

Holmes Financing (No. 1) PLC
Profit & Loss Account
Period ended 16 July 2001

	This Quarter	Prior Quarter
	£'000	£'000
Interest receivable - Inter-company loan	31,872	34,638
Interest receivable - Cash deposits	1	-
	<u>31,873</u>	<u>34,638</u>
Interest payable - Notes	(31,872)	(34,638)
Interest payable	-	-
	<u>(31,872)</u>	<u>(34,638)</u>
Net operating income	<u>1</u>	<u>-</u>
Other income	39	47
Operating expenses	(39)	(47)
Profit on ordinary activities before taxation	<u>1</u>	<u>-</u>
Taxation	-	-
Profit on ordinary activities after taxation	<u>1</u>	<u>-</u>
Dividend	-	-
Retained profit brought forward	23	23
Retained profit carried forward	<u><u>24</u></u>	<u><u>23</u></u>

Holmes Financing (No. 1) PLC
Balance Sheet
Period ended 16 July 2001

	£'000	£'000
Fixed asset investments		
Loans to Funding		2,256,000
Current assets		
Sundry debtors	5	
Cash at bank	41	
	<u>46</u>	
Creditors: Amounts falling due within one year		
Taxation	10	
	<u>10</u>	
Net current assets		36
Total assets less current liabilities		<u>2,256,036</u>
Creditors: Amounts falling due after more than one year		
Amounts due to noteholders		(2,256,000)
Net assets		<u><u>36</u></u>
Capital and reserves		
Share capital		12
Reserves		24
		<u><u>36</u></u>

Holmes Financing (No. 1) PLC
Notes Outstanding
Period ended 16 July 2001

	Series 1 Class A	Series 2 Class A	Series 3 Class A1	Series 3 Class A2	Series 4 Class A
Moody's current rating	Aaa	Aaa	Aaa	Aaa	Aaa
S&P current rating	AAA	AAA	AAA	AAA	AAA
Fitch Ratings current rating	AAA	AAA	AAA	AAA	AAA
	Series 1 Class B	Series 2 Class B	Series 3 Class B		Series 4 Class B
Moody's current rating	Aa	Aa	Aa		Aaa
S&P current rating	AA	AA	AA		AAA
Fitch Ratings current rating	AA	AA	AA		AAA
	Series 1 Class C	Series 2 Class C	Series 3 Class C		Series 4 Class C
Moody's current rating	Aaa	Aaa	Aaa		Aaa
S&P current rating	AAA	AAA	AAA		AAA
Fitch Ratings current rating	AAA	AAA	AAA		AAA
	Series 1 Class A	Series 2 Class A	Series 3 Class A1	Series 3 Class A2	Series 4 Class A
	\$	\$	£	€	£
Initial note balance	900,000,000	975,000,000	375,000,000	320,000,000	250,000,000
Previous quarter's note principal	900,000,000	975,000,000	375,000,000	320,000,000	250,000,000
Note redemptions	-	-	-	-	-
Outstanding note principal	900,000,000	975,000,000	375,000,000	320,000,000	250,000,000
	Series 1 Class B	Series 2 Class B	Series 3 Class B		Series 4 Class B
	\$	\$	£		£
Initial note balance	31,500,000	34,500,000	24,000,000		11,000,000
Previous quarter's note principal	31,500,000	34,500,000	24,000,000		11,000,000
Note redemptions	-	-	-		-
Outstanding note principal	31,500,000	34,500,000	24,000,000		11,000,000
	Series 1 Class C	Series 2 Class C	Series 3 Class C		Series 4 Class C
	\$	\$	£		£
Initial note balance	42,000,000	45,000,000	30,000,000		14,000,000
Previous quarter's note principal	42,000,000	45,000,000	30,000,000		14,000,000
Note redemptions	-	-	-		-
Outstanding note principal	42,000,000	45,000,000	30,000,000		14,000,000
	Series 1 Class A	Series 2 Class A	Series 3 Class A1	Series 3 Class A2	Series 4 Class A
Note interest margins	14	19	26	26	N/A
Step up dates	N/A	N/A	N/A	N/A	16/07/2010
Step up margins	N/A	N/A	N/A	N/A	125
	Series 1 Class B	Series 2 Class B	Series 3 Class B		Series 4 Class B
Note interest margins	38	41	45		62
Step up dates	16/07/2010	16/07/2010	16/07/2010		16/07/2010
Step up margins	138	141	145		162
	Series 1 Class C	Series 2 Class C	Series 3 Class C		Series 4 Class C
Note interest margins	103	115	160		175
Step up dates	16/07/2010	16/07/2010	16/07/2010		16/07/2010
Step up margins	203	215	260		275
Interest payment cycle	Quarterly				
Interest payment date	15th or next business day				
Next interest payment date	15/10/2001				
Liquidity facility limit	£	25,000,000			
Liquidity facility drawn		Nil			
Liquidity facility available	£	25,000,000			

