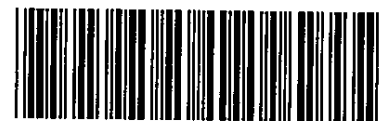


UDS HOLDINGS (1) LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2011

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COMPANIES HOUSE

UDS HOLDINGS (1) LIMITED

COMPANY INFORMATION

DIRECTORS

D J Clarke (appointed 1 June 2011)
E A Gretton
B J Guyatt (resigned 1 June 2011)
S Pirinccioglu

COMPANY SECRETARY

R T V Tyson

COMPANY NUMBER

02362253

REGISTERED OFFICE

Hanson House
14 Castle Hill
Maidenhead
SL6 4JJ

AUDITOR

Ernst & Young LLP
The Paragon
Counterslip
Bristol
BS1 6BX

UDS HOLDINGS (1) LIMITED

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UDS HOLDINGS (1) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2011

The Directors present their report and the financial statements for the year ended 31 December 2011

PRINCIPAL ACTIVITY AND REVIEW OF BUSINESS

The Company is a group investment holding company

During the year the Company waived a debt of £102,128 due from UDS (Head Office) Limited. It also received dividends from Peter Pell Limited prior to an application being made to strike them off.

PRINCIPAL RISKS AND UNCERTAINTIES

The Company's results arise from transactions with fellow group undertakings in the group headed by HeidelbergCement AG. The Directors are therefore of the opinion that the Company is not directly exposed to significant risks and uncertainty, however, by the nature of its activities, the Company is indirectly exposed to similar risks and uncertainties to those faced by other group companies. Details of the principal risks and uncertainties facing the group headed by HeidelbergCement AG are disclosed in the financial statements of that company.

DIRECTORS

The Directors who served during the year were

D J Clarke (appointed 1 June 2011)
E A Gretton
B J Guyatt (resigned 1 June 2011)
S Pirinccioğlu

DIRECTORS' INDEMNITY

A fellow group undertaking has indemnified, by means of directors and officers' liability insurance, one or more Directors of the Company against liability in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision was in force during the year and is in force as at the date of approving the Directors' Report.

UDS HOLDINGS (1) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 2011

GOING CONCERN

The Company is a holding company and its assets comprise investments in group undertakings and amounts receivable from group undertakings. In addition, the carrying value of the Company's investments in group undertakings is also supported by amounts receivable from group undertakings held by those entities. The recoverability of these assets is dependent on the financial position of the HeidelbergCement AG group, of which the Company is an indirect subsidiary.

The Directors, having assessed the responses of the management of the Company's ultimate parent HeidelbergCement AG to their enquiries, have no reason to believe that a material uncertainty exists that may cast significant doubt about the ability of the HeidelbergCement AG group to continue as a going concern.

On the basis of their assessment of the Company's financial position and of the enquiries made of the management of HeidelbergCement AG, the Company's Directors have a reasonable expectation that the Company will be able to continue in operational existence for the foreseeable future. Thus they continue to adopt the going concern basis of accounting in preparing the annual financial statements.

DIRECTORS' RESPONSIBILITIES STATEMENT

The Directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations.

Company law requires the Directors to prepare financial statements for each financial year. Under that law the Directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the Directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgments and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 2006. 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.

UDS HOLDINGS (1) LIMITED

**DIRECTORS' REPORT
FOR THE YEAR ENDED 31 DECEMBER 2011**

PROVISION OF INFORMATION TO AUDITOR

Each of the persons who are Directors at the time when this Directors' report is approved has confirmed that

- so far as that Director is aware, there is no relevant audit information of which the Company's auditor is unaware, and
- that Director has taken all the steps that ought to have been taken as a Director in order to be aware of any information needed by the Company's auditor in connection with preparing its report and to establish that the Company's auditor is aware of that information

AUDITOR

Ernst & Young LLP, having confirmed their willingness to act, were appointed as auditors of the Company

