Company Registration No: 3696179

PARAGON MORTGAGES (No. 1) PLC

Report and Financial Statements

Year ended 30 September 2001

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COMPANIES HOUSE 30/01/02

DIRECTORS' REPORT

The directors present their annual report and the audited financial statements for the year ended 30 September 2001.

ACTIVITIES AND FUTURE PROSPECTS

The principal activity of the company is the provision of mortgage loans secured by first charges over residential properties within the United Kingdom. The directors consider that the company has performed satisfactorily and will continue to do so given the prevailing economic climate.

RESULTS

The results for the year are shown in the profit and loss account on page 5.

No interim dividend was paid during the year (2000: £nil per share). The directors propose a final dividend of £120,000 (2000: £nil). The retained profit of £20,000 (2000: £nil) has been transferred to reserves.

DIRECTORS

The directors throughout the year, unless otherwise noted, were :-

R D Shelton

N Keen

J G Gemmell

A Mehmet

A F Raikes

N Keen is a director of the ultimate parent company, The Paragon Group of Companies PLC. Accordingly, his interests in shares of group companies are disclosed in that company's directors' report.

R D Shelton, J G Gemmell and A Mehmet are employees of The Paragon Group of Companies PLC, and had beneficial interests in the ordinary share capital of that company under share option schemes as follows:

Director	Options at 30 September 2000	Options granted in the year	Options exercised in the year	Options lapsed / cancelled in the year	Options at 30 September 2001
R D Shelton	275,263	-	-	-	275,263
J G Gemmell	354,620	-	85,793	-	268,827
A Mehmet	240,170	-	52,140	-	188,030

At 30 September 2001 J G Gemmell beneficially held 937 ordinary shares (2000: 937) in that company.

No other director had any interest in the shares of the Company or of other group companies either during or after the end of the year. None of the directors had any interest either during or at the end of the year in any material contract or arrangement with the company. None of the directors had a service contract with the company.

PARAGON MORTGAGES (No. 1) PLC

DIRECTORS' REPORT (continued)

CREDITOR PAYMENT POLICY

The company agrees terms and conditions with its suppliers. Payment is then made on the terms agreed, subject to the appropriate terms and conditions being met by the supplier. The trade creditor days figure has not been stated as the measure is not appropriate to the business.

AUDITORS

Deloitte & Touche have expressed their willingness to continue in office as auditors. A resolution for the reappointment of Deloitte & Touche as auditors of the company is to be proposed at the forthcoming Annual General Meeting.

Approved by the Board of Directors and signed on behalf of the Board

J G Gemmell

Secretary

23 January 2002

PARAGON MORTGAGES (No. 1) PLC

STATEMENT OF DIRECTORS' RESPONSIBILITIES

in relation to Financial Statements

The directors are required by the Companies Act 1985 to prepare financial statements for each financial year which give a true and fair view of the state of affairs of the company as at the end of the financial year and of the profit or loss for the financial year. As required, in the absence of any circumstances which would make it inappropriate, the financial statements have been prepared on a going concern basis.

The directors consider that in preparing the financial statements (on pages 5 to 18), the company has used appropriate accounting policies, consistently applied and supported by reasonable and prudent judgements and estimates, and that all accounting standards which they consider to be applicable have been followed.

The directors have responsibility for ensuring the company keeps accounting records which disclose with reasonable accuracy the financial position of the company and which enable them to ensure that the financial statements comply with the Companies Act 1985.

The directors have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the company and to prevent and detect fraud and other irregularities.

PARAGON MORTGAGES (No. 1) PLC

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF PARAGON MORTGAGES (No. 1) PLC

We have audited the financial statements of Paragon Mortgages (No 1) Plc for the year ended 30 September 2001 which comprise the profit and loss account, the balance sheet and the related notes 1 to 14. These financial statements have been prepared under the accounting policies set out therein.

Respective responsibilities of directors and auditors

As described in the statement of directors' responsibilities, the company's directors' are responsible for the preparation of financial statements in accordance with applicable United Kingdom law and accounting standards. Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and auditing standards.

