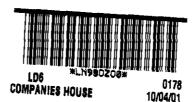
Credit Suisse (UK) Limited

Directors' report and financial statements

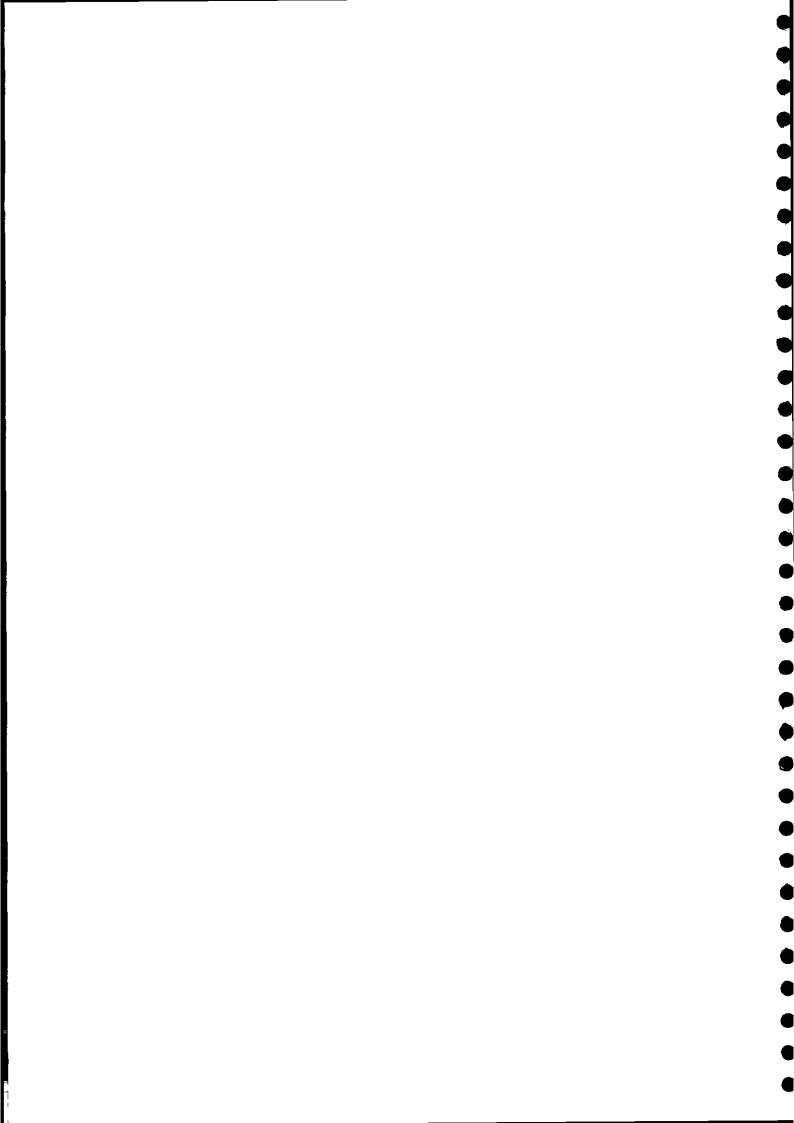
for the period ended 29 December 2000 Registered number 2009520



Directors' report and financial statements

Contents

Directors' report	1-2
Statement of directors' responsibilities	3
Auditors' report to the members of Credit Suisse (UK) Limited	4
Consolidated profit and loss account	5
Consolidated balance sheet	6
Company balance sheet	7
Notes	8-21



Directors' report

The directors present their annual report and the audited financial statements for the period ended 29 December 2000.

Principal activities

The principal activities of Credit Suisse (UK) Limited ('CSUK' or the Company) are investment management and the provision of securities, financial advice and securities dealing facilities on an agency basis. The Company is a member firm of The Securities and Futures Authority ('SFA') and of The London Stock Exchange ('LSE').

The principal activities of the subsidiaries are included in note 12 to the accounts.

There have been no changes in the principal activities during the financial period.

Business review

This year Credit Suisse (UK) Limited continued to focus on its core discretionary portfolio management business, on the expansion of its product range and on the growth of key client relationships.

February 2001 will see the appointment of the new Chief Executive Officer, Richard Amos, former Chief Executive of Barclays Private Bank Limited, with the key objective of growing the UK domestic business from a stabilised and strengthened position.

It should be noted that the wholly owned subsidiary company, Credit Suisse Buckmaster Securities Limited, is in the process of being dissolved.

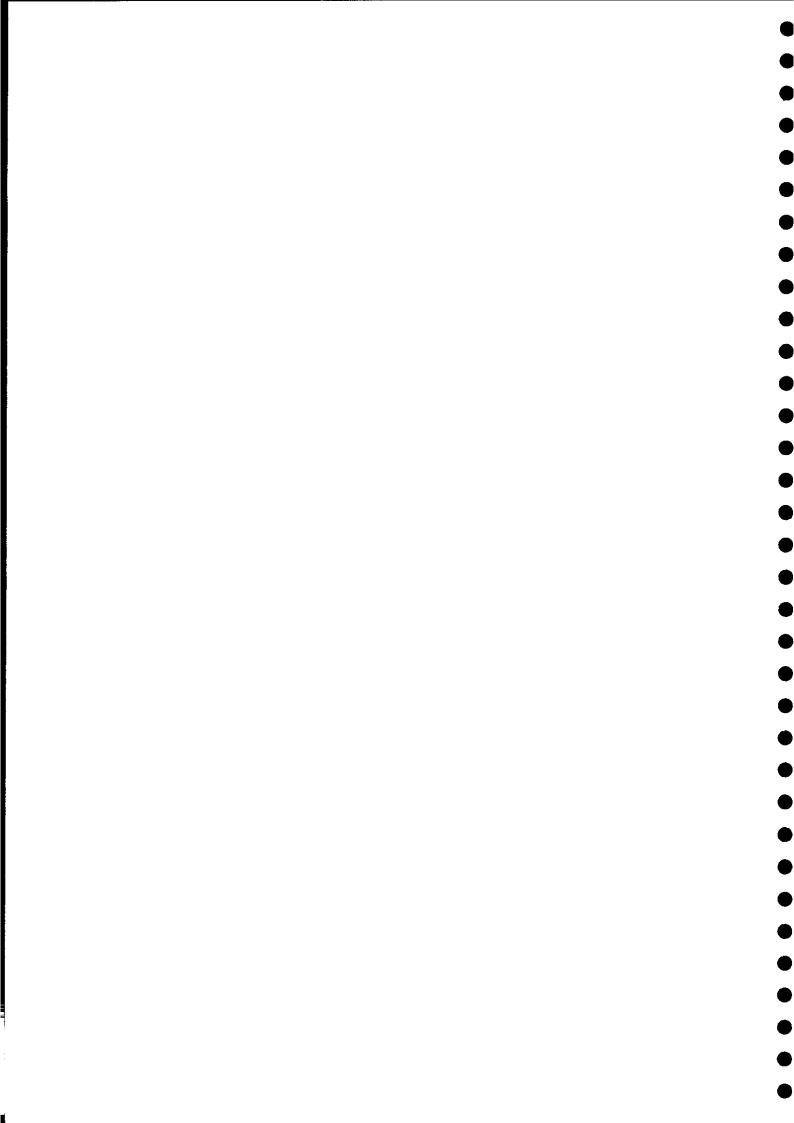
Sole member

The sole member of the Company throughout the period was Credit Suisse, which in turn is a wholly owned subsidiary of Credit Suisse Group.

