# ICO (UK) Limited (Registered Number: 3261137)

**Director's Report and Financial Statements** 

30 September 2000



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## ICO (UK) Limited

# Directors' Report

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The directors submit their report together with the audited financial statements of ICO (UK) Limited for the year ended 30 September 2000.

#### Principal activities

The principal activities of the Group are:

- the provision of custom particle size reduction services for plastics and non-plastic material;
- as a distribution for a number of major international polymer manufacturers and specialist additive producers and
- the formulation and manufacture of plastic colour and additive masterbatches and plastic compounds.

## Review of the business and future developments

The Group loss for the year after taxation was £471,000 (1999: £660,000) and it is proposed that this is transferred from reserves. The directors are satisfied with the progress of the Group during the year under review and with the current state of its affairs.

The directors do not recommend the payment of a dividend (1999: £Nil).

On 11 January 2000, a new subsidiary company was formed, ICO Worldwide (UK) Limited (company number 3907150), with ICO (UK) Limited subscribing in full for the issued share capital of £100. This company has been formed to provide quality assurance by inspection and testing of pipes, vessels and other fabricated components within the oilfield services industry in the United Kingdom.

With effect from 1 October 1999, the trade and net assets of Wedco Technology UK Limited, ICO Polymers (UK) Limited and Rotec Chemicals Limited, being the subsidiaries of ICO (UK) Limited, were transferred to ICO (UK) Limited at book value plus £2,000,000 of goodwill for the trade of Rotec Chemicals Limited.

## Directors

The directors who held office during the year unless where otherwise stated are as follows:

Dr A Pacholder SAH Pacholder

JS Kliene (resigned 30 April 2000)

SB Grant (resigned 1 April 2000, reappointed 22 May 2000, resigned 16 October 2000)

M Hoogendam (appointed 1 October 1999, resigned 21 November 2000)

M Cunningham (appointed 6 March 2000, resigned 16 October 2000)

T van Trier (appointed 16 October 2000) LW Lammers (appointed 16 October 2000)

No directors held beneficial interests in the shares of the company at the year end or at any time during the period.

The interests of those directors who are also directors of the ultimate holding company are disclosed in that company's financial statements.

## 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 the Group and of the profit or loss of the Group 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 or Group 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 the Group 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 the Group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

#### Auditors

The auditors, PricewaterhouseCoopers, have indicated their willingness to continue in office, and a resolution concerning their reappointment will be proposed at the Annual General Meeting.

By Order of the Board

Director

2 July 2001

# Report of the Auditors to the Members of ICO (UK) Limited

We have audited the financial statements on pages 4 to 22.

## Respective responsibilities of directors and auditors

The Company's directors are responsible for the preparation of the Annual Report. As described on page 2, this includes the responsibility for preparation of financial statements in accordance with applicable United Kingdom accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and 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 United Kingdom Companies Act 1985. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the Group has not kept proper accounting records, if we have not reviewed 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.

#### 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 Director in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Group'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 misstatements, 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 and the Group as at 30 September 2000 and of the loss and cash flows of the Group for the year then ended and have been properly prepared in accordance with the United Kingdom Companies Act 1985.

**PricewaterhouseCoopers** 

Chartered Accountants and Registered Auditors

Nottingham

2 July 2001

	Group 2000 £'000	Group 1999 £'000
Turnover (note 2)	15,840	12,920
Cost of sales	(12,902)	(9,565)
Gross Profit	2,938	3,355
Distribution expenses	(877)	(1,036)
Administrative expenses	(2,400)	(2,879)
Operating Loss (note 3)	(339)	(560)
Interest receivable – bank interest	11	13
Interest payable and similar charges (note 3)	(283)	(318)
Loss on Ordinary Activities Before Taxation	(611)	(865)
Taxation credit on loss on ordinary activities (note 5)	140	205
Loss on Ordinary Activities After Taxation Transferred from Reserves (note 16)	(471)	(660)

There were no recognised gains or losses other than the loss for the year, and therefore no separate statement of total recognised gains or losses has been provided.

The loss for the year has been calculated on the historical cost basis.

All of the above results arose from continuing operations.

