

Holmes Financing (No. 1) PLC
Profit & Loss Account
Period ended 17 October 2005

	This Quarter £'000	Prior Quarter £'000
Interest receivable - Inter-company loan	12,427	21,035
Interest receivable - Cash deposits	0	0
	<u>12,428</u>	<u>21,036</u>
Interest payable - Notes	(12,427)	(21,035)
Interest payable	-	-
	<u>(12,427)</u>	<u>(21,035)</u>
Net operating income	<u>0</u>	<u>0</u>
Fair value derivative	25	(47)
Other income	-	-
Operating expenses	-	-
Profit on ordinary activities before taxation	<u>25</u>	<u>(47)</u>
Taxation	-	-
Profit on ordinary activities after taxation	<u>25</u>	<u>(47)</u>
Dividend	-	-
Retained profit brought forward	1,097	1,144
Retained profit carried forward	<u><u>1,122</u></u>	<u><u>1,097</u></u>

Holmes Financing (No. 1) PLC
Balance Sheet
Period ended 17 October 2005

£'000

Fixed asset investments

Loans to Funding 904,000

Current assets

Amounts due from group companies	20
Cash at bank	19
Fair value derivative	1,096
	<u>1,135</u>

Creditors: Amounts falling due within one year

Sundry creditors	
	<u>-</u>

Net current assets 1,135

Total assets less current liabilities 905,135

Creditors: Amounts falling due after more than one year

Amounts due to noteholders (904,000)

Net assets 1,135

Capital and reserves

Share capital	13
Reserves	1,122
	<u>1,135</u>

Holmes Financing (No. 1) PLC
Notes Outstanding
Period Ended 17 October 2005

	ISIN / CUSIP Number	Currency	Reference Rate
Series 1 Class A	US436382AA36	US\$	3 month USD Libor
Series 1 Class B	US436382AB19	US\$	3 month USD Libor
Series 1 Class C	US436382AC91	US\$	3 month USD Libor
Series 2 Class A	US436382AD74	US\$	3 month USD Libor
Series 2 Class B	US436382AE57	US\$	3 month USD Libor
Series 2 Class C	US436382AF23	US\$	3 month USD Libor
Series 3 Class A1	XS0114776585	GBP	3 month Sterling Libor
Series 3 Class A2	XS0114776825	EUR	3 month Euribor
Series 3 Class B	XS0114777807	GBP	3 month Sterling Libor
Series 3 Class C	XS0114778953	GBP	3 month Sterling Libor
Series 4 Class A	XS0114779845	GBP	Fixed Rate
Series 4 Class B	XS0114780181	GBP	3 month Sterling Libor
Series 4 Class C	XS0114780421	GBP	3 month Sterling Libor

	Step Up Date	Expected Repayment Date	Initial Margin	Step up Margin
Series 1 Class A	July 2010	July 2003	14	N/A
Series 1 Class B	July 2010	October 2003	38	138
Series 1 Class C	July 2010	October 2003	103	203
Series 2 Class A	July 2010	July 2005	19	N/A
Series 2 Class B	July 2010	October 2005	41	141
Series 2 Class C	July 2010	October 2005	115	215
Series 3 Class A1	July 2010	July 2007	26	N/A
Series 3 Class A2	July 2010	July 2007	26	N/A
Series 3 Class B	July 2010	October 2007	45	145
Series 3 Class C	July 2010	October 2007	160	260
Series 4 Class A	July 2010	July 2010	6.62%	125
Series 4 Class B	July 2010	July 2010	62	162
Series 4 Class C	July 2010	July 2010	175	275

	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
Series 1 Class A	Quarterly	N/A	Aaa	AAA	AAA
Series 1 Class B	Quarterly	N/A	Aa3	AA	AA
Series 1 Class C	Quarterly	N/A	Baa2	BBB	BBB
Series 2 Class A	Quarterly	N/A	Aaa	AAA	AAA
Series 2 Class B	Quarterly	N/A	Aa3	AA	AA
Series 2 Class C	Quarterly	N/A	Baa2	BBB	BBB
Series 3 Class A1	Quarterly	17-Jan-2006	Aaa	AAA	AAA
Series 3 Class A2	Quarterly	17-Jan-2006	Aaa	AAA	AAA
Series 3 Class B	Quarterly	17-Jan-2006	Aa3	AA	AA
Series 3 Class C	Quarterly	17-Jan-2006	Baa2	BBB	BBB
Series 4 Class A	Semi Annually	17-Jan-2006	Aaa	AAA	AAA
Series 4 Class B	Quarterly	17-Jan-2006	Aa3	AA	AA
Series 4 Class C	Quarterly	17-Jan-2006	Baa2	BBB	BBB

Holmes Financing (No. 1) PLC
Notes Outstanding
Period Ended 17 October 2005

	Initial note balance	Previous Principal	Redemptions	Current Principal
Series 1 Class A	\$900,000,000	\$0	\$0	\$0
Series 1 Class B	\$31,500,000	\$0	\$0	\$0
Series 1 Class C	\$42,000,000	\$0	\$0	\$0
Series 2 Class A	\$975,000,000	\$0	\$0	\$0
Series 2 Class B	\$34,500,000	\$34,500,000	\$34,500,000	\$0
Series 2 Class C	\$45,000,000	\$45,000,000	\$45,000,000	\$0
Series 3 Class A1	£375,000,000	£375,000,000	€0	€375,000,000
Series 3 Class A2	€320,000,000	€320,000,000	€0	€320,000,000
Series 3 Class B	€24,000,000	€24,000,000	€0	€24,000,000
Series 3 Class C	€30,000,000	€30,000,000	€0	€30,000,000
Series 4 Class A	€250,000,000	€250,000,000	€0	€250,000,000
Series 4 Class B	€11,000,000	€11,000,000	€0	€11,000,000
Series 4 Class C	€14,000,000	€14,000,000	€0	€14,000,000

	Currency Swap Counterparty	Current Rating Moody's / S&P / Fitch	Rating Trigger Moody's / S&P / Fitch	Comments
Series 1 Class A	Citibank	Aa1 / AA- / AA+	below Aa3 / AA- / AA-	Series Repaid
Series 1 Class B	Citibank	Aa1 / AA- / AA+	below Aa3 / AA- / AA-	Series Repaid
Series 1 Class C	Citibank	Aa1 / AA- / AA+	below Aa3 / AA- / AA-	Series Repaid
Series 2 Class A	Gen Re	Aa1 / AAA / AA+	below Aa3 / AA- / AA-	Series Repaid
Series 2 Class B	Gen Re	Aa1 / AAA / AA+	below Aa3 / AA- / AA-	Series Repaid
Series 2 Class C	Gen Re	Aa1 / AAA / AA+	below Aa3 / AA- / AA-	Series Repaid
Series 3 Class A1	GBP - n/a			
Series 3 Class A2	Citibank	Aa1 / AA- / AA+	below Aa3 / AA- / AA-	
Series 3 Class B	GBP - n/a			
Series 3 Class C	GBP - n/a			
Series 4 Class A	Citibank	Aa1 / AA- / AA+	below Aa3 / AA- / AA-	
Series 4 Class B	GBP - n/a			
Series 4 Class C	GBP - n/a			

Holmes Financing (No. 2) PLC
Profit & Loss Account
Period ended 17 October 2005

	This Quarter £'000	Prior Quarter £'000
Interest receivable - Inter-company loan	11,293	11,524
Interest receivable - Cash deposits	0	0
	<u>11,293</u>	<u>11,525</u>
Interest payable - Notes	(11,293)	(11,524)
Interest payable	-	-
	<u>(11,293)</u>	<u>(11,524)</u>
Net operating income	<u>0</u>	<u>0</u>
Fair value derivative	34	(69)
Other income	-	-
Operating expenses	-	-
Profit on ordinary activities before taxation	<u>34</u>	<u>(69)</u>
Taxation	-	-
Profit on ordinary activities after taxation	<u>34</u>	<u>(69)</u>
Dividend	-	-
Retained profit brought forward	(152)	(83)
Retained profit carried forward	<u>(118)</u>	<u>(152)</u>

