

Holmes Financing (No. 1) PLC
Issuer Profit & Loss Account
Period ended 31 March 2010

	This Period	Prior Quarter
	£'000	£'000
Interest receivable - Inter-company loan	662	700
Interest receivable - Cash Deposits	-	-
	<hr/>	<hr/>
	662	700
Interest payable - Notes	(662)	(700)
	<hr/>	<hr/>
	(662)	(700)
Net operating income	-	-
	<hr/>	<hr/>
Profit on ordinary activities before taxation	-	-
Taxation	-	-
Unrealised IFRS fair value movement on swaps	(4,157)	4,601
	<hr/>	<hr/>
Profit on ordinary activities after taxation	(4,157)	4,601
Dividend	-	-
Reserves available	6,918	2,316
	<hr/>	<hr/>
Reserves available	<u>2,760</u>	<u>6,918</u>

Holmes Financing (No. 1) PLC

Balance Sheet

Period ended 31 March 2010

Fixed Asset investments

Loans to Funding 275,000

Current assets

Accrued interest on Funding loan 551

Cash at bank 43

Deferred tax 595

Creditors: Amounts usually falling due within one year

Deferred tax -

Fair value derivative 2,178

2,178

Net current assets 2,773

Total assets less current liabilities 277,773

Creditors: Amounts usually falling due after more than one year

Amounts due to noteholders (275,000)

Net assets 2,773

Capital and reserves

Share capital 13

Reserves available 2,760

2,773

(0)

Holmes Financing (No. 1) PLC

Notes Outstanding

Period Ended 15 April 2010

	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	N/A	Aaa	AAA	AAA
Series 3 Class A2	Quarterly	N/A	Aaa	AAA	AAA
Series 3 Class B	Quarterly	N/A	Aa3	AA	AA
Series 3 Class C	Quarterly	N/A	Baa2	BBB	BBB
Series 4 Class A	Semi Annually	15-Jul-2010	Aaa	AAA	AAA
Series 4 Class B	Quarterly	15-Jul-2010	Aa3	AA	AA
Series 4 Class C	Quarterly	15-Jul-2010	Baa2	BBB	BBB

	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	\$0	\$0	\$0
Series 2 Class C	\$45,000,000	\$0	\$0	\$0
Series 3 Class A1	£375,000,000	£0	£0	£0
Series 3 Class A2	€320,000,000	€0	€0	€0
Series 3 Class B	£24,000,000	£0	£0	£0
Series 3 Class C	£30,000,000	£0	£0	£0
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, N.A.	-	below Aa3 / AA- / AA-	Series Repaid
Series 1 Class B	Citibank, N.A.	-	below Aa3 / AA- / AA-	Series Repaid
Series 1 Class C	Citibank, N.A.	-	below Aa3 / AA- / AA-	Series Repaid
Series 2 Class A	GRFSL	-	below Aa3 / AA- / AA-	Series Repaid
Series 2 Class B	GRFSL	-	below Aa3 / AA- / AA-	Series Repaid
Series 2 Class C	GRFSL	-	below Aa3 / AA- / AA-	Series Repaid
Series 3 Class A1	GBP - n/a	-	-	Series Repaid
Series 3 Class A2	Citibank, N.A.	-	below Aa3 / AA- / AA-	Series Repaid
Series 3 Class B				Series Repaid
Series 3 Class C				Series Repaid
Series 4 Class A	Citibank, N.A.	A3 and P-1 / A and A- 1 / A+ and F1+	below Aa3 / AA- / AA-	
Series 4 Class B				
Series 4 Class C				

Holmes Financing (No. 9) PLC
Issuer Profit & Loss Account
Period ended 31 March 2010

	This Period	Prior Quarter
	£'000	£'000
Interest receivable - Inter-company loan	1,935	2,783
Interest receivable - Cash deposits	-	-
	<hr/>	<hr/>
	1,935	2,783
Interest payable - Notes	<hr/> (1,935)	<hr/> (2,783)
	(1,935)	(2,783)
Net operating income	<hr/> -	<hr/> -
Profit on ordinary activities before taxation	<hr/> -	<hr/> -
Taxation	-	-
Unrealised IFRS fair value movement on swap	(593)	(279)
Profit on ordinary activities after taxation	<hr/> (593)	<hr/> (279)
Dividend	-	-
Retained profit brought forward	825	1,104
Retained profit carried forward	<hr/> <hr/> 232	<hr/> <hr/> 825

Holmes Financing (No. 9) PLC**Balance Sheet**

Period ended 31 March 2010

£'000

Fixed Asset investments

Loans to Funding 1,053,265

Current assets

Accrued interest on Funding loan 1,524

FV of the derivative-cross currency swap 76,702

Accrued interest on derivative 165

Cash at bank 16

78,407**Creditors: Amounts usually falling due within one year**

Fair value derivative -

Deferred tax -

Net current assets 78,407

Total assets less current liabilities 1,131,672

Creditors: Amounts usually falling due after more than one year

Amounts due to noteholders (1,053,265)

Exchange adjustments to notes (76,473)

(1,129,738)

Accrued interest on notes (1,689)

Net assets 245**Capital and reserves**

Share capital 13

Reserves 232244

Holmes Financing (No. 9) PLC

Notes Outstanding

Period Ended 15 April 2010

	ISIN / CUSIP Number	Currency	Reference Rate
Series 1 Class A	US436385AA69	US\$	1 month USD Libor
Series 2 Class A	US436385AB43	US\$	3 month USD Libor
Series 3 Class A1	XS0200691805	EUR	3 month Euribor
Series 3 Class A2	XS0200691987	GBP	3 month Sterling Libor
Series 4 Class A	XS0200692019	GBP	3 month Sterling Libor

	Step Up Date	Expected Repayment Date	Initial Margin	Step up Margin
Series 1 Class A	December 2006	December 2006	-3	N/A
Series 2 Class A	October 2010	October 2008	6	12
Series 3 Class A1	October 2010	April 2010	10	20
Series 3 Class A2	October 2010	April 2010	9	18
Series 4 Class A	October 2010	July 2010	9	18

	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
Series 1 Class A	Monthly	N/A	P-1	A-1+	F1+
Series 2 Class A	Quarterly	N/A	Aaa	AAA	AAA
Series 3 Class A1	Quarterly	N/A	Aaa	AAA	AAA
Series 3 Class A2	Quarterly	N/A	Aaa	AAA	AAA
Series 4 Class A	Quarterly	15-Jul-2010	Aaa	AAA	AAA

	Initial note balance	Previous Principal	Redemptions	Current Principal
Series 1 Class A	\$1,740,000,000	\$0	\$0	\$0
Series 2 Class A	\$2,175,000,000	\$0	\$0	\$0
Series 3 Class A1	€740,000,000	€370,000,000	€370,000,000	€0
Series 3 Class A2	£400,000,000	£200,000,000	£200,000,000	£0
Series 4 Class A	£600,000,000	£600,000,000	£0	£600,000,000

	Currency Swap Counterparty	Current Rating Moody's / S&P / Fitch	Rating Trigger Moody's / S&P / Fitch below A1 or P-1 / A-1+ / A+ or F1	Comments
Series 1 Class A	Deutsche Bank AG	-	below A1 or P-1 / A-1+ / A+ or F1	Series Repaid
Series 2 Class A	Deutsche Bank AG	-	below A1 or P-1 / A-1+ / A+ or F1	Series Repaid
Series 3 Class A1	Deutsche Bank AG	Aa3 and P-1 / A+ and A-1 / AA- and F1+	below A1 or P-1 / A-1+ / A+ or F1	Series Repaid
Series 3 Class A2				Series Repaid
Series 4 Class A				

