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DB TWEED LIMITED

Company number: 131334

REPORT AND NON-STATUTORY FINANCIAL STATEMENTS

For the year ended 31 December 2008

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REPORT OF THE DIRECTORS
For the year ended 31 December 2008

The Directors present their annual report and audited non-statutory financial statements for the year ended 31 December 2008.

ACTIVITIES AND REVIEW OF BUSINESS

During the year the Company held money market instruments with a group undertaking. The Directors do not anticipate any significant changes in the nature of this activity in the future.

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

As the Company qualifies as a small company an enhanced business review is not required.

RESULTS AND DIVIDENDS

The results of the Company for the year ended 31 December 2008, after providing for taxation show a profit of £3,520 (2007: profit of £3,301).

The Directors do not recommend the payment of a dividend for the year ended 31 December 2008 (2007: £nil), leaving the profit for the year to be carried forward to the next year.

DIRECTORS

The Directors of the Company who held office during the year and subsequent to the year ended 31 December 2008 were as follows:

S E Macfarlane	Resigned 17 January 2008	
M A McGiddy		Appointed 1 February 2008
P Phillips		
R Sivanithy		

A W Bartlett and A P Rutherford were Joint Secretaries of the Company throughout the year. There have been no further changes during the year or subsequent to the year-end.

As at the date of approval, and during the year, the Company provided an indemnity to its Directors in the form of a qualifying third party indemnity provision.

REPORT OF THE DIRECTORS (continued)
For the year ended 31 December 2008

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND 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 2008 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 non-statutory financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practices). In preparing these non-statutory financial statements the Directors have:

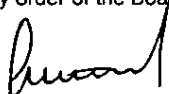
- selected suitable accounting policies and then applied them consistently;
- made judgements and estimates that are reasonable and prudent;
- stated whether applicable UK Accounting Standards have been followed, subject to any material departures disclosed and explained in the non-statutory financial 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.

DISCLOSURE OF INFORMATION TO AUDITORS

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each Director has taken all steps that he/she ought to have taken as a Director to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

By order of the Board of Directors this 13th day of October 2009



A Rutherford
Joint Secretary

Registered office

Elizabethan Square
PO Box 1984
George Town
Grand Cayman
Cayman Islands

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

We have audited the non-statutory financial statements of DB Tweed Limited for the year ended 31 December 2008 which comprise the Profit and Loss Account, the Balance Sheet, the Reconciliation of Movements in Shareholder's Funds and the related notes. These non-statutory financial statements have been prepared for the reasons and on the basis set out in note 1 to the non-statutory financial statements. Our report has been prepared for the Company solely in connection with our engagement letter dated 19 March 2008. It has been released to the Company on the basis that our report shall not be copied, referred to or disclosed, in whole (save for the Company's own internal purposes) or in part, without our prior written consent.

Our report was designed to meet the agreed requirements of the Company determined by the Company's needs at the time. Our report should not therefore be regarded as suitable to be used or relied on by any party wishing to acquire rights against us other than the Company for any purpose or in any context. Any party other than the Company who obtains access to our report or a copy and chooses to rely on our report (or any part of it) will do so at its own risk. To the fullest extent permitted by law, KPMG Audit Plc will accept no responsibility or liability in respect of our report to any other party.

Respective responsibilities of directors and auditors

The Directors of DB Tweed Limited have accepted responsibility for the preparation of these non-statutory financial statements in accordance with UK Accounting Standards (UK Generally Accepted Accounting Practice) and as if applicable UK law applied to them are set out in the Statement of Directors' Responsibilities on page 2.

Our responsibility is to audit the non-statutory financial statements in accordance with the terms of our engagement letter dated 19 March 2008 and International Standards on Auditing (UK and Ireland).

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 in accordance with 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 the audited non-statutory financial statements. We consider the implications for our report if we become aware of any apparent misstatements or material inconsistencies with the non-statutory financial statements. Our responsibilities do not extend to any other information.

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.

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 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, in accordance with UK Generally Accepted Accounting Practice, of the state of the Company's affairs as at 31 December 2008 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985, as if those requirements were to apply.

KPMG Audit Plc

KPMG Audit Plc
Chartered Accountants

8 Salisbury Square
London EC4Y 8BB

Dated:

15th October 2009

PROFIT AND LOSS ACCOUNT
For the year ended 31 December 2008

	Note	<u>2008</u> £	<u>2007</u> £
Interest receivable	4	6,044	6,825
Interest payable	5	(1,121)	(2,110)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		4,923	4,715
Tax charge on profit on ordinary activities	6	(1,403)	(1,414)
PROFIT FOR THE FINANCIAL YEAR		3,520	3,301

The profit for the year has arisen from continuing activities.

There were no other recognised gains and losses during the year.

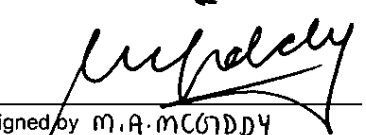
The notes on pages 7 to 10 form part of these non-statutory financial statements.

