

# L A I D L A W

Laidlaw Inc.

C



## 1995 Annual Report



## CORPORATE Profile



Laidlaw Inc.'s 60,000 employees provide high-quality, cost-effective environmental and transportation management services to municipalities, businesses, industries and individuals. Operating from 900 locations throughout the United States and Canada, Laidlaw is the largest service company engaged in:

- school bus transportation;
- ambulance, or healthcare transportation;
- the management of hazardous industrial waste.



It is also the third-largest provider of solid waste and recyclables management services.

The company derives 57 percent of its revenue from environmental management services, the balance from school bus, healthcare and public transportation services.

Laidlaw's goal is to enhance shareholder value through sustained revenue and earnings growth. During fiscal 1995 revenues grew 18 percent, income from operations 25 percent and earnings per share 45 percent.



Eighty percent of Laidlaw's revenue is generated from operations in the United States.

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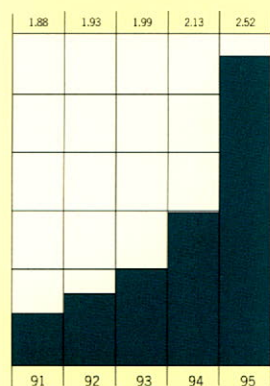
### ANNUAL MEETING:

Laidlaw Inc.'s Annual General Meeting will be held January 11, 1996 at 11:00 a.m., in the Royal York Hotel, Ballroom, 100 Front Street West, Toronto, Ontario, Canada.

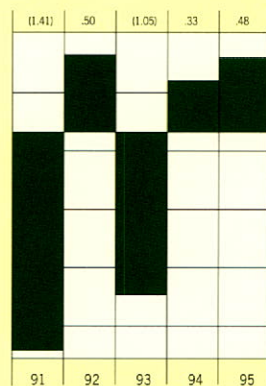
# Financial HIGHLIGHTS

Year Ended August 31 (U.S. \$ millions except per share amounts)	1995	1994	% Change
Revenue	<b>\$2,517.4</b>	\$2,128.3	18
Net income	<b>132.8</b>	90.8	46
Cash from operations	<b>434.1</b>	370.5	17
Per share:			
<i>Net income</i>	<b>0.48</b>	0.33	45
<i>Dividends (\$ Cdn)</i>	<b>0.16</b>	0.16	—
August 31			
<i>Working capital</i>	<b>166.8</b>	221.8	(25)
<i>Long-term debt</i>	<b>1,668.7</b>	1,403.2	19
<i>Shareholders' equity</i>	<b>1,697.4</b>	1,585.9	7
<i>Long-term debt/equity ratio</i>	<b>0.98:1</b>	0.88:1	N/A
Average shares outstanding (millions)	<b>277.2</b>	277.2	—

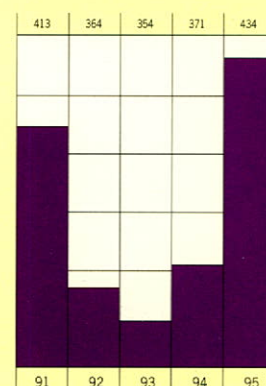
**Revenue**  
(\$ billions)



**Net Income Per Share**  
(dollars)



**Cash Flow**  
(\$ millions)





## OUR Progress AT A GLANCE

### September 1994

#### European waste business sold

Exit from Europe begins with Smogless sale for \$42 million



### December

#### \$200 million five-year, 8.75% debenture issue

U.S. issue, normal-course refinancing expanded U.S. investor base



### September

#### LifeCare acquired

MedTrans expands in Illinois



#### Attwoods assets to be sold

Exit continues as agreement reached to sell Attwoods interest for \$212 million



### January 1995

#### Mayflower to be acquired

Second-largest school bus operation in U.S. to be acquired for \$157 million



### October

#### USPCI to be acquired

Business expanding, hazardous waste assets

to be acquired for \$265 million



### December

#### USPCI acquisition closes

Laidlaw assumes #1 position in North American hazardous waste industry



### March

Mayflower acquisition closes



### March

Laidlaw's shares included in S+P 500 index



### July

New chief operating officer appointed

Kenneth W. Winger takes over Laidlaw Environmental Services

### April

\$300 million debenture issue

U.S. issue strengthened long-term liquidity with combined issue of 10-year 7.875% and 30-year 8.75% debentures

Goodhew  
MEDICAL SERVICES



**Ace Ambulance**  
MedTrans - CT



### March

Five healthcare transportation acquisitions

MedTrans expands in California, New York, Connecticut and Illinois

**CRIPPEN**



### July

CareLine to be acquired

Third-largest ambulance company in U.S. to be merged with MedTrans doubling size of operation

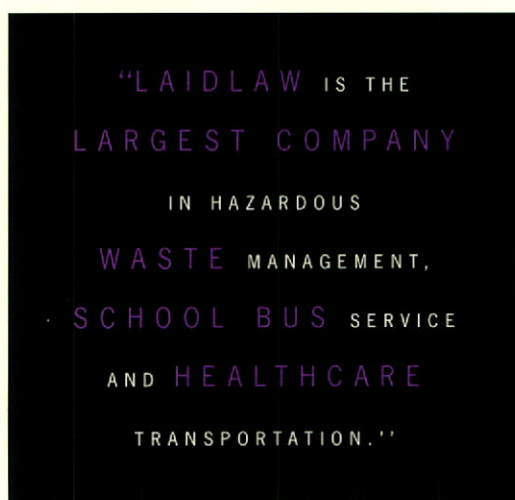
### October

CareLine acquisition closes

Laidlaw becomes largest ambulance service company in U.S. Transaction value – \$330 million

## REPORT TO Shareholders

Your company set new growth records in fiscal 1995. Our decision two years ago to refocus on our core businesses in North America is producing strong results. Laidlaw's revenue surpassed \$2.5 billion, for an 18 percent increase over fiscal 1994. Operating margins improved by nearly a full



percentage point and, as a result, our operating income rose by 25 percent to \$281 million. Net income per share grew by 45 percent from 33 cents to 48 cents and cash flow per share increased 17 percent to \$1.57 per share. These results demonstrate the strengths of our core businesses and the success of the steps we have taken to re-invigorate them.

As we begin fiscal 1996, Laidlaw has become the largest company in both student transportation and hazardous waste management services in North America. In a little more than two years we have secured the number one position in the rapidly

consolidating field of healthcare transportation. Laidlaw has also revitalized its solid waste business, readying it for renewed growth.

We expect continued improvements in revenue, income and shareholder value in the year ahead as we exploit the market opportunities available to each of these strong, established businesses. We understand the needs of our customers in each of our markets and are today better-positioned than ever to exceed their service requirements.

There are a number of significant events and achievements of 1995 which strengthened the growth prospects for each of our major businesses.

### ENVIRONMENTAL SERVICES

To grow Laidlaw's hazardous waste service business we, in essence, exchanged our non-performing equity investment in Attwoods plc for ownership of a selection of very high-quality waste management assets in North America. Attwoods was sold for approximately \$212 million in December 1994 and we purchased United States Pollution Control, Inc. ("USPCI"). This \$265 million acquisition, added \$303 million of annualized revenue and made Laidlaw the continent's primary provider of hazardous waste management services.

The acquisition expanded our service capabilities into solid hazardous waste incineration, industrial recycling and the management of PCB wastes. It



OPERATING INCOME	1995	1994	Growth %
(millions)			
Waste Systems	<b>\$105.9</b>	\$ 84.2	25.8
Environmental Services	<b>62.8</b>	45.6	37.7
Passenger Services	<b>112.1</b>	94.4	18.8
Total	<b>\$280.8</b>	\$224.2	25.2

filled in our geographic presence in the western United States, east of the Rocky Mountains and increased our ability to manage customers' wastes by utilizing a broader range of Laidlaw's assets. With our expanded USPCI facilities, we are no longer as reliant on our hazardous waste landfill in Pinewood, South Carolina, which has been subject to a series of regulatory actions during the last few years, limiting its ability to receive waste and generate income.

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*Les Haworth*  
*Senior Vice-*  
*President and*  
*Chief Financial*  
*Officer*

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*Jim Bullock*  
*President and*  
*Chief Executive*  
*Officer*

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*Ivan Cairns*  
*Senior Vice-*  
*President and*  
*General Counsel*

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Recently, the State of South Carolina has accepted our corporate guarantee with respect to Pinewood, relieving us of the necessity to finance a cash trust fund to cover any potential remediation requirements at the site.

Much is being done to further reduce our costs and improve asset utilization within Laidlaw Environmental Services. Our new chief operating officer, Ken Winger, who took over in July, has a strong mandate to implement a decentralized structure and a more customer-focused approach in this important business.

## PASSENGER SERVICES

In total, 25 acquisitions, adding \$336 million in annualized revenue were completed by our Passenger Services group in fiscal 1995. The third-quarter acquisition of our largest school bus competitor, Mayflower, accounted for \$250 million in annualized revenue. Mayflower operations have increased



our market share to 20 percent from 15 percent and is a great fit in many of our existing markets. As well, the acquisition extended our reach into seven previously unserved states.

Our healthcare transportation group made 17 of the year's 25 acquisitions, adding more than \$77 million in annualized revenue and substantially improving a number of our key market positions. These important acquisitions were somewhat overshadowed by our purchase, after the fiscal year end,

of CareLine, Inc., the third-largest provider of healthcare transportation services in the U.S. Valued at \$330 million, the purchase was effected by an issue of approximately 17 million Laidlaw Class B Non-Voting Shares for \$146 million with the balance consisting primarily of CareLine debt assumed. The transaction closed on October 27. Laidlaw is now the largest provider of high-quality healthcare transportation in the U.S. with a share of about 10 percent of the private-provider market. CareLine adds \$225 million in annualized revenue, pushing Laidlaw's revenue from ambulance operations over the \$500 million mark.

Laidlaw entered the business only in 1993, reporting \$16 million in revenue for that fiscal year.

## WASTE SYSTEMS

Laidlaw increased revenue from its solid waste and recycling operations by six percent in fiscal 1995, mostly as a result of increased prices and higher volumes. Prices for recycled paper, cardboard and aluminum reached all-time highs in the spring before retreating during the summer. Prices for our traditional services – waste collection and landfilling – strengthened during the year.

We expanded recyclable management capacity by bringing nine new recycling facilities on-line.

Equally important to our future growth has been




the success of a series of programs covering all aspects of management. From redesigned management information systems and continuous improvement programs, to a broadened definition of customer service delivery – and the training to support it – Waste Systems is now a revitalized, unified organization ready for renewed growth.

#### OBJECTIVES

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Our objective is to continue to build shareholder value. Expanding revenue is just the beginning; our focus will be on further improving profitability, returns on assets and shareholders' equity. During the next year or so we will concentrate on realizing the sizable profit-building potential available from the acquisitions recently completed.

Shortly after the acquisitions of USPCI, Mayflower and CareLine we took steps to eliminate the duplication of head-office functions. Now we must refine and fully integrate operations in the field – where our services are delivered. In Passenger Services we will ensure we have the right equipment and make maximum use of it. We will find the ways to optimize bus routing to reduce costs and will install Laidlaw insurance, training, management and purchasing systems. In Environmental Services, more service-related decisions will be made in the field. Making the most effective use



“OUR  
OBJECTIVE  
IS TO  
CONTINUE TO BUILD  
SHAREHOLDER  
VALUE.”

of our assets in the expanded mix will be an ongoing management task as customers increase their service demands.

Success in these initiatives will contribute to both growth and stability which in turn will generate the capacity to accommodate further growth by acquisition. The ultimate goal, of course, is margin improvement.

#### FINANCING GROWTH

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In fiscal 1995, we generated \$434 million in cash from operations – a 17 percent increase over 1994. In addition, approximately \$212 million was realized from the sale of Attwoods. We used \$316 million to replace and purchase new assets, while acquisitions consumed \$512 million. The net result was an increase in long-term debt of about \$211 million, yielding a long-term debt/equity ratio at year end of 0.98:1.

ACQUISITIONS	1995	1994
(millions)		
Annualized Revenue	\$660	\$139
Expenditures	\$512	\$ 70

For fiscal 1996, capital needs should be lower – about \$300 million – while cash flow will grow substantially, providing internal funding for our ongoing acquisition spending of \$100 million to \$150 million.

#### LAIDLAW PEOPLE

In recent years, reporting an annual decrease in the number of employees has been seen by many as a positive sign. But at Laidlaw, as a growing service company there is another reality. Our growing employee base is a strong indication that we're satisfying customer demand and satisfying it well.

Selecting the right people and providing the training and motivation, which will make our services continually more valuable to our customers, is the most critical contribution which management, at all levels, can make to enhance performance.

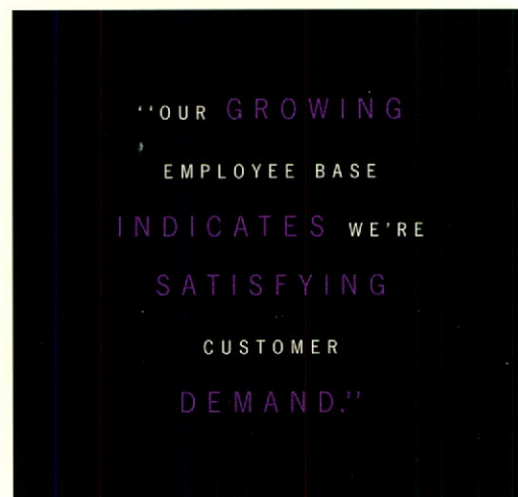
Including those who joined us from CareLine, Laidlaw now employs 60,000 people, 50 percent more than this time last year. All of us, as shareholders, owe them thanks for their performance in 1995 and our support and confidence for 1996 and beyond.

#### THE REGULATORY ENVIRONMENT

In the 1970s and 1980s, legislators provided the stimulus for the growth of many environmental service businesses as new laws and rules were adopted to control the management of hazardous waste products. Today, because of public pressure and better understanding, companies are more aware of the need to reduce wastes and substitute less-hazardous materials in the manufacturing process.

At the same time, the pendulum has swung away from increasing regulation as lawmakers, in both the U.S. and Canada, seek to reduce costs and improve the efficiency of government.

At Laidlaw we believe it is important to maintain a balance between over-regulation and managing environmental risk. We will make our voice heard, not only to support the effective fine-tuning of regulatory processes, but also to ensure that necessary





rules and requirements are not dismantled. The gains made to ensure stricter environmental practices over the past two decades must be built upon and not thrown away.

#### CORPORATE GOVERNANCE

Earlier this year, the Toronto and Montreal stock exchanges adopted corporate governance guidelines. As a condition of listing shares on these exchanges, companies are required to disclose how their governance practices compare with the guidelines.

The exchanges believe that corporate directors must be independent of management so they can objectively monitor and assess management. To help ensure their independence, the new guidelines make recommendations on the composition of boards, their responsibilities and committees. These guidelines offer valuable direction. A discussion which provides the rationale for Laidlaw's corporate governance practices begins on page 58. I encourage you to review this section and would be interested in receiving any comments you may wish to forward.

Laidlaw's Board of Directors provided valuable guidance to management during the year, for which I sincerely thank them. Mr. Peter Kingsmill will not be standing for re-election this year; I particularly thank him for his thoughtful contribution made on your behalf.

#### CONCLUSION

In conclusion, the progress we have made during 1995 is satisfying, both in financial terms and from the less immediately measurable but equally important organizational development perspective.

Looking ahead into 1996, we face the challenges of overcapacity and pricing in the hazardous waste management industry; the imprecise science of forecasting pricing for recyclable commodities in our solid waste business and a significant integration process to accommodate the acquisitions of Mayflower and CareLine into Passenger Services. I am, however, confident Laidlaw's people are more than equal to these challenges.

We have strengthened the foundation on which to build and deliver predictable growth.

