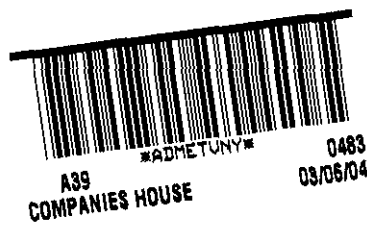


Castle Lime Limited

Directors' report and financial statements

31 December 2003

Registered number 788617



Castle Lime Limited

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)

J L Flavell

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



I M Mander
Secretary

27 May 2004

Registered office

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

Castle Lime Limited

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 £	2002 £
CURRENT ASSETS			
Preliminary expenses		47	47
CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR		<u>(45)</u> <u>2</u>	<u>(45)</u> <u>2</u>
CAPITAL AND RESERVES			
Called up share capital	3	2	2
SHAREHOLDERS' FUNDS		<u>2</u>	<u>2</u>

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 27 May 2004 and were signed on its behalf by:



I L Flavell
Director

Castle Lime Limited

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. Called up share capital

	2003 £	2002 £
Authorised		
100 ordinary shares of £1 each	<u>100</u>	<u>100</u>
Issued and fully paid		
2 ordinary shares of £1 each	<u>2</u>	<u>2</u>

4. 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 Limited, a company incorporated in Great Britain and registered in England and Wales.