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288a

Please complete in typescript,
or in bold black capitals.

CHFP025

Appointment of director or secretary (NOT for resignation (use Form 288b) or change of particulars (use Form 288c))

Company Number

4677985

Company Name in full

ARTESIAN FINANCE II PLC

Appointment
form

Appointment as director

☒

as secretary

☐

Please mark the appropriate box. If appointment
is as a director and secretary mark both boxes.

Notes on completion
appear on reverse.

NAME

*Style / Title

MR

*Honours etc

Forename(s)

BRYAN DONALD

Surname

NEEDHAM

Previous
Forename(s)

Previous
Surname(s)

Usual residential
address

RIVERSIDE COTTAGE
ZEPHON COMMON LANE

Post town

CROOKHAM VILLAGE

Postcode

GU51 5SX

County / Region

HAMPSHIRE

Country

UK

†Nationality

BRITISH

†Business occupation

TRUSTEE OFFICIAL

†Other directorships
(additional space overleaf)

SEE ATTACHED LIST

I consent to act as ** director / ~~secretary~~ of the above named company

Consent signature

[Signature]

Date

25/4/2003

* Voluntary details.

† Directors only.

**Please delete as appropriate

A director, secretary etc must sign the form below.

Signed

A. Lin

Date

25/4/2003

(** a director / secretary / administrator / administrative receiver / receiver manager / receiver)

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.

(WXW) HACKWOOD SECRETARIES LIMITED
ONE SILK STREET
LONDON
EC2Y 8HQ

Tel 020 7456 2000

DX number

DX exchange



LD5 *LUB7OKHM* 0257
COMPANIES HOUSE 28/04/03

Laserform International 12/99

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

Companies House, Crown Way, Cardiff, CF14 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

Company Number 4677985

† Directors only.

† Other directorships

NOTES

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.
- 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 succeeded 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
- a parent company which wholly owned the company making the return, or
- another wholly owned subsidiary of the same parent company.

DIRECTORSHIPS HELD BY BRYAN DONALD NEEDHAM

COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	DATE APPOINTED	CREDIT CONSUMER LICENCE NO.
Gracechurch Mortgage Finance (No.3) Plc	2550659	England & Wales	16-Jun-94	310856
Gracechurch Mortgage Trustee (No.1) Limited	2319758	England & Wales	12-Jul-94	266330
Gracechurch Mortgage Trustee (No.2) Limited	2319850	England & Wales	12-Jul-94	266332
Prospect 1 Receivables Trustee Limited	2974747	England & Wales	24-Oct-94	386274
Prospect Heights (Holdings) Limited	2974740	England & Wales	24-Oct-94	none
Prospect 1 Plc	2974630	England & Wales	24-Oct-94	386273
Residential Property Securities No.4 Plc	2780259	England & Wales	1-Jul-94	none
East West Holdings Limited	59465	Jersey	31-Oct-94	none
Maple Mortgage Holdings Limited	2967791	England & Wales	22-Nov-94	none
Maple Mortgage Securities No.1 Plc	2992759	England & Wales	22-Nov-94	387341
Guaranteed Export Finance Corporation Plc	1980873	England & Wales	12-Jan-95	none
First Securitisation Company Limited	1940922	England & Wales	12-Jan-95	none
Gracechurch Mortgage Finance Plc	1896913	England & Wales	23-Jan-95	none
GRE Trust Company (Ireland) Limited	163472	Ireland	7-Nov-97	none
Gracechurch Mortgage Finance (No.2) Plc	2550660	England & Wales	23-Jan-95	310853
Gracechurch Mortgage (Holdings) Limited	2874005	England & Wales	23-Jan-95	none
Gracechurch Receivable (Holdings) Limited	2813470	England & Wales	26-Jan-95	none
Gracechurch Receivable Trustee Limited	2813468	England & Wales	26-Jan-95	none
Gracechurch Personal Loan Finance (No.1) Plc	2804459	England & Wales	26-Jan-95	363578

