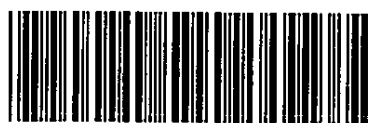


BRAEBURN ESTATES (GP) LIMITED
Registered Number: 7698559

REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2014

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BRAEBURN ESTATES (GP) LIMITED

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BRAEBURN ESTATES (GP) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2014

The directors present their report with the audited financial statements for the year ended 31 December 2014. The company qualifies as a small company under section 382 of the Companies Act 2006 and accordingly has not produced a Strategic Report.

PRINCIPAL ACTIVITIES

The company owns a partnership interest as a General Partner in the Braeburn Estates Limited Partnership (the "Partnership").

DIVIDENDS AND RESERVES

The company did not record any profits or losses during the year or the prior year and no dividends have been paid or proposed.

DIRECTORS

The directors of the company throughout the year ended 31 December 2014 were

A P Anderson II
K M E Al-Sayed
Sheikh J H Al-Thani
R D S Archer
Sir George Iacobescu CBE
G A Pagano
M A Patrizio
S Pettit

On 30 January 2015, subsequent to the year end, F L Toscano replaced M A Patrizio as a director of the company.

The company provides an indemnity to all directors (to the extent permitted by law) in respect of liabilities incurred as a result of their office. The company also has in place liability insurance covering the directors and officers of the company. Both the indemnity and insurance were in force during the year ended 31 December 2014 and at the time of the approval of this Directors' Report. Neither the indemnity nor the insurance provide cover in the event that the director is proven to have acted dishonestly or fraudulently.

BRAEBURN ESTATES (GP) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2014

STATEMENT AS TO DISCLOSURE OF INFORMATION TO THE AUDITOR

Each director holding office at the date of this report has taken all the steps that he ought to have taken as a director in order to make himself aware of relevant audit information and to establish that the company's auditor is aware of that information. As far as the directors are aware, there is no relevant audit information of which the company's auditor is unaware.

This confirmation is given and should be interpreted in accordance with the provisions of Section 418(2) of the Companies Act 2006.

BY ORDER OF THE BOARD



J R Garwood

Company Secretary

30 April 2015

Registered office
30th Floor
One Canada Square
Canary Wharf
London
E14 5AB
Registered Number 7698559

BRAEBURN ESTATES (GP) LIMITED

STATEMENT OF THE DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The directors are responsible for preparing the report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to

select suitable accounting policies and then apply them consistently,

- make judgements and accounting estimates that are reasonable and prudent, 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 the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

BRAEBURN ESTATES (GP) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BRAEBURN ESTATES (GP) LIMITED

We have audited the financial statements of Braeburn Estates (GP) Limited for the year ended 31 December 2014 which comprise the Balance Sheet and the related Notes 1 to 10. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members, as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Statement of Directors' Responsibilities, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2014 and of its result 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.

BRAEBURN ESTATES (GP) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF BRAEBURN ESTATES (GP) LIMITED

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

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, or
- the directors were not entitled to take advantage of the small companies exemption in preparing the Strategic Report



**James Wright FCA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountant and Statutory Auditor
LONDON, UK**

30 April 2015

BRAEBURN ESTATES (GP) LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2014

	Note	31 December 2014 £	31 December 2013 As restated £
FIXED ASSETS			
Investments	4	—	—
CURRENT ASSETS			
Debtors	5	92	92
TOTAL ASSETS		92	92
NET ASSETS		92	92
CAPITAL AND RESERVES			
Called-up share capital	6	100	100
Profit and loss account	7	(8)	(8)
SHAREHOLDERS' FUNDS	8	92	92

The company recorded neither a profit nor a loss during the year ended 31 December 2014 or the year ended 31 December 2013 and hence no profit and loss account is presented

There were no other recognised gains or losses for the year ended 31 December 2014 or the year ended 31 December 2013 and hence no statement of total recognised gains and losses is presented

The Notes on pages 7 to 10 form an integral part of these financial statements

APPROVED BY THE BOARD ON 30 APRIL 2015 AND SIGNED ON ITS BEHALF BY



G A PAGANO
B DIRECTOR



F L TOSCANO
C DIRECTOR

BRAEBURN ESTATES (GP) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

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

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

No cash flow statement has been prepared as the company had no cash flows during the period

