

Company Registered No. 1950021

DRESDNER KLEINWORT WASSERSTEIN LEASING MARCH (2) LIMITED

REPORT AND FINANCIAL STATEMENTS

31 MARCH 2004



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DRESDNER KLEINWORT WASSERSTEIN LEASING MARCH (2) LIMITED DIRECTORS' REPORT

The Directors submit their annual report and audited financial statements for the year ended 31 March 2004.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The principal activity of the Company during the year has remained leasing. The business has developed as expected although the directors do not expect the company to enter into any new transactions in the foreseeable future.

RESULTS AND DIVIDENDS

The results of the company are set out in detail on page 5.

The directors do not recommend the payment of a dividend (2003: £Nil). The profit for the year of £66,943 (2003: restated loss of £131,745) will be transferred to reserves.

GOING CONCERN

Confirmation has been received from the immediate parent undertaking, Dresdner Kleinwort Wasserstein Leasing Limited that it will not require repayment of its loan to the Company until funds are available. Accordingly the directors are satisfied that it is appropriate to prepare the financial statements on a going concern basis.

DIRECTORS AND DIRECTORS' INTERESTS

The directors who held office at the year end were as follows:-

N G Aiken
N D Barker
R A Birch
N S Slape
K J Whiting

Subsequent to the year end N D Barker resigned as a director of the Company on 26 July 2004 and N S Slape and K J Whiting resigned as directors of the Company on 15 October 2004.

M C Beebee, H F J Fane de Salis, D P Heasman and J D N Thomas were all appointed as directors of the Company on 15 October 2004.

None of the directors had a disclosable interest in the shares or debentures of any group company. The directors are exempt from disclosing their interests in the shares or debentures of the ultimate parent undertaking, Allianz AG, as it is incorporated outside the UK.

DRESDNER KLEINWORT WASSERSTEIN LEASING MARCH (2) LIMITED
DIRECTORS' REPORT (Continued)

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare financial statements for each financial year 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;
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

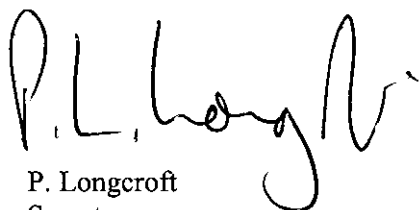
The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent and detect fraud and other irregularities.

AUDITORS

On 22 April 2004 PricewaterhouseCoopers LLP resigned as auditors of the Company. KPMG Audit Plc have been appointed by the directors to fill the vacancy thus arising.

The directors have taken advantage of the Elective Resolution in accordance with section 379A of the Companies Act 1985 to dispense with the annual appointment of auditors. Accordingly, KPMG Audit Plc will remain in office.

Approved by the Board of Directors
and signed on behalf of the Board



P. Longcroft
Secretary

1 June 2005

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF DRESDNER KLEINWORT WASSERSTEIN LEASING MARCH (2) LIMITED

We have audited the financial statements on pages 5 to 11.

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 auditors' 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 DIRECTORS AND AUDITORS

The directors are responsible for preparing the directors' report and, as described on page 2, the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

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 directors' 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 directors' remuneration and transactions with the Company is not disclosed.

BASIS OF PREPARATION NOTE

The financial statements have been prepared on the going concern basis, notwithstanding net liabilities of £5,991,216, which the directors believe to be appropriate for the following reasons. The Company is dependent for its working capital on funds provided to it by Dresdner Kleinwort Wasserstein Leasing Limited, the Company's parent. Dresdner Kleinwort Wasserstein Leasing Limited has indicated that it will not require repayment of its loan to the company until funds are available. This should enable the Company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Based on this undertaking the directors believe that it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate

BASIS OF AUDIT 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.

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF DRESDNER KLEINWORT
WASSERSTEIN LEASING MARCH (2) LIMITED (Continued)**

GOING CONCERN

In forming our opinion, we have considered the adequacy of the disclosures made in note 1 to the financial statements concerning the reliance on the Company's parent, Dresdner Kleinwort Wasserstein Leasing Limited for continued financial support. In view of the significance of the uncertainty inherent in this matter, we consider that it should be drawn to your attention but our opinion is not qualified in this respect.

OPINION

In our opinion the financial statements give a true and fair view of the state of the Company's affairs as at 31 March 2004 and of its profit 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
London

1 June 2005

DRESDNER KLEINWORT WASSERSTEIN LEASING MARCH (2) LIMITED
PROFIT AND LOSS ACCOUNT
For the year ended 31 March

	Note	2004 £	2003 Restated £
Turnover	2	446,980	638,375
Cost of sales	3	(390,457)	(786,639)
		<hr/>	<hr/>
GROSS PROFIT/(LOSS)		56,523	(148,264)
Other operating income		10,420	16,519
		<hr/>	<hr/>
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION		66,943	(131,745)
Tax on profit/(loss) on ordinary activities	6	-	-
		<hr/>	<hr/>
PROFIT/(LOSS) ON ORDINARY ACTIVITIES AFTER TAXATION		66,943	(131,745)
		<hr/>	<hr/>

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
For the year ended 31 March

	Note	2004 £	2003 Restated £
Profit/(loss) for the financial year		66,943	(131,745)
		<hr/>	<hr/>
Total recognised gains and losses relating to the year		66,943	(131,745)
Prior period adjustment	7	(117,900)	
		<hr/>	
TOTAL GAINS AND LOSSES RECOGNISED SINCE LAST ANNUAL REPORT		(50,957)	
		<hr/>	

All activities relate to continuing operations.