DIRECTORSHIPS HELD BY BRYAN DONALD NEEDHAM

COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	DATE APPOINTED	CREDIT CONSUMER LICENCE NO.
Lothbury Funding No.1 Plc	2822013	England & Wales	16-Jan-95	457987
Sarfu Limited	2822108	England & Wales	16-Jan-95	none
Residential Property Securities No.3 Plc	2124202	England & Wales	20-Jan-95	none
L.A.B Investments Plc	9869890	England & Wales	20-Jan-95	none
L.A.B Investments (Holdings) Limited	2873031	England & Wales	20-Jan-95	none
Royal Exchange Trust Company (Jersey) Limited	52603	Jersey	1-Mar-95	none
Interm Limited	3049901	England & Wales	7-Jul-95	none
HGV Co. Limited	3007957	England & Wales	7-Jul-95	none
Framleypark Limited	3049891	England & Wales	7-Jul-95	none
Framleyhurst Limited	3049882	England & Wales	7-Jul-95	none
Royal Exchange Trust Company (Guernsey) Limited	29664		19-Jul-95	
Prospect 2 Receivables Trustee Limited	3092812	England & Wales	15-Sep-95	401510
Prospect 2 Plc	3070472	England & Wales	15-Sep-95	401513
Merrion Square (Holdings) Limited	237000	Ireland	26-Sep-95	none
Ireland Residential Securitised Home Mortgages (No.1) Plc	238484	Ireland	26-Sep-95	none
Thames Asset Global Securitisation No.1 PLC	3141018	England & Wales	20-Mar-96	none
Prospect 3 plc	3170816	England & Wales	18-Jun-96	413016
Prospect 3 Receivables Trustee Limited	3169707	England & Wales	18-Jun-96	413014

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COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	DATE APPOINTED	CREDIT CONSUMER LICENCE NO.
Residential Mortgage Securities Limited	3230343	England & Wales	16-Oct-96	none
Residential Mortgage Securities No 1 plc	3194849	England & Wales	16-Oct-96	418652
Residential Mortgage Securities Options	3261159	England & Wales	10-Dec-96	none
Housing Association Finance Corporation No 1 plc	3194469	England & Wales	16-Dec-96	none
H A Funding Limited	3230346	England & Wales	16-Dec-96	none
Finance for Residential Social Housing (Holdings) Limited	3261416	England & Wales	26-Feb-97	none
Finance For Residential Social Housing plc	3302722	England & Wales	26-Feb-97	424942
Orchardbrook Limited	3302753	England & Wales	26-Feb-97	none
Residential Mortgage Securities 2 plc	3302729	England & Wales	9-Apr-97	427373
RMS 2 Limited	3321091	England & Wales	9-May-97	
RMS 2 Options Limited	3320894	England & Wales	9-May-97	
Opus Master Receivables Trustee Limited	3379707	England & Wales	10-Jun-97	434047
Opus Series 1 Plc	3358070	England & Wales	10-Jun-97	434049
Residential Property Securities No.5 PLC	2780237	England & Wales	30-Sep-97	
Royal Exchange Trust Company (BG) Limited	3368612	England & Wales	1-Oct-97	
Aire Valley Finance Plc	3416148	England & Wales	14-Oct-97	
Residential Mortgage Securities 3 plc	3437174	England & Wales	13-Oct-97	436836

