Company Registration No. 04590691

SLOUGH ENTERPRISE LIMITED

Annual Report and Financial Statements

For the year ended 31 December 2013

ANNUAL REPORT AND FINANCIAL STATEMENTS
For the year ended 31 December 2013

CONTENTS

DIRECTORS

D Arnold	(resigned 8 April 2013)
I Fraser	(resigned 8 April 2013)
A Nelson	(appointed 8 April 2013)
D Atherton	
R West	

COMPANY SECRETARY

Paul Birch	(resigned 10 January 2013)
Sherard Secretariat Services Limited	(appointed 11 June 2013)

REGISTERED OFFICE

The Sherard Building
Edmund Halley Road
Oxford
OX4 4DQ

BANKER

Lloyds TSB Bank plc
1st Floor
25 Gresham Street
London
EC2V 7HN

AUDITOR

Deloitte LLP
Chartered Accountants & Statutory Auditor
London
United Kingdom

STRATEGIC REPORT

Slough Enterprise Limited's ("Slough Enterprise") principal activity is the provision of environmental services, mainly through a long term contract with Slough Borough Council. These services include refuse collection, street cleansing, grounds and highway maintenance. In addition to the contract with Slough Borough Council, the Company undertakes commercial trade waste collections for a variety of customers. The principal activity has not changed during the year and the Directors are not aware, at the date of this review, of any likely major changes in the next year.

Turnover in the year of £16.2m was broadly in line with the prior year to £16.4m in 2012. The profit after tax for the year was £1.7m (2012: £2m).

DIVIDENDS

No dividend was paid in the year ended 31 December 2013 (2012: £nil).

PRINCIPAL RISKS & UNCERTAINTIES

Slough Enterprise's business model is based around operating a long-term, high value partnering contract with Slough Borough Council which is delivered by a business unit with sufficient managerial and entrepreneurial strength to grow locally through winning additional work to sustain a long term viable business.

Although the greater part of Slough Enterprise's income comes from Slough Borough Council, the Company is potentially exposed to some credit risk in its dealings with the non-local authority customers. Therefore there are controls in place over customer acceptance, invoicing and cash collection.

Slough Enterprise pays careful attention to the management of its cash and working capital position. Controls are in place to ensure that appropriate payment terms are included in contracts with clients, subcontractors and suppliers. These factors contribute to the application of a going concern basis, as discussed below.

Slough Enterprise contributes to a defined benefit pension scheme for certain employees who transferred under TUPE – however the risk of fluctuating contribution rates is effectively managed as Slough Borough Council retains liability for any such fluctuations, unless the rate changes are due to actions taken by Slough Enterprise. As Slough Enterprise has not taken any such actions, participation in the scheme does not hold the financial risks normally associated with defined benefit schemes.

KEY PERFORMANCE INDICATORS

The Company's risks and key performance indicators are reported and managed on a Divisional basis. To gain a further understanding of this business, details of the Divisional reviews are contained in the Report and Financial Statements of the intermediate parent undertaking, Amey UK plc ("the Group"), for the year ended 31 December 2013. The Company is a member of the Government division of the Group.

Approved by the Board of Directors
and signed by order of the Board,

Paul Birch
For and on behalf of
Sherard Secretariat Services Limited
Company Secretary

24 June 2014

DIRECTORS' REPORT

The Directors present their Annual Report and the audited financial statements for the year ended 31 December 2013.

DIRECTORS

D Atherton	
R West	
I Fraser	(resigned 8 April 2013)
D Arnold	(resigned 8 April 2013)
A Nelson	(appointed 8 April 2013)

CHANGE IN OWNERSHIP

On 8 April 2013, the company's intermediate parent company, Enterprise plc (now Enterprise Limited) was acquired by Ferrovial Servicios S.A. This company is a wholly owned subsidiary of Ferrovial, S.A., see note 14.

