# **REPORT AND FINANCIAL STATEMENTS**

For the year ended 31 DECEMBER 2003

A17 COMPANIES HOUSE 28/19/04

Company Registration Number: 3507382

# REPORT AND FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003

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### **DIRECTORS AND OFFICERS**

### **BOARD OF DIRECTORS**

Derek K Smith (Chairman) Sally A James Philip I Price Gregory P Simpson

### **SECRETARY**

John S Mitchell-Hewson, FCIS

# **REGISTERED OFFICE**

1 Finsbury Avenue LONDON EC2M 2PP

# **AUDITORS**

Ernst & Young LLP Registered Auditor 1 More London Place LONDON SE1 2AF

### REPORT OF THE DIRECTORS

The Directors present their Report together with the audited financial statements ('Accounts') of the Company for the year ended 31 December 2003 ('the year') which have been prepared in accordance with the provisions of the Companies Act 1985.

### **Principal Activities and Business Review**

The Company's principal activity continued to be that of acting as a General Partner of the Rugby Union Partnership, a limited partnership registered under the Limited Partnerships Act 1907 with number LP005710.

### **Future Developments**

The Directors have no plans or intentions, at this time, to either enhance or further develop the activities of the Company.

### **Results and Dividends**

The Company has not incurred any expenses nor earned any revenues during the year and, as a consequence has made neither a profit nor a loss in respect of the year (2002: loss after dividend £40,821).

The state of affairs of the Company as at the year end was otherwise as detailed in the accompanying Accounts.

The Directors have not paid, and do not propose to pay, any interim dividends nor do they intend to recommend the declaration of a final dividend in respect of the year (2002: interim £40,821).

### **Directors**

The names of the current Directors are shown on page 2. During the year there was one departure from, and one appointment to, the Board.

Mr Nicholas J Livingstone resigned as a Director of the Company on 17 November 2003. Mr Gregory P Simpson was appointed a Director of the Company on 17 November 2003.

No service contracts have subsisted between the Company and any of its Directors during the year and no such contracts have come into being since the year.

### **Directors' Interests**

None of the Directors, nor any member of their respective families, had any interests in the share or loan capital of the ultimate holding company (UBS AG), or any of its subsidiary undertakings, at the relevant dates that required disclosure under Section 324 of the Companies Act 1985.

#### **Directors' Responsibilities**

Company law requires the Directors to prepare financial statements for each accounting reference 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 (the 'financial statements').

In preparing those financial statements, the Directors are required to:

### REPORT OF THE DIRECTORS

### Directors' Responsibilities continued

- select suitable accounting policies and then apply them consistently
- make judgements and estimates that are reasonable and prudent
- prepare the financial statements on a 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 to enable them to ensure that the financial statements comply with the Companies Act 1985.

The Directors 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.

### **Auditors**

Ernst & Young LLP, Registered Auditor, have indicated their willingness to continue in office and a resolution for their reappointment will be proposed at the forthcoming Annual General Meeting in accordance with the provisions of Section 385 of the Companies Act 1985.

Approved by the Board of Directors on 22 October 2004 and signed on their behalf by:

John S Mitchell-Hewson-

Secretary

1 Finsbury Avenue, London EC2M 2PP

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF UBS XANADU GP LIMITED

We have audited the company's financial statements for the year ended 31 December 2003 which comprise the Balance Sheet and the related notes 1 to 10. These financial statements have been prepared on the basis of 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 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 auditors

As described in the Statement of Directors' Responsibilities, the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

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 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 transactions with the company 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 United Kingdom Auditing Standards 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 of the state of affairs of the company as at 31 December 2003 and of its results for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young LLP Registered Auditor London

22 October 2004

# PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2003

	Notes	2003 £	2002 £
Profit after taxation		•	-
Equity dividends paid		-	(40,821)
	-		<del></del>
Retained loss for the year	_		(40,821)

There were no recognised gains or losses for 2003 or 2002 other than the results for the respective years shown above.

