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CLEANAWAY LIMITED and SUBSIDIARY COMPANIES

DIRECTORS' REPORT AND CONSOLIDATED ACCOUNTS for the year ended 31 DECEMBER 1985

Binderhamlyn CHARTERED ACCUUNTANTS

Binder Hamiyn CHARTERED ACCOUNTANTS

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CLEANAWAY LIMITED and SUBSIDIARY COMPANIES

DIRECTORS' REPORT AND CONSOLIDATED ACCOUNTS for the year ended 31 DECEMBER 1985

REPORT OF THE DIRECTORS for the year ended 31 DECEMBER 1985

The directors submit their report and the audited accounts for the year to 31 December 1985.

ACTIVITIES

The principal activity of the company continues to be the treatment and disposal of waste.

REVIEW OF BUSINESS

The company has continued to trade satisfactorily during the year, and its operating profit was significantly higher than in 1984. The company's business continues to be the treatment, transportation and disposal of domestic, commercial and industrial waste. The company looks forward to continued expansion in waste management in the United Kingdom.

DIVIDENDS

The directors do not recommend the payment of a dividend.

SIGNIFICANT CHANGES IN FIXED ASSETS

The company's investment in fixed assets increased significantly during the year, primarily due to capital expenditure in relation to new long-term domestic waste disposal contracts. Further details of the movement in fixed assets are given in notes 6 and 7 to the accounts

INTERESTS IN LAND

The market value of interests in land is, in the opinion of the directors, not less in total than its book value. Since the company's and its subsidiaries' interests in land are held for use in the business and are not specifically held for realisation, the directors consider that the cost of a full professional revaluation at frequent intervals would not be justified and hence no valuation of the company's and its subsidiaries' interests in land has been carried out for the purposes of these accounts.

DIRECTORS AND THEIR INTERESTS

(a) Contracts

There were no contracts subsisting during or at the end of the year either with the company or with any of its subsidiaries in which any director was, or is, materially interested.

(b) Shares

No director had at any time during the year any beneficial interest in the shares of the company or in the shares of its holding company, Circe Limited.

REPORT OF THE DIRECTORS for the year ended 31 DECEMBER 1985 (continued)

DIRECTORS AND THEIR INTERESTS (continued)

The directors of the company during the year and at the end of the year unless otherwise indicated were as follows:

P.T. Williams - chairman

M.McCarthy - (appointed 25 September 1985) A.F. Walker - (resigned 25 September 1985)

D.W. Benjafield

D. Blake - (resigned 31 October 1985)

C. Hoskisson

P.J. Jansen

J.E. Fletcher

N.W. Fricker - (resigned 5 June 1985)

P.A.M. Heath

D.T. Weir - (appointed 1 January 1985)

SHARE CAPITAL

There were no changes in the authorised and allotted share capital of the company during the year.

CHARITABLE DONATIONS

During the year the group made donations of £1,499 to charities.

DISABLED PERSONS

It has been, and is, the group's policy to give full and fair consideration to the employment and development of disabled persons, having regard to their qualifications and abilities.

EMPLOYEE INVOLVEMENT

Through appropriate regular formal and informal communication, the company continued to provide employees with information regarding the financial, economic and other factors affecting its performance. Where decisions were reached which directly affected amployees, the company developed the approach of advising and consulting them and their representatives.

AUDITORS

A resolution will be submitted to the annual general meeting of the company to reappoint Binder Hamlyn as auditors.

Claydons Lane, Rayleigh, Essex. By Order of the Board,

Secretary.

17 March 1986.

8 St. Bride Street, London EC4A 4DA.

REPORT OF THE AUDITORS TO THE MEMBERS OF CLEANAWAY LIMITED

We have audited the financial statements on pages 4 to 17 in accordance with approved Auditing Standards.

In our opinion, the financial statements, which have been prepared on the basis of the accounting policies set out on pages 8 and 9, give a true and fair view of the state of affairs of the company and the group at 31 December 1985 and of the profit and source and use of funds of the group for the year then ended and comply with the Companies Act 1985.

Dinch Hamlun

٠,

17 March 1986.

Chartered Accountants.

