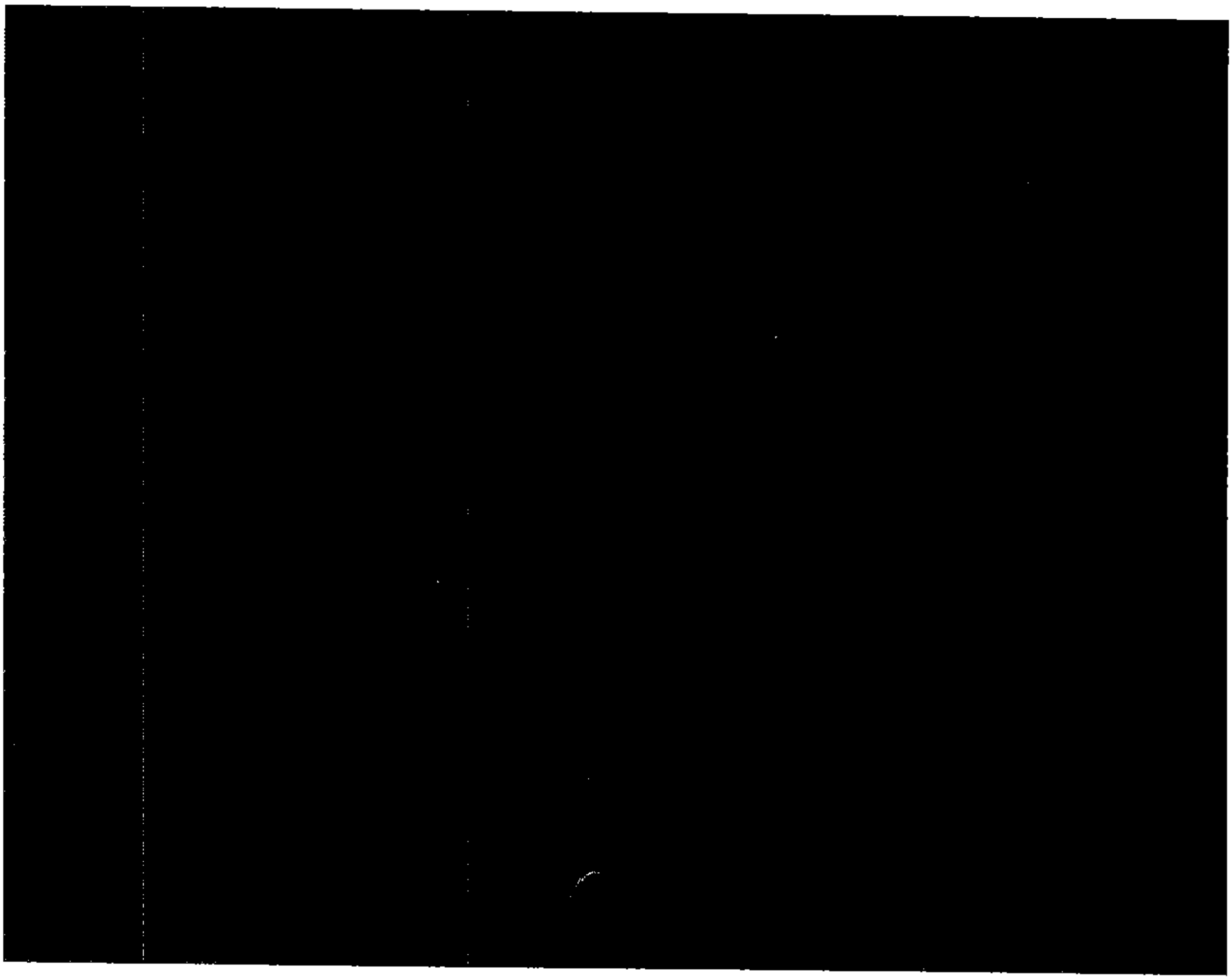
The Alfred McAlpine Pension Plan

Report and Financial Accounts

Year ended 31 December 2013

Registrar of Occupational and Personal Pension Schemes Registration Number: 10132644



The Alfred McAlpine Pension Plan

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Advisers
Year ended 31 December 2013

Plan Actuary
Edwin Topper, FIA
Mercer Limited

Plan Administrators
JLT Benefit Solutions Limited (until 5 August 2013)
Ensign Pensions Administration Limited* (appointed 5 August 2013)

Auditor
KPMG LLP

Bankers
The Royal Bank of Scotland plc (until December 2013)
National Westminster Bank plc (appointed August 2013)

AVC Providers
Prudential Assurance Company
Equitable Life Assurance Society
Legal & General Assurance (Pensions Management) Limited

Investment Managers
Legal & General Assurance Investment Management Limited
BlackRock Advisors (UK) Limited
Aviva Investors Global Services Limited
Insight Investment Management (Global) Limited (appointed August 2013)
Origin Asset Management
Odey Asset Management
Taube Hodson Stonex Partners
Baillie Gifford & Co
State Street Global Markets (appointed December 2013)

Longevity Swap Counterparty
Deutsche Bank AG (appointed December 2013)

Custodians
HSBC Bank PLC
Citibank N.A.
BNY Mellon
RBC Investor Services Ireland Limited
Northern Trust
State Street Bank & Trust Company (appointed December 2013)

Investment Adviser
Mercer Limited

Legal Adviser
Sacker and Partners LLP

* Known as Ensign Pensions Administration from 1 May 2014, following acquisition by JLT Employee Benefits.

Advisers
Year ended 31 December 2013

Principal Employer
Carillion (AM) Limited

Contact Address
Ensign Pensions Administration
Leatherhead House
Station Road
Leatherhead
Surrey
KT22 7ET

Trustee Report
Year ended 31 December 2013

Introduction

The Trustee presents its Annual Report together with the audited financial statements of The Alfred McAlpine Pension Plan (the "Plan") for the year ended 31 December 2013. The Plan is a defined benefit Plan and is administered by Ensign Pensions Administration ("Ensign") in accordance with the establishing document and rules, solely for the benefit of its members and their dependants on the member's retirement and death.

The Trust Deed and Rules governing the Plan are available for inspection on application to the administrator.

During 2013 the Trustees of all the Carillion defined benefit (final salary) pension schemes undertook a joint review of the administration for the eight Carillion defined benefit schemes. The review committee concluded that Ensign (previously known as MNPA Limited) should be recommended to the Trustees of each scheme for appointment as administrator (to three of the schemes) or retention as administrator (for five of the schemes). The Trustee accepted the advice of the review committee replacing JLT Benefit Solutions Limited with Ensign. The transition took place on 1 August 2013.

HMRC approval

The Plan is a "registered pension scheme" for tax purposes.

The Principal Employer

The Principal Employer is Carillion (AM) Limited. Other participating Employers with eligible employees who are entitled to be members of the Plan are Carillion AMBS Limited, Carillion Capital Projects Limited, Carillion Government Services Limited, Carillion Infrastructure Services Limited, and Carillion Project Investments Limited. The Employer's registered address is 24 Birch Street, Wolverhampton, WV1 4 HY.

Appointment and removal of Trustee/management of the Plan

The Plan is managed by the Trustee, Carillion (DB) Pension Trustee Limited. This company's function is to act as Trustee to the Plan and to 5 other Carillion Group schemes. The Articles of this company provide for the appointment and removal of Trustee directors. The board of the Trustee is made up of 16 directors, six of whom are appointed by the Principal Employer (one of whom is the independent chair), and ten are member representatives. Two of the current Member Nominated Directors ("MNDs") were co-opted from the previous Trustee companies of five of the six schemes for which it acts as Trustee. All other MNDs (including some who were originally co-opted) have been selected through nominations (and if appropriate elections).

