

BP PLC
Form 11-K
June 27, 2002

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

(Mark One)

ANNUAL REPORT PURSUANT TO SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the fiscal year ended December 31, 2001

OR

TRANSITION REPORT PURSUANT TO SECTION 15(d)
OF THE SECURITIES EXCHANGE ACT OF 1934

For the transition period from _____ to _____

Commission file number 1-6262

- A. Full title of the plan and the address of the plan,
if different from that of the issuer named below:

BP EMPLOYEE SAVINGS PLAN

200 East Randolph
Chicago, Illinois 60601

- B. Name of issuer of the securities held pursuant to
the plan and the address of its principal executive
office:

BP p.l.c.
Britannic House
1 Finsbury Circus
London EC2M 7BA England

SIGNATURE

The Plan

Pursuant to the requirements of the Securities Exchange Act of 1934, the trustees (or other persons who administer the employee benefit plan) have duly caused this annual report to be signed on its behalf by the undersigned hereunto duly authorized.

BP EMPLOYEE SAVINGS PLAN

By Plan Administrator

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Date: June 27, 2002

/s/ Donald E. Packham
Donald E. Packham
Senior Vice President of Human Resources
BP Corporation North America Inc.

REPORT OF INDEPENDENT AUDITORS

To the Investment Committee of BP Corporation North America Inc.

We have audited the accompanying statements of assets available for benefits of the BP Employee Savings Plan as of December 31, 2001 and 2000, and the related statement of changes in assets available for benefits for the year ended December 31, 2001. These financial statements are the responsibility of the Plan's management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with auditing standards generally accepted in the United States. 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 audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the assets available for benefits of the Plan at December 31, 2001 and 2000, and the changes in its assets available for benefits for the year ended December 31, 2001, in conformity with accounting principles generally accepted in the United States.

Our audits were performed for the purpose of forming an opinion on the financial statements taken as a whole. The accompanying supplemental schedule of nonexempt transactions for the year ended December 31, 2001, is presented for purposes of additional analysis and is not a required part of the financial statements but is supplementary information required by the Department of Labor's Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. This supplemental schedule is the responsibility of the Plan's management. The supplemental schedule has been subjected to the auditing procedures applied in our audits of the financial statements and, in our opinion, is fairly stated in all material respects in relation to the financial statements taken as a whole.

Chicago, Illinois
June 21, 2002

Ernst & Young LLP

EIN 36-1812780
Plan No. 001

BP EMPLOYEE SAVINGS PLAN

STATEMENTS OF ASSETS AVAILABLE FOR BENEFITS

(thousands of dollars)

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| | <u>December 31,</u> | |
|---|---------------------|---------------------|
| | <u>2001</u> | <u>2000</u> |
| Investment in the BP Master Trust for Employee Savings Plans | <u>\$ 7,731,640</u> | <u>\$ 6,628,030</u> |
| Assets available for benefits | <u>\$ 7,731,640</u> | <u>\$ 6,628,030</u> |

The accompanying notes are an integral part of these statements.

EIN 36-1812780
Plan No. 001

BP EMPLOYEE SAVINGS PLAN

STATEMENT OF CHANGES IN ASSETS AVAILABLE FOR BENEFITS

FOR THE YEAR ENDED DECEMBER 31, 2001

(thousands of dollars)

Additions of assets attributed to:

| | |
|---|------------------|
| Participant contributions | \$ 154,742 |
| Rollover contributions | 44,350 |
| Company contributions | 100,771 |
| Transfer of assets from other BP sponsored savings plans | 1,480,856 |
| Transfer of assets from savings plans sponsored by other entities: | |
| Olympic Pipe Line Company | 1,323 |
| Exxon Mobil Corporation | <u>740</u> |
| Total additions | <u>1,782,782</u> |

Deductions of assets attributed to:

| | |
|---|------------------|
| Net investment loss - BP Master Trust for Employee Savings Plan | \$ (154,122) |
| Distributions to participants | (521,162) |
| Transfer of assets to savings plans sponsored by other entities: | |
| Tesoro Petroleum Corporation | (2,229) |
| Administrative expenses | <u>(1,659)</u> |
| Total deductions | <u>(679,172)</u> |

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Net increase in assets during the year 1,103,610

Assets available for benefits:

Beginning of year 6,628,030

End of year \$ 7,731,640

The accompanying notes are an integral part of this statement.

