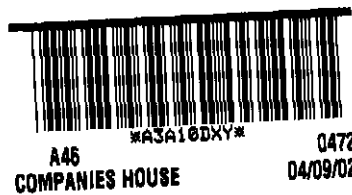


BL DISTRIBUTION LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

**FOR THE YEAR ENDED
31 DECEMBER 2001**



**1 Thameside Centre
Kew Bridge Road
Kew Bridge
Middlesex
TW8 0HF**

BL Distribution Limited

Directors' Report for the year ended 31 December 2001

The Directors present their annual report and financial statements for the year ended 31 December 2001.

Business Review

The Company did not trade during the year, and is expected to remain dormant for the foreseeable future.

Directors and Directors' Interests

The Directors of the Company who served during the year are:

F T MacInnis

M K Davis

The Directors had no interest in the shares of the Company, had derived no special financial benefits, nor had material contracts with the Company during the year. As the Company's ultimate parent company is registered outside the United Kingdom, there is no requirement to detail the interests of Directors in EMCOR Group, Inc. at 31 December 2001.

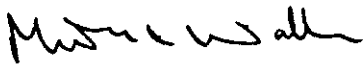
Directors' Responsibilities for the Financial Statements

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 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;
- state whether applicable accounting standards have been followed; 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 accounting records, which 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.

By Order of the Board



M L Walker
Secretary
17 May 2002

BL Distribution Limited

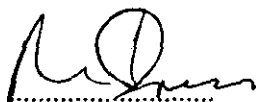
Balance Sheet as at 31 December 2001

	Notes	2001 £	2000 £
Current Assets			
Receivable in more than one year:			
Debtors - amount due from parent undertaking		801,000	801,000
Net Current Assets		801,000	801,000
Capital and Reserves			
Called up share capital	3	801,000	801,000
Equity Shareholders' Funds		801,000	801,000

For the year ended 31 December 2001 the Company was entitled to exemption under section 249AA(1) of the Companies Act 1985. Members have not required the Company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985. The Directors acknowledge their responsibility for: ensuring that the Company keeps accounting records which comply with section 221; and preparing financial statements which give a true and fair view of the state of affairs of the Company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act 1985 relating to financial statements, so far as applicable to the Company.

The financial statements on pages 2 and 3 were approved by the Board of Directors on 17 May 2002 and signed on its behalf by:

M K Davis


Director

The accompanying notes are an integral part of this balance sheet.

BL Distribution Limited

Notes to the Financial Statements

For the year ended 31 December 2001

1. Accounting Policies

A summary of the principal accounting policies, all of which have been applied consistently throughout the period, is set out below.

Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting standards.

2. Trading Activities

The Company did not trade during the year. Accordingly, a profit and loss account has not been prepared, and there are no recognised gains or losses in the year.

The Directors' emoluments and auditors' remuneration have been borne by EMCOR Drake & Scull Group Plc, a fellow subsidiary undertaking, and are reflected in the financial statements of that company.

3. Called Up Share Capital

	2001	2000
Authorised:		
Ordinary Shares of £1 each	£1,000,000	£1,000,000
Allotted, issued and fully paid:		
Ordinary Shares of £1 each	£801,000	£801,000

4. Parent Undertaking

The parent undertaking of the largest group of undertakings for which group financial statements are drawn up and of which the Company is a member is EMCOR Group, Inc., the ultimate parent company, incorporated in the USA, and the parent undertaking of the smallest such group is EMCOR (UK) Limited, registered in England and Wales. Copies of EMCOR Group, Inc.'s financial statements can be obtained from 101 Merritt Seven Corporate Park, 7th Floor, Norwalk, CT06851, USA. Copies of EMCOR (UK) Limited's financial statements can be obtained from 1 Thameside Centre, Kew Bridge Road, Kew Bridge, Middlesex, TW8 0HF.