

CDC Labouchere
Securities Services

34108289

Kamer van Koophandel
Afdeling deponering jaarrekeningen
Postbus 2852
1000 CW AMSTERDAM

DOSSIERNUMMER
VOLGNUMMER
G E D E P O N E E R D
09 AUG. 2001

KAMER VAN KOOPHANDEL EN FABRIEKEN
VOOR AMSTERDAM

25 juni, 2001

Betreft: Deponering jaarrekening 2000

Geachte heer, mevrouw,

Hierbij deponeren wij de jaarrekening van Labouchere Securities Services NV over 2000.
Ons inschrijvingsnummer KvK is 34108289.


Voor vragen of opmerkingen kunt u contact opnemen met ondergetekende, onder nummer
020-5209390.

Hoogachtend,

Gegevens verwijderd door KvK

R.D. van der Mei
Finance & Control

VOOR ONTVANGST

 26 JUN 2001

KAMER VAN KOOPHANDEL EN FABRIEKEN
VOOR AMSTERDAM

ANNUAL REPORT

2000

CDC LABOUCHERE SECURITIES SERVICES N.V.

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1 Report of the Managing Board

1.1 General

The year 2000 was the second year of operations for CDC Labouchere Securities Services NV (CDCL). All three business activities generated revenues in excess of the budget, whilst costs have been kept under control. The pre-tax income of CDCL was € 4,289,816 against a budget of € 2,130,000.

In the annual agent bank review of "Global Custodian" magazine CDCL was ranked as commended, with the best scores in the Dutch market.

Another major event was the birth of Euronext. In respect of custody and settlement, CDCL is a niche player on the Dutch capital market. The main vehicle of the Dutch capital market, AEX, has now merged with Belgium and France as part of a European capital market.

Next to day-to-day business continued attention was given to the increase the resilience of CDCL. In particular, IT safety and control have improved, including disaster recovery arrangements with an outside supplier. Furthermore the communication with Necigef finally moved to SWIFT.

1.2 Services

Custody Services

The total custody volume at year-end was € 35 billion compared with € 30 billion in December 1999.

Settlement & Clearing

Settlement volumes have shown a high level throughout the year. June was the lowest month with slightly over 31.000 transactions; March showed a peak of more than 41.500 transactions. During 2000 computer generated reports were developed to inform clients of unmatched trades. These new reports have contributed both to quality and to efficiency.

Securities Lending

The volume of the securities lending business varied from a low of € 3,8 billion in October to a high of € 5,4 billion in February. At year end almost € 4,7 billion was outstanding on loan.

Balance Sheet & Payment Services

After consolidation of the current account pools of AEGON and Labouchere the balance sheet total of CDCL was € 122 million. The securities lending activity is recorded as off-balance sheet business. The year-end BIS ratio was 32%.

1.3 Staff

The Staff number at year-end amounted to 40. During the year two employees resigned and two were hired. At management level, one managing director left the company in August Mr. De Louw was appointed end of the summer as second managing director.

During 2000 the transaction volumes were again substantially higher than in the previous year, whilst staff increase was limited to IT functions. We thank the team for their contribution during 2000.

1.4 Outlook for 2001

We will further develop our clearing product for the entire Euronext cash market in the course of 2001. This will take place in a timeframe in accordance with the Euronext integration.

The budget for 2001 is based on the outcome for 2000 with few amendments.

Amsterdam, 18 June 2001

The Managing Directors

Theo Houwink ten Cate

Herman de Louw

2 Financial Statements

2.1 Balance sheet

	31 st December 2000	31 st December 1999
	Euro	Euro
<i>ASSETS</i>		
Cash	824,884	1,122,065
Banks	107,311,569	71,807,950
Loans and advances	549,883	11,435,238
Participating interests	177,134	136,134
Interest-bearing securities	11,344,500	11,344,500
Property and Equipment	9,822	0
Other assets	636,129	6,932,021
Prepayments and accrued income	<u>1,457,249</u>	<u>1,138,695</u>
Total assets	122,311,170	103,916,603
 <i>LIABILITIES</i>		
Banks	18,536,661	27,473,852
Funds entrusted	73,562,023	49,680,115
Accruals and deferred income	<u>3,371,672</u>	<u>2,710,202</u>
	95,470,356	79,864,169
Subordinated liabilities	11,344,505	11,344,505
Share capital	1,958,430	1,958,430
Share premium reserve	9,506,466	9,506,466
General reserve	<u>4,031,413</u>	<u>1,243,033</u>
Liability capital	<u>26,840,814</u>	<u>24,052,434</u>
Total liabilities	122,311,170	103,916,603
Contingent liabilities	0	0
Irrevocable facilities	0	0

