

**Laing O'Rourke Portfolio Projects Limited**

**Annual Report**

**for the year ended 31 March 2006**



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for the year ended 31 March 2006**

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# Laing O'Rourke Portfolio Projects Limited

## Directors, Officers and Advisors

Directors	A Jackson B A Dempsey D J Hunter J G Spetch M Reed P V Ryan	
Secretary	C W McKenzie LLB, Solicitor	
Company Number	4365002	
Registered Office and Business Address	Bridge Place Anchor Boulevard Admirals Park Crossways Dartford Kent DA2 6SN	
Auditors	PricewaterhouseCoopers LLP 1 Embankment Place London WC2N 6RH	
Bankers	Bank of Scotland New Uberior House 11 Earl Grey Street Edinburgh EH3 9BN	Barclays Bank Plc 1 Churchill Place London E14 5HP
Solicitors	Nabarro Nathanson Lacon House Theobalds Road London WC1X 8RW	Kirkpatrick & Lockhart Nicholson Graham LLP 110 Cannon Street London EC4N 6AR
Insurance Consultants	Kerry London Limited Clare House Worton Road, Isleworth Middlesex TW7 6ER	

# **Laing O'Rourke Portfolio Projects Limited**

## **Directors' Report for the year ended 31 March 2006**

The directors present their annual report together with the audited financial statements of Laing O'Rourke Portfolio Projects Limited for the year ended 31 March 2006.

### **Principal Activity**

The principal activity of the business is investment in developments.

### **Review of the Business**

The company is a wholly owned subsidiary of Laing O'Rourke Holdings Limited.

The company did not trade during the year ended 31 March 2006. The directors are confident of future developments.

### **Health, Safety and Welfare**

The Group is committed to ensuring the health, safety and welfare of all employees at work. All reasonable measures have been taken to achieve this policy. Arrangements have been made to protect other persons against risk to health and safety arising from the activities of the Group's employees when at work.

### **Employment Policy**

The Group continues to provide employees with relevant information and to seek their views on matters of common concern through their representatives and through line managers. Priority is given to ensuring that employees are aware of significant matters affecting the Group's trading position and of any significant organisational changes. The Group treats each application for employment, training and promotion on merit. Full and fair consideration is given to both disabled and able-bodied applicants and employees. If existing employees become disabled, every effort is made to find them appropriate work and training is provided if necessary.

### **Directors and their Interests**

The current membership of the board is as set out in the list of the directors, officers and advisors on page 1. None of the directors has an interest in the shares of the company. Appointments and/or resignations from the board are detailed below:

A Jackson	- appointed 2 May 2006
D J Hunter	- appointed 2 May 2006
D A Wilson	- resigned 2 May 2006
D A Johnson	- resigned 2 May 2006
G M Richardson	- resigned 2 May 2006
R G O'Rourke	- resigned 2 May 2006
R M Pilkington	- resigned 2 May 2006
J E W Curliss	- resigned 2 May 2006

**Directors' Report (continued)**  
**for the year ended 31 March 2006**

**Statement of Directors' Responsibilities for the Annual Report**

Company law in the United Kingdom 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 United Kingdom accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on a going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

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 a 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.

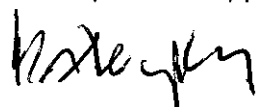
So far as the directors are aware, there is no relevant audit information of which the Group's auditors are unaware, and the directors have taken all the steps that ought to have been taken as directors in order to make themselves aware of any relevant audit information and to establish that the Group's auditors are aware of that information.

**Auditors**

The auditors PricewaterhouseCoopers LLP, have indicated their willingness to continue in office and a resolution for their reappointment will be proposed at the Annual General Meeting.

**Approval**

This report was approved by the Board on 19 July 2006 and signed on its behalf by



**B A Dempsey**  
Director

## **Laing O'Rourke Portfolio Projects Limited**

### **Independent Auditor's Report to the Members of Laing O'Rourke Portfolio Projects Limited**

We have audited the financial statements of Laing O'Rourke Portfolio Projects Limited for the year ended 31 March 2006 which comprise the profit and loss account, the balance sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

#### **Respective responsibilities of directors and auditors**

As described in the Statement in Directors' Responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom 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). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 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 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 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.

