



Please complete in typescript,
or in bold black capitals.

NAT 15
6183 28

363a

Annual Return

Company Number

3302753

Company Name in full

Orchardbrook Limited



* F363AD40 *

Date of this return (See note 1)
The information in this return is made up to

Day Month Year

15 01 1999

Date of next return (See note 2)
If you wish to make your next return
to a date earlier than the anniversary
of this return please show the date here.
Companies House will then send a form
at the appropriate time.

Day Month Year

15 01 2000

Registered Office (See note 3)
Show here the address at the date of
this return.

Any change of
registered office
must be notified
on form 287.

Post town

County / Region

Postcode

200 ALDERSGATE STREET

LONDON

EC1A 4JJ

Principal business activities

(See note 4)

Show trade classification code number(s)
for the principal activity or activities.

7484

If the code number cannot be determined,
give a brief description of principal activity.



A07 *A8RTED6Z* 366
COMPANIES HOUSE 21/01/99

When you have completed and signed the form please send it to the
Registrar of Companies at:
Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh

Register of members (See note 5)

If the register of members is not kept at the registered office, state here where it is kept.

Post town

County / Region

Postcode

Register of Debenture holders

(See note 6)

If there is a register of debenture holders and it is not kept at the registered office, state here where it is kept.

Post town

County / Region

Postcode

Company type (See note 7)

Public limited company

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

X

Please mark the appropriate box

Company Secretary (see notes 1-5)

Details of a new company secretary must be notified on form 288a.

(Please photocopy this area to provide details of joint secretaries).

Name

* Style / Title

*Honours etc

Forename(s)

Surname

* Voluntary details.

Previous forename(s)

Previous surname(s)

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Post town

County / Region

Country

LONDON

Postcode

EC1A 4JJ

ENGLAND

Directors (see notes 1 to 5)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

Name	* Style / Title	MR	Day	Month	Year	
	* Honours etc		Date of birth	16	09	1951
	Forename(s)	DAVID ROGER				
	Surname	FINNEY				
	Previous forename(s)					
	Previous surname(s)					
Address	31 WATER MILL WAY, SUTTON-AT-HONE					
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	DARTFORD				
	County / Region		Postcode			
	Country	ENGLAND	Nationality	BRITISH		
Business occupation	TRUSTEE OFFICIAL					
Other directorships						
* Voluntary details.						

Name	* Style / Title	MR	Day	Month	Year	
	* Honours etc		Date of birth	01	05	1954
	Forename(s)	PETER MICHAEL				
	Surname	HILLS				
	Previous forename(s)					
	Previous surname(s)					
Address	66 HARTSLOCK DRIVE					
Usual residential address must be given. In the case of a corporation, give the registered or principal office address.	Post town	THAMESMEAD				
	County / Region	LONDON	Postcode	SE2 9UU		
	Country	ENGLAND	Nationality	BRITISH		
Business occupation	TRUST OFFICIAL					
Other directorships						

Directors (see notes 1-5)

Please list directors in alphabetical order

Details of new directors must be notified on form 288a.

Name * Style / Title

MR

Day Month Year

* Honours etc

Date of birth

17

03

1942

Forename(s)

BRYAN DONALD

Surname

NEEDHAM

Previous forename(s)

Previous surname

Address

RIVERSIDE COTTAGE, ZEPHON COMMON

Usual residential**address** must be given. In the case of a corporation, give the registered or principal office address.

Post town

CROOKHAM VILLAGE

County / Region

HANTS

Postcode

GU13 OSX

Country

ENGLAND

Nationality

BRITISH

Business occupation

TRUSTEE OFFICIAL

Other directorships

Name * Style / Title

Day Month Year

* Honours etc

Date of birth

Forename(s)

Surname

Previous forename(s)

Previous surname

Address

Usual residential**address** must be given. In the case of a corporation, give the registered or principal office address.

Post town

County / Region

Postcode

Country

Nationality

Business occupation

Other directorships

* Voluntary details.

issued share capital (see note 9)

Enter details of all the shares in issue at the date of this return.

Class (e.g. Ordinary/Preference)	Number of shares issued	Aggregate Nominal Value (i.e. Number of shares issued multiplied by nominal value per share)
ORD £1	1	£ 1.00
Totals	1	£ 1.00

List of past and present members
(Use attached schedule where appropriate)

A full list is required if one was not included with either of the last two returns.

