

COSTAIN BUILDING PRODUCTS LIMITED

REGISTERED NUMBER 384636

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

31 December 2006

KPMG Audit Plc
Chartered Accountants
Registered Auditor
LONDON



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COMPANIES HOUSE

COSTAIN BUILDING PRODUCTS LIMITED
REPORT OF THE DIRECTORS
For the year ended 31 December 2006

BUSINESS REVIEW

The company will terminate its operating activities following completion of its present commitments

The results for the year are set out in the profit and loss account on page 4

DIRECTORS AND SHARE INTERESTS

Directors who held office during the year and their disclosable interests in shares, according to the register of directors' interests, were as follows

		At 01 01 06	At 31 12 06
C L Franks	a	393	393
	c	152,238	152,238
	d	-	150,638
M D Hunter	a	779	779
	b	82,125	82,125
	c	143,283	143,283
	d	-	140,425

- a - Costain Group PLC ordinary shares of 5p each (2005 10p each)
- b - Options granted on 22 October 2002 to acquire Costain Group PLC ordinary shares under the 2002 Save As You Earn Share Option Scheme
- c - Options granted on 21 April 2005 to acquire Costain Group PLC ordinary shares under the 2005 Long Term Incentive Plan
- d - Options granted on 26 April 2006 to acquire Costain Group PLC ordinary shares under the 2006 Long Term Incentive Plan

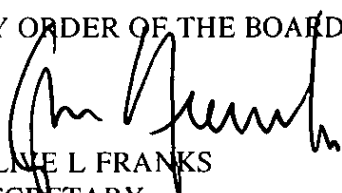
DISCLOSURE OF INFORMATION TO AUDITORS

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware, and each director has taken all the 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

AUDITORS

Pursuant to a shareholders' resolution, the company is not obliged to re-appoint its auditors annually and KPMG Audit Plc will therefore continue in office

BY ORDER OF THE BOARD


CLIVE L FRANKS
SECRETARY
25 April 2007

REGISTERED OFFICE
Costain House, Nicholsons Walk
Maidenhead, Berkshire, SL6 1LN

COSTAIN BUILDING PRODUCTS LIMITED
STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE
DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS
For the year ended 31 December 2006

The directors are responsible for preparing the Directors' Report and 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, they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

The financial statements are required by law to 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 period

In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent;
- state whether applicable UK 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 that disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that its 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

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF COSTAIN BUILDING PRODUCTS LIMITED

For the year ended 31 December 2006

We have audited the financial statements of Costain Building Products Limited for the year ended 31 December 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.

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 auditor's 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

As described in the Statement of Directors' Responsibilities on page 2, the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and UK Accounting Standards (UK 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).

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 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 judgments 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 UK Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2006 and of its result 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.

KPMG Audit Plc

25 April 2007

KPMG Audit Plc
Chartered Accountants
Registered Auditor
LONDON

Date

COSTAIN BUILDING PRODUCTS LIMITED
PROFIT AND LOSS ACCOUNT
For the year ended 31 December 2006

	Notes	2006 £000	2005 £000
Other operating income		-	14
Operating profit		-	14
Profit on ordinary activities before taxation		-	14
Taxation	4	-	-
Profit for the financial year		-	14

There were no recognised gains or losses other than the profit for the previous year.

All profits are attributable to continuing operations

THE NOTES ON PAGES 6 TO 8 FORM PART OF THESE FINANCIAL STATEMENTS

COSTAIN BUILDING PRODUCTS LIMITED
BALANCE SHEET
As at 31 December 2006

	Notes	2006 £000	2005 £000
Current assets			
Debtors	5	5,663	5,663
		<hr/>	<hr/>
Net assets		5,663	5,663
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	7	4,383	4,383
Share premium account	8	6,869	6,869
Profit and loss account	8	(5,589)	(5,589)
		<hr/>	<hr/>
Equity shareholders' funds	9	5,663	5,663
		<hr/>	<hr/>

