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# **BLD Land Limited**

## **Annual Report and Accounts**

**Year ended 31 March 2011**

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**Company number 1543907**

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## **BLD Land Limited**

### **REPORT OF THE DIRECTORS for the year ended 31 March 2011**

The directors submit their report and financial statements for the year ended 31 March 2011

#### **Principal activities**

The company is a wholly owned subsidiary of The British Land Company PLC and operates as a constituent of The British Land Company PLC group of companies (the "group") The company's principal activity is property investment in the United Kingdom (UK)

#### **Business review**

As shown in the company's profit and loss account on page 5, the company's turnover has remained consistent with the prior year and profit before tax has increased 5.4% over the prior year

Dividends of £nil (2010: £nil) were paid in the year. Dividends paid are shown in note 11

The balance sheet on page 7 shows that the company's financial position at the year end is, in net asset terms, consistent with the prior year

The value of investment properties held as at 31 March 2011 decreased by 8.2%, due to revaluation movements during the year then ended as shown in note 5 to the company's balance sheet

The performance of the group, which includes the company, is discussed in the group's annual report which does not form part of this report

Details of significant events since the balance sheet date, if any, are contained in note 15

#### **Risk management**

This company is part of a large property investment group. As such, the fundamental underlying risks for this company are those of the property group as discussed below

The company generates returns to shareholders through long-term investment decisions requiring the evaluation of opportunities arising in the following areas

- demand for space from occupiers against available supply,
- identification and execution of investment and development strategies which are value enhancing,
- availability of financing or refinancing at an acceptable cost,
- economic cycles, including their impact on tenant covenant quality, interest rates, inflation and property values,
- legislative changes, including planning consents and taxation,
- engagement of development contractors with strong covenants,
- key staff changes, and
- environmental and health and safety policies

These opportunities also represent risks, the most significant being change to the value of the property portfolio. This risk has high visibility to senior executives and is considered and managed on a continuous basis. Executives use their knowledge and experience to knowingly accept a measured degree of market risk

The company's preference for prime assets and their secure long term contracted rental income, primarily with upward only rent review clauses, presents lower risks than many other property portfolios

The company has no third party debt. It therefore has no interest rate exposure

The directors consider the company to be a going concern and the accounts are prepared on this basis. Details of this are shown in note 1 of the financial statements

## **BLD Land Limited**

### **REPORT OF THE DIRECTORS for the year ended 31 March 2011**

#### **Environment**

Across the group, The British Land Company PLC recognises the importance of its environmental responsibilities, monitors its impact on the environment, and designs and implements policies to reduce any damage that might be caused by the group's activities. The company operates in accordance with group policies. The group's full corporate responsibility report is available online at [www.britishland.com/crReport2011](http://www.britishland.com/crReport2011)

#### **Directors**

The directors who served during the year were

S M Barzycki  
C M J Forshaw  
L M Bell  
P C Clarke (resigned 16 August 2010)  
G C Roberts (resigned 30 June 2011)  
T A Roberts  
N M Webb

#### **Directors' responsibilities statement**

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 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 judgments and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, 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 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.

#### **Payments policy**

In the absence of dispute, amounts due to trade and other suppliers are settled as expeditiously as possible within their terms of payment. Payments are administered on a consistent basis throughout the group by The British Land Company PLC whose suppliers' days outstanding at 31 March 2011 were 29 (2010: 34).

**BLD Land Limited**

**REPORT OF THE DIRECTORS  
for the year ended 31 March 2011**

**Disclosure of information to Auditor**

Each of the persons who is a director at the date of approval of this report confirms that

(a) so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and

(b) the director has taken all the steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the company's auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

**Auditor**

A resolution to reappoint Deloitte LLP as the company's auditor will be proposed at the Annual General Meeting

This report was approved by the Board on *17 November 2011*



**N Ekpo**  
Secretary

**BLD Land Limited**

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF  
BLD Land Limited  
for the year ended 31 March 2011**

We have audited the financial statements of BLD Land Limited for the year ended 31 March 2011 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Total Recognised Gains and Losses and the related notes 1 to 16. 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 Directors' Responsibilities Statement, 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 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 March 2011 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 matter 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.

