Registered number
05655952

Aggregate Industries Limited

Financial statements
for the year ended 31 December 2010

Aggregate Industries Limited
Annual report and financial statements
for the year ended 31 December 2010

Aggregate Industries Limited
Directors and advisors

Directors
George Bolsover
Alain Bourguignon
John Bowater
James Davis
Norman Fowler
Christopher Garnett
Benoit-Henri Koch
Roland Kohler
Angela Yeoman

Secretary
M Ford

Independent Auditors
Ernst & Young LLP
No 1 Colmore Square
Birmingham
B4 6HQ

Registered office
Bardon Hall
Copt Oak Road
Markfield
Leicestershire
LE67 9PJ

Registered number
05655952

Aggregate Industries Limited
Directors' report
for the year ended 31 December 2010

The directors present their annual report and the audited financial statements of the company for the year ended 31 December 2010

Principal activities and future developments

The principal activity of the Company is to act as, and carry on the business of a holding company The directors do not anticipate any changes in the company's activity over the coming year

Results and dividends

For the year ended 31 December 2010, the Company has prepared its first financial statements in accordance with International Financial Reporting Standards as adopted by the EU (IFRS)

The Company's profit after taxation for the year was £49m (2009 profit £251m)

The Statement of Comprehensive Income and Statement of Financial Position appear on pages 5 and 6

Directors

The following directors held office during the year and subsequently

George Bolsover	
Alain Bourguignon	(appointed 1 April 2010)
John Bowater	
John Carr	(resigned 19 October 2010)
James Davis	
Norman Fowler	(appointed 1 June 2010)
Christopher Garnett	
Benoit-Henri Koch	
Roland Kohler	(appointed 30 March 2011)
Donald Reed	(resigned 19 October 2010)
James Retallack	(resigned 30 June 2011)
Angela Yeoman	

Information on the directors' remuneration is shown in note 5

Directors' qualifying third party indemnity provisions

The Company has indemnified the directors of the Company against liability in respect of proceedings brought by third parties, subject to the conditions set out in 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

Disclosure of information to the auditors

So far as each person who was a director at the date of approving this report is aware, there is no relevant audit information, being information needed by the auditor in connection with preparing its report, of which the auditor is unaware Having made enquiries of fellow directors and the Company's auditor, each director has taken all the steps that he is obliged to take as a director in order to make himself aware of any relevant audit information and to establish that the auditor is aware of that information

Preparation of directors' report

The directors' report has been prepared in accordance with the special provisions in section 415A of the Companies Act in regards to small companies

Auditors

In accordance with s 485 of the Companies Act 2006, a resolution is to be proposed at the Annual General Meeting for re-appointment of Ernst & Young LLP as auditor of the company

Aggregate Industries Limited

Directors' report

for the year ended 31 December 2010 (continued)

Statement of directors' responsibilities in relation to the financial statements

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 the United Kingdom law and International Financial Reporting Standards as adopted by the European Union

The financial statements are required by law to give a true and fair view of the state of the affairs of the company and of the profit and loss of the company for that year

In preparing these 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 International Financial Reporting Standards as adopted by the European Union 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

This report was approved by order of the board

Mary Ford

M Ford

On behalf of Aggregate Industries Limited
Company Secretary
29 September 2011

Independent auditors' report
to the members of Aggregate Industries Limited

We have audited the financial statements of Aggregate Industries Limited for the year ended 31 December 2010 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Changes in Equity, the Statement of Cash Flows and the related notes 1 to 16 The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union

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 auditor's 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 Statement of Directors' Responsibilities set out on page 4, 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 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 financial statements 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 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 result for the year then ended,
- have been properly prepared in accordance with IFRSs as adopted by the European Union, 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, 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

Christopher Voogd (Senior statutory auditor)
for and on behalf of Ernst & Young LLP, Statutory Auditor
Birmingham
30 September 2011

Aggregate Industries Limited
Statement of Comprehensive Income
for the year ended 31 December 2010

	Note	2010 £'000	2009 £'000
Continuing operations			
Investment income	6	**49,428**	250,670
Profit before taxation		**49,428**	250,670
Tax charge on profit	7	**-**	-
Profit after taxation		**49,428**	250,670
Other comprehensive income		**-**	-
Total comprehensive income		**49,428**	250,670