Holmes Financing (No. 10) PLC**Issuer Profit & Loss Account****Period ended 31 March 2010**

	This Period	Prior Quarter
	£'000	£'000
Interest receivable - Inter-company loan	2,617	2,807
Interest receivable - Cash deposits	-	-
	<hr/> 2,617	<hr/> 2,807
Interest payable - Notes	<hr/> (2,617)	<hr/> (2,807)
	(2,617)	(2,807)
Net operating income	<hr/> -	<hr/> -
Profit on ordinary activities before taxation	<hr/> -	<hr/> -
Taxation	-	-
Unrealised IFRS fair value movement on swap	(284)	1,208
Profit on ordinary activities after taxation	<hr/> (284)	<hr/> 1,208
Dividend	-	-
Reserves available brought forward	(1,172)	(2,380)
Reserves available carried forward	<hr/> <hr/> (1,456)	<hr/> <hr/> (1,172)

Holmes Financing (No. 10) PLC**Balance Sheet**

Period ended 31 March 2010

£'000

Current assets

Sundry debtors	
Sundry debtors	-
Accrued interest on Funding loan	2,203
FV of the derivative	171,562
Accrued interest on derivative	(469)
	<hr/>
	173,309
	<hr/>

Creditors: Amounts usually falling due within one year

Sundry creditors	-
Deferred tax	
	<hr/>
	-
	<hr/>

Net current assets 173,309

Total assets less current liabilities 1,699,469

Creditors: Amounts usually falling due after more than one year

Amounts due to noteholders	(1,526,160)
Exchange adjustments to notes	(173,019)
	<hr/>
	(1,699,179)
	<hr/>

Accrued interest on notes (1,734)

Net assets (1,444)

Capital and reserves

Share capital	13
Reserves	(1,456)
	<hr/>
	(1,444)
	<hr/>

Holmes Financing (No. 10) PLC

Notes Outstanding

Period Ended 15 April 2010

	ISIN / CUSIP Number	Currency	Reference Rate
Series 1 Class A	US43638XAG25	US\$	1 month USD Libor
Series 1 Class B	US43638XAA54	US\$	3 month USD Libor
Series 1 Class C	US43638XAB38	US\$	3 month USD Libor
Series 2 Class A	US43638XAC11	US\$	3 month USD Libor
Series 2 Class B	US43638XAD93	US\$	3 month USD Libor
Series 2 Class C	US43638XAE76	US\$	3 month USD Libor
Series 3 Class A	XS0262870222	EUR	3 month Euribor
Series 3 Class B1	XS0262871030	EUR	3 month Euribor
Series 3 Class B2	XS0262875700	GBP	3 month Sterling Libor
Series 3 Class M1	XS0262871386	EUR	3 month Euribor
Series 3 Class M2	XS0262876930	GBP	3 month Sterling Libor
Series 3 Class C1	XS0262872277	EUR	3 month Euribor
Series 3 Class C2	XS0262878126	GBP	3 month Sterling Libor
Series 4 Class A1	US43638XAF42	US\$	3 month USD Libor
Series 4 Class A2	XS0262878985	GBP	3 month Sterling Libor

	Step Up Date	Expected Repayment Date	Initial Margin	Step up Margin
Series 1 Class A	July 2007	July 2007	-3	N/A
Series 1 Class B	October 2010	July 2007	8	16
Series 1 Class C	October 2010	July 2007	27	54
Series 2 Class A	October 2010	July 2008	3	6
Series 2 Class B	October 2010	July 2008	9	18
Series 2 Class C	October 2010	July 2008	35	70
Series 3 Class A	October 2010	July 2009	7	14
Series 3 Class B1	October 2010	July 2009	12	24
Series 3 Class B2	October 2010	July 2009	12	24
Series 3 Class M1	October 2010	July 2009	20	40
Series 3 Class M2	October 2010	July 2009	20	40
Series 3 Class C1	October 2010	July 2009	40	80
Series 3 Class C2	October 2010	July 2009	40	80
Series 4 Class A1	October 2010	October 2010	8	16
Series 4 Class A2	October 2010	October 2010	9	18

	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	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	N/A	Aaa	AAA	AAA
Series 3 Class B1	Quarterly	N/A	Aa3	AA	AA
Series 3 Class B2	Quarterly	N/A	Aa3	AA	AA
Series 3 Class M1	Quarterly	N/A	A2	A	A
Series 3 Class M2	Quarterly	N/A	A2	A	A
Series 3 Class C1	Quarterly	N/A	Baa2	BBB	BBB
Series 3 Class C2	Quarterly	N/A	Baa2	BBB	BBB

Series 4 Class A1	Quarterly	15-Jul-2010	Aaa	AAA	AAA
Series 4 Class A2	Quarterly	15-Jul-2010	Aaa	AAA	AAA

	Initial note balance	Previous Principal	Redemptions	Current Principal
Series 1 Class A	\$1,260,000,000	\$0	\$0	\$0
Series 1 Class B	\$47,000,000	\$0	\$0	\$0
Series 1 Class C	\$47,000,000	\$0	\$0	\$0
Series 2 Class A	\$1,440,000,000	\$0	\$0	\$0
Series 2 Class B	\$55,000,000	\$0	\$0	\$0
Series 2 Class C	\$55,000,000	\$0	\$0	\$0
Series 3 Class A	€1,000,000,000	€0	€0	€0
Series 3 Class B1	€37,000,000	€0	€0	€0
Series 3 Class B2	£27,500,000	£0	£0	£0
Series 3 Class M1	€34,000,000	€0	€0	€0
Series 3 Class M2	£20,000,000	£0	£0	£0
Series 3 Class C1	€52,500,000	€0	€0	€0
Series 3 Class C2	£22,000,000	£0	£0	£0
Series 4 Class A1	\$1,440,000,000	\$1,440,000,000	\$0	\$1,440,000,000
Series 4 Class A2	£750,000,000	£750,000,000	£0	£750,000,000

	Currency Swap Counterparty	Current Rating Moody's / S&P / Fitch	Rating Trigger Moody's / S&P / Fitch	Comments
Series 1 Class A	HSBC Bank plc	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 1 Class B	HSBC Bank plc	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 1 Class C	HSBC Bank plc	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class A	HSBC Bank plc	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class B	HSBC Bank plc	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class C	HSBC Bank plc	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 3 Class A	Citibank, N.A.	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 3 Class B1	Citibank, N.A.	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 3 Class B2				Series Repaid
Series 3 Class M1	Citibank, N.A.	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 3 Class M2				Series Repaid
Series 3 Class C1	Citibank, N.A.	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 3 Class C2				Series Repaid
Series 4 Class A1	HSBC Bank plc	Aa2 and P-1 / AA- and A-1+ / AA and F1+	below A1 or P-1 / A-1+ / F1	
Series 4 Class A2				