Investments

Investments in Partnerships are carried by reference to the company's share of net assets. The investment is initially recognised at historical cost with the company's share of the realised profits and losses recorded in the profit and loss account and the company's share of unrealised gains and losses taken to the revaluation reserve

Trade and other debtors

Debtors are recognised initially at fair value. A provision for impairment is established where there is objective evidence that the company will not be able to collect all amounts due according to the original terms of the debtor concerned

2. RESTATEMENT

In the financial statements for the year ended 31 December 2013, the company recorded as investments holdings of 1 ordinary £1 share in each of 20 companies. However the company acquired the legal title to the companies on trust for Braeburn Estates Limited Partnership and so it is considered inappropriate to recognise them as assets in its financial statements. Consequently the comparatives have been restated to remove the investments

There was no impact on net assets or profits as a result of this change

3. PROFIT AND LOSS ACCOUNT

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

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

The auditor's remuneration of £550 (2013: £500) for the audit of the company has been borne by another group undertaking

BRAEBURN ESTATES (GP) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

4 INVESTMENTS

Investment in partnerships

	£
CAPITAL ACCOUNT	
At 1 January 2014	10
At 31 December 2014	10
CURRENT ACCOUNT	
At 1 January 2014	(10)
At 31 December 2014	(10)
NET BOOK VALUE	
At 31 December 2014	-
At 1 January 2014	-

As a general partner, the company has contributed £10 of the capital of the Braeburn Estates Limited Partnership, an English Limited Partnership. At 31 December 2014 this equated to 0.1% of the Partnership capital. The Partnership was established to redevelop the Shell Centre, a 5.25 acre site on the South Bank in London.

At 31 December 2014, the Braeburn Estates Limited Partnership has accumulated a deficit on its current account. Accordingly, the company's investment in the Partnership has been written down to £nil.

5. DEBTORS

	31 December 2014	31 December 2013 As restated
	£	£
Amounts owed by the Partnership	90	90
Deferred tax	2	2
	<u>92</u>	<u>92</u>

Deferred tax comprises carried forward tax losses of £10 at the expected rate of 20%.

BRAEBURN ESTATES (GP) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

6. CALLED-UP SHARE CAPITAL

Allotted, called up and fully paid:

	31 December 2014	31 December 2013
	£	£
25 A Ordinary shares of £1 each	25	25
25 B Ordinary shares of £1 each	25	25
25 C Ordinary shares of £1 each	25	25
25 D Ordinary shares of £1 each	25	25
	<u>100</u>	<u>100</u>

7. RESERVES

	Profit and loss account
	£
At 1 January 2014	(8)
At 31 December 2014	<u>(8)</u>

8. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	31 December 2014	31 December 2013
	£	As restated £
Opening shareholders' funds	<u>92</u>	<u>92</u>
Closing shareholders' funds	<u>92</u>	<u>92</u>

9. CONTINGENT LIABILITIES

At 31 December 2014, the Braeburn Estates Limited Partnership has accumulated a deficit on its current account. The company's share of the deficit is £5,913 (2013 £1,271). If the Partnership were wound up on the balance sheet date, as general partner the company would be required to settle the excess of £5,903 (2013 £1,261) over its capital contribution. As the directors consider this event to be unlikely, no provision has been made for this amount in the financial statements.

BRAEBURN ESTATES (GP) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

10. RELATED PARTY TRANSACTIONS

In 2011, entities in the Canary Wharf Group and Qatari Diar Real Estate Investment Company ('Qatari Diar') entered into a 50/50 joint venture to redevelop the Shell Centre, a 5.25 acre site on the South Bank in London.

The company is 50% owned by Canary Wharf Holdings (PB) Limited, a wholly owned subsidiary of Canary Wharf Group plc, and 50% owned by Project Russett (GP Company) Limited, a wholly owned subsidiary of Qatari Diar.

At 31 December 2014, the company was owed £90 by the Braeburn Estates Limited Partnership.