2.2 Profit and loss account for 2000

	2000	1999*
	Euro	Euro
<i>INCOME</i>		
Interest income	5,422,373	3,670,603
Interest expense	<u>4,520,671</u>	<u>2,721,794</u>
Interest	901,702	948,809
Custody	3,486,421	2,033,031
Settlements	4,431,144	2,213,141
Securities lending	2,939,170	1,560,367
Other revenues	<u>976,198</u>	<u>526,924</u>
Commission income	11,832,933	6,333,463
Commission expenses	<u>3,320,462</u>	<u>1,946,580</u>
Commission	8,512,471	4,386,883
Total income	9,414,173	5,335,692
<i>Administrative expenses</i>		
Salaries	2,199,707	1,440,260
Social security costs	237,941	155,945
Pension fund contributions	493,352	53,318
Other staff charges	427,673	219,640
Other expenses	<u>1,765,684</u>	<u>1,460,547</u>
Total expenses	<u>5,124,357</u>	<u>3,329,710</u>
Profit on ordinary activities before tax	4,289,816	2,005,982
Tax	<u>(1,501,436)</u>	<u>(725,989)</u>
Net result after taxation	2,788,380	1,279,993

* Note: In the year 1999 the operational activities of CDC Labouchere Securities Services NV started in April.

2.3 Cash flow statement

	2000		1999
		Euro	Euro
Net profit		2,788,380	1,243,033
<i>Net profit adjusted for non-cash flow movement</i>			
Depreciation	2,046		0
		2,046	0
<i>Cash flow from operating activities</i>			
Movement in other assets	6,295,892		(6,932,021)
Movement in prepayments and accrued income	(318,554)		(1,125,285)
Movement in accruals and deferred income	661,470		2,659,832
		6,638,808	(5,397,474)
<i>Cash flow from investing activities</i>			
Movement in investment portfolio	0		(11,344,500)
Movement in participating interest	(41,000)		(136,134)
Movement in property and equipment	(11,868)		0
		(52,868)	(11,480,634)
<i>Net cash flow from banking activities</i>			
Movement in loans and advances	10,885,355		(11,435,238)
Movement in funds entrusted	23,881,908		49,680,115
Movement in subordinated debt	0		11,344,505
Movement in paid-capital	0		6,464,896
		34,767,263	56,054,278
Net cash flow / (outflow)		44,143,629	40,419,203
Cash as at January 1 st	45,456,163		5,036,960
Cash as at December 31 st	89,599,792		45,456,163
Increase - (decrease) in cash and cash equivalents		44,143,629	40,419,203

2.4 Notes to the financial statements

General

CDC Labouchere Securities Services N.V ("CDCL" or the "company") is a joint venture between Caisse des Dépôts et Consignations GmbH (51%) and Bank Labouchere N.V. (49%).

The company received a banking license as per the Act on the Supervision Credit System 1992 on March 11, 1999 and commenced business on April 19, 1999. The principal activities of the company comprise rendering of custody, security lending, clearing and settlement services for customers.

The financial figures of the company are included in the consolidated financial statements of Caisse des Dépôts et Consignations.

Accounting principles

General

The financial statements have been drawn up under the historical cost convention. Departures, if any, from historical cost rules, are mentioned separately. Assets are shown net of any provisions. Income and expenses are allocated in accordance with the matching principle.

Foreign currency translation

Assets and liabilities denominated in foreign currencies are translated into Euro's at the spot rates ruling at the balance sheet date. Transactions and their related profits and losses in foreign currencies are translated at the rates ruling at the transaction date.

Banks and loans and advances

Banks and loans and advances are shown net of any downward value adjustments for items doubtful of collection.

Investment portfolio

The investment portfolio comprises of the government bond included in the items interest-bearing securities. Bonds and other fixed-interest securities are carried at redemption value net of any downward value adjustments as required. The difference between redemption value and the purchase price is charged or credited to the profit and loss account in proportion to the average remaining maturity periods.

