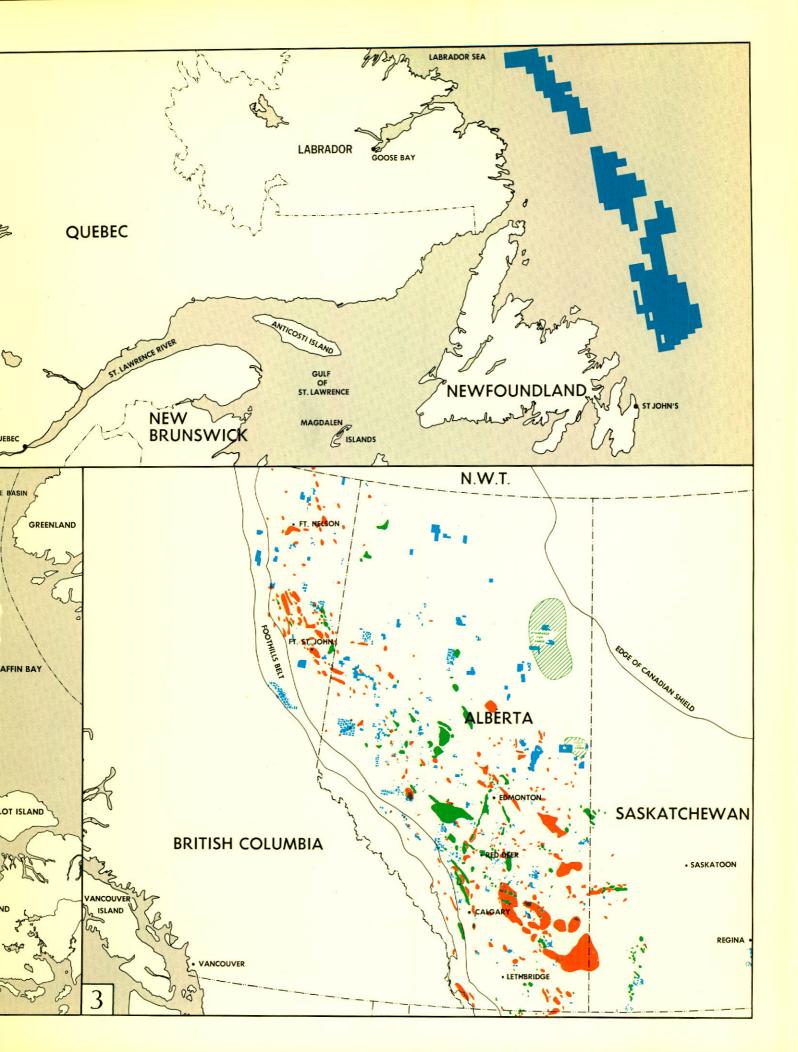


BP Canada Limited **BP**



Annual Report 1971



BP Canada Limited: Exploration and Production Areas

1. Arctic Islands

BP Canada is actively exploring its substantial acreage in the Arctic Islands. The map shows the location of the two wells currently being drilled on Prince Patrick and Graham Islands and of the third well (Hotspur J-20), on Vanier Island, which was drilled to 12,584 feet.

2. East Coast

A \$25 million exploration programme is planned on the 12.7 million acres of Federal permits held by the Company off the coasts of Newfoundland and Labrador. Seismic work will begin this summer and drilling is expected to start in 1973 or 1974.

3. Western Provinces

There was no slackening in the Company's efforts to find fresh reserves in the established western oil regions. BP companies drilled 61 exploratory and 42 development wells in 1971, of which 13 exploratory and 23 development wells were successful.

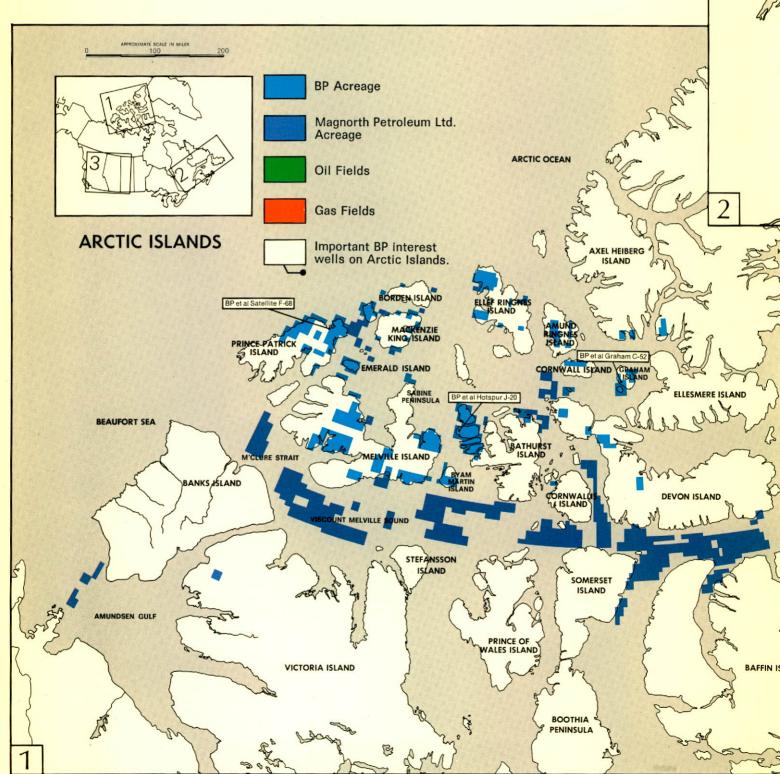


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Front Cover: BP and Supertest gasoline pumps side by side symbolize the merging of the two companies and emphasize the resultant marketing strength of the new BP Canada Limited.

Executive Offices

BP Canada Limited, BP Oil Limited. BP Refinery Canada Limited, 1245 Sherbrooke Street West, Montreal 109, Quebec

Supertest Division, BP Canada Limited, 245 Pall Mall Street, London, Ontario BP Oil and Gas Ltd., 335 - 8th Avenue S.W., Calgary, Alberta

Refineries

Montreal Refinery, Ville d'Anjou, Quebec Trafalgar Refinery, Oakville, Ontario

Transfer Agent and Registrar

Canada Trust Toronto Montreal

Stock Exchange Listings

Toronto -Montreal



Highlights of the Year 1971

with 1970 figures shown on a comparable basis

Financial	1971	1970	% change
	(The	ousands of dolla	irs)
Revenue — sales and services	\$257,666	\$235,019	+ 9.6
Net revenue	244,690	223,082	+ 9.7
Total funds derived from			
operations	37,241	29,187	+27.6
Net income for the year	15,347	10,857	+41.4
Net income per share	88¢	62¢	+41.4
Working capital at end of year	18,255	17,756	+ 2.8
Additions to property,			
plant, and equipment	29,729	26,810	+10.9
Long term debt at end of year	65,184	74,984	-13.1
Shareholders investment			
at end of year	203,254	187,041	+ 8.7
Total assets at end of year	357,125	344,029	+ 3.8
Operating			
Operating	(Barre	Is per calendar	dayl
Defined and betterline	and the second second second	A CONTRACTOR CONTRACTOR	The state of the s
Refined product sales	94,400	96,431	- 2.1
Crude oil processed at refineries	99,079	100,000	- 0.9
Net production of crude oil			
and natural gas liquids	22,132	21,326	+ 3.8
	(Thousands of	cubic feet per c	alendar day)
Net sales of natural gas	80,125	77,660	+ 3.2



R.M. Fowler (left), Chairman of the Board and D.F. Mitchell, President, discuss plans for the expansion of the Company's Trafalgar Refinery.

