# **Report and Accounts**

15 month period from 1 January 2006 to 31 March 2007

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24/11/2007 COMPANIES HOUSE 20

Company number

3292034

# REPORT OF THE DIRECTORS for the period ended 31 March 2007

The directors submit their Report and Accounts for the period ended 31 March 2007

#### Business review and principal activities

The company is a wholly owned subsidiary of The British Land Company PLC and operates as a constituent of The British Land Company PLC group of companies (the "Group") The company's principal activity is property investment in the United Kingdom (UK)

#### Results and dividends

As shown in the company's profit and loss account on page 5, the company's turnover for the period was £767,868 (year ended 31 Dec 2005 £600,000) and profit before tax was £572,665 (year ended 31 Dec 2005 £378,520)

No dividends were paid in the current period (year ended 31 Dec 2005 £nil)

The balance sheet on page 7 of the financial statements shows that the company's financial position at the year end is, in net asset terms, an improvement on the prior year

The performance of the Group, which includes the company, is discussed in the group's Annual Report which does not form part of this report

Details of significant events since the balance sheet date are contained in note 16 of the financial statements

The subsidiaries, if any, held by the company are listed in note 6 to the accounts. Where the company has subsidiaries, consolidated financial statements are not presented as the company takes advantage of the exemption afforded by Section 228 of the Companies Act 1985.

### Risk management

The company generates returns to shareholders through long-term investment decisions requiring the evaluation of opportunities arising in the following areas

- demand for space from occupiers against available supply,
- differential pricing for premium locations and buildings,
- alternative use for buildings,
- demand for returns from investors in property, compared to other asset classes,
- economic cycles, including their impact on tenant covenant quality, interest rates, inflation and property values,
- price differentials for capital to finance the business,
- legislative changes, including planning consents and taxation, and
- construction pricing and programming

These opportunities also represent risks, the most significant being change to the value of the property portfolio. This risk has high visibility to senior executives and is considered and managed on a continuous basis. Executives use their knowledge and experience to knowingly accept a measured degree of market risk.

The company's preference for prime assets and their secure long term contracted rental income, primarily with upward only rent review clauses, present lower risks than many other property portfolios

The company is financed by a variable interest rate loan from its immediate holding company and has no third party debt

Interest can be charged at nil% where the company is not active or where to do so would put the company in financial difficulty

### **Environment**

Across the Group, The British Land Company PLC recognises the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to reduce any damage that might be caused by the Group's activities. The company operates in accordance with Group policies. The Group's full Corporate Responsibility Report is available online at www britishland com/crReport/2006.

# REPORT OF THE DIRECTORS for the period ended 31 March 2007

#### **Directors**

The directors who served throughout the period were, except as noted

S A M Hester (Appointed 11 September 2006)

R E Bowden (Appointed 30 August 2006)

G C Roberts (Appointed 30 August 2006)

L M Bell (Appointed 11 September 2006)

P C Clarke (Appointed 11 September 2006)

S M Barzycki (Appointed 11 September 2006)

T A Roberts (Appointed 11 September 2006)

N M Webb (Appointed 11 September 2006)

C M J Forshaw (Appointed 30 August 2006)

E Davidson (Resigned 30 August 2006)

G Davidson (Resigned 30 August 2006)

A M Jones (Appointed 11 September 2006)

## Statement of directors' responsibilities

The directors are responsible for preparing the Report and the financial statements in accordance with applicable law and regulations

The directors have elected to prepare the financial statements in accordance with UK Generally Accepted Accounting Practice (UK Accounting Standards and applicable law)

Company law requires the directors to prepare financial statements for each financial period which 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 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 UK 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

### Payments policy

In the absence of dispute, amounts due to trade and other suppliers are settled as expeditiously as possible within their terms of payment. Payments are administered on a consistent basis throughout the Group by The. British Land Company Plc whose suppliers' days outstanding at 31st March 2007 were 26 (31 March 2006–33)

# REPORT OF THE DIRECTORS for the period ended 31 March 2007

### Disclosure of information to Auditors

Each of the persons who is a director at the date of approval of this report confirms that

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- (a) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- (b) the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditors are aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985

#### **Auditors**

BDO Stoy Hayward LLP have resigned as auditors. The directors have appointed Deloitte & Touche LLP who are willing to continue in office.