We report to you our opinion as to whether the financial statements give a true and fair view and are properly prepared in accordance with the Companies Act 1985. We also report if, in our opinion the directors' report is not consistent with the financial statements, if the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and transactions with the company is not disclosed.

We read the directors' report for the above year and consider the implications for our reports if we become aware of any apparent misstatements.

Basis of opinion

We conducted our audit in accordance with United Kingdom auditing standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and judgements made by the directors in the preparation of the financial statements, and of whether the accounting policies are appropriate to the company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit so as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the financial statements.

Opinion

In our opinion, the financial statements give a true and fair view of the state of the company's affairs as at 30 September 2001 and of its profit for the year then ended and have been properly prepared in accordance with the Companies Act 1985.

Deloitte & Touche

Chartered Accountants and Registered Auditors

Colmore Gate

2 Colmore Row

Birmingham

B3 2BN

► January 2002

PROFIT AND LOSS ACCOUNT

Year o	ended	30	September	2001
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Note	2001 £'000	2000 £'000
	11,183	11,912
2	1,978	2,036
	13,161	13,948
3	(11,184)	(12,203)
	1,977	1,745
	43	37
	2,020	1,782
	(1,880)	(1,782)
5	140	-
	-	-
	140	_
6	(120)	
	20	
	2 3	Note £'000 11,183 2 1,978 13,161 3 (11,184) 1,977 43 2,020 (1,880) 5 140 140 6 (120)

STATEMENT OF MOVEMENT IN SHAREHOLDERS' FUNDS	£'000	£'000
Profit attributable to shareholders	140	-
Dividends	(120)	-
Net movement in shareholders' funds	20	
Opening shareholders' funds	13	13
Closing shareholders' funds	33	13

All material activities derive from continuing operations.

There are no recognised gains or losses other than the profit for the current year and result for the preceding year.

BALANCE SHEET

30 September 2001			2001		2000
	Note	£'000	£'000	£'000	£'000
ASSETS EMPLOYED					
FIXED ASSETS					
Loans to customers	7	139,169		150,154	
Investments - group companies	8	20,676		21,470	
			159,845		171,624
CURRENT ASSETS					
Debtors falling due within one year	9	519		669	
Investments		6,500		3,049	
Cash at bank and in hand		3,348		6,693	
	_		10,367		10,411
		_	170,212	_	182,035
FINANCED BY		=		_	
SHAREHOLDERS' FUNDS					
Called up share capital	10	13		13	
Profit and loss account	11	20		-	
	_	33	•	13	
Non-equity shareholders' funds	_		33		13
CREDITORS					
Amounts falling due within one year	12		4,120		4,762
Amounts falling due after more than one year	12	_	166,059		177,260
			170,212	_	182,035

These financial statements were approved by the Board of Directors on 23 January 2002.

Signed on behalf of the Board of Directors.

R D Shelton Director

Year ended 30 September 2001

1. ACCOUNTING POLICIES

The financial statements are prepared in accordance with applicable accounting standards. The particular accounting policies adopted are described below.

Accounting Convention

The financial statements are prepared under the historical cost convention.

Loans to Customers

Mortgage loans are stated at cost less provision for diminution in value after taking into account the existence of insurances, guarantees and indemnities. Cashbacks and discounts are amortised over the penalty interest periods of the related mortgages.

Current assets - Investments

Balances shown as current asset investments in the balance sheet comprise short-term deposits with banks with maturities of not more than 90 days and more than 7 days.

Funding Costs

Initial costs incurred in arranging funding facilities are amortised over the period of the facility Unamortised initial costs are deducted from drawdowns on the bank loan facility. Costs amortised during the period are included with interest payable.

Financial Instruments

Derivative instruments utilised by the Company comprise interest rate swap and interest rate cap agreements. The Company does not enter into speculative derivative contracts. All such instruments are used for hedging purposes to alter the risk profile of the existing underlying exposure of the company in line with the Group's risk management policies. Amounts payable or receivable in respect of interest rate swaps are recognised as adjustments to interest expense over the period of the contracts.

Transactions with other group companies

The company has taken advantage of the exemption granted by Financial Reporting Standard 8 - 'Related Party Disclosures' and does not therefore provide details of transactions with other group companies.

