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DEPARTMENT OF ENTERPRISE
TRADE & INVESTMENT
COMPANIES REGISTRY

08 APR 2005

COUNTER RECEIVED

Charles Brand Group Limited

Financial statements

Year ended 31 March 2004

Company registration number: NI 22465

Charles Brand Group Limited

Directors’ report and financial statements

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Charles Brand Group Limited

Directors and other information

Directors

K Lagan
M Lagan
C G Jenkins
N Fletcher
P Evans
F Gleeson

Secretary

C G Jenkins

Auditors

KPMG
Stokes House
17/25 College Square East
Belfast

Bankers

Ulster Bank Limited
Waring Street
Belfast

Solicitors

McGrigor Donald
Pacific House
70 Wellington Street
Glasgow

Registered office

Lagan House
19 Clarendon Road
Clarendon Dock
Belfast
BT1 3BG

Companies office file number

NI 22465

Subsidiary undertakings

Charles Brand Limited
F.K. Piling Limited
Eldufgar Construction Limited
Charles Brand (IOM) Limited

Charles Brand Group Limited

Directors' report

The directors herewith submit their Annual Report to the shareholders together with the audited financial statements for the year ended 31 March 2004.

Principal activities and Business Review

The company did not trade to its own account during the financial year, instead all trading activity was carried out as an agent of Whitemountain Construction Limited. The directors do not expect that this position will change in the foreseeable future.

Charitable and political donations

The company made no charitable or political donations during the year.

Directors

The members of the board during the year were:-

K Lagan
M Lagan
C G Jenkins
N Fletcher
RG Sleator (resigned 31 July 2003)
A Mullan (resigned 31 December 2003)
P Evans
F Gleeson

Interests in share capital

No director had any share interest recorded in the register. However several directors have an indirect interest in the company by virtue of their holdings in Lagan Holdings Limited, the ultimate parent undertaking. These shareholdings are disclosed in the relevant financial statements.

Interests in contracts

No director at any time during the year had a material interest in any contract with the company that was significant in relation to the company's business.

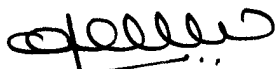
Charles Brand Group Limited

Directors' report *(continued)*

Auditors

KPMG have expressed their willingness to continue in office as auditors and a resolution for their re-appointment will be proposed at the Annual General Meeting.

On behalf of the board



C G Jenkins
Secretary

31 January 2005

Charles Brand Group Limited

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial year which give, in accordance with applicable Northern Ireland law and accounting standards, a true and fair view of the state of affairs of the company and of the profit or loss of the company for that year. 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;
- 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 maintaining 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 (Northern Ireland) Order 1986. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

On behalf of the board



P Evans
Director

31 January 2005



KPMG
Chartered Accountants
Stokes House
17-25 College Square East
Belfast BT1 6DH
Northern Ireland

Independent auditors' report to the members of Charles Brand Group Limited

We have audited the financial statements on pages 6 to 9.

This report is made solely to the company's members as a body in accordance with article 243 of the Companies (Northern Ireland) Order 1986. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's 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 members 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 are responsible for preparing the directors' report and, as described on page 4, the financial statements in accordance with applicable Northern Ireland law and accounting standards. Our responsibilities, as independent auditors, are established in Northern Ireland by statute, the Auditing Practices Board and by our profession's ethical guidance.

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 (Northern Ireland) Order 1986. 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.

Basis of audit opinion

We conducted our audit in accordance with 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 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 financial statements give a true and fair view of the state of affairs of the company as at 31 March 2004 and of its result for the year then ended and have been properly prepared in accordance with the Companies (Northern Ireland) Order 1986.

KPMG
Chartered Accountants
Registered Auditors

31 January 2005

Charles Brand Group Limited

Balance sheet

At 31 March 2004

	Note	2004	2003
		£	£
Fixed assets			
Investments	2	1,382,862	1,382,862
Current assets			
Debtors	3	550,000	550,000
Total assets		1,932,862	1,932,862
Creditors: Amounts falling due within one year	4	(1,446,682)	(1,446,682)
Net assets		486,180	486,180
Capital and reserves			
Called up share capital (including non equity interests)	5	1,450,455	1,450,455
Share premium	6	207,654	207,654
Profit and loss account		(1,171,929)	(1,171,929)
Shareholders' funds			
- equity		(513,820)	(513,820)
- non equity		1,000,000	1,000,000
	7	486,180	486,180

Profit and loss account

Year ended 31 March 2004

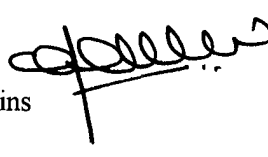
During the financial year and the preceding financial year, the company has not traded and has received no income and incurred no expenditure. Consequently, during these periods the company has made neither a profit nor a loss. The opening and closing balances on the cumulative profit and loss account, accordingly, remain at £1,171,929. Additionally, the company had no other gains and losses nor any cash flows during these periods, and accordingly no statement of total recognised gains and losses, reconciliation of movements in shareholders' funds or cash flow statement is presented.

