Company Registration No. 03057012

Pennine Waste Management Limited

Report and Financial Statements

31 December 2012

Pennine Waste Management Limited

Report and financial statements 2012

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Pennine Waste Management Limited

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Officers and professional advisers

Directors

P Taylor
V F Orts-Llopis
A Serrano Minchan

Company Secretary

C Nunn

Registered Office

Ground Floor West
900 Pavilion Drive
Northampton Business Park
Northampton
NN4 7RG

Auditor

Deloitte LLP
2 New Street Square
London
EC4A 3BZ

Pennine Waste Management Limited

Directors' report

The Directors of Pennine Waste Management Limited (the "Company") present their annual report and the audited financial statements for the year ended 31 December 2012

Principal activity

The principal activity of the Company during the financial year ended 31 December 2012 was the operation of a waste transfer station and the composting of green waste

Directors

The following individuals served as Directors of the Company during the year ended 31 December 2012 and up to the date of this report

P Taylor
V F Orts-Llopis
A Serrano Minchan

Results and dividends

The results of the Company for the year ended 31 December 2012 are set out on page 6 The loss for the financial year ended 31 December 2012 amounted to £280,000 (2011 £99,000 profit) The Company did not pay an interim dividend during the year (2011 £nil) and furthermore, the Directors do not recommend the payment of a final dividend (2011 £nil) The loss (2011 profit) for the financial year has been withdrawn from (2011 transferred to) reserves, resulting in a corresponding decrease (2011 increase) in total shareholders' funds in the year

Going concern

The Directors, having assessed the responses of their enquiries to the immediate parent company, FCC Environment (UK) Limited ("FCC E UK"), have reviewed projected cash flows and continue to adopt the going concern basis in preparing the Directors' report and financial statements Full details of the going concern considerations can be found in note 1 of the notes to the financial statements

Financial risk management

The Company is exposed to financial risk through its financial assets and liabilities The most important components of financial risk are interest rate risk, credit risk and liquidity risk Due to the nature of the Company's activities and the assets contained within the Company's balance sheet, the only financial risks the Directors consider relevant to the Company are liquidity and credit risk

Liquidity and credit risk

The Company's exposure to credit and liquidity risk is reduced as it is a wholly owned subsidiary of FCC E UK and participates in a cash-pooling agreement with the other members of the Group Credit risk arises from the risk of having credit exposures to customers, including outstanding receivables The Company reviews the credit ratings of all significant customers regularly and continues to monitor the quality of debtor balances on an ongoing basis Liquidity risk is the risk that the Company does not have sufficient cash resources to meet its commitments The Company prepares and reviews cash flow forecasts frequently to ensure that it has sufficient resources to meet its cash flow commitments

Directors' indemnities

During the financial year, qualifying third party indemnity provisions for the benefit of all Directors of the Company were in force and continue to be in force at the date of this report Such provisions were made by the Company's ultimate parent undertaking, Fomento de Construcciones y Contratas, S A ("FCC")

Pennine Waste Management Limited

Directors' report (continued)

Disclosure of information to the auditor

The Directors who held office at the date of approval of this Directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditor is unaware, and each Director has taken all the steps that he ought to have taken as a Director to make himself 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 provisions of section 418 of the Companies Act 2006 (the "Act")

Auditor

Pursuant to section 487 of the Act, the auditor will be deemed to be reappointed annually by the Company and Deloitte LLP will therefore continue in office until further notice

Small Companies Exemption

The Company has taken advantage of the exemptions for small companies set out in s415A of the Act as amended by The Companies Act 2006 (Amendment) (Accounts and Reports) Regulations 2008 (2008/393), {reg 6(2)}

Approved by the Board of Directors
and signed on its behalf by

C Nunn
Company Secretary
19 June 2013

Directors' responsibilities statement

The Directors are responsible for preparing 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 estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards 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 adequate accounting records that are sufficient to show and explain the Company's transactions 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

Under applicable law and regulations, the Directors are also responsible for preparing a Directors' report that complies with that law and those regulations

The Directors are responsible for the maintenance and integrity of the corporate and financial information included on the Company's website Legislation in the UK governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions

Independent auditor's report to the members of Pennine Waste Management Limited

We have audited the financial statements of Pennine Waste Management Limited for the year ended 31 December 2012, which comprise of the profit and loss account, the balance sheet and the related notes 1 to 16 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 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 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 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 If we become aware of any apparent material misstatements or inconsistencies we consider the implication of 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 2012 and of its loss for the year 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

Opinion on matters prescribed by the Companies Act 2006

In our opinion the information 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, or
- the directors were not entitled to take advantage of the small companies exemption in preparing the directors' report

Makhan Chahal

Makhan Chahal (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom
21 June 2013

