

Company No. 04565504

LS GEMINI LIMITED  
(Formerly Clickloop Limited)

REPORT AND FINANCIAL STATEMENTS  
FOR THE PERIOD FROM 1 JANUARY 2005 TO 31 MARCH 2006



**Directors' Report for the fifteen month period ended 31 March 2006**

The directors submit their report with the financial statements for the fifteen month period ended to 31 March 2006.

**CHANGE OF COMPANY NAME**

The Company changed its name from Clickloop Limited to LS Gemini Limited on 6 July 2005.

**CHANGE OF ACCOUNTING REFERENCE DATE**

During the period the Company changed its accounting reference date from 31 December to 31 March. These financial statements have been prepared for the fifteen months ended 31 March 2006.

**RESULTS FOR THE PERIOD AND DIVIDEND**

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

The directors do not recommend the payment of a final dividend (31 December 2004: £Nil) in addition to the interim dividend paid for the period ended 31 March 2006 of £769,396 (31 December 2004: £5,214,443).

**PRINCIPAL ACTIVITY**

The Company has continued its business as an intermediate holding company of a property investment group in the United Kingdom. No changes in the Company's principal activity are anticipated in the foreseeable future.

**DIRECTORS**

The directors who held office during the period and at the date of this report unless otherwise stated were:

B S Anderson (resigned 29 June 2005)  
 N B T Alford (resigned 29 June 2005)  
 P J Cummings (resigned 29 June 2005)  
 T B Hunter (resigned 29 June 2005)  
 J C McMahon (resigned 27 June 2005)  
 T P Walton (resigned 29 June 2005)  
 C M Gill (appointed 28 June 2005)  
 M R Wood (appointed 28 June 2005)  
 Land Securities management Services Limited (appointed 28 June 2005)

The directors had no interests in the shares of the Company throughout the period.

The beneficial interests of the other directors in the shares of Land Securities Group PLC and their holdings of options over shares in that company are set out below and on page 2:

<b>Interest in ordinary shares</b>	<b>31 March 2006</b>
C M Gill	8,674
M R Wood	13,036

LS GEMINI LIMITED

DIRECTORS' REPORT  
FOR THE PERIOD ENDED 31 MARCH 2006 (CONTINUED)

DIRECTORS (continued)

Options over Ordinary Shares

Name	Granted during year			Exercised during year			Lapsed During the Year			Options as at 31 March 2006	
	No. of Options at 1 April	No.	Grant Price (pence)	No.	Exercise Price (pence)	Market Price on Exercise (pence)	No.	Exercise Price (pence)	No.	Exercise Price (pence)	Exercisable dates
C Gill	20,395	7,389	1,421.0						27,784	1095.1	07/2006 - 07/2015
	690	489	1,146.0						1,179	1035.4	07/2009
M Wood	48,042	9,236	1,421.0	(15,000)	756.0	1,665.0			42,278	1069.3	12/2005 - 12/2015
	1,362								1,362	677.0	07/2006

The range of the closing middle market prices for Land Securities shares during the year was 1292p to 2080p. The middle market price at 31 March 2006 was 1928p.

One director exercised options this year.

Share options at 1 April are held under the 1984 Executive Share Option Scheme which expired on 24 April 1995, except for those shown in bold which are held under the 1983 and 1993 Savings Related Share Option Schemes. Options granted during the year were under the Land Securities PLC 2000 Executive Share Option Scheme, the Land Securities Group PLC 2002 Executive Share Option Scheme, or the 1993 and 2003 Savings Related Share Option Scheme (if shown in bold).

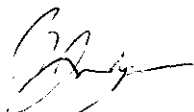
Options granted under the savings related schemes are exercisable after three, five and seven years from date of grant and are not subject to any performance conditions.

Directors' Report for the fifteen month period ended 31 March 2006 (continued)

**AUDITORS AND DISCLOSURE OF INFORMATION TO AUDITORS**

So far as the directors are aware, there is no relevant audit information of which the auditors are unaware and each director has taken all reasonable steps to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

In accordance with Section 385 of the Companies Act 1985, a resolution will be put to the members at the Annual General Meeting to reappoint the auditors, PricewaterhouseCoopers LLP.



By order of the Board  
P M Dudgeon  
Secretary  
13 March 2007

Registered Office  
5 Strand  
London WC2N 5AF

Registered in England and Wales  
Company No. 04565504

**Directors' Responsibilities for the year ended 31 March 2006****DIRECTORS' RESPONSIBILITIES**

The directors are required by company law to prepare financial statements for each financial year which give a true and fair view of the state of the affairs of the Company as at the end of the financial year and of its profit and loss for that year and which comply with the Companies Act 1985.

