

BP OIL LLANDARCY REFINERY LIMITED
(Registered No 00146560)

ANNUAL REPORT AND ACCOUNTS 2011

Board of Directors S U Dietrich
 P J Mather
 D Toman

REPORT OF THE DIRECTORS

The directors present their report and accounts for the year ended 31 December 2011

Results and dividends

There are no recognised gains and losses for the financial year and the retained profit brought forward at 1 January 2011 of £Nil is carried forward unchanged

The company has not declared any dividends during the year (2010 £Nil) The directors do not propose the payment of a dividend

Principal activity and review of the business

The company acts as agent for BP Oil UK Limited in the operations involved with the closure of Llandarcy Refinery

There has been no activity during the year

No key financial and other performance indicators have been identified for this company

Principal risks and uncertainties

The company aims to deliver sustainable value by identifying and responding successfully to risks Risk management is integrated into the process of planning and performance management at a group level Monitoring and accountability for the management of these risks occur through quarterly performance reviews at a group level

As the company acts as an agent for BP Oil UK Limited, there are no significant risks relating to this company

Consider carefully the risks described below and the potential impact of their occurrence on the business, financial condition and results of operations for the company

Company level risks have been categorised against the following area compliance and control In addition, we have also set out a further category of risk for your attention – those resulting from the Gulf of Mexico oil spill (the Incident)



BP OIL LLANDARCY REFINERY LIMITED

REPORT OF THE DIRECTORS

Principal risks and uncertainties (continued)

Gulf of Mexico oil spill

The Gulf of Mexico oil spill has had and could continue to have a material adverse impact on BP as a group, and consequently may also have an adverse impact on BP Oil Llandarcy Refinery Limited

There is significant uncertainty in the extent and timing of costs and liabilities relating to the Incident, the impact of the Incident on the reputation of the BP group and the resulting possible impact on the company's ability to access new opportunities. There is also significant uncertainty regarding potential changes in applicable regulations and the operating environment that may result from the Incident. These increase the risks to which the group and therefore the company are exposed to. These uncertainties are likely to continue for a significant period. Thus, the Incident has had, and could continue to have, a material adverse impact on the group's business, competitive position, financial performance, cash flows, prospects, liquidity, shareholder returns and/or implementation of its strategic agenda, particularly in the US.

The BP Group recognized charges totalling \$40.9 billion in 2010 and a credit of \$3.7 billion in 2011 as a result of the Incident. The total amounts that will ultimately be paid by BP in relation to all obligations relating to the Incident are subject to significant uncertainty and the ultimate exposure and cost to BP will be dependent on many factors. Furthermore, the amount of claims that become payable by BP, the amount of fines ultimately levied on BP (including any potential determination of BP's negligence or gross negligence), the outcome of litigation, and any costs arising from any longer-term environmental consequences of the oil spill, will also impact upon the ultimate cost for BP. Although the provision recognized is the current best estimate of expenditures required to settle certain present obligations at the end of the reporting period, there are future expenditures for which it is not possible to measure the obligation reliably. The risks associated with the Incident could also heighten the impact of the other risks to which the group is exposed as further described below. Further information on the Incident, is included within the BP group Annual Report and Form 20-F for the year ended 31 December 2011.

Compliance and control risks

Reporting

External reporting of financial and non-financial data is reliant on the integrity of systems and people. Failure to report data accurately and in compliance with external standards could result in regulatory action, legal liability and damage to the company's reputation.

Directors

The present directors are listed on page 1.

There have been no director appointments or resignations since 1 January 2011.

Directors' indemnity

The company indemnifies the directors in its Articles of Association to the extent allowed under section 232 of the Companies Act 2006.

BP OIL LLANDARCY REFINERY LIMITED

REPORT OF THE DIRECTORS

Policy and practice on payment of creditors

It is the company's policy to follow the CBI's prompt payment code of practice for all suppliers to the company with payments made in accordance with the relevant contractual payment terms. 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 nil.

Auditor

In the absence of a notice proposing that the appointment be terminated, Ernst & Young LLP will be deemed to be re-appointed as the company's auditor for the next year.

Directors' statement as to the disclosure of information to the auditor

The directors who were members of the board at the time of approving the directors' report are listed on page 1. Having made enquiries of fellow directors and of the company's auditor, each of these directors confirms that:

- To the best of each director's knowledge and belief, there is no information relevant to the preparation of their report of which the company's auditor is unaware, and
- Each director has taken all the steps a director might reasonably be expected to have taken to be aware of relevant audit information and to establish that the company's auditor is aware of that information.

