

WESTFERRY CIRCUS PROPERTIES (B2) LIMITED
Registered Number: 5438008

DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2006



WESTFERRY CIRCUS PROPERTIES (B2) LIMITED

FINANCIAL STATEMENTS

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WESTFERRY CIRCUS PROPERTIES (B2) LIMITED

THE DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2006

The directors present their report with the audited financial statements for the year ended 31 December 2006. This report has been prepared in accordance with the special provisions relating to small companies under section 246(4) of the Companies Act 1985.

BUSINESS REVIEW AND PRINCIPAL ACTIVITIES

The company is a wholly owned subsidiary of Canary Wharf Group plc and its ultimate parent undertaking is Songbird Estates plc.

The principal activity of the company is property investment.

As shown in the company's profit and loss account, the company's loss after tax for the year was £17,297 (2005 £321,740).

The balance sheet shows the company's financial position at the year end and indicates that net liabilities were £339,036 (2005 £321,739). Details of amounts owed to group companies are shown in note 7.

The Canary Wharf Group (comprising Canary Wharf Group plc and its subsidiaries) manages its operations on a unified basis. For this reason, the company's directors believe that key performance indicators specific to the company are not necessary or appropriate for an understanding of the development, performance or position of its business. The performance of the Canary Wharf Group, which includes the company, is discussed in the Annual Report of Canary Wharf Group plc, which does not form part of this report.

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

DIVIDENDS AND RESERVES

The profit and loss account for the year ended 31 December 2006 is set out on page 6. No dividends have been paid or proposed (2005 £Nil) and the retained loss of £17,297 (2005 loss of £321,740) has been transferred from reserves.

FINANCIAL POSITION

The company is in a net liability position at the year end. Canary Wharf Holdings Limited, an intermediate parent undertaking, has agreed to provide or procure adequate financial resources to allow the company to continue its operations, and has also agreed to make available any funds that may be required for the company to meet its obligations as they fall due, for a period of not less than 12 months from the date of the financial statements.

DIRECTORS

The directors of the company throughout the year ended 31 December 2006 were

A P Anderson II
G Iacobescu
R J J Lyons

The group has in place liability insurance covering the directors and other officers of group companies.

WESTFERRY CIRCUS PROPERTIES (B2) LIMITED

THE DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2006

DIRECTORS' INTERESTS

Details of directors' interests in and options to subscribe for ordinary class B shares in Songbird Estates plc are disclosed in the financial statements of either of the intermediate parent companies, Canary Wharf Estate Limited or Canary Wharf Group plc, as appropriate

Other than the above, no director had any beneficial interest in the shares of the company, its parent undertakings or other group undertakings at 31 December 2006 or at any time throughout the year then ended


STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

Each director holding office at the date of this report has taken all the steps that he ought to have taken as a director in order to make himself aware of relevant audit information and to establish that the company's auditors are aware of that information. As far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware

AUDITORS

Elective resolutions to dispense with holding annual general meetings, the laying of financial statements before the company in general meeting and the appointment of auditors annually are currently in force. The auditors, Deloitte & Touche LLP, will therefore be deemed to have been reappointed at the end of the period of 28 days, beginning the day on which copies of this report and financial statements are sent to members, unless a resolution is passed under section 393 of the Companies Act 1985 to the effect that their appointment be brought to an end

BY ORDER OF THE BOARD

 Joint Secretary
A M Holland

4 September 2007

Registered office
30th Floor
One Canada Square
Canary Wharf
London
E14 5AB

WESTFERRY CIRCUS PROPERTIES (B2) LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

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 the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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 estimates that are reasonable and prudent,

state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,

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 enable them to ensure that the financial statements comply with the Companies Act 1985. 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.

WESTFERRY CIRCUS PROPERTIES (B2) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WESTFERRY CIRCUS PROPERTIES (B2) LIMITED

We have audited the financial statements of Westferry Circus Properties (B2) Limited for the year ended 31 December 2006 which comprise the Profit and Loss Account, 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 directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom 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 and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements. In addition we 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.

WESTFERRY CIRCUS PROPERTIES (B2) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WESTFERRY CIRCUS PROPERTIES (B2) LIMITED

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 company's affairs as at 31 December 2006 and of its loss for the year then ended, 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.

Deloitte & Touche LLP

Deloitte & Touche LLP
Chartered Accountants and Registered Auditors
London

4 September 2007

WESTFERRY CIRCUS PROPERTIES (B2) LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2006

		Year ended 31 December 2006 £	Period from 27 April 2005 to 31 December 2005 £
	Note		
TURNOVER		–	655,041
Cost of sales		–	(19,310)
GROSS PROFIT		–	635,731
Administrative expenses		(17,297)	(3,000)
OPERATING (LOSS)/PROFIT	2	(17,297)	632,731
Exceptional item			
Loss on sale of fixed asset	5	–	(93,118)
Interest payable and similar charges	3	–	(861,353)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(17,297)	(321,740)
Tax on loss on ordinary activities	4	–	–
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION FOR THE YEAR/PERIOD	9	(17,297)	(321,740)

Movements in reserves are shown in Note 9 of these financial statements

All amounts relate to continuing activities in the United Kingdom

There were no recognised gains and losses for the year ended 31 December 2006 or the period ended 31 December 2005 other than those included in the profit and loss account

The notes on pages 8 to 11 form an integral part of these financial statements

WESTFERRY CIRCUS PROPERTIES (B2) LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2006

