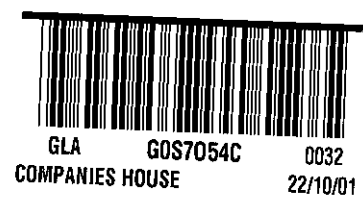


ETPM International UK Limited

Accounts 30 November 2000
together with directors' and auditors' reports

Registered number: 03073521



Directors' report

For 11 months ended 30 November 2000

The directors present their annual report on the affairs of the company, together with the accounts and auditors' report, for the 11 months ended 30 November 2000.

Principal activity and business review

The company holds an interest in ETPM Deepsea Limited, a company engaged in the subsea offshore oil industry.

Results and dividends

The loss for the period after taxation was £1,934 (1999 - £10,448). The directors do not recommend the payment of a dividend (1999 - £Nil).

Directors and their interests

The directors of the company who served during the year were:

Alan Brunnen
Bruno Chabas
Joel Leroux
Bernard Vossier

The directors do not have any interests required to be disclosed under Schedule 7 of the Companies Act 1985 (1999 – nil).

Directors' responsibilities

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 profit or loss 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 responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

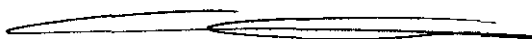
Directors' report (continued)

Auditors

The directors will place a resolution before the annual general meeting to re-appoint Arthur Andersen as auditors for the ensuing year.

By order of the Board

Dolphin House
Windmill Road
Sunbury-on-Thames
Middlesex
TW16 7HT



Bruno Chabas
Director

26 September 2001

Auditors' report

To the Shareholders of ETPM International UK Limited:

We have audited the accounts on pages 4 to 8 which have been prepared under the historical cost convention and the accounting policies set out on page 6.

Respective responsibilities of directors and auditors

As described on page 1, the company's directors are responsible for the preparation of the accounts 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.

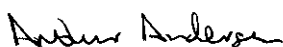
Basis of opinion

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 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 circumstances of the company, 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 financial statements.

Opinion

In our opinion the accounts give a true and fair view of the state of affairs of the company at 30 November 2000 and its loss for the 11 months then ended and have been properly prepared in accordance with the Companies Act 1985.



Arthur Andersen

Chartered Accountants and Registered Auditors

191 West George Street

Glasgow

G2 2LB

26 September 2001

Profit and loss account

For 11 months ended 30 November 2000

	Notes	11 months ended 30 November 2000 £	Year ended 31 December 1999 (note 10) £
Administrative expenses		(1,934)	(11,864)
Operating loss		(1,934)	(11,864)
Interest receivable and similar income		-	2,092
Interest payable and similar charges		-	(676)
Loss on ordinary activities before taxation		(1,934)	(10,448)
Tax on loss on ordinary activities		-	-
Loss for the financial year		(1,934)	(10,448)
Accumulated deficit brought forward		(26,179)	(15,731)
Accumulated deficit carried forward		(28,113)	(26,179)

The company has no recognised gains or losses other than the loss for the period.

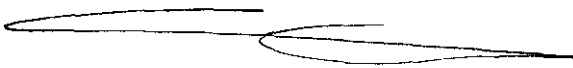
The accompanying notes are an integral part of this profit and loss account.

Balance sheet

30 November 2000

	Notes	2000 £	1999 (note 10) £
Fixed assets			
Investments	3	<u>4,259,889</u>	<u>4,259,889</u>
Current assets			
Debtors	4	<u>-</u>	<u>2,494</u>
Net current assets		<u>-</u>	<u>2,494</u>
Total assets less current liabilities		<u>4,259,889</u>	<u>4,262,383</u>
Creditors: Amounts falling due after more than one year	5	<u>(4,287,972)</u>	<u>(4,288,532)</u>
Net liabilities		<u>(28,083)</u>	<u>(26,149)</u>
Capital and reserves			
Called-up equity share capital	6	30	30
Profit and loss account		<u>(28,113)</u>	<u>(26,179)</u>
Equity shareholders' deficit	7	<u>(28,083)</u>	<u>(26,149)</u>

Signed on behalf of the Board


Bruno Chabas
Director

26 September 2001

The accompanying notes are an integral part of this balance sheet.

Notes to the financial statements

For the 11 months ended 30 November 2000

1 Accounting policies

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

a) Basis of accounting

The accounts are prepared under the historical cost convention, and in accordance with applicable accounting standards. Reliance is placed on the continuing financial support described in note 11 in preparing the accounts on the going concern basis.

b) Basis of preparation

The company is exempt from the requirement of FRS1 (Revised) to include a cash flow statement as part of its accounts on the basis that it is a subsidiary of Stolt Offshore SA (note 8) whose accounts contain a consolidated cash flow statement and are available to the public.

c) Investments

Fixed asset investments are shown at cost less provision for impairment.

d) Taxation

Corporation tax payable is provided on taxable profits at the current rate.

2 Staff numbers and costs

The company did not employ any staff during the period (1999 - nil) and did not incur any salary costs (1999 - £nil).

The remuneration of directors was borne by other group companies (1999 - £nil).

3 Fixed asset investment

The company has investments in the following undertaking:

Company	Country of registration	Principal activity	Description of shares held by the company
ETPM Deep Sea Limited	England	Sub-sea construction	33% ordinary

Notes to the financial statements (continued)

4 Debtors

	2000	1999 (note 10)
	£	£
Amounts due within one year:		
Other debtors	-	2,494

5 Creditors: Amounts falling due after more than one year

	2000	1999 (note 10)
	£	£
Amounts owed to group undertakings	4,287,972	4,288,532

6 Called-up share capital

	2000	1999 (note 10)
	£	£
<i>Authorised, allotted, called-up and fully paid</i>		
30 ordinary shares of £1 each	30	30

7 Reconciliation of movements in shareholders' deficit

	2000	1999 (note 10)
	£	£
Loss for the financial period	(1,934)	(10,448)
Opening shareholders' deficit	(26,149)	(15,701)
Closing shareholders' deficit	(28,083)	(26,149)

8 Ultimate holding company

The company's ultimate holding company is Stolt-Nielsen S.A., a company incorporated in Luxembourg.

The largest group in which the results of the company are consolidated is that headed by the ultimate holding company. The smallest group in which they are consolidated is that headed by Stolt Offshore S.A., a company also incorporated in Luxembourg.

The consolidated accounts of Stolt-Nielsen S.A. and Stolt Offshore S.A. are available to the public and can be obtained from Stolt-Nielsen Limited, Aldwych House, 71 – 91 Aldwych, London, England.

Notes to the financial statements (continued)

9 Related party transactions

The company is exempt under the requirement of FRS 8 to include details of transactions with related parties who are fellow group undertakings.

10 Prior year comparatives

The prior year comparatives were audited by a firm other than Arthur Andersen.

11 Continuing financial support

At 30 November 2000 the company had net liabilities of £28,083 (1999 - £26,149). The directors of the company have received a letter of continuing financial support from Stolt Offshore SA. Accordingly the directors are of the opinion that the company can meet its liabilities and that it is appropriate to prepare the accounts for the 11 month period ended 30 November 2000 on the going concern basis.