Holmes Master Issuer PLC
Issuer Profit & Loss Account
Period ended 31 March 2010

	This Period	Prior Quarter
	£'000	£'000
Interest receivable - Inter-company loan	17,559	19,598
Interest receivable - Cash deposits	-	-
	<u>17,559</u>	<u>19,598</u>
Interest payable - Notes	<u>(1,239)</u>	3,433
	(1,239)	3,433
Net operating income	<u>16,319</u>	23,031
Interest on Debt Securities	(15,382)	(18,024)
Swap interest	<u>(937)</u>	(5,007)
Profit on ordinary activities before taxation	-	-
Taxation	-	-
Unrealised IFRS fair value movement on swaps	(3,194)	9,391
	<u>(3,194)</u>	9,391
Profit on ordinary activities after taxation	(3,194)	9,391
Dividend	-	-
Reserves available brought forward	<u>(112)</u>	(9,503)
Reserves available carry forward	<u>(3,306)</u>	(112)

Holmes Master Issuer PLC
Balance Sheet
Period ended 31 March 2010

£'000

Fixed Asset investments

Loans to Funding		9,910,321
		<u>9,910,321</u>

Current assets

Fair value derivative- swap	2,310,175	
Accrued interest on Funding loan	14,689	

Accrued interest on derivative	(1,127)	
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Cash at bank	35	
	<u>2,323,772</u>	

Creditors: Amounts usually falling due within one year

Deferred Tax		
Corporation tax liability		
	<u>-</u>	

Net current assets		2,323,772
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Total assets less current liabilities		<u>12,234,093</u>
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Creditors: Amounts usually falling due after more than one year

Amounts due to noteholders		(9,910,321)
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Exchange adjustments to notes		(2,313,504)
		<u>(12,223,825)</u>

Accrued interest on notes		(13,562)
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Net assets		<u>(3,294)</u>
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Capital and reserves

Issued Share capital		13
Reserves available		(3,306)
		<u>(3,294)</u>

Holmes Master Issuer PLC 2006-1

Notes Outstanding

Period Ended 15 April 2010

	ISIN / CUSIP Number	Currency	Reference Rate
Series 1 Class A	US43641RAA32	US\$	1 month USD Libor
Series 1 Class B	US43641RAD70	US\$	3 month USD Libor
Series 1 Class C	US43641RAG02	US\$	3 month USD Libor
Series 2 Class A	US43641RAB15	US\$	3 month USD Libor
Series 2 Class B	US43641RAE53	US\$	3 month USD Libor
Series 2 Class M	US43641RAF29	US\$	3 month USD Libor
Series 2 Class C	US43641RAH84	US\$	3 month USD Libor
Series 3 Class A1	US43641RAC97	US\$	3 month USD Libor
Series 3 Class A2	XS0275492683	EUR	3 month Euribor
Series 3 Class A3	XS0275492923	GBP	3 month Sterling Libor
Series 3 Class B2	XS0275533031	EUR	3 month Euribor
Series 3 Class B3	XS0275533890	GBP	3 month Sterling Libor
Series 3 Class M2	XS0275537294	EUR	3 month Euribor
Series 3 Class M3	XS0275539400	GBP	3 month Sterling Libor
Series 3 Class C2	XS0275543006	EUR	3 month Euribor
Series 3 Class C3	XS0275544152	GBP	3 month Sterling Libor

	Step Up Date	Expected Repayment Date	Initial Margin	Step up Margin
Series 1 Class A	October 2007	October 2007	-2	N/A
Series 1 Class B	October 2010	October 2007	9	18
Series 1 Class C	October 2010	October 2007	24	48
Series 2 Class A	October 2010	October 2009	6	12
Series 2 Class B	October 2010	October 2009	12	24
Series 2 Class M	October 2010	October 2009	19	38
Series 2 Class C	October 2010	October 2009	39	78
Series 3 Class A1	October 2010	October 2010	8	16
Series 3 Class A2	October 2010	October 2010	10	20
Series 3 Class A3	October 2010	October 2010	10	20
Series 3 Class B2	October 2010	October 2010	15	30
Series 3 Class B3	October 2010	October 2010	15	30
Series 3 Class M2	October 2010	October 2010	22	42
Series 3 Class M3	October 2010	October 2010	22	42
Series 3 Class C2	October 2010	October 2010	42	84
Series 3 Class C3	October 2010	October 2010	42	84

	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	N/A	Aaa	AAA	AAA
Series 2 Class B	Quarterly	N/A	Aa3	AA	AA
Series 2 Class M	Quarterly	N/A	A2	A	A
Series 2 Class C	Quarterly	N/A	Baa2	BBB	BBB
Series 3 Class A1	Quarterly	15-Jul-2010	Aaa	AAA	AAA
Series 3 Class A2	Quarterly	15-Jul-2010	Aaa	AAA	AAA
Series 3 Class A3	Quarterly	15-Jul-2010	Aaa	AAA	AAA
Series 3 Class B2	Quarterly	15-Jul-2010	Aa3	AA	AA
Series 3 Class B3	Quarterly	15-Jul-2010	Aa3	AA	AA

Series 3 Class M2	Quarterly	15-Jul-2010	A2	A	A
Series 3 Class M3	Quarterly	15-Jul-2010	A2	A	A
Series 3 Class C2	Quarterly	15-Jul-2010	Baa2	BBB	BBB
Series 3 Class C3			Baa2	BBB	BBB

	Initial note balance	Previous Principal	Redemptions	Current Principal
Series 1 Class A	\$1,500,000,000	\$0	\$0	\$0
Series 1 Class B	\$45,000,000	\$0	\$0	\$0
Series 1 Class C	\$45,000,000	\$0	\$0	\$0
Series 2 Class A	\$1,500,000,000	\$0	\$0	\$0
Series 2 Class B	\$35,000,000	\$0	\$0	\$0
Series 2 Class M	\$30,000,000	\$0	\$0	\$0
Series 2 Class C	\$40,000,000	\$0	\$0	\$0
Series 3 Class A1	\$900,000,000	\$900,000,000	\$0	\$900,000,000
Series 3 Class A2	€670,000,000	€670,000,000	€0	€670,000,000
Series 3 Class A3	£700,000,000	£700,000,000	£0	£700,000,000
Series 3 Class B2	€37,500,000	€37,500,000	€0	€37,500,000
Series 3 Class B3	£20,000,000	£20,000,000	£0	£20,000,000
Series 3 Class M2	€35,500,000	€35,500,000	€0	€35,500,000
Series 3 Class M3	£12,000,000	£12,000,000	£0	£12,000,000
Series 3 Class C2	€61,500,000	€61,500,000	€0	€61,500,000
Series 3 Class C3	£12,500,000	£12,500,000	£0	£12,500,000

	Currency Swap Counterparty	Current Rating Moody's / S&P / Fitch	Rating Trigger Moody's / S&P / Fitch	Comments
Series 1 Class A	Deutsche Bank AG	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 1 Class B	Deutsche Bank AG	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 1 Class C	Deutsche Bank AG	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class A	Deutsche Bank AG	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class B	Deutsche Bank AG	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class M	Deutsche Bank AG	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class C	Deutsche Bank AG	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 3 Class A1	Deutsche Bank AG	Aa3 and P-1 / A+ and A-1 / AA- and F1+	below A1 or P-1 / A-1+ / F1	
Series 3 Class A2	Barclays Bank plc	A1 and P-1 / A+ and A-1 / AA- and F1+	below A1 or P-1 / A-1+ / F1	
Series 3 Class A3				
Series 3 Class B2	Barclays Bank plc	A1 and P-1 / A+ and A-1 / AA- and F1+	below A1 or P-1 / A-1+ / F1	
Series 3 Class B3				
Series 3 Class M2	Barclays Bank plc	A1 and P-1 / A+ and A-1 / AA- and F1+	below A1 or P-1 / A-1+ / F1	
Series 3 Class M3				
Series 3 Class C2	Barclays Bank plc	A1 and P-1 / A+ and A-1 / AA- and F1+	below A1 or P-1 / A-1+ / F1	
Series 3 Class C3				

