HOME EQUITY FUNDING LIMITED DIRECTOR'S REPORT AND ACCOUNTS FOR THE YEAR ENDED 31ST MAY 2000

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COMPANY INFORMATION

Director

Cliffside Investments Limited

Secretary

Greenbriar Secretarial Limited

Company number

02674724

Registered office

8 Baker Street London W1M 1DA

Auditors

BDO Stoy Hayward 8 Baker Street

London W1M 1DA

DIRECTOR'S REPORT

FOR THE YEAR ENDED 31ST MAY 2000

The directors present their report and the audited accounts for the company for the year ended 31st May 2000.

Principal activities and review of business

The company's principal activity continued to be that of providing mortgage finance.

Results and dividends

The results for the year are set out in the profit and loss account on page 4.

Interim dividends were paid amounting to £50,000 (1999: £-). The director does not recommend payment of a final dividend.

Directors and their interests

The director of the company during the year was Cliffside Investments Limited which had no interest in the ordinary share capital of the company. The interests of the director in the share capital of the ultimate parent company, Equity Group Holdings Limited, are shown in the financial statements of that company.

Statement of director's responsibilities

Company law requires the director 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 for that year. In preparing those accounts the director is 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 director is responsible for keeping proper accounting records which disclose, with reasonable accuracy at any time, the financial position of the company and enable them to ensure that the accounts comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

DIRECTOR'S REPORT

FOR THE YEAR ENDED 31ST MAY 2000

Auditors

A resolution to reappoint BDO Stoy Hayward as auditors will be put to the members at the Annual General Meeting.

By order of the Board

Greenbriar Secretarial Limited, Secretary

20th March 2001

8 Baker Street London

W1M 1DA

AUDITORS' REPORT TO THE

SHAREHOLDERS OF HOME EQUITY FUNDING LIMITED

We have audited the accounts on pages 4 to 9 which have been prepared under the historical cost convention and the accounting policies set out on page 6.

Respective responsibilities of director and auditors

As described on page 1 the company's director is responsible for the preparation of the accounts. It is our responsibility to form an independent opinion, based on our audit, on those accounts and 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 director 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 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 the 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 May 2000 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

BDO Stoy Hayward

Chartered Accountants and Registered Auditors

London

Date: 20th March 2001

PROFIT AND LOSS ACCOUNT

FOR THE YEAR ENDED 31ST MAY 2000

	Notes	2000	1999
	110003	£	£
Turnover	2	154,620	165,824
Administrative expenses		(58,799)	31,153
Operating profit	5	95,821	196,977
Interest receivable Interest payable and similar charges	3 4	13,000 (80,766)	- (85,419)
Profit on ordinary activities before taxation	• –	28,055	111,558
Tax on profit on ordinary activities	6	(31,004)	(31,019)
Loss/Profit for the financial year	_	(2,949)	80,539
Dividends	7	(50,000)	
Retained loss/profit for the year		(52,949)	80,539
Retained profit/loss brought forward	_	65,912	(14,627)
Retained profit carried forward		12,963	65,912

All amounts relate to continuing activities.

There were no recognised gains or losses for 2000 or 1999 other than those included in the profit and loss account.

BALANCE SHEET

AS AT 31ST MAY 2000

	Notes	£	2000 £	£	1999 £
Fixed assets Tangible assets	8	-		_	1,095
			-		1,095
Current assets Debtors amounts falling due after more than one year amounts falling due within one year Cash at bank and in hand	9	747,813 761,064		869,897 633,622	
Creditors: amounts falling due within one year	10	2,597 1,511,474 (1,324,795)	-	2,597 1,506,116 (1,298,587)	
Net current assets			186,679		207,529
Total assets less current liabilities		•	186,679	-	208,624
Provisions for liabilities and charges Deferred taxation	12		(83,716) 102,963	-	(52,712) 155,912
Capital and reserves Share capital Profit and loss account Shareholders' funds	11		90,000 12,963 102,963	-	90,000 65,912 155,912

These accounts were approved by the board on 20th March 2001 and signed on its behalf by:

Cliffside Investments Limited

Director

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST MAY 2000

1 Accounting policies

Basis of accounting

The Accounts have been prepared under the historical cost convention and are in accordance with applicable accounting standards. The following principal accounting policies have been applied:

Turnover

Turnover represents credit charges receivable, on a redemption value basis, on advances to customers.

