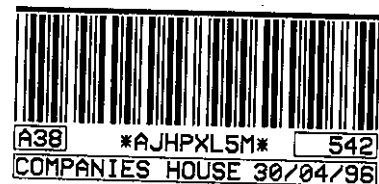


Registered Number 2332581

ALBION COLLECTIONS LIMITED
DIRECTORS' REPORT AND ACCOUNTS
16 MONTHS ENDED 31ST JANUARY 1996



ALBION COLLECTIONS LIMITED
DIRECTORS' REPORT AND ACCOUNTS

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ALBION COLLECTIONS LIMITED

DIRECTORS AND COMPANY INFORMATION

DIRECTORS

H J Briggs
D J McPherson
S N Waite

SECRETARY

R A Rolfe

REGISTERED OFFICE

Dawsons Corner
50 Cote Lane
Leeds
LS28 5ED

AUDITORS

KPMG
Chartered Accountants
Registered Auditors
1 The Embankment
Neville Street
LEEDS
LS1 4DW

ALBION COLLECTIONS LIMITED

DIRECTORS' REPORT

The directors present their Report and the audited Accounts for the 16 months ended 31st January 1996.

PRINCIPAL ACTIVITY

The Company operates a debt collection agency on behalf of its parent undertaking.

CHANGE OF OWNERSHIP

Following the transfer of engagements of Leeds Permanent Building Society to Halifax Building Society on 1st August 1995, ownership of the company was also transferred to the latter society.

The company's accounting reference date was amended from 30th September to 31st January, in order to bring the reference date into line with that of Halifax Building Society.

DIRECTORS AND DIRECTORS' INTERESTS

The directors who served during the period were as follows:

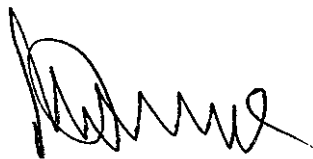
	Appointed	Resigned
H J Briggs	1st August 1995	
D J McPherson	1st August 1995	
S N Waite	1st August 1995	
G Barnett		28th October 1994
J Robinson		1st August 1995
R A Rolfe		1st August 1995

During the year no director had any interest in the capital of the company or any group undertaking and no rights to subscribe for such interests were granted.

LIABILITY INSURANCE

The Company's ultimate parent undertaking maintained insurance for the directors and officers in respect of their duties on behalf of the company.

By Order of the Board

A handwritten signature in black ink, appearing to be 'R A Rolfe', written in a cursive style.

R A Rolfe
Secretary

Dawsons Corner
50 Cote Lane
Leeds
LS28 5ED

8th March 1996

ALBION COLLECTIONS LIMITED

STATEMENT OF DIRECTORS' RESPONSIBILITIES

Company law requires the directors to prepare accounts for each financial year which give a true and fair view of the state of affairs of the company and of the profit or loss of the company for that period. In preparing those accounts, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgements and estimates that are reasonable and prudent;
- state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the accounts;
- prepare the accounts on the going concern basis unless it is inappropriate to presume that the company will continue in business.

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 accounts comply with the Companies Act 1985. They have a general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

**AUDITORS' REPORT
TO THE MEMBERS OF ALBION COLLECTIONS LIMITED**

We have audited the accounts on pages 7 to 8

RESPECTIVE RESPONSIBILITIES OF DIRECTORS AND AUDITORS

As described on page 5, the company's directors are responsible for the preparation of accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and to report our opinion to you.

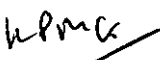
BASIS OF OPINION

We conducted our audit in accordance with 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 accounts. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the accounts, 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 accounts 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 accounts.

OPINION

In our opinion the accounts give a true and fair view of the state of the company's affairs as at 31st January 1996 and of its result for the period then ended and have been properly prepared in accordance with the Companies Act 1985.



KPMG
Chartered Accountants
Registered Auditors

8th March 1996

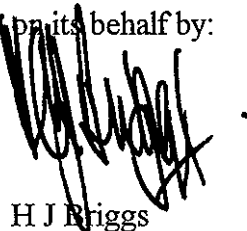
1 The Embankment
Neville Street
LEEDS
LS1 4DW

ALBION COLLECTIONS LIMITED

BALANCE SHEET AS AT 31ST JANUARY 1996

	31st January 1996 £	30th September 1994 £
CURRENT ASSETS		
Amount owed by parent undertaking	<u>100</u>	<u>100</u>
CALLED UP SHARE CAPITAL		
Called up share capital Note 3	<u>100</u>	<u>100</u>

The Accounts were approved by the Board of directors on 8th March 1996 and were signed on its behalf by:



H J Briggs
Director

The notes on page 8 form part of these Accounts.

ALBION COLLECTIONS LIMITED

NOTES TO THE ACCOUNTS

FOR THE 16 MONTHS ENDED 31ST JANUARY 1996

1. PROFIT AND LOSS ACCOUNT

During the financial period and the preceding financial year the company received no income and incurred no expenditure and consequently there is neither a profit nor a loss to report.

2. ACCOUNTING POLICIES ACCOUNTING CONVENTION

These Accounts have been prepared under the historical cost convention and in accordance with applicable accounting standards.

3. CALLED UP SHARE CAPITAL	31st January 1996	30th September 1994
	£	£

Authorised

1,000 ordinary shares of £1 each	<u>1,000</u>	<u>1,000</u>
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Allotted, called up and fully paid

100 ordinary shares of £1 each	<u>100</u>	<u>100</u>
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4. OWNERSHIP

The Company is a wholly owned subsidiary undertaking of Halifax Building Society, which is registered in England and Wales and operates within the United Kingdom.

Copies of the accounts of Halifax Building Society can be obtained from Trinity Road, Halifax, West Yorkshire, HX1 2RG, which is its principal place of business.