98844

SHANKS & MCEWAN (SOUTHERN) LIMITED (Formerly London Brick Landfill Limited)

REPORT AND ACCOUNTS

For the period from 26th January 1986 to 29th March 1986

MANN JUDD GORDON
Chartered Accountants



REPORT AND ACCOUNTS

For the period from 26th January 1986 to 29th March 1986

CONTENTS	Pag
Directors' report	1-2
Auditors' report	3
Profit and loss account	4
Balance sheet	5
Statement of source and application of funds	6
Notes on the accounts	7-14

14 JAN:37

Directors

M R Hewitt (Chairman)

A C Cheyney

P R Spencer

J A Smith

H L I Runciman

Secretary and registered office

E J Glare-Williams, 69-71 Bromham Road, Bedford, MK40 2BL

DIRECTORS' REPORT

The directors submit their report and the audited accounts of the company for the period from 26th January 1986 to 29th March 1986.

1. Principal activities and business review

The principal activities of the company are the operation of waste collection and disposal services for industry and local authorities.

At the end of the period the company was acquired by Shanks & McEwan Group PLC, a group based in Scotland, and as a result the combined organisation has become the second largest waste disposal operator in the United Kingdom.

The group plan is for growth in its waste disposal business, plans for which are well in hand. The development of long term contract business with local authorities is being planned and prospects in the medium term are encouraging.

The long standing dispute with the G.L.C. (now the North London Waste Authoritiy) over the price escalation clause in the Hendon contract, is now in the early stages of arbitration. The extensive legal advice we have received gives us confidence that we are in a strong position in this dispute.

Results and dividends

The results for the period are set out in the profit and loss account on page 4. The directors do not recommend the payment of a dividend.

3. Research and development

The company is continuing its programme of development of Landfill Gas which involves research into the safety aspects of gas generation and the practical use of the energy within the gas, which is a natural by-product of modern landfilling techniques.

4. Post balance sheet event

On 21st April 1986 the whole of the company's share capital was acquired by Shanks and McEwan Group PLC and the name of the company was changed to Shanks and McEwan (Southern) Limited shortly after that date.

DIRECTORS' REPORT

5. Directors

The composition of the Board of Directors at the date of this report is shown on page 1. Messrs M R Hewitt and H L I Runciman were appointed to the board on 21st April 1986.

Mr A G L Alexander resigned as a director on 21st April 1986. Mr G E Cooper resigned as a director on 14th July 1986.

6. Directors' interests

Mr A G L Alexander was a director of the ultimate holding company at 29th March 1986, Hanson Trust PLC, in whose accounts his interests in that company are shown. No director had any interest in the shares of the company nor any of its fellow subsidiaries. The interests of the other directors in the ordinary share capital of the holding company, Hanson Truxt PLC at the beginning and end of the period were as follows:

	Options t	o acquire
	29th March 1986	26th January 1986
A C Cheyney	27,690	27,690
P R Spencer	19,998	19,998
J A Smith	19,998	19,998
G E Cooper	19,998	19,998

7. Auditors

Binder Hamlyn resigned as auditors of the company during the period and Mann Judd Gordon were appointed to fill the casual vacancy. A resolution to re-appoint Mann Judd Gordon as auditors will be proposed at the forthcoming annual general meeting.

By order of the board

Secrétary

15th August 1986

AUDITORS' REPORT

TO THE MEMBERS OF SHANKS & McEWAN (SOUTHERN) LIMITED

Ind De

We have audited the accounts set out on pages 4 to 14 in accordance with approved auditing standards.

In our opinion the accounts, which have been prepared under the historical cost convention, give a true and fair view of the state of affairs of the company at 29th March 1986 and of its profit and source and application of funds for the period from 26th January 1986 to 29th March 1986 and comply with the Companies Act 1985.