Holmes Financing (No. 2) PLC
Balance Sheet
Period ended 17 October 2005

	£'000
Fixed asset investments	
Loans to Funding	752,600
Current assets	
Amounts due from group companies	11
Cash at bank	9
	<u>20</u>
Creditors: Amounts falling due within one year	
Fair value derivative	125
Sundry creditors	-
	<u>125</u>
Net current assets	(105)
Total assets less current liabilities	<u>752,495</u>
Creditors: Amounts falling due after more than one year	
Amounts due to noteholders	(752,600)
Net assets	<u><u>(105)</u></u>
Capital and reserves	
Share capital	13
Reserves	(118)
	<u><u>(105)</u></u>

Holmes Financing (No. 2) PLC
Notes Outstanding
Period Ended 17 October 2005

	ISIN / CUSIP Number	Currency	Reference Rate
Series 1 Class A	US436381AA52	US\$	3 month USD Libor
Series 1 Class B	US436381AB36	US\$	3 month USD Libor
Series 1 Class C	US436381AC19	US\$	3 month USD Libor
Series 2 Class A	US436381AD91	US\$	3 month USD Libor
Series 2 Class B	US436381AE74	US\$	3 month USD Libor
Series 2 Class C	US436381AF40	US\$	3 month USD Libor
Series 3 Class A	XS120819445	GBP	3 month Sterling Libor
Series 3 Class B	XS120845101	GBP	3 month Sterling Libor
Series 3 Class C	XS120845952	GBP	3 month Sterling Libor
Series 4 Class A	XS120846687	EUR	3 month Euribor
Series 4 Class B	XS120847149	EUR	3 month Euribor
Series 4 Class C	XS120847578	EUR	3 month Euribor

	Step Up Date	Expected Repayment Date	Initial Margin	Step up Margin
Series 1 Class A	October 2007	July 2002	9	N/A
Series 1 Class B	October 2007	October 2002	35	135
Series 1 Class C	October 2007	October 2002	120	220
Series 2 Class A	October 2007	July 2004	18	36
Series 2 Class B	October 2007	October 2004	44	144
Series 2 Class C	October 2007	October 2004	135	235
Series 3 Class A	October 2007	July 2006	24	48
Series 3 Class B	October 2007	October 2006	45	145
Series 3 Class C	October 2007	October 2006	150	250
Series 4 Class A	October 2007	October 2007	27	54
Series 4 Class B	October 2007	October 2007	50	150
Series 4 Class C	October 2007	October 2007	160	260

	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
Series 1 Class A	Quarterly	N/A	Aaa	AAA	AAA
Series 1 Class B	Quarterly	N/A	Aa3	AA	AA
Series 1 Class C	Quarterly	N/A	Baa2	BBB	BBB
Series 2 Class A	Quarterly	N/A	Aaa	AAA	AAA
Series 2 Class B	Quarterly	N/A	Aa3	AA	AA
Series 2 Class C	Quarterly	N/A	Baa2	BBB	BBB
Series 3 Class A	Quarterly	17-Jan-2006	Aaa	AAA	AAA
Series 3 Class B	Quarterly	17-Jan-2006	Aa3	AA	AA
Series 3 Class C	Quarterly	17-Jan-2006	Baa2	BBB	BBB
Series 4 Class A	Quarterly	17-Jan-2006	Aaa	AAA	AAA
Series 4 Class B	Quarterly	17-Jan-2006	Aa3	AA	AA
Series 4 Class C	Quarterly	17-Jan-2006	Baa2	BBB	BBB

Holmes Financing (No. 2) PLC
Notes Outstanding
Period Ended 17 October 2005

	Initial note balance	Previous Principal	Redemptions	Current Principal
Series 1 Class A	\$1,000,000,000	\$0	\$0	\$0
Series 1 Class B	\$37,000,000	\$0	\$0	\$0
Series 1 Class C	\$49,000,000	\$0	\$0	\$0
Series 2 Class A	\$1,000,000,000	\$0	\$0	\$0
Series 2 Class B	\$37,000,000	\$0	\$0	\$0
Series 2 Class C	\$49,000,000	\$0	\$0	\$0
Series 3 Class A	£500,000,000	£500,000,000	£125,000,000	£375,000,000
Series 3 Class B	£19,000,000	£19,000,000	£0	£19,000,000
Series 3 Class C	£25,000,000	£25,000,000	£0	£25,000,000
Series 4 Class A	€500,000,000	€500,000,000	€0	€500,000,000
Series 4 Class B	€21,000,000	€21,000,000	€0	€21,000,000
Series 4 Class C	€35,000,000	€35,000,000	€0	€35,000,000

	Currency Swap Counterparty	Current Rating Moody's / S&P / Fitch	Rating Trigger Moody's / S&P / Fitch	Comments
Series 1 Class A	West LB	Aa2 / A- / A-	below Aa3 / AA- / AA-	Series Repaid
Series 1 Class B	West LB	Aa2 / A- / A-	below Aa3 / AA- / AA-	Series Repaid
Series 1 Class C	West LB	Aa2 / A- / A-	below Aa3 / AA- / AA-	Series Repaid
Series 2 Class A	Citibank	Aa1 / AA- / AA+	below Aa3 / AA- / AA-	Series Repaid
Series 2 Class B	Citibank	Aa1 / AA- / AA+	below Aa3 / AA- / AA-	Series Repaid
Series 2 Class C	Citibank	Aa1 / AA- / AA+	below Aa3 / AA- / AA-	Series Repaid
Series 3 Class A	GBP - n/a			
Series 3 Class B	GBP - n/a			
Series 3 Class C	GBP - n/a			
Series 4 Class A	Citibank	Aa1 / AA- / AA+	below Aa3 / AA- / AA-	
Series 4 Class B	Citibank	Aa1 / AA- / AA+	below Aa3 / AA- / AA-	
Series 4 Class C	Citibank	Aa1 / AA- / AA+	below Aa3 / AA- / AA-	

Holmes Financing (No. 3) PLC
Profit & Loss Account
Period ended 17 October 2005

	This Quarter £'000	Prior Quarter £'000
Interest receivable - Inter-company loan	7,021	7,165
Interest receivable - Cash deposits	-	-
	<u>7,021</u>	<u>7,165</u>
Interest payable - Notes	(7,021)	(7,165)
Interest payable	-	-
	<u>(7,021)</u>	<u>(7,165)</u>
Net operating income	-	-
Fair value derivative	17	(61)
Other income	-	-
Operating expenses	-	-
	<u>17</u>	<u>(61)</u>
Profit on ordinary activities before taxation	-	-
Taxation	-	-
	<u>17</u>	<u>(61)</u>
Profit on ordinary activities after taxation	-	-
Dividend	-	-
Retained profit brought forward	(126)	(65)
Retained profit carried forward	<u>(109)</u>	<u>(126)</u>

Holmes Financing (No. 3) PLC
Balance Sheet
Period ended 17 October 2005

	£'000
Fixed asset investments	
Loans to Funding	546,000
Current assets	
Amounts due from group companies	7
Cash at bank	7
	<u>14</u>
Creditors: Amounts falling due within one year	
Fair value derivative	110
Sundry creditors	-
	<u>110</u>
Net current assets	(96)
Total assets less current liabilities	<u>545,904</u>
Creditors: Amounts falling due after more than one year	
Amounts due to noteholders	(546,000)
Net assets	<u><u>(96)</u></u>
Capital and reserves	
Share capital	13
Reserves	(109)
	<u><u>(96)</u></u>