The notes on pages 8 and 9 form an integral part of these financial statements

# BALANCE SHEET AS AT 31 DECEMBER 2003

	Notes	2003 £	2002 £
Fixed assets Investments	4	500 500	500 500
Current assets Debtors	5	42,821 42,821	42,821 42,821
Creditors: amounts falling due within one year	6	(41,321)	(41,321)
Net current assets		1,500	1,500
Total assets less current liabilities		2,000	2,000
Capital and reserves Share capital Profit and loss account	7 8	2,000	2,000
Equity shareholders' funds	8	2,000	2,000

These financial statements were approved by the Board of Directors on 22 October 2004 and signed on their behalf by:

**G P Simpson** Director

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003

### 1. Accounting policies

### **Basis of accounting**

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards.

#### **Fixed asset investments**

Investments are included at cost less provision if, in the opinion of the directors, there has been a permanent diminution in value. Profits or losses arising from disposals of fixed asset investments are treated as part of the result from ordinary activities.

### Cash flow statement

The Company, a wholly owned subsidiary undertaking, has elected to utilise the exemption available in Financial Reporting Standard ('FRS') No 1 (Revised 1996), 'Cash Flow Statements', and not produce a cash flow statement.

### **Group Accounts**

The Company is exempt under s228 of the Companies Act 1985 from preparing group accounts because it has been included in the consolidated financial statements of UBS UK Holding Limited, a company incorporated in Great Britain.

### 2. Auditors' remuneration and administrative costs

Auditors' remuneration and administrative costs were borne by the ultimate parent company.

### 3. Directors and employees

None of the directors received remuneration in respect of their services to the Company during the year (2002: £nil).

There were no employees during the year (2002: nil).

### 4. Fixed asset investments

	Other investments £	Total £	
Net book value at 1 January 2003	500	500_	
At 31 December 2003	500	500	

All investments are unlisted.

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003

### 5. Debtors

		2003 £	2002 £
	Amounts owed by group undertakings	42,821	42,821
6.	Creditors: amounts falling due within one year	2003 £	2002 £
	Amounts owed to group undertaking	41,321	41,321
7.	Share capital	2003 £	2002 £
	Authorised 1,000 ordinary shares of £2 each	2,000	2,000
	Allotted, called up and fully paid 1,000 ordinary shares of £2 each	2,000	2,000

### 8. Reconciliation of movement in shareholders' funds

	Share capital £	Profit and loss account £	Equity shareholders' funds £
At 1 January 2002 Dividends paid	2,000	40,821 (40,821)	42,821 (40,821)
At 1 January 2003 and 31 December 2003	2,000	•_	2,000

## 9. Related parties

The Company has taken advantage of the exemption given to subsidiaries in FRS No 8, 'Related Party Disclosures', from disclosing related party transactions with other group companies.

### 10. Ultimate parent company

The Company is a wholly owned subsidiary of UBS Xanadu Holding Limited, a company incorporated in Great Britain.

UBS UK Holding Limited, a company incorporated in Great Britain, is the parent undertaking of the smallest group for which group financial statements are prepared.

### NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003

UBS AG, a company incorporated in Switzerland, is the ultimate holding company and is the parent undertaking of the largest group for which group financial statements are prepared.

Copies of both sets of group financial statements can be obtained from UBS AG, 100 Liverpool Street, London EC2M 2RH.

# ANNEX TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003

THE FOLLOWING DOCUMENTS WHICH COMPRISE A CERTIFIED COPY OF THE REPORTS AND ACCOUNTS OF THE RUGBY UNION PARTNERSHIP FOR THE YEAR ENDED 31 OCTOBER 2002 ARE ANNEXED TO THESE FINANCIAL STATEMENTS IN ACCORDANCE WITH THE PROVISIONS OF REGULATION 5(1) OF THE PARTNERSHIPS AND UNLIMITED COMPANIES (ACCOUNTS) REGULATIONS 1993 [SI 1993/1820].

