

Company registration number: 2850465

DEVELOPMENT SECURITIES (PROJECTS) LIMITED

Annual report and financial statements

for the year ended 31 December 2009



DEVELOPMENT SECURITIES (PROJECTS) LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2009

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DEVELOPMENT SECURITIES (PROJECTS) LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2009

OFFICERS AND PROFESSIONAL ADVISORS

DIRECTORS

M H Marx
R C McCubbine
C J Barwick
W K Kumar
J S Hesketh
D P Enticknap
D A K Trench
P R Patenall
L W Martin
D P Redstone
G Prothero
M S Weiner

COMPANY SECRETARY

S A Lanes

REGISTERED OFFICE

Portland House
Bressenden Place
London
SW1E 5DS

BANKERS

Barclays Bank PLC
50 Pall Mall
London
SW1A 1QB

SOLICITORS

Linklaters LLP
1 Silk Street
London
EC2Y 8HQ

INDEPENDENT AUDITORS

PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
1 Embankment Place
London
WC2N 6RH

DEVELOPMENT SECURITIES (PROJECTS) LIMITED

DIRECTORS' REPORT for the year ended 31 December 2009

The directors present their annual report and the audited financial statements of the company for the year ended 31 December 2009

The company registration number is 2850465

PRINCIPAL ACTIVITIES AND REVIEW OF THE BUSINESS

The company's principal activity during the year and for the foreseeable future is that of an investment holding company for a group of companies engaged in property development and trading. The directors do not foresee any changes to the future activities of the company.

RESULTS AND DIVIDENDS

The company's profit for the financial year is £nil (2008 £5,000,000). The directors do not recommend the payment of a dividend (2008 £5,000,000).

DIRECTORS

The directors who held office throughout the year and up to the date of signing the financial statements were as follows:

M H Marx
R H Pearce (resigned 27 January 2010)
R C McCubbine
C J Barwick
W K Kumar
J S Hesketh
D P Enticknap
D A K Trench
P R Patenall
L W Martin
A J A Sack (resigned 1 April 2010)
D P Redstone
G Prothero
M S Weiner

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

The company maintains directors' and officers' liability insurance, which is reviewed annually and is considered to be adequately insured. Such qualifying third party indemnity provisions remain in place at the date of approving the directors' report.

PRINCIPAL RISKS AND UNCERTAINTIES

The management of the business and the execution of the company's strategy are subject to a number of risks. The company is a member of the Development Securities PLC group of companies. Further discussion of the risks and uncertainties, in the context of the group as a whole, is provided in the group's annual report which does not form part of this report.

KEY PERFORMANCE INDICATORS ("KPIs")

The directors of the Development Securities PLC manage the group's operations on a group basis. For this reason, the company's directors believe that an analysis using KPIs for the company is not necessary or appropriate for an understanding of the development, performance or position of the business of the company. The development, performance and position of the group is discussed in the group's annual report which does not form part of this report.

DEVELOPMENT SECURITIES (PROJECTS) LIMITED

DIRECTORS' REPORT

for the year ended 31 December 2009 (continued)

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ANNUAL 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 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).

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ANNUAL REPORT AND THE FINANCIAL STATEMENTS (continued)

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, 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 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.

DISCLOSURE OF INFORMATION TO AUDITORS

In the case of each director in office at the date the directors' report is approved, the following applies

- (a) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- (b) he 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, PricewaterhouseCoopers LLP have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the annual general meeting.

Approved by the board of directors
and signed by order of the board



M H Marx

Director

23 September 2010

DEVELOPMENT SECURITIES (PROJECTS) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF DEVELOPMENT SECURITIES (PROJECTS) LIMITED

We have audited the financial statements of Development Securities (Projects) Limited for the year ended 31 December 2009 which comprise the profit and loss account, the balance sheet and the related notes. 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).

Respective responsibilities of directors and auditors

As explained more fully in the directors' responsibilities statement set out on pages 2 and 3, 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 Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 result 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 Companies Act 2006

Opinion on other matter 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.