COL. J. GORDON THOMPSON, C.D. - Honorary Chairman

Board of Directors

R. W. ADAM – New York President, BP North America Inc.

D. W. K. BARKER – London, England A Managing Director, The British Petroleum Company Limited (retired 31.3.1972)

A. F. DOWN, O.B.E., M.C. – London, England A Deputy Chairman, The British Petroleum Company Limited

R. M. FOWLER – Montreal President, Canadian Pulp and Paper Association (retired 31.1.1972)

R. W. D. HANBIDGE – Montreal Executive Vice-President, BP Canada Limited

F. A. McKINNON - Calgary President, BP Oil and Gas Ltd. D. F. MITCHELL – Montreal President, BP Canada Limited

J. H. MOORE – London, Ontario Chairman of the Board, John Labatt Ltd. President, Brascan Limited

Hon. M. SAUVE, P.C. – Montreal Vice-President, Consolidated-Bathurst Ltd.

D. E. C. STEEL, D.S.O., M.C. – London, England A Managing Director, The British Petroleum Company Limited

J. ALLYN TAYLOR – London, Ontario Chairman and President, Canada Trust

JAMES G. THOMPSON – London, Ontario President, Corlon Investments Limited

Senior Officers

R. M. FOWLER, Chairman of the Board

D. F. MITCHELL, President

R. W. D. HANBIDGE, Executive Vice-President

L. E. BARCHARD, Vice-President - Supply

J. A. BARCLAY, Vice-President - Refining J. LANGELIER, Q.C. Vice-President – Legal

R. W. MITCHELL, M.B.E., Q.C., Vice-President (London) and Secretary

D. C. SMITH, Vice-President – Finance and Treasurer

F. A. McKINNON, President, BP Oil and Gas Ltd.

Report to the Shareholders

I am pleased to present this Annual Report, the first to be produced for the new BP Canada Limited following the merger, in December, 1971, of BP's petroleum interests in Canada with those of Supertest.

Your Company is now firmly established as a major marketer and refiner of petroleum products in Ontario and Quebec, is well placed as a producer of oil and gas in Western Canada, and has an important stake in the exploration activity rapidly gaining momentum in Canada's Frontier areas.

The consolidated net income of BP Canada Limited in 1971 rose 41% over the comparable figure for 1970 to \$15,347,000. Sales of petroleum products averaged 94,400 barrels per day. Production of crude oil and natural gas liquids averaged 22,132 barrels per day, while sales of natural gas increased to 80.1 million cubic feet per day. Sulphur production rose to 117,605 tons per annum: however, market conditions remained extremely depressed and, as a result, more than 50% of the production was added to stockpile.

Looking to the future, work is now proceeding to add 40,000 barrels per day to the capacity of Trafalgar Refinery at Oakville, Ontario. These new facilities are scheduled to be in operation towards the end of 1974. They will enable Trafalgar Refinery to manufacture all the major petroleum products to be marketed in Ontario under the BP and Supertest brands.

Substantial gains in efficiency are expected to result from the merger of BP's and Supertest's businesses. Improvements are progressively being introduced, but it will undoubtedly be some time before the full benefits of rationalization can be realised.

In Western Canada, the offices of Supertest Investments and Petroleum have been closed. The management of this subsidiary company, which now contains virtually all the wholly-owned exploration and production interests of your Company, has been entrusted to your partially-owned subsidiary, BP Oil and Gas Ltd.

In common with other members of the oil industry, your Company, in 1971, experienced sharply increased costs for both purchased domestic and imported crude oils as well as for materials, services, and salaries and wages. Although product prices, both in Ontario and Quebec, have risen somewhat in response to these increased costs, further increases are inevitable if the industry is to be in a position to meet future anticipated cost escalation, its growing obligations in the field of environmental protection and the urgent necessity of discovering new sources of oil and gas. Of one thing there can be little doubt, the Canadian oil industry can look forward to an assured market for all the oil and gas it can produce.

It is with deep regret that I have to record that Mr. J. L. Stewart, M.B.E., Q.C., a senior partner of Fraser & Beatty, Toronto, died suddenly on December 6, 1971. Mr. Stewart had been closely associated with BP from the start of its operations in Canada both as counsel and more recently as a Director of BP Canadian Holdings Limited. He had been nominated as a member of your Board, but his untimely death prevented his assuming this office. His experience, advice, and judgement will be sadly missed.

Finally, on your behalf and that of the Board, I wish to thank the Company's employees, agents and dealers for all their efforts during a difficult, though successful, year.

Turalita

D. F. Mitchell President

April, 1972.

Corporate Reorganization

The merger of BP's petroleum interests in Canada with those of Supertest became effective on December 23, 1971.

On that date, BP acquired a controlling interest in Supertest Petroleum Corporation, Limited which in turn acquired all BP's petroleum interests in Canada. Simultaneously, the name of Supertest was changed to BP Canada Limited. The Supertest brand marketing organization has

been designated Supertest Division, BP Canada Limited. For ease of reference, the resultant corporate structure is shown in outline on the facing page.

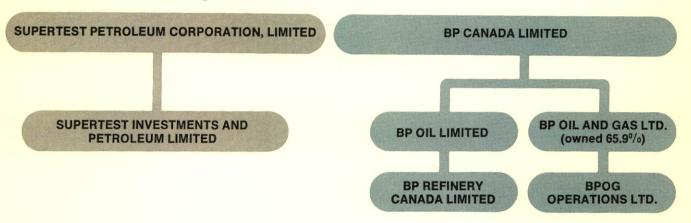
The controlling interest acquired represented 83.7% of the former common shares. In respect of the offer made by BP Canadian Holdings Limited to purchase the balance of the former common shares, 97.2% of such shares were tendered to and purchased by BP Canadian Holdings. Holders of the former common shares who did not tender their shares prior to the expiry of the offer on March 24, 1972 are entitled under the Scheme of Arrangement adopted on November 24, 1971 to one new common share for each two former common shares.

As at March 31, 1972 99.4% of the former ordinary shares had been exchanged for new common shares and class A shares on the basis of five new common shares and one-half class A share for each former ordinary share as provided for in the Scheme of Arrangement. Of the 344,390 class A shares resulting from the arrangement 295,001 shares (85.7%) were tendered to and purchased by BP Canadian Holdings prior to the expiry of the offer on March 24, 1972 and donated to BP Canada without consideration.

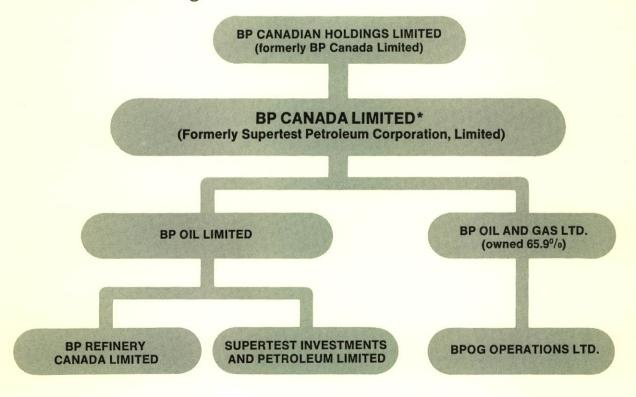


Corporate Structure

Before the merger



After the merger



^{*}Owned 79.8% by BP Canadian Holdings Limited (formerly BP Canada Limited) and 20.2% by the public.

