

UK WASTE MANAGEMENT HOLDINGS LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS FOR THE 52 WEEKS ENDED
28 MARCH 2014

Company Number : 02536345



UK WASTE MANAGEMENT HOLDINGS LIMITED

REPORT OF THE DIRECTORS

FOR THE 52 WEEKS ENDED 28 MARCH 2014

Directors: K Woodward
Biffa Corporate Services Limited

Company Secretary: K Woodward

The directors present their annual report and the audited financial statements of the Company for the 52 weeks ended 28 March 2014 (2013: 52 weeks ended 29 March 2013).

PRINCIPAL ACTIVITY

UK Waste Management Limited is the holding company of a group whose principal activity is to operate waste collection, landfill and special waste services in the UK.

REVIEW OF BUSINESS AND FUTURE DEVELOPMENTS

The Company ceased to be dormant in the prior period following an impairment to its investment in UK Waste Management Limited and its subsidiaries (note 5).

The Company's investments in subsidiary undertakings are reviewed at each balance sheet date on a subsidiary by subsidiary basis to determine whether there is any indication of impairment. An impairment loss is recognised in profit or loss when the carrying amount exceeds its recoverable amount. The recoverable amount of an investment is the greater of its net realisable price and value in use.

As a result of this review the value of the Company's investments in subsidiary undertakings has not been impaired during the prior period (2013: £111,476). The directors do not consider further impairment in the current year to be necessary.

The Company will continue to act as a holding company to the subsidiary companies listed in note 5 to the financial statements for the foreseeable future.

The Biffa Group executed a court approved capital restructuring arrangement, supported by the Biffa Group's, board approved, five year business plan and pursuant to Part 26 of the Companies Act 2006 on 28 January 2013 which completed on 30 January 2013. The result was that the group's total senior and subordinated debt decreased from approximately £1.2 billion as at the date of the scheme of arrangement to £520 million through the issue of new debt instruments with repayment dates ranging between July 2015 and January 2018.

Whilst not immune to the current economic situation, the waste management industry is protected by the ongoing responsibility for businesses and local councils to ensure the proper disposal of commercial and domestic waste.

UK WASTE MANAGEMENT HOLDINGS LIMITED

REPORT OF THE DIRECTORS (CONTINUED)

FOR THE 52 WEEKS ENDED 28 MARCH 2014

REVIEW OF BUSINESS AND FUTURE DEVELOPMENTS (continued)

The Company's trading subsidiaries have a large number of customers across a wide variety of industries, including long term contracts for collection of commercial and municipal waste. In addition, these companies' landfill void continues to be a valuable resource necessary for the disposal of waste.

The directors have taken advantage of the small companies exemption in preparing the Strategic Report and Report of the Directors.

GOING CONCERN

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out in this report.

The Company is managed as part of the Biffa Group of companies. The Biffa Group of companies have committed facilities which the directors consider sufficient to service its ongoing working capital and capital investment requirements.

Biffa Group Limited which owns the entire shareholding of the Company via its holdings in subsidiary undertakings has indicated its written intention to continue to provide financial support to the Company to enable it to meet its debts as they fall due.

After considering the above and making enquiries, the Directors have a reasonable expectation that the Company is well placed to manage its business risks successfully, and has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the Directors continue to adopt the going concern basis in preparing the annual report and financial statements.

KEY PERFORMANCE INDICATORS

Key Performance Indicators in respect of the Biffa Group of companies are shown in the Financial Statements of Wasteholdco 2 Limited for the period to 28 March 2014, which do not form part of the report.

FINANCIAL RESULTS AND DIVIDENDS

	52 weeks to 28 March 2014 £000	52 weeks to 29 March 2013 £000
Loss before taxation	-	(111,476)
Loss after taxation	-	(111,476)

The directors are unable to propose a final dividend (2013: £nil). No interim dividends were paid during the period (2013: £nil).

UK WASTE MANAGEMENT HOLDINGS LIMITED

REPORT OF THE DIRECTORS (CONTINUED)

FOR THE 52 WEEKS ENDED 28 MARCH 2014

DIRECTORS

The directors of the Company at the date of this report are shown on page 1.