Holmes Master Issuer PLC 2007-1

Notes Outstanding

Period Ended 15 April 2010

	ISIN / CUSIP Number	Currency	Reference Rate		
Series 1 Class A1	US43641NAA28	US\$	1 month USD Libor		
Series 1 Class A3	XS0292748943	GBP	3 month Sterling Libor		
Series 1 Class B1	US43641NAE40	US\$	3 month USD Libor		
Series 1 Class B2	XS0292751061	EUR	3 month Euribor		
Series 1 Class C1	US43641NAH70	US\$	3 month USD Libor		
Series 1 Class C2	XS0292756458	EUR	3 month Euribor		
Series 1 Class C3	XS0292756615	GBP	3 month Sterling Libor		
Series 2 Class A	US43641NAB01	US\$	3 month USD Libor		
Series 2 Class B2	XS0292751814	EUR	3 month Euribor		
Series 2 Class M2	XS0292753430	EUR	3 month Euribor		
Series 2 Class M3	XS0292754081	GBP	3 month Sterling Libor		
Series 2 Class C1	US43641NAJ37	US\$	3 month USD Libor		
Series 2 Class C2	XS0292757001	EUR	3 month Euribor		
Series 2 Class C3	XS0292757340	GBP	3 month Sterling Libor		
Series 3 Class A1	US43641NAAC83	US\$	3 month USD Libor		
Series 3 Class A2	XS0292750253	EUR	3 month Euribor		
Series 3 Class A3	XS0292750683	GBP	3 month Sterling Libor		
Series 3 Class B2	XS0292752382	EUR	3 month Euribor		
Series 3 Class B3	XS0292752622	GBP	3 month Sterling Libor		
Series 3 Class M2	XS0292754594	EUR	3 month Euribor		
Series 3 Class M3	XS0292755138	GBP	3 month Sterling Libor		
Series 3 Class C2	XS0292759395	EUR	3 month Euribor		
Series 3 Class C3	XS0292759635	GBP	3 month Sterling Libor		
Series 4 Class A	US43641NAD66	US\$	3 month USD Libor		
	Step Up Date	Expected Repayment Date	Initial Margin	Step up Margin	
Series 1 Class A1	March 2008	March 2008	-2	N/A	
Series 1 Class A3	January 2011	April 2008	3	6	
Series 1 Class B1	January 2011	April 2008	9	18	
Series 1 Class B2	January 2011	April 2008	9	18	
Series 1 Class C1	January 2011	April 2008	28	56	
Series 1 Class C2	January 2011	April 2008	28	56	
Series 1 Class C3	January 2011	April 2008	28	56	
Series 2 Class A	January 2011	April 2010	5	10	
Series 2 Class B2	January 2011	April 2010	14	28	
Series 2 Class M2	January 2011	April 2010	22	44	
Series 2 Class M3	January 2011	April 2010	22	44	
Series 2 Class C1	January 2011	April 2010	42	84	
Series 2 Class C2	January 2011	April 2010	42	84	
Series 2 Class C3	January 2011	April 2010	42	84	
Series 3 Class A1	April 2011	April 2011	8	16	
Series 3 Class A2	April 2011	April 2011	10	20	
Series 3 Class A3	April 2011	April 2011	10	20	
Series 3 Class B2	January 2011	January 2011	14	28	
Series 3 Class B3	January 2011	January 2011	14	28	
Series 3 Class M2	January 2011	January 2011	22	44	
Series 3 Class M3	January 2011	January 2011	22	44	
Series 3 Class C2	January 2011	January 2011	42	84	
Series 3 Class C3	January 2011	January 2011	42	84	

Series 4 Class A

October 2012

October 2012

10

20

	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
Series 1 Class A1	Monthly	N/A	P-1	A-1+	F1+
Series 1 Class A3	Quarterly	N/A	Aaa	AAA	AAA
Series 1 Class B1	Quarterly	N/A	Aa3	AA	AA
Series 1 Class B2	Quarterly	N/A	Aa3	AA	AA
Series 1 Class C1	Quarterly	N/A	Aa3	AA	AA
Series 1 Class C2	Quarterly	N/A	A2	A	A
Series 1 Class C3	Quarterly	N/A	Baa2	BBB	BBB
Series 2 Class A	Quarterly	N/A	Aaa	AAA	AAA
Series 2 Class B2	Quarterly	N/A	Aa3	AA	AA
Series 2 Class M2	Quarterly	N/A	A2	A	A
Series 2 Class M3	Quarterly	N/A	A2	A	A
Series 2 Class C1	Quarterly	N/A	Baa2	BBB	BBB
Series 2 Class C2	Quarterly	N/A	Baa2	BBB	BBB
Series 2 Class C3	Quarterly	N/A	Baa2	BBB	BBB
Series 3 Class A1	Quarterly	15-Jul-2010	Aaa	AAA	AAA
Series 3 Class A2	Quarterly	15-Jul-2010	Aaa	AAA	AAA
Series 3 Class A3	Quarterly	15-Jul-2010	Aaa	AAA	AAA
Series 3 Class B2	Quarterly	15-Jul-2010	Aa3	AA	AA
Series 3 Class B3	Quarterly	15-Jul-2010	Aa3	AA	AA
Series 3 Class M2	Quarterly	15-Jul-2010	A2	A	A
Series 3 Class M3	Quarterly	15-Jul-2010	A2	A	A
Series 3 Class C2	Quarterly	15-Jul-2010	Baa2	BBB	BBB
Series 3 Class C3	Quarterly	15-Jul-2010	Baa2	BBB	BBB
Series 4 Class A	Quarterly	15-Jul-2010	Aaa	AAA	AAA

	Initial note balance	Previous Principal	Redemptions	Current Principal
Series 1 Class A1	\$1,500,000,000	\$0	\$0	\$0
Series 1 Class A3	€600,000,000	€0	€0	€0
Series 1 Class B1	\$57,200,000	\$0	\$0	\$0
Series 1 Class B2	€21,400,000	€0	€0	€0
Series 1 Class C1	\$30,300,000	\$0	\$0	\$0
Series 1 Class C2	€22,700,000	€0	€0	€0
Series 1 Class C3	£15,550,000	£0	£0	£0
Series 2 Class A	\$1,500,000,000	\$750,000,000	\$750,000,000	\$0
Series 2 Class B2	€6,300,000	€6,300,000	€6,300,000	€0
Series 2 Class M2	€10,600,000	€10,600,000	€10,600,000	€0
Series 2 Class M3	£10,800,000	£10,800,000	£10,800,000	£0
Series 2 Class C1	\$9,800,000	\$9,800,000	\$9,800,000	\$0
Series 2 Class C2	€21,900,000	€21,900,000	€21,900,000	€0
Series 2 Class C3	£5,000,000	£5,000,000	£5,000,000	£0
Series 3 Class A1	\$1,600,000,000	\$1,600,000,000	\$0	\$1,600,000,000
Series 3 Class A2	€1,500,000,000	€1,500,000,000	€0	€1,500,000,000
Series 3 Class A3	£800,000,000	£800,000,000	£0	£800,000,000
Series 3 Class B2	€46,700,000	€46,700,000	€0	€46,700,000
Series 3 Class B3	£48,000,000	£48,000,000	£0	£48,000,000
Series 3 Class M2	€28,000,000	€28,000,000	€0	€28,000,000
Series 3 Class M3	£28,800,000	£28,800,000	£0	£28,800,000
Series 3 Class C2	€86,900,000	€86,900,000	€0	€86,900,000
Series 3 Class C3	£25,500,000	£25,500,000	£0	£25,500,000
Series 4 Class A	\$1,000,000,000	\$1,000,000,000	\$0	\$1,000,000,000

