

Holmes Financing (No. 1) PLC
Issuer Profit & Loss Account
Period ended 30 September 2010

	This Period	Prior Quarter
	£'000	£'000
Interest receivable - Inter-company loan	116	697
Interest receivable - Cash Deposits	-	-
	<hr/> 116	<hr/> 697
Interest payable - Notes	(116)	(697)
	<hr/> (116)	<hr/> (697)
Net operating income	<hr/> - #	<hr/> -
Profit on ordinary activities before taxation	<hr/> - #	<hr/> -
Taxation	-	-
Unrealised IFRS fair value movement on swaps	(7,005)	4,274
Profit on ordinary activities after taxation	<hr/> (7,005) #	<hr/> 4,274
Dividend	-	-
Reserves available	7,035	2,760
Reserves available	<hr/> 30 #	<hr/> 7,035

Holmes Financing (No. 1) PLC
Balance Sheet
Period ended 30 September 2010

£'000

Fixed Asset investments

Loans to Funding

-

Current assets

Accrued interest on Funding loan

-

Cash at bank

43

Deferred tax

-

43

Creditors: Amounts usually falling due within one year

Deferred tax

-

-

Fair value derivative

-

-

Net current assets

43

Total assets less current liabilities

43

Creditors: Amounts usually falling due after more than one year

Amounts due to noteholders

-

Net assets

43

Capital and reserves

Share capital

13

Reserves available

30

43

-

Holmes Financing (No. 1) PLC
Notes Outstanding
Period Ended 15 October 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	N/A	Aaa	AAA	AAA
Series 4 Class B	Quarterly	N/A	Aa3	AA	AA
Series 4 Class C	Quarterly	N/A	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	£250,000,000	£0
Series 4 Class B	£11,000,000	£11,000,000	£11,000,000	£0
Series 4 Class C	£14,000,000	£14,000,000	£14,000,000	£0

	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				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.	-	below Aa3 / AA- / AA-	Series Repaid
Series 4 Class B				Series Repaid
Series 4 Class C				Series Repaid

Holmes Financing (No. 9) PLC
Issuer Profit & Loss Account
Period ended 30 September 2010

	This Period	Prior Quarter
	£'000	£'000
Interest receivable - Inter-company loan	183	1,230
Interest receivable - Cash deposits	-	-
	<hr/>	<hr/>
	183	1,230
Interest payable - Notes	(183)	(1,230)
	<hr/>	<hr/>
	(183)	(1,230)
Net operating income	-	-
	<hr/>	<hr/>
Profit on ordinary activities before taxation	-	-
Taxation	-	-
Unrealised IFRS fair value movement on swap	-	(228)
	<hr/>	<hr/>
Profit on ordinary activities after taxation	-	(228)
Dividend	-	-
Retained profit brought forward	3	232
	<hr/>	<hr/>
Retained profit carried forward	<u>3</u>	<u>3</u>

Holmes Financing (No. 9) PLC
Balance Sheet
Period ended 30 September 2010

£'000

Fixed Asset investments

Loans to Funding -

Current assets

Sundry debtors -

Accrued interest on Funding loan -

FV of the derivative-cross currency swap -

Accrued interest on derivative -

Cash at bank 16

16

Creditors: Amounts usually falling due within one year

Deferred tax -

- #

Net current assets 16

Total assets less current liabilities 16

Creditors: Amounts usually falling due after more than one year

Amounts due to noteholders -

Exchange adjustments to notes -

-

Accrued interest on notes -

Net assets 16

Capital and reserves

Share capital 13

Reserves 3

16

16

Holmes Financing (No. 9) PLC
Notes Outstanding
Period Ended 15 October 2010

	ISIN / CUSIP Number	Currency	Reference Rate
Series 1 Class A	US43638SAA69	US\$	1 month USD Libor
Series 2 Class A	US43638SAB43	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	N/A	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	€0	€0	€0
Series 3 Class A2	£400,000,000	£0	£0	£0
Series 4 Class A	£600,000,000	£600,000,000	£600,000,000	£0

