CATER ALLEN LIMITED

ANNUAL REPORT AND FINANCIAL STATEMENTS

FOR THE YEAR ENDED 31 DECEMBER 2004

Registered in England and Wales No. 383032

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Report of the Directors

The Directors submit their annual report together with the financial statements for the year ended 31 December 2004.

1. Principal activity and review of the year

The Company is an authorised deposit taker under the Financial Services and Markets Act 2000, and operates as a bank which provides account facilities to a range of 'high net worth' customers. The high net worth banking market is very competitive and whilst every effort will be made to increase the success of the Company, the Directors do not expect any significant change in the level of business in the foreseeable future.

The Company is supervised by the Financial Services Authority, which also exercises consolidated supervision over the Abbey National Group as a whole.

2. Results and dividends

The profit for the year on ordinary activities after taxation amounted to £5,109,748 (2003 - £4,372,714).

The Directors do not recommend the payment of a dividend (2003 - £nil).

The retained profit of £5,109,748 (2003 - £4,372,714) has been transferred to reserves.

3. Directors and their interests

The Directors who served throughout the year, except as noted, were:

R.J. Dunn

T.C. Murley (resigned 21 July 2004)

A. Weir (appointed 21 July 2004)

M.R.D. Evans (resigned 10 December 2004)

D.M. Green (appointed 10 December 2004)

No Director of the Company has any interest in the shares of the Company or of other Group Companies incorporated in Great Britain.

4. Directors' responsibility in respect of the preparation of financial statements

The Directors are required by UK company law to prepare financial statements for each financial year that give a true and fair view of the state of affairs of the Company as at the end of the financial year and the profit or loss for that period.

The Directors confirm that suitable accounting policies have been used and applied consistently and that reasonable and prudent judgements and estimates have been made in the preparation of the financial statements for the year ended 31 December 2004. The Directors also confirm that applicable accounting standards have been followed and that the statements have been prepared on the going concern basis.

The Directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for the Company's system of internal control and for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

Report of the Directors (continued)

Auditors

In accordance with section 386 of the Companies Act 1985, the Company has elected to dispense with the obligation to appoint auditors annually. Accordingly, Deloitte & Touche LLP are therefore deemed to have been re-appointed as auditors of the Company.

By Order of the Board

Date: 13 June 2005

For and on behalf of Abbey National Secretariat Services Limited Company Secretary

Registered Office Address:

Abbey National House 2 Triton Square Regent's Place London NW1 3AN

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF CATER ALLEN LIMITED

We have audited the financial statements of Cater Allen Limited for the year ended 31 December 2004 which comprise the profit and loss account, the balance sheet, the statement of accounting policies and the related notes 1 to 24. These financial statements have been prepared under the accounting policies set out therein.

This report is made solely to the Company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the Company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the Company and the Company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective responsibilities of directors and auditors

As described in the statement of Directors' responsibilities, the Company's Directors are responsible for the preparation of the financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report if, in our opinion, the Directors' report is not consistent with the financial statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding Directors' remuneration and transactions with the Company is not disclosed.

We read the Directors' report for the above year and consider the implications for our report if we become aware of any apparent misstatements.

Basis of audit opinion

We conducted our audit in accordance with United Kingdom auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the financial statements and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion, we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion the financial statements give a true and fair view of the state of the Company's affairs as at 31 December 2004 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Date: 13th June 2005

Deloitte & Touche LLP

Chartered Accountants and Registered Auditors

Deliate la Porche ces

London

Profit and loss account For the year ended 31 December 2004

	Notes	2004 £000	2003 £000
Interest receivable	2	165,198	158,066
Interest payable	3	(126,807)	(114,367)
Net interest income		38,391	43,699
Dividends received	4	325	-
Fees and commissions receivable Fees and commissions payable		2,733 (7,396)	2,973 (7,214)
Total operating income		34,053	39,458
Administrative expenses	5	(15,467)	(26,047)
Goodwill amortisation	10	(7,747)	(5,293)
OPERATING PROFIT AND PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		10,839	8,118
Loss on sale of fixed assets		(184)	(3)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		10,655	8,115
Tax charge on profit on ordinary activities	6	(5,546)	(3,742)
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION		5,109	4,373
Profit and loss account brought forward		40,135	35,762
Profit and loss account carried forward		45,244	40,135

There are no recognised gains or losses in either the current or previous financial years other than the profit for the financial year and therefore no statement of total recognised gains and losses is required.

