

**SOUTH QUAY PROPERTIES LIMITED**  
**Registered Number: 2830131**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2006**



# **SOUTH QUAY PROPERTIES LIMITED**

## **FINANCIAL STATEMENTS**

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# **SOUTH QUAY PROPERTIES LIMITED**

## **THE DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2006**

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The directors present their report with the audited financial statements for the year ended 31 December 2006. This report has been prepared in accordance with the special provisions relating to small companies under section 246(4) of the Companies Act 1985.

### **BUSINESS REVIEW AND PRINCIPAL ACTIVITIES**

The company is a wholly owned subsidiary of Canary Wharf Group plc and its ultimate parent undertaking is Songbird Estates plc.

The principal activity of the company is property investment.

As shown in the company's profit and loss account, the company's profit after tax for the year was £1,587,227 (2005 £5,221,484).

The balance sheet shows the company's financial position at the year end and indicates that net liabilities were £159,136 (2005 £1,746,363). Details of amounts owed to group companies are shown in note 7.

The Canary Wharf Group (comprising Canary Wharf Group plc and its subsidiaries) manages its operations on a unified basis. For this reason, the company's directors believe that key performance indicators specific to the company are not necessary or appropriate for an understanding of the development, performance or position of its business. The performance of the Canary Wharf Group, which includes the company, is discussed in the Annual Report of Canary Wharf Group plc, which does not form part of this report.

There have been no significant events since the balance sheet date.

### **DIVIDENDS AND RESERVES**

The profit and loss account for the year ended 31 December 2006 is set out on page 6. No dividends have been paid or proposed (2005 £Nil) and the retained profit of £1,587,227 (2005 profit of £5,221,484) has been transferred to reserves.

### **FINANCIAL POSITION**

The company is in a net liability position at the year end. Canary Wharf Holdings Limited, an intermediate parent undertaking, has agreed to provide or procure adequate financial resources to allow the company to continue its operations, and has also agreed to make available any funds that may be required for the company to meet its obligations as they fall due, for a period of not less than 12 months from the date of the financial statements.

### **DIRECTORS**

The directors of the company throughout the year ended 31 December 2006 were

A P Anderson II  
G Iacobescu  
R J J Lyons

The group has in place liability insurance covering the directors and other officers of group companies.

# **SOUTH QUAY PROPERTIES LIMITED**

## **THE DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2006**

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### **DIRECTORS' INTERESTS**

Details of directors' interests in and options to subscribe for ordinary class B shares in Songbird Estates plc are disclosed in the financial statements of either of the intermediate parent companies, Canary Wharf Estate Limited or Canary Wharf Group plc, as appropriate

Other than the above, no director had any beneficial interest in the shares of the company, its parent undertakings or other group undertakings at 31 December 2006 or at any time throughout the year then ended

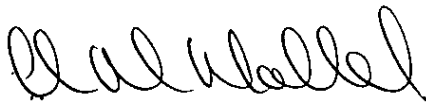
### **STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS**

Each director holding office at the date of this report has taken all the steps that he ought to have taken as a director in order to make himself aware of relevant audit information and to establish that the company's auditors are aware of that information. As far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware

### **AUDITORS**

Elective resolutions to dispense with holding annual general meetings, the laying of financial statements before the company in general meeting and the appointment of auditors annually are currently in force. The auditors, Deloitte & Touche LLP, will therefore be deemed to have been reappointed at the end of the period of 28 days, beginning the day on which copies of this report and financial statements are sent to members, unless a resolution is passed under section 393 of the Companies Act 1985 to the effect that their appointment be brought to an end

**BY ORDER OF THE BOARD**



A M Holland

Joint Secretary

13 September 2007

Registered office  
30th Floor  
One Canada Square  
Canary Wharf  
London  
E14 5AB

## **SOUTH QUAY PROPERTIES LIMITED**

### **STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS**

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The directors are responsible for preparing the Annual 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). 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,
- 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.

# **SOUTH QUAY PROPERTIES LIMITED**

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SOUTH QUAY PROPERTIES LIMITED**

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We have audited the financial statements of South Quay Properties Limited for the year ended 31 December 2006 which comprise the Profit and Loss Account, Balance Sheet and the related notes 1 to 12. 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 judgements 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.