	Currency Swap Counterparty	Current Rating Moody's / S&P / Fitch	Rating Trigger Moody's / S&P / Fitch	Comments
Series 1 Class A1	Credit Suisse (USA) Inc.	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 1 Class A3				Series Repaid
Series 1 Class B1	Credit Suisse (USA) Inc.	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 1 Class B2	HSBC Bank plc	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 1 Class C1	Credit Suisse (USA) Inc.	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 1 Class C2	HSBC Bank plc	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 1 Class C3				Series Repaid
Series 2 Class A	UBS AG	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class B2	HSBC Bank plc	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class M2	HSBC Bank plc	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class M3				Series Repaid
Series 2 Class C1	UBS AG	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class C2	HSBC Bank plc	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class C3				Series Repaid
Series 3 Class A1	Deutsche Bank AG	Aa3 and P-1 / A+ and A-1 / AA- and F1+	below A1 or P-1 / A-1+ / F1	
Series 3 Class A2	HSBC Bank plc	Aa2 and P-1 / AA- and A-1+ / AA and F1+	below A1 or P-1 / A-1+ / F1	
Series 3 Class A3				
Series 3 Class B2	HSBC Bank plc	Aa2 and P-1 / AA- and A-1+ / AA and F1+	below A1 or P-1 / A-1+ / F1	
Series 3 Class B3				
Series 3 Class M2	HSBC Bank plc	Aa2 and P-1 / AA- and A-1+ / AA and F1+	below A1 or P-1 / A-1+ / F1	
Series 3 Class M3				
Series 3 Class C2	HSBC Bank plc	Aa2 and P-1 / AA- and A-1+ / AA and F1+	below A1 or P-1 / A-1+ / F1	
Series 3 Class C3				
Series 4 Class A	HSBC USA, Inc.	A1 and P-1 / AA- and A-1+ / AA and F1+	below A1 or P-1 / A-1+ / F1	

Holmes Master Issuer PLC 2007-2
Notes Outstanding
Period Ended 15 April 2010

	ISIN / CUSIP Number	Currency	Reference Rate
Series 1 Class A1	US43641NAK00	US\$	1 month USD Libor
Series 1 Class A2	XS0302981013	EUR	3 month Euribor
Series 1 Class B	US43641NAN49	US\$	3 month USD Libor
Series 1 Class C	US43641NAP96	US\$	3 month USD Libor
Series 2 Class A	CA43641NAU87	CAN\$	1 month CDOR
Series 2 Class A1	US43641NAL8	US\$	3 month USD Libor
Series 2 Class B1	US43641NAQ79	US\$	3 month USD Libor
Series 2 Class B2	XS0305303066	EUR	3 month Euribor
Series 2 Class B3	XS0305303223	GBP	3 month Sterling Libor
Series 2 Class M1	US43641NAR52	US\$	3 month USD Libor
Series 2 Class M2	XS0305304205	EUR	3 month Euribor
Series 2 Class M3	XS0305305863	GBP	3 month Sterling Libor
Series 2 Class C1	US43641NAS36	US\$	3 month USD Libor
Series 2 Class C2	XS0305306325	EUR	3 month Euribor
Series 2 Class C3	XS0305306598	GBP	3 month Sterling Libor
Series 3 Class A1	US43641NAM65	US\$	3 month USD Libor
Series 3 Class A2	XS0302983068	EUR	3 month Euribor
Series 3 Class A3	XS0302983498	GBP	3 month Sterling Libor
Series 4 Class A	US43641NAT19	US\$	3 month USD Libor

	Step Up Date	Expected Repayment Date	Initial Margin	Step up Margin
Series 1 Class A1	October 2011	July 2008	3	6
Series 1 Class A2	October 2011	July 2008	4	8
Series 1 Class B	October 2011	July 2008	7	14
Series 1 Class C	October 2011	July 2008	23	46
Series 2 Class A	October 2011	April 2010	8	16
Series 2 Class A1	October 2011	April 2010	5	10
Series 2 Class B1	October 2011	April 2010	12	24
Series 2 Class B2	October 2011	April 2010	13	26
Series 2 Class B3	October 2011	April 2010	14	28
Series 2 Class M1	October 2011	April 2010	22	44
Series 2 Class M2	October 2011	April 2010	22	44
Series 2 Class M3	October 2011	April 2010	24	48
Series 2 Class C1	October 2011	April 2010	41	82
Series 2 Class C2	October 2011	April 2010	41	82
Series 2 Class C3	October 2011	April 2010	43	86
Series 3 Class A1	October 2011	October 2011	8	16
Series 3 Class A2	October 2011	October 2011	9	18
Series 3 Class A3	October 2011	October 2011	9	18
Series 4 Class A	July 2012	July 2012	10	20

	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
Series 1 Class A1	Monthly	N/A	Aaa	AAA	AAA
Series 1 Class A2	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	Monthly	N/A	Aaa	AAA	AAA
Series 2 Class A1	Quarterly	N/A	Aaa	AAA	AAA
Series 2 Class B1	Quarterly	15-Jul-2010	Aa3	AA	AA
Series 2 Class B2	Quarterly	15-Jul-2010	Aa3	AA	AA
Series 2 Class B3	Quarterly	15-Jul-2010	Aa3	AA	AA
Series 2 Class M1	Quarterly	15-Jul-2010	A2	A	A
Series 2 Class M2	Quarterly	15-Jul-2010	A2	A	A
Series 2 Class M3	Quarterly	15-Jul-2010	A2	A	A
Series 2 Class C1	Quarterly	15-Jul-2010	Baa2	BBB	BBB
Series 2 Class C2	Quarterly	15-Jul-2010	Baa2	BBB	BBB
Series 2 Class C3	Quarterly	15-Jul-2010	Baa2	BBB	BBB
Series 3 Class A1	Quarterly	15-Jul-2010	Aaa	AAA	AAA
Series 3 Class A2	Quarterly	15-Jul-2010	Aaa	AAA	AAA
Series 3 Class A3	Quarterly	15-Jul-2010	Aaa	AAA	AAA
Series 4 Class A	Quarterly	15-Jul-2010	Aaa	AAA	AAA

	Initial note balance	Previous Principal	Redemptions	Current Principal
Series 1 Class A1	\$1,225,000,000	\$0	\$0	\$0
Series 1 Class A2	€1,200,000,000	€0	€0	€0
Series 1 Class B	\$82,000,000	\$0	\$0	\$0
Series 1 Class C	\$128,400,000	\$0	\$0	\$0
Series 2 Class A	CAN\$600,000,000	CAN\$600,000,000	CAN\$600,000,000	CAN\$0
Series 2 Class A1	\$2,750,000,000	\$2,750,000,000	\$2,750,000,000	\$0
Series 2 Class B1	\$25,000,000	\$25,000,000	\$0	\$25,000,000
Series 2 Class B2	€95,000,000	€95,000,000	€0	€95,000,000
Series 2 Class B3	£50,000,000	£50,000,000	£0	£50,000,000
Series 2 Class M1	\$10,000,000	\$10,000,000	\$0	\$10,000,000
Series 2 Class M2	€20,000,000	€20,000,000	€0	€20,000,000
Series 2 Class M3	£38,000,000	£38,000,000	£0	£38,000,000
Series 2 Class C1	\$34,000,000	\$34,000,000	\$0	\$34,000,000
Series 2 Class C2	€106,000,000	€106,000,000	€0	€106,000,000
Series 2 Class C3	£45,000,000	£45,000,000	£0	£45,000,000
Series 3 Class A1	\$1,250,000,000	\$1,250,000,000	\$0	\$1,250,000,000
Series 3 Class A2	€1,300,000,000	€1,300,000,000	€0	€1,300,000,000