There is no difference between the profit on ordinary activities before taxation and the retained profit for the year stated above and their historical cost equivalents.

All transactions are derived from continuing operations.

Balance sheet As at 31 December 2004

	Notes	2004 £000	2003 £000
ASSETS:		2000	2000
Cash at bank		11,401	7,152
Loans and advances:	-	0.700.007	0.000.447
-to banks -to other customers	7 8	3,723,887 2,029	3,638,117 2,312
Investments in subsidiary undertakings	9	4,002	4,002
Intangible fixed assets	10	90,079	97,826
Tangible fixed assets	11	1,109	1,759
Prepayments and accrued income		112	923
Other Assets TOTAL ASSETS	12	286 3,832,905	1,203 3,753,294
LIABILITIES:			
Deposits by banks Customers accounts	13 14	43,312 3,613,199	24,322 3,531,965
Other Liabilities	15	17,612	41,035
Accruals and deferred income		5,267	4,957
Provisions for liabilities and charges	16	5,321	7,930
TOTAL LIABILITIES		3,684,711	3,610,209
NET ASSETS		148,194	143,085
CAPITAL AND RESERVES			
Called up share capital Share premium accounts	17 18	100,000 2,950	100,000 2,950
Profit and loss account		45,244	40,135
EQUITY SHAREHOLDERS' FUNDS	19	148,194	143,085
MEMORANDUM ITEMS:			
Contingent liabilities:		_	
Guarantees	20	440	482

The financial statements on pages 4 to 15 were approved by the Board of Directors on 13th June 2005.

Signed on behalf of the Board of Directors

Director

D. CHECK

Notes to the financial statements for the year ended 31 December 2004

1. ACCOUNTING POLICIES

Basis of accounting

The financial statements have been prepared under the historical cost convention. They are drawn up in accordance with the special provisions of Part VII of Companies Act 1985 relating to banking companies, applicable United Kingdom law and accounting standards, and the Statements of Recommended Accounting Practice issued by the British Bankers' Association and the Irish Bankers' Federation.

Investment income

Income and gains from listed investments and from investments in subsidiary undertakings are recognised on a receivable basis. All other investment income is recognised as it accrues.

Investment in subsidiary undertakings

Investments in subsidiary undertakings is stated at cost less any provision for impairment.

Goodwill

Goodwill was purchased on acquisition of the business of CA Premier Banking Limited in 2002 and is being amortised over 20 years. Goodwill is subject to review for impairment in accordance with FRS 11. The carrying value of goodwill is written down by the amount of any impairment, and the loss is recognised in the profit and loss account in the period in which this occurs. Should an external event reverse the effects of the previous impairment, the carrying value of the goodwill may be written up to a value no higher than the original depreciated cost.

Fixed asset investments

- (a) Listed investments are shown at cost less provision for any impairment in value.
- (b) Unlisted investments are shown at the lower of Directors' valuation and cost less amounts written off.

Tangible fixed assets

Tangible fixed assets are stated at cost less any provision for impairment in value. Tangible fixed assets are depreciated on a straight line basis over their estimated useful lives. The following annual rates are applied:

Leasehold improvements Equipment, furniture and fittings 10% per annum, or life of lease if shorter 12.5% to 20% per annum

Taxation

United Kingdom current taxation is provided at amounts expected to be paid using taxation rates and laws that have been enacted or substantively enacted at the balance sheet date.

Deferred tax is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that result in an obligation to pay more tax in the future or a right to pay less tax in the future have occurred at the balance sheet date. Timing differences are differences between the Company's taxable profits and its results as stated in the financial statements that arise from the inclusion of gains and losses in tax assessments in periods different from those in which they are recognised in the financial statements.

A net deferred tax asset is regarded as recoverable and therefore recognised only to the extent that, on the basis of all available evidence, it can be regarded as more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

Taxation (continued)

Deferred tax is measured at the average tax rates that are expected to apply in the periods in which the timing differences are expected to reverse, based on tax rates and laws that have been enacted or substantively enacted by the balance sheet date. Deferred tax is measured on a non-dicounted basis.

