BRITISH LAND OFFICES LIMITED

Annual Report and Accounts

Year ended 31 March 2007

SATURDAY

ACBLM51A
A60 22/11/2008 92
COMPANIES HOUSE

Company number. 2725156

BRITISH LAND OFFICES LIMITED

REPORT OF THE DIRECTORS
for the year ended 31 March 2007

The directors submit their Report and Accounts for the year ended 31 March 2007

Principal activities

The company is a wholly owned subsidiary of The British Land Company PLC and operates as a constituent of The British Land Company PLC group of companies (the "Group") During the curent year, the company ceased to trade having transferred its investments to a fellow subsidiary company of the British Land group

Business review

As shown in the company's profit and loss account on page 5, the company's turnover has decreased significantly This year the company has made a profit before tax of £4,180,195 compared to a profit before tax of £2,980,618 in the prior year

No dividends were paid in the current year (2006 £nil)

The balance sheet on page 7 of the financial statements shows that the company's financial position at the year end is, in net asset terms, a increase from the prior year

The performance of the Group, which includes the company, is discussed in the group's Annual Report which does not form part of this report

Details of significant events since the balance sheet date are contained in note 16 of the financial statements

The subsidiaries, if any, held by the company are listed in note 6 to the accounts Where the company has subsidiaries, consolidated financial statements are not presented as the company takes advantage of the exemption afforded by Section 228 of the Companies Act 1985

Risk management

The company generates returns to shareholders through long-term investment decisions requiring the evaluation of opportunities arising in the following areas

- demand for space from occupiers against available supply,
- differential pricing for premium locations and buildings,
- alternative use for buildings,
- demand for returns from investors in property, compared to other asset classes,
- economic cycles, including their impact on tenant covenant quality, interest rates, inflation and property values,
- price differentials for capital to finance the business,
- legislative changes, including planning consents and taxation, and
- construction pricing and programming

These opportunities also represent risks, the most significant being change to the value of the property portfolio This risk has high visibility to senior executives and is considered and managed on a continuous basis Executives use their knowledge and experience to knowingly accept a measured degree of market risk

The company's preference for prime assets and their secure long term contracted rental income, primarily with upward only rent review clauses, present lower risks than many other property portfolios

The company is financed by a variable interest rate loan from its immediate holding company and has no third party debt Interest can be charged at nil% where the company is not active or where to do so would put the company in financial difficulty

Environment

Across the Group, The British Land Company PLC recognises the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to reduce any damage that might be caused by the Group's activities The company operates in accordance with Group policies The Group's full Corporate Responsibility Report is available online at www britishland com/crReport/2006

BRITISH LAND OFFICES LIMITED

REPORT OF THE DIRECTORS
for the year ended 31 March 2007

Directors

The directors who served during the year were, except as noted

A M Jones
M A Stirling
V T Beresford
P J Martin
S M Barzycki (Appointed 22 November 2006)
L M Bell (Appointed 22 November 2006)
P C Clarke (Appointed 22 November 2006)
T A Roberts (Appointed 22 November 2006)
N M Webb (Appointed 22 November 2006)

Statement of directors' responsibilities

The directors are responsible for preparing the Report and the financial statements in accordance with applicable law and regulations
The directors have elected to prepare the financial statements in accordance with UK Generally Accepted Accounting Practice (UK Accounting Standards and applicable law)
Company law requires the directors to prepare financial statements for each financial year which 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 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, 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 the financial statements comply with the Companies Act 1985 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

Payments policy
In the absence of dispute, amounts due to trade and other suppliers are settled as expeditiously as possible within their terms of payment Payments are administered on a consistent basis throughout the Group by The British Land Company PLC whose suppliers' days outstanding at 31 March 2007 were 26 (31 March 2006 33)

BRITISH LAND OFFICES LIMITED

REPORT OF THE DIRECTORS
for the year ended 31 March 2007

Disclosure of information to Auditors

Each of the persons who is a director at the date of approval of this report confirms that

