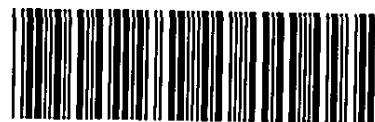

Meadowhall Shopping Centre Limited

Annual Report and Accounts

Year ended 31 March 2010

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COMPANIES HOUSE

Company number 4276642

Meadowhall Shopping Centre Limited

REPORT OF THE DIRECTORS **for the year ended 31 March 2010**

The directors submit their report and financial statements for the year ended 31 March 2010

Principal activities

The company is a wholly owned subsidiary of Meadowhall Shopping Centre Property Holdings Limited. The ultimate holding company, MSC Property Intermediate Holdings Limited, operates as a joint venture between The British Land Company PLC and LSP Green Park Property Trust. The company's principal activity is to act as a Limited Partner to the Meadowhall Limited Partnership, a partnership involved in property investment in the United Kingdom (UK). A Partnership Agreement has been established to determine the respective roles and responsibilities of each Partner as well as the profit share. The effective stake in the partnership is 99.99%.

Business review

As shown in the company's profit and loss account on page 5, the company's turnover has increased by 12.3% over the prior year and the result for the year before tax has improved significantly from a loss before tax of £349,058,722 to a profit of £228,134,221. This is due to improved commercial property values in the year.

Dividends of £nil (2009: £nil) were paid in the year.

The balance sheet on page 7 shows an increase in net assets of 69.9% to £551.9m at 31 March 2010.

The value of investments held as at 31 March 2010 increased by 72.8% due to an increase in the net assets of the Partnership as a result of rising commercial property values, as shown in note 5 to the company's balance sheet.

There have been no significant events since the balance sheet date.

Risk management

This company is part of a property investment group. As such, the fundamental underlying risks for this company are those of the property group as discussed below.

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

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

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

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

The company has no third party debt. It therefore has no interest rate exposure.

The directors consider the company to be a going concern and the accounts are prepared on this basis. Details of this are shown in note 1 of the financial statements.

Meadowhall Shopping Centre Limited

REPORT OF THE DIRECTORS
for the year ended 31 March 2010

Environment

The company 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 company's activities. The company operates in accordance with best practice policies and initiatives designed to minimise the company's impact on the environment include safe disposal of manufacturing waste, recycling and reducing energy consumption.

Directors

The directors who served were

S Carter (appointed 8 September 2010)
S Smith (appointed 8 September 2010)
J Bishop (appointed 8 April 2009)
C M J Forshaw
J Duzniak (appointed 8 April 2009)
A M Jones (resigned 6 November 2009)
S M Little
M McGann
H R Mould
T A Roberts (appointed 8 April 2009)
A D Smith
M A Stirling (resigned 6 November 2009)
P L Vaughan (appointed 8 April 2009)
N M Webb (appointed 8 April 2009)
B T Grose (appointed 6 November 2009 and resigned 8 September 2010)
M J Dillon (appointed 6 November 2009 and resigned 8 September 2010)

Directors' responsibilities statement

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

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Meadowhall Shopping Centre Limited

**REPORT OF THE DIRECTORS
for the year ended 31 March 2010**

Disclosure of information to Auditors

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

(a) so far as the director is aware, there is no relevant audit information of which the company's auditors are unaware, and

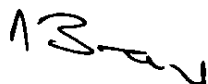
(b) the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditors are aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

Auditors

A resolution to reappoint Deloitte LLP as the company's auditors will be proposed at the Annual General Meeting

This report was approved by the Board on 22 December 2010



A Braine
Secretary

Meadowhall Shopping Centre Limited

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
Meadowhall Shopping Centre Limited
for the year ended 31 March 2010**

We have audited the financial statements of Meadowhall (MLP) Limited for the year ended 31 March 2010 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Total Recognised Gains and Losses and the related notes 1 to 13. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 March 2010 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.



