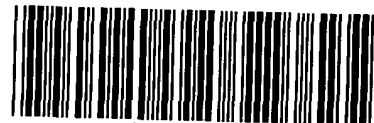


CANARY WHARF (FSLP) LIMITED
Registered Number: 7321368

**REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014**

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CANARY WHARF (FSLP) LIMITED

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CANARY WHARF (FSLP) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2014

The directors present their report with the audited financial statements for the year ended 31 December 2014. The company qualifies as a small company under section 382 of the Companies Act 2006 and accordingly has not produced a Strategic Report.

PRINCIPAL ACTIVITIES

The principal activity of the company is to act as an investment holding company.

DIVIDENDS AND RESERVES

The profit and loss account for the year ended 31 December 2014 is set out on page 5. No dividends have been paid or proposed (2013: £Nil) and the retained profit of £2,960,386 (2013: loss of £444,602) has been transferred to reserves.

DIRECTORS

The directors of the company throughout the year ended 31 December 2014 were:

A P Anderson II
Sir George Iacobescu CBE
R J J Lyons

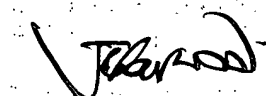
The company provides an indemnity to all directors (to the extent permitted by law) in respect of liabilities incurred as a result of their office. The company also has in place liability insurance covering the directors and officers of the company. Both the indemnity and insurance were in force during the year ended 31 December 2014 and at the time of the approval of this Directors' Report. Neither the indemnity nor the insurance provide cover in the event that the director is proven to have acted dishonestly or fraudulently.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO THE AUDITOR

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 auditor is aware of that information. As far as the directors are aware, there is no relevant audit information of which the company's auditor is unaware.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418(2) of the Companies Act 2006.

BY ORDER OF THE BOARD



..... Company Secretary 28 April 2015

J R Garwood

Registered office:

30th Floor

One Canada Square

Canary Wharf

London

E14 5AB

Registered Number: 7321368

CANARY WHARF (FSLP) LIMITED

STATEMENT OF THE DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The directors are responsible for preparing the 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). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 judgements and accounting estimates that are reasonable and prudent; 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 adequate accounting records that are sufficient to show and explain the company's transactions and 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 2006. 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.

CANARY WHARF (FSLP) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CANARY WHARF (FSLP) LIMITED

We have audited the financial statements of Canary Wharf (FSLP) Limited for the year ended 31 December 2014 which comprise the Profit and Loss Account, Statement of Total Recognised Gains and Losses, Balance Sheet and the related Notes 1 to 13. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 auditor's 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 auditor

As explained more fully in the Statement of Directors' Responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2014 and of its profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

CANARY WHARF (FSLP) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF CANARY WHARF (FSLP) LIMITED

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit; or
- the directors were not entitled to take advantage of the small companies exemption in preparing the Strategic Report.



Mark Beddy (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountant and Statutory Auditor
LONDON, UK

28 April 2015

CANARY WHARF (FSLP) LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2014

	Note	Year Ended 31 December 2014 £	Year Ended 31 December 2013 £
OPERATING PROFIT	2	—	—
Share of income/(loss) from investment in partnership	5	858,918	(444,985)
Interest receivable and similar income	3	517	383
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		859,435	(444,602)
Tax on profit/(loss) on ordinary activities	4	2,100,951	—
PROFIT/(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION FOR THE YEAR	10	2,960,386	(444,602)

Movements in reserves are shown in Note 10 of these financial statements.

All amounts relate to continuing activities in the United Kingdom.

The Notes on pages 8 to 13 form an integral part of these financial statements.

CANARY WHARF (FSLP) LIMITED

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31 DECEMBER 2014

	Year Ended 31 December 2014 £	Year Ended 31 December 2013 £
Profit/(loss) for the financial year	2,960,386	(444,602)
Unrealised surplus on revaluation of: · Investment in partnerships	48,277,702	23,864,464
Total recognised gains relating to the year	<u>51,238,088</u>	<u>23,419,862</u>

The Notes on pages 8 to 13 form an integral part of these financial statements.

