

Londinium Investments Limited

**Directors' report and financial
statements**

Registered number 2031556

31 December 2006

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Directors' report and financial statements

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Directors' report

The Directors present their report and the audited financial statements for the period ended 31 December 2006. On 4 October 2006, the financial year end of the Company was extended from 30 June 2006 to 31 December 2006 to bring it in line with its parent company.

Principal activities

The Company's operations have been discontinued.

Results and dividends

The results for the period ended 31 December 2006 are set out on page 5. The Directors do not recommend the payment of a dividend (*year ended 30 June 2005: £nil*).

Directors and Directors' interests

The Directors who held office during the period were as follows:

RG Balfour-Lynn
JW Harrison
JS Shashoua
AF Blurton
J Singh
MA Bibring

None of the Directors had any interest in the share capital of the Company. The interests of the Directors in the share capital of the ultimate holding company, Marylebone Warwick Balfour Group Plc, are disclosed in the financial statements of that company.

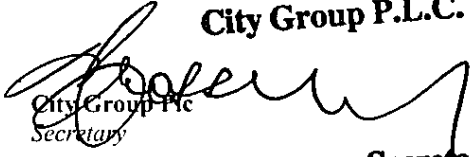
Disclosure of information to auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information 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 to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

Auditors

In accordance with Section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG Audit Plc as auditors of the Company is to be proposed at the forthcoming Annual General Meeting.

By order of the ~~board~~ and behalf of
City Group P.L.C.


City Group Plc
Secretary
Secretary

30, City Road
London
EC1Y 2AG

 24 October 2007

Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

The financial statements are required by law to 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 judgments 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, 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 disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that its financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

KPMG Audit Plc

8 Salisbury Square
London
EC4Y 8BB
United Kingdom

Independent auditors' report to the members of Londinium Investments Limited

We have audited the financial statements of Londinium Investments Limited for the period ended 31 December 2006 which comprise the Profit and Loss Account, the Balance Sheet, the Reconciliation of Movements in Shareholders' (Deficit)/Funds and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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

The directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 2.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgments made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.


We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Independent auditors' report to the members of Londinium Investments Limited
(continued)

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the Company's affairs as at 31 December 2006 and of its loss for the period then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements



KPMG Audit Plc
Chartered Accountants
Registered Auditor

15 October 2007

Profit and loss account
for the period ended 31 December 2006

	<i>Note</i>	18 month Period ended 31 December 2006 £000	Year ended 30 June 2005 £000
Administrative expenses		(1)	9
Waiver of inter-company debt		146	-
Waiver of inter-company debt		(22,001)	-
Operating (loss)/profit		(21,856)	9
(Loss)/profit on ordinary activities before taxation	2	(21,856)	9
Tax on profit/(loss) on ordinary activities	4	-	-
(Loss)/profit for the period	9	(21,856)	9

All amounts relate to discontinued activities

There were no recognised gains or losses other than the loss for the financial period


There is no difference between the result disclosed above and that prepared on a historical cost basis

Balance sheet
at 31 December 2006

	<i>Note</i>	31 December 2006 £000	30 June 2005 £000
Current assets			
Debtors	6	-	21,996
Cash at bank		-	6
		<hr/>	<hr/>
		-	22,002
Creditors amounts falling due within one year	7	(19)	(21,965)
		<hr/>	<hr/>
Net (liabilities)/assets		(19)	37
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	8	900	900
Profit and loss account	9	(22,719)	(863)
Capital reserve	9	21,800	-
		<hr/>	<hr/>
Equity shareholders' (deficit)/funds		(19)	37
		<hr/>	<hr/>

These financial statements were approved by the Board of Directors on 8th October 2007 and were signed on its behalf by


AF Blurton
Director

J Singh 
Director

Reconciliation of movements in shareholders' (deficit)/funds
for the period ended 31 December 2006

	18 month Period ended 31 December 2006 £000	Year ended 30 June 2005 £000
(Loss)/profit for the financial period	(21,856)	9
Transfer to Capital reserves on waiver of debt due to parent undertaking	21,800	-
	<hr/>	<hr/>
Net (reduction)/increase in shareholders' funds/(deficit)	(56)	9
Opening shareholders' funds	37	28
	<hr/>	<hr/>
Closing shareholders' (deficit)/funds	(19)	37
	<hr/>	<hr/>

Notes

(forming part of the financial statements)

1 Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements

Basis of preparation

The Company has received an assurance from its holding company that it will provide such funds as necessary for the Company to meet its liabilities as they fall due. For this reason the financial statements have been prepared on the going concern basis.

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules, modified to include the revaluation of investment properties.

The Company is exempt by virtue of s228 of the Companies Act 1985 from the requirement to prepare group accounts. These financial statements present information about the company as an individual undertaking and not about its group.

