

**LUBRIZOL ADVANCED MATERIALS
MANUFACTURING UK LIMITED**

Report and Financial Statements

31 December 2012

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LUBRIZOL ADVANCED MATERIALS MANUFACTURING UK LIMITED

REPORT AND FINANCIAL STATEMENTS 2012

CONTENTS	Page
Officers and professional advisers	1
Director's report	2
Independent auditor's report	5
Profit and loss account	6
Balance sheet	7
Notes to the financial statements	8

LUBRIZOL ADVANCED MATERIALS MANUFACTURING UK LIMITED

REPORT AND FINANCIAL STATEMENTS 2012

OFFICERS AND PROFESSIONAL ADVISERS

DIRECTOR

E R Schnur

SECRETARY

M J Verthongen

REGISTERED OFFICE

The Knowle
Nether Lane
Hazelwood
Derbyshire
DE56 4AN

AUDITOR

Deloitte LLP
Chartered Accountants and Statutory Auditor
Nottingham, UK

LUBRIZOL ADVANCED MATERIALS MANUFACTURING UK LIMITED

DIRECTOR'S REPORT

The director presents his annual report on the affairs of the company, together with the financial statements for the year ended 31 December 2012

This director's report has been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption

PRINCIPAL ACTIVITY

The principal activity of the company during the year was the manufacture of speciality chemicals under a toll processing agreement with Lubrizol Advanced Materials Europe BVBA

PRINCIPAL RISKS AND UNCERTAINTIES

The director considers the following risks to be the most material or significant for the management of the business. These issues do not purport to be a complete list or explanation of all risk factors facing the Company. In particular the Company's performance may be affected by changes in the market and/or economic conditions and changes in legal, regulatory or tax requirement legislation. Additional risks and uncertainties not presently known by the Company or that the Company currently deems immaterial may also impact the business.

Financial risk management objectives and policies

The Company's activities expose it to a number of financial risks including, credit risk and cash flow risk

Cash flow risk

The Company is part of a cash pooling arrangement centralised for all Lubrizol entities in Europe at Lubrizol Luxembourg Sarl. Lubrizol Luxembourg Sarl holds accounts in various currencies on the group's behalf and together with the economies of being part of a centralized treasury function, the group is able to minimise its exposure to the financial risks of changes in foreign currency exchange rates.

Credit risk

The Company's principal financial assets are bank balances, cash and intercompany receivables. The Company's credit risk is low due to the fact that it does not have trade customers, the Company's activities are with other group companies.

The credit risk on liquid funds is limited because the European treasury function ensures the counterparties are banks with high credit-rating assigned by international credit-rating agencies.

Liquidity risk

In order to maintain liquidity to ensure that sufficient funds are available for on-going operations and future developments, the company uses short-term finance in the form of the intercompany cash pooling arrangement. The funding is managed centrally by the European treasury function.

RESULTS

The profit for the year amounted to £204,894 (2011: £256,347). The net assets for the year amounted to £1,169,754 which is an increase of £204,894 from 2011.

LUBRIZOL ADVANCED MATERIALS MANUFACTURING UK LIMITED

DIRECTOR'S REPORT (Continued)

GOING CONCERN

After making due enquiries, the Director has a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future and for this reason, the going concern basis continues to be adopted in preparing the financial statements

In reaching this conclusion the Director has considered the financial position of the Company, considering the net current liability position and its funding facilities. The Board has undertaken a review of the Company's forecasts and associated risks and sensitivities. The main activity of the Company is to act as a toll processor to another group company, the Director is satisfied this activity will continue, and the subsequent forecast for the twelve months from the date of approval of these financial statements remains relatively consistent with 2012 results

The company is part of a very successful group, its ultimate parent being Berkshire Hathaway Inc, listed on the New York Stock Exchange. The immediate parent Lubrizol Luxembourg has provided confirmation to the director to support the company in the event that this is needed in the form of financial support

The Company is part of a European intercompany cash pooling arrangement, the European Treasury function is based in Luxembourg. Short term financing needs are serviced by the cash pooling arrangement. This European Treasury function holds accounts in various currencies on the group's behalf and together with the economies of being part of a centralized treasury function, the group is able to minimise its exposure to the financial risks of changes in foreign currency exchange rates

DIRECTOR

The director who served throughout the year and subsequently was
E R Schnur

LUBRIZOL ADVANCED MATERIALS MANUFACTURING UK LIMITED

DIRECTOR'S REPORT (Continued)

DIRECTOR'S RESPONSIBILITIES STATEMENT

The director is responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law requires the director to prepare financial statements for each financial year. Under that law the director has elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the director must not approve the financial statements unless they are satisfied that they 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 these financial statements, the director is required to

- select suitable accounting policies and then apply them consistently,
- make judgments and accounting estimates that are reasonable and prudent, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business

The director is responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable him to ensure that the financial statements comply with the Companies Act 2006. He is 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.

