
BLSSP (PHC35) LIMITED

Annual Report and Accounts

Year ended 31 March 2005



Company number: 4104102

BLSSP (PHC35) LIMITED

REPORT OF THE DIRECTORS for the year ended 31 March 2005

The directors present their Annual Report and audited Accounts for the year ended 31 March 2005.

Principal activity

The principal activity of the company is that of property investment.

Review of business and prospects

The activities and prospects of this and other group companies are reviewed in the Chairman's Statement, Chief Executive's Statement and Operating and Financial Review of The British Land Company PLC, the ultimate holding company. There are no planned significant changes to the company's activities.

Details of significant events since the balance sheet date are contained in note 18 of the financial statements.

Results and dividends

The results for the year are set out in the profit and loss account on page 4.

The directors do not recommend the payment of a dividend (2004 - £Nil).

Directors

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

J H Ritblat
S A M Hester (Appointed 07 January 2005)
C Metliss
J H Weston Smith
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 13 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.

BLSSP (PHC35) LIMITED

**REPORT OF THE DIRECTORS
for the year ended 31 March 2005**

Auditors

The auditors, Deloitte & Touche LLP are willing to continue in office, and a resolution to reappoint them will be proposed at the Annual General Meeting.

This report was approved by the Board on - 4 OCT 2005

A handwritten signature in dark ink, appearing to read 'R J Scudamore', written in a cursive style.

R J Scudamore
Secretary

10 Cornwall Terrace
Regent's Park
London
NW1 4QP

BLSSP (PHC35) LIMITED

**INDEPENDENT AUDITORS' REPORT
for the year ended 31 March 2005**

To the members of BLSSP (PHC35) LIMITED

We have audited the financial statements of BLSSP (PHC 35) Limited for the year ended 31 March 2005 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 19. 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 United Kingdom law and accounting standards. Our responsibility is to audit the accounts in accordance with 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 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 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.

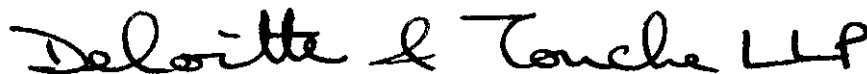
Basis of audit opinion

We conducted our audit in accordance with 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 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 of the state of affairs of the company at 31 March 2005 and of its profit result 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



BLSSP (PHC35) LIMITED**PROFIT AND LOSS ACCOUNT**
for the year ended 31 March 2005

	Note	2005 £	2004 £
Turnover			
Rental income	1	2,085,325	1,798,628
Cost of turnover		(15,293)	(45,338)
Gross profit (loss)		<u>2,070,032</u>	<u>1,753,290</u>
Administrative expenses		(69,219)	
Operating profit (loss)		<u>2,000,813</u>	<u>1,753,290</u>
Interest receivable			
Group			
External - unlisted		3,061	2,658
Interest payable			
Group		(1,968,696)	(1,727,243)
External - bank overdrafts and loans		(35,178)	(28,705)
- other loans			
Profit (loss) on ordinary activities before taxation	2	<u> </u>	<u> </u>
Taxation	4	<u> </u>	<u> </u>
Profit (loss) on ordinary activities after taxation		<u> </u>	<u> </u>
Dividends paid and proposed			
Retained profit (loss) for the year	14	<u> </u> <u> </u>	<u> </u> <u> </u>

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

BLSSP (PHC35) LIMITED

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
for the year ended 31 March 2005**

	2005	2004
	£	£
Profit (loss) on ordinary activities after taxation		
Unrealised surplus (deficit) on revaluation of investment properties	1,846,973	4,329,176
Taxation on realisation of prior year revaluations		
Total recognised gains and losses relating to the financial year	<u>1,846,973</u>	<u>4,329,176</u>

**NOTE OF HISTORICAL COST PROFITS AND LOSSES
for the year ended 31 March 2005**

	2005	2004
	£	£
Profit (loss) on ordinary activities before taxation		
Realisation of prior year revaluations		
Historical cost profit (loss) on ordinary activities before taxation	<u>-</u>	<u>-</u>
Historical cost profit (loss) for the year retained after taxation	<u>-</u>	<u>-</u>

