DB VANQUISH (UK) LIMITED

Company Number: 3468205

REPORTS AND FINANCIAL STATEMENTS

For the period ended 31st March 2004

REPORT OF THE DIRECTORS
For the period ended 31st March 2004

The Directors present their report and the audited financial statements for the period ended 31st March 2004.

CHANGE OF ACCOUNTING REFERENCE DATE

The accounting reference date was shortened from 31st December 2004 to 31st March 2004.

ACTIVITIES AND REVIEW OF BUSINESS

The Company acted as an investment holding company throughout the period.

On 30th January 2004, the Company issued a 36-month, dual currency, fixed rate loan note for €100mn ("Note G"), together with a total return swap ("Swap G") to a group undertaking.

On 18th March 2004, the Company purchased a 33-month, dual currency, fixed rate loan note for €1.25bn ("Note H") and simultaneously entered into a total return swap ("Swap H") with a group undertaking.

On 19th March 2004, the Company on-sold Note H and simultaneously entered into an interest-rate swap with a third party under which the Company received amounts representative of coupons payable under Note H. The Company also entered into a cash-settled forward agreement referenced to Note H with a group undertaking.

The position as at the end of the period is reflected in the audited balance sheet set out on page 6.

POST BALANCE SHEET EVENTS

On 25th May 2004, the Company issued a 58-month, dual currency, fixed rate loan note for €500mn ("Note I"), together with a total return swap ("Swap I") to a group undertaking.

On 8th June 2004 the Company issued a 54-month, dual currency, fixed rate loan note for €200mn ("Note J"), together with a total return swap ("Swap J") to a group undertaking.

On 1st July 2004, the Company purchased a 24-month, dual currency, fixed rate loan note for €150mn ("Note K") and simultaneously entered into a total return swap ("Swap K") with a group undertaking.

On 2nd July 2004, the Company on-sold Note K and simultaneously entered into an interest-rate swap with a third party under which the Company received amounts representative of coupons payable under Note K. The Company also entered into a cash-settled forward agreement referenced to Note K with a group undertaking.

On 7th July 2004 the Company issued a 54-month, dual currency, fixed rate loan note for €200mn ("Note L"), together with a total return swap ("Swap L") to a group undertaking.

RESULTS AND DIVIDENDS

The results of the Company for the period ended 31st March 2004, after providing for taxation, show a profit of €746,796 (31st December 2003 – profit of €6,652,216). No dividends were declared and paid during the period (31st December 2003 – €nil). The Directors do not recommend the payment of a dividend for the period ended 31st March 2004 (31st December 2003 – €nil) leaving the retained profit for the period to be transferred to reserves.

REPORT OF THE DIRECTORS (continued)
For the period ended 31st March 2004

DIRECTORS

The Directors of the Company who held office during the period and subsequent to the period ended 31st March 2004 were as follows:

N S Vasudeva	Appointed 7th July 2004	
J C Berry		Resigned 25th June 2004
S E Macfarlane	Appointed 25th June 2004	
M Press	Appointed 8th January 2004	
C Rough		
R Shah		
R Sivanithy		
D K Thomas		

E M Fletcher was Secretary of the Company. J Burton was appointed Joint Secretary on 4th October 2004. There were no other changes during or subsequent to the period 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 UK 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 period.

None of the Directors had any disclosable interest in the shares or debentures of any UK group undertaking at the end of the period, or were granted or exercised any right to subscribe for shares in, or debentures of, any UK group undertaking during the period.

REPORT OF THE DIRECTORS (continued)
For the period ended 31st March 2004

AUDITORS

Pursuant to Section 379A of the Companies Act 1985 the Company has elected

(a) to dispense with the holding of Annual General Meeting;

(b) to dispense with the appointment of Auditors annually; and

(c) to dispense with the laying of Report and Financial statements before General Meeting.

KPMG Audit Plc have indicated their willingness to continue in office.

By Order of the Board dated 18th November 2004.

Director

Winchester House
1 Great Winchester Street
London
EC2N 2DB

REPORT OF THE INDEPENDENT AUDITORS TO THE MEMBERS OF
DB VANQUISH (UK) LIMITED

We have audited the financial statements on pages 5 to 13.

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 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 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.