Report and Financial Statements

Year ended 31 October 2002

I hereby certify that this document is a true and correct copy of the original.

John S MTCHELL-HEWSON
Director, Corporate Legal Services
Company Secretary, UBS AG London Branch
1 Firisbury Avenue, London EC2M 2RH

Deloitte & Touche LLP London

# REPORT AND FINANCIAL STATEMENTS 2002

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# REPORT AND FINANCIAL STATEMENTS 2002

# OFFICERS AND PROFESSIONAL ADVISERS

### **PARTNERS**

UBS Xanadu GP Limited (General Partner)
Rugby Union Estates Limited (General Partner)
Xanadu UBS Partner No. 1 Limited (Limited Partner)
Jewelwood Limited (Limited Partner)

### PARTNERSHIP SECRETARY

Stephen Jones

### PRINCIPAL PLACE OF BUSINESS

14 Garrick Street London WC2E 9BJ

### **OPERATOR**

C B Hillier Parker Financial Services Limited 77 Grosvenor Street London W1A 2BT

### BANKERS

NatWest Bank Plc PO Box 2DG 208 Piccadilly London W1A 2DG

### **SOLICITORS**

Solomon Taylor & Shaw 3 Coach House Yard Hampstead London NW3 IQB

### **AUDITORS**

Deloitte & Touche LLP
Chartered Accountants & Registered Auditors
London

### PARTNERS' REPORT

### PRINCIPAL ACTIVITIES, TRADING REVIEW AND FUTURE DEVELOPMENTS

The principal activity of the Partnership is that of property investment. In 1998 the Partnership acquired a portfolio of thirty long leasehold properties in Central London, all of which had been sold by 31 October 2001. The partners do not intend to acquire further properties and the Partnership will be wound up when all outstanding matters have been resolved.

### THE PARTNERS

The Partnership interests throughout the year were as follows:

Rugby Union Estates Limited	0.5%
UBS Xanadu GP Limited	0.5%
Jewelwood Limited	39.5%
Xanadu UBS Partner No. 1 Limited	59.5%

### CAPITAL CONTRIBUTION

The initial contributions of the Partners were made on 10 March 1998 as follows:

	•	ı.
The General Partners		1,000
The Limited Partners		99,000
		100,000

### CONSTITUTION AND GOVERNANCE

The Partnership is bound by the Limited Partnership Agreement dated 10 March 1998 ("the Partnership Agreement"). The General Partners have exclusive responsibility for the management and control of the business and affairs of the Partnership, save for those aspects of the operation of the Partnership which require authorisation under the Financial Services Act 1986 which are the responsibility of the Operator, CB Hillier Parker Financial Services Limited.

#### **AUDITORS**

Deloitte & Touche have expressed their willingness to continue in office as auditors and their reappointment will be proposed at the next meeting of the General Partners.

On 1 August 2003 Deloitte & Touche transferred their business to Deloitte & Touche LLP, a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000. The Partnership's consent has been given to treating the appointment of Deloitte & Touche as extending to Deloitte & Touche LLP with effect from 1 August 2003 under the provisions of section 26(5) of the Companies Act 1989.

Approved by the General Partners

and signed on behalf of the General Partners

Partnership Secretary

Stephen Jones

8 October 2003

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### STATEMENT OF GENERAL PARTNERS' RESPONSIBILITIES

Regulation 4 of the Partnership and Unlimited Companies (Accounts) Regulation 1993" (Statutory Instrument No. 1820) requires that the general partners prepare financial statements for each financial period as would be required under Part VII of the Companies Act 1985 that give a true and fair view of the Partnership's state of affairs at the end of the financial period and of the profit or loss of the Partnership for the period then ended. In preparing those financial statements, the Partners are required to:

- select suitable accounting policies and then apply them on a consistent basis;
- make judgements and estimates that are prudent and reasonable;
- confirm that 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 not appropriate to presume that the Partnership will continue in business.

