



**Holmes Financing (No. 1) PLC**  
**Issuer Profit & Loss Account**  
**Period ended 30 September 2009**

	<b>This Period</b>	<b>Prior Quarter</b>
	<b>£'000</b>	<b>£'000</b>
Interest receivable - Inter-company loan	1,007	1,390
Interest receivable - Cash Deposits	0	0
	<hr/>	<hr/>
	1,007	1,390
Interest payable - Notes	(1,007)	(1,390)
	<hr/>	<hr/>
	(1,007)	(1,390)
Net operating income	<hr/>	<hr/>
	-	-
Profit on ordinary activities before taxation	<hr/>	<hr/>
	-	-
Taxation	-	-
Unrealised IFRS fair value movement on swaps	(3,450)	5,590
Profit on ordinary activities after taxation	<hr/>	<hr/>
	(3,450)	5,590
Dividend	-	-
Reserves available	5,766	177
Reserves available	<hr/>	<hr/>
	<u>2,316</u>	<u>5,766</u>

**Holmes Financing (No. 1) PLC**

**Balance Sheet**

**Period ended 30 September 2009**

**£'000**

**Fixed Asset investments**

Loans to Funding 275,000

**Current assets**

Accrued interest on Funding loan	787
Cash at bank	43
Deferred tax	-
	<hr/>
	830
	<hr/>

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

Deferred tax	-
Fair value derivative	(1,499)
	<hr/>
	(1,499)
	<hr/>

Net current assets 2,330

Total assets less current liabilities 

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 277,330

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

Amounts due to noteholders (275,000)

Net assets 

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 2,330

**Capital and reserves**

Share capital	13
Reserves available	2,316
	<hr/>
	2,329
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Holmes Financing (No. 1) PLC

Notes Outstanding

Period ended 30 September 2009

	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	15th Jan 2010	Aaa	AAA	AAA
Series 4 Class B	Quarterly	15th Jan 2010	Aa3	AA	AA
Series 4 Class C	Quarterly	15th Jan 2010	Baa2	BBB	BBB

	Initial note balance	Previous Principal	Redemptions	Current Principal
Series 1 Class A	\$900,000,000	\$0	\$0	\$0
Series 1 Class B	\$31,500,000	\$0	\$0	\$0
Series 1 Class C	\$42,000,000	\$0	\$0	\$0
Series 2 Class A	\$975,000,000	\$0	\$0	\$0
Series 2 Class B	\$34,500,000	\$0	\$0	\$0
Series 2 Class C	\$45,000,000	\$0	\$0	\$0
Series 3 Class A1	£375,000,000	£0	£0	£0
Series 3 Class A2	€20,000,000	€0	€0	€0
Series 3 Class B	£24,000,000	£0	£0	£0
Series 3 Class C	£30,000,000	£0	£0	£0
Series 4 Class A	£250,000,000	£250,000,000	£0	£250,000,000
Series 4 Class B	£11,000,000	£11,000,000	£0	£11,000,000
Series 4 Class C	£14,000,000	£14,000,000	£0	£14,000,000

	Currency Swap Counterparty	Current Rating Moodys / S&P / Fitch	Rating Trigger Moodys / S&P / Fitch	Comments
Series 1 Class A	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below Aa3 / AA- / AA-	Series Repaid
Series 1 Class B	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below Aa3 / AA- / AA-	Series Repaid
Series 1 Class C	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below Aa3 / AA- / AA-	Series Repaid
Series 2 Class A	Gen Re	n/a	below Aa3 / AA- / AA-	Series Repaid
Series 2 Class B	Gen Re	n/a	below Aa3 / AA- / AA-	Series Repaid
Series 2 Class C	Gen Re	n/a	below Aa3 / AA- / AA-	Series Repaid
Series 3 Class A1	GBP - n/a			Series Repaid
Series 3 Class A2	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below Aa3 / AA- / AA-	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	A3 and P-1 / A and A-1 / A+ and F1+	below Aa3 / AA- / AA-	
Series 4 Class B	GBP - n/a			
Series 4 Class C	GBP - n/a			



**Holmes Financing (No. 2) PLC**  
**Profit & Loss Account**  
**Period ended 30 September 2009**

	<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 30 September 2009**

**£'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 30 September 2009**

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

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

	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
<b>Series 4 Class A</b>	Quarterly	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>	\$1,000,000,000	\$0	\$0	\$0
<b>Series 1 Class B</b>	\$37,000,000	\$0	\$0	\$0
<b>Series 1 Class C</b>	\$49,000,000	\$0	\$0	\$0
<b>Series 2 Class A</b>	\$1,000,000,000	\$0	\$0	\$0
<b>Series 2 Class B</b>	\$37,000,000	\$0	\$0	\$0
<b>Series 2 Class C</b>	\$49,000,000	\$0	\$0	\$0
<b>Series 3 Class A</b>	£500,000,000	£0	£0	£0
<b>Series 3 Class B</b>	£19,000,000	£0	£0	£0
<b>Series 3 Class C</b>	£25,000,000	£0	£0	£0
<b>Series 4 Class A</b>	€500,000,000	€0	€0	€0
<b>Series 4 Class B</b>	€21,000,000	€0	€0	€0
<b>Series 4 Class C</b>	€35,000,000	€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>	West LB	n/a	below Aa3 / AA- / AA-	Series Repaid
<b>Series 1 Class B</b>	West LB	n/a	below Aa3 / AA- / AA-	Series Repaid
<b>Series 1 Class C</b>	West LB	n/a	below Aa3 / AA- / AA-	Series Repaid
<b>Series 2 Class A</b>	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 2 Class B</b>	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 2 Class C</b>	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 3 Class A</b>	GBP - n/a			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	A3 and P-1 / A and A-1 / A+ and F1+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 4 Class B</b>	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 4 Class C</b>	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below Aa3 / AA- / AA-	Series Repaid



**Holmes Financing (No. 3) PLC**

**Profit & Loss Account**

**Period ended 30 September 2009**

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

**Holmes Financing (No. 3) PLC**

**Balance Sheet**

**Period ended 30 September 2009**

	£'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	7	
	<u>14</u>	
<b>Creditors: Amounts falling due within one year</b>		
Fair value derivative	-	
Sundry creditors	-	
	<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 30 September 2009**

