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DB TWEED LIMITED

Company number: 131334

REPORTS AND NON-STATUTORY FINANCIAL STATEMENTS

For the year ended 31 December 2005

Certified to be a true copy



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Company Secretary

THURSDAY



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REPORT OF THE DIRECTORS**For the year ended 31 December 2005**

The directors present their annual report on the affairs of the Company together with the non-statutory financial statements for the year ended 31 December 2005

ACTIVITIES AND REVIEW OF BUSINESS

The Company is an investment holding company and was incorporated on 12 December 2003 in the Cayman Islands

On 30 December 2003 the Company entered into a stock loan agreement with Deutsche Bank AG (DBAG) over DB International Investments Limited (DBIIL) fixed rate redeemable preference shares for £480,000,000. This was funded by the issuance of 10,000 fixed rate redeemable preference shares to DB Kamchatka Limited for £480,000,000. On the same date, DBAG entered into a loan agreement with DB Finance International (DBFI) over the same fixed rate redeemable preference shares of DBIIL which DBFI has subscribed to in 17 December 2003. The stock loans terminated in June 2004 and DBFI transferred the above DBIIL shares to the Company. On 16 November 2005 the Company sold this investment to DB Kamchatka Limited for a sum of £480,000,000.

On 10 June 2004, the Company authorised and issued 10,000 fixed rate cumulative redeemable B preference shares to DB Sedanka Limited for a total of £235,258,267. The B preference shares are redeemable at the Company's option.

On 10 March 2005, 76 fixed rate redeemable B preference shares issued to DB Sedanka Limited were redeemed for £1,787,963. On 10 June 2005, 78 fixed rate redeemable B preference shares issued to DB Sedanka Limited were redeemed for £1,835,014. On 12 September 2005, the Company redeemed the 81 B Preference Shares issued to DB Sedanka Limited for the sum of £1,905,592.

On 16 November 2005, the Company redeemed the 10,000 Preference Shares issued to DB Kamchatka for the sum of £255,054,259.81. On this date, the Company likewise redeemed the 9,613 B Preference Shares issued to DB Sedanka Limited for the sum of £226,153,771.73.

In these financial statements the presentation requirements of FRS 25 'Financial instruments: presentation and disclosure' have been adopted for the first time. Preference Shares have been classified as a financial liability in these financial statements and the corresponding dividend payable dealt with as part of interest payable and similar charges.

The position at the end of the year is reflected in the audited balance sheet set out on page 5.

RESULTS AND DIVIDENDS

The results of the Company for the year ended 31 December 2005, after providing for taxation show a profit of £826,805 (2004: loss of £826,368).

on 4 October 2004, became Secretary on 17 March 2005 and resigned on 13 May 2005. A Bartlett and A Rutherford were appointed as Joint Secretaries on 13 May 2005.

As at the date of approval, and during the year, the company has in force a third party qualifying indemnity provision for the benefit of its directors.

REPORT OF THE DIRECTORS (continued)
For the year ended 31 December 2005

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE NON-STATUTORY FINANCIAL STATEMENTS

The directors have accepted responsibility for preparing the Directors' Report and the non-statutory financial statements for the year ended 31 December 2005 which are intended to give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that year

The directors have elected to prepare the financial statements in accordance with UK Accounting Standards. In preparing these financial statements the directors have

- selected suitable accounting policies and then applied them consistently,
- made judgements and estimates that are reasonable and prudent,
- stated whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the non-statutory financial statements, and
- prepared the non-statutory financial statements on the going concern basis as they believe that the company will continue in business

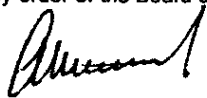
The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities

DIRECTORS' INTERESTS

None of the directors had an interest in the share capital of the company during the year

None of the directors had any disclosable interest in the shares or debentures of any UK group undertaking at the end of the year, or were granted or exercised any right to subscribe for shares in, or debentures of, any UK group undertaking during the year

By order of the Board of directors this 25 September 2006



A Rutherford
Joint Secretary

Registered office

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
DB TWEED LIMITED**

We have audited the non-statutory financial statements of DB Tweed Limited ended 31 December 2005 which comprise the Profit and Loss Account, the Balance Sheet, the Reconciliation of Movements in Shareholder's Funds and Reserves and the related notes on pages 4 to 11 which have been prepared for the reasons and on the basis set out in note 1

This report is made solely to the company's members, as a body, in accordance with our engagement letter dated 11 January 2002. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities on page 2, the company's directors have accepted responsibility for the preparation of the financial statements in accordance with applicable UK Accounting Standards (UK Generally Accepted Accounting Practice).

