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CREDIT SUISSE POOLED PENSIONS LIMITED
(FORMERLY SLC POOLED PENSIONS LIMITED)

REPORT AND FINANCIAL STATEMENTS

31ST DECEMBER 2001



CREDIT SUISSE POOLED PENSIONS LIMITED

DIRECTORS

J. D. GALLAGHER (Chief Executive Officer)

I. R. FISHWICK

M. B. WALSH

G. WELLMAN

OFFICERS

I. R. CAMPBELL (Secretary)

APPOINTED ACTUARY

P. McGURK of BARNETT WADDINGHAM, CONSULTING ACTUARIES

Credit Suisse Pooled Pensions Limited
Beaufort House, 15 St. Botolph Street, London EC3A 7JJ

Registered in England with number 2822434
Registered Office
Beaufort House, 15 St. Botolph Street, London EC3A 7JJ

Regulated by Financial Services Authority

CREDIT SUISSE POOLED PENSIONS LIMITED

REPORT OF THE DIRECTORS

The Directors have pleasure in presenting their report and the audited financial statements of the Company for the year ended 31st December 2001.

ACTIVITIES

The principal activity of the Company is the marketing of corporate pensions business in the UK. The whole of the ordinary share capital of the Company was acquired by Credit Suisse Asset Management (UK) Holding Limited on 7th December 2001. The name of the Company was changed from SLC Pooled Pensions Limited to Credit Suisse Pooled Pensions Limited on 1st March 2002.

On 7th October 2001, the Company agreed to terminate the Reinsurance Agreement it had in force with Confederation Life Insurance Company (UK) Limited under which it accepted by way of reinsurance, the unit linked liabilities relating to group administered pensions and individual pensions business written by Confederation Life Insurance Company (UK) Limited.

RESULTS AND FUTURE DEVELOPMENTS

The company produced a pre-tax profit of £0.1 million (2000 - £0.3 million). Funds under management at the end of the year were £0.9 billion, representing a decline of 68% from the figure of £2.8 billion at the end of 2000. The main reason for the reduction was the termination of the reinsurance agreement with Confederation Life Insurance Company (UK) Limited, referred to above. Fund performance has improved and we are optimistic that the improvement will continue into 2002 when we expect to continue to acquire new clients.

Looking to the future, the Directors are to continue with their strategy of meeting the needs of the existing client base whilst at the same time competing for new business wherever possible. The Directors believe that the company will benefit from its membership of Credit Suisse Asset Management and from developing its product ranges and improving investment performance.

DIRECTORS

The Directors of the Company during the year ended 31st December 2001 were as follows:

J. D. Gallagher (Chief Executive Officer)	Appointed 7th December 2001
I. R. Fishwick	
M. B. Walsh	
G. Wellman	Appointed 7th December 2001
J. R. White	Resigned 7th December 2001

None of the Directors at any time had any notifiable interests in the shares of the Company or any Group Company.

SHARE CAPITAL

There were no changes in the Company's share capital during the year.

DIVIDENDS

A dividend of £2.2 million was paid, on 11th October 2001, to the former parent company, Sun Life Assurance Company of Canada (UK) Limited (2000 - £Nil).

CREDIT SUISSE POOLED PENSIONS LIMITED

REPORT OF THE DIRECTORS (continued)

PAYMENTS TO CREDITORS

It is the company's normal practice to make payments to suppliers in accordance with agreed terms provided that the supplier has performed in accordance with the relevant terms and conditions.

AUDITORS

Pursuant to the elective resolution passed on 24th April 1996, the auditors, Deloitte & Touche have continued in office. Deloitte & Touche, having been appointed by the Directors, will resign as auditors during 2002 and KPMG, the auditors to Credit Suisse Asset Management (UK) Holding Limited, will be appointed as auditors to the Company.

Approved by the Board of Directors and signed on behalf of the Board.



J. R. CAMPBELL
Secretary

26th April 2002

CREDIT SUISSE POOLED PENSIONS LIMITED

STATEMENTS OF DIRECTORS' RESPONSIBILITIES

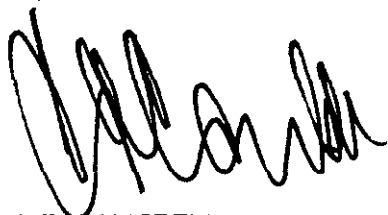
United Kingdom company law requires the Directors to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year, and of the profit or loss of the Company for that period. In preparing those financial 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The Directors confirm that they have complied with the above requirements in preparing the financial statements.

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 are also responsible for the system of internal control and safeguarding the assets of the Company, and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Approved by the Board of Directors and signed on behalf of the Board.



