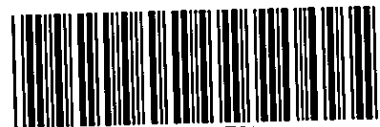


COMPANY REGISTRATION NUMBER: 338492

KIRBY MACLEAN LIMITED

**ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2008**

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KIRBY MACLEAN LIMITED

**ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2008**

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KIRBY MACLEAN LIMITED

OFFICERS AND PROFESSIONAL ADVISERS

Directors

B P Perrin BSc ACA AMCT
S J Waite FRICS MCIOB

Secretary

B P Perrin BSc ACA AMCT

Registered Office

Roman House, Grant Road, Croydon, Surrey CR9 6BU

Auditors

Deloitte LLP
Chartered Accountants
London

Bankers

Barclays
1 Churchill Place
London
E14 5HP

KIRBY MACLEAN LIMITED

DIRECTORS' REPORT

The Directors present their annual report and the audited financial statements for the year ended 31 December 2008. The Directors' report has been prepared in accordance with the special provisions relating to small companies under s246(4) of the Companies Act 1985.

Principal activities and business review

The Company acts as an agent of Mansell Construction Services Limited engaged in painting, contracting and decorating activities. The transactions in respect of the activities performed by Kirby MacLean Limited in its capacity as agent are dealt with in the financial statements of Mansell Construction Services Limited.

Going Concern

Having made appropriate enquiries, the Directors consider it reasonable to assume that the Company has adequate resources to continue for the foreseeable future and, for this reason, have continued to adopt the going concern basis in preparing the accounts.

Results

The Company has not traded on its own account during the current or prior year and has made neither a profit nor a loss, nor any other recognised gain or loss, and accordingly no profit and loss account or statement of total recognised gains and losses is presented within the financial statements. The Directors expect there to be no changes in the activities or prospects of the Company.

Directors

The following were Directors of the Company during the year and up to the date of this report:

B P Perrin
S J Waite

Financial instruments

The Company's activities do not expose it to price risk, liquidity risk and cash flow risk. The Company's financial assets are amounts owed by Balfour Beatty Group undertakings, for which the credit risk is limited. The Company has not used financial instruments to change its exposure to any of the above risks.

Statement of Directors' responsibilities

The Directors are responsible for preparing the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). The financial statements are required by law to 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 profit or loss of the Company 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; 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 that 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 are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Disclosure of information to auditors

Each of the Directors at the date of approval of this report confirms that:

- so far as the Director is aware, there is no relevant audit information of which the Company's auditors are unaware; and
- the Director has taken all necessary steps that he ought to have taken as a Director to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

This confirmation is given and should be interpreted in accordance with the provisions of Section 234ZA of the Companies Act 1985.

KIRBY MACLEAN LIMITED
DIRECTORS' REPORT (CONTINUED)

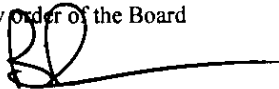
The "Elective Regime"

At the Annual General Meeting held on 24 November 1999, the Company adopted a resolution under the terms of Section 379A, Companies Act 1985 (as amended), to take advantage of the full range of procedural relaxations permitted by that provision. Accordingly, no Annual General Meeting is to be held and the financial statements will not be laid before the members.

Auditors

In accordance with Section 386 of the Companies Act 1985, the Company has dispensed with the obligation to appoint auditors annually.

By Order of the Board

A handwritten signature in black ink, appearing to be 'B P Perrin', with a long horizontal line extending to the right.

B P Perrin
Company Secretary

2 June 2009

KIRBY MACLEAN LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF KIRBY MACLEAN LIMITED

We have audited the financial statements of Kirby MacLean Limited for the year ended 31 December 2008 which comprise the balance sheet and the related notes 1 to 8. These financial statements have been prepared under the accounting policies set out therein.

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 auditors' 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' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) 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 International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and have been properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' report is consistent with the financial statements.

In addition we 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 other 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.

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 December 2008 and of the result of the Company 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.

Deloitte LLP

Deloitte LLP

Chartered Accountants and Registered Auditors London, United Kingdom
London

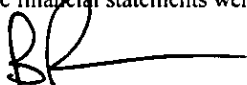
2 June 2009

KIRBY MACLEAN LIMITED
BALANCE SHEET AT 31 DECEMBER 2008

	Notes	2008 £000	2007 £000
Current assets			
Debtors due within one year	4	477	477
		<u> </u>	<u> </u>
Net assets		477	477
		<u> </u>	<u> </u>
Capital and reserves			
Called up share capital	5	71	71
Profit and loss account	6	406	406
		<u> </u>	<u> </u>
Shareholders' funds		477	477
		<u> </u>	<u> </u>

The Company has made neither a profit nor a loss, nor any other recognised gain or loss. Consequently, no profit and loss account or statement of total recognised gains and losses is presented. No reconciliation of movements in shareholders' funds is presented as there were no such movements.

The financial statements were approved by the Board of Directors on 2 June 2009 and signed on its behalf by:



B P Perrin
Director

KIRBY MACLEAN LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. Accounting policies

(a) Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom Generally Accepted Accounting Practice. This policy has been applied consistently throughout the year and the preceding year.

(b) Going concern

These accounts have been prepared on a going concern basis as discussed in the Director's Report on page 2.

2. Trading results

All transactions were entered into as agent of Mansell Construction Services Limited in whose financial statements such transactions were recorded. The Company has not traded on its own account during the year or the preceding year and accordingly has made neither a profit nor a loss, nor any other recognised gain or loss. No profit and loss or statement of recognised gains or losses is therefore presented, and the Company has no recognised gains or losses in either year. The auditors' remuneration in connection with the statutory audit of the Company's accounts was £1,000 (2007: £3,000) and has been borne by Mansell Construction Services Limited in both years.

3. Employees and Directors

The Company has no employees and therefore has incurred no employment or pension costs for the year and the preceding year. The two Directors (2007: two) received no remuneration for his services to the Company during the year (2007: £nil).

4. Debtors

2008
£000 2007
 £000

Due within one year:

Amounts owed by group undertakings	477	477
	<u> </u>	<u> </u>

Amounts owed by Group undertakings are interest free and repayable on demand.

5. Called up share capital

2008 and 2007

Ordinary shares of £1 each:	Number	Nominal Value
Authorised	100,000	£ 100,000
	<u> </u>	<u> </u>
Allotted, called up and fully paid	70,630	£ 70,630
	<u> </u>	<u> </u>

6. Profit and loss account

2008 2007
£000 £000

At 1 January and 31 December	406	406
	<u> </u>	<u> </u>

7. Related party transactions

As a subsidiary of Balfour Beatty plc, the Company has taken advantage of the exemption in Financial Reporting Standard 8 "Related Party Transactions" not to disclose transactions with other members of the group headed by Balfour Beatty plc.

8. Ultimate parent company and controlling party

The Company is a wholly-owned subsidiary undertaking of Mansell Construction Services Limited, registered in England and Wales, which does not prepare consolidated financial statements.

The Company's ultimate parent company and controlling party is Balfour Beatty plc which is registered in England and Wales. The only group in which the results of the Company are consolidated is that headed by Balfour Beatty plc. The consolidated financial statements of Balfour Beatty plc are available to the public and may be obtained from Balfour Beatty plc, 130 Wilton Road, London SW1V 1LQ and on the Balfour Beatty website www.balfourbeatty.com.