 £ 983,156	30.11.10 £ 3,939,612
	Other loans (see note 12)		3,107,641	5,070,765
			4,090,797	9,010,377
	Analysis of loan			
	Total amounts falling due after 5 years and not repayable by instalments	2,627,6	541 4,36 === ====	9,820
•	LOANS			
	An analysis of the maturity of loans is given below:			
			31.3.12 £	30.11.10 £
	Amounts falling due between two and five years:		092 156	3,939,612
	Bank loans - 2-5 years Other loans - 2-5 years		983,156 480,000	3,939,012 480,000
	Director's loan balance b/fwd		4,590,765	4,039,820
	Director's loan drawings		(1,963,124)	550,945
			4,090,797	9,010,377
•	SECURED DEBTS			
	The following secured debts are included within creditors:			
			31.3.12	30.11.10
			£	£
	Bank loans		983,156	3,939,612
	The bank loans are secured by way of a charge over the assets of the	company.		
•	CALLED UP SHARE CAPITAL			
	Allotted, issued and fully paid:			
	Number: Class: No	ominal	31.3.12	30.11.10
	100,000 Ordinary	value: £1	£ 100,000	£ 100,000

NOTES TO THE FINANCIAL STATEMENTS - continued for the Period 1 December 2010 to 31 March 2012

15. **RESERVES**

	Profit and loss account £
At 1 December 2010	(1,873,428)
Profit for the period	510,946
At 31 March 2012	(1,362,482)

16. ULTIMATE PARENT COMPANY

Trafalgar New Homes Plc, a UK registered company, is regarded by the directors as being the company's ultimate parent company.

Copies of the Group financial statements are available on request from the registered office address as indicated on the information page to these accounts.

17. RELATED PARTY DISCLOSURES

Loans from Directors

Transactions in relation to loans with directors during the period are outlined in the table below:-

	% rate	Opening	Amounts	Closing	
		Balance	Advanced	Balance	
		£	£	£	
Mr C Johnson	100%	4,590,766	-1,963,125	2,627,641	

Other debtors includes £ 1,000 (2010: £ 1,000) in respect of service charges owed to the company by Combe Bank Homes Pension Fund. Mr C Johnson and Mr A Johnson are beneficiaries of Combe Bank Homes Pension Fund.

Also, included in the profit and loss account, is rent for the sum of \pounds 9,542 (2010: \pounds 7,518) paid to the Combe Bank Homes Pension Fund. Mr C Johnson and Mr A Johnson are beneficiaries of Combe Bank Homes Pension Fund.

During the year sales of property at their market value, were made to related parties as follows:-

Mr C Johnson - £ 555,000 Combe Bank Homes (Oakhurst) Ltd - £ 3,014,367 Combe Homes (Investments) Ltd - £ 1,163,914

Both of these companies are wholly owned subsidiaries.

18. ULTIMATE CONTROLLING PARTY

The ultimate controlling party is Mr C Johnson by virtue of his shareholding in Trafalgar New Homes Plc.

NOTES TO THE FINANCIAL STATEMENTS - continued for the Period 1 December 2010 to 31 March 2012

19. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	31.3.12	30.11.10
	£	£
Profit/(loss) for the financial period	510,946	(903,102)
New share capital subscribed	-	99,998
Net addition/(reduction) to shareholders' funds	510,946	(803,104)
Opening shareholders' funds	(1,773,428)	(970,324)
Closing shareholders' funds	(1,262,482)	(1,773,428)

TRADING AND PROFIT AND LOSS ACCOUNT for the Period 1 December 2010 to 31 March 2012

	Period 1.12.10 to 31.3.12 £ £		Year Ended 30.11.10 £ £	
Sales	ů.	£ 6,523,785	L	£ 326,550
		0,020,000		020,000
Cost of sales Purchases Write down to net realisable	5,878,177		325,000	
value		5,878,177	779,025	1,104,025
GROSS PROFIT/(LOSS)		645,608		(777,475)
Other income				
Rents received	137,638		92,714	
Deposit account interest	214	125.052	227	02 0 4 1
		137,852		92,941
		783,460		(684,534)
Expenditure				
Rent	9,542		7,518	
Rates and water Premises Expenses	(1,783) 2,843		2,567 2,281	
Insurance	6,691		904	
Directors' salaries	24,475		13,000	
Directors' social security	629		201	
Directors' pension contrib	25,500		18,000	
Wages	81,333		68,298	
Social security	8,997		6,813	
Telephone Dest and stationers	3,831		2,337	
Post and stationery Travelling	2,056 614		1,742 350	
Motor expenses	10,794		6,204	
Computer consumables	3,343		995	
Website	3,200		2,200	
Sundry expenses	976		(1,166)	
Subscriptions	687		705	
Accountancy	23,331		6,822	
Auditor's remuneration Professional fees	12,000		3,000 2,000	
Advertising	-		2,000	
Entertainment	19,559		10,861	
		238,618		156,342
		544,842		(840,876)
Finance costs				
Bank charges	4,346		232	
Bank interest	471		4,817	
Bank loan interest	28,312		-	
Other loan interest	-	33,129	57,000	62,049
		33,129		02,049
Carried forward		511,713		(902,925)

This page does not form part of the statutory financial statements

TRADING AND PROFIT AND LOSS ACCOUNT for the Period 1 December 2010 to 31 March 2012

	Period 1.12.10 to 31.3.12		Year Ended 30.11.10	
	£	£	£	£
Brought forward		511,713		(902,925)
Depreciation				
Plant and machinery		767		177
NET PROFIT/(LOSS)		510,946		(903,102)

This page does not form part of the statutory financial statements

NOTES WHOLLY REPLACED AND/OR ACCOUNTING POLICIES TOTALLY IGNORED AND/OR ACCOUNTING POLICIES WITH TEXT REPLACED BY USER'S CHOICE ON CLIENT SCREEN ENTRIES for the Period 1 December 2010 to 31 March 2012

The following note has been REPLACED completely by user entries.

INTEREST PAYABLE AND SIMILAR CHARGES

None of the standard accounting policies have been ignored.

The following standard accounting policies have been REPLACED completely by user entries.

TURNOVER STOCKS

PLEASE CHECK THAT THESE CHOICES ARE CORRECT - all changes that would automatically be made to notes generated by IRIS as a result of posting amendments etc WILL NOT BE AMENDED where REPLACEMENT notes have been selected.

POSSIBLE QUALIFICATIONS OR REFERENCES REQUIRED ON AUDITORS' REPORT for the Period 1 December 2010 to 31 March 2012

** BALANCE SHEET SHOWS NEGATIVE OVERALL TOTALS

** Audit report may need to be amended - please refer to client screens