GOING CONCERN

After making enquiries, and based on the assumptions outlined in note 1 to the financial statements, the Directors have concluded that the Company has adequate resources to continue in operational existence for the foreseeable future. For this reason, they continue to adopt the going concern basis in preparing the financial statements.

EMPLOYMENT

Employee engagement
The Amey Group's ("Group") policy is to have open and regular communication with all Group employees through both formal and informal processes which are regularly reviewed and developed. Employees are provided with information about the Group through Chief Executive Officer briefings, 'Hub', the employee magazine and 'Connect', a monthly newsletter update which has kept all Group employees updated on integration activities following the acquisition of Enterprise. This is in addition to a monthly cascade briefing process for line managers. The Group also regularly reviews and updates its intranet site, AmeyWorld which provides a wealth of information accessible across the Group including news, processes and results. In addition Toolbox Talks provide regular communications to operatives with updates on Health and Safety and contract or site information together with corporate messages. Members of the Group pension schemes also receive regular reports and communications on matters relating to their pensions. The Group also conducted an employee survey during 2013 which has assisted the Directors' understanding of the areas which required action to improve the business.

Diversity and inclusion
The Group recognises and values the diversity of employees, customers and the general community in which it operates. As an integral part of this philosophy, the principle of valuing diversity and sustaining the inclusive culture is actively promoted. The Group's aim is to ensure that no job applicant, employee or former employee receives less favourable treatment on the grounds of colour, age, race, nationality, responsibility for dependants, ethnic or national origin, gender, marital status, sexual orientation, religion, beliefs or as a consequence of unlawful discrimination relating to disability.

Disabled employees
The Group encourages the recruitment, training, promotion and career development of disabled people on the basis of their aptitude and abilities and the retention and re-training of employees who become disabled. Disabled persons are employed under normal terms and conditions. Any reasonable adjustments are made that are necessary to assist disabled employees to perform their role. Work locations are assessed continually to ensure disability does not inhibit access or usage for employees, customers or the wider community.

DIRECTORS' REPORT (continued)

AUDITOR

Deloitte LLP have indicated their willingness to continue in office.

Each of the persons who is a director at the date of approval of this report confirms that:

- so far as the director is aware, there is no relevant audit information of which the Company's auditor is unaware; and
- the director has taken all the steps that he ought to have taken as a director in order 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 provision of s418 of the Companies Act 2006.

Approved by the Board of Directors
and signed by order of the Board,

Paul Birch
For and on behalf of
Sherard Secretariat Services Limited
Company Secretary
24 June 2014

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 judgments and accounting 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 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.

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF SLOUGH ENTERPRISE LIMITED

We have audited the financial statements of Slough Enterprise Limited for the year ended 31 December 2013 which comprise the Profit and Loss Account, the Balance Sheet, and the related notes 1 to 15. 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 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 31 December 2013 and of its profit 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 other matter prescribed by the Companies Act 2006

In our opinion the information given in the Strategic Report and 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.

Emma Cox BA ACA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
London, United Kingdom
25 June 2014

PROFIT AND LOSS ACCOUNT
For the year ended 31 December 2013

	Note	2013 £'000	2012 £'000
TURNOVER	1	16,224	16,356
Cost of sales		(12,374)	(12,688)
GROSS PROFIT		3,850	3,668
Administrative expenses		(2,178)	(1,657)
OPERATING PROFIT		1,672	2,011
Interest receivable and similar income	5	14	8
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	2	1,686	2,019
Tax charge on profit on ordinary activities	6	-	(44)
PROFIT AFTER TAXATION TRANSFERRED TO RESERVES	12	1,686	1,975

The above results all relate to continuing operations in the year.

The Company has no recognised gains or losses in the current year or preceding period other than those passing through the profit and loss account. Accordingly, a separate statement of total recognised gains and losses has not been prepared.

Similarly there are no other movements in shareholder's funds in either year other than the profit for the year and as a consequence a reconciliation of movements in shareholder's funds statement has not been presented.

The notes on pages 9 to 15 form part of these financial statements.

