



Grant Thornton

Financial statements
Churngold Construction
Limited

For the Year Ended 31 May 2009

Company No. 1908306

Company information

Company registration number	1908306
Registered office	St Andrews House St Andrews Road Avonmouth Bristol BS11 9DQ
Directors	J R Ancell (Chairman) A R Brown (Managing Director) R N Tredwin (Finance Director) R K McCabe (Commercial Director) M G Best (Director - Wales) G A Wiltshire (Operations Director)
Secretary	R N Tredwin
Bankers	Bank of Scotland 21 Prince Street Bristol BS99 7JG
Solicitors	Osborne Clarke 2 Temple Back East Temple Quay Bristol BS1 6EG
Auditor	Grant Thornton UK LLP Chartered Accountants Registered Auditors Hartwell House 55-61 Victoria Street BRISTOL BS1 6FT

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Report of the directors

The directors present their report and the financial statements of the company for the year ended 31 May 2009.

Principal activities and business review

The principal activities of the group are ground works, enabling works and civil engineering services.

The business has performed well given the difficult market conditions and the Directors will continue to ensure that the strong cash backed balance sheet is maintained going forward.

The contract base continues to be broadly spread across Retail, PFI, Healthcare and Education, however we envisage a further shift towards Public sector works going forward.

Future developments

The Construction Industry continues to be challenging, however the improved level of work in hand leaves the business well placed for the next financial year.

Results and dividends

The profit for the year, after taxation, amounted to £748,000. Particulars of dividends paid are detailed in note 10 to the financial statements.

Key performance indicators

		2009	2008	Change in the year
Financial metrics				
Revenue	£000	26,546	44,353	-40%
Earnings before interest, tax, depreciation and central management charges	£000	1,884	2,544	-26%
Average days turnover in amounts recoverable on contracts	Days	38	55	-17 days
Work in hand as % of next year's budget	%	64	33	+94%
People				
Staff as at 31 May	No	136	203	-33%

Funding and risk management objectives and policies

The main risks arising are liquidity, credit and interest rate risks. The directors review and agree policies for managing each of these risks and they are summarised below. These policies have remained unchanged from previous years.

Liquidity

The company uses hire purchase facilities provided by various major high street lenders and overdraft facilities provided by Bank of Scotland. At the year end the company has access to undrawn committed borrowing facilities of £750,000. The maturity profile of committed banking facilities is regularly reviewed and such facilities are extended or replaced well in advance of their expiry. The company does not enter into speculative financial transactions and uses financial instruments (e.g. Trade Credit Insurance) for certain risk management purposes.

Credit Risk

The company's principal financial assets are cash, trade debtors and amounts recoverable on contracts. The company limits deposits to short term deposits with its bankers. The principal credit risk arises therefore from its debtors/amounts recoverable on contracts.

In order to manage this risk all jobs and customers are credit checked at contract stage and credit insurance is arranged on the majority of debts.

Interest Rate Risk

The company reduces exposure to interest rates through a mixture of fixed rate hire purchase arrangements and variable rates for overdraft facilities.

Directors

The directors who served the company during the year were as follows:

J R Ancell
A R Brown
R N Tredwin
R K McCabe
M G Best
G A Wiltshire

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 Accounting Standards (United Kingdom Generally Accepted Accounting Practice). The financial statements are required by law to 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 proper accounting records that 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.

In so far as the directors are aware:

- there is no relevant audit information of which the company's auditors are unaware; and
- the directors have taken all steps that they ought to have taken to make themselves aware of any relevant audit information and to establish that the auditors are aware of that information.

The directors are responsible for the maintenance and integrity of the corporate and financial information included on the company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

Auditor

Grant Thornton UK LLP, having expressed their willingness to continue in office, will be deemed reappointed for the next financial year in accordance with section 487(2) of the Companies Act 2006 unless the company receives notice under section 488(1) of the Companies Act 2006.

BY ORDER OF THE BOARD

R N Tredwin
Secretary
14 August 2009



Report of the independent auditor to the members of Churngold Construction Limited

We have audited the financial statements of Churngold Construction Limited for the year ended 31 May 2009 which comprise the profit and loss account, 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).

This report is made solely to the company's members, as a body, in accordance with Section 495 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 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 members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditor

As explained more fully in the Directors' Responsibilities Statement, 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 financial statements is provided on the APB's website at www.frc.org.uk/apb/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 May 2009 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.

