

**WOOLDRIDGE ECOTEC
LIMITED**

FINANCIAL STATEMENTS

FOR THE YEAR ENDED

31 JANUARY 2002



WOOLDRIDGE ECOTEC LIMITED

FINANCIAL STATEMENTS

For the year ended 31 January 2002

Company registration number: 3399413

Registered office: Unit 17
Hall Grove Farm
Bagshot
Surrey
GU19 5HP

Directors: Mr N Anderson
Mr G J Wooldridge

Secretary: Mrs J A E Thomas

Bankers: National Westminster Bank Plc
P O Box No 1
1 Stoke Road
Guildford
Surrey
GU1 3ZR

Auditors: Grant Thornton
Registered auditors
Chartered accountants

WOOLDRIDGE ECOTEC LIMITED

FINANCIAL STATEMENTS

For the year ended 31 January 2002

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WOOLDRIDGE ECOTEC LIMITED

REPORT OF THE DIRECTORS

The directors present their report together with financial statements for the year ended 31 January 2002.

Principal activities

The company is principally engaged in the transport of materials, bulk earth movement, contaminated waste handling and demolition.

Business review

There was a profit for the year after taxation amounting to £156,973 (2001: profit £164,319). The directors do not recommend payment of a dividend.

The directors are pleased with the results for the year.

Directors

The present membership of the Board is set out below. Both directors served throughout the year.

The interests of the directors and their families in the shares of the company as at 31 January 2002 and 1 February 2001 were as follows:

	Ordinary shares	
	31 January 2002	1 February 2001
Mr N Anderson	-	-
Mr G J Wooldridge	-	-

None of the directors had an interest in the ordinary shares of the company during the year. The interests of Mr G J Wooldridge in the share capital of the parent company are shown in that company's financial statements.

No rights to subscribe for shares in or debentures of the company were granted to or exercised by either of the directors or members of their immediate families during the year.

Directors' responsibilities for the financial statements

Company law in the United Kingdom requires the directors to prepare financial statements for each financial year which 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 those financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently
- make judgements and estimates that are reasonable and prudent
- state whether applicable 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 maintaining proper accounting records, for safeguarding the assets of the company and for taking reasonable steps for the prevention and detection of fraud and other irregularities.

WOOLDRIDGE ECOTEC LIMITED

REPORT OF THE DIRECTORS

Auditors

Grant Thornton were appointed as auditors after the year end and offer themselves for reappointment as auditors in accordance with section 385 of the Companies Act 1985.

ON BEHALF OF THE BOARD



G J Wooldridge

Director

Date 9 July 2002

**REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
WOOLDRIDGE ECOTEC LIMITED**

We have audited the financial statements of Wooldridge Ecotec Limited for the year ended 31 January 2002 which comprise of the principal accounting policies, the profit and loss account, the balance sheet and notes 1 to 17 on pages 4 to 12. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the directors' report and the financial statements in accordance with United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom auditing standards.

We report to you our opinion as to whether the financial statements which give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read other information contained in the directors' report, and consider whether it is consistent with the audited financial statements. We consider the implications of our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. Our responsibilities do not extend to any other information.

Basis of opinion

We conducted our audit in accordance with United Kingdom auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs as at 31 January 2002 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



GRANT THORNTON
REGISTERED AUDITORS
CHARTERED ACCOUNTANTS
FARNHAM

Date 16 July 2002

WOOLDRIDGE ECOTEC LIMITED

PRINCIPAL ACCOUNTING POLICIES

BASIS OF PREPARATION

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

The principal accounting policies of the company have remained unchanged from the previous year and are set out below.

Under Financial Reporting Standard 1, the company is exempt from the requirement to prepare a cash flow statement on the grounds that its parent undertaking includes the company in its own published consolidated financial statements.

As the company is a wholly owned subsidiary of Panther 1919 Limited, the company has taken advantage of the exemption contained in the Financial Reporting Standard 8 and has therefore not disclosed transactions or balances with entities which form part of the group. The consolidated financial statements of Panther 1919 Limited are publicly available and the address is given in note 17 to the financial statements.

TURNOVER

Turnover is the total amount receivable by the company for goods supplied and services provided, excluding VAT and trade discounts.

TANGIBLE FIXED ASSETS AND DEPRECIATION

Depreciation is calculated to write down the cost or valuation less estimated residual value of all tangible fixed assets by equal annual instalments over their expected useful lives. The rates generally applicable are:

Plant and machinery	15% - 25%
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LONG-TERM CONTRACTS

The attributable profit on long-term contracts is recognised once their outcome can be assessed with reasonable certainty. The profit recognised reflects the proportion of work completed to date on the project.

