

UDS (NO 10) LIMITED

DIRECTORS' REPORT AND ACCOUNTS

IN RESPECT OF THE YEAR ENDED

31 DECEMBER 2003



UDS (NO 10) LIMITED

DIRECTORS' REPORT

Directors: G Dransfield
A C Bolter

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 2003.

PRINCIPAL ACTIVITY

The principal activity of the Company is that of an investment holding company.

RESULTS AND DIVIDENDS

The loss for the year amounted to £4,592,799,112. On 15 August 2003 the Company acquired the entire issued share capital of Hanson Quarry Products Europe Limited for £43.1 billion in exchange for the issue of 1 £1 ordinary share in the Company to Houserate Limited, a group undertaking. In addition the Company received £3 billion from Houserate Limited as a capital contribution. The Directors do not recommend the payment of a dividend for the year.

DIRECTORS

The Directors shown at the head of this report are currently in office. K J Ludlam and J R Read resigned as Directors on 28 May 2003. A C Bolter and N Swift were appointed as Directors on 28 May 2003, and N Swift resigned as a director on 15 August 2003. G Dransfield served throughout the year.

DIRECTORS' INTERESTS

None of the Directors had any declarable interest in the share or loan capital of the Company during the year under review.

The shareholding and related interest in Hanson PLC of G Dransfield are disclosed in the Hanson PLC accounts for the year ended 31 December 2003, and those of A C Bolter are disclosed in the accounts of Viewgrove Investments Limited, for the year ended 31 December 2003.

ANNUAL GENERAL MEETING

Pursuant to the Elective Resolution of the Company passed on 14 May 1991 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

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

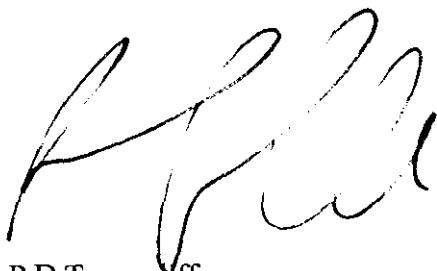
Company law requires the Directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the Company and of the profit or loss for that year. In preparing those accounts, the Directors are required to:

- 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 Tunnachffe
Secretary
23 March 2005

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF UDS (NO 10) LIMITED

We have audited the Company's accounts for the year ended 31 December 2003 which comprise the profit and loss account, statement of total recognised gains and losses, balance sheet, and the related notes 1 to 11. 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
UDS (NO 10) (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 2003 and its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young LLP

Ernst & Young LLP
Registered Auditor
London
23 March 2005

UDS (NO 10) LIMITED**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2003**

	<u>Note</u>	<u>2003</u> <u>£</u>	<u>2002</u> <u>£</u>
Provision for permanent diminution in value of fixed asset investments		(4,592,799,112)	-
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	2	(4,592,799,112)	-
Taxation	3	-	-
TRANSFER FROM RESERVES		<u>(4,592,799,112)</u>	<u>-</u>

Movements in reserves are set out in note 8.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

There are no recognised gains or losses other than the loss of £4,592,799,112 for the year ended 31 December 2003 (£nil for the year ended 31 December 2002).

UDS (NO 10) LIMITED**BALANCE SHEET AT 31 DECEMBER 2003**

	<u>Note</u>	<u>2003</u> <u>£</u>	<u>2002</u> <u>£</u>
FIXED ASSETS			
Investments	4	38,516,860,949	-
CURRENT ASSETS			
Debtors	5	3,000,000,002	2
TOTAL ASSETS		<u>41,516,860,951</u>	<u>2</u>
CAPITAL AND RESERVES			
Called up share capital	6	3	2
Share premium account	7	43,109,660,060	-
Profit and loss account	8	(4,592,799,112)	-
Capital reserve	9	3,000,000,000	-
Equity shareholders' funds		<u>41,516,860,951</u>	<u>2</u>

Approved by the Board of Directors
23 March 2005



A C Bolter
Director

NOTES TO THE ACCOUNTS - 31 DECEMBER 2003

1 ACCOUNTING POLICIES

(a) Accounting convention

The accounts have been 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.

