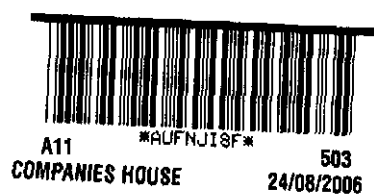


**CWCB LEASING (B1) LIMITED**  
**Registered Number: 3452908**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR FROM 1 JANUARY 2005 TO 31 DECEMBER 2005**



# **CWCB LEASING (B1) LIMITED**

## **FINANCIAL STATEMENTS**

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# **CWCB LEASING (B1) LIMITED**

## **THE DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2005**

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The directors present their report with the audited financial statements for the year ended 31 December 2005.

### **ULTIMATE PARENT UNDERTAKING**

The company's immediate parent undertaking was CWCB Holdings Limited. On 15 September 2005, the company was acquired by is CWCB Investments (B1) Limited. Its ultimate parent undertaking is Songbird Estates plc ('Songbird'). All of these companies are registered in England and Wales.

### **PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS**

The principal activity of the company is property investment. At present this activity is concentrated on the Canary Wharf development in London's Docklands.

On 11 November 2005, the company sold its leasehold property interest for a consideration of £62,000,000. The sale gave rise to an exceptional profit on disposal of £4,700,000.

### **FUTURE DEVELOPMENTS**

Following the sale of its property the company is expected to become dormant.

### **DIVIDENDS AND RESERVES**

The profit and loss account for the year ended 31 December 2005 is set out on page 6. No dividends have been paid or proposed (2004: £Nil) and the retained profit of £3,658,723 (2004: profit of £Nil) has been transferred to reserves.

### **DIRECTORS**

The directors of the company throughout the year ended 31 December 2005 were:

A P Anderson II  
G Iacobescu  
R Lyons

The group has in place liability insurance covering the directors and other officers of group companies.

### **DIRECTORS' INTERESTS**

The directors have been granted options to subscribe for ordinary class B shares in Songbird. Details of interests and options to subscribe for shares in Songbird are disclosed in the financial statements of either of the intermediate parent companies, Canary Wharf Estate Limited or Canary Wharf Group plc, as appropriate.

Other than the above, no director had any beneficial interest in the shares of the company, its parent undertakings or other group undertakings at 31 December 2005 or at any time throughout the year then ended.

# **CWCB LEASING (B1) LIMITED**

## **THE DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2005**

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### **FINANCIAL POSITION**

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

### **FINANCIAL INSTRUMENTS**

The company is exposed to financial risk through its financial assets and liabilities. The key financial risk is that the proceeds from financial assets are not sufficient to fund the obligations arising from liabilities as they fall due. The most important components of financial risk are interest rate risk, currency risk, credit risk, liquidity risk, cash flow risk and price risk. Due to the nature of the company's business and the assets and liabilities contained within the company's balance sheet the only financial risks the directors consider relevant are credit risk and liquidity risk. These risks are mitigated by the nature of the debtor balances owed, with these due from other group companies who are able to repay these if required.

### **AUDITORS**

Elective resolutions to dispense with holding annual general meetings, the laying of financial statements before the company in general meeting and the appointment of auditors annually are currently in force. The auditors, Deloitte & Touche LLP, will therefore be deemed to have been reappointed at the end of the period of 28 days, beginning the day on which copies of this report and financial statements are sent to members unless a resolution is passed under section 393 of the Companies Act 1985 to the effect that their appointment be brought to an end.

**BY ORDER OF THE BOARD**

  
..... Joint Secretary  
A M Holland

15 August 2006

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

## **CWCB LEASING (B1) LIMITED**

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

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The directors are required by the Companies Act 1985 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the year and of the results for the year then ended. In preparing these financial statements, the directors are required to:

- select suitable accounting policies, as described on page 8, and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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 which 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 taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

## **CWCB LEASING (B1) LIMITED**

### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CWCB LEASING (B1) LIMITED**

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We have audited the financial statements of CWCB Leasing (B1) Limited for the year ended 31 December 2005 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 may 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 annual report and 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 United Kingdom 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 in accordance with the relevant financial reporting framework and are properly prepared in accordance with the Companies Act 1985. We also report if, in our opinion, the directors' report is not consistent with the financial statements, if 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 the other information contained in the annual report for the above year as described in the contents section and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

#### **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 circumstances of the company, consistently applied and adequately disclosed.