Results and dividend

The results of the Group for the period are set out in detail on page 5. The retained profit for the period of £1,295,000 (1999:Profit £289,000) has been transferred to reserves.

A dividend of £425,000 has been provided during 2000 (1999:£425,000) for the 5% cumulative redeemable preference shares.



Directors and directors' interests

The directors who held office during the period were as follows:

R Amos

(Senior Executive officer)

Appointed 1st February 2001

CM Eilts (American)

(Senior Executive officer)

Resigned 31st January 2001

D Hare

SJ Maidens

(Secretary)

J Norbury

DW Page

P Reynolds

O Steimer (Swiss)

None of the directors who held office at the end of the financial period had any disclosable interest in the shares of group companies.

According to the register of directors' interests, no rights to subscribe for shares in or debentures of group companies were granted to any of the directors or their immediate families, or exercised by them during the financial period.

The Company has taken advantage of the available exemption not to disclose the interest of the directors in the non-UK parent.

Political and charitable donations

The group made no political contributions during the period. Donations to UK charities amounted to £11,000 (1999: £6,000).

Taxation status

In the opinion of the directors, the Company is not a close company for taxation purposes.

Auditors

Pursuant to a shareholders' resolution passed on the 3rd of December 2000, the Company has elected to dispense with the obligation to appoint auditors annually in accordance with section 386 of the Companies Act 1985 and KPMG will therefore continue in office.

By order of the board

D Hare

Director

Credit Suisse (UK) Limited Five Cabot Square London E14 4QR

9 March 2001

Statement of directors' responsibilities

Company law requires the directors to prepare financial statements for each financial period which give a true and fair view of the state of affairs of the Company and Group and of the profit or loss 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; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company and Group 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 have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the group and to prevent and detect fraud and other irregularities.



KPMG Audit Plc

PO Box 695 8 Salisbury Square London EC4Y 8BB United Kingdom

Auditors' report to the members of Credit Suisse (UK) Limited

We have audited the financial statements on pages 5 to 21.

Respective responsibilities of directors and auditors

The directors are responsible for preparing the directors' report and, as described on page 3, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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.

Basis of 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 group'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

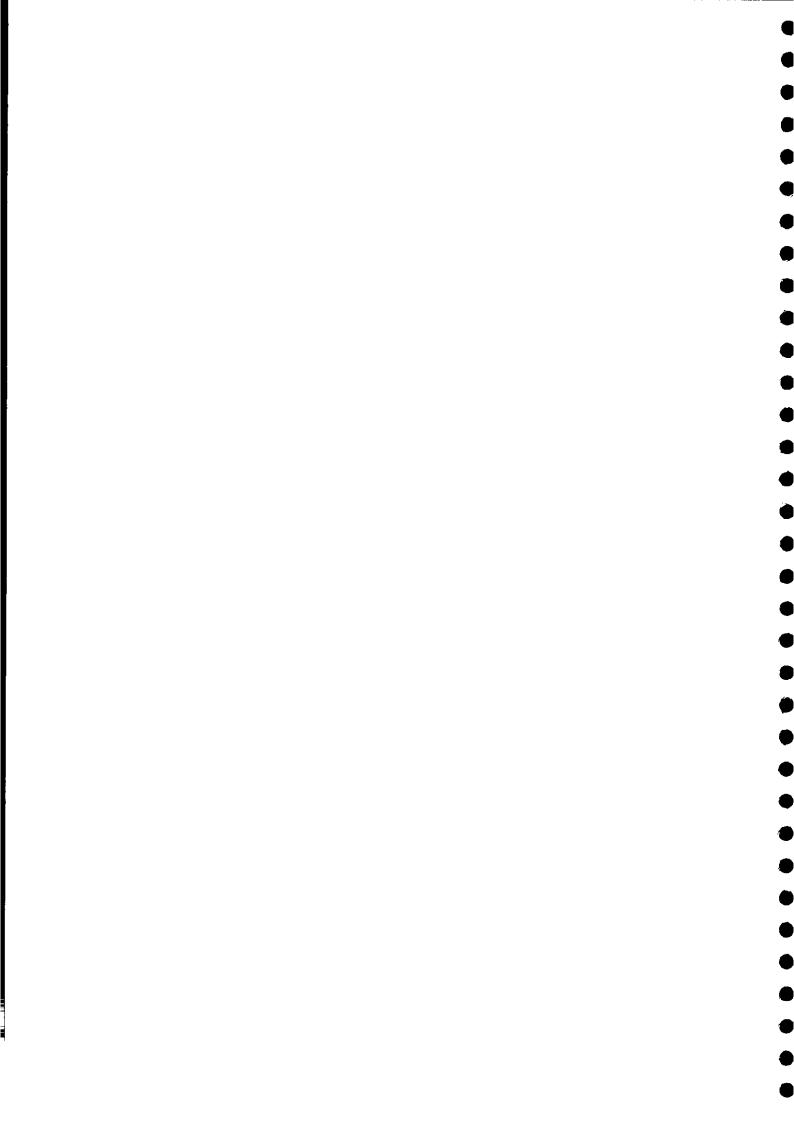
In our opinion the financial statements give a true and fair view of the state of the Company and the Group's affairs as at 29 December 2000 and of the profit of the Group for the period then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

Chartered Accountants Registered Auditor

KPML Auda Plc.

