ONE VINCENT SQUARE LIMITED FINANCIAL STATEMENTS 31 MARCH 2009



SLAVEN JEFFCOTE LLP

Chartered Certified Accountants & Registered Auditor
1 Lumley Street
Mayfair
London
W1K 6TT

FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2009 -

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OFFICERS AND PROFESSIONAL ADVISERS

The board of directors B Choudhrie

C P Thomas

Company secretary S Pudaruth

Registered office One Vincent Square

Victoria London SW1P 2PN

Auditor Slaven Jeffcote LLP

Chartered Certified Accountants

& Registered Auditor
1 Lumley Street

Mayfair London WIK 6TT

Bankers Bank of Scotland

8 Lochside Avenue

Edinburgh EH12 9DJ

THE DIRECTORS' REPORT

YEAR ENDED 31 MARCH 2009

The directors present their report and the financial statements of the company for the year ended 31 March 2009.

PRINCIPAL ACTIVITIES

The principal activity of the company during the period was that of property investment.

DIRECTORS

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

B Choudhrie

C P Thomas

D Choudhrie

Lumley Management Ltd

Lumley Management Ltd was appointed as a director on 30 January 2009.

C P Thomas was appointed as a director on 2 February 2009.

C P Thomas retired as a director on 14 April 2008.

D Choudhrie retired as a director on 14 April 2008.

Lumley Management Ltd retired as a director on 23 March 2009.

DIRECTORS' RESPONSIBILITIES

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 those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- 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.

In so far as the directors are aware:

- there is no relevant audit information of which the company's auditor is 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 auditor is aware of that information.

THE DIRECTORS' REPORT (continued)

YEAR ENDED 31 MARCH 2009

SMALL COMPANY PROVISIONS

This report has been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985.

Registered office: One Vincent Square Victoria London SW1P 2PN Signed by order of the directors

S PUDARUTH Company Secretary

Approved by the directors on ...\6.\\3\09...

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF ONE VINCENT SQUARE LIMITED

YEAR ENDED 31 MARCH 2009

We have audited the financial statements of One Vincent Square Limited for the year ended 31 March 2009, which have been prepared on the basis of the accounting policies set out on pages 9 to 10.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITOR

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.

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.

INDEPENDENT AUDITOR'S REPORT TO THE SHAREHOLDERS OF ONE VINCENT SQUARE LIMITED (continued)

YEAR ENDED 31 MARCH 2009

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 2009 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.

SLAVEN JEFFCOTE LI

Chartered Certified Accountants

& Registered Auditor

1 Lumley Street Mayfair London W1K 6TT

16/12/05

PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 MARCH 2009

	NI-4-	2009	2008
TURNOVER	Note	£ 1,118,798	£ 114,657
Cost of sales		200,649	45,240
GROSS PROFIT		918,149	69,417
Administrative expenses		667,062	111,619
OPERATING PROFIT/(LOSS)	2	251,087	(42,202)
Interest receivable and similar income		13,532	2,636
Interest payable and similar charges		(655,606)	(427,912)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(390,987)	(467,478)
Tax on loss on ordinary activities	3	(107,653)	107,653
LOSS FOR THE FINANCIAL YEAR		(283,334)	(575,131)

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.

BALANCE SHEET

31 MARCH 2009

	2009		2008	
	Note	£	£	£
FIXED ASSETS				
Tangible assets	4		13,812,070	13,518,451
CURRENT ASSETS				
Debtors	5	334,291		259,658
Cash at bank		451,849		1,038
		786,140		260,696
CREDITORS: Amounts falling due within one		700,140		200,070
year	6	936,595		399,494
NET CURRENT LIABILITIES			(150,455)	(138,798)
TOTAL ASSETS LESS CURRENT LIABILITIES	3		13,661,615	13,379,653
CREDITORS: Amounts falling due after more				
than one year	7		14,821,446	14,148,497
PROVISIONS FOR LIABILITIES				
Deferred taxation	9		_	107,653
			(1,159,831)	(876,497)
CAPITAL AND RESERVES				
Called-up equity share capital	11		100	100
Profit and loss account	12		(1,159,931)	(876,597)
DEFICIT	13		(1,159,831)	(876,497)

These financial statements have been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985.

