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Cuadrilla Well Services Limited

Annual report and financial statements
Registered number 6811574
For the year ended 31 December 2016

THURSDAY



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Strategic report

The result for the year is a loss of \$2,998,000 (2015: loss \$9,666,000). The Directors do not recommend the payment of a dividend.

The Company owns oil and gas exploration plant and machinery.

All working capital funding for capital expenditure and general activity is provided to the Company by the parent company.

Principal risks and uncertainties

From the perspective of the Company, principal risks and uncertainties are integrated with the principal risks of the Cuadrilla group and are not managed separately. Accordingly, the principal risks and uncertainties of Cuadrilla Resources Holdings Limited, which include those of the Company, are discussed in the directors' report of the group's financial statements which does not form part of this report.

Key Performance Indicators ("KPIs")

The directors of Cuadrilla Resources Holdings Limited manage the group's operations on a combined basis. For this reason, the company's directors believe that analysis using key performance indicators for the Company is not necessary or appropriate for an understanding of the development, performance or position of the Company.

Going concern

The financial statements have been prepared on the going concern basis, notwithstanding net liabilities of \$42,670,000, which the directors believe to be appropriate for the following reasons.

The Company is dependent for its working capital on funds provided to it by Cuadrilla Resources Limited, the Company's parent. Cuadrilla Resources Limited has indicated that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the Company and in particular will not seek repayment of the amounts currently made available.

The Directors have reviewed the forecast cash requirements of the group for the 12 months following the date of signing these accounts and, after making appropriate enquiries, they have satisfied themselves that the group will be able to meet its external liabilities as they fall due for payment.

Based on the above reasons, the directors consider that it is appropriate to prepare the financial statements on a going concern basis.

By order of the board

Francis Egan Director

23 May 2017

Directors' report

The directors of Cuadrilla Well Services Limited (the "Company") present their strategic report, directors' report and financial statements for the year ended 31 December 2016.

Principal activities

The principal activity of the Company is the provision of services for the exploration and appraisal of oil and gas assets.

Directors

The directors who held office in the period to the date of this report were as follows:

Francis Egan

Andrew Quarles van Ufford

(resigned 5 May 2017)

Mark Lappin

(appointed 8 May 2017)

Disclosure of information to auditor

The directors who held office at the date of approval of this directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditor is unaware; and each director has taken all the steps that he ought to have taken as a director to make himself aware of any relevant audit information and to establish that the company's auditor is aware of that information.

Auditor

Pursuant to Section 487 of the Companies Act 2006, the auditor will be deemed to be reappointed and KPMG LLP will therefore continue in office.

By order of the board

Francis Egan Director Cuadrilla House Unit 6 Sceptre Court Sceptre Way Bamber Bridge Preston PR5 6AW

23 May 2017

Statement of directors' responsibilities in respect of the strategic report, directors' report and the financial statements

The directors are responsible for preparing the Strategic, Director's Report and the financial statements in accordance with applicable laws and regulations.

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare financial statements in accordance with IFRSs as adopted by the EU and applicable law.

Under company law the directors 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 directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and estimates that are reasonable and prudent;
- State whether they have been prepared in accordance with IFRSs as adopted by the EU; and
- 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 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 them to ensure that the financial statements comply with the Companies Act 2006. They have general responsibility for taking steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

KPMG LLP

One Snowhill Snow Hill Queensway Birmingham B4 6GH United Kingdom

Independent auditor's report to the members of Cuadrilla Well Services Limited

We have audited the financial statements of Cuadrilla Well Services Limited for the year ended 31 December 2016 set out on pages 6 to 17. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the EU.

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 directors and auditors

As explained more fully in the directors' responsibilities statement set out on page 3, the directors are 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 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

A description of the scope of an audit of financial statements is provided on the Financial Reporting Council's website at www.frc.org.uk/auditscopeukprivate.

