



**Holmes Financing (No. 1) PLC**  
**Profit & Loss Account**  
**Period Ended 15 July 2008**

	<b>This Quarter</b> <b>£'000</b>	<b>Prior Quarter</b> <b>£'000</b>
Interest receivable - Inter-company loan	4,320	4,140
Interest receivable - Cash deposits	0	0
	<hr/> 4,320	<hr/> 4,140
Interest payable - Notes	(4,320)	(4,140)
Interest payable	-	-
	<hr/> (4,320)	<hr/> (4,140)
Net operating income	<hr/> 0	<hr/> 0
Fair value derivative	(68)	42
Other income		
Operating expenses	-	-
	<hr/> (68)	<hr/> 42
Profit on ordinary activities before taxation		
Taxation	19	(12)
	<hr/> (49)	<hr/> 30
Profit on ordinary activities after taxation		
Dividend	-	-
Retained profit brought forward	870	840
Retained profit carried forward	<hr/> <hr/> 821	<hr/> <hr/> 870

**Holmes Financing (No. 1) PLC**  
**Balance Sheet**  
**Period Ended 15 July 2008**

	<b>£'000</b>
<b>Fixed asset investments</b>	
Loans to Funding	275,000
<b>Current assets</b>	
Amounts due from group companies	20
Cash at bank	22
Fair value derivative	1,108
	<u>1,150</u>
<b>Creditors: Amounts falling due within one year</b>	
Sundry creditors	316
	<u>316</u>
Net current assets	834
Total assets less current liabilities	<u>275,834</u>
<b>Creditors: Amounts falling due after more than one year</b>	
Amounts due to noteholders	(275,000)
Net assets	<u><u>834</u></u>
<b>Capital and reserves</b>	
Share capital	13
Reserves	821
	<u><u>834</u></u>

**Holmes Financing (No. 1) PLC**  
**Notes Outstanding**  
**Period Ended 15 July 2008**

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

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

	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
<b>Series 1 Class A</b>	Quarterly	N/A	Aaa	AAA	AAA
<b>Series 1 Class B</b>	Quarterly	N/A	Aa3	AA	AA
<b>Series 1 Class C</b>	Quarterly	N/A	Baa2	BBB	BBB
<b>Series 2 Class A</b>	Quarterly	N/A	Aaa	AAA	AAA
<b>Series 2 Class B</b>	Quarterly	N/A	Aa3	AA	AA
<b>Series 2 Class C</b>	Quarterly	N/A	Baa2	BBB	BBB
<b>Series 3 Class A1</b>	Quarterly	N/A	Aaa	AAA	AAA
<b>Series 3 Class A2</b>	Quarterly	N/A	Aaa	AAA	AAA
<b>Series 3 Class B</b>	Quarterly	N/A	Aa3	AA	AA
<b>Series 3 Class C</b>	Quarterly	N/A	Baa2	BBB	BBB
<b>Series 4 Class A</b>	Semi Annually	15-Jan-2009	Aaa	AAA	AAA
<b>Series 4 Class B</b>	Quarterly	15-Oct-2008	Aa3	AA	AA
<b>Series 4 Class C</b>	Quarterly	15-Oct-2008	Baa2	BBB	BBB

**Holmes Financing (No. 1) PLC**  
**Notes Outstanding**  
**Period Ended 15 July 2008**

	Initial note balance	Previous Principal	Redemptions	Current Principal
<b>Series 1 Class A</b>	\$900,000,000	\$0	\$0	\$0
<b>Series 1 Class B</b>	\$31,500,000	\$0	\$0	\$0
<b>Series 1 Class C</b>	\$42,000,000	\$0	\$0	\$0
<b>Series 2 Class A</b>	\$975,000,000	\$0	\$0	\$0
<b>Series 2 Class B</b>	\$34,500,000	\$0	\$0	\$0
<b>Series 2 Class C</b>	\$45,000,000	\$0	\$0	\$0
<b>Series 3 Class A1</b>	£375,000,000	£0	£0	£0
<b>Series 3 Class A2</b>	€20,000,000	€0	€0	€0
<b>Series 3 Class B</b>	£24,000,000	£0	£0	£0
<b>Series 3 Class C</b>	£30,000,000	£0	£0	£0
<b>Series 4 Class A</b>	£250,000,000	£250,000,000	£0	£250,000,000
<b>Series 4 Class B</b>	£11,000,000	£11,000,000	£0	£11,000,000
<b>Series 4 Class C</b>	£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
<b>Series 1 Class A</b>	Citibank	Aaa / AA+ / AA	below Aa3 / AA- / AA-	Series Repaid
<b>Series 1 Class B</b>	Citibank	Aaa / AA+ / AA	below Aa3 / AA- / AA-	Series Repaid
<b>Series 1 Class C</b>	Citibank	Aaa / AA+ / AA	below Aa3 / AA- / AA-	Series Repaid
<b>Series 2 Class A</b>	Gen Re	Aaa / AAA / AA+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 2 Class B</b>	Gen Re	Aaa / AAA / AA+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 2 Class C</b>	Gen Re	Aaa / AAA / AA+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 3 Class A1</b>	GBP - n/a			Series Repaid
<b>Series 3 Class A2</b>	Citibank	Aaa / AA+ / AA	below Aa3 / AA- / AA-	Series Repaid
<b>Series 3 Class B</b>	GBP - n/a			Series Repaid
<b>Series 3 Class C</b>	GBP - n/a			Series Repaid
<b>Series 4 Class A</b>	Citibank	Aaa / AA+ / AA	below Aa3 / AA- / AA-	
<b>Series 4 Class B</b>	GBP - n/a			
<b>Series 4 Class C</b>	GBP - n/a			

**Holmes Financing (No. 2) PLC**  
**Profit & Loss Account**  
**Period Ended 15 July 2008**

	<b>This Quarter</b>	<b>Prior Quarter</b>
	<b>£'000</b>	<b>£'000</b>
Interest receivable - Inter-company loan	-	-
Interest receivable - Cash deposits	-	-
	<hr/>	<hr/>
Interest payable - Notes	-	-
Interest payable	-	-
	<hr/>	<hr/>
Net operating income	-	-
Fair value derivative	-	-
Other income	-	-
Operating expenses	-	-
	<hr/>	<hr/>
Profit on ordinary activities before taxation	-	-
Taxation	-	-
	<hr/>	<hr/>
Profit on ordinary activities after taxation	-	-
Dividend	-	-
Retained profit brought forward	9	9
	<hr/>	<hr/>
Retained profit carried forward	<u>9</u>	<u>9</u>

**Holmes Financing (No. 2) PLC**  
**Balance Sheet**  
**Period Ended 15 July 2008**

£'000

**Fixed asset investments**

Loans to Funding

-

**Current assets**

Amounts due from group companies

11

Deferred Tax

-

Cash at bank

11

22

**Creditors: Amounts falling due within one year**

Fair value derivative

-

Taxation

-

-

Net current assets

22

Total assets less current liabilities

22

**Creditors: Amounts falling due after more than one year**

Amounts due to noteholders

-

Net assets

22

**Capital and reserves**

Share capital

13

Reserves

9

22

**Holmes Financing (No. 2) PLC**  
**Notes Outstanding**  
**Period Ended 15 July 2008**

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

  

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

  

	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
Series 1 Class A	Quarterly	N/A	Aaa	AAA	AAA
Series 1 Class B	Quarterly	N/A	Aa3	AA	AA
Series 1 Class C	Quarterly	N/A	Baa2	BBB	BBB
Series 2 Class A	Quarterly	N/A	Aaa	AAA	AAA
Series 2 Class B	Quarterly	N/A	Aa3	AA	AA
Series 2 Class C	Quarterly	N/A	Baa2	BBB	BBB
Series 3 Class A	Quarterly	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	Quarterly	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	\$1,000,000,000	\$0	\$0	\$0
Series 1 Class B	\$37,000,000	\$0	\$0	\$0
Series 1 Class C	\$49,000,000	\$0	\$0	\$0
Series 2 Class A	\$1,000,000,000	\$0	\$0	\$0
Series 2 Class B	\$37,000,000	\$0	\$0	\$0
Series 2 Class C	\$49,000,000	\$0	\$0	\$0
Series 3 Class A	£500,000,000	£0	£0	£0
Series 3 Class B	£19,000,000	£0	£0	£0
Series 3 Class C	£25,000,000	£0	£0	£0
Series 4 Class A	€500,000,000	€0	€0	€0
Series 4 Class B	€21,000,000	€0	€0	€0
Series 4 Class C	€35,000,000	€0	€0	€0

  

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



**Holmes Financing (No. 3) PLC**  
**Profit & Loss Account**  
**Period Ended 15 July 2008**

	<b>This Quarter</b>	<b>Prior Quarter</b>
	<b>£'000</b>	<b>£'000</b>
Interest receivable - Inter-company loan	-	-
Interest receivable - Cash deposits	-	-
	<hr/>	<hr/>
Interest payable - Notes	-	-
Interest payable	-	-
	<hr/>	<hr/>
Net operating income	-	-
Fair value derivative	-	-
Other income	-	-
Operating expenses	-	-
	<hr/>	<hr/>
Profit on ordinary activities before taxation	-	-
Taxation	-	-
	<hr/>	<hr/>
Profit on ordinary activities after taxation	-	-
Dividend	-	-
Retained profit brought forward	1	1
	<hr/>	<hr/>
Retained profit carried forward	<u>1</u>	<u>1</u>

