ANCON INSURANCE COMPANY (U.K.) LIMITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2001

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Directors L C W Brown B A Maher J D Whitelaw	Chairman	
R L Barclay	(resigned 20 February 2001)	
Corporate Secretary Capita Eastgate Insurance S	Services Limited	
Auditors PricewaterhouseCoopers 31 Great George Street, Bris	stol BS1 5QD	
Bankers Barclays Bank PLC Citibank, N A		
Managers Capita Eastgate Insurance S	Services Limited	
Registered and Administra Eastgate House, 40 Dukes i	ative Offices Place, London EC3A 7NH	
Registered Number 1506943		

REPORT OF THE DIRECTORS

For the year ended 31 December 2001

The Directors present their financial statements for the year ended 31 December 2001.

Principal activities

The principal activity of the Company is insurance and reinsurance business. The Company ceased active underwriting on 1st October 1984, but has continued to trade in fulfilment of its continuing commitments on insurance business contracted prior to that date. The Company will continue the orderly run-off of its business.

The Company has successfully completed a number of commutations during the year, which has reduced the technical provisions. The total settlement received in 2001 for commutations was £150,029 (2000: £972,456 paid).

Financial statements

The Directors submit herewith the Profit and Loss Account of the Company for the year ended 31 December 2001, together with the Balance Sheet as at that date. The results for the period are set out on page 5.

Technical provisions

Between 1981 and 1984, the Company wrote a London market account. In view of the nature of this business, some uncertainty exists as to the ultimate loss position. An independent actuarial review was carried out as at 30 June 2001. The Directors have established reserves for expected loss development within the range predicted by this review as adjusted for claims subsequently paid. The net technical provisions at 31 December 2001 are £5,115,325.

Directors and secretary

The Directors of the Company during the year and the corporate secretary are shown on page 1.

Directors' shareholdings

Under the provisions of The Companies (Disclosure of Directors' Interests) (Exceptions) Regulations 1985, the Directors of the Company are exempt from disclosing to this Company any interest they may have in shares of the ultimate holding Company.

Dividend

The Directors do not recommend the payment of a dividend (2000 : nil).

Auditors

PricewaterhouseCoopers have expressed their willingness to continue in office as auditors. The Company has elected, by way of an elective resolution to dispense with the need to appoint auditors annually.

REPORT OF THE DIRECTORS (contd)

For the year ended 31 December 2001

Directors' responsibilities for the financial statements

The Directors are required by UK company law to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss of the Company for that period. In preparing these 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 company and to enable them to ensure that the financial statements comply with the Companies Act 1985. 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.

By Order of the Board

for Capita Eastgate Insurance Services Limited

Corporate Secretary London, 16 April 2002

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Independent Auditors' Report to the Members of ANCON INSURANCE COMPANY (U.K.) LIMITED

We have audited the financial statements which comprise the profit and loss account and the statement of total recognised gains and losses for the year ended 31 December 2001, and the balance sheet as at that date, and the related notes which have been prepared in accordance with the accounting policies set out in the statement of accounting policies.

Respective responsibilities of directors and auditors

The Directors' responsibilities for preparing the annual report and the financial statements in accordance with applicable United Kingdom law and accounting standards are set out in the statement of directors' responsibilities.

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

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 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 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. The other information comprises only the directors' report.

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 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.

In forming our opinion, we have considered the adequacy of the disclosures made in note 1(d) and note 9 to the financial statements concerning the fundamental uncertainty attaching to the quantification of the technical provision for claims outstanding and the outcome of the run-off. The ultimate liability will vary as a result of subsequent information and developments, and significant adjustments may be necessary to the amounts provided. Our opinion is not qualified in this respect.

Independent Auditors' Report (contd) to the Members of ANCON INSURANCE COMPANY (U.K.) LIMITED

Opinion

In our opinion, the financial statements give a true and fair view of the Company's affairs at 31 December 2001 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Pricewaterhouse Coopers Coopers