Aggregate Industries Limited

Company Registration No 05655952

Statement of Financial Position

as at 31 December 2010

	Note	2010 £'000	Restated 2009 £'000	Restated 1 January 2009 £'000
Assets				
Non-current assets				
Investments	8	**421,445**	421,445	421,445
		421,445	421,445	421,445
Current assets				
Other receivables	9	**2,284**	2,284	2,284
Total assets		**423,729**	423,729	423,729
Equity and liabilities				
Equity				
Issued capital	11	**171,497**	171,497	171,497
Share Premium	12	**171,497**	171,497	171,497
Retained earnings		**-**	-	-
Equity attributable to equity holders		**342,994**	342,994	342,994
Non-current liabilities				
Non-Interest bearing loans and borrowings	9	**80,735**	80,735	80,735
Total liabilities		**80,735**	80,735	80,735
Total equity and liabilities		**423,729**	423,729	423,729

The financial statements were approved by the board of directors on 29 September 2011 and were signed on its behalf by

John Bowater
Director

Aggregate Industries Limited
Statement of Changes in Equity
for the year ended 31 December 2010

	Attributable to the equity shareholders			
	Issued share capital	Share premium	Retained earnings	Total
	£'000	£'000	£'000	£'000
As at 1 January 2009	**171,497**	**171,497**	**-**	**342,994**
Profit for the year	-	-	250,670	250,670
Other comprehensive income	-	-	-	-
Total comprehensive income	-	-	250,670	250,670
Dividends paid			(250,670)	(250,670)
As at 31 December 2009	**171,497**	**171,497**	**-**	**342,994**
Profit for the year	-	-	49,428	-
Other comprehensive income	-	-	-	-
Total comprehensive income	-	-	49,428	-
Dividends paid	-	-	(49,428)	-
As at 31 December 2010	**171,497**	**171,497**	**-**	**342,994**

Aggregate Industries Limited
Statement of Cash Flows
for the year ended 31 December 2010

	Note	2010 £'000	2009 £'000
Operating activities			
Profit before tax		49,428	250,670
Investment income		(49,428)	(250,670)
Net cash inflows from operating activities		-	-
Investing activities			
Investment income		**49,428**	250,670
Net cash flows from investing activities		**49,428**	**250,670**
Financing activities			
Dividends paid to equity holders		**(49,428)**	(250,670)
Net cash outflows from financing activities		**(49,428)**	(250,670)
Net increase in cash and cash equivalents		-	-
Cash and cash equivalents at 1 January		-	-
Cash and cash equivalents at 31 December		-	-

Aggregate Industries Limited
Notes to the financial statements
for the year ended 31 December 2010

1 Corporate information

The financial statements of the Company for the year ended 31 December 2010 were authorised for issue in accordance with a resolution of the directors on 29 September 2011 The company is a private limited company incorporated and domiciled in England & Wales

2 1 Basis of preparation

The financial statements for prior years were prepared in accordance with United Kingdom Generally Accepted Accounting Principles and the impact of the transition to International Financial Reporting Standards as adopted by the EU has been disclosed in note 13

The financial statements have been prepared using the historical cost convention in accordance with International Financial Reporting Standards as adopted by the EU for the year ended 31 December 2010 applied in accordance with the provisions of the Companies Act 2006

In accordance with section 401 of the Companies Act 2006 consolidated accounts have not been prepared as the company is itself included in the consolidated accounts of Holcim Ltd incorporated in Switzerland Accordingly, these accounts present information about the company as an individual undertaking and not about its group

The Company's investments in subsidiaries

In 2007, the shareholdings in Ronez Limited were transferred to Aggregate Industries Limited from Bardon Investments Limited, however this was not reflected in the financial statements The transfer was at book value and settled through inter-company, and therefore there is no impact on net assets

The restatement of the Statement of Financial Position for 2008 and 2009 reflects the adjustment for the £70 million transaction

Statement of compliance
The financial statements of the Company have been prepared in accordance with International Financial Reporting Standards (IFRSs) as issued by the International Accounting Standards Board (IASB) and adopted by the European Union for the year ended 31 December 2010

Going Concern
The directors have considered the maturity date of its liabilities and the ability of the Company to cover short term repayments

As a result the directors have a reasonable expectation that the Company can continue to adopt the going concern basis in preparing the financial statements