Cash flow statement

The Company is a wholly owned subsidiary of Abbey National plc, a company registered in England and Wales. Accordingly, the Company has taken advantage of the exemption in paragraph 5(a) of Financial Reporting Standard 1 (Revised), Cash Flow Statements and not published its own cash flow statement.

Provisions

Specific provision is made against an advance when it is considered that recovery of the debt is doubtful. The specific provisions are deducted from advances as stated in the balance sheet. Provisions made during the year, less amounts released and recoveries of amounts previously written off, are charged to the profit and loss account.

Interest receivable and payable

Interest receivable and payable is recognised in the Profit and Loss Account.

Loans and advances

Loans and advances comprise overdrafts to customers who have a customer account. The overdraft is only granted after a credit assessment and after considering the status of the applicant, the magnitude of the overdraft and the requested duration. Overdrafts are assessed on a monthly basis and stated at their recoverable amount.

Foreign currency translation

Monetary foreign currency assets and liabilities are translated at the rates of exchange ruling at the balance sheet date. Transactions are translated at the exchange rate ruling at the date of the transaction and all exchange differences are taken to the profit and loss account.

Leases

Rentals paid under operating leases are charged to income on a straight line basis over the period of the lease.

Consolidation

The Company is a wholly owned subsidiary of Abbey National plc, a company registered in England and Wales. Accordingly, the Company has taken advantage of the exemption in paragraph 21(b) of Financial Reporting Standard 2, Accounting for Subsidiary Undertakings and not prepared consolidated accounts

Notes to the financial statements for the year ended 31 December 2004

2.	Interest receivable		
		2004	2003
		£000	£000
	Bank Interest	164,753	156,488
	Customer Interest		
	Customer interest	445	1,578
		165,198	158,066
3.	Interest payable		
٥.	interest payable	0004	2000
		2004	2003
		£000	000£
	Interest payable to customers	126,807	114,367
	Dividends received		
4.	Dividends received	2004	0000
		2004	2003
		£000	£000
	Dividend income from group companies	325	
_			
5.	Administrative expenses		
		2004	2003
		£000	£000
	Staff costs:		
	Wages and salaries	4,766	6,958
	Social security costs	308	512
	Other pension costs	682	1,311
	Auditors' remuneration - audit fees	159	121
	Operating lease rents of land and buildings	96 8	4,477
	Depreciation of owned fixed assets	419	530
	Other administrative costs	8,165	12,138
		15,467	26,047
			
	Abbey National plc is the employer of all staff working for the		
		2004	2003
		No.	No.
	Administrative staff	200	239
	Sales and marketing staff	14	13
	As a construction of amounts are all the state of		
	Average number of employees during the year,		
	including executive directors	214	252
	Directors' remuneration	2004	2003
	Emoluments:	£000	£000
	Salaries	235	124
	Benefits	64	2
	Performance related bonuses	76	38
	r enormance related politises		
		375	164

The above includes the remuneration of R. Dunn, and M. Evans while a Director of the Company. The other Directors are remunerated by other Group Companies. No cost has been incurred by Cater Allen Limited and it is not considered feasible to apportion their remuneration for their time spent on this Company.

