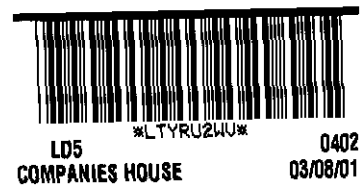


**CREDIT LYONNAIS PROPERTIES
(REGISTRATION NO. 2407942)**

**Directors' Report and Financial Statements
Year Ended 31 December 2000**



Credit Lyonnais Properties

Directors' Report and Financial Statements

Year Ended 31 December 2000

Directors Report

The directors present their report and the audited financial statements of the company for the year ended 31 December 2000.

Principal Activities

The company was dormant for the year.

Business Review

The company has not traded during the year and has received no income and incurred no expenditure. Consequently, during the year the company has made neither a profit nor a loss and has no recognised gains or losses (1999: £Nil).

Dividend

The directors do not recommend the payment of a dividend (1999: £1,001,143)

Directors and their Interests

The directors during the year ended 31 December 2000 were as follows:

B F Armstrong
F C Mélul

B F Armstrong held 1 share as trustee for Credit Lyonnais (Investments) Limited.

Except as noted above none of the other directors had a notifiable interest in the shares of the company or the ultimate holding company during the year.

Share Capital

There were no changes during the year in the company's authorised or issued share capital.

Statement of Directors' Responsibilities

The directors are required by the Companies Act 1985 to prepare financial statements for each financial year which 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 result for the financial year.

The directors consider that in preparing the financial statements on pages 4 to 7, the company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and that all accounting standards which they consider to be applicable have been followed.

The directors have the responsibility for preparing the financial statements on a going concern basis, where this is considered appropriate.

The directors have responsibility for ensuring that the company keeps accounting records which disclose with reasonable accuracy the financial position of the company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

Credit Lyonnais Properties

Directors' Report and Financial Statements

Year Ended 31 December 2000

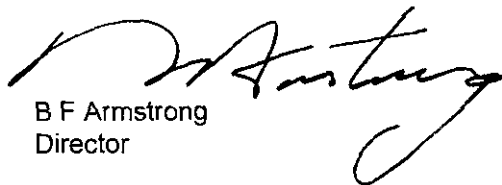
The directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

Auditors

During the year Deloitte & Touche were appointed auditors of the company following the resignation of PricewaterhouseCoopers.

A resolution will be proposed for their reappointment at the Annual General Meeting.

By order of the Board

A handwritten signature in black ink, appearing to read 'B F Armstrong', is written over the printed name and title.

B F Armstrong
Director

Date: 14 February 2001

AUDITORS' REPORT TO THE MEMBERS OF CREDIT LYONNAIS PROPERTIES FOR THE YEAR ENDED 31 DECEMBER 2000

We have audited the financial statements on pages 4 to 7 which have been prepared under the accounting policies set out on page 6.

Respective responsibilities of directors and auditors

As described on pages 1 and 2, the company's directors are responsible for the preparation of financial statements, which are required to be prepared in accordance with applicable United Kingdom law and accounting standards. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.


Basis of 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 30 December 2000 and of its profit [loss] for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



Deloitte & Touche
Chartered Accountants and Registered Auditors
Stonecutter Court
1 Stonecutter Street
London
EC4A 4TR

14 February 2001

CREDIT LYONNAIS PROPERTIES

Profit and Loss

For Year Ended 31 December 2000

	2000	1999
	£	£
Dividends proposed and paid	-	1,001,143
Transfer (from) reserves	-	(1,001,143)

CREDIT LYONNAIS PROPERTIES

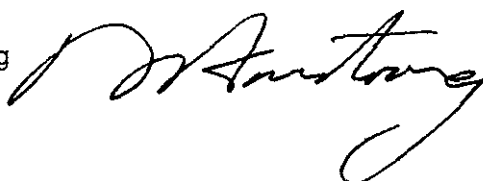
Balance Sheet As at 31 December 2000

	Note	2000 £	1999 £
Current Assets			
Debtors	4	200,000	200,000
Total Net Assets		200,000	200,000
Capital and Reserves			
Called up share capital	5	200,000	200,000
Reserves		-	-
Shareholders' Funds	6	200,000	200,000

The financial statements on pages 4 to 7 were approved by the Board of Directors on 14 February 2001 and were signed on its behalf by:

FC Méléur

BF Armstrong
Directors



CREDIT LYONNAIS PROPERTIES

Notes to the Financial Statements For the Year Ended 31 December 2000

1. Accounting Policies

The following are the principal accounting policies adopted by the company:

Basis of accounting

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

Cash Flow Statement

Under the provisions of Financial Reporting Standard 1 (revised), the company is not required to present a cash flow statement as it is a wholly owned subsidiary undertaking of Credit Lyonnais, into whose accounts the results of the Company are consolidated.

Related Party Transactions

The company has taken advantage of the exemption granted by Financial Reporting Standard 8 to subsidiary undertakings which are more than ninety percent owned not to disclose transactions with other group entities.

There were no other related party transactions requiring disclosure.

2. Results

The company has not traded during the year and has received no income and incurred no expenditure. Consequently, during the year the company has made neither a profit nor a loss and has no recognised gains or losses.

3. Directors, Employees and Auditors

The directors of the Company, none of whom spend a material amount of time on the company's business, were all remunerated by other companies within the Credit Lyonnais (Investments) Limited Group. The remuneration was accordingly disclosed in the financial statements of those companies.

The company has no employees.

The remuneration of auditors was borne by another group company.

CREDIT LYONNAIS PROPERTIES

Notes to the Financial Statements For the Year Ended 31 December 2000

4. Debtors

	2000	1999
	£	£
Amounts owed by parent undertakings	200,000	200,000

5. Share Capital

	2000	1999
	£	£
Authorised, issued and fully paid:		
100,000 ordinary shares of £1 each	100,000	100,000
100,000 'A' ordinary shares of £1 each	100,000	100,000
	200,000	200,000

Summary of the rights and restrictions attaching to each class of share:

Rights to dividends

Ordinary and 'A' ordinary shareholders are entitled to receive a fixed non-cumulative dividend at a rate of 12% and 3% respectively.

Voting rights

- (a) Holders of 'A' Ordinary shares have one vote for each share held.
- (b) Holders of Ordinary shares have four votes for each share held.

Winding up

On winding up, (or any other return of capital) the assets of the Company available for distribution shall be divided on a pro rata basis 80% to Ordinary shares and 20% to 'A' Ordinary shares.

6. Reconciliation of Movement in Shareholders' Funds

	2000	1999
	£	£
Dividend Proposed and Paid	-	(1,001,143)
Shareholders' funds as at 1 January	200,000	1,201,143
Shareholders funds as at 31 December	200,000	200,000

7. Ultimate Controlling Party

The Company's ultimate holding company is Credit Lyonnais, a Société Anonyme registered in France. Group financial statements can be obtained from 19 boulevard des Italiens, 75002 Paris, France. The Company's direct parent is Credit Lyonnais (Investments) Limited.