Tangible fixed assets and depreciation

Depreciation is calculated to write down the cost or valuation less estimated residual value of all tangible fixed assets over their expected useful lives. It is calculated at the following rates:

Office Equipment

- 25% per annum reducing balance

Deferred taxation

Provision is made for timing differences between the treatment of certain items for taxation and accounting purposes, except that no provision is made where it can be reasonably foreseen that such deferred taxation will not be payable in the future.

Commissions payable

Commissions are written off in full in the period in which they arise.

2 Turnover and profits

The turnover and profit before taxation were derived from the company's principal activity which was carried out wholly in the UK.

3	Interest receivable	2000	1999
		£	£
	Interest from group companies	13,000	
		13,000	
4	Interest payable and similar charges	2000	1999
		£	£
	Interest payable on bank loans and overdrafts	80,766	85,419

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST MAY 2000

5	Operating profit		
	The operating profit is stated after charging or crediting:	2000	1999
		£	£
	Depreciation of tangible fixed assets:		2.47
	-owned assets Loss on disposal of fixed assets	1.005	367
	Auditors' remuneration	1,095 587	1,939
		 _	
6	Taxation		
		2000	1999
		£	£
	Deferred tax charge	31,004	31,019
		31,004	31,019
7	Dividends	2000	1999
,	Dividends	£	£
	Equity dividends		*
	Ordinary dividends - paid	50,000	<u>-</u>
8	Tangible fixed assets		
		Office Equipment	Total
	Cost	£	£
	At 1st June 1999	6,127	6,127
	Disposals	(6,127)	(6,127)
	At 31st May 2000		-
	Danish dan		
	Depreciation At 1st June 1999	5 022	¢ 020
	Disposals	5,032 (5,032)	5,032 (5,032)
	2.55	(5,032)	(3,032)
	At 31st May 2000	 _	
	Net book value		
	At 31st May 2000		
	At 31st May 1999	1,095	1,095

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST MAY 2000

9	Debtors	2000 £	1999 £
	Advances to customers		
	Amounts due from fellow group undertakings	879,975 148,061	1,039,793 97,629
	Amounts owed by ultimate parent company	480,004	366,097
	Other debtors	837	-
		1,508,877	1,503,519
	Included in the above are amounts falling due after more than one year as follows:		
	Advances to customers	747,813	869,897
		747,813	869,897
10	Creditors: amounts falling due within one year	2000	1999
		£	£
	Bank overdraft (secured)	906,204	879,933
	Amounts due to fellow group undertakings	237,941	235,182
	Corporation tax	2,043	2,043
	Other creditors	150,000	154,547
	Accruals and deferred income	28,607	26,882
		1,324,795	1,298,587
11	The bank overdraft is secured by a fixed and floating charge over all of the company's assets. Amounts shown under other creditors and £230,960 (1999 £230,960) included within undertakings are in total subordinated in favour of the bank. Share capital	amounts due	from group

11	Share capital	2000	1999
		£	£
	Authorised		
	Equity shares		
	100,000 Ordinary shares of £1.00 each	100,000	100,000
	Allotted		
	Equity shares		
	90,000 Allotted, called up and fully paid ordinary shares of £1.00 each	90,000	90,000
		90,000	90,000

NOTES TO THE ACCOUNTS

FOR THE YEAR ENDED 31ST MAY 2000

12 Deferred taxation

The movements in deferred taxation during the current and previous years are as follows:

	2000 £	1999 £
At 1st June 1999 Movement in the year	52,712 31,004	21,693 31,019
At 31st May 2000	83,716	52,712

Deferred taxation provided and unprovided for in the accounts is set out below.

	Amount provided	
	2000	1999
	£	£
Other timing differences	83,716	52,712
	83,716	52,712

13 Parent Company

The company's parent company is Equity Group Holdings Limited, a company registered in England.