BALANCE SHEET
As at 31 December 2013

	Notes	£'000	31 December 2013 £'000	£'000	28 December 2012 £'000
FIXED ASSETS					
Tangible assets	7		119		164
CURRENT ASSETS					
Debtors	8	13,574		12,480	
Cash at bank		179		1	
		13,753		12,481	
CREDITORS: amounts falling due within one year	9	(4,950)		(5,409)	
NET CURRENT ASSETS			8,803		7,072
NET ASSETS			8,922		7,236
CAPITAL AND RESERVES					
Called up share capital	11		1		1
Profit and loss account	12		8,921		7,235
SHAREHOLDER'S FUNDS			8,922		7,236

These financial statements of Slough Enterprise Limited, registered number 04590691, were approved by the Board of Directors and authorised for issue on 24 June 2014. They were signed on its behalf by:

Andrew L Nelson
Director

NOTES TO THE FINANCIAL STATEMENTS
Year ended 31 December 2013

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable law and United Kingdom accounting standards which have been consistently applied throughout the current and prior years. The particular accounting policies adopted are described below.

Basis of preparation

The financial statements have been prepared in accordance with applicable law and UK Accounting standards and under the historical cost accounting rules.

The financial statements of the company were prepared to the last Friday of the calendar year in 2012, but on the 31 December in 2013. In line with Companies Act guidelines, the accounts in the prior year have been prepared to 28 December, with an accounting reference date of 31 December. In the current year, the accounts preparation date and accounting reference date are the same.

Throughout the financial statements, Directors' Report and Strategic Report, references to 2012 mean at 28 December 2012, references to 2013 mean at 31 December 2013.

Going concern

A review of the business performance is set in the Strategic report. Following the sale of the shares in Enterprise Limited (formerly Enterprise plc) to Ferrovial Servicios, S.A., the whole of the external debt of Enterprise Limited (formerly Enterprise plc) was repaid and the facility terminated. In the short term, Enterprise will operate using its own cash and working capital facilities until such point as the Group is brought into the wider UK facilities of the Ferrovial Group. As such, the Directors initial assessment of going concern considers Enterprise on a standalone position.

Enterprise Limited (formerly Enterprise plc) and its subsidiaries manage their cash on a Group basis. Despite the challenging environment in 2013 the Group generated strong cashflows and maintained a high degree of liquidity. Group cash balances at 31 December 2013 were £35.8m. In addition, the Group held £80m of on demand facilities with the Amey group of companies.

The Directors have prepared forecasts for the purpose of their going concern review which show that the Enterprise Group of companies operates comfortably within its available cash balances and credit facilities. The Directors have also considered reasonably possible sensitivities in the forecasts which principally reflect the impact of continued economic uncertainty and unforeseen adverse working capital movements. The Directors have also considered various mitigating actions available to the Group including reducing discretionary spend and further active management of working capital.

In drawing their conclusions on going concern, the Directors have reviewed the forecasts, sensitivities and mitigating actions noted above. They have considered the impact of being part of the wider Ferrovial Group. The Directors are aware of the plans to integrate the business into the wider UK operations of Amey plc in order to realise synergy benefits and have considered the impact of these intentions on the cashflow forecasts described above. As a result of their considerations, the Directors have concluded that they have a reasonable expectation that Enterprise Limited (formerly Enterprise plc) and its subsidiaries will have adequate resources to continue to operate as going concerns for the foreseeable future, being 12 months from the date of signing these financial statements. Accordingly they continue to adopt the going concern basis in the preparation of these financial statements.

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2013

1. ACCOUNTING POLICIES (continued)

Accounting convention

The financial statements are prepared under the historical cost convention.

Cash flow statement

The Company has taken advantage of the exemption conferred by FRS1 (Cash Flow Statements) not to prepare a cash flow statement on the basis that the Company's results are included in the consolidated financial statements of Ferrovial, S.A., the Company's ultimate parent undertaking, whose financial statements are publicly available.

