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PHIBRO ANIMAL HEALTH CORP
Form 10-Q
May 14, 2004

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 10-Q

(Mark One)

* QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the quarterly period ended March 31, 2004

OR

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____.

Commission File Number 333-64641

Phibro Animal Health Corporation

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction
of incorporation or organization)

13-1840497
(I.R.S. Employer
Identification No.)

One Parker Plaza, Fort Lee, New Jersey 07024
(Address of principal executive offices) (Zip Code)

(201) 944-6020
(Registrant's telephone number, including area code)

Indicate by check mark whether the Registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the Registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days.

Yes * No

Indicate by check mark whether the Registrant is an accelerated filer (as defined in Rule 12b-2 of the Exchange Act).

Yes No

Number of shares of each class of common stock outstanding as of March 31, 2004:

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Class A Common Stock, \$.10 par value: 12,600.00
Class B Common Stock, \$.10 par value: 11,888.50

* By virtue of Section 15(d) of the Securities Act of 1934, the Registrant is not subject to such filing requirements and not required to file this Quarterly Report, but has provided all such reports as if so required during the preceding 12 months.

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PHIBRO ANIMAL HEALTH CORPORATION

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This Form 10-Q contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. The Company's actual results could differ materially from those set forth in the forward-looking statements. Certain factors that might cause such a difference are discussed in the Company's Annual Report on Form 10-K for its fiscal year ended June 30, 2003 and/or throughout this Form 10-Q and in particular in Item 2 of Part I of this Form 10-Q under the caption "Certain Factors Affecting Future Operating Results." Unless the context otherwise requires, references in this report to the "Company" or to "we" or "our" refers to Phibro Animal Health Corporation and/or one or more of its subsidiaries, as applicable.

PART I -- FINANCIAL INFORMATION

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Item 1. Condensed Consolidated Financial Statements

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PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED BALANCE SHEETS (Unaudited)
(In Thousands)

	March 31, 2004	June 30, 2003
	-----	-----
ASSETS		
CURRENT ASSETS:		
Cash and cash equivalents	\$ 6,190	\$ 11,179
Trade receivables, less allowance for doubtful accounts of \$1,369 at March 31, 2004 and \$1,445 at June 30, 2003	57,548	55,671
Other receivables	3,363	3,642
Inventories	88,443	88,767
Prepaid expenses and other current assets	10,202	10,188
Current assets from discontinued operations	--	4,942
	-----	-----
TOTAL CURRENT ASSETS	165,746	174,389
PROPERTY, PLANT AND EQUIPMENT, net	62,687	66,440
INTANGIBLES	7,477	8,669
OTHER ASSETS	17,001	14,199
OTHER ASSETS FROM DISCONTINUED OPERATIONS	--	10,650
	-----	-----
	\$ 252,911	\$ 274,347
	=====	=====
LIABILITIES AND STOCKHOLDERS' DEFICIT		
CURRENT LIABILITIES:		
Cash overdraft	\$ 4,040	\$ 1,686
Loans payable to banks	10,302	38,914
Current portion of long-term debt	1,945	24,124
Accounts payable	40,354	56,915
Accrued expenses and other current liabilities	45,676	41,609
Current liabilities from discontinued operations	--	2,051
	-----	-----
TOTAL CURRENT LIABILITIES	102,317	165,299
LONG-TERM DEBT	158,348	102,391
OTHER LIABILITIES	19,142	22,088
OTHER LIABILITIES FROM DISCONTINUED OPERATIONS	--	198
	-----	-----
TOTAL LIABILITIES	279,807	289,976
	-----	-----
COMMITMENTS AND CONTINGENCIES		
REDEEMABLE SECURITIES:		
Series B and C preferred stock	21,288	68,881
	-----	-----
STOCKHOLDERS' DEFICIT:		
Series A preferred stock	521	521

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Common stock	2	2
Paid-in capital	860	860
Accumulated deficit	(45,279)	(79,489)
Accumulated other comprehensive income (loss):		
Gain on derivative instruments	117	81
Cumulative currency translation adjustment	(4,405)	(6,485)
	-----	-----
TOTAL STOCKHOLDERS' DEFICIT	(48,184)	(84,510)
	-----	-----
	\$ 252,911	\$ 274,347
	=====	=====

See notes to unaudited Condensed Consolidated Financial Statements

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PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF OPERATIONS AND COMPREHENSIVE INCOME (LOSS)
(Unaudited)

(In Thousands)

	Three Months Ended March 31,		Nine Months March
	2004	2003	2004
	-----	-----	-----
NET SALES	\$ 91,198	\$ 90,197	\$ 274,411
COST OF GOODS SOLD	67,893	66,915	207,089
	-----	-----	-----
GROSS PROFIT	23,305	23,282	67,322
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	16,639	17,822	50,036
	-----	-----	-----
OPERATING INCOME	6,666	5,460	17,286
OTHER:			
Interest expense	4,941	3,978	13,465
Interest (income)	(44)	(39)	(118)
Other (income) expense, net	(63)	112	(764)
Net (gain) on extinguishment of debt	--	--	(23,226)
	-----	-----	-----
INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	1,832	1,409	27,929
PROVISION FOR INCOME TAXES	2,227	599	5,890
	-----	-----	-----
INCOME (LOSS) FROM CONTINUING OPERATIONS	(395)	810	22,039
DISCONTINUED OPERATIONS:			
(Loss) from discontinued operations (net of income taxes)	--	(1,740)	(124)
Gain (loss) on disposal of discontinued operations (net of income taxes)	--	(1,342)	231
	-----	-----	-----
NET INCOME (LOSS)	(395)	(2,272)	22,146

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OTHER COMPREHENSIVE INCOME (LOSS):			
Derivative instruments	(383)	230	36
Currency translation adjustment	(92)	7,930	2,080
	-----	-----	-----
COMPREHENSIVE INCOME (LOSS)	\$ (870)	\$ 5,888	\$ 24,262
	=====	=====	=====
NET INCOME (LOSS)	(395)	(2,272)	22,146
Excess of the reduction of redeemable preferred stock over total assets divested and costs and liabilities incurred on the Prince Transactions	--	--	20,138
Preferred dividends	(4,223)	(2,282)	(8,074)
	-----	-----	-----
NET INCOME (LOSS) AVAILABLE TO COMMON SHAREHOLDERS	\$ (4,618)	\$ (4,554)	\$ 34,210
	=====	=====	=====

See notes to unaudited Condensed Consolidated Financial Statements

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PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CHANGES IN
STOCKHOLDERS' DEFICIT (Unaudited)
For the Three Months and Nine Months Ended March 31, 2004
(In Thousands)

	Preferred Stock Series A	Common Stock ----- Class A	Class B	Paid-in Capital	Accumulated Deficit	Accu O Compr Incom
	-----	-----	-----	-----	-----	-----
Balance, June 30, 2003	\$ 521	\$ 1	\$ 1	\$ 860	\$ (79,489)	\$
Dividends on Series B and C redeemable preferred stock					(2,453)	
Equity value accreted on Series B and C redeemable preferred stock					1,466	
Derivative instruments						
Foreign currency translation adjustment						
Net income					1,255	
	-----	---	---	-----	-----	---
Balance, September 30, 2003	\$ 521	\$ 1	\$ 1	\$ 860	\$ (79,221)	\$
	=====	===	===	=====	=====	==
Excess of the reduction in redeemable preferred stock over total assets divested and costs and liabilities incurred on the Prince Transactions					20,138	

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Dividends on Series B and C redeemable preferred stock					(2,348)	
Equity value accreted on Series B and C redeemable preferred stock					(516)	
Derivative instruments						
Foreign currency translation adjustment						
Net income					21,286	
Balance, December 30, 2003	\$ 521	\$ 1	\$ 1	\$ 860	\$ (40,661)	\$ (
Dividends on Series B and C redeemable preferred stock					(621)	
Equity value accreted on Series B and C redeemable preferred stock					(3,602)	
Derivative instruments						
Foreign currency translation adjustment						
Net (loss)					(395)	
	\$ 521	\$ 1	\$ 1	\$ 860	\$ (45,279)	\$ (

See notes to unaudited Condensed Consolidated Financial Statements

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PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES
CONDENSED CONSOLIDATED STATEMENTS OF CASH FLOWS (Unaudited)
For the Nine Months Ended March 31, 2004 and 2003
(In Thousands)

	2004	2003
	-----	-----
OPERATING ACTIVITIES:		
Net income (loss)	\$ 22,146	\$ (10,264)
Adjustment for discontinued operations	(107)	14,099
Income from continuing operations	22,039	3,835
Adjustments to reconcile income from continuing operations to net cash provided (used) by operating activities:		
Depreciation and amortization	10,103	9,918
Deferred income taxes	263	131
Net (gain) on extinguishment of debt	(23,226)	--
Unrealized foreign currency (gains) and other	(632)	(637)
Changes in operating assets and liabilities:		
Accounts receivable	(2,780)	112
Inventories	(2,658)	(5,898)
Prepaid expenses and other current assets	(1,151)	264
Other assets	977	(2,016)
Accounts payable	(12,710)	15,542

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Accrued expenses and other liabilities	8,781	5,865
Cash provided (used) by discontinued operations	(421)	1,531
	-----	-----
NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES	(1,415)	28,647
	-----	-----
INVESTING ACTIVITIES:		
Capital expenditures	(4,132)	(7,301)
Proceeds from sale of assets	1,081	2,556
Other investing	(1)	765
Discontinued operations	14,951	1,400
	-----	-----
NET CASH PROVIDED (USED) BY INVESTING ACTIVITIES	11,899	(2,580)
	-----	-----
FINANCING ACTIVITIES:		
Cash overdraft	2,354	(3,121)
Net (decrease) in short-term debt	(28,868)	(6,012)
Proceeds from long-term debt	109,622	2,125
Payments of long-term debt	(34,632)	(13,720)
Payment of Pfizer obligations	(28,300)	--
Payments relating to the Prince Transactions and transaction costs	(21,023)	--
Debt refinancing costs	(14,945)	--
	-----	-----
NET CASH (USED) BY FINANCING ACTIVITIES	(15,792)	(20,728)
	-----	-----
EFFECT OF EXCHANGE RATE CHANGES ON CASH	319	273
	-----	-----
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(4,989)	5,612
CASH AND CASH EQUIVALENTS at beginning of period	11,179	6,419
	-----	-----
CASH AND CASH EQUIVALENTS at end of period	\$ 6,190	\$ 12,031
	=====	=====

See notes to unaudited Condensed Consolidated Financial Statements

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PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(In Thousands)

1. General

Principles of Consolidation and Basis of Presentation

In the opinion of Phibro Animal Health Corporation ("PAHC"), the accompanying unaudited condensed consolidated financial statements contain all adjustments (consisting only of normal recurring adjustments) necessary to present fairly its financial position as of March 31, 2004 and its results of operations and cash flows for the three months and nine months ended March 31, 2004 and 2003. PAHC and/or its subsidiaries are referred to as the "Company".

The condensed consolidated balance sheet as of June 30, 2003 was derived

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from audited financial statements, but does not include all disclosures required by accounting principles generally accepted in the United States. Additionally, it should be noted that the accompanying condensed consolidated financial statements and notes thereto have been prepared in accordance with accounting standards appropriate for interim financial statements. While the Company believes that the disclosures presented are adequate to make the information contained herein not misleading, it is suggested that these financial statements be read in conjunction with the Company's audited consolidated financial statements for the year ended June 30, 2003.

The Company's Odda, Carbide, and MRT businesses have been classified as discontinued operations, as discussed in Note 7. These footnotes present information only for continuing operations, unless otherwise indicated.

The results of operations for the three months and nine months ended March 31, 2004 may not be indicative of results for the full year.

New Accounting Pronouncements

The Company adopted the following new and revised accounting pronouncements in fiscal 2004:

Statement of Financial Accounting Standards No. 149, "Amendment of SFAS No. 133 on Derivative Instruments and Hedging Activities" ("SFAS No. 149"). SFAS No. 149 amends and clarifies accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities under SFAS No. 133. The adoption of SFAS No. 149 did not result in a material impact on the Company's financial statements.

Statement of Financial Accounting Standards No. 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity" ("SFAS No. 150"). SFAS No. 150 requires that an issuer classify a financial instrument, that is within its scope, as a liability (or an asset in some circumstances). SFAS No. 150 also revises the definition of liabilities to encompass certain obligations that can, or must, be settled by issuing equity shares, depending on the nature of the relationship established between the holder and the issuer. The adoption of SFAS No. 150 did not result in a material impact on the Company's financial statements.

Statement of Financial Accounting Standards No. 132, "Employers' Disclosures about Pensions and Other Postretirement Benefits, an amendment to FASB Statements No. 87, 88, and 106 (revised 2003)" ("SFAS No. 132"). This revision to SFAS No. 132 relates to employers' disclosures about pension plans and other postretirement benefit plans. SFAS No. 132 now requires additional disclosures to describe the types of plan assets, investment strategy, measurement date(s), plan obligations, cash flows, and components of net periodic benefit cost recognized during interim periods of defined pension plans and other defined postretirement plans. The additional disclosures required by this revision to SFAS No. 132 have been provided.

FASB Interpretation No. 46, "Consolidation of Variable Interest Entities (revised December 2003)" ("FIN No. 46"). This revision to FIN No. 46 clarifies the application of Accounting Research Bulletin No. 51, "Consolidated Financial Statements", to certain entities in which equity investors do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support. The adoption of FIN No. 46 did not result in a material impact on the Company's financial statements.

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PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(In Thousands)

2. Risks and Uncertainties

The use of antibiotics in medicated feed additives is a subject of legislative and regulatory interest. The issue of potential for increased bacterial resistance to certain antibiotics used in certain food-producing animals is the subject of discussions on a worldwide basis and, in certain instances, has led to government restrictions on the use of antibiotics in food-producing animals. The sale of feed additives containing antibiotics is a material portion of the Company's business. Should regulatory or other developments result in further restrictions on the sale of such products, it could have a material adverse impact on the Company's financial position, results of operations and cash flows.