Opinion

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

Dated: 25th November 2004

PROFIT AND LOSS ACCOUNT
For the period ended 31st March 2004

	Note	Period from 1st January to 31st March 2004 €	Period from 1st October to 31st December 2003 €
Interest receivable from group undertakings	2	25,165,105	14,924,478
Interest receivable from third parties	2	21,070,051	202,754,595
Interest payable to group undertakings	2	(45,077,903)	(207,791,865)
Fee receivable from group undertakings	2	169,189	152,418
Fee payable to group undertakings	2	(259,590)	(536,460)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		1,066,852	9,503,166
Tax charge on profit on ordinary activities	5	(320,056)	(2,850,950)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		746,796	6,652,216
RETAINED PROFIT BROUGHT FORWARD		23,348,277	16,696,061
RETAINED PROFIT CARRIED FORWARD		24,095,073	23,348,277

The profit for the period has arisen from continuing activities

There were no other recognised gains and losses during the period.

The notes on pages 8 to 13 form part of these accounts.

BALANCE SHEET
As at 31st March 2004

	Note	As at 31st March 2004 €	As at 31st December 2003 €
CURRENT ASSETS			
Cash at bank with group undertakings		-	3,684
Debtors	6	2,971,904,791	2,381,192,454
Investments – notes issued by group undertaking	9	2,000,000,000	2,000,000,000
CREDITORS: amounts due within one year	7	(2,547,794,373)	(2,057,832,516)
NET CURRENT ASSETS		2,424,110,418	2,323,363,622
CREDITORS: amounts due after more than one year	8	(2,400,000,000)	(2,300,000,000)
NET ASSETS		24,110,418	23,363,622
CAPITAL AND RESERVES			
Called up share capital	10	15,345	15,345
Profit and loss account		24,095,073	23,348,277
Shareholder's funds - equity		24,110,418	23,363,622

The notes on pages 8 to 13 form part of these accounts.

These financial statements were approved by the Board of Directors on 18th November 2004.

Signed by
For and on behalf of the Board of Directors

RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS
For the period ended 31st March 2004

	Profit & Loss Account €	Share Capital €	Total €
Balance at 31st December 2003	23,348,277	15,345	23,363,622
Retained profit for the financial period	746,796	-	746,796
Balance at 31st March 2004	24,095,073	15,345	24,110,418

The notes on pages 8 to 13 form part of these accounts.

NOTES TO THE ACCOUNTS
For the period ended 31st March 2004

1. ACCOUNTING POLICIES

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

(a) CONVENTION
These financial statements are prepared in accordance with the historical cost convention.

(b) FOREIGN EXCHANGE
Transactions denominated in foreign currencies are translated into the functional currency at the rates ruling at the dates of the transactions. Monetary assets and liabilities denominated in foreign currencies at the balance sheet date are retranslated at the rates ruling at that date. These translation differences are dealt with in the profit and loss account.

(c) FINANCIAL INSTRUMENTS
The income and expense arising from derivatives contracts entered into for hedging on-balance sheet assets and liabilities are recognised in the accounts in accordance with the accounting treatment of the underlying transactions being hedged. Any unhedged exposures on derivative contracts that could result in a loss on a mark to market basis are provided for through the profit and loss account.

(d) SUBSTANCE OF TRANSACTIONS
The Company's financial statements reflect the substance of the transactions into which it has entered. In determining the substance, all its aspects and implications are identified and greater weight is given to those more likely to have a commercial effect in practice. A group or series of transactions that achieves or is designed to achieve an overall commercial effect is viewed as a whole.

(e) FINANCIAL SERVICES FEES
Financial services fees are accrued over the period of the related service.

(f) INTEREST INCOME AND EXPENSE
Interest income and expense is accounted for on an accruals basis.

(g) TAXATION
The charge for taxation is based on the profit for the period.

(h) 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 (see note 11). The Company's ultimate parent company, Deutsche Bank AG presents a cash flow statement in its Annual Report.

NOTES TO THE ACCOUNTS (continued)
For the period ended 31st March 2004

2. PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION

	Period from 1st January to 31st March 2004	Period from 1st October to 31st December 2003
	€	€
Is stated after (charging) / crediting:		
Interest receivable from group undertakings	25,165,105	14,924,478
Interest receivable from third parties	21,070,051	202,754,595
Interest payable to group undertakings	(45,077,903)	(207,791,865)
Fee receivable from group undertakings	169,189	152,418
Fee payable to group undertakings	(259,590)	(536,460)

3. DIRECTORS' REMUNERATION

The aggregate emoluments of persons who were Directors of the Company during the period ended 31st March 2004, including pension contributions, was €nil (31st December 2003 - €nil).

