Report and financial statements

For the year ended 31 December 2007

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# **REPORT AND FINANCIAL STATEMENTS 2007**

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# OFFICERS AND PROFESSIONAL ADVISERS

### **DIRECTORS**

FOCSA Services (UK) Limited Urbaser Limited

### **SECRETARY**

Clifford Chance Secretaries Limited

## REGISTERED OFFICE

106 High Street Evesham Worcestershire WR11 4EL

## **BANKERS**

HSBC Bank plc 32 Bridge Street Evesham Worcestershire WR11 4RV

## **SOLICITORS**

Rickerbys Ellenborough House Wellington Street Cheltenham Gloucestershire GL50 1YD

## **AUDITORS**

Deloitte & Touche LLP Chartered Accountants and Registered Auditors Manchester United Kingdom

# **DIRECTORS' REPORT**

The directors present their annual report and audited financial statements for the year ended 31 December 2007

#### PRINCIPAL ACTIVITIES

The Company operates all of the waste management facilities of Mercia Waste Management Limited ("Mercia"), a fellow associated undertaking of the Company, under the terms of an Operating and Maintenance Agreement The Company is responsible for performing the obligations of Mercia for a management fee In addition, reimbursable operating costs are received from Mercia

In addition, via Construction Management Agreement, the Company co-ordinates the design and construction of new facilities as required for the Councils of Herefordshire and Worcestershire ("the Councils")

### **BUSINESS REVIEW, DEVELOPMENTS AND PROSPECTS**

As shown in the Company's profit and loss account on page 6, the company's sales have increased by 16 8% from the prior year (2006 6 3%) Sales performance for the company is in line with expectations

The balance sheet on page 8 of the financial statements shows the company's financial position at the year end The reduction in net assets (2006 – same) is attributed to the actuarial losses of £28,000 (2006 - £46,200) recognised in respect of the defined benefit pension scheme as offset by the profit for the year of £24,536 (2006 - £20,815)

The company's cash levels have decreased by £971,148 from £2,400,536 at the end of 2006 to £1,429,388 at the end of the current financial year. This movement in cash is largely driven by the timing of debtor receipts at the year end as compared to 2006. This is reflected in the increase of debtor days from 56.9 in 2006 to 75.1 in 2007.

The directors confirm that there are no significant events arising since the balance sheet date

Management expect trade for 2008 to continue at similar levels to those achieved in 2007

### RESULTS AND DIVIDENDS

The results for the year are set out on page 6 The directors do not recommend payment of a dividend (2006 – £nil) and the retained profit of £24,536 (2006 - £20,815) has been transferred to reserves

### PRINCIPAL RISKS AND UNCERTAINTIES

Management consider that operational risks faced by the Company are mitigated by the long-term contract held with Mercia

The deficit arising on the defined benefit scheme within the Company is a further financial risk for the company Management consider that this risk is controlled through planning and consultation with actuarial advisers to ensure that contributions are sufficient to mitigate the movements in the deficit during the year

### DIRECTORS AND THEIR INTERESTS

The directors who served during the year were as follows

FOCSA Services (UK) Ltd

Urbaser Limited

There are no interests to be disclosed under Schedule 7 of the Companies Act 1985

### **DIRECTORS' REPORT**

### **AUDITORS**

In the case of each of the persons who are directors of the company at the date when this report is approved

- so far as each of the directors is aware, there is no relevant audit of which the company's auditors are unaware and
- each of the directors has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

The confirmation is given and should be interpreted in accordance with the provisions of s234ZA of the Companies Act 1985

Delotte & Touche LLP have expressed their willingness to continue as the company's auditors and a resolution to re-appoint them will be proposed at the forthcoming Annual General Meeting in accordance with section 384 of the Companies Act 1985

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

Javier Peiro

On behalf of Urbaser Limited

Director

23/04/2008

### STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable laws 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). The financial statements are required by law to 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 those 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 United Kingdom accounting standards have been followed, 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 proper accounting records which 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 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

## INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF

### SEVERN WASTE SERVICES LIMITED

We have audited the financial statements of Severn Waste Services Limited for the year ended 31 December 2007 which comprise the profit and loss account, the statement of total recognised gains and losses, the reconciliation of movements in shareholders' funds, the balance sheet, the cash flow statement and the related notes 1 to 17 These financial statements have been prepared under the accounting policies set out therein

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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 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 members as a body for our audit work, for this report, or for the opinions we have formed

### Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the directors' report is consistent with the financial statements. In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions is not disclosed.