The testing, manufacturing, and marketing of certain of the Company's products are subject to extensive regulation by numerous government authorities in the United States and other countries.

The Company has significant assets located outside of the United States, and a significant portion of the Company's sales and earnings are attributable to operations conducted abroad.

The Company has assets located in Israel and a portion of its sales and earnings are attributable to operations conducted in Israel. The Company is affected by social, political and economic conditions affecting Israel, and any major hostilities involving Israel as well as the Middle East or curtailment of trade between Israel and its current trading partners, either as a result of hostilities or otherwise, could have a material adverse effect on the Company.

The Company's operations, properties and subsidiaries are subject to a wide variety of complex and stringent federal, state, local and foreign environmental laws and regulations, including those governing the use, storage, handling, generation, treatment, emission, release, discharge and disposal of certain materials and wastes, the remediation of contaminated soil and groundwater, the manufacture, sale and use of pesticides and the health and safety of employees. As such, the nature of the Company's current and former operations and those of its subsidiaries expose the Company and its subsidiaries to the risk of claims with respect to such matters.

3. Refinancing

On October 21, 2003, the Company issued 105,000 units consisting of \$85,000 of 13% Senior Secured Notes due 2007 of PAHC (the "US Senior Notes") and \$20,000 13% Senior Secured Notes due 2007 of Philipp Brothers Netherlands III B.V. (the "Dutch Senior Notes" and, together with the US Senior Notes, the "Senior Secured Notes"), an indirect wholly-owned subsidiary of PAHC (the "Dutch issuer"). The Company used the proceeds from the issuance to: (i) repurchase \$51,971 of its 9 7/8% Senior Subordinated Notes due 2008 at a price equal to 60% of the principal amount thereof, plus accrued and unpaid interest; (ii) repay its senior credit facility of \$34,888 outstanding at the repayment date; (iii) satisfy, for a payment of approximately \$29,315, certain of its outstanding obligations to Pfizer Inc., including: (a) \$20,075 aggregate principal amount of its promissory note plus accrued and unpaid interest, (b) \$9,748 of accounts payable, (c) \$9,040 of accrued expenses, and (d) future contingent purchase price obligations under its agreements with Pfizer Inc. by which the Company acquired Pfizer's medicated feed additive business; and (iv) pay fees and expenses relating to the above transactions.

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PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
 (In Thousands)

A net gain on extinguishment of debt is included in the Company's condensed consolidated statement of operations, calculated as follows:

Net Gain on Repurchase of 9 7/8% Senior Subordinated Notes due 2008:	
Principal amount of repurchased notes	\$ 51,971
Repurchased at 60% of principal amount	(31,183)
Transaction costs	(4,107)

Net gain on repurchase of notes	16,681

Loss on repayment of senior credit facility	(1,018)

Net Gain on Payment of Pfizer Obligations:	
Obligations paid:	
-promissory note	20,075
-accrued interest on promissory note	1,015
-accounts payable and accrued expenses	18,788

Total obligations paid	39,878
Cash payment to Pfizer	(29,315)
Transaction costs	(3,000)

Net gain on payment of Pfizer obligations	7,563

Net gain on extinguishment of debt	\$ 23,226
	=====

The US Senior Notes and the Dutch Senior Notes are senior secured obligations of each of PAHC (the "US Issuer") and the Dutch issuer, respectively. The US Senior Notes and the Dutch Senior Notes are guaranteed on a senior secured basis by all PAHC's domestic restricted subsidiaries, and the Dutch Senior Notes are guaranteed on a senior secured basis by PAHC and by the restricted subsidiaries of the Dutch issuer, presently consisting of Phibro Animal Health SA. The US Senior Notes and related guarantees are secured by substantially all of PAHC's assets and the assets of its domestic restricted subsidiaries, other than real property and interests therein, including a pledge of all the capital stock of such domestic restricted subsidiaries. The Dutch Senior Notes and related guarantees are secured by a pledge of all the accounts receivable, a security interest or floating charge on the inventory to the extent permitted by applicable law, and a mortgage on substantially all of the real property of the Dutch issuer and each of its restricted subsidiaries, a pledge of 100% of the capital stock of each subsidiary of the Dutch issuer, a pledge of the intercompany loans made by the Dutch issuer to its restricted subsidiaries and substantially all of the assets of the U.S. guarantors, other than real property and interests therein. The indenture governing the Senior Secured Notes provides for optional make-whole redemptions at any time prior to June 1, 2005, optional redemption on or after June 1, 2005, and requires the Company to make certain offers to purchase Senior Secured Notes upon a change of control, upon certain asset sales and from fifty percent (50%) of excess cash flow (as such terms are defined in the indenture).

Also, on October 21, 2003, the Company entered into a new replacement

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domestic senior credit facility ("senior credit facility") with Wells Fargo Foothill, Inc., providing for a working capital facility plus a letter of credit facility. The aggregate amount of borrowings under such working capital and letter of credit facilities may not exceed \$25,000, including aggregate borrowings under the working capital facility up to \$15,000. On April 29, 2004, the Company amended the senior credit facility to increase the aggregate amount of borrowings available under such working capital and letter of credit facilities from \$25,000 to \$27,500 and to increase the amount of aggregate borrowings available under the working capital facility from \$15,000 to \$17,500.

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PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (In Thousands)

Borrowings under the senior credit facility are subject to a borrowing base formula based on percentages of eligible domestic receivables and domestic inventory. Under the senior credit facility, the Company may choose between two interest rate options: (i) the applicable base rate as defined plus 0.50% and (ii) the LIBOR rate as defined plus 2.75%. Indebtedness under the senior credit facility is secured by a first priority lien on substantially all of the Company's assets and assets of substantially all of the Company's domestic subsidiaries. The Company is required to pay an unused line fee of 0.375% on the unused portion of the senior credit facility, a monthly servicing fee and standard letter of credit fees to issuing banks. Borrowings under the senior credit facility are available until, and are repayable no later than, October 31, 2007, although borrowings must be repaid by June 30, 2007 if the maturity of the Senior Secured Notes has not been extended, as required by the senior credit facility, by that date.

Pursuant to the terms of an intercreditor agreement, the security interest securing the Senior Secured Notes and the guarantees made by the Company's domestic restricted subsidiaries are subordinated to a lien securing the senior credit facility.

The Company believes that, through the refinancings referred to above, the liquidity issues mentioned in the Company's June 30, 2003 consolidated financial statements have been resolved. The Company's replaced senior credit facility and its note payable to Pfizer were to mature in November 2003 and March 2004, respectively.

The Company's ability to fund its operating plan relies upon its ability to continue to successfully implement its efforts to improve its overall liquidity (through cost reduction activities, working capital improvement plans, shutdown of unprofitable operations and sales of certain business operations and other assets) and the continued availability of borrowing under the senior credit facility. The Company believes that it will be able to comply with the terms of its covenants under the senior credit facility based on its forecasted operating plan. In the event of adverse operating results and/or violation of covenants under this facility, there can be no assurance that the Company would be able to obtain waivers or consents on favorable terms, if at all.

4. Prince Transactions

Effective December 26, 2003 (the "Closing Date"), the Company completed the divestiture of substantially all of the business and assets of The Prince Manufacturing Company ("PMC") to a company ("Buyer") formed by Palladium Equity Partners II, LP and certain of its affiliates (the "Palladium Investors"), and the related reduction of the Company's preferred stock held by the Palladium

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Investors (collectively the "Prince Transactions").

Pursuant to definitive purchase and other agreements executed on and effective as of the Closing Date, the Prince Transactions included the following elements: (i) the transfer of substantially all of the business and assets of PMC to Buyer; (ii) the reduction of the value of the Company's Preferred Stock owned by the Palladium Investors from \$72,184 to \$16,517 (accreted through the Closing Date) by means of the redemption of all of its shares of Series B Preferred Stock and a portion of its Series C Preferred Stock; (iii) the termination of \$2,250 in annual management advisory fees payable by the Company to Palladium; (iv) a cash payment of \$10,000 to the Palladium Investors in respect of the portion of the Company's Preferred Stock not exchanged in consideration of the business and assets of PMC; (v) the agreement of the Buyer to pay the Company for advisory fees for the next three years of \$1,000, \$500, and \$200, respectively (which were pre-paid at closing by the Buyer and satisfied for \$1,300, the net present value of such payments); and (vi) the Buyer agreed to supply manganous oxide and red iron oxide products and to provide certain mineral blending services to the Company's Prince Agriproducts subsidiary ("Prince Agri"). Prince Agri agreed to continue to provide the Buyer with certain laboratory, MIS and telephone services, all on terms substantially consistent with the historic relationship between Prince Agri and PMC, and to lease to Buyer office space used by PMC in Quincy, Illinois. The Company has an agreement to receive certain treasury services from Palladium for \$100 per year. Pursuant to definitive agreements, the Company made customary representations, warranties and environmental and other indemnities, agreed to a post-closing working capital adjustment, paid \$3,958 in full satisfaction of all intercompany debt owed to PMC, paid a closing fee to Palladium of \$500, made certain capital expenditure adjustments included as part of the intercompany settlement amount, and agreed to pay for certain out-of-pocket transaction expenses. PMC retained \$414 of its accounts receivable. The Company established a \$1,000 letter of credit escrow for two years to secure its working capital adjustment and certain indemnification obligations. The Company agreed to indemnify the

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PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (In Thousands)

Palladium Investors for a portion, at the rate of \$0.65 for every dollar, of the amount they receive in respect of the disposition of Buyer for less than \$21,000, up to a maximum payment by the Company of \$4,000 (the "Backstop Indemnification Amount"). The Backstop Indemnification Amount would be payable on the earlier to occur of July 1, 2008 or six months after the redemption date of all of the Company's Senior Secured Notes due 2007 if such a disposition closes prior to such redemption and six months after the closing of any such disposition if the disposition closes after any such redemption. The Company's obligations with respect to the Backstop Indemnification Amount will cease if the Palladium Investors do not close the disposition of Buyer by January 1, 2009. The definition of "Equity Value" in the Company's Certificate of Incorporation was amended to reduce the multiple of trailing EBITDA payable in connection with any future redemption of Series C Preferred to 6.0 from 7.5. The amount of consideration paid and payable in connection with the Prince Transactions and all matters in connection therewith were determined pursuant to arm's length negotiations.

The excess of the reduction in redeemable preferred stock over total assets divested and costs and liabilities incurred on the Prince Transactions was recorded as a decrease to accumulated deficit on the Company's condensed consolidated balance sheet at December 31, 2003, and was calculated as follows:

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Series B & C Redeemable Preferred Stock:	
Accreted value pre-transaction	\$72,184
Accreted value post-transaction	16,517

Reduction in redeemable preferred stock	55,667

Assets Divested and Costs Incurred:	
PMC net assets divested	7,430
Cash paid to Palladium Investors for:	
-reduction of redeemable preferred stock	10,000
-settlement of PMC intercompany debt	3,958
-working capital adjustment	1,331
-closing fee	500
Transaction costs	8,310
Contingent Backstop Indemnification Amount accrued	4,000

Total assets divested and costs and liabilities incurred	35,529

Excess amount recorded as a decrease to accumulated deficit	\$20,138
	=====

PMC is included in the Company's Industrial Chemicals segment. The results of operations of PMC for the three months and nine months ended March 31, 2004 and 2003 were:

	Three Months Ended		Nine Months Ended	
	March 31,		March 31,	
	2004	2003	2004	2003
	-----		-----	
Net sales	\$ --	\$ 5,743	\$11,118	\$16,784
Operating income	--	839	2,278	2,867
Depreciation and amortization	--	240	487	711

The divestiture of PMC has not been reflected as a discontinued operation due to the existence of the Backstop Indemnification and continuing supply and service agreements.

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PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(In Thousands)

5. Inventories

Inventories are valued at the lower of cost or market. Cost is determined principally under the first-in, first-out (FIFO) and average methods; however certain of the Company's subsidiaries used the last-in, first-out (LIFO) method of valuing inventories. Obsolete and unsaleable inventories are reflected at estimated net realizable value. Inventory costs include materials, direct labor and manufacturing overhead. Inventories consisted of the following:

	As of	
	March 31, 2004	June 30, 2003
	-----	-----
Raw materials	\$ 21,482	\$ 22,277
Work-in-process	2,004	1,765
Finished goods	64,957	65,357

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Excess of FIFO cost over LIFO cost	--	(632)
	-----	-----
Total inventory	\$ 88,443	\$ 88,767
	=====	=====

5. Intangibles

Product intangibles cost arising from the acquisition of the medicated feed additives business of Pfizer Inc. was \$10,424 and \$10,449 at March 31, 2004 and June 30, 2003, respectively, and accumulated amortization was \$2,947 and \$1,780 at March 31, 2004 and June 30, 2003, respectively. Amortization expense was \$313 and \$244 for the three months ended March 31, 2004 and 2003, respectively, and \$921 and \$868 for the nine months ended March 31, 2004 and 2003, respectively.

6. Debt

Loans Payable to Banks

At March 31, 2004, loans payable to banks included \$8,004 under the senior credit facility with Wells Fargo Foothill, Inc., and \$2,298 under foreign revolving lines of credit. The weighted average interest rate under the senior credit facility from its inception at October 21, 2003 through March 31, 2004 was 5.7%. At March 31, 2004, the Company had \$6,996 of borrowings available under the borrowing base formula in effect for the working capital facility that is provided under the senior credit facility.

