

BRITEL BURLINGTON GARDENS GP LIMITED
(formerly PWCR Burlington Gardens GP Limited)

DIRECTORS' REPORT

Directors: Q J N Burgess (appointed 22 June 2004) (resigned 31 March 2005)
 T M V Lineham (appointed 22 June 2004)
 N M Leslav (resigned 22 June 2004)
 S L Gumm (resigned 22 June 2004)
 A Dewhirst (appointed 30 March 2005)
 E A Adams (appointed 30 March 2005)

Secretary: Hermes Secretariat Limited (appointed 22 June 2004)

ACCOUNTS

The directors submit their report and audited financial statements for the period from incorporation on 27 May 2004 to 31 December 2004.

The company was formerly named PWCR Burlington Gardens GP Limited until 4 August 2004 when the name was changed to Britel Burlington Gardens GP Limited.

ACTIVITY

The principal activity of the company is that of managing the operations and safeguarding the assets of Britel Burlington Gardens Limited Partnership. The company had no employees during the period.

RESULTS

The results for the year are shown in the attached profit and loss account. The directors do not recommend payment of a dividend.

DIRECTORS

The directors of the company, throughout the period, were those listed above.

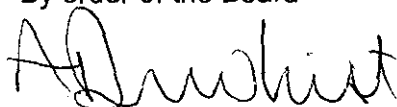
DIRECTORS' INTERESTS

No director had interests during the period in the share capital of the company nor any group company.

AUDITORS

Deloitte & Touche LLP, Chartered Accountants, having consented to act, have been appointed auditors. A resolution to re-appoint Deloitte & Touche LLP will be proposed at the forthcoming Annual General Meeting.

By order of the Board



Hermes Secretariat Limited
 Secretary

19 May 2005

BRITEL BURLINGTON GARDENS GP LIMITED
(formerly PWCR Burlington Gardens GP Limited)

DIRECTORS' STATEMENT OF 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 as at the end of the financial year and of the profit or loss of the company for that period. In preparing those accounts, 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 to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for the system of internal control, for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

BRITEL BURLINGTON GARDENS GP LIMITED
(formerly PWCR Burlington Gardens GP Limited)

Independent auditors' report to the members of Britel Burlington Gardens GP Limited

We have audited the financial statements of Britel Burlington Gardens GP Limited for the period ended 31 December 2004 which comprise the profit and loss account, the balance sheet and the related notes 1 to 11. 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 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 the 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 financial statements in accordance with relevant 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 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.

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 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 as at 31 December 2004 and of its loss for the period from 27 May 2004 (date of incorporation) to 31 December 2004 and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche LLP
 Deloitte & Touche LLP
 Chartered Accountants and Registered Auditors
 London

2 June 2005

BRITEL BURLINGTON GARDENS GP LIMITED
(formerly PWCR Burlington Gardens GP Limited)

PROFIT AND LOSS ACCOUNT
FOR THE PERIOD 27 MAY TO 31 DECEMBER 2004

		27 May 2004 to 31 Dec 2004 £
	Note	
TURNOVER	2	1,278
Administrative expenses		(4,000)
OPERATING LOSS	3	(2,722)
Income from other fixed asset investments		-
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(2,722)
Taxation on profit on ordinary activities	4	-
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION AND RETAINED FOR THE YEAR		<u>(2,722)</u>
STATEMENT OF RETAINED RESERVES		
Balance at start of period		-
Loss for the period		(2,722)
Balance at end of period	11	<u>(2,722)</u>

There are no recognised gains or losses or movements in reserves other than those shown above, hence no statement of total recognised gains and losses is given. All operations are continuing operations.

BRITEL BURLINGTON GARDENS GP LIMITED
(formerly PWCR Burlington Gardens GP Limited)

BALANCE SHEET - 31 DECEMBER 2004

	Note	2004 £
FIXED ASSETS		
Investments	5	-
CURRENT ASSETS		
Debtors	6	1,279
CREDITORS – amounts falling due within one year	7	(4,000)
NET CURRENT LIABILITIES		(2,721)
TOTAL ASSETS LESS LIABILITIES		(2,721)
CAPITAL AND RESERVES		
Called up share capital	8	1
Profit and loss account		(2,722)
EQUITY SHAREHOLDERS' DEFICIT	11	(2,721)

The financial statements were approved by the Board of Directors on 19 May 2005 and signed on their behalf by:



A Dewhirst
 Director

BRITEL BURLINGTON GARDENS GP LIMITED
(formerly PWCR Burlington Gardens GP Limited)

NOTES TO THE ACCOUNTS
FOR THE PERIOD 27 MAY 2004 TO 31 DECEMBER 2004

1. ACCOUNTING POLICIES

(a) Accounting convention

The accounts have been prepared under the historical cost convention, as modified to include the company's interest in Britel Burlington Gardens Limited Partnership on a net equity basis, and are in accordance with applicable United Kingdom accounting standards and law. The following principal accounting policies have been applied.

