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Please complete in typescript,
or in bold black capitals.

Annual Return

Company Number

3230276

Company Name in full

LEEK FINANCE HOLDINGS LIMITED



* F 3 6 3 A F 1 0 *

Date of this return (See note 1)

The information in this return is made up to

Day Month Year

26 07 97

Date of next return (See note 2)

If you wish to make your next return
to a date earlier than the anniversary
of this return please show the date here.
Companies House will then send a form
at the appropriate time.

Day Month Year

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Registered Office (See note 3)

Show here the address at the date of
this return.

200 Aldersgate Street

Any change of
registered office
must be notified
on form 287.

Post town

London

County / Region

Postcode

EC1A 4JJ

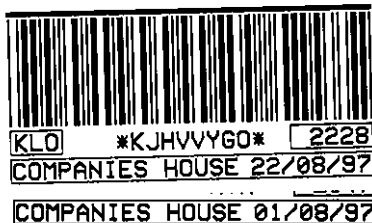
Principal business activities

(See note 4)

Show trade classification code number(s)
for the principal activity or activities.

7484

If the code number cannot be determined,
give a brief description of principal activity.



When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh

Register of members (See note 5)

If the register of members is not kept at the registered office, state here where it is kept.

Post town

County / Region

Postcode

Register of Debenture holders

(See note 6)

If there is a register of debenture holders and it is not kept at the registered office, state here where it is kept.

Post town

County / Region

Postcode

Company type (See note 7)

Public limited company

Private company limited by shares

Private company limited by guarantee without share capital

Private company limited by shares exempt under section 30

Private company limited by guarantee exempt under section 30

Private unlimited company with share capital

Private unlimited company without share capital

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x

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Please mark the appropriate box

Company Secretary (See notes 1-5)

Details of a new company secretary must be notified on form 288a.

(Please photocopy this area to provide details of joint secretaries).

Name * Style / Title

*Honours etc

Forename(s)

Surname

* Voluntary details

Previous forename(s)

Previous surname(s)

Address

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Post town

County / Region

Country

Postcode

EC1A 4JJ

Directors (continued)**Details of new directors must be notified on form 288a**

Name	* Style / Title	Mr	Day	Month	Year
	* Honours etc		Date of birth	22	09 51
	Forename(s)	Trevor			
	Surname	BAYLEY			
	Previous forename(s)				
	Previous surname(s)				
Address	Woodside				
	Clay Lake, Endon				
	Post town	Stoke on Trent			
	County / Region		Postcode	ST9 9DD	
	Country	England	Nationality	British	
Business occupation	Building Society Director				
Other directorships	see attached list				

* Voluntary details.

Name	* Style / Title	Mr	Day	Month	Year
	* Honours etc		Date of birth	11	12 34
	Forename(s)	Anthony Francis			
	Surname	RAIKES			
	Previous forename(s)				
	Previous surname(s)				
Address	Tower Mill				
	Mark Cross				
	Post town	Crowborough			
	County / Region	East Sussex	Postcode	TN6 3PL	
	Country	England	Nationality	British	
Business occupation	Director				
Other directorships	See attached list				

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Directors (continued)

Details of new directors must be notified on form 288a

Name	* Style / Title	Mr	Day	Month	Year	
	* Honours etc		Date of birth	11	01	56
	Forename(s)	Peter John				
	Surname	GREEN				
	Previous forename(s)					
	Previous surname(s)					
Address	21 Main Street					
	Heslington					
	Post town	YORK				
	County / Region	Yorkshire	Postcode	Y01 5EA		
	Country	England	Nationality	British		
	Business occupation	Building Society Executive				
	Other directorships	Mortgage Agency Services No.3 Ltd.				
	* Voluntary details.					