Year ended 30 September 2001

2. OTHER INTEREST RECEIVABLE

Other interest receivable includes £1,570,204 (2000: £1,619,452) in respect of interest received on loans to other group companies which are not subsidiaries of the company.

3. INTEREST PAYABLE AND SIMILAR CHARGES

	2001 £'000	2000 £'000
Asset backed loan notes	10,144	11,423
Interest on fee letter	104	147
Interest rate swap	15	(291)
Subordinated loan interest	463	475
Amortised issue costs	458	449
	11,184	12,203

4. DIRECTORS AND EMPLOYEES

Directors' remuneration from the company during the year is stated in note 5.

There were no other employees during either current or preceding year.

5. OPERATING PROFIT

	£'000	£'000
Operating profit is after charging:		
Directors' fees	5	5
Auditors' remuneration - audit services	6	6

6. **DIVIDEND**

No interim dividend was paid during the year (2000: £ nil), A final dividend of £0.05 per preference share and £1,175.05 per ordinary share is proposed (2000: £ nil per share).

Year ended 30 September 2001

7. LOANS TO CUSTOMERS

These comprise mortgage loans secured on residential properties in the United Kingdom.

	2001 £'000	2000 £'000
Balance at 1 October	150,154	159,114
Additions	5,370	4,831
Sec'ns and other sales	-	398
Other debits	11,583	12,299
Repayments and redemptions	(27,938)	(26,488)
Balance at 30 September	139,169	150,154

Other debits includes primarily interest receivable on loans outstanding and movements on provisions against these loans.

8. INVESTMENTS - GROUP COMPANIES

	£'000	£'000
Balance at 1 October	21,470	22,831
Investments	(794)	(1,361)
Balance at 30 September	20,676	21,470

The investments are loans to group companies which are not subsidiaries of the company. The investments are stated at cost.

9. **DEBTORS**

	£'000	£'000
Amounts falling due within one year:		
Amounts owed by group companies	379	407
Prepayments and accrued income	140	262
	519	669

Year ended 30 September 2001

10. CALLED UP SHARE CAPITAL

CALLED OF SHARE CAPITAL	2001 £'000	2000 £'000
Authorised:		
100 ordinary shares of £1 each	-	-
26 'A' ordinary shares of £1 each	26	26
74 'B' ordinary shares of £1 each	74	74
49,900 preference shares of £1 each	49,900	49,900
	50,000	50,000
Allotted and paid up:	· · · ·	
26 'A' ordinary shares of £1 each (25p paid)	7	7
72 'B' ordinary shares of £1 each (25p paid)	18	18
2 'B' ordinary shares of £1 each (fully paid)	2	2
49,900 preference shares of £1 each (25p paid)	12,475	12,475
	12,502	12,502

Two ordinary shares of £1 each were issued on 15 January 1999 to provide the initial working capital of the company. Another 49,900 preference shares of £1 each, 25p paid and 98 ordinary shares of £1 each, 25p paid were issued on 20 May 1999 to provide additional working capital at the commencement of trading.

The Preference Shares carry the right to receive a non-cumulative preferential dividend at the rate of 5% per annum on the capital for the time being paid up on them. On a winding-up the Preference Shares carry the right to the repayment of the capital paid up on them. The Preference Shares also carry the right to receive notice of, to attend and to vote at any general meeting of the Issuer.

The 'A' Ordinary Shares carry the right to receive, in priority to any dividend payable in respect of the 'B' Ordinary Shares but subject to the preferential dividend referred to above, a dividend set by reference to LIBOR on the capital for the time being paid up on them. On a winding up the 'A' Ordinary Shares carry the right to the repayment of the capital paid up on them. The 'A' Ordinary Shares carry no right to receive notice of or to attend or to vote at any general meeting of the Issuer except in the case of any resolution affecting the rights of the 'A' Ordinary Shares.

Year ended 30 September 2001

10. CALLED UP SHARE CAPITAL (continued)

Subject to satisfaction in full of any dividend payable in respect of the Preference Shares and the 'A' Ordinary Shares, the 'B' Ordinary Shares carry the right to receive a dividend. On a winding up the 'B' Ordinary Shares carry the right to the payment of the capital paid up on them and, subject to the payment in full of the capital paid up on all shares in the capital of the Issuer, to receive all surplus assets. The 'B' Ordinary Shares carry the right to receive notice of, to attend and to vote at any general meeting of the Issuer.