# ICO (UK) Limited Reconciliation of Movements in Shareholders' Funds For the year ended 30 September 2000

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	<i>Group</i> 2000	Group 1999
	£'000	£'000
Loss for the financial year	(471)	(660)
Opening shareholders' funds	5,232	5,892
Closing shareholders' funds	4,761	5,232

	Group	Group	Company	Company
	2000	1999	2000	1999
	£'000	£'000	£'000	£'000
Fixed Assets		- 000	2 000	2 1700
Intangible assets (note 6)	1,395	1,544	1,895	-
Tangible assets (note 7)	4,803	5,377	4,803	•
Investments (note 8)	´ <b>-</b>	_	4,062	4,090
	6,198	6,921	10,760	4,090
Current Assets				
Stocks (note 9)	1,993	1,762	1,986	-
Debtors (note 10)	3,322	3,111	3,286	-
Cash at bank and in hand	39	594	39	-
	5,354	5,467	5,311	-
Creditors - Amounts falling due within one year (note 11)	(4,439)	(3,805)	(10,108)	<u></u>
Net Current Assets/(Liabilities)	915	1,662	(4,797)	-
Total Assets Less Current Liabilities	7,113	8,583	5,963	4,090
Creditors - Amounts falling due after one year (note 12)	(2,062)	(2,964)	(2,062)	-
Provisions for liabilities and charges (note 14)	(290)	(387)	(290)	
	4,761	5,232	3,611	4,090
Capital and Reserves				
Called-up share capital (note 15)	1,194	1,194	1,194	1,194
Share premium account (note 16)	2,896	2,896	2,896	2,896
Profit and loss account (note 16)	671	1,142	(479)	
Total Equity Shareholders' Funds	4,761	5,232	3,611	4,090

Approved by the Board on 2 July 2003

Director

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			2000 £'000	1999 £'000
Net cash(outflow)/ inflow from operating activities (note 18)			(23)	1,117
Returns on investment and servicing of finance	(note 19)		(280)	(305)
Taxation			80	(19)
Capital expenditure (note 19)		·	(158)	(10)
Cash (outflow)/inflow before financing			(381)	783
Financing (note 19)			(889)	(286)
(Decrease)/increase in cash			(1,270)	497
Reconciliation of Net Cash Flow to Movemen	t in Net Debt		2000 £'000	1999 £'000
(Decrease) / increase in cash in the year Cash outflow from decrease in debt and lease fi	nancing		(1,270) 201	497 200
Change in net debt resulting from cash flows			(1,069)	697
Repayment of finance leases			63	86
Movement in net debt in the year			(1,006)	783
Net debt as at 1 October 1999		······	(2,284)	(3,067)
Net debt as at 30 September 2000			(3,290)	(2,284)
Analysis of changes in Net Debt	1 October 1999 £'000	Cashflows £'000	Non-cash Changes £'000	30 September 2000 £'000
Cash at bank and in hand Bank overdraft Loans due within one year Loans due after more than one year Finance leases	594 (501) (192) (2,042) (143)	(555) (715) (8) 209 63	- - - -	39 (1,216) (200) (1,833) (80)
	(2,284)	(1,006)	-	(3,290)
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# 1 Accounting Policies

#### Basis of accounting

The financial statements have been prepared under the historical cost convention and in accordance with applicable United Kingdom Accounting Standards.

## Basis of consolidation

The results of subsidiaries acquired are included in the Group profit and loss account from the date of acquisition.

#### Intangible assets

Goodwill represents the excess of the fair value of the consideration given over the fair value of the identifiable assets acquired. Goodwill is eliminated by amortisation through the profit and loss account over its estimated useful economic life of twenty years. The value attributed to the non-compete agreement as a result of the acquisition of Rotec Chemicals Limited is amortised over 5 years.

#### Fixed assets and depreciation

The cost of tangible fixed assets is their purchase cost, together with any incidental expenses of acquisition.

Depreciation is calculated so as to write off the cost of tangible fixed assets, less their estimated residual values, on a straight line basis over the expected useful economic lives of the assets concerned. The principal annual rates used for this purpose are:

	%
Freehold buildings	3.33
Land improvements	5
Plant and machinery	10
Computer equipment	25
Motor vehicles	33.33
Fixtures and fittings	10

Freehold land is not depreciated.

## Hire purchase contracts and operating leases

Costs in respect of operating leases are charged on a straight line basis over the lease term. Leasing agreements, which transfer to the Group substantially all the benefits and risks of ownership of an asset, are treated as if the asset had been purchased outright. The assets are included in fixed assets and the capital element of the leasing commitments is shown as obligations under hire purchase agreements. The lease rentals are treated as consisting of capital and interest elements. The capital element is applied to reduce the outstanding obligations and the interest element is charged against profit and loss in proportion to the reducing capital element outstanding.