In preparing this report, the Directors have taken advantage of the small companies exemptions provided by section 415A of the Companies Act 2006

This report was approved by the board on 31 July 2012 and signed on its behalf



R T V Tyson
Secretary

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF UDS HOLDINGS (1) LIMITED

We have audited the financial statements of UDS Holdings (1) Limited for the year ended 31 December 2011 which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 13. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 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 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 auditor

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they 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). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Director's Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2011 and of its loss for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF UDS HOLDINGS (1) LIMITED CONTINUED

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit
- the directors were not entitled to take advantage of the small companies' exemption in preparing the directors' report

Ernst & Young LLP

Jane Barwell (Senior statutory auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

Bristol

Date 1 August 2012

UDS HOLDINGS (1) LIMITED

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2011**

	Note	2011 £000	<i>Unaudited</i> 2010 £000
Exceptional Item	2	(1,354)	-
OPERATING LOSS	3	(1,354)	-
Income from fixed asset investments		556	-
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION		(798)	-
Tax on loss on ordinary activities	5	-	-
LOSS FOR THE FINANCIAL YEAR	10	(798)	-

All amounts relate to continuing operations

There were no recognised gains and losses for 2011 or 2010 other than those included in the Profit and loss account

The notes on pages 8 to 13 form part of these financial statements

UDS HOLDINGS (1) LIMITED
REGISTERED NUMBER: 02362253

BALANCE SHEET
AS AT 31 DECEMBER 2011

	Note	£000	2011 £000	Unaudited 2010 £000
FIXED ASSETS				
Investments	6		23,844	25,198
CURRENT ASSETS				
Debtors	7	169,232		168,676
CREDITORS: amounts falling due within one year	8	(6,895)		(6,895)
NET CURRENT ASSETS			162,337	161,781
NET ASSETS			186,181	186,979
CAPITAL AND RESERVES				
Called up share capital	9		-	-
Share premium account	10		186,429	186,429
Profit and loss account	10		(248)	550
SHAREHOLDERS' FUNDS	11		186,181	186,979

The financial statements were approved and authorised for issue by the board and were signed on its behalf on 31 July 2012



E A Gretton
Director

The notes on pages 8 to 13 form part of these financial statements

UDS HOLDINGS (1) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

1. ACCOUNTING POLICIES

1.1 Basis of preparation of financial statements

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards

1.2 Group financial statements

No consolidated group financial statements have been prepared because as at 31 December 2011, the Company was a wholly owned subsidiary undertaking of HeidelbergCement AG (incorporated in Germany) and thus satisfies the conditions for exemption under section 400 of the Companies Act 2006. These financial statements contain information about the Company as an individual undertaking, and not its group.

1.3 Cash flow

The Company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

1.4 Investments

Investments held as fixed assets are shown at cost less provision for impairment.

1.5 Deferred taxation

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date, where transactions or events have occurred that it will result in an obligation to pay more, or right to pay less or to receive more tax, with the following exceptions:

- Provision is made for tax on gains arising from the revaluation of fixed assets (and similar fair value adjustments), or gains on disposal of fixed assets only to the extent that, at the balance sheet date, there is a binding agreement to dispose of the assets concerned. However, no provision is made when, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled into replacement assets and charged to tax only when the replacement assets are sold.

- Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

1.6 Dividends

Income is recognised when the Company's right to receive payment is established.

UDS HOLDINGS (1) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

2 EXCEPTIONAL ITEM

	2011 £000	Unaudited 2010 £000
Impairment of fixed asset investments	1,354	-

The Company received Dividends from it's subsidiaries, which resulted in the reduction in the subsidiaries net assets and hence the investment value was impaired (see note 6)

3. OPERATING LOSS

This is stated after charging

	2011 £000	2010 £000
Auditors remuneration	-	-

Fees for audit and non-audit services provided to the Company have been borne by other group undertakings. It is not practicable to ascertain what proportion of such fees relates to the company

