

Business

WestLB, as a universal bank, offers its private, commercial and public sector clients in the Federal Republic of Germany and abroad a full range of services in the commercial and investment banking business. Its lending activities concentrate on the area of long-term fixed-rate financings, i.e. investment credits, export financings, real estate loans and municipal, state and federal loans. Due to its large portfolio of fixed-rate mortgages and the loans of the Building and Loan Association, it ranks among the most important construction financing banks in the Federal Republic of Germany. WestLB does not only support the associated savings banks in their liquidity management and handles certain payment transactions for them, but also offers them co-operation programs to supplement and expand the range of financings and services of the savings banks in North Rhine-Westphalia. This applies in particular to international transactions, investments in securities and other services in the securities field. WestLB plays a leading role in the trading and placing of securities, the syndicated loan business and the issuing of bonds. As a banker to the State of North Rhine-Westphalia, WestLB handles the banking aspects of public programs to promote housing and economic development.

Key Figures

WestLB

	<u>1993</u>	<u>1994</u>	<u>1995</u>	<u>1996</u>
	(in millions of DM)			
Total assets	263,979	276,342	307,021	349,761
Credit volume	209,612	257,802	292,287	333,990
Certificated liabilities	91,879	98,538	105,448	114,974
Deposits	142,722	151,387	173,811	204,593
Capital and reserves	14,580	14,958	15,313	16,557
Operating profit before provision for risks	1,281	1,295	1,071	1,337
Profit after taxes	454	479	488	509
Allocation to capital of Wohnungsbau- förderungsanstalt	120	143	127	147
Business volume	305,328	322,327	363,684	423,431
Nominal volume of derivatives	—	427,872	404,622	583,296
Staff	7,107	7,040	7,031	7,455
Net interest income	2,332	2,518	2,326	2,779
Net commission income	332	341	332	348
Trading result	193	— 33	30	142
Personnel expenses	959	896	986	1,153
Other administrative expenses	645	653	695	874

WestLB Group

	<u>1993</u>	<u>1994</u>	<u>1995</u>	<u>1996</u>
	(in millions of DM)			
Total assets	332,615	378,573	428,622	470,789
Credit volume	253,496	332,758	374,947	413,704
Certificated liabilities	101,803	123,231	135,760	150,645
Deposits	208,311	220,927	256,209	281,234
Capital and reserves	16,012	17,292	17,808	18,990
Operating profit before provision for risks	1,767	1,778	1,829	1,896
Profit after taxes	454	618	667	736
Allocation to capital of Wohnungsbau- förderungsanstalt	120	190	147	186
Business volume	390,757	445,382	522,119	587,305
Nominal volume of derivatives*	—	506,016	510,249	717,557
Staff (Banking Group)	9,024	9,353	9,670	10,032
Net interest income	3,269	3,595	3,813	3,934
Net commission income	1,528	1,512	1,392	1,652
Trading result	398	19	288	458
Personnel expenses	2,132	2,042	2,232	2,518
Other administrative expenses	1,523	1,610	1,749	2,201

* excluding LB Rheinland-Pfalz, LB Schleswig-Holstein and Banque d'Orsay

WestLB Bonds

The volume of bonds of WestLB outstanding as at December 31, 1996 was as follows:

In millions of DM

A. Mortgage bonds

1. Bearer mortgage bonds	6,711
1.1 Bonds drawn by lot/called	7
2. Registered mortgage bonds	3,330
	<u>10,048</u>

B. Municipal bonds, other bonds and medium-term notes covered by municipal loans

1. Bearer municipal bonds, other bearer bonds and other medium-term notes	83,801
1.1 Bonds drawn by lot/called	1
2. Registered municipal bonds	15,331
	<u>99,133</u>

C. Other bonds

1. Bearer bonds according to § 7.2 of WestLB's Statutes	7,268
1.1 Bonds drawn by lot/called	49
2. Other registered bonds	220
	<u>7,537</u>

The bearer mortgage bonds, bearer municipal bonds, other bearer bonds and medium-term notes backed by municipal loans and the bearer bonds according to § 7.2 of the Statutes, that meet the listing requirements have been, or are intended to be, admitted to trading and official quotation on the Düsseldorf Stock Exchange.

D. Medium-term notes

1. Medium-term notes	5,821
1.1 Notes drawn by lot/called	42
	<u>5,863</u>

A. – D.	<u>122,581</u>
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The medium-term notes, as far as eligible, have been or are intended to be introduced to the regulated market on the Düsseldorf Stock Exchange.

As cover for the mortgage bonds, municipal bonds and bearer bonds according to § 7.2 of the Statutes, the statutory loan fund contained the following amounts as at December 31, 1996:

ad A: Mortgage bonds	11,086
ad B: Municipal bonds*	95,778
ad C: Bearer bonds according to § 7.2 of the Statutes	<u>8,184</u>

Save as mentioned above, there has been no material change in the capitalisation of WestLB since December 31, 1996.

* Excluding DM 7,032 million of substitute cover.

Structure of the WestLB Group as at December 31, 1996

Banking Group Subsidiaries

West Merchant Bank Holdings Ltd., London (100 %)	(LC)	WestLB Investment (Hungaria) Rt., Budapest (100 %)	(LC)
West Merchant Bank Ltd., London (100 %)	(LC)	WestKA Westdeutsche Kapitalanlageges. mbH, Düsseldorf (100 %)	
Banque Européenne pour l'Amérique Latine (BEAL) S.A., Brussels (100 %)	(LC)	Westdeutsche ImmobilienBank – Group –, Mainz (50 %)*	
Banque d'Orsay S.A., Paris (100 %)	(LC)	Landesbank Schleswig-Holstein – Group –, Kiel (39.9 %)*	
Westdeutsche Landesbank (Europa) AG, Düsseldorf (100 %)	(LC)	Landesbank Rheinland-Pfalz – Group –, Mainz (37.5 %)*	
WestLB Asia Pacific Ltd., Singapore (100 %)	(LC)		
Panmure Gordon & Co. Ltd., London (100 %)	(LC)	Other Group Subsidiaries	
Westdeutsche Landesbank (Schweiz) AG, Zurich (67.5 %)	(LC)	The Thomas Cook Group Ltd., London (100 %)	(LC)
A/O Westdeutsche Landesbank Vostok, Moscow (100 %)	(LC)	Thomas Cook Inc., New York (100 %)	(LC)
Westdeutsche Landesbank (Austria) AG, Vienna (100 %)	(LC)	(100 companies) (100 %)	(LC)
Westdeutsche Landesbank (France) S.A., Paris (100 %)	(LC)	TCT Touristik Beteiligungs-GmbH & Co. KG, Düsseldorf (100 %)	(LC)
Westdeutsche Landesbank (Hungaria) Rt., Budapest (99.5 %)	(LC)	TBG Touristik Beteiligungs-GmbH, Düsseldorf (100 %)	(LC)
Westdeutsche Landesbank (Ireland) Plc., Dublin (100 %)	(LC)	GEV Gesellschaft für Energie- und Versorgungswerte mbH, Dortmund (100 %)	
Westdeutsche Landesbank Polska S.A., Warsaw (100 %)	(LC)	WestKB Westdeutsche Kapitalbeteiligungs- ges. mbH, Düsseldorf (100 %)	
WestLB Europa Finanziaria S.p.A., Milan (100 %)	(LC)	WestTM Westdeutsche Technologie Management GmbH, Düsseldorf (100 %)	
WestLB International S.A., Luxembourg (75 %)	(LC)	Westfinanz Westdeutsche Finanzierungsges. mbH, Münster (100 %)	
WestLB Europe (UK) Holdings Ltd., London (100 %)	(LC)	WestLeasing Westdeutsche Leasing Holding GmbH, Düsseldorf (100 %)	
WestLB Finance (Credits) Ltd., London (100 %)	(LC)	Westdeutsche Lotterie GmbH & Co., Münster (100 %)	
WestLB Finance UK Plc., London (100 %)	(LC)	Westdeutsche Spielbanken GmbH & Co. KG, Münster (100 %)	
WestLB Securities Pacific Ltd., Hong Kong (100 %)	(LC)	WestLB ASIAC Bank Ltd., Port Vanuatu (100 %)	(LC)
WestLB UK Ltd., London (100 %)	(LC)	WestLB Europe (UK) Fund Ltd., London (100 %)	(LC)
WestLB Capital Management GmbH, Düsseldorf (100 %)	(LC)	WestLB Finance Curaçao N.V., Curaçao (100 %)	(LC)
Deutsche Aussenhandelsbank AG, Berlin (100 %)	(LC)	WestLB Finance Netherlands B.V., Den Bosch (100 %)	(LC)
Deutsche Industrie- und Handelsbank AG, Berlin (100 %)	(LC)		

* = pro-rata consolidated
(LC) = covered by WestLB's Letters of Comfort for group subsidiaries

