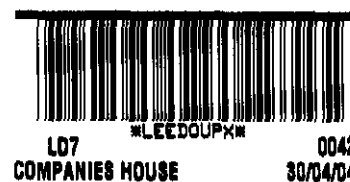


**Overgate GP Limited**

**Directors' report and  
financial statements**

30 June 2003

Registered number 3720195



## **Directors' report and financial statements**

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## Directors' report

The directors present their annual report and the audited financial statements for the year ended 30 June 2003.

### Principal activities

The principal activity of Overgate GP Limited is to act as general partner to the Lend Lease Overgate Partnership.

### Results and dividends

The loss for the year after taxation amounted to £349 (2002: £15,720 profit). The directors do not recommend the payment of a dividend (2002: £nil).

### Directors and directors' interests

#### 'O' Directors

'O' directors are appointed by 'O' shareholders and are officers of the Lend Lease Europe Holdings group. The 'O' directors who held office throughout the year were:

G I M Cockburn	(resigned 12 March 2004)
A L Gough	(resigned 29 September 2003)
C M Foster Taylor	(resigned 30 May 2003)
K M Anderson	(resigned 29 September 2003)

Subsequent to the year-end on 29 September 2003 A Hughes, DK Perry and JP Allwood were appointed as directors. A Hughes resigned on 12 March 2004. On 12 March 2004 CS Matheson was appointed as a director.

#### 'D' Directors

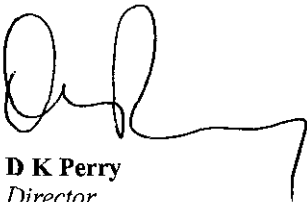
The 'D' director is appointed by the 'D' shareholders of Overgate GP Limited and are independent of the Lend Lease Europe Holdings Limited group. K G Saunders is the only 'D' director.

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

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

On behalf of the Board



**D K Perry**  
Director

23 Kingsway  
London WC2B 6UJ  
26 April 2004

## Statement of directors' responsibilities

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 and of the profit or loss of the company for that period. In preparing those 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 maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable them to ensure that the 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.

The above statement should be read in conjunction with the statement of auditors' responsibilities set out in the auditors' report on page 3.

## **Independent auditors' report to the members of Overgate GP Limited**

We have audited the financial statements on pages 4 to 9.

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***

The directors are responsible for preparing the directors' report and, as described on page 2, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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 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.

### ***Basis of audit opinion***

We conducted our audit in accordance with 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 30 June 2003 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



**KPMG LLP**  
Chartered Accountants  
Registered Auditor

8 Salisbury Square  
London  
EC4Y 8BB  
26 April 2004

## Profit and loss account

*for the year ended 30 June 2003*

	<i>Note</i>	<b>2003</b> £	2002 £
Turnover	1	466,324	313,688
Operating expenses		(463,979)	(287,774)
<b>Operating profit</b>		<u>2,345</u>	<u>25,914</u>
Interest receivable and similar income		1	1
<b>Profit on ordinary activities before taxation</b>		<u>2,346</u>	<u>25,915</u>
Tax on profit on ordinary activities	4	(2,695)	(10,195)
<b>(Loss) /profit on ordinary activities after taxation</b>		<u>(349)</u>	<u>15,720</u>
Retained profit brought forward		18,643	2,923
<b>Retained profit carried forward</b>		<u><u>18,294</u></u>	<u><u>18,643</u></u>

All activities are continuing.

The company had no recognised gains or losses other than the loss for the year.

There is no difference between the loss as reported and the loss on a historical cost basis.

The notes to and forming part of the financial statements are set out on pages 6 to 9.

## Balance sheet

at 30 June 2003

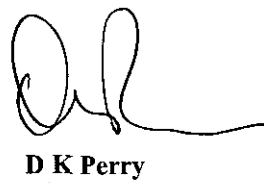
	Note	2003 £	£	2002 £	£
<b>Fixed assets</b>					
Investments	5		1		1
<b>Current assets</b>					
Debtors	6	96,600		225,096	
<b>Creditors: amounts falling due within one year</b>	7	(78,292)		(206,439)	
		<hr/>		<hr/>	
<b>Net current assets</b>			18,308		18,657
			<hr/>		<hr/>
<b>Net assets</b>			18,309		18,658
			<hr/>		<hr/>
<b>Capital and reserves</b>					
Called up share capital	8		15		15
Profit and loss account			18,294		18,643
			<hr/>		<hr/>
<b>Shareholders' funds</b>	9		18,309		18,658
			<hr/>		<hr/>
<b>Analysis of shareholders' funds</b>					
Equity			18,295		18,644
Non-equity			14		14
			<hr/>		<hr/>
			18,309		18,658
			<hr/>		<hr/>

The notes to and forming part of these financial statements are set out on pages 6 to 9.