11. STATEMENT OF MOVEMENT ON RESERVES

			Profit and Loss Account £'000
	Balance at 1 October 2000		-
	Profit for the year		20
	Balance at 30 September 2001		20
12.	CREDITORS	2001 £'000	2000 £'000
	Amounts falling due within one year:		
	Amounts owing to group companies	1,905	2,148
	Accruals	2,215	2,614
		4,120	4,762
	Amounts falling due after more than one year:	**************************************	<u></u>
	Class A asset backed loan notes due 2030	144,283	155,484
	Class B asset backed loan notes due 2041	17,000	17,000
	Subordinated loan	4,776	4,776
		166,059	177,260
			

All amounts falling due after more than one year fall due after more than five years. Further details of the asset backed loan notes are given in note 12.

Year ended 30 September 2001

13. FINANCIAL INSTRUMENTS

The Company's operations are financed principally by floating rate, asset backed loan notes and, to a lesser extent, by a mixture of share capital and loans from other group companies. The Company issues financial instruments to finance the acquisition of its portfolio of loans to customers and uses derivative financial instruments to hedge interest rate risk arising from fixed rate lending. In addition, various financial instruments, for example debtors, prepayments and accruals, arise directly from the Company's operations.

It is, and has been throughout the year under review, the Company's policy that no trading in financial instruments shall be undertaken.

The principal risks arising from the Company's financial instruments are credit risk, liquidity risk and interest rate risk. The board of the Company's holding company reviews and agrees policies for all companies in the Group managing each of these risks and they are summarised below. These policies have remained unchanged throughout the year and since the year end.

Credit risk

The Company acquired mortgages from Paragon Mortgages Limited and Paragon Finance PLC, fellow group companies which place a strong emphasis on good credit management at the time of underwriting new loans.

The acquired mortgages are secured by first charges over residential properties in the United Kingdom. Despite this security, in assessing credit risk an applicant's ability to repay the loan remains the overriding factor in the decision to lend by the originating lender. Additionally, each mortgage has the benefit of one or more life assurance policies and certain mortgages have the benefit of a mortgage guarantee indemnity insurance policy.

Paragon Finance PLC continues to administer the mortgages on behalf of Paragon Mortgages (No. 1) PLC and the collections process is the same as that utilised for all companies in The Paragon Group of Companies Plc.

In order to control credit risk relating to counterparties to the Company's financial instruments, the board of the Company's holding company on a group basis, determines which counterparties the Group of Companies will deal with, establishes limits for each counterparty and monitors compliance with those limits.

Year ended 30 September 2001

13. FINANCIAL INSTRUMENTS (continued)

Liquidity risk

The Company's assets are principally financed by the issue of asset backed loan notes. This substantially reduces the Company's liquidity risk by matching the maturity profile of the Company's funding to the profile of the assets being funded. This is possible as investors in the capital markets will accept maturities of anywhere between one month and forty years.

The Mortgage Backed Floating Rate Notes due 2030 and 2041 are secured over a portfolio of variable rate mortgage loans secured by first charges over residential properties in the United Kingdom.

Each mortgage has the benefit of one or more life assurance policies and certain mortgages have the benefit of a mortgage guarantee indemnity insurance policy. The mortgages were obtained by and purchased from Paragon Mortgages Limited and Paragon Finance PLC, fellow group companies. Paragon Finance PLC continues to administer the mortgages on behalf of Paragon Mortgages (No. 1) PLC.

The Notes are subject to mandatory redemption in part on each Interest Payment Date in an amount equal to the principal received or recovered in respect of the mortgages. If not otherwise redeemed or purchased and cancelled, the Class A Notes will be redeemed at their Principal Amount Outstanding on the Interest Payment Date falling in October 2030 and the Class B Notes will be redeemed at their Principal Amount Outstanding on the Interest Payment Date falling in October 2041.