Chartered Accountants

142 St Vincent Street Glasgow G2 5LD

15th August 1986

SHANKS & McEWAN (SOUTHERN) LIMITED (Formerly London Brick Landfill Limited)

PROFIT AND LOSS ACCOUNT

For the period 26th January 1986 to 29th March 1986

		Two months ended 29th March 1986	Four months ended 25th January 1986
	Note	£	£
TURNOVER	2	1,975,170	3,734,356
Cost of sales		1,192,140	2,018,014
GROSS PROFIT		783,030	1,716,342
Administration expenses		782,401	383,381
TRADING PROFIT Exceptional item	5	629	1,332,961 (400,000)
Dividend received from subsidi	ary	629	932,961 65,000
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION	3&4	629	997,961
Tax on profit on ordinary activities	6	(13,305)	235,578
(LOSS)/PROFIT AFTER TAXATION		(12,676)	1,233,539
Dividend proposed	7		5,208,000
AMOUNT TRANSFERRED FROM RESERVES	15	(12,676)	(3,974,461)

The notes on pages 7 to 14 form part of these accounts

BALANCE SHEET

29TH MARCH 1986

		29.3.86	25.1.86
	Note	£	£
FIXED ASSETS			
Tangible assets Investments	8 9	5,072,004 13,718	5,152,024 13,718
,		5,085,722	5,165,742
CURRENT ASSETS			
Debtors Cash at bank and in hand	10	6,429,533 3,137,065	7,076,729 2,015,072
CREDITORS: amounts falling	due	9,566,598	9,091,801
within one year	11	8,723,199	8,309,507
NET CURRENT ASSETS		843,399	782,294
TOTAL ASSETS LESS CURRENT LIABILITIES		5,929,121	5,948,036
PROVISIONS FOR LIABILITIES AND CHARGES	12	1,826,259	1,832,498
		4,102,862	4,115,538
CAPITAL AND RESERVES			
Called up share capital Profit and loss account	13 15	100 4,102,762	100 4,115,438
		4,102,862	4,115,538

Director

Director

15th August 1986

The notes on pages 7 to 14 form part of these accounts

/

STATEMENT OF SOURCE AND APPLICATION OF FUNDS

For the period 26th January 1986 to 29th March 1986

	Two months ended 29th March 1986	Four months ended 25th January 1986
	£	£
SOURCE OF FUNDS		
FUNDS GENERATED FROM OPERATIONS Profit from ordinary activities before taxation	629	997,961
Adjustment for items not involving the movement of funds:		
(Profit)/loss on disposal of fixed assets Depreciation of tangible fixed assets Provision for contract dispute Provision for restoration	(1,651) 142,599 - 24,864	1,274 333,507 400,000 41,133
Total generated from operations	166,441	1,773,875
Funds from other sources:		
Disposal of tangible fixed assets	3,950	3,844,052
	170,391	5,617,927
APPLICATION OF FUNDS	•	
Expenditure against reclamation provision Purchase of shares in subsidiary Purchase of tangible fixed assets	1,798 64,878 66,676 103,715	61,565 100 174,517 236,182
CHANGES IN WORKING CAPITAL	======	HESPERHSE
(Decrease) in debtors (Increase)/decrease in creditors (Decrease)/increase in amounts owed	(813) (296,812)	(24,133) 632,571
by group companies Increase in net liquid funds	(720,653) 1,121,993	3,873,224 900,083
	103,715	5,381,745

=======

M

=======

NOTES ON THE ACCOUNTS

1. ACCOUNTING POLICIES

Accounting Convention

The accounts are prepared under the historical cost convention.

As the company is a wholly owned subsidiary of another body corporate incorporated in Great Britain, group accounts have not been prepared as permitted by \$229(2) of the Companies Act 1985.

Turnover

Turnover is the amount invoiced, exclusive of VAT, for goods and services to customers after deduction of trade discounts.

Deferred Taxation

Deferred taxation represents corporation tax calculated on the liability basis deferred by accelerated capital allowances and other timing differences, where it is thought reasonably probable that an actual tax liability will arise in the foreseeable future.

Tangible Fixed Assets

Tangible fixed assets are included at cost, with the exception of those acquired from group companies which are shown at their original cost to the group or subsequent valuation, together with attributable depreciation. Grants received are deducted from the cost of the relevant assets.

Depreciation

Depreciation is provided to write down all tangible fixed assets to disposable values over their estimated useful lives. Where tangible fixed assets are permanently taken out of use the residual balances are written off. The following table sets out for each major class of depreciable asset the depreciation rates applied on a straight line or reducing balance basis as appropriate:

Land and Buildings:

Leasehold Buildings : Amortised over the unexpired period of the

lease

Plant and Machinery:

Fixed : 5% - 33½% per annum on cost Mobile : 14½% - 50% per annum on cost

Fixtures, Fittings, Tools and Equipment:

10% - 33½% per annum on cost

Research and development

Research and development expenditure is written off in the period in which it is incurred.