I. R. CAMPBELL
Secretary

26th April 2002

CREDIT SUISSE POOLED PENSIONS LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CREDIT SUISSE POOLED PENSIONS LIMITED

We have audited the financial statements of Credit Suisse Pooled Pensions Limited (formerly SLC Pooled Pensions Limited) for the year ended 31st December 2001 which comprise the profit and loss account, the balance sheet and the related notes 1 to 17. These financial statements have been prepared under the accounting policies set out therein.

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described in the statement of directors' responsibilities, the company's directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

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 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.

We read the directors' report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

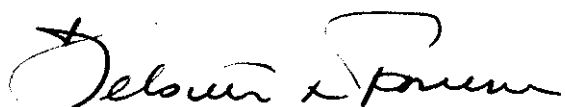
BASIS OF OPINION

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 31st December 2001 and of its profit 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

26th April 2002

CREDIT SUISSE POOLED PENSIONS LIMITED

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

	Notes	2001 £000	2000 £000
TECHNICAL ACCOUNT LONG TERM BUSINESS			
EARNED PREMIUMS			
Direct premiums written	2	88,029	195,606
Reinsurance premiums written	2 & 3	16,240	25,279
Written and earned premiums	2 & 3	104,269	220,885
Investment income	4	20,918	250,087
Unrealised losses on investments	4	(360,011)	(337,263)
TOTAL TECHNICAL (LOSS) / INCOME		(234,824)	133,709
CLAIMS INCURRED			
Claims paid: direct	5	322,823	275,807
reinsurance	5	1,315,953	81,817
Claims paid including reinsurance	5	1,638,776	357,624
CHANGE IN OTHER TECHNICAL PROVISIONS			
Long term business provision		-	(1,975)
Technical provision for linked business		(1,887,324)	(243,355)
		(1,887,324)	(245,330)
OTHER CHARGES			
Net operating expenses	6	4,294	5,425
Investment management fee (income) / expense and charges	4	9,509	15,891
Tax attributable to the long term business	8	7	10
		13,810	21,326
TOTAL TECHNICAL CHARGES		(234,738)	133,620
BALANCE ON THE TECHNICAL ACCOUNT - LONG TERM BUSINESS		(86)	89

All amounts are derived from continuing activities.

The notes set out on pages 6 to 18 form part of these financial statements.

CREDIT SUISSE POOLED PENSIONS LIMITED

PROFIT AND LOSS ACCOUNT (continued) for the year ended 31st December 2001

	Notes	2001 £000	2000 £000
NON TECHNICAL ACCOUNT			
BALANCE ON THE TECHNICAL ACCOUNT - LONG TERM BUSINESS		(86)	89
Tax credit attributable to the balance on the long term business technical account		7	10
(LOSS) / PROFIT FROM LONG TERM BUSINESS OPERATIONS BEFORE TAXATION		(79)	99
Investment income	4	177	183
Administrative expenses		(3)	(3)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		95	279
Tax on profit on ordinary activities	8	304	195
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		399	474
Equity dividends	9	(2,200)	-
RETAINED (LOSS) / PROFIT FOR THE FINANCIAL YEAR		(1,801)	474

There were no recognised gains or losses during 2001 and 2000 other than the above.

All amounts are derived from continuing activities.

The notes set out on pages 6 to 18 form part of these financial statements.

CREDIT SUISSE POOLED PENSIONS LIMITED**BALANCE SHEET****as at 31st December 2001**

	Notes	2001 £000	2000 £000
ASSETS			
INVESTMENTS			
Other financial investments	10	3,365	318
ASSETS HELD TO COVER LINKED LIABILITIES	11	908,566	2,795,890
DEBTORS			
Debtors arising out of direct insurance operations - policyholders	12	16	2,769
Other debtors including taxation	12	138	-
OTHER ASSETS			
Cash at bank and in hand		1,264	8,008
PREPAYMENTS AND ACCRUED INCOME			
Accrued interest and rent		12	107
TOTAL ASSETS		<u>913,361</u>	<u>2,807,092</u>

Of the total assets £913 million (2000 - £2,807 million), £910 million (2000 - £2,803 million) are attributable to the long term business fund.