BRAEBURN ESTATES LIMITED PARTNERSHIP
Registered Number: LP14539

FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

THESE PARTNERSHIP
ACCOUNTS FORM
PART OF THE ACCOUNTS
OF COMPANY
No 7698559

BRAEBURN ESTATES LIMITED PARTNERSHIP

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BRAEBURN ESTATES LIMITED PARTNERSHIP

STATEMENT OF GENERAL PARTNER'S RESPONSIBILITIES IN RESPECT OF THE FINANCIAL STATEMENTS

The Braeburn Estates Limited Partnership was registered as an English limited partnership on 13 July 2011 and comprises one General Partner and two Limited Partners. The General Partner is incorporated in England and Wales. The Limited Partners are incorporated in Jersey.

The Amended and Restated Limited Partnership Deed dated 28 July 2011 requires that the General Partner prepares financial statements for each financial period. In preparing these financial statements, the General Partner is required to

- select suitable accounting policies 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 the Partnership will continue in existence.

The General Partner is also responsible for ensuring that proper accounting records are maintained which disclose with reasonable accuracy at any time the financial position of the Partnership.

The General Partner is responsible for ensuring that the Partnership has complied at all times with its obligations under the Agreement and has a general responsibility for taking such steps as are reasonably open to it to safeguard the assets of the Partnership and to prevent and detect fraud, errors and other irregularities.

These financial statements have been prepared under Regulation 7 of the Partnerships (Accounts) Regulations 2008.

BRAEBURN ESTATES LIMITED PARTNERSHIP

INDEPENDENT AUDITOR'S REPORT TO THE PARTNERS OF BRAEBURN ESTATES LIMITED PARTNERSHIP

We have audited the non-statutory financial statements of Braeburn Estates Limited Partnership ("the Partnership") for the year ended 31 December 2014 which comprise the Profit and Loss Account, Balance Sheet, Cash Flow Statement and the related Notes 1 to 10. The financial reporting framework that has been applied in their preparation is United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely for the exclusive use of the Partners, as a body, and solely for the purpose of reporting to the company's Partners those matters we are required to state to them in an auditor's report. Our report is not to be used for any other purpose, recited or referred to in any document, copied or made available (in whole or in part) to any other person without prior written express consent. We accept no duty, responsibility or liability to any other party in connection with the report or this engagement.

Respective responsibilities of the General Partner and auditor

As explained more fully in the Statement of General Partner's Responsibilities, the General Partner is 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 partnership's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the General Partner, 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 and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies, we consider the implications for our report.

BRAEBURN ESTATES LIMITED PARTNERSHIP

INDEPENDENT AUDITOR'S REPORT TO THE PARTNERS OF BRAEBURN ESTATES LIMITED PARTNERSHIP

Opinion on financial statements

In our opinion the financial statements

give a true and fair view of the Partnership's affairs as at 31 December 2014 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 properly prepared in accordance with the Limited Partnership Deed



Deloitte LLP
Chartered Accountants
London, UK
30 April 2015

BRAEBURN ESTATES LIMITED PARTNERSHIP

CONSOLIDATED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2014

	Note	Year Ended 31 December 2014 £	Year Ended 31 December 2013 £
TURNOVER		15,000	-
GROSS PROFIT		15,000	-
Administrative expenses		(4,712,569)	(1,160,507)
OPERATING LOSS	2	(4,697,569)	(1,160,507)
Interest receivable and similar income	3	52,593	29,204
Interest payable and similar charges	4	(345)	(150)
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(4,645,321)	(1,131,453)
Tax on loss on ordinary activities	5	-	-
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION FOR THE YEAR		<u>(4,645,321)</u>	<u>(1,131,453)</u>

Movements in reserves are shown in Note 9 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 2014 or the year ended 31 December 2013 other than those included in the consolidated profit and loss account