*AJ, Swarbrick*

Andrew Swarbrick BA FCA (Senior Statutory Auditor)

For and on behalf of Deloitte LLP

Chartered Accountants and Statutory Auditor

Cambridge, UK

*1 December 2011*

**BLD Land Limited****PROFIT AND LOSS ACCOUNT  
for the year ended 31 March 2011**

	Note	2011 £	2010 £
<b>Turnover</b>			
Rental income		912,525	912,525
Fees and commissions		-	-
<b>Total turnover</b>		<u>912,525</u>	<u>912,525</u>
Cost of sales		(89,789)	(131,901)
<b>Gross profit</b>		<u>822,736</u>	<u>780,624</u>
Administrative expenses		-	-
<b>Operating profit</b>		<u>822,736</u>	<u>780,624</u>
Profit on disposal of properties		-	-
Profit on disposal of investments		-	-
Group transfer of investments		-	-
Write up (down) of investments in subsidiaries		-	-
Dividends receivable		-	-
<b>Profit on ordinary activities before interest</b>		<u>822,736</u>	<u>780,624</u>
Interest receivable			
Group		-	-
Associated companies		-	-
External - other		-	-
Interest payable			
Group		-	-
Associated companies		-	-
External - bank overdrafts and loans		-	-
- other loans		-	-
<b>Profit on ordinary activities before taxation</b>	2	<u>822,736</u>	<u>780,624</u>
Taxation	4	-	-
<b>Profit for the financial year</b>	11	<u><u>822,736</u></u>	<u><u>780,624</u></u>

Turnover and results are derived from continuing operations within the United Kingdom. The company has only one significant class of business, that of property investment in the United Kingdom.

**BLD Land Limited**

**STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES  
for the year ended 31 March 2011**

	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
Profit on ordinary activities after taxation	822,736	780,624
Unrealised surplus (deficit) on revaluation of investment properties	(820,237)	700,000
Taxation on realisation of prior year revaluations	-	-
<b>Total recognised gains and losses relating to the financial year</b>	<b><u>2,499</u></b>	<b><u>1,480,624</u></b>

**BLD Land Limited****BALANCE SHEET  
as at 31 March 2011**

	Note	2011 £	£	2010 £	£
<b>Fixed assets</b>					
Investment properties	5	9,200,000		10,000,000	
Investments	6	-		-	
		<u>9,200,000</u>		<u>10,000,000</u>	
<b>Current assets</b>					
Debtors - due within one year	7	45,775		44,366	
Cash and deposits		-		-	
		<u>45,775</u>		<u>44,366</u>	
<b>Creditors due within one year</b>	8	(1,385,919)		(2,187,009)	
<b>Net current liabilities</b>		(1,340,144)		(2,142,643)	
<b>Total assets less current liabilities</b>		<u>7,859,856</u>		<u>7,857,357</u>	
<b>Creditors due after one year</b>	9	-		-	
<b>Net assets</b>		<u>7,859,856</u>		<u>7,857,357</u>	
<b>Capital and reserves</b>					
Called up share capital	10	100		100	
Share premium	11	-		-	
Revaluation reserve	11	4,069,730		4,889,967	
Profit and loss account	11	3,790,026		2,967,290	
<b>Shareholders' funds</b>	11	<u>7,859,856</u>		<u>7,857,357</u>	

The financial statements of BLD Land Limited, company number 1543907, were approved by the Board of Directors on 17 November 2011 and signed on its behalf by

  
C Forshaw  
Director



## **BLD Land Limited**

### **Notes to the accounts for the year ended 31 March 2011**

#### **1 Accounting policies**

The principal accounting policies adopted by the directors are summarised below. They have been applied consistently throughout the current and previous year.

These financial statements are designed to cover a wide variety of companies and circumstances. As a result some notes or some entries in the primary statements or the notes may not be relevant for this company and so may be left blank intentionally.