Trustee Report
Year ended 31 December 2013

The directors of Carillion (DB) Pension Trustee Limited are:

Appointed by the Employer:

Robin Ellison (Independent Chair)
Simon Eastwood
Robin Herzberg
Lee Mills
Alison Shepley
Brian Watkins

Appointed by the members:

David Benson (resigned 19/08/2013)
Alan Bratt (appointed 12/06/2013)
Gerald Brown (re-appointed 01/04/2014)
Steven Brunswick
Stephen Chandler (resigned 30/04/2014)
Peter Forsyth (appointed 08/01/2014)
Graham Hindley (re-appointed 01/04/2014)
Paul Kitto
Quentin Leiper
Stephen Rowland(re-appointed 01/04/2014)
Iain Simmonds

The terms of office for Graham Hindley, Stephen Rowland, Gerald Brown and Stephen Chandler ended on 31 March 2014. Stephen Rowland, Graham Hindley and Gerald Brown were all re-nominated. As there were no other nominations for Stephen Rowland and Graham Hindley's constituencies, each will serve a further term. Gerald Brown was re-elected in the Mowlem Staff and Bower constituency and will serve a further term. As there were no nominations from the employed deferred members to replace Stephen Chandler, he remained on the Board until 30 April 2014 and pensioner members in the PME constituency have been invited to stand.

Trustee knowledge and understanding

The Pensions Act 2004 requires trustees to have sufficient knowledge and understanding of pensions and trust law and to be conversant with the Plan documentation. The Pensions Regulator has published a Code of Practice on Trustee Knowledge and Understanding ("TKU") to assist trustees on this matter which became effective from 6 April 2006 and subsequent revisions were made in November 2009. The Trustee Directors recognise the need for, and participate in, on-going training, including seminars and the Pension Regulator's 'Trustee Toolkit' training program.

Changes to the Plan

The Trustee entered into a longevity swap with Deutsche Bank in respect of the majority of the pensioners in the Plan as at August 2013. The purpose of the longevity swap is to reduce the risk to the Plan of the rise in life expectancy and has no impact on benefits provided by the Plan. As part of the longevity swap a deed of amendment was signed on 18 November 2013 to allow the Trustee power to enter into derivative transactions.

Pensions in payment

In accordance with the Plan's Trust Deed and Rules, pensions in payment at 1 January 2013 were increased as follows:

For pension in respect of pensionable service above the Guaranteed Minimum Pension ("GMP") the increase was 2.6%. This is in line with the increase in the General Index of Retail Prices over the period to the previous 30 September (restricted to a maximum of 5%).

Increases on the GMP are given partly by the Plan and partly by the State.

Deferred benefits

Deferred benefits held under the Plan for members who have left service or ceased to contribute to the Plan are increased over the period from the date of leaving service as follows:

I. The GMP part of members' deferred benefits is increased at a fixed rate dependent on the date of leaving for each complete tax year to State Pension Age.

II. The part of the deferred benefits in excess of the GMP is increased in line with statutory requirements over the period to Normal Retirement Date subject to a maximum of 5% per annum.

Transfer values

The rules of the Plan permit transfers to other Occupational Pension Schemes, personal pension plans or single premium insurance policies (known as Section 32 policies). Transfer values can also be paid to Stakeholder contracts. If a transfer is made the Trustee receives a statutory discharge from any further liability once the transfer has been affected.

The Trustee confirms that all transfer values are calculated and verified in accordance with the statutory cash equivalent requirements in accordance with the Pension Schemes Act 1993 (the "Act").

The current basis meets the legal requirement of the Act and makes no allowance for the payment of any discretionary benefits under the Plan.

In October 2009, the Trustee reduced the external transfer values available to members to reflect the level of funding within the Plan; this measure was taken to protect the remaining members. It was reviewed during 2013 and will continue to be reviewed annually.

Trustee Report
Year ended 31 December 2013

Membership

Details of the membership of the Plan as at 31 December 2013 are given below:-

	Total 2013	Total 2012
PENSIONERS		
Pensioners at the start of the year	**1,974**	1,925
Adjustment	**4**	-
Members retiring during the year	**72**	92
New beneficiaries	**22**	24
Deaths	**(46)**	(57)
Beneficiary pensions ceased	**-**	(4)
Full commutation of beneficiary pension	**(1)**	(6)
PENSIONERS AT THE END OF THE YEAR	**2,025**	1,974
MEMBERS WITH PRESERVED BENEFITS		
Number at the start of the year	**2,436**	2,542
Adjustment	**3**	(6)
Deferred pensioners becoming pensioners	**(74)**	(92)
Transfers out during the year	**(6)**	(4)
Deaths	**(2)**	(4)
MEMBERS WITH PRESERVED BENEFITS AT THE END OF THE YEAR	**2,357**	2,436
TOTAL MEMBERSHIP AT THE END OF THE YEAR	**4,382**	4,410

Pensioners include individuals receiving a pension upon the death of their spouse.

These membership figures do not include movements notified to the Administrator after completion of the report.

Trustee Report
Year ended 31 December 2013

Financial development of the Plan

The financial statements on pages 22 and 23 show that the value of the Plan's assets increased by £22.7m to £329.1m as at 31 December 2013. The increase was comprised of net withdrawals from dealings with members of £7.7m together with a net increase in the returns on investments of £30.4m.

The financial statements have been prepared and audited in accordance with the regulations made under Sections 41 (1) and (6) of the Pensions Act 1995.

Further details of the financial developments of the Plan may be found in the audited financial statements on pages 22 to 31.

Contributions

Contributions received from participating Employers were in accordance with the Schedule of Contributions dated 29 October 2010 with the exception of implicit investment expenses which were due to be paid by the Employers from 1 January 2013, but were not received. The Schedule of Contributions dated 29 October 2010 is on pages 40 to 43. Implicit investment expenses have been reserved for under a new Schedule of Contributions which was signed on 13 June 2014 (pages 36 to 39).

The Schedule of Contributions in force from 29 October 2010 expected deficit contributions of £9.506m to be received in relation to 2013. This amount was received during 2013 as shown on page 22.

Investments – policy

The Trustee's investment policy is detailed in their Statement of Investment Principles ("SIP"). The Trustee monitors compliance SIP periodically, or more frequently if necessary.

In line with the Occupational Pension (Investment) Regulations (2005), the Trustee is required to review the SIP at least every three years and without delay after any significant changes in investment policy.

The Trustee will review the SIP in response to any material changes to any aspects of the Plan, its liabilities, finances and the attitude to risk of the Trustee and the Company which they judge to have a bearing on the stated Investment Policy.

This review will occur annually, in line with the Trustee's preferred practice. Any such review will again be based on written expert investment advice and the Company will be consulted.

Investment - management

In order to discharge its responsibilities with regard to investments, the Trustee employs specialist investment managers. Details of these managers are set out on page 2.

Each 'active' investment manager has been set a performance target in excess of a benchmark return, and is expected to achieve the target performance over a rolling three-year period. A target maximum under-performance by the investment manager in any one year is also set by the Trustee.

Legal & General – fees are invoiced directly to the Plan at rates between 0.0425% p.a. and 0.3% p.a. of the value of the fund, depending on the fund invested in.

Aviva – fees are charged directly to the fund at a rate of 0.4% p.a. on the value of the fund invested in.

BlackRock - fees are invoiced directly to the Plan at a rate of 0.35% p.a. on the value of the active UK equity fund. The active UK equity fund also has a performance related fee of 20% on outperformance of the benchmark. The fee for the GTAA fund is solely performance related and equals 30% of any outperformance relative to the benchmark.

Odey - fees are charged directly to the fund at a rate of 0.7% p.a. of the fund value. There is also a performance related fee of 20% on outperformance of the benchmark.

Origin - fees are invoiced directly to the Plan at a rate of 0.35% p.a. of the fund.

THS - fees are charged directly to the fund at a rate of 0.65% p.a. of the fund value.

Insight – fees are charged directly to the fund at rates between 0.12% p.a. and 0.30% p.a. of the fund value, depending on the fund invested in.

State Street – fees are invoiced directly to the Plan at a rate of 0.015% p.a. of the fund value. In addition to this, there are transaction charges.

Baillie Gifford - fees are charged directly to the fund and are calculated on a sliding fee scale, which is dependent on the value of assets invested in the fund. As such, fees are levied at a rate between 0.45% p.a. and 0.65% p.a. of the fund value. Please note that assets with Baillie Gifford are amalgamated across all of the Schemes within the Carillion Group for fee calculation purposes.