Tangible fixed assets

Depreciation is provided on cost in equal annual instalments over the estimated useful lives of the assets. The rates of depreciation are as follows:

Leasehold improvements	25% per annum
Plant and machinery, fixtures and fittings	10% - 33% per annum
Motor vehicles	25% per annum

Leases

Lease rentals are charged to the profit and loss account on a straight line basis over the year of the lease.

Turnover

Turnover represents the amounts (excluding value added tax) derived from the provision of goods and services to third party customers.

Turnover is recognised when the service is delivered. Revenue from trade waste contracts is spread over the length of the contract.

Turnover and profit on ordinary activities before taxation are attributable to the Company's principal activity carried out entirely in the UK.

Post retirement benefits

The Company operates a money purchase scheme for its senior employees. The assets of the scheme are held separately from those of the Company in independently administered funds. The unpaid contributions outstanding at the year end are included in "accruals and deferred income".

The Company also participates in a local government run defined benefit scheme. The risks and rewards remain primarily with the local government so the Company accounts for these as defined contribution schemes.

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2013

1. ACCOUNTING POLICIES (continued)

Taxation

Corporation tax payable is provided on taxable profits at the current rate.

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 profit and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in years 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 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 the 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 year in which the timing differences are expected to reverse based on tax rates and laws that have been enacted or substantively enacted at the balance sheet date. Deferred tax assets and liabilities have not been discounted.

2. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

	2013 £'000	2012 £'000
Profit on ordinary activities before taxation is stated after charging:		
Depreciation and other amounts written off tangible fixed assets: owned	45	56

For the audit of the Company's annual financial statements auditor's remuneration has been borne by another Group Company in the current year (2012: same). There were no non audit services provided by the auditor in either year.

3. REMUNERATION OF DIRECTORS

The Directors received no remuneration for their services to this Company in either the current year or prior period. The Directors are all employees of another wholly owned subsidiary of the Group and are remunerated by that Company. It is not practicable to split the remuneration between companies within the Group.

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2013

4. STAFF NUMBERS AND COSTS

The average number of persons employed by the Company (including Directors) during the year analysed by category, was as follows:

	2013 No.	2012 No.
Average number of persons employed		
Administration and management	18	19
Street cleaning, refuse collection, highways and ground operatives	150	156
	168	175

The aggregate payroll costs for these persons were as follows:	£'000	£'000
Wages and salaries	4,731	4,604
Social security costs	468	432
Other pension costs	145	122
	5,344	5,158

5. INTEREST RECEIVABLE AND SIMILAR INCOME

	2013 £'000	2012 £'000
Bank interest receivable	14	8

6. TAXATION

	2013 £'000	2012 £'000
Analysis of charge/(credit) in year:		
UK corporation tax		
Current tax on income for the year	-	-
Total current tax	-	-
Deferred tax (see note 10)	-	(2)
Deferred tax (prior period)	-	46
Tax charge on profit on ordinary activities	-	44

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2013

6. TAXATION (continued)

The current tax charge for the year is lower (2012: lower) than the standard rate of corporation tax in the UK of 23.25% (2012: 24.5%). The differences are explained below.

	2013 £'000	2012 £'000
Current tax reconciliation		
Profit on ordinary activities before tax	1,686	2,019
Current tax at 23.25% (2012: 24.5%)	392	495
Effects of:		
Expenses not deductible for tax purposes	(13)	(14)
Group relief claimed	(379)	(487)
Depreciation in excess of capital allowances	-	6
Total current tax charge (see above)	-	-

7. TANGIBLE FIXED ASSETS

	Leasehold improvements £'000	Vehicles, plant and machinery £'000	Fixtures, fittings and equipment £'000	Total £'000
Cost				
At 28 December 2012 and 31 December 2013	171	623	79	873
Depreciation				
At 28 December 2013	75	555	79	709
Charge for the year	19	26	-	45
At 31 December 2013	94	581	79	754
Net book value				
31 December 2013	77	42	-	119
28 December 2012	96	68	-	164

