

**CWC SPVB LIMITED**  
**Registered Number: 3123060**

**DIRECTORS' REPORT AND FINANCIAL STATEMENTS**  
**FOR THE YEAR FROM 1 JANUARY 2005 TO 31 DECEMBER 2005**



**CWC SPVB LIMITED**  
**FINANCIAL STATEMENTS**

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# **CWC SPVB LIMITED**

## **THE DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2005**

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The directors present their report with the audited financial statements for the year ended 31 December 2005.

### **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 property investment, although it held no investment properties during the year.

On 16 March 2005, the company sold a leasehold interest in 10 Cabot Square for a consideration of £1,000, giving rise to an exceptional profit on disposal of £1,000.

### **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 31 December 2005 is set out on page 6. No dividends have been paid or proposed (2004: £200,000) and the retained profit of £57,759 (2004: loss of £96,960) has been transferred to reserves.

### **DIRECTORS**

The directors of the company throughout the year ended 31 December 2005 were:

A P Anderson II  
G Iacobescu  
R Lyons

The group has in place liability insurance covering the directors and other officers of group companies.

### **DIRECTORS' INTERESTS**

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

Other than the above, no director had any beneficial interest in the shares of the company, its parent undertakings or other group undertakings at 31 December 2005 or at any time throughout the year then ended.

# **CWC SPVB LIMITED**

## **THE DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2005**

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### **FINANCIAL INSTRUMENTS**

The company is exposed to financial risk through its financial assets and liabilities. The key financial risk is that the proceeds from financial assets are not sufficient to fund the obligations arising from liabilities as they fall due. The most important components of financial risk are interest rate risk, currency risk, credit risk, liquidity risk, cash flow risk and price risk. Due to the nature of the company's business and the assets and liabilities contained within the company's balance sheet the only financial risks the directors consider relevant are credit risk and liquidity risk. These risks are mitigated by the nature of the debtor balances owed, with these due from other group companies who are able to repay these if required.

### **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

15 August 2006

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

## **CWC SPVB 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.

## **CWC SPVB LIMITED**

### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CWC SPVB LIMITED**

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We have audited the financial statements of CWC SPVb Limited for the year ended 31 December 2005 which comprise the Profit and Loss Account, Balance Sheet and the related notes 1 to 14. 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**

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view in accordance with the relevant financial reporting framework 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 other transactions is not disclosed.

We read the directors' report and the other information contained in the annual report for the above year as described in the contents section and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

#### **Basis of audit opinion**

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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.

## **CWC SPVB LIMITED**

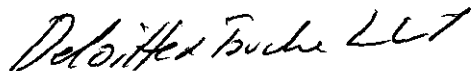
### **INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CWC SPVB LIMITED**

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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.

#### **Opinion**

In our opinion the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the company's affairs as at 31 December 2005 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

15 August 2006

**CWC SPVB LIMITED****PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2005**

|  |             | Year ended<br>31 December<br>2005<br>£ | Six months<br>ended<br>31 December<br>2004<br>£ |
|--|-------------|--|---|
|  | <b>Note</b> |  |   |
| <b>TURNOVER</b>  |             | 14,488                                 | 18,311  |
| Cost of sales  |             | (14,488)                               | (18,311)  |
| <b>GROSS PROFIT</b>  |             | —                                      | —   |
| <b>OPERATING PROFIT</b>  | <b>2</b>    | —                                      | —   |
| Exceptional item:  |             |  |   |
| Profit on sale of fixed asset  | <b>3</b>    | 1,000                                  | —   |
| Interest receivable and similar income                                       | <b>4</b>    | 11,322,821                             | 5,901,975                                       |
| Interest payable and similar charges   | <b>5</b>    | (11,266,062)                           | (5,798,935)                                     |
| <b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>                         |             | 57,759                                 | 103,040   |
| Tax on profit on ordinary activities   | <b>6</b>    | —                                      | —   |
| <b>PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION</b>                          |             | 57,759                                 | 103,040   |
| Dividends  | <b>7</b>    | —                                      | (200,000)                                       |
| <b>RETAINED PROFIT/(LOSS) FOR THE FINANCIAL YEAR TRANSFERRED TO RESERVES</b> | <b>12</b>   | 57,759                                 | (96,960)  |

Movements in reserves are shown in Note 12 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 31 December 2005 or the period ended 31 December 2004 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.

