

Company No. 3999273

CITICLIENT NOMINEES NO.2 LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

for the period ended 31 DECEMBER 2000



CITICLIENT NOMINEES NO.2 LIMITED

DIRECTORS AND OFFICERS

Directors

Stephen M Everard

John R Kirkpatrick

Jeffrey R Walsh

Secretary

Citicorporate Limited
336 Strand
LONDON WC2R 1HB

Registered Office

336 Strand
LONDON WC2R 1HB

Auditors

KPMG Audit Plc
Chartered Accountants & Registered Auditor
8 Salisbury Square
LONDON EC4Y 8BB

CITICLIENT NOMINEES NO.2 LIMITED

REPORT OF THE DIRECTORS

The Directors present their Report together with the audited financial statements ("Accounts") of the Company for the period 22 May 2000 to 31 December 2000 ("the period") which have been prepared in accordance with the provisions of the Companies Act 1985 (as amended).

Incorporation

The Company was incorporated on 22 May 2000 when 2 ordinary shares were issued.

Principal Activities and Review of the Business

The Company acts as a bare nominee or trustee principally on behalf of a corporate client of Citibank, N.A. The Company does not levy any charge nor incur any expense in relation thereto.

Future Developments

The Directors have no plans to develop the Company's activities further.

Results and Dividends

The Company has not incurred any expenses nor earned any revenues during the period and, as a consequence, the Company has made neither a profit nor a loss in respect of the period. A profit and loss account has not, therefore, been prepared.

The state of affairs of the Company as at the period end were as detailed in the accompanying balance sheet.

No dividends were declared or paid by the Company during the period and the Directors do not recommend the declaration of a dividend in respect of the period.

Directors

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

Mark L Frewell resigned as a Director of the Company on 17 October 2000, Peter D Mullen resigned as a Director of the Company on 4 April 2001 and Richard I Crews resigned as a Director of the Company on 8 May 2001.

No service contracts have been in existence between the Company and any of its Directors during the period and no such contracts have come into being since then.

Directors' Interests

According to the Register of Directors' Interests, none of the Directors nor any member of their respective families had any material interests during the period in contracts involving the Company or interests in the share or loan capitals of the ultimate holding company, or its subsidiaries, at the relevant dates which required disclosure.

CITICLIENT NOMINEES NO.2 LIMITED

REPORT OF THE DIRECTORS continued

Directors' Responsibilities for Financial Statements

Company law requires the Directors to prepare financial statements for each accounting reference period which give a true and fair view of the state of affairs of the Company and of the profit or, as the case may be, loss of the Company for that period (the "financial statements").

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
- 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 to enable them to ensure that the financial statements comply with the provisions of the Companies Act 1985 as amended.

They 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.

Employees

There were no persons employed by the Company during the period and no persons have been employed by the Company since the period end.

Charitable Donations and Political Contributions

There were no charitable donations nor any contributions for political purposes made by the Company during the period.

Close Company Provisions

In the opinion of the Directors, the close company provisions of the Income and Corporation Taxes Act 1988, as amended, do not, and did not at 31 December 2000, apply to the Company.

CITICLIENT NOMINEES NO.2 LIMITED

REPORT OF THE DIRECTORS continued

Ultimate Holding Company

The Directors regard Citigroup Inc., which is incorporated in the United States of America under the laws of the State of Delaware, as the ultimate holding company at 31 December 2000.

Auditors

KPMG Audit Plc, Chartered Accountants and Registered Auditor, were appointed auditors of the Company on 31 May 2000. They have indicated their willingness to continue to hold office and, accordingly, a resolution to effect their re-appointment will be proposed at the forthcoming Annual General Meeting in accordance with the provisions of Section 385 of the Companies Act 1985, as amended.

Approved by the Board of Directors on 20 June 2001 and signed on their behalf by:



for **Citicorporate Limited**
Secretary

Registered Office:
336 Strand, LONDON WC2R 1HB

CITICLIENT NOMINEES NO.2 LIMITED**REPORT OF THE AUDITORS KPMG AUDIT Plc
TO THE MEMBERS OF CITICLIENT NOMINEES NO. 2 LIMITED**

We have audited the financial statements on pages 6 to 8.