The Class B Notes are secured by the same security as secures the Class A Notes but the Class A Notes will rank in priority to the Class B Notes in the event of the security being enforced.

Interest on the Notes is payable quarterly in arrears at the following rates above the London Interbank Offered Rate for three month sterling deposits:

Rates - Class A 0.28% per annum up to and including the interest period ending in July 2004 and thereafter 0.56% per annum.

Class 'B' 0.80% per annum up to and including the interest period ending in July 2004 and thereafter 1.60% per annum.

Year ended 30 September 2001

13. FINANCIAL INSTRUMENTS (continued)

There is a Subordinated Loan Facility under which an amount was drawn down by the company to establish the First Loss Fund, which is repayable to Paragon Finance PLC on the earlier of the last Interest Payment Date in October 2041 or the first day on which there are no Notes outstanding, except that on any Interest Payment Date sums borrowed will be repaid to the extent of any amount released from the First Loss Fund. Interest is payable at the rate of 4% above the London Interbank Offered Rate for three month sterling deposits.

There are no amounts of committed but undrawn facilities at 30 September 2001 and 30 September 2000.

Interest rate risk

The Company's policy is to maintain floating rate liabilities and match these with floating rate assets by the use of interest rate swap or cap agreements.

The rates payable on the asset backed loan notes issued by the Company are reset quarterly on the basis of LIBOR (as described above). The interest rates charged on the Company's variable rate loan assets are determined by reference to, inter alia, the Company's funding costs and the rates being charged on similar products in the market. Generally this ensures the matching of changes in interest rates on the Company's loan assets and borrowings and any exposure arising on the interest rate resets is relatively short term.

In part, the Company's interest rate hedging objectives are achieved by the controlled mismatching of the dates on which instruments mature, redeem or have their interest rates reset. The table below summarises these repricing mismatches. For the purposes of the table, loan assets, borrowings and derivatives are allocated to time bands by reference to the earlier of the next contractual interest rate repricing date and the maturity dates. For those fixed rate loan assets where the customer has contracted to make regular repayments of both capital and interest, the assets have been allocated across the time bands in the table by reference to the contracted repayments. The analysis takes no account of early terminations which are likely to occur in practice. In determining the amount of hedging required, the Company makes assumptions about the level of regular capital repayments and early terminations of its loan assets. The actual interest rate sensitivity will therefore be determined by reference to subsequent customer and management decisions and is expected to be less sensitive than shown.

Year ended 30 September 2001

13. FINANCIAL INSTRUMENTS (continued)

than 3 than 6 than 1 months wear but but not but not not more More Non 3 months more than more than than 5 than 5 interest or less 6 months 1 year years years bearing Total At 30 September 2001 £'000 £'000 £'000 £'000 £'000 £'000 £'000 Loans to customers 79,576 13,869 13,208 28,960 3,556 - 139,169
At 30 September 2001 £'000 £'000 £'000 £'000 £'000 £'000 3,869 13,208 28,960 3,556 - 139,169
3 months more than more than or less 6 months 1 year than 5 years than 5 years interest bearing Total At 30 September 2001 £'000
At 30 September 2001 £'000 </td
At 30 September 2001 £'000 </td
2001 £'000 £'000 £'000 £'000 £'000 £'000 £'000 Loans to customers 79,576 13,869 13,208 28,960 3,556 - 139,169
Loans to customers 79,576 13,869 13,208 28,960 3,556 - 139,169
customers 79,576 13,869 13,208 28,960 3,556 - 139,169
Turnetura
Investments -
group companies 20,676 20,676
Debtors 519 519
Investments 6,500 6,500
Cash at bank and
in hand 3,348 3,348
Total assets 110,100 13,869 13,208 28,960 3,556 519 170,212
Shareholders'
funds (33) (33)
Asset backed
loan notes (161,283) (161,283)
Subordinated
loan (4,776) (4,776)
Other liabilities (4,120)
Total liabilities (166,059) (4,153) (170,212)
Off balance sheet
items 68,700 (18,000) (12,700) (34,400) (3,600)
Interest rate
repricing gap 12,741 (4,131) 508 (5,440) (44) (3,634) -
Cumulative gap 12,741 8,610 9,118 3,678 3,634