Holmes Financing (No. 3) PLC
Notes Outstanding
Period Ended 17 October 2005

	ISIN / CUSIP Number	Currency	Reference Rate		
Series 1 Class A	US43638PAA21	US\$	3 month USD Libor		
Series 1 Class B	US43638PAB04	US\$	3 month USD Libor		
Series 1 Class C	US43638PAC86	US\$	3 month USD Libor		
Series 2 Class A	US43638PAD69	US\$	3 month USD Libor		
Series 2 Class B	US43638PAE43	US\$	3 month USD Libor		
Series 2 Class C	US43638PAF18	US\$	3 month USD Libor		
Series 3 Class A	XS0129181193	EUR	3 month Euribor		
Series 3 Class B	XS0129182597	EUR	3 month Euribor		
Series 3 Class C	XS0129182837	EUR	3 month Euribor		

	Step Up Date	Expected Repayment Date	Initial Margin	Step up Margin
Series 1 Class A	July 2006	January 2003	12	N/A
Series 1 Class B	July 2006	April 2003	35	70
Series 1 Class C	July 2006	April 2003	120	220
Series 2 Class A	July 2006	January 2005	16	32
Series 2 Class B	July 2006	April 2005	40	80
Series 2 Class C	July 2006	April 2005	127	227
Series 3 Class A	July 2006	July 2006	24	48
Series 3 Class B	July 2006	July 2006	40	80
Series 3 Class C	July 2006	July 2006	150	250

	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
Series 1 Class A	Quarterly	N/A	Aaa	AAA	AAA
Series 1 Class B	Quarterly	N/A	Aa3	AA	AA
Series 1 Class C	Quarterly	N/A	Baa2	BBB	BBB
Series 2 Class A	Quarterly	N/A	Aaa	AAA	AAA
Series 2 Class B	Quarterly	N/A	Aa3	AA	AA
Series 2 Class C	Quarterly	N/A	Baa2	BBB	BBB
Series 3 Class A	Quarterly	17-Jan-2006	Aaa	AAA	AAA
Series 3 Class B	Quarterly	17-Jan-2006	Aa3	AA	AA
Series 3 Class C	Quarterly	17-Jan-2006	Baa2	BBB	BBB

Holmes Financing (No. 3) PLC
Notes Outstanding
Period Ended 17 October 2005

	Initial note balance	Previous Principal	Redemptions	Current Principal
Series 1 Class A	\$1,060,000,000	\$0	\$0	\$0
Series 1 Class B	\$32,500,000	\$0	\$0	\$0
Series 1 Class C	\$53,000,000	\$0	\$0	\$0
Series 2 Class A	\$1,060,000,000	\$0	\$0	\$0
Series 2 Class B	\$32,500,000	\$0	\$0	\$0
Series 2 Class C	\$53,000,000	\$0	\$0	\$0
Series 3 Class A	€805,000,000	€805,000,000	€0	€805,000,000
Series 3 Class B	€24,000,000	€24,000,000	€0	€24,000,000
Series 3 Class C	€50,000,000	€50,000,000	€0	€50,000,000

	Currency Swap Counterparty	Current Rating Moody's / S&P / Fitch	Rating Trigger Moody's / S&P / Fitch	Comments
Series 1 Class A	CSFB	Aa3 / A+ / AA-	below Aa3 / AA- / AA-	Series Repaid
Series 1 Class B	CSFB	Aa3 / A+ / AA-	below Aa3 / AA- / AA-	Series Repaid
Series 1 Class C	CSFB	Aa3 / A+ / AA-	below Aa3 / AA- / AA-	Series Repaid
Series 2 Class A	Citibank	Aa1 / AA- / AA+	below Aa3 / AA- / AA-	Series Repaid
Series 2 Class B	Citibank	Aa1 / AA- / AA+	below Aa3 / AA- / AA-	Series Repaid
Series 2 Class C	Citibank	Aa1 / AA- / AA+	below Aa3 / AA- / AA-	Series Repaid
Series 3 Class A	Citibank	Aa1 / AA- / AA+	below Aa3 / AA- / AA-	Series Repaid
Series 3 Class B	Citibank	Aa1 / AA- / AA+	below Aa3 / AA- / AA-	Series Repaid
Series 3 Class C	Citibank	Aa1 / AA- / AA+	below Aa3 / AA- / AA-	Series Repaid

Holmes Financing (No. 4) PLC
Profit & Loss Account
Period ended 17 October 2005

	This Quarter £'000	Prior Quarter £'000
Interest receivable - Inter-company loan	23,519	24,007
Interest receivable - Cash collateral	1,097	1,379
	<u>24,616</u>	<u>25,386</u>
Interest payable - Notes	(23,519)	(24,007)
Interest payable - CSFB	(1,097)	(1,379)
	<u>(24,616)</u>	<u>(25,386)</u>
Net operating income	-	-
Fair value derivative	129	15
Other income	-	-
Operating expenses	-	-
Profit on ordinary activities before taxation	<u>129</u>	<u>15</u>
Taxation	-	-
Profit on ordinary activities after taxation	<u>129</u>	<u>15</u>
Dividend	-	-
Retained profit brought forward	(107)	(122)
Retained profit carried forward	<u>22</u>	<u>(107)</u>

Holmes Financing (No. 4) PLC
Balance Sheet
Period ended 17 October 2005

£'000

Fixed asset investments

Loans to Funding 1,836,000

Current assets

Amounts due from group companies	1
Accrued interest receivable	202
Cash at bank	14
Cash collateral	136,284
	<u>136,501</u>

Creditors: Amounts falling due within one year

Fair value derivative	(20)
Accrued interest payable	202
	<u>182</u>

Net current assets 136,319

Total assets less current liabilities 1,972,319

Creditors: Amounts falling due after more than one year

Amounts due to noteholders	(1,836,000)
Amount due to CSFB	<u>(136,284)</u>
Net assets	<u><u>35</u></u>

Capital and reserves

Share capital	13
Reserves	<u>22</u>
	<u><u>35</u></u>

Holmes Financing (No. 4) PLC
Notes Outstanding
Period Ended 17 October 2005

	ISIN / CUSIP Number	Currency	Reference Rate		
Series 1 Class A	US436380AA04	US\$	3 month USD Libor		
Series 1 Class B	US436380AB86	US\$	3 month USD Libor		
Series 1 Class C	US436380AC69	US\$	3 month USD Libor		
Series 2 Class A	XS0131630815	EUR	Fixed Rate		
Series 2 Class B	XS0131630906	EUR	3 month Euribor		
Series 2 Class C	XS0131631037	EUR	3 month Euribor		
Series 3 Class A1	XS0131874447	GBP	3 month Sterling Libor		
Series 3 Class A2	US436380AD43	US\$	3 month USD Libor		
Series 3 Class B	US436380AE26	US\$	3 month USD Libor		
Series 3 Class C	US436380AF90	US\$	3 month USD Libor		
Series 3 Class D1	XS0131874520	GBP	3 month Sterling Libor		
Series 3 Class D2	XS0132112300	EUR	3 month Euribor		
Series 3 Class D3	XS0132112649	US\$	3 month USD Libor		
Series 4 Class A	CH0012522238	CHF	Fixed Rate		
Series 4 Class B	XS0131631383	GBP	3 month Sterling Libor		
Series 4 Class C	XS0131631466	GBP	3 month Sterling Libor		

	Step Up Date	Expected Repayment Date	Initial Margin	Step up Margin
Series 1 Class A	July 2006	July 2004	19	38
Series 1 Class B	July 2006	October 2004	39	78
Series 1 Class C	July 2006	October 2004	120	220
Series 2 Class A	July 2006	July 2006	5.05%	48
Series 2 Class B	July 2006	July 2006	40	80
Series 2 Class C	July 2006	July 2006	145	245
Series 3 Class A1	July 2006	July 2006	23	46
Series 3 Class A2	July 2006	July 2006	23	46
Series 3 Class B	July 2006	July 2006	44	88
Series 3 Class C	July 2006	July 2006	130	230
Series 3 Class D1	July 2006	July 2006	475	575
Series 3 Class D2	July 2006	July 2006	450	550
Series 3 Class D3	July 2006	July 2006	450	550
Series 4 Class A	July 2006	October 2006	3.50%	36
Series 4 Class B	July 2006	October 2006	43	86
Series 4 Class C	July 2006	October 2006	150	250

