

3139687

**HAVEN FUNDING PLC**  
**Annual Report and Financial Statements**  
**For the year ended 31 December 2011**

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## **HAVEN FUNDING PLC**

**Annual report and financial statements for the year ended 31 December 2011**

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### **Contents**

#### **Pages:**

1 - 3	Directors' Report
4 - 5	Independent Auditors' Report
7	Statement of Comprehensive Income
7	Statement of Financial Position
8	Statement of Cash Flows
9 - 18	Notes to the Financial Statements

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### **Directors**

C Burke  
F Edge  
R Mountford  
P Williamson

### **Company secretary**

T H F C (Services) Limited

### **Registered office**

4<sup>th</sup> Floor  
107 Cannon Street  
London  
EC4N 5AF

### **Company number**

3139687

### **Independent auditors**

PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
7 More London Riverside  
London  
SE1 2RT

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## **HAVEN FUNDING PLC**

### **DIRECTORS' REPORT**

**Year ended 31 December 2011**

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The directors submit their report and audited financial statements for the year ended 31 December 2011

### **RESULTS AND DIVIDEND**

The Company made neither a profit nor a loss for the period. The directors do not propose the payment of a dividend.

### **PRINCIPAL ACTIVITIES**

Haven Funding Plc (the "Company") was incorporated on 14 December 1995. The principal activity of the Company is to provide finance for Housing Associations (HAs) registered under The Housing Act 1996 through the issue of bonds secured on the borrowing of the HAs (the "Secured Bonds"). All the Company's operating costs, net of interest earned, are recoverable from borrowers. The borrowing HAs of the Company are

A2Dominion Homes Limited  
Bromford Carinthia Housing Association Limited  
Cheviot Housing Association Limited  
First Wessex Housing Group  
Hanover Housing Association Limited  
Hyde Housing Association Limited  
Metropolitan Housing Trust Limited  
Portal Housing Association Limited  
Shaftesbury Housing Association Limited  
Swaythling Housing Society Limited

Prudential Trustee Company Limited acts as the Trustee on behalf of all Secured Bond holders, under the terms of a Security Agreement, and has the benefit of a fixed charge over certain assets of the borrowers and a floating charge over all the assets of the issuer.

The bond trustee may exercise certain powers in predetermined circumstances in the event of default by the borrowers.

The Company expects to continue its principal activity for the life of the Secured Bonds, which have a final repayment date of 2037.

### **REVIEW OF BUSINESS AND FUTURE DEVELOPMENTS**

The Company has fulfilled its obligations under the bonds and expects to do so for the foreseeable future. Given the straight forward nature of the business, the Company's directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development performance or position of the business.

### **SHARE CAPITAL AND COMPANY STRUCTURE**

Haven Funding Plc is a public limited Company incorporated and domiciled in the United Kingdom. The entire share capital of the Company is held by Haven Funding (Holdings) Limited.

## **HAVEN FUNDING PLC**

### **DIRECTORS' REPORT (continued)**

**Year ended 31 December 2011**

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#### **DIRECTORS**

The directors of the Company who served throughout the period and up to the date of signing the financial statements were

C Burke  
F Edge  
R Mountford  
P Williamson

#### **STATEMENT OF DIRECTORS' RESPONSIBILITIES**

The directors are responsible for preparing the directors' report 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 prepared the financial statements in accordance with International Financial Reporting Standards (IFRSs) as adopted by the European Union. 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 International Financial Reporting Standards (IFRSs) as adopted by the European Union 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.

The directors are responsible for the maintenance and integrity of the Company's website. Legislation in the United Kingdom governing the preparation and dissemination of financial statements may differ from legislation in other jurisdictions.

In the case of each director in office at the date the directors' report is approved

- so far as the director is aware, there is no relevant audit information of which the Company's auditors are unaware, and
- he/she has taken all responsible steps that he/she ought to have taken as a director in order to make himself/herself aware of any relevant audit information and to establish that the Company's auditors are aware of that information

**HAVEN FUNDING PLC**

**DIRECTORS' REPORT (continued)**  
**Year ended 31 December 2011**

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**CREDITOR PAYMENT POLICY**

The Company's principal creditors are the holders of the Secured Bonds. Interest is payable on the bonds on 31 March and 30 September each year and hence no amounts were due for payment to the bond holders at the financial year end. The Company had no trade creditors at 31 December 2011 (2010: £Nil).