CONSOLIDATED PROFIT AND LOSS ACCOUNT for the year ended 31 DECEMBER 1985

	Notes	1985 £1000	1984 £'000
TURNOVER United Kingdom Rest of Europe		43,113 1,629 44,742	36,177 1,590 37,767
Consumable stores and repairs Staff costs Depreciation Other operating charges	•	(6,715) (13,616) (5,596) (14,484) 4,331	(5,427) (12,266) (4,500) (12,390) 3,184
OPERATING PROFIT		(2,127)	(1,329)
Interest payable PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2	2,204	1,855
Tax on profit on ordinary activities	4	(655)	(352)
PROFIT ON ORDINARY ACTIVITIES		1,549	1,503
AFTER TAXATION	5	and the state of t	(3,455)
Extraordinary item			
PROFIT/(LOSS) FOR THE FINANCIAL YEAR TRANSFERRED TO RESERVES	14	1,549	(1,952)
			Ž.

All of the profit for the financial year has been dealt with in the accounts of the parent company.

CLEANAWAY LIMITED

CONSOLIDATED BALANCE SHEET at 31 DECEMBER 1985

CONSOLIDAT	ED BALANCE	SHEET at 31 1	DECEMBER 430	-	
	Notes	1985 £'000	£1000	£'000	£'000
FIXED ASSETS Intangible assets Tangible assets	6 7		1,226 32,753 33,979		1,457 25,928 27,385
CURRENT ASSETS Stocks Debtors Cash at bank and in hand	1(g) 9	402 10,267 6 10,675		408 8,982 135 9,525	
CREDITORS (amounts falling due within one year) NET CURRENT LIABILITIES TOTAL ASSETS LESS CURRENT LIABILITIES	10	(26,337)	(15,662) 18,317	(15,100)	(5,575) 21,810
CREDITORS (amounts falling after more than one year)	due 10		(7,404)		(13,000)
PROVISIONS FOR LIABILITIES AND CHARGES Deferred taxation Other provisions	11 12		(5,373) (961) 4,579	*	(4,779) (1,001) 3,030
CAPITAL AND RESERVES Called up share capital Share premium account Revaluation reserve Other reserves Profit and loss account	13 14		1,481 704 1,340 413 641 4,579		1,481 704 1,340 413 (908) 3,030
•					

Holling Directors

BALANCE SHEET at 31 DECEMBER 1985

BALANCE SHEET	at 31 DECEMBE	R 1985		
Notes	1985 £'000	£'000	1984 £'000	£'000
6 . 7 8 1(g) 9	402 10,267 6	1,226 32,753 608 34,587	408 8,982 135	1,457 25,927 608 27,992
	10,675 (26,943)	(16. 268)	9,525 (15,705)	(<u>6,180</u>)
		18,319		21,812
er) 10		(7,404)		(13,000)
11 12		(5,373) (961) 4,581	≯	(4,779) (1,001) 3,032
• /		1,481 704 1,340 1,056 4,581		1,481 704 1,340 (493) 3,032
	Notes 6 7 8 1(g) 9 ing due 10 III 11 12	Notes 6 7 8 1(g) 9 10,267 6 10,675 ing due 10 (26,943) AT ing due 2r) 10 IES	E'000 E'000 6 7 8 1,226 32,753 608 34,587 1(g) 9 10,267 6 10,675 ing due 10 (26,943) (16,268) 18,319 ing due ar) 10 (7,404) TES 11 12 (5,373) (961) 4,581 1 13 1,481 704 1,340 1,056	Notes E'000 E'000 E'000 1984 6 7 32,753 8 34,587 1(g) 9 10,267 6 10,675 9,525 11g due 10 (26,943) 18,319 11g due 27) 10 (7,404) 11ES 1 13 1,481 704 1,340 1,056

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CONSOLIDATED SOURCE AND USE OF FUNDS STATEMENT for the year ended 31 DECEMBER 1985

	1985 £'000	1984 £'000
FUNDS GENERATED FROM OPERATIONS Profit from ordinary activities before taxation Adjustment for items not involving the movement	2,204	1,855
of funds: Depreciation and depletion Site restoration provision Profit on disposal of fixed assets Total generated from operations	5,596 (40) (568) 7,192	4,500 (63) (477) 5,815 45
Tax reclaimed Net funds generated from operations	7,196	5,860
FIXED ASSETS Cost of assets acquired Disposal proceeds	12,565 (943) 11,622	15,392 (1,090) 14,302
ADDITIONAL (REDUCED) WORKING CAPITAL Stocks Debtors Creditors (excluding loans, overdrafts and corporation tax)	(6) 1,289 60 1,343	82 2,232 (2,118) 196
TOTAL FUNDS APPLIED EXTERNAL FINANCE REQUIRED	12,965 5,769	8,638
EXTERNAL FINANCE Bank loans and overdrafts Funding by parent company Decrease/(increase) in cash at bank and in hand	2,640 3,000 129 5,769	6,721 2,000 (83) 8,638

NOTES TO THE ACCOUNTS for the year ended 31 DECEMBER 1985

ACCOUNTING POLICIES

(a) Accounting basis

As in previous years, the accounts have been prepared under the historical cost convention, except to the extent that certain fixed assets are stated at valuation as shown in note 7.