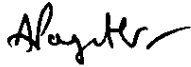
DEVELOPMENT SECURITIES (PROJECTS) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF DEVELOPMENT SECURITIES (PROJECTS) LIMITED (continued)

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



Andrew Paynter (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
23rd September 2010

DEVELOPMENT SECURITIES (PROJECTS) LIMITED

PROFIT AND LOSS ACCOUNT for the year ended 31 December 2009

	Note	2009 £	2008 £
Investment income		<u>-</u>	<u>5,000,000</u>
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2	-	5,000,000
Tax on profit on ordinary activities	3	<u>-</u>	<u>-</u>
PROFIT FOR THE FINANCIAL YEAR	9	<u><u>-</u></u>	<u><u>5,000,000</u></u>

All amounts relate to continuing activities

There is no material difference between the profit on ordinary activities before taxation and the profit for the years stated above and their historical cost equivalents

The company has no recognised gains and losses other than those included in the profit and loss account above and therefore no separate statement of total recognised gains and losses is presented

DEVELOPMENT SECURITIES (PROJECTS) LIMITED

BALANCE SHEET as at 31 December 2009

	Note	2009 £	2008 £
FIXED ASSETS			
Investments	5	<u>4,848,765</u>	<u>4,848,765</u>
CURRENT ASSETS			
Debtors	6	43,028,592	43,028,592
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	7	<u>(44,470,069)</u>	<u>(44,470,069)</u>
NET CURRENT LIABILITIES		(1,441,477)	(1,441,477)
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>3,407,288</u>	<u>3,407,288</u>
NET ASSETS		<u>3,407,288</u>	<u>3,407,288</u>
CAPITAL AND RESERVES			
Called up share capital	8	2,000,000	2,000,000
Profit and loss account	9	<u>1,407,288</u>	<u>1,407,288</u>
TOTAL SHAREHOLDERS' FUNDS	9	<u>3,407,288</u>	<u>3,407,288</u>

These financial statements on pages 6 to 11 were approved by the board of directors on **23** September 2010

Signed on behalf of the board of directors


M H Marx
Director

DEVELOPMENT SECURITIES (PROJECTS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2009

1 ACCOUNTING POLICIES

Basis of preparation

These financial statements are prepared in accordance with the Companies Act 2006, and in accordance with applicable United Kingdom law and accounting standards and under the historical cost convention. The accounting policies adopted are consistent with the prior year.

Going concern

The directors believe that preparing the accounts on the going concern basis is appropriate due to the continued financial support of the ultimate parent company Development Securities PLC. The directors have received confirmation that Development Securities PLC intends to support the company such that it can meet its liabilities as they fall due and will not recall amounts owed to it for at least one year after these financial statements are signed.

Consolidated financial statements

The financial statements present information about the company as an individual undertaking and not as a group. Under the exemption provided by Financial Reporting Standard number 2, consolidated financial statements are not prepared as the company is itself a wholly owned subsidiary of Development Securities PLC, a company registered in England and Wales which prepares consolidated financial statements in which the results of the company and its subsidiaries are included and which are publicly available.

Cash flow statement and related party disclosures

The company is a wholly-owned subsidiary of Development Securities PLC and is included in the consolidated financial statements of Development Securities PLC, which are publicly available. Consequently, the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard number 1 "Cash flow statements" (revised 1996). The company is also exempt under the terms of Financial Reporting Standard number 8 "Related party disclosures" from disclosing related party transactions with entities that are part of the Development Securities PLC group.

Investments in subsidiaries

The shares in subsidiaries shown in the balance sheet of the company are included at cost less any deficits arising from diminutions in value considered to be permanent, which are charged to the profit and loss account.

