

CROSFIELD LIMITED - REGISTERED NUMBER 48745

REPORTS AND ACCOUNTS 1999

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CROSFIELD LIMITED
DIRECTORS' REPORT FOR THE YEAR 1999

Registered Number 48745

Directors:	Mr J D Hinnigan	(Chairman)
	Mr W R Griffiths	
	Mr C P Joslin	(resigned 27 July 1999)
	Dr A L Lovell	
	Mr G Mulholland	
	Mr P F Dee	(appointed 27 July 1999)
Secretary:	Mrs L Hughes	(appointed 27 July 1999)
	Mr W J Oliphant	(resigned 27 July 1999)

Principal Activities and Business Review

There was no significant change in the principal activities of the company which consisted of the manufacture and sale of chemicals.

The directors consider that in the conditions prevailing during the year the development of the company's business and its financial position at the end of the year were satisfactory.

In March and April 1999 the board made a series of customer and employee presentations to relaunch the Crosfield business strategy. They emphasised their commitment to strong sales growth and profit targets, and necessary capital investment, whilst delivering agreed cash to the shareholder.

In November 1999 the board adopted the ICI commitment to Responsible Care, designed to achieve continuous improvement in safety, health and environmental performance through the application of the highest professional standards.

Although the company invoices certain customers in euros, there are no plans at present to convert the accounting records into the euro.

Research and Development

The company's research and development programme continued to investigate new materials and applications for existing and developing products, whilst at the same time seeking to improve the quality and performance of the existing range of products.

In July 1999 the board and ICI approved a project for £5.6m for the construction of a new Research & Development facility to be completed in 2001, and the demolition of the existing facilities.

Profits and Dividend

The loss for the year is £16,572,000. A dividend has not been declared.

Market Value of Land and Buildings

In view of the fact that the land and buildings are used for productive and distributive activities and are not held for resale, the directors consider that the difference between their market value and the value at which they are included in the balance sheet is not of such significance as to require that attention be drawn to it, as would be required by Schedule 7 (Part 1) of the Companies Act 1985.

Directors' Interests

According to the Register of Directors' Interests, the notifiable interests of the directors in office at 31 December 1999 in the shares, stock and debentures of ICI PLC and its subsidiaries are shown below.

ICI PLC Ordinary Shares of £1 each

	<u>At 1.1.1999</u> <u>(or date of</u> <u>appointment)</u>	<u>At 31.12.1999</u>
Mr J D Hinnigan	NIL	NIL
Mr W R Griffiths	NIL	NIL
Mr P F Dee	800	800
Dr A L Lovell	NIL	NIL
Mr G Mulholland	NIL	NIL

Options to subscribe for £1 Ordinary Shares of ICI PLC are shown below.

	Number of options during the year				Weighted average exercise price
	At start of year	Granted (or date of appointment)	Exercised (or date of leaving)	At end of year	
Mr J D Hinnigan	22,536	22,988	-	45,524	7.94
Mr W R Griffiths	5,365	8,620	-	13,985	7.17
Mr C P Joslin	1,133	-	(1,133)	-	4.75
Dr A L Lovell	917	3,093	-	4,010	5.70
Mr G Mulholland	-	3,093	-	3,093	5.22
Mr P F Dee	-	1,133	-	1,133	4.75

Millennium

The company successfully implemented a plan to assess the risk and uncertainties associated with Year 2000, and steps were taken to eliminate these risks. Crosfield's Year 2000 programme was targeted at ensuring continuity of business into the next century, and covers both internal aspects such as IT systems and embedded systems, and external aspects such as supply chain and sales. Responsibility for ensuring Year 2000 compliance was allocated to a steering group who reported to the directors.

The programme was reviewed by an independent third party and formed a part of the Millennium Project of the larger ICI Group. In addition, there were a series of internal reviews and further formal independent audits, some of which were carried out by our customers.

The total cost of the projects was estimated at £3.5m and at the balance sheet date £313,000 was unspent. The estimate was based on the need to update or replace software, with allowances for relevant consultancy and internal costs.

The company's actual year 2000 experience was very good. The business was not disrupted, contingency plans were not invoked and results were unaffected. No actual or potential liability to third parties has been incurred.

In addition, the directors believe that any remaining impacts and costs associated with the millennium date change are now minimal.

Employment of Disabled Persons

The company recognises its responsibility to employ disabled persons in suitable employment, and gives full and fair consideration to applications for employment made by such persons, having regard to their particular aptitudes and abilities.

