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**EAGLE FINANCIAL AND LEASING SERVICES (UK) LIMITED
DIRECTORS' REPORT**

The directors present their report together with the audited financial statements for the year ended 31 December 2000.

Review of business

The Company's principal activity is and will continue to be the assumption of certain financial obligations in respect of leasing or hiring agreements.

Results And Dividends

During the year the Company made a profit of £6,373 (1999: £670). The Directors do not recommend the payment of a dividend (1999: £nil).

Directors

The directors of the Company who served during the year, together with their dates of appointment and resignation where appropriate, are as shown below:

Barcosec Limited
Barometers Limited
R E Goldstein
A J Hopper

**Directors' Interests In Shares
(as defined by the Companies Act 1985)**

The directors of the Company are also directors of Barclays Directors Limited and their interests are disclosed in the financial statements of that company.

Statement Of Directors' Responsibilities

The following statement, which should be read in conjunction with the Auditors' Report set out on Page 3, is made with a view to distinguishing for shareholders the respective responsibilities of the directors and of the Auditors in relation to the accounts.

The directors are required by the Companies Act 1985 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 for the financial year.

The directors consider that in preparing the financial statements on Pages 4 to 8:

- the Company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates;
- that all the accounting standards which they consider to be applicable have been followed; and
- that the financial statements have been prepared on a going concern basis.

The directors have responsibility for ensuring that the Company keeps accounting records which disclose with reasonable accuracy the financial position of the Company and which enable them to ensure the financial statements comply with the Companies Act 1985.

The directors 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.



EAGLE FINANCIAL AND LEASING SERVICES (UK) LIMITED
DIRECTORS' REPORT (CONTINUED)

Auditors

On 24 January 1991 an elective resolution was passed by the shareholders of the Company pursuant to section 386 of the Companies Act 1985 to dispense with the obligation to appoint auditors annually. PricewaterhouseCoopers have indicated their willingness to continue in office.

By order of the board

A handwritten signature in dark ink, appearing to be 'R. Goldstein', with a long horizontal line extending to the right.

R Goldstein
Director
54 Lombard Street
London EC3P 3AH

14th May 2001

**AUDITORS' REPORT TO THE MEMBERS OF
EAGLE FINANCIAL AND LEASING SERVICES (UK) LIMITED**

We have audited the financial statements on pages 4 to 8.

Respective responsibilities of directors and auditors

The Directors are responsible for preparing the Annual Report. As described on page 1, this includes responsibility for preparing the financial statements, in accordance with applicable United Kingdom accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and 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 United Kingdom 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 is not disclosed.

We read the other 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.

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 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 31 December 2000 and of its profit for the year then ended, and have been properly prepared in accordance with the Companies Act 1985.



PricewaterhouseCoopers
Chartered Accountants
Southwark Towers
32 London Bridge Street
London SE1 9SY

14 May 2001

EAGLE FINANCIAL AND LEASING SERVICES (UK) LIMITED
PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2000

	Notes	2000 £	1999 £
Interest receivable and similar income	5	50,017,829	52,677,825
Interest payable and similar charges		(50,014,839)	(52,676,864)
Other operating income		6,115	-
Profit on ordinary activities before taxation		9,105	961
Tax on profit on ordinary activities	6	(2,732)	(291)
Profit on ordinary activities after taxation		6,373	670

All recognised gains and losses are included in the profit and loss account.

There is no difference between the results disclosed in the profit and loss account and the results on an unmodified historical cost basis.

The notes on pages 6 to 8 form an integral part of these financial statements.

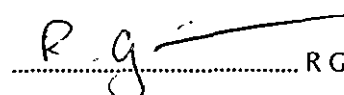
EAGLE FINANCIAL AND LEASING SERVICES (UK) LIMITED
BALANCE SHEET AS AT 31 DECEMBER 2000

	Notes	2000 £	1999 £
CURRENT ASSETS			
Debtors - due from group undertakings		510,703,953	546,673,565
CREDITORS: Amounts falling due within one year			
Provision for contractual obligations	10	(74,942,654)	(48,051,529)
Corporation tax payable		(3,163)	(430)
Other creditors		-	(6,115)
		<u>(74,945,817)</u>	<u>(48,058,074)</u>
NET CURRENT ASSETS		435,758,136	498,615,491
CREDITORS: Amounts falling due after more than one year			
Provision for contractual obligations	10	(435,677,785)	(498,541,513)
		<u>80,351</u>	<u>73,978</u>
CAPITAL AND RESERVES			
Called up share capital	7	2	2
Profit and loss account	8	80,349	73,976
		<u>80,351</u>	<u>73,978</u>
Shareholders' Funds - Equity	9	<u>80,351</u>	<u>73,978</u>

A statement of movement in shareholders' funds is given in note 9.