B CHOUDHRIE

Company Registration Number: 5481678

CASH FLOW STATEMENT

YEAR ENDED 31 MARCH 2009

		20	09	2008
	Note	£	£	£
NET CASH INFLOW FROM OPERATING				
ACTIVITIES	14		1,119,709	169,544
RETURNS ON INVESTMENTS AND				
SERVICING OF FINANCE	14		(642,074)	(425,276)
CAPITAL EXPENDITURE AND FINANCIAL				
INVESTMENT	14		(699,773)	(3,056,322)
CACH OUTELOW DEFODE FINANCING			(222 129)	(3,312,054)
CASH OUTFLOW BEFORE FINANCING			(222,138)	(3,312,034)
FINANCING	14		672,949	3,252,377
DIODE LODGE CONTROL CONTROL CARREST			450.011	(50 (77)
INCREASE/(DECREASE) IN CASH	14		450,811	(59,677)

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2009

1. ACCOUNTING POLICIES

Basis of accounting

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

The accounts have been prepared on a going concern basis which is dependent upon the continuing support of other companies within the C&C Alpha Group.

Turnover

Turnover represents the amounts receivable, excluding VAT, by the company for goods supplied and services provided during the year.

Fixed assets

All fixed assets are initially recorded at cost.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, less its estimated residual value, over the useful economic life of that asset as follows:

Building improvements - over 10 years Air conditioning - over 7 years Fixtures & Fittings - over 7 years Security System - over 7 years Electrical works - over 7 years

Investment properties

Investment properties are valued annually and shown in the accounts at open market value. Gains or losses in respect of revaluing properties are recognised in the Statement of Total Recognised Gains and Losses, except in the case where the loss is deemed to be a permanent diminution in value, in which case it is charged to the profit and loss account. No depreciation is charged on this class of fixed asset. This treatment follows the principles outlined in the Standard Statement of Accounting Practice 19 (Accounting for Investment Properties) and is a departure from Financial Reporting Standard 15 (Tangible Fixed Assets), which requires all tangible fixed assets to be depreciated. This departure is necessary in order to give a true and fair view.

Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exceptions:

Provision is made for tax on gains arising from the revaluation (and similar fair value adjustments) of fixed assets, and gains on disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2009

1. ACCOUNTING POLICIES (continued)

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

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.

2008

2000

2. OPERATING PROFIT/(LOSS)

Operating profit/(loss) is stated after charging:

		£	2008 £
	Directors' emoluments	_	_
	Depreciation of owned fixed assets	406,154	59,794
	Auditor's remuneration	2,500	
		2009	2008
		£	£
	Auditor's remuneration - audit of the financial statements	2,500	
3.	TAXATION ON ORDINARY ACTIVITIES		
	Analysis of charge in the year		
		2009	2008
		£	£
	Deferred tax:		
	Origination and reversal of timing differences		
	Capital allowances	$(\underline{107,653})$	107,653

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2009

3. TAXATION ON ORDINARY ACTIVITIES (continued)

Factors affecting current tax charge

4.

The tax assessed on the loss on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 28% (2008 - 30%).

		2009 £	2008 £
Loss on ordinary activities before taxation		(390,987)	(467,478)
Loss on ordinary activities by rate of tax		(109,476)	(140,243)
Expenses not deductible for tax purposes		10,665	30
Capital allowances for period in excess of depreciation		44,556	(86,097)
Tax Losses carried forward		54,255	226,310
Total current tax			
TANGIBLE FIXED ASSETS			
	Brought		Carried
	forward		forward
	1 Apr 08	Additions	31 Mar 09
	£	£	£
COST	10 501 000		10 501 003
Freehold Property	10,521,923	_ 29 502	10,521,923
Air conditioning system	725,236 97,424	28,503 49,414	753,739 146,838
Fixtures & Fittings Security system @ cost	89,997	12,949	102,946
Electrical work	326,961	92,847	419,808
Building improvement	1,816,704	516,060	2,332,764
	13,578,245	699,773	14,278,018
	Brought		Carried
	forward		forward
	1 Apr 08	Charges	31 Mar 09
DEPOS CI AND L	£	£	£
DEPRECIATION Supplied Brownests			
Freehold Property Air conditioning system	(17,268)	(105,696)	(122,964)
Fixtures & Fittings	(2,320)	(103,050)	(19,974)
Security system @ cost	(2,143)	(13,743)	(15,886)
Electrical work	(7,785)	(58,669)	(66,454)
Building improvement	(30,278)	(210,392)	(240,670)

(59,794)

(406, 154)

(465,948)

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2009

4. TANGIBLE FIXED ASSETS (continued)

5.