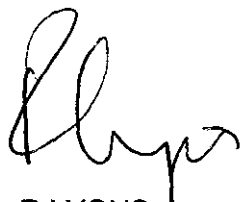


**CWC SPVB LIMITED****BALANCE SHEET AS AT 31 DECEMBER 2005**

|  | Note | 31 December<br>2005<br>£ | 31 December<br>2004<br>£ |
|--|------|--------------------------|--------------------------|
| <b>CURRENT ASSETS</b>  |      |                          |                          |
| Debtors  | 8    |                          |                          |
| Amounts falling due after one year                             |      | 141,068,415              | 141,051,875              |
| Amounts falling due within one year                            |      | 105,883,792              | 101,162,249              |
|  |      | <u>246,952,207</u>       | <u>242,214,124</u>       |
| <b>CREDITORS: Amounts falling due within one year</b>          | 9    | <u>(105,739,915)</u>     | <u>(101,076,130)</u>     |
| <b>NET CURRENT ASSETS</b>                                      |      | <u>141,212,292</u>       | <u>141,137,994</u>       |
| <b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>                   |      | <u>141,212,292</u>       | <u>141,137,994</u>       |
| <b>CREDITORS: Amounts falling due after more than one year</b> | 10   | <u>(141,068,405)</u>     | <u>(141,051,866)</u>     |
| <b>NET ASSETS</b>  |      | <u>143,887</u>           | <u>86,128</u>            |
| <b>CAPITAL AND RESERVES</b>                                    |      |                          |                          |
| Called-up equity share capital                                 | 11   | 1                        | 1                        |
| Profit and loss account  | 12   | 143,886                  | 86,127                   |
| <b>SHAREHOLDERS' FUNDS - EQUITY</b>                            | 13   | <u>143,887</u>           | <u>86,128</u>            |

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

APPROVED BY THE BOARD ON 15 AUGUST 2006 AND SIGNED ON ITS BEHALF BY:



R LYONS  
DIRECTOR

# CWC SPVB LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2005

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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 period, is set out below.

#### Accounting convention

The financial statements have been prepared under the historical cost convention, and in accordance with applicable United Kingdom law and 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, 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.

#### Turnover

Turnover, representing rents receivable, is recognised net of VAT in the period in which the rents become due.

### 2. OPERATING PROFIT

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

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

Auditors' remuneration for the year and the prior period have been borne by another group undertaking.

### 3. EXCEPTIONAL ITEM

On 16 March 2005, the company sold a leasehold interest in 10 Cabot Square for a consideration of £1,000. At 31 December 2004, the property interest had a carrying value of £nil. The profit on disposal of £1,000 has been taken to the profit and loss account and treated as an exceptional item. This did not give rise to deferred tax.

### 4. INTEREST RECEIVABLE AND SIMILAR INCOME

|   | Year ended<br>31 December<br>2005<br>£ | Six months<br>ended<br>31 December<br>2004<br>£ |
|---|--|---|
| Interest receivable from group undertakings | <u>11,322,821</u>                      | <u>5,901,975</u>                                |

# CWC SPVB LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2005

### 5. INTEREST PAYABLE AND SIMILAR CHARGES

|  | Year ended<br>31 December<br>2005<br>£ | Six months<br>ended<br>31 December<br>2004<br>£ |
|--|--|---|
| Interest payable to group undertakings | 11,266,062                             | 5,798,935                                       |