BLSSP (PHC35) LIMITED**BALANCE SHEET
as at 31 March 2005**

	Note	2005 £	£	2004 £	£
Fixed assets					
Investment properties	5	37,560,000		35,850,000	
Investments	6				
		<u>37,560,000</u>		<u>35,850,000</u>	
Current assets					
Debtors	7				
Cash and deposits		612,228		637,382	
		<u>612,228</u>		<u>637,382</u>	
Creditors due within one year	8	(2,292,798)		(1,929,671)	
		<u></u>		<u></u>	
Net current assets (liabilities)		(1,680,570)		(1,292,289)	
Total assets less current liabilities		<u>35,879,430</u>		<u>34,557,711</u>	
Creditors due after one year	9	(25,221,157)		(25,746,411)	
Provision for liabilities and charges	10				
		<u></u>		<u></u>	
Net assets (liabilities)		<u>10,658,273</u>		<u>8,811,300</u>	
Capital and reserves					
Called up share capital	12	196,000		196,000	
Revaluation reserve	14	10,462,273		8,615,300	
Profit and loss account	14				
Equity shareholders' funds	14	<u>10,658,273</u>		<u>8,811,300</u>	

These financial statements were approved by the Board of Directors on - 4 OCT 2005



G C Roberts
Director

BLSSP (PHC35) LIMITED

Notes to the accounts for the year ended 31 March 2005

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 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. The company 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).

The company is also, on this basis, exempt from the requirement of FRS 1 to present a cash flow statement.

Properties

Investment properties, including freehold and long leasehold properties, are independently valued each year on an open market basis. 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. The profit on disposal is based on book value.

In accordance with Statement of Standard Accounting Practice 19 no amortisation or depreciation is provided in respect of freehold or long leasehold properties. 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 or amortisation 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.

Investments

Fixed asset investments are stated at market value when listed and at directors' valuation when unlisted. Any surplus or deficit arising on revaluation is taken to revaluation reserve, unless a deficit is expected to be permanent, in which case it is charged to profit and loss account.

Investments in subsidiaries are stated at cost or directors' valuation less provision for impairment.

BLSSP (PHC35) LIMITED

Notes to the accounts for the year ended 31 March 2005

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.

Net rental income

Rental income is recognised on an accruals basis, exclusive of service charges receivable. Rent increases arising from rent reviews are taken into account when such reviews have been settled with tenants. Where a lease incentive does not enhance the property, it is amortised on a straight-line basis over the period from the date of lease commencement to the earlier of the first rent review to the prevailing market rent, the first break option, or the end of the lease term. On new leases with rent free periods, rental income is allocated evenly over the period from the date of lease commencement to the earlier of the first rent review to the prevailing market rate and the lease end date. Service charges and other recoveries are credited directly against relevant expenditure.

Debt instruments

Debt instruments are stated at their net proceeds on issue. Issue costs are amortised to the profit and loss account over the life of the instrument and are included in interest payable.

BLSSP (PHC35) LIMITED

**Notes to the accounts
for the year ended 31 March 2005**

2. Profit (loss) on ordinary activities before taxation	2005	2004
	£	£

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

Amortisation

Depreciation

Auditors' remuneration

Auditors' remuneration for other services

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Amounts payable to Deloitte & Touche LLP in respect of audit and non-audit services are paid at group level by The British Land Company PLC.

3. Staff costs	2005	2004
	£	£

Wages and salaries

Social security costs

Pension costs

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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 (2004 - Nil).

BLSSP (PHC35) LIMITED**Notes to the accounts**
for the year ended 31 March 2005

4. Taxation	2005	2004
	£	£
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; 2004 – Nil)	-	-
Tax reconciliation		
Profit on ordinary activities before taxation		
Tax on profit on ordinary activities at UK corporation tax rate of 30% (2004 - 30%)		
Effects of:		
Capital allowances		
Tax losses and other timing differences		
Expenses not deductible for tax purposes	(74,778)	
Transfer pricing adjustments	74,778	
Adjustments in respect of prior years		
Current tax charge (credit)	-	-

Included in the tax charge is a net charge of £Nil (2004 - £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 £5.1m (2004 - £4.7m).

This unprovided taxation is stated after taking account of the FRS19 capital allowance deferred tax provision of £Nil (2004 - £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 £5.1m (2004 - £4.7m).