Holmes Financing (No. 2) PLC
Profit & Loss Account
Period ended 16 July 2001

	This Quarter	Prior Quarter
	£'000	£'000
Interest receivable - Inter-company loan	33,658	36,602
Interest receivable - Cash deposits	1	-
	<u>33,659</u>	<u>36,602</u>
Interest payable - Notes	(33,657)	(36,602)
Interest payable	-	-
	<u>(33,657)</u>	<u>(36,602)</u>
Net operating income	<u>2</u>	<u>-</u>
Other income	40	48
Operating expenses	(40)	(48)
Profit on ordinary activities before taxation	<u>2</u>	<u>-</u>
Taxation	-	-
Profit on ordinary activities after taxation	<u>2</u>	<u>-</u>
Dividend	-	-
Retained profit brought forward	-	-
Retained profit carried forward	<u><u>2</u></u>	<u><u>-</u></u>

Holmes Financing (No. 2) PLC
Balance Sheet
Period ended 16 July 2001

	£'000	£'000
Fixed asset investments		
Loans to Funding		2,404,516
Current assets		
Cash at bank	15	
	<u>15</u>	
Creditors: Amounts falling due within one year		
Taxation	-	
	<u>-</u>	
Net current assets		15
Total assets less current liabilities		<u>2,404,531</u>
Creditors: Amounts falling due after more than one year		
Amounts due to noteholders		(2,404,516)
Net assets		<u><u>15</u></u>
Capital and reserves		
Share capital		13
Reserves		2
		<u><u>15</u></u>

Holmes Financing (No. 2) PLC
Notes Outstanding
Period ended 16 July 2001

	Series 1 Class A	Series 2 Class A	Series 3 Class A	Series 4 Class A
Moody's current rating	Aaa	Aaa	Aaa	Aaa
S&P current rating	AAA	AAA	AAA	AAA
Fitch Ratings current rating	AAA	AAA	AAA	AAA
	Series 1 Class B	Series 2 Class B	Series 3 Class B	Series 4 Class B
Moody's current rating	Aa3	Aa3	Aa3	Aa3
S&P current rating	AA	AA	AA	AA
Fitch Ratings current rating	AA	AA	AA	AA
	Series 1 Class C	Series 2 Class C	Series 3 Class C	Series 4 Class C
Moody's current rating	Baa2	Baa2	Baa2	Baa2
S&P current rating	BBB	BBB	BBB	BBB
Fitch Ratings current rating	BBB	BBB	BBB	BBB
	Series 1 Class A	Series 2 Class A	Series 3 Class A	Series 4 Class A
	\$	\$	£	€
Initial note balance	1,000,000,000	1,000,000,000	500,000,000	500,000,000
Previous quarter's note principal	1,000,000,000	1,000,000,000	500,000,000	500,000,000
Note redemptions	-	-	-	-
Outstanding note principal	1,000,000,000	1,000,000,000	500,000,000	500,000,000
	Series 1 Class B	Series 2 Class B	Series 3 Class B	Series 4 Class B
	\$	\$	£	€
Initial note balance	37,000,000	37,000,000	19,000,000	21,000,000
Previous quarter's note principal	37,000,000	37,000,000	19,000,000	21,000,000
Note redemptions	-	-	-	-
Outstanding note principal	37,000,000	37,000,000	19,000,000	21,000,000
	Series 1 Class C	Series 2 Class C	Series 3 Class C	Series 4 Class C
	\$	\$	£	€
Initial note balance	49,000,000	49,000,000	25,000,000	35,000,000
Previous quarter's note principal	49,000,000	49,000,000	25,000,000	35,000,000
Note redemptions	-	-	-	-
Outstanding note principal	49,000,000	49,000,000	25,000,000	35,000,000
	Series 1 Class A	Series 2 Class A	Series 3 Class A	Series 4 Class A
Note interest margins	9	18	24	27
Step up dates	N/A	16/10/2007	16/10/2007	16/10/2007
Step up margins	N/A	36	48	54
	Series 1 Class B	Series 2 Class B	Series 3 Class B	Series 4 Class B
Note interest margins	35	44	45	50
Step up dates	16/10/2007	16/10/2007	16/10/2007	16/10/2007
Step up margins	135	144	145	150
	Series 1 Class C	Series 2 Class C	Series 3 Class C	Series 4 Class C
Note interest margins	120	135	150	160
Step up dates	16/10/2007	16/10/2007	16/10/2007	16/10/2007
Step up margins	220	235	250	260
Interest payment cycle	Quarterly			
Interest payment date	15th or next business day			
Next interest payment date	15/10/2001			
Liquidity facility limit	£	25,000,000		
Liquidity facility drawn	Nil			
Liquidity facility available	£	25,000,000		