52 additional affiliated companies included in the consolidation accounts

156 additional affiliated companies not included in the consolidated accounts

9 associated companies

Assets

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Liabilities

	see Notes No.	DM	DM	DM	31. 12. 1995 DM thousands
Liabilities to banks	13				
a) payable on demand			15,180,097,628.98		(13,996,252)
b) with agreed maturity or period of notice			154,645,576,131.86		(143,704,011)
c) deposits of building and loan associations			<u>102,392,438.68</u>		(83,949)
				169,928,066,199.52	157,784,212
Liabilities to customers	14				
a) deposits of building and loan associations and saving deposits					
aa) deposits of building and loan associations		11,911,882,980.19			(11,344,944)
ab) with agreed period of notice of three months		105,754,085.37			(83,722)
ac) with agreed period of notice of more than three months		<u>35,973,194.62</u>			(34,847)
			12,053,610,260.18		
b) other liabilities					
ba) payable on demand		17,372,986,581.39			(14,265,352)
bb) with agreed maturity or period of notice		<u>81,879,524,426.82</u>			(72,696,149)
			<u>99,252,511,008.21</u>		
				111,306,121,268.39	98,425,014
Certificated liabilities	15				
a) bonds and notes issued by the Bank			135,605,493,558.29		(128,202,549)
b) other certificated liabilities			<u>15,039,904,309.22</u>		(7,557,168)
including:				150,645,397,867.51	135,759,717
money market instruments					
DM 13,918,831,183.03					
own acceptances and promissory notes					
outstanding DM 546,397,279.22					
Trust liabilities	16			10,919,636,398.59	11,023,618
including:					
trust loans DM 9,755,393,190.69					
Other liabilities	17			2,368,237,117.52	2,404,628
Deferred items	18			1,944,592,257.80	1,093,194
Provisions					
a) for pensions and similar obligations			1,935,373,918.18		(1,785,683)
b) tax reserve			740,083,967.86		(690,921)
c) other			<u>1,835,948,511.07</u>		(1,674,165)
				4,511,406,397.11	4,150,769
Special item with partial reserve character	19			14,087,574.25	11,633
Subordinated liabilities	20			4,282,587,251.—	3,803,651
Profit participation capital	21			1,770,588,950.—	1,040,369
including:					
due in less than two years					
DM —,—					

To be carried forward: 457,690,721,281.69 428,621,994

WestLB Group Balance Sheet as at December 31, 1996

Assets

	see Notes No.	DM	31. 12. 1995 DM thousand
		To be carried forward:	
		426,945,360,074.90	383,532,000.00
Shares and other non-interest-bearing securities	5, 6, 12	4,299,868,023.03	4,012,000.00
Equity investments in non-affiliated companies	7, 9	5,606,323,580.80	5,140,000.00
including:			
banks	DM 1,116,495,541.48		
Equity investments in associated companies		591,544,868.17	685,000.00
Equity investments in affiliated companies	7, 9	148,360,477.33	211,000.00
Trust assets	8	10,919,636,398.59	11,023,000.00
including:			
trust loans	DM 9,755,393,190.69		
Equalization claims against public authorities including bonds and notes issued in substitution thereof		10,780,520,993.51	12,884,000.00
Intangible assets	9	524,542,771.85	556,000.00
including:			
goodwill	DM 523,796,850.38		
Fixed assets	9	2,162,252,385.92	1,778,000.00
Other assets	10	1,957,979,886.32	2,317,000.00
Deferred items	11	6,852,499,918.47	6,478,000.00
Total assets		470,788,889,378.89	428,621,000.00

Liabilities

	see Notes Ziffer	DM	DM	DM	31. 12. 1995 DM thousands
			To be carried forward:	<u>457,690,721,281.69</u>	<u>428,621,994</u>
Fund for general bank risks	21			505,945,700.—	468,388
Equity capital	21				
a) subscribed capital			2,315,315,985.—		(2,315,316)
b) capital reserves			6,489,684,015.—		(6,489,684)
c) reserves from retained earnings					(—)
ca) legal reserves		800,000,000.—			(760,000)
cb) reserves required by WestLB's statutes		1,885,000,000.—			(1,725,000)
cc) other reserves			2,685,000,000.—		
d) Group reserves			767,692,819.12		(784,657)
e) Equalizing items for shares of other shareholders			172,829,578.08		(420,844)
f) Group profit			161,700,000.—	12,592,222,397.20	12,656,801
				<u>470,788,889,378.89</u>	<u>428,621,994</u>
Total liabilities					
Contingent liabilities					
a) liabilities relating to negotiated bills of exchange			393,942,189.89		(535,164)
b) liabilities from guarantees and indemnity agreements			16,073,180,428.21		(13,222,585)
c) liabilities relating to collateral given for third-party liabilities			223,023,970.14	16,690,146,588.24	(1,217,234) 14,974,983
Other commitments	22				
a) commitments from ungenuine repurchase agreements			555,319,380.—		(14,425)
b) placing and underwriting commitments			23,478,204.30		(20,877)
c) irrevocable credit commitments			70,115,861,574.98	70,694,659,159.28	(55,837,173) 55,872,475
Administered funds				29,131,765,200.41	22,649,631

WestLB Group Statement of Income for the Year Ended December 31, 1996

	DM	DM	DM	1. 1. – 31. 12. 1996 DM thousands
Interest from				
a) lending and money market transactions	20,094,399,285.27			(20,301,200.00)
b) interest-bearing securities and book-entry securities	<u>6,245,280,191.39</u>			(5,953,210.00)
		26,339,679,476.66		
Interest paid		<u>23,074,643,976.29</u>		(22,945,870.00)
Current income from			3,265,035,500.37	3,308,540.00
a) shares and other non-interest-bearing securities		305,914,544.94		(174,000.00)
b) equity investments in non-affiliated companies		269,647,561.29		(218,010.00)
c) equity investments in affiliated companies		<u>13,513,591.83</u>		(46,170.00)
			589,075,698.06	438,180.00
Income from equity investments in associated companies			69,187,255.14	64,100.00
Income from profit pooling, profit transfer and partial profit transfer agreements			10,895,607.55	2,640.00
Commission income		2,232,062,148.10		(1,859,540.00)
Commission paid		<u>580,394,680.34</u>		(467,350.00)
			1,651,667,467.76	1,392,180.00
Net result from trading operations			458,236,169.51	287,870.00
Other operating income			1,113,275,560.53	865,970.00
Income from reversal of special item with partial reserve character			457,503.—	312.00
General administrative expenses				
a) personnel expenses				
aa) wages and salaries	1,964,051,047.79			(1,736,890.00)
ab) compulsory social security contributions and expenses for pensions and other employee benefits	<u>553,875,662.15</u>			(495,420.00)
including:		2,517,926,709.94		
for pensions	DM 297,888,762.09			
b) other administrative expenses		<u>1,768,784,598.94</u>		(1,419,130.00)
			4,286,711,308.88	3,651,450.00
Depreciation and value adjustments on intangible and tangible fixed assets			432,033,385.17	329,950.00
Other operating expenses			476,428,812.16	498,260.00
Write-downs and value adjustments on loans and certain securities as well as allocations to loan loss provisions			620,651,836.06	588,540.00
including:				
allocation to fund for general bank risks				
DM	37,500,000.—			
		To be carried forward:	1,342,005,419.65	1,291,620.00

	DM	DM	1.1. – 31. 12. 1995 DM thousands
	To be carried forward:	<u>1,342,005,419.65</u>	<u>1,291,628</u>
Income from revaluation of equity investments in non-affiliated companies, equity investments in affiliated companies and securities treated as fixed assets		128,184,834.45	25,656
Expenses from the assumption of losses		12,359,022.75	10,219
Allocations to special item with partial reserve character		<u>2,876,692.48</u>	<u>—</u>
Profit or loss on ordinary activities		1,454,954,538.87	1,307,065
Extraordinary income	88,824,229.36		(1,212)
Extraordinary expenses	<u>242,189,104.—</u>		(4,235)
Extraordinary result		– 153,364,874.64	– 3,023
Taxes on income and revenues	499,740,673.63		(586,079)
Other taxes not shown under other operating expenses	<u>66,323,955.—</u>		(50,694)
		<u>566,064,628.63</u>	<u>636,773</u>
Net income for the year		735,525,035.60	667,269
Withdrawals of net income from reserves on retained earnings			
a) legal reserves	—.		(—)
b) reserves required by WestLB's statutes	—.		(—)
c) other reserves	—.		(—)
d) Group reserves	<u>81,382,975.12</u>		(18,831)
		81,382,975.12	18,831
Allocation to capital of Wohnungsbauförderungsanstalt/ Investitionsbank of Landesbank Schleswig-Holstein		185,759,551.70	147,037
Allocations of net income to reserves from retained earnings			
a) legal reserves	—.		(—)
b) reserves required by WestLB's statutes	40,000,000.—		(40,000)
c) other reserves	160,000,000.—		(160,000)
d) Group reserves	<u>212,805,022.05</u>		(142,462)
		412,805,022.05	342,462
Profit attributable to shareholders outside the Group	56,735,373.26		(44,933)
Loss apportionable to shareholders outside the Group	<u>91,936.29</u>		(9,632)
		<u>56,643,436.97</u>	<u>35,301</u>
Group profit		<u>161,700,000.—</u>	<u>161,300</u>

Recent Developments

WestLB Group continued its satisfactory development in 1996.

Group business volume grew by 12.5 % to DM 587.3 (522.1) billion, with total assets up 9.8 % to DM 470.8 (428.6) billion. Net profit for the year rose by 10.3 % to DM 736 (667) million.

Of the growth of DM 42.2 billion in total Group assets, the bulk was contributed by WestLB itself together with the first-time consolidation of brokerage firm Panmure Gordon & Co. Ltd., London, and Quorum Capital Management Ltd., London, the asset management company.

WestLB's share in the Group's total assets rose from 72 % to 75 % primarily as a result of the transfer of DIHB and WestLB (Europa) AG's business activities and portfolios to WestLB.

In the rest of the Group, the growth and first-time consolidation of subsidiaries were on balance compensated by the sale of business activities by group companies.

The expansion of Group business is reflected above all in the DM 16.2 billion increase in claims on banks to DM 147.0 billion as well as the rise in securities holdings by DM 18.0 billion to DM 110.7 billion. At DM 15.1 billion, WestLB made the largest contribution to the increase in holdings of bonds and equities.

Claims on customers grew by DM 5.6 billion to DM 180.1 billion.

The expansion of the Group business volume was financed by an increase in liabilities to banks of DM 12.1 billion to DM 169.9 billion and in customer deposits of DM 12.9 billion to DM 111.3 billion.

However, the Group's primary source of funding remains the issue of WestLB-Bonds, which contributed significantly to an increase in the volume of certificated liabilities of DM 14.9 billion to DM 150.6 billion.

WestLB Group's equity capital and reserves stood at DM 18,989.6 (17,808.0) million at the end of 1996.

