

REGISTERED NO: 1681710

CRIMPLAND LIMITED



31 DECEMBER 2000

ANNUAL REPORT AND FINANCIAL STATEMENTS

CRIMPLAND LIMITED

(a wholly owned subsidiary undertaking of Eagle Star Life Assurance Company Limited)

DIRECTORS' REPORT

The directors present their report and the audited financial statements of the Company for the year ended 31 December 2000.

PRINCIPAL ACTIVITY

The Company did not trade during the year and accordingly no profit or loss account is submitted. The Company has no recognised gains or losses and therefore no separate statement of total recognised gains and losses has been presented.

DIRECTORS

The following directors held office throughout the year unless otherwise shown:

R W Allen BA
I D Macrae CA
A D Strang BSc, FRICS

DIRECTORS' INTERESTS

The Company is a subsidiary of Zurich Financial Services, a company incorporated in Switzerland, as such no Director had any interests required to be disclosed under the Companies Act 1985.

On 17 October 2000, the holding structure of the Zurich Financial Services Group unified to give a single parent company, Zurich Financial Services, in place of the two listed holding companies, Allied Zurich p.l.c. and Zurich Allied AG.

Prior to 17 October 2000, Zurich Financial Services was owned 57% by Zurich Allied AG, incorporated in Switzerland, and 43% by Allied Zurich p.l.c. incorporated in England and Wales.

Neither Zurich Allied AG nor Allied Zurich p.l.c. fell within the definition of a holding company under section 736, Companies Act 1985. None of the Directors had an interest in any shares or debentures of Zurich Financial Services prior to 17 October 2000.

None of the Directors had a material interest in a contract of significance with the Company or any subsidiary company of Zurich Financial Services during the year to 31 December 2000.

CRIMPLAND LIMITED**STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The following statement sets out the responsibilities of the Directors in relation to the financial statements of the Company.

Company law requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial period and of the profit or loss for the financial period. In preparing for those financial statements, the Directors are required to:

- * select appropriate accounting policies and apply them consistently;
- * make judgements and estimates that are reasonable and prudent;
- * state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements;
- * prepare the financial statements on the going concern basis, unless they consider that to be inappropriate.

The Directors are responsible for ensuring that the Company keeps sufficient accounting records to disclose with reasonable accuracy the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985.

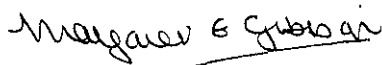
They are responsible for taking reasonable steps to safeguard the assets of the Company, and in that context to have proper regard to the establishment of appropriate systems of internal control with a view to the prevention and detection of fraud and other irregularities. The Directors are also required to prepare the financial statements.

The Directors consider that they have pursued the actions necessary to meet their responsibilities as set out in this statement.

AUDITORS

The Company has elected by a resolution passed in accordance with Section 386 of the Companies Act 1985 and dated 22 October 1992, to dispense with the obligation to appoint auditors annually. PricewaterhouseCoopers have indicated a willingness to continue in office and the Directors have agreed to their so continuing.

By Order of the Board



M E GIBBON
Secretary
UK Life Tower
Montpellier Drive
Cheltenham
Gloucestershire
GL53 7LQ

15 March 2001

CRIMPLAND LIMITED**Auditors' report to the members of Crimpland Limited**

We have audited the financial statements on pages 4 to 6, which have been prepared under the historical cost convention and the accounting policies set out on page 5.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the Annual Report. As described on page 2 this includes responsibility for preparing the financial statements, in accordance with applicable United Kingdom accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and our profession's ethical guidance.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the United Kingdom Companies Act. We also report to you if, in our opinion, the directors' report is not consistent with the financial statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions is not disclosed.

We read the other information contained in the Annual Report and consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the financial statements.

