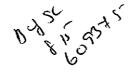


Please complete in typescript, or in bold black capitals.



363a

Annual Return

Company Number

3303807

Company	Name	in full
---------	------	---------

Company Name in full	raragon Holdings Group Limited
	•

* F363AD40 *

Date of this return (See note 1) The information in this return is made up to

Day	Month	Year
13	01	1999

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
13	01	2000

Registered Office(See note 3) Show here the address at the date of this return.

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

Post town

County / Region

Postcode

ST CATHERINE'S COURT	
HERBERT ROAD	**************************************
SOLIHULL	
B91 3QE	

Principal business activities

(See note 4)

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

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

7499]	
		"



Form revised March 1995

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

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB for companies registered in Scotland DX 235 Edinburgh

Page 1

Register of n						
If the register of mer registered office, sta						
•						
		Post town				
	,	County / Region			Postcode	
Register of E	Debenti	are holders	(
If there is a register and it is not kept at						
state here where it is		ou omoo,				
		Post town				
	(County / Region			Postcode	
Company typ	je (See n	ote 7)				
Public limited company	/					
Private company limite	d by shares		Х			
Private company limite share capital	d by guarant	ee without				
Private company limite section 30	d by shares	exempt under	Plea	ase mark the	appropriate box	
Private company limite	d by guarant	ee exempt				
under section 30						
Private unlimited comp	any with sha	are capital				
Private unlimited comp	any without	share capital				
Company Se	cretary	(see notes 1-5)	Details of a new compar	ny secretary	must be notifie	ed on form 288a.
(Please photocopy this area to provide	Name	* Style / Title	MR		*Honours etc	BA, FCA
details of joint secretaries).		Forename(s)	JOHN GRIGOR			
		Surname	GEMMELL			
* Voluntary details.	Previo	ous forename(s)				
	Previ	ous surname(s)				
	Address		ST CATHERINE'S COURT			
	, wai 633					
Usual residenti address must be			HERBERT ROAD			
given. In the case	of a	Post town	SOLIHULL	· · · · · · · · · · · · · · · · · · ·		
corporation, give t registered or princ office address.		County / Region	WEST MIDLANDS		Postcode	B91 3QE
onice address.		Country	ENGLAND			

Directors (see note		Details of new directors r	nust be notified on form 2	288a	
	in alphabetical order.	MR			
Nan	ne * Style / Title	MIL	٦	Day Month	Year
	* Honours etc	BA, FCA	Date of birth	22 02	1954
	Forename(s)	JOHN GRIGOR		- A - A - A - A - A - A - A - A - A - A	
	Surname	GEMMELL			
	Previous forename(s)				
	Previous surname(s)				
Add	iress	ST CATHERINE'S COURT, HI	ERBERT ROAD		
Usual residential					
address must be given. In the case of		SOLIHULL			
corporation, give the registered or principa		WEST MIDLANDS	Postcode	B91 3QE	
office address.	Country	ENGLAND	Nationality	BRITISH	
Bus	siness occupation	GROUP COMPANY SECRETA	ARY		
Oth	er directorships	See attached list			
* Voluntary details.					
·					
Nar	ne * Style / Title	MR	_	Day Month	Year
	* Honours etc		Date of birth	13 01	1958
	Forename(s)	NICHOLAS			
	Surname	KEEN			
	Previous forename(s)		and the side of the Control of the C		
	Previous surname(s)				
Ado	Iress	ST CATHERINE'S COURT, H	ERBERT ROAD		
Usual residential address must be					
given. In the case of corporation, give the	Post town	SOLIHULL			
registered or principation office address.	al County / Region	WEST MIDLANDS	Postcode	B91 3QE	
	Country	ENGLAND	Nationality	BRITISH	
Bus	siness occupation	DIRECTOR			
Oth					
	er directorships	See attached list	a Palva Maria a Pri		