The directors are responsible for ensuring that applicable accounting standards have been followed and that suitable accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, have been used in the preparation of the financial statements. With the introduction of FRS 21 "Events after the Balance Sheet Date", the accounting policies have been amended to include a policy on dividends. The effect of the introduction of this standard is that a provision is not allowed where a dividend is declared after balance sheet date.

It is also the responsibility of the directors to 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 also responsible for maintaining proper accounting records so as to enable them to comply with company law. The directors have general responsibilities for safe guarding the assets of the Company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

**Independent Auditors' Report to the Members of LS Gemini Limited for the year ended 31 March 2006**

We have audited the financial statements of LS Gemini Limited for the year ended 31 March 2006 which comprise the profit and loss account, the balance sheet, and the related notes. These financial statements have been prepared under the accounting policies set out therein.

**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 relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 other transactions 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**

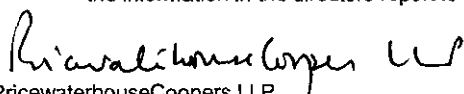
We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the 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 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, 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 loss for the year then ended; and
- the financial statements have been properly prepared in accordance with the Companies Act 1985.
- the information in the directors report is consistent with the financial statements.



PricewaterhouseCoopers LLP  
Chartered Accountants and Registered Auditors  
London  
13 March 2007

## Profit and loss account for the fifteen month period ended 31 March 2006

		15 months ended 31 March 2006 £'000	Year ended 31 December 2004 £'000
Dividends received	Notes	819	5,214
Professional fees	2	(8)	-
<b>Operating profit</b>		<b>811</b>	<b>5,214</b>
Loss on sale of investment		(1,174)	-
<b>(Loss) / profit before interest and taxation</b>		<b>(363)</b>	<b>5,214</b>
Interest receivable and similar income	3	206	8,674
Interest payable and similar charges	4	-	(8,674)
<b>(Loss) / profit on ordinary activities before taxation</b>		<b>(157)</b>	<b>5,214</b>
Taxation	5	(59)	(46)
<b>(Loss) / profit on ordinary activities after taxation</b>		<b>(216)</b>	<b>5,168</b>
Dividends	6	(769)	(5,214)
<b>Retained loss for the financial period</b>		<b>(985)</b>	<b>(46)</b>

The loss for the financial period arises from continuing operations. There is no difference between reported loss and historical cost loss on ordinary activities before taxation. There are no recognised gains or losses other than those shown in the profit and loss account above.

## Balance sheet at 31 March 2006

	Notes	31 March 2006 £'000	31 December 2004 £'000
<b>Fixed assets</b>			
Investment in subsidiary undertakings	7	-	1,174
<b>Current assets</b>			
Debtors	8	6,035	85,481
<b>Creditors falling due within one year</b>	9	(59)	(79,694)
<b>Net current assets</b>		<b>5,976</b>	<b>5,787</b>
<b>Total assets less current liabilities</b>		<b>5,976</b>	<b>6,961</b>
<b>Capital and reserves</b>			
Called up share capital	10	6,005	6,005
Share premium account	11	1,002	1,002
Profit and loss account	11	(1,031)	(46)
<b>Equity shareholder's funds</b>		<b>5,976</b>	<b>6,961</b>

For and on behalf of Land Securities Management Services Limited  
Director

The financial statements on pages 5 to 10 were approved by the directors on 13 March 2007.

## 1. Accounting policies

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

### Change in accounting policy

Dividend distribution to the Company's shareholders is recognised as a liability in the Company's financial statements in the period in which the dividends are approved by the Company's shareholders.

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements.

#### (a) Taxation

In accordance with FRS19 'Deferred Tax':

(i) deferred tax is recognised in full in respect of transactions or events that have taken place by the balance sheet date and which could give the Company an obligation to pay more or less tax in the future.

(ii) deferred tax is not recognised on revaluation gains and losses where these are not taken to the profit and loss account.

#### (b) Investments in subsidiary undertakings

The Company's investments in the shares of subsidiary undertakings are carried at cost.

#### (c) Impairment of assets

Assets are reviewed annually for impairment. Where impairment exists the asset is written down to its net realisable value.

## 2. Administration expenses

#### a) Management services

The Company had no employees during the period. Management services were provided to the Company throughout the period by Land Securities Properties Limited, which is a group undertaking.

#### b) Directors' emoluments

The directors of the Company received no emoluments from Land Securities Properties Limited for their services to the Company (31 December 2004: £Nil).

