

Company Number: 4789711

**HAMMERSON (CRICKLEWOOD) LIMITED**  
REPORT AND FINANCIAL STATEMENTS  
Year ended 31 December 2004



102600

## HAMMERSON (CRICKLEWOOD) LIMITED

### REPORT AND FINANCIAL STATEMENTS

Year ended 31 December 2004

#### 1. RESULTS AND DIVIDEND

The profit for the year was £47,000 (2003: £nil). No dividend was paid or proposed during the current year or preceding period.

#### 2. PRINCIPAL ACTIVITIES

The principal activity of the Company is property investment and development in the UK.

#### 3. REVIEW OF DEVELOPMENTS AND FUTURE PROSPECTS

The Company acquired land at Cricklewood during the year and will hold the development land for its investment value for the foreseeable future.

#### 4. DIRECTORS

- (a) Mr. M.J. Baker, Mr. J.A. Bywater, Mr. P.W.B. Cole, Mr. N.A.S. Hardie and Mr. G.H. Wright were directors throughout the year.
- (b) Mr D J Atkins was appointed as a director of the Company on 1 January 2005.
- (c) In accordance with the Articles of Association of the Company, the directors are not required to retire by rotation.
- (d) On 31 December 2004 Mr. J.A. Bywater and Mr. P.W.B. Cole were directors of the Company's ultimate parent company, Hammerson plc, in whose financial statements their interests are given. On 31 December 2004 Mr. M.J. Baker, Mr. N.A.S. Hardie and Mr. G.H. Wright were directors of Hammerson UK Properties plc, a fellow subsidiary undertaking, in whose financial statements their interests in the shares of the Company's ultimate parent company, Hammerson plc, are given.
- (e) None of the directors have any interests in the shares of the Company or any other group company, except as noted above.
- (f) No director has any interests in contracts entered into by the Company.

**HAMMERSON (CRICKLEWOOD) LIMITED**

**REPORT AND FINANCIAL STATEMENTS**

Year ended 31 December 2004

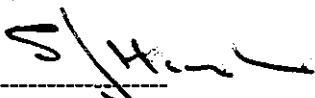
5. SECRETARY

Mr. S.J. Haydon was Secretary of the Company throughout the year.

6. AUDITORS

The Company has elected to dispense with the obligation to appoint auditors annually and accordingly, Deloitte & Touche LLP shall be deemed to be re-appointed as auditors for a further term under the provisions of section 386(2) of the Companies Act 1985.

By order of the Board



S J Haydon  
Secretary

04 JUL 2005

Registered Office:  
100 Park Lane  
London, W1K 7AR  
Registered in England and Wales No. 4789711

## **HAMMERSON (CRICKLEWOOD) LIMITED**

### **DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE PREPARATION OF THE FINANCIAL STATEMENTS**

United Kingdom company law requires the directors 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 financial year and of the profit or loss of the Company for the financial year.

In preparing these financial statements, the directors are 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; 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 the system of internal control, for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

**INDEPENDENT AUDITORS' REPORT TO THE SOLE MEMBER OF HAMMERSON (CRICKLEWOOD) LIMITED**

We have audited the financial statements of Hammerson (Cricklewood) Limited for the year ended 31 December 2004 which comprise the profit and loss account, the balance sheet, statement of total recognised gains and losses, reconciliation of movements in shareholder's deficit and the related notes 1 to 11. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's member, 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 member 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 member, 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 for the above year 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 Company's circumstances, 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.

