REGISTERED NUMBER: 789114

CRISPIN & BORST LIMITED

ANNUAL REPORT
FOR THE YEAR ENDED
31ST DECEMBER 2003

CRISPIN & BORST LIMITED

COMPANY INFORMATION

DIRECTORS	M Blakey B J Boxall C C Brennan J Menzies K M Pagan P Tuplin
SECRETARY	D W Bowler
REGISTERED OFFICE	Astral House Imperial Way Watford Hertfordshire WD24 4WW
REGISTERED NUMBER	789114
AUDITORS	RSM Robson Rhodes LLP Colwyn Chambers 19 York Street Manchester M2 3BA
BANKERS	National Westminster Bank Plc P O Box 2DG 208 Piccadilly London W1A 2DG

The Directors submit their report to the members, together with the audited accounts for the year ended 31st December 2003.

Principal Activity

The principal activity of the Company is that of commercial building contractors.

Review of the business

Since its acquisition by VINCI PLC in 2002, Crispin & Borst has continued to make good progress throughout 2003.

The acquisition was a strategic move to benefit from Crispin & Borst's geographical presence and sectors of activity in London and the South East which complement those of Norwest Holst's existing regional building office.

The synergies which were subsequently released, together with the expansion and diversification of VINCI PLC's market share in the South East have fully justified the purchase.

A number of changes took place within Crispin & Borst in 2003 as part of the Company's strategy to promote itself within the wider context of the VINCI Group and to further strengthen the Crispin & Borst brand throughout the region.

All divisions adopted the Crispin & Borst name, branding and livery. This included the Thames Valley Region (formerly Colin Hatch Limited) which continues to operate from Cookham in Berkshire. The South East Region moved from Wateringbury in Kent to a larger and more accessible location in Maidstone. Crispinteriors, based in Clerkenwell, opened a new office in Docklands to add impact to their presence in the commercial fit-out market. The Caterham office was closed and the operations of JJ Jagger successfully integrated into those of the London region based in Sidcup. The Building & Facilities division continues to be based in Rainham, Essex and Chatham in Kent.

Operating costs continued to increase in the year due to factors not specific to the construction sector but which are general in their implications: insurance premiums and national insurance charges.

The increase in public spending has offset a decline in the private sector, most noticeable in the commercial office market where the level of enquiries has declined sharply. The education sector benefited from increased investment and the roll out of the NHS Estates ProCure 21 programme saw the first projects enter the construction phase. The industrial market remained depressed.

As one of Kent County Council's framework contractors, the Construction division completed a £2.3 million primary school in Kingshill, a new high quality residential and business village currently under construction.

The division also achieved early completion on a £1.7 million contract at Ratton School in Eastbourne to build a two storey extension and two single storey extensions to form a new library and dance studio.

A £5 million contract was awarded by The East London & The City Mental Health NHS Trust to refurbish an existing Victorian nursing block on the Hackney old hospital site in East London. Upon completion, the four-storey block will provide 45 beds for secure mental health facilities for male adults and a single storey reception area.

A £3 million contract to refurbish the Grade II listed General Lying In Hospital was completed for Guy's and St Thomas' Hospital NHS Trust.

Queen Mary University of London awarded the division a £3 million contract to add an additional floor and extensions to an existing three storey building in Whitechapel.

A £1.2 million contract provided Cheam High School in Surrey with a new teaching block and library.

External repairs were carried out on the Kingsbury housing estate in North London for Islington Council. The £1.1 million contract included external landscaping to form a recreational area.

A £2.5 million refurbishment contract was completed at the Seymour centre in West London for Cannons Health & Fitness Limited. Mechanical and electrical formed a large part of the contract.

The Building and Facilities division was awarded a £2.2 million refurbishment contract as part of an ongoing partnering arrangement with the London & Quadrant Housing Trust.

The division also completed a contract worth in the region of £0.8 million for Christies International at their auction house in London.

Work continued on ongoing schemes of asset management for the Department of Media, Culture and Sport covering a number of Royal Parks in London and also for the Imperial War Museum in London.

