

Company Registration No 933387

BEAZER LIMITED

Report and financial statements

in respect of the year ended

31 December 2009



BEAZER LIMITED**Directors, officers and professional advisors**

DIRECTORS

E A Gretton
B J Guyatt

COMPANY SECRETARY

R T V Tyson

AUDITORS

Ernst & Young LLP
One Bndewell Street
Bristol
BS1 2AA

REGISTERED OFFICE

Hanson House
14 Castle Hill
Maidenhead
SL6 4JJ

COMPANY NUMBER

933387

BEAZER LIMITED
DIRECTORS' REPORT

Company Registration No 933387

The Directors present their report and audited financial statements for the year ended 31 December 2009. 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 AND REVIEW OF BUSINESS

The Company is a group investment holding company.

RESULTS AND DIVIDENDS

The profit for the year amounted to £70,200 (2008: nil) as set out in the profit and loss account on page 5. The Directors do not recommend the payment of a dividend (2008: £nil).

REVIEW OF BUSINESS

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

PRINCIPAL RISKS AND UNCERTAINTIES

The Company's results arise from transactions with fellow group undertakings in the group headed by HeidelbergCement AG. The directors are therefore of the opinion that the Company is not directly exposed to significant risks and uncertainty; however, by the very nature of its trade, the Company is indirectly exposed to similar risks and uncertainties to those faced by other group companies. Details of the principal risks and uncertainties facing the group headed by HeidelbergCement AG are disclosed in the financial statements of that company.

FUTURE DEVELOPMENTS

The Directors anticipate that the Company will continue as a group investment holding company for the foreseeable future.

DIRECTORS

The directors currently in office are shown on page 1.

The directors who served during the year were as follows:

E A Gretton	
B J Guyatt	
C Leclercq	(resigned 31 March 2010)
R R Gimmier	(resigned 30 December 2009)

DIRECTORS' INDEMNITY

A fellow group undertaking has indemnified, by means of directors and officers' liability insurance, one or more 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.

BEAZER LIMITED
DIRECTORS' REPORT (continued)

Company Registration No 933387

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, and
- 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 is a holding company and its assets comprise investments in group undertakings and amounts receivable from group undertakings. In addition, the carrying value of the Company's investments in group undertakings is also supported by amounts receivable from group undertakings held by those entities. 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, were appointed as auditors of the Company.

By order of the Board



R T V Tyson, Company Secretary

20 May 2010

INDEPENDENT AUDITOR'S REPORT to the members of BEAZER LIMITED

Company Registration No 933387

We have audited the financial statements of Beazer Limited for the year ended 31 December 2009 which comprise the Profit and Loss Account Balance Sheet and related notes 1 to 13. 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 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.

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 2009 and of its profit 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.

Jane Barwell

Senior statutory auditor

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

Bristol

Date 21 May 2010

Ernst & Young LLP

BEAZER LIMITED
PROFIT AND LOSS ACCOUNT
for the year ended 31 December 2009

Company Registration No 933387

	Note	2009 £	2008 £
Exceptional item	2	(148 740)	-
PROFIT ON ORDINARY ACTIVITIES BEFORE		(148 740)	-
Income from fixed asset investments		218 940	-
PROFIT ON ORDINARY ACTIVITIES BEFORE TAX	3	70 200	-
Tax on profit on ordinary activities	6	-	-
PROFIT FOR THE FINANCIAL YEAR	11	70 200	-

All of the Company's results for the year arise from its continuing operations

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

There are no material differences between the profit on ordinary activities before taxation and profit for the year stated above and their historical cost equivalents

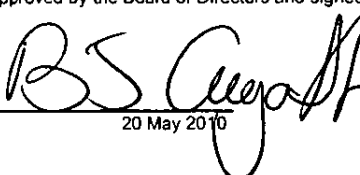
BEAZER LIMITED
BALANCE SHEET
at 31 December 2009

Company Registration No 933387

	Note	2009 £	2008 £ (unaudited)
FIXED ASSETS			
Investments	7	406 953,577	407 102 317
CURRENT ASSETS			
Debtors	8	319,662,315	319 662 315
CREDITORS amounts falling due within one year	9	(723 169,596)	(723,388 536)
NET CURRENT LIABILITIES		(403 507,281)	(403,726 221)
NET ASSETS		3,446 296	3 376 096
CAPITAL AND RESERVES			
Called up share capital	10	78 500 438	78,500,438
Share premium	11	249 749 839	249,749 839
Other reserves	11	70 097 914	70,097,914
Profit and loss account	11	(394 901 895)	(394,972 095)
EQUITY SHAREHOLDERS' FUNDS	11	3 446 296	3,376 096

The financial statements on pages 5 to 10 were approved by the Board of Directors and signed on their behalf by

B J Guyatt, Director


 20 May 2010

BEAZER LIMITED
NOTES TO THE FINANCIAL STATEMENTS
for the year ended 31 December 2009

Company Registration No 933387

1 ACCOUNTING POLICIES

Accounting convention

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

Basis of preparation

The financial statements have been prepared under the going concern as the Company's ultimate parent undertaking which indirectly owns the Company's entire share capital, has committed to continue to support the Company for the foreseeable future in order that it can meet its liabilities as and when they fall due

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

Fixed asset investments

Investments are stated at cost less provision for impairment

Group accounts

No consolidated group financial statements have been prepared because as at 31 December 2009 the Company was a wholly owned subsidiary undertaking of HeidelbergCement AG (incorporated in Germany) and thus satisfies the conditions for exemption under section 400 of the Companies Act 2006. These financial statements contain information about the Company as an individual entity, and not its group

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

Dividends

Revenue is recognised after the Company's right to receive payment has been established