Holmes Financing (No. 3) PLC
Profit & Loss Account
Period ended 16 July 2001

	This Quarter £'000	Prior Quarter £'000
Interest receivable - Inter-company loan	17,380	
Interest receivable - Cash deposits	-	
	<u>17,380</u>	<u>-</u>
Interest payable - Notes	(17,380)	
Interest payable	-	
	<u>(17,380)</u>	<u>-</u>
Net operating income	<u>-</u>	<u>-</u>
Other income	37	
Operating expenses	(37)	
Profit on ordinary activities before taxation	<u>-</u>	<u>-</u>
Taxation	-	-
Profit on ordinary activities after taxation	<u>-</u>	<u>-</u>
Dividend	-	-
Retained profit brought forward	-	-
Retained profit carried forward	<u>-</u>	<u>-</u>

Holmes Financing (No. 3) PLC
Balance Sheet
Period ended 16 July 2001

	£'000	£'000
Fixed asset investments		
Loans to Funding		2,167,000
Current assets		
Cash at bank	13	
	<u>13</u>	
Creditors: Amounts falling due within one year		
Taxation	-	
	<u>-</u>	
Net current assets		13
Total assets less current liabilities		<u>2,167,013</u>
Creditors: Amounts falling due after more than one year		
Amounts due to noteholders		(2,167,000)
Net assets		<u><u>13</u></u>
Capital and reserves		
Share capital		13
Reserves		-
		<u><u>13</u></u>