9 March 2001



Consolidated profit and loss account

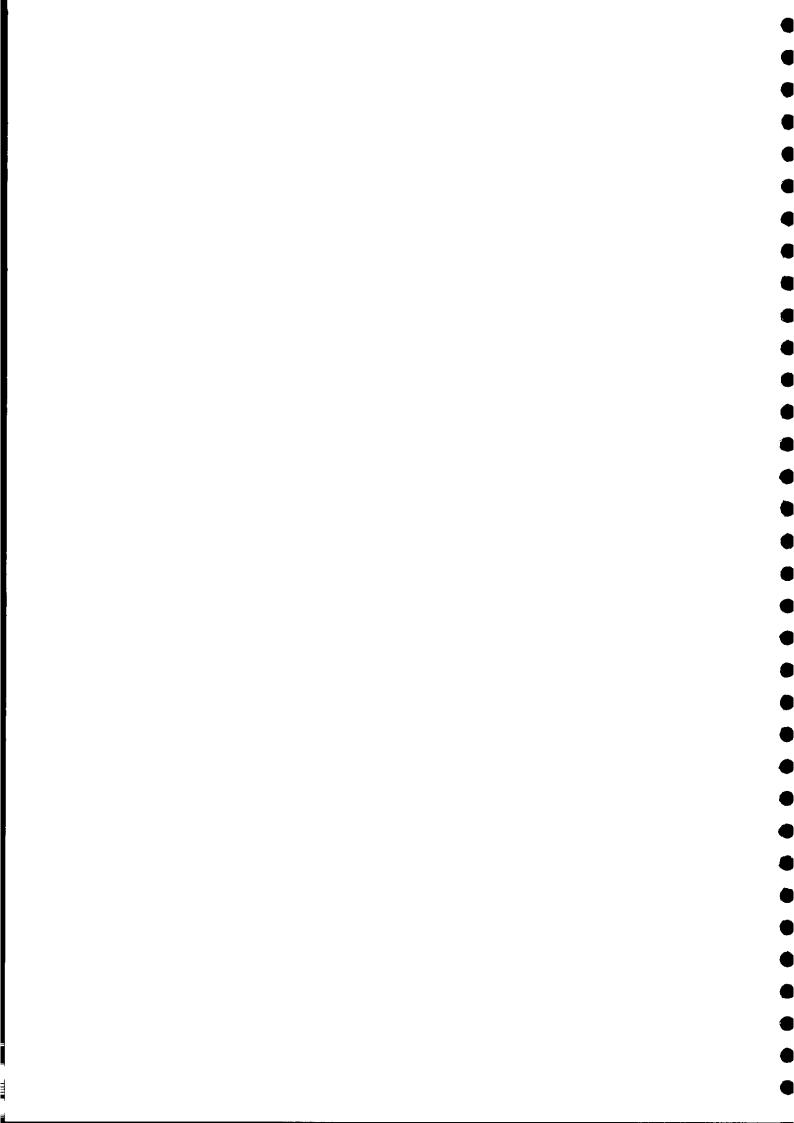
for the period ended 29 December 2000

	Note	Period 29 Decemb £000	d ended er 2000 £000	Peri 24 Decem £000	od ended ber 1999 £000
Turnover Continuing operations	2		7,564		7,196
Operating costs Staff costs Depreciation Other operating charges	3	(3,534) (3) (6,438)	_	(3,345) (3) (5,763)	
			(9,975)		(9,111)
Operating loss Continuing operations		_	(2,411)	-	(1,915)
Investment Income Profit on Sale of Fixed Asset Investment	5		2,305		-
Interest Interest receivable and similar income Interest payable and similar charges	6 7	2,777 (36)		2,333 (76)	
			2,741		2,257
Profit on ordinary activities before taxation Tax on profit on ordinary activities	8 9	-	2,635 (915)		342 372
Profit on ordinary activities after taxation Non-equity preference dividend	10	_	1,720 (425)		714 (425)
Retained profit for the period		_	1,295	•	289
		=			===

The notes on pages 8 to 21 form an integral part of these financial statements.

• • • • • • • • • • • • • • • • •

There are no recognised gains and losses for the current financial period other than as stated in the profit and loss account.



Consolidated balance sheet

at 29 December 2000

	Note	29 Deceml £000	ber 2000 £000	24 December £000	ber 1999 £000
Fixed assets					
Tangible assets	11		5		8
Investments	12		100		100
		_	105		108
Current assets			- • •		100
Market and client debtors	13	5,169		6,244	
Other debtors	14	1,801		1,578	
Cash at bank and in hand	15	32,578		26,327	
			- 39,548		34,149
Creditors: amounts falling due within one year					•
Bank loans and overdrafts	15	(98)		(298)	
Market and client creditors	16	(3,262)		(1,560)	
Other creditors	17	(7,682)		(5,062)	
			(11,042)		(6,920)
Net current assets		-	28,506	-	27,229
Total assets less current liabilities Provisions for liabilities and charges	18	•	28,611 (7,712)	-	27,337 (7,733)
Net assets			20,899	-	19,604
Capital and Reserves				:	=
Called up share capital	19	16,500		16,500	
Capital contribution reserve	20	8,500		8,500	
Profit and loss account	20	(4,101)		(5,396)	
Shareholders' funds	21		20,899		19,604
				:	
Attributable to equity shareholders Attributable to non-equity shareholders			12,399 8,500		11,104 8,500
			20,899	_	19,604
				:	

These financial statements were approved by the board of directors on 9 March 2001 and were signed on its behalf by:

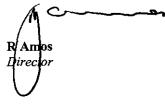
R Amos Director

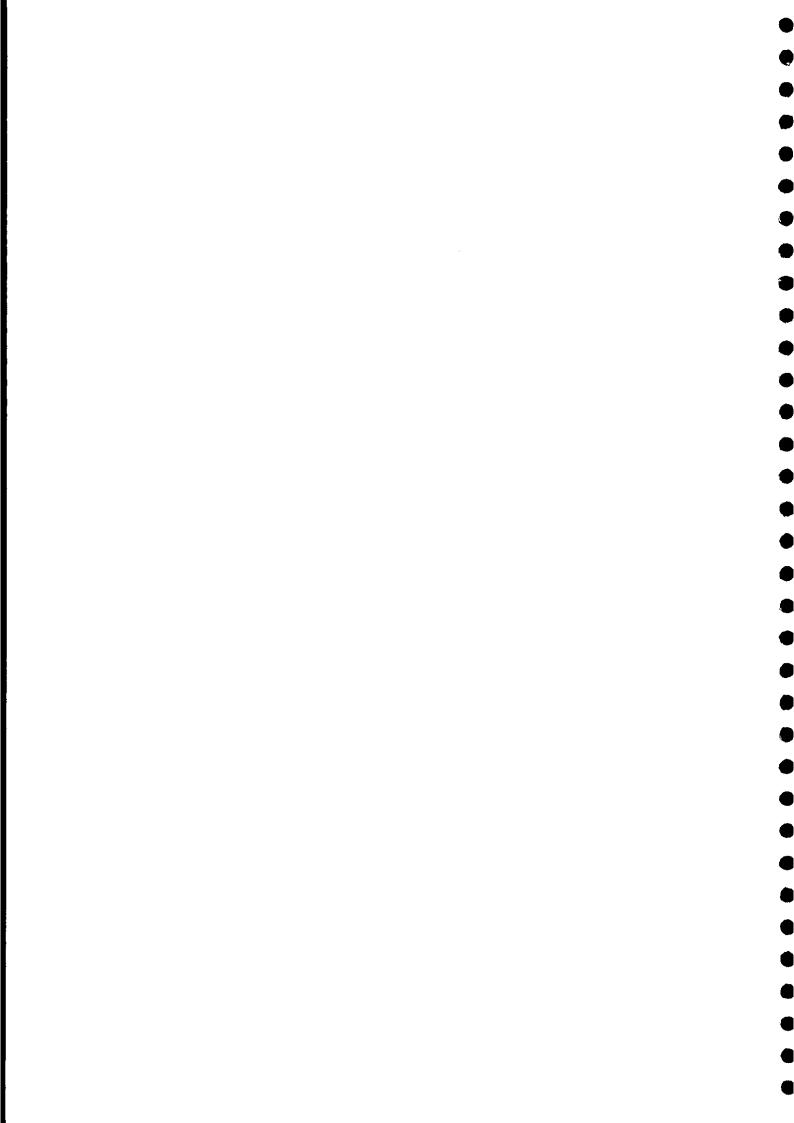
Company balance sheet

at 29 December 2000

	Note	29 Decem £000	ber 2000 £000	24 Decemb £000	ber 1999 £000
Fixed assets			_		
Tangible assets	11		5		8
Investments	12	_	100	_	100
			105		108
Current assets					
Market and client debtors	13	5,169		6,244	
Other debtors	14	1,801		1,578	
Cash at bank and in hand	15	32,578		26,327	
			39,548		34,149
Creditors: amounts falling due within one year					
Bank loans and overdrafts	15	(98)		(298)	
Market and client creditors	16	(3,262)		(1,560)	
Other creditors	17	(7,682)		(5,476)	
			(11,042)		(7,334)
Net current assets			28,506	-	26,815
A TOUR MODELS				-	
Total assets less current liabilities			28,611		26,923
Provisions for liabilities and charges	18		(7,712)		(7,733)
Net assets			20,899	-	19,190
Capital and Reserves				:	
Called up share capital	19	16,500		16,500	
Capital contribution reserve	20	8,500		8,500	
Profit and loss account	20	(4,101)		(5,810)	
Shareholders' funds	21		20,899		19,190
Attribute to equity shareholders Attribute to non-equity shareholders			12,399 8,500	•	10,690 8,500
			20,899	-	19,190
				_	

These financial statements were approved by the board of directors on 9 March 2001 and were signed on its behalf by:





Notes

(forming part of the financial statements)

Significant accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the group's financial statements.

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

Basis of consolidation

The Group's financial statements consolidate the audited accounts of the Company and its subsidiaries. Profits arising from trading and other transactions between group companies are eliminated on consolidation.

Turnover

Turnover comprises:

- gross commission from acting as agent in investment business, less commissions paid; and
- fee income from investment management and advisory services.

Turnover is stated net of value added tax.

Balances with clients and counterparties

In accordance with market practice certain balances with clients, London Stock Exchange member firms and settlement offices are included in debtors and creditors on a gross basis for their unsettled bought and sold transactions respectively.

Tangible fixed assets and depreciation

For all tangible fixed assets, depreciation is calculated to write down their cost to their estimated residential values by equal annual instalments over the period of their estimated useful economic lives. This is considered to be three years for all tangible fixed assets.

Capital contributions

Capital contributions are appropriations to reserves and are received from the parent undertaking. Accordingly, such contributions are directly credited to the 'Capital contribution reserve' and not taken to the profit and loss account.

Foreign currencies

Transactions in foreign currencies are recorded using the rate of exchange ruling at the date of the transaction or, if hedged forward, at the rate of exchange under the related forward currency contract. Monetary assets and liabilities denominated in foreign currencies are translated using the rate of exchange ruling at the balance sheet date and any gains or losses on translation are included in the profit and loss account.

Other securities

Securities held as fixed asset investments by the Company comprise its interest in the share capital of its subsidiaries and other unquoted investments and are shown in the balance sheet at cost less provision for permanent diminution in value. It is the directors' policy to make provision to reflect permanent diminution in value as soon as that is identified.

Pensions

The Company participates in a Defined Contribution Scheme, the Credit Suisse Asset Management Limited Pension Scheme. The contributions to the Scheme, including the cost of the lump sum death benefit insurance cover, are charged to the profit and loss account in the period to which they relate.

Clients' deposits

The Company holds money on behalf of clients in accordance with the Client Money Regulations of the SFA. Such monies and the corresponding liability to clients are not shown on the face of the balance sheet as the Company is not beneficially entitled thereto. The amount held on behalf of clients at the balance sheet date is stated in note 24.

Operating leases

Rental charges are taken to the profit and loss account on a straight line basis over the life of the lease.

Deferred taxation

Deferred taxation has been computed under the liability method and is provided on timing differences to the extent that it is probable that a liability will crystallise.

2 Turnover

Turnover, all of which arose in the UK, comprises:

	Period ended 29 December 2000	Period ended 24 December 1999
	£000	£000
Agency dealing commissions	4,576	4,065
Investment management and other fee income	2,988	3,131
	7,564	7,196

Included within turnover is £1,901,000 (1999:£1,817,000) representing income from group undertakings.

3 Employees

Average number of persons employed by the Company and the Group (including directors) during the period, was:

	Number of employees		
	Period ended 29 December 2000	Period ended 24 December 1999	
Investment staff	16	15	
Support & Administration staff	15	21	
	31	36	
		===	

The aggregate payroll costs of these persons were as follows:

	Period ended 29 December 2000 £000	Period ended 24 December 1999 £000
Wages and salaries	2,751	2,713
Social security costs	296	273
Other pension costs	205	194
	3,252	3,180
		

All staff while employed by Credit Suisse First Boston, London Branch are fully recharged and undertake work solely for the Company.

4 Remuneration of directors

Emoluments of the directors were as follows:

	Period ended 29 December 2000 £000	Period ended 24 December 1999 £000
Management remuneration	722	475

The management remuneration and other emoluments of the highest paid director were as follows:

	Period ended 29 December 2000 £000	Period ended 24 December 1999 £000
Highest paid director	289	175

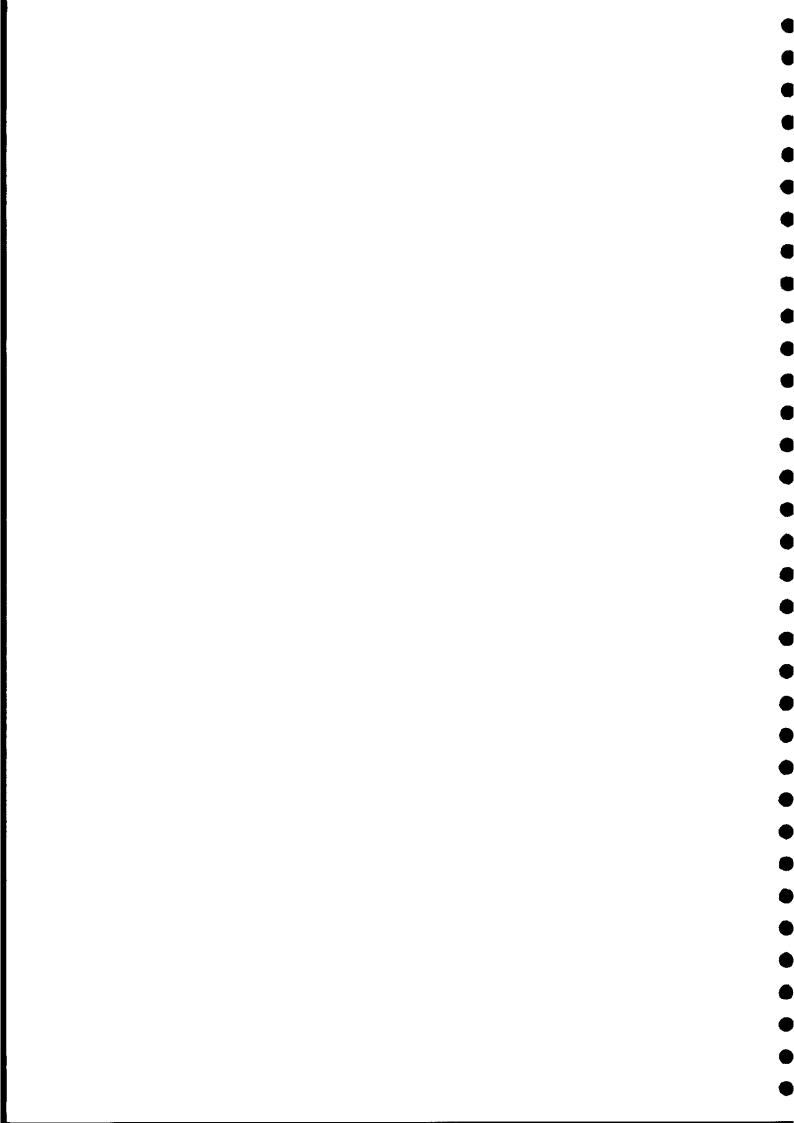
5 Profit on sale of fixed asset investment