Goodwill

Goodwill on acquisition is charged in full to Share premium reserve within shareholders' equity.

Property and Equipment

Fixed assets are carried at historical cost less straight-line depreciation based on their useful economic lives. The following depreciation percentage is used:

Equipment 33 %

Cash and cash-equivalents

For the purpose of the cash flow statement, cash and cash equivalents comprise the cash and bank balances with less than 90 days maturity.

2.5 Notes to the company balance sheet

(in Euro's)	2000	1999
ASSETS		
<i>Cash</i>	824,884	1.122.065
Comprises cash in hand and all balances available on demand with the Dutch Central Bank.		
<i>Banks</i>		
Bank Labouchere NV	94,904,699	44,520,516
Caisse des Dépôts	4,743,143	20,077,670
Other Banks	<u>7,663,727</u>	<u>7,209,764</u>
	107,311,569	71,807,950

This item comprises all loans and advances to credit institutions, which are subject to banking industry supervision and regulated securities firms.

Loans and advances

Comprises all loans and advances arising out of banking transactions, except for loans and advances to banks and securities firms.

Interest-bearing securities

Comprises the investment portfolio. The proceeds of the issued share capital of CDCL have been invested in a 5-¼% government bond with a maturity date at July 15, 2008.

Participating interests

CDC Labouchere Securities Services Custody NV	136,134	136,134
Euronext	8,500	0
S.W.I.F.T.	<u>32,500</u>	<u>0</u>
	177,134	136,134

CDC Labouchere Securities Services Custody NV is a 100% participation. The company has not been consolidated, as it is not material to the whole (in accordance with Section 407 subsection 1a).

Euronext comprises a participation of one share.

S.W.I.F.T. comprises an obliged participation of 32 shares. Every 3 years there is a re-allocation of shares to all of their members based on their financial contribution generated.

Property and equipment

Balance as at January 1	0
Investments	11,868
Depreciation	<u>-2,046</u>
Balance as at December 31	9,822
Accumulated depreciation	-2,046

This is some furniture and office equipment, which is not hired from Bank Labouchere NV.

Other assets

Withholding tax	416,103	3,744,528
Dividends, coupons and redemption's	174,434	1,993,884
Other	<u>45,592</u>	<u>1,193,609</u>
	636,129	6,932,021

Withholding tax prepayments are made on behalf of customers will be collected from the Italian tax authorities. These amounts were advanced prior to the transfer of business from Bank Labouchere N.V. to CDCL. If the amounts are claimed by CDCL, Bank Labouchere N.V. will reimburse CDCL under the guarantee issued by Bank Labouchere N.V. as per April 19, 1999 for the business brought to CDCL.

In the year 2000 Bank Labouchere N.V. has reimbursed a total amount of Euro 3,328,425. It is to be expected that the closing balance as per 31 December 2000 will be reimbursed during the year 2001.

Dividends, coupons and redemption's comprise pre-posted amounts on clients-accounts with a value date in January 2001.

Prepayments and accrued income

Accrued Income	1,046,895	825,130
Prepayments	81,417	36,927
Interest receivable investment portfolio	277,396	276,638
Interest receivable other	<u>51,541</u>	<u>0</u>
	1.457.249	1,138,695

LIABILITIES

Banks

Bank Labouchere NV	1,761,417	1,095,603
Caisse des Dépôts	720,987	427,958
Other	<u>16,054,257</u>	<u>25,950,291</u>
	18,536,661	27,473,852

Banks comprises all amounts owed to credit institutions and regulated securities firms except for subordinated loans.

Funds entrusted

Funds entrusted comprises all debts arising out of banking transactions, except for amounts owed to banks and subordinated loans.

Accruals and deferred income

Accounts payable and accruals	1,891,827	1,526,332
Taxes	605,676	914,298
Interest payable	311,832	172,610
Coupons	257,272	0
Other	<u>305,065</u>	<u>96,962</u>
	3,371,672	2,710,202

Subordinated liabilities

This loan is subordinated to all current and future obligations. Unscheduled repayment of all or part of the loans is not permitted. The interest rate of the subordinated loan is EONIA plus a margin of 1%. The loan has a maturity of six years starting from April 16th, 1999.

