

**ARC SOUTH WALES LIMITED**Directors

R R Gimmler  
E A Gretton  
B J Guyatt  
C Leclercq

Secretary

R T V Tyson

Registered Office

Hanson House, 14 Castle Hill,  
Maidenhead. SL6 4JJ

**REPORT OF THE DIRECTORS**

The Directors present their report and financial statements for the year ended 31 December 2008.

**PRINCIPAL ACTIVITY**


The Company did not trade during the year and, therefore, the financial statements comprise the balance sheet and related notes only.

**DIRECTORS**

The Directors shown at the head of this report are currently in office. D J Egan resigned on 16 June 2008, R Coulson resigned on 20 June 2008 and G Dransfield resigned on 30 June 2008. E A Gretton and C Leclercq were appointed as directors on 2 June 2008 and B J Guyatt and R R Gimmler were appointed as directors on 13 June 2008.

By Order of the Board

R T V Tyson, Secretary

  
07 May 2009

**BALANCE SHEET AS AT 31 DECEMBER 2008**

	Note	2008 £	2007 £
<b>CURRENT ASSETS</b>			
Debtors:			
Amounts due from group undertakings	2	25,000	25,000
<b>NET ASSETS</b>		<u>25,000</u>	<u>25,000</u>
<b>CAPITAL AND RESERVES</b>			
25,000 authorised, allotted, called up and fully paid £1 ordinary shares		25,000	25,000
<b>EQUITY SHAREHOLDERS' FUNDS</b>		<u>25,000</u>	<u>25,000</u>

For the year ended 31 December 2008, the Company was entitled to exemption under S249AA (1) of the Companies Act 1985.

Members have not required the Company to obtain an audit in accordance with S249B (2) of the Companies Act 1985.

The Directors acknowledge their responsibility for:-

- ensuring the Company keeps accounting records which comply with S221 of the Companies Act 1985; and
- preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of the financial year, and of its profit and loss for the financial year in accordance with S226 of the Companies Act 1985, and which otherwise comply with the Companies Act relating to accounts, so far as applicable to the Company.

These financial statements were approved by the Board of Directors and signed on their behalf by:

B J Guyatt, Director

  
07 May 2009

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# ARC SOUTH WALES LIMITED

## NOTES TO THE FINANCIAL STATEMENTS

### 1. ACCOUNTING POLICIES

#### **Accounting convention**

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

#### **Basis of preparation**

The financial statements of HeidelbergCement AG, the ultimate parent company of the Company, for the year ended 31 December 2008 have now been issued, these financial statements disclose that:

- HeidelbergCement AG is subject to various financial covenants, the most important being the ratio of net indebtedness to EBITDA and the interest coverage ratio. The next scheduled review of the observance of covenants will take place in the middle of 2009 and given the deterioration of performance in key markets, compliance with covenants will be extremely difficult. In the event of breach of the financial ratios (financial covenants), the creditors could, under certain conditions, accelerate repayment of loans.
- HeidelbergCement AG is required to repay a significant amount of external debt in 2010. In order to meet these repayments, HeidelbergCement AG is planning a comprehensive reorganisation of its financial structure aiming to strengthen the equity base as well as to improve the maturity profile of its existing debt financing.

As an indirect subsidiary of HeidelbergCement AG the recoverability of the amounts receivable from group undertakings is dependent on the financial position of the group as a whole and the uncertainties described above may impact the recoverability of the assets of this Company.

### 2. DEBTORS

	2008 £	2007 £
Due within one year:		
Amounts owed by group undertakings	<u>25,000</u>	<u>25,000</u>

Amounts owed by group undertakings are unsecured, interest free, have no fixed date of repayment and are repayable on demand.

### 3. ULTIMATE PARENT UNDERTAKING

The Company's immediate parent undertaking is Hanson Aggregates South Wales Limited, a company registered in England and Wales. The Company's ultimate parent undertaking is HeidelbergCement AG, a company registered in Germany. The largest and smallest group in which the results of the Company are consolidated is that headed by HeidelbergCement AG. Copies of the consolidated financial statements of HeidelbergCement AG may be obtained from Berliner Strasse 6, D-69120 Heidelberg, Germany.

### 4. RELATED PARTY TRANSACTIONS

The Company has taken advantage of the 90% owned subsidiary exemption afforded by FRS8: Related Party Transactions, and has not disclosed transactions with companies in the group headed by HeidelbergCement AG.