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COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	DATE APPOINTED	CREDIT CONSUMER LICENCE NO.
RMS 3 Limited	3416176	England & Wales	13-Oct-97	
RMS 3 Options Limited	3437329	England & Wales	13-Oct-97	
Spicedeck Limited	3416328	England & Wales	31-Oct-97	
Mortgage Express Hldgs	2412659	England & Wales	30-Oct-97	
Mortgage Express No.2	891681	England & Wales	30-Oct-97	
HSMS	1192730	England & Wales	30-Oct-97	93732
Silhouette Mortgages Ltd	2356078	England & Wales	30-Oct-97	
Finance for Mortgages Limited	2220176	England & Wales	30-Oct-97	
Scotlife Home Loans (No.2) Limited	2220177	England & Wales	30-Oct-97	
Orvieto Limited	68405	Jersey	4-Nov-97	
Burra Limited	70074	Jersey	4-Nov-97	
The Money Store Sterling No.1 plc	3407687	England & Wales	12-Nov-97	438333
The Higher Education Securitised Investment Series No.1 plc	3462571	England & Wales	27-Feb-98	444377
Finance For Higher Education Limited	3462683	England & Wales	27-Feb-98	444374
The Higher Education Securitised Investments Series (Holdings) Limited	3491262	England & Wales	27-Feb-98	444377
Southern Pacific Securities A plc	3462573	England & Wales	27-Feb-98	444183
Southern Pacific A Ltd	3491251	England & Wales	6-Mar-98	
SP Options Limited	3491246	England & Wales	6-Mar-98	

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COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	DATE APPOINTED	CREDIT CONSUMER LICENCE NO.
RMS 4 Options Limited	3524922	England & Wales	15-May-99	
RMS 4 Limited	3525322	England & Wales	15-May-99	
Residential Mortgage Securities 4 plc	3462561	England & Wales	15-May-98	449519
Meridian VAT Trustees Limited	198115	Ireland	1-Jun-98	
Royal Exchange Trust Company (BPP) Limited	3611635	England & Wales	3-Aug-98	
Leek Finance Number Two plc	3588441	England & Wales	3-Sep-98	455620
Prospect 4 Plc	3567021	England & Wales	20-Aug-98	455094
Prospect 4 Receivables	3600391	England & Wales	20-Aug-98	455098
Trustee Limited				
FAB Funding (UK) Limited	3639780	England & Wales	23-Sep-98	
Hotel Securitisation Holdings Limited	3619608	England & Wales	18-Aug-98	
Hotel Securitisation (No 1) Plc	3617174	England & Wales	18-Aug-98	
Wisteria Finance Limited	3610107	England & Wales	27-Oct-98	
RMS 5 Limited	3649266	England & Wales	2-Nov-98	
Residential Mortgage	3649484	England & Wales	2-Nov-98	
Securities 5 plc				
Southville Funding Limited	3659385	England & Wales	26-Oct-98	
RSL Finance (No 1) plc	3665612	England & Wales	26-Nov-98	
Leek Finance Holdings Number Two Limited	3649491	England & Wales	18-Nov-98	
Royal Exchange Trust Company (AOC) Limited	3663445	England & Wales	25-Nov-98	
RSL Finance Holdings Limited	3610095	England & Wales	26-Nov-98	
Royal Exchange Trustee Nominees Limited	351492	England & Wales	27-Nov-98	
RMS 5 Options Limited	3649278	England & Wales	2-Feb-99	
ONO Finance PLC	3619149	England & Wales	4-Feb-99	