Year ended 30 September 2001

13. FINANCIAL INSTRUMENTS (continued)

		More than 3	More than 6	More than 1			
		months	months	year but			
		but not	but not	not more	More	Non	
	3 months	more than	more than	than 5	than 5	interest	
	or less	6 months	1 year	years	years	bearing	Total
At 30 September							
2000	£'000	£'000	£'000	£'000	£'000	£'000	£'000
Loans to customers	71,114	1,397	2,680	71,457	3,506	-	150,154
Investments -							
group companies	21,470	-	~	-	-	-	21,470
Debtors	-	-	-	-	-	669	669
Investments	3,049	-	-	-	-	-	3,049
Cash at bank and							
in hand	6,693		_	-	-	<u>.</u>	6,693
Total assets	102,326	1,397	2,680	71,457	3,506	669	182,035
Shareholders'							
funds	-	-	-	-	-	(13)	(13)
Asset backed							
loan notes	(172,484)) -	-	-	-	-	(172,484)
Subordinated							
loan	(4,776)) -	_	-	-	-	(4,776)
Other liabilities			-	<u> </u>	-	(4,762)	(4,762)
Total liabilities	(177,260) -		-	_	(4,775)	(182,035)
Off balance sheet							
items	96,700	(2,500	(6,500)	(84,100)	(3,600)		
Interest rate							<u></u>
repricing gap	21,766	(1,103	(3,820)	(12,643)	(94)	(4,106)	-
Cumulative gap	21,766	20,663	16,843	4,200	4,106	_	-

[&]quot;Off balance sheet items" shows the notional principal amount of swap agreements. Included within "no more than 3 months" are £14.8m (2000: £14.8m) of capped rate loans hedged by interest rate cap agreements which reset quarterly.

Year ended 30 September 2001

13. FINANCIAL INSTRUMENTS (continued)

The Company monitors the interest rate risk exposure on its loan assets and asset backed loan notes and ensures compliance with the requirements of the trustees in respect of the notes.

All derivative contracts are accounted for as hedges. Changes in the fair value of instruments used as hedges are not recognised in the financial statements until the hedged position matures. Set out below is an analysis of these unrecognised gains and losses.

	Gains £'000	Losses £'000	Total net gains/(losses) £'000
Unrecognised gains and losses at 1 October 2000	1,281	(159)	1,122
Gains and losses arising in previous years that were recognised in the year	(25)	49	24
Gains and losses arising before 1 October 2000 that were not recognised in the year	1,256	(110)	1,146
Gains and losses arising in the year that were not recognised in the year	(1,030)	(922)	(1,952)
Unrecognised gains and losses on hedges at 30 September 2001	226	(1,032)	(806)
Of which:		····	
Gains and losses expected to be recognised in the year to 30 September 2002	136	(548)	(412)
Gains and losses expected to be recognised in the year to 30 September 2003 or later	90	(484)	(394)

Year ended 30 September 2001

13. FINANCIAL INSTRUMENTS (continued)

Fair values of financial assets and financial liabilities

Fair values have been determined for all derivatives, listed securities and any other financial assets and liabilities for which an active market exists. The fair values of cash at bank and in hand, and asset backed loan notes are not materially different from their book values because all the assets mature within 3 months of the year end and the interest rates charged on financial liabilities reset on a quarterly basis.

Set out below is a comparison by category of book values and fair values of the Company's derivative financial instruments as at 30 September 2001.

		2000		
	Book value £'000	Fair value £'000	Book value £'000	Fair value £'000
Derivative financial instruments held to manage the interest rate profile:				
Swaps	<u></u>	(731)	-	1,188
Caps	99	23	144	79

The fair values of the interest rate swaps have been determined by reference to prices available from the markets on which these instruments are traded.

Currency Risk

The company has no material exposure to foreign currency risk.

14. ULTIMATE PARENT COMPANY

The company's ultimate parent company and ultimate controlling party is The Paragon Group of Companies PLC, a company registered in England and Wales. Copies of the Group's financial statements are available from that company's registered office at St Catherine's Court, Herbert Road, Solihull, West Midlands, B91 3QE.