The Notes on pages 7 to 11 form an integral part of these financial statements

BRAEBURN ESTATES LIMITED PARTNERSHIP

CONSOLIDATED BALANCE SHEET AT 31 DECEMBER 2014

	Note	31 December 2014 £	31 December 2013 £
CURRENT ASSETS			
Work in progress	6	110,046,279	57,789,597
Debtors	7	11,953,664	10,754,419
Cash at bank		9,317,485	14,676,746
		<u>131,317,428</u>	<u>83,220,762</u>
CREDITORS:			
Amounts falling due within one year	8	(2,923,411)	(2,981,424)
		<u>128,394,017</u>	<u>80,239,338</u>
NET CURRENT ASSETS			
		<u>128,394,017</u>	<u>80,239,338</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			
		<u>128,394,017</u>	<u>80,239,338</u>
NET ASSETS		<u>128,394,017</u>	<u>80,239,338</u>
CAPITAL AND RESERVES			
Capital accounts	9	10,000	10,000
Partner advances	9	134,300,000	81,500,000
Partners' current accounts	9	(5,915,983)	(1,270,662)
		<u>128,394,017</u>	<u>80,239,338</u>

The Notes on pages 7 to 11 form an integral part of these financial statements

APPROVED BY THE PARTNERS ON 30 APRIL 2015 AND SIGNED ON THEIR BEHALF

BY



G A PAGANO
B DIRECTOR



E L TOSCANO
C-DIRECTOR

On behalf of Braeburn Estates (GP) Limited

BRAEBURN ESTATES LIMITED PARTNERSHIP

CONSOLIDATED CASH FLOW STATEMENT

	Year Ended 31 December 2014 £	Year Ended 31 December 2013 £
NET CASH OUTFLOW FROM OPERATING ACTIVITIES	(58,211,509)	(19,568,875)
RETURNS ON INVESTMENTS AND SERVICING OF FINANCE		
Interest received	52,593	29,204
Interest paid	(345)	(150)
NET CASH INFLOW FROM RETURNS ON INVESTMENTS AND SERVICING OF FINANCE	52,248	29,054
CASH OUTFLOW BEFORE FINANCING	(58,159,261)	(19,539,821)
FINANCING		
Partner advances	52,800,000	30,800,000
NET CASH INFLOW FROM FINANCING	52,800,000	30,800,000
(DECREASE)/INCREASE IN CASH	<u>(5,359,261)</u>	<u>11,260,179</u>

RECONCILIATION OF OPERATING LOSS TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

	£	£
Operating loss	(4,697,569)	(1,160,507)
Increase in work in progress	(52,256,682)	(20,067,229)
(Increase)/decrease in debtors	(1,199,245)	268,596
(Decrease)/increase in creditors	(58,013)	1,390,265
Net cash outflow from operating activities	<u>(58,211,509)</u>	<u>(19,568,875)</u>

The Notes on pages 7 to 11 form an integral part of these financial statements

BRAEBURN ESTATES LIMITED PARTNERSHIP

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AT 31 DECEMBER 2014

1. PRINCIPAL ACCOUNTING POLICIES

A summary of the principal accounting policies of the Group, 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

Having made the requisite enquiries and assessed the resources at the disposal of the Partnership, the Partners have a reasonable expectation that the Partnership will have adequate resources to continue its operation for the foreseeable future. Accordingly they continue to adopt the going concern basis in preparing the financial statements

Basis for consolidation

The consolidated financial statements incorporate the assets and liabilities of all subsidiary undertakings at 31 December 2014 and 31 December 2013 and their results for the years then ended

Turnover

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

Interest receivable and interest payable

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

Work in progress

Work in progress is stated at the lower of cost and net realisable value. Cost includes construction costs and development expenditure directly related to the development. Net realisable value is calculated as the amount estimated to be recovered from the development once development work has been completed, less costs to complete

Trade and other debtors

Debtors are recognised initially at fair value. A provision for impairment is established where there is objective evidence that the Partnership will not be able to collect all amounts due according to the original terms of the debtor concerned

Trade and other creditors

Trade and other creditors are stated at cost

BRAEBURN ESTATES LIMITED PARTNERSHIP

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AT 31 DECEMBER 2014

2. OPERATING LOSS

	Year Ended 31 December 2014 £	Year Ended 31 December 2013 £
Operating loss is stated after charging		
Remuneration of the auditor		
Audit fees for the audit of the Partnership	3,200	3,000
Audit of subsidiaries	4,400	-
Fees to the auditor for other services	550	500
Total audit fees	<u>8,150</u>	<u>3,500</u>

