

**CANARY WHARF CONTRACTORS (DS2) LIMITED**  
**Registered Number: 3605337**

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



# CANARY WHARF CONTRACTORS (DS2) LIMITED

## FINANCIAL STATEMENTS

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# **CANARY WHARF CONTRACTORS (DS2) LIMITED**

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

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

### **ULTIMATE PARENT UNDERTAKING**

The company's immediate parent undertaking is Canary Wharf (DS2) Limited, a company registered in England and Wales. On 21 May 2004, Songbird Acquisition Limited declared its offer for Canary Wharf Group plc ('CWG'), the company's previous ultimate parent undertaking, wholly unconditional. As a result of this announcement, Songbird Estates plc is now the ultimate parent company.

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

The principal activity of the company is building contracting. The company is currently engaged in the design and construction of a building in the second phase of the Canary Wharf project in London's Docklands.

### **FUTURE DEVELOPMENTS**

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

### **DIVIDENDS AND RESERVES**

The profit and loss account for the year ended 30 June 2004 is set out on page 6. The directors recommend the payment of an interim dividend of £5,000,000 (2003 :£13,700,000) and the retained profit of £21,577 is to be transferred to reserves.

### **DIRECTORS**

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

A P Anderson II  
G Iacobescu  
R Lyons

### **DIRECTORS' INTERESTS**

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

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

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

# **CANARY WHARF CONTRACTORS (DS2) LIMITED**

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

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### **POLICY ON THE PAYMENT OF CREDITORS**

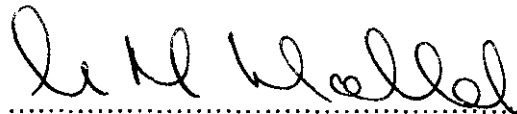
In respect of the company's suppliers it is the company's policy to settle the terms of payment with those suppliers when agreeing the terms of each transaction, ensure that those suppliers are made aware of the terms of payment and abide by the terms of payment.

The number of days of purchases outstanding at 30 June 2004 was 1 (2003 - 3).

### **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**



.....  
A M Holland

Joint Secretary

21 December 2004

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

## **CANARY WHARF CONTRACTORS (DS2) 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.

# **CANARY WHARF CONTRACTORS (DS2) LIMITED**

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

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We have audited the financial statements of Canary Wharf Contractors (DS2) Limited for the year ended 30 June 2004 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 might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

### **Respective responsibilities of directors and auditors**

As described in the statement of directors' responsibilities, the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements.

### **Basis of audit opinion**

We conducted our audit in accordance with United Kingdom auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements and of whether the accounting policies are appropriate to the circumstances of the company, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion, we also evaluated the overall adequacy of the presentation of information in the financial statements.

# CANARY WHARF CONTRACTORS (DS2) LIMITED

## INDEPENDENT AUDITORS' REPORT TO THE SHAREHOLDERS

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### Opinion

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



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

21 December 2004

# CANARY WHARF CONTRACTORS (DS2) LIMITED

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

	Note	Year Ended 30 June 2004 £	Year Ended 30 June 2003 £
<b>TURNOVER</b>		5,265,820	12,138,589
Cost of sales		(5,213,683)	(12,018,405)
<b>GROSS PROFIT</b>		52,137	120,184
Administrative expenses		(1,600)	(1,600)
<b>OPERATING PROFIT</b>	<b>2</b>	50,537	118,584
Interest receivable and similar income	<b>3</b>	5,735,304	6,087,462
Interest payable and similar charges	<b>4</b>	(754,661)	(257,957)
<b>PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION</b>		5,031,180	5,948,089
Tax on profit on ordinary activities	<b>5</b>	(9,603)	(735)
<b>PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION</b>		5,021,577	5,947,354
Dividends	<b>6</b>	(5,000,000)	(13,700,000)
<b>RETAINED PROFIT/(LOSS) FOR THE FINANCIAL YEAR TRANSFERRED TO RESERVES</b>	<b>11</b>	21,577	(7,752,646)

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 year ended 30 June 2004 or the period ended 30 June 2003 other than those included in the profit and loss account.

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



# CANARY WHARF CONTRACTORS (DS2) LIMITED

## BALANCE SHEET AS AT 30 JUNE 2004

	Note	30 June 2004 £	30 June 2003 £
<b>CURRENT ASSETS</b>			
Debtors	7	160,710,191	162,835,318
Cash in hand		41,607	212,151
		<u>160,751,798</u>	<u>163,047,469</u>
<b>CREDITORS: Amounts falling due within one year</b>	8	<u>(160,638,731)</u>	<u>(162,955,979)</u>
<b>NET CURRENT ASSETS</b>		<u>113,067</u>	<u>91,490</u>
<b>TOTAL ASSETS LESS CURRENT LIABILITIES</b>		<u>113,067</u>	<u>91,490</u>
<b>NET ASSETS</b>		<u>113,067</u>	<u>91,490</u>
<b>CAPITAL AND RESERVES</b>			
Called-up equity share capital	10	1	1
Profit and loss account	11	<u>113,066</u>	<u>91,489</u>
<b>SHAREHOLDERS' FUNDS - EQUITY</b>	12	<u>113,067</u>	<u>91,490</u>

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

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



R LYONS  
DIRECTOR

# CANARY WHARF CONTRACTORS (DS2) LIMITED

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

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### 1. PRINCIPAL ACCOUNTING POLICIES

A summary of the principal accounting policies of the company, all of which have been applied consistently throughout the year and the preceding year, is set out below.

#### **Accounting convention**

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

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

#### **Interest receivable and interest payable**

Interest receivable and payable are recognised in the period in which they fall due.