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 2016 and of its loss for the year then ended;
- have been properly prepared in accordance with IFRSs as adopted by the EU; 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 Strategic Report and the Directors' Report for the financial year is consistent with the financial statements.

Based solely on the work required to be undertaken in the course of the audit of the financial statements and from reading the Strategic report and the Directors' report:

- we have not identified material misstatements in those reports; and
- in our opinion, those reports have been prepared in accordance with the Companies Act 2006.

23 May 2017

Independent auditor's report to the members of Cuadrilla Well Services Limited (continued)

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 directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.

Peter Meehan (Senior Statutory Auditor) for and on behalf of KPMG LLP

Chartered Accountants

Income statement

for the year ended 31 December 2016

	Note	Year ended 31 December 2016 \$000	Year ended 31 December 2015 \$000
Revenue		-	218
Depreciation Other cost of sales		(2,697) -	(2,898) (404)
Gross loss		(2,697)	(3,084)
Operating expenses Administrative expenses		(252) (49)	(6,101) (481)
Operating loss	1,4	(2,998)	(9,666)
Taxation	5	-	-
Loss for the year		(2,998)	(9,666)

The results above relate to continuing operations.

The Company has no other income or expenses recognised in the year, other than those shown in the 'Income Statement and Comprehensive Income' above.

The accompanying notes on pages 8 to 17 form an integral part of these financial statements.

Balance sheet at 31 December 2016

at 51 December 2010	Note	2016 \$000	2015 \$000
Non-current assets Property, plant and equipment	6	10,010	12,825
Current assets Trade and other receivables Inventories	7 8	- 2	64 -
Total assets		10,012	12,889
Current liabilities Trade and other payables .	9	(52,682)	(52,561)
Total liabilities		(52,682)	(52,561)
Net liabilities		(42,670)	(39,672)
Equity attributable to equity holders of the parent Share capital Retained losses	10 10	- (42,670)	(39,672)
Total equity		(42,670)	(39,672)

These financial statements were approved by the board of directors on 23 May 2017 and were signed on its behalf by:

Francis Egan Director

Registered number: 6811574

The accompanying notes on pages 8 to 17 form an integral part of these financial statements.

Notes

(forming part of the financial statements)

1 Accounting policies

Cuadrilla Well Services Limited (the "Company") is a company incorporated in and domiciled in the United Kingdom.

The financial statements have been prepared and approved by the directors in accordance with International Financial Reporting Standards as adopted by the EU ("Adopted IFRSs") and applied in accordance with the provisions of the Companies Act 2006.

The Company's financial statements are presented in US dollars, which is the Company's functional and presentation currency.

Measurement convention

The financial statements are prepared on the historical cost basis. Non-current assets are stated at the lower of previous carrying amount and fair value less costs to sell.

Going concern

The Company's business activities, together with the factors likely to affect its future developments, performance and position are set out in the strategic report on page 1.

Notwithstanding that at the year end the Company had net liabilities of \$42,670,000 the statutory accounts have been prepared on a going concern basis, which the directors believe to be appropriate for the following reasons:

The Company is dependent for its working capital on funds provided to it by Cuadrilla Resources Limited, the Company's parent. Cuadrilla Resources Limited has indicated that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the Company and in particular will not seek repayment of the amounts currently made available.

The Directors have reviewed the forecast cash requirements of the group for the 12 months following the date of signing these accounts and, after making appropriate enquiries, they have satisfied themselves that the group will be able to meet its external liabilities as they fall due for payment.

Based on the above reasons, the directors consider that it is appropriate to prepare the financial statements on a going concern basis.

Cash flow statement

The Company has not prepared a cash flow statement as it has not engaged in any cash transactions during the year. Expenses have been paid by the immediate parent company on behalf of the Company and settled through intercompany account.