#### c) Auditors' remuneration

The Groups auditors' remuneration is borne by Land Securities Properties Limited. The proportion of the remuneration which relates to the Company amounts to £1,400 (31 December 2004: £Nil). In addition to the fees for the audit, £Nil (31 December 2004: £Nil) was payable to the auditors for compliance and certification work.

## 3. Interest receivable and similar income

	15 months ended 31 March 2006 £'000	Year ended 31 December 2004 £'000
On an amount owing from a group undertaking	206	8,674

## 4. Interest payable and similar charges

	15 months ended 31 March 2006 £'000	Year ended 31 December 2004 £'000
On an amount owed to a group undertaking	-	8,674



## 5. Taxation

	15 months ended 31 March 2006 £'000	Year ended 31 December 2004 £'000
<b>Analysis of tax credit for the period</b>		
Corporation tax on loss for the period	59	-
Adjustments to current tax in respect of prior years	-	46
<b>Tax charge for the period</b>	<b>59</b>	<b>46</b>
<b>Factors affecting the tax charge for the period</b>		
The tax assessed for the period is lower than the standard rate of corporation tax in the UK of 30% (2005: 30%).		
The differences are explained below:		
(Loss) / profit on ordinary activities before taxation	(157)	5,214
Tax at 30%	(47)	1,564
Non-taxable dividend income	(246)	(1,564)
Reduced rate of tax on profits on disposal of assets	352	-
Prior year corporation tax adjustments	-	46
<b>Current tax</b>	<b>59</b>	<b>46</b>

## 6. Dividend

	15 months ended 31 March 2006 £'000	Year ended 31 December 2004 £'000
Ordinary – interim (paid)	769	5,214

## 7. Investment in subsidiary undertakings

	£'000
At 1 January 2005	1,174
Disposals made during the period	(1,174)
<b>At 31 March 2006</b>	<b>-</b>

The subsidiary undertakings of the Company are:

Name	Number of shares owned	Percentage of share capital owned	Principal country of incorporation	Nature of Business
LS Gemini Piecescene Limited	Two £1 shares	100%	England	Investment
LS Gemini Property Finance Limited *				
LS (Bracknell) Limited *				
LS Gemini Finance Limited *				

\* These companies are subsidiary companies of LS Gemini Piecescene Limited but are not directly owned by LS Gemini Limited.

#### 8. Debtors

	31 March 2006 £'000	31 December 2004 £'000
Other debtors	-	8
Amounts owed from a group undertaking	6,035	85,473
	<b>6,035</b>	<b>85,481</b>

#### 9. Creditors falling due within one year

	31 March 2006 £'000	31 December 2004 £'000
Corporation tax	59	-
Amount owed to a group undertaking	-	79,694
	<b>59</b>	<b>79,694</b>

The unsecured loan from the group undertaking is repayable on demand with no fixed repayment date. Interest is charged at a 5.5% per annum (31 December 2004: 5.5%).

#### 10. Called up share capital

	Authorised		Allotted and fully paid	
	31 March 2006 No.	31 December 2004 No.	31 March 2006 £'000	31 December 2004 £'000
Ordinary shares of £1.00 each	6,003,226	6,003,226	6,003	6,003
Deferred shares of £1.00 each	2,000	2,000	2	2
	<b>6,005,226</b>	<b>6,005,226</b>	<b>6,005</b>	<b>6,005</b>

#### 11. Reserves

	Called up Share Capital £'000	Share Premium Account £'000	Profit and Loss Account £'000	Total £'000
At 1 January 2005	6,005	1,002	(46)	6,961
Retained loss for the period	-	-	(985)	(985)
At 31 March 2006	<b>6,005</b>	<b>1,002</b>	<b>(1,031)</b>	<b>5,976</b>

#### 12. Cash flow statement exemption

The Company is a wholly owned subsidiary of Land Securities Group PLC which prepares a consolidated cash flow statement. The Company has therefore elected to make use of the exemption provided in Financial Reporting Standard 1 (revised 1996) "Cash Flow Statements" not to produce its own cash flow statement.

#### 13. Related party transactions

The Company is a wholly owned subsidiary of Land Securities Group PLC and has taken advantage of the exemption provided in paragraph 3(c) of Financial Reporting Standard 8 "Related Party Disclosures" not to make disclosure of transactions with other entities that are part of the group.

**14. Parent company**

The immediate parent company is LS Gemini Limited.

The ultimate parent company at 31 March 2006 was Land Securities Group PLC, which is registered in England and Wales. This is the largest parent company of the group to consolidate these financial statements.

Consolidated financial statements for the year ended 31 March 2006 for Land Securities Group PLC can be obtained from the Secretary, 5 Strand, London WC2N 5AF.