(b) Fixed asset investments

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

2 LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

This is stated after (charging)/crediting:

	<u>2003</u> £	<u>2002</u> £
Auditors' remuneration	-	-
Directors' remuneration	-	-

Fees for audit and non-audit services provided by Ernst & Young LLP to the Company have been borne by the a group undertaking. It is not practicable to ascertain what proportion of such fees relate to the Company.

The Directors are also Directors of, and were paid by, the ultimate parent undertaking and/or other group undertakings. The directors do not believe that it is practicable to apportion these emoluments between their services as Directors of the Company and their services as Directors of the ultimate parent undertaking and/or other group undertaking.

3 TAXATION

The tax assessed for the year is lower than the standard rate of corporation tax in the UK (30%). The differences are explained below:

	<u>2003</u> £	<u>2002</u> £
Loss on ordinary activities before taxation	(4,592,799,112)	-
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (2002: 30%)	(1,377,839,734)	-
Effects of:		
Provision for diminution in value of fixed asset investments not deductible	1,377,839,734	-
Current tax charge for the year	-	-

NOTES TO THE ACCOUNTS - 31 DECEMBER 2003

4 FIXED ASSET INVESTMENTS

	<u>Subsidiary undertakings</u> £
At cost:	
At 1 January 2003	-
Addition in year	43,109,660,061
At 31 December 2003	<u>43,109,660,061</u>
Provision:	
At 1 January 2003	-
Provided during the year	4,592,799,112
At 31 December 2003	<u>4,592,799,112</u>
Net book value:	
At 31 December 2003	<u>38,516,860,949</u>
At 31 December 2002	<u>-</u>

On August 15, 2003 the Company acquired the entire issued share capital of Hanson Quarry Products Europe Limited for £43.1 billion in exchange for the issue of one £1 ordinary share in the Company to Houserate Limited. In the opinion of the Directors, the value of the Company's investment in its subsidiary undertaking is not less than the amount at which it is stated in the balance sheet. The principal subsidiary undertaking at 31 December 2003 is:

	<u>Country of registration and operation</u>	<u>Holding</u>	<u>Principal activity</u>	<u>Proportion of voting rights and shares</u>
Hanson Quarry Products Europe Limited	England and Wales	Ordinary	Investment holding company	100%

The Company is a wholly-owned subsidiary 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.

UDS (NO 10) LIMITED**NOTES TO THE ACCOUNTS - 31 DECEMBER 2003****5 DEBTORS**

	<u>2003</u> £	<u>2002</u> £
Amounts due from group undertakings	<u>3,000,000,002</u>	<u>2</u>

There are no formal agreements for the repayment of amounts owed by or to group undertakings.

6 SHARE CAPITAL

	<u>Authorised</u> £
Ordinary shares of £1 each: At 31 December 2002 and 2003	<u>100</u>
	<u>Allotted, called- up and fully paid</u> £
Ordinary shares of £1 each: At 1 January 2003	2
Issue during the year	1
At 31 December 2003	<u>3</u>

7 SHARE PREMIUM ACCOUNT

	£
At 1 January 2003	-
Arising on share capital issued during the year	43,109,660,060
At 31 December 2003	<u>43,109,660,060</u>

8 PROFIT AND LOSS ACCOUNT

	£
At 1 January 2003	-
Loss for the year	(4,592,799,112)
At 31 December 2003	<u>(4,592,799,112)</u>

9 CAPITAL RESERVE

	£
At 1 January 2003	-
Capital contribution	3,000,000,000
At 31 December 2003	<u>3,000,000,000</u>

Capital reserves represent capital contributions from the Company's immediate parent and are included within the Company's distributable reserves.

UDS (NO 10) LIMITED

NOTES TO THE ACCOUNTS - 31 DECEMBER 2003

10 RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDERS' FUNDS

	<u>2003</u>	<u>2002</u>
	<u>£</u>	<u>£</u>
Issue of share capital during the year	43,109,660,061	-
Loss for the year	(4,592,799,112)	-
Capital contribution	3,000,000,000	-
Net addition to equity shareholders' funds	41,516,860,949	-
Opening equity shareholders' funds	2	2
Closing equity shareholders' funds	<u>41,516,860,951</u>	<u>2</u>

11 GROUP ACCOUNTS

The immediate parent undertaking of UDS (No 10) Limited is Houserate 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 UDS (No 10) 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.