## **SOUTH QUAY PROPERTIES LIMITED**

### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SOUTH QUAY PROPERTIES LIMITED**

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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 company's affairs as at 31 December 2006 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 LLP*

**Deloitte & Touche LLP**  
**Chartered Accountants and Registered Auditors**  
London

13 September 2007

# **SOUTH QUAY PROPERTIES LIMITED**

## **PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2006**

	<b>Note</b>	<b>Year Ended 31 December 2006 £</b>	<b>Year Ended 31 December 2005 £</b>
<b>TURNOVER</b>		<u>51,784</u>	<u>–</u>
<b>GROSS PROFIT</b>		<u>51,784</u>	<u>–</u>
Administrative expenses before exceptional items		(48,660)	(51,434)
Exceptional item			
Provision against development properties	<b>5</b>	<u>1,584,077</u>	<u>5,272,891</u>
<b>OPERATING PROFIT</b>	<b>2</b>	<u>1,587,201</u>	<u>5,221,457</u>
Interest receivable and similar income	<b>3</b>	<u>26</u>	<u>27</u>
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		<u>1,587,227</u>	<u>5,221,484</u>
Tax on profit on ordinary activities	<b>4</b>	<u>–</u>	<u>–</u>
<b>PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION FOR THE YEAR</b>	<b>9</b>	<u>1,587,227</u>	<u>5,221,484</u>

Movements in reserves are shown in Note 9 of these financial statements

All amounts relate to continuing activities in the United Kingdom

There were no recognised gains and losses for the year ended 31 December 2006 or the year ended 31 December 2005 other than those included in the profit and loss account

The notes on pages 8 to 12 form an integral part of these financial statements



# SOUTH QUAY PROPERTIES LIMITED

## BALANCE SHEET AS AT 31 DECEMBER 2006

	Note	31 December 2006 £	31 December 2005 £
<b>FIXED ASSETS</b>			
Tangible assets	5	21,743,099	17,660,909
<b>CURRENT ASSETS</b>			
Debtors	6	463	4,189
Cash at bank		1,862	1,836
		2,325	6,025
<b>CREDITORS: Amounts falling due within one year</b>	7	(21,904,560)	(19,413,297)
<b>NET CURRENT LIABILITIES</b>		(21,902,235)	(19,407,272)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		(159,136)	(1,746,363)
<b>NET LIABILITIES</b>		(159,136)	(1,746,363)
<b>CAPITAL AND RESERVES</b>			
Called-up share capital	8	1	1
Profit and loss account	9	(159,137)	(1,746,364)
<b>SHAREHOLDER'S DEFICIT</b>	10	(159,136)	(1,746,363)

The notes on pages 8 to 12 form an integral part of these financial statements

APPROVED BY THE BOARD ON 13 SEPTEMBER 2007 AND SIGNED ON ITS BEHALF  
BY



R J J LYONS  
DIRECTOR

# **SOUTH QUAY PROPERTIES LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2006**

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### **1. PRINCIPAL ACCOUNTING POLICIES**

A summary of the principal accounting policies of the company, all of which have been applied consistently throughout the year and the preceding year, is set out below

#### **Accounting convention**

The financial statements have been prepared under the historical cost convention, and in accordance with applicable United Kingdom law and accounting standards

In accordance with the provisions of FRS 1 (Revised) the company is exempt from the requirements to prepare a cash flow statement, as it is a wholly-owned subsidiary of Canary Wharf Group plc, which has prepared a consolidated cash flow statement

#### **Interest receivable and interest payable**

Interest receivable and payable are recognised in the period in which they fall due

#### **Development properties**

Properties held for development are held at cost, subject to provision for diminution in value

#### **Debt**

Debt instruments are stated initially at the amount of the net proceeds. The finance costs of such debt instruments are allocated to periods over the term of the debt at a constant rate on the carrying amount. The carrying amount is increased by the finance cost in respect of the reporting period and reduced by payments made in respect of the debt of that period. Finance costs are charged to the profit and loss account.