Holmes Financing (No. 3) PLC
Notes Outstanding
Period ended 16 July 2001

	Series 1 Class A	Series 2 Class A	Series 3 Class A
Moody's current rating	Aaa	Aaa	Aaa
S&P current rating	AAA	AAA	AAA
Fitch Ratings current rating	AAA	AAA	AAA
	Series 1 Class B	Series 2 Class B	Series 3 Class B
Moody's current rating	Aa3	Aa3	Aa3
S&P current rating	AA	AA	AA
Fitch Ratings current rating	AA	AA	AA
	Series 1 Class C	Series 2 Class C	Series 3 Class C
Moody's current rating	Baa2	Baa2	Baa2
S&P current rating	BBB	BBB	BBB
Fitch Ratings current rating	BBB	BBB	BBB
	Series 1 Class A	Series 2 Class A	Series 3 Class A
	\$	\$	€
Initial note balance	1,060,000,000	1,060,000,000	805,000,000
Previous quarter's note principal	1,060,000,000	1,060,000,000	805,000,000
Note redemptions	-	-	-
Outstanding note principal	1,060,000,000	1,060,000,000	805,000,000
	Series 1 Class B	Series 2 Class B	Series 3 Class B
	\$	\$	€
Initial note balance	32,500,000	32,500,000	24,000,000
Previous quarter's note principal	32,500,000	32,500,000	24,000,000
Note redemptions	-	-	-
Outstanding note principal	32,500,000	32,500,000	24,000,000
	Series 1 Class C	Series 2 Class C	Series 3 Class C
	\$	\$	€
Initial note balance	53,000,000	53,000,000	50,000,000
Previous quarter's note principal	53,000,000	53,000,000	50,000,000
Note redemptions	-	-	-
Outstanding note principal	53,000,000	53,000,000	50,000,000
	Series 1 Class A	Series 2 Class A	Series 3 Class A
Note interest margins	12	16	24
Step up dates	N/A	N/A	16/07/2006
Step up margins	N/A	N/A	48
	Series 1 Class B	Series 2 Class B	Series 3 Class B
Note interest margins	35	40	40
Step up dates	16/07/2006	16/07/2006	16/07/2006
Step up margins	70	80	80
	Series 1 Class C	Series 2 Class C	Series 3 Class C
Note interest margins	120	127	150
Step up dates	16/07/2006	16/07/2006	16/07/2006
Step up margins	220	227	250
Interest payment cycle	Quarterly		
Interest payment date	15th or next business day		
Next interest payment date	15/10/2001		
Liquidity facility limit	£	30,000,000	
Liquidity facility drawn		Nil	
Liquidity facility available	£	30,000,000	

Holmes Financing (No. 4) PLC
Profit & Loss Account
Period ended 16 July 2001

	This Quarter £'000	Prior Quarter £'000
Interest receivable - Inter-company loan	4,228	
Interest receivable - Cash deposits	-	
	<u>4,228</u>	<u>-</u>
Interest payable - Notes	(4,228)	
Interest payable	-	
	<u>(4,228)</u>	<u>-</u>
Net operating income	<u>-</u>	<u>-</u>
Other income	-	
Operating expenses	-	
	<u>-</u>	<u>-</u>
Profit on ordinary activities before taxation	<u>-</u>	<u>-</u>
Taxation	-	
	<u>-</u>	<u>-</u>
Profit on ordinary activities after taxation	<u>-</u>	<u>-</u>
Dividend	-	
Retained profit brought forward	-	
Retained profit carried forward	<u><u>-</u></u>	<u><u>-</u></u>

Holmes Financing (No. 4) PLC
Balance Sheet
Period ended 16 July 2001

	£'000	£'000
Fixed asset investments		
Loans to Funding		2,717,000
Current assets		
Accrued interest on inter-company loan	4,228	
Cash at bank	13	
	<u>4,241</u>	
Creditors: Amounts falling due within one year		
Accrued interest on notes in issue	4,228	
Taxation	-	
	<u>4,228</u>	
Net current assets		13
Total assets less current liabilities		<u>2,717,013</u>
Creditors: Amounts falling due after more than one year		
Amounts due to noteholders		(2,717,000)
Net assets		<u>13</u>
Capital and reserves		
Share capital		13
Reserves		-
		<u>13</u>