Most sincerely,

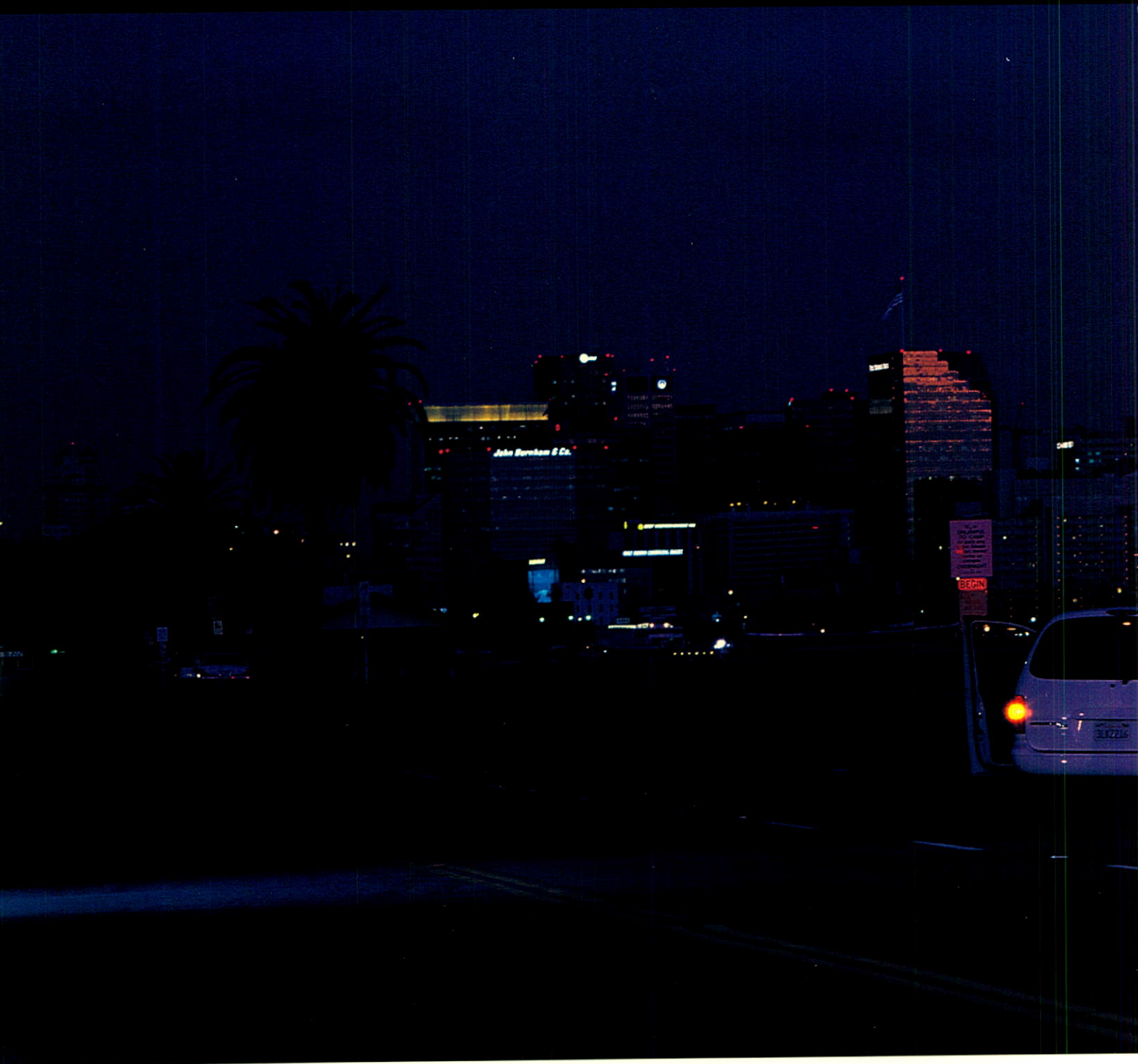


J.R. Bullock

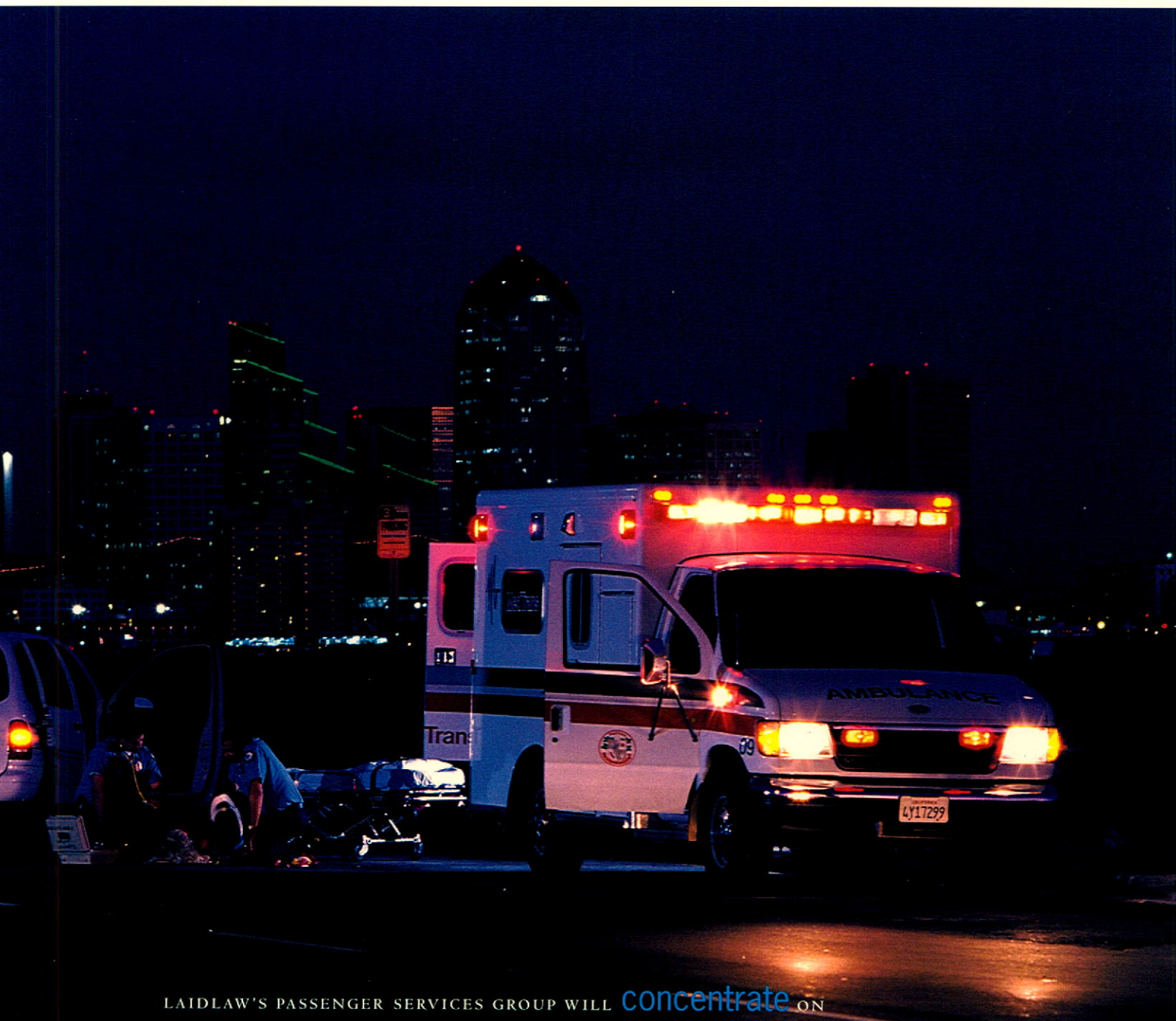
*President and Chief Executive Officer*

November 6, 1995

# Laidlaw Transit







LAIDLAW'S PASSENGER SERVICES GROUP WILL concentrate ON

DERIVING THE substantial OPERATING BENEFITS OF ITS 1995

ACQUISITIONS, growth WILL COME FROM BUSINESS

expansion AND FURTHER strategic

# LAIDLAW Transit

## THE INDUSTRY

Laidlaw provides its transportation services to students, the urban public and people needing medical attention. About two-thirds of the 450,000 school buses in North America are owned and operated by school

85 percent owned and operated by municipalities.

Ambulance services are delivered by several provider groups including the private sector which receives about 55 percent of the total annual expenditures in the United States.



**Lorraine Simmons a former Mayflower driver and Laidlaw's Tanya Denard symbolize the union of the two largest school bus companies on the continent.**

districts while the remaining third is operated under contract by more than 5,900 companies in the private sector. Public, fixed-route transit systems are

These industries, which operate principally in major population centers, are driven by the changing demographics of our aging North American society. The school bus industry expects continued growth by conversion to private operation, while the demand for health-



**Paratransit services assure transportation for people who are physically unable to get from place to place without assistance.**

care transportation services is expected to grow at six to eight percent annually for the foreseeable future.

High levels of on-time service, safe delivery and low cost are keys to success in all of these markets. The need for governments to reduce their costs while providing necessary public services has become the most pervasive economic influence on the industries in which we operate.

## LAIDLAW'S POSITION

In the school bus market, Laidlaw has become by far the largest contractor. The industry has been consolidating for

### Previous page:

**Laidlaw's MedTrans, is the largest healthcare transportation service provider in the United States.**



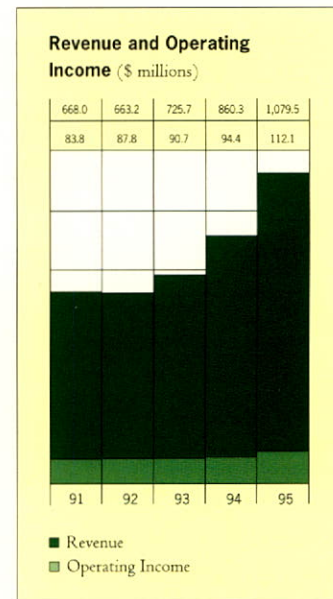
several years and Laidlaw has taken a primary role in assembling the largest and the leading organization.

This leadership position was dramatically bolstered when Laidlaw acquired the second-largest operator in the school bus business – Mayflower – at the end of March. This single acquisition increased Laidlaw's

market share in the U.S. from 15 percent to 20 percent and

raised annualized revenue by \$250 million. It doubled fixed-route and paratransit operations and extended the company's reach into seven western states not previously served. In addition to Mayflower, several other school bus operations were acquired during the 1995 fiscal year, adding \$9 million in annualized revenue.

The industry is making a more concerted effort to persuade school boards that contracting for student transportation services will conserve scarce public dollars while providing safe and reliable service. Laidlaw had a breakthrough year in "converting" several school district-operated fleets to its management. School districts in several states selected Laidlaw to operate more than 600 school buses. Arkansas and South Carolina contracted services for the first



time. While the idea of the private sector fleet management historically has been a challenge to sell to public sector managers, the capabilities of private sector operators to provide capital and cost-effective operating expertise is winning recognition by increasingly cost-conscious school districts.

Contracting allows educators to focus on education and shed the responsibility for fleet management, regulatory compliance and labor relations.

JOHN R. GRAINGER, PRESIDENT AND CHIEF OPERATING OFFICER,  
LAIDLAW TRANSIT



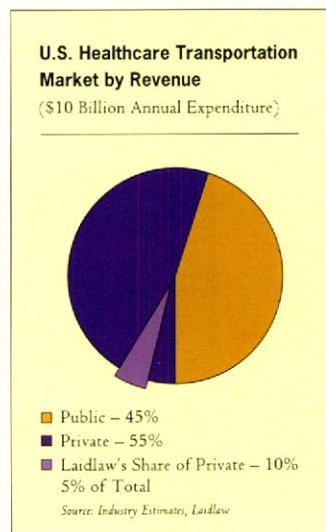


**Safety. Safety. Safety.** Laidlaw's bus drivers are responsible for getting 1.6 million children to school each day. Blake Williams, a director of driver development and safety, is one of Laidlaw's 450 safety trainers – teaching children how to safely ride the bus.

#### AMBULANCE SERVICES

In fiscal 1995, Laidlaw's healthcare transportation services completed 17 acquisitions designed to build on our market positions, principally in California. The unit acquired \$77 million in annualized revenue. In addition, Laidlaw announced its intention to acquire CareLine, Inc., the third-largest healthcare transportation company in the business. This transaction was completed on October 27, 1995

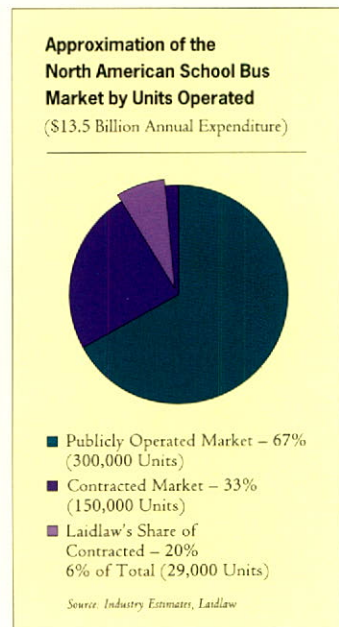
after CareLine's shareholders voted to accept 1.1 Laidlaw Class B Non-Voting Shares for each CareLine share. With the



addition of CareLine's \$225 million in annualized revenue, Laidlaw becomes the largest company in the industry. The acquisition adds new markets in Florida, Georgia, Alabama, Massachusetts and Pennsylvania while strengthening Laidlaw's market position in California and Washington. The company now has about 10 percent of the private-provider market.

#### OUTLOOK FOR GROWTH

Cost reductions by municipalities and private sector healthcare







MedTrans' Keith Thomas and CareLine's Lisa Ethridge, field supervisors, are now both members of the largest healthcare transportation organization in the U.S. – Laidlaw.

providers offer Laidlaw substantial opportunity for further growth.

In this environment, Laidlaw has a number of significant competitive advantages. Extensive staff training programs and an impressive track record have given the company a strong reputation for safety and reliability. Superior purchasing power and the ability to manage insurance costs have helped to ensure a low-cost structure.

The company's position as the number one private-provider of services to the school bus and

healthcare transportation markets and its experience in manag-

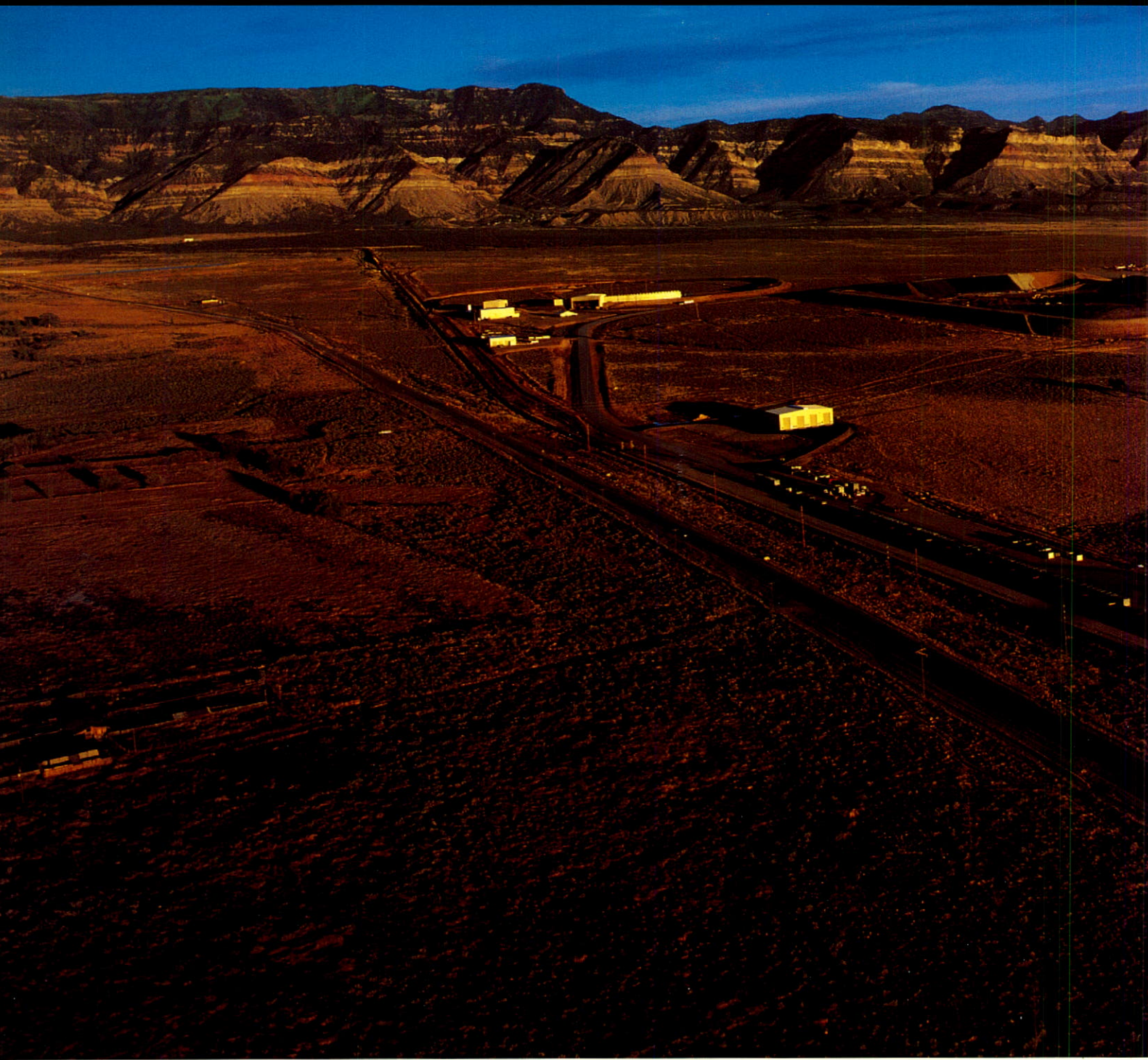
ing public and private sector service providers and funding sources have allowed Laidlaw to successfully bid and profitably operate in a highly competitive marketplace.

Laidlaw will pursue growth through acquisitions and privatizations, and expects to continue to win market share through successful competitive bids.

	1995*	1994	% Change
Revenue (\$ millions)	<b>1,079.5</b>	860.3	25
Income from Operations (\$ millions)	<b>112.1</b>	94.4	19
Annualized Revenue Acquired (\$ millions)			
Student and Transit	<b>259.0</b>	44.0	489
Healthcare	<b>77.0</b>	91.0	(15)
Total	<b>336.0</b>	135.0	149
Employees	<b>45,000</b>	31,585	42
Service Locations	<b>613</b>	399	54
States	<b>43</b>	33	30
Provinces	<b>6</b>	5	20
Vehicles			
School Bus	<b>29,000</b>	22,110	31
Healthcare	<b>1,300</b>	664	96
Transit and Other	<b>3,500</b>	2,002	75
Total Vehicles	<b>33,800</b>	24,776	36
Student Transports (daily)	<b>1,600,000</b>	1,200,000	33
Patient Transports (annually)	<b>1,350,000</b>	800,000	69
Headquarters: Burlington, Ontario, Canada			
* Data are exclusive of CareLine			



# Laidlaw Environmental Services







LAIDLAW IS **now** NORTH AMERICA'S **largest** SUPPLIER

OF HAZARDOUS WASTE MANAGEMENT **services** WITH

NEWLY **increased** CAPABILITIES, WE ARE IN AN **excellent**

**expand**

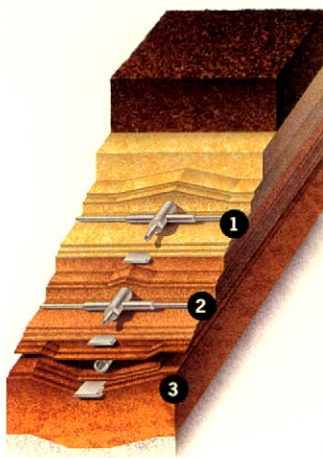
# LAIDLAW Environmental Services

## THE INDUSTRY

Hazardous waste management suppliers serve two broad markets – the remediation of contaminated sites and the management of wastes generated by ongoing industrial processes. In the United States, new “Super-

for managing ongoing waste generation has changed significantly since the beginning of the decade. Waste generators found ways to reduce volumes and cut disposal costs; the recession further reduced total output. Concurrently several new companies

## DIAGRAMMATIC CROSS SECTION OF HAZARDOUS WASTE LANDFILL

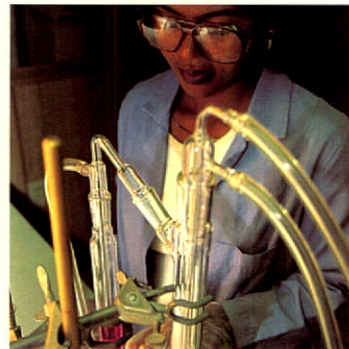


- 1 Tertiary System**  
Soils, gravel, drainage system, synthetic liner.
- 2 Secondary System**  
Similar composition to Tertiary.
- 3 Primary System**  
Similar to Secondary System with addition of compacted clay and soil base.

**A secure chemical landfill has three layers of protection to encapsulate waste and includes a sophisticated array of early warning leak detection and collection systems.**

fund” legislation, designed to make funds available for the clean-up of existing contaminated sites, is proceeding through Congress. The market

and facilities entered the market, as demand weakened. Consequently, the industry is working through a period of intense competition, lower revenue and profitability, excess capacity and consolidation. Today there are fewer, but larger, leaner companies.



**Caroline Moses, laboratory assistant in South Carolina, is a member of Laidlaw's front-line team ensuring the safe environmentally sound management of customers' wastes.**

## LAIDLAW'S POSITION

In 1995, Laidlaw Environmental Services became the largest provider of safe, environmentally sound, industrial waste management services in North America. The company now delivers more services from more sites than any of its competitors.

An array of “service centers” caters to the thousands of companies and institutions which generate small volumes of waste. Service centers function as local intakes to Laidlaw's waste management system. Once in the system, wastes are routed for final treatment, recy-

## Previous page:

**The continent's largest industrial landfill – Laidlaw's newly acquired site in East Carbon County, Utah.**



cle or disposal to the most appropriate facility anywhere in North America. Our system ensures customers' waste is managed quickly, responsibly and cost-effectively.

Laidlaw acquired USPCI, the waste management business of Union Pacific Corporation, on December 31, 1994. This step moved Laidlaw into the top spot

in the industry, confirmed its long-term commitment

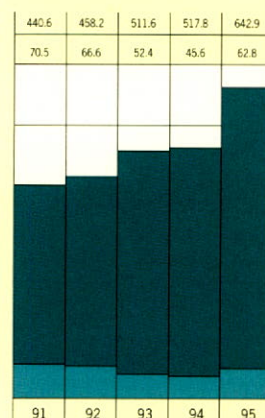


to its customers while adding \$303 million in annualized revenue. It brought new capabilities in waste treatment and expanded the company's presence in the western United States, east of the Rocky Mountains. Significant new services are now provided to customers including, solid waste incineration, PCB treatment and disposal and recycling of ash from coal-fired power plants. Substantial hazardous and non-hazardous landfill capacity and expanded rail transport capability were also acquired.