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COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	DATE APPOINTED	CREDIT CONSUMER LICENCE NO.
ONO Finance (Holdings) Limited	3618944	England & Wales	4-Feb-99	
Non-Conforming Mortgages 1 plc	3399398	England & Wales	11-Feb-99	435712
Morgan Stanley Mortgage Finance (Broadgate) PLC	3727042	England & Wales	23-Mar-99	
Tussauds Finance Limited		Cayman Islands	12-Apr-99	
Residential Mortgage Securities 6 plc	3714844	England & Wales	21-May-99	470091
RMS 6 Limited	3760757	England & Wales	25-May-99	
RMS 6 Options Limited	3760017	England & Wales	25-May-99	
Investors Finance Company PLC	3649544	England & Wales	3-Jun-99	
Investors Finance Company (Holdings) Limited	3649465	England & Wales	3-Jun-99	
Southern Pacific Securities C plc	3691880	England & Wales	2-Jun-99	470815
Southern Pacific B Limited	4250986	England & Wales	11-Sep-01	
City Aviation Limited	90671	Cayman Islands	24-Jun-99	
Mortgages No1 (Holdings) Limited	3782445	England & Wales	26-Jul-99	
Mortgages No1 (Options) Limited	3787273	England & Wales	26-Jul-99	
Mortgages No1 plc	3808505	England & Wales	4-Aug-99	474034
Mortgages No1 (Notes) Limited	3787274	England & Wales	26-Jul-99	
Residential Mortgage Securities 7 Plc	3812198	England & Wales	20-Aug-99	475226
RMS 7 Limited	3808238	England & Wales	20-Aug-99	
RMS 7 Options Limited	3808101	England & Wales	20-Aug-99	
Platform Home Loans Holdings Ltd	3729232	England & Wales	1-Sep-99	
Platform Home Loans Options Ltd	3691886	England & Wales	1-Sep-99	
St James' Park Limited	3817444	England & Wales	26-Aug-99	
Zincor Limited	3792546	England & Wales	26-Aug-99	
Gracechurch Card (Holdings) Limited	3817404	England & Wales	10-Sep-99	
Gracechurch Card Funding (No.1) PLC	3794757	England & Wales	10-Sep-99	476570
Platform Home Loans No.1 PLC	3757231	England & Wales	2-Sep-99	476270

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COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	DATE APPOINTED	CREDIT CONSUMER LICENCE NO.
Millennium Link Trust	170335	England & Wales	10-Jun-99	
Barclaycard Funding PLC	2530163	England & Wales	28-Sep-99	
Leek Finance Number Four Limited	3841864	England & Wales	22-Nov-99	480023
Leek Finance Holdings Number Four Limited	3841880	England & Wales	22-Nov-99	
Leek Finance Number Three Limited	3757221	England & Wales	6-Jul-99	
Leek Finance Holdings Number Three Limited	3757425	England & Wales	6-Jul-99	
Prospect 5 plc	3907990	England & Wales	12-Jan-00	482086
Prospect 5 Receivables Trustee Limited	3907968	England & Wales	12-Jan-00	482088
Winkfield Funding plc	3908400	England & Wales	13-Jan-00	482089
Tussauds Intermediate Holdings Limited	3667099	England & Wales	13-Jan-00	
Residential Mortgage Securities 8 plc	3871409	England & Wales	17-Jan-00	481773
RMS 8 Limited	3864346	England & Wales	17-Jan-00	
RMS 8 Options Limited	3864349	England & Wales	17-Jan-00	
Gallaher Asset Finance 2000	3871191	England & Wales	11-Feb-00	
Capita IRG Trustees (Nominees) Limited	3915424	England & Wales	13-Mar-00	
Capita IRG Trustees Limited	2729260	England & Wales	7-Feb-00	
Monument Securitisation No1 Plc	3978157	England & Wales	19-Jul-00	
Monument Options No1 Limited	3959267	England & Wales	19-Jul-00	
Monument MT No1 Limited	3959269	England & Wales	19-Jul-00	
Monument Securitisation Holdings Limited	3958429	England & Wales	19-Jul-00	
Residential Mortgage Securities 9 Plc	4017619	England & Wales	4-Sep-00	492323
RMS 9 Limited	4013299	England & Wales	4-Sep-00	
RMS 9 Options Limited	4013297	England & Wales	4-Sep-00	
Platform Home Loans Options No2 Limited	4017589	England & Wales	16-Aug-00	
Platform Home Loans Holdings No 2 Limited	4017604	England & Wales	16-Aug-00	
Platform Home Loans No 2 Plc	3997839	England & Wales	16-Aug-00	
Mortgages No2 Dacs Limited	4013309	England & Wales	1-Nov-00	