(a) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and

(b) the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditors are aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985

Annual General Meeting

At the Annual General Meeting of the company held on 19 November 1993 Elective Resolutions were passed to dispense with the following requirements

- to lay accounts and reports before a general meeting of the company,
- to appoint auditors annually (Deloitte & Touche LLP are willing to continue in office), and
- to hold annual general meetings in the future

This report was approved by the Board on 19 November 2008

Philip J Martin

P J Martin
Secretary

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BRITISH LAND OFFICES LIMITED for the year ended 31 March 2007

We have audited the financial statements of British Land Offices Limited for the year ended 31 March 2007 which comprise the profit and loss account, balance sheet, statement of total recognised gains and losses, note of historical cost profits and losses and the related notes 1 to 18 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 auditors' 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 United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities

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

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 2007 and of its profit for the year 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

Deloitte & Touche

Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
London

21 November 2008

BRITISH LAND OFFICES LIMITED

PROFIT AND LOSS ACCOUNT
for the year ended 31 March 2007

	Note	2007 £	2006 £
Turnover			
Rental income			
Fees and commissions			
Share of profits of investment in partnerships		760,291	2,976,251
Property sales			
Total turnover		760,291	2,976,251
Cost of sales			
Gross profit (loss)		760,291	2,976,251
Administrative expenses			(57)
Operating (loss)		760,291	2,976,194
Profit (loss) on disposal of properties			
Profit on disposal of investments		4,056,904	
Group transfer of investments			
Write down of investments in subsidiaries			
Dividends receivable			
(Loss) profit on ordinary activities before interest		4,817,195	2,976,194
Interest receivable			
Group			
Associated companies			
External - other			4,424
Interest payable			
Group		(637,000)	
Associated companies			
External - bank overdrafts and loans			
- other loans			
Profit (loss) on ordinary activities before taxation	2	4,180,195	2,980,618
Taxation	4		
Profit (loss) for the financial		4,180,195	2,980,618

Due to the transfer of the company's investments to another subsidiary in the current year, the above operations are discontinued

BRITISH LAND OFFICES LIMITED

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
for the year ended 31 March 2007

	2007 £	2006 £
(Loss) profit on ordinary activities after taxation	4,180,195	2,980,618
Unrealised surplus (deficit) on revaluation of investment properties		
Unrealised surplus (deficit) on revaluation of investments		5,650,629
Unrealised surplus (deficit) on revaluation of subsidiaries		
Exchange movements on foreign currency net investments		
Taxation on realisation of prior year revaluations		
Total recognised gains and losses relating to the financial year	4,180,195	8,631,247

NOTE OF HISTORICAL COST PROFITS AND LOSSES
for the year ended 31 March 2007

	2007 £	2006 £
(Loss) profit on ordinary activities before taxation	4,180,195	2,980,618
Realisation of prior year revaluations	3,071,694	194,881
Historical cost (loss) profit on ordinary activities before taxation	7,251,889	3,175,499
Historical cost (loss) profit for the retained after taxation	7,251,889	3,175,499

BRITISH LAND OFFICES LIMITED

BALANCE SHEET
as at 31 March 2007

	Note	2007 £	2007 £	2006 £	2006 £
Fixed assets					
Investment properties	5				
Plant and Machinery					
Investments	6		21,300		32,640,573
			21,300		32,640,573
Current assets					
Debtors	7	36,870,268		70,800	
Cash and deposits		6		6	
		36,870,274		70,806	
Creditors due within one year	8	(23,653,153)		(23,653,153)	
Net current assets (liabilities)			13,217,121		(23,582,347)
Total assets less current liabilities			13,238,421		9,058,226
Creditors due after one year	9				
Provision for liabilities	10				
Net assets			13,238,421		9,058,226
Capital and reserves					
Called up share capital	11		2		2
Share premium	12				
Revaluation reserve	12				3,071,694
Profit and loss account	12		13,238,419		5,986,530
Shareholders' funds	12		13,238,421		9,058,226