4 STAFF COSTS

The Company has no employees other than the Directors, who did not receive any remuneration (2010 - £nil)

UDS HOLDINGS (1) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

5 TAXATION

	2011 £000	Unaudited 2010 £000
UK corporation tax charge on loss for the year	-	-

Factors affecting tax charge for the year

The tax assessed for the year is higher than (2010 - the same as) the standard rate of corporation tax in the UK of 26.5% (2010 - 28%). The differences are explained below

	2011 £000	Unaudited 2010 £000
Loss on ordinary activities before tax	(798)	-
Loss on ordinary activities multiplied by standard rate of corporation tax in the UK of 26.5% (2010 - 28%)	(211)	-
Effects of		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	359	-
Dividends from UK companies	(148)	-
Group relief	(1,389)	-
Transfer pricing adjustments	1,389	-
Current tax charge for the year (see note above)	-	-

Factors that may affect future tax charges

Announcements were made to changes in the tax rates that will have an effect on future tax charges of the Company. From 1 April 2012, the rate of corporation tax was reduced from 26% to 24% and from 1 April 2013, the rate will reduce from 24% to 23%. However, as at the balance sheet date, the corporation tax change that had been substantively enacted was a reduction, from 1 April 2012, in the rate from 26% to 25%.

A further annual reduction of 1% from 1 April 2014 to reduce the rate to 22% has been announced but not substantively enacted.

UDS HOLDINGS (1) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

6. FIXED ASSET INVESTMENTS

	Investments in subsidiary companies £000
Cost or valuation	
At 1 January 2011 (unaudited)	25,198
Disposals	(1,354)
At 31 December 2011	23,844
Impairment	
At 1 January 2011 (unaudited)	-
Charge for the year	(1,354)
Impairment on disposals	1,354
At 31 December 2011	-
Net book value	
At 31 December 2011	23,844
At 31 December 2010 (unaudited)	25,198

Subsidiary undertakings

The investments in which the Company directly held more than 20% of the nominal value of any class of share capital are as follows

<u>Name</u>	<u>Class of share</u>	<u>Holding</u>	<u>Business</u>	<u>Registered office</u>
UDS Finance Limited	Ordinary	100 %	Dormant	England and Wales

UDS (Head Office) Limited and Peter Pell Limited were dissolved on the 13 September and 18 October 2011 respectively

The Directors of the Company are of the opinion that the number of subsidiary undertakings in respect of which the Company is required to disclose information under section 409 of the Companies Act 2006 is such that it would result in information of excessive length. Advantage has been taken of section 410 of the Companies Act 2006 in that the information is only given relating to directly owned subsidiary undertakings

UDS HOLDINGS (1) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

7 DEBTORS

	2011 £000	<i>Unaudited</i> 2010 £000
Due within one year		
Amounts owed by group undertakings	169,232	168,676

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

8. CREDITORS.

Amounts falling due within one year

	2011 £000	<i>Unaudited</i> 2010 £000
Amounts owed to group undertakings	6,895	6,895

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

9 SHARE CAPITAL

	2011 £000	<i>Unaudited</i> 2010 £000
Allotted, called up and fully paid		
102 ordinary shares of £1 each	-	-

10 RESERVES

	Share premium account £000	Profit and loss account £000
At 1 January 2011 (unaudited)	186,429	550
Loss for the year	-	(798)
At 31 December 2011	186,429	(248)

UDS HOLDINGS (1) LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2011

11. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	2011 £000	<i>Unaudited</i> 2010 £000
Opening shareholders' funds	186,979	186,979
Loss for the year	(798)	-
Closing shareholders' funds	<u>186,181</u>	<u>186,979</u>

12. RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption in FRS8 Related Party Transactions, not to disclose transactions with wholly owned subsidiaries in the group headed by HeidelbergCement AG

13. ULTIMATE PARENT UNDERTAKING AND CONTROLLING PARTY

The Company's immediate parent undertaking is Hanson Retail 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.