This report was approved by the Board on 13 November 2007

R J Scudamore Secretary

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# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF LONEBRIDGE UK LIMITED for the period ended 31 March 2007

We have audited the financial statements of Lonebridge UK Limited for the period ended 31 March 2007 which comprise the profit and loss account, balance sheet, statement of total recognised gains and losses, note of historical cost profits and losses and the related notes 1 to 17. 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 judgments 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.

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 March 2007 and of its profit for the period 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

Chartered Accountants and Registered Auditors

London

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# PROFIT AND LOSS ACCOUNT for the period ended 31 March 2007

		15 months ended	Year ended
	Note	31 Mar 2007	31 Dec 2005
_		£	£
Turnover Rental income		767,518	600,000
Fees and commissions		101,310	000,000
Other trading income		350	
Total turnover		767,868	600,000
Cost of sales		(114,432)	(89,830)
Gross profit		653,436	510,170
Administrative expenses			
Operating profit		653,436	510,170
Profit (loss) on disposal of properties			
Profit (loss) on disposal of investments			
Group transfer of investments			
Write down of investments in subsidiaries			
Dividends receivable			
Profit on ordinary activities before interest	_	653,436	510,170
Interest receivable			
Group			
Associated companies External - other		125	110
External - other		125	110
Interest payable			
Group		(80,896)	(131,760)
Associated companies			
External - bank overdrafts and loans - other loans			
Profit on ordinary activities before taxation	<sub>2</sub> —	572,665	378,520
Taxation	4	(182,998)	(113,556)
Profit for the financial period		389,667	264,964
•	<del></del>		,

Turnover and results are derived from continuing operations within the United Kingdom. The company has only one significant class of business, that of property investment

# STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES for the period ended 31 March 2007

	15 months ended 31 Mar 2007 £	Year ended 31 Dec 2005 £
Profit on ordinary activities after taxation	389,667	264,964
Unrealised surplus (deficit) on revaluation of investment properties	750,000	1,019,323
Unrealised surplus (deficit) on revaluation of investments		
Unrealised surplus (deficit) on revaluation of subsidiaries		
Exchange movements on foreign currency net investments		
Taxation on realisation of prior year revaluations		
Total recognised gains and losses relating to the financial period	1,139,667	1,284,287
NOTE OF HISTORICAL COST PROFITS AND for the period ended 31 March 2007	<u>,                                     </u>	
	15 months ended	Year ended
	31 Mar 2007 £	31 Dec 2005 £
Profit on ordinary activities before taxation	572,665	378,520
Realisation of prior year revaluations		
Historical cost profit on ordinary activities before taxation	572,665	378,520

Historical cost profit for the period retained after taxation

389,667

264,964

# BALANCE SHEET as at 31 March 2007

	Note	31 Mar		31 Dec	2005
		£	£	£	£
Fixed assets					
Investment properties	5		9,500,000		8,750,000
Plant and Machinery					
Investments	6				
		-	9,500,000	-	8,750,000
Current assets			3,555,550		6,730,000
Debtors	7	20,689		10,000	
Cash and deposits	·	20,000		10,000	
·					
	-	20,689	_	10,000	
Creditors due within one year	8	(1,825,864)		(176,103)	
ordations due triainir one year	·	(1,025,004)		(170,103)	
	-		_		
Net current liabilities			(1,805,175)		(166,103)
Total assets less current liabilities		-	7,694,825	-	8,583,897
Condition due office constant	•				
Creditors due after one year Provision for liabilities	9 10				(1,903,932)
Provision for habilities	10				(124,807)
Net assets		-	7,694,825	_ =	6,555,158
Capital and reserves					
Called up share capital	11		2		2
Share premium	12		_		_
Revaluation reserve	12		6,733,695		5,983,695
Profit and loss account	12		961,128		571,461
Shareholders' funds	12	<u>-</u>	7,694,825	-	6,555,158
		_		_	

These financial statements were approved by the Board of Directors on 13 November 2007

G C Roberts Director

# Notes to the accounts for the period ended 31 March 2007

### 1 Accounting policies

The principal accounting policies adopted by the directors are summarised below. They have been applied consistently throughout the current and previous accounting periods.

