

02566539

NALCO INVESTMENTS UK LIMITED
FINANCIAL STATEMENTS
31 DECEMBER 2011

TUESDAY



A117D4BU

A31

25/09/2012

#302

COMPANIES HOUSE

NALCO INVESTMENTS UK LIMITED

FINANCIAL STATEMENTS

YEAR ENDED 31 DECEMBER 2011

CONTENTS	PAGE
Officers and professional advisers	1
The directors' report	2
Statement of directors' responsibilities	3
Independent auditors' report to the members	4
Profit and loss account	6
Balance sheet	7
Notes to the financial statements	8

NALCO INVESTMENTS UK LIMITED
OFFICERS AND PROFESSIONAL ADVISERS

The board of directors	C R Lee D Johnson J Smith
Company secretary	W Joyce
Registered office	P O Box 11 Winnington Avenue Northwich Cheshire CW8 4DX
Statutory Auditors	PricewaterhouseCoopers LLP Chartered Accountants and Statutory Auditors 101 Barbirolli Square Manchester M2 3PW
Bankers	Bank of America 26 Elmfield Road Bromley Kent BR1 1WA
Solicitors	Eversheds 70 Great Bridgewater Street Manchester M1 5ES

NALCO INVESTMENTS UK LIMITED

THE DIRECTORS' REPORT

YEAR ENDED 31 DECEMBER 2011

The directors present their report and the audited financial statements of the company for the year ended 31 December 2011

The directors' report has been prepared in accordance with the provisions of the Companies Act 2006 relating to small companies

PRINCIPAL ACTIVITIES AND BUSINESS REVIEW

The company did not trade during the year, but received interest income from loans with group undertakings. As the company did not trade, the company is not exposed to financial risks such as price risk, credit risk, liquidity risk and cash flow risk

With respect to interest rate risk, the company has lendings and borrowings with other group undertakings at a floating rate of interest. During the period, the interest rate exposure was reviewed but it was not deemed necessary to cover the interest rate exposure by any financial instruments

RESULTS AND DIVIDENDS

The profit for the year, after taxation, amounted to £14,000 (2010 £3,022,000)

The directors have recommended a dividend of £nil (2010 £ nil)

DIRECTORS

The directors of the company who were in office during the year and up to the date of signing the financial statements are listed on page 1

There are no directors' interests requiring disclosure under the Companies Act 2006

DISCLOSURE OF INFORMATION TO AUDITORS

So far as each director is aware

- (a) There is no relevant audit information of which the company's auditors are unaware, and
- (b) Each director has taken all the steps that they ought to have taken as a director in order to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information

The directors' report has been prepared in accordance with the special provisions of the Companies Act 2006 relating to small companies

Registered office
P O Box 11
Winnington Avenue
Northwich
Cheshire
CW8 4DX

Signed on behalf of the directors


W Joyce

Company Secretary

Approved by the directors on 21 Sep 2012

NALCO INVESTMENTS UK LIMITED
STATEMENT OF DIRECTORS' RESPONSIBILITIES
YEAR ENDED 31 DECEMBER 2011

The directors are responsible for preparing the directors' report 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 judgments and accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the financial statements,
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are responsible for keeping 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.

NALCO INVESTMENTS UK LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NALCO INVESTMENTS UK LIMITED

We have audited the financial statements of Nalco Investments UK Limited for the year ended 31 December 2011 which comprise the Profit and Loss Account, the Balance Sheet, the Accounting Policies and the related notes. 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).

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities 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 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.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

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 Directors' 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 2011 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 Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

NALCO INVESTMENTS UK LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF NALCO INVESTMENTS UK 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, or
- the directors were not entitled to prepare the Directors' Report in accordance with the small company regime



Nicholas Gower (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
Manchester

21 September 2012

NALCO INVESTMENTS UK LIMITED
COMPANY NUMBER 2566539

PROFIT AND LOSS ACCOUNT
YEAR ENDED 31 DECEMBER 2011

	Note	2011 £000	2010 £000
Other operating expenses		(1)	(1)
OPERATING LOSS	2	(1)	(1)
Interest receivable and similar income	4	15	15
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		14	14
Tax on profit on ordinary activities	5	-	3,008
PROFIT FOR THE FINANCIAL YEAR		14	3,022

The above represents the results from continuing operations

There is no material difference between the profit on ordinary activities before taxation and the profit for the financial year stated above and the historical cost equivalents

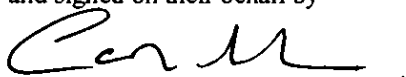
NALCO INVESTMENTS UK LIMITED
COMPANY NUMBER 2566539

BALANCE SHEET

31 DECEMBER 2011

		2011	2010
	Note	£000	£000
FIXED ASSETS			
Investments	6	301	301
CURRENT ASSETS			
Debtors	7	3,434	3,420
		3,434	3,420
CREDITORS: Amounts falling due within one year	8	(301)	(301)
NET CURRENT ASSETS		3,133	3,119
TOTAL ASSETS LESS CURRENT LIABILITIES		3,434	3,420
CAPITAL AND RESERVES			
Called-up equity share capital	10	-	-
Profit and loss account	11	3,434	3,420
TOTAL SHAREHOLDERS' FUNDS	11	3,434	3,420

The financial statements on pages 6 to 11 were approved by the board of directors on **21 Sep** 2012 and signed on their behalf by



C R LEE
 Director

NALCO INVESTMENTS UK LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2011

1. ACCOUNTING POLICIES

The principal accounting policies are summarised below. They have all been applied consistently throughout the current period.

Basis of preparation

These financial statements are prepared on a going concern basis, under the historical cost convention and in accordance with the Companies Act 2006 and applicable accounting standards in the United Kingdom.