Foreign currency

Transactions in foreign currencies are translated to the functional currencies of Company at the foreign exchange rate issued at by Her Majesty's Revenue & Customs at the beginning of the month in which the transaction occurs. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated to the functional currency at the foreign exchange rate ruling at that date. Foreign exchange differences arising on translation are recognised in the income statement. Non-monetary assets and liabilities that are measured in terms of historical cost in a foreign currency are translated using the exchange rate at the date of the transaction.

1 Accounting policies (continued)

Non-derivative financial instruments

Non-derivative financial instruments comprise trade and other receivables and trade and other payables.

Trade and other receivables

Trade and other receivables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method, less any impairment losses.

Trade and other payables

Trade and other payables are recognised initially at fair value. Subsequent to initial recognition they are measured at amortised cost using the effective interest method.

Property, plant and equipment

Tangible fixed assets, used in exploration and evaluation activities (such as drilling rigs and associated equipment) are classified as property, plant and equipment. These assets are stated at cost less accumulated depreciation and accumulated impairment losses.

Where parts of an item of property, plant and equipment have different useful lives, they are accounted for as separate items of property, plant and equipment.

Depreciation is charge to the income statement on a straight line bases over the estimated useful lives of each part of an item of property, plant and equipment. The estimated useful lives are as follow:

• Plant and equipment 10 years

• Fixtures, fittings and equipment 4 years

Motor vehicles
 4 years

Depreciation methods, useful lives and residual values are reviewed at each balance sheet date.

Inventories

Inventories are stated at the lower of cost and net realisable value. Cost is based on the weighted average principle and includes expenditure incurred in acquiring the inventories, production or conversion costs and other costs in bringing them to their existing location and condition.

Revenue

Revenue is recognised at the fair value of the consideration received or receivable when the significant risks and rewards of ownership are transferred to the buyer in respect of plant and machinery hired during the year. Sales to related companies are carried out at arm's length.

Expenses

Foreign currency gains and losses are reported on a net basis within administrative expenses.

Employee benefits

Defined contribution plans

A defined contribution plan is a post-employment benefit plan under which the company pays fixed contributions into a separate entity and will have no legal or constructive obligation to pay further amounts. Obligations for contributions to defined contribution pension plans are recognised as an expense in the income statement as incurred.

Taxation

Tax on the profit or loss for the year comprises current and deferred tax. Tax is recognised in the income statement except to the extent that it relates to items recognised directly in equity, in which case it is recognised in equity.

Current tax is the expected tax payable on the taxable income for the year, using tax rates enacted or substantively enacted at the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is provided on temporary differences between the carrying amounts of assets and liabilities for financial reporting purposes and the amounts used for taxation purposes. The following temporary differences are not provided for: the initial recognition of assets or liabilities that affect neither accounting nor taxable profit other than in a business combination, and differences relating to investments in subsidiaries to the extent that they will probably not reverse in the foreseeable future. The amount of deferred tax provided is based on the expected manner of realisation or settlement of the carrying amount of assets and liabilities, using tax rates enacted or substantively enacted at the balance sheet date.

A deferred tax asset is recognised only to the extent that it is probable that future taxable profits will be available against which the temporary difference can be utilised.

2 **Business and geographical segments**

The Company has a single class of business which is the provision of services for the exploration of oil and gas. The Company operates in one geographical area - Europe.

3 Staff costs and directors remuneration

The average number of persons (excluding executive directors) employed by the Company during the year was:

	Number of employees Company	
	2016	2015
Management	-	1

The aggregate payroll costs of these persons were as follows:		
	2016 \$000	2015 \$000
Wages and salaries Social security costs	-	175 21
Contributions to defined contribution plans		6
	-	202
None of the directors received any remuneration in respect of services to the Compa	ny.	

4 Expenses and auditor's remuneration

Included in loss for the year are the following:

	2016	2015
	\$000	\$000
(Profit)/loss on disposal of tangible fixed assets	5	396
Depreciation of tangible fixed assets	2,697	2,921
Management fees	15	238
Foreign exchange (gains)/losses	(4)	60
		

Management fees are charges from group companies for services provided to the Company. The Directors consider that the management fees are charged on an arms length basis.