### 6. TAXATION

|   | Year ended<br>31 December<br>2005<br>£ | Six months<br>ended<br>31 December<br>2004<br>£ |
|---|--|---|
| Current tax:  |  |   |
| UK Corporation tax (see below)  | —                                      | —   |
| Tax reconciliation:   |  |   |
| Profit on ordinary activities before tax                                  | 57,759                                 | 103,040   |
| Tax on profit on ordinary activities at UK corporation<br>tax rate of 30% | 17,328                                 | 30,912  |
| Effects of:   |  |   |
| Items not chargeable to tax   | (300)                                  | —   |
| Tax losses and other timing differences                                   | (17,028)                               | (30,912)  |
| Current tax charge for the year   | —                                      | —   |

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.

### 7. DIVIDENDS

|  | Year ended<br>31 December<br>2005<br>£ | Six months<br>ended<br>31 December<br>2004<br>£ |
|--|--|---|
| Dividends paid during the prior period (£200,000 per<br>share) | —                                      | 200,000   |

# CWC SPVB LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2005

### 8. DEBTORS

|  | 31 December<br>2005<br>£ | 31 December<br>2004<br>£ |
|--|--------------------------|--------------------------|
| Due within one year:                         |                          |                          |
| Loan to parent undertaking                   | 51,990,041               | 49,633,385               |
| Loan to fellow subsidiary undertaking        | 52,350,070               | 50,005,609               |
| Amount owed by fellow subsidiary undertaking | 1,543,681                | 1,523,255                |
|  | <u>105,883,792</u>       | <u>101,162,249</u>       |
| Due in more than one year:                   |                          |                          |
| Loans to fellow subsidiary undertakings      | <u>141,068,415</u>       | <u>141,051,875</u>       |

Loans to parent and fellow subsidiary undertakings due within one year bear interest at rates linked to LIBOR and are repayable on demand.

The loans to fellow subsidiary undertakings due after more than one year, bear interest at rates linked to LIBOR and are repayable on 1 November 2007.

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

|  | 31 December<br>2005<br>£ | 31 December<br>2004<br>£ |
|--|--------------------------|--------------------------|
| Loans from fellow subsidiary undertakings    | 104,676,616              | 99,832,552               |
| Amount owed to parent undertaking            | 976,695                  | 1,158,384                |
| Amount owed to fellow subsidiary undertaking | 86,604                   | 85,194                   |
|  | <u>105,739,915</u>       | <u>101,076,130</u>       |

The loans from fellow subsidiary undertakings bear interest at a rate linked to LIBOR and are repayable on demand.

### 10. CREDITORS: Amounts falling due after more than one year

|   | 31 December<br>2005<br>£ | 31 December<br>2004<br>£ |
|---|--------------------------|--------------------------|
| Loan from fellow subsidiary undertaking | <u>141,068,405</u>       | <u>141,051,866</u>       |

The loan from a fellow subsidiary undertaking bears interest at a rate linked to LIBOR and is repayable on 1 November 2007.

# CWC SPVB LIMITED

## NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2005

### 11. CALLED-UP SHARE CAPITAL

#### Authorised share capital:

|                                | 31 December<br>2005 | 31 December<br>2004 |
|--------------------------------|---------------------|---------------------|
|                                | £                   | £                   |
| 100 Ordinary shares of £1 each | 100                 | 100                 |

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

|                              | 31 December<br>2005 | 31 December<br>2004 |
|------------------------------|---------------------|---------------------|
|                              | £                   | £                   |
| 1 Ordinary shares of £1 each | 1                   | 1                   |

### 12. RESERVES

|                     | Profit and loss<br>account |
|---------------------|----------------------------|
|                     | £                          |
| At 1 January 2005   | 86,127                     |
| Profit for the year | 57,759                     |
| At 31 December 2005 | 143,886                    |

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

|  | £       |
|--|---------|
| Shareholders' funds as at 1 January 2005   | 86,128  |
| Retained profit for the year               | 57,759  |
| Shareholders' funds as at 31 December 2005 | 143,887 |

### 14. 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 2005, 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.