



Companies House
— for the record —

AR01 (ef)

Annual Return



XINQJQXY

Received for filing in Electronic Format on the: 19/01/2011

Company Name: **COLLATERALISED MORTGAGE SECURITIES (NO 5) PLC**

Company Number: **02042458**

Date of this return: **12/01/2011**

SIC codes: **6522**

Company Type: **Public limited company**

Situation of Registered Office: **ST CATHERINE'S COURT
HERBERT ROAD
SOLIHULL
WEST MIDLANDS
B91 3QE**

Single Alternative Inspection Location (SAIL)

The address for an alternative location to the company's registered office for the inspection of registers is:

TANGENT COURT HIGHLANDS ROAD
SHIRLEY
SOLIHULL
WEST MIDLANDS
UNITED KINGDOM
B90 4PD

The following records have moved to the single alternative inspection location:

Register of members (section 114)
Register of directors (section 162)
Register of secretaries (section 275)
Records of resolutions and meetings (section 358)

Officers of the company

Company Secretary 1

Type: **Person**
Full forename(s): **MR JOHN GRIGOR**

Surname: **GEMMELL**

Former names:

Service Address recorded as Company's registered office

Company Director 1

Type: **Person**
Full forename(s): **MR JOHN GRIGOR**

Surname: **GEMMELL**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **22/02/1954** Nationality: **BRITISH**

Occupation: **GROUP COMPANY SECRETARY**

Company Director 2

Type: **Person**
Full forename(s): **MR NICHOLAS**

Surname: **KEEN**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **13/01/1958** Nationality: **BRITISH**

Occupation: **DIRECTOR**

Company Director **3**

Type: **Person**

Full forename(s): **MR RICHARD DOMINIC**

Surname: **SHELTON**

Former names:

Service Address recorded as Company's registered office

Country/State Usually Resident: **UNITED KINGDOM**

Date of Birth: **20/09/1958**

Nationality: **BRITISH**

Occupation: **SOLICITOR**

Statement of Capital (Share Capital)

Class of shares	ORDINARY	<i>Number allotted</i>	7000000
		<i>Aggregate nominal value</i>	7000000
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

VOTING RIGHTS - THE ORDINARY SHARES CARRY THE RIGHT TO RECEIVE NOTICE, TO ATTEND OR TO VOTE AT ANY GENERAL MEETING OF THE COMPANY. ON A SHOW OF HANDS EACH MEMBER SHALL HAVE ONE VOTE AND ON A POLL EACH MEMBER SHALL HAVE ONE VOTE PER SHARE HELD. DIVIDEND RIGHTS - EACH ORDINARY SHARE RANKS EQUALLY WITH THE SPECIAL SHAREHOLDER FOR ANY DIVIDEND DECLARED. DISTRIBUTION RIGHTS ON A WINDING UP - EACH ORDINARY SHARE RANKS EQUALLY FOR ANY DISTRIBUTION MADE ON A WINDING UP. SUBJECT TO THE REPAYMENT OF THE CAPITAL PAID UP ON THE SPECIAL SHARE WHICH TAKES PRIORITY TO ANY REPAYMENT OF CAPITAL TO ANY OTHER MEMBER. REDEEMABLE SHARES - THE SHARES MAY BE REDEEMABLE AT THE OPTION OF THE COMPANY OR SHAREHOLDER.

Class of shares	SPECIAL	<i>Number allotted</i>	1
		<i>Aggregate nominal value</i>	1
<i>Currency</i>	GBP	<i>Amount paid per share</i>	1
		<i>Amount unpaid per share</i>	0

Prescribed particulars

VOTING RIGHTS - THE SPECIAL SHAREHOLDER SHALL NOT BE ENTITLED TO RECEIVE NOTICE OF OR ATTEND OR SPEAK AT ANY GENERAL MEETING OF THE COMPANY. EXCEPT AFTER THE OCCURRENCE OF A TRIGGER EVENT WHEN THE SPECIAL SHAREHOLDER SHALL BE ENTITLED TO RECEIVE NOTICE OF AND ATTEND ANY GENERAL MEETING OF THE COMPANY BUT SHALL ONLY BE ENTITLED TO VOTE ON ANY RESOLUTION TO AMEND THE MEMORANDUM AND ARTICLES OR TO WIND UP THE COMPANY. ON ANY SUCH RESOLUTION THE SPECIAL SHAREHOLDER SHALL BE ENTITLED TO DEMAND A POLL AND ON A POLL SHALL HAVE SUCH NUMBER OF VOTES AS SHALL EXCEED BY ONE VOTE THE NUMBER OF VOTES TO WHICH THE HOLDERS OF ALL OF THE OTHER SHARES IN THE COMPANY ARE ENTITLED. DIVIDEND RIGHTS - THE SPECIAL SHAREHOLDER SHALL HAVE IDENTICAL DIVIDEND RIGHTS AS ANY OTHER MEMBER IN THE CAPITAL OF THE COMPANY. DISTRIBUTION RIGHTS ON A WINDING UP - THE SPECIAL SHAREHOLDER SHALL BE ENTITLED TO REPAYMENT OF THE CAPITAL PAID UP ON THE SPECIAL SHARE IN PRIORITY TO ANY REPAYMENT OF CAPITAL TO ANY OTHER MEMBER. THE SPECIAL SHARE SHALL CONFER NO OTHER RIGHT TO PARTICIPATE IN THE CAPITAL OF THE COMPANY. REDEEMABLE SHARES - THE SPECIAL SHARE MAY BE REDEEMABLE AT THE OPTION OF THE COMPANY. ADDITIONAL RIGHTS - THE SPECIAL SHAREHOLDER SHALL HAVE THE RIGHT TO APPOINT ANY PERSON OR PERSONS AS DIRECTORS OF THE COMPANY UP TO SUCH NUMBER OF APPOINTEES AS WOULD ALLOW SUCH DIRECTORS APPOINTED BY THE SPECIAL SHAREHOLDER TO BE A MAJORITY OF DIRECTORS OF THE COMPANY. SUCH RIGHT IS ONLY EXERCISABLE AFTER THE OCCURRENCE OF A TRIGGER EVENT.

Statement of Capital (Totals)

<i>Currency</i>	GBP	<i>Total number of shares</i>	7000001
		<i>Total aggregate nominal value</i>	7000001

Full Details of Shareholders

The details below relate to individuals / corporate bodies that were shareholders as at 12/01/2011 or that had ceased to be shareholders since the made up date of the previous Annual Return

A full list of shareholders for a private or non-traded public company are shown below

Shareholding 1 : **1 SPECIAL shares held as at 2011-01-12**
Name: **RESIDENTIAL LOAN FINANCE LTD**

Shareholding 2 : **1 ORDINARY shares held as at 2011-01-12**
Name: **RICHARD DOMINIC SHELTON**

Shareholding 3 : **49999 ORDINARY shares held as at 2011-01-12**
Name: **RESIDENTIAL LOAN FINANCE LTD**

Shareholding 4 : **6950000 ORDINARY shares held as at 2011-01-12**
Name: **THE PARAGON GROUP OF COMPANIES PLC**

Authorisation

Authenticated

This form was authorised by one of the following:

Director, Secretary, Person Authorised, Charity Commission Receiver and Manager, CIC Manager, Judicial Factor.