**Laing O'Rourke Portfolio Projects Limited**

**Independent Auditor's Report to the Members of  
Laing O'Rourke Portfolio Projects Limited**

**Opinion**

In our opinion:

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 March 2006 and of its profit 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.

*PricewaterhouseCoopers LLP*

**PricewaterhouseCoopers LLP**  
**Chartered Accountants and Registered Auditors**  
**London**

*13/10/2006*

**Laing O'Rourke Portfolio Projects Limited**

**Profit & Loss Account  
for the year ended 31 March 2006**

	Note	2006 £	2005 £
<b>Turnover</b>		-	-
Cost of sales		-	-
<b>Gross profit</b>		-	-
Profit on sale of investment		172,373	-
<b>Operating profit</b>		172,373	-
Interest receivable		-	-
Interest payable		-	-
<b>Profit on ordinary activities before taxation</b>	2	172,373	-
Taxation		-	-
<b>Profit for the financial year</b>		172,373	-
Dividends	5	(1)	-
<b>Retained profit for the year</b>		172,372	-

All items in the profit and loss account relate to continuing operations.

There is no material difference between the profit on ordinary activities before taxation and the profit for the financial year as stated above and their historical cost equivalents.

The company has no recognised gains and losses other than those shown above and therefore, no separate statement of total recognised gains and losses has been presented.

The profit on sale of investments relate to the disposal of Rushden Parks & Lakes Development Company Limited and Kepier Homes LLP.



**Laing O'Rourke Portfolio Projects Limited**

**Balance Sheet  
as at 31 March 2006**

		<b>2006</b>		<b>2005</b>	
	Note	£	£	£	£
<b>Fixed assets</b>					
Tangible Assets	4		-		800,955
Investments	6		<b>501</b>		3,003,702
			<u>501</u>		<u>3,804,657</u>
<b>Current assets</b>					
Debtors: amounts falling due within one year	7	30		2,531,366	
Cash at bank and in hand		<b>1,505,900</b>		500,000	
		<u>1,505,930</u>		<u>3,031,366</u>	
<b>Creditors: amounts falling due within one year</b>	8	<b>1,334,058</b>		6,836,022	
<b>Net current assets/(liabilities)</b>			<b>171,872</b>		(3,804,656)
<b>Net assets</b>			<u><b>172,373</b></u>		<u><b>1</b></u>
<b>Capital and reserves</b>					
Called up share capital	9		1		1
Profit and loss reserve	10		<b>172,372</b>		-
<b>Equity shareholders' funds</b>	10		<u><b>172,373</b></u>		<u><b>1</b></u>

The financial statements were approved by the Board on 19 July 2006 and signed on its behalf by:



**B A Dempsey**  
Director

# Laing O'Rourke Portfolio Projects Limited

## Notes to Financial Statements for the year ended 31 March 2006

### 1 ACCOUNTING POLICIES

#### 1.1 Basis of preparation of accounts

These financial statements are prepared in accordance with applicable accounting standards under the historical cost convention. The company has consistently applied all relevant accounting standards.

The company has taken the FRS1 exemption not to prepare a cashflow statement as it is a wholly owned subsidiary of O'Rourke Investments Holdings (UK) Limited. As the results of the company and its subsidiaries have been incorporated into the accounts of O'Rourke Investments Holdings (UK) Limited, no consolidated accounts have been prepared.

#### 1.2 Tangible fixed assets and depreciation

All freehold land and buildings are included at valuation. Valuations are regularly assessed in accordance with FRS15. Depreciation is provided at rates calculated to write off the cost or valuation less residual value of each asset evenly over its expected useful life, as follows:

No depreciation is provided on freehold land.

#### 1.3 Investments

Fixed asset investments are stated at cost less impairment. Income from investments is included in the profit and loss account as declared.

### 2 Profit on ordinary activities before taxation

All costs since incorporation have been development and investment costs and included in fixed assets, therefore the company has made neither a profit or loss. The audit fee was borne by the Group.