(see note 10)

There were no changes in the period

☐

on paper in another format

A list of changes is enclosed

☐
☐

A full list of members is enclosed

☒
☐
Elective resolutions

(Private companies only)

(See note 11)

If at the date of this return an election is in force to dispense with annual general meetings, mark this box


☒

If at the date of this return an election is in force to dispense with laying accounts in general meetings, mark this box

☒
Certificate

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed



Date

15/1/99

† Please delete as appropriate.

† a director/secretary

D. Sweeten

When you have signed the return send it with the fee to the Registrar of Companies. Cheques should be made payable to **Companies House**.

This return includes

(enter number)

continuation sheets.

Please give the name, address, telephone number, and if available, a DX number and Exchange, for the person Companies House should contact if there is any query.

CLIFFORD CHANCE SECRETARIES LIMITED, 200 ALDERSGATE STREET, LONDON, EC1A 4JJ	
Tel 0171 600 1000	
DX number 606	DX exchange London



List of past and present members
Schedule to form 363a, 363b

3302753

Orchardbrook Limited

Particulars of shares or stock transferred since the date of the last return (or in the case of the first return, since the incorporation of the company) by

- (a) persons who are still members, and
- (b) persons who have ceased to be members.

Number or amount Transferred	Date of registration of transfer
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Remarks

ROYAL EXCHANGE TRUST COMPANY LIMITED
155 BISHOPSGATE, LONDON, EC2M 3TG, ENGLAND

Ord £1

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**PREVIOUS ALTERNATE DIRECTORSHIPS HELD BY
BRYAN DONALD NEEDHAM**

COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	ALTERNATE TO:	DATE APPOINTED	DATE RESIGNED
Gracechurch Mortgage Finance (No.2) Plc	2550660	England & Wales	Derek Barnes	28-Mar-94	23-Jan-95
Gracechurch Mortgage (Holdings) Limited	2874005	England & Wales	Derek Barnes	28-Mar-94	23-Jan-95
Gracechurch BES No.1 Plc	2788103	England & Wales	Derek Barnes	06-May-94	23-Jan-95
Gracechurch BES No.2 Plc	2788097	England & Wales	Derek Barnes	06-May-94	23-Jan-95
Gracechurch BES No.3 Plc	2788084	England & Wales	Derek Barnes	06-May-94	23-Jan-95
Gracechurch BES No.4 Plc	2788015	England & Wales	Derek Barnes	06-May-94	23-Jan-95
Gracechurch BES No.5 Plc	2788001	England & Wales	Derek Barnes	06-May-94	23-Jan-95
Gracechurch Receivable (Holdings)	2813470	England & Wales	Derek Barnes	06-May-94	26-Jan-95
Gracechurch Receivable Trustee	2813468	England & Wales	Derek Barnes	06-May-94	26-Jan-95
Gracechurch Personal Loan Finance (No.1)	2804459	England & Wales	Derek Barnes	06-May-94	26-Jan-95
Lothbury Funding No.1 Plc	2822013	England & Wales	Derek Barnes	07-May-94	16-Jan-95
Sarfu Limited	2822108	England & Wales	Derek Barnes	19-Apr-94	16-Jan-95
Residential Property Limited	2199980	England & Wales	Derek Barnes	19-Apr-94	20-Jan-95
Residential Property Securities No.1 Plc	2124200	England & Wales	Derek Barnes	19-Apr-94	20-Jan-95
Residential Property Securities No.2 Plc	2124201	England & Wales	Derek Barnes	19-Apr-94	20-Jan-95
Temple Court Mortgages (No.3)	2403470	England & Wales	Derek Barnes	19-Apr-94	05-Jul-94
Temple Court Originations Limited	2403471	England & Wales	Derek Barnes	19-Apr-94	31-Dec-94
Temple Court Mortgages (No.2) PLC	2403496	England & Wales	Derek Barnes	19-Apr-94	31-Dec-94
Temple Court Mortgages (No.1) PLC	2403491	England & Wales	Derek Barnes	19-Apr-94	31-Dec-94
Temple Court Mortgages (No.4)	2403464	England & Wales	Derek Barnes	19-Apr-94	31-Dec-94