These financial statements are designed to cover a wide variety of companies and circumstances. As a result some notes or some entries in the primary statements or the notes may not be relevant for this company and so may be left blank intentionally.

### Accounting basis

The financial statements are prepared in accordance with applicable United Kingdom law and Accounting Standards and under the historical cost convention as modified by the revaluation of investment properties and other fixed asset investments

Where the company has subsidiaries, it has taken advantage of the exemption from preparing consolidated financial statements afforded by Section 228 of the Companies Act 1985 because it is a wholly owned subsidiary of another company Group financial statements which include the company for The British Land Company PLC are publicly available (see note 17)

### Cash flow statement

The company is exempt under FRS 1 (Revised) from preparing a cashflow statement

#### **Properties**

Properties are externally valued on an open market basis at the balance sheet date. Investment and development properties are recorded at valuation. Any surplus or deficit arising is transferred to revaluation reserve, unless a deficit is expected to be permanent, in which case it is charged to the profit and loss account. Disposals are recognised on completion, profit on disposal is determined as the difference between sales proceeds and the carrying amount of the asset at the commencement of the accounting period plus additions in the period.

In accordance with Statement of Standard Accounting Practice 19, no depreciation is provided in respect of investment property. The directors consider that this accounting policy, which represents a departure from the statutory accounting rules, is necessary to provide a true and fair view. The financial effect of the departure from these rules cannot reasonably be quantified as depreciation is only one of the many factors reflected in the annual valuation and the amount which might otherwise have been shown cannot be separately identified or quantified. Where properties held for investment are appropriated to trading stock, they are transferred at market value.

The cost of properties in course of development includes attributable interest and other associated outgoings. Interest is calculated on the development expenditure by reference to specific borrowings where relevant and otherwise on the average rate applicable to short-term loans. Interest is not capitalised where no development activity is taking place.

A property ceases to be treated as a development on practical completion

### Financial liabilities

Debt instruments are stated at their net proceeds on issue. Finance charges including premiums payable on settlement or redemption and direct issue costs are spread over the period to redemption, using the effective interest method.

As defined by FRS 26, cash flow and fair value hedges are carried at fair value in the balance sheet. Changes in the fair value of derivatives that are designated and qualify as effective cash flow hedges are recognised directly in the hedging reserve. Changes in the fair value of derivatives that are designated and qualify as effective fair value hedges are recorded in the income statement, along with any changes in the fair value of the hedged item that is attributable to the hedged risk. Any ineffective portion is recognised in the income statement.

# Notes to the accounts for the period ended 31 March 2007

#### 1 Accounting policies (continued)

#### Investments

Fixed asset investments are stated at cost less provision for impairment

#### Taxation

Current tax is based on taxable profit for the year and is calculated using tax rates that have been enacted or substantively enacted. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are not taxable (or tax deductible). In particular the Group (including this company) became a REIT on 1 January 2007 and income and gains on qualifying assets are now exempt from taxation.

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. Timing differences are differences between the group's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements. 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

#### Net rental income

Rental income is recognised on an accruals basis. A rent adjustment based on open market estimated rental value is recognised from the rent review date in relation to unsettled rent reviews. Where a rent free period is included in a lease, the rental income foregone is allocated evenly over the period from the date of lease commencement to the next rent review date. Rental income from fixed and minimum guaranteed rent reviews is recognised on a straight-line basis over the shorter of the entire lease term or the period to the first break option. Where such rental income is recognised ahead of the related cash flow, an adjustment is made to ensure the carrying value of the related property including the accrued rent does not exceed the external valuation.

Initial direct costs incurred in negotiating and arranging a new lease are amortised on a straight-line basis over the period from the date of lease commencement to the next rent review date

Where a lease incentive payment, including surrender premiums paid, does not enhance the value of a property, it is amortised on a straight-line basis over the period from the date of lease commencement to the next rent review date. Upon receipt of a surrender premium for the early determination of a lease, the profit, net of dilapidations and non-recoverable outgoings relating to the lease concerned is immediately reflected in income.

