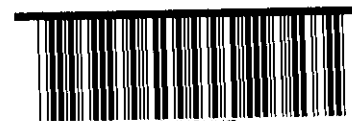


**BLT PONTYPRIDD LIMITED**  
**ANNUAL REPORT AND FINANCIAL ACCOUNTS**  
**FOR THE PERIOD ENDED 31 DECEMBER 2003**



A33 \*ACKYBUNT\* 0282  
COMPANIES HOUSE 02/06/04

Company Number: 04967625

# **BLT PONTYPRIDD LIMITED**

## **DIRECTORS' REPORT**

The directors present their report and audited financial statements for the period ended 31 December 2003. The company was incorporated on 18 November 2003. No comparatives have therefore been presented.

### **Principal activity**

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

### **Review of the business**

The investment portfolio of the company was acquired from BLT Properties Limited, the company's immediate parent company for consideration based on the open market valuation prepared by ATIS Real Weatheralls, Chartered Surveyors as at 31st October 2003.

The investment property portfolio of the company was valued at £21,500,000 on an open market basis by ATIS Real Weatheralls, Chartered Surveyors as at 31 December 2003.

### **Results and dividends**

The company's loss after taxation for the period was £3,000. The directors do not recommend the payment of a dividend for the period.

### **Directors and their interests**

The following directors were appointed on 18/11/03 and served during the period:

C Metliss	'B' Director	Chairman	S Barzycki	(Alternate to C Metliss)
R Howell	'A' Director		N Maurant	(Alternate to R Howell)
R Bowden	'B' Director		P Clarke	(Alternate to R Bowden)
N Earp	'A' Director		J Rennie	(Alternate to N Earp)
Instant Companies Limited (Resigned 18/11/03)				

None of the directors had any interest in the share capital of the company during the period.

# BLT PONTYPRIDD LIMITED

## Directors' responsibilities

The directors are required by the Companies Act 1985 to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the company as at the end of the financial period and of the profit or loss for the financial period.

The directors consider that in preparing the financial statements on pages 4 to 11 the company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and that all accounting standards which they consider to be applicable have been followed.

The directors have responsibility for ensuring that the company keeps accounting records which disclose with reasonable accuracy the financial position of the company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

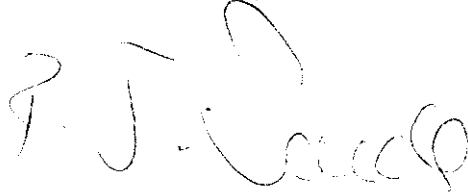
The directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

## Auditors

On incorporation, the directors appointed PricewaterhouseCoopers LLP as auditors. A resolution to reappoint PricewaterhouseCoopers LLP will be proposed at the annual general meeting.

By order of the Board on 14/5/14

R J Scudamore  
Secretary



BLT Properties Limited  
10 Cornwall Terrace  
Regent's Park  
London NW1 4QP

\_\_\_\_\_ 2004

## INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS OF BLT PONTYPRIDD LIMITED

We have audited the financial statements which comprise the profit and loss account, the balance sheet and the related notes, which have been prepared under the historical cost convention (as modified by the revaluation of certain fixed assets) and the accounting policies set out in the statement of accounting policies.

### Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. 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 in to 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 transactions is not disclosed.

### Basis of audit opinion

We conducted our audit in accordance with auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

### Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31 December 2003 and of its loss for the period then ended and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers LLP  
Chartered Accountants and Registered Auditors  
St Albans

21 May 2004

# BLT PONTYPRIDD LIMITED

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

	Note	2003 £'000
Rental income		120
OPERATING PROFIT	2	120
Net Interest Payable	3	(124)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(4)
Taxation on loss on ordinary activities	4	1
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION		(3)
RETAINED LOSS FOR THE PERIOD		(3)

Turnover and results are derived from continuing operations in the United Kingdom.

The company has no recognised gains or losses other than those disclosed in the profit and loss account above.

The notes on pages 7 to 11 form part of these financial statements.

# BLT PONTYPRIDD LIMITED

## BALANCE SHEET AS AT 31 DECEMBER 2003

	Note	2003 £'000
FIXED ASSETS		
Tangible fixed assets	5	21,500
		21,500
CURRENT ASSETS		
Debtors	6	411
		411
CREDITORS (amounts falling due within one year)	7	(21,914)
NET CURRENT LIABILITIES		(21,503)
TOTAL ASSETS LESS CURRENT LIABILITIES		(3)
NET ASSETS		(3)
CAPITAL AND RESERVES		
Called up share capital	8	-
Profit and loss account	9	(3)
EQUITY SHAREHOLDERS' FUNDS		(3)

Approved by the Board on 14/5/4

Director

Director

The notes on pages 7 to 11 form part of these financial statements.