These financial statements were approved by the Board of Directors on 25 April 2007 and were signed on its behalf by


M D Hunter

Director

THE NOTES ON PAGES 6 TO 8 FORM PART OF THESE FINANCIAL STATEMENTS

COSTAIN BUILDING PRODUCTS LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 December 2006

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 ACCOUNTING

The financial statements have been prepared in accordance with applicable United Kingdom Accounting Standards under the historical cost convention

CASH FLOW STATEMENT

Under Financial Reporting Standard 1 (revised), the company is exempt from the requirement to prepare a cash flow statement on the grounds that the ultimate parent company includes the company in its own published consolidated financial statements

DEFERRED TAXATION

Deferred taxation has been recognised as a liability or asset, except as otherwise required by FRS 19 'Deferred Tax', if transactions have occurred at the balance sheet date that give rise to an obligation to pay more taxation in future, or a right to pay less taxation in future. An asset is not recognised to the extent that the transfer of economic benefit in future is uncertain. Deferred tax assets and liabilities recognised have not been discounted

2. Staff costs and remuneration of directors

No emoluments were paid to the directors of the company during the year (2005: £nil)

There were no staff employed during the year (2005: nil).

3. Auditors' remuneration

	2006	2005
	£	£
Fees for the audit of the company	500	500
	<hr/>	<hr/>

There are no fees paid to KPMG Audit Plc for services other than the statutory audit of the company. The audit fee was borne by another group company.

COSTAIN BUILDING PRODUCTS LIMITED
NOTES TO THE FINANCIAL STATEMENTS continued
For the year ended 31 December 2006

4. Taxation	2006	2005
	£000	£000
Tax Reconciliation		
Profit on ordinary activities before tax	-	14
	<hr/>	<hr/>
Tax at 30%	-	(4)
Group relief free of charge	-	4
	<hr/>	<hr/>
	-	-
	<hr/>	<hr/>

5. Debtors	2006	2005
	£000	£000
Amounts owed by group undertakings	5,663	5,663
	<hr/>	<hr/>

6. Cash at bank

The company's bankers have the right to set off the company's bank balance when in credit against borrowings by Richard Costain Ltd.

7. Share capital	2006 and 2005	
	Authorised	Issued and
		fully paid
	£000	£000
Ordinary shares of £1 each	5,000	4,383
	<hr/>	<hr/>
8. Reserves	Share premium	Profit and
	account	loss account
	£000	£000
At 1 January 2006	6,869	(5,589)
Profit for the financial year	-	-
	<hr/>	<hr/>
At 31 December 2006	6,869	(5,589)
	<hr/>	<hr/>

COSTAIN BUILDING PRODUCTS LIMITED
NOTES TO THE FINANCIAL STATEMENTS continued
For the year ended 31 December 2006

9. Reconciliation of movements in shareholders' funds	2006	2005
	£000	£000
Opening shareholders' funds	5,663	5,649
Profit for the financial year	-	14
	<hr/>	<hr/>
Closing shareholders' funds	5,663	5,663
	<hr/>	<hr/>

10. Contingent liabilities

The company has entered into cross guarantees together with the ultimate parent company and certain fellow group undertakings for overdraft facilities made available to the Group. At 31 December 2006 these liabilities amounted to £1.0m (2005 £nil).

There are also contingent liabilities in respect of performance bonds and other undertakings entered into in the ordinary course of business.

11. Related parties transactions

The company is exempt under Financial Reporting Standard 8 from the requirements to disclose related party transactions with other group companies on the basis that it is a wholly owned subsidiary of the ultimate parent company, Costain Group PLC.

12. Ultimate parent undertaking

The largest and the smallest group of undertakings for which group financial statements are drawn up is that of the ultimate parent undertaking, Costain Group PLC, a company registered in England and Wales.

Copies of the group financial statements of Costain Group PLC may be obtained from the registered office of the company, Costain House, Nicholsons Walk, Maidenhead, Berkshire SL6 1LN.