**Report and Financial Statements** 

**31 December 2005** 



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# REPORT AND FINANCIAL STATEMENTS 2005

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# **REPORT AND FINANCIAL STATEMENTS 2005**

# OFFICERS AND PROFESSIONAL ADVISERS

### DIRECTORS

N McDiarmid G R Nixon

# SECRETARY

N McDiarmid

# **REGISTERED OFFICE**

Water Street Newcastle upon Tyne NE4 7AX

# **BANKERS**

HSBC 189 High Street Gosforth Newcastle upon Tyne NE3 1HE

# **SOLICITORS**

Eversheds LLP Central Square South Orchard Street Newcastle upon Tyne NE1 3XX

# **AUDITORS**

Deloitte & Touche LLP Chartered Accountants and Registered Auditors Newcastle upon Tyne

### **DIRECTORS' REPORT**

The directors present their annual report on the affairs of the company together with the financial statements and auditors' report for the nine months ended 31 December 2005.

#### PRINCIPAL ACTIVITIES

The principal activities of the company during the period were the hiring out of portable toilets and also site accommodation units.

#### REVIEW OF DEVELOPMENTS

On 31 March 2005, the shares of the company were acquired by John Nixon Limited.

On 31 December 2005 the trade, employees, assets and liabilities were hived up into John Nixon Limited.

#### **DIRECTORS AND THEIR INTERESTS**

The directors who served throughout the year were as follows:

N McDiarmid (appointed 31 March 2005) G R Nixon (appointed 31 March 2005)

No directors had any interests in the ordinary shares of the company as all shares are owned by John Nixon Limited.

In addition, the following who served as directors of the company resigned during the period:

K O Pugh (retired 31 March 2005) S G Pugh (retired 31 March 2005)

#### **AUDITORS**

Deloitte & Touche LLP were appointed as auditors of the company on 1 October 2005.

Deloitte & Touche LLP have expressed their willingness to continue in office as auditors and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting.

#### SMALL COMPANY PROVISIONS

This report has been prepared in accordance with the special provisions for small companies under Part VII of the Companies Act 1985.

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

N.M. Diamid

N McDiarmid

6 October 2006

### STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual Report and the financial statements. The directors have chosen to prepare the accounts for the company in accordance with United Kingdom Generally Accepted Accounting Practice.

Company law requires the directors to prepare such financial statements for each financial year which give a true and fair view in accordance with United Kingdom Generally Accepted Accounting Practice of the state of affairs of the company and of the profit or loss of the company for that period and comply with UK GAAP and the Companies Act 1985. In preparing those financial statements, the directors are required to:

- (a) select suitable accounting policies and then apply them consistently;
- (b) make judgements and estimates that are reasonable and prudent;

N. M. Diarmid

- (c) state whether applicable accounting standards have been followed;
- (d) 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 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.

6 October 2006

# **Deloitte**

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF OWEN PUGH (SITE ACCOMMODATION) LIMITED

We have audited the financial statements of Owen Pugh (Site Accommodation) Limited for the nine month period ended 31 December 2005 which comprise the profit and loss account, the balance sheet and the related notes 1 to 14. 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

As described in the statement of directors' responsibilities the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant United Kingdom 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 in accordance with the relevant financial reporting framework and are properly prepared in accordance with the Companies Act 1985. We report to you whether in our opinion the information given in the directors' report is consistent with the financial statements if 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 other transactions is not disclosed.

We read the directors' report for the above period and consider the implications for our report if we became aware of any apparent misstatements or material inconsistencies with the financial statements.

#### 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 2005 and of its profit for the period then ended;
- the financial statements have been properly prepared in accordance with the Companies Act 1985 applicable to small companies;
- the information given in the directors' report is consistent with the financial statements.

Deloitte & Touche LLP

Chartered Accountants and Registered Auditors Newcastle upon Tyne, United Kingdom

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# PROFIT AND LOSS ACCOUNT Nine month period ended 31 December 2005

	Note	Nine month period ended 31 December 2005 £	Year ended 31 March 2005 £
TURNOVER Cost of sales	2	754,478 (571,716)	1,410,453 (1,060,319)
Gross profit		182,762	350,134
Administrative expenses		(131,267)	(195,251)
OPERATING PROFIT	3	51,495	154,883
Tax on profit on ordinary activities	4	1,084	(48,404)
PROFIT FOR THE FINANCIAL PERIOD / YEAR AFTER TAXATION TRANSFERRED TO RESERVES	13	52,579	106,479

On 31 December 2005 all trade and assets were hived up to John Nixon Limited. Consequently, all activities are to discontinue.

