

BP PENSION TRUSTEES LIMITED

(Registered No 230748)

ANNUAL REPORT AND ACCOUNTS 2003

Board of Directors:

D C Allen
C J Frost
D J Jackson
H M P Miles
K R Nunn
R L Olver
M Holloway
D Sainty

The Law Debenture Pension Trust Corporation p.l.c.



REPORT OF THE DIRECTORS

The directors present their report and accounts for the year ended 31 December 2003.

Principal activity

The company acts as trustee for the BP Pension Fund.

It is the intention of the directors that the company will continue as a trustee for the foreseeable future.

Results

During the financial year the company has not traded, there has been no income or expenditure and therefore no change in the company's position has arisen. Any expenses have been met by the parent undertaking other than directors' remuneration, which is met by the BP Pension Fund. Accordingly no profit or loss account has been prepared.

Directors

The present directors are listed above and all served as directors throughout the financial year except Mr M. Holloway, Mr D.J. Jackson and Mr R.L. Olver.

Changes since 1 January 2003 are as follows:

	<u>Resigned</u>	<u>Appointed</u>
R F Chase	23 April 2003	
R L Olver		24 April 2003
R T Rowles	30 September 2003	
M Holloway		28 November 2003
J C Hanratty	20 January 2004	
D J Jackson		20 January 2004

To make an enquiry or simply to ask whether we can provide a particular service, please call us, fax us or send us an e-mail.

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Alternatively, you can write to us by conventional mail.

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Further information about JAMES GILL & Co., including examples of our work, can be found on our website at:-

[HTTP://WWW.JAMESGILLCO.COM](http://www.jamesgillco.com)

REGISTERED IN ENGLAND & WALES COMPANY NO. 0453 2972
VAT REGISTRATION NO. 803 2493 53

BP PENSION TRUSTEES LIMITED

REPORT OF THE DIRECTORS

Directors' interests

The interests of the directors holding office at 31 December 2003, (other than the directors of the ultimate parent undertaking), and their families, in the US \$0.25 ordinary shares of BP p.l.c., were as set out below:

	<u>31 December 2003</u>	<u>1 January 2003 (or date of appointment)</u>
C J Frost	38,053	37,002
J C Hanratty	54,656 *	90,749*
K R Nunn	68,038	66,941
M Holloway	10,284	10,182
D Sainty	4,431	4,547
The Law Debenture Pension Trust Corporation p.l.c	Nil	Nil

In addition, rights to subscribe for US \$0.25 ordinary shares in BP p.l.c., were granted to, or exercised by, those directors between 1 January 2003 (or date of appointment) and 31 December 2003 as follows:

	<u>Granted</u>	<u>Exercised</u>
C J Frost	Nil	Nil
J C Hanratty	53,200	Nil
K R Nunn	14,000	Nil
M Holloway	Nil	Nil
D Sainty	898	Nil
The Law Debenture Pension Trust Corporation p.l.c.	Nil	Nil

* These holdings include shares held in the form of American Depository Receipts (ADRs)

No director had any interest in the shares or debentures of subsidiary undertakings of BP p.l.c. at 31 December 2003.

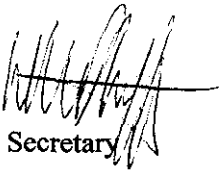
BP PENSION TRUSTEES LIMITED

REPORT OF THE DIRECTORS

Auditors

Ernst & Young LLP will continue in office as the company's auditor in accordance with the elective resolution passed by the company under Section 386 of the Companies Act 1985.

By order of the Board


Secretary

Registered Office:
— Chertsey Road
Sunbury on Thames
Middlesex
TW16 7BP

19 May 2004

BP PENSION TRUSTEES LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE ACCOUNTS

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

The directors are also 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 accounts comply with the Companies Act 1985. They are also responsible for taking reasonable steps to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

The directors confirm that they have complied with these requirements and having a reasonable expectation that the company has adequate resources to continue in operational existence for the foreseeable future, continue to adopt the going concern basis in preparing the accounts.

BP PENSION TRUSTEES LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
BP PENSION TRUSTEES LIMITED

We have audited the company's accounts for the year ended 31 December 2003 which comprise Balance Sheet, accounting policies and the related notes 1 to 6. These accounts have been prepared on the basis of the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with Section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

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 accounts in accordance with applicable United Kingdom law and accounting standards.

Our responsibility is to audit the accounts in accordance with relevant legal and regulatory requirements and United Kingdom Auditing Standards.