#### **Accounting basis**

The financial statements are prepared in accordance with applicable United Kingdom law and Accounting Standards and under the historical cost convention as modified by the revaluation of investment properties and other fixed asset investments.

Where the company has subsidiaries, it has taken advantage of the exemption from preparing consolidated financial statements afforded by Section 400 of the Companies Act 2006 because it is a wholly owned subsidiary of another company. Group financial statements, which include the company, for The British Land Company PLC are publicly available (see note 16).

#### **Basis of preparation**

Having reviewed the company's forecast working capital and cash flow requirements, in addition to making enquiries and examining areas which could give risk to financial exposure, the directors have a reasonable expectation that the company has adequate resources to continue its operations for the foreseeable future. As a result they continue to adopt the going concern basis in preparing the accounts.

#### **Cash flow statement**

The company is exempt under FRS 1 (Revised) from preparing a cash flow statement.

#### **Properties**

Properties are externally valued on an open market basis at the balance sheet date. Investment and development properties are recorded at valuation. Any surplus or deficit arising is transferred to revaluation reserve, unless a deficit is expected to be permanent, in which case it is charged to the profit and loss account. Disposals are recognised on completion. Profit on disposal is determined as the difference between sales proceeds and the carrying amount of the asset at the commencement of the accounting period plus additions in the period.

In accordance with Statement of Standard Accounting Practice 19, no depreciation is provided in respect of investment property. The directors consider that this accounting policy, which represents a departure from the statutory accounting rules, is necessary to provide a true and fair view. The financial effect of the departure from these rules cannot reasonably be quantified as depreciation is only one of the many factors reflected in the annual valuation and the amount which might otherwise have been shown cannot be separately identified or quantified. Where properties held for investment are appropriated to trading stock, they are transferred at market value.

A property ceases to be treated as a development on practical completion.

In determining whether leases and related properties represent operating or finance leases, consideration is given to whether the tenant or landlord bears the risks and rewards of ownership.

## **BLD Land Limited**

### **Notes to the accounts for the year ended 31 March 2011**

#### **1 Accounting policies (continued)**

##### **Investments**

Fixed asset investments are stated at the lower of cost and the underlying net asset value of the investments

##### **Taxation**

Current tax is based on taxable profit for the year and is calculated using tax rates that have been enacted or substantively enacted. Taxable profit differs from net profit as reported in the profit and loss account because it excludes items of income or expense that are not taxable (or tax deductible). In particular the group (including this company) became a REIT on 1 January 2007 and income and gains on qualifying assets are now exempt from 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 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. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements. 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.

##### **Net rental income**

Rental income is recognised on an accruals basis. A rent adjustment based on open market estimated rental value is recognised from the rent review date in relation to unsettled rent reviews. Where a rent free period is included in a lease, the rental income foregone is allocated evenly over the period from the date of lease commencement to the next rent review date. Rental income from fixed and minimum guaranteed rent reviews is recognised on a straight-line basis over the shorter of the entire lease term or the period to the first break option. Where such rental income is recognised ahead of the related cash flow, an adjustment is made to ensure the carrying value of the related property including the accrued rent does not exceed the external valuation.

Initial direct costs incurred in negotiating and arranging a new lease are amortised on a straight-line basis over the period from the date of lease commencement to the next rent review date.

Where a lease incentive payment, including surrender premiums paid, does not enhance the value of a property, it is amortised on a straight-line basis over the period from the date of lease commencement to the next rent review date. Upon receipt of a surrender premium for the early determination of a lease, the profit, net of dilapidations and non-recoverable outgoings relating to the lease concerned is immediately reflected in income.