Chartered Accountants and Registered Auditors

31 Great George Street

Bristol

BS1 5QD

16 April Date:

2002

PROFIT AND LOSS ACCOUNT

For the year ended 31 December 2001

	<u>Notes</u>	2001	2000
TECHNICAL ACCOUNT. CENERAL BUCKISCO	INOTES	2001 £	<u>2000</u> £
TECHNICAL ACCOUNT - GENERAL BUSINESS			
Gross premiums Outward reinsurance premiums		3,592 (8,473)	3,132 (22,369)
Earned premiums, net of reinsurance		(4,881)	(19,237)
Gross claims paid Reinsurers' share		1,328,867 (291,407)	2,426,265 (1,310,996)
Net claims paid		1,037,460	1,115,269
Change in the provision for claims - gross amount - reinsurers' share	e	(1,512,991) 57,774	(2,547,191) 406,626
Net change in the provision for claims		(1,455,217)	(2,140,565)
Claims incurred, net of reinsurance		(417,757)	(1,025,296)
Net operating expenses	2	235,717	385,778
BALANCE ON THE TECHNICAL ACCOUNT		177,159	620,281
Non-Technical Account			
Balance on the general business technical account Investment income	4	177,159 583,932	620,281 850,774
		761,091	1,471,055
Investment expenses and charges - investment man	nagement exp	penses 18,431	8,424
Profit on ordinary activities before tax		742,660	1,462,631
Tax on profit on ordinary activities	5	-	-
Profit on ordinary activities after tax		742,660	1,462,631
RETAINED PROFIT FOR THE FINANCIAL YEAR		742,660	1,462,631
All activities are classified as discontinuing.			
The notes on pages 10 to 14 form part of these finar	ncial stateme	nts	

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES

For the year ended 31 December 2001

	2001 £	2000 £
Retained profit for the financial year	742,660	1,462,631
Surplus on retranslation of net currency assets	187,210	350,074
	929,870	1,812,705

The notes on pages 10 to 14 form part of these financial statements

BALANCE SHEET

as at 31 December 2001

	<u>Notes</u>	2001 £	2000 £
Assets			
INVESTMENTS Other financial investments	6	12,556,873	12,409,181
REINSURERS SHARE OF TECHNICAL PROVISIONS Claims outstanding	9	1,615,037	1,628,450
DEBTORS Debtors arising out of direct insurance operations - Debtors arising out of reinsurance operations	intermediaries	1,688,975	70,346 2,382,994
		1,688,975 ————	2,453,340
OTHER ASSETS Cash at bank and in hand		339,778	417,798
PREPAYMENTS AND ACCRUED INCOME		11,544	26,998
TOTAL ASSETS		16,212,207	16,935,767

The notes on pages 10 to 14 form part of these financial statements

BALANCE SHEET

as at 31 December 2001

	<u>Notes</u>	<u>2001</u> £	<u>2000</u> £
LIABILITIES			
CAPITAL AND RESERVES Called up share capital Profit and loss account	8 10	49,025,000 (40,642,682)	49,025,000 (41,572,552)
Shareholder funds attributable to equity interests		8,382,318	7,452,448
TECHNICAL PROVISIONS Claims outstanding	9	6,730,362	8,024,749
CREDITORS Arising out of direct insurance operations Arising out of reinsurance operations		406,581 631,930	212,923 1,198,034
		1,038,511	1,410,957
Accruals		61,016	47,613
TOTAL LIABILITIES		16,212,207	16,935,767

Approved by the Board of Directors on 16 April 2002

L C W Brown, Director

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The notes on pages 10 to 14 form part of these financial statements

NOTES TO THE ACCOUNTS

as at 31 December 2001

1 ACCOUNTING POLICIES

(a) Basis of preparation

The accounts have been prepared in compliance with the provisions relating to insurance companies of Section 255 of, and Schedule 9A to, the Companies Act 1985, and with the Statement of Recommended Practice on Accounting for Insurance Business issued by the Association of British Insurers ("the ABI SORP") dated December 1998.

(b) Standard accounting practice

The financial statements have been prepared in accordance with applicable accounting standards. FRS 18 "Accounting Policies" has been adopted in the current year, but this did not require any change in accounting policy.

(c) Premiums

Premiums comprise the total premiums receivable for the whole period of cover provided by contracts, together with adjustments arising in the financial year to such premiums receivable in respect of business written in previous years.

All premiums are shown gross of commission payable to intermediaries.

(d) Technical account

The technical provisions are assessed by reference to projections of the ultimate development of premiums and claims in respect of each underwriting year.

Claims are accounted for in respect of all incidents up to the year end. Provision is made for the estimated cost of:

- (i) Claims reported but not settled.
- (ii) Claims incurred but not yet reported.
- (iii) Claims handling expenses.

Provision for outstanding claims are established based on actuarial and statistical projections and other estimates of the ultimate cost of settlement. Traditional actuarial techniques are used to estimate future liabilities for each major class of liabilities excluding latent claims.

Models are used to derive IBNR to outstanding ratios for Ancon's exposure. The models consider the likely future losses from either known asbestos insureds or known pollutant insureds by site and likely future losses from currently unknown insureds. The models are designed explicitly to reflect the features of the risks and all information currently available in the market.