	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	Rating Trigger	Comments
<b>Series 1 Class A</b>	CSFB	Moody's / S&P / Fitch Aa2 and P-1 / A+ and A-1+ / AA- and F1+	Moody's / S&P / Fitch below Aa3 / AA- / AA-	Series Repaid
<b>Series 1 Class B</b>	CSFB	Aa2 and P-1 / A+ and A-1+ / AA- and F1+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 1 Class C</b>	CSFB	Aa2 and P-1 / A+ and A-1+ / AA- and F1+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 2 Class A</b>	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 2 Class B</b>	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 2 Class C</b>	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 3 Class A</b>	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 3 Class B</b>	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 3 Class C</b>	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below Aa3 / AA- / AA-	Series Repaid

**Holmes Financing (No. 4) PLC**  
**Profit & Loss Account**  
**Period ended 30 September 2009**

	<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 30 September 2009

	£'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		<u>-</u>
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 30 September 2009**

	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 ALG	n/a	below Aa3 / AA- / AA-	Series Repaid
<b>Series 1 Class B</b>	Banque ALG	n/a	below Aa3 / AA- / AA-	Series Repaid
<b>Series 1 Class C</b>	Banque ALG	n/a	below Aa3 / AA- / AA-	Series Repaid
<b>Series 2 Class A</b>	CSFB	Aa2 and P-1 / A+ and A-1+ / AA- and F1+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 2 Class B</b>	CSFB	Aa2 and P-1 / A+ and A-1+ / AA- and F1+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 2 Class C</b>	CSFB	Aa2 and P-1 / A+ and A-1+ / AA- and F1+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 3 Class A1</b>	GBP - n/a			Series Repaid
<b>Series 3 Class A2</b>	Banque ALG	n/a	below Aa3 / AA- / AA-	Series Repaid
<b>Series 3 Class B</b>	Banque ALG	n/a	below Aa3 / AA- / AA-	Series Repaid
<b>Series 3 Class C</b>	Banque ALG	n/a	below Aa3 / AA- / AA-	Series Repaid
<b>Series 3 Class D1</b>	GBP - n/a			Series Repaid
<b>Series 3 Class D2</b>	CSFB	Aa2 and P-1 / A+ and A-1+ / AA- and F1+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 3 Class D3</b>	CSFB	Aa2 and P-1 / A+ and A-1+ / AA- and F1+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 4 Class A</b>	CSFB	Aa2 and P-1 / A+ and A-1+ / AA- and F1+	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 30 September 2009**

	<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 30 September 2009

	£'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		<u>-</u>
Net assets		<u><u>16</u></u>
<b>Capital and reserves</b>		
Share capital		13
Reserves		<u>3</u>
		<u><u>16</u></u>

**Notes Outstanding**

**Period ended 30 September 2009**

	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
<b>Series 1 Class A</b>	CSFB	Moody's / S&P / Fitch Aa2 and P-1 / A+ and A-1+ / AA- and F1+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 1 Class B</b>	CSFB	Aa2 and P-1 / A+ and A-1+ / AA- and F1+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 1 Class C</b>	CSFB	Aa2 and P-1 / A+ and A-1+ / AA- and F1+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 2 Class A1</b>	CSFB	Aa2 and P-1 / A+ and A-1+ / AA- and F1+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 2 Class A2</b>	CSFB	Aa2 and P-1 / A+ and A-1+ / AA- and F1+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 2 Class B</b>	CSFB	Aa2 and P-1 / A+ and A-1+ / AA- and F1+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 2 Class C</b>	CSFB	Aa2 and P-1 / A+ and A-1+ / AA- and F1+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 3 Class A1</b>	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 3 Class A2</b>	GBP - n/a			Series Repaid
<b>Series 3 Class B</b>	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below Aa3 / AA- / AA-	Series Repaid
<b>Series 3 Class C</b>	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below Aa3 / AA- / AA-	Series Repaid



**Holmes Financing (No. 6) PLC**

**Profit & Loss Account**

**Period ended 30 September 2009**

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

**Holmes Financing (No. 6) PLC**

**Balance Sheet**

**Period ended 30 September 2009**

**£'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 30 September 2009**

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

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

	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 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
<b>Series 4 Class A1</b>	Quarterly	N/A	Aaa	AAA	AAA
<b>Series 4 Class A2</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

<b>Series 5 Class A</b>	Quarterly	N/A	Aaa	AAA	AAA
<b>Series 5 Class B</b>	Quarterly	N/A	Aa3	AA	AA
<b>Series 5 Class C</b>	Quarterly	N/A	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>	\$50,000,000	\$0	\$0	\$0
<b>Series 1 Class C</b>	\$86,000,000	\$0	\$0	\$0
<b>Series 2 Class A</b>	\$1,250,000,000	\$0	\$0	\$0
<b>Series 2 Class B</b>	\$42,000,000	\$0	\$0	\$0
<b>Series 2 Class C</b>	\$70,000,000	\$0	\$0	\$0
<b>Series 3 Class A</b>	€1,000,000,000	€0	€0	€0
<b>Series 3 Class B</b>	€34,000,000	€0	€0	€0
<b>Series 3 Class C</b>	€57,000,000	€0	€0	€0
<b>Series 4 Class A1</b>	\$1,000,000,000	\$0	\$0	\$0
<b>Series 4 Class A2</b>	CHF 300,000,000	CHF 0	CHF 0	CHF 0
<b>Series 4 Class B</b>	\$40,000,000	\$0	\$0	\$0
<b>Series 4 Class C</b>	\$69,000,000	\$0	\$0	\$0
<b>Series 5 Class A</b>	£500,000,000	£500,000,000	£500,000,000	£0
<b>Series 5 Class B</b>	£17,000,000	£17,000,000	£17,000,000	£0
<b>Series 5 Class C</b>	£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	A1 and P-1 / A+ and A-1 / AA- and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 1 Class B</b>	Barclays Capital	A1 and P-1 / A+ and A-1 / AA- and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 1 Class C</b>	Barclays Capital	A1 and P-1 / A+ and A-1 / AA- and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 2 Class A</b>	Barclays Capital	A1 and P-1 / A+ and A-1 / AA- and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 2 Class B</b>	Barclays Capital	A1 and P-1 / A+ and A-1 / AA- and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 2 Class C</b>	Barclays Capital	A1 and P-1 / A+ and A-1 / AA- and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 3 Class A</b>	CSFB	Aa2 and P-1 / A+ and A-1+ / AA- and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 3 Class B</b>	CSFB	Aa2 and P-1 / A+ and A-1+ / AA- and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 3 Class C</b>	CSFB	Aa2 and P-1 / A+ and A-1+ / AA- and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 4 Class A1</b>	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 4 Class A2</b>	UBS	Aa2 and P-1 / A+ and A-1+ / A+ and F1+	below A1 or P-1 / A-1 / F1	Series Repaid
<b>Series 4 Class B</b>	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 4 Class C</b>	Citibank	A3 and P-1 / A and A-1 / A+ and 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 30 September 2009**

