

Please complete in typescript,
or in bold black capitals.

Annual Return

CHFP010

Company Number

3599748

Company Name in full

Southern Pacific Funding 3 Limited

Date of this return

The information in this return is made up to

Day Month Year

1 7 0 7 2 0 0 4

Date of next return

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

Registered Office

Show here the address at the date of this return.

125 Kensington High Street

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

Post town

London

County / Region

UK Postcode

W8 5PA

Principal business activities

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

6523

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

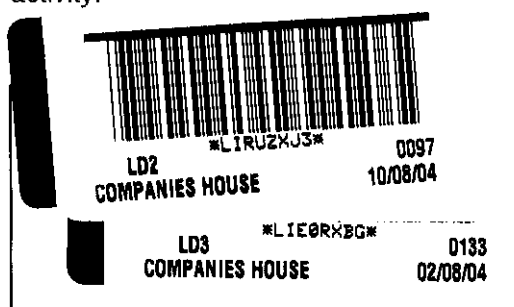
When you have completed and signed the form please send it to the Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF14 3UZ
for companies registered in England and Wales

DX 33050 Cardiff

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

DX 235 Edinburgh



Register of members

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

10 UPPER BANK STREET

 Post town LONDON

 County / Region _____ UK Postcode E14 5JJ.

Register of Debenture holders

If there is a register of debenture holders, or a duplicate of any such register or part of it, which is not kept at the registered office, state where it is kept.

Post town _____

 County / Region _____ UK Postcode _____

Company type

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

<input type="checkbox"/>
<input checked="" type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>
<input type="checkbox"/>

Please tick the appropriate box

Company Secretary

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

* Voluntary details.

If a partnership give the names and addresses of the partners or the name of the partnership and office address.

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

Name

* Style / Title

Forename(s)

Surname

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

Clifford Chance Secretaries Limited

10 Upper Bank Street

Post town London

County / Region

UK Postcode E14 5JJ

Country

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

Name * Style / Title Mr

Directors In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name.

Day Month Year
Date of birth 0 3 0 7 1 9 5 6

Forename(s) Stuart Gilbert

Surname Aitken

Address 6 Haven Court, Berrylands

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

Post town Surbiton

County / Region Surrey UK Postcode KT5 8JF

Country England Nationality British

Business occupation ~~Professional~~ Director

* Voluntary details.

Name * Style / Title Mr

Directors In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name.

Day Month Year
Date of birth 1 3 0 6 1 9 5 0

Forename(s) William Edward

Surname Cherry

Address 8 Gordon Place

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

Post town London

County / Region UK Postcode W8 4JD

Country England Nationality American

Business occupation Analytical Lender/Banker / DIRECTOR

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

Name * Style / Title | Ms

Directors In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name.

 Day Month Year
 Date of birth | 2 | 7 | 1 | 2 | 1 | 9 | 6 | 1

Forename(s) | Angela Sarah Mary

Surname | Davies

Address | 4 Parklands Grove

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

Post town | Isleworth

County / Region | Middlesex UK Postcode | TW7 5DD

Country | England Nationality | British

Business occupation | ~~Professional~~ Director

* Voluntary details.

Name * Style / Title | Mr

Directors In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name.

 Day Month Year
 Date of birth | 2 | 3 | 1 | 2 | 1 | 9 | 6 | 7

Forename(s) | George McLennan

Surname | Fraser

Address | 57 Chipstead Street

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

Post town | London

County / Region | UK Postcode | SW6 3SR

Country | Nationality | Australian

Business occupation | Executive Director

Directors

Please list directors in alphabetical order.

Details of new directors must be notified on form 288a

Directors In the case of a director that is a corporate or a Scottish firm, the name is the corporate or firm name.

Name	* Style / Title	Mr	
		Day	Month
		Year	
Date of birth		0	2
		1	2
		1	9
		5	8
Forename(s)	John Matthew		
Surname	Prust		
Address	63 High View		
Post town	Pinner		
County / Region	Middlesex	UK Postcode	HA5 3PE
Country	England	Nationality	British
Business occupation	Professional Director		

* Voluntary details.

Name	* Style / Title	Mr	
		Day	Month
		Year	
Date of birth		0	7
		0	2
		1	9
		6	3
Forename(s)	Andrew Christopher		
Surname	Townsend		
Address	2 Stopps Orchard, Monks Risborough		
Post town	Princes Risborough		
County / Region	Buckinghamshire	UK Postcode	HP27 9JB
Country	England	Nationality	British
Business occupation	Professional Director		

Issued share capital

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, or total amount of stock)
Ordinary	2	£2.00
Totals	2	2.00

List of past and present shareholders

(use attached schedule where appropriate)

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

There were no changes in the period

☒

on paper

in another format

A list of changes is enclosed

☐☐

A full list of shareholders is enclosed

☒☐**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

M-K

Authorised Signatory

Date

1 AUGUST 2004

† 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

1

continuation sheets.

(enter number)

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

Clifford Chance Secretaries Limited, 10 Upper Bank

Street, London, E14 5JJ, England

Tel: 020 7006 1000

Tel Fax: 020 7006 5555

DX number 606

DX exchange London

List of past and present shareholders Schedule to form 363a

CHFP010

Company Number | 3599748

Company Name in full | Southern Pacific Funding 3 Limited

- Changes to shareholders particulars or details of the amount of stock or shares transferred must be completed each year
- You must provide a "full list" of all the company shareholders on:
 - The company's first annual return following the incorporation;
 - Every third annual return after a full list has been provided
- List the company shareholders in alphabetical order or provide an index
- List joint shareholders consecutively

Shareholders' details	Class and number of shares or amount of stock held	Class and number of shares or amount of stock transferred <i>(if appropriate)</i>	Date of registration of transfer
Name Southern Pacific Mortgage Limited Address 125 Kensington High Street, London, England UK postcode W8 5PA	£1.00 Ordinary Shares Held 2		
Name Address UK postcode			
Name Address UK postcode			