These financial statements were approved by the Board of Directors on 19 November 2008

Director

1 Accounting policies

The principal accounting policies adopted by the directors are summarised below They have been applied consistently throughout the current and previous year

These financial statements are designed to cover a wide variety of companies and circumstances As a result some notes or some entries in the primary statements or the notes may not be relevant for this company and so may be left blank intentionally

Accounting basis

The financial statements are prepared in accordance with applicable United Kingdom law and Accounting Standards and under the historical cost convention as modified by the revaluation of investment properties and other fixed asset investments

Where the company has subsidiaries, it has taken advantage of the exemption from preparing consolidated financial statements afforded by Section 228 of the Companies Act 1985 because it is a wholly owned subsidiary of another company Group financial statements which include the company for The British Land Company PLC are publicly available (see note 17)

Cash flow statement

The company is exempt under FRS 1 (Revised) from preparing a cashflow statement

Basis of Preparation

As explained in note 18, the company transferred its investments to a fellow subsidiary company in the British Land group in the current year and has ceased trading As required by FRS 18 Accounting Policies, the directors have prepared the financial statements on the basis that the company is no longer a going concern No material adjustments arose as a result of ceasing to apply the going concern basis The assets were transferred to the fellow subsidiary company at their book value

Properties

Properties are externally valued on an open market basis at the balance sheet date Investment and development properties are recorded at valuation Any surplus or deficit arising is transferred to revaluation reserve, unless a deficit is expected to be permanent, in which case it is charged to the profit and loss account Disposals are recognised on completion profit on disposal is determined as the difference between sales proceeds and the carrying amount of the asset at the commencement of the accounting period plus additions in the period

In accordance with Statement of Standard Accounting Practice 19, no depreciation is provided in respect of investment property The directors consider that this accounting policy, which represents a departure from the statutory accounting rules, is necessary to provide a true and fair view The financial effect of the departure from these rules cannot reasonably be quantified as depreciation is only one of the many factors reflected in the annual valuation and the amount which might otherwise have been shown cannot be separately identified or quantified Where properties held for investment are appropriated to trading stock, they are transferred at market value

The cost of properties in course of development includes attributable interest and other associated outgoings Interest is calculated on the development expenditure by reference to specific borrowings where relevant and otherwise on the average rate applicable to short-term loans Interest is not capitalised where no development activity is taking place

A property ceases to be treated as a development on practical completion

Financial liabilities

Debt instruments are stated at their net proceeds on issue Finance charges including premiums payable on settlement or redemption and direct issue costs are spread over the period to redemption, using the effective interest method

1 Accounting policies (continued)

Investments

Fixed asset investments are stated at cost less provision for impairment

Taxation

Current tax is based on taxable profit for the year and is calculated using tax rates that have been enacted or substantively enacted Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are not taxable (or tax deductible) In particular the Group (including this company) became a REIT on 1 January 2007 and income and gains on qualifying assets are now exempt from taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date Timing differences are differences between the group's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, 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

Net rental income

Rental income is recognised on an accruals basis A rent adjustment based on open market estimated rental value is recognised from the rent review date in relation to unsettled rent reviews Where a rent free period is included in a lease, the rental income foregone is allocated evenly over the period from the date of lease commencement to the next rent review date Rental income from fixed and minimum guaranteed rent reviews is recognised on a straight-line basis over the shorter of the entire lease term or the period to the first break option Where such rental income is recognised ahead of the related cash flow, an adjustment is made to ensure the carrying value of the related property including the accrued rent does not exceed the external valuation

Initial direct costs incurred in negotiating and arranging a new lease are amortised on a straight-line basis over the period from the date of lease commencement to the next rent review date