Custody of assets

The Trustee uses the custodial arrangements of the investment managers it has appointed to manage the Plan assets. It has a separate custody agreement with each custodian.

Investment performance

Details of investment performance can be found in the Investment Report on pages 12 to 18.

Trustee Report
Year ended 31 December 2013

Further information

Members are entitled to inspect copies of documents giving information about the Plan.

Any member with a complaint or unresolved query can use the Internal Disputes Resolution Procedure ("IDRP") or, alternatively, they can obtain free advice through the Pensions Advisory Service ("PAS") who can be contacted at 11 Belgrave Road, London, SW1V 1RB. If a member has a complaint which PAS is unable to resolve then they can ask for a ruling from the Pensions Ombudsman who can be reached at the same address.

In the event of complaint a copy of the IDRP can be requested from Group HR (Pensions), Birch Street, Wolverhampton, WV1 4HY.

Any query about the Plan, including requests from individuals for information about their benefits, should be addressed to:

The Trustee of The Alfred McAlpine Pension Plan care of: Ensign Pensions Administration, Leatherhead House, Station Road, Leatherhead, Surrey, KT22 7ET.

This report, including the Compliance Statement, was approved by the Trustee on 2014 and signed on its behalf by:

....
Trustee Director

....
Trustee Director/Secretary

Statement of Trustee Responsibilities
Year ended 31 December 2013

Statement of Trustee responsibilities for the financial statements

The audited financial statements, which are to be prepared in accordance with UK Generally Accepted Accounting Practice ("UK GAAP"), are the responsibility of the Trustee. Pension scheme regulations require the Trustee to make available to Plan members, beneficiaries and certain other parties, audited financial statements for each Plan year which:

- show a true and fair view, of the financial transactions of the Plan during the Plan year and of the amount and disposition at the end of the Plan year of the assets and liabilities, other than liabilities to pay pensions and benefits after the end of the Plan year; and

- contain the information specified in the Schedule to the Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996, including a statement whether the accounts have been prepared in accordance with the Statement of Recommended Practice, Financial Reports of Pension Schemes (revised May 2007).

The Trustee has supervised the preparation of the financial statements and has agreed suitable accounting policies, to be applied consistently, making estimates and judgements on a reasonable and prudent basis. It is also responsible for making available each year, commonly in the form of a Trustee's annual report, information about the Plan prescribed by pensions legislation, which it should ensure is consistent with the financial statements it accompanies.

The Trustee has certain responsibilities in respect of contributions which are set out in the statement of Trustee's responsibilities accompanying the Summary of Contributions.

The Trustee has a general responsibility for ensuring that adequate accounting records are kept and for taking such steps as are reasonably open to it to safeguard the assets of the Plan and to prevent and detect fraud and other irregularities, including the maintenance of appropriate internal controls.

Investment Report
Year ended 31 December 2013

Investment Background

2013 was a much stronger year for growth assets than many had anticipated, with stellar returns from developed equity markets led by the US. As the recovery of all major developed economies began to broaden and the Eurozone emerged from recession, investor sentiment gradually improved over the year, albeit it was not a smooth ride. Events like the Italian elections in early 2013, the EU-IMF bail-out of Cyprus in March, the speech by Mr Bernanke on the potential tapering of the US Quantitative Easing programme in May and the US Government shutdown in October heightened investor's fear on the credibility of the central bank and government policies and introduced volatility in the markets.

Positive economic data coming from the developed economies, such as the US and UK, shifted up a gear towards the end of 2013 and it appeared that global production growth gained further momentum. Whilst the global consensus on real GDP forecast for 2013 remains at 2.4%, the forecast for 2014 is 3.1% (according to Consensus Economics, January 2014).

While global economic activity accelerated notably in many of the developed economies, this had not been the case in many parts of the emerging economies. Emerging markets were laggards in 2013 and remained differentiated both in terms of economic growth prospects and political environment. The political unrest and instability in some of the emerging economies undermined the performance of their equity markets. Following the sell off over the summer, emerging market debt, equity and currency reached some stability in the last quarter of 2013.

At the global level, the FTSE World Index, returned strongly over the calendar year of 2013 at 22.4% in sterling terms. Conversely, emerging markets declined by 5.3% in sterling terms according to the FTSE AW Emerging Markets Index.

At a regional level, European markets increased by 25.2% in sterling terms as indicated by the FTSE World Europe ex UK Index. UK, US and Japanese stocks also recorded strong growth. The FTSE All Share Index grew 20.8%, the FTSE USA Index rose 30.4% in sterling terms and the FTSE Japan Index grew 25.0% in sterling terms.

Returns on UK Government Bonds, as measured by the FTSE Gilts All Stocks Index, fell 3.9%, while long dated issues as measured by the corresponding Over 15 Year Index decreased by 5.9%. The yield for the FTSE Gilts All Stocks Index rose significantly over the year, from 2.5% to 3.2%. The FTSE All Stocks Index Linked Gilts Index returned 0.5%, with the corresponding 15 Year Index also exhibiting a positive return of 2.2%.

Corporate debt, as measured by the BofA Merrill Lynch Sterling Non-Gilts Index, had a modest return of 0.8% over the year.

Over the 12 month period to 31 December 2013, the IPD UK All Property Index returned 10.9% in sterling terms. The three main sectors of the UK Property market (retail, office and industrial) each recorded positive returns over the period.

Delegation of Responsibilities

The overall investment policy of the Plan is determined by the Trustee in consultation with Mercer Limited ("Mercer"). The day-to-day management of the assets is delegated to professional investment managers across a range of asset classes.

Investment Report
Year ended 31 December 2013

Management of the Assets

As at 31 December 2013, the Plan's assets were managed by Aviva Investors Global Services Limited ("Aviva"), Baillie Gifford & Co ("Baillie Gifford"), BlackRock Advisors (UK) Limited ("BlackRock"), Insight Investment Management (Global) Limited ("Insight"), Legal & General Investment Management Limited ("L&G"), Odey Asset Management ("Odey"), Origin Asset Management ("Origin"), State Street Global Markets ("SSGM") and Taube Hodson Stonex Partners ("THS").

In addition, in December 2013 the Plan entered into a longevity swap contract with Deutsche Bank AG ("Deutsche Bank") as counterparty, covering all current pension payments, to protect the Plan against unexpected increases in longevity.

The Plan's 60%/40% overall strategic split between growth and bond-like assets changed to a 60% growth assets, 5% mid-risk assets and 35% bond assets split during 2013. The split of assets excludes the value of the longevity swap.

Over 2013, there were some changes to the investment strategy. In June 2013, the Plan switched its L&G Fixed Interest Gilts holdings to the L&G Over 5 Year Index-Linked Gilt Fund. During August 2013, the Plan disinvested from a portion of its L&G and Insight Corporate Bond assets in order to fund the Insight Buy and Maintain Credit Fund. In December 2013, to support the longevity swap, some assets from the L&G and Insight Index-Linked Gilts holdings were moved to collateral accounts at SSGM to be invested in Index-Linked Gilts.

The investment strategy, as at 31 December 2013, is shown in the tables below:

Asset Class	Strategic Allocation %
Growth	**60.0**
UK Equities	13.2
Global Equities	24.6
Emerging Market Equities	1.2
Global Tactical Asset Allocation (GTAA)	6.0
Diversified Growth (DGF)	15.0
Mid-Risk	**5.0**
HLV Property	5.0
Bonds	**35.0**
Fixed Interest Gilts	3.0
Index-Linked Gilts	15.0
Buy and Maintain Credit	17.0
Total Plan	**100.0**

Figures subject to rounding

Investment Report
Year ended 31 December 2013

Manager	Strategic Allocation %
BlackRock (UK equities and GTAA)	17.4
L&G (UK equities, emerging market equities and bonds)	7.0
Baillie Gifford (DGF)	15.0
Odey (global equities)	8.4
Origin (global equities)	10.2
THS (global equities)	6.0
Aviva (HLV property)	5.0
Insight (Bonds and Buy and Maintain Credit)	20.0
SSGM (Bonds)	11.0
Total Plan	**100.0**

Figures subject to rounding

Statement of Investment Principles

The Trustee has prepared a Statement of Investment Principles "SIP" in accordance with Section 35 of the Pensions Act 1995 and subsequent legislation. A copy of the SIP is available on request. There were no departures from the investments permissible in the SIP during the year.

