

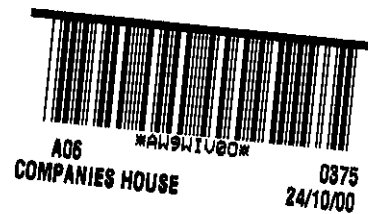
**BCP ADR NOMINEE LIMITED**

**Directors' Report**

**and**

**Financial Statements**

*31 December 1999*



**BCP ADR NOMINEE LIMITED**

**Board of Directors and Other Information**

DIRECTORS:

James Thomas Green  
Michael Christopher McAuliffe

SECRETARY:

Michael Christopher McAuliffe

REGISTERED OFFICE:

One Canada Square  
London  
E14 5AL

TELEPHONE NUMBER:

020 7570 1784

Registered in England No. 3403983

# BCP ADR NOMINEE LIMITED

## Directors' Report

*31 December 1999*

The Directors present their annual report and the financial statements for the year ended 31 December 1999.

### 1. BUSINESS REVIEW

The company is a wholly-owned subsidiary of BNY International Financing Corporation which itself is a wholly-owned subsidiary of The Bank of New York.

The company's business is that of a nominee company only. As the company has not traded during the accounting period, received no income and incurred no expenditure, a profit and loss account is not presented.

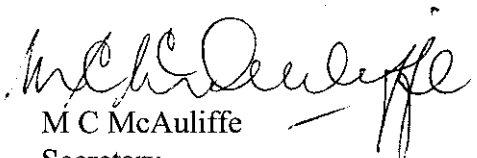
### 2. DIRECTORS

The names of the present Directors are as listed on page 1.

### 3. AUDITORS

At a Shareholders' meeting held on 11 August 1997, a resolution was passed making the company exempt from the obligation to appoint auditors by virtue of section 252 or as otherwise required by Section 384 of the Companies Act 1985.

By Order of the Board

  
M C McAuliffe  
Secretary

  
23 October 2000

# BCP ADR NOMINEE LIMITED

## Directors' Report (*continued*)

31 December 1999

### Balance Sheet

As at 31 December 1999

	<u>Note</u>	<u>1999</u> £	<u>1998</u> £
CURRENT ASSETS			
Debtors:			
Amounts owed by parent undertaking -		<u>2</u>	<u>2</u>
NET ASSETS		<u>2</u>	<u>2</u>
CAPITAL			
Called up share capital	3	<u>2</u>	<u>2</u>
		<u>2</u>	<u>2</u>

### DIRECTORS DECLARATION

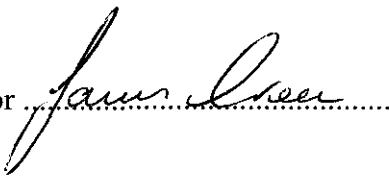
The company was dormant (within the meaning of Section 252 of the Companies Act 1985) throughout the accounting period ending at the date of this balance sheet.

Director



Date: 23 October 2000

Director



### NOTES

#### 1. Accounting Policy

The financial statements have been prepared under the historical cost convention and in compliance with the Companies Act 1985.

#### 2. Ultimate Holding Company

The company is a wholly-owned subsidiary of BNY International Financing Corporation which is incorporated and registered in the United States of America. The company's ultimate holding company is The Bank of New York Company, Inc. which is also incorporated and registered in the United States of America.

3. Called up Share Capital

	<u>Authorised</u>	<u>Share capital allotted, called up and fully paid</u>
At 31 December 1999 and 1998		
Ordinary Shares of £1 each	<u>£100</u>	<u>£2</u>

4. Profit and Loss Account

The company has not traded during the accounting period, has received no income and incurred no expenditure and consequently has made neither a profit nor a loss. A profit and loss account is therefore not provided. None of the Directors received any remuneration in respect of their services to the company.

5. Contingent Liabilities

There is a contingent liability to subscribe for uncalled capital in respect of securities registered in the company but the company has recourse to the beneficial owners of these securities should any liability arise.

6. Approval of Accounts

The financial statements were approved at a meeting of the Board of Directors on 23 October 2000.