On October 21, 2003, the Company entered into a new senior credit facility with Wells Fargo Foothill, Inc., providing for a working capital facility plus a letter of credit facility. The aggregate amount of borrowings under such working capital and letter of credit facilities may not exceed \$25,000, including aggregate borrowings under the working capital facility of up to \$15,000. On April 29, 2004, the Company amended the senior credit facility to increase the aggregate amount of borrowings available under such working capital and letter of credit facilities from \$25,000 to \$27,500 and to increase the amount of aggregate borrowings available under the working capital facility from \$15,000 to \$17,500.

Borrowings under the senior credit facility are subject to a borrowing base formula based on percentages of eligible domestic receivables and domestic inventory. Under the senior credit facility, the Company may choose between two interest rate options: (i) the applicable base rate as defined plus 0.50% and (ii) the LIBOR rate as defined plus 2.75%. Indebtedness under the senior credit facility is secured by a first priority lien on substantially all of the Company's assets and assets of substantially all of the Company's domestic subsidiaries. The Company is required to pay an unused line fee of 0.375% on the unused portion of the senior credit facility, a monthly servicing fee and standard letter of credit fees to issuing banks. Borrowings under the senior credit facility are available until, and are repayable no later than, October 31, 2007, although borrowings must be repaid by June 30, 2007 if the maturity of the Senior Secured Notes has not been extended, as required by the senior credit facility, by that date.

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As of March 31, 2004, the Company was in compliance with the financial covenants of the senior credit facility. The senior credit facility requires, among other things, the maintenance of certain levels of trailing consolidated and domestic EBITDA (earnings before interest, taxes, depreciation and amortization) calculated on a monthly basis, and an acceleration clause should an event of default (as defined in the agreement) occur. In addition, there are certain restrictions on additional borrowings, additional liens on the Company's assets, guarantees, dividend payments, redemption or purchase of the Company's stock, sale of subsidiaries' stock, disposition of assets, investments, and mergers and acquisitions.

The senior credit facility contains a lock-box requirement and an acceleration clause should an event of default (as defined in the agreement) occur. Accordingly, the amounts outstanding have been classified as short-term and are included in loans payable to banks in the condensed consolidated balance sheet.

Long-Term Debt

	As of	
	March, 31, 2004	June 30, 2003
Senior secured notes due December 1, 2007	\$105,000	\$ --
Senior subordinated notes due June 1, 2008	48,029	100,000
Foreign bank loans	6,950	3,750
Pfizer promissory note	--	20,075
Bank capital expenditure facility	--	1,496
Capitalized lease obligations and other	314	1,194
	160,293	126,515
Less: current maturities	1,945	24,124
	\$158,348	\$102,391

Senior Secured Notes due 2007

In October 2003 the Company issued 105,000 units, consisting of \$85,000 of 13% Senior Secured Notes due 2007 of PAHC (the "US Senior Notes") and \$20,000 of 13% Senior Secured Notes due 2007 of Philipp Brothers Netherlands III B.V. (the "Dutch Senior Notes" and, together with the US Senior Notes, the "Senior Secured Notes"), an indirect wholly-owned subsidiary of PAHC (the "Dutch issuer").

The US Senior Notes and the Dutch Senior Notes are senior secured obligations of each of PAHC (the "US issuer") and the Dutch issuer, respectively. The US Senior Notes and the Dutch Senior Notes are guaranteed on a senior secured basis by all PAHC's domestic restricted subsidiaries, and the Dutch Senior Notes are guaranteed on a senior secured basis by PAHC and by the restricted subsidiaries of the Dutch issuer, presently consisting of Phibro Animal Health SA. The US Senior Notes and related guarantees are secured by substantially all of PAHC's assets and the assets of its domestic restricted subsidiaries, other than real property and interests therein, including a pledge of all the capital stock of such domestic restricted subsidiaries. The Dutch Senior Notes and related guarantees are secured by a pledge of all the accounts receivable, a security interest or floating charge on the inventory to the extent permitted by applicable law, and a mortgage on substantially all of the real property of the Dutch issuer and each of its restricted subsidiaries, a pledge of 100% of the capital stock of each subsidiary of the Dutch issuer, a pledge of the intercompany loans made by the Dutch issuer to its restricted subsidiaries and substantially all of the assets of the U.S. guarantors, other than real property and interests therein. The indenture governing the Senior

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Secured Notes provides for optional make-whole redemptions at any time prior to June 1, 2005, optional redemption on or after June 1, 2005, and requires the Company to make certain offers to purchase Senior Secured Notes upon a change of control, upon certain asset sales and from fifty percent (50%) of excess cash flow (as such terms are defined in the indenture).

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PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (In Thousands)

The indenture contains certain covenants with respect to the Company and the guarantors, which restrict, among other things, (a) the incurrence of additional indebtedness, (b) the payment of dividends and other restricted payments, (c) the creation of certain liens, (d) the sale of assets, (e) certain payment restrictions affecting subsidiaries, and (f) transactions with affiliates. The indenture restricts the Company's ability to consolidate, or merge with or into, or to transfer all or substantially all of its assets to, another person.

Senior Subordinated Notes due 2008

The Company issued \$100,000 aggregate principal amount of 9-7/8% Senior Subordinated Notes due 2008 ("Senior Subordinated Notes") of which \$51,971 principal amount was repurchased with proceeds of the Senior Secured Notes. The Senior Subordinated Notes are general unsecured obligations of the Company and are subordinated in right of payment to all existing and future senior debt (as defined in the indenture agreement of the Company) and rank pari passu in right of payment with all other existing and future senior subordinated indebtedness of the Company. The Senior Subordinated Notes are unconditionally guaranteed on a senior subordinated basis by the domestic restricted subsidiaries of the Company. Additional future domestic subsidiaries may become guarantors under certain circumstances.

The indenture contains certain covenants with respect to the Company and the Guarantors, which restrict, among other things, (a) the incurrence of additional indebtedness, (b) the payment of dividends and other restricted payments, (c) the creation of certain liens, (d) the sale of assets, (e) certain payment restrictions affecting subsidiaries, and (f) transactions with affiliates. The indenture restricts the Company's ability to consolidate, or merge with or into, or to transfer all or substantially all of its assets to, another person.

Foreign Bank Loans

The bank loans of the Company's Koffolk Ltd. (Israel) subsidiary are collateralized by its receivables and inventory, accrue interest at LIBOR plus 1.25%, and are repayable in equal quarterly payments through 2005. The LIBOR rate was 1.09% at March 31, 2004.

7. Discontinued Operations

The Company shutdown Odda Smelteverk (Norway) ("Odda") and divested Carbide Industries (U.K.) ("Carbide"), during the 2003 fiscal year, and sold Mineral Resource Technologies, Inc. ("MRT") in August 2003. These businesses have been classified as discontinued operations. The Company's consolidated financial statements have been reclassified to report separately the operating results, financial position and cash flows of the discontinued operations.

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	2003	2004	2003
	-----	-----	-----
OPERATING RESULTS:			
Net sales	\$ 3,542	\$ 3,327	\$ 14,001
Cost of goods sold	4,103	3,135	13,997
Selling, general and administrative expenses	631	316	1,684
	-----	-----	-----
Loss before income taxes	(1,192)	(124)	(1,680)
Provision for income taxes	--	--	--
	-----	-----	-----
Income (loss) from operations	\$ (1,192)	\$ (124)	\$ (1,680)
	=====	=====	=====
Depreciation and amortization	\$ 337	\$ --	\$ 973
	=====	=====	=====

Nine Months Ended
March 31,
2004

GAIN ON SALE:	
Current assets	\$ 5,813
Property, plant & equipment - net and other assets	10,703
Current liabilities	(2,511)
Other liabilities	(400)
Net proceeds of sale	(13,836)

(Gain) on sale	\$ (231)
	=====

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PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(In Thousands)

	As of June 30, 2003

BALANCE SHEET:	
Trade receivables	\$ 2,633
Other receivables	304
Inventories	1,643
Prepaid expenses and other current assets	362

Current assets from discontinued operations	\$ 4,942
	=====
Property, plant and equipment - net	\$ 9,999
Other assets	651

Other assets from discontinued operations	\$10,650
	=====
Accounts payable	\$ 1,466
Accrued expenses and other current liabilities	585

Current liabilities from discontinued operations	\$ 2,051
	=====

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Other liabilities	\$ 198

Other liabilities from discontinued operations	\$ 198
	=====

8. Employee Benefit Plans

Components of net periodic pension expense were:

	Three Months Ended		Nine Months Ended	
	March 31,		March 31,	
Domestic	2004	2003	2004	2003
-----	----	----	----	----
Service cost - benefits earned during the year	\$ 290	\$ 416	\$ 971	\$ 844
Interest cost on benefit obligation	218	279	673	615
Expected return on plan assets	(213)	(260)	(633)	(591)
Amortization of initial unrecognized net transition (asset)	(1)	(1)	(2)	(3)
Amortization of prior service costs	(35)	(53)	(117)	(126)
Amortization of loss (gain)	2	(14)	23	(42)
	-----	-----	-----	-----
Net periodic pension cost	\$ 261	\$ 367	\$ 915	\$ 697
	=====	=====	=====	=====

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PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(In Thousands)

	Three Months Ended		Nine Months Ended	
	March 31,		March 31,	
International	2004	2003	2004	2003
-----	----	----	----	----
Service cost - benefits earned during the year	\$ 123	\$ 77	\$ 350	\$ 231
Interest cost on benefit obligation	98	65	280	195
Expected return on plan assets	(79)	(51)	(225)	(153)
Amortization of loss (gain)	6	--	17	--
	-----	-----	-----	-----
Net periodic pension cost	\$ 148	\$ 91	\$ 422	\$ 273
	=====	=====	=====	=====

Employer contributions to the domestic and international pension plans for the nine months ended March 31, 2004 were \$524 and \$568, respectively. The Company anticipates additional funding to the domestic and international pension plans of \$230 and \$0, respectively, during the fourth quarter of fiscal 2004.

9. Contingencies

Litigation

On or about April 17, 1997, CP Chemicals, Inc. (a subsidiary, "CP") and the Company were served with a complaint filed by Chevron U.S.A. Inc. ("Chevron") in the United States District Court for the District of New Jersey, alleging that the operations of CP at its Sewaren plant affected adjoining property owned by Chevron and alleging that the Company, as the parent of CP, is also responsible to Chevron. In July 2002, a phased settlement agreement was reached and a

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Consent Order entered by the Court. That settlement is in the process of being implemented. The Company's and CP's portion of the settlement for past costs and expenses through the entry of the Consent Order was \$495 and was included in selling, general and administrative expenses in fiscal 2002 and was paid in fiscal 2003. The Consent Order then provides for a period of due diligence investigation of the property owned by Chevron. The investigation has been conducted and the results are under review. The investigation costs are being split with one other defendant, Vulcan Materials Company. Upon completion of the review of the results of the investigation, a decision will be made whether to opt out of the settlement or proceed. If no party opts out of the settlement, the Company and CP will take title to the adjoining Chevron property, probably through the use of a three-member New Jersey limited liability company. The third member of the limited liability company will be Vulcan Materials Company. The Company also has commenced negotiations with Chevron regarding its allocation of responsibility and associated costs under the Consent Order. While the costs cannot be estimated with any degree of certainty at this time, the Company believes that insurance recoveries will be available to offset some of those costs.

The Company's Phibro-Tech subsidiary was named in 1993 as a potentially responsible party ("PRP") in connection with an action commenced under the Federal Comprehensive Environmental Response, Compensation, and Liability Act ("CERCLA") by the United States Environmental Protection Agency ("the EPA"), involving a former third-party fertilizer manufacturing site in Jericho, South Carolina. An agreement has been reached under which such subsidiary agreed to contribute up to \$900 of which \$635 has been paid as of June 30, 2003. Some recovery from insurance and other sources is expected but has not been recorded. The Company also has accrued its best estimate of any future costs.

Phibro-Tech, Inc. has resolved certain alleged technical permit violations with the California Department of Toxic Substances Control and has reached an agreement to pay \$425 over a six year period ending October 2008.

In February 2000, the EPA notified numerous parties of potential liability for waste disposal at a licensed Casmalia, California disposal site, including a business, assets of which were originally acquired by a subsidiary in 1984. A settlement has been reached in this matter and the Company has paid \$171 of the settlement amount.

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PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited) (In Thousands)

On or about April 5, 2002, the Company was served, as a potentially responsible party, with an information request from the EPA relating to a third-party superfund site in Rhode Island. The Company is investigating the matter, which relates to events in the 1950's and 1960's, but management does not believe that the Company has any liability in this matter.

The Company and its subsidiaries are party to a number of claims and lawsuits arising out of the normal course of business including product liabilities and governmental regulation. Certain of these actions seek damages in various amounts. In most cases, such claims are covered by insurance. The Company believes that none of the claims or pending lawsuits, either individually or in the aggregate, will have a material adverse effect on its financial position.

Environmental Remediation

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The Company's operations, properties and subsidiaries are subject to a wide variety of complex and stringent federal, state, local and foreign environmental laws and regulations, including those governing the use, storage, handling, generation, treatment, emission, release, discharge and disposal of certain materials and wastes, the remediation of contaminated soil and groundwater, the manufacture, sale and use of pesticides and the health and safety of employees. As such, the nature of the Company's current and former operations and those of its subsidiaries exposes the Company and its subsidiaries to the risk of claims with respect to such matters. Under certain circumstances, the Company or any of its subsidiaries might be required to curtail operations until a particular problem is remedied. Known costs and expenses under environmental laws incidental to ongoing operations are generally included within operating results. Potential costs and expenses may also be incurred in connection with the repair or upgrade of facilities to meet existing or new requirements under environmental laws or to investigate or remediate potential or actual contamination and from time to time the Company establishes reserves for such contemplated investigation and remediation costs. In many instances, the ultimate costs under environmental laws and the time period during which such costs are likely to be incurred are difficult to predict.

