



BNP PARIBAS
PUBLIC SECTOR SCF

BNP PARIBAS PUBLIC SECTOR SCF
FINANCIAL STATEMENTS

At 31 December 2008

ENGLISH TRANSLATION OF THE FINANCIAL STATEMENTS AND REPORT OF THE STATUTORY AUDITORS THEREON FOR THE YEAR ENDED 31 DECEMBER 2008

This English translation is for information only and cannot be binding in any case for any person.

A. BALANCE SHEET AS AT 31 DECEMBER 2008

ASSETS

Euros

		31/12/2008			31/12/2007
		Gross	Deprec. prov.	Net	Net
	Subscribed uncalled capital				
	Total 0				
FIXED ASSETS					
Intangible fixed assets					
	Research and development costs				
	Concessions, patents, licences, trademarks, processes, software rights and similar assets				
	Goodwill				
	Other				
	Intangible fixed assets in progress				
	Advances and payments on account				
Tangible fixed assets					
	Land				
	Buildings				
	Technical installations, plant and machinery, equipment and fixtures				
	Other				
	Tangible fixed assets in progress				
	Advances and payments on account				
Financial fixed assets					
	Subsidiaries and participating interests				
	Debts receivable relating to participating interests				
	Portfolio long-term investment securities				
	Debts receivable relating to portfolio long-term investment securities				
	Other long-term investment securities				
	Debts receivable relating to other long-term investment securities				
	Loans				
	Other financial fixed assets				
	Total I				
CURRENT ASSETS					
Inventory and work-in-progress					
	Raw materials and other consumables				
	Work-in-progress (goods and services)				
	Semi-finished and finished products				
	Goods for resale				

	31/12/2008		31/12/2007	
	Gross	Deprec. prov.	Net	Net
Advances and payments on account on orders				
Debts receivable				
Trade debtors and related accounts				
Other				
Subscribed share capital – called but not paid				
Short-term investment securities				
Own shares				
Other securities				
Short-term financial instruments				
Liquid assets	23,995,426.51		23,995,426.51	1,993.00
Prepayments				
Total II	23,995,426.51		23,995,426.51	1,993.00
Charges to be spread over several financial years				
Total III				
Loan redemption premiums				
Total IV				
Assets translation adjustment				
Total V				
OVERALL TOTAL (0 to V)	23,995,426.51		23,995,426.51	1,993.00

LIABILITIES

	Euros	
	31/12/2008	31/12/2007
CAPITAL AND RESERVES		
Share capital	24,040,000.00	40,000.00
Premiums on shares issued, mergers and contributions...		
Revaluation reserve		
Equity accounted reserve		
Reserves :		
- Legal reserve		
- Statutory or contractual reserves		
- Tax-regulated reserves		
- Other		
Profit or loss carried forward	(39,926.49)	(27,428.46)
Profit or loss for the financial year	(6,600.43)	(12,498.03)
Interim dividend		
Investment grants		
Tax-regulated provisions		
Total I	23,993,473.08	73.51
PROVISIONS FOR LIABILITIES AND CHARGES		
Provisions for liabilities		
Provisions for charges		
Total II		
DEBTS PAYABLE		
Convertible debenture loans		
Other debenture loans		
Loans and debts payable to credit institutions		
Loans and sundry financial debts payable		
Payments on account received on orders in progress		

	31/12/2008	31/12/2007
Trade creditors and related accounts		
Tax and social security debts payable		
Creditors for fixed assets and related accounts		
Other debts payable	1,953.43	1,919.49
Short-term financial instruments		
Deferred income		
Total III	1,953.43	1,919.49
Liabilities translation adjustment		
Total IV		
OVERALL TOTAL (I to IV)	23,995,426.51	1,993.00

