

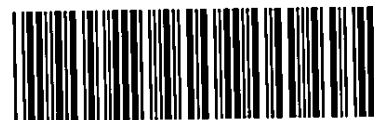
Registered number: SC134337

Binn Landfill (Glenfarg) Limited

Directors' report and financial statements

for the year ended 31 December 2011

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Binn Landfill (Glenfarg) Limited

Company Information

Directors	C Chapron D Palmer-Jones
Company secretary	J Knight
Company number	SC134337
Registered office	15 Atholl Crescent Edinburgh Scotland EH3 8HA
Auditor	Mazars LLP Tower Bridge House St Katharine's Way London E1W 1DD

Binn Landfill (Glenfarg) Limited

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Binn Landfill (Glenfarg) Limited

Directors' report for the year ended 31 December 2011

The directors present their report and the financial statements for the year ended 31 December 2011.

Principal activities

The company's principal activity during the year was the provision of resource disposal facilities through the operation of a landfill site. The company operates as part of the Treatment and Disposal division of the SITA Holdings UK Limited Group ("SITA Group"), the United Kingdom resource management business of GDF Suez SA.

Business review

The company's key financial and other performance indicators during the year were as follows:

	2011	2010	
	£000	£000	Change
Turnover	9,071	7,883	+15%
Operating (loss)/ profit	(718)	122	-689%
Profit after tax	(691)	(31)	-2,129%
Shareholders funds	4,632	5,323	-13%
Current assets as % of current liabilities	535%	712%	

The increase in turnover year on year is attributable to the Materials Recycling Facility (MRF) at Binn being in operation for a full year in 2011, as well as an increase in the landfill tax rate.

However, operating margins decreased due to the cost of temporarily capping the site as well as increased maintenance and plant hire costs experienced in 2011.

Results and dividends

The loss for the year, after taxation, amounted to £691,000 (2010 - loss £ 31,000).

The directors do not recommend the payment of a dividend (2009 - £nil).

Directors

The directors who served during the year were:

C Chapron
D Palmer-Jones

No director who held office on 31 December 2011 had an interest in the company's shares either during the financial year or at 31 December 2011.

Directors' indemnity

The company has granted indemnity to one or more of its directors against liabilities in respect of proceedings brought by third parties, subject to the conditions set out in the Companies Act 2006. Such qualifying third party indemnity provision remains in force as at the date of approving the directors' report.

Future developments

The directors expect that the company will return to profitability in the foreseeable future.

Binn Landfill (Glenfarg) Limited

Directors' report for the year ended 31 December 2011 Environmental impact

Our purpose is to protect our environment by putting waste to good use.

A crucial element of this is ensuring that the vision of the circular economy – where the waste cycle can work with the economic cycle to return waste as a secondary resource back into production and consumption – becomes a reality and value is extracted from waste.

In 2011 the SITA group:

- recycled and recovered over 2 million tonnes of the materials we handled;
- generated over 700,000 megawatt-hours of electricity from our landfill gas and energy-from-waste facilities;
- registered for re-certification of the Carbon Trust Standard, recognition of our commitment towards reducing our carbon footprint;
- ranked at position 211 within the Carbon Reduction Commitment Performance League Table;
- produced over 100,000 tonnes of compost; and
- reduced our direct & indirect Greenhouse Gas emissions by 6.6% on the previous year.

Furthermore, SITA UK Limited became the first recycling and resource company to be featured in the highly-respected Sunday Times Best Green Companies Top 60 League Table.

Going concern

The company's going concern is intrinsically linked to the performance, risks and going concern of the SITA Group. The SITA group, along with its ultimate parent company GDF Suez SA, has considerable financial resources together with long term contracts with a number of customers across different geographic areas and within different sectors of the recycling industry. As a consequence, the directors believe that the SITA group is well placed to manage its business risks successfully despite the current uncertain economic outlook.

Having made enquiries, the directors have a reasonable expectation that the company and the group have adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

Principal risks and uncertainties

The SITA Group has established a risk committee that evaluates the main risks facing the Group and the measures in place to manage those risks. The principal risks and uncertainties facing the Group are broadly grouped as: operational risks, competitive risks, legislative risks, health and safety risks and financial instrument risks.

Operational risks

The SITA Group's operations involve some major public sector contracts, ranging from periods of 7 to 25 years or more, where default on the contract may result in substantial compensation payments to the client.

