JFC PLASTICS LIMITED REPORT OF THE DIRECTORS AND AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2010

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JFC PLASTICS LIMITED

COMPANY INFORMATION for the Year Ended 31 December 2010

DIRECTORS.

J F Concannon Mrs P Concannon

SECRETARY.

Mrs P Concannon

REGISTERED OFFICE:

Unit 6

Goldicote Business Park

Banbury Road Stratford upon Avon Warwickshire

CV37 7NB

REGISTERED NUMBER:

01038712 (England and Wales)

AUDITORS:

Cooper Adams Ltd Chartered Accountants and Statutory Auditors 12 Payton Street Stratford upon Avon Warwickshire

CV37 6UA

REPORT OF THE DIRECTORS for the Year Ended 31 December 2010

The directors present their report with the financial statements of the company for the year ended 31 December 2010

PRINCIPAL ACTIVITY

The principal activity of the company in the year under review was that of the recycling of plastic for the production of pipe and other plastic products

REVIEW OF BUSINESS

We aim to present a balanced and comprehensive review of the development and performance of our business during the year and of its position at the year end. Our review is consistent with the size and non-complex nature of our business and is written in the context of the risks and uncertainties we face

The company is engaged in the manufacture, sale and distribution of water carrier pipe produced from recycled material. Our business operates from two locations within the UK, one which specialises in the recycling of post consumer plastics into a plastic compound, while the other produces high quality water carrier and drainage pipe from that recycled material and distributes this to a wide customer base within the UK and overseas

We consider that our key financial performance indicators are those that communicate the financial performance and strength of the company as a whole, these being turnover, gross margin and return on capital employed

All divisions of the business have shown consolidation during the year. Our recycling business has undergone substantial capital investment in the last four years and is only now beginning to reach its capacity. Sales of our Corriepipe range have continued to grow and the company is pleased with its acceptance and usage within its markets.

This year an operating profit of £208,123 was realised compared with an operating loss of £321,877 last year Gross margins have improved from 20% last year to 24% this year. Significant research and development costs have been incurred during the year, and all of these amounts have been included in the profit and loss account for the year. Results have again been depressed as a result. However, this is a long-term investment by the company in order to secure a quality feedstock for the production process.

As for many businesses of our size, the business environment in which we operate continues to be challenging. The plastics market in the UK is highly competitive and margins continue to be tight. Our results are of course also influenced by government spending patterns and the performance of the construction sector in general.

With these risks and uncertainties in mind, we are aware that any plans for the future development of the business may be subject to unforeseen future events outside of our control

DIVIDENDS

No dividends will be distributed for the year ended 31 December 2010

DIRECTORS

The directors shown below have held office during the whole of the period from 1 January 2010 to the date of this report

J F Concannon
Mrs P Concannon

REPORT OF THE DIRECTORS for the Year Ended 31 December 2010

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Report of the Directors and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have 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 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 accounting estimates that are reasonable and prudent,
- 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 are 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he or she ought to have taken as a director in order to make himself or herself aware of any relevant audit information and to establish that the company's auditors are aware of that information

ON BEHALF OF THE BOARD.

Mrs P Concannon - Secretary

16 September 2011

REPORT OF THE INDEPENDENT AUDITORS TO THE SHAREHOLDERS OF JFC PLASTICS LIMITED

We have audited the financial statements of JFC Plastics Limited for the year ended 31 December 2010 on pages five to seventeen. 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 a Report of the Auditors, 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 Statement of Directors' Responsibilities set out on page three, 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 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.

