## **Annual Report and Accounts**

Year ended 31 March 2013



Company number. 3707215

## REPORT OF THE DIRECTORS for the year ended 31 March 2013

The directors submit their report and financial statements for the year ended 31 March 2013

## Principal activities

The company is a wholly owned subsidiary of Bluebutton (5 Broadgate) UK Limited and operates as a constituent of the Bluebutton Properties Limited group of companies ("the group") Bluebutton Properties Limited operates as a joint venture between The British Land Company PLC and BRE/Brick Limited During the prior year the company ceased to trade and the company's property was transferred to another group company

### **Business review**

As shown in the company's profit and loss account on page 5, the company's turnover is £nil compared to a turnover of £nil in the prior year and loss before tax is £902 compared to a profit before tax of £14,939,239 in the prior year

Dividends of £nil (2012 £105,325,478) 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 net liabilities of £707 compared to net assets of £100, at the prior year

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

At the year end the company has no third party debt. It therefore has no interest rate exposure going forward

## REPORT OF THE DIRECTORS for the year ended 31 March 2013

### **Environment**

The company 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 company's activities. The company operates in accordance with best practice policies and initiatives designed to minimise the company's impact on the environment include safe disposal of manufacturing waste, recycling and reducing energy consumption.

### **Directors**

T A Roberts

The directors who served during the year were

A Agarwal (alternate A Khera)
S M Barzyckı
S G Carter
J Lock (alternate M J Pegler)
F Mawji-Karım (alternate P Bingel)

### 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.

## REPORT OF THE DIRECTORS for the year ended 31 March 2013

### 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**

Deloitte LLP have indicated their willingness to continue in office and will be re-appointed at the end of the "next period for appointing auditor" as defined by s485(2) of the Companies Act 2006

This report was approved by the Board on 20th December 2013

N Ekpo Secretary

## INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF 6 Broadgate 2010 Limited for the year ended 31 March 2013

We have audited the financial statements of 6 Broadgate 2010 Limited for the year ended 31 March 2013 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Total Recognised Gains and Losses and the related notes 1 to 17 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 2013 and of its loss 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

Andrew Swarbrick BA EC

Andrew Swarbrick BA FCA (Senior Statutory Auditor)
For and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Cambridge, UK

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# PROFIT AND LOSS ACCOUNT for the year ended 31 March 2013

	Note	2013 £	2012 £
Turnover Rental income Fees and commissions		:	-
Total turnover		-	
Cost of sales		(902)	255,333
Gross (loss) profit		(902)	255,333
Administrative expenses		-	-
Write up of investments in subsidiaries		-	-
Operating (loss) profit		(902)	255,333
Profit on disposal of properties		-	14,683,906
Profit on disposal of investments		-	-
Group transfer of investments		-	-
Dividends receivable		-	-
(Loss) profit on ordinary activities before interest		(902)	14,939,239
Interest receivable Group Associated companies External - other		- - -	- - -
Interest payable Group Associated companies External - bank overdrafts and loans - other loans		-	-
(Loss) profit on ordinary activities before taxation	2	(902)	14,939,239
Taxation	4	95	-
(Loss) profit for the financial year	11	(807)	14,939,239

Due to the transfer of the company's property to Bluebutton (5 Broadgate) UK Limited in the prior year, the above operations are discontinued

# STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES for the year ended 31 March 2013

	2013 £	2012 £
(Loss) profit on ordinary activities after taxation	(807)	14,939,239
Unrealised surplus (deficit) on revaluation of investment properties	-	-
Total recognised gains and losses relating to the financial year	(807)	14,939,239

# BALANCE SHEET as at 31 March 2013

	Note	20	13	2012	2
		£	£	£	£
Fixed assets					
Investment properties	5		-		-
Investments	6		-		2,795
		•	-	_	2,795
Current assets					
Debtors - due within one year	7	511,057		489,534	
Cash and deposits		-		-	
	_	511,057	•	489,534	
Creditors due within one year	8	(511,764)		(492,229)	
••••••••••••••••••••••••••••••••••••••	_	(3 × 3 × 3 × 3			
Net current liabilities			(707)		(2,695)
Total assets less current liabilities			(707)		100
Creditors due after one year	9		_		
orealtors due alter one year	3		<u>-</u>		•
					`
Net (liabilities) assets			(707)		100
Capital and reserves					
Called up share capital	10		. 100		100
Revaluation reserve	11		-		-
Profit and loss account	11		(807)		-
Shareholders' (deficit) funds	11		(707)	<u> </u>	100
				<del></del>	

