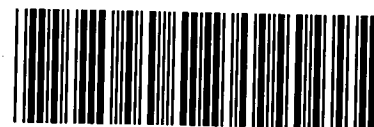


Company Registration No. 06544285 (England and Wales)

SAFETYKLEEN GROUP SERVICES LIMITED
ANNUAL REPORT AND FINANCIAL STATEMENTS
FOR THE PERIOD ENDED 28 DECEMBER 2013

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COMPANIES HOUSE

SAFETYKLEEN GROUP SERVICES LIMITED

COMPANY INFORMATION

Directors	G Baldock	(Appointed 12 June 2014)
	S Brain	
	K Buchborn-Klos	(Appointed 12 June 2014)
	A Firth	(Appointed 12 June 2014)
	P Mauguy	(Appointed 1 January 2014)
Secretary	G Baldock	
Company number	06544285	
Registered office	Safetykleen House 2 Heath Road Weybridge Surrey KT13 8AP	
Auditors	PricewaterhouseCoopers LLP 4th Floor One Reading Central 23 Forbury Road Reading Berkshire RG1 3JH	

SAFETYKLEEN GROUP SERVICES LIMITED

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SAFETYKLEEN GROUP SERVICES LIMITED

STRATEGIC REPORT

FOR THE PERIOD ENDED 28 DECEMBER 2013

The directors present the strategic report and financial statements for the year ended 28 December 2013.

Principal activities

The Directors consider that the Company will continue in its role as an intermediate holding company providing management services to other group companies, for the foreseeable future.

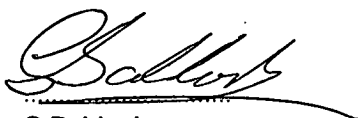
Review of the business

During the year the Safetykleen group, of which the Company is a member, successfully concluded the refinancing of the group's borrowings following discussions with lenders, investors and advisers.

Principal risks and uncertainties

For information relating to the group's principal risks and uncertainties please refer to the consolidated accounts of the ultimate parent company.

On behalf of the board



G Baldock

Secretary

23 September 2014

SAFETYKLEEN GROUP SERVICES LIMITED

DIRECTORS' REPORT

FOR THE PERIOD ENDED 28 DECEMBER 2013

The directors present their report and the audited financial statements for the period ended 28 December 2013.

Going concern

The Directors are required to prepare financial statements on the going concern basis, unless it is inappropriate to presume that the Company will continue in business. The Directors believe that the adoption of the going concern basis in the preparation of the financial statements is appropriate as the directors of the group headed by WP Safety-Kleen (Cayman) Limited, of which the Company is a member, have confirmed that it will provide the necessary financial support for 12 months from the date of approval of these financial statements. In concluding on the going concern basis, the directors have also considered the financial position of the WP Safety-Kleen (Cayman) Limited group, further details of which are disclosed in the consolidated financial statements of WP Safety-Kleen (Cayman) Limited.

Directors

The following directors have held office since 30 December 2012:

G Baldock	(Appointed 12 June 2014)
S Brain	
K Buchborn-Klos	(Appointed 12 June 2014)
J Duarte	(Resigned 12 June 2014)
A Firth	(Appointed 12 June 2014)
D Hall	(Resigned 12 September 2014)
J Manrique	(Resigned 4 January 2013)
P Mauguy	(Appointed 1 January 2014)
S Mukerji	(Resigned 12 June 2014)

Directors' and Officers' Liability

The Group provided the Director's and Officer's with liability insurance for the period. The insurance does not provide cover in the event that the Director is proved to have acted fraudulently.

Auditors

In accordance with the company's articles, a resolution proposing that PricewaterhouseCoopers LLP be reappointed as auditors of the company will be put at a General Meeting.

SAFETYKLEEN GROUP SERVICES LIMITED

DIRECTORS' REPORT (CONTINUED)

FOR THE PERIOD ENDED 28 DECEMBER 2013

Statement of directors' responsibilities

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 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 judgements 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;
- 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.

Statement of disclosure to auditors

So far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware. Additionally, the directors have taken all the necessary steps that they ought to have taken as directors in order to make themselves aware of all relevant audit information and to establish that the company's auditors are aware of that information.

