SHANKS CHEMICAL SERVICES LIMITED

Registered Number 934787

REPORT AND FINANCIAL STATEMENTS YEAR ENDED 31 MARCH 2003

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SHANKS CHEMICAL SERVICES LIMITED

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SHANKS CHEMICAL SERVICES LIMITED DIRECTORS' REPORT

The Directors present their report and the financial statements for the year ended 31 March 2003.

PRINCIPAL ACTIVITIES, BUSINESS REVIEW AND FUTURE PROSPECTS

The principal activities of the Company are the treatment and disposal of hazardous waste, solvent recycling, recycled liquid fuel blending and other related services.

TRADING RESULTS AND DIVIDEND

The loss on ordinary activities after taxation for the year ended 31 March 2003 was £3,167,000 (2002: £10,772,000 loss). The Directors recommend that no dividend be paid in respect of the year ended 31 March 2003 (2002: £Nil). The retained loss transferred from reserves for the year was £3,167,000 (2002: £10,772,000 loss).

DIRECTORS AND DIRECTORS' INTERESTS

The Directors' who held office during the year were as follows:

M C E Averill

C A Brown

D J Downes

A G Barton (Resigned 12 February 2003)

B Mulholland

A Ryan (Resigned 12 February 2003)

D Stockley

None of the Directors had a direct interest in the share capital of the Company. Messrs Averill and Downes are also Directors of Shanks Group plc and accordingly their interests in the share capital of that company are disclosed in its report and accounts. Mr Brown is also a Director of Shanks & McEwan (Environmental Services) Limited and his interests in the share capital of Shanks Group plc are shown in that company's report and accounts.

The interests of the remaining Directors in the share capital of Shanks Group plc are as follows:

		As at 31	March 2002				As at 31	March 2003
Name of Director	Granted Price (p)	SAYE Share Save Options	Executive Options	Granted	Exercised/ lapsed	Market price at exercise date (p)	SAYE Share Save Options	Executive Options
B Mulholland	171.5	1,967	-	-	-	-	1,967	
	199.0	-	4,000	-	-	-	· -	4,000
	233.5	-	4,000	-	-	-	-	4,000
	180.0	-	4,000	_	-	-	-	4,000
	176.5	-	15,000	-	_	-		15,000
	145.0	-	· =	15,000	=	-	-	15,000
D Stockley	176.5	-	4,000	-	-	-	-	4,000
·	145.0	-	· -	15,000	-	-	-	15,000
	116.0	-	-	8,495	-	<u>.</u>	8,495	-

The Directors had no interests in the shares of any other company in the Group.

SHANKS CHEMICAL SERVICES LIMITED DIRECTORS' REPORT - continued

PAYMENT OF SUPPLIERS

It is the Company's payment policy in respect of all suppliers to settle agreed outstanding accounts in accordance with the terms and conditions agreed with suppliers when placing orders. The Company will abide by these terms of payment. At 31 March 2003 the Company's creditor days were 33 (2002: 32 days).

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing those financial statements, the Directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at the time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

EMPLOYMENT POLICIES

There is a continuing commitment in the Company to provide employees with information and undertake consultation on matters of concern to them with a view to ensuring an awareness of the financial and economic factors affecting the performance of the Company. The procedures adopted involve both formal and informal meetings with employees or their representatives.

Options have been granted under the Shanks Savings-Related Share Option and Executive Share Options Schemes.

It is the continuing policy of the Company to provide employment for disabled people and employees who become disabled provided it is practical to offer suitable work. The training, career development and promotion of disabled employees are undertaken whenever possible, in accordance with the needs of the individuals concerned.

SHANKS CHEMICAL SERVICES LIMITED DIRECTORS' REPORT - continued

AUDITORS

Following the conversion of PricewaterhouseCoopers to a Limited Liability Partnership (LLP) on 1 January 2003, PricewaterhouseCoopers resigned as auditors on 30 January 2003 and the Directors appointed its successor, PricewaterhouseCoopers LLP, as auditors.

A resolution to reappoint PricewaterhouseCoopers LLP as auditors to the Company will be proposed at the forthcoming Annual General Meeting.