	Note	31 December 2006 £	31 December 2005 £
CURRENT ASSETS			
Debtors	6	1	1
CREDITORS: Amounts falling due within one year	7	(339,037)	(321,740)
NET CURRENT LIABILITIES		(339,036)	(321,739)
TOTAL ASSETS LESS CURRENT LIABILITIES		(339,036)	(321,739)
NET LIABILITIES		(339,036)	(321,739)
CAPITAL AND RESERVES			
Called-up share capital	8	1	1
Profit and loss account	9	(339,037)	(321,740)
SHAREHOLDER'S DEFICIT	10	(339,036)	(321,739)

The notes on pages 8 to 11 form an integral part of these financial statements

APPROVED BY THE BOARD ON 4 SEPTEMBER 2007 AND SIGNED ON ITS BEHALF BY



R J J LYONS
DIRECTOR

WESTFERRY CIRCUS PROPERTIES (B2) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2006

1. PRINCIPAL ACCOUNTING POLICIES

A summary of the principal accounting policies of the company, all of which have been applied consistently throughout the year and the preceding period, is set out below

Accounting convention

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

In accordance with the provisions of FRS 1 (Revised) the company is exempt from the requirements to prepare a cash flow statement, as it is a wholly-owned subsidiary of Canary Wharf Group plc, which has prepared a consolidated cash flow statement

Interest receivable and interest payable

Interest receivable and payable are recognised in the period in which they fall due

Turnover

Turnover, representing rents receivable, is recognised net of VAT in the period in which the rents become due and arises wholly in the United Kingdom

2. OPERATING (LOSS)/PROFIT

Operating (loss)/profit is stated after charging

	Year ended 31 December 2006 £	Period from 27 April 2005 to 31 December 2005 £
Remuneration of the auditors		
Audit fees	—	3,000

None of the directors received any emoluments in respect of their services to the company during the year or the prior period

No staff were employed by the company during the year or the prior period

Auditors' remuneration for the year has been borne by another group undertaking

WESTFERRY CIRCUS PROPERTIES (B2) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2006

3. INTEREST PAYABLE AND SIMILAR CHARGES

	Year ended 31 December 2006 £	Period from 27 April 2005 to 31 December 2005 £
Interest payable to group undertakings	–	415,873
Financing costs	–	445,480
	<u>–</u>	<u>861,353</u>

4. TAXATION

	Year ended 31 December 2006 £	Period from 27 April 2005 to 31 December 2005 £
Current tax		
UK Corporation tax (see below)	<u>–</u>	<u>–</u>
Tax reconciliation		
Loss on ordinary activities before tax	<u>(17,297)</u>	<u>(321,740)</u>
Tax on loss on ordinary activities at UK corporation tax rate of 30%	(5,189)	(96,522)
Effects of		
Expenses not deductible for tax purposes	–	27,935
Capital gains	–	2,435,564
Tax losses and other timing differences	<u>5,189</u>	<u>(2,366,977)</u>
Current tax charge for the year	<u>–</u>	<u>–</u>

No provision for taxation has been made in view of the tax loss for the year. It is anticipated that tax losses will impact on future tax charges. There is no unprovided deferred taxation.

5 EXCEPTIONAL ITEM

During the prior period, the company acquired a leasehold interest in 7 Westferry Circus, from a fellow subsidiary undertaking, for a consideration of £19,500,000. On 15 November 2005, the company sold its leasehold property interest for a consideration of £19,699,546. After fees, this gave rise to a loss on disposal of £93,118, which was taken to the profit and loss account and treated as an exceptional item. This transaction did not give rise to deferred tax.

WESTFERRY CIRCUS PROPERTIES (B2) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2006

6 DEBTORS

	31 December 2006 £	31 December 2005 £
Amount owed by parent undertaking	<u>1</u>	<u>1</u>

7. CREDITORS: Amounts falling due within one year

	31 December 2006 £	31 December 2005 £
Trade creditors	12,950	–
Amount owed to fellow subsidiary undertaking	323,001	178,676
Other creditors	–	4,266
Accruals and deferred income	3,086	138,798
	<u>339,037</u>	<u>321,740</u>

8. CALLED-UP SHARE CAPITAL

Authorised share capital:

	31 December 2006 £	31 December 2005 £
20,000,000 Ordinary shares of £1 each	<u>20,000,000</u>	<u>20,000,000</u>

Allotted, called up and fully paid:

	31 December 2006 £	31 December 2005 £
1 Ordinary share of £1	<u>1</u>	<u>1</u>

WESTFERRY CIRCUS PROPERTIES (B2) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2006

9. RESERVES

	Profit and loss account £
At 1 January 2006	(321,740)
Loss for the year	(17,297)
At 31 December 2006	<u>(339,037)</u>

10. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' DEFICIT

	31 December 2006 £	31 December 2005 £
Opening shareholders' deficit	(321,739)	–
Issue of ordinary share capital	–	1
Loss for the year	(17,297)	(321,740)
Closing shareholders' deficit	<u>(339,036)</u>	<u>(321,739)</u>

11. RELATED PARTIES

The company's immediate parent undertaking is Canary Wharf Management (B1/B2) Limited and its ultimate parent undertaking is Songbird Estates plc. Both companies are registered in England and Wales.

As at 31 December 2006, Songbird Estates plc was the parent company of the largest group of which the company is a member and Canary Wharf Group plc was the parent undertaking of the smallest group of which the company is a member. Copies of the financial statements of Songbird Estates plc and Canary Wharf Group plc may be obtained from the Company Secretary, One Canada Square, Canary Wharf, London E14 5AB.

The directors have taken advantage of the exemption in paragraph 3(c) of FRS8 allowing the company not to disclose related party transactions with respect to other group companies.