Crispinteriors successfully completed the fast track fit-out of a former brewery building in Clerkenwell to form the new head office for Building Design Partnership (BDP), one of the country's leading architectural practices.

A £3.5 million programme of operating theatre and ward upgrades was successfully completed by Crispinteriors at Mayday University Hospital in Croydon without disruption to existing theatres and wards.

The outlook for Crispin & Borst in the public sector, refurbishment and small building projects is positive.

The Company stands to benefit from the level of work it undertakes in the public sector which historically remains less exposed to the peeks and troughs experienced in the private sector.

The increase in the volume of work undertaken by Crispin & Borst in the refurbishment and maintenance market is a trend set to continue and guarantees the Company more favourable performance than other sectors of the industry.

Results and dividends

The profit after taxation for the year amounted to £554,187 (2002 : £257,553 loss).

The Directors propose the payment of a dividend of £480,763 resulting in a transfer to reserves of £73,424.

Directors and their interests

The Directors of the Company during the year were:

M Blakey
B J Boxall
C C Brennan
J Menzies
K M Pagan
P Tuplin

None of the Directors had a beneficial interest in the shares of the Company or any other company in the UK Group.

Employees

The Company has continued its policy regarding the employment of disabled persons. Full and fair consideration is given to applications for employment made by disabled persons, having regard to their particular aptitudes and abilities.

Communication and involvement

The Directors recognise the importance of good communications with the Company's employees and of informing them on a regular basis of the performance of the Company.

Health and safety

Health and safety issues figure prominently at Board level to ensure, as far as possible, the prevention of health risks or accidents to employees, contractors, sub-contractors, members of the public or any other persons who may come into contact with the Company's activities. Health and safety consultative committees operate at all levels and an annual report is produced highlighting trends and statistics in this vital area. The Company is proud of, but not complacent about, its safety record.

Payment Policy

Whilst the Company does not follow any external code or standard payment practice, Company policy with regard to the payment of suppliers is to agree terms and conditions with suppliers, ensure that suppliers are aware of those terms and, providing suppliers meet their obligations, abide by the agreed terms of payment. The average creditor days were 46 (2002: 44).

Auditors

On 3rd May 2003, RSM Robson Rhodes, the Company's auditors, transferred substantially the whole of their business to RSM Robson Rhodes LLP, a limited liability partnership incorporated under the Limited Liability Partnerships Act 2000. The directors consented to treating the appointment of RSM Robson Rhodes as extending to RSM Robson Rhodes LLP with effect from 3rd May 2003.

RSM Robson Rhodes LLP are willing to continue in office and the directors propose that they are reappointed in accordance with the elective resolution currently in force.

Statement of directors' responsibilities for the Annual Report

Company law in the United Kingdom 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 these accounts, the Directors are required to:

* select suitable accounting policies and apply them consistently;
* make judgements and estimates that are reasonable and prudent;
* state whether applicable United Kingdom 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 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.

Approval

The Report of the Directors was approved by the Board on 9th March 2004 and signed on its behalf by:

M Blakey
Director

INDEPENDENT AUDITORS' REPORT

TO THE SHAREHOLDERS OF CRISPIN & BORST LIMITED

We have audited the financial statements on pages 7 to 18.

This report is made solely to the company's shareholders, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's shareholders those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's shareholders as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

The Directors' responsibilities for preparing the Annual Report and the financial statements in accordance with applicable law and United Kingdom Accounting Standards are set out in the Statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards. We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Directors' Report is not consistent with the financial statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the Company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatement within it.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or by other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the Company as at 31st December 2003 and of the profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

RSM Robson Rhodes LLP

RSM Robson Rhodes LLP
Chartered Accountants and Registered Auditors

Manchester, England
9th March 2004

CRISPIN & BORST LIMITED

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31ST DECEMBER 2003

	Notes	2003 £	2002 £
Turnover: continuing operations	1	84,310,244	47,362,286
Cost of sales		(78,765,924)	(44,241,171)
Gross profit		5,544,320	3,121,115
Administrative expenses		(5,158,624)	(3,419,236)
Operating profit/(loss): continuing operations	2	385,696	(298,121)
Net interest receivable	4	183,891	21,567
Profit/(loss) on ordinary activities before taxation		569,587	(276,554)
Tax on profit/(loss) on ordinary activities	5	(15,400)	19,001
Profit/(loss) on ordinary activities after taxation		554,187	(257,553)
Dividends		(480,763)	-
Retained profit/(loss) for the financial year	13	73,424	(257,553)

A Statement of Total Recognised Gains and Losses has not been prepared as the Company has no recognised gains and losses other than those reported above.

