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

	This Period £'000	Prior Quarter £'000
Interest receivable - Inter-company Ioan Interest receivable - Cash Deposits	697	662
	697	662
Interest payable - Notes	(697)	(662)
Net operating income	(697) -	(662)
Profit on ordinary activities before taxation		
Taxation	-	-
Unrealised IFRS fair value movement on swaps	4,274	(4,157)
Profit on ordinary activities after taxation	4,274	(4,157)
Dividend	-	-
Reserves available	2,760	6,917

7,035

2,760

Reserves available

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

Fixed Asset investments

275,000 Loans to Funding Current assets Accrued interest on Funding loan 582 Cash at bank 43 Deferred tax 626 Creditors: Amounts usually falling due within one year Deferred tax _ Fair value derivative 6,422 6,422 Net current assets 7,047 Total assets less current liabilities 282,047 Creditors: Amounts usually falling due after more than one year Amounts due to noteholders (275,000) Net assets 7,047 **Capital and reserves** Share capital 13 Reserves available 7,035 7,047 (0)

Holmes Financing (No. 1) PLC Notes Outstanding Period Ended 15 July 2010

<i>,</i> ,					
	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	XS0114776825 XS0114777807	GBP	3 month Sterling Libor		
Series 3 Class C	XS0114778953	GBP	5		
Series 4 Class A			3 month Sterling Libor Fixed Rate		
	XS0114779845	GBP			
Series 4 Class B	XS0114780181	GBP	3 month Sterling Libor		
Series 4 Class C	XS0114780421	GBP	3 month Sterling Libor		
		Expected			
	Step Up Date	Repayment Date	Initial Margin	Step up Margin	
	Step op Date	Kepayment bate	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	105	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 2010	July 2007	26	N/A	
Series 3 Class A2	July 2010	July 2007 July 2007	26	N/A	
Series 3 Class B	July 2010	October 2007	45	145	
Series 3 Class C	July 2010	October 2007 October 2007	45	260	
Series 4 Class A	July 2010	July 2010	6.62%	125	
Series 4 Class B		, ,			
Series 4 Class B	July 2010	July 2010	62 175	162 275	
Series 4 Class C	July 2010	July 2010	1/5	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 N/A	Aaa Aa3	AAA AA	AAA AA
Series 1 Class C	· /	,	Baa2	BBB	BBB
Series 2 Class A	Quarterly	N/A		AAA	AAA
Series 2 Class A	Quarterly	N/A	Aaa		
	Quarterly	N/A	Aa3	AA	AA
Series 2 Class C	Quarterly	N/A	Baa2	BBB	BBB
Series 3 Class A1	Quarterly	N/A	Aaa	AAA	AAA
Series 3 Class A2	Quarterly	N/A	Aaa	AAA	AAA
Series 3 Class B	Quarterly	N/A	Aa3	AA	AA
Series 3 Class C	Quarterly	N/A	Baa2	BBB	BBB
Series 4 Class A	Semi Annually	N/A	Aaa	AAA	AAA
Series 4 Class B	Quarterly	N/A	Aa3	AA	AA
Series 4 Class C	Quarterly	N/A	Baa2	BBB	BBB

	Initial note balance	Previous Principal	Redemptions	Current Princi	pal
Series 1 Class A	\$900,000,000	\$0	\$0		\$0
Series 1 Class B	\$31,500,000	\$0	\$0		\$0
Series 1 Class C	\$42,000,000	\$0	\$0		\$0
Series 2 Class A	\$975,000,000	\$0	\$0		\$0
Series 2 Class B	\$34,500,000	\$0	\$0		\$0
Series 2 Class C	\$45,000,000	\$0	\$0		\$0
Series 3 Class A1	£375,000,000	£0	£0		£0
Series 3 Class A2	€320,000,000	€0	€0		€0
Series 3 Class B	£24,000,000	£0	£0		£0
Series 3 Class C	£30,000,000	£0	£0		£0
Series 4 Class A	£250,000,000	£250,000,000	£250,000,000		£0
Series 4 Class B	£11,000,000	£11,000,000	£11,000,000		£0
Series 4 Class C	£14,000,000	£14,000,000	£14,000,000		£0
	Currency Swap Counterpa	irty	Current Rating	Rating Trigger	Comments
			Moodys / S&P / Fitch	Moodys / S&P / Fitch	
Series 1 Class A	Citibank, N.A.		-	below Aa3 / AA- / AA-	Series Repaid
Series 1 Class B	Citibank, N.A.		-	below Aa3 / AA- / AA-	Series Repaid
Series 1 Class C	Citibank, N.A.		-	below Aa3 / AA- / AA-	Series Repaid
Series 2 Class A	GRFSL		-	below Aa3 / AA- / AA-	Series Repaid
Series 2 Class B	GRFSL		-	below Aa3 / AA- / AA-	Series Repaid
Series 2 Class C	GRFSL		-	below Aa3 / AA- / AA-	Series Repaid
Series 3 Class A1					Series Repaid
Series 3 Class A2	Citibank, N.A.		-	below Aa3 / AA- / AA-	Series Repaid
Series 3 Class B					Series Repaid
Series 3 Class C					Series Repaid
Series 4 Class A	Citibank, N.A.		-	below Aa3 / AA- / AA-	Series Repaid
Series 4 Class B					Series Repaid
Series 4 Class C					Series Repaid

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

	This Period	Prior Quarter
	£'000	£'000
Interest receivable - Inter-company Ioan Interest receivable - Cash deposits	1,230	1,935 -
	1,230	1,935
Interest payable - Notes	(1,230)	(1,935)
Net operating income	(1,230)	(1,935)
Profit on ordinary activities before taxation		-

-

-

Taxation

Unrealised IFRS fair value movement on swap	(228)	(593)
Profit on ordinary activities after taxation	(228)	(593)
Dividend	-	-
Retained profit brought forward	232	825
Retained profit carried forward	3	232

Holmes Financing (No. 9) PLC

Balance Sheet

Period ended 30 June 2010

		1000
Fixed Asset investments		
Loans to Funding		600,000
Current assets		
Accrued interest on Funding loan	926	
FV of the derivative-cross currency swap	-	
Accrued interest on derivative	-	
Cash at bank	16	
-	942	
Creditors: Amounts usually falling due within one year		
Fair value derivative	-	
Deferred tax		
	-	
Net current assets		942
Total assets less current liabilities		600,942
Creditors: Amounts usually falling due after more than one year		
Amounts due to noteholders		(600,000)
Exchange adjustments to notes		
		(600,000)
Accrued interest on notes		(926)
Neterint		-
Net assets		16
Capital and reserves		
Share capital		13
Reserves		3
		16

£'000

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

	ISIN / CUSIP Number	Currency	Reference Rate
Series 1 Class A	US43638SAA69	US\$	1 month USD Libor
Series 2 Class A	US43638SAB43	US\$	3 month USD Libor
Series 3 Class A1	XS0200691805	EUR	3 month Euribor
Series 3 Class A2	XS0200691987	GBP	3 month Sterling Libor
Series 4 Class A	XS0200692019	GBP	3 month Sterling Libor

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

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

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

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

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

	This Period	Prior Quarter
	£'000	£'000
Interest receivable - Inter-company Ioan Interest receivable - Cash deposits	2,803	2,617
	2,803	2,617
Interest payable - Notes	(2,803)	(2,617)
	(2,803)	(2,617)
Net operating income	-	-
Profit on ordinary activities before taxation	-	-
Taxation	-	-

Unrealised IFRS fair value movement on swap	(29)	(284)
Profit on ordinary activities after taxation	(29)	(284)
Dividend	-	-
Reserves available brought forward	(1,456)	(1,172)
Reserves available carried forward	(1,485)	(1,456)

Holmes Financing (No. 10) PLC

Balance Sheet

Period ended 30 June 2010

		£'000
Fixed Asset investments		
Loans to Funding		1,526,160
Current assets		
Accrued interest on Funding loan	2,362	
FV of the derivative	183,892	
Accrued interest on derivative	(428)	
Cash at bank	14	
	185,840	
Creditors: Amounts usually falling due within one year Deferred tax		
	-	
Net current assets		185,840
Total assets less current liabilities		1,712,000
Creditors: Amounts usually falling due after more than one year		
Amounts due to noteholders		(1,526,160)
Exchange adjustments to notes	-	(185,378)
		(1,711,538)
Accrued interest on notes		(1,934)
		-
Net assets	:	(1,473)
Capital and reserves		
Share capital		13
Reserves		(1,485)
		(1,473)

