BP PLC
Form 6-K
May 15, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Form 6-K

Report of Foreign Issuer

Pursuant to Rule 13a-16 or 15d-16 of
the Securities Exchange Act of 1934

for the period ended March 31, 2002

BP p.l.c.
(Translation of registrant's name into English)

BRITANNIC HOUSE, 1 FINSBURY CIRCUS, LONDON, EC2M 7BA, ENGLAND
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F |X| Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes No |X|

THIS REPORT ON FORM 6-K SHALL BE DEEMED TO BE INCORPORATED BY REFERENCE IN THE PROSPECTUS INCLUDED IN THE REGISTRATION STATEMENT ON FORM F-3 (FILE NO. 333-9790) OF BP p.l.c., THE PROSPECTUS INCLUDED IN THE REGISTRATION STATEMENT ON FORM F-3 (FILE NO. 333-65996) OF BP p.l.c., THE PROSPECTUS INCLUDED IN THE REGISTRATION STATEMENT ON FORM F-3 (FILE NO. 33-39075) OF BP AMERICA INC. AND BP p.l.c., THE PROSPECTUS INCLUDED IN THE REGISTRATION STATEMENT ON FORM F-3 (FILE NO. 33-20338) OF BP AMERICA INC. AND BP p.l.c., THE PROSPECTUS INCLUDED IN THE REGISTRATION STATEMENT ON FORM F-3 (FILE NO. 33-29102) OF THE STANDARD OIL COMPANY AND BP p.l.c., THE PROSPECTUS INCLUDED IN THE REGISTRATION STATEMENT ON FORM F-3 (FILE NO. 333-83180) OF BP AUSTRALIA CAPITAL MARKETS LIMITED, BP CANADA FINANCE COMPANY, BP CAPITAL MARKETS p.l.c., BP CAPITAL MARKETS AMERICA INC. AND BP p.l.c., THE PROSPECTUS INCLUDED IN THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 33-21868) OF BP p.l.c., THE PROSPECTUS INCLUDED IN THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-9020) OF BP p.l.c., THE PROSPECTUS INCLUDED IN THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO. 333-9798) OF BP p.l.c., THE PROSPECTUS INCLUDED IN THE REGISTRATION STATEMENT ON FORM S-8 (FILE NO.

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333-74414) OF BP p.l.c., AND TO BE A PART THEREOF FROM THE DATE ON WHICH THIS REPORT IS FURNISHED, TO THE EXTENT NOT SUPERSEDED BY DOCUMENTS OR REPORTS SUBSEQUENTLY FILED OR FURNISHED.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 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%.

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 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 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	24.80
	Production	- mb/d	1,989	1,937
Natural gas	Average prices realized by BP	- $/mcf	2.27	4.96
	Production	- mcf/d	8,746	8,895
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.

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 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.

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 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.

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, 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		

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 downsteam 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.

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.

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

	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
	1,675	4,946
Other income	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 depositary share - cents (a)		
Basic	34.68	75.54
Diluted	34.50	75.06
Average number of outstanding ordinary shares (millions)	22,403	22,474

(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.

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		21		

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.

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		

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

	(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 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.

- 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.

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

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

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)

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

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.

	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

	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	Othe businesse

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

Capital expenditure and acquisitions	1,866	36	370	216	4

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	-

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

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

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.

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

Increase (decrease) in caption heading	As Reported	Reclassification	US GAAP Presentation
	Three months ended March 31, 2002 (Unaudited)		
	($ 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

	As Reported	Reclassification	US GAAP Presentation
	Three months ended March 31, 2001 (Unaudited)		
	($ 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 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.

Increase (decrease) in caption heading	Three months ended March 31 (Unaudited) 2002	2001
	($ million)	
Replacement cost of sales	151	263
Taxation	(94)	(337)
Profit for the year	(57)	74

	At March 31, 2002 (Unaudited)	At December 31, 2001
	($ million)	
Tangible assets	7,417	7,032
Deferred taxation	7,233	6,789
BP shareholders' interest	184	243

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

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.

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

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.

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.

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

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.

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

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.

15. US generally accepted accounting principles - continued

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

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

	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.

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

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

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.

Increase (decrease) in caption heading	At March 31, 2002 (Unaudited)	At December 31, 2001
	($ 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.

Increase (decrease) in caption heading	At March 31, 2002 (Unaudited)	At December 31, 2001
	($ 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.

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

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

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.

Increase (decrease) in caption heading	At March 31, 2002 (Unaudited)	At December 31, 2001
	($ 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 goodwill no longer being amortized pursuant to SFAS 142 (see (vii) Goodwill), is shown below.

	Three months ended March 31, 2001 (Unaudited)
	($ million)
Profit for the period as adjusted to accord with US GAAP, as reported	2,778
Add back goodwill amortization	306
Profit for the period as adjusted to accord with US GAAP, as adjusted	3,084
Per ordinary share - cents	
Basic - as reported	12.36
Adjustment	1.36
Basic - as adjusted	13.72
Diluted - as reported	12.28
Adjustment	1.35
Diluted - as adjusted	13.63
Per American Depositary Share - cents	
Basic - as reported	74.16
Adjustment	8.16
Basic - as adjusted	82.32
Diluted - as reported	73.68
Adjustment	8.10
Diluted - as adjusted	81.78

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NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued

15. US generally accepted accounting principles - continued

(xiv) Goodwill and intangible assets (concluded)

Changes to exploration expenditure, goodwill and other intangible assets, as adjusted to accord with US GAAP, during the three months ended March 31, 2002 are shown below.