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 2010 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 Report of the Directors 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 directors' remuneration specified by law are not made. Or
- we have not received all the information and explanations we require for our audit

David Cooper FCA (Senior Statutory Auditor) for and on behalf of Cooper Adams Ltd

Chartered Accountants and Statutory Auditors 12 Payton Street Stratford upon Avon Warwickshire

CV37 6UA

16 September 2011

PROFIT AND LOSS ACCOUNT for the Year Ended 31 December 2010

	Notes	2010 £	2009 £
TURNOVER		9,564,026	9,361,514
Cost of sales		7,311,235	7,531,650
GROSS PROFIT		2,252,791	1,829,864
Administrative expenses		2,044,668	2,151,741
OPERATING PROFIT/(LOSS)	3	208,123	(321,877)
Interest receivable and similar income		9,205	5,978
		217,328	(315,899)
Interest payable and similar charges	4	48,744	73,814
PROFIT/(LOSS) ON ORDINARY ACTIVE BEFORE TAXATION	VITIES	168,584	(389,713)
Tax on profit/(loss) on ordinary activities	5	1,933	
PROFIT/(LOSS) FOR THE FINANCIAL	YEAR	166,651	(389,713)

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profit for the current year and the loss for the previous year

BALANCE SHEET 31 December 2010

		20 ⁻	10	200	9
	Notes	£	£	£	£
FIXED ASSETS					
Tangible assets	6		9,316,514		9,867,675
Investments	7		-		-
					
			9,316,514		9,867,675
CURRENT ASSETS					
Stocks	8	885,225		1,037,228	
Debtors	9	1,425,131		4,683,834	
Cash at bank		2,558,187		1,142,479	
		4,868,543		6,863,541	
CREDITORS					
Amounts falling due within one year	10	1,939,203		2,223,891	
NET CURRENT ASSETS			2,929,340		4,639,650
TOTAL ASSETS LESS CURRENT					
LIABILITIES			12,245,854		14,507,325
			12,2 10,004		14,001,020
CREDITORS					
Amounts falling due after more than one	;				
year	11		13,442,439		15,870,561
NET LIABILITIES			(1,196,585)		(1,363,236)
CAPITAL AND RESERVES					
Called up share capital	15		1,000		1,000
Profit and loss account	16		(1,197,585)		(1,364,236)
Tone and 1039 account	10		(1,187,303)		(1,304,230)
SHAREHOLDERS' FUNDS	19		(1,196,585)		(1,363,236)
			===		

The financial statements were approved by the Board of Directors on 16 September 2011 and were signed on its behalf by

J F Concannon - Director

John Concornor

CASH FLOW STATEMENT for the Year Ended 31 December 2010

		20	10	20	009
	Notes	£	£	£	£
Net cash inflow					
from operating activities	1		1,960,070		1,272,347
Returns on investments and					
servicing of finance	2		(39,539)		(67,836)
Capital expenditure	2		(262,615)		(500,274)
			1,657,916		704,237
Financing	2		(242,208)		(446,165)
Increase in cash in the period			1,415,708		258,072
					=======================================

Reconciliation of net cash flow to movement in net debt	3			
Increase In cash in the period Cash outflow	1,415,708		258,072	
from decrease in debt and lease financing	242,208		446,165	
Change in net debt resulting from cash flows		1,657,916		704,237
Movement in net debt in the period Net debt at 1 January		1,657,916 (1,918,884)		704,237 (2,623,121)
Net debt at 31 December		(260,968)		(1,918,884)

NOTES TO THE CASH FLOW STATEMENT for the Year Ended 31 December 2010

1 RECONCILIATION OF OPERATING PROFIT/(LOSS) TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2010	2009
	£	£
Operating profit/(loss)	208,123	(321,877)
Depreciation charges	817,580	898,666
Profit on disposal of fixed assets	(3,804)	-
Decrease in loans from group companies	(2,133,547)	1,419,706
Decrease in stocks	152,003	78,304
Decrease/(Increase) in debtors	3,258,703	(455,558)
Decrease in creditors	(338,988)	(346,894)
Net cash inflow from operating activities	1,960,070	1,272,347