The Company's policy is to pay all other creditors within 60 days of receipt of invoice.

**FINANCIAL RISK MANAGEMENT**

The principal risks and uncertainties facing the Company relate to financial risks. The key financial risks of the Company and how they are minimised are explained in note 3.

By order of the board



Colin Burke

By order of the board of  
T H F C (Services) Limited  
**Company secretary**  
28 June 2012

## HAVEN FUNDING PLC

### INDEPENDENT AUDITORS' REPORT

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#### INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HAVEN FUNDING PLC

We have audited the financial statements of Haven Funding Plc for the year ended 31 December 2011 which comprise the Statement of Comprehensive Income, the Statement of Financial Position, the Statement of Cash Flow and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

#### **Respective responsibilities of directors and auditors**

As explained more fully in the Statement of Directors' Responsibilities set out on page 2, 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 and express an opinion on 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. In addition, we read all the financial and non-financial information in the annual report and financial statements to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### **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 December 2011 and of its results and cash flows for the year then ended,
- have been properly prepared in accordance with IFRSs as adopted by the European Union; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **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

**HAVEN FUNDING PLC**

**INDEPENDENT AUDITORS' REPORT (continued)**

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- 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



Andrew Hawkins (Senior Statutory Auditor)  
for and on behalf of PricewaterhouseCoopers LLP  
Chartered Accountants and Statutory Auditors  
London  
28 June 2012

## HAVEN FUNDING PLC

### STATEMENT OF COMPREHENSIVE INCOME

Year ended 31 December 2011

	Note	2011 £	2010 £
<b>OPERATING INCOME</b>			
Interest receivable	4	21,538,939	21,582,764
Costs receivable from borrowers		<u>87,090</u>	<u>109,468</u>
		<b>21,626,029</b>	<b>21,692,232</b>
<b>OPERATING EXPENDITURE</b>			
Interest payable	5	21,538,939	21,582,764
Operating charges		<u>87,090</u>	<u>109,468</u>
		<b>21,626,029</b>	<b>21,692,232</b>
<b>PROFIT BEFORE AND AFTER TAXATION ATTRIBUTABLE TO OWNERS OF THE PARENT</b>			
	6	-	-
Other comprehensive income		-	-
<b>TOTAL COMPREHENSIVE INCOME FOR THE YEAR ATTRIBUTABLE TO OWNERS OF THE PARENT</b>			
		<u>-</u>	<u>-</u>

There have been no changes in equity in the current or prior year, therefore no separate statement of changes in equity has been prepared

# HAVEN FUNDING PLC

## STATEMENT OF FINANCIAL POSITION As at 31 December 2011

		2011 £	2010 £
<b>ASSETS</b>	Note		
<b>Non-current assets</b>			
Loans to Borrowers	8	296,100,994	296,803,159
<b>Current assets</b>			
Other receivables	9	6,323,669	6,287,216
Cash and cash equivalents		18,105	13,619
<b>TOTAL ASSETS</b>		<b>302,442,768</b>	<b>303,103,994</b>
<b>EQUITY AND LIABILITIES</b>			
<b>Current liabilities</b>	10		
Other payables		6,329,274	6,288,335
<b>Non-current Liabilities</b>			
Financial liabilities – Secured Bonds	11	296,100,994	296,803,159
<b>Equity attributable to owners of the parent</b>			
Share capital	12	12,500	12,500
Profit and loss account		-	-
<b>TOTAL EQUITY AND LIABILITIES</b>		<b>302,442,768</b>	<b>303,103,994</b>

The accompanying notes on pages 9-18 are an integral part of these financial statements

These financial statements were approved by the board and signed on its behalf by