By Order of the Board

P Kaye Secretary 28 May 2003

Registered Office: Astor House Station Road Bourne End Bucks SL8 5YP

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SHANKS CHEMICAL SERVICES LIMITED

We have audited the financial statements which comprise the profit and loss account, the balance sheet, and the related notes and the accounting policies set out in the statement of accounting policies.

Respective responsibilities of Directors and Auditors

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

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards issued by the Auditing Practices Board. This report, including the opinion, has been prepared for and only for the Company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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

We read the other information contained in the annual report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements. The other information comprises only the Directors' report.

Basis of audit opinion

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

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

Opinion

In our opinion the financial statements give a true and fair view of the state of affairs of the Company at 31 March 2003 and of the loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers LLP

Chartered Accountants and Registered Auditors

London

28 May 2003

SHANKS CHEMICAL SERVICES LIMITED PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2003

TOR THE TEAR ENDED OF MARKOT 2000	<u>Note</u>	<u>2003</u> £'000	<u>2002</u> £'000
TURNOVER	2	31,704	32,917
Cost of sales		(29,347)	(32,914)
GROSS PROFIT		2,357	3
Administrative expenses		(4,350)	(4,255)
OPERATING LOSS	3	(1,993)	(4,252)
Exceptional loss on disposal of fixed assets Exceptional cost on closure of operations	6 6	(654) -	(8,405)
LOSS BEFORE INTEREST AND TAXATION		(2,647)	(12,657)
Net interest payable	7	(1,921)	(2,122)
LOSS ON ORDINARY ACTIVITES BEFORE TAXATION		(4,568)	(14,779)
Taxation	8	1,401	4,007
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION AND RETAINED LOSS FOR THE FINANCIAL YEAR	16	(3,167)	(10,772)

All of the above relates to continuing activities.

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 31 MARCH 2003

The Company has no recognised gains or losses other than the loss for the year.

NOTE OF HISTORICAL COST PROFITS AND LOSSES FOR THE YEAR ENDED 31 MARCH 2003

There is no material difference between the reported result for the year and those that would be reported under the historical cost convention.

SHANKS CHEMICAL SERVICES LIMITED BALANCE SHEET AS AT 31 MARCH 2003

	<u>Note</u>	<u>2003</u> £000	<u>2002</u> £'000
FIXED ASSETS	_		0.4.004
Tangible fixed assets Investments	9 10	29,812 3,012	31,804 3,012
		32,824	34,816
CURRENT ASSETS			
Stocks Debtors	11 12	603 13,744	740 15,566
Cash at bank and in hand	12	937	559
		15,284	16,865
CREDITORS: amounts falling due within one year	13	(41,338)	(39,726)
NET CURRENT LIABILITIES		(26,054)	(22,861)
TOTAL ASSETS LESS CURRENT LIABILITIES		6,770	11,955
PROVISIONS FOR LIABILITIES AND CHARGES	14	(2,945)	(4,963)
NET ASSETS		3,825	6,992
CAPITAL AND RESERVES Share capital	15	2,632	2,632
Share premium account	16	14,311	14,311
Profit and loss account	16	(13,118) ———	(9,951)
EQUITY SHAREHOLDERS' FUNDS	17	3,825	6,992

Approved by the Board of Directors on 28 May 2003.

D J Downes Director

SHANKS CHEMICAL SERVICES LIMITED NOTES TO THE ACCOUNTS for the year ended 31 March 2003

1 ACCOUNTING POLICIES

(a) Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable UK Accounting Standards. As the Company is a wholly owned subsidiary of Shanks Group plc, group financial statements have not been prepared as permitted by s228 of the Companies Act 1985 and the financial statements contain information about the Company as an individual undertaking.

(b) Turnover

Turnover represents the invoiced value of waste streams processed and other services provided excluding value added tax. Turnover is recognised when processing occurs or when the service is provided.

