
DBUKH Finance Limited

Company number: 4816138

REPORT AND FINANCIAL STATEMENTS

For the year ended 31 December 2009

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REPORT OF THE DIRECTORS
For the year ended 31 December 2009

The Directors present their annual report and audited financial statements for the year ended 31 December 2009

ACTIVITIES AND REVIEW OF BUSINESS

The principal business of the Company is that of a holding company. The Directors do not envisage that there will be any substantial change for the foreseeable future in the operations of the Company.

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts.

The position at the end of the year is reflected in the audited balance sheet set out on page 5.

RESULTS AND DIVIDENDS

The results of the Company for the year ended 31 December 2009, after providing for taxation, show a loss of £2,400,201 (2008 profit of £17,383,311).

The Directors do not recommend the payment of a dividend for the year (2008: £nil).

FUTURE OUTLOOK

The outlook for the business is stable, and it is expected that the Company will maintain its historical level of activity and profitability.

PRINCIPAL RISK AND UNCERTAINTIES

The Company is a wholly owned subsidiary within the Deutsche Bank Group and therefore the risks it is subject to are managed within the risk and control functions of this Group.

The Directors acknowledge their responsibility for the overall management of the risks faced by the Company and note that the key business risks and uncertainties affecting the Company are considered to relate to the external interest rate and credit environment, particularly in relation to the Euro zone and the banking sector.

DIRECTORS

The Directors of the Company who held office during the year and subsequent to the year ended 31 December 2009 were as follows:

M P Coxon		Resigned 30 June 2009
D K Thomas		
A Cooper		Resigned 30 October 2009
S W Clark	Appointed 1 July 2009	
D D O Keen		Resigned 13 September 2010
B Craig	Appointed 13 September 2010	

A Rutherford was Secretary of the Company throughout the year. There have been no further changes during the year or subsequent to the year-end.

REPORT OF THE DIRECTORS (continued)
For the year ended 31 December 2009

STATEMENT OF DIRECTORS' RESPONSIBILITIES IN RESPECT OF THE DIRECTORS' REPORT AND THE FINANCIAL STATEMENTS

The Directors are responsible for preparing the Directors' Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice)

The financial statements are required by law to 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 these 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 that 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 2006. 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.

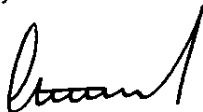
DISCLOSURE OF INFORMATION TO AUDITORS

The Directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware, and each director has taken all steps that he/she ought to have taken as a Director to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

AUDITORS

Pursuant to Section 487 of the Companies Act 2006, the auditors will be deemed to be reappointed and KPMG Audit plc will therefore continue in office.

By order of the Board of Directors this 25 day of November 2010



A Rutherford
Secretary

Registered office

Winchester House
1 Great Winchester Street
London
EC2N 2DB

Company number 4816138

**INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF
DBUKH FINANCE LIMITED**

We have audited the financial statements of DBUKH Finance Limited for the year ended 31 December 2009 set out on pages 4 to 11. The financial reporting framework that has been applied in their preparation is applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice).

This report is made solely to the Company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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

As explained more fully in the Directors' Responsibilities Statement set out on page 2, the Directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's (APB's) Ethical Standards for Auditors.

Scope of the audit of the financial statements

A description of the scope of an audit of financial statements is provided on the APB's web-site at www.frc.org.uk/apb/scope/UKNP.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 December 2009 and of its loss for the year then ended,
- have been properly prepared in accordance with UK Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matters prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of Directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit.


G R Simpson (Senior Statutory Auditor)

For and on behalf of KPMG Audit plc, Statutory Auditor

Chartered Accountants

8 Salisbury Square

London EC4Y 8BB

Dated 25 November 2010

PROFIT AND LOSS ACCOUNT
For the year ended 31 December 2009

	Note	<u>2009</u> £	<u>2008</u> £
Income from shares in group undertakings		3,965,244	34,531,505
Interest receivable	4	11,268,668	28,544,600
Interest payable	5	(18,600,788)	(51,077,686)
Impairment provision	7	(790,778)	-
Foreign exchange loss		(100,644)	(1,503,953)
Other income		-	47,098
(LOSS)/PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		(4,258,298)	10,541,564
Tax credit on (loss)/profit on ordinary activities	6	1,858,097	6,841,747
(LOSS)/PROFIT FOR THE FINANCIAL YEAR		(2,400,201)	17,383,311