CRISPIN & BORST LIMITED

BALANCE SHEET
AT 31ST DECEMBER 2003

	Notes	2003 £	2002 £
Fixed assets			
Tangible assets	6	558,343	343,255
Current assets			
Stocks	7	-	18,899
Debtors	8	13,461,768	12,470,223
Cash at bank and in hand		9,982,130	3,946,338
		23,443,898	16,435,460
Creditors: amounts falling due within one year	9	(21,180,569)	(13,986,223)
Net current assets		2,263,329	2,449,237
Total assets less current liabilities		2,821,672	2,792,492
Creditors: amounts falling due after more than one year	10	(33,546)	(77,790)
		2,788,126	2,714,702
Capital and reserves			
Called up share capital	11	181,800	181,800
Profit and loss account	12	2,606,326	2,532,902
Total equity shareholders' funds	13	2,788,126	2,714,702

The financial statements were approved by the Board on 9th March 2004 and signed on its behalf by :

M Blakey
Director

Accounting convention

The accounts have been prepared under the historical cost convention. The accounting policies adopted comply with UK Financial Reporting Standards and Statements of Standard Accounting Practice and are consistent with those of the previous period. The Financial Statements only present information about the Company and do not contain information about the Group as a whole.

Cash flow statement

The Company has taken advantage of the exemption not to prepare a cash flow statement as the Company's results are included in the consolidated statement of VINCI PLC whose statements are publicly available.

Turnover

Turnover is the total amount receivable by the Company in the ordinary course of business with outside customers for goods supplied and services provided excluding VAT and trade discounts. On certain long term contracts the estimated sales value of work performed in the year is included.

Long term contracts

Long term contracts are those extending in excess of 12 months and of any shorter duration which are material to the activity of the period.

Amounts recoverable on contracts are included in debtors and are valued, inclusive of profit, at work executed at contract prices plus variations less payments on account. Profit on long term contracts is recognised once the outcome can be assessed with reasonable certainty. The margin on each contract is the lower of the margin earned to date and forecast at completion. Full provision is made for anticipated future losses and such losses are included in creditors. Where contract payments received exceed amounts recoverable these amounts are included in creditors.

Amounts recoverable normally include claims only when there is a firm agreement with the client, but when assessing anticipated losses on major contracts a prudent and reasonable estimate of claims is taken into account.

Stocks and work in progress

Stocks and work in progress are stated at the lower of cost and estimated net realisable value.

Pension contributions

The VINCI group operates a defined contribution scheme for all employees joining after 1st April 2000. The amount charged to the profit and loss account in respect of the defined contribution pension plan is the cost relating to the accounting period.

Deferred tax is fully accounted for on any difference between accumulated pension costs charged against profit and accumulated contributions paid.

Foreign currencies

Assets and liabilities denominated in foreign currency are translated into Sterling at the rates of exchange ruling on 31st December. Exchange differences are taken to the profit and loss account.

Leased assets

Where assets are financed by leasing agreements which give risk and rewards approximating to ownership ('finance leases') the assets are included in the balance sheet at cost less depreciation in accordance with the normal accounting policy. The present value of future rentals is shown as a liability. The interest element of rental obligations is charged to the profit and loss account over the period of the lease in proportion to the balance of capital repayments outstanding.

All other leases are regarded as operating leases and the total payments made under them are charged to the profit and loss account on a straight line basis over the lease terms.

