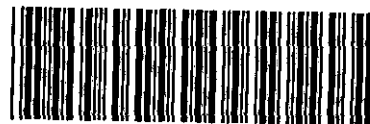


Whatco Holdings Limited

Registered Number: SC089787

**Directors' Report and Financial Statements
For the Year Ended 31 December 2008**

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Whatco Holdings Limited

Directors' report for the year ended 31 December 2008

The directors present their annual report and the unaudited accounts for the year ended 31 December 2008.

Principal activities

The company did not trade during the year.

Directors and their interests

The directors who held office during the period were as follows:

AM Nominees Limited	(resigned 12/02/2008)
AM Secretaries Limited	(resigned 12/02/2008)
T F George	(appointed 12/02/2008)
L J Mills	(appointed 12/02/2008)

All the shares of the company were beneficially owned by AM Nominees Limited throughout the year. The directors had no interest in the shares of Alfred McAlpine plc, the ultimate holding company.

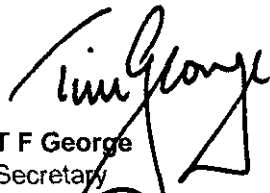
Statement of directors' responsibilities

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, 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 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


T F George
Secretary
14 May 2009

Whatco Holdings Limited

Balance Sheet at 31 December 2008

	<i>Note</i>	31 December 2008 £'000	31 December 2007 £'000
Creditors - amounts falling due within one year	3	(559)	(559)
Net liabilities		(559)	(559)
Capital and reserves			
Called up share capital	4	-	-
Profit and loss account		(559)	(559)
Equity shareholders' funds		(559)	(559)

For the year ending 31 December 2008 the Company was entitled to the exemption under section 249AA(1) of the Companies Act 1985.

No members have required the company to obtain an audit of its accounts for the year in question in accordance with section 249B(2).

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 its financial year, and of its profit and loss for the financial year in accordance with section 226, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the company.

Approved by the board of directors on 14 May 2009 and signed on its behalf by:



L. J. Mills
Director

Whatco Holdings Limited

Notes to the Financial Statements for the year ended 31 December 2008

1 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 preparation

The financial statements have been prepared in accordance with applicable accounting standards, and under the historical cost accounting rules.

Profit and loss account

The Company has not traded during the year and consequently no amounts have been charged or credited to the profit and loss account (2007: £nil)

2 Investment in subsidiary undertakings

Shares in subsidiary undertakings at cost: £

At 1 December 2008 and 31 December 2008 100

Whatco Holdings Limited owns 100% of the ordinary share capital of Whatco Scotland Limited (registered in Scotland). The Company was, at 31 December 2008, a wholly owned subsidiary undertaking of Carillion plc and is therefore exempt under s228 of the Companies Act 1985 from producing group accounts. The financial information presented in these accounts is therefore for the Company as an individual undertaking and not for its group. In the directors' opinion the value of the aggregate investment in each subsidiary is not less than the amount at which it is stated in these accounts.

3 Creditors

	2008 £'000	2007 £'000
Amounts owed to group undertakings	559	559

4 Share Capital

	2008 £	2007 £
Authorised		
Ordinary shares of £1 each	1000	1000
Allotted, called up and fully paid:		
Ordinary shares of £1 each	100	100

5 Ultimate parent company

The results of the company are included in the consolidated Financial Statements of Carillion plc, its ultimate United Kingdom parent undertaking, a company registered in England, copies of whose Financial Statements can be obtained from; The register of Companies, Companies House, Crown Way, Cardiff, CV14 3UZ.

On 12 February 2008 Carillion (AM) Limited (formerly Alfred McAlpine Plc) was acquired by Carillion plc.