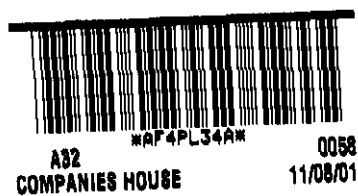


SOVEREIGN HARBOUR LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2000

(Registered in England, Number 2217605)



SOVEREIGN HARBOUR LIMITED**DIRECTORS' REPORT**

The directors present their annual report, together with the financial statements for the year ended 31 December 2000.

Principal activities & business review

The company has not traded or made profits or losses during the year ended 31 December 2000.

Directors and directors' interests

The directors serving during the year were :

S P Eastwood
D O FitzHugh
B Pellard
G A Cooper
B J Sharples

None of the directors had any interest in the share capital of the company.

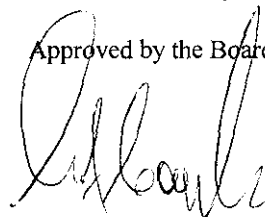
The directors who held office at the end of the financial year and their families, other than those whose interests are disclosed in the financial statements of the ultimate holding company, had the following interests in, and options to subscribe for, ordinary shares of 50p each in Carillion plc:

Number of 50p ordinary shares

| | At 31/12/00 | | At 01/01/00 | | Share option movements in year | | |
|--------------|------------------|----------------------------|------------------|----------------------------|--------------------------------|---------------------|------------------|
| | Shares Number | Share Options Number | Shares Number | Share Options Number | Granted Number | Exercised Number | Lapsed Number |
| G A Cooper | 7,049 | - | 6,943 | - | - | - | - |
| S P Eastwood | 17,501 | 86,726 | 17,104 | 55,835 | 30,891 | - | - |
| D O FitzHugh | 32,483 | 117,336 | 32,483 | 77,619 | 39,717 | - | - |
| B Pellard | 49,155 | - | 29,673 | - | - | - | - |

No director had any beneficial interest in the share or loan capital of any subsidiary of Carillion plc.

Approved by the Board on 14 March 2001 and signed on its behalf by:



G A Cooper
Secretary

Birch Street
Wolverhampton
WV1 4HY


SOVEREIGN HARBOUR LIMITED**BALANCE SHEET****AT 31 DECEMBER 2000**

| | | 2000 | 1999 |
|-----------------------------|------|-------------------|-------------------|
| | Note | £ | £ |
| Fixed assets | | | |
| Investments | 3 | 100,000 | 100,000 |
| | | <u> </u> | <u> </u> |
| Capital and Reserves | | | |
| Called up share capital | 4 | 100,000 | 100,000 |
| | | <u> </u> | <u> </u> |

Pursuant to the Companies Act 1985 (Audit Exemptions) (Amendment) Regulations 2000 (SI2000 no. 1430);

- a) the company was entitled to exemption from audit under subsection 1 of section 249AA of the Companies Act 1985 ("the Act") for the financial year ending 31 December 2000
- b) members have not required the company to obtain an audit of its accounts for the financial year ended 31 December 2000 in accordance with subsection 2 of section 249B of the Act; and
- c) The directors acknowledge their responsibilities for:
 - i) ensuring the company keeps accounting records which comply with section 221 of the Act; 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, 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 Act relating to accounts, so far as applicable to the company;

These financial statements were approved by the board of directors on 14 March 2001 and signed on its behalf by:



S P Eastwood
Director

SOVEREIGN HARBOUR LIMITED
NOTES TO THE FINANCIAL STATEMENTS
FOR THE YEAR ENDED 31 DECEMBER 2000

Notes

(forming part of the financial statements)

1. Principal 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

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

Profit and loss account

The company has not prepared a profit and loss account as it has not traded during the year and consequently has made neither a profit nor a loss.

Investments

Fixed asset investments are stated as cost less provision for any permanent diminution in the carrying value of the investment.

Cash flow statement

Under Financial Reporting Standard 1 (revised 1996) the company is exempt from the requirement to prepare a cash flow statement on the grounds that Carillion plc, the company's ultimate parent undertaking, includes the company's cash flows in its own published consolidated cash flow statement.

2. Directors' remuneration

The directors have neither received nor waived any remuneration during the year (1999:£NIL).

3. Fixed asset investments

Fixed asset investments comprise 100% of the ordinary share capital of Eastbourne Harbour Company Limited, a company registered in England and Wales.

4. Share capital

| | 2000 £ | 1999 £ |
|--------------------------------------------------|-----------|-----------|
| <i>Allotted, called-up and fully paid</i> | | |
| 100,000 ordinary shares of £1 each | 100,000 | 100,000 |
| | <hr/> | <hr/> |
| <i>Authorised:</i> | | |
| 1,000,000 ordinary shares of £1 each | 1,000,000 | 1,000,000 |
| | <hr/> | <hr/> |

5. **Group companies**

The company's immediate controlling company is Carillion Construction Limited, its immediate parent company, whilst the company's ultimate controlling company is Carillion plc, its ultimate parent company, both of which are incorporated in Great Britain and registered in England and Wales.

Copies of the group financial statements of Carillion plc are available from Birch Street, Wolverhampton, WV1 4HY.