

Company Registration No 648560

PIONEER AGGREGATES (UK) LIMITED

Report and financial statements

in respect of the year ended

31 December 2010

SATURDAY



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17/09/2011
COMPANIES HOUSE

PIONEER AGGREGATES (UK) LIMITED

Directors, officers and professional advisors

DIRECTORS

M Atkinson
E A Gretton
S Pinnoccioglu

COMPANY SECRETARY

R T V Tyson

AUDITORS

Ernst & Young LLP
The Paragon
Counterslip
Bristol
BS1 6BX

REGISTERED OFFICE

Hanson House
14 Castle Hill
Maidenhead
Berkshire
SL6 4JJ

COMPANY NUMBER

648560

PIONEER AGGREGATES (UK) LIMITED

DIRECTORS' REPORT

Company Registration No 648560

The Directors present their report and audited financial statements for the year ended 31 December 2010. The Directors' Report has been prepared in accordance with the special provisions relating to small companies under section 415A of the Companies Act 2006.

PRINCIPAL ACTIVITY

The principal activity of the Company was that of landfill and site restoration.

RESULTS AND DIVIDENDS

The loss for the year amounted to £60,959 (2009 profit £173,572) as set out in the profit and loss account on page 5. The Directors do not recommend the payment of a dividend (2009: £nil).

REVIEW OF BUSINESS

The Directors have noted the result for the year and are satisfied with the Company's position at the year end.

FUTURE DEVELOPMENTS

The Directors anticipate that the present level of activity will continue in the foreseeable future.

PRINCIPAL RISKS AND UNCERTAINTIES

The Directors are of the opinion that the Company is not directly exposed to significant risks and uncertainties, however, by the very nature of its trade the Company is indirectly exposed to similar risks and uncertainties to those faced by other group undertakings. 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 and to the date of this report, were as follows:

| | |
|---------------|--|
| M Atkinson | (appointed 30 September 2010) |
| E A Gretton | |
| S Pinnicioglu | (appointed 19 July 2010) |
| R R Gimmier | (appointed 7 June 2010, resigned 31 August 2010) |
| B J Guyatt | (resigned 7 June 2010) |
| C Leclercq | (resigned 31 March 2010) |

DIRECTORS' INDEMNITY

A fellow group undertaking has indemnified, by means of directors and officers' liability insurance, one or more of the Directors of the Company against liability in respect of proceedings brought by third parties, subject to the conditions set out in section 234 of 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.

PIONEER AGGREGATES (UK) LIMITED DIRECTORS' REPORT (continued)

Company Registration No 648560

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 those financial statements, 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 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 proper 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.

GOING CONCERN

The Company's business activities, together with the factors likely to affect its future development and position, are set out in the Directors' Report.

The Company's assets include amounts receivable from group undertakings. 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.

DISCLOSURE OF INFORMATION TO AUDITORS

The Directors who held office at the date of approval of this Directors' Report each confirm that, so far as they are aware, there is no relevant audit information of which the Company's auditors are unaware, and that they have each taken all the steps that ought to have been taken as a Director of the Company to make himself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

AUDITORS

Ernst & Young LLP, having confirmed their willingness to act, will continue in office as auditors of the Company.

By order of the Board

R T V Tyson
Company Secretary



8th September 2011

INDEPENDENT AUDITOR'S REPORT to the members of Pioneer Aggregates (UK) Limited

Company Registration No 648560

We have audited the financial statements of Pioneer Aggregates (UK) Limited for the year ended 31 December 2010, which comprise the Profit and Loss Account Balance Sheet and related notes 1 to 14. 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 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 explained more fully in the Directors' Responsibilities Statement set out on page 3, 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 (APB'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 Directors' 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 the 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 2010 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.

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 by the Company, 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.

Ernst & Young LLP

Jane Barwell (Senior Statutory Auditor)

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

Bristol

Date 14 September 2011

PIONEER AGGREGATES (UK) LIMITED
PROFIT AND LOSS ACCOUNT
for the year ended 31 December 2010

Company Registration No 648560

| | Note | 2010 £ | 2009 £ |
|---|-------------|------------------------|-----------------------|
| Other operating income | 9 | - | 232 513 |
| Other operating charges | | (60,959) | (58 947) |
| OPERATING (LOSS) / PROFIT | 2 | <u>(60,959)</u> | <u>173,566</u> |
| Interest receivable and similar income | 5 | - | 6 |
| (LOSS) / PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION | | <u>(60,959)</u> | <u>173,572</u> |
| Tax on (loss) / profit on ordinary activities | 6 | - | - |
| (LOSS) / PROFIT FOR THE FINANCIAL YEAR | 11 | <u><u>(60,959)</u></u> | <u><u>173,572</u></u> |

All of the Company's results arise from continuing operations

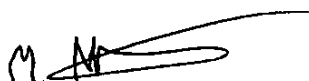
There were no other gains or losses recognised in respect of the current or previous year other than those reported above

PIONEER AGGREGATES (UK) LIMITED
BALANCE SHEET
at 31 December 2010

Company Registration No 648560

| | Note | 2010 £ | 2009 £ |
|--|------|-------------------------|-------------------------|
| CURRENT ASSETS | | | |
| Debtors | 7 | 5,541,329 | 5,511,402 |
| Cash at bank and in hand | | <u>288,427</u> | <u>489,270</u> |
| | | 5,829,756 | 6,000,672 |
| CREDITORS amounts falling due within one year | 8 | (227 235) | (219 731) |
| NET CURRENT ASSETS | | <u>5,602,521</u> | <u>5 780 941</u> |
| PROVISIONS FOR LIABILITIES AND CHARGES | 9 | (1,896,326) | (2,013,787) |
| NET ASSETS | | <u><u>3 706 195</u></u> | <u><u>3,767 154</u></u> |
| CAPITAL AND RESERVES | | | |
| Called up share capital | 10 | 2 | 2 |
| Profit and loss account | 11 | <u>3,706 193</u> | <u>3 767 152</u> |
| EQUITY SHAREHOLDER'S FUNDS | 11 | <u><u>3,706,195</u></u> | <u><u>3,767,154</u></u> |