#### INCINERATION

The North American incineration market is fiercely competitive. Laidlaw has been incinerating liquid industrial wastes for more than 20 years. The destruction of solid wastes requires an entirely different and much more complex technology.

**Revenue and Operating Income (\$ millions)**



The most effective and versatile technology applied to solid hazardous waste is the rotary kiln.

The new rotary kiln acquired by Laidlaw is not only the best technology available but is also one of the most cost-effective facilities in the North American market. The unit is strategically located in an area zoned exclusively for hazardous waste near Clive, Utah. Combined with its three liquid waste incinerators in South Carolina, Quebec and Ontario, Laidlaw

KENNETH W. WINGER, PRESIDENT AND CHIEF OPERATING OFFICER,  
LAIDLAW ENVIRONMENTAL SERVICES

now operates a full range of state-of-the-art facilities. The Utah facility, served by rail, will allow Laidlaw to attract new customers and to incinerate solid wastes previously shipped to other competitive service suppliers. The cost effectiveness of this incinerator and attendant transportation system provides Laidlaw a distinct competitive advantage.

#### LANDFILLS

Laidlaw Environmental Services owns and operates six of the 21 North American landfills per-



**Mona Bartoletti, vice-president Western region, and Amit Nagpal, facility manager are framed by a section of the San Jose, California solvent recycling center, one of 12 operated by Laidlaw.**



**The new dual, rotary kiln incinerator at Clive, Utah draws waste by rail from a continental market.**

mitted to accept hazardous wastes. Together they represent 25 percent of available capacity. In addition, it has the only landfill dedicated solely to PCB wastes.

Laidlaw also competes for industrial, non-hazardous waste which can be landfilled at either its six hazardous or its six industrial-class sites. The most significant capacity addition, resulting from the USPCI acquisition, is a site in Utah permitted to accept 200 million cubic yards of industrial waste. Rail service and bulk

rail-car unloading capability allows this site to economically draw from anywhere in North America. It is the continent's largest industrial landfill.

Laidlaw is now the primary provider of PCB management services. These chemicals were widely used in electrical equipment. Laidlaw's core service provides equipment decontamination and PCB liquids treatment as a cost-effective, environmentally sound alternative to traditional incineration.

Ash management – the recycling of by-products, or on-site



	1995	1994	% Change
Revenue (\$ millions)	642.9	517.8	24
Income from Operations (\$ millions)	62.8	45.6	38
Annualized Revenue Acquired (\$ millions)	309.0	—	—
Employees	4,500	3,470	30
Service Locations	96	55	75
States	25	13	92
Provinces	7	6	17
Mexico	1	1	—
Incinerators	4	3	33
Annual Capacity (000's tons)	318	178	79
Landfills	12	6	100
Remaining Capacity (millions of cu. yds)	257	13	1,977
Vehicles	1,000	779	28

Headquarters: Columbia, South Carolina



Ash from coal-fired power plants provides raw material for Laidlaw's newly acquired recycling business. Eight million tons of ash are managed annually from locations in 28 states.

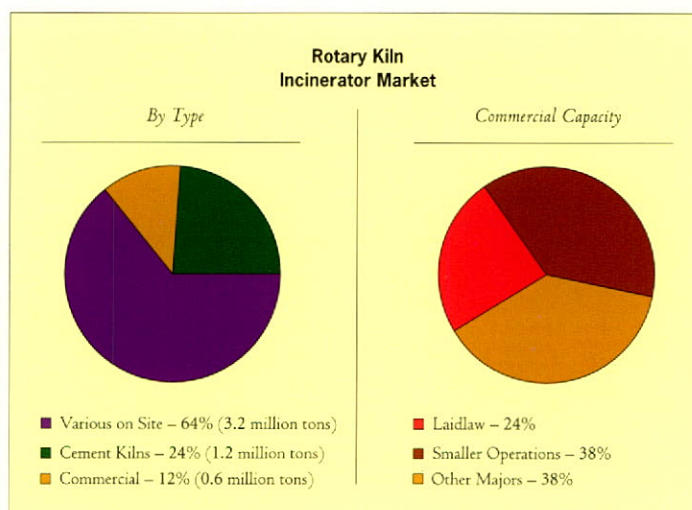
disposal of ash — is a growing, specialized business serving power utilities and other coal burning operations. By-products are sold to construction-related industries for use in concrete and shingle applications as well as various other construction and agricultural uses.

#### OUTLOOK

The industry is experiencing overcapacity, severe price competition and an uncertain regulatory climate. As a full-service, highly efficient operator, Laidlaw is well-positioned to

expand in this challenging environment. The acquisition of USPCI provides new services and a stronger geographic presence. This strong platform should allow the company to

improve its asset utilization and expand its presence in traditional markets, further consolidating its position as the industry leader.



# Laidlaw Waste Systems







LAIDLAW WASTE SYSTEMS HAS consolidated ITS OPERATIONS,

dramatically IMPROVING ITS profitability AND OPENING THE

aggressive



# LAIDLAW Waste Systems

## THE INDUSTRY

North Americans are the world's largest per capita generators of solid municipal waste. Some \$34 billion is spent each year managing the more than 200 million tons currently estimated to be generated in the United States and Canada.

The industry is being reshaped by a number of factors, including regulation, privatization of publicly-supplied services, the growth of recycling and continued consolidation as local and regional firms are acquired by larger industry participants.

Market conditions vary locally, influenced by the availability of land for disposal, the presence of recycling programs and incinerators and the number and strength of competing

service companies. The most marked change in the industry over the past five years is the increasing demand for recovery of materials from the waste stream, either to be recycled or, in the case of organic matter, composted. The rise of recy-

now seeking service companies which are able to manage waste flows as commodities and can first, provide customized recovery and recycling services, and then manage the remaining, lower volumes of waste.



**Laidlaw has capitalized on the demand for recovered materials destined for recycling. Nine new material recovery facilities were brought on-stream in 1995.**

cling has affected both the residential collection market — accounting for about \$14 billion or 40 percent of the North American market — as well as the industrial, commercial and institutional sectors which make up the balance. Consequently, customers are

## LAIDLAW'S POSITION

Laidlaw Waste Systems is the third-largest company in North America in the municipal, commercial and industrial waste and recyclables management industry. It has a three percent share of the market served by private sector providers.

### Previous page:

**The pioneer of the "blue box" curbside recyclable collection system, Laidlaw recovers materials from nearly two million residences in North America.**



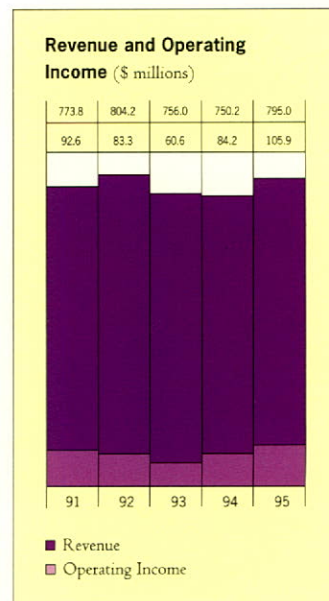
Laidlaw Waste Systems' largest market is Ontario, followed by Texas, California, Ohio, British Columbia and Massachusetts. Together, these jurisdictions account for more than 50 percent of its annual revenue. The company provides its customers with all services traditionally associated with

solid waste management – the collection,

transportation, landfilling and incineration of society's discards. Its customer base comprises municipalities, offices, apartment complexes, retail outlets, industrial facilities and construction sites.

In 1981 Laidlaw devised the "blue box" curbside collection system and has steadily increased its recycling business. Today, Laidlaw goes further than ever before in serving as a waste management partner. Laidlaw's recycling specialists audit waste flows and design tailored management programs for industries, offices and institutions.

Laidlaw collects recyclable commodities from three main sources – curbside, blue box collection programs, dedicated containers at commercial and



industrial customers' locations, and more recently from "buy-back" centers in communities with no curbside programs. "Last chance harvesting" – the separation of recyclables from waste at the landfill is the final option for recovering products.

The company also operates a waste-to-energy plant and



KENNETH L. LYONS, PRESIDENT AND CHIEF OPERATING OFFICER,  
LAIDLAW WASTE SYSTEMS



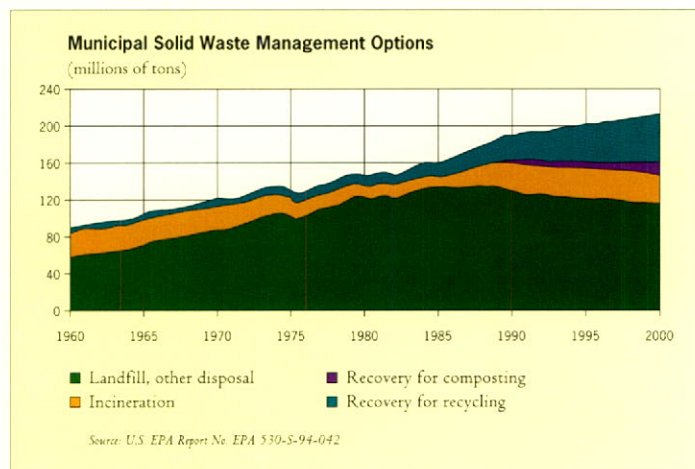
**George Dolan, supervisor, landfill operations and Michael Walters, general manager, landfill operations, Ottawa, Ontario, examine compost product created from sewage sludge and wood waste. The process annually diverts 28,000 tonnes of material from landfills.**

12 projects which recover methane gas from landfills and convert it to electrical energy. Laidlaw's landfill gas recovery operations earned the company a "Pioneer/Pathbreaker" recognition award from the United States Environmental Protection Agency. The award recognizes Laidlaw's "leadership in the area of landfill gas energy recovery development" and was presented as a result of the company's foresight in developing its landfill gas-to-energy projects.

Medical waste management services, including incineration, provide hospitals and clinics in Canada and the north-east U.S.

with a safe, environmentally sound transportation and destruction system.

More than ever before, customers are looking to single-source suppliers to solve a number of related needs, and environmental management services is no exception. In response, Laidlaw's two waste management organizations are expanding their abilities to work together as a team. It's a one-stop shopping concept which differentiates Laidlaw from its competitors, and is a growing source of revenue. As a result, the company has







**Laidlaw's material recovery facilities prepare collected newsprint, fine paper, cardboard, aluminum and plastics for shipment to end users.**

been successful in expanding the number of national, multi-location contracts it has signed with customers in industries that are as diverse as petroleum and retailing.

#### OUTLOOK

Unlike the company's other two operating units, Waste Systems has gone through a period of consolidation and reorganization in a difficult marketplace. Management has exited markets in which Laidlaw's presence was weak and/or profitability was low. The focus has been on

	1995	1994	% Change
Revenue (\$ millions)	<b>795.0</b>	750.2	6
Income from Operations (\$ millions)	<b>105.9</b>	84.2	26
Annualized Revenue Acquired (\$ millions)	<b>15.0</b>	4.0	275
Employees	<b>5,600</b>	5,040	11
Service Locations	<b>140</b>	139	1
<i>States</i>	<b>18</b>	18	—
<i>Provinces</i>	<b>7</b>	7	—
Material Recovery Facilities	<b>31</b>	22	41
Methane Recovery Operations	<b>12</b>	12	—
Collection Vehicles	<b>2,600</b>	2,575	1
Landfills			
<i>U.S.</i>	<b>24</b>	25	(4)
<i>Canada</i>	<b>7</b>	7	—
<i>Italy</i>	<b>—</b>	1	—
Available Capacity (millions of cu. yds)	<b>145</b>	152	(5)

*Headquarters: Burlington, Ontario, Canada*

improving customer service, controlling costs and increasing utilization rates.

While revenue has increased only modestly, the unit's success can be seen in dramatically improved operating income.

The company's position is much stronger today, as it once again looks to expand its market share. Additional focus will be placed on developing new services, winning new customers, and pursuing significant new acquisitions.



**The "front loader" is the workhorse of the industrial, commercial and institutional market which represents about 60 percent of all waste managed in North America.**

# Environmental DISCUSSION

## THE ENVIRONMENT

Laidlaw's environmental service companies collect, transport, treat, incinerate and landfill wastes generated by their customers. Laidlaw not only manages these wastes but assumes the future responsibility associated with them. Local risks are reduced as wastes move from thousands of offices, industries and neighborhoods each day into Laidlaw's waste management systems. These systems are designed to manage waste in an environmentally sound manner.

To enable Laidlaw to provide these services, a strict system of internal regulation and opera-

tional verification is in place. From the physical plant to the smallest details of daily procedures, our operations must meet the highest standards to provide the environmental stewardship and protection to our customers, employees and to the communities in which we operate.

The hazardous waste management business is very heavily regulated at the federal level in the U.S., second only to the nuclear industry. State, provincial and local regulations further define the standards required to manage both hazardous and non-hazardous waste.

For Laidlaw, it is an essential

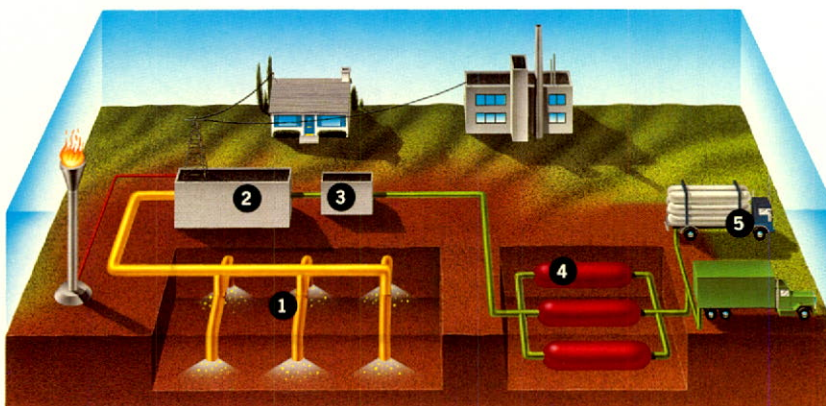
component of business success that our facilities and practices meet regulatory requirements. Not only regulators, but also the public and our customers demand it.

We provide quality assurance by adhering to a detailed environmental management model which systematically requires the review of all Laidlaw facilities and practices.

The major components of Laidlaw's environmental stewardship are:

- A formal Environmental Policy
- Internal and External Audits
- Performance Monitors and Action Review Committees

## METHANE GAS RECOVERY REDUCES GREENHOUSE GASES



This illustration conceptualizes how methane could be extracted, cleaned, burned to generate electricity and compressed for use as an alternate vehicle fuel.

- 1 As organic waste in landfills decomposes, methane is generated. The gas can be collected and
- 2 burned to produce electrical energy
- 3 cleaned, compressed and
- 4 stored for use as an
- 5 alternate vehicle fuel.



- Hazard Analyses and Monitoring of Treatment Processes
- Internal Incident Reporting Systems
- Quarterly Reporting to the Board of Directors

Facility audits, carried out by highly trained, internal environmental auditors within Laidlaw's operating companies, are scheduled at regular intervals. They are supplemented by corporate personnel and by professional external auditors. Any deficiencies in performance procedures are documented, and corrective action taken. Site remediation plans, if required, and schedules for their completion are prepared. Progress is reported to senior operating management, and on a quarterly basis to Laidlaw's Board of Directors. Across the company, approximately 100 professional and technical people are responsible for these environmental management programs.

While Laidlaw is focussed on

helping customers meet their environmental goals, our own day-to-day practices also contribute to preserving and

tances which buses and collection vehicles must travel, thus reducing emissions and fuel consumption. Using col-



**Paul Deveau, facility manager, at a Laidlaw Environmental Services facility in North Andover, Massachusetts, accompanies Eric Goldfarb, a consulting environmental auditor from Arthur D. Little, Inc.**

enhancing the environment. Managing our waste and recyclables, participating in alternate vehicle fuel demonstration projects, enforcing a 90 km/hr (55 mph) speed limit for Laidlaw vehicles and providing driver education programs, all help to lessen the environmental impact of our business activities.

Computer-assisted route-design programs shorten dis-

lected waste as fuels for incineration saves virgin non-renewable resources.

These are just a few examples of Laidlaw's initiatives aimed at ensuring the company remains not only a high-quality service provider but also achieves the highest environmental standards within its operations.

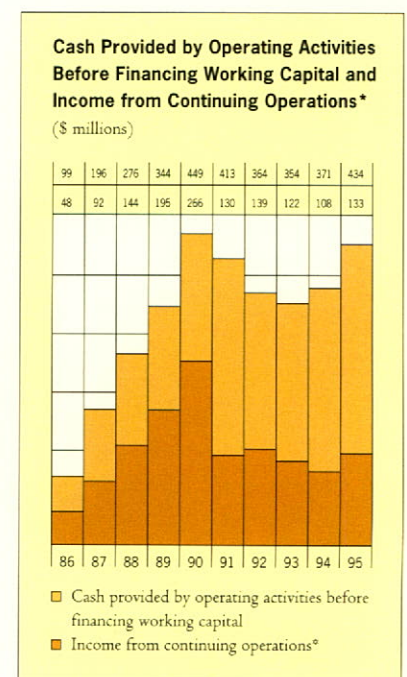
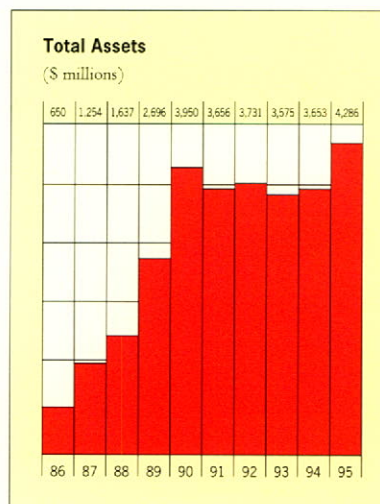
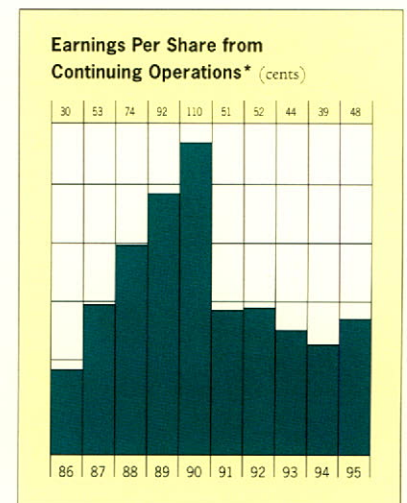
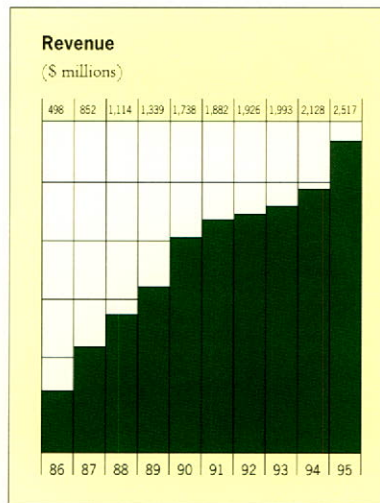
(U.S. \$ millions except per share amounts)	1995	1994	1993	1992	1991	1990
<b>Operating results – continuing operations</b> (year ended August 31)						
Revenue	<b>\$2,517.4</b>	\$2,128.3	\$1,993.3	\$1,925.6	\$1,882.4	\$1,737.5
Income from continuing operations <sup>a</sup>	<b>132.8</b>	107.5	122.1	138.5	129.9	265.5
Operating profit margin <sup>a</sup>	<b>11.2%</b>	10.5%	10.2%	12.3%	13.1%	16.8%
Net profit margin (from continuing operations) <sup>a</sup>	<b>5.3%</b>	5.1%	6.1%	7.2%	6.9%	15.3%
Cash provided by operating activities before financing working capital and special and non-recurring charges	<b>\$ 434.1</b>	\$ 370.5	\$ 354.4	\$ 364.3	\$ 412.5	\$ 448.7
Capital expenditures						
– Sustenance and expansion (net)	<b>\$ 316.3</b>	\$ 271.1	\$ 193.6	\$ 192.9	\$ 230.8	\$ 260.2
– Acquisitions	<b>512.4</b>	69.6	159.9	41.0	148.6	402.9
– Total	<b>\$ 828.7</b>	\$ 340.7	\$ 353.5	\$ 233.9	\$ 379.4	\$ 663.1
<b>Financial position</b> (as at August 31)						
Working capital	<b>\$ 166.8</b>	\$ 221.8	\$ 246.4	\$ 239.0	\$ 266.6	\$ 279.9
Long-term debt	<b>1,668.7</b>	1,403.2	1,377.1	1,260.9	1,507.6	1,434.5
Shareholders' equity	<b>1,697.4</b>	1,585.9	1,553.3	1,960.0	1,682.1	2,053.9
Total assets	<b>4,286.3</b>	3,652.7	3,575.1	3,731.4	3,656.0	3,950.3
<b>Class A Shares and Class B Non-Voting Shares</b> (year ended August 31)						
Earnings per share from continuing operations <sup>a</sup> (Note 13)	<b>\$0.48</b>	\$0.39	\$0.44	\$0.52	\$0.51	\$1.10
Cash provided by operating activities before financing working capital and special and non-recurring charges per share	<b>1.57</b>	1.34	1.28	1.37	1.67	1.92
Dividends paid (in Canadian dollars)						
– Class A shares (cents)	<b>16.0</b>	16.0	16.0	16.0	31.0	27.0
– Class B shares (cents)	<b>16.0</b>	16.0	16.0	16.0	31.0	27.0
Market price (as at August 31, in Canadian dollars)						
– Class A shares	<b>\$12.25</b>	\$11.13	\$9.25	\$10.00	\$13.13	\$21.50
– Class B shares	<b>12.13</b>	11.13	9.25	10.00	13.13	21.25
Net return on average common shareholders' equity <sup>a</sup>	<b>8.1%</b>	6.8%	6.4%	7.5%	6.1%	15.1%
Shares outstanding (as at August 31, in millions)						
– Class A shares	<b>47.6</b>	47.6	47.6	47.6	47.6	47.6
– Class B shares	<b>229.7</b>	229.6	229.6	229.6	205.7	191.4

<sup>a</sup> Before special and non-recurring charges and unusual items.