(b) Going concern basis

The BT Pension Scheme has undertaken to continue to provide adequate finance to enable the company to continue operations and meet its liabilities and accordingly the financial statements have been prepared on the going concern basis. The BT Pension Scheme shall continue to provide financial support for the company for at least 12 months after the date of approval of these financial statements.

(c) Investments

Investments represents an interest in Britel Burlington Gardens GP Limited Partnership. This is accounted for on a net equity basis, under which the investment is carried at its original cost as adjusted for the share of any subsequent profits or losses and any distributions made, to reflect the substance of the agreement.

(d) Deferred Tax

Deferred taxation is provided in full on timing differences that result in an obligation at the balance sheet date to pay more tax, or a right to pay less tax at a future date, at rates expected to apply when they crystallise based on current tax rates and law. Timing differences arise from the inclusion of items of income and expenditure in taxation computations in periods different from those in which they are included in financial statements. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

(e) Basis of Preparation

These financial statements include the company's interest in the results and financial position of Britel Burlington Gardens Limited Partnership (BBGLP). Accordingly, advantage has been taken of the exemptions provided by Regulation 7 of the Partnerships and Unlimited Companies (Accounts) Regulations 1993. Advantage has been taken of the exemption from preparing consolidated accounts, as the group (formed by the company and BBGLP) is medium sized.

BRITEL BURLINGTON GARDENS GP LIMITED
(formerly PWCR Burlington Gardens GP Limited)

NOTES TO THE ACCOUNTS

FOR THE PERIOD 27 MAY 2004 TO 31 DECEMBER 2004 (continued)

(f) **Cash flow statement**

The accounts do not include a Cash Flow Statement as no Cash Flows have occurred during the current year as the company had no open bank accounts at any point during the year.

2. TURNOVER

Turnover represents profit share in respect of the company's investment in Britel Burlington Gardens Limited Partnership.

3. OPERATING LOSS

**27 May 2004
to
31 Dec 2004
£**

This is arrived at after charging:

Auditors' remuneration

4,000

4. TAX ON LOSS ON ORDINARY ACTIVITIES

**27 May 2004
to
31 Dec 2004
£**

a) Profit and loss account

Analysis of tax charge in the period

Current tax:

UK Corporation tax at 30% (2002 – 30%)

-

Prior year adjustment

Total current tax charge (note 1 (c))

Nil

b) Reconciliation of current year tax charge

The tax charge for the period is lower than the standard rate of corporation tax in the UK (30%). The differences are explained below:

Profit on ordinary activities multiplied by standard rate of corporation tax (817)
in the UK of 30%.

Unrelieved losses

817

Current tax charge for period

-

BRITEL BURLINGTON GARDENS GP LIMITED
(formerly PWCR Burlington Gardens GP Limited)

NOTES TO THE ACCOUNTS
 FOR THE PERIOD 27 MAY 2004 TO 31 DECEMBER 2004 (continued)

4. TAX ON LOSS ON ORDINARY ACTIVITIES (continued)

	Provided 2004
c) Deferred Tax Asset	
Tax losses	<u>817</u>

A deferred tax asset has not been recognised at 31 December 2004 in relation to tax trading losses as there is uncertainty as to whether this timing difference will reverse in the foreseeable future.

5. INVESTMENTS

	2004 £
Share of profit in Britel Burlington Gardens Limited Partnership	1,278
Distributions receivable	<u>(1,278)</u>
As at 31 December 2004	<u>-</u>

Investments comprises the company's interest in Britel Burlington Gardens Limited Partnership.

In order to reflect the nature of the management relationship between Britel Burlington Gardens GP Limited and Britel Burlington Gardens Limited Partnership, the share of interest in Britel Burlington Gardens Limited Partnership, is accounted for on a net equity basis as described in note 1(b).

Britel Burlington Gardens Limited Partnership acquires retail and related investment properties substantially let on income producing leases. Britel Burlington Gardens GP Limited holds a 0.1% interest in Britel Burlington Gardens Limited Partnership.