	Brought forward 1 Apr 08	Carried forward 31 Mar 09
	£	£
NET BOOK VALUE		
Freehold Property	10,521,923	10,521,923
Air conditioning system	707,968	630,775
Fixtures & Fittings	95,104	126,864
Security system @ cost	87,854	87,060
Electrical work	319,176	353,354
Building improvement	1,786,426	2,092,094
	13,518,451	13,812,070

The land and buildings element of the investment property is carried in the accounts at open market value which was deemed to be £10,521,923 as at the balance sheet date (2008 - £10,521,923). This valuation was carried out by the directors of the company.

In respect of certain fixed assets stated at valuations, the comparable historical cost and depreciation values are as follows:

depreciation values are as rememb.	2009 £	2008 £
Historical cost:		
At 1 Apr 08	10,521,943	10,593,780
Cost of additions to revalued assets brought forward	-	(71,837)
At 31 Mar 09	10,521,943	10,521,943
Depreciation:		
At 1 Apr 08	422,314	211,876
Charge for year	210,438	210,438
At 31 Mar 09	632,752	422,314
Net historical cost value:		
At 31 Mar 09	9,889,191	10,099,629
At 1 Apr 08	10,099,629	10,381,904
DEBTORS		
	2009	2008
	£	£
Trade debtors	332,405	55,925
VAT recoverable	_	68,926
Other debtors	1,886	134,807
	334,291	259,658

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2009

6. CREDITORS: Amounts falling due within one year

	2009	2008
	£	£
Trade creditors	87,162	207,657
Other taxation	556	_
Other creditors	848,877	191,837
	936,595	399,494
	·	

7. CREDITORS: Amounts falling due after more than one year

	2009	2008
	£	£
Bank loans	9,615,210	_
Amounts owed to group undertakings	5,206,236	14,148,497
	14,821,446	14,148,497

The following liabilities disclosed under creditors falling due after more than one year are secured by the company:

	2009	2008
	£	£
Other creditors	9,615,210	_

The bank loan is for the period of 10 years from 17 April 2008. Interest is charged on the loan at 1.5% over LIBOR rate plus mandatory Liquid Asset Cost. The loan balance is payable in full at the end of the term. As security for this loan the lender, Bank of Scotland have a first legal mortgage over the company's freehold property, One Vincent Square, London, SW1P 2PN. They also have a first charge over all present and future interest of the company.

The Loan from parent company is interest free.

8. CREDITORS - CAPITAL INSTRUMENTS

Creditors include finance capital which is due for repayment as follows:

	2009	2008
	£	£
Amounts repayable:		
In one year or less or on demand	230,978	_
In more than one year but not more than two years	246,919	_
In more than two years but not more than five years	847,796	-
In more than five years	1,532,355	_
·	2 050 040	
	2,858,048	

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2009

9. DEFERRED TAXATION

The movement in the deferred taxation provision during the year was:

	2009	2008
	£	£
Provision brought forward	107,653	-
Profit and loss account movement arising during the year	(107,653)	107,653
Provision carried forward		107,653

The provision for deferred taxation consists of the tax effect of timing differences in respect of:

	2009	2008
	£	£
Excess of taxation allowances over depreciation on fixed assets	-	107,653
	-	107,653

10. RELATED PARTY TRANSACTIONS

There was no single controlling party at the balance sheet date.

The company has taken advantage of the exemption from reporting related party transactions between One Vincent Square Limited and other members of the C&C Alpha group of companies, conferred by Financial Reporting Standard No. 8, on the grounds that the company is a wholly owned subsidiary and the parent undertaking prepares consolidated financial statements which include the company.

11. SHARE CAPITAL

Authorised share capital:

	1,000 Ordinary shares of £1 each Allotted, called up and fully paid:			2009 £ 1,000	2008 £ 1,000
		2009		2008	}
		No	£	No	£
	100 Ordinary shares of £1 each	100	100	100	100
12.	PROFIT AND LOSS ACCOUNT				
				2009	2008
				£	£
	Balance brought forward			(876,597)	(301,466)
	Loss for the financial year			(283,334)	(575,131)
	Balance carried forward			(1,159,931)	(876,597)

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2009

13. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2009	2008
	£	£
Loss for the financial year	(283,334)	(575,131)
Opening shareholders' deficit	(876,497)	(301,366)
Closing shareholders' deficit	(1,159,831)	(876,497)

14. NOTES TO THE CASH FLOW STATEMENT

RECONCILIATION OF OPERATING PROFIT/(LOSS) TO NET CASH INFLOW FROM OPERATING ACTIVITIES

2009	2008
£	£
251,087	(42,202)
406,154	59,794
(74,633)	(174,064)
537,101	326,016
1,119,709	169,544
	£ 251,087 406,154 (74,633) 537,101