B. INCOME STATEMENT AS AT 31 DECEMBER 2008

Euros

	31/12/2008	31/12/2007
Operating income		
Sales of goods for resale		
Production sold (goods and services)		
Product stocks		
Own work capitalised		
Provisions (and depreciation) written back, charges transferred		
Other income		1.03
Total I	0.00	1.03
Operating charges		
Purchases of goods for resale		
Changes in stocks of goods for resale		
Purchases of raw materials and other consumables		
Changes in stocks of consumables		
Other purchases and external charges	(6,565.05)	(7,702.27)
Taxes, levies and similar payments		(4,947.00)
Salary and wages		
Social security costs		
Appropriations to depreciation and provisions		
Fixed assets : appropriations to depreciation		
Fixed assets : appropriations to provisions		
Current assets : appropriations to provisions		
Liabilities and charges: appropriations to provisions		
Other charges		
Total II	(6,565.05)	(12,649.27)
1. OPERATING PROFIT OR LOSS (I – II)	(6,565.05)	(12,648.24)
Share of joint venture profit or loss		
Profit or loss transferred III		
Loss or profit transferred IV		
Financial income		
Participating interests		
Other financial fixed asset securities and debts receivable		
Other interest and similar income		
Provisions written back and financial charges transferred		
Currency exchange gains		
Net income on realisation of short-term investment securities		165.86
Total IV	0.00	165.86

	31/12/2008	31/12/2007
Financial charges		
Appropriations to depreciation and provisions		
Interest and similar charges	(35.38)	(15.65)
Currency exchange losses		
Net charges on realisation of short-term investment securities		
Total VI	(35.38)	(15.65)
2. FINANCIAL PROFIT OR LOSS (V - VI)	(35.38)	150.21
3. PROFIT OR LOSS ON ORDINARY ACTIVITIES before tax (I-II+III-IV+V-VI)	(6,600.43)	(12,498.03)
Extraordinary income		
Operating transactions		
Capital transactions		
Provisions written back and charges transferred		
Total VII	0.00	0.00
Extraordinary charges		
Operating transactions		
Capital transactions		
Appropriations to depreciation and provisions		
Total VIII	0.00	0.00
4. EXTRAORDINARY PROFIT OR LOSS (VII - VIII)	0.00	0.00
Employee profit share (IX)		
Tax on profits (X)		
Total income (I+III+V+VII)		166.89
Total charges (II+IV+VI+VIII+IX+X)	(6,600.43)	(12,664.92)
PROFIT OR LOSS	(6,600.43)	(12,498.03)

	Euros	
DETAILS OF ASSETS	31/12/2008	31/12/2007
CURRENT ASSETS		
DEBTS RECEIVABLE		
<i>Ordinary debit accounts</i>		
BNP Paribas Agence des Banques	23,995,426.51	1,993.00
Cash assets	23,995,426.51	1,993.00
TOTAL ASSETS	23,995,426.51	1,993.00

Euros		
DETAILS OF LIABILITIES	31/12/2008	31/12/2007
CAPITAL AND RESERVES		
Share capital	24,040,000.00	40,000.00
Profit or loss carried forward	(39,926.49)	(27,428.46)
Profit or loss for the financial year	(6,600.43)	(12,498.03)
DEBTS PAYABLE		
<i>Other charges payable</i>		
Miscellaneous charges payable	2.94	
Auditors fees	1,950.49	1,919.49
Other debts payable	1,953.43	1,919.49
TOTAL LIABILITIES	23,995,426.51	1,993.00

Euros		
OPERATING PROFIT OR LOSS	31/12/2008	31/12/2007
OPERATING INCOME		
Miscellaneous income from ordinary management activities		
- Miscellaneous income		1.03
Other income from ordinary management activities		1.03
OPERATING CHARGES		
Intermediaries' remuneration and professional fees		
- Professional fees		
- Auditors' fees	(1,950.58)	(1,919.49)
- Documentary and litigation charges	(76.15)	(624.06)
- Miscellaneous		
- BNP technical assistance	(4,508.92)	(4,425.20)
- Placing advertisements		(620.60)
Banking and similar services		
- Other service provider charges and fees	(29.40)	(112.92)
Other purchases and external charges	(6,565.05)	(7,702.27)
Other taxes, levies and similar payments (tax administration)		
- Prorata non-recoverable VAT		(4,947.00)
Taxes, levies and similar payments		(4,947.00)

Euros		
FINANCIAL PROFIT OR LOSS	31/12/2008	31/12/2007
FINANCIAL INCOME		
Gains on realisation of investment securities		165.86
Net income on sale of investment securities		165.86
FINANCIAL CHARGES		
Credit interest on current and deposit accounts	(35.38)	(15.65)
Interest and similar charges	(35.38)	(15.65)

C. NOTES ON THE BALANCE SHEET AND INCOME STATEMENT

(The figures shown are in thousands of Euros)

I – Characteristics of the financial period

The financial period is of twelve months duration commencing on 1st January and ending on 31 December 2008.

