

FL27332

1362025/1050

DB TWEED LIMITED

Company number: 131334

REPORTS AND NON-STATUTORY FINANCIAL STATEMENTS

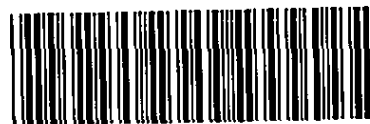
For the period from 12 December 2003 to 31 December 2004

Certified to be a true copy



.....
Company Secretary

THURSDAY



AOU8YP8V

A45 03/05/2007 298

COMPANIES HOUSE

■AUGW5KCS■

A17 624
COMPANIES HOUSE 08/11/2006

REPORT OF THE DIRECTORS (continued)

For the period from 12 December 2003 to 31 December 2004

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

The Directors have prepared these non-statutory financial statements for the reasons and explanation set out in Note 1 to the accounts so as 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 the year. In preparing those non-statutory financial statements, the Directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business

The Directors are responsible for keeping proper accounting records which 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

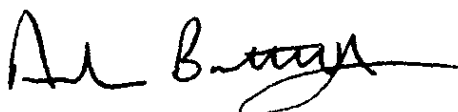
None of the Directors had an interest in the share capital of the company during the period.

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

AUDITORS

KPMG Audit Plc have indicated their willingness to continue in office.

By order of the Board of Directors this 14th day of November 2005



A Bartlett
Joint Secretary

Registered office

Elizabethan Square
PO Box 1984
George Town
Grand Cayman
Cayman Islands

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

We have audited the non-statutory financial statements on pages 4 to 10

This report is made solely to the company's members, as a body, in accordance with our engagement letter dated 11th 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 on page 2, the company's directors have accepted responsibility for the preparation of the non-statutory financial statements in accordance with applicable UK accounting standards and as if applicable United Kingdom law applied to them. Our responsibilities, as independent Auditors, are established in the United Kingdom by the terms of engagement letter dated 11th January 2002, the Auditing Practices Board and by our profession's ethical guidance.

Under the terms of 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, as if they were required to be prepared in accordance with the disclosure requirements of the Companies Act 1985. We also report to you if, in our opinion, we have not received all the information and explanations we require for our audit.

Basis of audit 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 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.

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 these non-statutory financial statements are free from 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 non-statutory financial statements.

Opinion

In our opinion the non-statutory financial statements give a true and fair view of the state of the Company's affairs as at 31 December 2004 and of its profit for the period then ended and have been properly prepared in accordance with the disclosure requirements of the Companies Act 1985, as if the requirements of this Act applied to these non-statutory financial statements.

KPMG Audit Plc

KPMG Audit Plc
Chartered Accountants

8 Salisbury Square
London EC4Y 8BB

Dated *14 November 2005*

PROFIT AND LOSS ACCOUNT

For the period from 12 December 2003 to 31 December 2004

	Note	<u>Period from 12</u> <u>December 2003 to 31</u> <u>December 2004</u>
		£
Dividend receivable from fixed asset investment		14,524,405
Interest receivable from group undertakings		624,558
Interest payable to group undertakings		(3,576)
<hr/>		
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		15,145,387
Tax charge on ordinary activities	4	(186,295)
<hr/>		
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		14,959,092
<hr/>		
DIVIDENDS ON PREFERENCE SHARES		
Dividends payable on preference shares		(246,361,756)
Difference between non-equity finance costs and the related dividends	5	230,576,296
Regular finance cost		<u>(15,785,460)</u>
<hr/>		
RETAINED LOSS FOR THE PERIOD		(826,368)
<hr/>		

The loss for the period has arisen from continuing activities

There were no other recognised gains and losses during the period

The notes on pages 7 to 10 form part of these accounts

BALANCE SHEET
As at 31 December 2004

	Note	31 December 2004 £
FIXED ASSET INVESTMENT	6	480,000,000
CURRENT ASSETS		
Debtors amounts falling due within one year	7	1,109,537
Cash at bank		11
		1,109,548
CREDITORS amounts falling due within one year	8	(739,871)
CURRENT ASSETS LESS CURRENT LIABILITIES		369,677
TOTAL ASSETS LESS CURRENT LIABILITIES		480,369,677
NET ASSETS		480,369,677
CAPITAL AND RESERVES		
Called up share capital	9	109,848
Share premium	10	481,086,197
Profit and loss account		(826,368)
SHAREHOLDERS' FUNDS		480,369,677
EQUITY		(736,368)
NON-EQUITY		481,106,045

The notes on pages 7 to 10 form part of these accounts

These non-statutory financial statements were approved by the Board of Directors on 14th November 2005



Signed by
For and on behalf of the Board of Directors

RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS

For the period from 12 December 2003 to 31 December 2004

	<u>Profit & Loss</u> <u>Account</u> <u>£</u>	<u>Ordinary Share</u> <u>Capital</u> <u>£</u>	<u>Preference</u> <u>Share Capital</u> <u>£</u>	<u>Preference</u> <u>Share Premium</u> <u>£</u>	<u>Total</u> <u>£</u>
Balance at 12 December 2004	-	-	-	-	-
Issuances during the period	-	90,000	20,000	715,238,267	715,348,267
Dividends payable	(246,361,756)	-	-	-	(246,361,756)
Transfer from Reserves	230,576,296	-	-	(230,576,296)	-
Redemptions during the period	-	-	(152)	(3,575,774)	(3,575,926)
Profit after tax	14,959,092	-	-	-	14,959,092
Balance at 31st December 2004	(826,368)	90,000	19,848	481,086,197	480,369,677