Name	* Style / Title		Day	Month	Year	
	* Honours etc		Date of birth			
	Forename(s)					
	Surname					
	Previous forename(s)					
	Previous surname(s)					
Address						
	Post town					
	County / Region		Postcode			
	Country		Nationality			
	Business occupation					
	Other directorships					

Directors (See notes 1-5)

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

Name	* Style / Title	Mr	Day	Month	Year	
	* Honours etc		Date of birth	22	05	51
	Forename(s)	Robin Gregory				
	Surname	BAKER				
	Previous forename(s)					
	Previous surname(s)					
Address	40 Doddinghurst Road					
<i>Usual residential address</i> must be given. In the case of a corporation, give the registered or principal office address.	Post town	Brentwood				
	County / Region	Essex	Postcode	CM15 9EH		
	Country	England	Nationality	British		
Business occupation	General Manager					
Other directorships	see attached list					
* Voluntary details.						

Name	* Style / Title		Day	Month	Year	
	* Honours etc		Date of birth			
	Forename(s)					
	Surname	SPV Management Limited				
	Previous forename(s)					
	Previous surname(s)					
Address	78 Cannon Street					
<i>Usual residential address</i> must be given. In the case of a corporation, give the registered or principal office address.	Post town	London				
	County / Region		Postcode	EC4P 5LN		
	Country	England	Nationality	British		
Business occupation						
Other directorships	See attached list					

Issued share capital (see note 9)
Enter details of all the shares in issue at the date of this return.

Class (e.g. Ordinary/Preference)	Number of shares issued	Aggregate Nominal Value (i.e. Number of shares issued multiplied by nominal value per share)
	1	£1
Totals	1	£1

List of past and present members

(Use attached schedule where appropriate)

A full list is required if one was not included with either of the last two returns.

(see note 10)

There were no changes in the period ☐

on paper in another format

A list of changes is enclosed

☐
☐

A full list of members is enclosed

☒
☐

Elective resolutions

(Private companies only)

(See note 11)

If at the date of this return an election is in force to dispense with annual general meetings, mark this box

☒


If at the date of this return an election is in force to dispense with laying accounts in general meetings, mark this box

☒

Certificate

I certify that the information given in this return is true to the best of my knowledge and belief.

Signed


CLIFFORD CHANCE SECRETARIES LIMITED

Date

1.8.97

†Please delete as appropriate.

†a director / secretary

When you have signed the return send it with the fee to the Registrar of Companies. Cheques should be made payable to **Companies House**.

This return includes

continuation sheets.

(enter number)

Please give the name, address, telephone number and, if available, a DX number and Exchange, for the person Companies House should contact if there is any query.

Clifford Chance Secretaries Limited
200 Aldersgate St
London
EC1A 4JJ
CAL/PJC X363L38.LFD Tel0171 600 1000 X 1564
DX number DX exchange

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by Laserform International Ltd.

*Please complete in typescript,
or in bold black capitals.*

List of past and present members
Schedule to form 363a, 363b

Company Number

3230276

Company Name in full

Leek Finance Holdings Limited

Number of shares or amount of stock held by existing members at date of this return.

Particulars of shares or stock transferred since the date of the last return (or in the case of the first return, since the incorporation of the company) by

- (a) persons who are still members, and
- (b) persons who have ceased to be members.

Number or
amount
currently heldNumber or
amount
Transferred

Date of registration of transfer

Remarks

Name and address

[illegible]

List of past and present members
Schedule to form 363a, 363b

Number of shares or amount of stock held by existing members at date of this return.

Particulars of shares or stock transferred since the date of the last return (or in the case of the first return, since the incorporation of the company) by

- (a) persons who are still members, and
- (b) persons who have ceased to be members.

[illegible]

OTHER DIRECTORSHIPS OF TREVOR JOHN BAYLEY

stock transferred
un for in the case of
reparation of the
members, and
members

Britannia Fund Managers Limited
Britannia Investment Managers Limited
Britannia Life Limited
Britannia Development and Management Company Limited
Mornington Information Technology Services Limited
Britannia Life Holdings Limited
Britannia Motor Insurance Services Limited
Britannia Building Society Land and Development Co.
The Mortgage Agency PLC
Britannia New Homes Limited
Britannia New Homes (Scotland) Limited
Britannia Life Association of Scotland Limited
Britannia Life Direct Limited
Britannia Lending Company Limited
Mortgage Agency Services Number One Limited
Mortgage Agency Services Number Two Limited
BL Unit Trust Managers Limited (past)
Britannia Life Managed Pension Funds Limited (past)
Britannia Las Investment Assurance Limited (past)
Britannia Las Pensions Management Limited (past)
Britannia Independent Limited (past)
Britannia Las Nominees Limited (past)
Britannia Las Direct Limited (past)
Britannia Las Unit Trust Managers Limited (past)
Britannia Las Investment Management Limited (past)