Issued and paid-in capital

January 1 st , 2000	1,958,430
Issued and paid during the period	<u>0</u>
December 31 st , 2000	1,958,430

The authorised capital of the company amounts to Euro 2,132,767 (NLG 4,700,000) and is divided in 4,700,000 shares with a nominal value of Euro 0,45 (NLG 1 each).

The issued and paid capital consists of 4,315,812 ordinary shares of Euro 0,45 (NLG 1 each), of which 2,201,064 shares are issued and fully paid up by Caisse des Dépôts et Consignations GmbH, Frankfurt and 2,114,748 shares are issued and fully paid up by Bank Labouchere N.V.

Share premium reserve

January 1 st , 2000	9,506,466
Movements	<u>0</u>
December 31 st , 2000	9,506,466

The share premium reserve comprises the proceeds from shares issued in excess of the par value.

General reserve

The movement in the General reserve is as follows:

January 1 st , 2000	1,243,033
Undistributed profit 2000	<u>2,788,380</u>
December 31 st , 2000	4,031,413

Maturity Schedule

Liquidity risk is defined as risk when the maturity of assets and liabilities does not match. The liquidity risk is controlled by the Finance & Control department. The table below shows assets and liabilities as at 31 December 2000 by their remaining contractual maturity. Some of the assets, however, may be of a longer-term nature; for example, loans are frequently renewed and accordingly short-term loans can have a longer-term duration.

The matching and/or controlled mismatching of the maturities and interest rates of assets and liabilities is fundamental to the management of the Bank. It is unusual for banks ever to be completely matched since business transacted is often of an uncertain term and of different types. An unmatched position potentially enhances profitability, but can also increase the risk of losses.

The maturities of assets and liabilities and the ability to replace, at an acceptable cost, interest-bearing liabilities as they mature, are important factors in assessing the liquidity of the Bank and its exposure to changes in interest and exchange rates.

The liquidity position of the Bank as at 31 December 2000 is set out below.

	Demand and less than 3 months	From 3 to 12 months	From 1 to 5 years	More than 5 years	Total
Assets					
Cash	824,884				824,884
Banks	107,311,569				107,311,569
Loans and advances	549,883				549,883
Participating interest				177,134	177,134
Interest bearing securities				11,344,500	11,344,500
Property and Equipment			9,822		9,822
Other assets	636,129				636,129
Prepayments and accrued income	1,457,249				1,457,249
Total assets	110,779,714	0	9,822	11,521,634	122,311,170
Banks	18,536,661				18,536,661
Funds entrusted	73,185,878	376,145			73,562,023
Accruals and deferred income	3,371,672				3,371,672
Subordinated liabilities			11,344,505		11,344,505
Equity				15,496,309	15,496,309
Total liabilities and Equity	94,094,211	376,145	11,344,505	15,496,309	122,311,170
Net liquidity gap	15,805,753	(376,145)	(11,334,683)	(4,094,925)	0
Cumulative liquidity gap	15,805,753	15,429,608	4,094,925	0	0

Securities borrowed and lent

CDCL lends securities to banks and securities firms. When acting as principal, CDCL may indemnify its customers for the fair market value of those securities against a failure of the borrower to return such securities. In segment CDCL requires the borrowers to provide collateral in an amount equal to or in excess of 105% of the fair market value of the securities borrowed. The borrowed securities and the collateral received are marked to market daily to determine if additional collateral is necessary.

The securities borrowed and lent not included in the balance sheet as at December 31st, 2000 are as follows:

Borrowed	4,464,545,273
Lent	4,456,513,991

Guarantees and collateral

The Bank acts as guarantor to the AEX Effectenclearing in respect of securities transactions of clients. In connection with this guarantee, the Bank has provided collateral in the form of securities to the AEX. Furthermore collateral is placed with DCB and Euroclear to facilitate day-to-day operations.

Assets under custody

Assets under custody are held by CDCL in a custodial capacity and are not included in the balance sheet because such items are not assets of CDCL. Management has set up a separate legal entity "CDC Labouchere Securities Services Custody N.V." that acts as custodian for the assets under custody, not falling under the regime of the "Wet Giraal Effectenverkeer".

Concentrations of credit risks

Banks amounts receivable, and loans and advances can be specified by industry sector of the borrower as follows:

	2000	1999
Financial institutions	107,311,569	71,807,950
Insurance companies	254,324	11,435,020
Public sector	0	0
Private individuals	0	0
Other	<u>295,559</u>	<u>218</u>
	107,861,452	83,243,188

For all loans and advances to the insurance companies, securities are pledged as collateral.