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**PREVIOUS ALTERNATE DIRECTORSHIPS HELD BY
BRYAN DONALD NEEDHAM**

COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	ALTERNATE TO:	DATE APPOINTED	DATE RESIGNED
Temple Court Mortgages (No.5)	2403461	England & Wales	Derek Barnes	19-Apr-94	31-Dec-94
Guaranteed Export Finance Corporation	1980873	England & Wales	Derek Barnes	19-Apr-94	31-Dec-94
First Securitisation Company Limited	1940922	England & Wales	Derek Barnes	19-Apr-94	31-Dec-94
Residential Property Securities No.3 Plc	2124202	England & Wales	Derek Barnes	19-Apr-94	31-Dec-94
L.A.B Investments Plc	9869890	England & Wales	Derek Barnes	19-Apr-94	31-Dec-94

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DIRECTORSHIPS HELD BY BRYAN DONALD NEEDHAM

COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	DATE APPOINTED
Gracechurch Mortgage Finance (No.3) Plc	2550659	England & Wales	16-Jun-94
Gracechurch Mortgage Trustee (No.1) Limited	2319758	England & Wales	12-Jul-94
Gracechurch Mortgage Trustee (No.2) Limited	2319850	England & Wales	12-Jul-94
Marbleglade Limited	2739664	England & Wales	03-Oct-94
Prospect 1 Receivables Trustee Limited	2974747	England & Wales	24-Oct-94
Prospect Heights (Holdings) Limited	2974740	England & Wales	24-Oct-94
Prospect 1 Plc	2974630	England & Wales	24-Oct-94
Residential Property Securities No.4 Plc	2780259	England & Wales	01-Jul-94
East West Holdings Limited	59465	Jersey	31-Oct-94
Maple Mortgage Holdings Limited	2967791	England & Wales	22-Nov-94
Maple Mortgage Securities No.1 Plc	2992759	England & Wales	22-Nov-94
Temple Court Originations Limited	2403471	England & Wales	31-Dec-94
Temple Court Mortgages (No.1) Plc	2403491	England & Wales	31-Dec-94
Temple Court Mortgages (No.2) Plc	2403496	England & Wales	31-Dec-94
Temple Court Mortgages (No.4)	2403464	England & Wales	31-Dec-94
Temple Court Mortgages (No.5)	2403461	England & Wales	31-Dec-94
Guaranteed Export Finance Corporation	1980873	England & Wales	12-Jan-95
First Securitisation Company Limited	1940922	England & Wales	12-Jan-95
Gracechurch Mortgage Finance Plc	1896913	England & Wales	23-Jan-95
Gracechurch BES No.1Plc	2788103	England & Wales	23-Jan-95
GRE Trust Company (Ireland) Limited	163472	Ireland	07-Nov-97

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DIRECTORSHIPS HELD BY BRYAN DONALD NEEDHAM

COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	DATE APPOINTED
Gracechurch BES No.2 Plc	2788097	England & Wales	23-Jan-95
Gracechurch BES No.3 Plc	2788084	England & Wales	23-Jan-95
Gracechurch BES No.4 Plc	2788015	England & Wales	23-Jan-95
Gracechurch BES No.5 Plc	2788001	England & Wales	23-Jan-95
Gracechurch Mortgage Finance (No.2) Plc	2550660	England & Wales	23-Jan-95
Gracechurch Mortgage (Holdings) Limited	2874005	England & Wales	23-Jan-95
Gracechurch Receivable (Holdings)	2813470	England & Wales	26-Jan-95
Gracechurch Receivable Trustee	2813468	England & Wales	26-Jan-95
Gracechurch Personal Loan Finance (No.1)	2804459	England & Wales	26-Jan-95
Lothbury Funding No.1 Plc	2822013	England & Wales	16-Jan-95
Sarfu Limited	2822108	England & Wales	16-Jan-95
Residential Property Securities No.3 Plc	2124202	England & Wales	20-Jan-95
L.A.B Investments Plc	9869890	England & Wales	20-Jan-95
L.A.B Investments (Holdings) Limited	2873031	England & Wales	20-Jan-95
Royal Exchange Trust Company Limited	978338	England & Wales	01-Feb-95
Royal Exchange Trust Company (Jersey) Limited	52603	Jersey	01-Mar-95
UK TV Developments Limited	2924203	England & Wales	25-Apr-95