The equalization item for minority interests dropped by DM 248.0 million to DM 172.8 million as a result of WestLB acquiring the corresponding equity interests.

Of the equity capital and reserves, DM 12,430.5 (12,495.5) million was equity capital pursuant to the German Commercial Code (HGB); the fund for general bank risks, which forms part of the core capital, rose from DM 468.4 million to DM 505.9 million.

Supplementary capital increased by DM 4,844.1 million to DM 6,053.2 million in the year under review.

WestLB Group's net profit for 1996 was up again on the previous year, rising by DM 68.3 million or 10.3 %. The DM 120.6 million improvement in net interest income was due above all to the larger balance-sheet volume as well as to the favourable situation in the money and capital markets reflected in both proprietary and client business.

The marked increase of DM 259.5 million in net commission income was primarily the result of the first-time consolidation of Panmure Gordon and contributions made by West Merchant Bank and The Thomas Cook Group.

Among other things, the positive development of net income from trading activities reflects the results of expansion of the Group's foreign and domestic investment banking operations. This is seen in a substantial increase in the net result from trading operations at WestLB.

Moreover, the first-time consolidation of Panmure Gordon and improved earnings at Banque d'Orsay also boosted the Group's net income from trading activities.

Mirroring the higher income, personnel expenses rose by DM 285.6 million to DM 2,517.9 (2,232.3) million. Operating expenses went up by DM 451.7 million to DM 2,200.8 (1,749.1) million. Investment focused on communications and the expansion of international investment banking operations. The increase in these expenditure items was therefore primarily attributable to WestLB and West Merchant Bank as well as the first-time consolidation of Panmure Gordon. Moreover, operating expenses were inflated by an increase in The Thomas Cook Group's tourism activities, which likewise made a key contribution to the marked improvement in the other operating surplus. Operating profit before risk provisions amounted to DM 1,895.8 million, equivalent to an increase of DM 66.6 million or 3.6 %.

Great importance continued to be attached to adequate provisioning to cover future risks in lending and participations business.

At DM 507.2 (572.9) million, charges for risk provisioning held steady at the previous year's level. Foreign and country risks required only below-average provisioning, with individual and sector risks, particularly real estate risks in the old and new federal states, constituting the bulk of the Group's risk provisions.

The extraordinary result of DM – 153.4 million was primarily due to higher charges resulting from the adoption of new deferral methods for initial income at Westdeutsche Landesbausparkasse. Extraordinary income arose from the sale of business units of two group companies.

Including income tax of DM 500 million, net Group profit for the year amounted to DM 735.5 (667.2) million, an increase of 10.3 % on the previous year.

A sum of DM 185.7 million from the net Group profit for the year was transferred to the capital of the Wohnungsbauförderungsanstalt of WestLB and the Investitionsbank of Landesbank Schleswig-Holstein. A total of DM 200 million was allocated to WestLB's reserves and DM 131.4 million to Group reserves.

Group profit in the amount of WestLB's profit of DM 161.7 million will be distributed to WestLB's shareholders.

Outlook

WestLB Group has made a satisfactory start to 1997 and we are optimistic about our further performance in the current financial year.

We intend to strengthen the Group's customer focus and utilize business as well as technical and administrative synergies within the Group. Among other things, the commencement of business by WPS WertpapierService Bank AG, a joint venture of the three Landesbanks within the WestLB Group, and the increasing use of standardised EDP systems throughout the Group will contribute to this development. Preparations within the Group for the planned introduction of the euro are already well under way. We will continue the systematic expansion of investment banking operations at WestLB and simultaneously invest in internal and regulatory risk monitoring systems.

Against the background of a likely return to higher refinancing costs, continued intense competition and the challenges arising from the introduction of the euro, we expect the positive business trend of recent years to be maintained in 1997.

Westdeutsche Landesbank Girozentrale

Balance Sheet of WestLB Banking Group as at June 30, 1997

Assets	June 30, 1997 DM millions	Dec. 31, 1996 DM millions	Changes in DM millions	%
Cash reserve/Debt instruments and bills of exchange	2,833.7	4,036.2	-1,202.5	- 29.8
Claims on banks and customers/ Equalization claims	371,390.1	337,995.7	33,394.4	9.9
Securities	114,256.4	95,706.5	18,546.9	19.4
Fixed assets/Other assets	31,899.2	28,093.3	3,805.9	13.5
Total assets	520,379.4	465,831.7	54,547.7	11.7
Liabilities	June 30, 1997 DM millions	Dec. 31, 1996 DM millions	Changes in DM millions	%
Liabilities to banks and customers	317,372.5	282,941.4	34,431.1	12.2
Certificated liabilities	160,002.9	144,962.8	15,040.1	10.4
Other liabilities	22,174.1	19,126.6	3,047.5	15.9
Capital and reserves	20,829.9	18,800.9	2,029.0	10.8
Total assets	520,379.4	465,831.7	54,547.7	11.7
Business volume	641,786.3	579,224.9	62,561.4	10.8
Statement of Income	1st Half-Year '97 DM millions	6/12 1996 DM millions	Changes in DM millions	%
Net interest income	1,927.7	1,814.3	113.4	6.3
Net commission income	374.3	365.2	9.1	2.5
Net income from trading activities ..	274.0	228.8	45.2	19.8
Personnel expenses	- 946.4	- 903.5	- 42.9	- 4.7
Other administrative expenses	- 732.7	- 750.2	17.5	2.3
Other operating income/expenses ..	59.1	116.9	- 57.8	- 49.4
Operating profit before risk provisions/result of evaluation	956.0	871.5	84.5	9.7
Risk provisions/result of evaluation ..	- 206.4	- 260.0	53.6	20.6
Operating result including risk provisions/result of evaluation	749.6	611.5	138.1	22.6

The WestLB Banking Group includes, besides WestLB, the following subsidiary banks:
WestLB Europe (UK) Holdings Ltd., West Merchant Bank Holdings Ltd., West Merchant Bank Ltd., Panmure Gordon & Co. Ltd., WestLB UK Ltd., WestLB Finance UK Ltd., WestLB Finance Credits Ltd., A/O Westdeutsche Landesbank (Vostok), Banque d'Orsay S.A., Banque Européenne pour l'Amérique Latine (BEAL) S.A., WestLB International S.A., Westdeutsche Landesbank (Polska) S.A., Westdeutsche Landesbank (France) S.A., Westdeutsche Landesbank (Ireland) plc., Westdeutsche Landesbank (Hungaria) Rt., WestLB Investment (Hungaria) Rt., Deutsche Außenhandelsbank AG, WestLB (Italia) S.p.A., Westdeutsche Landesbank (Schweiz) AG, WestKA Westdeutsche Kapitalanlagegesellschaft, WestLB Asia Pacific Ltd., WestLB Capital Management GmbH, WestLB Securities Pacific Ltd., Westdeutsche ImmobilienBank Group (pro rata 50.0%), Landesbank Rheinland-Pfalz Group (pro rata 37.5%), Landesbank Schleswig-Holstein Group (pro rata 39.9%).

WestLB Finance Curaçao N.V.

– The Issuer –

Establishment and Domicile

The Issuer was incorporated as a Netherlands Antilles corporation on December 8, 1988 under the laws of the Netherlands Antilles for an unlimited period of time and is a wholly-owned subsidiary of WestLB Finance Netherlands B.V., a Dutch corporation. The parent company is a wholly-owned subsidiary of the Guarantor. The Issuer's principal office is located at John B. Gorsiraweg 14, in Willemstad, Curaçao, Netherlands Antilles.

Purpose

The purpose of the Issuer is to finance the activities of the Guarantor and companies within the group, to obtain the funds required by obtaining public and private loans, to invest in debt obligations of companies in the group, and, in connection therewith and generally, to invest in securities, as well as to borrow and lend monies.

Share Capital

The authorized share capital of the Issuer amounts to Dfl 500,000 divided into 500 shares of Dfl 1,000 par value each. As of December 31, 1996, 100 shares were issued and paid-in. WestLB Finance Netherlands B.V., owns all of the issued share capital of the Issuer.

Capitalisation

The following table shows the capitalisation and the shareholder's equity of the Issuer as at December 31, 1996:

	DM
Shareholder's equity	
Paid-in share capital	88,565
Retained earnings	2,947,373
Dividends paid	(2,947,373)
Net income for the year	4,357,996
Total shareholder's equity	4,446,561
Current liabilities	738,363,048
Long-term debt	
Subordinated bonds	1,458,314,000
Non subordinated bonds	4,830,480,000
	6,288,795,100
Total capitalisation	7,031,604,709

Bonds and Notes issued from January 1 to June 30, 1997:

		Interest Rate in %	Maturity	DM in million(1)
£	150 m	8.125	Jan 24, 2007	435,180
ZAR	200 m	15.25	Febr 7, 2000	77,000
¥	700 m	0.10	Oct 30, 1998	10,677
Lit	250 bn	Step-up	Febr 18, 2002	256,100
CZK	1 bn	10.5	Febr 13, 1998	53,800
DKK	400 m	5.75	March 21, 2003	105,068
US\$	200 m	6.0	Dec 29, 2000	348,820
Lit	150 bn	7.625	Oct 1, 2002	153,660
¥	2 bn	0.20	March 19, 1998	30,506
Lit	100 bn	Zero Coupon	March 27, 2017	102,440
US\$	100 m	6.35	Oct 7, 1998	174,410
US\$	200 m	6.75	May 2, 2000	348,820
US\$	100 m	6.37	Oct 7, 1998	174,410
US\$	200 m	7.25	May 20, 2002	348,820
SFr	150 m	3.75	May, 2007	179,250
¥	1.2 bn	0.10	June, 1998	18,304

(1) Converted at the exchange rates prevailing on June 30, 1997:

LIT 1,000 = DM 1.0244	¥ 100 = DM 1.5253
SFr 100 = DM 119.50	£ 1 = DM 2.9012
US\$ 1 = DM 1.7441	DKK 100 = DM 26.267
CZK 100 = DM 5.3800	ZAR 1 = DM 0.3850

Save as mentioned above, there has been no material change in the capitalisation of the Issuer since December 31, 1996.