2 2 Summary of significant accounting policies

a Finance income

Interest income is recognised as the interest accrues (using the effective interest method that is the rate that exactly discounts estimated future cash receipts through the expected life of the financial instrument) to the net carrying amount of the financial asset

b Current taxation
Current tax assets and liabilities are measured at the amount expected to be recovered from or paid to the taxation authorities, based on tax rates and laws that are enacted or substantively enacted by the balance sheet date

c Financial instruments - initial recognition and subsequent measurement

i Financial assets
Initial recognition and measurement

Financial assets are recognised when the company becomes party to the contracts that give rise to them and are classified as financial assets at fair value through profit or loss, loans and receivables, held-to-maturity investments, or as available-for-sale financial assets, as appropriate The company determines the classification of its financial assets at initial recognition and, where allowed and appropriate, re-evaluates this designation at each financial year-end

All financial assets are recognised initially at fair value

The Company's financial assets include loans due from other group companies

The Company has not designated any financial assets upon initial recognition as at fair value through profit or loss

2 2 Summary of significant accounting policies *(continued)*

i Financial assets *(continued)*

Loans and receivables

Loans and receivables are non-derivative financial assets with fixed or determinable payments that are not quoted in an active market After initial measurement, such financial assets are subsequently measured at amortised cost using the effective interest rate method (EIR), less impairment Amortised cost is calculated by taking into account any discount or premium on acquisition and fees or costs that are an integral part of the EIR The EIR amortisation is included in finance income in the Statement of Comprehensive Income The losses arising from impairment are recognised in the Statement of Comprehensive Income in costs

Derecognition

A financial asset (or, where applicable a part of a financial asset) is derecognised when

- The rights to receive cash flows from the assets have expired
- The Company has transferred its rights to receive cash flows from the asset or has assumed an obligation to pay the received cash flows in full without material delay to a third party under a 'pass-through' arrangement, and either (a) the Company has transferred substantially all the risks and rewards of the asset, or (b) the Company has neither transferred nor retained substantially all the risks and rewards of the asset, but has transferred control of the asset

ii Impairment of financial assets

The Company assesses at each reporting date whether there is any objective evidence that a financial asset or a group of financial assets is impaired A financial asset or group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after initial recognition of the asset (an incurred 'loss event') and that loss event has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated Evidence of impairment may include indications that the debtor or a group of debtors is experiencing significant financial difficulty, default or delinquency in interest or principal repayments, the probability that they will enter bankruptcy or other financial reorganisation and where observable data indicates that there is a measurable decrease in the estimated future cash flows, such as changes in arrears or economic conditions that correlate with defaults

iii Financial liabilities

Initial recognition and measurement

Financial liabilities within the scope of IAS 39 are classified as financial liabilities at fair value through profit or loss, loans and borrowings, or as derivatives designated as hedging instruments in an effective hedge, as appropriate The Company determines the classification of its financial liabilities at initial recognition

All financial liabilities are recognised initially at fair value and in the case of loans and borrowings, plus directly attributable costs

The Company's financial liabilities include, loans and borrowings

Subsequent measurement

The subsequent measurement of financial liabilities depends on their classification as follows

Gains and losses on liabilities held for trading are recognised in the Statement of Comprehensive Income

The Company has not designated any financial liabilities upon initial recognition as at fair value through profit or loss

Loans and borrowings

After initial recognition, interest bearing loans and borrowings are subsequently measured at amortised cost using the effective interest rate method Gains and losses are recognised in the Statement of Comprehensive Income when the liabilities are derecognised as well as through effective interest rate method (EIR) amortisation process

Amortised cost is calculated by taking into account any discounts or premium on acquisition and fee or costs that are an integral part of the EIR The EIR amortisation is included in finance cost in the Statement of Comprehensive Income

The directors have considered the difference between the fair value and book value of loans and borrowings immaterial Details are disclosed in note 9

Derecognition

A financial liability is derecognised when the obligation under the liability is discharged or cancelled or expires

When an existing financial liability is replaced by another from the same lender on substantially different terms, or the terms of an existing liability are modified, such an exchange or modification is treated as a derecognition of the original liability and the recognition of a new liability, and the difference in the respective carrying amounts is recognised in the Statement of Comprehensive Income

