CALTEX

Caltex Australia Limited ACN 004 201 307

Full Financial Report 2001

Contents

Full Financial Report

This publication includes Caltex Australia Limited's Directors' Report, the Full Financial Report, and Audit Report for the year ended 31 December 2001.

It should be read in conjunction with the Caltex Australia Limited Annual Review which provides an overview of the key activities for the year ended 31 December 2001. The Annual Review includes the Report by Chairman and Managing Director, Manufacturing and Supply Review, Marketing Review, Corporate Review, Directors' Report, Corporate Governance Report, Financial Information, Shareholder Information and Statistical Information.

The Full Financial Report together with the Caltex Australia Limited Annual Review comprise the full Annual Report of Caltex Australia Limited for the year ended 31 December 2001, in accordance with the Corporations Act 2001.

The Annual Review is available from Caltex Australia Limited's Investor Relations office by request on telephone 02 9250 5595. Both the Annual Review and this report can be accessed on the company's web site at *www.caltex.com.au*.

Annual General Meeting

The 2002 Annual General Meeting of Caltex Australia Limited will be held on Thursday 2 May 2002 at 10am at the Westin Hotel, Ballroom, Basement Level, 1 Martin Place, Sydney NSW 2000.

Directors' Report

Directors' Report to the members

The directors of Caltex Australia Limited present this report for Caltex Australia Limited and its controlled entities for the year ended 31 December 2001.

Board of Directors

The board of directors of Caltex Australia Limited is currently comprised of Mr Richard (Dick) Warburton (Chair), Mr Tony Blevins (Managing Director & Chief Executive Officer), Mr Malcolm Irving, Mr Leo Lonergan, Mr Ken Watson and Mr Michael Wirth.

Directors' profiles

RFE (Dick) Warburton

Chair, Non-executive director

Date of birth: 14 December 1940
(Age: 61 years)

Dick was appointed as a non-executive director with effect from 29 July 1999 and as Chair with effect from the end of the Annual General Meeting held on 26 April 2001. Dick is the Chair of the Human Resources Committee and attends meetings of the Audit & Risk Committee in an ex-officio capacity.

External directorships

- Chair of David Jones Limited, AurionGold Limited and the Board of Taxation.
- Director of Nufarm Limited, Southcorp Limited and Tabcorp Holdings Limited.
- Member of the Reserve Bank Board and the Garvan Research Foundation.

TC (Tony) Blevins

BAccounting, BSc (Stephen F Austin State University)

Managing Director & Chief Executive Officer

Date of birth: 14 November 1943
(Age: 58 years)

Tony was appointed as the Chief Executive Officer in April 2000 and appointed Managing Director with effect from 20 April 2000.

Tony joined Texaco Inc (now part of the ChevronTexaco Group) in 1966 and held several accounting positions with the company in the USA and Europe. He also served as the General Accounting Manager, Downstream at Texaco Inc from 1988 to 1991, and then as Finance Director at Texaco Limited (UK) from 1991 to 1995. Tony was the Chief Executive Officer at Texaco Brazil SA from 1995 to March 2000.

External directorship

- Chair of the Australian Institute of Petroleum.

MG (Malcolm) Irving AM
BComm (UNSW), Hon. D.Litt (Macquarie)

Non-executive director

Date of birth: 30 October 1929
(Age: 72 years)

Malcolm was appointed as a non-executive director with effect from 1 December 1990. Malcolm is the Chair of the Audit & Risk Committee and a member of the Human Resources Committee. Malcolm previously served as Chair of Caltex Australia Limited from 30 September 1995 to 26 April 2001.

External directorships
- Chair of Cabonne Limited, Keycorp Limited, and a number of other companies.

LG (Leo) Lonergan
BSc (Victoria University, New Zealand)

Non-executive director

Date of birth: 18 July 1953
(Age: 48 years)

Leo was appointed as a non-executive director with effect from 1 July 2001, and is a member of the Audit & Risk Committee and the Human Resources Committee. Leo previously served as a non-executive director of Caltex Australia Limited from 29 January 1998 to 29 July 1999.

Leo is President, Joint Ventures and New Business Development at ChevronTexaco Global Energy Inc (formerly known as Caltex Corporation) in Singapore. He has held a number of senior management positions with companies in the ChevronTexaco Group.

KT (Ken) Watson
LLB (Sydney), LLM (Virginia)

Non-executive director

Date of birth: 6 July 1943
(Age: 58 years)

Ken was appointed as a non-executive director with effect from 9 February 1996 and is a member of the Audit & Risk Committee.

Ken is a partner of Minter Ellison, Sydney, and is admitted to practise as a solicitor in New South Wales, Victoria and Queensland.

Memberships
- Australian Mining and Petroleum Law Association.
- Australian and New Zealand Institute of Insurance and Finance.

MK (Michael) Wirth
BS (Chemical Engineering) (University of Colorado)

Non-executive director

Date of birth: 5 October 1960
(Age: 41 years)

Michael was appointed as a non-executive director with effect from 1 July 2001.

Michael is President, Marketing and Corporate Vice-President at ChevronTexaco Global Energy Inc (formerly known as Caltex Corporation) in Singapore. He has held a variety of refining and marketing positions with companies in the ChevronTexaco Group.

Meetings of Directors

The board of directors of Caltex Australia Limited formally met on 11 occasions during the year ended 31 December 2001. In addition, board papers were circulated to the directors on three other occasions, whilst a separate strategy meeting was held over two days during the year.

The Audit & Risk Committee and the Human Resources Committee each met on three occasions during the year. Special purpose committees were convened on two occasions during the year.

The number of directors' meetings and committee meetings attended by each director are set out in the following table:

Director	Board of Directors		Audit & Risk Committee		Human Resources Committee		Special Purpose Committees	
Current directors								
Mr Richard Warburton	11	(11)	3	(3)	3	(3)	1	(1)
Mr Tony Blevins	10	(11)	–	–	–	–	1	(1)
Mr Malcolm Irving	10	(11)	3	(3)	2	(3)	2	(2)
Mr Leo Lonergan	5	(5)	–	–	1	(1)	–	–
Mr Ken Watson	11	(11)	3	(3)	–	–	2	(2)
Mr Michael Wirth	5	(5)	–	–	–	–	–	–
Former directors								
Mr John Banner	6	(6)	–	–	1	(2)	–	–
Mr Joseph Bernitt	5	(6)	–	–	–	–	–	–
Mr Robert Bothwell	6	(7)	–	–	–	–	–	–
Mr Desmond Mackney	6	(6)	1	(1)	–	–	–	–
Mr Shariq Yosufzai	5	(6)	–	–	–	–	–	–

Note: (1) This table shows the number of meetings attended by each director in the year ended 31 December 2001. The number of meetings held during each director's time in office for the year is shown in brackets.

(2) Mr Johannes (Steve) de Bruyn, who served as an alternate director for Mr Banner, Mr Bernitt and Mr Yosufzai, did not attend any directors' meetings during the year.

Appointments and Resignations

During the year ended 31 December 2001:

- Mr Leo Lonergan and Mr Michael Wirth were appointed as directors with effect from 1 July 2001; and
- Mr John Banner, Mr Joseph Bernitt, Mr Desmond Mackney and Mr Shariq Yosufzai resigned as directors with effect from 1 July 2001. Also, Mr Robert Bothwell resigned as a director with effect from 27 August 2001.

As a result of the resignations of Mr Banner, Mr Bernitt and Mr Yosufzai, Mr Steve de Bruyn's appointment as an alternate director ended with effect from 1 July 2001. Mr de Bruyn has subsequently been appointed as an alternate director for Mr Lonergan and Mr Wirth with effect from 21 February 2002.

On 1 March 2002, Caltex Australia Limited announced that Mr Tony Blevins had advised the board of Caltex Australia Limited that he intended to retire. It was also announced that, subject to the finalisation of terms, Mr Jeet Bindra would be appointed as the incoming Managing Director & Chief Executive Officer.

Principal Activities

The principal activities of the consolidated entity during the year were the purchase, refining, distribution and marketing of petroleum products and the operation of convenience stores throughout Australia. There were no significant changes in the nature of the consolidated entity's activities during the year.

Consolidated Result

The consolidated net loss after income tax attributable to members of Caltex Australia Limited for the financial year amounted to $186,169,000 (2000: net profit after tax $36,062,000).

Review of Operations

For a detailed review of operations during the year, members are referred to the Report by Chairman and Managing Director (pages 3 to 5), Manufacturing and Supply Review (pages 8 to 11). Marketing Review (pages 12 to 15), Corporate Review (pages 16 to 19), and Corporate Governance Report (pages 26 to 29), which are included in the Annual Review and form part of the Directors' Report.

Directors' Report continued

Dividends Paid and Recommended

The following dividends have been paid or declared by Caltex Australia Limited since the end of the previous financial year:

As proposed and provided for in last year's annual review:	
Final dividend (fully franked at 34%) of 6 cents per share paid on 21 March 2001	$16,200,000

No dividends have been paid or proposed in respect of the current financial year.

Significant Change in State of Affairs

During the financial year the directors resolved to write off the $147.5 million balance of goodwill relating to its purchase of Pioneer International Limited's 50% interest in Caltex Australia Petroleum Pty Ltd (acquired in 1997) due to a deterioration in the economic conditions when compared to the assumptions upon which the acquisition was based.

Other than the write-off of goodwill, it is the opinion of the directors that there were no other significant changes in the state of affairs of the consolidated entity that occurred during the financial year under review.

Significant Events after Balance Date

There has not arisen in the interval between the end of the financial year and the date of this report, any item, transaction or event of a material or unusual nature likely, in the opinion of the directors of Caltex Australia Limited, to affect significantly the operations of the consolidated entity, the results of those operations or the state of affairs of the consolidated entity in subsequent financial years.

Likely Developments

The consolidated entity will continue to purchase, refine, distribute, and market petroleum products and operate convenience stores throughout Australia. The directors of Caltex Australia Limited make no further reference to other likely developments in the operations of the consolidated entity (or expected results of those operations) other than disclosed elsewhere in the Annual Review as such inclusions would, in the opinion of the directors, unreasonably prejudice the interests of the consolidated entity.

Environmental Regulations

EHS and risk management

The consolidated entity has business-focused environment, health, safety (EHS) and risk management systems in place that allow compliance with Australian laws, regulations and standards.

EHS targets are set and regular reports are prepared that allow the directors of Caltex Australia Limited to gauge the consolidated entity's performance against these targets. In addition to the directors' review, the Managing Director, General Managers and Business Unit Managers meet regularly to critically review EHS and risk performance and ensure that issues are adequately addressed.

During 2001, EHS audits were carried out by the business units to ensure compliance with relevant legislation and the standards imposed by the consolidated entity. These audits found no major non-compliance issues but did identify areas where opportunity for improvement existed. Results of all EHS management system audits along with resultant action items are reported to the Audit & Risk Committee.

Compliance

Fourteen pollution control licences were held by the consolidated entity in 2001 and they covered the three refineries, eight terminals and three depots.

Licence conditions were exceeded on seven occasions in 2001 which required notification and reporting to the relevant Government environmental agency. These breaches have been investigated and the management team remains committed to achieving 100% compliance.

Infringements and prosecutions

During 2001, there were no prosecutions against the consolidated entity under Environment, Health and Safety Law.

Strong relationships with regulatory authorities and commitment to continued improvement of EHS management systems have contributed to this positive outcome.

Further information regarding the consolidated entity's EHS systems and performance can be found in the Corporate Review on pages 16 to 19 of the Annual Review.

Directors' Interests

The relevant interests of each current director of Caltex Australia Limited in the company's share capital, as at 31 December 2001, are shown in the following table:

Director	No of shares
Mr Richard Warburton	10,000
Mr Tony Blevins	5,000
Mr Malcolm Irving	25,000
Mr Leo Lonergan	2,000
Mr Ken Watson	7,500
Mr Michael Wirth	–

No shares in Caltex Australia Limited have been acquired or sold by any current director, or by their related entities, since 31 December 2001.

The directors of Caltex Australia Limited do not hold relevant interests in any other companies in the Caltex Australia Group.

Emoluments of Directors and Senior Executives

Directors

At the Annual General Meeting of Caltex Australia Limited held in March 1998, shareholders approved an annual aggregate amount of $650,000 for non-executive directors' fees.

Within this approved aggregate amount, for the year ended 31 December 2001:

- the Chair of Caltex Australia Limited was paid at the annual rate of $150,000, inclusive of committee fees;
- fees to non-executive directors (other than the Chair) were paid at the annual rate of $50,000, plus superannuation guarantee charge (where applicable); and
- non-executive directors (other than the Chair) who served on the Audit & Risk and Human Resources Committees received an additional $5,000 for each committee membership, which increased to $10,000 for each non-executive director who served as chair of a committee.

Retirement payments to directors

Australian resident non-executive directors are entitled to a retirement payment equal to:

- one year's total emoluments, after three years of service; and
- three year's total emoluments, after nine years of service.