AUDITOR

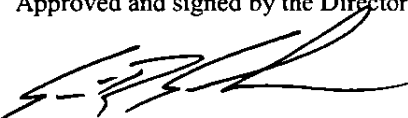
Each of the persons who is a director at the date of approval of this report confirms that

- (1) so far as the director is aware, there is no relevant audit information of which the company's auditor is unaware, and
- (2) the director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information

This confirmation is given and should be interpreted in accordance with the provisions of s418 of the Companies Act 2006

Deloitte LLP have expressed their willingness to continue in office as auditor and a resolution to reappoint them will be proposed at the forthcoming Annual General Meeting

Approved and signed by the Director

x 

E R SCHNUR
Director

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF LUBRIZOL ADVANCED MATERIALS MANUFACTURING UK LIMITED

We have audited the financial statements of Lubrizol Advanced Materials Manufacturing UK Limited for the year ended 31 December 2012 which comprise the profit and loss account, the balance sheet and the related notes 1 to 12. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of director and auditor

As explained more fully in the Director's Responsibilities Statement, the director is responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the annual report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2012 and of its profit for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Director's Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of director's remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or
- the director was not entitled to prepare the financial statements in accordance with the small companies regime and take advantage of the small companies exemption in preparing the director's report.

Alistair Pritchard FCA

Alistair Pritchard FCA (Senior Statutory Auditor)
for and on behalf of Deloitte LLP
Chartered Accountants and Statutory Auditor
Nottingham, UK

25 September 2013

LUBRIZOL ADVANCED MATERIALS MANUFACTURING UK LIMITED

PROFIT AND LOSS ACCOUNT Year ended 31 December 2012

	Note	2012 £	2011 £
TURNOVER	2	1,441,687	1,446,815
Cost of sales		(1,239,070)	(1,190,265)
GROSS PROFIT		202,617	256,550
Administrative income/(expenses)		118	(494)
OPERATING PROFIT	4	202,735	256,056
Bank interest receivable		2,138	1,861
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		204,873	257,917
Tax credit/(charge) on profit on ordinary activities	5	21	(1,570)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	10	204,894	256,347

There are no recognised gains or losses other than the profit of £204,894 (2011 £256,347) attributable to the shareholders for the year ended 31 December 2012 and accordingly, no statement of total recognised gains and losses has been prepared

All of the results derive from continuing operations

LUBRIZOL ADVANCED MATERIALS MANUFACTURING UK LIMITED

BALANCE SHEET

31 December 2012

	Note	2012 £	2011 £
FIXED ASSETS			
Tangible assets	6	1,338,316	1,368,352
CURRENT ASSETS			
Debtors	7	2,371,925	2,151,303
		<u>2,371,925</u>	<u>2,151,303</u>
CREDITORS. amounts falling due within one year	8	(2,540,487)	(2,554,795)
NET CURRENT LIABILITIES		<u>(168,562)</u>	<u>(403,492)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>1,169,754</u>	<u>964,860</u>
CAPITAL AND RESERVES			
Called up share capital	9	1	1
Profit and loss account	10	1,169,753	964,859
TOTAL SHAREHOLDERS' FUNDS	10	<u>1,169,754</u>	<u>964,860</u>

These financial statements have been prepared in accordance with the provisions applicable to companies entitled to the small companies' exemption

The financial statements of Lubrizol Advanced Materials Manufacturing UK Limited, Company Registration Number 4653208, were approved by the director and authorised for issue on 19 September 2013


E R SCHNUR

Director

LUBRIZOL ADVANCED MATERIALS MANUFACTURING UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS

Year ended 31 December 2012

1. ACCOUNTING POLICIES

The principal accounting policies are summarised below. They have all been applied consistently throughout the year and the preceding year.

These financial statements have been prepared in accordance with the provisions applicable to companies entitled to the small companies exemption.

Accounting convention

The financial statements are prepared under the historical cost convention and in accordance with applicable United Kingdom accounting standards.

After making due enquiries, the Director has a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future and for this reason, the going concern basis continues to be adopted in preparing the financial statements.

In reaching this conclusion the Director has considered the financial position of the Company, considering the net current liability position and its funding facilities. The Board has undertaken a review of the Company's forecasts and associated risks and sensitivities. The main activity of the Company is to act as a toll processor to another group company, the Director is satisfied this activity will continue, and the subsequent forecast for the twelve months from the date of approval of these financial statements remains relatively consistent with 2012 results.

