

SHANKS & McEWAN (LANDFILL) LIMITED
(formerly SHANKS & McEWAN (WASTE SERVICES) LIMITED)
(Registered Number 2563475)

REPORT AND ACCOUNTS

YEAR ENDED 1 APRIL 1995



SHANKS & McEWAN (LANDFILL) LIMITED

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SHANKS & McEWAN (LANDFILL) LIMITED

DIRECTORS' REPORT

The Directors submit their report and statement of accounts for the period ended 1 April 1995.

PRINCIPAL ACTIVITIES, BUSINESS REVIEW AND FUTURE PROSPECTS

The principal activity of the Company is that of holding Company to the Waste Management Division of the Shanks & McEwan Group.

On 21 April 1994, the Company acquired the entire interest in the share capital of Clear Waste Limited from Shanks & McEwan (Technical Services) Limited.

TRADING RESULTS AND DIVIDEND

The profit on ordinary activities before taxation for the year ended 1 April 1995 was £7,194,000 (1994: £12,235,000).

The Directors recommend that a dividend of £7,194,000 be paid in respect of the year ended 1 April 1995 (1994: £12,235,000). The profit transferred to reserves for the year was £Nil (1994: £Nil).

CHANGE OF NAME

On 3 April 1995 the name of the Company was changed from Shanks & McEwan (Waste Services) Limited to Shanks & McEwan (Landfill) Limited.

DIRECTORS

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

M C E Averill
D J Downes
J R Meredith
K R Morin
G J Newman
M J Philpott

DIRECTORS INTERESTS

None of the Directors had a direct interest in the share capital of the Company.

Those Directors who were not also Directors of Shanks & McEwan Group PLC had interests in that Company's share capital as follows:

	<u>As at 1 April 1995</u>		<u>As at 26 March 1994</u>	
	<u>Ordinary Shares of 10p</u>	<u>Options</u>	<u>Ordinary Shares of 10p</u>	<u>Options</u>
J R Meredith	3,000	86,370	-	11,370
K R Morin	58,955	109,583	65,039	38,618
M J Philpott	-	37,929	-	39,434

SHANKS & McEWAN (LANDFILL) LIMITED

DIRECTORS' REPORT

DIRECTORS INTERESTS (CONTINUED)

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

FIXED ASSETS

There were no movements in fixed assets during the year.

DIRECTORS' AND OFFICERS' LIABILITY INSURANCE

Insurance cover for the Directors' and officers' liability is maintained under a policy effected by the ultimate parent Company, Shanks & McEwan Group PLC.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the Director 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 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.

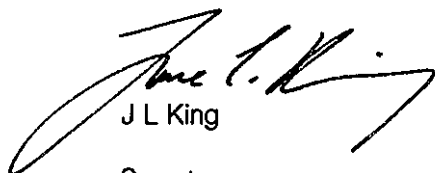
SHANKS & McEWAN (LANDFILL) LIMITED

DIRECTORS' REPORT

AUDITORS

Price Waterhouse have indicated their willingness to continue in office and a resolution concerning their re-appointment will be proposed at the Annual General Meeting.

By Order of the Board

A handwritten signature in dark ink, appearing to read 'J L King', is written over the printed name.

J L King

Secretary

31 October 1995

Registered Office:
Woodside House
Church Road
Woburn Sands
Milton Keynes
Buckinghamshire
MK17 8TA

Price Waterhouse



**AUDITORS' REPORT TO THE MEMBERS OF
SHANKS & McEWAN (LANDFILL) LIMITED**

We have audited the financial statements on pages 5 to 9 which have been prepared under the historical cost convention and the accounting policies set out on page 7.

Respective responsibilities of Directors and auditors

As described on page 2 the Company's Directors are responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

Basis of 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 accounts, 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 accounts 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 the Company's affairs as at 1 April 1995 and its result for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

Price Waterhouse
PRICE WATERHOUSE
Chartered Accountants
and Registered Auditors

31 October 1995

SHANKS & McEWAN (LANDFILL) LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 1 APRIL 1995

	<u>1995</u> £'000	<u>1994</u> £'000
DIVIDENDS FROM SUBSIDIARY UNDERTAKINGS	7,194	12,235
Dividends (Note 3)	<u>7,194</u>	<u>12,235</u>
AMOUNT TRANSFERRED TO RESERVES (Note 7)	<u>-</u>	<u>-</u>

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES FOR THE YEAR ENDED 1 APRIL 1995

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

NOTE OF HISTORICAL COST PROFITS AND LOSSES FOR THE YEAR ENDED

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

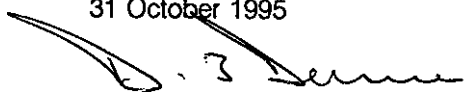
The notes on pages 7 to 9 form part of these financial statements.