### 3 Employees and directors

There were no employees during the period. None of the directors received any remuneration during the period.

### 4 Tangible fixed assets

	Freehold land and buildings
<b>Cost</b>	£
At 1 April 2005	800,955
Transfers out	(800,955)
<b>At 31 March 2006</b>	-
<b>Depreciation</b>	
At 1 April 2005	-
Charge for the year	-
<b>At 31 March 2006</b>	-
<b>Net book values</b>	
<b>At 31 March 2006</b>	-
At 31 March 2005	800,955

The directors consider that the cost of the freehold land and buildings is not significantly different to the market value.

**Laing O'Rourke Portfolio Projects Limited**

**Notes to Financial Statements**

**for the year ended 31 March 2006**

<b>5 Dividends</b>	<b>2006</b>	<b>2005</b>
	<b>£</b>	<b>£</b>

**Dividends on equity shares:**

Ordinary shares - dividend paid of £1 per ordinary share  
(2005: £ nil)

<u><u>1</u></u>	<u><u>-</u></u>
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**6 Fixed asset investments**

**Unlisted  
investments**

<b>Cost</b>	<b>£</b>
At 1 April 2005	3,003,702
Additions	500
Disposals	(3,003,701)
<b>At 31 March 2006</b>	<u><u>501</u></u>

**6.1 Holdings of 20% or more**

The company holds 20% or more of the nominal value of the share capital, either directly or through other Group companies, of the following companies

<b>Subsidiary Undertaking</b>	<b>Principal activity</b>	<b>Group Interest in ordinary voting shares</b>
Laing O'Rourke Retail Investments Ltd	Property development	100%
Glen Water (Holdings) Limited	Property development	50%

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

**Laing O'Rourke Portfolio Projects Limited**

**Notes to Financial Statements  
for the year ended 31 March 2006**

**7 Debtors: amounts falling due within one year**

	<b>2006</b>	<b>2005</b>
	<b>£</b>	<b>£</b>
Amounts owed from group undertakings	<u><b>30</b></u>	<u><b>2,531,366</b></u>

Amounts owed by group undertakings are unsecured, interest free and have no fixed date of repayment.

**8 Creditors: amounts falling due within one year**

	<b>2006</b>	<b>2005</b>
	<b>£</b>	<b>£</b>
Amounts owed to group undertakings	<u><b>1,334,058</b></u>	<u><b>6,836,022</b></u>

Amounts due to group undertakings are unsecured, interest free and repayable on demand.

**9 Called up share capital**

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

# Laing O'Rourke Portfolio Projects Limited

## Notes to Financial Statements for the year ended 31 March 2006

### 10 Reconciliation of movements in equity shareholders' funds

	Share Capital £	Profit and loss reserve £	Total 2006 £	Total 2005 £
Opening shareholders' funds	1	-	1	1
Profit for the year	-	172,372	172,372	-
Closing shareholders' funds	<u>1</u>	<u>172,372</u>	<u>172,373</u>	<u>1</u>

### 11 Related party transactions

As a wholly owned subsidiary of O'Rourke Investments Holdings (UK) Limited, the Company has taken advantage of the exemption under Financial Reporting Standard 8 not to provide information on related party transactions with other undertakings within the O'Rourke Investments Holdings (UK) Group.

### 12 Ultimate parent undertaking

The immediate parent company of Laing O'Rourke Portfolio Projects Limited is Laing O'Rourke Holdings Limited. The parent company of Laing O'Rourke Holdings Limited is Laing O'Rourke Plc, a company registered in England and Wales. Copies of consolidated parent company accounts are available from the Registrar of Companies on payment of the appropriate fee. O'Rourke Investments Holdings (UK) Limited is the parent company of Laing O'Rourke Plc and is the largest group of undertakings for which group accounts are prepared.

The ultimate parent company of Laing O'Rourke Plc is Suffolk Partners Corporation, a company incorporated in the British Virgin Islands. The interests in the share capital of Suffolk Partners Corporation are held in trusts, the beneficiaries of which are R G O'Rourke, H D O'Rourke and B A Dempsey.