Pennine Waste Management Limited

Profit and loss account
Year ended 31 December 2012

	Notes	2012 £'000	2011 £'000
Turnover	2	**4,055**	3,360
Cost of sales		**(4,031)**	(3,028)
Gross profit		**24**	332
Administrative expenses		**(304)**	(233)
(Loss)/profit on ordinary activities before taxation	3	**(280)**	99
Tax on (loss)/profit on ordinary activities	5	**-**	-
(Loss)/profit for the financial year	11	**(280)**	99

All results are derived from continuing operations

There are no recognised gains and losses in either the financial year ended 31 December 2012 or previous financial year other than as stated in the profit and loss account Therefore, no separate statement of total recognised gains and losses has been presented

Pennine Waste Management Limited

Balance sheet
at 31 December 2012

	Notes	2012 £'000	2011 £'000
Fixed assets			
Tangible assets	6	**315**	1
Current assets			
Debtors amounts due within one year	7	**588**	1,218
Creditors: amounts falling due within one year	8	**(417)**	(453)
Net current assets		**171**	765
Net assets and total assets less current liabilities		**486**	766
Capital and reserves			
Called up share capital	10	**93**	93
Share premium	11	**463**	463
Profit and loss account	11	**(70)**	210
Shareholders' funds	12	**486**	766

The financial statements of Pennine Waste Management Limited, registered number 03057012 were approved by the Board of Directors on 19/6/2013

Signed on behalf of the Board of Directors

V F Orts-Llopis
Director

Notes to the financial statements
Year ended 31 December 2012

1. **Accounting policies**

These financial statements are prepared in accordance with applicable United Kingdom accounting standards

The following accounting policies have been applied consistently in both the current and previous financial year in dealing with items which are considered material in relation to the financial statements

Accounting convention

The financial statements are prepared under the historical cost convention

Going concern

The Directors, having assessed the responses of their enquiries to the immediate parent company, FCC E UK (and consequently FCC), have reviewed projected cash flows and continue to adopt the going concern basis in preparing the Directors' report and financial statements, despite the current uncertain economic outlook

Cash flow statement

The Company has taken advantage of the exemption, conferred by Financial Reporting Standard 1 (Revised), from presenting a cash flow statement as it is a wholly owned subsidiary in a group which has prepared a consolidated cash flow statement

Turnover

Turnover is stated net of value added tax and trade discounts but inclusive of landfill tax where applicable Turnover from the supply of services represents the value of services provided under contracts to the extent that there is a right to consideration and is recorded at the value of the consideration due Turnover is recognised in respect of waste disposal services when the waste has been received and disposed of Where payments are received from customers in advance of services provided, the amounts are recorded as deferred income and included as part of creditors due within one year

Tangible fixed assets

Tangible fixed assets are stated at cost Depreciation is provided on tangible fixed assets in use at rates calculated to write off the cost less residual value of assets as follows

Freehold property	-	over 25 years
Plant and machinery	-	over 5 years

Taxation

Current tax, including UK corporation tax and foreign 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

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements

A net deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Pennine Waste Management Limited

Notes to the financial statements
Year ended 31 December 2012

1. Accounting policies (continued)

Taxation (continued)

Deferred tax is not recognised when fixed assets are revalued unless by the balance sheet date there is a binding agreement to sell the revalued assets and the gain or loss expected to arise on sale has been recognised in the financial statements Neither is deferred tax recognised when fixed assets are sold and it is more likely than not that the taxable gain will be rolled over, being charged to tax only if and when the replacement assets are sold

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date Deferred tax is measured on a non-discounted basis

Leases

Operating lease rentals are charged to the profit and loss account on a straight-line basis over the lease term

2. Turnover

All turnover was generated in the United Kingdom principally from the operation of a waste transfer station and the composting of green waste

3. (Loss)/profit on ordinary activities before taxation

	2012 £'000	2011 £'000
(Loss)/profit on ordinary activities before taxation is stated after charging/(crediting).		
Depreciation of tangible fixed assets – owned	**1**	1
Profit on disposal of fixed assets	**-**	(6)
Operating leases – plant and machinery	**15**	21

Auditor's remuneration in respect of audit fees totalling £5,000 (2011 £5,000) has been borne by FCC Recycling (UK) Limited, a fellow subsidiary undertaking of FCC E UK

4. Information regarding Directors and employees

None of the Directors received any remuneration or other benefits through the Company during the year ended 31 December 2012 or the previous financial year They are all remunerated as Directors or employees of FCC E UK for services to the Group as a whole and as such it is not possible to directly attribute any element of their remuneration to services as a director of this company

	2012 £'000	2011 £'000
Wages and salaries	**116**	45
Social security costs	**10**	3
	126	48
	No.	No
The average number of employees (excluding Directors) during the year was	**7**	1