The notes on pages 7 to 10 form part of these accounts

The payment of dividends out of the share premium account is in accordance with Section 34(2)(a) of the Cayman Islands Company Law (2004 Revision)

NOTES TO THE ACCOUNTS**For the period from 12 December 2003 to 31 December 2004**

1 ACCOUNTING POLICIES

These non-statutory financial statements have been prepared in accordance with applicable UK accounting standards. The directors have decided to prepare these non-statutory financial statements to support the tax return made to UK authorities. The particular accounting policies are described below.

(a) CONVENTION

These non-statutory financial statements are prepared in accordance with applicable UK accounting standards and under the historical cost convention.

(b) INCOME RECOGNITION

Interest income and expense is accounted for on an accrual basis. Fixed preference dividends receivable and payable are accrued at the appropriate dividend rate.

(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) 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. The Company's ultimate parent company, Deutsche Bank AG presents a cash flow statement in its Annual Report.

(e) TAXATION

The charge for taxation is based on the profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes. Deferred taxation is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS 19.

(f) FINANCE COSTS

The difference between the net proceeds from the issuance of the preference shares and the total amounts of preference dividends paid is charged as finance cost to the ordinary shareholders.

2 DIRECTORS' REMUNERATION

The aggregate emoluments of persons who were Directors of the Company during the year ended 31 December 2004, including pension contributions, were £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 Bank Group. The total staff costs have been borne by a Deutsche Bank Group company without recharge, no staff costs have therefore been included in these financial statements.

Audit remuneration is borne by a group undertaking.

NOTES TO THE ACCOUNTS

For the period from 12 December 2003 to 31 December 2004

4 TAXATION

Period from 12
December 2003 to 31
December 2004
£

(a) Analysis of tax on profit on ordinary activities

Current tax

Group Relief charge for the year

Total Current Tax

186,295

186,295

Tax charge on profits on ordinary activities

186,295

(b) Current tax reconciliation

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

Period from 12
December 2003 to 31
December 2004
£

Profit on ordinary activities

15,145,387

Tax on profit on ordinary activities at standard rate (30%)

4,543,616

Factors affecting charge for the year

UK Dividend income (non-taxable) exempt from UK tax

(4,357,321)

Total current tax charge

186,295

5 DIVIDENDS ON PREFERENCE SHARES

£

The difference between non-equity finance costs and the related dividends is calculated as follows

Dividends payable on preference shares

246,361,756

Less regular finance costs

(15,785,460)

Difference between non-equity finance costs and the related dividends

230,576,296

6 FIXED ASSET INVESTMENTS

31 December 2004

£

As at 12 December 2003

-

Acquisitions during the period

480,000,000

As at 31 December 2004

480,000,000

On 30 December 2003 the Company entered into a stock loan agreement with DB AG Frankfurt over DB International Investments fixed rate redeemable preference shares for £480,000,000. The stock loan terminated in June 2004 and Deutsche Bank Finance International transferred the above shares to DB Tweed Limited

NOTES TO THE ACCOUNTS

For the period from 12 December 2003 to 31 December 2004

7 DEBTORS	31 December 2004
	£
Amounts due from group companies	117,186
Accrued dividend receivable on fixed asset investment	992,351
	<u>1,109,537</u>

8 CREDITORS Amounts falling due within one year	31 December 2004
	£
Amount due to group companies	177,777
Accrued preference dividends payable to group companies	5,960
Accrued B preference dividends payable to group companies	547,405
Group relief payable	<u>8,729</u>
	<u>739,871</u>

9 SHARE CAPITAL	31 December 2004
	£
Ordinary shares of £1 each	90,000
Preference shares of £1 each	10,000
Tranche B Preference shares of £1 each	<u>10,000</u>
	<u>110,000</u>
Allotted, called up and fully paid	
Ordinary shares of £1 each	90,000
Preference shares of £1 each	10,000
Tranche B Preference shares of £1 each	<u>9,848</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 £48,000 per share for a total of £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 at £48,000 per share for a total of £480,000,000. The B preference shares are redeemable at the Company's option.

10 SHARE PREMIUM	31 December 2004
	£
Fixed rate redeemable preference shares issued to DB Kamchatka	249,413,704
Tranche B fixed rate redeemable preference shares issued to DB Sedanka Limited	235,248,419
Redemption of Tranche B preference shares to DB Sedanka	<u>(3,575,926)</u>
	<u>481,086,197</u>

NOTES TO THE ACCOUNTS

For the period from 12 December 2003 to 31 December 2004

11 ULTIMATE PARENT COMPANY AND OTHER PARENT UNDERTAKINGS

Tempurrite Leasing Limited, a company incorporated in the UK, 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

As permitted by paragraph 3(c) of FRS 8, no disclosure is made of transactions with members or associates of the Deutsche Bank AG group

13 POST BALANCE SHEET EVENTS

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