(b) Group accounts

The accounts incorporate the results of the parent company and its subsidiaries for the year ended 31 December 1985. As permitted by Section 228(7) of the Companies Act 1985 the profit and loss account of the parent company is not presented as part of these accounts.

(c) Goodwill

Goodwill arising on the acquisition of unincorporated business concerns is the excess of the consideration paid for such businesses over the fair value of assets acquired. Such goodwill is written off over a period not exceeding its useful economic life.

(d) Profits/loss from sale of surplus land and property

The group's business is such that it involves the continual acquisition and disposal of land and property. Consequently, profits and losses from sales of land and property surplus to operating requirements are not considered to be extraordinary items and are included in the profit before tax.

(e) Deferred tax

Provision is made for deferred tax where it is thought reasonably probable that a liability will crystallise in the foreseeable future. The provision is calculated on the liability basis using the rates of corporation tax expected to apply on tax deferred by accelerated capital allowances and other timing differences, less recoverable tax losses. No provision is made for taxation on surpluses on revaluation of assets in respect of any chargeable gains unless sales are contemplated in the foreseeable future.

(f) Depreciation and depletion

Depreciation of fixed assets is provided on a straight line basis to write the assets down to their estimated residual values over their estimated useful lives at the following annual rates:

Leasehold land and buildings: over fifty years		Rate of write off determined by by the shorter of site life, length of lease or site licence.
under fifty years	, and a	
Freehold land - other		Nil
Freehold buildings - other		2%
Plant, machinery and vehicles		20%
with the exception of:		
Containers		10%
Private cars		25%
Tugs and barges		10%

(g) Stocks

Stocks of consumable stores are valued at the lower of cost and net realipable value.

the same

NOTES TO THE ACCOUNTS for the year ended 31 DECEMBER 1985 (continued)

1. ACCOUNTING POLICIES (continued)

(h) Site restoration provision

Provision is made out of revenue to cover the future cost of restoration of landfill sites.

(i) Leases

Rental payments under operating and finance leases are charged to profit and loss account on a straight-line basis over the term of the lease. Assets under finance leases have not been capitalised.

2. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The following items have been included in arriving at the profit on ordinary activities before taxation:

	1985		1984	
	£'000	£'000	£'000	£'000
Income				
Profit on sale of fixed assets		568		477
Rent receivable, less outgoings		30		33
Royalties and licence fees		12		12
ROYATELES and literate 2000		====		
<u>Expenditure</u>				
Directors' emoluments (note 3)		212		156
Auditors' remuneration		40		40
Finance leases, plant and machinery	287		218	
Operating leases, plant and machinery	* 87		38	
Operating leases, other	329		479	
Other hire of plant, machinery and				
equipment	487		470	
• •		1,190		1,205
		-,~,-		•
Depreciation and depletion of			•*,	
assets:			166	
Freehold and buildings	127		155	
Leasehold, land and buildings -			1.9	
over fifty years	11		13 152	
under fifty years	270			
Plant, machinery and vahicles	4,938		3,999	
Goodwill	250		181	4,500
		5,596		•
Provision for site restoration		377		213
riovision for site restoration				
Staff costs				
Managa and and and		12,396		11,168
Wages and salaries		878		823
Social security costs .		342		275
Other pension costs				
		13,616		12,266
Assessment and an analysis of the second and a second and		1,202		1,126
Average number of employees		•		
				## Target = 212

NOTES TO THE ACCOUNTS for the year ended 31 DECEMBER 1985 (continued)

3.	DIRECTORS' EMOLUMENTS Aggregate emoluments are made up of:	.985 £1000	1984 £'000
	Salaries, fees and pension contributions	212	156
	Directors' emoluments, excluding pension scheme contribution	ns, are made	up as
	follows:	<u>1985</u>	1984
	Emoluments of the chairman Emoluments of the highest paid director	£41,331	£34,310
	Emoluments of other directors	Number	Number
	£0 - £5,000 £25,001 - £30,000	5 1 2	7 2 1
	E30,001 - E35,000 E35,001 - E40,000	1	-
4.	TAXATION	1985	1984
	The charge consists of:	£'000	£'000
	United Kingdom corporation tax (1984 - 46.25%) Overseas taxes Provision for deferred tax	61 594	(973) 1 . <u>1,324</u>
		655 🦨	352

5. EXTRAORDINARY ITEM - 1984

The Finance Act 1984 made fundamental changes to the basis of corporation tax in the United Kingdom, in particular to tax rates and tax allowances on capital expenditure. These changes were taken into account in arriving at the tax charge and, on the basis of the group's accounting policies, this led to a significant adjustment to the provision for deferred taxation.