8. DEBTORS

	2013 £'000	2012 £'000
Amounts due within one year		
Amounts due from fellow Group companies	11,576	10,696
Trade debtors	1,823	1,745
Prepayments and accrued income	175	39
	13,574	12,480

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2013

9. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2013 £'000	2012 £'000
Trade creditors	251	841
Amounts owed to Group undertakings	2,264	2,314
Taxation and social security	841	495
Accruals and deferred income	1,594	1,759
	4,950	5,409

10. DEFERRED TAX

	2013 £'000	2012 £'000
At 29 December 2012	-	44
Charge to the profit and loss for the year	-	(44)
At 31 December 2013	-	-

Unprovided deferred tax asset at 31 December 2013 of £30,113 related to fixed asset timing differences (2012: £45,430).

11. CALLED UP SHARE CAPITAL

	2013 £'000	2012 £'000
Authorised, allotted, called up and fully paid		
1,001 ordinary shares of £1 each	1	1

12. PROFIT AND LOSS ACCOUNT

	2013 £'000	2012 £'000
At 28 December 2012	7,235	5,260
Profit for the financial year	1,686	1,975
At 31 December 2013	8,921	7,235

NOTES TO THE FINANCIAL STATEMENTS (continued)
For the year ended 31 December 2013

13. PENSION SCHEME

The Company contributes to a defined benefit scheme, the Royal County of Berkshire Pension Scheme. This contains staff in Slough Enterprise Limited who transferred to the Company from Slough Borough Council under TUPE transfer arrangements. Except for certain defined circumstances as noted below, under the terms of the transfer agreements with Slough Borough Council the Company's contributions to this scheme are effectively fixed at 16.3% for the duration of the contract. Slough Borough Council retains liability for the provision of all pension and related benefits in respect of employees prior to their transfer to Slough Enterprise Limited. The only obligation of the Company is to make additional contributions to reimburse Slough Borough Council for any increase in its funding liability caused by specific actions undertaken by the Company, unless otherwise agreed with Slough Borough Council. The Company has not undertaken, and has no current intention of undertaking, any of these specific actions. Because the Company has no liability in respect of the Royal County of Berkshire Pension Scheme other than as described above and it is not affected by any surplus or deficit in the scheme, it is accounting for its pension costs in respect of the scheme as if it were a defined contribution scheme. The pension cost charge for the year represents contributions payable by the Group to the scheme under these arrangements and amounted to £109,158 (2012: £107,239). At the year end, contributions amounting to £11,254 (2012: £13,078) were payable to the scheme and are included in creditors.

14. PARENT COMPANY AND ULTIMATE CONTROLLING PARTY

The Company's immediate parent Company is Accord Environmental Services Limited, a Company incorporated in England and Wales. Until April 2013, the Company's ultimate parent Company and controlling party was Enterprise Group Holdings Limited, a Company registered in England and Wales.

As noted in the Directors Report, on 8 April 2013 the whole of the issued share capital of Enterprise Limited (formerly Enterprise plc) of which the Company is a wholly owned subsidiary, was acquired by Ferrovial Servicios S.A. Enterprise Limited (formerly Enterprise plc) was a wholly owned subsidiary of Enterprise Group Holdings Limited until this point. Following the acquisition, Ferrovial, S.A. is the ultimate parent Company, a Company incorporated in Spain.

Copies of the group financial statements of Ferrovial, S.A., which is the parent of the largest group of which the Company is a member, can be obtained from:

Ferrovial, S.A.

Principe de Vergara, 135

28002 Madrid

Spain

Copies of the group financial statements of Amey UK plc, the ultimate holding company in the UK and the parent of the smallest group for which group financial statements are prepared and of which the Company is a member, can be obtained from:

Head Office

The Sherard Building

Edmund Halley Road

Oxford

15. RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption in FRS8 'Related Party Disclosures' and has not disclosed details of transactions with other Group undertakings.