**Holmes Financing (No. 3) PLC**  
**Balance Sheet**  
**Period Ended 15 July 2008**

	£'000	£'000
<b>Fixed asset investments</b>		
Loans to Funding		-
<b>Current assets</b>		
Amounts due from group companies	7	
Deferred Tax		
Cash at bank	<u>7</u>	
	<u>14</u>	
<b>Creditors: Amounts falling due within one year</b>		
Fair value derivative	-	
Sundry creditors	<u>-</u>	
	<u>-</u>	
Net current assets		14
Total assets less current liabilities		<u>14</u>
<b>Creditors: Amounts falling due after more than one year</b>		
Amounts due to noteholders		-
Net assets		<u>14</u>
<b>Capital and reserves</b>		
Share capital		13
Reserves		<u>1</u>
		<u>14</u>

**Holmes Financing (No. 3) PLC**  
**Notes Outstanding**  
**Period Ended 15 July 2008**

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

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

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

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

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

**Holmes Financing (No. 4) PLC**  
**Profit & Loss Account**  
**Period Ended 15 July 2008**

	<b>This Quarter</b>	<b>Prior Quarter</b>
	<b>£'000</b>	<b>£'000</b>
Interest receivable - Inter-company loan	-	-
Interest receivable - Cash collateral	-	-
	<hr/>	<hr/>
Interest payable - Notes	-	-
Interest payable - CSFB	-	-
	<hr/>	<hr/>
Net operating income	-	-
Fair value derivative	-	-
Other income	-	-
Operating expenses	-	-
	<hr/>	<hr/>
Profit on ordinary activities before taxation	-	-
Taxation	-	-
	<hr/>	<hr/>
Profit on ordinary activities after taxation	-	-
Dividend	-	-
Retained profit brought forward	2	2
	<hr/>	<hr/>
Retained profit carried forward	<u>2</u>	<u>2</u>

**Holmes Financing (No. 4) PLC**  
**Balance Sheet**  
**Period Ended 15 July 2008**

	£'000	£'000
<b>Fixed asset investments</b>		
Loans to Funding		-
<b>Current assets</b>		
Amounts due from group companies	1	
Accrued interest receivable	-	
Fair Value Derivative	-	
Cash at bank	14	
Cash collateral	-	
	<u>15</u>	
<b>Creditors: Amounts falling due within one year</b>		
Fair value derivative	-	
Accrued interest payable	-	
	<u>-</u>	
Net current assets		15
Total assets less current liabilities		<u>15</u>
<b>Creditors: Amounts falling due after more than one year</b>		
Amounts due to noteholders		-
Amount due to CSFB		-
Net assets		<u><u>15</u></u>
<b>Capital and reserves</b>		
Share capital		13
Reserves		<u>2</u>
		<u><u>15</u></u>

**Holmes Financing (No. 4) PLC**  
**Notes Outstanding**  
**Period Ended 15 July 2008**

	ISIN / CUSIP Number	Currency	Reference Rate
<b>Series 1 Class A</b>	US43638QAA04	US\$	3 month USD Libor
<b>Series 1 Class B</b>	US43638QAB86	US\$	3 month USD Libor
<b>Series 1 Class C</b>	US43638QAC69	US\$	3 month USD Libor
<b>Series 2 Class A</b>	XS0131630815	EUR	Fixed Rate
<b>Series 2 Class B</b>	XS0131630906	EUR	3 month Euribor
<b>Series 2 Class C</b>	XS0131631037	EUR	3 month Euribor
<b>Series 3 Class A1</b>	XS0131874447	GBP	3 month Sterling Libor
<b>Series 3 Class A2</b>	US43638QAD43	US\$	3 month USD Libor
<b>Series 3 Class B</b>	US43638QAE26	US\$	3 month USD Libor
<b>Series 3 Class C</b>	US43638QAF90	US\$	3 month USD Libor
<b>Series 3 Class D1</b>	XS0131874520	GBP	3 month Sterling Libor
<b>Series 3 Class D2</b>	XS0132112300	EUR	3 month Euribor
<b>Series 3 Class D3</b>	XS0132112649	US\$	3 month USD Libor
<b>Series 4 Class A</b>	CH0012522238	CHF	Fixed Rate
<b>Series 4 Class B</b>	XS0131631383	GBP	3 month Sterling Libor
<b>Series 4 Class C</b>	XS0131631466	GBP	3 month Sterling Libor

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

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

	Initial note balance	Previous Principal	Redemptions	Current Principal
<b>Series 1 Class A</b>	\$1,050,000,000	\$0	\$0	\$0
<b>Series 1 Class B</b>	\$36,500,000	\$0	\$0	\$0
<b>Series 1 Class C</b>	\$54,500,000	\$0	\$0	\$0
<b>Series 2 Class A</b>	€800,000,000	€0	€0	€0
<b>Series 2 Class B</b>	€35,800,000	€0	€0	€0
<b>Series 2 Class C</b>	€53,800,000	€0	€0	€0
<b>Series 3 Class A1</b>	£550,000,000	£0	£0	£0
<b>Series 3 Class A2</b>	\$410,000,000	\$0	\$0	\$0
<b>Series 3 Class B</b>	\$34,500,000	\$0	\$0	\$0
<b>Series 3 Class C</b>	\$49,500,000	\$0	\$0	\$0
<b>Series 3 Class D1</b>	£30,000,000	£0	£0	£0
<b>Series 3 Class D2</b>	€27,000,000	€0	€0	€0
<b>Series 3 Class D3</b>	\$5,000,000	\$0	\$0	\$0
<b>Series 4 Class A</b>	CHF 850,000,000	CHF 0	CHF 0	CHF 0
<b>Series 4 Class B</b>	£11,000,000	£0	£0	£0
<b>Series 4 Class C</b>	£19,000,000	£0	£0	£0

	Currency Swap Counterparty	Current Rating Moody's / S&P / Fitch	Rating Trigger Moody's / S&P / Fitch	Comments
<b>Series 1 Class A</b>	Banque AIG	Aa2 / AA / AA	below Aa3 / AA- / AA-	Series Repaid
<b>Series 1 Class B</b>	Banque AIG	Aa2 / AA / AA	below Aa3 / AA- / AA-	Series Repaid
<b>Series 1 Class C</b>	Banque AIG	Aa2 / AA / AA	below Aa3 / AA- / AA-	Series Repaid
<b>Series 2 Class A</b>	CSFB	Aa1 / AA- / AA-	below Aa3 / AA- / AA-	Series Repaid
<b>Series 2 Class B</b>	CSFB	Aa1 / AA- / AA-	below Aa3 / AA- / AA-	Series Repaid
<b>Series 2 Class C</b>	CSFB	Aa1 / AA- / AA-	below Aa3 / AA- / AA-	Series Repaid
<b>Series 3 Class A1</b>	GBP - n/a			Series Repaid
<b>Series 3 Class A2</b>	Banque AIG	Aa2 / AA / AA	below Aa3 / AA- / AA-	Series Repaid
<b>Series 3 Class B</b>	Banque AIG	Aa2 / AA / AA	below Aa3 / AA- / AA-	Series Repaid
<b>Series 3 Class C</b>	Banque AIG	Aa2 / AA / AA	below Aa3 / AA- / AA-	Series Repaid
<b>Series 3 Class D1</b>	GBP - n/a			Series Repaid
<b>Series 3 Class D2</b>	CSFB	Aa1 / AA- / AA-	below Aa3 / AA- / AA-	Series Repaid
<b>Series 3 Class D3</b>	CSFB	Aa1 / AA- / AA-	below Aa3 / AA- / AA-	Series Repaid
<b>Series 4 Class A</b>	CSFB	Aa1 / AA- / AA-	below Aa3 / AA- / AA-	Series Repaid
<b>Series 4 Class B</b>	GBP - n/a			Series Repaid
<b>Series 4 Class C</b>	GBP - n/a			Series Repaid

**Holmes Financing (No. 5) PLC**  
**Profit & Loss Account**  
**Period Ended 15 July 2008**

	<b>This Quarter</b>	<b>Prior Quarter</b>
	<b>£'000</b>	<b>£'000</b>
Interest receivable - Inter-company loan	-	-
Interest receivable - Cash collateral	-	-
Interest receivable - Cash deposits	-	-
	<hr/>	<hr/>
Interest payable - Notes	-	-
Interest payable - CSFB	-	-
	<hr/>	<hr/>
Net operating income	-	-
Fair value derivative	-	-
Operating expenses	-	-
	<hr/>	<hr/>
Profit on ordinary activities before taxation	-	-
Taxation	-	-
	<hr/>	<hr/>
Profit on ordinary activities after taxation	-	-
Dividend	-	-
Retained profit brought forward	3	3
	<hr/>	<hr/>
Retained profit carried forward	<u>3</u>	<u>3</u>



**Holmes Financing (No. 5) PLC**  
**Balance Sheet**  
**Period Ended 15 July 2008**

	£'000	£'000
<b>Fixed asset investments</b>		
Loans to Funding		-
<b>Current assets</b>		
Amounts due from group companies	-	
Accrued interest receivable	-	
Fair value derivative	-	
Cash at bank	16	
Cash collateral	-	
	<u>16</u>	
<b>Creditors: Amounts falling due within one year</b>		
Fair value derivative	-	
Accrued interest payable	-	
	<u>-</u>	
Net current assets		16
Total assets less current liabilities		<u>16</u>
<b>Creditors: Amounts falling due after more than one year</b>		
Amounts due to noteholders	-	
Amount due to CSFB	-	
Net assets		<u>16</u>
<b>Capital and reserves</b>		
Share capital		13
Reserves		<u>3</u>
		<u>16</u>