The above data have been restated to give retroactive effect to the discontinued operations and a prior period adjustment reported in 1990, and retroactive application of the change in accounting for investment tax credits reported in 1986.



1989	1988	1987	1986
\$1,339.4	\$1,113.6	\$ 851.9	\$497.7
195.4	144.2	92.0	48.1
17.9%	17.5%	16.2%	15.2%
14.6%	12.9%	10.8%	9.7%
\$ 344.0	\$ 275.7	\$ 196.0	\$ 98.8
\$ 166.2	\$ 213.9	\$ 169.0	\$ 93.8
279.7	177.6	406.2	52.3
\$ 445.9	\$ 391.5	\$ 575.2	\$146.1
\$ 91.7	\$ 117.9	\$ 112.4	\$121.8
899.0	514.0	180.2	137.7
1,462.2	891.6	847.9	372.7
2,695.7	1,636.9	1,254.2	650.4
<i>(All information gives retroactive effect to subdivisions of shares of 3 for 2 in each of September 1986 and May 1987)</i>			
\$0.92	\$0.74	\$0.53	\$0.30
1.70	1.56	1.27	0.72
23.0	18.5	12.0	7.7
23.0	18.5	12.0	7.7
\$19.63	\$16.50	\$22.50	\$10.00
19.25	15.50	21.50	9.56
19.0%	20.5%	22.4%	23.5%
47.6	47.6	47.6	47.6
170.7	141.9	128.3	102.9



Items in the Consolidated Statements of Income for the three years ended August 31, 1995 as a percentage of total revenue and the percentage changes in dollar amounts of the items compared to the previous year are as follows:

	Percentage of Revenue			Percentage Increase (Decrease)		
	Year Ended August 31			Year 1995 Over 1994	Year 1994 Over 1993	Year 1993 Over 1992
	1995	1994	1993			
Revenue	100.0%	100.0%	100.0%	18.3%	6.8 %	3.5 %
Operating expenses	71.7	70.5	70.0	20.3	7.6	7.2
Selling, general and administrative expenses	6.8	7.5	7.9	7.1	0.9	4.0
Depreciation and amortization	10.3	11.5	11.9	6.7	2.9	0.6
Income from operations before special and non-recurring charges	11.2%	10.5%	10.2%	25.2	10.1	(14.3)

## REVENUE

The sources of revenue by business segment are as follows (\$ millions):

Year Ended August 31	1995		1994		1993	
Solid waste services	\$ 795.0	31.6%	\$ 750.2	35.3%	\$ 756.0	37.9%
Hazardous waste services	642.9	25.5	517.8	24.3	511.6	25.7
Passenger services	1,079.5	42.9	860.3	40.4	725.7	36.4
	\$2,517.4	100.0%	\$2,128.3	100.0%	\$1,993.3	100.0%

Management's estimates of the components of changes in the Company's consolidated revenue are as follows:

	Percentage Increase (Decrease)		
	Year 1995 Over 1994	Year 1994 Over 1993	Year 1993 Over 1992
Expansion of customer base by acquisition			
Solid waste services	0.3 %	1.7 %	0.8 %
Hazardous waste services	9.6	1.7	2.6
Passenger services	9.1	7.2	3.2
Subtotal	19.0	10.6	6.6
Other, primarily through volume and price changes			
Solid waste services	2.1	0.8	(1.5)
Hazardous waste services	(1.0)	—	0.5
Passenger services	1.7	0.3	0.9
Subtotal	2.8	1.1	(0.1)
Reduction of customer base through divestitures			
Solid waste services	(0.1)	(1.8)	(0.5)
Hazardous waste services	(2.7)	(1.1)	—
Passenger services	(0.4)	(0.2)	(0.2)
Subtotal	(3.2)	(3.1)	(0.7)
Foreign exchange rate changes			
Solid waste services	(0.2)	(1.0)	(1.3)
Hazardous waste services	—	(0.3)	(0.3)
Passenger services	(0.1)	(0.5)	(0.7)
Subtotal	(0.3)	(1.8)	(2.3)
Total	18.3 %	6.8 %	3.5 %



Management's estimates of the components of changes in the revenue of the respective segments are as follows:

	Percentage Increase (Decrease)		
	Year 1995 Over 1994	Year 1994 Over 1993	Year 1993 Over 1992
<b>Solid waste services</b>			
Acquisitions	1.0 %	4.5 %	1.8 %
Other, primarily through volume and price changes	5.8	2.1	(3.6)
Divestitures	(0.3)	(4.8)	(1.1)
Foreign exchange rate changes	(0.5)	(2.6)	(3.1)
Total	6.0 %	(0.8)%	(6.0)%
<b>Hazardous waste services</b>			
Acquisitions	39.4 %	6.6 %	11.2 %
Other, primarily through volume and price changes	(4.0)	(0.1)	2.0
Divestitures	(11.0)	(4.2)	—
Foreign exchange rate changes	(0.2)	(1.1)	(1.5)
Total	24.2 %	1.2 %	11.7 %
<b>Passenger services</b>			
Acquisitions	22.5 %	19.7 %	9.4 %
Other, primarily through volume and price changes	4.2	0.8	2.5
Divestitures	(1.0)	(0.6)	(0.6)
Foreign exchange rate changes	(0.2)	(1.4)	(1.9)
Total	25.5 %	18.5 %	9.4 %

In 1995, the increase in solid waste services revenue was primarily a result of volume and price increases. The economic recovery in the United States and higher volumes and prices for recyclables were the primary factors.

The revenue growth in 1995 for the hazardous waste services segment was primarily associated with acquisitions, principally with the purchase of United

States Pollution Control, Inc. ("USPCI") from Union Pacific Corporation on December 31, 1994. The USPCI acquisition contributed \$200 million of revenue in 1995. Hazardous waste services segment revenues were reduced as a result of the divestiture of the Italian engineering business on August 31, 1994 and by negative price and volume changes as a result of a reduction in volumes from event business, espe-

cially in the Company's western U.S. landfills, and from pricing pressure in the Government Services operations.

In 1995, the growth in passenger services segment revenue was primarily attributable to acquisitions, principally Mayflower Group, Inc. ("Mayflower") on March 31, 1995 and the purchase of 17 healthcare transportation companies during the year. The Mayflower acquisition contributed \$99 million of revenue in 1995 while the acquisition of healthcare transportation companies added \$83 million in revenue during 1995.

In 1994, the solid waste services segment's divestiture of 12 hauling and landfill companies, of which nine were divested in late 1993 and the remaining three in early 1994, resulted in revenue declines of \$36 million which were mostly offset by revenue from acquisitions. In the hazardous waste services segment, the decline in revenue from the discontinuance and sale of the remedial business was offset by revenue attributable to acquisitions closed in the previous year. The growth in revenue in the passenger services segment was primarily attributable to acquisitions.

The decline in value of the Canadian dollar in U.S. dollar terms adversely affected each segment but most

**Revenue by Business Segment (percent)**



significantly the solid waste services segment which had the highest proportion of Canadian revenue. The average value of the Canadian dollar declined a further 6.6% during 1994.

In 1994, growth from price and volume changes improved significantly and became positive in the solid waste services segment but continued to be minimal in

both the hazardous waste services and the passenger services segments. Volumes and prices had both shown some improvement in the solid waste services segment as the North American economy emerged from the recession.

Acquisitions by segment and the approximate aggregate annualized revenue acquired as at the dates of acquisition are as follows (\$ millions):

Year Ended August 31	Number of Acquisitions		
	1995	1994	1993
Solid waste services	11	7	8
Hazardous waste services	2	—	7
Passenger services	25	32	26
	38	39	41

Year Ended August 31	Annualized Revenue (Approximate)		
	1995	1994	1993
Solid waste services	\$ 15.0	\$ 4.0	\$ 48.0
Hazardous waste services	309.0	—	87.0
Passenger services	336.0	135.0	129.0
	\$660.0	\$139.0	\$264.0

In 1995, the acquisition of USPCI added \$303 million in annualized revenue to the hazardous waste services segment, while the acquisition of Mayflower and 17 healthcare transportation companies added annualized revenue of \$250 million and \$77 million, respectively to the passenger services segment. The acquisition of

19 healthcare transportation companies in 1994 added \$91 million to annualized revenue while the purchase of two healthcare transportation companies in 1993 added \$64 million in annualized revenue.

Revenue and growth in revenue from geographic components are as follows (\$ millions):

Revenue							Growth Rates		
Year Ended August 31							Year 1995 Over 1994	Year 1994 Over 1993	Year 1993 Over 1992
1995		1994		1993					
United States and									
Europe	\$2,041.3	81.1%	\$1,660.8	78.0%	\$1,456.6	73.1%	22.9%	14.0 %	9.3 %
Canada	476.1	18.9	467.5	22.0	536.7	26.9	1.8	(12.9)	(9.5)
	\$2,517.4	100.0%	\$2,128.3	100.0%	\$1,993.3	100.0%	18.3	6.8	3.5

The 22.9% growth in revenue in the United States and Europe was primarily attributable to acquisitions made during the year, particularly the acquisitions of USPCI on December 31, 1994, Mayflower on March 31, 1995, and 17 healthcare transportation companies during the year.

The increase in Canadian revenue in 1995 was primarily attributable to higher recyclable prices and volumes in the solid waste services segment. This

increase was partially offset by the 1.5% decline in the value of the Canadian dollar which reduced revenue by \$7 million.

The decrease in Canadian revenue in 1994 was primarily attributable to the 6.6% decline in the value of the Canadian dollar which reduced revenue by \$35 million and significant price reductions in the solid waste services segment.



INCOME FROM OPERATIONS, COST OF OPERATIONS AND OPERATING PROFIT MARGINS  
(BEFORE SPECIAL AND NON-RECURRING CHARGES)

Income from operations and growth rates from segment components are as follows (\$ millions):

Income From Operations										Growth Rates		
Year Ended August 31										Year 1995 Over 1994	Year 1994 Over 1993	Year 1993 Over 1992
1995		1994		1993								
Solid waste services	\$105.9	37.7%	\$ 84.2	37.6%	\$ 60.6	29.7%	25.8%	38.9 %	(27.3)%			
Hazardous waste services	62.8	22.4	45.6	20.3	52.4	25.7	37.7	(13.0)	(21.3)			
Passenger services	112.1	39.9	94.4	42.1	90.7	44.6	18.8	4.1	3.3			
	\$280.8	100.0%	\$224.2	100.0%	\$203.7	100.0%	25.2	10.1	(14.3)			

Wages for operating personnel, equipment operating costs (including fuel and maintenance), insurance for personnel, property damage and third party liability, depreciation and disposal site fees represent the major components of the cost of operations. Operating costs as a percentage of revenue were 88.8% in 1995, compared with 89.5% in 1994 and 89.8% in 1993.

In 1995, operating costs decreased as a percentage of revenue primarily as a result of the continuing economic recovery in the United States and Canada which has improved prices in the solid waste services segment and by the divestiture of the Company's low margin European hazardous waste operations in August 1994, and were increased as a result of reduced prices and volumes in the Company's hazardous waste services segment.

In 1994, the decrease in operating costs as a percentage of revenue was primarily a result of a reduction in solid waste services segment costs attributable to the restructuring and divestiture program and economic recovery in the United States.

The operating profit margins of the individual segments and consolidated margins are as follows:

Year Ended August 31	1995	1994	1993
Solid waste services	13.3%	11.2%	8.0%
Hazardous waste services	9.8	8.8	10.2
Passenger services	10.4	11.0	12.5
Consolidated	11.2	10.5	10.2

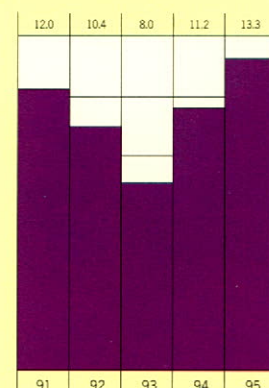
In 1995, the operating profit margin for the solid waste services segment increased to 13.3% from 11.2% in 1994. The increase in the operating margin results primarily from improved volumes and prices for recyclable

commodities, increased regular and special waste land-fill volumes and operating improvements.

In 1994, the operating profit margin for the solid waste services segment increased to 11.2% from 8.0% in 1993. The significant improvement in the operating margin resulted primarily from the restructuring in fiscal 1993 and divestiture of some low margin operations in late 1993 and early 1994. In addition, increased economic activity in the United States and the June 1993 acquisition of the Gambolo landfill located near Milan, Italy also contributed to the improved operating margin.

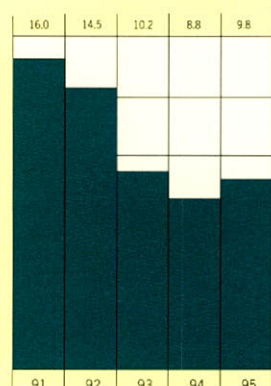
In 1995, the operating profit margin for the hazardous waste services segment increased to 9.8% from 8.8% in 1994. The improved operating margin is primarily attributable to the USPCI acquisition, the divestiture of the Company's low margin European operations and improvements in operating profits in the Company's Canadian operations as a result of group office cost reduction efforts and an increased emphasis on servicing nearby U.S. markets. However, these improvements were mitigated somewhat by a reduction in volumes of event business at the Company's western U.S. landfills and reduced prices in the Government Services operations.

**Solid Waste Services  
Operating Profit Margin**  
(percent)



**Hazardous Waste Services  
Operating Profit Margin**

(percent)



The operating profit margin for the hazardous waste services segment decreased to 8.8% in 1994 from 10.2% in 1993. The decrease in the operating margin resulted primarily from the continuation of operating restrictions at the Company's Pinewood landfill facility in South Carolina, first experienced during the fourth quarter of fiscal 1993, continued competitive pressures on pricing levels and a decrease in special event business. The decrease was also attributable to lower volumes at the Company's eastern U.S. transfer stations due to the severe winter weather conditions.

In 1995, the operating profit margin in the passenger services segment decreased to 10.4% from 11.0% in 1994. The decrease in the operating margin is primarily due to timing of the Mayflower acquisition. Mayflower had approximately only two months of school bus operations before experiencing the negative impact of the school vacation period. Normally the expenses incurred during the summer months would be offset by revenue from ten months of school

bus operations. The growth of healthcare transportation services which has slightly lower margins than the balance of the Company's business also contributed to the decline in operating margins.

The operating profit margin for the passenger services segment decreased to 11.0% in 1994 from 12.5% in 1993. The decrease in the operating margin was primarily due to

increased self-insurance accident costs, the growth of healthcare transportation services which has slightly lower margins than the balance of the Company's business, the severely cold and extremely snowy winter weather experienced across the eastern half of North America and an earthquake which shut down operation of the Company's largest contract in Los Angeles for a full week.

In fiscal 1996, the Company plans to continue to focus on the integration of the fiscal 1995 acquisitions and the October 1995 acquisition of CareLine, Inc. ("CareLine"), into the Company's operations to effect synergies and to improve the profitability of these assets. Although the Company will continue to grow through acquisitions, emphasis will be placed on internal improvements to manage the existing assets more effectively.

**SEASONALITY**

The passenger services segment experiences a significant decline in revenue and operating income in the fourth fiscal quarter because of school summer vacations. This impact has been moderated somewhat as the Company has expanded its provision of year-round healthcare transportation services. Adverse winter weather moderately affects all of the Company's operations during the Company's second fiscal quarter. See also Note 18 of Notes to Consolidated Financial Statements.

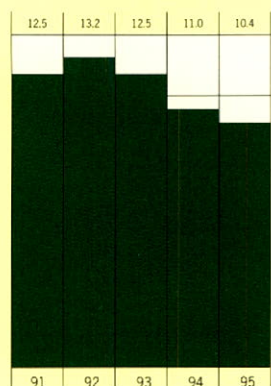
**SPECIAL AND NON-RECURRING CHARGES**

In 1993, the Company completed an evaluation of its exposure and investment in its solid waste segment. This evaluation was initiated due to the continuing decline in profitability of this segment and the fundamental structural changes taking place in the solid waste industry.

As a result, special and non-recurring charges of \$225.5 million (\$169.9 million after-tax or \$0.61 per share) were recorded in 1993. These charges were substantially of a non-cash nature and were primarily associated with the restructuring of the U.S. solid waste services segment.

**Passenger Services  
Operating Profit Margin**

(percent)





## INTEREST EXPENSE

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In 1995, interest expense increased by 14.3% to \$133.2 million from \$116.5 million in 1994. This increase was due to an increase of approximately 10% in the average outstanding borrowing level as a result of acquisitions made during the past year and an increase in the cost of borrowing of approximately 4%.

In 1994, interest expense increased by 10.2% to \$116.5 million from \$105.7 million in 1993. The increase was due to an increase of approximately 5% in the average outstanding borrowing level as a result of acquisitions made and an increase in the cost of borrowing of approximately 5%.

