

BP MARINE LIMITED
(Registered No. 1214291)

ANNUAL REPORT AND ACCOUNTS - 1990

Board of Directors:- G.D. Bourne
M.R. Knott
J.M. Tavares

REPORT OF THE DIRECTORS

The directors submit their report and the accounts for the year ended 31 December 1990.

The company was and will continue to be engaged in the contracting of international marine business on behalf of the BP group.

The loss for the year was £3,642,507. After deducting the exchange gain of £346,693 plus the reserves brought forward, the total loss carried forward at 31 December 1990 was £3,793,249.

The directors do not recommend payment of a dividend for 1990.

Mr. J.M. Tavares and Mr. M.R. Knott were directors of the company throughout the financial year. Mr. P.J.V. Rounce resigned on 15 January 1990 and Dr. C.H. Bowman resigned on 31 January 1990. Mr. G.D. Bourne was appointed on 19 June 1990.

The interests of the directors holding office on 31 December 1990, and their families, in the shares of The British Petroleum Company p.l.c. were as set out below:-

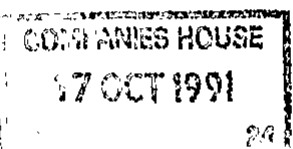
	<u>Type of shares</u>	<u>1 January 1990 or date of appointment</u>	<u>31 December 1990</u>
G.D. Bourne	25p ordinary	2,292	2,356
M.R. Knott	25p ordinary	9,209	12,409
J.M. Tavares	25p ordinary	Nil	Nil

Rights to subscribe for 25p Ordinary Shares were granted to, or exercised by, the directors between 1 January and 31 December 1990 as follows:-

	<u>Granted</u>	<u>Exercised</u>
G.D. Bourne	12,000	-
M.R. Knott	3,388	3,237
J.M. Tavares	27,035	-

No director had any interest in the shares or debentures of subsidiary undertakings of The British Petroleum Company p.l.c. at 31 December 1990.

During the year insurance was purchased and maintained by the ultimate parent undertaking for the directors and officers of the company against the financial consequences of actions brought against them by outside parties for their acts or omissions in the performance of their duties.

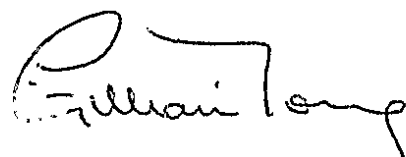


BP MARINE LIMITED

REPORT OF THE DIRECTORS (Continued)

Ernst & Young have expressed their willingness to continue in office as auditors and a resolution proposing their re-appointment will be submitted at the Annual General Meeting.

By order of the Board


Secretary

Britannic Tower,
Moor Lane,
London EC2Y 9BU.

15 August 1991.

BP MARINE LIMITED

REPORT OF THE AUDITORS TO THE MEMBERS OF BP MARINE LIMITED

We have audited the accounts on pages 4 to 7 in accordance with Auditing Standards.

In our opinion the accounts give a true and fair view of the state of affairs of the company at 31 December 1990 and of the loss and source and application of funds for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Ernst & Young

ERNST & YOUNG
Chartered Accountants
London

15 August 1991.

EM 2/8/91.

BP MARINE LIMITED

ACCOUNTING POLICIES

Basis of preparation

The accounts are prepared under the historical cost convention on a going concern basis as the directors are aware that adequate finance is available to the company to meet its financial obligations as they fall due. The accounts are prepared in accordance with applicable accounting standards.

Foreign currencies

The company maintains its accounting records in US dollars. Assets and liabilities are translated into sterling at the closing rate of exchange. The profit and loss account is translated at the average rate of exchange.

Exchange differences resulting from the translation at the closing rate of the opening shareholders' interests together with the difference between the profit and loss account translated at the average and at the closing rate, are taken directly to retained profit. All other exchange differences are included in the determination of profit for the year.

Deferred taxation

Deferred taxation is calculated using the liability method. Provision is made where timing differences are expected to reverse in the foreseeable future.

