

Manweb Pensions Trustee Limited

**Director's Report and Accounts
for the year ended 31 March 1998**

Registered no: 2887678



**Manweb Pensions Trustee Limited
Director's Report and Accounts
for the year ended 31 March 1998**

	Pages
Report of the Director	2
Accounting Policies	4
Balance Sheet	5
Notes to the Accounts	6
Report of the Auditors	8

Manweb Pensions Trustee Limited Report of the Director

The director presents his report and audited Accounts for the year ended 31 March 1998.

Dividends and transfers to reserves

The director does not recommend the payment of a dividend (1997: £nil). No sums were transferred to reserves during the year (1997: £nil).

Activities and review

The company acts as a trustee of the Manweb plc 1994 Funded Retirement Benefits Scheme. The company was not involved in trading during the period and was dormant.

Directors and their interests

The directors who held office during the year were as follows:

Robert Green

Michael Kinski (resigned on 27 February 1998)

The director had no disclosable interests in the shares of the company. The interests of the director in the shares of Scottish Power plc at the beginning and end of the year were as follows:

	Ordinary Shares		Share Options					
			Executive Scheme		Sharesave Scheme		*Long Term Incentive Plan	
	31.3.98	1.4.97	31.3.98	1.4.97	31.3.98	1.4.97	31.3.98	1.4.97
Robert Green	-	-	219	1,164	-	9,488	12,778	6,625

* These shares represent, in each case, the maximum number of shares which the directors may receive, dependent on the satisfaction of performance criteria as approved by the shareholders of Scottish Power plc in connection with the Long Term Incentive Plan.

Manweb Pensions Trustee Limited

Director's responsibilities

The director is required by UK company law to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial period.

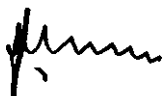
The director confirms that suitable accounting policies have been used and applied consistently and reasonable and prudent judgements and estimates have been made in the preparation of the financial statements for the year ended 31 March 1998. The director also confirms that applicable accounting standards have been followed and that the financial statements have been prepared on the going concern basis.

The director is responsible for maintaining proper accounting records, and sufficient internal controls to safeguard the assets of the company and to prevent and detect fraud or any other irregularities.

Auditors

A resolution to reappoint the auditors, Coopers & Lybrand, will be proposed at the Annual General Meeting.

By order of the Board



A R Mitchell
Secretary
22 July 1998

Manweb Pensions Trustee Limited

Accounting Policies

Basis of Accounting

The accounts have been prepared under the historical cost convention and in accordance with applicable accounting standards in the UK and with the requirements of the Companies Act 1985.

Manweb Pensions Trustee Limited

Balance sheet

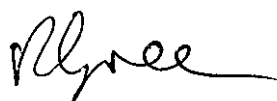
as at 31 March 1998

	Notes	1998 £	1997 £
Current assets			
Cash at bank and in hand		2	2
		<u>2</u>	<u>2</u>
Net assets		<u>2</u>	<u>2</u>
Called up share capital	3	2	2
Profit and loss account		-	-
		<u>2</u>	<u>2</u>
Equity shareholders' funds	4	<u>2</u>	<u>2</u>

The accounting policies on page 4, together with the notes on pages 6 and 7, form part of these accounts.

The Company was dormant within the meaning of Section 250 of the Companies Act 1985, throughout the period from 1 April 1997 to 31 March 1998 inclusive. Accordingly, no profit and loss account has been prepared.

Approved by the Board on 22 July 1998 and signed on its behalf by:



Robert Green
Director

Manweb Pensions Trustee Limited

Notes to the Accounts

for the year ended 31 March 1998

1 Turnover

The company did not engage in trading during the year.

2 Directors' emoluments and employee information

None of the directors received any remuneration from the company, or from related companies, in respect of their services to the company.

The company has no employees.

3 Share Capital

	1998 £	1997 £
Authorised		
100 ordinary shares of £1 each	100	100
Allotted, issued and fully paid		
2 ordinary shares of £1 each	2	2

4 Reconciliation of movements in shareholders' funds

	1998 £	1997 £
Opening shareholders' funds	2	2
Profit for the financial year	-	-
Closing shareholders' funds	2	2

5 Ultimate parent company

The director regards Scottish Power plc, a company registered in Scotland, as the ultimate parent undertaking. Copies of the ultimate parent's consolidated financial statements may be obtained from The Secretary, Scottish Power plc, 1 Atlantic Quay, Glasgow, G2 8SP.

Report of the Auditors to the members of Manweb Pensions Trustee Limited

We have audited the financial statements on pages 4 to 7.

Respective responsibilities of director and auditors

As described on page 3, the company's director is responsible for the preparation of financial statements. It is our responsibility to form an independent opinion, based on our audit, on those statements and to report our opinion to you.

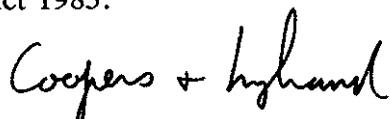
Basis of opinion

We conducted our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the director in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from any material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the company's affairs at 31 March 1998 and have been properly prepared in accordance with the Companies Act 1985.



Coopers & Lybrand
Chartered Accountants and Registered Auditors
22 July 1998