

DIRECTORS' REPORT AND ACCOUNTS

HUMBER PILOTAGE (C.H.A.) LIMITED
(Registered Number 41972)

31 DECEMBER 1999



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COMPANIES HOUSE

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HUMBER PILOTAGE (C.H.A.) LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 1999

The directors present their report of the company for the year ended 31 December 1999, together with the unaudited balance sheet of the company at that date.

PRINCIPAL ACTIVITY

The company has not traded during the year under review.

DIRECTORS

The directors who held office during the year were as follows:

M G Fell	(Chairman)
C Silvester	(Resigned 1 December 1999)
Captain P P Hames	

DIRECTORS' SHARE INTERESTS

No director had any beneficial interest in the shares of the company during the year. The beneficial, including family, interests of the directors in the share capital of Associated British Ports Holdings PLC are shown below:

	Ordinary Shares of 25p each	Ordinary Shares of 25p each held by the Trustees of the Employee Share Ownership Scheme	Ordinary Shares of 25p each subject to Options under the Savings-Related and Executive Share Option Schemes			
	<u>1999</u>	<u>1998</u>	<u>1999</u>	<u>1998</u>	<u>1999</u>	<u>1998</u>
M G Fell	308	434	1,330	1,048	117,341	107,505
Capt P P Hames	308	-	308	616	49,723	53,513
	=====	=====	=====	=====	=====	=====

Following the maturity of options granted under the ABP Savings-Related Share Option Scheme in October 1996, Mr Fell was allotted 1,666 shares on 27 January 2000. There have been no other changes in the total shareholdings of the directors in the period 31 December 1999 to 22 February 2000.

HUMBER PILOTAGE (C.H.A.) LIMITED

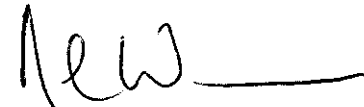
DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 1999 (continued)

ELECTIVE RESOLUTIONS AND AUDITORS

In accordance with Section 250 of the Companies Act 1985 (as amended by Section 14 of the Companies Act 1989), the company, being eligible, has resolved not to reappoint an auditor.

The company has, by Elective Resolutions, also resolved to dispense with the need to lay Reports and Accounts before the members of the company in General Meeting and to hold Annual General Meetings.

By Order of the Board

A handwritten signature in dark ink, appearing to read 'A H W Winson', followed by a horizontal line.

A H W Winson
Secretary
22 February 2000

Registered Office

150 Holborn
LONDON
EC1N 2LR

HUMBER PILOTAGE (C.H.A.) LIMITED

BALANCE SHEET - 31 DECEMBER 1999

	Notes	<u>1999</u> £'000	<u>1998</u> £'000
CURRENT ASSETS			
Debtors	3	2,049 =====	2,049 =====
CAPITAL AND RESERVES			
Issued share capital	4	30	30
Profit and loss account		<u>2,019</u>	<u>2,019</u>
EQUITY SHAREHOLDERS' FUNDS		2,049 =====	2,049 =====

The company was dormant throughout the financial year.

The notes on page 4 form part of these accounts.



M G Fell

DIRECTOR

APPROVED BY THE BOARD
ON 22 FEBRUARY 2000

HUMBER PILOTAGE (C.H.A.) LIMITED

NOTES TO THE ACCOUNTS - 31 DECEMBER 1999

1 ACCOUNTING POLICY

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost convention.

2 DIRECTORS AND EMPLOYEES

None of the directors received any emoluments in respect of his services to the company.

3 DEBTORS (due within one year)

	<u>1999</u> £'000	<u>1998</u> £'000
Amounts owed by group undertakings	2,049 =====	2,049 =====

4 ISSUED SHARE CAPITAL

	<u>1999</u> £'000	<u>1998</u> £'000
Authorised, issued, called up and fully paid 30,000 Ordinary shares of £1 each	30 =====	30 =====

5 ULTIMATE PARENT UNDERTAKING

The company's ultimate parent undertaking is Associated British Ports Holdings PLC. The company's immediate parent undertaking is Associated British Ports. Copies of the group accounts can be obtained from:

Associated British Ports Holdings PLC
150 Holborn
London
EC1N 2LR