The retirement benefit accrues on a pro-rata basis between years three and nine.

Role of the Human Resources Committee

The Human Resources Committee is responsible for decisions on remuneration issues for senior executives of the company. Remuneration policy is designed to ensure that remuneration for senior executives is commensurate with the executive's duties, responsibilities and accountabilities, and that remuneration is market-competitive and, therefore, enables the company to attract, retain and motivate exceptional performers. Remuneration, particularly incentive-based remuneration, reflects closely the company's financial and operational performance. Specifically, senior executives may receive short-term cash bonuses and longer-term share-based incentives provided that predetermined goals and objectives, related to their own performance and the performance of the company, are achieved.

Emoluments

Details of the nature and amount of each element of the emoluments of each director of Caltex Australia Limited and each of the five most highly paid executive officers of Caltex Australia Limited and its controlled entities, are set out below:

	Directors' Fees $	Salary $	Bonus $	Super Contributions $	Non-Cash Benefits $	Retirement Plan Benefits $	Total $
Director							
Current directors							
Mr Richard Warburton	121,666	–	–	9,733	–	–	131,399
Mr Tony Blevins	–	473,940	–	–	201,588	–	675,528
Mr Malcolm Irving	93,333	–	–	–	–	–	93,333
Mr Leo Lonergan	27,500	–	–	–	–	–	27,500
Mr Kenneth Watson	55,000	–	–	2,200	–	–	57,200
Mr Michael Wirth	25,000	–	–	–	–	–	25,000
Former directors							
Mr John Banner	27,500	–	–	–	–	–	27,500
Mr Joseph Bernitt	25,000	–	–	–	–	–	25,000
Mr Robert Bothwell	33,333	–	–	2,933	–	50,147	86,413
Mr Desmond Mackney	27,500	–	–	2,200	–	109,160	138,860
Mr Shariq Yosufzai	25,000	–	–	–	–	–	25,000
Officer							
Mr Ken Bania	–	342,000	74,976	22,451	2,301	–	441,728
Mr Alex Strang	–	327,560	70,246	21,514	2,301	–	421,621
Mr Simon Hepworth	–	326,245	69,063	21,415	2,301	–	419,024
Ms Helen Conway	–	236,256	45,792	15,462	–	–	297,510
Mr Steven Parker	–	232,545	45,331	15,023	–	–	292,899

Note: Mr Steve de Bruyn, who served as an alternate director for Mr Banner, Mr Bernitt and Mr Yosufzai during the year ended 31 December 2001, did not receive a director's fee.

Directors' Report continued

In addition to the emoluments disclosed above, directors and officers are eligible to receive a discount on private fuel purchases in line with that available to all employees of the consolidated entity.

Indemnities and Insurance

Deeds of indemnity and insurance

During the year ended 31 December 2001, Caltex Australia Limited entered into deeds of indemnity and insurance with Mr Leo Lonergan and Mr Michael Wirth, who were appointed as directors during the year, and Mr John Willey, who was appointed as a secretary during the year.

Under the deeds, Caltex Australia Limited has agreed to indemnify these persons (to the extent permitted by law) on and from the date of their appointment against:

- liabilities incurred as a director or secretary of Caltex Australia Limited or a subsidiary (as the case may be), except for those incurred in relation to the matters set out in section 199A(2) of the Corporations Act 2001 (Cth); and
- reasonable legal costs incurred in defending an action for a liability or alleged liability as a director or secretary of Caltex Australia Limited or a subsidiary (as the case may be), except for those incurred in relation to the matters set out in section 199A(3) of the Corporations Act 2001 (Cth).

The total liability of Caltex Australia Limited for any single claim is limited to the company's total net assets, as disclosed in the company's most recently audited accounts prior to the claim.

Caltex Australia Limited has also agreed to effect and maintain, and pay the premium on, a directors' and officers' insurance policy on terms that are no less favourable than:

- the policies of the directors of Caltex Australia Limited and its subsidiaries; or
- if there is no policy for the directors of Caltex Australia Limited and its subsidiaries, policies typically maintained by other groups of companies that are similar to Caltex Australia Limited and its subsidiaries.

The obligation to effect and maintain, and pay the premium on, a policy continues for a period of seven years after the party has ceased to be a director or secretary (as the case may be).

This policy must not seek to insure against liabilities (other than for legal costs) arising out of:

- conduct involving a wilful breach of duty in relation to Caltex Australia Limited or a subsidiary; or
- a contravention of sections 182 or 183 of the Corporations Act 2001 (Cth).

Deeds of indemnity and insurance have previously been entered by Caltex Australia Limited with other current directors and officers, and with former directors and officers, under which similar indemnity provisions and insurance obligations apply.

Contract of insurance

The company has paid or agreed to pay a premium in respect of a contract insuring the directors and officers of the company against a liability.

The directors have not included details of the nature of the liabilities covered or the amount of the premium paid in respect of the directors' and officers' liability, as such disclosure is prohibited under the terms of the contract.

Rounding of Amounts

Caltex Australia Limited is an entity to which ASIC Class Order [CO 98/100] applies and, in accordance with the class order, amounts have been rounded off to the nearest thousand dollars, unless otherwise stated in the 2001 Concise Financial Report and the 2001 Full Financial Report.

Signed in accordance with a resolution of the board of directors of Caltex Australia Limited:

RFE Warburton
Chairman

TC Blevins
Managing Director & CEO

Sydney, 22 February 2002

Audit Report

Independent audit report to the members of Caltex Australia Limited

Scope

We have audited the financial report of Caltex Australia Limited ("the parent entity") and its controlled entities for the financial year ended 31 December 2001, consisting of the statements of financial performance, statements of financial position, statements of cash flows, accompanying notes 1 to 33, and the directors' declaration set out on pages 7 to 39. The financial report includes the consolidated financial statements of the consolidated entity, comprising the parent entity and the entities it controlled at the end of the year or from time to time during the financial year. The parent entity's directors are responsible for the financial report. We have conducted an independent audit of this financial report in order to express an opinion on it to the members of the parent entity.

Our audit has been conducted in accordance with Australian Auditing Standards to provide reasonable assurance whether the financial report is free of material misstatement. Our procedures included examination, on a test basis, of evidence supporting the amounts and other disclosures in the financial report, and the evaluation of accounting policies and significant accounting estimates. These procedures have been undertaken to form an opinion whether, in all material respects, the financial report is presented fairly in accordance with Accounting Standards and other mandatory professional reporting requirements and statutory requirements in Australia so as to present a view which is consistent with our understanding of the parent entity's and the consolidated entity's financial position, and performance as represented by the results of their operations and their cash flows.

The audit opinion expressed in this report has been formed on the above basis.

Audit opinion

In our opinion, the financial report of Caltex Australia Limited is in accordance with:

(a) the Corporations Act 2001, including:

(i) giving a true and fair view of the parent entity's and the consolidated entity's financial position as at 31 December 2001 and of their performance for the financial year ended on that date; and

(ii) complying with Accounting Standards and the Corporations Regulations 2001; and

(b) other mandatory professional reporting requirements.

SA Gatt
Partner

KPMG

Sydney, 22 February 2002

Directors' Declaration

The directors of Caltex Australia Limited ("the parent entity"), having so resolved, state that in their opinion:

1 (a) The accompanying financial statements and notes set out on pages 8 to 39 are in accordance with the Corporations Act 2001, including:

(i) giving a true and fair view of the financial position of the parent entity and of the consolidated entity as at 31 December 2001 and of their performance, as represented by the results of their operations and their cash flows, for the year ended on that date; and

(ii) complying with Accounting Standards and the Corporations Regulations 2001; and

(b) there are reasonable grounds to believe that the parent entity will be able to pay its debts as and when they become due and payable.

2 There are reasonable grounds to believe that the parent entity and the controlled entities identified in note 28 will be able to meet any obligations or liabilities to which they are, or may become, subject, by virtue of the Deed of Cross Guarantee between the company and those controlled entities pursuant to ASIC Class Order [98/1418].

Signed in accordance with a resolution of the board of directors:

RFE Warburton
Director

TC Blevins
Director

Sydney, 22 February 2002

Statement of Financial Performance

for the year ended 31 December 2001

Thousands of dollars	Note	Consolidated 2001	Consolidated 2000	Parent entity 2001	Parent entity 2000
Gross sales revenue		**7,932,222**	8,347,045	**–**	–
Product duties and taxes		**(3,236,598)**	(3,441,071)	**–**	–
Net sales revenue		**4,695,624**	4,905,974	**–**	–
Other revenue from ordinary activities	2	**200,779**	181,565	**100,991**	88,399
Revenue from ordinary activities		**4,896,403**	5,087,539	**100,991**	88,399
Changes in inventories of finished goods and inventory in process		**(78,659)**	67,670	**–**	–
Raw materials and consumables used		**(3,958,245)**	(4,252,803)	**–**	–
Employee expenses		**(180,809)**	(173,145)	**(704)**	(826)
Depreciation and amortisation expenses	3	**(272,501)**	(122,691)	**–**	–
Borrowing costs	3	**(91,105)**	(97,736)	**(78,655)**	(56,129)
Other expenses		**(534,156)**	(449,910)	**(253)**	(408)
Share of net profit or loss of associates and joint ventures accounted for using the equity method	29	**912**	1,601	**–**	–
(Loss)/profit from ordinary activities before income tax expense		**(218,160)**	60,525	**21,379**	31,036
Income tax benefit/(expense)	5	**32,638**	(23,302)	**(8,451)**	(3,052)
Net (loss)/profit		**(185,522)**	37,223	**12,928**	27,984
Net profit attributable to outside equity interest	18	**(647)**	(1,161)	**–**	–
Net (loss)/profit attributable to members of the parent entity		**(186,169)**	36,062	**12,928**	27,984
Basic earnings per share (cents per share)	7	**(69.0)**	13.4		
Diluted earnings per share (cents per share)	7	**(69.0)**	13.4		

The statement of financial performance is to be read in conjunction with the notes to the financial statements.

Statement of Financial Position

as at 31 December 2001

Thousands of dollars	Note	Consolidated 2001	Consolidated 2000	Parent entity 2001	Parent entity 2000
Current assets					
Cash assets		**–**	41,711	**–**	–
Receivables	8	**523,146**	666,290	**348,046**	29,964
Inventories	9	**492,736**	562,671	**–**	–
Tax assets		**5,738**	10,332	**–**	5,434
Other	10	**24,923**	26,366	**3,148**	2,556
Total current assets		**1,046,543**	1,307,370	**351,194**	37,954
Non-current assets					
Receivables	8	**23,443**	28,232	**1,025,000**	1,025,000
Investments accounted for using the equity method	29	**12,577**	11,345	**–**	–
Property, plant and equipment	12	**1,664,534**	1,662,458	**–**	–
Intangibles	11	**–**	158,011	**–**	–
Deferred tax assets		**–**	–	**172**	–
Other	10	**15**	15	**928,734**	928,734
Total non-current assets		**1,700,569**	1,860,061	**1,953,906**	1,953,734
Total assets		**2,747,112**	3,167,431	**2,305,100**	1,991,688
Current liabilities					
Payables	13	**466,801**	632,839	**9,172**	5,361
Interest bearing liabilities	14	**228,848**	246,616	**365,466**	48,752
Tax liabilities		**–**	–	**2,386**	–
Provisions	15	**36,891**	56,879	**–**	16,200
Total current liabilities		**732,540**	936,334	**377,024**	70,313
Non-current liabilities					
Interest bearing liabilities	14	**1,035,852**	1,036,286	**1,025,000**	1,025,000
Deferred tax liabilities		**130,561**	159,197	**–**	6,301
Provisions	15	**26,949**	26,480	**567**	493
Total non-current liabilities		**1,193,362**	1,221,963	**1,025,567**	1,031,794
Total liabilities		**1,925,902**	2,158,297	**1,402,591**	1,102,107
Net assets		**821,210**	1,009,134	**902,509**	889,581
Equity					
Contributed equity	16	**543,415**	543,415	**543,415**	543,415
Reserves	17	**–**	319,865	**–**	319,865
Retained profits	19	**270,017**	136,321	**359,094**	26,301
Parent entity interest		**813,432**	999,601	**902,509**	889,581
Outside equity interest	18	**7,778**	9,533	**–**	–
Total equity	20	**821,210**	1,009,134	**902,509**	889,581

The statement of financial position is to be read in conjunction with the notes to the financial statements.

