Directors' report and financial statements

for the period ended 30 June 2013

Registration number 02433065

Chipchase Manners
Chartered Accountants
384 Linthorpe Road
Middlesbrough
TS5 6HA

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Company information

Directors

A W Hornshaw

(Appointed 24/04/2013)

Company number

02433065

Registered office

Peckfield Landfill Site

Ridge Road Micklefield Leeds LS25 4DW

Auditors

Chipchase Manners 384 Linthorpe Road Middlesbrough TS5 6HA

Business address

Peckfield Landfill Site

Ridge Road Micklefield Leeds LS25 4DW

Bankers

Barclays Bank PLC

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Directors' report for the period ended 30 June 2013

The directors present their report and the financial statements for the period ended 30 June 2013

Change of name

The company changed its name from Caird Bardon Limited to Caird Peckfield Limited on 23 April 2013

Principal activity and review of the business

The principal activity of the company is to develop sites for the disposal of non-toxic waste. The ownership of the company changed on 21 April 2013 after the share capital was acquired by Seneca Global Energy Limited from Aggregate Industries UK Limited and Caird Group Limited.

Key performance indicators

Given the straightforward nature of the business, the directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the company

Principal risks and uncertainties

The company operates a site for the disposal of non-toxic waste and is subject to licensing requirements of the UK Environment Agency. The company is responsible under its planning permits for the restoration and aftercare of the site once complete. The future costs of restoration and aftercare may be impacted by a number of factors including changes in legislation and technology. The dates of payments of aftercare costs are uncertain but are anticipated to be over a period of approximately thirty years from closure of the relevant site.

Results and dividends

The Profit/(loss) for the period, after taxation, amounted to £214,567 (2011 (£288,514)) Particulars of dividends paid and proposed are detailed in the notes to the financial statements

The directors do not recommend payment of a final dividend

Future developments

There are no changes planned to the operations of the company

Directors

The directors who served during the period are as stated below

A W Hornshaw (Appointed 24/04/2013)

J F Bowater (Resigned 24/04/2013)

I F Goodfellow (Resigned 02/04/2013)

J J C Simpson (Resigned 24/04/2013)

E M Bayley (Appointed 03/04/2013) (Resigned 24/04/2013)

A Barrett (Resigned 24/04/2013)

Directors' report for the period ended 30 June 2013

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Interest risk

The company finances its activities through loans from shareholders. Other financial assets and liabilities, such as trade debtors and trade creditors, are financed directly from the company's operating activities. The company does not enter into interest rate swaps and does not trade in financial instruments. The company does not seek to hedge any transactions and no trading in derivative financial instruments is undertaken.

Currency risk

The company has no operations outide of the United Kingdom and has no exposure to foreign currencies

Liquidity risk

The risk of financial loss due to counterpart failure to honour its obligations is principally in relation to transactions where the company provides goods and services. Company policies are aimed at minimising such losses, and require that terms are only granted to custom-

Directors' report for the period ended 30 June 2013

continued

- make judgements and estimates that are reasonable and prudent,
- 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 adequate 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.

In so far as the directors are aware

- there is no relevant audit information (information needed by the company's auditors in connection with preparing their report) of which the company's auditors are unaware, and
- the directors have taken all the steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

Auditors

Chipchase Manners are deemed to be appointed in accordance with an elective resolution made under section 386(1) of the Companies Act 1985 which continues in force under the Companies Act 2006

This report was approved on. 25 Merel 2014 and signed on its behalf by

A W Hornshaw

Director

Independent auditors' report to the shareholders of Caird Peckfield Limited

We have audited the financial statements of Caird Peckfield Limited for the period ended 30 June 2013 which comprise the Profit and Loss Account, the balance sheet, the Cash Flow Statement and the related notes These financial statements have been prepared under the accounting policies set out therein

This report is made solely to the company's shareholders, as a body, in accordance with Section 495 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's shareholders 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 shareholders as a body, for our audit work, for this report, or for the opinions we have formed

Respective responsibilities of directors and the auditors

The directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable law and United Kingdom Accoun

Independent auditors' report to the shareholders of Caird Peckfield Limited continued