# Notes to the accounts for the period ended 31 March 2007

15 months Year ended ended
2 Profit (loss) on ordinary activities before taxation 31 Mar 2007 31 Dec 2005
£ £

Profit (loss) on ordinary activities before taxation is stated after charging (crediting)

Amortisation Depreciation

**Auditors Remuneration** 

A notional charge of £1,040 per company is deemed payable to Deloitte & Touche LLP in respect of the audit of the financial statements. Actual amounts payable to Deloitte & Touche LLP are paid at group level by The British Land Company PLC.

	15 months	Year
	ended	ended
3 Staff costs	31 Mar 2007	31 Dec 2005
	£	£
Wages and salaries		
Social security costs		
Pension costs		

No director received any remuneration for services to the company in either period

Average number of employees, excluding directors, of the company during the period was nil (year ended 31 Dec 2005 - nil)

# Notes to the accounts for the period ended 31 March 2007

tor the period	15 months ended	Year ended
4 Taxation	31 Mar 2007 £	31 Dec 2005 £
Current tax	2	4
UK corporation tax	307,805	110,222
Adjustments in respect of prior years		
Total current tax charge (credit)	307,805	110,222
Deferred tax		
Origination and reversal of timing differences Prior year items	(124,807)	3,334
Total deferred tax charge (credit)	(124,807)	3,334
Total taxation charge (credit)	182,998	113,556
(effective tax rate 32 0%, (year ended 31 Dec 2005 30	0%))	
Tax reconciliation		
Profit on ordinary activities before taxation	572,665	378,520
Tax on profit on ordinary activities at UK corporation tax	rate of 30% 171,799	113,556
(year ended 31 Dec 2005 30%)		
Effects of		
REIT conversion charge	180,000	
REIT exempt income and gains Capital allowances	(41,495) (2,499)	(3,334)
Tax losses and other timing differences	(2,499)	(5,554)
Expenses not deductible for tax purposes		
Transfer pricing adjustments		
Group relief (claimed) surrendered for nil consideration		
Adjustments in respect of prior years		
Current tax charge (credit)	307,805	110,222

Included in the tax charge is a net charge of £nil (year ended 31 Dec 2005 £nil) attributable to property sales

The unprovided tax which would arise on the disposal of properties at valuation after available loss relief but without recourse to tax structuring is in the region of £nil (31 Dec 2005 £1,582,000)

## Notes to the accounts for the period ended 31 March 2007

## 5 Property

	Development £	Freehold £	Long leasehold £	Short leasehold £	Total £
At valuation  1 January 2006 Additions Disposals Group transfers			8,750,000		8,750,000
Revaluation surplus (deficit)			750,000		750,000
31 March 2007			9,500,000	-	9,500,000
Analysis of cost and valuation 31 March 2007 Cost Revaluation			2,766,305 6,733,695		2,766,305 6,733,695
Net book value			9,500,000	-	9,500,000
1 January 2006 Cost Revaluation	-		2,766,305 5,983,695		2,766,305 5,983,695
Net book value	-		8,750,000	-	8,750,000

Properties were externally valued at 31 March 2007 by Knight Frank, Chartered Surveyors, on the basis of Market Value in accordance with the Appraisal and Valuation Manual published by The Royal Institution of Chartered Surveyors

# Notes to the accounts for the period ended 31 March 2007

## 6 Investments

	Shares in subsidiaries £	Other investments	Total £
At cost or directors' valuation			
1 January 2006			
Additions			
Disposals			
Group Transfers - In			
Group Transfers - out			
Provision for write-down			
Revaluation	<del></del>		
31 March 2007	<del></del>		
Provision for write-down			
1 January 2006			
Provision for write-down			
Disposals			
31 March 2007		-	
At cost			
31 March 2007	<del></del>	-	
1 January 2006	<del></del>	•	

# Notes to the accounts for the period ended 31 March 2007

7 Debtors	31 Mar 2007 £	31 Dec 2005 £
Trade debtors Amounts owed by group companies - current accounts		10,000
Amounts owed by group companies - long term loans Corporation tax		
Other debtors	1	
Prepayments and accrued income	20,688	
	20,689	10,000