Holmes Financing (No. 10) PLC Notes Outstanding Period Ended 15 July 2010

	ISIN / CUSIP Number	Currency	Reference Rate	
Series 1 Class A	US43638XAG25	US\$	1 month USD Libor	
Series 1 Class B	US43638XAA54	US\$	3 month USD Libor	
Series 1 Class C	US43638XAB38	US\$	3 month USD Libor	
Series 2 Class A	US43638XAC11	US\$	3 month USD Libor	
Series 2 Class B	US43638XAD93	US\$	3 month USD Libor	
Series 2 Class C	US43638XAE76	US\$	3 month USD Libor	
Series 3 Class A	XS0262870222	EUR	3 month Euribor	
Series 3 Class B1	XS0262871030	EUR	3 month Euribor	
Series 3 Class B2	XS0262875700	GBP	3 month Sterling Libor	
Series 3 Class M1	XS0262871386	EUR	3 month Euribor	
Series 3 Class M2	XS0262876930	GBP	3 month Sterling Libor	
Series 3 Class C1	XS0262872277	EUR	3 month Euribor	
Series 3 Class C2	XS0262878126	GBP	3 month Sterling Libor	
Series 4 Class A1	US43638XAF42	US\$	3 month USD Libor	
Series 4 Class A2	XS0262878985	GBP	3 month Sterling Libor	
		Expected Repaym	pont	
	Step Up Date	Date	Initial Margin	Step up Margin
Series 1 Class A	July 2007	July 2007	-3	N/A
Series 1 Class B	October 2010	July 2007 July 2007	8	16
Series 1 Class C	October 2010	July 2007 July 2007	27	54
Series 2 Class A	October 2010	July 2008	3	6
Series 2 Class A	October 2010	July 2008	9	18
Series 2 Class C	October 2010	July 2008	35	70
Series 3 Class A	October 2010	July 2009	7	14
Series 3 Class B1	October 2010	July 2009	12	24
Series 3 Class B2	October 2010	July 2009	12	24
Series 3 Class M1	October 2010	July 2009	20	40
Carles 2 Class M2	0.4-6 2010	July 2009	20	10

Series 2 Class B	October 2010	July 2008	9	18	
Series 2 Class C	October 2010	July 2008	35	70	
Series 3 Class A	October 2010	July 2009	7	14	
Series 3 Class B1	October 2010	July 2009	12	24	
Series 3 Class B2	October 2010	July 2009	12	24	
Series 3 Class M1	October 2010	July 2009	20	40	
Series 3 Class M2	October 2010	July 2009	20	40	
Series 3 Class C1	October 2010	July 2009	40	80	
Series 3 Class C2	October 2010	July 2009	40	80	
Series 4 Class A1	October 2010	October 2010	8	16	
Series 4 Class A2	October 2010	October 2010	9	18	
	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
Series 1 Class A	Monthly	N/A	P-1	A-1+	F1+
Series 1 Class B	Quarterly	N/A	Aa3	AA	AA
Series 1 Class C	Quarterly	N/A	Baa2	BBB	BBB
Series 2 Class A	Quarterly	N/A	Aaa	AAA	AAA
Series 2 Class B	Quarterly	N/A	Aa3	AA	AA
Series 2 Class C	Quarterly	N/A	Baa2	BBB	BBB
Series 3 Class A	Quarterly	N/A	Ааа	AAA	AAA
Series 3 Class B1	Quarterly	N/A	Aa3	AA	AA
Series 3 Class B2	Quarterly	N/A	Aa3	AA	AA
Series 3 Class M1	Quarterly	N/A	A2	А	А
Series 3 Class M2	Quarterly	N/A	A2	А	A
Series 3 Class C1	Quarterly	N/A	Baa2	BBB	BBB
Series 3 Class C2	Quarterly	N/A	Baa2	BBB	BBB
Series 4 Class A1	Quarterly	15-0ct-2010	Ааа	AAA	AAA
Series 4 Class A2	Quarterly	15-0ct-2010	Ааа	AAA	AAA

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

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

Holmes Master Issuer PLC

Issuer Profit & Loss Account

Period ended 30 June 2010

	This Period	Prior Quarter
	£'000	£'000
Interest receivable - Inter-company loan	15,471	17,559
Interest receivable - Cash deposits	0	0
	15,471	17,559

Interest payable - Notes	(1,706)	(1,239)
	(1,706)	(1,239)
Net operating income	13,765	16,319
Interest on Debt Securities	(12,789)	(15,382)
Swap interest	(977)	(937)
Profit on ordinary activities before taxation	0	0

- -

Taxation

Unrealised IFRS fair value movement on swaps	3,270	(3,194)
Profit on ordinary activities after taxation	3,270	(3,194)
Dividend	-	-
Reserves available brought forward	(3,306)	(112)
Reserves available carry forward	(36)	(3,306)

Holmes Master Issuer PLC

Balance Sheet

Period ended 30 June 2010

Fixed Asset investments		
Loans to Funding		7,799,121
	—	7,799,121
Current assets		
Fair value derivative- swap	1,417,642	
Accrued interest on Funding loan	12,533	
Accrued interest on derivative	(616)	
Cash at bank	35	
	1,429,594	
Creditors: Amounts usually falling due within one year		
Sundry creditors	-	
Deferred Tax		
Corporation tax liability		
Net current assets		1,429,594
Total assets less current liabilities		9,228,715
Creditors: Amounts usually falling due after more than one year Amounts due to noteholders		(7,799,121)
Exchange adjustments to notes		(1,417,700)
	—	(9,216,821)
Accrued interest on notes		(11,918)
Net assets		(24)
Capital and reserves		
Issued Share capital		13
Reserves available		(36)
	_	(24)

£'000

Holmes Master Issuer PLC 2006-1 Notes Outstanding Period Ended 15 July 2010

			- /		
	ISIN / CUSIP Number		Reference Rate		
Series 1 Class A	US43641RAA32	US\$	1 month USD Libor		
Series 1 Class B	US43641RAD70	US\$	3 month USD Libor		
Series 1 Class C	US43641RAG02	US\$	3 month USD Libor		
Series 2 Class A	US43641RAB15	US\$	3 month USD Libor		
Series 2 Class B	US43641RAE53	US\$	3 month USD Libor		
Series 2 Class M Series 2 Class C	US43641RAF29	US\$	3 month USD Libor		
Series 2 Class C Series 3 Class A1	US43641RAH84	US\$ US\$	3 month USD Libor 3 month USD Libor		
Series 3 Class A1	US43641RAC97	EUR	3 month Euribor		
Series 3 Class A2	XS0275492683 XS0275492923	GBP	3 month Sterling Libor		
Series 3 Class B2	XS0275533031	EUR	3 month Euribor		
Series 3 Class B2	XS0275533890	GBP	3 month Sterling Libor		
Series 3 Class M2	XS0275537294	EUR	3 month Euribor		
Series 3 Class M3	XS0275539400	GBP	3 month Sterling Libor		
Series 3 Class M3	XS0275543006	EUR	3 month Euribor		
Series 3 Class C3	XS0275544152	GBP	3 month Sterling Libor		
	730273344132		5 month sterning Libbi		
	Step Up Date	Expected Repayment Date	Initial Margin	Step up Margin	
Series 1 Class A	October 2007	October 2007	-2	N/A	
Series 1 Class B	October 2010	October 2007	9	18	
Series 1 Class C	October 2010	October 2007	24	48	
Series 2 Class A	October 2010	October 2009	6	12	
Series 2 Class B	October 2010	October 2009	12	24	
Series 2 Class M	October 2010	October 2009	19	38	
Series 2 Class C	October 2010	October 2009	39	78	
Series 3 Class A1	October 2010	October 2010	8	16	
Series 3 Class A2	October 2010	October 2010	10	20	
Series 3 Class A3	October 2010	October 2010	10	20	
Series 3 Class B2	October 2010	October 2010	15	30	
Series 3 Class B3	October 2010	October 2010	15	30	
Series 3 Class M2	October 2010	October 2010	22	42	
Series 3 Class M3	October 2010	October 2010	22	42	
Series 3 Class C2 Series 3 Class C3	October 2010 October 2010	October 2010 October 2010	42 42	84 84	
Selles 3 Class C3	OCTODEL 2010	October 2010	42	84	
	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
Series 1 Class A	Monthly	N/A	P-1	A-1+	F1+
Series 1 Class B	Quarterly	N/A	Aa3	AA	AA
Series 1 Class C	Quarterly	N/A	Baa2	BBB	BBB
Series 2 Class A	Quarterly	N/A	Ааа	AAA	AAA
Series 2 Class B	Quarterly	N/A	Aa3	AA	AA
Series 2 Class M	Quarterly	N/A	A2	A	А
Series 2 Class C	Quarterly	N/A	Baa2	BBB	BBB
Series 3 Class A1	Quarterly	15-0ct-2010	Aaa	AAA	AAA
Series 3 Class A2	Quarterly	15-0ct-2010	Aaa	AAA	AAA
Series 3 Class A3	Quarterly	15-0ct-2010	Aaa	AAA	AAA
Series 3 Class B2	Quarterly	15-0ct-2010	Aa3	AA	AA
Series 3 Class B3	Quarterly	15-0ct-2010	Aa3	AA	AA
Series 3 Class M2	Quarterly	15-0ct-2010	A2	A	A
Series 3 Class M3	Quarterly	15-0ct-2010	A2	A	A
Series 3 Class C2	Quarterly	15-0ct-2010	Baa2	BBB	BBB
Series 3 Class C3			Baa2	BBB	BBB