DIRECTORSHIPS HELD BY BRYAN DONALD NEEDHAM

COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	DATE APPOINTED	CREDIT CONSUMER LICENCE NO.
Mortgages No 2 (Options) Limited	4013307	England & Wales	11-Oct-00	
Mortgages No 2 (Holdings) Limited	4045168	England & Wales	11-Oct-00	
Mortgages No 2 Plc	4045172	England & Wales	11-Oct-00	
Aire Valley Trustees (No 2) Limited	4006677	England & Wales	31-Aug-00	
Aire Valley Finance (No 2) plc	4006685	England & Wales	31-Aug-00	
Prospect 6 plc	4078544	England & Wales	21-Sep-00	413016
Prospect 6 (Jersey) Limited	78542	Jersey	27-Nov-00	
RMS 10 Limited	4144215	England & Wales	16-Feb-01	
RMS 10 Options Limited	4144294	England & Wales	16-Feb-01	
Residential Mortgage Securities 10 plc	4061673	England & Wales	2-Mar-01	500791
Werretown Supermarkets Securitisation Plc	4156113	England & Wales	25-May-01	
Werretown Supermarkets Securitisation (Holdings) Limited	4165736	England & Wales	14-May-01	
Leek Finance Number Five Limited	4220058	England & Wales	4-Jun-01	
Leek Finance Holdings Number Five Limited	4220229	England & Wales	4-Jun-01	
Leek Finance Holdings Number Six Limited	4220227	England & Wales	4-Jun-01	
Leek Finance Number Six Limited	4220233	England & Wales	4-Jun-01	
Mortgages No 3 (Holdings) Ltd	4189974	England & Wales	7-Jun-01	
Mortgages No 3 (Options) Ltd	4189962	England & Wales	7-Jun-01	
Mortgages No 3 (APC) Ltd	4190071	England & Wales	7-Jun-01	
GHG Finance Limited		Cayman Islands	20-Jul-01	
Royal Exchange Trust Company Limited	978338	England & Wales	8-Aug-01	
RMS 11 Limited	4242703	England & Wales	11-Sep-01	
RMS 11 Options Limited	4242708	England & Wales	11-Sep-01	
Residential Mortgage Securities 11 PLC	4238540	England & Wales	11-Sep-01	
Leek Finance Number 7 Ltd	4290624	England & Wales	29-Oct-01	
Leek Finance Holdings Number 7 Ltd	4290706	England & Wales	29-Oct-01	
Meadowhall CMR Finance plc	4191125	England & Wales	1-Nov-01	
Meadowcroft CMR Holdings Limited	4219999	England & Wales	1-Nov-01	
Residential Mortgage Securities 12 PLC	4359961	England & Wales	30-Jan-02	
RMS 12 Options Limited	4320778	England & Wales	30-Jan-02	