The profit of £2,305,000 arose on the sale of the London Stock Exchange ("LSE") shares, which were allocated to the Company upon the demutalisation of the LSE during the period. The shares were received by virtue of the Company's membership of the LSE.

6 Interest receivable and similar income

	Period ended 29 December 2000 £000	Period ended 24 December 1999 £000
Bank and other interest receivable Client interest	2,057 720	1,688 645
	2,777	2,333

Included in Gross Interest receivable relating to clients is an amount of £355,000 (1999:£251,000) received from Credit Suisse First Boston London Branch, a group company.

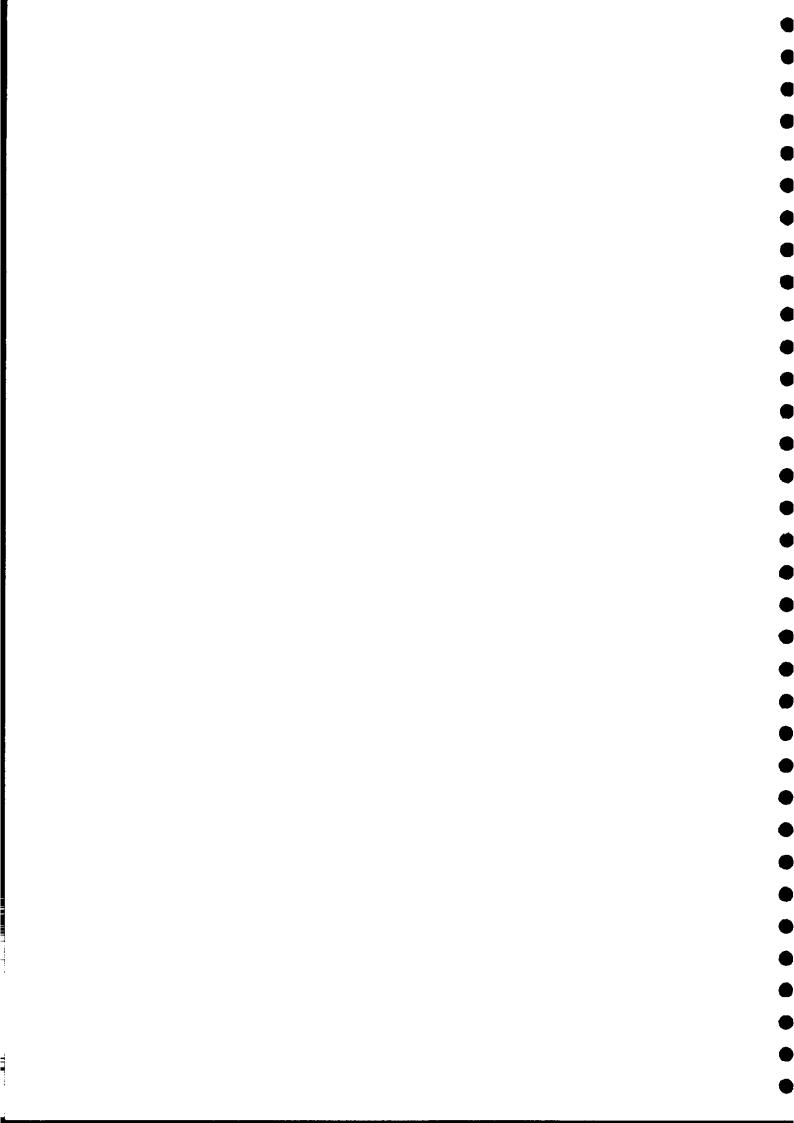


7 Interest payable and similar charges

	Period ended 29 December 2000 £000	Period ended 24 December 1999 £000
On bank loans and overdrafts payable	36	76
	===	===
8 Profit on ordinary activities before taxation		
	Period ended 29 December 2000 £000	Period ended 24 December 1999 £000
Profit on ordinary activities before taxation is stated after chargin	ng	
Auditors' remuneration (Group and Company)	25	30
Remuneration of the auditors for non-audit work	15	-
Operating lease rentals	1,691	1,691
	==	===
9 Tax on profit on ordinary activities		
	Period ended 29 December 2000 £000	Period ended 24 December 1999 £000
Tax comprises:		
UK corporation tax at 30.00% (1999:30.25%)	915	170
Over provision in respect of prior periods Deferred tax	-	(822) 280
	915	(372)