No staff were employed by the Partnership during the year or the prior year

3. INTEREST RECEIVABLE AND SIMILAR INCOME

	Year Ended 31 December 2014 £	Year Ended 31 December 2013 £
Bank interest receivable	52,593	29,204
	<u>52,593</u>	<u>29,204</u>

4. INTEREST PAYABLE AND SIMILAR CHARGES

	Year Ended 31 December 2014 £	Year Ended 31 December 2013 £
Bank charges	345	150
	<u>345</u>	<u>150</u>

5 TAXATION

No provision for tax has been made as the income earned by the Partnership is taxable in the accounts of the partners

BRAEBURN ESTATES LIMITED PARTNERSHIP

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AT 31 DECEMBER 2014

6. WORK IN PROGRESS AT COST

	31 December 2014 £	31 December 2013 £
Work in progress at cost	110,046,279	57,789,597
	<u>110,046,279</u>	<u>57,789,597</u>
Movement in the carrying value of work in progress during the year		£
At 1 January 2014		57,789,597
Additions		52,256,682
At 31 December 2014		<u>110,046,279</u>

Work in progress is stated at the lower of cost and net realisable value

The Partnership agreed to pay £300.0 million to secure the 5.25 acre Shell Centre site on a 999 year lease. Of this total, £30.0 million was paid on exchange of the agreement with Shell, £20.0 million of which is included within work in progress and £10.0 million within prepayments. The balance was conditional on planning permission being received for the project within 3 years, subject to extension by statutory processes as set out below.

The development will be mixed use, comprising office, residential and retail space, which will regenerate an important section of the South Bank in central London. The existing 27 storey tower in the middle of the Shell Centre will be preserved and retained by Shell for their use. Shell have also agreed to take a 245,000 sq ft prelet of the entirety of one of the two new office buildings to be constructed on the site. In total the redevelopment will comprise 523,000 square feet of office space, 79,000 square feet of retail, restaurants, cafes and a health club, and 835,000 square feet of residential, creating 877 apartments.

In May 2013, a resolution to grant planning permission was achieved, subject to finalising a Section 106 agreement and stage 2 referral to the GLA and the Secretary of State. In July 2013, the GLA issued its stage 2 report endorsing the right of Lambeth to determine the application and support the development plans.

Subsequently, in September 2013, the Partnership was notified that the Secretary of State had called in the planning application. The planning inquiry concluded in December 2013 and in June 2014 the Secretary of State gave his approval to the scheme. However, at the end of the subsequent 6 week statutory period, a Section 288 objection to the Secretary of State was filed. In February 2015, the High Court dismissed the challenge to the decision of the Secretary of State to approve the redevelopment of the Shell centre. The objector has now appealed this judgement.

BRAEBURN ESTATES LIMITED PARTNERSHIP

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AT 31 DECEMBER 2014

7. DEBTORS

	31 December 2014 £	31 December 2013 £
Amounts owed by Braeburn Estates Developments (1) Limited	507,113	218,249
Amounts owed by Braeburn Estates Developments (Infrastructure) Limited	1,155,294	-
Other debtors	70,903	231,078
Prepayments and accrued income	10,220,354	10,305,092
	<u>11,953,664</u>	<u>10,754,419</u>

Prepayments and accrued income includes a £10,000,000 refundable deposit relating to the grant of a long leasehold interest in the Shell Centre site. The balance is payable upon the award of planning permission (Note 10)

8. CREDITORS: Amounts falling due within one year

	31 December 2014 £	31 December 2013 £
Trade creditors	17,170	18,756
Amounts owed to Braeburn Estates (GP) Limited	90	90
Amounts owed to Canary Wharf Limited	4,629	-
Accruals and deferred income	2,901,522	2,962,578
	<u>2,923,411</u>	<u>2,981,424</u>