	Initial note balance	Previous Principal	Redemptions	Current Principal	
Series 1 Class A	\$1,500,000,000	\$0		\$0	
Series 1 Class B	\$45,000,000	\$0		\$0	
Series 1 Class C	\$45,000,000	\$0		\$0	
Series 2 Class A	\$1,500,000,000	\$0		\$0)
Series 2 Class B	\$35,000,000	\$0		\$0	
Series 2 Class M	\$30,000,000	\$0	\$0	\$0)
Series 2 Class C	\$40,000,000	\$0	• -	\$0)
Series 3 Class A1	\$900,000,000	\$900,000,000	\$0	\$900,000,000)
Series 3 Class A2	€670,000,000	€670,000,000	€0	€670,000,000)
Series 3 Class A3	£700,000,000	£700,000,000	£0	£700,000,000)
Series 3 Class B2	€37,500,000	€37,500,000	€0	€37,500,000)
Series 3 Class B3	£20,000,000	£20,000,000	£0	£20,000,000)
Series 3 Class M2	€35,500,000	€35,500,000	€0	€35,500,000)
Series 3 Class M3	£12,000,000	£12,000,000	£0	£12,000,000)
Series 3 Class C2	€61,500,000	€61,500,000	€0	€61,500,000)
Series 3 Class C3	£12,500,000	£12,500,000	£0	£12,500,000)
	Currency Swap				
	Counterparty		Current Rating	Rating Trigger	Comments
			Moodys / S&P / Fitch	Moodys / S&P / Fitch	
Series 1 Class A	Deutsche Bank AG		-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 1 Class B	Deutsche Bank AG		-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 1 Class C	Deutsche Bank AG		-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class A	Deutsche Bank AG		-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class B	Deutsche Bank AG		-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class M	Deutsche Bank AG		-	below A1 or P-1 / A-1+ / F1	Series Repaid
Series 2 Class C	Deutsche Bank AG			below A1 or P-1 / A-1+ / F1	Series Repaid
			Aa3 and P-1 / A+ and A-1 /		
Series 3 Class A1	Deutsche Bank AG		AA- and F1+	below A1 or P-1 / A-1+ / F1	
			A1 and P-1 / A+ and A-1 /		
Series 3 Class A2	Barclays Bank plc		AA- and F1+	below A1 or P-1 / A-1+ / F1	
Series 3 Class A3					
			A1 and P-1 / A+ and A-1 /		
Series 3 Class B2	Barclays Bank plc		AA- and F1+	below A1 or P-1 / A-1+ / F1	
Series 3 Class B3					
			A1 and P-1 / A+ and A-1 /		
Series 3 Class M2	Barclays Bank plc		AA- and F1+	below A1 or P-1 / A-1+ / F1	
Series 3 Class M3					
and an all strates			A1 and P-1 / A+ and A-1 /		
Series 3 Class C2 Series 3 Class C3	Barclays Bank plc		AA- and F1+	below A1 or P-1 / A-1+ / F1	