The Company's subsidiaries have, from time to time, implemented procedures at their facilities designed to respond to obligations to comply with environmental laws. The Company believes that its operations are currently in material compliance with such environmental laws, although at various sites its subsidiaries are engaged in continuing investigation, remediation and/or monitoring efforts to address contamination associated with their historic operations.

The nature of the Company's and its subsidiaries' current and former operations exposes the Company and its subsidiaries to the risk of claims with respect to environmental matters and the Company cannot assure it will not incur material costs and liabilities in connection with such claims. Based upon its experience to date, the Company believes that the future cost of compliance with existing environmental laws, and liability for known environmental claims pursuant to such environmental laws, will not have a material adverse effect on the Company's financial position.

Based upon information available, the Company estimates the cost of litigation proceedings described above and the cost of further investigation and remediation of identified soil and groundwater problems at operating sites, closed sites and third-party sites, and closure costs for closed sites to be approximately \$2,743, which is included in current and long-term liabilities in the March 31, 2004 condensed consolidated balance sheet (approximately \$2,791 at June 30, 2003).

10. Guarantees

As part of the Prince Transactions, as is normal for such transactions, the Company has agreed to indemnify the Palladium Investors for losses arising out of breach of representations, warranties and covenants. The Company's maximum liability under such indemnifications is limited to \$15,000.

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the rate of \$0.65 for every dollar, of the amount they receive in respect of the disposition of Buyer for less than \$21,000, up to a maximum payment by the Company of \$4,000 (the "Backstop Indemnification Amount"). The Backstop Indemnification Amount would be payable on the earlier to occur of July 1, 2008 or six months after the redemption date of all of the Company's Senior Secured Notes due 2007 if such a disposition closes prior to such redemption and six months after the closing of any such disposition if the disposition closes after any such redemption. The Company's obligations with respect to the Backstop Indemnification Amount will cease if the Palladium Investors do not close the disposition of Buyer by January 1, 2009. The maximum potential Backstop Indemnification Amount is included in other liabilities on the Company's condensed consolidated balance sheet at March 31, 2004.

The Company established a \$1,000 letter of credit escrow for two years to secure its working capital adjustment and certain other indemnification obligations relating to the Prince Transactions.

11. Business Segments

The Company's reportable segments are Animal Health and Nutrition, Industrial Chemicals, Distribution and All Other. Reportable segments have been determined primarily on the basis of the nature of products and services and certain similar operating units have been aggregated. The Company's Animal Health and Nutrition segment manufactures and markets more than 500 formulations and concentrations of medicated feed additives and nutritional feed additives including antibiotics, antibacterials, anticoccidials, anthelmintics, trace minerals, vitamins, vitamin premixes and other animal health and nutrition products. The Industrial Chemicals segment manufactures and markets a number of chemicals for use in the pressure-treated wood, chemical catalyst, semiconductor, automotive, and aerospace industries. The Distribution segment markets and distributes a variety of industrial, specialty and fine organic chemicals and intermediates produced primarily by third parties. The All Other segment manufactures and markets a variety of specialty custom chemicals and copper-based fungicides. Intersegment sales and transfers were not significant. The following segment data includes information only for continuing operations.

Three Months Ended March 31, 2004	Animal Health & Nutrition	Industrial Chemicals	Distribution	All Other	Corporat Other
	-----	-----	-----	-----	-----
Net sales	\$ 64,819	\$ 10,000	\$ 7,916	\$ 8,463	\$ --
Operating income (loss)	8,370	1,136	789	194	(3,823)
Depreciation and amortization	2,086	403	3	206	660

Three Months Ended March 31, 2003	Animal Health & Nutrition	Industrial Chemicals	Distribution	All Other	Corporat Other
	-----	-----	-----	-----	-----
Net sales	\$ 62,675	\$ 12,192	\$ 7,612	\$ 7,718	\$ --
Operating income (loss)	8,902	(716)	900	346	(3,972)
Depreciation and amortization	1,890	738	2	196	405

Nine Months Ended March 31, 2004	Animal Health & Nutrition	Industrial Chemicals	Distribution	All Other	Corporat Other
	-----	-----	-----	-----	-----
Net sales	\$ 193,347	\$ 33,661	\$ 23,511	\$ 23,892	\$ --
Operating income/(loss)	22,925	2,736	2,322	1,040	(11,737)

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Depreciation and amortization	6,174	1,691	10	620	1,608
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PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
 (In Thousands)

	Animal Health & Nutrition -----	Industrial Chemicals -----	Distribution -----	All Other -----	Corporat Other -----
Nine Months Ended March 31, 2003					
Net sales	\$ 189,301	\$ 37,317	\$ 22,905	\$ 17,090	\$ --
Operating income/(loss)	29,915	(1,538)	2,452	216	(11,450)
Depreciation and amortization	5,702	2,495	8	558	1,155
Identifiable Assets of Continuing Operations					
At March 31, 2004	\$ 185,298	\$ 26,768	\$ 7,518	\$ 14,230	\$ 19,097
At June 30, 2003	190,864	33,191	9,154	12,735	12,811

12. Consolidating Financial Statements

The units of Senior Secured Notes due 2007, consisting of US Senior Notes issued by the Company (the "Parent Issuer") and Dutch Senior Notes issued by Philipp Brothers Netherlands III B.V. (the "Dutch Issuer"), are guaranteed by certain subsidiaries. The Company and its U.S. subsidiaries ("U.S. Guarantor Subsidiaries"), excluding The Prince Manufacturing Company, Prince MFG, LLC and Mineral Resource Technologies, Inc. (until divested) (the "Unrestricted Subsidiaries", as defined in the indenture), fully and unconditionally guarantee all of the Senior Secured Notes on a joint and several basis. In addition, the Dutch Issuer's subsidiaries, presently consisting of Phibro Animal Health SA (the "Belgium Guarantor"), fully and unconditionally guarantee the Dutch Senior Notes. The Dutch issuer and the Belgium Guarantor do not guarantee the US Senior Notes. Other foreign subsidiaries ("Non-Guarantor Subsidiaries") do not presently guarantee the Senior Secured Notes. The U.S. Guarantor Subsidiaries include all domestic subsidiaries of the Company other than the Unrestricted Subsidiaries and include: CP Chemicals, Inc., Phibro-Tech, Inc., Prince Agriproducts, Inc, Phibrochem, Inc., Phibro Chemicals, Inc., Western Magnesium Corp., Phibro Animal Health Holdings, Inc., and Phibro Animal Health U.S., Inc.

The Senior Subordinated Notes due 2008, issued by the Parent Issuer, are guaranteed by certain subsidiaries. The Company's U.S. subsidiaries, including the U.S. Guarantor Subsidiaries and the Unrestricted Subsidiaries, fully and unconditionally guarantee the Senior Subordinated Notes on a joint and several basis. The Dutch Issuer, Belgium Guarantor and Non-Guarantor Subsidiaries do not presently guarantee the Senior Subordinated Notes. The U.S. Guarantor Subsidiaries and Unrestricted Subsidiaries include all domestic subsidiaries of the Company including: CP Chemicals, Inc., Phibro-Tech, Inc., Prince Agriproducts, Inc., The Prince Manufacturing Company, Prince MFG, LLC, Mineral Resource Technologies, Inc. (until divested), Phibrochem, Inc., Phibro Chemicals, Inc., Western Magnesium Corp., Phibro Animal Health Holdings, Inc.,

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and Phibro Animal Health U.S., Inc.

The following consolidating financial data summarizes the assets, liabilities and results of operations and cash flows of the Parent Issuer, Unrestricted Subsidiaries, U.S. Guarantor Subsidiaries, Dutch Issuer, Belgium Guarantor and Non-Guarantor Subsidiaries. The Unrestricted Subsidiaries, U.S. Guarantor Subsidiaries, Dutch Issuer, Belgium Guarantor and Non-Guarantor Subsidiaries are directly or indirectly wholly owned as to voting stock by the Company.

Investments in subsidiaries are accounted for by the Parent Issuer using the equity method. Income tax expense (benefit) is allocated among the consolidating entities based upon taxable income (loss) by jurisdiction within each group.

The principal consolidation adjustments are to eliminate investments in subsidiaries and intercompany balances and transactions. Separate financial statements of the Guarantor Subsidiaries and the Non-Guarantor Subsidiaries are not presented because management has determined that such financial statements would not be material to investors.

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PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(In Thousands)

CONDENSED CONSOLIDATING BALANCE SHEET
As of March 31, 2004

			U.S.			
	Parent	Unrestricted	Guarantor	Dutch	Belgium	Non-Gu
	Issuer	Subsidiaries	Subsidiaries	Issuer	Guarantor	Subsi
ASSETS						
CURRENT ASSETS:						
Cash and cash equivalents	\$ 1,462	\$ --	\$ 409	\$ 19	\$ 229	\$ 4,
Trade receivables	2,596	--	27,866	--	1,386	25,
Other receivables	421	414	1,297	--	57	1,
Inventory	2,108	--	39,357	--	19,684	27,
Prepaid expenses and other	1,633	110	1,278	--	35	7,
TOTAL CURRENT ASSETS	8,220	524	70,207	19	21,391	65,
Property, plant & equipment, net	118	--	13,154	--	17,693	31,
Intangibles	--	--	--	--	1,358	6,
Investment in subsidiaries	131,896	--	3,619	(407)	--	--
Intercompany	(17,277)	20,968	61,897	21,167	3,909	(11,
Other assets	15,258	--	860	--	--	--
	\$ 138,215	\$ 21,492	\$ 149,737	\$ 20,779	\$ 44,351	\$ 92,

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LIABILITIES AND STOCKHOLDERS' DEFICIT

CURRENT LIABILITIES:						
Cash overdraft	\$ --	\$ 12	\$ 4,028	\$ --	\$--	\$
Loan payable to banks	8,004	--	--	--	--	2,
Current portion of long-term debt	--	--	195	--	--	1,
Accounts payable	691	5	23,760	--	1,847	14,
Accrued expenses and other	14,816	9	7,902	1,156	9,642	12,
TOTAL CURRENT LIABILITIES	23,511	26	35,885	1,156	11,489	30,

Long-term debt	133,029	--	3	20,000	--	5,
Intercompany debt	--	--	--	57	32,193	46,
Other liabilities	8,571	--	6,493	--	1,076	3,
TOTAL LIABILITIES	165,111	26	42,381	21,213	44,758	85,

REDEEMABLE SECURITIES:						
Series C preferred stock	21,288	--	--	--	--	

STOCKHOLDERS' EQUITY (DEFICIT):						
Series A preferred stock	521	--	--	--	--	
Common stock	2	1	31	--	--	
Paid-in capital	860	--	108,363	23	57	5,
Retained earnings (accumulated deficit)	(45,279)	21,465	(937)	(5,445)	(5,452)	11,
Accumulated other comprehensive income (loss):						
Gain on derivative instruments	117	--	117	--	--	
Cumulative currency translation adjustment	(4,405)	--	(218)	4,988	4,988	(9,
TOTAL STOCKHOLDERS' EQUITY (DEFICIT)	(48,184)	21,466	107,356	(434)	(407)	7,

	\$ 138,215	\$ 21,492	\$ 149,737	\$ 20,779	\$ 44,351	\$ 92,
=====						

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PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(In Thousands)

CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS
For The Three Months Ended March 31, 2004

	U.S. Parent Issuer	Unrestricted Subsidiaries	Guarantor Subsidiaries	Dutch Issuer	Belgium Guarantor	Non-Gu Subsi

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NET SALES	\$ 5,331	\$ --	\$ 55,374	\$ --	\$ 1,162	\$ 2
NET SALES-- INTERCOMPANY	16	--	32	--	7,534	
COST OF GOODS SOLD	4,176	--	40,301	--	6,461	2

GROSS PROFIT	1,171	--	15,105	--	2,235	
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	4,868	--	6,476	2	776	

OPERATING INCOME (LOSS)	(3,697)	--	8,629	(2)	1,459	
OTHER:						
Interest expense	4,179	--	--	650	60	
Interest (income)	(1)	--	--	--	--	
Other (income) expense, net	112	--	(350)	--	118	
Net (gain) on extinguishment of debt	--	--	--	--	--	
Intercompany interest and other	(4,407)	--	2,345	(657)	943	
Loss (profit) relating to subsidiaries	(3,185)	--	--	2	--	

INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	(395)	--	6,634	3	338	(
PROVISION FOR INCOME TAXES	--	--	211	--	340	

INCOME (LOSS) FROM CONTINUING OPERATIONS	(395)	--	6,423	3	(2)	(
DISCONTINUED OPERATIONS:						
Profit (loss) relating to discontinued operations	--	--	--	--	--	
(Loss) from discontinued operations (net of income taxes)	--	--	--	--	--	
Gain from disposal of discontinued operations (net of income taxes)	--	--	--	--	--	

NET INCOME (LOSS)	\$ (395)	\$ --	\$ 6,423	\$ 3	\$ (2)	\$ (3
=====						

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PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(In Thousands)

CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS
For The Nine Months Ended March 31, 2004

U.S.