Where a lease incentive payment, including surrender premiums paid, does not enhance the value of a property, it is amortised on a straight-line basis over the period from the date of lease commencement to the next rent review date Upon receipt of a surrender premium for the early determination of a lease, the profit, net of dilapidations and non-recoverable outgoings relating to the lease concerned is immediately reflected in income

2 Profit (loss) on ordinary activities before taxation

	2007 £	2006 £
Profit (loss) on ordinary activities before taxation is stated after charging (crediting)		
Amortisation		
Depreciation		

Auditors Remuneration

A notional charge of £1040 (2006 £1000) per company is deemed payable to Deloitte & Touche LLP in respect of the audit of the financial statements Actual amounts payable to Deloitte & Touche LLP are paid at group level by The British Land Company PLC

3 Staff costs

	2007 £	2006 £
Wages and salaries		
Social security costs		
Pension costs		
	-	-

No director received any remuneration for services to the company in either year

Average number of employees, excluding directors, of the company during the year was nil (2006 - nil)

4 Taxation		2007 £	2006 £
Current tax			
UK corporation tax			
Adjustments in respect of prior years			
Total current tax charge (credit)			
Deferred tax			
Origination and reversal of timing differences			
Prior year items			
Total deferred tax charge (credit)			
Total taxation charge (credit)	(effective tax rate nil,(2006 nil))	-	-

Tax reconciliation

Profit on ordinary activities before taxation	4,180,195	2,980,618
Tax on profit on ordinary activities at UK corporation tax rate of 30% (2006 30%)	1,254,059	894,185
Effects of		
REIT conversion charge		
REIT exempt income and gains		
Capital allowances		
Tax losses and other timing differences		
Expenses not deductible for tax purposes	(1,485,950)	
Transfer pricing adjustments	386,173	
Group relief (claimed) surrendered for nil consideration	(154,282)	(894,185)
Adjustments in respect of prior years		
Current tax charge (credit)	-	-

Included in the tax charge is a net charge of £nil (2006 £nil) attributable to property sales

The unprovided tax which would arise on the disposal of properties at valuation after available loss relief but without recourse to tax structuring is in the region of £nil (2006 £nil)

BRITISH LAND OFFICES LIMITED

Notes to the accounts
for the year ended 31 March 2007

5 Property

	Development £	Freehold £	Long leasehold £	Short leasehold £	Total £
At valuation					
1 April 2006					
Additions					
Disposals					
Group transfers - in					
Group transfers - out					
Revaluation surplus (deficit)					
31 March 2007	-	-	-	-	-
Analysis of cost and valuation					
31 March 2007					
Cost					
Revaluation					
Net book value	-	-	-	-	-
1 April 2006					
Cost					
Revaluation					
Net book value	-	-	-	-	-

Properties were externally valued at 31 March 2007 by Knight Frank LLP, Chartered Surveyors, on the basis of Market Value in accordance with the Appraisal and Valuation Standards published by The Royal Institution of Chartered Surveyors

6 Investments

	Shares in subsidiaries £	Other investments £	Total £
At cost or directors' valuation			
1 April 2006		32,640,573	32,640,573
Additions			
Disposals			
Group Transfers - in			
Group Transfers - out		(32,619,273)	(32,619,273)
Provision for write-down			
Revaluation			
31 March 2007	-	21,300	21,300
Provision for write-down			
1 April 2006			
Provision for write-down			
Disposals			
31 March 2007	-	-	-
At cost			
31 March 2007	-	21,300	21,300
1 April 2006	-	32,640,573	32,640,573

Subsidiaries

The company transferred its 25 42% interest in The City of London Unit Trust, The Austral House Unit Trust and The Basinghall Street Unit Trust all of which operate in Jersey, Channel Islands to other companies within the group

7 Debtors	2007 £	2006 £
Current debtors (receivable within one year)		
Trade debtors		
Amounts owed by group companies - current accounts	36,799,468	
Corporation tax		
Other debtors	70,800	70,800
Prepayments and accrued income		
	36,870,268	70,800

