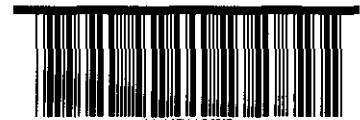


Registered Number 3612004

NEWGATE STREET PROPERTIES LIMITED

**Directors' Report and Financial Statements for the
year ended 31 December 2001**



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COMPANIES HOUSE

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12/07/02

Registered Office: 107 Cheapside, London EC2V 6DU

NEWGATE STREET PROPERTIES LIMITED

DIRECTORS

S. P. Smith (Chairman)
H. D. Stephens
S. R. Yates

SECRETARY

J. P. Small

AUDITORS

PricewaterhouseCoopers

NEWGATE STREET PROPERTIES LIMITED

DIRECTORS' REPORT

The directors have pleasure in submitting their report together with the audited financial statements for the year ended 31 December 2001.

REVIEW OF ACTIVITIES

The Company acts as general partner to Newgate Street Partnership and has full power to bind the partnership.

The Company has not earned any income or incurred any expenses during the period.

DIRECTORS

The directors of the Company at the date of this report are shown on page 1.

The directors listed served throughout the year.

DIRECTORS' INTERESTS

According to the register of directors' interests, the interests of directors in the share capital and debentures of the Company, its ultimate holding company (AXA) or subsidiaries of the ultimate holding company are as follows:

Interests in Shares and Units

AXA

	Shares of €2.29 each		Units in AXA Global Fund		Units in AXA Actionnariat 2 Fund	
	At 1 January 2001	At 31 December 2001	At 1 January 2001	At 31 December 2001	At 1 January 2001	At 31 December 2001
S. P. Smith	210	840	60.1525	714.1725	123.3336	270.6320
H. D. Stephens	55	220	34.7584	385.1284	-	-
S. R. Yates	154	616	26.5740	26.5740	-	-

On 9 May 2001, AXA's shareholders approved a four-for-one stock split of AXA's issued ordinary shares, which became effective on 16 May 2001. Therefore, for each AXA Share owned on the 15 May 2001, shareholders now have four.

NEWGATE STREET PROPERTIES LIMITED

DIRECTORS' REPORT (CONTINUED)

DIRECTORS' INTERESTS (CONTINUED)

Interests in Options

	AXA		
	At 1 January 2001 Options to subscribe for Shares	During year Options granted Options exercised	At 31 December 2001 Options to subscribe for Shares
S. P. Smith	2,069	2,600 -	10,876**
"	202.79	- -	811.16*

The options outstanding at 31 December 2001 are exercisable at various times between 5 July 2002 and 8 May 2011 at prices of between €32.32 and €41.06 per share. Certain options (marked *) are exercisable between 12 July 2002 and 12 August 2002 at an aggregate price of £1.

**On 9 May 2001, AXA's shareholders approved a four-for-one stock split of AXA's issued ordinary shares, which became effective on 16 May 2001. Therefore, for each AXA Share owned on the 15 May 2001, shareholders now have four.

	AXA UK plc		
	At 1 January 2001 Options to subscribe for Shares	During year Options granted Options exercised	At 31 December 2001 Options to subscribe for Shares
S. P. Smith	3,644	- 1,153	2,491
H. D. Stephens	3,681	- 576	3,105
S. R. Yates	9,175	- -	9,175

The options outstanding at 31 December 2001 are exercisable at various times between 1 January 2002 and 30 June 2005 at prices between £1.88 and £4.30 per share.

NEWGATE STREET PROPERTIES LIMITED

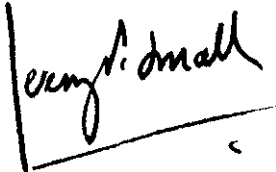
DIRECTORS' REPORT (CONTINUED)

AUDITORS

Under Section 379A of the Companies Act 1985, the Company has elected to dispense with the following obligations:

- to lay accounts and reports before general meetings;
- to hold annual general meetings; and
- to appoint auditors annually.

By Order of the Board

A handwritten signature in black ink, appearing to read 'J. P. Small', is written over a horizontal line. There is a small mark below the line to the right of the signature.

J. P. Small
Secretary

30 May 2002

NEWGATE STREET PROPERTIES LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The following statement, which should be read in conjunction with the auditors' statement of auditors' responsibilities set out on page 6 is made for the purpose of clarifying the respective responsibilities of the directors and the auditors in the preparation of the financial statements.

Company law requires the directors to prepare financial statements for each financial year, which give a true and fair view of the state of affairs of the Company at the end of the financial year and of the profit or loss of the Company 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 a 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 which 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.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
NEWGATE STREET PROPERTIES LIMITED**

We have audited the financial statements which comprise the profit and loss account, the balance sheet and the related notes which have been prepared under the historical cost convention and the accounting policies set out on page 9.

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 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 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 of 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 at 31 December 2001 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

PricewaterhouseCoopers
PricewaterhouseCoopers
Chartered Accountants and Registered Auditors
London

30 May 2002

NEWGATE STREET PROPERTIES LIMITED

PROFIT AND LOSS ACCOUNT
for the year ended 31 December, 2001

	Note	2001 £	2000 £
Investment income		-	17
Taxation on profit on ordinary activities	2	<u>-</u>	<u>5</u>
Profit for the financial year		-	12
Retained profit brought forward		12	-
		<u> </u>	<u> </u>
Retained profit carried forward		<u>12</u>	<u>12</u>

The results of the year are from continuing operations.