Holmes Master Issuer PLC 2007-1 Notes Outstanding Period Ended 15 July 2010

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

	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
Series 1 Class A1	Monthly	N/A	P-1	A-1+	F1+
Series 1 Class A3	Quarterly	N/A	Ааа	AAA	AAA
Series 1 Class B1	Quarterly	N/A	Aa3	AA	AA
Series 1 Class B2	Quarterly	N/A	Aa3	AA	AA
Series 1 Class C1	Quarterly	N/A	Aa3	AA	AA
Series 1 Class C2	Quarterly	N/A	A2	А	А
Series 1 Class C3	Quarterly	N/A	Baa2	BBB	BBB
Series 2 Class A	Quarterly	N/A	Ааа	AAA	AAA
Series 2 Class B2	Quarterly	N/A	Aa3	AA	AA
Series 2 Class M2	Quarterly	N/A	A2	A	A
Series 2 Class M3	Quarterly	N/A	A2	А	A
Series 2 Class C1	Quarterly	N/A	Baa2	BBB	BBB
Series 2 Class C2	Quarterly	N/A	Baa2	BBB	BBB
Series 2 Class C3	Quarterly	N/A	Baa2	BBB	BBB
Series 3 Class A1	Quarterly	15-0ct-2010	Ааа	AAA	AAA
Series 3 Class A2	Quarterly	15-0ct-2010	Ааа	AAA	AAA
Series 3 Class A3	Quarterly	15-0ct-2010	Ааа	AAA	AAA
Series 3 Class B2	Quarterly	15-0ct-2010	Aa3	AA	AA
Series 3 Class B3	Quarterly	15-0ct-2010	Aa3	AA	AA
Series 3 Class M2	Quarterly	15-0ct-2010	A2	A	A
Series 3 Class M3	Quarterly	15-0ct-2010	A2	A	A
Series 3 Class C2	Quarterly	15-0ct-2010	Baa2	BBB	BBB
Series 3 Class C3	Quarterly	15-0ct-2010	Baa2	BBB	BBB
Series 4 Class A	Quarterly	15-0ct-2010	Ааа	AAA	AAA
	Initial note halance	Draviaus Dringinal	Dedemation	Current Dringing	-1
Corior 1 Class A1	Initial note balance	Previous Principal	Redemptions		
Series 1 Class A1	\$1,500,000,000	\$0	\$	0	\$0
Series 1 Class A3	\$1,500,000,000 £600,000,000	\$0 £0	\$ £	0	\$0 £0
Series 1 Class A3 Series 1 Class B1	\$1,500,000,000 £600,000,000 \$57,200,000	\$0 £0 \$0	\$ £ \$	0 0 0	\$0 E0 \$0
Series 1 Class A3 Series 1 Class B1 Series 1 Class B2	\$1,500,000,000 £600,000,000 \$57,200,000 €21,400,000	\$0 £0 \$0 €0	\$ £ \$ €	0 0 0 0	\$0 £0 \$0 €0
Series 1 Class A3 Series 1 Class B1 Series 1 Class B2 Series 1 Class C1	\$1,500,000,000 £600,000,000 \$57,200,000 €21,400,000 \$30,300,000	\$0 £0 \$0 €0 \$0	\$ £ \$ € \$	0 0 0 0	\$0 £0 \$0 €0 \$0
Series 1 Class A3 Series 1 Class B1 Series 1 Class B2 Series 1 Class C1 Series 1 Class C2	\$1,500,000,000 £600,000,000 \$57,200,000 €21,400,000 \$30,300,000 €22,700,000	\$0 £0 \$0 €0 \$0 €0	\$ £ \$ € \$ \$	0 0 0 0 0	\$0 £0 \$0 €0 \$0 €0
Series 1 Class A3 Series 1 Class B1 Series 1 Class B2 Series 1 Class C1 Series 1 Class C2 Series 1 Class C3	\$1,500,000,000 £600,000,000 \$57,200,000 €21,400,000 \$30,300,000 €22,700,000 £15,550,000	\$0 £0 €0 €0 €0 €0 £0	\$ £ \$ € \$ €	0 0 0 0 0 0 0	\$0 £0 \$0 €0 \$0 €0 £0
Series 1 Class A3 Series 1 Class B1 Series 1 Class B2 Series 1 Class C1 Series 1 Class C2	\$1,500,000,000 £600,000,000 \$57,200,000 €21,400,000 \$30,300,000 €22,700,000 £15,550,000 \$1,500,000,000	\$0 £0 \$0 €0 \$0 €0	\$ £ \$ € \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	0 0 0 0 0 0 0 0 0	\$0 £0 \$0 €0 \$0 €0
Series 1 Class A3 Series 1 Class B1 Series 1 Class B2 Series 1 Class C1 Series 1 Class C2 Series 1 Class C3 Series 2 Class A Series 2 Class B2	\$1,500,000,000 £600,000,000 \$57,200,000 €21,400,000 €22,700,000 £15,550,000 \$1,500,000,000 €26,300,000	\$0 £0 \$0 €0 \$0 €0 €0 €0 £0 £0	\$ £ \$ € \$ € \$ \$ £	0 0 0 0 0 0 0 0 0 0	\$0 £0 \$0 €0 \$0 €0 £0 £0
Series 1 Class A3 Series 1 Class B1 Series 1 Class B2 Series 1 Class C1 Series 1 Class C2 Series 1 Class C3 Series 2 Class A	\$1,500,000,000 £600,000,000 \$57,200,000 €21,400,000 €22,700,000 £15,550,000 \$1,500,000,000 €26,300,000 €10,600,000	\$0 £0 \$0 €0 \$0 €0 £0 £0 \$0 £0	\$ £ \$ € \$ \$ £ \$ \$ £ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	0 0 0 0 0 0 0 0 0 0 0 0 0	\$0 £0 \$0 €0 \$0 €0 £0 £0 €0
Series 1 Class A3 Series 1 Class B1 Series 1 Class B2 Series 1 Class C1 Series 1 Class C2 Series 1 Class C3 Series 2 Class A Series 2 Class B2 Series 2 Class M2	\$1,500,000,000 £600,000,000 \$57,200,000 €21,400,000 €22,700,000 £15,550,000 \$1,500,000,000 €26,300,000	\$0 £0 \$0 €0 \$0 €0 £0 £0 €0 €0	\$ £ \$ € \$ \$ € £ \$ £ £ \$ € € € € £ \$ \$ \$ \$	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	\$0 £0 \$0 €0 €0 £0 £0 €0 €0
Series 1 Class A3 Series 1 Class B1 Series 1 Class B2 Series 1 Class C1 Series 1 Class C2 Series 1 Class C3 Series 2 Class A Series 2 Class B2 Series 2 Class M2 Series 2 Class M3	\$1,500,000,000 £600,000,000 \$57,200,000 €21,400,000 \$30,300,000 £15,550,000 \$1,500,000,000 €26,300,000 €10,600,000 £10,800,000	\$0 £0 \$0 €0 \$0 €0 £0 \$0 \$0 €0 €0 €0	\$ £ \$ € \$ € £ \$ \$ € £ \$ \$ € £ \$ \$ \$ \$ \$	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	\$0 E0 \$0 \$0 \$0 E0 E0 E0 E0 E0 E0
Series 1 Class A3 Series 1 Class B1 Series 1 Class B2 Series 1 Class C1 Series 1 Class C2 Series 1 Class C3 Series 2 Class A Series 2 Class B2 Series 2 Class M2 Series 2 Class M3 Series 2 Class C1	\$1,500,000,000 £600,000,000 \$57,200,000 €21,400,000 \$30,300,000 €22,700,000 £15,550,000 \$1,500,0000 €26,300,000 €10,600,000 £10,800,000 \$9,800,000	\$0 £0 \$0 €0 \$0 €0 £0 \$0 €0 €0 €0 €0 €0 €0	\$ £ \$ € \$ € £ \$ \$ \$ € € € € € € € € € €	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	\$0 £0 \$0 €0 €0 £0 €0 €0 €0 €0 €0 €0 €0 €0 €0 €
Series 1 Class A3 Series 1 Class B1 Series 1 Class B2 Series 1 Class C1 Series 1 Class C2 Series 1 Class C3 Series 2 Class A Series 2 Class B2 Series 2 Class M2 Series 2 Class M3 Series 2 Class C1 Series 2 Class C1	\$1,500,000,000 £600,000,000 \$57,200,000 €21,400,000 \$30,300,000 €12,700,000 £15,550,000 \$1,500,000,000 €26,300,000 €10,600,000 £10,800,000 \$9,800,000 €21,900,000	\$0 £0 \$0 €0 \$0 €0 £0 €0 €0 £0 €0 €0	\$ £ \$ € \$ € £ \$ \$ \$ € € € € € € € € € €	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	\$0 £0 \$0 \$0 £0 £0 £0 £0 £0 £0 £0 £0 £0 £
Series 1 Class A3 Series 1 Class B1 Series 1 Class B2 Series 1 Class C1 Series 1 Class C2 Series 1 Class C3 Series 2 Class A Series 2 Class M2 Series 2 Class M3 Series 2 Class C1 Series 2 Class C1 Series 2 Class C3	\$1,500,000,000 £600,000,000 \$57,200,000 €21,400,000 \$30,300,000 £15,550,000 \$1,500,000,000 €26,300,000 €10,600,000 £10,800,000 £10,800,000 £1,900,000 £2,900,000	\$0 £0 \$0 60 \$0 £0 £0 60 £0 £0 £0 £0 £0 £0 £0 £0 £0 £0 £0 £0 £0	\$ £ \$ € \$ \$ € £ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	\$0 £0 \$0 €0 \$0 €0 £0 €0 €0 €0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$
Series 1 Class A3 Series 1 Class B1 Series 1 Class B2 Series 1 Class C1 Series 1 Class C2 Series 1 Class C3 Series 2 Class C3 Series 2 Class M2 Series 2 Class M3 Series 2 Class C1 Series 2 Class C2 Series 2 Class C3 Series 2 Class C3 Series 2 Class C3	\$1,500,000,000 £600,000,000 \$57,200,000 €21,400,000 \$30,300,000 €22,700,000 £15,550,000 \$1,500,000,000 €10,600,000 £10,800,000 £19,800,000 £1,900,000 £1,600,000,000	\$0 £0 \$0 60 \$0 60 £0 60 60 60 60 60 60 80 80 80 80 80 80 80 80 80 80 80 80 80	\$ £ \$ € \$ € £ \$ € £ \$ \$ € £ \$ \$ \$ \$ \$ \$	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	\$0 £0 \$0 €0 £0 £0 £0 €0 €0 €0 £0 \$0 €0 £0 £0 £0 £0 £0 £0 £0 £0 £0 £
Series 1 Class A3 Series 1 Class B1 Series 1 Class B2 Series 1 Class C1 Series 1 Class C2 Series 1 Class C3 Series 2 Class A Series 2 Class M2 Series 2 Class M3 Series 2 Class C1 Series 2 Class C1 Series 2 Class C3 Series 2 Class C3 Series 3 Class A1 Series 3 Class A2	\$1,500,000,000 £600,000,000 \$57,200,000 \$21,400,000 \$30,300,000 £15,550,000 \$1,500,000,000 £10,600,000 £10,800,000 \$9,800,000 £1,900,000 £1,600,000 \$1,600,000,000 \$1,600,000,000	\$0 £0 \$0 €0 \$0 €0 £0 €0 £0 \$0 €0 £0 \$0 €0 €0 \$1,600,000,000 €1,500,000,000	\$ £ \$ € \$ 5 € £ \$ \$ € £ \$ \$ € € £ \$ \$ \$ \$ \$ \$ \$ \$ \$	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	\$0 £0 \$0 \$0 \$0 £0 £0 £0 £0 £0 £0 £0 £0 £0 £
Series 1 Class A3 Series 1 Class B1 Series 1 Class B2 Series 1 Class C1 Series 1 Class C2 Series 1 Class C3 Series 2 Class A Series 2 Class M2 Series 2 Class M3 Series 2 Class C1 Series 2 Class C1 Series 2 Class C3 Series 3 Class A1 Series 3 Class A3	\$1,500,000,000 £600,000,000 \$57,200,000 \$21,400,000 \$30,300,000 £15,550,000 \$1,500,000,000 €10,600,000 £10,800,000 £10,800,000 £1,900,000 £1,600,000,000 £1,500,000,000 £1,500,000,000	\$0 £0 \$0 €0 \$0 €0 £0 €0 €0 €0 \$0 €0 \$0 €0 \$0 €0 \$0 €0 \$0 €0 \$0 €0 \$0 €0 \$0 €0 \$0 €0 \$0 €0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0	\$ £ \$ € \$ £ \$ \$ € £ \$ \$ € £ \$ \$ \$ € £ \$ \$ \$ \$	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	\$0 £0 \$0 \$0 \$0 £0 £0 £0 £0 £0 £0 £0 £0 £0 £
Series 1 Class A3 Series 1 Class B1 Series 1 Class B2 Series 1 Class C1 Series 1 Class C2 Series 2 Class C3 Series 2 Class A2 Series 2 Class M2 Series 2 Class M3 Series 2 Class C1 Series 2 Class C1 Series 2 Class C3 Series 3 Class A1 Series 3 Class A3 Series 3 Class B2 Series 3 Class B3 Series 3 Class B3 Series 3 Class M2	\$1,500,000,000 £600,000,000 \$57,200,000 \$21,400,000 \$30,300,000 £15,550,000 \$1,500,000,000 €10,600,000 £10,800,000 £10,800,000 £1,900,000 £1,600,000,000 £1,500,000,000 £46,700,000	\$0 £0 \$0 €0 \$0 €0 £0 €0 €0 \$1,600,000,000 €1,500,000,000 €46,700,000	\$ £ \$ € \$ £ \$ \$ € £ \$ \$ € £ \$ \$ € £ \$ \$ \$ \$	0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0 0	\$0 £0 \$0 €0 \$0 £0 £0 €0 €0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$
Series 1 Class A3 Series 1 Class B1 Series 1 Class B2 Series 1 Class C1 Series 1 Class C2 Series 2 Class C3 Series 2 Class A2 Series 2 Class M2 Series 2 Class M3 Series 2 Class C1 Series 2 Class C1 Series 2 Class C3 Series 3 Class A1 Series 3 Class A3 Series 3 Class B3 Series 3 Class B3 Series 3 Class M2 Series 3 Class M2 Series 3 Class M3	\$1,500,000,000 £600,000,000 \$57,200,000 €21,400,000 \$30,300,000 £15,550,000 \$1,500,000,000 £10,600,000 £10,600,000 £10,800,000 £1,900,000 £1,600,000,000 £1,500,000,000 £48,000,000 £28,800,000 £28,800,000	\$0 £0 \$0 €0 €0 £0 £0 €0 €0 £0 \$1,600,000,000 €1,500,000,000 €46,700,000 €48,000,000 €28,800,000	\$ £ \$ € \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	0 0 0 0 0 0 0 0 0 0 0 0 0 0	\$0 £0 \$0 \$0 £0 £0 £0 £0 £0 £0 £0 £0 £0 50 £0 50 50 50 50 50 50 50 50 50 5
Series 1 Class A3 Series 1 Class B1 Series 1 Class B2 Series 1 Class C1 Series 1 Class C2 Series 1 Class C3 Series 2 Class A Series 2 Class M2 Series 2 Class M3 Series 2 Class C1 Series 2 Class C1 Series 2 Class C3 Series 2 Class C3 Series 3 Class A1 Series 3 Class A2 Series 3 Class B3 Series 3 Class B3 Series 3 Class M3 Series 3 Class M3 Series 3 Class C2	\$1,500,000,000 £600,000,000 \$57,200,000 \$21,400,000 \$30,300,000 £15,550,000 \$1,500,000,000 £10,600,000 £10,600,000 £10,800,000 \$9,800,000 £1,900,000 £1,600,000,000 £1,500,000,000 £48,000,000 £48,000,000 £28,800,000 £86,900,000	\$0 £0 \$0 \$0 €0 £0 £0 \$0 €0 £0 £0 \$0 €1,500,000,000 €46,700,000 £48,000,000 £28,000,000 £28,800,000	\$ £ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	0 0 0 0 0 0 0 0 0 0 0 0 0 0	\$0 £0 \$0 \$0 \$0 £0 £0 £0 £0 £0 \$0 \$0 £0 50 £0 50 50 50 50 50 50 50 50 50 5
Series 1 Class A3 Series 1 Class B1 Series 1 Class B2 Series 1 Class C1 Series 1 Class C2 Series 1 Class C3 Series 2 Class A Series 2 Class M2 Series 2 Class M3 Series 2 Class C1 Series 2 Class C1 Series 2 Class C3 Series 2 Class C3 Series 3 Class A1 Series 3 Class A3 Series 3 Class B3 Series 3 Class B3 Series 3 Class M3 Series 3 Class M3 Series 3 Class C2 Series 3 Class M3 Series 3 Class C2 Series 3 Class C2 Series 3 Class C3	\$1,500,000,000 £600,000,000 \$57,200,000 \$21,400,000 \$30,300,000 £15,550,000 \$1,500,000,000 £10,600,000 £10,800,000 £10,800,000 £1,900,000 £1,500,000,000 £1,500,000,000 £46,700,000 £48,000,000 £28,800,000 £28,800,000 £28,800,000 £25,500,000	\$0 £0 \$0 \$0 €0 \$0 €0 £0 \$0 €0 £0 \$0 €0 £0 \$0 €0 £0 \$0 €0 £0 \$0 €0 £0 \$0 €0 £0 \$0 €0 \$0 \$0 €0 \$0 \$0 €0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$0 \$	\$ £ \$ € \$ 5 € 5 € € 5 5 € 6 5 5 6 6 5 5 6 6 7 5 5 6 6 7 5 6 6 7 5 6 6 7 5 7 6 7 7 7 7	0 0 0 0 0 0 0 0 0 0 0 0 0 0	\$0 £0 \$0 \$0 \$0 £0 £0 £0 £0 £0 £0 £0 £0 50 £0 50 50 50 50 50 50 50 50 50 5
Series 1 Class A3 Series 1 Class B1 Series 1 Class B2 Series 1 Class C1 Series 1 Class C2 Series 1 Class C3 Series 2 Class A Series 2 Class M2 Series 2 Class M3 Series 2 Class C1 Series 2 Class C1 Series 2 Class C3 Series 2 Class C3 Series 3 Class A1 Series 3 Class A2 Series 3 Class B3 Series 3 Class B3 Series 3 Class M3 Series 3 Class M3 Series 3 Class C2	\$1,500,000,000 £600,000,000 \$57,200,000 \$21,400,000 \$30,300,000 £15,550,000 \$1,500,000,000 £10,600,000 £10,600,000 £10,800,000 \$9,800,000 £1,900,000 £1,600,000,000 £1,500,000,000 £48,000,000 £48,000,000 £28,800,000 £86,900,000	\$0 £0 \$0 \$0 €0 £0 £0 \$0 €0 £0 £0 \$0 €1,500,000,000 €46,700,000 £48,000,000 £28,000,000 £28,800,000	\$ £ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$ \$	0 0 0 0 0 0 0 0 0 0 0 0 0 0	\$0 £0 \$0 \$0 \$0 £0 £0 £0 £0 £0 £0 £0 £0 50 £0 50 50 50 50 50 50 50 50 50 5