By Order of the Board



For and on behalf of
Sunbury Secretaries Limited
Company Secretary

13 July 2012

Registered Office

Chertsey Road
Sunbury on Thames
Middlesex
TW16 7BP
United Kingdom

BP OIL LLANDARCY REFINERY LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom accounting standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the profit or loss for that period. In preparing these 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 United Kingdom accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- 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 that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

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

BP OIL LLANDARCY REFINERY LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF
BP OIL LLANDARCY REFINERY LIMITED

We have audited the financial statements of BP Oil Llandarcy Refinery Limited for the year ended 31 December 2011 which comprise the Profit and Loss Account, the Statement of Total Recognised Gains and Losses, the Balance Sheet, the accounting policies and the related notes 1 to 9. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 auditor's 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 auditor

As explained more fully in the Statement of Directors' Responsibilities set out on page 4, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). These standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 December 2011 and of its result for the year then ended,
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.

Ernst & Young LLP

William Testa

(Senior Statutory Auditor)

for and on behalf of Ernst & Young LLP, Statutory Auditor

London

18 July

2012

BP OIL LLANDARCY REFINERY LIMITED

ACCOUNTING POLICIES

Accounting standards

The financial statements of BP Oil Llandarcy Refinery Limited were approved for issue by the Board of Directors on **13 JULY** 2012

These accounts are prepared in accordance with applicable UK accounting standards

Accounting convention

The accounts are prepared under the historical cost convention

Statement of cash flows

The group accounts of the ultimate parent undertaking contain a consolidated cash flow statement. The company has taken advantage of the exemption granted by the Financial Reporting Standard No 1 (Revised), whereby it is not required to publish its own cash flow statement.

Trade and other debtors

Trade and other debtors are carried at the original invoice amount, less allowances made for doubtful receivables. Provision is made when there is objective evidence that the company will be unable to recover balances in full. Balances are written off when the probability of recovery is assessed as being remote.

BP OIL LLANDARCY REFINERY LIMITED

PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2011

		<u>2011</u>	<u>2010</u>
	Note	£	£
Turnover	1	-	-
Administration expenses		-	-
Result before taxation		-	-
Taxation	3	-	-
Result for the year		-	-

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
FOR THE YEAR ENDED 31 DECEMBER 2011

There are no recognised gains or losses attributable to the shareholders of the company for the year ended 31 December 2011 (2010 £Nil)

BP OIL LLANDARCY REFINERY LIMITED

(Registered No 00146560)

BALANCE SHEET AT 31 DECEMBER 2011

	Note	<u>2011</u> £	<u>2010</u> £
Current assets			
Debtors – amounts falling due within one year			
Parent undertaking		<u>200,000</u>	<u>200,000</u>
NET ASSETS		<u>200,000</u>	<u>200,000</u>
Represented by			
Capital and reserves			
Called up share capital	5	200,000	200,000
Profit and loss account	6	-	-
SHAREHOLDERS' FUNDS – EQUITY INTERESTS		<u>200,000</u>	<u>200,000</u>

On behalf of the Board

David Toman
Director

13 JULY 2012

BP OIL LLANDARCY REFINERY LIMITED

NOTES TO THE ACCOUNTS

1. Turnover

There was no turnover for the year ended 31 December 2011 (2010 £Nil)

2. Auditor's remuneration

	<u>2011</u>	<u>2010</u>
	£	£
Fees for the audit of the company	<u>3,692</u>	<u>2,390</u>

Fees paid to the company's auditor, Ernst & Young LLP, and its associates for services other than the statutory audit of the company are not disclosed in these accounts since the consolidated accounts of BP Oil Llandarcy Refinery Limited's ultimate parent, BP plc, are required to disclose non-audit fees on a consolidated basis

The fees were borne by another group company

3. Taxation

The Company is a member of a group for the purposes of relief within Part 5, Corporation Tax Act 2010. No corporation tax has been provided because another group company, BP International Limited, has undertaken to procure the claim or surrender of group relief to the extent it is required and to provide for any current or deferred tax that arises without charge.

BP has agreed with HMRC that no tax filing is required for this company and therefore no UK tax rate reconciliation has been included.

4. Directors and employees

(a) Remuneration of directors

None of the directors received any fees or remuneration for services as a director of the company during the financial year (2010 £Nil).

(b) Employee costs

The company had no employees during the year (2010 Nil).

5. Called up share capital

	<u>2011</u>	<u>2010</u>
	£	£
Allotted, called up and fully paid		
200,000 Ordinary shares of £1 each for a total nominal value of £200,000	<u>200,000</u>	<u>200,000</u>

BP OIL LLANDARCY REFINERY LIMITED

NOTES TO THE ACCOUNTS

6. Capital and reserves

	Called up share capital	Profit and loss account	Total
	£	£	£
At 1 January 2011	200,000	-	200,000
Result for the year	-	-	-
At 31 December 2011	<u>200,000</u>	<u>-</u>	<u>200,000</u>

7. Reconciliation of movements in shareholders' funds

	2011 £	2010 £
Shareholders' funds at 1 January and 31 December	<u>200,000</u>	<u>200,000</u>

8. Related party transactions

The company has taken advantage of the exemption contained within Financial Reporting Standard No 8 "Related Party Disclosures", and has not disclosed transactions entered into with group companies. There were no other related party transactions in the year.

9. Immediate and ultimate controlling parent undertaking

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