The Company has no recognised gains or losses for the year other than those noted above.

The notes on pages 9 to 11 form an integral part of these financial statements.

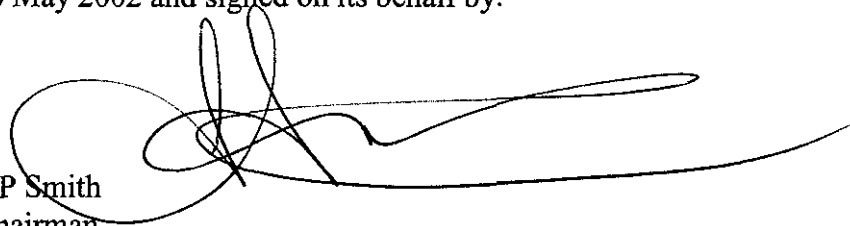
NEWGATE STREET PROPERTIES LIMITED

BALANCE SHEET AS AT 31 DECEMBER 2001

	Note	2001 £	2000 £
Investments	3	1	1
Current assets:			
Debtors	4	18	18
Creditors:			
Amounts falling within one year	5	<u>5</u>	<u>5</u>
Net current assets		<u>13</u>	<u>13</u>
Net assets		<u>14</u>	<u>14</u>
Capital and reserves			
Called up share capital	6	2	2
Profit and loss account		<u>12</u>	<u>12</u>
Equity Shareholders' funds		<u>14</u>	<u>14</u>

The financial statements on page 7 to 11 were approved by the Board of Directors on 30 May 2002 and signed on its behalf by:

S P Smith
Chairman



The notes on pages 9 to 11 form an integral part of these financial statements.

NEWGATE STREET PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES

(a) Accounting convention

The financial statements are prepared under the historical cost convention, and in accordance with applicable UK accounting standards.

(b) Cash flow statement

Financial Reporting Standard 1, the Company is exempt from the requirement to prepare a cash flow statement on the grounds that it is a subsidiary undertaking of a parent undertaking which produces a consolidated cash flow statement.

(c) Investments

Investments represent the company's investments in The Newgate Street Partnership valued at cost.

(d) Investment income

Income from investments is accounted for on an accrual basis.

2. TAX ON PROFIT ON ORDINARY ACTIVITIES

	2001 £	2000 £
United Kingdom Corporation tax at 30.00%	-	5
	-	5

NEWGATE STREET PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

3. INVESTMENTS

The Company has an interest in the profits of The Newgate Street Partnership of 0.0001%. The Limited Partnership is involved in the development of a property. The Partnership prepares accounts made up to 31 December annually using the same accounting policies as the Company. The Partners' accounts of the Partnership at 31 December 2001 were as follows:

	2001 £	2000 £
Company's interest in the Partnership		
Capital contribution	1	1
Capital account	<u>17</u>	<u>17</u>
	18	18
 Other Partners' interest in the Partnership		
Loans	(11,723,472)	(10,367,506)
Income account	(881)	-
Capital account	(16,172)	-
Capital Contribution	<u>11,614,286</u>	<u>11,614,286</u>
	<u>(126,221)</u>	<u>1,246,798</u>

4. DEBTORS

	2001 £	2000 £
Other debtors	<u>18</u>	<u>18</u>

5. CREDITORS

	2001 £	2000 £
Corporation tax	-	5
Other creditors	<u>5</u>	<u>-</u>
	<u>5</u>	<u>5</u>

NEWGATE STREET PROPERTIES LIMITED

NOTES TO THE FINANCIAL STATEMENTS

6. SHARE CAPITAL

	2001		2000	
	Authorised £'000	Paid-up £'000	Authorised £'000	Paid-up £'000
Authorised: 1,000 (2000: 1,000)				
Ordinary shares of £1 each	1,000	2	1,000	2
Issued: 2 (2000: 2)				
Ordinary shares £1 each	2	2	2	2
	2	2	2	2

7. OTHER STATUTORY INFORMATION

The Company had no employee during the year (2000:none).

All the directors are employees of the AXA group, by whom they are paid, and their directorships are held as part of that employment. No director has received any emoluments or other benefits directly from the Company or from any other company in AXA group in respect of services to the Company.

8. ULTIMATE PARENT

In the opinion of the directors, the Company's ultimate parent and controlling company is AXA, a company incorporated in France. The parent undertaking of the largest and smallest group which includes the Company and for which group financial statements are prepared is AXA. Copies of the AXA group financial statements can be obtained from 23, avenue Matignon, 75008 Paris, France.

9. RELATED PARTY TRANSACTIONS

The Company is the General Partner to the Newgate Street Partnership. As at 31 December 2001 the Company managed the activities of this related party. Although this company is considered to be a subsidiary undertaking as a result of its dominant control of this entity, the company has not prepared consolidated accounts as it is a wholly owned subsidiary of AXA which prepares publicly available group accounts.