Piers Williamson  
Director  
28 June 2012

Haven Funding Plc

Registered Number 3139687

**HAVEN FUNDING PLC**

**STATEMENT OF CASH FLOWS**  
**For the year ended 31 December 2011**

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	Note	2011 £	2010 £
<b>NET CASH FLOW GENERATED FROM OPERATING ACTIVITIES</b>			
Cash generated from/(used in) operations	13	4,486	(11)
Interest paid on bonds		(22,205,625)	(22,205,625)
Interest received on loans		22,205,625	22,205,625
<b>NET CASH FLOW GENERATED FROM/(USED IN) OPERATING ACTIVITIES</b>		<b>4,486</b>	<b>(11)</b>
<b>NET INCREASE/(DECREASE) IN CASH AND CASH EQUIVALENTS IN THE YEAR</b>		<b>4,486</b>	<b>(11)</b>
CASH AND CASH EQUIVALENTS AT 1 JANUARY		13,619	13,630
<b>CASH AND CASH EQUIVALENTS AT 31 DECEMBER</b>		<b>18,105</b>	<b>13,619</b>

# HAVEN FUNDING PLC

## NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2011

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### 1 GENERAL INFORMATION

Haven Funding Plc (“the Company”) provides funding for Housing Associations (“HAs”) The Company is a public limited Company which has Secured Bonds listed on the London Stock Exchange

The Company on-lent the proceeds of the issue of the Secured Bonds to HAs (the “Borrowers”)

### 2 ACCOUNTING POLICIES

#### **Basis of accounting**

These financial statements have been prepared on a going concern basis in accordance with International Financial Reporting Standards (“IFRS”) and IFRIC interpretations, as adopted by the European Union, and with those parts of the Companies Act, 2006 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention

#### *(a) New and amended standards adopted by the Company*

The amendment to IAS 24, ‘Related party disclosures’ (EU-endorsed 19 July 2010), clarifies the definitions of a related party The new definition clarifies in which circumstances persons and key management personnel affect related party relationships of an entity The amendment also introduces an exemption from the general related-party disclosure requirements for transactions with a government and entities that are controlled, jointly controlled or significantly influenced by the same government as the reporting entity The adoption of the amendment did not have any impact on the financial position or performance of the Company

IFRS 7 (amendment) ‘Financial instruments Disclosures’ (EU-endorsed 18 February 2011). This amendment was part of the IASB’s annual improvement project published in May 2010 The amendment emphasises the interaction between quantitative and qualitative disclosures about the nature and extent of risks associated with financial instruments This amendment requires additional disclosures about collateral held over all financial assets for accounting periods beginning on or after 1 January 2011 Adoption of this amendment did not have any other significant impact on the Company’s financial statements

There are no other standards, interpretations or amendments to existing standards that are effective that would be expected to have a significant impact on the Company

‘Improvements to IFRS’ were issued in May 2010 and contain several other amendments to IFRS, which the IASB considers non-urgent but necessary ‘Improvements to IFRS’ comprise amendments that result in accounting changes for presentation, recognition or measurement purposes, as well as terminology or editorial amendments related to a variety of individual standards Most of the amendments are effective for annual periods beginning on or after 1 January 2011 and were EU-endorsed on 18 February 2011 No material changes to accounting policies arose as a result of these amendments

#### *(b) New and amended standards, and interpretations mandatory for the first time for the financial year beginning 1 January 2011 but not currently relevant to the Company (although they may affect the accounting for future transactions and events)*

- Amendment to IAS 32, ‘Financial instruments Presentation – Classification of rights issues’ (effective 1 February 2010 and were EU-endorsed 23 December 2009)

## HAVEN FUNDING PLC

### NOTES TO THE FINANCIAL STATEMENTS (continued) Year ended 31 December 2011

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- IFRIC 19, 'Extinguishing financial liabilities with equity instruments' (effective 1 July 2010 and were EU-endorsed 23 January 2010)
- Amendment to IFRS 1, 'First-time adoption of IFRS – Limited exemption from comparative IFRS 7 disclosures for first-time adopters' (effective 1 July 2010 and were EU-endorsed 30 June 2010)
- Amendment to IFRIC 14, 'IAS 19 – The limit on defined benefit assets, minimum funding requirements and their interaction' (effective 1 January 2011 and were EU-endorsed 19 July 2010)