Statement of Cash Flows

for the year ended 31 December 2001

Thousands of dollars	Note	Consolidated 2001	Consolidated 2000	Parent entity 2001	Parent entity 2000
Cash flows from operating activities					
Receipts from customers		**9,541,226**	9,047,513	**–**	–
Payments to suppliers, employees and governments		**(9,374,411)**	(8,896,306)	**(1,393)**	(335)
Dividends received		**1,080**	1,777	**12,923**	49,166
Interest received		**842**	1,254	**87,468**	61,135
Interest and other borrowing costs paid		**(87,542)**	(100,942)	**(75,417)**	(51,689)
Income taxes refunded/(paid)		**7,719**	(56,654)	**(300)**	98
Net operating cash flows	30(b)	**88,914**	(3,358)	**23,281**	58,375
Cash flows from investing activities					
Purchase of controlled entities, net of cash acquired	30(c)	**–**	622	**–**	–
Proceeds from sale of controlled entities	2	**655**	2,250	**–**	–
Purchases of property, plant and equipment		**(90,200)**	(80,557)	**–**	–
Maintenance and shutdown expenditure capitalised		**(43,854)**	–	**–**	–
Proceeds from sale of property, plant and equipment	2	**24,649**	23,001	**–**	11
Proceeds from sale of intangibles	2	**17,000**	–	**–**	–
Proceeds from sale of investments	2	**–**	120	**–**	–
Purchases of operating licences and goodwill		**(2,003)**	(1,295)	**–**	–
Loans to associates		**–**	(7,100)	**–**	–
Loans to controlled entities		**–**	–	**(323,770)**	(621,433)
Net investing cash flows		**(93,753)**	(62,959)	**(323,770)**	(621,422)
Cash flows from financing activities					
Proceeds from borrowings		**6,195,000**	8,127,000	**6,195,000**	5,509,000
Repayments of borrowings		**(6,221,000)**	(7,963,300)	**(6,010,000)**	(4,858,000)
Repayments of finance lease principal		**(2,896)**	(2,500)	**(25)**	–
Dividends paid		**(16,200)**	(64,800)	**(16,200)**	(64,800)
Net financing cash flows		**(45,096)**	96,400	**168,775**	586,200
Net (decrease)/increase in cash held		**(49,935)**	30,083	**(131,714)**	23,153
Cash at the beginning of the year		**41,711**	11,628	**(14,752)**	(37,905)
Cash at the end of the year	30(a)	**(8,224)**	41,711	**(146,466)**	(14,752)

The statement of cash flows is to be read in conjunction with the notes to the financial statements.

Notes to the Financial Statements

for the year ended 31 December 2001

1 Statement of significant accounting policies

The significant accounting policies which have been adopted in the preparation of this financial report are:

(a) Basis of preparation

The financial report is a general purpose financial report which has been prepared in accordance with Accounting Standards, Urgent Issues Group Consensus Views, other authoritative pronouncements of the Australian Accounting Standards Board and the Corporations Act 2001.

It has been prepared on the basis of historical costs and except where stated, does not take into account changing money values or current valuations of non-current assets.

These accounting policies have been consistently applied by each entity in the consolidated entity and, except where there is a change in accounting policy, are consistent with those of the previous year.

(b) Reclassification of financial information

Some line items reported in the previous financial year have been reclassified and repositioned in the financial statements as a result of the first time application on 1 January 2001 of the revised standards AASB 1018 "Statement of Financial Performance", AASB 1034 "Financial Report Presentation and Disclosures" and the new AASB 1040 "Statement of Financial Position".

Adoption of these standards has resulted in the transfer of the reconciliation of opening to closing retained profits from the face of the statement of financial performance to note 19.

The following assets and liabilities have been removed from previous classifications and are now disclosed as separate line items on the face of the statement of financial position:

- "Investments accounted for using the equity method", previously presented within "non-current investments";
- "Tax assets" as a current asset, previously presented within "current receivables"; and
- "Deferred tax liabilities", previously presented within "non-current provisions".

(c) Principles of consolidation

The consolidated financial report of the consolidated entity includes the financial report of the parent entity and its controlled entities.

Where an entity began or ceased to be controlled during the year, the results are included only from the date control commenced or up to the date control ceased. The balances and effects of transactions between controlled entities included in the consolidated financial report have been eliminated. Outside interests in the equity and results of the entities that are controlled by the consolidated entity are shown as a separate item in the consolidated financial statements.

(d) Goodwill

Goodwill, being the excess of the purchase consideration plus incidental costs over the fair value of identifiable net assets acquired on the acquisition of a controlled entity, is amortised on a straight line basis over the period during which benefits are expected to arise, but not exceeding 20 years.

The unamortised balance of goodwill is reviewed annually and where the balance exceeds the value of expected future benefits, the difference is charged to the statement of financial performance.

(e) Revenue recognition

Sales revenue

Net sales revenue comprises revenue earned (net of rebates, discounts and allowances) from the provision of products and ancillary services to entities outside the consolidated entity. Gross sales revenue includes excise and taxes collected on behalf of state and federal governments, other than goods and services tax. Sales revenue is recognised when the goods are provided, or when the fee in respect of ancillary services provided is receivable. Exchanges of goods or services of the same nature and value without any cash consideration are not recognised as revenues.

Other revenue

Dividend revenue is recognised at the date the dividend is declared. Rental, interest, royalties and franchise revenues are recognised as they accrue. The revenue and profit or loss on disposal of assets is brought to account at the date a contract of sale is signed.

(f) Foreign currency

Transactions

Foreign currency transactions are translated to Australian currency at the rates of exchange ruling at the date of the transactions. Amounts receivable and payable in foreign currencies at balance date are translated at the rates of exchange ruling on that date.

Except as outlined in note 1(o) below, exchange gains and losses are brought to account in the statement of financial performance.

Notes to the Financial Statements

for the year ended 31 December 2001 – continued

1 Statement of significant accounting policies (continued)

Hedges

Where hedge transactions are designed to hedge the purchase or sale of goods or services, exchange differences arising up to the date of purchase or sale, together with any costs or gains arising at the time of entering into the hedge, are deferred and included in the measurement of the purchase or sale. Except as outlined under note 1(o) below, any exchange differences on the hedge transaction after that date are included in the statement of financial performance.

Where a hedge transaction is terminated early and the anticipated transaction is still expected to occur, the deferred gains and losses that arose on the foreign currency hedge prior to its termination continue to be deferred and are included in the measurement of the purchase or sale value when it occurs. Where a hedge transaction is terminated early because the anticipated transaction is no longer expected to occur, deferred gains and losses that arose on the foreign currency hedge prior to its termination are included in the statement of financial performance for the period.

Non-specific hedge transactions are initially recorded at the spot rate at the date of the transaction. Hedges outstanding at balance date are translated at the rates of exchange ruling on that date and any exchange differences are brought to account in the statement of financial performance. Costs or gains at the time of entering into the hedge are deferred and amortised over the life of the hedge.

(g) Income tax

The consolidated entity adopts the income statement liability method of tax effect accounting.

The income tax expense is calculated on net profit or loss adjusted for permanent differences between taxable and accounting income. The tax effect of timing differences, which arise from items being brought to account in different periods for income tax and accounting purposes, is carried forward in the statement of financial position as a future income tax benefit or a provision for deferred income tax.

Future income tax benefits relating to timing differences are not brought to account unless realisation of the asset is assured beyond reasonable doubt. Future income tax benefits relating to entities with tax losses are only brought to account when their realisation is virtually certain. The tax effect of capital losses is not recorded unless realisation is virtually certain.

(h) Receivables

Trade receivables are carried at amounts due. The collectability of debts is assessed at balance date and provision is made for doubtful accounts.

(i) Investments

Controlled entities

Investments in controlled entities are carried in the parent entity's financial statements at the lower of cost or recoverable amount. Dividends are brought to account in the statement of financial performance when they are declared by the controlled entities.

Associated companies and partnership

An associated company or partnership is one in which the consolidated entity exercises significant influence but not control and the investment in that entity has not been acquired with a view to disposal in the near future.

In the consolidated financial statements, investments in associates and the partnership are accounted for using equity accounting principles. Investments in associates and the partnership are carried at the lower of the equity accounted amount and the recoverable amount. The consolidated entity's equity accounted share of the associates' and the partnership's net profit or loss after tax is recognised in the consolidated statement of financial performance after adjustments for revisions in depreciation of depreciable assets and amortisation of goodwill arising from adjustments made as at the date of acquisition, dissimilar accounting policies and the elimination of unrealised profits and losses on transactions between the associate or partnership and any entity in the consolidated entity or another associate of the consolidated entity.

Joint ventures

A joint venture is either an entity or operation that is jointly controlled by the consolidated entity.

Joint venture entities

In the consolidated financial statements investments in joint venture entities, including partnerships, are accounted for using equity accounting principles. Investments in joint venture entities are carried at the lower of the equity accounted amount and recoverable amount.

The consolidated entity's share of the joint venture entity's net profit or loss is recognised in the consolidated statement of financial performance from the date joint control commenced until the date joint control ceases. Other movements in reserves are recognised directly in consolidated reserves.

Joint venture operations

The consolidated entity's interest in an unincorporated joint venture is brought to account by including its proportionate share of the joint venture's assets, liabilities and expenses and the consolidated entity's revenue from the sale of its share of output on a line-by-line basis, from the date joint control commenced to the date joint control ceases.

(j) Inventories

Inventories are carried at the lower of cost and net realisable value. Cost is based on the weighted average costing principle and includes direct materials, direct labour and an appropriate proportion of variable and fixed overhead expenditure.

(k) Property, plant and equipment

Items of property, plant and equipment are initially recorded at cost and depreciated as outlined below.

Depreciation and amortisation

Items of property, plant and equipment, including buildings and leasehold property but excluding freehold land, are depreciated using the straight line method over their expected useful lives. Leasehold improvements are amortised over the shorter of the lease term or useful life.

The depreciation rates used for each class of asset are as follows:

Freehold buildings	2%	
Leasehold property	2%	or the lease period
Plant and equipment	3%-20%	
Leased plant and equipment	3%-20%	or the lease period
Hire purchase plant and equipment	4%-7%	

Assets are depreciated from the date of acquisition or, in respect of internally constructed assets, from the time an asset is completed and held ready for use.

Leased assets

Leases of property, plant and equipment under which the consolidated entity assumes substantially all the risks and benefits of ownership are classified as finance leases. Other leases are classified as operating leases.

Assets of the consolidated entity acquired under finance leases are capitalised. A lease asset and a lease liability equal to the present value of the minimum lease payments are recorded at the inception of the lease. Contingent rentals are written off as an expense of the accounting period in which they are incurred. Capitalised lease assets are amortised on a straight line basis over the term of the relevant lease, or where it is likely the consolidated entity will obtain ownership of the asset, over the life of the asset. Lease liabilities are reduced by repayments of principal. The interest components of lease payments are charged against net profit.

Payments made under operating leases are charged against net profit in equal instalments over the accounting period covered by the lease term, except where an alternative basis is more representative of the benefits to be derived from the leased property.

(l) Deferred expenditure

Material items of expenditure are deferred to the extent that it is probable that future economic benefits embodied in the expenditure will eventuate and can be measured reliably.

Deferred expenditure is amortised over the period in which the related benefits are expected to be realised.

(m) Payables

Liabilities are recognised for amounts to be paid in the future for goods and services received, whether or not billed to the parent entity or the consolidated entity. Trade accounts payable are normally settled within 60 days.

(n) Borrowings

Bank loans

Bank loans are carried on the statement of financial position at their principal amount. Interest expense is accrued at the contracted rate and included in "Other creditors and accrued expenses". Prepaid interest is included in "Prepaid and deferred expenditure".

Medium term notes

Medium term notes are recognised when issued at the par value. Interest expense is accrued at the contracted rate and included in "Other creditors and accrued expenses".

Short term notes

Short term notes are recognised when issued at the face value, with the discount on issuance amortised over the period to maturity.

(o) Derivatives

The consolidated entity is exposed to changes in interest rates, foreign exchange rates and commodity prices from its activities. The consolidated entity uses interest rate instruments, forward foreign exchange contracts, crude oil swap contracts and refiner margin swap contracts to hedge these risks. Derivative financial instruments are not held for speculative purposes. Derivative financial instruments designated as hedges are accounted for on the same basis as the underlying exposure.

Notes to the Financial Statements

for the year ended 31 December 2001 – continued

1 Statement of significant accounting policies (continued)

Interest rate instruments

Interest payments and receipts under interest rate instrument contracts are recognised on an accruals basis as an adjustment to interest expense during the period.

Forward foreign exchange contracts

The accounting for forward foreign exchange contracts is set out in note 1(f).

Refiner margin swap contracts

Tapis crude and product swap contracts are used to reduce exposure to falls in Singapore refining margins. There is no exchange of principal amounts involved in these contracts. These contracts are accounted for as specific hedges, consistent with note 1(f).

(p) Employee entitlements

Wages and salaries

The provision for employee entitlements to wages and salaries represents the amount which the consolidated entity has a present obligation to pay resulting from employees' services provided up to the balance date.

Annual leave, long service leave and retirement benefits

The provisions for employee entitlements to annual leave, long service leave and retirement benefits represent the present value of the estimated future cash outflows to be made by the employer resulting from employees' services provided up to the balance date.