The extraordinary item of £3,455,000 represented the provision which would have been made in prior years if the new rules had then been in force.

NOTES TO THE ACCOUNTS for the year ended 31 DECEMBER 1985 (continued)

INTANGIBLE ASSETS: GOODWILL AND CONCESSIONS

INTANGIBLE ASSETS: GOODWILL AND CONCESSIONS	Concessions £'000	Goodwill £'000	Total £'000
Group and company			
Cost At 31 December 1984 Additions At 31 December 1985	125 ————————————————————————————————————	1,844 19 1,863	1,969 19 1,988
Accumulated depreciation: At 31 December 1984 Charge for the year At 31 December 1985	125 125	387 250 637	512 250 762
Net book amount At 31 December 1985		1,226	1,226
At 31 December 1984			======
The cost of goodwill is amortised over the	following per	iods: 1985 £'000	1984 £'000
5 years 10 years		735 1,128 1,863	716 1,128 1,844

NOTES TO THE ACCOUNTS for the year ended 31 DECEMBER 1985 (continued)

7. TANGIBLE ASSETS

	Land and buildings	Plant, machinery and vehicles	Total
Group and company	£'000	£'000	£'000
Cost or valuation At 31 December 1984 Assets in the course of	7,318	31,745	39,063
construction at 31 December 1984 Capital expenditure	2,994 2,449 (79)	1,307 10,097 (2,543)	4,301 12,546 (2,622)
Disposals Re-classification between categories	(124)	124	
At 31 December 1985	12,558	40,730	53,288
Accumulated depreciation At 31 December 1984 Disposals Charge for year At 31 December 1985	1,824 (78) 408 2,154	15,612 (2,169) 4,938 18,381	17,436 (2,247) 5,346 20,535
Net book amount At 31 December 1985	10,404	22,349	32,753
At 31 December 1984	8,488	17,440	25,928

Total cost and valuation of group land and buildings shown above at £12,558,000 (1984 - £10,312,000) is analysed as follows:

	1985		19	1984	
	Cost £'000	Valuation 1971 £'000	Cost £'000	Valuation 1971 £'000	
Freehold Leasehold over 50 years Leasehold under 50 years	3,108 924 6,826	1,700	2,979 907 <u>4,726</u>	1,700	
	10,858	1,700	8,612	1,700	
	Company of the last				

NOTES TO THE ACCOUNTS for the year ended 31 DECEMBER 1985 (continued)

TANGIBLE ASSETS (continued)

3.

Total net book amount of group land and buildings shown at £10,404,000 (1984 - £8,488,000) is analysed as follows:

	1985		1984	
	-2	Valuation		Valuation
	Cost	1971	Cost	1971
	£'000	£'000	£'000	£'000
Freehold	2,353	1,570	2,390	1,531
Leasehold over 50 years	695	-	689	-
Leasehold under 50 years	5,786		<u>3,878</u>	
	8,834	1,570	6,957	1,531
INVESTMENTS			1985	1984
•			£ 000	£ 1000
Shares in subsidiary companies at	t cost	•	1,792	1,792
Less: Provisions			(1,184)	(1,184)
			608	608
				

The company's subsidiaries, none of which traded in 1985, at 31 December 1985 were as follows:

Subsidiary	Country of incorporation	Share of equ by the company	by a subsidiary
A.G. Homes Refuse Disposal Limited	Great Britain	100%	
Land Reclamation Company Limited	Great Britain	100%	
Cleanaway (Bristol) Limited Cleanaway (N.I.) Limited	Great Britain Northern Ireland	100% 100%	
Industrial Waste Disposals		1009	
(South Wales) Limited	Great Britain Great Britain	100% 100%	
Easibins Limited T. Ivory & Sons Limited	Great Britain	100%	
W.R. Cunis (Waste Disposal)	Great Britain		100%
Limited Cleanaway (UK) Limited	Great Britain	100%	
Purle Limited	Great Britain	100%	

NOTES TO THE ACCOUNTS for the year ended 31 DECEMBER 1985 (continued)

9. DEBTORS				Group and 1985 £'000	Company 1984 £'000
Trade debtors Other debtors Prepayments and	accrued income			9,142 96 1,029	7,734 186 1,062
				10,267	8,982
10. CREDITORS		1985 £ 000	<u>1984</u> £'000	Comp: 1985 £'000	1984 £'000
(a) Amounts fal	ling due within				
Amounts owed to Other creditors Corporation tax	parent company subsidiaries s t social security	12,094 2,597 6,750 567 60 947 404 2,918	3,858 3,322 3,750 455 649 404 2,662	12,094 2,597 6,750 606 567 60 947 404 2,918	3,858 3,322 3,750 605 455 649 404 2,662
		26,337	15,100	26,943	15,705

Bank loans and overdrafts include bills of exchange payable to banks under acceptance exedit facilities.