Series 3 Class A3	£450,000,000	£450,000,000	£0	£450,000,000
Series 4 Class A	\$750,000,000	\$750,000,000	\$0	\$750,000,000

	Currency Swap Counterparty	Current Rating Moody's / S&P / Fitch	Rating Trigger Moody's / S&P / Fitch	Comments
Series 1 Class A1	ML MBS Services Limited	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 1 Class A2	ML MBS Services Limited	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 1 Class B	ML MBS Services Limited	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 1 Class C	ML MBS Services Limited	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class A	ML MBS Services Limited	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class A1	ML MBS Services Limited	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class B1	ML MBS Services Limited	A2 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class B2	ML MBS Services Limited	A2 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	
Series 2 Class B3				
Series 2 Class M1	ML MBS Services Limited	A2 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	
Series 2 Class M2	ML MBS Services Limited	A2 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	
Series 2 Class M3				
Series 2 Class C1	ML MBS Services Limited	A2 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	
Series 2 Class C2	ML MBS Services Limited	A2 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	
Series 2 Class C3				
Series 3 Class A1	ML MBS Services Limited	A2 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	
Series 3 Class A2	ML MBS Services Limited	A2 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	
Series 3 Class A3				
Series 4 Class A	ML MBS Services Limited	A2 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	

Holmes Master Issuer 2 PLC
Issuer Profit & Loss Account
Period ended 31 March 2010

	This Period	Prior Quarter
	£'000	£'000
Interest receivable - Inter-company loan	56,146	60,767
Interest receivable - Cash deposits	-	-
	<hr/> 56,146	<hr/> 60,767
Interest payable - Notes	(98,037)	(112,452)
	<hr/> (98,037)	<hr/> (112,452)
Net operating income	(41,891)	(51,685)
Interest on Debt Securities		
Swap interest	41,891	51,685
Profit on ordinary activities before taxation	-	-
Taxation		
Unrealised IFRS fair value movement on swaps	52,868	(130,695)
Profit on ordinary activities after taxation	<hr/> 52,868	<hr/> (130,695)
Dividend	-	-
Reserves available brought forward	<hr/> 125,519	<hr/> 256,214
Reserves available carry forward	<hr/> <hr/> 178,387	<hr/> <hr/> 125,519

Holmes Master Issuer PLC**Balance Sheet****Period ended 31 March 2010****£'000****Fixed Asset investments**

Loans to Funding		<u>28,258,830</u>
		<u>28,258,830</u>

Current assets

Sundry debtors		
Sundry debtors	-	
Fair value derivative- swap	2,809,543	
Accrued interest on Funding loan	47,059	

Accrued interest on derivative	139,416	
Cash at bank	13	

Creditors: Amounts usually falling due within one year

Sundry creditors	-	
Deferred Tax		
Corporation tax liability		<u>-</u>

Net current assets		2,996,030
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Total assets less current liabilities		<u>31,254,860</u>
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Creditors: Amounts usually falling due after more than one year

Amounts due to noteholders		(28,258,830)
Exchange adjustments to notes		<u>(2,631,156)</u>
		<u>(30,889,986)</u>

Accrued interest on notes		(186,475)
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Net assets		<u><u>178,400</u></u>
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Capital and reserves

Issued Share capital		13
Reserves available		<u>178,387</u>
		<u><u>178,399</u></u>

Holmes Master Issuer PLC 2007-3

Notes Outstanding

Period Ended 15 April 2010

	ISIN / CUSIP Number	Currency	Reference Rate
Series 1 Class A1	XS0337253024	EUR	12 month Euribor
Series 1 Class A2	XS0337252646	EUR	12 month Euribor
Series 1 Class A3	XS0337252992	EUR	12 month Euribor
Series 1 Class B	XS0337252133	GBP	3 month Sterling Libor
Series 1 Class M	XS0337251911	GBP	3 month Sterling Libor
Series 1 Class C	XS0337252307	GBP	3 month Sterling Libor

	Step Up Date	Expected Repayment Date	Initial Margin	Step up Margin
Series 1 Class A1	July 2014	July 2012	29	29
Series 1 Class A2	July 2014	July 2013	31	31
Series 1 Class A3	July 2014	July 2014	32	32
Series 1 Class B	July 2014	July 2014	100	100
Series 1 Class M	July 2014	July 2014	160	160
Series 1 Class C	July 2014	July 2014	225	225

	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
Series 1 Class A1	Annually	15-Jul-2010	Aaa	AAA	AAA
Series 1 Class A2	Annually	15-Oct-2010	Aaa	AAA	AAA
Series 1 Class A3	Annually	15-Jan-2011	Aaa	AAA	AAA
Series 1 Class B	Quarterly	15-Jul-2010	Aa3	AA	AA
Series 1 Class M	Quarterly	15-Jul-2010	A2	A	A
Series 1 Class C	Quarterly	15-Jul-2010	Baa2	BBB	BBB

	Initial note balance	Previous Principal	Redemptions	Current Principal
Series 1 Class A1	€3,854,466,000	€3,854,466,000	€0	€3,854,466,000
Series 1 Class A2	€3,114,720,000	€3,114,720,000	€0	€3,114,720,000
Series 1 Class A3	€2,491,776,000	€2,491,776,000	€0	€2,491,776,000
Series 1 Class B	£124,000,000	£124,000,000	£0	£124,000,000
Series 1 Class M	£127,000,000	£127,000,000	£0	£127,000,000
Series 1 Class C	£250,000,000	£250,000,000	£0	£250,000,000

	Currency Swap Counterparty	Current Rating	Rating Trigger	Comments
Series 1 Class A1	ANTS plc	Moody's / S&P / Fitch Aa3 and P-1 / AA and A-1+ / AA- and F1+	Moody's / S&P / Fitch below A2 or P-1 / A-1 / F1	
Series 1 Class A2	ANTS plc	Aa3 and P-1 / AA and A-1+ / AA- and F1+	below A2 or P-1 / A-1 / F1	
Series 1 Class A3	ANTS plc	Aa3 and P-1 / AA and A-1+ / AA- and F1+	below A2 or P-1 / A-1 / F1	
Series 1 Class B				
Series 1 Class M				
Series 1 Class C				

Holmes Master Issuer PLC 2008-1

Notes Outstanding

Period Ended 15 April 2010

	ISIN / CUSIP Number	Currency	Reference Rate
Series 1 Class A1	XS0357344570	EUR	12 month Euribor
Series 1 Class A2	XS0357344653	EUR	12 month Euribor
Series 1 Class A3	XS0357344737	EUR	12 month Euribor
Series 1 Class A4	XS0357344810	EUR	12 month Euribor
Series 1 Class B	XS0357344901	GBP	3 month Sterling Libor
Series 1 Class M	XS0357345031	GBP	3 month Sterling Libor
Series 1 Class C	XS0357345114	GBP	3 month Sterling Libor

