

**Lend Lease Dormant
Holdings Limited**

**Directors' report and
financial statements**

30 June 2006

Registered number 3365849

MONDAY



L9685ORS

LD2

16/04/2007

29

COMPANIES HOUSE

Directors' report and financial statements

Contents

Directors' report	1
Statement of directors' responsibilities	2
Independent auditor's report to the members of Lend Lease Dormant Holdings Limited	3 - 4
Balance sheet	5
Notes to the financial statements	6 - 8

Directors' report

The directors present their annual report and the audited financial statements for the year ended 30 June 2006

Principal activities

The Principal activity of Lend Lease Dormant Holdings Limited is to hold investments in dormant group companies

Results and dividends

The company received no income nor incurred any expenses during the year. Consequently a profit and loss account is not presented. The directors do not propose a dividend for the year (2005 £nil)

Directors and directors' interests

The directors of the during the year company were as follows

N C Martin (resigned 14 March 2006)
R G Caven
A Cutts (appointed 14 March 2006)

None of the directors who held office at the end of the financial year, or their families and family trusts, had any disclosable interest in the shares of the company. In accordance with section 324 of the Companies Act 1985, holdings in the share capital of other group companies are not disclosed.

Auditors

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant information of which the Company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

A resolution for the reappointment of KPMG LLP as auditors of the company is to be proposed at a forthcoming Annual General Meeting.

Registered Office

On 18 May 2006 the Company changed its registered office from 2nd Floor, 10 Maltravers Street, London, WC2R 3NG to 142 Northolt Road, South Harrow, Middlesex, HA2 0EE.

On behalf of the board


R G Caven
Director

142 Northolt Road
Harrow
Middlesex HA2 0EE
29 March 2007

Statement of the directors' responsibilities in respect of the Directors' Report and the financial statements

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 they have elected to prepare the financial statements in accordance with UK Accounting Standards.

The financial statements are required by law to give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period.

In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and 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 proper accounting records that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its financial statements comply with the Companies Act 1985. They have general responsibility 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 auditor's report to the members of Lend Lease Dormant Holdings Limited

We have audited the financial statements of Lend Lease Dormant Holdings Limited for the year ended 30 June 2006 which comprise the Balance Sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, 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 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 auditors

As described in the Statement of Directors' Responsibilities on page two, the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements. We also report to you if, in our opinion, 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 other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 judgments 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, in accordance with UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 30 June 2006 and of its result for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements

KPMG LLP

KPMG LLP
Chartered Accountants
Registered Auditor

8 Salisbury Square
London
EC4Y 8BB

13 April 2007

Balance sheet

at 30 June 2006

		2006		2005	
		£	£	£	£
Fixed assets					
Investments	4		124		114
			<hr/>		<hr/>
			124		114
Current assets					
Debtors	5	1		1	
		<hr/>		<hr/>	
		1		1	
Creditors: amounts falling due within one year	6	(124)		(114)	
		<hr/>		<hr/>	
Net current (liabilities)/assets			(123)		(113)
			<hr/>		<hr/>
Net assets			1		1
			<hr/>		<hr/>
Capital and reserves					
Called up share capital	7		1		1
			<hr/>		<hr/>
Equity shareholders' funds			1		1
			<hr/>		<hr/>

The company received no income nor incurred any expenses during the year. Consequently a profit and loss account is not presented. There were no recognised gains or losses for the year.

The notes to and forming part of these financial statements are set out on pages 6 to 8.