We read the directors' report and consider the implications for our report if we become aware of any apparent misstatements within it

### Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed

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 31 December 2007 and of its profit for the year then ended,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and

• the information given in the directors' report is consistent with the financial statements

Deloitte & Touche LLP

Chartered Accountants and Registered Auditors

Manchester, United Kingdom

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# PROFIT AND LOSS ACCOUNT Year ended 31 December 2007

	Note	2007 £	2006 £
TURNOVER	2	17,390,251	14,888,745
Cost of sales		(14,264,986)	(11,893,430)
GROSS PROFIT		3,125,265	2,995,315
Administrative expenses		(3,117,340)	
OPERATING PROFIT	4	7,925	8,000
Interest receivable and similar income	5	43,712	32,726
Other finance charges	17	(8,000)	(8,000)
PROFIT ON ORDINARY ACTIVITIES			
BEFORE TAXATION		43,637	32,726
Tax on profit on ordinary activities	6	(19,101)	(11,911)
PROFIT ON ORDINARY ACTIVITIES AFTER		<del></del>	<del></del>
TAXATION FOR THE FINANCIAL YEAR	10	24,536	20,815

# STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES Year ended 31 December 2007

		2007	2006
	Note	£	£
Profit for the financial year	10	24,536	20,815
Actuarial losses relating to the pension scheme	17	(35,000)	(57,000)
UK deferred tax attributable to actuarial gains and losses			
relating to the pension scheme		7,000	10,800
Total recognised losses related to the year		(3,464)	(25,385)

# **RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS 31 December 2007**

	2007 £	2006 £
Profit for the financial year Net recognised losses for the year	24,536 (28,000)	20,815 (46,200)
Opening shareholders' funds	(3,464) 278,442	(25,385) 303,827
Closing shareholders' funds	274,978	278,442

# BALANCE SHEET 31 December 2007

		2007	2006
	Note	£	£
CURRENT ASSETS			
Debtors	7	3,579,619	2,322,090
Cash at bank and in hand		1,429,388	2,400,536
		5,009,007	4,722,626
CREDITORS amounts falling due within one year	8	(4,609,029)	(4,312,684)
NET ASSETS EXCLUDING PENSION LIABILITY		399,978	409 942
PENSION LIABILITY	17	(125,000)	(131,500)
NET ASSETS INCLUDING PENSION LIABILITY		274,978	278,442
CAPITAL AND RESERVES			
Called up share capital	9	250,000	250 000
Profit and loss account	10	24,978	28,442
IOTAL SHAREHOLDERS' FUNDS		274,978	278 442

These financial statements were approved by the Board of Directors on 23/04/2008

Signed on behalf of the Board of Directors

Javier Peiro

For and on behalf of Urbaser Limited

Director

# CASH FLOW STATEMENT Year ended 31 December 2007

	Note	2007 £	2006 £
Net cash (outflow)/inflow from operating activities	13	(1,014,538)	838,183
Returns on investments and servicing of finance	14	43,712	32,726
Taxation Corporation tax paid		(322)	(22,594)
Net cash (outflow)/inflow before financing	15	(971,148)	848,315
(Decrease)/increase in cash	15	(971,148)	848,315

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2007

#### 1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable United Kingdom accounting standards. The particular accounting policies adopted are described below. They have all been applied consistently throughout the current and preceding year.