There are no recognised gains or losses for the current period or preceding financial year other than as stated in the profit and loss account. Accordingly, no separate statement of total recognised gains and losses is presented.

# BALANCE SHEET 31 December 2005

	Note	31 December 2005	31 March 2005
		£	£
FIXED ASSETS			
Intangible assets	5	<u>-</u>	47,917
Tangible assets	6	-	170,222
		-	218,139
CURRENT ASSETS			
Stocks		<u>-</u>	7,000
Debtors	7	188,956	316,534
Cash at bank and in hand		112,236	50,892
		<del></del>	
		301,192	374,426
CREDITORS: amounts falling due within			
one year	8	_	(327,550)
NET CURRENT ASSETS		-	46,876
TOTAL ASSETS LESS CURRENT			
LIABILITIES		_	265,015
<b>_</b>			200,010
PROVISIONS FOR LIABILITIES AND			
CHARGES	10	-	(16,402)
NET ASSETS		201 102	249 612
NET ASSETS		301,192	248,613
CAPITAL AND RESERVES			
Called up share capital	12	2	2
Profit and loss account	13	301,190	248,611
TOTAL EQUITY SHAREHOLDERS'			
FUNDS		301,192	248,613
		301,192 ======	=====

These financial statements were approved by the Board of Directors on ( October 5006) Signed on behalf of the Board of Directors

N. M. Rarind

N McDiarmid Director

#### NOTES TO THE ACCOUNTS

# Nine month period ended 31 December 2005

#### 1. ACCOUNTING POLICIES

The principal accounting policies are summarised below. They have all been adopted consistently in the current period and preceding financial year.

#### Basis of accounting

The financial statements are prepared under the historical cost convention and in accordance with applicable accounting policies.

#### Goodwill

Goodwill is capitalised as an intangible fixed asset in the balance sheet, and is written off on a straight line basis over its useful economic life of 5 years.

#### Fixed assets

All fixed assets are initially recorded at cost.

#### Depreciation

Depreciation is provided on all tangible fixed assets, at rates calculated to write off the cost, less estimated residual value based on prices prevailing at the date of acquisition of each asset evenly over its expected useful life, as follows:

Plant and machinery

over 5 years

Motor vehicles

over 5 years

#### Stocks

Stocks represent certain materials and spare parts and are stated at estimated cost on a first in first out basis.

#### **Deferred 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 provided in full on all timing differences arising from the inclusion of gains and losses in tax assessment periods different from those in which they are recognised in the financial statements, that have originated but not reversed at the balance sheet date, calculated at the average rate at which it is expected that the tax will arise. Deferred tax assets are recognised to the extent that it is regarded as more likely than not that they will be recovered. Deferred tax assets and liabilities are not discounted.

#### Pension costs

The company contributes to defined pension schemes for its employees and directors. Contributions are charged to the profit and loss account as they become payable in accordance with the rules of the schemes.

### Cashflow statements

The company is exempt from the requirement of FRS 1 to include a cashflow statement as part of its accounts as it is a wholly owned subsidiary of a company preparing consolidated accounts which include a consolidated cashflow statement.

### 2. TURNOVER

Turnover represents amounts derived from the provision of goods and services which fall within the company's ordinary activities after deduction of trade discounts and value added tax. Turnover is recognised as goods are delivered and services rendered to customers.

The turnover, all of which arose in the United Kingdom, and pre-tax profits are attributable to the hiring of toilets and storage units.

# NOTES TO THE ACCOUNTS Nine month period ended 31 December 2005

# 3. OPERATING PROFIT

	Nine month period ended 31 December 2005 £	Year ended 31 March 2005 £
Operating profit is after charging:		
Auditors' remuneration – fees	2,500	700
Staff pension contributions	3,011	5,735
Depreciation of owned fixed assets	35,218	70,171
Amortisation of goodwill	18,750	25,000
Profit on disposal of fixed assets	(16,820)	(25,707)

No directors were remunerated in the current period or previous financial year.