Exploration and Production

In 1971 the main exploration efforts of BP Canada Limited were concentrated in the Arctic Islands through the activities of BP Oil and Gas Ltd. and BP Oil Limited. Following the merger with Supertest Petroleum Corporation, Limited, the main properties of BP Oil were transferred to Supertest Investments and Petroleum Limited. These companies hold varying interests in the 8.4 million acres farmed out to Panarctic Oil Ltd. and on which Panarctic has now completed most of the exploration work required to earn its interest. Additionally, they have farmed back from Panarctic on 950,000 acres and have a farmout from the Pacific Petroleums group covering two blocks on Graham Island, totalling 338,000 acres.

Under the terms of the farm back from Panarctic, the two companies and their partners were committed to drill two 12,000-foot tests in 1971. They also have an option to begin drilling a third 12,000-foot test before the end of 1972. The first well, BP et al Panarctic Hotspur J-20 on Vanier Island, was suspended at 12,584 feet because of mechanical difficulties before reaching its main objective — the Lower Paleozoic carbonates. The second well, BP et al Panarctic Satellite F-68 on Prince Patrick Island, was at 11,427 feet in early April 1972.

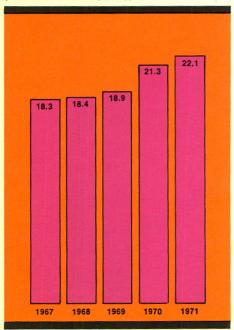
On Graham Island, BP et al Graham C-52 was started in February, 1972. This 10,000-foot test will earn a 25% interest in one block and an option to purchase a 25% interest in the second block.

During the year, some 2,000 miles of seismic work was completed on the 12.7 million acres of Federal oil and gas permits held by the companies off the coasts of Newfoundland and Labrador. An agreement has recently been announced with Columbia Gas Development of Canada Ltd. under which, in return for contributing \$25 million over the next 8 years for an extensive exploration programme on this acreage, it will earn a 40% interest in the permits.

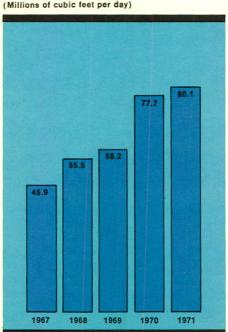
Columbia will have a full call on any gas produced, the BP companies having a similar right on any oil produced. Columbia will finance all development expenditures, recovering BP's share of the cost out of one-third of BP's production revenues.

BP Canada Limited, through Supertest Investments and Petroleum Limited, has a 39% interest in Magnorth Petroleum Limited, Magnorth Petroleum holds 14 million acres, mainly offshore, in the Sverdrup Basin and Lancaster Sound areas of the Arctic Islands. In 1971. 5.700 miles of seismic work was completed by Magnorth to augment the 3,000 miles of data obtained in 1970. A farmout has been concluded with Northern Natural Gas Company, whereby Northern will spend \$9.8 million up to the end of 1977 to explore the Magnorth acreage. This expenditure will earn Northern a 25% interest, with the option to earn, in stages, an additional 25% by spending up to \$26.5 million over a further 4-year period.

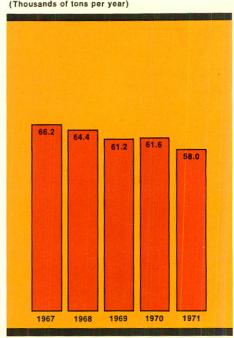
Net production of crude oil and natural gas liquids (Thousands of barrels per day)



Net sales of natural gas (Millions of cubic feet per day)



Net sales of sulphur (Thousands of tons per year)



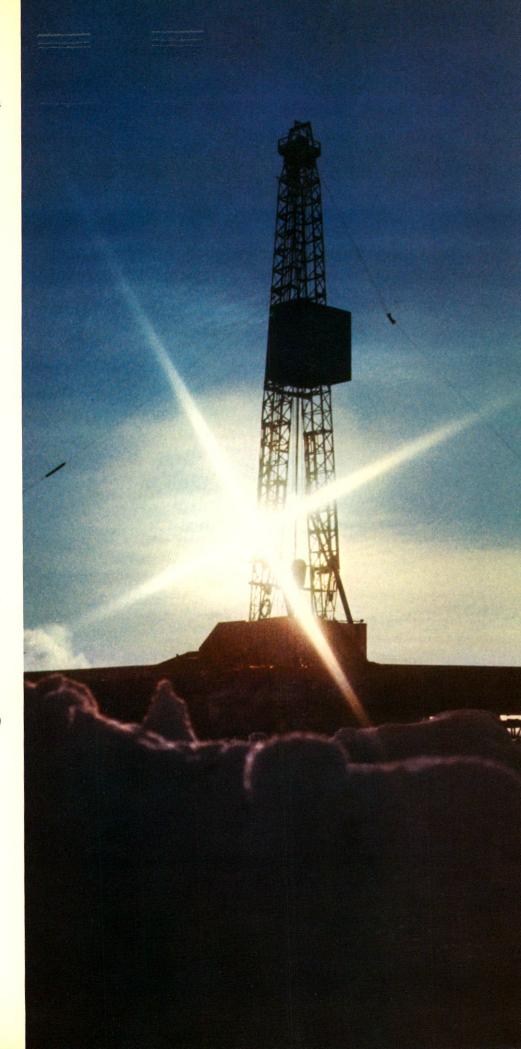
Supertest Investments and Petroleum Limited holds varying interests in over 500,000 acres offshore in the Mackenzie Delta. It also holds some 50,000 lease acres located in the mineable area of the Athabasca Tar Sands.

In addition to these major exploration activities, an active programme of land acquisition, seismic work and drilling is being maintained in the established western oil regions.

During the year, BP Oil and Gas Ltd. participated in drilling 39 exploratory and 30 development wells. Nine exploratory wells and 17 development wells were successful. More than half the exploratory wells were drilled under farmout arrangements at no cost to BP Oil and Gas Ltd. Supertest Investments and Petroleum Limited and Supertest Petroleum Inc. drilled 22 exploratory wells and 12 development wells. Four of the exploratory wells and six of the development wells were successful. Ten of the exploratory wells were drilled at no cost to the Company.

Net sales of oil and natural gas liquids by BP Oil and Gas Ltd., at 19,422 barrels per day, were up 4% over 1970. Natural gas sales were almost 3% higher than in 1970, averaging 64.1 million cubic feet per day. Production of sulphur was 116,805 tons, or more than 10% higher than in 1970. Market demand and prices for sulphur remained depressed, however, and no improvement is foreseen for 1972. Sales totalled 58,003 tons (or less than half the Company's production) at an average price of \$7 per ton.

Net oil and condensate sales by Supertest Investments and Petroleum Limited, at 2,710 barrels per day, were virtually unchanged from 1970. Gas sales were 5% higher at 16.0 million cubic feet per day. Sulphur production was little changed at 800 tons, but, as in 1970, the entire production was added to stockpile.