The notes on pages 6 to 8 form an integral part of these financial statements.

The financial statements on pages 4 to 8 were approved the Board of Directors on 14th May 2001.

 R Goldstein (Director)

EAGLE FINANCIAL AND LEASING SERVICES (UK) LIMITED
NOTES TO THE FINANCIAL STATEMENTS

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention, the accounting policies set out below and in accordance with applicable accounting standards.

Interest payable

Interest expense is calculated in accordance with the rate inherent in the contractual obligations (see note 10).

Contractual Obligations

The aggregate provision for future contractual obligations represents the Net Present Value of future obligations under these contracts.

Foreign Currencies

Trading results denominated in foreign currencies are translated into sterling at average rates of exchange for the year. Assets and liabilities are translated at the exchange rate ruling at the year end except where rates of exchange are fixed under contractual arrangements. Exchange differences are taken to the profit and loss account as they arise.

2. CASH FLOW STATEMENT

The Company's ultimate holding company has adopted the provisions of Financial Reporting Standard 1 (revised 1996), (FRS1), Cash Flow Statements. Accordingly the Company, which is a wholly owned subsidiary, has elected to utilise the exemption provided in FRS1 and not produce a Cash Flow Statement.

3. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

There were no employees employed by the Company during 2000 or 1999. Auditors' remuneration for the period was borne by a fellow subsidiary and was not recharged to the company.

4. DIRECTORS' EMOLUMENTS

The Directors did not receive any emoluments in respect of their services to the Company during the year (1999: £Nil). The Company made no loans to its Directors during the year.

5. INTEREST RECEIVABLE AND SIMILAR INCOME

	2000 £	1999 £
Interest receivable	50,014,839	52,676,864
Foreign exchange gain	2,990	961
	<u>50,017,829</u>	<u>52,677,825</u>

EAGLE FINANCIAL AND LEASING SERVICES (UK) LIMITED
NOTES TO THE FINANCIAL STATEMENTS (Continued)

6. TAX ON PROFIT ON ORDINARY ACTIVITIES

	2000 £	1999 £
Current taxation	2,732	291

The tax charge is based on an effective UK corporation tax rate of 30% (1999: 30.25%).

7. CALLED UP SHARE CAPITAL

	2000 £	1999 £
Authorised: 100 shares of £1 each	100	100
Issued, allotted and fully paid: 2 Shares of £1 each	2	2

8. PROFIT AND LOSS ACCOUNT

	£
As at 1 January 2000	73,976
Retained profit for the financial year	6,373
As at 31 December 2000	80,349

9. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS

	2000 £	1999 £
Opening shareholders' funds	73,978	73,308
Profit for the financial year	6,373	670
Closing shareholders' funds	80,351	73,978

10. CONTRACTUAL OBLIGATIONS

During the period the Company entered into no new contracts (1999: nil) under which it became legally obliged to make a series of payments by reference to certain lease contracts. The provision for contractual obligations includes amounts of £322,696,534 (1999: £321,227,907) which are due for payment in more than five years. During the year £60,762,938 (1999: £48,133,693) of the provision was released as contractual payments were met and £12,752,774 (1999: £14,264,195) was accrued in respect of interest payable at 31 December 2000.

11. RELATED PARTY TRANSACTIONS

The Company has taken advantage of the exemption under the provisions of Financial Reporting Standard 8 ("FRS 8"), Related Party Disclosures not to disclose transactions with other group companies since the Company is a wholly owned subsidiary of Barclays Bank plc, the consolidated financial statements of which are publicly available. During the year there have been no transactions with related parties other than group companies.

12. ULTIMATE HOLDING COMPANY

The parent undertaking of the smallest group that presents group accounts is Barclays Bank PLC. The ultimate holding company and the parent company of the largest group that presents group accounts is Barclays PLC. Both companies are incorporated in Great Britain and registered in England and Wales. The statutory accounts of both Barclays Bank PLC and Barclays PLC are available from the Company Secretary at 54 Lombard Street, London EC3P 3AH.