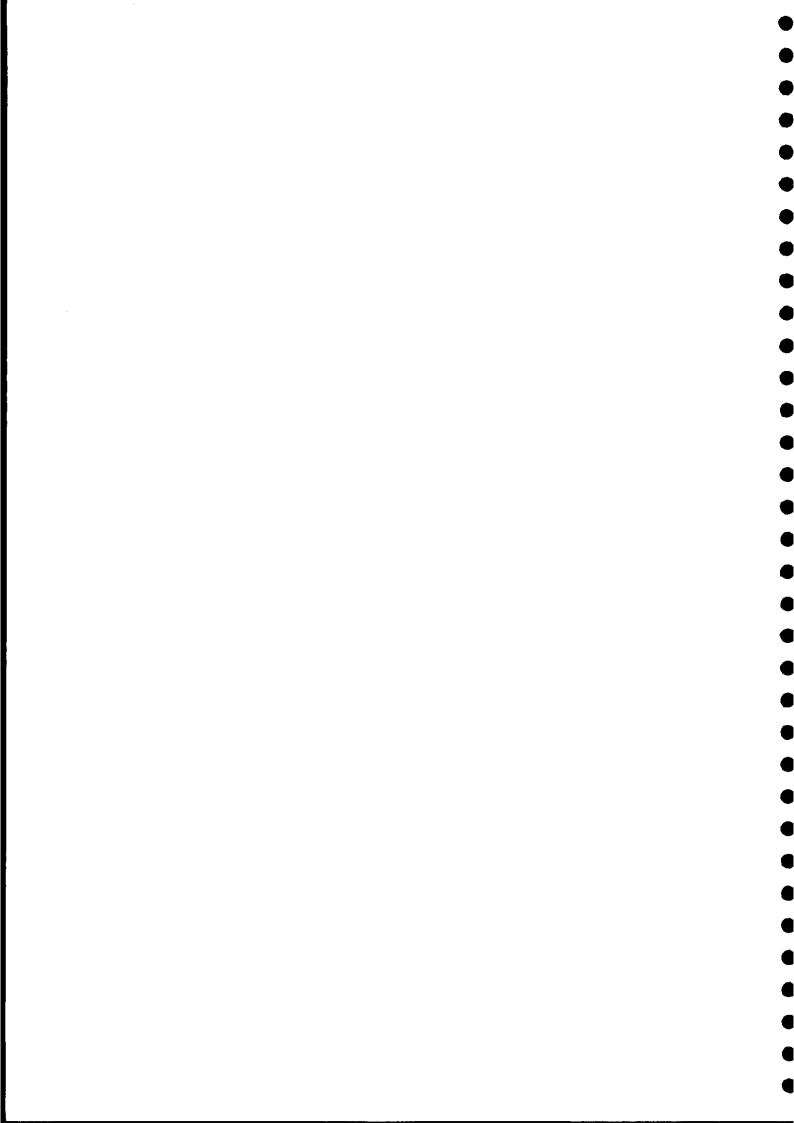
10 Dividends and other appropriations

A dividend of £425,000 (1999:£425,000) on the 5% cumulative redeemable preference shares has been provided for during the period.



11 Tangible fixed assets

Group and Company	Furniture and Equipment £000	Computer equipment £000	Total £000
Cost			
At 24 December 1999 Additions	331	437	768
At 29 December 2000	331	437	768
	====		
Depreciation	221	420	760
At 24 December 1999 Charge for the period	331	429	760 3
At 24 December 2000	331	432	763
Net book value		===	===
At 29 December 2000	-	5	5
			====
At 24 December 1999	-	8	8



12 Fixed asset investments

Group	29 December 2000 £000	24 December 1999 £000
Cost	100	100

The investment relates to a 1.6% holding in ordinary shares in Crest Company Limited, an unlisted company.

Other Investments	Total
£000	£000
100	100
	Investments £000

Subsidiaries

At 29 December 2000

Company

The Company has the following subsidiaries:

- Buckmore Nominees Limited (non-trading); and
- Credit Suisse Buckmaster Securities Limited (non-trading).

These companies are incorporated and operate in the United Kingdom and are registered in England and Wales. The subsidiaries are wholly owned.

The management of the Company are in the process of winding up Credit Suisse Buckmaster Securities Limited.

13 Market and client debtors

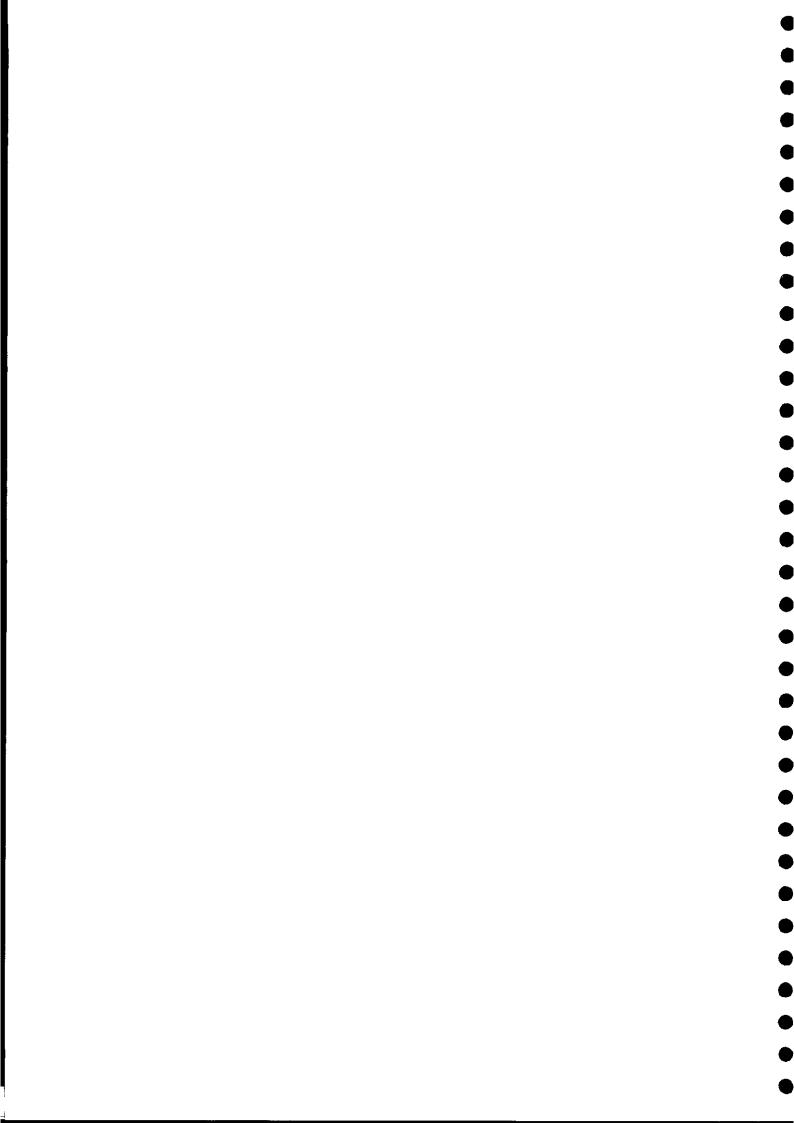
	Group		Company	
	29 December	24 December	29 December	24 December
	2000	1999	2000	1999
	£000	£000	000£	£000
Market and client debtors include				
Amounts owed by group undertaking	1,397	1,941	1,397	1,941

14 Other debtors

Amounts owed by group undertakings Other debtors	29 December 2000 £000 160 130	Group 24 December 1999 £000 199 24	29 December 2000 £000 160 130	Company 24 December 1999 £000 199 24
Prepayments and accrued income	1,511	1,355	1,511	1,355