BALANCE SHEET
As at 31 December 2008

	Note	<u>2008</u> £	<u>2007</u> £
CURRENT ASSETS			
Debtors	7	116,450	110,406
Cash at bank		-	2
		<u>116,450</u>	<u>110,408</u>
CREDITORS: amounts falling due within one year	8	(21,827)	(19,305)
NET CURRENT ASSETS		94,623	91,103
NET ASSETS		94,623	91,103
CAPITAL AND RESERVES			
Called up share capital	9	90,000	90,000
Profit and loss account		4,623	1,103
SHAREHOLDER'S FUNDS		94,623	91,103

The notes on pages 7 to 10 form part of these non-statutory financial statements.

These non-statutory financial statements were approved by the Board of Directors on 13 OCTOBER 2009


 Signed by M. A. MCCORDY
 for and on behalf of the Board of Directors

RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS
For the year ended 31 December 2008

	<u>Profit & Loss</u> <u>Account</u> £	<u>Ordinary Share</u> <u>Capital</u> £	<u>Total</u> £
Balance at 1 January 2008	1,103	90,000	91,103
Profit for the year	3,520	-	3,520
Balance at 31 December 2008	4,623	90,000	94,623

RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS
For the year ended 31 December 2007

	<u>Profit & Loss</u> <u>Account</u> £	<u>Ordinary Share</u> <u>Capital</u> £	<u>Total</u> £
Balance at 1 January 2007	(2,198)	90,000	87,802
Profit for the year	3,301	-	3,301
Balance at 31 December 2007	1,103	90,000	91,103

The notes on pages 7 to 10 form part of these non-statutory financial statements.

NOTES TO THE ACCOUNTSFor the year ended 31 December 2008

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.

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 applicable UK accounting standards and under the historical cost convention.

(b) INCOME RECOGNITION

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

(c) TAXATION

The charge for taxation is based on 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 tax 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 FRS19.

(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.

2 DIRECTORS' REMUNERATION

The aggregate emoluments of persons who were directors of the Company during the year ended 31 December 2008, including pension contributions, were £nil (2007: £nil).

As at the date of approval, and during the year, the Company provided an indemnity to its Directors in the form of a qualifying third party indemnity provision.

NOTES TO THE ACCOUNTS

For the year ended 31 December 2008

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 non-statutory financial statements (2007: £nil).

	<u>2008</u>	<u>2007</u>
	£	£
Auditors' remuneration:		
Audit of these non-statutory financial statements	7,189	7,189

Auditors' remuneration for services to the Company has been borne by another group undertaking.

4 INTEREST RECEIVABLE

	<u>2008</u>	<u>2007</u>
	£	£
Interest receivable from group undertakings	6,044	6,825

5 INTEREST PAYABLE

	<u>2008</u>	<u>2007</u>
	£	£
In respect of borrowing from group undertakings	1,121	2,110

6 TAXATION

	<u>2008</u>	<u>2007</u>
	£	£
(a) Analysis of tax on profit on ordinary activities		
Current tax		
Group relief charge for the year	(1,403)	(1,414)
Total tax charge on profit on ordinary activities	(1,403)	(1,414)

(b) Current tax reconciliation

The standard rate of tax for the year, based on the UK standard rate of corporation tax is 28.49% (2007:30%).

	<u>2008</u>	<u>2007</u>
	£	£
Profit on ordinary activities before taxation	4,923	4,715
Tax on profit on ordinary activities at standard rate	(1,403)	(1,414)
Total current tax charge	(1,403)	(1,414)

NOTES TO THE ACCOUNTS

For the year ended 31 December 2008

7 DEBTORS	<u>2008</u>	<u>2007</u>
	<u>£</u>	<u>£</u>
Amounts due from group companies	<u>116,450</u>	<u>110,406</u>

8 CREDITORS: Amounts falling due within one year	<u>2008</u>	<u>2007</u>
	<u>£</u>	<u>£</u>
Bank overdraft	1,235	-
Amount due to group companies	19,192	17,869
Group relief payable	<u>1,400</u>	<u>1,436</u>
	<u>21,827</u>	<u>19,305</u>

9 SHARE CAPITAL	<u>2008</u>	<u>2007</u>
	<u>No</u>	<u>No</u>
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	<u>10,000</u>	<u>10,000</u>
	<u>110,000</u>	<u>110,000</u>

	<u>2008</u>	<u>2007</u>
	<u>No</u>	<u>No</u>
Allotted, called up and fully paid:		
Ordinary shares of £1 each	<u>90,000</u>	<u>90,000</u>

	<u>2008</u>	<u>2007</u>
	<u>£</u>	<u>£</u>
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	<u>10,000</u>	<u>10,000</u>
	<u>110,000</u>	<u>110,000</u>

	<u>2008</u>	<u>2007</u>
	<u>£</u>	<u>£</u>
Allotted, called up and fully paid:		
Ordinary shares of £1 each	<u>90,000</u>	<u>90,000</u>

NOTES TO THE ACCOUNTS**For the year ended 31 December 2008**

10 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 joint stock corporation with limited liability incorporated in the Federal Republic of 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.

11 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.
