

COTT CORP /CN/  
Form 11-K  
June 29, 2005

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 11-K**

(Mark One)

**ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE  
ACT OF 1934**

**For the fiscal year ended December 31, 2004**

OR

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

For the transition period from \_\_\_\_\_ to \_\_\_\_\_

Commission File Number: 000-19914

A. Full title of the plan and the address of the plan, if different from that of the issuer named below:

**COTT BEVERAGES SAN BERNARDINO SAVINGS & RETIREMENT PLAN**

**Cott USA Corp.**  
**4211 W. Boy Scout Blvd.**  
**Suite # 290**  
**Tampa, Florida 33607**

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office:

**COTT CORPORATION**  
**207 Queen s Quay West, Suite 340**  
**Toronto, Ontario, Canada M5J 1A7**

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**Report of Independent Registered Certified Public Accounting Firm**

To the Participants and Administrator of  
Cott Beverages San Bernardino Savings & Retirement Plan

In our opinion, the accompanying statements of net assets available for benefits and the related statements of changes in net assets available for benefits present fairly, in all material respects, the net assets available for benefits of Cott Beverages San Bernardino Savings & Retirement Plan (the Plan ) at December 31, 2004 and 2003, and the changes in net assets available for benefits for the years then ended in conformity with accounting principles generally accepted in the United States of America. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits. We conducted our audits of these statements in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

Our audits were conducted for the purpose of forming an opinion on the basic financial statements taken as a whole. The supplemental schedules are presented for the purpose of additional analysis and are not a required part of the basic financial statements but are supplementary information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. These supplemental schedules are the responsibility of the Plan s management. The supplemental schedules have been subjected to the auditing procedures applied in the audits of the basic financial statements and, in our opinion, are fairly stated in all material respects in relation to the basic financial statements taken as a whole.

/s/ PricewaterhouseCoopers LLP

Tampa, Florida  
June 3, 2005

**Cott Beverages San Bernardino Savings & Retirement Plan**

**Statements of Net Assets Available for Benefits  
December 31, 2004 and 2003**

	<b>2004</b>	<b>2003</b>
<b>Assets</b>		
Noninterest bearing cash	\$ 5	\$ 39
Investments, at fair value	1,766,372	1,591,776
	1,766,377	1,591,815
<b>Contributions receivable</b>		
Participant	12,803	10,382
Employer	7,547	6,780
	20,350	17,162
<b>Liabilities</b>		
Due to broker	6	5
	6	5
<b>Net assets available for benefits</b>	<b>\$ 1,786,721</b>	<b>\$ 1,608,972</b>

The accompanying notes are an integral part of these financial statements.

**Cott Beverages San Bernardino Savings & Retirement Plan****Statements of Changes in Net Assets Available for Benefits  
December 31, 2004 and 2003**

	<b>2004</b>	<b>2003</b>
<b>Additions to net assets attributed to</b>		
Participant contributions	\$ 164,946	\$ 143,677
Employer contributions	99,280	87,582
Rollover contributions		525
Interest and dividend income	17,813	6,433
Net appreciation in fair value of investments	65,511	279,370
Total additions	347,550	517,587
<b>Deductions from net assets attributed to</b>		
Benefit payments	165,299	21,320
Administrative costs	4,502	4,835
Total deductions	169,801	26,155
Net increase	177,749	491,432
<b>Net assets available for benefits</b>		
Beginning of year	1,608,972	1,117,540
End of year	\$ 1,786,721	\$ 1,608,972

The accompanying notes are an integral part of these financial statements.

## **Cott Beverages San Bernardino Savings & Retirement Plan**

### **Notes to Financial Statements December 31, 2004 and 2003**

#### **1. Description of Plan**

##### **General**

The following description of the Cott Beverages San Bernardino Savings & Retirement Plan (the Plan) is provided for general information purposes only. Participants should refer to the Plan document for a more complete description of the Plan's provisions. The Plan is a defined contribution savings and investment plan under Section 401(k) of the Internal Revenue Code (IRC) covering union employees 18 years or older who have completed three months of service with Cott Beverages, Inc. (formerly Cott Beverages USA, Inc.) (the Company). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA). For the years ended December 31, 2004 and 2003, Wachovia Retirement Services Company (Wachovia) served as the trustee and custodian.