15 Balances with Banks

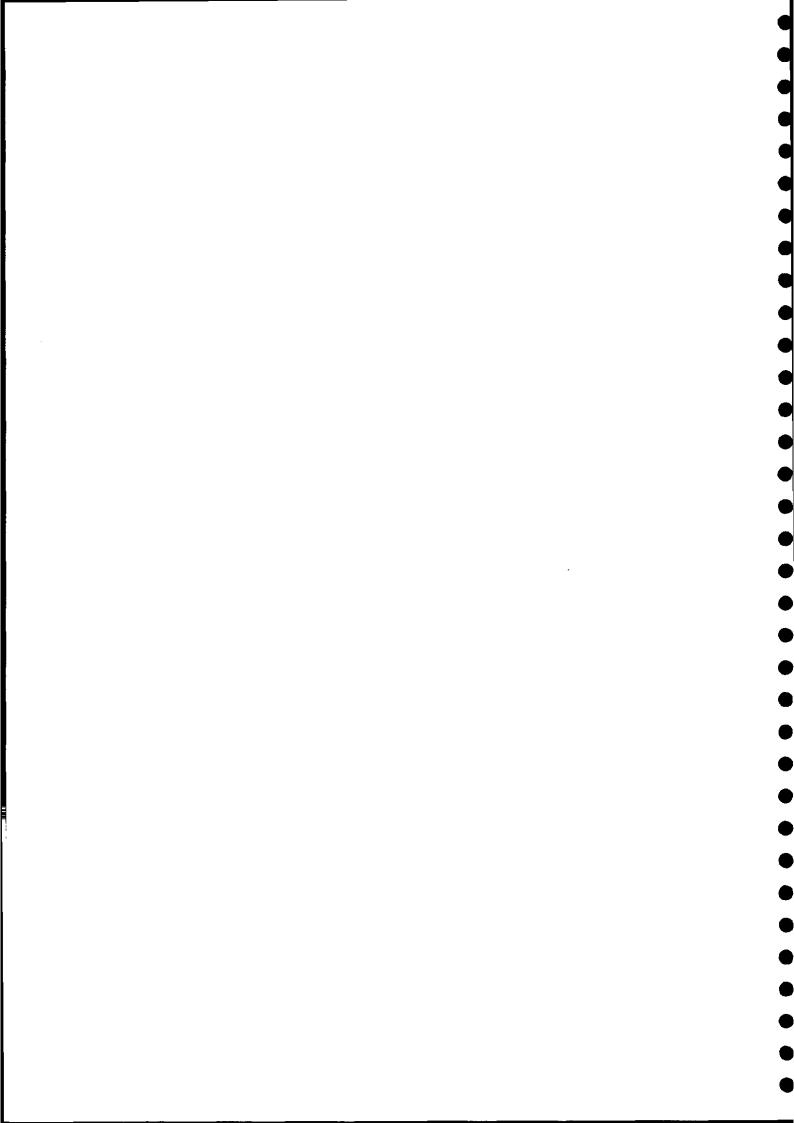
		Group		Company
	29 December	24 December	29 December	24 December
	2000	1999	2000	1999
	£000	£000	£000	£000
Cash at Bank and in hand				
Balances with group banks	67	118	67	118
Non-group banks	32,511	26,209	32,511	26,209
	32,578	26,327	32,578	26,327
		====		
Bank Loans and Overdrafts				
Balances with group banks	23	_	23	~
Non-group banks	75	298	75	298
	<u></u> _			
	98	298	98	298



16 Market and client creditors

Market and client creditors include	29 December 2000 £000	Group 24 December 1999 £000	29 December 2000 £000	Company 24 December 1999 £000
Amounts owed to group Undertakings	1,065	1,293	1,065	1,293
Ondertakings	1,003	1,293	1,003	1,293
17 Other creditors				
		Group		Company
	29 December	24 December	29 December	24 December
	2000	1999	2000	1999
	000£	000£	£000	000£
A	710	5.00	710	002
Amounts owed to group undertakings Other creditors	719	569	719	983
	1,346	536	1,346	536
Dividends payable	2,125	1,700	2,125	1,700
Corporation tax	1,002	170	1,002	170
Accruals and deferred income	2,490	2,087	2,490	2,087
	7,682	5,062	7,682	5,476

Dividends payable represent arrears of dividend for 1996 to 2000 on the 5% cumulative redeemable preference shares.



18 Provisions for liabilities and charges

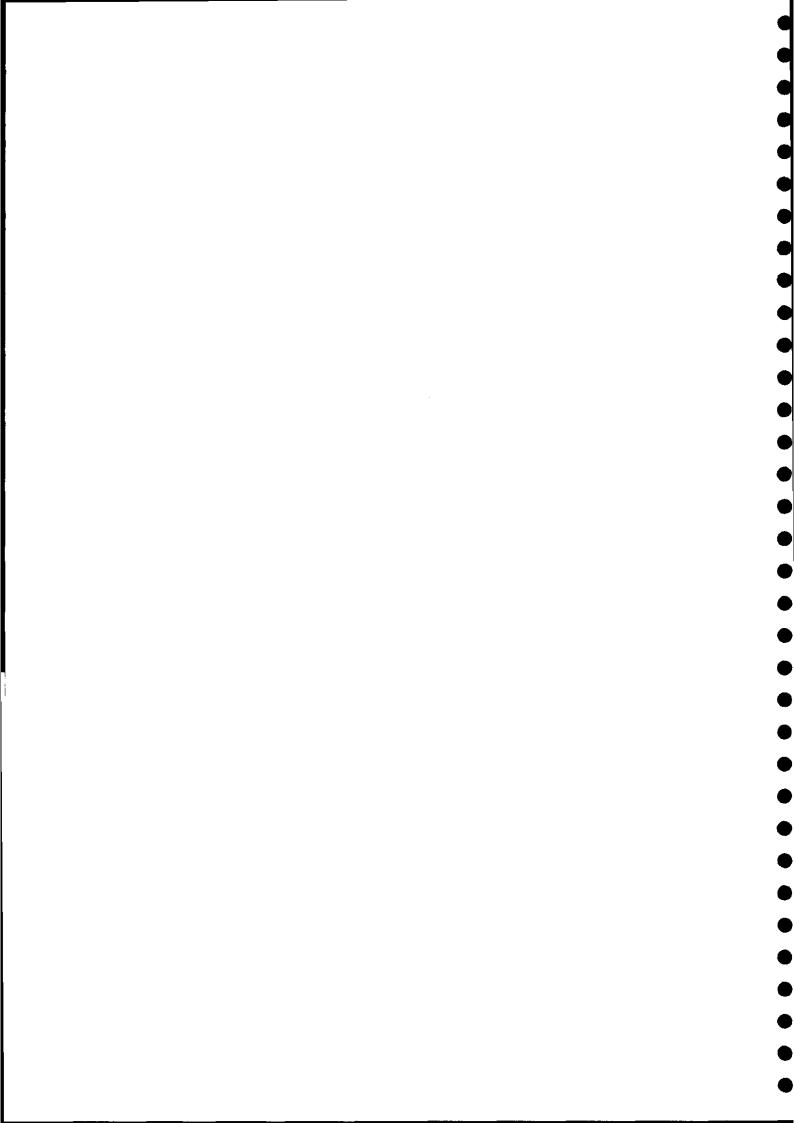
Group and Company	£000
At 24 December 1999 Transferred during the period	7,733 (21)
At 29 December 2000	7,712

Provision is made for the future rental and related costs of leasehold property where it is vacant, surplus to the Company's requirements or where the leasehold property has been sublet at a loss. The original provision was created in 1997 for £8.5 million.