2 2 Summary of significant accounting policies *(continued)*

iv Offsetting of financial instruments

Financial assets and financial liabilities are offset and the net amount reported in the Statement of Financial Position if, and only if, there is a currently enforceable legal right to offset the recognised amounts and there is an intention to settle on a net basis, or to realise the assets and settle the liabilities simultaneously

v Fair value of financial instruments

Where financial instruments are not traded in an active market, the fair value is determined using appropriate valuation techniques Such techniques may include using recent arm's length market transactions, reference to the current fair value of another instrument that is substantially the same, discounted cash flow analysis or other valuation models

An analysis of fair values of financial instruments and further details as to how they are measured are provided in note 9

e Cash and short-term deposits

Cash and short-term deposits in the statement of financial position comprise cash at bank and on hand and short-term deposits with an original maturity of three months or less

For the purpose of the Statement of Cash Flows, cash and cash equivalents consist of cash and short-term deposits as defined above, net of outstanding bank overdrafts

3 Significant judgements, key assumptions and estimates

Estimates and assumptions

The key assumptions concerning the future and other key sources of estimation uncertainty at the reporting date, that have significant risk of causing a material adjustment to the carrying amounts of assets within the next financial year are discussed below

Fair value of financial instruments

Where the fair value of financial assets recorded in the Statement of Financial Position cannot be derived from active markets, they are determined using valuation techniques including the discounted cash flows model The inputs to these models are taken from observable markets where possible, but where this is not feasible, a degree of judgement is required in establishing fair values The judgements include considerations of inputs such as liquidity risk, credit risk and volatility Changes in assumptions about these factors could affect the reported fair value of financial instruments

The directors have considered the difference between the fair value and book value of financial instruments immaterial Details are disclosed in note 9

4 Standards issued but not yet effective

The IASB and IFRIC issued additional standards and interpretations which are effective for periods starting after the date of these financial statements These are as follows,

- IAS 24 (revised 2009) - Related Party Disclosures
- IFRIC 14 (Amended) - Prepayment of a Minimum Funding Requirement
- IFRS 9 - Financial Instruments Classification and Measurement (effective 2013)

The Company has decided not to early adopt these standards and interpretations

The Directors do not consider it likely that the standards will have a material impact on the financial performance in future years

5 Directors and employees

No staff were employed by the company in either year except for some of directors

Certain directors received fees totalling to £251k (2009 £246k) for their services to the company These fees were paid in full by Aggregate Industries UK Limited The highest paid director was paid £53k (2009 £59k)

Certain directors of the company are remunerated by Aggregate Industries UK Limited The directors' consider that the amount of time spent on the entity is inconsequential, and therefore no remuneration is disclosed No recharge of directors remuneration has been made by Aggregate Industries UK Limited

6 Investment income

	2010 £'000	2009 £'000
Dividend received from subsidiaries	**49,428**	250 670
Total investment income	**49,428**	250 670

7 Taxation

There is no tax charge on the profit for the current period (2009 Nil) as the company's only income is dividends received from its UK subsidiaries There is no tax payable on such income

8 Fixed asset investments

	Restated Unlisted subsidiaries £'000
Cost and net book value	
At 1 January and 31 December 2010	421,445
At 1 January and 31 December 2009	421,445

The directors confirm that, in their opinion, the total value of the investment in its subsidiaries is not less than the amount at which it is included in the company's balance sheet

9 Other financial assets and financial liabilities

9 1 *Other financial assets*

	2010 £'000	2009 £'000	2008 £'000
Current			
Amount due from group undertakings	**2,284**	2,284	2,284
	2,284	2,284	2,284

9 2 **Other financial liabilities**	Effective interest rate %	Maturity	2010 £'000	Restated 2009 £'000	Restated 2008 £'000
Non-current					
Loan due to group company	Libor *+1%	31 Dec 2013	**70,000**	70,000	70,000
Amount due to group undertakings	N/A	Not specified	**10,735**	10,735	10,735
Total other financial liabilities			**80,735**	80,735	80,735

The book values and estimated fair values of the Company's financial assets and liabilities as at 31 December 2010 are set out below

	Book value			Fair value		
	2010 £'000	2009 £'000	2008 £'000	2010 £'000	2009 £'000	2008 £'000
Financial assets						
Amount due from group undertakings	**2,284**	2,284	2,284	**2,284**	2,284	2,284
Total	**2,284**	2,284	2,284	**2,284**	2,284	2,284

