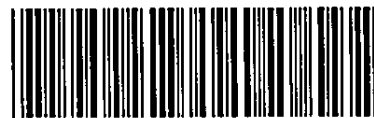


Registered Number 07801708

LS VICTORIA CIRCLE LP2 LIMITED
REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 MARCH 2013

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COMPANIES HOUSE

Directors' Report for the year ended 31 March 2013

The directors submit their report with the audited financial statements of the Company for the year ended 31 March 2013

RESULTS FOR THE YEAR AND DIVIDEND

The results are set out in the Profit and Loss Account on page 4

The directors do not recommend the payment of a dividend for the year ended 31 March 2013 (2012 £Nil)

PRINCIPAL ACTIVITY, REVIEW OF THE BUSINESS AND FUTURE DEVELOPMENTS

The Company continued its business of investment in a joint venture. No changes in the Company's principal activity are anticipated in the foreseeable future

GOING CONCERN

The directors believe that preparing the accounts on the going concern basis is appropriate due to the continued financial support of the ultimate parent company Land Securities Group PLC. The directors have received confirmation that Land Securities Group PLC intends to support the Company for at least one year after these financial statements are signed

DIRECTORS

The directors who held office during the year and up to the date of this report were

C O'Shea
C M Gill
Land Securities Management Services Limited

SMALL COMPANIES EXEMPTION

The Directors' Report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006

STATEMENT OF DISCLOSURE OF INFORMATION TO AUDITORS

In the case of each director in office at the date the Directors' Report is approved, the following applies

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- he has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

Registered Office
5 Strand
London
WC2N 5AF



By order of the Board
L F Turner, for and on behalf of LS Company Secretaries Limited,
Company Secretary
13 December 2013

Registered in England and Wales
Registered number 07801708

Directors' Responsibilities for the year ended 31 March 2013**Statement of directors' responsibilities**

The directors are responsible for preparing the Directors' 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 prepared 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,
- state whether applicable UK 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 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.

Independent Auditors' Report to the Members of LS Victoria Circle LP2 Limited for the year ended 31 March 2013

We have audited the financial statements of LS Victoria Circle LP2 Limited for the year ended 31 March 2013 which comprise the Profit and Loss Account, the Reconciliation of Movements in Total Shareholder's Deficit, the Balance Sheet and the related notes. 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).

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 2 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.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 report and financial statements to identify material inconsistencies with the audited financial statements. 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 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, or
- the directors were not entitled to take advantage of the small companies' exemption in preparing the Directors' Report.



Parwinder Purewal (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London
13 December 2013

Profit and Loss Account for the year ended 31 March 2013

	Notes	For the year ended 31 March 2013 £'000	For the period from 7 October 2011 to 31 March 2012 £'000
Result/ (loss) on sale of partnership	2	-	(501)
Result/ (loss) before interest and taxation		-	(501)
Interest receivable and similar income	3	3,263	221
Interest payable and similar charges	4	(4,058)	(427)
Loss on ordinary activities before taxation		(795)	(707)
Taxation	5	25	(27)
Loss for the financial year/ period		(770)	(734)

Reconciliation of Movements in Total Shareholder's Deficit for the year ended 31 March 2013
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	For the year ended 31 March 2013 £'000	For the period from 7 October 2011 to 31 March 2012 £'000
Loss for the year/ period	(770)	(734)
Addition to shareholder's deficit	(770)	(734)
Opening shareholder's deficit	(734)	-
Closing shareholder's deficit	(1,504)	(734)

All amounts arise from continuing operations

There is no difference between reported loss and historical cost loss on ordinary activities before taxation

There are no recognised gains or losses other than those shown in the Profit and Loss Account above

Balance Sheet as at 31 March 2013

	Notes	2013 £'000	2012 £'000
Fixed Assets			
Investment in a joint venture	6	56,766	50,996
Current assets			
Debtors	7	2,983	40,465
Creditors amounts falling due within one year	8	(61,253)	(92,195)
Net current liabilities		<u>(58,270)</u>	<u>(51,730)</u>
Total assets less current liabilities		<u>(1,504)</u>	<u>(734)</u>
Net liabilities		<u>(1,504)</u>	<u>(734)</u>
Capital and reserves			
Called up share capital	9	-	-
Profit and loss account	10	(1,504)	(734)
Total shareholder's deficit		<u>(1,504)</u>	<u>(734)</u>

The financial statements on pages 4 to 8 were approved and authorised for issue by the board of directors on 13 December 2013 and were signed on its behalf by

C M Gill
Director



1. Accounting Policies

The financial statements have been prepared on the going concern basis, under the historical cost convention, in accordance with Companies Act 2006 and applicable United Kingdom accounting standards

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Company's financial statements

(a) Interest

Interest is accounted for on an accruals basis

(b) Taxation

Taxation is charged at the corporation tax rate of 24%(2012 26%)

(c) Investment in a joint venture

The Company's investment in a joint venture is carried at cost, less any repayment of joint venture capital and provision for impairment in value

(d) Impairment of assets

Assets are reviewed annually for impairment Where impairment exists the asset is written down to its net realisable value

(e) Segmental reporting

The Company's activities consist solely of investment in the United Kingdom

(f) Group accounts

The financial statements present information about the Company as an individual undertaking and not about its group The Company has not prepared group accounts as it is exempt from the requirement to do so by section 400 of the Companies Act 2006 as it is a subsidiary of Land Securities Group PLC, a Company incorporated in England and Wales whose consolidated financial statements are publicly available

