# **Halton Borough Transport Limited**

Directors' report and financial statements Registered number 1994122 31 March 2010

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Halton Borough Transport Limited Directors' report and financial statements 31 March 2010

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# Directors' report

The directors present their annual report and the audited financial statements for the year ended 31 March 2010

#### Principal activity

The principal activity of the company continues to be the provision of commercial local bus services in the Halton (Widnes & Runcorn) area Services extend to Liverpool, St. Helens, Warrington and Chester A number of tendered local bus services operate on behalf of several local authorities

# Principal risks and uncertainties

The main risks to profitability of the business are large increases in diesel prices together with changes in government legislation which might restrict the operation of commercial bus services. In addition insurance costs and accident claim costs can be volatile

Growth in the commercial local bus business is restricted by a lack of opportunities in the region as the supply of bus services is adequate for the demand. Our tendered local non school bus business has contracted as tendering authorities have withdrawn services to reduce their costs although a significant increase in school bus tendered work has been achieved in recent years. The company has retained its commitment to quality with a modern, environmentally friendly, low floor fleet of buses on all regular bus services.

#### Performance and development

We have consolidated our position with Merseytravel School contracts, the work for seven extra buses that was won in September 2008 was for a short term 18 month period. In Spring 2010, we retained all but one of these workings, this time for an eight year period.

Fuel costs fluctuated dramatically during the year, mainly because of variations in the cost of crude oil, although the Government's policy of increasing fuel duty has been a further hindrance to keeping fares affordable. In March 2009 we were paying (nett of BSOG) 36.0 pence per litre, by April 2010 this had increased to 56.5 pence per litre (57% increase). Fortunately though prices have not returned to the July 2008 peak of 65.2 pence per litre.

The economic recession has affected patronage during the year, this being particularly significant on our commuter services to Liverpool. The extremely poor weather in January 2010 caused a significant loss of revenue. On Tuesday 5 January we suspended all bus services after 15 00, this was because snow had compacted into ice on many roads and operations were unsafe, particularly on hills. On the following day most roads were still unsafe but we were able to operate an extremely limited daytime service on main roads only within Widnes. From 7 January normal services resumed with some diversions although most schools remained closed for a few more days. As pathways remained frozen many passengers chose not to travel and this situation lasted another two weeks. Overall the poor weather resulted in a loss of revenue exceeding £60,000. Since February we have seen patronage levels rising and have enjoyed year on year growth during March, April and May

The Company has continued to purchase new buses - four MCV bodied ADL Enviro 200 Darts were delivered in October 2009 The average age of the mainline fleet (excluding "schools only" buses) is under six years. The encouraging aspects of retaining Merseytravel school contracts plus recent passenger growth have been rewarded by us placing an order for another four new buses which are expected to be delivered in August 2010. The delivery of these will result in the withdrawal of our last remaining Leyland Lynxes, these 18 year old buses had been retained purely for school services but are now beyond economic repair.

Performance through the year has been measured against cash flow forecasts which are reviewed regularly when important changes are identified (e.g. rapid fluctuations in fuel prices). The profit (excluding an exceptional item) before taxation shows a decrease compared with the previous year, this being mainly due to the poor January weather.

# Directors' report (continued)

#### Dividends

The directors do not recommend payment of a final dividend, giving a total dividend for the year of £100,000 (2009 £100,000) After deducting the total ordinary dividends of £100,000, the profit for the year retained in the company is £769,636 (2009 £3,380)

### Market value of land and buildings

In the opinion of the directors, the market value of the land and buildings of the company is not significantly less than the book values of those assets

#### Directors

The directors who held office during the year were as follows

CN Adams

PA Matthews

MA Richardson

Halton Borough Council

SM Osbourne (resigned 28 September 2009)

G Philbin (appointed 29 September 2009)

KP Wainwright (Chairman)

DW Steadman

K Morley

P Wallace

MC Wharton

PJ Worrall

#### Political and charitable contributions

Political and charitable contributions in the year amounted to £nil (2009 £nil)

## Directors' and officers' liability insurance

As permitted by the Companies Act 1985, the company has maintained insurance cover for the directors and officers of the company against certain liabilities which they may incur in carrying out their duties

#### Statement of disclosure of information to auditors

The directors who held office at the date of approval of the directors' report confirm that so far as they are each aware, there is no relevant audit information of which the company's auditors are 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 to establish that the company's auditors are aware of that information

# Directors' Report (continued)

# Auditors

In accordance with Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG LLP will therefore continue in office

By order of the board

CN Adams
Director

Moor Lane WIDNES Cheshire

14/6/ 2010

# Statement of directors' responsibilities in respect of the Directors' Report and the financial statements

The directors are responsible for preparing the Directors' 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 they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice).