The financial statements of 6 Broadgate 2010 Limited, company number 3707215, were approved by the Board of Directors on 20th December 2013 and signed on its behalf by

Simon Carter,

## Notes to the accounts for the year ended 31 March 2013

### 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 Bluebutton (5 Broadgate) UK Limited and Bluebutton Properties UK Limited are publicly available (see note 16)

### Basis of preparation

As explained in note 17, the company sold its property to Bluebutton (5 Broadgate) UK Limited in the prior year and has ceased trading. As required by FRS 18 Accounting Policies, the directors have prepared the financial statements on the basis that the company is no longer a going concern. No material adjustments arose as a result of ceasing to apply the going concern basis.

### 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.

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

## Notes to the accounts for the year ended 31 March 2013

### 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 where income and gains on qualifying assets are exempt from taxation. On 3 November 2009, the sale of 50% of the group to a non-REIT entity resulted in now only 50% of the income and gains on qualifying assets being 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.

## Notes to the accounts for the year ended 31 March 2013

## 2 (Loss) profit on ordinary activities before taxation

### Auditor's remuneration

A notional charge of £3,796 (2012 £1,240) 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 Bluebutton Properties UK Limited

No non-audit fees (2012 Enil) 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 (2012 - nil)

4 Taxation	2013 £	2012 £
Current tax		
UK corporation tax	(95)	•
Adjustments in respect of prior years	-	-
Total current taxation charge (credit)	(95)	
Deferred tax		
Ongination and reversal of timing differences Prior year items	-	-
Total deferred tax charge (credit)		<del>-</del>
Total taxation charge (credit)	(95)	-
Tax reconciliation		
(Loss) profit on ordinary activities before taxation	(902)	14,939,239
Tax on (loss) profit on ordinary activities at UK corporation tax rate of 24% (2012 26%) Effects of	(216)	3,884,202
REIT conversion charge	_	_
REIT exempt income and gains	121	(37,438)
Capital allowances		(0.,1.00)
Tax losses and other timing differences	-	-
(Income not taxable) expenses not deductible for tax purposes	-	(3,817,815)
Transfer pricing adjustments	-	•
Group relief (claimed) surrendered	95	(28,949)
Consideration paid for group relief	(95)	
Adjustments in respect of prior years	•	-
Current tax charge (credit)	(95)	

Included in the tax charge is a net charge of £nil (2012 £nil) attributable to property sales

In March 2012, the UK Government announced a reduction in the standard rate of UK corporation tax to 24% effective 1 April 2012 and to 23% effective 1 April 2013. These rate reductions became substantively enacted in March 2012 and July 2012 respectively.

In December 2012, the UK Government also proposed to further reduce the standard rate of UK corporation tax to 21% effective 1 April 2014 and in March 2013, proposed to further reduce the standard rate of UK corporation tax to 20% effective 1 April 2015 These rate reductions became substantively enacted in July 2013

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

## Notes to the accounts for the year ended 31 March 2013

## 5 Investment properties

	Development £	Freehold £	Long leasehold £	Short leasehold £	Total £
At valuation					
1 April 2012	-	-	-	-	-
Additions	-	-	-	-	-
Disposals	-	-	-	-	-
Revaluation surplus (deficit)	-	-	-	-	-
31 March 2013			-		
Analysis of cost and valuation 31 March 2013 Cost	-	-	-	-	
Revaluation	-	-	•	-	-
Net book value					
April 2012     Cost     Revaluation	-	-	-	-	:
Net book value			-		-

Properties were valued as at 31 March 2013 by Knight Frank LLP on the basis of Market Value, in accordance with the RICS Valuation – Professional Standards 2012, Eighth Edition, published by The Royal Institution of Chartered Surveyors

## Notes to the accounts for the year ended 31 March 2013

## 6 Investments

	Shares in subsidiaries	Participating interests	Total
	£	£	Fotal
At cost or underlying net asset value of investment	ř.	L	Z.
1 April 2012	-	2,795	2,795
Additions	•	-	· -
Disposals	-	(2,795)	(2,795)
Provision written-back (written-down)	-	-	•
31 March 2013		_	
Provision for underlying net asset change			
1 April 2012	-	-	
Provision written-back (written-down)	-	•	-
Disposals	-	-	•
31 March 2013	-	_	-
At cost			
31 March 2013	_		
1 April 2012	-	2,795	2,795