These financial statements were approved by the board of directors on 26 April 2004 and were signed on its behalf by:



**C S Matheson**  
Director



**D K Perry**  
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.

#### *Exemption from requirement to prepare group accounts*

The company is a wholly owned subsidiary of Lend Lease Europe Holdings Limited, a company registered in England and Wales which prepares consolidated financial statements. The company is exempt (under Section 228 of the Companies Act 1985) from the obligation to prepare group financial statements. The financial statements of the company present information about the company as an individual undertaking and not about its group.

#### *Fixed asset investments*

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

#### *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.

#### *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.

#### *Turnover*

Turnover is stated net of value added tax and is derived from the following sources:

	2003 £	2002 £
Management fee	373,855	298,541
Rental income -- external	5,640	5,223
Other	86,829	9,924
	<hr/> 466,324 <hr/>	<hr/> 313,688 <hr/>

All turnover arose in the United Kingdom.

## Notes to the financial statements *(continued)*

### 2 Directors' remuneration and employees

All 'O' directors are remunerated as employees by other group companies and received no emoluments in respect of their services as directors. The emoluments of the 'O' directors are disclosed in the consolidated financial statements of Lend Lease Europe Holdings Limited as they relate to services to the group as a whole.

The 'D' director received £12,500 (2002: £12,500) for his directorship which was recovered from the Lend Lease Overgate Partnership.

The company did not employ any staff during the year (2002: nil).

### 3 Auditors' remuneration

Auditors' remuneration is borne by Lend Lease Europe Limited, the immediate parent company.

### 4 Tax on profit on ordinary activities

Analysis of charge for the year:

	2003 £	2002 £
Current tax (FRS 16)		
UK Corporation tax on profit for the year	2,695	10,195
	<hr/> 2,695	<hr/> 10,195

The tax assessed differs from the application of the standard rate of corporation tax in the UK (30%) to the company's profit before taxation for the following reasons:

Profit on ordinary activities before tax	2,346	25,915
Profit on ordinary activities multiplied by the standard rate of corporation tax in the UK (30%)	704	7,775
<b>Effects of:</b>		
Share of taxable (losses)/profits of Lend Lease Overgate Partnership	(469)	900
Expenses not deductible for tax purposes	2,460	1,520
Total current tax	<hr/> 2,695	<hr/> 10,195

The above tax calculation is an estimate prepared at the time of signing the financial statements. Any adjustments subsequently agreed with the Inland Revenue will be reflected in the financial statements for the period in which such agreement is reached.

## Notes to the financial statements *(continued)*

### 5 Investments

	2003	2002
	£	£
Equity investment in the Lend Lease Overgate Partnership	1	1

The investment represents the participation in the Lend Lease Overgate Partnership held by the company as general partner.

The holding is included in the balance sheet at cost. The directors are satisfied that the investment is worth at least the amount at which it is stated in the balance sheet.

### 6 Debtors

	2003	2002
	£	£
Prepayments and accrued income	96,600	225,096
	<u>96,600</u>	<u>225,096</u>

### 7 Creditors: amounts falling due within one year

	2003	2002
	£	£
Taxation and social security	15,228	-
Amount owed to group undertakings	63,064	206,439
	<u>78,292</u>	<u>206,439</u>

## Notes to the financial statements *(continued)*

### 8 Called up share capital

	2003 £	2002 £
<i>Authorised</i>		
2,000 'D' shares of £0.01 each	20	20
500,000,000 'O' shares of £1 each	500,000,000	500,000,000
	<hr/>	<hr/>
	500,000,020	500,000,020
	<hr/>	<hr/>
<i>Allotted, called up and fully paid</i>		
1,372 'D' shares of £0.01 each	14	14
1 'O' share of £1 each	1	1
	<hr/>	<hr/>
	15	15
	<hr/>	<hr/>

'D' shares only carry the rights to vote on the appointment or removal of 'D' directors. They are repaid in preference to 'O' shares on the winding up of the company but carry no rights to a dividend.

'O' shares carry all voting rights to the company except those described above. They are repaid after 'D' shares on the winding up of the company but carry the rights to receive all dividends declared by the company.

### 9 Reconciliation of movements in shareholders' funds

	2003 £	2002 £
Opening shareholders' funds	18,658	2,938
(Loss)/profit for the financial year	(349)	15,720
	<hr/>	<hr/>
Closing shareholders' funds	18,309	18,658
	<hr/>	<hr/>

### 10 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 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 Group's website at [www.lendlease.com.au](http://www.lendlease.com.au).

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