2 ANALYSIS OF CASH FLOWS FOR HEADINGS NETTED IN THE CASH FLOW STATEMENT

	2010 £	2009 £
Returns on investments and servicing of finance Interest received Interest paid Interest element of hire purchase payments	9,205 (46,776) (1,968)	5,978
Net cash outflow for returns on investments and servicing of finance	(39,539)	(67,836)
Capital expenditure Purchase of tangible fixed assets Sale of tangible fixed assets	(284,815) 22,200	(500,274)
Net cash outflow for capital expenditure	(262,615)	(500,274)
Financing New loans in year Exchange rate difference on loan Capital repayments in year	187,870 (75,498) (354,580)	(191,294) (254,871)
Net cash outflow from financing	(242,208)	(446,165)

NOTES TO THE CASH FLOW STATEMENT for the Year Ended 31 December 2010

3 ANALYSIS OF CHANGES IN NET DEBT

ANALIGIO GI GIANGLO IN NEI DEBI	At 1 1 10 £	Cash flow £	At 31 12 10 £
Net cash Cash at bank and in hand	1,142,479	1,415,708	2,558,187
	1,142,479	1,415,708	2,558,187
Debt Hire purchase Debts falling due	(29,851)	10,979	(18,872)
within one year Debts falling due	(322,242)	(52,367)	(374,609)
after one year	(2,709,270)	283,596	(2,425,674)
	(3,061,363)	242,208	(2,819,155)
Total	(1,918,884)	1,657,916	(260,968)

ACCOUNTING POLICIES

Basis of preparing the financial statements

The company is showing net liabilities as at 31 December 2010 and 31 December 2009. The ultimate parent company has confirmed that it will continue to support the company financially, to allow it to continue its operations for the foreseeable future. On this basis, the directors consider it appropriate to prepare the financial statements on a going concern basis

Accounting convention

The financial statements have been prepared under the historical cost convention

Turnover represents net invoiced sales of goods, excluding value added tax, except in respect of service contracts where turnover is recognised when the company obtains the right to consideration

Tangible fixed assets

Depreciation is provided at the following annual rates in order to write off each asset over its estimated useful life or, if held under a finance lease, over the lease term, whichever is the shorter

Freehold property

not provided

Fixtures and fittings

Improvements to property
Plant and machinery
Fixtures and fittings
- Incorprovided
- 2% on cost
- 10% - 20% on reducing balance - 12 5% - 25% on reducing balance

Motor vehicles

- 25% on reducing balance

No depreciation has been charged in respect of the freehold property, as its useful economic life is expected to exceed fifty years

Stocks

Stocks are valued at the lower of cost and net realisable value, after making due allowance for obsolete and slow moving items

Deferred tax

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 have occurred at that date that will result in an obligation to pay more, or a right to pay less or to receive more tax

Deferred tax assets are recognised only to the extent that the directors consider that it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted

Foreign currencies

Assets and liabilities in foreign currencies are translated into sterling at the rates of exchange ruling at the balance sheet date. Transactions in foreign currencies are translated into sterling at the rate of exchange ruling at the date of transaction. Exchange differences are taken into account in arriving at the operating result

Hire purchase and leasing commitments

Assets obtained under hire purchase contracts or finance leases are capitalised in the balance sheet Those held under hire purchase contracts are depreciated over their estimated useful lives. Those held under finance leases are depreciated over their estimated useful lives or the lease term, whichever is the shorter

The interest element of these obligations is charged to the profit and loss account over the relevant period. The capital element of the future payments is treated as a liability

Pension costs and other post-retirement benefits

The company operates a defined contribution pension scheme. Contributions payable to the company's pension scheme are charged to the profit and loss account in the period to which they relate

1 ACCOUNTING POLICIES - continued

Group accounts

The directors have relied upon the exemption conferred by Section 405 of the Companies Act 2006 from the requirement to prepare group accounts

\sim	074	 COSTS
,	- I A	
_	217	 ~~~

	2010 £	2009 £
Wages and salaries Other pension costs	1,270,517 15,643	1,479,108 15,824
	1,286,160	1,494,932
The average monthly number of employees during the year was as follow		2000
	2010	2009
Administration	5	5
Production	34	43
Sales	3	3
	42	51
		

3 OPERATING PROFIT/(LOSS)

The operating profit (2009 - operating loss) is stated after charging/(crediting)