Management

The management of the Issuer is exercised by a Managing Board, consisting of two or more Managing Directors.

The Managing Directors are:

Reginald Schotborgh, Curaçao
Mees Pierson Trust (Curaçao) N.V.

Karel Philip Römer, Curaçao
Mees Pierson Trust (Curaçao)

Franz Ruf, Luxembourg
WestLB International S.A., Luxembourg

Wolfgang Spehr, Zurich
Westdeutsche Landesbank (Schweiz) AG, Zurich

Patrick Denis McCreesh
Westdeutsche Landesbank Girozentrale, London Branch

Dr. Horst Füllenkemper
Westdeutsche Landesbank Girozentrale, London Branch

Dr. Georg Heinrich Bissen
WestLB International S.A., Luxembourg

Auditors

The auditor of the Issuer for the financial years 1994, 1995 and 1996 was:

Arthur Andersen & Co.
Accountants
Jupiterstraat 8
Curaçao, Netherlands Antilles

General Meeting of Shareholders

The general meetings of shareholders are held in Curaçao. The annual general meeting of shareholders must be held within nine months after the close of the Issuer's financial year.

Financial Year

The financial year of the Issuer is the calendar year.

Distribution of Profits

The net profit of the Issuer may be allocated to reserves or paid out as dividends at the discretion of the general meeting of shareholders in accordance with the Articles of Incorporation of the Issuer and Netherlands Antilles Law.

WestLB Finan

Balance Sheets a

(Curren

Assets

	1996	1995
Current assets:		
Cash		
Affiliated companies	DM 2,223,484	DM 521,042
Third parties	81,557	4,452
	<u>2,305,041</u>	<u>525,494</u>
Interest receivable	176,890,259	135,685,582
Deposits with affiliated companies due within one year	563,614,309	528,809,267
Other receivable	—	352
	<u>742,809,609</u>	<u>665,020,695</u>
Total current assets		
Long-term deposits with affiliated companies:		
From subordinated bonds	1,458,315,000	1,192,045,000
From non subordinated bonds	4,830,480,100	3,855,496,200
	<u>6,288,795,100</u>	<u>5,047,541,200</u>
Total assets	<u>DM 7,031,604,709</u>	<u>DM 5,712,561,895</u>

ração N.V.

ember 31, 1996 and 1995

(in German Marks)

Liabilities and Shareholder's Equity

	<u>1996</u>	<u>1995</u>
Current liabilities:		
Accounts payable and accrued income taxes	DM 461,278	DM 312,349
Interest payable	174,744,570	133,800,408
Debt due within one year	563,157,200	527,872,000
	<hr/>	<hr/>
Total current liabilities	738,363,048	661,984,757
	<hr/>	<hr/>
Long-term debt		
Subordinated bonds	1,458,315,000	1,192,045,000
Non subordinated bonds	4,830,480,100	3,855,496,200
	<hr/>	<hr/>
	6,288,795,100	5,047,541,200
	<hr/>	<hr/>
Shareholder's equity:		
Paid-in share capital	88,565	88,565
Retained earnings	2,947,373	2,010,630
Dividends paid	(2,947,373)	(2,010,630)
Net income for the year	4,357,996	2,947,373
	<hr/>	<hr/>
Total shareholder's equity	4,446,561	3,035,938
	<hr/>	<hr/>
Total liabilities and shareholder's equity	DM 7,031,604,709	DM 5,712,561,895
	<hr/> <hr/>	<hr/> <hr/>

WestLB Finance Curaçao N.V.

Statements of Income for the Years ended December 31, 1996 and 1995

(Currency – German Marks)

	<u>1996</u>	<u>1995</u>
Interest income	DM 358,036,653	DM 240,797,384
Interest expense	(353,199,794)	(237,269,646)
Interest spread	<u>4,836,859</u>	<u>3,527,738</u>
Other income	<u>37,189</u>	<u>–</u>
	<u>4,874,048</u>	<u>3,527,738</u>
 Operating expenses:		
Management fee	233,299	256,262
Other expenses	46,838	44,044
Bond issuance expenses	<u>12,000</u>	<u>115,660</u>
Total operating expense	<u>292,137</u>	<u>415,966</u>
Operating income	4,581,911	3,111,772
 Foreign Exchange Gain	<u>48,634</u>	<u>489</u>
Income before income taxes	4,630,545	3,112,261
 Provision for income taxes	<u>272,549</u>	<u>164,888</u>
Net income	<u><u>DM 4,357,996</u></u>	<u><u>DM 2,947,373</u></u>

WestLB Finance Curaçao N.V.

Statements of Changes in Financial Position for the Years ended December 31, 1996 and 1995

(Currency – German Marks)

	<u>1996</u>	<u>1995</u>
Source of funds:		
Net income	DM 4,357,996	DM 2,947,373
Increase in long-term debt	1,241,253,900	1,379,134,600
Application of funds:		
Dividends paid	(2,947,373)	(2,010,630)
Increase in long-term deposits	(1,241,253,900)	(1,379,134,600)
Working Capital increase	<u>DM 1,410,623</u>	<u>DM 936,743</u>
Increase (decrease) in components of working capital:		
Cash	DM 1,779,547	DM 376,222
Interest receivable	41,204,677	7,856,429
Other receivable	(352)	(22,888)
Deposits due within one year	34,805,042	385,996,423
Current assets	<u>77,788,914</u>	<u>394,206,186</u>
Accounts payable and accrued income taxes	(148,929)	(119,546)
Interest payable	(40,944,162)	(7,477,897)
Debt due within one year	(35,285,200)	(385,672,000)
Current liabilities	<u>(76,378,291)</u>	<u>(393,269,443)</u>
Working Capital increase	<u>DM 1,410,623</u>	<u>DM 936,743</u>

WestLB Finance Netherlands B.V.

– The Issuer –

Incorporation, Duration and Domicile

WestLB Finance Netherlands B.V. (the "Issuer") was incorporated in The Netherlands as a closed company with limited liability ("*besloten vennootschap met beperkte aansprakelijkheid*") for an indefinite period by a deed executed on December 9, 1988. It is a wholly-owned subsidiary of WestLB. The Issuer is registered in the Trade Register of the Chamber of Commerce and Industry in Amsterdam under No. 33207408 and in The Trade Register of the Chamber of Commerce and Industry in 's-Hertogenbosch, under No. 68592. Its statutory seat is located in Amsterdam and its principal office is located at Pettelaarpark 120, 5216 PT 's-Hertogenbosch, The Netherlands.

Purpose

The purpose of the Issuer is to finance directly or indirectly the activities of the parent company (WestLB) and its subsidiaries, to obtain the funds required by floating public loans and placing private loans, to invest its equity and borrowed assets in the debt obligations of companies in the group, and, in connection therewith and generally, to invest its assets in securities, as well as the borrowing and lending of moneys.

Share Capital

As at December 31, 1996 the authorized share capital of WestLB Finance Netherlands B.V. amounts to NLG 500,000 divided into 500 registered ordinary shares of NLG 1,000 each of which 200 shares were issued and paid in. WestLB owns 100% of the issued share capital of the Issuer.

Capitalisation

As and from the beginning of January 1, 1989 all rights, obligations and liabilities of WestLB Finance Curaçao N.V., as principal debtor, depositor or assignor for the 5.75 % DM 250,000,000 Bond issue have been taken over by WestLB Finance Netherlands B.V.

The following table shows the capitalisation and the shareholder's equity of the Issuer as at December 31, 1996, adjusted to reflect the issue of the Notes and bonds maturing and issued in 1997:

	Interest Rate	Issue Date	Maturity	NLG
Long-term Debt				
DM 250,000,000 (1) (2)	5.75 %	June 1, 1986	June 1, 1998	280,587,500
DM 252,000,000 (3)	2.07 %	March 26, 1993	March 22, 2008	282,832,200
NLG 300,000,000 (4)	7.00 %	April 29, 1993	April 29, 2003	300,000,000
Zero-Coupon bonds				108,641,234
Total long-term Debt				972,060,934
Shareholders Equity				
Issued and paid-in Capital (December 31, 1996)				200,000
Unappropriated net income for the year				4,463,311
Total Shareholders' Equity				4,663,311
Total Capitalisation				976,724,245

(1) Converted at the exchange rate of December 31, 1996: DM 100 = NLG 112.2350.

(2) Issued by WestLB Finance N.V., Curaçao, Netherlands Antilles.

(3) Private Placement.

(4) Subordinated Bonds.

Save as disclosed herein, there has been no material change in the capitalisation of the Issuer since December 31, 1996.

Management

The Management of the Issuer is commissioned to the Board of Managing Directors which consists of two or more Managing Directors.

At present the Managing Directors of WestLB Finance Netherlands B.V. are:

Hendrikus Glotzbach, Muiderberg;
Drs. Thijmen G. Korver, Castricum;
Bart Toering, Amsterdam.

Address:
Pettelaarpark 120
5216 PT 's-Hertogenbosch
The Netherlands

Auditors

The auditors of WestLB Finance Netherlands B.V. for the financial years 1994, 1995 and 1996 were:

Arthur Andersen & Co.
Accountants
Oostmaaslaan 71
Rotterdam, The Netherlands

General Meeting of Shareholders

The Annual General Meeting of shareholders of the Issuer shall be held not later than six months after the end of the financial year in the municipality where the Issuer has its statutory seat (Amsterdam) or in Düsseldorf.

In the General Meeting of shareholders each share gives the right to one vote.

The tasks of the General Meeting of shareholders include the appointment of the Managing Directors, the adoption of the financial statements and the distribution of the Issuer's profits.

Financial Year

The financial year of WestLB Finance Netherlands B.V. is the calendar year.

