

In accordance with  
Section 854 of the  
Companies Act 2006

AR01

## Annual Return

(For returns made up to a date on or after 1 October 2011)



Companies House

A fee is payable with this form  
Please see 'How to pay' on the  
last page

You can use the WebFiling  
Please go to [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

☒ **What this form is for**  
You may use this form to confirm  
that the company information is  
correct as at the date of this return  
You must file an Annual Return at  
least once every year

☐ **What this form is NOT for**  
You cannot use this form to  
give notice of changes to the  
company's officers, registered office or  
company type or information  
relating to the company's  
accounts

TUESDAY



\*D12MY6XU\*

DSR 14/02/2012 #5

COMPANIES HOUSE

\*D125GV4R\*

DSR 07/02/2012 #20

COMPANIES HOUSE

## Part 1

## Company details

The section must be completed by all companies.

→ **Filling in this form**  
Please complete in typescript or in  
bold black capitals.

All fields are mandatory unless  
specified or indicated by \*

## A1 Company details

Company number 0 2 1 9 0 4 2 7

Company name in full Northern Rock Holdings (No 2) Limited

## ① Company name change

If your company has recently  
changed its name, please provide  
the company name as at the date of  
this return

## A2 Return date

Please give the annual return made up date. The return date must not be a future  
date. The annual return must be delivered within 28 days of the date given below.

If you would like the company's made up date to be earlier than 1 October 2011,  
please complete the AR01 appropriate for earlier made up dates

Date of this return ② d 1 0 m 0 1 y 2 0 y 1 2

## ② Date of this return

Your company's return date  
is usually the anniversary of  
incorporation or the anniversary  
of the last annual return filed at  
Companies House. You may choose  
an earlier return date but it must not  
be a later date.

## A3 Principal business activity

Please show the trade classification code number(s) for the principal  
activity or activities. ③

Classification code 1 6 4 9 9 9

Classification code 2

Classification code 3

Classification code 4

If you cannot determine a code, please give a brief description of your  
business activity below

Principal activity  
description

## ③ Principal business activity

You must provide a trade  
classification code (SIC code 2007)  
or a description of your company's  
main business in this section

A full list of the trade classification  
codes are available on our website  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

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Company type<sup>①</sup>

Please confirm your company type by ticking the appropriate box below (only one box must be ticked)

- ☐ Public limited company  
☒ Private company limited by shares  
☐ Private company limited by guarantee  
☐ Private company limited by shares exempt under section 60  
☐ Private company limited by guarantee exempt under section 60  
☐ Private unlimited company with share capital  
☐ Private unlimited company without share capital

## ① Company type

If you are unsure of your company type, please check your latest certificate of incorporation or our website  
[www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

A5

Registered office address<sup>②</sup>

Building name/number 4th Floor Bamburgh, Legal Services Department

Street Northern Rock House

Gosforth

Post town Newcastle upon Tyne

County/Region Tyne and Wear

Postcode N E 3 4 P L

## ② Change of registered office

This must agree with the address that is held on the Companies House record at the date of this return

If the registered office address has changed, you should complete form AD01 and submit it together with this annual return

A6

Single alternative inspection location (SAIL) of the company records (if applicable)<sup>③</sup>

Building name/number

Street

Post town

County/Region

Postcode

## ③ SAIL address

This must agree with the address that is held on the Companies House record at the date of this return

If the address has changed, you should complete form AD02 and submit it together with this annual return

A7

Location of company records<sup>④</sup>

Please tick the appropriate box to indicate which records are kept at the SAIL address in Section A6

- ☐ Register of members  
☐ Register of directors  
☐ Directors' service contracts  
☐ Directors' indemnities  
☐ Register of secretaries.  
☐ Records of resolutions etc.  
☐ Contracts relating to purchase of own shares  
☐ Documents relating to redemption or purchase of own share out of capital by private company  
☐ Register of debenture holders.  
☐ Report to members of outcome of investigation by public company into interests in its shares  
☐ Register of interests in shares disclosed to public company  
☐ Instruments creating charges and register of charges England and Wales or Northern Ireland  
☐ Instruments creating charges and register of charges Scotland