Robin G Baker - Company Directorships

Full Name Robin Gregory Baker
Residential Address 40 Doddinghurst Road
 Brentwood
 Essex CM15 9EH
Nationality British
Date of Birth 22/5/51
Business Occupation General Manager of SPV Management Limited

Company Name	Country Of Incorporation	Registration Number	Where Directorship Is No Longer Current Date Of Resignation Is Shown
Berkshire Capital Funding Limited	England	1141915	
City Mortgage Receivables 2 plc	England	3245450	
City Mortgage Receivables 3 plc	England	3245445	
City Mortgage Receivables 4 plc	England	0	
City Mortgage Receivables 5 plc	England	0	
City Mortgage Trustees 2 Limited	England	3245442	
City Mortgage Trustees 3 Limited	England	3245436	
City Mortgage Trustees 4 Limited	England	0	
City Mortgage Trustees 5 Limited	England	0	
City Place Holdings Limited	England	3261164	
City Place Purchasing Limited	England	3261160	
City Place Securitisation plc	England	3261149	
GM 1995 Limited	England	3066953	
Hippocampus Limited	Cayman Islands	66877	
Holmes Placement No.1 Limited	England	2108295	
Leek Finance Holdings Limited	England	3230376	
Leek Finance Number One Limited	England	3194820	
LGS Investments (Holdings) Limited	England	2873071	
LGS Investments plc	England	2879716	
Milk Street Investments (No.2) Limited	England	3211351	30/12/96
Milk Street Investments (No.3) Limited	Jersey	0	
Milk Street Investments Limited	England	3116591	30/12/96
Morley Funding Limited	England	3203923	
Morley Limited	England	3203925	
Omegron Limited	England	3248681	

Company Name	Country Of Incorporation	Registration Number	Where Directorship Is No Longer Current Date Of Resignation Is Shown
Parlet Investments (Jersey) Limited	Jersey	0	
Seahorse Limited	Cayman Islands	67337	
The Mortgage Corporation	England	1759546	
Thornbeam Limited	England	3196198	
TMC Funding No.3 Limited	England	2108293	
TMC Mortgage Securities No.1 plc	England	2004518	
TMC Mortgage Securities No.10 plc	England	2114947	
TMC Mortgage Securities No.11 plc	England	2124657	
TMC Mortgage Securities No.2 plc	England	2008014	
TMC Mortgage Securities No.3 plc	England	2008015	
TMC Mortgage Securities No.4 plc	England	2008016	
TMC Mortgage Securities No.5 plc	England	2072525	
TMC Mortgage Securities No.6 plc	England	2105160	
TMC Mortgage Securities No.7 plc	England	2110815	
TMC Mortgage Securities No.8 plc	England	2114946	
TMC Mortgage Securities No.9 plc	England	2111680	
TMC P.I.M.B.S. Fifth Financing plc	England	2350209	
TMC P.I.M.B.S. First Financing plc	England	2124668	
TMC P.I.M.B.S. Fourth Financing plc	England	2345925	
TMC P.I.M.B.S. plc	England	2124669	
TMC P.I.M.B.S. Second Financing plc	England	2124660	
TMC P.I.M.B.S. Seventh Financing plc	England	2346728	
TMC P.I.M.B.S. Sixth Financing plc	England	2346084	
TMC P.I.M.B.S. Third Financing plc	England	2346732	
TMC Private Placements No.1 Limited	England	2068773	
Valfond Finance arl	Jersey	0	
Zophonus Limited	Cayman Islands	66878	

Company Name	Country Of Incorporation	Registration Number	Where Directorship Is No Longer Current Date Of Resignation Is Shown
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RGB Is An Alternate Director For