### **2. OPERATING PROFIT**

Operating profit is stated after charging

	Year Ended 31 December 2006 £	Year Ended 31 December 2005 £
Remuneration of the auditors		
Audit fees	—	3,200

None of the directors received any emoluments in respect of their services to the company during the year or the prior year

No staff were employed by the company during the year or the prior year

### **3. INTEREST RECEIVABLE AND SIMILAR INCOME**

	Year Ended 31 December 2006 £	Year Ended 31 December 2005 £
Bank interest receivable	26	27

# **SOUTH QUAY PROPERTIES LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2006**

### **4. TAXATION**

	Year Ended 31 December 2006 £	Year Ended 31 December 2005 £
Current tax		
UK Corporation tax (see below)	—	—
Tax reconciliation		
Profit on ordinary activities before tax	<u>1,587,227</u>	<u>5,221,484</u>
Tax on profit on ordinary activities at UK corporation tax rate of 30%	476,168	1,566,445
Effects of		
Items not chargeable to tax	(475,223)	(1,581,867)
Tax losses and other timing differences	<u>(945)</u>	<u>15,422</u>
Current tax charge for the year	<u>—</u>	<u>—</u>

No provision for corporation tax has been made since the profit for the year will be covered by the group relief expected to be made available to the company by other companies in the group. No charge will be made by other group companies for the surrender of group relief. It is anticipated that group relief and other tax reliefs will impact on future tax charges. There is no unprovided deferred taxation.

# **SOUTH QUAY PROPERTIES LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2006**

### **5. TANGIBLE FIXED ASSETS**

	<b>Development Properties</b>
	<b>£</b>
<b>COST</b>	
At 1 January 2006	19,244,986
Additions	2,498,113
<b>At 31 December 2006</b>	<u>21,743,099</u>
<b>PROVISION</b>	
At 1 January 2006	1,584,077
Movement for the year	(1,584,077)
<b>At 31 December 2006</b>	<u>–</u>
<b>NET BOOK VALUE</b>	
<b>At 31 December 2006</b>	<u>21,743,099</u>
At 31 December 2005	<u>17,660,909</u>

Development properties are stated at cost less a provision to reduce the carrying value to net realisable value. In assessing the estimated net realisable value of development properties as at 31 December 2005 the directors consulted with the company's external property advisors, Savills Commercial Limited, Chartered Surveyors, and CB Richard Ellis, Surveyors and Valuers. The external valuation resulted in the reduction in the provision of £1,584,077 (2005 £5,272,891), which has been taken to the profit and loss account and treated as an exceptional item. This did not give rise to deferred tax.

### **6. DEBTORS**

	31 December 2006	31 December 2005
	£	£
Amount owed by parent undertaking	1	1
Prepayments and accrued income	462	4,188
	<u>463</u>	<u>4,189</u>

# **SOUTH QUAY PROPERTIES LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2006**

### **7. CREDITORS: Amounts falling due within one year**

	31 December 2006 £	31 December 2005 £
Trade creditors	11,866	—
Loan from parent undertaking	16,872,106	16,872,106
Amount owed to fellow subsidiary undertaking	5,006,144	2,539,311
Accruals and deferred income	14,444	1,880
	<u>21,904,560</u>	<u>19,413,297</u>

The loan from the parent undertaking bears interest at a rate linked to LIBOR, subject to certain caps, and is repayable on demand

### **8. CALLED-UP SHARE CAPITAL**

#### **Authorised share capital:**

	31 December 2006 £	31 December 2005 £
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>

#### **Allotted, called up and fully paid:**

	31 December 2006 £	31 December 2005 £
1 Ordinary share of £1	<u>1</u>	<u>1</u>

### **9. RESERVES**

	<b>Profit and loss account £</b>
At 1 January 2006	(1,746,364)
Profit for the year	1,587,227
At 31 December 2006	<u>(159,137)</u>

# **SOUTH QUAY PROPERTIES LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2006**

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### **10. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' DEFICIT**

	31 December 2006 £	31 December 2005 £
Opening shareholders' deficit	(1,746,363)	(6,967,847)
Profit for the year	1,587,227	5,221,484
Closing shareholders' deficit	<u>(159,136)</u>	<u>(1,746,363)</u>

### **11. CAPITAL COMMITMENTS**

As at 31 December 2006 the company had given a fixed charge over its freehold and leasehold property interests in connection with agreements for the acquisition of those interests

### **12. RELATED PARTIES**

The company's immediate parent undertaking is Canary Wharf Holdings Limited and its ultimate parent undertaking is Songbird Estates plc. Both companies are registered in England and Wales.

As at 31 December 2006, Songbird Estates plc was the parent company of the largest group of which the company is a member and Canary Wharf Group plc was the parent undertaking of the smallest group of which the company is a member. Copies of the financial statements of Songbird Estates plc and Canary Wharf Group plc may be obtained from the Company Secretary, One Canada Square, Canary Wharf, London E14 5AB.

The directors have taken advantage of the exemption in paragraph 3(c) of FRS8 allowing the company not to disclose related party transactions with respect to other group companies.