	Step Up Date	Expected Repayment Date	Initial Margin	Step up Margin
Series 1 Class A1	October 2014	October 2014	44.2	44.2
Series 1 Class A2	October 2014	October 2014	41.25	41.25
Series 1 Class A3	October 2014	October 2014	46.5	46.5
Series 1 Class A4	October 2014	October 2014	44.2	44.2
Series 1 Class B	October 2014	October 2014	100	100
Series 1 Class M	October 2014	October 2014	160	160
Series 1 Class C	October 2014	October 2014	225	225

	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
Series 1 Class A1	Annually	15-Jan-2011	Aaa	AAA	AAA
Series 1 Class A2	Annually	15-Apr-2011	Aaa	AAA	AAA
Series 1 Class A3	Annually	15-Jul-2010	Aaa	AAA	AAA
Series 1 Class A4	Annually	15-Oct-2010	Aaa	AAA	AAA
Series 1 Class B	Quarterly	15-Jul-2010	Aa3	AA	AA
Series 1 Class M	Quarterly	15-Jul-2010	A2	A	A
Series 1 Class C	Quarterly	15-Jul-2010	Baa2	BBB	BBB

	Initial note balance	Previous Principal	Redemptions	Current Principal
Series 1 Class A1	€2,257,200,000	€2,257,200,000	€0	€2,257,200,000
Series 1 Class A2	€4,514,400,000	€4,514,400,000	€0	€4,514,400,000
Series 1 Class A3	€1,003,200,000	€1,003,200,000	€0	€1,003,200,000
Series 1 Class A4	€1,630,200,000	€1,630,200,000	€0	€1,630,200,000
Series 1 Class B	£370,000,000	£370,000,000	£0	£370,000,000
Series 1 Class M	£120,000,000	£120,000,000	£0	£120,000,000
Series 1 Class C	£250,000,000	£250,000,000	£0	£250,000,000

	Currency Swap Counterparty	Current Rating	Rating Trigger	Comments
Series 1 Class A1	ANTS plc	Moody's / S&P / Fitch Aa3 and P-1 / AA and A-1+ / AA- and F1+	below A2 or P-1 / A-1 / F1	
Series 1 Class A2	ANTS plc	Aa3 and P-1 / AA and A-1+ / AA- and F1+	below A2 or P-1 / A-1 / F1	
Series 1 Class A3	ANTS plc	Aa3 and P-1 / AA and A-1+ / AA- and F1+	below A2 or P-1 / A-1 / F1	
Series 1 Class A4	ANTS plc	Aa3 and P-1 / AA and A-1+ / AA- and F1+	below A2 or P-1 / A-1 / F1	
Series 1 Class B				
Series 1 Class M				
Series 1 Class C				

Holmes Master Issuer PLC 2008-2

Notes Outstanding

Period Ended 15 April 2010

	ISIN / CUSIP Number	Currency	Reference Rate
Series 1 Class A1	XS0406292036	GBP	3 month Sterling Libor
Series 1 Class A2	XS0406292382	GBP	3 month Sterling Libor
Series 1 Class A3	US43641NAX21	US\$	3 month USD Libor
Series 1 Class B	XS0406292549	GBP	3 month Sterling Libor
Series 1 Class C	XS0406292895	GBP	3 month Sterling Libor
Series 1 Class D	XS0406293273	GBP	3 month Sterling Libor

	Step Up Date	Expected Repayment Date	Initial Margin	Step up Margin
Series 1 Class A1	July 2010	July 2010	9	9
Series 1 Class A2	April 2013	April 2013	10	10
Series 1 Class A3	July 2014	July 2014	52	52
Series 1 Class B	July 2014	July 2014	40	40
Series 1 Class C	July 2014	July 2014	70	70
Series 1 Class D	July 2014	July 2014	90	90

	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
Series 1 Class A1	Quarterly	15-Jul-2010	Aaa	AAA	AAA
Series 1 Class A2	Quarterly	15-Jul-2010	Aaa	AAA	AAA
Series 1 Class A3	Quarterly	15-Jul-2010	Aaa	AAA	AAA
Series 1 Class B	Quarterly	15-Jul-2010	Aa3	AA	AA
Series 1 Class C	Quarterly	15-Jul-2010	Baa2	BBB	BBB
Series 1 Class D	Quarterly	15-Jul-2010	Ba2	BB	BB

	Initial note balance	Previous Principal	Redemptions	Current Principal
Series 1 Class A1	£2,000,000,000	£1,400,000,000	£500,000,000	£900,000,000
Series 1 Class A2	£7,000,000,000	£7,000,000,000	£0	£7,000,000,000
Series 1 Class A3	\$5,425,000,000	\$5,425,000,000	\$0	\$5,425,000,000
Series 1 Class B	£450,000,000	£450,000,000	£0	£450,000,000
Series 1 Class C	£220,000,000	£220,000,000	£0	£220,000,000
Series 1 Class D	£190,000,000	£190,000,000	£0	£190,000,000

	Currency Swap Counterparty	Current Rating Moody's / S&P / Fitch	Rating Trigger Moody's / S&P / Fitch	Comments
Series 1 Class A1				
Series 1 Class A2				
Series 1 Class A3	ANTS plc	Aa3 and P-1 / AA and A-1+ / AA- and F1+	below A2 or P-1 / A-1 / F1	
Series 1 Class B				
Series 1 Class C				
Series 1 Class D				

Holmes Funding 1 Limited
Funding Profit & Loss Account
Period ended 31 March 2010

	This Period	Prior Quarter
	£'000	£'000
Interest receivable - Mortgages	99,770	122,139
Interest Payable - Net swap interest margin	(54,923)	(70,094)
Interest (payable) /receivable - Cash Deposits	3,475	1,590
	<hr/> 48,321	<hr/> 53,635
Interest payable - Inter-company loans	(22,772)	(25,888)
Interest payable - Start up loans	-	-
	<hr/> (22,772)	<hr/> (25,888)
Net interest income	25,549	27,747
Other income	767	1,157
Operating expenses	(2,518)	(3,297)
Deferred consideration	(20,672)	(26,565)
	<hr/> 3,126	<hr/> (958)
'Profit/(loss) before taxation		
Taxation	-	(3)
unrealised IFRS fair value movement on Interest Rate Swap		
	<hr/> 3,126	<hr/> (961)
'Profit/(loss)after taxation		
Dividend	-	-
Reserves available brought forward	(331,382)	(308,224)
Reserves available carried forward	<hr/> <hr/> (328,255)	<hr/> <hr/> (309,185)

Holmes Funding 1 Limited**Balance Sheet****Period ended 31 March 2010****£'000****Fixed Asset investments**

Beneficial interest in Trust mortgage portfolio 9,920,511

Current assets

Deferred expenditure 5,300

Interest Receivable 1,504

Cash at bank:

First Reserve Fund 400,000

Funding Reserve Fund

Transaction account

Funding GIC account 2,973,823

2,973,823

2,980,627

Creditors: Amounts usually falling due within one year

Deferred consideration creditor (59,869)

Interest payable - Inter-company loans 18,971

Accruals -

Deferred Tax

Corporation Taxation 35

(40,862)

Net current assets 3,021,489

Total assets less current liabilities 12,942,001

Creditors: Amounts usually falling due after more than one year

Inter-company loans (12,364,746)

Other creditors (505,510)

