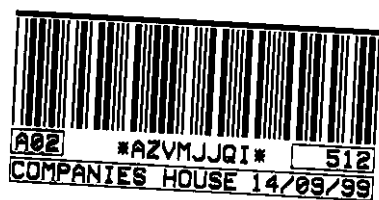

MORGAN NOMINEES LIMITED

Company Number: 228026

REPORTS AND FINANCIAL STATEMENTS

31 December 1998



REPORT OF THE DIRECTORS
For the year ended 31 December 1998

The Directors present their annual report and the audited financial statements for the year ended 31 December 1998.

ACTIVITIES AND REVIEW OF BUSINESS

The Company acts as a nominee company for members and clients of the Deutsche Bank Group. The Company acts solely as a nominee in respect of all securities and deposits registered in its name and has no beneficial interest in these assets. The position of the Company as at the end of the year is reflected in the audited balance sheet set out on page 4.

DIRECTORS

The Directors of the Company at 31 December 1998 were as follows:

PJ Adams	(Appointed 12 June 1998)
R Booth	
MJ Butcher	(Appointed 12 June 1998)
AM Cullen	(Appointed 12 June 1998)
AJ Warr	(Appointed 12 June 1998)

Messrs DK Caddy and RJ Turner resigned as Directors of the Company on 15 June 1998. There were no further changes during the year or subsequent to the year end.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the Directors to prepare financial statements for each financial period which 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 period. In preparing those 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 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 and which enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of 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.

REPORT OF THE DIRECTORS (continued)
For the year ended 31 December 1998

YEAR 2000

The Directors are fully aware of the problems posed to computer systems by the Year 2000 date change.

Deutsche Bank AG, the Company's ultimate holding company, set up a Global Steering Committee in 1996, which has overall responsibility for ensuring that all Deutsche Bank Group systems are Year 2000 compliant. The Steering Committee is assisted by a Year 2000 Project Management Office.

The project is now in its final stages, with all mission critical systems in the testing phase. The programme of work also includes embedded systems, spreadsheets, databases, key business processes, vendor, client and counterparty risk management and business continuity planning. Year 2000 conformance will be assessed when all external tests with exchanges, cash, payment and settlement systems, key clients and counterparties have been completed.

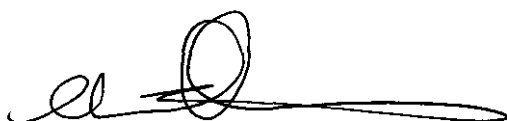
None of the Deutsche Bank Group systems are owned by, or are the responsibility of, the Company and accordingly no costs will be incurred.

AUDITORS

An Elective Resolution dispensing with the requirement to reappoint Auditors annually was approved by the Company's shareholder on 11 July 1997.

KPMG Audit Plc are willing to continue in office and the Directors have agreed to their so continuing.

By Order of the Board of Directors this *9th* day of *September* 1999.



AC Whitter
Secretary

23 Great Winchester Street
London, EC2P 2AX

REPORT OF THE AUDITORS TO THE MEMBERS OF
MORGAN NOMINEES LIMITED

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

Respective responsibilities of Directors and Auditors

As described on page 1 the Company's Directors are 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 Directors 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 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 as at 31 December 1998 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

KPMG Audit Plc

KPMG Audit Plc
Chartered Accountants
Registered Auditor

8 Salisbury Square
London, EC4Y 8BB

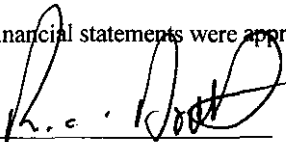
9 September 1999

BALANCE SHEET

As at 31 December 1998

	Note	<u>1998</u> <u>£</u>	<u>1997</u> <u>£</u>
CURRENT ASSETS			
Cash at bank and in hand	4	100	100
		100	100
CAPITAL AND RESERVES			
Called up share capital	5	100	100
Shareholder's funds - equity		100	100

These financial statements were approved by the Board of Directors on 9 September 1999.


Signed by Mr R Booth for and on
behalf of the Board of Directors
this 9th day of September 1999.

RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS
For the year ended 31 December 1998

	<u>1998</u>	<u>1997</u>
	<u>£</u>	<u>£</u>
Balance at 1 January	100	100
Balance at 31 December	100	100

NOTES TO THE ACCOUNTS

For the year ended 31 December 1998

1. ACCOUNTING POLICIES

These financial statements have been prepared in accordance with the Companies Act 1985 and applicable accounting standards. The particular accounting policies are described below.

(a) CONVENTION

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

(b) PROFIT AND LOSS ACCOUNT

The Company has not prepared a separate profit and loss account or statement of total recognised gains and losses, as it received no income and incurred no expenditure in the year or in the previous year. Consequently, during those years the Company made neither a profit nor a loss.

(c) ADMINISTRATIVE EXPENSES

Expenses incurred in the Company's operations have been borne by Deutsche Bank AG, the Company's immediate parent undertaking, which has made no charge therefore.

(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. STAFF COSTS

The staff involved in the Company's operations are all employees of DB Group Services (UK) Limited, formerly Deutsche Morgan Grenfell (UK) Limited, a subsidiary of Deutsche Morgan Grenfell Group plc. 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.

3. DIRECTORS' REMUNERATION

The aggregate emoluments of persons who were Directors of the Company during the year ended 31 December 1998, including pension contributions, was £nil (1997 - £nil).

4. CASH AT BANK AND IN HAND

Cash at bank represents balances held with Deutsche Bank AG.

5. CALLED UP SHARE CAPITAL

	<u>1998</u>	<u>1997</u>
	<u>£</u>	<u>£</u>
Authorised, allotted and fully paid		
Ordinary shares of £1 each	100	100

NOTES TO THE ACCOUNTS (continued)
For the year ended 31 December 1998

6. ULTIMATE PARENT COMPANY AND OTHER PARENT UNDERTAKINGS

Deutsche Bank AG, a company incorporated in Germany, is the Company's immediate controlling entity and parent undertaking. It is also the Company's ultimate parent company and the parent undertaking of the only group of undertakings 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 Winchester House, 1 Great Winchester Street, London, EC2N 2DB.

7. 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.