On behalf of the board

P Evans
Director



C G Jenkins
Director



31 January 2005

The notes on pages 7 to 9 form part of these financial statements.

Charles Brand Group Limited

Notes

(forming part of the financial statements)

1 Accounting policies

Accounting policies are consistent with those of the previous year.

Basis of accounting

These financial statements are prepared under the historical cost convention as modified by the revaluation of certain fixed assets and in accordance with applicable accounting standards. The directors have relied upon the exemptions of FRS1 (Revised 1996) not to include a cash flow statement.

The company has availed of the exemption of the Companies (Northern Ireland) Order 1986 not to prepare consolidated accounts as it is a wholly owned subsidiary undertaking of Whitemountain Construction Limited. Group accounts have been prepared for Whitemountain Construction Limited.

Related party transactions

Since 100% of the company's voting rights are controlled within the group of companies of which it is a member, the company has taken advantage of the exemption not to disclose transactions with entities that are part of the group of investees of the group qualifying as related parties.

2 Investments (held as fixed assets)

Shares in group undertakings

	2004 £	2003 £
Cost	2,454,791	2,454,791
Provision	(1,071,929)	(1,071,929)
	<hr/>	<hr/>
Net book value	1,382,862	1,382,862
	<hr/>	<hr/>

The company owns 100% of the issued share capital of Charles Brand Limited and Eldufgar Construction Limited. Charles Brand Limited owns 100% of the issued share capital of F.K. Piling Limited and Charles Brand (IOM) Limited.

Charles Brand Limited, Charles Brand (IOM) Limited and Eldufgar Construction Limited are engaged in building and civil engineering construction and plant hire. F.K. Piling Limited is engaged in piling contracting. All these companies are incorporated in Northern Ireland with the exception of Charles Brand (IOM) Limited which is incorporated in the Isle of Man.

Charles Brand Group Limited

Notes (continued)

3 Debtors: Amounts falling due within one year

	2004 £	2003 £
Amounts due from group undertakings	550,000	550,000

4 Creditors: Amounts falling due within one year

	2004 £	2003 £
Amounts owed to group undertakings	1,446,682	1,446,682

5 Share capital

	2004 £	2003 £
<i>Authorised:</i>		
Ordinary shares of £1 per share	450,455	450,455
Preference share of £1 per share	1,000,000	1,000,000
	Ordinary Shares £	Ordinary Shares £
<i>Allotted, called up and fully paid:</i>		
Ordinary shares of £1 each	450,455	450,455
Preference share of £1 per share	1,000,000	1,000,000
	1,450,455	1,450,455

6 Share premium account

	2004 £	2003 £
Balance at beginning and end of year	207,654	207,654

Charles Brand Group Limited

Notes (continued)

7 Reconciliation of shareholders' funds

	2004 £	2003 £
Shareholders' funds at beginning of year	486,180	486,180
Result for the year	-	-
	<hr/>	<hr/>
Shareholders' funds at end of year	486,180	486,180
	<hr/>	<hr/>

8 Pension

Charles Brand Group Limited does not contribute to a company pension scheme. Instead contributions are made to employee individual pension plans.

9 Ultimate parent undertaking and parent undertakings of larger groups

The company's immediate parent undertaking is Whitemountain Construction Limited. The ultimate parent undertaking is Lagan Holdings Limited, a private company incorporated and operating in Northern Ireland.

The smallest group in which the financial statements of the company are consolidated is Whitemountain Quarries Limited (incorporated in Northern Ireland). The largest group in which the financial statements of the company are consolidated is Lagan Holdings Limited. The consolidated financial statements of these groups are available to the public and may be obtained from:

Northern Ireland Registrar of Companies
1st Floor
Waterfront Plaza
8 Laganbank Road
Belfast
BT1 3LR