	Exploration expenditure	Goodwill	Other intangibles	Total
		($ million)		
Net book amount				
At January 1, 2002	5,334	9,453	288	15,075

Amortization expense	(59)	-	(16)	(75)
Other movements	(8)	(64)	67	(5)
At March 31, 2002	5,267	9,389	339	14,995

Amortization expense relating to other intangibles is expected to be in the range $60-$100 million in each of the succeeding five years.

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

15. US generally accepted accounting principles - continued

The following is a summary of the adjustments to profit for the year and to BP shareholders' interest which would be required if generally accepted accounting principles in the USA (US GAAP) had been applied instead of those generally accepted in the United Kingdom (UK GAAP).

These results are stated using the first-in first-out method of inventory valuation.

Profit for the period	Three months ended March 31 (Unaudited) 2002	2001(a)
	($ million)	
Profit as reported in the consolidated statement of income	1,296	2,830
Adjustments:		
Deferred taxation/business combinations (iv)	(57)	74
Provisions (v)	(26)	(18)
Sale and leaseback (vi)	(4)	(9)
Goodwill (vii)	321	15
Derivative financial instruments (viii)	523	(99)
Gain arising on asset exchange (ix)	(5)	-
Other	3	3
	755	(34)
Profit for the period before cumulative effect of accounting change as adjusted to accord with US GAAP	2,051	2,796
Cumulative effect of accounting change:		
Derivative financial instruments (viii)	-	(18)
Profit for the period as adjusted to accord with US GAAP	2,051	2,778
Profit for the period as adjusted:		
Per ordinary share - cents		
Basic - before cumulative effect of accounting change	9.16	12.44
Cumulative effect of accounting change	-	(0.08)

	9.16	12.36
Diluted - before cumulative effect of accounting change	9.11	12.36
Cumulative effect of accounting change	-	(0.08)
	9.11	12.28
Per American Depositary Share - cents (b)		
Basic - before cumulative effect of accounting change	54.96	74.64
Cumulative effect of accounting change	-	(0.48)
	54.96	74.16
Diluted - before cumulative effect of accounting change	54.66	74.16
Cumulative effect of accounting change	-	(0.48)
	54.66	73.68

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BP p.l.c. AND SUBSIDIARIES

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS - continued

15. US generally accepted accounting principles - continued

BP shareholders' interest	March 31, 2002 (Unaudited)	December 31, 2001 (a)
	($ million)	
BP shareholders' interest as reported in the consolidated balance sheet	64,902	65,161
Adjustments:		
Deferred taxation/business combinations (iv)	184	243
Provisions (v)	(1,080)	(1,054)
Sale and leaseback (vi)	(137)	(134)
Goodwill (vii)	(1,094)	(1,414)
Derivative financial instruments (viii)	(152)	(675)
Gain arising on asset exchange (ix)	151	157
Ordinary shares held for future awards to employees (x)	(219)	(266)
Dividends (xi)	1,290	1,288
Investments (xii)	159	(2)
Additional minimum pension liability (xiii)	(942)	(942)
Other	(37)	(40)
	(1,877)	(2,839)
BP shareholders' interest as adjusted to accord with US GAAP	63,025	62,322

(a) The profit reported under UK GAAP for the three months ended March 31, 2001 and BP shareholders' interest reported under UK GAAP at December 31, 2001 have been restated to reflect the adoption of FRS 19. Consequently certain of the adjustments in the UK/US GAAP reconciliation have also been restated. Profit and BP shareholders' interest, as adjusted to accord with US GAAP, are unaffected by the adoption of FRS 19.

(b) One American Depositary Share is equivalent to six ordinary shares.

Earnings per share

Basic earnings per share excludes the dilutive effects of options, warrants and convertible securities. Diluted earnings per share reflects the potential dilution that could occur if options, warrants or convertible securities were exercised or converted into ordinary shares that shared in the earnings of the Group. The dilutive effect of outstanding share options is as follows:

	Three months ended March 31 (Unaudited)	
	2002	2001
	(shares million)	
Weighted average number of ordinary shares	22,403	22,474
Ordinary shares issuable under employee share schemes	117	140
	22,520	22,614

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

15. US generally accepted accounting principles - continued

Comprehensive income

The components of comprehensive income, net of related tax are as follows:

	Three months ended March 31 (Unaudited)	
	2002	2001

	($ million)	
Profit for the period as adjusted to accord with US GAAP	2,051	2,778
Currency translation differences	(356)	(994)
Derivative financial instruments	-	23
Net unrealized gain on investments	161	64
Additional minimum pension liability	-	-
Comprehensive income	1,856	1,871

Accumulated other comprehensive income at March 31, 2002 and December 31, 2001 comprised losses of $5,929 million and $5,734 million, respectively.

Consolidated statement of cash flows

The Group's financial statements include a consolidated statement of cash flows in accordance with the revised UK Financial Reporting Standard No. 1 (FRS 1). The statement prepared under FRS 1 presents substantially the same information as that required under FASB Statement of Financial Accounting Standards No. 95 'Statement of Cash Flows' (SFAS 95).