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

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

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

Expecte	ed Repayment
	Date
July 2008	

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

	Payment Frequency	Next Payment date	Moody's		S&P		Fitch Ratings
Series 1 Class A1	Monthly	N/A	Ааа		AAA		AAA
Series 1 Class A2	Quarterly	N/A	Ааа		AAA		AAA
Series 1 Class B	Quarterly	N/A	Aa3		AA		AA
Series 1 Class C	Quarterly	N/A	Baa2		BBB		BBB
Series 2 Class A	Monthly	N/A	Ааа		AAA		AAA
Series 2 Class A1	Quarterly	N/A	Aaa		AAA		AAA
Series 2 Class B1	Quarterly	N/A	Aa3		AA		AA
Series 2 Class B2	Quarterly	N/A	Aa3		AA		AA
Series 2 Class B3	Quarterly	N/A	Aa3		AA		AA
Series 2 Class M1	Quarterly	N/A	A2		А		A
Series 2 Class M2	Quarterly	N/A	A2		А		A
Series 2 Class M3	Quarterly	N/A	A2		А		A
Series 2 Class C1	Quarterly	N/A	Baa2		BBB		BBB
Series 2 Class C2	Quarterly	N/A	Baa2		BBB		BBB
Series 2 Class C3	Quarterly	N/A	Baa2		BBB		BBB
Series 3 Class A1	Quarterly	15-0ct-2010	Aaa		AAA		AAA
Series 3 Class A2	Quarterly	15-0ct-2010	Aaa		AAA		AAA
Series 3 Class A3	Quarterly	15-0ct-2010	Aaa		AAA		AAA
Series 4 Class A	Quarterly	15-0ct-2010	Aaa		AAA		AAA
	Initial note balance	Previous Principal		Redemptions		Current Principal	
Series 1 Class A1	\$1,225,000,000	D \$0)	\$0		\$0	
Series 1 Class A2	€1,200,000,000) €)	€0		€0	