Audit fees are borne by the ultimate parent company - Cuadrilla Resources Holdings Limited.

5 Taxation

Total tax expense

Recognised in the income statement

Tax using the UK corporation tax rate of 20% (2015: 20.25%)

Current year losses for which no deferred tax asset is recognised

Depreciation in excess of capital allowances for which no deferred tax asset is recognised

·	2016 \$000	2015 \$000
Current tax expense	-	-
Deferred tax expense	-	-
Total tax expense	-	-
Reconciliation of effective tax rate		
	2016	2015
	\$000	\$000
Loss before tax for the year	(2,998)	(9,666)

A reduction in the UK corporation tax rate from 21% to 20% (effective from 1 April 2015) was substantively enacted on 2 July 2013. Further reductions to 19% (effective from 1 April 2017) and to 18% (effective 1 April 2020) were substantively enacted on 26 October 2015, and an additional reduction to 17% (effective 1 April 2020) was substantively enacted on 6 September 2016. This will reduce the company's future current tax charge accordingly.

No provision for tax has been made as the Company has estimated accumulated tax losses of \$22,819,000 (2015:\$22,513,000) which are available for offset against future taxable income. A deferred tax asset has not been recognised as it is uncertain when the Company will be able to utilise the losses. The Company also has an unrecognised deferred tax asset in respect of property, plant and equipment of \$3,308,000 (2015:\$2,978,000).

1.957

(672)

(1,285)

600

(538)

(62)

6 Property, plant and equipment

	Plant and machinery	Fixtures, fittings & equipment	Motor vehicles	Total
	\$000	\$000	\$000	\$000
Cost Balance at 1 January 2015 Disposals	30,275 (2,588)	44 (44)	140 (114)	30,459 (2,746)
Balance at 31 December 2015	27,687		26	27,713
Balance at 1 January 2016 Disposals	27,687 (290)	- -	26 -	27,713 (290)
Balance at 31 December 2016	27,397	-	26	27,423
Depreciation Balance at 1 January 2015 Disposals Depreciation charge for the year	(13,304) 1,340 (2,898)	(33) 43 (10)	(122) 109 (13)	(13,459) 1,492 (2,921)
Balance at 31 December 2015	(14,862)	-	(26)	(14,888)
Balance at 1 January 2016 Disposals Depreciation charge for the year	(14,862) 172 (2,697)	- - -	(26) - -	(14,888) 172 (2,697)
Balance at 31 December 2016	(17,387)	-	(26)	(17,413)
Net book value At 31 December 2015	12,825	-	·	12,825
At 31 December 2016	10,010	•	<u>-</u>	10,010

The depreciation charge for plant and machinery of \$2,697,000 (2015: \$2,898,000) is recognised within cost of sales for the year. In 2015, the depreciation charge for fixtures, fitting and equipment of \$10,000 was recognised within administrative expenses for the year and the depreciation charge for motor vehicles of \$13,000 was recognised within operating expenses for the year.

7 Trade and other receivables

2016 \$000	2015 \$000
Current Trade receivables -	19
Prepayments - Other receivables -	38 7
- Cities receivables	
-	64
8 Inventories	
2016	2015
	\$000
Raw materials and consumables 2	-
9 Trade and other payables	
2016	2015
\$000	\$000
Current Amounts due to immediate parent company 52,645	52,519
Non-trade payables and accrued expenses 37	42
52,682	52,561
. 32,002	====

Amounts due to the immediate parent company relate to the settlement of liabilities on behalf of the Company. The amounts bear no interest and are repayable on demand. See Note 1 relating to the parent company's ongoing financial support.

Amounts due to fellow subsidiary undertakings relate to management fees and are also repayable on demand and bear no interest.