Our responsibilities, as independent auditors, are established in the United Kingdom by the relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland), by our professions's ethical guidance and by the terms of our engagement letter dated 11 January 2002.

Under the terms of the engagement we are required to report to you our opinion as to whether the non-statutory financial statements give a true and fair view and are properly prepared in accordance with the disclosure requirements of the Companies Act 1985, as if those requirements were to apply. We also report to you if, in our opinion, we have not received all the information and explanations we require for our audit.

We read the other information accompanying the non-statutory financial statements and consider whether it is consistent with them. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the non-statutory financial statements.

Basis of audit opinion

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

8 Salisbury Square
London EC4Y 8BB

Dated *25 September 2006*

PROFIT AND LOSS ACCOUNT
For the year ended 31 December 2005

	Note	Year ended 2005 £	Restated Period from 12 December 2003 to 31 December 2004 £
Interest receivable	4	6,432	624,558
Interest payable	5	(13,569,041)	(15,789,036)
Dividend receivable from fixed asset investment		14,389,085	14,524,405
PROFIT (LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		826,476	(640,073)
Tax credit/(charge) on profit/(loss) on ordinary activities	6	329	(186,295)
PROFIT (LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION		826,805	(826,368)
RETAINED PROFIT (LOSS) FOR THE YEAR		826,805	(826,368)
RETAINED LOSS BROUGHT FORWARD		(826,368)	-
RETAINED PROFIT (LOSS) CARRIED FORWARD		437	(826,368)

The profit for the year has arisen from continuing activities

There were no other recognised gains and losses during the year

The notes on pages 7 to 11 form part of these accounts

BALANCE SHEET
As at 31 December 2005

	Note	<u>2005</u> £	Restated <u>2004</u> £
FIXED ASSETS			
Investments	7	-	480,000,000
CURRENT ASSETS			
Debtors	8	267,133	1,109,537
Cash at bank		13	11
		<u>267,146</u>	<u>1,109,548</u>
CREDITORS amounts falling due within one year	9	(176,709)	(481,845,916)
NET CURRENT ASSETS (LIABILITIES)		90,437	(480,736,368)
TOTAL ASSETS LESS CURRENT LIABILITIES		90,437	(736,368)
NET ASSETS		90,437	(736,368)
CAPITAL AND RESERVES			
Called up share capital	10	90,000	90,000
Profit and loss account		437	(826,368)
Equity Shareholders' funds		90,437	(736,368)

The notes on pages 7 to 11 form part of these accounts

These financial statements were approved by the Board of Directors on 25 September 2006



RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS
For the year ended 31 December 2005

	<u>Profit & Loss</u> <u>Account</u> £	<u>Ordinary Share</u> <u>Capital</u> £	<u>Preference Share</u> <u>Capital</u> £	<u>Preference Share</u> <u>Premium</u> £	<u>Total</u> £
Balance at 1 January 2005	(826,368)	90,000	-	-	(736,368)
Profit after tax	826,805	-	-	-	826,805
Balance at 31 December 2005	437	90,000	-	-	90,437

	<u>Profit & Loss</u> <u>Account</u> £	<u>Ordinary Share</u> <u>Capital</u> £	<u>Preference Share</u> <u>Capital</u> £	<u>Preference Share</u> <u>Premium</u> £	<u>Total</u> £
Balance at 12 December 2003	-	-	-	-	-
Issuances during the period	-	90,000	20,000	715,238,267	715,348,267
Dividend payment out of share premium	-	-	-	(230,576,296)	(230,576,296)
Redemptions during the period	-	-	(152)	(3,575,774)	(3,575,926)
Profit after tax	(826,368)	-	-	-	(826,368)
Net reduction					
Opening shareholders' funds (originally £480,369,677) restated for prior year adjustment of £481,106,045)	-	-	(19,848)	(481,086,197)	(481,106,045)
Balance at 31 December 2004	(826,368)	90,000	-	-	(736,368)