Report of the independent auditor to the members of Churngold Construction Limited (continued)

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.

James Morter
Senior Statutory Auditor
for and on behalf of Grant Thornton UK LLP,
Statutory Auditor, Chartered Accountants
Bristol
14 August 2009

Principal accounting policies

Basis of accounting

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

The principal accounting policies of the company have remained unchanged from the previous year.

Cash flow statement

The directors have taken advantage of the exemption in Financial Reporting Standard 1 (revised 1996): Cash Flow Statements, from including a cash flow statement in the financial statements on the grounds that the company is wholly owned and its parent publishes a consolidated cash flow statement.

Turnover

Turnover is the total amount receivable for goods and services provided, net of VAT and trade discounts. In the case of long term contracts, turnover represents the sales value of work done in the year.

Fixed assets

All fixed assets are initially recorded at cost.

Depreciation

Depreciation is calculated so as to write off the cost of an asset, other than freehold land, less its estimated residual value, over the useful economic life of that asset as follows:

Plant & machinery	-	over 3 to 7 years (straight line)
Motor vehicles	-	over 4 to 7 years (straight line)
Leasehold improvements	-	over 40 years or period of lease if shorter than 40 years

Hire purchase agreements

Assets held under hire purchase agreements are capitalised and disclosed under tangible fixed assets at their fair value. The capital element of the future payments is treated as a liability. The interest element represents a constant proportion of the capital balance outstanding and is charged to the profit and loss account over the period of the agreement.

Finance lease agreements

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 in accordance with the above depreciation policies. Future instalments under such leases, net of finance charges, are included with creditors. Rentals payable are apportioned between the capital element which reduces the outstanding obligation for future instalments, and the finance element, which represents a constant proportion of the outstanding obligation for future instalments and is charged to the profit and loss account over the period of the lease.

Operating lease agreements

Rentals applicable to operating leases where substantially all of the benefits and risks of ownership remain with lessor are charged against profits on a straight line basis over the period of the lease.

Pension costs

The company contributes to the personal pension of all employees. Contributions are charged to the profit and loss account as incurred.

Deferred taxation

Deferred tax is recognised in respect of all timing differences where the transactions or events that give the company an obligation to pay more tax in the future, or a right to pay less tax in the future, have occurred by the balance sheet date. Deferred tax assets are recognised when it is more likely than not that they will be recovered. Deferred tax is measured on an undiscounted basis using rates of tax that have been enacted or substantively enacted by the balance sheet date.

Financial instruments

Financial liabilities and equity instruments are classified according to the substance of the contractual arrangements entered into. An equity instrument is any contract that evidences a residual interest in the assets of the entity after deducting all of its financial liabilities.

Where the contractual obligations of financial instruments (including share capital) are equivalent to a similar debt instrument, those financial instruments are classed as financial liabilities. Financial liabilities are presented as such in the balance sheet. Finance costs and gains or losses relating to financial liabilities are included in the profit and loss account. Finance costs are calculated so as to produce a constant rate of return on the outstanding liability.

Where the contractual terms of share capital do not have any terms meeting the definition of a financial liability then this is classed as an equity instrument. Dividends and distributions relating to equity instruments are debited direct to equity.

Long-term contracts

Turnover and related costs on each long-term contract are recorded in the profit and loss account as contract activity progresses. Turnover is calculated on the basis of the value of the work done. Attributable profit is calculated for each contract by reference to the contract's cumulative turnover, total contract value and total profit estimated for the completed contract. Full provision is made for losses on a contract immediately they can be foreseen. The value of work completed at the year end for which no sales invoice has been raised or no certification paid is included in amounts recoverable on long-term contracts.

Investments

Investments held as fixed assets are stated at cost less provision for permanent diminution in value.

Consolidation

The company has taken advantage of the exemption granted under section 408 of the Companies Act 2006 not to prepare group financial statements as it is a wholly owned subsidiary undertaking of a company preparing and publishing consolidated financial statements. Accordingly, these financial statements present information about the results of the company as an individual undertaking and not its group.

Share-based payment

Equity-settled share-based payment.

All material share-based payment arrangements granted after 7 November 2002 that had not vested prior to 1 January 2006 are recognised in the financial statements.