Depreciation

Depreciation is provided evenly on the cost (or valuation where appropriate) of tangible fixed assets, to write them down to their estimated residual values over their expected useful lives. Where there is evidence of impairment, fixed assets are written down to recoverable amount. Any such write down would be charged to operating profit unless it was a reversal of a past revaluation surplus in which case it would be taken to the statement of total recognised gains and losses. No depreciation is provided on freehold land. The principal anticipated useful lives on a straight line basis are:

Freehold buildings	- twenty five years
Plant and machinery	- from two to three years
Fixtures and fittings	- five years

Deferred Taxation

The payment of taxation is deferred or accelerated because of timing differences between the treatment of certain items for accounting and taxation purposes. Full provision for deferred taxation is made under the liability method, without discounting, on all timing differences that have arisen, but not reversed by the balance sheet date, unless such provision is not permitted by FRS 19.

1. **Turnover**

The principal activity of the Company is that of commercial building contractors. The Directors regard the whole of the activities of the Company as a single class of business. Substantially all of the turnover arose in the United Kingdom.

2. **Operating profit/(loss):** continuing operations

This is stated after charging:

	2003	2002
	£	£
Operating leases - other	317,351	-
- plant and machinery	1,850,847	834,994
Depreciation of tangible assets	132,330	264,167
Auditors' remuneration - audit	10,067	8,000

3. **Employees**

(i) Staff costs during the year amounted to:

	2003	2002
	£	£
Wages and salaries	11,784,742	6,931,457
Social security costs	1,253,342	729,473
Other pension costs (Note (ii))	1,040,137	415,175
	14,078,221	8,076,105

The average monthly number of employees during the year was as follows:

	2003	2002
	No	No
Management	10	5
Administration	193	113
Operation	242	142
	445	260

3. **Employees** (continued)

(ii) Pensions

Most pensions and related benefits for monthly paid staff of the Company are provided through the VINCI Pension Scheme, which is an externally managed and funded direct contribution scheme.

(iii) Directors' remuneration

	2003	2002
	£	£
Emoluments	439,568	333,383
Pension costs	56,377	32,722
	495,945	366,105

Four of the directors (2002: 4) are accruing retirement benefits under personal pension plans.

Directors emoluments disclosed above include the following:

Highest paid Director	105,048	92,323

4. Net interest receivable

	2003 £	2002 £
Interest receivable		
Bank interest	190,164	32,479
Interest payable		
Bank interest	-	(3,132)
Finance lease	(5,876)	(7,780)
Other interest	(397)	-
	183,891	21,567

5. Tax on profit/(loss) on ordinary activities

	2003 £	2002 £
The taxation for the year comprised:		
Adjustments in respect of prior years	-	(499)
Current taxation		
Deferred taxation	-	(499)
Net (origination)/reversal of timing differences	(15,400)	19,500
Tax (charge)/credit on profit/(loss) on ordinary activities	(15,400)	19,001

Current tax reconciliation

	2003 £	2002 £
Profit/(loss) on ordinary activities before taxation	569,587	(276,554)
Theoretical tax at UK corporation rate 30% (2002: 30%)	170,876	(82,966)
Effects of :		
Expenditure not tax deductible	11,442	14,013
Adjustments in respect of prior periods	-	499
Accelerated capital allowances	(8,400)	9,500
Group relief	(173,918)	59,453
Actual current taxation charge	-	499

6. **Tangible assets**

	Land and Buildings	Plant & Machinery £	Fixtures and fittings £	Total £
Cost:				
At 1st January 2003	81,879	-	416,271	498,150
Additions	-	-	274,917	274,917
Group transfers in	25,025	1,090	109,412	135,527
At 31st December 2003	106,904	1,090	800,600	908,594
Depreciation:				
At 1st January 2003	6,824	-	148,071	154,895
Group transfers in	7,554	581	54,891	63,026
Provided	11,751	109	120,470	132,330
At 31st December 2003	26,129	690	323,432	350,251
Net book value:				
At 31st December 2003	80,775	400	477,168	558,343
At 31st December 2002	75,055	-	268,200	343,255

The fixed assets owned by the Company include the following amounts in respect of assets held under finance lease and hire purchase contracts :

	2003 £	2002 £
Net book values	90,866	126,427
Depreciation provided in year	35,561	28,770

7. **Stocks and work in progress**

	2003	2002
	£	£
Raw materials and consumables	-	18,899

There was no significant difference between the replacement cost and the value disclosed for the above stock.

