

COMPANY REGISTRATION NUMBER 5234274

**CHANCERYGATE (COWLEY) LIMITED**  
**FINANCIAL STATEMENTS**  
**31 MARCH 2006**



# **CHANCERYGATE (COWLEY) LIMITED**

## **FINANCIAL STATEMENTS**

**YEAR ENDED 31 MARCH 2006**

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# **CHANCERYGATE (COWLEY) LIMITED**

## **OFFICERS AND PROFESSIONAL ADVISERS**

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### **The board of directors**

NG McNair Scott  
PM Brown  
JC Inwood  
JS Pitman  
PAT Jenkins  
AW Johnson

### **Company secretary**

Helical Registrars Limited

### **Registered office**

11-15 Farm Street  
London  
W1J 5RS

### **Auditor**

Grant Thornton UK LLP  
Chartered Accountants  
& Registered Auditors  
Grant Thornton House  
Melton Street  
Euston Square  
London  
NW1 2EP

# CHANCERYGATE (COWLEY) LIMITED

## THE DIRECTORS' REPORT

YEAR ENDED 31 MARCH 2006

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The directors have pleasure in presenting their report and the financial statements of the company for the year ended 31 March 2006.

### Principal activities and business review

The company is principally engaged in the trading and development of commercial property.

The directors consider the future activity of the company to be comparable to the current year.

### Results and dividends

The results for the year can be found in the Profit and Loss Account on page 7. The directors have not recommended a dividend ( 2005: £nil) .

### Directors

The directors who served the company during the year were as follows:

NG McNair Scott  
PM Brown  
JC Inwood  
JS Pitman  
PAT Jenkins  
AW Johnson

No director had, during or at the end of the year, any interest in the shares of the company.

The beneficial and other interests of the directors in the ordinary shares of the ultimate parent undertaking, Helical Bar plc, are shown in that company's financial statements except for:

	2006	2005
JC Inwood	28,255	4,343
JS Pitman	14,468	12,768

No director had, during or at the end of the year, any material interest in a contract which was significant in relation to the company's business.

# CHANCERYGATE (COWLEY) LIMITED

## THE DIRECTORS' REPORT *(continued)*

YEAR ENDED 31 MARCH 2006

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### Directors' responsibilities

The directors are responsible for preparing the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice.

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 year. In preparing those financial statements, the directors are required to:

- select suitable accounting policies, as described on pages 9 to 10, and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; 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 that 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. The directors 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.

In so far as the directors are aware:

- there is no relevant audit information of which the company's auditors are unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

# CHANCERYGATE (COWLEY) LIMITED

## THE DIRECTORS' REPORT *(continued)*

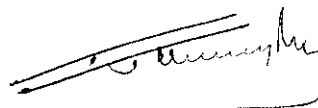
YEAR ENDED 31 MARCH 2006

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### Auditor

A resolution to re-appoint Grant Thornton UK LLP as auditors for the ensuing year was proposed and accepted at the annual general meeting in accordance with section 385 of the Companies Act 1985.

By order of the board  
11-15 Farm Street  
London  
W1J 5RS



HELICAL REGISTRARS LIMITED  
Company Secretary

Approved by the directors on 10 November 2006

# **CHANCERYGATE (COWLEY) LIMITED**

## **REPORT OF THE INDEPENDENT AUDITOR TO THE MEMBERS OF CHANCERYGATE (COWLEY) LIMITED**

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We have audited the financial statements of Chancerygate (Cowley) Limited for the year ended 31 March 2006 which comprise the principal accounting policies, the profit and loss account, the balance sheet and notes 1 to 17. 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 directors and auditors**

The directors' responsibilities for preparing the Directors' Report and the financial statements in accordance with United Kingdom law and Accounting Standards (United Kingdom Generally Accepted Accounting Practice) 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 International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view, whether they are properly prepared in accordance with the Companies Act 1985 and whether the information given in the Directors' Report is consistent with the financial statements. We also report to you if, in our opinion, 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 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, 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 profit for the year then ended;

# CHANCERYGATE (COWLEY) LIMITED

## REPORT OF THE INDEPENDENT AUDITOR TO THE MEMBERS OF CHANCERYGATE (COWLEY) LIMITED *(continued)*

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- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements for the year ended 31 March 2006.