Results and Distribution of Profits

The Board of Managing Directors draws up the balance sheet and the profit and loss account. The profits are at the disposal of the General Meeting of shareholders. Any profit distributions can be made only out of the excess of the company's net assets over its paid-in share capital plus the legal reserves.

Subsidiary

WestLB Finance Netherlands B.V. owns 100 per cent of the share capital of WestLB Finance Curaçao N.V., a Netherlands Antilles corporation. The purpose of WestLB Finance Curaçao N.V. is to finance directly or indirectly the activities of WestLB and the companies belonging to the group of WestLB, to obtain the funds required by floating public loans and placing private loans, to invest its equity and borrowed assets in the debt obligations of one or more companies of the group, and, in connection therewith and generally, to invest its assets in securities, including shares and other certificates of participation and bonds, as well as other claims for interest-bearing debt however denominated and in any and all forms, as well as the borrowing of monies and on-lending of monies to companies belonging to the group.

WestLB Finance
Balance Sheet as at 31 December 1996
 (Before appropriation of profits)
 (Currency – Deutsche Mark)

Assets

	1996	1995
Financial Fixed Assets:		
Investment in subsidiary	<i>f</i> 100,000	<i>f</i> 100,000
Long-term Deposits:		
Subordinated deposit	300,000,000	300,000,000
Zero coupon deposits	108,891,486	108,585,870
Other long-term deposits	563,419,700	561,838,400
	<u>972,311,186</u>	<u>970,424,270</u>
Deferred Charges:		
Deferred interest	99,542,754	105,119,519
Bond issuance expenses	47,479	118,853
Management and underwriting fees	1,899,167	2,199,167
Discounts on zero coupon bonds	52,044,207	58,031,451
Discounts on other long-term debt	–	33,858
Premiums on other long-term deposits	47,479	54,979
	<u>153,581,086</u>	<u>165,557,827</u>
Total long-term assets	<u>1,125,992,272</u>	<u>1,136,082,097</u>
Current Assets:		
Interest receivable	28,833,742	30,738,877
Income tax receivable	78,250	–
	<u>28,911,992</u>	<u>30,738,877</u>
Current portion of other long-term deposits	–	229,630,000
Cash-		
Affiliated companies	3,941,826	2,594,141
Third party	–	608,289
	<u>3,941,826</u>	<u>3,202,430</u>
Total current assets	<u>32,853,818</u>	<u>263,571,307</u>
Total assets	<u><u>f 1,158,846,090</u></u>	<u><u>f 1,339,653,404</u></u>

Netherlands B.V.

December 31, 1996

(net income)

(holders)

Shareholder's equity and liabilities

	1996	1995
Shareholder's equity:		
Issued and paid-in capital	f 200,000	f 200,000
Retained earnings	—	80,245
Unappropriated net income for the year	4,463,311	3,522,846
Total shareholder's equity	4,663,311	3,803,091
 Long-term Debt:		
Subordinated debt	300,000,000	300,000,000
Zero coupon bonds	108,641,234	108,336,320
Other long-term debt	563,419,700	561,838,400
Total long-term debt	972,060,934	970,174,720
 Deferred Income:		
Interest received in advance	99,636,220	105,190,786
Discounts on zero coupon deposits	52,397,523	58,446,225
Discounts on other long-term deposits	—	53,713
Premiums on other long-term debt	1,994,125	2,309,126
	154,027,868	165,999,850
Total long-term liabilities	1,126,088,802	1,136,174,570
 Current Liabilities:		
Current portion of zero coupon bonds	—	77,755,000
Current portion of other long-term debt	—	151,875,000
Banks	6,198	—
Interest payable	27,990,780	29,884,925
Accrued income taxes	—	88,742
Other accrued liabilities	96,999	72,076
Total current liabilities	28,093,977	259,675,743
 Total shareholder's equity and liabilities	f 1,158,846,090	f 1,399,653,404

WestLB Finance Netherlands B.V.

Statement of Income

For the year ended December 31, 1996

(Currency – Dutch guilders)

	1996	1995
Interest income deposits	f 74,617,294	f 74,646,773
Interest expense bonds	72,868,548	72,348,837
Interest spread	1,748,746	2,297,936
Other financial income (expense):		
Amortisation of bond issuance expenses	(7,500)	(80,316)
Amortisation of discounts on other long-term debt	(38,171)	(37,968)
Amortisation of premiums on other long-term deposits ..	(7,500)	(7,500)
Amortisation of discounts on other long-term deposits ..	60,557	60,244
Amortisation of premiums on other long-term debt	315,000	315,000
Dividends received	3,307,984	2,250,297
Other financial result	3,630,370	2,499,757
Total financial income	5,379,116	4,797,693
Operating expense:		
Paying agent and trustee fees	31,118	129,558
General and administrative expenses	58,455	155,289
Amortisation of management and underwriting fees	300,000	300,000
Operating expenses	389,573	584,847
Operating income	4,989,543	4,212,846
Provision for income taxes	526,232	690,000
Net income	f 4,463,311	f 3,522,846

Taxation

The information below is not intended as tax advice and it does not purport to describe all of the tax considerations that may be relevant to a prospective purchaser of Notes and/or Coupons. Prospective purchasers are urged to satisfy themselves as to the overall tax consequences of purchasing, holding and/or selling Notes and/or Coupons.

The Federal Republic of Germany

Payments of interest on Notes to persons who are resident in the Federal Republic of Germany (that is, persons whose residence, customary place of abode, head office or central management is located in the Federal Republic of Germany) are subject to German personal or corporate income tax. If the Notes are kept or administered in a domestic securities deposit account by a German financial institution, which term includes a German branch of a foreign financial institution but excludes a foreign branch of a German financial institution, a 30% capital yield tax on interest payments („Zinsabschlagsteuer“), plus a 7.5% solidarity surcharge on such tax, will be levied on interest payments, resulting in a total withholding tax charge of 32.25%. Such Zinsabschlagsteuer and solidarity surcharge are later credited as prepayments against the German personal or corporate income tax and the respective solidarity surcharge.

If a Noteholder sells the Note during a current interest period, the accrued interest received in this connection will also be subject to personal or corporate income tax and the 30% Zinsabschlagsteuer plus solidarity surcharge.

Accrued interest paid by a Noteholder upon the purchase of the Note reduces the personal or corporate income tax base and – under certain circumstances – the taxable base for the Zinsabschlagsteuer and the solidarity surcharge.

If Notes issued under the Programme may be classified as „Finanzinnovationen“ (financial innovations) under the special provisions of § 20 (2) No. 4 of the Income Tax Law (1994), an additional withholding tax may arise as follows:

If the Note is sold prior to maturity or redeemed at maturity, an additional taxation may be applicable. A positive difference between the purchase price paid by the Noteholder and the selling price or redemption price, as the case may be, is subject to an additional 30% Zinsabschlagsteuer plus solidarity surcharge, deducted from the sales proceeds/redemption amount. In case the Note is sold or redeemed after a transfer from a securities deposit account kept with another bank, the price difference as the taxable base for the Zinsabschlagsteuer and the solidarity surcharge will be substituted by a flat amount of 30% of the selling price or the redemption price. This flat-rate taxation is not final but will be modified in the course of the relevant assessment of personal or corporate income tax, using the price difference or the new issue rate (besitzzeitanteilige Emissionsrendite) as the taxable basis.

If Notes or Coupons are presented for payment at the office of a paying agent in Germany, the tax rate for the Zinsabschlagsteuer is always 35% plus solidarity surcharge, resulting in a total tax charge of 37.625%. If the Note is classified as financial innovation and repaid at maturity or sold prior to maturity, the Zinsabschlagsteuer of 35% plus solidarity surcharge is always calculated on 30% of the selling price or the redemption price (flat amount). Also this flat amount is not final but will be modified in the course of the relevant assessment of personal or corporate income tax, using the price difference or the new issue rate as the taxable basis. The Zinsabschlagsteuer and the solidarity surcharge can be set off against the German personal or corporate income tax liability and solidarity surcharge liability.

Persons which are not tax resident in Germany, are in general exempt from this German Zinsabschlagsteuer plus solidarity surcharge. In case of over-the-counter-transactions, the 35% Zinsabschlagsteuer plus solidarity surcharge are applicable and it depends on the tax treaty between Germany and the State of the Noteholder, if and to which amount the Zinsabschlagsteuer and the solidarity surcharge can be refunded. If according to German tax law the interest received from the Notes kept or administered in a domestic securities account are effectively connected with a German trade or business of a non-resident, the 30% Zinsabschlagsteuer plus solidarity surcharge are applicable and can be set off against the German personal or corporate income tax liability of the non-resident.

The Netherlands

Under existing Netherlands law:

(a) Withholding tax

All payments under the Notes may be made free of withholding or deduction of, for or on account of any taxes of whatever nature imposed, levied, withheld or assessed by The Netherlands or any political subdivision or taxing authority thereof or therein.

(b) Taxes on income and capital gains

A holder of a Note will not be subject to any Netherlands taxes on income or capital gains in respect of any payment under the Notes or in respect of any gain realised on the disposal of the Notes, provided that:

- (i) such holder is neither resident nor deemed to be resident in The Netherlands; and
- (ii) such holder does not have an enterprise or an interest in an enterprise that is, in whole or in part, carried on through a permanent establishment or a permanent representative in The Netherlands and to which enterprise or part of an enterprise the Note is attributable; and
- (iii) such holder does not have a substantial interest or a deemed substantial interest in the share capital of WestLB Finance Netherlands B.V. or, if such holder does have such an interest, it forms part of the assets of an enterprise; and
- (iv) such holder does not carry out and has not carried out employment activities with which the holding of the Notes is connected.

A holder of a Note will not be subject to taxation in The Netherlands by reason only of the execution, delivery and/or enforcement of the documents or the performance by WestLB Finance Netherlands B.V. of its obligations under the Notes.

(c) Net wealth tax

A holder of a Note will not be subject to Netherlands net wealth tax in respect of such Note provided that such holder is not an individual or, if he is an individual, provided that the conditions mentioned under (b)(i) and (ii) above are met.