On behalf of the Board



G Baldock

Secretary

23 September 2014

SAFETYKLEEN GROUP SERVICES LIMITED

INDEPENDENT AUDITORS' REPORT

TO THE MEMBERS OF SAFETYKLEEN GROUP SERVICES LIMITED

Report on the financial statements

Our opinion

In our opinion the financial statements, defined below:

- give a true and fair view of the state of the company's affairs as at 28 December 2013 and of its loss for the period 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.

This opinion is to be read in the context of what we say in the remainder of this report.

What we have audited

The financial statements, which are prepared by SAFETYKLEEN GROUP SERVICES LIMITED, comprise:

- balance sheet as at 28 December 2013;
- profit and loss account for the period then ended; and
- the notes to the financial statements, which include a summary of significant accounting policies and other explanatory information.

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).

In applying the financial reporting framework, the directors have made a number of subjective judgements, for example in respect of significant accounting estimates. In making such estimates, they have made assumptions and considered future events.

What an audit of financial statements involves

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) ("ISAs (UK & Ireland)"). 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 and Financial Statements (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 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 period for which the financial statements are prepared is consistent with the financial statements.

Other matters on which we are required to report by exception

Adequacy of accounting records and information and explanations received

Under the Companies Act 2006 we are required to report to you if, in our opinion:

- we have not received all the information and explanations we require for our audit; or
- 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.

We have no exceptions to report arising from this responsibility.

SAFETYKLEEN GROUP SERVICES LIMITED

INDEPENDENT AUDITORS' REPORT (CONTINUED)

TO THE MEMBERS OF SAFETYKLEEN GROUP SERVICES LIMITED

Directors' remuneration

Under the Companies Act 2006 we are required to report to you if, in our opinion, certain disclosures of directors' remuneration specified by law are not made. We have no exceptions to report arising from this responsibility.

Responsibilities for the financial statements and the audit

Our responsibilities and those of the directors

As explained more fully in the Statement of the Directors' Responsibilities set out on page 2, 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 ISAs (UK & Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.



John Maitland (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Reading
23 September 2014

SAFETYKLEEN GROUP SERVICES LIMITED

PROFIT AND LOSS ACCOUNT

FOR THE PERIOD ENDED 28 DECEMBER 2013

		52 Weeks ended 28 December 2013 £'000	52 Weeks ended 29 December 2012 £'000
	Notes		
Administrative expenses		(6,956)	(7,546)
Other operating income		16,262	15,567
Operating profit	4	9,306	8,021
Interest receivable and similar income	7	14,187	15,700
Interest payable and similar charges	8	(55,877)	(101,367)
Loss on ordinary activities before taxation		(32,384)	(77,646)
Tax on loss on ordinary activities	9	(460)	-
Loss for the period	16	(32,844)	(77,646)

The profit and loss account has been prepared on the basis that all operations are continuing operations.

There are no recognised gains and losses other than those passing through the profit and loss account.

There is no material difference between the loss on ordinary activities before taxation and the loss for the financial periods stated above, and their historical cost equivalents.

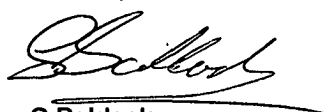
SAFETYKLEEN GROUP SERVICES LIMITED

BALANCE SHEET

AS AT 28 DECEMBER 2013

		2013	2012
	Notes	£'000	£'000
Fixed assets			
Tangible assets	10	578	646
Investments	11	319,955	319,955
		<u>320,533</u>	<u>320,601</u>
Current assets			
Debtors: amounts falling due within one year	12	37,460	24,009
Debtors: amounts falling due after more than one year	12	309,931	295,392
Cash at bank and in hand		7,171	11,745
		<u>354,562</u>	<u>331,146</u>
Creditors: amounts falling due within one year	13	(12,966)	(16,586)
Net current assets		<u>341,596</u>	<u>314,560</u>
Total assets less current liabilities		<u>662,129</u>	<u>635,161</u>
Creditors: amounts falling due after more than one year	14	(852,312)	(792,500)
Net liabilities		<u>(190,183)</u>	<u>(157,339)</u>
Capital and reserves			
Called up share capital	15	10,000	10,000
Profit and loss account	16	(200,183)	(167,339)
Shareholders' funds	17	<u>(190,183)</u>	<u>(157,339)</u>

The financial statements on pages 6 to 18 were approved by the Board on 23 September 2014 and signed on its behalf by:



G Baldock
Director

Company Registration No. 06544285

SAFETYKLEEN GROUP SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

FOR THE PERIOD ENDED 28 DECEMBER 2013

1 Accounting policies

1.1 Accounting convention

The financial statements are prepared on a going concern basis under the historical cost convention.