Series 1 Class A2	€1,200,000,000	€0	€0	€0
Series 1 Class B	\$82,000,000	\$0	\$0	\$0
Series 1 Class C	\$128,400,000	\$0	\$0	\$0
Series 2 Class A	CAN\$600,000,000	CAN\$0	CAN\$0	CAN\$0
Series 2 Class A1	\$2,750,000,000	\$0	\$0	\$0
Series 2 Class B1	\$25,000,000	\$25,000,000	\$25,000,000	\$0
Series 2 Class B2	€95,000,000	€95,000,000	€95,000,000	€0
Series 2 Class B3	£50,000,000	£50,000,000	£50,000,000	£0
Series 2 Class M1	\$10,000,000	\$10,000,000	\$10,000,000	\$0
Series 2 Class M2	€20,000,000	€20,000,000	€20,000,000	€0
Series 2 Class M3	£38,000,000	£38,000,000	£38,000,000	£0
Series 2 Class C1	\$34,000,000	\$34,000,000	\$34,000,000	\$0
Series 2 Class C2	€106,000,000	€106,000,000	€106,000,000	€0
Series 2 Class C3	£45,000,000	£45,000,000	£45,000,000	£0
Series 3 Class A1	\$1,250,000,000	\$1,250,000,000	\$0	\$1,250,000,000
Series 3 Class A2	€1,300,000,000	€1,300,000,000	€0	€1,300,000,000
Series 3 Class A3	£450,000,000	£450,000,000	£0	£450,000,000
Series 4 Class A	\$750,000,000	\$750,000,000	\$0	\$750,000,000

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

Holmes Master Issuer 2 PLC

Issuer Profit & Loss Account

Period ended 30 June 2010

£'000£'000Interest receivable - Inter-company loan58,73656,146Interest receivable - Cash deposits58,73656,146-Interest payable - Notes(82,174)(98,037)(82,174)(98,037)(82,174)(98,037)Net operating income(23,439)(41,891)Interest on Debt Securities23,43941,891Swap interest23,43941,891Profit on ordinary activities before taxationTaxation(240)52,868Profit on ordinary activities after taxation(240)52,868DividendReserves available brought forward178,387125,519Reserves available carry forward178,147178,387		This Period	Prior Quarter
Interest receivable - Cash depositsInterest payable - Notes(82,174)(98,037)(82,174)(98,037)(82,174)(98,037)Net operating income(23,439)(41,891)Interest on Debt Securities Swap interest23,43941,891Profit on ordinary activities before taxationTaxationUnrealised IFRS fair value movement on swaps(240)52,868Profit on ordinary activities after taxation(240)52,868DividendReserves available brought forward178,387125,519		£'000	£'000
S8,73656,146Interest payable - Notes(82,174)(98,037)Net operating income(23,439)(41,891)Interest on Debt Securities23,43941,891Swap interest23,43941,891Profit on ordinary activities before taxationTaxation(240)52,868Profit on ordinary activities after taxation(240)52,868DividendReserves available brought forward178,387125,519		58,736	56,146
(82,174)(98,037)Net operating income(23,439)(41,891)Interest on Debt Securities23,43941,891Swap interest23,43941,891Profit on ordinary activities before taxationTaxationUnrealised IFRS fair value movement on swaps(240)52,868Profit on ordinary activities after taxation(240)52,868DividendReserves available brought forward178,387125,519		58,736	56,146
Net operating income(23,439)(41,891)Interest on Debt Securities Swap interest23,43941,891Profit on ordinary activities before taxationTaxationUnrealised IFRS fair value movement on swaps(240)52,868Profit on ordinary activities after taxation(240)52,868DividendReserves available brought forward178,387125,519	Interest payable - Notes		
Interest on Debt Securities Swap interest 23,439 41,891 Profit on ordinary activities before taxation Taxation Unrealised IFRS fair value movement on swaps (240) 52,868 Profit on ordinary activities after taxation (240) 52,868 Dividend Reserves available brought forward 178,387 125,519		(82,174)	(98,037)
Swap interest23,43941,891Profit on ordinary activities before taxationTaxation(240)52,868Unrealised IFRS fair value movement on swaps(240)52,868Profit on ordinary activities after taxation(240)52,868DividendReserves available brought forward178,387125,519	Net operating income	(23,439)	(41,891)
Profit on ordinary activities before taxation - Taxation - Unrealised IFRS fair value movement on swaps (240) 52,868 Profit on ordinary activities after taxation (240) 52,868 Dividend - - Reserves available brought forward 178,387 125,519	Interest on Debt Securities		
TaxationUnrealised IFRS fair value movement on swaps(240)52,868Profit on ordinary activities after taxation(240)52,868DividendReserves available brought forward178,387125,519	Swap interest	23,439	41,891
Unrealised IFRS fair value movement on swaps(240)52,868Profit on ordinary activities after taxation(240)52,868DividendReserves available brought forward178,387125,519	Profit on ordinary activities before taxation	-	-
Profit on ordinary activities after taxation (240) 52,868 Dividend - - Reserves available brought forward 178,387 125,519	Taxation		
Dividend Reserves available brought forward 178,387 125,519	Unrealised IFRS fair value movement on swaps	(240)	52,868
Reserves available brought forward 178,387 125,519	Profit on ordinary activities after taxation	(240)	52,868
	Dividend	-	-
Reserves available carry forward 178,147 178,387	Reserves available brought forward	178,387	125,519
	Reserves available carry forward	178,147	178,387

Holmes Master Issuer 2 PLC

Balance Sheet

Period ended 30 June 2010

Fixed Asset investments		
Loans to Funding		27,758,830
		27,758,830
Current assets		
Sundry debtors	-	
Fair value derivative- swap	1,508,057	
Accrued interest on Funding loan	49,324	
Accrued interest on derivative	109,413	
Cash at bank	13	
	1,666,806	
Creditors: Amounts usually falling due within one year		
Deferred Tax		
Corporation tax liability		
	-	
Net current assets		1,666,806
Total assets less current liabilities	-	29,425,636
Creditors: Amounts usually falling due after more than one year		
Amounts due to noteholders		(27,758,830)
Exchange adjustments to notes	_	(1,329,909)
	_	(29,088,739)
Accrued interest on notes		(158,737)
Net assets	=	178,160
Capital and reserves		
Issued Share capital		13
Reserves available	_	178,147
	=	178,160