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 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 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.



# KPMG LLP

Edward VII Quay Navigation Way Preston PR2 2YF United Kingdom

# Independent auditors' report to the members of Halton Borough Transport Limited

We have audited the financial statements of Halton Borough Transport Limited for the year ended 31 March 2010 set out on pages 7 to 18. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK 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 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 explained more fully in the Directors' Responsibilities Statement set out on page 4, 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 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 (APB's) Ethical Standards for Auditors

#### Scope of the audit of the financial statements

A description of the scope of an audit of the financial statements is provided on the APB's web-site at www frc org uk/scope/uknp

### 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 March 2010 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 matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements



# Independent auditors' report to the members of Halton Borough Transport Limited (continued)

# 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
- 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

Stephen Dunn (Senior Statutory Auditor) for and on behalf of KPMG LLP,

Statutory Auditor

Chartered Accountants

Preston

14/6/ 2010

# Profit and loss account for the year ended 31 March 2010

for the year ended 31 March 2010					
	Note		2010		2009
		Before	Exceptional	Total	
		exceptional	ıtem		
		ıtem	£	£	£
		£			
Turnover – continuing operations	2	5,485,026	-	5,485,026	5,414,334
Cost of sales		(4,560,881)	-	(4,560,881)	(4,395,436)
Gross profit		924,145		924,145	1,018,898
Administrative expenses	4	(768,711)	1,025,000	256,289	(819,678)
Operating profit – continuing operations		155,434	1,025,000	1,180,434	199,220
Profit on sales of fixed assets -continuing operations		· -	-		-
Other interest receivable and similar income	6	-	-		7,105
Interest payable and similar charges	7	(78,563)	-	(78,563)	(65,009)
Profit on ordinary activities before taxation	2-5	76,871	1,025,000	1,101,871	141,316
Tax on profit on ordinary activities	8	(16,985)	(215,250)	(232,235)	(37,936)
Profit on ordinary activities after taxation		59,886	809,750	869,636	103,380
Statement of total recognised gains a	and los	sses			
for the year ended 31 March 2010			****	20	20
			2010	20	
			£		£
Profit for the year			869,636	103,3	
Actuarial (loss)/gains on pension scheme Deferred tax on actuarial (loss)/gain			- -	(974,0) 204,5	•
Total gains and losses relating to the year			869,636	(666,0	80)

# **Balance sheet**

at 31 March 2010					
	Note	201		2009	
Fixed assets		£	£	£	£
Tangible assets	10		3,160,863		3,004,771
Current assets					
Stocks	11	67,361		49,753	
Debtors	12	259,060		302,172	
Cash at bank and in hand		10,098		10,793	
		336,519		362,718	
Creditors: amounts falling due within one year	13	(1,388,543)		(1,312,121)	
Net current liabilities			(1,052,024)		(949,403)
Total assets less current liabilities			2,108,839		2,055,368
Creditors amounts falling due after more than			2,100,000		2,000,000
one year	14		(764,770)		(651,125)
Provisions for liabilities and charges	15		(115,419)		(135,479)
Pension scheme liability	19		-		(809,750)
Net assets			1,228,650		459,014
Capital and reserves					
Called up share capital	16		430,100		430,100
Profit and loss account	17		798,550		28,914
Shareholders' funds	18		1,228,650		459,014

These financial statements were approved by the board of directors on 14/6/2010 and were signed on its behalf by

KP Wainwright

Chairman

CN Adams
Director

Registered number 1994122

# Cash flow statement

for the year ended 31 March 2010		2010	2009
	Note	£	£
Net cash inflow from operating activities	20	648,548	600,358
Returns on investments and servicing of finance	22	(78,563)	(64,904)
Taxation		(52,814)	(44,039)
Capital expenditure	22	(7,743)	(15,746)
		509,428	475,669
Equity dividends paid		(100,000)	(100,000)
Financing	22	(369,640)	(406,079)
Increase/(decrease) in cash	21 23	39,788	(30,410)