Strategic management of the assets is the responsibility of the Trustee acting on expert advice and reflects the investment objective of the Plan. This is to seek to obtain investment returns at least commensurate with the assumptions used for valuing the liabilities. In this context, the primary aim is to enhance the on-going funding level through controlled risk taking, which aims to avoid unplanned increases in Employer contributions.

Investment Report
Year ended 31 December 2013

The Plan's Investments

As at 31 December 2013, the market value of the Plan's investments (based on bid prices where applicable) amounted to £327.1m. This excludes the value of the longevity swap. The distribution of these assets across the whole portfolio is highlighted in the table below:

Manager	Asset Class	31 December 2013		Target
		£m	%	%
Odey	Global Equities	30.4	9.3	8.4
Origin	Global Equities	37.2	11.4	10.2
THS	Global Equities	20.9	6.4	6.0
BlackRock	UK Equities (Active)	39.6	12.2	11.4
	GTAA	17.8	5.4	6.0
Baillie Gifford	DGF	46.8	14.3	15.0
L&G	UK Equities	7.6	2.3	1.8
	Emerging Market Equities	3.4	1.1	1.2
	Index-Linked Gilts	5.2	1.6	4.0
	Corporate Bonds	3.7	1.1	0.0
Aviva	HLV Property	16.6	5.1	5.0
Insight	Fixed Interest Gilts	10.0	3.1	3.0
	Buy and Maintain Credit	53.2	16.3	17.0
SSGM	Index-Linked Gilts	34.0	10.4	11.0
Total		**326.4**	**100.0**	**100.0**

Source: Investment managers, figures subject to rounding.

All assets are marketable. The Insight Buy and Maintain Credit and all L&G assets are valued weekly. The Aviva HLV Property and the BlackRock GTAA assets are valued monthly. All other assets can be valued on a daily basis.

Investment Performance

The Plan's performance is compared with a composite benchmark which has changed a number of times over 2013 as a result of transitions described earlier. The Trustee also monitors the performance of the Plan's investments, which is measured by Mercer on a quarterly basis to March, June, September and December month ends.

Performance over the one, three and five year periods to 31 December 2013 is shown in the table below. Performance takes into account the strategy changes over the year.

	1 Year to 31 December 2013 %	3 Years to 31 December 2013 % p.a.	5 Years to 31 December 2013 % p.a.
Plan	10.6	6.6	10.5
Benchmark	7.7	5.8	9.4

Source: Investment managers and Mercer, gross of fees

Investment Report
Year ended 31 December 2013

Ten Largest Investments

The ten largest investments for the Plan as at 31 December 2013 were as follows:

1) Insight Special Buy and Maintain Credit Fund 1
2) Baillie Gifford Diversified Growth Pension Fund
3) BlackRock UK Focus Fund
4) Origin Global Specialist Equity Fund
5) Odey Allegra International Fund
6) THS International Growth & Value Fund
7) BlackRock Global Ascent Sterling (GTAA)
8) Aviva Lime Property Fund Unit Trust
9) Insight Fixed Interest Gilts Fund
10) L&G UK Equity Index Fund

Investments Exceeding 5% of Total Assets

The following investments exceeded 5% of the total Plan assets as at 31 December 2013:

1) Insight Special Buy and Maintain Credit Fund 1
2) Baillie Gifford Diversified Growth Pension Fund
3) BlackRock UK Focus Fund
4) Origin Global Specialist Equity Fund
5) Odey Allegra International Fund
6) THS International Growth & Value Fund
7) BlackRock Global Ascent Sterling (GTAA)
8) Aviva Lime Property Fund Unit Trust
9) L&G 0 to 5 Year Gilts Index Fund
10) L&G UK Equity Index Fund

Custodial Arrangements

The assets with SSGM are held in a segregated portfolio, all other assets are held in pooled fund units. For the pooled funds it is the managers' responsibility to organise the custody of the underlying securities. For SSGM, the custodian is appointed by the Trustee. The custodians for each manager are listed below.

Manager	Custodian
Baillie Gifford	BNY Mellon
BlackRock	BNY Mellon and Citibank, N.A
Insight	Northern Trust
L&G	HSBC Bank Plc and Citibank N.A.
Odey	RBC Investor Services Ireland Limited
Origin	HSBC Bank Plc
SSGM	State Street Bank & Trust Company
THS	Northern Trust

Due to the nature of the Fund, there is no custodian for the Aviva HLV Property Fund but the administrator is State Street (Jersey) Limited.

The custodians are responsible for the safekeeping of share certificates and other documents relating to the ownership of listed investments. Investments are held in the name of each custodian's nominee company, in line with common practice for pension plan investments.

Longevity Swap

In December 2013, the Plan entered into a longevity swap contract with Deutsche Bank AG ("Deutsche Bank") as counterparty in respect of pensioners who retired before August 2013. The swap is a bespoke contract which references the experience of actual Plan members and protects against the financial impact of people living longer than expected. This transaction means that where the covered group of members live longer than expected the funding strain due to the additional pension payments required will be met by matching payments from the counterparty. Note, the converse will apply should the members die earlier than expected.

The contract covers cashflows projected over an 80 year period. However, in practice, the swap is subject to de-minimis termination in advance of this on the earlier of either 40 years or the date that the present value of the remaining projected fixed leg cashflows to be paid by the Trustee to DB has fallen below 1% of the initial value of those cashflows. There are also a number of other potential termination events with different final payouts depending on whether termination is deemed to be a Plan "fault"; Deutsche Bank "fault" or mutual event.

In order to manage counterparty risk, the swap is two-way collateralised to protect both parties. Acceptable collateral assets are cash and gilts. In order to support this structure, some assets were moved to collateral accounts at SSGM to be invested in Index-Linked Gilts in December 2013; this was funded from the L&G bond and Insight holdings in Index Linked Gilts.

It is assumed that the contract was fair value at inception and as at 31 December 2013 i.e. the initial value of the swap is therefore zero.

Environmental, Social and Corporate Governance

The Trustee has given the Plan's investment managers full discretion when evaluating Environmental, Social and Corporate Governance ("ESG") issues and in exercising voting rights attached to the Plan's investments. The Trustee monitors activities delegated to the Plan's investment managers on a regular basis.

Employer Related Investments

The Plan's assets were not directly invested in investments related to the sponsoring Employer. However, as at 31 December 2013, there was a small exposure to the sponsoring company's equity via the L&G UK Equity Index Fund, in line with the index weight. Therefore, the Plan holds less than 5% of total assets in Carillion plc equity.

Investment Report
Year ended 31 December 2013

Remuneration for Professional Services

Mercer is remunerated on a retainer fee basis for ongoing monitoring and day-to-day consulting issues. Additional consulting projects are quoted and charged for separately.

The Plan's investment managers are remunerated on a fee basis that is dependent on the size of assets under management ("base fee"), except for the BlackRock GTAA Fund where the fee is solely performance related and equals 30% of any outperformance relative to the benchmark. In addition to the base fee, the fees for the BlackRock UK Focus Fund and the Odey Global Equity Fund include a performance related element equal to 20% of any outperformance relative to the benchmark. For SSGM, fees include a transaction based element in addition to the base fee.

Mercer

February 2014

Summary of Contributions
For the year ended 31 December 2013

Statement of Trustee Responsibilities in respect of contributions

The Plan's Trustee is responsible under pensions legislation for ensuring that there is prepared, maintained and from time to time revised, a Schedule of Contributions showing the rates of contributions payable towards the Plan by the Employer of the Plan and the dates on or before which such contributions are to be paid. The Plan's Trustee is also responsible for keeping records of contributions received and for procuring that contributions are made to the Plan in accordance with the schedule.