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	Parent Issuer	Unrestricted Subsidiaries	Guarantor Subsidiaries	Dutch Issuer	Belgium Guarantor	Non-Gu Subsidiaries
NET SALES	\$ 16,453	\$ 11,118	\$ 158,070	\$ --	\$ 3,402	\$ 8
NET SALES - INTERCOMPANY	113	2,598	425	--	20,530	
COST OF GOODS SOLD	12,995	10,139	117,520	--	20,432	7
GROSS PROFIT	3,571	3,577	40,975	--	3,500	1
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	14,936	1,299	18,851	4	1,860	1
OPERATING INCOME (LOSS)	(11,365)	2,278	22,124	(4)	1,640	
OTHER:						
Interest expense	11,920	18	--	1,156	79	
Interest (income)	(4)	--	--	--	--	
Other (income) expense, net	640	--	(626)	--	(294)	
Net (gain) on extinguishment of debt	(23,226)	--	--	--	--	
Intercompany interest and other	(16,152)	1,892	7,833	(1,167)	2,389	
Loss (profit) relating to subsidiaries	(8,533)	--	--	534	--	
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	23,990	368	14,917	(527)	(534)	(
PROVISION FOR INCOME TAXES	1,951	96	883	--	--	
INCOME (LOSS) FROM CONTINUING OPERATIONS	22,039	272	14,034	(527)	(534)	(
DISCONTINUED OPERATIONS:						
Profit (loss) relating to discontinued operations	(124)	--	--	--	--	
(Loss) from discontinued operations (net of income taxes)	--	(124)	--	--	--	
Gain from disposal of discontinued operations (net of income taxes)	231	--	--	--	--	
NET INCOME (LOSS)	\$ 22,146	\$ 148	\$ 14,034	\$ (527)	\$ (534)	\$ (

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PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES
 NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
 (In Thousands)

CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
 For the Nine Months Ended March 31, 2004

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	Parent Issuer	Unrestricted Subsidiaries	U.S. Guarantor Subsidiaries	Dutch Issuer	Belgium Guarantor	Non-Gu Subsidiaries
OPERATING ACTIVITIES:						
Net income (loss)	\$ 22,146	\$ 148	\$14,034	\$ (527)	\$ (534)	\$ (5)
Adjustment for discontinued operation	(107)	124	--	--	--	--
Income (loss) from continuing operations	22,039	272	14,034	(527)	(534)	(5)
Adjustments to reconcile income (loss) from continuing operations to net cash provided (used) by operating activities:						
Depreciation and amortization	1,608	487	1,864	--	1,900	4
Deferred income taxes	--	--	--	--	--	--
Net (gain) on extinguishment of debt	(23,226)	--	--	--	--	--
Unrealized foreign currency (gains) losses and other	391	--	(606)	--	(1,177)	--
Changes in operating assets and liabilities:						
Accounts receivable	156	336	(5,405)	--	260	1
Inventory	504	(543)	2,052	--	(5,238)	1
Prepaid expenses and other	1,190	188	(1,163)	--	(35)	(1)
Other assets	1,020	--	(4)	--	--	--
Intercompany	(1,883)	17,358	(13,553)	(20,610)	13,145	(2)
Accounts payable	(2,613)	(332)	(7,045)	--	(2,751)	(7)
Accrued expenses and other	5,033	(276)	6,317	1,156	3,849	(7)
Cash provided (used) by discontinued operations	231	(652)	--	--	--	--
NET CASH PROVIDED (USED) BY OPERATING ACTIVITIES	4,450	16,838	(3,509)	(19,981)	9,419	(8)
INVESTING ACTIVITIES:						
Capital expenditures	(44)	(62)	(1,334)	--	(1,163)	(1)
Proceeds from sale of assets	--	--	1,057	--	--	--
Discontinued operations	14,351	--	--	--	--	--
NET CASH PROVIDED (USED) BY INVESTING ACTIVITIES	14,307	(62)	(277)	--	(1,163)	--
FINANCING ACTIVITIES:						
Cash overdraft	(350)	(274)	2,987	--	--	--
Net increase (decrease) in short-term debt	(29,874)	--	--	--	--	1
Proceeds from long-term debt	85,000	--	--	20,000	--	4
Payments of long-term debt	(32,679)	(13)	(960)	--	--	--
Payment of Pfizer obligations	(20,075)	--	--	--	(8,225)	--
Payments relating to the Prince	--	--	--	--	--	--
Transactions and transaction costs	(4,415)	(16,608)	--	--	--	--
Debt refinancing costs	(14,945)	--	--	--	--	--
NET CASH PROVIDED (USED) BY FINANCING ACTIVITIES	(17,338)	(16,895)	2,027	20,000	(8,225)	4

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EFFECT OF EXCHANGE RATE CHANGES ON CASH	--	--	1	--	13	
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	1,419	(119)	(1,758)	19	44	(4)
CASH AND CASH EQUIVALENTS at beginning of period	43	119	2,167	--	185	8
CASH AND CASH EQUIVALENTS at end of period	\$ 1,462	\$ --	\$ 409	\$ 19	\$ 229	\$ 4

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PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(In Thousands)

CONDENSED CONSOLIDATING BALANCE SHEET
As of June 30, 2003

	U.S.					
	Parent Issuer	Unrestricted Subsidiaries	Guarantor Subsidiaries	Dutch Issuer	Belgium Guarantor	Non-Gu Subsi
	ASSETS					
CURRENT ASSETS:						
Cash and cash equivalents	\$ 43	\$ 119	\$ 2,167	\$ --	\$ 185	\$ --
Trade receivables	2,759	2,452	22,071	--	1,542	2
Other receivables	957	3	733	--	518	
Inventory	2,612	4,278	41,266	--	13,459	2
Prepaid expenses and other	3,267	458	981	--	(68)	
Current assets from discontinued operations	--	4,942	--	--	--	
TOTAL CURRENT ASSETS	9,638	12,252	67,218	--	15,636	6
Property, plant & equipment, net	153	3,269	13,297	--	17,049	3
Intangibles	--	--	--	--	1,818	
Investment in subsidiaries	96,672	--	3,619	--	--	
Intercompany	35,186	(19,431)	59,765	--	6,881	(
Other assets	11,516	710	1,122	--	--	
Other assets from discontinued operations	--	10,650	--	--	--	
	\$ 153,165	\$ 7,450	\$145,021	\$ --	\$41,384	\$10
	LIABILITIES AND STOCKHOLDERS' DE					
CURRENT LIABILITIES:						
Cash overdraft	\$ 350	\$ 286	\$ 1,041	\$ --	\$ --	\$ --
Loan payable to banks	32,147	--	--	--	--	

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Current portion of long-term debt	21,599	66	381	--	--	
Accounts payable	3,304	2,350	25,926	--	12,115	1
Accrued expenses and other	6,924	1,151	9,931	--	6,715	1
Current liabilities from discontinued operations	--	2,051	--	--	--	
TOTAL CURRENT LIABILITIES	64,324	5,904	37,279	--	18,830	3
Long-term debt	100,073	213	149	--	--	
Intercompany debt	--	--	--	--	22,302	5
Other liabilities	4,397	114	13,289	--	1,256	
Other liabilities from discontinued operations	--	198	--	--	--	
TOTAL LIABILITIES	168,794	6,429	50,717	--	42,388	9
REDEEMABLE SECURITIES:						
Series B and C preferred stock	68,881	--	--	--	--	
STOCKHOLDERS' EQUITY (DEFICIT):						
Series A preferred stock	521	--	--	--	--	
Common stock	2	1	31	--	--	
Paid-in capital	860	--	110,883	--	--	
Retained earnings (accumulated deficit)	(79,489)	1,020	(16,499)	--	(4,781)	1
Accumulated other comprehensive income (loss):						
Gain on derivative instruments	81	--	81	--	--	
Cumulative currency translation adjustment	(6,485)	--	(192)	--	3,777	(1)
TOTAL STOCKHOLDERS' EQUITY (DEFICIT)	(84,510)	1,021	94,304	--	(1,004)	
	\$153,165	\$ 7,450	\$145,021	\$ --	\$41,384	\$10

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PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(In Thousands)

CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS
For The Three Months Ended March 31, 2003

	Parent Issuer	Unrestricted Subsidiaries	U.S. Guarantor Subsidiaries	Dutch Issuer	Belgium Guarantor	Non-Gu Subsidiaries
NET SALES	\$ 6,001	\$ 5,743	\$ 48,232	\$ --	\$ 3,647	\$ 2
NET SALES - INTERCOMPANY	499	1,141	190	--	16,357	

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COST OF GOODS SOLD	5,065	5,405	37,093	--	19,305	1
GROSS PROFIT	1,435	1,479	11,329	--	699	
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	4,680	640	7,689	--	1,065	
OPERATING INCOME (LOSS)	(3,245)	839	3,640	--	(366)	
OTHER:						
Interest expense	3,785	19	--	--	(105)	
Interest (income)	(1)	--	--	--	(15)	
Other expense, net	129	--	(308)	--	756	
Intercompany interest and other	(6,996)	1,240	3,000	--	1,478	
Loss (profit) relating to subsidiaries	(972)	--	--	--	--	
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	810	(420)	948	--	(2,480)	
PROVISION (BENEFIT) FOR INCOME TAXES	--	20	261	--	(992)	
INCOME (LOSS) FROM CONTINUING OPERATIONS	810	(440)	687	--	(1,488)	
DISCONTINUED OPERATIONS:						
Profit (loss) relating to discontinued operations	26,937	--	--	--	--	
(Loss) from discontinued operations (net of income taxes)	--	(1,192)	--	--	--	
Income (loss) on disposal of discontinued operations (net of income taxes)	(30,019)	--	--	--	--	2
NET INCOME (LOSS)	\$ (2,272)	\$ (1,632)	\$ 687	\$ --	\$ (1,488)	\$ 3

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PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(In Thousands)

CONDENSED CONSOLIDATING STATEMENT OF OPERATIONS
For The Nine Months Ended March 31, 2003

	Parent Issuer	Unrestricted Subsidiaries	U.S. Guarantor Subsidiaries	Dutch Issuer	Belgium Guarantor	Non-Gu Subsi
NET SALES	\$ 18,667	\$ 16,784	\$ 141,693	\$--	\$ 5,390	\$ 84
NET SALES - INTERCOMPANY	976	3,232	514	--	22,844	6

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COST OF GOODS SOLD	15,605	15,224	109,227	--	25,568	65
GROSS PROFIT	4,038	4,792	32,980	--	2,666	24
SELLING, GENERAL AND ADMINISTRATIVE EXPENSES	13,863	1,925	20,272	--	1,499	12
OPERATING INCOME (LOSS)	(9,825)	2,867	12,708	--	1,167	12
OTHER:						
Interest expense	11,222	67	1	--	--	
Interest (income)	(2)	--	--	--	(15)	
Other expense, net	438	--	(308)	--	849	
Intercompany interest and other	(22,402)	3,717	10,296	--	2,162	6
Loss (profit) relating to subsidiaries	(3,072)	--	--	--	--	
INCOME (LOSS) FROM CONTINUING OPERATIONS BEFORE INCOME TAXES	3,991	(917)	2,719	--	(1,829)	5
PROVISION (BENEFIT) FOR INCOME TAXES	156	40	467	--	(732)	2
INCOME (LOSS) FROM CONTINUING OPERATIONS	3,835	(957)	2,252	--	(1,097)	2
DISCONTINUED OPERATIONS:						
Profit (loss) relating to discontinued operations	15,920	--	--	--	--	
(Loss) from discontinued operations (net of income taxes)	--	(1,680)	--	--	--	(11)
Income (loss) on disposal of discontinued operations (net of income taxes)	(30,019)	--	--	--	--	28
NET INCOME (LOSS)	\$ (10,264)	\$ (2,637)	\$ 2,252	\$--	\$ (1,097)	\$ 20

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PHIBRO ANIMAL HEALTH CORPORATION AND SUBSIDIARIES
NOTES TO CONDENSED CONSOLIDATED FINANCIAL STATEMENTS (Unaudited)
(In Thousands)

CONDENSED CONSOLIDATING STATEMENT OF CASH FLOWS
For the Nine Months Ended March 31, 2003

	Parent Issuer	U.S. Unrestricted Subsidiaries	U.S. Guarantor Subsidiaries	Dutch Issuer	Belgium Guarantor	Non-Gu Subsi
OPERATING ACTIVITIES:						
Net income (loss)	\$ (10,264)	\$ (2,637)	\$ 2,252	\$--	\$ (1,097)	\$ 20

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Adjustment for discontinued operation	14,099	1,680	--	--	--	(17)
Income (loss) from continuing operations	3,835	(957)	2,252	--	(1,097)	2
Adjustments to reconcile income (loss) from continuing operations to net cash provided by operating activities:						
Depreciation and amortization	1,155	711	2,486	--	1,913	3
Deferred income taxes	--	--	--	--	--	
Unrealized foreign currency (gains) losses and other	319	6	(581)	--	(1,123)	
Changes in operating assets and liabilities:						
Accounts receivable	(137)	149	(291)	--	(1,208)	1
Inventory	(167)	203	(10,056)	--	1,869	2
Prepaid expenses and other	1,112	191	491	--	(1,497)	
Other assets	(2,135)	--	1,068	--	--	
Intercompany	825	2,102	(5,216)	--	704	(1)
Accounts payable	1,241	(240)	13,851	--	3,150	(2)
Accrued expenses and other	4,274	36	(1,096)	--	(1,077)	3
Cash provided (used) by discontinued operations	--	(1,439)	--	--	--	2
NET CASH PROVIDED BY OPERATING ACTIVITIES	10,322	762	2,908	--	1,634	13
INVESTING ACTIVITIES:						
Capital expenditures	--	(343)	(2,306)	--	(1,640)	(3)
Proceeds from sale of assets	--	--	2,530	--	--	
Other investing	--	--	--	--	--	
Discontinued operations	--	(477)	--	--	--	1
NET CASH PROVIDED (USED) BY INVESTING ACTIVITIES	--	(820)	224	--	(1,640)	
FINANCING ACTIVITIES:						
Cash overdraft	2	234	(1,668)	--	--	(1)
Net (decrease) in short-term debt	(5,609)	--	--	--	--	
Proceeds from long-term debt	--	--	--	--	--	2
Payments of long-term debt	(5,129)	(92)	(318)	--	--	(8)
NET CASH PROVIDED (USED) BY FINANCING ACTIVITIES	(10,736)	142	(1,986)	--	--	(8)
EFFECT OF EXCHANGE RATE CHANGES ON CASH	--	--	2	--	65	
NET INCREASE (DECREASE) IN CASH AND CASH EQUIVALENTS	(414)	84	1,148	--	59	4
CASH AND CASH EQUIVALENTS at beginning of period	457	52	600	--	618	4
CASH AND CASH EQUIVALENTS at end of period	\$ 43	\$ 136	\$ 1,748	\$--	\$ 677	\$ 9

Item 2. Management's Discussion and Analysis of Financial Condition and Results of Operations.