Supply and Refining

Crude throughput in 1971 at the Company's two refineries totalled 99,079 barrels per day, while 1,929 barrels per day of other feedstocks were also processed.

Crude oil supplied to Montreal Refinery from overseas averaged 63,100 barrels per day, of which 46% came from Nigeria, 39% from the Middle East, and 15% from the Caribbean. In addition, some 900,000 barrels of refined products and 400,000 barrels of intermediate refinery feedstock were imported into Montreal.

Trafalgar Refinery was supplied with 36,200 barrels per day of Alberta and Saskatchewan crude oils. Some 300,000 barrels of mixed butanes were also used as feedstock. A new plant was commissioned early in the year to manufacture chemicalgrade propylene. Its production was exported to The Standard Oil Company (Sohio) in the United States, where it is used to manufacture acrylonitrile.

New facilities for the production and loading of kerosine-type jet fuel were also completed.

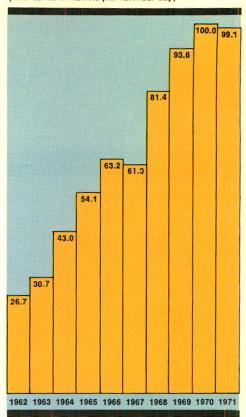
A processing agreement at Trafalgar Refinery covering the year 1972 was negotiated with a major oil company. This will serve to maintain the throughput of this refinery at a high level.

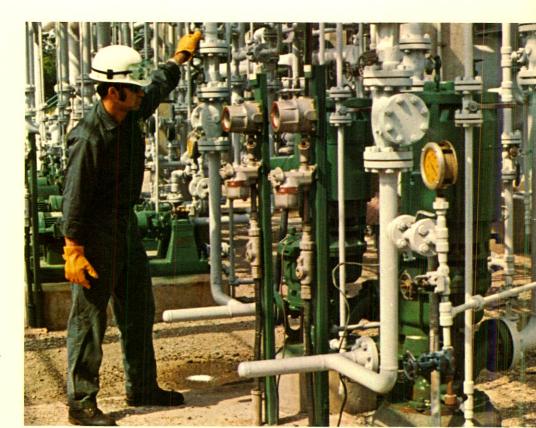
Supertest Division was supplied with some 17,500 barrels per day of refined products under its long term contract with a major refiner.

The installation of facilities for the metering of heavy fuel oils was completed at the Montreal Terminal with a resultant marked improvement in efficiency. Work is continuing to develop a system for the metering of asphalt at this terminal. At the Quebec Terminal modifications were made to allow the automatic monitoring of product loading into road tankers.

During 1971, four new bulk plants were completed and work was put in hand to rehabilitate seventeen existing plants as part of a continuing programme to modernize the Company's distribution facilities.

Total crude oil processed (Thousands of barrels per calendar day)





This plant, commissioned in 1971 at Trafalgar Refinery, produces chemical-grade propylene. The propylene is sold in the United States to The Standard Oil Company (Sohio), an associate of The British Petroleum Company Limited, which uses it to manufacture acrylonitrile, an important raw material for the synthetic rubber and textile industries.

BP Canada Limited and subsidiaries



Consolidated statement of income for the year ended December 31, 1971

	1971	1970
Revenue:		ids of dollars)
Sales and services	THE RESERVE TO SHARE THE PARTY OF THE PARTY	\$235,019
Less federal sales taxes	14,523	12,931
	243,143	222,088
Income from investments		994
	244,690	223,082
Expenses:		
Purchases of crude oil, products		
and merchandise	133,647	119,570
Operating and administration		65,274
Depreciation (notes 3 and 5)		12,920
Depletion (notes 3 and 5)		5,752
Interest and discount on long term debt	4,651	5,266
	225,442	208,782
Income before income taxes, minority		
interest and extraordinary items	19,248	14,300
Income taxes (note 8)	3,600	3,000
	15,648	11,300
Minority interest in income of subsidiary	2,651	2,096
Income before extraordinary items	12,997	9,204
Extraordinary items:		
Income tax credit (note 8)	3,100	1,653
Cost of acquisition of BP petroleum interests	(250)	-
Provision for costs of integration	(200)	
(after income taxes of \$500,000)	(500)	
	2,350	1,653
Net income for the year (note 3)		\$ 10,857
Income per common and Class A share (note 7):		
Before extraordinary items	\$.75	\$.53
Extraordinary items	.13	.09
Net income for the year	\$.88	\$.62
	Ψ.00	Ψ.02

See accompanying notes

BP Canada Limited and subsidiaries

(formerly Supertest Petroleum Corporation, Limited) (Incorporated under the laws of Ontario)

Consolidated balance sheet December 31, 1971

Assets	1071	1070
	1971 (Thousan	ds of dollars)
Current:		
Cash and short term investments, at cost which approximates market	\$ 5,227	\$ 7,453
Accounts receivable	47,465	43,230
Inventory, valued at the lower of cost or market	23,490	20,891
Prepaid expenses and deposits	2,092	2,101
Total current assets	78,274	73,675
Investments and advances:		
Investments in other companies (notes 3 and 4)	4,636	4,623
Mortgages, loans and long term deposits	7,849	6,997
Lease payments, at amortized cost	1,178	1,243
Total investments and advances	13,663	12,863
Property, plant and equipment, at cost less accumulated depreciation and depletion		
(notes 3 and 5)	265,188	257,491
	\$357,125	\$344,029

On behalf of the Board:

Director A Maylon

Director



Liabilities and Shareholders' Equity	1071	1070
	1971 (Thousan	ds of dollars)
Current: Bank loan	\$ 7,200	\$ 3,500
Notes payable	7,000	4,000
Accounts payable and accrued charges	36,754	31,857
Due to affiliates	225	8,365
Dividends payable	222	223
Current maturities of long term debt	6,556	5,790
Deferred production income	2,062	2,184
Total current liabilities	60,019	55,919
Gas supply contract advances	1,546	1,646
Long term debt (note 6)		74,984
Minority interest in subsidiary		24,439
Shareholders' equity:		
Capital stock (note 7)	158,268	156,189
Retained earnings	44,986	30,852
	203,254	187,041
	\$357,125	\$344,029

Auditors' report

To the Shareholders of BP Canada Limited:

We have examined the consolidated balance sheet of BP Canada Limited (formerly Supertest Petroleum Corporation, Limited) and its subsidiaries as at December 31, 1971 and the consolidated statements of income, retained earnings and source and application of funds for the year then ended. Our examination included a general review of the accounting procedures and such tests of accounting records and other supporting evidence as we considered necessary in the circumstances. In our opinion these consolidated financial statements present fairly the financial position of the companies as at December 31, 1971 and the results of their operations and the source and application of their funds for the year then ended, in accordance with generally accepted accounting principles applied, after giving retroactive effect to the changes in accounting described in note 3, on a basis consistent with that of the preceding year.

The 1970 comparative figures are based in part on financial statements examined by other Chartered Accountants.

Clarkson, Gordon No.