SHANKS & McEWAN (LANDFILL) LIMITED

BALANCE SHEET - 1 APRIL 1995

	<u>1995</u> £'000	<u>1994</u> £'000
FIXED ASSETS		
Investments (Note 4)	5,239	5,239
CURRENT ASSETS		
Amounts owing from subsidiary undertakings	11,796	10,490
CREDITORS - Amounts falling due within one year (Note 5)	<u>12,068</u>	<u>10,762</u>
NET CURRENT LIABILITIES	<u>(272)</u>	<u>(272)</u>
	<u>4,967</u>	<u>4,967</u>
CAPITAL AND RESERVES		
Called up share capital (Note 6)	1	1
Merger reserve (Note 7)	<u>4,966</u>	<u>4,966</u>
	<u>4,967</u>	<u>4,967</u>

APPROVED BY THE BOARD ON
31 October 1995



D J Downes
DIRECTOR

The notes on pages 7 to 9 form part of these financial statements.

SHANKS & McEWAN (LANDFILL) LIMITED

NOTES TO THE ACCOUNTS - 1 APRIL 1995

1 ACCOUNTING POLICIES

Basis of presentation

The accounts have been prepared using the historical cost convention and in accordance with applicable Accounting Standards.

As the Company is a wholly owned subsidiary undertaking of Shanks & McEwan Group PLC, group accounts have not been prepared as permitted by the Companies Act 1985 and the accounts contain information about the Company as an individual undertaking.

2 EMOLUMENTS OF DIRECTORS

	<u>1995</u>	<u>1994</u>
	£'000	£'000

No remuneration was paid to the Directors for their services to the Company (1994 paid by wholly owned subsidiary companies)

Other emoluments	-	284
Compensation for loss of office	<u>-</u>	<u>272</u>
	-	556
	<u> </u>	<u> </u>

The emolument of the chairman amounted to £nil (1994: £nil). Excluding pension contributions, the total emoluments of the highest paid Director were £nil (1994: £56,000).

Other Directors	Number	Number
£0 - £5,000	6	5
£40,001 - £45,000	-	1
£50,001 - £55,000	-	2
£55,001 - £60,000	-	1
	<u> </u>	<u> </u>

SHANKS & McEWAN (LANDFILL) LIMITED

NOTES TO THE ACCOUNTS - 1 APRIL 1995

3 DIVIDENDS

	<u>1995</u> £'000	<u>1994</u> £'000
Interim paid	2,398	1,745
Final proposed	<u>4,796</u>	<u>10,490</u>
	7,194	12,235

4 INVESTMENTS

	<u>1995</u> £'000	<u>1994</u> £'000
Investments at cost		
At 26 March 1994	5,239	5,507
Acquired in year	-	272
Disposed of in year	<u>-</u>	<u>(540)</u>
At 1 April 1995	<u>5,239</u>	<u>5,239</u>

	<u>Registered in</u>	<u>Type of shares</u>	<u>Type of Business</u>	<u>Proportion of shares held</u>
Shanks & McEwan (Southern Waste Services) Limited	England	Ordinary	Waste Management	100%
Shanks & McEwan (Northern) Limited	Scotland	Ordinary	Waste Management	100%
Shanks & McEwan (Midland) Limited	Scotland	Ordinary	Waste Management	100%
Clear Waste Limited	England	Ordinary	Waste Management	100%

The Directors are of the opinion that the value of investments in and amounts owing from subsidiary undertakings is not less than the aggregate amounts as which they are recorded in the accounts.

SHANKS & McEWAN (LANDFILL) LIMITED

NOTES TO THE ACCOUNTS - 1 APRIL 1995

5 CREDITORS - amounts falling due within one year

	<u>1995</u> £'000	<u>1994</u> £'000
Amount owing to group undertakings	7,272	272
Final proposed dividend	<u>4,796</u>	<u>10,490</u>
	<u>12,068</u>	<u>10,762</u>

6 CALLED UP SHARE CAPITAL

	<u>1995</u> £	<u>1994</u> £
Authorised, allotted and fully paid 100 Ordinary shares of £1 each	100	100
	<u>100</u>	<u>100</u>

7 RESERVES

	<u>Share capital</u> £'000	<u>Merger reserve</u> £'000	<u>Profit and loss</u> £'000	<u>Total</u> £'000
At 26 March 1994	1	4,966	-	4,967
Profit for the year	-	-	7,194	7,194
Dividends	-	-	<u>(7,194)</u>	<u>(7,194)</u>
At 1 April 1995	<u>1</u>	<u>4,966</u>	<u>-</u>	<u>4,967</u>

8 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	<u>1995</u> £'000	<u>1994</u> £'000
Total recognised gains and losses for the year	7,194	12,235
Dividends	<u>(7,194)</u>	<u>(12,235)</u>
Net addition to/(reduction of) shareholders' funds	-	-
Opening shareholders' funds	<u>4,967</u>	<u>4,967</u>
Closing shareholders' funds	<u>4,967</u>	<u>4,967</u>

9 ULTIMATE PARENT COMPANY

The Company's ultimate parent Company is Shanks & McEwan Group PLC, a Company registered in Scotland. Copies of the group accounts may be obtained from the Company Secretary, Shanks & McEwan Group PLC, 22 Woodside Place, Glasgow, G3 7QY.