NOTES ON THE ACCOUNTS

Leasing

The rentals payable on all leases are charged to the profit and loss account as incurred. Assets and the obligation to pay future rentals under finance leases are not shown on the balance sheet, but the latter is shown by way of a note to the accounts.

Reclamation Provision

The provision relates to the current cost of capping the pit areas in landfill reclamation, which usually involves the laying of clay over the completed area of landfill to a depth of one metre. The estimated current cost of capping based on the tonnage of landfill materials deposited in the period is charged against profits and credited to the provision which is reviewed annually for adequacy. Actual costs are charged against the provision when incurred.

Pension Contributions

The company contributes to a pension scheme for the benefit of all of its employees, operated by a fellow subsidiary, London Brick Company Ltd. The funds of the scheme are administered by Trustees, are separate from the group, and independent actuaries complete valuations every 3 years. In accordance with their recommendations, annual contributions are paid to the scheme so as to secure the benefits set out in the rules and the augmentation of current pension from time to time. The cost of these is charged against profits when the contributions are made. When the contributions are not sufficient the capital cost of such augmentation is charged against the profits of group companies for the year in which the increases are granted.

2. Turnover and company profit

Turnover and company profit on ordinary activities before taxation are analysed as follows:

	Two month 29th Marc			ths ended uary 1986
	Turnover	Profit before taxation	Turnover	Profit before taxation
	£	£	£	£
Waste handling	1,975,170	629 ===	3,734,356	997,961

μλ

NOTES ON THE ACCOUNTS

Two months	ended	Four	months	ended
29th March	1986	25th	January	1986

			•
3.	Directors and other employees	Number	Number
	The average weekly number of persons employed by the company during the period was	158	153
	Staff costs comprise:-	£	£
	Wages and salaries Employers social security costs Employers pension contributions	296,614 26,603 25,299	728,872 59,610 47,193
		348,516	835,675
	Emoluments included in the above relating to directors amounted to	17,305	31,321 =====
	Emoluments of the Chairman Emoluments of the highest paid director	Nil 4,250 ====	Nil 8,718 ====
	Other directors' remuneration was within the following annual bands:	Number	Number
	£15,001 to £20,000 £20,001 to £25,000	2 1	2 1
4.	Profit on ordinary activities before taxa	tion	,
	The profit is stated after charging:		
	Auditors' remuneration Hire of plant and machinery Lease Rentals	7,500 85,871 33,518	10,000 162,179 68,708
5.	Exceptional item		
	Contract Dispute Provision (notes 12/17)		(400,000) ======

6./

NOTES ON THE ACCOUNTS

		Two 29 t	months ende h March 1986	d Four mont 25th Janu	
6.	Tax on profit on ordinary act	ivities	£		£
	The taxation charge based on of the period is made up as	the profits follows:			
	UK corporation tax @ 40% Group relief Prior year adjustment		(42,610) - -	600	0,000) 0,000 603 4,975
	Transfer from deferred tax		29,305		
			(13,305) =====		5,578 =====
7.	Dividend				
	Interim proposed		#==#=# -	•	08,000
8.	Tangible fixed assets	Land and buildings leasehold		Fixtures fittings tools and equipment	Total
		£	£	£	£
	COST At 26th January 1986 Additions Intra group transfers	1,720,750 8,110 - -	7,763,077 49,991 - (80,965)		9,752,586 60,598 5,693 (80,965)
	Disposals At 29th March 1986	1,728,860	7,732,103	276,949	9,737,912
	DEPRECIATION At 26th January 1986 Charge for period Intra group transfers	621,148 18,317	3,917,647 116,048	61,767 8,234 1,413	4,600,562 142,599 1,413
	Eliminated in respect of disposals	_	(78,666)	-	(78,666)
	At 29th March 1986	639,465	3,955,029	71,414	4,665,908
	NET BOOK AMOUNT At 29th March 1986	1,089,395	3,777,074	205,535	
	At 26th January 1986	1,099,602		206,992	

Leaseholds have less than 50 years to run.