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

Holmes Financing (No. 10) PLC
Issuer Profit & Loss Account
Period ended 30 September 2010

	This Period	Prior Quarter
	£'000	£'000
Interest receivable - Inter-company loan	3,126	2,803
Interest receivable - Cash deposits	-	-
	<u>3,126</u>	<u>2,803</u>
Interest payable - Notes	(3,125)	(2,803)
	<u>(3,125)</u>	<u>(2,803)</u>
Net operating income	<u>1</u>	<u>-</u>
Profit on ordinary activities before taxation	<u>1</u>	<u>-</u>
Taxation	-	-
Unrealised IFRS fair value movement on swap	1,317	(29)
Profit on ordinary activities after taxation	<u>1,318</u>	<u>(29)</u>
Dividend	-	-
Reserves available brought forward	(1,485)	(1,456)
Reserves available carried forward	<u><u>(167)</u></u>	<u><u>(1,485)</u></u>

Holmes Financing (No. 10) PLC
Balance Sheet
Period ended 30 September 2010

£'000

Fixed Asset investments

Loans to Funding 1,526,160

Current assets

Accrued interest on Funding loan 2,659

FV of the derivative 131,005

Accrued interest on derivative (180)

Cash at bank 14

133,498

Creditors: Amounts usually falling due within one year

Deferred tax -

- #

Net current assets 133,498

Total assets less current liabilities 1,659,658

Creditors: Amounts usually falling due after more than one year

Amounts due to noteholders (1,526,160)

Exchange adjustments to notes (131,173)

(1,657,333)

Accrued interest on notes (2,479)

-

Net assets (154)

Capital and reserves

Share capital 13

Reserves (167)

(154)

(0)

Holmes Financing (No. 10) PLC
Notes Outstanding
Period Ended 15 October 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	N/A	Aaa	AAA	AAA
Series 4 Class A2	Quarterly	N/A	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	\$1,440,000,000	\$0
Series 4 Class A2	£750,000,000	£750,000,000	£750,000,000	\$0

	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	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 4 Class A2				Series Repaid

Holmes Master Issuer PLC
Issuer Profit & Loss Account
Period ended 30 September 2010

	This Period	Prior Quarter
	£'000	£'000
Interest receivable - Inter-company loan	15,852	15,471
Interest receivable - Cash deposits	-	-
	<u>15,852</u>	<u>15,471</u>
Interest payable - Notes	1,454	(1,706)
	<u>1,454</u>	<u>(1,706)</u>
Net operating income	17,306	13,765
Interest on Debt Securities	(18,708)	(12,789)
Swap interest	1,402	(977)
Profit on ordinary activities before taxation	-	-
Taxation	(19)	-
Unrealised IFRS fair value movement on swaps	2,994	3,270
Profit on ordinary activities after taxation	<u>2,975</u>	<u>3,270</u>
Dividend	-	-
Reserves available brought forward	(36)	(3,306)
Reserves available carry forward	<u><u>2,939</u></u>	<u><u>(36)</u></u>

Holmes Master Issuer PLC
Balance Sheet
Period ended 30 September 2010

£'000

Fixed Asset investments

Loans to Funding		7,481,347
		<u>7,481,347</u>

Current assets

Sundry debtors	-	
Fair value derivative- swap	1,346,849	
Accrued interest on Funding loan	13,378	
Accrued interest on derivative	1,491	
Cash at bank	16	
		<u>1,361,734</u>

Creditors: Amounts usually falling due within one year

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

Net current assets		1,361,734
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Total assets less current liabilities		<u>8,843,081</u>
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Creditors: Amounts usually falling due after more than one year

Amounts due to noteholders		(7,481,347)
Exchange adjustments to notes		(1,343,913)
		<u>(8,825,260)</u>