Notes to the financial statements for the year ended 31 December 2004

5. Administrative expenses (continued)

	Number of Directors, whose emoluments are disclosed above eligible for membership of a defined benefit pension scheme at end of the year:	, 1	2
			=
	The emoluments of the highest paid Director were as follows:		
		2004	2003
		£	£
	Salary	129,024	105,724
	Benefits	64,061_	2,023
		193,085	107,747
	Bonuses	68,390	5,924
		261,475	113,671
6.	Tax charge on profit on ordinary activities		
٥.	Tax charge on profit on ordinary activities	2004	2003
		£000	£000
	UK Corporation Tax at 30% - current year	-	1,874
	Adjustment in respect of prior periods	149	(281)
	Group relief payable	5,242	1,874
	Current tax	5,391	3,467
	Deferred tax:	0,001	0,401
	Current year	132	223
	Prior year	23	52
	Total tax charge	5,546	3,742
	· ·		
	Group relief creditor	5,242	5,232
	Deferred tax liability carried forward	139	(16)
	The tax assessed for the period is lower than that resulting fro		d rate of
	corporation tax in the United Kingdom. The differences are ex	plained below:	
		2004	2003
		£000	£000
	Profit on ordinary activities before tax	10,655	8,118
	Tax at 30% (2003: 30%)	3,197	2,435
	Effects of:	,	,
	Goodwill Amortisation	2,324	1,528
	Expenses not deductible for UK tax	5	8
	Non-taxable UK dividend income	(98)	-
	Prior period adjustments	149	(281)
	Capital allowances in excess of depreciation	(140)	(219)
	Other short term timing differences	(46)	(4)
	Current tax charge for the period	5,391	3,467
7.	Loans and advances to banks	2004	2003
• •		£	3
	Repayable on demand	44,887	61,117
	Up to three months	3,679,000	3,577,000
		3,723,887	3,638,117

Notes to the financial statements for the year ended 31 December 2004

8.	Loans and advances to customers	2004	2003
		£000	£000
	On demand	1,490	1,639
	Up to three months	725	805
	Provision for doubtful debts	(186)	(132)
		2,029	2,312
9.	Investments in subsidiary undertakings		
	•	2004	2003
		£000	£000
	Investments in subsidiary companies consist of:		
	Shares at cost	4,002	4,002
	Total	4,002	4,002

The Company is the owner of the issued share capital of the following Subsidiaries, all of which are wholly owned and are incorporated in Great Britain and registered and operated in England and Wales. The accounting reference date of all the Subsidiaries coincides with that of the Company.

Company:	Nature of Business
CA Premier Banking Limited Ryders Discount Company Limited Roger Cuncliffe Investments Limited Cater Allen Investement Management Limited Cater Allen Nominess Limited	Dormant Dormant Dormant Dormant Nominee

Consolidated accounts have not been prepared as the Company itself is a wholly owned subsidiary of another Company registered in England and Wales. In the opinion of the Directors, the aggregate value of investments in subsidiary undertakings is not less than the amount at which they are stated in the accounts.

10. Intangible Fixed Assets

	Goodwill £000
Cost: At 1 January 2003 and 31 December 2004	105,875
Amortisation:	
At 1 January 2004	8,049
Charge for the year	7,747
At 31December 2004	15,796
Net book value:	
At 31 December 2003	97,826
At 31 December 2004	90,079

Notes to the financial statements for the year ended 31 December 2004

11. Tangible Fixed Assets

		Leasehold Improvements £000	Equipment, furniture & fittings £000	Total £000
	Cost:			
	At 1 January 2004	1,510	4,833	6,343
	Disposals and write offs	(1,510)	(1,823)	(3,333)
	At 31 December 2004		3,010	3,010
	Depreciation:			
	At 1 January 2004	1,507	3,077	4,584
	Charge for the year	-	419	419
	Disposals and write offs	(1,507)	(1,595)	(3,102)
	At 31 December 2004	<u> </u>	1,901	1,901
	Net book value:			
	At 31 December 2003	3	1,756	1,759
	At 31 December 2004		1,109	1,109
12.	Other Assets			
			2004	2003
			£000	£000
	Amounts owed by group companies		-	413
	Taxation recoverable		•	610
	Deferred tax		-	16
	Other assets		286	164_
			286_	1,203
13.	Deposits by Banks		2004	2003
			£000	£000
	On demand		43,312	6,822
	Up to three months			17,500
			43,312	24,322
14.	Other Customer Accounts		2004	2003
			£000	£000
	On demand		2,786,765	2,780,296
	Up to three months		782,497	716,614
	One year or less but over 3 months		43,937	35,055
			3,613,199	3,531,965