The company is part of a successful group, its ultimate parent being Berkshire Hathaway Inc, listed on the New York Stock Exchange. The immediate parent Lubrizol Luxembourg has provided confirmation to the director to support the company in the event that this is needed in the form of financial support.

The Company is part of a European intercompany cash pooling arrangement, the European Treasury function is based in Luxembourg. Short term financing needs are serviced by the cash pooling arrangement. This European Treasury function holds accounts in various currencies on the group's behalf and together with the economies of being part of a centralized treasury function, the group is able to minimise its exposure to the financial risks of changes in foreign currency exchange rates.

Cash flow statement

The company has taken advantage of the exemption under Financial Reporting Standard Number 1 "Cash Flow Statements" from the requirement to present a cash flow statement on the basis that the company is a wholly owned subsidiary of Berkshire Hathaway Inc, whose publicly available financial statements include the results of this company.

Fixed assets

All fixed assets are initially recorded at cost, net of depreciation and any provision for impairment.

Depreciation

Depreciation is provided on all tangible fixed assets, other than freehold land and assets under construction, at rates calculated to write off the cost, less estimated residual value based on prices prevailing at the date of acquisition of each asset evenly over its expected useful life, as follows:

Freehold property	over 20 years
Plant and machinery	over 8 to 14 years
Fixtures and fittings	over 5 years
Assets in the course of construction	nil

LUBRIZOL ADVANCED MATERIALS MANUFACTURING UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued)

Year ended 31 December 2012

1. ACCOUNTING POLICIES (continued)

Taxation

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted by the balance sheet date

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements

A net deferred tax asset is regarded as recoverable and therefore recognised only when, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-discounted basis

Foreign currency translation

Transactions in foreign currencies are recorded at the rate ruling at the date of the transaction

Monetary assets and liabilities denominated in foreign currencies are retranslated at the rate of exchange ruling at the balance sheet date

All differences are taken to the profit and loss account

Pension costs

The company operates a defined contribution pension scheme. Contributions are charged in the profit and loss account as they become payable in accordance with the rules of the scheme

2. TURNOVER

Turnover is shown net of VAT and discounts and is attributable to one principal activity, that of the manufacture of chemicals. Turnover derived from outside the UK is 100%. Turnover is calculated based on an intercompany agreement by recharging back all qualifying costs incurred in performing services plus a 10% mark up

3. INFORMATION REGARDING DIRECTOR AND EMPLOYEES

	2012 Number	2011 Number
Average number of persons employed		
Production staff	23	24
	£	£
Staff costs during the year (including the director)		
Wages and salaries	613,075	620,909
Social security costs	71,024	69,052
Pension costs	52,575	34,525
	736,674	724,486

The director did not receive any remuneration for his services to this company (2011 £nil), nor is he a member of the company's pension scheme. The director is remunerated by another company within the group

LUBRIZOL ADVANCED MATERIALS MANUFACTURING UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued)

Year ended 31 December 2012

4. OPERATING PROFIT

Operating profit is stated after charging

	2012 £	2011 £
Depreciation of owned fixed assets	93,241	90,997
Loss on disposal of fixed assets	-	4,905
Auditor's remuneration – fees payable to the company's auditor for audit of financial statements	8,020	8,750
(Gain)/loss on foreign exchange	(118)	494
	<u> </u>	<u> </u>

There were no non-audit fees charged in the current or prior year

5. TAX ON PROFIT ON ORDINARY ACTIVITIES

	2012 £	2011 £
Current tax		
UK corporation tax	1,161	1,182
Adjustment in respect of prior years	(1,182)	388
	<u> </u>	<u> </u>
Total current tax	(21)	1,570
Deferred tax		
Origination and reversal of timing differences	(15,995)	(20,651)
Adjustment in respect of rate change	15,995	20,519
Adjustment in respect of previous periods	-	132
	<u> </u>	<u> </u>
Total deferred tax	-	-
	<u> </u>	<u> </u>
Total tax on profit on ordinary activities	<u>(21)</u>	<u>1,570</u>

Factors affecting current tax charge for the current year

The Budget 2012 introduced a reduction in the main rate of corporation tax from 25% to 23% with effect from 1 April 2013. This legislation was substantively enacted on 3 July 2012 and as such, in accordance with UK GAAP, the rate of 23% is used for the calculation of the deferred tax position at 31 December 2012 on the basis that it will materially reverse after 1 April 2013.

