FINANCIAL STATEMENTS

for the year ended 31 December 2002

CONTENTS

	Page
Directors' report	2
Directors' report (continued)	3
Balance sheet	4
Notes on financial statements	5
Statement of directors' responsibilities	6
Auditors' report	7

1

EDS COMPANIES HOUSE

DIRECTORS' REPORT

31 December 2002

The directors submit their annual report and audited financial statements for the year ended 31 December 2002, laid before shareholders at the Directors Meeting held on 19 September 2003.

Principal activity

The principal activity of the company is to act as Trustee of the Balfour Beatty Pension Fund and Trustee of the BICC (Telcon Group) Works Pension fund.

Directors

The directors of the company during the year covered by the financial statements and their interests in the share capital of the company were:

	Number of shares		
	At 31.12.2002	At 31.12.2001	
Company's directors			
P Johnson	1	1	
I P Tyler (Resigned 15 October 2002)	-	1	
W B Keates	1	1	
A L P Rabin (Appointed 15 October 2002)	1	-	
Members' directors			
E Hewitt	1	1	
J Skinner	1	1	
G G Rice	1	1	

No Director received any emoluments for his service to the company.

Auditors

Baker Tilly have intimated their willingness to continue as auditors of the company in accordance with Section 384 of the Companies Act 1985 and a resolution seeking their re-appointment will be proposed at the Annual General Meeting.

By order of the board

a.P. Orritt

A P Orritt

Secretary

P O Box 11 Hall Lane Prescot Merseyside

L34 5TF

18 September 2003

BALANCE SHEET

at 31 December 2002

		2002	2001
	Note	£	£
Current assets			
Cash at bank		<u> 100</u>	100
Total assets		100	100
Capital and reserves			
Called up share capital	3	<u>100</u>	100
Total equity shareholders' funds		<u> 100</u>	100

The financial statements were approved by the board of directors on 19 September 2003.

Director

NOTES ON FINANCIAL STATEMENTS

31 December 2002

1 Accounting policies Basis of accounting

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

The company has taken advantage of the exemption from preparing a cash flow statement conferred by Financial Reporting Standard No. 1 (Revised 1996) on the grounds that it is entitled to the exemptions available in Sections 246 to 247 of the Companies Act 1985 for small companies.

2 Profit and loss account

As the company has not traded a profit and loss account is not appropriate.

3 Called up share capital

	2002 Number of		2001 Number of					
	Shares	£	Shares	£				
Authorised								
Equity shares								
Ordinary shares of £1 each	100	100	100	100				
Allotted called up and fully paid								
Equity shares								
Ordinary shares of £1 each	<u>100</u>	100	100	100				

4 Ultimate holding company

The ultimate holding company is Balfour Beatty plc, which is incorporated in England.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

We are required under company law to prepare financial statements for each financial period which 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 we are required to:

- select suitable accounting policies and apply them consistently;
- make reasonable and prudent judgements and estimates;
- state whether 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.

We are also responsible for:

- keeping proper accounting records:
- safeguarding the company's assets:
- taking reasonable steps for the prevention and detection of fraud.

On behalf of the board

19 September 2003

REPORT OF THE AUDITORS TO THE SHAREHOLDERS OF BALFOUR BEATTY PENSION TRUST LIMITED

We have audited the financial statements on pages 4 and 5 and which have been prepared under the accounting policies set out on page 5.

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

The Directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Auditing 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 expectations we require for our audit, or if information specified by law regarding Directors' remuneration and transactions with the company is not disclosed.

We read other information contained in the Annual Report and consider whether it is consistent with the financial statements. This other information comprises only the Director's Report. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

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 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 error

or other irregularity. 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 as at 31 December 2002 and have been properly prepared in accordance with the Companies Act 1985.

Chartered Accountants and Registered Auditors Liverpool

Number One Old Hall Street Liverpool L3 9SX

17 October 2003