

WELBECSON GROUP LIMITED

DIRECTORS' REPORT AND ACCOUNTS

IN RESPECT OF THE YEAR ENDED

31 DECEMBER 2004



WELBECSON GROUP LIMITED

DIRECTORS' REPORT

Directors: G Dransfield
A C Bolter
N Swift

Secretary: P D Tunnacliffe

Registered Office: 1 Grosvenor Place, London SW1X 7JH

The Directors present their report and the audited accounts of the Company for the year ended 31 December 2004.

PRINCIPAL ACTIVITY

The Company is a non-trading company.

RESULTS AND DIVIDENDS

The Company did not trade during the period. The only transactions during the year were the settlement of certain inter-group debtors and creditors. The Directors do not recommend the payment of a dividend.

DIRECTORS

The Directors shown at the head of this report are currently in office and served throughout the period.

DIRECTORS' INTERESTS

The Directors have no declarable interest in the share capital of the Company during the period under review.

The shareholding and related interest in Hanson PLC of G Dransfield is disclosed in the Hanson PLC accounts for the year ended 31 December 2004. Those of A C Bolter and N Swift are disclosed in the accounts of Houserate Limited.

ANNUAL GENERAL MEETING

Pursuant to the Elective Resolution of the Company passed on 1 May 1996, the Company has dispensed with the need to hold Annual General Meetings. Any member of the Company is entitled to require the laying of the accounts before a general meeting on giving due notice to that effect in accordance with S253 of the Companies Act 1985.

DIRECTORS' REPORT (continued)

AUDITORS

Ernst & Young LLP will be re-appointed as the Company's auditor in accordance with the elective resolution passed by the Company under S386 of the Companies Act 1985.

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

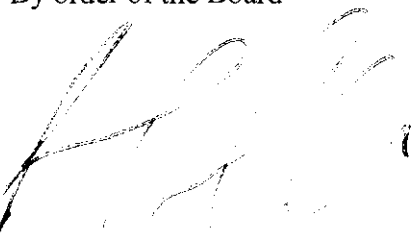
Company law requires the Directors to prepare accounts for each financial period which give a true and fair view of the state of affairs of the Company and of the profit or loss for that period. In preparing those accounts, the Directors are required to:

- 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 accounts; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors confirm that the accounts comply with the above requirements.

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 accounts 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



P D Tunnacliffe
Secretary
6 July 2005

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF WELBECSON GROUP LIMITED

We have audited the Company's accounts for the year ended 31 December 2004 which comprise the balance sheet and the related notes 1 to 7. These accounts have been prepared on the basis of the accounting policies set out therein.

This report is made solely to the Company's members, as a body, in accordance with S235 of the Companies Act 1985. 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 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 members as a body, for our audit work, for this report, or for the opinions we have formed.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described in the Statement of Directors' Responsibilities the Company's Directors are responsible for the preparation of the accounts in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the accounts 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 accounts, 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 misstatements 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 accounts. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the accounts, 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 accounts 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 accounts.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
WELBECSON GROUP LIMITED (continued)**

OPINION

In our opinion the accounts give a true and fair view of the state of affairs of the Company as at 31 December 2004 and have been properly prepared in accordance with the Companies Act 1985.

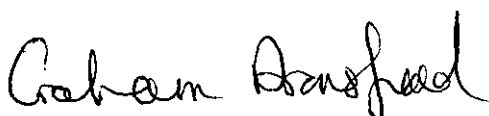
Ernst & Young LLP.

Ernst & Young LLP
Registered Auditor
London
6 July 2005

WELBECSON GROUP LIMITED**BALANCE SHEET AT 31 DECEMBER 2004**

	<u>Note</u>	<u>2004</u> <u>£</u>	<u>2003</u> <u>£</u>
FIXED ASSETS			
Investments	3	-	-
CURRENT ASSETS			
Debtors	4	-	489,790
CREDITORS: Amounts falling due within one year	5	<u>(232,074)</u>	<u>(77,822)</u>
NET CURRENT (LIABILITIES)/ ASSETS		<u>(232,074)</u>	<u>411,968</u>
CREDITORS: Amounts falling due after more than one year	5	<u>-</u>	<u>(644,042)</u>
TOTAL ASSETS LESS LIABILITIES		<u>(232,074)</u>	<u>(232,074)</u>
CAPITAL AND RESERVES			
Called up share capital	6	103,500	103,500
Share premium account		3,750	3,750
Profit and loss account		<u>(339,324)</u>	<u>(339,324)</u>
Equity shareholders' deficit		<u>(232,074)</u>	<u>(232,074)</u>