The claims provision includes amounts in respect of potential claims on long tail casualty business. Whilst the Directors consider that the gross provision for claims and the related reinsurance recoveries are fairly stated on the basis of the information currently available to them, the ultimate liability will vary as a result of subsequent information and events that may result in significant adjustments to the amount provided. Adjustments to the amounts of provision are reflected in the financial statements for the period in which the adjustments are made. The methods used, and the estimates made, are reviewed regularly.

The estimates made are based upon current facts available to the Company and the prevailing legal environment affecting it and are subjected to continual review, with any resulting adjustments reported in the current earnings.

(e) Reinsurance Recoveries

Reinsurance recoveries in respect of estimated claims incurred but not reported are assumed to be consistent with the historical pattern of such recoveries. An assessment is also made of the recoverability of reinsurance recoveries having regard to market data on the financial strength of each of the reinsurance companies.

NOTES TO THE ACCOUNTS (contd)

as at 31 December 2001

1 ACCOUNTING POLICIES (contd)

(f) Translation of foreign currencies

Assets and liabilities are translated to Sterling at rates ruling on the Balance Sheet date. Revenue transactions in the principal overseas currencies in which the Company transacts business are also translated to Sterling at the rates ruling on the Balance Sheet date. Realised exchange differences are dealt with in the result for the year, unrealised exchange differences are adjusted against retained profits brought forward or within changes in the provision for claims, as appropriate.

(g) Investment income

Investment income is reported on an accruals basis.

(h) Investments

All investments are stated at current value in the Balance Sheet.

(i) Cash flow statement and related party disclosures

The Company is a 100% subsidiary within the Exxon Mobil Corporation Group and is included in the consolidated financial statements of Exxon Mobil Corporation, which are publicly available. Therefore the Company utilises the exemption contained in paragraph 5(a) of FRS 1 Cash Flow statements not to prepare a cash flow statement. The Company also utilises the exemption contained in paragraph 3(c) of FRS 8 Related Party Disclosures not to disclose any transactions with any entities that are part of that group.

2 NET OPERATING EXPENSES

-	NET OF ERATING EAF ENGLS	<u>2001</u> £	2000 £
	Acquisition costs Administration expenses	70 235,752	513 385,305
	Reinsurance commissions	235,822 (105)	385,818 (40)
	Net operating expenses	235,717	385,778
3	ADMINISTRATION EXPENSES Administration expenses include:	<u>2001</u> £	<u>2000</u> £
	Bad debt costs Auditors' remuneration – audit fees Directors' emoluments	4,727 30,642	76,626 31,925
		35,369	108,551
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The company has no employees and has sub-contracted its administration to Capita Eastgate Insurance Services Limited.

NOTES TO THE ACCOUNTS (contd)

as at 31 December 2001

4	INVESTMENT INCOME	2001 £	2000 £
	Income from intra group loans & deposits to fellow subsidiary undertaking	583,932	850,774

5 TAXATION

There is no corporation tax charge as the Company's taxable profits during the year have been offset against taxable losses brought forward of £3,353,394 (2000 nil tax charge).

No deferred tax has been provided as in the opinion of the Directors no taxation liability will arise in the foreseeable future.

6 INVESTMENTS

		Current Value		Historical Cost
	<u>2001</u>	<u>2000</u>	<u>2001</u>	<u>2000</u>
	£	£	£	£
Intra group loans and deposits to				
fellow subsidiary undertaking	<u>12,556,873</u>	<u>12,409,181</u>	<u>12,556,873</u>	<u>12,409,181</u>

The Intra group loans and deposits have no specified maturity period and are based on a 90 day interest period.

7 DIRECTORS EMOLUMENTS

The total emoluments were nil (2000 nil).

8 SHARE CAPITAL

	<u>2001</u> £	2000 £
Authorised 60,000,000 (2000 - 60,000,000) Ordinary shares of £1	60,000,000	60,000,000
Issued and fully paid 49,025,000 (2000 - 49,025,000) Ordinary shares of £1	49,025,000	49,025,000

9 OUTSTANDING CLAIMS PROVISION

2001	Gross £	Reinsurance £	Net £
Claims outstanding	6,730,362	1,615,037	5,115,325
	==	 	2
2000			
Claims outstanding	8,024,749	1,628,450	6,396,299
			

NOTES TO THE ACCOUNTS (contd)

as at 31 December 2001

The claims provision includes amounts in respect of potential claims relating to asbestos, pollution and health hazard. These claims are not expected to be settled for many years and there is considerable uncertainty as to both the insurer's liability for these claims and the amounts at which they will be settled.

