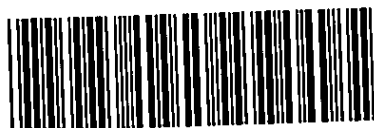


**CWCB FINANCE LEASING (DS7B) LIMITED**  
**Registered Number: 3025274**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR ENDED 31 DECEMBER 2008**

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# **CWCB FINANCE LEASING (DS7B) LIMITED**

## **FINANCIAL STATEMENTS**

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# **CWCB FINANCE LEASING (DS7B) LIMITED**

## **THE DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2008**

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The directors present their report with the audited financial statements for the year ended 31 December 2008. 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 during the year was to act as a leasing company.

As shown in the company's profit and loss account, the company's loss after tax for the year was £5,500,640 (2007: profit of £774,846).

The balance sheet shows the company's financial position at the year end and indicates that net liabilities were £25,028,153 (2007: £19,527,513). 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 2008 is set out on page 7. No dividends have been paid or proposed (2007: £Nil) and the retained loss of £5,500,640 (2007: profit of £774,846) 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, an intermediate 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.

# **CWCB FINANCE LEASING (DS7B) LIMITED**

## **THE DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2008**

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### **DIRECTORS**

The directors of the company throughout the year ended 31 December 2008 were:

M D Precious

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. Neither the indemnity or the insurance provide cover in the event that the director is proven to have acted dishonestly or fraudulently.

### **PRINCIPAL RISKS AND UNCERTAINTIES**

As a member of the Canary Wharf Group the key risks facing the company include the property market upheaval, financing risk and concentration risk.

#### **Property Market Upheaval**

The valuation of Canary Wharf Group's assets is subject to many external economic and market factors which are cyclical in nature. The unprecedented turmoil in the financial markets has been reflected in the property market by such factors as the oversupply of available space in the office market, a recent significant decline in tenant demand for space in London and a change in the market perception of property as an investment resulting in a negative impact on property valuations in general. Such issues are kept under constant review so that the company as part of the Canary Wharf Group can react appropriately. The impact of the ongoing upheaval in the property and financial markets continues to be closely monitored.

#### **Financing Risk**

The broader economic cycle inevitably leads to movements in inflation, interest rates and bond yields. The company finances its operations largely through surplus cash and intercompany finance. The terms of the company's borrowings are summarised in Note 7.

The unprecedented turmoil in the financial markets has resulted in an unusually pronounced negative impact on the real estate market. In the current difficult economic environment there is an increased risk that further softening of yields could put pressure on the loan to value covenants in the facilities of Canary Wharf Group.

#### **Concentration Risk**

The majority of Canary Wharf Group's real estate assets, including the assets of the company, are currently located on or adjacent to the Canary Wharf Estate, with tenants that are mainly linked to the financial services industry. Wherever possible steps are taken to mitigate or avoid material consequences arising from this concentration.

The principal risks facing the Canary Wharf Group are discussed in the Annual Report of Canary Wharf Group plc, which does not form part of this report.

# **CWCB FINANCE LEASING (DS7B) LIMITED**

## **THE DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2008**

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### **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 234ZA of the Companies Act 1985.

BY ORDER OF THE BOARD



.....Company Secretary  
J R Garwood

17 July 2009

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

## **CWCB FINANCE LEASING (DS7B) LIMITED**

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

---

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 results of the company for the year then ended. 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 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.

# **CWCB FINANCE LEASING (DS7B) LIMITED**

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CWCB FINANCE LEASING (DS7B) LIMITED**

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We have audited the financial statements of CWCB Finance Leasing (DS7B) Limited for the year ended 31 December 2008 which comprise the Profit and Loss Account, Balance Sheet and the related Notes 1 to 13. 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.

# **CWCB FINANCE LEASING (DS7B) LIMITED**

## **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CWCB FINANCE LEASING (DS7B) 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 state of the company's affairs as at 31 December 2008 and of its loss 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 LLP*

**Deloitte LLP**  
**Chartered Accountants and Registered Auditors**  
London, UK

17 July 2009



# CWCB FINANCE LEASING (DS7B) LIMITED

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2008

		Year Ended 31 December 2008 £	Year Ended 31 December 2007 £
	Note		
<b>TURNOVER</b>		190,587	190,587
Cost of sales		(190,587)	(190,587)
<b>GROSS PROFIT</b>		—	—
<b>OPERATING PROFIT</b>	2	—	—
Interest receivable and similar income	3	8,396,984	8,328,691
Interest payable and similar charges	4	(8,396,984)	(8,328,691)
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		—	—
Tax on profit on ordinary activities	5	(5,500,640)	774,846
<b>(LOSS)/PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION FOR THE YEAR</b>	10	(5,500,640)	774,846

Movements in reserves are shown in Note 10 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 2008 or the year ended 31 December 2007 other than those included in the profit and loss account.

The Notes on pages 9 to 13 form an integral part of these financial statements.

# CWCB FINANCE LEASING (DS7B) LIMITED

## BALANCE SHEET AS AT 31 DECEMBER 2008

	Note	31 December 2008 £	31 December 2007 £
<b>CURRENT ASSETS</b>			
Debtors	6		
Amounts falling due after one year		112,203,288	112,277,086
Amounts falling due within one year		381,174	190,587
		<u>112,584,462</u>	<u>112,467,673</u>
<b>CREDITORS: Amounts falling due within one year</b>	7	<u>(112,433,400)</u>	<u>(112,316,611)</u>
<b>NET CURRENT ASSETS</b>		<u>151,062</u>	<u>151,062</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>151,062</u>	<u>151,062</u>
Provisions for liabilities	8	<u>(25,179,215)</u>	<u>(19,678,575)</u>
<b>NET LIABILITIES</b>		<u>(25,028,153)</u>	<u>(19,527,513)</u>
<b>CAPITAL AND RESERVES</b>			
Called-up share capital	9	1,000	1,000
Profit and loss account	10	<u>(25,029,153)</u>	<u>(19,528,513)</u>
<b>SHAREHOLDER'S DEFICIT</b>	11	<u>(25,028,153)</u>	<u>(19,527,513)</u>

The Notes on pages 9 to 13 form an integral part of these financial statements.