	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
Series 1 Class A	Quarterly	N/A	Aaa	AAA	AAA
Series 1 Class B	Quarterly	N/A	Aa3	AA	AA
Series 1 Class C	Quarterly	N/A	Baa2	BBB	BBB
Series 2 Class A	Annually	17-Jul-2006	Aaa	AAA	AAA
Series 2 Class B	Quarterly	17-Jan-2006	Aa3	AA	AA
Series 2 Class C	Quarterly	17-Jan-2006	Baa2	BBB	BBB
Series 3 Class A1	Quarterly	17-Jan-2006	Aaa	AAA	AAA
Series 3 Class A2	Quarterly	17-Jan-2006	Aaa	AAA	AAA
Series 3 Class B	Quarterly	17-Jan-2006	Aa3	AA	AA
Series 3 Class C	Quarterly	17-Jan-2006	Baa2	BBB	BBB
Series 3 Class D1	Quarterly	N/A	Ba2	BB	BB
Series 3 Class D2	Quarterly	N/A	Ba2	BB	BB
Series 3 Class D3	Quarterly	N/A	Ba2	BB	BB
Series 4 Class A	Annually	17-Oct-2006	Aaa	AAA	AAA
Series 4 Class B	Quarterly	17-Jan-2006	Aa3	AA	AA
Series 4 Class C	Quarterly	17-Jan-2006	Baa2	BBB	BBB

Holmes Financing (No. 4) PLC
Notes Outstanding
Period Ended 17 October 2005

	Initial note balance	Previous Principal	Redemptions	Current Principal
Series 1 Class A	\$1,050,000,000	\$0	\$0	\$0
Series 1 Class B	\$36,500,000	\$0	\$0	\$0
Series 1 Class C	\$54,500,000	\$0	\$0	\$0
Series 2 Class A	€800,000,000	€800,000,000	€0	€800,000,000
Series 2 Class B	€35,800,000	€35,800,000	€0	€35,800,000
Series 2 Class C	€3,800,000	€3,800,000	€0	€3,800,000
Series 3 Class A1	£550,000,000	£550,000,000	£0	£550,000,000
Series 3 Class A2	\$410,000,000	\$410,000,000	\$0	\$410,000,000
Series 3 Class B	\$34,500,000	\$34,500,000	\$0	\$34,500,000
Series 3 Class C	\$49,500,000	\$49,500,000	\$0	\$49,500,000
Series 3 Class D1	£30,000,000	£0	£0	£0
Series 3 Class D2	€27,000,000	€0	€0	€0
Series 3 Class D3	\$5,000,000	\$0	\$0	\$0
Series 4 Class A	CHF 850,000,000	CHF 850,000,000	CHF 0	CHF 850,000,000
Series 4 Class B	£11,000,000	£11,000,000	£0	£11,000,000
Series 4 Class C	£19,000,000	£19,000,000	£0	£19,000,000

	Currency Swap Counterparty	Current Rating Moody's / S&P / Fitch	Rating Trigger Moody's / S&P / Fitch	Comments
Series 1 Class A	Banque AIG	Aa2 / AA / AA	below Aa3 / AA- / AA-	Series Repaid
Series 1 Class B	Banque AIG	Aa2 / AA / AA	below Aa3 / AA- / AA-	Series Repaid
Series 1 Class C	Banque AIG	Aa2 / AA / AA	below Aa3 / AA- / AA-	Series Repaid
Series 2 Class A	CSFB	Aa3 / A+ / AA-	below Aa3 / AA- / AA-	Collateralised
Series 2 Class B	CSFB	Aa3 / A+ / AA-	below Aa3 / AA- / AA-	Collateralised
Series 2 Class C	CSFB	Aa3 / A+ / AA-	below Aa3 / AA- / AA-	Collateralised
Series 3 Class A1	GBP - n/a			
Series 3 Class A2	Banque AIG	Aa2 / AA / AA	below Aa3 / AA- / AA-	
Series 3 Class B	Banque AIG	Aa2 / AA / AA	below Aa3 / AA- / AA-	
Series 3 Class C	Banque AIG	Aa2 / AA / AA	below Aa3 / AA- / AA-	
Series 3 Class D1	GBP - n/a			
Series 3 Class D2	CSFB	Aa3 / A+ / AA-	below Aa3 / AA- / AA-	Series Repaid
Series 3 Class D3	CSFB	Aa3 / A+ / AA-	below Aa3 / AA- / AA-	Series Repaid
Series 4 Class A	CSFB	Aa3 / A+ / AA-	below Aa3 / AA- / AA-	Collateralised
Series 4 Class B	GBP - n/a			
Series 4 Class C	GBP - n/a			

Holmes Financing (No. 5) PLC
Profit & Loss Account
Period ended 17 October 2005

	This Quarter	Prior Quarter
	£'000	£'000
Interest receivable - Inter-company loan	12,220	12,475
Interest receivable - Cash collateral	73	87
Interest receivable - Cash deposits	2	2
	<u>12,294</u>	<u>12,563</u>
Interest payable - Notes	(12,220)	(12,475)
Interest payable - CSFB	(73)	(87)
	<u>(12,292)</u>	<u>(12,561)</u>
Net operating income	<u>2</u>	<u>2</u>
Fair value derivative	99	8
Operating expenses	-	-
Profit on ordinary activities before taxation	<u>101</u>	<u>10</u>
Taxation	-	-
Profit on ordinary activities after taxation	<u>101</u>	<u>10</u>
Dividend	-	-
Retained profit brought forward	5	(4)
Retained profit carried forward	<u><u>107</u></u>	<u><u>5</u></u>

Holmes Financing (No. 5) PLC
Balance Sheet
Period ended 17 October 2005

£'000

Fixed asset investments

Loans to Funding 955,500

Current assets

Accrued interest receivable	11
Cash at bank	15
Cash collateral	7,277
	<u>7,304</u>

Creditors: Amounts falling due within one year

Fair value derivative	(105)
Accrued interest payable	11
	<u>(93)</u>

Net current assets 7,397

Total assets less current liabilities 962,897

Creditors: Amounts falling due after more than one year

Amounts due to noteholders	(955,500)
Amount due to CSFB	(7,277)
Net assets	<u>120</u>

Capital and reserves

Share capital	13
Reserves	107
	<u>120</u>

Holmes Financing (No. 5) PLC
Notes Outstanding
Period Ended 17 October 2005

	ISIN / CUSIP Number	Currency	Reference Rate
Series 1 Class A	US43638RAA86	US\$	1 month USD Libor
Series 1 Class B	US43638RAB69	US\$	3 month USD Libor
Series 1 Class C	US43638RAC43	US\$	3 month USD Libor
Series 2 Class A1	US43638RAD26	US\$	3 month USD Libor
Series 2 Class A2	CH0013170276	CHF	Fixed Rate
Series 2 Class B	US43638RAE09	US\$	3 month USD Libor
Series 2 Class C	US43638RAF73	US\$	3 month USD Libor
Series 3 Class A1	XS0137886262	EUR	Fixed Rate
Series 3 Class A2	XS0137887070	GBP	3 month Sterling Libor
Series 3 Class B	XS0137887583	EUR	3 month Euribor
Series 3 Class C	XS0137888045	EUR	3 month Euribor

