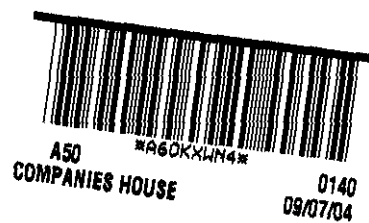


BLS Warwick Limited

Directors' report and financial
statements

Registered number 4217312

30 June 2003



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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 and review of the business

The company was incorporated on 15 May 2001 as a vehicle for the design and construction of office premises at Warwick Court, Paternoster Square, London EC4.

Construction work commenced in September 2001. Practical completion of the project was achieved in May 2003.

Proposed dividend

The directors do not recommend the payment of a dividend.

Directors and directors' interests

The directors who held office during the year were as follows:

DJ Camp
JM Holmes (resigned 30 May 03)
MW O'Farrell
SA Moschini
PJ Simms
P Jacobs
A Butler (appointed 30 May 03)

The directors who held office at the end of the year had no interest in the share capital of the company according to the Register maintained by the company under Section 325 of the Companies Act 1985.

Auditors

In accordance with Section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG LLP as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By order of the board



HLM Secretaries Limited
Secretary

9th Floor, St James's Buildings
79 Oxford Street
Manchester
M1 6FQ

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 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;
- 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 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.



KPMG LLP

St James' Square
Manchester
M2 6DS
United Kingdom

Report of the independent auditors to the members of BLS Warwick Limited

We have audited the financial statements on pages 4 to 12.

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 profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG LLP

KPMG LLP
Chartered Accountants
Registered Auditors

5 July 2004

Profit and loss account
for the year ended 30 June 2003

	<i>Note</i>	2003 £000	2002 £000
Turnover		33,553	22,077
Operating expenses	3	(33,586)	(22,106)
Operating loss		(33)	(29)
Other interest receivable and similar income	5	71	24
Profit/(loss) on ordinary activities before taxation	2	38	(5)
Tax on profit/(loss) on ordinary activities	6	(11)	-
Profit/(loss) on ordinary activities after taxation and retained for the year		27	(5)

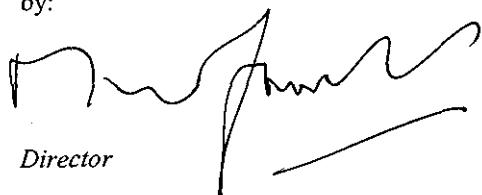
The company has no recognised gains or losses other than the result for the year and therefore no separate statement of total recognised gains and losses has been prepared.

All activities relate to continuing operations.

Balance sheet
at 30 June 2003

	<i>Note</i>	2003 £000	2002 £000
Current assets			
Debtors	7	717	4,166
Cash at bank and in hand		2,350	1,144
		3,067	5,310
Creditors: amounts falling due within one year	8	(3,045)	(5,315)
Net assets/(liabilities)		22	(5)
Capital and reserves			
Called up share capital	9	-	-
Profit and loss account		22	(5)
Shareholders' funds/(deficit)		22	(5)

These financial statements were approved by the board of directors on 24 March 2004 and were signed on its behalf by:


 Director

Cash flow statement
for the year ended 30 June 2003

	<i>Note</i>	2003 £000	2002 £000
Cash flow from operating activities	11	1,135	1,120
Returns on investments and servicing of finance	12	71	24
Cash inflow before management of liquid resources and financing		1,206	1,144
Financing		-	-
Increase in cash in the year		1,206	1,144
Reconciliation of net cash flow to movement in net debt			
Increase in cash in the year		1,206	1,144
Change in net debt resulting from cash flows		1,206	1,144
Movement in net debt in the year		1,206	1,144
Net debt at the start of the year		1,144	-
Net debt at the end of the year		2,350	1,144

Reconciliation of movements in shareholders' funds
for the year ended 30 June 2003

	2003 £000	2002 £000
Profit/(loss) for the financial year	27	(5)
Net increase/(reduction) in shareholders' funds	27	(5)
Opening shareholders' deficit	(5)	-
Closing shareholders' funds/(deficit)	22	(5)

Notes

(forming part of 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.

Long term contracts

The amount of profit attributable to the stage of completion of a long term contract is recognised when the outcome of the contract can be foreseen with reasonable certainty. Turnover for such contracts is stated at the cost appropriate to their stage of completion plus attributable profits, less amounts recognised in previous years. Provision is made for any losses as soon as they are foreseen.