Long-term contracts also expose the Group to the risk that the contract's revenue profile over the life of the contract may not be sufficient to compensate the Group for unforeseen cost increases, and hence losses may result. The Group has put in place rigorous tender approval procedures to ensure all risks are properly considered. The Group's management and review procedures are aimed at ensuring any problems are identified at an early stage and steps are taken to mitigate any losses arising.

The success of the Group's operations is dependent upon the recruitment and retention of good quality staff. The Group's strategy seeks to make the SITA Group the preferred employer in the waste management sector through its employment policies.

Binn Landfill (Glenfarg) Limited

Directors' report for the year ended 31 December 2011

Competitive risks

Part of the SITA Group's business involves contracts with local authorities which are subject to periodic competitive tender. Renewal of these contracts is uncertain and based on financial and performance criteria.

The remaining business relies upon short-term contracts and non-contractual business from industrial and commercial customers, which is subject to normal price competition in the open market.

Legislative risks

The waste management business is subject to strict legislation and regulation. These standards are subject to continuous revision. Compliance with new standards can impose additional costs on the Group, and failure to comply could result in heavy penalties. The Group's management systems aim to ensure compliance with all relevant regulations.

Health and safety risks

The SITA Group acknowledges that its employees working within the waste management industry face significant potential hazards in their everyday work. The Group makes every effort to ensure that its Health and Safety policies are of the highest standard, are fit for purpose and are strictly adhered to on a daily basis.

Financial instrument risks

The Group has established a risk and financial management framework whose primary objectives are to protect the Group from events that hinder the achievement of the Group's performance objectives.

Use of derivatives

On certain major contracts, the SITA Group uses interest rate swaps in respect of the related funding to reduce exposure to interest rate movements.

Exposure to price, credit, liquidity and cash flow risk

Price risk arises on financial instruments because of changes in, for example, commodity prices or equity prices. The Group's major joint venture and associated investments, which the Group does not intend to sell in the short-term, are held at net asset value and are therefore not exposed to price risk.

Credit risk is the risk that one party to a financial instrument will cause a financial loss for the other party by failing to discharge an obligation. Group policies are aimed at minimising such losses, and require that deferred terms are only granted to customers who demonstrate an appropriate payment history and satisfy credit worthiness procedures.

Liquidity risk is the risk that an entity will encounter difficulty in meeting obligations associated with financial liabilities. Cash flow risk is the risk of exposure to variability of cash flows relating to a recognised asset or liability such as future interest payments on a variable rate debt. The Group produces long-term cash forecasts and monitors cash flows against these on a daily basis to ensure all financial obligations may be met as they fall due. Group funding requirements are periodically agreed with the Suez Group.

Binn Landfill (Glenfarg) Limited

Directors' report for the year ended 31 December 2011

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 judgments and estimates that are reasonable and prudent;
- state whether UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Provision of information to auditors

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as that director is aware, there is no relevant audit information of which the company's auditors are unaware, and
- each director has taken all the steps that ought to have been taken as a director in order to be aware of any information needed by the company's auditors in connection with preparing their report and to establish that the company's auditors are aware of that information.

Reappointment of auditors

The re-appointment of auditors will be considered at the company's AGM.

This report was approved by the board on

30 MAY 2012

and signed on its behalf.



C Chapron
Director

Binn Landfill (Glenfarg) Limited

Independent auditor's report to the shareholder of Binn Landfill (Glenfarg) Limited

We have audited the financial statements of Binn Landfill (Glenfarg) Limited for the year ended 31 December 2011, which comprise the Profit and loss account, the Balance sheet and the related notes. 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).

Respective responsibilities of directors and auditor

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 and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors. This report is made solely to the company's member 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 member those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's member for our audit work, for this report, or for the opinions we have formed.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the Auditing Practices Board's website at www.frc.org.uk/apb/scope/private.cfm.

Opinion on financial statements

In our opinion the financial statements:

- give a true and fair view of the state of the company's affairs as at 31 December 2011 and of its loss 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.

Binn Landfill (Glenfarg) Limited

Independent auditor's report to the shareholder of Binn Landfill (Glenfarg) Limited

Opinion on other matter 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.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us; or
- the financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.