Holmes Financing (No. 4) PLC
Notes Outstanding
Period ended 16 July 2001

	Series 1 Class A	Series 2 Class A	Series 3 Class A1	Series 3 Class A2	Series 4 Class A
Moody's current rating	Aaa	Aaa	Aaa	Aaa	Aaa
S&P current rating	AAA	AAA	AAA	AAA	AAA
Fitch Ratings current rating	AAA	AAA	AAA	AAA	AAA
	Series 1 Class B	Series 2 Class B	Series 3 Class B		Series 4 Class B
Moody's current rating	Aa3	Aa3	Aa3		Aa3
S&P current rating	AA	AA	AA		AA
Fitch Ratings current rating	AA	AA	AA		AA
	Series 1 Class C	Series 2 Class C	Series 3 Class C		Series 4 Class C
Moody's current rating	Baa2	Baa2	Baa2		Baa2
S&P current rating	BBB	BBB	BBB		BBB
Fitch Ratings current rating	BBB	BBB	BBB		BBB
			Series 3 Class D1	Series 3 Class D2	Series 3 Class D3
Moody's current rating			Ba2	Ba2	Ba2
S&P current rating			BB	BB	BB
Fitch Ratings current rating			BB	BB	BB
	Series 1 Class A	Series 2 Class A	Series 3 Class A1	Series 3 Class A2	Series 4 Class A
	\$	€	£	\$	CHF
Initial note balance	1,050,000,000	800,000,000	550,000,000	410,000,000	850,000,000
Previous quarter's note principal	1,050,000,000	800,000,000	550,000,000	410,000,000	850,000,000
Note redemptions	-	-	-	-	-
Outstanding note principal	1,050,000,000	800,000,000	550,000,000	410,000,000	850,000,000
	Series 1 Class B	Series 2 Class B	Series 3 Class B		Series 4 Class B
	\$	€	\$		£
Initial note balance	36,500,000	35,800,000	34,500,000		11,000,000
Previous quarter's note principal	36,500,000	35,800,000	34,500,000		11,000,000
Note redemptions	-	-	-		-
Outstanding note principal	36,500,000	35,800,000	34,500,000		11,000,000
	Series 1 Class C	Series 2 Class C	Series 3 Class C		Series 4 Class C
	\$	€	\$		£
Initial note balance	54,500,000	53,800,000	49,500,000		19,000,000
Previous quarter's note principal	54,500,000	53,800,000	49,500,000		19,000,000
Note redemptions	-	-	-		-
Outstanding note principal	54,500,000	53,800,000	49,500,000		19,000,000
			Series 3 Class D1	Series 3 Class D2	Series 3 Class D3
			£	€	\$
Initial note balance			30,000,000	27,000,000	5,000,000
Previous quarter's note principal			30,000,000	27,000,000	5,000,000
Note redemptions			-	-	-
Outstanding note principal			30,000,000	27,000,000	5,000,000
	Series 1 Class A	Series 2 Class A	Series 3 Class A1	Series 3 Class A2	Series 4 Class A
Note interest margins	19	N/A	23	23	N/A
Step up dates	16/07/2006	16/07/2006	16/07/2006	16/07/2006	16/07/2006
Step up margins	38	48	46	46	36
	Series 1 Class B	Series 2 Class B	Series 3 Class B		Series 4 Class B
Note interest margins	39	40	44		43
Step up dates	16/07/2006	16/07/2006	16/07/2006		16/07/2006
Step up margins	78	80	88		86
	Series 1 Class C	Series 2 Class C	Series 3 Class C		Series 4 Class C
Note interest margins	120	145	130		150
Step up dates	16/07/2006	16/07/2006	16/07/2006		16/07/2006
Step up margins	220	245	230		250
			Series 3 Class D1	Series 3 Class D2	Series 3 Class D3
Note interest margins			475	450	450
Step up dates			16/07/2006	16/07/2006	16/07/2006
Step up margins			575	550	550
Interest payment cycle	Quarterly				
Interest payment date	15th or next business day				
Next interest payment date	15/10/2001				
Liquidity facility limit	£	25,000,000			
Liquidity facility drawn		Nil			
Liquidity facility available	£	25,000,000			

Holmes Funding Limited
Profit & Loss Account
Period ended 16 July 2001

	This Quarter	Prior Quarter
	£'000	£'000
Interest receivable - Mortgages	114,201	81,008
Interest receivable - Cash Deposits	1,169	749
	<u>115,370</u>	<u>81,757</u>
Interest payable - Inter-company loans	(87,138)	(71,240)
Interest payable - Start up loans	(529)	(412)
	<u>(87,667)</u>	<u>(71,652)</u>
Net operating income	<u>27,703</u>	<u>10,105</u>
Other income	1,500	1,287
Insurance commission	-	-
Operating expenses	(1,530)	(1,846)
Deferred consideration	(27,213)	(9,537)
Profit/(loss) on ordinary activities before taxation	<u>460</u>	<u>9</u>
Taxation	(4)	(3)
Profit/(loss) on ordinary activities after taxation	<u>456</u>	<u>6</u>
Dividend	-	-
Retained profit/(loss) brought forward	(1,980)	(1,986)
Retained profit/(loss) carried forward	<u><u>(1,524)</u></u>	<u><u>(1,980)</u></u>