Provisions for employee entitlements which are not expected to be settled within twelve months are discounted using the rates attaching to national government securities at balance date, which most closely match the terms of maturity of the related liabilities.

In determining the provisions for employee entitlements, consideration has been given to future increases in wage and salary rates, and the consolidated entity's experience with staff departures. Related on-costs have also been included in the liability.

Superannuation

The consolidated entity contributes to several defined benefit and defined contribution superannuation plans. Contributions are charged against income as they are made. Further information relating to the consolidated entity's superannuation funds is included in note 23(c).

(q) Recoverable amount of non-current assets valued on cost basis

The consolidated entity has applied AASB 1041 "Revaluation of Non-Current Assets" for the first time from 1 January 2001. This did not result in any change to the consolidated entity's accounting policies, as the carrying amounts of all non-current assets are valued on a cost basis and are reviewed at least annually to determine whether they are in excess of their recoverable amount. If the carrying amount of a non-current asset exceeds the recoverable amount, the asset is written down to the lower value. In assessing recoverable amounts, the relevant cash flows have not been discounted.

(r) Major cyclical maintenance

Major maintenance expenditure is capitalised and depreciated where it will enhance the service potential of a particular asset, otherwise it is expensed as incurred.

(s) Environmental costs

Environmental costs related to known environmental obligations under existing law are accrued when they can be reasonably estimated. Accruals are based on best available information and are adjusted as further information develops or circumstances change. Costs of future expenditures are not discounted to their present value.

Costs incurred to prevent future contamination or costs that are otherwise of a capital nature are capitalised. Costs to prepare a property for resale are capitalised where they can be recovered from expected sales proceeds. All other costs, including costs of compliance with environmental regulations and ongoing maintenance and monitoring are expensed as incurred. Recoveries from third parties are recorded as assets when their realisation is virtually certain.

(t) Goods and services tax

Revenues, expenses and assets are recognised net of the amount of goods and services tax (GST), except where the amount of GST incurred is not recoverable from the Australian Tax Office (ATO). In these circumstances the GST is recognised as part of the cost of acquisition of the asset or as part of an item of expense.

Receivables and payables are stated with the amount of GST included. The net amount of GST recoverable from, or payable to, the ATO is included as a current asset or liability in the statement of financial position. Cash flows are included in the statement of cash flows on a gross basis. The GST components of cash flows arising from investing activities which are recoverable from, or payable to, the ATO are classified as operating cash flows.

Thousands of dollars	Consolidated 2001	Consolidated 2000	Parent entity 2001	Parent entity 2000
2 Other revenue				
From operating activities				
Dividends received or due and receivable from:				
Controlled entities	**–**	–	**12,923**	27,105
Interest received or due and receivable from:				
Controlled entities	**–**	–	**87,467**	60,662
Other corporations	**842**	1,254	**1**	5
Rental income	**38,501**	45,196	**–**	–
Royalties and franchise income	**54,642**	46,014	**–**	–
Other income	**64,490**	63,730	**600**	616
From outside operating activities				
Proceeds from the sale of property, plant and equipment	**24,649**	23,001	**–**	11
Proceeds from sale of intangibles (a)	**17,000**	–	**–**	–
Proceeds from sale of controlled entities	**655**	2,250	**–**	–
Proceeds from sale of investments	**–**	120	**–**	–
	200,779	181,565	**100,991**	88,399

(a) During the year Caltex agreed to be released from its obligations with respect to a vessel chartered by the consolidated entity. The proceeds on this transaction were $17 million, and the net profit after tax was $15.8 million.

Thousands of dollars	Consolidated 2001	Consolidated 2000	Parent entity 2001	Parent entity 2000
3 Costs and expenses				
Cost of goods sold	**4,361,586**	4,418,613	**–**	–
Borrowing costs:				
Interest paid or due and payable to:				
Other corporations and persons	**89,036**	95,761	**78,630**	56,129
Finance charges on capitalised leases	**2,069**	1,975	**25**	–
	91,105	97,736	**78,655**	56,129
Depreciation of:				
Freehold buildings	**8,276**	8,308	**–**	–
Plant and equipment	**99,474**	96,641	**–**	–
	107,750	104,949	**–**	–
Amortisation of:				
Leasehold property	**5,632**	5,640	**–**	–
Leased plant and equipment	**743**	722	**–**	–
Intangibles	**158,376**	11,380	**–**	–
	164,751	17,742	**–**	–
Total depreciation and amortisation	**272,501**	122,691	**–**	–
Operating leases rental expense	**78,332**	74,267	**–**	–
Finance lease contingent rentals	**401**	58	**–**	–
Net expense from movement in provision for:				
Bad and doubtful debts	**15,580**	3,953	**–**	–
Employee entitlements	**1,610**	(2,483)	**–**	–
Net foreign exchange losses	**23,928**	43,592	**–**	–
Loss on disposal of non-current assets	**473**	533	**–**	–

4 Individually significant items

There were three significant items which affected the consolidated entity's results in 2001. These were:

(a) The directors resolved to write-off the $147.5 million balance of goodwill relating to the purchase of Pioneer International Limited's 50% interest in Caltex Australia Petroleum Pty Ltd (acquired in 1997) due to a deterioration in the economic conditions when compared to the assumptions upon which the acquisition was based (nil tax effect);

(b) A net profit before tax of $15.5 million arising from the release of obligations with respect to a vessel chartered by the consolidated entity ($15.8 million after tax); and

(c) Full provision has been made against the $11.4 million debt owed by Ansett Airlines ($8.0 million after tax).

Thousands of dollars	Consolidated 2001	Consolidated 2000	Parent entity 2001	Parent entity 2000
5 Income tax				
(a) Income tax expense				
The difference between income tax expense provided in the financial statements and the prima facie income tax expense is reconciled as follows:				
(Loss)/profit from ordinary activities before income tax expense	**(218,160)**	60,525	**21,379**	31,036
Prima facie tax thereon at 30% (2000: 34%)	**(65,448)**	20,579	**6,414**	10,552
Tax effect of permanent and other differences:				
– Rebate on dividend income	**–**	–	**(4,813)**	(9,216)
– Non-allowable depreciation and leasehold amortisation	**1,642**	2,893	**–**	–
– Amortisation of goodwill	**3,263**	3,869	**–**	–
– Goodwill write-off	**44,251**	–	**–**	–
– Share of net profit or loss of associates	**(274)**	(544)	**–**	–
– Research and development allowances	**(38)**	(43)	**–**	–
– Capital income on sale of intangibles	**(5,100)**	–	**–**	–
– Other non-allowable items	**(191)**	1,034	**583**	(100)
	(21,895)	27,788	**2,184**	1,236
Income tax (over)/under provided in prior years	**(10,743)**	(4,486)	**6,267**	1,816
Income tax (benefit)/expense attributable to net (loss)/profit	**(32,638)**	23,302	**8,451**	3,052
(b) Deferred tax assets				
(i) Future income tax benefit				
The future income tax benefit in the controlled entities, arising from tax losses that have been recognised as an asset:	**7,552**	–	**–**	–
(ii) Future income tax benefit not taken to account				
The potential future income tax benefit in the controlled entities, arising from tax losses that have not been recognised as an asset because recovery is not virtually certain:	**1,421**	1,424	**–**	–

The potential future income tax benefit will only be obtained if:

- the relevant company derives future assessable income of a nature and an amount sufficient to enable the benefit to be realised, or the benefit can be utilised by another company in the consolidated entity in accordance with Division 170 of the Income Tax Assessment Act 1997;
- the relevant company and/or the consolidated entity continues to comply with the conditions for deductibility imposed by the law; and
- no changes in tax legislation adversely affect the relevant company and/or the consolidated entity in realising the benefit.

Thousands of dollars	Consolidated 2001	Consolidated 2000	Parent entity 2001	Parent entity 2000
6 Dividends				
(a) Dividends paid and proposed				
Dividends provided for or paid by the parent entity are:				
No final dividend has been declared				
(2000: six cents per share, fully franked at 34%)	–	16,200	–	16,200
No interim dividend was paid (2000: 10 cents per share, fully franked at 34%)	–	27,000	–	27,000
	–	43,200	–	43,200
(b) Dividend franking account				
Balance of franking account at year end adjusted for franking credits arising from payment of income tax and payment of the above declared dividends				
Class C (30%) franking credits (2000: 34%)			–	26

The ability to utilise the franking credits is dependent upon there being sufficient available profits to declare dividends.

	2001	2000
7 Earnings per share		
Basic earnings per share (cents per share)	**(69.0)**	13.4
Diluted earnings per share (cents per share)	**(69.0)**	13.4

Weighted average number of ordinary shares used in the calculation of earnings per share was 270 million (2000: 270 million shares).

Thousands of dollars	Consolidated 2001	Consolidated 2000	Parent entity 2001	Parent entity 2000
8 Receivables				
Current				
Trade debtors	**417,383**	535,887	–	–
Provision for doubtful debts	**(14,229)**	(4,596)	–	–
	403,154	531,291	–	–
Controlled entities	–	–	**348,046**	29,964
Other related entities	**32,742**	51,847	–	–
Associated companies	**45,966**	44,055	–	–
Other debtors	**41,284**	39,097	–	–
	523,146	666,290	**348,046**	29,964
Non-current				
Loans to associated companies	**27,219**	27,219	–	–
Provision for non-recovery	**(10,456)**	(6,912)	–	–
	16,763	20,307	–	–
Loans to controlled entities	–	–	**1,025,000**	1,025,000
Other loans	**6,680**	7,925	–	–
	23,443	28,232	**1,025,000**	1,025,000

Notes to the Financial Statements
for the year ended 31 December 2001 – continued

Thousands of dollars	Consolidated 2001	Consolidated 2000	Parent entity 2001	Parent entity 2000
9 Inventories				
Crude oil and raw materials, at cost	**190,432**	181,487	**–**	–
Inventory in process, at cost	**53,970**	66,035	**–**	–
Finished goods, at cost	**218,628**	285,222	**–**	–
Materials and supplies, at cost	**29,706**	29,927	**–**	–
	492,736	562,671	**–**	–
10 Other assets				
Current				
Prepaid and deferred expenditure	**24,923**	26,366	**3,148**	2,556
Non-current				
Shares in other corporations, at directors' valuation	**15**	15	**928,734**	928,734
11 Intangibles				
Goodwill, at cost	**191,224**	190,053	**–**	–
Accumulated amortisation	**(191,224)**	(32,042)	**–**	–
	–	158,011	**–**	–
12 Property, plant and equipment				
Freehold land				
At cost	**416,917**	423,635	**–**	–
Buildings				
At cost	**288,321**	280,544	**–**	–
Accumulated depreciation	**(82,389)**	(74,396)	**–**	–
	205,932	206,148	**–**	–
Leasehold property				
At cost	**80,728**	78,202	**–**	–
Accumulated amortisation	**(46,761)**	(42,631)	**–**	–
	33,967	35,571	**–**	–
Plant and equipment				
At cost	**1,942,186**	1,845,268	**–**	–
Accumulated depreciation	**(1,012,293)**	(923,688)	**–**	–
	929,893	921,580	**–**	–
Leased plant and equipment				
At capitalised cost	**14,512**	14,493	**–**	–
Accumulated amortisation	**(6,600)**	(5,842)	**–**	–
	7,912	8,651	**–**	–
Capital projects in progress				
At cost	**69,913**	66,873	**–**	–
	1,664,534	1,662,458	**–**	–

Thousands of dollars	Consolidated 2001	Consolidated 2000	Parent entity 2001	Parent entity 2000

12 Property, plant and equipment (continued)

Reconciliations

Reconciliations of the carrying amounts for each class of property, plant and equipment are set out below:

Thousands of dollars	Consolidated 2001	Consolidated 2000	Parent entity 2001	Parent entity 2000
Freehold land				
Carrying amount at beginning of year	**423,635**	431,819	**–**	–
Additions	**1,676**	3,954	**–**	–
Disposals	**(9,885)**	(12,143)	**–**	–
Transfers from capital projects in progress	**1,491**	5	**–**	–
Carrying amount at end of year	**416,917**	423,635	**–**	–
Buildings				
Carrying amount at beginning of year	**206,148**	217,205	**–**	–
Additions	**2,071**	10,176	**–**	–
Disposals	**(5,474)**	(13,753)	**–**	–
Transfers from capital projects in progress	**11,463**	828	**–**	–
Depreciation	**(8,276)**	(8,308)	**–**	–
Carrying amount at end of year	**205,932**	206,148	**–**	–
Leasehold property				
Carrying amount at beginning of year	**35,571**	38,474	**–**	–
Additions	**–**	4,453	**–**	–
Disposals	**(870)**	(2,234)	**–**	–
Transfers from capital projects in progress	**4,898**	369	**–**	–
Amortisation	**(5,632)**	(5,491)	**–**	–
Carrying amount at end of year	**33,967**	35,571	**–**	–
Plant and equipment				
Carrying amount at beginning of year	**921,580**	944,994	**–**	–
Additions	**53,329**	73,017	**–**	–
Disposals	**(15,147)**	(8,704)	**–**	–
Transfers from capital projects in progress	**69,605**	8,914	**–**	–
Depreciation	**(99,474)**	(96,641)	**–**	–
Carrying amount at end of year	**929,893**	921,580	**–**	–
Leased plant and equipment				
Carrying amount at beginning of year	**8,651**	9,443	**–**	–
Additions	**4**	–	**–**	–
Disposals	**–**	(70)	**–**	–
Amortisation	**(743)**	(722)	**–**	–
Carrying amount at end of year	**7,912**	8,651	**–**	–
Capital projects in progress				
Carrying amount at beginning of year	**66,873**	61,698	**–**	–
Additions	**90,497**	15,291	**–**	–
Transfers to property, plant and equipment	**(87,457)**	(10,116)	**–**	–
Carrying amount at end of year	**69,913**	66,873	**–**	–

Notes to the Financial Statements

for the year ended 31 December 2001 – continued

12 Property, plant and equipment (continued)

Valuations

A directors' valuation as at 30 June 2000 determined that valuation of the consolidated entity's land and buildings was consistent with their book value as at that date of $634 million.