Andrew Swarbrick BA FCA (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditors
Cambridge, UK

23 Dec 2010

Meadowhall Shopping Centre Limited

**PROFIT AND LOSS ACCOUNT
for the year ended 31 March 2010**

	Note	2010 £	2009 £
Turnover			
Share of partnership income		30,929,637	27,530,267
Operating profit		<u>30,929,637</u>	<u>27,530,267</u>
Write up / (down) of investment in partnership		197,204,584	(376,588,989)
Profit / (loss) on ordinary activities before taxation	2	<u>228,134,221</u>	<u>(349,058,722)</u>
Taxation	4	(1,135,908)	-
Profit / (loss) for the financial year		<u><u>226,998,313</u></u>	<u><u>(349,058,722)</u></u>

Turnover and results are derived from continuing operations within the United Kingdom. The company has only one significant class of business, that of to act as Limited Partner to the Meadowhall Limited Partnership, a partnership involved in property investment within the United Kingdom (UK).

Meadowhall Shopping Centre Limited

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
for the year ended 31 March 2010**


	2010	2009
	£	£
Profit / (loss) on ordinary activities after taxation	226,998,313	(349,058,722)
Total recognised gains and losses relating to the financial year	<u>226,998,313</u>	<u>(349,058,722)</u>

Meadowhall Shopping Centre Limited

**BALANCE SHEET
as at 31 March 2010**

	Note	2010 £	£	2009 £	£
Fixed assets					
Investments	5	467,946,050		270,741,466	
		<u>467,946,050</u>		<u>270,741,466</u>	
Current assets					
Debtors - due within one year	6	84,825,727		59,005,632	
		<u>84,825,727</u>		<u>59,005,632</u>	
Creditors due within one year	7	(842,121)		(4,815,755)	
		<u></u>		<u></u>	
Net current assets		83,983,606		54,189,877	
Net assets		<u>551,929,656</u>		<u>324,931,343</u>	
Capital and reserves					
Called up share capital	8		1		1
Profit and loss account	9	551,929,655		324,931,342	
Shareholders' funds	9	<u>551,929,656</u>		<u>324,931,343</u>	

The financial statements of Meadowhall Shopping Centre Limited, company number 4276642, were approved by the Board of Directors on *22 December 2010* and signed on its behalf by


S. Carter
Director

Meadowhall Shopping Centre Limited

Notes to the accounts for the year ended 31 March 2010

1 Accounting policies

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

Accounting basis

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

Where the company has subsidiaries, it has taken advantage of the exemption from preparing consolidated financial statements afforded by Section 400 of the Companies Act 2006 because it is a wholly owned subsidiary of another company. Group financial statements, which include the company, for MSC Property Intermediate Holdings Limited are publicly available (see note 13).

Basis of Preparation

Having reviewed the company's forecast working capital and cash flow requirements, in addition to making enquiries and examining areas which could give risk to financial exposure, the directors have a reasonable expectation that the company has adequate resources to continue its operations for the foreseeable future. As a result they continue to adopt the going concern basis in preparing the accounts.

Cash flow statement

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

Meadowhall Shopping Centre Limited

Notes to the accounts for the year ended 31 March 2010

1 Accounting policies (continued)

Investments

Fixed asset investments are stated at cost less provision for impairment

Taxation

Current tax is based on taxable profit for the year and is calculated using tax rates that have been enacted or substantively enacted. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are not taxable (or tax deductible). In particular the group (including this partnership) became a REIT on 1 January 2007 where income and gains on qualifying assets are exempt from taxation. On 11 February 2009, the sale of 50% of the group to a non-REIT entity resulted in now only 50% of the income and gains on qualifying assets being exempt from taxation.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements. A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Meadowhall Shopping Centre Limited

**Notes to the accounts
for the year ended 31 March 2010**

2 Profit / (loss) on ordinary activities before taxation

Auditors' remuneration

A notional charge of £1,200 (2009 £1,200) per company is deemed payable to Deloitte LLP in respect of the audit of the financial statements

3 Staff costs

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

Average number of employees, excluding directors, of the company during the year was nil (2009 - nil)

