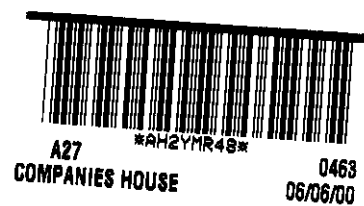


CARILLION PROJECTS LIMITED
DIRECTORS' REPORT AND FINANCIAL STATEMENTS
FROM INCORPORATION TO 31 DECEMBER 1999

(Registered in England, Number 3783021)



CARILLION PROJECTS LIMITED

DIRECTORS' REPORT

The directors present their annual report and the financial statements for the period from incorporation to 31 December 1999.

Business review

The company was incorporated on 1 June 1999 in the name of Carillion Services Limited. On 30 July 1999 the company changed its name to Carillion Projects Limited.

The company has not traded or made profits or losses during the period ended 31 December 1999.

Directors and directors' interests

The directors serving during the period were :

Hackwood Directors Ltd (appointed 1 June 1999, resigned 8 September 1999)
E McEwan (appointed 8 September 1999)

The director does not have any interest in the share capital of the company.

The interests of the director in the share capital of Carillion plc, the ultimate parent company, are disclosed in the financial statements of that company.

The director does not have any interest in the share or loan capital of any subsidiary of Carillion plc.

Approved by the Board on 14 March 2000 and signed on its behalf by :



D O FitzHugh
Secretary

Birch Street
Wolverhampton
WV1 4HY

CARILLION PROJECTS LIMITED

BALANCE SHEET

AT 31 DECEMBER 1999

	<u>1999</u> <u>£</u>
Current assets	
Debtors:	
Amounts owed by holding company	<u>1</u>
Capital and reserves	
Share capital:	
Authorised:	
100 ordinary shares of £1 each	<u>100</u>
Allotted, called up and fully paid:	
1 ordinary share of £1	<u>1</u>

The company was dormant within the meaning of Section 250 of the Companies Act 1985 throughout the financial period ended 31 December 1999.

These financial statements were approved by the board of directors on 14 March 2000 and signed on its behalf by :



E McEwan
Director

CARILLION PROJECTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FROM INCORPORATION TO 31 DECEMBER 1999

1. Profit and loss account

The company has not traded, made profits or losses, nor incurred any liabilities during the financial period. Therefore, no profit and loss account is attached.

2. Directors' emoluments

The directors have neither received nor waived any remuneration.

3. Parent companies

The company's immediate parent company is Carillion Holdings Limited, whilst the company's ultimate parent company is Carillion plc, both of which are registered in England and Wales.

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