10 Capital and reserves

Reconciliation	of	movement in	capital	and	reserves
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Reconciliation of movement in capital and reserves	Share capital \$000	Retained losses \$000	Total Equity \$000
Balance at 1 January 2015 Total recognised income and expense	- -	(30,006) (9,666)	(30,006) (9,666)
Balance at 31 December 2015	-	(39,672)	(39,672)
Balance at 1 January 2016 Total recognised income and expense	-	(39,672) (2,998)	(39,672) (2,998)
Balance at 31 December 2016	-	(42,670)	(42,670)
Share capital			
Ordinary shares			
		2016 number	2015 number
On issue at 31 December – fully paid		100	100
		2016 \$	2015 \$
Allotted, called up and fully paid Ordinary shares of \$1 each		100	100

The holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at meetings of the Company.

11 Financial instruments

11(a) Fair value of financial instruments

Trade and other receivables

The fair value of trade and other receivables is estimated as the present value of future cash flows, discounted at the market rate of interest at the balance sheet date if the effect is material.

Trade and other payables

The fair value of trade and other payables is estimated as the present value of future cash flows, discounted at the market rate of interest at the balance sheet date if the effect is material.

Fair values

The fair values of financial assets and liabilities are considered to be the same as the carrying amounts.

11(b) Credit risk

Credit risk is the risk of financial loss to the Company if a customer or counterparty to a financial instrument fails to meet its contractual obligations, and arises principally from the Company's receivables from customers. The Company had no exposure to credit risk at 31 December 2016.

11(c) Liquidity risk

Financial risk management

Liquidity risk is the risk that the Company will not be able to meet its financial obligations as they fall due.

The Company's most significant creditors is an intercompany balance with the parent company, which although it is documented as repayable on demand, the parent company has indicated that for at least 12 months from the date of approval of these financial statements, it will continue to make available such funds as are needed by the Company and in particular will not seek repayment of the amounts currently made available.

11(d) Market risk

Financial risk management

Market risk is the risk that changes in market prices, such as foreign exchange rates, interest rates and equity prices will affect the Company's income or the value of its holdings of financial instruments.

Exposure to interest rate risks arise in the normal course of the Company's business. The Company's transactions are denominated in US\$ and exposure to foreign currency risk is not considered significant.

11(e) Capital management

The Company is dependent for its working capital on funds provided to it by Cuadrilla Resources Limited, the Company's parent. Management have reviewed the forecast cash requirements of the group for the following 12 months and have satisfied themselves that the group will be able to meet its external liabilities as they fall due for payment.

12 Contingencies

The Company is part of a group registration for VAT.

13 Related parties

For the year ended 31 December 2016, the following related party transactions took place:

	Purchases	
	from	
	2016	2015
	\$000	\$000
Management fees		
Cuadrilla Resources Limited	15	30
Susquehanna Natural Resources Co.	-	238
•		
	15	268
	Payables	
	outstanding	
	2016	2015
	\$000	\$000
Immediate parent company		
Cuadrilla Resources Limited	52,645	52,519
		

The terms of the parent company intercompany account and the management fee arrangements are both disclosed elsewhere in these financial statements.

14 Ultimate parent company and parent company of larger group

The company is a subsidiary undertaking of Cuadrilla Resources Limited, a company incorporated in the United Kingdom. The ultimate parent company of the group is Cuadrilla Resources Holdings Limited which is jointly controlled by its shareholders:

- Lucas Cuadrilla PTY Limited (45%);
- Riverstone/Carlyle Global Energy and Power Fund IV (Cayman) LP (45%); and
- Management team and employees (10%).

The largest and smallest consolidated financial statements into which the results of the Company are consolidated are those of the ultimate parent company, Cuadrilla Resources Holdings Limited. Cuadrilla Resources Holdings Limited is a company incorporated in the United Kingdom and copies of the consolidated financial statements are available from Companies House, Crown Way, Cardiff, CF14 3UZ.