

AMOCO FABRICS (U.K.) LIMITED

(Registered No. 1954402)

ANNUAL REPORT AND ACCOUNTS 2002

Board of Directors: S K Welch
C P Saunders

REPORT OF THE DIRECTORS

The directors present their report and accounts for the year ended 31 December 2002.

Principal activity

The company did not trade during the year and it is not anticipated that it will trade in the foreseeable future.

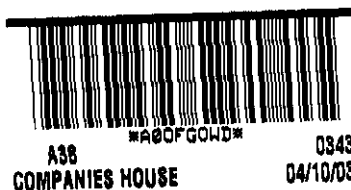
Results and dividends

The loss after taxation for the year of £835,000 when deducted from the retained deficit brought forward at 1 January 2002 of £29,585,000 gives a total retained deficit carried forward at 31 December 2002 of £30,420,000. The directors do not propose the payment of a final dividend.

Directors

The present directors are listed above. Mr C P Saunders and Mr D K Peattie served as directors throughout the financial year. Changes since 1 January 2002 are as follows:

	<u>Appointed</u>	<u>Resigned</u>
D K Peattie		1 May 2003
S K Welch	1 May 2003	



AMOCO FABRICS (U.K.) LIMITED

REPORT OF THE DIRECTORS

Directors' interests

The interests of the directors holding office at 31 December 2002, and their families, in the US \$0.25 ordinary shares of BP p.l.c., were as set out below:

	<u>31 December 2002</u>	<u>1 January 2002</u>
C P Saunders	40,595	36,293
D K Peattie	101,080	77,679

In addition, rights to subscribe for US \$0.25 ordinary shares in BP p.l.c. were granted to, or exercised by, those directors between 1 January 2002 and 31 December 2002 as follows:

	<u>Granted</u>	<u>Exercised</u>
C P Saunders	4,400	-
D K Peattie	107,000	4,774

No director had any interest in the shares or debentures of subsidiary undertakings of BP p.l.c. at 31 December 2002.

Policy and practice with respect to payment of suppliers

It is the company's policy to follow the CBI's prompt payment code of practice for all suppliers to the company. A copy of the code of practice may be obtained from the CBI.

The number of days' purchases represented by trade creditors at the year-end was zero.

Auditors

Ernst & Young LLP will continue in office as the company's auditor in accordance with the elective resolution passed by the company under Section 386 of the Companies Act 1985.

By order of the Board

Secretary



11 September 2003

Registered Office:
Breakspear Park
Breakspear Way
Hemel Hempstead
Herts HP2 4UL

AMOCO FABRICS (U.K.) LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

Company law requires the directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those accounts, the directors are required to:

- select suitable accounting policies and then 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 accounts; and
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors are also responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and which enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for taking reasonable steps to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

The directors confirm that they have complied with these requirements and having a reasonable expectation that the company has, or has access within the BP Group to, adequate resources to continue in operational existence for the foreseeable future, continue to adopt the going concern basis in preparing the accounts.

AMOCO FABRICS (U.K.) LIMITED
REPORT OF THE AUDITORS TO THE MEMBERS OF
AMOCO FABRICS (U.K.) LIMITED

We have audited the accounts for the year ended 31 December 2002 which comprise Profit and Loss Account, Balance Sheet and the related notes 1 to 9. These accounts have been prepared on the basis of the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described in the statement of Directors' Responsibilities, the company's directors are responsible for the preparation of the accounts in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the accounts give a true and fair view and are properly prepared in accordance with the Companies Act 1985. 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 with the company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the company as at 31 December 2002 and of the loss of the company for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Registered Auditor
London.

11 September 2003

AMOCO FABRICS (U.K.) LIMITED

ACCOUNTING POLICIES

Accounting Standards

These accounts are prepared in accordance with applicable UK accounting standards.

Accounting convention

The accounts are prepared under the historical cost convention. Accounts prepared on this basis show the profits available to shareholders and are the most appropriate basis for presentation of the company's balance sheet.

As the ultimate parent undertaking has published a group cash flow statement in compliance with Financial Reporting Standard No. 1 (Revised), a cash flow statement is not presented in these accounts.

Foreign currencies

Transactions in currencies other than sterling are recorded at the rate ruling at the date of the transaction. Assets and liabilities in currencies other than sterling are translated into sterling at closing rates of exchange. All exchange gains and losses on settlement or translation at closing rates of exchange of monetary assets and liabilities are included in the determination of loss for the year.

Pensions

In accordance with Statement of Standard Accounting Practice No 24 "Accounting for pension costs" the cost of providing pensions is charged to income on a systematic basis, with pension surpluses and deficits amortised over the expected average remaining service lives of current employees. The difference between the amounts charged to income and contributions made to the pension plans is included within pension provisions or debtors as appropriate.