The level of the provision has been set on the basis of the information which is currently available, including potential outstanding loss advices, experience and development of similar claims and case law. Whilst the Directors consider that the gross provision for claims and the related reinsurance recoveries are fairly stated on the basis of the information currently available to them, the ultimate liability will vary as a result of subsequent information and events and may result in significant adjustments to the amount provided. Adjustments to the amounts of provisions are reflected in the financial statements for the period in which the adjustments are made. The methods used, and the estimates made, are reviewed regularly.

10 RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	<u>Share</u> <u>capital</u> £	Profit and loss account £	<u>Total</u> £
2001 Retained profit for the financial year Other recognised gains and losses (net)	- -	742,660 187,210	742,660 187,210
Net addition to shareholders' funds Opening shareholders' funds	49,025,000	929,870 (41,572,552)	929,870 7,452,448
Closing shareholders' funds at 31 December 2001	49,025,000	(40,642,682)	8,382,318
	Share capital £	Profit and loss account	Total £
2000 Retained profit for the financial year Other recognised gains and losses (net)	<u>-</u> -	1,462,631 350,074	1,462,631 350,074
Net addition to shareholders' funds Opening shareholders' funds	49,025,000	1,812,705 (43,385,257)	1,812,705 5,639,743
Closing shareholders' funds at 31 December 2000	49,025,000	(41,572,552)	7,452,448
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11 SEGMENTAL INFORMATION

	<u>Accident</u>	<u>Direct</u>	<u>Direct</u>	Direct	<u>Total</u>		
	& Health	Property	Liability	Other	Direct	Reinsurance	<u>Total</u>
	£	£	£	£	3	£	£
<u>2001</u>							
Gross premiums – UK	1,780	-	(3,941)	-	. (2,161)	5,753	3,592
Gross claims incurred	-	153,431	(175,308)	(9,355)	(31,232)	(152,892)	(184,124)
Gross operating expenses	-	5,855	113,676	-	119,531	116,291	235,822
Orașa ta abaisal se ault	4.700	(450,000)		0.055	(00, 400)	10.054	(40, 400)
Gross technical result	1,780	(159,286)	57,691	9,355	(90,460)	42,354	(48,106)
Reinsurance balance	-	(20,589)	(26,502)	-	47,091	(178,174)	(225,265)
Net technical result	1.780	(138.697)	84,193	9.355	(43,369)	220,528	177,159
Net technical result	1,700	(130,037)	04, 195	9,333	(43,309)	220,320	177,139
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NOTES TO THE ACCOUNTS (contd)

as at 31 December 2001

Net technical provisions

	<u>Direct</u> Property	<u>Direct</u> Liability	<u>Direct</u> Other	<u>Total</u>	leinsurance	<u>Total</u>
	rioperty	<u>riaomy</u>	£			
0000	L	I.	L	£	£	£
2000						
Gross premiums - UK	-	-	-	-	3,132	3,132
Gross claims incurred	(28,370)	633,852	-	605,482	(726,408)	(120,926)
Gross operating expense	s 2,110	202,230	-	204,340	181,478	385,818
Gross technical result	26,260	(836,082)	-	(809,822)	548,062	(261,760)
Reinsurance balance	1,492 (*	1,007,249)	-	(1,005,757)	123,716	(882,041)
Net technical result	24,768	171,167	-	195,935	424,346	620,281
			-			
Net technical provisions	36,478	3,203,758	-	3,240,236	3,156,063	6,396,299

All gross premiums in respect of direct business are written in the United Kingdom and those in respect of reinsurance business are written in the London Market.

12 TRUST DEPOSITS

During 2001 a Trust Fund guarantee of US\$1,500,000 was maintained in favour of the State of New York for the benefit of United States policyholders. The Trust Fund Agreement is supported by a Letter of Credit with Citibank issued by the Company. The Letter of Credit is guaranteed by Exxon Overseas Investment Corporation which is a subsidiary of the Company's ultimate parent undertaking.

13 ULTIMATE PARENT UNDERTAKING

The Company is owned by Esso Holding Company UK Inc, which is the immediate parent undertaking and controlling company. The ultimate parent undertaking of this company is Exxon Mobil Corporation incorporated in New Jersey, USA. This is the largest Group of which the company is a member, and for which Group accounts are prepared. The parent undertaking of the smallest Group of which the company is a member, and for which Group accounts are prepared is Esso Holdings Company U.K. Inc., which is registered in England. Copies of the above accounts are available from the secretary of the company at Esso House, Ermyn Way, Leatherhead, Surrey KT22 8UZ.