*(c) New standards, amendments and interpretations issued but not yet endorsed by the EU and not effective for the financial year beginning 1 January 2011 and not early adopted*

- Amendments to IFRS 7, 'Financial instruments Disclosures' on derecognition (effective 1 July 2011)
- Amendment to IFRS 1, 'First time adoption', on fixed dates and hyperinflation (effective 1 July 2011)
- Amendment to IAS 12, 'Income taxes' on deferred tax (effective 1 January 2012)
- Amendment to IAS 1, 'Financial statement presentation' regarding other comprehensive income (effective 1 July 2012)
- Amendment to IAS 19, 'Employee benefits' (effective 1 July 2012)
- IFRS 9, 'Financial instruments' (effective 1 January 2015) addresses the classification, measurement and recognition of financial assets and financial liabilities IFRS 9 was issued in November 2009 and October 2010 It replaces the parts of IAS 39 that relate to the classification and measurement of financial instruments IFRS 9 requires financial assets to be classified into two measurement categories. those measured as at fair value and those measured at amortised cost The determination is made at initial recognition The classification depends on the entity's business model for managing its financial instruments and the contractual cash flow characteristics of the instrument For financial liabilities, the standard retains most of the IAS 39 requirements The main change is that, in cases where the fair value option is taken for financial liabilities, the part of a fair value change due to an entity's own credit risk is recorded in other comprehensive income rather than the income statement, unless this creates an accounting mismatch The Company is yet to assess IFRS 9's full impact and intends to adopt IFRS 9 no later than the accounting period beginning on or after 1 January 2013, subject to endorsement by the EU
- IFRS 10, 'Consolidated financial statements' (effective 1 January 2013) builds on existing principles by identifying the concept of control as the determining factor in whether an entity should be included within the consolidated financial statements of the parent Company The standard provides additional guidance to assist in the determination of control where this is difficult to assess The Company is yet to assess IFRS 10's full impact and intends to adopt IFRS 10 no later than the accounting period beginning on or after 1 January 2013, subject to endorsement by the EU
- IFRS 11, 'Joint arrangements' (effective 1 January 2013)

## HAVEN FUNDING PLC

### NOTES TO THE FINANCIAL STATEMENTS (continued) Year ended 31 December 2011

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- IFRS 12, 'Disclosures of interests in other entities' (effective 1 January 2013)
- IFRS 13, 'Fair value measurement' (effective 1 January 2013)
- IAS 27 (revised 2011), 'Separate financial statements' (effective 1 January 2013)
- IAS 28 (revised 2011), 'Associates and joint ventures' (effective 1 January 2013)

Except for where noted, there are no other IFRSs or IFRIC interpretations that are not yet effective that would be expected to have a material impact on the Company

#### **Critical Accounting Judgements**

The preparation of financial statements in accordance with IFRSs requires the use of certain critical accounting adjustments, these require management's judgement in applying the accounting policies. The main critical accounting judgement in preparing these financial statements is the evaluation as to whether the loans to HAs are impaired. The directors have concluded there is no such impairment in the current period.

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented unless otherwise stated.

#### **Interest**

Interest receivable on loans to HAs and interest payable on the bonds is accounted for on an accruals basis. Premiums on issue are added to the original loan or bond value and charged to the statement of comprehensive income over the expected life of the loan or bond using the effective interest rate method so that the interest receivable and interest payable, as adjusted for the amortisation of premiums, gives a constant yield to maturity.

#### **Cash and cash equivalents**

Cash and cash equivalents represent amounts on demand deposit at commercial banks.

#### **Loans to Borrowers ('Loans')**

The loans are stated at amortised cost less allowance for loan impairment. Any premium or discount on issue is added to/deducted from the nominal value of the loans and charged or credited to the statement of comprehensive income over the expected life of the loan so that the interest income as adjusted for the amortisation of premium/discount gives a constant yield to maturity. Additional loan assets are recognised in the financial statements when proceeds are drawn down by borrowers.

#### **Secured Bonds**

Secured Bonds are stated at amortised cost.

