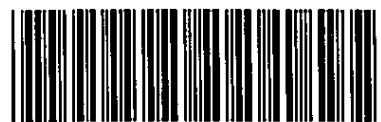


HQCB PROPERTIES (HQ3) LIMITED
Registered Number: 4525220

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2012**

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HQCB PROPERTIES (HQ3) LIMITED

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HQCB PROPERTIES (HQ3) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2012

The directors present their report with the audited financial statements for the year ended 31 December 2012

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. All activities take place within the United Kingdom. The directors are not aware, at the date of this report, of any likely major changes in the company's activities in the coming year.

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

As shown in the company's profit and loss account, the company's profit after tax for the year was £16,502 (2011 £51,136).

The balance sheet shows the company's financial position at the year end and indicates that net assets were £2,221,295 (2011 £2,204,793). 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.

DIVIDENDS AND RESERVES

The profit and loss account for the year ended 31 December 2012 is set out on page 7. No dividends have been paid or proposed (2011 £Nil) and the retained profit of £16,502 (2011 profit of £51,136) has been transferred to reserves.

GOING CONCERN

The company is in a net asset position at the year end. In addition, as a member of the Canary Wharf Group, the company has access to considerable resources.

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

HQCB PROPERTIES (HQ3) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2012

DIRECTORS

The directors of the company throughout the year ended 31 December 2012 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 2012 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.

PRINCIPAL RISKS AND UNCERTAINTIES

As a member of the Canary Wharf Group the key risks facing the company include the cyclical nature of the property market, financing risk and concentration risk.

Cyclical Nature of the Property Market

The valuation of the Canary Wharf Group's assets is subject to many external economic and market factors. The turmoil in the financial markets and uncertainty in the Eurozone in recent years has been reflected in the property market by such factors as a significant decline in tenant demand for space in London, the oversupply of available space in the office market and changing market perceptions of property as an investment resulting in variations in property valuations in general. Fears of an oversupply of available space in the market have however been mitigated by the difficulty in securing finance for speculative development and reduced supply. The market has also been assisted by the continuing presence of overseas investors attracted by the relative transparency of the real estate market in London which is still viewed as both stable and secure. Changes in financial and property markets are kept under constant review so that the company can react appropriately and tailor its business accordingly. While the company has no direct exposure to the Euro, the ongoing uncertainty reflecting issues in the macroeconomy, particularly relating to the Eurozone, continues to impact the real estate market. The impact of these uncertainties is closely monitored.

Financing Risk

The broader economic cycle inevitably leads to movements in inflation, interest rates and bond yields. The company finances its operations largely through surplus cash and intercompany finance. The ongoing uncertainty in financial markets continues to significantly limit the availability of funding. In common with other UK property companies, lack of financing facilities may have an impact on the business of Canary Wharf Group if the lending markets remain limited for the foreseeable future.

Concentration Risk

The majority of Canary Wharf Group's real estate assets, including the assets of the company, are currently located on or adjacent to the Canary Wharf Estate with a majority of tenants linked to the financial services industry. Wherever possible steps are taken to mitigate or avoid material consequences arising from this concentration and to diversify the tenant base.

HQCB PROPERTIES (HQ3) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2012

The principal risks facing the Canary Wharf Group are discussed in the Annual Report of Canary Wharf Group plc, which does not form part of this report

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



J R Garwood

Company Secretary

26 June 2013

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

Registered Number 4525220

HQCB PROPERTIES (HQ3) 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,
- 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 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 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.

HQCB PROPERTIES (HQ3) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HQCB PROPERTIES (HQ3) LIMITED

We have audited the financial statements of HQCB Properties (HQ3) Limited for the year ended 31 December 2012 which comprise the Profit and Loss Account, Statement of Total Recognised Gains and Losses, Balance Sheet and the related Notes 1 to 12. 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. 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 2012 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.

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.