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

**Holmes Financing (No. 7) PLC**

**Balance Sheet**

**Period ended 30 September 2009**

£'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

**Notes Outstanding**

**Period ended 30 September 2009**

	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 below A1 or P-1 / A-1+ / F1	Comments
<b>Series 1 Class A</b>	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 1 Class B</b>	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 1 Class M</b>	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 2 Class A</b>	Swiss Re	n/a	below A1 or P-1 / AA- or A-1+ / AA- below A1 or P-1 / AA- or A-1+ / AA- below A1 or P-1 / AA- or A-1+ / AA- below A1 / AA- / A	Series Repaid
<b>Series 2 Class B</b>	Swiss Re	n/a	below A1 or P-1 / AA- or A-1+ / AA- below A1 or P-1 / AA- or A-1+ / AA- below A1 or P-1 / AA- or A-1+ / AA- below A1 / AA- / A	Series Repaid
<b>Series 2 Class M</b>	Swiss Re	n/a	below A1 or P-1 / AA- or A-1+ / AA- below A1 or P-1 / AA- or A-1+ / AA- below A1 or P-1 / AA- or A-1+ / AA- below A1 / AA- / A	Series Repaid
<b>Series 3 Class A</b>	Banque ALG	n/a	below A1 or P-1 / AA- or A-1+ / AA- below A1 or P-1 / AA- or A-1+ / AA- below A1 or P-1 / AA- or A-1+ / 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	A3 and P-1 / A and A-1 / A+ and 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	A3 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 4 Class M</b>	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid



**Holmes Financing (No. 8) PLC**  
**Issuer Profit & Loss Account**  
**Period ended 30 September 2009**

	<b>This Period</b>	<b>Prior Quarter</b>
	<b>£'000</b>	<b>£'000</b>
Interest receivable - Inter-company loan	-	3,371
Interest receivable - Cash deposits	0	0
	-	3,371
Interest payable - Notes	-	(3,371)
	-	(3,371)
Net operating income	-	(0)
Operating expenses	-	-
Profit on ordinary activities before taxation	-	(0)
Taxation	-	-
Unrealised IFRS fair value movement on swap	-	(115)
Profit on ordinary activities after taxation	-	(115)
Dividend	-	-
Retained profit brought forward	5	120
Retained profit carried forward	5	5

**Holmes Financing (No. 8) PLC**  
**Balance Sheet**  
**Period ended 30 September 2009**

£'000

**Fixed Asset investments**

Loans to Funding

-

**Current assets**

Accrued interest on Funding loan

-

Cash at bank

18

FV of the derivative - swap

-

18

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

Deferred tax

-

Accrued interest on derivative

-

-

Net current assets

18

Total assets less current liabilities

18

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

Amounts due to noteholders

Exchange adjustments to notes

-

Accrued interest on notes

-

Net assets

18

**Capital and reserves**

Share capital

13

Reserves

5

18

(0)

**Holmes Financing (No. 8) PLC**  
**Notes Outstanding**  
**Period ended 30 September 2009**

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

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

	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
Series 1 Class A	Monthly	N/A	P-1	A-1+	F1+
Series 1 Class B	Quarterly	N/A	Aa3	AA	AA
Series 1 Class C	Quarterly	N/A	Baa2	BBB	BBB
Series 2 Class A	Quarterly	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	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	\$1,850,000,000	\$0	\$0	\$0
Series 1 Class B	\$62,900,000	\$0	\$0	\$0
Series 1 Class C	\$107,300,000	\$0	\$0	\$0
Series 2 Class A	\$1,500,000,000	\$0	\$0	\$0
Series 2 Class B	\$51,000,000	\$0	\$0	\$0
Series 2 Class C	\$87,000,000	\$0	\$0	\$0
Series 3 Class A	€90,000,000	€0	€0	€0
Series 3 Class B	€34,000,000	€0	€0	€0
Series 3 Class C	€57,500,000	€0	€0	€0
Series 4 Class A1	£900,000,000	£0	£0	£0
Series 4 Class A2	\$500,000,000	\$0	\$0	\$0
Series 4 Class B	£39,900,000	£0	£0	£0
Series 4 Class C	£68,000,000	£0	£0	£0

	Currency Swap Counterparty	Current Rating	Rating Trigger	Comments
Series 1 Class A	UBS	Moodys / S&P / Fitch Aa2 and P-1 / A+ and A-1+ / A+ and F1+	Moodys / S&P / Fitch below A1 or P-1 / A-1+ / F1	Series Repaid
Series 1 Class B	UBS	Aa2 and P-1 / A+ and A-1+ / A+ and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 1 Class C	UBS	Aa2 and P-1 / A+ and A-1+ / A+ and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class A	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class B	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class C	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid

<b>Series 3 Class A</b>	Barclays Capital	A1 and P-1 / A+ and A-1 / AA- and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 3 Class B</b>	Barclays Capital	A1 and P-1 / A+ and A-1 / AA- and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 3 Class C</b>	Barclays Capital	A1 and P-1 / A+ and A-1 / AA- and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 4 Class A1</b>	GBP - n/a			Series Repaid
<b>Series 4 Class A2</b>	CSFB	Aa2 and P-1 / A+ and A-1+ / AA- and F1+	below A1 or P-1 / A-1+ / F1	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. 9) PLC**  
**Issuer Profit & Loss Account**  
**Period ended 30 September 2009**

