

SHANKS & McEWAN (ENVIRONMENTAL SERVICES) LIMITED

Registered Number 01954243

REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2010

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SHANKS & McEWAN (ENVIRONMENTAL SERVICES) LIMITED

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SHANKS & McEWAN (ENVIRONMENTAL SERVICES) LIMITED

DIRECTORS' REPORT

The Directors present their report and the financial statements for the year ended 31 March 2010

Business review and principal activities

The principal activity of the Company is that of an investment company

The profit on ordinary activities before tax for the year ended 31 March 2010 was £55,000 (2009 £169,000) No dividend has been paid or proposed in the year (2009 £Nil) The retained profit transferred to reserves for the year was £40,000 (2009 £122,000)

Principal risks and uncertainties

The Company is a wholly-owned subsidiary of the Shanks Group Risks are managed at a local level in accordance with the risk management framework of Shanks Group plc The principal risks and uncertainties of Shanks Group plc are discussed in its Annual Report and Accounts

Key performance indicators

Given the straightforward nature of the business, the Directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the Company

Future developments

The Directors do not anticipate any significant changes for 2011 in respect of the position and activities of the Company

Directors

The Directors who held office during the year and up to the date of this report were as follows

T W Drury	
C Surch	(appointed 1 May 2009)
F A N Welham	(resigned 27 May 2009)

SHANKS & McEWAN (ENVIRONMENTAL SERVICES) LIMITED

DIRECTORS' REPORT - continued

Statement of directors' responsibilities

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have prepared the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing these financial statements, the directors are required to


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

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

In accordance with Section 418 of the Companies Act 2006 the directors confirm

- (a) so far as the directors are aware, there is no relevant audit information of which the company's auditors are unaware, and
- (b) the directors have taken all the steps they ought to have taken as directors in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

By Order of the Board



C Surch
Director
Date 15 June 2010

Registered Office
Dunedin House
Auckland Park
Mount Farm
Milton Keynes
Buckinghamshire
MK1 1BU

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SHANKS & McEWAN (ENVIRONMENTAL SERVICES) LIMITED

We have audited the financial statements of Shanks & McEwan (Environmental Services) Limited for the year ended 31 March 2010 which comprise the Profit and Loss Account, the Balance Sheet, the Statement of Total Recognised Gains and Losses and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

Respective responsibilities of directors and auditors

As explained more fully in the Directors' Responsibilities Statement the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, 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.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 March 2010 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

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

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



Christopher Burns (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
1 Embankment Place, London
15 June 2010

SHANKS & McEWAN (ENVIRONMENTAL SERVICES) LIMITED
Registered in England number 01954243

PROFIT AND LOSS ACCOUNT
for the year ended 31 March 2010

	<u>Note</u>	<u>2010</u> £'000	<u>2009</u> £'000
Interest receivable	4	55	169
		<hr/>	<hr/>
Profit on ordinary activities before tax		55	169
Tax on profit on ordinary activities	5	(15)	(47)
		<hr/>	<hr/>
Profit on ordinary activities after tax and retained profit for the year	9, 10	40	122
		<hr/> <hr/>	<hr/> <hr/>

All of the above relates to continuing operations

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
for the year ended 31 March 2010

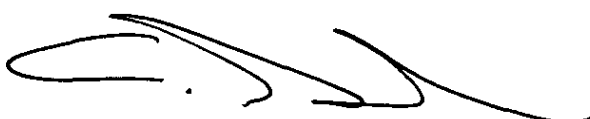
The Company has no recognised gains or losses other than the profit for the year

SHANKS & McEWAN (ENVIRONMENTAL SERVICES) LIMITED
Registered in England number 01954243

BALANCE SHEET
as at 31 March 2010

	<u>Note</u>	<u>2010</u> £'000	<u>2009</u> £'000
Current assets			
Debtors	6	4,683	4,675
Creditors amounts falling due within one year	7	(1,383)	(1,415)
		<u> </u>	<u> </u>
Net assets		<u>3,300</u>	<u>3,260</u>
 Capital and reserves			
Share capital	8	3,639	3,639
Profit and loss account	9	(339)	(379)
		<u> </u>	<u> </u>
Equity shareholders' funds	10	<u>3,300</u>	<u>3,260</u>

The accounts on pages 4 to 10 were approved by the Board of Directors on 15 June 2010 and were signed on its behalf by



C Surch
Director

SHANKS & McEWAN (ENVIRONMENTAL SERVICES) LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2010

1 Accounting policies

Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable law, The Companies Act 2006 and in accordance with applicable Accounting Standards in the United Kingdom (UK Generally Accepted Accounting Practice)

2 Segmental reporting

The Company operates solely in the United Kingdom and receives interest income from fellow subsidiary undertakings

3 Company status

Audit costs have been borne by the ultimate holding company. There were no employees of the Company in the year. The Directors were not remunerated for their services to the Company, neither did the Directors accrue any retirement benefits in respect of service to the Company.

