

Registered Number 4365002

Laing O'Rourke Portfolio Projects Limited

Annual Report

for the year ended 31 March 2005



Laing O'Rourke Portfolio Projects Limited

**Annual Report
for the year ended 31 March 2005**

Contents

	Page
Directors, Officers and Advisors	1
Directors' Report	2
Independent Auditors' Report to the Members	3
Balance Sheet	4
Notes to the Financial Statements	5 - 7

Laing O'Rourke Portfolio Projects Limited

Directors, Officers and Advisors

Directors	R G O'Rourke D A Johnson FCCA J Curliss B A Dempsey R M Pilkington M Reed G M Richardson P Ryan J G Spetch A Wilson	
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 54 Lombard Street London EC3V 9EX
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 2005

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 2005.

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 Plc.

The company did not trade during the year ended 31 March 2005. The directors are confident of future developments.

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.

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.

Auditors

During the year the directors appointed PricewaterhouseCoopers LLP as auditors to the company to fill a casual vacancy. A resolution for their reappointment will be proposed at the Annual General Meeting.

Approval

This report was approved by the Board on 16 September 2005 and signed on its behalf by



D A Johnson FCCA
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 which comprise the balance sheet and the related notes.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and 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 issued by the Auditing Practices Board. 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 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 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 at 31 March 2005 and of its results for the year then ended and have been properly prepared in accordance with the Companies Act 1985.


PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
London

16/9/05

Laing O'Rourke Portfolio Projects Limited

Balance Sheet
as at 31 March 2005

		2005		2004	
	Note	£	£	£	£
Fixed assets					
Tangible Assets	4		800,955		-
Investments	5		3,003,702		3,002
			<u>3,804,657</u>		<u>3,002</u>
Current assets					
Debtors: amounts falling due within one year	6	2,531,366		200,001	
Cash at bank and in hand		500,000		-	
		<u>3,031,366</u>		<u>200,001</u>	
Creditors: amounts falling due within one year	7	6,836,022		203,002	
			<u>(3,804,656)</u>		<u>(3,001)</u>
Net current liabilities					
Net assets			<u><u>1</u></u>		<u><u>1</u></u>
Capital and reserves					
Called up share capital	8		1		1
Profit and loss reserve	9		-		-
Equity shareholders' funds	9		<u><u>1</u></u>		<u><u>1</u></u>

The accounts on pages 4 to 7 were approved by the Board of Directors on 16 September 2005 and were signed on their behalf by



D A Johnson FCCA
Group Finance Director

Laing O'Rourke Portfolio Projects Limited

Notes to Financial Statements for the year ended 31 March 2005

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:

Freehold buildings	-	2%
--------------------	---	----

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. The audit fee was borne elsewhere in the Group.

2 Profit and loss reserve

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 £
Cost	
At 1 April 2004	-
Additions during the year	800,955
At 31 March 2005	800,955
Depreciation	
At 1 April 2004	-
Charge for the year	-
At 31 March 2005	-
Net book values	
At 31 March 2005	800,955
At 31 March 2004	-

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 2005

5 Fixed asset investments

Cost	Unlisted investments £
At 1 April 2004	3,002
Additions	3,000,700
At 31 March 2005	<u>3,003,702</u>

5.1 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

Subsidiary Undertaking	Principal activity	Group Interest in ordinary voting shares
Laing O'Rourke NA Ltd	Investment holding company	100%
Laing O'Rourke Retail Investments Ltd	Property development	100%
Kepier Homes LLP	Property development	51%
Cardiff Bay Infrastructure Co. Ltd	Property development	50%
Orion Land & Leisure (Cardiff) Ltd	Property development	50%
O'Rourke Ilford Investments Ltd	Property development	50%
Rushden Park and Lakes Development Co.	Property development	50%
Urban Solutions (Cardiff) Ltd	Property development	50%
REPE No 1 (Greenwich) SARL	Property development	50%

All of the above companies are registered in England and Wales with the exception of REPE No 1 (Greenwich) SARL which is registered in Luxembourg.

6 Debtors: amounts falling due within one year

	2005 £	2004 £
Amounts owed from group undertakings	<u>2,531,366</u>	<u>200,001</u>

7 Creditors: amounts falling due within one year

	2005 £	2004 £
Amounts owed to group undertakings	<u>6,836,022</u>	<u>203,002</u>

Laing O'Rourke Portfolio Projects Limited

Notes to Financial Statements for the year ended 31 March 2005

8 Called up share capital

	2005 £	2004 £
Authorised		
1,000 ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
Allotted, called up and fully paid		
1 ordinary share of £1	<u>1</u>	<u>1</u>

9 Reconciliation of movements in equity shareholders' funds

	Share Capital £	Profit and loss reserve £	Total 2005 £	Total 2004 £
Opening shareholders' funds	1	-	1	1
Profit for the year	-	-	-	-
Closing shareholders' funds	<u>1</u>	<u>-</u>	<u>1</u>	<u>1</u>

10 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.

11 Ultimate parent undertaking

The immediate parent company of Laing O'Rourke Portfolio Projects 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.