2 EXCEPTIONAL ITEM

	2009	2008
	£	£
		(unaudited)
Impairment of fixed asset investments	148 740	-

3 PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

	2009	2008
	£	£
		(unaudited)
This is stated after charging		
Auditors' 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

BEAZER LIMITED

Company Registration No

933387

NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 31 December 2009**4 STAFF COSTS**

There were no employees during the year (2008 nil)

5 DIRECTORS' EMOLUMENTS

The directors received no emoluments for their services during the year (2008 £nil)

6 TAX**2009****2008**

£

£

a) Tax on profit on ordinary activities**(unaudited)**

Current tax

UK corporation tax on profit for the year

-

-

Tax charge on profit on ordinary activities

-

-

b) Factors affecting current tax charge

The tax assessed for the year is different to the standard rate of corporation tax in the UK 28% (2008 28.5%)

The differences are explained below

Profit on ordinary activities before tax

70,200

-

Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 28% (2008 28.5%)

19,656

-

Effects of

Non taxable impairment to investments

41,646

-

Dividend receivable not taxable

(41,646)

-

Imputed interest on loans

(636,372)

(1,153,319)

Group relief surrendered for no charge

616,716

1,153,319

Total current tax

-

-

BEAZER LIMITED**NOTES TO THE FINANCIAL STATEMENTS (continued)**
for the year ended 31 December 2009

Company Registration No 933387

7 FIXED ASSET INVESTMENTS

	Shares in subsidiary undertakings £
Cost	
At 1 January 2009 (unaudited)	416 828,255
Dissolved	(1 083 450)
At 31 December 2009	<u>415 744 805</u>
Provision for impairment	
At 1 January 2009 (unaudited)	9 725 938
Dissolved	(934 710)
At 31 December 2009	<u>8 791 228</u>
Net book value	
At 31 December 2009	<u>406 953 577</u>
At 31 December 2008 (unaudited)	<u>407,102,317</u>

During the year Bath Plant Hire Services (Southern) Limited and CHB (1984) Limited were dissolved

The investments in which the Company directly held more than 20% of the nominal value of any class of share capital are as follows

<u>Name of company</u>	<u>Nature of business</u>	<u>Country of registration / incorporation</u>	<u>Class of shares held</u>	<u>Proportion of voting rights and shares held %</u>
CHB Exeter Limited	Dormant	England and Wales	Ordinary	100
HB Pacific Limited	Dormant	England and Wales	Ordinary	100
HPL Investments Limited	Dormant	England and Wales	Ordinary	100
Queens Buildings (Manchester) Limited	Dormant	England and Wales	Ordinary	100
Beazer Insurance Services Limited	Dormant	Isle of Man	Ordinary	100

The Company is a wholly-owned subsidiary undertaking of a body incorporated in the European Union and advantage has been taken of S400 of the Companies Act 2006 in that consolidated accounts have not been prepared. The accounts present information about the Company as an individual undertaking.

8 DEBTORS	2009 £	2008 £ (unaudited)
Due within one year		
Amounts owed by group undertakings	<u>319,662,315</u>	<u>319,662,315</u>

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

9 CREDITORS amounts falling due within one year	2009 £	2008 £ (unaudited)
Amounts owed to group undertakings	<u>723 169,596</u>	<u>723,388 536</u>

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

BEAZER LIMITED

Company Registration No 933387

NOTES TO THE FINANCIAL STATEMENTS (continued)
for the year ended 31 December 2009**10 CALLED UP SHARE CAPITAL**

	2009	2008
	£	£
		(unaudited)
Allotted, called-up and fully paid		
285 004 380 ordinary shares of 10p each	28,500,438	28,500,438
50 000,000 8.67% cumulative redeemable preference shares of £1 each	50,000 000	50 000 000
	<u>78,500,438</u>	<u>78,500,438</u>

The 8.67% cumulative redeemable preference shares

- (i) entitle holders to a fixed cumulative preferential dividend at a rate of 8.67% per annum per share payable if so far as in the opinion of the directors, the profits of the Company justify such payments, half yearly on 2 January and 2 July
- (ii) may be purchased at the option of the Company at any time
- (iii) on a return of capital on a winding up or otherwise will carry the right to repayment of capital plus a premium not exceeding three times the nominal value plus any accruals and arrears of the fixed dividends
- (iv) carry the right to attend and vote on a resolution at a general meeting of the Company only if, at the date of the notice convening the meeting payment of a dividend to which they are entitled is six months or more in arrears or the shares have not been redeemed on the date of redemption, or if a resolution to be considered at the meeting is for the winding up of the Company, reducing its share capital altering the limit on borrowings of the Company or varying or abrogating any special rights attaching to the shares

The Directors have considered the accounting treatment of the 8.67% cumulative redeemable preference shares in relation to FRS 25 Financial instruments Disclosure and Presentation and are of the opinion that these shares are in substance an equity instrument and are accordingly disclosed as equity in the balance sheet

11 MOVEMENT ON RESERVES AND RECONCILIATION OF SHAREHOLDERS' FUNDS

	Share capital	Share premium	Other reserves	Profit and loss account	Total
	£	£	£	£	£
At 1 January 2008 (unaudited)	78,500 438	249,749 839	70 097,914	(394 972,095)	3,376,096
Profit for the financial year	-	-	-	-	-
At 31 December 2008 (unaudited)	78 500 438	249 749 839	70 097 914	(394 972,095)	3 376 096
Profit for the financial year	-	-	-	70,200	70,200
At 31 December 2009	<u>78 500 438</u>	<u>249 749 839</u>	<u>70 097 914</u>	<u>(394 901,895)</u>	<u>3,446 296</u>

12 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

13 PARENT UNDERTAKINGS

The Company's immediate parent company is Hanson Overseas 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.