GRANT THORNTON UK LLP  
REGISTERED AUDITORS  
CHARTERED ACCOUNTANTS

London

10 November 2006



# CHANCERYGATE (COWLEY) LIMITED

## PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 MARCH 2006

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	Note	Year to 31 Mar 06 £	Period from 17 Sep 04 to 31 Mar 05 £
Turnover	2	4,476,665	—
Cost of sales		(3,973,126)	(12,414)
Gross profit/(loss)		<u>503,539</u>	<u>(12,414)</u>
Administrative expenses	3	—	—
Operating profit/(loss)		<u>503,539</u>	<u>(12,414)</u>
Interest payable and similar charges	4	(153,860)	(40,187)
Profit/(loss) on ordinary activities before taxation		<u>349,679</u>	<u>(52,601)</u>
Tax on profit/(loss) on ordinary activities	5	—	—
Retained profit/(loss) for the financial year	15	<u>349,679</u>	<u>(52,601)</u>

All of the activities of the company are classed as continuing.

The company has no recognised gains or losses other than the results for the year as set out above.

The notes on pages 9 to 13 form part of these financial statements.

# CHANCERYGATE (COWLEY) LIMITED

## BALANCE SHEET

31 MARCH 2006

	Note	2006 £	2005 £
<b>Current assets</b>			
Stocks	6	3,478,266	3,455,800
Debtors	7	3,626,952	—
Cash at bank		—	5,912
		<u>7,105,218</u>	<u>3,461,712</u>
<b>Creditors: Amounts falling due within one year</b>	8	<u>2,749,890</u>	<u>889,312</u>
<b>Net current assets</b>		<u>4,355,328</u>	<u>2,572,400</u>
<b>Total assets less current liabilities</b>		<u>4,355,328</u>	<u>2,572,400</u>
<b>Creditors: Amounts falling due after more than one year</b>	9	<u>4,058,249</u>	<u>2,625,000</u>
		<u>297,079</u>	<u>(52,600)</u>
<b>Capital and reserves</b>			
Called-up equity share capital	14	1	1
Profit and loss account	15	297,078	(52,601)
<b>Shareholders' funds/(deficit)</b>	16	<u>297,079</u>	<u>(52,600)</u>

These financial statements were approved by the directors on the 10 November 2006 and are signed on their behalf by:



NG McNAIR SCOTT  
Director

The notes on pages 9 to 13 form part of these financial statements.

# CHANCERYGATE (COWLEY) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2006

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### 1. Accounting policies

#### Basis of accounting

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

The principal accounting policies of the company are set out below. The policies have remained unchanged from the previous year with the exception of the adoption of Financial Reporting Standards 21 and 25 as detailed below.

#### Changes in accounting policies

In preparing the financial statements for the current year, the company has adopted the following Financial Reporting Standards:

-FRS 21 'Events after the Balance Sheet date'; and

-the presentation requirements of 'FRS 25 'Financial Instruments: Disclosure and Presentation'.

#### *FRS 21 'Events after the Balance Sheet date'*

The adoption of FRS 21 has resulted in a change in accounting policy in respect of proposed equity dividends. If the company declares dividends to the holders of equity instruments after the balance sheet date, the company does not recognise those dividends as a liability at the balance sheet date. The aggregate amount of equity dividends proposed before approval of the financial statements, which have not been shown as liabilities at the balance sheet date, are disclosed in the notes to the financial statements. Previously, proposed equity dividends were recorded as liabilities at the balance sheet date.

This change in accounting policy has had no impact on the financial statements.

#### *FRS 25 'Financial Instruments: Disclosure and Presentation'*

This change in accounting policy has had no impact on the financial statements.

#### Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes a consolidated cash flow statement.

#### Turnover

Turnover represents rental income and the proceeds from the sale of trading properties and developments. Income from the sale of properties is included in the profit and loss account when, in the opinion of the directors, a binding contract of sale exists. Profit recognised but not received is carried forward in trade debtors.

# CHANCERYGATE (COWLEY) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2006

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### 1. Accounting policies *(continued)*

#### Stocks

Stocks are stated at the lower of cost and net realisable value. Long-term contract balances included in stock are stated at cost, after provision has been made for any foreseeable losses and the deduction of applicable payments on account.

#### Deferred taxation

In accordance with FRS19 the Company makes full provision for timing differences which are primarily in respect of capital allowances on plant and machinery and industrial buildings allowances.

Deferred tax assets and liabilities provided for under FRS19 are discounted to reflect the time value of money between the balance sheet date and the dates that it is estimated that the underlying timing differences will reverse. Following the sale of a property, any deferred tax provisions not required will be released to the profit and loss account.