Any premium or discount on issue is added to/deducted from the nominal value of the secured bond and charged or credited to the statement of comprehensive income over the expected life of the secured bond so that the interest charge as adjusted for the amortisation of premium/discount gives a constant yield to maturity. Secured Bonds are recognised in the financial statements as a liability when the proceeds are received.

## HAVEN FUNDING PLC

### NOTES TO THE FINANCIAL STATEMENTS (continued)

Year ended 31 December 2011

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#### **Prepayment**

It is expected that each loan will run to maturity however each loan agreement provides that any borrower may at any time purchase bonds at any price and following such a purchase, the borrower is required to surrender the bonds to the issuer by way of prepayment of the borrower's loan in an amount equal to the outstanding balance of the bonds being surrendered. The loan and the equivalent bond amounts are removed from the statement of financial position.

#### **Segmental Analysis**

All operating income and expenditure is derived from activities undertaken in the United Kingdom. The Company's only activity is to provide finance to HAs. Therefore no segmental information is prepared by management.

### **3 FINANCIAL RISK MANAGEMENT**

The proceeds from the issue of the 8 125% Secured Bonds 2037, were used to make loans to HAs.

#### **Credit risk**

The Company faces credit risk on its loans to HAs which are subject to the collateral arrangements described below. The carrying value of the loans represents the maximum exposure to credit risk. No loans are past due or impaired at 31 December 2011 (£2010 none).

#### **Collateral arrangements**

The Company's credit risk is mitigated by the following factors. The loans are secured by way of a fixed charge over certain assets of the borrowers. All borrowers are subject to external regulation by the Homes and Communities Agency. Each borrower has provided a first legal mortgage over property owned or leased by the borrower to ensure that the debt is adequately serviced from the relevant assets through to maturity in the event of a default.

As the on-going cash flow from the underlying security is the key component to securing the transaction, measurement of the book value and fair value of the secured properties is not required by the transaction documentation. For this reason it would not be practical or cost effective to obtain this information on an annual basis.

Prudential Trustee Company Limited acts as the Trustee on behalf of all Secured Bond holders (the Bond Trustee), under the terms of a Trust Deed, and has the benefit of a fixed charge over certain assets of the borrowers and a floating charge over all the assets of the Company.

The Bond Trustee has the power to take control of the charged properties in certain pre-determined circumstances to protect cash flows to be used to satisfy obligations under the bonds.

#### **Liquidity risk**

To mitigate liquidity risk the Company collects capital repayments and interest coupons from borrowers four business days prior to payment to bondholders. Additionally borrowers maintain a debt service

## HAVEN FUNDING PLC

### NOTES TO THE FINANCIAL STATEMENTS (continued)

Year ended 31 December 2011

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reserve fund with the trustee of the Secured Bondholders that approximates to one year's worth of interest and capital repayments that can be drawn upon in the event of a late payment

The loan repayments by the borrowers commence four business days before 31 March 2017. The repayments are calculated on an annuity basis with the final repayments being made four business days before 30 September 2037. Interest is receivable half yearly in arrears at an amount equal to the relevant borrowers' proportionate share of all interest falling due for payment by the Company on the Secured Bonds. The maturity analysis of financial liabilities is given in note 11.

#### Interest rate risk

The interest charged on the loans to the borrowers is fixed and is equal to the interest payable on the related Secured Bonds and hence there is no cash flow risk between the receipt and payment of interest. Accordingly, the directors consider that the Company is not subject to any risk on the fluctuation of interest rates.

#### Fair value risk and market price risk

There is a fair value risk on the loans and Secured Bonds but there is no net risk. Market price risk is not expected to impact on the Company because (i) the loans and Secured Bonds are held at amortised cost in the financial statements and (ii) the Company expects to hold them until maturity.

#### Currency risk

All financial assets and liabilities are denominated in sterling and hence there is no currency risk.