The loss for the year has arisen from continuing activities

There were no other recognised gains and losses during the year

The notes on pages 7 to 11 form part of these accounts

BALANCE SHEET


As at 31 December 2009

	Note	<u>2009</u> £	<u>2008</u> £
FIXED ASSETS			
Investments	7	152,275,035	167,989,846
CURRENT ASSETS			
Debtors	9	540,893,448	533,993,358
Cash at bank		45,473	1,074,802
		<u>540,938,921</u>	<u>535,068,160</u>
CREDITORS amounts falling due within one year	10	(573,693,843)	(581,137,692)
NET CURRENT LIABILITIES		(32,754,922)	(46,069,531)
TOTAL ASSETS LESS CURRENT LIABILITIES		119,520,113	121,920,314
CREDITORS amounts falling due after more than one year	11	(103,931,625)	(103,931,625)
NET ASSETS		15,588,488	17,988,689
CAPITAL AND RESERVES			
Called up share capital	12	1	1
Profit and loss account		15,588,487	17,988,688
SHAREHOLDER'S FUNDS		15,588,488	17,988,689

The notes on pages 7 to 11 form part of these accounts

These financial statements were approved by the Board of Directors on 25 NOVEMBER

2010



Signed by D.K. THOMAS
For and on behalf of the Board of Directors

Company number 4816138

STATEMENT OF TOTAL RECOGNISED GAINS AND LOSSES
For the year ended 31 December 2009

	<u>2009</u> £	<u>2008</u> £
(Loss) / Profit for the year	(2,400,201)	17,383,311
Exchange gain / (loss) on translation of investments denominated in foreign currencies	14,924,033	(90,098,117)
Exchange (loss) / gain on translation of borrowings to hedge investments denominated in foreign currencies	(14,924,033)	90,098,117
Total recognised gains and losses for the year	(2,400,201)	17,383,311

RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS
For the year ended 31 December 2009

	<u>Profit & Loss Account</u>	<u>Ordinary Share Capital</u>	<u>Total</u>
	£	£	£
Balance at 1 January 2009	17,988,688	1	17,988,689
Total recognised gains and losses for the year	(2,400,201)	-	(2,400,201)
Balance at 31 December 2009	15,588,487	1	15,588,488

RECONCILIATION OF MOVEMENTS IN SHAREHOLDER'S FUNDS
For the year ended 31 December 2008

	<u>Profit & Loss Account</u>	<u>Ordinary Share Capital</u>	<u>Total</u>
	£	£	£
Balance at 1 January 2008	605,377	1	605,378
Total recognised gains and losses for the year	17,383,311	-	17,383,311
Balance at 31 December 2008	17,988,688	1	17,988,689

The notes on pages 7 to 11 form part of these accounts

NOTES TO THE ACCOUNTSFor the year ended 31 December 2009

1 ACCOUNTING POLICIES

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the financial statements

Basis of preparation

These financial statements have been prepared in accordance with the Companies Act 2006, UK applicable accounting standards and applicable Statements of Recommended Practice. The particular accounting policies are described below

(a) CONVENTION

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

(b) INTEREST INCOME AND EXPENSE

Interest income and expense is accounted for on an accrual basis

(c) DIVIDEND INCOME

Dividend income is recognised when the Company's right to receive the payment is established

(d) TAXATION

The charge for taxation is based on profit for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes

Deferred tax is recognised, without discounting, in respect of all timing differences between the treatment of certain items for taxation and accounting purposes which have arisen but not reversed by the balance sheet date, except as otherwise required by FRS19

(e) FOREIGN EXCHANGE

Assets and liabilities denominated in foreign currencies are translated into Sterling at market rates of exchange ruling at the balance sheet date. Exchange differences are dealt with through the face of the profit and loss account except for those arising on foreign currency borrowings which have been used to finance the company's foreign equity instruments. Exchange gains or losses arising on the borrowings are offset as reserve movements against exchange differences arising on the retranslation of the net investments under the Statement of recognised gains and losses as permitted by Statement of Standard Accounting Practice No. 20

(f) CLASSIFICATION OF FINANCIAL INSTRUMENTS ISSUED BY THE COMPANY

In accordance with FRS 25, financial instruments issued by the Company are treated as equity (i.e., forming part of shareholder's funds) only to the extent that they meet the following two conditions