	<b>This Period</b>	<b>Prior Quarter</b>
	<b>£'000</b>	<b>£'000</b>
Interest receivable - Inter-company loan	4,467	6,576
Interest receivable - Cash deposits	0	0
	<hr/> 4,467	<hr/> 6,576
Interest payable - Notes	(4,467)	(6,576)
	<hr/> (4,467)	<hr/> (6,576)
Net operating income	-	0
Profit on ordinary activities before taxation	<hr/> -	<hr/> 0
Taxation	-	-
Unrealised IFRS fair value movement on swap	486	318
Profit on ordinary activities after taxation	<hr/> 486	<hr/> 318
Dividend	-	-
Retained profit brought forward	618	300
Retained profit carried forward	<hr/> <hr/> 1,104	<hr/> <hr/> 618

**Holmes Financing (No. 9) PLC****Balance Sheet****Period ended 30 September 2009****£'000****Fixed Asset investments**

Loans to Funding 1,506,530

**Current assets**

Accrued interest on Funding loan	3,457
FV of the derivative-cross currency swap	171,227
Accrued interest on derivative	412
Cash at bank	16
	<hr/>
	175,112
	<hr/>

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

Fair value derivative	-
Deferred tax	-
	<hr/>
	-
	<hr/>

Net current assets 175,112

Total assets less current liabilities 1,681,642

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

Amounts due to noteholders	(1,506,530)
Exchange adjustments to notes	(170,126)
	<hr/>
	(1,676,656)
	<hr/>

Accrued interest on notes (3,869)

Net assets 1,117

**Capital and reserves**

Share capital	13
Reserves	1,104
	<hr/>
	1,117
	<hr/>

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

**Notes Outstanding**

**Period ended 30 September 2009**

	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	N/A	Aaa	AAA	AAA
<b>Series 3 Class A1</b>	Quarterly	15-Oct-2009	Aaa	AAA	AAA
<b>Series 3 Class A2</b>	Quarterly	15-Oct-2009	Aaa	AAA	AAA
<b>Series 4 Class A</b>	Quarterly	15-Oct-2009	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	\$0	\$0	\$0
<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	Rating Trigger	Comments
<b>Series 1 Class A</b>	Deutsche	Moody's / S&P / Fitch Aa1 and P-1 / A+ and A-1 / AA- and F1+	Moody's / S&P / Fitch below A1 or P-1 / A-1+ / A+ or F1	Series Repaid
<b>Series 2 Class A</b>	Deutsche	Moody's / S&P / Fitch Aa1 and P-1 / A+ and A-1 / AA- and F1+	below A1 or P-1 / A-1+ / A+ or F1	Series Repaid
<b>Series 3 Class A1</b>	Deutsche	Moody's / S&P / Fitch Aa1 and P-1 / A+ and 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**  
**Issuer Profit & Loss Account**  
**Period ended 30 September 2009**

	<b>This Period</b>	<b>Prior Quarter</b>
	<b>£'000</b>	<b>£'000</b>
Interest receivable - Inter-company loan	4,849	9,171
Interest receivable - Cash deposits	0	0
	<hr/> 4,849	<hr/> 9,171
Interest payable - Notes	(4,849)	(9,171)
	<hr/> (4,849)	<hr/> (9,171)
Net operating income	0	0
Profit on ordinary activities before taxation	<hr/> 0	<hr/> 0
Taxation	-	-
Unrealised IFRS fair value movement on swap	1,451	(4,138)
Profit on ordinary activities after taxation	<hr/> 1,451	<hr/> (4,138)
Dividend	-	-
Reserves available brought forward	(3,831)	307
Reserves available carried forward	<hr/> <hr/> (2,380)	<hr/> <hr/> (3,831)

**Holmes Financing (No. 10) PLC**  
**Balance Sheet**  
**Period ended 30 September 2009**

**£'000**

**Fixed Asset investments**

Loans to Funding 1,526,160

**Current assets**

Accrued interest on Funding loan	3,492
FV of the derivative	122,303
Accrued interest on derivative	(644)
Cash at bank	14
	<hr/>
	125,165
	<hr/>

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

Deferred tax	<hr/>
	-
	<hr/>

Net current assets 125,165

Total assets less current liabilities 1,651,325

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

Amounts due to noteholders	(1,526,160)
Exchange adjustments to notes	(124,685)
	<hr/>
	(1,650,845)
	<hr/>

Accrued interest on notes (2,848)

Net assets (2,367)

**Capital and reserves**

Share capital	13
Reserves	(2,380)
	<hr/>
	(2,367)
	<hr/>

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

**Notes Outstanding**

**Period ended 30 September 2009**

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

<b>Series 4 Class A1</b>	Quarterly	15th Jan 2010	Aaa	AAA	AAA
<b>Series 4 Class A2</b>	Quarterly	15th Jan 2010	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	\$0	\$0	\$0	
<b>Series 2 Class B</b>	\$55,000,000	\$0	\$0	\$0	
<b>Series 2 Class C</b>	\$55,000,000	\$0	\$0	\$0	
<b>Series 3 Class A</b>	€1,000,000,000	€0	€0	€0	
<b>Series 3 Class B1</b>	€37,000,000	€0	€0	€0	
<b>Series 3 Class B2</b>	£27,500,000	£0	£0	£0	
<b>Series 3 Class M1</b>	€34,000,000	€0	€0	€0	
<b>Series 3 Class M2</b>	£20,000,000	£0	£0	£0	
<b>Series 3 Class C1</b>	€52,500,000	€0	€0	€0	
<b>Series 3 Class C2</b>	£22,000,000	£0	£0	£0	
<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	Rating Trigger	Comments
<b>Series 1 Class A</b>	HSBC	Moodys / S&P / Fitch Aa3 and P-1 / AA- and A-1+ / AA and F1+	Moodys / S&P / Fitch below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 1 Class B</b>	HSBC	Aa3 and P-1 / AA- and A-1+ / AA and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 1 Class C</b>	HSBC	Aa3 and P-1 / AA- and A-1+ / AA and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 2 Class A</b>	HSBC	Aa3 and P-1 / AA- and A-1+ / AA and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 2 Class B</b>	HSBC	Aa3 and P-1 / AA- and A-1+ / AA and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 2 Class C</b>	HSBC	Aa3 and P-1 / AA- and A-1+ / AA and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 3 Class A</b>	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 3 Class B1</b>	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 3 Class B2</b>				Series Repaid
<b>Series 3 Class M1</b>	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 3 Class M2</b>				Series Repaid
<b>Series 3 Class C1</b>	Citibank	A3 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 3 Class C2</b>				Series Repaid
<b>Series 4 Class A1</b>	HSBC	Aa3 and P-1 / AA- and A-1+ / AA and F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 4 Class A2</b>				