Accrued interest on notes		(14,869)
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Net assets		<u>2,952</u>
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Capital and reserves

Issued Share capital		13
Reserves available		2,939
		<u>2,952</u>

Holmes Master Issuer PLC 2006-1
Notes Outstanding
Period Ended 15 October 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	N/A	Aaa	AAA	AAA
Series 3 Class A2	Quarterly	N/A	Aaa	AAA	AAA
Series 3 Class A3	Quarterly	N/A	Aaa	AAA	AAA
Series 3 Class B2	Quarterly	N/A	Aa3	AA	AA
Series 3 Class B3	Quarterly	N/A	Aa3	AA	AA
Series 3 Class M2	Quarterly	N/A	A2	A	A
Series 3 Class M3	Quarterly	N/A	A2	A	A
Series 3 Class C2	Quarterly	N/A	Baa2	BBB	BBB
Series 3 Class C3	Quarterly	N/A	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	\$900,000,000	\$0
Series 3 Class A2	€670,000,000	€ 670,000,000	€670,000,000	€0
Series 3 Class A3	£700,000,000	£700,000,000	£700,000,000	£0
Series 3 Class B2	€37,500,000	€37,500,000	€37,500,000	€0
Series 3 Class B3	£20,000,000	£20,000,000	£20,000,000	£0
Series 3 Class M2	€35,500,000	€35,500,000	€35,500,000	€0
Series 3 Class M3	£12,000,000	£12,000,000	£12,000,000	£0
Series 3 Class C2	€61,500,000	€61,500,000	€61,500,000	€0
Series 3 Class C3	£12,500,000	£12,500,000	£12,500,000	£0

	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	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 3 Class A2	Barclays Bank plc	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 3 Class A3				Series Repaid
Series 3 Class B2	Barclays Bank plc	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 3 Class B3				Series Repaid
Series 3 Class M2	Barclays Bank plc	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 3 Class M3				Series Repaid
Series 3 Class C2	Barclays Bank plc	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 3 Class C3				Series Repaid

Holmes Master Issuer PLC 2007-1
Notes Outstanding
Period Ended 15 October 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-Jan-2011	Aaa	AAA	AAA
Series 3 Class A2	Quarterly	15-Jan-2011	Aaa	AAA	AAA
Series 3 Class A3	Quarterly	15-Jan-2011	Aaa	AAA	AAA
Series 3 Class B2	Quarterly	15-Jan-2011	Aa3	AA	AA
Series 3 Class B3	Quarterly	15-Jan-2011	Aa3	AA	AA
Series 3 Class M2	Quarterly	15-Jan-2011	A2	A	A
Series 3 Class M3	Quarterly	15-Jan-2011	A2	A	A
Series 3 Class C2	Quarterly	15-Jan-2011	Baa2	BBB	BBB
Series 3 Class C3	Quarterly	15-Jan-2011	Baa2	BBB	BBB
Series 4 Class A	Quarterly	15-Jan-2011	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	\$0	\$0	£0
Series 2 Class B2	€26,300,000	€0	€0	€0
Series 2 Class M2	€10,600,000	€0	€0	€0
Series 2 Class M3	£10,800,000	£0	£0	£0
Series 2 Class C1	\$9,800,000	\$0	\$0	\$0
Series 2 Class C2	€21,900,000	€0	€0	€0
Series 2 Class C3	£5,000,000	£0	£0	£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	Credit Suisse (USA) Inc.	-	below A1 or P-1 / A-1+ / F1	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	HSBC Bank plc	-	below A1 or P-1 / A-1+ / F1	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	HSBC Bank plc	-	below A1 or P-1 / A-1+ / F1	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	HSBC Bank plc	-	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	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	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 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	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 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	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 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	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 A	HSBC USA, Inc.	Aa2 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 October 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	N/A	Aa3	AA	AA
Series 2 Class B2	Quarterly	N/A	Aa3	AA	AA
Series 2 Class B3	Quarterly	N/A	Aa3	AA	AA
Series 2 Class M1	Quarterly	N/A	A2	A	A
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-Jan-2011	Aaa	AAA	AAA
Series 3 Class A2	Quarterly	15-Jan-2011	Aaa	AAA	AAA
Series 3 Class A3	Quarterly	15-Jan-2011	Aaa	AAA	AAA
Series 4 Class A	Quarterly	15-Jan-2011	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\$0	CAN\$0	CAN\$0
Series 2 Class A1	\$2,750,000,000	\$0	\$0	\$0
Series 2 Class B1	\$25,000,000	\$25,000,000	\$25,000,000	\$0
Series 2 Class B2	€95,000,000	€95,000,000	€95,000,000	€0
Series 2 Class B3	£50,000,000	£50,000,000	£50,000,000	£0
Series 2 Class M1	\$10,000,000	\$10,000,000	\$10,000,000	\$0
Series 2 Class M2	€20,000,000	€20,000,000	€20,000,000	€0
Series 2 Class M3	£38,000,000	£38,000,000	£38,000,000	£0
Series 2 Class C1	\$34,000,000	\$34,000,000	\$34,000,000	\$0
Series 2 Class C2	€106,000,000	€106,000,000	€106,000,000	€0
Series 2 Class C3	£45,000,000	£45,000,000	£45,000,000	£0
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	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class B2	ML MBS Services Limited	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class B3				Series Repaid
Series 2 Class M1	ML MBS Services Limited	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class M2	ML MBS Services Limited	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class M3				Series Repaid
Series 2 Class C1	ML MBS Services Limited	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class C2	ML MBS Services Limited	-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class C3				Series Repaid
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 30 September 2010

