

CWE SPVd LIMITED
Registered Number: 3123296

DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2002



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DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2002

The directors present herewith the audited financial statements for the year ended 30 June 2002.

ULTIMATE PARENT UNDERTAKING

The company's immediate parent undertaking is CWE SPV HCo Limited, a company registered in England and Wales. The company's ultimate parent undertaking is Canary Wharf Group plc ('CWG').

PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS

The principal activity of the company remains property investment, although it held no investment properties during the year ended 30 June 2002.

DIVIDENDS AND RESERVES

The profit and loss account for the year ended 30 June 2002 is set out on page 6. The directors do not recommend the payment of a dividend (2001:Nil).

DIRECTORS

The directors of the company throughout the year ended 30 June 2002, except as noted, were:

A P Anderson II
G Iacobescu
R Lyons (appointed 9 April 2002)
G Rothman (resigned 8 April 2002)

DIRECTORS' INTERESTS

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

Other than the above, no director had any beneficial interest in the shares of the company, its parent undertaking or any of its subsidiaries at 30 June 2002 or at any time throughout the year then ended.

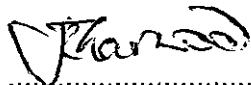
DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2002

AUDITORS

On 31 July 2002 Arthur Andersen resigned as auditors and Deloitte & Touche were appointed in their place. In accordance with section 394 of the Companies Act 1985, Arthur Andersen have confirmed that there are no circumstances connected with their ceasing to hold office which they consider should be brought to the attention of the company's members.

Elective resolutions to dispense with holding annual general meetings, the laying of financial statements before the company in general meeting and the appointment of auditors annually are currently in force. The auditors, Deloitte & Touche, will therefore be deemed to have been reappointed at the end of the period of 28 days, beginning the day on which copies of this report and financial statements are sent to members unless a resolution is passed under section 393 of the Companies Act 1985 to the effect that their appointment be brought to an end.

BY ORDER OF THE BOARD



..... Company Secretary
J R Garwood

11 November 2002

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

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

The directors are required by the Companies Act 1985 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the results of the company for the year then ended. 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, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CWE SPVd LIMITED

We have audited the financial statements of CWE SPVd Limited for the year ended 30 June 2002 which comprise the profit and loss account and the balance sheet, and the related notes 1 to 11. These financial statements have been prepared under the accounting policies set out therein.

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.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
CWE SPVd LIMITED**

Opinion

In our opinion, the financial statements give a true and fair view of the state of the company's affairs as at 30 June 2002 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche

Deloitte & Touche
Chartered Accountants and Registered Auditors
London

11 November 2002

CWE SPVd LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 JUNE 2002

	Notes	Year Ended 30 June 2002	Year Ended 30 June 2001
		£	£
Interest receivable	3	64,119	81,525
Interest payable and similar charges	4	(64,119)	(81,525)
PROFIT FOR THE FINANCIAL YEAR		-	-

All amounts relate to continuing activities.

There were no recognised gains or losses for the year ended 30 June 2002 or the year ended 30 June 2001 other than those included in the profit and loss account.

The notes on pages 8 to 10 form an integral part of these financial statements.

CWE SPVd LIMITED

BALANCE SHEET AS AT 30 JUNE 2002

	Notes	30 June 2002	30 June 2001
		£	£
CURRENT ASSETS			
Debtors	6	1,787,201	1,723,082
		<u>1,787,201</u>	<u>1,723,082</u>
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	7	(1,787,200)	(1,723,081)
NET CURRENT ASSETS		<u>1</u>	<u>1</u>
NET ASSETS		<u>1</u>	<u>1</u>
CAPITAL AND RESERVES			
Called-up share capital	8	1	1
Profit and loss account		-	-
SHAREHOLDERS' FUNDS - EQUITY	9	<u>1</u>	<u>1</u>

The notes on pages 8 to 10 form an integral part of these financial statements.

APPROVED BY THE BOARD ON 11 NOVEMBER 2002 AND SIGNED ON ITS BEHALF BY:



R LYONS
DIRECTOR

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2002

1 PRINCIPAL ACCOUNTING POLICIES

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

Accounting convention

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

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

Interest receivable and interest payable

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

2 ADMINISTRATIVE EXPENSES

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

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

Auditors' remuneration has been borne by another group undertaking.

3 INTEREST RECEIVABLE

	Year Ended 30 June 2002	Year Ended 30 June 2001
	£	£
Interest receivable from group undertakings	64,119	81,525
	<u>64,119</u>	<u>81,525</u>

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2002

4 INTEREST PAYABLE AND SIMILAR CHARGES

	Year Ended 30 June 2002	Year Ended 30 June 2001
	£	£
Interest payable to group undertakings	64,119	81,525
	<u>64,119</u>	<u>81,525</u>

5 TAXATION

No charge for taxation has been made since the company recorded neither a profit nor loss for the year. It is anticipated that group relief and other tax reliefs will impact on any future tax charges. There is no unprovided deferred taxation.

6 DEBTORS

	30 June 2002	30 June 2001
	£	£
Loan to fellow subsidiary undertaking	1,549,581	1,485,462
Amount owed by parent undertaking	1	1
Amounts owed by fellow subsidiary undertakings	237,619	237,619
	<u>1,787,201</u>	<u>1,723,082</u>

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

7 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	30 June 2002	30 June 2001
	£	£
Loan owed to parent undertaking	237,901	228,097
Loan owed to fellow subsidiary undertaking	1,549,295	1,494,980
Amounts owed to fellow subsidiary undertakings	4	4
	<u>1,787,200</u>	<u>1,723,081</u>

The loans from the parent and fellow subsidiary undertakings bear interest at a rate linked to LIBOR, subject to certain caps, and are repayable on demand.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2002

8 CALLED-UP SHARE CAPITAL

	30 June 2002	30 June 2001
	£	£
Equity Shares		
Authorised, 100 ordinary shares of £1 each	100	100
Allotted, called-up and fully paid, 1 ordinary share of £1 each	1	1

9 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	£
Shareholders' funds	
as at 30 June 2001 and 30 June 2002	1

10 CAPITAL COMMITMENTS

As at 30 June 2002 the company had given fixed and floating charges over substantially all its assets to secure the commitments of certain other group undertakings.

11 RELATED PARTIES

The company's immediate parent undertaking is CWE SPV Super HCo Limited, a company registered in England and Wales. The company's ultimate parent was Canary Wharf Group plc (subsequently renamed Canary Wharf Estate Limited) until 4 December 2001. Following the completion of a group reconstruction on this date the new holding company, New Canary Wharf plc, subsequently renamed Canary Wharf Group plc, a company registered in England and Wales, is considered the company's ultimate parent undertaking.

Canary Wharf Group plc is the parent company of the largest and smallest group of which the company is a member and for which group financial statements are drawn up.

Copies of the consolidated financial statements of Canary Wharf Group plc may be obtained from the Company Secretary, 30th Floor, One Canada Square, Canary Wharf, London E14 5AB.

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