

(Company No. 204967)

BIRCHIN LANE NOMINEES, LIMITED

DIRECTORS' REPORT AND FINANCIAL STATEMENTS

30 SEPTEMBER 1999



BIRCHIN LANE NOMINEES, LIMITED

DIRECTORS:

Simon Christopher Dare
John Albert Lea
Antoinette Una Moriarty

SECRETARY:

John Albert Lea

REGISTERED OFFICE:

Waterhouse Square
138-142 Holborn
London EC1N 2TH

TELEPHONE NUMBER:

0171 427 8000

BIRCHIN LANE NOMINEES, LIMITED

1. REPORT OF THE DIRECTORS

The Directors present their annual report and the financial statements for the year ended 30 September 1999.

2. BUSINESS REVIEW

The Company's business is that of a nominee company only. As the Company has not traded during the accounting period, received no income and incurred no expenditure, a profit and loss account is not presented.

3. DIRECTORS

The names of the present Directors are as listed on page 1. As at 30 September 1999, the members of the Board of Directors were:-

Mr Simon Christopher Dare
Mr John Albert Lea
Mrs Antoinette Una Moriarty

The following was appointed as a Director of the Company on the date specified.

<u>Name of Director</u>	<u>Date of Appointment</u>
Linda Mary Wynn	19 October 1998

The following were resigned as Directors of the Company on the dates specified.

<u>Name of Director</u>	<u>Date of Resignation</u>
Sarah Jane Adams	1 February 1999
Lee Alan Betney	1 February 1999
Philip Arthur Goulds	1 February 1999
Simon Nicholas Hughes	1 February 1999
John Storey	1 February 1999
Linda Mary Wynn	1 February 1999
Alan Roy Hawkins	1 June 1999

BIRCHIN LANE NOMINEES, LIMITED

4. DIRECTORS' INTERESTS

The following Directors were beneficially interested in the 25p ordinary shares of The Royal Bank of Scotland Group plc.

	At 1 October 1998 [or date of appointment if later]	At 30 September 1999
	Shares	Shares
S C Dare	665	831
J A Lea	5,535	5,677
A U Moriarty	Nil	186

Options to subscribe for 25p ordinary shares of The Royal Bank of Scotland Group plc granted to and exercised by Directors during the year to 30 September 1999 are included in the table below:-

	At 1 October 1998 [or date of appointment if later]	Options Number	Granted Price £	Options Number	Exercised Price £	At 30 September 1999
S C Dare	804	124	10.85	200	3.44	728
J A Lea	7,660	622	10.85	1,604	3.44	6,678
A U Moriarty	390	178	10.85	-	-	568

No other Director had an interest in the ordinary shares of The Royal Bank of Scotland Group plc and no Director had an interest in any of the preference shares of The Royal Bank of Scotland Group plc during the year to 30 September 1999.

In addition, during that period none of the Directors held a beneficial interest in the loan capital of The Royal Bank of Scotland Group plc or in the share or loan capital of any of the other subsidiaries of The Royal Bank of Scotland Group plc, including the company.

BIRCHIN LANE NOMINEES, LIMITED

5. AUDITORS

At the Annual General Meeting of the Company held on 9 November 1987 a resolution was passed making the Company exempt from the obligation to appoint auditors as otherwise required by Section 384 of the Companies Act 1985.

By Order of the Board

A handwritten signature in black ink, appearing to read 'J A Lea', with a long horizontal line extending to the left.

J A Lea
Secretary


18 November 1999

BIRCHIN LANE NOMINEES, LIMITED
BALANCE SHEET AT 30 SEPTEMBER 1999

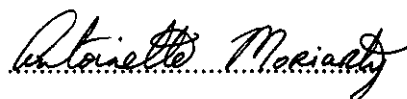
	<u>Note</u>	<u>1999</u> £	<u>1998</u> £
CURRENT ASSETS			
Debtors:			
Amounts owed by Group Company - [The Royal Bank of Scotland plc]		<u>100</u>	<u>100</u>
NET ASSETS		<u>100</u>	<u>100</u>
CAPITAL			
Called up share capital	3	<u>100</u>	<u>100</u>
		<u>100</u>	<u>100</u>

DIRECTORS DECLARATION

The Company was dormant (within the meaning of Section 252 of the Companies Act 1985) throughout the accounting period ending at the date of this balance sheet.

Director 

Date: 18 November 1999

Director 

NOTES

1. **Accounting Policy**

The financial statements have been prepared under the historical cost convention and in compliance with the Companies Act 1985.

2. **Ultimate Holding Company**

The company's ultimate holding company is The Royal Bank of Scotland Group plc which is incorporated in Great Britain.

BIRCHIN LANE NOMINEES, LIMITED

NOTES (Continued)

3. Called up Share Capital

	<u>Authorised</u>	<u>Share capital allotted, called up and fully paid</u>
At 30 September 1999 and 1998		
Ordinary Shares of £1 each	<u>£100</u>	<u>£100</u>

4. Profit and Loss Account

The Company has not traded during the accounting period, has received no income and incurred no expenditure and consequently has made neither a profit nor a loss. A profit and loss account is therefore not provided. None of the Directors received any remuneration.

5. Contingent Liabilities

There is a contingent liability to subscribe for uncalled capital in respect of securities registered in the company but the company has recourse to the beneficial owners of these securities should any liability arise.

6. Approval of Financial Statements

The financial statements were approved at a meeting of the Board of Directors on 18 November 1999.