**Holmes Master Issuer PLC**  
**Issuer Profit & Loss Account**  
**Period ended 30 September 2009**

	<b>This Period</b>	<b>Prior Quarter</b>
	<b>£'000</b>	<b>£'000</b>
Interest receivable - Inter-company loan	53,141	186,536
Interest receivable - Cash deposits	0	(0)
	<u>53,141</u>	<u>186,536</u>
Interest payable - Notes	195,790	(221,316)
	<u>195,790</u>	<u>(221,316)</u>
Net operating income	248,930	(34,781)
Interest on Debt Securities	(27,985)	(43,217)
Swap interest	(220,945)	77,997
Profit on ordinary activities before taxation	0	(0)
Taxation	(0)	0
Unrealised IFRS fair value movement on swaps	(42,280)	(244,499)
Profit on ordinary activities after taxation	<u>(42,280)</u>	<u>(244,499)</u>
Dividend	-	-
Reserves available brought forward	<u>32,777</u>	<u>277,276</u>
Reserves available carry forward	<u>(9,503)</u>	<u>32,777</u>

**Holmes Master Issuer PLC****Balance Sheet**

Period ended 30 September 2009

£'000

**Fixed Asset investments**

Loans to Funding		10,749,501
		<u>10,749,501</u>

**Current assets**

Fair value derivative- swap	2,219,282	
Accrued interest on Funding loan	24,995	
Accrued interest on derivative	(2,485)	
Cash at bank	35	
	<u>2,241,827</u>	

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

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

Net current assets 2,241,827

Total assets less current liabilities 12,991,328

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

Amounts due to noteholders	(10,749,501)	
Exchange adjustments to notes	(2,228,808)	
	<u>(12,978,309)</u>	

Accrued interest on notes (22,510)

Net assets (9,491)

**Capital and reserves**

Issued Share capital	13	
Reserves available	(9,503)	
	<u>(9,491)</u>	

**Holmes Master Issuer PLC 2006-1**

**Notes Outstanding**

**Period ended 30 September 2009**

	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	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 2 Class C</b>	Quarterly	N/A	Baa2	BBB	BBB
<b>Series 3 Class A1</b>	Quarterly	January 2010	Aaa	AAA	AAA
<b>Series 3 Class A2</b>	Quarterly	January 2010	Aaa	AAA	AAA
<b>Series 3 Class A3</b>	Quarterly	January 2010	Aaa	AAA	AAA
<b>Series 3 Class B2</b>	Quarterly	January 2010	Aa3	AA	AA
<b>Series 3 Class B3</b>	Quarterly	January 2010	Aa3	AA	AA

<b>Series 3 Class M2</b>	Quarterly	January 2010	A2	A	A
<b>Series 3 Class M3</b>	Quarterly	January 2010	A2	A	A
<b>Series 3 Class C2</b>	Quarterly	January 2010	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	\$750,000,000	\$750,000,000	\$0
<b>Series 2 Class B</b>	\$35,000,000	\$35,000,000	\$35,000,000	\$0
<b>Series 2 Class M</b>	\$30,000,000	\$30,000,000	\$30,000,000	\$0
<b>Series 2 Class C</b>	\$40,000,000	\$40,000,000	\$40,000,000	\$0
<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	Rating Trigger	Comments
<b>Series 1 Class A</b>	Deutsche	Moody's / S&P / Fitch Aa1 and P-1 / A+ and A-1 / AA- and F1+	Moody's / S&P / Fitch below A1 or P-1 / A- 1+ / F1	Series Repaid
<b>Series 1 Class B</b>	Deutsche	Aa1 and P-1 / A+ and 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+ and 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+ and A-1 / AA- and F1+	below A1 or P-1 / A- 1+ / F1	Series Repaid
<b>Series 2 Class B</b>	Deutsche	Aa1 and P-1 / A+ and A-1 / AA- and F1+	below A1 or P-1 / A- 1+ / F1	Series Repaid
<b>Series 2 Class M</b>	Deutsche	Aa1 and P-1 / A+ and A-1 / AA- and F1+	below A1 or P-1 / A- 1+ / F1	Series Repaid
<b>Series 2 Class C</b>	Deutsche	Aa1 and P-1 / A+ and A-1 / AA- and F1+	below A1 or P-1 / A- 1+ / F1	Series Repaid
<b>Series 3 Class A1</b>	Deutsche	Aa1 and P-1 / A+ and A-1 / AA- and F1+	below A1 or P-1 / A- 1+ / F1	
<b>Series 3 Class A2</b>	Barclays Capital	A1 and P-1 / A+ and A-1 / AA- and F1+	below A1 or P-1 / A- 1+ / F1	
<b>Series 3 Class A3</b>				
<b>Series 3 Class B2</b>	Barclays Capital	A1 and P-1 / A+ and A-1 / AA- and F1+	below A1 or P-1 / A- 1+ / F1	
<b>Series 3 Class B3</b>				
<b>Series 3 Class M2</b>	Barclays Capital	A1 and P-1 / A+ and A-1 / AA- and F1+	below A1 or P-1 / A- 1+ / F1	
<b>Series 3 Class M3</b>				
<b>Series 3 Class C2</b>	Barclays Capital	A1 and P-1 / A+ and A-1 / AA- and F1+	below A1 or P-1 / A- 1+ / F1	
<b>Series 3 Class C3</b>				