David Herbinet (Senior statutory auditor)
for and on behalf of
Mazars LLP
Chartered Accountants and Statutory Auditor
Tower Bridge House
St Katharine's Way
London
E1W 1DD
Date: 6/6/2012

Binn Landfill (Glenfarg) Limited

**Profit and loss account
for the year ended 31 December 2011**

	Note	2011 £000	2010 £000
Turnover	1,2	9,071	7,883
Cost of sales		<u>(9,240)</u>	<u>(7,341)</u>
Gross (loss)/profit		(169)	542
Administrative expenses		<u>(549)</u>	<u>(420)</u>
Operating (loss)/profit	3	(718)	122
Interest receivable and similar income	5	10	17
Interest payable and similar charges	6	<u>(50)</u>	<u>(51)</u>
(Loss)/profit on ordinary activities before taxation		(758)	88
Tax on (loss)/profit on ordinary activities	7	<u>67</u>	<u>(119)</u>
Loss for the financial year	14	<u>(691)</u>	<u>(31)</u>

All amounts relate to continuing operations.

There were no recognised gains and losses for 2011 or 2010 other than those included in the Profit and loss account.

The notes on pages 9 to 16 form part of these financial statements.

Binn Landfill (Glenfarg) Limited
Registered number: SC134337

Balance sheet
as at 31 December 2011

	Note	£000	2011 £000	2010 £000
Fixed assets				
Tangible assets	8		3,694	3,405
Current assets				
Debtors	9	3,386		3,938
Creditors: amounts falling due within one year	10	(633)		(553)
Net current assets			2,753	3,385
Total assets less current liabilities			6,447	6,790
Provisions for liabilities				
Other provisions	12		(1,815)	(1,467)
Net assets			4,632	5,323
Capital and reserves				
Called up share capital	13		1,300	1,300
Profit and loss account	14		3,332	4,023
Shareholders' funds	15		4,632	5,323

The financial statements were approved and authorised for issue by the board and were signed on its behalf on

30 MAY 2012



C Chapron
Director

The notes on pages 9 to 16 form part of these financial statements.

Binn Landfill (Glenfarg) Limited

Notes to the financial statements for the year ended 31 December 2011

1. Accounting policies

1.1 Basis of preparation of financial statements

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

Having taken into account all available information, in particular forecasts for the next twelve months from the date of approval of the financial statements, and having performed the appropriate sensitivity analyses; the directors are of the opinion that it is appropriate to prepare the accounts on a going concern basis.

1.2 Cash flow

The company, being a subsidiary undertaking where 90% or more of the voting rights are controlled within the group whose consolidated financial statements are publicly available, is exempt from the requirement to draw up a cash flow statement in accordance with FRS 1.

1.3 Turnover

Turnover comprises revenue recognised by the company in respect of goods and services supplied. Revenue is measured at fair value of the consideration received including landfill tax where appropriate, and exclusive of trade discounts, rebates, Value Added Tax and other sales taxes or duty.

1.4 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 of fixed assets, less their estimated residual value, over their expected useful lives on the following bases:

Freehold property - landfill	-	On the basis of airspace used
Landfill engineering	-	On the basis of airspace used
Plant and machinery	-	3 - 10 years, straight line
Assets under construction	-	Depreciation commences upon completion of assets

1.5 Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax, with the following exception:

- deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which future reversal of the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the period in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

1.6 Pensions

The company operates a defined contribution pension scheme and the pension charge represents the amounts payable by the company to the fund in respect of the year. Contributions are made by the company and the employees to a separately administered fund.

Binn Landfill (Glenfarg) Limited

Notes to the financial statements for the year ended 31 December 2011

1. Accounting policies (continued)

1.7 Provisions for environmental and landfill costs and landfill gas revenues

Provisions for environmental and landfill costs include provisions associated with the closure and post-closure of landfill sites. The company estimates its total future requirements for closure costs and for post-closure monitoring and maintenance of the site after the anticipated closure.

Closure costs:

Provision is made for final capping and site inspection costs. These costs are incurred during the operating life of the site and the company provides for these costs as the permitted airspace is used.

Post closure costs:

Provision is made for inspection, ground water monitoring, leachate management, methane gas control and recovery, and the operation and maintenance costs to be incurred during the period after the site closes.

Post-closure provisions have been shown at net present value. The current cost estimated has been inflated at 3.10% (2010 - 2.60%) and discounted by 5.76% (2010 - 5.94%). The unwinding of the discount element is shown in the financial statements as a financial item.