Any employee who becomes disabled is encouraged to remain in the company's employment, in the same job if this is practicable. If a change of job is necessary, such an employee is considered for any suitable alternative work which is relevant, and any necessary training is arranged.

Disabled employees generally are treated equally with all other employees in respect of their eligibility for training, career development and promotion.

Employee Involvement

Senior Management of the company met employee representatives quarterly in the Company Council. They discussed external and internal factors affecting the current state of the business, future marketing and investment plans and their implications for employment and personnel policies.

Every employee received a full statement of sales and profitability during 1998 and plans for future development during 1999 as a supplement to the May 1999 edition of the company's bimonthly newspaper.

In a series of presentations during March and April 1999, the directors relaunched Crosfield's strategy to employees in which they explained company objectives and plans necessary to achieve ICI shareholder targets.

In October 1999 the directors updated all employees on progress made in achieving their plan.

Regular consultation took place with employee representatives of the various interest groups. These consultations supplement normal line communications through team briefs.

The Works Manager met employee representatives each quarter in the Safety Co-ordinating Committee to monitor the work of departmental committees and to review the company's responsibilities under the Health and Safety at Work Act.

An invitation was made to eligible employees of the company to participate in the ICI PLC Sharesave Scheme under which options were granted in February 1999.

Creditors Payment Policy

The ICI Group negotiates the terms of payment to creditors upon entering into a trade relationship with each supplier. Such terms may be subsequently varied by agreement with the suppliers and are recorded on purchase orders. It is the ICI Group's policy to abide by the terms of payment.

The company's policy in relation to the payment of its creditors is to settle its terms of payment with each creditor when agreeing the terms of each business transaction. The creditor is made aware of the terms which may be varied subsequently by agreement. It is company practice to abide by the agreed terms of payment.

The number of days billings from suppliers outstanding at the end of the year was equal to 76 days of average supplier invoices throughout the whole year.

Charitable Donations

Donations to charities totalled £1,201.

Auditors

In accordance with Section 384 of the Companies Act 1985, a resolution for the re-appointment of KPMG Audit PLC as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

By Order of the Board

A handwritten signature in black ink, appearing to read 'L. Hughes'.

Mrs L Hughes
Company Secretary

Date: 6.10.00

CROSFIELD LIMITED
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 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

REPORT OF THE AUDITORS TO THE MEMBERS OF CROSFIELD LIMITED

We have audited the financial statements on pages 8 to 19.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the directors' report and, as described on page 6, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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. 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 with the company is not disclosed.

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 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 the company's affairs as at 31 December 1999 and of its loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

11 October 2000.

KPMG Audit PLC
Chartered Accountants
Registered Auditor
Liverpool

CROSFIELD LIMITED
PROFIT AND LOSS ACCOUNT – YEAR ENDED 31 DECEMBER 1999

	Notes	1999 <u>£'000</u>	1998 Restated <u>£'000</u>
Turnover	(1)	42,032	46,263
Cost of sales			
Ongoing costs		(30,341)	(32,640)
Exceptional item : Loss on impairment A24 plant	(7)	(15,470)	—
Total cost of sales		<u>(45,811)</u>	<u>(32,640)</u>
Gross/(loss) profit		(3,779)	13,623
Distribution costs		(1,811)	(1,683)
Administrative expenses		(17,810)	(18,058)
Other operating income		<u>3,943</u>	<u>5,514</u>
Operating (loss)		(19,457)	(604)
Exceptional item:— Costs of fundamental re-organisation – Continuing operations	(11)	-	(9,500)
Net interest payable and similar other items	(3)	<u>(2,650)</u>	<u>(3,446)</u>
(Loss) on ordinary activities before taxation	(2)	(22,107)	(13,550)
Taxation credit on (loss) on ordinary activities	(4)	<u>5,535</u>	<u>5,655</u>
(Loss) for the financial year retained		(16,572)	(7,895)
(Loss) / profit retained 1 January	(13)	<u>(3,367)</u>	<u>4,528</u>
(Loss) retained 31 December	(13)	<u>(19,939)</u>	<u>(3,367)</u>

Note: There are no recognised gains or losses for each financial year other than those disclosed above.

The 1998 figures have been restated for comparison purposes to reflect the reclassification of certain items amounting to £3,636,000 between cost of sales and administrative expenses.

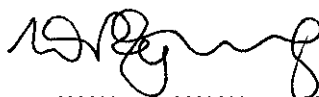
The notes on pages 12 to 19 form part of these accounts.