	Step Up Date	Expected Repayment Date	Initial Margin	Step up Margin
Series 1 Class A	October 2006	October 2002	1	N/A
Series 1 Class B	October 2006	January 2003	35	70
Series 1 Class C	October 2006	January 2003	135	235
Series 2 Class A1	October 2006	October 2004	20	N/A
Series 2 Class A2	October 2006	October 2004	2.50%	2
Series 2 Class B	October 2006	January 2005	43	86
Series 2 Class C	October 2006	January 2005	145	245
Series 3 Class A1	October 2006	October 2006	4.25%	42
Series 3 Class A2	October 2006	October 2006	23	46
Series 3 Class B	October 2006	October 2006	40	80
Series 3 Class C	October 2006	October 2006	147	247

	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
Series 1 Class A	Monthly	N/A	Aaa	AAA	AAA
Series 1 Class B	Quarterly	N/A	Aa3	AA	AA
Series 1 Class C	Quarterly	N/A	Baa2	BBB	BBB
Series 2 Class A1	Quarterly	N/A	Aaa	AAA	AAA
Series 2 Class A2	Annually	N/A	Aaa	AAA	AAA
Series 2 Class B	Quarterly	N/A	Aa3	AA	AA
Series 2 Class C	Quarterly	N/A	Baa2	BBB	BBB
Series 3 Class A1	Annually	17-Oct-2006	Aaa	AAA	AAA
Series 3 Class A2	Quarterly	17-Jan-2006	Aaa	AAA	AAA
Series 3 Class B	Quarterly	17-Jan-2006	Aa3	AA	AA
Series 3 Class C	Quarterly	17-Jan-2006	Baa2	BBB	BBB

Holmes Financing (No. 5) PLC
Notes Outstanding
Period Ended 17 October 2005

	Initial note balance	Previous Principal	Redemptions	Current Principal
Series 1 Class A	\$1,000,000,000	\$0	\$0	\$0
Series 1 Class B	\$35,000,000	\$0	\$0	\$0
Series 1 Class C	\$52,000,000	\$0	\$0	\$0
Series 2 Class A1	\$750,000,000	\$0	\$0	\$0
Series 2 Class A2	CHF 400,000,000	CHF 0	CHF 0	CHF 0
Series 2 Class B	\$35,000,000	\$0	\$0	\$0
Series 2 Class C	\$52,000,000	\$0	\$0	\$0
Series 3 Class A1	€600,000,000	€600,000,000	€0	€600,000,000
Series 3 Class A2	£500,000,000	£500,000,000	£0	£500,000,000
Series 3 Class B	€53,000,000	€53,000,000	€0	€53,000,000
Series 3 Class C	€76,000,000	€76,000,000	€0	€76,000,000

	Currency Swap Counterparty	Current Rating Moody's / S&P / Fitch	Rating Trigger Moody's / S&P / Fitch	Comments
Series 1 Class A	CSFB	Aa3 / A+ / AA-	below Aa3 / AA- / AA-	Series Repaid
Series 1 Class B	CSFB	Aa3 / A+ / AA-	below Aa3 / AA- / AA-	Series Repaid
Series 1 Class C	CSFB	Aa3 / A+ / AA-	below Aa3 / AA- / AA-	Series Repaid
Series 2 Class A1	CSFB	Aa3 / A+ / AA-	below Aa3 / AA- / AA-	Series Repaid
Series 2 Class A2	CSFB	Aa3 / A+ / AA-	below Aa3 / AA- / AA-	Series Repaid
Series 2 Class B	CSFB	Aa3 / A+ / AA-	below Aa3 / AA- / AA-	Series Repaid
Series 2 Class C	CSFB	Aa3 / A+ / AA-	below Aa3 / AA- / AA-	Series Repaid
Series 3 Class A1	Citibank	Aa1 / AA- / AA+	below Aa3 / AA- / AA-	Series Repaid
Series 3 Class A2	GBP - n/a			
Series 3 Class B	Citibank	Aa1 / AA- / AA+	below Aa3 / AA- / AA-	
Series 3 Class C	Citibank	Aa1 / AA- / AA+	below Aa3 / AA- / AA-	

Holmes Financing (No. 6) PLC
Profit & Loss Account
Period ended 17 October 2005

	This Quarter £'000	Prior Quarter £'000
Interest receivable - Inter-company loan	26,693	28,335
Interest receivable - Cash collateral	10,191	267
	<u>36,884</u>	<u>28,602</u>
Interest payable - Notes	(26,693)	(28,335)
Interest payable - CSFB	(10,191)	(267)
	<u>(36,884)</u>	<u>(28,602)</u>
Net operating income	<u>-</u>	<u>-</u>
Fair value derivative	86	18
Other income	-	-
Operating expenses	-	-
Profit on ordinary activities before taxation	<u>86</u>	<u>18</u>
Taxation	-	-
Profit on ordinary activities after taxation	<u>86</u>	<u>18</u>
Dividend	-	-
Retained profit brought forward	(73)	(91)
Retained profit carried forward	<u>14</u>	<u>(73)</u>

Holmes Financing (No. 6) PLC
Balance Sheet
Period ended 17 October 2005

£'000

Fixed asset investments

Loans to Funding 2,077,278

Current assets

Accrued interest receivable	9,449
Cash at bank	14
Cash collateral	55,706
	<u>65,169</u>

Creditors: Amounts falling due within one year

Fair value derivative	(14)
Accrued interest payable	9,449
	<u>9,435</u>

Net current assets 55,734

Total assets less current liabilities 2,133,012

Creditors: Amounts falling due after more than one year

Amounts due to noteholders	(2,077,278)
Amount due to CSFB	(55,706)
Net assets	<u>28</u>

Capital and reserves

Share capital	14
Reserves	14
	<u>28</u>

Holmes Financing (No. 6) PLC
Notes Outstanding
Period Ended 17 October 2005

	ISIN / CUSIP Number	Currency	Reference Rate		
Series 1 Class A	US43638WAA71	US\$	1 month USD Libor		
Series 1 Class B	US43638WAB54	US\$	3 month USD Libor		
Series 1 Class C	US43638WAC38	US\$	3 month USD Libor		
Series 2 Class A	US43638WAD11	US\$	3 month USD Libor		
Series 2 Class B	US43638WAE93	US\$	3 month USD Libor		
Series 2 Class C	US43638WAF68	US\$	3 month USD Libor		
Series 3 Class A	XS0157152785	EUR	3 month Euribor		
Series 3 Class B	XS0157154567	EUR	3 month Euribor		
Series 3 Class C	XS0157155291	EUR	3 month Euribor		
Series 4 Class A1	US43638WAG42	US\$	3 month USD Libor		
Series 4 Class A2	CH0015083659	CHF	Fixed Rate		
Series 4 Class B	US43638WAH25	US\$	3 month USD Libor		
Series 4 Class C	US43638WAJ80	US\$	3 month USD Libor		
Series 5 Class A	XS0157156349	GBP	3 month Sterling Libor		
Series 5 Class B	XS0157158048	GBP	3 month Sterling Libor		
Series 5 Class C	XS0157158634	GBP	3 month Sterling Libor		

	Step Up Date	Expected Repayment Date	Initial Margin	Step up Margin
Series 1 Class A	April 2008	October 2003	0	N/A
Series 1 Class B	April 2008	January 2004	37.5	75
Series 1 Class C	April 2008	January 2004	135	235
Series 2 Class A	April 2008	April 2005	17	N/A
Series 2 Class B	April 2008	July 2005	41	82
Series 2 Class C	April 2008	July 2005	145	245
Series 3 Class A	April 2008	April 2007	24	48
Series 3 Class B	April 2008	July 2007	50	100
Series 3 Class C	April 2008	July 2007	150	250
Series 4 Class A1	April 2008	October 2007	24	48
Series 4 Class A2	April 2008	October 2007	2.50%	35
Series 4 Class B	April 2008	January 2008	52	104
Series 4 Class C	April 2008	January 2008	155	255
Series 5 Class A	April 2008	April 2008	24	48
Series 5 Class B	April 2008	April 2008	52	14
Series 5 Class C	April 2008	April 2008	155	255

