Annual Report and Accounts

Year ended 31 March 2006



Company number: 3724

REPORT OF THE DIRECTORS for the year ended 31 March 2006

The directors present their Annual Report and audited Accounts for the year ended 31 March 2006.

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 Group. The company's principal activity is to provide short term finance within the Broadgate Property Holdings Limited group of companies in the United Kingdom. There have not been any significant changes in the current year, nor are any currently planned.

As shown in the company's Profit and loss account on page 5, the company's turnover has increased by 23.1% over the prior year and profit before tax has increased by 25.8% over the prior year.

The Balance sheet on page 6 of the financial statements shows that the company's financial position at the year end is, in both net assets and cash terms, consistent with the prior year. Details of amounts owed to its fellow group companies are shown in note 8 on page 13.

The company's directors believe that further key performance indicators for the company are not necessary or appropriate for an understanding of the development, performance or position of the business. The performance of the Group comprising The British Land Company PLC and subsidiaries, 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 17 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.

Principal risks and uncertainties

The Group's objective is to achieve attractive long-term returns whilst minimising risks. In order to identify and evaluate risks and design controls to mitigate them, a regular comprehensive assessment is undertaken which has identified certain individual risks affecting the Group and company, most of which arise out of natural market volatility, relating to supply and demand imbalances in the following areas:

- demand for space from occupiers against available space (including new developments);
- differential pricing for previous locations and buildings;
- alternative uses for buildings (including redevelopment);
- demand for returns from investors in property, compared to other asset classes;
- price differentials for capital to finance the business;
- legislative initiatives, including planning consents and taxation;
- economic cycles, including the impact on tenant covenant quality, interest rates and inflation;
- mis-pricing of property assets by the equity markets.

The Group's preference for long-term investments let on long leases to strong tenants with upward only rent reviews provides stable long-term cash flows which enables the Group to ride out much of this natural market volatility.

The company is financed by a fixed rate loan from its ultimate holding company and has no third party debt. It therefore has no interest rate exposure.

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, which are described in the Group's Annual Report, which does not form part of this report. Initiatives designed to minimise the company's impact on the environment include safe disposal of manufacturing waste, recycling and reducing energy consumption.

Results and dividends

The results for the year are set out in the profit and loss account on page 5.

Dividends paid are shown on the face of the Profit and loss account.

REPORT OF THE DIRECTORS for the year ended 31 March 2006

Directors

The directors who served throughout the year were, except as noted:

Sir John Ritblat

S A M Hester

J H Weston Smith (Resigned 14 July 2006)

N S J Ritblat (Resigned 31 August 2005)

R E Bowden

G C Roberts

A Braine

L M Bell

P C Clarke

The directors' interests in the share and loan capital of the company are set out in note 12 to the financial statements.

Statement of directors' responsibilities

United Kingdom company law requires the directors to prepare financial statements for each financial year 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 those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records 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 the system of internal control and for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

In the case of each of the persons who are directors at the time when the director's report is approved, the following apply:

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

REPORT OF THE DIRECTORS for the year ended 31 March 2006

Annual General Meeting

At the Annual General Meeting of the company held on 26 January 2000 Elective Resolutions were passed to dispense with the following requirements:

- to lay accounts and reports before a general meeting of the company
- to appoint auditors annually
- to hold annual general meetings in the future.

Auditors

The auditors, Deloitte & Touche LLP are willing to continue in office.

This report was approved by the Board on

0 9 NOV 2006

R J Scudamore

Secretary

10 Cornwall Terrace

Regent's Park

London NW1 4QP

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BROADGATE (LENDING) LIMITED for the year ended 31 March 2006

We have audited the financial statements of Broadgate (Lending) Limited for the year ended 31 March 2006 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 18. 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 our 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

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 law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with 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 report to you whether in our opinion the information given in the directors' report is consistent with the financial statements. We also 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 for the above year 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 judgments 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.

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 2006 and of its profit for the year then ended; and
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the directors' report is consistent with the financial statements.