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion

- the financial statements give a true and fair view, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 30 June 2013 and of its profit for the period then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 2006,
 and
- the information given in the Directors' Report is consistent with the financial statements

G R Boagey (senior statutory auditor)

For and on behalf of Chipchase Manners

Chartered Accountants

384 Linthorpe Road Middlesbrough TS5 6HA

25 March 2014

Profit and loss account for the period ended 30 June 2013

Continuing operations Restated Period Year ended ended 30/06/13 31/12/11 **Notes** £ £ **Turnover** 2 18,957,993 12,422,663 Cost of sales (15,553,571) (10,241,309)**Gross profit** 3,404,422 2,181,354 Administrative expenses (2,911,230)(2,436,131)Operating profit/(loss) 493,192 (254,777)3 Interest payable and similar charges 5 (57,860)(36,440)Profit/(loss) on ordinary activities before taxation 435,332 (291,217)Tax on profit/(loss) on ordinary activities (220,765)2,703 8

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Statement of total recognised gains and losses

Profit/(loss) for the period

There are no recognised gains or losses other than the profit or loss for the above two financial periods

214,567

(288,514)

Balance sheet as at 30 June 2013

	_			Doct	tated
		30/0	6/13		2/11
	Notes	£	£	£	£
Fixed assets					
Tangible assets	10		2,453,400		3,008,171
Current assets					
Stocks	11	-		8,498	
Debtors	12	3,704,435		2,809,452	
Cash at bank and in hand		997,991		1,186,713	
		4,702,426		4,004,663	
Creditors: amounts falling due within one year	13	(3,790,448)		(2,896,564)	
Net current assets			911,978		1,108,099
Total assets less current liabilities Creditors: amounts falling due			3,365,378		4,116,270
after more than one year	14		-		(2,000,000)
Provisions for liabilities	15		(828,862)		(744,321)
Net assets			2,536,516		1,371,949
Capital and reserves					
Called up share capital	16		1,800,002		850,002
Profit and loss account	17		736,514		521,947
Shareholders' funds	19		2,536,516		1,371,949

The financial statements were approved by the Board on 25 March 2014 and signed on its behalf by

A W Hornshaw

Director

Registration number 02433065

Cash flow statement for the period ended 30 June 2013

		Period	Restated Year
		ended	ended
		30/06/13	31/12/11
	Notes	£	£
Reconciliation of operating profit/(loss) to net			
cash inflow from operating activities			
Operating profit/(loss)		493,192	(254,777)
Depreciation		563,782	724,359
(Increase)/Decrease in stocks		8,498	(5,325)
(Increase) in debtors		(894,983)	(778,122)
Increase /(Decrease) in creditors		1,156,785	(186,248)
Increase in provisions		84,541	76,352
Net cash inflow from operating activities		1,411,815	(423,761)
Cash flow statement			
Net cash inflow from operating activities		1,411,815	(423,761)
Returns on investments and servicing of finance	25	(57,860)	(33,356)
Taxation	25	(483,666)	3,107
Capital expenditure	25	(9,011)	(444,886)
Increase /(Decrease) in cash in the period		861,278	(898,896)
Reconciliation of net cash flow to movement in net	funds (Note 26)		
Increase in cash in the period		861,278	(898,896)
Re-classification of 'C' Ordinary Shares		950,000	•
Net debt at 1 January 2012		(813,287)	85,609
Net funds at 30 June 2013		997,991	(813,287)
•			

Notes to the financial statements for the period ended 30 June 2013

1. Accounting policies

1.1. Accounting convention

The financial statements are prepared under the historical cost convention and comply with financial reporting standards of the Accounting Standards Board

1.2. Revenue recognition

Revenue is recognised to the extent that the company obtains the right to the consideration in exchange for allowing waste to be deposited in the landfill void and disposed of in accordance with all existing legislation

Revenue is measured at the fair value of the consideration received, excluding discounts, rebates, VAT and other sales taxes or duty, but including landfill tax

Revenue is recognised once the material has passed over the weighbridge and the vehicle has been weighed in and out to obtain the net weight disposed

