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333-79399) OF BP p.l.c., AND THE PROSPECTUS INCLUDED IN THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-34968) OF BP p.l.c., AND THE PROSPECTUS INCLUDED IN THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-67206) OF BP p.l.c., THE PROSPECTUS INCLUDED IN THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-74414) OF BP p.l.c., AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.

BP p.l.c. AND SUBSIDIARIES MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS

GROUP RESULTS JANUARY - MARCH 2002

	Three months ended March 31 (Unaudited)	
	2002	2001
Turnover	- \$m 36,290	45,412
Total replacement cost operating profit	- \$m 2,058	5,472
Replacement cost profit before exceptional items	- \$m 924	3,001
Replacement cost profit for the period	- \$m 854	3,068
Historical cost profit for the period	- \$m 1,296	2,830
Profit per Ordinary Share	- cents 5.78	12.59
Dividends per Ordinary Share	- cents 5.75	5.25

(a) For further information on replacement cost profit see Note 6 of Notes to Consolidated Financial Statements.

The following discussion should be read in conjunction with the consolidated financial statements provided elsewhere in this Form 6-K and with the consolidated financial statements and related notes for the year ended December 31, 2001 included in BP p.l.c.'s Annual Report on Form 20-F for the year ended December 31, 2001. The financial information for 2001 has been restated to reflect (i) the adoption by the Group of UK Financial Reporting Standard No. 19 (FRS 19) 'Deferred Tax' with effect from January 1, 2002 and (ii) the transfer of the solar, renewables and alternative fuels activities from Other businesses and corporate to Gas and Power on January 1, 2002. To reflect this transfer, Gas and Power has been renamed Gas, Power and Renewables from the same date. See Note 2 of Notes to Consolidated Financial Statements for further information.

BP has acquired a 51% interest in and has consolidated Veba Oil with effect from February 1, 2002.

The reduction in turnover for the first quarter primarily reflects significant decreases in oil and natural gas prices.

Replacement cost profit before exceptional items (which excludes inventory holding gains and losses) was \$924 million for the three months ended March 31, 2002, compared with \$3,001 million for the equivalent period of 2001. These results are after charging special items of \$185 million (\$120 million after tax) for the three months ended March 31, 2002, and \$63 million (\$40 million after tax) for the equivalent period of 2001. The results for the three months

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ended March 31, 2002 and 2001 are also after charging acquisition amortization of \$538 million and \$671 million, respectively. Acquisition amortization refers to depreciation relating to the fixed asset revaluation adjustments and amortization of goodwill consequent upon the ARCO and Burmah Castrol acquisitions in 2000. The special charges for the three months ended March 31, 2002 comprised restructuring charges for Upstream and Chemicals, Veba, Solvay and Erdoelchemie integration costs and litigation costs. Those for the corresponding period of 2001 comprise Burmah Castrol integration costs, rationalization costs in the North European commercial and industrial business in Refining and Marketing and a bond redemption charge.

The historical cost profit for the three months ended March 31, 2002 was \$1,296 million including inventory holding gains of \$473 million and after net exceptional losses of \$109 million (\$70 million after tax) in respect of net losses on the sale of fixed assets and businesses or termination of operations. For the equivalent period of 2001 there was a profit of \$2,830 million after inventory holding losses of \$238 million, and including net exceptional gains of \$218 million (\$67 million after tax) in respect of net profits on the sale of fixed assets and businesses or termination of operations.

Interest expense for the three months ended March 31, 2002 was \$333 million compared with \$446 million (including \$10 million relating to a bond redemption charge) in the equivalent period of 2001, primarily reflecting lower interest rates partly offset by higher net debt.

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BP p.l.c. AND SUBSIDIARIES MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

Net debt at March 31, 2002 was \$22.9 billion. The ratio of net debt to net debt plus equity was 25% compared to 23% at December 31, 2001. After adjusting for the fixed asset revaluation adjustments and goodwill consequent upon the ARCO and Burmah Castrol acquisitions, the ratio of net debt to net debt plus equity was 32% at March 31, 2002 compared with 29% at December 31, 2001. In addition to reported debt, BP uses conventional off balance sheet sources of finance such as operating leases and associate and joint venture borrowing.

The Group has access to significant sources of liquidity in the form of committed facilities and other funding through the capital markets. BP believes that, taking into account the substantial amounts of undrawn borrowing facilities available, the Group has sufficient working capital for foreseeable requirements.

The net debt ratio and net cash outflow reflect the Veba acquisition in the first quarter of 2002. Cash inflows from Veba related disposals will provide a significant offset in the second quarter.

Net taxation, other than production taxes, charged for the three months ended March 31, 2002 was \$753 million compared with \$2,168 million in the equivalent period last year. The first quarter 2002 included a tax credit of \$39 million in respect of exceptional items compared with a tax charge of \$151 million for the first quarter of 2001. The tax charge for the three months ended March 31, 2002 declined in line with the fall in reported profits compared with the same quarter last year. The effective tax rate on replacement cost profit before exceptional items was 46% for the three months ended March 31, 2002, compared with 40% for the equivalent period of 2001. The non-deductible acquisition amortization was similar in both periods, consequently the effective tax rate has risen from 40% to 46%.

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The changes to UK North Sea tax announced in the recent budget proposals, under which a supplementary charge would effectively increase the corporation tax rate from 30% to 40% and provision would be made for 100% first year allowances on capital expenditure, have no impact on first quarter results. If the budget proposals are enacted, the changes will be effective from April 17, 2002. This would increase the Group's tax charge rateably for the remainder of 2002 by around an estimated \$200 million, representing around a 2% increase in the effective tax rate, on the basis of average oil prices experienced in the first quarter, and additionally a one-off charge of around an estimated \$350 million would be made to increase the Group's deferred tax provision for the supplementary corporation tax. The cash impact for the remainder of 2002 would, it is anticipated, be broadly neutral, with accelerated capital allowances offsetting the impact of the tax rate increase.

Capital expenditure and acquisitions in the first quarter of 2002 was \$5.7 billion, including \$2.6 billion for the Veba transaction, compared with \$2.5 billion for the equivalent period in 2001. Excluding acquisitions, capital expenditure for the first quarter 2002 was \$3.1 billion, consistent with our target of \$12-13 billion for the year. Disposal proceeds were \$0.3 billion, in line with expectations.

Net cash outflow for the three months ended March 31, 2002 was \$2.4 billion, including \$1.5 billion for the acquisition of 51% of Veba, net of cash acquired, compared with an inflow of \$3.2 billion for the equivalent period of 2001. Compared to a year ago, operating cash flow was lower and tax, capital and dividend payments were higher. Net cash inflow from operating activities was \$3.6 billion for the three months ended March 31, 2002, compared with \$6.7 billion in the equivalent period in 2001.

The return on average capital employed on a replacement cost basis for the three months ended March 31, 2002 was 6% compared with 16% for the equivalent period of 2001. For further information on the return on average capital employed calculation see page 53 of this report.

BP announced a first quarterly dividend for 2002 of 5.75 cents per ordinary share. Holders of ordinary shares will receive 4.051 pence per share and holders of American Depositary Receipts (ADRs) \$0.345 per ADS. The dividend is payable on June 10, 2002 to shareholders on the register on May 17, 2002. Participants in the Dividend Reinvestment Plan or the dividend reinvestment facility in the US Direct Access Plan will receive the dividend in the form of shares also on June 10, 2002.

BP intends to continue to pay dividends in the future of around 60% of its replacement cost profit before exceptional items after adjusting for special items and acquisition amortization, adjusted to mid-cycle operating conditions. Mid-cycle operating conditions reflect not only adjustments to hydrocarbon prices and margins, but also costs and capacity utilization, to levels which we would expect on average over the long term. The target dividend payout ratio has been restated following adoption of FRS 19 on January 1, 2002 in order to maintain the substance of the existing financial framework.