Deloitte & Touche LLP

Chartered Accountants and Registered Auditors

24 November 2006

London

PROFIT AND LOSS ACCOUNT for the year ended 31 March 2006

	Note	2006 £	2005 £
Turnover Rental income Fees and commissions Other trading income		16,000	13,000
Total turnover	•	16,000	13,000
Cost of turnover			
Gross profit (loss)	-	16,000	13,000
Administrative expenses			
Operating profit (loss)	•	16,000	13,000
Profit (loss) on disposal of properties Profit (loss) on disposal of investments			
Group transfer of investments			
Write down of investments in subsidiaries			
Dividends receivable			
Interest receivable Group Associated companies			
External - other		354	
Interest payable Group External - bank overdrafts and loans - other loans			
Profit (loss) on ordinary activities before taxation	2	16,354	13,000
Taxation	4		
Profit (loss) on ordinary activities after taxation	-	16,354	13,000
Dividends paid			
Retained profit (loss) for the year	13	16,354	13,000

Turnover and results are derived from continuing operations in the United Kingdom. The company has only one significant class of business.

There were no recognised gains or losses other than those reported above, consequently a Statement of Total Recognised Gains and Losses has not been presented.

All amounts are stated at historical cost.

BALANCE SHEET as at 31 March 2006

	Note	200 £	06 £	2005 £	£
Fixed assets		-	٠.	~	~
Investment properties	5				
Plant	·				
Investments	6				
Loans to group companies	6				
		•			
Current assets					
Debtors	7	26,711,966		15,821,288	
Cash and deposits					
		26,711,966		15,821,288	
Creditors due within one year	8	(26,640,778)		(15,766,454)	
	_	(==,= :=,: :=,		(10,111,101,	
			•		
Net current assets (liabilities)			71,188		54,834
Tridel and the common technique			71,188		54,834
Total assets less current liabilities			71,188		34,034
Creditors due after one year	9				
Provision for liabilities	10				
Net assets (liabilities)		:	71,188		54,834
0					
Capital and reserves					
Called up share capital	11		2		2
Share premium	13				
Revaluation reserve	13				
Other unrealised reserve	13				
Profit and loss account	13		71,186		54,832
Shareholders' funds	13		71,188	_	54,834

These financial statements were approved by the Board of Directors on

0 9 NOV 2006

G C Roberts
Director

Notes to the accounts for the year ended 31 March 2006

1. Accounting policies

The principal accounting policies are summarised below. They have been applied consistently throughout the current and the previous year.

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 intentionally left blank.

Accounting basis

The financial statements are prepared in accordance with applicable United Kingdom Accounting Standards and under the historical cost convention as modified by the revaluation of investment properties and 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 19).

Cash flow statement

Where the company has no subsidiaries, it is exempt from preparing a cash flow statement in accordance with FRS 1. The company's cash flow is included in the group cash flow statement prepared by The British Land Company PLC as part of its consolidated financial statements, which are publicly available (see note 18).

Events after the balance sheet date

FRS 21 (IAS 10) "Events after the balance sheet date" is applicable for accounting periods beginning on or after 1 January 2005. The main impact of FRS 21 is that dividends declared to holders of equity instruments after the balance sheet date, are not recognised as a liability at the balance sheet date. As this constitutes a change in accounting policy, the comparative amounts in the financial statements are required to be restated in accordance with FRS 3 "Reporting Financial Performance". There has been no impact on the financial statements of the company for the current or previous period.

Notes to the accounts for the year ended 31 March 2006

1. Accounting policies (continued)

Taxation

Corporation tax payable is provided on taxable profits at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantially enacted by the balance sheet date.

On disposal of an investment property the element of tax relating to the profit in the year is charged to the profit and loss account and the element relating to earlier revaluation surpluses is included in the statement of total recognised gains and losses.

Deferred tax assets and liabilities arise from timing differences between the recognition of gains and losses in the accounts and their recognition in a tax computation.

Deferred tax is provided in respect of all timing differences that have originated, but not reversed, at the balance sheet date that may give rise to an obligation to pay more or less tax in the future. Deferred tax is not recognised when fixed assets are revalued unless by the balance sheet date there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on sale has been recognised in the financial statements.

Deferred tax is measured on a non-discounted basis. A 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.