##### **Contributions**

Participation in the plan is voluntary. Active participants can contribute up to 15% of earnings, to a maximum of \$13,000 for 2004 and \$12,000 for 2003, to the Plan in the form of basic contributions. The Company matches the employee contributions dollar for dollar up to 2% of the participant's earnings. Prior to September 1, 2003, the employer match was comprised of 75% cash and 25% Cott Corporation Common Stock. Beginning September 1, 2003, investment in Cott Corporation Common Stock became optional for Plan participants. The Company also contributes a nonelective contribution equal to 2% of the participant's compensation regardless of whether they elect to contribute to the Plan.

##### **Vesting**

Participants are immediately vested in their contributions plus actual earnings thereon. Vesting in the Company's matching and nonelective contribution portion of their accounts, plus actual earnings thereon, is at a rate of 20% per year. A participant is 100% vested after 5 years of credited service.

##### **Investment Options**

Effective September 1, 2003, the Company approved an amendment to the Plan to include Cott Corporation Common Stock as an investment option subject to specified investment limitations. The Plan provides participants with seven diverse mutual funds and a collective investment trust fund, in addition to the Cott Corporation Common Stock, as investment options in which to invest their contributions.

##### **Benefits Payments**

Vested benefits of retired, disabled, or terminated employees are distributed as a single lump-sum payment.

#### **2. Summary of Significant Accounting Policies**

##### **Basis of Presentation**

The accompanying financial statements have been prepared on the accrual basis of accounting, except for benefits paid to participants, which are recorded when paid.

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### **Investment Valuation and Income Recognition**

With the exception of the Cott Corporation Common Stock, the Plan invests in diverse mutual funds and a collective investment trust fund managed by Gartmore Trust Company (beginning June 13, 2003 and as of December 31, 2003 and 2004). From April 3, 2002 to June 13, 2003, the Plan invested in a common trust fund managed by Wachovia. Each account is valued at quoted market prices to determine a current fund value. Investments in securities for which exchange quotations are readily available are valued at the last sale price or, if not for sale, at the closing bid price. The collective investment trust fund is stated at contract value which approximates market value quoted by Gartmore Trust Company.

Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the ex-dividend basis. The Plan presents in the Statement of Changes in Net Assets Available for Benefits the net appreciation (depreciation) in the fair value of its investments which consists of the realized gains and losses and the unrealized appreciation (depreciation) on those investments.

### **Participant Accounts**

Participant accounts are credited with units by investment fund for participant contributions, employer contributions and fund transfers. Unit values are calculated daily to reflect the gains or losses of the underlying fund investments and expenses. Each participant's account is credited with the participant's contribution and allocation of plan earnings. Allocations are based on account balances, as defined. The benefit to which a participant is entitled is the benefit that can be provided from the units in the participant's fund multiplied by the appropriate unit values on the valuation date.

### **Use of Estimates**

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the dates of the financial statements and the reported amounts of increases and decreases in net assets during the reporting periods. Actual results could differ from those estimates.

### **Administrative Costs**

Substantially all administrative expenses of the Plan are paid by the Company. Participants incur the cost of fees charged by the trustee/custodian to process payment requests. Additionally, investment management fees are assessed to participants.

## **3. Plan Termination**

Although it has not expressed any intent to do so, the Company has the right under the Plan to discontinue contributions and terminate the Plan. Upon a complete or partial termination of the Plan, the account of each affected participant will fully vest. The form and timing of payment will be as determined under the Plan at the time of Plan termination.

## **4. Tax Status**

The Internal Revenue Service has determined and informed the Company by a letter dated June 29, 2004, that the Plan is qualified and that the trust established under the plan is tax exempt under the applicable sections of the

IRC. Therefore, no provision for income taxes has been included in the Plan financial statements.

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**5. Forfeitures**

Forfeited nonvested amounts were \$612 and \$600 at December 31, 2004 and 2003, respectively. Cumulative forfeitures for Plan years ended December 31, 2004 and 2003 were \$1,197 and \$1,620, respectively. Cumulative forfeitures are included in the Plan's investments and are available to reduce future employer contributions and administrative expenses.