Under FRS 1 cash flows are presented for (i) operating activities; (ii) dividends from joint ventures; (iii) dividends from associated undertakings; (iv) servicing of finance and returns on investments; (v) taxation; (vi) capital expenditure and financial investment; (vii) acquisitions and disposals; (viii) dividends; (ix) financing; and (x) management of liquid resources. SFAS 95 only requires presentation of cash flows from operating, investing and financing activities.

Cash flows under FRS 1 in respect of dividends from joint ventures and associated undertakings, taxation and servicing of finance and returns on investments are included within operating activities under SFAS 95. Interest paid includes payments in respect of capitalized interest, which under SFAS 95 are included in capital expenditure under investing activities. Cash flows under FRS 1 in respect of capital expenditure and acquisitions and disposals are included in investing activities under SFAS 95. Dividends paid are included within financing activities. All short-term investments are regarded as liquid resources for FRS 1. Under SFAS 95 short-term investments with original maturities of three months or less are classified as cash equivalents and aggregated with cash in the cash flow statement. Cash flows in respect of short-term investments with original maturities exceeding three months are included in operating activities.

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

15. US generally accepted accounting principles - continued

The consolidated statement of cash flows presented in accordance with SFAS 95 is as follows:

Three months ended
March 31
(Unaudited)

	2002	2001
	($ million)	
Operating activities		
Profit after taxation	1,336	2,838
Adjustments to reconcile profits after tax to net cash provided by operating activities		
Depreciation and amounts provided	2,153	2,167
Exploration expenditure written off	59	108
Share of profits of joint ventures and associated undertakings less dividends received	(17)	(63)
(Profit) loss on sale of businesses and fixed assets	109	(218)
Working capital movement (a)	(669)	1,354
Deferred Taxation	220	433
Other	(108)	(124)
Net cash provided by operating activities	3,083	6,495
Investing activities		
Capital expenditures	(2,814)	(2,611)
Acquisitions, net of cash acquired	(1,550)	-
Investment in associated undertakings	(143)	(120)
Net investment in joint ventures	(46)	(61)
Proceeds from disposal of assets	348	694
Net cash used in investing activities	(4,205)	(2,098)
Financing activities		
Proceeds from shares issued (repurchased)	91	(443)
Proceeds from long-term financing	1,746	517
Repayments of long-term financing	(234)	(146)
Net decrease (increase) in short-term debt	680	(2,794)
Dividends paid - BP Shareholders	(1,288)	(1,181)
- Minority shareholders	(13)	-
Net cash used in financing activities	982	(4,047)
Currency translation differences relating to cash and cash equivalents	(3)	(34)
Increase (decrease) in cash and cash equivalents	(143)	316
Cash and cash equivalents at beginning of period	1,808	1,831
Cash and cash equivalents at end of period	1,665	2,147

(a) Working capital:		
Inventories (increase) decrease	(496)	358
Receivables (increase) decrease	(443)	(1,044)
Current liabilities - excluding finance debt increase (decrease)	270	2,040
	(669)	1,354

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

15. US generally accepted accounting principles - concluded

Impact of new US accounting standards

New US accounting standards adopted: The Group has adopted Statement of Financial Accounting Standards No. 141 'Business Combinations' (SFAS 141) for US GAAP reporting with effect from January 1, 2002. Under SFAS 141, the pooling of interest method of accounting is no longer permitted. Also on January 1, 2002 the Group adopted Statement of Financial Accounting Standards No. 144 'Accounting for the Impairment or Disposal of Long-Lived Assets' (SFAS 144). SFAS 144 retains the requirement to recognize an impairment loss only where the carrying value of a long-lived asset is not recoverable from its undiscounted cash flows and to measure such loss as the difference between the carrying amount and fair value of the asset. SFAS 144, among other things, changes the criteria that have to be met in order to classify an asset as held-for-sale and requires that operating losses from discontinued operations be recognized in the period that the losses are incurred rather than as of the measurement date.

The adoption of SFAS 141 and SFAS 144 had no impact on profit, as adjusted to accord with US GAAP, for the three months ended March 31, 2002 or on BP shareholders' interest, as adjusted to accord with US GAAP, at March 31, 2002.

Asset retirement obligations: In June 2001, the FASB issued Statement of Financial Accounting Standards No. 143 'Accounting for Asset Retirement Obligations' (SFAS 143). SFAS 143 requires companies to record liabilities equal to the fair value of their asset retirement obligations when they are incurred (typically when the asset is installed at the production location). When the liability is initially recorded, companies capitalize an equivalent amount as part of the cost of the asset. Over time the liability is accreted for the change in its present value each period, and the initial capitalized cost is depreciated over the useful life of the related asset. SFAS 143 is effective for accounting periods beginning after June 15, 2002.

The provisions of SFAS 143 are similar to the accounting policy used by the Group in preparing its financial statements under UK GAAP. The Company has not yet determined the effect of adopting SFAS 143 on its results of operations or shareholders' interest as adjusted to accord with US GAAP.