Chartered Accountants

BP Canada Limited and subsidiaries

12



Consolidated statement of source and application of funds For the year ended December 31, 1971

	1971	1970
Funds derived from:	(Thousar	nds of dollars)
Net income for the year	\$ 15,347	\$ 10,857
Add (deduct) items not resulting in		
a flow of funds in the current year —	10.000	10.070
Depreciation and depletion (notes 3 and 5)	19,836 2,651	18,672 2,096
Income attributable to minority interest Profit on redemption of long term debt	(234)	(1,220)
Other	(359)	(1,218)
Total funds derived from operations	37,241	29,187
Shares sold by subsidiary to minority interest	36	8,668
Long term borrowing	22	800
Proceeds on sale of property, plant and equipment	2,803	2,523
Increase in capital contributed by parent company		3,463 736
Increase in gas supply contract advances		45,377
Total funds derived	42,145	45,377
Funds applied to:		
Additions to property, plant and equipment	29,729	26,810
Repayments of long term debt	9,588 1,053	13,447
Net increase in investments and advances Redemption of preference shares	63	10
Premiums paid on acquisition of going concerns	730	375
Dividends		486
Total funds applied		41,816
Net increase in working capital		3,561
Working capital, beginning of the year		14,195
Working capital, end of the year		\$ 17,756
See accompanying notes		
Consolidated statement of retained earnings For the year ended December 31, 1971		
	1971	1970
	(Thousan	ds of dollars)
Balance, beginning of year		
As previously reported: Add (deduct) —	\$ 29,226	\$ 27,447
Transfer from reserve for contingencies	265	265
Deficit of acquired companies	(2,606)	(9,798)
Accounting changes (note 3)	3,967	2,942
As restated	30,852	20,856
Net income for the year	15,347	10,857
Premiums paid on acquisition of going		
concerns (note 3)	(730)	(375)
	45,469	31,338
Dividends:		
Common shares and ordinary shares	406	406
prior to arrangement (note 7) Preference shares	77	80
- Troin of the control of the contro	(483)	(486)
Balance, end of year	\$ 44,986	\$ 30,852
See accompanying notes		

BP Canada Limited and subsidiaries



Notes to consolidated financial statements — December 31, 1971

Accounting policies The consolidated financial statements include the accounts of the company and all its subsidiaries.

On December 23, 1971 the company acquired for shares from BP Canadian Holdings Limited the petroleum marketing, refining and exploration interests of the BP Group in Canada. As a result of this and related transactions the company became a subsidiary of BP Canadian Holdings Limited; consequently the assets, liabilities and retained earnings of the companies acquired have been consolidated at their carrying values in their respective financial statements, and the results of their operations have been retroactively included with those of the company and its subsidiaries for the periods presented.

The accounting practices of the company and its subsidiaries have been changed to conform to those of the BP Group in Canada as described in note 3 below.

2. Acquisition of BP petroleum interests in Canada

The BP petroleum interests in Canada, consisting of all the outstanding shares of BP Oil Limited (principally engaged in the refining and marketing of petroleum products) and 65.9% of the outstanding shares of BP Oil and Gas Ltd. (engaged in the exploration for and production of oil and natural gas) were acquired on December 23, 1971 in exchange for the issuance of 13,150,600 of the company's new common shares (representing 76.4% of those outstanding at the conclusion of the transaction) created in the reorganization of its capital structure described in note 7 below. The following were the net assets of the companies acquired in the transaction at their book values at December 31, 1971:

	BP Oil Limited	BP Oil and Gas Ltd.	Total
	(Thou	sands of dollar	s)
Total assets	\$187,611 81,076	\$109,933 30,466	\$297,544 111,542
Minority interest	106,535	79,467 27,122	186,002 27,122
Net assets	\$106,535	\$ 52,345	\$158,880

The fair value of the 13,150,600 common shares given as consideration was determined by the directors to be \$151,642,000 at the time of their issue, which was the aggregate paid in value of the shares of the acquired companies, the contributed surplus of \$89,262,000 arising on the forgiveness of debt by BP Canadian Holdings Limited to BP Oil Limited having been credited on consolidation to paid in capital.

The consolidated statement of income of the company and its subsidiaries for the years ended December 31, 1971 and 1970 had the acquisition described above not taken place, but after giving effect to the changes in accounting described in note 3, would have been:

	1971	1970
	(Thousands	of dollars)
Revenue:		
Sales and services	\$62,520	\$59,180
Less federal sales taxes	4,325	3,923
	58,195	55,257
Income from investments	409	361
	58,604	55,618
Expenses:		
Purchases of crude oil, products and		
merchandise	\$37,182	\$34,440
Operating and administration	13,590	13,147
Depreciation (note 5)	2,651	2,548
Depletion (note 5)	791	639
Interest on long term debt	160	206
	54,374	50,980
Income for the year before income	4.000	4 000
taxes	4,230	4,638
Income taxes (note 8)	1,010	
Net income for the year	\$ 3,220	\$ 3,366
	The second secon	and the same of th

3. Changes in accounting

The following accounting practices of the company and its subsidiaries before the acquisition of the BP companies were changed to conform them to those of the BP Group in Canada:

- a) the adoption, effective January 1, 1970, of the full-cost method of accounting whereby all costs related to the exploration for and the development of oil and gas reserves, whether related to productive or non-productive properties, are capitalized. Proceeds received from the disposal of properties are credited against these costs, and the net costs are amortized by the composite unit of production method based on total estimated proven reserves.
- b) the retroactive adoption of the straight line method of calculating depreciation.

In addition, in 1971 the companies adopted the practice of charging the excess of cost over the fair value of assets acquired on the purchase of going concerns to retained earnings. The companies also adopted the practice of charging commission on issue of preference shares to retained earnings and changed from the cost to the equity method of accounting for their investments in effectively controlled companies. The financial statements have been restated to give retroactive effect to these changes.

Notes to consolidated financial statements — December 31, 1971 (continued)

As a result of these changes, the consolidated retained earnings at January 1, 1970 were increased by \$2,942,000 and the net income for the years ended December 31, 1970 and 1971 was increased (decreased) as follows:

				share te 7)
	1971	1970	1971	1970
(Thousands	of dollars)		
Change to the full-cost metho (a) above): Capitalization of costs previously charged to				
Increase in depletion Change to the straight line method of depreciation		\$1,540 (239)	\$.10 (.02)	\$.09 (.01)
(b) above): Increase in depreciation Increase (decrease) in	(336)	(186)	(.02)	(.01)
profit on disposals	(66)	46	_	-
Total effect of changes to conform accounting Adoption of the practice of charging premium paid on acquisition of going concerns	1,059	1,161	.06	.07
to retained earnings	730	375	.04	.02
investment in effectively controlled companies	(127)	(136)	(.01)	(.01)
income for the year	\$1,662	\$1,400	\$.09	\$.08

4. Investments in other companies

Investments in other companies at December 31 consisted of:

	1971	1970
	(Thousands	of dollars)
Shares of effectively controlled companies, at equity	\$ 139	\$ 177
Investments in other companies, at cost: Not quoted	3,607	3,556
Quoted (market value 1971 — \$2,729,000; 1970 — \$2,574,000)	890	890
	\$4,636	\$4,623
		The second second

5. Property, plant and equipment

		1011		
		(Thousands Accumulated	of dollars)	
	Investment at cost	depreciation and depletion	Net investment	Net investment
Production	\$191,292	\$ 69,724*	\$121,568	\$114,981
Refining	101,900	46,610	55,290	59,142
Marketing	145,200	56,870	88,330	83,368
	\$438,392	\$173,204	\$265,188	\$257,491

^{*}includes depletion of \$52,414

Depreciation on marketing, refining and production assets is provided on a straight line basis over the estimated useful lives of the assets and depletion (since January 1, 1970) by the full-cost method based on estimated proven oil and gas reserves.

