

CWE SPV HCO LIMITED
Registered Number: 3123311

DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012

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CWE SPV HCO LIMITED

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CWE SPV HCO LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2012

The directors present their report with the audited financial statements for the year ended 31 December 2012. 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 to act as an investment holding company.

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

As shown in the company's profit and loss account, the company recorded neither a profit nor loss after tax for the year (2011 profit of £6,943,370).

The balance sheet shows the company's financial position at the year end and indicates that net assets were £32,036,253 (2011 £32,036,253). Details of amounts owed to group companies are shown in Note 7.

DIVIDENDS AND RESERVES

The profit and loss account for the year ended 31 December 2012 is set out on page 6. The company made neither a profit or loss for the year (2011 £6,943,370). No dividends have been paid or proposed (2011 £Nil).

GOING CONCERN

At the year end, the company is in a net asset position, but has net current liabilities. Canary Wharf Holdings Limited, an intermediate parent undertaking, has 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. In addition, as a member of the Canary Wharf Group, the company has access to considerable resources.

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.

DIRECTORS

The directors of the company throughout the year ended 31 December 2012 were

A P Anderson II
Sir George Iacobescu CBE
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 2012 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.

CWE SPV HCO LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2012

STATEMENT AS TO DISCLOSURE OF INFORMATION TO THE AUDITOR

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 auditor is aware of that information. As far as the directors are aware, there is no relevant audit information of which the company's auditor is 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

31 July 2013

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

Registered Number 3123311

CWE SPV HCO 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 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 proper 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.

CWE SPV HCO LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CWE SPV HCO LIMITED

We have audited the financial statements of CWE SPV HCo Limited for the year ended 31 December 2012 which comprise the Profit and Loss Account, Balance Sheet and the related Notes 1 to 11. 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 auditor's 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 auditor

As explained more fully in the Statement of Directors' Responsibilities, 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 and express an opinion on 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.

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. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

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 2012 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 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.

CWE SPV HCO LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CWE SPV HCO 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



**Mark Beddy (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountant and Statutory Auditor
LONDON, UK**

31 July 2013

CWE SPV HCO LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2012

	Note	Year Ended 31 December 2012 £	Year Ended 31 December 2011 £
OPERATING PROFIT	2	—	—
Income from shares in group undertakings	5	1,630,000	42,662,139
Exceptional item			
Provision against investments	5	(1,147,038)	(209,196)
Interest payable and similar charges	3	(482,962)	(35,509,573)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		—	6,943,370
Tax on profit on ordinary activities	4	—	—
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION FOR THE YEAR	9	—	6,943,370

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 2012 or the year ended 31 December 2011 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

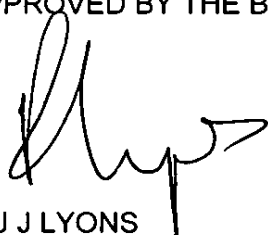
CWE SPV HCO LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2012

	Note	31 December 2012 £	31 December 2011 £
FIXED ASSETS			
Investments	5	<u>172,503,436</u>	<u>173,650,474</u>
CURRENT ASSETS			
Debtors	6	1	1
CREDITORS: Amounts falling due within one year	7	<u>(140,467,184)</u>	<u>(141,614,222)</u>
NET CURRENT LIABILITIES		<u>(140,467,183)</u>	<u>(141,614,221)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>32,036,253</u>	<u>32,036,253</u>
NET ASSETS		<u>32,036,253</u>	<u>32,036,253</u>
CAPITAL AND RESERVES			
Called-up share capital	8	100	100
Share premium account	9	<u>32,036,153</u>	<u>32,036,153</u>
SHAREHOLDERS' FUNDS	10	<u>32,036,253</u>	<u>32,036,253</u>

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

APPROVED BY THE BOARD ON 31 JULY 2013 AND SIGNED ON ITS BEHALF BY



R J J LYONS
DIRECTOR

CWE SPV HCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

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.

Interest receivable and interest payable

Interest receivable and payable are recognised on an accruals basis in the period in which they fall due.

Income from investments

Investment income comprises dividends paid by subsidiary undertakings during the accounting period.

Investments

Investments in subsidiaries are stated at cost less any provision for impairment.

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.

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.