## **CWCB LEASING (B1) LIMITED**


### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CWCB LEASING (B1) 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 company's affairs as at 31 December 2005 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



**Deloitte & Touche LLP**  
**Chartered Accountants and Registered Auditors**  
London

15 August 2006

# CWCB LEASING (B1) LIMITED

## PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2005

		Year ended 31 December 2005 £	Six months ended 31 December 2004 £
	Note		
<b>TURNOVER - RENTAL INCOME</b>		6,107,663	3,283,208
Cost of sales		(217,572)	(116,513)
<b>GROSS PROFIT</b>		5,890,091	3,166,695
Administrative expenses		(84,589)	(3,000)
<b>OPERATING PROFIT</b>	2	5,805,502	3,163,695
Exceptional item:			
Profit on sale of fixed asset	6	4,700,000	—
Interest receivable and similar income	3	6	3
Interest payable and similar charges	4	(6,846,785)	(3,163,698)
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		3,658,723	—
Tax on profit on ordinary activities	5	—	—
<b>PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION</b>		3,658,723	—
<b>RETAINED PROFIT FOR THE FINANCIAL YEAR TRANSFERRED TO RESERVES</b>	11	3,658,723	—

Movements in reserves are shown in Note 11 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 2005 or the period ended 31 December 2004 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.



# CWCB LEASING (B1) LIMITED

## BALANCE SHEET AS AT 31 DECEMBER 2005

	Note	31 December 2005 £	31 December 2004 £
<b>FIXED ASSETS</b>			
Tangible assets	6	—	57,300,000
<b>CURRENT ASSETS</b>			
Debtors	7	10,884,995	2,479,413
Cash in hand		481	475
		10,885,476	2,479,888
<b>CREDITORS: Amounts falling due within one year</b>	8	(20,026,508)	(2,035,398)
<b>NET CURRENT (LIABILITIES)/ASSETS</b>		(9,141,032)	444,490
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		(9,141,032)	57,744,490
<b>CREDITORS: Amounts falling due after more than one year</b>	9	—	(70,544,245)
<b>NET LIABILITIES</b>		(9,141,032)	(12,799,755)
<b>CAPITAL AND RESERVES</b>			
Called-up equity share capital	10	1	1
Profit and loss account	11	(9,141,033)	(12,799,756)
<b>SHAREHOLDER'S DEFICIT - EQUITY</b>	12	(9,141,032)	(12,799,755)

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

APPROVED BY THE BOARD ON 15 AUGUST 2006 AND SIGNED ON ITS BEHALF BY:



R LYONS  
DIRECTOR

# CWCB LEASING (B1) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2005

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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 period, is set out below.

#### **Accounting convention**

The financial statements have been prepared under the historical cost convention, and in accordance with applicable United Kingdom law and accounting standards.

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 in the period in which they fall due.*

#### **Turnover**

*Turnover, representing rents receivable, is recognised net of VAT in the period in which the rents become due*

#### **Tangible fixed assets**

Tangible fixed assets, comprising leasehold investment properties, are revalued annually and in accordance with SSAP 19 (Accounting for Investment Properties) no provision is made for depreciation. This departure from the requirements of the statutory accounting rules, which requires all properties to be depreciated is, in the opinion of the directors, necessary for the accounts to show a true and fair view. Depreciation is only one of the factors reflected in the annual valuation and the amount attributable to this factor is not capable of being separately identified or quantified. Surpluses or deficits are transferred to the revaluation reserve, unless a deficit is expected to be permanent and exceeds previous surpluses recognised on the same property, in which case the excess is charged to the profit and loss account.

### 2. OPERATING PROFIT

*Operating profit is stated after charging:*

	Year ended 31 December 2005 £	Six months ended 31 December 2004 £
Remuneration of the auditors:		
Audit fees	3,000	3,000

None of the directors received any emoluments in respect of their services to the company during the year or the prior period.

No staff were employed by the company during the year or the prior period.