	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
Series 1 Class A	Monthly	N/A	Aaa	AAA	AAA
Series 1 Class B	Quarterly	N/A	Aa3	AA	AA
Series 1 Class C	Quarterly	N/A	Baa2	BBB	BBB
Series 2 Class A	Quarterly	N/A	Aaa	AAA	AAA
Series 2 Class B	Quarterly	N/A	Aa3	AA	AA
Series 2 Class C	Quarterly	N/A	Baa2	BBB	BBB
Series 3 Class A	Quarterly	17-Jan-2006	Aaa	AAA	AAA
Series 3 Class B	Quarterly	17-Jan-2006	Aa3	AA	AA
Series 3 Class C	Quarterly	17-Jan-2006	Baa2	BBB	BBB
Series 4 Class A1	Quarterly	17-Jan-2006	Aaa	AAA	AAA
Series 4 Class A2	Annually	17-Oct-2006	Aaa	AAA	AAA
Series 4 Class B	Quarterly	17-Jan-2006	Aa3	AA	AA
Series 4 Class C	Quarterly	17-Jan-2006	Baa2	BBB	BBB
Series 5 Class A	Quarterly	17-Jan-2006	Aaa	AAA	AAA
Series 5 Class B	Quarterly	17-Jan-2006	Aa3	AA	AA
Series 5 Class C	Quarterly	17-Jan-2006	Baa2	BBB	BBB

Holmes Financing (No. 6) PLC
Notes Outstanding
Period Ended 17 October 2005

	Initial note balance	Previous Principal	Redemptions	Current Principal
Series 1 Class A	\$1,500,000,000	\$0	\$0	\$0
Series 1 Class B	\$50,000,000	\$0	\$0	\$0
Series 1 Class C	\$86,000,000	\$0	\$0	\$0
Series 2 Class A	\$1,250,000,000	\$0	\$0	\$0
Series 2 Class B	\$42,000,000	\$0	\$0	\$0
Series 2 Class C	\$70,000,000	\$0	\$0	\$0
Series 3 Class A	€1,000,000,000	€1,000,000,000	€0	€1,000,000,000
Series 3 Class B	€34,000,000	€34,000,000	€0	€34,000,000
Series 3 Class C	€57,000,000	€57,000,000	€0	€57,000,000
Series 4 Class A1	\$1,000,000,000	\$1,000,000,000	\$0	\$1,000,000,000
Series 4 Class A2	CHF 300,000,000	CHF 300,000,000	CHF 0	CHF 300,000,000
Series 4 Class B	\$40,000,000	\$40,000,000	\$0	\$40,000,000
Series 4 Class C	\$69,000,000	\$69,000,000	\$0	\$69,000,000
Series 5 Class A	£500,000,000	£500,000,000	£0	£500,000,000
Series 5 Class B	£17,000,000	£17,000,000	£0	£17,000,000
Series 5 Class C	£29,000,000	£29,000,000	£0	£29,000,000

	Currency Swap Counterparty	Current Rating Moody's / S&P / Fitch	Rating Trigger Moody's / S&P / Fitch	Comments
Series 1 Class A	Barclays Capital	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 1 Class B	Barclays Capital	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 1 Class C	Barclays Capital	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class A	Barclays Capital	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class B	Barclays Capital	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class C	Barclays Capital	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 3 Class A	CSFB	Aa3 and P-1 / A-1 / F1+	below A1 or P-1 / A-1+ / F1	Collateralised
Series 3 Class B	CSFB	Aa3 and P-1 / A-1 / F1+	below A1 or P-1 / A-1+ / F1	Collateralised
Series 3 Class C	CSFB	Aa3 and P-1 / A-1 / F1+	below A1 or P-1 / A-1+ / F1	Collateralised
Series 4 Class A1	Citibank	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
Series 4 Class A2	UBS	Aa2 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
Series 4 Class B	Citibank	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
Series 4 Class C	Citibank	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
Series 5 Class A	GBP - n/a			
Series 5 Class B	GBP - n/a			
Series 5 Class C	GBP - n/a			

Holmes Financing (No. 7) PLC
Profit & Loss Account
Period ended 17 October 2005

	This Quarter £'000	Prior Quarter £'000
Interest receivable - Inter-company loan	23,820	24,330
Interest receivable - Cash deposits	1	1
	<u>23,821</u>	<u>24,331</u>
Interest payable - Notes	(23,820)	(24,330)
Interest payable		
	<u>(23,820)</u>	<u>(24,330)</u>
Net operating income	<u>1</u>	<u>1</u>
Fair value derivative	297	(153)
Operating expenses	-	-
Profit on ordinary activities before taxation	<u>298</u>	<u>(152)</u>
Taxation	-	-
Profit on ordinary activities after taxation	<u>298</u>	<u>(152)</u>
Dividend	-	-
Retained profit brought forward	(285)	(133)
Retained profit carried forward	<u>14</u>	<u>(285)</u>

Holmes Financing (No. 7) PLC
Balance Sheet
Period ended 17 October 2005

	£'000
Fixed asset investments	
Loans to Funding	1,882,160
Current assets	
Cash at bank	14
	<u>14</u>
Creditors: Amounts falling due within one year	
Fair value derivative	(14)
Sundry creditors	-
	<u>(14)</u>
Net current assets	27
Total assets less current liabilities	<u>1,882,187</u>
Creditors: Amounts falling due after more than one year	
Amounts due to noteholders	(1,882,160)
Net assets	<u><u>27</u></u>
Capital and reserves	
Share capital	13
Reserves	14
	<u><u>27</u></u>

Holmes Financing (No. 7) PLC
Notes Outstanding
Period Ended 17 October 2005

	ISIN / CUSIP Number	Currency	Reference Rate		
Series 1 Class A	US43759PAA57	US\$	1 month USD Libor		
Series 1 Class B	US43759PAB31	US\$	3 month USD Libor		
Series 1 Class M	US43759PAC14	US\$	3 month USD Libor		
Series 2 Class A	US43759PAD96	US\$	3 month USD Libor		
Series 2 Class B	US43759PAE79	US\$	3 month USD Libor		
Series 2 Class M	US43759PAF45	US\$	3 month USD Libor		
Series 3 Class A	US43759PAG28	US\$	3 month USD Libor		
Series 3 Class B	XS0165442137	GBP	3 month Sterling Libor		
Series 3 Class M	XS0165443291	GBP	3 month Sterling Libor		
Series 4 Class A1	XS0165443531	EUR	3 month Euribor		
Series 4 Class A2	XS0165443705	GBP	3 month Sterling Libor		
Series 4 Class B	XS0165443960	EUR	3 month Euribor		
Series 4 Class M	XS0165444182	EUR	3 month Euribor		

	Step Up Date	Expected Repayment Date	Initial Margin	Step up Margin
Series 1 Class A	April 2008	April 2004	-4	N/A
Series 1 Class B	April 2008	July 2004	23	46
Series 1 Class M	April 2008	July 2004	75	150
Series 2 Class A	April 2008	January 2006	15	N/A
Series 2 Class B	April 2008	April 2006	35	70
Series 2 Class M	April 2008	April 2006	80	160
Series 3 Class A	April 2008	April 2007	23	46
Series 3 Class B	April 2008	July 2007	50	100
Series 3 Class M	April 2008	July 2007	80	160
Series 4 Class A1	April 2008	April 2008	26	52
Series 4 Class A2	April 2008	April 2008	26	52
Series 4 Class B	April 2008	April 2008	53	106
Series 4 Class M	April 2008	April 2008	80	160