#### **Notes**

(forming part of the financial statements)

#### 1 Accounting policies

The following accounting policies have been applied consistently, except where stated, in dealing with items which are considered material in relation to the company's financial statements

#### Basis of preparation

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

### Fixed assets and depreciation

Depreciation is provided by the company to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows

Freehold buildings

2% per annum

Plant and machinery and office equipment

20% per annum

Motor vehicles

write down to 5% of cost over 15 years on a

straight line basis

No depreciation is provided on freehold land

#### Leases

Where the company enters into a lease which entails taking substantially all the risks and rewards of ownership of an asset, the lease is treated as a 'finance lease'. The asset is recorded in the balance sheet as a tangible fixed asset and is depreciated over its estimated useful life or the term of the lease, whichever is shorter. Future instalments under such leases, net of finance charges, are included within creditors. Rentals payable are apportioned between the finance element, which is charged to the profit and loss account, and the capital element which reduces the outstanding obligation for future instalments.

All other leases are accounted for as 'operating leases' and the rental charges are charged to the profit and loss account on a straight line basis over the life of the lease

#### Pension costs

The company pays contributions to personal money purchase schemes for eligible employees, and accounts for the amount due in each year as a cost in the profit and loss account

The company also participates in a funded pension scheme providing benefits based on final pensionable pay. The assets of the scheme are held separately from those of the company Contributions to the scheme are charged to the profit and loss account so as to spread the cost of pensions over employees' working lives with the company

# Stocks

Stocks are stated at the lower of cost and net realisable value. In determining the cost of raw materials and consumables the first in first out (FIFO) method is used

### Taxation

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Provision is made in full for deferred tax liabilities in accordance with FRS 19. Deferred tax assets are recognised to the extent that, on the basis of all available evidence it is more likely than not that all amounts are recoverable.

# 1 Accounting policies (continued)

#### **Turnover**

Turnover represents cash revenue from bus fares and the amounts (excluding value added tax) derived from the provision of goods and services (less returns and allowances) to customers during the year

### Related party transactions

The directors have taken advantage of the exemption in Financial Reporting Standard 8 paragraph 3(c) and have not disclosed related party transactions with the company's parent undertaking, Halton Borough Council, which has a controlling interest in the company

# 2 Analysis of turnover and profit on ordinary activities before taxation

Turnover and pre tax profit arose entirely within the United Kingdom and from the provision of bus services

#### 3 Remuneration of directors

	2010 £	2009 £
Directors' emoluments Company contributions to defined benefit schemes	178,172 31,167	178,172 31,167
	209,339	209,339
	<del></del>	

Retirement benefits are accruing to two (2009 two) directors under defined benefit schemes

# 4 Profit on ordinary activities before taxation

	2010	2009
Profit on ordinary activities before taxation is stated after charging	£	£
Depreciation of non leased assets	117,603	91,576
Depreciation of assets held under finance leases and hire purchase Auditors' remuneration	192,528	182,081
- in respect of audit work	11,845	11,500
- in respect of non-audit work	11,810	1,700
After crediting		
Exceptional item release of pension fund creditor	(1,025,000)	-

# 5 Staff numbers and costs

The average number of persons employed by the company (including executive directors) during the year, analysed by category, was as follows

			of employees
		2010	2009
	Traffic	100	95
	Engineering	21	21
	Administration	12	12
		133	128
			<del></del>
	The aggregate payroll costs of these persons were as follows		
		2010	2009
		£	£
	Wages and salaries	3,197,028	3,041,763
	Social security costs	303,038	291,349
	Other pension costs	193,530	180,890
		3,693,596	3,514,002
6	Other interest receivable and similar income	<del></del>	
		2010	2009
		£	£
	Bank interest	-	105
	Pension fund interest	-	7,000
			7,105
7	Interest payable and similar charges		
		2010	2009
		£	£
	On debenture loan	3,982	4,106
	Interest element of finance lease rental payments	74,581	60,903
		78,563	65,009
		<del></del>	