Impact of new UK accounting standards

Retirement benefits: In December 2000, the UK Accounting Standards Board issued Financial Reporting Standard No. 17 `Retirement Benefits' (FRS 17). This standard is fully effective for accounting periods ending on or after June 22, 2003. Certain of the disclosure requirements are effective for periods prior to 2003. FRS 17 requires that financial statements reflect at fair value the assets and liabilities arising from an employer's retirement benefit obligations and any related funding. The operating costs of providing retirement benefits are recognized in the period in which they are earned together with any related finance costs and changes in the value of related assets and liabilities. The Company has not yet completed its evaluation of the impact of adopting FRS 17 on the Group's results of operations, and there will be no significant effect on the Group's financial position.

16. Condensed consolidating information

The following information is presented in accordance with the financial reporting rules of the Securities and Exchange Commission regarding issuers and guarantors of guaranteed securities.

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

16. Condensed consolidating information - continued

Income statement	Issuer: BP Exploration (Alaska) Inc.	Guarantor: BP p.l.c.	Other subsidiaries	recl
	($ million)			
Three months ended March 31, 2002				
Turnover	506	-	36,569	
Less: Joint ventures	-	-	279	
Group turnover	506	-	36,290	
Replacement cost of sales	319	-	31,748	
Production taxes	44	-	203	
Gross profit	143	-	4,339	
Distribution and administration expenses	-	54	2,637	
Exploration expense	6	-	118	
	137	(54)	1,584	
Other income	15	153	56	
Group replacement cost operating profit	152	99	1,640	
Share of profits of joint ventures	-	-	70	
Share of profits of associated undertakings	-	-	188	
Equity accounted income of subsidiaries	23	2,010	-	
Total replacement cost operating profit	175	2,109	1,898	
Profit (loss) on sale of fixed assets and businesses	-	(109)	(109)	
Replacement cost profit before				

interest and tax	175	2,000	1,789
Inventory holding gains (losses)	26	473	473
Historical cost profit before interest and tax	201	2,473	2,262
Interest expense	13	424	393
Profit before taxation	188	2,049	1,869
Taxation	82	753	686
Profit after taxation	106	1,296	1,183
Minority shareholders' interest	-	-	40
Profit for the period	106	1,296	1,143

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

16. Condensed consolidating information - continued

Income statement (continued)	Issuer: BP Exploration (Alaska) Inc.	Guarantor: BP p.l.c.	Other subsidiaries	recl
	($ million)			
Three months ended March 31, 2002				
Profit as reported	106	1,296	1,143	
Adjustments:				
Deferred taxation/business combinations	(33)	(57)	(36)	
Provisions	-	(26)	(25)	
Sale and leaseback	-	(4)	(4)	
Goodwill	-	321	321	
Derivative financial instruments	-	523	523	
Gain arising on asset exchange	-	(5)	(5)	
Other	-	3	3	
Profit for the period as				

adjusted to accord with US GAAP	73	2,051	1,920

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

16. Condensed consolidating information - continued

Income statement (continued)	Issuer: BP Exploration (Alaska) Inc.	Guarantor: BP p.l.c.	Other subsidiaries	recl
	($ million)			
Three months ended March 31, 2001				
Turnover	604	-	45,700	
Less: Joint ventures	-	-	288	
Group turnover	604	-	45,412	
Replacement cost of sales	273	-	37,525	
Production taxes	59	-	524	
Gross profit	272	-	7,363	
Distribution and administration expenses	-	69	2,457	
Exploration expense	4	-	165	
	268	(69)	4,741	
Other income	-	362	197	
Group replacement cost operating profit	268	293	4,938	
Share of profits of joint ventures	-	-	102	
Share of profits of associated undertakings	-	-	229	
Equity accounted income of subsidiaries	161	5,529	-	
Total replacement cost operating profit	429	5,822	5,269	
Profit (loss) on sale of fixed assets and businesses	1	218	217	
Replacement cost profit				

before interest and tax	430	6,040	5,486
Inventory holding gains (losses)	(7)	(238)	(238)
Historical cost profit before interest and tax	423	5,802	5,248
Interest expense	2	804	808
Profit before taxation	421	4,998	4,440
Taxation	174	2,168	2,095
Profit after taxation	247	2,830	2,345
Minority shareholders' interest	-	-	8
Profit for the period	247	2,830	2,337

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

16. Condensed consolidating information - continued

Income statement (concluded)	Issuer: BP Exploration (Alaska) Inc.	Guarantor: BP p.l.c.	Other subsidiaries	recl
	($ million)			
Three months ended March 31, 2001				
Profit as reported	247	2,830	2,337	
Adjustments:				
Deferred taxation/business combinations	10	74	73	
Provisions	(1)	(18)	(17)	
Sale and leaseback	-	(9)	(9)	
Goodwill	-	15	15	
Derivative financial instruments	-	(99)	(99)	
Gain arising on asset exchange	-	-	-	
Other	-	3	3	

Profit for the period before cumulative effect of accounting change as adjusted to accord with US GAAP	256	2,796	2,303
Cumulative effect of accounting change: Derivative financial instruments	-	(18)	(18)
Profit for the period as adjusted to accord with US GAAP	256	2,778	2,285

