REPORT OF THE DIRECTORS AND AUDITED FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2010 FOR BRITISH CREDIT TRUST COLLECTIONS LIMITED

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COMPANY INFORMATION FOR THE YEAR ENDED 31 MARCH 2010

DIRECTORS

A R Hill

A P Lee

COMPANY SECRETARY

Linnells Secretarial Services Limited

REGISTERED OFFICE

Seacourt Tower West Way Oxford Oxfordshire OX2 0FB

REGISTERED NUMBER

02951586 (England and Wales)

INDEPENDENT AUDITORS

PricewaterhouseCoopers LLP

Chartered Accountants and Statutory Auditors

Hay's Galleria 1 Hay's Lane London SEI 2RD

SOLICITORS

Blake Lapthorn Linnell

Seacourt Tower West Way Oxford OX2 0FB

REPORT OF THE DIRECTORS FOR THE YEAR ENDED 31 MARCH 2010

The directors present their annual report with the audited financial statements of the company for the year ended 31 March 2010

PRINCIPAL ACTIVITIES

British Credit Trust Collections Ltd (BCTC) is a member of group of companies, headed by Consumer Finance Acquisitions Co Ltd (CFAC) which supervises the Group in originating and managing Consumer Motor HP contracts

The principal activity of BCTC is to provide transmission banking facilities for British Credit Trust Ltd (BCT), British Credit Trust Holdings Ltd (BCTH) and the three SPE companies, namely, BCT Warehouse Ltd, BCT Conduit Ltd and BCT Management Ltd All amounts collected are transferred to these companies on a receipts basis BCTC does not have any employees

REVIEW OF BUSINESS AND FUTURE DEVELOPMENTS

The company's performance and future developments are directly linked to the performance of the Group as a whole. Although the company has performed in line with expectations its future prospects are dependent on the outcome of the issues facing the Group as described below.

On 1 May 2009, the Group's funding facilities were extended to February 2010 These were further extended on 1 April 2010 to 31 March 2011

All Funders continued with their intentions to de-lever during the year, and after January 2010 no funds were provided for New Business (albeit up to that date £6m had already been advanced to customers in the financial year). This was to allow for negotiations to take place to refinance the business further beyond February 2010. This consequently placed the Group's portfolios into 'run-off' As noted above the funding facilities were renewed to 31 March 2011.

During the year the Group also sought to raise new investment to fund new business and to take advantage of the lack of market supply to UK non-prime motor consumers. The proposed new credit and market approach received interest from brokers, dealers, and funders alike. Whilst the exercise was successful in obtaining significant offers of interest from all classes of investor, the directors and the shareholders however decided not to pursue the investment given the final indicative terms. This opportunity still exists should satisfactory terms be achieved.

Consequently the Directors sought to maximise shareholder value by delivering strategies to identify and then collect the value of the existing receivables. This was achieved by focussed collection activity, making significant cost reductions in the group and by invoking a known cost collection platform via third party providers. A successful transfer to a third party servicer took place on 20 November 2010. This ensured that the existing paying and early arrears customers could be serviced at a known cost per account Customers who require managing past the 'early arrears' stage were not transferred and continue to be serviced by BCT and BCTH by our highly experienced residual team at our headquarters.

This strategy of cutting costs across the Group concentrated collection activity and proactive customer management is forecast to deliver enhanced value for the Group's owners Citigroup Capital UK Ltd ('CCUK') The value generated is also highly dependent upon the performance of the new servicer performing 'middle office' operations to the same level as BCTH previously had

Current CFAC Group cash balances total c £9m and as the reduced infrastructure is forecast to be eash generative the directors are of the opinion that they have sufficient financial resources at the current time to pay all creditors as they fall due

Dependent on strong management of arrears, both advance rates and amounts outstanding to the SPE funders are forecast to be significantly lower when the existing Group funding facilities mature on 31 March 2011. The forecasts and modelling prepared for the directors and shared with our banks indicate that the senior lenders are likely to be repaid with a likelihood that a reasonable sum after bank repayment will be available for distribution to Consumer Finance Acquisitions Co. Limited ("CFAC Group") although, as noted, this is dependent upon the third party servicer collection performance being at least on a par with BCTH previously, and also given the macro economic climate there is a degree of uncertainty involved in estimating future cash flows and there remains a risk that one or more of the primary lenders may not be repaid in full