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BP p.l.c. AND SUBSIDIARIES
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND
RESULTS OF OPERATIONS - continued

Owing to the significant acquisitions that took place in 2000, in addition to its reported results, BP is presenting pro forma results adjusted for special

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items in order to enable shareholders to assess current performance in the context of BP's past performance and against that of its competitors. The pro forma result is replacement cost profit before exceptional items excluding acquisition amortization as defined in footnote (a) below. The pro forma result, adjusted for special items, has been derived from BP's UK GAAP accounting information but is not in itself a recognized UK or US GAAP measure.

Reconciliation of reported profit (loss) to pro forma result adjusted for special items	Reported -----	Acquisition amortization(a) -----	Special items(b) -----	Pro fo res adjusted special it -----
		(\$ million)		
Three months ended March 31, 2002				
Exploration and Production	1,928	345	127	2,
Gas, Power and Renewables	111	-	-	
Refining and Marketing	68	193	26	
Chemicals	76	-	32	
Other businesses and corporate	(125)	-	-	(
	-----	-----	-----	-----
Replacement cost operating profit	2,058	538	185	2,
Interest expense	(333)	-	-	(
Taxation	(792)	-	(65)	(
Minority shareholders' interest	(9)	-	-	-
	-----	-----	-----	-----
Replacement cost profit before exceptional items	924	538	120	1,
	-----	=====	=====	-----
per ordinary share (cents)	4.12			7
	=====			=====
Three months ended March 31, 2001				
Exploration and Production	4,666	470	-	5,
Gas, Power and Renewables	100	-	-	
Refining and Marketing	740	201	53	
Chemicals	81	-	-	
Other businesses and corporate	(115)	-	-	(
	-----	-----	-----	-----
Replacement cost operating profit	5,472	671	53	6,
Interest expense	(446)	-	10	(
Taxation	(2,017)	-	(23)	(2,
Minority shareholders' interest	(8)	-	-	-
	-----	-----	-----	-----
Replacement cost profit before exceptional items	3,001	671	40	3,
	-----	=====	=====	-----
per ordinary share (cents)	13.35			16
	=====			=====

(a) Acquisition amortization refers to depreciation relating to the fixed asset revaluation adjustments and amortization of goodwill consequent upon the ARCO and Burmah Castrol acquisitions in 2000.

(b) The special items refer to non-recurring charges and credits. The special

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items for the first quarter 2002 comprise restructuring charges for Upstream and Chemicals, Veba, Solvay and Erdoelchemie integration costs and litigation costs. The special items for the first quarter 2001 comprise Burmah Castrol integration costs, rationalization costs in the North European commercial and industrial business in Refining and Marketing and a bond redemption charge. The taxation credit relating to special items has been calculated using a tax rate of 35% (2001, 36.5%).

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BP p.l.c. AND SUBSIDIARIES
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND
RESULTS OF OPERATIONS - continued

DETAILED REVIEW OF BUSINESSES (EXCLUDING EXCEPTIONAL ITEMS)

EXPLORATION AND PRODUCTION

		Three months ended March 31 (Unaudited)	
		2002	2001

Turnover	- \$m	5,638	9,117
Total replacement cost operating profit	- \$m	1,928	4,666
Results included:			
Exploration expense	- \$m	124	169
Of which: Exploration expenditure written off	- \$m	59	108
Key Statistics:			
Crude oil (a)	Average prices realized by BP	- \$/bbl	18.77
	Production	- mb/d	1,989
Natural gas	Average prices realized by BP	- \$/mcf	2.27
	Production	- mcf/d	8,746
Brent oil price	- \$/bbl	21.13	25.75
West Texas Intermediate oil price	- \$/bbl	21.54	28.71
Alaska North Slope US West Coast	- \$/bbl	19.76	24.93
Henry Hub gas price (b)	- \$/mmBtu	2.35	7.08

- (a) Crude oil and natural gas liquids
- (b) Henry Hub First of the Month Index

The reduction in turnover for the three months ended March 31, 2002 compared to the same quarter in 2001 reflects the lower oil and natural gas prices in the current quarter.

Total replacement cost operating profit for the three months ended March 31, 2002 was \$1,928 million compared with \$4,666 million for the equivalent period in 2001. The result for the first quarter 2002 is after special charges of \$127 million comprising severance and litigation costs. The severance costs reflect the significant restructuring which is underway to reposition the business in North America and the North Sea. The results are also after charging depreciation and amortization arising from the fixed asset revaluation adjustments and goodwill consequent upon the ARCO acquisition in 2000 of \$345 million and \$470 million for the first quarter of 2002 and 2001, respectively.

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Replacement cost operating profit for the quarter was significantly affected by lower oil and natural gas prices. Average liquids realizations declined by around \$6 a barrel. In particular, US realizations were down over \$7 a barrel, with WTI averaging close to Brent in the current quarter compared with a premium over Brent of close to \$3 a barrel a year ago. Average natural gas realizations were down some \$2.70 per thousand cubic feet. As US natural gas is sold on a first of the month basis, the improvement in the Henry Hub price late in the quarter has not benefited first quarter realizations.

Production is on track to deliver 5.5% growth for the year with the overall growth being back-end loaded due to the timing of project start-ups. First quarter production of 3,497 mboe/d was up 0.75% on a year ago, reflecting the benefits of new start-ups at Northstar in Alaska, Tambar in Norway and Girassol in Angola as well as increased production in the Marlin and Pompano fields in the Gulf of Mexico. These more than offset the effects of OPEC quota reductions affecting our production in Abu Dhabi, Venezuela and Norway, abnormally warm weather in the UK (impacting gas liftings), and the sale of certain UK Southern North Sea assets in 2001, amounting in total to around 100 mboe/d. Liquids production increased by 2.7%, with gas production down around 1.7%.

In mid April, the King field in the Gulf of Mexico came on stream, projected to be followed by other Gulf of Mexico fields, Princess in the second quarter, King's Peak in the third quarter and Horn Mountain in the fourth quarter. In addition, the second LNG train in Trinidad is expected to come on stream in the third quarter.

In support of continued growth, capital expenditure for the quarter was \$2.3 billion, \$0.4 billion higher than last year. During the quarter, developments were approved for the Edfu oil discovery in Egypt and Viscount in the UK North Sea.

In mid April, BP announced that it was acquiring an additional interest in Sidanco, an integrated Russian oil and gas company, for \$375 million. This increases BP's interest to 25% plus one share, in line with its current voting rights.

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BP p.l.c. AND SUBSIDIARIES
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND
RESULTS OF OPERATIONS - continued

GAS, POWER AND RENEWABLES

		Three months ended March 31 (Unaudited)	
		2002	2001
Turnover	- \$m	7,768	12,122
Total replacement cost operating profit	- \$m	111	100

On January 1, 2002, the solar, renewables and alternative fuels activities were transferred from Other businesses and corporate to Gas and Power. To reflect this transfer, Gas and Power has been renamed Gas, Power and Renewables from the same date and comparative information has been restated.

Turnover for the three months ended March 31, 2002 was \$7,768 million compared

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with \$12,122 million for the same period in 2001. Despite increased gas sales volumes, turnover decreased due to substantially lower gas prices during the period, particularly in North America.

Replacement cost operating profit for the three months ended March 31, 2002 was \$111 million compared with \$100 million for the same period in 2001. The result reflects higher profit from the NGL business, partly offset by lower profit from trading and marketing. NGL profit has increased, despite lower volumes, due to margins returning to more normal levels compared to the exceptionally low levels of a year ago. The trading and marketing result is down due to lower margins. BP Solar production was up over 30% on a year ago.

