

HUMBERCLYDE COMMERCIAL INVESTMENTS LIMITED

REPORT OF THE DIRECTORS

AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2001

COMPANY NO. 2609214



HUMBERCLYDE COMMERCIAL INVESTMENTS LIMITED

REPORT OF THE DIRECTORS
FOR THE YEAR ENDED 31 DECEMBER 2001

PRINCIPAL ACTIVITY AND BUSINESS REVIEW

The principal activity of the company is the leasing of property and other assets. The company has traded successfully in its chosen market and is expected to continue to do so.

RESULTS AND DIVIDEND

The profit and loss account for the year ended 31 December 2001 is set out on page 3. The Board does not recommend payment of a dividend (2000: £Nil).

DIRECTORS AND DIRECTORS' INTERESTS

The Directors of the company who served during the period were:

Mr M J Dix
 Mr T B Veillet-Lavallée
 Mr N D James

No director of the company has at any time had any beneficial interest in the shares of the company or the group.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 and of the result of the company for that period. In preparing those financial statements, 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 financial statements;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

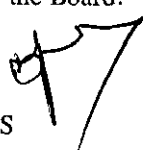
The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the group and to enable them to ensure that the financial statements comply with the Companies Act 1985. They also have general responsibility for taking such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

Auditors

On 1 September 2002 our auditors, Mazars Neville Russell, changed their name to Mazars.

By order of the Board.

N D JAMES

 30/10/2002

Northern Cross
 Basing View
 Basingstoke, Hants
 RG21 4HL

HUMBERCLYDE COMMERCIAL INVESTMENTS LIMITED**AUDITORS' REPORT TO THE SHAREHOLDERS OF****HUMBERCLYDE COMMERCIAL INVESTMENTS LIMITED**

We have audited the financial statements on pages 3 to 9. These financial statements have been prepared under the historical cost convention and the accounting policies set out on page 5.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities the company's directors are responsible for the preparation of financial statements in accordance with applicable law and United Kingdom Auditing Standards.

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

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 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 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.

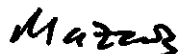
Basis of audit opinion

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 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.

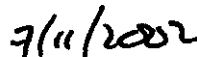
We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement whether caused by fraud or other irregularity 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 as at 31 December 2001 and of the loss for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



MAZARS
Chartered Accountants
and Registered Auditors
24 Bevis Marks
London EC3A 7NR



HUMBERCLYDE COMMERCIAL INVESTMENTS LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 2001

		Year ended 31 December 2001 <u>£'000</u>	1 June to 31 December 2000 <u>£'000</u>
<u>CONTINUING OPERATIONS</u>	<u>Notes</u>		
Gross loss from trading activities	2	(107)	(252)
Interest receivable	4	-	657
Interest payable	5	-	(342)
		<hr/>	<hr/>
GROSS (LOSS) / PROFIT		(107)	63
Other operating income		-	10
Administrative expenses	6	-	(94)
		<hr/>	<hr/>
OPERATING (LOSS) / PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		(107)	(21)
Taxation on (loss)/profit on ordinary activities	7	32	7
		<hr/>	<hr/>
(LOSS) PROFIT FOR THE FINANCIAL YEAR	13	(75)	(14)
		<hr/> <hr/>	<hr/> <hr/>

The company has no recognised gains or losses other than the result for the year.

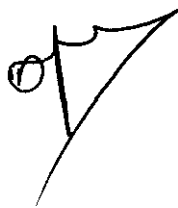
The notes on pages 5 to 9 form part of these financial statements.

HUMBERCLYDE COMMERCIAL INVESTMENTS LIMITED**BALANCE SHEET AT 31 DECEMBER 2001**

	<u>Notes</u>	<u>2001</u> <u>£'000</u>	<u>2000</u> <u>£'000</u>
FIXED ASSETS			
Tangible fixed assets	8	645	863
CURRENT ASSETS			
Amounts falling due within one year	9	287	154
CREDITORS : Amounts falling due within one year	10	(1,010)	(1,020)
NET CURRENT LIABILITIES		(723)	(866)
TOTAL ASSETS LESS CURRENT LIABILITIES		(78)	(3)
NET LIABILITIES		(78)	(3)
CAPITAL AND RESERVES			
Called up share capital	12	2,000	2,000
Profit and loss account		(2,078)	(2,003)
EQUITY SHAREHOLDERS' FUNDS	13	(78)	(3)

The notes on pages 5 to 9 form part of these financial statements.

These financial statements were approved by the Board of Directors on 30/10/2002



N D James, Director

HUMBERCLYDE COMMERCIAL INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2001

1. ACCOUNTING POLICIES

a) Basis of Preparation of Accounts

The financial statements are prepared under the historical cost convention, in accordance with applicable accounting standards.

The company is exempt from the requirements of FRS 8 to report transactions with related parties and exempt from the requirements of FRS1 to produce a cashflow statement as it is a wholly owned subsidiary of BNP Paribas whose consolidated financial statements are available to the public.

These accounts have been prepared to 31 December 2001, which represents a 12 month period. Comparative figures relate to a 7 month period ending 31 December 2000.

b) Gross Profit

Gross profit comprises rentals receivable from group companies during the period under operating lease arrangements. It also comprises interest charges, finance income on leases, operating lease rental income and depreciation charges and commissions receivable during the year less interest payable and similar charges.

Gross profit is apportioned over the life of agreements to give a constant periodic rate of return on the net investments in those agreements.

c) Depreciation of Tangible Fixed Assets

The cost of fixed assets, with the exception of freehold land, is written off on a straight line basis from the period in which they are brought into use over their estimated useful life.