No changes took place to the board of directors during the 52 weeks to 28 March 2014 and up until the date of this report.

DIRECTORS' INDEMNITIES

All of the directors have been granted indemnities by Biffa Group Limited as at 28 March 2014 to the maximum extent permitted by sections 309A and 309B of the Companies Act 2006 (including the right to recover costs on an "as incurred" basis), save that such indemnities will not apply to the extent that any recovery is made under any policy of insurance or if the relevant director is or directors are in breach of obligations in relation to the conduct of claims or if the Company determines that the liability arises out of the director's fraud or wilful default.

POST BALANCE SHEET EVENTS

There have been no significant post balance sheet events.

UK WASTE MANAGEMENT HOLDINGS LIMITED

REPORT OF THE DIRECTORS (CONTINUED)

FOR THE 52 WEEKS ENDED 28 MARCH 2014

DIRECTORS' RESPONSIBILITIES STATEMENT

The directors are required to prepare the Annual Report and the financial statements in accordance with applicable law and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and accounting estimates that are reasonable and prudent; 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 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 to 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.

UK WASTE MANAGEMENT HOLDINGS LIMITED

REPORT OF THE DIRECTORS (CONTINUED)

FOR THE 52 WEEKS ENDED 28 MARCH 2014

AUDITOR

Deloitte LLP were appointed as auditor and pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and Deloitte LLP, Chartered Accountants, will therefore continue in office.

Each of the directors of the Company at the date when this report was approved confirms that:

- So far as each of the directors is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- Each of the directors has taken all steps that he/she ought to have taken as a director to make himself/herself aware of any relevant audit information and to establish that the Company's auditor is aware of that information.

This confirmation is given and should be interpreted in accordance with the requirements of s.418 of the Companies Act 2006.

By order of the Board



K Woodward
Secretary

12 December 2014

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF

UK WASTE MANAGEMENT HOLDINGS LIMITED

We have audited the financial statements of UK Waste Management Holdings Limited for the 52 weeks ended 28 March 2014, which comprise the Profit and Loss Account, the Balance Sheet and the related notes 1 to 11. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an Audit 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 auditor

As explained more fully in the Directors' Responsibilities Statement, 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 annual report to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. 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 28 March 2014 and of its result for the period then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
UK WASTE MANAGEMENT HOLDINGS LIMITED (CONTINUED)

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Report of the Directors for the financial period 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; or
- the directors were not entitled to take advantage of the small companies exemption in preparing the Strategic and Directors' Reports.



Ross Howard FCA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom

12 December 2014

UK WASTE MANAGEMENT HOLDINGS LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE 52 WEEKS ENDED 28 MARCH 2014

	Notes	52 weeks to 28 March 2014 £000	52 weeks to 29 March 2013 £000
Administration expenses		-	-
Operating loss		-	-
Investment write off	5	-	(111,476)
Loss on ordinary activities before taxation	3	-	(111,476)
Tax on loss on ordinary activities	4	-	-
Loss for the financial period	9,10	-	(111,476)

The result for the financial period is derived from discontinued operations.

The Company has no recognised gains or losses in either the current or prior period other than the result above and therefore no separate statements of total recognised gains and losses have been presented.

UK WASTE MANAGEMENT HOLDINGS LIMITED

BALANCE SHEET

AS AT 28 MARCH 2014

	Notes	As at 28 March 2014 £000	As at 29 March 2013 £000
FIXED ASSETS			
Investments	5	131,506	131,506
CURRENT ASSETS			
Debtors	6	129,644	129,644
CREDITORS			
Amounts falling due within one year	7	(30,165)	(30,165)
NET CURRENT LIABILITIES		99,479	99,479
NET (LIABILITIES)/ASSETS		230,985	230,985
CAPITAL AND RESERVES			
Called up share capital	8	326,260	326,260
Profit and loss account	9	(95,275)	(95,275)
SHAREHOLDER'S FUNDS	10	230,985	230,985

