

HANSON AMERICA HOLDINGS (2) LIMITED

Directors
A C Bolter
G Dransfield
N Swift

Secretary

P D Tunnacliffe

Registered Office

1 Grosvenor Place
LONDON
SW1X 7JH

REPORT OF THE DIRECTORS**ACCOUNTS**

The Company did not trade during the period under review and accordingly made no profit or loss. The accounts as at 31 December 2004 comprise the balance sheet and related notes.

ACCOUNTING REFERENCE DATE

The accounting reference date of the Company was changed from 31 March to 31 December. The accounts for the period ended 31 December 2004 include the period from 1 April 2004 to 31 December 2004. The comparative period is for the 1 day period of 31 March 2004.

DIRECTORS' INTERESTS

The Directors have no declarable interest in the share or loan capital of the Company or any associated undertaking during the period under review. The Directors as shown at the head of this report are currently in office and served throughout the period.

ULTIMATE PARENT UNDERTAKING

The ultimate parent undertaking is Hanson PLC (incorporated in England and Wales). Copies of Hanson PLC's accounts can be obtained from 1 Grosvenor Place, London, SW1X 7JH.

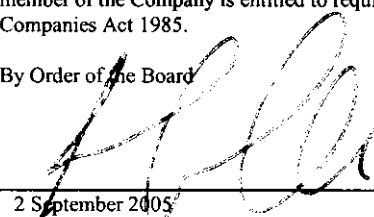
AUDITORS

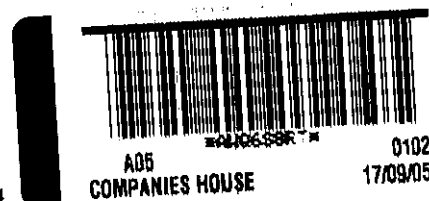
The Company is entitled to dispense with the need to appoint auditors as allowed by the provisions of S249AA of the Companies Act 1985.

ANNUAL GENERAL MEETING

Pursuant to the Elective Resolution of the Company passed on 31 July 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.

By Order of the Board


2 September 2005
Secretary

**BALANCE SHEET AS AT 31 DECEMBER 2004**

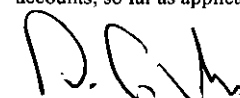
	<u>31 December</u> <u>2004</u> <u>£</u>	<u>31 March</u> <u>2004</u> <u>£</u>
FIXED ASSETS		
Investment	9,413,703	9,413,703
CURRENT ASSETS		
Debtors	466,806,348	466,806,348
TOTAL ASSETS	476,220,051	476,220,051
CAPITAL AND RESERVES		
1,000 allotted, called up and fully paid £1 'A' ordinary shares (Authorised 1,250)	1,000	1,000
3,001 allotted, called up and fully paid £1 'B' ordinary shares (Authorised 3,750)	3,001	3,001
Share premium account	476,328,946	476,328,946
Profit and loss account	(112,896)	(112,896)
Equity shareholders' funds	476,220,051	476,220,051

For the period ended 31 December 2004 the Company was entitled to exemption under S249AA (1) of the Companies Act 1985.

No members have required the Company to obtain an audit of its accounts for the period in question 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 its financial period, and of its profit and loss account for the financial period in accordance with S226 of the Companies Act 1985, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.


2 September 2005
Director

HANSON AMERICA HOLDINGS (2) LIMITED

NOTES TO THE ACCOUNTS

1. ACCOUNTING POLICIES

(a) Accounting convention

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

(b) 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. FIXED ASSET INVESTMENTS

The Company holds 2 'A' ordinary shares of £1.00 each in Hanson America Holdings (3) Limited (a group company), representing 2% of the total issued share capital.

The Company is a wholly owned subsidiary undertaking of a body registered in England and Wales and advantage has been taken of S228(1) of the Companies Act 1985 in that consolidated accounts have not been prepared. The accounts present information about the Company as an individual undertaking.

3. RIGHTS ATTACHING TO SHARES

The A and B shares rank pari passu in all respects except for dividend, voting and return of capital which are in the proportion of 476,328,9458:1 respectively.