

**CWE SPV SUPER HCO LIMITED**  
**Registered Number: 3123346**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**FOR THE SIX MONTH PERIOD TO 31 DECEMBER 2004**



# **CWE SPV SUPER HCO LIMITED**

## **FINANCIAL STATEMENTS**

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# **CWE SPV SUPER HCO LIMITED**

## **THE DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 2004**

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The directors present their report with the audited financial statements for the period ended 31 December 2004.

### **ULTIMATE PARENT UNDERTAKING**

The company's immediate parent undertaking is Canary Wharf Investments Limited and its ultimate parent undertaking is Songbird Estates plc ('Songbird'), both companies are registered in England and Wales.

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

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

The company has changed its accounting reference date from 30 June to 31 December to be consistent with its ultimate parent undertaking.

### **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 period ended 31 December 2004 is set out on page 6. The company recorded a profit after tax of £5,696,031 (2004: profit of £21,603,575) and the directors recommend the payment of an interim dividend of £5,696,031 (2004: £21,603,575).

### **DIRECTORS**

The directors of the company throughout the period ended 31 December 2004 were:

A P Anderson II  
G Iacobescu  
R Lyons

### **DIRECTORS' INTERESTS**

The directors have been granted options to subscribe for ordinary class B shares in Songbird. All outstanding options to subscribe for ordinary shares in Canary Wharf Group plc as at 30 June 2004 were waived during the period in consideration for the granting of an award under The Canary Wharf 2004 Deferred Share Plan. Details of interests and options to subscribe for shares in Songbird are disclosed as appropriate in the financial statements of either of the intermediate parent companies, Canary Wharf Estate Limited or Canary Wharf Group plc.

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 31 December 2004 or at any time throughout the period then ended.

# **CWE SPV SUPER HCO LIMITED**

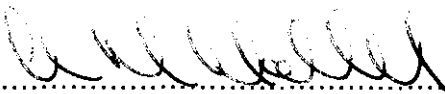
## **THE DIRECTORS' REPORT FOR THE PERIOD ENDED 31 DECEMBER 2004**

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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      27 June 2005  
A M Holland

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

## **CWE SPV SUPER HCO 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 period and of the results for the period 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.

# **CWE SPV SUPER HCO LIMITED**

## **INDEPENDENT AUDITORS' REPORT**

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We have audited the financial statements of CWE SPV SUPER HCo Limited for the period ended 31 December 2004 which comprise the Profit and Loss Account, Balance Sheet and the related notes 1 to 13. 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 may 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.

# **CWE SPV SUPER HCO LIMITED**

## **INDEPENDENT AUDITORS' REPORT**

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### **Opinion**

In our opinion the financial statements give a true and fair view of the company's affairs as at 31 December 2004 and of its result for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche LLP

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

27 June 2005

# CWE SPV SUPER HCO LIMITED

## PROFIT AND LOSS ACCOUNT FOR THE PERIOD ENDED 31 DECEMBER 2004

		Period ended 31 December 2004 £	Year ended 30 June 2004 £
	Note		
<b>OPERATING PROFIT</b>	<b>2</b>	—	—
Income from shares in group undertakings	7	5,696,031	21,603,575
Interest receivable and similar income	3	1,699,394	2,261,221
Interest payable and similar charges	4	(1,699,394)	(2,261,221)
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		5,696,031	21,603,575
Tax on profit on ordinary activities	5	—	—
<b>PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION</b>		5,696,031	21,603,575
Dividends	6	(5,696,031)	(21,603,575)
<b>RETAINED PROFIT FOR THE FINANCIAL PERIOD TRANSFERRED TO RESERVES</b>	<b>11</b>	—	—

Movements in reserves are shown in Note 11 of these financial statements.

All amounts relate to continuing activities in the United Kingdom.

There were no recognised gains and losses for the period ended 31 December 2004 or the year ended 30 June 2004 other than those included in the profit and loss account.

The notes on pages 8 to 12 form an integral part of these financial statements.




# CWE SPV SUPER HCO LIMITED

## BALANCE SHEET AS AT 31 DECEMBER 2004

	Note	31 December 2004 £	30 June 2004 £
<b>FIXED ASSETS</b>			
Investments	7	32,036,253	32,036,253
<b>CURRENT ASSETS</b>			
Debtors	8	99,232,551	91,837,126
Cash in hand		71	71
		99,232,622	91,837,197
<b>CREDITORS: Amounts falling due within one year</b>	9	(131,268,874)	(123,873,449)
<b>NET CURRENT LIABILITIES</b>		(32,036,252)	(32,036,252)
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		1	1
<b>NET ASSETS</b>		1	1
<b>CAPITAL AND RESERVES</b>			
Called-up equity share capital	10	1	1
<b>SHAREHOLDERS' FUNDS - EQUITY</b>	12	1	1

The notes on pages 8 to 12 form an integral part of these financial statements.

