CLEANAWAY LIMITED and SUBSIDIARY COMPANIES

DIRECTORS' REPORT and CONSOLIDATED ACCOUNTS

for the year ended

31 DECEMBER 1987



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### REPORT OF THE DIRECTORS

### for the year ended 31 DECEMBER 1987

The directors submit their report and the audited accounts for the year ended 31 December 1987.

#### ACTIVITIES

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

### REVIEW OF THE BUSINESS

The company has continued to trade satisfactorily during the year, and its operating profit was substantially higher than in 1986. 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

An interim dividend of £1,788,000 was paid on 29 June 1987

### SIGNIFICANT CHANGES IN FIXED ASSETS

The company's investment in fixed assets did not increase significantly during the year. Further details of the movement in fixed assets are given in notes 5 and 6 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

#### 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.

### 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 Cleanaway Holdings Limited

### REPORT OF THE DIRECTORS

# for the year ended 31 DECEMBER 1987 (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
- D W Benjafield
- P A M Heath
- C Hoskisson (resigned 6 April 1987)
- P J Jansen
- A Jones (appointed 4 November 1987)
- P A Neill (appointed 4 November 1987)
- J Walker
- D T Weir

#### 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 £668 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 group continued to provide employees with information regarding the financial, economic and other factors affecting its performance. Where decisions were reached which directly affected employees, 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 re-appoint Binder Hamlyn as auditors.

BY ORDER OF THE BOARD

Dated: 28 April 1988 Secretary

The Drive Warley Brentwood Essex Binderhamlyn CHARTERED ACCOUNTANTS

7-17 Lansdowne Road, Croydon CRO 2BX.

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 1987 and of the profit and source and application of funds of the group for the year then ended and comply with the Companies Act 1985.

Binds Hawken

Chartered Accountants

Dated: 28 April 1988

# CONSOLIDATED PROFIT AND LOSS ACCOUNT

# for the year ended 31 DECEMBER 1987

		19	87	198	6
	Notes	£,000	£'000	£'000	£'000
TURNOVER					
United Kingdom Rest of Europe			57,916 1,809		50,307 1,780
			59,725		52,087
Consumable stores and repairs Staff costs Depreciation Other operating charges			(7,052) (16,113) (7,162) (20,993)		(6,876) (14,844) (6,639) (17,128)
OPERATING PROFIT			8,405		6,600
Interest payable			(1,764)		(2,068)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2		6,641		4,532
Tax on profit on ordinary activities	4		(2,373)		(1,744)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION			4,268		2,788
Dividends - Paid - Proposed		(1,788)	(1,788)	(1,600) (700)	(2,300)
TRANSFERRED TO RESERVES	13		2,480		488

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

# CONSOLIDATED BALANCE SHEET at 31 DECEMBER 1987

			.987	19	86 £'000
	Notes	£'000	£'000	£'000	£.000
FIXED ASSETS					
Intangible assets Tangible assets	5 6		932 34,108		1,207 34,732
			35,040		35,939
CURRENT ASSETS					
Stocks Debtors Cash at bank and in hand	1 8	386 13,934 7		419 11,957 7	
		14,327		12,383	
CREDITORS: Amounts falling due within one year	9	(14,469)		(13,751)	
NET CURRENT LIABILITIES			(142)		(1,368)
TOTAL ASSETS LESS CURRENT LIABILITIES			34,898		34,571
CREDITORS: Amounts falling due after more than one year	9		(21,467)		(22,810)
PROVISIONS FOR LIABILITIES AND CHARGES					
Deferred taxation Other provisions	10 11		(4,605) (1,279)		(5,530) (1,164)
			7,547		5,067
			والمستنب مناج		
CAPITAL AND RESERVES					
Called up share capital Share premium account Revaluation reserve	12		1,481 704 1,340		1,481 704 1,340 413
Other reserves Profit and loss account	13		413 3,609		1,129
			7,547		5,067
	1		<u></u>		