**BLD Land Limited**

**Notes to the accounts  
for the year ended 31 March 2011**

**2 Profit on ordinary activities before taxation**

**Auditor's remuneration**

A notional charge of £1,200 (2010 £1,200) per company is deemed payable to Deloitte LLP in respect of the audit of the financial statements. Actual amounts payable to Deloitte LLP are paid at group level by The British Land Company PLC

No non-audit fees (2010 £nil) were paid to Deloitte LLP

**3 Staff costs**

No director received any remuneration for services to the company in either year

Average number of employees, excluding directors, of the company during the year was nil (2010 - nil)

<b>4 Taxation</b>	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
<b>Current tax</b>		
UK corporation tax	-	-
Adjustments in respect of prior years	-	-
<b>Total current taxation charge (credit)</b>	<u>-</u>	<u>-</u>
<b>Deferred tax</b>		
Origination and reversal of timing differences	-	-
Prior year items		
<b>Total deferred tax charge (credit)</b>	<u>-</u>	<u>-</u>
<b>Total taxation charge (credit)</b>	<u>-</u>	<u>-</u>
<b>Tax reconciliation</b>		
Profit on ordinary activities before taxation	<u>822,736</u>	<u>780,624</u>
Tax on profit on ordinary activities at UK corporation tax rate of 28% (2010 28%)	230,366	218,575
Effects of		
REIT conversion charge	-	-
REIT exempt income and gains	(229,299)	(217,241)
Capital allowances	(1,067)	(1,334)
Tax losses and other timing differences	-	-
(Income not taxable) expenses not deductible for tax purposes	-	-
Transfer pricing adjustments	-	-
Group relief (claimed) surrendered for nil consideration	-	-
Adjustments in respect of prior years	-	-
<b>Current tax charge (credit)</b>	<u>-</u>	<u>-</u>

Included in the tax charge is a net charge of £nil (2010 £nil) attributable to property sales

On 23 March 2011 the Government announced that the main rate of corporation tax would reduce to 26% with effect from 1 April 2011. This tax rate reduction was substantively enacted at the balance sheet date and therefore deferred tax balances have been calculated using a rate of 26%. The Government also announced subsequent 1% reductions per annum to reach 23% with effect from 1 April 2014. These tax rate reductions had not been substantively enacted at the balance sheet date and therefore have not been reflected in the financial statements. The effect of these tax rate reductions on the deferred tax balance will be accounted for in the period in which the tax rate reductions are substantively enacted.

**BLD Land Limited****Notes to the accounts  
for the year ended 31 March 2011****5 Investment properties**

	Development £	Freehold £	Long leasehold £	Short leasehold £	Total £
<b>At valuation</b>					
1 April 2010	-	-	10,000,000	-	10,000,000
Additions	-	-	20,237	-	20,237
Disposals	-	-	-	-	-
Revaluation surplus (deficit)	-	-	(820,237)	-	(820,237)
<b>31 March 2011</b>	<b>-</b>	<b>-</b>	<b>9,200,000</b>	<b>-</b>	<b>9,200,000</b>
<b>Analysis of cost and valuation</b>					
<b>31 March 2011</b>					
Cost	-	-	5,130,270	-	5,130,270
Revaluation	-	-	4,069,730	-	4,069,730
Net book value	-	-	9,200,000	-	9,200,000
<b>1 April 2010</b>					
Cost	-	-	5,110,033	-	5,110,033
Revaluation	-	-	4,889,967	-	4,889,967
Net book value	-	-	10,000,000	-	10,000,000

Properties were valued as at 31 March 2011 by Knight Frank LLP on the basis of Market Value, in accordance with the Appraisal and Valuation Standards, sixth edition, published by The Royal Institution of Chartered Surveyors

Properties valued at £9,200,000 (2010 £10,000,000) were charged to secure borrowings of the ultimate holding company

**BLD Land Limited**

**Notes to the accounts  
for the year ended 31 March 2011**

**6. Investments**

	Shares in subsidiaries £	Other investments £	Total £
At cost or underlying net asset value of investment			
1 April 2010	-	-	-
Additions	-	-	-
Disposals	-	-	-
Provision written-back (written-down)	-	-	-
<b>31 March 2011</b>	<b>-</b>	<b>-</b>	<b>-</b>
Provision for underlying net asset change			
1 April 2010	-	-	-
Provision written-back (written-down)	-	-	-
Disposals	-	-	-
<b>31 March 2011</b>	<b>-</b>	<b>-</b>	<b>-</b>
At cost			
<b>31 March 2011</b>	<b>-</b>	<b>-</b>	<b>-</b>
1 April 2010	-	-	-