**Opinion**

In our opinion the financial statements give a true and fair view of the state of the Company's affairs as at 31 December 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 05/07/05*

Deloitte & Touche LLP  
Chartered Accountants and Registered Auditors  
London  
( )

**HAMMERSON (CRICKLEWOOD) LIMITED**

**PROFIT AND LOSS ACCOUNT**

Year ended 31 December 2004

|  | Note | Year ended 31<br>December<br>2004<br>£'000 | 6 June 2003 to<br>31 December<br>2003<br>£'000 |
|--|------|--|--|
| Gross rental income  |      | 398  | -  |
| Rents payable and other property outgoings   |      | (59)                                       | -  |
| Net rental income  | 1(b) | 339  | -  |
| Operating profit   |      | 339  | -  |
| Net cost of finance  | 3    | (292)                                      | -  |
| Profit on ordinary activities before and after taxation and retained profit for the financial year |      | 47   | -  |
|  |      | =====                                      | =====  |

**HAMMERSON (CRICKLEWOOD) LIMITED**

**BALANCE SHEET**

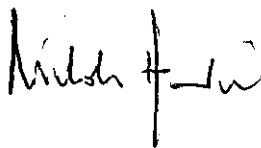
As at 31 December 2004

|   | Note | 31 December<br>2004<br>£'000 | 31 December<br>2003<br>£'000 |
|---|------|------------------------------|------------------------------|
| <b>Tangible fixed assets</b>                              |      |                              |                              |
| Land and buildings  | 5    | 8,000                        | -                            |
| <b>Current assets</b>                                     |      |                              |                              |
| Debtors   | 6    | 91                           | -                            |
| <b>Creditors: amounts falling due<br/>within one year</b> | 7    | (8,638)                      | -                            |
| <b>Net current liabilities</b>                            |      | (8,547)                      | -                            |
| <b>Net liabilities</b>                                    |      | (547)                        | -                            |
| <b>Capital and reserves</b>                               |      |                              |                              |
| Called up share capital                                   | 8    | -                            | -                            |
| Revaluation reserve                                       | 9    | (594)                        | -                            |
| Profit and loss account                                   | 9    | 47                           | -                            |
| <b>Equity shareholder's deficit</b>                       |      | (547)                        | -                            |

These financial statements were approved by the Board of Directors on

**04 JUL 2005**

Signed on behalf of the Board of Directors



Director



Director

**HAMMERSON (CRICKLEWOOD) LIMITED****STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES**Year ended 31 December 2004

|                                      | <b>Year ended<br/>31 December<br/>2004<br/>£'000</b> | <b>6 June 2003 to<br/>31 December<br/>2003<br/>£'000</b> |
|--------------------------------------|--|--|
| Retained profit for the period       | 47   | -  |
| Deficit arising on revaluation       | (594)  | -  |
|                                      | -----  | -----  |
| Total recognised loss for the period | (547)  | -  |
|                                      | =====  | =====  |

**RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S DEFICIT**Year ended 31 December 2004

|  | <b>Year ended<br/>31 December<br/>2004<br/>£'000</b> | <b>6 June 2003 to<br/>31 December<br/>2003<br/>£'000</b> |
|--|--|--|
| Retained profit for the period               | 47   | -  |
| Deficit arising on revaluation               | (594)  | -  |
|  | -----  | -----  |
| Net movement in shareholder's deficit        | (547)  | -  |
| Shareholder's deficit at beginning of period | -  | -  |
|  | -----  | -----  |
| Shareholder's deficit at end of period       | (547)  | -  |
|  | =====  | =====  |



## HAMMERSON (CRICKLEWOOD) LIMITED

### NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2004

#### 1. ACCOUNTING POLICIES

##### (a) Basis of accounting

The financial statements are prepared under the historical cost convention and in accordance with all applicable United Kingdom accounting standards. The financial statements are in compliance with the Companies Act 1985.

##### (b) Net rental income

Rent increases arising from rent reviews are taken into account when such reviews have been agreed with tenants. Where a lease incentive does not enhance the property, it is amortised over the period to the earlier of the first rent review, the first break option, or the end of the lease term. On new leases with rent-free periods, rental income is allocated evenly over the period from the date of the lease commencement to the date of the first rent review.

Differences between property operating expenditure incurred and that recovered from tenants through services charges are included in net rental income.

