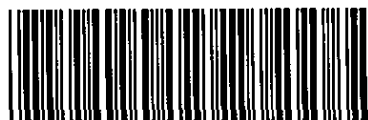


SOUTH QUAY PROPERTIES LIMITED
Registered Number: 2830131

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2009**

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SOUTH QUAY PROPERTIES LIMITED

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SOUTH QUAY PROPERTIES LIMITED

THE DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2009

The directors present their report with the audited financial statements for the year ended 31 December 2009. This report has been prepared in accordance with the special provisions relating to small companies under section 415A of the Companies Act 2006.

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 loss after tax for the year was £31,622 (2008 £362,126).

The balance sheet shows the company's financial position at the year end and indicates that net liabilities were £647,837 (2008 £616,215). Details of amounts owed to group companies are shown in Note 7.

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 2009 is set out on page 6. No dividends have been paid or proposed (2008 £Nil) and the retained loss of £31,622 (2008 loss of £362,126) has been transferred from reserves.

GOING CONCERN

The company's business activities, together with the factors likely to affect its future development, performance and position, are set out in this Directors' Report. The finances of the company and its liquidity position and borrowings are, where appropriate, also described in this report.

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

Having made the requisite enquiries, the directors have a reasonable expectation that the company will have adequate resources to continue its operations for the foreseeable future. Accordingly they continue to adopt the going concern basis in preparing the financial statements.

SOUTH QUAY PROPERTIES LIMITED

THE DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2009

DIRECTORS

The directors of the company throughout the year ended 31 December 2009 were

A P Anderson II
G Iacobescu
R J J Lyons

The company provides an indemnity to all directors (to the extent permitted by law) in respect of liabilities incurred as a result of their office. The company also has in place liability insurance covering the directors and officers of the company. Both the indemnity and insurance were in force during the year ended 31 December 2009 and at the time of the approval of this Directors' Report. Neither the indemnity nor the insurance provide cover in the event that the director is proven to have acted dishonestly or fraudulently.

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.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418(2) of the Companies Act 2006.

BY ORDER OF THE BOARD


J R Garwood

Company Secretary

12 August 2010

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

Registered Number 2830131

SOUTH QUAY PROPERTIES LIMITED

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

The directors are responsible for preparing the 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). 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 estimates that are reasonable and prudent,
- state whether applicable 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 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.

SOUTH QUAY PROPERTIES LIMITED

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

We have audited the financial statements of South Quay Properties Limited for the year ended 31 December 2009 which comprise the Profit and Loss Account, Balance Sheet and the related Notes 1 to 12. 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 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

As explained more fully in the Directors' Responsibilities Statement, 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 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 (APB'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.

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 December 2009 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 the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

SOUTH QUAY PROPERTIES LIMITED

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

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, or the directors were not entitled to take advantage of the small companies exemption in preparing the directors' report



Richard Muschamp (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditors
London, UK

12 August 2010

SOUTH QUAY PROPERTIES LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2009

		Year Ended 31 December 2009 £	Year Ended 31 December 2008 £
	Note		
TURNOVER		21,583	30,595
Cost of sales		(24)	—
GROSS PROFIT		21,559	30,595
Administrative expenses		(53,182)	(392,757)
OPERATING LOSS	2	(31,623)	(362,162)
Interest receivable and similar income	3	1	36
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(31,622)	(362,126)
Tax on loss on ordinary activities	4	—	—
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION FOR THE YEAR	9	(31,622)	(362,126)

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 2009 or the year ended 31 December 2008 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 2009

	Note	31 December 2009 £	31 December 2008 £
FIXED ASSETS			
Tangible assets	5	57,175,596	35,625,345
CURRENT ASSETS			
Debtors	6	22,394	3,445
Cash at bank		1,946	1,934
		24,340	5,379
CREDITORS: Amounts falling due within one year	7	(57,847,773)	(36,246,939)
NET CURRENT LIABILITIES		(57,823,433)	(36,241,560)
TOTAL ASSETS LESS CURRENT LIABILITIES		(647,837)	(616,215)
NET LIABILITIES		(647,837)	(616,215)
CAPITAL AND RESERVES			
Called-up share capital	8	1	1
Profit and loss account	9	(647,838)	(616,216)
SHAREHOLDER'S DEFICIT	10	(647,837)	(616,215)

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

APPROVED BY THE BOARD ON 12 AUGUST 2010 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 2009

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 accounting standards. The financial statements have been prepared on the going concern basis as described in the Directors' Report.

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.

Turnover

Turnover represents rents receivable net of VAT and is recognised on an accruals basis in the period in which the rents become due.

Interest receivable and interest payable

Interest receivable and payable are recognised on an accruals basis 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. Development properties which are to be retained are transferred to investment properties when development is complete and revalued at each balance sheet date.

