

C. G. NOMINEES LIMITED

Registered Number: 1445212

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

31 DECEMBER 2003



C. G. NOMINEES LIMITED
REPORT OF THE DIRECTORS
For the year ended 31 December 2003

BUSINESS REVIEW

The company did not trade.

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:

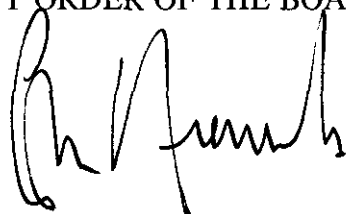
	At 01.01.03	At 31.12.03
S J Doughty*		
C L Franks	a 393	393
	b 149,031	149,031

a - Costain Group PLC ordinary shares of 10p each.

b - Options granted on 11 October 2002 to acquire Costain Group PLC ordinary shares under the 2002 Long Term Incentive Plan.

* - The interests of this director in the shares of Costain Group PLC is disclosed in the accounts of that company.

BY ORDER OF THE BOARD



CLIVE L FRANKS
SECRETARY
16 March 2004

REGISTERED OFFICE

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

C. G. NOMINEES LIMITED

**DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE PREPARATION OF
FINANCIAL STATEMENTS**

For the year ended 31 December 2003

Company law 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 the applicable 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 which disclose, with reasonable accuracy at any time the financial position of the company and enable them to ensure that the 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.

C. G. NOMINEES LIMITED
BALANCE SHEET
As at 31 December 2003

	Notes	2003 £	2002 £
Current assets			
Debtors	3	10	10
		<u> </u>	<u> </u>
Net assets		10	10
		<u> </u>	<u> </u>
Capital and reserves			
Called up share capital	4	10	10
		<u> </u>	<u> </u>
Equity shareholders' funds		10	10
		<u> </u>	<u> </u>

- (a) For the year ended 31 December 2003 the Company was entitled to exemption under section 249AA(1) of the Companies Act 1985.
- (b) Members have not required the Company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.
- (c) The Directors acknowledge their responsibility for:
- (i) ensuring the Company keeps accounting records, which comply with section 221; and
 - (ii) preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of the financial year, in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as is applicable to the Company.

The financial statements were approved by the Board of Directors on 16 March 2004 and were signed on its behalf by:

..... Director
S J Doughty

THE NOTES ON PAGE 4 FORM PART OF THESE FINANCIAL STATEMENTS

C. G. NOMINEES LIMITED
NOTES ON THE FINANCIAL STATEMENTS
For the year ended 31 December 2003

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 standards under the historical cost convention.

PROFIT AND LOSS

During the financial year and the preceding financial period the company did not trade and received no income and incurred no expenditure. Consequently during the period the company made neither a profit nor a loss.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

There were no recognised gains nor losses in the period or the preceding period.

2. Staff costs and remuneration of directors

No emoluments were paid to the directors of the company during the year (2002: £nil).
There were no staff employed during the year (2002: nil)

3. Debtors

	2003	2002
	£	£
Amounts falling due within one year:		
Amount owing by group undertakings	10	10
	<u> </u>	<u> </u>

4. Share capital

	2003 and 2002	
	Authorised	Issued and fully paid
	£	£
Ordinary shares of £1 each	10	10
	<u> </u>	<u> </u>

5. Ultimate parent company

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

Copies of the group accounts of Costain Group PLC may be obtained from the registered office of that company, Costain House, Nicholsons Walk, Maidenhead, Berks. SL6 1LN.