

COMPANIES HOUSE

THE REGISTRAR OF COMPANIES COMPANIES HOUSE 37 CASTLE TERRACE EDINBURGH EH1 2EB

This form should be completed in black.

The information printed below is taken from Companies House records as at 16/06/97 If this information requires amendment use the spaces opposite.

Date of this return (See note 1)

The information in this return should be made up to a date not later than

Day	Month	Year
3 0	0 6	9 ₁ 7

Date of next return (See note 2)

If you wish to make your next return to a date earlier than the anniversary of this return please show the date here. Companies House will then send a form at the appropriate time.

Registered Office (See note 3)

This is the address registered by Companies House. SME HOUSE

AS EDINBURGH ROAD

COATBRIDGE

LANARKSHIRE ML5 4UG

Principal business activities (See note 4)

Trade classification is 9305 OTHER SERVICE ACTIVITIES

If the code cannot be determined from the notes, give a brief description of principal activity.



of company number

SC077438

D

company name SHANKS & MCEWAN GROUP PLC

company type
PUBLIC LIMITED COMPANY

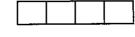


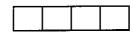
If you are making the return up to an earlier date, show the date here. Please note that the form must be delivered to Companies House within 28 days of this earlier date.

Day	Month	Year

Day	Month	Year

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SC077438	If the information shown needs amendment, give
Register of members (See note 5)	details below and, for secretary and director particulars, the date of any change.
The address must be in Scotland. The register is kept at	
ROYAL BANK OF SCOTLAND PLC 8 BANKHEAD CROSSWAY NORTH EDINBURGH EH11 4BR	
Register of debenture holders (See note 6)	
The address must be in Scotland.	
Any register of debenture holders (or duplicate) is kept at	
Company Secretary (See note 7)	Day Month Year
Particulars of a new secretary must be notified on form 288.	Date of any change.
PAUL	
KAYE FCA	
MOONRAKERS	
THE WOODLANDS MANOR ROAD PENN	
BUCKS HP10 8JD	
	Day Month Voca
If this person has ceased to be secretary, please state when.	Day Month Year
State Wileit.	Date of resignation.
Directors (See note 7)	
Directors (See note /)	Day Month Year
Particulars of a new director must be notified on form 288.	Date of any change.
ANTHONY GEORGE LAURENCE	
ALEXANDER	
CRAFNANT GREGORIES FARM LANE	
BEACONSFIELD	
BUCKINGHAMSHIRE HP9 1HJ	
Date of Birth:- 04/04/38	
Nat:BRITISH Occ:DIRECTOR	
	Day Month Year
If this person has ceased to be director, please state when.	Date of resignation.
Show any relevant current and previous directorships.	su list

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If the information shown needs amendment, give details below and the date of any change.

Directors - continued	Day Month Year
Particulars.	Date of any change.
MICHAEL CHARLES EDWARD	
AVERILL	
FIR TREE HOUSE 61 CHILTON ROAD LONG CRENDON	
AYLESBURY	
BUCKINGHAMSHIRE HP18 9BZ	
Date of Birth:- 14/05/51	
Nat:- BRITISH Occ:DIRECTOR	
If this person has ceased to be director, please	Day Month Year
state when.	Date of resignation.
Show any relevant current and previous directorships.	su list
onen any relevant carrent and previous amounts	
Dantiaulaga	Day Month Year
Particulars.	Date of any change.
RICHARD CHARLES	Land the state of
BIFFA	
OAKINGHAM HOUSE NUFFIELD	
HENLEY ON THAMES	
OXFORDSHIRE RG9 5TF	
Data of Direths 22/12/39	
Date of Birth:- 23/12/39 Nat:BRITISH	
Occ: DIRECTOR	Day Month Year
If this person has ceased to be director, please	Day Month Year Date of resignation.
state when.	Date of resignation.
Show any relevant current and previous directorships.	su lict
Particulars.	Day Month Year
raiticulais.	Date of any change.
IAN MCMASTER	
CLUBB POND HOUGE	
POND HOUSE HADLEY GREEN	
BARNET	
HERTFORDSHIRE EN5 4PS	
Date of Pirther 19/01/41	
Date of Birth:- 19/01/41 Nat:BRITISH	
Occ: DIRECTOR	
	Day Month Year
If this person has ceased to be director, please	Date of resignation.
state when.	
Show any relevant current and previous directorships.	Su LISX
PAGE 3	