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DIRECTORSHIPS HELD BY BRYAN DONALD NEEDHAM			
COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	DATE APPOINTED
UK TV Holdings Limited	3005764	England & Wales	25-Apr-95
Interm Limited	3049901	England & Wales	07-Jul-95
HGV Co. Limited	3007957	England & Wales	07-Jul-95
Framleypark Limited	3049891	England & Wales	07-Jul-95
Residual Value Limited	3049904	England & Wales	07-Jul-95
Framleyhurst Limited	3049882	England & Wales	07-Jul-95
Royal Exchange Trust Company (Guernsey) Limited	29664	Guernsey	19-Jul-95
Prospect 2 Receivables Trustee Limited	3092812	England & Wales	15-Sep-95
Prospect 2 Plc	3070472	England & Wales	15-Sep-95
Merrion Square (Holdings) Limited	237000	Ireland	26-Sep-95
Ireland Residential Securitised Home Mortgages (No.1) Plc	238484	Ireland	26-Sep-95
Eastern Gate Limited	2168323	England & Wales	17-Oct-95
Pendeford Mortgages No.1 PLC	2537775	England & Wales	30-Jan-96
Thames Asset Global Securitisation No.1 PLC	3141018	England & Wales	20-Mar-96
Spring Inns Limited	3118859	England & Wales	02-May-96
Prospect 3 plc plc	3170816	England & Wales	18-Jun-96
Prospect 3 Receivables Trustee Limited	3169707	England & Wales	18-Jun-96
Residential Mortgage Securities Limited	3230343	England & Wales	16-Oct-96
Residential Mortgage Securities I plc	3194849	England & Wales	16-Oct-96
Residential Mortgage Securities Options Limited	3261159	England & Wales	10-Dec-96
Housing Association Funding PLC	3194469	England & Wales	16-Dec-96
H A Funding Limited	3230346	England & Wales	16-Dec-96
Finance For Residential Housing (Holdings) Limited	3261416	England & Wales	26-Feb-97
Finance For Residential Social	3302722	England & Wales	26-Feb-97
Orchardbrook Limited	3302753	England & Wales	26-Feb-97

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Orchardbeam Limited	3302752	England & Wales	26-Feb-97
Residential Mortgage Securities 2 plc	3302729	England & Wales	9-May-97
Dealtip Limited	3379707	England & Wales	10-Jun-97
Reservefigure plc	3358070	England & Wales	10-Jun-97
Residential Property Securities No.5 PLC	2780237	England & Wales	22-Sep-97
Royal Exchange Trust Company (BG) Limited	3368612	England & Wales	01-Oct-97
Aire Valley Finance Plc	3416148	England & Wales	14-Oct-97
Residential Mortgage Securities 3 plc	3437174	England & Wales	13-Oct-97
RMS 3 Limited	3416176	England & Wales	13-Oct-97
RMS 3 Options Limited	3437329	England & Wales	13-Oct-97
HISAB No. 1 PLC	3416347	England & Wales	21-Oct-97
HISAB Limited	3375926	England & Wales	21-Oct-97
Spicedeck Limited	3416328	England & Wales	31-Oct-97
Mortgage Express Hldgs	2412659	England & Wales	30-Oct-97
Mortgage Express No.2	891681	England & Wales	30-Oct-97
HSMS	1192730	England & Wales	30-Oct-97
Silhouette Mortgages Ltd	2356078	England & Wales	30-Oct-97
Finance for Mortgages Limited	2220176	England & Wales	30-Oct-97
Scotlife Home Loans (No.2) Limited	2220177	England & Wales	30-Oct-97
Oriveto Limited	68405	Jersey	04-Nov-97
Burra Limited	70074	Jersey	04-Nov-97
The Money Store Sterling No.1 plc	3407687	England & Wales	12-Nov-97
The Higher Education Securitised Investments Series No.1 plc	3462571	England & Wales	27-Feb-98
Finance for Higher Education Limited	3462683	England & Wales	27-Feb-98
The Higher Education Securitised Investments Series (Holdings) Ltd	3491262	England & Wales	27-Feb-98
Southern Pacific Securites A plc	3462573	England & Wales	27-Feb-98
Southern Pacific A Ltd	3491251	England & Wales	06-Mar-98
SP Options Limited	3491246	England & Wales	06-Mar-98
Barshelfco (NP No.4)	2199528	England & Wales	30-Mar-98
Barshelfco (NP No.5)	2223148	England & Wales	21-Apr-98