**Holmes Financing (No. 5) PLC**  
**Notes Outstanding**  
**Period Ended 15 July 2008**

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

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

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

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

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

**Holmes Financing (No. 6) PLC**  
**Profit & Loss Account**  
**Period Ended 15 July 2008**

	<b>This Quarter</b>	<b>Prior Quarter</b>
	<b>£'000</b>	<b>£'000</b>
Interest receivable - Inter-company loan	-	8,147
Interest receivable - Cash collateral	-	8,147
	<hr/>	<hr/>
	-	8,147
Interest payable - Notes	-	(8,147)
Interest payable - CSFB	-	(8,147)
	<hr/>	<hr/>
	-	-
Net operating income	-	-
Fair value derivative	-	(3)
Other income	-	-
Operating expenses	-	-
	<hr/>	<hr/>
Profit on ordinary activities before taxation	-	(3)
Taxation	-	1
	<hr/>	<hr/>
Profit on ordinary activities after taxation	-	(2)
Dividend	-	-
Retained profit brought forward	1	3
	<hr/>	<hr/>
Retained profit carried forward	<u>1</u>	<u>1</u>

**Holmes Financing (No. 6) PLC**  
**Balance Sheet**  
**Period Ended 15 July 2008**

£'000

**Fixed asset investments**

Loans to Funding

-

**Current assets**

Cash at bank

15

Deferred Tax

15

**Creditors: Amounts falling due within one year**

Fair value derivative

-

-

Net current assets

15

Total assets less current liabilities

15

**Creditors: Amounts falling due after more than one year**

Amounts due to noteholders

-

Net assets

15

**Capital and reserves**

Share capital

14

Reserves

1

15

**Holmes Financing (No. 6) PLC**  
**Notes Outstanding**  
**Period Ended 15 July 2008**

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

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

	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
Series 1 Class A	Monthly	N/A	Aaa	AAA	AAA
Series 1 Class B	Quarterly	N/A	Aa3	AA	AA
Series 1 Class C	Quarterly	N/A	Baa2	BBB	BBB
Series 2 Class A	Quarterly	N/A	Aaa	AAA	AAA
Series 2 Class B	Quarterly	N/A	Aa3	AA	AA
Series 2 Class C	Quarterly	N/A	Baa2	BBB	BBB
Series 3 Class A	Quarterly	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 A1	Quarterly	N/A	Aaa	AAA	AAA
Series 4 Class A2	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
Series 5 Class A	Quarterly	N/A	Aaa	AAA	AAA
Series 5 Class B	Quarterly	N/A	Aa3	AA	AA
Series 5 Class C	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	\$50,000,000	\$0	\$0	\$0
Series 1 Class C	\$86,000,000	\$0	\$0	\$0
Series 2 Class A	\$1,250,000,000	\$0	\$0	\$0
Series 2 Class B	\$42,000,000	\$0	\$0	\$0
Series 2 Class C	\$70,000,000	\$0	\$0	\$0
Series 3 Class A	€1,000,000,000	€0	€0	€0
Series 3 Class B	€34,000,000	€0	€0	€0
Series 3 Class C	€57,000,000	€0	€0	€0
Series 4 Class A1	\$1,000,000,000	\$0	\$0	\$0
Series 4 Class A2	CHF 300,000,000	CHF 0	CHF 0	CHF 0
Series 4 Class B	\$40,000,000	\$0	\$0	\$0
Series 4 Class C	\$69,000,000	\$0	\$0	\$0
Series 5 Class A	£500,000,000	£500,000,000	£500,000,000	£0
Series 5 Class B	£17,000,000	£17,000,000	£17,000,000	£0
Series 5 Class C	£29,000,000	£29,000,000	£29,000,000	£0

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

**Holmes Financing (No. 7) PLC**  
**Profit & Loss Account**  
**Period Ended 15 July 2008**

	<b>This Quarter</b>	<b>Prior Quarter</b>
	<b>£'000</b>	<b>£'000</b>
Interest receivable - Inter-company loan	-	9,801
Interest receivable - Cash deposits	-	-
	<hr/>	<hr/>
	-	9,801
Interest payable - Notes	-	(9,801)
Interest payable	-	-
	<hr/>	<hr/>
	-	(9,801)
Net operating income	-	-
Fair value derivative	-	(35)
Operating expenses	-	-
	<hr/>	<hr/>
Profit on ordinary activities before taxation	-	(35)
Taxation	-	10
	<hr/>	<hr/>
Profit on ordinary activities after taxation	-	(25)
Dividend	-	-
Retained profit brought forward	3	29
	<hr/>	<hr/>
Retained profit carried forward	<u>3</u>	<u>3</u>



**Holmes Financing (No. 7) PLC**  
**Balance Sheet**  
**Period Ended 15 July 2008**

£'000

**Fixed asset investments**

Loans to Funding

-

**Current assets**

Fair Value Derivative

Cash at bank

16

-

16

**Creditors: Amounts falling due within one year**

Fair value derivative

Sundry creditors

-

-

-

Net current assets

16

Total assets less current liabilities

16

**Creditors: Amounts falling due after more than one year**

Amounts due to noteholders

-

Net assets

16

**Capital and reserves**

Share capital

Reserves

13

3

16

**Holmes Financing (No. 7) PLC**  
**Notes Outstanding**  
**Period Ended 15 July 2008**

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

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

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

	Initial note balance	Previous Principal	Redemptions	Current Principal
<b>Series 1 Class A</b>	\$750,000,000	\$0	\$0	\$0
<b>Series 1 Class B</b>	\$22,500,000	\$0	\$0	\$0
<b>Series 1 Class M</b>	\$38,250,000	\$0	\$0	\$0
<b>Series 2 Class A</b>	\$1,250,000,000	\$0	\$0	\$0
<b>Series 2 Class B</b>	\$37,500,000	\$0	\$0	\$0
<b>Series 2 Class M</b>	\$63,750,000	\$0	\$0	\$0
<b>Series 3 Class A</b>	\$500,000,000	\$0	\$0	\$0
<b>Series 3 Class B</b>	£15,000,000	£0	£0	£0
<b>Series 3 Class M</b>	£20,000,000	£0	£0	£0
<b>Series 4 Class A1</b>	€500,000,000	€0	€0	€0
<b>Series 4 Class A2</b>	£250,000,000	£0	£0	£0
<b>Series 4 Class B</b>	€41,000,000	€0	€0	€0
<b>Series 4 Class M</b>	€56,000,000	€0	€0	€0

	Currency Swap Counterparty	Current Rating Moody's / S&P / Fitch	Rating Trigger Moody's / S&P / Fitch	Comments
<b>Series 1 Class A</b>	Citibank	Aaa and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 1 Class B</b>	Citibank	Aaa and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 1 Class M</b>	Citibank	Aaa and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 2 Class A</b>	Swiss Re	Aa2 and P-1 / AA- and A-1+ / AA+	below A1or P-1 / AA- or A-1+ / AA-	Series Repaid
<b>Series 2 Class B</b>	Swiss Re	Aa2 and P-1 / AA- and A-1+ / AA+	below A1or P-1 / AA- or A-1+ / AA-	Series Repaid
<b>Series 2 Class M</b>	Swiss Re	Aa2 and P-1 / AA- and A-1+ / AA+	below A1or P-1 / AA- or A-1+ / AA-	Series Repaid

<b>Series 3 Class A</b>	Banque ALG	Aa2 / AA / AA	below A1 / AA- / A	Series Repaid
<b>Series 3 Class B</b>	GBP - n/a			Series Repaid
<b>Series 3 Class M</b>	GBP - n/a			Series Repaid
<b>Series 4 Class A1</b>	Citibank	Aaa and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 4 Class A2</b>	GBP - n/a			Series Repaid
<b>Series 4 Class B</b>	Citibank	Aaa and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 4 Class M</b>	Citibank	Aaa and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid

**Holmes Financing (No. 8) PLC**  
**Profit & Loss Account**  
**Period Ended 15 July 2008**

	<b>This Quarter</b>	<b>Prior Quarter</b>
	<b>£'000</b>	<b>£'000</b>
Interest receivable - Inter-company loan	27,003	29,415
Interest receivable - Cash collateral		
Interest receivable - Cash deposits	-	-
	<hr/> 27,003	<hr/> 29,415
Interest payable - Notes	(27,003)	(29,415)
Interest payable - CSFB		
	<hr/> (27,003)	<hr/> (29,415)
Net operating income	<hr/> -	<hr/> -
Fair value derivative	(183)	319
Operating expenses	-	-
	<hr/> (183)	<hr/> 319
Profit on ordinary activities before taxation	<hr/> (183)	<hr/> 319
Taxation	51	(89)
	<hr/> 51	<hr/> (89)
Profit on ordinary activities after taxation	<hr/> (132)	<hr/> 230
Dividend	-	-
Retained profit brought forward	806	576
	<hr/> 806	<hr/> 576
Retained profit carried forward	<hr/> <hr/> 674	<hr/> <hr/> 806

**Holmes Financing (No. 8) PLC**  
**Balance Sheet**  
**Period Ended 15 July 2008**

£'000

**Fixed asset investments**

Loans to Funding

1,520,208

**Current assets**

Accrued interest receivable

Deferred Tax

936

Cash at bank

17

Cash collateral

954

**Creditors: Amounts falling due within one year**

Fair value derivative

266

Accrued interest payable

266

Net current assets

687

Total assets less current liabilities

1,520,896

**Creditors: Amounts falling due after more than one year**

Amounts due to noteholders

(1,520,208)