If the information shown needs amendment, give SC077438 details below and the date of any change. **Directors - continued** Day Month Year Particulars. Date of any change. DAVID JOHN DOWNES HOLDEN-BROOK NEW BARN LANE OCKLEY SURREY RH5 5PF Date of Birth:- 18/12/45 Nat:BRITISH Occ: DIRECTOR Day Month Year If this person has ceased to be director, please Date of resignation. state when. Show any relevant current and previous directorships. Day Month Year Particulars. Date of any change. GORDON HERBERT WADDELL FLAT A 43 ELM PARK GARDENS LONDON SW10 9PA Date of Birth: - 12/04/37 Nat: BRITISH Occ: DIRECTOR Day Year If this person has ceased to be director, please state when. Date of resignation. Show any relevant current and previous directorships. Day Month Year Particulars. Date of any change. NO MORE DIRECTORS - ADDITIONAL SECRETARIES OR DIRECTORS MUST BE NOTIFIED ON FORM 288a. Day Month Year If this person has ceased to be director, please state when. Date of resignation. Show any relevant current and previous directorships.

PAGE

Directors - continued	Day Month Year
Particulars.	Date of any change.
NO MORE DIRECTORS - ADDITIONAL SECRETARIES OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.	
If this person has ceased to be director, please state when. Show any relevant current and previous directorships.	Day Month Year
Show any relevant current and provided an esterompt.	
Particulars.	Day Month Year Date of any change.
NO MORE DIRECTORS - ADDITIONAL SECRETARIES OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.	
If this person has ceased to be director, please state when. Show any relevant current and previous directorships.	Day Month Year Date of resignation.
Particulars.	Day Month Year Date of any change.
NO MORE DIRECTORS - ADDITIONAL SECRETARIES OR DIRECTORS MUST BE NOTIFIED ON FORM 288a.	
If this person has ceased to be director, please state when. Show any relevant current and previous directorships.	Day Month Year Date of resignation.

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Issued Share Capital (See note 8) SC077438	Class (eg Ordinary/ Preference etc.)	Number of shares issued	Aggregate nominal value
Enter details of all shares in issue at the date of the return.		is	ie Number of shares sued multiplied by ominal value per share)
	and (10p)	184,293,994	18,429,399
	Totals	184,293,994	£ 18,429,399
List of past and present members (See note 9) (Use attached schedule where appropriate) A full list is required if one was not included with eith of the last two returns. The last full members list was at 30/06/96		anges in the period	Please mark the appropriate box.
	A list of changes A full list of memb	is enclosed	paper paper
Certificate	Signed <u> </u>	daze	······
I certify that the information given in this return is true the best of my knowledge and belief.	Signed P.	1997 *(d.	Cretary/D iroctor * elete as appropriate)
i enclose the fee of £ 15.	This return includ	م دا " د	
Cheques should be made payable to Companies House.	Please ensur	(enter number) e that you have on this page.	entinuation sheets.
To whom should Companies House direct any enquirie about the information shown in this return?	Bourne	End End Postcode	

Telephone 01628 524523 Ext

LIST OF PAST AND PRESENT MEMBERS Account of Shares SC077438 Company Number: Particulars of shares transferred Number of since the date of the last return, shares or or, in the case of the first return, Company Name: amount of since the incorporation of the SHANKS & MCEWAN GROUP PLC stock held company, by by existing (a) persons who are still members at members, and date of this (b) persons who have return. ceased to be members. Number Date of Number Currently Registration Remarks Name and address Transferred of Transfer Held

SCHEDULE TO FORM 363

LIST OF PAST AND PRESENT MEMBERS (continued) **SCHEDULE TO FORM 363** Account of Shares Company Number: SC077438 Particulars of shares transferred Number of since the date of the last return, shares or or, in the case of the first return, Company Name: amount of since the incorporation of the SHANKS & MCEWAN GROUP PLC stock held company, by by existing (a) persons who are still members at members, and date of this (b) persons who have return. ceased to be members. Number Date of Number Name and address Currently Registration Remarks Transferred of Transfer Held