(c) Fixed assets

(i) Owned assets:

Depreciation is provided on assets other than land to write off their cost by equal annual instalments over their estimated useful economic lives. The estimated lives are:

Buildings 50 years
Plant and machinery 3 to 12 years

(ii) Leased assets:

Where the Company has substantially all the risks and rewards of ownership of a leased asset, it is treated as a finance lease. Leased assets are included in tangible fixed assets as the total of the capital elements of payments during the lease term and the corresponding obligation is included in creditors. Depreciation is provided to write off the assets over the shorter of the lease term or expected useful life.

Rentals paid under operating leases are charge to the profit and loss account, as incurred over the term of the lease.

(d) Government grants

Capital grants are allocated to a deferred grants account and released to profit evenly over the estimated useful lives of the assets concerned.

(e) Stocks

Stocks of consumables are valued at the lower of cost and estimated net realisable value.

(f) Deferred taxation

Deferred taxation is provided in full in respect of timing differences arising between the treatment of certain items for taxation and accounting purposes. Deferred tax assets in respect of trading tax losses are only recognised where the tax losses are expected to be recovered. Deferred taxation provisions have not been discounted.

SHANKS CHEMICAL SERVICES LIMITED NOTES TO THE ACCOUNTS for the year ended 31 March 2003

1 ACCOUNTING POLICIES - continued

(g) Pensions

The cost of providing retirement pensions and related benefits is charged to the profit and loss account over the expected working lives of the pension scheme members currently in service. Any differences between the actuarial valuation of the scheme and the value of assets in the scheme are charged or credited to the profit and loss account over the expected working lives of the scheme members. Differences and payments to the scheme are treated as assets or liabilities in the balance sheet.

(h) Unprocessed waste

The accrual for the cost of treating unprocessed waste is calculated at the higher of sales value and processing cost.

(i) Foreign currencies

Balance sheet items in foreign currencies are translated into sterling at the year end exchange rates or at the rate contracted if forward cover has been arranged. Exchange differences on these and any other trading transactions in foreign currency are dealt with in the profit and loss account.

2 SEGMENTAL INFORMATION

Analysis of turnover by customer location:	<u>2003</u> £'000	<u>2002</u> £'000
United Kingdom Europe Rest of the World	29,669 433 1,602	31,118 889 910
	31,704 ——	32,917

The turnover and operating profit are wholly attributable to the Company's business of waste management. All of the Company's turnover and operating profit relates to continuing operations and derives from the United Kingdom.

3 OPERATING LOSS ON ORDINARY ACTIVITIES

	<u>2003</u> £'000	<u>2002</u> £'000
The loss is stated after charging/(crediting):		
Depreciation of owned tangible fixed assets Costs in respect of operating leases:	2,871	4,270
- hire of plant and machinery	225	297
- property rentals	332	327
Management charge from ultimate parent company	700	700
Auditors' remuneration	44	41
Gain on foreign exchange	4	-

4 DIRECTORS' EMOLUMENTS

The total emoluments of the Directors paid by the Company, including pension contributions, were as follows:

	<u>2003</u> £'000	<u>2002</u> £'000
Aggregate emoluments	352 146	303
Emoluments of the highest paid Director		102

Retirement benefits are accruing to all the Directors under a defined benefit pension scheme.

5 EMPLOYEE INFORMATION

The average number of people employed by the Company in waste management during the year was 363 (2002: 361). Staff costs comprise:

	<u>2003</u> £'000	<u>2002</u> £'000
Wages and salaries Social security costs Other pension costs	8,590 664 843	9,018 740 902
	10,097	10,660

6 NON-OPERATING EXCEPTIONAL ITEMS

NON-OPERATING EXCEPTIONAL ITEMS	<u>2003</u> £'000	<u>2002</u> £'000
Loss on fixed asset property disposals Site closure provision Impairment of tangible fixed assets	654 - -	- 2,948 5,457
	654	8,405

The 2002 exceptional costs arose on the closure of operations at the Pontypool site. There is no tax attributable to the loss on fixed asset property disposals in 2003. The tax effect of the 2002 Pontypool closure costs was to increase the current tax credit by £416,000 and the deferred tax credit by £2,105,000.