The directors' valuation was determined with reference to a valuation of a representative sample of the consolidated entity's real estate portfolio completed by independent valuation firm Edward Rushton Australia Pty Ltd. The independent valuation was based upon the market value for existing use or the market value of the assets, whichever was the more appropriate.

In determining the valuation of freehold land and buildings the directors have not taken into account the potential impact of capital gains tax.

	Consolidated		Parent entity	
Thousands of dollars	2001	2000	2001	2000
13 Payables				
Current				
Trade creditors – unsecured				
Related entities	**165,973**	117,166	**–**	–
Other corporations and persons	**177,384**	350,573	**–**	–
Other creditors and accrued expenses	**123,444**	165,100	**9,172**	5,361
	466,801	632,839	**9,172**	5,361
14 Interest bearing liabilities				
Current – unsecured				
Bank overdraft (a)	**8,224**	–	**146,466**	14,752
Short term notes (b&c)	**219,000**	195,000	**219,000**	–
Bank loans (b)	**1,100**	51,100	**–**	34,000
	228,324	246,100	**365,466**	48,752
Current – secured				
Lease liabilities (d)	**524**	516	**–**	–
	228,848	246,616	**365,466**	48,752
Non-current – unsecured				
Medium term notes (b&c)	**200,000**	200,000	**200,000**	200,000
Bank loans (b)	**825,000**	825,000	**825,000**	825,000
	1,025,000	1,025,000	**1,025,000**	1,025,000
Non-current – secured				
Lease liabilities (d)	**10,852**	11,286	**–**	–
	1,035,852	1,036,286	**1,025,000**	1,025,000

(a) Interest on bank overdrafts is charged at prevailing market rates. The weighted average interest rate for all overdrafts as at 31 December 2001 is 7.5% (2000: 9.5%).

(b) The bank loans, medium term notes and short term notes are provided by a syndicate of banks and the capital market. The majority of interest rates on these loans are on a floating rate basis. Repayment dates of the loans vary from January 2002 to September 2006. All bank loans are denominated in Australian dollars.
Under the loan agreements, the consolidated entity is required to comply with certain financial covenants which place a limitation on total external liabilities and require the consolidated entity to maintain its tangible net worth above a minimum level.

(c) In the prior year, $350 million short term notes and bank loans were classified as non-current as they were supported by long term committed standby facilities.

(d) The implicit rate of interest on finance leases is 13.96% (2000: 13.96%). Refer to note 24 for details on the timing and amount of future lease payments.

Thousands of dollars	Consolidated 2001	Consolidated 2000	Parent entity 2001	Parent entity 2000
15 Provisions				
Current				
Employee and director entitlements	**30,134**	37,809	**–**	–
Dividends declared	**–**	16,200	**–**	16,200
Other	**6,757**	2,870	**–**	–
	36,891	56,879	**–**	16,200
Non-current				
Employee and director entitlements	**26,949**	26,480	**567**	493
16 Contributed equity				
Issued capital				
270 million (2000: 270 million) ordinary shares, fully paid	**543,415**	543,415	**543,415**	543,415

Holders of ordinary shares are entitled to receive dividends as declared from time to time and are entitled to one vote per share at shareholders' meetings.

In the event of winding up of the parent entity, ordinary shareholders rank after all creditors and are fully entitled to any proceeds of liquidation.

Thousands of dollars	Consolidated 2001	Consolidated 2000	Parent entity 2001	Parent entity 2000
17 Reserves				
Capital profits reserve at the beginning of the year	**319,865**	319,865	**319,865**	319,865
Transfer of realised capital profits from reserve to retained profits	**(319,865)**	–	**(319,865)**	–
Capital profits reserve at the end of the year	**–**	319,865	**–**	319,865
18 Outside equity interests				
Outside equity interests in controlled entities comprises:				
Interest in retained profits at the beginning of the year	**4,300**	4,447	**–**	–
Interest in net profit after income tax	**647**	1,161	**–**	–
Interest in dividends provided for or paid	**(2,402)**	–	**–**	–
Interest in retained profits of partly-owned, controlled entities sold during the year	**–**	(1,308)	**–**	–
Interest in retained profits at the end of the year	**2,545**	4,300	**–**	–
Interest in share capital	**1,864**	1,864	**–**	–
Interest in reserves	**3,369**	3,369	**–**	–
	7,778	9,533	**–**	–
19 Retained profits				
Retained profits at the beginning of the year	**136,321**	143,459	**26,301**	41,517
Net (loss)/profit attributable to members of the parent entity	**(186,169)**	36,062	**12,928**	27,984
Transfer from capital profits reserve	**319,865**	–	**319,865**	–
Dividends	**–**	(43,200)	**–**	(43,200)
Retained profits at the end of the year	**270,017**	136,321	**359,094**	26,301

Notes to the Financial Statements
for the year ended 31 December 2001 – continued

Thousands of dollars	Consolidated 2001	Consolidated 2000	Parent entity 2001	Parent entity 2000
20 Total equity reconciliation				
Total equity at the beginning of the year	**1,009,134**	1,016,225	**889,581**	904,797
Total changes in parent entity's interest recognised in the statement of financial performance	**(186,169)**	36,062	**12,928**	27,984
Dividends	**–**	(43,200)	**–**	(43,200)
Total changes in outside equity interest	**(1,755)**	47	**–**	–
Total equity at the end of the year	**821,210**	1,009,134	**902,509**	889,581

21 Financial instruments

(a) Interest rate risk

Interest rate instruments

The consolidated entity enters into fixed interest rate instruments to manage cash flow risks associated with the interest rates on borrowings that are floating. Interest rate instruments allow the consolidated entity to swap floating rate borrowings into fixed rates. Maturities of swap contracts are principally between two and three years.

Each contract involves half yearly payment or receipt of the net amount of interest. At 31 December 2001 the fixed rates varied from 4.7% to 6.6% (2000: 5.8% to 6.6%), a weighted average rate of 6.0% (2000: 6.3%). The floating rates were at bank bill rates plus the consolidated entity's credit margin.

Interest rate risk exposure

The consolidated entity's exposure to interest rate risk and the effective weighted average interest rate for classes of financial assets and liabilities is set out as follows:

31 December 2001	Note	Floating interest rate	Fixed interest maturing in: One year or less	Fixed interest maturing in: Over one to five years	Fixed interest maturing in: More than five years	Non-interest bearing	Total	Weighted average interest rate
Financial assets								
Receivables	8	–	–	–	–	546,589	546,589	–
Investments	10	–	–	–	–	15	15	–
		–	–	–	–	546,604	546,604	
Financial liabilities								
Bank overdraft	14	8,224	–	–	–	–	8,224	7.50%
Payables	13	–	–	–	–	466,801	466,801	–
Employee and director entitlements	15	–	20,940	12,630	23,513	–	57,083	5.8%*
Bank loans	14	826,100	–	–	–	–	826,100	4.77%
Short and medium term notes	14	419,000	–	–	–	–	419,000	4.86%
Lease liabilities	14	–	524	2,998	7,854	–	11,376	13.96%
		1,253,324	21,464	15,628	31,367	466,801	1,788,584	
Interest rate swaps notional amount		(500,000)	250,000	250,000	–	–	–	6%

* This represents the discount rate.

Thousands of dollars

21 Financial instruments (continued)

(a) Interest rate risk (continued)

31 December 2000	Note	Floating interest rate	Fixed interest maturing in: One year or less	Over one to five years	More than five years	Non-interest bearing	Total	Weighted average interest rate
Financial assets								
Cash		41,711	–	–	–	–	41,711	6.40%
Receivables	8	–	–	–	–	694,522	694,522	–
		41,711	–	–	–	694,522	736,233	
Financial liabilities								
Payables	13	–	–	–	–	632,839	632,839	–
Dividends payable	15	–	–	–	–	16,200	16,200	–
Employee and director entitlements	15	–	39,928	7,679	16,682	–	64,289	5.5%*
Bank loans	14	876,100	–	–	–	–	876,100	6.7%
Short and medium term notes	14	334,000	61,000	–	–	–	395,000	6.75%
Lease liabilities	14	–	516	2,561	8,725	–	11,802	13.96%
		1,210,100	101,444	10,240	25,407	649,039	1,996,230	
Interest rate swaps notional amount		(425,000)	–	425,000	–	–	–	6.3%

* This represents the discount rate.

(b) Foreign exchange risk

The consolidated entity is exposed to the effect of changes in exchange rates on the margin derived by the entity. In particular, at least in the short term, the petroleum refiner margin is determined principally with reference to the US dollar denominated Singapore spot product price. The consolidated entity does not currently use financial instruments to hedge this exposure, other than as discussed in note 21(c). All trade transactions which require the sale or purchase of US dollars are covered on a spot basis. As at 31 December 2001, the total of all outstanding spot contracts amounted to $49,045,000 Australian dollars (2000: $81,689,000).

In addition, the consolidated entity, in the normal course of business, enters into transactions denominated in other currencies. To manage its foreign currency exchange exposure, the consolidated entity may enter into forward foreign exchange contracts to purchase or sell foreign currency at an exchange rate specified at the contract date, with delivery and settlement in the future.

(c) Commodity price risk

The consolidated entity uses refiner margin hedges from time to time as a hedge against movements in refiner margins. During 2001 the consolidated entity hedged approximately 1.7% (2000: 0.6%) of its finished product production. The terms of these contracts are rarely more than 12 months. The total of outstanding refiner margin hedges at 31 December 2001 is 1,200,000 barrels (2000: 400,000 barrels).

21 Financial instruments (continued)

(d) Credit risk exposures

Credit risk represents the loss that would be recognised if counterparties failed to perform as contracted.

Recognised financial instruments

The credit risk on financial assets of the consolidated entity which have been recognised on the balance sheet, is the carrying amount of trade debtors, net of provisions for doubtful debts.

The consolidated entity minimises concentrations of credit risk by undertaking transactions with a large number of customers.

Unrecognised financial instruments

Credit risk on off-balance sheet derivative contracts is minimised as counterparties are recognised financial intermediaries with acceptable credit ratings determined by a recognised rating agency.

Swap and foreign exchange contracts are subject to credit risk in relation to the relevant counterparties, which are principally large banks. Refiner margin hedges are subject to credit risk in relation to ChevronTexaco Global Energy Inc.

The maximum credit risk exposure on foreign currency contracts is the full amount of the foreign currency the consolidated entity pays when settlement occurs, should the counterparty fail to pay the amount which it is committed to pay the consolidated entity. The full amount of the exposure is disclosed at note 21(b) above.

The credit risk on swaps is limited to the positive mark to market amount to be received from counterparties over the life of contracts that are favourable to the consolidated entity. As at 31 December 2001 there is no expected credit risk on any off-balance sheet contract (2000: nil).

(e) Net fair values of financial assets and liabilities

Net fair values of recognised financial assets and liabilities approximate their carrying value.

The valuation of unrecognised financial instruments detailed below reflects the estimated amounts which the consolidated entity would expect to pay or receive to terminate the contracts (net of transaction costs) or replace the contracts at their current market rates as at the reporting date. This is based on independent market quotations and determined using standard valuation techniques.

