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COMPANIES FORM No. 155(6)a

Declaration in relation to assistance for the acquisition of shares

155(6)a

Pursuant to section 155(6) of the Companies Act 1985

Please complete
legibly, preferably in
black type, or bold
block letteringTo the Registrar of Companies
(address overleaf - Note 5)

For official use

Company Number

Name of company

979108

NotePlease read the
notes on page 3
before completing
this form.

* HB Commercial Developments Limited

* Insert full name of
company+ We ~~o~~ Graham Dransfield of 18 Downs Hill, Beckenham, Kent, BR3 5HB

and Andrew Christopher Bolter of 110 North View Road, Crouch End,

London, N8 7LP

Ø Insert name(s)
and address(es)
of all the directors† delete as
appropriate

[the sole director] [all the directors] † of the above company do solemnly and sincerely declare that:

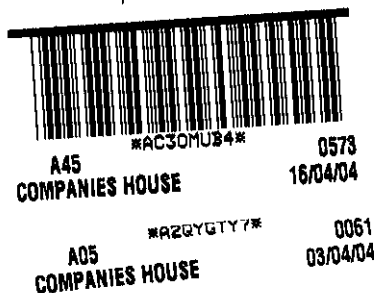
The business of the company is:

‡ delete whichever
is inappropriate

- (a) ~~that of a [recognised bank] [licensed institution] † within the meaning of the Banking Act 1979 †~~
(b) ~~that of a person authorised under section 3 or 4 of the Insurance Companies Act 1982 to carry on insurance business in the United Kingdom †~~
(c) something other than the above ‡

The company is proposing to give financial assistance in connection with the acquisition of shares in
the [company] ~~[company's holding company]~~

_____ Limited †

The assistance is for the purpose of [that acquisition] ~~[reducing or discharging a liability incurred for
the purpose of that acquisition] †~~The number and class of the shares acquired or to be acquired is: 100 ordinary shares of
£1.00 eachPresentor's name, address
and reference (if any):Mr G Dransfield
Hanson PLC
1 Grosvenor Place
London
SW1X 7JHFor official use
General Section

The assistance is to be given to: (note 2) Hanson Building Materials Limited of

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this margin

1 Grosvenor Place, London, SW1X 7JH

Please complete
legibly, preferably in
black type, or bold
block lettering

The assistance will take the form of:

A loan of £2,000,207,991, such loan to be interest free and repayable on demand

† delete as
appropriate

The person who ~~has acquired~~ will acquire† the share is:

Hanson Building Materials Limited

The principle terms on which the assistance will be given are:

The Company will allot and issue 100 ordinary shares of £1.00 each to Hanson Building Materials Limited at a premium of £20,002,078.91 per share (the "Ordinary Shares"). The consideration for the subscription for the Ordinary Shares will be left outstanding as an intercompany loan, such loan to be interest free and repayable on demand.

The amount of cash to be transferred to the person assisted is £ X NONE

The value of any asset to be transferred to the person assisted is £ 2,000,207,991.00

The date on which the assistance is to be given is 31-03-2004

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I / We have formed the opinion, as regards the company's initial situation immediately following the date on which the assistance is proposed to be given, that there will be no ground on which it could then be found to be unable to pay its debts. (note 3)

Please complete legibly, preferably in black type, or bold block lettering

- (a) [I / We have formed the opinion that the company will be able to pay its debts as they fall due during the year immediately following that date]* (note 3)
- (b) ~~[It is intended to commence the winding up of the company within 12 months of that date, and I / we have formed the opinion that the company will be able to pay its debts in full within 12 months of the commencement of the winding up.]~~* (note 3)

* delete either (a) or (b) as appropriate

And I / we make this solemn declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835.

Declared at **CHILD & CHILD**
SOLICITORS,
9 MOTCOMB STREET,
LONDON SW1X 8LE

Declarants to sign below

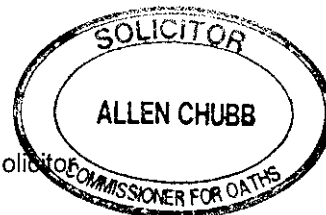
Craham Bransford
D. P. H.

on

Day	Month	Year
31	03	2004

before me

[Signature]



A Commissioner for Oaths or Notary Public or Justice of the Peace or a Solicitor having the powers conferred on a Commissioner for Oaths.

NOTES

- For the meaning of "a person incurring a liability" and "reducing or discharging a liability" see section 152(3) of the Companies Act 1985.
- Insert full name(s) and address(es) of the person(s) to whom assistance is to be given; if a recipient is a company the registered office address should be shown.
- Contingent and prospective liabilities of the company are to be taken into account - see section 156(3) of the Companies Act 1985.
- The auditors report required by section 156(4) of the Companies Act 1985 must be annexed to this form.
- The address for companies registered in England and Wales or Wales is:-

The Registrar of Companies
Companies House
Crown Way
Cardiff
CF14 3UZ

or, for companies registered in Scotland:-

The Registrar of Companies
37 Castle Terrace
Edinburgh
EH1 2EB

Independent Auditors' Report to the Directors of HB Commercial Developments Limited Pursuant to Section 156(4) of the Companies Act 1985

We have examined the attached statutory declaration of the directors dated 31 March 2004, prepared in accordance with applicable United Kingdom law, in connection with the proposed financial assistance to be given by HB Commercial Developments Limited ('the company') for the issue by the company of 100 £1 ordinary shares to Hanson Building Materials Limited on 31 March 2004

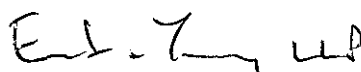
This report is made solely to the directors in accordance with Section 156(4) of the Companies Act 1985. Our work has been undertaken so that we might state to the directors those matters we are required to state to them in an auditors' report under section 156(4) and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the directors, for our audit work, for this report, or for the opinions we have formed.

Basis of opinion

We have enquired into the state of affairs of the company so far as necessary in order to review the bases for the statutory declaration.

Opinion

We are not aware of anything to indicate that the opinion expressed by the directors in their declaration as to any of the matters mentioned in section 156(2) of the Companies Act 1985 is unreasonable in all the circumstances.



Ernst & Young LLP
Registered Auditor
1 More London Place
London
SE1 2AF

31 March 2004