6. Long term debt

Details of the companies' long term debt as	re as f	ollows	s:
	1	971	1970
	(The	usand	s of dollars)
BP Canada Limited — Mortgage loans payable	\$	274	\$ 318
BP Oil Limited — Mortgage loans payable Notes due 1972 to 1975 (average rate 5.8%)	- 10,	261	305
BP Refinery Canada Limited (a subsidiary of BP Oil Limited) — 5½ % first mortgage sinking fund bonds Series A, maturing March 15, 1979 5¾ % sinking fund debentures	8	,711	9,500
Series A, maturing October 1, 1986	27	,708	28,394
Supertest Investments and Petroleum Limited (a subsidiary of BP Oil Limited) — Bank loans secured by certain oil and gas properties, payable over a period of five years	\$ 1,	,929	\$ 2,370
BP Oil and Gas Ltd. — Bank loans secured by certain oil and gas properties, payable over a period of five years 43/4 % notes due September 15, 1971	3	,381	5,552 2,347
Notes payable monthly to July 15, 1980 out of proceeds of production from certain properties:			2,347
5¾% Series A notes 6¼% Series B notes	1		988 21,000 80,774
Less current maturities included in current liabilities	55	,556	5,790 \$74,984

Long term repayments and sinking fund requirements during the four years subsequent to December 31, 1972 are approximately as follows:

1973 — \$8,211,000: 1974 — \$9,019,000; 1975 — \$7,278,000; 1976 — \$5,497,000.

7. Capital stock

1970

Under an arrangement approved by the shareholders on November 24, 1971 the company's articles were amended effective December 23, 1971 changing the company's authorized share capital to the following:

27,219 preference shares of \$100 par value each, of which 15,219 are designated 5% cumulative redeemable sinking fund preference shares of \$100 par value each, redeemable for \$103 or at par for sinking fund purposes;

30,000,000 common shares without par value;

344,390 Class A fully participating non-voting shares without par value.

Notes to consolidated financial statements — December 31, 1971 (continued)

Under the arrangement and the transaction described in note 2 the following shares became outstanding or were issued:

New comm	on shares	Class A share	s Outstanding or issued
Number	Percentage of total		
3,443,900	20.0%	344,390	in respect of the previously issued 688,780 ordinary shares
625,000	3.6		in respect of the previously issued 1,250,000 common shares
13,150,600	76.4		to BP Canadian Holdings Limited as consideration for the shares acquired as referred to in note 2
17,219,500	100.0%	344,390	

As part of the transaction referred to in note 2, BP Canadian Holdings Limited offered to purchase for \$20 each all except 41,590 of the outstanding Class A shares and agreed to donate all shares so acquired to the company. 27,432½ Class A shares had been acquired by December 31, 1971; a total of 293,817 shares had been acquired to March 1, 1972 and have been donated. The per share calculation in these financial statements give effect to the donation of Class A shares acquired by BP Canadian Holdings Limited to March 1, 1972. The company is proposing that all Class A shares donated will be cancelled, and that remaining Class A shares will be converted to common shares on a share for share basis.

The issued share capital, at December 31 after giving retroactive effect in 1970 to the arrangement described above, is as follows:

	1971	1970
15,219 5% cumulative redeemable sinking fund preference shares (1970 — 15,849 shares)		s of dollars) \$ 1,585
344,390 Class A fully participating non-voting shares 17,219,500 common shares	156,746	154,604
	\$158,268	\$156,189

Under the terms of an agreement made concurrently with the agreement referred to in note 2 BP Canadian Holdings Limited purchased 1,046,730 of the previously outstanding 1,250,000 common shares of the company for cash and offered to purchase the remaining 203,270 common shares; 1,151,203 shares had been acquired by December 31, 1971, and at March 1, 1972 the number acquired totalled 1,243,167, bringing the interest of BP Canadian Holdings Limited to approximately 80% of the new common shares of the company.

The company redeemed for cash 630 preference shares during the year.

8. Income taxes

Under Canadian income tax law, drilling, exploration and lease acquisition costs may be deducted from income and any amounts not deducted may be carried forward to subsequent years. Although the utilization of the maximum available deductions may eliminate or reduce current income tax liability, it may also result in the payment of higher taxes in the future when recorded charges against income exceed those available for tax purposes. Directly influencing the timing and amount of this future liability, however, are additional deductions available from continuing exploration and development investment which will result in further deferment of tax liability. For these reasons

the companies, in common with many other companies in the oil and gas industry, do not consider it appropriate to provide for income taxes deferred as a result of claiming deductions for tax purposes greater than the related charges in the accounts. This practice differs from the tax allocation basis of accounting recommended by the Canadian Institute of Chartered Accountants which requires that income taxes be provided for on the basis of income reported in the accounts. If the companies had provided for deferred taxes with respect to these timing differences, the effect would be as follows:

	Increase in deferred income taxes	incom	ase in net ne (net of y interest)
	(Thousands of dollars)		Per share (note 7)
BP Canada Limited, excluding BP Oil Limited and BP Oil and Gas Ltd.: 1971	\$1,356 707	\$1,356 707	\$.08 .04
BP Canada Limited including BP Oil Limited and BP Oil and Gas Ltd 1971	\$5,335	\$4,350	\$.25
1970	2,810	2,090	.12

The accumulated deferred income tax credit for current and prior years would have been approximately \$12.2 million at December 31, 1971 (\$6.9 million at December 31, 1970).

In addition, on a cumulative basis the capital cost allowances claimed to eliminate taxable income have been significantly less than the related depreciation charged in the accounts. This difference has been available as a deduction in the determination of taxable income of subsequent years; the resulting tax benefits have been reflected in the accounts as extraordinary items when realized (\$3,100,000 in 1971 and \$1,653,000 in 1970). The aggregate unrecorded potential reduction in future income taxes was estimated to be approximately \$11 million at December 31, 1971 (\$14 million at December 31, 1970).

9. Pension plan

The companies' pension plan provides retirement benefits for substantially all employees. A recent actuarial valuation indicated that all liabilities of the plan were fully funded by assets held by the trustees.

10. Commitments

At December 31, 1971 commitments for capital expenditure amounted to approximately \$5.8 million. Total rentals under leases expiring more than three years after the balance sheet date amounted to approximately \$19.5 million of which \$2.2 million is payable in 1972.

11. Remuneration of directors and senior officers

The aggregate direct remuneration of the company's directors and senior officers was \$633,000 for the year, which includes \$160,000 in respect of directors and senior officers of Supertest Petroleum Corporation, Limited prior to December 23, 1971 who did not continue in those capacities after that date.

12. Change in name

Pursuant to the purchase agreement described in note 2, amendment of the company's articles effective December 23, 1971 changed the company's name from Supertest Petroleum Corporation, Limited to BP Canada Limited.