The net fair value of unrecognised financial instruments held as at the reporting date are:

	Consolidated Asset/(Liability)	
Thousands of dollars	2001	2000
Interest rate swaps	**(9,149)**	(5,268)
Forward foreign exchange contracts	**(259)**	305
Refiner margin swaps	**2,511**	311
	(6,897)	(4,652)

	Consolidated		Parent entity	
Thousands of dollars	2001	2000	2001	2000

22 Amounts payable and receivable in foreign currencies

The Australian dollar equivalents of amounts payable or receivable in foreign currencies, not specifically hedged through the use of foreign exchange contracts, and calculated at the period end exchange rates, are as follows:

	Consolidated 2001	Consolidated 2000	Parent entity 2001	Parent entity 2000
United States dollars				
Amounts payable – current	**276,651**	316,753	**–**	–
Amounts receivable – current	**11,859**	54,869	**–**	–

Thousands of dollars	Consolidated 2001	Consolidated 2000	Parent entity 2001	Parent entity 2000
23 Employee and director entitlements				
(a) Provision for employee and director entitlements				
– Current (note 15)	**30,134**	37,809	**–**	–
– Non-current (note 15)	**26,949**	26,480	**567**	493
	57,083	64,289	**567**	493
(b) Number of employees				
Number of employees at year end	**1,558**	1,469		

(c) Superannuation commitments

The consolidated entity contributes to superannuation plans to provide benefits to employees and directors and their dependents upon retirement, disability or death. Employer contributions (where applicable) are based on a percentage of salary or directors' fees. The employer is committed to contribute to the plans as prescribed by the relevant trust deeds and relevant legislation. Details of the plans are outlined below.

Caltex Australia Superannuation Plan – CSP Division

The Caltex Australia Superannuation Plan – CSP Division is predominantly a defined benefits plan but it also includes the Retirement Account which is a defined contribution payable by the consolidated entity.

The last actuarial review was made as at 31 December 2000 by Peter R Hughes FIA, FIAA, Actuary, William M. Mercer Pty Ltd. The review concluded that the assets of the plan were sufficient to meet all benefits payable in the event of termination of the plan or the voluntary or compulsory termination of employment of each employee in the plan.

At the latest actuarial review as at 31 December 2000 the defined benefit superannuation plan details were as follows:

Thousands of dollars	Consolidated: Net market value of plan assets	Accrued benefits	Excess of plan assets over accrued benefits	Vested benefits
Caltex Australia Superannuation Plan – CSP Division	154,259	135,363	18,896	130,835

The consolidated entity is currently taking a contributions holiday in respect of pay-linked benefits, and has continued contributions in respect of the Retirement Account.

Thousands of dollars	Consolidated 2001	Consolidated 2000	Parent entity 2001	Parent entity 2000
Employer contributions to the plan	**673**	713	**–**	–
Employer contributions payable to the plan	**–**	–	**–**	–

Caltex Australia Superannuation Plan – APF Division

This is a defined contribution plan. As such there have not been any actuarial reviews of the plan. The plan benefits to members are as laid down in the trust deed. Funds are available to satisfy all vested benefits in the event of termination of the fund or the voluntary or compulsory termination of employment of each employee of the participating employers.

Employer contributions to the plan	**4,703**	3,796	**–**	–
Employer contributions payable to the plan	**–**	–	**–**	–

(d) Other benefits

The Employee Share Plan is open to all full and permanent part time employees of the main group companies (refer note 28(iii)). The plan takes advantage of the concessions available under the tax provisions and uses a salary sacrifice arrangement to acquire the shares on behalf of the employees. The administration and incidental costs of the purchases met by the consolidated entity during the year were $3,700 (2000: $11,000).

All employees of the consolidated entity are entitled to receive a discount on private fuel purchases.

	Consolidated		Parent entity	
Thousands of dollars	2001	2000	2001	2000
24 Commitments				
Capital expenditure				
Capital expenditure contracted but not provided for in the financial report and payable:				
Within one year	**6,103**	4,497	**–**	–
Lease commitments				
Finance leases				
Finance lease rentals payable are as follows:				
Within one year	**2,200**	2,133	**–**	–
Between one to five years	**8,147**	8,219	**–**	–
After five years	**11,893**	13,930	**–**	–
	22,240	24,282	**–**	–
Future finance charges	**(10,864)**	(12,480)	**–**	–
	11,376	11,802	**–**	–
Classified as:				
Current (note 14)	**524**	516	**–**	–
Non-current (note 14)	**10,852**	11,286	**–**	–
	11,376	11,802	**–**	–

The consolidated entity leases production plant under finance leases expiring from one to twelve years. At the end of the lease term the consolidated entity has the option to purchase the equipment at a price deemed to be a bargain purchase option. Some leases involve lease payments comprising a base amount plus an incremental rental. Contingent rentals are based on operating performance criteria. The amount of contingent rentals paid during the year is disclosed in note 3.

	Consolidated		Parent entity	
Thousands of dollars	2001	2000	2001	2000
Non-cancellable operating leases and other financial commitments				
Future gross payments, prior to sub-lease receipts, not provided for in the financial reports and payable:				
Within one year	**88,029**	87,567	**–**	–
Between one to five years	**299,417**	283,626	**–**	–
After five years	**177,801**	225,844	**–**	–
	565,247	597,037	**–**	–

The consolidated entity leases property under operating leases expiring from one to thirty-five years. Leases generally provide the consolidated entity with a right of renewal at which time all terms are renegotiated. Lease payments comprise mainly of a base amount, however in a few cases, include a base amount and incremental contingent rental. Contingent rentals are based on operating performance criteria. No contingent rentals were paid during the year (2000: nil).

Thousands of dollars	Consolidated 2001	2000	Parent entity 2001	2000

25 Contingent liabilities

The details and estimated maximum amounts of contingent liabilities (for which no provisions are included in the financial report) are set out below. The directors are not aware of any circumstance or information which would lead them to believe that these liabilities will crystallise and consequently no provisions are included in the financial report in respect of these matters.

(a) Legal and other claims	**2,000**	2,000	**–**	–

(b) Bank guarantees

The parent entity has granted indemnities to banks to cover bank guarantees given on behalf of controlled entities to a maximum exposure of \$8,460,000 (2000: \$7,518,000). At 31 December 2001 the total outstanding was \$2,506,000 (2000: \$3,429,000).

(c) Class order relief

Pursuant to ASIC Class Order 98/1418, relief has been granted to certain of the parent entity's wholly owned controlled entities as listed in note 28 from specific accounting and financial reporting requirements.

(d) Environmental matters

In addition to the environmental exposures already provided for in the financial statements in accordance with the consolidated entity's accounting policy, the consolidated entity may be subject to contingent liabilities as a result of environmental laws that at some time in the future may require the consolidated entity to take action to correct the environmental effect of past disposal or release of petroleum substances by the consolidated entity or by others. The amount of future cost is indeterminable due to such factors as the unknown nature of new laws, the magnitude of possible contamination, the unknown timing and extent of corrective factors that may be required, the determination of the consolidated entity's possible liability in proportion to other possible responsible parties and the extent to which such costs are recoverable from insurers.

The consolidated entity is a member of the Cristal Fund and the International Oil Pollution Compensation Fund and as such may be called upon to meet a share of the cost of future claims made to the two funds. There are no calls outstanding which the consolidated entity has not provided for and there is no indication of when future claims will occur or the amount of future claims.

(e) Merger warranties

In connection with the merger of its former petroleum and marketing business with that of Ampol Limited in 1995, the parent entity gave certain warranties regarding the financial position of its refining and marketing subsidiaries and entered into a tax indemnity deed and an environmental indemnity deed. The Tax Indemnity Deed between Pioneer International Limited (Pioneer), the parent entity and Caltex Australia Petroleum Pty Ltd entered into at the time of the merger continues in force and other merger agreements have been either terminated or varied as appropriate.

There are no existing claims under these warranties and the directors are not aware of any potential claims likely to emerge in the future.

Pioneer entered into a deed with the parent entity on 31 December 1997 under which Pioneer undertook to be liable for one-half of any tax, environmental and third party liability of any company in the Caltex Australia Petroleum Pty Ltd consolidated entity arising out of the conduct of its business in the period from 1 January 1995 to the date of completion (31 December 1997) which has not been paid or adequately provided for in the Caltex Australia Petroleum Pty Ltd accounts to the extent that the amount of such liabilities (after recoveries) exceeds \$2.5 million. Pioneer's obligation will apply for seven years for tax liabilities, eight years for environmental liabilities and two years for third party liabilities as from 31 December 1997. Pioneer's maximum potential liability under this deed is one-half of the net assets of the Caltex Australia Petroleum Pty Ltd consolidated entity as at 31 December 1997.

25 Contingent liabilities (continued)

(f) Contingent consideration amounts

Part of the consideration for the acquisition by the parent entity of the remaining 50% interest in Caltex Australia Petroleum Pty Ltd at 31 December 1997 comprised a contingent consideration amount in respect of each of the five years ending 31 December 1998 to 2002. This amount is calculated on the following basis:

- a maximum payment in each of the five years of $12 million will be payable if the Caltex Australia Petroleum Pty Ltd consolidated earnings before interest and tax after certain adjustments (EBIT) equals or exceeds the high benchmark set for that relevant year;
- no payment will be made in any year if EBIT equals or is below the relevant low benchmark in that year; and
- if the EBIT in any of the five years is between the relevant high and low benchmarks, the contingent consideration amount will be calculated on a straight line pro-rata basis.

No amount has been provided for future years in respect of this contingent consideration in these financial statements (2000: nil).

	Consolidated		Parent entity	
Dollars	2001	2000	2001	2000
26 Audit remuneration				
Payment for audit services to KPMG	**590,116**	500,400	**25,750**	25,000
Payment for other services to KPMG:				
Transaction services	**44,000**	–	**–**	–
Other assurance services	**37,898**	27,500	**–**	–
Taxation services	**79,660**	30,445	**–**	–
Real estate services	**–**	156,817	**–**	–
	161,558	214,762	**–**	–
Other services – KPMG related practices	**27,500**	–	**–**	–

27 Remuneration and retirement benefits

(a) Directors' remuneration

	Parent entity 2001 number	Parent entity 2000 number
The number of directors of the parent entity whose remuneration from the parent entity or any related party falls within the following bands is:		
$0 – $9,999	**–**	2
$20,000 – $29,999	**5**	–
$30,000 – $39,999	**–**	1
$40,000 – $49,999	**–**	1
$50,000 – $59,999	**1**	4
$60,000 – $69,999	**–**	1
$80,000 – $89,999	**1**	–
$90,000 – $99,999	**1**	–
$130,000 – $139,999	**2**	–
$140,000 – $149,999	**–**	1
$220,000 – $229,999	**–**	–
$400,000 – $409,999	**–**	1
$670,000 – $679,999	**1**	–
$2,790,000 – $2,799,999	**–**	1

	$	$
Total income paid or payable, or otherwise made available, to directors in the consolidated entity from the parent entity or any related party	**1,312,733**	3,707,395
Total income paid or payable, or otherwise made available, to all directors of each entity in the consolidated entity from the parent entity or any related party	**1,312,733**	3,707,395

(b) Directors

The board of directors of Caltex Australia Limited is currently comprised of Mr Richard (Dick) Warburton (Chair), Mr Tony Blevins (Managing Director & Chief Executive Officer), Mr Malcolm Irving, Mr Leo Lonergan, Mr Ken Watson and Mr Michael Wirth.

During the year ended 31 December 2001:

- Mr Leo Lonergan and Mr Michael Wirth were appointed as directors, with effect from 1 July 2001; and
- Mr John Banner, Mr Joseph Bernitt, Mr Desmond Mackney, and Mr Shariq Yosufzai resigned as directors with effect from 1 July 2001. Also, Mr Robert Bothwell resigned as a director with effect from 27 August 2001.

As a result of the resignations of Mr John Banner, Mr Joseph Bernitt, and Mr Shariq Yosufzai, Mr Johannes de Bruyn's appointment as an alternate director ended with effect from 1 July 2001. Mr de Bruyn has subsequently been appointed as an alternate director for Mr Lonergan and Mr Wirth with effect from 21 February 2002.