The Directors are required to prepare financial statements on the going concern basis, unless it is inappropriate to presume that the Company will continue in business. The Directors believe that the adoption of the going concern basis in the preparation of the financial statements is appropriate as the directors of the group headed by WP Safety-Kleen (Cayman) Limited, of which the Company is a member, have confirmed that it will provide the necessary financial support for 12 months from the date of approval of these financial statements. In concluding on the going concern basis, the directors have also considered the financial position of the WP Safety-Kleen (Cayman) Limited group, further details of which are disclosed in the consolidated financial statements of WP Safety-Kleen (Cayman) Limited.

The company has taken advantage of the exemption in Financial Reporting Standard No 1 (Revised 1996) from the requirement to produce a cash flow statement on the grounds that it is a subsidiary undertaking where 90 percent or more of the voting rights are controlled within the group.

1.2 Compliance with accounting standards

The financial statements are prepared in accordance with the Companies Act 2006 and applicable United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), which have been applied consistently (except as otherwise stated).

1.3 Tangible fixed assets and depreciation

Tangible fixed assets are stated at cost less depreciation. Depreciation is provided at rates calculated to write off the cost less estimated residual value of each asset over its expected useful life, as follows:

Leasehold improvements	10 years
Machinery and equipment	3 - 10 years

1.4 Leasing

Rentals payable under operating leases are charged against income on a straight line basis over the lease term.

1.5 Investments

Fixed asset investments in subsidiary undertakings are stated at cost plus incidental expenses, less any provision for impairment if, in the opinion of the Directors, one is required.

1.6 Pensions

The company operates a defined contribution scheme for the benefit of its employees. Contributions payable are charged to the profit and loss account in the period they are payable.

1.7 Taxation

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

Deferred taxation is provided in full in respect of taxation deferred by timing differences between the treatment of certain items for taxation and accounting purposes. The deferred tax balance has not been discounted.

SAFETYKLEEN GROUP SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 28 DECEMBER 2013

1 Accounting policies

(Continued)

1.8 Group financial statements

The financial statements present information about the company as an individual undertaking and not about its group. The company has not prepared group financial statements as it is exempt from the requirement to do so by section 401 of the Companies Act 2006 as it is a subsidiary undertaking of WP Safety-Kleen (Cayman) Limited, a company incorporated in the Cayman Islands, and is included in the consolidated financial statements of that company.

1.9 Accounting period

The financial statements are made up to the Saturday nearest to 31 December each year. Periodically this will result in a financial year of 53 weeks. The current period financial statements are for the 52 week period ending 28 December 2013. The comparative period is for the 52 weeks from 1 January 2012 to 29 December 2012.

1.10 Foreign currencies

Transactions denominated in foreign currencies are translated at the exchange rate ruling at the date of the transaction. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are translated at the rates ruling at that date. All exchange profits and losses are included in the profit and loss account as incurred.

1.11 Other operating income

Other operating income includes franchise fee income charged to subsidiary companies based on a percentage of their quarterly turnover for the use of the Safetykleen name and in-house systems as well as the services of certain group employees. Income is recognised in the period these services are performed.

2 Administrative and other operating expenses

	2013 £'000	2012 £'000
Management recharges from subsidiaries	820	1,268
Other operating expenses	6,136	6,278
	<u>6,956</u>	<u>7,546</u>

Management recharges from subsidiaries represented services provided by Safety-Kleen Portugal Solventes e Gestao de Residuos SA and Safety-Kleen Deutschland GmbH for the period.

SAFETYKLEEN GROUP SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 28 DECEMBER 2013

3 Other operating income

	2013 £'000	2012 £'000
Franchise fee charged to other group companies	16,024	15,517
Management recharges to subsidiaries	188	-
Rental income	50	50
	<u>16,262</u>	<u>15,567</u>

4 Operating profit

	2013 £'000	2012 £'000
Operating profit is stated after charging:		
Depreciation of tangible assets	320	458
Operating lease rentals	155	155
	<u></u>	<u></u>

5 Auditors' remuneration

During the period the Company obtained the following services from its auditors PricewaterhouseCoopers LLP, at costs detailed below:

	2013 £'000	2012 £'000
Auditors' remuneration - audit	6	6
	<u></u>	<u></u>

In addition to the above the Company also bore fees of £149,000 (period to 29 December 2012: £132,000) in relation to the audit of its ultimate parent company WP Safety-Kleen (Cayman) Limited and other group undertakings.