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

16. Condensed consolidating information - continued

	Issuer	Guarantor		
Balance sheet	BP Exploration (Alaska) Inc.	BP p.l.c.	Other subsidiaries	recl
		($ million)		
At March 31, 2002				
Fixed assets				
Intangible assets	518	-	15,571	
Tangible assets	6,461	-	75,483	
Investments				
Subsidiaries - equity accounted basis	1,873	77,633	-	
Other	-	223	11,777	
	1,873	77,856	11,777	
Total fixed assets	8,852	77,856	102,831	
Current assets				
Business held for resale	-	-	2,090	
Inventories	76	-	8,622	
Receivables	15,780	20,899	44,621	
Investments	-	-	286	

Cash at bank and in hand	(11)	3	1,387
	15,845	20,902	57,006
Current liabilities - falling due within one year			
Finance debt	992	-	11,008
Accounts payable and accrued liabilities	398	8,291	30,338
Net current assets (liabilities)	14,455	12,611	15,660
Total assets less current liabilities	23,307	90,467	118,491
Noncurrent liabilities			
Finance debt	-	-	13,468
Accounts payable and accrued liabilities	10,416	148	37,193
Provisions for liabilities and charges			
Deferred taxation	1,674	-	10,347
Other provisions	483	205	11,764
Net assets	10,734	90,114	45,719
Minority shareholders' interest	-	-	2,579
BP shareholders' interest	10,734	90,114	43,140

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

16. Condensed consolidating information - continued

	Issuer	Guarantor		
Balance sheet (continued)	BP Exploration (Alaska) Inc.	BP p.l.c.	Other subsidiaries	recl
	($ million)			
At March 31, 2002				
Capital and reserves				

Capital shares	1,050	5,635	-
Paid in surplus	3,145	4,100	-
Merger reserve	-	26,318	698
Other reserves	-	190	-
Retained earnings	6,539	53,871	42,442
	10,734	90,114	43,140

The following is a summary of the adjustments to BP shareholders' interest which would be required if generally accepted accounting principles in the United States (US GAAP) had been applied instead of those generally accepted in the United Kingdom.

	Issuer	Guarantor		
	BP Exploration (Alaska) Inc.	BP p.l.c.	Other subsidiaries	recl
		($ million)		
Shareholders' interest as reported	10,734	90,114	43,140	
Adjustments:				
Deferred taxation/business combinations	170	184	48	
Provisions	(186)	(1,080)	(894)	
Sale and leaseback	-	(137)	(137)	
Goodwill	-	(1,094)	(1,094)	
Derivative financial instruments	-	(152)	(152)	
Gain arising on asset exchange	-	151	151	
Ordinary shares held for future awards to employees	-	(219)	-	
Quarterly dividend	-	1,290	-	
Investments	-	159	159	
Additional minimum pension liability	-	(942)	(942)	
Other	-	(37)	(37)	
Shareholders' interest as adjusted to accord with US GAAP	10,718	88,237	40,242	

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

16. Condensed consolidating information - continued

Balance sheet (continued)	Issuer: BP Exploration (Alaska) Inc.	Guarantor: BP p.l.c.	Other subsidiaries	recl
	($ million)			
At December 31, 2001				
Fixed assets				
Intangible assets	489	-	16,000	
Tangible assets	6,418	-	70,992	
Investments				
Subsidiaries - equity accounted basis	1,846	76,877	-	
Other	-	269	11,694	
	1,846	77,146	11,694	
Total fixed assets	8,753	77,146	98,686	
Current assets				
Business held for resale	-	-	-	
Inventories	92	-	7,539	
Receivables	15,333	21,272	41,858	
Investments	-	-	450	
Cash at bank and in hand	(29)	3	1,384	
	15,396	21,275	51,231	
Current liabilities - falling due within one year				
Finance debt	406	-	9,035	
Accounts payable and accrued liabilities	260	7,642	27,797	
Net current assets (liabilities)	14,730	13,633	14,399	

Total assets less current liabilities	23,483	90,779	113,085
Noncurrent liabilities			
Finance debt	-	-	12,327
Accounts payable and accrued liabilities	10,795	191	36,433
Provisions for liabilities and charges			
Deferred taxation	1,668	-	11,702
Other provisions	392	216	10,879
Net assets	10,628	90,372	41,744
Minority shareholders' interest	-	-	598
BP shareholders' interest	10,628	90,372	41,146

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

16. Condensed consolidating information - continued

Balance sheet (concluded)	Issuer: BP Exploration (Alaska) Inc.	Guarantor: BP p.l.c.	Other subsidiaries	recl
	($ million)			
At December 31, 2001				
Capital and reserves				
Capital shares	1,050	5,629	-	
Paid in surplus	3,145	4,014	-	
Merger reserve	-	26,286	697	
Other reserves	-	223	-	
Retained earnings	6,433	54,220	40,449	
	10,628	90,372	41,146	

The following is a summary of the adjustments to BP shareholders' interest which would be required if generally accepted accounting principles in the United States (US GAAP) had been applied instead of those generally accepted in the United Kingdom.