ACRES (No.1) plc	England	3004102	
ACRES (No.2) plc	England	3207305	
ACRES Holdings Limited	England	2999879	
ACRES Receivables (No.1) Limited	England	30322360	
ACRES Recievables (No.2) Limited	England	0	
SPV Management Limited	England	2548079	

SPV Management Limited - Company Directorships

Company Name	Country Of Incorporation	Registration Number	Where Directorship Is No Longer Current Date Of Resignation Is Shown
ACRES (No.1) plc	England	3004102	
ACRES (No.2) plc	England	3207305	
ACRES Holdings Limited	England	2999879	
ACRES Receivables (No.1) Limited	England	30322360	
ACRES Receivables (No.2) Limited	England	0	
Berkshire Capital Funding Limited	England	1141915	
Caseband Limited	England	2682738	
Chester Asset Receivables Dealings No.1 Limited	England	59627	
Chester Asset Receivables Dealings No.2 Limited	England	59628	
City Mortgage Holdings Limited	England	3126743	
City Mortgage Receivables 1 plc	England	3126751	
City Mortgage Receivables 2 plc	England	3245450	
City Mortgage Receivables 3 plc	England	3245445	
City Mortgage Receivables 4 plc	England	0	
City Mortgage Receivables 5 plc	England	0	
City Mortgage Trustees 1 Limited	England	3126740	
City Mortgage Trustees 2 Limited	England	3245442	
City Mortgage Trustees 3 Limited	England	3245436	
City Mortgage Trustees 4 Limited	England	0	
City Mortgage Trustees 5 Limited	England	0	
City Place Holdings Limited	England	3261164	
City Place Purchasing Limited	England	3261160	
City Place Securitisation plc	England	3261149	
Curzon Collections Limited	England	2993061	
Curzon Funding No.1 Limited	England	2993364	
Curzon RT Limited	England	2993199	
Doublethermo Limited	England	3254464	
Eureka Securitisation plc	England	295902	
GESB plc	England	2883741	
GOLF (No.1) Holdings Limited	England	3091561	
Guaranteed Overseas Loan Finance (No.1) plc	England	3070478	
Hippocampus Limited	Cayman Islands	66877	

Company Name	Country Of Incorporation	Registration Number	Where Directorship Is No Longer Current Date Of Resignation Is Shown
Holmes Placement No.1 Limited	England	2108295	
Leek Finance Holdings Limited	England	3230376	
Leek Finance Number One Limited	England	3194820	
LGS Investments (Holdings) (No.2) Limited	England	3080752	
LGS Investments (Holdings) Limited	England	2873071	
LGS Investments (No.2) plc	England	3139687	
LGS Investments plc	England	2879716	
London Capital Funding Limited	England	2629568	
Milk Street Investments (No.2) Limited	England	3211351	30/12/96
Milk Street Investments Limited	England	3116591	30/12/96
Morley Funding Limited	England	3203923	
Morley Limited	England	3203925	
Offshore Energy Investments Limited	England	3066965	
Omegron Limited	England	3248681	
Rapidsolar Limited	England	3129589	
Rhein-Main No.3 (UK) Limited	England	0	
Rhein-Main No.II (UK) Limited	England	3123049	
RM Funds Limited	England	0	
Seahorse Limited	Cayman Islands	67337	
Stichting Security Trustee FIMS	Netherlands	56492	
Sunrise Trustees Limited	England	3123042	
Sunrise Trustees Limited	Netherlands	564792	
The Mortgage Corporation	England	1759546	
Thornbeam Limited	England	3196198	
TMC Funding No.3 Limited	England	2108293	
TMC Mortgage Securities No.1 plc	England	2004518	
TMC Mortgage Securities No.10 plc	England	2114947	
TMC Mortgage Securities No.11 plc	England	2124657	
TMC Mortgage Securities No.2 plc	England	2008014	
TMC Mortgage Securities No.3 plc	England	2008015	
TMC Mortgage Securities No.4 plc	England	2008016	
TMC Mortgage Securities No.5 plc	England	2072525	
TMC Mortgage Securities No.6 plc	England	2105160	
TMC Mortgage Securities No.7 plc	England	2110815	