All goods and services received in exchange for the grant of any share-based payment are measured at their fair values. Where employees are rewarded using share-based payments, the fair values of employees' services are determined indirectly by reference to the fair value of the instrument granted to the employee. This fair value is appraised at the grant date and excludes the impact of non-market vesting conditions (for example, profitability and sales growth targets).

All equity-settled share-based payments are ultimately recognised as an expense in the profit and loss account with a corresponding credit to "other reserve".

If vesting periods or other non-market vesting conditions apply, the expense is allocated over the vesting period, based on the best available estimate of the number of share options expected to vest. Estimates are revised subsequently if there is any indication that the number of share options expected to vest differs from previous estimates. Any cumulative adjustment prior to vesting is recognised in the current period. No adjustment is made to any expense recognised in prior periods if share options that have vested are not exercised.

Upon exercise of share options, the proceeds received net of attributable transaction costs are credited to share capital, and where appropriate share premium.

In the opinion of the directors the potential charge arising under FRS 20 is not material to these financial statements and so has not been recognised.

Profit and loss account

	Note	2009 £ 000	2008 £000
Turnover	1	26,546	44,353
Cost of sales		(23,405)	(40,200)
Gross profit		3,141	4,153
Other operating charges	2	(2,109)	(2,332)
Operating profit	3	1,032	1,821
Income from shares in group undertakings	6	-	15
Interest receivable and similar income	7	131	247
Interest payable and similar charges	8	(106)	(120)
Profit on ordinary activities before taxation		1,057	1,963
Tax on profit on ordinary activities	9	(309)	(585)
Profit for the financial year	23	748	1,378

All of the activities of the company are classed as continuing.

The company has no recognised gains or losses other than the results for the year as set out above.

Balance sheet

	Note	2009 £ 000	2008 £000
Fixed assets			
Tangible assets	11	2,265	2,516
Investments	12	66	66
		<u>2,331</u>	<u>2,582</u>
Current assets			
Debtors	13	4,699	8,299
Cash at bank and in hand		3,223	3,223
		<u>7,922</u>	<u>11,522</u>
Creditors: amounts falling due within one year	14	7,843	10,719
Net current assets		<u>79</u>	<u>803</u>
Total assets less current liabilities		2,410	3,385
Creditors: amounts falling due after more than one year	15	759	1,424
		<u>1,651</u>	<u>1,961</u>
Provision for liabilities			
Deferred taxation	18	66	124
		<u>1,585</u>	<u>1,837</u>
Capital and reserves			
Called-up share capital	22	16	16
Profit and loss account	23	1,569	1,821
Shareholders' funds	24	<u>1,585</u>	<u>1,837</u>

These financial statements were approved by the directors on 14 August 2009 and are signed on their behalf by:

J R Ancell
 Chairman

Notes to the financial statements

1 Turnover

The turnover and profit before tax are attributable to the one principal activity of the company. An analysis of turnover is given below:

	2009	2008
	£ 000	£000
United Kingdom	26,546	44,353

2 Other operating charges

	2009	2008
	£ 000	£000
Administrative expenses	2,109	2,332

3 Operating profit

Operating profit is stated after charging/(crediting):

	2009	2008
	£000	£000
Depreciation of owned fixed assets	114	98
Depreciation of assets held under hire purchase agreements	540	427
Loss/(Profit) on disposal of fixed assets	7	(58)
Auditor's remuneration:		
Audit fees	7	9
Non-audit fees	2	3
Operating lease costs:		
Plant and equipment	2,604	5,301
Other	86	89

Liability Limitation Agreement with the auditor

The directors propose that the company enter into a liability limitation agreement with Grant Thornton UK LLP, the statutory auditor, in respect of the statutory audit for the year ended 31 May 2009. The proportionate liability agreement follows the standard terms in Appendix B to the Financial Reporting Council's June 2008 Guidance on Auditor Liability Agreements, and will be proposed for approval at the forthcoming Annual General Meeting.