(d) Gift, estate or inheritance taxes

No gift, estate or inheritance taxes will arise in The Netherlands in respect of a gift of a Note by, or on the death of, a Noteholder who is neither resident nor deemed to be resident in The Netherlands, unless such Noteholder owns or at the time of his death owned an enterprise or an interest in an enterprise that is or was, in whole or in part, carried on through a permanent establishment or a permanent representative in The Netherlands and to which enterprise or part of an enterprise, as the case may be, the Note is or was attributable and provided that, in the case of a gift of the Note by an individual who at the date of the gift was neither resident nor deemed to be resident in The Netherlands, such individual does not, within 180 days after the date of the gift, die while being resident or deemed to be resident in The Netherlands.

(e) Other taxes and duties

No Netherlands registration tax, custom duty, stamp duty, capital tax, turnover tax or any other similar tax or duty other than court fees will be payable in The Netherlands by a holder of a Note in respect of or in connection with the execution, delivery and enforcement by legal proceedings (including the enforcement of any foreign judgment in the Courts of The Netherlands) of the documents or the performance of WestLB Finance Netherlands B.V.'s obligations under the Notes.

The Netherlands Antilles

(a) Withholding tax

All payments under the Notes may be made free of withholding or deduction of, for or on account of any taxes of whatever nature imposed, levied, withheld or assessed by the Netherlands Antilles, or any political subdivision or taxing authority thereof or therein.

(b) Taxes on income and capital gains

A Noteholder who is neither a resident nor a deemed resident of the Netherlands Antilles and who during the relevant taxable year has not engaged in a trade or business in the Netherlands Antilles, either personally or through a permanent establishment, representative or agent in the Netherlands Antilles will not be subject to Netherlands Antilles income taxes with respect to payments of interest on the Notes or any gain realised upon the sale, exchange or redemption of Notes unless, such Notes are secured by a mortgage on real property situated within the Netherlands Antilles.

A holder of a Note will not become subject to taxation in the Netherlands Antilles by reason only of the execution, performance and/or enforcement of the documents.

(c) Gift, estate or inheritance taxes

No gift, estate or inheritance taxes will arise in the Netherlands Antilles on the transfer of the Notes by way of gift by a person who is not a resident therein at the time of the gift, or upon the death of a person who is not resident therein at the time of death.

(d) Other taxes and duties

No stamp tax or other similar taxes will be payable in the Netherlands Antilles on the issue, sale or delivery of the Notes by WestLB Finance Curaçao N.V.

The United Kingdom

The following is only a summary of WestLB Curaçao's and WestLB Netherlands' understanding of current law and practice relevant to United Kingdom holders of the debt securities issued by either WestLB Curaçao or WestLB Netherlands which are intended to be exempt transactions pursuant to the Banking Act 1987 (Exempt Transactions) Regulations 1997 (the "Finance Subsidiary Notes"), relating to withholding or deduction from interest on the Finance Subsidiary Notes for or on account of tax. Persons who are unsure of their tax positions are strongly advised to consult their own professional advisers.

1. Payments of interest on Finance Subsidiary Notes may be made without withholding or deduction for or on account of United Kingdom income tax:

- (a) where payment is made through a paying agent outside the United Kingdom; or
- (b) where payment is made by or through a paying agent in the United Kingdom, and either:
 - (i) the Finance Subsidiary Notes are held in a "recognised clearing system" within the meaning of section 841A of the Income and Corporation Taxes Act 1988 (the "Act"); or
 - (ii) the person who is the beneficial owner of the Finance Subsidiary Notes and beneficially entitled to the interest is not resident in the United Kingdom; or
 - (iii) the person who is the beneficial owner of the Finance Subsidiary Notes and beneficially entitled to the interest, and in some cases, the recipient of the interest where not that beneficial owner, falls into certain other specified categories;

and, in the case of (b), any other administrative conditions imposed by regulations made under the Act have been satisfied.

2. If the Finance Subsidiary Notes are in bearer form and are listed on a recognised stock exchange, any person in the United Kingdom who, in the course of a trade or profession:
- (a) acts as a custodian of the Finance Subsidiary Notes and receives interest or has it paid at its discretion or with its consent to another person; or
 - (b) collects or secures payment of or receives interest on the Finance Subsidiary Notes for another person (other than merely by clearing, or arranging to clear, a cheque),

may be required to withhold United Kingdom income tax from such interest unless:

- (i) the Finance Subsidiary Notes are held in a recognised clearing system (as described above) and the collecting agent pays or accounts for the interest directly or indirectly to the recognised clearing system; or
- (ii) the Finance Subsidiary Notes are held in a recognised clearing system and the collecting agent is acting as depositary for the recognised clearing system; or
- (iii) the person beneficially entitled to the interest is not resident in the United Kingdom and beneficially owns the Finance Subsidiary Notes,

and in cases (i) and (iii), any other administrative conditions imposed by regulations made under the Act have been satisfied.

There are also other exemptions for certain holders of Finance Subsidiary Notes (e.g. pension funds, charities and non-resident trusts).

Subscription and Sale

The Dealers have in an amended and restated programme agreement dated 19th August, 1997 (as amended and supplemented from time to time, the "Programme Agreement") agreed with the Issuers a basis upon which they or any of them may from time to time agree to purchase Notes. Any such agreement will extend to those matters stated under "Form of the Notes" and "Terms and Conditions of the Notes" above. In the Programme Agreement, the Issuers have jointly and severally agreed to reimburse the Dealers for certain of their expenses in connection with the establishment of the Programme and the issue of Notes under the Programme.

United States

The Notes have not been and will not be registered under the Securities Act and include Notes in bearer form that are subject to U.S. tax law requirements. Subject to certain exceptions, Notes may not be offered, sold or delivered within the United States or to U.S. persons. Each Dealer has represented and agreed and each further Dealer appointed under the Programme will be required to represent and agree that, except as permitted by the Programme Agreement, it will not offer, sell or deliver a Note of any Series in bearer form within the United States or to U.S. persons.

In addition, until 40 days after the commencement of the offering of the Notes of the Tranche of which such Notes are a part, an offer or sale of Notes within the United States by any dealer (whether or not participating in the offering) may violate the registration requirements of the Securities Act if such offer or sale is made otherwise than in accordance with Rule 144A under the Securities Act.

Each issue of Indexed Notes and Dual Currency Notes shall be subject to such additional U.S. selling restrictions as the Issuer and the relevant Dealer may agree, as indicated in the applicable Pricing Supplement. Each relevant Dealer has agreed and each for the Dealer appointed under the Programme will be required to agree that it will offer, sell or deliver such Notes only in compliance with such additional U.S. selling restrictions.

United Kingdom

Each Dealer has represented and agreed and each further Dealer appointed under the Programme will be required to represent and agree that:

(a) it has not offered or sold and prior to the expiry of the period of six months from the Issue Date will not offer or sell any Notes to persons in the United Kingdom except to persons whose ordinary activities involve them acquiring, holding, managing or disposing of investments (as principal or agent) for the purposes of their businesses or otherwise in circumstances which have not resulted and will not result in an offer to the public in the United Kingdom within the meaning of the Public Offers of Securities Regulations 1995;

(b) it has complied and will comply with all applicable provisions of the Financial Services Act 1986 with respect to anything done by it in relation to the Notes in, from or otherwise involving the United Kingdom; and

(c) it has only issued or passed on and will only issue or pass on in the United Kingdom any document received by it in connection with an issue of Notes to a person who is of a kind described in Article 11 (3) of the Financial Services Act 1986 (Investment Advertisements) (Exemptions) Order 1996 (as amended) or is a person to whom such document may otherwise lawfully be issued or passed on.

Japan

The Notes have not been and will not be registered under the Securities and Exchange Law of Japan and, accordingly, each Dealer has agreed and each additional Dealer to be appointed under the Programme will be required to agree that it will not offer or sell any Notes, directly or indirectly, in Japan or to, or for the benefit of, any resident of Japan (which term as used herein means any person resident in Japan, including any corporation or other entity organised under the laws of Japan), or to others for re-offering or resale, directly or indirectly, in Japan or to a resident of Japan except in compliance with the Securities and Exchange Law and any other applicable laws, regulations and ministerial guidelines of Japan.

Issues of any Notes denominated or payable in Yen ("Yen Notes") are subject to the prior licence, effective for a period of one year, of the Ministry of Finance. The relevant Issuer is required to comply with all applicable laws, regulations, guidelines and terms and conditions of the above-mentioned licence, as amended from time to time, of any Japanese governmental and regulatory authorities and shall submit (or procure the submission on its behalf) such reports or information as may from time to time be required for compliance with such laws, regulations and guidelines. Each Dealer has agreed and each additional Dealer to be appointed under the Programme will be required to agree to provide any necessary information on the Yen Notes to the relevant Issuer (which shall not include the names of clients) so that the relevant Issuer may (through its designated agent) make any required reports to the Ministry of Finance of Japan.

Germany

The Notes may not be offered or sold in the Federal Republic of Germany other than in compliance with the provisions of the German Securities Prospectus Act (*Wertpapier-Verkaufsprospektgesetz*) of 13th December, 1990, as amended, or of any other laws applicable in the Federal Republic of Germany governing the issue, offering and sale of securities.

Austria

Each Dealer has represented and agreed and each further Dealer appointed under the Programme will be required to represent and agree that it will offer and sell Notes only in compliance with the Capital Markets Act (*Kapitalmarktgesetz*) of 1992.