Notes to the financial statements for the year ended 31 December 2004

Accounts payable 721 835 Amounts owed to subsidiary companies 4,002 4,448 Amounts owed to group companies 881 23,300 Corporation tax payable 5 - 2,882 Group taxation relief creditor 5,242 5,232 Deferred tax 139 - 2 Commission payable 1,066 989 Interest payable 438 - 5 Customer Deposits Unapplied 3,238 1,452 Other taxation payable 1,861 1,539 Other 24 358 Other 24 358 Other 24 358 Other 24 358 Deferred Tax The provision for deferred taxation is made up as follows: Excess of capital allowance over depreciation 195 86 Provisions and short-term timing differences (56) (102) Deferred tax asset 155 275 Amounts provided: At beginning of year (16) (291) Movement for the year 1555 275 I 139 (16) 16. Provision for liabilities and charges Redundancy Premises Other Total Amounts provided: At January 2003 2,350 5,100 480 7,930 Charge to profit and loss account account during the year (1,748) (618) (243) (2,609) At 1 January 2003 (2,609) At 31 December 2004 (608) (2,609)				2004 £000		2003 £000
Amounts owed to subsidiary companies		Accounts navable				
Amounts owed to group companies 881 23,300 Corporation tax payable - 2,882 Group taxation relief creditor 5,242 5,232 Deferred tax 139 - Commission payable 1,066 989 Interest payable interest pa						
Corporation tax payable						•
Group taxation relief creditor 5,242 5,232 Deferred tax 139 - Commission payable 1,066 989 Interest payable 438 - Customer Deposits Unapplied 3,238 1,452 Other taxation payable 1,861 1,539 Other 24 358 Total 41,035 41,035 Deferred Tax The provision for deferred taxation is made up as follows: 2004 2003 Excess of capital allowance over depreciation 195 86 Provisions and short-term timing differences (56) (102) Deferred tax asset 139 (16) Amounts provided: (16) (291) Amounts provided: 204 203 At beginning of year (16) (291) Movement for the year 155 275 139 (16) 16. Provision for liabilities and charges 2004 2003 Redundancy Premises Other Total Amounts provided:		<u> </u>		-		
Deferred tax		· ·		5.242		
Commission payable 1,066 989 Interest payable 438 - Customer Deposits Unapplied 3,238 1,452 Customer Deposits Unapplied 3,238 1,452 Customer Deposits Unapplied 1,881 1,539 Cither taxation payable 24 358 17,612 41,035				•		-
Interest payable		Commission payable				989
Customer Deposits Unapplied Other taxation payable Other taxation payable Other 1,861 (1,539) (1,632) (1,632) (1,632) Other Available Other Other Other State Other Indicates the provision for deferred taxation is made up as follows: 24 (1,035) (1,035) (1,035) (1,035) (1,035) (1,035) Deferred Tax The provision for deferred taxation is made up as follows: 2004 (2003) (2000)		· ·		· ·		-
Other 24 17,612 358 41,035 Deferred Tax The provision for deferred taxation is made up as follows: 2004 £000 £000 Excess of capital allowance over depreciation 195 86 Provisions and short-term timing differences (56) (102) Deferred tax asset 139 (16) Amounts provided: 4 beginning of year (16) (291) Movement for the year 155 275 139 (16) (291) Movement for liabilities and charges 2004 £000 £000 2003 £000 Cher provisions 5,321 7,930 Redundancy £000 £000 £000 £000 £000 £000 Amounts provided: £000 £000 £000 £000 At 1 January 2003 2,350 5,100 480 7,930 Charge to profit and loss account account during the year (1,748) (618) (243) (243) (2,809)				3,238		1,452
17,612		Other taxation payable		1,861		1,539
Deferred Tax		Other		24		358
The provision for deferred taxation is made up as follows: 2004			•	17,612	-	41,035