This information should be read in conjunction with the condensed consolidated financial statements and related notes contained in this Report. The Company's Odda, Carbide and MRT businesses have been classified as discontinued operations. This discussion presents information only for continuing operations, unless otherwise indicated.

General

The Company is a leading diversified global manufacturer and marketer of a broad range of animal health and nutrition products, specifically medicated feed additives (MFAs) and nutritional feed additives (NFAs), which are sold throughout the world predominantly to the poultry, swine and cattle markets. MFAs are used preventatively and therapeutically in animal feeds to produce healthy livestock. The Company believes it is the third largest manufacturer and marketer of MFAs in the world, and that certain of its MFA products have leading positions in the marketplace. The Company is also a specialty chemicals manufacturer and marketer, serving primarily the United States pressure-treated wood and chemical industries. The Company has several proprietary products, and many of the Company's products provide critical performance attributes to customers' products, while representing a relatively small percentage of total end-product cost.

In August 2003, the Company completed the sale of MRT for net proceeds after transaction costs of approximately \$13.8 million.

Refinancing

On October 21, 2003, the Company issued 105,000 units consisting of \$85.0 million of 13% Senior Secured Notes due 2007 of PAHC (the "US Senior Notes") and \$20.0 million 13% Senior Secured Notes due 2007 of Philipp Brothers Netherlands III B.V. (the "Dutch Senior Notes" and, together with the US Senior Notes, the "Senior Secured Notes"), an indirect wholly-owned subsidiary of PAHC (the "Dutch issuer"). The Company used the proceeds from the issuance to: (i) repurchase \$52.0 million of its 9 7/8% Senior Subordinated Notes due 2008 at a price equal to 60% of the principal amount thereof, plus accrued and unpaid interest; (ii) repay its senior credit facility of \$34.9 million outstanding at the repayment date; (iii) satisfy, for a payment of approximately \$29.3 million certain of its outstanding obligations to Pfizer Inc., including: (a) \$20.1 million aggregate principal amount of its promissory note plus accrued and unpaid interest, (b) \$9.7 million of accounts payable, (c) \$9.0 million of accrued expenses, and (d) future contingent purchase price obligations under its agreements with Pfizer Inc. by which the Company acquired Pfizer's medicated feed additive business; and (iv) pay fees and expenses relating to the above transactions.

A net gain on extinguishment of debt is included in the Company's condensed consolidated statement of operations, calculated as follows (amounts in thousands):

Net Gain on Repurchase of 9 7/8% Senior Subordinated Notes due 2008:

Principal amount of repurchased notes	\$ 51,971
Repurchased at 60% of principal amount	(31,183)

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Transaction costs	(4,107)

Net gain on repurchase of notes	16,681

Loss on repayment of senior credit facility	(1,018)

Net Gain on Payment of Pfizer Obligations:	
Obligations paid:	
-promissory note	20,075
-accrued interest on promissory note	1,015
-accounts payable and accrued expenses	18,788

Total obligations paid	39,878
Cash payment to Pfizer	(29,315)
Transaction costs	(3,000)

Net gain on payment of Pfizer obligations	7,563

Net gain on extinguishment of debt	\$ 23,226
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The US Senior Notes and the Dutch Senior Notes are senior secured obligations of each of PAHC (the "US Issuer") and the Dutch issuer, respectively. The US Senior Notes and the Dutch Senior Notes are guaranteed on a senior secured basis by all PAHC's domestic restricted subsidiaries, and the Dutch Senior Notes are guaranteed on a senior secured basis by PAHC and by the restricted subsidiaries of the Dutch issuer, presently consisting of Phibro Animal Health SA. The US Senior Notes and related guarantees are secured by substantially all of PAHC's assets and the assets of its domestic restricted subsidiaries, other than real property and interests therein, including a pledge of all the capital stock of such domestic restricted subsidiaries. The Dutch Senior Notes and related guarantees are secured by a pledge of all the accounts receivable, a security interest or floating charge on the inventory to the extent permitted by applicable law, and a mortgage on substantially all of the real property of the Dutch issuer and each of its restricted subsidiaries, a pledge of 100% of the capital stock of each subsidiary of the Dutch issuer, a pledge of the intercompany loans made by the Dutch issuer to its restricted subsidiaries and substantially all of the assets of the U.S. guarantors, other than real property and interests therein. The indenture governing the Senior Secured Notes provides for optional make-whole redemptions at any time prior to June 1, 2005, optional redemption on or after June 1, 2005, and requires the Company to make certain offers to purchase Senior Secured Notes upon a change of control, upon certain asset sales and from fifty percent (50%) of excess cash flow (as such terms are defined in the indenture).

Also, on October 21, 2003, the Company entered into a new replacement domestic senior credit facility ("senior credit facility") with Wells Fargo Foothill, Inc., providing for a working capital facility plus a letter of credit facility. The aggregate amount of borrowings under such working capital and letter of credit facilities may not exceed \$25.0 million including aggregate borrowings under the working capital facility up to \$15.0 million. On April 29, 2004, the Company amended the senior credit facility to increase the aggregate amount of borrowings available under such working capital and letter of credit facilities from \$25.0 million to \$27.5 million and to increase the amount of aggregate borrowings available under the working capital facility from \$15.0 million to \$17.5 million.

Borrowings under the senior credit facility are subject to a borrowing base

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formula based on percentages of eligible domestic receivables and domestic inventory. Under the senior credit facility, the Company may choose between two interest rate options: (i) the applicable base rate as defined plus 0.50% and (ii) the LIBOR rate as defined plus 2.75%. Indebtedness under the senior credit facility is secured by a first priority lien on substantially all of the Company's assets and assets of substantially all of the Company's domestic subsidiaries. The Company is required to pay an unused line fee of 0.375% on the unused portion of the senior credit facility, a monthly servicing fee and standard letter of credit fees to issuing banks. Borrowings under the senior credit facility are available until, and are repayable no later than, October 31, 2007, although borrowings must be repaid by June 30, 2007 if the maturity of the Senior Secured Notes has not been extended, as required by the senior credit facility, by that date.

Pursuant to the terms of an intercreditor agreement, the security interest securing the Senior Secured Notes and the guarantees made by the Company's domestic restricted subsidiaries is subordinated to a lien securing the senior credit facility.

The Company believes that, through the refinancings referred to above, the liquidity issues mentioned in the Company's June 30, 2003 consolidated financial statements have been resolved. The Company's replaced senior credit facility and its note payable to Pfizer were to mature in November 2003 and March 2004, respectively.

The Company's ability to fund its operating plan relies upon its ability to continue to successfully implement its efforts to improve its overall liquidity (through cost reduction activities, working capital improvement plans, shutdown of unprofitable operations and sales of certain business operations and other assets) and the continued availability of borrowing under the senior credit facility. The Company believes that it will be able to comply with the terms of its covenants under the senior credit facility based on its forecasted operating plan. In the event of adverse operating results and/or violation of covenants under this facility, there can be no assurance that the Company would be able to obtain waivers or consents on favorable terms, if at all.

Prince Transactions

Effective December 26, 2003 (the "Closing Date"), the Company completed the divestiture of substantially all of the business and assets of The Prince Manufacturing Company ("PMC") to a company ("Buyer") formed by Palladium Equity Partners II, LP and certain of its affiliates (the "Palladium Investors"), and the related reduction of the Company's preferred stock held by the Palladium Investors (collectively the "Prince Transactions").

Pursuant to definitive purchase and other agreements executed on and effective as of the Closing Date, the Prince Transactions included the following elements: (i) the transfer of substantially all of the business and assets of PMC to Buyer; (ii) the reduction of the value of the Company's Preferred Stock owned by the Palladium Investors from \$72.2 million to \$16.5 million (accrued through the Closing Date) by means of the redemption of all of its shares of Series B Preferred Stock and a portion of its Series C Preferred Stock; (iii) the termination of \$2.2 million in annual management advisory fees payable by the Company to Palladium; (iv) a cash payment of \$10.0 million to the Palladium Investors in respect of the portion of the Company's Preferred Stock not exchanged in consideration of the business and assets of PMC; (v) the agreement of the Buyer to pay the Company for advisory fees for the next three years of

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\$1.0 million, \$0.5 million, and \$0.2 million, respectively (which were pre-paid at closing by the Buyer and satisfied for \$1.3 million, the net present value of such payments); and (vi) the Buyer agreed to supply manganous oxide and red iron oxide products and to provide certain mineral blending services to the Company's Prince Agriproducts subsidiary ("Prince Agri"). Prince Agri agreed to continue to provide the Buyer with certain laboratory, MIS and telephone services, all on terms substantially consistent with the historic relationship between Prince Agri and PMC, and to lease to Buyer office space used by PMC in Quincy, Illinois. The Company has an agreement to receive certain treasury services from Palladium for \$0.1 million per year. Pursuant to definitive agreements, the Company made customary representations, warranties and environmental and other indemnities, agreed to a post-closing working capital adjustment, paid \$4.0 million in full satisfaction of all intercompany debt owed to PMC, paid a closing fee to Palladium of \$0.5 million, made certain capital expenditure adjustments included as part of the intercompany settlement amount, and agreed to pay for certain out-of-pocket transaction expenses. PMC retained \$0.4 million of its accounts receivable. The Company established a \$1.0 million letter of credit escrow for two years to secure its working capital adjustment and certain indemnification obligations. The Company agreed to indemnify the Palladium Investors for a portion, at the rate of \$0.65 for every dollar, of the amount they receive in respect of the disposition of Buyer for less than \$21.0 million up to a maximum payment by the Company of \$4.0 million (the "Backstop Indemnification Amount"). The Backstop Indemnification Amount would be payable on the earlier to occur of July 1, 2008 or six months after the redemption date of all of the Company's Senior Secured Notes due 2007 if such a disposition closes prior to such redemption and six months after the closing of any such disposition if the disposition closes after any such redemption. The Company's obligations with respect to the Backstop Indemnification Amount will cease if the Palladium Investors do not close the disposition of Buyer by January 1, 2009. The definition of "Equity Value" in the Company's Certificate of Incorporation was amended to reduce the multiple of trailing EBITDA payable in connection with any future redemption of Series C Preferred to 6.0 from 7.5. The amount of consideration paid and payable in connection with the Prince Transactions and all matters in connection therewith were determined pursuant to arm's length negotiations.

The excess of the reduction in redeemable preferred stock over total assets divested and costs and liabilities incurred on the Prince Transactions was recorded as a decrease to accumulated deficit on the Company's condensed consolidated balance sheet at December 31, 2003, and was calculated as follows (amounts in thousands):

Series B & C Redeemable Preferred Stock:	
Accreted value pre-transaction	\$72,184
Accreted value post-transaction	16,517

Reduction in redeemable preferred stock	55,667

Assets Divested and Costs Incurred:	
PMC net assets divested	7,430
Cash paid to Palladium Investors for:	
-reduction of redeemable preferred stock	10,000
-settlement of PMC intercompany debt	3,958
-working capital adjustment	1,331
-closing fee	500
Transaction costs	8,310
Contingent Backstop Indemnification Amount accrued	4,000

Total assets divested and costs and liabilities incurred	35,529

Excess amount recorded as a decrease to accumulated deficit	\$20,138
	=====

PMC is included in the Company's Industrial Chemicals segment. The results of operations of PMC for the three months and nine months ended March 31, 2004 and 2003 were:

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2004	2003	2004	2003
	(Thousands)		(Thousands)	
Net sales	\$ --	\$ 5,743	\$11,118	\$16,784
Operating income	--	839	2,278	2,867
Depreciation and amortization	--	240	487	711

The divestiture of PMC has not been reflected as a discontinued operation due to the existence of the Backstop Indemnification and continuing supply and service agreements.

Summary Consolidated Results of Continuing Operations

	Three Months Ended March 31,		Nine Months Ended March 31,	
	2004	2003	2004	2003
	(Thousands)		(Thousands)	
Net sales	\$ 91,198	\$ 90,197	\$ 274,411	\$ 266,613
Gross profit	23,305	23,282	67,322	69,470
Selling, general and administrative	16,639	17,822	50,036	49,875
Operating income	6,666	5,460	17,286	19,595
Interest expense, net	4,897	3,939	13,347	12,003
Other expense (income), net	(63)	112	(764)	1,317
Gain on extinguishment of debt	--	--	(23,226)	--
Provision for income taxes	2,227	599	5,890	2,440
Income (loss) from continuing operations	\$ (395)	\$ 810	\$ 22,039	\$ 3,835

Comparison of Three Months Ended March 31, 2004 and 2003

Net Sales of \$91.2 million increased \$1.0 million, or 1%. Animal Health and Nutrition sales of \$64.8 million increased \$2.1 million from the prior year. Specialty Chemical sales of \$26.4 million decreased \$1.1 million primarily due to the divestiture of Prince Manufacturing which generated revenues of \$5.7 million in 2003. Excluding the divestiture, sales increased for all segments primarily due to volume increases.

Gross Profit of \$23.3 million approximated the prior year and was 25.6% of net sales, compared with 25.8% in 2003. Animal Health and Nutrition gross profit decreased due to lower average selling prices and unfavorable currency related to the effect of the Euro on Belgium manufacturing costs. Specialty Chemicals gross profit increased due to increased unit volumes and favorable product mix, primarily due to increased sales of wood treatment products. PMC's operations generated \$1.5 million of gross profit in fiscal 2003,

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Selling, General and Administrative Expenses of \$16.6 million decreased \$1.2 million, or 7%, in part due to \$0.6 million of PMC expense last year. Expenses in the operating segments, excluding PMC, declined from the prior year primarily due to lower environmental and severance accruals offset in part by unfavorable foreign exchange rates. Corporate expenses in the current fiscal period reflect the elimination of the Palladium annual management fee of \$2.25 million (\$0.6 million per quarter) and income of \$0.25 million from the PMC Advisory fee. Corporate expenses in the third quarter of fiscal 2003 included a vitamin settlement income of \$2.2 million, an actuarial increase in pension expense of \$0.3 million, higher insurance costs of \$0.4 million and increased costs related to debt restructuring activities.