We report to you our opinion as to whether the accounts 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 with the company is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

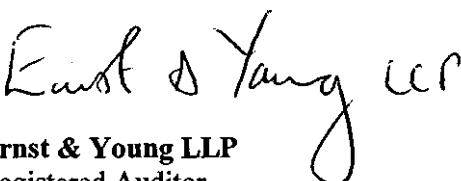
Basis of audit opinion

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 in the accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the company as at 31 December 2003 and have been properly prepared in accordance with the Companies Act 1985.


Ernst & Young LLP
Registered Auditor
London.

19 May 2004

BP PENSION TRUSTEES LIMITED

ACCOUNTING POLICIES

Accounting standards

These accounts are prepared in accordance with applicable UK accounting standards.

Accounting convention

The accounts are prepared under the historical cost convention.

Statement of cash flows

The Group financial statements of the ultimate parent undertaking contain a consolidated cash flow statement. The company has taken advantage of the exemption granted by the Financial Reporting Standard No.1 (Revised), whereby it is not required to publish its own cash flow statement.

~~Group accounts~~

Group accounts are not submitted as the company is exempt from the obligation to prepare group accounts under Section 228(1) of the Companies Act 1985. The results of subsidiary and associated undertakings are dealt with in the consolidated accounts of the ultimate parent undertaking, BP p.l.c., a company registered in England and Wales.

BP PENSION TRUSTEES LIMITED

BALANCE SHEET AT 31 DECEMBER 2003

	<u>Note</u>	<u>2003</u> £	<u>2002</u> £
Fixed assets			
Investment	3	100,000	100,000
Current assets			
Debtor due within one year Parent undertaking		100	100
Creditor - amount falling due within one year			
Subsidiary undertaking		(100,000)	(100,000)
Net current liabilities		(99,900)	(99,900)
NET ASSETS		<u>100</u>	<u>100</u>
Represented by			
Capital and reserves			
Called up share capital	4	100	100
SHAREHOLDERS' FUNDS -EQUITY INTERESTS		<u>100</u>	<u>100</u>

Kate O'Leary

Director

19 May 2004

BP PENSION TRUSTEES LIMITED

NOTES TO THE ACCOUNTS

1. Profit and loss account

The company has not traded during the year and there has been no income or expenditure. Any expenses have been met by the parent undertaking other than directors' remuneration which is met by the BP Pension Fund. Accordingly, no profit and loss account has been prepared.

Auditors' remuneration is dealt with in the accounts of the parent undertaking. No fees were paid to the auditors for other services.

2. Directors remuneration

	<u>2003</u> £	<u>2002</u> £
Total for all directors		
Emoluments	49,436	50,552
Highest paid director		
Emoluments	45,836	47,251

The emoluments shown above are paid to The Law Debenture Pension Trust Corporation p.l.c., C J Frost and H M P Miles, for services to this company. The emoluments themselves are met by the BP Pension Fund. R L Olver and D C Allen are directors of BP p.l.c. (the ultimate parent undertaking) in whose accounts the information required by the Companies Act 1985 as to emoluments is given.

The remaining directors are senior executives or employees of, and are remunerated by, BP p.l.c. They receive no remuneration for services to this company or its subsidiary undertaking.

3. Fixed assets - investment

Unlisted	<u>Subsidiary</u> <u>Undertaking</u> <u>shares</u> £
Cost	
At 1 January and 31 December 2003	100,000

The principal activity of the subsidiary undertaking, Ropemaker Properties Limited, which is wholly owned, is to act as BP Pension Trustees Limited's nominee appointed to exercise certain delegated functions in respect of transactions involving real property investments. BP Pension Trustees Limited also has a nominal share holding in Finsbury Properties Inc.

In the opinion of the directors, the value of the shares in the company's subsidiary undertaking is not less than the amount at which it is shown in the balance sheet.

BP PENSION TRUSTEES LIMITED

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BP PENSION TRUSTEES LIMITED

NOTES TO THE ACCOUNTS

4. Called up share capital

	<u>2003</u>	<u>2002</u>
	£	£
Authorised, allotted, called up and fully paid:		
100 ordinary shares of £1 each	100	100
	<u> </u>	<u> </u>

5. Related party transactions

The company has taken advantage of the exemption contained within Financial Reporting Standard No. 8 "Related Party Disclosure", and has not disclosed transactions with group companies. There were no other related party transactions in the year.

6. Ultimate parent undertaking

The ultimate parent undertaking of the group of undertakings for which group accounts are drawn up, and of which the company is a member, is BP p.l.c, a company registered in England and Wales. Copies of BP p.l.c.'s accounts can be obtained from 1 St James's Square, London, SW1Y 4PD.