# 1 Accounting policies (continued)

#### Government grants

Grants that relate to specific capital expenditure are treated as deferred income which is then credited to the profit and loss account over the related asset's useful life. Other grants are credited to the profit and loss account when received.

#### Stocks and work in progress

Stocks and work in progress are stated at the lower of cost and net realisable value. For work in progress, cost includes attributable production overheads.

#### Foreign currencies

Trading assets and liabilities expressed in foreign currencies are translated into sterling at rates of exchange ruling at the end of the financial year.

#### Deferred taxation

Tax deferred or accelerated is accounted for in respect of all material timing differences to the extent that it is probable that a liability will crystallise.

#### **Pension Costs**

The Group makes contributions to personal pension plans. Contributions are charged to the profit and loss account in the period in which they are due.

The Group provides no other post retirement benefits to its employees.

#### Related party transactions

The Company has taken advantage of the exemption given in Financial Reporting Standard 8 to 90% owned subsidiaries in not disclosing transactions with fellow group companies.

#### Investments

Investments held as fixed assets are stated at cost less any provision for impairment in value.

#### 2 Turnover

Turnover, which excludes value added tax and trade discounts, represents the invoiced amount of goods and services supplied. Turnover, operating profit and net assets are all in respect of the Group's principal activity

# 3 Operating Loss

The operating loss is stated after charging/(crediting):

	Group 2000 £'000	Group 1999 £'000
Compensation for loss of office – directors (see note 4)	202	_
Depreciation of tangible fixed assets:		
- Owned	665	730
- under finance leases	33	25
Amortisation of goodwill	149	144
Amortisation of government grants	(11)	(12)
Loss on sale of fixed assets	34	84
Hire of plant and machinery	43	38
Other operating lease rentals		
Land and buildings	130	124
Other	150	75
Exchange gains/(losses)	57	(7)
Auditors' remuneration:		
- in respect of audit services	27	31
- in respect of non-audit services	12	9
Interest payable		
- on bank loans and overdrafts	247	243
- on finance leases	15	20
- to related undertakings	21	55
	283	318

Auditors remuneration in respect of the parent company ICO (UK) Limited was £27,000. The cost was borne by other group companies in the year ended 30 September 1999.

# 4 Employee Costs and Directors' Remuneration

Employee costs during the year comprise:

	Group 2000 £'000	Group 1999 £'000
Wages and salaries	2,898	2,472
Social security costs	279	233
Pension costs	160	122
	3,337	2,827

The average monthly number of persons employed by the group during the year, including directors, were:

	2000 Number	1999 Number
Production	103	100
Administration	42	41
	145	141

The emoluments of the directors during the year were £151,438 (1999: £151,411).

In addition compensation to directors for loss of office during the year was £201,800 (1999: £nil)

Total company contributions to a money purchase pension scheme in respect of Directors was £19,800 (1999: £10,655).

# 5 Taxation on loss on ordinary activities before taxation

	Provided £'000	Not Provided £'000	Provided £'000	No. Provided £'000
		Company 2000		Company 1999
	290	1	387	7
Accelerated capital allowances Other timing differences	432 (142)	1	567 (180)	
	Provided £'000	Group 2000 Not Provided £'000	Provided £'000	Group 1999 Not Provided £'000
The potential liability to deferred taxation at 30% (1999)	: 30%) is as follows:		(140)	(205
- Current - Deferred tax			(43) 72	(34 (12
UK corporation tax at 30% (1999: 31%) - Current - Deferred tax (Over)/under provision in prior year			- (169)	(16 (143
			Group 2000 £'000	Group 1999 £'000

290

6 Intangible Fixed Assets			
Group	Non Commute	<i>a</i>	
	Non Compete Agreement	Goodwill	Total
	£'000	£'000	£'000
Cost At 1 October 1999 and 30 September 2000	330	1,562	1,892
Amortisation			
At 1 October 1999	159	189	348
Charge for the year	67	82	149
At 30 September 2000	226	271	497
Net book value			
At 30 September 2000	104	1,291	1,395
At 30 September 1999	171	1,373	1,544
Company			
		Goodwill £'000	Tota £'000
Cost Additions		2,000	2,000
At 30 September 2000		2,000	2,000
Amortisation			
Charge for the year		105	105
At 30 September 2000		105	10:
Net book value			
At 30 September 2000		1,895	1,895
At 30 September 1999			

# 7 Tangible Fixed Assets

Group

•	Freehold land and buildings £'000	Plant and Machinery £'000	Fixtures and fittings £'000	Motor vehicles £'000	Total £'000
Cost					
At 1 October 1999	2,538	5,578	341	76	8,533
Additions	-	104	56	~	160
Disposals	~	(34)	(28)	(25)	(87)
At 30 September 2000	2,538	5,648	369	51	8,606
Depreciation					
At 1 October 1999	494	2,407	204	51	3,156
Charge for the year	81	548	50	19	698
Disposals	-	(12)	(13)	(26)	(51)
At 30 September 2000	575	2,943	241	44	3,803
Net book amount					
At 30 September 2000	1,963	2,705	128	7	4,803
At 30 September 1999	2,044	3,171	137	25	5,377

Group capital commitments at the year end totalled £14,000 (1999: £80,000).

