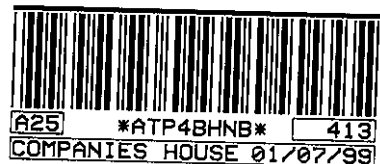


Registered No: 1143821

GRIFFIN NOMINEES LIMITED

FINANCIAL STATEMENTS

31 DECEMBER 1998



GRIFFIN NOMINEES LIMITED

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GRIFFIN NOMINEES LIMITED**DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 1998****Principal activities**

The Company did not trade during the period covered by this report.

Directors

The Directors of the Company who held office at 31 December 1998 served throughout the year. Their names and interests in the share and loan capital of HSBC Holdings plc, the ultimate parent undertaking, as required to be disclosed under the Companies Act 1985, are set out below:

	<u>At 1 January 1998</u>			<u>At 31 December 1998</u>		
	<u>Shares</u>	<u>Options</u>	<u>Bonds</u>	<u>Shares</u>	<u>Options</u>	<u>Bonds</u>
D W Gilman	5,350	18,535	-	3,550	21,535	-
J H McKenzie	7	2,121	-	8	2,231	-
G E Picken	1,660	27,683	-	1,660	36,183	-
G H Tonks	6,859	3,379	2,467	8,481	1,928	2,467

During the year options over shares were granted/exercised as follows:

	<u>Granted</u>	<u>Exercised</u>
D W Gilman	3,000	-
J H McKenzie	110	-
G E Picken	8,500	-
G H Tonks	220	1,671

GRIFFIN NOMINEES LIMITED

DIRECTORS' REPORT FOR THE YEAR ENDED 31 DECEMBER 1998

(CONTINUED)

Statement of directors' responsibilities in relation to financial statements

The following statement, which should be read in conjunction with the Auditors' statement of their responsibilities, is made with a view to distinguishing for shareholders the respective responsibilities of the directors and of the auditors in relation to the financial statements.

The Directors are required by the Companies Act 1985 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the Company as at the end of the financial year and of the profit or loss for the financial year. The Directors are required to prepare the financial statements on the going concern basis unless it is not appropriate. Since the Directors are satisfied that the Company has resources to continue in business for the foreseeable future, the financial statements continue to be prepared on a going concern basis.

The Directors consider that in preparing the financial statements, the Company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and that all accounting standards which they consider to be applicable have been followed.

The Directors have responsibility for ensuring that the Company keeps accounting records which disclose with reasonable accuracy the financial position of the Company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

The Directors have a 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.

Year 2000

The company adopts the Year 2000 conformity requirements issued by the British Standards Institution ('BSI') as its definition of Year 2000 compliance.

The Company has assessed the impact of Year 2000 and does not expect its operations to be disrupted up to, during and after the turn of the millennium, as a result of the Company's systems not being Year 2000 compliant.

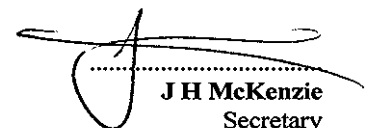
The Year 2000 compliance programme ('Programme') involves testing all relevant systems to ensure that they are Year 2000 compliant.

The costs of the Year 2000 modifications have been assessed on a group basis and are incorporated within the report of Forward Trust Group Limited.

The directors are satisfied with the overall progress of the programme to date.

Registered Office:
12 Calthorpe Road
Edgbaston
Birmingham
B15 1QZ

By Order of the Board


J H McKenzie
Secretary

Date:

10 JUN 1999

REPORT OF THE AUDITORS TO THE MEMBERS OF GRIFFIN NOMINEES LIMITED

We have audited the financial statements on pages 4 to 5.

Respective responsibilities of directors and auditors

As described on page 2 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 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

25/6/99

KPMG Audit Plc
Chartered Accountants
Registered Auditor
2 Cornwall Street
Birmingham
B3 2DL

GRIFFIN NOMINEES LIMITED

PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 DECEMBER 1998

The Company did not trade during the year, has received no income and incurred no expenditure, and consequently has made neither a profit nor a loss.

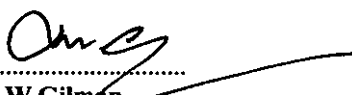
BALANCE SHEET AS AT 31 DECEMBER 1998

	Note	<u>1998</u> £	<u>1997</u> £
Current assets			
Amounts owed by parent undertakings		2	2
		-----	-----
NET ASSETS		2	2
		-----	-----
Capital and reserves			
Called up share capital	2	2	2
		-----	-----
		2	2
		-----	-----

The financial statements were approved by the Board of Directors on behalf by:

and were signed on its

10 JUN 1999


.....
D W Gilman
Director

GRIFFIN NOMINEES LIMITED
NOTES ON THE FINANCIAL STATEMENTS

1. **ACCOUNTING POLICIES**

The accounting policies adopted by the Company are set out below.

Basis of Preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable accounting standards.

In accordance with Financial Reporting Standard Number 1 "Cash Flow Statements", no cash flow statement is presented as all voting rights are controlled by HSBC Holdings plc which publishes such a statement in its own publicly available accounts.

The Company has taken advantage of the exemption in paragraph 3(c) of Financial Reporting Standard Number 8 "Related Party Disclosures" and has not disclosed details of transactions with entities that are part of the HSBC Group or with investees of that Group qualifying as related parties.

2. **SHARE CAPITAL**

	<u>1998</u>	<u>1997</u>
	£	£
Authorised		
Ordinary shares of £1 each	100	100
	-----	-----
Allotted, called up and fully paid		
Ordinary shares of £1 each	2	2
	-----	-----

3. **PARENT UNDERTAKINGS**

The ultimate parent undertaking (which is the ultimate controlling party) and the parent undertaking of the largest Group of undertakings for which Group financial statements are drawn up and of which the Company is a member is HSBC Holdings plc, and the parent undertaking of the smallest such Group is Midland Bank plc. The immediate holding company is FTG Limited.

The result of the Company is included in the group financial statements of Midland Bank plc and HSBC Holdings plc. Copies of the group financial statements may be obtained from the following addresses:

Midland Bank plc
 27 - 32 Poultry
 London
 EC2P 2BX

HSBC Holdings plc
 10 Lower Thames Street
 London
 EC3R 6AE