#### 4 INTEREST RECEIVABLE

	2011 £	2010 £
On loans to borrowers	22,205,625	22,205,625
Amortisation of premium	(666,686)	(622,861)
	<u>21,538,939</u>	<u>21,582,764</u>

#### 5 INTEREST PAYABLE

	2011 £	2010 £
On 8 125% Secured Bonds 2037	22,205,625	22,205,625
Amortisation of premium	(666,686)	(622,861)
	<u>21,538,939</u>	<u>21,582,764</u>

## HAVEN FUNDING PLC

### NOTES TO THE FINANCIAL STATEMENTS (continued) Year ended 31 December 2011

#### 6 PROFIT BEFORE AND AFTER TAXATION ATTRIBUTABLE TO THE OWNERS OF THE PARENT

The profit before taxation is wholly attributable to the Company's principal activity, arose wholly within the United Kingdom and is stated after charging

	2011 £	2010 £
Fees paid to auditors for Annual audit of financial statements	6,490	6,300
Other services	-	-

#### 7 EMPLOYEES

There were no employees during the year other than the directors (2010 Nil) The directors received no remuneration during the period in respect of their qualifying services (2010 Nil)

#### 8 LOANS TO BORROWERS

	2011 £	2010 £
Nominal amount	273,300,000	273,300,000
Unamortised premium	23,503,159	24,169,845
Amortised cost	296,803,159	297,469,845
Premium due within one year	(702,165)	(666,686)
Non-current amortised cost	296,100,994	296,803,159

#### 9 OTHER RECEIVABLES

	2011 £	2010 £
Interest receivable	5,597,034	5,597,034
Other receivables	9,490	9,357
Prepayments	14,980	14,139
Current element of unamortised premium on loans	702,165	666,686

**HAVEN FUNDING PLC**

**NOTES TO THE FINANCIAL STATEMENTS (continued)**

**Year ended 31 December 2011**

**10 OTHER PAYABLES**

	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
Interest payable	5,597,034	5,597,034
Other payables	5,605	1,118
Accruals	24,470	23,497
Current element of unamortised premium on Secured Bonds	702,165	666,686
	<u>6,329,274</u>	<u>6,288,335</u>

**11 FINANCIAL LIABILITIES – SECURED BONDS**

	<b>2011</b>	<b>2010</b>
	<b>£</b>	<b>£</b>
8 125% Secured Bonds 2037		
Nominal amount	273,300,000	273,300,000
Unamortised premium	23,503,159	24,169,845
Amortised cost	296,803,159	297,469,845
Less premium due within one year	(702,165)	(666,686)
Non-current amortised cost	<u>296,100,994</u>	<u>296,803,159</u>

Prudential Trustee Company Limited has a fixed charge over certain assets of the borrowing HAs on behalf of the Secured Bond holders

The 8 125% Secured Bonds are listed and are repayable between 2017 and 2037 and were issued in the following tranches

	<b>Nominal Value</b>	<b>Premium</b>
	<b>£</b>	<b>£</b>
11 March 1997	48,800,000	481,168
24 June 1997	25,000,000	561,550
4 August 1997	33,000,000	1,350,129
19 November 1997	38,200,000	4,009,739
19 May 1998	11,500,000	1,920,121
25 November 1998	18,000,000	3,788,838
11 March 1999	7,000,000	2,337,545
31 May 2000	16,800,000	3,082,412
25 July 2000	9,000,000	1,404,567
6 September 2000	66,000,000	10,983,192
	<u>273,300,000</u>	<u>29,919,261</u>

## HAVEN FUNDING PLC

### NOTES TO THE FINANCIAL STATEMENTS (continued)

Year ended 31 December 2011

The net proceeds of above issues were used to make loans to the borrowing HAs of the Company

The premiums arising on the issue of the 8 125% Secured Bonds were utilised to cover the issue costs  
The remaining balance was transferred to the borrowers as follows

Premiums arising on issue of 8 125% Secured Bonds	<b>29,919,261</b>
Issue costs	<b><u>(3,160,271)</u></b>
Premiums net of issue costs transferred to borrowers	<b><u><u>26,758,990</u></u></b>

The premiums transferred to borrowers have been added to the carrying value of the loans and are amortised through the statement of comprehensive income over the period of the loans

Interest on the Bonds is payable half yearly in arrears. As from 31 March 2017, each half yearly repayment will be increased to include a capital element in order to redeem part of the principal amount of the Bonds