BRITEL BURLINGTON GARDENS GP LIMITED
(formerly PWCR Burlington Gardens GP Limited)

NOTES TO THE ACCOUNTS
FOR THE PERIOD 27 MAY 2004 TO 31 DECEMBER 2004 (continued)

5. INVESTMENTS (continued)

The accounts at 31 December 2004 for Britel Burlington Gardens Limited Partnership are set out below, in which Britel Burlington Gardens GP Limited has a 0.1% share.

BALANCE SHEET

	As at 31 Dec 2004 £
FIXED ASSETS	
Investment property	47,700,000
CURRENT ASSETS	
Debtors	747,643
CREDITORS – amounts falling due within one year	(747,643)
NET CURRENT ASSETS	-
NET ASSETS	47,700,000
CAPITAL AND RESERVES	
Partners' accounts	46,322,455
Revaluation surplus	1,377,545
PARTNERSHIP FUNDS	47,700,000

PROFIT AND LOSS ACCOUNT

	7 June 2004 to 31 Dec 2004 £
Rental income	1,286,453
Net property costs	(4,708)
Gross profit	1,281,745
Administrative expenses	(4,000)
Operating profit	1,277,745
Interest receivable	-
Interest payable	-
Profit on ordinary activities	1,277,745
Distributions payable to Partners	(1,277,745)
Retained profit for the financial year	-

BRITEL BURLINGTON GARDENS GP LIMITED
(formerly PWCR Burlington Gardens GP Limited)

NOTES TO THE ACCOUNTS

FOR THE PERIOD 27 MAY 2004 TO 31 DECEMBER 2004 (continued)

6. DEBTORS – amounts falling due within one year

	As at 31 Dec 2004 £
Amounts owed by Britel Burlington Gardens Limited Partnership	1,278
Called up share capital not paid	<u>1</u>
	<u>1,279</u>

7. CREDITORS – amounts falling due within one year

	As at 31 Dec 2004 £
Corporation tax	
Accruals	<u>4,000</u>
	<u>4,000</u>

8. CALLED UP SHARE CAPITAL

	As at 31 Dec 2004 £
Authorised:	
1,000 ordinary shares of £1 each	<u>1,000</u>
Alotted and called up:	
1 ordinary share of £1 each	<u>1</u>

9. ULTIMATE PARENT CONTROLLING PARTY

The directors regard the BT Pension Scheme as the company's immediate and ultimate parent controlling entity. It is also the parent of the smallest and largest group of which Britel Burlington Gardens GP Limited is a member to prepare group accounts.

BRITEL BURLINGTON GARDENS GP LIMITED
(formerly PWCR Burlington Gardens GP Limited)

NOTES TO THE ACCOUNTS

FOR THE PERIOD 27 MAY 2004 TO 31 DECEMBER 2004 (continued)

10. RELATED PARTY TRANSACTIONS

Britel Burlington Gardens GP Limited is the General Partner of Britel Burlington Gardens Limited Partnership. During the year the company derived turnover of £1,278 from Britel Burlington Gardens Limited Partnership. At 31 December 2004 the following amounts were outstanding.

	2004 £
Amounts owed by Britel Burlington Gardens Limited Partnership	1,278

11. RECONCILIATION IN MOVEMENT IN EQUITY SHAREHOLDERS FUNDS

	Called up share capital £	Profit and Loss account £	Total £
Issued during period	1	-	1
Loss for the period	-	(2,722)	(2,722)
As at 31 December 2004	1	(2,722)	(2,721)

BRITEL BURLINGTON GARDENS LIMITED PARTNERSHIP
(Formerly PWCR Burlington Gardens Limited Partnership)

ANNUAL REPORT AND FINANCIAL STATEMENTS

PERIOD FROM 7 JUNE 2004 TO 31 DECEMBER 2004

Registered No. LP 9508

BRITEL BURLINGTON GARDENS LIMITED PARTNERSHIP

General Partner's Report

The Britel Burlington Gardens Limited Partnership is regulated by a partnership agreement dated 4 June 2004.

The General Partner presents its report and the audited financial statements for the period 7 June 2004 to 31 December 2004.

The partnership was formerly named PWCR Burlington Gardens Limited Partnership until 4 August 2004 when the name was changed to Britel Burlington Gardens Limited Partnership.

Structure of the Partnership

The capital of the partnership has been provided by the partners in the following amounts:

		Percentage Interest
Britel Burlington Gardens GP Limited	£0.01	0.1%
BriTel Fund Trustees Limited	£9.99	99.9%

Under the terms of the partnership agreement, profits and losses shall be allocated to the Capital Accounts of the Limited Partner and the General Partner in respect of each Partnership Financial Year pro rata to their Percentage Interests.