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Continued

REPORT OF THE DIRECTORS- continued FOR THE YEAR ENDED 31 MARCH 2010

REVIEW OF BUSINESS AND FUTURE DEVELOPMENTS - continued

The directors intend to open discussion about extending the Group's financing facility past 31 March 2011 with its Bankers well ahead of expiry date. The forecast funding balance at that time is £35m. Should such discussions be successful two of the three senior funders are forecast to be repaid during 2011, thereby bringing the assets and cash flows of these facilities under the full control of the directors and the CFAC Group. The directors do not at this stage currently see any reason why this facility should not be renewed, however, there can be no guarantee that negotiations will be successful.

With the Group now in a 'run off' status the directors have to decide whether to use the going concern basis in preparing these financial statements, including

- 1 cash flow projections for the next 12 months from the approval of these financial statements
- ii the continued support provided by Citigroup Capital UK Limited (via Letters of Comfort to the Board)

Whilst these two factors are strong, as the Group is now in a 'run off' situation with significant downsizing of infrastructure and personnel, the directors have decided that a 'non-going concern' basis would be the most suitable. Hence the accounts are prepared on that basis

RESULTS AND DIVIDENDS

The company's profit for the year was £211,054 (2009 Loss £73) No dividends will be distributed for the year ended 31 March 2010. The Company has the right to recharge any costs incurred in providing money transmission facilities to the relevant group and SPE companies which benefit from these services. During the year, the Directors decided to exercise this right to recharge the cumulative costs incurred to date to those companies, resulting in a recharge of £211,054.

DIRECTORS

The directors holding office during the year and to the date of approval of these financial statements are as follows A R Hill - appointed 10 July 2009

M A Woodall - resigned 10 July 2009

A P Lee - appointed 25 August 2009

I B Sinclair - resigned 23 November 2009

Alternate directors utilised as follows

A G H Gullan - appointed 6 April 2009 - resigned 27 April 2009 - appointed 16 June 2009 - resigned 6 July 2009 - appointed 7 August 2009 - resigned 4 September 2009

A Mills - appointed 29 April 2009 - resigned 8 May 2009 - appointed 14 July 2009 - resigned 6 August 2009

ΓC Powell - appointed 14 July 2009 - resigned 4 September 2009

No directors held any interest in the Ordinary shares of £1 each at 1 April 2009 or at 31 March 2010

GOING CONCERN

For reasons described above and more fully explained in note 1 to the financial statements, the directors no longer consider that the going concern basis remains appropriate

FINANCIAL RISK MANAGEMENT

The company faces no significant financial risks but does have risk related to its reliance upon the technology employed to manage its collection processes. Risks are mitigated by the development of back up servicer arrangements and business continuity processes.

POST BALANCE SHEET EVENT

The senior funders' facility agreements of the SPE's were amended after the financial year, on 1 April 2010, such that the maturity of funding was extended to 31 March 2011

As explained in the 'Review of business and business development' section above, the directors of the group decided not to pursue new investment, and in the interests of maximising shareholder value decided to transfer the servicing of existing SPE portfolios from BCTH to a third party servicer. This transfer took place on 20 November 2010.

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REPORT OF THE DIRECTORS- continued FOR THE YEAR ENDED 31 MARCH 2010

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the report of the directors and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law). Under company law the directors must not approve the financial statements unless they are satisfied that they 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 these financial statements, the directors are required to

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

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's transactions and disclose with reasonable accuracy at any time the financial position of the company and enable them to ensure that the financial statements comply with the Companies Act 2006. 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.

STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

So far as the directors are aware, there is no relevant audit information (as defined by Section 418 of the Companies Act 2006) of which the company's auditors are unaware, and each director has taken all the steps that he ought to have taken as a director in order to make himself aware of any relevant audit information and to establish that the company's auditors are aware of that information

INDEPENDENT AUDITORS

The auditors, PricewaterhouseCoopers LLP, will be proposed for re-appointment at the forthcoming annual general meeting

ON BEHALF OF THE BOAR

A P Lee Director

Date 28 January 2011

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INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF BRITISH CREDIT TRUST COLLECTIONS LIMITED

We have audited the financial statements of British Credit Trust Collections Limited for the year ended 31 March 2010 which comprise the Profit and loss account, the Balance sheet and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities set out on page 4 the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the company's affairs as at 31 March 2010 and of its profit for the year then ended,
- · have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice, and
- have been prepared in accordance with the requirements of the Companies Act 2006

Emphasis of matter - going concern

Without qualifying our opinion, we draw attention to Note 1 to the financial statements which explain that these financial statements have been prepared on a break-up basis, whereby all assets are stated at their recoverable amounts and provision made in respect of further liabilities arising as a result

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements

Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- · we have not received all the information and explanations we require for our audit

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Michael Newman (Senior Statutory Auditor)
for and on behalf of PricewaterhouseCoopers LLP
Chaitered Accountants and Statutory Auditors
Hay's Galleria
I Hay's Lane
London
SEI 2RD

Date 31 January 2011

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PROFIT AND LOSS ACCOUNT FOR THE YEAR ENDED 31 MARCH 2010

	Note	2010 £	2009 £
IURNOVER		-	-
Administrative expenses - 2010 credit (2009 charge)		211,054	(73)
OPERATING PROFIT/ (LOSS) ON ORDINARY ACTIVITIES			
BEFORE TAXATION	3	211,054	(73)
Tax on profit/(loss) on ordinary activities	4	<u> </u>	<u>.</u>
PROFIT/ (LOSS) FOR THE FINANCIAL YEAR	8	211,054	(73)

CONTINUING OPERATIONS

None of the company's activities were acquired or discontinued during the current year or previous year

There is no material difference between the profit on ordinary activities before taxation and the profit for the financial year 2010 and their historical cost equivalents,

TOTAL RECOGNISED GAINS AND LOSSES

The company has no recognised gains or losses other than the profit for the current year and the loss for the previous year, and therefore no separate statement of total recognised gains and losses has been presented

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The notes form part of these financial statements

BALANCE SHEET AS AT 31 MARCH 2010

	Note	2010 £	2009 £
CURRENT ASSETS			
Debtors	5	2	2
Cash at bank and in hand		468,729	392,200
		468,731	392,202
Creditors Amounts falling due within one	6	(468,729)	(603,254)
vear			
NET CURRENT ASSETS/(LIABILITIES)		2	(211,052)
IOTAL ASSETS LESS CURRENT LIABILITI	ES	2	(211,052)
CAPITAL AND RESERVES			
Called up share capital	7	2	2
Profit and loss account	8		(211,054)
101AL SHAREHOLDERS' FUNDS/ (DEFICIT	Γ) 9	<u></u>	(211,052)

The financial statements on pages of to 11 were approved by the Board of Directors on 28 January 2011 and were signed on its behalf by

A P Lee
Director

REGISTERED NUMBER 02951586

The notes form part of these financial statements

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 MARCH 2010

ACCOUNTING POLICIES

Basis of preparing the financial statements

These financial statements have been prepared in accordance with applicable accounting standards in the United Kingdom, the Statement of Recommended Accounting Practice (Accounting issues in the asset finance and leasing industry) and the Companies Act 2006. A summary of the more important accounting policies, which have been applied consistently unless otherwise stated, is set out below.

Basis of accounting

The financial statements are prepared under the non going concern (break-up) basis whereby all assets are stated at their net recoverable amounts, and provision made in respect of further liabilities

Cash flow statement and related party disclosures

The company's results are included in the consolidated financial statements of Consumer Finance Acquisitions Co Limited ("CFAC"), which are publicly available Consequently the company has taken advantage of the exemption from preparing a cash flow statement under the terms of Financial Reporting Standard 1 (Revised 1996). The company is also exempt under the terms of Financial Reporting Standard 8 from disclosing related party transactions with entities that are part of the CFAC group.