##### (c) Profits on sale of properties

Profits on sale of properties are taken into account on the completion of contract. Profits arising from the sale of trading properties acquired with a view to resale are included in the profit and loss account as part of the operating profit of the Company. Profits or losses arising from the sale of investment properties are calculated by reference to book value and treated as non operating exceptional items.

##### (d) Cost of properties

An amount equivalent to the net development outgoings, including interest, attributable to properties held for development or resale is added to the cost of such properties. A property is regarded as being in the course of development until substantially let and income producing or until income exceeds outgoings.

##### (e) Deferred taxation

In accordance with Financial Reporting Standard 19 "Deferred tax", deferred tax is provided in respect of all timing differences that may give rise to an obligation to pay more or less tax in the future.

##### (f) Valuation of properties

Properties held for long-term retention are valued at the balance sheet date at market value. Surpluses and deficits arising from revaluation are taken to revaluation reserve.

**HAMMERSON (CRICKLEWOOD) LIMITED**

**NOTES TO THE ACCOUNTS**  
Year ended 31 December 2004

**1. ACCOUNTING POLICIES (continued)**

**(g) Depreciation**

In accordance with Statement of Standard Accounting Practice 19 "Accounting for investment properties", no depreciation is provided in respect of freehold properties or leasehold properties with over 20 years to expiry. This is a departure from the requirements of the Companies Act 1985, which requires all properties to be depreciated. Such properties are not held for consumption, but for investment, and the directors consider that to depreciate them would not give a true and fair view. Depreciation is only one amongst many factors reflected in the annual valuation of properties and accordingly the amount of depreciation, which might otherwise have been charged, cannot be separately identified or quantified. The directors consider that this policy results in the accounts giving a true and fair view.

**2. ADMINISTRATION EXPENSES**

The directors did not receive any remuneration for services of the Company in either the current financial year or previous financial period.

The Company had no employees in either the current financial year or previous financial period.

The auditors' remuneration has been paid by another group company in both the current financial year and previous financial period.

**3. NET COST OF FINANCE**

|                               | Year ended 31<br>December 2004 | 6 June 2003 to<br>31 December 2003 |
|-------------------------------|--------------------------------|------------------------------------|
| Intercompany interest payable | (292)<br>=====                 | -<br>=====                         |

**HAMMERSON (CRICKLEWOOD) LIMITED**

**NOTES TO THE ACCOUNTS**  
Year ended 31 December 2004

**4. TAXATION**

(a)

|  | Year ended 31<br>December<br>2004<br>£'000 | 6 June 2003 to<br>31 December<br>2003<br>£'000 |
|--|--|--|
| <b>Tax charge on profit on ordinary activities</b> |  |  |
| UK corporation tax                                 | -  | -  |
|  | =====                                      | =====  |

(b) *Factors affecting current tax charge*

The tax assessed on the profit of ordinary activities for the period is lower than the standard rate of corporation tax in the UK of 30% (2003: 30%). The differences are reconciled below:

|  | Year ended 31<br>December<br>2004<br>£'000 | 6 June 2003 to<br>31 December<br>2003<br>£'000 |
|--|--|--|
| Profit on ordinary activities before tax   | 47   | -  |
|  | -----                                      | -----  |
| Profit on ordinary activities at the standard rate of corporation tax in the UK of 30% | 14   | -  |
| Effect of:   |  |  |
| Group relief   | (14)                                       | -  |
|  | -----                                      | -----  |
| Current tax charge   | -  | -  |
|  | =====                                      | =====  |

It is anticipated that for the foreseeable future the Company will not bear current tax as it is the policy of the Hammerson group to surrender group relief without payment.