SAFETYKLEEN GROUP SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 28 DECEMBER 2013

6 Employee information and directors' emoluments

Employee costs during the financial period amounted to:

	2013 £'000	2012 £'000
Wages and salaries	2,528	2,382
Social security costs	325	310
Pension costs	144	155
	<u>2,997</u>	<u>2,847</u>

The average number of employees during the period was as follows:

	2013 £'000	2012 £'000
Management	4	5
Finance	8	6
Information technology	19	18
Administration and other	5	6
	<u>36</u>	<u>35</u>

The Directors are directors of a number of companies within the group headed by WP Safety-Kleen (Cayman) Limited, consequently, it is not practical to allocate the remuneration of the directors between those companies. The remuneration of the directors during the reporting period was borne by Safetykleen Group Services Limited, a fellow subsidiary undertaking.

The aggregate remuneration received by the Directors during the period is as follows:

	2013 £'000	2012 £'000
Aggregate emoluments	830	894
Amounts paid to pension schemes	58	74
	<u>888</u>	<u>968</u>

The highest paid director received emoluments of £237,000 (period to 29 December 2012: £224,000) for the period and pension contributions by the group of £30,000 (period to 29 December 2012: £37,000).

Three (29 December 2012: three) Directors have retirement benefits accruing under money purchase pension schemes.

SAFETYKLEEN GROUP SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 28 DECEMBER 2013

7	Interest receivable and similar income	2013	2012
		£'000	£'000
	Income on amounts due from group undertakings	14,179	15,555
	Bank interest	8	16
	Net exchange gain	-	129
		<u>14,187</u>	<u>15,700</u>
8	Interest payable and similar charges	2013	2012
		£'000	£'000
	Included in interest payable is the following amount:		
	On amounts payable to group companies	55,817	101,356
	Bank interest payable and similar charges	5	11
	Net exchange loss	55	-
		<u>55,877</u>	<u>101,367</u>

SAFETYKLEEN GROUP SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 28 DECEMBER 2013

9 Taxation	2013 £'000	2012 £'000
Overseas current year tax		
Overseas tax	460	-
Total current tax	460	-
Factors affecting the tax charge for the period		
Loss on ordinary activities before taxation	(32,384)	(77,646)
The tax assessed for the period is higher than (2012: higher than) the standard rate of corporation tax in the UK of 23.25% (2012: 24.5%). The differences are explained below:		
Loss on ordinary activities before taxation multiplied by standard rate of UK corporation tax of 23.25% (2012 - 24.50%)	(7,529)	(19,023)
Effects of:		
Non deductible expenses	3,422	88
Items not allowable for tax purposes	-	19,653
Accelerated capital allowances and other timing differences	98	64
Tax losses recognised/(utilised)	3,406	(740)
Double tax relief	(42)	(42)
Foreign tax suffered	181	-
Adjustments to foreign tax charge for previous periods	279	-
Group relief not paid for	645	-
	7,989	19,023
Current tax charge for the period	460	-

The Company's corporation tax rate for the period ended 28 December 2013 is 23.25% (2012: 24.5%). The Finance Act 2012 reduced the main rate of corporation tax from 24% to 23% from 1 April 2013.

The following potential deferred tax assets have not been recognised because it is not probable that they will be utilised in the foreseeable future due to the lack of available future profits: £3,116,000 relating to unutilised losses (29 December 2012: £nil), £288,000 relating to excess tax allowances over book depreciation (period to 29 December 2012: £259,000), £63,000 relating to other short term timing differences (period to 29 December 2012: £11,000).

Deferred tax assets have been calculated at the corporation tax rates that will be in force at the time the assets are expected to unwind. The Finance Act 2013 reduced the main rate of corporation tax from 23% to 21% from 1 April 2014 and from 21% to 20% from 1 April 2015. These rates were substantively enacted at the balance sheet date and have been used to calculate the deferred tax asset.