	Book value			Fair value		
	2010 £'000	2009 £'000	2008 £'000	2010 £'000	2009 £'000	2008 £'000
Financial liabilities						
Loan from group company	**70,000**	70,000	70,000	**70,000**	70,000	70,000
Amount due to group undertakings	**10,735**	10,735	10,735	**10,735**	10,735	10,735
Total	**80,735**	80,735	80,735	**80,735**	80,735	80,735

9 Other financial assets and financial liabilities ***(continued)***

The fair value of the financial assets and liabilities are included at the amount at which the instrument could be exchanged in a current transaction between willing parties, other than in a forced or liquidation sale

The following methods and assumptions were used to estimate the fair values
- Cash and short-term deposits approximate their carrying amounts largely due to the short-term maturities of these instruments
- Long-term fixed-rate and variable rate borrowings are evaluated by the Company based on parameters such as interest rates and specific country factors
- Fair value of quoted notes and bonds is based on pricing quotations at the reporting date

Fair value hierarchy

As at 31 December 2010, the Company did not have financial instruments measured at fair value

10 Principal subsidiaries and associated undertakings

At 31 December 2010, the company owned 100% shares in the following subsidiary undertakings

Name of company	Nature of business	Country of Incorporation
Aggregate Industries UK Limited	Trading	United Kingdom
Aggregate Industries Management Limited	Management services	United Kingdom
Camas Limited	Holding company	United Kingdom
Evered Limited	Holding company	United Kingdom
London & Northern Group Limited	Holding company	United Kingdom
Ronez Limited	Trading	Channel Islands
International Aggregates Limited	Holding company	United Kingdom

11 Share capital

	Number of shares (millions)	£'000
Allotted, called up and fully paid		
Ordinary shares of £1 each		
At 31 December 2010	**171 5**	**171,497**
At 31 December 2009	**171 5**	**171,497**
At 31 December 2008	**171 5**	**171,497**

12 Reserves

Share capital and share premium accounts

Equity share capital comprises the net proceeds up to par value on issue of the Company's equity share capital, of 171 5m ordinary shares of £1 each The excess proceeds above the par value are recognised within the share premium account

13 Transition to IFRS

For all periods up to and including the year ended 31 December 2009, the Company prepared its financial statements in accordance with UK Generally Accepted Accounting Practice (UK GAAP) This financial information, for the year ended 31 December 2010, is the first the Company has prepared in accordance with International Financial Reporting Standards as adopted by the EU (IFRS)

Accordingly, the Company has prepared financial information which complies with IFRS applicable as at 31 December 2010, as described in the accounting policies In preparing this financial information, the Company's opening Statement of Financial Position was prepared as at 1 January 2009, the Company's date of transition to IFRS

There were no principal adjustments made by the Company in restating its UK GAAP Statement of Financial Position as at 1 January 2009 and its previously published UK GAAP financial statements for the year ended 31 December 2009 hence there was no impact on the results for the year ended 31 December 2010

14 Related party disclosures

The following table provides the total amount of transactions that have been entered into with related parties for the relevant financial year

	Amounts owed by related parties £'000	Amounts owed to related parties £'000
2010		
Aggregate Industries UK Limited	**2,284**	**-**
Aggregate Industries Holdings Limited	**-**	**4,535**
Bardon Investments Limited	**-**	**70,000**
International Aggregates Limited	**-**	**6,200**
2009		
Aggregate Industries UK Limited	2,284	-
Aggregate Industries Holdings Limited	-	4,535
Bardon Investments Limited	-	70,000
International Aggregates Limited	-	6,200
2008		
Aggregate Industries UK Limited	2,284	-
Aggregate Industries Holdings Limited	-	4,535
Bardon Investments Limited	-	70,000
International Aggregates Limited	-	6,200

Amounts owed by/to related parties are disclosed in note 9

Amounts paid to key management personnel are disclosed in note 5

15 Post balance sheet events

There were no material disclosable or adjusting events between 31 December 2010 and the date of signing these accounts

16 Parent and ultimate parent company

The immediate parent company is Aggregate Industries Holdings Limited and its ultimate parent company is Holcim Ltd which is incorporated in Switzerland

This is the smallest and largest group in which results are consolidated

Copies of the accounts of Holcim Ltd are available on www holcim com or from Holcim Ltd Corporate Communications, Zurcherstrasse 156, CH-8645 Jona, Switzerland