	This Period	Prior Quarter
	£'000	£'000
Interest receivable - Inter-company loan	62,984	58,736
Interest receivable - Cash deposits	-	-
	<u>62,984</u>	<u>58,736</u>
Interest payable - Notes	(97,433)	(82,174)
	<u>(97,433)</u>	<u>(82,174)</u>
Net operating income	(34,449)	(23,439)
Interest on Debt Securities		
Swap interest	34,449	23,439
Profit on ordinary activities before taxation	-	-
Taxation	-	-
Unrealised IFRS fair value movement on swaps	14,204	(240)
Profit on ordinary activities after taxation	<u>14,204</u>	<u>(240)</u>
Dividend	-	-
Reserves available brought forward	178,147	178,387
Reserves available carry forward	<u><u>192,351</u></u>	<u><u>178,147</u></u>

Holmes Master Issuer 2 PLC**Balance Sheet**

Period ended 30 September 2010

£'000

Fixed Asset investments

Loans to Funding		26,858,830
		<u>26,858,830</u>

Current assets

Sundry debtors	-	
Fair value derivative- swap	2,198,260	
Accrued interest on Funding loan	53,249	
Accrued interest on derivative	107,362	
Cash at bank	13	
		<u>2,358,884</u>

Creditors: Amounts usually falling due within one year

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

Net current assets 2,358,884Total assets less current liabilities 29,217,714**Creditors: Amounts usually falling due after more than one year**

Amounts due to noteholders	(26,858,830)	
Exchange adjustments to notes	(2,005,909)	
		<u>(28,864,739)</u>

Accrued interest on notes (160,611)Net assets 192,364**Capital and reserves**

Issued Share capital	13	
Reserves available	192,351	
		<u>192,364</u>

Holmes Master Issuer PLC 2007-3
Notes Outstanding
Period Ended 15 October 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	N/A	Aaa	AAA	AAA
Series 1 Class A2	Annually	N/A	Aaa	AAA	AAA
Series 1 Class A3	Annually	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 1 Class C	Quarterly	N/A	Baa2	BBB	BBB