Holmes Funding Limited
Balance Sheet
Period ended 16 July 2001

	£'000	£'000
Fixed asset investments		
Beneficial interest in Trust mortgage portfolio		9,492,841
Current assets		
Amounts owed by Trustee	10,673	
Deferred expenditure (costs of securing)	24,342	
Cash at bank:		
Reserve funding	117,222	
Transaction account	1,139	
Funding GIC account	7,917	
	<u>161,293</u>	
Creditors: Amounts falling due within one year		
Deferred consideration creditor	45,537	
Interest payable accrual	1,457	
Interest payable - Inter-company loans	4,228	
Sundry creditors	8,661	
Taxation	9	
	<u>59,892</u>	
Net current assets		101,401
Total assets less current liabilities		<u>9,594,242</u>
Creditors: Amounts falling due after more than one year		
Inter-company loans		(9,544,516)
Start up loans		(51,250)
Net assets		<u><u>(1,524)</u></u>
Capital and reserves		
Share capital (£2)		-
Reserves		(1,524)
		<u><u>(1,524)</u></u>

Holmes Funding Limited
Notes to Balance Sheet
Period ended 16 July 2001

	£'000	£'000	£'000
Balance on cash accumulation ledger	<u>Nil</u>		
Available credit enhancement			
Reserve fund at closing	<u>13,500</u>		
Initial closing reserve funds	34,145		
Drawings to make bullet repayment	-		
Other drawings	62,000		
Transfers from revenue receipts	<u>21,077</u>		
Closing reserve balance	<u>117,222</u>		
Target reserve funds	<u>140,000</u>		
Principal deficiency ledger			
	AAA	AA	BBB
Opening PDL balance	Nil	Nil	Nil
Losses this quarter	-	-	-
PDL top up from revenue income	-	-	-
Closing PDL balance	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>
Start up loan outstanding			
Initial balance	<u>26,250</u>		
Initial closing outstanding	13,000		
Second start up loan	13,250		
Third start up loan	17,500		
Fourth start up loan	7,500		
Accrued interest	1,457		
Repayments made	-		
Closing balance	<u>52,707</u>		
Liquidity facility			
Liquidity facility limit	25,000		
Liquidity facility drawn	-		
Liquidity facility available	25,000		

Holmes Trustees Limited
Profit & Loss Account
Period ended 16 July 2001

	This Quarter	Prior Quarter
	£'000	£'000
Interest receivable - Mortgages	184,172	115,832
Interest receivable - Cash Deposits	1,404	1,257
	<u>185,576</u>	<u>117,089</u>
Interest payable - Mortgages	(184,172)	(115,832)
Interest payable - Cash Deposits	(1,404)	(1,257)
	<u>(185,576)</u>	<u>(117,089)</u>
Net operating income	<u>-</u>	<u>-</u>
Fees receivable	922	518
Fees payable	(922)	(518)
Operating expenses	(1,231)	(1,266)
Provision charges	(53)	(40)
Other income	1,284	1,306
Profit on ordinary activities before taxation	<u>-</u>	<u>-</u>
Taxation	-	-
Profit on ordinary activities after taxation	<u>-</u>	<u>-</u>
Dividend	-	-
Retained profit brought forward	-	-
Retained profit carried forward	<u><u>-</u></u>	<u><u>-</u></u>

Holmes Trustees Limited
Balance Sheet
Period ended 16 July 2001

	£'000	£'000
Fixed asset investments		
Mortgage loans secured on residential property		12,036,532
Current assets		
Bank interest receivable	350	
Cash at bank	103,541	
	<u>103,891</u>	
Creditors: Amounts falling due within one year		
Amounts due to Seller	93,218	
Amounts due to Funding	10,673	
	<u>103,891</u>	
Net current assets		-
Total assets less current liabilities		<u>12,036,532</u>
Creditors: Amounts falling after more than one year		
Seller share of mortgage loans		(2,543,691)
Funding share of mortgage loans		(9,492,841)
Net assets		<u><u>-</u></u>
Capital and reserves		
Share capital (£2)		-
Reserves		-
		<u><u>-</u></u>