4 Taxation	2010	2009
	£	£
Current tax		
UK corporation tax	1,288,609	-
Adjustments in respect of prior years	(152,701)	-
Total current tax charge	<u>1,135,908</u>	<u>-</u>
Deferred tax		
Origination and reversal of timing differences	-	-
Prior year items	-	-
Total deferred tax charge	<u>-</u>	<u>-</u>
Total taxation charge (credit)	<u><u>1,135,908</u></u>	<u><u>-</u></u>

Tax reconciliation

Profit / (loss) on ordinary activities before taxation	<u>228,134,221</u>	<u>(349,058,722)</u>
Tax on profit / (loss) on ordinary activities at UK corporation tax rate of 28% (2009 28%)	63,877,582	(97,736,442)
Effects of		
REIT exempt income and gains	(3,539,927)	-
Income already taxed in the partnership	-	(7,708,475)
Capital allowances	(1,128,106)	-
(Income not taxable) / expenses not deductible for tax purposes	(56,378,473)	105,444,917
Group relief (claimed) / surrendered for nil consideration	(1,542,467)	-
Adjustments in respect of prior years	(152,701)	-
Current tax charge	<u><u>1,135,908</u></u>	<u><u>-</u></u>

Meadowhall Shopping Centre Limited

**Notes to the accounts
for the year ended 31 March 2010**

5 Investments

	Capital investment in Meadowhall Limited Partnership £
At cost or directors' valuation	
1 April 2009	270,741,466
Provision written-back	197,204,584
31 March 2010	467,946,050
Provision for impairment	
1 April 2009	(517,131,913)
Provision written-back	197,204,584
31 March 2010	(319,927,329)
At cost or directors' valuation excluding provision for write-down	
31 March 2010	787,873,379
1 April 2009	787,873,379

Partnership

The company has an investment in the following partnership

	Activity	Holding %
Meadowhall Limited Partnership	Property Investment	99.99%

The company has an interest in Meadowhall Limited Partnership, a Partnership set up under Jersey Law

Meadowhall Shopping Centre Limited

**Notes to the accounts
for the year ended 31 March 2010**

6 Debtors	2010	2009
	£	£
Current debtors (receivable within one year)		
Amounts owed by group companies - current accounts	35,769,934	130,795
Amounts owed by partnership - current accounts	49,055,792	58,874,837
	<u>84,825,727</u>	<u>59,005,632</u>
7 Creditors due within one year	2010	2009
	£	£
Amounts owed to group companies - current accounts	103,484	4,815,755
Corporation tax	738,637	
	<u>842,121</u>	<u>4,815,755</u>
8 Share capital	2010	2009
	£	£
Issued share capital - allotted, called up and fully paid		
Ordinary Shares of £1 00 each		
Balance as at 1 April and as at 31 March 1 share	<u>1</u>	<u>1</u>

Meadowhall Shopping Centre Limited

**Notes to the accounts
for the year ended 31 March 2010**

9 Reconciliation of movements in shareholders' funds and reserves

	Share capital £	Profit and loss account £	Total £
Opening funds at 1 April 2009	1	324,931,342	324,931,343
Profit for the financial year	-	226,998,313	226,998,313
Closing funds at 31 March 2010	<u>1</u>	<u>551,929,655</u>	<u>551,929,656</u>

Meadowhall Shopping Centre Limited

**Notes to the accounts
for the year ended 31 March 2010**

10 Capital commitments

The company had capital commitments contracted as at 31 March 2010 of £nil (2009 £nil)

11 Contingent liabilities

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

12 Related parties

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

13 Immediate parent and ultimate holding company

The immediate parent company is Meadowhall Shopping Centre Property Holdings Limited

MSC Property Intermediate Holdings Limited is the smallest and largest group for which group accounts are available and which include the company

The ultimate holding company is MSC Property Intermediate Holdings Limited, a joint venture between The British Land Company PLC and Butterfield Trust (Guernsey) Limited and Moulinet Trustees Limited as trustees of LSPGP Trust No 1, which is a wholly owned subsidiary of LSP Green Park Property Trust

The accounts of MSC Property Intermediate Holdings Limited can be obtained from The British Land Company PLC, York House, 45 Seymour Street, London W1H 7LX