Costs associated with long-term contracts are included in stock to the extent that they cannot be matched with contract work accounted for as turnover. Long-term contract balances included in stocks are stated at cost, after provision has been made for any foreseeable losses and the deduction of applicable payments on account.

Full provision is made for losses on all contracts in the year in which the loss is first foreseen.

DEFERRED TAXATION

Deferred tax is provided for using the tax rates estimated to arise when the timing differences reverse and is accounted for to the extent that it is probable that a liability or asset will crystallise. Unprovided deferred tax is disclosed as a contingent liability.

LEASED ASSETS

Assets held under finance leases and hire purchase contracts are capitalised in the balance sheet and depreciated over their expected useful lives. The interest element of leasing payments represents a constant proportion of the capital balance outstanding and is charged to the profit and loss account over the period of the lease.

All other leases are regarded as operating leases and the payments made under them are charged to the profit and loss account on a straight-line basis over the lease term.

WOOLDRIDGE ECOTEC LIMITED**PROFIT AND LOSS ACCOUNT**

For the year ended 31 January 2002

	Note	2002 £	2001 £
Turnover	1	6,198,998	4,832,592
Cost of sales		(5,202,739)	(4,007,739)
Gross profit		996,259	824,853
Administrative expenses		(711,024)	(639,504)
Operating profit		285,235	185,349
Interest payable and similar charges	2	(13,606)	(15,608)
Profit on ordinary activities before taxation	1	271,629	169,741
Tax on profit on ordinary activities	4	(114,656)	(5,422)
Profit transferred to reserves	12	156,973	164,319

There were no recognised gains or losses other than the profit for the financial year.

WOOLDRIDGE ECOTEC LIMITED

BALANCE SHEET AT 31 JANUARY 2002

	Note	2002 £	2002 £	2001 £	2001 £
Fixed assets					
Tangible assets	5		99,952		116,806
			<u>99,952</u>		<u>116,806</u>
Current assets					
Debtors	6	1,486,915		1,282,078	
		<u>1,486,915</u>		<u>1,282,078</u>	
Creditors: amounts falling due within one year	7	(1,225,405)		(1,154,475)	
Net current assets			<u>261,510</u>		<u>127,603</u>
Total assets less current liabilities			<u>361,462</u>		<u>244,409</u>
Creditors: amounts falling due after more than one year	8		(22,459)		(52,379)
Provisions for liabilities and charges	9		-		(10,000)
			<u>339,003</u>		<u>182,030</u>
Capital and reserves					
Called up share capital	11		1,000		1,000
Profit and loss account	12		338,003		181,030
Shareholders' funds	13		<u>339,003</u>		<u>182,030</u>

The financial statements were approved by the Board of Directors on 9 July 2002



G J Wooldridge

Director

WOOLDRIDGE ECOTEC LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 January 2002

1 TURNOVER AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

The profit on ordinary activities is stated after:

	2002 £	2001 £
Auditors' remuneration	5,500	7,000
Depreciation and amortisation:		
Tangible fixed assets, owned	4,751	629
Tangible fixed assets, held under finance leases and hire purchase contracts	33,253	19,500
Hire of plant and machinery	2,015,222	1,571,342

2 INTEREST PAYABLE AND SIMILAR CHARGES

	2002 £	2001 £
On bank loans and overdrafts	8,430	10,432
Finance charges in respect of finance leases	5,176	5,176
	13,606	15,608

3 DIRECTORS AND EMPLOYEES

Staff costs during the year were as follows:

	2002 £	2001 £
Wages and salaries	562,108	460,239
Social security costs	53,584	37,393
	615,692	497,632

The average number of employees of the company during the year were as follows:

	2002 Number	2001 Number
Administration	4	8
Management	18	13
	22	21

Remuneration in respect of directors was as follows:

	2002 £	2001 £
Emoluments	40,313	98,391

WOOLDRIDGE ECOTEC LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 January 2002

4 TAX ON PROFIT ON ORDINARY ACTIVITIES

The tax charge represents:

	2002 £	2001 £
UK Corporation tax at 30% (2001: 30%)	116,500	-
Adjustments in respect of prior period	8,156	3,422
Total current tax	124,656	3,422
Deferred taxation (note 10)	(10,000)	2,000
Tax on profit on ordinary activities	114,656	5,422

The tax assessed for the period is higher than the standard rate of corporation tax in the UK of 30% (2001: 30%). The differences are explained as follows:

	2002 £	2001 £
Profit on ordinary activities before tax	271,629	169,741
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 30% (2001: 30%)	81,500	50,900
Expenses not deductible for tax purposes	31,200	(200)
Depreciation not deductible for tax purposes	3,800	(600)
Utilisation of tax losses	-	(50,100)
Adjustments to tax charge in respect of prior periods	(1,578)	3,422
Under provision last year	9,734	
Current tax charge for period	124,656	3,422