BP EMPLOYEE SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS

1. DESCRIPTION OF THE PLAN

BP Corporation North America Inc. (the "Company") established the Amoco Employee Savings Plan (the "Plan") effective July 1, 1955. The Company is an indirect wholly owned subsidiary of BP p.l.c. ("BP"). The Plan was amended and restated effective April 7, 2000 and its name was changed to the BP Amoco Employee Savings Plan. In October 2000, the name was changed to the BP Employee Savings Plan. Effective January 1, 2002, the Plan was amended to conform to recent changes in the Internal Revenue Code ("IRC").

The following brief description of the Plan is provided for general informational purposes only. Unless otherwise indicated, all descriptions in these notes relate to the Plan as it existed in 2001. Participants should refer to the Plan document for more complete information. The Plan is a defined contribution plan, which is subject to and complies with the provisions of the Employee Retirement Income Security Act of 1974 ("ERISA"). The Company reserves the right to amend or terminate the Plan at any time.

The purpose of the Plan is to encourage eligible employees to regularly save part of their earnings and to assist them in accumulating additional security for their retirement. The Plan provides that both participant contributions and Company matching contributions will be held in a trust by an independent trustee for the benefit of participating employees. Plan assets are held in the BP Master Trust for Employee Savings Plans (the "Master Trust"). The trustee of the Master Trust is State Street Bank and Trust Company.

Fidelity Investments Institutional Services Company, Inc. is the Plan's recordkeeper. The Company is the Plan sponsor and the Senior Vice President of Human Resources is the Plan administrator.

Generally, an employee of any participating affiliated company who is not eligible to participate in a separate Company-sponsored defined contribution plan, or who is represented by a labor organization that has bargained for and agreed to the provisions of the Plan, is eligible to participate in the Plan.

Under the Plan, participating employees may contribute up to a certain percentage of their qualified pay on a pre-tax and/or after-tax basis. Participants may elect to invest in numerous investment fund options as provided by the Plan. A specified portion of the employee contribution, up to a maximum of 7 percent of compensation, is matched by the Company in the

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form of cash contributions, which are initially invested in the BP Stock Fund. Participants may also rollover amounts representing distributions from other qualified plans. Participants may elect to sell any portion of their investment

BP EMPLOYEE SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (continued)

1. DESCRIPTION OF THE PLAN (continued)

fund(s) and reinvest the proceeds in one or more of the other available investment alternatives. There are no restrictions on the number of transactions a participant may authorize during the year.

The benefit to which a participant is entitled is the benefit which can be provided by the participant's vested account balance. Participants are fully vested in their participant contribution accounts. Vesting in Company matching contribution accounts is dependent upon specific criteria as described in the Plan document. Forfeitures of Company contributions by participants who withdrew from the Plan before vesting amounted to (in thousands of dollars) \$289 and \$661 for the years ended December 31, 2001 and 2000, respectively. The Plan uses forfeitures to pay certain administrative expenses and to reduce future Company contributions.

All reasonable and necessary Plan administrative expenses are paid out of the Master Trust or paid by the Company. Generally, fees and expenses related to investment management of each investment option are paid out of the respective funds. As a result, the returns on those investments are net of the fees and expenses of the managers of those investment options and certain other brokerage commissions and other fees and expenses incurred in connection with those investment options.

On September 4, 2001, the Dome Pipeline Corporation Frozen Retirement Savings Plan was merged into the Plan. On December 31, 2001, the Vastar Resources, Inc., Capital Accumulation Plan and the CH Twenty Capital Accumulation Plan were merged into the Plan. In addition, during 2001 certain assets and liabilities of the Atlantic Richfield Capital Accumulation Plan were transferred to the Plan. As a result of the merger of these BP sponsored plans, net assets totaling \$1,481 million were transferred to the Plan during 2001.

As the result of the Company becoming the operator for the Olympic Pipe Line Company, employees of Olympic Pipe Line had the option to keep their account balance in the Olympic Pipe Line Employee Savings Plan or to transfer their account balance to the Plan. On October 1, 2001, net assets of \$1.3 million were transferred to the Plan.