#### Contractual cash flows on Secured Bonds

##### 2011

	Due within one year	Due within one to two years	Due within two and five years	Due in over five years	Total 2011
Principal	-	-	-	273,300,000	273,300,000
Interest	22,205,625	22,205,625	66,616,875	309,107,119	420,135,244
<b>Total</b>	<b><u><u>22,205,625</u></u></b>	<b><u><u>22,205,625</u></u></b>	<b><u><u>66,616,875</u></u></b>	<b><u><u>582,407,119</u></u></b>	<b><u><u>693,435,244</u></u></b>

2010	Due within one year	Due within one to two years	Due within two and five years	Due in over five years	Total 2010
Principal	-	-	-	273,300,000	273,300,000
Interest	22,205,625	22,205,625	66,616,875	331,312,744	442,340,869
<b>Total</b>	<b><u><u>22,205,625</u></u></b>	<b><u><u>22,205,625</u></u></b>	<b><u><u>66,616,875</u></u></b>	<b><u><u>604,612,744</u></u></b>	<b><u><u>715,640,869</u></u></b>

## HAVEN FUNDING PLC

### NOTES TO THE FINANCIAL STATEMENTS (continued) Year ended 31 December 2011

#### 12 SHARE CAPITAL

	2011 £	2010 £
<i>Allotted and part paid</i> 50,000 ordinary shares of £1 each of which 25p per share is paid	<u>12,500</u>	<u>12,500</u>

The Company's capital comprises only its share capital which the directors consider adequate for the nature and scale of the Company's operations and the risks to which it is subject as set out in Note 3. The Company is not subject to externally imposed capital requirements.

#### 13 RECONCILIATION OF PROFIT BEFORE TAX TO CASH GENERATED FROM OPERATIONS

	2011 £	2010 £
Net profit	-	-
Adjustments for		
Interest receivable	(21,538,939)	(21,582,764)
Interest payable	21,538,939	21,582,764
Changes in working capital		
(Increase)/decrease in receivables	(973)	3,881
Increase/(decrease) in payables	5,459	(3,892)
Cash generated from/(used in) operations	<u>4,486</u>	<u>(11)</u>

#### 14 ULTIMATE PARENT COMPANY

At 31 December 2011 the Company's immediate and ultimate parent Company was Haven Funding (Holdings) Limited, a Company incorporated in the United Kingdom. Haven Funding (Holdings) Limited is the only Company to prepare consolidated financial statements which include the Company. The entire share capital of Haven (Funding) Holdings Limited is held on behalf of the underlying borrowers of Haven Funding Plc on a fiduciary basis. Copies of the group financial statements may be obtained from the Company Secretary's office c/o T H F C (Services) Limited, 4<sup>th</sup> Floor, 107 Cannon Street, London EC4N 5AF.

#### 15 FAIR VALUES OF FINANCIAL INSTRUMENTS

The fair value of the 8 125% Secured Bonds due 2037, and associated loans, as at 31 December 2011 was £412,589,928 (2010 £375,355,686). Fair value is derived from the market value of the bonds at that date.

There is no difference between the fair value and book value of all other financial assets and financial liabilities.

## HAVEN FUNDING PLC

### NOTES TO THE FINANCIAL STATEMENTS (continued) Year ended 31 December 2011

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#### 16 RELATED PARTY TRANSACTION

All administrative services are provided under a management agreement with T H F C (Services) Limited, a subsidiary of the Housing Finance Corporation Limited. The current directors are employees of T.H.F.C (Services) Limited. Management fees payable to T H F C (Services) Limited during the year amounted to £36,560.64 (2010 £45,086). Amounts due from T H F C (Services) Limited at 31 December 2011 amounted to £8,488 (2010 £8,143).

The Company has granted security in favour of Prudential Trustee Company Limited ("the Trustee") to secure the bonds and other moneys under the terms of a Trust Deed dated 11 March 1997 (as amended by supplemental agreements). Fees payable to the Trustee for the year amounted to £21,917 (2010 £20,538). Amounts due from the Trustee at 31 December 2011 amounted to £4,325 (2010 £3,967).

#### 17 TAXATION

The Company has incurred no tax liability in the current or prior year.