Trustee summary of contributions payable under the Schedule of Contributions in respect of the Plan year ended 31 December 2013

This summary of contributions has been prepared by, or on behalf of, and is the responsibility of, the Trustee. It sets out the Employer contributions payable to the Plan under the Schedule of Contributions certified by the Actuary on 29 October 2010 in respect of the Plan year ended 31 December 2013. The Plan Auditor reports on contributions payable under the Schedule in the Auditor's Statement about Contributions.

Administrative and investment expenses

The Schedule of Contributions dated 29 October 2010 which was in force during 2013 states that from 1 January 2013 all expenses incurred by the Plan should be paid by the Principal Employer. Although all of the administrative and explicit investment expenses were paid by the Principal Employer, the implicit investment expenses were paid direct by the Plan during the year. These implicit investment expenses will not be repaid by the Employer but have been reserved for in the revised Schedule of Contributions effective 13 June 2014.

Summary of contributions payable during the Plan year ended 31 December 2013

Contributions payable to the Plan by the Employer under the Schedule of Contributions in respect of the year ended 31 December 2013 were as follows:

	Financial Statements £000	Schedule of Contributions £000	Amount underpaid in the Schedule of Contributions £000
Deficit funding contributions paid by Employer	9,506	9,506	-
Implicit investment expenses paid by the Plan	-	685	(685)
	9,506	10,191	(685)

Signed on behalf of the Trustee:

....

Trustee Director

....

Trustee Director/Secretary

Date:

Statement about Contributions
For the year ended 31 December 2013

Independent Auditors' Statement about Contributions, made under Regulation 4 of The Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996, to the Trustee, of The Alfred McAlpine Pension Plan.

We have examined the summary of contributions payable under the Schedule of Contributions to the Plan in respect of the Plan year ended 31 December 2013 which is set out on page 19.

This statement is made solely to the Plan's Trustee, in accordance with the Pensions Act 1995 and Regulations made thereunder. Our work has been undertaken so that we might state to the Plan's Trustee those matters we are required to state to it in an Auditor's statement about contributions and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Plan's Trustee, for our work, for this statement, or for the opinions we have formed.

Respective responsibilities of Trustee and Auditor

As explained more fully in the Statement of Trustee Responsibilities set out on page 11, the Plan's Trustee is responsible for ensuring that there is prepared, maintained and from time to time revised a Schedule of Contributions showing the rates and due dates of certain contributions payable towards the Plan by or on behalf of the Employer and the active members of the Plan. The Trustee is also responsible for keeping records in respect of contributions received in respect of active members of the Plan and for monitoring whether contributions are made to the Plan by the Employer in accordance with the Schedule of Contributions.

It is our responsibility to provide a statement about contributions paid under the Schedule of Contributions to the Plan and to report our opinion to you.

Scope of work on statement about contributions

Our examination involves obtaining evidence sufficient to give reasonable assurance that contributions reported in the summary of contributions have in all material respects been paid at least in accordance with the Schedule of Contributions. This includes an examination, on a test basis, of evidence relevant to the amounts of contributions payable to the Plan and the timing of those payments under the Schedule of Contributions.

Basis for Qualified Statement about contributions

As explained in the Summary of Contributions on page 19, £685,421 of implicit investment expenses required by the Schedule of Contributions were not paid by the Principal Employer.

Qualified Statement about contributions payable under the Schedule of Contributions

In our opinion, except for the effect of the departure described in the basis for qualified statement about contributions paragraph, contributions for the Plan year ended 31 December 2013 as reported in the summary of contributions and payable under the Schedule of Contributions have in all material respects been paid at least in accordance with the Schedule of Contributions dated 29 October 2010.

N Dabbagh-Hobrow
....

Nadia Dabbagh-Hobrow, for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
One Snowhill, Snow Hill Queensway
Birmingham
B4 6GH

Date: 25 July 2014

Independent Auditor's Report to the Trustee
For the year ended 31 December 2013

We have audited the financial statements of The Alfred McAlpine Pension Plan for the year ended 31 December 2013 set out on pages 22 to 31. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the Plan Trustee, as a body, in accordance with the Pensions Act 1995 and Regulations made thereunder. Our audit work has been undertaken so that we might state to the Plan Trustee those matters we are required to state to it 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 Plan Trustee, as a body for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of Trustee and Auditor

As explained more fully in the Statement of Trustee Responsibilities set out on page 11, the Plan Trustee is responsible for the preparation of financial statements which give a true and fair view. Our responsibility is to audit, and express an opinion on, the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). These standards require us to comply with the Auditing Practices Board's ("APB's") Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's's website at www.frc.org.uk/auditscopeukprivate.

Opinion on financial statements

In our opinion the financial statements:

- show a true and fair view of the financial transactions of the Plan during the Plan year ended 31 December2013 and of the amount and disposition at that date of its assets and liabilities, other than liabilities to pay pensions and benefits after the end of the Plan year;
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice; and
- contain the information specified in Regulation 3 of, and the Schedule to, the Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996, made under the Pensions Act 1995.

N Dabbagh-Hobrow

Nadia Dabbagh-Hobrow, for and on behalf of KPMG LLP, Statutory Auditor
Chartered Accountants
One Snowhill, Snow Hill Queensway
Birmingham
B4 6GH

Date: 25 July 2014

Fund Account
For the year ended 31 December 2013

	Note	For the year ended 31 December 2013 £000	For the year ended 31 December 2012 £000
CONTRIBUTIONS AND BENEFITS			
Contributions received	3	**9,506**	9,506
Benefits paid	4	**(16,984)**	(16,894)
Payments to and on account of leavers	5	**(238)**	(413)
Other payments	6	**-**	(4)
Administrative expenses	7	**(24)**	(44)
		(17,246)	(17,355)
NET WITHDRAWALS FROM DEALINGS WITH MEMBERS		**(7,740)**	(7,849)
INVESTMENT RETURNS			
Investment income	8	**3,746**	5,111
Investment management expenses	9	**(13)**	(785)
Change in market value of investments	10	**26,674**	23,323
NET RETURNS ON INVESTMENTS		**30,407**	27,649
NET INCREASE IN THE FUND DURING THE YEAR		**22,667**	19,800
NET ASSETS AT 1 JANUARY 2013		**306,458**	286,658
NET ASSETS AT 31 DECEMBER 2013		**329,125**	306,458

The Alfred McAlpine Pension Plan

Net Assets Statement
As at 31 December 2013

	Note	For the year ended 31 December 2013	For the year ended 31 December 2012
		£000	£000
INVESTMENTS	10	**328,380**	305,122
CURRENT ASSETS	11	**1,573**	2,154
CURRENT LIABILITIES	12	**(828)**	(818)
NET ASSETS AT 31 DECEMBER 2013		**329,125**	306,458

The financial statements summarise the transactions of the Plan and deal with the net assets at the disposal of the Trustee. They do not take account of obligations to pay pensions and benefits which fall due after the end of the Plan year. The actuarial position of the Plan, which does take account of such obligations, is dealt with in the Trustee report and these financial statements should be read in conjunction with it.

These financial statements were approved by the Trustee at a meeting held on 2014 and were signed on their behalf by:

....
Trustee Director

....
Trustee Director/Secretary

Notes to the Financial Statements
For the year ended 31 December 2013

1. BASIS OF PREPARATION

The financial statements have been prepared in accordance with the Occupational Pension Schemes (Requirement to obtain Audited Accounts and a Statement from the Auditor) Regulations 1996, and with the guidelines set out in the Statement of Recommended Practice (SORP), "Financial Reports of Pension Schemes" (revised May 2007).

2. ACCOUNTING POLICIES

The following principal accounting policies have been adopted in the preparation of the financial statements.

2.1 Accruals concept

The financial statements have been prepared on an accruals basis with the exception of individual transfers which are recognised when received or paid.

2.2 Contributions and benefits

Contributions and benefits are accounted for in the period in which they fall due. Members who leave the Plan are entitled to a preserved benefit until the Trustee is otherwise advised.

2.3 Transfers to and from other Schemes

Transfer values have been included in the Financial statements when received and paid. They do not take account of members who have notified the Plan of their intention to transfer.