The General Partners are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Partnership. The General Partners are also responsible for the system of internal control, for safeguarding the assets of the Partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# INDEPENDENT AUDITORS' REPORT TO THE PARTNERS OF RUGBY UNION PARTNERSHIP

We have audited the financial statements of Rugby Union Partnership for the year ended 31 October 2002 which comprise the profit and loss account, the balance sheet, and the related notes 1 to 11. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the partners as a body, in accordance with our engagement letter of 16 April 2003. Our audit work has been undertaken so that we might state to the partners those matters we are required to state 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 partners as a body, for our audit work, for this report, or for the opinions we have formed.

### Respective responsibilities of Partners and auditors

As described in the statement of General Partners responsibilities, the Partners are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

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 Partnerships and Unlimited Companies (Accounts) Regulations 1993. We also report if, in our opinion, the partners' report is not consistent with the financial statements, if the partnership 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 transactions with the company is not disclosed.

We read the partners report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

### Basis of audit opinion

We conducted our audit in accordance with United Kingdom auditing standards 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 partners in the preparation of the financial statements and of whether the accounting policies are appropriate to the partnership'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 of the state of the partnership's affairs as at 31 October 2002 and of its profit for the year then ended and have been properly prepared in accordance with The Partnership and Unlimited Companies (Accounts) Regulations 1993.

Deloitte & Touche LLP
Chartered Accountants and Registered Auditors

2003

# PROFIT AND LOSS ACCOUNT Year ended 31 October 2002

	Note	2002 £'000	2001 £'000
TURNOVER Net property income	2	25	27 65
Net rental income		25	92
Administrative expenses Other operating income		34	(59) 27
OPERATING PROFIT	2,3	59	60
Other interest receivable and similar income Interest payable and similar charges	5	4	34 (22)
PROFIT ON ORDINARY ACTIVITIES		- 63	72

All of the Partnership's activities during the year relate to discontinued operations.

The profit and loss account shows the entire gains and losses of the company for the current and prior periods.

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# BALANCE SHEET 31 October 2002

	Note	2002 £'000	2001 £'000
FIXED ASSETS			
Investment properties	7	•	-
CURRENT ASSETS			
Debtors	8	2	9
Cash at bank		218	216
		220	225
CREDITORS: amounts falling due			
within one year	9	(47)	(115)
NET CURRENT ASSETS	,	173	110
TOTAL ASSETS LESS CURRENT		-	
LIABILITIES		173	110
FINANCED BY:			
Partners' accounts	10	173	110

These financial statements were approved by the General Partners on

2003.

Signed on behalf of the General Partners

General Partner

UBS Xanadu GP Limited

General Partner

Rugby Union Estates Limited

# NOTES TO THE ACCOUNTS Year ended 31 October 2002

### 1. ACCOUNTING POLICIES

The financial statements have been prepared under the historical cost convention as modified by the revaluation of investment properties and in accordance with the Partnership Deed and The Partnerships and Unlimited Companies (Accounts) Regulations 1993, except for the non-depreciation of investment properties referred to below. The financial statements have been prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below.

### Investment properties

Investment properties are included in the financial statements at valuation. Any aggregate surplus or temporary deficit from original cost is transferred to a revaluation reserve. Any permanent diminution in value of an investment property from original cost is taken to the profit and loss account for the year.

On realisation any gain or loss is calculated by reference to the carrying value at the last balance sheet date and is included in the profit and loss account. Any balance in the revaluation reserve is transferred directly to the profit and loss account reserve.