Signed on behalf of the board

) Directors

Dated: 28 April 1988

# BALANCE SHEET at 31 DECEMBER 1987

		19	87	19	86
THE ACCIONS	Notes	£'000	£'000	£'000	£'000
FIXED ASSETS					
Intangible assets	5		932		1,207
Tangible assets	6 7		34,108 487		34,732 487
Investments	,		407		407
CURRENT ASSETS			35,527		36,426
CORRENT ADDITO					
Stocks	1	386		419	
Debtors Cash at bank and in hand	8	13,934 7		11,957 7	
cash at bank and in hand					
		14,327		12,383	
		14,327		1.2 / 303	
CREDITORS: Amounts falling due	_				
within one year	9	(14,954)		(14,236)	
NET CURRENT LIABILITIES			(627)	<del></del>	(1,853)
TOTAL ASSETS LESS CURRENT LIABILITIES			34,900		34,573
<del></del>					
CREDITORS: Amounts falling due	0		(21,467)		(22,810)
after more than one year	9		(21,407)		(22,010)
PROVISIONS FOR LIABILITIES					
AND CHARGES					
Deferred taxation	10		(4,605)		(5,530)
Other provisions	11		(1,279)		(1,164)
			<del></del>		<del> </del>
			7,549		5,069
			<del></del>		
CAPITAL AND RESERVES					
CAPITAL AND RESERVES					
Called up share capital	12		1,481		1,481
Share premium account			704 1,340		704 1,340
Revaluation reserve Profit and loss account	13		4,024		1,544
Fronte and 1055 account	Τ.				· · · · · · · · · · · · · · · · · · ·
			n E40		5,069
			7,549		5,005

Signed on behalf of the board

) Directors

Dated: 28 April 1988

# CONSOLIDATED STATEMENT OF SOURCE AND APPLICATION OF FUNDS

for the year ended 31 DECEMBER 1987

	1987 £'000	· 1986 £'000
FUNDS GENERATED FROM OPERATIONS		
Profit from ordinary activities before taxation Adjustment for items not involving the movement	6,641	4,532
of funds: Depreciation and depletion	7,162	6,639
Site restoration provision and other provisions profit on disposal of fixed assets	115 (10)	203 (150)
TOTAL GENERATED FROM OPERATIONS	13,908	11,224
Dividend paid	(2,488)	(2,000)
Tax paid	(1,812)	(3)
NET FUNDS GENERATED FROM OPERATIONS	9,608	9,221
FIXED ASSETS		
Cost of assets acquired	7,214	۶,300
Disposal proceeds	(961)	(351)
	6,253	8,449
ADDITIONAL/(REDUCED) WORKING CAPITAL		
Stocks	(33)	17 1,690
Debtors Creditors (excluding loans, overdrafts and	1,977	
corporation tax)	(1,054)	(885)
	890	822
	7,143	9,271
TOTAL FUNDS APPLIED		·
EXTERNAL FINANCE REPAID (REQUIRED)	2,465	(50)
	<del></del>	<u> </u>
EXTERNAL FINANCE		
Reduction (increase) in bank loans and overdrafts	3,385 (920)	(51) -
Funding by parent company Increase in cash at bank and in hand	-	ی ت سد د میسیو مشیر ن
	2,465	(50)
	2/400	

### NOTES TO THE ACCOUNTS

# for the year ended 31 DECEMBER 1987

### 1. 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 6.

# (b) Group accounts

The accounts incorporate the results of the parent company and its subsidiaries for the year ended 31 December 1987. As permitted by Sections 227 and 228 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 (see note 5).

# (d) Profits/losses 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 on ordinary activities before taxation.

# (e) Deferred taxation

Provision is made for deferred taxation 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 taxation 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:

Freehold land and buildings - landfill Leasehold land and buildings:   over fifty years   under fifty years Freehold land - other Freehold buildings - other Plant, machinery and vehicles   with the exception of:	<pre>) Rate of write off determined by ) the shorter of site life, ) length of lease or site ) licence. Nil 2% 20%</pre>
Containers	1.0%
Private cars	25%
Tugs and barges	10%

# NOTES TO THE ACCOUNTS (continued)

# 1. ACCOUNTING POLICIES (continued)

### (g) Stocks

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

# (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.

# (j) Pensions

þ

Contributions are charged against the profits for the period in which they arise.