A statement showing the movement in the profit and loss account reserve is set out in note 13 on page 11.

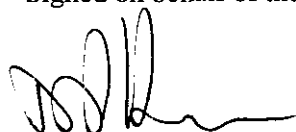
The notes on pages 7 to 11 form an integral part of these financial statements.

DRESDNER KLEINWORT WASSERSTEIN LEASING MARCH (2) LIMITED
BALANCE SHEET
As at 31 March

	Note	2004 £	2003 Restated £
CURRENT ASSETS			
Debtors - amounts falling due within one year	8	454,942	2,922,900
Debtors - amounts falling due after more than one year	9	8,146,555	10,359,363
		<u>8,601,497</u>	<u>13,282,263</u>
CREDITORS: amounts falling due within one year	10	(14,592,713)	(19,340,422)
		<u>(5,991,216)</u>	<u>(6,058,159)</u>
NET CURRENT (LIABILITIES)			
CAPITAL AND RESERVES			
Called up share capital	12	1,610,000	1,610,000
Profit and loss account	13	(7,601,216)	(7,668,159)
		<u>(5,991,216)</u>	<u>(6,058,159)</u>
EQUITY SHAREHOLDERS' (DEFICIENCY)			

These financial statements were approved by the Board of Directors on 1 June 2005

Signed on behalf of the Board of Directors



D P Heasman
Director

The notes on pages 7 to 11 form an integral part of these financial statements.

DRESDNER KLEINWORT WASSERSTEIN LEASING MARCH (2) LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2004

1. ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared in accordance with applicable accounting standards and under the historical cost convention. In accordance with FRS 18 'Accounting Policies' the Company complies with relevant Statements of Recommended Practice (SORP). The relevant SORP for the company is issued by the Finance & Leasing Association. The principal accounting policies adopted are described below.

Going Concern

The financial statements have been prepared on the going concern basis, notwithstanding net liabilities of £5,991,216, which the directors believe to be appropriate for the following reasons. The Company is dependent for its working capital on funds provided to it by Dresdner Kleinwort Wasserstein Leasing Limited, the Company's parent. Dresdner Kleinwort Wasserstein Leasing Limited has indicated that it will not require repayment of its loan to the company until funds are available. This should enable the Company to continue in operational existence for the foreseeable future by meeting its liabilities as they fall due for payment. As with any company placing reliance on other group entities for financial support, the directors acknowledge that there can be no certainty that this support will continue although, at the date of approval of these financial statements, they have no reason to believe that it will not do so.

Based on this undertaking the directors believe that it remains appropriate to prepare the financial statements on a going concern basis. The financial statements do not include any adjustments that would result from the basis of preparation being inappropriate

Turnover

Turnover represents gross earnings allocated in respect of finance leases and hire purchase agreements, in accordance with the accounting policy adopted for finance leases and hire purchase agreements.

Finance leases and hire purchase agreements

The Company's only activity is providing funding in the form of finance leases and hire purchase agreements to a number of corporate clients. The leases are based on providing the Company with a return appropriate to the credit risk on each client and do not expose the Company to residual value risk on the equipment or contingent liabilities.

Investments in finance leases and hire purchase agreements are stated at the gross amount of minimum future rental payments less gross earnings allocated to future periods.

Gross earnings from finances and hire purchase agreements are allocated to the profit and loss account over the primary period of the lease using the net actuarial basis to give a constant periodic rate of return on the net cash investment in the leases and agreements. This method of income recognition is considered most appropriate for the leases held by the company and is in compliance with recommended practice.

Taxation

Full provision is made in the profit and loss account for taxation in respect of all timing differences between the accounting and tax treatments of income and expenses. The timing differences are recognised as deferred tax liabilities or assets, measured at expected future tax rates. An asset is not recognised to the extent that the transfer of economic benefits in the future is uncertain. Deferred tax assets and liabilities are not discounted.

DRESDNER KLEINWORT WASSERSTEIN LEASING MARCH (2) LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2004

1. ACCOUNTING POLICIES (Continued)

Related party transactions

Dresdner Kleinwort Wasserstein Leasing March (2) Limited's intermediate parent undertaking, Dresdner Kleinwort Wasserstein Group Limited prepares consolidated financial statements which are publicly available. Accordingly advantage is taken in these financial statements of the exemptions available in Financial Reporting Standard No.8 for disclosure of transactions with entities that are part of the group or investees of group entities as related parties.