4 Directors and employees

The average number of staff employed by the company during the financial year amounted to:

	2009	2008
Operatives	112	179
Administration and managerial	41	48
	<u>153</u>	<u>227</u>

The aggregate payroll costs of the above were:

	2009	2008
	£000	£000
Wages and salaries	5,691	8,405
Social security costs	576	775
Other pension costs	122	174
	<u>6,389</u>	<u>9,354</u>

5 Directors

Remuneration in respect of directors was as follows:

	2009	2008
	£000	£000
Emoluments receivable	512	660
Value of company pension contributions to money purchase schemes	50	94
Unrealised gain made on exercise of EMI share options	20	41
	<u>582</u>	<u>795</u>

Emoluments of highest paid director:

	2009	2008
	£000	£000
Total emoluments (excluding pension contributions)	141	191
Value of company pension contributions to money purchase schemes	22	49
Unrealised gain made on exercise of EMI share options	20	41
	<u>183</u>	<u>281</u>

5 Directors (continued)

The number of directors who accrued benefits under company pension schemes was as follows:

	2009	2008
	4	4
Money purchase schemes	<u>4</u>	<u>4</u>

Share options have been issued to certain directors which will be satisfied from the existing share capital of the ultimate parent company. Two directors exercised share options during the year (2008 - three).

6 Income from shares in group undertakings

	2009	2008
	£000	£000
Income from group undertakings	<u>-</u>	<u>15</u>

7 Interest receivable

	2009	2008
	£000	£000
Bank interest receivable	123	231
Interest receivable from related undertakings	8	16
	<u>131</u>	<u>247</u>

8 Interest payable and similar charges

	2009	2008
	£000	£000
Finance charges payable under hire purchase agreements	100	114
Bank interest and other similar charges	6	6
	<u>106</u>	<u>120</u>

9 Taxation on ordinary activities

(a) Analysis of charge in the year

	2009	2008
	£	£
Current tax		
UK Corporation tax based on the results for the year at 28% (2008 - 28%).	367	534
Under provision in prior year	-	-
Total current tax	367	534
Deferred tax:		
Origination and reversal of timing differences	(58)	51
Tax on profit on ordinary activities	309	585

(b) Factors affecting current tax charge

The tax assessed on the profit on ordinary activities for the year is higher than the standard rate of corporation tax in the UK of 28% (2008 - 28%).

	2009	2008
	£ 000	£000
Profit on ordinary activities before taxation	1,057	1,963
Profit on ordinary activities by rate of tax	296	550
Expenses not deductible for tax purposes	13	21
Capital allowances for period less than/(in excess of) depreciation	58	(55)
Change in rate of taxation	-	23
Movement in provisions	-	(1)
Inter-company dividends, non taxable	-	(4)
Group relief claimed	(67)	(121)
Payment for group relief	67	121
Current tax (note 9(a))	367	534

10 Dividends

Dividends on shares classed as equity

	2009	2008
	£000	£000
Paid during the year:		
Equity dividends on ordinary shares	1,000	1,100

11 Tangible fixed assets

	Freehold Property	Plant & Machinery	Motor Vehicles	Leasehold Improvements	Total
	£000	£000	£000	£000	£000
Cost					
At 1 June 2008	-	3,221	97	40	3,358
Additions	431	159	14	1	605
Disposals	-	(389)	(53)	-	(442)
At 31 May 2009	<u>431</u>	<u>2,991</u>	<u>58</u>	<u>41</u>	<u>3,521</u>
Depreciation					
At 1 June 2008	-	747	57	38	842
Charge for the year	-	638	15	1	654
On disposal	-	(199)	(41)	-	(240)
At 31 May 2009	<u>-</u>	<u>1,186</u>	<u>31</u>	<u>39</u>	<u>1,256</u>
Net book value					
At 31 May 2009	<u>431</u>	<u>1,805</u>	<u>27</u>	<u>2</u>	<u>2,265</u>
At 31 May 2008	<u>-</u>	<u>2,474</u>	<u>40</u>	<u>2</u>	<u>2,516</u>

Included within the net book value of £2,265,000 is £1,471,000 (2008 - £2,201,000) relating to assets held under hire purchase agreements. The depreciation charged to the financial statements in the year in respect of such assets amounted to £540,000 (2008 - £427,000).

12 Investments

Subsidiary undertaking

	£000
Cost	
At 1 June 2008 and 31 May 2009	<u>166</u>
Amounts written off	
At 1 June 2008 and 31 May 2009	<u>100</u>
Net book value	
At 31 May 2009	<u>66</u>
At 31 May 2008	<u>66</u>

The investment, a subsidiary undertaking, represents a 100% stake in Churngold Surfacing Limited, a company registered in England and Wales and engaged in the construction, repair and maintenance of car parks, access roads and highways. At 31 May 2009, Churngold Surfacing Limited generated a retained profit for the year then ended of £5,000 (2008 - £34,000) and had net assets of £108,000 (2008 - £103,000).