£'000

Holmes Master Issuer PLC 2007-3 Notes Outstanding Period Ended 15 July 2010

	ISIN / CUSIP Number	Currency	Reference Rate		
Series 1 Class A1	XS0337253024	EUR	12 month Euribor		
Series 1 Class A2	XS0337252646	EUR	12 month Euribor		
Series 1 Class A3	XS0337252992	EUR	12 month Euribor		
Series 1 Class B	XS0337252133	GBP	3 month Sterling Libor		
Series 1 Class M	XS0337251911	GBP	3 month Sterling Libor		
Series 1 Class C	XS0337252307	GBP	3 month Sterling Libor		
	Step Up Date	Expected Repayment Date	Initial Margin	Step up Margin	
Series 1 Class A1	July 2014	July 2012	29	29	
Series 1 Class A2	July 2014	July 2013	31	31	
Series 1 Class A3	July 2014	July 2014	32	32	
Series 1 Class B	July 2014	July 2014	100	100	
Series 1 Class M	July 2014	July 2014	160	160	
Series 1 Class C	July 2014	July 2014	225	225	
	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
Series 1 Class A1	Annually	15-Jul-2010	Ааа	AAA	AAA
Series 1 Class A2	Annually	15-0ct-2010	Ааа	AAA	AAA
Series 1 Class A3	Annually	15-Jan-2011	Ааа	AAA	AAA
Series 1 Class B	Quarterly	15-0ct-2010	Aa3	AA	AA
Series 1 Class M	Quarterly	15-0ct-2010	A2	А	А
Series 1 Class C	Quarterly	15-0ct-2010	Baa2	BBB	BBB
	Initial note balance	Previous Principal	Redemptions	Current Principal	
Series 1 Class A1	€,854,466,000	€3,854,466,000	€	€,854,466,000	
Series 1 Class A2	€,114,720,000	€,114,720,000	€0	€,114,720,000	
Series 1 Class A2	€2,491,776,000	€2,491,776,000	€0	€2,491,776,000	
Series 1 Class B	£124,000,000	£124,000,000	£0	£124,000,000	
Series 1 Class M	£127,000,000	£127,000,000	£0	£127,000,000	
Series 1 Class C	£250,000,000	£250,000,000	£0	£250,000,000	
			Current Dating	Dation Triance	Commonte
	Currency Swap Counterp	Joney	Current Rating Moodys / S&P / Fitch	Rating Trigger	Comments
Series 1 Class A1	ANTS plc			Moodys / S&P / Fitch	
Series I Class A1	Антэ ріс		Aa3 and P-1 / AA and A-1+ / AA- and F1+	Delow AZ ULP-L/ A-L/FL	

Series 1 Class A1 Series 1 Class A2 Series 1 Class A3 Series 1 Class B Series 1 Class M Series 1 Class C

ANTS plc

ANTS plc

 Moodys / S&P / Fitch
 Moodys / S&P / Fitch

 Aa3 and P-1 / AA and A-1+ / AA- and F1+
 below A2 or P-1 / A-1 / F1

 Aa3 and P-1 / AA and A-1+ / AA- and F1+
 below A2 or P-1 / A-1 / F1

 Aa3 and P-1 / AA and A-1+ / AA- and F1+
 below A2 or P-1 / A-1 / F1

Holmes Master Issuer PLC 2008-1 Notes Outstanding Period Ended 15 July 2010

	ISIN / CUSIP Number	Currency	Reference Rate		
Series 1 Class A1	XS0357344570	EUR	12 month Euribor		
Series 1 Class A2	XS0357344653	EUR	12 month Euribor		
Series 1 Class A3	XS0357344737	EUR	12 month Euribor		
Series 1 Class A4	XS0357344810	EUR	12 month Euribor		
Series 1 Class B	XS0357344901	GBP	3 month Sterling Libor		
Series 1 Class M	XS0357345031	GBP	3 month Sterling Libor		
Series 1 Class C	XS0357345114	GBP	3 month Sterling Libor		
Series 1 Class A1	Step Up Date October 2014	Expected Repayment Date October 2014	Initial Margin 44.2	Step up Margin 44.2	
Series 1 Class A2	October 2014 October 2014	October 2014	44.2	44.2	
Series 1 Class A2	October 2014 October 2014	October 2014	46.5	46.5	
Series 1 Class A3	October 2014 October 2014	October 2014	44.2	44.2	
Series 1 Class B	October 2014 October 2014	October 2014	100	100	
Series 1 Class M	October 2014 October 2014	October 2014	160	160	
Series 1 Class C	October 2014 October 2014	October 2014	225	225	
	0000001 2014	October 2014	225	223	
	Payment Frequency	Next Payment date	Moody's	S&P	Fitch Ratings
Series 1 Class A1	Annually	15-Jan-2011	Ааа	AAA	AAA
Series 1 Class A2	Annually	15-Apr-2011	Ааа	AAA	AAA
Series 1 Class A3	Annually	15-Jul-2011	Ааа	AAA	AAA
Series 1 Class A4	Annually	15-0ct-2010	Ааа	AAA	AAA
Series 1 Class B	Quarterly	15-0ct-2010	Aa3	AA	AA
Series 1 Class M	Quarterly	15-0ct-2010	A2	A	А
Series 1 Class C	Quarterly	15-0ct-2010	Ваа2	BBB	BBB
	Initial note balance	Previous Principal	Redemptions	Current Principal	
Series 1 Class A1	€2,257,200,000	-	€	€2,257,200,000	
Series 1 Class A2	€4,514,400,000		€0	€4,514,400,000	
Series 1 Class A2	€1,003,200,000		€0		
Series 1 Class A3	€1,630,200,000		€0	€1,630,200,000	
Series 1 Class B	£370,000,000		£0		
Series 1 Class M			£0		
Series 1 Class M	£120,000,000				
Selles I Class C	£250,000,000	£250,000,000	£0	£250,000,000	
	Currency Swap Counter	Dartv	Current Rating	Rating Trigger	Comments
	concincy swap counter	Porty	Moodys / S&P / Fitch	Moodys / S&P / Fitch	comments
Series 1 Class A1	ANTS plc		1 / AA and A-1+ / AA- and F1+	below A2 or P-1 / A-1 / F1	
Series 1 Class A2	ANTS plc		1 / AA and A-1+ / AA- and F1+ 1 / AA and A-1+ / AA- and F1+	below A2 or P-1 / A-1 / F1	
Series 1 Class A2	ANTS plc		1 / AA and A-1+ / AA- and F1+ 1 / AA and A-1+ / AA- and F1+	below A2 or P-1 / A-1 / F1	

Aa3 and P-1 / AA and A-1+ / AA- and F1+ $\:$ below A2 or P-1 / A-1 / F1 $\:$

Series 1 Class B Series 1 Class M

Series 1 Class A4

ANTS plc

Series 1 Class C

Holmes Master Issuer PLC 2008-2 Notes Outstanding Period Ended 15 July 2010

Notes Outstanding Period Ended 15 July 2					
Series 1 Class A1 Series 1 Class A2 Series 1 Class A3 Series 1 Class B Series 1 Class C Series 1 Class D	ISIN / CUSIP Number XS0406292036 XS0406292382 US43641NAX21 XS0406292549 XS0406292895 XS0406293273	Currency GBP GBP US\$ GBP GBP GBP	Reference Rate 3 month Sterling Libor 3 month Sterling Libor 3 month USD Libor 3 month Sterling Libor 3 month Sterling Libor 3 month Sterling Libor		
		Expected Repaym			
	Step Up Date	Date	Initial Margin	Step up Margin	
Series 1 Class A1	July 2010	July 2010	9	9	
Series 1 Class A2	April 2013	April 2013	10	10	
Series 1 Class A3	July 2014	July 2014	52	52	
Series 1 Class B	July 2014	July 2014	40	40	
Series 1 Class C	July 2014	July 2014	70	70	
Series 1 Class D	July 2014	July 2014	90	90	
	Payment Frequency	Next Payment dat	e Moody's	S&P	Fitch Ratings
Series 1 Class A1	Quarterly	N/A	Aaa	AAA	AAA
Series 1 Class A2	Quarterly	15-0ct-2010	Ааа	AAA	AAA
Series 1 Class A3	Quarterly	15-0ct-2010	Ааа	AAA	AAA
Series 1 Class B	Quarterly	15-0ct-2010	Aa3	AA	AA
Series 1 Class C	Quarterly	15-0ct-2010	Baa2	BBB	BBB
Series 1 Class D	Quarterly	15-0ct-2010	Ba2	BB	BB
	Initial note balance	Previous Principal	Redemptions	Current Principal	
Series 1 Class A1	£2,000,000,000	£900,000,000	£900,000,000	£0	
Series 1 Class A2	£7,000,000,000	£7,000,000,000	£0	£7,000,000,000	
Series 1 Class A3	\$5,425,000,000	\$5,425,000,000	\$0	\$5,425,000,000	
Series 1 Class B	£450,000,000	£450,000,000	£0	£450,000,000	
Series 1 Class C	£220,000,000	£220,000,000	£O	£220,000,000	
Series 1 Class D	£190,000,000	£190,000,000	£0	£190,000,000	
	Currency Swap Counter	party	Current Rating Moodys / S&P / Fitch	Rating Trigger Moodys / S&P / Fitch	Comments
Series 1 Class A1 Series 1 Class A2 Series 1 Class A3 Series 1 Class B Series 1 Class C Series 1 Class D	ANTS plc		Aa3 and P-1 / AA and A-1+ / AA- and F1+	below A2 or P-1 / A-1 / F1	Series Repaid