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BP p.l.c. AND SUBSIDIARIES MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - continued

REFINING AND MARKETING

		Three months ended March 31 (Unaudited)	2002	2001
Turnover	- \$m		24,889	28,523
Total replacement cost operating profit	- \$m		68	740
Total refined product sales	- mb/d		6,500	5,953
Refinery throughputs	- mb/d		2,994	2,911
Global Indicator Refining Margin (a)	- \$/bbl		1.64	4.25

(a) The Global Indicator Refining Margin (GIM) is the average of seven regional indicator margins weighted for BP's crude refining capacity in each region. Each regional indicator margin is based on a single representative crude with product yields characteristic of the typical level of upgrading complexity.

Turnover for the three months ended March 31, 2002 was \$24,889 million compared with \$28,523 million for the same period in the prior year. The decrease in turnover for the first quarter 2002 primarily reflects lower fuel prices.

Replacement cost operating profit for the three months ended March 31, 2002 was \$68 million, compared with \$740 million a year ago. The result for the first quarter 2002 is after special charges of \$26 million comprising Veba Oil integration costs. Special charges for the first quarter of 2001 comprise Burmah Castrol integration costs and rationalization costs in the North European commercial and industrial business. The results are also after charging depreciation and amortization arising from the fixed asset revaluation adjustments and goodwill consequent upon the ARCO and Burmah Castrol acquisitions in 2000 of \$193 million and \$201 million for the first quarter of 2002 and 2001, respectively. The first quarter 2002 result includes Veba Oil results from February 1. The decrease in replacement cost operating profit of \$672 million reflects significantly lower worldwide refining margins and lower retail margins, particularly in the USA. Refining margins were down some 60% worldwide versus first quarter 2001 with significant drops in Europe and the USA where the majority of BP's refineries are located. US retail margins were down

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approximately 60% compared to a year ago and 80% compared to last quarter. Partially offsetting the lower margins were reduced operating costs that reflected decreased refinery fuel and electricity costs in the US and ongoing cost reduction programmes.

Refining throughputs increased by 3% compared with the first quarter of 2001, due to the effect of the Veba acquisition, which more than offset the divestments of the Mandan, South Dakota and Salt Lake City, Utah, refineries in the USA. Marketing volumes increased by 5%, reflecting the impact of the Veba acquisition; excluding Veba, marketing sales were down approximately 3%, due to lower aviation and commercial sales.

During the quarter, BP opened an additional 32 BP Connect stations, primarily in the USA and in London, England, bringing the total number of BP Connect stations worldwide to 371. An additional 300 sites were reimaged in the first quarter, bringing the total number of sites with the BP Helios to some 5,300 worldwide.

In February, BP reached agreement to sell its Yorktown, Virginia refinery. The sale is expected to be completed in the second quarter. In addition, BP completed the sale of its network of 21 service stations in Japan to Japan Energy at the end of March.

Also in February, Edinburgh, Scotland became the first city in the world where BP supplies both sulphur-free unleaded gasoline and sulphur-free diesel. The sulphur-free products will be available at 18 service stations in the Edinburgh area, supplied from the Grangemouth refinery.

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BP p.l.c. AND SUBSIDIARIES
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND
RESULTS OF OPERATIONS - continued

CHEMICALS

		Three months ended March 31 (Unaudited)	
		2002	2001

Turnover	- \$m	2,642	2,689
Total replacement cost operating profit	- \$m	76	81
Production (a)	- kte	6,611	5,377
Chemicals Indicator Margin (b)	- \$/te	96 (c)	106

- (a) Includes BP share of joint ventures, associated undertakings and other interests in production.
- (b) The Chemicals Indicator Margin (CIM) is a weighted average of externally-based product margins. It is based on market data collected by Chem Systems in their quarterly market analyses, then weighted based on BP's product portfolio. While it does not cover our entire portfolio, it includes a broad range of products. Amongst the products and businesses covered in the CIM are olefins and derivatives, aromatics and derivatives, linear alpha-olefins, acetic acid, vinyl acetate monomer and nitriles. Not included are fabrics and fibres, plastic fabrications, poly alpha-olefins,

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anhydrides, engineering polymers and carbon fibres, speciality intermediates, and the remaining parts of the solvents and acetyls businesses.

(c) Provisional. The data for the first quarter is based on two months' actuals and one month of provisional data.

Turnover for the three months ended March 31, 2002 was \$2,642 million, and was broadly flat compared with \$2,689 million for the equivalent period in 2001.

Replacement cost operating profit for the three months ended March 31, 2002, was \$76 million, compared with \$81 million for the equivalent period in 2001. The result for the first quarter 2002 is after special charges of \$32 million related to major site restructuring and Solvay and Erdoelchemie integration. Excluding special charges, the result for the first quarter of 2002 reflects increased volumes due to 100% ownership of Erdoelchemie and the effect of the Solvay transaction and slightly lower fixed costs, partly offset by lower margins caused by higher feedstock prices, mainly in Europe.

Chemicals production of 6,611 thousand tonnes in the first quarter was 1,234 thousand tonnes above the same quarter last year. Higher production was the result of improving demand and increased capacity from both new plants coming on stream and the Solvay, Erdoelchemie and Veba transactions.

As part of the ongoing restructuring of our portfolio, we announced the closure of polypropylene capacity: one production line at Chocolate Bayou and the facility at Cedar Bayou, both in Texas, USA. We also announced the sale of parts of our plastics fabrication business as part of our overall plan to divest non-core businesses.

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BP p.l.c. AND SUBSIDIARIES
MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND
RESULTS OF OPERATIONS - continued

OTHER BUSINESSES AND CORPORATE

		Three months ended March 31 (Unaudited)	
		2002	2001
Turnover	- \$m	135	127
Replacement cost operating profit	- \$m	(125)	(115)

Other businesses and corporate comprises Finance, the Group's coal asset and aluminium asset, its investments in PetroChina and Sinopec, interest income and costs relating to corporate activities.

EXCEPTIONAL ITEMS

		Three months ended March 31 (Unaudited)	
		2002	2001
Profit (loss) on sale of fixed assets and			

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businesses and termination of operations	- \$m	(109)	218
Taxation credit (charge)	- \$m	39	(151)
		-----	-----
Exceptional items after taxation	- \$m	(70)	67
		-----	-----

Exceptional items for the first quarter of 2002 include the loss on closure of certain polypropylene facilities in Texas, USA.

OUTLOOK

Led by the USA, the world economy is showing signs of demand recovery following its recent growth pause. However, the margin environment for the downstream and chemicals businesses remains challenging.

Crude oil prices have risen since the end of February as the market tightens in response to OPEC's January production cuts and some recovery in demand. The risk of Middle East supply disruption is keeping the market volatile and providing some additional support to prices. The crude oil market is expected to be broadly balanced in the second quarter, with average realizations currently anticipated to be higher than in the first quarter.

US natural gas prices have risen in line with higher oil prices despite the overhang of gas in storage. Evidence of a recovery in demand and reduced drilling activity impacting North American production is creating an expectation that inventories will reduce and that supply and demand will rebalance over the course of the year. For the second quarter, North American gas realizations are currently anticipated to be higher than in the first quarter.

Upstream production growth in 2002 is projected to be biased towards the second half of the year. Scheduled 2002 second quarter production from both new and existing fields should see year-on-year second quarter production moving towards our annual 5.5% growth target - leaving us on track to meet our performance goal by the end of the year.

During April refining margins recovered towards the levels seen in the fourth quarter of last year, with relative strength in the USA offset by continued weakness in Europe and Asia. The recovery in margins was driven by higher US gasoline refining margins as US gasoline stocks fell close to normal seasonal levels. More recently, higher crude prices and increased US product stocks have put pressure on refining margins, which have fallen back to the levels seen in the first quarter. We expect continued margin volatility.

Since mid-March, US retail marketing margins have shown improvement from the extremely depressed levels earlier in the first quarter. European marketing margins have been under pressure recently due to product price increases, but are still above the second quarter of last year. On average, global second quarter marketing margins are currently anticipated to be similar to a year ago.

Chemical margins remain depressed and vulnerable to increases in feedstock prices. There is, however, continued evidence of a pick-up in volumes.