WOOLDRIDGE ECOTEC LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 January 2002

5 TANGIBLE FIXED ASSETS

	Plant and machinery £
Cost	
At 1 February 2001	141,810
Additions	21,150
At 31 January 2002	162,960
Depreciation	
At 1 February 2001	25,004
Provided in the year	38,004
At 31 January 2002	63,008
Net book amount at 31 January 2002	99,952
Net book amount at 31 January 2001	116,806

The figures stated above include assets held under finance leases and similar hire purchase contracts, as follows:

	£
Net book amount at 31 January 2002	75,382
Net book amount at 31 January 2001	108,635
Depreciation provided during year	33,253

6 DEBTORS

	2002 £	2001 £
Trade debtors	1,213,925	1,056,818
Amounts owed by group undertakings	3,862	-
Amounts owed by associated undertakings	-	1,435
Amounts recoverable on contracts	90,538	170,500
Other debtors	141,817	33,325
Taxation recoverable	33,769	-
Prepayments and accrued income	3,004	20,000
	1,486,915	1,282,078

WOOLDRIDGE ECOTEC LIMITED**NOTES TO THE FINANCIAL STATEMENTS**

For the year ended 31 January 2002

7 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2002 £	2001 £
Bank overdraft	256,749	223,099
Trade creditors	346,407	305,059
Amounts owed to group undertakings	263,795	322,085
Corporation tax	126,234	-
Social security and other taxes	19,635	90,666
Other creditors	87,592	54,282
Accruals and deferred income	95,072	129,363
Amounts due under hire purchase agreements	29,921	29,921
	<u>1,225,405</u>	<u>1,154,475</u>

The bank overdraft is secured by a fixed and floating charge over all of the company's assets and by personal guarantees given by the directors.

8 CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2002 £	2001 £
Amounts due under hire purchase agreements	<u>22,459</u>	<u>52,379</u>
Borrowings are repayable as follows:		
	2002 £	2001 £
Within one year		
Bank and other borrowings	256,749	223,099
Hire purchase	29,921	29,921
After one and within two years		
Hire purchase	22,459	29,921
After two and within five years		
Hire purchase	-	22,458
	<u>309,129</u>	<u>305,399</u>

9 PROVISIONS FOR LIABILITIES AND CHARGES

	Deferred taxation £
At 1 February 2001	10,000
Released during the year	(10,000)
At 31 January 2002	<u>-</u>

WOOLDRIDGE ECOTEC LIMITED**NOTES TO THE FINANCIAL STATEMENTS**

For the year ended 31 January 2002

10 DEFERRED TAXATION

Deferred taxation provided for in the financial statements is set out below:

	Amount provided	
	2002	2001
	£	£
Accelerated capital allowances	13,000	10,000
Other timing differences	(13,000)	-
	-	10,000

11 SHARE CAPITAL

	2002	2001
	£	£
Authorised Ordinary shares of £1 each	10,000	10,000
Allotted, called up and fully paid Ordinary shares of £1 each	1,000	1,000

12 RESERVES

	Profit and loss account
	£
At 1 February 2001	181,030
Retained profit for the year	156,973
At 31 January 2002	338,003

13 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2002	2001
	£	£
Profit for the financial year	156,973	164,319
Net increase in shareholders' funds	156,973	164,319
Shareholders' funds at 1 February 2001	182,030	17,711
Shareholders' funds at 31 January 2002	339,003	182,030

WOOLDRIDGE ECOTEC LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 January 2002

14 CAPITAL COMMITMENTS

The company had no capital commitments at 31 January 2002 or 31 January 2001.

15 CONTINGENT LIABILITIES

There were no contingent liabilities at 31 January 2002 or 31 January 2001.

16 RELATED PARTY TRANSACTIONS

Included in trade debtors at the year end is an amount of £nil (2001: £32,000) in respect of an advance payment for tipping rights to the Twelve Oaks Partnership, a business in which Mr I J Wooldridge, a director of the company and Mr G J Wooldridge, a previous director of the company, are partners. During the year, sales were made to the partnership amounting to £32,000 (2001: £32,000). Included in trade creditors is amount of £10,000 (2001: nil) owed to Twelve Oaks Partnership in respect of tip facility services.

Both Mr G J Wooldridge, a director of the company and Mr I J Wooldridge, a previous director of the company, have made personal guarantees of up to a limit of £50,000 each against the company's bank borrowings.

17 ULTIMATE PARENT UNDERTAKING

The directors consider that the ultimate parent undertaking of this company is its parent company, Panther 1919 Limited incorporated in England and Wales by virtue of the fact that it owns 100% of the ordinary share capital of the company.

The consolidated accounts of the parent company are available to the public and may be obtained from Companies House, Crown Way, Cardiff, CF14 3UZ.