Future revenues from the generation of electricity from landfill gas during the post-closure period, where contracts are in place for its sale, are deducted from the provision balances and are discounted in line with the post-closure provision.

The company provides for both closure and post-closure costs as the permitted airspace is used. In accordance with Financial Reporting Standard 12 "Provisions, Contingent Liabilities and Contingent Assets", full provision has been made for the company's minimum unavoidable costs.

2. Turnover

The whole of the turnover is attributable to the one principal activity of the company being the provision of waste disposal facilities.

All turnover arose within the United Kingdom.

3. Operating (loss)/profit

The operating (loss)/profit is stated after charging:

	2011 £000	2010 £000
Depreciation of tangible fixed assets:		
- owned by the company	433	494

During the year, no director received any emoluments (2010 - £NIL) for services to this company.

For the year ended 31 December 2011 and the prior year, auditors' remuneration was borne by a fellow group company.

Binn Landfill (Glenfarg) Limited

**Notes to the financial statements
for the year ended 31 December 2011**

4. Staff costs

Staff costs were as follows:

	2011	2010
	£000	£000
Wages and salaries	310	219
Social security costs	32	24
Other pension costs	2	2
	344	245

All employees are employed by SITA UK Limited and paid by SITA Holdings UK Limited. Costs are then recharged to the company.

The average monthly number of employees, including the directors, during the year was as follows:

	2011	2010
	No.	No.
Operational	14	8

5. Interest receivable

	2011	2010
	£000	£000
Interest receivable from group companies	10	17

6. Interest payable

	2011	2010
	£000	£000
Discount on provisions	50	47
On loans from group undertakings	-	4
	50	51

Binn Landfill (Glenfarg) Limited

Notes to the financial statements for the year ended 31 December 2011

7. Taxation

	2011 £000	2010 £000
Analysis of tax (credit)/charge in the year		
Current tax (see note below)		
UK corporation tax (credit)/charge on (loss)/profit for the year	(295)	9
Adjustments in respect of prior periods	(1)	(4)
Total current tax	<u>(296)</u>	<u>5</u>
Deferred tax (see note 11)		
Origination and reversal of timing differences	229	114
Tax on (loss)/profit on ordinary activities	<u>(67)</u>	<u>119</u>

Factors affecting tax charge for the year

The tax assessed for the year is lower than (2010 - lower than) the standard rate of corporation tax in the UK of 26.5% (2010 - 28%). The differences are explained below:

	2011 £000	2010 £000
(Loss)/profit on ordinary activities before tax	<u>(758)</u>	<u>88</u>
(Loss)/profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 26.5% (2010 - 28%)	(201)	25
Effects of:		
Expenses not deductible for tax purposes, other than goodwill amortisation and impairment	58	55
Capital allowances for year in excess of depreciation	(152)	(63)
Adjustments to tax charge in respect of prior periods	(1)	(4)
Other timing differences leading to an increase (decrease) in taxation	-	(8)
Current tax (credit)/charge for the year (see note above)	<u>(296)</u>	<u>5</u>

Factors that may affect future tax charges

The UK corporation tax rate decreased from 28% to 26% from 1 April 2011. The impact on the current year's tax charge is shown above.

Further reductions to the UK corporation tax rate have been announced that will have an effect on future tax charges. The change in the corporation tax rate to 25% from 1 April 2012 had been enacted at the balance sheet date and the deferred tax balance has been adjusted to reflect this change (note 11). A further reduction in the rate to 24% from 1 April 2012 has now been announced but was not substantively enacted at the balance sheet date, and is therefore not recognised in these financial statements. Further announcements have also been made to reduce the rate by a further 1% per annum down to 22% from 1 April 2014.

Binn Landfill (Glenfarg) Limited

**Notes to the financial statements
for the year ended 31 December 2011**

8. Tangible fixed assets

	Freehold property £000	Plant & machinery £000	Assets under construction £000	Total £000
Cost				
At 1 January 2011	11,559	1,202	465	13,226
Additions	635	32	63	730
Transfers intra group	-	(7)	(6)	(13)
Disposals	-	(2)	-	(2)
Transfer between classes	210	104	(314)	-
At 31 December 2011	12,404	1,329	208	13,941
Depreciation				
At 1 January 2011	8,935	886	-	9,821
Charge for the year	315	118	-	433
Transfers intra group	-	(6)	-	(6)
On disposals	-	(1)	-	(1)
At 31 December 2011	9,250	997	-	10,247
Net book value				
At 31 December 2011	3,154	332	208	3,694
At 31 December 2010	2,624	316	465	3,405