Capital expenditure is on track for the year's target of \$12-13 billion, excluding acquisitions. The net debt ratio, which was above the mid point of the 25-35% range in the first quarter, following the Veba purchase, should move towards the middle of the range during the second quarter with the expected receipt of most of the proceeds from the sale of the Veba upstream assets.

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BP p.l.c. AND SUBSIDIARIES MANAGEMENT'S DISCUSSION AND ANALYSIS OF FINANCIAL CONDITION AND RESULTS OF OPERATIONS - concluded

FORWARD-LOOKING STATEMENTS

In order to utilize the 'Safe Harbor' provisions of the United States Private Securities Litigation Reform Act of 1995, BP is providing the following cautionary statement. The foregoing discussion, in particular, although not limited to, the statements under 'Outlook', with regard to trends in the trading environment, oil and gas prices and margins, inventory and product stock levels, capacity utilization, capital expenditure, working capital, profitability, results of operation, dividend payments, liquidity or financial position and statements regarding our targets are all forward-looking in nature. Forward-looking statements are also identified by such phrases as 'will', 'expects', 'is expected to', 'should', 'may', 'is likely to', 'intends' and 'believes'. By their nature, forward-looking statements involve risk and uncertainty because they relate to events and depend on circumstances that will occur in the future and are outside the control of BP. Actual results may differ materially from those expressed in such statements, depending on a variety of factors, including the specific factors identified in the discussions accompanying such forward-looking statements; future levels of industry product supply, demand and pricing; political stability and economic growth in relevant areas of the world; development and use of new technology and successful partnering; the actions of competitors; natural disasters and other changes to business conditions; wars and acts of terrorism or sabotage; and other factors discussed elsewhere in this report. These and other factors may cause actual results and developments to differ materially from those expressed or implied by these forward-looking statements. Additional information, including information on factors which may affect BP's business, is contained in BP's Annual Report and Accounts for 2001 and in the Annual Report on Form 20-F for 2001 filed with the US Securities and Exchange Commission.

2001 DIVIDENDS

On April 30, 2002, BP p.l.c. announced a first quarterly dividend for 2002 of 5.75 cents per ordinary share of 25 cents (ordinary shares), representing \$0.345 per American Depositary Share (ADS) amounting to \$1,290 million in total. The record date for qualifying US resident holders of American Depositary Shares as well as holders of ordinary shares is May 17, 2002, with payment to be made on June 10, 2002.

The dividend payable on June 10, 2002 entitles qualifying US ADS shareholders to a refund of the 1/9th UK tax credit (approximately \$0.038) attaching to the dividend less a UK withholding tax limited to the amount of the tax credit. The effect of these arrangements for ADS holders is currently a cash payment of \$0.345, a gross dividend for tax purposes of \$0.383 and a potential tax credit of \$0.038 per ADS.

A dividend reinvestment facility is available for holders of ADSs through JPMorgan Chase Bank (formerly known as Morgan Guaranty Trust Company). Participants in the dividend reinvestment facility included in the US Direct Access Plan will receive the dividend in the form of shares on June 10, 2002.

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BP p.l.c. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF INCOME

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	Three months ended March 31 (Unaudited)	
	2002	2001

	(\$ million, except per share amounts)	
Turnover - Note 3	36,569	45,700
Less: joint ventures	279	288
	-----	-----
Group turnover	36,290	45,412
Replacement cost of sales	31,553	37,188
Production taxes - Note 4	247	583
	-----	-----
Gross profit	4,490	7,641
Distribution and administration expenses	2,691	2,526
Exploration expense - Note 5	124	169
	-----	-----
Other income	1,675	4,946
	125	195
	-----	-----
Group replacement cost operating profit	1,800	5,141
Share of profits of joint ventures	70	102
Share of profits of associated undertakings	188	229
	-----	-----
Total replacement cost operating profit - Note 6	2,058	5,472
Profit (loss) on sale of fixed assets and businesses or termination of operations - Note 7	(109)	218
	-----	-----
Replacement cost profit before interest and tax - Note 6	1,949	5,690
Inventory holding gains (losses) - Note 8	473	(238)
	-----	-----
Historical cost profit before interest and tax	2,422	5,452
Interest expense - Note 9	333	446
	-----	-----
Profit before taxation	2,089	5,006
Taxation - Note 10	753	2,168
	-----	-----
Profit after taxation	1,336	2,838
Minority shareholders' interest	40	8
	-----	-----
Profit for the period (a)	1,296	2,830
	=====	=====
Earnings per ordinary share - cents (a)		
Basic	5.78	12.59
Diluted	5.75	12.51
	-----	-----
Earnings per American depository share - cents (a)		
Basic	34.68	75.54
Diluted	34.50	75.06
	-----	-----
Average number of outstanding ordinary shares (millions)	22,403	22,474
	=====	=====

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- (a) A summary of the material adjustments to profit for the period which would be required if generally accepted accounting principles in the United States had been applied instead of those generally accepted in the United Kingdom is given in Note 15.

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BP p.l.c. AND SUBSIDIARIES CONSOLIDATED BALANCE SHEET

	March 31, 2002 (Unaudited)	December 31,
	-----	-----
	(\$ million)	
Fixed assets		
Intangible assets	16,089	16
Tangible assets	81,944	77
Investments	12,000	11
	-----	-----
	110,033	105
Current assets		
Business held for resale	2,090	-
Inventories	8,698	7,631
Receivables	28,784	26,669
Investments	286	450
Cash at bank and in hand	1,379	1,358
	-----	-----
	41,237	36,108
	-----	-----
Current liabilities - falling due within one year		
Finance debt	11,063	9,090
Accounts payable and accrued liabilities	31,648	28,524
	-----	-----
	42,711	37,614
	-----	-----
Net current assets (liabilities)	(1,474)	(1)
	-----	-----
Total assets less current liabilities	108,559	104
Noncurrent liabilities		
Finance debt	13,468	12,327
Accounts payable and accrued liabilities	3,137	3,086
Provisions for liabilities and charges		
Deferred tax	12,021	11,702
Other	12,452	11,482
	-----	-----
	41,078	38
	-----	-----
Net assets	67,481	65
Minority shareholders' interest	2,579	-
	-----	-----
BP shareholders' interest (a) - Note 14	64,902	65
	=====	=====

Represented by:
Capital shares
Preference

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Ordinary	5,614	5
Paid-in surplus	4,100	4
Merger reserve	27,016	26
Retained earnings	27,961	28
Other reserves	190	
	-----	-----
	64,902	65
	=====	=====

(a) A summary of the material adjustments to BP shareholders' interest which would be required if generally accepted accounting principles in the United States had been applied instead of those generally accepted in the United Kingdom is given in Note 15.

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BP p.l.c. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS

	Three months ended March 31 (Unaudited)	
	2002	2001

	(\$ million)	
Net cash inflow from operating activities	3,636	6,740
	-----	-----
Dividends from joint ventures	83	12
	-----	-----
Dividends from associated undertakings	53	110
	-----	-----
Servicing of finance and returns on investments		
Interest received	48	91
Interest paid	(309)	(361)
Dividends received	2	8
Dividends paid to minority shareholders	(13)	-
	-----	-----
Net cash outflow from servicing of finance and returns on investments	(272)	(262)
	-----	-----
Taxation		
UK corporation tax	(187)	(204)
Overseas tax	(258)	65
	-----	-----
Tax paid	(445)	(139)
	-----	-----
Capital expenditure		
Payments for fixed assets	(2,799)	(2,577)
Proceeds from the sale of fixed assets	317	694
	-----	-----
Net cash outflow for capital expenditure	(2,482)	(1,883)
	-----	-----
Acquisitions and disposals		

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Investments in associated undertakings	(143)	(120)
Acquisitions, net of cash acquired	(1,550)	-
Net investment in joint ventures	(46)	(61)
Proceeds from the sale of businesses	31	-
	-----	-----
Net cash (outflow) inflow for acquisitions and disposals	(1,708)	(181)
	-----	-----
Equity dividends paid	(1,288)	(1,181)
	-----	-----
Net cash inflow (outflow)	(2,423)	3,216
	=====	=====
Financing	(2,283)	2,866
Management of liquid resources	(165)	302
Increase (decrease) in cash	25	48
	-----	-----
	(2,423)	3,216
	=====	=====

(a) This cash flow statement has been prepared in accordance with UK GAAP. A cash flow statement presented on a SFAS 95 format is included in Note 15.

