
MORGAN NOMINEES LIMITED

Company Number: 228026

REPORTS AND FINANCIAL STATEMENTS

For the year ended 31 December 2005



REPORT OF THE DIRECTOR
For the year ended 31 December 2005

The sole Director presents its annual report on the affairs of the Company together with the audited financial statements for the year ended 31 December 2005.

ACTIVITIES AND REVIEW OF BUSINESS

The Company acts as a nominee company for members and clients of Deutsche Bank and State Street. 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 as at the end of the period is reflected in the audited Balance Sheet as set out on page 4.

DIRECTOR

The Director of the Company at 31 December 2005 and subsequent to the year end was as follows:

Regula Limited

Adam P Rutherford resigned as Secretary on June 24, 2005 and was replaced by Adrian B Dyke. There were 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 director in the form of a qualifying third party indemnity provision.

STATEMENT OF DIRECTOR'S RESPONSIBILITIES

The director is responsible for preparing the Director's Report and the financial statements in accordance with applicable law and regulations.

Company law requires the sole Director 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 Director is 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 Director is 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. It has 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.

Under applicable law the director is also responsible for preparing a Director's Report that complies with the law.

DIRECTOR'S INTERESTS

The Director did not have an interest in the share capital of the Company during the year.

The Director did not have any disclosable interest in the shares or debentures of any UK group undertaking at the end of the year, nor was granted or exercised any right to subscribe for shares in, or debentures of, any UK group undertaking during the year.

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

AUDITORS

Pursuant to a section 379A of the Companies Act 1985 the Company has elected to dispense with the annual appointment of Auditors and KPMG Audit PLC will, therefore, continue in office.

By Order of the sole Director this 12th day of September 2006.

A handwritten signature in black ink, appearing to read 'A. B. Dyke', with a stylized flourish at the end.

Adrian B Dyke
Secretary

23 Great Winchester Street
London, EC2P 2AX

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF MORGAN NOMINEES LIMITED

We have audited the financial statements of Morgan Nominees Limited for the year ended 31 December 2005 which comprise the Balance Sheet, the Reconciliation of Shareholders' Funds, and the Related Notes. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. 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 director and auditors

As described in the Statement of Director's Responsibilities on page 1, the company's director is responsible for the preparation of the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report to you if, in our opinion, the Director's Report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding the director's remuneration and other transactions is not disclosed.

We read the Director's Report and consider the implications for our report if we become aware of any apparent misstatements within it.

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 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2005; and
- The financial statements have been properly prepared in accordance with the Companies Act 1985.



KPMG Audit Plc
Chartered Accountants
Registered Auditor
8 Salisbury Square
London EC4Y 8BB

Dated: 12 September 2006


BALANCE SHEET

As at 31 December 2005

	Note	<u>2005</u> £	<u>2004</u> £
CURRENT ASSETS			
Cash at bank and in hand		100	100
NET ASSETS		100	100
CAPITAL AND RESERVES			
Called up share capital	5	100	100
Shareholder's funds - equity		100	100

The notes on pages 6 to 7 form part of these accounts.

These financial statements were approved by the sole Director on 12 SEPTEMBER 2006.


Authorised Signatory
For and on behalf of
Regula Limited

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

	<u>2005</u>	<u>2004</u>
	<u>£</u>	<u>£</u>
Balance at 1 January	100	100
Balance at 31 December	100	100

The notes on pages 6 to 7 form part of these accounts.

NOTES TO THE ACCOUNTS

For the year ended 31 December 2005

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, a subsidiary of Deutsche Holdings Limited. 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 (2004 - £nil).

3. DIRECTOR'S REMUNERATION

The aggregate emoluments of the person who was Director of the Company during the year ended 31 December 2005, including pension contributions, was £nil (2004 - £nil).

4. AUDITORS' REMUNERATION

Auditors' remuneration for the current year has been borne by the ultimate parent company without recharge.

5. CALLED UP SHARE CAPITAL

	<u>2005</u>	<u>2004</u>
	<u>£</u>	<u>£</u>
Authorised, allotted and fully paid		
100 ordinary shares of £1 each	100	100

NOTES TO THE ACCOUNTS (continued)
For the year ended 31 December 2005

6. ULTIMATE PARENT COMPANY AND OTHER PARENT UNDERTAKINGS

Deutsche Bank AG, a joint stock company with limited liability incorporated in the Federal Republic of 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.