Since the company is controlled by Consumer Finance Acquisitions Co. Limited, the entities controlled by Consumer Finance Acquisitions Co. Limited are considered as related parties to the company and balances with such parties are disclosed in note 6.

Deferred tax

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 by the balance sheet date. Deferred tax assets are recognised to the extent that it is more likely than not there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted.

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

Going concern basis of preparation

The financial statements have been prepared on a non going concern basis as explained below

As highlighted in the directors report, the Group's funders continued with their intentions to de-lever. Funds for New Business were not provided after January 2010 to enable discussions on funding extensions to take place. The extensions were executed in April 2010 with a maturity of 31 March 2011. This consequently placed the portfolios into 'run-off'. During the previous 12 months the level of bank funding had been significantly reduced by some £90m. We expect this trend to continue.

The terms of the extension removed the repurchase recourse obligation placed on BCT Ltd, a group company, on receivables that become ineligible for funding within the SPE's with effect from 31 March 2010. As a result any future cash collected on such receivables was applied with effect from 1 April 2010 directly to the SPE rather than for the benefit of BCT Ltd, as the SPE continued to hold those assets. This has the impact of accelerating the payments made to the SPE funders and balances due to funders have significantly reduced accordingly subsequent to the year end.

The funders and directors also reached agreement that in the event that new investment was not obtained, the best alternative action would be to place the majority of receivables with a third party service provider. Consequently the directors sought to maximise shareholder value by delivering strategies to identify and then realise the value of the existing receivables. This was by focussed collection activity, making further cost reductions in the company, and by realising a 'known cost' collection platform with the third party provider. At this point BCTH's costs were significantly reduced accordingly to ensure the business remained cash generative. A successful transfer to the third party servicer took place on 20 November 2010. Customers who fall into late arrears and shortfall however continue to be serviced by BCTH by the highly experienced residual team. All cash flows from these collections will still flow to the senior lenders until they are fully repaid. At 31 March 2011 we expect the outstanding senior borrowing to be in the region of £35m subject to the cash flow projections and general economic environment.

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NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2010

ACCOUNTING POLICIES- continued

Going concern basis of preparation- continued

With the Group now in a 'run off' status the directors have to decide whether to use the going concern basis in preparing these financial statements, including

- cash flow projections for the next 12 months months from the date of approval of these financial statements
- 2 the continued support provided by Citigroup Capital UK Limited (via Letters of Comfort to the Board)

Whilst these two factors are strong, as the Group is now in a 'run off' situation with significant downsizing of infrastructure and personnel, the directors have decided that a 'non-going concern' basis would be the most suitable. Hence the accounts are prepared on that basis

Although there is a material uncertainty in relation to renegotiating the Group's funding facilities which expire on 31 March 2011, should the facilities be renewed to match the portfolio run off, the directors are of the opinion that the company will be able to meet all of its financial obligations based on current forecasts and assumptions. The directors are unaware of any reason why the facilities should not be renewed. Such projections forecast net cash generated from the portfolio net of any costs of collection, however, there is a degree of uncertainty involved in estimating future cash flows and there is always, given the macro economic climate, a risk primary lenders may not be repaid in full. The funding subsidiaries as structured vehicles are bankruptcy remote and in such a case the Group is forecast to still be able to pay its obligations as they fall due. The directors have recently received confirmation from the banks that there is every likelihood that they will discuss an extension in the near future albeit there is no certainty to the success or otherwise of those discussions.

2 STAFF COSTS

There were no staff costs for the year ended 31 March 2010 The company had no employees during the year (2009 none)

OPERATING PROFIT/(LOSS)

The operating loss is stated after charging/(crediting)

	2010	2009
	£	£
Overhead recharges to related parties (credit)	(<u>211,054)</u>	

The fees payable to the company's auditors for the audit of the company's financial statements amounted to £2,200 (2009 £2 150) which were paid on behalf of the company by its parent company British Credit Trust Holdings Limited, without recharge. No further liabilities are expected to arise as a result of preparing the accounts on a break up basis

DIRECTORS' EMOLUMENTS

Directors emoluments were nil for the year ended 31 March 2010 (2009 £ Nil) The directors do not receive emoluments from the Company as they carry out their duties as part of their responsibilities to the group as a whole and receive no emoluments in respect of their services to this Company Therefore no apportionment of their emoluments has been done