CWE SPV HCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

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 £788 (2011 £500) for the audit of the company has been borne by another group undertaking

3. INTEREST PAYABLE AND SIMILAR CHARGES

	Year Ended 31 December 2012 £	Year Ended 31 December 2011 £
Interest payable to group undertakings	<u>482,962</u>	<u>35,509,573</u>

4. TAXATION

	Year Ended 31 December 2012 £	Year Ended 31 December 2011 £
Tax reconciliation		
Profit on ordinary activities before tax	<u>–</u>	<u>6,943,370</u>
Tax on profit on ordinary activities at UK corporation tax rate of 24.5% (2011 26.5%)	<u>–</u>	<u>1,839,993</u>
Effects of		
Provision against investments	281,025	55,437
UK dividend income	(399,350)	(11,305,467)
Group relief	<u>118,325</u>	<u>9,410,037</u>
Current tax charge for the year	<u>–</u>	<u>–</u>

No provision for taxation has been made in view of the tax loss for the year. There is no unprovided deferred taxation.

CWE SPV HCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

5. INVESTMENTS

Shares in group undertakings

	£
COST	
At 1 January 2012	196,537,822
At 31 December 2012	196,537,822
PROVISION FOR IMPAIRMENT	
At 1 January 2012	22,887,348
Provided during the year	1,147,038
At 31 December 2012	24,034,386
NET BOOK VALUE	
At 31 December 2012	172,503,436
At 1 January 2012	173,650,474

At 31 December 2012 the company's subsidiary undertakings were as follows

Name	Description of shares held	Principal activities
Canary Wharf Investments (Two) Limited	Deferred £1 shares	Property investment
Canary Wharf Investments (Four) Limited	Deferred £1 shares	Property investment
CWE SPVb Limited	Ordinary £1 shares	Property investment
CWE SPVc Limited	Ordinary £1 shares	Property investment
CWE SPVe Limited	Ordinary £1 shares	Property investment
CWE SPVf Limited	Ordinary £1 shares	Property investment
CWE SPVg Limited	Ordinary £1 shares	Property investment
CWE SPVh Limited	Ordinary £1 shares	Property investment

The above are wholly owned subsidiaries registered in England and Wales

Dividends totalling £1,630,000 (2011 £42,662,139) were paid by the company's subsidiaries during the year ended 31 December 2012

At 31 December 2012, an assessment of the net realisable value of the company's investment in Canary Wharf Investments (Four) Limited has resulted in a provision for impairment of £24,034,386 (2011 £22,887,348). The increase in the provision of £1,147,038 (2011 £209,196) has been taken to the profit and loss account and treated as an exceptional item.

In accordance with Section 400 of the Companies Act 2006, financial information is only presented in these financial statements about the company as an individual undertaking and not about its group because the company and its subsidiary undertakings are included in the consolidated financial statements of a larger group (Note 11).

The directors are of the opinion that the value of the company's investments at 31 December 2012 was not less than the amount shown in the company's balance sheet.

CWE SPV HCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

6. DEBTORS

	31 December 2012 £	31 December 2011 £
Amount owed by parent undertaking	<u>1</u>	<u>1</u>

7. CREDITORS: Amounts falling due within one year

	31 December 2012 £	31 December 2011 £
Loan from fellow subsidiary undertaking	140,467,049	141,614,087
Amounts owed to subsidiary undertakings	<u>135</u>	<u>135</u>
	<u>140,467,184</u>	<u>141,614,222</u>

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

8. CALLED-UP SHARE CAPITAL

Allotted, called up and fully paid:

	31 December 2012 £	31 December 2011 £
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>

9. RESERVES

	Share Premium £	Profit and loss account £	Total £
At 1 January 2012	32,036,153	–	32,036,153
At 31 December 2012	<u>32,036,153</u>	<u>–</u>	<u>32,036,153</u>

10. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	31 December 2012 £	31 December 2011 £
Opening shareholders' funds	32,036,253	25,092,883
Profit for the year	<u>–</u>	<u>6,943,370</u>
Closing shareholders' funds	<u>32,036,253</u>	<u>32,036,253</u>

CWE SPV HCO LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

11. ULTIMATE PARENT UNDERTAKING AND RELATED PARTY TRANSACTIONS

The company's immediate parent undertaking is CWE SPV Super HCo Limited

As at 31 December 2012, 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.