Net assets

687

**Capital and reserves**

Share capital

13

Reserves

674

687

**Holmes Financing (No. 8) PLC**  
**Notes Outstanding**  
**Period Ended 15 July 2008**

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

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

	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
<b>Series 1 Class A</b>	Monthly	N/A	P-1	A-1+	F1+
<b>Series 1 Class B</b>	Quarterly	N/A	Aa3	AA	AA
<b>Series 1 Class C</b>	Quarterly	N/A	Baa2	BBB	BBB
<b>Series 2 Class A</b>	Quarterly	N/A	Aaa	AAA	AAA
<b>Series 2 Class B</b>	Quarterly	N/A	Aa3	AA	AA
<b>Series 2 Class C</b>	Quarterly	N/A	Baa2	BBB	BBB
<b>Series 3 Class A</b>	Quarterly	15-Oct-2008	Aaa	AAA	AAA
<b>Series 3 Class B</b>	Quarterly	15-Oct-2008	Aa3	AA	AA
<b>Series 3 Class C</b>	Quarterly	15-Oct-2008	Baa2	BBB	BBB
<b>Series 4 Class A1</b>	Quarterly	15-Oct-2008	Aaa	AAA	AAA
<b>Series 4 Class A2</b>	Quarterly	15-Oct-2008	Aaa	AAA	AAA
<b>Series 4 Class B</b>	Quarterly	15-Oct-2008	Aa3	AA	AA
<b>Series 4 Class C</b>	Quarterly	15-Oct-2008	Baa2	BBB	BBB

	Initial note balance	Previous Principal	Redemptions	Current Principal
<b>Series 1 Class A</b>	\$1,850,000,000	\$0	\$0	\$0
<b>Series 1 Class B</b>	\$62,900,000	\$0	\$0	\$0
<b>Series 1 Class C</b>	\$107,300,000	\$0	\$0	\$0
<b>Series 2 Class A</b>	\$1,500,000,000	\$0	\$0	\$0
<b>Series 2 Class B</b>	\$51,000,000	\$0	\$0	\$0
<b>Series 2 Class C</b>	\$87,000,000	\$0	\$0	\$0
<b>Series 3 Class A</b>	€90,000,000	€660,000,000	€330,000,000	€330,000,000
<b>Series 3 Class B</b>	€34,000,000	€22,666,667	€11,333,333	€11,333,333
<b>Series 3 Class C</b>	€57,500,000	€38,333,333	€19,166,667	€19,166,667
<b>Series 4 Class A1</b>	£900,000,000	£900,000,000	£0	£900,000,000
<b>Series 4 Class A2</b>	\$500,000,000	\$500,000,000	\$0	\$500,000,000
<b>Series 4 Class B</b>	£39,900,000	£39,900,000	£0	£39,900,000
<b>Series 4 Class C</b>	£68,000,000	£68,000,000	£0	£68,000,000

	Currency Swap Counterparty	Current Rating Moody's / S&P / Fitch	Rating Trigger Moody's / S&P / Fitch	Comments
<b>Series 1 Class A</b>	UBS	Aaa and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 1 Class B</b>	UBS	Aaa and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 1 Class C</b>	UBS	Aaa and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 2 Class A</b>	Citibank	Aaa and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 2 Class B</b>	Citibank	Aaa and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 2 Class C</b>	Citibank	Aaa and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid

**Series 3 Class A** Barclays Capital  
**Series 3 Class B** Barclays Capital  
**Series 3 Class C** Barclays Capital  
**Series 4 Class A1** GBP - n/a  
**Series 4 Class A2** CSFB  
**Series 4 Class B** GBP - n/a  
**Series 4 Class C** GBP - n/a

Aa1 and P-1 / A-1+ / F1+ below A1 or P-1 / A-1+ / F1  
Aa1 and P-1 / A-1+ / F1+ below A1 or P-1 / A-1+ / F1  
Aa1 and P-1 / A-1+ / F1+ below A1 or P-1 / A-1+ / F1  
Aa1 and P-1 / A-1+ / F1+ below A1 or P-1 / A-1+ / F1

**Holmes Financing (No. 9) PLC**  
**Profit & Loss Account**  
**Period Ended 15 July 2008**

	<b>This Quarter £'000</b>	<b>Prior Quarter £'000</b>
Interest receivable - Inter-company loan	41,676	39,858
Interest receivable - Cash deposits	41,676	39,858
Interest payable - Notes	(41,676)	(39,858)
Net operating income	-	-
Operating expenses	(831)	687
Profit on ordinary activities before taxation	(831)	687
Taxation	233	(192)
Profit on ordinary activities after taxation	(598)	495
Dividend	-	-
Retained profit brought forward	480	(15)
Retained profit carried forward	(118)	480



**Holmes Financing (No. 9) PLC**  
**Balance Sheet**  
**Period Ended 15 July 2008**

**£'000**

**Fixed asset investments**

Loans to Funding 2,778,906

**Current assets**

Sundry debtors

Sundry debtors -

Deferred Tax 47

Cash at bank 16

63

**Creditors: Amounts falling due within one year**

Fair value derivative -

Sundry creditors 168

Accrued interest payable

168

Net current assets

(105)

Total assets less current liabilities

2,778,801

**Creditors: Amounts falling due after more than one year**

Amounts due to noteholders

(2,778,906)

Net assets

(105)

**Capital and reserves**

Share capital

13

Reserves

(118)

(105)

**Holmes Financing (No. 9) PLC**  
**Notes Outstanding**  
**Period Ended 15 July 2008**

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

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

	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
<b>Series 1 Class A</b>	Monthly	N/A	P-1	A-1+	F1+
<b>Series 2 Class A</b>	Quarterly	15-Oct-2008	Aaa	AAA	AAA
<b>Series 3 Class A1</b>	Quarterly	15-Oct-2008	Aaa	AAA	AAA
<b>Series 3 Class A2</b>	Quarterly	15-Oct-2008	Aaa	AAA	AAA
<b>Series 4 Class A</b>	Quarterly	15-Oct-2008	Aaa	AAA	AAA

	Initial note balance	Previous Principal	Redemptions	Current Principal
<b>Series 1 Class A</b>	\$1,740,000,000	\$0	\$0	\$0
<b>Series 2 Class A</b>	\$2,175,000,000	\$2,175,000,000	\$0	\$2,175,000,000
<b>Series 3 Class A1</b>	€740,000,000	€740,000,000	€0	€740,000,000
<b>Series 3 Class A2</b>	£400,000,000	£400,000,000	£0	£400,000,000
<b>Series 4 Class A</b>	£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	Comments
<b>Series 1 Class A</b>	Deutsche	Aa1 and P-1 / A-1+ / AA- and F1+	below A1 or P-1 / A-1+ / A+ or F1	Series Repaid
<b>Series 2 Class A</b>	Deutsche	Aa1 and P-1 / A-1+ / AA- and F1+	below A1 or P-1 / A-1+ / A+ or F1	
<b>Series 3 Class A1</b>	Deutsche	Aa1 and P-1 / A-1+ / AA- and F1+	below A1 or P-1 / A-1+ / A+ or F1	
<b>Series 3 Class A2</b>	GBP - n/a			
<b>Series 4 Class A</b>	GBP - n/a			

**Holmes Financing (No. 10) PLC**  
**Profit & Loss Account**  
**Period Ended 15 July 2008**

	<b>This Quarter</b>	<b>Prior Quarter</b>
	<b>£'000</b>	<b>£'000</b>
Interest receivable - Inter-company loan	42,185	45,862
Interest receivable - Cash deposits	42,185	45,862
	<hr/>	<hr/>
Interest payable - Notes	(42,185)	(45,862)
	(42,185)	(45,862)
	<hr/>	<hr/>
Net operating income	-	-
Operating expenses	3,143	(8,173)
	<hr/>	<hr/>
Profit on ordinary activities before taxation	3,143	(8,173)
Taxation	(880)	2,289
	<hr/>	<hr/>
Profit on ordinary activities after taxation	2,263	(5,885)
Dividend	-	-
Retained profit brought forward	(23,281)	(17,396)
	<hr/>	<hr/>
Retained profit carried forward	<u>(21,018)</u>	<u>(23,281)</u>

**Holmes Financing (No. 10) PLC**  
**Balance Sheet**  
**Period Ended 15 July 2008**

**£'000**

**Fixed asset investments**

Loans to Funding 2,364,134

**Current assets**

Sundry debtors

Sundry debtors -

Deferred Tax 8,174

Cash at bank 14

8,187

**Creditors: Amounts falling due within one year**

Sundry creditors -

Fair value derivative 29,192

29,192

Net current assets

(21,005)

Total assets less current liabilities

2,343,129

**Creditors: Amounts falling due after more than one year**

Amounts due to noteholders

(2,364,134)

Net assets

(21,005)

**Capital and reserves**

Share capital

13

Reserves

(21,018)

(21,005)

**Holmes Financing (No. 10) PLC**  
**Notes Outstanding**  
**Period Ended 15 July 2008**

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

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

	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
<b>Series 1 Class A</b>	Monthly	N/A	P-1	A-1+	F1+
<b>Series 1 Class B</b>	Quarterly	N/A	Aa3	AA	AA
<b>Series 1 Class C</b>	Quarterly	N/A	Baa2	BBB	BBB
<b>Series 2 Class A</b>	Quarterly	N/A	Aaa	AAA	AAA
<b>Series 2 Class B</b>	Quarterly	N/A	Aa3	AA	AA
<b>Series 2 Class C</b>	Quarterly	N/A	Baa2	BBB	BBB
<b>Series 3 Class A</b>	Quarterly	15-Oct-2008	Aaa	AAA	AAA
<b>Series 3 Class B1</b>	Quarterly	15-Oct-2008	Aa3	AA	AA
<b>Series 3 Class B2</b>	Quarterly	15-Oct-2008	Aa3	AA	AA
<b>Series 3 Class M1</b>	Quarterly	15-Oct-2008	A2	A	A
<b>Series 3 Class M2</b>	Quarterly	15-Oct-2008	A2	A	A
<b>Series 3 Class C1</b>	Quarterly	15-Oct-2008	Baa2	BBB	BBB
<b>Series 3 Class C2</b>	Quarterly	15-Oct-2008	Baa2	BBB	BBB
<b>Series 4 Class A1</b>	Quarterly	15-Oct-2008	Aaa	AAA	AAA
<b>Series 4 Class A2</b>	Quarterly	15-Oct-2008	Aaa	AAA	AAA