8 Taxation on profit on ordinary activit
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		2010 £	2009 £
	Current tax	*	2
	UK corporation tax at 21% (2009 21%)	39,050	54,819
	Under provision in prior year	(2,005)	273
	Total current tax	37,045	55,092
	Deferred taxation (see note 15)	(20,060)	(10,226)
	Deferred tax in pension scheme	215,250	(6,930)
	Tax on profit on ordinary activities	232,235	37,936
	Tax reconciliation		
		2010 £	2009 £
	Profit on ordinary activities before taxation	1,011,871	141,316
	Profit on ordinary activities multiplied by the rate of corporation tax in the UK at 21% (2009 21%)  Effects of	231,393	29,676
	Other timing differences – Permanent difference	(215,140)	7,455
	- Temporary difference	(290)	,,,,,,
	Capital allowances for period less than depreciation	23,087	17,688
	Adjustments to tax charge in respect of previous periods	(2,005)	273
		37,045	55,092
			<del></del>
9	Dividends		
		2010	2009
		£	£
	Interim dividend on ordinary shares	100,000	100,000

# 10 Tangible fixed assets

	Freehold Land and buildings £	Plant and machinery £	Motor vehicles £	Office equipment £	Total £
Cost					
At beginning of year	257,535	134,877	5,700,495	69,065	6,161,972
Additions	-	-	458,480	7,743	466,223
At end of year	257,535	134,877	6,158,975	76,808	6,628,195
Depreciation	<del></del>	<del></del>			<del></del>
At beginning of year	90,023	134,397	2,866,539	66,242	3,157,201
Charge for year	4,250	120	302,755	3,006	310,131
At end of year	94,273	134,517	3,169,294	69,248	3,467,332
Net book value	162.262	260	2 000 (01	7.500	2.160.962
At 31 March 2010	163,262	360	2,989,681	7,560	3,160,863
At 31 March 2009	167,512	480	2,833,956	2,823	3,004,771

Included within the net book value of freehold land and buildings is freehold land at £45,000 (2009 £45,000) which is not depreciated

The net book value of motor vehicles includes £2,436,267 (2009 £2,170,315) in respect of assets held under finance leases and hire purchases. The depreciation charge for the year on leased assets amounted to £192,528 (2009 £182,081)

# 11 Stocks

		2010 £	2009 £
	Raw materials and consumables	67,361	49,753
12	Debtors: amounts falling due within one year		
		2010	2009
		£	£
	Trade debtors	4,546	27,508
	Other debtors	38,654	23,833
	Prepayments and accrued income	215,860	250,831
		259,060	302 172
			<del></del>

# 13 Creditors amounts falling due within one year

		2010	200	9
	£	£	£	£
Debenture loans (note 14)		7,000		7,000
Bank overdraft		185,994		226,477
Trade creditors		126,045		94,945
Other creditors including taxation				
and social security				
Corporation tax	39,050		54,819	
Other taxes and social security	80,589		87,988	
Taxation and social security	119,639		142,807	
Other creditors	24,209		25,196	
		143,848		168,003
Accruals and deferred income		636,110		499,660
Obligations under finance leases and hire		030,110		477,000
purchase (note 14)		276,909		301,714
Grant		12,637		14,322
Giait				
		1,388,543		1,312,121
Creditors: amounts falling due after more that	ı one year			
			2010	2009
			£	£
Debenture loan			45,500	52,500
Less amount falling due within one year			(7,000)	(7,000)
			38,500	45,500
Obligations under finance leases and hire purchase			726,270	605,625
			764,770	651,125

The debenture loan is secured on the freehold land and buildings and is repayable at par over 25 years by equal half year instalments from March 1992 at a rate of interest established by the Council under paragraph 15 of Schedule 13 of the Local Government Act 1972 Instalments amounting to £10,500 (2009 £17,500) are repayable in more than five years

Obligations under finance leases and HP agreements mature as follows

Obligations under finance leases and FF agreements mature as follows	2010 £	2009 £
Within one year In the second to fifth years inclusive	276,909 726,270	301,714 605,625
	1,003,179	907,339