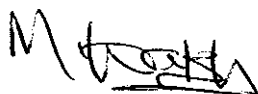
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CREDIT SUISSE POOLED PENSIONS LIMITED

BALANCE SHEET (continued) as at 31st December 2001

	Notes	2001 £000	2000 £000
LIABILITIES			
CAPITAL AND RESERVES			
Called up share capital	13	1,000	1,000
Non-distributable reserves	14	619	705
Profit and loss account	14	1,616	3,331
Total shareholders' funds attributable to equity shareholders		<u>3,235</u>	<u>5,036</u>
TECHNICAL PROVISIONS FOR LINKED LIABILITIES	11	908,566	2,795,890
CREDITORS: amounts falling due within one year			
Creditors arising out of direct insurance operations	15	1,381	5,908
Other creditors including taxation and social security	15	179	258
		<u>1,560</u>	<u>6,166</u>
TOTAL LIABILITIES		<u><u>913,361</u></u>	<u><u>2,807,092</u></u>

Approved by the Board of Directors and signed on behalf of the Board.



M. B. WALSH
Director

26th April 2002

The notes set out on pages 6 to 18 form part of these financial statements.

CREDIT SUISSE POOLED PENSIONS LIMITED

NOTES TO THE ACCOUNTS

for the year ended 31st December 2001

1. ACCOUNTING POLICIES

A summary of the principal accounting policies, all of which have been applied consistently throughout the year and the previous year, is set out below.

BASIS OF PRESENTATION

The financial statements have been prepared in compliance with the provisions of section 255 of, and schedule 9A to, the Companies Act 1985, relating to insurance companies. In implementing these requirements the Company has adopted a modified statutory solvency basis for determining technical provisions.

The financial statements comply with applicable United Kingdom accounting standards and the Company has followed the Statement of Recommended Practice (Accounting for Insurance Business) issued by the Association of British Insurers.

SEGMENTAL REPORTING

In the opinion of the Directors the Company has one business segment for the purpose of Statement of Standard Accounting Practice No. 25, being the transaction of pensions business which is wholly conducted within the United Kingdom.

FOREIGN EXCHANGE

Assets and liabilities in foreign currencies are translated to sterling at the rates of exchange ruling at the year end. Transactions taking place during the year are translated at the rate of exchange ruling at the date of the transaction. Exchange differences are dealt with through the profit and loss account.

INVESTMENTS

All investments are shown at market value. Land and buildings held for investment purposes are externally valued monthly at open market value by Insignia Richard Ellis and NAI Gooch Webster, all Chartered Surveyors. The last such valuations were conducted in December 2001.

Although the Companies Act would normally require the systematic annual depreciation of land and buildings held as investment properties, the Directors consider that to do so would not give a true and fair view and accordingly the provisions of SSAP 19 have been adopted.

The increase or decrease in the value of investments reflects net realised and unrealised gains or losses over market values at the start of the year or subsequent cost. Realised gains and losses reflect the difference between net sales proceeds and cost and an adjustment is made to unrealised gains and losses for the difference between cost and market value at the start of the year for those investments sold in the year.

INVESTMENT INCOME

Dividends and interest received from investments other than equity investments are credited to revenue on an accruals basis. On purchase or disposal of investments, adjustments are made in order that interest is taken to revenue for the period that the investment is held.

CREDIT SUISSE POOLED PENSIONS LIMITED

NOTES TO THE ACCOUNTS (continued) for the year ended 31st December 2001

1. ACCOUNTING POLICIES (continued)

INVESTMENT INCOME (continued)

Dividends arising on equity investments are brought into account on the ex-dividend date.

Rents earned on properties held for investment are credited to revenue on an accruals basis.

Policyholder fund investment income, expenses and unrealised gains/losses are dealt with through the technical account. Shareholder fund investment income, expenses and unrealised gains/losses are dealt with through the non-technical account.

PREMIUMS

Premium income is credited to revenue when it becomes due to the Company.

CLAIMS

Claims are recognised when the policy or contract to which they relate ceases to participate in the investment linked funds of the Company.

TAXATION

Deferred taxation is provided at the appropriate rate on differences arising from the inclusion of income and expenditure in taxation computations in periods different from those in which they are included in the financial statements, only where the tax liability or asset is expected to crystallise in the foreseeable future.

The balance on the long term technical account has been grossed up to the full rate of corporation tax for the accounting period in order to arrive at the shareholders' profit from the long term business.

LONG TERM BUSINESS PROVISION

The long term business provision is determined by the Appointed Actuary following his annual investigation of the long term business. The provision represents the amounts credited to the pension deposit accounts of the policyholders of the Company.

TECHNICAL PROVISIONS FOR LINKED LIABILITIES

Technical provisions for linked liabilities represent the value of the underlying net assets, which are held to meet those liabilities.