	Initial note balance	Previous Principal	Redemptions	Current Principal
<b>Series 1 Class A</b>	\$1,260,000,000	\$0	\$0	\$0
<b>Series 1 Class B</b>	\$47,000,000	\$0	\$0	\$0
<b>Series 1 Class C</b>	\$47,000,000	\$0	\$0	\$0
<b>Series 2 Class A</b>	\$1,440,000,000	\$1,440,000,000	\$1,440,000,000	\$0
<b>Series 2 Class B</b>	\$55,000,000	\$55,000,000	\$55,000,000	\$0
<b>Series 2 Class C</b>	\$55,000,000	\$55,000,000	\$55,000,000	\$0
<b>Series 3 Class A</b>	€1,000,000,000	€1,000,000,000	€0	€1,000,000,000
<b>Series 3 Class B1</b>	€37,000,000	€37,000,000	€0	€37,000,000
<b>Series 3 Class B2</b>	£27,500,000	£27,500,000	£0	£27,500,000
<b>Series 3 Class M1</b>	€34,000,000	€34,000,000	€0	€34,000,000
<b>Series 3 Class M2</b>	£20,000,000	£20,000,000	£0	£20,000,000
<b>Series 3 Class C1</b>	€52,500,000	€52,500,000	€0	€52,500,000
<b>Series 3 Class C2</b>	£22,000,000	£22,000,000	£0	£22,000,000
<b>Series 4 Class A1</b>	\$1,440,000,000	\$1,440,000,000	\$0	\$1,440,000,000
<b>Series 4 Class A2</b>	£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
<b>Series 1 Class A</b>	HSBC	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 1 Class B</b>	HSBC	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 1 Class C</b>	HSBC	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 2 Class A</b>	HSBC	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 2 Class B</b>	HSBC	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 2 Class C</b>	HSBC	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 3 Class A</b>	Citibank	Aaa and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 3 Class B1</b>	Citibank	Aaa and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 3 Class B2</b>				
<b>Series 3 Class M1</b>	Citibank	Aaa and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 3 Class M2</b>				
<b>Series 3 Class C1</b>	Citibank	Aaa and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 3 Class C2</b>				
<b>Series 4 Class A1</b>	HSBC	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 4 Class A2</b>				

**Holmes Master Issuer PLC 2006 - 1**  
**Profit & Loss Account**  
**Period Ended 15 July 2008**

	<b>This Quarter</b> <b>£'000</b>	<b>Prior Quarter</b> <b>£'000</b>
Interest receivable - Inter-company loan	434,535	343,820
Interest receivable - Cash deposits	0	0
	<hr/> 434,535	<hr/> 343,820
Interest payable - Notes	(434,535)	(343,820)
	<hr/> (434,535)	<hr/> (343,820)
Net operating income	0	0
Operating expenses	(21,776)	10,627
Profit on ordinary activities before taxation	<hr/> (21,776)	<hr/> 10,628
Taxation	6,097	(2,976)
Profit on ordinary activities after taxation	<hr/> (15,678)	<hr/> 7,652
Dividend	-	-
Retained profit brought forward	(3,207)	(10,859)
Retained profit carried forward	<hr/> (18,886)	<hr/> (3,207)

**Holmes Master Issuer PLC 2006 - 1**  
**Balance Sheet**  
**Period Ended 15 July 2008**

**£'000**

**Fixed asset investments**

Loans to Funding 26,645,682

**Current assets**

Sundry debtors

Sundry debtors -

Fair value derivative 7,347

Cash at bank 187

7,534

**Creditors: Amounts falling due within one year**

Sundry creditors -

Deferred Tax 26,407

Accrued interest payable -

26,407

Net current assets

(18,873)

Total assets less current liabilities

26,626,809

**Creditors: Amounts falling due after more than one year**

Amounts due to noteholders

(26,645,682)

Net assets

(18,873)

**Capital and reserves**

Share capital

13

Reserves

(18,886)

(18,873)



**Holmes Master Issuer PLC 2006-1**  
**Notes Outstanding**  
**Period Ended 15 July 2008**

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

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

	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
<b>Series 1 Class A</b>	Monthly	N/A	P-1	A-1+	F1+
<b>Series 1 Class B</b>	Quarterly	N/A	Aa3	AA	AA
<b>Series 1 Class C</b>	Quarterly	N/A	Baa2	BBB	BBB
<b>Series 2 Class A</b>	Quarterly	15-Oct-2008	Aaa	AAA	AAA
<b>Series 2 Class B</b>	Quarterly	15-Oct-2008	Aa3	AA	AA
<b>Series 2 Class M</b>	Quarterly	15-Oct-2008	A2	A	A
<b>Series 2 Class C</b>	Quarterly	15-Oct-2008	Baa2	BBB	BBB
<b>Series 3 Class A1</b>	Quarterly	15-Oct-2008	Aaa	AAA	AAA
<b>Series 3 Class A2</b>	Quarterly	15-Oct-2008	Aaa	AAA	AAA
<b>Series 3 Class A3</b>	Quarterly	15-Oct-2008	Aaa	AAA	AAA
<b>Series 3 Class B2</b>	Quarterly	15-Oct-2008	Aa3	AA	AA
<b>Series 3 Class B3</b>	Quarterly	15-Oct-2008	Aa3	AA	AA
<b>Series 3 Class M2</b>	Quarterly	15-Oct-2008	A2	A	A
<b>Series 3 Class M3</b>	Quarterly	15-Oct-2008	A2	A	A
<b>Series 3 Class C2</b>	Quarterly	15-Oct-2008	Baa2	BBB	BBB
<b>Series 3 Class C3</b>			Baa2	BBB	BBB

	Initial note balance	Previous Principal	Redemptions	Current Principal
<b>Series 1 Class A</b>	\$1,500,000,000	\$0	\$0	\$0
<b>Series 1 Class B</b>	\$45,000,000	\$0	\$0	\$0
<b>Series 1 Class C</b>	\$45,000,000	\$0	\$0	\$0
<b>Series 2 Class A</b>	\$1,500,000,000	\$1,500,000,000	\$0	\$1,500,000,000
<b>Series 2 Class B</b>	\$35,000,000	\$35,000,000	\$0	\$35,000,000
<b>Series 2 Class M</b>	\$30,000,000	\$30,000,000	\$0	\$30,000,000
<b>Series 2 Class C</b>	\$40,000,000	\$40,000,000	\$0	\$40,000,000
<b>Series 3 Class A1</b>	\$900,000,000	\$900,000,000	\$0	\$900,000,000
<b>Series 3 Class A2</b>	€670,000,000	€670,000,000	€0	€670,000,000
<b>Series 3 Class A3</b>	£700,000,000	£700,000,000	£0	£700,000,000
<b>Series 3 Class B2</b>	€37,500,000	€37,500,000	€0	€37,500,000
<b>Series 3 Class B3</b>	£20,000,000	£20,000,000	£0	£20,000,000
<b>Series 3 Class M2</b>	€35,500,000	€35,500,000	€0	€35,500,000
<b>Series 3 Class M3</b>	£12,000,000	£12,000,000	£0	£12,000,000
<b>Series 3 Class C2</b>	€61,500,000	€61,500,000	€0	€61,500,000
<b>Series 3 Class C3</b>	£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
<b>Series 1 Class A</b>	Deutsche	Aa1 and P-1 / A-1+ / AA- and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 1 Class B</b>	Deutsche	Aa1 and P-1 / A-1+ / AA- and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 1 Class C</b>	Deutsche	Aa1 and P-1 / A-1+ / AA- and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 2 Class A</b>	Deutsche	Aa1 and P-1 / A-1+ / AA- and F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 2 Class B</b>	Deutsche	Aa1 and P-1 / A-1+ / AA- and F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 2 Class M</b>	Deutsche	Aa1 and P-1 / A-1+ / AA- and F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 2 Class C</b>	Deutsche	Aa1 and P-1 / A-1+ / AA- and F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 3 Class A1</b>	Deutsche	Aa1 and P-1 / A-1+ / AA- and F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 3 Class A2</b>	Barclays Capital	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 3 Class A3</b>	Barclays Capital	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 3 Class B2</b>	Barclays Capital	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 3 Class B3</b>	Barclays Capital	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 3 Class M2</b>	Barclays Capital	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 3 Class M3</b>	Barclays Capital	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 3 Class C2</b>	Barclays Capital	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 3 Class C3</b>	Barclays Capital	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	

**Holmes Master Issuer PLC 2007 - 1**  
**Profit & Loss Account**  
**Period Ended 15 July 2008**

	<b>This Quarter</b>	<b>Prior Quarter</b>
	<b>£'000</b>	<b>£'000</b>
Interest receivable - Inter-company loan	434,535	343,820
Interest receivable - Cash deposits	0	0
	<u>434,535</u>	<u>343,820</u>
Interest payable - Notes	<u>(434,535)</u>	<u>(343,820)</u>
	(434,535)	(343,820)
Net operating income	<u>0</u>	<u>0</u>
Operating expenses	(21,776)	10,627
Profit on ordinary activities before taxation	<u>(21,776)</u>	<u>10,628</u>
Taxation	6,097	(2,976)
Profit on ordinary activities after taxation	<u>(15,678)</u>	<u>7,652</u>
Dividend	-	-
Retained profit brought forward	(3,207)	(10,859)
Retained profit carried forward	<u>(18,886)</u>	<u>(3,207)</u>