BRAEBURN ESTATES LIMITED PARTNERSHIP

NOTES TO THE CONSOLIDATED FINANCIAL STATEMENTS AT 31 DECEMBER 2014

9. CAPITAL AND RESERVES

		Capital Account £	Partner Advances £	Current Account £	Total £
At 1 January 2014		10,000	81,500,000	(1,270,662)	80,239,338
Loss for the year		-	-	(4,645,321)	(4,645,321)
Further advances		-	52,800,000	-	52,800,000
		<u>10,000</u>	<u>134,300,000</u>	<u>(5,915,983)</u>	<u>128,394,017</u>
Attributable as follows					
	%	£	£	£	£
Braeburn Estates (GP) Limited Class A	0.100	10	-	(5,915)	(5,905)
Canary Wharf (PB) Unit Trust Class B	24.975	2,498	33,575,000	(1,477,517)	32,099,981
Canary Wharf (PB) Unit Trust Class C	24.975	2,497	33,575,000	(1,477,517)	32,099,980
Project Russet Property Unit Trust Class D	24.975	2,498	33,575,000	(1,477,517)	32,099,981
Project Russet Property Unit Trust	24.975	<u>2,497</u>	<u>33,575,000</u>	<u>(1,477,517)</u>	<u>32,099,980</u>
		<u>10,000</u>	<u>134,300,000</u>	<u>(5,915,983)</u>	<u>128,394,017</u>

10. CONTINGENT LIABILITIES AND FINANCIAL COMMITMENTS

The Partnership has committed to pay an aggregate of £300.0 million to acquire a 999 year lease on the Shell Centre site. The Partnership has paid £30.0 million including a £10.0 million refundable deposit. The remaining £270.0 million is conditional upon planning permission being finalised (Note 6).

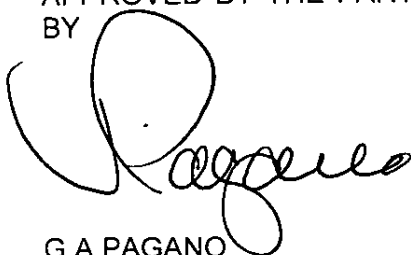
BRAEBURN ESTATES LIMITED PARTNERSHIP

PARTNERSHIP BALANCE SHEET AT 31 DECEMBER 2014

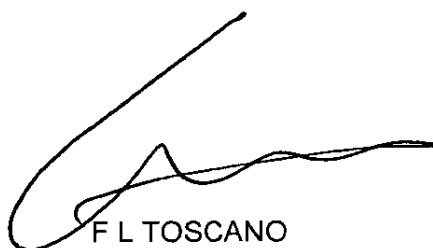
	Note	31 December 2014 £	31 December 2013 £
FIXED ASSETS			
Investments	(c)	523	-
		<u>523</u>	<u>-</u>
CURRENT ASSETS			
Work in progress	(d)	109,294,380	57,789,597
Debtors	(e)	12,475,267	10,754,419
Cash at bank		9,317,485	14,676,746
		<u>131,087,132</u>	<u>83,220,762</u>
CREDITORS:			
Amounts falling due within one year	(f)	(2,690,946)	(2,981,424)
		<u>128,396,186</u>	<u>80,239,338</u>
NET CURRENT ASSETS			
		<u>128,396,709</u>	<u>80,239,338</u>
TOTAL ASSETS LESS CURRENT LIABILITIES			
		<u>128,396,709</u>	<u>80,239,338</u>
NET ASSETS		<u>128,396,709</u>	<u>80,239,338</u>
CAPITAL AND RESERVES			
Capital accounts	(g)	10,000	10,000
Partner advances	(g)	134,300,000	81,500,000
Partners' current accounts	(g)	(5,913,291)	(1,270,662)
		<u>128,396,709</u>	<u>80,239,338</u>

Notes (a) to (g) form an integral part of these financial statements

APPROVED BY THE PARTNERS ON 30 APRIL 2015 AND SIGNED ON THEIR BEHALF
BY



G A PAGANO
B DIRECTOR



F L TOSCANO
C DIRECTOR

On behalf of Braeburn Estates (GP) Limited

BRAEBURN ESTATES LIMITED PARTNERSHIP

NOTES TO THE PARTNERSHIP'S FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

(a) PRINCIPAL ACCOUNTING POLICIES

A summary of the principal accounting policies of the Partnership, 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