The shareholders general meeting of 17 November 2008, passed a resolution to change the company name of Bergère Participation 4 to BNP Paribas Public Sector SCF. It also decided to increase the share capital from €40,000 to €24,040,000 by creating 2,400,000 new shares with a par value of €10 each.

This operation took place in negotiation with the Credit Institutions and Investment Firms Committee (CECEI) and the Banking Commission in relation to the conduct of property financing activities for which BNP Paribas Public Sector SCF has requested approval.

II – Accounting principles, rules and methods

The financial statements for the financial year ending 31/12/2008 were prepared in accordance with accounting principles and in accordance with generally accepted rules for the preparation and presentation of annual financial statements.

The method used for valuing items posted in the accounts is the historical cost method.

Analysis of maturity of debts receivable and debts payable at year-end

		Euros		
DEBTS RECEIVABLE (a) DEBTS PAYABLE (b)	Gross amount	Liquidity and Maturity		
		Due within one year	Due after 1 year	Due after five years
Debts receivable relating to fixed assets				
Debts receivable and interest relating to participating interests				
Debts receivable relating to portfolio long-term investment securities				
Loans				
Other				
Debts receivable relating to current assets				
Trade debtors and related accounts				
Other				
Subscribed share capital – called but not paid				
Prepayments				
TOTAL DEBTS RECEIVABLE				
Convertible debenture loans				
Other debenture loans				
Loans and debts payable to credit institutions:				
- with initial maturity of one year maximum				
- with initial maturity of over one year				
Loans and sundry financial debts payable				
Trade creditors and related accounts				
Tax and social security debts payable				
Creditors for fixed assets and related accounts				
Other debts payable	1,953	1,953		

Deferred income				
TOTAL DEBTS PAYABLE	1,953	1,953		
(a) <i>Not including advances and payments on account paid on orders</i>				
(b) <i>Not including advances and payments on account received on orders</i>				

Charges payable

Euros	
DEBTS PAYABLE	Amount
Other debts payable	1 953

Changes in capital and reserves

Euros				
Items	At opening	Increase of item	Decrease of item	At year-end
Share capital	40,000	24,000,000		24,040,000
Premiums on shares issued, mergers and contributions				
Revaluation reserve				
- Legal reserve				
- Statutory and contractual reserves				
- Tax-regulated reserves				
- Other reserves				
Profit or loss carried forward	-27,428	-12,498		-39,926
Profit or loss for the financial year	-12,498	-6,600	12,498	-6,600
Interim dividend				
Sub-total : net position	74	23,980,902	12,498	23,993,473
Investment grants				
Tax-regulated provisions				
Total capital and reserves	74	23,980,902	12 498	23,993,473

Share capital structure

	Number of securities				Par value
	At opening of the financial year	Created during the financial year	Redeemed during the financial year	At financial year end	
Ordinary shares	4,000	2,400,000		2,404,000	10 €
Redeemed shares					
Non-voting priority dividend shares					
Preference shares					
Ownership units					
Investment certificates					

Connected companies items

(Companies likely to be included by global integration within a consolidated group)

Euros	
	Amount
Intangible assets:	
- Advances and payments on account	
Tangible assets :	
- Advances and payments on account	
Financial fixed assets :	