## INTEREST, DIVIDEND AND OTHER INCOME

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In 1995, interest, dividend and other income increased by \$3.1 million to \$18.5 million. The increase is attributable to improved returns and higher investment levels.

Interest, dividend and other income increased by 11.6% to \$15.4 million in 1994 from \$13.8 million in 1993. The increase was primarily attributable to higher investment levels.

## EQUITY IN EARNINGS

### OF ASSOCIATED COMPANIES

---

This income results from the Company's equity in earnings of ADT Limited ("ADT") and Attwoods plc ("Attwoods") both of which trade on the London and New York stock exchanges. ADT provides electronic security services primarily in the United States, Canada and Europe and provides vehicle auction services in the United Kingdom and United States.

The Company's equity in earnings of Attwoods has decreased to \$2.0 million (\$0.01 per share) in 1995 from \$9.0 million (\$0.03 per share) in 1994, and \$12.9 million (\$0.04 per share) in 1993, as a result of the sale of this investment in December 1994.

The Company retains an interest of 23.7% in ADT as at August 31, 1995 (1994 – 23.8%; 1993 – 23.9%) and since November 30, 1993, approximately \$45.7 million in equity income has been accrued (\$26.2 million in 1995

and \$19.5 million in 1994), which has been set aside to provide for an accrual towards the potential premium due on the ADT-Linked Convertible Debentures, which is expected to reach the maximum of \$75.0 million after-tax cost to the Company on the basis that the debentures are retired with the delivery of ADT shares. As a result, the Company's equity in earnings of ADT has decreased to nil in 1995 from \$5.7 million (\$0.02 per share) in 1994 and \$27.0 million (\$0.10 per share) in 1993.

See also the discussions on unusual items.

## UNUSUAL ITEMS

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In 1994, the unusual items of \$16.7 million (an after-tax loss of \$0.06 per share) represented a provision for the anticipated loss on sale of the Company's investment in Attwoods of \$27.5 million, offset partially by a net gain on the disposal of the Company's European hazardous waste operations of \$10.8 million.

In 1993, the unusual items of \$243.8 million (an after-tax loss of \$0.88 per share) related to the write-down of the Company's investment in ADT of \$141.6 million and in Attwoods of \$102.2 million in order to reflect the Company's determination of a decline in realizable value other than temporary in nature.

## INCOME TAXES

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The 1995 effective income tax rate has decreased to 21.0% in 1995 from 22.0% in 1994. The Company expects the effective tax rate to increase moderately in the future.

In 1994, the effective income tax rate on income before special and non-recurring charges and unusual items increased to 22.0% from 19.5% in 1993. The increase was primarily due to lower equity in earnings of associated companies.

## NET INCOME AND EARNINGS PER SHARE

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Income before equity earnings, special and non-recurring charges, and unusual items increased 40.9% to \$130.8 million in 1995 from \$92.8 million in 1994. In 1994, income before equity earnings, special and

non-recurring charges, and unusual items increased 12.9% to \$92.8 million from \$82.2 million in 1993.

The weighted average number of common shares outstanding during 1995 remained unchanged from 1994 and 1993 at 277.2 million.

Accordingly, earnings per share before equity earnings, special and non-recurring charges, and unusual items increased to \$0.47 per share in 1995, from \$0.34 per share in 1994 and \$0.30 per share in 1993.

Earnings per share from equity earnings were \$0.01 in 1995, \$0.05 per share in 1994 and \$0.14 per share in 1993.

#### FINANCIAL CONDITION

The Company's capital consisted of (\$ millions):

August 31	1995		1994		1993	
Deferred items						
Income taxes	\$ 46.0	1.2%	\$ 48.2	1.5%	\$ 43.9	1.4%
Other	322.2	8.6	223.5	6.9	193.5	6.1
Long-term debt	1,668.7	44.7	1,403.2	43.0	1,377.1	43.5
Shareholders' equity	1,697.4	45.5	1,585.9	48.6	1,553.3	49.0
	<b>\$3,734.3</b>	<b>100.0%</b>	<b>\$3,260.8</b>	<b>100.0%</b>	<b>\$3,167.8</b>	<b>100.0%</b>

In 1995, shareholders' equity increased by \$111.5 million as a result of earnings retained after dividends of \$100.1 million and by \$10.8 million due to the reduced deficiency in the cumulative foreign currency translation adjustments account resulting from the 2.1% appreciation in the value of the Canadian dollar versus the U.S. dollar since August 31, 1994.

Investment activities, including capital expenditures of \$316.3 million and acquisitions of \$512.4 million were largely financed by operating cash flows with a resultant net increased borrowing of long-term debt of \$211.3 million.

During the year, the Company issued \$200 million 8.75% debentures due January 1, 2000, \$150 million 7.875% debentures due April 15, 2005, and \$150 million 8.75% debentures, due April 15, 2025, the proceeds of which were used to pay down revolving/term bank loans.

On December 2, 1994, the Company sold its interest in Attwoods for proceeds of approximately \$211.6 million which were used to finance the acqui-

sition of USPCI. The condition of the Attwoods transaction, which obligated the Company to underwrite a put option for their German operations, expired in June 1995.

The special and non-recurring charges, and unusual items amounted to a loss of (\$0.06) per share in 1994 and (\$1.49) per share in 1993.

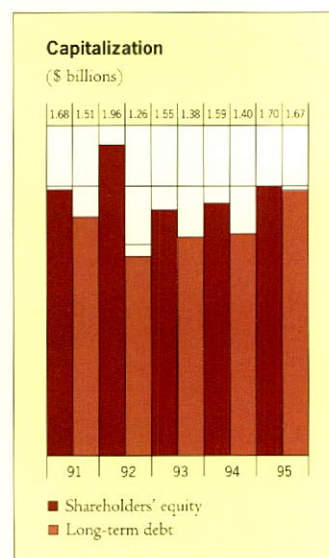
As a result, earnings per share is \$0.48 in 1995, \$0.33 in 1994, and the loss per share was (\$1.05) in 1993.

The Company's consolidated financial statements have been prepared in accordance with Canadian GAAP, which conform in all material respects with U.S. GAAP, except as disclosed in Note 12 and Note 14 of Notes to Consolidated Financial Statements.

The Company had revolving/term bank lines of credit primarily for acquisition and expansion purposes of \$1,135 million of which approximately \$837 million was unused as at August 31, 1995. Under these agreements, the Company is required to maintain certain balance sheet ratios, all of which have been met at August 31, 1995.

The Company had revolving/term bank lines of credit primarily for acquisition and expansion purposes of \$1,135 million of which approximately \$837 million was unused as at August 31, 1995. Under these agreements, the Company is required to maintain certain balance sheet ratios, all of which have been met at August 31, 1995.

Fiscal 1996 principal repayments of \$230.0 million which would otherwise be classified as current portion of long-term debt, have been classified





as long-term debt because the Company intends to refinance these borrowings on a long-term basis using the available capacity under its existing bank credit agreements.

In 1994, shareholders' equity increased by \$32.6 million as a result of earnings retained after dividends paid of \$57.6 million but decreased by \$25.0 million due to the increased deficiency in the cumulative foreign currency translation adjustments account. Investment activities, including capital expenditures of \$271.1 million and acquisitions of \$69.6 million were largely financed by operating cash flows with a resultant net increased borrowing of long-term debt of \$9.7 million.

#### LIQUIDITY

Cash provided by operating activities before financing working capital and special and non-recurring charges was \$434.1 million, \$370.5 million and \$354.4 million in 1995, 1994 and 1993, respectively, representing percentage changes from the previous years of 17.2%, 4.5% and (2.7)%.

Cash, short-term deposits and marketable securities which can be liquidated readily were \$146.5 million, \$199.6 million and \$212.2 million at August 31, 1995, 1994 and 1993, respectively.

In 1995, trade and other accounts receivable

increased by \$113.6 million. The average number of days sales outstanding has decreased to 53 days in 1994 primarily due to the acquisition of Mayflower, which has a low days sales outstanding balance at August 31 due to the completion of the school year in June, and due to the sale of the Italian landfill.

In 1994, trade and other accounts receivable decreased by \$4.5 million. The average number of days sales out-

standing decreased to 56 days from 61 days in 1993 primarily due to the sale of the Italian engineering business, effective August 31, 1994.

Management believes that the existing level of working capital of \$166.8 million is adequate for the Company's normal growth and operating needs. Trade and other accounts receivable continues to represent the largest portion of current assets totalling \$439.6 million at August 31, 1995.

#### CAPITAL EXPENDITURES AND CAPITAL RESOURCES

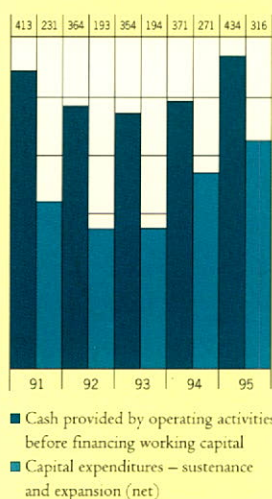
Net expenditures for the purchase of fixed assets for normal replacement requirements, and increases in services were \$316.3 million, \$271.1 million and \$193.6 million in 1995, 1994 and 1993, respectively.

Capital expenditures for the purchase of fixed assets for fiscal 1996 are expected to be approximately \$300 million, which represents normal replacement and upgrading requirements and purchases of additional fixed assets necessary for planned increases in services. They do not include the financing of acquisitions and new contracts, which are continuously being pursued by the Company, and for which there is no determinable budget. Management believes that current operating cash flows are adequate to finance these expenditures, with the exception of the CareLine acquisition, as well as to service existing debt. At September 30, 1995, the Company had unused bank lines of credit of approximately \$745 million.

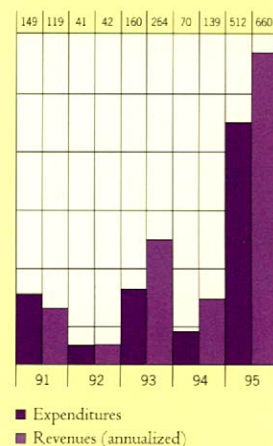
Expenditures on the acquisition of businesses were \$512.4 million, \$69.6 million and \$159.9 million in 1995, 1994 and 1993, respectively.

On December 31, 1994, the Company purchased USPCI, a hazardous waste services

**Cash Provided by Operating Activities Before Financing Working Capital and Capital Expenditures (\$ millions)**



**Acquisition Expenditures and Revenues (\$ millions)**



business, from Union Pacific Corporation for \$225 million plus the assumption of debt obligations of approximately \$40 million, the majority of which consists of favourably priced tax exempt bonds. The purchase price was effectively financed with the proceeds from the sale of Attwoods.

On March 31, 1995, the Company purchased Mayflower for approximately \$157.0 million. The purchase price was financed by drawing on revolving/term bank loans.

The majority of expenditures during 1994 and 1993 related to the acquisition of healthcare transportation businesses in the passenger service segment.

Acquisitions of businesses have generally been financed initially with revolving/term bank loans and replaced later with longer term public issues of debt or equity. Purchases of fixed assets have generally been made from funds generated by operating cash flows.

#### COMMITMENT

On July 18, 1995, the Company contracted to acquire CareLine, a healthcare transportation company with annualized revenue of \$225 million, in exchange for approximately 17 million Class B Non-Voting Shares. It is anticipated that this transaction will close in October 1995. The total value of this transaction is approximately \$330 million of which \$146 million will be satisfied by the issuance of new equity, the balance consisting primarily of CareLine debt assumed. Goodwill is expected to amount to approximately \$260 million.

#### LEGAL PROCEEDINGS

Government regulations continue to have a significant effect on the Company's waste services segments. The Company strives to conduct its operations at least in compliance with applicable laws and regulations. However, in the existing climate of high legal, political and citizen awareness and concerns, companies in the waste services industry, including the Company, will continue to be faced with fines and penalties and the need to expend funds for remedial work and related activities at waste treatment and disposal facilities. The

Company has concluded, based upon existing information and applicable laws and regulations, that the amounts expended or anticipated to be expended by the Company are not likely to be material to its operations or financial condition.

As of August 31, 1995, subsidiaries of the Company had been notified that they are potentially responsible parties in connection with 29 locations listed on the Superfund National Priority List under the Comprehensive Environmental Response, Compensation and Liability Act in the United States. The Company periodically reviews the role, if any, of each subsidiary with respect to each such location, considering the nature and extent of the subsidiary's alleged connection and the accuracy and strength of evidence connecting the potentially responsible parties at the location.

The majority of these proceedings are based on allegations that certain Company subsidiaries (or their predecessors) transported hazardous substances to the facilities in question, often prior to the acquisition of such subsidiaries by the Company. Based on the results of the review of the various sites, expense accruals are provided by the Company for its anticipated share of future costs associated with remedial work to be undertaken and existing accruals are revised as deemed necessary.

In June 1992, the Ministry of the Environment of the Province of Quebec requested a subsidiary of the Company to advise the Ministry of its intentions concerning the carrying out of certain characterization studies of soil and water and restoration work with respect to certain areas of the subsidiary's property in Ville Mercier. In 1968, the Quebec government issued two permits to an unrelated company to dispose of organic liquids in lagoons on this property. By 1971, groundwater contamination had been identified. In July 1992, the subsidiary responded by first denying any responsibility for the decontamination and restoration of its site and secondly by proposing that the Ministry and the subsidiary form a working group to find the most appropriate technical solution to the contamination problem. In November 1992, the Ministry served the



subsidiary with two Notices alleging the subsidiary was responsible for the presence of contaminants on its property and that of its neighbor and ordering the subsidiary to take all the necessary measures to excavate, eliminate or treat all the contaminated soils and residues located within the areas defined in the Notices and to recover and treat all of the contaminated waters resulting from the aforementioned measures or the Ministry would proceed to do the work and would claim from the subsidiary the direct and indirect costs relating to such work. The subsidiary responded by reiterating its position that it had no responsibility for the contamination and proposing to submit the question of responsibility to the Courts for determination. The subsidiary has filed legal proceedings to obtain a Court determination of its liability, if any, associated with the contamination of the former Mercier lagoons.

The consolidated federal income tax returns of the Company's United States subsidiaries for the fiscal years ended August 31, 1986, 1987, and 1988 have been under audit by the Internal Revenue Service.

In March 1994, the subsidiaries received a Statutory Notice of Deficiency proposing that the subsidiaries pay additional taxes relating to disallowed deductions in those income tax returns. The principal issue involved relates to the timing and the deductibility for tax purposes of interest attributable to loans owing to related foreign persons. The subsidiaries have petitioned the United States Tax Court for a re-determination of claimed deficiencies of approximately \$50.3 million (plus interest of approximately \$55.5 million as of August 31, 1995) and intend to vigorously contest the claimed deficiencies. Although the final outcome cannot be predicted with certainty, the Company believes that the ultimate disposition will not have a materially adverse effect upon the Company's consolidated financial position or results of operations.

While the final resolution of these proceedings may have an impact on the financial results for a particular period, the Company does not believe that these matters are material to its business or financial condition.

The accompanying financial statements of Laidlaw Inc. and all the information in this annual report are the responsibility of management and have been reviewed and approved by the Board of Directors.

The financial statements have been prepared by management in accordance with generally accepted accounting principles. Where alternative accounting methods exist, management has chosen those methods deemed most appropriate in the circumstances. Financial statements are not precise since they include certain amounts based on estimates and judgements. Management has determined such amounts on a reasonable basis in order to ensure that the financial statements are presented fairly, in all material respects. Management has ensured that the financial information presented throughout the annual report is consistent with that in the financial statements.

Laidlaw Inc. maintains systems of internal accounting and administrative controls which are of high quality, consistent with reasonable cost. Such systems are designed to provide reasonable assurance that the financial information is relevant, reliable and accurate and that the Company's assets are appropriately accounted for and adequately safeguarded.

The Board of Directors is responsible for ensuring that management fulfills its responsibilities for financial reporting and is ultimately responsible for reviewing and approving the financial statements. The Board carries out this responsibility principally through its Audit Committee.

The Audit Committee is appointed by the Board, and all of its members are outside directors. The Committee meets quarterly with management, as well as with internal and external auditors, to discuss internal controls over the financial reporting process, auditing matters and financial reporting issues. The Committee has reported its findings to the Board which has approved the financial statements for issuance to the shareholders. The Committee also considers, for review by the Board and approval by the shareholders, the engagement or re-appointment of the external auditors.

The consolidated statements have been audited on behalf of the shareholders by the external auditors, Coopers & Lybrand, in accordance with generally accepted auditing standards. Coopers & Lybrand has full and free access to the Audit Committee.



J.R. Bullock  
*President and Chief Executive Officer*



L.W. Haworth  
*Senior Vice-President and Chief Financial Officer*  
October 17, 1995

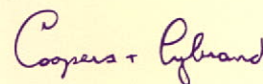
## AUDITORS' **Report** TO THE **Shareholders**

We have audited the consolidated balance sheets of Laidlaw Inc. as at August 31, 1995 and 1994 and the consolidated statements of income and retained earnings (deficit) and changes in financial position for each of the three years in the period ended August 31, 1995. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with generally accepted auditing standards. Those standards require that we plan and perform an audit to obtain reasonable assurance whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing

the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation.

In our opinion, these consolidated financial statements present fairly, in all material respects, the financial position of the company as at August 31, 1995 and 1994 and the results of its operations and the changes in its financial position for each of the three years in the period ended August 31, 1995 in accordance with Canadian generally accepted accounting principles.



Hamilton, Canada  
October 17, 1995

Coopers & Lybrand  
Chartered Accountants



# CONSOLIDATED STATEMENTS OF **Income** AND **Retained** EARNINGS (DEFICIT)

Year Ended August 31 (U.S. \$ millions except per share amounts)	1995	1994	1993
Revenue	\$ 2,517.4	\$ 2,128.3	\$ 1,993.3
Operating expenses	1,805.3	1,500.4	1,394.3
Selling, general and administrative expenses	171.1	159.8	158.3
Depreciation and amortization	260.2	243.9	237.0
Special and non-recurring charges (Note 10)	—	—	225.5
Income (loss) from operations	280.8	224.2	(21.8)
Interest expense	(133.2)	(116.5)	(105.7)
Interest, dividend and other income	18.5	15.4	13.8
Equity in earnings of associated companies	2.0	14.7	39.9
Unusual items (Note 11)	—	(16.7)	(243.8)
Income (loss) before income taxes	168.1	121.1	(317.6)
Income tax recovery (expense) (Note 12)	(35.3)	(30.3)	26.0
Net income (loss)	\$ 132.8	\$ 90.8	\$ (291.6)
Earnings (loss) per share (Note 13)	\$ 0.48	\$ 0.33	\$ (1.05)
Retained earnings (deficit) — beginning of year	\$ (63.0)	\$ (120.6)	\$ 206.5
Net income (loss)	132.8	90.8	(291.6)
Dividends — Preference Shares	(0.5)	(0.5)	(0.5)
— Class A Shares and Class B Non-Voting Shares	(32.2)	(32.7)	(35.0)
Retained earnings (deficit) — end of year	\$ 37.1	\$ (63.0)	\$ (120.6)
Dividends per share			
(Cdn. \$) — Preference Shares	\$ 1.00	\$ 1.00	\$ 1.00
— Class A Shares and Class B Non-Voting Shares	\$ 0.16	\$ 0.16	\$ 0.16
(U.S. \$ equivalent)			
— Preference Shares	\$ 0.727	\$ 0.738	\$ 0.790
— Class A Shares and Class B Non-Voting Shares	\$ 0.116	\$ 0.118	\$ 0.126

The accompanying notes are an integral part of these statements.