4. AUDITORS' REMUNERATION

The remuneration of the auditors is borne by a group undertaking without recharge.

5. TAX CHARGE ON PROFIT ON ORDINARY ACTIVITIES

	Period from 1st January to 31st March 2004	Period from 1st October to 31st December 2003
	€	€
(a) Analysis of charge in the period		
Current taxation		
UK Corporation tax charge for the period at 30% (31st December 2003 – 30%)	320,056	2,850,950
Total current tax	320,056	2,850,950
Tax on profit on ordinary activities	320,056	2,850,950

(b) Factors affecting the tax charge for the current period

The standard rate of tax for the period, based on the UK standard rate of corporation tax is 30%.

NOTES TO THE ACCOUNTS (continued)
For the period ended 31st March 2004

5. TAX CHARGE ON PROFIT ON ORDINARY ACTIVITIES (CONTINUED)

	Period from 1st January to 31st March 2004 €	Period from 1st October to 31st December 2003 €
Profit on ordinary activities before tax	1,066,852	9,503,165
Tax on profit on ordinary activities at standard rate (30%)	320,056	2,850,950

(c) Factors that may affect future tax charges

The Directors of the Company are not aware of any factors which will have a material effect upon future tax charges.

6. DEBTORS

	31st March 2004 €	31st December 2003 €
Amounts receivable from group undertakings	2,456,872,605	2,369,430,632
Interest receivable from group undertakings	16,037,237	11,761,822
Interest receivable from third parties	21,070,051	-
Mark-to-market of variable currency element in total return swap	477,924,898	-
	2,971,904,791	2,381,192,454

7. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

	31st March 2004 €	31st December 2003 €
Bank overdraft	836,304	324,188
Amounts owed to group undertakings (see note 10)	2,000,897,378	2,021,305,509
Interest payable to group undertakings	22,164,497	4,988,324
Interest payable to third parties	13,870,237	6,066,414
Group relief	10,325,589	10,005,155
Withholding tax payable	21,775,470	15,142,926
Mark-to-market of variable currency element in forward agreement	477,924,898	-
	2,547,794,373	2,057,832,516

NOTES TO THE ACCOUNTS (continued)
For the period ended 31st March 2004

8. CREDITORS: AMOUNTS FALLING DUE AFTER MORE THAN ONE YEAR

	31st March 2004	31st December 2003
	€	€
Amounts owed to third parties (see note 9)	1,100,000,000	1,000,000,000
Amounts owed to group undertakings (see note 9)	1,300,000,000	1,300,000,000
	2,400,000,000	2,300,000,000

The Notes are dual currency debt instruments and carry a quarterly coupon paid in Euro by reference to Turkish Lira ('TRL') interest rates and prefixed based on the forward exchange rates prevailing on the issue date for each coupon; the Notes are redeemable in Euro by reference to the prevailing TRL-Euro exchange rate at the date of redemption.

Notes B1, B2 and C mature on 30 December 2005, Note D matures on 30 January 2006, Notes E1, E2, E3 mature on 30 March 2006, Note F matures on 30 December 2005 and Note G matures on 30 January 2007.

9. FINANCIAL INSTRUMENTS – HEDGING

On 31st March 2003, the Company purchased a 15-month, dual currency, fixed rate loan note for €2bn ("Note A") and simultaneously entered into a total return swap ("Swap A") of the same maturity with a group undertaking. The terms of Note A provide that the fixed coupon payments are made with reference to the relevant forward Turkish Lira ("TRL") interest rates at issuance and the variable redemption payment is made with reference to the €/TRL foreign exchange rate ruling at the redemption date with the result that, although payments on the Note are actually made in Euro, the Note represents, in substance a TRL borrowing. The terms of Swap A set out to effectively create a synthetic Euribor-based asset for the Company, by substituting the TRL interest rates with applicable Euribor rates. On maturity of Swap A, the Company will exchange a variable redemption amount in return for €2bn. Given the purchase of Note A was financed by way of a Euribor borrowing with a group undertaking, the Company was fully hedged during its period of ownership of Note A.