CROSFIELD LIMITED
BALANCE SHEET - 31 DECEMBER 1999

		<u>1999</u>		<u>1998</u>	
	<u>Notes</u>	<u>£'000</u>	<u>£'000</u>	<u>£'000</u>	<u>£'000</u>
Fixed assets					
Tangible assets	(7)		25,348		43,086
Current assets					
Stocks	(8)	6,134		7,682	
Debtors	(9)	14,054		16,796	
Cash at bank and in hand		<u>121</u>		<u>685</u>	
		20,309		25,163	
Creditors: amounts falling due within one year:					
Other	(10)	(10,814)		(9,709)	
Indebtedness with parent company		<u>(43,823)</u>		<u>(41,152)</u>	
		<u>(54,637)</u>		<u>(50,861)</u>	
Net current liabilities			<u>(34,328)</u>		<u>(25,698)</u>
Total assets less current liabilities			(8,980)		17,388
Provision for liabilities and charges	(11)		<u>(4,559)</u>		<u>(14,355)</u>
Net (liabilities) / assets			<u>(13,539)</u>		<u>3,033</u>
Capital and reserves					
Called up share capital	(12)	3,005		3,005	
Share premium account	(13)	3,395		3,395	
Profit and loss account	(13)	<u>(19,939)</u>		<u>(3,367)</u>	
Equity shareholders' funds	(13)		<u>(13,539)</u>		<u>3,033</u>

These financial statements have been approved by the Board of directors on 6 Oct '00 and were signed on its behalf by:

W R Griffiths – Director



The notes on pages 12 to 19 form part of these accounts.

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the company's financial statements.

BASIS OF PREPARATION: The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

The company is a wholly owned subsidiary of ICI PLC and the cash flows of the company are included in the published consolidated cash flow statement of ICI PLC. Consequently the company is exempt under the terms of Financial Reporting Standard No 1 from publishing a cash flow statement.

TANGIBLE FIXED ASSETS: Are stated at cost less depreciation.

DEPRECIATION: Is provided to write off the cost less the estimated residual value of tangible fixed assets by equal instalments over their estimated useful economic lives as follows:-

Freehold buildings	40	years
Leasehold land and buildings	40	years
Plant and machinery	3-17	years

No depreciation is provided on freehold land.

TAXATION: The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Provision is made for deferred tax only to the extent that it is probable that an actual liability will crystallise.

STOCKS: Stocks are stated at the lower of cost and net realisable value. In determining the cost of raw materials, consumables and goods purchased for resale, the weighted average purchase price is used. For work in progress and finished goods cost is taken as production cost, which includes an appropriate proportion of attributable overheads.

LEASES: Operating leases are charged to the profit and loss account on a straight line basis over the period of the lease.

RESEARCH AND DEVELOPMENT: Expenditure on research and development is written off against profits in the year in which it is incurred.

FOREIGN CURRENCIES: Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction (or if hedged forward, at the rate of exchange under the related forward currency contract). Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and the gains or losses on translation are included in the profit and loss account.

PENSIONS: The company's eligible employees are members of the ICI Specialty Chemicals Pension Fund. This is a contracted out defined benefit scheme that is funded by company and employee contributions. Company contributions, which normally represent the charge for the year, are determined on an actuarial basis so that the annual charge is a substantially level percentage of current and expected future pensionable payroll. Further details of the fund are set out in the annual accounts of ICI PLC.

The level of contribution is based on pension costs across the group and is assessed on the advice of qualified third party actuaries. Company contributions currently stand at 12.7% of pensionable pay (14.3% from April 2000). The first formal actuarial valuation took place on 31 March 1999, the first anniversary of the fund's inception. The scheme was valued as being in deficit which is being covered by increased contributions from both Crosfield Limited and ICI PLC.

The capital costs of unfunded retirement benefits for employees retiring before normal retiring age are paid to the ICI Specialty Chemicals Pension Fund which accepts responsibility for payment of the benefits to the former employees. The capital costs are charged in the year in which the decision to retire an employee before normal retirement age is made.

The capital costs of a number of people who left the business in 1999 were charged against the 1998 restructuring provision.

This was set up in December 1998 to cover these and other restructuring costs when the decision was originally made to reorganise the business.

The pension costs charged to the restructuring provision amounted to £4,418,491.

EMPLOYEE SHARE OPTION SCHEME: ICI operates a share option scheme for directors and senior staff (Senior Staff Scheme) and another scheme for all UK employees meeting minimum service requirements (Sharesave Scheme). Under the Sharesave Scheme the maximum number of shares made available for issue under option during a 10 year period is 5% of the company's ordinary share capital in issue on 24 March 1994. Shares required for the senior staff scheme are purchased in the market by a trust.