Trade and other debtors

Debtors are recognised initially at fair value. A provision for impairment is established where there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the debtor concerned.

Trade and other creditors

Trade and other creditors are stated at cost.

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.

SOUTH QUAY PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2009

Taxation

Current tax is provided at amounts expected to be paid or recovered using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date. The company is part of a UK group for group relief purposes and accordingly may take advantage of the group relief provisions whereby current taxable profits can be offset by current tax losses arising in other companies in that group. The group's policy is that no payment will be made for tax losses surrendered under the group relief provisions.

2. OPERATING LOSS

Operating loss is stated after charging

	Year Ended 31 December 2009 £	Year Ended 31 December 2008 £
Remuneration of the auditors		
Audit fees for the audit of the company	2,000	2,000

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 2009 £	Year Ended 31 December 2008 £
Bank interest receivable	1	36

4. TAXATION

	Year Ended 31 December 2009 £	Year Ended 31 December 2008 £
Current tax		
UK Corporation tax (see below)	—	—
Tax reconciliation		
Loss on ordinary activities before tax	(31,622)	(362,126)
Tax on loss on ordinary activities at UK corporation tax rate of 28% (2008: 28.5%)	(8,854)	(103,206)
Effects of		
Tax losses and other timing differences	8,854	103,206
Current tax charge for the year	—	—

SOUTH QUAY PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2009

The tax rate for the prior year of 28.5% was calculated by reference to the current corporation tax rate of 28% which was in effect for the final three quarters of that year and the previous rate of 30% which was in effect for the first quarter of that year

No provision for taxation has been made in view of the tax loss for the year. It is anticipated that tax losses will impact on future tax charges. There is no unprovided deferred taxation

5. TANGIBLE FIXED ASSETS

	Development Properties
	£
COST	
At 1 January 2009	35,625,345
Additions	21,550,251
At 31 December 2009	<u>57,175,596</u>
 NET BOOK VALUE	
At 31 December 2009	<u>57,175,596</u>
At 31 December 2008	<u>35,625,345</u>

Development properties are stated at the lower of cost and net realisable value. In assessing the estimated net realisable value of development properties as at 31 December 2009 the directors consulted with the company's external property advisors, Savills Commercial Limited, Chartered Surveyors, and CB Richard Ellis, Surveyors and Valuers

6. DEBTORS

	31 December 2009	31 December 2008
	£	£
Trade debtors	5	–
Amount owed by parent undertaking	1	1
Amounts owed by fellow subsidiary undertakings	36	31
Prepayments and accrued income	22,352	3,413
	<u>22,394</u>	<u>3,445</u>

SOUTH QUAY PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2009

7. CREDITORS: Amounts falling due within one year

	31 December 2009 £	31 December 2008 £
Trade creditors	10,848	26,822
Loan from fellow subsidiary undertaking	16,872,106	16,872,106
Amounts owed to fellow subsidiary undertakings	38,226,993	11,690,886
Accruals and deferred income	2,737,826	7,657,125
	<u>57,847,773</u>	<u>36,246,939</u>

The loan from a fellow subsidiary undertaking bears interest at 10%, subject to certain caps, and is repayable on demand

8. CALLED-UP SHARE CAPITAL

Authorised share capital:

	31 December 2009 £	31 December 2008 £
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>

Allotted, called up and fully paid:

	31 December 2009 £	31 December 2008 £
1 Ordinary share of £1	<u>1</u>	<u>1</u>

9. RESERVES

	Profit and loss account £
At 1 January 2009	(616,216)
Loss for the year	(31,622)
At 31 December 2009	<u>(647,838)</u>

SOUTH QUAY PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2009

10. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' DEFICIT

	31 December 2009 £	31 December 2008 £
Opening shareholders' deficit	(616,215)	(254,089)
Loss for the year	(31,622)	(362,126)
Closing shareholders' deficit	<u>(647,837)</u>	<u>(616,215)</u>

11. CONTINGENT LIABILITIES AND FINANCIAL COMMITMENTS

As at 31 December 2009 the company had given fixed charges over its property interests to secure contingent consideration which may become payable to the previous owner of the freehold in the event that the development undertaken exceeds certain thresholds

12. ULTIMATE PARENT UNDERTAKING AND RELATED PARTY TRANSACTIONS

The company's immediate parent undertaking is Canary Wharf Holdings Limited

As at 31 December 2009, the smallest group of which the company is a member and for which group financial statements are drawn up is the consolidated financial statements of Canary Wharf Group plc. The largest group of which the company is a member for which group financial statements are drawn up is the consolidated financial statements of Songbird Estates plc, the ultimate parent undertaking and controlling party. Copies of the financial statements of both companies 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 FRS 8 allowing the company not to disclose related party transactions with respect to other group companies