AMOCO FABRICS (U.K.) LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2002

	Note	<u>2002</u> £'000	<u>2001</u> £'000
Administration expenses		(9)	(11)
Loss on ordinary activities before interest and tax		<u>(9)</u>	<u>(11)</u>
Interest receivable and similar income		-	-
Interest payable and similar charges	2	(826)	(826)
Loss before taxation		<u>(835)</u>	<u>(837)</u>
Taxation	3	-	-
Retained loss for the year		<u>(835)</u>	<u>(837)</u>


There are no recognised gains or losses attributable to the shareholders of the company other than the loss of £835,000 for the year ended 31 December 2002 (2001 loss of £837,000).

AMOCO FABRICS (U.K.) LIMITED

BALANCE SHEET AT 31 DECEMBER 2002

	<u>Note</u>	<u>2002</u> <u>£'000</u>	<u>2001</u> <u>£'000</u>
Creditors – amounts falling due within one year	5	(11,526)	(10,691)
Net current liabilities		<u>(11,526)</u>	<u>(10,691)</u>
TOTAL ASSETS LESS CURRENT LIABILITIES		<u>(11,526)</u>	<u>(10,691)</u>
SHAREHOLDERS' INTEREST		<u>(11,526)</u>	<u>(10,691)</u>
Represented by			
Capital and reserves			
Called up share capital	6	14,500	14,500
Share premium account	7	380	380
Other reserves	7	4,014	4,014
Profit and loss account	7	(30,420)	(29,585)
SHAREHOLDERS' FUNDS – EQUITY INTERESTS		<u>(11,526)</u>	<u>(10,691)</u>

By order of the Board



Director

11 September 2003

AMOCO FABRICS (U.K.) LIMITED

NOTES TO THE ACCOUNTS

1. Operating Loss

This is stated after charging:

	<u>2002</u>	<u>2001</u>
	£'000	£'000
Auditors' remuneration	3	3
	<u> </u>	<u> </u>

2. Interest payable and similar charges

	<u>2002</u>	<u>2001</u>
	£'000	£'000
Loans from Parent	(826)	(826)
	<u> </u>	<u> </u>
	(826)	(826)
	<u> </u>	<u> </u>

3. Taxation

The Company is a member of a group for the purposes of relief under Section 402 of the Income & Corporation Taxes Act 1988. No corporation tax has been provided because another group company, BP International Limited, has undertaken to procure the claim or surrender of free group relief to the extent it is required and to provide for any current or deferred UK tax that arises.

The following table provides a reconciliation of the UK statutory corporation tax rate to the effective current tax rate on profit before taxation:

	<u>2002</u>	<u>2001</u>
	%	%
UK statutory corporation tax rate:	30	30
Increase/(decrease) resulting from:	-	-
Timing differences	-	-
Permanent differences	-	-
Group relief	(30)	(30)
	<u> </u>	<u> </u>
Effective current tax rate	-	-
	<u> </u>	<u> </u>

AMOCO FABRICS (U.K.) LIMITED

NOTES TO THE ACCOUNTS

4. Directors and employees

Remuneration of directors

None of the directors received any fees or remuneration for services as a director of the company during the financial year.

5. Creditors

	<u>2002</u>	<u>2001</u>
	Within 1 year	Within 1 year
	£'000	£'000
Parent and fellow subsidiary undertakings	11,517	10,691
Accruals	6	-
Other creditors	3	-
	<u>11,526</u>	<u>10,691</u>

6. Called up share capital

	<u>2002</u>	<u>2001</u>
	£'000	£'000
Authorised share capital:		
15,000,000 Ordinary shares of £1 each	15,000	15,000
	<u> </u>	<u> </u>
Allotted, called up and fully paid:		
14,500,100 Ordinary shares of £1 each	14,500	14,500
	<u> </u>	<u> </u>

AMOCO FABRICS (U.K.) LIMITED

NOTES TO THE ACCOUNTS

7. Reconciliation of shareholders' funds and movements on reserves

	<u>Equity</u> <u>share</u> <u>capital</u> <u>£'000</u>	<u>Share</u> <u>premium</u> <u>account</u> <u>£'000</u>	<u>Other</u> <u>reserves</u> <u>£'000</u>	<u>Profit and</u> <u>loss</u> <u>account</u> <u>£'000</u>	<u>Total</u> <u>£'000</u>
At 1 January 2001	14,500	380	4,014	(28,748)	(9,854)
Loss for the year	-	-	-	(837)	(837)
At 1 January 2002	14,500	380	4,014	(29,585)	(10,691)
Loss for the year	-	-	-	(835)	(835)
At 31 December 2002	<u>14,500</u>	<u>380</u>	<u>4,014</u>	<u>(30,420)</u>	<u>(11,526)</u>

8. Pensions

The BP group's principal pension plan in the UK (the BP Pension Fund) is separately funded and provides benefits that are computed based on an employee's years of service and final pensionable salary.

The charge to profit for the year for pensions is £6,000 (2001: £6,000) and is in respect of payments made on behalf of former employees to personal pension plans. The pension liabilities of the company will be met by another group company as and when they fall due.

9. Ultimate parent undertaking

The ultimate parent undertaking of the group of undertakings for which group accounts are drawn up, and of which the company is a member, is BP p.l.c., a company registered in England and Wales. Copies of BP p.l.c.'s accounts can be obtained from 1 St James's Square, London SW1Y 4PD.