The prices at which options under the senior staff scheme are granted must not be less than the nominal value of an ordinary share, nor less than the average of the middle market quotations of ICI Ordinary Shares on the London Stock Exchange on the five business days immediately preceding the date on which the option is offered. Options under this scheme expire after ten years.

Under the sharesave scheme the price at which options are granted, must not be less than the greater of the nominal value of an ordinary share, or 80% of the average market value of an Ordinary Share on the three dealing days preceding the day on which the offer of options is made.

CROSFIELD LIMITED
NOTES TO THE ACCOUNTS – 31 DECEMBER 1999
NOTES TO THE PROFIT AND LOSS ACCOUNT

(1) TURNOVER

The turnover is from continuing operations. It includes ICI Group sales of £2,411k (1998 £2,301k) and represents sales at invoice value, excluding value-added tax.

The geographical analysis of turnover is as follows.

	<u>1999</u> <u>£'000</u>	<u>1998</u> <u>£'000</u>
United Kingdom	13,049	16,249
Europe	17,632	18,224
Rest of the World	<u>11,351</u>	<u>11,790</u>
	<u>42,032</u>	<u>46,263</u>

(2) (LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION

(Loss) on ordinary activities before taxation is stated after charging

	<u>1999</u> <u>£'000</u>	<u>1998</u> <u>£'000</u>
Auditors' remuneration:		
Audit	24	17
Other services – fees paid to the auditor and its associates	12	18
Depreciation and other amounts written off tangible fixed assets:		
Owned	5,270	4,073
Exchange losses	241	18
Hire of plant and machinery – rentals payable under operating leases	192	151
Hire of other assets – operating leases	9	9
Research and development expenditure	3,621	3,421
Fixed assets written-off (Y Zeolite plant)	-	2,006
Profit/(loss) on sale of fixed assets	90	(85)

CROSFIELD LIMITED
NOTES TO THE ACCOUNTS – 31 DECEMBER 1999
NOTES TO THE PROFIT AND LOSS ACCOUNT

(3) NET INTEREST PAYABLE AND SIMILAR CHARGES

	<u>1999</u> <u>£'000</u>	<u>1998</u> <u>£'000</u>
Interest receivable from group undertakings	31	71
Interest receivable – external	36	1
Interest payable to group undertakings	(2,476)	(3,500)
Net exchange losses	<u>(241)</u>	<u>(18)</u>
Total net interest payable and similar charges	<u>(2,650)</u>	<u>(3,446)</u>

(4) TAXATION

	<u>1999</u> <u>£'000</u>	<u>1998</u> <u>£'000</u>
UK Corporation tax credit at 30.25% (1998 : 31%)	3,315	1,960
UK Income tax suffered	(7)	-
Deferred taxation credit	3,581	3,337
Overseas taxation	<u>-</u>	<u>(72)</u>
	6,889	5,225
Adjustment relating to an earlier year	<u>(1,354)</u>	<u>430</u>
	<u>5,535</u>	<u>5,655</u>

The tax credit for the year has been increased by the effect of accelerated capital allowances of £5,537,000 (1998 £350,000) of which £4,680,000 related to the exceptional item. It has been decreased by the effect of other timing differences of £1,956,000 (1998 £2,987,000).

(5) DIRECTORS' EMOLUMENTS

The directors including the Chairman are employed as managers by the ICI Group and they are remunerated by that company in respect of their services to the Group as a whole. Their emoluments are dealt with in the Group accounts and they receive no emoluments from the company.

Crosfield Limited benefited from the services of directors and certain employees who were employed by ICI during the course of the year. The cost of these services is included within administrative expenses.

CROSFIELD LIMITED
NOTES TO THE ACCOUNTS – 31 DECEMBER 1999
NOTES TO THE PROFIT AND LOSS ACCOUNT

(6) EMPLOYEES' INFORMATION

The average number of employees employed by the company, excluding directors, during the year is analysed below.