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BP p.l.c. AND SUBSIDIARIES
CONSOLIDATED STATEMENT OF CASH FLOWS - continued

	Three months ended March 31 (Unaudited)	
	2002	2001

	(\$ million)	
Reconciliation of historical cost profit before interest and tax to net cash inflow from operating activities		
Historical cost profit before interest and tax	2,422	5,452
Depreciation and amounts provided	2,153	2,167
Exploration expenditure written off	59	108
Share of profits of joint ventures and associated undertakings	(256)	(331)
Interest and other income	(63)	(103)
(Profit) loss on sale of fixed assets and businesses	109	(218)
Charge for provisions	169	165
Utilization of provisions	(238)	(306)
Decrease (increase) in stocks	(496)	358
Decrease (increase) in debtors	(410)	(1,069)
Increase (decrease) in creditors	187	517
	-----	-----
Net cash inflow from operating activities	3,636	6,740
	=====	=====
Financing		
Long-term borrowing	(1,746)	(517)
Repayments of long-term borrowing	234	146
Short-term borrowing	(3,499)	(161)
Repayments of short-term borrowing	2,819	2,955

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	-----	-----
	(2,192)	2,423
Issue of ordinary share capital	(91)	(56)
Repurchase of ordinary share capital	-	499
	-----	-----
Net cash (inflow) outflow from financing	(2,283)	2,866
	=====	=====

(a) This cash flow statement has been prepared in accordance with UK GAAP. A cash flow statement presented on a SFAS 95 format is included in Note 15.

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BP p.l.c. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

1. The results for the interim periods are unaudited and in the opinion of management include all adjustments necessary for a fair presentation of the results for the periods presented. The interim financial statements and notes included in this Report should be read in conjunction with the consolidated financial statements and related notes for the year ended December 31, 2001 included in BP's Annual Report on Form 20-F filed with the Securities and Exchange Commission.

2. Restatement of comparative information

Comparative information for 2001 has been restated to reflect the changes described below.

(a) Transfer of solar, renewables and alternative fuels activities

With effect from January 1, 2002, the solar, renewables and alternative fuels activities have been transferred from Other businesses and corporate to Gas and Power. To reflect this transfer Gas and Power has been renamed Gas, Power and Renewables from the same date.

(b) New accounting standard for deferred tax

With effect from January 1, 2002 BP has adopted Financial Reporting Standard No.19 'Deferred Tax' (FRS 19). This standard generally requires that deferred tax should be provided on a full liability basis rather than on a restricted liability basis as required by Statement of Standard Accounting Practice No.15 'Accounting for Deferred Tax'. The adoption of FRS 19 has been treated as a change in accounting policy.

Under FRS 19 deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events have occurred at that date that will result in an obligation to pay more, or right to pay less tax in the future. In particular:

- o Provision is made for tax on gains arising from the disposal of fixed assets that have been rolled over into replacement assets, only to the extent that, at the balance sheet date, there is a binding agreement

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to dispose of the replacement assets concerned. However, no provision is made where, on the basis of all available evidence at the balance sheet date, it is more likely than not that the taxable gain will be rolled over into replacement assets and charged to tax only where the replacement assets are sold.

- o Provision is made for deferred tax that would arise on remittance of the retained earnings of overseas subsidiaries, joint ventures and associated undertakings only to the extent that, at the balance sheet date, dividends have been accrued as receivable.

Deferred tax assets are recognised only to the extent that it is considered more likely than not that there will be suitable taxable profits from which the underlying timing differences can be deducted.

Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in the periods in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

As a consequence of adopting FRS 19 acquisitions have been restated as if the new standard applied at that time. This leads to the creation of higher deferred tax liabilities and greater amounts of goodwill on those acquisitions.

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BP p.l.c. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

2. Restatement of comparative information (continued)

Income statement	Restated	Reported
	-----	-----
Three months ended March 31, 2001	(\$ million, except per share amounts)	
Turnover		
Less: joint ventures	45,700	45,700
Group turnover	288	288
	-----	-----
	45,412	45,412
Replacement cost of sales	37,188	37,161
Production taxes	583	583
	-----	-----
Gross profit	7,641	7,668
Distribution and administration expenses	2,526	2,526
Exploration expense	169	169
	-----	-----
	4,946	4,973
Other income	195	195
	-----	-----
Group replacement cost operating profit	5,141	5,168
Share of profits of joint ventures	102	102
Share of profits of associated undertakings	229	229
	-----	-----
Total replacement cost operating profit	5,472	5,499

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Profit (loss) on sale of fixed assets and businesses or termination of operations	218	218
	-----	-----
Replacement cost profit before interest and tax	5,690	5,717
Stock holding gains (losses)	(238)	(238)
	-----	-----
Historical cost profit before interest and tax	5,452	5,479
Interest expense	446	446
	-----	-----
Profit before taxation	5,006	5,033
Taxation	2,168	1,718
	-----	-----
Profit (loss) after taxation	2,838	3,315
Minority shareholders' interest	8	11
	-----	-----
Profit (loss) for the period	2,830	3,304
	=====	=====
Distribution to shareholders	1,178	1,178
	-----	-----
Earnings per ordinary share - cents		
Basic	12.59	14.70
Diluted	12.51	14.61
	=====	=====
Total replacement cost operating profit, by business		
Exploration and Production	4,666	4,680
Gas, Power and Renewables	100	112
Refining and Marketing	740	753
Chemicals	81	81
Other businesses and corporate	(115)	(127)
	-----	-----
	5,472	5,499
	=====	=====

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BP p.l.c. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

2. Restatement of comparative information (concluded)

Balance sheet at December 31, 2001	Restated	Reported
	-----	-----
	(\$ million)	
Fixed assets		
Intangible assets	16,489	15,593
Tangible assets	77,410	77,410
Investments	11,963	12,047
	-----	-----
	105,862	105,050
	-----	-----
Current assets	36,108	36,108
Current liabilities - amounts falling due within one year	37,614	37,614
	-----	-----
Net current liabilities	(1,506)	(1,506)
	-----	-----

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Total assets less current liabilities	104,356	103,544
Noncurrent liabilities	15,413	15,413
Provisions for liabilities and charges		
Deferred taxation	11,702	1,655
Other provisions	11,482	11,482
	-----	-----
Net assets	65,759	74,994
Minority shareholders' interest	598	627
	-----	-----
BP shareholders' interest	65,161	74,367
	=====	=====

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BP p.l.c. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued

	Three months ended March 31 (Unaudited)	
	2002	2001

	(\$ million)	
3. Turnover		
By business		
Exploration and Production	5,638	9,117
Gas, Power and Renewables	7,768	12,122
Refining and Marketing	24,889	28,523
Chemicals	2,642	2,689
Other businesses and corporate	135	127
	-----	-----
	41,072	52,578
Less: sales between businesses	4,782	7,166
	-----	-----
Group excluding joint ventures	36,290	45,412
Sales of joint ventures	279	288
	-----	-----
	36,569	45,700
	=====	=====
By geographical area		
UK	10,995	11,940
Rest of Europe	9,119	8,975
USA	15,265	22,491
Rest of World	6,984	9,691
	-----	-----
	42,363	53,097
Less: Sales between areas	6,073	7,685
	-----	-----
	36,290	45,412
	=====	=====
4. Production taxes		
UK petroleum revenue tax	63	238
Overseas production taxes	184	345
	-----	-----
	247	583

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	=====	=====
5. Exploration expense		
Exploration and Production		
UK	6	4
Rest of Europe	23	2
USA	42	93
Rest of World	53	70
	-----	-----
	124	169
	=====	=====

6. Replacement cost profit

Replacement cost profits reflect the current cost of supplies. The replacement cost profit for the period is arrived at by excluding from the historical cost profit inventory holding gains and losses. These are the difference between the amount that is charged to cost of sales on a first-in, first-out (FIFO) basis of inventory valuation and the amount charged to cost of sales based on the average cost of supplies incurred during the period. The former basis is used in arriving at the historical cost result whereas the latter basis is used in arriving at the replacement cost result. For further discussion of replacement cost operating profit see Item 3 of BP's Annual Report on Form 20-F for the year ended December 31, 2001.

