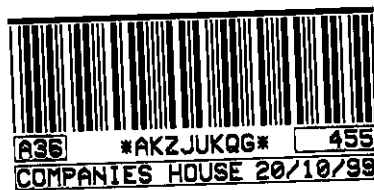


DIRECTOR'S REPORT AND ACCOUNTS

HANSON QUARRY PRODUCTS HOLDINGS LIMITED

(Formerly ARC Holdings Limited)

31 DECEMBER 1998



HANSON QUARRY PRODUCTS HOLDINGS LIMITED

(Formerly ARC Holdings Limited)

Registered No. 25579

DIRECTOR'S REPORT

DIRECTOR

Arcodirect Limited

SECRETARY

Arcosec Limited

REGISTERED OFFICE

The Ridge
Chipping Sodbury
Bristol
BS37 6AY

The director presents his report and accounts for the year ended 31 December 1998.

PRINCIPAL ACTIVITY AND FINANCIAL RESULTS

The company continued to act as a holding company. The company did not trade during the period under review.

CHANGE OF NAME

By special resolution on 15 January 1999 the company changed its name from ARC Holdings Limited to Hanson Quarry Products Holdings Limited.

DIRECTOR

The director shown at the head of this report is currently in office and served through the period under review.

The director did not have any declarable interests in the share or loan capital of any group undertaking during the period under review.

ANNUAL GENERAL MEETING

Pursuant to the Elective Resolution of the company passed on 30 August 1995 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 Section 253 of the Companies Act 1985.

AUDITORS

Ernst & Young having consented to act, will continue in office as auditors.

By Order of the Board


Secretary
30 July 1999

HANSON QUARRY PRODUCTS HOLDINGS LIMITED

(Formerly ARC Holdings Limited)

STATEMENT OF DIRECTOR'S RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

Company law requires the director 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 of the company for that period. In preparing those accounts, the director is 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;
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The director is responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to enable it to ensure that the accounts comply with the Companies Act. It is 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.

HANSON QUARRY PRODUCTS HOLDINGS LIMITED

(Formerly ARC Holdings Limited)

REPORT OF THE AUDITORS

to the members of Hanson Quarry Products Holdings Limited

We have audited the accounts on pages 4 to 6 which have been prepared under the historical cost convention.

Respective responsibilities of directors and auditors

As described on page 2 of the company's director is responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts, and to report our opinion to you.

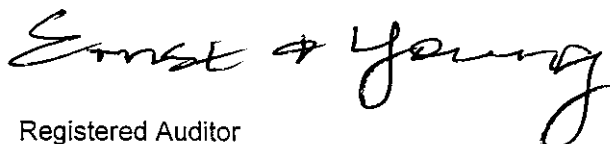
Basis of opinion

We conducted our audit in accordance with 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.

Opinion

In our opinion the accounts give a true and fair view of the state of the company's affairs as at 31 December 1998, and have been properly prepared in accordance with the Companies Act 1985.



Registered Auditor
Bristol

30 July 1999

HANSON QUARRY PRODUCTS HOLDINGS LIMITED

(Formerly ARC Holdings Limited)

BALANCE SHEET

at 31 December 1998

	Notes	1998 £'000	1997 £'000
FIXED ASSETS			
Investments	2	657	657
CURRENT ASSETS			
Debtors	3	41,949	41,949
CURRENT LIABILITIES			
Creditors amounts due within one year	4	<u>(892)</u>	<u>(892)</u>
Net current assets		<u>41,057</u>	<u>41,057</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>41,714</u>	<u>41,714</u>
CAPITAL AND RESERVES			
Called up share capital	5	5,612	5,612
Share premium account		6,784	6,784
Profit and loss account		29,318	29,318
Shareholders funds:			
Equity		<div>41,214</div>	<div>41,214</div>
Non-equity		<div>500</div>	<div>500</div>
		<u>41,714</u>	<u>41,714</u>

Approved by the Board



30 July 1999

Director

HANSON QUARRY PRODUCTS HOLDINGS LIMITED

(Formerly ARC Holdings Limited)

NOTES TO THE ACCOUNTS

for the period ended 31 December 1998

1. ACCOUNTING POLICIES

a) *Accounting convention*

The accounts have been prepared in accordance with applicable accounting standards using the historical cost convention.

b) *Fixed asset investments*

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

2. INVESTMENTS

	Cost	Subsidiaries Provisions	NBV
	£'000	£'000	£'000
At 1 January 1998	<u>2,069</u>	<u>(1,412)</u>	<u>657</u>
At 31 December 1998	<u>2,069</u>	<u>(1,412)</u>	<u>657</u>

The wholly owned non trading subsidiary undertakings are as listed below:

Kingston Minerals Limited	Marples Ridgway Overseas Limited
Pencrete Limited	Firmstone Minerals Limited
Marples Ridgway Limited	B&PG Developments Limited
B&PG Projects Limited	Seagoe Concrete Products Limited
Crispway Limited	Portland Chemicals Limited
Marples Ridgway Iraq Limited	

The company, being a wholly owned subsidiary undertaking of another company incorporated in The European Union, is not required to submit group accounts. In the opinion of the director the value of the company's investment in its subsidiary undertakings is not less than the amount at which they are stated in the balance sheet.

HANSON QUARRY PRODUCTS HOLDINGS LIMITED

(Formerly ARC Holdings Limited)

NOTES TO THE ACCOUNTS

for the period ended 31 December 1998

3. DEBTORS - DUE WITHIN ONE YEAR

	1998 £'000	1997 £'000
Due from group undertakings	<u>41,949</u>	<u>41,949</u>

4. CREDITORS - DUE WITHIN ONE YEAR

	1998 £'000	1997 £'000
Amounts owed to group undertakings	<u>892</u>	<u>892</u>

5. CALLED UP SHARE CAPITAL

	1998 £'000	1997 £'000
Authorised		
500,000 5.425% cumulative preference shares of £1 each	500	500
24,000,000 ordinary shares of 25p each	<u>6,000</u>	<u>6,000</u>
	<u>6,500</u>	<u>6,500</u>
Allotted, called up and fully paid		
500,000 5.425% cumulative preference shares of £1 each	500	500
20,450,551 ordinary shares of 25p each	<u>5,112</u>	<u>5,112</u>
	<u>5,612</u>	<u>5,612</u>

The preference shares, which were issued at par, carry a fixed cumulative dividend of 7 3/4% per annum payable half yearly on 30 April and 31 October.

The preference shares carry no votes at meetings unless the dividend thereon is in arrears or the business of the meetings includes a resolution for winding up the Company or any resolution abrogating or varying the special rights attached to the preference shares.

On a winding up of the company, the preference shareholders have a right to receive, in preference to payments to ordinary shareholders, a return of their paid up capital plus any accrued dividends and a premium based on its average share price quotation on the Stock Exchange, London during a maximum six month period prior to the winding up date.

6. ULTIMATE PARENT UNDERTAKING

The parent undertaking of the group of undertakings for which group accounts are drawn up and of which the company is a member is Hanson PLC (incorporated in England and Wales). Copies of Hanson PLC accounts can be obtained from 1 Grosvenor Place, London, SW1X 7JH.