

**FIRST TOWER GP(1) LIMITED**  
**Registered Number: SC 132920**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR FROM 1 JULY 2003 TO 30 JUNE 2004**



# **FIRST TOWER GP(1) LIMITED**

## **FINANCIAL STATEMENTS**

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# **FIRST TOWER GP(1) LIMITED**

## **THE DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2004**

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The directors present their report with the audited financial statements for the year ended 30 June 2004.

### **ULTIMATE PARENT UNDERTAKING**

The company's immediate parent undertaking is CWE SPV HCo Limited, a company registered in England and Wales. On 21 May 2004, Songbird Acquisition Limited declared its offer for Canary Wharf Group plc ('CWG'), the company's previous ultimate parent undertaking, wholly unconditional. As a result of this announcement, Songbird Estates plc is now the ultimate parent company.

### **PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS**

The company owns a partnership interest as a General Partner in the First Tower Limited Partnership ('the Partnership'), as described in Note 4 to the accounts. The Partnership comprises two General Partners and twelve Limited Partners.

Until 5 September 1996, all of the partners were members of the group. On that date the company's investment in the Partnership was reduced to £1 as a result of a return of capital. On the same date the group disposed of its interest in the shares of the Limited Partners.

### **FUTURE DEVELOPMENTS**

The company is expected to continue with its principal activity for the foreseeable future.

### **DIVIDENDS AND RESERVES**

The profit and loss account for the year ended 30 June 2004 is set out on page 6. The directors do not recommend the payment of a dividend (2003 :Nil) and the retained profit of £1 is to be transferred to reserves.

### **DIRECTORS**

The directors of the company throughout the year ended 30 June 2004 were:

A P Anderson II  
G Iacobescu  
R Lyons

### **DIRECTORS' INTERESTS**

The directors have been granted options to subscribe for ordinary shares in CWG. Details of interests and options to subscribe for shares in CWG are disclosed as appropriate in the financial statements of either of the intermediate parent companies, Canary Wharf Estate Limited or CWG.

Subsequent to the year end, options have also been granted to subscribe for ordinary shares in Songbird Estates plc, the ultimate parent company and such details are disclosed in the financial statements of Canary Wharf Estate Limited, an intermediate parent undertaking.

Other than the above, no director had any beneficial interest in the shares of the company, its parent undertakings or any of its subsidiaries at 30 June 2004 or at any time throughout the year then ended.

# **FIRST TOWER GP(1) LIMITED**

## **THE DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2004**

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### **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

21 December 2004

Registered office:  
Dundas & Wilson  
Saltire Court  
20 Castle Terrace  
Edinburgh  
EH1 2EN

# **FIRST TOWER GP(1) LIMITED**

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

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The directors are required by the Companies Act 1985 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 year and of the results for the year then ended. In preparing these financial statements, the directors are required to:

- select suitable accounting policies, as described on page 8, 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 which 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 taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

# **FIRST TOWER GP(1) LIMITED**

## **INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS**

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We have audited the financial statements of First Tower GP(1) Limited for the year ended 30 June 2004 which comprise the Profit and Loss Account, Balance Sheet and the related notes 1 to 9. 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**

*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 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 circumstances of the company, 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.

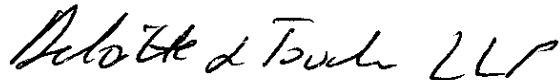
# **FIRST TOWER GP(1) LIMITED**

## **INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS**

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### **Opinion**

In our opinion the financial statements give a true and fair view of the company's affairs as at 30 June 2004 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



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

21 December 2004

# **FIRST TOWER GP(1) LIMITED**

## **PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 JUNE 2004**

	Note	Year Ended 30 June 2004 £	Year Ended 30 June 2003 £
<b>OPERATING PROFIT</b>	<b>2</b>	—	—
Income from fixed asset investments		1	2
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		<b>1</b>	<b>2</b>
Tax on profit on ordinary activities	<b>3</b>	—	—
<b>PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION</b>		<b>1</b>	<b>2</b>
<b>RETAINED PROFIT FOR THE FINANCIAL YEAR TRANSFERRED TO RESERVES</b>	<b>7</b>	<b>1</b>	<b>2</b>

Movements in reserves are shown in Note 7 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 30 June 2004 or the period ended 30 June 2003 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.