7 NET INTEREST PAYABLE

	<u>2003</u> £'000	2002 £'000
Interest payable on loans and bank borrowings	2000	£ 000
repayable within five years	286	335
Interest payable on intergroup borrowings	1,635	1,787
		
	1,921	2,122

8 TAXATION

The taxation credit/(charge) based on the loss of the year is made up as follows:

	<u>2003</u> £'000	<u>2002</u> £'000
Corporation tax at 30% (2002: 30%) - current year - prior year Deferred taxation	302 482	2,690
- current year - prior year	772 (155)	1,317
	1,401	4,007

The tax credit for the period is lower than the United Kingdom standard rate of corporation tax of 30% (2002: 30%). The differences are explained below:

	<u>2003</u> £'000	<u>2002</u> £'000
Loss on ordinary activities before taxation	4,568	14,779 ——
Tax credit based on UK tax rate Tax effect of the following items:	1,370	4,434
Non-payment for Group Relief	-	(450)
Expenses not deductible for tax purposes	(99)	(138)
Adjustment to tax charge in respect of prior periods	482	_
Non-taxable loss on fixed asset disposal	(197)	-
Other timing differences	(772)	(1,156)
		
Corporation tax credit for the period	784	2,690
		

9 TANGIBLE FIXED ASSETS

	FreeholdLor land h & buildings & b £'000	old land	Plant & machinery £'000	<u>Total</u> £'000
Cost: At 1 April 2002 Additions Disposals	2,015 (2,015)	5,293 - - -	78,134 3,096 (316)	85,442 3,096 (2,331)
At 31 March 2003	-	5,293 ———	80,914	86,207 ———
Depreciation: At 1 April 2002 Charge for the year Disposals	109 5 (114)	2,629 112 -	50,900 2,754 -	53,638 2,871 (114)
At 31 March 2003	_	2,741	53,654 =====	56,395
Net book value: At 31 March 2003	- 	2,552	27,260	29,812
At 31 March 2002	1,906	2,664	27,234 ====	31,804

10 INVESTMENTS

Shares in subsidiary undertakings at cost:	£'000
At 1 April 2002 and 31 March 2003	3,012

The Company had the following investment in subsidiary undertakings:

Name of company	Country of	Type of	Type of	Proportion
	registration	business	<u>shares held</u>	<u>held</u>
Lothian PLC	England	Holding company	Ordinary £1 Ordinary 'A' £1 Redeemable Preference £1	100% 100% 100%

The Directors are of the opinion that the value of investments in subsidiary undertakings is not less than the aggregate amounts at which they are recorded in the balance sheet.

11	STOCKS		
		<u>2003</u> £'000	<u>2002</u> £'000
	Raw materials	603 ———	740
12	DEBTORS	2003	2002
		£'000	£'000
	Trade debtors Amounts owed by Group undertakings Other debtors Prepayments and accrued income Corporation tax receivable	6,449 4,411 1,882 218 784	9,505 4,030 3 122 1,906
		13,744	15,566
			===
13	CREDITORS: amounts falling due within one year		
	•	<u>2003</u> £'000	<u>2002</u> £'000
	Trade creditors Amounts owed to Group undertakings Other creditors Other taxation and social security Accruals and deferred income Unprocessed waste	2,708 30,579 1,469 165 5,353 1,064	2,890 30,015 1,363 201 4,609 648
		41,338	39,726

14 PROVISION FOR LIABILITIES AND CHARGES

	Deferred taxation £'000	Reorganisation <u>costs</u> £'000	<u>Total</u> £'000
At 1 April 2002 Released during the year Utilised during the year	3,074 (617)	1,889 (1,401)	4,963 (617) (1,401)
At 31 March 2003	2,457	488 ———	2,945
The deferred tax provision is made up as fo	ollows:	<u>2003</u> £'000	<u>2002</u> £'000
Capital allowances Other timing differences		2,457	3,122 (48)
		2,457	3,074

The reorganisation provision relates to the restructuring of Company operations.