Directors (see			Details of new directors	Illust be libtilied on lollin	200a.		
Please list direct	_		MR				
	Name	* Style / Title		1	Day	Month	Year
		* Honours etc		Date of birth	20	09	1958
		Foreneme(s)	RICHARD DOMINIC	- 10 · 10 · 10 · 10 · 10 · 10 · 10 · 10			
		Surname	SHELTON				
	Prev	vious forename(s)					
	F	Previous surname					
	Address		ST CATHERINE'S COURT, H	IERBERT ROAD			
Usual resident	tial						
address must be given. In the case	ре	Post town	SOLIHULL				
corporation, give registered or prir	the	County / Region	WEST MIDLANDS	Postcode	B91 30	ΩE	
office address.	Юри	Country	ENGLAND				
	National	lity	BRITISH				
	Busines	s occupation	SOLICITOR				
	Other di	rectorships	See attached list				
	Name	* Style / Title			Day	Month	Year
		* Honours etc		Date of birth			
		Forename(s)	100				
		Surname					
	Pre	vious forename(s)					
	į	Previous surname					
	Addroce						1
	Address	;			· · ·	~	·
Usual residen		i					
Usual residen address must be given. In the cas	<i>tial</i> be e of a	Post town					
Usual residen address must k given. In the cas corporation, give registered or prin	<i>tial</i> pe e of a e the			Postcode			
Usual residen address must be given. In the cas corporation, give	<i>tial</i> pe e of a e the	Post town		Postcode			
Usual residen address must be given. In the cas corporation, give registered or prin office address.	<i>tial</i> pe e of a e the	Post town County / Region Country		Postcode			
Usual residen address must be given. In the cas corporation, give registered or prin office address.	tial pe e of a the ncipal National	Post town County / Region Country		Postcode			
Usual residen address must be given. In the cas corporation, give registered or prin office address.	tial pe e of a e the ncipal National	Post town County / Region Country		Postcode			
Usual residen address must be given. In the cas corporation, give registered or prin office address.	tial pe e of a e the ncipal National	Post town County / Region Country lity s occupation		Postcode			

Other relevant directorships Company Number 3303807 Paragon Holdings Group Limited **Company Name** GEMMELL JOHN GRIGOR **Directors Name** COLLATERALISED MORTGAGE SECURITIES (NO 1) PLC † Other directorships COLLATERALISED MORTGAGE SECURITIES (NO 2) PLC COLLATERALISED MORTGAGE SECURITIES (NO 3) PLC Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office COLLATERALISED MORTGAGE SECURITIES (NO 4) PLC on the usual residential line Give previous forenames or surname(s) except: for a married woman, the name by which she was known before marriage need not be given. COLLATERALISED MORTGAGE SECURITIES (NO 5) PLC - for names not used since the age of 18 or for at A peer or individual known by a title may state the title COLLATERALISED MORTGAGE SECURITIES (NO 6) PLC instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded COLLATERALISED MORTGAGE SECURITIES (NO 7) PLC Other directorships. HOMELOANS (NO 1) PLC Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years. You may exclude a company which either is, or at all HOMELOANS (NO 2) PLC times during the past five years when the person concerned was a director, was HOMELOANS (NO 3) PLC - a parent company which wholly owned the company - another wholly owned subsidiary of the same parent HOMER FINANCE (NO 2) PLC HOMER FINANCE (NO 3) PLC NHL (3) SECURITIES PLC PARAGON CAR FINANCE LIMITED PARAGON FINANCE HOLDINGS LIMITED PARAGON FINANCE PLC

PARAGON MORTGAGES LIMITED

† Directors only.

NOTES

least 20 years

- dormant

company.

	Other relevant directorship	s
Company Number		
	Paragon Holdings Group Limited	7
Directors Name	GEMMELL JOHN GRIGOR	
† Directors only. † Other directorships	PARAGON PERSONAL FINANCE LIMITED PARAGON SECOND FUNDING LIMITED]]
NOTES	PARAGON VEHICLE CONTRACTS LIMITED	 _]
Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scotlish firm, show the name on surname line and registered or principal office on the usual residential line.	UNIVERSAL CREDIT LIMITED]]
Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given.	UNIVERSAL GREDIT LIMITED	<u>ا</u> ٦
- for names not used since the age of 18 or for at least 20 years]
A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded to it.		
Other directorships. Give the name of every company incorporated in Great		
Britain of which the person concerned is a director or has been a director at any time in the past five years.		_
You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was	^	
- dormant		٦
 a parent company which wholly owned the company making the return, or 		_
 another wholly owned subsidiary of the same parent company. 		
		_
		_