Notes to the accounts for the year ended 31 March 2006

2. Profit (loss) on ordinary activities before taxation	2006	2005
Profit (loss) on ordinary activities before taxation is stated after charging (crediting):	£	£
Amortisation		
Depreciation		
Auditors' remuneration		
Auditors' remuneration for other services		
Amounts payable to Deloitte & Touche LLP in respect of audit and non-audit services are paint at group level by The British Land Company PLC.	d	
3. Staff costs	2006	2005
	£	£
Wages and salaries		
Social security costs		
Pension costs		
	-	-

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

Average number of employees, including directors, of the company during the year was Nil (2005 - Nil).

Any pension costs were incurred in the year in respect of a defined contribution scheme. There were no outstanding or prepaid contributions at 31 March 2006 (2005 - £Nil).

Notes to the accounts for the year ended 31 March 2006

4. Taxation	2006 £	2005 £
Current tax UK corporation tax Adjustments in respect of prior years		_
Total current tax charge (credit)	***************************************	
Deferred tax Origination and reversal of timing differences Prior year items		
Total deferred tax charge (credit)		
Total taxation (effective tax rate – Nil; 2005 – Nil)		-
Tax reconciliation		
Profit on ordinary activities before taxation	16,354	13,000
Tax on profit on ordinary activities at UK corporation tax rate of 30% (2005 - 30%) Effects of:	4,906	3,900
Capital allowances Tax losses and other timing differences		
Income not taxable Transfer pricing adjustments Adjustments in respect of prior years	(4,906)	(3,900)
Current tax charge (credit)		-

Included in the tax charge is a net charge of £Nil (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 (2005 - £Nil).

This unprovided taxation is stated after taking account of the FRS19 capital allowance deferred tax provision of £Nil (2005 - £Nil) recorded in the balance sheet which, as described in note 10, would be expected to be released on sale. The unprovided tax without taking accounts of the FRS 19 provision is in the region of £Nil (2005 - £Nil).

Notes to the accounts for the year ended 31 March 2006

5. Investment and development properties

	Development £	Freehold £	Long leasehold £	Total £
Cost and valuation 1 April 2005 Additions Disposals Group transfers Revaluation surplus (deficit)				
31 March 2006				
Analysis of cost and valuation 31 March 2006 Cost Revaluation				
Net book value				-
1 April 2005 Cost Revaluation				
Net book value				

Properties were externally valued at 31 March 2006 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.

Properties valued at £Nil (2005 - £Nil) were charged to secure borrowings of the ultimate holding company.

Notes to the accounts for the year ended 31 March 2006

6. Investments and loans to group companies

	Shares in subsidiaries	Other investments	Total	Loans to Group companies
	£	£	£	£
At cost or directors' valuation 1 April 2005 Additions Disposals Provision for write-down Revaluation				
31 March 2006				
Provision for write-down 1 April 2005 Provision for write-down Disposals 31 March 2006				
At cost				
31 March 2006				
1 April 2005			<u> </u>	<u> </u>

Notes to the accounts for the year ended 31 March 2006

7. Debtors	2006 £	2005 £
Trade debtors Amounts owed by group companies - current accounts Corporation tax	26,695,966	15,817,388 3,900
Other debtors Prepayments and accrued income	16,000	3,000
	26,711,966	15,821,288
Included in prepayments and accrued income is an amount of £Nil (2005 - £Nil), relating to least amortised over the period to the next rent review.	ease incentives whi	ch are
8. Creditors due within one year	2006 £	2005 £
Trade creditors Amounts owed to group companies - current accounts Corporation tax Other taxation and social security Other creditors Accruals and deferred income	26,640,778	15,762,554 3,900
	26,640,778	15,766,454
Amounts owed to fellow group companies are repayable on demand. There is no interest ch	arged on these bal	ances.
9. Creditors due after one year	2006 £	2005 £
Debentures and loans due 1 to 2 years due 2 to 5 years due after 5 years		

Notes to the accounts for the year ended 31 March 2006

10. Provision for liabilities			
	Sinking fund	Deferred tax	Total
	£	£	£
1 April 2005			
Charged (credited) to the profit and loss account			
Released			
Utilised in year			
31 March 2006			
31 March 2000			
Deferred tax is provided as follows		2006	2005
		£	£
Appelorated capital allowanese			
Accelerated capital allowances			
Other timing differences			

The deferred tax provision relates primarily to capital allowances claimed on plant and machinery within investment properties. 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. The entire amount of the capital allowance provision would be expected to be released on sale.