Basis of consolidation

The company and all of its subsidiary undertakings are included in the consolidated accounts of a larger group, Ecolab Inc, drawn up to the same date in the same financial year and those accounts are drawn up in accordance with the provisions of the Seventh Directive (83/349/EEC) or in a manner equivalent to consolidated accounts and consolidated annual reports so drawn up. Accordingly the company, in accordance with the exemption in 401 of the Companies Act, has not prepared consolidated financial statements. The financial statements therefore contain information about Nalco Investments UK Limited as an individual company and not as a group.

Cash flow statement

No cash flow statement has been prepared in accordance with FRS 1 (Revised) 1996 as the financial statements of Ecolab Inc, the ultimate parent company, include a consolidated cash flow statement which includes the company's cash flows.

Fixed asset investments

Fixed asset investments are stated at cost less amounts written off for impairment.

2. OPERATING LOSS

Auditors remuneration was borne by Nalco Limited, a fellow group company.

3. PARTICULARS OF EMPLOYEES

No other staff are employed other than the Officers listed on page one. Employee costs are borne by a fellow group company.

4. INTEREST RECEIVABLE AND SIMILAR INCOME

	2011 £000	2010 £000
Interest from group undertakings	<u>15</u>	<u>15</u>

Interest received from group undertakings is loan interest charged at a variable rate calculated at Bank of England base rate, in line with the loan agreements.

NALCO INVESTMENTS UK LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2010

5. TAXATION ON ORDINARY ACTIVITIES

(a) Analysis of credit in the year

	2011	2010
	£000	£000
Current tax		
UK Corporation tax based on the results for the year at 26.5% (2010 - 28%)	-	-
Adjustments relating to prior periods	-	(3,008)
Total current tax credit	<u>-</u>	<u>(3,008)</u>

The prior period adjustment relates to the adjustment of intercompany group relief charges made in prior years

(b) Factors affecting current tax credit

The tax assessed on the profit on ordinary activities for the year is lower than the standard rate of corporation tax in the UK of 26.5% (2010 - 28%)

	2011	2010
	£000	£000
Profit on ordinary activities before taxation	<u>14</u>	<u>14</u>
Profit on ordinary activities by rate of tax	4	4
Group relief	(4)	(4)
Adjustments relating to prior periods	-	(3,008)
Total current tax credit (note 5(a))	<u>-</u>	<u>(3,008)</u>

(c) Significant items affecting future periods

The Finance Act 2011 was substantively enacted on 29 March 2011 and included legislation to reduce the main rate of corporation tax from 28% to 26% from 1 April 2011. A further reduction to 25% from 1 April 2012 was substantively enacted by subsequent legislation on 5 July 2011.

Further reductions to the UK corporation tax rate were announced in the 2011 Budget on 23 March 2011, which proposed to reduce the rate by 1% per annum to 23% by 1 April 2014. However, a further announcement was made in the 2012 Budget on 21 March 2012, which will result in the rate reducing to 24% from 1 April 2012, with further 1% reductions per annum to 22% by 1 April 2014. The changes had not been substantively enacted at the balance sheet date and therefore are not recognised in these financial statements. The impact of the proposed changes is not expected to be material to the balance sheet.

NALCO INVESTMENTS UK LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2011

6. INVESTMENTS

Shares in group companies

	£000
COST	
At 1 January 2011 and 31 December 2011	<u>301</u>
NET BOOK VALUE	
At 31 December 2011	<u>301</u>
At 31 December 2010	<u>301</u>

The details of the investments in which the company holds more than 20% of the nominal value of any class of share capital is as follows

	Country of incorporation	Status	Holding (%)	Class of shares held
<i>Subsidiary undertakings</i>				
Aquazor PTE Limited (Singapore)	Singapore	Dormant	100	Ordinary

7. DEBTORS

	2011	2010
	£000	£000
Amounts owed by group undertakings	<u>3,434</u>	<u>3,420</u>

Amounts owed by group undertakings due within one year include loans of which are unsecured and accrue interest at a variable rate calculated at the Bank of England base rate

8. CREDITORS: Amounts falling due within one year

	2011	2010
	£000	£000
Amounts owed to group undertakings	<u>301</u>	<u>301</u>

Amounts owed to group undertakings due within one year include loans of which are unsecured and accrue interest at a variable rate calculated at the Bank of England base rate

9. RELATED PARTY TRANSACTIONS

As a 100% owned subsidiary undertaking of Ecolab Inc, the company has taken advantage of the exemption in FRS 8 "Related Party Disclosures" from disclosing transactions with other members of the group headed by Ecolab Inc

NALCO INVESTMENTS UK LIMITED
NOTES TO THE FINANCIAL STATEMENTS
YEAR ENDED 31 DECEMBER 2011

10. SHARE CAPITAL

Authorised share capital:

	2011 £000	2010 £000
1 (2010 1) Ordinary shares of £1 each	—	—

Allotted, called up and fully paid:

	2011 No	£000	2010 No	£000
Ordinary shares of £1 each	1	—	1	—

11. MOVEMENT ON SHAREHOLDERS' FUNDS

	Share capital £000	Profit and loss account £000	Total share- holders' funds £000
At 1 January 2011	—	3,420	3,420
Profit for the year	—	14	14
At 31 December 2011	—	3,434	3,434

12. ULTIMATE PARENT COMPANY

The directors regard Ecolab Inc, incorporated in USA, as the ultimate parent company and the ultimate controlling party

Ecolab Inc is the parent company of the largest group of which the company is a member and for which group financial statements are drawn up. Copies of the financial statements are available from 370 N Wabasha Street, St Paul, Minnesota 55102-2233, USA

Nalco Holdings UK Limited is the parent company of the smallest group of which the company is a member