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BP p.l.c. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued

	Three months ended March 31 (Unaudited)	
	2002	2001

	(\$ million)	
7. Analysis of exceptional items		
Profit (loss) on sale of fixed assets and businesses or termination of operations		
Exploration and Production	5	(42)
Gas, Power and Renewables	-	(1)
Refining and Marketing	(45)	265
Chemicals	(60)	(6)
Other businesses and corporate	(9)	2
	-----	-----
Exceptional items before taxation	(109)	218
Taxation (charge) credit	39	(151)
	-----	-----
Exceptional items after taxation	(70)	67
	=====	=====
8. Inventory holding gains (losses)		
Exploration and Production	3	9
Gas, Power and Renewables	4	(11)
Refining and Marketing	495	(243)
Chemicals	(29)	7
	-----	-----

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	473	(238)
Minority shareholders' interest	31	-
	-----	-----
	442	(238)
	=====	=====
9. Interest expense		
Group interest payable (a)	267	367
Capitalized	(15)	(34)
	-----	-----
	252	333
Joint ventures	14	20
Associated undertakings	24	40
Unwinding of discount on provisions	43	53
	-----	-----
	333	446
	=====	=====
(a) Includes charges relating to the early redemption of debt	-	10
	-----	-----
10. Charge for taxation		
Current	533	1,735
Deferred	220	433
	-----	-----
	753	2,168
	=====	=====
United Kingdom	189	272
Overseas	564	1,896
	-----	-----
	753	2,168
	=====	=====
11. Reconciliation of replacement cost results		
Historical cost profit (loss) for the period	1,296	2,830
Inventory holding (gains) losses net of minority shareholders' interest of \$31 million (2001 nil)	(442)	238
	-----	-----
Replacement cost profit for the period	854	3,068
Exceptional items, net of a tax credit of \$39 million (2001 charge \$151 million)	70	(67)
	-----	-----
Replacement cost profit before exceptional items	924	3,001
	-----	-----
Earnings per ordinary share - cents		
On replacement cost profit before exceptional items	4.12	13.35
	=====	=====

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BP p.l.c. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued

12. Business and geographical analysis

Exploration	Gas, Power	Refining	Other businesses
-------------	---------------	----------	---------------------

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By business	and Production	and Renewables	and Marketing	Chemicals	an corporat
	-----	-----	-----	-----	-----
(\$ million)					
Three months ended March 31, 2002					
Group turnover					
- third parties	2,091	7,313	24,221	2,530	13
- sales between businesses	3,547	455	668	112	
	-----	-----	-----	-----	-----
	5,638	7,768	24,889	2,642	13
	-----	-----	-----	-----	-----
Share of sales by joint ventures	95	-	77	107	
	-----	-----	-----	-----	-----
Equity accounted income	125	54	51	11	1
	-----	-----	-----	-----	-----
Total replacement cost operating profit (loss)	1,928	111	68	76	(12)
Exceptional items	5	-	(45)	(60)	(
Inventory holding gains (losses)	3	4	495	(29)	
	-----	-----	-----	-----	-----
Historical cost profit (loss) before interest and tax	1,936	115	518	(13)	(13)
	-----	-----	-----	-----	-----
Capital expenditure and acquisitions	2,313	46	3,137	188	5

By business	Exploration and Production	Gas, Power and Renewables	Refining and Marketing	Chemicals	Othe businesse an corporat
	-----	-----	-----	-----	-----
(\$ million)					
Three months ended March 31, 2001					
Group turnover					
- third parties	3,498	11,333	27,818	2,636	12
- sales between businesses	5,619	789	705	53	
	-----	-----	-----	-----	-----
	9,117	12,122	28,523	2,689	12
	-----	-----	-----	-----	-----
Share of sales by joint ventures	195	-	93	-	
	-----	-----	-----	-----	-----
Equity accounted income	179	56	42	44	1
	-----	-----	-----	-----	-----
Total replacement cost operating profit (loss)	4,666	100	740	81	(11)
Exceptional items	(42)	(1)	265	(6)	
Inventory holding gains (losses)	9	(11)	(243)	7	
	-----	-----	-----	-----	-----
Historical cost profit (loss) before interest and tax	4,633	88	762	82	(11)
	-----	-----	-----	-----	-----

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Capital expenditure and acquisitions 1,866 36 370 216

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BP p.l.c. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued

12. Business and geographical analysis (continued)

By geographical area	UK	Rest of Europe	USA	Rest of World	Eliminations
	-----	-----	-----	-----	-----
				(\$ million)	
Three months ended March 31, 2002					
Group turnover - third parties	8,412	7,318	14,998	5,562	-
- sales between areas	2,583	1,801	267	1,422	(6,073)
	-----	-----	-----	-----	-----
	10,995	9,119	15,265	6,984	(6,073)
	-----	-----	-----	-----	-----
Share of sales by joint ventures	32	56	43	148	-
	-----	-----	-----	-----	-----
Equity accounted income	-	61	55	142	-
	-----	-----	-----	-----	-----
Total replacement cost operating profit	530	386	158	984	-
Exceptional items	(9)	10	(109)	(1)	-
Inventory holding gains (losses)	46	112	284	31	-
	-----	-----	-----	-----	-----
Historical cost profit before interest and tax	567	508	333	1,014	-
	-----	-----	-----	-----	-----
Capital expenditure and acquisitions	409	2,852	1,531	944	-

By geographical area	UK	Rest of Europe	USA	Rest of World	Eliminations
	-----	-----	-----	-----	-----
				(\$ million)	
Three months ended March 31, 2001					
Group turnover - third parties	8,564	7,004	21,950	7,894	-
- sales between areas	3,376	1,971	541	1,797	(7,685)
	-----	-----	-----	-----	-----
	11,940	8,975	22,491	9,691	(7,685)
	-----	-----	-----	-----	-----
Share of sales by joint ventures	-	-	87	201	-

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Equity accounted income	12	82	64	173	-
Total replacement cost operating profit	927	485	2,685	1,375	-
Exceptional items	10	2	239	(33)	-
Inventory holding gains (losses)	(47)	(75)	(146)	30	-
Historical cost profit before interest and tax	890	412	2,778	1,372	-
Capital expenditure and acquisitions	394	139	1,210	794	-

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BP p.l.c. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued

	Three months ended March 31 (Unaudited)	
	2002	2001

	(\$ million)	
13. Analysis of changes in net debt		
Opening balance		
Finance debt	21,417	21,190
Less: Cash	1,358	1,170
Current asset investments	450	661
	-----	-----
Opening net debt	19,609	19,359
	-----	-----
Closing balance		
Finance debt	24,531	18,788
Less: Cash	1,379	1,188
Current asset investments	286	959
	-----	-----
Closing net debt	22,866	16,641
	-----	-----
(Increase) decrease in net debt	(3,257)	2,718
	=====	=====
Movement in cash/bank overdrafts	25	48
(Decrease) increase in current asset investments	(165)	302
Net cash (inflow) outflow from financing (excluding share capital)	(2,192)	2,423
Other movements	25	31
Debt acquired	(999)	-
	-----	-----
Movements in net debt before exchange effects	(3,306)	2,804
Exchange adjustments	49	(86)
	-----	-----
(Increase) decrease in net debt	(3,257)	2,718
	=====	=====