Other relevant directorships Company Number 3303807 Paragon Holdings Group Limited Company Name KEEN NICHOLAS **Directors Name** BLUE CHIP MORTGAGE PASSTHROUGH (NO 1) LIMITED † Other directorships COLLATERALISED MORTGAGE SECURITIES (NO 1) PLC COLLATERALISED MORTGAGE SECURITIES (NO 11) PLC Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office COLLATERALISED MORTGAGE SECURITIES (NO 12) PLC on the usual residential line. Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given. COLLATERALISED MORTGAGE SECURITIES (NO 2) PLC - for names not used since the age of 18 or for at A peer or individual known by a title may state the title COLLATERALISED MORTGAGE SECURITIES (NO 3) PLC instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded COLLATERALISED MORTGAGE SECURITIES (NO 4) PLC Other directorships. COLLATERALISED MORTGAGE SECURITIES (NO 5) PLC Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years. COLLATERALISED MORTGAGE SECURITIES (NO 6) PLC You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was COLLATERALISED MORTGAGE SECURITIES (NO 7) PLC - a parent company which wholly owned the company COLLATERALISED MORTGAGE SECURITIES (NO 8) PLC - another wholly owned subsidiary of the same parent COLLATERALISED MORTGAGE SECURITIES (NO 9) PLC FINANCE FOR PEOPLE (NO. 4) PLC HERBERT (1) PLC HERBERT (2) PLC HERBERT (3) PLC

HERBERT (4) PLC

† Directors only.

NOTES

least 20 years

- dormant

company

Other relevant directorships Company Number 3303807 Paragon Holdings Group Limited **Company Name KEEN NICHOLAS Directors Name** HERBERT (8) PLC † Other directorships HOMELOANS (NO 1) PLC HOMELOANS (NO 2) PLC Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office HOMELOANS (NO 3) PLC on the usual residential line. Give previous forenames or surname(s) except: for a married woman, the name by which she was known before marriage need not be given. HOMELOANS DIRECT FUNDING PLC - for names not used since the age of 18 or for at A peer or individual known by a title may state the title HOMER FINANCE (NO 1) PLC instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded HOMER FINANCE (NO 2) PLC Other directorships. HOMER FINANCE (NO 3) PLC Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years. You may exclude a company which either is, or at all times during the past five years when the person MORLEY FUNDING LIMITED concerned was a director, was MORLEY LIMITED - a parent company which wholly owned the company - another wholly owned subsidiary of the same parent NHL (2) PLC **NHL (2) SECURITIES PLC** NHL (3) SECURITIES PLC NHL REVERSIONS LTD PARAGON CAR FINANCE LIMITED PARAGON FINANCE HOLDINGS LIMITED

PARAGON FINANCE PLC

† Directors only.

NOTES

least 20 years

- dormant

company.

	Other relevant directorships
Company Number	3303807
Company Name	Paragon Holdings Group Limited
5 '	KEEN NICHOLAS
Directors Name	REEN NICHOLAS
† Directors only. † Other directorships	PARAGON MORTGAGES LIMITED
	PARAGON PERSONAL FINANCE LIMITED
NOTES	PARAGON SECOND FUNDING LIMITED
Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scotlish firm, show the	PARAGON SECOND FUNDING LIVITED
name on surname line and registered or principal office on the usual residential line.	PARAGON VEHICLE CONTRACTS LIMITED
Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given.	RESIDENTIAL LOAN FINANCE LIMITED
- for names not used since the age of 18 or for at least 20 years	RESIDENTIAL EGANT INANGE CINITED
A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was	THE PARAGON GROUP OF COMPANIES PLC
known before he or she adopted the title or preceded to it.	UNIVERSAL CREDIT LIMITED
Other directorships.	
Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.	
You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was	
- dormant	
 a parent company which wholly owned the company making the return, or 	
 another wholly owned subsidiary of the same parent company. 	
	·

,

	Other relevant directorships
Company Number	3303807
Company Name	Paragon Holdings Group Limited
Directors Name	SHELTON RICHARD DOMINIC
† Directors only. † Other directorships	BLUE CHIP MORTGAGE PASSTHROUGH (NO 1) LIMITED
	COLLATERALISED MORTGAGE SECURITIES (NO 1) PLC
NOTES	COLLATERALISED MORTGAGE SECURITIES (NO 11) PLC
Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office	
on the usual residential line. Give previous forenames or surname(s) except:	COLLATERALISED MORTGAGE SECURITIES (NO 12) PLC
 for a married woman, the name by which she was known before marriage need not be given. 	COLLATERALISED MORTGAGE SECURITIES (NO 2) PLC
- for names not used since the age of 18 or for at least 20 years	
A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded	COLLATERALISED MORTGAGE SECURITIES (NO 3) PLC
to it.	COLLATERALISED MORTGAGE SECURITIES (NO 4) PLC
Other directorships.	
Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.	COLLATERALISED MORTGAGE SECURITIES (NO 5) PLC
You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was	COLLATERALISED MORTGAGE SECURITIES (NO 6) PLC
- dormant	COLLATERALISED MORTGAGE SECURITIES (NO 7) PLC
 a parent company which wholly owned the company making the return, or 	
 another wholly owned subsidiary of the same parent company. 	COLLATERALISED MORTGAGE SECURITIES (NO 8) PLC
	COLLATERALISED MORTGAGE SECURITIES (NO 9) PLC
	FINANCE FOR PEOPLE (NO. 4) PLC
	HERBERT (1) PLC
	HERBERT (10) PLC
	HERBERT (2) PLC
	HERBERT (3) PLC