The Netherlands

Each Dealer has represented and agreed and each further Dealer appointed under the Programme will be required to represent and agree that, in respect of Notes except those having a denomination of at least NLG 100,000 or the equivalent thereof in other currencies, it has not, directly or indirectly, offered, sold, transferred or delivered in The Netherlands (or, where WestLB Finance Netherlands B.V. is the relevant Issuer, in The Netherlands or elsewhere) and will not, directly or indirectly, offer, sell, transfer or deliver in The Netherlands (or, where WestLB Finance Netherlands B.V. is the relevant Issuer, in The Netherlands or elsewhere), as part of their initial distribution or at any time thereafter, any Notes (including rights representing an interest in a global Note) to the account of any person or entity other than to persons or entities (herein referred to as "Professional Market Parties") who trade or invest in securities in the conduct of a profession or business within the meaning of the 1995 Securities Transactions Supervision Act (*Wet toezicht effectenverkeer 1995*) (the "Act") and its implementing regulations (which includes banks, pension funds, insurance companies, securities firms, investment institutions and treasuries and finance companies of large enterprises which trade or invest in securities), unless (a) the Securities Board of The Netherlands (*Stichting toezicht effectenverkeer*) (the "Securities Board") has confirmed the availability of mutual recognition in respect of the Offering Circular, any supplement to the Offering Circular and the applicable Pricing Supplement in respect of the Notes, in which case the relevant Issuer and the relevant Dealer(s) shall procure that any advertisement or document in which the offer of Notes is publicly announced will be submitted to the Securities Board prior to publication thereof and will mention the fact that the Offering Circular, any supplement thereto and the Pricing Supplement have been published and are available for inspection at the registered office of the relevant Issuer and at the office of the Agent, or (b) the Notes qualify as Euro-Securities (*Euro-Effecten*) as defined in the Exemption Regulation under the 1995 Securities Act (*Vrijstellingsregeling Wet toezicht effectenverkeer 1995*) of 21st December, 1995, as amended, provided that no general advertising or soliciting campaign is conducted for such Notes, or (c) the Notes are offered exclusively to persons who are not established, domiciled or resident in The Netherlands and (i) it is made clear that the Notes are not being offered and shall not be offered to persons established, domiciled or resident in The Netherlands, (ii) each relevant Dealer sends to each person to whom he sells Notes (including rights representing an interest in any Global Note) a confirmation or other notice setting forth the restrictions stated in (i) and stating that by purchasing any such Note, each purchaser represents and agrees that it will send to any such other person to whom it sells any such Note a notice containing substantially the same statement, (iii) the rules of the state in which the offer of Notes is made are complied with as regards the offer, any offering material (including the applicable Pricing Supplement), the advertising and the documents through which any prospect of the offer is held out, (iv) a statement to the effect that the rules mentioned under (iii) have been complied with is submitted to the Securities Board prior to the offer of the Notes being made, and (v) the statement mentioned under (iv) is included in any offering material, (including the relevant Pricing Supplement),

advertising and documents through which any prospect of the offer is held out, or (d) another exemption as provided for in the Act or any of its implementing regulations applies and the requirements applicable to such exemption are complied with, or (e) the Securities Board has upon request granted an individual exemption and the requirements applicable to such exemption are complied with, or (f) the prohibition of section 3 subsection 1 of the Act does not apply.

The Act on savings certificates (*Wet inzake spaarbewijzen*) (the "Savings Certificates Act"), applies to, and imposes certain restrictions on, Notes and the transfer and acceptance of Notes which qualify as "savings certificates". For the purpose of this paragraph "savings certificates" are those Notes which are to bearer and which constitute a claim for a fixed amount against the Issuer and on which interest does not become due during their term. Rights representing an interest in a global Note do not constitute savings certificates. Pursuant to Article 3 of the Savings Certificates Act transfer and acceptance is done through the mediation of either the Issuer or a member of the Amsterdam Stock Exchange. The prohibition of the Savings Certificates Act to transfer and accept savings certificates other than through the mediation of either the relevant issuer or a member of the Amsterdam Stock Exchange does not apply (i) to a transfer and acceptance by natural persons not acting in the conduct of a business or profession; (ii) to the initial issue of Notes to the first holders thereof. In addition, pursuant to the Savings Certificates Act, certain identification requirements in relation to the issue, transfer of or payment on Notes qualifying as "savings certificates" have to be complied with. The Savings Certificates Act does not apply to the issue and trading of Notes qualifying as "savings certificates" if they are physically issued outside The Netherlands and are not immediately thereafter distributed within The Netherlands in the course of primary trading.

Netherlands Antilles

The Notes may not be offered or sold, directly or indirectly, to residents of the Netherlands Antilles (including corporations and partnerships organised under the laws thereof), or to others for re-offering or resale unless they have a specific licence to purchase securities or non-resident status under Netherlands Antilles foreign exchange control regulations.

France

Each Dealer has represented and agreed and each further Dealer appointed under the Programme will be required to represent and agree that the Notes will be issued outside France and that, in connection with their initial distribution, it has not offered or sold and will not offer or sell, directly or indirectly, any Notes to the public in France, and that it has not distributed and will not distribute or cause to be distributed to the public in France this Offering Circular or any other offering material relating to the Notes.

The Issuer and the Guarantor have undertaken that they will not offer any Notes, directly or indirectly, to the public of France.

Italy

No action has been or will be taken which would allow an offering of the Notes to the public in the Republic of Italy. Accordingly, each Dealer has represented and agreed and each further Dealer appointed under the Programme will be required to represent and agree that the Notes may not be offered, sold or delivered and neither the Offering Circular nor any other offering material relating to the Notes may be distributed or made available in the Republic of Italy unless (1) such activities are carried out by a securities intermediary appropriately authorised to conduct such activities in the Republic of Italy and are directed only towards "Professional Investors" (as defined in Consob Resolution No. 6430 of 26th August, 1992, as amended ("Resolution 6430")) and (2) the applicable requirements for notices to Consob under Article 4 of Resolution 6430 and to the Bank of Italy under Article 129 of Legislative Decree No. 385 of 1st September, 1993 as amended, and the Bank of Italy's instructions issued thereunder are fully complied with. Individual sales of the Notes to any person in the Republic of Italy may only be made in accordance with Italian securities, tax and other applicable laws and regulations.

General

Each Dealer has agreed and each further Dealer appointed under the Programme will be required to agree that it will comply with all applicable laws and regulations in force in any jurisdiction in which it purchases, offers or sells Notes or possesses or distributes the Offering Circular or any offering material and will obtain any consent, approval or permission required by it for the purchase, offer or sale by it of Notes under the laws and regulations in force in any jurisdiction to which it is subject or in which it makes such purchases, offers or sales and none of the Issuers, the Guarantor nor any other Dealer shall have any responsibility therefor.

None of the Issuers, the Guarantor nor any of the Dealers, represents that Notes may at any time lawfully be sold in compliance with any applicable registration or other requirements in any jurisdiction, or pursuant to any exemption available thereunder or assumes any responsibility for facilitating such sale.

With regard to each Tranche, the relevant Dealer will be required to comply with such other additional restrictions as the relevant Issuer and the relevant Dealer shall agree and as shall be specified in the applicable Pricing Supplement.

General Information

Authorisation

The establishment of the Programme and the issue of Notes under the Programme (and, in the case of the Guarantor, the Guarantee Agreements) have been duly authorised by Westdeutsche Landesbank Girozentrale and by resolutions of the Managing Board of WestLB Finance Curaçao N.V. and the Managing Directors of WestLB Finance Netherlands B.V. dated 12th October, 1994 and 7th October, 1994, respectively.

The increase in the amount of the Programme from U.S.\$ 5,000,000,000 to U.S.\$ 10,000,000,000 has been duly authorised by Westdeutsche Landesbank Girozentrale in a board meeting held on 6th May, 1997 and by resolutions of the Managing Board of WestLB Finance Curaçao N.V. and the Managing Directors of WestLB Finance Netherlands B.V. dated 15th July, 1997 and 21st July, 1997, respectively.

Translation

The Issuers and the Guarantor, if applicable, have satisfied themselves that the German translation of the Terms and Conditions and the Guarantee accurately reflect the corresponding English version thereof in all material respects.

Listing

Application has been made to list Notes issued under the Programme on the Luxembourg Stock Exchange. A legal notice relating to the Programme and the Articles of Incorporation of Westdeutsche Landesbank Girozentrale, WestLB Finance Curaçao N.V. and WestLB Finance Netherlands B.V. has been lodged with the Registrar of the District Court in Luxembourg (*Greffier en Chef du Tribunal d'Arrondissement de et à Luxembourg*), where such documents may be examined and copies obtained.

Listing of Notes on the Paris *Bourse*

The Euro French Franc regulations recommend that French Franc Notes be listed on the Paris *Bourse* where either (a) such French Franc Notes are, or are intended to be, listed on any other stock exchange or (b) such French Franc Notes are, or are intended to be, distributed as a public offer (within the meaning of the Euro French Franc regulations).

The following procedures will apply, *inter alia*, to Notes which are to be so listed:

(i) *Commission des Opérations de Bourse* (COB)

Prior to listing of any Notes on the Paris *Bourse*, the Pricing Supplement applicable to each such issue of Notes is currently required to be approved at the time of the relevant issue. The relevant approval will be evidenced by the issue of a *visa* by the COB. The *visa* number will be disclosed in the Pricing Supplement applicable to the relevant Notes.

(ii) *Bulletin des Annonces Légales Obligatoires* (BALO)

Notes to be listed on the Paris *Bourse* may not be offered in France and the publication of the Pricing Supplement applicable thereto will not be made before details of the relevant Notes (in the form of a *notice légale*) have been published in the BALO.

(iii) *SBF-Bourse de Paris* (SBF)

The listing of Notes on the Paris *Bourse* is subject to approval by the SBF. Such approval will be evidenced by publication in the *Bulletin de la SBF-Bourse de Paris*.

(iv) Documents available for inspection

In the case of Notes (including French Franc Notes) listed on the Paris *Bourse*, the applicable Pricing Supplement will specify any additional places in Paris at which documents incorporated herein by reference (or otherwise required to be made available for inspection) may be inspected during normal business hours. Each of the Issuers has undertaken to make such documents available as so required.