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14. Movement in BP shareholders' interest	\$ million (Unaudited)
Balance at December 31, 2001	74,367
Prior year adjustment - change in accounting policy (see Note 2)	(9,206)

As restated	65,161
Profit for the period	1,296
Distribution to shareholders	(1,290)
Currency translation differences	(356)
Employee share schemes	91

Balance at March 31, 2002	64,902
	=====

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BP p.l.c. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued

15. US generally accepted accounting principles

The consolidated financial statements of the BP Group are prepared in accordance with UK GAAP which differs in certain respects from US GAAP. The principal differences between US GAAP and UK GAAP for BP Group reporting relate to the following:

(i) Group consolidation

Where the Group conducts activities through a joint arrangement that is not carrying on a trade or business in its own right the Group accounts for its own assets, liabilities and cash flows of the activity measured according to the terms of the arrangement. For the Group this method of accounting applies to certain oil and natural gas activities and undivided interests in pipelines. US GAAP permits these activities to be accounted for by proportional consolidation, which is equivalent to UK GAAP.

Joint ventures and associated undertakings are accounted for by the equity method. UK GAAP requires the consolidated financial statements to show separately the Group proportion of operating profit or loss, exceptional items, inventory holding gains or losses, interest expense and taxation of associated undertakings and joint ventures. In addition the turnover of joint ventures should be disclosed. For US GAAP the after tax profits or losses (i.e. operating results after exceptional items, inventory holding gains or losses, interest expense and taxation) are included in the income statement as a single line item.

UK GAAP requires the Group's share of the gross assets and gross liabilities of joint ventures to be shown on the face of the balance sheet whereas under US GAAP the net investment is included as a single line item.

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The following summarizes the reclassifications for associates and joint ventures necessary to accord with US GAAP.

Three months ended March 31, 2002 (Unaudited)			
Increase (decrease) in caption heading	As Reported	Reclassification	US GAAP Presentation
(\$ million)			
Consolidated statement of income			
Other income	125	153	278
Share of profits of JVs and associated undertakings	258	(258)	-
Exceptional items before taxation	(109)	-	(109)
Inventory holding gains (losses)	473	2	475
Interest expense	333	(38)	295
Taxation	753	(65)	688
Profit for the period	1,296	-	1,296

Three months ended March 31, 2001 (Unaudited)			
Increase (decrease) in caption heading	As Reported	Reclassification	US GAAP Presentation
(\$ million)			
Consolidated statement of income			
Other income	195	185	380
Share of profits of JVs and associated undertakings	331	(331)	-
Exceptional items before taxation	218	-	218
Inventory holding gains (losses)	(238)	-	(238)
Interest expense	446	(60)	386
Taxation	2,168	(86)	2,082
Profit for the year	2,830	-	2,830

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BP p.l.c. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued

15. US generally accepted accounting principles - continued

(ii) Income statement

The income statement prepared under UK GAAP shows sub-totals for replacement cost profit before interest and tax, historical cost

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profit before interest and tax and profit after taxation. These line items are not recognized under US GAAP.

(iii) Exceptional items

Under UK GAAP certain exceptional items are shown separately on the face of the income statement after operating profit. These items are profits or losses on the sale of fixed assets and businesses or sale or termination of operations and fundamental restructuring charges. Under US GAAP these items are classified as operating income or expenses.

(iv) Deferred taxation/business combinations

US GAAP requires the recognition of a deferred tax asset or liability for the tax effects of differences between the assigned values and the tax bases of assets acquired and liabilities assumed in a purchase business combination, whereas under UK GAAP no such deferred tax asset or liability is recognized. Under US GAAP the deferred tax asset or liability is amortized over the same period as the assets and liabilities to which it relates.

The adjustments to profit for the year and to BP shareholders' interest to accord with US GAAP are summarized below.

	Three months ended March 31 (Unaudited)	
Increase (decrease) in caption heading	2002	2001

	(\$ million)	
Replacement cost of sales	151	263
Taxation	(94)	(337)
Profit for the year	(57)	74
	=====	=====
	At March 31, At December 31, 2002 2001 (Unaudited)	

	(\$ million)	
Tangible assets	7,417	7,032
Deferred taxation	7,233	6,789
BP shareholders' interest	184	243
	=====	=====

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15. US generally accepted accounting principles - continued

(v) Provisions

UK GAAP requires provisions for decommissioning, environmental liabilities and onerous contracts to be determined on a discounted basis if the effect of the time value of money is material. Unwinding of discount and the effect of a change in the discount rate is included in interest expense in the period. When a decommissioning provision is set up, a tangible fixed asset of the same amount is also recognized and is subsequently depreciated as part of the capital costs of the facilities. Under US GAAP (i) environmental liabilities are discounted only where the timing and amounts of payments are fixed and reliably determinable and (ii) provisions for decommissioning are provided on a unit-of-production basis over field lives, there is no corresponding tangible fixed asset.

The adjustments to profit for the year and to BP shareholders' interest to accord with US GAAP are summarized below.

	Three months ended March 31 (Unaudited)	
Increase (decrease) in caption heading	2002	2001

	(\$ million)	
Replacement cost of sales	77	89
Interest expense	(43)	(53)
Taxation	(8)	(18)
Profit for the year	(26)	(18)
	=====	=====

	At March 31, 2002 (Unaudited)	At December 31, 2001
	-----	-----
	(\$ million)	
Tangible assets	(594)	(785)
Provisions	1,004	780
Deferred taxation	(518)	(511)
BP shareholders' interest	(1,080)	(1,054)
	=====	=====

(vi) Sale and leaseback

The sale and leaseback of the Amoco building in Chicago, Illinois in 1998 is treated as a sale for UK GAAP whereas for US GAAP it is treated as a financing transaction.

A provision was recognized under UK GAAP in 1999 to cover the likely shortfall on rental income from subletting the Chicago office building. As the original sale and leaseback was not treated as a sale for US GAAP the provision has been reversed for US GAAP.

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Under UK GAAP the profit arising on the sale and operating leaseback of certain railcars in 1999 is taken to income in the period in which the transaction occurs. Under US GAAP this profit is not recognized immediately but amortized over the term of the operating lease.

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BP p.l.c. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued

15. US generally accepted accounting principles - continued

(vi) Sale and leaseback (concluded)

The adjustments to profit for the year and BP shareholders' interest to accord with US GAAP are summarized below.

	Three months ended March 31 (Unaudited)	
Increase (decrease) in caption heading	2002	2001
	(\$ million)	
Replacement cost of sales	5	6
Taxation	(1)	3
Profit for the year	(4)	(9)
	=====	=====

	At March 31, 2002 (Unaudited)	At December 31, 2001
	(\$ million)	
Tangible assets	169	171
Other accounts payable and accrued liabilities	30	30
Provisions	(63)	(65)
Finance debt	413	413
Deferred taxation	(74)	(73)
BP shareholders' interest	(137)	(134)
	=====	=====

(vii) Goodwill

Various differences in the basis for determining goodwill between UK and US GAAP result in goodwill for US GAAP reporting differing from the amount recognized under UK GAAP.

On January 1, 2002 the Group adopted Statement of Financial Accounting Standards No. 142 'Goodwill and Other Intangible Assets' (SFAS 142) for US GAAP reporting. This standard eliminates the requirement to amortize

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goodwill and indefinite lived intangible assets. Rather, such assets are subject to periodic impairment testing. Intangible assets that are not deemed to have an indefinite life continue to be amortized over their estimated useful lives. Amortization of goodwill charged to income under UK GAAP has been reversed for US GAAP.