Start up loans

Amounts provided by related parties regarding reserve funds (400,000)

(13,270,256)

Net assets (328,255)

Capital and reserves

Share capital (£2) -

Reserves available (328,255)

(328,255)

Holmes Funding Limited
Notes to Balance Sheet
Period Ended 15 April 2010

	£'000	£'000	£'000	£'000
Balance on cash accumulation ledger		<u><u>-</u></u>		
Available credit enhancement				
	First Reserve	Second Reserve	Third Reserve	Funding Reserve
Reserve funds at closing	<u>400,000</u>	<u>-</u>	<u>-</u>	<u>-</u>
Initial closing reserve funds	400,000	-	-	-
Drawings to make bullet repayment	-	-	-	-
Other drawings	-	-	-	-
Transfers from revenue receipts	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Closing reserve balance	<u>400,000</u>	<u>-</u>	<u>-</u>	<u>-</u>
Target reserve funds	<u><u>400,000</u></u>	<u><u>-</u></u>	<u><u>-</u></u>	<u><u>-</u></u>
Principal deficiency ledger				
	AAA	AA	A	BBB
Opening PDL balance	Nil	Nil	Nil	Nil
Losses this quarter	-	-	-	-
PDL top up from revenue income	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Closing PDL balance	<u><u>Nil Nil</u></u>	<u><u>Nil</u></u>	<u><u>Nil</u></u>	<u><u>Nil</u></u>
Start up loan outstanding				
	Opening balance	Repayment	Interest Added	Closing balance
Initial start up loan (incl. accrued interest)	-	-	-	-
Second start up loan (incl. accrued interest)	-	-	-	-
Third start up loan	-	-	-	-
Fourth start up loan	-	-	-	-
Fifth start up loan	-	-	-	-
Sixth start up loan	-	-	-	-
Seventh start up loan	-	-	-	-
Eighth start up loan	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Closing balance	<u><u>-</u></u>	<u><u>-</u></u>	<u><u>-</u></u>	<u><u>-</u></u>
Liquidity facility				
Liquidity facility limit	-			
Liquidity facility drawn	-			
Liquidity facility available	-			

Holmes Funding 2 Limited
Funding Profit & Loss Account
Period ended 31 March 2010

	This Period	Prior Quarter
	£'000	£'000
Interest receivable - Mortgages	260,811	266,370
Interest Payable - Net swap interest margin	(140,954)	(150,174)
Interest (payable) /receivable - Cash Deposits	(2,393)	(2,270)
	<hr/> 117,464	<hr/> 113,926
Interest payable - Inter-company loans	(56,146)	(60,767)
Interest payable - Start up loans	(1,375)	(1,582)
	<hr/> (57,521)	<hr/> (62,349)
Net interest income	59,943	51,577
Other income	2,008	2,521
Operating expenses	(5,921)	(6,675)
Deferred consideration	(55,386)	(55,743)
	<hr/> 644	<hr/> (8,319)
'Profit/(loss) before taxation	644	(8,319)
Taxation	(22)	(7)
	<hr/> 621	<hr/> (8,327)
'Profit/(loss)after taxation	621	(8,327)
Dividend	-	-
Reserves available brought forward	617,957	741,381
Reserves available carried forward	<hr/> <hr/> 618,578	<hr/> <hr/> 733,054

Holmes Funding 2 Limited
Balance Sheet
Period ended 31 March 2010

£'000

Fixed Asset investments

Beneficial interest in Trust mortgage portfolio 27,825,147

Current assets

Deferred expenditure (92)

Interest Receivable 859

Cash at bank:

First Reserve Fund 1,000,000

Funding Reserve Fund

Transaction account 198

Funding GIC account 765,264

1,765,462

1,766,228

Creditors: Amounts usually falling due within one year

Deferred consideration creditor (174,416)

Other Creditors (8,697)

Interest payable - Inter-company loans 64,200

Accruals -

Deferred Tax

Corporation Taxation (38)

(118,950)

Net current assets 1,647,278

Total assets less current liabilities 29,472,425

Creditors: Amounts usually falling due after more than one year

Inter-company loans (26,825,147)

Start up loans (1,028,700)

Amounts provided by related parties regarding reserve funds (1,000,000)

(28,853,847)

Net assets 618,578

Capital and reserves

Share capital (£2) -

Reserves available 618,578

618,578

Holmes Funding 2 Limited
Notes to Balance Sheet
Period Ended 15 April 2010

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

Available credit enhancement

	First Reserve	Second Reserve	Third Reserve	Funding Reserve
Reserve funds at closing	<u>1,000,000</u>	<u>-</u>	<u>-</u>	<u>-</u>
Initial closing reserve funds	1,000,000	-	-	-
Drawings to make bullet repayment	-	-	-	-
Other drawings	-	-	-	-
Transfers from revenue receipts	-	<u>-</u>	<u>-</u>	<u>-</u>
Closing reserve balance	<u>1,000,000</u>	<u>-</u>	<u>-</u>	<u>-</u>
Target reserve funds	<u><u>1,000,000</u></u>	<u><u>-</u></u>	<u><u>-</u></u>	<u><u>-</u></u>

Principal deficiency ledger

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

Start up loan outstanding

	Opening balance	Repayment	Interest Added	Closing balance
Master Issuer 2007-3 start-up loan	-	-	-	-
Master Issuer 2008-1 start-up loan	-	-	-	-
Master Issuer 2008-2 start-up loan	-	-	-	-
Holmes Funding 2 start-up loan	<u>916,293</u>	<u>67,482</u>	<u>1,378</u>	<u>850,189</u>
Closing balance	<u><u>916,293</u></u>	<u><u>67,482</u></u>	<u><u>1,378</u></u>	<u><u>850,189</u></u>

Liquidity facility

Liquidity facility limit	-
Liquidity facility drawn	-
Liquidity facility available	-

Holmes Trustees Limited
Trustee Profit & Loss Account
Period ended 31 March 2010

	This Period	Prior Quarter
	£'000	£'000
Interest receivable - Mortgages	513,100	509,349
Interest receivable - Cash Deposits	518	784
	<hr/> 513,618	<hr/> 510,133
Interest payable - Mortgages	(513,100)	(509,349)
Interest payable - Cash Deposits	(518)	(784)
	<hr/> (513,618)	<hr/> (510,133)
Net operating income	-	-
Fees receivable	45	67
Fees recovered	(45)	(67)
Operating expenses	(12,556)	(13,659)
Expenses recovered	12,556	13,659
Profit on ordinary activities before taxation	<hr/> -	<hr/> -
Taxation		
Profit on ordinary activities after taxation	<hr/> -	<hr/> -
Dividend	-	-
Retained profit brought forward	-	-
Retained profit carried forward	<hr/> <hr/> -	<hr/> <hr/> -

Holmes Trustees Limited

Balance Sheet

Period ended 31 March 2010

Fixed Asset investments

Mortgage loans secured on residential property 54,247,094

Current assets

Cash at bank 479,433

Interest receivable on mortgages 136,512

615,945

Creditors: Amounts usually falling due within one year

Accruals

Net current assets 615,945

Total assets less current liabilities 54,863,039

Creditors: Amounts usually falling after more than one year

Seller share of mortgage loans and accrued interest (16,595,266)

Funding share of mortgage loans and accrued interest (37,876,392)

Seller share of cash at bank (including accrual) (336,608)

Funding share of cash at bank (including accrual) (54,772)

Net assets -

Capital and reserves

Share capital (£2)

Reserves available

-