Contract work in progress is stated at costs incurred, less those transferred to the profit and loss account, after deducting foreseeable losses and payments on account not matched with turnover.

Amounts recoverable on contracts are included in debtors and represent turnover recognised in excess of payments on account.

Taxation

The charge for taxation is based on the result for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

Turnover

Turnover represents the value of work performed during the period (excluding value added tax).

All of the company's turnover relates to its primary activity for services provided in the UK and relate to its continuing operations.

Cash and liquid resources

Cash, for the purpose of the cash flow statement, comprises cash in hand and deposits repayable on demand, less overdrafts payable on demand.

Notes (continued)

2 Profit/(loss) on ordinary activities before taxation

	2003 £000	2002 £000
<i>Profit/(loss) on ordinary activities before taxation is stated after charging</i>		
Auditors' remuneration:		
Audit	8	8
Other services - fees paid to the auditor and its associates	5	5
	<u> </u>	<u> </u>

3 Operating expenses

	2003 £000	2002 £000
Materials, site and production costs	33,553	22,077
Administrative costs	33	29
	<u> </u>	<u> </u>
	<u>33,586</u>	<u>22,106</u>

4 Staff Costs

The company had no employees throughout the year. Management and administrative staffing resources are provided by secondee staff, employed by certain related parties (see note 14).

5 Other interest receivable and similar income

	2003 £000	2002 £000
Other	71	24
	<u> </u>	<u> </u>

Notes (continued)

6 Taxation

Analysis of charge in year:

	2003 £000	2002 £000
<i>UK corporation tax</i>		
Current tax on income for the year	7	-
Adjustments in respect of prior periods	4	-
Tax on profit on ordinary activities	11	-

Factors affecting the tax charge for the current year

The current tax charge for the year is lower (2002 : *higher*) than the standard rate of corporation tax in the UK (30%, 2002 : 30%). The differences are explained below.

	2003 £000	2002 £000
<i>Current tax reconciliation</i>		
Profit/(loss) on ordinary activities before tax	38	(5)
Current tax at 30% (2002 : 30%)	11	(2)
<i>Effects of:</i>		
Expenses not deductible for tax purposes	-	2
Small company marginal rate relief	(4)	-
Total current tax charge (see above)	7	-

7 Debtors

	2003 £000	2002 £000
Amounts recoverable on contracts	717	4,134
Other debtors	-	32
	717	4,166

Notes (continued)

8 Creditors: amounts falling due within one year

	2003 £000	2002 £000
Trade creditors	990	291
Accruals and deferred income	1,939	5,024
Corporation tax	11	-
Other creditors	105	-
	3,045	5,315

9 Called up share capital

	2003 £	2002 £
<i>Authorised</i>		
Equity: Ordinary shares of £ 1,000 each	1,000	1,000
<i>Allotted, called up and fully paid</i>		
Equity: Ordinary shares of £ 1 each	2	2

10 Reserves

	Profit and loss Account £000
At 1 July 2002	(5)
Retained profit for the year	27
At 30 June 2003	22

Notes (continued)

11 Reconciliation of operating loss to net cash flow from operating activities

	2003 £000	2002 £000
Operating loss	(33)	(29)
Decrease/(increase) in debtors	3,449	(4,166)
(Decrease)/increase in creditors	(2,281)	5,315
	<u>1,135</u>	<u>1,120</u>

12 Analysis of cash flows

	2003 £000	2002 £000
Returns on investment and servicing of finance		
Interest received	<u>71</u>	<u>24</u>

13 Analysis of net debt

	At beginning of year £000	Cash flow £000	At end of year £000
Cash in hand, at bank	1,144	1,206	2,350
Total	<u>1,144</u>	<u>1,206</u>	<u>2,350</u>

14 Related party disclosures

Expenditure with related parties	Relationship	Class of Transaction	2003 Expenditure £000	2003 Dr / (Cr) £000
Bovis Lend Lease Limited	50% shareholders of company	Construction services	3,374	(256)
Stanhope Plc	50% shareholders of company	Project management services	1,522	(1,160)

15 Ultimate controlling party

In the opinion of the directors, the ultimate controlling party comprises Bovis Lend Lease Limited and Stanhope Plc, acting together.