These financial statements were approved by the board of directors on 29 March 2007 and were signed on its behalf by


R G Caven
Director

Notes to the financial statements

1 Accounting policies

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

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules

Taxation

The charge for taxation is based on the profit for the year and takes into account deferred taxation. In accordance with Financial Reporting Standard No 19 'Deferred Tax', deferred taxation is provided fully and on a non discounted basis at future corporation tax rates in respect of timing differences between profits computed for taxation and accounts purposes

Fixed asset investments

Fixed asset investments are stated at cost less provision for permanent diminution in value

Cash flow statement

A cash flow statement is not included with these financial statements as a consolidated cash flow statement, produced under Financial Reporting Standard No 1, is included in the financial statements of Lend Lease Europe Holdings Limited

Related party transactions

The company has taken advantage of the exemption in Financial Reporting Standard No 8 'Related Party Disclosures' to dispense with the requirement to disclose transactions with group companies

2 Directors and employees

The directors did not receive any emoluments in respect of their services to the company (2005 £nil)

The company did not employ any staff during the year (2005 nil)

3 Auditor's remuneration

Auditor's remuneration is borne by Lend Lease Europe Limited, a fellow subsidiary undertaking of the Lend Lease Europe Holdings Limited Group

Notes to the financial statements (continued)

4 Investments

Fixed asset investments represent shares in subsidiary undertakings

	Number of Ordinary Shares	Percentage ownership
Bovis Construction Limited	1	100%
AHJI Limited (formerly Ashby & Horner Joinery & Interiors Limited)	100,000	100%
Lend Lease (No 2) Limited	1	100%
The Greenwich Peninsula Development Company Limited (formerly Greenwich Peninsula Company Limited)	1	100%
Bovis Lend Lease Group Limited	1	100%
Bovis Lend Lease Investments Limited	2	100%
Lend Lease Development & Capital Services Limited	1	100%
Civic Shopping Centres Limited	100	100%
Clacton Centre Limited	1	100%
John Lelliott Construction Limited	2	100%
John Lelliott Limited	2	100%
Lend Lease Fareham Limited	1	100%
Lend Lease Fareham Market Quay Limited	1	100%
LL Dormant (No 1) Ltd	*	100%
LL Dormant (No 2) Ltd	*	100%
LL Dormant (No 3) Ltd	*	100%
LL Dormant (No 4) Ltd	*	100%
LL Dormant (No 5) Ltd	*	100%
LL Dormant (No 6) Ltd	*	100%
LL Dormant (No 7) Ltd	*	100%
LL Dormant (No 8) Ltd	*	100%
LL Dormant (No 9) Ltd	*	100%
LL Dormant (No 10) Ltd	*	100%

*Acquired during the year

Lend Lease (No 1) Limited was sold during the year to Lend Lease Europe Limited, a group company. The sale was settled by a reduction in the creditor owing from Lend Lease Europe Limited. There was no profit or loss on the sale.

All of the above companies are dormant and are registered in England & Wales.

In the opinion of the directors the investments in and amounts due from the company's subsidiary undertakings are worth at least the amounts at which they are stated in the balance sheet.

<i>Movement in investments</i>	2006 £	2005 £
At beginning of year	114	-
Additions	11	114
Disposals	(1)	-
	<hr/>	<hr/>
At end of year	124	114
	<hr/>	<hr/>

Notes to the financial statements *(continued)*

5 Debtors

	2006 £	2005 £
Amounts owed by Lend Lease Europe Holdings Limited	1	1

6 Creditors: amounts falling due within one year

	2006 £	2005 £
Amounts owed to Lend Lease Europe Limited	124	114

7 Called up share capital

	2006 £	2005 £
<i>Authorised</i> 250,000,000 ordinary shares of £1	250,000,000	250,000,000
<i>Allotted, called up and fully paid</i> 1 ordinary share of £1	1	1

8 Ultimate parent company and parent undertaking of larger group of which the company is a member

The company's immediate parent undertaking is Lend Lease Europe Holdings Limited which is registered in England and Wales. The ultimate parent undertaking of the company is Lend Lease Corporation Limited which is incorporated in Australia.

The largest group in which the results of the company are consolidated is that headed by Lend Lease Corporation Limited. The consolidated financial statements of that group may be obtained from www.lendlease.com.au.

The smallest group in which the financial statements of the company are consolidated is that headed by Lend Lease Europe Holdings Limited. The consolidated financial statements of that group may be obtained from The Registrar of Companies, Companies House, Crown Way, Maundy, Cardiff.