SAFETYKLEEN GROUP SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 28 DECEMBER 2013

10 Tangible fixed assets

	Leasehold improvements	Machinery and Equipment	Total
	£'000	£'000	£'000
Cost			
At 30 December 2012	64	2,475	2,539
Additions	-	252	252
	<u>64</u>	<u>2,727</u>	<u>2,791</u>
At 28 December 2013	64	2,727	2,791
Accumulated Depreciation			
At 30 December 2012	18	1,875	1,893
Charge for the period	6	314	320
	<u>24</u>	<u>2,189</u>	<u>2,213</u>
At 28 December 2013	24	2,189	2,213
Net book value			
At 28 December 2013	40	538	578
	<u>40</u>	<u>538</u>	<u>578</u>
At 29 December 2012	46	600	646
	<u>46</u>	<u>600</u>	<u>646</u>

11 Fixed asset investments

	Shares in group undertakings and participating interests £'000
Cost	
At 30 December 2012 & at 28 December 2013	319,955
	<u>319,955</u>
Net book value	
At 28 December 2013	319,955
	<u>319,955</u>
At 29 December 2012	319,955
	<u>319,955</u>

The Company directly owns 100% of the ordinary shares of WP SK Holdings Limited an intermediate holding company incorporated in the United Kingdom, WP SK France SAS an intermediate holding company incorporated in France, WP SK Italy Srl an intermediate holding company incorporated in Italy and Safetykleen Nederland BV a cleaning equipment company incorporated in the Netherlands.

The other subsidiary undertakings of the Company as at the balance sheet date, which are wholly owned and held indirectly, are shown below:

SAFETYKLEEN GROUP SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 28 DECEMBER 2013

11 Fixed asset investments

(Continued)

Subsidiary undertakings	Country of incorporation	Principal activity
WP SK Midco Limited	United Kingdom	Holding company
WP SK Limited	United Kingdom	Holding company
WP SK France Limited	United Kingdom	Holding company
Safety-Kleen Europe Limited	United Kingdom	Holding company
Safety-Kleen UK (Europe) Limited	United Kingdom	Holding company
SK 5 Limited	United Kingdom	Holding company
Safety-Kleen UK (France) Limited	United Kingdom	Holding company
Safety-Kleen UK Limited	United Kingdom	Cleaning equipment and waste collection
Parts Wash Limited	United Kingdom	Cleaning equipment
Parts Wash UK Limited	United Kingdom	Cleaning equipment
QED Chemical Solutions Limited	United Kingdom	Chemical cleaning solutions
WP SK Spain SL	Spain	Holding company
Safety-Kleen España SA	Spain	Cleaning equipment and waste collection
Safety-Kleen France Services SAS	France	Holding company
Safety-Kleen France Sarl	France	Cleaning equipment
Safety-Kleen Beteiligungs GmbH	Germany	Holding company
Safety-Kleen Deutschland GmbH	Germany	Cleaning equipment and waste collection
Safety-Kleen Grundbesitz GmbH	Germany	Holding company
Orm Bergold Chemie GmbH & Co KG	Germany	Waste collection and recycling
Orm Chemie GmbH	Germany	Holding company
Safety-Kleen Italia Spa	Italy	Cleaning equipment
Safetykleen Portugal Solventes e Gestão de Resíduos, SA	Portugal	Cleaning equipment and waste collection
Safety-Kleen Ireland Limited	Ireland	Cleaning equipment
Safety-Kleen Belgium SA	Belgium	Cleaning equipment
Safety-Kleen (Netherlands) BV	Netherlands	Holding company
Safety-Kleen Hungary KFT	Hungary	Cleaning equipment
Co-Ba 2000 KFT	Hungary	Service company
Safety-Kleen Slovakia s.r.o	Slovakia	Cleaning equipment
Safety Kleen CZ. s.r.o.	Czech Republic	Cleaning equipment
Safety-Kleen Parça Temizlik Hizmetleri Limited	Turkey	Cleaning equipment
Global Kleen HK Limited	Hong Kong	Cleaning equipment
Global Kleen Guangzhou Limited	China	Cleaning equipment
Guangzhou Environmental Recycling Technology Company Limited	China	Waste collection
Servicekleen do Brasil Ltda	Brazil	Cleaning equipment

The directors believe that the carrying value of the investments is supported by their underlying net assets.

SAFETYKLEEN GROUP SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 28 DECEMBER 2013

12 Debtors	2013 £'000	2012 £'000
Amounts owed by group undertakings	347,227	318,229
Other debtors	164	1,172
	<u>347,391</u>	<u>319,401</u>

The amounts owed by group undertakings and falling due within one year represent balances on trading accounts with fellow subsidiaries and interest on the loans detailed below and are repayable on demand.