The net book amount of group assets held under finance leases of £209,300 (1999: £282,430).

# 7 Tangible Fixed Assets (continued)

Company	
Company	

	Freehold				
	land and buildings	Plant and Machinery	Fixtures and fittings	Motor Vehicles	Total
	£'000	£'000	£'000	£'000	£'000
Cost					
Additions	-	104	56	-	160
Disposals	-	(34)	(28)	(25)	(87)
Transfers	2,538	5,578	341	76	8,533
At 30 September 2000	2,538	5,648	369	51	8,606
Depreciation					
Charge for the year	81	548	50	19	698
Disposals	-	(12)	(13)	(26)	(51)
Transfers	494	2,407	204	51	3,156
At 30 September 2000	575	2,943	241	44	3,803
Net book amount					
At 30 September 2000	1,963	2,705	128	7	4,803
At 30 September 1999		_			-

Capital commitments of the company at the year end totalled £14,000 (1999: £nil).

The net book amount of company assets held under finance leases of £209,300 (1999: £nil).

## 8 Investments

ICO Worldwide (UK) Limited

The Company's investments are stated at cost and consist of 100% of the share capital of the following companies:

NameNature of businessWedco Technology UK LimitedDormantRotec Chemicals LimitedDormantICO Polymers (UK) LimitedDormant

On 11 January 2000, a new subsidiary company was formed, ICO Worldwide (UK) Limited (company number 3907150), with ICO (UK) Limited subscribing in full for the issued share capital of £100.

Oilfield services

	Company 2000 £'000	Company 1999 £'000
Cost at 1 October 1999 and 30 September 2000	4,090	4,090
Provision made in year	(28)	_
Net book value at 30 September 2000	4,062	4,090

Rotec Chemicals Limited also holds investments in three 100% owned dormant companies namely Tecron Industries Limited, Fabri-Moulds Limited and Swavesey Colours Limited.

# 9 Stocks

	Group 2000 £'000	Group 1999 £'000	Company 2000 £'000	Company 1999 £'000
Raw materials and consumables	878	1,270	871	_
Work in progress	75	31	75	
Finished goods	1,040	461	1,040	-
	1,993	1,762	_1,986	

# 10 Debtors

	Group 2000 £'000	Group 1999 £'000	Company 2000 £'000	Company 1999 £'000
Trade debtors	3,097	2,423	3,073	مير. م
Amounts owed by group undertakings	72	363	60	~
Other debtors	20	79	19	
Prepayments	72	148	71	*
Corporation tax receivable	61	98	63	-
	3,322	3,111	3,286	

# 11 Creditors - Amounts falling due within one year

	Group 2000 £'000	Group 1999 £'000	Company 2000 £'000	Company 1999 £'000
Bank overdraft	1,216	501	1,197	-
Trade creditors	1,914	1,922	1,909	-
Amounts owed to group undertakings	110	481	5,822	-
Other taxation and social security	413	299	409	_
Accruals and deferred income	527	345	512	-
Loans (note 12)	200	192	200	•••
Obligations under finance leases	59	65	59	
	4,439	3,805	10,108	

# 12 Creditors - Amounts due after more than one year

	Group 2000 £'000	Group 1999 £'000	Company 2000 £'000	Company 1999 £'000
Bank loans	1,833	2,042	1,833	_
Obligations under finance leases	21	78	21	_
Amounts owed to related undertakings	-	625	-	_
Government grants (note 13)	208	219	208	-
	2,062	2,964	2,062	_

Obligations under finance leases relate to amounts payable in less than five years.

## Loans - maturity analysis - Group and Company

_	Repayable within 1 year £'000	1 to 2 years £'000	2 to 5 Years £'000	Over 5 years £'000	Total £'000
Secured loans repayable in instalments	200	200	1,350	283	2,033

£700,000 of the loan balance is repayable in equal monthly instalments to September 2007 and incurs interest at LIBOR plus 1.25%

£750,000 of the loan balance is repayable in June 2004 and incurs interest at a fixed rate of 7.7%

The remaining loan balance is repayable in equal monthly instalments to June 2006 and incurs interest at a fixed rate of 8.9%.