#### Accounting convention

The financial statements are prepared under the historical cost convention

#### Taxation

Current tax, including UK corporation 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 when, 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

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 income in equal annual amounts over the lease term

#### Pension costs

The company accounts for pension costs in accordance with FRS 17 "Retirement Benefits"

For defined benefit schemes the amounts charged to operating profit are the current service costs and gains and losses on settlements and curtailments. They are included as part of staff costs. Past service costs are recognised immediately in the profit and loss account if the benefits have vested. If the benefits have not vested immediately, the costs are recognised over the period until vesting occurs. The interest cost and the expected return on assets are shown as a net amount of other financial costs or credits adjacent to interest. Actuarial gains and losses are recognised immediately in the statement of total recognised gains and losses.

The defined benefit scheme is funded, with the assets held separately from those of the company, in separate trustee administered funds. Pension scheme assets are measured at fair value and liabilities are measured on an actuarial basis using the projected unit method and discounted at a rate equivalent to the current rate of return on a high quality corporate bond of equivalent currency and term to the scheme liabilities. The actuarial valuations are obtained at least triennially and are updated at each balance sheet date. The resulting defined benefit asset or liability, net of the related deferred tax, is presented separately after other net assets on the face of the balance sheet.

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2007

### 1. ACCOUNTING POLICIES

## Pension costs (continued)

In addition, the company contributes towards the personal pension plans of certain categories of employees for which the amount charged to the profit and loss account in respect of pension costs is the contributions payable in the year. Differences between contributions payable in the year and contributions actually paid are shown as either accruals or prepayments in the balance sheet.

### 2. TURNOVER

All turnover was derived within the UK from sales to the company's fellow associated undertaking, Mercia Waste Management Limited (see note 16)

### 3. INFORMATION REGARDING DIRECTORS AND EMPLOYEES

The directors received remuneration by way of management fees from the company for their services during the current or preceding year. Full disclosure is detailed in note 16

		2007 No.	2006 No.
	Average number of persons employed	140.	110.
	Technical and administrative	20	20
	Operational	196	191
		216	211
		2007	2006
		£	£
	Staff costs during the year		
	Wages and salaries	3,932,019	3,721,173
	Social security costs	355,959	338,899
	Pension costs	61,644	61,505
		4,349,622	4,121,577
4.	OPERATING PROFIT		
		2007	2006
		£	£
	Operating profit is stated after charging.		
	Rentals under operating leases		
	Hire of plant and machinery	61,277	32,718
	Other operating leases	61,596	42,039
	Auditors' remuneration for audit services	10,000	9,450
5.	INTEREST RECEIVABLE		
		2007	2006
		£	£
	Bank interest	43,712	32,726

2006

2007

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2007

# 6. TAX ON PROFIT ON ORDINARY ACTIVITIES

The tax charge comprises

2007	2006
£	£
11,594	3,746
(1,108)	
10,486	3,746
663	7,965
(55)	-
607	(2,100)
7,400	2,300
19,101	11,911
	11,594 (1,108) 10,486 663 (55) 607 7,400

The difference between the total current tax shown above and the amount calculated by applying the standard rate of UK corporation tax to the profit before tax is as follows

	2007 £	2006 £
Profit on ordinary activities before tax	43,637	32,726
Tax on profit on ordinary activities at standard UK		
corporation tax rate of 20% (2006 – 30%)	8,727	9,818
Effects of		
Expenses not deductible for tax purposes	3,169	4,062
Capital allowances in excess of depreciation	(30)	(59)
Marginal relief	-	(2,169)
Movement in short term timing differences	(134)	(7,906)
Adjustment in respect of prior periods	(1,108)	-
Effects of other tax rate/credits	(138)	-
	10,486	3,746