# 2. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

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

activities before taxation:	198'	7	1986	
	£'000	£'000	£'000	£'000
INCOME				
Profit on sale of fixed assets		10		150
Rent receivable, less outgoings		17		18
Royalties and licence fees		-		
_		<del></del>		
EXPENDITURE				
Directors' emoluments (note 3)		223		206
Auditors' remuneration		62		47
Finance leases, plant and machinery	220		225	
Operating leases, plant and machinery	84		67	
Operating leases, other	634		492	
Other hire of plant, machinery and				
equipment	1,228		697	1 401
edarbwene		2,166		1,481
Depreciation and depletion of				
assets:	. 42		123	
Freehold land and buildings	143		<b>-</b>	
Leasehold, land and buildings -	- 4		12	
over fifty years	14		653	
under fifty years	790		5,553	
Plant, machinery and vehicles	5,937		298	
Goodwill	278	7,162	20	6,639
		618		451
Provision for site restoration		010		

# NOTES TO THE ACCOUNTS (continued)

2.	PROFIT O	N ORDINARY	ACTIVITIES	BEFORE	TAXATION	(continued)	
----	----------	------------	------------	--------	----------	-------------	--

21,022 - 11, 11, 11, 11, 11, 11, 11, 11, 11, 1		
	1987	1986
	£'000	£'000
STAFF COSTS		
Wages and salaries	15,011	13,505
Social security costs	1,090	ŷ87
Other pension costs	12	352
		<del></del>
	16,113	14,844
	474 - 174 -	
Average number of employees	1,212	1,212

During the year to 31 December 1987 the company reduced its pension contributions following actuarial valuations of the pension schemes.

The remuneration for higher paid employees (other than directors) fall within the following bands.

£30,001 - £35,000 5 £35,001 - £40,000 2

### 3. DIRECTORS' EMOLUMENTS

	1987	1986
	£'000	£'000
Aggregate emoluments are made up of:		
Salaries and pension contributions	215	198
Fees	8	8
Compensation for loss of office	115	-

Directors' emoluments, excluding pension scheme contributions, are made up as follows:

	1987	1986
Emoluments of the chairman	•••	•••
Emoluments of the highest paid director	56,160	48,149
	Number	Number
Emoluments of other directors		
£ $0 - £ 5,000$	2	3
£ 5,001 - £10,000	1	1
£10,001 - £15,000	2	
£15,001 - £20,000	1	_
£35,001 - £40,000	-	3
£40,001 - £45,000		1.
£45,001 - £50,000	2	

# NOTES TO THE ACCOUNTS

(continued)

1987	1986
£'000	000'3
3,181	1,587
	157
2,373	1,744
-	
Goodwill	Total
£'000	£'000
2 142	0 065
2,142	2,267 3
2,145	2,270
935	1,060
278	278
1 212	4 222
1,213	1,338
<del></del>	<del></del>
932	932
1,207	1,207
**************************************	<del></del>
periods:	
1987	1986
£'000	£,000
1 017	1,014
1,017	1,128
2,145	2,142
	f'000  3,181 117 (925)  2,373  2,373  Goodwill f'000  2,142 3  2,145  935 278  1,213  932  1,207  periods: 1987 f'000 1,017