Having made the requisite enquiries and assessed the resources at the disposal of the Partnership, the Partners have a reasonable expectation that the Partnership will have adequate resources to continue its operation for the foreseeable future. Accordingly they continue to adopt the going concern basis in preparing the financial statements

Investments in subsidiary undertakings

Investments in subsidiary undertakings are stated in the Partnership's Balance Sheet at cost less any provision for impairment

Interest receivable and interest payable

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

Work in progress

Work in progress is stated at the lower of cost and net realisable value. Cost includes construction costs and development expenditure directly related to the development. Net realisable value is calculated as the amount estimated to be recovered from the development once development work has been completed, less costs to complete

Trade and other debtors

Debtors are recognised initially at fair value. A provision for impairment is established where there is objective evidence that the Partnership will not be able to collect all amounts due according to the original terms of the debtor concerned

Trade and other creditors

Trade and other creditors are stated at cost

(b) LOSS FOR THE FINANCIAL YEAR

The Partnership recorded a loss for the year ended 31 December 2014 of £4,642,629 (2013: £1,131,453)

BRAEBURN ESTATES LIMITED PARTNERSHIP

NOTES TO THE PARTNERSHIP'S FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

(c) INVESTMENTS

	£
COST	
Additions	523
At 31 December 2014	<u>523</u>
NET BOOK VALUE	
At 31 December 2014	<u>523</u>
At 31 December 2013	<u>523</u>

Investments comprise shares held directly and indirectly in the following subsidiaries

	Directly Held %	Indirectly held %	Description of shares	Principal activities
Braeburn Estates Management Company Limited	37 50	62 50	Ordinary £1 shares	Property management
Braeburn Estates B3 (GP) Limited	100 00	-	Ordinary £1 shares	General partner
Braeburn Estates B3 (LP) Limited	100 00	-	Ordinary £1 shares	Limited partner
Braeburn Estates (B3) Limited Partnership	99 99	0 01	Partnership capital	Property development
Braeburn Estates (B3) T1 Limited	-	100 00	Ordinary £1 shares	Trustee company
Braeburn Estates (B3) T2 Limited	-	100 00	Ordinary £1 shares	Trustee company
Braeburn Estates B4A (GP) Limited	100 00	-	Ordinary £1 shares	General partner
Braeburn Estates B4A (LP) Limited	100 00	-	Ordinary £1 shares	Limited partner
Braeburn Estates (B4A) Limited Partnership	99 99	0 01	Partnership capital	Property development
Braeburn Estates (B4A) T1 Limited	-	100 00	Ordinary £1 shares	Trustee company
Braeburn Estates (B4A) T2 Limited	-	100 00	Ordinary £1 shares	Trustee company
Braeburn Estates B4B (GP) Limited	100 00	-	Ordinary £1 shares	General partner
Braeburn Estates B4B (LP) Limited	100 00	-	Ordinary £1 shares	Limited partner
Braeburn Estates (B4B) Limited Partnership	99 99	0 01	Partnership capital	Property development
Braeburn Estates (B4B) T1 Limited	-	100 00	Ordinary £1 shares	Trustee company
Braeburn Estates (B4B) T2 Limited	-	100 00	Ordinary £1 shares	Trustee company
Braeburn Estates B5 (GP) Limited	100 00	-	Ordinary £1 shares	General partner
Braeburn Estates B5 (LP) Limited	100 00	-	Ordinary £1 shares	Limited partner
Braeburn Estates (B5) Limited Partnership	99 99	0 01	Partnership capital	Property development
Braeburn Estates (B5) T1 Limited	-	100 00	Ordinary £1 shares	Trustee company
Braeburn Estates (B5) T2 Limited	-	100 00	Ordinary £1 shares	Trustee company
Braeburn Estates B6/7 (GP) Limited	100 00	-	Ordinary £1 shares	General partner
Braeburn Estates B6/7 (LP) Limited	100 00	-	Ordinary £1 shares	Limited partner
Braeburn Estates (B6/7) Limited Partnership	99 99	0 01	Partnership capital	Property development
Braeburn Estates (B6/7) T1 Limited	-	100 00	Ordinary £1 shares	Trustee company
Braeburn Estates (B6/7) T2 Limited	-	100 00	Ordinary £1 shares	Trustee company
Braeburn Estates Retail Limited	100 00	-	Ordinary £1 shares	Property development
Braeburn Estates (Hungerford) Limited	100 00	-	Ordinary £1 shares	Property contractor
Braeburn Estates (Lollard Street) Limited	100 00	-	Ordinary £1 shares	Property contractor
Braeburn Estates (B3) Residential Limited	100 00	-	Ordinary £1 shares	Property development
Braeburn Estates (B4A) Residential Limited	100 00	-	Ordinary £1 shares	Property development
Braeburn Estates (B4B) Residential Limited	100 00	-	Ordinary £1 shares	Property development
Braeburn Estates (B5) Residential Limited	100 00	-	Ordinary £1 shares	Property development
Braeburn Estates (B6/7) Residential Limited	100 00	-	Ordinary £1 shares	Property development
Braeburn Estates (B3) Retail Limited	100 00	-	Ordinary £1 shares	Property development
Braeburn Estates (AH) Limited	100 00	-	Ordinary £1 shares	Property contractor