## Notes to the accounts for the year ended 31 March 2013

7 Debtors	2013	2012
	£	£
Current debtors (receivable within one year)		
Trade debtors	-	-
Amounts owed by group companies - current account with Bluebutton Properties Limited	152,534	130,204
Amounts owed by group companies - current account with Bluebutton (5 Broadgate) UK	358,428	358,428
Corporation tax	95	-
Other debtors	-	-
Prepayments and accrued income	-	902
	511,057	489,534

Included in prepayments and accrued income is an amount of £nil (2012 £nil), relating to lease incentives, and an amount of £nil (2012 £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

8 Creditors due within one year	2013	2012
	£	£
Trade creditors	-	_
Amounts owed to group companies - current accounts	495,863	476,328
Amounts owed to associated companies - current accounts	-	-
Corporation tax	-	-
Other taxation and social security	-	-
Other creditors	15,901	15,901
Accruals and deferred income	-	-
	511,764	492,229
Amounts owed to group companies - current accounts comprise the following		
- Bluebutton Properties UK Limited	495,863	476,328
	495,863	476,328

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

## Notes to the accounts for the year ended 31 March 2013

9 Creditors due after one year (including borrowings)	2013	2012
	£	£
Long term loans - amounts owed to group companies	<del></del>	
40. Chara carritol		
10 Share capital	0040	2040
	2013	2012
	£	£
Issued share capital - allotted, called up and fully paid		
Ordinary Shares of £1 00 each		
Balance as at 1 April 100 (2012 34,950,000) shares	100	34,950,000
Allotted shares nil (2012 148,783,206) shares	-	148,783,206
Cancellation of shares nil (2012 183,733,106) shares	-	(183,733,106)
Balance as at 31 March 100 shares	100	100

# Notes to the accounts for the year ended 31 March 2013

## 11 Reconciliation of movements in shareholders' funds and reserves

	Share capital	Revaluation reserve	account	Total
	£	£	£	£
Opening shareholders' funds (deficit)	100	-	-	100
Loss for the financial year	-	-	(807)	(807)
Dividends	-	-	•	-
Shares allotted in the year	-	-	-	-
Unrealised surplus (deficit) on revaluation of investment properties	-	-	-	-
Realisation of prior year revaluations	-	-	-	-
Closing shareholders' funds (deficit)	100	<u> </u>	(807)	(707)

## Notes to the accounts for the year ended 31 March 2013

## 12 Capital commitments

The company had capital commitments contracted as at 31 March 2013 of £nil (2012 £nil)

### 13 Contingent liabilities

The company is jointly and severally liable with 4 Broadgate 2010 Limited and fellow subsidiaries for all monies falling due under the group VAT registration

### 14 Related parties

Related party disclosures noted below are in respect of transactions between the company and its related parties as defined by Financial Reporting Standard 8

During the period, Broadgate Estates Limited received income of £nil (2012 £14,310) in respect of service charges Broadgate Estates Limited is a wholly owned subsidiary of The British land Company PLC which has a 50% interest in Bluebutton Properties Limited, the ultimate holding company of 6 Broadgate 2010 Limited

### 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 Bluebutton (5 Broadgate) UK Limited

The ultimate holding company is Bluebutton Properties Limited (Jersey Registered), a joint venture between The British Land Company PLC and BRE/Brick Limited

Bluebutton (5 Broadgate) UK Limited is the smallest and largest group for which group accounts are available and which include the company. The company is also included within the group accounts of Bluebutton Properties UK Limited up until the 20th March 2012 when it was sold to Bluebutton (5 Broadgate) UK Limited. The accounts of Bluebutton (5 Broadgate) UK Limited and Bluebutton Properties UK Limited can be obtained from The British Land Company PLC, York House, 45 Seymour Street, London W1H 7LX

## 17 Going concern

During the prior year, the company ceased to trade having transferred its property to Bluebutton (5 Broadgate) UK Limited

Due to the above the financial statements have been prepared on a basis other than that of going concern. However, the financial statements do not include any adjustments which might arise from the liquidation of the company