

CANARY WHARF CONTRACTORS (DS2) LIMITED
Registered Number: 3605337

DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 30 JUNE 2001



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CANARY WHARF CONTRACTORS (DS2) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2001

The directors present herewith the audited financial statements for the year ended 30 June 2001.

ULTIMATE PARENT UNDERTAKING

The company's immediate parent undertaking is Canary Wharf (DS2) Limited, a company registered in England and Wales. The company's ultimate parent is Canary Wharf Group plc ('CWG').

PRINCIPAL ACTIVITIES AND REVIEW OF BUSINESS

The principal activity of the company is building contracting. The company is currently engaged in the design and construction of a building in the second phase of the Canary Wharf project in London's Docklands.

DIVIDENDS AND RESERVES

The profit and loss account for the year ended 30 June 2001 is set out on page 6. The directors do not recommend the payment of a dividend (2000:Nil) and the retained profit of £8,515,593 is to be transferred to reserves.

DIRECTORS

The directors of the company during the year ended 30 June 2001 were:

A P Anderson II
G Iacobescu
G Rothman

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 in the financial statements of either Canary Wharf Holdings Limited, an intermediate parent company, or CWG, as appropriate.

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 2001 or at any time throughout the year then ended.

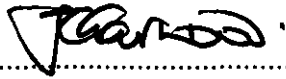
AUDITORS

The company's incumbent auditors, Arthur Andersen, have indicated their willingness to continue in office and a resolution confirming their re-appointment will be submitted at the Annual General Meeting.

CANARY WHARF CONTRACTORS (DS2) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 30 JUNE 2001

BY ORDER OF THE BOARD



..... Company Secretary
J R Garwood

31 October 2001

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

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

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 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 SHAREHOLDERS OF CANARY WHARF CONTRACTORS (DS2) LIMITED

We have audited the financial statements of Canary Wharf Contractors (DS2) Limited for the year ended 30 June 2001 which comprise the primary financial statements, such as the Profit and Loss Account and the Balance Sheet, and the related Notes numbered 1 to 13. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards are set out in the Statement of Directors' Responsibilities. Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom 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 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.

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

Basis of opinion

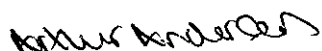
We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements and of whether the accounting policies are appropriate to the circumstances of the company, 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 SHAREHOLDERS OF
CANARY WHARF CONTRACTORS (DS2) LIMITED**

Opinion

In our opinion the financial statements give a true and fair view of the state of the affairs of the company at 30 June 2001 and of the company's profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Arthur Andersen
Chartered Accountants and Registered Auditors

180 Strand
London
WC2R 1BL

31 October 2001

CANARY WHARF CONTRACTORS (DS2) LIMITED**PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 30 JUNE 2001**

	Notes	Year Ended 30 June 2001	Year Ended 30 June 2000
		£	£
Turnover		116,810,980	47,653,725
Cost of sales		(115,654,436)	(47,181,906)
GROSS PROFIT		1,156,544	471,819
Administrative expenses		(4,624)	(5,376)
OPERATING PROFIT	2	1,151,920	466,443
Interest receivable	3	7,363,895	3,933,434
Interest payable and similar charges	4	(222)	(361)
PROFIT FOR THE FINANCIAL YEAR	10	8,515,593	4,399,516

Movements in reserves are shown in Note 10 of these financial statements.

All amounts relate to continuing activities.

There were no recognised gains or losses for the year ended 30 June 2001 or the year ended 30 June 2000 other than those included in the profit and loss account.

The notes on pages 8 to 11 form an integral part of these financial statements.

CANARY WHARF CONTRACTORS (DS2) LIMITED**BALANCE SHEET AS AT 30 JUNE 2001**

	Notes	30 June 2001 £	30 June 2000 £
CURRENT ASSETS			
Debtors	6	178,405,974	64,311,099
Cash at bank and in hand		46,383,010	234,915,270
		<u>224,788,984</u>	<u>299,226,369</u>
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	7	<u>(211,757,486)</u>	<u>(172,134,418)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		13,031,498	127,091,951
CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR	8	-	(122,576,046)
NET ASSETS		<u>13,031,498</u>	<u>4,515,905</u>
CAPITAL AND RESERVES			
Called-up share capital	9	1	1
Profit and loss account	10	13,031,497	4,515,904
SHAREHOLDERS' FUNDS - EQUITY	11	<u>13,031,498</u>	<u>4,515,905</u>

The notes on pages 8 to 11 form an integral part of these financial statements.