	Amount
- Participating interests	
- Debts receivable relating to participating interests	
- Loans	
Advances and payments on account paid on orders	
Debts receivable :	
- Trade debtors and related accounts	
- Other debts receivable	
- Subscribed share capital, called but not paid	
Investment securities	
Cash assets	23,995,427
Debts payable:	
- Convertible debenture loans	
- Other debenture loans	
- Loans and debts payable to credit institutions	
- Loans and sundry financial debts payable	
- Payments on account received on orders in progress	
- Trade creditors and related accounts	
- Creditors for fixed assets and related accounts	
- Other debts payable	
Financial charges	
- Interest and similar expenses	
Financial income	
- Income from participating interests	
- Income from debts receivable	
- Interest	

III - Other information

Tax integration

The company has been included in the scope of the tax integration agreement since 01/01/2001. The parent company is BNP PARIBAS.

Regarding corporation tax, in accordance with the tax integration agreement, the tax owed is calculated by the subsidiary, as if there were no tax integration. The amount calculated, having deducted any tax credits, is payable to the parent company, BNP PARIBAS SA.

Five year financial summary

	Euros				
Item	31/12/2004	31/12/2005	31/12/2006	31/12/2007	31/12/2008
Capital at financial year end					
Share capital	40,000	40,000	40,000	40,000	24,040,000
Number of existing ordinary shares	4,000	4,000	4,000	4,000	2,404,000
Number of existing priority dividend shares (without voting rights)					
Maximum number of shares to be created:					
- by conversion of bonds					
- by exercise of subscription rights					
Results of operations for the year					
Turnover (Excl. VAT)					
Earnings before taxes and charges (depreciation, amortisation and provisions)	- 5,625	- 5,509	- 5,941	- 12,498	- 6,600

Item	31/12/2004	31/12/2005	31/12/2006	31/12/2007	31/12/2008
Tax on profits					
Employee profit share due for the financial year					
Earnings after taxes and charges (depreciation, amortisation and provisions)	- 5,625	- 5,509	- 5,941	- 12,498	- 6,600
Distributed profits					
Earnings per share in Euros					
Earnings after taxes, but before charges (depreciation, amortisation and provisions)	- 1.41	- 1.38	- 1.49	- 3.12	- 0.00
Earnings after taxes and charges (depreciation, amortisation and provisions)	- 1.41	- 1.38	- 1.49	- 3.12	- 0.00
Dividend payable on each share					
Headcount					
Average employee headcount during the financial year					
Amount of the payroll for the financial year					
Amounts paid with respect to welfare benefits (social security, pro bono work, etc.)					

D. CASH FLOW STATEMENT FOR THE YEARS ENDED 31 DECEMBER 2007 AND 31 DECEMBER 2008

(in Euros)	2007	2008
Pre-tax	- 12,498	- 6,600
(+/- Net appropriations to depreciation of tangible and intangible assets		
(-) Depreciation of goodwill and other fixed assets		
(= Net appropriations to provisions		
() +/- Portion of profits relating to affiliate companies		
() +/- Net loss/net gain from investment activities (1)		
() (Income/charges from financing activities (1)		
() +/- Other transactions	4,841	34
(!) = Total non-monetary items included in net pre-tax profit and other adjustments	4,841	34
(+/- Cash flow relating to transactions with credit institutions (*)		
(+/-Cash flow relating to transactions with customers (*)		
(+/-Cash flow from other transactions relating to financial assets or liabilities (*)		
(+/-Cash flow from other transactions relating to non-financial assets or liabilities		
() – Taxes paid		
(!) = Net decrease/(increase) of assets and liabilities from operating activities	-	-
Total net cash flow from operating activities (A)	- 7,657	- 6,566
(+/- Cash flow relating to financial assets and participating interests (*)		
(+/-Cash flow relating to investment property (*)		
(+/-Cash flow relating to tangible and intangible assets (*)		
Total net cash flow from investment activities (B)	-	-
(+/- Cash flow derived from or intended for shareholders (*)		
(+/- Other net cash flow from financing activities (*)		24,000,000
Total net cash flow relating to financing activities (C)	-	24,000,000
Effect of exchange rate variations on cash and cash equivalents (D)	-	-
Net increase/(decrease) in cash and cash equivalents (A+B+C+D)	- 7,657	23,993,434
Net cash flow from operating activities (A)	- 7,657	- 6,566
Net cash flow relating to investment activities (B)	-	-
Net cash flow relating to financing activities (C)	-	24,000,000
Effect of exchange rate variations on cash and cash equivalents (D)	-	-

