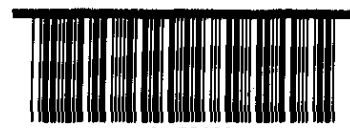


SHANKS & McEWAN LIMITED
(Registered Number 13388) *SC*

REPORT AND FINANCIAL STATEMENTS

YEAR ENDED 31 MARCH 2004



SCT	83150006	0013
COMPANIES HOUSE	<i>13/11/05</i>	
A98AU1WT		
A14		0284
COMPANIES HOUSE		13/01/05

SHANKS & McEWAN LIMITED

DIRECTORS' REPORT

The Directors present their Annual Report and unaudited financial statements for the year ended 31 March 2004.

TRADING RESULTS AND DIVIDEND

The Company did not trade during the year and there were no transactions on the profit and loss account. The Directors do not recommend that a dividend be paid in respect of the year ended 31 March 2004 (2003: £Nil).

DIRECTORS

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

M C E Averill
D J Downes
M J Clarke

DIRECTORS' INTERESTS

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 their interests in that company's share capital are disclosed in that company's Report and Accounts. The interests of Mr M J Clarke in the share capital of Shanks Group plc are disclosed in the accounts of Shanks Waste Management Limited. The Directors had no interests in the shares of any other company in the Group.

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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

SHANKS & McEWAN LIMITED

DIRECTORS' REPORT (Continued)

STATEMENT OF DIRECTORS' RESPONSIBILITIES (Continued)

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

The Company has been dormant throughout the year ended 31 March 2004 and has taken exemption under section 249B(2) of the Companies Act 1985 not to re-appoint auditors.

By Order of the Board.



D J Downes
Director

21 December 2004

Registered Office:
SME House
A8 Edinburgh Road
Coatbridge
Lanarkshire
ML5 4UG

SHANKS & McEWAN LIMITED**BALANCE SHEET AS AT 31 MARCH 2004**

	<u>2004</u> £000	<u>2003</u> £000
CURRENT ASSETS		
Debtors - amounts due from group undertakings	2,047	2,047
	_____	_____
NET CURRENT ASSETS	2,047	2,047
	_____	_____
TOTAL ASSETS LESS CURRENT LIABILITIES	2,047	2,047
	=====	=====
CAPITAL AND RESERVES		
Called up share capital (Note 3)	1,020	1,020
Profit and loss account	1,027	1,027
	_____	_____
EQUITY SHAREHOLDERS' FUNDS	2,047	2,047
	=====	=====

For the year ended 31 March 2004 the Company was entitled to exemption under section 249AA(1) of the Companies Act 1985.

Members have not required the Company to obtain an audit in accordance with section 249B(2) of the Companies Act 1985.

The Directors acknowledge their responsibility for:

- ensuring the Company keeps accounting records which comply with section 221; and
- preparing financial statements which give a true and fair view of the state of affairs of the Company as at the end of the financial year, and of its profit or loss for the financial year, in accordance with the requirements of section 226, and which otherwise comply with the requirements of the Companies Act relating to the financial statements, so far as applicable to the Company.

Approved by the Board on 21 December 2004.



D J Downes
DIRECTOR

SHANKS & McEWAN LIMITED

NOTES TO THE FINANCIAL STATEMENTS - 31 MARCH 2004

1 ACCOUNTING POLICIES

Basis of Preparation and Company Status

The financial statements have been prepared under the historical cost convention and in accordance with applicable UK Accounting Standards. The Company has not traded during the year and accordingly it has made neither a profit nor a loss. No profit and loss account has therefore been prepared.

2 EMOLUMENTS OF DIRECTORS AND EMPLOYEE INFORMATION

The salaries of the Directors were paid by other Shanks Group undertakings and no remuneration was paid or is payable by Shanks & McEwan Limited. The Directors estimate that no emoluments paid by other Shanks Group undertakings relate to services provided to the Company. The Company had no employees during the year (2003: Nil).

3 CALLED UP SHARE CAPITAL

	<u>2004</u> £000	<u>2003</u> £000
Authorised		
2,000,000 ordinary shares of 1p each	20	20
2,000,000 deferred shares of 50p each	1,000	1,000
1,960,000 unclassified shares of 50p each	980	980
	<hr/>	<hr/>
	2,000	2,000
	<hr/>	<hr/>
Allotted and fully paid		
2,000,000 ordinary shares of 1p each	20	20
2,000,000 deferred shares of 50p each	1,000	1,000
	<hr/>	<hr/>
	1,020	1,020
	<hr/>	<hr/>

Holders of ordinary shares only are entitled to receipt of dividends distributed by the Company. These shares are also the only class of shares which carry voting entitlements in any General Meeting of the Company.

In the event of a return of capital by the Company, or winding up of the Company, holders of the ordinary shares are entitled first to receive a maximum of £500,000 per share before any repayment is made to holders of the deferred shares. Holders of the deferred shares may then only receive an amount up to the value of the deferred shares. After satisfying these restrictions any additional amount is then distributed to holders of ordinary shares.

The unissued, unclassified shares will be assigned rights on allotment.

SHANKS & McEWAN LIMITED

NOTES TO THE FINANCIAL STATEMENTS - 31 MARCH 2004

4 RELATED PARTY TRANSACTIONS

In accordance with 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.

5 CASH FLOW STATEMENT

In accordance with paragraph 8(c) of FRS1, the Company, being the wholly owned subsidiary of another company which prepares a cash flow statement has not prepared such a statement itself.

6 ULTIMATE PARENT COMPANY

The Company's immediate holding company is Shanks Waste Management 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.