APPROVED BY THE BOARD ON 31 OCTOBER 2001 AND SIGNED ON ITS BEHALF BY:



A.P. ANDERSON II
DIRECTOR

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2001

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 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.

Turnover

Turnover represents amounts charged, net of VAT, in respect of the provision of building services.

Deferred taxation

Taxation deferred or accelerated by the effect of timing differences is accounted for to the extent that it is probable that a liability or asset will crystallise.

2 OPERATING PROFIT

	Year Ended 30 June 2001	Year Ended 30 June 2000
The operating profit is stated after charging:	£	£
Remuneration of the auditors:		
Audit fees	5,000	5,000

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.

CANARY WHARF CONTRACTORS (DS2) LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2001****3 INTEREST RECEIVABLE**

	Year Ended 30 June 2001	Year Ended 30 June 2000
	£	£
Interest receivable from group undertakings	6,459,214	387,945
Bank interest receivable	904,681	3,545,489
	<u>7,363,895</u>	<u>3,933,434</u>

4 INTEREST PAYABLE AND SIMILAR CHARGES

	Year Ended 30 June 2001	Year Ended 30 June 2000
	£	£
Bank loans and overdrafts	222	361
	<u>222</u>	<u>361</u>

5 TAXATION

No provision for taxation has been made since the profit for the year will be covered by the group relief expected to be made available to the company by other companies in the group. No charge will be made by other group companies for the surrender of group relief.

There is no unprovided deferred taxation.

6 DEBTORS

	30 June 2001	30 June 2000
	£	£
Trade debtors	34,586	100,188
Loan to fellow subsidiary undertaking	162,297,159	40,387,945
Amount owed by parent undertaking	1	1
Amounts owed by fellow subsidiary undertakings	4,413,038	802,447
Other debtors	3,759,528	1,092,000
Prepayments and accrued income	7,901,662	21,928,518
	<u>178,405,974</u>	<u>64,311,099</u>

CANARY WHARF CONTRACTORS (DS2) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2001

The loan to a group undertaking carries an interest rate linked to the base rate at Barclays Bank PLC and is repayable on demand.

7 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	30 June 2001	30 June 2000
	£	£
Payments received on account	166,898,992	142,661,001
Trade creditors	9,950,935	1,966,690
Amounts owed to fellow subsidiary undertakings	2,399	1,560
Accruals	5,000	5,000
Deferred income	34,900,160	27,500,167
	<u>211,757,486</u>	<u>172,134,418</u>

8 CREDITORS: AMOUNTS FALLING DUE AFTER ONE YEAR

	30 June 2001	30 June 2000
	£	£
Payments received on account	-	122,576,046
	<u>-</u>	<u>122,576,046</u>

9 CALLED-UP SHARE CAPITAL

	30 June 2001	30 June 2000
	£	£
Equity Shares		
Ordinary shares of £1 each		
Authorised	<u>500,000,000</u>	<u>500,000,000</u>
Allotted, called-up and fully paid	<u>1</u>	<u>1</u>

CANARY WHARF CONTRACTORS (DS2) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 30 JUNE 2001

10 RESERVES

	Profit and Loss Account
	£
At 1 July 2000	4,515,904
Profit for the financial year	8,515,593
At 30 June 2001	13,031,497

11 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	£
Shareholders' funds as at 1 July 2000	4,515,905
Profit for the financial year	8,515,593
Shareholders' funds as at 30 June 2001	13,031,498

12 CAPITAL COMMITMENTS

As at 30 June 2001 the company had given fixed and floating charges over all its assets including an assignment over cash deposits totalling £45,923,735 to secure its construction obligations.

13 RELATED PARTIES

The company's immediate parent undertaking is Canary Wharf (DS2) Limited, a company registered in England and Wales. The company's ultimate parent is Canary Wharf Group plc, a company registered in England and Wales.

Copies of the consolidated financial statements of Canary Wharf Group plc may be obtained from the Company Secretary, 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.