Holmes Funding 1 Limited

Funding Profit & Loss Account

Period ended 30 June 2010

	This Period	Prior Quarter
	£'000	£'000
Interest receivable - Mortgages	185,485	99,770
Interest Payable - Net swap interest margin	(100,781)	(54,923)
Interest (payable) /receivable - Cash Deposits	6,329	3,475
	91,033	48,321
Interest payable - Inter-company loans	(42,974)	(22,772)
Interest payable - Start up loans	- (42,974)	(22,772)
	(42,774)	(22,772)
Net interest income	48,059	25,549
Other income	1,433	767
Operating expenses	(4,637)	(2,518)
Deferred consideration	(39,315)	(20,672)
Profit/(loss) before taxation	5,540	3,126
Taxation	-	-
unrealised IFRS fair value movement on Interest Rate Swap		
'Profit/(loss)after taxation	5,540	3,126
Dividend	-	-
Reserves available brought forward	(445,907)	(331,382)
Reserves available carried forward	(440,367)	(328,255)

Holmes Funding 1 Limited Balance Sheet Period ended 30 June 2010

		£'000
Fixed Asset investments Beneficial interest in Trust mortgage portfolio		9,030,706
		7,050,100
Current assets		
Deferred expenditure	4,319	
Interest Receivable	872	
Cash at bank: First Reserve Fund	400,000	
Funding Reserve Fund Transaction account	400,000	
Funding GIC account	1,281,354	
-	1,281,354	
	1,286,545	
Creditors: Amounts usually falling due within one year		
Deferred consideration creditor	(68,401)	
Interest payable - Inter-company loans	16,408	
Accruals Deferred Tax	-	
Corporation Taxation	37	
-	(51,956)	
Net current assets		1,234,589
Total assets less current liabilities		10,265,295
Creditors: Amounts usually falling due after more than one year		
Inter-company loans		(9,800,281)
Other creditors Start up loans		(505,381)
Amounts provided by related parties regarding reserve funds		(400,000)
		(10,705,662)
Net assets		(440,367)
Capital and reserves		
Share capital (£2)		(0)
Reserves available		(440,367) (440,367)
		(440,007)

£'000

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

	£'000	£'000	£'000	£'000
Balance on cash accumulation ledger				
Available credit enhancement				
	First Reserve	Second Reserve	Third Reserve	Funding Reserve
Reserve funds at closing	400,000		<u> </u>	
Initial closing reserve funds Drawings to make bullet repayment Other drawings Transfers from revenue receipts Closing reserve balance Target reserve funds	400,000 - - - - 400,000 400,000	- - - - - -	- - - - - - - - - - - -	- - - - - - -
Principal deficiency ledger	AAA	АА	А	BBB
Opening PDL balance Losses this quarter PDL top up from revenue income	Nil - -	Nil - -	Nil 	Nil - -
Closing PDL balance	Nil il	Nil	Nil	Nil

Start up loan outstanding	Opening balance	Repayment	Interest Added	Closing balance
Initial start up loan (incl. accrued interest)	-	-	-	-
Second start up loan (incl. accrued interest)	-	-	-	-
Third start up loan	-	-	-	-
Fourth start up loan	-	-	-	-
Fifth start up loan	-	-	-	-
Sixth start up loan	-	-	-	-
Seventh start up loan	-	-	-	-
Eigth start up loan		-		-
Closing balance	-	-	-	-

Liquidity facility

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

Holmes Funding 2 Limited

Funding Profit & Loss Account

Period ended 30 June 2010

Reserves available carried forward

	This Period	Prior Quarter
	£'000	£'000
Interest receivable - Mortgages	254,769	260,811
Interest Payable - Net swap interest margin	(134,615)	(140,954)
Interest (payable) /receivable - Cash Deposits	(2,683)	(2,393)
	117,470	117,464
Interest payable - Inter-company loans	(58,736)	(56,146)
Interest payable - Start up loans	(1,382)	(1,375)
	(60,118)	(57,521)
Net interest income	57,353	59,943
Other income	1,979	2,008
Operating expenses	(5,697)	(5,921)
Deferred consideration	(54,318)	(55,386)
'Profit/(loss) before taxation	(683)	644
Taxation	8	(22)
'Profit/(loss)after taxation	(675)	621
Dividend	-	-
Reserves available brought forward	1,015,159	617,957

1,014,484

618,578

Holmes Funding 2 Limited Balance Sheet Period ended 30 June 2010

Fixed Asset investments

£'000

Beneficial interest in Trust mortgage portfolio 26,928,009 Current assets Deferred expenditure (185) Interest Receivable 1,086 Cash at bank: First Reserve Fund 1,000,000 Funding Reserve Fund Transaction account 198 Funding GIC account 1,152,694 2,152,892 2,153,793 Creditors: Amounts usually falling due within one year Deferred consideration creditor (228,733) Other Creditors (9,881) Interest payable - Inter-company loans 128,035 Accruals Deferred Tax **Corporation Taxation** (30) (110,609) Net current assets 2,043,184 Total assets less current liabilities 28,971,193 Creditors: Amounts usually falling due after more than one year (25,928,009) Inter-company loans Start up loans (1,028,700) Amounts provided by related parties regarding reserve funds (1,000,000) (27,956,709) 1,014,484 Net assets **Capital and reserves** Share capital (£2) 0 Reserves available 1,014,484 1,014,484

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

	£'000	£'000	£'000	£'000
Balance on cash accumulation ledger	-	-		
Available credit enhancement				
	First Reserve	Second Reserve	Third Reserve	Funding Reserve
Reserve funds at closing	1,000,000	-		
Initial closing reserve funds	1,000,000	-	-	-
Drawings to make bullet repayment	-	-	-	-
Other drawings	-	-	-	-
Transfers from revenue receipts	-	-	-	-
Closing reserve balance	1,000,000	-	-	-
Target reserve funds	1,000,000			
Principal deficiency ledger	AAA	АА	А	BBB

Opening PDL balance	Nil	Nil	Nil	Nil
Losses this quarter	-	-	-	-
PDL top up from revenue income	-	-	-	-
Closing PDL balance	Nil il	Nil	Nil	Nil
-				

Start up loan outstanding	Opening balance	Repayment	Interest Added	Closing balance
Master Issuer 2007-3 start-up loan	-	-	-	
Master Issuer 2008-1 start-up loan	-	-	-	-
Master Issuer 2008-2 start-up loan	-	-	-	-
Holmes Funding 2 start-up loan	850,189	66,080	1,380	785,489
Closing balance	850,189	66,080	1,380	785,489

Liquidity facility

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

Holmes Trustees Limited

Trustee Profit & Loss Account

Period ended 30 June 2010

	This Period	Prior Quarter
	£'000	£'000
Interest receivable - Mortgages	1,009,892	513,100
Interest receivable - Cash Deposits	840	518
	1,010,732	513,618
Interest payable - Mortgages	(1,009,892)	(513,100)
Interest payable - Cash Deposits	(840)	(518)
-	(1,010,732)	(513,618)
Net operating income	-	-
Fees receivable	77	45
Fees recovered	(77)	(45)
Operating expenses	(24,596)	(12,556)
Expenses recovered	24,596	12,556
Profit on ordinary activities before taxation	-	-
Taxation		
Profit on ordinary activities after taxation	-	-
Dividend	-	-
Retained profit brought forward	-	-
Retained profit carried forward		-

Holmes Trustees Limited Balance Sheet Period ended 30 June 2010

Fixed Asset investments

Mortgage loans secured on residential property		51,262,122
Current assets		
Cash at bank	452,055	
Interest receivable on mortgages	135,342	
······································		-
	587,397	
Creditors: Amounts usually falling due within one year		
creators. Amounts usually failing due within one year		-
Accruals		-
		-
		507 207
Net current assets		587,397
Total assets less current liabilities		51,849,519
Creditors: Amounts usually falling after more than one year		
Seller share of mortgage loans and accrued interest		(15,396,987)
Funding share of mortgage loans and accrued interest		(36,082,624)
Seller share of cash at bank (including accrual)		(27,549)
Funding share of cash at bank (including accrual)		(342,359)
Net assets	_	0
Capital and reserves		
Share capital (£2)		
Reserves available		
	—	0
		Ū.