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RMS 4 options Limited	3524922	England & Wales	17-Apr-98
RMS 4 Limited	3525322	England & Wales	17-Apr-98
Residential Mortgage Securities 4 plc	3462561	England & Wales	17-Apr-98
Meridian VAT Trustees	198115	Ireland	01-Jun-98
Royal Exchange Trust Company (BPP) Limited	3611635	England & Wales	03-Aug-98
Starnvale plc	3588441	England & Wales	03-Sep-98
Prospect 4 Plc	3567021	England & Wales	20-Aug-98
Prospect 4 Receivables Trustee Limited	3600391	England & Wales	20-Aug-98
FAB Funding (UK) Limited	3639780	England & Wales	23-Sep-98
Gallaher Asset Finance 1998 Limited	3618739	England & Wales	29-Sep-98
Hotel Securitisation Holdings Limited	3619608	England & Wales	18-Aug-98
Hotel Securitisation (No 1) Plc	3617174	England & Wales	18-Aug-98
Wisteria Finance Limited	3610107	England & Wales	27-Oct-98
RMS 5 Limited	3649266	England & Wales	02-Nov-98
Residential Mortgage Securities 5 plc	3649484	England & Wales	02-Nov-98
Pottergrip Limited	3588032	England & Wales	03-Sep-98
Potterplace Limited	3588417	England & Wales	03-Sep-98
Southville Funding Limited	3659385	England & Wales	26-Oct-98
RSL Finance (No 1) plc	3665612	England & Wales	26-Nov-98
Leek Finance Holdings Number Two Limited	3649491	England & Wales	18-Nov-98
Alnery No.1781 Limited	3610095	England & Wales	26-Nov-98
Royal Exchange Trustee Nominees Limited	351492	England & Wales	27-Nov-98

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**PREVIOUS DIRECTORSHIPS HELD BY
BRYAN DONALD NEEDHAM**

COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	DATE APPOINTED	DATE RESIGNED
CRC SpA	28457	Italy	12-Dec-94	14-Jul-95
Offeradvice Limited	3089866	England & Wales	15-Sep-95	08-Nov-95
Residential Property Limited	2199980	England & Wales	20-Jan-95	01-Mar-96
Residential Property Securities No.1 Plc	2124200	England & Wales	20-Jan-95	01-Mar-96
Residential Property Securities No.2 Plc	2124201	England & Wales	20-Jan-95	01-May-96
Marbleglade Limited - Company dissolved pursuant to Section 652A of the Companies Act 1985	2739664	England & Wales	03-Oct-94	05-Nov-96
The Law Debenture Corporation plc	30397	England & Wales	11-Feb-76	31-Jul-87
The Law Debenture Trust Corporation plc	1675231	England & Wales	12-Nov-82	31-Jul-87
LDC Trust Management Limited	1234879	England & Wales	11-Feb-76	31-Jul-87
The Law Debenture Intermediary Corporation plc	1525148	England & Wales	21-Nov-80	31-Jul-87
Law Debenture Overseas Limited	1471194	England & Wales	25-Jun-80	31-Jul-87

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Beagle Nominees Limited	628724	England & Wales	11-Jun-75	31-Jul-87
MINI Holdings Limited	1832201	England & Wales	21-Dec-84	31-Jul-87
Wobaston Finance No.1 Limited	2942536	England & Wales	24-Jul-97	30-Sep-97
Wobaston Finance Ltd	2942538	England & Wales	24-Jul-97	30-Sep-97

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DIRECTORSHIPS HELD BY DAVID ROGER FINNEY

COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	DATE APPOINTED
Gracechurch Mortgage Finance (No.3) Plc	2550659	England & Wales	16-Jun-94
Gracechurch Mortgage Trustee (No.1) Limited	2319758	England & Wales	12-Jul-94
Gracechurch Mortgage Trustee (No.2) Limited	2319850	England & Wales	12-Jul-94
Prospect 1 Receivables Trustee Limited	2974747	England & Wales	24-Oct-94
Prospect Heights (Holdings) Limited	2974740	England & Wales	24-Oct-94
Prospect 1 Plc	2974630	England & Wales	24-Oct-94
Residential Property Securities No.4 Plc	2780259	England & Wales	01-Jul-94
East West Holdings Limited	59465	Jersey	31-Oct-94
Maple Mortgage Holdings Limited	2967791	England & Wales	22-Nov-94
Maple Mortgage Securities No.1 Plc	2992759	England & Wales	22-Nov-94
Temple Court Originations Limited	2403471	England & Wales	21-Sep-89
Temple Court Mortgages (No.1) Plc	2403491	England & Wales	21-Sep-89
Temple Court Mortgages (No.2) Plc	2403496	England & Wales	21-Sep-89
Temple Court Mortgages (No.4)	2403464	England & Wales	21-Sep-89
Temple Court Mortgages (No.5)	2403461	England & Wales	21-Sep-89
Guaranteed Export Finance Corporation Plc	1980873	England & Wales	01-Apr-89
First Securitisation Company Limited	1940922	England & Wales	01-Apr-89

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Gracechurch Mortgage Finance Plc	1896913	England & Wales	04-May-89
Gracechurch BES No.1Plc	2788103	England & Wales	24-Feb-93

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DIRECTORSHIPS HELD BY DAVID ROGER FINNEY

COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	DATE APPOINTED
Gracechurch BES No.2 Plc	2788097	England & Wales	24-Feb-93
Gracechurch BES No.3 Plc	2788084	England & Wales	24-Feb-93
Gracechurch BES No.4 Plc	2788015	England & Wales	24-Feb-93
Gracechurch BES No.5 Plc	2788001	England & Wales	24-Feb-93
Gracechurch Mortgage Finance (No.2) Plc	2550660	England & Wales	03-Dec-93
Gracechurch Mortgage (Holdings) Limited	2874005	England & Wales	03-Dec-93
Gracechurch Receivable (Holdings)	2813470	England & Wales	06-Oct-93
Gracechurch Receivable Trustee Limited	2813468	England & Wales	06-Oct-93
Gracechurch Personal Loan Finance (No.1) Plc	2804459	England & Wales	06-Oct-93
Lothbury Funding No.1 Plc	2822013	England & Wales	17-Sep-93
Sarfu Limited	2822108	England & Wales	21-Sep-93
Residential Property Securities No.3 Plc	2124202	England & Wales	18-Aug-93
L.A.B Investments Plc	2869890	England & Wales	23-Jan-95
L.A.B Investments (Holdings) Limited	2873031	England & Wales	21-Jan-94
UK TV Developments Limited	2924203	England & Wales	25-Apr-95
UK TV Holdings Limited	3005764	England & Wales	25-Apr-95

DIRECTORSHIPS HELD BY DAVID ROGER FINNEY

COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	DATE APPOINTED
HGV Co. Limited	3007957	England & Wales	07-Jul-95
Framleypark Limited	3049891	England & Wales	07-Jul-95
Residual Value Limited	3049904	England & Wales	07-Jul-95
Framleyhurst Limited	3049882	England & Wales	07-Jul-95
Prospect 2 Receivables Trustee Limited	3092812	England & Wales	15-Sep-95
Prospect 2 plc	3070472	England & Wales	15-Sep-95
Eastern Gate Limited	2168323	England & Wales	17-Oct-95
GRE Trust Company (Ireland) Limited	163472	Ireland	30-Oct-95
Pendeford Mortgages No.1 PLC	2537775	England & Wales	30-Jan-96
Thames Asset Global Securitisation No.1 Plc	3141018	England & Wales	20-Mar-96
Prospect 3 plc	3170816	England & Wales	18-Jun-96
Prospect 3 Receivables Trustee Limited	3169707	England & Wales	18-Jun-96
Residential Mortgage	3230343	England & Wales	16-Oct-96
Residential Mortgage	3194849	England & Wales	16-Oct-96
Residential Mortgage	3261159	England & Wales	10-Dec-96
Housing Association	3194469	England & Wales	16-Dec-96
H A Funding Limited	3230346	England & Wales	16-Dec-96
Ferrisdove Limited	3261416	England & Wales	26-Feb-97
Heraldmist plc	3302722	England & Wales	26-Feb-97
Orchardbrook Limited	3302753	England & Wales	26-Feb-97
Orchardbeam Limited	3302752	England & Wales	26-Feb-97
Residential Mortgage Securities 2 plc	3302729	England & Wales	9-May-97