Individual transfer values to and from other pension arrangements represent the amounts received and paid during the year for members who either joined or left the Plan and are accounted for when a member exercises their option to transfer their benefit.

2.4 Investment income

Investment income on cash deposits and fixed interest securities is accounted for on an accruals basis. Dividends and interest on securities are accounted for to the extent that they are declared and payable.

Income from pooled investment vehicles is not distributed but is reinvested and included within the closing value of the fund at the year end.

2.5 Valuation of investments

The market value of pooled investment vehicles is based on the bid price for funds with bid/offer spreads, or single price where there are no bid/offer spreads, operating at the accounting date as advised by the investment managers.

Derivatives are stated at market value. Cashflows on derivative instruments are recognised as investment purchases or sales. Gains and losses arising on derivative contracts are reported with 'Change in Market Value.

Fixed interest securities are stated at their clean prices.

Notes to the Financial Statements
For the year ended 31 December 2013

2.6 Additional Voluntary Contributions ("AVCs")

AVCs are accounted for on an accruals basis, and the resulting investments are included within the net assets statements.

2.7 Age related rebates

Age related rebates are accounted for when they fall due.

2.8 Administration Expenses

Administration expenses are accounted for when they fall due. From 1 January 2013 they were paid by the Employer.

2.9 Annuities

The Trustee holds insurance policies that secure pension payable to specified beneficiaries. These policies remain assets of the Trustee but, as is permitted under current regulations and accounting practice, the Trustee has decided that these policies need not be valued in the Net Assets Statement.

3. CONTRIBUTIONS RECEIVED

	Year ended 31 December 2013 £000	Year ended 31 December 2012 £000
Employer deficit funding contributions	**9,506**	9,506

Deficit funding contributions are being paid by the Employer into the Plan in accordance with a recovery plan in order to improve the Plan's funding position. The contributions were paid in accordance with the Schedule of Contributions dated 29 October 2010 (other than the implicit investment fees). A new Schedule of Contributions was signed on 13 June 2014.

4. BENEFITS PAID

	Year ended 31 December 2013 £000	Year ended 31 December 2012 £000
Pension payments	**15,334**	14,905
Commutations and lump sum retirement benefits	**1,548**	1,962
Lump sums on death	**102**	27
	16,984	16,894

5. PAYMENTS TO AND ON ACCOUNT OF LEAVERS

	Year ended 31 December 2013 £000	Year ended 31 December 2012 £000
Individual transfers to other schemes	238	413

6. OTHER PAYMENTS

	Year ended 31 December 2013 £000	Year ended 31 December 2012 £000
Ex-gratia payments	-	4

7. ADMINISTRATIVE EXPENSES

	Year ended 31 December 2013 £000	Year ended 31 December 2012 £000
Administration, actuarial and investment consulting fees	3	35
Trustee Director fees	-	9
Other expenses	21	-
	24	44

Included within other expenses are bank charges paid to Northern Trust as part of the transition. This amounted to £20k.

During 2013, the Company paid all administrative and explicit investment expenses. However, in 2012 there was an excess accrual of expenses and as there was not (and will not be) an expense recharge in 2013, the amounts reported above reflect the release of this excess accrual.

Notes to the Financial Statements
For the year ended 31 December 2013

8. INVESTMENT INCOME

	Year ended 31 December 2013 £000	Year ended 31 December 2012 £000
Dividends from equities	-	681
Income from pooled investment vehicles	3,707	4,407
Income from other investments	29	13
Annuity income	8	10
Interest on cash deposits	2	-
	3,746	5,111

9. INVESTMENT MANAGEMENT EXPENSES

	Year ended 31 December 2013 £000	Year ended 31 December 2012 £000
Administration, management and custody	13	554
Performance measurement fees	-	231
	13	785

During 2013, the Company paid all administrative and explicit investment management expenses and custody fees. In addition some investment management fees were deducted directly from the assets under management.

Notes to the Financial Statements
For the year ended 31 December 2013

10. INVESTMENTS

	Value at 1/01/2013 £000	Purchases at cost £000	Sales proceeds £000	Change in market value £000	Value at 31/12/2013 £000
Index linked	-	59,562	(24,650)	(892)	34,020
Pooled investment vehicles	302,702	71,831	(109,634)	27,457	292,356
Derivatives	-	-	-	-	-
AVC investments	1,212	-	(31)	109	1,290
	303,914	131,393	(134,315)	26,674	327,666
Cash deposits	742				3
Accrued investment income	466				711
	305,122				328,380

The change in market value of investments during the year comprises all increases and decreases in the market value of investments held at any time during the year, including profits and losses realised on sales of investments during the year.

There is no direct overseas investment by the Plan. All funds are invested with companies registered in the UK.

Indirect costs are incurred through the bid-offer spread on investments within pooled investment vehicles. The amount of indirect costs is not separately provided to the Plan.

Included within the purchases and sales figures above are switches totalling £39.7m, of which, £24.4 related to investments held with State Street (index linked) and £15.3m relating to the Plan's L&G investment holdings (pooled investment vehicles).

In addition, during August 2013, a total of £53.3m was transferred from both L&G and Insight Corporate Bonds to a new Insight Special Buy and Maintain Fund (Class B Shares).

A further transition was completed during December 2013, whereby a total of £34.9m was transferred from the Index Linked Gilt funds held with both L&G and Insight to Index Linked Gilts held directly with State Street. This new fund is to be used for the longevity swap arrangement the Trustee entered into by the 31 December 2013.

The Trustee holds insurance policies that secure the pensions payable to specified beneficiaries. These policies remain assets of the Trustee, but as permitted under current regulations and accounting practice, the Trustee has decided that these policies need not be valued in the Net Assets Statement.

Notes to the Financial Statements
For the year ended 31 December 2013

10. INVESTMENTS (continued)

The investments above can be analysed as follows:

INDEX LINKED GILTS

	Year ended 31 December 2013 £000	Year ended 31 December 2012 £000
State Street	**34,020**	-

POOLED INVESTMENT VEHICLES

	Year ended 31 December 2013 £000	Year ended 31 December 2012 £000
Fixed interest	**13,750**	78,241
UK equities	**47,160**	38,767
Overseas equities	**91,935**	76,755
Index linked	**5,241**	31,164
Global Tactical Asset Allocation	**17,768**	17,251
Diversified Growth Fund	**46,756**	44,313
Property	**16,611**	16,211
Buy and Maintain Credit	**53,135**	-
	292,356	302,702

DERIVATIVES

In December 2013, the Plan entered into a bespoke longevity swap contract with Deutsche Bank AG ("Deutsche Bank") as counterparty, covering all current pension payments, to protect the Plan against unexpected increases in longevity. The swap has been valued at a market consistent fair value which was nil at 31 December 2013.

a) Capital commitment

As at year end, the Plan had a settlement commitment in respect of the longevity swap contract based on a value date of 31 December 2013. The settlement of £0.5m was due and payable to Deutsche Bank AG in February 2014.

Notes to the Financial Statements
For the year ended 31 December 2013

10. INVESTMENTS (continued)

b) Collateral assets

As part of the longevity swap contract, the plan is required to assign collateral assets to be held by State Street. As at 31 December 2013, the assigned collateral assets held, included in investments above, were as follows:

	Year ended 31 December 2013 £000	Year ended 31 December 2012 £000
Index linked gilts	34,020	-
Pooled investment vehicles	53,135	-
	87,156	-

AVC INVESTMENTS

The Trustee holds assets invested separately from the main fund in the form of individual building society accounts and insurance policies securing additional benefits on a money purchase basis for those members electing to pay additional voluntary contributions.

Members participating in this arrangement each receive an annual statement made up to 31 December each year, confirming the amounts held to their account and movements during the year.

