

Lend Lease US Investments Limited

**Directors' report and
financial statements**

30 June 2000

Registered number 3365708



LD7
COMPANIES HOUSE

LTG442T7

0024
31/07/01

Directors' report and financial statements

Contents

Directors' report	1
Statement of directors' responsibilities	2
Auditors' report to the members of Lend Lease US Investments Limited	3
Statement of total recognised gains and losses	4
Balance sheet	5
Notes	6-9

Directors' report

The directors present their annual report and the audited financial statements for the year ended 30 June 2000.

Principal activities

The principal activity of Lend Lease US Investments Limited is to hold investments.

Results and dividends

The company received no income nor incurred any expenses during the year. Consequently a profit and loss account is not presented.

Directors and directors' interests

The directors at 30 June 2000 were as follows:

A L Gough	(appointed 13 July 1999)
R G Caven	(appointed 28 April 2000)
D S Hutton	(appointed 22 June 2000)

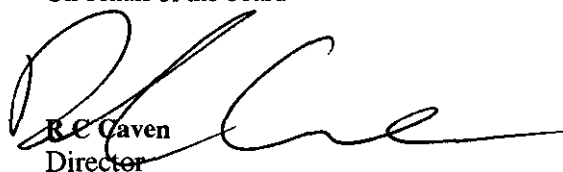
In addition, I Marshall, D S Arthur and P Walichnowski were directors until their resignations on 15 October 1999, 28 April 2000 and 30 June 2000 respectively.

According to the register of directors' interests, no rights to subscribe for shares in or debentures of the company were granted to any of the directors or their immediate families or exercised by them, during the financial year.

Auditors

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

On behalf of the board


R G Caven
Director

23 Kingsway
London WC2B 6UJ
26 July 2001

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 year. 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 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.

Auditors' report to the members of Lend Lease US Investments Limited

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

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. 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 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 2000 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



KPMG
Chartered Accountants
Registered Auditors

8 Salisbury Square
London
EC4Y 8BB

26 July 2001

Statement of total recognised gains and losses

For the year ended 30 June 2000

	2000 £	1999 £
Profit for the financial year	-	-
Unrealised foreign exchange loss on foreign currency investments	(1,069,173)	-
Unrealised foreign exchange gain on related borrowings	2,138,556	-
Total recognised gains and losses	1,069,383	-

The company received no income nor incurred any expenses during the year. Consequently a profit and loss account is not presented.

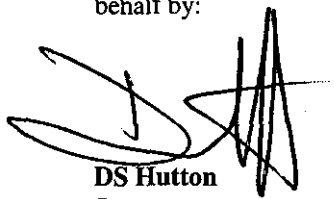
The notes to and forming part of these financial statements are set out on pages 6 to 9.

Balance sheet

at 30 June 2000

	Note	2000 £	1999 £
Fixed assets			
Investments	4	131,057,524	12,126,697
Current assets			
Debtor	5	132,135,306	-
Creditors: amounts falling due within one year	6	(142,123,446)	(12,126,696)
Net current liabilities		(9,988,140)	(12,126,696)
Net assets		121,069,384	1
Capital and reserves			
Called up share capital	7	120,000,001	1
Profit and loss account		1,069,383	-
Shareholders' funds		121,069,384	1
Analysis of shareholders' funds			
Equity		1,069,384	1
Non-equity		120,000,000	-
		121,069,384	1

These financial statements were approved by the board of directors on 26 July 2001 and were signed on its behalf by:


DS Hutton
Director


RG Caven
Director

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

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. The going concern basis has been adopted despite the net current liabilities position due to the ongoing support of the parent company.

Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Provision is made for deferred tax only to the extent that it is probable that an actual liability will crystallise.

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, except where they have been hedged by foreign currency borrowings, when they are retranslated at the end of each accounting period at the closing rates of exchange. Where investments are treated in this way, any resulting exchange gains or losses are taken direct to reserves where they are offset by the exchange gains or losses on the associated borrowings.

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

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.

Notes to the financial statements *(continued)*

2 Directors and employees

Emoluments in respect of all the 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 company did not employ any staff during the year.

3 Auditors' remuneration

Auditors' remuneration in respect of audit and other fees was borne by Lend Lease Europe Limited, a company in the Lend Lease Europe Holdings Limited Group.

4 Investments

<i>Movement in investment in Lend Lease (US) Inc:</i>	2000	1999
	£	£
At beginning of year	12,126,697	12,126,697
Additions	120,000,000	-
Exchange movements (note 8)	(1,069,173)	-
At end of year	131,057,524	12,126,697

The company owns 100% of the share capital of Lend Lease (US) Inc, an asset management company incorporated in the United States.

In the period from 15 June 2000 to the year end the investments in Lend Lease (US) Inc were matched to foreign currency loans received from Lend Lease Europe Holdings Limited. As a result the investment in Lend Lease (US) Inc has been retranslated at the year end and the resulting foreign exchange difference has been taken directly to reserves. The exchange gain on the borrowings has been offset, as a reserves movement, against this exchange loss.

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

Note to the financial statements (continued)

5 Debtor

	2000 £	1999 £
Amounts owed by Lend Lease Europe Holdings Limited	132,135,306	-

6 Creditors: amounts falling due within one year

	2000 £	1999 £
Amounts owed to		
- Lend Lease Europe Holdings Limited	129,996,750	-
- Vita Lend Lease Limited (formerly Lend Lease Europe Investments Limited)	12,126,696	12,126,696
	142,123,446	12,126,696

7 Called up share capital

	2000 £	1999 £
<i>Authorised</i>		
250,000,000 ordinary shares of £1	250,000,000	250,000,000
120,000,000 preference shares of £1	120,000,000	120,000,000
	370,000,000	370,000,000
<i>Allotted, called up and fully paid</i>		
1 ordinary share of £1	1	1
120,000,000 preference shares of £1	120,000,000	-
	120,000,001	1

On 15 June 2000, 120,000,000 preference shares were issued at a nominal value of £1 each. The preference shares are redeemable at the option of the shareholder or the company for a period of 20 years from the date of issue. The shares were issued as part of a simultaneous settlement transaction to restructure the group's investment in the Bovis American subsidiaries.

The preference shares carry a fixed cumulative preferential dividend of LIBOR plus 2 per cent on the nominal value of each share, payable annually in arrears out of the profits available for distribution. On a winding up of the company the preference shareholders have a right to receive, in preference to payments to ordinary shareholders, an amount equal to the aggregate of the nominal value of the shares together with any accruals of the preferential dividend in respect of those shares.

The preference shares do not carry the right to vote at general meetings of the company.

Notes to the financial statements *(continued)*

8 Reconciliation of movements in shareholders' funds

	2000 £000	1999 £
Profit for the financial year	-	-
Exchange difference on investment in subsidiaries net of movement on associated borrowings.	1,069,383	-
New share capital subscribed	120,000,000	-
Increase in shareholders' funds	121,069,383	-
Opening shareholders' funds	1	1
Closing shareholders' funds	121,069,384	1

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

The company is a subsidiary undertaking of Lend Lease Europe Holdings Limited which is registered in England and Wales. Its ultimate parent undertaking 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 Level 46, Australia Square, George Street, Sydney, Australia.

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, Maindy, Cardiff.