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 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 affairs of the Company as at 31 December 2000 and of its result for the period 22 May 2000 to 31 December 2000 and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

KPMG Audit Plc

Chartered Accountants
Registered Auditor

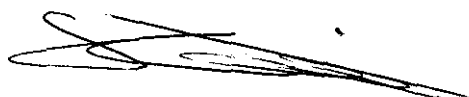
20 June London
2001

CITICLIENT NOMINEES NO.2 LIMITED**BALANCE SHEET**

as at 31 December 2000

	Note	2000 £
CURRENT ASSETS		
Amount due from group company	3	2 =
 CAPITAL AND RESERVES		
Called up share capital	5	2 =

These Accounts were approved by the Board of Directors on 20 June 2001 and signed on their behalf by:



John R Kirkpatrick
Director

The notes on pages 7 and 8 form an integral part of these Accounts.

CITICLIENT NOMINEES NO.2 LIMITED**NOTES TO THE ACCOUNTS**
for the period ended 31 December 2000**1 BASIS OF ACCOUNTING****Basis of preparation:**

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

Related Party Transactions:

Under Financial Reporting Standard number 8, the Company is exempt from the requirement to disclose the detail of related party transactions with other Citigroup Inc controlled companies.

2 PROFIT AND LOSS ACCOUNT

Securities which may from time to time be registered in the name of the Company are beneficially owned by a client of Citibank, N.A. and all transactions relating thereto are recorded by Citibank, N.A. London branch.

The Company has, therefore, neither earned nor received any income nor has it incurred any expenditure in its own right and accordingly no profit and loss account has therefore been prepared.

3 BALANCES WITH GROUP COMPANIES

Assets of £2 represent an amount due from a fellow group company.

4 CASH FLOW STATEMENT

Under Financial Reporting Standard No.1 (Revised), the Company is exempt from the requirement to prepare a cash flow statement on the grounds that it is wholly owned and controlled by a company incorporated in the United States of America. The ultimate parent company is Citigroup Inc, incorporated in the United States of America under the laws of the State of Delaware. The Company's cash flows are included within the consolidated cash flow statement of that company and its accounts are publicly available from its offices at 399 Park Avenue, New York, New York 10043, United States of America.

5 SHARE CAPITAL

	2000
Authorised:	
100 Ordinary shares of £1 each	100
	===
Issued, allotted and fully paid on 22 May 2000:	
2 Ordinary shares of £1 each	2
	===

CITICLIANT NOMINEES NO.2 LIMITED

NOTES TO THE ACCOUNTS continued
for the period ended 31 December 2000

6 RECONCILIATION OF MOVEMENT IN SHAREHOLDER FUNDS

The only movement in shareholders' funds for the period was £2 movement in issued share capital

7 DIRECTORS' EMOLUMENTS

None of the Directors received any emoluments during the period in respect of their services to the Company.

8 CONTINGENT LIABILITIES

Under a group registration made pursuant to the provisions of the Value Added Tax Act 1994, the Company is jointly and severally liable for VAT due by other group companies. At 31 December 2000 this liability amounted in aggregate to £nil. No valuable consideration has been provided by the Company in respect of this contingency.

9 ULTIMATE PARENT COMPANY AND PARENT UNDERTAKING OF LARGER GROUP OF WHICH THE COMPANY IS A MEMBER

The Company is a subsidiary undertaking of Citigroup Inc which is incorporated in the United States of America under the laws of the State of Delaware.

The largest group in which the results of the Company are consolidated is that headed by Citigroup Inc. Copies of these group accounts are available to the public and may be obtained from their offices at 399 Park Avenue, New York, New York 10043, United States of America.

The smallest group in which the results of the accounts are consolidated is that headed by Citibank Investments Limited. Copies of these group accounts are available to the public and may be obtained from its offices at 336 Strand, London WC2R 1HB.