1.3. Turnover

Turnover represents the total invoice value, including landfill tax but excluding value added tax, of sales made during the period

1.4. Tangible fixed assets and depreciation

Depreciation is provided at rates calculated to write off the cost less residual value of each asset over its expected useful life, as follows

Freehold properties and landfill development costs

Straight line over the life of the landfill licence

•

Plant and machinery - 20% straight line

Landfill sites are stated at cost or valuation less amounts written off Depreciation is provided to the extent that the net capacity of each site is utilised in the period. Costs incurred on the development of sites prior to their becoming operational are capitalised. Such expenditure is amortised over the life of the asset to which it relates, commencing when the asset becomes operational

1.5. Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term

1.6. Stock

Stock is valued at the lower of cost and net realisable value

1.7. Pensions

The pension costs charged in the financial statements represent the contribution payable by the company during the period

Notes to the financial statements for the period ended 30 June 2013

continued

1.8. Restoration and aftercare provision

Provision is made for restoration an

Notes to the financial statements for the period ended 30 June 2013

continued

3.	Operating profit/(loss)	Period ended 30/06/13	Year ended 31/12/11
		£	£
	Operating profit/(loss) is stated after charging		
	Depreciation and other amounts written off tangible assets	553,733	724,359
	Loss on disposal of tangible fixed assets	10,049	-
	Operating lease rentals		
	- Plant and machinery	326,288	124,494
4.	Auditors' remuneration		
		Period	Year
		ended	ended
		30/06/13	31/12/11
		£	£
	Auditors' remuneration - audit of the financial statements	10,000	15,900
		Period	Year
		ended	ended
5.	Interest payable and similar charges	30/06/13	31/12/11
		£	£
	Interest payable on loans > 1 yr	57,860	36,440

Notes to the financial statements for the period ended 30 June 2013

continued

6. Employees

	Number of employees	Period ended 30/06/13	Year ended 31/12/11
	The average monthly numbers of employees		
	(including the directors) during the period were		
	Average number of employees	9	9
	Employment costs	30/06/13	31/12/11
		£	£
	Wages and salaries	420,932	244,100
	Social security costs	41,741	33,008
	Pension costs-other operating charge	4,862	5,124
		<u>467,535</u>	282,232
		Period ended	Year ended
6.1.	Directors' remuneration	30/06/13	31/12/11
		£	£
	Pensions paid to former directors	4,862	5,124

The directors received no emoluments or pension contributions relating to their service as directors of the company during the period (2011 £nil)

7. Pension costs

The company participated in a funded group-wide pension scheme operated by Aggregate Industries Holdings Limited group However, this scheme ceased after the share capital of the company was aquired by Seneca Global Energy Limited on 21 April 2013 No pension scheme was operated after 21 April 2013 The total charge in the profit and loss account, in respect of the scheme, for the period was £4,862 (2011 - £5,124)

Notes to the financial statements for the period ended 30 June 2013

continued

8. Tax on profit/(loss) on ordinary activities

Analysis of charge in period	Period ended 30/06/13	Year ended 31/12/11
	£	£
Current tax		
UK corporation tax	25,978	-
Adjustments in respect of previous periods	194,787	(2,703)
	220,765	(2,703)

9. Dividends

Included in interest payable at note 5 are dividends paid on 'C' Ordinary Shares of £17,742 up to 20 April 2013 (2011 £13,959) The 'C' Ordinary Shares were treated as part of the loan capital of the company and were previously included in creditors falling due after more than one year. The related dividend has therefore been included as part of the interest charge.