The financial statements of UK Waste Management Holdings Limited, registered number 02536345, on pages 8 to 16 were approved and authorised for issue by the Board on 12 December 2014 and signed on its behalf by:



K Woodward
Director

UK WASTE MANAGEMENT HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE 52 WEEKS ENDED 28 MARCH 2014

1 ACCOUNTING POLICIES

a) Basis of accounting

As detailed in the Report of the Directors, these financial statements are prepared on a basis other than that of a going concern, under the historical cost convention, and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom. Accounting policies have been applied consistently in the current and prior year. The principal accounting policies are set out below.

b) Going Concern

The Company's business activities, together with the factors likely to affect its future development, performance and position are set out above.

The Company is managed as part of the Biffa Group of companies. The Biffa Group of companies have committed facilities which the directors consider sufficient to service its ongoing working capital and capital investment requirements.

Biffa Group Limited which owns the entire shareholding of the Company via its holdings in subsidiary undertakings has indicated its written intention to continue to provide financial support to the Company to enable it to meet its debts as they fall due.

After considering the above and making enquiries, the Directors have a reasonable expectation that the Company is well placed to manage its business risks successfully, and has adequate resources to continue in operational existence for the foreseeable future. Accordingly, the Directors continue to adopt the going concern basis in preparing the annual report and financial statements.

c) Consolidation

The Company has taken advantage of the exemption from preparing consolidated accounts permitted by S401 of the Companies Act 2006 because it is a wholly-owned subsidiary of Biffa (UK) Holdings Limited and part of the Wasteholdco 2 Limited group, which prepares consolidated accounts that are available from its company secretary. Hence the information provided in these financial statements presents information about the Company as an individual undertaking and not as a group.

d) Investments

Investments held as fixed assets are stated at cost less any provision for impairment.

UK WASTE MANAGEMENT HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE 52 WEEKS ENDED 28 MARCH 2014

1 ACCOUNTING POLICIES (continued)

e) Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

2 CASH FLOW STATEMENT AND RELATED PARTY DISCLOSURES

The Company is a wholly owned subsidiary of Biffa (UK) Holdings Limited and is included in the consolidated financial statements of Wasteholdco 2 Limited, which are available from its company secretary. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 (revised 1996). The Company is also exempt under the terms of Financial Reporting Standard 8 from disclosing related party transactions with entities that are part of the Wasteholdco 2 Limited group of companies.

3 LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

The Company had no employees during the year other than the directors. Directors' emoluments during both years were paid by other group undertakings and no amounts were allocated to the Company. Statutory audit fees were borne by another group company. There were no non-audit fees (2013: £nil).

UK WASTE MANAGEMENT HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE 52 WEEKS ENDED 28 MARCH 2014

4 TAXATION ON LOSS ON ORDINARY ACTIVITIES

There is no taxation on ordinary activities for both the current and prior period. The impairment charge is non taxable.

5 FIXED ASSET INVESTMENTS

	£000
Investment in subsidiaries at cost and net book value	
As at 29 March 2013	131,506
Impairment provision	-
As at 28 March 2014	<u>131,506</u>

UK Waste Management Holdings Limited directly or indirectly owns 100% of the ordinary shares of the following companies that are registered and operate in England and Wales, except where indicated:

- a) Companies that traded during the year, the principal activity of each being operating waste management services:

UK Waste Management Limited *
Biffa Waste Management Limited *

UK WASTE MANAGEMENT HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE 52 WEEKS ENDED 28 MARCH 2014

5 FIXED ASSET INVESTMENTS (CONTINUED)

b) Non trading companies:

A Smith & Sons (Waste Disposal) Limited*	
Clarfield Recycling Limited*	
Waste Gas To Energy Limited*	
First Waste Limited*	Registered in Guernsey
Interport Paper Company Limited*	
Rent-A-Weld (Wirral) Limited	
Westley Trading Limited	
Megastock Limited*	
Photodigit Limited*	
Tyneside Waste Paper Company Limited	
Practical Recycling Systems Limited*	
R A Johnson (Haulage) Limited*	
SCS Contractors Limited*	
Loristan Services Limited	
Pilmuir Waste Disposal Limited	
W R Pollard & Son Limited*	
Waterblast Limited*	
B Holmes Graded Papers Limited*	
Biffa (Land) Limited (99.972% held)*	Registered in Guernsey
Biffa Operations Ireland Limited*	Registered in Ireland
Norwaste Limited	
Waste Clearance (Holdings) Limited	
Biffa (Rock Common) Limited	
Biffa (Roxby) Limited	

* These companies are held directly.