The net book value of land and buildings may be analysed as follows:

	2011 £000	2010 £000
Freehold property - landfill airspace	720	888
Freehold property - buildings	108	132
Landfill engineering	2,326	1,604
	3,154	2,624

9. Debtors

	2011 £000	2010 £000
Amounts owed by group undertakings	2,048	2,588
Corporation tax repayable	288	-
Prepayments and accrued income	139	210
Deferred tax asset (see note 11)	911	1,140
	3,386	3,938

Binn Landfill (Glenfarg) Limited

**Notes to the financial statements
for the year ended 31 December 2011**

10. Creditors:
Amounts falling due within one year

	2011	2010
	£000	£000
Corporation tax	-	9
Social security and other taxes	430	272
Accruals and deferred income	203	272
	<u>633</u>	<u>553</u>

11. Deferred tax asset

	2011	2010
	£000	£000
At beginning of year	1,140	1,254
Charged for year	(229)	(114)
	<u>911</u>	<u>1,140</u>

The deferred tax asset is made up as follows:

	2011	2010
	£000	£000
Accelerated capital allowances	685	894
Other timing differences	226	246
	<u>911</u>	<u>1,140</u>

12. Provisions

	Environment al and landfill costs £000
At 1 January 2011	1,467
Additions	230
Amounts used	(154)
Change in discount rate	222
Unwinding of discount	50
At 31 December 2011	<u>1,815</u>

Environmental and landfill costs

The provision for environmental and landfill costs has been calculated in accordance with the accounting policy set out in note 1.7.

Binn Landfill (Glenfarg) Limited

**Notes to the financial statements
for the year ended 31 December 2011**

13. Share capital

	2011	<i>2010</i>
	£000	<i>£000</i>
Allotted, called up and fully paid		
1,300,000 ordinary shares of £1 each	1,300	<i>1,300</i>

14. Reserves

	Profit and loss account £000
At 1 January 2011	4,023
Loss for the year	(691)
At 31 December 2011	3,332

15. Reconciliation of movement in shareholders' funds

	2011	<i>2010</i>
	£000	<i>£000</i>
Opening shareholders' funds	5,323	<i>5,354</i>
Loss for the year	(691)	<i>(31)</i>
Closing shareholders' funds	4,632	<i>5,323</i>

16. Contingent liabilities

The company has provided unsecured guarantees to third parties in respect of restoration and performance bonds. At 31 December 2011, guarantees outstanding amounted to £2,000,000 (2010 - £2,000,000).

17. Capital commitments

At 31 December 2011 the company had capital commitments as follows:

	2011	<i>2010</i>
	£000	<i>£000</i>
Contracted for but not provided in these financial statements	416	<i>142</i>

18. Pension commitments

The company operates a defined contributions pension scheme. The assets of the scheme are held separately from those of the company in an independently administered fund. The pension cost charge represents contributions payable by the company to the fund and amounted to £2,000 (2010 - £2,000).

Binn Landfill (Glenfarg) Limited

**Notes to the financial statements
for the year ended 31 December 2011**

19. Related party transactions

Under the provisions of Financial Reporting Standard 8, the company is not required to disclose details of related party transactions with Group entities as it is a wholly owned subsidiary, and the consolidated financial statements in which the company results are included are available to the public.

20. Ultimate parent undertaking and controlling party

At the year end the ultimate parent undertaking was GDF Suez SA, a company incorporated in France.

The largest group of which Binn Landfill (Glenfarg) Limited is a member and for which group financial statements are drawn up is that headed by GDF Suez SA, whose consolidated financial statements are available from 1 Place Samuel de Champlain, Faubourg de l'Arche, 92930 Paris la Defense, Cedex, France. The smallest such group is that headed by SITA Holdings UK Limited, a company registered in England & Wales. The consolidated financial statements of the SITA Holdings UK Limited Group may be obtained from SITA House, Grenfell Road, Maidenhead, Berkshire, SL6 1ES.

In the opinion of the directors, SITA Holdings UK Limited controls the company as a result of controlling 100% of the issued share capital of Binn Landfill (Glenfarg) Limited. At the year end GDF Suez SA was the ultimate controlling party, being the ultimate controlling party of SITA Holdings UK Limited.