The loans and the bank overdraft are secured by a fixed and floating charge over the assets of the Group.

#### **Operating Leases Commitments**

The Group and Company has the following annual financial commitments in respect of non-cancellable operating leases:

Date of lease termination:	2000 Land and Buildings £'000	1999 Land and buildings £'000	2000 Plant and machinery £'000	1999 Plant and machinery £'000
Within one year	8	-	109	37
In two to five years inclusive	-	-	56	
In over five years	123	123	-	62
	131	123	165	99

ICO (UK) Limited Notes to the Financial Statements(Continued)	Page 19
13 Accruals and Deferred Income	
	Group £'000
Government grants	2 000
At 1 October 1999 Amortisation in year	219 (11)
At 30 September 2000	208
Government grants	Company £'000
Government grants	
At 1 October 1999 Transfer from group company Amortisation in year	219 (11)
At 30 September 2000	208
Сотрапу	Deferred taxation £'000
At 1 October 1999	_
Transfer from group company Released in year Created in year	387 (169) 72
At 30 September 2000	290
	Deferred
Group	Deferred taxation £'000
Group  At 1 October 1999  Released in year  Created in year	taxation

15	Share	Capital
----	-------	---------

Company and Group	2000	1999
Authorised:	£'000	£'000
10,000,000 Ordinary shares of £1 each	10,000	10,000
Issued and fully paid:		
1,193,906 Ordinary shares of £1 each	1,194	1.194

# 16 Reserves

Group	Profit and Loss account £'000	Share Premium Account £'000
At 1 October 1999	1,142	2,896
Loss for the year	(471)	
At 31 September 2000	671	2,896

The Company has taken advantage of Section 230 of the Companies Act 1985 and has not presented its own profit and loss account. The loss after tax for the period dealt with in the accounts of the Company was £479,000 (1999: £nil)

Company	Profit and Loss account £'000	Share Premium Account £'000
At 1 October 1999	-	2,896
Loss for the year	(479)	
At 31 September 2000	(479)	2,896

# 17 Pension and Similar Obligations

The Group participates in a personal pension scheme operated by Scottish Equitable for its employee and directors.

The total pension cost for the Group was £160,000 (1999: £80,754). An amount of £40,000 is included in accruals in respect of pension costs (1999: £17,384).

One of the companies within the Group operates a defined contribution pension scheme for the benefit of certain employees and directors of the company. The assets of the scheme are administered by trustees in a fund independent from those of the company.

# 18 Reconciliation of Operating Loss to Net Cash (Outflow)/Inflow from Operating Activities

	Group 2000 £'000	Group 1999 £'000
Operating loss	(339)	(560)
Depreciation	698	755
Amortisation of intangible assets	149	144
Amortisation of government grants	(11)	(12)
Loss on sale of fixed assets	34	84
(Increase)/decrease in stocks	(231)	141
Increase in debtors	(248)	(179)
(Decrease)/increase in creditors	(75)	744
Net cash (outflow)/inflow from operating activities	(23)	1,117

## 19 Gross Cash Flows

	Group 2000 £'000	Group 1999 £'000
Returns on investments and servicing of finance		
Interest received	11	13
Interest paid	(276)	(298)
Interest element of finance leases	(15)	(20)
	(280)	(305)
Capital expenditure		
Payments to acquire tangible fixed assets	(160)	(309)
Proceeds from disposal of fixed assets		299
	(158)	(10)
Financing		
Capital repayment of finance leases	(63)	(86)
Repayment of loan balances	(201)	(200)
Repayment of inter-group loan balances	(625)	-
	(889)	(286)

# 20 Transfer of business

With effect from 1 October 1999, the trade and net assets of Wedco Technology UK Limited, ICO Polymers (UK) Limited and Rotec Chemicals Limited, being the subsidiaries of ICO (UK) Limited, were transferred to ICO (UK) Limited at book value plus £2,000,000 of goodwill for the trade of Rotec Chemicals Limited.

# 21 Ultimate Parent Company

The ultimate holding company is ICO Inc, a company registered and incorporated in the United States of America. Copies of the ultimate parent company's consolidated financial statements may be obtained from:-

The Company Secretary ICO Inc 11490 Westheimer Suite Houston Texas 77077