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2007

7	DEBTORS		
		2007 £	2006 £
	Amounts owed by fellow associated company (note 16)	3,327,069	2,160,144
	Other debtors Prepayments and accrued income	807 251,303	5,647 154,644
	Deferred tax	440	1,655
		3,579,619	2,322,090
8	CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR		
		2007 £	2006 £
	Trade creditors	483,191	853,163
	Amounts owed to joint venture shareholders (note 16)	2,383,926	2,286,933
	Other taxes and social security	100,694	95,346
	UK corporation tax	14,237	4,073
	VAT payable	138,341	5,675
	Other creditors	317,929	277,358
	Accruals and deferred income	1,170,711	790,136
		4,609,029	4,312,684
9.	CALLED UP SHARE CAPITAL		
		2007	2006
		£	£
	Authorised		
	250,000 ordinary shares of £1 each	250,000	250,000
	Called up, allotted and fully paid		
	250,000 ordinary shares of £1 each	250,000	250,000
10.	RESERVES		
			Profit and
			loss
			account £
	As at 1 January 2007		28,442
	Profit for the financial year		24,536
	Actuarial losses relating to the pension scheme		(28,000)
	As at 31 December 2007		24,978

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2007

## 11 FINANCIAL COMMITMENTS

## Operating lease commutments

	2007 Land and buildings £	2006 Land and buildings £
Leases which expire Within one year Within two to five years	24,012	27,767
After five years	18,889	7,850
	42,901	35,617

## 12. CONTROLLING PARTY

Net cash inflow from interest received

14.

There is no ultimate controlling party as the company is jointly owned by FOCSA Services (UK) Limited and Urbaser Limited

# 13. RECONCILIATION OF OPERATING PROFIT TO OPERATING CASH FLOWS

	2007 £	2006 £
Operating profit	7,925	8,000
Current pension service cost	38,000	37,000
(Increase)/decrease in debtors	(1,258,744)	655,166
Increase in creditors	286,281	195,017
Movement in pension commitment	(88,000)	(57,000)
Net cash (outflow)/inflow from operating activities	(1,014,538)	838,183
ANALYSIS OF CASH FLOWS		
Returns on investments and servicing of finance		
	2007	2006
	£	£

32,726

43,712

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2007

#### 15. ANALYSIS AND RECONCILIATION OF NET FUNDS

	2006 £	Cash flow £	2007 £
Cash at bank and in hand	2,400,536	(971,148)	1,429,388
Net funds	2,400,536	(971,148)	1,429,388
		2007 £	2006 £
(Decrease)/increase in cash in the year		(971,148)	848,315
Movement in net funds in the year Net funds at beginning of the year		(971,148) 2,400,536	848,315 1,552,221
Net funds at end of the year		1,429,388	2,400,536

### 16 RELATED PARTY TRANSACTIONS

In 1999, Mercia Waste Management Limited ("Mercia"), a fellow associated undertaking of the company, appointed the company to operate all of Mercia's planned and existing waste management installations under the terms of an Operating and Maintenance Agreement. The company is responsible for performing the obligations of Mercia within the operating budget agreed by Mercia and received a fee of £ 17,390,251 for this in the year (2006 - £14,888,745)

The trading balance due from Mercia at 31 December 2007 was £3,327,069 (2006 - £2,160,144)

FOCSA (UK) Limited and Urbaser Limited are the joint venture shareholders of Severn Waste Services Limited

The company was charged management and advisory fees by FOCSA Services (UK) Limited of £1,588,670 (2006 - £1,493,657) The amount owed by the company to FOCSA Services (UK) Limited at 31 December 2007 was £1,191,963 (2006 - £1,143,467)

The company was charged management and advisory fees by Urbaser Limited of £1,588,670 (2006 - £1,493,657) The amounts owed by the company to Urbaser Limited at 31 December 2007 was £1,191,963 (2006 - £1,143,467)

Both of the above management fees were recharged to Mercia as part of the Operating and Maintenance Agreement and are included in the fee received in the current and prior year

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2007

### 17. PENSION COSTS

The company provides the following pension arrangements

A grouped personal pension scheme arrangement where the company makes contributions to certain employees' personal pension plans held with Prudential Assurance. The cost of the scheme was £23,644 (2006 - £24,505)

The pension cost of the defined benefit scheme is assessed in accordance with the advice of a qualified independent actuary using the projected unit method. The latest full actuarial assessment of the scheme was at 1 January 2006 and this has been updated to 31 December 2007.