Notes to the Financial Statements

for the year ended 31 December 2001 – continued

27 Remuneration and retirement benefits (continued)

(c) Executives' remuneration

	Consolidated 2001 number	Consolidated 2000 number	Parent entity 2001 number	Parent entity 2000 number
The number of executive officers whose remuneration from the parent entity or any related party falls within the following bands:				
$110,000 – $119,999	–	3	–	–
$120,000 – $129,999	1	–	–	–
$130,000 – $139,999	–	–	–	–
$140,000 – $149,999	1	1	–	–
$150,000 – $159,999	1	3	–	–
$160,000 – $169,999	3	5	–	–
$170,000 – $179,999	2	3	–	–
$180,000 – $189,999	5	3	–	–
$190,000 – $199,999	3	3	–	–
$200,000 – $209,999	2	1	–	–
$210,000 – $219,999	1	2	–	–
$220,000 – $229,999	1	–	–	–
$230,000 – $239,999	–	–	–	–
$240,000 – $249,999	1	2	–	1
$250,000 – $259,999	2	2	–	–
$260,000 – $269,999	2	–	–	–
$270,000 – $279,999	–	–	–	–
$280,000 – $289,999	2	–	1	–
$290,000 – $299,999	2	–	1	–
$300,000 – $309,999	–	–	–	–
$340,000 – $349,999	–	1	–	1
$350,000 – $359,999	–	1	–	1
$360,000 – $369,999	–	–	–	–
$370,000 – $379,999	–	–	–	–
$380,000 – $389,999	–	1	–	1
$390,000 – $399,999	–	1	–	1
$400,000 – $409,999	–	–	–	1
$410,000 – $419,999	1	–	1	–
$420,000 – $429,999	1	–	1	–
$430,000 – $439,999	–	1	–	–
$440,000 – $449,999	1	–	1	–
$480,000 – $489,999	–	1	–	–
$650,000 – $659,999	–	1	–	–
$670,000 – $679,999	1	–	1	–
$1,230,000 – $1,239,999	–	1	–	–
$2,790,000 – $2,799,999	–	1	–	1
	$	$	$	$
Total remuneration received, or due and receivable, from the parent entity or any related party by executive officers of the consolidated entity whose income is $100,000 pa or more	**9,478,486**	12,155,148	**2,539,857**	4,912,701

	Note	% of shares held 2001	2000
28 Particulars in relation to controlled entities			
(a) Name			
Controlled entities			
Caltex Australia Finance Pty Ltd	(ii)	**100**	100
Caltex Australia Investments Pty Ltd	(ii)	**100**	100
Caltex Coal Pty Ltd	(ii)	**100**	100
Caltex Australia Custodians Pty Ltd		**100**	100
Caltex Australia Petroleum Pty Ltd	(ii), (iii)	**100**	100
Ampol Lending Pty Ltd	(ii)	**100**	100
Ampol Metro Fuels Pty Ltd	(ii)	**100**	100
Ampol Property (Holdings) Limited	(ii)	**100**	100
Ampol Bendigo Pty Ltd	(ii)	**100**	100
Australian Petroleum Holdings Pty Ltd	(ii)	**100**	100
Ampol Realty Pty Ltd	(ii)	**100**	100
Ampol Refineries (Matraville) Limited	(ii)	**100**	100
Ampol Road Pantry Pty Ltd	(ii)	**100**	100
Ampol Workshops Pty Ltd	(ii)	**100**	100
B&S Distributors Pty Ltd	(i)	**50**	50
Big Country Oils Pty Ltd	(ii)	**100**	100
Brisbane Airport Fuel Services Pty Ltd	(i)	**66.7**	66.7
Calstores Pty Ltd	(ii)	**100**	100
Caltex Australia Management Pty Ltd		**100**	100
Caltex Australia Nominees Pty Ltd		**100**	100
Caltex Lubricating Oil Refinery Pty Ltd	(ii), (iii)	**100**	100
Caltex Petroleum Pty Ltd	(ii)	**100**	100
Australian Petroleum Marine Pty Ltd	(ii)	**100**	100
Sydney Metropolitan Pipeline Pty Ltd	(i)	**60**	60
Caltex Petroleum Distributors Pty Ltd (formerly Ampol Petroleum Distributors Pty Ltd)	(ii)	**100**	100
Caltex Petroleum (Qld) Pty Ltd	(ii)	**100**	100
Caltex Petroleum (Victoria) Pty Ltd	(ii)	**100**	100
R&T Lubricants Limited	(ii)	**100**	100
Caltex Refineries (NSW) Pty Ltd	(ii), (iii)	**100**	100
Caltex Refineries (Qld) Limited	(ii), (iii)	**100**	100
Circle Petroleum (Q'land) Pty Ltd	(ii)	**100**	100
Hayport Pty Ltd	(ii)	**100**	100
Hunter Pipe Line Company Pty Ltd	(ii)	**100**	100
Jet Fuels Petroleum Distributors Pty Ltd	(ii)	**100**	100
Link Energy Pty Ltd (formerly Mopal Pty Ltd)	(ii), (iv)	**50**	100
Northern Marketing Pty Ltd	(ii)	**100**	100
Hanietee Pty Ltd	(ii)	**100**	100
Newcastle Pipe Line Company Pty Ltd	(ii)	**100**	100
Security Computer Services Pty Ltd	(ii)	**100**	100
Solo Oil Investments Pty Ltd	(ii)	**100**	100
Devorant Pty Ltd	(ii)	**100**	100
Manworth Pty Ltd	(ii)	**100**	100
Metdale Pty Ltd	(ii)	**100**	100
Solo Oil Leasing Pty Ltd	(ii)	**100**	100
Southern Cross Petroleum Pty Ltd	(ii)	**100**	100

Notes to the Financial Statements
for the year ended 31 December 2001 – continued

	Note	% of shares held 2001	2000
28 Particulars in relation to controlled entities (continued)			
Solo Oil Limited	(ii)	**100**	100
Brooklyn Bagel (Systems) Pty Ltd	(ii)	**100**	100
Carmonott Constructions Pty Ltd	(ii)	**100**	100
Chapmore Pty Ltd	(ii)	**100**	100
Ditta (Service Station) Pty Ltd	(ii)	**100**	100
First Bildarama Pty Ltd	(ii)	**100**	100
Grosvenor Constructions Pty Ltd	(ii)	**100**	100
Kanegood Pty Ltd	(ii)	**100**	100
Leberg Holdings Pty Ltd	(ii)	**100**	100
Liglen Pty Ltd	(ii)	**100**	100
Matland Holdings Pty Ltd	(ii)	**100**	100
Pagold Holdings Pty Ltd	(ii)	**100**	100
Petroleum Leasing Unit Trust		**100**	100
Petroleum Properties Unit Trust		**100**	100
Pruland Holdings Pty Ltd	(ii)	**100**	100
Ruzack Nominees Pty Ltd	(ii)	**100**	100
Solo Oil Australia Pty Ltd	(ii)	**100**	100
Solo Oil Corporation Pty Ltd	(ii)	**100**	100
Solo Petroleum Pty Ltd	(ii)	**100**	100
Solo Rent A Car Pty Ltd	(ii)	**100**	100
Sunrise Transport Pty Ltd	(ii)	**100**	100
Wildbank Pty Ltd	(ii)	**100**	100
South Coast Oils Pty Ltd	(ii)	**100**	100
Southern Cross Service Pty Ltd	(ii)	**100**	100
Teraco Pty Ltd	(i)	**50**	50
Travelmate.com.au Pty Ltd	(ii)	**100**	100
Tulloch Petroleum Services Pty Ltd	(ii)	**100**	100
Western Fuel Distributors Pty Ltd	(i)	**50**	50

All controlled entities are incorporated in Australia.

(i) These entities have been included as controlled entities in accordance with Australian Accounting Standard AASB 1024. Control exists because a company within the consolidated entity has the ability to dominate the composition of their boards of directors, or enjoys the majority of the benefits and is exposed to the majority of the risks of these entities.

(ii) These companies are parties to a Deed of Cross Guarantee ("Deed") with Caltex Australia Limited and each other. There are no other parties to the Deed. As parties to the Deed, and by virtue of ASIC Class Order [CO 98/1418], these companies are relieved from complying with certain requirements of the Corporations Act 2001 (Cth). Also, in the event of a winding up of a party to the Deed, the debts (in full) of that party are guaranteed by each other party to the Deed.

A consolidated statement of financial performance and a consolidated statement of financial position, comprising Caltex Australia Limited and each of the companies, after eliminating all intercompany transactions, are set out on the following page.

* Link Energy Pty Ltd is to be removed as a party to the Deed in 2002. No companies have been added as parties to the Deed during the year ended 31 December 2001, or since 31 December 2001.

(iii) Employees of these companies may be eligible to participate in the Caltex Australia employee share plan (refer note 23(d)).

(iv) On 7 September 2001, the consolidated entity's interest in Link Energy Pty Ltd (formerly Mopal Pty Ltd) was reduced to 50%.

Thousands of dollars	2001	2000
28 Particulars in relation to controlled entities (continued)		
(b) Statement of Financial Performance		
(Loss)/profit before income tax expense	**(218,277)**	56,828
Income tax benefit/(expense)	**32,954**	(22,456)
Net (loss)/profit	**(185,323)**	34,372
Retained profits at the beginning of the year	**131,463**	140,291
Dividends provided for or paid	**–**	(43,200)
Dividends received	**3,600**	–
Transfer from capital profits reserve	**319,865**	–
Retained profits at the end of the year	**269,605**	131,463
(c) Statement of Financial Position		
Current assets		
Cash	**–**	39,346
Receivables	**511,096**	649,186
Inventories	**492,736**	562,662
Tax assets	**20,277**	10,322
Other	**24,886**	26,347
Total current assets	**1,048,995**	1,287,863
Non-current assets		
Receivables	**22,976**	29,222
Investments	**36,531**	35,314
Property, plant and equipment	**1,644,368**	1,641,667
Intangibles	**–**	155,904
Other	**15**	–
Total non-current assets	**1,703,890**	1,862,107
Total assets	**2,752,885**	3,149,970
Current liabilities		
Payables	**465,643**	631,900
Interest bearing liabilities	**229,824**	245,516
Provisions	**36,732**	56,455
Total current liabilities	**732,199**	933,871
Non-current liabilities		
Interest bearing liabilities	**1,035,852**	1,036,286
Deferred tax liabilities	**145,265**	26,157
Provisions	**26,549**	158,913
Total non-current liabilities	**1,207,666**	1,221,356
Total liabilities	**1,939,865**	2,155,227
Net assets	**813,020**	994,743
Equity		
Contributed equity	**543,415**	543,415
Reserves	**–**	319,865
Retained profits	**269,605**	131,463
Total equity	**813,020**	994,743

The movement in entities participating in the class order is shown in note 28(ii).

29 Investments accounted for using the equity method

	Ownership interest 2001 %	Ownership interest 2000 %	Balance date	Investment carrying amount 2001 $000	Investment carrying amount 2000 $000
Airport Fuel Services Pty Ltd	**40**	40	31 December	**769**	769
Australasian Lubricants Manufacturing Company Pty Ltd	**50**	50	31 December	**–**	–
Bowen Petroleum Services Pty Ltd	**50**	50	31 December	**2,997**	3,111
Cairns Airport Refuelling Service Pty Ltd	**25**	25	31 December	**–**	–
Cooper & Dysart Pty Ltd	**50**	50	31 December	**1,976**	1,859
Geraldton Fuel Company Pty Ltd (formerly Hyworth Pty Ltd)	**50**	50	31 December	**1,152**	1,057
Jayvee Petroleum Pty Ltd	**50**	50	31 December	**464**	354
Jenessa Holdings Pty Ltd	**50**	–	30 June	**–**	–
Link Energy Pty Ltd (formerly Mopal Pty Ltd)	**50**	100	31 December	**1,589**	–
Northern Marketing Management Pty Ltd	**37.5**	37.5	30 June	**–**	–
Northern Marketing Partnership	**37.5**	37.5	30 June	**2,038**	2,364
R&JK Petroleum Pty Ltd	**50**	50	31 December	**770**	803
South Coast Fuels Pty Ltd	**50**	50	31 December	**450**	669
South East Queensland Fuels Pty Ltd	**50**	50	31 December	**372**	359
South East Queensland Fuels Unit Trust	**50**	50	31 December	**–**	–
Vitalgas Pty Ltd	**50**	50	31 December	**–**	–
				12,577	11,345

These companies are principally concerned with the sale, marketing and/or distribution of fuel products.