**Holmes Master Issuer PLC 2007 - 1**  
**Balance Sheet**  
**Period Ended 15 July 2008**

**£'000**

<b>Fixed asset investments</b>	
Loans to Funding	26,645,682
<b>Current assets</b>	
Sundry debtors	-
Sundry debtors	-
Fair value derivative	7,347
Cash at bank	187
	<u>7,534</u>
<b>Creditors: Amounts falling due within one year</b>	
Sundry creditors	-
Deferred Tax	26,407
Accrued interest payable	-
	<u>26,407</u>
Net current assets	(18,873)
Total assets less current liabilities	<u>26,626,809</u>
<b>Creditors: Amounts falling due after more than one year</b>	
Amounts due to noteholders	(26,645,682)
Net assets	<u>(18,873)</u>
<b>Capital and reserves</b>	
Share capital	13
Reserves	(18,886)
	<u>(18,873)</u>

**Holmes Master Issuer PLC 2007-1  
Notes Outstanding  
Period Ended 15 July 2008**

	ISIN / CUSIP Number	Currency	Reference Rate
<b>Series 1 Class A1</b>	US43641NAA28	US\$	1 month USD Libor
<b>Series 1 Class A3</b>	XS0292748943	GBP	3 month Sterling Libor
<b>Series 1 Class B1</b>	US43641NAE40	US\$	3 month USD Libor
<b>Series 1 Class B2</b>	XS0292751061	EUR	3 month Euribor
<b>Series 1 Class C1</b>	US43641NAH70	US\$	3 month USD Libor
<b>Series 1 Class C2</b>	XS0292756458	EUR	3 month Euribor
<b>Series 1 Class C3</b>	XS0292756615	GBP	3 month Sterling Libor
<b>Series 2 Class A</b>	US43641NAB01	US\$	3 month USD Libor
<b>Series 2 Class B2</b>	XS0292751814	EUR	3 month Euribor
<b>Series 2 Class M2</b>	XS0292753430	EUR	3 month Euribor
<b>Series 2 Class M3</b>	XS0292754081	GBP	3 month Sterling Libor
<b>Series 2 Class C1</b>	US43641NAJ37	US\$	3 month USD Libor
<b>Series 2 Class C2</b>	XS0292757001	EUR	3 month Euribor
<b>Series 2 Class C3</b>	XS0292757340	GBP	3 month Sterling Libor
<b>Series 3 Class A1</b>	US43641NAAC83	US\$	3 month USD Libor
<b>Series 3 Class A2</b>	XS0292750253	EUR	3 month Euribor
<b>Series 3 Class A3</b>	XS0292750683	GBP	3 month Sterling Libor
<b>Series 3 Class B2</b>	XS0292752382	EUR	3 month Euribor
<b>Series 3 Class B3</b>	XS0292752622	GBP	3 month Sterling Libor
<b>Series 3 Class M2</b>	XS0292754594	EUR	3 month Euribor
<b>Series 3 Class M3</b>	XS0292755138	GBP	3 month Sterling Libor
<b>Series 3 Class C2</b>	XS0292759395	EUR	3 month Euribor
<b>Series 3 Class C3</b>	XS0292759635	GBP	3 month Sterling Libor
<b>Series 4 Class A</b>	US43641NAD66	US\$	3 month USD Libor

	Step Up Date	Expected Repayment Date	Initial Margin	Step up Margin
<b>Series 1 Class A1</b>	March 2008	March 2008	-2	N/A
<b>Series 1 Class A3</b>	January 2011	April 2008	3	6
<b>Series 1 Class B1</b>	January 2011	April 2008	9	18
<b>Series 1 Class B2</b>	January 2011	April 2008	9	18
<b>Series 1 Class C1</b>	January 2011	April 2008	28	56
<b>Series 1 Class C2</b>	January 2011	April 2008	28	56
<b>Series 1 Class C3</b>	January 2011	April 2008	28	56
<b>Series 2 Class A</b>	January 2011	April 2010	5	10
<b>Series 2 Class B2</b>	January 2011	April 2010	14	28
<b>Series 2 Class M2</b>	January 2011	April 2010	22	44
<b>Series 2 Class M3</b>	January 2011	April 2010	22	44
<b>Series 2 Class C1</b>	January 2011	April 2010	42	84
<b>Series 2 Class C2</b>	January 2011	April 2010	42	84
<b>Series 2 Class C3</b>	January 2011	April 2010	42	84
<b>Series 3 Class A1</b>	April 2011	April 2011	8	16
<b>Series 3 Class A2</b>	April 2011	April 2011	10	20
<b>Series 3 Class A3</b>	April 2011	April 2011	10	20
<b>Series 3 Class B2</b>	January 2011	January 2011	14	28
<b>Series 3 Class B3</b>	January 2011	January 2011	14	28
<b>Series 3 Class M2</b>	January 2011	January 2011	22	44
<b>Series 3 Class M3</b>	January 2011	January 2011	22	44
<b>Series 3 Class C2</b>	January 2011	January 2011	42	84
<b>Series 3 Class C3</b>	January 2011	January 2011	42	84
<b>Series 4 Class A</b>	October 2012	October 2012	10	20

	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
<b>Series 1 Class A1</b>	Monthly	N/A	P-1	A-1+	F1+
<b>Series 1 Class A3</b>	Quarterly	N/A	Aaa	AAA	AAA
<b>Series 1 Class B1</b>	Quarterly	N/A	Aa3	AA	AA
<b>Series 1 Class B2</b>	Quarterly	N/A	Aa3	AA	AA
<b>Series 1 Class C1</b>	Quarterly	N/A	Aa3	AA	AA
<b>Series 1 Class C2</b>	Quarterly	N/A	A2	A	A
<b>Series 1 Class C3</b>	Quarterly	N/A	Baa2	BBB	BBB
<b>Series 2 Class A</b>	Quarterly	15-Oct-2008	Aaa	AAA	AAA
<b>Series 2 Class B2</b>	Quarterly	15-Oct-2008	Aa3	AA	AA
<b>Series 2 Class M2</b>	Quarterly	15-Oct-2008	A2	A	A
<b>Series 2 Class M3</b>	Quarterly	15-Oct-2008	A2	A	A
<b>Series 2 Class C1</b>	Quarterly	15-Oct-2008	Baa2	BBB	BBB
<b>Series 2 Class C2</b>	Quarterly	15-Oct-2008	Baa2	BBB	BBB
<b>Series 2 Class C3</b>	Quarterly	15-Oct-2008	Baa2	BBB	BBB
<b>Series 3 Class A1</b>	Quarterly	15-Oct-2008	Aaa	AAA	AAA
<b>Series 3 Class A2</b>	Quarterly	15-Oct-2008	Aaa	AAA	AAA
<b>Series 3 Class A3</b>	Quarterly	15-Oct-2008	Aaa	AAA	AAA
<b>Series 3 Class B2</b>	Quarterly	15-Oct-2008	Aa3	AA	AA
<b>Series 3 Class B3</b>	Quarterly	15-Oct-2008	Aa3	AA	AA
<b>Series 3 Class M2</b>	Quarterly	15-Oct-2008	A2	A	A

<b>Series 3 Class M3</b>	Quarterly	15-Oct-2008	A2	A	A
<b>Series 3 Class C2</b>	Quarterly	15-Oct-2008	Baa2	BBB	BBB
<b>Series 3 Class C3</b>	Quarterly	15-Oct-2008	Baa2	BBB	BBB
<b>Series 4 Class A</b>	Quarterly	15-Oct-2008	Aaa	AAA	AAA

	Initial note balance	Previous Principal	Redemptions	Current Principal
<b>Series 1 Class A1</b>	\$1,500,000,000	\$0	\$0	\$0
<b>Series 1 Class A3</b>	£600,000,000	£0	£0	£0
<b>Series 1 Class B1</b>	\$57,200,000	\$0	\$0	\$0
<b>Series 1 Class B2</b>	€21,400,000	€0	€0	€0
<b>Series 1 Class C1</b>	\$30,300,000	\$0	\$0	\$0
<b>Series 1 Class C2</b>	€22,700,000	€0	€0	€0
<b>Series 1 Class C3</b>	£15,550,000	£0	£0	£0
<b>Series 2 Class A</b>	\$1,500,000,000	\$1,500,000,000	\$0	\$1,500,000,000
<b>Series 2 Class B2</b>	€26,300,000	€26,300,000	€0	€26,300,000
<b>Series 2 Class M2</b>	€10,600,000	€10,600,000	€0	€10,600,000
<b>Series 2 Class M3</b>	£10,800,000	£10,800,000	£0	£10,800,000
<b>Series 2 Class C1</b>	\$9,800,000	\$9,800,000	\$0	\$9,800,000
<b>Series 2 Class C2</b>	€21,900,000	€21,900,000	€0	€21,900,000
<b>Series 2 Class C3</b>	£5,000,000	£5,000,000	£0	£5,000,000
<b>Series 3 Class A1</b>	\$1,600,000,000	\$1,600,000,000	\$0	\$1,600,000,000
<b>Series 3 Class A2</b>	€1,500,000,000	€1,500,000,000	€0	€1,500,000,000
<b>Series 3 Class A3</b>	£800,000,000	£800,000,000	£0	£800,000,000
<b>Series 3 Class B2</b>	€46,700,000	€46,700,000	€0	€46,700,000
<b>Series 3 Class B3</b>	£48,000,000	£48,000,000	£0	£48,000,000
<b>Series 3 Class M2</b>	€28,000,000	€28,000,000	€0	€28,000,000
<b>Series 3 Class M3</b>	£28,800,000	£28,800,000	£0	£28,800,000
<b>Series 3 Class C2</b>	€86,900,000	€86,900,000	€0	€86,900,000
<b>Series 3 Class C3</b>	£25,500,000	£25,500,000	£0	£25,500,000
<b>Series 4 Class A</b>	\$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
<b>Series 1 Class A1</b>	CSFB	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 1 Class A3</b>				Series Repaid
<b>Series 1 Class B1</b>	CSFB	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 1 Class B2</b>	HSBC	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 1 Class C1</b>	CSFB	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 1 Class C2</b>	HSBC	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 1 Class C3</b>				Series Repaid
<b>Series 2 Class A</b>	UBS	Aaa and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 2 Class B2</b>	HSBC	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 2 Class M2</b>	HSBC	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 2 Class M3</b>				
<b>Series 2 Class C1</b>	UBS	Aaa and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 2 Class C2</b>	HSBC	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 2 Class C3</b>				
<b>Series 3 Class A1</b>	Deutsche	Aa1 and P-1 / A-1+ / AA- and F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 3 Class A2</b>	HSBC	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 3 Class A3</b>				
<b>Series 3 Class B2</b>	HSBC	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 3 Class B3</b>				
<b>Series 3 Class M2</b>	HSBC	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 3 Class M3</b>				
<b>Series 3 Class C2</b>	HSBC	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 3 Class C3</b>				
<b>Series 4 Class A</b>	HSBC	Aa1 and P-1 / A-1+ / F1+	below A1 or P-1 / A-1+ / F1	