The latest FRS 17 actuarial valuation of the Severn Waste Services Limited scheme, as at 31 December 2007, shows a deficit of £156,000 (2006 - £163,000)

The contributions made by the employer into the defined benefit scheme over the financial period have been £88,000 (2006 - £57,000) equivalent to 28 3% of Pensionable Salaries to 31 December 2007 (2006 - 25 9%) The contribution rate is to continue until reviewed following the triennial valuation of the scheme due as at 1 January 2009 As the scheme is closed to new entrants, the current service cost as a percentage of pensionable payroll is likely to increase as the membership ages, although it will be applied to a decreasing pensionable payroll

The assumptions used by the actuary are the best estimates chosen from a range of possible actuarial assumptions which, due to the timescale covered may not necessarily be borne out in practice

### Actuarial assumptions

	2007	2006	2005	
Rate of increase in salaries	4 2%	4 0%	3 0%	
Rate of increase in pensions in payment	3 4%	3 2%	3 0%	
Discount rate	5 8%	5 0%	5 1%	
Inflation assumption	3 4%	3 2%	3 0%	
Rate of revaluation for deferred pensioners	3 4%	3 2%	3 0%	

# Fair Value of Assets and Present Value of Liabilities and Expected Rates of Return

	Expected rate of return at 31 December 2007	at	Expected rate of return at 31 December 2006	Market value at 31 December 2006 £'000	Expected rate of return at 31 December 2005	Market value at 31 December 2005 £'000
Equities	7 0%	58	6 5%	51	6 5%	48
Bonds	4 0%	58	4 0%	139	4 0%	243
Cash	4 75%	16	4 0%	98	4 0%	37
		132		288		328

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2007

# 17. PENSION COSTS (continued)

Reconciliation of pension scheme assets and liabilities			
•	2007 £'000	2006 £'000	2005 £'000
Market value of scheme assets Present value of scheme habilities	132 (288)	288 (451)	328 (446)
Deficit in the scheme Related deferred tax	(156) 31	(163)	(118) 23
Net pension deficit	(125)	(132)	(95)
Analysis of the amounts charged to operating profit			
		2007 £'000	2006 £'000
Current service cost		(38)	(37)
Total included within operating profit		(38)	(37)
Analysis of the amount included as other finance char	ges		
		2007 £'000	2006 £'000
Expected return on pension scheme assets Interest on pension scheme liabilities		10 (18)	14 (22)
Net finance charge		(8)	(8)
Analysis of the actuarial gain in the statement of total	recognised gains	and losses	
		2007 £'000	2006 £'000
Actual return less expected return on pension scheme assi Experience gains and losses arising on the scheme liabilit Changes in assumptions underlying the present value of		(43) (2)	(3) (39)
the scheme liabilities			(15)
Total actuarial gains and losses recognised in the STRGL	,	(35)	(57)

# NOTES TO THE FINANCIAL STATEMENTS Year ended 31 December 2007

# 17. PENSION COSTS (continued)

History of experience gains and losses

	2007 £'000	2006 £'000	2005 £'000	2004 £'000	2003 £'000
Difference between the expected and actual					
return on scheme assets	(43)	(3)	-	(10)	2
As a percentage of scheme assets	(32 6%)	(10%)	0%	(4%)	1%
Experience gains and losses arising on scheme					
liabilities	(2)	(39)	32	(4)	(11)
As a percentage of the present value of the					
scheme liabilities	(0 7%)	(8 6%)	7%	(1%)	(3%)
Effects of changes in demographic and					
financial assumptions underlying the present	10	(15)	(26)	-	(33)
value of scheme liabilities	3 5%	(3 3%)	(6%)	0%	(10%)
Total actuarial gain in the statement of total					
recognised gains and losses	(35)	(57)	6	(14)	(42)
As a percentage of the present value of scheme					
liabilities	(12 2%)	(12 6%)	(1%)	(4%)	(13%)
Movement in scheme deficit during the year					
				2007	2006
				£'000	£'000
Deficit at 1 January				(163)	(118)
Current service cost				(38)	(37)
Net finance charge				(8)	(8)
Contributions				88	57
Actuarial loss				(35)	(57)
Deficit at 31 December			<del></del> -	(156)	(163)