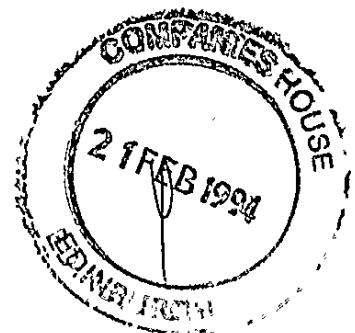


141822

WEST REGISTER (LAND) LIMITED
(FORMERLY DUNWILCO (359) LIMITED)

DIRECTORS' REPORT AND ACCOUNTS

30 SEPTEMBER 1993



WEST REGISTER (LAND) LIMITED

DIRECTORS:

Robert Henry Beattie
Kennedy Campbell Foster
Derek Stephen Sach
Ernest Michael Sheavills
Grahame Taylor Whitehead

SECRETARY:

Alan Ewing Mills

REGISTERED OFFICE:

42 St Andrew Square
EDINBURGH
EH2 2YE

TELEPHONE:

031 556 8555

Registered in Scotland No 141822

WEST REGISTER (LAND) LIMITED

REPORT OF THE DIRECTORS

The directors present their annual report and the audited accounts for the first accounting period from 18 December 1992 to 30 September 1993.

1. **Incorporation and Change of Name**

The Company was incorporated on 18 December 1992 as Dunwilco (359) Limited. The Company changed its name to West Register (Land) Limited on 9 June 1993.

2. **Share Capital**

The Company was incorporated with an authorised share capital of 1,000 Ordinary Shares of £1 each and 2 Ordinary Shares of £1 each were issued to the Subscribers nil paid. The shareholders paid in full the 2 nil paid shares on 12 March 1993.

3. **Business Review**

The Company had been set up to acquire and develop assets. The year end financial position is satisfactory and the directors expect an increased level of activity in the foreseeable future.

4. **Dividends**

The directors do not recommend the payment of a dividend. The loss for the period of £34,156 will be transferred to reserves.

5. **Directors**

The names of the present directors are listed on page 1.

The following were appointed as first directors of the Company on 18 December 1992 and resigned as directors of the Company on 12 March 1993.

Name of Director

Maureen Sheila Coutts
David Hardie

The following were appointed as directors of the Company on 12 March 1993.

Name of Director

Robert Henry Beattie
James Martin Kelly

James Martin Kelly resigned as a director of the Company on 21 May 1993.

The following were appointed as directors of the Company on 21 May 1993.

Name of Director

Kennedy Campbell Foster
Derek Stephen Sach
Ernest Michael Sheavills
Grahame Taylor Whitehead

6. 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 judgments 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 which 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 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.

The directors confirm that these financial statements comply with the aforementioned requirements.

WEST REGISTER (LAND) LIMITED

7. Directors' Interests

No director had an interest in the shares of the Company.

The following directors were beneficially interested in the 25p ordinary shares of The Royal Bank of Scotland Group plc, the ultimate holding company.

	<u>At 30 September 1993</u>	<u>At 18 December 1992 (or date of appointment if later)</u>
R H Beattie	7,461	7,382
K C Foster	12,092	11,012
D S Sach	13,000	Nil
G T Whitehead	29,044	28,432

Options to subscribe for ordinary shares of 25p each in The Royal Bank of Scotland Group plc granted to and exercised by directors during the year to 30 September 1993 are included in the table below:-

	At 18 December 1992 (or date of appointment if later)	<u>Options Granted</u>		<u>Options Exercised</u>		At 30 September 1993
		Number	Price £	Number	Price £	
R H Beattie	6,495	2,441	2.12	-	-	8,936
K C Foster	7,120	1,822	2.12	1,067	1.212	7,875
E M Sheavills	Nil	30,000	2.65	-	-	30,000
G T Whitehead	42,460	105,000	2.65	-	-	148,273
		813	2.12			

No director had an interest in any of the preference shares of The Royal Bank of Scotland Group plc during the year to 30 September 1993. In addition, during that period, none of the directors held a beneficial interest in the loan capital of The Royal Bank of Scotland Group plc or in the share or loan capital of any of the other subsidiaries of The Royal Bank of Scotland Group plc, including the Company.

WEST REGISTER (LAND) LIMITED

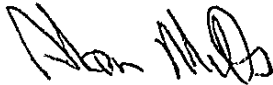
8. Secretary

D.W. Company Services Limited was appointed as first Secretary of the Company on 18 December 1992. Alan Ewing Mills was appointed Secretary of the Company on 12 March 1993 in succession to D.W. Company Services Limited.

9. Auditors

Messrs Coopers & Lybrand were appointed auditors of the Company on 12 March 1993. They have indicated their willingness to continue in office and resolutions to re-appoint them and to authorise the directors to fix their remuneration will be proposed at the Annual General Meeting.

By Order of the Board



A E Mills
Secretary
23 November 1993

REPORT OF THE AUDITORS
TO THE MEMBERS OF WEST REGISTER (LAND) LIMITED

We have audited the accounts on pages 7 to 11 in accordance with Auditing Standards.