Taxation

Current tax, including United Kingdom corporation tax and foreign tax where applicable, is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax, at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax is not provided on timing differences arising from the revaluation of fixed assets where there is no binding contract to dispose of these assets. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

DEVELOPMENT SECURITIES (PROJECTS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2009 (continued)

2 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

None of the directors received any emoluments in respect of qualifying services provided to the company during the year (2008 £nil) Directors are remunerated from Development Securities PLC

The auditors' remuneration of £2,500 (2008 £2,210), for the current and preceding financial year has been borne by Development Securities PLC, the ultimate parent company

The company does not have any employees (2008 none)

3 TAX ON PROFIT ON ORDINARY ACTIVITIES

Tax charge

There is no tax charge in the current year (2008 £nil)

The tax assessed for the year is the same as (2008 lower than) the standard rate of corporation tax in the United Kingdom of 28% (2008 28.5%) The differences are explained below

Factors affecting the current tax charge for the year

	2009 £	2008 £
Profit on ordinary activities before taxation	-	5,000,000
Profit on ordinary activities multiplied by the standard rate in the United Kingdom 28% (2008 28.5%)	-	1,425,000
Effect of Intercompany dividend not taxable	-	(1,425,000)
	-	-

4 DIVIDENDS

	2009 £	2008 £
Equity - Ordinary		
Interim paid £nil (2008 £2.5 per £1 share)	-	5,000,000

DEVELOPMENT SECURITIES (PROJECTS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2009 (continued)

5 INVESTMENTS

Shares in
subsidiary
undertakings
£

At 1 January and 31 December 2009

4,848,765

The above represent a direct 100% holding in the ordinary shares and voting rights of

DS Property Developments Limited
DS (Development Co-ordination) Limited
Development Securities Properties (Wales) Limited
Birmingham International Park (2000) Limited
Birmingham International Park Limited
Cambourne Business Park Limited
Development Securities (Paddington) Limited
The Royals Business Park Limited
Capital Business Parks Developments Limited
Capital Business Parks Limited (dissolved 9 March 2010)
Capital Business Parks Frimley Limited
Capital Business Parks Globeside Limited
Development Securities (Black Friars Court) Limited (dissolved 9 March 2010)
Development Securities (Bond Street) Limited
Elvington Properties Limited (dissolved 9 March 2010)
Development Securities (10 St Bride Street) Limited
Development Securities (Curzon Park) Limited
Blue Living (Pincent's Hill) Limited
Development Securities (No 42) Limited
Development Securities (No 44) Limited

The companies are engaged in property development and trading and are incorporated in Great Britain and registered in England and Wales

6 DEBTORS

2009 2008
£ £

Amounts owed by group undertakings 43,028,592 43,028,592

There is neither a set date nor terms for repayment of the unsecured amounts owed by group undertakings and interest is not charged on these balances

DEVELOPMENT SECURITIES (PROJECTS) LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 December 2009 (continued)

7 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2009 £	2008 £
Amounts owed to ultimate parent undertaking	44,469,987	44,469,987
Amounts owed to group undertakings	<u>82</u>	<u>82</u>
	<u>44,470,069</u>	<u>44,470,069</u>

There is neither a set date nor terms for repayment of the unsecured amounts owed to parent undertaking and to unsecured amounts owed to group undertakings and interest is not charged on these balances

8 CALLED UP SHARE CAPITAL

	2009 £	2008 £
Authorised:		
2,000,000 ordinary shares of £1 each	<u>2,000,000</u>	<u>2,000,000</u>
Allotted and fully paid:		
2,000,000 ordinary shares of £1 each	<u>2,000,000</u>	<u>2,000,000</u>

9 RECONCILIATION OF TOTAL SHAREHOLDERS' FUNDS AND MOVEMENT ON RESERVES

	Called up share capital £	Profit and loss account £	Total shareholders' funds £
At 1 January and 31 December 2009	<u>2,000,000</u>	<u>1,407,288</u>	<u>3,407,288</u>

10 ULTIMATE AND IMMEDIATE CONTROLLING PARTY

The ultimate parent, controlling party and parent company of the smallest and largest group of undertakings of which Development Securities (Projects) Limited is a member and for which consolidated financial statements are produced is Development Securities PLC. Copies of the Development Securities PLC annual report and consolidated financial statements can be obtained from Portland House, Bressenden Place, London SW1E 5DS