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BP p.l.c. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued

15. US generally accepted accounting principles - continued

(vii) Goodwill (concluded)

The adjustments to profit for the year and to BP shareholders' interest to accord with US GAAP are summarized below.

	Three months ended March 31 (Unaudited)	
Increase (decrease) in caption heading	2002	2001

	(\$ million)	
Replacement cost of sales	(321)	(15)
Taxation	-	-
Profit for the year	321	15
	=====	=====

	At March 31, 2002 (Unaudited)	At December 31, 2001
	-----	-----
	(\$ million)	
Intangible assets	(1,094)	(1,414)
Deferred taxation	-	-
BP shareholders' interest	(1,094)	(1,414)
	=====	=====

(viii) Derivative financial instruments and hedging activities

On January 1, 2001 the Group adopted Statement of Financial Accounting Standards No. 133 'Accounting for Derivative Instruments and Hedging Activities' (SFAS 133) as amended by Statement Nos. 137 and 138, for US GAAP reporting.

SFAS 133, as amended, requires that all derivative instruments be recorded on the balance sheet at their fair value. Changes in the fair value of derivatives are recorded each period in current earnings or other comprehensive income, depending on whether a derivative is designated as part of a hedge transaction and, if it is, the type of hedge transaction. To the extent certain criteria are met, SFAS 133 permits, but does not require, hedge accounting.

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In the normal course of business the Group is a party to derivative financial instruments with off-balance sheet risk, primarily to manage its exposure to fluctuations in foreign currency exchange rates and interest rates, including management of the balance between floating rate and fixed rate debt. The Group also manages certain of its exposures to movements in oil and natural gas prices. In addition, the Group trades derivatives in conjunction with these risk management activities.

All oil price derivatives and all derivatives held for trading are carried on the Group's balance sheet at fair value with changes in that value recognized in earnings of the period for both UK and US GAAP. Certain financial derivatives used to manage foreign currency and interest rate risk that qualify for hedge accounting under UK GAAP are marked to market under SFAS 133. For these derivatives, the cumulative effect of adopting SFAS 133 resulted in a pre-tax charge to income, as adjusted to accord with US GAAP, of \$27 million (\$18 million after tax). Under US GAAP the fair values of derivative financial instruments are shown as current assets and liabilities as appropriate.

The Group has a number of long-term natural gas contracts which have been in place for many years. The pricing structure for those contracts is not directly related to the market price of natural gas but to the price of other commodities or indices, such as fuel oil or consumer price indices. On the basis of SFAS 133 Implementation Issue C11, these contracts have been marked to market with effect from July 1, 2001.

The adjustments to profit for the year and to BP shareholders' interest to accord with US GAAP are summarized below.

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BP p.l.c. AND SUBSIDIARIES NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued

15. US generally accepted accounting principles - continued

(viii) Derivative financial instruments and hedging activities (concluded)

	Three months ended March 31 (Unaudited)	
Increase (decrease) in caption heading	2002	2001
	(\$ million)	
Replacement cost of sales	(804)	152
Taxation	281	(53)
Profit for the year before cumulative effect of accounting change	523	(99)
Cumulative effect of accounting change, net of taxation	-	(18)
Profit for the year	523	(117)
	=====	=====

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	At March 31, 2002 (Unaudited)	At December 31, 2001
	-----	-----
	(\$ million)	
Accounts payable and accrued liabilities	234	1,038
Deferred taxation	(82)	(363)
BP shareholders' interest	(152)	(675)
	=====	=====

(ix) Gain arising on asset exchange

For UK GAAP the transaction with Solvay in the fourth quarter of 2001, which led to the exchange of businesses for an interest in a joint venture and an associated undertaking, has been treated as an asset swap which does not give rise to a gain or loss. Under US GAAP the transaction has been treated as a disposal and acquisition at fair value which gives rise to a pre-tax gain on disposal of \$242 million (\$157 million after tax).

The adjustments to profit for the year and to BP shareholders' interest to accord with US GAAP are summarized below.

	Three months ended March 31 (Unaudited)	
	2002	2001
	-----	-----
	(\$ million)	
Increase (decrease) in caption heading	2002	2001
	-----	-----
Replacement cost of sales	9	-
Taxation	(4)	-
Profit for the year	(5)	-
	=====	=====

	At March 31, 2002 (Unaudited)	At December 31, 2001
	-----	-----
	(\$ million)	
Intangible assets	181	188
Accounts payable and accrued liabilities	(51)	(54)
Deferred taxation	81	85
BP shareholders' interest	151	157
	=====	=====

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15. US generally accepted accounting principles - continued

(x) Ordinary shares held for future awards to employees

Under UK GAAP, Company shares held by an Employee Share Ownership Plan to meet future requirements of employee share schemes are recorded in the balance sheet as Fixed assets -- investments. Under US GAAP, such shares are recorded in the balance sheet as a reduction of shareholders' interest.

The adjustment to BP shareholders' interest to accord with US GAAP is shown below.

	At March 31, 2002 (Unaudited)	At December 31, 2001
Increase (decrease) in caption heading		
	-----	-----
	(\$ million)	
Fixed assets - Investments	(219)	(266)
BP shareholders' interest	(219)	(266)
	=====	=====

(xi) Dividends

Under UK GAAP, dividends are recorded in the year in respect of which they are announced or declared by the board of directors to the shareholders. Under US GAAP, dividends are recorded in the period in which dividends are declared.

The adjustment to BP shareholders' interest to accord with US GAAP is shown below.

	At March 31, 2002 (Unaudited)	At December 31, 2001
Increase (decrease) in caption heading		
	-----	-----
	(\$ million)	
Other accounts payable and accrued liabilities	(1,290)	(1,288)
BP shareholders' interest	1,290	1,288
	=====	=====

(xii) Investments

Under UK GAAP the Group's equity investments in Lukoil, Sinopec and PetroChina are held for the long term and reported as fixed asset investments and carried on the balance sheet at cost subject to review for impairment. For US GAAP these investments are classified as available-for-sale securities. Consequently they are reported at fair value, with unrealized holding gains and losses, net of tax, reported in accumulated other comprehensive income. If a decline in fair value below cost is 'other than temporary' the unrealized loss is accounted for as a realized loss and charged against income.

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The adjustment to BP shareholders' interest to accord with US GAAP is shown below.

	At March 31, 2002 (Unaudited)	At December 31, 2001
Increase (decrease) in caption heading	-----	-----
	(\$ million)	
Fixed assets - Investments	245	(3)
Deferred taxation	86	(1)
BP shareholders' interest	159	(2)
	=====	=====

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BP p.l.c. AND SUBSIDIARIES
NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued

15. US generally accepted accounting principles - continued

(xiii) Additional minimum pension liability

Where a pension plan has an unfunded accumulated benefit obligation, US GAAP requires such amount to be recognized as a liability in the balance sheet. The adjustment resulting from the recognition of any such minimum liability, including the elimination of amounts previously recognized as a prepaid benefit cost, is reported as an intangible asset to the extent of unrecognized prior cost with the remaining amount reported in comprehensive income.

The adjustments to BP shareholders' interest to accord with US GAAP are summarized below.

	At March 31, 2002 (Unaudited)	At December 31, 2001
Increase (decrease) in caption heading	-----	-----
	(\$ million)	
Intangible assets	112	112
Other receivables falling due after more than one year	(1,015)	(1,015)
Noncurrent liabilities - accounts payable accrued liabilities	548	548
Deferred taxation	(509)	(509)
BP shareholders' interest	(942)	(942)
	=====	=====

(xiv) Goodwill and intangible assets

Profit for the period, as adjusted to accord with US GAAP, for the three months ended March 31, 2001, adjusted to exclude amortization of

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goodwill no longer being amortized pursuant to SFAS 142 (see (vii) Goodwill), is shown below.

Three months ended
March 31, 2001
(Unaudited)