ANTHONY GEORGE LAURENCE ALEXANDER

Current Directorships

Cookson Group plc Imperial Tobacco Group Plc Inchcape Plc Marley plc Misys plc Shanks & McEwan Group PLC

Past Directorships	Resigned
Hanson PLC (& Subsidiary Companies)	30.09.96

MICHAEL CHARLES EDWARD AVERILL

Current Directorships

Environmental Services Association (Limited by Guarantee)

Shanks & McEwan Group PLC

Past Directorships

Resigned

None

RICHARD CHARLES BIFFA

Current Directorships

Environmental Services Association (Limited by Guarantee)

Radstrong Limited

Shanks & McEwan Group PLC

Past Directorships	Resigned
Rechem Environmental Services Llimited	28.06.91
Rechem International Limited	28.06.91

IAN McMASTER CLUBB

Current Directorships

Amalgamated Scottish Oil Limited

B Elliott Pic

Central Transport Rental Group plc

Central Trailer Rentco GmbH (Wholly-owned by CTR Group)

Dunedin Smaller Companies Investment Trust Plc

Expro International Group Plc

First Choice Holidays PLC

Shanks & McEwan Group PLC

Thorn Lighting Pension Trustees Limited

Tiphook Holdings (Germany) GmbH (Wholly-owned by CTR Group)

TLG Plc

TLG Supplemental Pension Trustees Limited

Past Directorships	Resigned
Wholly-owned by CTR Group:-	
Anglecrown Limited	01.12.94
Central Trailer Rentco Finance Limited	01.12.94
Central Trailer Rentco International Limited	01.12.94
Central Trailer Rentco Limited	01.12.94
Central Trailer Rentco N V	01.12.94
Central Transport Rental Limited	01.12.94
Grampian Containers Limited	01.12.94
Robem Limited	01.12.94
Tank Services Limited	01.12.94
TFS Equipment Leasing Limited	01.12.94
TFS Leasing Limited	01.12.94
Tiphook Communications International Limited	01.12.94
Tiphook Container Rental (Australasia) Limited	01.12.94
Tiphook Container Rental Company Limited	01.12.94
Tiphook Container Rental Inc	01.12.94
Tiphook Finance Corporation	01.12.94
Tiphook Finance Limited	01.12.94
Tiphook Financial Services Limited	01.12.94
Tiphook Group Limited	01.12.94
Tiphook Nominees Limited	01.12.94
Tiphook Properties Limited	01.12.94
Tiphook Rail Limited	01.12.94
Tiphook Railease Limited	01.12.94
Tiphook Railfreght Limited	01.12.94
Tiphook Rentals Limited	01.12.94
Tishelco No. 1 Limited	01.12.94
Tishelco No. 2 Limited	01.12.94
Trailerent Limited	01.12.94

IAN McMASTER CLUBB

Past Directorships (continued)	Resigned
Other Past Directorships:-	
African Oxygen Limited	30.09.94
Airco Helex Limited	30.09.94
Alboc (Jersey) Limited	30.09.94
Axiscrave Limited	13.03.91
BOC (Europe) Holdings Limited	30,09.94
BOC Health Care Overseas Limited	30.09.94
BOC Japan Holdings Limited	30.09.94
BOC Japan Limited	30.09.94
BOC Limited	30.09.94
BOC Overseas Finance Limited	30.09.94
BOC Pensions Limited	30.09.94
BOC Poland Holdings Limited	30.09.94
BOC Technologies Limited	30.09.94
Bocial (Jersey) Limited	30.09.94
British Satellite Broadcasting Limited	03.11.90
BSB Datavision Limited	13.03.91
BSB Holdings Limited	03.12.90
Carless plc	01.01.89
Computer Channel Limited	13.03.91
Delta Biotechnology Limited	30.09.94
Delta Healthcare Limited	30.09.94
European Satellite Services Limited	13.03.91
European Television Encryption Limited	13.03.91
Fenchurch plc	27.02.97
Land & Timber Services Limited	25.06.91
Lien Hwa Industrial Gases Co. Limited	30.09.94
Phoenix Travel (BSB) Limited	13.03.91
Priestly Insurance Company Limited	30.09.94
The BOC Group plc	30.09.94
The BOC Health Care Group Limited	30.09.94
Winterbottom Energy Trust plc	01.01.89
Other Past Overseas Appointments:-	
BOC Holdings	30.09.94
BOC Inc	30.09.94
BOC Japan	30.09.94
British Oxygen Finance BV	07.04.93
Ohmeda	30.09.94
The BOC Group Inc. (Delaware)	30.09.94
The BOC Group Inc. (Nevada)	30.09.94
The BOC Group SA	30.09.94