(in Euros)	2007	2008
Cash and cash equivalents at opening	9,650	1,993
Cash, central banks, post office checking accounts (assets and liabilities)		
Demand deposit accounts (assets and liabilities) and loans/borrowings with credit institutions	9,650	1,993
Cash and cash equivalents at year-end	1,993	23,995,427
Cash, central banks, post office checking accounts (assets and liabilities)		
Demand deposit accounts (assets and liabilities) and loans/borrowings with credit institutions	1,993	23,995,427
Changes in net cash	- 7,657	23,993,434

Explanatory note

The cash flow statement for the year ended December 31, 2008 has been prepared on the basis of the audited financial statements for the financial years ended December 31, 2007 and December 31, 2008. These financial statements were prepared in accordance with accounting principals applicable in France.

The cash flow statement has been prepared using the indirect method.

Investing activities are the acquisition and disposal of long-term assets and other investments not included in cash equivalents.

Financing activities are activities that result in changes in the size and composition of the contributed equity and borrowings of the entity.

Operating activities are the principal revenue-producing activities of the entity and other activities that are not investing or financing activities.

E. GENERAL REPORT OF THE STATUTORY AUDITORS

BNP PARIBAS PUBLIC SECTOR SCF

This is a free translation into English of the statutory auditors' report issued in French and is provided solely for the convenience of English speaking users. The statutory auditors' report includes information specifically required by French law in such reports, whether qualified or not, which is presented below the opinion on the financial statements. This information includes an explanatory paragraph discussing the auditors' assessments of certain significant accounting and auditing matters. These assessments were considered for the purpose of issuing an audit opinion on the financial statements taken as a whole and not to provide separate assurance on individual account captions or on information taken outside of the financial statements.

This report should be read in conjunction with, and construed in accordance with, French law and professional auditing standards applicable in France.

Financial Statements – Year ended 31 December 2008

To the Shareholders of BNP PARIBAS PUBLIC SECTOR SCF

In compliance with the assignment entrusted to us by your Shareholders' annual general meeting, we hereby report to you, for the year ended December 31, 2008, on:

- the audit of the accompanying financial statements of BNP PARIBAS PUBLIC SECTOR SCF,
- the justification of our assessments,
- the specific verifications and information required by law.

These financial statements have been approved by the Board of Directors. Our role is to express an opinion on these financial statements based on our audit.

I - Opinion on the financial statements

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

In our opinion, the financial statements give a true and fair view of the company's financial position and its assets and liabilities as at 31 December 2008, and of the results of its operations for the year then ended in accordance with the accounting rules and principles applicable in France.

II - Justification of our assessments

In accordance with the requirements of article L. 823-9 of the French Commercial Code (*Code de commerce*) relating to the justification of our assessments, we inform you that the assessments we made concerned the appropriateness of the accounting principles.

The assessments were made in the context of the performance of our audit of the financial statements, taken as a whole, and therefore contributed to the formation of our unqualified audit opinion expressed in the first part of this report.

III - Specific verifications and information

We have also performed the specific verifications required by law in accordance with professional standards applicable in France.

We have no matters to report regarding:

- the fair presentation and the conformity with the financial statements of the information given in the Directors' report, and in the documents addressed to the shareholders with respect to the financial position and the financial statements.
- the fair presentation of information provided in the Directors' report in respect of remuneration and benefits granted to certain corporate officers and any other commitments made in their favour in connection with, or subsequent to, their appointment, termination or change in function. We draw your attention to the reasons, presented in the Directors' report, explaining that your company does not provide information relating remuneration and benefits granted by the controlling entity to corporate officers of your company who are not also corporate officers of the controlling entity.

Neuilly sur Seine and Courbevoie; 4 February 2009

The statutory auditors

PricewaterhouseCoopers Audit

Mazars

Patrice Morot

Hervé Hélias