**5. LAND AND BUILDINGS**

(a) The movements in the year on properties held for or in the course of development on valuation were:

|                        | Freehold Land<br>£'000 |
|------------------------|------------------------|
| At 1 January 2004      | -                      |
| Additions at cost      | 8,594                  |
| Deficit on revaluation | (594)                  |
|                        | -----                  |
| At 31 December 2004    | 8,000                  |
|                        | =====                  |

## HAMMERSON (CRICKLEWOOD) LIMITED

### NOTES TO THE ACCOUNTS Year ended 31 December 2004

#### 5. LAND AND BUILDINGS (continued)

- (b) The Company's property is stated at market value at 31 December 2004, valued by professionally qualified external valuers. The valuation has been prepared by Donaldsons, Chartered Surveyors, in accordance with the Appraisal and Valuation Manual of the Royal Institution of Chartered Surveyors. The deficit arising on revaluation has been transferred to the revaluation reserve.
- (b) Should the property be disposed of at the valuation shown above a tax liability of £nil (2003: £nil) would arise.
- (c) The cost of property at 31 December 2004 was £8,594,215 (2003: £nil).

#### 6. DEBTORS

|               | 31 December<br>2004<br>£'000 | 31 December<br>2003<br>£'000 |
|---------------|------------------------------|------------------------------|
| Trade debtors | 3                            | -                            |
| Other debtors | 88                           | -                            |
|               | -----                        | -----                        |
|               | 91                           | -                            |
|               | =====                        | =====                        |

#### 7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

|   | 31 December<br>2004<br>£'000 | 31 December<br>2003<br>£'000 |
|---|------------------------------|------------------------------|
| Trade creditors                           | 109                          | -                            |
| Amounts owed to ultimate parent company   | 8,122                        | -                            |
| Amounts owed to fellow group undertakings | 386                          | -                            |
| Other creditors                           | 21                           | -                            |
|   | -----                        | -----                        |
|   | 8,638                        | -                            |
|   | =====                        | =====                        |

# HAMMERSON (CRICKLEWOOD) LIMITED

## NOTES TO THE ACCOUNTS Year ended 31 December 2004

### 8. CALLED UP SHARE CAPITAL

|  | 31 December<br>2004<br>£ | 31 December<br>2003<br>£ |
|--|--------------------------|--------------------------|
| <b>Authorised:</b>                         |                          |                          |
| 100 Ordinary shares of £1 each             | 100                      | 100                      |
|  | =====                    | =====                    |
| <b>Called up, allotted and fully paid:</b> |                          |                          |
| 2 Ordinary shares of £2 each               | 2                        | 2                        |
|  | =====                    | =====                    |

### 9. RESERVES

|                                | Profit and<br>loss account<br>£'000 | Revaluation<br>reserve<br>£'000 |
|--------------------------------|-------------------------------------|---------------------------------|
| Balance at 1 January 2004      | -                                   | -                               |
| Profit retained for the year   | 47                                  | -                               |
| Deficit arising on revaluation | -                                   | (594)                           |
|                                | -----                               | -----                           |
| Balance at 31 December 2004    | 47                                  | (594)                           |
|                                | =====                               | =====                           |

### 10. ULTIMATE PARENT COMPANY AND CONTROLLING ENTITY

The immediate parent company is Hammerson UK Properties plc. The ultimate parent company and controlling party is Hammerson plc, which is incorporated in Great Britain and is the parent undertaking of the smallest and largest group to consolidate these financial statements. Copies of its financial statements are available from that company's registered office, 100 Park Lane, London, W1K 7AR.

### 11. CASH FLOW AND RELATED PARTY DISCLOSURE

As the Company is a wholly owned subsidiary it has taken exemption under the terms of Financial Reporting Standard 1 (revised 1996) "Cash flow statements" from preparing a cash flow statement, as it is included in the consolidated financial statements of Hammerson plc, which are publicly available.

The Company meets the exemption requirements of FRS 8 "Related Party Disclosures", in that 90% or more of its voting rights are controlled by Hammerson plc. The Company has therefore not separately disclosed transactions with other Group companies and investments of the Group qualifying as related parties.