Amounts falling due after more than one year and included in the debtors above are:

	2013 £'000	2012 £'000
Amounts owed by group undertakings	<u>309,931</u>	<u>295,392</u>

The amounts owed by group undertakings are unsecured and represent the principal amounts of loans that bear interest at 5.5% above Libor/Euribor and have no fixed date of repayment.

13 Creditors: amounts falling due within one year	2013 £'000	2012 £'000
Trade creditors	133	325
Amounts owed to group undertakings	10,820	15,069
Other creditors	1,899	1,115
Taxation and social security	114	77
	<u>12,966</u>	<u>16,586</u>

The amounts owed to group undertakings are unsecured and represent balances on trading accounts with fellow subsidiaries and interest on the loans detailed in note 14 and are repayable on demand.

14 Creditors: amounts falling due after more than one year	2013 £'000	2012 £'000
Amounts owed to group undertakings	<u>852,312</u>	<u>792,500</u>

The amounts owed to group undertakings are unsecured and represent the principal amount of loans and bear interest at variable rates varying from 5.5% above Libor/Euribor to a rate of 0.25% above the average of the rates of interest payable on each of the Facility A, Facility B and Facility C as determined by the Senior Facilities Agreement of the Company and have no fixed date of repayment. Confirmation has been received that no repayment will be demanded within the foreseeable future and accordingly these amounts have been disclosed as due in more than one year.

SAFETYKLEEN GROUP SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 28 DECEMBER 2013

15	Share capital	2013	2012
		£'000	£'000
	Allotted, called up and fully paid		
	10,000,000 (2012: 10,000,000) ordinary shares of £1 each	10,000	10,000

16 Statement of movements on profit and loss account

**Profit
and loss
account
£'000**

Balance at 30 December 2012	(167,339)
Loss for the period	(32,844)
Balance at 28 December 2013	(200,183)

17 Reconciliation of movements in shareholders' funds

**2013
£'000**

**2012
£'000**

Loss for the financial period	(32,844)	(77,646)
Opening shareholders' funds	(157,339)	(79,693)
Closing shareholders' funds	(190,183)	(157,339)

18 Financial commitments

At 28 December 2013 the company was committed to making the following payments under non-cancellable operating leases in the 52 weeks to 27 December 2014.

**Land and buildings
2013
£'000**

**2012
£'000**

Operating leases which expire:		
Between one and five years	195	195

19 Post balance sheet events

There are no post balance sheet events which require disclosing.

SAFETYKLEEN GROUP SERVICES LIMITED

NOTES TO THE FINANCIAL STATEMENTS (CONTINUED)

FOR THE PERIOD ENDED 28 DECEMBER 2013

20 Related party relationships and transactions

As at the balance sheet date the directors in aggregate held £4,968,000 (29 December 2012: £4,968,000) subordinated unsecured loan notes in WP Midco1 Limited (a fellow group company) together with accrued interest thereon of £4,125,000 (29 December 2012: £3,180,000), of which £945,000 (period to 29 December 2012: £846,000) interest had accrued in the period.

The Company is exempt under the terms of FRS 8 Related Party Transactions, from disclosing related party transactions that are within the WP Safety-Kleen (Cayman) Limited group.

21 Contingent liabilities

The Company is a participant in a group banking arrangement under which, all surplus cash balances are held as collateral for bank facilities advanced to group companies. In addition the company has a cross-guarantee arrangement with the bank to support these group facilities.

The Company has given fixed and floating charges over certain of its assets in relation to debt facilities provided by lenders to the Group.

22 Ultimate parent company and ultimate controlling party

The Company's immediate parent company is WP Midco 3 Limited a company incorporated in the United Kingdom. WP Safety-Kleen (Cayman) Limited is the Company's ultimate parent undertaking and controlling party and is the largest and the smallest group of which the Company is a member and for which consolidated financial statements are prepared. The consolidated financial statements of WP Safety-Kleen (Cayman) Limited can be obtained from Safetykleen House, 2 Heath Road, Weybridge, Surrey KT13 8AP.

The group headed by WP Safety-Kleen (Cayman) Limited is a portfolio company of funds (the "Warburg Pincus Funds") advised and managed by Warburg Pincus LLC, a private equity firm organised in the United States of America. The Warburg Pincus Funds hold 73.4% of WP Safety-Kleen (Cayman) Limited's ordinary shares and jointly have a controlling interest in the group and therefore the Company.