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

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

Holmes Master Issuer PLC 2008-1

Notes Outstanding

Period Ended 15 October 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	N/A	Aaa	AAA	AAA
Series 1 Class A2	Annually	N/A	Aaa	AAA	AAA
Series 1 Class A3	Annually	N/A	Aaa	AAA	AAA
Series 1 Class A4	Annually	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 1 Class C	Quarterly	N/A	Baa2	BBB	BBB

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

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

Holmes Master Issuer PLC 2008-2
Notes Outstanding
Period Ended 15 October 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	N/A	Aaa	AAA	AAA
Series 1 Class A2	Quarterly	N/A	Aaa	AAA	AAA
Series 1 Class A3	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 1 Class D	Quarterly	N/A	Ba2	BB	BB

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

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

Holmes Funding 1 Limited**Funding Profit & Loss Account**

Period ended 30 September 2010

	This Period	Prior Quarter
	£'000	£'000
Interest receivable - Mortgages	260,798	185,485
Interest Payable - Net swap interest margin	(139,306)	(100,781)
Interest (payable) /receivable - Cash Deposits	8,975	6,329
	<hr/> 130,467	<hr/> 91,033
Interest payable - Inter-company	(57,726)	(42,974)
Interest payable - Start up loans	-	-
	<hr/> (57,726)	<hr/> (42,974)
Net interest income	72,741	48,059
Other income	2,141	1,433
Operating expenses	(6,445)	(4,637)
Deferred consideration	(17,614)	(39,315)
	<hr/> 50,823	<hr/> 5,540
'Profit/(loss) before taxation	50,823	5,540
Taxation	1	-
unrealised IFRS fair value movement on Interest Rate Swap		
	<hr/> 50,824	<hr/> 5,540
'Profit/(loss)after taxation	50,824	5,540
Dividend	-	-
Reserves available brought forward	(517,841)	(445,907)
Reserves available carried forward	<hr/> (467,017)	<hr/> (440,367)

Holmes Funding 1 Limited**Balance Sheet**

Period ended 30 September 2010

£'000

Fixed Asset investments

Beneficial interest in Trust mortgage portfolio 6,977,723

Current assets

Deferred expenditure 3,561

Interest Receivable 1,354

Cash at bank:

First Reserve Fund 400,000

Funding Reserve Fund -

Transaction account -

Funding GIC account 2,122,812

2,527,727**Creditors: Amounts usually falling due within one year**

Deferred consideration creditor (75,787)

Interest payable - Inter-company loans 16,037

Accruals -

Corporation Taxation 7

(59,743)

Net current assets 2,467,984

Total assets less current liabilities 9,445,707

Creditors: Amounts usually falling due after more than one year

Inter-company loans (8,607,507)

Other creditors (505,217)

Start up loans

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

(9,512,724)

Net assets (67,017)

Capital and reserves

Share capital (£2) -

Reserves available (67,017)

(67,017)

-

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

	£'000	£'000	£'000	£'000
Balance on cash accumulation ledger				
		-		
Available credit enhancement				
	First Reserve	Second Reserve	Third Reserve	Funding Reserve
Reserve funds at closing	400,000	-	-	-
Initial closing reserve funds	400,000	-	-	-
Drawings to make bullet repayment	-	-	-	-
Other drawings	-	-	-	-
Transfers from revenue receipts	-	-	-	-
Closing reserve balance	400,000	-	-	-
Target reserve funds	400,000	-	-	-
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	Nil	Nil	Nil	Nil
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	-	-	-	-
Closing balance	-	-	-	-
Liquidity facility				
Liquidity facility limit	-			
Liquidity facility drawn	-			
Liquidity facility available	-			

Holmes Funding 2 Limited
Funding Profit & Loss Account
Period ended 30 September 2010