	Issuer	Guarantor		
	BP Exploration (Alaska) Inc.	BP p.l.c.	Other subsidiaries	recl
	($ million)			
Shareholders' interest as reported	10,628	90,372	41,146	
Adjustments:				
Deferred taxation/business combinations	203	243	86	
Provisions	(186)	(1,054)	(869)	
Sale and leaseback	-	(134)	(134)	
Goodwill	-	(1,414)	(1,414)	
Derivative financial instruments	-	(675)	(675)	
Gain arising on asset exchange	-	157	157	
Ordinary shares held for future awards to employees	-	(266)	-	
Quarterly dividend	-	1,288	-	
Investments	-	(2)	(2)	
Additional minimum pension liability	-	(942)	(942)	
Other	-	(40)	(40)	
Shareholders' interest as adjusted to accord with US GAAP	10,645	87,533	37,313	

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

16. Condensed consolidating information - continued

	Issuer	Guarantor

Cash flow statement	BP Exploration (Alaska) Inc.	BP p.l.c.	Other subsidiaries	recl
	($ million)			
Three months ended March 31, 2002				
Net cash inflow (outflow) from operating activities	193	1,051	2,583	
Dividends from joint ventures	-	-	83	
Dividends from associated undertakings	-	-	53	
Dividends from subsidiaries	15	-	-	
Net cash inflow (outflow) from servicing of finance and returns on investments	-	65	(626)	
Tax (paid) refund	-	-	(445)	
Net cash inflow (outflow) for capital expenditure and financial investment	(150)	(17)	(2,315)	
Net cash inflow (outflow) for acquisitions and disposals	-	99	(1,708)	
Equity dividends paid	-	(1,289)	(15)	
Net cash inflow (outflow)	58	(91)	(2,390)	
Financing	40	(91)	(2,232)	
Management of liquid resources	-	-	(165)	
Increase (decrease) in cash	18	-	7	
	58	(91)	(2,390)	

The consolidated statement of cash flows presented in accordance with SFAS 95 is as follows:

	Issuer	Guarantor		
	BP Exploration (Alaska) Inc.	BP p.l.c.	Other subsidiaries	recl
	($ million)			
Net cash provided by (used in) operating activities	208	1,116	1,663	
Net cash provided by (used in) investing activities	(150)	82	(4,038)	

Net cash provided by (used in) financing activities	(40)	(1,198)	2,217
Currency translation differences relating to cash and cash equivalents	-	-	(3)
Increase (decrease) in cash and cash equivalents	18	-	(161)
Cash and cash equivalents at beginning of period	(29)	3	1,834
Cash and cash equivalents at end of period	(11)	3	1,673

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

16. Condensed consolidating information - concluded

Cash flow statement (concluded)	Issuer: BP Exploration (Alaska) Inc.	Guarantor: BP p.l.c.	Other subsidiaries	recl
	($ million)			
Three months ended March 31, 2001				
Net cash inflow (outflow) from operating activities	331	1,301	5,124	
Dividends from joint ventures	-	-	12	
Dividends from associated undertakings	-	-	110	
Dividends from subsidiaries	-	-	-	
Net cash inflow (outflow) from servicing of finance and returns on investments	-	354	(616)	
Tax (paid) refund	(257)	(1)	119	
Net cash inflow (outflow) for capital expenditure and financial investment	(193)	(16)	(1,674)	
Net cash inflow (outflow) for acquisitions and disposals	1	(16)	(182)	
Equity dividends paid	-	(1,181)	-	
Net cash inflow (outflow)	(118)	441	2,893	

Financing	(131)	443	2,554
Management of liquid resources	-	-	302
Increase (decrease) in cash	13	(2)	37
	(118)	441	2,893

The consolidated statement of cash flows presented in accordance with SFAS 95 is as follows:

Cash flow statement (concluded)	Issuer: BP Exploration (Alaska) Inc.	Guarantor: BP p.l.c.	Other subsidiaries	recl
	($ million)			
Net cash provided by (used in) operating activities	75	1,654	4,783	
Net cash provided by (used in) investing activities	(193)	(32)	(1,890)	
Net cash provided by (used in) financing activities	131	(1,624)	(2,554)	
Currency translation differences relating to cash and cash equivalents	-	-	(34)	
Increase (decrease) in cash and cash equivalents	13	(2)	305	
Cash and cash equivalents at beginning of period	(32)	2	1,861	
Cash and cash equivalents at end of period	(19)	-	2,166	

BP p.l.c. AND SUBSIDIARIES
ENVIRONMENTAL INDICATORS

	Three months ended March 31 (Unaudited) 2002	2001

Average oil realizations (a) - $/bbl		
UK	20.67	25.04
USA	17.26	24.79
Rest of World	18.63	23.52
BP average	18.77	24.80
Brent oil price	21.13	25.75
West Texas Intermediate oil price	21.54	28.71
Alaska North Slope US West Coast	19.76	24.93
Average natural gas realizations - $/mcf		
UK	3.12	3.53
USA	2.13	7.13
Rest of World	1.93	3.37
BP average	2.27	4.96
Henry Hub gas price (b) ($/mmBtu)	2.35	7.08
Global Indicator Refining Margins (c) - $/bbl		
Northwest Europe	0.09	2.35
US Gulf Coast	2.04	6.69
Midwest	2.06	3.85
US West Coast	5.43	10.94
Singapore	0.21	0.70
BP average	1.64	4.25
Chemicals Indicator Margin (d) - $/te	96(e)	106

(a) Crude oil and natural gas liquids.
(b) Henry Hub First of Month Index.
(c) 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.
(d) 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, anhydrides, engineering polymers and carbon fibres, speciality intermediates, and the remaining parts of the solvents and acetyls businesses.
(e) Provisional. The data for the first quarter is based on two months' actuals and one month of provisional data.