Included in prepayments and accrued income is an amount of £nil (31 Dec 2005 - £nil), relating to lease incentives which are amortised over the period to the next rent review

8 Creditors due within one year	31 Mar 2007	31 Dec 2005
	£	£
Trade creditors		150,000
Amounts owed to group companies - current accounts	1,578,713	
Corporation tax	23,637	
Other taxation and social security	79,574	26,103
Other creditors		
Accruals and deferred income	143,940	
	1,825,864	176,103

Amounts owed to fellow group companies are repayable on demand with interest, being charged on balances outstanding at Bank of England base rates plus a margin while the subsidiary is active and if the interest charged does not put the subsidiary in financial difficulty

# Notes to the accounts for the period ended 31 March 2007

9 Creditors due after one year	ar (including borrowings)		31 Mar 2007 £	31 Dec 2005 £
Amounts owed to Group compa	nies			1,903,932
Debentures and loans	due 1 to 2 years			, .
	due 2 to 5 years			
	due after 5 years			
		-	<del></del>	1,903,932
		=		1,000,000
10 Provision for liabilities		Sinking fund	Deferred tax	Total
		£	£	£
1 January 2006		-	124,807	124,807
Charged (credited) to the profit	and loss account		(124,807)	(124,807)
Released			` '	, ,,,,
Utilised in				
31 March 2007				
Deferred tax is provided as follo	ows		31 Mar 2007	31 Dec 2005
			£	£
Accelerated capital allowances				124,807
Other timing differences		-		124,807

The deferred tax provision relates primarily to capital allowances claimed on plant and machinery within investment properties. For the period prior to conversion to a REIT or for properties not within the REIT regime, when a property is sold and the agreed disposal value for this plant and machinery is less than original cost there is a release of the surplus part of the provision.

# Notes to the accounts for the period ended 31 March 2007

11 Share capital  Authorised share capital	31 Mar 2007 £	31 Dec 2005 £
Ordinary Shares of £1 each Balance as at 1 January 2006 and as at 31 March 2007 1,000 shares Total authorised share capital	1,000	1,000
Issued share capital - allotted, called up and fully paid		
Ordinary Shares of £1 each Balance as at 1 January 2006 and as at 31 March 2007 2 shares	2	2
Total issued share capital	2	2

# Notes to the accounts for the period ended 31 March 2007

# 12 Reconciliation of movements in shareholders' funds and reserves

	Share capıtal £	Share premium £	Revaluation reserve £	Other unrealised reserve £	Profit and loss account £	Total £
Opening shareholders' funds	2		5,983,695		571,461	6,555,158
Profit (loss) for the financial period					389,667	389,667
Dividends						
Share issues in the period						
Unrealised surplus (deficit) on revaluation of investment properties			750,000			750,000
Unrealised surplus (deficit) on revaluation of investments						
Unrealised surplus (deficit) on revaluation of subsidiaries						
Realisation of prior year revaluations						
Taxation on the realisation of prior year revaluations						
Exchange movements on net investments						
Closing shareholders' funds	2	<u> </u>	6,733,695		961,128	7,694,825

# Notes to the accounts for the period ended 31 March 2007

### 13 Capital commitments

The company had capital commitments contracted at 31 March 2007 of £nil (31 Dec 2005 - £nil)

#### 14 Contingent liabilities

The company is jointly and severally liable with BLD Property Holdings Limited and fellow subsidiaries for all monies failing due under the group VAT registration

Certain of the company's commercial investment properties were charged as security for £255,500,000 Floating Rate Secured Loan Notes 2035 of the ultimate parent company in issue at 31 March 2007

### 15 Related parties

The company has taken advantage of the exemption granted to 90% subsidiaries not to disclose transactions with group companies under the provisions of Financial Reporting Standard 8

### 16 Subsequent events

There have been no significant events since the year end

### 17 Immediate parent and ultimate holding company

The immediate parent company is BLD Property Holdings Limited

The British Land Company PLC is the smallest and largest group for which group accounts are available and which include the company. The ultimate holding company and controlling party is The British Land Company PLC, which is incorporated in Great Britain and registered in England and Wales. Group accounts for this company are available on request from British Land, York House, 45 Seymour Street, London, W1H 7LX.