• **Company Name**

**Country Of
Incorporation** **Registration
Number** **Where Directorship
Is No Longer Current
Date Of Resignation
Is Shown**

TMC Mortgage Securities No.8 plc	England	2114946	
TMC Mortgage Securities No.9 plc	England	2111680	
TMC P.I.M.B.S. Fifth Financing plc	England	2350209	
TMC P.I.M.B.S. First Financing plc	England	2124668	
TMC P.I.M.B.S. Fourth Financing plc	England	2345925	
TMC P.I.M.B.S. plc	England	2124669	
TMC P.I.M.B.S. Second Financing plc	England	2124660	
TMC P.I.M.B.S. Seventh Financing plc	England	2346728	
TMC P.I.M.B.S. Sixth Financing plc	England	2346084	
TMC P.I.M.B.S. Third Financing plc	England	2346732	
TMC Private Placements No.1 Limited	England	2068773	
Wenceslas Limited	England	2862984	30/05/95
Zophonus Limited	Cayman Islands	66878	

Company Name

**Country Of
Incorporation** **Registration
Number** **Where Directorship
Is No Longer Current
Date Of Resignation
Is Shown**

SPV Management Limited Is An Alternate Director For

Cardiff Automobile Receivables Securitisation (UK) No.2 plc	England	2727177
Cardiff Automobile Receivables Securitisation (UK) No.3 plc	England	2819747
CARS Trustee (No.1) Limited	England	2426271
CARS Trustee (No.2) Limited	Wales	2727179
Cloverflame Limited	England	2763060
Collateralised Mortgage Securities (Holdings) Limited	England	2316811
Cooperative Vereniging ESC Securitisation U.A.	England	14424
Domus Mortgage Finance No.1 plc	England	0
Domus Mortgage Holdings Limited	England	0
Exclusive Finance Holdings Limited	England	0
First Healthcare Operators Group Limited	England	2806909
First Leo Limited	England	2452281
Healthcare Operators Group Mortgages Limited	England	2794175
Leo 1 plc	England	2440871
Leo 2 plc	England	2452194
Leo Mortgages Limited	England	2452306
Leo Trustees Limited	England	2879957
MAC No.1 Limited	England	2165061
Marblevale Limited	England	2762951
Matron Trustees Limited	England	2949544
Northern Gas Processing Limited	England	2866642
Plymouth Funding Limited	England	2337278
Plymouth Limited	England	2343438
Residential Loan Finance Limited	England	2362037
Secured Loan Finance (Holdings) Limited	England	2336596
Securitisation Holdings No.2 Limited	England	2727195
Securitisation Holdings No.3 Limited	England	2819746
Securitized Portfolios of European Assets and Receivables	England	2772357
SONAR 1 plc	England	2949262

Company Name	Country Of Incorporation	Registration Number	Where Directorship Is No Longer Current Date Of Resignation Is Shown
SPEAR Holdings Limited	England	2772424	
SPEAR Trustee (No.1) Limited	England	2772354	
Stars 1 plc	England	2352653	
Stars 2 plc	England	2352237	
Superior TradeAble Residential Securities Limited	England	2522422	