Included in prepayments and accrued income is an amount of £nil (2006 - £nil), relating to lease incentives which are amortised over the period to the next rent review

Long-term debtors (receivable after more than one year)		
Amounts owed by group companies - Long term loans	-	-

8 Creditors due within one year	2007 £	2006 £
Trade creditors		
Amounts owed to group companies - current accounts	23,653,153	23,653,153
Corporation tax		
Other taxation and social security		
Other creditors		
Accruals and deferred income		
	23,653,153	23,653,153

Amounts owed to fellow group companies are repayable on demand with interest being charged on balances outstanding at Bank of England base rates plus a margin while the subsidiary is active and if the interest charged does not put the subsidiary in financial difficulty

9 Creditors due after one year (including borrowings)

		2007	2006
		£	£
Debentures and loans	due 1 to 2 years	-	-
	due 2 to 5 years		
	due after 5 years		
		-	-

10 Provision for liabilities

	Sinking fund	Deferred tax	Total
	£	£	£
1 April 2006			
Charged (credited) to the profit and loss account			
Released			
Utilised in year			
31 March 2007	-	-	-

Deferred tax is provided as follows	2007	2006
	£	£
Accelerated capital allowances		
Other timing differences		
	-	-

The deferred tax provision relates primarily to capital allowances claimed on plant and machinery within investment properties For the period prior to conversion to a REIT or for properties not within the REIT regime, when a property is sold and the agreed disposal value for this plant and machinery is less than original cost there is a release of the surplus part of the provision

BRITISH LAND OFFICES LIMITED

Notes to the accounts
for the year ended 31 March 2007

11 Share capital

	2007 £	2006 £
Authorised share capital		
Ordinary Shares of £1 each		
Balance as at 1 April 2006 and as at 31 March 2007 100 shares	100	100
Issued share capital - allotted, called up and fully paid		
Ordinary Shares of £1 each		
Balance as at 1 April 2006 and as at 31 March 2007 2 shares	2	2

12 Reconciliation of movements in shareholders' funds and reserves

	Share capital £	Share premium £	Revaluation reserve £	Other unrealised reserve £	Profit and loss account £	Total £
Opening shareholders' funds	2		3,071,694		5,986,530	9,058,226
Profit (loss) for the financial year					4,180,195	4,180,195
Dividends						
Share issues in the year						
Unrealised surplus (deficit) on revaluation of investment properties						
Unrealised surplus (deficit) on revaluation of investments						
Unrealised surplus (deficit) on revaluation of subsidiaries						
Realisation of prior year revaluations			(3,071,694)		3,071,694	
Taxation on the realisation of prior year revaluations						
Exchange movements on net investments						
Closing shareholders' funds	2	-	-	-	13,238,419	13,238,421

13 Capital commitments

The company had capital commitments contracted at 31 March 2007 of £nil (2006 - £nil)

14 Contingent liabilities

The company had contingent liabilities as at 31 March 2007 of £nil (2006 - £nil)

15 Related parties

The company has taken advantage of the exemption granted to 90% subsidiaries not to disclose transactions with group companies under the provisions of Financial Reporting Standard 8

16 Subsequent events

There have been no significant events since the year end

17 Immediate parent and ultimate holding company

The immediate parent company is Pillar Property Group Limited

The British Land Company PLC is the smallest and largest group for which group accounts are available and which include the company The ultimate holding company and controlling party is The British Land Company PLC, which is incorporated in Great Britain and registered in England and Wales Group accounts for this company are available on request from British Land, York House, 45 Seymour Street, London, W1H 7LX

18 Going Concern

During the current year the British Land group was restructured As a result of this all investments were transferred to another subsidiary of the Group

Due to the above the financial statements have been prepared on a basis other than that of going concern However, the financial statements do not include any adjustments which might arise from the liquidation of the company