## ④ Location of company records

If the company records are held at the registered office address, do not tick any of the boxes in this section

Certain records must be kept by every company while other records are only kept by certain company types where appropriate

If the records are not kept at the SAIL address, they must be available at the registered office

If any of the company records have moved from the registered office to the address in Section A6 since the last annual return, you must complete form AD03 and submit it together with this annual return

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**Part 2****Officers of the company**

This section should include details of the company at the date to which this annual return is made up

- For a **secretary** who is an individual, go to **Section B1**
- For a **corporate secretary**, go to **Section C1**
- For a **director** who is an individual, go to **Section D1**
- For a **corporate director**, go to **Section E1**

**Continuation pages**

Please use a continuation page if you need to enter more officer details

**Secretary****B1****Secretary's details <sup>①</sup>**

Please use this section to list all the secretaries of the company  
For a corporate secretary, complete Section C1-C4

Title*	Ms
Full forename(s)	Julie
Surname	Shipley
Former name(s) <sup>②</sup>	

**① Secretary appointments**

You may not use this form to appoint a secretary. To do this, please complete form AP03 and submit it together with this annual return

**Corporate details**

Please use Section C1-C4 to enter corporate secretary details

**Secretary details**

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH03

**② Former name(s)**

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes

**B2****Secretary's service address <sup>③</sup>**

Building name/number	The Company's Registered Office
Street	
Post town	
County/Region	
Postcode	
Country	

**③ Service address**

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address

This information will appear on the public record

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**Corporate secretary****C1 Corporate secretary's details <sup>①</sup>**

Please use this section to list all the corporate secretaries of the company

Corporate body/firm  
name

Building name/number

Street

Post town

County/Region

Postcode

Country

**① Corporate secretary appointments**

You cannot use this form to appoint a corporate secretary. To do this, please complete form AP04 and submit it together with this annual return.

**Corporate secretary details**

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH04.

This information will appear on the public record.

**C2 Location of the registry of the corporate body or firm**

Is the corporate secretary registered within the European Economic Area (EEA)?

→ Yes Complete **Section C3 only**→ No Complete **Section C4 only****C3 EEA companies <sup>②</sup>**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/  
firm is registered <sup>③</sup>

Registration number

**② EEA**

A full list of countries of the EEA can be found in our guidance [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

**C4 Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the  
corporate body  
or firm

Governing law

If applicable, where  
the company/firm is  
registered <sup>④</sup>If applicable, the  
registration number**④ Non-EEA**

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

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(For returns made up to a date on or **after 1 October 2011**)**Director****D1 Director's details <sup>①</sup>**

Please use this section to list all the directors of the company. For a corporate director, complete Section E1-E4.	
Title*	Mr
Full forename(s)	Paul, Martin
Surname	Hopkinson
Former name(s) <sup>②</sup>	
Country/State of residence	England
Nationality	British
Date of birth	<div>d</div> 1 <div>dmmyyyy </div>
Business occupation (if any)	Company Secretary

**① Director appointments**

You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

**Corporate details**

Please use Section E1-E4 to enter corporate director details.

**Director details**

All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

**② Former name(s)**

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

**D2 Director's service address <sup>③</sup>**

Building name/number	Bradford & Bingley
Street	Croft Road
	Crossflatts
Post town	Bingley
County/Region	West Yorkshire
Postcode	<div>B</div> <div>D</div> <div>1</div> <div>6</div> <div></div> <div>2</div> <div>U</div> <div>A</div>
Country	England

**③ Service address**

If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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## Annual Return

(For returns made up to a date on or after 1 October 2011)

## Director

<b>D1</b>	<b>Director's details <sup>①</sup></b>	
	Please use this section to list all the directors of the company <b>For a corporate director, complete Section E1-E4.</b>	
Title*	Mr	
Full forename(s)	Phillip, Alexander	
Surname	McLelland	
Former name(s) <sup>②</sup>		
Country/State of residence	England	
Nationality	British	
Date of birth	<div>d 0 8</div> <div>m 0 9</div> <div>y 1 9 6 6</div>	
Business occupation (if any)	Finance Director	

**① Director appointments**  
You cannot use this form to appoint a director. To do this, please complete form AP01 and submit it together with this annual return.