The financial statements on pages 5 to 9 were approved by the Board of directors and signed on their behalf by



M Atkinson, Director

8th September 2011

PIONEER AGGREGATES (UK) LIMITED
NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2010

Company Registration No 648560

1 ACCOUNTING POLICIES

Accounting convention

The financial statements have been prepared under the historical cost convention and in accordance with applicable UK Accounting Standards

Cash flow statement

In accordance with FRS1 (revised), the Company has not prepared a cash flow statement as it is a wholly owned subsidiary undertaking within the group headed by HeidelbergCement AG

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 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 over into replacement assets and charged to tax when the replacement assets are sold
- Deferred tax assets are recognised only to the extent that the directors consider 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

2 OPERATING (LOSS) / PROFIT

2010 2009
£ £

Operating (loss) / profit is stated after charging

Auditor's 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

3 STAFF COSTS

There were no employees during the year (2009 nil)

4 DIRECTORS' EMOLUMENTS

The directors received no emoluments for their services during the year (2009 £nil)

5 INTEREST RECEIVABLE AND SIMILAR INCOME

2010 2009
£ £

Bank interest received

_____ - _____ 6

PIONEER AGGREGATES (UK) LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 31 December 2010

Company Registration No 648560

| 6 | TAXATION | 2010 £ | 2009 £ |
|---|---|-----------|-----------|
| | a) Tax on (loss) / profit on ordinary activities | | |
| | UK corporation tax on (loss) / profit for the period | - | - |
| | b) Factors affecting the current tax charge | | |
| | The tax assessed for the year is different to the standard rate of corporation tax in the UK of 28% (2009 28%) | | |
| | The differences are explained below | | |
| | (Loss) / profit on ordinary activities before tax | (60,959) | 173 572 |
| | (Loss) / profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 28% (2009 28%) | (17,069) | 48 600 |
| | <i>Effects of</i> | | |
| | Imputed interest on loans | 51,445 | 54 244 |
| | Movement on general provisions | (32 889) | (105,471) |
| | Group losses (claimed) / surrendered for nil payment | (1 487) | 2,627 |
| | Total current tax | - | - |

c) 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 2011 the rate of corporation tax was reduced from 28% to 26%, and from 1 April 2012 the rate will reduce from 26% to 25%. However, as at the balance sheet date, the corporation tax change that had been substantively enacted was a reduction, from 1 April 2011, in the rate from 28% to 27%.

Further annual reductions of 1% from 1 April 2013 to reduce the rate to 23% have been announced but not substantively enacted.

| 7 | DEBTORS | 2010 £ | 2009 £ |
|---|-------------------------------------|------------------|------------------|
| | Due within one year | | |
| | Amounts due from group undertakings | 5,540,341 | 5,511,121 |
| | Prepayments and accrued income | 237 | 40 |
| | VAT recoverable | 751 | 241 |
| | | <u>5,541,329</u> | <u>5,511,402</u> |

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 | 2010 £ | 2009 £ |
|---|---|----------------|----------------|
| | Trade creditors | 14,633 | 2,465 |
| | Amounts due to group undertakings | 168 789 | 168,789 |
| | Accruals and deferred income | 43 813 | 48,477 |
| | | <u>227,235</u> | <u>219 731</u> |

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

PIONEER AGGREGATES (UK) LIMITED
NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 31 December 2010

Company Registration No 648560

9 PROVISIONS FOR LIABILITIES AND CHARGES

**Restoration
provision
£**

| | |
|----------------------|------------------|
| At 1 January 2010 | 2 013,787 |
| Utilised in the year | (117 461) |
| At 31 December 2010 | <u>1,896,326</u> |

The restoration provision relates to the costs of restoring quarries and other sites after use, as required by legal or other constructive requirements. The restoration provision will be utilised over the period the site is restored.

The Company has a deferred tax asset amounting to £530,971 (2009: £563,860) in respect of the restoration provision, which has not been recognised, on the basis that there is insufficient evidence that the asset will be recoverable. The asset would be recoverable in the event that the Company generates sufficient future taxable profits against which the release of the provision could be offset.

10 ALLOTTED AND ISSUED SHARE CAPITAL

**2010
£**

**2009
£**

Allotted, called up and fully paid

2 ordinary shares of £1 each (2009: 2)

| | |
|----------|----------|
| <u>2</u> | <u>2</u> |
|----------|----------|

11 MOVEMENT ON RESERVES AND RECONCILIATION OF SHAREHOLDERS' FUNDS

| | Share capital £ | Profit and loss account £ | Total £ |
|-------------------------------|-----------------------|------------------------------------|------------------|
| At 1 January 2009 | 2 | 3 593 580 | 3,593,582 |
| Profit for the financial year | - | 173,572 | 173,572 |
| At 31 December 2009 | 2 | 3,767,152 | 3,767,154 |
| Loss for the financial year | - | (60 959) | (60 959) |
| At 31 December 2010 | <u>2</u> | <u>3 706,193</u> | <u>3,706,195</u> |

12 CONTINGENT LIABILITIES

The Company is a member of guaranteed bank overdraft facility with other group undertakings with a limit of £30,000,000. The total net negative balance on this facility at the balance sheet date was £3 055 696.

13 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.

14 PARENT UNDERTAKINGS

The Company's immediate parent company is Pioneer Concrete Holdings 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.