Operating Income of \$6.7 million increased \$1.2 million to 7.3% of sales. The increase was primarily due to improved operating performance of the Specialty Chemical group offset in part by gross profit declines in the Animal Health and Nutrition segment. PMC contributed \$0.8 million of operating income last year.

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Interest Expense, Net of \$4.9 million increased \$1.0 million from the prior year, primarily due to higher average interest rates associated with the issuance of the Company's Senior Secured Notes.

Other (Income) Expense, Net of (\$0.1) million improved in comparison with expense of \$0.1 million last year. In March 2004, the Company's Phibro-Tech subsidiary sold its customer list, inventory and other assets related to the manufacture and sale of ferric chloride from its plant in Joliet, Illinois and recognized a net gain of \$0.7 million. The balance of (income) expense principally reflects foreign currency transaction net (gains) losses related to short-term inter-company balances and foreign currency translation (gains) losses.

Income Taxes of \$2.2 million were 121.5% of consolidated pre-tax income of \$1.8 million. The estimated annual effective tax rate increased during the third quarter to 21% due to increased income tax provisions in profitable foreign jurisdictions and for state income taxes. A provision for U.S. federal income taxes has not been recorded due to the utilization of net operating loss carryforwards. The Company previously had recorded valuation allowances related to substantially all deferred tax assets. The Company will continue to evaluate the likelihood of recoverability of these deferred tax assets based upon actual and expected operating performance.

Comparison of Nine Months Ended March 31, 2004 and 2003

Net Sales of \$274.4 million increased \$7.8 million, or 3%. Animal Health and Nutrition sales of \$193.3 million increased \$4.0 million from the prior year. Specialty Chemical sales of \$81.1 million increased \$3.8 million, primarily due to volume increases in the All Other businesses. The Specialty Chemical group included PMC sales of \$11.1 million and \$16.8 million, respectively, for the fiscal 2004 and 2003 periods.

Gross Profit of \$67.3 million decreased \$2.1 million to 24.5% of net sales, compared with 26.0% in 2003. Animal Health and Nutrition gross profit decreased due to lower average selling prices and unfavorable currency related to the effect of the Euro on Belgium manufacturing costs. Improvements in the Specialty Chemical group partially offset the Animal Health and Nutrition decline. The Specialty Chemical group included PMC gross profit of \$3.6 million and \$4.7 million for the fiscal 2004 and 2003 periods, respectively.

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Selling, General and Administrative Expenses of \$50.0 million increased \$0.2 million. Expenses in the operating segments, excluding PMC, declined from the prior year primarily due to lower environmental and severance accruals offset in part by unfavorable foreign exchange rates. Corporate expenses in the current fiscal period reflect the elimination of the Palladium annual management fee of \$2.25 million (\$0.6 million per quarter) and income of \$0.25 million from the PMC Advisory fee. Corporate expenses in fiscal 2003 included a vitamin settlement income of \$2.8 million, an actuarial increase in pension expense of \$0.3 million, higher insurance costs of \$0.4 million and increased costs related to debt restructuring activities. PMC expenses were \$1.3 million and \$1.9 million for the fiscal 2004 and 2003 periods, respectively.

Operating Income of \$17.3 million decreased \$2.3 million to 6.3% of sales. The decrease was primarily due to gross profit declines in the Animal Health and Nutrition segment offset in part by improved operating performance of the Specialty Chemical group. PMC contributed \$2.3 million and \$2.9 million in fiscal 2004 and 2003, respectively.

Interest Expense, Net of \$13.3 million increased \$1.3 million, from the prior year, primarily due to higher average interest rates associated with the issuance of the Company's Senior Secured Notes.

Other (Income) Expense, Net of (\$0.8) million improved in comparison with expense of \$1.3 million last year. During fiscal 2004, the Company's Phibro-Tech subsidiary sold its customer list, inventory and other assets related to the manufacture and sale of ferric chloride from its plant in Joliet, Illinois and recognized a net gain of \$0.7 million. The balance of (income) expense principally reflects foreign currency transaction net (gains) losses related to short-term inter-company balances and foreign currency translation (gains) losses.

Income Taxes of \$5.9 million were 21.1% of consolidated pre-tax income of \$27.9 million. Income taxes primarily were due to income tax provisions in profitable foreign jurisdictions and for state income taxes. A provision for U.S. federal income taxes has not been recorded due to the utilization of net operating loss carryforwards. The Company previously had recorded valuation allowances related to substantially all deferred tax assets. The Company will continue to evaluate the likelihood of recoverability of these deferred tax assets based upon actual and expected operating performance.

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Operating Segments

The Animal Health and Nutrition segment manufactures and markets MFAs and NFAs to the poultry, swine and cattle markets, and includes the operations of the Phibro Animal Health business unit, Prince AgriProducts, Koffolk Israel, and Koffolk Brazil. The Industrial Chemicals segment manufacturers and markets specialty chemicals for use in the pressure treated wood, brick, glass and chemical industries, and includes Phibro-Tech and, until its divestiture, PMC. The Distribution segment markets a variety of specialty chemicals, and includes PhibroChem and Ferro operations. The All Other segment includes contract manufacturing of crop protection chemicals, Wychem and all other operations.

Three Months Ended March 31,		Nine Months Ended March 31,	
-----	-----	-----	-----
2004	2003	2004	2003
----	----	----	----

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	(Thousands)		(Thousands)	
Net Sales				
Animal Health & Nutrition	\$ 64,819	\$ 62,675	\$ 193,347	\$ 189,301
Specialty Chemicals:				
Industrial Chemicals	10,000	6,449	22,543	20,533
PMC	--	5,743	11,118	16,784
Distribution	7,916	7,612	23,511	22,905
All other	8,463	7,718	23,892	17,090
	-----	-----	-----	-----
	\$ 91,198	\$ 90,197	\$ 274,411	\$ 266,613
	=====	=====	=====	=====

	Three Months Ended March 31,		Nine Months Ended March 31,	
	-----	-----	-----	-----
	2004	2003	2004	2003
	----	----	----	----
	(Thousands)		(Thousands)	
Operating Income				
Animal Health & Nutrition	\$ 8,370	\$ 8,902	\$ 22,925	\$ 29,915
Specialty Chemicals:				
Industrial Chemicals	1,136	(1,555)	458	(4,405)
PMC		839	2,278	2,867
Distribution	789	900	2,322	2,452
All other	194	346	1,040	216
Corporate	(3,823)	(3,972)	(11,737)	(11,450)
	-----	-----	-----	-----
	\$ 6,666	\$ 5,460	\$ 17,286	\$ 19,595
	=====	=====	=====	=====

Operating Segments Comparison of Three Months Ended March 31, 2004 and 2003

Animal Health and Nutrition

Net Sales of \$64.8 million increased \$2.1 million. MFA net sales decreased by \$2.9 million. MFA revenues were lower for anticoccidials, antibiotics and other medicated feed additives but were offset in part by higher sales of antibacterials and anthelmintics. The decrease in MFA revenues was due to lower average selling prices offset in part by favorable currency effect on international sales. In addition, sales of anticoccidial products were lower due to pending contract negotiations with a major customer. Nutritional Feed Additives net sales increased by \$5.0 million, principally due to volume increases in core inorganic minerals, trace mineral premixes and other ingredients.

Operating Income of \$8.4 million decreased \$0.5 million. Operating income declined due to product mix, higher cost of goods reflecting the stronger Euro's effect on Belgian manufacturing cost and unfavorable currency effects on international selling, general and administrative expense. Lower average selling prices also contributed to the decrease.

Specialty Chemicals

Industrial Chemicals net sales of \$10.0 million, excluding PMC, increased by \$3.6 million. Sales of copper related products to the wood treatment markets increased due to the introduction of new copper based wood treatment chemicals which offset the divestiture of the Company's Eastern United States etchant business in mid-fiscal 2003. The Company continues its existing etchant business

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at one remaining facility. PMC, divested in December 2003, generated revenues of \$5.7 million in the year earlier fiscal period. Operating income of \$1.1 million was due to new product introductions and savings from headcount reductions and facility restructurings in Phibro-Tech operations.

Distribution net sales of \$7.9 million increased \$0.3 million, or 4%. Higher unit sales volumes in Europe were partially offset by lower sales volumes in the U.S. Operating income of \$0.8 million decreased \$0.1 million. As a percentage of sales, operating income decreased to 10% in 2003 from 12% in 2002. The decline in operating income margins resulted principally from increased sales of lower margin products.

All Other net sales of \$8.5 million increased \$0.7 million, or 10%. Revenues for contract manufacturing increased \$0.9 million due to increased volumes and average selling prices. Specialized lab projects and formulations decreased \$0.2 million. Other operating income of \$0.2 million decreased by \$0.2 million from the prior year due to higher manufacturing and operating costs for contract manufacturing.

Operating Segments Comparison of Nine Months Ended March 31, 2004 and 2003

Animal Health and Nutrition

Net Sales of \$193.3 million increased \$4.0 million. Medicated Feed Additives net sales decreased by \$9.1 million. Revenues were lower for anticoccidials, antibiotics and other medicated feed additives but were offset in part by higher sales of antibacterials and anthelmintics. The decrease in MFA revenues was due to lower average selling prices offset in part by favorable currency effect on international sales. In addition, sales of anticoccidial products were lower due to pending contract negotiations with a major customer. Nutritional Feed Additives net sales increased by \$13.1 million, principally due to volume increases in core inorganic minerals, trace mineral premixes and other ingredients.

Operating Income of \$22.9 million decreased \$7.0 million. Operating income declined due to higher cost of goods reflecting the stronger Euro's effect on Belgian manufacturing cost and unfavorable currency effects on international selling, general and administrative expense. Lower average selling prices also contributed to the decrease.

Specialty Chemicals

Industrial Chemicals net sales of \$22.5 million, excluding PMC, increased \$2.0 million, or 10%. Sales of copper related products to the wood treatment markets increased due to the introduction of new copper based wood treatment chemicals which offset the divestiture of the Company's Eastern United States etchant business in mid-fiscal 2003. The Company continues its existing etchant business at one remaining facility. PMC, divested in December 2003, generated revenues of \$11.1 million and \$16.8 million for fiscal periods 2004 and 2003, respectively. Operating income of \$0.5 million improved by \$4.8 million from the prior year. This improvement was due to new product introductions and savings from headcount reductions and facility restructurings in Phibro-Tech operations. PMC provided operating income of \$2.3 million and \$2.9 million for fiscal periods 2004 and 2003, respectively.

Distribution net sales of \$23.5 million increased \$0.6 million, or 3%. Higher unit sales volumes in Europe were partially offset by lower sales volumes in the U.S. Operating income of \$2.3 million decreased by \$0.1 million from the prior year. As a percentage of sales, operating income was 10% and 11% in 2004 and 2003, respectively.

All Other net sales of \$23.9 million increased \$6.8 million, or 40%.

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Revenues for contract manufacturing increased \$6.8 million due to increased volumes and average selling prices. Specialized lab projects and formulations approximated the prior year. Operating income of \$1.0 million improved by \$0.8 million from the prior year due to higher revenues and increased margins on contract manufacturing.

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Discontinued Operations

During fiscal 2003, the Company decided to shutdown or divest Odda Smelteverk (Norway), Carbide Industries (U.K.) and Mineral Resource Technologies, Inc. These businesses have been classified as discontinued operations. The sale of MRT was completed on August 28, 2003 for net proceeds, after transaction costs, of approximately \$13.8 million and the Company recorded a gain of approximately \$0.2 million. MRT was included in the Company's All Other segment. The Company's consolidated financial statements have been reclassified to report separately the operating results, financial position and cash flows of the discontinued operations. Amounts in thousands.

	Nine Months Ended March 31, 2004

	MRT

Net sales	\$ 3,327
	=====
Pre-tax income (loss) from discontinued operations	\$ (124)
Provision (benefit) for income tax	\$ --

Net Income (loss) from discontinued operations	\$ (124)
	=====
Depreciation and Amortization	\$ --
	=====

	Nine Months Ended March 31, 2003			
	-----	-----	-----	-----
	Odda	Carbide	MRT	Total
Net sales	\$ 6,110	\$ 5,107	\$ 14,001	\$ 25,218
	=====	=====	=====	=====
Pre-tax income (loss) from discontinued operations	\$ (11,193)	\$ 58	\$ (1,680)	\$ (12,815)
Benefit for income tax	\$ --	\$ (58)	\$-	\$ (58)
	-----	-----	-----	-----
Net Income (loss) from discontinued operations	\$ (11,193)	\$ 116	\$ (1,680)	\$ (12,757)
	=====	=====	=====	=====
Depreciation and Amortization	\$ 643	\$ 251	\$ 973	\$ 1,867
	=====	=====	=====	=====

Three Months Ended March 31, 2003

	-----	-----	-----	-----
	Odda	Carbide	MRT	Total

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Net sales	\$	--	\$ 1,933	\$ 3,542	\$ 5,475
		=====	=====	=====	=====
Pre-tax income from discontinued operations	\$	(500)	\$ (132)	\$ (1,192)	\$ (1,824)
Benefit for income tax	\$	--	\$ (84)	--	\$ (84)
		-----	-----	-----	-----
Net Income (loss) from discontinued operations	\$	(500)	\$ (48)	\$ (1,192)	\$ (1,740)
		=====	=====	=====	=====
Depreciation and Amortization	\$	--	\$ 192	\$ 337	\$ 529
		=====	=====	=====	=====

Liquidity and Capital Resources

Net Cash (Used) Provided by Operating Activities. Cash (used) provided by operations for the nine months ended March 31, 2004 and 2003 was (\$1.4) million and \$28.6 million, respectively. Cash used in 2004 was attributable to lower income and increased working capital requirements. Cash provided in 2003 was due to improved income from continuing operations and aggressive working capital management. The increase in cash overdrafts of \$2.4 million in 2004 is a partial offset to the use of funds by operations and is included in the financing section of the cash flow statement.