15	Provisions for liabilities and charges		
			2009 £
	Deferred taxation At beginning of year Release for the year in the profit and loss account		135,479 (20,060)
	At end of year		115,419
	The amounts provided for deferred taxation arise wholly accumulated depreciation and amortisation and capital allow	in respect of the differ vances and other timing of	rence between
16	Called up share capital		
		2010 £	2009 £
	Authorised Ordinary shares of £1 each	1,000,000	1,000,000
	Allotted, called up and fully paid Ordinary shares of £1 each	430,100	430,100
17	Reserves		
			Profit and loss account £
	At 31 March 2009 Retained profit for the year Dividends paid Actuarial loss, net of deferred tax		28,914 869,636 (100,000)
	At 31 March 2010		798,550
18	Reconciliation of movements in shareholders' funds		
			2010 £
	Profit for the financial year Dividends Actuarial loss, net of deferred tax		869,636 (100,000) -
	Decrease in shareholders' funds Shareholders' funds at beginning of year		769,636 459,014
	Shareholders' funds at end of year		1,228,650

#### 19 Pension schemes (Defined Benefit and Defined Contribution)

#### **Defined contributions**

The company pays contributions to personal money purchase schemes for eligible employees Contributions for the year ended 31 March 2010 were £108,210 The amounts outstanding at the year end were £4,899

#### **Defined benefit**

Certain employees participate in the Cheshire Pension Fund part of the local government pension scheme a defined benefit scheme administered by Cheshire Country Council in accordance with the Local Government Regulations 1997 as amended. An actuarial valuation of this fund was carried out as at 31 March 2006 and the actuaries advised that the company should contribute 22% of the pensionable salary for future services.

However following the recent actuarial valuation it is expected that the contributions will rise to £29 3% for future service and 27% for past service

The company would have difficulty in funding these increased contributions which would affect profitability and together with the volatility of the pension fund would affect the company's ability to pay future dividends

Halton Borough Transport Limited is a wholly owned subsidiary of Halton Borough Council and the liability of the pension fund ultimately rests with Halton Borough Council

Halton Borough council have taken over the liability of the past service cost but Halton Borough Transport will continue to be liable for future service costs. Therefore the Cheshire Pension Fund will be now treated as a multi employer scheme and treated as a defined contribution scheme and contributions payable charged to the profit and loss account.

#### 20 Reconciliation of operating profit to net cash inflow from operating activities

	2010	2009
	£	£
Operating profit	1,180,434	199,220
Depreciation charges	310,131	273,657
(Increase)/decrease in stocks	(17,608)	13,293
Decrease/(increase) in debtors	43,112	(64,970)
Increase in creditors	157,479	139,158
Non-cash movement on pension scheme	(1,025,000)	40,000
	648,548	600,358
	<del></del>	

#### 21 Reconciliation of net cash flow to movement in net debt

Increase in cash in the year	39,788
Change in net debt	369,640
New finance leases	(458,480)
Net debt at 1 April 2009	(1,175,523)
Net debt at 31 March 2010	(1,224,575)

£

(458,480)

(458,480)

362,640

409,428

(1,003,179)

(1,224,575)

# Notes (continued)

23

### 22 Gross cash flows

			2010	2009
			£	£
Returns on investments and servicing of fi	nance			105
Interest received			(3.003)	105
Interest paid			(3,982)	(4,106)
Interest element of finance lease rental pays	ments		(74,581)	(60,903)
			(78,563)	(64,904)
Capital expenditure				
Payments to acquire tangible fixed assets			(7,743)	(15,746)
			(7,743)	(15,746)
				<del></del>
Financing			(# 000)	(7.000)
Debenture repayments			(7,000)	(7,000)
Finance lease rental payments			(362,640)	(399,079)
			(369,640)	(406,079)
			<del></del>	
Analysis of changes in net debt				
	At 1	Cash	Non-cash	At 31
	April 2009	flows	movements	March 2010
	£	£		£
Cash in hand, at bank and bank account	(215,684)	39,788	-	(175,896)
Debt due within one year	(7,000)	-	-	(7,000)
Debt due after one year	(45,500)	7,000		(38,500)
	(000,000)		(150 100)	(* 000 170)

# 24 Controlling shareholders

Finance leases

The controlling shareholders of Halton Borough Transport are Halton Borough Council who own 430,399 shares

(907,339)

(1,175,523)