OTHER DIRECTORSHIPS OF ANTHONY FRANCIS RAIKES

Auto Funding No.2 PLC
Auto Funding No.2 Trustee Ltd.
Blue Chip Mortgage Passthrough (No 1) Ltd
Borrower One Ltd
Cardiff Automobile Receivables Securitisation (UK) plc
Cardiff Automobile Receivables Securitisation (UK) No 2 Ltd
Cardiff Automobile Receivables Securitisation (UK) No 3 Ltd
Cars Trustee (UK) No 2 Ltd
Cars Trustee (UK) No 3 Ltd
City Mortgage Holdings Ltd.
City Mortgage Trustees No.1 Ltd.,
City Mortgage Receivables 1 plc
Cloverflame Ltd
Collateralised Mortgage Securities Holdings Ltd
Collateralised Mortgage Securities (No 1) Plc
Collateralised Mortgage Securities (No 2) Plc
Collateralised Mortgage Securities (No 3) Plc
Collateralised Mortgage Securities (No 4) Plc
Collateralised Mortgage Securities (No 5) Plc
Collateralised Mortgage Securities (No 6) Plc
Collateralised Mortgage Securities (No 7) Plc
Collateralised Mortgage Securities (No 8) Plc
Collateralised Mortgage Securities (No 9) Plc
Collateralised Mortgage Securities (No 10) Plc
Collateralised Mortgage Securities (No 11) Plc
Collateralised Mortgage Securities (No 12) Plc
Cooperatieve Vereniging ESC Securitisation UA
Crystal Castle Euro-Finance Ltd.
Doublethermo Ltd.
Drive Securities (Holdings) Ltd
Drive Securities PLC
Drive Trustee Ltd
Finance for Home Loans (4) Ltd
Financial Receivable Holdings Ltd.

First Healthcare Operators Group Ltd
First Leo Ltd
GESB plc
GM 1995 Ltd
Golf (No. 1) Holdings Ltd
Guaranteed Overseas Loan Finance (No. 1) Plc
Healthcare Operators Group 1 plc
Healthcare Operators Group Mortgages Ltd
Healthcare Operators Group Trustees Ltd
Homeloans (No.1) plc
Homeloans (No.2) plc
Homeloans (No.3) plc
Homer Finance (No 1) Plc
Homer Finance (No 2) Plc
LAB Investments Plc
LAB Investments (Holdings) Ltd
Leo 1 PLC
Leo 2 PLC
Leo 3 Ltd.
Leo 4 Ltd.
Leo Mortgages Ltd
Leo Trustees Ltd
LGS Investments (Holdings) (No.2) Ltd.
LGS Investments (No.2) plc
MAC No.1 Ltd.
Marblevale Ltd
Matron Trustees Ltd
MBRF Trustee Ltd
Mont Blanc Receivables Financing Ltd
Mortgage Funding Corporation plc
NHL Fourth Funding Corporation Plc
NHL (2) Securities Plc
Northern Gas Processing Ltd
Plymouth Ltd
Plymouth Funding Ltd
RapidSolar Ltd.
Residential Loan Finance Ltd
Rhein-Main No 3 (U.K.) Ltd

Rhein-Main No 11 (U.K.) Ltd.
RM Funds Ltd
RT One Ltd
RT Securitisations Ltd
Secured Loan Finance (Holdings) Ltd
Securitisation Holdings No 2 Ltd
Securitisation Holdings No 3 Ltd
Securitized Portfolio of European Assets & Receivables Ltd
Sonar 1 plc
Sonar 2 plc
SPEAR Holdings Ltd
SPEAR Trustees (No 1) Ltd
SPV Management Ltd
STARS 1 PLC
STARS 2 PLC
Sunrise Trustees Ltd.
Superior Tradeable Residential Securities Ltd
Trustee Resources Ltd
Valfond Finance arl

PAST DIRECTORSHIPS

Asset Entertainment Ltd
Cardiff Automobile Receivables Securitisation (UK) PLC
Cars Trustee (UK) Ltd
Financial Receivables for Securitised Transactions No 1 PLC
Financial Receivables for Securitised Transactions No 2 Ltd
Financial Receivables for Securitised Transactions No 3 Ltd
Financial Receivables for Securitised Transactions No 4 Ltd
Financial Receivables Holdings Ltd
Financial Receivables Trustees Ltd
Financial Receivables Trustees No 2 Ltd
Financial Receivables Trustees No 3 Ltd
Financial Receivables Trustees No 4 Ltd
FIRST Private Financing No 1 Plc
FIRST Private Financing Trustees No 1 Ltd
MAES Holdings Ltd
Securitisation Holdings Ltd
Secured Loan Finance No 1 PLC

Smurfit Corrugated (UK) Ltd.

TOPS Series XVIII Holdings (UK) Ltd

TOPS Series XVIII Containers Holdings Ltd