	<u>1999</u>	<u>1998</u>
Production	257	291
Selling, Distribution and Administration	<u>196</u>	<u>214</u>
	<u>453</u>	<u>505</u>

The aggregate payroll costs of these persons were as follows:

	<u>1999</u>	<u>1998</u>
Wages and salaries	12,778	13,683
Social security costs	1,104	1,027
Other pension costs – group defined benefit scheme	<u>1,520</u>	<u>1,615</u>
	<u>15,402</u>	<u>16,325</u>

CROSFIELD LIMITED
NOTES TO THE ACCOUNTS – 31 DECEMBER 1999
NOTES TO THE BALANCE SHEET

(7) TANGIBLE FIXED ASSETS

	<u>Land and Buildings</u> <u>£'000</u>	<u>Plant and Machinery</u> <u>£'000</u>	<u>Motor Vehicles</u> <u>£'000</u>	<u>Fixtures, fittings, tools and equipment</u> <u>£'000</u>	<u>Payments on account and assets in course of construction</u> <u>£'000</u>	<u>Total</u> <u>£'000</u>
<u>Cost (or valuation)</u>						
At beginning of year	13,031	62,058	1,182	719	2,779	79,769
Additions	-	-	-	-	3,020	3,020
Disposals	-	(77)	-	-	-	(77)
Reclassification	-	1,182	(1,182)	-	-	-
Impairment losses	(3,724)	(18,946)	-	-	-	(22,670)
Transfer between items	<u>37</u>	<u>1,673</u>	<u>-</u>	<u>-</u>	<u>(1,710)</u>	<u>-</u>
At end of year	<u>9,344</u>	<u>45,890</u>	<u>-</u>	<u>719</u>	<u>4,089</u>	<u>60,042</u>
<u>Depreciation</u>						
At beginning of year	3,758	31,979	585	361	-	36,683
Charge for year	378	4,595	-	297	-	5,270
Impairment losses	(510)	(6,690)	-	-	-	(7,200)
On disposals	-	(59)	-	-	-	(59)
Reclassification	<u>-</u>	<u>585</u>	<u>(585)</u>	<u>-</u>	<u>-</u>	<u>-</u>
At end of year	<u>3,626</u>	<u>30,410</u>	<u>-</u>	<u>658</u>	<u>-</u>	<u>34,694</u>
<u>Net Book Value</u>						
At 1 January	<u>9,273</u>	<u>30,079</u>	<u>597</u>	<u>358</u>	<u>2,779</u>	<u>43,086</u>
At 31 December	<u>5,718</u>	<u>15,480</u>	<u>-</u>	<u>61</u>	<u>4,089</u>	<u>25,348</u>

The net book value of land and buildings comprises.

	<u>1999</u> <u>£'000</u>	<u>1998</u> <u>£'000</u>
Freehold	5,657	9,212
Long leasehold	<u>61</u>	<u>61</u>
	<u>5,718</u>	<u>9,273</u>

CROSFIELD LIMITED
NOTES TO THE ACCOUNTS – 31 DECEMBER 1999
NOTES TO THE BALANCE SHEET

Commitments

Capital commitments at the end of the financial year for which no provision has been made are as follows:

	<u>1999</u> <u>£'000</u>	<u>1998</u> <u>£'000</u>
Contracted	<u>161</u>	<u>84</u>

Annual commitments under non-cancellable operating leases are as follows:

	1999 Plant and Machinery	1998 Plant and Machinery
Operating leases which expire within one year	19	-
Operating leases which expire in the second to fifth years inclusive	<u>89</u>	<u>59</u>
Total	<u>108</u>	<u>59</u>

Exceptional item – Impairment loss A24 zeolite plant

The A24 zeolite plant in Warrington UK was mothballed in October 1996 as part of a plant rationalisation programme following a decline in demand.

Following the introduction of FRS11 an impairment review has been carried out due to an adverse change in the expected future economic circumstances of the plant.

As forecast future cashflows are not now currently expected to be generated by the plant, the directors have decided to write down its value to a recoverable amount of nil. The size and incidence of the loss of £15.5m has been disclosed as an exceptional item in the profit and loss account on page 8. The effect of the above item has been to increase the tax credit by £4.7m.

Other operating income includes an amount of £2,423k (1998 £3,794k) representing payments in lieu of sales received from Crosfield BV in connection with the closure of the A24 plant.

CROSFIELD LIMITED
NOTES TO THE ACCOUNTS – 31 DECEMBER 1999
NOTES TO THE BALANCE SHEET

(8) STOCKS

	<u>1999</u> <u>£'000</u>	<u>1998</u> <u>£'000</u>
Raw materials and consumables	2,112	1,777
Work in progress	1,390	279
Finished goods and goods for resale	<u>2,632</u>	<u>5,626</u>
Total Stocks	<u>6,134</u>	<u>7,682</u>

(9) DEBTORS

	<u>1999</u> <u>£'000</u>	<u>1998</u> <u>£'000</u>
Amounts due within one year		
Trade debtors	7,024	8,038
Amounts owed by group undertakings	2,298	5,625
Group relief receivable	3,315	1,960
Other debtors	1,158	863
Prepayments and accrued income	<u>259</u>	<u>310</u>

Total Debtors	<u>14,054</u>	<u>16,796</u>
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Debtors include trade debtors of £132,052 (1998 : £120,000) due after more than one year.