# **BLT PONTYPRIDD LIMITED**

## **RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS FOR THE PERIOD ENDED 31 DECEMBER 2003**

	<b>2003</b>
	<b>£'000</b>
Loss on ordinary activities before taxation	(3)
Net addition to shareholders' funds	(3)
Opening shareholders' funds	-
Closing shareholders' funds	(3)

The notes on pages 7 to 11 form part of these financial statements.

# **BLT PONTYPRIDD LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2003**

### **1 ACCOUNTING POLICIES**

#### **Basis of accounting**

The financial statements are prepared in accordance with applicable accounting standards, under the historical cost convention, with the exception of investment properties, which are stated at open market valuation, in accordance with the Statement of Standard Accounting Practice 19.

In accordance with FRS1 (Revised), the company being the wholly owned subsidiary of another company which prepares a cash flow statement including the cash flows of this company, has not prepared such a statement itself.

#### **Investment properties**

Investment properties are independently valued each year on an open market basis. Any surplus or deficit arising is taken to the revaluation reserve, unless a deficit is expected to be permanent, in which case it is charged to the profit and loss account.

In accordance with SSAP 19, no amortisation or depreciation is provided in respect of freehold or long leasehold properties. The departure from the requirements of the Companies Act 1985, which requires all properties to be depreciated, is, in the opinion of the directors, necessary to show a true and fair view. The financial effect of this departure cannot be reasonably quantified, as amortisation or depreciation 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.

#### **Interest payable and receivable**

Interest payable and receivable is calculated on an accruals basis.

#### **Taxation**

Corporation tax payable is provided on taxable profits at the current rate.

On disposal of an investment property the element of tax relating to 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**

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

In accordance with FRS19, 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.



# BLT PONTYPRIDD LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2003 (continued)

### 1 ACCOUNTING POLICIES (continued)

#### Operating Lease Incentives

Operating lease incentives include rent free periods and other incentives (such as contributions towards fitting out costs) given to lessees on entering into lease agreements.

In accordance with UITF28 rent receivable in the period from lease commencement to the earlier of the first rent review to the prevailing market rate and the lease end date, is spread evenly over the period. The cost of other incentives is spread on a straight-line basis over a similar period.

### 2 OPERATING PROFIT

The directors received no emoluments in respect of their services to the company.

There were no employees of the company during the period.

Audit fees are borne by the immediate parent company.

### 3 NET INTEREST PAYABLE

	2003 £'000
Interest payable on:	
Intra group loan	124
	124

The loan of £21.4m from BLT Finance Limited is an interest bearing loan of 5bpts above LIBOR plus a margin of 0.6 percent per annum.

# BLT PONTYPRIDD LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2003 (continued)

### 4 TAXATION

	2003 £'000
<b>Current Tax</b>	
Corporation tax at 30%	(1)
Taxation on loss on ordinary activities	(1)

The tax assessed for the year is the standard rate of corporation tax in the UK (30.0%).

Further taxation that might become payable if the properties were sold at open market value is estimated at £1.6m.

### 5 TANGIBLE ASSETS

	£'000
As at 18 November 2003	-
Additions	21,500
Valuation:	
As at 31 December 2003	21,500

The investment property was valued on the basis of open market value, in accordance with the Appraisal and Valuation Manual of the Royal Institution of Chartered Surveyors, at 31 December 2003 by ATIS Real Weatheralls. The historical cost of the property to the company was £21,500,000.

# BLT PONTYPRIDD LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2003 (continued)

### 6 DEBTORS

	2003 £'000
Amounts owed from group undertakings	410
Corporation Tax	1
	411

All debtors are receivable after one year.

### 7 CREDITORS

#### Amounts falling due within one year:

	2003 £'000
Amounts owed to group undertakings	21,625
Accruals and deferred income	289
	21,914

The loan of £21.5m from BLT Finance Limited is an interest bearing loan of 5bpts above LIBOR plus a margin of 0.6 percent per annum.

# BLT PONTYPRIDD LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2003 (continued)

### 8 CALLED UP SHARE CAPITAL

	2003 No.	2003 £
Authorised during the year Ordinary Shares of £1	1,000	1,000
Called up and fully paid during the year Ordinary Shares of £1	1	1

### 9 RESERVES

	Profit & Loss Reserve £'000
Loss for the period	(3)
As at 31 December 2003	(3)

### 10 IMMEDIATE AND ULTIMATE PARENT COMPANIES

The immediate parent company is BLT Properties Limited, which is the parent company of the largest and smallest group within which the results of the company are included by full consolidation. The share capital of BLT Properties Limited is held equally by Tesco PLC and British Land (Joint Ventures) Limited, which is a wholly owned subsidiary of the British Land Company PLC. Tesco PLC and The British Land Company PLC are both companies incorporated in Great Britain and registered in England and Wales.

### 11 RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemption available in FRS8 – Related Party Transactions not to disclose transactions within the BLT Properties Limited Group.

During the year the company received rental income from Tesco PLC of £120,000.