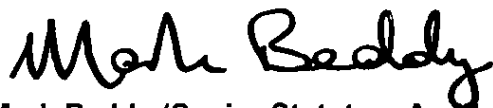
HQCB PROPERTIES (HQ3) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF HQCB PROPERTIES (HQ3) LIMITED

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



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

26 June 2013

HQCB PROPERTIES (HQ3) LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2012

	Note	Year Ended 31 December 2012 £	Year Ended 31 December 2011 £
TURNOVER - RENTAL INCOME		25,894,647	25,455,971
Cost of sales		(25,335,337)	(25,097,357)
GROSS PROFIT		559,310	358,614
Administrative expenses		(537,657)	(337,263)
OPERATING PROFIT	2	21,653	21,351
Interest receivable and similar income	3	—	5,313
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		21,653	26,664
Tax on profit on ordinary activities	4	(5,151)	24,472
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION FOR THE YEAR	9	16,502	51,136

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

All amounts relate to continuing activities in the United Kingdom

The Notes on pages 10 to 15 form an integral part of these financial statements

HQCB PROPERTIES (HQ3) LIMITED

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31 DECEMBER 2012

	Year Ended 31 December 2012 £	Year Ended 31 December 2011 £
Profit for the financial year	16,502	51,136
Unrealised surplus on revaluation of properties	—	100,000
Total recognised gains relating to the year	<u>16,502</u>	<u>151,136</u>

The Notes on pages 10 to 15 form an integral part of these financial statements

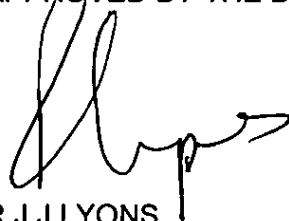
HQCB PROPERTIES (HQ3) LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2012

	Note	31 December 2012 £	31 December 2011 £
FIXED ASSETS			
Tangible assets	5	250,000	250,000
CURRENT ASSETS			
Debtors	6		
Amounts falling due after one year		299,248	1,490,203
Amounts falling due within one year		12,734,980	11,078,433
Cash at bank		710,114	1,415,687
		13,744,342	13,984,323
CREDITORS: Amounts falling due within one year	7	(11,773,047)	(12,029,530)
NET CURRENT ASSETS		1,971,295	1,954,793
TOTAL ASSETS LESS CURRENT LIABILITIES		2,221,295	2,204,793
NET ASSETS		2,221,295	2,204,793
CAPITAL AND RESERVES			
Called-up share capital	8	45,601,157	45,601,157
Revaluation reserve	9	100,000	100,000
Profit and loss account	9	(43,479,862)	(43,496,364)
SHAREHOLDERS' FUNDS	10	2,221,295	2,204,793

The Notes on pages 10 to 15 form an integral part of these financial statements

APPROVED BY THE BOARD ON 26 JUNE 2013 AND SIGNED ON ITS BEHALF BY



R J J LYONS
DIRECTOR

HQCB PROPERTIES (HQ3) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

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, modified to include the revaluation of properties and in accordance with applicable United Kingdom accounting standards. The financial statements have been prepared on the going concern basis as described in the Directors' Report.

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.

Turnover

Turnover represents rents receivable net of VAT and is recognised on an accruals basis in the period in which the rents become due.

Interest receivable and interest payable

Interest receivable and payable are recognised on an accruals basis in the period in which they fall due.

Investment properties

Investment properties are revalued annually and in accordance with SSAP 19 (Accounting for Investment Properties) no provision is made for depreciation. This departure from the requirements of the statutory accounting rules, which requires all properties to be depreciated, is, in the opinion of the directors, necessary for the accounts to show a true and fair view. Depreciation is only one of the factors reflected in the annual valuation and the amount attributable to this factor is not capable of being separately identified or quantified. Surpluses or deficits are transferred to the revaluation reserve, unless a deficit exceeds previous surpluses recognised on the same property, in which case the excess is charged to the profit and loss account.

Lease incentives

Lease incentives include rent free periods and other incentives given to lessees on entering into lease agreements. Under UITF 28 the aggregate cost of lease incentives is recognised as an adjustment to rental income, allocated evenly over the lease term or the term to the first open market rent review if earlier. The cost of lease incentives is included within debtors due in more than one year and spread on a straight line basis over a similar period.