	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
Series 1 Class A	Monthly	N/A	Aaa	AAA	AAA
Series 1 Class B	Quarterly	N/A	Aa3	AA	AA
Series 1 Class M	Quarterly	N/A	A2	A	A
Series 2 Class A	Quarterly	17-Jan-2006	Aaa	AAA	AAA
Series 2 Class B	Quarterly	17-Jan-2006	Aa3	AA	AA
Series 2 Class M	Quarterly	17-Jan-2006	A2	A	A
Series 3 Class A	Quarterly	17-Jan-2006	Aaa	AAA	AAA
Series 3 Class B	Quarterly	17-Jan-2006	Aa3	AA	AA
Series 3 Class M	Quarterly	17-Jan-2006	A2	A	A
Series 4 Class A1	Quarterly	17-Jan-2006	Aaa	AAA	AAA
Series 4 Class A2	Quarterly	17-Jan-2006	Aaa	AAA	AAA
Series 4 Class B	Quarterly	17-Jan-2006	Aa3	AA	AA
Series 4 Class M	Quarterly	17-Jan-2006	A2	A	A

Holmes Financing (No. 7) PLC
Notes Outstanding
Period Ended 17 October 2005

	Initial note balance	Previous Principal	Redemptions	Current Principal
Series 1 Class A	\$750,000,000	\$0	\$0	\$0
Series 1 Class B	\$22,500,000	\$0	\$0	\$0
Series 1 Class M	\$38,250,000	\$0	\$0	\$0
Series 2 Class A	\$1,250,000,000	\$1,250,000,000	\$0	\$1,250,000,000
Series 2 Class B	\$37,500,000	\$37,500,000	\$0	\$37,500,000
Series 2 Class M	\$63,750,000	\$63,750,000	\$0	\$63,750,000
Series 3 Class A	\$500,000,000	\$500,000,000	\$0	\$500,000,000
Series 3 Class B	£15,000,000	£15,000,000	£0	£15,000,000
Series 3 Class M	£20,000,000	£20,000,000	£0	£20,000,000
Series 4 Class A1	€500,000,000	€500,000,000	€0	€500,000,000
Series 4 Class A2	£250,000,000	£250,000,000	£0	£250,000,000
Series 4 Class B	€1,000,000	€1,000,000	€0	€1,000,000
Series 4 Class M	€6,000,000	€6,000,000	€0	€6,000,000

	Currency Swap Counterparty	Current Rating Moody's / S&P / Fitch	Rating Trigger Moody's / S&P / Fitch	Comments
Series 1 Class A	Citibank	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 1 Class B	Citibank	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 1 Class M	Citibank	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class A	Swiss Re	Aa2 and P-1 / AA and A-1+ / AA+	below A1 or P-1 / AA- or A-1+ / AA-	
Series 2 Class B	Swiss Re	Aa2 and P-1 / AA and A-1+ / AA+	below A1 or P-1 / AA- or A-1+ / AA-	
Series 2 Class M	Swiss Re	Aa2 and P-1 / AA and A-1+ / AA+	below A1 or P-1 / AA- or A-1+ / AA-	
Series 3 Class A	Banque ALG	Aa2 / AA / AA	below A1 / AA- / A	
Series 3 Class B	GBP - n/a			
Series 3 Class M	GBP - n/a			
Series 4 Class A1	Citibank	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
Series 4 Class A2	GBP - n/a			
Series 4 Class B	Citibank	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
Series 4 Class M	Citibank	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	

Holmes Financing (No. 8) PLC
Profit & Loss Account
Period ended 17 October 2005

	This Quarter £'000	Prior Quarter £'000
Interest receivable - Inter-company loan	36,237	37,031
Interest receivable - Cash collateral	4,745	335
Interest receivable - Cash deposits	3	3
	<u>40,986</u>	<u>37,369</u>
Interest payable - Notes	(36,237)	(37,031)
Interest payable - CSFB	(4,745)	(335)
	<u>(40,983)</u>	<u>(37,366)</u>
Net operating income	<u>3</u>	<u>3</u>
Fair value derivative	(226)	587
Operating expenses	-	-
Profit on ordinary activities before taxation	<u>(223)</u>	<u>590</u>
Taxation	-	-
Profit on ordinary activities after taxation	<u>(223)</u>	<u>590</u>
Dividend	-	-
Retained profit brought forward	(620)	(1,209)
Retained profit carried forward	<u>(843)</u>	<u>(620)</u>

Holmes Financing (No. 8) PLC
Balance Sheet
Period ended 17 October 2005

£'000

Fixed asset investments

Loans to Funding 2,890,194

Current assets

Accrued interest receivable	4,375
Cash at bank	16
Cash collateral	30,270
	<u>34,660</u>

Creditors: Amounts falling due within one year

Fair value derivative	846
Accrued interest payable	4,375
	<u>5,220</u>

Net current assets 29,440

Total assets less current liabilities 2,919,634

Creditors: Amounts falling due after more than one year

Amounts due to noteholders	(2,890,194)
Amount due to CSFB	(30,270)
Net assets	<u><u>(830)</u></u>

Capital and reserves

Share capital	13
Reserves	(843)
	<u><u>(830)</u></u>

Holmes Financing (No. 8) PLC
Notes Outstanding
Period Ended 17 October 2005

	ISIN / CUSIP Number	Currency	Reference Rate
Series 1 Class A	US43638VAA98	US\$	1 month USD Libor
Series 1 Class B	US43638VAB71	US\$	3 month USD Libor
Series 1 Class C	US43638VAC54	US\$	3 month USD Libor
Series 2 Class A	US43638VAD38	US\$	3 month USD Libor
Series 2 Class B	US43638VAE11	US\$	3 month USD Libor
Series 2 Class C	US43638VAF85	US\$	3 month USD Libor
Series 3 Class A	XS0188149867	EUR	3 month Euribor
Series 3 Class B	XS0188150014	EUR	3 month Euribor
Series 3 Class C	XS0188150105	EUR	3 month Euribor
Series 4 Class A1	XS0188150287	GBP	3 month Sterling Libor
Series 4 Class A2	US43638VAG68	US\$	3 month USD Libor
Series 4 Class B	XS0188150444	GBP	3 month Sterling Libor
Series 4 Class C	XS0188150527	GBP	3 month Sterling Libor

	Step Up Date	Expected Repayment Date	Initial Margin	Step up Margin
Series 1 Class A	April 2005	April 2005	-5	N/A
Series 1 Class B	January 2009	April 2005	13	26
Series 1 Class C	January 2009	April 2005	62	162
Series 2 Class A	January 2009	January 2007	8	16
Series 2 Class B	January 2009	January 2007	17	34
Series 2 Class C	January 2009	January 2007	72	172
Series 3 Class A	January 2009	October 2008	15	30
Series 3 Class B	January 2009	October 2008	27	54
Series 3 Class C	January 2009	October 2008	85	185
Series 4 Class A1	January 2009	January 2009	15	30
Series 4 Class A2	January 2009	January 2009	14	28
Series 4 Class B	January 2009	January 2009	30	60
Series 4 Class C	January 2009	January 2009	90	190

	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
Series 1 Class A	Monthly	N/A	P-1	A-1+	F1+
Series 1 Class B	Quarterly	N/A	Aa3	AA	AA
Series 1 Class C	Quarterly	N/A	Baa2	BBB	BBB
Series 2 Class A	Quarterly	17-Jan-2006	Aaa	AAA	AAA
Series 2 Class B	Quarterly	17-Jan-2006	Aa3	AA	AA
Series 2 Class C	Quarterly	17-Jan-2006	Baa2	BBB	BBB
Series 3 Class A	Quarterly	17-Jan-2006	Aaa	AAA	AAA
Series 3 Class B	Quarterly	17-Jan-2006	Aa3	AA	AA
Series 3 Class C	Quarterly	17-Jan-2006	Baa2	BBB	BBB
Series 4 Class A1	Quarterly	17-Jan-2006	Aaa	AAA	AAA
Series 4 Class A2	Quarterly	17-Jan-2006	Aaa	AAA	AAA
Series 4 Class B	Quarterly	17-Jan-2006	Aa3	AA	AA
Series 4 Class C	Quarterly	17-Jan-2006	Baa2	BBB	BBB