**BLD Land Limited**

**Notes to the accounts  
for the year ended 31 March 2011**

<b>7 Debtors</b>	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
<b>Current debtors (receivable within one year)</b>		
Trade debtors	7,645	6,236
Amounts owed by group companies - current accounts	-	-
Amounts owed by associated companies - current accounts	-	-
Corporation tax	18,729	18,729
Other debtors	-	-
Prepayments and accrued income	19,401	19,401
	<u>45,775</u>	<u>44,366</u>

Included in prepayments and accrued income is an amount of £nil (2010 £nil), relating to lease incentives, and an amount of £nil (2010 £nil) relating to a fixed and guaranteed rent review debtor, which are amortised over the period to the next rent review which may be due after more than one year

<b>8 Creditors due within one year</b>	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
Trade creditors	-	-
Amounts owed to group companies - current accounts	1,134,136	1,940,391
Amounts owed to associated companies - current accounts	-	-
Corporation tax	-	-
Other taxation and social security	41,321	36,156
Other creditors	-	-
Accruals and deferred income	210,462	210,462
	<u>1,385,919</u>	<u>2,187,009</u>

Amounts owed to fellow group companies are repayable on demand. There is no interest charged on these balances.

**BLD Land Limited**

**Notes to the accounts  
for the year ended 31 March 2011**

**9 Creditors due after one year (including borrowings)**

	2011	2010
	£	£
Debentures and loans		
due 1 to 2 years	-	-
due 2 to 5 years	-	-
due after 5 years	-	-
	<u>-</u>	<u>-</u>

**10 Share capital**

	2011	2010
	£	£
Issued share capital - allotted, called up and fully paid		
Ordinary Shares of £1 00 each		
Balance as at 1 April and as at 31 March 100 shares	<u>100</u>	<u>100</u>

**BLD Land Limited****Notes to the accounts  
for the year ended 31 March 2011****11 Reconciliation of movements in shareholders' funds and reserves**

	Share capital £	Share premium £	Revaluation reserve £	Hedging & translation reserve £	Profit and loss account £	Total £
Opening shareholders' funds	100	-	4,889,967	-	2,967,290	7,857,357
Profit for the financial year	-	-	-	-	822,736	822,736
Dividends	-	-	-	-	-	-
Share issues in the year	-	-	-	-	-	-
Unrealised surplus (deficit) on revaluation of investment properties	-	-	(820,237)	-	-	(820,237)
Realisation of prior year revaluations	-	-	-	-	-	-
Closing shareholders' funds	<u>100</u>	<u>-</u>	<u>4,069,730</u>	<u>-</u>	<u>3,790,026</u>	<u>7,859,856</u>



**BLD Land Limited**

**Notes to the accounts  
for the year ended 31 March 2011**

**12 Capital commitments**

The company had capital commitments contracted as at 31 March 2011 of £nil (2010 £nil)

**13 Contingent liabilities**

The company is jointly and severally liable with the ultimate holding company and fellow subsidiaries for all monies falling due under the group VAT registration

**14 Related parties**

The company has taken advantage of the exemption granted to wholly owned subsidiaries not to disclose transactions with group companies under the provisions of Financial Reporting Standard 8

**15 Subsequent events**

There have been no significant events since the year end

**16 Immediate parent and ultimate holding company**

The immediate parent company is BLD Property Holdings Limited

BLD Property Holdings is the smallest group for which group accounts are available and which include the company. The British Land Company PLC is the largest group for which group accounts are available and which include the company. The ultimate holding company and controlling party is The British Land Company PLC. Group accounts for this company are available on request from British Land, York House, 45 Seymour Street, London, W1H 7LX.