DAVID JOHN DOWNES

Current Directorships

Park Hall (Aldridge) Limited Kilmorie Limited Shanks & McEwan Group PLC

Past Directorships	Resigned
Emile Tissot Foods Limited	1993
Emile Tissot Patisserie Limited (Now Hunter	
Confectionery ET Limited)	1993
Fresh Fruit Traders Limited	1993
Portway International Limited	1993
Saphir (Iberia) Limited	1993
H S Property Developments Limited	1993
Saphir Foods Limited	1993
Saphir Marketing Limited	1993
Saphir Produce Sales Limited	1993
Saphir Sons & Co Limited	1993
THI Foresight Canning Company Limited (now	
F633 Ltd)	1993
Hunter Farms Limited	1993
Portway Distribution Limited	1993
H S Investments Limited	1993
Hunter Saphir PLC	1993
The British Pepper & Spice Company Limited	1993
Matthew Walker Limited (Now Hunter	
Confectionery (HW) Limited	1993
Hunter Services Limited	1993
Hunter Properties Limited	1993
Saphir Produce Limited	1993
Hunter Leasing Limited	1993
Hunter Distribution Limited	1993
Saphir Eastern Limited	1993

Struck off:-

Blackborne Confectionery Company Limited

Brockmere Limited

Clarks Cereal Products Limited

Crusader Confectionery Co Limited

Crusader Peanuts Limited

DAB Confectionery Company Limited

Eurocentre Limited

Growers & Saphire (Kent) Limited

Growers & Saphir (Lincolnshire) Limited

Growers & Saphir U K Limited

DAVID JOHN DOWNES

Struck off (continued)

Growmark Limited

H M Dowcra (Distributors) Limited

Joseph H Saphir (Northern) Limited

Packaged Foods Limited

Pims Popcorn Limited

Quisvex Investments Limited (Struck off in 1997)

Saphir Catering Supplies Limited

Hunter Distribution (Harlow) Limited

Saldavian Investments Limited

Saphire Potatoes Limited

Saphire Prepared Foods Limited

Storefresh Limited

Storeline Limited

Storelink Limited

Storeway Limited

The Growing Partnership Requisites Limited

The Transport and Distribution Consultants Limited

W Strong Limited

Watts (Brokers) London Limited

Transport and Technical Services Limited

Voluntary Liquidation:-

The House of Clarks Limited

Butterkist Limited

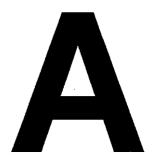
GORDON HERBERT WADDELL

Current Directorships

Fairway Group Plc Gartmore Scotland Investment Trust PLC Mersey Docks and Harbour Company Pioneer Goldfields Limited Shanks & McEwan Group PLC

Past Directorships	Resigned
Cadbury Scweppes PLC	08.05.97
Gartmore Smaller Companies Investment Trust PLC	20.05.96
Ryan Group PLC	01.04.95
Scottish National Trust PLC	23.04.96
Tor Investment Trust PLC	12.11.96

FORM ML13/1



BULK LIST OF SHAREHOLDERS OR MEMBERS

A bulk list (over 10 pages) of Shareholders or Members for the company named below has been lodged but does not appear on this annual return microfiche.

If you wish to search the list, please enquire at the Public Counter.

Company Number	Sc 77438
Company Name	SHANKS & MCEWAN GROWP PLC
Annual Return Date	30/06/97