**Holmes Master Issuer PLC 2007 - 2**  
**Profit & Loss Account**  
**Period Ended 15 July 2008**

	<b>This Quarter</b>	<b>Prior Quarter</b>
	<b>£'000</b>	<b>£'000</b>
Interest receivable - Inter-company loan	434,535	343,820
Interest receivable - Cash deposits	0	0
	<u>434,535</u>	<u>343,820</u>
Interest payable - Notes	<u>(434,535)</u>	<u>(343,820)</u>
	(434,535)	(343,820)
Net operating income	0	0
Operating expenses	(21,776)	10,627
Profit on ordinary activities before taxation	<u>(21,776)</u>	<u>10,628</u>
Taxation	6,097	(2,976)
Profit on ordinary activities after taxation	<u>(15,678)</u>	<u>7,652</u>
Dividend	-	-
Retained profit brought forward	(3,207)	(10,859)
Retained profit carried forward	<u><u>(18,886)</u></u>	<u><u>(3,207)</u></u>

**Holmes Master Issuer PLC 2007 - 2**  
**Balance Sheet**  
**Period Ended 15 July 2008**

**£'000**

**Fixed asset investments**

Loans to Funding 26,645,682

**Current assets**

Sundry debtors

Sundry debtors -

Fair value derivative 7,347

Cash at bank 187

7,347

187

7,534

**Creditors: Amounts falling due within one year**

Sundry creditors -

Deferred Tax 26,407

Accrued interest payable -

26,407

-

26,407

Net current assets

(18,873)

Total assets less current liabilities

26,626,809

**Creditors: Amounts falling due after more than one year**

Amounts due to noteholders

(26,645,682)

Net assets

(18,873)

**Capital and reserves**

Share capital

13

Reserves

(18,886)

(18,873)



**Holmes Master Issuer PLC 2007-2**  
**Notes Outstanding**  
**Period Ended 15 July 2008**

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

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

	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
<b>Series 1 Class A1</b>	Monthly	N/A	Aaa	AAA	AAA
<b>Series 1 Class A2</b>	Quarterly	N/A	Aaa	AAA	AAA
<b>Series 1 Class B</b>	Quarterly	N/A	Aa3	AA	AA
<b>Series 1 Class C</b>	Quarterly	N/A	Baa2	BBB	BBB
<b>Series 2 Class A</b>	Monthly	15-Aug-2008	Aaa	AAA	AAA
<b>Series 2 Class A1</b>	Quarterly	15-Oct-2008	Aaa	AAA	AAA
<b>Series 2 Class B1</b>	Quarterly	15-Oct-2008	Aa3	AA	AA
<b>Series 2 Class B2</b>	Quarterly	15-Oct-2008	Aa3	AA	AA
<b>Series 2 Class B3</b>	Quarterly	15-Oct-2008	Aa3	AA	AA
<b>Series 2 Class M1</b>	Quarterly	15-Oct-2008	A2	A	A
<b>Series 2 Class M2</b>	Quarterly	15-Oct-2008	A2	A	A
<b>Series 2 Class M3</b>	Quarterly	15-Oct-2008	A2	A	A
<b>Series 2 Class C1</b>	Quarterly	15-Oct-2008	Baa2	BBB	BBB
<b>Series 2 Class C2</b>	Quarterly	15-Oct-2008	Baa2	BBB	BBB
<b>Series 2 Class C3</b>	Quarterly	15-Oct-2008	Baa2	BBB	BBB
<b>Series 3 Class A1</b>	Quarterly	15-Oct-2008	Aaa	AAA	AAA
<b>Series 3 Class A2</b>	Quarterly	15-Oct-2008	Aaa	AAA	AAA
<b>Series 3 Class A3</b>	Quarterly	15-Oct-2008	Aaa	AAA	AAA
<b>Series 4 Class A</b>	Quarterly	15-Oct-2008	Aaa	AAA	AAA

	Initial note balance	Previous Principal	Redemptions	Current Principal
<b>Series 1 Class A1</b>	\$1,225,000,000	\$1,225,000,000	\$1,225,000,000	\$0
<b>Series 1 Class A2</b>	€1,200,000,000	€1,200,000,000	€1,200,000,000	€0
<b>Series 1 Class B</b>	\$82,000,000	\$82,000,000	\$82,000,000	\$0
<b>Series 1 Class C</b>	\$128,400,000	\$128,400,000	\$128,400,000	\$0
<b>Series 2 Class A</b>	CAN\$600,000,000	CAN\$600,000,000	CAN\$0	CAN\$600,000,000
<b>Series 2 Class A1</b>	\$2,750,000,000	\$2,750,000,000	\$0	\$2,750,000,000
<b>Series 2 Class B1</b>	\$25,000,000	\$25,000,000	\$0	\$25,000,000
<b>Series 2 Class B2</b>	€95,000,000	€95,000,000	€0	€95,000,000
<b>Series 2 Class B3</b>	£50,000,000	£50,000,000	£0	£50,000,000

<b>Series 2 Class M1</b>	\$10,000,000	\$10,000,000	\$0	\$10,000,000
<b>Series 2 Class M2</b>	€20,000,000	€20,000,000	€0	€20,000,000
<b>Series 2 Class M3</b>	£38,000,000	£38,000,000	£0	£38,000,000
<b>Series 2 Class C1</b>	\$34,000,000	\$34,000,000	\$0	\$34,000,000
<b>Series 2 Class C2</b>	€106,000,000	€106,000,000	€0	€106,000,000
<b>Series 2 Class C3</b>	£45,000,000	£45,000,000	£0	£45,000,000
<b>Series 3 Class A1</b>	\$1,250,000,000	\$1,250,000,000	\$0	\$1,250,000,000
<b>Series 3 Class A2</b>	€1,300,000,000	€1,300,000,000	€0	€1,300,000,000
<b>Series 3 Class A3</b>	£450,000,000	£450,000,000	£0	£450,000,000
<b>Series 4 Class A</b>	\$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
<b>Series 1 Class A1</b>	Merrill	A1 and P-1 / A-1 / A+ and F1	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 1 Class A2</b>	Merrill	A1 and P-1 / A-1 / A+ and F1	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 1 Class B</b>	Merrill	A1 and P-1 / A-1 / A+ and F1	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 1 Class C</b>	Merrill	A1 and P-1 / A-1 / A+ and F1	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 2 Class A</b>	Merrill	A1 and P-1 / A-1 / A+ and F1	below A1 or P-1 / A-1+ / F1	
<b>Series 2 Class A1</b>	Merrill	A1 and P-1 / A-1 / A+ and F1	below A1 or P-1 / A-1+ / F1	
<b>Series 2 Class B1</b>	Merrill	A1 and P-1 / A-1 / A+ and F1	below A1 or P-1 / A-1+ / F1	
<b>Series 2 Class B2</b>	Merrill	A1 and P-1 / A-1 / A+ and F1	below A1 or P-1 / A-1+ / F1	
<b>Series 2 Class B3</b>				
<b>Series 2 Class M1</b>	Merrill	A1 and P-1 / A-1 / A+ and F1	below A1 or P-1 / A-1+ / F1	
<b>Series 2 Class M2</b>	Merrill	A1 and P-1 / A-1 / A+ and F1	below A1 or P-1 / A-1+ / F1	
<b>Series 2 Class M3</b>				
<b>Series 2 Class C1</b>	Merrill	A1 and P-1 / A-1 / A+ and F1	below A1 or P-1 / A-1+ / F1	
<b>Series 2 Class C2</b>	Merrill	A1 and P-1 / A-1 / A+ and F1	below A1 or P-1 / A-1+ / F1	
<b>Series 2 Class C3</b>				
<b>Series 3 Class A1</b>	Merrill	A1 and P-1 / A-1 / A+ and F1	below A1 or P-1 / A-1+ / F1	
<b>Series 3 Class A2</b>	Merrill	A1 and P-1 / A-1 / A+ and F1	below A1 or P-1 / A-1+ / F1	
<b>Series 3 Class A3</b>				
<b>Series 4 Class A</b>	Merrill	A1 and P-1 / A-1 / A+ and F1	below A1 or P-1 / A-1+ / F1	

**Holmes Master Issuer PLC 2007 - 3**  
**Profit & Loss Account**  
**Period Ended 15 July 2008**

	<b>This Quarter</b>	<b>Prior Quarter</b>
	<b>£'000</b>	<b>£'000</b>
Interest receivable - Inter-company loan	434,535	343,820
Interest receivable - Cash deposits	0	0
	<u>434,535</u>	<u>343,820</u>
Interest payable - Notes	<u>(434,535)</u>	<u>(343,820)</u>
	(434,535)	(343,820)
Net operating income	0	0
Operating expenses	(21,776)	10,627
Profit on ordinary activities before taxation	<u>(21,776)</u>	<u>10,628</u>
Taxation	6,097	(2,976)
Profit on ordinary activities after taxation	<u>(15,678)</u>	<u>7,652</u>
Dividend	-	-
Retained profit brought forward	(3,207)	(10,859)
Retained profit carried forward	<u>(18,886)</u>	<u>(3,207)</u>