The Budget 2013, issued on 20 March 2013, announced that the main rate of corporation tax would be reduced to 21% from 1 April 2014 and to 20% with effect from 1 April 2015. These future rate reductions had not been substantively enacted at the balance sheet date, therefore have not been reflected in these financial statements. The effect of these rate reductions will be accounted for in the period they are substantively enacted.

LUBRIZOL ADVANCED MATERIALS MANUFACTURING UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued) Year ended 31 December 2012

5. TAX ON PROFIT ON ORDINARY ACTIVITIES (CONTINUED)

The actual tax charge for the current and previous year differs from the standard tax rate for the reasons set out in the following reconciliation

	2012 £	2011 £
Profit on ordinary activities before taxation	204,873	257,917
Tax on loss on ordinary activities at standard UK corporation tax rate of 24.5% (2011: 26.5%)	50,194	68,348
Effects of		
Expenses not deductible for tax purposes	6,676	6,132
Capital allowances in excess of depreciation	(17,254)	(28,025)
Loss on disposal of assets	-	1,299
Utilisation of tax losses	(38,455)	(46,572)
Prior year adjustment	(1,182)	388
Total current tax (credit)/charge for the year	(21)	1,570

The deferred taxation asset not recognised in the financial statements is as follows

	2012 £	2011 £
Tax losses available	107,651	156,263
Accelerated capital allowances	64,156	87,347
	171,807	243,610

A deferred tax asset has not been recognised in respect of trading losses and accelerated capital allowances as there is insufficient evidence that the asset will be recovered. The amount of the unrecognised asset carried forward is £171,807 (2011: £243,610). The asset would be recovered if profits were made in future from the same trade.

LUBRIZOL ADVANCED MATERIALS MANUFACTURING UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued) Year ended 31 December 2012

6. TANGIBLE FIXED ASSETS

	Assets under construction £	Freehold property £	Plant and machinery £	Fixtures and fittings £	Total £
Cost					
At 1 January 2012	-	1,292,168	1,381,214	63,441	2,736,823
Additions	10,147	-	53,058	-	63,205
At 31 December 2012	10,147	1,292,168	1,434,272	63,441	2,800,028
Depreciation					
At 1 January 2012	-	263,574	1,044,528	60,369	1,368,471
Charged in the year	-	24,501	65,668	3,072	93,241
At 31 December 2012	-	288,075	1,110,196	63,441	1,461,712
Net book value					
At 31 December 2012	10,147	1,004,093	324,076	-	1,338,316
At 31 December 2011	-	1,028,594	336,686	3,072	1,368,352

7. DEBTORS

	2012 £	2011 £
Other debtors	14,644	4,358
Amounts owed by group undertakings	2,346,366	2,133,574
Prepayments and accrued income	10,915	13,371
	<u>2,371,925</u>	<u>2,151,303</u>

All amounts are due within one year

8. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2012 £	2011 £
Trade creditors	10,143	5,413
Amounts owed to group undertakings	2,431,294	2,422,197
Other taxation and social security	18,623	18,620
Accruals and deferred income	79,266	107,383
Corporation tax	1,161	1,182
	<u>2,540,487</u>	<u>2,554,795</u>

LUBRIZOL ADVANCED MATERIALS MANUFACTURING UK LIMITED

NOTES TO THE FINANCIAL STATEMENTS (Continued)

Year ended 31 December 2012

9. CALLED UP SHARE CAPITAL

	2012 £	2011 £
Called up, allotted and fully paid		
1 ordinary share of £1 each	1	1

10. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS AND MOVEMENTS ON RESERVES

	Share capital £	Profit and loss account £	2012 Total shareholders' funds £	2011 Total shareholders' funds £
At 1 January	1	964,859	964,860	708,513
Profit for the year	-	204,894	204,894	256,347
At 31 December	1	1,169,753	1,169,754	964,860

11. ULTIMATE PARENT COMPANY

The ultimate parent company and controlling party is Berkshire Hathaway Inc, a company incorporated in the United States of America, the parent undertaking of the largest group for which group financial statements are drawn up and of which the reporting company is a member

The immediate parent company is Lubrizol Advanced Materials UK Limited, registered in England

The largest and smallest groups in which the company is consolidated are those headed by Berkshire Hathaway. Copies of the group financial statements of Berkshire Hathaway Inc are available from 3555 Farnam Street, Suite 1440, Omaha, NE 68131

12. RELATED PARTY TRANSACTIONS

The company has taken advantage of the exemptions contained in Financial Reporting Standard Number 8 "Related Party Transactions" not to present transactions with fellow group companies