Notes to the financial statements for the period ended 30 June 2013

continued

10.	Tangible fixed assets	Freehold property and Landfill Development costs £	Plant, machinery and vehicles £	Total £
	Cost	*	~	at-
	At 1 January 2012	19,451,253	944,123	20,395,376
	Additions	· -	9,011	9,011
	Disposals	-	(65,880)	(65,880)
	At 30 June 2013	19,451,253	887,254	20,338,507
	Depreciation			
	At 1 January 2012	16,651,253	735,952	17,387,205
	On disposals	-	(55,831)	(55,831)
	Charge for the period	466,667	87,066	553,733
	At 30 June 2013	17,117,920	767,187	17,885,107
	Net book values			
	At 30 June 2013	2,333,333	120,067	2,453,400
	At 31 December 2011	2,800,000	208,171	3,008,171
	Net book values At 30 June 2013	2,333,333	120,067	2,453,4

The freehold to the landfill site was acquired from Caird Group Limited on 21 April 2013 at nil consideration

11.	Stocks	30/06/13 £	31/12/11 £
	Finished goods and goods for resale		<u>8,498</u>
12.	Debtors	30/06/13 £	31/12/11 £
	Trade debtors Amount owed by related parties Prepayments and accrued income	3,491,589 - 212,846	2,198,662 429,528 181,262
		3,704,435	2,809,452

Notes to the financial statements for the period ended 30 June 2013

continued

13.	Creditors: amounts falling due	30/06/13	31/12/11
	within one year	£	£
	Trade creditors	544,470	57,955
	Amounts owed to related parties	850,000	92,088
	Corporation tax	25,978	288,879
	Other taxes and social security costs	2,358,700	2,247,141
	Other creditors	-	11,948
	Accruals and deferred income	11,300	198,553
		3,790,448	2,896,564
14.	Creditors: amounts falling due	30/06/13	31/12/11
	after more than one year	£	£
	Loan notes from shareholders	-	1,000,000
	Other creditors 'C' Ordinary Shares	-	1,000,000
	·		2 000 000
			2,000,000

Up to 20 April 2013 the 'C' Ordinary Shares were classified as other creditors due after more than one year under the requirements of FRS 25 Financial Instruments - Presentation and Disclosure, due to the nature of the class rights attaching to the holders of these shares

Up to 20 April 2013 the loan notes could be repaid at any time at the option of the company Interest on the loan notes accrued from day to day and was based on six month LIBOR +1% Interest was paid half yearly on 30 June and 31 December On 20 April 2013 the share capital of the company was acquired by Seneca Global Energy Limited, with the loan notes fully satisfied at that time.

Up to 20 April 2013 dividends on 'C' Ordinary Shares accrued from day to day and was based on six month LIBOR +1% Dividends were payable half yearly on 30 June and 31 December, but after 20 April 2013 the new owner of the business has waived their entitlement to dividends on 'C' Ordinary shares

On 21 April 2013 the rights to the preferential dividends affecting the 'C' Ordinary Shares were waived by the new owner, as a result the 'C' Ordinary Shares have been re-classified as part of share capital

Notes to the financial statements for the period ended 30 June 2013

.. continued

15. Provisions for liabilities

	Landfill Restoration provision £	Total £
At 1 January 2012	744,321	744,321
Increase in provision	84,541	84,541
At 30 June 2013	828,862	828,862

Site restoration costs will be paid over the operating period of the landfill sites, which is anticipated to be up to 20 years, and aftercare costs will continue thereafter. These costs may be impacted by a number of factors including changes in legislation and technology.

At 30 June 2013, the company has a deferred tax asset relating to other timing differences, which has not been recognised as there is insufficient evidence that the company will utilise this asset in the forseeable future

Notes to the financial statements for the period ended 30 June 2013

continued

l6.	Share capital	30/06/13	31/12/11
		£	£
	425,001 Ordinary shares of £1 each	425,001	425,001
	425,001 Ordinary B shares of £1 each	425,001	425,001
	950,000 Ordinary C shares of £1 each	950,000	1,000,000
	Less amounts classed as Creditors amounts falling due		
	after more than one year - C Ordinary shares of £1 each	-	(1,000,000)
		1,800,002	850,002
			
	Equity Shares		
	425,001 Ordinary shares of £1 each	425,001	425,001
	425,001 Ordinary B shares of £1 each	425,001	425,001
		1,800,002	850,002

The 'A', 'B' and 'C' Ordinary Shares each constitute seperate classes of shares and, except as noted below, shall rank pari passu in all respects as one class of share