Excess of capital allowance over depreciation 195 86 Provisions and short-term timing differences (56) (102) Deferred tax asset 139 (16) Amounts provided:		Deferred Tax				
Excess of capital allowance over depreciation Provisions and short-term timing differences Deferred tax asset 195 (56) (102)		The provision for deferred taxation is made up a	s follows:			
Excess of capital allowance over depreciation Provisions and short-term timing differences Deferred tax asset				2004		2003
Provisions and short-term timing differences Deferred tax asset (56) 139 (102) (16) Amounts provided: At beginning of year Movement for the year (16) (291) (291) (15) (291) (15) (15) (15) (15) (15) (15) (16) 16. Provision for liabilities and charges 2004 (16) (200) (16) (200) (16) (200) (16) (200) (16) (200) (£000		£000
Deferred tax asset 139 (16) Amounts provided: (16) (291) At beginning of year (16) (291) Movement for the year 155 275 139 (16) 16. Provision for liabilities and charges 2004 2003 E000 £000 £000 Cher provisions 5,321 7,930 Amounts provided: £000 £000 £000 At 1 January 2003 2,350 5,100 480 7,930 Charge to profit and loss account account during the year (1,748) (618) (243) (2,609)						
Amounts provided: At beginning of year Movement for the year 155 275 139 16. Provision for liabilities and charges 2004 2003 2000 2000 2000 2000 2000 200		_			_	
At beginning of year (16) (291) Movement for the year 155 275 139 (16) 16. Provision for liabilities and charges 2004 2003 £000 £000 £000 £000 £000 £000 Amounts provided: £000 £000 £000 £000 At 1 January 2003 2,350 5,100 480 7,930 Charge to profit and loss account account during the year (1,748) (618) (243) (2,609)		Deferred tax asset	:	139	=	(16)
Movement for the year						
139 (16) 16. Provision for liabilities and charges 2004 2003 £000 £000 £000 5,321 7,930						
16. Provision for liabilities and charges 2004 £000 2003 £000 £000 5,321 7,930 Amounts provided: Redundancy £000 Premises £000 Other £000 Total £000 At 1 January 2003 2,350 5,100 480 7,930 Charge to profit and loss account account during the year (1,748) (618) (243) (2,609)		Movement for the year			-	
Other provisions Redundancy £000 Premises £000 Other £000 Total £000 Amounts provided: £000 £000 £000 £000 £000 At 1 January 2003 2,350 5,100 480 7,930 Charge to profit and loss account account during the year (1,748) (618) (243) (2,609)			:	139	=	(16)
Other provisions £000 5,321 £000 7,930 Amounts provided: Redundancy £000 Premises £000 Other £000 £000 At 1 January 2003 2,350 5,100 480 7,930 Charge to profit and loss account account during the year (1,748) (618) (243) (2,609)	16.	Provision for liabilities and charges				
Other provisions 5,321 7,930 Amounts provided: Redundancy £000 Premises £000 Other £000 Total £000 At 1 January 2003 2,350 5,100 480 7,930 Charge to profit and loss account account during the year (1,748) (618) (243) (2,609)						
Amounts provided: Redundancy £000 £000 £000 £000 £000 £000 £000 £00		•				
Amounts provided: £000 £000 £000 £000 At 1 January 2003 2,350 5,100 480 7,930 Charge to profit and loss account account during the year (1,748) (618) (243) (2,609)		Other provisions	:	5,321	=	7,930
At 1 January 2003 2,350 5,100 480 7,930 Charge to profit and loss account account during the year (1,748) (618) (243) (2,609)			Redundancy	Premises	Other	Total
Charge to profit and loss account account during the year (1,748) (618) (243) (2,609)		Amounts provided:	£000	£000	£000	£000
account during the year (1,748) (618) (243) (2,609)		At 1 January 2003	2,350	5,100	480	7,930
		- •				
At 31 December 2004 602 4,482 237 5,321		account during the year	(1,748)	(618)	(243)	(2,609)
		At 31 December 2004	602	4,482	237	5,321