- (i) they include no contractual obligations upon the Company to deliver cash or other financial assets or to exchange financial assets or financial liabilities with another party under conditions that are potentially unfavourable to the Company, and
- (ii) where the instrument will or may be settled in the Company's own equity instruments, it is either a non-derivative that includes no obligation to deliver a variable number of the Company's own equity instruments or is a derivative that will be settled by the Company's exchanging of a fixed amount of cash or other financial assets for a fixed number of its own equity instruments

To the extent that this definition is not met, the proceeds of issue are classified as a financial liability. Where the instrument so classified takes the legal form of the Company's own shares, the amounts presented in these financial statements for called up share capital and share premium account exclude amounts in relation to those shares

Finance payments associated with financial liabilities are dealt with as part of interest payable and similar charges. Finance charges associated with financial instruments that are classified as part of shareholders' funds (see dividends policy), are dealt with as appropriations in the reconciliation of movements in shareholder's funds

(g) FIXED ASSET INVESTMENTS

Fixed assets are held at cost less for any impairment. Any such provision is charged to profit and loss account in the period in which it arises

NOTES TO THE ACCOUNTS

For the year ended 31 December 2009

1 ACCOUNTING POLICIES (continued)**(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

(i) GROUP ACCOUNT EXEMPTION

As the Company is a wholly owned subsidiary undertaking of Deutsche Bank AG, which is incorporated in the E U and which publishes consolidated financial statements, and as its immediate parent undertaking is also incorporated in the E U, it is exempt under sections 400, 401 and 402 of the Companies Act 2006 from the requirement to prepare group financial statements. Accordingly, these statutory financial statements present information about the Company as an individual undertaking and not about its group

(j) GOING CONCERN

The Directors have a reasonable expectation that the Company has adequate resources to continue in operational existence for the foreseeable future. Accordingly, they continue to adopt the going concern basis in preparing the annual report and accounts

2 DIRECTORS' REMUNERATION

The aggregate emoluments of persons who were Directors of the Company during the year ended 31 December 2009, including pension contributions, were £nil (2008 £nil)

As at the date of approval, and during the year, the Company provided an indemnity to its Directors in the form of a qualifying third party indemnity provision

3 ADMINISTRATIVE EXPENSES

The Company has no full time employees. The staff involved in the Company's operations are all employees of the Deutsche Bank Group. 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 (2008 £nil)

	<u>2009</u>	<u>2008</u>
	<u>£</u>	<u>£</u>
Auditors' remuneration		
Audit of these financial statements	9,591	9,307
Auditors' remuneration for services to the Company has been borne by another group undertaking		

4 INTEREST RECEIVABLE

	<u>2009</u>	<u>2008</u>
	<u>£</u>	<u>£</u>
Interest receivable from group undertakings	11,268,668	28,544,600

5 INTEREST PAYABLE

	<u>2009</u>	<u>2008</u>
	<u>£</u>	<u>£</u>
In respect of borrowing from group undertakings	10,787,021	44,470,368
Finance costs on shares classified as liabilities	7,813,767	6,607,318
	<u>18,600,788</u>	<u>51,077,686</u>

NOTES TO THE ACCOUNTS

For the year ended 31 December 2009

6 TAXATION	2009	2008
	£	£
(a) Analysis of tax on profit on ordinary activities		
Current Tax		
Corporation Tax credit for the year	1,858,097	6,841,747
Total Current Taxation Credit	1,858,097	6,841,747

The standard rate of tax for the year, based on the UK standard rate of corporation tax is 28% (2008 - 28.49%). The actual tax credit for the year differs from the standard rate for the reasons set out in the following reconciliation

(b) Current tax reconciliation	2009	2008
	£	£
(Loss) / Profit on ordinary activities before taxation	(4,258,298)	10,541,564
Tax on (loss) / profit on ordinary activities at standard rate	1,192,323	(3,004,057)
Effects of		
Deemed manufactured dividend	1,842,084	1,874,799
Dividend payable	(2,187,855)	(1,882,905)
Non-taxable UK dividend income	1,110,268	9,840,407
Non-taxable income	122,693	13,503
Non-deductible expense	(221,418)	-
Total current tax credit	1,858,097	6,841,747

7 FIXED ASSET INVESTMENTS	2009	2008
	Shares in subsidiaries	Shares in subsidiaries
	£	£
At 1 January	167,989,846	554,848,063
Additions during the year	-	20,844,309
Disposals during the year		(497,800,930)
Impairment provision	(790,778)	-
Exchange difference	(14,924,033)	90,098,404
At 31 December	152,275,035	167,989,846

