

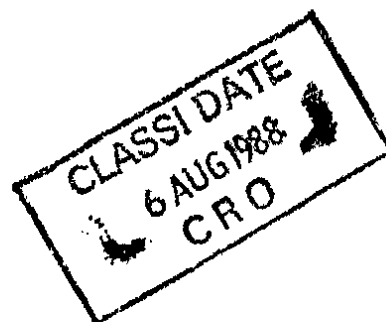
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UNITED KINGDOM OIL PIPELINES LIMITED

DIRECTORS' REPORT

AND FINANCIAL STATEMENTS

31 DECEMBER 1987



UNITED KINGDOM OIL PIPELINES LIMITED

REPORT OF THE DIRECTORS

The directors present their annual report and financial statements for the year ended 31st December 1987

Directors

The present directors of the Company are: -

F. Garrino (appointed 1. 8. 87) (alternate B. T. Clark appointed 1. 8. 87)
P. H. W. Johnson (alternate J. A. W. Bond)
J. Klootwijk
T. M. Lazenby (appointed 2. 11. 87)
T. A. Lighting (appointed 1. 1. 87)
L. P. Magrill (alternate J. W. Baines)
R. G. Reynolds
W. B. Smith (alternate M. J. Carter appointed 1. 8. 87)
D. G. Turner (appointed 17. 8. 87)

The following were also directors during part of the year: -

I. Baker resigned 2. 10. 87
S. B. Birkenhead resigned 30. 4. 87
K. Frogley (alternate) resigned 1. 8. 87
M. Hodge resigned 1. 8. 87
A. Mack resigned 2. 7. 87

P. J. Hughes was a director for the whole of the year and resigned on 24th February 1988

Unless otherwise indicated, directors (and alternates) held office at 1st January 1987.

Results

The Company has not traded during the year on its own account and accordingly has made neither a profit nor a loss. No profit and loss account has therefore been prepared. All expenses have been met by the members of the Company.

Principal Activity

The principal activity of the company during the year, as agents for the members, was the operation of pipeline systems for the carriage of petroleum products in the United Kingdom and activities related thereto. The directors expect the Company to continue to be engaged in the management and operation of pipeline systems for the foreseeable future.

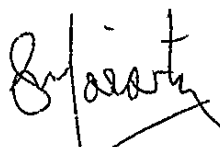
Directors' Interests

The directors of the Company and their families had no interests in the shares of the Company at 1st January, (at date of appointment where later), or at 31st December 1987.

Auditors

Peat Marwick McLintock have expressed their willingness to continue in office as auditors, and in accordance with Section 384 of the Companies Act 1985 a resolution proposing their re-appointment as auditors of the Company will be put to the members at the annual general meeting.

By Order of the Board



C T D Moriarty
Secretary
3 Savoy Place
London WC2R 0DX

19th July 1988

AUDITORS' REPORT TO THE MEMBERS OF UNITED KINGDOM OIL PIPELINES LIMITED
DATED 19 JULY 1988

We have audited the financial statements on pages 4 and 5 in accordance with approved Auditing Standards.

There were no transactions on revenue account during the year and in our opinion the balance sheet gives a true and fair view of the state of the Company's affairs at 31 December 1987 and has been properly prepared in accordance with the Companies Act 1985.

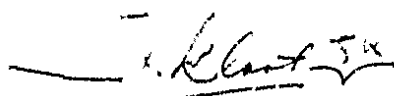
Peat Marwick McL

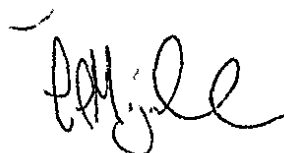
Peat Marwick McLintock
Chartered Accountants

19 July 1988 LONDON

UNITED KINGDOM OIL PIPELINES LIMITED
BALANCE SHEET AS AT 31ST DECEMBER 1987

<u>CURRENT ASSETS</u>	<u>1987</u>	<u>1986</u>
Cash at bank and in hand	<u>£200</u>	<u>£200</u>
 <u>CAPITAL AND RESEVES</u>		
Called up Share Capital (Note 3)	<u>£200</u>	<u>£200</u>

 Director

 Director

NOTES TO THE FINANCIAL STATEMENTS

(1) Accounting Policies

The financial statements have been prepared under the historical cost convention and in accordance with Section 228 of, and Schedule 4 to, the Companies Act, 1985.

No changes in accounting policies have taken place during 1987. The Company has acted during the year ended 31st December 1987 only as agent for the members of the Company. It has not traded on its own account and accordingly has made neither a profit nor a loss. No profit and loss account has therefore been prepared. All expenses have been met by the members.

(2) Emoluments of Directors

None of the directors received any fees or other emoluments from the Company.

(3) Share Capital

Authorised allotted, and fully paid
Ordinary Shares of £1 each.

	31st December 1987	31st December 1986
BP Oil Limited	35	35
Chevron International Oil Company Limited	5	5
Mobil Oil Company Limited	30	30
Petrofina (UK) Limited	7	7
Shell U.K. Limited	93	93
Texaco Limited	28	28
Texaco Oil (UK) Limited	2*	2
	<u>200</u>	<u>200</u>

* The beneficial interest in these shares was transferred to Texaco Limited with effect from 1st January 1987.

(4) These financial statements were approved by the Board on 19th July 1988.