11. Share capital

	2006	2005
	£	£
Authorised		
100 Ordinary Shares of £1 each	100	100
	100	100
Allotted, called up and fully paid		
2 Ordinary Shares of £1 each	2	2
•	2	2
		

Notes to the accounts for the year ended 31 March 2006

12. Directors' interests in share and loan capital

No director held a beneficial interest in the share capital of the company. Sir John Ritblat and Messrs. S A M Hester, J H Weston Smith, R E Bowden and G C Roberts are also directors of The British Land Company PLC and, as such, their interests in the share and loan capital, including share options, of that company are shown in the accounts of the ultimate holding company. The beneficial interests of the other directors in the ultimate holding company are as follows:-

	Fully paid Ordinary shares					
			31 March	1 April		
			2006	2005		
A Braine			18,708	17,838		
L M Bell			13,165	12,295		
P C Clarke		_	11,089	7,587		
			Opti	ons over or	dinary shares	
			1984 Opt	ion	Sharesa	ve
			Schem	е	Schem	е
			31 March	1 April	31 March	1 April
			2006	2005	2006	2005
A Braine					1,462	1,462
L M Bell					1,462	1,462
P C Clarke		_	<u>,-</u>		1,162	2,632
	Rights un	der		Rights u	ınder	
	Restricted S		Lo	ng Term Inc		
	Plan			_	Options of	ver
	Ordinary sh	nares	Ordinary shares		Ordinary sl	hares
	31 March	1 April	31 March	1 April	31 March	1 April
	2006	2005	2006	2005	2006	2005
A Braine	15,000	35,000	39,929	23,994	95,887	71,984
L M Bell	17,500	32,500	43,067	25,394	102,691	76,182
P C Clarke	15,000	35,000	40,317	23,684	96,002	71,052

Granting, exercising and lapsing of options

A Braine was granted options over 23,903 shares, 12,699 had an option price of 877p per share, and 11,204 had an option price of 994p per share, all under British Land's Long Term Incentive Plan.

L M Bell was granted options over 26,509 shares, 14,538 had an option price of 877p per share, and 11,971 had an option price of 994p per share, all under British Land's Long Term Incentive Plan.

P C Clarke was granted options over 24,950 shares, 13,255 had an option price of 877p per share, and 11,695 had an option price of 994p per share, all under British Land's Long Term Incentive Plan. He exercised options over 2,632 shares at an option price of 359p per share and the middle market quotation on the date of exercise was 1239.5p per share and he was granted options over 1,162 shares at an option price of 804p per share. Both this exercise and grant occurred under British Land's Share Save Scheme.

Notes to the accounts for the year ended 31 March 2006

13. Reconciliation of movements in shareholders' funds and reserves

	Share capital £	Share premium £	Revaluation reserve	Other unrealised reserve £	Profit and loss account £	Total £
Opening shareholders' funds	2				54,832	54,834
Retained profit (loss) for the year					16,354	16,354
Share issues in the year						
Unrealised surplus (deficit) on revaluation of investment properties						
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				71,186	71,188

Notes to the accounts for the year ended 31 March 2006

14. Capital commitments

The company had capital commitments contracted at 31 March 2006 of £Nil (2005 - £Nil).

15. Contingent liabilities

The company is jointly and severally liable with Broadgate Estate Management Limited, a wholly owned subsidiary of the ultimate holding company, and fellow subsidiaries for all monies falling due under the group VAT registration.

16. 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.

17. Subsequent events

There have been no significant events since the year end.

18. Immediate parent and ultimate holding company

The immediate parent company is Broadgate 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. Group accounts for this company are available on request from 10 Cornwall Terrace, Regent's Park, London NW1 4QP.