	Three months ended March 31 (Unaudited)	
	2002	2001

Average rate for the period	1.43	1.46
Period-end rate	1.42	1.44

BP p.l.c. AND SUBSIDIARIES
OPERATING INFORMATION

	Three months ended March 31 (Unaudited)	
	2002	2001
Crude oil and natural gas liquids production (thousand barrels per day), (net of royalties)		
UK	482	511
Rest of Europe	104	97
USA	760	722
Rest of World	643	607
Total crude oil and liquids production	1,989	1,937
Natural gas production (million cubic feet per day), (net of royalties)		
UK	1,628	2,152
Rest of Europe	162	169
USA	3,561	3,467
Rest of World	3,395	3,107
Total natural gas production	8,746	8,895
Total production (a) (thousand barrels of oil equivalent per day), (net of royalties)		
UK	763	882
Rest of Europe	132	126
USA	1,374	1,320
Rest of World	1,228	1,143
Total production	3,497	3,471
Natural gas sales volumes (million cubic feet per day)		
UK	2,619	3,395
Rest of Europe	413	251
USA	8,733	8,001
Rest of World	9,289	7,403
Total natural gas sales volumes (b)	21,054	19,050

NGL sales volumes (thousand barrels per day)		
UK	-	-
Rest of Europe	-	-
USA	203	221
Rest of World	181	207
Total NGL sales volumes	384	428

(a) Expressed in thousand barrels of oil equivalent per day (mboe/d). Natural gas is converted to oil equivalent at 5.8 billion cubic feet: 1 million barrels.

(b) Encompasses sales by Exploration and Production and Gas, Power and Renewables, including marketing, trading and supply sales.

BP p.l.c. AND SUBSIDIARIES
OPERATING INFORMATION - concluded

	Three months ended March 31 (Unaudited)	
	2002	2001
Oil sales volumes (thousand barrels per day)		
Refined products		
UK	256	259
Rest of Europe	1,275	1,082
USA	1,834	1,874
Rest of World	600	579
Total marketing sales	3,965	3,794
Trading/supply sales	2,535	2,159
Total refined product sales	6,500	5,953
Crude oil	4,809	4,482
Total oil sales	11,309	10,435
Refinery throughputs (thousand barrels per day)		
UK	392	310
Rest of Europe	833	693
USA	1,394	1,522
Rest of World	375	386
Total throughput	2,994	2,911
Chemicals production (thousand tonnes)		
UK	829	730

Rest of Europe	2,583	1,688
USA	2,489	2,257
Rest of World	710	702
Total production	6,611	5,377

BP p.l.c. AND SUBSIDIARIES
TOTAL REPLACEMENT COST OPERATING PROFIT

	Three months ended March 31 (Unaudited)	
	2002	2001
	($ million)	
By business		
Exploration and Production		
UK	727	1,154
Rest of Europe	152	226
USA	322	2,111
Rest of World	727	1,175
	1,928	4,666
Gas, Power and Renewables		
UK	2	10
Rest of Europe	47	63
USA	(25)	25
Rest of World	87	2
	111	100
Refining and Marketing		
UK	(124)	(111)
Rest of Europe	139	136
USA	(79)	594
Rest of World	132	121
	68	740
Chemicals		
UK	(31)	(50)
Rest of Europe	47	80
USA	23	13
Rest of World	37	38
	76	81
Other businesses and corporate	(125)	(115)
	2,058	5,472

By geographical area		
UK	530	927
Rest of Europe	386	485
USA	158	2,685
Rest of World	984	1,375
	2,058	5,472

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BP p.l.c. AND SUBSIDIARIES
CAPITAL EXPENDITURE AND ACQUISITIONS

	Three months ended March 31 (Unaudited)	
	2002	2001
	($ million)	
By business		
Exploration and Production		
UK	261	168
Rest of Europe	71	65
USA	1,167	927
Rest of World	814	706
	2,313	1,866
Gas, Power and Renewables		
UK	16	8
Rest of Europe	4	11
USA	16	17
Rest of World	10	-
	46	36
Refining and Marketing		
UK	76	111
Rest of Europe (a)	2,732	47
USA	303	180
Rest of World	26	32
	3,137	370
Chemicals		
UK	8	66
Rest of Europe	45	16
USA	42	78
Rest of World	93	56
	188	216

Other businesses and corporate	52	49
	5,736	2,537
By geographical area		
UK	409	394
Rest of Europe	2,852	139
USA	1,531	1,210
Rest of World	944	794
	5,736	2,537

(a) The three months ended March 31, 2002 includes the acquisition of 51% of Veba.