# NOTES TO THE ACCOUNTS (continued)

# 6. TANGIBLE ASSETS

TANGIBUE ASSETS			
	Land and buildings f'000	Plant, machinery and vehicles £'000	Total £'000
Group and company			
Cost or valuation			
At 31 December 1986	13,782	45,360	59,142
Capital expenditure	739	6,472	7,211
Disposals	(157)	(3,729)	(3,886)
	<del>- ''- '-</del>		
At 31 December 1987	14,364	48,103	62,467
Accumulated depreciation	<del></del>	<u></u>	
At 31 December 1986	2,915	21,495	24,410
Disposals	· _	(2,935)	(2,935)
Charge for year	947	5,937	6,884
At 31 December 1987	3,862	24,497	28,359
	<del></del>	*****	
Net book amount			
At 31 December 1987	10,502	23,606	34,108
At 31 December 1986	10,867	23,865	34,732
			<del>:</del>

Total cost and valuation of group land and buildings shown above at £14,364,000 (1986 - £13,782,000) is analysed as follows:

	19	87	19	986
		Valuation	ı	Valuation
	Cost	1971	Cost	1971
	£'000	£'000	£'000	£'000
Freehold	3,323	1,700	3,279	1,700
Leasehold over 50 years	963	_	952	-
Leasehold under 50 years	8,378		7,851	_
	12,664	1,700	12,082	1,700
	<del></del>	<del></del>		

# NOTES TO THE ACCOUNTS

(continued)

# 6. TANGIBLE ASSETS (continued)

Total net book amount of group land and buildings shown at £10,502,000 (1986 - £10,867,000) is analysed as follows:

		198	37	198	б
			Valuation		Valuation
		Cost	1971	Cost	1971
		£'000	£'000	£'000	£'000
	Freehold	2,333	1,540	2,416	1,555
	Leasehold over 50 years	707	· _	711	-
	Leasehold under 50 years	5,922	-	6,185	-
					<del> </del>
		8,962	1,540	9,312	1,555
			********		<del></del>
7.	INVESTMENTS				
, •				1987	1986
				£'000	£ * 000
	Shares in subsidiary companies at cost			1,792	1,792
	Less: Provisions			(1,305)	(1,305)
				487	487

The company's subsidiaries, none of which traded in 1987 at 31 December 1987 were as follows:

	_	Share of equi	y held by:
Subsidiary	Country of Incorporation	The company	A subsidiary
A G Homes Refuse Disposal Limited	Great Britain	100%	
Land Reclamation Company Limited	Great Britain	100%	
Cleanaway (Bristol) Limited	Great Britain	100%	
Cleanaway (N.I.) Limited Industrial Waste Disposals	Northern Ireland	d 100%	
(South Wales) Limited	Great Britain	100%	
Easibins Limited	Great Britain	100%	
T Ivory & Sons Limited	Great Britain	100%	
W R Cunis (Waste Disposal)	Great Britain		100%
Limited	Great Britain	100%	
Cleanaway (UK) Limited Purle Limited	Great Britain	100%	

# NOTES TO THE ACCOUNTS (continued)

8.	DEBTORS				
				Group and	
				987	1986
			£'	000	£'000
	Trade debtors		12,	162	10,124
	Other debtors			283	259
	Prepayments and accrued income		1,	489	1,574
			-		
			13,	934	11,957
			<del></del> -		
9.	CREDITORS				
		Gr	oup	Соп	pany
		1987	1986	1987	1986
		£'000	£'000	£'000	£'000
	<ul><li>(a) Amounts falling due within one year</li></ul>				
	Bank loans and overdrafts	1,447	3,489	1,447	3,489
	Trade creditors	2,388	2,652	2,388	2,652
	Amounts owed to parent company	920	<b>-</b>	920	-
	Amounts owed to subsidiaries		_	485	485
	Other creditors	680	569	680	569
	Corporation tax	3,130	1,644	3,130	1,644
	Other taxes and social security	1,188	1,320	1,188	1,320
	Unpaid dividend	4	4	4	4
	Proposed dividend	_	700	-	- 700
	Accruals and deferred income	4,712	3,373	4,712	3,373
					14 026
		14,469	13,751	14,954	14,236

Bank loans and overdrafts include bills of exchange payable to banks under acceptance credit facilities, and includes £344,000 secured by way of mortgage on certain fixed assets.

on oction tired assets.	_		<b></b>	
	Gr	oup	Com	pany
	1987	1986	1987	1986
	£'000	£'000	£,000	£'000
(b) Amounts falling due after more than one year				
Bank loans	14,717	16,060	14,717	16,060
Amounts due to parent company	6,750	6,750	6,750	6,750
	21,467	22,810	21,467	22,810
		Manager Committee		

Included in (b) above is f1,716,957 of loan secured by way of mortgage on certain fixed assets. The rest of the 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 due within 12 months, the company has options, for periods which do not exceed five years, to replace them.