On May 2, 2001, BP acquired certain assets from the Exxon Mobil Corporation. BP provided affected employees with the option to transfer their account balances into the Plan. In 2001, net assets totaling \$.7 million were transferred to the Plan.

During 2001, the Company sold two refineries and certain related assets to Tesoro Petroleum Corporation. As a result, net assets of \$2.2 million were transferred from the Plan to a savings plan sponsored by Tesoro.

BP EMPLOYEE SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (continued)

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Method of Accounting. The financial statements of the Plan are prepared under the accrual method of accounting.

Estimates. The preparation of financial statements in conformity with accounting principles generally accepted in the United States requires estimates and assumptions that affect certain reported amounts. Actual results may differ in some cases from the estimates.

Investment Valuation. All investments of the Master Trust, except as noted below, are stated at fair value generally as determined by quoted closing market prices, if available. Investments in guaranteed investment contracts and synthetic guaranteed investment contracts are valued at contract value because they are fully benefit responsive. The Master Trust's interest in the guaranteed investment contracts and synthetic guaranteed investment contracts with managed portfolio companies and insurance companies represents the maximum potential credit loss from concentrations of credit risk associated with its investment in these contracts. Money market investments are valued at cost which approximates fair value. Other investments for which no quoted market prices are available are valued at fair value as determined by the Trustee based on the advice of its investment consultants.

New Accounting Standard. The Master Trust adopted the Financial Accounting Standards Board Statement of Financial Accounting Standards No. 133, "Accounting for Derivative Instruments and Hedging Activities" ("SFAS 133") on January 1, 2001. SFAS 133 requires the recognition of gains and losses associated with derivative instruments as a change in net assets in the period of change. The adoption of SFAS 133 did not have a material impact on the financial statements of the Plan or the Master Trust.

3. PARTICIPANT LOANS

Participants are eligible to borrow from their account balances in the Plan. Loans are made in the form of cash and the amount may not exceed the lesser of 50 percent of the market value of the total vested accounts or \$50,000 less the highest loan balance outstanding during the preceding twelve months. Interest rates are fixed for the duration of the loan and charged on the unpaid balance. The interest rate charged is one percent plus the prime rate as reported by The Wall Street Journal, on the last business day of the calendar quarter immediately preceding the calendar quarter in which the participant applies for the loan. A processing fee of \$35 is charged for each new loan. Repayment of loan principal and interest is generally made by payroll deductions and credited to the participant's accounts.

BP EMPLOYEE SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (continued)

4. INCOME TAX STATUS (continued)

The Plan has received a determination letter from the Internal Revenue Service ("IRS") dated April 17, 2000, with respect to its qualified status under Section 401(a) of the IRC and, therefore, the related trust is exempt from taxation. Once qualified, the Plan is required to operate in conformity with the IRC to maintain its qualification. The Plan has been amended since receiving the determination letter. However, the Plan administrator and the Company's tax counsel believe the Plan continues to meet the applicable tax qualification requirements of the IRC. The Plan sponsor reserves the right to make any amendments necessary to maintain the qualification of the Plan and trust.

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5. MASTER TRUST

All investment assets of the Plan are held in the Master Trust with the assets of other BP sponsored savings plans.

The beneficial interest of the plans in the Master Trust is adjusted daily to reflect the effect of income collected and accrued, realized and unrealized gains and losses, contributions and withdrawals, and all other transactions. The Master Trust constitutes a single investment account as defined in the master trust reporting and disclosure rules and regulations of the Department of Labor.

BP EMPLOYEE SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (continued)

5. MASTER TRUST (continued)

As of December 31, 2001 and December 31, 2000 the Plan's percentage interest in the Master Trust was 98.03% and 78.08% respectively. The net assets of the Master Trust as of December 31, 2001 and December 31, 2000 and changes in net assets of the Master Trust for the year ended December 31, 2001 are as follows:

NET ASSETS

(thousands of dollars)

| | December 31, | |
|---|----------------|----------------|
| | 2001 | 2000 |
| Investments | | |
| BP p.l.c. American Depositary Shares ("BP ADSs") | \$ 3,418,625 | \$ 3,641,986 |
| Registered investment companies | 1,474,857 | 1,537,818 |
| Common collective trust funds | 1,234,037 | 1,440,725 |
| Money market investments | 952,589 | 975,241 |
| Synthetic guaranteed investment contracts | 589,923 | 636,041 |
| Guaranteed investment contracts | 92,876 | 108,875 |
| Loans to participants | 119,675 | 134,779 |
| Government-backed obligations | - | 5,037 |
| Other | - | <u>2,941</u> |
| Total investments | 7,882,582 | 8,483,443 |
| Dividends and interest receivable | 5,612 | 5,424 |
| Contributions receivable | <u>190</u> | <u>190</u> |
| Total assets | 7,888,384 | 8,489,057 |
| Operating payables | <u>(1,304)</u> | <u>(1,137)</u> |

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Net assets \$ 7,887,080 \$ 8,487,920

BP EMPLOYEE SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (continued)

5. MASTER TRUST (continued)

**CHANGES IN NET ASSETS
FOR THE YEAR ENDED DECEMBER 31, 2001**
(thousands of dollars)

| | |
|--|------------------|
| Additions of assets attributed to: | |
| Participant contributions | \$ 192,409 |
| Rollover contributions | 97,539 |
| Company contributions | 125,783 |
| Net realized and unrealized appreciation (depreciation) in fair value of investments: | |
| BP ADSs | 29,129 |
| Registered investment companies | (214,172) |
| Common collective trust funds | (96,120) |
| Interest and dividends | 40,073 |
| Transfer of assets from other BP sponsored savings plans | 1,133 |
| Transfer of assets from savings plans sponsored by other entities: | |
| Olympic Pipe Line Company | 1,323 |
| Exxon Mobil Corporation | <u>740</u> |
| Total additions | <u>177,837</u> |
| Deductions of assets attributed to: | |
| Distributions to participants | (774,729) |
| Administrative expenses | (1,719) |
| Transfer of assets to savings plan sponsored by other entities: | |
| Tesoro Petroleum Corporation | <u>(2,229)</u> |
| Total deductions | <u>(778,677)</u> |
| Net decrease in assets during the year | (600,840) |
| Net assets | |
| Beginning of year | <u>8,487,920</u> |

End of year

\$ 7,887,080

BP EMPLOYEE SAVINGS PLAN

NOTES TO FINANCIAL STATEMENTS (continued)

5. MASTER TRUST (continued)

As the result of the Company becoming the operator for the Olympic Pipe Line Company, employees of Olympic Pipe Line had the option to keep their account balance in the Olympic Pipe Line Employee Savings Plan or to transfer their account balance to the Plan. On October 1, 2001 net assets of \$1.3 million were transferred to the Plan.

On May 2, 2001, BP acquired certain assets from the Exxon Mobil Corporation. BP provided affected employees with the option to transfer their account balance into the Plan. In 2001, net assets totaling \$.7 million were transferred to the Plan.

During 2001, the Company sold two refineries and certain related assets to Tesoro Petroleum Corporation. As a result, net assets of \$2.2 million were transferred from the Plan to a savings plan sponsored by Tesoro.

6. SUBSEQUENT EVENT

Effective January 1, 2002, the Plan was amended to allow participants to contribute up to 100% of their qualified pay, not to exceed IRS limits and to provide for additional catch-up contributions for participating employees who attain age 50 before the end of the applicable plan year.

Subsequent to December 31, 2001, the Senior Vice President of Human Resources on behalf of the Company approved the merger of the BP Savings and Investment Plan into the Plan. The merger is scheduled to take place on July 1, 2002.

EIN 36-1812780
Plan No. 001

BP EMPLOYEE SAVINGS PLAN

Schedule G, Part III - Schedule of Nonexempt Transactions

For the year ended December 31, 2001

Description of

Transactions,

Including Maturity

Date, Rate of

Relationship to Plan

Interest,

Identity of Party

Employer or Other Party

Collateral, Par, or

Involved

in Interest

Maturity Value

BP Corporation

Employer/Sponsor

Participant loan

North America Inc.

repayments of

\$770,300 for the

Plan year were

deposited 91 days

past the prescribed

time frame.

BP EMPLOYEE SAVINGS PLAN

EXHIBITS

Exhibit No.

Description

23

Consent of Independent Auditors