#### **Turnover**

Turnover represents amounts charged, net of VAT, in respect of the provision of building services.

#### **Deferred taxation**

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 3.3% to 3.5% 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.

# CANARY WHARF CONTRACTORS (DS2) LIMITED

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

### 2. OPERATING PROFIT

Operating profit is stated after charging:

	Year Ended 30 June 2004 £	Year Ended 30 June 2003 £
Remuneration of the auditors:		
Audit fees	1,600	1,600

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

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

### 3. INTEREST RECEIVABLE AND SIMILAR INCOME

	Year Ended 30 June 2004 £	Year Ended 30 June 2003 £
Bank interest receivable	9,626	13,279
Interest receivable from group undertakings	5,725,678	6,074,183
	<u>5,735,304</u>	<u>6,087,462</u>

### 4. INTEREST PAYABLE AND SIMILAR CHARGES

	Year Ended 30 June 2004 £	Year Ended 30 June 2003 £
Bank loans and overdrafts	237	94
Interest payable to group undertakings	754,424	257,863
	<u>754,661</u>	<u>257,957</u>

### 5. TAXATION

	Year Ended 30 June 2004 £	Year Ended 30 June 2003 £
Current tax:		
UK Corporation tax (see below)	—	—
Deferred tax:		
Net effect of discount	9,603	735
Total tax on profit on ordinary activities	<u>9,603</u>	<u>735</u>

# CANARY WHARF CONTRACTORS (DS2) LIMITED

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

### 5. TAXATION

Tax reconciliation:		
Profit on ordinary activities before tax	<u>5,031,180</u>	<u>5,948,089</u>
Tax on profit on ordinary activities at UK corporation tax rate of 30%	1,509,354	1,784,426
Effects of:		
Tax losses and other timing differences	<u>(1,509,354)</u>	<u>(1,784,426)</u>
Current tax charge for the year	<u>—</u>	<u>—</u>

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.

### 6. DIVIDENDS

	30 June 2004 £	30 June 2003 £
Interim dividend (£5,000,000 per share) (2003 - £13,700,000 per share)	<u>5,000,000</u>	<u>13,700,000</u>

### 7. DEBTORS

	30 June 2004 £	30 June 2003 £
Trade debtors	—	401,065
Loan to fellow subsidiary undertaking	151,226,084	155,700,406
Amounts owed by fellow subsidiary undertakings	8,536,377	6,267,111
Other debtors	910,361	419,970
Deferred tax	37,122	46,725
Prepayments and accrued income	247	41
	<u>160,710,191</u>	<u>162,835,318</u>

The deferred tax debtor relates to the present value of accelerated capital allowances of £43,897 (2003: £58,529), stated net of a discount of £6,775 (2003: £11,804).

The loan to a fellow subsidiary undertaking bears interest at a rate linked to LIBOR and is repayable on demand.

# CANARY WHARF CONTRACTORS (DS2) LIMITED

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

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

	30 June 2004 £	30 June 2003 £
Payments received on account (note 9)	126,171,673	131,437,493
Trade creditors	1,753,172	4,559,024
Loan from fellow subsidiary undertaking	27,712,287	13,257,863
Amount owed to parent undertaking	4,999,999	13,699,999
Accruals and Deferred income	1,600	1,600
	<u>160,638,731</u>	<u>162,955,979</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.

### 9. PAYMENTS ON ACCOUNT

	30 June 2004 £	30 June 2003 £
Received	348,652,395	348,652,395
Allocated to Turnover	(222,480,722)	(217,214,902)
	<u>126,171,673</u>	<u>131,437,493</u>

The company has entered into an agreement with a fellow subsidiary whereby it will design and construct a building and the associated infrastructure at Canary Wharf in return for a fee which will accrue over the life of the project. The company received £348.65 million on account, equal to the estimated sums due including the fee. The fee is allocated against the initial payment as it becomes due.

### 10. CALLED-UP SHARE CAPITAL

#### Authorised share capital:

	30 June 2004 £	30 June 2003 £
500,000,000 Ordinary shares of £1 each	<u>500,000,000</u>	<u>500,000,000</u>

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

	30 June 2004 £	30 June 2003 £
1 Ordinary shares of £1 each	<u>1</u>	<u>1</u>

# CANARY WHARF CONTRACTORS (DS2) LIMITED

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

### 11. RESERVES

	Profit and loss account £
At 1 July 2003	91,489
Profit for the financial year	5,021,577
Dividends	(5,000,000)
At 30 June 2004	<u>113,066</u>

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

	£
Shareholders funds as at 1 July 2003	91,490
Profit for the financial year	21,577
Shareholders' funds as at 30 June 2004	<u>113,067</u>

### 13. CAPITAL COMMITMENTS

As at 30 June 2004 the company had given fixed and floating charges over substantially all its assets to secure the commitments of certain other group undertakings.

### 14. RELATED PARTIES

The company's immediate parent undertaking is Canary Wharf (DS2) Limited, a company registered in England and Wales. On 21 May 2004, Songbird Acquisition Limited declared its offer for Canary Wharf Group plc, the company's previous ultimate parent undertaking, wholly unconditional. As a result of this announcement, Songbird Estates plc is now the ultimate parent company and will have its first financial statements drawn up to the period ending 31 December 2004.

As at 30 June 2004, Canary Wharf Group plc was the parent undertaking of the largest and smallest group of which the company is a member and for which group financial statements are drawn up. Copies of the financial statements of Canary Wharf Group plc may be obtained from the Company Secretary, 30th Floor, One Canada Square, Canary Wharf, London E14 5AB.

The directors have taken advantage of the exemption in paragraph 3(c) of FRS8 allowing the company not to disclose related party transactions with respect to other group companies.