# FIRST TOWER GP(1) LIMITED

## BALANCE SHEET AS AT 30 JUNE 2004

	Note	30 June 2004 £	30 June 2003 £
<b>FIXED ASSETS</b>			
Investments	4	1	1
<b>CURRENT ASSETS</b>			
Debtors	5	16	15
Cash at bank		86	86
		102	101
<b>TOTAL ASSETS</b>		103	102
<b>NET ASSETS</b>		103	102
<b>CAPITAL AND RESERVES</b>			
Called-up equity share capital	6	67	67
Profit and loss account	7	36	35
<b>SHAREHOLDERS' FUNDS - EQUITY</b>	8	103	102

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

APPROVED BY THE BOARD ON 21 DECEMBER 2004 AND SIGNED ON ITS BEHALF BY:



R LYONS  
DIRECTOR

# FIRST TOWER GP(1) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2004

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### 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, and in accordance with applicable United Kingdom accounting standards.

In accordance with the provisions of Financial Reporting Standard (FRS) 1 (Revised), a cash flow statement has not been prepared as the company is a wholly-owned subsidiary of a body incorporated in the European Union. A consolidated cash flow statement is included in the financial statements of CWG.

#### **Investments in partnership**

The investment in the partnership is stated in the company's balance sheet at cost less any provision for impairment.

### 2. OPERATING PROFIT

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

No staff were employed by the company other than the directors.

Auditors' remuneration has been borne by another group undertaking.

### 3. TAXATION

	Year Ended 30 June 2004 £	Year Ended 30 June 2003 £
Current tax:		
UK Corporation tax (see below)	—	—
Tax reconciliation:		
Profit on ordinary activities before tax	1	2
Tax on profit on ordinary activities at UK corporation tax rate of 30%	—	1
Effects of:		
Tax losses and other timing differences	—	(1)
Current tax charge for the year	—	—

# FIRST TOWER GP(1) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2004

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### 3. TAXATION

No provision for corporation tax has been made since the 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. It is anticipated that group relief and other tax reliefs will impact on future tax charges. There is no unprovided deferred taxation.

### 4. INVESTMENTS

	Shares in Group Undertakings
	£
<b>COST</b>	
At 1 July 2003 and 30 June 2004	<u>1</u>
<b>NET BOOK VALUE</b>	
At 30 June 2004	<u>1</u>
At 30 June 2003	<u>1</u>

As a general partner, the company has contributed 0.05% of the capital of First Tower Limited Partnership, an entity which commenced business on 22 August 1991. Upon commencing business the Partnership acquired an interest in certain floors within the Tower at Canary Wharf and certain retail areas within the Canary Wharf estate. On 27 December 1995 the Partnership sold its retail interests to a fellow group undertaking. On 5 September 1996, the Partnership granted an overriding lease in its remaining interests to a fellow subsidiary undertaking.

Also in 5 September 1996, the company's investment in the First Tower Limited Partnership was reduced to £1 as a result of a return of capital by the Partnership. On the same date the group disposed of its interest in the shares of the Limited Partners in the Partnership.

# FIRST TOWER GP(1) LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2004

### 5. DEBTORS

	30 June 2004	30 June 2003
	£	£
Amounts owed by partnership	12	10
Amount owed by fellow subsidiary undertaking	4	5
	<u>16</u>	<u>15</u>

### 6. CALLED-UP SHARE CAPITAL

	Year Ended 30 June 2004	Year Ended 30 June 2003
	£	£
Authorised:		
1,000 deferred ordinary shares of £1 each	1,000	1,000
100 ordinary shares of \$1 each	<u>65</u>	<u>65</u>
Allotted, called-up and fully paid:		
2 deferred ordinary shares of £1 each	2	2
100 ordinary shares of \$1 each	<u>65</u>	<u>65</u>
	<u>67</u>	<u>67</u>

The holders of the deferred ordinary shares are entitled to a restricted participation in the profits or assets of the company and do not have any right to attend or vote at any general meeting.

### 7. RESERVES

	Profit and loss account
	£
At 1 July 2003	35
Profit for the financial year	<u>1</u>
At 30 June 2004	<u>36</u>

### 8. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	£
Shareholders' funds as at 1 July 2003	102
Retained profit for the year	<u>1</u>
Shareholders' funds as at 30 June 2004	<u>103</u>

# **FIRST TOWER GP(1) LIMITED**

## **NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2004**

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### **9. RELATED PARTIES**

The company's immediate parent undertaking is CWE SPV HCo Limited, a company registered in England and Wales. On 21 May 2004, Songbird Acquisition Limited declared its offer for Canary Wharf Group plc, the company's previous ultimate parent undertaking, wholly unconditional. As a result of this announcement, Songbird Estates plc is now the ultimate parent company and will have its first financial statements drawn up to the period ending 31 December 2004.

As at 30 June 2004, Canary Wharf Group plc was the parent undertaking of the largest and smallest group of which the company is a member and for which group financial statements are drawn up. Copies of the financial statements of Canary Wharf Group plc may be obtained from the Company Secretary, 30th Floor, 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.