The Company subsequently on-sold Note A in the prior period, and repaid its Euribor borrowing, and simultaneously entered into an interest-rate swap ("IRS A") with a third party. This had enabled the Company to hedge its TRL-interest rate risk and to obtain cheaper financing by paying interest at a discounted Euribor rate. The interest receivable leg of IRS A is treated as a manufactured coupon based on the fixed coupon payments made under Note A. The Company had, in the prior period, hedged its exposure to the €/TRL foreign exchange rate from the variable redemption amount to be paid under Swap A by entering into a 9-month cash settled forward agreement with a group undertaking which matured on 30th December 2003.

On 30th December 2003, IRS A matured and a group undertaking purchased Note A from the third party note holder. On the same date, the Company settled the cash-settled forward agreement with this group undertaking at a gain by making a fixed payment of €2bn in exchange for the discounted redemption value of Note A. The receipt on this cash-settled forward agreement was paid, on the same date, to the same group undertaking as consideration for the acquisition of Note A from this group undertaking. The substance of these transactions is that the Company acquired Note A for a consideration of €2bn and Note A is carried in the accounts at this value, accordingly.

As described in the Report of the Directors, the Company has issued a series of dual currency, fixed rate loan notes for a total of €2.4bn ("Notes"), together with a series of total return swaps ("Swaps") to a group undertaking, respectively as at 31st March 2004. The terms of the swaps set out to effectively create synthetic Euribor-based liabilities for the Company, by substituting the TRL interest rates with applicable Euribor rates. On maturity of the swaps, the Company will exchange a fixed redemption amount of €2.4bn in return for a variable redemption amount. The notes are thus stated in the accounts at a fixed redemption value bearing Euribor interest.

The group undertaking subsequently sold notes totalling €1.4bn onto third parties, together with interest rate swaps ("IRSs") and lent notes totalling €1bn in return for stock-lending fees to third parties. As at the reporting date, the group undertaking had repurchased one series of the Notes with a principal amount of €300mn. The related IRS has also matured.

NOTES TO THE ACCOUNTS (continued)
For the period ended 31st March 2004

9. FINANCIAL INSTRUMENTS – HEDGING (CONTINUED)

The terms of the Notes and Swaps are similar to Note A and Swap A as briefly outlined above. The Company deposited the proceeds received from the issuance of these Notes with group undertakings, earning a Euribor-based return to fund the interest payments required under the Notes.

10. SHARE CAPITAL

	2004 No	31st March 2004	2003 No	31st December 2003
Authorised:				
Ordinary shares of £1 each	10,000,000	£10,000,000	10,000,000	£10,000,000
Allotted, called up and fully paid:				
Ordinary shares of £1 each	10,000	€15,345	10,000	€15,345

11. ULTIMATE PARENT COMPANY AND OTHER PARENT UNDERTAKINGS

DB UK Holdings Limited, a company incorporated in the United Kingdom is the immediate controlling entity.

Deutsche Bank AG, a company registered in Germany, is the Company's ultimate controlling entity, also being the ultimate parent company and the parent undertaking of the smallest and largest group 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 the Company Secretary, Deutsche Bank AG, London Branch, Winchester House, 1 Great Winchester Street, London EC2N 2DB.

12. RELATED PARTY TRANSACTIONS

As permitted by paragraph 3(c) of FRS 8, the Company has taken advantage of the exemption not to disclose transactions with members or associates of the Deutsche Bank AG group as it is a wholly-owned subsidiary within that group.

13. POST BALANCE SHEET EVENTS

On 25th May 2004, the Company issued a 58-month, dual currency, fixed rate loan note for €500mn ("Note I"), together with a total return swap ("Swap I") to a group undertaking.

On 8th June 2004 the Company issued a 54-month, dual currency, fixed rate loan note for €200mn ("Note J"), together with a total return swap ("Swap J") to a group undertaking.

On 1st July 2004, the Company purchased a 24-month, dual currency, fixed rate loan note for €150mn ("Note K") and simultaneously entered into a total return swap ("Swap K") with a group undertaking.

On 2nd July 2004, the Company on-sold Note K and simultaneously entered into an interest-rate swap with a third party under which the Company received amounts representative of coupons payable under Note K. The Company also entered into a cash-settled forward agreement referenced to Note K with a group undertaking.

On 7th July 2004 the Company issued a 54-month, dual currency, fixed rate loan note for €200mn ("Note L"), together with a total return swap ("Swap L") to a group undertaking.