NOTES TO THE ACCOUNTSFor the year ended 31 December 2005

1 ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the non-statutory financial statements, except as noted below

In these non-statutory financial statements the following new standards have been adopted for the first time

- FRS 21 'Events after the balance sheet date',
- FRS 28 'Corresponding amounts'

The accounting policies under these new standards have had no material effect in their adoption. FRS 28 'Corresponding amounts' has had no material effect as it imposes the same requirements for comparatives as hitherto required by the Companies Act 1985, as if these requirements were to apply.

In these non-statutory financial statements the presentation requirements of FRS 25 'Financial instruments: presentation and disclosure' has been adopted for the first time. The accounting policy under this new standard is set out below together with an indication of the effect of its adoption. The corresponding amounts in these non-statutory financial statements are restated in accordance with the new policy.

Basis of preparation

These non-statutory financial statements have been prepared in accordance with the Companies Act 1985, as if these requirements were to apply, UK applicable accounting standards and applicable Statements of Recommended Practice. The directors have decided to prepare these non-statutory financial statements to support the tax return made to the UK authorities. The particular accounting policies are described below.

(a) CONVENTION

These non-statutory financial statements are prepared in accordance with the historical cost convention.

(b) INCOME RECOGNITION

Interest income and expense is accounted for on an accrual basis.

(c) FIXED ASSET INVESTMENTS

Fixed asset investments are held at cost less provision for any permanent diminution in value. Any such provision is charged to the profit and loss account in the period in which it arises.

(d) TAXATION

NOTES TO THE ACCOUNTS

For the year ended 31 December 2005

1 ACCOUNTING POLICIES (Continued)**(e) CLASSIFICATION OF FINANCIAL INSTRUMENTS ISSUED BY THE COMPANY (Continued)**

- (i) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company, and
- (ii) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging a fixed amount of cash or other financial assets for a fixed number of its own equity instruments

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares.

Finance payments associated with financial liabilities are dealt with as part of interest payable and similar charges. Finance charges associated with financial instruments that are classified as part of shareholders' funds (see dividends policy), are dealt with as appropriations in the reconciliation of movements in shareholders' funds.

(f) CASH FLOW STATEMENT

The Company is exempt from the requirement to prepare a cash flow statement under Financial Reporting Standard 1 (Revised 1996) as it is a wholly owned subsidiary undertaking of a company which prepares consolidated financial statements which are publicly available.

2 DIRECTORS' REMUNERATION

The aggregate emoluments of persons who were Directors of the Company during the year ended 31 December 2005, including pension contributions, were £nil (2004: £nil).

3 ADMINISTRATIVE EXPENSES

The Company has no full-time employees. The staff involved in the Company's operations are all employees of the Deutsche

FINANCE COST ON SHARES ISSUED AS AT 31 DEC 2005

13,569,041

15,789,036

NOTES TO THE ACCOUNTS

For the year ended 31 December 2005

6 TAXATION	<u>2005</u>	<u>2004</u>
	£	£

(a) Analysis of tax on profit on ordinary activities

Current tax

Group Relief (credit)/charge for the year	(329)	186,295
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Total tax (credit)/charge on profit on ordinary activities	(329)	186,295
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(b) Current tax reconciliation

The standard rate of tax for the year, based on the UK standard rate of corporation tax is 30%. The actual tax charge/(credit) for the year differs from the standard rate for the reasons set out in the following reconciliation

	<u>2005</u>	<u>2004</u>
	£	£

Profit/(Loss) on ordinary activities	826,476	(640,073)
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Tax on profit/(loss) on ordinary activities at standard rate (30%)	247,943	(192,022)
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Effects of

