UK Power Construction Limited

Annual report and financial statements
for the year ending 31 December 2007

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Directors' report for the year ended 31 December 2007

The director submits his report and unaudited financial statements for the year ended 31 December 2006 Subsequent to the year end, on 12 February 2008 Carillion (AM) Limited (formerly Alfred McAlpine Pic) was acquired by Carillion pic

Business Review and principal activities

The company no longer trades

Directors and their interests

The directors who served during the year were as follows

A Wilkins

(appointed 18 October 2007)

R W Memmott

(resigned 18 October 2007)

The directors had no interest in the share capital of the company during the year

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year that 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. The directors are required to prepare the financial statements on the going concern basis, unless it is inappropriate to presume that the company will continue in business.

The director confirms that suitable accounting policies have been used and applied consistently. He also confirms that reasonable and prudent judgements and estimates have been made in preparing the financial statements for the year ended 31 December 2007 and that applicable accounting standards have been followed.

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 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.

On behalf of the board

R F Tapp

Company Secretary

October 2008

Balance sheet (unaudited) as at 31 December 2007

| | Note | 2007 £'000 | 2006 £'000 |
|--|------|---------------|---------------|
| Current assets | | 2,000 | 2 000 |
| Debtors due within one year | 3 | 188 | 188 |
| Creditors: amounts falling due within one year | 4 _ | (74) | (74) |
| Net assets | - | 114 | 114 |
| Capital and reserves | | | |
| Called up share capital | 5 | - | - |
| Profit and loss account | 6 _ | 114 | 114 |
| Equity shareholders' funds | | 114 | 114 |

There are no recognised gains and losses for the year or the preceding year

The company's operations are discontinued within the meaning of Financial Reporting Standard No 3 – Reporting Financial Performance

For the year ended 31 December 2007 the company was entitled to the exemption under section 249AA(1) of the Companies Act 1985

Members have not required the company to obtain an audit in accordance with section 249(B)(2) of the Companies Act 1985

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, and of its profit or loss for the financial year, in accordance with section 226. They also comply with the requirements of the Companies Act relating to the financial statements, so far as applicable to the company.

Approved by the board of directors on 24 October 2008 and signed on its behalf by

A Wilkins Director

.24 October 2008

Notes to the financial statements (unaudited) for the year ended 31 December 2007

1 Accounting Policies

The financial statements are prepared under the historical cost convention, on the going concern basis and in accordance with applicable accounting standards in the UK and with the Companies Act 1985. The principal accounting policies adopted are as follows.

Going concern

The financial statements have been prepared on the going concern basis which the directors believe to be appropriate for the following reasons. The Company is dependant for its working capital on funds provided to it by Carillion plc, the company's ultimate holding undertaking. Carillion plc has provided the Company with an undertaking that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the company and in particular will seek repayment of the amounts currently made available. This should enable the company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue, although, at the date of approval of these financial statements, they have no reason to believe that it will do so

Based on this undertaking the directors believe that it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result in the basis of preparation being inappropriate.

Related party transactions

The immediate parent company of Alfred McAlpine Utility Services NW Limited is Carillion Utility Services Group Limited (formerly Alfred McAlpine Utility Services Group Limited), and the ultimate parent company as at 31 December 2007 was Carillion (AM) Limited (formerly Alfred McAlpine plc) By virtue of this, the company is exempt from the requirement of FRS8 'Related Party Transactions', to disclose transactions with entities that are part of the group or investees of the group qualifying as related parties

Cash flow statements

Under FRS1 (revised 1996) the company is exempt from the requirement to prepare a cash flow statement on the grounds that Carillion (AM) Limited (formerly Alfred McAlpine plc), the company's ultimate parent undertaking as at 31 December 2007, includes the company's cash flows in its own published consolidated cash flow statement

Consolidated financial statements

The company has taken advantage of the exemption available under the Companies Act 1985 and FRS2 and has not prepared consolidated financial statements in respect of its subsidiaries, on the grounds that these are prepared by its ultimate parent company, Carillion (AM) Limited (formerly Alfred McAlpine Plc)

2 Operating profit

The director received no emoluments for his services to the Company for the year ended 31 December 2007 and 2006. His services to this company and to a number of fellow subsidiaries are of a non-executive nature and his emoluments are deemed to be wholly attributable to their services to the parent company and various intermediate parent companies.

The audit fees of the company have been borne by Carillion Infrastructure Services Limited (formerly Alfred McAlpine Infrastructure Services Limited)

Notes to the financial statements (unaudited) for the year ended 31 December 2007 (Continued)

| 3 Debtors | | |
|---|------------------------|-------------------------------------|
| | 2007 £'000 | 2006 £'000 |
| Amounts owed by group undertakings | 188 | 188 |
| Amounts due from group undertakings are interest free, unsecured | and repayable on dema | nd |
| 4 Creditors: amounts falling due within one year | | |
| | 2007 £'000 | 2006 £'000 |
| Amounts due to group undertakings | 74 | 74 |
| Amounts due to group undertakings are interest free, unsecured ar | nd repayable on demand | I |
| 5 Called up share capital | | |
| 5 Called up share capital | 2007 | 2006 |
| Authorised | £ | £ |
| 100 Ordinary shares of £1 each | 100 | 100 |
| Allotted, called up and fully paid | | |
| 3 Ordinary shares of £1 each | 3 | 3 |
| | | |
| 6 Reserves | | Profit and loss account £'000 |
| At 1 January 2007 and 31 December 2007 | | 114 |

Notes to the financial statements (unaudited) for the year ended 31 December 2007 (Continued)

7 Reconciliation of movements in shareholders' funds

| | 2007 £'000 | 2006 £'000 |
|---|---------------|---------------|
| Opening and Closing shareholders' funds | 114 | 114 |

8 Ultimate parent company

The company's immediate parent company is Carillion Infrastructure Services Limited (formerly Alfred McAlpine Infrastructure Services Limited), which is incorporated in England and Wales. The ultimate parent company is Carillion Plc which is incorporated in England and Wales.

The company has taken advantage of the exemption provided by FRS8 not to disclose transactions with entities that are part of the same group

Copies of the financial statements of Carillion Infrastructure Services Limited (formerly Alfred McAlpine Infrastructure Services Limited) and group financial statements of Carillion Pic are available from Companies House, Crown Way, Cardiff CF4 3UZ