CONSOLIDATED **Balance** SHEETS

August 31 (U.S. \$ millions)

1995

1994

**ASSETS**

**Current assets**

Cash	\$ 12.3	\$ 9.9
Short-term deposits and marketable securities – at cost which approximates market value	134.2	189.7
Trade and other accounts receivable (net of allowance for doubtful accounts of \$8.0; August 31, 1994 – \$3.5)	439.6	326.0
Income taxes recoverable	44.1	27.9
Inventories	52.3	35.0
Other current assets	36.3	25.2
<b>Total current assets</b>	<b>718.8</b>	<b>613.7</b>
Long-term investments (Note 2)	595.0	745.3
Fixed assets (Note 3)	2,220.3	1,775.2
<b>Other assets</b>		
Goodwill (net of accumulated amortization of \$90.6; August 31, 1994 – \$78.7)	718.8	494.7
Deferred charges	33.4	23.8
	752.2	518.5
<b>Total assets</b>	<b>\$ 4,286.3</b>	<b>\$ 3,652.7</b>

**LIABILITIES**

**Current liabilities**

Accounts payable	\$ 222.0	\$ 146.7
Accrued liabilities	220.0	150.3
Current portion of self-insurance liabilities (Note 4)	60.5	53.6
Current portion of long-term debt (Note 6)	49.5	41.3
<b>Total current liabilities</b>	<b>552.0</b>	<b>391.9</b>
<b>Deferred items</b>		
Income taxes	46.0	48.2
Other (Note 4)	322.2	223.5
	368.2	271.7
Long-term debt (Note 6)	1,668.7	1,403.2
	2,588.9	2,066.8

Commitments and contingencies (Note 16)

**SHAREHOLDERS' EQUITY**

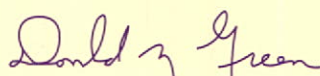
Preference Shares (Note 8)	9.3	9.6
Class A Shares; issued and outstanding 47,632,092 (August 31, 1994 – 47,632,092) (Note 8)	2.9	2.9
Class B Non-Voting Shares; issued and outstanding 229,667,468 (August 31, 1994 – 229,555,668) (Note 8)	1,816.3	1,815.4
Cumulative foreign currency translation adjustments (Note 9)	(168.2)	(179.0)
Retained earnings (deficit)	37.1	(63.0)
<b>Total shareholders' equity</b>	<b>1,697.4</b>	<b>1,585.9</b>
<b>Total liabilities and shareholders' equity</b>	<b>\$ 4,286.3</b>	<b>\$ 3,652.7</b>

The accompanying notes are an integral part of these statements.

Signed on behalf of the Board



James R. Bullock, Director



Donald M. Green, Director



# CONSOLIDATED STATEMENTS OF **Changes** IN Financial POSITION

Year Ended August 31 (U.S. \$ millions)	1995	1994	1993
<b>Net cash provided by (used in):</b>			
Operating activities	\$ 407.7	\$ 370.2	\$ 363.1
Investing activities	(640.0)	(359.3)	(374.7)
Financing activities	179.2	(23.5)	60.6
	<u>(53.1)</u>	<u>(12.6)</u>	<u>49.0</u>
Cash, short-term deposits and marketable securities – beginning of year	199.6	212.2	163.2
Cash, short-term deposits and marketable securities – end of year	<u>\$ 146.5</u>	<u>\$ 199.6</u>	<u>\$ 212.2</u>
<b>Operating activities</b>			
Income from operations before special and non-recurring charges and unusual items (Note 14)	\$ 132.8	\$ 107.5	\$ 122.1
Add (deduct) items not affecting cash:			
Depreciation and amortization	260.2	243.9	237.0
Deferred income taxes	19.2	10.0	7.6
Deferred other	15.9	12.0	22.3
Equity in earnings of associated companies	5.8	(1.7)	(26.5)
Other	0.2	(1.2)	(8.1)
Cash provided by operating activities before financing working capital and special and non-recurring charges	434.1	370.5	354.4
Cash used for special and non-recurring charges	—	(16.4)	(5.7)
Cash provided by (used in financing) working capital (Note 14)	(26.4)	16.1	14.4
<b>Net cash provided by operating activities</b>	<u>\$ 407.7</u>	<u>\$ 370.2</u>	<u>\$ 363.1</u>
<b>Investing activities</b>			
Purchase of fixed assets	\$ (316.7)	\$ (273.0)	\$ (200.7)
Proceeds from sale of fixed assets	15.3	16.3	20.9
Purchase of other assets	(14.9)	(14.4)	(13.8)
Expended on acquisitions (Note 15)	(512.4)	(69.6)	(159.9)
Net increase in other long-term investments	(23.8)	(16.3)	(17.2)
Decrease in working capital relating to investment activities	—	(4.7)	(4.5)
Proceeds from sale of long-term investments	0.9	2.4	0.5
Proceeds from sale of investment in Attwoods plc (Note 2)	211.6	—	—
<b>Net cash used in investing activities</b>	<u>\$ (640.0)</u>	<u>\$ (359.3)</u>	<u>\$ (374.7)</u>
<b>Financing activities</b>			
Proceeds from issuances of long-term debt	\$ 951.5	\$ 731.0	\$ 628.3
Repayments of long-term debt	(740.2)	(721.3)	(532.2)
Dividends	(32.7)	(33.2)	(35.5)
Proceeds from exercise of stock options (Note 8)	0.9	—	—
Repurchase of preference shares for redemption	(0.3)	—	—
<b>Net cash provided by (used in) financing activities</b>	<u>\$ 179.2</u>	<u>\$ (23.5)</u>	<u>\$ 60.6</u>

The accompanying notes are an integral part of these statements.

## 1. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

The consolidated financial statements of Laidlaw Inc. ("the Company") have been prepared in accordance with accounting principles generally accepted in Canada ("Canadian GAAP") and all figures are presented in U.S. dollars, as the majority of the Company's operating assets are located in the United States. Except as indicated in Note 12 and Note 14, the consolidated financial statements conform, in all material respects, with accounting principles generally accepted in the United States ("U.S. GAAP").

### Consolidation

The consolidated financial statements include the accounts of Laidlaw Inc. and all of its subsidiary companies. All significant intercompany transactions are eliminated. The purchase method of accounting for business combinations has been used.

### Inventories

Inventories are valued at the lower of cost, determined on a first-in, first-out basis, and replacement cost.

### Long-term investments

Investments in shares of associated companies, over which the Company has significant influence, are accounted for by the equity method. Equity earnings are recorded to the extent that any increase in the carrying value is determined to be realizable.

### Fixed assets

Landfill sites, preparation costs and improvements are recorded at cost and amortized on the basis of landfill capacity utilized during the year.

Depreciation and amortization of other property and equipment is provided substantially on a straight-line basis over their estimated useful lives which are as follows:

- Buildings – 20 to 40 years, and
- Vehicles and other – 5 to 15 years.

### Other assets

Goodwill is amortized on a straight-line basis over forty years. Deferred charges, other than deferred financing costs, are amortized on a straight-line basis over a two to five year period depending on the nature of the deferred costs. Deferred financing costs are amortized over the life of the related debt instrument.

### Environmental liabilities

Environmental liabilities include accruals for costs associated with closure and post-closure monitoring and maintenance of the Company's landfills, remediation at certain of the Company's facilities and corrective actions at Superfund sites. The Company accrues for closure and post-closure costs over the life of the landfill site as air-space is consumed.

### Income taxes

Deferred income taxes are provided for all significant timing differences arising from recognizing certain expenses, principally depreciation, in different periods for income tax and financial reporting purposes.

### Deferred items – other

Other deferred items primarily represent the accruals for the non-current portions of environmental and self-insurance liabilities.

### Foreign currency translation

The Company's operations are all of a self-sustaining nature. The accounts are translated to U.S. dollars on the following basis:

Assets and liabilities at the exchange rate in effect at the balance sheet date and revenue and expenses at weighted monthly average exchange rates for the year.

### Comparative figures

Certain figures as at August 31, 1994 and for the years ended August 31, 1994 and 1993 have been reclassified to conform to the current period's presentation. These reclassifications have had no effect on the consolidated statements of income and retained earnings (deficit).

## 2. LONG-TERM INVESTMENTS

August 31 (\$ millions)	1995	1994
Associated companies – at equity		
ADT Limited		
(market value – \$404.3; 1994 – \$350.2) (ownership percentage – 23.7%; 1994 – 23.8%)	\$414.9	\$388.7
Attwoods plc		
(market value – 1994 – \$213.5) (ownership percentage – 1994 – 29.8%)	—	212.9
	414.9	601.6
Other long-term investments – at cost	180.1	143.7
	\$595.0	\$745.3



Goodwill of \$238.1 million (1994 – \$242.1 million) representing the excess of the carrying value over the Company's share of the underlying net tangible assets of these associated companies is being amortized on a straight-line basis over forty years.

On December 2, 1994, the Company sold its interests in Attwoods plc ("Attwoods") for approximately \$211.6 million.

Effective August 31, 1994, the Company sold its investment in an Italian engineering business in exchange for convertible securities of United States Filter Corporation in the amount of \$42.2 million.

In 1994, the Company issued \$280.0 million ADT-Linked Convertible Debentures (see Note 6) which, at maturity, will effectively participate in an increase in the market price of ADT Limited ("ADT") common shares above \$9.00 to a maximum of \$12.60 per share on the Company's holdings of 31.1 million ADT shares. The

Company retains an interest in the value of these shares above \$12.60 per share. In assessing the appropriateness of the carrying value of ADT, management takes into consideration first the debenture holder's limited interest and then the Company's residual interest in the ADT common shares. As at August 31, 1995 and since November 30, 1993, approximately \$45.7 million in equity income has accrued to the Company's investment (\$26.2 million in 1995 and \$19.5 million in 1994) which has been set aside to provide for an accrual towards the potential premium due on the debentures which is expected to reach the maximum of \$75.0 million after-tax cost to the Company on the basis that the debentures are retired with the delivery of ADT shares.

Summarized financial information for ADT which has been extracted from the most recent audited financial information available, is as follows:

(\$ millions)	ADT Limited Year Ended December 31	
	1994	1993
Revenue	<b>\$1,375.9</b>	\$1,383.6
Income from operations	<b>217.3</b>	197.4
Income from continuing operations	<b>114.3</b>	111.7
Net income	<b>111.0</b>	111.7
Current assets	<b>467.2</b>	503.2
Non-current assets	<b>2,259.4</b>	2,287.5
Current liabilities	<b>453.2</b>	388.4
Non-current liabilities	<b>1,172.6</b>	1,002.8
Redeemable preference shares	<b>5.2</b>	427.2

ADT provides electronic security services primarily in the United States, Canada and Europe and provides

vehicle auction services in the United Kingdom and United States.

### 3. FIXED ASSETS

August 31 (\$ millions)	1995			1994		
	Cost	Accumulated Depreciation and Amortization	Net	Cost	Accumulated Depreciation and Amortization	Net
Land, landfill sites and improvements	<b>\$1,212.0</b>	<b>\$ 321.4</b>	<b>\$ 890.6</b>	\$ 989.4	\$ 272.2	\$ 717.2
Buildings	<b>262.7</b>	<b>57.1</b>	<b>205.6</b>	221.2	48.3	172.9
Vehicles and other	<b>1,941.5</b>	<b>817.4</b>	<b>1,124.1</b>	1,623.9	738.8	885.1
	<b>\$3,416.2</b>	<b>\$1,195.9</b>	<b>\$2,220.3</b>	\$2,834.5	\$1,059.3	\$1,775.2



**4. DEFERRED ITEMS - OTHER**

August 31 (\$ millions)	1995	1994
Environmental liabilities (Note 5)	<b>\$153.0</b>	\$114.6
Self-insurance liabilities	<b>70.5</b>	53.1
Premium accrual -		
ADT-Linked Convertible Debentures (Note 6)	<b>45.7</b>	19.5
Other	<b>53.0</b>	36.3
	<b>\$322.2</b>	\$223.5

The Company's \$131.0 million (1994 - \$106.7 million) of self-insurance liabilities as at August 31, 1995 (current liabilities of \$60.5 million and non-current liabilities of \$70.5 million), represent claim reserves for the Company's self-insurance programs. The Company maintains a self-insurance program for auto liability, general liability and worker's compensation claims, where

permitted, for the first \$5 million of any one occurrence. The Company purchases aggregate stop loss insurance to limit the Company's exposure to losses between \$2 million and \$5 million and purchases full insurance for losses in excess of \$5 million. The current portion of these liabilities represents the payments expected to be made during the next 12 months.

**5. ENVIRONMENTAL LIABILITIES**

The Company has recorded liabilities for closure and post-closure monitoring and environmental remediation costs as follows:

August 31 (\$ millions)	1995	1994
Current portion, included in accrued liabilities	<b>\$ 34.1</b>	\$ 23.5
Non-current portion, included in deferred items - other	<b>153.0</b>	114.6
	<b>\$187.1</b>	\$138.1

The Company, in the normal course of its business, expends funds for environmental protection and remediation, but does not expect these expenditures to have a materially adverse effect on its financial condition or results of operations, since its business is based upon compliance with environmental laws and regulations and its services are priced accordingly.

Closure and post-closure monitoring and maintenance costs for U.S. landfills are estimated based on the technical requirements of the Subtitle C and D Regulations of the U.S. Environmental Protection Agency or the applicable state requirements, whichever are stricter, and include such items as final capping of the site, methane gas and leachate management, groundwater monitoring, and operation and maintenance costs to be incurred during the period after the facility closes and ceases to accept waste. Closure and post-closure costs for the Company's landfills in Canada are based upon the local landfill regulations governing the facility.

The Company has also established procedures to routinely evaluate potential remedial liabilities at sites which it owns or operated, or to which it transported waste, including 29 sites listed on the Superfund National Priority List (NPL). In the majority of situations, the Company's connection with NPL sites relates to allegations that its subsidiaries (or their predecessors) transported waste to the facilities in question, often prior to the acquisition of such subsidiaries by the Company. The Company routinely reviews and evaluates sites requiring remediation, including NPL sites, giving con-

sideration to the nature (i.e., owner, operator, transporter or generator), and the extent (i.e., amount and nature of waste hauled to the location, number of years of site operation by the Company, or other relevant factors) of the Company's alleged connection with the site, the accuracy and strength of evidence connecting the Company to the location, the number, connection and financial ability of other named and unnamed potentially responsible parties and the nature and estimated cost of the likely remedy. Where the Company concludes that it is probable that a liability has been incurred, provision is made in the financial statements, based upon management's judgement and prior experience, for the Company's best estimate of the liability. Such estimates are subsequently revised as deemed necessary as additional information becomes available.

Where the Company believes that both the amount of a particular environmental liability and the timing of the payments are reliably determinable, the cost in current dollars is discounted to present value at 5%. Had the Company not discounted any portion of its liability, the amount recorded would have been increased by approximately \$99 million at August 31, 1995 (1994 - \$96 million).

The majority of the Company's active landfill sites have estimated remaining lives ranging from 3 to approximately 100 years based upon current site plans and anticipated annual volumes of waste. As at August 31, 1995, the Company estimates that during this remaining site life, it will provide for an additional \$308 million (1994 - \$321 million) of closure and post-closure costs, including accretion for the discount recognized to date.



## 6. LONG-TERM DEBT

August 31 (\$ millions)	1995	1994
Revolving/term bank loans with interest rates, as a result of swap agreements extending to September 2003, averaging 6.63% at August 31, 1995	\$ 189.0	\$ 284.6
6.00% ADT-Linked Convertible Debentures due January 15, 1999 (\$45.6 was denominated in Canadian dollars [Cdn. \$59.9] at 6.75%) with interest rates, as a result of swap agreements, of money market rates plus 0.60% (August 31, 1995 – 6.44%)	280.0	280.0
9.03% notes due December 19, 1995, with an interest rate, as a result of a swap agreement, of 8.76%	230.0	230.0
8.75% debentures due January 1, 2000	200.0	—
7.70% debentures due August 15, 2002, of which \$125.0, as a result of swap agreements, bear interest at LIBOR plus 0.63% (August 31, 1995 – 6.70%)	200.0	200.0
7.875% debentures due April 15, 2005	150.0	—
8.75% debentures due April 15, 2025	150.0	—
7.05% debentures due May 15, 2003, with an interest rate, as a result of a swap agreement, of LIBOR plus 0.63% (August 31, 1995 – 6.62%)	100.0	100.0
8.25% debentures due May 15, 2023	100.0	100.0
\$155.0 notes with an interest rate, as a result of swap agreements, of 6.99%, with an average term to 1999 as a result of exercised interest prepayment options	10.4	25.0
10.47% notes matured November 1, 1994	—	170.0
Notes due at various dates to 2010, with interest rates from 5% to 12%	108.8	54.9
	<b>1,718.2</b>	<b>1,444.5</b>
Less current portion	<b>49.5</b>	<b>41.3</b>
	<b>\$1,668.7</b>	<b>\$1,403.2</b>

During the year, the Company issued \$200.0 million 8.75% debentures due January 1, 2000, \$150.0 million 7.875% debentures due April 15, 2005, and \$150.0 million 8.75% debentures due April 15, 2025, the proceeds of which were used to pay down revolving/term bank loans.

In January 1994, the Company issued \$280.0 million 6.00% ADT-Linked Convertible Debentures due January 15, 1999, which at maturity, will effectively participate in an increase in the market price of ADT common shares above \$9.00 per share to a maximum of \$12.60 per share. The Company effectively has the option to satisfy the debentures at maturity, by tendering any combination of ADT common shares and Class B Non-Voting Shares at 95% of their then current market value and cash. The Company accrues for the potential \$112.0 million premium (\$75.0 million after tax) on the debenture over its term primarily by setting aside the equity earnings of ADT. As of August 31, 1995, \$45.7 million (1994 – \$19.5 million) of the potential premium has been accrued (see Note 2). This accrual is included in the “Deferred items – other” caption of the balance sheet (see Note 4).

If the Company had adopted Abstract No. 56 of the Emerging Issues Committee of the Canadian Institute of Chartered Accountants, which was issued subsequent to this debenture issue, the carrying value of the ADT-Linked Convertible Debentures as at August 31, 1995, including

the accrual of the potential premium on an after-tax basis, would have been \$355.0 million (1994 – \$327.0 million) and net income for the year ended August 31, 1995 would have been decreased by \$1.8 million (1994 – \$27.5 million), after allowing for the reinstatement of equity earnings in ADT, and shareholders’ equity would have been reduced by \$29.3 million.

On August 31, 1995, the Company had available \$1,135 million (1994 – \$1,069 million) of revolving/term bank lines of credit, of which approximately \$837 million (1994 – \$578 million) was unused, with interest rates generally at the lower of bank prime rates or money market rates plus fees of approximately 0.55% and commitment fees of 0.125% on the unused portion of the facilities. Revolving periods generally extend for two years and if not extended, the lines, to the extent they are drawn at the end of the revolving period, become repayable in equal semi-annual instalments of principal over the next five year period. Under these agreements, the Company is required to maintain certain balance sheet ratios, all of which have been met at August 31, 1995.

Fiscal 1996 principal repayments of \$230.0 million which would otherwise be classified as current portion of long-term debt, have been classified as long-term debt because the Company intends to refinance these borrowings on a long-term basis using the available capacity under its existing bank credit agreements described above.



Based on estimated interest rates currently available to the Company for long-term debt with similar terms and average maturities, the fair value of all long-term debt at August 31, 1995 amounted to approximately \$1,773 million (1994 – \$1,413 million).