BLSSP (PHC35) LIMITED**Notes to the accounts
for the year ended 31 March 2005****5. Investment properties**

	Freehold £	Long leasehold £	Total £
Cost and valuation			
1 April 2004	35,850,000		35,850,000
Additions	5,362		5,362
Disposals	(142,335)		(142,335)
Group transfers			
Revaluation surplus (deficit)	1,846,973		1,846,973
31 March 2005	37,560,000	-	37,560,000
Analysis of cost and valuation			
31 March 2005			
Cost	27,097,727		27,097,727
Revaluation	10,462,273		10,462,273
Net book value	37,560,000	-	37,560,000
1 April 2004			
Cost	27,234,700		27,234,700
Revaluation	8,615,300		8,615,300
Net book value	35,850,000	-	35,850,000

Properties were externally valued at 31 March 2005 by Atisreal, Chartered Surveyors, on the basis of Market Value in accordance with the Appraisal and Valuation Manual published by The Royal Institution of Chartered Surveyors.

Security has been granted over the above properties, along with the other properties held by fellow subsidiaries of the BLSSP Property Holding Group to secure the £20 million 7.743% secured notes due 2025, issued by BLSSP (Funding) PLC.

BLSSP (PHC35) LIMITED

**Notes to the accounts
for the year ended 31 March 2005**

6. Investments and loans to group companies

	Shares in subsidiaries £	Other investments £	Total £	Loans to Group companies £
At cost or directors' valuation				
1 April 2004				
Additions				
Disposals				
Provision for write-down				
Revaluation				
31 March 2005	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
At cost				
31 March 2005	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
1 April 2004	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>

BLSSP (PHC35) LIMITED**Notes to the accounts
for the year ended 31 March 2005**

7. Debtors	2005	2004
	£	£
Trade debtors		
Corporation tax		
Amounts owed by group companies		
- current account with BLSSP (Lending) Limited		
Other debtors		
Prepayments and accrued income		
	<u>-</u>	<u>-</u>

Included in prepayments and accrued income is an amount of £Nil (2004 - £Nil), relating to lease incentives which are amortised over the period to the next rent review.

8. Creditors due within one year	2005	2004
	£	£
Trade creditors	1,500	1,500
Amounts owed to group companies		
- subordinated loans from BLSSP Funding PLC - note 11	425,287	396,659
- current account from BLSSP (Lending) Limited		
- accrued interest	943,203	605,196
Corporation tax		
Other taxation and social security	78,332	76,570
Other creditors		
Accruals and deferred income	844,476	849,746
	<u>2,292,798</u>	<u>1,929,671</u>

9. Creditors due after one year	2005	2004
	£	£
Amount owed to group company		
- subordinated loans from BLSSP Funding PLC - note 11	22,217,067	22,662,642
- subordinated loans from BLSSP Property Holdings Ltd - note 11	3,004,090	3,083,769
	<u>25,221,157</u>	<u>25,746,411</u>

The subordinated loan, which is subject to a variable rate of interest, from BLSSP Property Holdings Limited is deeply subordinated and ranks behind subordinated loans from BLSSP (Funding) PLC.

BLSSP (PHC35) LIMITED**Notes to the accounts
for the year ended 31 March 2005****10. Provision for liabilities and charges**

		Deferred tax £
1 April 2004		
Charged (credited) to the profit and loss account		
Released		
Utilised in year		
31 March 2005		-
Deferred tax is provided as follows	2005	2004
	£	£
Accelerated capital allowances		
Other timing differences		
	<u>-</u>	<u>-</u>

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. Borrowings

	2005	2004
	£	£
Borrowings are repayable as follows:		
Creditors due within one year - subordinated loans from BLSSP (Funding) PLC	425,287	396,659
Creditors due after one year - subordinated loans from BLSSP (Funding) PLC	22,217,067	22,662,642
- subordinated loans from BLSSP Property Holdings Ltd	3,004,090	3,083,769
	<u>25,646,444</u>	<u>26,143,070</u>
Repayments due:		
Within one year	425,287	396,659
1-2 years	456,073	428,745
2-5 years	1,575,350	1,477,341
	<u>2,456,710</u>	<u>2,302,745</u>
After 5 years	23,189,734	23,840,325
Total	<u>25,646,444</u>	<u>26,143,070</u>

This amount is stated net of issue costs.

On 20 June 2001, BLSSP (Funding) PLC issued £575 million subordinated loan notes to the property holding companies within the BLSSP Property Holdings Group. On 6 October 2003, BLSSP (Funding) PLC issued a further £84 million subordinated loan notes to the property holding companies, including this company, within the BLSSP Property Holdings Group.