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Dealtip Limited	3379707	England & Wales	10-Jun-97
Reserve Figure plc	3358070	England & Wales	10-Jun-97
Residential Property Securities No.5 PLC	2780237	England & Wales	22-Sep-97
Aire Valley Finance Plc	3416148	England & Wales	14-Oct-97
Residential Mortgage	3437174	England & Wales	13-Oct-97
RMS 3 Limited	3416176	England & Wales	13-Oct-97
RMS Options Limited	3437329	England & Wales	13-Oct-97
HISAB NO. 1 PLC	3416347	England & Wales	21-Oct-97
HISAB Limited	3375926	England & Wales	21-Oct-97
Spicedeck Limited	3416328	England & Wales	31-Oct-97
Mortgage Express Hldgs	2412659	England & Wales	30-Oct-97
Mortgage Express No.2	891681	England & Wales	30-Oct-97
HSMS	1192730	England & Wales	30-Oct-97
Silhouette Mortgages Ltd	2356078	England & Wales	30-Oct-97
Finance for Mortgages Ltd	2220176	England & Wales	30-Oct-97
Scotlife Home Loans (No.2) Ltd	2220177	England & Wales	30-Oct-97
Oriveto Limited	68405	Jersey	04-Nov-97
Burra Limited	70074	Jersey	04-Nov-97
The Money Store Sterling No.1 plc	3407687	England & Wales	12-Nov-97
The Higher Education Securities Investment Series No.1 plc	3462571	England & Wales	27-Feb-98
Finance for Higher Education Limited	3462683	England & Wales	27-Feb-98
The Higher Education Securitised Investments Series (Holdings) Ltd	3491262	England & Wales	27-Feb-98
Southern Pacific Securities A plc	3462573	England & Wales	27-Feb-98
Southern Pacific A Ltd	3491251	England & Wales	06-Mar-98
SP Options Limited	3491246	England & Wales	06-Mar-98

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Barshelfco (NP NO.4)	2199528	England & Wales	30-Mar-98
Barshelfco (NP No.5)	2223148	England & Wales	21-Apr-98
RMS 4 Options Limited	3524922	England & Wales	17-Apr-98
RMS 4 Limited	3525322	England & Wales	17-Apr-98
Residential Mortgage - Securities 4 plc	3462561	England & Wales	17-Apr-98
Meridian VAT Trustees Limited	198115	Ireland	01-Jun-98
Starnvale Plc	3588441	England & Wales	03-Sep-98
Prospect 4 Plc	3567021	England & Wales	20-Aug-98
Prospect 4 Receivables Trustee Limited	3600391	England & Wales	20-Aug-98
FAB Funding (UK) Limited	3639780	England & Wales	23-Sep-98
Gallaher asset Finance 1998 Limited	3618739	England & Wales	01-Oct-98
Hotel Securitisation Holdings Limited	3619608	England & Wales	18-Aug-98
Hotel Securitisation (No 1) plc	3617174	England & Wales	18-Aug-98
Millshaw Sams No 1 plc	3618796	England & Wales	15-Oct-98
Millshaw Sams holdings Limited	3588082	England & Wales	15-Oct-98
Wisteria Finance Limited	3610107	England & Wales	27-Oct-98
RMS 5 Limited	3649266	England & Wales	02-Nov-98
Residential Mortgage Securities 5 plc	3649484	England & Wales	02-Nov-98
Pottergrip Limited	3588032	England & Wales	03-Sep-98
Potterplace Limited	3588417	England & Wales	03-Sep-98
Leek Finance Holdings Number Two Limited	3649491	England & Wales	18-Nov-98
Southville Funding Limited	3659385	England & Wales	26-Oct-98
Leek Finance Holdings Number Two Limited	3649491	England & Wales	18-Nov-98
RSL Finance (No1) plc	3665612	England & Wales	26-Nov-98
Alnery No.1781 Limited	3610095	England & Wales	26-Nov-98