The aggregate amount of minimum payments required on long-term debt in each of the years indicated is as follows: (\$ millions)

Year ending August 31, 1996	\$ 49.5
1997	85.6
1998	72.0
1999	350.6
2000	336.7
thereafter	823.8
	<u>\$1,718.2</u>

## 7. FINANCIAL INSTRUMENTS

The Company uses derivatives to manage its financial market risks. These instruments are used primarily to hedge potential movements in interest rates that may affect the Company's underlying debt obligations.

The Company enters into interest rate swap agreements to lower funding costs and alter interest rate exposures. The agreements are contracts between the

Company and acceptable counterparties to exchange fixed and floating interest rate payments periodically over the term of the swap without the exchange of the underlying notional amounts. The floating rates on swaps are based primarily on U.S. dollar LIBOR and reset on a quarterly or semi-annual basis.

Notional amounts, weighted average maturities and range of maturities for derivatives as at August 31, 1995 and 1994, are as follows: (\$ millions)

	1995			1994		
	Notional Amount	Weighted Average Maturities	Range of Maturities	Notional Amount	Weighted Average Maturities	Range of Maturities
Interest Rate Swaps	\$1,105.0	3.4 years	0.5–8.0 years	\$1,205.0	4.2 years	1.5–9.0 years

The notional amounts of interest rate swaps are used to measure interest to be paid or received and do not represent the amount of credit risk. Credit risk arises from the possible inability of counterparties to meet the terms of their contracts. The Company's credit exposure is gener-

ally limited to the amounts, if any, by which the counterparties' obligations exceed the obligations of the Company. The Company actively manages this exposure by limiting its transactions to high quality financial institutions that maintain strong public credit ratings.

## 8. CAPITAL STOCK

### (a) Authorized

Unlimited numbers of First, Second, Third and Fourth Preference Shares, each of which is issuable in series, are authorized. Unlimited numbers are designated as First Preference Shares Series E, Convertible First Preference Shares Series F and Convertible First Preference Shares Series G.

Unlimited numbers of voting Class A Shares and Class B Non-Voting Shares are authorized. Class B Non-Voting Shares are entitled to certain priorities in the payment of dividends. After payment of a similar amount on the Class A Shares, Class B Non-Voting Shares rank equally in further distributions.

### (b) Issued and fully paid preference shares

August 31 (\$ millions except per share amounts)	1995	1994
5% Cumulative Convertible First Preference Shares Series G; issued at Cdn. \$20 per share, redeemable at the Company's discretion, at Cdn. \$20 per share; issued and outstanding 633,070 (1994 – 653,070)	\$9.3	\$9.6

### (c) Material changes in all classes of Capital Stock since September 1, 1992:

None.

### (d) Employee stock option program

Effective in 1984, the Directors of the Company set aside 2,700,000 Class B Non-Voting Shares for issuance under an employee stock option program. Options were granted under this plan on May 1 of each year from 1984 to 1990. These options are exercisable on the 5th anniversary of their date of granting provided that, if the closing price per share on The Toronto Stock Exchange on any of the ten trading days immediately preceding the exercise date

of the option is less than the exercise price, the date of exercise is postponed to the next anniversary date of the grant. In 1991, the Directors of the Company set aside ten million Class B Non-Voting Shares for issuance under the 1991 employee stock option program. All options under this plan are for a term of ten years from the date of grant and become exercisable with respect to 20% of the total number of shares subject to the option, one year after the date, and with respect to an additional 20% at the end of



each twelve month period thereafter on a cumulative basis during the succeeding four years. Both plans provide for the granting of stock options to certain senior employees and officers of the

Company at the discretion of the Board of Directors. All options are subject to certain conditions of service and, in certain circumstances, a non-competition agreement.

The following sets out information with respect to the employee stock option plans:

Year Ended August 31	1995	1994	1993
Options outstanding at beginning of year	4,931,975	3,719,200	2,834,500
Options granted during the year	1,442,500	1,651,250	1,025,500
Options terminated during the year	(378,000)	(438,475)	(140,800)
Options exercised during the year	(111,800)	—	—
Options outstanding at end of year	5,884,675	4,931,975	3,719,200
Options exercisable at end of year	1,286,840	747,375	393,120
Options available for future grants at end of year	5,230,775	6,295,275	7,573,050
Total option price of options outstanding at end of year (Cdn. \$ millions)	\$72.6	\$60.0	\$52.0
Option price ranges: (Cdn. \$)			
Options granted	\$12.25	\$7.625-\$8.50	\$11.875
Options terminated	\$8.50-\$14.00	\$10.875-\$22.75	\$11.375-\$22.75
Options exercised	\$8.50-\$11.375	—	—
Options outstanding at end of year	\$7.625-\$22.75	\$7.625-\$22.75	\$10.875-\$22.75

During 1995, a total of 111,800 Class B Non-Voting Shares were issued under the plans for proceeds of \$0.9 million.

## 9. CUMULATIVE FOREIGN CURRENCY TRANSLATION ADJUSTMENTS

An analysis of the cumulative foreign currency translation adjustments included in shareholders' equity is as follows:

August 31 (\$ millions)	1995	1994
Balance — beginning of year	\$(179.0)	\$(154.0)
Translation adjustments for the year	10.8	(25.0)
Balance — end of year	\$(168.2)	\$(179.0)

## 10. SPECIAL AND NON-RECURRING CHARGES

In 1993, the Company completed an evaluation of its exposure and investment in its solid waste management segment. This evaluation was initiated due to the continuing decline in profitability of this segment and the fundamental structural changes taking place in the solid waste industry.

As a result, special and non-recurring charges of \$225.5 million (\$169.9 million after-tax or \$0.61 per share) were recorded in 1993. These charges were substantially of a non-cash nature and were primarily associated with the restructuring of the U.S. solid waste services segment.

## 11. UNUSUAL ITEMS

In 1994, the unusual items of \$16.7 million (an after-tax loss of \$0.06 per share) represented a provision for the anticipated loss on sale of the Company's investment in Attwoods of \$27.5 million, offset partially by a net gain on the disposal of the Company's European operations of \$10.8 million.

In 1993, the unusual items of \$243.8 million (an after-tax loss of \$0.88 per share) related to the write-down of the Company's investment in ADT of \$141.6 million and in Attwoods of \$102.2 million in order to reflect the Company's determination of a decline in realizable value other than temporary in nature.

## 12. INCOME TAXES

Income before income taxes and provision for income taxes by geographic area are as follows:

Year Ended August 31 (\$ millions)	1995	1994	1993
Income (loss) before income taxes			
United States and foreign	\$219.6	\$153.5	\$(236.6)
Canada	(51.5)	(32.4)	(81.0)
	<b>\$168.1</b>	<b>\$121.1</b>	<b>\$(317.6)</b>
Provision for (recovery of) current income taxes			
United States and foreign	\$ 27.5	\$ 26.8	\$ 34.0
Canada	(11.4)	(6.5)	(12.0)
	<b>16.1</b>	<b>20.3</b>	<b>22.0</b>
Provision for (recovery of) deferred income taxes			
United States and foreign	23.6	18.5	(37.0)
Canada	(4.4)	(8.5)	(11.0)
	<b>19.2</b>	<b>10.0</b>	<b>(48.0)</b>
Total provision for (recovery of) income taxes	<b>\$ 35.3</b>	<b>\$ 30.3</b>	<b>\$ (26.0)</b>
The Company's effective income tax rates are as follows:			
Combined basic Canadian Federal and Provincial income tax rates	43.5 %	43.5 %	43.5 %
Effect of lower tax rates applicable to U.S. and foreign income	(25.0)	(16.5)	(18.1)
Effect of lower tax rates applicable to dividend and other income and equity in earnings of associated companies	(0.5)	(4.6)	(11.4)
Other	3.0	(0.4)	5.5
Effective income tax rates before effect of special and non-recurring charges and unusual items	21.0	22.0	19.5
Effect of special and non-recurring charges (Note 10) and unusual items (Note 11)	—	3.0	(11.3)
Effective income tax rates	<b>21.0 %</b>	<b>25.0 %</b>	<b>8.2 %</b>

Under U.S. GAAP, the Company was required to adopt the new United States standard on accounting for income taxes (SFAS 109) effective September 1, 1993. SFAS 109 establishes financial accounting and reporting standards for the effects of income taxes that result from an enterprise's activities during the current and preceding years. It requires an asset and liability approach for financial accounting and reporting for income taxes. For

U.S. GAAP purposes the Company has retroactively adopted this standard and concluded that the adoption of this standard does not have a material effect on its results of operations in the current or preceding years. The effect of the adoption of this standard would be to increase both fixed assets and deferred income taxes by approximately \$102 million at August 31, 1995 (1994 – \$93 million).



## 13. EARNINGS (LOSS) PER SHARE

The earnings (loss) per share figures are calculated using the weighted average number of shares outstanding during the respective fiscal years. Assumed conversion of the con-

vertible preference shares and exercise of employee stock options would not be dilutive.

Information required to calculate the basic or primary earnings (loss) per share is as follows:

Year Ended August 31 (\$ millions except per share amounts)	1995	1994	1993
Income before equity earnings, special and non-recurring charges and unusual items	\$130.8	\$ 92.8	\$ 82.2
Preference share dividends	(0.5)	(0.5)	(0.5)
Income before equity earnings, special and non-recurring charges and unusual items available to common shareholders	130.3	92.3	81.7
Equity earnings (net of tax)	2.0	14.7	39.9
Special and non-recurring charges (net of tax) (Note 10)	—	—	(169.9)
Unusual items (net of tax) (Note 11)	—	(16.7)	(243.8)
Net income (loss) available to common shareholders	\$132.3	\$ 90.3	\$(292.1)
Weighted average number of shares outstanding (millions)	277.2	277.2	277.2
Earnings (loss) per share			
— before equity earnings, special and non-recurring charges and unusual items	\$0.47	\$ 0.34	\$ 0.30
— equity earnings (net of tax)	0.01	0.05	0.14
— special and non-recurring charges (net of tax)	—	—	(0.61)
— unusual items (net of tax)	—	(0.06)	(0.88)
— Net income (loss)	\$0.48	\$ 0.33	\$(1.05)

## 14. STATEMENT OF CHANGES IN FINANCIAL POSITION

Year Ended August 31 (\$ millions)	1995	1994	1993
Income from operations before special and non-recurring charges and unusual items comprises:			
Net income (loss)	\$ 132.8	\$ 90.8	\$(291.6)
Special and non-recurring charges (net of tax) (Note 10)	—	—	169.9
Unusual items (net of tax) (Note 11)	—	16.7	243.8
	\$ 132.8	\$107.5	\$ 122.1
Cash provided by (used in financing) working capital comprises:			
Trade and other accounts receivable	\$(107.8)	\$ (43.8)	\$ (23.4)
Income taxes recoverable	(16.2)	23.1	(5.1)
Inventories	(17.3)	(7.7)	1.7
Other current assets	(11.2)	—	5.9
Accounts payable, accrued liabilities and current portion of self-insurance liabilities	126.1	44.5	35.3
	\$ (26.4)	\$ 16.1	\$ 14.4

In accordance with Canadian GAAP, the Company defines cash and cash equivalents as cash, short-term deposits and marketable securities which are readily convertible into cash. Under U.S. GAAP marketable securi-

ties with an initial maturity greater than three months are excluded from the definition of cash and cash equivalents. These differences would result in the following under U.S. GAAP:

Year Ended August 31 (\$ millions)	1995	1994	1993
Net cash provided by operating activities	\$503.8	\$308.9	\$334.3
Cash, short-term deposits and marketable securities – end of year	60.8	17.8	91.6

## 15. ACQUISITIONS

During the year ended August 31, 1995, the Company purchased 11 solid waste services businesses, two hazardous waste services businesses, and 25 passenger services businesses. During 1994, the Company purchased seven solid waste services businesses and 32 passenger services businesses. During 1993, the Company purchased eight solid waste services businesses,

seven hazardous waste services businesses and 26 passenger services businesses.

These acquisitions have been accounted for as purchases, and accordingly, these financial statements include the results of operations of the acquired businesses from the dates of acquisition. The expenditures are summarized as follows:

Year Ended August 31 (\$ millions)	1995	1994	1993
Asset acquired, at fair value			
Fixed assets	\$377.5	\$22.3	\$118.5
Goodwill	246.0	66.7	80.7
Long-term investments and other assets	11.1	1.3	14.1
	<b>\$634.6</b>	<b>\$90.3</b>	<b>\$213.3</b>
Liabilities assumed			
Deferred items	\$ 74.1	\$ 3.7	\$ 33.6
Long-term debt	53.8	10.9	28.4
	<b>\$127.9</b>	<b>\$14.6</b>	<b>\$ 62.0</b>
Working capital	\$ 5.7	\$ (6.1)	\$ 8.6
Expended on acquisitions	<b>\$512.4</b>	<b>\$69.6</b>	<b>\$159.9</b>

Details of the businesses acquired in 1995 are as follows:

Year Ended August 31 (\$ millions)	Solid Waste Services		Hazardous Waste Services		Passenger Services			Total
			USPCI	Other	Mayflower	Healthcare	Other	
Assets acquired, at fair value								
Fixed assets	\$ 8.2	\$276.5	\$2.6	\$ 78.1	\$ 9.4	\$2.7		<b>\$377.5</b>
Goodwill	7.0	48.4	0.1	90.5	94.8	5.2		<b>246.0</b>
Long-term investments and other assets	—	5.2	0.2	5.7	—	—		<b>11.1</b>
	<b>\$15.2</b>	<b>\$330.1</b>	<b>\$2.9</b>	<b>\$174.3</b>	<b>\$104.2</b>	<b>\$7.9</b>		<b>\$634.6</b>
Liabilities assumed								
Deferred items	\$ 0.8	\$ 63.8	\$0.2	\$ (3.0)	\$ 11.6	\$0.7		<b>\$ 74.1</b>
Long-term debt	—	40.6	—	0.3	12.9	—		<b>53.8</b>
	<b>\$ 0.8</b>	<b>\$104.4</b>	<b>\$0.2</b>	<b>\$ (2.7)</b>	<b>\$ 24.5</b>	<b>\$0.7</b>		<b>\$127.9</b>
Working capital	\$ —	\$ (0.7)	\$1.5	\$ 5.2	\$ (0.3)	\$ —		<b>\$ 5.7</b>
Expended on acquisitions	<b>\$14.4</b>	<b>\$225.0</b>	<b>\$4.2</b>	<b>\$182.2</b>	<b>\$ 79.4</b>	<b>\$7.2</b>		<b>\$512.4</b>

USPCI, a hazardous waste services business, was acquired on December 31, 1994 and the results of its operations have been included since January 1, 1995.

Mayflower, a school bussing and public transit services business, was acquired on March 31, 1995 and the results of its operations have been included since April 1, 1995.

### Pro forma data (unaudited)

Condensed pro forma income statement data, as if acquisitions and divestitures each year had occurred at the beginning of the previous year, are as follows:

Year Ended August 31 (\$ millions except per share amounts)	1995	1994	1993
Income statement data			
Revenue	\$2,824.1	\$2,751.0	\$2,287.3
Income before special and non-recurring charges and unusual items	142.1	122.4	136.7
Earnings per share before special and non-recurring charges and unusual items	<b>\$0.51</b>	<b>\$0.44</b>	<b>\$0.49</b>



## 16. COMMITMENTS AND CONTINGENCIES

### Lease commitments (\$ millions)

Rental expense incurred under operating leases was \$76.8, \$48.0 and \$39.7 in 1995, 1994 and 1993 respectively.

Rentals payable under operating leases for premises and equipment are as follows:

Year ending August 31, 1996	\$65.4
1997	44.7
1998	31.3
1999	25.6
2000	18.9
thereafter	46.8

### Legal proceedings

The business of the Company's solid waste and hazardous waste services segments is continuously regulated by federal, state, provincial and local provisions that have been enacted or adopted, regulating the discharge of materials into the environment or primarily for the purpose of protecting the environment. The nature of the Company's business results in it frequently becoming a party to judicial or administrative proceedings involving all levels of governmental authorities and other interested parties. The issues that are involved generally relate to applications for permits and licenses by the Company and their conformity with legal requirements and alleged technical violations of existing permits and licenses.

In June 1992, the Ministry of the Environment of the Province of Quebec requested a subsidiary of the Company to advise the Ministry of its intentions concerning the carrying out of certain characterization studies of soil and water and restoration work with respect to certain areas of the subsidiary's property in Ville Mercier. In 1968, the Quebec government issued two permits to an unrelated company to dispose of organic liquids in lagoons on this property. By 1971, groundwater contamination had been identified. In July 1992, the subsidiary responded by first denying any responsibility for the decontamination and restoration of its site and secondly, by proposing that the Ministry and the subsidiary form a working group to find the most appropriate technical solution to the contamination problem. In November 1992, the Ministry served the subsidiary with two Notices alleging the subsidiary was responsible for the presence of contaminants on its property and that of its neighbor and ordering the subsidiary to take all the necessary measures to excavate, eliminate or

treat all the contaminated soils and residues located within the areas defined in the Notices and to recover and treat all of the contaminated waters resulting from the aforementioned measures or the Ministry would proceed to do the work and would claim from the subsidiary the direct and indirect costs relating to such work. The subsidiary responded by reiterating its position that it had no responsibility for the contamination and proposing to submit the question of responsibility to the Courts for determination. The subsidiary has filed legal proceedings to obtain a Court determination of its liability, if any, associated with the contamination of the former Mercier lagoons.

The consolidated federal income tax returns of the Company's United States subsidiaries for the fiscal years ended August 31, 1986, 1987 and 1988 have been under audit by the Internal Revenue Service. In March 1994, the subsidiaries received a Statutory Notice of Deficiency proposing that the subsidiaries pay additional taxes relating to disallowed deductions in those income tax returns. The principal issue involved relates to the timing and the deductibility for tax purposes of interest attributable to loans owing to related foreign persons. The subsidiaries have petitioned the United States Tax Court for a re-determination of claimed deficiencies of approximately \$50.3 million (plus interest of approximately \$55.5 million as of August 31, 1995) and intend to vigorously contest the claimed deficiencies. Although the final outcome cannot be predicted with certainty, the Company believes that the ultimate disposition of these issues will not have a materially adverse effect upon the Company's consolidated financial position or results of operations.

While the final resolution of these proceedings may have an impact on the financial results for a particular period, the Company does not believe that these matters are material to its business or financial condition.

On July 18, 1995, the Company contracted to acquire CareLine, Inc. ("CareLine") a healthcare transportation company with annualized revenue of \$225 million, in exchange for approximately 17 million Class B Non-Voting Shares. It is anticipated that this transaction will close in October 1995. The total value of this transaction is approximately \$330 million of which \$146 million will be satisfied by the issuance of new equity, the balance consisting primarily of CareLine debt assumed. Goodwill is expected to amount to approximately \$260 million.