Depreciation - assets on hire purchase contracts Profit on disposal of fixed assets	5,254 (3,804)	6,005 -
Auditors' remuneration	3,500 =======	3,500
Directors' remuneration	-	-
	====	

4 INTEREST PAYABLE AND SIMILAR CHARGES

	2010	2009
	£	£
Bank interest	949	1,374
Bank loan interest	45,827	70,463
Hire purchase interest	1,968	1,977
	48,744	73,814
		

5 TAXATION

Ana	lysis	of the	tax	charge
-----	-------	--------	-----	--------

The tax charge on the profit on ordinary activities for the year was a	as follows	
	2010	2009
Current tax	£	£
UK corporation tax	1,933	-
Tax on profit/(loss) on ordinary activities	1,933	
rax on pronotiossy on ordinary activities	1,933	

Factors that may affect future tax charges

The company has tax losses of £3,060,514 (2009 £3,141,862) that are available indefinitely for offset against future taxable profits of the company. A deferred tax asset has not been recognised in respect of these losses, as in the opinion of the directors it is considered more than likely that taxable profits from which losses can be deducted will not be available in the immediate future.

6 TANGIBLE FIXED ASSETS

	Improvements		
	Freehold	to	Plant and
	property	property	machinery
	£	£	£
COST			
At 1 January 2010	3,538,937	40,923	10,294,276
Additions	9,668	•	275,147
Disposals			(22,033)
At 31 December 2010	3,548,605	40,923	10,547,390
DEPRECIATION			
At 1 January 2010	-	21,769	4,027,153
Charge for year	-	818	807 144
Eliminated on disposal	-	-	(3,637)
At 31 December 2010	-	22,587	4,830,660
NET BOOK VALUE			
At 31 December 2010	3,548,605	18,336	5,716,730
At 31 December 2009	3,538,937	19,154	6,267,123

TANGIBLE FIXED ASSETS - continued

	Fixtures and fittings £	Motor vehicles £	Totals £
COST	~	~	~
At 1 January 2010	129,964	19,544	14,023,644
Additions	-	-	284,815
Disposals		-	(22,033)
At 31 December 2010	129,964	19,544	14,286,426
DEPRECIATION			
At 1 January 2010	96,872	10,175	4,155,969
Charge for year	7,276	2,342	817,580
Eliminated on disposal	-	-	(3,637)
At 31 December 2010	104,148	12,517	4,969,912
NET BOOK VALUE			
At 31 December 2010	25,816 =====	7,027	9,316,514
At 31 December 2009	33,092	9,369	9,867,675

Fixed assets, included in the above, which are held under hire purchase contracts are as follows

i nod doocto, included in the above, which are neld that hire parchase contribute are a	Plant and machinery
COST At 1 January 2010 and 31 December 2010	54,899
DEPRECIATION At 1 January 2010 Charge for year	12,866 5,254
At 31 December 2010	18,120
NET BOOK VALUE At 31 December 2010	36,779
At 31 December 2009	42,033

7 FIXED ASSET INVESTMENTS

0007	Shares in group undertakings £
COST At 1 January 2010	
and 31 December 2010	9,180
PROVISIONS At 1 January 2010 and 31 December 2010	9,180
NET BOOK VALUE At 31 December 2010	
At 31 December 2009	-

The company's investments at the balance sheet date in the share capital of companies include the following

D W Clark (Drainage Equipment) Ltd

	Class of shares Ordinary £1	% holding 100 00		
	Aggregate capital and reserves		2010 £ 9,091	2009 £ 9,091
8	STOCKS		2010	2009
	Stocks		£ 885,225	£ 1,037,228
9	DEBTORS: AMOUNTS FALLING DUE WITHIN ONE	YEAR	2010	2009
	Trade debtors Amounts owed by group		£ 1,367,993	£ 1,239,332
	undertakings Prepayments		57,138	3,379,480 65,022
			1,425,131	4,683,834

During the year, all group undertakings agreed to transfer debtor balances against 'amounts owed to group undertakings' falling due after more than one year (see note 11)