**Holmes Master Issuer PLC 2007-1**

**Notes Outstanding**

**Period ended 30 September 2009**

	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		
		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	January 2010	Aaa	AAA	AAA
<b>Series 2 Class B2</b>	Quarterly	January 2010	Aa3	AA	AA
<b>Series 2 Class M2</b>	Quarterly	January 2010	A2	A	A
<b>Series 2 Class M3</b>	Quarterly	January 2010	A2	A	A
<b>Series 2 Class C1</b>	Quarterly	January 2010	Baa2	BBB	BBB
<b>Series 2 Class C2</b>	Quarterly	January 2010	Baa2	BBB	BBB
<b>Series 2 Class C3</b>	Quarterly	January 2010	Baa2	BBB	BBB
<b>Series 3 Class A1</b>	Quarterly	January 2010	Aaa	AAA	AAA
<b>Series 3 Class A2</b>	Quarterly	January 2010	Aaa	AAA	AAA
<b>Series 3 Class A3</b>	Quarterly	January 2010	Aaa	AAA	AAA
<b>Series 3 Class B2</b>	Quarterly	January 2010	Aa3	AA	AA
<b>Series 3 Class B3</b>	Quarterly	January 2010	Aa3	AA	AA
<b>Series 3 Class M2</b>	Quarterly	January 2010	A2	A	A
<b>Series 3 Class M3</b>	Quarterly	January 2010	A2	A	A
<b>Series 3 Class C2</b>	Quarterly	January 2010	Baa2	BBB	BBB
<b>Series 3 Class C3</b>	Quarterly	January 2010	Baa2	BBB	BBB
<b>Series 4 Class A</b>	Quarterly	January 2010	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	Rating Trigger	Comments
<b>Series 1 Class A1</b>	CSFB	Moody's / S&P / Fitch Aa2 and P-1 / A+ and A-1+ / AA- and F1+	Moody's / S&P / Fitch 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	Aa2 and P-1 / A+ and A-1+ / AA- and F1+	below A1 or P-1 / A- 1+ / F1	Series Repaid
<b>Series 1 Class B2</b>	HSBC	Aa3 and P-1 / AA- and A-1+ / AA and F1+	below A1 or P-1 / A- 1+ / F1	Series Repaid
<b>Series 1 Class C1</b>	CSFB	Aa2 and P-1 / A+ and A-1+ / AA- and F1+	below A1 or P-1 / A- 1+ / F1	Series Repaid
<b>Series 1 Class C2</b>	HSBC	Aa3 and P-1 / AA- and A-1+ / AA and 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	Aa2 and P-1 / A+ and A-1+ / A+ and F1+	below A1 or P-1 / A- 1+ / F1	
<b>Series 2 Class B2</b>	HSBC	Aa3 and P-1 / AA- and A-1+ / AA and F1+	below A1 or P-1 / A- 1+ / F1	
<b>Series 2 Class M2</b>	HSBC	Aa3 and P-1 / AA- and A-1+ / AA and F1+	below A1 or P-1 / A- 1+ / F1	
<b>Series 2 Class M3</b>				
<b>Series 2 Class C1</b>	UBS	Aa2 and P-1 / A+ and A-1+ / A+ and F1+	below A1 or P-1 / A- 1+ / F1	
<b>Series 2 Class C2</b>	HSBC	Aa3 and P-1 / AA- and A-1+ / AA and 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+ and A-1+ / AA- and F1+	below A1 or P-1 / A- 1+ / F1	
<b>Series 3 Class A2</b>	HSBC	Aa3 and P-1 / AA- and A-1+ / AA and F1+	below A1 or P-1 / A- 1+ / F1	
<b>Series 3 Class A3</b>				
<b>Series 3 Class B2</b>	HSBC	Aa3 and P-1 / AA- and A-1+ / AA and F1+	below A1 or P-1 / A- 1+ / F1	
<b>Series 3 Class B3</b>				
<b>Series 3 Class M2</b>	HSBC	Aa3 and P-1 / AA- and A-1+ / AA and F1+	below A1 or P-1 / A- 1+ / F1	
<b>Series 3 Class M3</b>				
<b>Series 3 Class C2</b>	HSBC	Aa3 and P-1 / AA- and A-1+ / AA and F1+	below A1 or P-1 / A- 1+ / F1	
<b>Series 3 Class C3</b>				
<b>Series 4 Class A</b>	HSBC	Aa3 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 30 September 2009**

	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	January 2010	Aaa	AAA	AAA
<b>Series 2 Class A1</b>	Quarterly	January 2010	Aaa	AAA	AAA

<b>Series 2 Class B1</b>	Quarterly	January 2010	Aa3	AA	AA
<b>Series 2 Class B2</b>	Quarterly	January 2010	Aa3	AA	AA
<b>Series 2 Class B3</b>	Quarterly	January 2010	Aa3	AA	AA
<b>Series 2 Class M1</b>	Quarterly	January 2010	A2	A	A
<b>Series 2 Class M2</b>	Quarterly	January 2010	A2	A	A
<b>Series 2 Class M3</b>	Quarterly	January 2010	A2	A	A
<b>Series 2 Class C1</b>	Quarterly	January 2010	Baa2	BBB	BBB
<b>Series 2 Class C2</b>	Quarterly	January 2010	Baa2	BBB	BBB
<b>Series 2 Class C3</b>	Quarterly	January 2010	Baa2	BBB	BBB
<b>Series 3 Class A1</b>	Quarterly	January 2010	Aaa	AAA	AAA
<b>Series 3 Class A2</b>	Quarterly	January 2010	Aaa	AAA	AAA
<b>Series 3 Class A3</b>	Quarterly	January 2010	Aaa	AAA	AAA
<b>Series 4 Class A</b>	Quarterly	January 2010	Aaa	AAA	AAA