The total amount of AVC investments at the year end is as follows:

	Year ended 31 December 2013 £000	Year ended 31 December 2012 £000
Prudential Assurance	348	351
Equitable Life Assurance	410	396
Legal & General Assurance	532	465
	1,290	1,212

Notes to the Financial Statements
For the year ended 31 December 2013

11. CURRENT ASSETS

	Year ended 31 December 2013 £000	Year ended 31 December 2012 £000
Deficit funding contributions due from Employer	**792**	792
Cash balances	**613**	1,192
Amount due from Employer	**167**	166
Other debtors	**1**	4
	1,573	2,154

12. CURRENT LIABILITIES

	Year ended 31 December 2013 £000	Year ended 31 December 2012 £000
Unpaid benefits	**37**	135
Accrued expenses	**541**	661
Other creditors	**250**	22
	828	818

13. EMPLOYER RELATED INVESTMENTS

The Plan may well have a small indirect holding in Carillion plc through investment in Legal & General's UK equity index-tracking unit-linked fund. This holding together with contributions payable and the amount due from the Employer in respect of the reimbursement of administrative expenses will be well below the limit on Employer-related investments which is 5% of the Plan's total assets as stated in the Pensions Act 1995. The Employer-related investments are held in compliance with the Pensions Act 1995.

14. RELATED PARTY TRANSACTIONS

Under Financial Reporting Standard No 8 the Trustee is deemed to be a "related party" of the Plan. Additionally, certain Directors of the Trustee Company have an interest either as a pensioner or deferred member of the Plan due to their service as an employee with the Employer.

Carillion plc has not re charged the Plan for administration and processing fees in 2013 (2012: £36,000). See the administrative expenses shown in note 7.

Actuarial Statement
Year ended 31 December 2013

Actuarial valuation

The Plan is subject to the Statutory Funding objective which is to have sufficient and appropriate assets to cover its 'technical provisions'. The technical provisions are an estimate made on actuarial principles of the assets needed at any particular time to cover the Plan liabilities. Liabilities include pensions in payment, benefits payable to the survivors of former members and those benefits accrued by other members which will be payable in the future.

Technical provisions are calculated using an accrued benefits funding method and assumptions chosen by the Trustee, after taking the Actuary's advice and usually obtaining the Employer's agreement.

These assumptions will be subject to scrutiny by the Pensions Regulator if they fall outside reasonable boundaries as judged by the Regulator.

To check if the Plan has sufficient assets to cover its liabilities the Trustee asks the Actuary to perform a valuation.

In a valuation, the Actuary measures the value of the Plan's assets, estimates the value of its liabilities and then compares the two. This gives the funding level. If the Plan has exactly the right amount of assets to meet its liabilities, it is described as having a 100% funding level. The aim is to suggest:

- how much money the Plan needs to have set aside to cover the benefits members have already earned; and
- the contributions the Plan should receive for benefits building up in the future, if any.

In a valuation, the Actuary looks at the Plan's finances under two main situations.

The **plan specific funding basis** is effectively the basis used by the Trustee for striking the technical provisions and assumes that the Plan will continue in its present form. It includes the cost of paying benefits now and in the future. These liabilities can be spread over many years, which allows the Actuary to include allowance for future investment growth on the Plan's assets.

The **discontinuance basis** assumes that the Plan was wound up on the valuation date. The Actuary is required by law to look at this situation: it does not mean that the company is thinking of ending the Plan. To do this, he looks at whether the Plan had enough money to buy insurance policies to provide members' benefits. This is called the **'full solvency position'**. Insurance companies have to invest in low-risk assets which are likely to give low returns, while their policy prices will include administration charges and a profit margin. This means that even if a Plan is fully funded on the technical provisions basis, the full solvency figure is likely to be less than 100%.

The most recent actuarial valuation of the Plan was undertaken as at 31 December 2011 but took into account post effective date experience up to 31 January 2013. The Actuarial Certificate required under Section 227 relating to the 2011 valuation as required by law, is set out on pages 36 to 39.

Actuarial Statement
Year ended 31 December 2013

The results of the valuation as at 31 December 2011

The valuation due at 31 December 2011 was not signed until June 2014, which is outside the statutory requirement. The Pensions Regulator was notified of the late submission, which was due to extended discussions with the Company.

On-going Basis

On 31 December 2011, the Actuary found that the Plan was not 100% funded and the full amount needed to provide benefits was £434m. The market value of the Plan's assets was £286m which gave a shortfall of £148m on the technical provisions basis. This is equivalent to a funding level of 66%.

Discontinuance Basis

If the Plan was wound up on 31 December 2011, the Actuary estimated the shortfall would have been £258m. This is equal to a funding level of 53%.

Under the Statutory Funding objective, where there is a shortfall at the effective date of the actuarial valuation, the Trustee must aim to achieve full funding in relation to the technical provisions. It achieves this by agreeing a Recovery Plan with the Employer to make good any shortfall over a reasonable period. The Plan's Statutory Funding objective and Recovery Plan are subject to the Regulator's scrutiny.

The Trustee and Employer agreed on a Recovery Plan which aims to achieve 100% funding on the technical provisions basis by 30 June 2029, with the Employer paying shortfall contributions of £9.506m in 2013 and £11.2m per annum from 1 January 2014 to 30 June 2022.

Movements over the last year and since the valuation

Over 2013 there has been an improvement in the on-going funding level mainly due to continuing positive investment returns and contributions from the Company, leading to a funding level of approximately 74% as at 31 December 2013 on the technical provisions basis.

Since the formal valuation in 2011, there has been an improvement in the ongoing funding level due to positive investment returns, contributions from the Company and the effect of increasing gilt yields serving to reduce the Plan's liabilities (partially offset by the effect of higher inflation). The funding position will continue to be monitored regularly by the Trustee as part of its on-going strategy for managing the Plan and the Trustee has called for another full actuarial valuation as at 31 December 2013 which will take into account developments on the Plan including data changes and the implementation of the longevity swap effected on 11 December 2013.

Full details of the formal valuation as at 31 December 2011 are given in the Actuary's valuation report. A copy is available on request from the Administrator.

Compliance Statement
For the year ended 31 December 2013

Introduction

The Plan is a defined benefit Plan and is administered by Ensign Pensions Administration in accordance with the establishing document and rules, solely for the benefit of its members and other beneficiaries.

The registration number in the Register of Occupational and Personal Pension Schemes is **10246759**.

Other information

(i) The Trustee is required to provide certain information about the Plan to the Registrar of Pension Schemes. This has been forwarded to:

The Pension Schemes Registry
PO Box 1NN
Newcastle Upon Tyne
NE99 1NN

(ii) The Pensions Ombudsman may investigate and determine any complaint or dispute of fact or law in relation an Occupational Pension Scheme. Any such complaints should be addressed in the first instance to the Scheme Adjudicator. Enquiries should be addressed to:

The Office of the Pensions Ombudsman
11 Belgrave Road
London
SE1V 1RB

(iii) The Pensions Advisory Service ("PAS") exists to assist members and beneficiaries of schemes in connection with difficulties which they have failed to resolve with the Trustee or Administrators of the Plan. PAS may be contacted at:

The Pensions Advisory Service
11 Belgrave Road
London
SE1V 1RB

(iv) The Pensions Regulator ("TPR") can intervene if it considers that a Plan's Trustee, advisers or the Employer are not carrying out their duties correctly. The address for TPR is:

The Pensions Regulator
Napier House
Trafalgar Place
Brighton
East Sussex
BN1 4DW

Compliance Statement
For the year ended 31 December 2013

(v) The Pensions Compensation Scheme was introduced to protect members' interests in certain circumstances, i.e. to provide compensation where an Employer has become insolvent and the Plan assets have been reduced due to fraud, theft, or misappropriation. It does not cover losses resulting from adverse investment returns.

The Compensation Scheme is funded by a retrospective levy on Occupational Pension Schemes.

(vi) The Trust Deed and rules, the Plan details, and a copy of the Schedule of Contributions and Statement of investment principles are available for inspection free of charge by contacting the Trustee at the address shown for enquiries in this report.

Any information relating to the members' own pension position, including estimates of transfer values should also be requested from the administrators of the Plan, Ensign Pensions Administration, at the address detailed in this report.