UK WASTE MANAGEMENT HOLDINGS LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE 52 WEEKS ENDED 28 MARCH 2014

5 FIXED ASSET INVESTMENTS (CONTINUED)

The Company is not required to prepare consolidated financial statements in accordance with S408 of the Companies Act 2006, because its results are included in the consolidated financial statements of Biffa Group Holdings Limited.

In the directors' opinion the value of the investments in subsidiary undertakings shown above is not less than the aggregate amount at which they are stated in the financial statements following the impairment provision recorded.

The Company's investments in subsidiary undertakings are reviewed at each balance sheet date on a subsidiary by subsidiary basis to determine whether there is any indication of impairment. An impairment loss is recognised in profit or loss when the carrying amount exceeds its recoverable amount. The recoverable amount of an investment is the greater of its net selling price less costs to sell and value in use.

In calculating the recoverable amount of investments in subsidiary undertakings at 28 March 2014 the Company has determined their recoverable amount to be the higher of the aggregate net assets/(liabilities) of their subsidiaries or their value in use.

An impairment review in accordance with the approach outlined above has been carried out for each subsidiary undertaking. As a result of this review the value of the Company's investments in subsidiary undertakings was impaired by £111,475,593 during the year ended 29 March 2013 as disclosed on the face of the Profit and Loss account. The impairment charge is non-taxable. No impairment charge has been recognised for the year ended 28 March 2014.

UK WASTE MANAGEMENT HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE 52 WEEKS ENDED 28 MARCH 2014

6 DEBTORS

	As at 28 March 2014 £000	As at 29 March 2013 £000
Amounts due from group undertakings	129,644	129,644

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

7 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	As at 28 March 2014 £000	As at 29 March 2013 £000
Amounts due to group undertakings	30,165	30,165

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

8 CALLED UP SHARE CAPITAL

	As at 28 March 2014 £000	As at 29 March 2013 £000
Allotted, called-up and fully paid 326,259,464 Ordinary shares of £1 each	326,260	326,260

UK WASTE MANAGEMENT HOLDINGS LIMITED
NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)
FOR THE 52 WEEKS ENDED 28 MARCH 2014

9 PROFIT AND LOSS ACCOUNT

	<u>£000</u>
At 29 March 2013	(95,275)
Loss for the financial period	-
At 28 March 2014	<u>(95,275)</u>

10 RECONCILIATION OF THE MOVEMENTS IN SHAREHOLDER'S FUNDS

	As at 28 March 2014 £000	As at 29 March 2013 £000
Loss for the financial period	-	(111,476)
Net reduction in shareholder's funds	-	(111,476)
Shareholder's funds at beginning of period	230,985	342,461
Shareholder's funds at end of period	<u>230,985</u>	<u>230,985</u>

11 ULTIMATE PARENT UNDERTAKING

The immediate parent undertaking is Biffa (UK) Holdings Limited.

The Company's ultimate parent undertaking is Wasteholdco 1 Limited. The parent company of the smallest group to consolidate these financial statements is Biffa Group Holdings Limited. The parent company of the largest group to consolidate these financial statements is Wasteholdco 1 Limited. Following enactment of a scheme of arrangement on 30 January 2013, the Company's joint controlling parties are considered to be GL Europe Luxembourg SARL, Silver Oak Capital LLC and Sankanty European Investments SARL. Copies of Wasteholdco 1 Limited and Biffa Group Holdings Limited consolidated financial statements can be obtained from the company secretary at Ogier House, The Esplanade, St Helier, JE4 9WG.