Respective responsibilities of directors and auditors

As described on page 3 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 judgments 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 30 September 1993 and of its loss and total recognised losses for the period since incorporation and have been properly prepared in accordance with the Companies Act 1985.

Coopers & Lybrand

Coopers & Lybrand
Chartered Accountants and Registered Auditors
London

23 November 1993

WEST REGISTER (LAND) LTD
PROFIT AND LOSS ACCOUNT
FOR THE PERIOD FROM 18 DECEMBER 1992 TO 30 SEPTEMBER 1993

	<u>Note</u>	<u>1993</u> £
Turnover		141,368
Cost of Sales		<u>141,368</u>
Gross Profit		0
Administration Expenses		<u>50,979</u>
Operating Loss		50,979
Interest Receivable and Similar Income		<u>0</u>
LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION	2	50,979
Tax Credit on Ordinary Loss	3	<u>16,823</u>
LOSS ON ORDINARY ACTIVITIES AFTER TAXATION		<u>34,156</u>

The notes on pages 7 to 9 form part of these accounts.

Statement of Total Recognised Gains and Losses

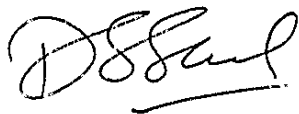
The company has no recognised gains and losses in the period ended 30 September 1993 other than the loss for the period. Therefore a separate statement of total recognised gains and losses has not been presented. There is no difference between the loss on ordinary activities before taxation and the retained loss for the year stated above and the historical cost equivalents.

<u>Reconciliation of Movements in Shareholders' Funds</u>	<u>1993</u> £
Opening shareholders' funds	0
Retained loss for the year	(34,156)
Closing shareholders' funds	<u>(34,156)</u>

WEST REGISTER (LAND) LTD
BALANCE SHEET
AT 30 SEPTEMBER 1993

	<u>Note</u>	<u>£</u>	<u>1993</u>	<u>£</u>
CURRENT ASSETS				
Other Debtors	4	19,997		
Development Properties	5	<u>10,867,592</u>		10,887,589
CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR				
Due to group companies		10,308,403		
Other creditors		<u>113,340</u>		10,921,743
NET CURRENT LIABILITIES				<u>(34,154)</u>
TOTAL NET LIABILITIES				<u>(34,154)</u>
CAPITAL AND RESERVES				
Share Capital	6			2
Profit and Loss Account				<u>(34,156)</u>
				<u>(34,154)</u>

The accounts were approved by the board of directors on 23 November 1993 and signed on its behalf by:

Director : 

Director : 

The notes on pages 9 to 11 form part of these accounts.

WEST REQUISITER (LAND) LTD
NOTES OF THE ACCOUNTS

1. PRINCIPAL ACCOUNTING POLICIES

The accounts have been prepared in accordance with applicable Accounting Standards in the United Kingdom. A summary of the more important accounting policies, is set out below.

(a) Basis of accounting

The accounts are prepared under the historical cost convention and in compliance with the Companies Act 1985.

(b) Taxation

Provision is made for taxation at the current rates on taxable profits.

(c) Turnover

Turnover represents the total value of house sales. Profit on house sales is not taken until the completion of each development phase.

(d) Development Properties

Development properties are stated at the lower of cost and net realisable value. Cost comprises land and development purchase cost and building works thereon.

(e) Cash flow statement

The company is a wholly owned subsidiary of The Royal Bank of Scotland plc and the cash flows of the company are included in the consolidated group cash flow statement of The Royal Bank of Scotland Group plc, the company's ultimate holding company. Consequently the company is exempt under the terms of Financial Reporting Standard No 1 from publishing a cash flow statement.

2. LOSS ON ORDINARY ACTIVITIES BEFORE TAXATION

Loss on ordinary activities before taxation is stated after charging the following:

	<u>1993</u>
	£
Auditors' Remuneration	5,000

The directors received no emoluments from the company during the period
The company has no employees.

WEST REGISTER (LAND) LTD
NOTES ON THE ACCOUNTS

3. TAXATION

	<u>1993</u>
	£
Taxation based on loss for the period of the company: Group relief at 33%	<u>16,823</u>

4. OTHER DEBTORS

Other debtors comprise:	
VAT refund due	3,174
Taxation Credit	<u>16,823</u>
	<u>19,997</u>

5. DEVELOPMENT PROPERTIES

Additions at cost	10,867,592
At 30 September 1993	<u>10,867,592</u>

6. SHARE CAPITAL

	<u>Authorised</u>	Share capital allotted, called up and <u>fully paid</u>
At 30 September 1993		
Ordinary Shares of £1 each	1,000	2

7. FUTURE EXPENDITURE

	<u>1993</u>
	£
Contracts not provided for in the accounts Authorised by the directors but not contracted for.	0 <u>51,000</u>

WEST REGISTER (LAND) LTD
NOTES ON THE ACCOUNTS

8. PARENT COMPANY

The company's parent company is West Register (Property Investments) Ltd which is incorporated in Great Britain and registered in 42 St. Andrew Square, Edinburgh.

9. ULTIMATE HOLDING COMPANY

The company's ultimate holding company is The Royal Bank of Scotland Group plc which is incorporated in Great Britain and registered in 36 St. Andrew Square, Edinburgh.