13 Debtors

	2009	2008
	£000	£000
Trade debtors	1,345	2,095
Amounts recoverable on long term contracts	3,110	5,835
Amounts owed by related parties	127	244
Prepayments and accrued income	117	125
	<u>4,699</u>	<u>8,299</u>

Included within trade debtors are amounts of £210,000 (2008 - £335,000) in respect of retentions falling due after more than 1 year.

Included in amounts owed by related parties is an amount of £nil (2008 - £120,000) in respect of a loan falling due after more than 1 year.

14 Creditors: amounts falling due within one year

	2009	2008
	£000	£000
Trade creditors	2,543	5,243
Amounts owed to group undertakings	316	637
Corporation tax	212	68
Other taxation and social security	834	703
Amounts due under hire purchase agreements (note 16)	519	418
Amounts owed to related parties	57	231
Accruals and deferred income	3,362	3,419
	<u>7,843</u>	<u>10,719</u>

15 Creditors: amounts falling due after more than one year

	2009	2008
	£000	£000
Amounts due under hire purchase agreements (note 16)	759	1,356
Other creditors	-	68
	<u>759</u>	<u>1,424</u>

16 Commitments under hire purchase agreements

Future commitments under hire purchase agreements net of future finance lease charges are as follows:

	2009	2008
	£000	£000
Amounts payable within 1 year	587	515
Amounts payable between 2 to 5 years	770	1,534
	<u>1,357</u>	<u>2,049</u>
Less interest and finance charges relating to future periods	(79)	(275)
	<u>1,278</u>	<u>1,774</u>
Hire purchase agreements are analysed as follows:		
Current obligations (note 14)	519	418
Non-current obligations (note 15)	759	1,356
	<u>1,278</u>	<u>1,774</u>

Amounts due under hire purchase agreements are secured on the assets to which they relate.

17 Pensions

The company operates defined contribution schemes for the benefit of all employees. The assets of the schemes are administered by trustees in a fund independent from those of the company.

18 Deferred taxation

The movement in the deferred taxation provision during the year was:

	2009	2008
	£000	£000
Provision brought forward	124	73
Profit and loss account movement arising during the year	(58)	51
Provision carried forward	<u>66</u>	<u>124</u>

The provision for deferred taxation consists of the tax effect of timing differences in respect of:

	2009	2008
	£000	£000
Excess of taxation allowances over depreciation on fixed assets	66	124
Short term timing differences	-	-
	<u>66</u>	<u>124</u>

19 Leasing commitments

At 31 May 2009 the company had annual commitments under non-cancellable operating leases as set out below.

	2009		2008	
	Land & Buildings	Other Items	Land & Buildings	Other Items
	£000	£000	£000	£000
Operating leases which expire:				
Within 1 year	-	24	-	38
Within 2 to 5 years	89	28	89	93
	<u>89</u>	<u>52</u>	<u>89</u>	<u>131</u>

20 Contingent liabilities

There are contingent liabilities in respect of performance guarantees entered into in the normal course of business amounting to £750,000 as at 31 May 2009 (2008 - £1,250,000).

The bank holds a letter of cross guarantee and debenture between the company, its subsidiary and its ultimate parent undertaking in respect of bank borrowings.

21 Related party transactions

The company has taken advantage of the exemption in FRS 8 from disclosing transactions with related parties that are part of the Churngold Construction Holdings Limited group of companies for the year.

During the year the company undertook the following transactions and had amounts owing to/from members of the Churngold Remediation Holdings Limited group, Churngold Recycling Limited, Churngold Building Services Limited and MDS Technologies Limited, entities where J R Ancell is a director and/or has an interest in more than 20% of the voting rights:

	Purchases £000	Sales £000	Owed to £000	Owed by £000
2009				
Churngold Recycling Limited	228	74	41	123
Churngold Remediation Holdings Limited	-	-	-	-
Churngold Remediation Limited	42	147	8	-
Churngold Building services Limited	68	20	8	-
MDS Technologies Limited	-	9	-	4
	<u> </u>	<u> </u>	<u> </u>	<u> </u>
2008				
Churngold Recycling Limited	1,720	42	208	244
Churngold Remediation Holdings Limited	-	1	-	-
Churngold Remediation Limited	2,360	355	23	-
	<u> </u>	<u> </u>	<u> </u>	<u> </u>