CANARY WHARF (FSLP) LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2014

	Note	31 December 2014 £	31 December 2013 £
FIXED ASSETS			
Investments	5	135,947,608	75,242,588
CURRENT ASSETS			
Debtors	6	2,100,951	—
Cash at bank		950	433
		2,101,901	433
CREDITORS: Amounts falling due within one year	7	(47,978,942)	(36,410,542)
NET CURRENT LIABILITIES		(45,877,041)	(36,410,109)
TOTAL ASSETS LESS CURRENT LIABILITIES		90,070,567	38,832,479
CREDITORS: Amounts falling due after more than one year	8	(16,309,766)	(16,309,766)
NET ASSETS		73,760,801	22,522,713
CAPITAL AND RESERVES			
Called-up share capital	9	1	1
Revaluation reserve	10	72,142,166	23,864,464
Profit and loss account	10	1,618,634	(1,341,752)
SHAREHOLDER'S FUNDS	11	73,760,801	22,522,713

The Notes on pages 8 to 13 form an integral part of these financial statements.

APPROVED BY THE BOARD ON 28 APRIL 2015 AND SIGNED ON ITS BEHALF BY:


R J J LYONS
DIRECTOR

CANARY WHARF (FSLP) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

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 year, is set out below.

Accounting convention

The financial statements have been prepared under the historical cost convention, with the exception of certain investments as disclosed below and in accordance with applicable United Kingdom accounting standards.

At the year end, the company is in a net asset position, but has net current liabilities. Canary Wharf Developments Limited, the company's parent undertaking, has confirmed that it will make available any funds that may be required for the company to enable it to meet its obligations as they fall due for a period of not less than 12 months from the signing date of the financial statements.

In addition, as a member of the Canary Wharf Group, the company has access to considerable resources.

Having made the requisite enquiries and assessed the resources at the disposal of the company, the directors have a reasonable expectation that the company will have adequate resources to continue its operation for the foreseeable future. Accordingly they continue to adopt the going concern basis in preparing the financial statements.

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 on an accruals basis in the period in which they fall due.

Investments

Investments in Partnerships are carried by reference to the company's share of net assets. The investment is initially recognised at historical cost with the company's share of the realised profits and losses recorded in the profit and loss account and the company's share of unrealised gains and losses taken to the revaluation reserve.

Trade and other debtors

Debtors are recognised initially at fair value. A provision for impairment is established where there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the debtor concerned.

Trade and other creditors

Trade and other creditors are stated at cost.

CANARY WHARF (FSLP) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

Debt

Debt instruments are stated initially at the amount of the net proceeds. The finance costs of such debt instruments are allocated to periods over the term of the debt at a constant rate on the carrying amount. The carrying amount is increased by the finance cost in respect of the reporting period and reduced by payments made in respect of the debt of that period. Finance costs are charged to the profit and loss account.

Taxation

Current tax is provided at amounts expected to be paid or recovered using the tax rates and laws that have been enacted or substantively enacted at the balance sheet date.

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

Under FRS 19 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 that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as 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 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 discounted basis to reflect the time value of money over the period between the balance sheet date and the dates on which it is estimated that the timing differences will reverse, or where the timing differences are not expected to reverse, a period not exceeding 50 years. Discount rates of 0.2% to 2.3% have been adopted reflecting the post-tax yield to maturity that can be obtained on government bonds with similar maturity dates and currencies to those of the deferred tax assets or liabilities.

2. OPERATING PROFIT

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

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

The auditor's remuneration of £800 (2013: £750) for the audit of the company has been borne by another group undertaking.

3. INTEREST RECEIVABLE AND SIMILAR INCOME

	Year Ended 31 December 2014 £	Year Ended 31 December 2013 £
Bank interest receivable	517	383

CANARY WHARF (FSLP) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

4. TAXATION

	Year Ended 31 December 2014 £	Year Ended 31 December 2013 £
Current tax:		
UK corporation tax	—	—
Deferred tax:		
Origination and reversal of timing differences	(1,922,750)	—
Net effect of discount	(178,201)	—
Total deferred tax	(2,100,951)	—
Total tax credit on profit/(loss) on ordinary activities	(2,100,951)	—
Tax reconciliation:		
Profit/(loss) on ordinary activities before tax	859,435	(444,602)
Tax on profit/(loss) on ordinary activities at UK corporation tax rate of 21.5% (2013: 23.25%)	184,779	(103,370)
Effects of:		
Under provision in prior years	(115)	—
Expenses not deductible for tax purposes	199,019	93,060
Capital allowances	(282,455)	—
Group relief	(101,228)	10,310
Current tax charge for the year	—	—

The tax rate of 21.5% has been calculated by reference to the current corporation tax rate of 21% which was in effect for the final three quarters of the year and the previous rate of 23% which was in effect for the first quarter of the year.

