

SHANKS & McEWAN (ENVIRONMENTAL SERVICES) LIMITED

Registered Number 1954243

REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2003



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 2003.

Principal activities, business review and future prospects

The company incurs finance income and costs only.

Trading results and dividend

The loss on ordinary activities after taxation for the year ended 31 March 2003 was £142,000 (2002: £1,766,000). No dividend has been paid or proposed in the year (2002: £565,000). The retained loss transferred from reserves for the year was £142,000 (2002: £2,331,000).

Directors

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

M C E Averill
D J Downes
C A Brown

Directors' interests

At 31 March 2003 none of the Directors had a direct interest in the share capital of the Company. Messrs M C E Averill and D J Downes are Directors of Shanks Group plc and accordingly their interests in the share capital of that company are disclosed in its accounts. The interests of the remaining Director in the share capital of Shanks Group plc were as follows:

Name of Director	As at 1 April 2002			As at 31 March 2003				
	Granted price (p)	SAYE Share Save Options	Executive Options	Granted	Exercised/ cancelled	Market price at exercise date (p)	SAYE Share Save Options	Executive Options
C A Brown	172.0	9,839	-	-	-	-	9,839	-
	110.0	-	60,000	-	-	-	-	60,000
	135.0	-	60,000	-	-	-	-	60,000
	199.0	-	75,000	-	-	-	-	75,000
	233.5	-	47,000	-	-	-	-	47,000
	180.0	-	17,000	-	-	-	-	17,000
	184.5	-	75,000	-	-	-	-	75,000
	145.0	-	-	75,000	-	-	-	75,000

The Directors had no interests in the shares of any other Company in the group.

SHANKS & McEWAN (ENVIRONMENTAL SERVICES) LIMITED
DIRECTORS' REPORT- continued

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 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 any 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.

Auditors

Following the conversion of PricewaterhouseCoopers to a Limited Liability Partnership (LLP) from 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 will be proposed at the Annual General Meeting.

By Order of the Board



P Kaye
Secretary
28 May 2003

Registered Office:
Station Road
Bourne End
Bucks, SL8 5YP

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF SHANKS & McEWAN (ENVIRONMENTAL 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.

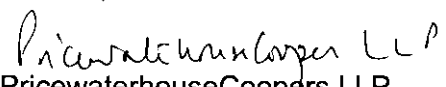
Basis of audit opinion

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 & McEWAN (ENVIRONMENTAL SERVICES) LIMITED
PROFIT AND LOSS ACCOUNT
For the year ended 31 March 2003

	Note	2003 £'000	2002 £'000
Administrative expenses		-	(14)
Operating loss		-	(14)
Loss on disposal of fixed assets	4	-	(1,751)
Loss before interest and taxation	3	-	(1,765)
Finance charges	5	(87)	(1)
Loss on ordinary activities before taxation		(87)	(1,766)
Taxation	8	(55)	-
Loss on ordinary activities after taxation		(142)	(1,766)
Dividend	9	-	(565)
Retained loss for the year	13	(142)	(2,331)

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.

The reconciliation of movement in shareholders' funds is set out in Note 14 to the financial statements.

SHANKS & McEWAN (ENVIRONMENTAL SERVICES) LIMITED
BALANCE SHEET as at 31 March 2003

	Note	2003 £'000	2002 £'000
Current assets			
Debtors	10	3,838	3,652
Creditors: amounts falling due within one year	11	(332)	(4)
		<u> </u>	<u> </u>
Net assets		<u>3,506</u>	<u>3,648</u>
 Capital and reserves			
Share capital	12	3,639	3,639
Profit and loss account	13	(133)	9
		<u> </u>	<u> </u>
Total shareholders' funds	14	<u>3,506</u>	<u>3,648</u>
 Equity shareholders' funds		(133)	9
Non-equity shareholders' funds		3,639	3,639
		<u> </u>	<u> </u>
Total shareholders' funds		<u>3,506</u>	<u>3,648</u>

Approved by the Board on 28 May 2003.



DJ Downes
Director

SHANKS & McEWAN (ENVIRONMENTAL SERVICES) LIMITED
NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2003

1 Accounting policies

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.

2 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.

3 Loss on ordinary activities before interest and taxation

This is stated after charging:	2003 £'000	2002 £'000
Depreciation of owned tangible fixed assets:	-	14
	<u> </u>	<u> </u>

4 Loss on disposal of fixed assets

	2003 £'000	2002 £'000
Profit on disposal of owned tangible fixed assets	-	(14)
Loss on disposal of investments	-	1,765
	<u> </u>	<u> </u>
	-	1,751
	<u> </u>	<u> </u>

5 Finance charges

	2003 £'000	2002 £'000
Interest income from group undertakings	(186)	(3)
Fixed dividend on Redeemable Preference Shares	273	4
	<u> </u>	<u> </u>
	87	1
	<u> </u>	<u> </u>

SHANKS & McEWAN (ENVIRONMENTAL SERVICES) LIMITED
NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 MARCH 2003 - continued

6 Directors' emoluments

	2003 £'000	2002 £'000
Aggregate emoluments	-	126

In 2002 the Directors' salary costs were not borne by the Company, but were recharged to its principal subsidiary, Shanks Chemical Services Limited. None of the emoluments paid to the Directors by the other Group Companies during the year related to services given to this company which were of minimal value.