(b) Amounts Salling due after more than one year

Medium-term %inance	7,404	13,000	7,404	13,000
			,	

Medium-term finance has been provided by banks by way of revolving unsecured loans and acceptance credit facilities. Though the individual bills and loans drawn are down within 12 months, the company has options, for periods which do not exceed five years, to replace them.

NOTES TO THE ACCOUNTS for the year ended 31 DECEMBER 1985 (continued)

11. DEFERRED TAX

Group and company		£'000
Balance at 31 December 1984 Transferred from profit and loss account		4,779 594
Balance at 31 December 1985		5,373
	1985	1984
		Provided and
	Potential	
	£'000	£'000
Accelerated capital allowances	7,184	5,938
Other timing differences	(401)	(363)
Unrelieved losses	(1,410)	(796)
	5,373	4,779

In accordance with the accounting policy in note 1(e) no provision has been made for the tax estimated at £475,000 (1984 - £475,000) which might arise on the disposal of the properties at their revalued amount.

12.	OTHER PROVISIONS Group and company	Site restoration provision E'000	Legal expenses £'000		Total £'000
	31 December 1984 Expenditure during year Further provision	911 (417) <u>377</u>	90 - -	90 - -	1,001 (417) <u>377</u>
	31 December 1985	871	90		961

The site restoration provision represents provision made for the cost of restoring landfill sites. The provision for legal expenses represents a recognition of the fact that certain issues extant at 31 December 1985 may require resolution through litigation.

NOTES TO THE ACCOUNTS for the year ended 31 DECEMBER 1985 (continued)

		
13. CALLED UP SHARE CAPITAL	1985 £'000	1984 £'000
Authorised : Shares of 20p each		
0.02.00 0.1 -0.0 0.00.0	1,500	1,500
Allotted and fully paid:		Control of the Contro
673,140 new ordinary shares of 20p each	135	135
6,731,405 deferred shares of 20p each	1,346	
	1,540	1,346
	1,481	1,481
14. PROFIT AND LOSS ACCOUNT	Group	Company
	Group £'000	£'000
Balance at 31 December 1984 - (adverse)	(908)	(493)
Retained profit	1,549	1,549
Balance at 31 December 1985	641	1,056
		1,050

15. CONTINGENT LIABILITIES

At 31 December 1985 there were contingent liabilities of £1,016,902 (1984 - £822,735) in respect of performance bonds given by the company.

Claims have been lodged with the Engineer by the main contractor for costs of construction of the Coldharbour jetty at Rainham in addition to the contract price. The Directors believe that given the overall contractual position no further provision for the cost of construction is necessary in these accounts.

The group may have other contingent liabilities in relation to the use of landfill sites the amount of which cannot be quantified.

16. FINANCIAL COMMITMENTS

The company is committed to the following payments under finance leases:

	£ ¹⁹⁸⁵	£'000
1985 1986 1987 1988 1989	229 224 1 1	239 229 224 1
	455	694
	p.a. sa nagramania	name of the same of

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CLEANAWAY LIMITED

NOTES TO THE ACCOUNTS for the year ended 31 DECEMBER 1985 _____(continued)

16. FINANCIAL COMMITMENTS (continued)

The company is committed to the following payments in 1986 under operating leases:

	Land and Buildings	Others	Total
	. £'000	£'000	£'000
Expiry within 1 year Expiry within 2 - 5 years	48 77	-	48 77
Expiry over 5 years	248	108	356
	373	108	481
		22 to management to	

17. FUTURE CAPITAL EXPENDITURE

The board of directors of Cleanaway Limited has authorised and contracted capital expenditure of £924,402 (1984 - £7,132,839) for which no provision has been made in these accounts.

18. IDENTITY OF ULTIMATE HOLDING COMPANY

At 31 December 1985 the directors regarded Circe Limited, a company incorporated in Great Britain, as the ultimate holding company. Circe Limited is jointly owned by subsidiaries of GKN PLC and Brambles Industries of Australia.

19. APPROVAL OF ACCOUNTS

These accounts were approved by the board of directors on 17 March 1986.