

THE E J COOK SCD PARTNERSHIP LIMITED

REGISTERED NUMBER: 472901

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

31 DECEMBER 2006

James Worley & Sons
Chartered Accountants
Registered Auditor
KINGSTON-UPON-THAMES



THE E J COOK SCD PARTNERSHIP LIMITED
REPORT OF THE DIRECTORS
For the year ended 31 December 2006

BUSINESS REVIEW

The company has ceased all trading activities. It continues to administer its leasehold property.

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

- a - Costain Group PLC ordinary shares of 5p each (2004 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 2004 to acquire Costain Group PLC ordinary shares under the 2004 Long Term Incentive Plan
- d - Options granted on 26 April 2005 to acquire Costain Group PLC ordinary shares under the 2005 Long Term Incentive Plan

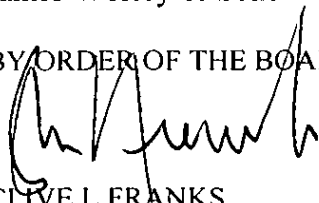
DISCLOSURE OF INFORMATION TO AUDITORS

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 James Worley & Sons will therefore continue in office.

BY ORDER OF THE BOARD


CLIVE L FRANKS
SECRETARY
25 April 2007

REGISTERED OFFICE
Costain House, Nicholson's Walk
Maidenhead, Berkshire SL6 1LN

THE E J COOK SCD PARTNERSHIP 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, the directors have elected to prepare the financial statements in accordance with UK Accounting Standards.

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.

Under applicable law the directors are also responsible for preparing a Directors' Report that complies with that law.

THE E J COOK SCD PARTNERSHIP LIMITED
REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS
For the year ended 31 December 2006

We have audited the financial statements of The E J Cook SCD Partnership Limited for the year ended 31 December 2006 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Total Recognised Gains and Losses 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

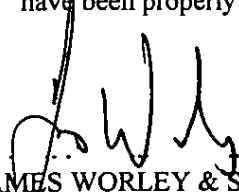
We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the 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 loss for the year then ended, and
- have been properly prepared in accordance with the Companies Act 1985


JAMES WORLEY & SONS
Chartered Accountants
Registered Auditors
Kingston-Upon-Thames
SURREY

... 25/4/07 ... Date

THE E J COOK SCD PARTNERSHIP LIMITED
PROFIT AND LOSS ACCOUNT
For the year ended 31 December 2006

	Notes	2006 £	2005 £
Cost of sales		(3,538)	(500)
Loss on ordinary activities before taxation	2	(3,538)	(500)
Taxation	4	-	-
Loss for the financial year		(3,538)	(500)

Movements on reserves are set out in note 8.


There were no recognised gains nor losses other than the loss for the year and the loss for the preceding year.

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

THE E J COOK SCD PARTNERSHIP LIMITED
BALANCE SHEET
As at 31 December 2006

	Notes	2006 £	2005 £
Creditors: amounts falling due within one year	5	(381,257)	(377,719)
		<hr/>	<hr/>
Net liabilities		(381,257)	(377,719)
		<hr/>	<hr/>
Capital and reserves			
Called up share capital	6	100	100
Profit and loss account	7	(381,357)	(377,819)
		<hr/>	<hr/>
Equity shareholders' deficit	8	(381,257)	(377,719)
		<hr/>	<hr/>

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

 Director
M D Hunter

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

THE E J COOK SCD PARTNERSHIP 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 accounts are prepared under the historical cost convention and, owing to the decision by the company to cease its trading activities, on a break-up basis.

ACCOUNTING STANDARDS

In all material respects, these financial statements have been prepared in accordance with applicable United Kingdom accounting standards.

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.

2. Loss on ordinary activities before taxation	2006	2005
	£	£
Loss on ordinary activities is after charging:		
Auditors' remuneration	500	500
	<hr/>	<hr/>

3. 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).

THE E J COOK SCD PARTNERSHIP LIMITED
NOTES TO THE FINANCIAL STATEMENTS - continued
For the year ended 31 December 2006

4. Taxation	2006	2005
	£	£
Tax reconciliation:		
Loss on ordinary activities before taxation	(3,538)	(500)
	<hr/>	<hr/>
Tax at 30%	1061	150
Sundry disallowable expenditure	(911)	
Group relief surrendered free of charge	(150)	(150)
	<hr/>	<hr/>
Total current tax	-	-
	<hr/>	<hr/>

Accumulated tax losses carried forward were £15,939 (2005: £15,939). These have not been recognised as a deferred taxation asset on the basis that their future economic benefit was not assured as at the balance sheet date. Tax relief will be obtained if suitable profits arise in future accounting periods.

5. Creditors: amounts falling due within one year	2006	2005
	£	£
Accruals and deferred income	500	1,000
Amounts owing to group undertakings	380,757	376,719
	<hr/>	<hr/>
	381,257	377,719
	<hr/>	<hr/>

6. Share capital	2006 and 2005	
	Authorised	Issued and fully paid
	£	£
Ordinary shares of £1 each	100	100
	<hr/>	<hr/>

7. Profit and loss account	£
At 1 January 2006	(377,819)
Loss for the financial year	(3,538)
	<hr/>
At 31 December 2006	(381,357)
	<hr/>

THE E J COOK SCD PARTNERSHIP LIMITED
NOTES TO THE FINANCIAL STATEMENTS - continued
For the year ended 31 December 2006

8. Reconciliation of movements in shareholders' funds	2006	2005
	£	£
Opening shareholders' deficit	(377,719)	(377,219)
Loss for the financial year	(3,538)	(500)
	<hr/>	<hr/>
Closing shareholders' deficit	(381,257)	(377,719)
	<hr/>	<hr/>

9. Other financial commitments

Annual commitments under non-cancellable operating leases of land and buildings expiring between two and five years amounted to £14,600 (2005. £14,600)

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. Ultimate parent company

The company's ultimate parent company is Costain Group PLC, a company registered in England and Wales. A copy of the consolidated financial statements of Costain Group PLC may be obtained from the registered office of Costain Group PLC, Costain House, Nicholson's Walk, Maidenhead, Berks SL6 1LN.

12. Related parties transactions

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