In accordance with SSAP 19 "Accounting for investment properties", investment properties are revalued annually. No depreciation or amortisation is provided in respect of leasehold investment properties with over 20 years unexpired. The Partnerships and Unlimited Companies (Accounts) Regulations 1993 requires all properties to be depreciated, but that requirement conflicts with the generally accepted principle set out in SSAP 19. The partners consider that, as the properties are held for long term investment, a true and fair view is given by following SSAP 19. Depreciation is only one of many factors reflected in the annual valuation of properties and the amount of depreciation or amortisation which might otherwise have been charged cannot be separately identified or quantified.

### Acquisitions and disposals

The policy for recognising ownership of the asset and profit on sale for acquisitions and disposals of investment properties in the year is to account for acquisitions and disposals when legally binding contracts which are irrevocable and effectively unconditional are exchanged and, in the case of disposals, where completion has taken place prior to the date on which the accounts are approved.

### 2. TURNOVER AND OPERATING PROFIT FOR THE YEAR

The turnover and operating profit for the year is attributable to the principal activity, property investment. The whole turnover arises within the United Kingdom.

#### 3. OPERATING PROFIT

	2002 £'000	£'000
Operating profit is stated after charging:	2	
Auditors' remuneration	3	8
Auditors' remuneration non-audit fees (taxation)	4	8

# NOTES TO THE ACCOUNTS Year ended 31 October 2002

4.	PROFIT ON SALE OF INVESTMENT PROPERTIES		
7.	TROPH ON SADE OF INVESTMENT PROPERTIES	2002 £'000	2001 £'000
	Sale proceeds Cost of sale (including transaction costs)	-	300 (300)
	Net profit recognised on sale of properties	-	-
5.	OTHER INTEREST RECEIVABLE AND SIMILAR INCOME		
		2002 £'000	2001 £'000
	Bank interest receivable	4	34
6.	INTEREST PAYABLE AND SIMILAR CHARGES	•	
		2002 £'000	2001 £'000
	Bank loans Other loans		17 5
		-	22
7.	INVESTMENT PROPERTIES		
	Valuation:	2002 £'000	2001 £'000
	At 1 November Disposals	· -	300 (300)
	At 31 October	-	-
8.	DEBTORS		
		2002 £'000	2001 £'000
	Other debtors Prepayments and accrued income	2	9

All amounts shown under debtors fall due for payment within one year.

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# NOTES TO THE ACCOUNTS Year ended 31 October 2002

10.

### 9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

				2002 £'000	2001 £'000			
Other creditors including taxation an Accruals and deferred income Bank loans	- 47 -	809 529 3,434						
Other loans				-	278			
				47	5,050			
RECONCILIATION OF MOVEMENT IN PARTNERS' ACCOUNTS								
	Rugby Union Estates Limited	UBS Xanadu GP Limited	Jewelwood Limited	Xanadu UBS Partner No. I Limited	Total			
	£	£	£	£	fotat £			
Capital accounts At 1 November 2001 and								
31 October 2002	500	500	23,596	75,404	100,000			
Income accounts								
At 1 November 2001 Share of profit for the year	(4,621) 318	3,161 318	24,361 25,148	(13,313) 37,880	9,588 63,664			
Cash drawings	<del></del>		-	<del></del>				
At 31 October 2002	(4,303)	3,479	49,509	24,567	73,252			
Total at 31 October 2002	(3,803)	3,979	73,105	99,971	173,252			

### 11. RELATED PARTY TRANSACTIONS

Total at 1 November 2001

Rugby Estates plc, the parent company of Rugby Union Estates Limited and Jewelwood Limited, provides management services to the Partnership. Rugby Estates plc did not earn fees from the Partnership in the current or prior year.

3,661

(4,121)

47,957

62,091

109,588

### 12. ULTIMATE CONTROLLING ENTITY

In the opinion of the Partners the ultimate controlling entity of Rugby Union Estates Limited and Jewelwood Limited is Rugby Estates plc and the ultimate controlling entity of UBS Xanadu GP Limited and Xanadu UBS Partner No. 1 Limited is UBS AG.