**Corporate details**  
Please use Section E1-E4 to enter corporate director details.

**Director details**  
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH01.

**② Former name(s)**  
Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes.

<b>D2</b>	<b>Director's service address <sup>①</sup></b>	
Building name/number	Bradford & Bingley	
Street	Croft Road	
	Crossflatts	
Post town	Bingley	
County/Region	West Yorkshire	
Postcode	<div>B D 1 6</div> <div>2 U A</div>	
Country	England	

**① Service address**  
If you have previously notified Companies House that the service address is at 'The Company's Registered Office', please state 'The Company's Registered Office' in the address.

This information will appear on the public record.

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**Corporate director****E1 Corporate director's details ①**

Please use this section to list all the corporate director's of the company

Corporate body/firm  
name

Building name/number

Street

Post town

County/Region

Postcode

Country

**① Corporate director appointments**  
You cannot use this form to appoint a corporate director. To do this, please complete form AP02 and submit it together with this annual return.

**Corporate director details**  
All details must agree with those previously notified to Companies House. If you have made changes since the last annual return and have not notified us, please complete form CH02.

This information will appear on the public record.

**E2 Location of the registry of the corporate body or firm**

Is the corporate director registered within the European Economic Area (EEA)?

→ Yes Complete **Section E3 only**→ No Complete **Section E4 only****E3 EEA companies ②**

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register.

Where the company/  
firm is registered ③

Registration number

**② EEA**

A full list of countries of the EEA can be found in our guidance [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**③** This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

**E4 Non-EEA companies**

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register.

Legal form of the  
corporate body  
or firm

Governing law

If applicable, where  
the company/firm is  
registered ④If applicable, the  
registration number**④ Non-EEA**

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register.

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**Part 3 Statement of capital<sup>1</sup>**

Does your company have share capital?

→ Yes Complete the sections below and the following Part 4

→ No Go to Part 5 (Signature).

<sup>1</sup> This should reflect the company's capital status at the made up date of this annual return**F1 Share capital in pound sterling (£)**

Please complete the table below to show each class of shares held in pound sterling

If all your issued capital is in sterling, only complete Section F1 and then go to Section F4

Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share <sup>2</sup>	Amount (if any) unpaid on each share <sup>2</sup>	Number of shares <sup>3</sup>	Aggregate nominal value <sup>4</sup>
Ordinary	£1 00	-	1	£ 1 00
				£
				£
				£
<b>Totals</b>			1	£ 1 00

**F2 Share capital in other currencies**

Please complete the table below to show any class of shares held in other currencies

Please complete a separate table for each currency

Currency				
Class of shares (E g Ordinary/Preference etc )	Amount paid up on each share ②	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
Totals				

Currency				
Class of shares (E g Ordinary/Preference etc)	Amount paid up on each share ②	Amount (if any) unpaid on each share ②	Number of shares ③	Aggregate nominal value ④
Totals				

**F3 Totals**

Please give the total number of shares and total aggregate nominal value of issued share capital.

Total number of shares

1

Total aggregate  
nominal value <sup>5</sup>

£1 00

<sup>5</sup> Total aggregate nominal value  
Please list total aggregate values in  
different currencies separately For  
example £100 + €100 + \$10 etc<sup>2</sup> Including both the nominal value and any  
share premium<sup>3</sup> Number of shares issued multiplied by  
nominal value of each shareContinuation Pages  
Please use a Statement of Capital continuation  
page if necessary<sup>4</sup> Total number of issued shares in this class.