BP Canada Limited and subsidiaries



Five year financial summary* (Dollars in thousands except per share amounts)

	1971	1970	1969	1968	1967
Balance sheet	A 70.074	A 70.075	C 74.050	C CE 710	A 00 000
Current liabilities	\$ 78,274 60,019	\$ 73,675 55,919	\$ 74,252 60,057	\$ 65,719 41,046	\$ 63,329 44,233
Correct Habilities				- 11,010	11,200
Working capital	18,255	17,756	14,195	24,673	19,096
Investments and advances	13,663 265,188	12,863 257,491	12,038 253,057	11,912 238,799	12,401 241,886
Property, plant and equipment — net	297,106	288,110	279,290	275,384	273,383
Deduct: Minority interest in subsidiary	27,122	24,439	11,631	10,549	9,404
Capital employed	269,984	263,671	267,659	264,835	263,979
Deduct: Long term debt	65,184	74,984	88,037	88,848	94,428
Other non-current liabilities	1,546	1,646	909		
Shareholders' equity	\$203,254	\$187,041	\$178,713	\$175,987	\$169,551
Per common share†	\$11.68	\$10.74	\$10.26	\$10.10	\$ 9.72
Income					
Revenue	\$244,690	\$223,082	\$208,152	\$201,688	\$189,615
Expenses	225,442	208,782	201,228	191,634	186,636
Income before income taxes, minority					
interest and extraordinary items	19,248	14,300	6,924	10,054	2,979
Deduct: Income taxes Minority interest	3,600 2,651	3,000 2,096	1,233 1,082	3,786 1,145	1,498 971
Income before extraordinary items	12,997	9,204	4,609	5,123	510
Extraordinary items:	12,557	3,204	4,005	0,120	010
Income tax credit	3,100	1,653	210	2,250	_
Other debits	(750)				
Net income for the year	\$ 15,347	\$ 10,857	\$ 4,819	\$ 7,373	\$ 510
Per common share†					
Income before extraordinary items Extraordinary items	75¢ 13¢	53¢ 09¢	26¢ 01¢	29¢ 13¢	02¢
Net income for the year	88¢	62¢	27¢	42¢	02¢
The modifier the year annual and a second				129	- 024
Total funds derived from operations	\$ 37,241	\$ 29,187	\$ 29,584	\$ 29,774	\$ 23,155

^{*}On the basis described in notes 1, 3 and 7 to the consolidated financial statements. †Based on 17,270,073 Common and Class A Shares

Five year operating su	mmary
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(Barrels per calendar day except natural gas)					
Petroleum product sales	94,400	96,431	91,099	81,150	76,312
Crude oil processed at refineries Net production of crude oil and natural gas	99,079	100,000	93,638	81,353	61,269
liquids Net sales of natural gas (Thousands of	22,132	21,326	18,871	18,415	18,326
cubic feet per day)	80,125	77,660	58,175	55,514	45,912

Marketing

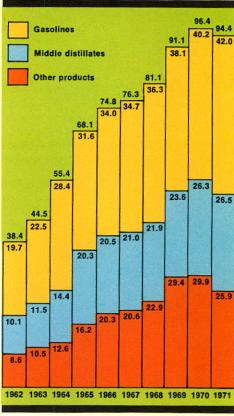
Total sales of refined products were 94,400 barrels per day.

Sales by BP Oil Limited, at 76,937 barrels per day, were 2.9% lower than in 1970, primarily reflecting a policy of eliminating certain low-return heavy fuel oil business. Sales of gasoline at service stations were 10.2% higher than in 1970, while total gasoline sales were 5.4% and middle distillate sales 1.1% higher respectively. Sales of heavy fuel oil were 21.6% lower.

BP's introduction of self-service pumps has been highly successful. Two major self-service centres were opened in 1971. Supertest Division's sales, at 17,463 barrels per day, were 1.5% higher than in 1970. Sales of gasoline increased by 2.3%, but middle distillate sales were 1% lower.

During the year BP Oil Limited built a variety of new service stations in Quebec and Ontario, continuing the policy of designing each station to meet the specific requirements of the market to be served. Based on the successful experience with self-service pump islands in 1970, two additional self-service centres were opened in 1971 and, at year-end, several similar centres were in various stages of construction. Three tunnel car washes with gasoline dispensing equipment were completed during the year, while in-bay mechanical car wash equipment was installed at 13 stations. Seven "neighbourhood" service stations were also opened in developing residential markets.

Net sales of BP products (Thousands of barrels per calendar day)









BP is installing several types of car wash equipment as part of its service station development programme. At left, is a large automatic tunnel unit, one of the five car washes installed by Supertest Division in 1971. Below, a smaller, "roll-over" unit added to a service bay.

A new concept in gasoline marketing, the BP Mini-Mart, is being tested at Candiac, a Montreal suburb. This centre combines self-service gasoline pumps with a completely automatic tunnel car wash and a convenience-type grocery store.

Seven new outlets were added to the Supertest Division retail network, including five car wash facilities. Two outlets were completely rebuilt and many others modernized.

In mid-1971 BP Oil Limited purchased Graham Petroleums Limited, Preston, Ontario, which operates two car washes and five gas bars, and is also engaged in the farm and domestic heating sectors. The domestic fuel oil network was further extended by the acquisition of six fuel oil distributors.

The Company expanded its marketing of jet fuels to include Toronto Airport, thus complementing its long standing arrangements at Montreal Airport. With the introduction of two new grades of asphalt, domestic asphalt sales increased by 18% over the preceding year.

Arrangements were made with
National Communications and Data
Corporation Limited to provide
tighter control over lost and stolen
credit cards. Dealers can now

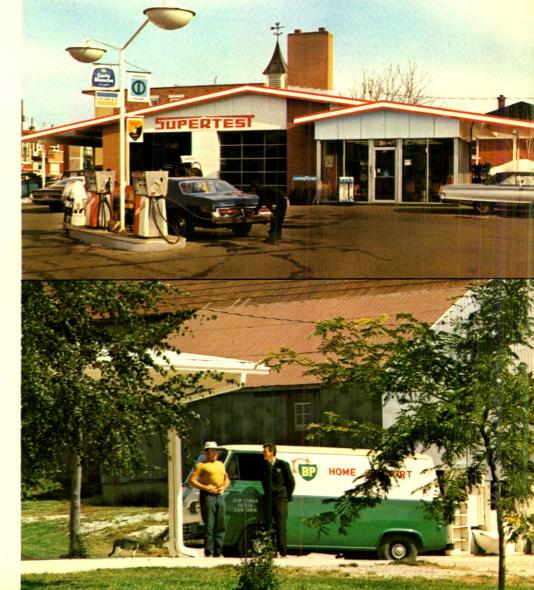
quickly check the status of any credit card through a central computer system. BP and Supertest

quickly check the status of any credit card through a central computer system. BP and Supertest credit cards can be used interchangeably at BP and Supertest stations. In addition, Chargex cards are honoured at all the Company's locations.



A new concept in gasoline marketing launched by BP — the Mini-Mart — features an automatic car wash, self-service gasoline pumps, and a convenience-type grocery store. Pictured is the first Mini-Mart, opened at Candiac, near Montreal, with cars flowing smoothly through the wash unit.

This modern ranch-type station serves a busy suburb of Montreal.



BP products are sold through agents to over 90,000 customers outside metropolitan areas.

Corporate Relations

The Environment

The Company continued its extensive pollution control programme throughout 1971. At Montreal Refinery a further \$500,000 was spent to improve the quality of effluent water.