(v) Filing of constitutive documents

Prior to the listing on the Paris *Bourse* of any Notes issued by any of the Issuers, a French translation of its constitutive documents will be filed with the *Grefe du Tribunal de Commerce* of Paris.

Documents Available for Inspection

So long as Notes are capable of being issued under the Programme, copies of the following documents will, when published, be available for inspection and with respect to items (ii) and (iii) available without charge from the registered offices of the Agent and from the specified office of the Paying Agent for the time being in Luxembourg:

- (i) the constitutional documents (together with a translation in English) of each Issuer;
- (ii) the consolidated financial statements of the Guarantor in respect of the financial years ended 31st December, 1996 and 31st December, 1995 and the financial statements of each Issuer in respect of the financial years ended 31st December, 1996 and 31st December, 1995;
- (iii) all future audited annual financial statements of each Issuer and the Guarantor and all future published interim financial statements (if any) of each Issuer and the Guarantor;
- (iv) the Programme Agreement, the Agency Agreement (which contains the forms of the temporary and permanent global Notes, the definitive Notes, the Receipts, the Coupons and the Talons);
- (v) this Offering Circular;
- (vi) any future prospectuses, offering circulars, information memoranda and supplements (including the Pricing Supplements in connection with listed Notes) to this Offering Circular and any other documents incorporated herein or therein by reference; and
- (vii) in the case of an issue of Notes subscribed pursuant to a Subscription Agreement, the Subscription Agreement (or equivalent document).

In addition, a copy of the documents set out in (v), (vi) and (vii) above will be available for inspection from the specified office of the relevant Paying Agent where so required by the relevant stock exchange on which any Series of Notes is to be listed.

Euroclear and Cedel Bank, société anonyme

The Notes have been accepted for clearance through Euroclear and Cedel Bank, société anonyme. If the Notes are to clear through any other Relevant Clearing System (including the Kassenverein and Sicovam) the appropriate information will be specified in the applicable Pricing Supplement. The appropriate codes for each Tranche to be held through the Relevant Clearing System allocated by the Relevant Clearing System will be contained in the applicable Pricing Supplement.

Material Change

Save as disclosed in this Offering Circular, there has been no adverse change in the financial position of any of the Issuers or the Guarantor or its consolidated subsidiaries which is material in the context of the Programme or the issue and offering of Notes thereunder, since the date as at which the most recent audited financial statements of such Issuer or the Guarantor were prepared.

Litigation

There are no litigation, arbitration or administrative proceedings (i) relating to claims or amounts which are material in the context of the Programme, (ii) which are likely to jeopardise the ability of the relevant Issuer or the Guarantor or its consolidated subsidiaries to discharge its obligations in respect of the Notes to which any Issuer or the Guarantor is a party nor, to the best of the knowledge and belief of each Issuer and the Guarantor, are any such proceedings pending or threatened.

ECU

Under Article 109G of the Treaty establishing the European Communities, as amended by the Treaty on European Union (the "Treaty"), the currency composition of the ECU may not be changed. The Treaty contemplates that European monetary union will occur in three stages, the second of which began on 1st January, 1994 with the entry into force of the Treaty on European Union. The Treaty provides that, at the start of the third stage of European monetary union, the value of the ECU as against the currencies of the member states participating in the third stage will be irrevocably fixed, and the ECU will become a currency in its own right. In contemplation of that third stage, the European Council meeting in Madrid on 16th December, 1995 decided that the name of that currency will be the Euro. From the start of the third stage of European monetary union, all payments in respect of Notes denominated or payable in ECU will be payable in Euro at the rate then established in accordance with the Treaty.

Banking Act 1987 (Exempt Transactions) Regulations 1997

Notes (including Notes denominated in Sterling) issued by the Finance Subsidiaries in respect of which the issue proceeds are to be accepted by the Issuer in the United Kingdom and which are issued pursuant to an exempt transaction under regulation 13(1) or (3) of the Banking Act 1987 (Exempt Transactions) Regulations 1997 (the "Regulations") will constitute commercial paper, shorter term debt securities or longer term debt securities (in each case, as defined in the Regulations), as specified in the applicable Pricing Supplement, in each case issued in accordance with regulations made under Section 4 of the Banking Act 1987. Neither WestLB Curaçao nor WestLB Netherlands is an authorised institution or a European authorised institution (as such terms are defined in the Regulations). The repayment of the principal and payment of any interest or premium in connection with Notes issued by WestLB Curaçao or WestLB Netherlands will be guaranteed by WestLB, which is a European authorised institution.

In relation to any Notes which are issued pursuant to an exempt transaction under regulation 13(3) of the Regulations where such Notes would fall within regulation 13(4)(a) or (b) of the Regulations:

- (a) the relevant Issuer confirms that, as at the date hereof, it has complied with its obligations under the relevant rules (as defined in the Regulations) in relation to the admission to and continuing listing of the Programme and of any previous issues made under it and listed on the same exchange as the Programme;
- (b) the relevant Issuer confirms that it will have complied with its obligations under the relevant rules in relation to the admission to listing of such Notes by the time when such Notes are so admitted; and
- (c) the relevant Issuer confirms that, as at the date hereof, it has not, since the last publication, if any, in compliance with the relevant rules of information about the Programme, any previous issues made under it and listed on the same exchange as the Programme, or any Notes falling within regulation 13(4)(a) or (b) of the Regulations, having made all reasonable enquiries, become aware of any change in circumstances which could reasonably be regarded as significantly and adversely affecting its ability to meet its obligations as issuer in respect of such Notes as they fall due.

In relation to Notes which are issued pursuant to an exempt transaction under regulation 13(3) of the Regulations and fall within Regulation 13(4)(b), the relevant Issuer has complied and will continue to comply with its obligations under the Regulations to lodge all relevant information (as defined in the Regulations) in relation to any such Notes with the London Stock Exchange Limited.

Paris *Bourse* Responsibility Statement

PERSONNES QUI ASSUMENT
LA RESPONSABILITE DU "DOCUMENT DE BASE" EN CE QUI CONCERNE
LES TITRES QUI SERONT ADMIS A LA NEGOCIATION AU PREMIER MARCHÉ DE LA BOURSE
DE PARIS, COMPARTIMENT INTERNATIONAL

1. AU NOM DES ÉMETTEURS

A la connaissance des émetteurs, les données du présent Document de Base sont conformes à la réalité et ne comportent pas d'omission de nature à en altérer la portée.

Westdeutsche Landesbank Girozentrale

Karsten Klupsch	Ulrike Ahlers-Murfitt
Director	Associate Director

WestLB Finance Curaçao N.V.

Franz Ruf	Dr. Georg Bissen
Managing Director	Managing Director

WestLB Finance Netherlands B.V.

Hendrikus Glotzbach	Bart Toering
Managing Director	Managing Director

2. AU NOM DU GARANT

A la connaissance du garant, les données du présent Document de Base sont conformes à la réalité et ne comportent pas d'omission de nature à en altérer la portée.

Westdeutsche Landesbank Girozentrale

Karsten Klupsch	Ulrike Ahlers-Murfitt
Director	Associate Director

3. AU NOM DE LA BANQUE PRÉSENTATRICE

A la connaissance de la banque présentatrice, les données du présent Document de Base sont conformes à la réalité et ne comportent pas d'omission de nature à en altérer la portée.

Merrill Lynch Finance SA

Bruno de Pampelonne
Directeur Général

LA COMMISSION DES OPERATIONS DE BOURSE

En vue de la cotation à Paris des obligations éventuellement émises dans le cadre de ce Programme, et par application des articles 6 et 7 de l'ordonnance no. 67-833 du 28 septembre 1967, la Commission des Opérations de Bourse a enregistré le présent Document de Base sous le no. P97-283 du 18 août 1997.

The Issuers

Westdeutsche Landesbank Girozentrale

Herzogstrasse 15
40217 Düsseldorf
Germany

WestLB Finance Curaçao N.V.

J.B. Gorsiraweg 14
Willemstad
Curaçao
Netherlands Antilles

WestLB Finance Netherlands B.V.

Pettelaarpark 120
5216 PT 's-Hertogenbosch
The Netherlands

Dealers

Daiwa Europe Limited

5 King William Street
London EC4N 7AX
England

Goldman Sachs International

Peterborough Court
133 Fleet Street
London EC4A 2BB
England

Lehman Brothers International (Europe)

One Broadgate
London EC2M 7HA
England

Merrill Lynch Finance SA

112 avenue Kléber
75761 Paris, Cedex 16
France

Merrill Lynch International

Ropemaker Place
25 Ropemaker Street
London EC2Y 9LY
England

J.P. Morgan Securities Ltd.

60 Victoria Embankment
London EC4Y 0JP
England

Morgan Stanley & Co. International Limited

25 Cabot Square
Canary Wharf
London E14 4QA
England

UBS Limited

100 Liverpool Street
London EC2M 2RH
England

Westdeutsche Landesbank Girozentrale

Herzogstrasse 15
40217 Düsseldorf
Germany

Agent

Westdeutsche Landesbank Girozentrale

Herzogstrasse 15
40217 Düsseldorf
Germany

Paying Agent

WestLB International S.A.

32-34 boulevard Grande-Duchesse Charlotte
L-2014 Luxembourg

Legal Advisers

To the Issuers

as to Netherlands and
Netherlands Antilles Law

De Brauw Blackstone Westbroek

'Atrium', 7th Floor
Strawinskylaan 3115
1077 ZX Amsterdam
The Netherlands

To the Dealers

as to English Law

Allen & Overy
One New Change
London EC4M 9QQ
England

as to German Law

Hengeler Mueller Weitzel Wirtz
Bockenheimer Landstrasse 51
60325 Frankfurt am Main
Germany

Listing Agent

WestLB International S.A.
32-34 boulevard Grande-Duchesse Charlotte
L-2014 Luxembourg

Paris Listing Agent

Merrill Lynch Finance SA
112 avenue Kléber
75761 Paris, Cedex 16
France