Holmes Financing (No. 8) PLC
Notes Outstanding
Period Ended 17 October 2005

	Initial note balance	Previous Principal	Redemptions	Current Principal
Series 1 Class A	\$1,850,000,000	\$0	\$0	\$0
Series 1 Class B	\$62,900,000	\$0	\$0	\$0
Series 1 Class C	\$107,300,000	\$0	\$0	\$0
Series 2 Class A	\$1,500,000,000	\$1,500,000,000	\$0	\$1,500,000,000
Series 2 Class B	\$51,000,000	\$51,000,000	\$0	\$51,000,000
Series 2 Class C	\$87,000,000	\$87,000,000	\$0	\$87,000,000
Series 3 Class A	€90,000,000	€90,000,000	€0	€90,000,000
Series 3 Class B	€34,000,000	€34,000,000	€0	€34,000,000
Series 3 Class C	€7,500,000	€7,500,000	€0	€7,500,000
Series 4 Class A1	£900,000,000	£900,000,000	£0	£900,000,000
Series 4 Class A2	\$500,000,000	\$500,000,000	\$0	\$500,000,000
Series 4 Class B	£39,900,000	£39,900,000	£0	£39,900,000
Series 4 Class C	£68,000,000	£68,000,000	£0	£68,000,000

	Currency Swap Counterparty	Current Rating Moody's / S&P / Fitch	Rating Trigger Moody's / S&P / Fitch	Comments
Series 1 Class A	UBS	Aa2 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 1 Class B	UBS	Aa2 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 1 Class C	UBS	Aa2 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class A	Citibank	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
Series 2 Class B	Citibank	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
Series 2 Class C	Citibank	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
Series 3 Class A	Barclays Capital	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
Series 3 Class B	Barclays Capital	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
Series 3 Class C	Barclays Capital	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
Series 4 Class A1	GBP - n/a			
Series 4 Class A2	CSFB	Aa3 and P-1 / A-1 / F1+	below A1 or P-1 / A-1+ / F1	Collateralised
Series 4 Class B	GBP - n/a			
Series 4 Class C	GBP - n/a			

Holmes Funding Limited
Profit & Loss Account
Period ended 17 October 2005

	This Quarter £'000	Prior Quarter £'000
Interest receivable - Mortgages less Swaps	154,090	156,838
Interest receivable - Cash Deposits	7,914	15,256
Gain/(Loss) on fair value of interest rate swap	695	(20,315)
	<u>162,699</u>	<u>151,778</u>
Interest payable - Inter-company loans	(153,231)	(165,903)
Interest payable - Start up loans	(430)	(446)
	<u>(153,661)</u>	<u>(166,348)</u>
Net operating income	9,038	(14,570)
Other income	8,559	5,311
Provisions	(1,025)	(337)
Expenses	(4,078)	(4,135)
Start up costs amortisation	(1,247)	(1,410)
Deferred consideration	(11,231)	15,157
Profit/(loss) on ordinary activities before taxation	<u>16</u>	<u>16</u>
Taxation	(5)	(5)
Profit/(loss) on ordinary activities after taxation	<u>11</u>	<u>11</u>
Dividend	-	-
Retained profit/(loss) brought forward	1,350	1,339
Retained profit/(loss) carried forward	<u><u>1,362</u></u>	<u><u>1,350</u></u>

Holmes Funding Limited
Balance Sheet
Period ended 17 October 2005

	£'000	£'000
Fixed asset investments		
Beneficial interest in Trust mortgage portfolio		11,036,840
Beneficial interest in Trust cash at bank		
Fair value of interest rate swap		(20,669)
Current assets		
Amounts owed by Trustee	80,832	
Deferred expenditure (costs of securing)	7,150	
Sundry debtors	-	
Deferred taxation / group relief receivable	-	
Cash at bank:		
Reserve funding	338,070	
Transaction account	1,793	
Funding GIC account	884,831	
	<u>1,312,676</u>	
Creditors: Amounts falling due within one year		
Deferred consideration creditor	200,583	
Interest payable - start up loans	1,299	
Amounts due to Trustee	-	
Interest payable - Inter-company loans	-	
Sundry creditors	247,781	
Corporation Taxation	26	
	<u>449,689</u>	
Net current assets		862,988
Total assets less current liabilities		<u>11,879,159</u>
Creditors: Amounts falling due after more than one year		
Inter-company loans		(11,843,732)
Start up loans		(34,065)
Net assets		<u><u>1,362</u></u>
Capital and reserves		
Share capital (£2)		-
Reserves		<u>1,362</u>
		<u><u>1,362</u></u>

Holmes Funding Limited
Notes to Balance Sheet
Period ended 17 October 2005

	£'000	£'000	£'000	£'000
Balance on cash accumulation ledger		<u>Nil</u>		

Available credit enhancement

	First Reserve	Second Reserve	Funding Reserve
Reserve funds at closing	<u>338,000</u>	<u>-</u>	<u>70,000</u>
Initial closing reserve funds	338,000	-	<u>70,000</u>
Drawings to make bullet repayment	-	-	-
Other drawings	-	-	-
Transfers from revenue receipts	-	-	-
Closing reserve balance	<u>338,000</u>	<u>-</u>	<u>70,000</u>
Target reserve funds	<u>338,000</u>	<u>-</u>	<u>70,000</u>

Principal deficiency ledger

	AAA	AA	A	BBB
Opening PDL balance	Nil	Nil	Nil	Nil
Losses this quarter	-	-	-	-
PDL top up from revenue income	-	-	-	-
Closing PDL balance	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>	<u>Nil</u>

Start up loan outstanding

	Opening balance	Repayment	Closing balance
	Restated		
Initial start up loan (incl. accrued interest)	4,550	4,550	-
Second start up loan (incl. accrued interest)	4,535	4,535	-
Third start up loan	5,809	5,809	-
Fourth start up loan	2,473	2,473	-
Fifth start up loan	1,652	1,652	-
Sixth start up loan	1,888	1,888	-
Seventh start up loan	1,152	1,152	-
Eighth start up loan	12,006	12,006	-
Closing balance	<u>34,065</u>	<u>34,065</u>	<u>-</u>

Liquidity facility

Liquidity facility limit	25,000
Liquidity facility drawn	-
Liquidity facility available	25,000

Holmes Trustees Limited
Profit & Loss Account
Period ended 17 October 2005

	This Quarter £'000	Prior Quarter £'000
Interest receivable - Mortgages	409,282	393,724
Interest receivable - Cash Deposits	12,623	6,452
	<u>421,904</u>	<u>400,176</u>
Interest payable - Mortgages	(409,282)	(393,724)
Interest payable - Cash Deposits	(12,623)	(6,452)
	<u>(421,904)</u>	<u>(400,176)</u>
Net operating income	<u>-</u>	<u>-</u>
Fees receivable	9,161	6,873
Fees payable	(9,161)	(6,873)
Operating expenses	(3,592)	(3,692)
Provision charges	(2,480)	(733)
Other income	6,073	4,424
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 17 October 2005

£'000

Fixed asset investments

Mortgage loans secured on residential property 29,600,765

Current assets

Bank interest receivable	1,475
Cash at bank	389,028
Amounts due from Seller	19,905
Other debtors	4
Accrued interest receivable	59,458
	<u>469,869</u>

Creditors: Amounts falling due within one year

Amounts due to Funding	80,832
Sundry creditors	10
	<u>80,841</u>

Net current assets 389,028

Total assets less current liabilities 29,989,793

Creditors: Amounts falling after more than one year

Seller share of mortgage loans	(18,563,925)
Funding share of mortgage loans	(11,036,840)

Seller share of cash at bank	(389,028)
Funding share of cash at bank	-

Net assets -

Capital and reserves

Share capital (£2)	-
Reserves	-
	<u>-</u>