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BP p.l.c. AND SUBSIDIARIES
SPECIAL ITEMS AND ACQUISITION AMORTIZATION BY SEGMENT (PRE-TAX)

	Three months ended March 31 (Unaudited)	
	2002	2001
	($ million)	
Special items		
Exploration and Production		
UK	50	-
Rest of Europe	-	-
USA	62	-
Rest of World	15	-
	127	-
Gas, Power and Renewables		
UK	-	-
Rest of Europe	-	-
USA	-	-
Rest of World	-	-
	-	-
Refining and Marketing		
UK	-	15
Rest of Europe	26	26
USA	-	4
Rest of World	-	8
	26	53
Chemicals		
UK	-	-

Rest of Europe	2	-
USA	30	-
Rest of World	-	-
	32	-
Other businesses and corporate		
UK	-	-
Rest of Europe	-	-
USA	-	-
Rest of World	-	-
	-	-
Total special items before interest	185	53
Interest - bond redemption charges	-	10
Total	185	63
Acquisition amortization		
Exploration and Production		
UK	32	29
USA	281	406
Rest of World	32	35
	345	470
Refining and Marketing		
UK	97	104
USA	96	97
	193	201
Total	538	671

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BP p.l.c. AND SUBSIDIARIES
RETURN ON AVERAGE CAPITAL EMPLOYED

	Three months ended March 31 (Unaudited) 2002	2001
	($ million)	
Replacement cost basis		
Replacement cost profit before exceptional items	924	3,001
Interest	333	446
Minority shareholders' interest	9	8
Adjusted replacement cost profit	1,266	3,455

Average capital employed	89,594	86,223
ROACE - replacement cost basis	6%	16%
Pro forma basis		
Adjusted replacement cost profit	1,266	3,455
Acquisition amortization	538	671
Special items (post tax)	120	40
Adjusted replacement cost profit (pro forma basis)	1,924	4,166
Average capital employed	89,594	86,223
Average capital employed acquisition adjustment (a)	18,590	22,165
Average capital employed (pro forma basis)	71,004	64,058
ROACE - pro forma basis adjusted for special items	11%	26%
Historical cost basis		
Historical cost profit (loss) after exceptional items	1,296	2,830
Interest	333	446
Minority shareholders' interest	40	8
Adjusted historical cost profit	1,669	3,284
Average capital employed	89,594	86,223
ROACE - historical cost basis after exceptionals	7%	15%

(a) Acquisition adjustment refers to the fixed asset revaluation adjustments and goodwill consequent upon the ARCO and Burmah Castrol acquisitions.

BP p.l.c. AND SUBSIDIARIES
NET DEBT RATIO

	Three months ended March 31 (Unaudited)	
	2002	2001
	($ million)	
Net debt ratio - net debt: net debt + equity		
Gross debt	24,531	18,788
Cash and current asset investments	1,665	2,147
Net debt	22,866	16,641
Equity	67,481	66,316
Net debt ratio	25%	20%
Acquisition adjustment (a)	18,297	21,734

Net debt ratio - pro forma basis (b)	32%	27%

(a) Acquisition adjustment refers to the fixed asset revaluation adjustments and goodwill consequent upon the ARCO and Burmah Castrol acquisitions.

(b) Based on equity excluding the fixed asset revaluation adjustment and goodwill resulting from the ARCO and Burmah Castrol acquisitions.

BP p.l.c. AND SUBSIDIARIES
REPLACEMENT COST OPERATING PROFIT ADJUSTED FOR NON-CASH CHARGES AND CERTAIN OTHER ITEMS

Replacement cost operating profit adjusted for non-cash charges and certain other items essentially represents the Group's cash flow from operations (on a net of tax paid basis, tax is adjusted for the estimated effect of exceptional items and interest paid) excluding changes in working capital. BP is presenting this information as it gives a better insight into underlying cash flow from operating activities. This measure is derived from BP's UK GAAP accounting information but is not itself a recognised UK or US GAAP measure.

	Three months ended March 31 (Unaudited) 2002	2001
	($ million)	
Replacement cost operating profit (RCOP) (reported) (a)	2,058	5,472
Depreciation and amounts provided (b)	2,153	2,167
Exploration expenditure written off	59	108
Dividends from joint ventures and associated undertakings less share of RCOP	(122)	(209)
Dividends paid to minority shareholders	(13)	-
Adjust provisions to cash basis (c)	(69)	(141)
Adjust interest and other income to cash basis (d)	(13)	(4)
	4,053	7,393
Tax paid adjusted for certain items*	(577)	(96)
Adjusted RCOP after tax paid	3,476	7,297
* Calculation of tax paid adjusted for certain items		
Cash tax paid	(445)	(139)
Tax charge on exceptional items	(39)	151
Tax shield assumption +	(93)	(108)
	(577)	(96)

+ Calculation of tax shield assumption		
Interest paid	(309)	(361)
Tax rate assumption (e)	30%	30%
	-------	------
	(93)	(108)
	-------	------

(a) Total replacement cost operating profit is before exceptional items, inventory holding gains and losses and interest expense.
(b) Includes depreciation and amortization relating to the fixed asset revaluation adjustments and goodwill consequent upon the ARCO and Burmah Castrol acquisitions.
(c) Calculated as the net of charge for provisions and utilization of provisions.
(d) Calculated as interest and other income, less interest received and dividends received from the Group cash flow statement.
(e) Deemed tax rate for tax shield adjustment is equal to the UK statutory tax rate.

SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

BP p.l.c.
(Registrant)

Dated: May 15, 2001

/s/ D. J. PEARL
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D. J. PEARL
Deputy Company Secretary