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2010

4 TAX ON PROFIT/ (LOSS) ON ORDINARY ACTIVITIES

	Analysis of the tax charge No liability to UK corporation tax arose on ordinary a 31 March 2009	activities for the year ended 31 M	March 2010 nor for	the year ended
	Factors affecting the tax charge The tax assessed for the year is lower than the standard i	rate of corporation tax in the UK	The difference is ex	plained below
			2010 £	2009 £
	Profit/(loss) on ordinary activities before tax		211,054	<u>(73)</u>
	Profit/(loss) on ordinary activities multiplied by the standard rate of corporation tax in the UK of 28% (2009 - 28%)		59,095	(20)
	Effects of Utilisation of tax losses Group relief claims Losses arising in the year carried forward		(58,899) (196)	20
	Current tax charge		<u>_</u>	<u></u>
	Tax losses brought forward of £(210,354) have been fully	y utilised in the year		
5	DEBTORS		2010	2009
	Amounts falling due within one year Other debtors		£ 2	£ 2
6	CREDITORS AMOUNTS FALLING DUE WITHIN	N ONE YEAR	2010	2009
	Amounts owed to group undertakings Amounts owed to SPE undertakings		£ 115,888 352,841	£ 603,254
			468,729	603,254
	Amounts owed to related group and related SPE und repayment	dertakings are unsecured, interes	it free and have n	o fixed date of
7	CALLED UP SHARE CAPITAL			
	Allotted and fully paid Number Class	Nominal value	2010 £	2009 £
	2 Ordinary	£1	2	2
S	PROFII AND LOSS ACCOUNT			£
	At I April 2009 Profit for the financial year			(211,054) 211,054
	At 31 March 2010			

NOTES TO THE FINANCIAL STATEMENTS - continued FOR THE YEAR ENDED 31 MARCH 2010

9	RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' FUNDS	2010	2009
	Profit/ (loss) for the financial year	211,054	£ (73)
	Net addition/ (reduction) to shareholders' funds / (deficit) Opening shareholders' deficit	211,054 (211,052)	(73) (210,979)
	Closing shareholders' funds / (deficit)	2	(211,052)

10 CONTINGENT LIABILITY

A debenture was created on 4 September 1998 providing a charge over certain of the company's assets which, together with British Credit Trust Holdings Limited and British Credit Trust Limited, secures the obligations of the British Credit Trust Holdings Limited working capital loans

11 ULTIMATE PARENT UNDER LAKING AND CONTROLLING PARTY

The immediate parent undertaking is British Credit Trust Holdings Limited. Citigroup Capital UK Limited holds warrants to subscribe for ordinary shares in Consumer Finance Acquisitions Co. Limited, an intermediate parent of the Company, which, on exercise, would make it the majority shareholder. Consequently the Directors consider that Citigroup Capital UK Limited has effective control of the Company.

The parent undertakings of the smallest and largest group that presents consolidated financial statements including the results of the company are Consumer Finance Acquisition Co Limited and Citigroup Capital Investments UK Limited (until 30 March 2010, Citigroup Capital Hold Co UK Limited formerly NPIL Hold Co Limited) respectively, both companies are registered in England COHM Overseas Holdings Mexico, SRL de CV, a company incorporated in Mexico, is the immediate parent company of Citigroup Capital Investments UK Limited Until 30 March 2010, Citigroup Japan Holdings Corp, the parent company of Citigroup Capital Hold Co UK Limited and a company incorporated in Japan, was the intermediate parent company The ultimate parent company has continued to be Citigroup Inc

Copies of the financial statements of Consumer Finance Acquisitions Co. Limited are available from the Company Secretary, Linnells Secretarial Services Limited, Seacourt Tower, West Way, Oxford, OX2 0FB and those of Citigroup Capital Investments UK Limited are available from the Company Secretary, Citigroup Centre, Canada Square, Canary Wharf, London E14 5LB Copies of the financial statements of Citigroup Inc are available on request from Citigroup Inc, 399 Park Avenue, New York, NY 10043, USA