Furniture & Equipment	Three to five years
Motor Vehicles	Two to four years

d) Depreciation of other Fixed Assets

Operating lease assets are depreciated on the same basis as finance leases to anticipated residual value at the end of the agreements.

e) Deferred Taxation

Deferred Taxation is accounted for at current rates of tax on all timing differences between the accounting and taxation treatment of income and expense, except where no liability to taxation is expected to arise in the foreseeable future. Deferred taxation assets are only recognised if recovery without replacement by equivalent debit balances is reasonably certain.

2. GROSS LOSS FROM TRADING ACTIVITIES

	Year ended 31 December 2001 £'000	1 June to 31 December 2000 £'000
Operating rentals receivable	725	451
Less Depreciation (note 8)	(426)	(258)
Profit on disposal of fixed assets	71	28
Operating lease rentals payable	(387)	(220)
Other administrative expenses	(90)	(253)
	<u>(107)</u>	<u>(252)</u>

HUMBERCLYDE COMMERCIAL INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2001

(Continued)

3. PRIOR YEAR ADJUSTMENT

Certain comparatives have been re-classified in light of the transfer of part of the leasing portfolio from Humberclyde Commercial Investments Limited to a fellow subsidiary on 29th September 2000. This has no impact on the overall result for the prior year.

4. INTEREST RECEIVABLE

Interest earned on activities, all within the UK, includes aggregate lease rentals receivable of £Nil (7 month period to 31 December 2000 £2,844,000). Of this amount, £Nil (7 month period to 31 December 2000 £88,900) was derived from Operating Leases with customers. A further £Nil (7 month period to 31 December 2000 £231,000) was derived from Operating Leases with fellow subsidiary companies. Depreciation on fixed assets amounts to £426,000 (7 month period to 31 December 2000 £258,000) (Note 8).

Interest earned on leasing activities includes a depreciation charge in respect of Operating Lease assets of £Nil (7 month period to 31 December 2000 £65,000).

5. INTEREST PAYABLE

	Year ended 31 December 2001 £'000	1 June to 31 December 2000 £'000
Interest payable to group undertakings	-	(342)
	<hr/>	<hr/>

6. ADMINISTRATIVE EXPENSES

The Directors' and Auditors' remuneration is borne by a fellow subsidiary undertaking.

7. TAXATION

	Year ended 31 December 2001 £'000	1 June to 31 December 2000 £'000
Provision for deferred taxation (Note 11)	7	149
Group relief receivable/(payable)	25	(142)
	<hr/>	<hr/>
	32	7
	<hr/>	<hr/>

HUMBERCLYDE COMMERCIAL INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2001
(Continued)

8. TANGIBLE FIXED ASSETS

	<u>Fixtures & Fittings</u>	<u>Vehicles</u>	<u>Total</u>
<u>Cost</u>	£'000	£'000	£'000
At 1 January 2001	1,051	1,364	2,415
Additions	-	471	471
Disposals	-	(689)	(689)
At 31 December 2001	1,051	1,146	2,197
<u>Depreciation</u>			
At 1 January 2001	(989)	(563)	(1,552)
Charge for the year	(51)	(375)	(426)
Disposals	-	426	426
At 31 December 2001	(1,040)	(512)	(1,552)
<u>Net Book Value</u>			
At 1 January 2001	62	801	863
At 31 December 2001	11	634	645

Annual commitments in respect of land and buildings operating lease rentals expiring in between two and five years from the Balance Sheet date are £391,000 within one year and £401,250 thereafter (7 month period to 31 Dec 2000: £282,000 within one year and £321,000 thereafter).

9. DEBTORS

	31 December 2001 <u>Receivable within one year £'000</u>	31 December 2000 <u>Receivable within one year £'000</u>
Other Debtors	126	-
Deferred Tax (Note 11)	161	154
	287	154

HUMBERCLYDE COMMERCIAL INVESTMENTS LIMITED

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2001

(Continued)

10. CREDITORS: Amounts falling due within one year

	31 December 2001 <u>£'000</u>	31 December 2000 <u>£'000</u>
Amounts owed to group undertakings	848	672
Other creditors	162	348
	<u>1,010</u>	<u>1,020</u>

11. DEFERRED TAXATION

Deferred Taxation :	31 December 2001 Amount Potential <u>£'000</u>	31 December 2001 Amount Provided <u>£'000</u>	31 December 2000 Amount Potential <u>£'000</u>	31 December 2000 Amount Provided <u>£'000</u>
Lease timing differences	128	128	121	121
Short-term timing differences	33	33	33	33
	<u>161</u>	<u>161</u>	<u>154</u>	<u>154</u>

The movement in deferred taxation is as follows:

	<u>£'000</u>
Balance at 1 Jan 2001	154
Movement for the period (Note 7)	7
	<u>161</u>

12. SHARE CAPITAL

The share capital comprised of 2,000,000 authorised ordinary £1 shares all of which were allotted, called up and fully paid as at 31 December 2001 and 2000.

13. RECONCILIATION OF MOVEMENT IN EQUITY SHAREHOLDER'S FUNDS

	Year ended 31 December 2001 <u>£'000</u>	1 June to 31 December <u>£'000</u>
At start of year	(3)	(1,989)
(Loss)/Profit for the period	(75)	(14)
Issue of share capital		2,000
At end of period	<u>(78)</u>	<u>(3)</u>

HUMBERCLYDE COMMERCIAL INVESTMENTS LIMITED**NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2001**
(Continued)**14. ULTIMATE PARENT COMPANY**

The immediate holding company is HFGL Limited, which is incorporated in Great Britain and registered in England and Wales.

The ultimate parent company is BNP Paribas, which is registered in France.

The smallest and largest group in which the results of the group are consolidated is that headed by BNP Paribas. The consolidated financial statements of BNP Paribas are available to the public and may be obtained from 16 boulevard des Italiens, 75009 Paris, France.