All of the subsidiaries are incorporated in England and Wales

BRAEBURN ESTATES LIMITED PARTNERSHIP

NOTES TO THE PARTNERSHIP'S FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

(d) WORK IN PROGRESS AT COST

	31 December 2014 £	31 December 2013 £
Work in progress at cost	109,294,380	57,789,597
	<u>109,294,380</u>	<u>57,789,597</u>
Movement in the carrying value of work in progress during the year		£
At 1 January 2014		57,789,597
Additions		51,504,783
At 31 December 2014		<u>109,294,380</u>

Work in progress is stated at the lower of cost and net realisable value

Work in progress includes an initial £20.0 million instalment in connection with the acquisition of a long leasehold interest in the Shell Centre site in London, together with subsequent expenditure on master planning and design

(e) DEBTORS

	31 December 2014 £	31 December 2013 £
Amounts owed by subsidiary undertakings	643,706	-
Amounts owed by Braeburn Estates Developments (1) Limited	507,113	218,249
Amounts owed by Braeburn Estates Developments (Infrastructure) Limited	1,155,294	-
Other debtors	44,153	231,078
Prepayments and accrued income	10,125,001	10,305,092
	<u>12,475,267</u>	<u>10,754,419</u>

Prepayments and accrued income includes a £10,000,000 refundable deposit relating to the grant of a long leasehold interest in the Shell Centre site

BRAEBURN ESTATES LIMITED PARTNERSHIP

NOTES TO THE PARTNERSHIP'S FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2014

(f) CREDITORS: Amounts falling due within one year

	31 December 2014 £	31 December 2013 £
Trade creditors	17,170	18,756
Amounts owed to Braeburn Estates (GP) Limited	90	90
Amounts owed to Canary Wharf Limited	4,629	-
Accruals and deferred income	2,669,057	2,962,578
	<u>2,690,946</u>	<u>2,981,424</u>

(g) CAPITAL AND RESERVES

	Capital Account £	Partner Advances £	Current Account £	Total £
At 1 January 2014	10,000	81,500,000	(1,270,662)	80,239,338
Loss for the year	-	-	(4,642,629)	(4,642,629)
Further advances	-	52,800,000	-	52,800,000
	<u>10,000</u>	<u>134,300,000</u>	<u>(5,913,291)</u>	<u>128,396,709</u>
Attributable as follows				
	%	£	£	£
Braeburn Estates (GP) Limited Class A	0 100	10	-	(5,903)
Canary Wharf (PB) Unit Trust Class B	24 975	2,498	33,575,000	(1,476,845)
Canary Wharf (PB) Unit Trust Class C	24 975	2,497	33,575,000	(1,476,844)
Project Russet Property Unit Trust Class D	24 975	2,498	33,575,000	(1,476,845)
Project Russet Property Unit Trust	24 975	2,497	33,575,000	(1,476,844)
		<u>10,000</u>	<u>134,300,000</u>	<u>(5,913,291)</u>
				<u>128,396,709</u>