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**F4**

**Statement of capital (Voting rights)**

Please give the prescribed particulars of rights attached to shares for each class of share shown in the statement of capital share tables in **Sections F1 and F2**.

Class of share

Ordinary

Voting rights

See attached sheet

Class of share

Voting rights

Class of share

Voting rights

Class of share

Voting rights

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**Part 4 Shareholders**

Does your company have share capital?

→ **Yes** go to **Section G1** 'Companies with share capital'→ **No** Go to **Part 5 (Signature)****G1 Companies with share capital**

Question 1

Were any of the company's shares admitted to trading on a market at any time during this return period? Please tick the appropriate box below <sup>①</sup>☒ **No** go to **Section G2** 'Past and present shareholders'☐ **Yes** go to **Question 2**

Question 2

Please only refer to Question 2 below if you have answered 'Yes' to Question 1. If you answered 'No', please go to Section G2 'Past and present shareholders'

Did the company, throughout the return period, have any shares admitted to trading on a relevant market and was it, throughout the return period, an issuer to which DTR5 applies? Please tick the appropriate box below <sup>②</sup>☐ **No** go to **Section G4** 'Shareholders who hold at least 5% of any class of shares of the company as at the made up date of the return'☐ **Yes** go to **Part 5 (Signature)**

<sup>①</sup> A market is one established under the rules of a UK recognised investment exchange or any other regulated markets in or outside of the UK, or any other market outside of the UK. The current UK recognized investment exchanges and regulated markets can be found at [www.fsa.gov.uk/register/exchanges.do](http://www.fsa.gov.uk/register/exchanges.do)

<sup>②</sup> DTR5 refers to the Vote Holder and Issuer Notification Rules contained in Chapter 5 of the Disclosure and Transparency Rules source book issued by the Financial Services Authority. Notification is required when the percentage acquisition of a shareholder in the company has reached a certain threshold (starting at 3%)

**G2 List of past and present shareholders <sup>①</sup>**

The company is required to provide a full list of past and present shareholders if one was not included with either of the last two returns. Please tick the appropriate box below

☐ There were no shareholder changes in this period. Go to **Part 5 (Signature)**☒ A full list of shareholders is enclosed☐ A list of shareholder changes is enclosed

How is the list of shareholders enclosed? Please tick the appropriate box below

☐ The list of shareholders is enclosed on paper. Go to **Section G3** 'List of past and present shareholders'☐ The list of shareholders is enclosed in another format. Go to **Part 5 (Signature)**

<sup>①</sup> This section only applies to companies answering 'No' in Section G1

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**G3****List of past and present shareholders<sup>①</sup>**

Changes during this period to shareholders' particulars or details of the amount of stock or shares transferred must be completed each year.

You must provide a 'full list' of all company shareholders on

- The company's first annual return following incorporation,
- Every third annual return after a full list has been provided

① Please list the company shareholders in alphabetical order

Joint shareholders should be listed consecutively

**Further shareholders**

Please use a 'List of past and present shareholders' continuation page if necessary

This section only applies to companies answering 'No' to Question 1 in Section G1

Shareholder's Name (Address not required)	Class of share	Shares or stock currently held	Shares or stock transferred (if appropriate)	
		Number of shares or amount of stock	Number of shares or amount of stock	Date of registration of transfer
Northern Rock (Asset Management) plc	Ordinary	1	5,999,000 (cancelled)	28 / 12 / 2011
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /
				/ /

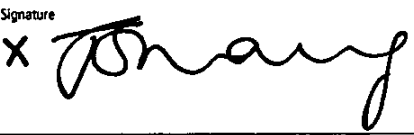
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**Part 5**