8 SUBSIDIARY UNDERTAKINGS AND SIGNIFICANT HOLDINGS

The shares in subsidiary undertakings are valued at the Director's valuation

Details of the Company's principal undertakings are set out below

Name of company	Country of incorporation	Activity	Proportion of equity capital
Arche Investments Limited	United Kingdom	Special Purpose Vehicle	100%
Stores International Limited	Cayman Islands	Special Purpose Vehicle	100%
DB Henlow Investments Limited	Cayman Islands	Special Purpose Vehicle	100%
DB Jasmine (Cayman) No 2 Limited	Cayman Islands	Special Purpose Vehicle	100%
DB Marcassin (Cayman) Holdings Limited	Cayman Islands	Special Purpose Vehicle	100%
Deutsche Securities Colombia SA	Colombia	Special Purpose Vehicle	1 5%

NOTES TO THE ACCOUNTS

For the year ended 31 December 2009

9 DEBTORS	2009 £	2008 £
Amounts owed by group undertakings	540,893,447	533,993,357
Called up share capital, allotted and issued but not fully paid	1	1
	540,893,448	533,993,358
10 CREDITORS Amounts falling due within one year	2009 £	2008 £
Amounts owed to parent undertakings	533,065,579	545,240,494
Amounts owed to fellow subsidiary undertakings	50,936	51,039
Interest on preference share classified as liabilities	38,957,882	32,368,617
Group relief payable	1,619,446	3,477,542
	573,693,843	581,137,692
11 CREDITORS Amounts falling due after more than one year	2009 £	2008 £
Cumulative redeemable preference shares classified as liabilities	2,500	2,500
Preference share premium classified as liabilities	103,929,125	103,929,125
	103,931,625	103,931,625
12 SHARE CAPITAL	2009 No	2008 No
Authorised		
Ordinary Shares of £1 each	1	1
	1	1
Allotted and issued		
Ordinary Shares of £1 each	1	1
	1	1
	2009 £	2008 £
Authorised		
Ordinary Shares of £1 each	1	1
Cumulative Redeemable Preference Shares of \$1 each	99,999,999	99,999,999
	100,000,000	100,000,000
Allotted and issued		
Ordinary Shares of £1 each	1	1
Cumulative Redeemable Preference Shares of \$1 each	2,500	2,500
	2,501	2,501

NOTES TO THE ACCOUNTS

For the year ended 31 December 2009

13 SHARE CAPITAL (continued)

	<u>2009</u>	<u>2008</u>
	£	£
Fully paid		
Ordinary Shares of £1 each	-	-
Cumulative Redeemable Preference Shares of \$1 each	2,500	2,500
	<u>2,500</u>	<u>2,500</u>
<i>Presentation on Balance Sheet</i>		
Shares classified as liabilities	2,500	2,500
Shares classified in shareholder's funds	1	1
	<u>2,501</u>	<u>2,501</u>

The Cumulative Redeemable Preference shares were issued for a total of £103,931,625, including a premium of £103,929,125. This premium, along with the notional value above, has been classified as liabilities.

The preference share issued are redeemable cumulative preferential share with a fixed rate dividend of 6.34% per annum. The Company has the ability to redeem these preference shares from the date of the 10th anniversary of the issue of these shares. Preferential share holders have one vote in respect of each fully paid preference share.

14 COMMITMENTS AND CONTINGENCIES

On 5 February 2004 the Company entered into a forward purchase agreement with Bozarche Limited in relation to preference shares issued by DB Sirius (Cayman) Limited presently held by Bozarche Limited.

Under the terms of the agreement the Company contracts to buy back the shares, the principal being £103,931,625, plus all accrued and unpaid dividends once the dividends have become payable. At 31 December, the amount was

	<u>2009</u>	<u>2008</u>
	£	£
Commitments - one year or more	142,889,507	136,300,242

15 ULTIMATE PARENT COMPANY AND OTHER PARENT UNDERTAKINGS

DB UK Holdings Limited, a company registered in England and Wales, is the Company's immediate controlling entity.

Deutsche Bank AG, a joint stock corporation with limited liability incorporated in the Federal Republic of Germany, is the Company's ultimate controlling entity, also being the ultimate parent company and the parent undertaking of the largest and smallest 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.

16 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.