	Initial note balance	Previous Principal	Redemptions	Current Principal
<b>Series 1 Class A1</b>	\$1,225,000,000	\$0	\$0	\$0
<b>Series 1 Class A2</b>	€1,200,000,000	€0	€0	€0
<b>Series 1 Class B</b>	\$82,000,000	\$0	\$0	\$0
<b>Series 1 Class C</b>	\$128,400,000	\$0	\$0	\$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	Rating Trigger	Comments
		Moodys / S&P / Fitch	Moody's / S&P / Fitch	
<b>Series 1 Class A1</b>	Merrill	A2 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 1 Class A2</b>	Merrill	A2 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 1 Class B</b>	Merrill	A2 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 1 Class C</b>	Merrill	A2 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	Series Repaid
<b>Series 2 Class A</b>	Merrill	A2 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 2 Class A1</b>	Merrill	A2 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 2 Class B1</b>	Merrill	A2 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 2 Class B2</b>	Merrill	A2 and P-1 / A and 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	A2 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	
<b>Series 2 Class M2</b>	Merrill	A2 and P-1 / A and 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	A2 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1	

<b>Series 2 Class C2</b>	Merrill	A2 and P-1 / A and 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	A2 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1
<b>Series 3 Class A2</b>	Merrill	A2 and P-1 / A and 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	A2 and P-1 / A and A-1 / A+ and F1+	below A1 or P-1 / A-1+ / F1

**Holmes Master Issuer 2 PLC 2007-3**

**Notes Outstanding**

**Period ended 30 September 2009**

	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	January 2010	Aaa	AAA	AAA
<b>Series 1 Class A2</b>	Annually	January 2010	Aaa	AAA	AAA
<b>Series 1 Class A3</b>	Annually	January 2010	Aaa	AAA	AAA
<b>Series 1 Class B</b>	Quarterly	January 2010	Aa3	AA	AA
<b>Series 1 Class M</b>	Quarterly	January 2010	A2	A	A
<b>Series 1 Class C</b>	Quarterly	January 2010	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	Rating Trigger Moody's / S&P / Fitch	Comments
<b>Series 1 Class A1</b>	ANTS	Moody's / S&P / Fitch Aa3 and P-1 / AA and A-1+ / AA- and F1+	below A2 or P-1 / A-1 / F1	
<b>Series 1 Class A2</b>	ANTS	Moody's / S&P / Fitch Aa3 and P-1 / AA and A-1+ / AA- and F1+	below A2 or P-1 / A-1 / F1	
<b>Series 1 Class A3</b>	ANTS	Moody's / S&P / Fitch Aa3 and P-1 / AA and A-1+ / AA- and 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 2 PLC 2008-1**

**Notes Outstanding**

**Period ended 30 September 2009**

	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-2010	Aaa	AAA	AAA
<b>Series 1 Class A2</b>	Annually	15-Jan-2010	Aaa	AAA	AAA
<b>Series 1 Class A3</b>	Annually	15-Jan-2010	Aaa	AAA	AAA
<b>Series 1 Class A4</b>	Annually	15-Jan-2010	Aaa	AAA	AAA
<b>Series 1 Class B</b>	Quarterly	15-Jan-2010	Aa3	AA	AA
<b>Series 1 Class M</b>	Quarterly	15-Jan-2010	A2	A	A
<b>Series 1 Class C</b>	Quarterly	15-Jan-2010	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	Rating Trigger	Comments
<b>Series 1 Class A1</b>	ANTS	Moody's / S&P / Fitch Aa3 and P-1 / AA and A-1+ / AA- and F1+	Moody's / S&P / Fitch below A2 or P-1 / A-1 / F1	
<b>Series 1 Class A2</b>	ANTS	Aa3 and P-1 / AA and A-1+ / AA- and F1+	below A2 or P-1 / A-1 / F1	
<b>Series 1 Class A3</b>	ANTS	Aa3 and P-1 / AA and A-1+ / AA- and F1+	below A2 or P-1 / A-1 / F1	
<b>Series 1 Class A4</b>	ANTS	Aa3 and P-1 / AA and A-1+ / AA- and 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 2 PLC 2008-2**

**Notes Outstanding**

**Period ended 30 September 2009**

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

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

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

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

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

**Holmes Funding Limited**  
**Funding Profit & Loss Account**  
**Period ended 30 September 2009**

	<b>This Period</b>	<b>Prior Quarter</b>
	<b>£'000</b>	<b>£'000</b>
Interest receivable - Mortgages	129,219	417,626
Interest Payable - Net swap interest margin	(93,292)	(104,598)
Interest (payable) /receivable - Cash Deposits	3,129	(1,620)
	<hr/> 39,056	<hr/> 311,408
Interest payable - Inter-company loans	(63,395)	(203,673)
Interest payable - Start up loans	(146)	(1,062)
	<hr/> (63,542)	<hr/> (204,736)
Net interest income	<hr/> (24,486)	<hr/> 106,673
Other income	1,369	4,114
Insurance commission		
Operating expenses	(3,553)	(11,709)
Deferred consideration	12,485	(68,267)
'Profit/(loss) before taxation	<hr/> (14,185)	<hr/> 30,811
Taxation		(11)
unrealised IFRS fair value movement on Interest Rate Swap		
'Profit/(loss)after taxation	<hr/> (14,185)	<hr/> 30,799
Dividend	-	-
Reserves available brought forward	(286,218)	195,843
Reserves available carried forward	<hr/> <hr/> (300,403)	<hr/> <hr/> 226,642

**Holmes Funding Limited**  
**Notes to Balance Sheet**  
**Period ended 30 September 2009**

	£'000	£'000	£'000	£'000
<b>Balance on cash accumulation ledger</b>		-		
<b>Available credit enhancement</b>				
	First Reserve	Second Reserve	Third Reserve	Funding Reserve
Reserve funds at closing	400,000	-	-	-
Initial closing reserve funds	830,000	-	-	-
Drawings to make bullet repayment	-	-	-	-
Other drawings	(430,000)	-	-	-
Transfers from revenue receipts	-	-	-	-
Closing reserve balance	400,000	-	-	-
Target reserve funds	400,000	-	-	-
<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	-	-	-	-
Master Issuer 2007-3 start-up loan	-	-	-	-
Master Issuer 2008-1 start-up loan	-	-	-	-
Master Issuer 2008-2 start-up loan	228,390	228,390	-	-
Closing balance	228,390	228,390	-	-
<b>Liquidity facility</b>				
Liquidity facility limit	-			
Liquidity facility drawn	-			
Liquidity facility available	-			