**Signature**

	This must be completed by all companies.		
	I am signing this form on behalf of the company		
Signature	<div>Signature</div> <div>X  X</div>		<p><b>❶ Societas Europaea</b> If the form is being filed on behalf of a Societas Europaea (SE) please delete 'director' and insert details of which organ of the SE the person signing has membership</p> <p><b>❷ Person authorised</b> Under either section 270 or 274 of the Companies Act 2006</p>
	This form may be signed by Director❶, Secretary, Person authorised❶, Chanty commission receiver and manager, CIC manager, Judicial factor		

# AR01

## Annual Return

(For returns made up to a date on or **after 1 October 2011**)



### Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name	Julie Shipley
Company name	Northern Rock (Asset Management)
Address	
2nd Floor Prudhoe Building	
Gosforth	
Post town	
Newcastle upon Tyne	
County/Region	
Tyne and Wear	
Postcode	N E 3 4 A W
Country	England
DX	
Telephone	0191 4360091



### Checklist

We may return forms completed incorrectly or with information missing.

Please make sure you have remembered the following

- ☐ That if the made up date of the return is any earlier than 1 October 2011, you must complete the appropriate form AR01.
- ☐ The company name and number match the information held on the public Register
- ☐ You have completed your principal business activity
- ☐ You have not used this form to make changes to the registered office address
- ☐ You have not used this form to make changes to secretary and director details
- ☐ You have fully completed the Statement of capital (if applicable)
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



### Important information

Please note that all information on this form will appear on the public record.



### How to pay

A fee of £40 is payable to Companies House in respect of an Annual Return

Make cheques or postal orders payable to 'Companies House'



### Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below

**For companies registered in England and Wales**  
The Registrar of Companies, Companies House,  
Crown Way, Cardiff, Wales, CF14 3UZ  
DX 33050 Cardiff

**For companies registered in Scotland**  
The Registrar of Companies, Companies House,  
Fourth floor, Edinburgh Quay 2,  
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF  
DX ED235 Edinburgh 1  
or LP - 4 Edinburgh 2 (Legal Post).

**For companies registered in Northern Ireland**  
The Registrar of Companies, Companies House,  
Second Floor, The Linenhall, 32-38 Linenhall Street,  
Belfast, Northern Ireland, BT2 8BG  
DX 481 N R Belfast 1



### Further information

For further information, please see the guidance notes on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk) or email [enquiries@companieshouse.gov.uk](mailto:enquiries@companieshouse.gov.uk)

This form is available in an alternative format. Please visit the forms page on the website at [www.companieshouse.gov.uk](http://www.companieshouse.gov.uk)

**NORTHERN ROCK HOLDINGS (NO.2) LIMITED**  
**Company No. 02190427**

**VOTES TO MEMBERS**

**54** Subject to any rights or restrictions attached to any shares, on a show of hands every member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative, not being himself a member entitled to vote, shall have one vote and on a poll every member shall have one vote for every share of which he is the holder

**55** In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and seniority shall be determined by the order in which the names of the holders stand in the register of members

**56** A member in respect of whom an order has been made by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder may vote, whether on a show of hands or on a poll, by his receiver, curator bonis or other person authorised in that behalf appointed by that court, and any such receiver, curator bonis or other person may, on a poll, vote by proxy. Evidence to the satisfaction of the directors of the authority of the person claiming to exercise the right to vote shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable

**57** No member shall vote at any general meeting or at any separate meeting of the holders of any class of shares in the company, either in person or by proxy, in respect of any share held by him unless all moneys presently payable by him in respect of that share have been paid

**58** No objection shall be raised to the qualification of any voter except at the meeting or adjourned meeting at which the vote objected to is tendered, and every vote not disallowed at the meeting shall be valid. Any objection made in due time shall be referred to the chairman whose decision shall be final and conclusive

**59** On a poll votes may be given either personally or by proxy. A member may appoint more than one proxy to attend on the same occasion

TABLE A – REG 1985 – SI 1985 1052 – (TABLES A TO F) (13) as amended below

**14** An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and in any common form or in such other form as the directors may approve and shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates. Regulations 60 and 61 of Table A shall not apply