**6. Non-Participant Directed Investments**

Information about net assets and the significant components of the changes in net assets relating to the non-participant directed investments is as follows:

	<b>2004</b>	<b>2003</b>
<b>Non-participant directed investment*</b>		
Cott Corporation Common Stock	\$ 231,572	\$ 299,315
<b>Changes in non-participant directed investment</b>		
Contributions	\$ 1,562	\$ 7,485
Net (depreciation) appreciation	(28,052)	108,324
Benefits paid to participants	(41,253)	(5,065)
	\$ (67,743)	\$ 110,744

\* Includes both non-participant directed and participant directed Cott Corporation Common Stock (Note 1)

**7. Collective Investment Trust**

The Gartmore Morley Stable Value Fund investment fund (the Fund), offered to participants of the Plan, is a collective investment trust fund with Gartmore Trust Company. The Fund consists of a diversified portfolio of high quality stable value investment contracts issued by life insurance companies, banks and other financial institutions. Income is accrued daily and reinvested in the Fund. The accrual of income is reflected in the Fund's unit price which is priced daily and is not held constant.

**8. Related Party Transactions**

Fees paid by the Plan for trustee management services amounted to \$4,502 and \$4,835 for the years ended December 31, 2004 and 2003, respectively. These fees qualify as party-in-interest transactions.

The Plan investments include shares of Cott Corporation Common Stock. These transactions qualify as party-in-interest transactions.

**9. Investments**

The following table presents the Plan's investments that represent 5% or more of the Plan's assets.

	<b>2004</b>	<b>2003</b>
Cott Corporation Common Stock	\$ 231,572	\$ 299,315
American Funds Balanced Fund	296,728	245,426
American Funds Growth Fund of America	596,726	479,958
Evergreen Core Bond Fund	201,598	183,516
Gartmore Morley Stable Value Fund	415,323	364,049

During 2004 and 2003, the Plan's investments (including gains and losses on investments bought and sold, as well as held during the year) appreciated in value by \$65,511 and \$279,370, respectively, as follows:

	<b>2004</b>	<b>2003</b>
Collective Investment Trust Fund	\$ 12,455	\$ 6,319
Common Stock	(28,052)	108,324
Mutual Funds	81,108	164,727
	\$ 65,511	\$ 279,370

**10. Reconciliation of Financial Statements to Form 5500**

The following is a reconciliation of contributions in the financial statements and Form 5500 for the year ended December 31, 2004:

Participant contributions per the financial statements	\$ 164,946
Plus: 2003 Participant contribution receivable	10,382
Less: 2004 Participant contribution receivable	(12,803)
Participant contributions per Form 5500	\$ 162,525
Employer contributions per the financial statements	\$ 99,280
Plus: 2003 Employer contribution receivable	6,780
Less: 2004 Employer contribution receivable	(7,547)
Employer contributions per Form 5500	\$ 98,513
Participant contribution receivable per the financial statements	\$ 12,803
Less: 2004 Participant contribution receivable	(12,803)
Participant contribution receivable per Form 5500	\$
Employer contribution receivable per the financial statements	\$ 7,547
Less: 2004 Employer contribution receivable	(7,547)

Employer contribution receivable per Form 5500

\$

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**Cott Beverages San Bernardino Savings & Retirement Plan****Schedule H, Line 4(i) Schedule of Assets (Held at End of Year)****December 31, 2004****Schedule I**

<b>Identity of Issue, Borrower,</b>	<b>Description of Investment</b>		<b>Cost</b>	<b>Current Value</b>
<b>Lessor or Similar Party</b>				
AIM Small Cap Growth Fund	Mutual Fund	\$		\$ 2,027
American Funds Balanced Fund	Mutual Fund			296,728
American Funds Growth Fund of America	Mutual Fund			596,726
Davis New York Venture Fund	Mutual Fund			13,774
Evergreen Core Bond Fund	Mutual Fund			201,598
Evergreen Equity Index Fund	Mutual Fund			4,960
Fidelity Advisor Mid Cap Fund	Mutual Fund			3,664
	Collective Investment			
Gartmore Morley Stable Value Fund	Trust Fund			415,323
	Common			
Cott Corporation*	Stock	174,162	**	231,572
		\$ 174,162		\$ 1,766,372

\* Party-In-Interest as defined by ERISA.