4 Interest receivable

	<u>2010</u> £'000	<u>2009</u> £'000
Interest income from group undertakings	55	169
	<u> </u>	<u> </u>

5 Tax

The tax charge based on the profit for the year is made up as follows

	<u>2010</u> £'000	<u>2009</u> £'000
Corporation tax at 28% (2009 28%)	15	47
	<u> </u>	<u> </u>

SHANKS & McEWAN (ENVIRONMENTAL SERVICES) LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 MARCH 2010 - continued

6 Debtors

	<u>2010</u> £'000	<u>2009</u> £'000
Amounts owed by ultimate parent undertaking	1,034	1,026
Amounts owed by fellow subsidiary undertakings	3,649	3,649
	<u>4,683</u>	<u>4,675</u>

The amounts owed by group undertakings are repayable on demand. Amounts owed by the ultimate parent undertaking are interest free and the amounts owed by fellow subsidiary undertakings bear interest at 1.5% (2009: 1.5%) which is 1% plus the Bank of England base rate.

7 Creditors: amounts falling due within one year

	<u>2010</u> £'000	<u>2009</u> £'000
Corporation tax	15	47
Amounts owed to immediate parent undertaking relating to accrued dividend on Redeemable Preference Shares	1,368	1,368
	<u>1,383</u>	<u>1,415</u>

In the year ended 31 March 2007 the Company held 3,639,195 7.5% Redeemable Preference Shares (RPS) of £1 each. On 31 March 2007 the rights and privileges of the RPS were converted to 'A' ordinary shares. Dividends on the RPS accrued up to 30 March 2007 remain a liability of the Company and will become payable once the Company has sufficient distributable reserves to legally pay the RPS dividend. On conversion, no further RPS dividends have been accrued.

SHANKS & McEWAN (ENVIRONMENTAL SERVICES) LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 MARCH 2010 - continued

8 Share capital

	<u>2010</u> £'000	<u>2009</u> £'000
Authorised		
35,000,000 Ordinary Shares of 2 pence each	700	700
10,000,000 'A' Ordinary Shares of £1 each	10,000	10,000
	<hr/>	<hr/>
	10,700	10,700
	<hr/>	<hr/>
Allotted, called up and fully paid		
1,000 Ordinary Shares of 2 pence each	-	-
3,639,195 'A' Ordinary Shares of £1 each	3,639	3,639
	<hr/>	<hr/>
	3,639	3,639
	<hr/>	<hr/>

The 'A' Ordinary shares rank above the Ordinary shares in relation to any payment of the Redeemable Preference Share (RPS) dividends. On return of capital or winding up, the 'A' Ordinary shares are entitled to the repayment of all arrears on the RPS dividends as well as the nominal amount of the 'A' Ordinary shares in priority to any payment to the holders of any other class of shares.

9 Reserves

	<u>Profit and loss account</u> £'000
At 1 April 2009	(379)
Retained profit for the year	40
	<hr/>
At 31 March 2010	(339)
	<hr/>

SHANKS & McEWAN (ENVIRONMENTAL SERVICES) LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 MARCH 2010 - continued

10 Reconciliation of movement in shareholders' funds

	<u>2010</u> £'000	<u>2009</u> £'000
Profit on ordinary activities after tax	40	122
	<hr/>	<hr/>
Net movement in equity shareholders' funds	40	122
Opening equity shareholders' funds	3,260	3,138
	<hr/>	<hr/>
Closing equity shareholders' funds	3,300	3,260
	<hr/>	<hr/>

11 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 is a member of a HMRC Group VAT registration and as at 31 March 2010 had a contingent liability of £2,132,236 (2009 £Nil) under this registration

The Company is also a member of a HMRC Group Payment arrangement for Corporation Tax and as at 31 March 2010 had a contingent liability of £Nil (2009 £Nil) under this arrangement

12 Related party transactions

As permitted by FRS 8, the Company, being a wholly owned subsidiary of another company which prepares a statement of related party transactions including that of this Company, has not prepared such a statement itself

13 Cash flow statement

The Company is a wholly-owned subsidiary of Shanks Group plc and is included in the consolidated statements of Shanks Group plc, which are publicly available. Consequently, the Company has taken advantage of the exemption from preparing a cash flow statement under the terms of FRS 1

SHANKS & McEWAN (ENVIRONMENTAL SERVICES) LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 MARCH 2010 - continued

14 Immediate and ultimate parent company

The Company's immediate parent company is Shanks Capital Investment Limited, a company incorporated in England & Wales, and 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, Dunedin House, Auckland Park, Mount Farm, Milton Keynes, Buckinghamshire, MK1 1BU.