The premises' provision has been made to cover all future costs of the premises which it is estimated will not be recovered by sub-letting. Other provisions include unfunded pension commitments and other estimates for liabilities not yet finalised.

Notes to the financial statements for the year ended 31 December 2004

17. Called up share capital

	2004	2003
	£000	£000
Authorised:		
250,000 unclassified shares of £1 each	250	250
100,000,000 ordinary shares of £1 each	100,000	100,000
100 preference shares of £1 each	<u>-</u>	
	100,250	100,250
Called up, allotted and fully paid:		-
100,000,000 ordinary shares of £1 each	100,000	100,000
100 preference shares of £1 each	-	-
	100,000	100,000

100 preference shares of £1 each have been issued which carry no voting rights; on winding up, shareholders are entitled to repayment at par and rank ahead of holders of ordinary shares.

18. Share premium account

		2004 £000	2003 £000
	Arising on the issue of preference shares	2,950	2,950
19.	Reconciliation of movements in shareholders' funds		
		2004	2003
		£000	£000
	Retained profit for the financial year	5,109	4,373
	Opening shareholders' funds	143,085	138,712
	Closing shareholders' funds	148,194	143,085

20. Commitments and contigent liabilities

Commitments which could give rise to credit risks are shown below but the amounts are intended to provide an indication of the volume of business transacted and not of the underlying risks:

	2004 £000	2003 £000
Guarantees provided on behalf of the customers are fully secured.	440	482
At 31 December, 2004 the company had commitments under as set out below:	non-cancellable operating	g lease
as sol out solon.	2004	2003
	£000	£000
Operating lease rent payable:		
Within one year	748	1,003
In second to fifth years inclusive	2,992	2,992
Over five years	2,992	3,740
	6,732	7,735

Notes to the financial statements for the year ended 31 December 2004

21. Financial instruments

Interest rate risk

All assets and liabilities are non-trading.

	Not more than 3 months £000	3 to 12 months £000	Non- interest bearing acccounts £000	Total £000
Asset				
Bank balances	11,401	-	-	11,401
Loans and advances to banks	3,723,887	-	-	3,723,887
Loans and advances to others	2,029	-	-	2,029
Other		<u>-</u>	95,588	95,588
Total Assets	3,737,317		95,588	3,832,905
Liabilities Deposits and customer accounts Other	3,612,574	43,937	-	3,656,511
Shareholders' funds	-	-	28,200	28,200
Total liabilities	3,612,574	43,937	148,194 176,394	148,194 3,832,905
Interest rate repricing gap 2004 cumulative gap	124,743 -	(43,937) 80,806	(80,806) -	

Positive gaps are asset sensitive and, all other things being equal, would indicate a benefit if interest rates increased.

The fair value of the Company's financial assets and liabilities materially equates to their book value.

Foreign exchange risk

The aggregate amounts of assets and liabilities denominated in foreign curriences were as follows:

	2004 £000	2003 £000
Assets - Euro Assets - US Dollar Assets - Other Non Sterling Liabilities - Euro Liabilities - US Dollar Liabilities - Other Non Sterling	14,924 11,039 - (14,784) (10,981) -	18,705 8,429 92 (19,178) (8,723) (82)
Net foreign currency (liabilities)/assets	198	(757)

Notes to the financial statements for the year ended 31 December 2004

22. Retirement benefits

All assets and liabilities of the Cater Allen Pension and Life Assurance Scheme are held in the Abbey National Group Pension Scheme, details of which can be found in the financial statements of Abbey National plc.

23. Related party disclosures

Directors and members of their close families have undertaken the following transactions with the Company:

	No. of Directors	Amounts in repect of Directors and their close family members £000
Secured loans (Note below), unsecured loans and overdraft	s	
Balances outstanding at 31 December 2003 Net movement during the year Balances outstanding at 31 December 2004	1 (1)	13 (13)
Deposit and bank accounts		
Balances outstanding at 31 December 2003 Net movement during the year Balances outstanding at 31 December 2004	2 (1) 1	32 1 33

Note: Security is term life assurance policy

The Company has taken advantage of the exemption covered by paragraph 3 (c) of FRS 8 'Related Party Disclosures' not to disclose transactions with entities that are part of the Abbey National Group.

24. Parent Undertaking and Controlling Party

The Company's immediate parent is Abbey National plc.

Up to 12 November 2004, the ultimate parent undertaking and controlling party was Abbey National plc a company incorporated in the UK. From this date, the company's ultimate parent undertaking and controlling party is Banco Santander Central Hispano, S.A., a company incorporated in Spain. Banco Santander Central Hispano, S.A., is the parent undertaking of the largest for which group financial statements are drawn up and of which the Company is a member. Abbey National plc is the parent undertaking of the smallest group of undertakings for which group financial statements are drawn up and of which the Company is a member.

Copies of all sets of group financial statements, which include the results of the Company, are available from Abbey Secretariat, Abbey National House, 2 Triton Square, London, NW1 3AN.