RETURNS ON INVESTMENTS AND SERVICING OF FINANCE

	2009	2008
	£	£
Interest received	13,532	2,636
Interest paid	(655,606)	(427,912)
•		
Net cash outflow from returns on investments and servicing of	((43.054)	(425.276)
finance	(642,074)	(425,276)
		

CAPITAL EXPENDITURE

	2009	2008
	£	£
Payments to acquire tangible fixed assets	(699,773)	(3,056,322)
Net cash outflow from capital expenditure	(699,773)	(3,056,322)

FINANCING

	2009	2008
	£	£
Increase in bank loans	9,615,210	-
Repayment of long-term amounts owed to group undertakings	(8,942,261)	3,252,377
Net cash inflow from financing	672,949	3,252,377

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2009

14. NOTES TO THE CASH FLOW STATEMENT (continued)

RECONCILIATION OF NET CASH FLOW TO MOVEMENT IN NET DEBT

	2009		2008	
Increase/(decrease) in cash in the period	£ 450,811	£	£ (59,677)	
Net cash (inflow) from bank loans Net cash outflow from/(inflow) from long-term	(9,615,210)		_	
amounts owed to group undertakings	8,942,261		(3,252,377)	
		(222,138)	(3,312,054)	
Change in net debt		(222,138)	(3,312,054)	
Net debt at 1 April 2008		(14,147,459)	(10,907,262)	
Net debt at 31 March 2009		(14,369,597)	(14,147,459)	
ANALYSIS OF CHANGES IN NET DEBT				
	At 1 Apr 2008 £	Cash flows	At 31 Mar 2009 £	
Net cash: Cash in hand and at bank	1,038	450,811	451,849	
Debt: Debt due after 1 year	(14,148,497)	(672,949)	(14,821,446)	
Net debt	(14,147,459)	(222,138)	(14,369,597)	

15. POST BALANCE SHEET EVENTS

On the 1 April 2009 the ownership of One Vincent Square Limited was transferred from SW1 Properties Limited to C&C Estates Limited.

NOTES TO THE FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2009

16. ULTIMATE PARENT COMPANY

The company's parent undertaking at the balance sheet date was SW1 Properties Limited, a company registered in England and Wales. On 1 of April 2009 the company's shares were transferred to C&C Estates Limited, a company registered in England and Wales.

The company's ultimate parent undertaking at the balance sheet date is Harberry Investments Limited, a company incorporated in the British Virgin Islands.

The parent undertaking of the largest group for which group accounts including One Vincent Square Limited are drawn up is C&C Alpha Group Limited, a company registered in England and Wales.

Copies of these accounts can be obtained from the company's registered office:

One Vincent Square Victoria London SW1P 2PN

ONE VINCENT SQUARE LIMITED MANAGEMENT INFORMATION YEAR ENDED 31 MARCH 2009

The following page does not form part of the statutory financial statements which are the subject of the independent auditor's report on pages 4 to 5.

DETAILED PROFIT AND LOSS ACCOUNT

YEAR ENDED 31 MARCH 2009

2		9	2008	
	£	£	£	
TURNOVER		1,118,798	114,657	
Purchases		200,649	45,240	
GROSS PROFIT		918,149	69,417	
OVERHEADS				
Rates and water	-		5,595	
Light and heat	(2,876)		10.004	
Insurance	(336)		19,004	
Repairs and maintenance	1,739		_	
Other establishment expenses	13,475		289	
Telephone	(289) 37		209	
Office expenses	37		100	
Sundry expenses	32		2,250	
Advertising	246,411		20,040	
Legal and professional fees Accountancy fees	240,411		1,500	
Auditors remuneration	2,500		3,000	
Depreciation	406,154		59,794	
Bank charges	215		47	
Balk charges				
		667,062	111,619	
OPERATING PROFIT/(LOSS)		251,087	(42,202)	
Interest receivable and similar income		13,532	2,636	
		264,619	(39,566)	
Interest payable		(655,606)	(427,912)	
LOSS ON ORDINARY ACTIVITIES		(390,987)	(467,478)	
INTEREST RECEIVABLE AND SIMILAR INCOME				
Bank interest receivable		9,919	2,636	
Other similar incomer		3,613	_	
		13,532	2,636	
INTEREST PAYABLE				
Bank interest payable		655,606	27,273	
Interest on other loans		, —	400,639	
		<u> </u>		
		655,606	427,912	