APPROVED BY THE BOARD ON 27 JUNE 2005 AND SIGNED ON ITS BEHALF BY:



R LYONS  
DIRECTOR

# CWE SPV SUPER HCO LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 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 period 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 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, a body incorporated in the European Union 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.

#### Income from investments

Investment income comprises dividends receivable on investments in subsidiaries during the accounting period.

#### Investments in subsidiary undertakings

The company's investments in subsidiaries are stated 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 period.

No staff were employed by the company.

Auditors' remuneration has been borne by another group undertaking.

### 3. INTEREST RECEIVABLE AND SIMILAR INCOME

	Period ended 31 December 2004 £	Year ended 30 June 2004 £
Interest receivable from group undertakings	<u>1,699,394</u>	<u>2,261,221</u>

# CWE SPV SUPER HCO LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2004

### 4. INTEREST PAYABLE AND SIMILAR CHARGES

	Period ended 31 December 2004 £	Year ended 30 June 2004 £
Interest payable to group undertakings	<u>1,699,394</u>	<u>2,261,221</u>

### 5. TAXATION

	Period ended 31 December 2004 £	Year ended 30 June 2004 £
Current tax:		
UK Corporation tax (see below)	<u>-</u>	<u>-</u>
Tax reconciliation:		
Profit on ordinary activities before tax	<u>5,696,031</u>	<u>21,603,575</u>
Tax on profit on ordinary activities at UK corporation tax rate of 30%	1,708,809	6,481,072
Effects of:		
Items not chargeable to tax	<u>(1,708,809)</u>	<u>(6,481,072)</u>
Current tax charge for the period	<u>-</u>	<u>-</u>

No charge for taxation has been made since the company recorded neither a profit or a loss, for tax purposes, for the period. It is anticipated that group relief and other reliefs will impact on future tax charges. There is no unprovided deferred taxation.

### 6. DIVIDENDS

	31 December 2004 £	30 June 2004 £
Interim dividend (£5,696,031 per share) (2004 - £21,603,575 per share)	<u>5,696,031</u>	<u>21,603,575</u>

# CWE SPV SUPER HCO LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2004

### 7. INVESTMENTS

	Shares in Group Undertakings
	£
<b>COST</b>	
At 1 July 2004 and 31 December 2004	<u>32,036,253</u>
<b>NET BOOK VALUE</b>	
At 31 December 2004	<u>32,036,253</u>
At 30 June 2004	<u>32,036,253</u>

At 31 December 2004 the company's principal subsidiary undertaking was as follows:

Name	Description of shares held	Principal activities
CWE SPV HCo Limited	Ordinary £1 shares	Investment holding

The above is a wholly owned subsidiary registered in England and Wales.

Financial information is only presented in these financial statements about the company as an individual undertaking and not about its group because the company and its subsidiary undertakings are included in the consolidated financial statements of a larger group (Note 13).

The directors are of the opinion that the value of the company's investments at 31 December 2004 was not less than the amount shown in the company's balance sheet.

### 8. DEBTORS

	31 December 2004 £	30 June 2004 £
Amount owed by subsidiary undertaking	27,299,606	21,603,575
Loan to subsidiary undertaking	70,435,184	68,771,535
Loan to fellow subsidiary undertaking	1,497,761	1,462,016
	<u>99,232,551</u>	<u>91,837,126</u>

The loan to a fellow subsidiary undertaking and the loan to a subsidiary undertaking bear interest at a rate linked to LIBOR and are repayable on demand.

# CWE SPV SUPER HCO LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2004

### 9. CREDITORS: Amounts falling due within one year

	31 December 2004 £	30 June 2004 £
Loan from fellow subsidiary undertaking	103,969,269	102,269,875
Amount owed to parent undertaking	27,299,605	21,603,574
	<u>131,268,874</u>	<u>123,873,449</u>

The loan from a fellow subsidiary undertaking bears interest at a rate linked to LIBOR, subject to certain caps, and is repayable on demand.

### 10. CALLED-UP SHARE CAPITAL

#### Authorised share capital:

	31 December 2004 £	30 June 2004 £
100 Ordinary shares of £1 each	<u>100</u>	<u>100</u>

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

	31 December 2004 £	30 June 2004 £
1 Ordinary share of £1 each	<u>1</u>	<u>1</u>

### 11. RESERVES

	Profit and loss account £
At 1 July 2004	—
Profit for the period	5,696,031
Dividends	<u>(5,696,031)</u>
At 31 December 2004	<u>—</u>

# CWE SPV SUPER HCO LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE PERIOD ENDED 31 DECEMBER 2004

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

	£
Shareholders' funds as at 1 July 2004	1
Shareholders' funds as at 31 December 2004	<u>1</u>

### 13. RELATED PARTIES

The company's immediate parent undertaking is Canary Wharf Investments Limited and its ultimate parent undertaking is Songbird Estates plc, both companies are registered in England and Wales.

As at 31 December 2004, 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, 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.