Certificate of technical provisions

Name of the Scheme	Alfred McAlpine Pension Plan

Calculation of technical provisions

I certify that, in my opinion, the calculation of the Plan's technical provisions as at 31 December 2011 is made in accordance with regulations under section 222 of the Pensions Act 2004. The calculation uses a method and assumptions determined by the Trustee of the Plan and set out in the statement of funding principles dated 13 June 2014.

Signature	
Name	E. S. Topper
Date of signing	13 June 2014
Name of employer	Mercer Limited
Address	Belvedere 12 Booth Street Manchester M2 4AW
Qualification	Fellow of the Institute and Faculty of Actuaries

Alfred McAlpine Pension Plan
Schedule of Contributions, incorporating actuarial certificate

Status of this document

This schedule has been prepared by the Trustee of the Alfred McAlpine Pension Plan ("the Trustee") to satisfy the requirements of section 227 of the Pensions Act 2004, after obtaining the advice of Edwin Topper, the actuary to the Plan appointed by the Trustee.

This document is the first schedule of contributions put in place for the Alfred McAlpine Pension Plan ("the Plan") following the 31 December 2011 valuation. It supersedes all earlier versions.

After discussions, a pattern of contributions was agreed by the Trustee and the Employer, Carillion AM Limited on behalf of itself and the other employers participating in the Scheme, on ...13...June...2014

The Trustee and the Employer have signed this schedule to indicate that it represents an accurate record of the agreed pattern of contributions. The schedule is effective from the date it is certified by the Scheme Actuary.

Contributions to be paid to the Plan from 31 December 2011 to 30 June 2029

Members' contributions

No contributions are payable by members after 31 December 2009.

Employer's contributions in respect of future accrual of benefits

No future accrual contributions are payable by the Employer after 31 December 2009.

Employer's contributions in respect of the shortfall in funding as per the recovery plan of ....13 June...2014.....

The Employer shall pay shortfall correction additional contributions of at least £9.506m in each of 2012 and 2013, and £11.2m p.a. from 1 January 2014 to 30 June 2022, with contributions being paid on a monthly basis or earlier unless otherwise agreed by the Trustee.

The above contributions assume that the contingent trigger will not arise following the 31 December 2019 actuarial valuation (see paragraph 2.4 of the main valuation report) but if it does, then the contributions from 1 January 2022 will be adjusted downwards accordingly.

Employer's contributions in respect of benefit augmentations

In addition, the Employer shall pay the cost, as determined by the Scheme Actuary, of any benefit augmentations requested by the Employer and approved by the Trustee.

Employer's contributions in respect of administration and other costs

In respect of calendar year 2013, the Employer will pay administrative and explicit investment expenses estimated to be £951,669, all expenses (other than ongoing longevity swap costs) being reserved for in the Plan's funding plan thereafter. The Employer will, each year, pay the Plan's share of the continuing costs and expenses of operating the swaps, capped at £500,000 (excluding VAT) for the five schemes. Other expenses will be paid directly from the Plan from 1 January 2014.

PPF levies incurred by the Plan will be met by the Employer.

Other Employer contributions

The Employer may pay additional contributions on a regular or one-off basis if it chooses.

Dates of review of this schedule

This schedule of contributions will be reviewed by the Trustee and the Employer no later than 15 months after the effective date of each actuarial valuation, due at least every three years.

This schedule of contributions has been agreed by the Employer, Carillion AM Limited on behalf of itself and the other employers participating in the Plan, and the Trustee of the Alfred McAlpine Pension Plan on ..13...June...2014....

Signed on behalf of Carillion AM Limited	Tim George
Name	Tim George
Position	Company Secretary
Date of signing	13 June 2014
Signed on behalf of the Trustee of the Alfred McAlpine Pension Plan	
Name	ROBIN ELLISON
Position	CHAIRMAN
Date of signing	13 June 2014

Certification of Schedule of Contributions

Name of Scheme	Alfred McAlpine Pension Plan

Adequacy of rates of contributions

1. I certify that, in my opinion, the rates of contributions shown in this schedule of contributions are such that the statutory funding objective can be expected to be met by the end of the period specified in the recovery plan dated 13 June 2014.......

Adherence to statement of funding principles

2. I hereby certify that, in my opinion, this schedule of contributions is consistent with the statement of funding principles dated ...13 June 2014.

The certification of the adequacy of the rates of contributions for the purpose of securing that the statutory funding objective can be expected to be met is not a certification of their adequacy for the purpose of securing the Plan's liabilities by the purchase of annuities, if the Plan were to be wound up.

Signature	Ean Topper
Scheme Actuary	E S Topper
Qualification	Fellow of the Institute and Faculty of Actuaries
Date of signing	13 June 2014
Name of employer	Mercer Limited
Address	Belvedere 12 Booth Street Manchester M2 4AW

Schedule of Contributions, incorporating actuarial certificate

Status of this document

This schedule has been prepared by the Trustee of the Alfred McAlpine Pension Plan to satisfy the requirements of section 227 of the Pensions Act 2004, after obtaining the advice of Edwin Topper, the actuary to the Plan appointed by the Trustee.

This document is the first schedule of contributions put in place for the Plan following the 31 December 2008 valuation. It supersedes all earlier versions.

After discussions, a pattern of contributions was agreed by the Trustee and the Employer, Carillion AM Limited, on behalf of all relevant employers, on 29 October 2010.

The Trustee and the Employer have signed this schedule to indicate that it represents an accurate record of the agreed pattern of contributions. The schedule is effective from the date it is certified by the Scheme Actuary.

Contributions to be paid to the Plan from 31 December 2008 to 30 June 2012

Members' contributions

No contributions are payable by members after 31 December 2009.

Employer's contributions in respect of future accrual of benefits

No contributions in respect of future accrual are payable by the Employer after 31 December 2009.

Employer's contributions in respect of the shortfall in funding as per the recovery plan of 29 October 2010

The Employer shall pay shortfall correction additional contributions of at least the following amounts no less frequently than monthly: £9.283m in 2009 and £9.506m per annum from 1 January 2010 to 30 June 2022.

Employer's contributions in respect of benefit augmentations

In addition the Employer shall pay the cost, as determined by the Scheme Actuary, of any benefit augmentations requested by the Employer and approved by the Trustee.

Employer's contributions in respect of administration and other costs

The Employer shall reimburse the Trustee for the cost of meeting levies payable to the Pension Protection Fund. Until 2013 other expenses will be paid directly from the Plan; save an annual allowance, of currently £0.5m, to be paid by the Employer towards the Plan's running expenses. The Employer will also meet in full the general running costs of the Plan from 2013 onwards and will also cover the investment management costs either directly, or by explicit funding reserves from 2013. The precise methodology will be considered at the next valuation.

Other Employer contributions

The Employer may pay additional contributions on a regular or one off basis if it chooses.

Dates of review of this schedule

This schedule of contributions will be reviewed by the Trustee and the Employer no later than 15 months after the effective date of each actuarial valuation, due at least every three years.

This schedule of contributions has been agreed by the Employer, Carillion AM Limited, on behalf of all relevant employers, and the Trustee of the Alfred McAlpine Pension Plan on 29 October 2010.

Signed on behalf of Carillion AM Limited ....

Name J. K. DAWSON

Position HEAD OF REWARD

Date of signing 29.10.10.

Signed on behalf of the Trustee of the Alfred McAlpine Pension Plan ....

Name ROBIN C. ELLISON

Position CHAIRMAN

Date of signing 29 October 2010.

Certification of schedule of contributions

Name of Scheme	Alfred McAlpine Pension Plan

Adequacy of rates of contributions

1. I certify that, in my opinion, the rates of contributions shown in this schedule of contributions are such that the statutory funding objective could have been expected on 31 December 2008 to be met by the end of the period specified in the recovery plan dated 29 October 2010.

Adherence to statement of funding principles

2. I hereby certify that, in my opinion, this schedule of contributions is consistent with the Statement of Funding Principles dated 29 October 2010.

The certification of the adequacy of the rates of contributions for the purpose of securing that the statutory funding objective can be expected to be met is not a certification of their adequacy for the purpose of securing the Plan's liabilities by the purchase of annuities, if the Plan were to be wound-up.