# 4. TAX ON PROFIT ON ORDINARY ACTIVITIES

i) Analysis of tax charge on ordinary activities

	Nine month period ended 31 December 2005	Year ended 31 March 2005
Current tax:		
United Kingdom corporation tax at 30% (31 March		
2005 – 30%) based on the profit for the period	12,938	47,285
Adjustment in respect of previous periods	2,380	
	15,318	47,285
Deferred tax		
Timing differences, origination and reversal	(16,402)	1,119
Total tax on profit on ordinary activities	(1,084)	48,404

# ii) Factors affecting tax charge for the current period

The tax assessed for the period/year is lower than that resulting from applying the standard rate of corporation tax in the UK -30% (31 March 2005 -30%). The differences are explained below:

	Nine month period ended 31 December 2005	Year ended 31 March 2005
Profit on ordinary activities before tax	51,495	154,883
Tax at 30% thereon	15,449	46,465
Expenses not deductible for tax purposes	579	7,500
Capital allowances in excess of depreciation	4,402	(1,119)
Adjustment to tax charge in respect of previous		
periods	2,380	-
Effect of other tax rates/credits	(7,492)	(5,561)
Current tax charge for period/year	15,318	47,285

# NOTES TO THE ACCOUNTS Nine month period ended 31 December 2005

### 5. INTANGIBLE FIXED ASSETS

Goodwill £
125,000
77,083
18,750
29,167
125,000
47,917

Goodwill is being written off in equal annual instalments over its estimated economic life of 5 years, and relates to the trade and business acquired from Owen Pugh & Company Limited.

# 6. TANGIBLE FIXED ASSETS

	Plant and machinery £	Motor vehicles £	Total £
Cost			
At 1 April 2005	342,435	15,952	358,387
Disposals	-	(3,843)	(3,843)
Transferred to John Nixon Limited	(342,435)	(12,109)	(354,544)
At 31 December 2005	<u> </u>		
Accumulated depreciation			
At 1 April 2005	178,595	9,570	188,165
Provided during the period	34,029	1,189	35,218
Disposals	-	(2,495)	(2,495)
Transferred to John Nixon Limited	(212,624)	(8,264)	(220,888)
At 31 December 2005	<del>_</del>		
Net book value			
At 31 December 2005	_	-	-
At 31 March 2005	163,840	6,382	170,222
	<del></del>		-

Plant and machinery relates to portable toilets and site accommodation units which are hired or leased to customers on various hire and leasing arrangements.

# NOTES TO THE ACCOUNTS Nine month period ended 31 December 2005

### 7. **DEBTORS**

8.

	31 December	31 March
	2005	2005
	£	£
Trade debtors	_	294,260
Amounts due from holding company	188,956	1,172
Other debtors and accrued income	-	21,102
	188,956	316,534
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR	31 December 2005 £	31 March 2005 £
	d <del>u</del>	
Trade creditors	-	26,846
Amounts owed to companies under common control	-	170,000
Corporation tax	-	47,285
Other taxation and social security	-	64,856
Other creditors	<u></u>	18,563

### 9. PENSIONS

The company operates defined contribution pension schemes for its salaried employees and directors. The assets of the schemes are held separately from those of the company in independently administered funds.

#### 10. PROVISIONS FOR LIABILITIES AND CHARGES

	Deferred taxation £
At 1 April 2005	16,402
Profit and loss account movement arising during the period	(16,402)
At 31 December 2005	=

### 11. RELATED PARTY TRANSACTIONS

During the period, the company entered into various transactions with its parent company John Nixon Limited, the parent company of Owen Pugh & Company Limited. All transactions were negotiated at arms length and on normal commercial terms.

The company has taken advantage of the exemption available to subsidiary undertakings in FRS 8 Related Party Disclosures which allows it not to disclose transactions with other group entities of the group qualifying as related parties.

327,550

# NOTES TO THE ACCOUNTS Nine month period ended 31 December 2005

# 12. CALLED UP SHARE CAPITAL

	31 December 2005 £	31 March 2005 £
Authorised 2 ordinary shares of £1 each	2	2
Called up, allotted and fully paid 2 ordinary shares of 20p each	2	2

# 13. RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDERS' FUNDS

	Share Capital £	Profit and loss account	Total shareholders' funds £
At 1 April 2005	2	248,611	248,613
Profit for the period	-	52,579	52,579
At 31 December 2005	2	301,190	301,192

# 14. PARENT UNDERTAKING AND ULTIMATE CONTROLLING PARTY

The company is 100% owned by John Nixon Limited. Copies of their financial statements can be obtained from Companies House, Crown Way, Cardiff, CF4 3UZ.

The ultimate controlling party is J Nixon.