APPROVED BY THE BOARD ON 17 JULY 2009 AND SIGNED ON ITS BEHALF BY:



R J J LYONS  
DIRECTOR

# **CWCB FINANCE LEASING (DS7B) LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008**

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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 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.

#### **Taxation**

Current tax is provided at amounts expected to be paid or recovered using the tax rates and laws that have been enacted or substantially 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.

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

Under FRS 19 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. 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.

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.

# CWCB FINANCE LEASING (DS7B) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008

Deferred tax is measured on a discounted basis to reflect the time value of money over the period between the balance sheet date and the dates on which it is estimated that the timing differences will reverse, or where the timing differences are not expected to reverse, a period not exceeding 50 years. Discount rates of 2.1% to 2.2% have been adopted reflecting the post-tax yield to maturity that can be obtained on government bonds with similar maturity dates and currencies to those of the deferred tax assets or liabilities.

### 2. OPERATING PROFIT

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.

Auditors' remuneration of £500 (2007: £500) for the audit of the company has been borne by another group undertaking.

### 3. INTEREST RECEIVABLE AND SIMILAR INCOME

	Year Ended 31 December 2008 £	Year Ended 31 December 2007 £
Finance lease income from fellow subsidiary undertaking	<u>8,396,984</u>	<u>8,328,691</u>

### 4. INTEREST PAYABLE AND SIMILAR CHARGES

	Year Ended 31 December 2008 £	Year Ended 31 December 2007 £
Interest payable to group undertakings	<u>8,396,984</u>	<u>8,328,691</u>

# CWCB FINANCE LEASING (DS7B) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008

### 5. TAXATION

	Year Ended 31 December 2008 £	Year Ended 31 December 2007 £
Current tax:		
UK Corporation tax (see below)	<u>—</u>	<u>—</u>
Deferred tax:		
Net effect of discount	5,513,573	576,990
Effect of changes in future tax rates	—	(1,405,613)
Origination and reversal of timing differences	<u>(12,933)</u>	<u>53,777</u>
Total deferred tax (Note 8)	<u>5,500,640</u>	<u>(774,846)</u>

No charge for taxation has been made since the company recorded neither a profit or a loss, for tax purposes, for the year. It is anticipated that group relief and other reliefs will impact on future tax charges. There is no unprovided deferred taxation.

### 6. DEBTORS

	31 December 2008 £	31 December 2007 £
Due within one year:		
Amount owed by fellow subsidiary undertaking	<u>381,174</u>	<u>190,587</u>
Due in more than one year:		
Finance Lease receivables	<u>112,203,288</u>	<u>112,277,086</u>

The amount at which finance lease debtors are stated comprises:

	31 December 2008 £	31 December 2007 £
At 1 January	112,277,086	112,208,161
Finance lease rents received	(8,470,782)	(8,259,766)
Finance lease income	<u>8,396,984</u>	<u>8,328,691</u>
At 31 December	<u>112,203,288</u>	<u>112,277,086</u>

The company's finance lease receivables are from a fellow subsidiary undertaking.

# CWCB FINANCE LEASING (DS7B) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008

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

	31 December 2008 £	31 December 2007 £
Loan from fellow subsidiary undertaking	112,052,226	112,126,024
Amount owed to fellow subsidiary undertaking	381,174	190,587
	<u>112,433,400</u>	<u>112,316,611</u>

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

### 8. DEFERRED TAXATION

	31 December 2008 £	31 December 2007 £
Accelerated capital allowances	31,418,321	31,438,984
Undiscounted deferred tax liability	31,418,321	31,438,984
Discount	(6,239,106)	(11,760,409)
Discounted deferred tax liability	<u>25,179,215</u>	<u>19,678,575</u>
Brought forward	19,678,575	20,453,421
Deferred tax charge/(credit) in profit and loss account for the period	5,500,640	(774,846)
Carried forward	<u>25,179,215</u>	<u>19,678,575</u>

### 9. CALLED-UP SHARE CAPITAL

#### Authorised share capital:

	31 December 2008 £	31 December 2007 £
9,800,900 Ordinary shares of £1 each	<u>9,800,900</u>	<u>9,800,900</u>

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

	31 December 2008 £	31 December 2007 £
1,000 Ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>

# CWCB FINANCE LEASING (DS7B) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2008

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### 10. RESERVES

	Profit and loss account £
At 1 January 2008	(19,528,513)
Loss for the year	(5,500,640)
At 31 December 2008	<u>(25,029,153)</u>

### 11. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' DEFICIT

	31 December 2008 £	31 December 2007 £
Opening shareholders' deficit	(19,527,513)	(20,302,359)
(Loss)/profit for the year	(5,500,640)	774,846
Closing shareholders' deficit	<u>(25,028,153)</u>	<u>(19,527,513)</u>

### 12. CONTINGENT LIABILITIES AND FINANCIAL COMMITMENTS

As at 31 December 2008 the company had given fixed and floating charges over substantially all its assets to secure the commitments of certain other group undertakings.

### 13. ULTIMATE PARENT UNDERTAKING AND RELATED PARTY TRANSACTIONS

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

As at 31 December 2008, 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.