

RATHBONE TRUST COMPANY LIMITED

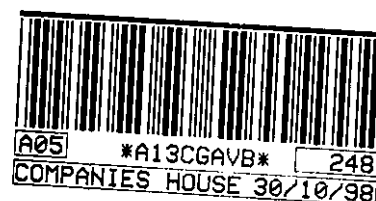
Company Number 1688454

DIRECTORS REPORT

The Directors submit their Report and the Accounts of the Company for the year ended 31st December 1997.

The Directors of the Company during the year were as follows:-

M L Ingall (Appointed 18.08.97)
O D Stanley
M S Bryant (Resigned 31.01.97)
J E Tuck
I P Harvey
J M Keeton
E R Duret
P J Pickford (Appointed 28.4.97)
P I Taylor
R A Morris
Lord Cowdray
R C B Salt



No Director held any beneficial interests in the shares of the company during the year.

The Directors' interests in the shares of the parent company, Rathbone Brothers Plc, are as disclosed below.

	At 31 December 1997		At 1 January 1997	
	5p Ordinary Shares		or date of appointment 5p Ordinary Shares	
	Beneficial	Non-Beneficial	Beneficial	Non-Beneficial
O D Stanley	1,351,550	-	1,451,550	-
M L Ingall	430,550	25,000	430,550	25,000
J E Tuck	151,400	-	156,400	-
I P Harvey	202,000	-	202,000	-
J M Keeton	36,400	-	40,800	-
E R Duret	-	-	-	-
P I Taylor	4,000	-	-	-
R A Morris	337,260	20,000	357,260	5,000
Lord Cowdray	22,600	-	22,600	-
R C B Salt	2,925	-	2,925	-
P J Pickford	16,800	-	16,800	-

The parent company has granted options to the following Directors to subscribe for 5p ordinary shares as indicated:

	Number of Options		Average Exercise Price	Date from which Exercisable	Expiry Date
	At 01.01.97	At 31.12.97			
I P Harvey	20,400	-	86.0p	25.06.90	25.06.97
P I Taylor	10,000	10,000	327.0p	02.11.96	02.11.03
P J Pickford	19,000	19,000	149.3p	05.05.91	10.06.04
R C B Salt	30,000	30,000	290.8p	10.06.97	10.06.04

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Directors' options exercised during year:

	Date	Number	Cost	Market Value
I P Harvey	28.04.97	20,400	£17,544	£63,852

The market price of shares in Rathbone Brothers Plc was 400p as at 31st December 1997.

The range in the year to 31st December 1997 was 304p to 400p.

The Company has not traded during the year, it has no income or expenditure and accordingly, there has been no change in its position.

By order of the Board

Registered Office



P J PICKFORD
Secretary

159 New Bond Street
London
W1Y 9PA

22 October 1998

RATHBONE TRUST COMPANY LIMITED

BALANCE SHEET AT 31st DECEMBER 1997

CURRENT ASSETS

	£	£
Debtor:		
Amount owed by group undertaking		1,955

CAPITAL AND RESERVES

Share capital :-		
Authorised:		
1,000 ordinary shares of £1 each	1,000	
Allotted, called up and fully paid:		
1,000 ordinary shares of £1 each		1,000
Profit and loss account		955
		<hr/>
		1,955
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The Company was dormant within the meaning of Section 250(3) of the Companies Act 1985 throughout the year ended 31st December 1997.



M L INGALL
Director

Approved by the Board and signed on its behalf on 22 October 1998.

Note: The Company's ultimate parent company is Rathbone Brothers Plc which is registered in England.