Under FRS 1 (Revised) the Company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent undertaking includes the Company in its own published consolidated financial statements.

As the Company is a wholly owned subsidiary of Marylebone Warwick Balfour Group Plc, it has taken advantage of the exemption contained in FRS 8 and has therefore not disclosed transactions or balances with entities which form part of the group (or investees of the group qualifying as related parties).

Taxation

The charge for taxation is based on the result for the period, which takes account of taxation deferred because of timing differences between the treatment of certain items for taxation purposes and the treatment under the Company's accounting policies.

Deferred tax assets and liabilities arise from timing differences between the recognition of gains and losses in the financial statements and their recognition in a tax computation.

In accordance with FRS 19, Deferred Tax is provided in respect of all timing differences that have originated, but not reversed at the balance sheet date that may give rise to an obligation to pay more or less tax in the future except as otherwise required by FRS19. Deferred tax is not recognised when fixed assets are revalued unless by the balance sheet date there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on sale has been recognised in the financial statements. Deferred tax is measured on a non-discounted basis.

2 (Loss)/profit on ordinary activities before taxation

	18 month Period ended 31 December 2006 £000	Year ended 30 June 2005 £000
<i>(Loss)/profit on ordinary activities before taxation is stated after charging</i>		
Auditors' remuneration		
- as auditors	-	-
- other services	-	-
	<hr/>	<hr/>

Audit fees are borne by a parent company

Notes (continued)

3 Directors and employees

The Company did not employ any staff during the period (*year ended 30 June 2005 nil*)

None of the Directors received any emoluments from the Company during the period (*year ended 30 June 2005 nil*)

4 Tax on (loss)/profit on ordinary activities

	18 month Period ended 31 December 2006 £'000	Year ended 30 June 2005 £'000
UK corporation tax at 30% (<i>year ended 30 June 2005 30%</i>)	-	-
Adjustment in respect of prior years	-	-
	<hr/>	<hr/>
	-	-
	<hr/>	<hr/>

The tax (credit)/charge on the (loss)/profit on ordinary activities has been reduced from the amount that would arise from applying the prevailing corporation tax rate to the Company's (loss)/profit as follows -

	18 month Period ended 31 December 2006 £'000	Year ended 30 June 2005 £'000
UK corporation tax at 30% on company (loss)/profit before tax	(6,557)	3
Non-deductible waiver of inter-company debt	6,557	-
Group relief claimed from other group companies for no consideration	-	(3)
	<hr/>	<hr/>
Total corporation tax charged in profit and loss account	-	-
	<hr/>	<hr/>

5 Investments

The Company owns 100% of the ordinary issued share capital of WGP Management Limited, a company formerly engaged in property management

Notes (continued)

6 Debtors

	31 December 2006 £000	30 June 2005 £000
Amounts due from group undertakings	-	21,996
	<u> </u>	<u> </u>

7 Creditors: amounts falling due within one year

	31 December 2006 £000	30 June 2005 £000
Amounts due to group undertakings	21,819	21,965
Less transfer to capital reserve on waiver of debt to parent undertaking	(21,800)	-
	<u> </u>	<u> </u>
Balance at period end	19	21,965
	<u> </u>	<u> </u>

8 Called up share capital

	31 December 2006 £000	30 June 2005 £000
<i>Authorised</i>		
400 000 'A' ordinary shares of £1 each	400	400
400,000 'B' ordinary shares of £1 each	400	400
500 000 Variable preference shares of £1 each	500	500
	<u> </u>	<u> </u>
	1,300	1,300
	<u> </u>	<u> </u>
<i>Allotted, called up and fully paid</i>		
400 000 'A' ordinary shares of £1 each	400	400
400,000 'B' ordinary shares of £1 each	400	400
100,000 Variable preference shares of £1 each	100	100
	<u> </u>	<u> </u>
	900	900
	<u> </u>	<u> </u>

All classes of share are owned by an undertaking which has agreed to waive all preferential or other rights ascribed to the various classes of share, and to treat them all as one class

Notes (continued)

9 Reserves

	Capital reserve £000	Profit and loss account £000
At 30 June 2005	-	(863)
Loss for the period	-	(21,856)
Transfer to capital reserve on waiver of debt due to parent undertaking	21,800	-
	<hr/>	<hr/>
At 31 December 2006	21,800	(22,719)
	<hr/>	<hr/>

10 Immediate and ultimate parent companies

The Company's immediate parent is MWB (Industrial) Limited. The Company's ultimate parent company is Marylebone Warwick Balfour Group Plc. Both companies are registered in England and Wales.

The only group in which the results of the Company are consolidated is that headed by Marylebone Warwick Balfour Group Plc. Copies of its accounts are available from the Company Secretary, City Group PLC, 30 City Road, London EC1Y 2AG.