Thousands of dollars	Consolidated 2001	Consolidated 2000
Results of associates		
Share of associates' profit before income tax expense	**1,892**	2,773
Share of associates' income tax expense	**(662)**	(1,079)
Share of associates' net profit	**1,230**	1,694
Amortisation of goodwill	**(114)**	(93)
Goodwill write off	**(204)**	–
Share of associates' net profit – equity accounted	**912**	1,601
Share of post acquisition retained profits attributable to associates		
Share of associates' retained profits at the beginning of the year	**284**	460
Share of associates' net profit	**912**	1,601
Dividends from associates	**(1,080)**	(1,777)
Share of associates' retained profits at the end of the year	**116**	284
Movement in the carrying amount of investments		
Investments in associates at the beginning of the year	**11,345**	10,553
Share of associates' net profits	**912**	1,601
Dividends from associates	**(1,080)**	(1,777)
Investment in Hyworth Pty Ltd transferred from controlled entities	**–**	973
Disposal of investment in Australian International Manufacturing Company Pty Ltd	**–**	(5)
Investment in Link Energy Pty Ltd (formerly Mopal Pty Ltd) transferred from controlled entities	**1,400**	–
Investments in associates at the end of the year	**12,577**	11,345

Thousands of dollars	Consolidated 2001	Consolidated 2000	Parent entity 2001	Parent entity 2000
29 Investments accounted for using the equity method (continued)				
Commitments				
Share of associated entities' capital expenditure contracted but not provided for in the financial report and payable:				
Within one year	**55**	143	**–**	–
Share of associated entities' operating lease commitments not provided for in the financial report and payable:				
Within one year	**704**	124	**–**	–
Between one to five years	**1,971**	474	**–**	–
After five years	**–**	3	**–**	–
	2,675	601	**–**	–
Share of associated entities' finance lease commitments not provided for in the financial report and payable:				
Within one year	**603**	–	**–**	–
Between one to five years	**1,466**	–	**–**	–
After five years	**–**	–	**–**	–
	2,069	–	**–**	–
Future finance charges	**(162)**	–	**–**	–
	1,907	–	**–**	–
Contingent liabilities:				
Share of associates' contingent liabilities				
Secured overdrafts	**1,650**	–	**–**	–

Notes to the Financial Statements
for the year ended 31 December 2001 – continued

Thousands of dollars	Consolidated 2001	Consolidated 2000	Parent entity 2001	Parent entity 2000
30 Notes to the statement of cash flows				
(a) Reconciliation of cash				
For the purposes of the statement of cash flows, cash includes:				
Cash at bank and on hand, net of bank overdrafts offset	**(8,224)**	41,711	**(146,466)**	(14,752)
(b) Reconciliation of net (loss)/profit after income tax to net operating cash flows				
Net (loss)/profit after income tax	**(185,522)**	37,223	**12,928**	27,984
Add/(less) items classified as investing/financing activities				
(Profit)/Loss on sale of non-current assets and intangibles	**(15,328)**	533	**–**	1
Finance charges and contingent rentals on capitalised leases	**2,470**	2,033	**25**	–
Add/(less) non-cash items				
Depreciation	**107,750**	104,949	**–**	–
Amortisation	**164,751**	17,742	**–**	–
Amounts set aside to provisions	**17,190**	1,470	**–**	–
Unrealised exchange	**9,172**	–	**–**	–
Share of associates' net profit net of dividend received	**168**	176	**–**	–
Increase/(decrease) in deferred tax liability	**(28,636)**	7,984	**(6,473)**	6,301
Net cash from operating activities before changes in assets and liabilities	**72,015**	172,110	**6,480**	34,286
Changes in assets and liabilities net of the effects of the purchase of controlled entities:				
(Increase)/decrease in trade and other debtors	**119,855**	(142,946)	**5,688**	(159)
(Increase)/decrease in dividends receivable	**–**	–	**–**	22,061
(Increase)/decrease in inventories	**69,935**	(100,664)	**–**	–
(Increase)/decrease in prepaid and deferred expenditure	**1,443**	30,094	**(592)**	708
Increase/(decrease) in trade and other creditors	**(173,246)**	102,820	**3,811**	4,439
Increase/(decrease) in income tax payable	**4,594**	(38,997)	**7,820**	(3,151)
Increase/(decrease) in provisions	**(5,682)**	(25,775)	**74**	191
Net operating cash flows	**88,914**	(3,358)	**23,281**	58,375

Thousands of dollars	Consolidated 2001	Consolidated 2000	Parent entity 2001	Parent entity 2000
(c) Acquisitions of controlled entities				
There were no acquisitions of controlled entities in the year ended 31 December 2001. In 2000 the consolidated entity's ownership of Brisbane Airport Fuel Services Pty Ltd increased by 27% to 67% after that entity was restructured. Details of the acquisition are as follows:				
Consideration	**–**	–	**–**	–
Cash balance included in net assets acquired	**–**	(622)	**–**	–
Intercompany loan	**–**	–	**–**	–
Cash paid/(received) for purchase of controlled entity	**–**	(622)	**–**	–
Fair value of net assets acquired:				
Trade debtors	**–**	422	**–**	–
Property, plant and equipment	**–**	867	**–**	–
Other assets	**–**	376	**–**	–
Bank loan	**–**	(1,100)	**–**	–
Other creditors and accruals	**–**	(717)	**–**	–
Provisions	**–**	(486)	**–**	–
Outside equity interest	**–**	16	**–**	–
Fair value of net assets acquired	**–**	(622)	**–**	–
Intercompany loan	**–**	–	**–**	–
Total cash consideration	**–**	(622)	**–**	–
(d) Disposals of controlled entities				
On 7 September 2001 the consolidated entity disposed of 50% of its interest in Link Energy Pty Ltd (formerly Mopal Pty Ltd), leaving a 50% ownership. The operating results of Link Energy have been included to these dates in the net profit. In the year ended 31 December 2000 the consolidated entity disposed of its share of Talcor Pty Ltd and 50% of its interest in Hyworth Pty Ltd – leaving a 50% ownership. Details of the disposals are as follows (in aggregate):				
Consideration (cash)	**655**	2,250	**–**	–
Fair value of net assets disposed:				
Trade debtors	**–**	724	**–**	–
Inventory	**–**	844	**–**	–
Property, plant and equipment	**1,860**	1,766	**–**	–
Other assets	**195**	1,273	**–**	–
Other creditors and accruals	**–**	(196)	**–**	–
Provisions	**–**	(153)	**–**	–
Outside equity interest	**–**	(1,035)	**–**	–
	2,055	3,223	**–**	–
Investment in associate acquired	**(1,400)**	(973)	**–**	–
	655	2,250	**–**	–

Notes to the Financial Statements

for the year ended 31 December 2001 – continued

Thousands of dollars	Consolidated 2001	Consolidated 2000	Parent entity 2001	Parent entity 2000
31 Financing arrangements				
The consolidated entity has access to the following lines of credit:				
Total facilities available:				
Bank overdrafts	**30,000**	30,000	**30,000**	30,000
Bank loans & capital markets	**1,438,000**	1,637,100	**1,425,000**	1,475,000
	1,468,000	1,667,100	**1,455,000**	1,505,000
Facilities utilised at balance date:				
Bank overdrafts	**8,224**	–	**30,000**	14,752
Bank loans & capital markets	**1,256,476**	1,271,100	**1,244,000**	1,059,000
	1,264,700	1,271,100	**1,274,000**	1,073,752
Facilities not utilised at balance date:				
Bank overdrafts	**21,776**	30,000	**–**	15,248
Bank loans & capital markets	**181,524**	366,000	**181,000**	416,000
	203,300	396,000	**181,000**	431,248

These facilities are unsecured and have an average maturity of 1.8 years (2000: 2.3 years).

32 Related party information

(a) Directors

The names of persons who were directors of Caltex Australia Limited are set out in note 27, together with information on their remuneration.

No director had entered into a material contract or loan with the parent entity or consolidated entity during the year ended 31 December 2001 other than those disclosed in notes 27.

(b) Directors' holdings of shares

At 31 December 2001, the directors of Caltex Australia Limited had relevant interests in 49,500 fully paid ordinary shares in Caltex Australia Limited (in total). No shares have been acquired or sold by any director, or by their related entities, since 31 December 2001.

The directors appointed during the year ended 31 December 2001 held 2,000 fully paid ordinary shares at the time of their appointments, whilst directors who resigned during the year held 15,000 fully paid ordinary shares at the time of their resignations.

(c) Other director transactions

Minter Ellison, of which Mr Ken Watson is a partner, provides legal advice and services to the parent entity and its controlled entities. For the year ended 31 December 2001, Minter Ellison received, or was due to receive, fees totalling $294,000. Minter Ellison received fees of $805,000 in respect of the year ended 31 December 2000.

No other transactions were entered into during the year ended 31 December 2001 by the parent entity, nor any of its controlled entities, with any of the directors of Caltex Australia Limited.

During the year ended 31 December 2000, the consolidated entity purchased goods of $32,000 from Sandra Blackburne Designs Pty Ltd, a related entity of Dr Ian Blackburne, then a director of Caltex Australia Limited.

(d) Controlled entities

Details of dividends, interest received or receivable and service fees from controlled entities are set out in note 2.

The amounts receivable and payable to or by Caltex Australia Limited and its controlled entities are included in notes 8 and 13. Details of controlled entities are set out in note 28.

32 Related party information (continued)

(e) Other related entities

ChevronTexaco Global Energy Inc (formerly Caltex Corporation), holds a 50% interest in Caltex Australia Limited. Transactions with ChevronTexaco Global Energy Inc are summarised below.

The consolidated entity paid $888,000 (2000: $349,000) to ChevronTexaco Global Energy Inc and its related entities for technical service fees. The consolidated entity received $4,360,000 (2000: $1,898,000) for technical service fees. These fees are in the ordinary course of business and on normal commercial terms and conditions.

The consolidated entity paid $4,734,000 (2000: $2,457,000) to ChevronTexaco Global Energy Inc and its related entities, including Traders Insurance Limited for insurance coverage. Current receivables from other related entities includes an interim insurance claim receivable of $27,251,000 (2000: $37,500,000) from Traders Insurance Limited. Dealings with Traders Insurance Limited are under normal commercial terms and conditions.

The consolidated entity purchased crude oil, other refinery feedstocks and petroleum products from ChevronTexaco Global Energy Inc, its shareholders Texaco Overseas Holdings Inc and Transocean Chevron Company and related entities of those corporations of $2,143,213,000 (2000: $2,313,799,000). The consolidated entity sold crude oil, other refinery feedstocks and petroleum products to these entities of $194,018,000 (2000: $368,794,000). These purchases and sales are in the ordinary course of business and on arms length commercial terms and conditions.

The consolidated entity entered into refiner margin hedges with ChevronTexaco Global Energy Inc during the year, open hedges at 31 December 2001 were $2,469,000 (2000: $311,000). Dealings with ChevronTexaco Global Energy Inc are under normal commercial terms and conditions.

Amounts receivable from and payable to other related entities are set out in notes 8 and 13 respectively.

(f) Associated companies

During the year ended 31 December 2001 the consolidated entity had a provision of $10,456,000 (2000: $6,912,000) against trade receivables from Vitalgas Pty Ltd. Transactions with associated companies are in the ordinary course of business and on normal commercial terms and conditions.

The consolidated entity sold petroleum products to associates totalling $618,693,000 (2000: $619,567,000). The consolidated entity purchased petroleum products from associates of $80,476,000 (2000: $72,698,000). The consolidated entity received income from associates for rental income, service fees, site fees, operating leases and licence fees of $11,688,000 (2000: $13,253,000). The consolidated entity paid service fee income to associates of $3,393,000 (2000: $5,112,000).

Details of associated entities are set out in note 29. Amounts receivable from associates are set out in note 8. Dividend income from associates is shown in note 29.

33 Segment report

The consolidated entity operates within one geographic region – Australia. The consolidated entity's activity is in the oil industry through the purchase, refining, distribution and marketing of petroleum products and the operation of convenience stores.

Directory

Corporate Offices

Caltex Australia Limited

ABN 40 004 201 307
Level 12, MLC Centre
19-29 Martin Place
Sydney NSW 2000
Australia

Mail GPO Box 3916
Sydney NSW 2001
Australia

Telephone:	02 9250 5000
Facsimile:	02 9250 5742

Web site: *www.caltex.com.au*

Share Registry

Computershare Investor Services Pty Limited
GPO Box 7045
Sydney NSW 1115
Australia

Tollfree: (enquiries within Australia)	1300 850 505
Telephone: (enquiries outside Australia)	61 3 9611 5711
Facsimile:	02 8234 5050

Web site: *www.computershare.com*

Refineries

Caltex Refineries (Qld) Ltd

ABN 46 008 425 581
South Street
Lytton Qld 4178

Telephone:	07 3362 7555
Facsimile:	07 3362 7111
Environmental hotline:	1800 675 487

Caltex Refineries (NSW) Pty Ltd

ABN 19 000 108 725
Solander Street
Kurnell NSW 2231

Telephone:	02 9668 1111
Facsimile:	02 9668 1188
Community hotline:	02 9668 1244

Caltex Lubricating Oil Refinery Pty Ltd

ABN 44 000 352 205
Sir Joseph Banks Drive
Kurnell NSW 2231

Telephone:	02 9668 1111
Facsimile:	02 9668 1188

Marketing Offices

New South Wales

Caltex Banksmeadow Terminal
Penrhyn Road
Banksmeadow NSW 2019

Telephone:	02 9695 3600
Facsimile:	02 9666 5737

Queensland/Northern Territory

Caltex Lytton Terminal
Tanker Street, off Port Drive
Lytton Qld 4178

Telephone:	07 3877 7333
Facsimile:	07 3877 7464

Victoria/South Australia/Tasmania

Caltex Newport Terminal
Douglas Parade
Newport Vic 3015

Telephone:	03 9287 9555
Facsimile:	03 9287 9572

Western Australia

Caltex Fremantle Terminal
85 Bracks Street
North Fremantle WA 6159

Telephone:	08 9430 2888
Facsimile:	08 9335 3062

Customer Support

Feedback Line (complaints, compliments and suggestions) Mon-Fri 8.30am to 5.00pm (EST)	1800 240 398
Card Support Centre Card enquiries 24 hours/seven days	1300 365 096
Lubelink Mon-Fri 8.00 am to 6.00 pm (EST)	1300 364 169

Production Caltex Corporate Affairs **Design** Designate Corporate Design **Printing** RT Kelly Pty Limited