# NOTES TO THE ACCOUNTS (continued)

### 10. DEFERRED TAXATION

DEFERRED IMMILEN		£'000
Group and company Balance at 31 December 1986 Transferred to profit and loss account		5,530 (925)
Balance at 31 December 1987		4,605
	1987 Provided and Potential £'000	1986 Provided and Potential £'000
Accelerated capital allowances Other timing differences Unrelieved losses Restricted ACT set off	5,218 (596) - (17)	6,300 (436) (21) (313)
	4,605	5,530
	-	

In accordance with the accounting policy in note 1 no provision has been made for the tax estimated at £475,000 (1986 - £475,000) which might arise on the disposal of the properties at their revalued amount.

# 11. OTHER PROVISIONS

OTHER EVOLUTIONS	A ! !		
	Site restoration provision £'000	Legal expenses £'000	Total £'000
Group and company		•	1 168
At 31 December 1986	1,074	90	1,164
Expenditure during year	(413)	-	(413)
Further provision	518	-	618
Release from provision	<del>-</del>	(90)	(90)
		<u> </u>	
At 31 December 1987	1,279	-	1,279

The site restoration provision represents provision made for the cost of restoring landfill sites. The provision for legal expenser represented a recognition of the fact that certain issues extant at 31 December 1986 may have required resolution through litigation.

# NOTES TO THE ACCOUNTS (continued)

12.	CALLED UP SHARE CAPITAL		
		1987	1986
		£'000	£'000
	Authorised		
	7,500,000 shares of 20p each	1,500	1,500
		-	
	Allotted and fully paid		
	673,140 new ordinary shares of 20p each	1.35	135
í	6,731,405 deferred shares of 20p each	1,346	1,346
,			<u> </u>
ı		1,481	1,481
1.3.	PROFIT AND LOSS ACCOUNT		
		Group	Company
		£'000	£'000
	Delegan at 11 December 1095	1,129	1,544
	Balance at 31 December 1986	2,480	2,480
	Retained profit	2,300	2/400
		<del></del>	
	Balance at 31 December 1987	3,609	4,024

### 14. CONTINGENT LIABILITIES

At 31 December 1987 there were contingent liabilities of £819,880 (1986 - £674,395) 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.

### 15. FINANCIAL COMMITMENTS

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

1986 £'000	1987 £'000	
224	-	1987
1	1	1988
1	1	1989
1	1	1990
<del></del>		
227	3	
**************************************		

# NOTES TO THE ACCOUNTS (continued)

### 115. FINANCIAL COMMITMENTS (continued)

The company is committed to the following payments in 1988 under operating leases:

	Land and Buildings £'000	Others £'000	Total £'000
Expiry within 1 year Expiry within 2 - 5 years	_ 19	_ 153	- 172
Expiry over 5 years	459	24	483
	<del></del>		<del></del>
	478	177	655

### 16. FUTURE CAPITAL EXPENDITURE

The board of directors of Cleanaway Limited has authorised and contracted capital expenditure of £867,170 (1986 - £633,507) for which no provision has been made in these accounts.

### 17. ULTIMATE HOLDING COMPANY

The directors regard Cleanaway Holdings Limited a company incorporated in Great Britain, as the ultimate holding company. Cleanaway Holdings Limited is jointly owned by subsidiaries of GKN plc and Brambles Industries Limited of Australia.

### 18. APPROVAL OF ACCOUNTS

These accounts were approved by the board of directors on 28 April 1988.