**Holmes Master Issuer PLC 2007 - 3**  
**Balance Sheet**  
**Period Ended 15 July 2008**

**£'000**

**Fixed asset investments**

Loans to Funding 26,645,682

**Current assets**

Sundry debtors

Sundry debtors

Fair value derivative

Cash at bank

-

7,347

187

7,534

**Creditors: Amounts falling due within one year**

Sundry creditors

Deferred Tax

Accrued interest payable

-

26,407

-

26,407

Net current assets

(18,873)

Total assets less current liabilities

26,626,809

**Creditors: Amounts falling due after more than one year**

Amounts due to noteholders

(26,645,682)

Net assets

(18,873)

**Capital and reserves**

Share capital

Reserves

13

(18,886)

(18,873)

**Holmes Master Issuer PLC 2007-3**  
**Notes Outstanding**  
**Period Ended 15 July 2008**

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

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

	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
<b>Series 1 Class A1</b>	Annually	15-Jul-2008	Aaa	AAA	AAA
<b>Series 1 Class A2</b>	Annually	15-Oct-2008	Aaa	AAA	AAA
<b>Series 1 Class A3</b>	Annually	15-Jan-2009	Aaa	AAA	AAA
<b>Series 1 Class B</b>	Quarterly	15-Oct-2008	Aa3	AA	AA
<b>Series 1 Class M</b>	Quarterly	15-Oct-2008	A2	A	A
<b>Series 1 Class C</b>	Quarterly	15-Oct-2008	Baa2	BBB	BBB

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

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



**Holmes Master Issuer PLC 2008 - 1**  
**Profit & Loss Account**  
**Period Ended 15 July 2008**

	<b>This Quarter £'000</b>	<b>Prior Quarter £'000</b>
Interest receivable - Inter-company loan	434,535	343,820
Interest receivable - Cash deposits	0	0
	<hr/> 434,535	<hr/> 343,820
Interest payable - Notes	(434,535)	(343,820)
	<hr/> (434,535)	<hr/> (343,820)
Net operating income	<hr/> 0	<hr/> 0
Operating expenses	(21,776)	10,627
Profit on ordinary activities before taxation	<hr/> (21,776)	<hr/> 10,628
Taxation	6,097	(2,976)
Profit on ordinary activities after taxation	<hr/> (15,678)	<hr/> 7,652
Dividend	-	-
Retained profit brought forward	(3,207)	(10,859)
Retained profit carried forward	<hr/> (18,886)	<hr/> (3,207)

**Holmes Master Issuer PLC 2008 - 1**  
**Balance Sheet**  
**Period Ended 15 July 2008**

**£'000**

**Fixed asset investments**

Loans to Funding 26,645,682

**Current assets**

Sundry debtors

Sundry debtors -

Fair value derivative 7,347

Cash at bank 187

7,534

**Creditors: Amounts falling due within one year**

Sundry creditors -

Deferred Tax 26,407

Accrued interest payable -

26,407

Net current assets

(18,873)

Total assets less current liabilities

26,626,809

**Creditors: Amounts falling due after more than one year**

Amounts due to noteholders

(26,645,682)

Net assets

(18,873)

**Capital and reserves**

Share capital

13

Reserves

(18,886)

(18,873)



**Holmes Master Issuer PLC 2008-1  
Notes Outstanding  
Period Ended 15 July 2008**

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

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

	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
<b>Series 1 Class A1</b>	Annually	15-Jan-2009	Aaa	AAA	AAA
<b>Series 1 Class A2</b>	Annually	15-Apr-2009	Aaa	AAA	AAA
<b>Series 1 Class A3</b>	Annually	15-Jul-2009	Aaa	AAA	AAA
<b>Series 1 Class A4</b>	Annually	15-Oct-2008	Aaa	AAA	AAA
<b>Series 1 Class B</b>	Quarterly	15-Oct-2008	Aa3	AA	AA
<b>Series 1 Class M</b>	Quarterly	15-Oct-2008	A2	A	A
<b>Series 1 Class C</b>	Quarterly	15-Oct-2008	Baa2	BBB	BBB

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

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

**Holmes Funding Limited**  
**Profit & Loss Account**  
**Period Ended 15 July 2008**

	<b>This Quarter</b> <b>£'000</b>	<b>Prior Quarter</b> <b>£'000</b>	
Interest receivable - Mortgages less Swaps	573,004	424,634	
Interest receivable - Cash Deposits	34,033	46,103	
Gain/(Loss) on fair value of interest rate swap	176,893	140,469	
	<u>783,930</u>	<u>611,206</u>	
Interest payable - Inter-company loans	(549,718)	(481,043)	
Interest payable - Start up loans	(1,935)	(1,575)	
	<u>(551,653)</u>	<u>(482,618)</u>	-
Net operating income	<u>232,277</u>	<u>128,588</u>	-
Other income	11,813	10,302	
Provisions	(6,802)	(3,158)	
Expenses	(8,728)	(7,737)	
Start up costs amortisation	(1,727)	(2,252)	
Deferred consideration	(49,940)	14,724	
Profit/(loss) on ordinary activities before taxation	<u>176,893</u>	<u>140,467</u>	
Taxation	(49,530)	(39,331)	
Profit/(loss) on ordinary activities after taxation	<u>127,363</u>	<u>101,136</u>	-
Dividend	-	-	
Retained profit/(loss) brought forward	214,073	112,937	
Retained profit/(loss) carried forward	<u><u>341,436</u></u>	<u><u>214,073</u></u>	

**Holmes Funding Limited**  
**Balance Sheet**  
**Period Ended 15 July 2008**

£'000

**Fixed asset investments**

Beneficial interest in Trust mortgage portfolio	32,282,275
Beneficial interest in Trust cash at bank	-
Fair value of interest rate swap	-

**Current assets**

Amounts owed by Trustee	152,953
Deferred expenditure (costs of securing)	12,383
Sundry debtors	157,211
Deferred taxation / group relief receivable	
Cash at bank:	563,000
First Reserve Fund	10,000
Funding Reserve Fund	313
Transaction account	1,334,652
Funding GIC account	2,230,512

**Creditors: Amounts falling due within one year**

Deferred consideration creditor	323,596
Interest payable - start up loans	-
Amounts due to Trustee	-
Interest payable - Inter-company loans	-
Sundry creditors	-
Deferred taxation / group relief receivable	133,801
Corporation Taxation	70

Net current assets 1,773,045

Total assets less current liabilities 34,055,320

**Creditors: Amounts falling due after more than one year**

Inter-company loans	(33,583,930)
Start up loans	(129,954)

Net assets 341,436

**Capital and reserves**

Share capital (£2)	-
Reserves	341,436

**Holmes Funding Limited**  
**Notes to Balance Sheet**  
**Period Ended 15 July 2008**

	£'000	£'000	£'000	£'000
<b>Balance on cash accumulation ledger</b>				
				-
<b>Available credit enhancement</b>				
	First Reserve	Second Reserve	Funding Reserve	
Reserve funds at closing	563,000	-	-	
Initial closing reserve funds	563,000	-	10,000	
Drawings to make bullet repayment	-	-	-	
Other drawings	-	-	(1,806)	
Transfers from revenue receipts	-	-	1,806	
Closing reserve balance	563,000	-	10,000	
Target reserve funds	563,000	-	10,000	
<b>Principal deficiency ledger</b>	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	Nil
<b>Start up loan outstanding</b>	<b>Opening balance</b>	<b>Repayment</b>	<b>Interest Added</b>	<b>Closing balance</b>
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	-	-	-	-
Master Issuer 2007-1 start-up loan	14,325	4,788	212	9,749
Master Issuer 2007-3 start-up loan	48,942	16,357	724	33,309
Master Issuer 2008-1 start-up loan	65,000	21,740	1,012	44,272
Closing balance	128,267	42,885	1,948	87,330
<b>Liquidity facility</b>				
Liquidity facility limit	25,000			
Liquidity facility drawn	-			
Liquidity facility available	25,000			

**Holmes Trustees Limited**  
**Profit & Loss Account**  
**Period Ended 15 July 2008**

	<b>This Quarter £'000</b>	<b>Prior Quarter £'000</b>
Interest receivable - Mortgages	591,950	559,851
Interest receivable - Cash Deposits	9,143	8,335
	<hr/> 601,093	<hr/> 568,186
Interest payable - Mortgages	(591,950)	(559,851)
Interest payable - Cash Deposits	(9,143)	(8,335)
	<hr/> (601,093)	<hr/> (568,186)
Net operating income	<hr/> -	<hr/> -
Fees receivable	6,268	6,351
Fees payable	(6,268)	(6,351)
Operating expenses	(11,343)	(8,181)
Provision charges	3,401	(877)
Other income	7,942	9,058
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 15 July 2008**

£'000

**Fixed asset investments**

Mortgage loans secured on residential property 43,521,750

**Current assets**

Bank interest receivable	1,819
Cash at bank	486,395
Amounts due from Seller	53,143
Other debtors	
Accrued interest receivable	97,994
	<u>639,351</u>

**Creditors: Amounts falling due within one year**

Amounts due to Funding	-
Sundry creditors	152,953
	<u>-</u>
	152,953

Net current assets

486,398

Total assets less current liabilities

44,008,148

**Creditors: Amounts falling after more than one year**

Seller share of mortgage loans	
Funding share of mortgage loans	(11,239,475)
	<u>(32,282,275)</u>
Seller share of cash at bank	
Funding share of cash at bank	(486,395)
	<u>-</u>

Net assets

-

**Capital and reserves**

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