Approved by the Board of Directors
6 July 2005



G Dransfield
Director

NOTES TO THE ACCOUNTS – 31 DECEMBER 2004**1 ACCOUNTING POLICIES****(a) Basis of preparation**

The accounts have been prepared under a going concern concept because a group undertaking has stated that subject to unforeseen circumstances it intends to provide financial support to enable the Company to meet its liabilities as they fall due.

(b) Accounting convention

The accounts are prepared under the historical cost convention and in accordance with applicable UK accounting standards.

The Company has taken advantage of the exemption available to it under FRS 1 “Cash Flow Statements” not to prepare a statement of cash flows.

(c) Fixed asset investments

Fixed asset investments are stated at cost except where it is required to reflect a provision for a permanent diminution in value.

2 TAXATION

	<u>2004</u> £	<u>2003</u> £
Profit on ordinary activities before taxation	-	-
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (2003: 30%)	-	-
Effects of:		
Permanent difference	(2,718)	-
Group relief received for nil charge	2,718	-
Current tax charge for the year	-	-

WELBECSON GROUP LIMITED

NOTES TO THE ACCOUNTS – 31 DECEMBER 2004

3 FIXED ASSET INVESTMENTS

	<u>Subsidiary companies</u> <u>£</u>
Cost as at 31 December 2004 and 31 December 2003	88,288
Provision as at 31 December 2004 and 31 December 2003	(88,288)
Net book value as at 31 December 2004 and 31 December 2003	<u>-</u>

In the opinion of the Directors the value of the Company's investments in its subsidiary undertakings are not less than the amount at which they are stated in the balance sheet.

The principal subsidiary undertaking at 31 December 2004 is Joseph Wones Holdings Limited, 100% owned subsidiary, incorporated in England and Wales and whose principal activity is non-trading.

The Company is a wholly-owned subsidiary undertaking of a body incorporated in the European Union and advantage has been taken of S228 of the Companies Act 1985 in that consolidated accounts have not been prepared. The accounts present information about the Company as an individual undertaking.

4 DEBTORS

	<u>2004</u> <u>£</u>	<u>2003</u> <u>£</u>
Amount owed by group undertakings	<u>-</u>	<u>489,790</u>

There are no formal agreements for the repayment of amounts due to or from group undertakings.

5 CREDITORS

Amounts falling due within one year

	<u>2004</u> <u>£</u>	<u>2003</u> <u>£</u>
Amount owed to group undertakings	<u>232,074</u>	<u>77,822</u>

Amounts falling due after one year

	<u>2004</u> <u>£</u>	<u>2003</u> <u>£</u>
Amount owed to group undertakings	<u>-</u>	<u>644,042</u>

WELBECSON GROUP LIMITED

NOTES TO THE ACCOUNTS – 31 DECEMBER 2004

6 SHARE CAPITAL

	<u>Authorised</u> £	<u>Allotted, called up and paid</u> £
At 31 December 2003 and 31 December 2004		
Ordinary shares of £1 each	<u>150,000</u>	<u>103,500</u>

7 GROUP ACCOUNTS

The immediate parent undertaking of Welbecson Group Limited is Hanson Industrial (Engineering Holdings) Limited, a company registered in England and Wales and the ultimate parent undertaking is Hanson PLC, a company registered in England and Wales. The largest and smallest group preparing consolidated group accounts which include Welbecson Group Limited is Hanson PLC.

Copies of the accounts of Hanson PLC can be obtained from 1 Grosvenor Place, London, SW1X 7JH.

The Company has taken advantage of the exemption available to it in FRS 8 “Related Party Disclosures” from disclosing transactions with related parties that are part of the Hanson PLC group.