DIRECTORSHIPS HELD BY BRYAN DONALD NEEDHAM

COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	DATE APPOINTED	CREDIT CONSUMER LICENCE NO.
RMS 12 Limited	4320776	England & Wales	25-Jan-02	
Leek 9 Holdings Limited	4374656	England & Wales	26-Mar-02	
Leek 9 Plc	437660	England & Wales	26-Mar-02	
Leek 8 Holdings Limited	4374979	England & Wales	26-Mar-02	
Leek 8 Plc	4374965	England & Wales	26-Mar-02	
Southern Pacific Securities D Plc	# 4358406	England & Wales	16-Apr-02	
Southern Pacific D Parent Limited	4346510	England & Wales	16-Apr-02	
Monument Securitisation Holdings No2 Limited	4420934	England & Wales	18-Apr-02	
Monument Post Enforcement No2 Limited	4424618	England & Wales	24-Apr-02	
Monument Securitisation (CMBS) No2 Limited	CP83072	Jersey	14-May-02	
Monument MT No2 Limited	CP83073	Jersey	14-May-02	
Securitisation of Financial Assets Limited	4409190	England & Wales	4-Apr-02	
Artesian Finance PLC	04369065	England & Wales	21-Mar-02	
Artesian Options Limited	04340601	England & Wales	21-Mar-02	
Dee Valley Water (Holdings) Limited	04421854	England & Wales	19-Jun-02	
Portsmouth Water Holdings Limited	04373276	England & Wales	23-Jul-02	
Leek Finance Holdings Number Eleven Limited	4442632	England & Wales	13-Aug-02	
Leek Finance Number Eleven Limited	4442594	England & Wales	13-Aug-02	
Rudyard Finance Number One PLC	4497896	England & Wales	22-Aug-02	
Rudyard Finance Holdings Number One Limited	4467108	England & Wales	22-Aug-02	
Lynchwood Mortgages No 1 Limited	4467778	England & Wales	18-Sep-02	
Southern Pacific Securities E Plc	# 4506314	England & Wales	8-Aug-02	
Southern Pacific E Parent Limited	4505164	England & Wales	7-Aug-02	
Mortgages No 4 Plc	4516497	England & Wales	18-Nov-02	
Mortgages No 4 Dacs Limited	4482755	England & Wales	22-Nov-02	
Mortgages No 4 Holdings Limited	4482764	England & Wales	18-Nov-02	
Mortgages No 4 Options Limited	4482758	England & Wales	18-Nov-02	
Kyndal Finance Limited		Cayman Islands	16-Oct-02	
Southern Pacific Securities F Plc	4609594	England & Wales	10-Jan-03	
Southern Pacific F Parent Limited	4609599	England & Wales	7-Jan-03	

DIRECTORSHIPS HELD BY BRYAN DONALD NEEDHAM

COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	DATE APPOINTED	CREDIT CONSUMER LICENCE NO.
RMS 14 Limited	4608695	England & Wales	16-Jan-03	
RMS 14 Options Limited	4608723	England & Wales	28-Jan-03	
Residential Mortgage Securities Plc	4545025	England & Wales	28-Jan-03	
Mortgages No 5 Plc	4657856	England & Wales	21-Feb-03	
Mortgages No 5 Dacs Limited	4609265	England & Wales	13-Feb-03	
Mortgages No 5 Holdings Limited	4609316	England & Wales	13-Feb-03	
Mortgages No 5 Options Limited	4609258	England & Wales	13-Feb-03	
Southern Pacific Securities G Plc	4706995	England & Wales	16-Apr-03	#
Souther Pacific G Parent Limited	4703179	England & Wales	15-Apr-03	#
Leek Finance Holdings Number Twelve Limited	4683398	England & Wales	17-Apr-03	
Leek Finance Nunber Twelve Limited	4683419	England & Wales	17-Apr-03	

PREVIOUS DIRECTORSHIPS HELD BY BRYAN DONALD NEEDHAM

COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	DATE APPOINTED	DATE RESIGNED
CRC SpA	28457	Italy	12-Dec-94	12-Dec-94 ?
Offeradvice Limited	3089866	England & Wales	15-Sep-95	15-Sep-95 ?
Residential Property Limited	2199980	England & Wales	20-Jan-95	01-Mar-96
Residential Property Securities No.1 Plc	2124200	England & Wales	20-Jan-95	01-Mar-96
Residential Property Securities No.2 Plc	2124201	England & Wales	20-Jan-95	@ Bank of Ireland 01189 684617 (Back on Mon 29)
Marbleglade Limited - Company dissolved pursuant to Section 652A of the Companies Act 1985	2739664	England & Wales	03-Oct-94	05-Nov-96
The Law Debenture Corporation plc	30397	England & Wales	11-Feb-76	N/A
The Law Debenture Trust Corporation plc	1675231	England & Wales	12-Nov-82	N/A
LDC Trust Management Limited	1234879	England & Wales	11-Feb-76	N/A
The Law Debenture Intermediary Corporation plc	1525148	England & Wales	21-Nov-80	N/A
Law Debenture Overseas Limited	1471194	England & Wales	25-Jun-80	N/A
Beagle Nominees Limited	628724	England & Wales	11-Jun-75	N/A
MINI Holdings Limited	1832201	England & Wales	21-Dec-84	N/A
Wobaston Finance No.1 Limited	2942536	England & Wales	24-Jul-97	24-Jul-97 ?
Wobaston Finance Ltd	2942538	England & Wales	24-Jul-97	24-Jul-97 ?
Gracechurch BES No.1Plc	2788103	England & Wales	23-Jan-95	17-Jun-99
Gracechurch BES No.2 Plc	2788097	England & Wales	23-Jan-95	17-Jun-99
Gracechurch BES No.3 Plc	2788084	England & Wales	23-Jan-95	17-Jun-99
Gracechurch BES No.4 Plc	2788015	England & Wales	23-Jan-95	17-Jun-99
Gracechurch BES No.5 Plc	2788001	England & Wales	23-Jan-95	17-Jun-99
UK TV Developments Limited	2924203	England & Wales	25-Apr-95	29-Aug-97
UK TV Holdings Limited	3005764	England & Wales	25-Apr-95	29-Aug-97
Temple Court Mortgages (No.5) Limited	2403461	England & Wales	31-Dec-94	20-Apr-99