Up to 20 April 2013 the holders of the 'C' Ordinary Shares were entitled to receive in priority to the holders of other classes of shares a variable preferential cash dividend. This dividend accrued from day to day and was based on six month LIBOR +1%, net of UK Corporation Tax Dividends were payable half yearly on 30 June and 31 December. After 20 April 2013 the new owner of the business has waived their entitlement to dividends on the 'C' Ordinary shares

The balance of the retained profits where distributed, after payment of the variable preferential cash dividend to holders of the 'C' Ordinary Shares, shall be distributed evenly between the holders of the 'A' and 'B' Ordinary Shares

Holders of the 'C' Ordinary Shares have no right to vote at any general meeting of the company. The class rights of each category of Ordinary Shares can be varied only with either the consent of the shareholder of that category or if more than 75% of the shareholders of that class agree to the variation. In the event of capital reduction, or should the Company be wound up or liquidated, any capital returned or surplus will be applied firstly to the holders of the 'C' Ordinary Shares and thereafter evenly to the holders of the 'A' and 'B' Ordinary Shares

In accordance with the requirements of FRS 25 Financial Instruments - Presentation and Disclosure, the 'C' Ordinary Shares of £1 each have been classed as Creditors amounts falling after more than one year as the dividends represent a contractual obligation on the Company to deliver cash that cannot be avoided

Notes to the financial statements for the period ended 30 June 2013

. continued

17.	Equity Reserves	Profit and loss		
		account	Total	
		£	£	
	At 1 January 2012	521,947	521,947	
	Profit for the period	214,567	214,567	
	At 30 June 2013	736,514	736,514	

18. Prior year adjustments

An impairment review has been carried out on the Landfill Property and Development costs. The carrying value has been written down to £2,800,000 at 31 December 2011. This value has been arrived at based on the arm's length purchase consideration for the company in April 2013.

19.	Reconciliation of movements in shareholders' funds	30/06/13 £	31/12/11 £
	Profit/(loss) for the period	214,567	(288,514)
	Re-classification of 'C' Ordinary Shares	950,000	-
	Net addition to shareholders' funds	1,164,567	(288,514)
	Opening shareholders' funds	1,371,949	1,660,463
	Closing shareholders' funds	2,536,516	1,371,949

20. Commitments under operating leases

At 30 June 2013 the company had annual commitments under non-cancellable operating leases as follows

	Oti	Other		
	30/06/13	31/12/11 £		
	£			
Expiry date:				
Within one year	-	13,635		
Between one and five years	198,192	210,600		
	198,192	224,235		
				

Notes to the financial statements for the period ended 30 June 2013

continued

21. Contingent liabilities

The site restoration provision shown at note 15 of £828,862 does not fully cover the expected site restoration costs. The shortfall has been met through an Environment Agency Bond in the sum of £3,948,471 provided by a third party insurance company.

22. Related party transactions

Included within creditors note 13 is a balance of £850,000 at 30 June 2013 which is payable to Seneca Global Enery Limited, the immediate parent company Comparative figures for related party balances shown in note 12 and 13 relate to amounts due from and to a number of companies which were part of the group of the former owners

23. Ultimate parent undertaking

Caird Peckfield Limited is owned by Seneca Global Energy Limited, which is owned equally by Seneca Investments & Developments Limited and Wauldby Associates Limited

24. Controlling interest

There is no overall controlling party

25. Gross cash flows

	30/06/13 £	31/12/11 £
Returns on investments and servicing of finance		
Interest paid	(57,860)	(33,356)
Taxation		
Corporation tax	(483,666)	3,107
Capital expenditure		
Payments to acquire tangible assets	(9,011)	(444,885)

Notes to the financial statements for the period ended 30 June 2013

continued

26. Analysis of changes in net funds

•	Opening balance	Cash flows	Other changes	Closing balance
	£	£	£	£
Cash at bank and in hand	1,186,713	(188,722)	-	997,991
Debt due after one year	(1,000,000)	1,000,000	-	-
Other creditors - C Ordinary Shares previously classed as debt	(1,000,000)	50,000	950,000	-
	(2,000,000)	1,050,000	950,000	-
Net funds	(813,287)	861,278	950,000	997,991