Notes to the financial statements
Year ended 31 December 2012

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

	2012	2011
	£'000	£'000
Corporation tax		
United Kingdom corporation tax at 24 5% (2011 26 5%) based on (losses)/profits for the year	-	-
Deferred tax		
Timing differences, origination and reversal	-	-
Tax on (loss)/profit on ordinary activities	-	-

The total current tax position for the current and previous year differs from the average standard rate of 24 5% (2011 26 5%) for the reasons set out in the following reconciliation

	2012	**2011**
	£'000	**£'000**
(Loss)/profit on ordinary activities before taxation	**(280)**	99
Tax on (loss)/profit on ordinary activities at average standard rate	**(69)**	26
Factors affecting charge		
Group relief surrendered/(claimed)	**69**	(25)
Depreciation in excess of capital allowances	-	(1)
Total current tax	-	-

A number of changes to the UK Corporation Tax system were announced in the March 2012 Budget Statement The Finance Act 2012 enacted on 17 July 2012 included legislation to reduce the main rate of corporation tax from 26% to 24% from 1 April 2012 and a further reduction from 24% to 23% from 1 April 2013

A further 2% reduction to the main rate to 21% from 1 April 2014 was announced in the Chancellor's 2012 Autumn statement which was reaffirmed in the 2013 Budget together with the announcement of a further 1% reduction to 20% from 1 April 2015 As these changes have not been substantively enacted at the balance sheet date they are not included in these financial statements

Notes to the financial statements
Year ended 31 December 2012

6. Tangible fixed assets

	Freehold land and buildings £'000	Plant and machinery £'000	Total £'000
Cost			
At 1 January 2012	366	29	395
Additions	315	-	315
At 31 December 2012	681	29	710
Depreciation			
At 1 January 2012	365	29	394
Charge for the year	1	-	1
At 31 December 2012	366	29	395
Net book value			
At 31 December 2012	**315**	**-**	**315**
At 31 December 2011	1	-	1

7. Debtors: amounts falling due within one year

	2012 £'000	2011 £'000
Trade debtors	**322**	289
Amounts due from fellow subsidiary undertakings	**259**	867
Prepayments	**7**	62
	588	1,218

8. Creditors· amounts due within one year

	2012 £'000	2011 £'000
Trade creditors	**76**	124
Amounts due to fellow subsidiary undertakings	**329**	329
Accruals	**12**	-
	417	453

Notes to the financial statements
Year ended 31 December 2012

9. Provisions for liabilities

	Unprovided	
	2012	2011
	£'000	£'000
Deferred tax		
Depreciation in excess of capital allowances	-	(1)

In the previous year the Company had unprovided deferred tax assets as there was insufficient certainty as to whether events would materialise to crystallise the deferred tax The Company has no provided or unprovided deferred tax in the current year

10. Called up share capital

	2012	2011
	£	£
Authorised		
100,000 ordinary shares of £1 each	**100,000**	100,000
Called up, allotted and fully paid		
92,626 ordinary shares of £1 each	**92,626**	92,626

11. Reserves

	Share premium account £'000	Profit and loss account £'000	Total £'000
At 1 January 2012	463	210	673
Loss for the financial year	-	(280)	(280)
At 31 December 2012	**463**	**(70)**	**393**

12. Reconciliation of movements in shareholders' funds

	2012	2011
	£'000	£'000
(Loss)/profit for the financial year	**(280)**	99
Opening shareholders' funds	**766**	667
Closing shareholders' funds	**486**	766

13. Contingent liabilities

The Company is a member of a group VAT registration and as such has contingent liabilities for VAT in respect of other members of the Group

14. Operating lease commitments

At 31 December 2012 the Company had no operating lease commitments (2011 £nil)

15. Related party transactions

The Directors regard all subsidiaries of FCC as related parties In the ordinary course of business, the Company has traded with fellow subsidiaries of FCC

The Company has taken advantage of the exemption conferred by FRS 8 from disclosing details of those transactions with other wholly owned subsidiaries of FCC

16. Ultimate parent company

The immediate parent of the Company is FCC Environment (UK) Limited, a company registered in England and Wales

The Directors regard Fomento de Construcciones y Contratas, S A , a company registered in Spain, as the ultimate parent company and Esther Koplowitz Romero de Juseu to be the ultimate controlling party

Fomento de Construcciones y Contratas, S A is the parent company of the largest group of which the Company is a member and for which group accounts are drawn up FCC Environment (UK) Limited is the parent company of the smallest group of which the Company is a member and for which group accounts are drawn up Copies of the financial statements of both FCC Environment (UK) Limited and Fomento de Construcciones y Contratas, S A are available from the Company Secretary, Ground Floor West, 900 Pavilion Drive, Northampton Business Park, Northampton, NN4 7RG