Foreign currency risks

Assets amounting to Euro 54,593,643 and liabilities amounting to Euro 54,871,996 are denominated in currencies other than Euro. However the net currency risk recalculated to Euro's amounts to Euro 85,133 debit and Euro 363,486 credit.

Contingent liabilities and irrevocable facilities

The company has not entered into any material contingent liabilities and/or irrevocable facilities except for Security lending & borrowing transactions as disclosed separately.

The company has entered into several Service Level Agreements with respect to i.a. IT services with one of its joint venture partners. The annual commitment of these Service Level Agreements amount to Euro 400,000.

2.6 Notes to the profit and loss account

(in Euro's)	2000	1999
<i>Interest income</i>		
Customer current accounts	254,846	1,005,881
Client deposits	197,232	127,969
Fixed interest securities	596,344	141,574
Money market deposits	4,055,156	2,214,657
Nostro accounts	<u>318,795</u>	<u>180,522</u>
	5,422,373	3,670,603
<i>Interest expense</i>		
Customer current accounts	2,944,007	1,868,643
Client deposits	748,060	131,124
Money market deposits	13,804	31,398
Subordinated loan	583,245	292,533
CDC facilities	45,881	135,425
Nostro accounts	164,725	97,808
Other	<u>20,949</u>	<u>164,863</u>
	4,520,671	2,721,794

The total interest income and expense on current accounts with Bank Labouchere N.V. and Aegon N.V. are presented at their net interest margin. In line with this change in presentation, the comparative figures for the year 1999 have been adjusted as well.

Personnel expenses

Comprises:

Salaries and wages	2,199,707	1,440,260
Social security costs	237,941	155,945
Pension fund contributions	493,352	53,318
Other personnel expenses	<u>427,673</u>	<u>219,640</u>
	2,371,969	1,869,163

The average number of employees during 2000 was 41.

At the end of December 2000 the number of employees was 40.

The remuneration of the members of the Executive Board for 2000 was Euro 247,764 (1999: Euro 226,000).

The remuneration of the members of the Supervisory Board for 2000 was Euro 11,344 (1999: Euro 11,344).

Results on financial transactions

There are no results on financial transactions. CDCL has no trading portfolio. Therefore no results on securities and foreign exchange are being recognised.

Amsterdam, 18 June 2001

Managing Directors,

Gegevens verwijderd door KvK

Supervisory Board

Gegevens verwijderd door KvK

B. Le Blanc

Gegevens verwijderd door KvK

Gegevens verwijderd door KvK

J. Malochet

J. van der Spek

Gegevens verwijderd door KvK

V.J.M. Bierman

3 Supplementary information

3.1 Auditors' Report

This report is set out on page 21.

3.2 General

According to article 28 of the company's Articles of Association, the other reserves are at disposal of the Annual General Meeting of Shareholders.

3.3 Appropriation of the net result for the year

The result for the year 2000 is at the disposal of the shareholders.

3.4 Memberships of CDCL

CDCL is member / admitted institution / account holder with the following entities:

- Necigef / NIEC
- Euronext (General Clearing Member)
- Interpay
- Dutch Central Bank
- Euroclear / CEDEL
- Caisse des Depots Network
- SWIFT
- Dutch Banking Association
- Dutch Securities Institute
- Chambre Française de Commerce et d'Industrie aux Pays-Bas

AUDITOR'S REPORT

Introduction

We have audited the 2000 financial statements of CDC Labouchere Securities Services N.V., Amsterdam. These financial statements are the responsibility of the company's management. Our responsibility is to express an opinion on these financial statements based on our audit.

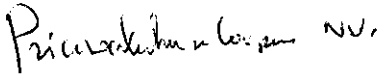
Scope

We conducted our audit in accordance with auditing standards generally accepted in the Netherlands. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

Opinion

In our opinion, the financial statements give a true and fair view of the financial position of the company at 31 December 2000 and of the result for the year then ended in accordance with accounting principles generally accepted in the Netherlands and comply with the financial reporting requirements included in Part 9, Book 2 of the Netherlands Civil Code.

Amsterdam, 18 June 2001


PricewaterhouseCoopers N.V.