HQCB PROPERTIES (HQ3) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

Leases

Rentals payable under operating leases are charged to the profit and loss account in the period in which the rents become due

Where lease incentives, including rent free periods, are received upon entering into the lease, the benefit is recognised as an adjustment to rents payable allocated evenly over the lease term or the term to the first open market rent review if earlier

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

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

HQCB PROPERTIES (HQ3) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

2. OPERATING PROFIT

Operating profit is stated after charging

	Year Ended 31 December 2012 £	Year Ended 31 December 2011 £
Remuneration of the auditor		
Audit fees for the audit of the company	3,000	3,000

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

3. INTEREST RECEIVABLE AND SIMILAR INCOME

	Year Ended 31 December 2012 £	Year Ended 31 December 2011 £
Bank interest receivable	—	5,313

4. TAXATION

	Year Ended 31 December 2012 £	Year Ended 31 December 2011 £
Current tax		
UK corporation tax	—	—
Deferred tax		
Origination and reversal of timing differences	6,957	(35,176)
Net effect of discount	(1,806)	10,704
Total deferred tax	5,151	(24,472)
Total tax charge/(credit) on profit on ordinary activities	5,151	(24,472)

HQCB PROPERTIES (HQ3) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

Tax reconciliation		
Profit on ordinary activities before tax	21,653	26,664
Tax on profit on ordinary activities at UK corporation tax rate of 24.5% (2011: 26.5%)	5,305	7,066
Effects of		
Expenses not deductible for tax purposes	93,285	(126,458)
Capital gains and capital allowances	—	(26,660)
Group relief	(98,590)	146,052
Current tax charge for the year	—	—

The tax rate of 24.5% has been calculated by reference to the current corporation tax rate of 24% which was in effect for the final three quarters of the year and the previous rate of 26% 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.

5. TANGIBLE FIXED ASSETS

	Leasehold Investment Property
	£
VALUATION	
At 1 January 2012 and 31 December 2012	250,000
NET BOOK VALUE	
At 31 December 2012	250,000
At 31 December 2011	250,000

On a historical cost basis, investment properties would have been included as follows:

	31 December 2012	31 December 2011
	£	£
Historical cost	150,000	150,000

As at 31 December 2012 the company's leasehold property interest was valued by the group's external property advisers, Savills Commercial Limited, Chartered Surveyors, on the basis of Market Value in accordance with the Appraisal and Valuation Manual published by the Royal Institution of Chartered Surveyors. No allowance was made for any expenses of realisation nor for any taxation which might arise in the event of disposal.

HQCB PROPERTIES (HQ3) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

6. DEBTORS

	31 December 2012 £	31 December 2011 £
Due within one year		
Amounts owed by parent undertakings	1	1
Amounts owed by fellow subsidiary undertakings	12,479,898	10,095,559
Other debtors	54,613	464,691
Deferred tax	81,808	86,959
Prepayments and accrued income	118,660	431,223
	<u>12,734,980</u>	<u>11,078,433</u>
Due in more than one year		
Lease incentives	<u>299,248</u>	<u>1,490,203</u>

At 31 December 2012 the company had a deferred tax asset of £92,554 (2011 £100,603), net of a discount of £10,746 (2011 £13,644)

7. CREDITORS: Amounts falling due within one year

	31 December 2012 £	31 December 2011 £
Trade creditors	7,219	23,986
Amount owed to fellow subsidiary undertaking	7,263,129	7,164,474
Other creditors	710,114	1,415,687
Accruals and deferred income	3,792,585	3,425,383
	<u>11,773,047</u>	<u>12,029,530</u>

8. CALLED-UP SHARE CAPITAL

Allotted, called up and fully paid:

	31 December 2012 £	31 December 2011 £
45,601,157 Ordinary shares of £1 each	<u>45,601,157</u>	<u>45,601,157</u>

HQCB PROPERTIES (HQ3) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2012

9. RESERVES

	Revaluation reserve £	Profit and loss account £	Total £
At 1 January 2012	100,000	(43,496,364)	(43,396,364)
Profit for the year	–	16,502	16,502
At 31 December 2012	<u>100,000</u>	<u>(43,479,862)</u>	<u>(43,379,862)</u>

10. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	31 December 2012 £	31 December 2011 £
Opening shareholders' funds	2,204,793	2,053,657
Profit for the year	16,502	51,136
Revaluation	–	100,000
Closing shareholders' funds	<u>2,221,295</u>	<u>2,204,793</u>

11. CONTINGENT LIABILITIES AND FINANCIAL COMMITMENTS

As at 31 December 2012 and 31 December 2011 the company had given fixed and floating charges over substantially all its assets to secure the commitments of certain other group undertakings

The company has annual commitments in respect of operating leases on land and buildings equal to 99.9% of its net rents receivable expiring after more than five years

12. ULTIMATE PARENT UNDERTAKING AND RELATED PARTY TRANSACTIONS

The company's immediate parent undertaking is HQCB Properties (HQ5(2)) Limited

As at 31 December 2012, 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.