10 CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	2010	2009
	£	£
Bank loans and overdrafts (see note 12)	327,653	322,242
Other loans (see note 12)	46,956	-
Hire purchase contracts (see note 13)	10,974	10,974
Trade creditors	1,091,616	990,918
Amounts owed to group		
undertakings	-	655,788
Corporation tax	1,933	-
Social security and other taxes	97,183	46,869
Other creditors	2,892	1,931
Accruals	359,996	195,169
	1,939,203	2,223,891

During the year, all group undertakings agreed to transfer creditor balances against 'amounts owed to group undertakings' falling due after more than one year (see note 11)

11 CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	2010	2009
	£	£
Bank loans (see note 12)	2,312,197	2,709,270
Other loans (see note 12)	113,477	-
Hire purchase contracts (see note 13)	7,898	18,877
Amounts owed to group undertakings	11,008,867	13,142,414
	13,442,439	15,870,561

12 LOANS

An analysis of the maturity of loans is given below

Amounts falling due within one year or on demand	2010 £	2009 £
Bank loans Other loans	327,653 46,956	322,242
	374,609	322,242
Amounts falling due between one and two years Bank loans Other loans - 1-2 years	332,183 46,956 379,139	326,695 326,695
Amounts falling due between two and five years Bank loans Other loans - 2-5 years	1,024,351 66,521 1,090,872	1,007,428

Amounts falling due in more than five years

12	LOANS - continued		
		2010	2009
		£	£
	Amounts falling due in more than five years		
	Repayable by instalments		
	Bank loans	955,663	1,375,147
		 _	
13	OBLIGATIONS UNDER HIRE PURCHASE CONTRACTS		
		2010	2009
		£	£
	Net obligations repayable		
	Within one year	10,974	10,974
	Between one and five years	7,898	18,877
		18,872	29,851
			=====

Obligations under hire purchase contracts are secured against the assets to which they relate

14 SECURED DEBTS

The following secured debts are included within creditors

	2010	2009
	£	£
Bank loans	2,639,850	3,031,512
		

The above creditors are secured by charges over all property and assets held by the company

15 CALLED UP SHARE CAPITAL

	Allotted, issued and fully paid Number Class		Nominal value	2010 £	2009 £
	1,000	Ordinary	£1	1,000	1,000
16	RESERVES	5			Profit and loss account £
	At 1 Januar Profit for the				(1,364,236) 166,651
	At 31 Decei	mber 2010			(1,197,585)

17 ULTIMATE PARENT COMPANY

The company's ultimate parent company and controlling party is JFC Manufacturing Co. Limited, which is a company incorporated in Ireland

18 RELATED PARTY DISCLOSURES

JFC Plastics Ltd is a wholly owned subsidiary of JFC Manufacturing Co Ltd

During the year, the company made sales of £2,231,089 (2009 £2,465,496) to JFC Manufacturing Co Ltd, and purchases from JFC Manufacturing Co Ltd of £1,021,648 (2009 £1,236,737) The amount owed to JFC Manufacturing Co Ltd at the year end is £7,016,376 (2009 £6,777,752)

JFC Manufacturing (Europe) Ltd is also a subsidiary undertaking of JFC Manufacturing Co. Ltd.

During the year, the company made sales of £140,751 (2009 £151,805) to JFC Manufacturing (Europe) Ltd, and purchases from JFC Manufacturing (Europe) Ltd of £19,789 (2009 £107,618) The amount owed to JFC Manufacturing (Europe) Ltd at the year end is £3,983,697 (2009 £3,632,176)

JFC Polska is a company controlled by one of the directors of JFC Plastics Ltd

The amount owed to JFC Polska at the year end is £8,794 (2009 £8,794)

19 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

Profit/(Loss) for the financial year	2010 £ 166,651	£ (389,713)
Net addition/(reduction) to shareholders' funds Opening shareholders' funds	166,651 (1,363,236)	(389,713) (973,523)
Closing shareholders' funds	(1,196,585)	(1,363,236)