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Net Cash Provided (Used) by Investing Activities. Net cash provided (used) by investing activities for the nine months ended March 31, 2004 and 2003 was \$11.9 million and (\$2.6) million, respectively. Discontinued operations, primarily from the sale of MRT, provided funds of \$14.9 million in 2004. Discontinued operations provided \$1.4 million in 2003. Capital expenditures of \$4.1 million and \$7.3 million in the respective 2004 and 2003 periods were for new product capacity, for maintaining the Company's existing asset base and for environmental, health and safety projects.

Net Cash (Used) by Financing Activities. Net cash (used) by financing activities for the nine months ended March 31, 2004 and 2003 was (\$15.8) million and (\$20.7) million, respectively. Short-term debt decreased due to the reduction of the senior credit facility of \$24.1 million, debt payments related to Odda of \$5.7 million, and offset by other increases of \$0.9 million. Proceeds from long-term debt reflect the issuance of \$105.0 million Senior Secured Notes and an increase of \$4.6 million in foreign bank loans. Payments of long-term debt primarily reflect the retirement of senior subordinated debt. Payments of the Pfizer obligations, the Prince transactions and costs related to the refinancing account for the remainder of funds used by financing activities.

Working Capital and Capital Expenditures. Working capital as of March 31, 2004 was \$63.4 million compared to \$9.1 million at fiscal year end June 30, 2003, an increase of \$54.3 million. The increase in working capital was due to reduced current debt, accounts payable and accrued expense levels, principally as a result of the Company's refinancing and satisfaction of its obligations due Pfizer.

The Company anticipates spending approximately \$6.0 million for capital expenditures related to continuing operations in fiscal 2004, primarily to cover the Company's asset replacement needs, to improve processes, and for environmental and regulatory compliance, subject to the availability of funds.

Liquidity. At March 31, 2004, the Company was in compliance with the financial covenants included in its senior credit facility. At March 31, 2004, the amount of credit extended under the Company's senior credit facility totaled

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\$8.0 million under the revolving credit facility and \$8.1 million under the letter of credit facility, and the Company had \$7.0 million available under the borrowing base formula in effect. In addition, certain of the Company's foreign subsidiaries also had availability totaling \$4.3 million under their respective loan agreements. On April 29, 2004, the Company amended the senior credit facility to increase the aggregate amount of borrowings available under such working capital and letter of credit facilities from \$25.0 million to \$27.5 million and to increase the amount of aggregate borrowings available under the working capital facility from \$15.0 million to \$17.5 million.

The senior credit facility contains a lock-box requirement and an acceleration clause should an event of default (as defined in the agreement) occur. Accordingly, the amounts outstanding have been classified as short-term and are included in loans payable to banks in the condensed consolidated balance sheet.

The Company's ability to fund its operating plan relies upon its ability to continue to successfully implement its efforts to improve its overall liquidity (through cost reduction activities, working capital improvement plans, shutdown of unprofitable operations and sales of certain business operations and other assets) and the continued availability of borrowing under the senior credit facility. The Company believes that it will be able to comply with the terms of its covenants under the senior credit facility based on its forecasted operating plan. In the event of adverse operating results and/or violation of covenants under this facility, there can be no assurance that the Company would be able to obtain waivers or consents on favorable terms, if at all.

The Company anticipates taxable gains on extinguishment of debt and other aspects of the refinancing structure will be substantially offset by existing net operating loss carry forwards, and that the Company will not incur significant cash income tax payments related to these gains.

The Company's contractual obligations (in millions) at March 31, 2004 mature as follows:

	Years			
	Within 1	Over 1 to 3	Over 3 to 5	Total
Loans payable to Banks	\$ 10.3	\$ --	\$ --	\$ 10.3
Lease commitments	1.8	1.4	0.6	3.8
Long-term debt (including current portion)	2.0	5.3	153.0	160.3
Total contractual obligations	\$14.1	\$6.7	\$153.6	\$174.4

Critical Accounting Policies

The Company's discussion of results of operations and financial condition relies on consolidated financial statements that are prepared based on certain critical accounting policies that require management to make judgments and estimates that are subject to varying degrees of uncertainty. The Company believes that investors need to be aware of these policies and how they impact our financial statements as a whole, as well as our related discussion and analysis presented herein. While the Company believes that these accounting policies are based on sound measurement criteria, future events can and often do result in outcomes that can be materially different from these estimates or

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forecasts. The accounting policies and related risk described in our Annual Report on Form 10-K for the year ended June 30, 2003 are those that depend most heavily on these judgments and estimates. As of March 31, 2004 there have been no material changes to any of the critical accounting policies contained therein.

New Accounting Pronouncements

The Company adopted the following new accounting pronouncements in fiscal 2004:

Statement of Financial Accounting Standards No. 149, "Amendment of SFAS No. 133 on Derivative Instruments and Hedging Activities" ("SFAS No. 149"). SFAS No. 149 amends and clarifies accounting and reporting for derivative instruments, including certain derivative instruments embedded in other contracts, and for hedging activities under SFAS No. 133. The adoption of SFAS No. 149 did not result in a material impact on the Company's financial statements.

Statement of Financial Accounting Standards No. 150, "Accounting for Certain Financial Instruments with Characteristics of both Liabilities and Equity" ("SFAS No. 150"). SFAS No. 150 requires that an issuer classify a financial instrument, that is within its scope, as a liability (or an asset in some circumstances). SFAS No. 150 also revises the definition of liabilities to encompass certain obligations that can, or must, be settled by issuing equity shares, depending on the nature of the relationship established between the holder and the issuer. The adoption of SFAS No. 150 did not result in a material impact on the Company's financial statements.

Statement of Financial Accounting Standards No. 132, "Employers' Disclosures about Pensions and Other Postretirement Benefits, an amendment to FASB Statements No. 87, 88, and 106 (revised 2003)" ("SFAS No. 132"). This revision to SFAS No. 132 relates to employers' disclosures about pension plans and other postretirement benefit plans. SFAS No. 132 now requires additional disclosures to describe the types of plan assets, investment strategy, measurement date(s), plan obligations, cash flows, and components of net periodic benefit cost recognized during interim periods of defined pension plans and other defined postretirement plans. The additional disclosures required by this revision to SFAS No. 132 have been provided.

FASB Interpretation No. 46, "Consolidation of Variable Interest Entities (revised December 2003)" ("FIN No. 46"). This revision to FIN No. 46 clarifies the application of Accounting Research Bulletin No. 51, "Consolidated Financial Statements", to certain entities in which equity investors do not have the characteristics of a controlling financial interest or do not have sufficient equity at risk for the entity to finance its activities without additional subordinated financial support. The adoption of FIN No. 46 did not result in a material impact on the Company's financial statements.

Certain Factors Affecting Future Operating Results

Forward-Looking Statements

This Report on Form 10-Q contains "forward-looking statements" within the meaning of Section 27A of the Securities Act of 1933, as amended, and Section 21E of the Securities Exchange Act of 1934, as amended. Statements that are not historical facts, including statements about our beliefs and expectations, are forward-looking statements. Forward-looking statements include statements preceded by, followed by or that include the words "may," "could," "would," "should," "believe," "expect," "anticipate," "plan," "estimate," "target," "project," "intend," or similar expressions. These statements include, among others, statements regarding our expected business outlook, anticipated financial and operating results, our business strategy and means to implement

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the strategy, our objectives, the amount and timing of capital expenditures, the likelihood of our success in expanding our business, financing plans, budgets, working capital needs and sources of liquidity.

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Forward-looking statements are only predictions and are not guarantees of performance. These statements are based on our management's beliefs and assumptions, which in turn are based on currently available information. Important assumptions relating to the forward-looking statements include, among others, assumptions regarding demand for our products, the expansion of product offerings geographically or through new applications, the timing and cost of planned capital expenditures, competitive conditions and general economic conditions. These assumptions could prove inaccurate. Forward-looking statements also involve risks and uncertainties, which could cause actual results that differ materially from those contained in any forward-looking statement. Many of these factors are beyond our ability to control or predict. Such factors include, but are not limited to, the following:

- o our substantial leverage and potential inability to service our debt
- o our dependence on distributions from our subsidiaries
- o risks associated with our international operations and significant foreign assets
- o our dependence on our Israeli operations
- o competition in each of our markets
- o potential environmental liability
- o potential legislation affecting the use of medicated feed additives
- o extensive regulation by numerous government authorities in the United States and other countries
- o our reliance on the continued operation and sufficiency of our manufacturing facilities
- o our reliance upon unpatented trade secrets
- o the risks of legal proceedings and general litigation expenses
- o potential operating hazards and uninsured risks
- o the risk of work stoppages
- o our dependence on key personnel

See also the discussion under "Risks and Uncertainties" in Note 2 of our Condensed Consolidated Financial Statements included in this Report.

In addition, the issue of the potential for increased bacterial resistance to certain antibiotics used in certain food producing animals is the subject of discussions on a worldwide basis and, in certain instances, has led to government restrictions on the use of antibiotics in these food producing animals. The sale of feed additives containing antibiotics is a material portion of our business. Should regulatory or other developments result in further restrictions on the sale of such products, it could have a material adverse

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impact on our financial position, results of operations and cash flows.

We believe the forward-looking statements in this Report are reasonable; however, no undue reliance should be placed on any forward-looking statements, as they are based on current expectations. Further, forward-looking statements speak only as of the date they are made, and we undertake no obligation to update publicly any of them in light of new information or future events.

Item 3. Quantitative and Qualitative Disclosures About Market Risk

In the normal course of operations, the Company is exposed to market risks arising from adverse changes in interest rates, foreign currency exchange rates, and commodity prices. As a result, future earnings, cash flows and fair values of assets and liabilities are subject to uncertainty. The Company uses, from time to time, foreign currency forward contracts as a means of hedging exposure to foreign currency risks. The Company also utilizes, on a limited basis, certain commodity derivatives,

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primarily on copper used in its manufacturing processes, to hedge the cost of its anticipated purchase requirements. The Company does not utilize derivative instruments for trading purposes. The Company does not hedge its exposure to market risks in a manner that completely eliminates the effects of changing market conditions on earnings, cash flows and fair values. The Company monitors the financial stability and credit standing of its major counterparties.

The Company's debt portfolio is comprised of fixed rate and variable rate debt of approximately \$170.9 million as of March 31, 2004. Approximately 10% of the debt is variable and would be interest rate sensitive.

Item 4. Controls and Procedures

- (a) Based upon an evaluation, under the supervision and with the participation of the Company's Principal Executive Officers and Principal Financial Officer, of the effectiveness of the design and operation of the Company's disclosure controls and procedures as of the end of the period covered by this Quarterly Report on Form 10-Q, they have concluded that the Company's disclosure controls and procedures as defined in Rule 15d-15(e) under the Securities Exchange Act of 1934, as amended, are effective for gathering, analyzing and disclosing information the Company is required to disclose in its periodic reports filed under such Act.
- (b) During the most recent fiscal quarter, there have been no significant changes in the Company's internal control over financial reporting that has materially affected, or is reasonably likely to materially affect, the Company's internal control over financial reporting.

PART II -- OTHER INFORMATION

Item 5. Other Information

Subsequent Events

On April 29, 2004, the Company amended its senior credit facility with Wells Fargo Foothill, Inc., which provides for a working capital facility and a letter of credit facility, to, among other things, increase the aggregate amount of borrowings available under the senior credit facility from \$25 million to \$27.5 million and increase the amount of aggregate borrowings available under the working capital facility from up to \$15 million to up to \$17.5 million.

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Item 6. Exhibits and Reports on Form 8-K.

(a) Exhibits

Exhibit No. Description

- 10.31.2 Amendment Number Two to Loan and Security Agreement dated April 29, 2004.
- 31.1 Certification of Gerald K. Carlson, Chief Executive Officer required by Rule 15d-14(a) of the Act.
- 31.2 Certification of Jack C. Bendheim, Chairman of the Board required by Rule 15d-14(a) of the Act.
- 31.3 Certification of Richard G. Johnson, Chief Financial Officer required by Rule 15d-14(a) of the Act.

Since the Company does not have securities registered under Section 12 of the Securities Exchange Act of 1934 and is not required to file periodic reports pursuant to Section 13 or 15 (d) of the Securities Exchange Act of 1934, the Company is not an "issuer" as defined in the Sarbanes-Oxley Act of 2002, and therefore the Company is not filing the written certification statement pursuant to Section 906 of such Act. The Company submits periodic reports with the Securities and Exchange Commission because it is required to do so by the terms of the indenture governing its 9 7/8% Senior Subordinated Notes due 2008.

(b) Reports on Form 8-K.

On January 12, 2004, the Company furnished a report on Form 8-K reporting items 2 and 7.

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

HIBRO ANIMAL HEALTH CORPORATION.

Date: May 14, 2004

By: /s/ JACK C. BENDHEIM

Jack C. Bendheim
Chairman of the Board

Date: May 14, 2004

By: /S/ GERALD K. CARLSON

Gerald K. Carlson
Chief Executive Officer

Date: May 14, 2004

By: /s/ RICHARD G. JOHNSON

Richard G. Johnson

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Chief Financial Officer
(Principal Financial Officer and
Principal Accounting Officer)

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Exhibit Index

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