Trade debtors includes deductions of £384,000 rebates and allowances which were previously shown under trade creditors. The 1998 comparative has been restated accordingly for comparison purposes.

(10) CREDITORS

	<u>1999</u> <u>£'000</u>	<u>1998</u> <u>£'000</u>
Amounts due within one year		
Bank loans and overdrafts – unsecured	1,317	394
Trade creditors	7,082	7,351
Taxation and social security	714	759
Amounts owed to group undertakings	<u>1,701</u>	<u>1,205</u>
Total other creditors	<u>10,814</u>	<u>9,709</u>

CROSFIELD LIMITED
NOTES TO THE ACCOUNTS – 31 DECEMBER 1999
NOTES TO THE BALANCE SHEET

(11) PROVISION FOR LIABILITIES AND CHARGES

	<u>Taxation including deferred taxation</u> <u>£'000</u>	<u>Restructuring</u> <u>£'000</u>	<u>Total</u> <u>£'000</u>
At beginning of year	4,855	9,500	14,355
Utilised during year	-	(6,215)	(6,215)
Charged / (credited) for the year	(3,581)	-	(3,581)
At end of year	<u>1,274</u>	<u>3,285</u>	<u>4,559</u>

The restructuring provision is being used to cover redundancy, re-organisation and consultancy costs arising from the 1998 restructuring decision.

The amounts provided for deferred taxation are set out below. There are no amounts unprovided.

	<u>1999</u> <u>£'000</u>	<u>1998</u> <u>£'000</u>
Difference between accumulated depreciation and capital allowances	2,294	7,831
Other timing differences	(1,020)	(2,976)
	<u>1,274</u>	<u>4,855</u>

(12) CALLED UP SHARE CAPITAL

	<u>Authorised</u>		<u>Issued and Fully Paid</u>	
	<u>1999</u> <u>£'000</u>	<u>1998</u> <u>£'000</u>	<u>1999</u> <u>£'000</u>	<u>1998</u> <u>£'000</u>
Ordinary Shares of £1 each	10,000	10,000	3,005	3,005

(13) RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	<u>1999</u> <u>£'000</u>	<u>1998</u> <u>£'000</u>
(Loss) for the financial year	(16,572)	(7,895)
Net reduction in shareholders' funds	(16,572)	(7,895)
Opening shareholders' funds	<u>3,033</u>	<u>10,928</u>
Closing shareholders' funds	<u>(13,539)</u>	<u>3,033</u>

CROSFIELD LIMITED
NOTES TO THE ACCOUNTS – 31 DECEMBER 1999
NOTES TO THE BALANCE SHEET

SHARE PREMIUM AND RESERVES

	<u>Share Premium Account</u>	<u>Profit & Loss Account</u>	<u>Total</u>
At beginning of year	3,395	(3,367)	28
Retained (loss) for the year	—	(16,572)	(16,572)
At end of year	<u>3,395</u>	<u>(19,939)</u>	<u>(16,544)</u>

(14) CONTINGENT LIABILITIES

No provision has been made against claims and legal action arising in the ordinary course of business where their outcome cannot be predicted with reasonable certainty.

The company has entered into various guarantees with third parties in the ordinary course of business. As at 31 December 1999 guarantees entered into amounted to £272,836.

(15) RELATED PARTY TRANSACTIONS

The ultimate parent company and controlling party is ICI PLC and the immediate holding company is Mortar Investments UK Limited. As 100% of the company's voting rights are controlled within the group headed by ICI PLC, the company has not disclosed transactions with fellow subsidiaries in accordance with the exemption under the terms of Financial Reporting Standard No 8.

(16) ULTIMATE PARENT COMPANY AND PARENT UNDERTAKING OF LARGER GROUP OF WHICH THE COMPANY IS A MEMBER

The largest group in which the results of the company are consolidated is that headed by ICI PLC, incorporated in the United Kingdom. The consolidated accounts of this company are available to the public and may be obtained from Imperial Chemical House, Millbank, London SW1P 3JF. No other group accounts include the results of the company.