Activities

The principal activity of the partnership is that of property investment and development.

Results

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

Investment Properties

The partnership currently holds one freehold property which is retained as an investment.

Auditors

Deloitte & Touche LLP, Chartered Accountants, having consented to act, have been appointed auditors of the Partnership to hold office until the General Partner determines otherwise.

BRITEL BURLINGTON GARDENS LIMITED PARTNERSHIP**STATEMENT OF THE GENERAL PARTNER'S AND OPERATOR'S RESPONSIBILITIES**

The partnership agreement requires the General Partner to prepare financial statements for each financial period, which present the state of affairs and profit or loss of the Limited Partnership for that period. In preparing these financial statements, the General Partner is required to:

- select suitable accounting policies which conform with generally accepted accounting practice in the United Kingdom and 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 Limited Partnership will continue in business.

The General Partner is responsible for keeping proper accounting records, which disclose with reasonable accuracy at any time the financial position of the Limited Partnership and enable it to ensure that the financial statements comply with the Limited Partnership Agreement. It is also responsible for the system of internal control, for safeguarding the assets of the Limited Partnership and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

The General Partner confirms that the financial statements comply with the above requirements.

Approved by the General Partner on
and signed on its behalf by:

19 May

2005



For Britel Burlington Gardens GP Limited

BRITEL BURLINGTON GARDENS LIMITED PARTNERSHIP**Independent auditors' report to the Partners of the Britel Burlington Gardens Limited Partnership**

We have audited the non statutory financial statements of the Britel Burlington Gardens Limited Partnership for the period ended 31 December 2004 which comprise the profit and loss account, the statement of total recognised gains and losses, the balance sheet and the related notes 1 to 10. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Partners under the terms of our engagement letter dated 29 November 2004. Our audit work has been undertaken so that we might state to the Partners 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 any one other than the Partnership and the Partners, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of the general partner and auditors

As described in the statement of The General Partner's responsibilities, the General Partner is responsible for the preparation of the non statutory financial statements in accordance with the Partnership Agreement and applicable United Kingdom accounting standards. Our responsibility is to audit the financial statements in accordance with relevant 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 Partnership Agreement. We also report if, in our opinion, the partnership 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 the Partnership Agreement regarding transactions is not disclosed.

We read the other information contained in the General Partners report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

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 judgements made by the General Partner in the preparation of the financial statements and of whether the accounting policies are appropriate to the partnership's circumstances, consistently applied and adequately disclosed.

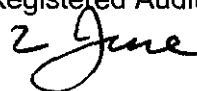
We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity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

BRITEL BURLINGTON GARDENS LIMITED PARTNERSHIP**Independent auditors' report to the Partners of the Britel Burlington Gardens Limited Partnership****Opinion**

In our opinion the financial statements give a true and fair view of the state of the partnership's affairs as at 31 December 2004 and of its profit for the period then ended and have been properly prepared in accordance with the Partnership Agreement.



Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
London



2005

BRITEL BURLINGTON GARDENS LIMITED PARTNERSHIP
PROFIT AND LOSS ACCOUNT
FOR THE PERIOD 7 JUNE 2004 TO 31 DECEMBER 2004

		7 JUNE 2004 TO 31 DEC 2004 £
Rental Income	NOTE 2	1,286,453
Net property costs		(4,708)
Gross profit		<u>1,281,745</u>
Administrative expenses		(4,000)
Operating profit	3	<u>1,277,745</u>
Interest receivable		-
Interest payable		-
Profit on ordinary activities	7	<u>1,277,745</u>
Distributions payable to Partners	7	<u>(1,277,745)</u>
Retained profit for the financial year		<u><u>-</u></u>

All activities derive from continuing operations.

BRITEL BURLINGTON GARDENS LIMITED PARTNERSHIP**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
FOR THE PERIOD 7 JUNE 2004 TO 31 DECEMBER 2004**

		7 JUNE 2004 TO 31 DEC 2004 £
	NOTE	
Profit for the year		1,277,745
Unrealised surplus on revaluation of property	4	1,377,545
Total recognised gains		<u><u>2,655,290</u></u>