7 Employees

There were no people employed by the Company during the year (2002: 3).

Staff costs comprise:

	2003 £'000	2002 £'000
Wages and salaries	-	126
Social security costs	-	13
Other pension costs	-	8
	-	147

Employment costs are not borne by the Company, but are recharged to its principal subsidiary, Shanks Chemical Services Limited.

8 Taxation

The taxation credit in the year was a refund of an overpayment in prior period.

The tax assessed for the prior period was higher than the United Kingdom standard rate of corporation tax of 30% (2002: 30%). The differences are explained below:

	2003 £'000	2002 £'000
Loss on ordinary activities before taxation	87	1,766
Tax credit based on UK tax rate	26	530
Tax effect of the following items:		
Accelerated capital allowances	-	(4)
Loss on disposal of fixed assets	-	(526)
Fixed dividend on Redeemable Preference Shares	(81)	-
Corporation tax charge for the period	(55)	-

SHANKS & McEWAN (ENVIRONMENTAL SERVICES) LIMITED
NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 MARCH 2003 - continued

9 Dividend

	2003 £'000	2002 £'000
Interim dividend paid	-	565
	<u> </u>	<u> </u>

10 Debtors

	2003 £'000	2002 £'000
Amounts owed by fellow subsidiary undertakings	3,838	3,649
Accrued income	-	3
	<u> </u>	<u> </u>
	3,838	3,652
	<u> </u>	<u> </u>

11 Creditors: amounts falling due within one year

	2003 £'000	2002 £'000
Corporation tax	55	-
Amounts owed to fellow subsidiary undertakings	273	-
Fixed dividend on Redeemable Preference Shares	4	4
	<u> </u>	<u> </u>
	332	4
	<u> </u>	<u> </u>

12 Share capital

	2003 £'000	2002 £'000
Authorised:		
35,000,000 Ordinary Shares of 2 pence each	700	700
10,000,000 7.5% Redeemable Preference Shares of £1 each	10,000	10,000
	<u> </u>	<u> </u>
	10,700	700
	<u> </u>	<u> </u>
Allotted, called up and fully paid:		
3,639,195 7.5% Redeemable Preference Shares of £1 each	3,639	3,639
	<u> </u>	<u> </u>

SHANKS & McEWAN (ENVIRONMENTAL SERVICES) LIMITED**NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2003 - continued****12 Share capital - continued**

The 7.5% Redeemable Preference Shares of £1 each are entitled to receive only a fixed dividend at the annual rate of 7.5% payable quarterly in arrears out of the profits available for distribution. The company has the right to redeem the preference shares at any time and must do so by the fifth anniversary of the date of issue (26 March 2007).

On return of capital or winding up, the Redeemable Preference Shares are only entitled to repayment of the nominal amount paid and any accrued fixed dividend in priority to any payment to the holders of any other class of shares.

The Redeemable Preference Shares hold equivalent voting rights to Ordinary share holders only in respect of any resolution that affects the rights of the holders of the Redeemable Preference Shares at any General Meeting of the Company.

13 Reserves

	Profit and loss <u>account</u> £'000
At 1 April 2002	9
Retained loss for the year	(142)
	<hr/>
At 31 March 2003	(133)
	<hr/> <hr/>

14 Reconciliation of movement in shareholders' funds

	2003 £'000	2002 £'000
Loss on ordinary activities before taxation	(142)	(1,766)
Dividends	-	(565)
	<hr/>	<hr/>
Net movement in equity shareholders' funds	(142)	(2,331)
	<hr/>	<hr/>
Opening total shareholders' funds	3,648	5,979
	<hr/>	<hr/>
Closing total shareholders' funds	3,506	3,648
	<hr/> <hr/>	<hr/> <hr/>

SHANKS & McEWAN (ENVIRONMENTAL SERVICES) LIMITED

NOTES TO THE FINANCIAL STATEMENTS for the year ended 31 March 2003 - continued

15 Contingent liabilities

The Company has granted to its bankers an unlimited guarantee and a right of set off against accounts outstanding on advances to its parent and fellow subsidiary undertakings.

16 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 including that of this Company, has not prepared such a statement itself.

17 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.

18 Immediate & ultimate parent company

The immediate and 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.