2 Property development management and administrative expenses

(a) Management services

The Company had no employees during the year (2012 None) Management services were provided to the Company throughout the year by Land Securities Properties Limited, which is a group undertaking

(b) Directors' emoluments

The directors of the Company received no emoluments from Land Securities Properties Limited for their services to the Company (2012 £nil)
The amounts allocated to services for this Company were of negligible value

(c) Auditors' remuneration

The Group's auditors' remuneration is borne by Land Securities Properties Limited The proportion of the remuneration which relates to the Company amounts to £1,471 (2012 £1,636) The auditors received no remuneration for non-audit services provided to the Company during the period

(d) Loss on sale of partnership

The difference between the present value and the fair value of the deferred consideration receivable from CPP Investment Board Real Estate Holdings Inc is recognised in the Profit and Loss Account

3 Interest receivable and similar income

	For the year ended 31 March 2013 £'000	For the period from 7 October 2011 to 31 March 2012 £'000
On deferred consideration	402	100
On an amount owing from a joint venture	2,861	121
	<u>3,263</u>	<u>221</u>

4 Interest payable and similar charges

	For the year ended 31 March 2013 £'000	For the period from 7 October 2011 to 31 March 2012 £'000
On an amount owed to a group undertaking	4,058	427

5. Taxation

	For the year ended 31 March 2013 £'000	For the period from 7 October 2011 to 31 March 2012 £'000
Analysis of tax (credit) / charge for the year / period		
Corporation tax on loss for the year / period	1	27
Adjustments to current tax in respect of prior years	(26)	-
Total current tax	(25)	27

Factors affecting the tax (credit) / charge for the year / period

The tax assessed for the year / period is higher (2012 higher) than the standard rate of corporation tax in the UK of 24% (2012 26%)

The differences are explained below

Loss on ordinary activities before taxation	(795)	(707)
Loss on ordinary activities multiplied by the standard rate in the UK at 24% (2012 26%)	(191)	(184)
Effect of		
Expenses not deductible for tax purposes	1	189
Non-taxable income	(96)	-
Adjustments in respect of prior years	(26)	-
Exempt property rental losses in the year / period ended 31 March 2013 / 31 March 2012	287	22
Current tax (credit) / charge for the year / period	(25)	27

Land Securities Group PLC is a Real Estate Investment Trust ('REIT') As a result the Company does not pay UK corporation tax on the profits and gains from qualifying rental business in the UK provided it meets certain conditions Non-qualifying profits and gains of the Company continue to be subject to corporation tax as normal

6. Investment in a joint venture

	2013 £'000
At 1 April 2012	50,996
Capital additions	5,770
At 31 March 2013	56,766

The Company owns 24.995% of Victoria Circle Limited Partnership which is a joint venture and draws up financial statements to 31 March The Victoria Circle Limited Partnership is a joint venture between LS Victoria Circle LP1 Limited, LS Victoria Circle LP2 Limited, Victoria Circle Trustee 1 Limited, Victoria Circle Trustee 2 Limited and Victoria Circle GP Limited

The directors believe that the carrying value of the investment is supported by its underlying net assets

7. Debtors

	2013 £'000	2012 £'000
Deferred Consideration	-	40,344
Victoria Circle Limited Partnership	2,983	121
	2,983	40,465

8. Creditors: amounts falling due within one year

	2013 £'000	2012 £'000
Amount owed to a group undertaking	61,252	92,168
Corporation tax	1	27
	<u>61,253</u>	<u>92,195</u>

The unsecured loan from the group undertaking is repayable on demand with no fixed repayment date. Interest is charged at 5.5% per annum (2012: 5.5%).

9. Called up share capital

	2013 Number	Issued 2012 Number	Allotted and fully paid 2013 £	2012 £
Ordinary shares of £1.00 each	1	1	1	1

10. Reserves

	Called up Share Capital £'000	Profit and Loss Account £'000	Total £'000
At 1 April 2012	-	(734)	(734)
Loss for the year	-	(770)	(770)
At 31 March 2013	<u>-</u>	<u>(1,504)</u>	<u>(1,504)</u>

11. Cash flow statement exemption

The Company is a wholly owned subsidiary of Land Securities Group PLC which prepares a consolidated cash flow statement. The Company has therefore elected to make use of the exemption provided in Financial Reporting Standard 1 (revised 1996) "Cash Flow Statements" not to produce its own cash flow statement.

12. Related party transactions

The Company is a wholly owned subsidiary of Land Securities Group PLC and has taken advantage of the exemption provided in paragraph 3(c) of Financial Reporting Standard 8 "Related Party Disclosures" not to make disclosure of transactions with other entities that are part of the group.

13. Parent company

The immediate parent company is LC25 Limited.

The ultimate parent company and controlling party at 31 March 2013 was Land Securities Group PLC, which is registered in England and Wales. This is the largest parent company of the group to consolidate these financial statements.

Consolidated financial statements for the year ended 31 March 2013 for Land Securities Group PLC can be obtained from the Company Secretary, 5 Strand, London WC2N 5AF. This is the largest and smallest Group to include these accounts in its consolidated financial statements.

14. Financial support

The ultimate parent company has informed the Company that it is its present intention to continue to provide financial support to the Company to enable it to meet its liabilities as they fall due.