BP MARINE LIMITEDPROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 1990

	<u>Note</u>	<u>1990</u> <u>£</u>	<u>1989</u> <u>£</u>
TURNOVER	1	6,913,320	14,258,788
Operating expenses		10,569,409	14,787,968
		<u>(3,656,089)</u>	<u>(519,180)</u>
Other income	2	13,582	21,838
LOSS FOR THE YEAR		<u>(3,642,507)</u>	<u>(497,342)</u>

RETAINED LOSS

	<u>1990</u> <u>£</u>	<u>1989</u> <u>£</u>
RETAINED (LOSS)/PROFIT AT 1 JANUARY	(497,435)	8,132
Loss for the year	(3,642,507)	(497,342)
Exchange gain/(loss)	346,693	(8,225)
RETAINED LOSS AT 31 DECEMBER	<u>(3,793,249)</u>	<u>(497,435)</u>

BALANCE SHEET AT 31 DECEMBER 1990

	<u>Note</u>	<u>1990</u> <u>£</u>	<u>1989</u> <u>£</u>
Current assets			
Debtors	6	48,318,557	44,464,118
Creditors	7	52,111,706	44,961,453
EXCESS OF LIABILITIES OVER ASSETS		<u>(3,793,149)</u>	<u>(497,335)</u>
REPRESENTED BY			
Capital and reserves			
Called up share capital	8	100	100
Profit and loss account		(3,793,249)	(497,435)
		<u>(3,793,149)</u>	<u>(497,335)</u>

M. L. K. [Signature]
Director

15 August 1991.

BP MARINE LIMITEDSTATEMENT OF SOURCE AND APPLICATION OF FUNDS
FOR THE YEAR ENDED 31 DECEMBER 1990

	<u>1990</u> <u>£</u>	<u>1989</u> <u>£</u>
Loss for the year	(3,642,507)	(497,342)
Item not involving the movements of funds		
Exchange gain/(loss)	346,693	(8,225)
Working capital movement		
Debtors	(3,854,439)	(13,018,860)
Creditors due within one year	7,150,253	13,524,427
	<u> </u>	<u> </u>
	-	-
	<u> </u>	<u> </u>

NOTES TO THE ACCOUNTS

1. Turnover

Turnover represents reimbursed costs and a service fee.

2. Other Income

	<u>1990</u> <u>£</u>	<u>1989</u> <u>£</u>
Interest received from debtors	13,582	21,838
	<u> </u>	<u> </u>

3. Auditors' remuneration

	<u>1990</u> <u>£</u>	<u>1989</u> <u>£</u>
	1,000	1,000
	<u> </u>	<u> </u>

4. Pensions

BP Marine Limited does not directly employ any staff and therefore does not directly bear any pension charge.

5. Taxation

The company is a member of a group for the purpose of relief under Section 402 of the Income and Corporation Taxes Act 1988. No provision for corporation tax arises.

Provision for deferred taxation is not required.

	<u>1990</u> <u>£</u>	<u>1989</u> <u>£</u>
6. Debtors - amounts falling due within one year		
Related Company	5,923	-
Trade	47,569,155	43,727,883
Fellow subsidiary undertakings	743,479	736,235
	<u> </u>	<u> </u>
	48,318,557	44,464,118
	<u> </u>	<u> </u>

BP MARINE LIMITEDNOTES TO THE ACCOUNTS (continued)

	<u>1990</u> <u>£</u>	<u>1989</u> <u>£</u>
7. Creditors - amounts falling due within one year		
Trade	837,576	313,176
Holding and fellow subsidiary undertakings	50,712,429	44,025,845
Related company	560,701	621,432
Accruals & deferred income	1,000	1,000
	<hr/>	<hr/>
	52,111,706	44,961,453
	<hr/>	<hr/>

	<u>1990</u> <u>£</u>	<u>1989</u> <u>£</u>
8. Called up share capital		
Authorised, allotted and fully paid:		
100 ordinary shares of £1 each	100	100
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9. Emoluments of directors

The directors are senior executives of, and remunerated by, The British Petroleum Company p.l.c. or a subsidiary thereof, and received no remuneration for services to this company.

10. Ultimate parent undertaking

The ultimate parent undertaking of the only group of undertakings for which group accounts are drawn up, and of which the company is a member, is The British Petroleum Company p.l.c., registered in England and Wales. Copies of The British Petroleum Company p.l.c.'s accounts may be obtained from Britannic House, 1, Finsbury Circus, London EC2M 7BA.