 \mathcal{M}

NOTES ON THE ACCOUNTS

		29.	3.86	25.1.86
9.	Fixed asset investments		£	£
	Investments in subsidiary companie Shares at cost at 29.3.86	13	3,718	13,718
	The company holds 100% of the equi	ty of the fo	llowing comp	oanies:
		Country of egistration	Class of share	Nature of business
	Clear Waste Limited Easidispose Limited	England England	Ordinary Ordinary	-
	Avenger Skips Limited London Brick Landfill Gas Limited (Now Shanks & McEwan (Gas) Limted)		Ordinary Ordinary	
		29	.3.86	25.1.86
10.	Debtors		£	£
	Trade debtors	2,06	9,773	2,036,311
	Amounts owed by group companies:	1.8	3,304	819,754
	Parent company Fellow subsidiaries		8,594	3,874,535
			20,623	274,613
	Subsidiary companies		36,184	70,789
	Prepayments Other debtors	`	1,057	727
	Other debtors	pa, em em e		
		-	29,533	7,076,729
		= :		
11.	Creditors: Amounts falling due within one year			
	Trade creditors	7	29,527	742,056
	Amounts owed to group companies:	1 7	30,018	1,655,748
	Fellow subsidiaries	-,'	200	200
	Subsidiary companies		1,738	2,482
	Other creditors Taxation and social security	4	96,784	401,694
	Corporation tax payable		42,610	-
	Accruals and deferred income	4	16,722	201,727
	Reclamation provision		97,600	97,600
	Proposed dividend	5,2	08,000	5,208,000
		8 7	23,199	8,309,507
		•	,	######################################

SHANKS & McEWAN (SOUTHERN) LIMITED (Formerly London Brick Landfill Limited)

NOTES ON THE ACCOUNTS

12. Provisions for liabilities and charges

		Contract Dispute		Reclamation Provision	
		£	£	£	£
	At 26th January 1986	400,000	1,092,693	339,805	1,832,498
	Transfer (to)/from profit and loss account Payments during the period	- -	(29,305)		(4,441) (1,798)
	At 29th March 1986	400,000	1,063,388		1,826,259
			29.3.86	2:	5.1.86
	The full potential deferred t liability is as follows:	ak	£		£
	Accelerated capital allowance Other timing differences	es	1,366,478 (303,090)		93,404 00,711)
	,		1,063,388		92,693 =====
13.	Called up share capital				
•	Authorised, allotted, called paid:	up and ful	ly		
	100 ordinary shares of £1 eac	ch	100		100
14.	Cevaluation reserve				
	At 26th January 1986		-	3,8	85,649
	Transfer to profit and loss Depreciation charge for pe	riod	-	((72,096)
	Balance on disposal of rev fixed asset	атиес	_	(3,8)	313,553)
	At 29th March 1986			===	-
15.	Profit and loss account				
	At 26th January 1986		4,115,438	•	204,250
	Transfer from revaluation re Amount transferred from rese	eserve erves	(12,676		885,649 974,461)
	At 29th March 1986		4,102,762	-	115,438

NOTES ON THE ACCOUNTS

16. Capital commitments

The approximate amount of capital expenditure authorised by the directors for which no provision has been made in the accounts is:

	29.3.86	25.1.86
Financial commitments:	£	£
Contracts placed for capital expenditure		
and not provided for in these accounts	15,864	50,583
Capital expenditure authorised by the		
directors but not contracted for	137,844	130,512
	153,708	181,095
	222222	======
Commitments under leases for plant and machinery in the ordinary course of business are as follows:		
Within 1 year	201,107	201,107
2 - 5 years	373,522	407,040
Over 5 years	_	
•		
	574,629	608,147
	=======	======

17. Contingent liabilities:

(i) Group bank guarantees:

At 29th March 1986 the company and its subsidiaries had a composite banking agreement granting the bank rights to set-off the companies' balances against overdrafts of other companies within the Hanson Trust PLC group, up to a limit of £5,000,000.

(ii) Contract dispute:

The company is in dispute with a major customer concerning the interpretation of a price review clause applicable with effect from 1st January 1984. If the customer's interpretation were to be upheld at arbitration, the maximum liability for the period of 27 months ended 29th March 1986 would be £2,006,000 (25.1.86: £1,856,000) plus interest and legal costs and corporation tax relief thereon would amount to approximately £803,000 (25.1.86: £808,000).

The directors have obtained counsel opinion and are satisified that the customer claim is unlikely to succeed. However, the possibility of an adverse decision by the arbitrator cannot be ruled out and accordingly it has been considered advisable to make a provision of £400,000.

18. Ultimate holding company

The ultimate holding company of Shanks & McEwan (Southern) Limited (formerly London Brick Landfill Limited) at 29th March 1986 was Hanson Trust PLC, incorporated in England.

Subsequent to the period end Shanks & McEwan Group PLC acquired the whole share capital of the company from Hanson Trust PLC.