2003

2002

15 SHARE CAPITAL

Authorised: At 1 April 2002:	£'000	£'000
4,000,000 (2002: 934,830) Ordinary Shares of £1 each Increase in the year:	4,000	935
Nil (2002: 3,065,170) Ordinary Shares of £1 each	-	3,065
At 31 March 2003:		
4,000,000 (2002: 4,000,000) Ordinary Shares of £1 each	4,000	4,000
Allotted, called up and fully paid: At 1 April 2002:		
2,632,110 (2002: 877,370) Ordinary Shares of £1 each Increase in the year:	2,632	877
Nil (2002: 1,754,740) Ordinary Shares of £1 each	-	1,755
At 31 March 2003:		
2,632,110 (2002: 2,632,110) Ordinary Shares of £1 each	2,632	2,632

16	RESERVES		
	Shar	e premium	Profit and
		account £'000	loss account £'000
		£ 000	£ 000
	At 1 April 2002	14,311	(9,951)
	Retained loss for the year	-	(3,167)
	At 31 March 2003	14,311	(13,118)
17	DECONOURATION OF MOVEMENT IN CHARGING DEDCLE	LINDS	
17	RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' F	บ ท ก2	
		2003	<u>2002</u>
		£'000	£'000
	Loss on ordinary activities after taxation	(3,167)	(10,772)
	Proceeds of shares issued during the year	(0,101)	15,000
	ğ ,		
	Net movement in equity shareholders' funds	(2.467)	4 220
	Opening equity shareholders' funds	(3,167) 6,992	4,228 2,764
	s permigration of the second s		
	Clasias aguity about baldout finada	0.005	0.000
	Closing equity shareholders' funds	3,825	6,992
18	CAPITAL COMMITMENTS		
	The amount of capital expenditure authorised by the Directors for which no provision has been made in the financial statements is:		
	has been made in the intarious statements is.	2003	<u>2002</u>
		£'000	£'000
	Expenditure contracted for	377	3,196
	market and a serial action for		
			
19	COMMITMENTS UNDER OPERATING LEASES		
		<u>2003</u>	<u>2002</u>
		£'000	£'000
	Leases expiring: Within one year	55	0.4
	Between two and five years	55 576	94 355
	Over five years	292	213
			<u> </u>
		923	662

20 PENSION COMMITMENTS - current SSAP 24 basis

The Company along with other companies in the Shanks Group, participates in funded pension arrangements providing benefits based on final salary. The assets are held separately from those of the group companies and are invested by professional investment managers. The contributions are determined by a qualified actuary on the basis of a triennial valuation using the Projected Unit Method. The pension charge for the year was £843,000 (2002: £902,000). Details of the latest actuarial value of the scheme on 5 April 2000 are given in the accounts of Shanks Group plc.

21 PENSION COMMITMENTS - FRS 17 basis

Whilst the Company continues to account for pension costs in accordance with SSAP 24 - Accounting for pension costs, under FRS 17 - Retirement Benefits the transitional disclosures set out below are required.

The employees of the Company participate in the Group pension scheme, which is a funded, managed, defined benefit scheme, the costs of which are fully provided in accordance with the regular recommendations of a professionally qualified independent actuary. The Company is unable to identify the share of the underlying assets and liabilities of the Group scheme that relates to its business and is permitted under FRS 17 to treat this scheme as a defined contribution scheme. Full disclosures relating to the Group pension schemes are contained in the financial statements of Shanks Group plc.

22 CONTINGENT LIABILITIES

The Company has granted to its bankers an unlimited guarantee and a right of set off against amounts outstanding on advances to its parent and fellow subsidiary undertakings. The Company has in normal course of business given guarantees and performance bonds relating to the Company's own contracts.

23 RELATED PARTY TRANSACTIONS

As permitted by FRS8, the Company, being a wholly owned subsidiary of another company which prepares a statement of related party transactions has not prepared such a statement itself.

24 CASH FLOW STATEMENT

As permitted by paragraph 8(c) of FRS1 (revised 1996), the Company, being a wholly owned subsidiary of another company which prepares a cash flow statement including that of this Company, has not prepared such a statement itself.

25 IMMEDIATE & ULTIMATE PARENT COMPANY

The immediate holding company is Shanks Environmental Services Limited. The ultimate parent company is Shanks Group plc, a company registered in Scotland. Copies of the group accounts may be obtained from the Company Secretary, Shanks Group plc, Astor House, Station Road, Bourne End, Buckinghamshire, SL8 5YP.