**Holmes Funding 2 Limited**  
**Funding Profit & Loss Account**  
**Period ended 30 September 2009**

	<b>This Period</b>	<b>Prior Quarter</b>
	<b>£'000</b>	<b>£'000</b>
Interest receivable - Mortgages	180,156	-
Interest Payable - Net swap interest margin	(85,120)	-
Interest (payable) /receivable - Cash Deposits	(1,822)	-
	<hr/> 93,215	-
Interest payable - Inter-company loans	(57,407)	-
Interest payable - Start up loans	(1,706)	-
	<hr/> (59,113)	-
Net interest income	<hr/> 34,102	-
Other income	(2,010)	-
Insurance commission		
Operating expenses	(4,598)	-
Deferred consideration	30,737	-
'Profit/(loss) before taxation	<hr/> 58,230	-
Taxation	(5)	-
unrealised IFRS fair value movement on Interest Rate Swap		
'Profit/(loss)after taxation	<hr/> 58,225	-
Dividend	-	-
Reserves available brought forward	115,054	-
Reserves available carried forward	<hr/> <hr/> <u>173,280</u>	-

**Holmes Funding 2 Limited****Balance Sheet**

Period ended 30 September 2009

		<b>£'000</b>
<b>Beneficial interest in Trust mortgage portfolio</b>		28,937,366
		28,937,366
Current assets		<hr/>
<b>Deferred expenditure</b>	1,877	
Other debtors	1,016,765	
Interest Receivable	926	
Cash at bank:		
First Reserve Fund	<hr/> 1,000,000	
Funding Reserve Fund		
Transaction account	226	
Funding GIC account	241,482	
	<hr/> 1,241,708	
	<hr/> 2,261,277	
	<hr/>	
Creditors: Amounts usually falling due within one year		
<b>Deferred consideration creditor</b>	63,287	
Interest payable - Inter-company loans	74,590	
Accruals	(51)	
Deferred Tax		
Corporation Taxation	8	
	<hr/> 137,833	
	<hr/>	
Net current assets		2,123,443
Total assets less current liabilities		<hr/> 31,060,810
		<hr/>
Creditors: Amounts usually falling due after more than one year		
<b>Inter-company loans</b>		(28,858,830)
Start up loans		(1,028,700)
Amounts provided by related parties regarding reserve funds		(1,000,000)
		<hr/> (30,887,530)
		<hr/>
Net assets		173,280
		<hr/>
Capital and reserves		
<b>Share capital (£2)</b>		0
Reserves available		173,280
		<hr/> 173,280
		<hr/>

**Holmes Funding 2 Limited**  
**Notes to Balance Sheet**  
**Period ended 30 September 2009**

	£'000	£'000	£'000	£'000
<b>Balance on cash accumulation ledger</b>		<u><u>-</u></u>		
<b>Available credit enhancement</b>				
	First Reserve	Second Reserve	Third Reserve	Funding Reserve
Reserve funds at closing	<u>1,000,000</u>	<u>-</u>	<u>-</u>	<u>-</u>
Initial closing reserve funds	1,000,000	-	-	-
Drawings to make bullet repayment	-	-	-	-
Other drawings	-	-	-	-
Transfers from revenue receipts	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Closing reserve balance	<u>1,000,000</u>	<u>-</u>	<u>-</u>	<u>-</u>
Target reserve funds	<u><u>1,000,000</u></u>	<u><u>-</u></u>	<u><u>-</u></u>	<u><u>-</u></u>
<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	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Closing PDL balance	<u><u>Nil Nil</u></u>	<u><u>Nil</u></u>	<u><u>Nil</u></u>	<u><u>Nil</u></u>
<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	-	-	-	-
Master Issuer 2007-3 start-up loan	-	-	-	-
Master Issuer 2008-1 start-up loan	-	-	-	-
Master Issuer 2008-2 start-up loan	<u>1,028,700</u>	<u>-</u>	<u>2,125</u>	<u>1,030,825</u>
Closing balance	<u><u>1,028,700</u></u>	<u><u>-</u></u>	<u><u>2,125</u></u>	<u><u>1,030,825</u></u>
<b>Liquidity facility</b>				
Liquidity facility limit	-			
Liquidity facility drawn	-			
Liquidity facility available	-			

**Holmes Trustees Limited****Trustee Profit & Loss Account****Period ended 30 September 2009**

	<b>This Period</b>	<b>Prior Quarter</b>
	<b>£'000</b>	<b>£'000</b>
Interest receivable - Mortgages	509,991	528,853
Interest receivable - Cash Deposits	1,038	1,662
	<hr/> 511,029	<hr/> 530,515
Interest payable - Mortgages	(509,991)	(528,853)
Interest payable - Cash Deposits	(1,038)	(1,662)
	<hr/> (511,029)	<hr/> (530,515)
Net operating income	<hr/> -	<hr/> -
Fees receivable	86	122
Fees recovered	(86)	(122)
Operating expenses	(13,856)	(14,516)
Expenses recovered	13,856	14,516
	<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/> -	<hr/> <hr/> -

**Holmes Trustees Limited**

**Balance Sheet**

**Period ended 30 September 2009**

**£'000**

**Fixed Asset investments**

Mortgage loans secured on residential property 53,097,046

**Current assets**

Cash at bank	647,016
Interest receivable on mortgages	150,387
	<hr/>
	797,403
	<hr/>

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

Accruals	-
	<hr/>
	-
	<hr/>

Net current assets 797,403

Total assets less current liabilities 

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 53,894,448

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

Seller share of mortgage loans and accrued interest	(10,668,842)
Funding share of mortgage loans and accrued interest	(42,666,646)

Seller share of cash at bank (including accrual)	(41,510)
Funding share of cash at bank (including accrual)	(517,451)

Net assets 

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 0

**Capital and reserves**

Share capital (£2)	-
Reserves available	-
	<hr/>
	-
	<hr/> <hr/>