UK Dividend Income (Non-Taxable) Exempt from UK Tax	(4,316,726)	(4,357,321)
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Finance charge on shares classified as liabilities	4,068,454	4,735,638
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Total current tax (credit)/charge	(329)	186,295
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7 FIXED ASSET INVESTMENTS	<u>2005</u>	<u>2004</u>
	£	£

Opening balance	480,000,000	-
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Acquisitions during the period	-	480,000,000
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Disposals during the period	(480,000,000)	-
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Amounts due from group companies	98,691	111,100
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Accrued dividend receivable on fixed asset investment	-	992,351
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Group Relief Receivable	168,242	-
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	267,133	1,109,537
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NOTES TO THE ACCOUNTS

For the year ended 31 December 2005

9 CREDITORS Amounts falling due within one year	2005	Restated 2004
	£	£
Amount due to group companies	176,709	177,777
Accrued preference dividends payable to group companies	-	5,960
Accrued B preference dividends payable to group companies	-	547,405
Group relief payable	-	8,729
Cumulative Redeemable Preference shares classified as liabilities	-	19,848
Preference share premium classified as liabilities	-	481,086,197
	<u>176,709</u>	<u>481,845,916</u>

On 10 March 2005, 76 Fixed rate redeemable B preference shares issued to DB Sedanka Limited were redeemed for £1,787,963 On 10 June 2005, 78 Fixed rate redeemable B preference shares issued to DB Sedanka Limited were redeemed for £1,835,014 On 12 September 2005, the Company further redeemed the 81 B Preference Shares issued to DB Sedanka Limited for the sum of £1,905,592 On 16 November 2005, the Company redeemed the 10,000 Preference Shares issued to DB Kamchatka and 9,613 B Preference Shares issued to DB Sedanka Limited for the sum of £255,054,260 and £226,153,772 respectively

10 SHARE CAPITAL	2005	2004
	No	No
Authorised		
Ordinary Shares of £1 each	90,000	90,000
Preference Shares of £1 each	10,000	10,000
Tranche B Preference shares of £1 each	10,000	10,000
	<u>110,000</u>	<u>110,000</u>
	2005	2004
	No	No
Allotted, called up and fully paid		
Ordinary Shares of £1 each	90,000	90,000
Preference Shares of £1 each	-	10,000
Tranche B Preference shares of £1 each	-	9,848

Tranche B Preference shares of £1 each

90,000

109,848

NOTES TO THE ACCOUNTS

For the year ended 31 December 2005

10 SHARE CAPITAL (Continued)

	<u>2005</u>	<u>2004</u>
	<u>£</u>	<u>£</u>
Shares classified as liabilities	-	19,848
Shares classified in shareholders' funds	90,000	90,000
	<u>90,000</u>	<u>109,848</u>

On 16 December 2003, the Company authorised and issued 90,000 fully paid shares at par to Tempurrite Leasing Limited

On 18 December 2003, the Company authorised and issued 10,000 fixed rate cumulative redeemable preference shares to DB Kamchatka at £480,000,000. The Company must redeem all of the outstanding fixed rate redeemable preference shares by 10 March 2034. The Company has the option to redeem the fixed rate redeemable preference shares at any time prior to 10 March 2034.

On 10 June 2004, the Company authorised and issued 10,000 fixed rate cumulative redeemable B preference shares to DB Sedanka Limited for a total of £235,258,267. The B preference shares are redeemable at the Company's option.

In 2005, the Company redeemed its preference and Tranche B preference shares. Please refer to Note 9.

11 ULTIMATE PARENT COMPANY AND OTHER PARENT UNDERTAKINGS

Tempurrite Leasing Limited, a company incorporated in the United Kingdom, is the Company's immediate controlling entity.

Deutsche Bank AG, a company registered in Germany, is the Company's ultimate controlling entity, also being the ultimate parent company and the parent undertaking of the largest and smallest group for which group financial statements are drawn up.

Copies of the group financial statements prepared in respect of Deutsche Bank AG may be obtained from the Company Secretary, Deutsche Bank AG, London branch, Winchester House, 1 Great Winchester Street, London EC2N 2DB.

12 RELATED PARTY TRANSACTIONS