No provision for corporation tax has been made since the taxable profit for the year will be covered by the group relief expected to be made available to the company by other companies in the group. No charge will be made by other group companies for the surrender of group relief. There is no unprovided deferred taxation.

CANARY WHARF (FSLP) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

5. INVESTMENTS

Investment in partnerships

	£
CAPITAL ACCOUNT	
At 1 January 2014	76,584,673
Additions	11,568,400
Revaluations	48,277,702
At 31 December 2014	136,430,775
CURRENT ACCOUNT	
At 1 January 2014	(1,342,085)
Income for the year	858,918
At 31 December 2014	(483,167)
NET BOOK VALUE	
At 31 December 2014	135,947,608
At 1 January 2014	75,242,588

The company holds a 29.997% interest in Canary Wharf (FS Holdings) Limited Partnership as a Limited Partner.

At 31 December 2014, the net assets of the Partnership had increased, comprising an increase to revaluation reserve and a decrease in the deficit on distributable reserves. The company's share of the reduction in deficit on distributable reserves was £858,918, which has been taken to the profit and loss account. The company's share of the increase in revaluation reserve was £48,277,702, which has been transferred to the revaluation reserve.

6. DEBTORS

	31 December 2014	31 December 2013
	£	£
Other debtors	2,100,951	—

7. CREDITORS: Amounts falling due within one year

	31 December 2014	31 December 2013
	£	£
Amount owed to parent undertaking	47,322,200	36,410,542
Amount owed to fellow subsidiary undertaking	656,742	—
	47,978,942	36,410,542

CANARY WHARF (FSLP) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

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

	31 December 2014	31 December 2013
	£	£
Loan from parent undertaking	16,309,766	16,309,766

The loan owed to the parent undertaking bears no interest and is repayable within three years from the date of practical completion of the development at 20 Fenchurch Street.

9. CALLED-UP SHARE CAPITAL

Allotted, called up and fully paid:

	31 December 2014	31 December 2013
	£	£
1 Ordinary share of £1	1	1

10. RESERVES

	Revaluation reserve	Profit and loss account	Total
	£	£	£
At 1 January 2014	23,864,464	(1,341,752)	22,522,712
Profit for the year	—	2,960,386	2,960,386
Revaluation of fixed assets	48,277,702	—	48,277,702
At 31 December 2014	72,142,166	1,618,634	73,760,800

11. RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS

	31 December 2014	31 December 2013
	£	£
Opening shareholder's funds/(deficit)	22,522,713	(897,149)
Profit/(loss) for the year	2,960,386	(444,602)
Revaluation	48,277,702	23,864,464
Closing shareholder's funds	73,760,801	22,522,713

CANARY WHARF (FSLP) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

12. POST BALANCE SHEET EVENTS

On 4 December 2014, Stork Holdings Limited, an entity jointly owned by Qatar Investment Authority and Brookfield Properties Partners LP announced the terms of a final cash offer for the acquisition of the entire issued and to be issued ordinary share capital of Songbird Estates plc, the company's ultimate parent undertaking, at £3.50 per ordinary share. The offer became wholly unconditional on 5 February 2015. Having obtained more than 90.0% of the issued share capital Stork Holdings Limited then announced a compulsory acquisition of Songbird Estates plc shares in respect of which acceptances of the offer had not been received.

The offer becoming unconditional triggered a mandatory cash offer for the issued and to be issued ordinary share capital of Canary Wharf Group plc at a price of £6.45 per share and the subsequent compulsory acquisition process of the Canary Wharf Group plc shares in respect of which acceptances of the offer had not been received.

The compulsory purchase periods lasted until 17 April 2015, at which time the shares were compulsorily purchased on the same terms as the original offers.

13. ULTIMATE PARENT UNDERTAKING AND RELATED PARTY TRANSACTIONS

The company's immediate parent undertaking is Canary Wharf Developments Limited.

As at 31 December 2014, the smallest group of which the company is a member and for which group financial statements are drawn up is the consolidated financial statements of Canary Wharf Group plc. The largest group of which the company is a member for which group financial statements are drawn up is the consolidated financial statements of Songbird Estates plc, the ultimate parent undertaking and controlling party. Copies of the financial statements of both companies 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 FRS 8 allowing the company not to disclose related party transactions with respect to other group companies.