The subordinated loans from BLSSP (Funding) PLC are being repaid from October 2001 to October 2025, with the weighted average interest rate of the subordinated loan being 6.78%.

12. Share capital

	2005	2004
	£	£
Authorised		
196,000 ordinary shares of £1 each	196,000	196,000
	<u>196,000</u>	<u>196,000</u>
Allotted, called up and fully paid		
196,000 ordinary shares of £1 each	196,000	196,000
	<u>196,000</u>	<u>196,000</u>

BLSSP (PHC35) LIMITED

Notes to the accounts for the year ended 31 March 2005

13. Directors' interests in share and loan capital

No director held a beneficial interest in the share capital of the company. Messrs. J H Ritblat, S A M Hester, J H Weston Smith, N S J Ritblat, 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		6% Irredeemable Convertible Bonds (£ nominal)	
	31 March 2005	1 April 2004	31 March 2005	1 April 2004
C Metliss	120,245	118,905		
A Braine	17,838	13,979		
L M Bell	12,295	10,955		
P C Clarke	7,587	6,247		

	Options over ordinary shares 1984 Option Scheme		Sharesave Scheme	
	31 March 2005	1 April 2004	31 March 2005	1 April 2004
C Metliss			1,954	1,954
A Braine			1,462	2,519
L M Bell		2,925	1,462	2,527
P C Clarke			2,632	2,623

	Rights under Restricted Share Plan Ordinary shares		Rights under Long Term Incentive Plan Options over Ordinary shares			
	31 March 2005	1 April 2004	31 March 2005	1 April 2004	31 March 2005	1 April 2004
C Metliss						
A Braine	35,000	60,000	23,994	10,000	71,984	30,000
L M Bell	32,500	60,000	25,394	10,000	76,182	30,000
P C Clarke	35,000	70,000	23,684	10,000	71,052	30,000

Granting, exercising and lapsing of options

A Braine was granted options over 41,984 shares, 22,907 had an option price of 663p per share, and 19,077 had an option price of 796p per share, all under British Land's Long Term Incentive Plan. He exercised options over 2,519 shares at an option price of 377p per share and the middle market quotation on the date of exercise was 868.5p per share and he was granted options over 1,462 shares at an option price of 648p per share. Both this exercise and grant occurred under British Land's Share Save Scheme.

L M Bell exercised options over 2,925 shares, under British Land's 1984 Share Option Scheme at an option price of 394 p per share. The middle market quotation on the date of disposal of these 2,925 shares was 736.5p per share. She was granted options over 46,182 shares, 25,197 had an option price of 663 p per share, and 20,985 had an option price of 796p per share, all under British Land's Long Term Incentive Plan. She exercised options over 2,427 shares at an option price of 399p per share and the middle market quotation on the date of exercise of these shares was 736.5p per share and she was granted options over 1,462 shares at an option price of 648p per share. Both this exercise and grant occurred under British Land's Share Save Scheme.

P Clarke was granted options over 41,052 shares, 22,398 had an option price of 663p per share, and 18,654 had an option price of 796p per share, all under British Land's Long Term Incentive Plan.

BLSSP (PHC35) LIMITED

**Notes to the accounts
for the year ended 31 March 2005**

14. Reconciliation of movements in shareholders' funds and reserves

	Share capital £	Revaluation reserve £	Profit and loss account £	Total £
Opening shareholders' funds	196,000	8,615,300		8,811,300
Retained profit (loss) for the year				
Unrealised surplus (deficit) on revaluation of investment properties		1,846,973		1,846,973
Closing shareholders' funds	<u>196,000</u>	<u>10,462,273</u>	<u>-</u>	<u>10,658,273</u>

BLSSP (PHC35) LIMITED

Notes to the accounts for the year ended 31 March 2005

15. Capital commitments

The company had capital commitments contracted at 31 March 2005 of £Nil (2004 - £Nil).

16. Contingent liabilities

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

The company is a guarantor and is jointly and severally liable with its fellow property holding subsidiaries for the obligations of BLSSP (Funding) PLC.

17. 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.

Mr John Ritblat has an effective 1.25% equity interest and is non-executive chairman of Fitzhardinge PLC, which is the holding company of Colliers Conrad Ritblat Erdman who are the company's managing agents and as such receive fees for their services.

18. Subsequent events

There have been no significant events since the year end.

19. Immediate parent and ultimate holding company

The immediate parent company is BLSSP 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.*