# CWCB LEASING (B1) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2005

### 3. INTEREST RECEIVABLE AND SIMILAR INCOME

	Year ended 31 December 2005 £	Six months ended 31 December 2004 £
Bank interest receivable	<u>6</u>	<u>3</u>

### 4. INTEREST PAYABLE AND SIMILAR CHARGES

	Year ended 31 December 2005 £	Six months ended 31 December 2004 £
Interest payable to group undertakings	4,134,157	3,159,730
Financing costs	476,572	3,968
Premium on repayment of loans	2,236,056	—
	<u>6,846,785</u>	<u>3,163,698</u>

### 5. TAXATION

	Year ended 31 December 2005 £	Six months ended 31 December 2004 £
Current tax: UK Corporation tax (see below)	<u>—</u>	<u>—</u>
Tax reconciliation: Profit on ordinary activities before tax	<u>3,658,723</u>	<u>—</u>
Tax on profit on ordinary activities at UK corporation tax rate of 30%	1,097,617	—
Effects of: Items not chargeable to tax	(1,410,000)	—
Tax losses and other timing differences	312,383	—
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. It is anticipated that tax losses will impact on future tax charges. There is no unprovided deferred taxation.

# CWCB LEASING (B1) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2005

### 6. TANGIBLE FIXED ASSETS

	Leasehold Property £
<b>COST</b>	
At 1 January 2005	70,000,000
Disposals	(70,000,000)
<b>At 31 December 2005</b>	<u>—</u>
<b>PROVISION</b>	
At 1 January 2005	12,700,000
On disposals	(12,700,000)
<b>At 31 December 2005</b>	<u>—</u>
<b>NET BOOK VALUE</b>	
<b>At 31 December 2005</b>	<u>—</u>
At 31 December 2004	<u>57,300,000</u>

On 15 November 2005, the company sold its leasehold property interest for a consideration of £62,000,000. The sale gave rise to a profit on disposal of £4,700,000, which has been taken to the profit and loss account and treated as an exceptional item. This did not give rise to deferred tax.

### 7. DEBTORS

	31 December 2005 £	31 December 2004 £
Trade debtors	50,672	6,967
Amount owed by parent undertaking	1	1
Amount owed by fellow subsidiary undertaking	10,834,322	2,451,627
Other debtors	—	20,818
	<u>10,884,995</u>	<u>2,479,413</u>

# CWCB LEASING (B1) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2005

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

	31 December 2005 £	31 December 2004 £
Loan from fellow subsidiary undertaking	8,883,662	637,500
Amount owed to fellow subsidiary undertaking	10,672,405	519,904
Other creditors	271,665	—
Accruals	198,776	877,994
	<u>20,026,508</u>	<u>2,035,398</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.

### 9. CREDITORS: Amounts falling due after more than one year

	31 December 2005 £	31 December 2004 £
Loan from fellow subsidiary undertaking	<u>—</u>	<u>70,544,245</u>

The loan from a fellow subsidiary undertaking bears interest at 10%, subject to certain caps, and was repaid during the year.

### 10. CALLED-UP SHARE CAPITAL

#### Authorised share capital:

	31 December 2005 £	31 December 2004 £
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>

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

	31 December 2005 £	31 December 2004 £
1 Ordinary shares of £1 each	<u>1</u>	<u>1</u>

# CWCB LEASING (B1) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2005

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### 11. RESERVES

	Profit and loss account £
At 1 January 2005	(12,799,756)
Profit for the year	3,658,723
At 31 December 2005	<u>(9,141,033)</u>

### 12. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	31 December 2005 £	31 December 2004 £
Opening shareholders' deficit - equity	(12,799,755)	(12,799,755)
Profit for the year	3,658,723	-
Closing shareholders' deficit - equity	<u>(9,141,032)</u>	<u>(12,799,755)</u>

### 13. RELATED PARTIES

The company's immediate parent undertaking is CWCB Investments (B1) Limited and its ultimate parent undertaking is Songbird Estates plc, both companies are registered in England and Wales.

As at 31 December 2005, Songbird Estates plc was the parent company of the largest group of which the company is a member and Canary Wharf Group plc was the parent undertaking of the smallest group of which the company is a member. Copies of the financial statements of Songbird Estates plc and Canary Wharf Group plc may be obtained from the Company Secretary, 30th Floor, One Canada Square, Canary Wharf, London E14 5AB.

The directors have taken advantage of the exemption in paragraph 3(c) of FRS8 allowing the company not to disclose related party transactions with respect to other group companies.