# 17. SEGMENTED INFORMATION

## Services

Year Ended August 31 (\$ millions)	1995	1994	1993
<b>Solid Waste Services</b>			
Revenue	\$ 795.0	\$ 750.2	\$ 756.0
Income (loss) from operations	105.9	84.2	(130.4)*
Total identifiable assets	924.5	906.8	954.6
Capital expenditures – sustenance and expansion (net)	100.7	71.6	45.0
– acquisitions	14.4	2.2	26.8
Depreciation and amortization	103.0	106.7	105.8
<b>Hazardous Waste Services</b>			
Revenue	\$ 642.9	\$ 517.8	\$ 511.6
Income from operations	62.8	45.6	17.9**
Total identifiable assets	1,389.1	951.6	994.5
Capital expenditures – sustenance and expansion (net)	71.9	52.6	56.2
– acquisitions	229.2	—	62.7
Depreciation and amortization	50.0	48.4	57.0
<b>Passenger Services</b>			
Revenue	\$1,079.5	\$ 860.3	\$ 725.7
Income from operations	112.1	94.4	90.7
Total identifiable assets	1,276.4	902.1	754.7
Capital expenditures – sustenance and expansion (net)	129.1	138.0	88.5
– acquisitions	268.8	67.4	70.4
Depreciation and amortization	106.2	87.0	71.6

\* After a special and non-recurring charge of \$191.0 in 1993

\*\* After a special and non-recurring charge of \$34.5 in 1993

## Geographic

Year Ended August 31 (\$ millions)	1995	1994	1993
<b>United States and Europe</b>			
Revenue	\$2,041.3	\$1,660.8	\$1,456.6
Income (loss) from operations	215.9	162.6	(38.1)*
Total identifiable assets	2,872.9	2,062.8	1,977.2
<b>Canada</b>			
Revenue	\$ 476.1	\$ 467.5	\$ 536.7
Income from operations	64.9	61.6	16.3**
Total identifiable assets	717.1	697.7	726.6

\* After a special and non-recurring charge of \$179.3 in 1993

\*\* After a special and non-recurring charge of \$46.2 in 1993



# Consolidated

Year Ended August 31 (\$ millions)	1995	1994	1993
Revenue	<b>\$2,517.4</b>	\$2,128.3	\$1,993.3
Income from operations before special and non-recurring charges	<b>280.8</b>	224.2	203.7
Special and non-recurring charges (Note 10)	—	—	(225.5)
Interest expense net of interest, dividend and other income	<b>(114.7)</b>	(101.1)	(91.9)
Equity earnings	<b>2.0</b>	14.7	39.9
Unusual items (Note 11)	—	(16.7)	(243.8)
Income tax recovery (expense) (Note 12)	<b>(35.3)</b>	(30.3)	26.0
Net income (loss)	<b>\$ 132.8</b>	\$ 90.8	\$ (291.6)
Total identifiable assets of segments	<b>\$3,590.0</b>	\$2,760.5	\$2,703.8
Corporate assets	<b>696.3</b>	892.2	871.3
Total assets	<b>\$4,286.3</b>	\$3,652.7	\$3,575.1
Capital expenditures – sustenance and expansion (net)	<b>\$ 316.3</b>	\$ 271.1	\$ 193.6
– acquisitions (Note 15)	<b>512.4</b>	69.6	159.9
Depreciation and amortization	<b>260.2</b>	243.9	237.0

## 18. QUARTERLY FINANCIAL INFORMATION (unaudited)

(\$ millions except per share amounts)	1st	2nd	3rd	4th	Total
Revenue					
– 1995	<b>\$569.7</b>	<b>\$597.0</b>	<b>\$733.4</b>	<b>\$617.3</b>	<b>\$2,517.4</b>
– 1994	546.2	520.4	579.1	482.6	2,128.3
Income from operations before special and non-recurring charges					
– 1995	<b>75.0</b>	<b>64.4</b>	<b>93.9</b>	<b>47.5</b>	<b>280.8</b>
– 1994	64.3	43.3	76.3	40.3	224.2
Income before equity earnings, special and non-recurring charges and unusual items (Note 13)					
– 1995	<b>36.2</b>	<b>27.2</b>	<b>50.3</b>	<b>17.1</b>	<b>130.8</b>
– 1994	28.3	16.1	37.0	11.4	92.8
Equity earnings (net of tax)					
– 1995	<b>2.0</b>	—	—	—	<b>2.0</b>
– 1994	9.7	0.9	1.9	2.2	14.7
Unusual items (net of tax)					
– 1995	—	—	—	—	—
– 1994	—	—	—	(16.7)	(16.7)
Net income (loss)					
– 1995	<b>38.2</b>	<b>27.2</b>	<b>50.3</b>	<b>17.1</b>	<b>132.8</b>
– 1994	38.0	17.0	38.9	(3.1)	90.8
Earnings per share –					
Income before equity earnings, special and non-recurring charges and unusual items (Note 13)					
– 1995	<b>\$0.13</b>	<b>\$0.10</b>	<b>\$0.18</b>	<b>\$0.06</b>	<b>\$0.47</b>
– 1994	0.10	0.06	0.14	0.04	0.34
Earnings (loss) per share –					
Net income (loss)					
– 1995	<b>0.14</b>	<b>0.10</b>	<b>0.18</b>	<b>0.06</b>	<b>0.48</b>
– 1994	0.14	0.06	0.14	(0.01)	0.33

## CORPORATE Governance

The Toronto Stock Exchange approved a series of guidelines for effective corporate governance. The guidelines address matters such as the constitution and independence of corporate boards, the functions to be performed by boards and their committees and the effectiveness and education of board members. The Company's Board of Directors has, over the past two years, been reviewing the composition of the Board and its committees with respect to the discharge of their stewardship responsibilities.

The Board has adopted specific terms of reference to establish the role and responsibilities of each committee.

The Board reviews the Company's annual budgets and longer term strategic plans on an annual basis. The Board and the Audit Committee review systems in place to manage the identifiable principal risks of the Company as well as the integrity of the internal control and management information systems at all regular quarterly meetings. In doing so, the Audit Committee meets with managers responsible for a broad range of areas, as well as the Company's independent auditors. In reviewing overall compensation issues for senior management, the Human Resource and Compensation Com-

mittee has been reviewing the performance of senior management and is examining succession planning issues.

The Board considers that the present size of the Board, at 11, is within the appropriate range. Only one Director is an executive officer of the Company. All other Directors are considered to be unrelated as defined in the guidelines. No Director has a significant business relationship with the Company. Three of the Company's Directors are executive officers of Canadian Pacific Limited which beneficially owns 47% of the Company's voting shares. One other Director is also a director of Canadian Pacific Limited.

The Nominating and Corporate Governance Committee of the Board is responsible for proposing all nominees to the Board and its committees and for assessing individual Directors and the Board as a whole. The principal component of the assessment process has been annual meetings between the Chairman of the Board and individual Directors. The Chairman of the Board chairs the Nominating and Corporate Governance Committee, all members of which are unrelated to the Company and Canadian Pacific Limited. This Committee also oversees the



orientation of new Directors and continuing education of incumbents, informing them of the nature of the Company's business and the issues it faces as well as the obligations of their position. The Human Resource and Compensation Committee of the Board has recommended the implementation of a revised compensation package for Directors including a stock option program and payment of a portion of the annual retainer in Company stock.

The Company's objectives are established through the Board's review of the budget and

strategic plan brought to it by the Chief Executive Officer. Performance of the Chief Executive Officer in meeting the objectives, outlined in the plan, is reviewed by the Human Resource and Compensation Committee in assessing performance and determining compensation.



#### DIRECTORS OF LAIDLAW INC.

Donald M. Green	William P. Cooper	Stella M. Thompson	William A. Farlinger	Gordon R. Ritchie	Peter N.T. Widdrington
David P. O'Brien	William W. Stinson	Ardagh (Peter) S. Kingsmill	Ronald K. Gamey	James R. Bullock	

# SELECTED Financial INFORMATION

The Company's Consolidated Financial Statements have been prepared in accordance with accounting principles generally accepted in Canada ("Canadian GAAP"). These consolidated financial statements conform, in all material respects, with accounting principles generally accepted in the United States ("U.S. GAAP"), except for the accounting for income taxes (Note 11 of Notes to Consolidated Financial Statements), the definition of cash in the Consolidated Statements of Changes in Financial Position (Note 14 of Notes to Consolidated Financial Statements), and the reporting of certain extraordinary items and a prior period adjustment in 1991.

Year Ended August 31 (\$ millions except per share amounts)	1995	1994	1993	1992	1991
<b>Income Statement Data Under Canadian GAAP</b>					
Revenue	<b>\$2,517.4</b>	\$2,128.3	\$1,993.3	\$1,925.6	\$1,882.4
Income from operations before special and non-recurring charges	<b>280.8</b>	224.2	203.7	237.7	246.8
Income from continuing operations before special and non-recurring charges and unusual items	<b>132.8</b>	107.5	122.1	138.5	129.9
Income (loss) from continuing operations	<b>132.8</b>	90.8	(291.6)	138.5	(329.3)
Income (loss) before extraordinary items	<b>132.8</b>	90.8	(291.6)	138.5	(344.4)
Net income (loss)	<b>132.8</b>	90.8	(291.6)	132.4	(344.4)
Earnings per share from continuing operations before special and non-recurring charges and unusual items (Note 13)	<b>0.48</b>	0.39	0.44	0.52	0.51
Earnings (loss) per share from continuing operations	<b>0.48</b>	0.33	(1.05)	0.52	(1.35)
Earnings (loss) per share before extraordinary items	<b>0.48</b>	0.33	(1.05)	0.52	(1.41)
Earnings (loss) per share	<b>0.48</b>	0.33	(1.05)	0.50	(1.41)
Dividends per Class A Share	<b>0.116</b>	0.118	0.126	0.137	0.268
Dividends per Class B Non-Voting Share	<b>0.116</b>	0.118	0.126	0.137	0.268
Average number of Class A and Class B Non-Voting Shares (millions)	<b>277.2</b>	277.2	277.2	266.0	246.7
<b>Approximate Amounts Under U.S. GAAP</b>					
Income (loss) from continuing operations	<b>\$ 132.8</b>	\$ 90.8	\$ (291.6)	\$ 138.5	\$ (329.3)
Income (loss) before extraordinary items	<b>132.8</b>	90.8	(291.6)	138.5	(344.4)
Net income (loss)	<b>132.8</b>	90.8	(291.6)	132.4	(344.4)
Earnings (loss) per share from continuing operations	<b>0.48</b>	0.33	(1.05)	0.52	(1.35)
Earnings (loss) per share before extraordinary items	<b>0.48</b>	0.33	(1.05)	0.52	(1.41)
Earnings (loss) per share	<b>0.48</b>	0.33	(1.05)	0.50	(1.41)
<b>Balance Sheet Data (at end of year) Under Canadian GAAP</b>					
Working capital	<b>\$ 166.8</b>	\$ 221.8	\$ 246.4	\$ 239.0	\$ 266.6
Fixed assets, net	<b>2,220.3</b>	1,775.2	1,715.1	1,795.1	1,833.8
Total assets	<b>4,286.3</b>	3,652.7	3,575.1	3,731.4	3,656.0
Long-term debt	<b>1,668.7</b>	1,403.2	1,377.1	1,260.9	1,507.6
Shareholders' equity	<b>1,697.4</b>	1,585.9	1,553.3	1,960.0	1,682.1
<b>Other Data</b>					
Operating margin	<b>11.2%</b>	10.5%	10.2%	12.3%	13.1%
Pre-tax margin*	<b>6.7</b>	6.5	7.6	8.8	8.4
After-tax margin*	<b>5.3</b>	5.1	6.1	7.2	6.9
Return on average common shareholders' equity*	<b>8.1</b>	6.8	6.4	7.5	6.1
Return on net assets employed in operations*	<b>9.5</b>	8.6	8.0	9.3	10.6
Long-term debt/capital	<b>44.7</b>	43.3	43.5	36.9	44.7
Long-term debt/equity	<b>98.3</b>	88.5	88.7	64.3	89.6

\* Before special and non-recurring charges and unusual items

The following table sets forth, for the periods and dates indicated, certain information concerning the Canadian dollar exchange rate for translating United States dollars based on the noon buying rate in New York City for cable transfers payable in foreign currencies as certified for customs purposes by the Federal Reserve Bank of New York.

Year Ended August 31	1995	1994	1993	1992	1991
High	<b>Cdn \$1.3820</b>	Cdn \$1.3845	Cdn \$1.3208	Cdn \$1.2048	Cdn \$1.1678
Low	<b>1.3410</b>	1.3226	1.2216	1.1228	1.1422
Average	<b>1.3754</b>	1.3552	1.2658	1.1705	1.1553
End of year	<b>1.3432</b>	1.3712	1.3208	1.1952	1.1422

On October 16, 1995, the noon buying rate in New York City for the U.S. dollar, as reported by the Federal Reserve Bank of New York, was Cdn. \$1.3375.



The Company's Class A Shares and Class B Non-Voting Shares are listed on the Montreal Exchange, The Toronto Stock Exchange and the New York Stock Exchange.

The following table sets forth the reported high and low sales prices, in Canadian dollars, for the Class A Shares and the Class B Non-Voting Shares on The Toronto Stock Exchange for the periods indicated.

	Class A Shares		Class B Non-Voting Shares	
	High	Low	High	Low
<b>1994 Fiscal Year</b>				
First Quarter	\$ 9.25	\$ 7.13	\$ 9.38	\$ 7.13
Second Quarter	10.50	7.88	10.50	7.88
Third Quarter	9.88	7.75	9.75	7.63
Fourth Quarter	11.38	8.75	11.50	8.75
<b>1995 Fiscal Year</b>	<b>High</b>	<b>Low</b>	<b>High</b>	<b>Low</b>
First Quarter	<b>\$11.38</b>	<b>\$ 9.63</b>	<b>\$11.38</b>	<b>\$ 9.63</b>
Second Quarter	<b>12.00</b>	<b>10.00</b>	<b>12.25</b>	<b>10.00</b>
Third Quarter	<b>12.75</b>	<b>11.00</b>	<b>12.75</b>	<b>11.00</b>
Fourth Quarter	<b>13.50</b>	<b>12.00</b>	<b>13.63</b>	<b>12.13</b>

The following table sets forth the reported high and low sales prices, in U.S. dollars, for the Class A Shares

and the Class B Non-Voting Shares on the New York Stock Exchange for the periods indicated.

	Class A Shares		Class B Non-Voting Shares	
	High	Low	High	Low
<b>1994 Fiscal Year</b>				
First Quarter	\$ 7.13	\$ 5.38	\$ 7.13	\$ 5.38
Second Quarter	7.88	5.88	7.88	5.75
Third Quarter	6.88	5.63	7.00	5.50
Fourth Quarter	8.25	6.38	8.38	6.25
<b>1995 Fiscal Year</b>	<b>High</b>	<b>Low</b>	<b>High</b>	<b>Low</b>
First Quarter	<b>\$ 8.25</b>	<b>\$ 7.13</b>	<b>\$ 8.50</b>	<b>\$ 7.13</b>
Second Quarter	<b>8.63</b>	<b>7.13</b>	<b>8.63</b>	<b>7.25</b>
Third Quarter	<b>9.25</b>	<b>7.88</b>	<b>9.38</b>	<b>7.75</b>
Fourth Quarter	<b>9.88</b>	<b>8.88</b>	<b>10.13</b>	<b>8.88</b>

As of September 30, 1995, there were 1,438 and 5,533 holders of record of Class A Shares and Class B Non-Voting Shares, respectively.

The Company has paid cash dividends every year since 1969. Cash dividends of \$0.04 Canadian per Class A Share and Class B Non-Voting Share were paid on each of November 15, 1993, February 15, 1994, May 15, 1994, August 15, 1994, November 15, 1994, February 15, 1995, May 15, 1995 and August 15, 1995. Cash dividends of \$0.04 Canadian per Class A Share and Class B Non-Voting Share have been declared payable on November 15, 1995.

Holders of record of Class A Shares and Class B

Non-Voting Shares with U.S. addresses will receive dividends in U.S. dollars based on the then current exchange rate. Dividends paid to non-residents of Canada will be subject to Canadian non-resident withholding tax at the rate of 25% unless reduced by an applicable tax treaty. The present treaty reduced rate for U.S. residents is generally 15%. A holder who is not resident in Canada will not be subject to Canadian capital gains taxes on the disposition of Class A Shares or Class B Non-Voting Shares unless it is taxable Canadian property within the meaning of the Income Tax Act of Canada and the non-resident is not entitled to relief under an applicable tax treaty.

# CORPORATE Information

## DIRECTORS

PETER N.T. WIDDRINGTON<sup>1,3,4</sup>  
*Chairman of the Board*  
*The Toronto Blue Jays Baseball Club*

JAMES R. BULLOCK<sup>1</sup>  
*President and Chief Executive Officer*  
*Laidlaw Inc.*

WILLIAM P. COOPER<sup>1,3,4</sup>  
*President and Chief Executive Officer*  
*Cooper Corporation Limited*  
*(construction company)*

WILLIAM A. FARLINGER<sup>2</sup>  
*President*  
*William A. Farlinger & Associates*  
*(consulting company)*

RONALD K. GAMEY<sup>2</sup>  
*Executive Vice-President*  
*Canadian Pacific Limited*  
*(management company)*

DONALD M. GREEN, C.M.<sup>2,4</sup>  
*Chairman and Chief Executive Officer*  
*Tridon Limited*  
*(automotive and industrial parts manufacturer)*

## MAJOR SUBSIDIARIES

### LAIDLAW ENVIRONMENTAL SERVICES

KENNETH W. WINGER  
*President and Chief Operating Officer*

### LAIDLAW TRANSIT

JOHN R. GRAINGER  
*President and Chief Operating Officer*

### LAIDLAW WASTE SYSTEMS

KENNETH L. LYONS  
*President and Chief Operating Officer*

ARDAGH S. KINGSMILL (PETER)  
*Partner*  
*McCarthy Tétrault*  
*(legal firm)*

DAVID P. O'BRIEN  
*President and Chief Operating Officer*  
*Canadian Pacific Limited*  
*(management company)*

GORDON R. RITCHIE<sup>3</sup>  
*Chief Executive Officer*  
*Strategico Inc.*  
*(consulting company)*

WILLIAM W. STINSON<sup>1</sup>  
*Chairman and Chief Executive Officer*  
*Canadian Pacific Limited*  
*(management company)*

STELLA M. THOMPSON<sup>3</sup>  
*President*  
*Stellar Energy Ltd.*  
*(consulting company)*

## EXECUTIVE OFFICES

3221 North Service Road  
P.O. Box 5028  
Burlington, Ontario L7R 3Y8  
(905) 336-1800

## TRANSFER AGENTS AND REGISTRARS

The R-M Trust Company  
393 University Avenue, 5th Floor  
Toronto, Ontario M5G 2M7  
(416) 813-4600  
(800) 387-0825

Chemical Mellon  
Shareholder Services  
450 West 33rd Street, 15th Floor  
New York, New York 10001  
(800) 526-0801

## OFFICERS

PETER N.T. WIDDRINGTON  
*Chairman of the Board*

JAMES R. BULLOCK  
*President and Chief Executive Officer*

IVAN R. CAIRNS  
*Senior Vice-President and General Counsel*

LESLIE W. HAWORTH  
*Senior Vice-President and*  
*Chief Financial Officer*

JEFFREY CASSELL  
*Vice-President, Risk Management*

WILLIAM R. COTTICK  
*Secretary and Associate General Counsel*

THOMAS A.G. WATSON  
*Vice-President, Communications*

<sup>1</sup> Member of the Executive Committee

<sup>2</sup> Member of the Audit Committee

<sup>3</sup> Member of the Human Resource and Compensation Committee

<sup>4</sup> Member of the Nominating and Corporate Governance Committee

## FORM 10-K

A copy of the Company's Annual Report on Form 10-K for 1995 may be obtained without charge by writing to Laidlaw Inc.

## VERSION FRANÇAISE

On peut se procurer la version française de ce rapport en faisant la demande auprès du service des communications, Laidlaw Inc.







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