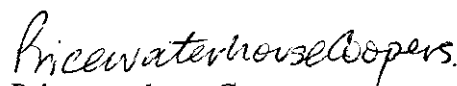
Basis of audit opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the Company's affairs at 31 December 2000 and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers

Chartered Accountants and Registered Auditors

London


19 March 2001

CRIMPLAND LIMITED**BALANCE SHEET**

at 31 December 2000

	Notes	2000 £	1999 £
CREDITORS amounts falling			
Due after more than one year	5	6,634,647	6,634,647
		<hr/>	<hr/>
NET LIABILITIES		£ (6,634,647)	£ (6,634,647)
		<hr/>	<hr/>
CAPITAL AND RESERVES			
Called up share capital	6	100	100
Profit and loss account			
- deficit		(6,634,747)	(6,634,747)
		<hr/>	<hr/>
EQUITY SHAREHOLDER'S FUNDS		£ (6,634,647)	£ (6,634,647)
		<hr/>	<hr/>

The financial statements on pages 4 to 6 were approved by the board of directors on
15 March 2001 and were signed on its behalf by


Director - IAN MACRAE
15 March 2001

CRIMPLAND LIMITED**NOTES TO FINANCIAL STATEMENTS**
for the year ended 31 December 2000**1. ACCOUNTING STANDARDS**

The financial statements have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies, which have been applied consistently, is set out below.

2. ACCOUNTING POLICIES**Basis of Accounting**

The financial statements have been prepared in accordance with the historical cost convention.

Cash Flow Statement

The Company is a wholly-owned subsidiary of Eagle Star Life Assurance Company Limited. It is therefore exempt from the requirement to publish a cash flow statement.

	2000 £	1999 £
3. ADMINISTRATIVE EXPENSES		
Auditors' remuneration	NIL	NIL
Directors' emoluments	NIL	NIL

4. EMPLOYEES

Other than the directors listed on page 1, the Company has no employees (1999: Nil).

Directors' Remuneration

There were no directors' emoluments paid by the Company (1999: Nil). The services of the directors to the Company are of a non-executive nature and their emoluments are deemed to be wholly attributable to their services to the company paying their emoluments.

No Directors exercised options over shares in Zurich Financial Services during the period 17 October 2000 to 31 December 2000.

	2000 £	1999 £
5. CREDITORS		
Amounts falling due after more than one year:		
Amounts owed to group undertakings		
- Parent company	£ 6,634,647	£ 6,634,647

The amounts owed to the parent company are interest free.

6. SHARE CAPITAL

100 ordinary shares of £1 each

Authorised, allotted, called up and fully paid	£ 100	£ 100
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CRIMPLAND LIMITED**NOTES TO FINANCIAL STATEMENTS (Cont'd)**
for the year ended 31 December 2000**7. FINANCIAL SUPPORT**

The parent company, Eagle Star Life Assurance Company Limited, has indicated that the debt owed by the Company to the parent company is subordinated in all respects to all other liabilities of the Company. Accordingly payment of any amount (whether in respect of principal, interest or otherwise, or whether by re-payment, payment or pre-payment) of the loans shall be conditional upon the capacity of the Company to discharge its other liabilities.

Further, to the extent that the Company has insufficient funds to meet its other liabilities, Eagle Star Life Assurance Company Limited has indicated that it will put funds in to the Company to ensure such liabilities are met.

8. IMMEDIATE CONTROLLING PARTY

Eagle Star Life Assurance Company Limited is regarded as the immediate controlling party.

9. ULTIMATE HOLDING COMPANY

The Company's ultimate parent company is Zurich Financial Services which is incorporated in Switzerland. On 17 October, the holding structure of the Zurich Financial Services Group unified to give a single parent company, Zurich Financial Services, in place of the two listed holding companies, Allied Zurich p.l.c. and Zurich Allied AG.

Copies of the consolidated financial statements of Zurich Financial Services can be obtained from The Secretary, Zurich Financial Services, Mythenquai 2, 8002 Zurich, Switzerland.

Eagle Star Holdings Limited is the parent company of the smallest group of companies of which the Company is a wholly owned subsidiary, for which the group accounts are drawn up. Copies of the consolidated financial statements of Eagle Star Holdings Limited can be obtained from The Secretary, Eagle Star Holdings Limited, 22 Arlington Street, London SW1A 1RW.

10. RELATED PARTY TRANSACTIONS

As a wholly owned subsidiary, advantage has been taken of the exemption provided by FRS8, not to disclose details of transactions with Zurich Financial Services and its subsidiaries.