CREDIT SUISSE POOLED PENSIONS LIMITED

NOTES TO THE ACCOUNTS (continued) for the year ended 31st December 2001

1. ACCOUNTING POLICIES (continued)

TRANSFERS FROM NON-DISTRIBUTABLE RESERVES

If a surplus or shortfall arises on the long term business revenue account, this is covered by a transfer to or from non-distributable reserves in the balance sheet.

2. WRITTEN AND EARNED PREMIUMS

Gross premiums written

All premiums are received from pension contracts written in the UK in respect of continuing operations.

	Direct	Reinsur-	Total	Direct	Reinsur-	Total
	2001	ance	2001	2000	ance	2000
	£000	2001	£000	£000	2000	£000
		£000	£000		£000	£000
Pension Business						
Linked						
Single premium	88,029	-	88,029	195,606	-	195,606
Periodic premium	-	16,240	16,240	-	25,279	25,279
	<u>88,029</u>	<u>16,240</u>	<u>104,269</u>	<u>195,606</u>	<u>25,279</u>	<u>220,885</u>

Gross new annualised periodic premiums

The Group Pensions premiums of the Company are single premium contributions from client pension schemes. These contributions are received on a discretionary basis.

The linked contracts periodic premiums of £16.2 million (2000 - £25.3 million) are all reinsurance premiums from Confederation Life Insurance Company (UK) Limited.

During the year, there were £6 million one-off single premiums received from Confederation Life Insurance Company (UK) Limited, via the Defined Contribution System (DCS) and Universal Pension (2000 - £78 million). This is the main reason for the significantly lower level of single premiums in 2001.

CREDIT SUISSE POOLED PENSIONS LIMITED

NOTES TO THE ACCOUNTS (continued) for the year ended 31st December 2001

3. REINSURANCE AGREEMENT

On 7th October 2001, a reinsurance agreement, which was in force under normal commercial terms with the former parent company, was terminated with the mutual agreement of both parties to the agreement. The agreement provided for 100% of the in force unit linked liabilities of the group administered and individual pensions business of Confederation Life Insurance Company (UK) Limited to be reinsured with the Company, and had been in force since 1993.

4. INVESTMENT RETURN

	2001 £000	2000 £000
Technical account:		
Investment Income:		
Income from listed investments	67,157	79,613
Income from unlisted investments	17	45
Income from land and buildings	7,168	9,310
	<hr/> 74,342	<hr/> 88,968
(Losses) / gains on the realisation of investments	(53,424)	161,119
	<hr/> 20,918	<hr/> 250,087
Investment expenses and charges	(9,509)	(15,891)
Unrealised losses on investments	(360,011)	(337,263)
	<hr/>	<hr/>
Net investment return included in the long term business technical account	(348,602)	(103,067)
 Non technical account:		
Income from short term investments	177	183
	<hr/>	<hr/>
Net investment return included in the non-technical account	177	183
	<hr/>	<hr/>
 Total investment return	 (348,425)	 (102,884)
	<hr/>	<hr/>

CREDIT SUISSE POOLED PENSIONS LIMITED

NOTES TO THE ACCOUNTS (continued) for the year ended 31st December 2001

5. CLAIMS INCURRED

	2001 £000	2000 £000
Payments to policyholders and beneficiaries:		
Surrender payments on direct business	322,823	275,807
Claims paid on reinsurance business	1,315,953	81,817
Total	1,638,776	357,624

Claims on reinsurance business includes £1,230,238,698 of assets transferred to Sun Life Assurance Company of Canada (UK), as a result of the termination of the Reinsurance Agreement. Claims on direct business includes an amount for £6 million (2000 - £78 million) which represents the transfer of business from the Defined Contribution System (DCS) and Universal Pension (UP), which invested into SLC Pooled Pension Ltd unit linked funds, to SLC Pooled Pension Ltd. (See Note 2 – Written and Earned Premiums).

6. NET OPERATING EXPENSES

	2001 £000	2000 £000
Acquisition costs	10	24
Write (back) / off - pricing error	(285)	628
Administrative expenses	4,569	4,773
	4,294	5,425
Auditors' remuneration is included as follows:		
For auditing the financial statements	-	30
For other services	-	23
	-	53

The write back of the pricing error represents an over provision in respect of an error that occurred in 2000.

Operating expenses include the amount charged to the Company by another group company for the provision of management and administrative services. The Company did not directly employ any staff during the year. Auditors' remuneration in 2001, was borne by fellow group company, Credit Suisse Asset Management (UK) Limited (formerly SLC Asset Management Limited).