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PREVIOUS DIRECTORSHIPS HELD BY DAVID ROGER FINNEY

COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	DATE APPOINTED	DATE RESIGNED
CRC SpA	28457	Italy	12-Dec-94	14-Jul-95
Temple Court	2403470	England & Wales	21-Sep-89	05-Jul-94
Hipotecario de	2686422	England & Wales	14-Apr-92	10-Jan-95
Merrion Square	237000	Ireland	26-Sep-95	20-Oct-95
Ireland Residential	238484	Ireland	26-Sep-95	20-Oct-95
Offeradvice Limited	3089866	England & Wales	15-Sep-95	08-Nov-95
Maltmarr Limited	2362291	England & Wales	20-Jan-95	01-Mar-96
Residential Property Limited	2199980	England & Wales	16-Nov-88	01-Mar-96
Residential Property Securities No.1 Plc	2124200	England & Wales	16-Nov-88	01-Mar-96
Residential Property	2124201	England & Wales	20-Jan-95	01-May-96
Marbleglade Limited -	2739664	England & Wales	29-Oct-94	05-Nov-96
Stirgulf Limited	2379102	England & Wales	20-Jan-95	01-May-96
Wobaston Finance Ltd	2942538	England & Wales	24-Jul-97	30-Sep-97
Wobaston Finance	2942536	England & Wales	24-Jul-97	30-Sep-97
Spring Inns Limited	3118859	England & Wales	02-May-96	27-Mar-98

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PREVIOUS ALTERNATE DIRECTORSHIPS HELD BY DAVID ROGER FINNEY

COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	ALTERNATE TO:	DATE RESIGNED
Residential Property	2124201	England & Wales	Derek Barnes	26-Aug-93

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ALTERNATE DIRECTORSHIPS HELD BY DAVID ROGER FINNEY

COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	ALTERNATE TO:
Ireland Residential Securitised Home Mortgages (No.1) Plc	238484	Ireland	Bryan Donald Needham
Merrion Square (Holdings) Limited	237000	Ireland	Bryan Donald Needham

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ALTERNATE DIRECTORSHIPS HELD BY PETER MICHAEL HILLS
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COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	ALTERNATE TO:	DATE APPOINTED
Prospect 3 plc	3170816	England & Wales	Bryan Donald Needham	23-7-96
Prospect 3 Receivables Trustee Limited	3169707	England & Wales	Bryan Donald Needham	23-7-96
Prospect Heights (Holdings) Limited	2974740	England & Wales	Bryan Donald Needham	23-7-96
Prospect 1 Receivables Trustee Limited	2974747	England & Wales	Bryan Donald Needham	03-Sep-96
Prospect 1 plc	2974630	England & Wales	Bryan Donald Needham	03-Sep-96
Prospect 1 Receivables Trustee Limited	2974747	England & Wales	David Roger Finney	03-Sep-96
Prospect 1 plc	2974630	England & Wales	David Roger Finney	03-Sep-96
Prospect 2 plc	3070472	England & Wales	David Roger Finney	07-Nov-96
Prospect 2 Receivables Trustee Limited	3092812	England & Wales	David Roger Finney	07-Nov-96
Prospect 2 plc	3070472	England & Wales	Bryan Donald Needham	07-Nov-96
Prospect 2 Receivables Trustee Limited	3092812	England & Wales	Bryan Donald Needham	07-Nov-96
Housing Association Funding PLC	3194469	England & Wales	Bryan Donald Needham	16-Dec-96

H A Funding Limited	3230346	England & Wales	A Bryan Donald Needham	16-Dec-96
Housing Association Funding PLC	3194469	England & Wales	David Roger Finney	16-Dec-96

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H A Funding Limited	3230346	England & Wales	David Roger Finney	16-Dec-96
Finance For Residential Social Housing plc	3302722	England & Wales	David Roger Finney	26-Feb-97
Orchardbrook Limited	3302753	England & Wales	David Roger Finney	26-Feb-97
Orchardbeam Limited	3302752	England & Wales	David Roger Finney	26-Feb-97
Finance For Residential Social Housing (Holdings) Limited	3261416	England & Wales	David Roger Finney	26-Feb-97
Finance For Residential Social Housing plc	3302722	England & Wales	Bryan Donald Needham	26-Feb-97
Orchardbrook Limited	3302753	England & Wales	Bryan Donald Needham	26-Feb-97
Orchardbeam Limited	3302752	England & Wales	Bryan Donald Needham	26-Feb-97
Finance For Residential Social Housing (Holdings) Limited	3261416	England & Wales	Bryan Donald Needham	26-Feb-97
Temple Court Originations	2403471	England & Wales	David Roger Finney	11-Jun-97
Temple Court Mortgages (No.1) PLC	2403491	England & Wales	David Roger Finney	11-Jun-97