BRITEL BURLINGTON GARDENS LIMITED PARTNERSHIP**BALANCE SHEET - 31 DECEMBER 2004**

	NOTE	31 DEC 2004 £
FIXED ASSETS		
Investment property	4	<u>47,700,000</u>
CURRENT ASSETS		
Debtors	5	<u>747,643</u>
CREDITORS – amounts falling due within one year	6	<u>(747,643)</u>
NET CURRENT ASSETS		<u>-</u>
NET ASSETS		<u><u>47,700,000</u></u>
CAPITAL AND RESERVES		
Partners' accounts	7	46,322,455
Revaluation reserve	8	<u>1,377,545</u>
PARTNERSHIP FUNDS		<u><u>47,700,000</u></u>

The accounts were approved on 19 May 2005 and signed



On behalf of:
Britel Burlington Gardens GP Limited

BRITEL BURLINGTON GARDENS LIMITED PARTNERSHIP**NOTES TO THE ACCOUNTS
FOR THE PERIOD 7 JUNE 2004 TO 31 DECEMBER 2004****1. ACCOUNTING POLICIES****(a) Accounting convention**

The accounts have been prepared under the historical cost convention, modified to include the revaluation of investment properties, in accordance with applicable accounting standards. The following principal accounting policies have been applied.

(b) Rental income

Rental income is accounted for on an accruals basis.

(c) Investment properties

Investment properties are independently valued each year by C B Richard Ellis, Chartered Surveyors, 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.

In accordance with Statement of Standard Accounting Practice 19 no amortisation or depreciation is provided in respect of properties. The partners 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 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.

(d) Taxation

No taxation is provided as the tax liabilities on the partnership's profits are a liability of the partners and not the partnership.

(e) Cash Flow Statement

The accounts do not include a Cash Flow Statement as no Cash Flows have occurred during the Current Year as the company had no open bank accounts at any point during the year.

2. RENTAL INCOME

The rental income and profit are derived from continuing operations in the United Kingdom and are attributable to one activity, the ownership of investment properties.

BRITEL BURLINGTON GARDENS LIMITED PARTNERSHIP

NOTES TO THE ACCOUNTS FOR THE PERIOD 7 JUNE 2004 TO 31 DECEMBER 2004

3. OPERATING PROFIT

This is arrived at after charging:

	7 June 2004 to 31 Dec 2004 £
Auditor's remuneration	4,000

4. INVESTMENT PROPERTY

	As at 31 Dec 2004 £
Cost and valuation	
At 7 June 2004	-
Additions	46,322,455
Revaluation surplus	1,377,545
At 31 December 2004	47,700,000

5. DEBTORS

	As at 31 Dec 2004 £
Trade debtors	102,258
Amounts due from Britel Fund Trustees Limited	645,385
	747,643

6. CREDITORS – amounts falling due within one year

	As at 31 Dec 2004 £
Rent in advance	631,025
Accruals	4,000
Amounts due to General Partner	1,278
VAT	111,340
	747,643

BRITEL BURLINGTON GARDENS LIMITED PARTNERSHIP

NOTES TO THE ACCOUNTS FOR THE PERIOD 7 JUNE 2004 TO 31 DECEMBER 2004

7. PARTNERS' ACCOUNTS

	Britel Burlington Gardens General Partner Ltd £	Britel Fund Trustees Ltd £	Total £
Capital contribution accounts			
Contributions during the period	-	10	10
Balance at 31 December 2004	-	10	10
Loan accounts			
Advanced during the period	-	46,322,445	46,322,445
Balance at 31 December 2004	-	46,322,445	46,322,445
Current accounts			
Profit for the period	1,278	1,276,467	1,277,745
Distributions payable to Partners	(1,278)	(1,276,467)	(1,277,745)
Balance at 31 December 2004	-	-	-
Total Partners' Accounts	-	46,322,455	46,322,455

8. REVALUATION RESERVE

	7 JUNE 2004
	TO
	31 DEC 2004
	£
At 7 June 2004	-
Movement	1,377,545
At 31 December 2004	1,377,545

9. ULTIMATE PARENT CONTROLLING PARTY

Britel Burlington Gardens GP Limited is the General Partner of Britel Burlington Gardens Limited Partnership. The ultimate controlling entity of Britel Burlington Gardens GP Limited is the BT Pension Scheme.

BRITEL BURLINGTON GARDENS LIMITED PARTNERSHIP**NOTES TO THE ACCOUNTS****FOR THE PERIOD 7 JUNE 2004 TO 31 DECEMBER 2004****10. RELATED PARTY TRANSACTIONS**

At 31 December 2004 the following balances existed between the Partnership and related parties. As the company had no open bank accounts during the year all cash transactions occurred through Britel Fund Trustees.

	£
Amounts due from Britel Fund Trustees Limited	<u>645,385</u>
Amounts due to General Partner	<u>1,278</u>