	This Period	Prior Quarter
	£'000	£'000
Interest receivable - Mortgages	251,216	254,769
Interest Payable - Net swap interest margin	(137,211)	(134,615)
Interest (payable) /receivable - Cash Deposits	(2,221)	(2,683)
	<hr/> 111,784	<hr/> 117,470
Interest payable - Inter-company loans	(62,984)	(58,736)
Interest payable - Start up loans	(1,443)	(1,382)
	<hr/> (64,427)	<hr/> (60,118)
Net interest income	<hr/> 47,357	<hr/> 57,353
Other income	2,363	1,979
Operating expenses	(5,519)	(5,697)
Deferred consideration	(45,936)	(54,318)
'Profit/(loss) before taxation	<hr/> (1,735)	<hr/> (683)
Taxation	7	8
'Profit/(loss)after taxation	<hr/> (1,728)	<hr/> (675)
Dividend	-	-
Reserves available brought forward	357,185	1,015,159
Reserves available carried forward	<hr/> <hr/> 355,457	<hr/> <hr/> 1,014,484

Holmes Funding 2 Limited
Balance Sheet
Period ended 30 September 2010

£'000

Fixed Asset investments

Beneficial interest in Trust mortgage portfolio 26,680,262

Current assets

Deferred expenditure (277)

Interest Receivable 691

Cash at bank:

First Reserve Fund 1,000,000

Funding Reserve Fund

Transaction account -

Funding GIC account 493,890

1,493,890

1,494,304

Creditors: Amounts usually falling due within one year

Deferred consideration creditor (274,670)

Other Creditors (13,321)

Interest payable - Inter-company loans 177,866

Accruals -

Deferred Tax

Corporation Taxation (22)

(110,147)

Net current assets 1,384,157

Total assets less current liabilities 28,064,419

Creditors: Amounts usually falling due after more than one year

Inter-company loans (25,680,262)

Start up loans (1,028,700)

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

(27,708,962)

Net assets 355,457

Capital and reserves

Share capital (£2) -

Reserves available 355,457

355,457

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

	£'000	£'000	£'000	£'000
Balance on cash accumulation ledger		-		

Available credit enhancement

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

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	Nil	Nil	Nil	Nil

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	850,189	851,569	1,380	-
Closing balance	850,189	851,569	1,380	-

Liquidity facility

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

Holmes Trustees Limited
Trustee Profit & Loss Account
Period ended 30 September 2010

	This Period	Prior Quarter
	£'000	£'000
Interest receivable - Mortgages	489,487	1,009,892
Interest receivable - Cash Deposits	870	840
	<hr/>	<hr/>
	490,357	1,010,732
Interest payable - Mortgages	(489,487)	(1,009,892)
Interest payable - Cash Deposits	(870)	(840)
	<hr/>	<hr/>
	(490,357)	(1,010,732)
Net operating income	<hr/>	<hr/>
	-	-
Fees receivable	33	77
Fees recovered	(33)	(77)
Operating expenses	(11,578)	(24,596)
Expenses recovered	11,578	24,596
	<hr/>	<hr/>
Profit on ordinary activities before taxation	-	-
Taxation		
	<hr/>	<hr/>
Profit on ordinary activities after taxation	-	-
Dividend	-	-
Retained profit brought forward	-	-
	<hr/>	<hr/>
Retained profit carried forward	<hr/>	<hr/>
	-	-

Holmes Trustees Limited
Balance Sheet
Period ended 30 September 2010

Fixed Asset investments

Mortgage loans secured on residential property 49,842,624

Current assets

Cash at bank 420,254

Interest receivable on mortgages 140,165

560,419

Creditors: Amounts usually falling due within one year

Accruals

-

-

-

-

Net current assets

560,419

Total assets less current liabilities

50,403,043

Creditors: Amounts usually falling after more than one year

Seller share of mortgage loans and accrued interest

(16,276,488)

Funding share of mortgage loans and accrued interest

(34,035,448)

Seller share of cash at bank (including accrual)

(37,381)

Funding share of cash at bank (including accrual)

(53,726)

Net assets

-

Capital and reserves

Share capital

-

Reserves available

-

-

