Directors' report and financial statements

31 December 2003

Registered number 35025

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Directors' report

The directors submit their annual report and the financial statements for the year ended 31 December 2003.

Business review

The company has not carried out any trading activity during the year and will remain dormant for the foreseeable future. All expenses are met by Castle Cement Limited.

Dividend

The directors do not propose the payment of a dividend (2003: £Nil).

Directors and directors' interests

The directors who served during the year are as follows:

P W Weller (appointed 12 March 2003) M J Lodge (resigned 12 March 2003) I L Flavell

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None of the directors had any notifiable interests in the shares of HeidelbergCement AG, the ultimate holding company, or in any of its subsidiaries at any time during the year ended 31 December 2003.

By order of the board

Registered office

Park Square 3160 Solihull Parkway Birmingham Business Park Birmingham B37 7YN

I M Mander Secretary

27 May 2004

Profit and loss account for the year ended 31 December 2003

During the financial year and the preceding financial year the company has received no income and incurred no expenditure. Consequently, during those periods the company has made neither profit nor loss.

Balance sheet at 31 December 2003

	Note	2003 £000	2002 £000
CURRENT ASSETS Debtors NET CURRENT ASSETS	3	<u>54</u> <u>54</u>	54 54
CAPITAL AND RESERVES Called up share capital Profit and loss account SHAREHOLDERS' FUNDS	4	30 24 54	30 24 54

The company was exempt from audit under subsection (1) of section 249AA of the Companies Act 1985. The members have not required the company to obtain an audit of its accounts for the year.

The directors acknowledge their responsibilities for:

- ensuring that the company keeps accounting records which comply with section 221 of the Act.
- 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 results for the financial year in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Act relating to accounts, so far as applicable to the company.

These financial statements were approved by the board of directors on [Date] and were signed on its behalf by:

I L Flavell Director

Notes

(forming part of the financial statements)

1. Accounting policies

The financial statements have been prepared under the historical cost convention.

2. Directors' remuneration

Neither of the directors were remunerated during the year.

3. Net current assets

At 31 December 2003 the company had net current assets of £54,000.

The company has undertaken not to require payment of certain amounts due from its fellow companies except in so far that it has made the necessary arrangements for these companies to remain solvent.

The amount subject to this undertaking at 31 December 2003 was £54,000.

4. Called up share capital

	2003 £000	2002 £000
Authorised 30,000 ordinary shares of £1 each	30	30
Issued and fully paid 30,000 ordinary shares of £1 each	30_	30_

5. Ultimate parent companies

The company's ultimate parent company is HeidelbergCement AG, a company incorporated in Germany. Copies of the consolidated financial statements may be obtained from Berliner Strasse 6, D-69120 Heidelberg, Germany.

The ultimate UK holding company is Scancem Group Limited which is incorporated in Great Britain and registered in England and Wales.

The company's immediate parent company is Castle Cement (Ribblesdale) Limited, a company incorporated in Great Britain and registered in England and Wales.