\*\* Includes both non-participant and participant directed investments.

See accompanying Report of Independent Registered Certified Public Accounting Firm

**Cott Beverages San Bernardino Savings & Retirement Plan**

**Schedule H, Line 4(j) Schedule of Reportable Transactions  
Year Ended December 31, 2004**

**Schedule II**

The Plan executed no transactions as defined.

See accompanying Report of Independent Registered Certified Public Accounting Firm

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**Cott Beverages San Bernardino Savings & Retirement Plan**

**Schedule H, Line 4(i) Schedule of Assets (Acquired and Disposed of Within the Plan Year)  
Year Ended December 31, 2004**

**Schedule III**

The Plan executed no transactions as defined.

See accompanying Report of Independent Registered Certified Public Accounting Firm

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**Cott Beverages San Bernardino Savings & Retirement Plan**

**Schedule of Loans or Fixed Income Obligations in Default or Classified as Uncollectible  
Year Ended December 31, 2004**

**Schedule IV**

The Plan executed no transactions as defined.

See accompanying Report of Independent Registered Certified Public Accounting Firm

**Cott Beverages San Bernardino Savings & Retirement Plan**

**Schedule of Leases in Default or Classified as Uncollectible  
Year Ended December 31, 2004**

**Schedule V**

The Plan executed no transactions as defined.

See accompanying Report of Independent Registered Certified Public Accounting Firm

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**Cott Beverages San Bernardino Savings & Retirement Plan**

**Schedule of Non-Exempt Transactions  
Year Ended December 31, 2004**

**Schedule VI**

The Plan executed no transactions as defined.

See accompanying Report of Independent Registered Certified Public Accounting Firm

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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the Trustees (or other persons who administer the Plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

Cott Beverages San Bernardino  
Savings & Retirement Plan

By: /s/ Kimberly M. Helton  
Kimberly M. Helton  
Retirement Plan Manager,  
Cott Beverages, Inc.

June 28, 2005

quarter ended March 31, 2002, as filed with the Securities and Exchange Commission on the date hereof, I, Mark D. Kehnemund, the Chief Financial Officer of the Company, certify, pursuant to and for purposes of 18 U.S.C. Section 1350, as adopted pursuant to Section 302 of the Sarbanes-Oxley Act of 2002, that: 1. I have reviewed this quarterly report on Form 10-QSB/A-1 of Flotek Industries, Inc.; 2. Based on my knowledge, this quarterly report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this quarterly report; 3. Based on my knowledge, the financial statements, and other financial information included in this quarterly report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this quarterly report; 4. The registrant's other certifying officers and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-14 and 15d-14) for the registrant and we have: a. designed such disclosure controls and procedures to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this quarterly report is being prepared; b. evaluated the effectiveness of the registrant's disclosure controls and procedures as of a date within 90 days prior to the filing date of this quarterly report (the "Evaluation Date"); and c. presented in this quarterly report our conclusions about the effectiveness of the disclosure controls and procedures based on our evaluation as of the Evaluation Date; 5. The registrant's other certifying officers and I have disclosed, based on our most recent evaluation, to the registrant's auditors and the audit committee of registrant's board of directors (or persons performing the equivalent function): a. all significant deficiencies in the design or operation of internal controls which could adversely affect the registrant's ability to record, process, summarize and report financial data and have identified for the registrant's auditors any material weaknesses in internal controls; and b. any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal controls; and 6. The registrant's other certifying officers and I have indicated in this quarterly report whether or not there were significant changes in internal controls or in other factors that could significantly affect internal controls subsequent to the date of our most recent evaluation, including any corrective actions with regard to significant deficiencies and material weaknesses. Date: February 03, 2003 /s/Mark D. Kehnemund ----- Mark D. Kehnemund Sr. Vice President & Chief Financial Officer 27