CREDIT SUISSE POOLED PENSIONS LIMITED

NOTES TO THE ACCOUNTS (continued) for the year ended 31st December 2001

7. DIRECTORS' REMUNERATION

The aggregate amount of emoluments paid to the Directors, included in Administrative expenses, of the Company was £497,000 (2000 - £39,989). There are 2 directors (2000 - 2) to whom retirement benefits are accruing under the group defined benefit scheme in respect of qualifying services. The amount of the aggregate emoluments attributable to the highest paid Director was £217,000 (2000 - £20,275).

8. TAXATION

	2001 £000	2000 £000
Technical account:		
Corporation tax at 30% (2000 - 30%)	7	10
	<u>7</u>	<u>10</u>
Non-technical account:		
Tax attributable to the long term business	7	10
Corporation tax at 30% (2000 - 30%)	52	54
Prior year adjustment	(363)	(259)
	<u>(304)</u>	<u>(195)</u>

9. EQUITY DIVIDENDS

A dividend of £2.2 million (2000 - £Nil) was paid to the former parent company on 11th October 2001.

10. OTHER FINANCIAL INVESTMENTS

	2001 £000	2000 £000
Fixed Interest Securities - listed, at cost	3,365	318
	<u>3,365</u>	<u>318</u>
Fixed Interest Securities - listed, at market value	3,365	318
	<u>3,365</u>	<u>318</u>

CREDIT SUISSE POOLED PENSIONS LIMITED

NOTES TO THE ACCOUNTS (continued) for the year ended 31st December 2001

11. ASSETS HELD TO COVER LINKED LIABILITIES

	2001 £000	2000 £000
Investments at cost	884,784	2,173,972
Investments at market value	948,249	2,702,714
Net assets held to cover linked liabilities	908,566	2,795,890

Of the total net assets held to cover linked liabilities, £438 million (2000 - £1,535 million) represented managed funds. These are group pension funds, which the Company administers in its own name but on behalf of others.

12. DEBTORS

	2001 £000	2000 £000
Arising out of direct insurance operations:		
Amounts owed by linked funds	16	1,345
Amounts owed by group companies	-	1,424
	16	2,769
Other:		
Taxation recoverable	138	-

13. SHARE CAPITAL

	Authorised 2001 £000	Allotted, called up and fully paid 2001 £000	Authorised 2000 £000	Allotted, called up and fully paid 2000 £000
Ordinary shares of £1 each	10,000	1,000	10,000	1,000

CREDIT SUISSE POOLED PENSIONS LIMITED

NOTES TO THE ACCOUNTS (continued) for the year ended 31st December 2001

14. RECONCILIATION OF MOVEMENT IN SHAREHOLDERS' FUNDS

	Share Capital £000	Profit and Loss Account £000	Non- Distribu- table Reserve £000	2001 Total £000	2000 Total £000
Balance as at 1st January	1,000	3,331	705	5,036	4,562
Retained (loss) / profit for the year	-	(1,801)	-	(1,801)	474
Transfer to / (from) non- distributable reserve	-	86	(86)	-	-
Balance as at 31st December	1,000	1,616	619	3,235	5,036

15. CREDITORS: amounts falling due within one year

	2001 £000	2000 £000
Arising out of direct insurance operations:		
Amounts owed to group companies	239	323
Policy claims outstanding	691	4,865
Amounts due to linked funds	443	-
Other creditors	8	720
	1,381	5,908
Other:		
Taxation payable	179	258

CREDIT SUISSE POOLED PENSIONS LIMITED

NOTES TO THE ACCOUNTS (continued) **for the year ended 31st December 2001**

16. RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption from FRS8, which allows for group transactions not to be disclosed as related party transactions. Consolidated Financial Statements, which include the Company, are publicly available as indicated in Note 17 to the Accounts.

During the year the long term business funds of the Company have invested in a number of unit trusts administered by Credit Suisse Asset Management Unit Managers Limited (formerly Sun Life of Canada Unit Managers Limited), a fellow subsidiary of Credit Suisse Asset Management (UK) Holding Limited. As at 31st December 2001, the long term business funds held units valued at £154.5 million (2000 - £528.4 million).

17. PARENT COMPANIES

The Company's immediate parent company is Credit Suisse Asset Management (UK) Holding Limited, a company incorporated in the United Kingdom and registered in England and Wales, which is the parent undertaking of the smallest group of undertakings for which group accounts are prepared in the UK. Group financial statements can be obtained from the Secretary, Credit Suisse Asset Management (UK) Holding Limited, Beaufort House, 15 St. Botolph Street, London EC3A 7JJ.

The ultimate parent and controlling company is Credit Suisse Group, which is incorporated in the Canton of Zurich, Switzerland. Financial statements for Credit Suisse Group can be obtained from its head office at Paradeplatz 8, Zurich, Switzerland.