Cash flow statement

The Company has taken advantage of the exemption under Financial Reporting Standard No.1 (revised) not to prepare a cash flow statement on the grounds that an intermediate parent undertaking, Dresdner Kleinwort Wasserstein Group Limited, prepares consolidated financial statements which are publicly available.

2. TURNOVER	2004	2003
	£	£
Gross earnings from finance leases and hire purchase agreements	446,980	638,375

Aggregate rentals receivable in the year in respect of finance leases and hire purchase agreements were £156,968 (2003: £2,967,996).

3. COST OF SALES	2004	2003
	£	Restated £
Interest payable to the immediate parent undertaking	211,132	417,011
Write down of lease balance	-	188,771
Correction of creditor position	179,325	180,857
	390,457	786,639

The correction of creditor position relates to a write off of two balance sheet control accounts, which should net to zero.

4. ADMINISTRATIVE EXPENSES

All expenses, including auditors' remuneration, are borne by Dresdner Kleinwort Wasserstein Limited, an intermediate parent undertaking. None of the directors received any emoluments in respect of their services to the Company. The Company had no employees during the year.

DRESDNER KLEINWORT WASSERSTEIN LEASING MARCH (2) LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2004

6. TAX ON PROFIT/(LOSS) ON ORDINARY ACTIVITIES	2004	2003
	£	Restated £
Current year tax	-	-
Factors affecting the tax charge for the period		
Profit/(loss) on ordinary activities before tax	66,943	(131,745)
Standard rate tax charge/(relief) in the UK of 30%	20,083	(39,523)
Effects of:		
Group relief surrendered at no charge	989,608	1,475,005
Capital Allowances for period in excess of depreciation	(1,009,691)	(1,435,482)
Current tax relief for the period	-	-

7. PRIOR PERIOD ADJUSTMENT

Interest payable to the immediate parent undertaking within Cost of sales, for the year ended 31 March 2003, was understated as the inter company funding process passed credits of £117,900 in error. As a result there was a corresponding understatement of amounts due to the immediate parent undertaking within Creditors. The comparative figures in these financial statements have been adjusted to reflect this.

8. DEBTORS: amounts falling due within one year	2004	2003
	£	£
Net investment in finance leases	55,681	(26,794)
Hire purchase agreements	153,560	2,690,792
Amount due from fellow subsidiary undertakings	245,701	258,902
	454,942	2,922,900

9. DEBTORS: amounts falling after more than one year	2004	2003
	£	£
Net investment in finance leases	8,146,555	8,084,414
Hire purchase agreements	-	2,274,949
	8,146,555	10,359,363

DRESDNER KLEINWORT WASSERSTEIN LEASING MARCH (2) LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2004

10. CREDITORS: amounts falling due within one year	2004	2003
	£	Restated £
Amounts due to the immediate parent undertaking	14,281,251	18,768,050
Other creditors	311,462	572,372
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	14,592,713	19,340,422
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Confirmation has been received from the immediate parent undertaking, Dresdner Kleinwort Wasserstein Leasing Limited, that it will not require repayment of its loan to the extent that the Company will not be able to meet its other obligations.

11. DEFERRED TAX

A deferred tax asset of £686,652 (2003: £1,777,662) has not been recognised by the Company. This asset would be recognised if the Company was able to generate sufficient future taxable income to realise the full value of its pool of capital allowances.

12. CALLED UP SHARE CAPITAL	2004	2003
	£	£
Authorised, allotted and fully paid	1,610,000	1,610,000
1,610,000 ordinary shares of £1 each	<hr/>	<hr/>

DRESDNER KLEINWORT WASSERSTEIN LEASING MARCH (2) LIMITED
NOTES TO THE FINANCIAL STATEMENTS
For the year ended 31 March 2004

13. COMBINED RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDERS' FUNDS AND STATEMENT OF MOVEMENTS ON RESERVES

	Issued share capital	Profit and loss account	Shareholders' funds total 2004	Shareholders' funds total 2003 Restated
	£	£	£	£
At beginning of the year as previously stated	1,610,000	(7,550,259)	(5,940,259)	(5,926,414)
Prior period adjustment	-	(117,900)	(117,900)	-
At beginning of the year as restated	1,610,000	(7,668,159)	(6,058,159)	(5,926,414)
Profit/(loss) on ordinary activities after taxation	-	66,943	66,943	(131,745)
At the end of the year	1,610,000	(7,601,216)	(5,991,216)	(6,058,159)

14. ULTIMATE PARENT UNDERTAKING

The ultimate parent undertaking is Allianz AG, a company incorporated in Germany.

For consolidation purposes, Dresdner Kleinwort Wasserstein Group Limited, a company incorporated in Great Britain and registered in England and Wales, is the parent undertaking of the smallest group of which the Company is a member. Copies of the consolidated financial statements of Dresdner Kleinwort Wasserstein Group Limited for the year ended 31 December 2003 are filed at the Companies Registration Office, Companies House, Crown Way, Maindy, Cardiff, CF14 3UZ. Financial statements of Allianz AG are available from Allianz AG, Investor Relations, Koeniginstrasse 28, D-80802 Munich, Germany.