Deferred tax assets are recognised only when recovery of those assets is reasonably certain. No deferred tax liability is recognised in respect of the revaluation surplus on investment properties in accordance with FRS19.

#### Financial instruments

Financial instruments are classified and accounted for, according to the substance of the contractual arrangement, as either financial assets, financial liabilities or equity instruments. An equity instrument is any contract that evidences a residual interest in the assets of the company after deducting all of its liabilities.

### 2. Turnover

The turnover was derived from the company's principal activity which was carried out wholly in the UK.

The whole of the turnover is attributable to continuing operations.

### 3. Administrative expenses

No staff other than directors were employed during the year. The directors received no emoluments for the period, (2005 nil).

Auditors remuneration is borne by the ultimate parent undertaking.

# CHANCERYGATE (COWLEY) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2006

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### 4. Interest payable and similar charges

	Year to 31 Mar 06	Period from 17 Sep 04 to 31 Mar 05
	£	£
Interest payable on bank borrowing	153,829	21,099
Other similar charges	31	19,088
	<u>153,860</u>	<u>40,187</u>

### 5. Tax on profit/(loss) on ordinary activities

Tax charges incurred in the current year have been reduced to nil as a result of tax losses surrendered by fellow group companies for which no payment has been made.

Tax losses incurred in the prior year were surrendered to fellow group companies for which no payment was received.

### 6. Stocks

	2006	2005
	£	£
Stock	<u>3,478,266</u>	<u>3,455,800</u>

### 7. Debtors

	2006	2005
	£	£
Trade debtors	3,508,372	—
Other debtors	96,763	—
Prepayments and accrued income	21,817	—
	<u>3,626,952</u>	<u>—</u>

### 8. Creditors: Amounts falling due within one year

	2006	2005
	£	£
Trade creditors	674,706	—
Amounts owed to group undertakings	1,642,619	698,236
Other creditors	47,839	169,977
Accruals and deferred income	384,726	21,099
	<u>2,749,890</u>	<u>889,312</u>

The amounts owed to group undertakings are interest free with no formal terms for repayment. These amounts are repayable on demand.

# CHANCERYGATE (COWLEY) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2006

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**9. Creditors: Amounts falling due after more than one year**

	2006	2005
	£	£
Bank loan	<u>4,058,249</u>	<u>2,625,000</u>

**10. Loans and borrowings**

	2006	2005
	£	£
Amounts repayable:		
In more than one year but not more than two years	4,058,249	—
In more than two years but not more than five years	—	2,625,000
	<u>4,058,249</u>	<u>2,625,000</u>

The bank loan is secured against property owned by the company. Interest is payable on the loan at a variable rate based on LIBOR.

**11. Contingencies**

The company had no contingent liabilities at 31 March 2006, (2005 nil).

**12. Capital commitments**

The company had no capital commitments at 31 March 2006, (2005 nil).

**13. Related party transactions**

The company is a wholly owned subsidiary of Helical Bar plc, it is exempt from the requirement of Financial Reporting Standard 8 to disclose transactions with other members of the Helical Bar plc group.

No transactions with related parties were undertaken such as are required to be disclosed under Financial Reporting Standard 8.

# CHANCERYGATE (COWLEY) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2006

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### 14. Share capital

#### Authorised share capital:

	2006	2005
	£	£
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>

#### Allotted, called up and fully paid:

	2006		2005	
	No	£	No	£
Ordinary shares of £1 each	<u>1</u>	<u>1</u>	<u>1</u>	<u>1</u>

### 15. Reserves

	Profit and loss account £
Balance brought forward	(52,601)
Profit for the year	<u>349,679</u>
Balance carried forward	<u>297,078</u>

### 16. Reconciliation of movements in shareholders' funds

	2006	2005
	£	£
Profit/(Loss) for the financial year	349,679	(52,601)
New ordinary share capital subscribed	—	1
Net addition/(reduction) to shareholders' funds/(deficit)	<u>349,679</u>	<u>(52,600)</u>
Opening shareholders' deficit	(52,600)	—
Closing shareholders' funds/(deficit)	<u>297,079</u>	<u>(52,600)</u>

### 17. Ultimate parent company

The ultimate parent undertaking and controlling related party of this company is Helical Bar plc, which is registered in England and Wales. The largest and smallest group of undertakings for which group accounts have been drawn up is that headed by Helical Bar plc.

The company is a subsidiary of Helical Bar plc and has been included in the consolidated accounts of that company. Copies of the parent undertaking's accounts can be obtained from the registered office at 11-15 Farm Street, London W1J 5RS.