19 Called up share capital

	29 December	24 December
	2000	1999
	£000	£000
Authorised		
Ordinary shares of £1 each	9,800	9,800
5% cumulative redeemable preference shares of £1 each	10,200	10,200
	20,000	20,000
Allotted, called up and fully paid	=====	
Ordinary shares of £1 each	8,000	8,000
5% cumulative redeemable preference shares of £1 each	8,500	8,500
	16,500	16,500
	====	

The 8,500,000 5% cumulative redeemable preference shares of £1 each entitle the holder to receive a cumulative preference dividend at the rate of 5% on the paid up capital and the right to a return of capital at either a winding up or a repayment of capital. The preference shares do not entitle the holders to any further or other participation in the profits of CSUK or any voting rights. The preference shares are redeemable at par at the option of the Company. This is subject to receiving the permission of the SFA and following a six month period of notice.



20 Statement of movement in reserves

	Capital Contribution Reserve	Profit and Loss account
Group	000£	£000
At 24 December 1999 Profit for the period	8,500	(5,396) 1,295
At 29 December 2000	8,500	(4,101)
	Capital Contribution reserve	Profit and Loss account
Company	£000	£000
At 24 December 1999 Profit for the period	8,500	(5,810) 1,709
At 29 December 2000	8,500	(4,101)

In 1997 the Company received a capital contribution of £8.5 million from Credit Suisse. The amount is distributable subject to approval by the SFA.

21 Reconciliation of movements in shareholders' funds

	29 December 2000	24 December 1999
Group	£000	0003
Profit for the financial period	1,720	714
Non-equity preference dividends – current period	(425)	(425)
Net addition to shareholders' funds	1,295	289
Opening shareholders' funds	19,604	19,315
Closing shareholders' funds	20,899	19,604

20 Reconciliation of movements in shareholders' funds (continued)

	29 December 2000 £000	24 December 1999 £000
Company		
Profit for the financial period Non-equity preference dividends – current period	2,134 (425)	714 (425)
Net addition to shareholders' funds	1,709	289
Opening shareholders' funds	19,190	18,901
Closing shareholders' funds	20,899	19,190
		=====

21 Pensions

The Group contributes to a Defined Contribution Scheme, the Credit Suisse Asset Management Limited Pension Scheme. The group pension charge in the respect of the Scheme for the period ended 29 December 2000 was £205,000 (1999:£194,000), all of which had been paid over the period end.

22 Contingent liabilities

The Company had outstanding guarantees aggregating £393,000 (1999: £408,000) at the period end. These relate to guarantees given by CSFB London Branch (CSPB division) to CSUK clients, secured by CSUK indemnity to CSFB.

23 Financial commitments

Operating leases

At 29 December 2000 the Company had annual commitments under non-cancellable operating leases, all of which related to land and buildings, as set out below:

	29 December	24 December
	2000	1999
	000£	£000
Operating leases which expire:		
Within one year	-	-
Two to five years	239	239
Over five years	1,452	1,452
	1,691	1,691
		===

24 Clients deposits

At 29 December 2000 amounts held on behalf of clients amounted to £76,430,000 (1999:£83,580,000). The Company has no beneficial interest in these deposits and accordingly they are not included in the balance sheet.

25 Company profit and loss

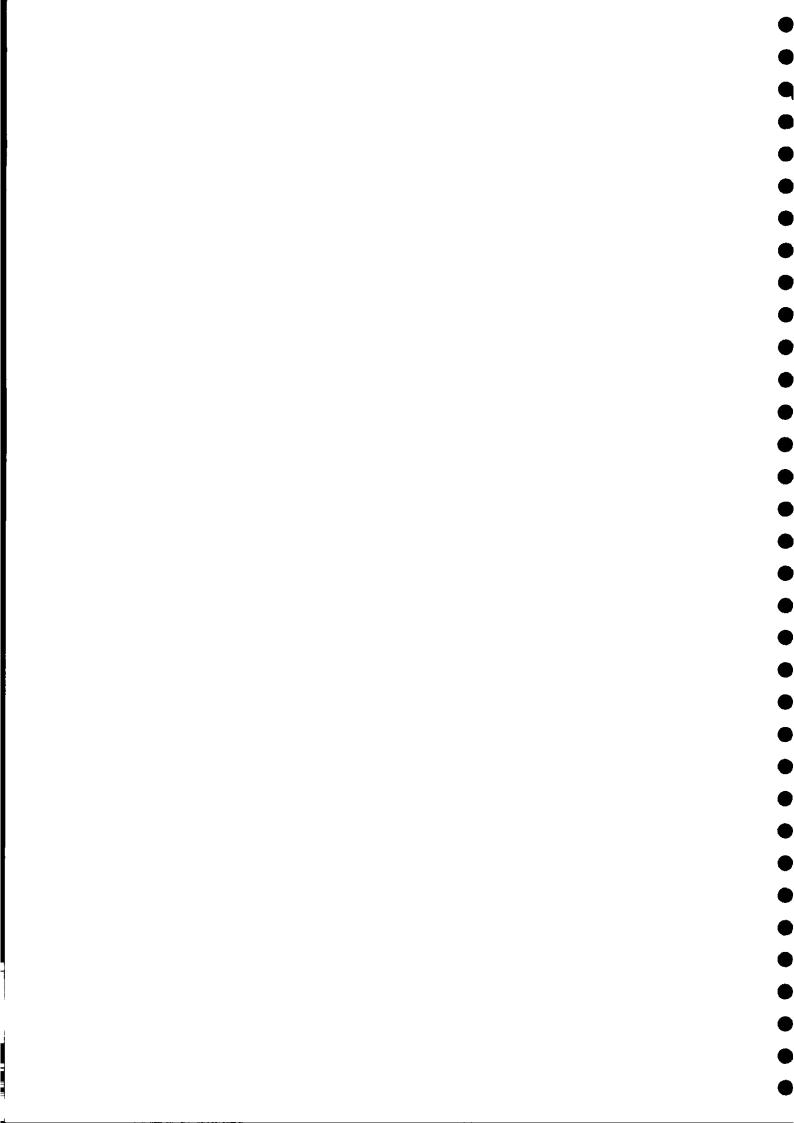
The Company has not presented its own profit and loss account as permitted by Section 230 of the Companies Act 1985. The amount of retained profit for the financial period in respect of the Company is £1,709,000 (1999: £289,000).

26 Cash flow statement

Under Financial Reporting Standard 1 (revised 1996) the Company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a subsidiary undertaking where 90 per cent or more of the voting rights are controlled within the group and the consolidated financial statements in which the Company is included are publicly available.

27 Related party transactions

Under Financial Reporting Standard 8 the Company is exempt from the requirement to disclose transactions or balances with related parties which form part of the group on the grounds that it is a subsidiary undertaking where 90 per cent or more of the voting rights are controlled within the group and the consolidated financial statements in which the Company is included are publicly available.



28 Ultimate parent company

The company is a subsidiary of Credit Suisse, formerly known as Swiss Volksbank, a company incorporated in the Canton of Zurich, Switzerland. The consolidated accounts of Credit Suisse are available to the public and may be obtained from its registered office at Paradeplatz 8, P.O. Box 1, CH-8070 Zurich.

The ultimate parent company is Credit Suisse Group, formerly known as CS Holding, a company incorporated in the Canton of Zurich, Switzerland. The consolidated accounts of Credit Suisse Group are available to the public and may be obtained from its registered office at Paradeplatz 8, P.O Box 1, CH-8070 Zurich.