•	Other relevant directorships			
Company Number	3303807			
Company Name	Paragon Holdings Group Limited			
Directors Name	SHELTON RICHARD DOMINIC			
† Directors only. † Other directorships	HERBERT (4) PLC			
	HERBERT (5) PLC			
NOTES	HERBERT (6) PLC			
Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.	HERBERT (7) PLC			
Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given.	HERBERT (8) PLC			
- for names not used since the age of 18 or for at least 20 years				
A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded	HERBERT (9) PLC			
to it.	HOMELOANS (NO 1) PLC			
Other directorships. Give the name of every company incorporated in Great Britain of which the person concerned is a director or concerned in the person concerned in the per	HOMELOANS (NO 2) PLC			
has been a director at any time in the past five years. You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was	HOMELOANS (NO 3) PLC			
- dormant - a parent company which wholly owned the company	HOMELOANS DIRECT FUNDING PLC			
another wholly owned subsidiary of the same parent company.	HOMER FINANCE (NO 1) PLC			
	HOMER FINANCE (NO 2) PLC			
	HOMER FINANCE (NO 3) PLC			
	MORLEY FUNDING LIMITED			
	MORLEY LIMITED			
	NHL (2) PLC			
	NHL (2) SECURITIES PLC			

	Other relevant directorships
Company Nun	mber 3303807
Company Na	ame Paragon Holdings Group Limited
Directors Na	ame SHELTON RICHARD DOMINIC
† Directors only. † Other directors	NHL (3) SECURITIES PLC
	NHL REVERSIONS LTD
NOTES	PARAGON CAR FINANCE LIMITED
Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.	
Give previous forenames or surname(s) except: - for a married woman, the name by which she was known before marriage need not be given.	PARAGON FINANCE PLC
- for names not used since the age of 18 or for at least 20 years	
A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded	PARAGON MORTGAGES LIMITED
to it.	PARAGON PERSONAL FINANCE LIMITED
Other directorships.	
Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.	PARAGON SECOND FUNDING LIMITED
You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was	PARAGON VEHICLE CONTRACTS LIMITED
dormant a parent company which wholly owned the company making the return, or	PLYMOUTH FUNDING LIMITED
- another wholly owned subsidiary of the same parent company.	PLYMOUTH LIMITED
	RESIDENTIAL LOAN FINANCE LIMITED
	UNIVERSAL CREDIT LIMITED

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 ORDINARY	2	£ 2		
	Totals	2	£ 2.00		
List of past and present members (Use attached schedule where appropriate) A full list is required if one was not	There were no changes in the period				
included with either of the last two returns. (see note 10)	A list of changes is encl	on pape	r in another format		
	A full list of members is enclosed X				
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 retu laying acc	ırn an election is in force ounts in general meeting	to dispense with gs, mark this box		
Certificate	I certify that the informa knowledge and belief.	ntion given in this return is	s true to the best of my		
Signed		Dat	e 13.1.99		
† Please delete as appropriate.	† a -directo r/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 include	es (enter number)	continuation sheets.		
Please give the name, address, telephone number, and if available, a DX number and Exchange, for	MISS EMMA LAPTHORNE, THE PARAGON GROUP OF COMPANIES, ST CATHERINE'S COURT, HERBERT				
the person Companies House should contact if there is any query.	ROAD, SOLIHULL, WEST MIDLANDS, 891 3QE Tel 0121 712 2077				
	DX number	DX exchange			



Please complete in typescript, or in bold black capitals.

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

Company Number	3303807			
Company Name in full Name and address	Paragon Holdings Group Limited			
	Number of shares or stock transferred since or amount of the date of the last return (or in the case of the stock held by first return, since the incorporation of the existing members company) by at date of this (a) persons who are still members, and return. (b) persons who have ceased to be members. Number or Number or Date of amount amount registration currently held Transferred of transfer Remarks			
E PARAGON GROUP OF COMPANIES PLC CATHERINE'S COURT, HERBERT ROAD, LIHULL, WEST MIDLANDS, B91 3QE, ENGLAND	£1 Ordinary 2			