8. **Debtors**

	2003	2002
	£	£
Trade debtors	6,708,158	6,037,459
Amounts recoverable on contracts	5,221,459	4,179,969
Other debtors	89,230	509,477
Due from group undertakings	1,438,821	1,489,558
Prepayments and accrued income	-	234,260
Deferred tax asset	4,100	19,500
	13,461,768	12,470,223

Analysis of deferred tax asset balance	Deferred tax asset
	£
At 1st January 2003	19,500
Transfer to profit and loss account	(15,400)
At 31st December 2003	4,100

Deferred tax asset comprises of :	Amounts recognised	
	2003	2002
	£	£
Capital allowances	4,100	19,500

9. **Creditors:** *amounts falling due within one year*

	2003 £	2002 £
Trade creditors	5,120,800	2,645,789
Due to group undertakings	2,983,969	597,698
Other creditors	414	77,877
Obligations under finance leases	44,451	44,451
Taxation and social security	164,723	556,724
Accruals and deferred income	12,385,449	10,063,684
Dividend proposed	480,763	-
	21,180,569	13,986,223

10. **Creditors:** amounts falling due after more than one year

	2003 £	2002 £
Other creditors	207	-
Obligations under finance leases	33,339	77,790
	33,546	77,790

Finance lease obligations are repayable as follows :-

	2003 £	2002 £
Due within one year	44,451	44,451
Between one and two years	33,339	77,790
	77,790	122,241

11. **Share capital**

	2003 No.	2002 No.	2003 £	2002 £
		Authorised		
Ordinary shares of £1 each	250,000	250,000	250,000	250,000
		Allotted and fully paid		
Ordinary shares of £1 each	181,800	181,800	181,800	181,800

12. Reserves

	Profit and loss account £
At 1st January 2003	2,532,902
Retained profit for the year	73,424
At 31st December 2003	2,606,326

13. Reconciliation of movement in shareholders' funds

	2003 £	2002 £
Total recognised profits/(losses)	554,187	(257,553)
Dividends	(480,763)	-
Net increase/(decrease) in shareholders' funds	73,424	(257,553)
Opening shareholders' funds	2,714,702	2,972,255
Closing shareholders' funds	2,788,126	2,714,702

14. Capital expenditure

	2003 £	2002 £
Contracted for but not provided in the accounts	216,623	-

15. Operating lease commitments

The Company has agreed to make payments in the year ending 31st December 2004 under operating leases expiring within the following periods of 31st December:

		2003 £	2002 £
Other assets	-within 1 year	121,418	50,601
	- between 2 and 5 years	242,836	101,202
		364,254	151,803

16. **Contingent liabilities**

The Company has entered into guarantees relating to bonds, in the normal course of business, from which no losses are expected to arise.

Joint banking facilities available to the Company, its parent undertaking and fellow subsidiary undertakings are secured by cross guarantee. At 31st December 2003, the net Group bank borrowings were £Nil (2002: £Nil).

17. **Related party transactions**

The Company has taken advantage of the exemption in FRS 8 from disclosing related party transactions on the grounds that the consolidated accounts of the ultimate parent undertaking are publicly available.

There were no other related party transactions.

18. **Ultimate parent undertaking**

At 31st December 2003, the ultimate parent undertaking was VINCI (formerly Société Générale d'Entreprises), a company incorporated in France. Copies of the accounts of the above company can be obtained from the Company Secretary, VINCI, 1 cours Ferdinand-de-Lesseps, 92851 Rueil-Malmaison, Cedex, France. The parent undertaking of the smallest group of which the company is a member and for which group accounts are prepared is VINCI PLC, which is registered in England. Copies of the above accounts may be obtained from the Company Secretary, VINCI PLC, Astral House, Imperial Way, Watford, Hertfordshire, WD24 4WW.