At both Montreal and Trafalgar Refineries improved procedures to control atmospheric pollution were developed.

A vapour-loss control programme has been introduced, which will be implemented over the next few years. This programme is designed to minimize the loss of hydrocarbons to the atmosphere at all stages in the distribution of gasoline.

By the increased use of more expensive, lower sulphur, crude oils it has been possible to reduce the sulphur content of the Company's fuel oils to below the levels specified by governmental standards. Continuing support has been given to the development of better burner designs for domestic heating equipment, while improved methods have been introduced to service existing equipment.

The Company is a founder member of the Petroleum Association for the Protection of the Canadian Environment (PACE). PACE has initiated many projects — in which the Company has fully participated — concerned with the control and prevention of pollution. Close contact has been maintained with the Federal and Provincial governments, industrial associations, and other agencies.

The Company has continued its leading role in developing procedures to minimize the effects of oil pollution from tankers. Recognizing that, despite the most stringent precautions, accidents at sea can happen, it is a participant in the voluntary international fund CRISTAL, which became effective April, 1971. This fund, together with the previously-introduced shipowners' voluntary fund TOVALOP, provides compensation of up to \$30 million per incident for damage arising from marine oil spills. All ocean-going vessels carrying the Company's crude oil and intermediate and heavy fuel oils are covered by these two funds.



As part of its environmental conservation programme, BP is equipping vehicles with oil-spill clean-up material and equipment. On call 24 hours a day, they will provide a swift means of dealing with accidental spills in the Company's marketing area.

The Employees

Atyear-end, employees of BP Canada Limited totalled approximately 2,200, with salaries and benefits for the year exceeding \$24 million. As part of the programme of improving the Company's benefit plans, the employee contribution to the Company Pension Plan was reduced by 30%, while maintaining the same level of benefits. In addition, arrangements were made for employees to make additional voluntary contributions to the Pension Plan. Improvements were also made to the Medical Insurance Plan and an Occupational Accident Benefit Plan was introduced.

Both refineries and the Carlaw Blending Plant completed the year without a lost-time injury, with Trafalgar Refinery achieving this safety standard for the third successive year.

The Public

Six new films were added to the Company's film library, bringing the total to 114, of which 68 are available in French. Television use of the library increased substantially, with films being used many times by both CBC and CTV networks, individual stations, and cable systems. BP films were also seen by an audience of 400,000 in ten Ontario commercial theatres. School and other group showings accounted for more than 1 million further viewers.

Support was provided for the improvement of road safety and junior-level driver education through financial assistance to the Ontario and Quebec Safety Leagues. The Company continued to sponsor the Ontario Safety League's publication "Bits about Wheels" and underwrote the production costs of a colour television commercial, in both English and French, aimed at reducing car thefts.

A second Skid Control and Advanced Driver Training School will be opened in 1972. Located adjacent to Montreal Refinery, it will be modelled on the first school, opened in 1966 at Oakville, Ontario.

The Company's charitable donations programme provided help to some 200 health and welfare, educational, cultural and civic projects.



A valuable new aid to the Company's staff development programme, this videotape recorder is used in the training of technical and sales personnel.

BP Group Progress

BP Canada Limited is a member of a world-wide group of companies headed by The British Petroleum Company Limited. The BP Group is engaged in all sectors of the petroleum industry and is one of the world's largest industrial organisations, comprising several hundred companies operating in some 80 countries.

The BP Group's fortunes were founded over 60 years ago with the discovery of oil in commercial quantities in Iran. Since then it has established further large-scale oil and natural gas reserves in Iraq, Kuwait, Abu Dhabi, Nigeria, Libya, Alaska, and the North Sea, and is currently exploring in more than 20 countries.

In 1971, the BP Group produced over 4 million barrels per day of crude oil from its leases and concessions. Sales of petroleum products were some 2 million barrels per day. In addition, approximately 1.5 million tons of chemicals and over 100 billion cubic feet of gas were sold.

Outside the U.S.A., BP processed in excess of 2 million barrels per day in 14 wholly-owned and 26 partly-owned refineries. Within the U.S.A. four refineries are operated by The Standard Oil Company (Sohio), in which BP has a 25% interest.

At the end of 1971, the BP tanker fleet comprised 130 owned vessels, totalling 5.5 million deadweight tons. A further 13 million deadweight tons were operated on long-term charter.

Since 1945 BP has invested heavily in petroleum chemicals. This sector of the Group's business consists primarily of manufacturing organic chemicals, plastics, and synthetic rubbers, which are sold in bulk to customers in virtually the entire range of manufacturing industry. In 1971, BP won its third Queen's Award to Industry for its process for the manufacture of chloroprene synthetic rubber.

BP operates major research centres in the U.K., France and Germany, where, among other things, processes for the manufacture of protein from hydrocarbon feedstocks have been developed. One commercial plant is now in operation in Scotland and a second plant will shortly be commissioned in France, producing Toprina, the trade name for the new protein product.

Products and Services

— are provided for the general public, industry, transportation, government agencies and agricultural markets.

BP and Supertest retail outlets are equipped to service customers with a full range of gasolines, lubricants, brand-name tires, batteries, automotive accessories, specialities, and replacement parts. Mechanical repair services are available at most stations.

BP Branded Products

Automotive

Fuels

Super Red Gasoline Super White Gasoline Super Blue Gasoline Regular Green Gasoline Diesel Fuels

Lubricants

SUPER VISCO-STATIC — Motor Oils ENERGOL HD — Motor Oil ENERGOL IC-D — Motor Oil ENERGOL S-3 — Motor Oil VANELLUS — Commercial Fleet Oil AUTOGOL — Motor Oil TOU — Tractor Oil Universal ENERGOL — Gear Oils TYPE 23S — Snowmobile Oil ENERGREASES Automatic Transmission Fluids 2-Stroke Oil

Specialities

VISION — Windshield Washer Antifreeze
ANTIGEL — Antifreeze
VISCO — Oil Additive
Upper Cylinder Lubricant
Gas Line Antifreeze
Undercoat
Super Heavy Duty Brake Fluid

Aviation

Gasolines Jet Fuels Lubricants

Marine

Bunker Fuels Lubricants

Fuel Oils

Domestic Heating Oils Heavy Fuel Oils

Asphalt

Bitumens for road paving

Gases

Propane Butane Propylene

Miscellaneous

CAMP-SOL — Naphtha Fuel
GENSOL — Cleaning Solvent
B-B-Q Lighter Fuel
PROPCORN — Feed Grain Preservative
Industrial Lubricants
Chemical Plant Feedstock
Mineral Spirits/Solvents
Emulsifiable Oil Dispersants

Supertest Branded Products

Automotive

Fuels

Supertest Super Premium Gasoline Supertest Regular Gasoline Diesel Fuels

Lubricants

Long Life Motor Oil
High Performance Motor Oil
Multi-grade Motor Oil
Super Premium Motor Oil
2-Cycle Outboard Engine Oil
Snowmobile Super Engine Oil
Gear Oils
Greases
Automatic Transmission Fluid

Specialities

Combustion Chamber Conditioner Anti-freeze

Fuel Oils

SUPERHEAT — Domestic Heating Oil Tobacco Curing Oil

Miscellaneous

Hydraulic Oils White Naphtha Deodorised Cleaning Solvent Barbecue Lighter Fluid Industrial Lubricants