Temple Court Mortgages (No.4) Limited	2403464	England & Wales	31-Dec-94	20-Apr-99
Temple Court Mortgages (No.1) Plc	2403491	England & Wales	31-Dec-94	28-Sep-99
Temple Court Mortgages (No.2) Plc	2403496	England & Wales	31-Dec-94	28-Sep-99
Millshaw SAMS Holdings Limited	3588082	England & Wales	15-Oct-98	05-Oct-99
Millshaw SAMS No 1 plc	3618796	England & Wales	15-Oct-98	05-Oct-99
HISAB No. 1 PLC	3416347	England & Wales	21-Oct-97	08-Oct-99
HISAB Limited	3375926	England & Wales	21-Oct-97	08-Oct-99
Spring Inns Limited	3118859	England & Wales	02-May-96	27-Mar-99 ?
Gallaher Asset Finance 1998 Limited	3618739	England & Wales	29-Sep-98	10-Dec-99
Temple Court Originations Limited	2403471	England & Wales	31-Dec-94	21-Mar-00
Orchardbeam Limited	3302752	England & Wales	26-Feb-97	27-Oct-98
Eastern Gate Limited	2168323	England & Wales	17-Oct-95	15-Mar-00
Pendeford Mortgages No.1 PLC	2537775	England & Wales	30-Jan-96	15-Mar-00
Royal Exchange Trust Company Limited	978338	England & Wales	01-Feb-95	29-Feb-00
Upton Funding Limited	3921303	England & Wales	07-Feb-00	28-Aug-01
Southville Funding Limited	3659385	England & Wales	26-Oct-98	15-May-01
Paternoster Securitisations Options Limited	3817377	England & Wales	27-Sep-99	27-Jun-02
Paternoster Securitisations Holdings Limited	3817410	England & Wales	27-Sep-99	27-Jun-02
Paternoster Securitisation No.1 PLC	3819954	England & Wales	27-Sep-99	27-Jun-02
Residual Value Limited	3049904	England & Wales	7-Jul-95	25-Apr-02
Cirsa Finance plc	3958454	England & Wales	14-Apr-00	18-Feb-03
Cirsa (Holdings) Limited	3936219	England & Wales	14-Apr-00	18-Feb-03

**PREVIOUS ALTERNATE DIRECTORSHIPS HELD BY
BRYAN DONALD NEEDHAM**

COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	ALTERNATE TO:	DATE APPOINTED	DATE RESIGNED
Gracechurch Mortgage Finance (No.2) Plc	2550660	England & Wales	Derek Barnes	28-Mar-94	23-Jan-95
Gracechurch Mortgage (Holdings) Limited	2874005	England & Wales	Derek Barnes	28-Mar-94	23-Jan-95
Gracechurch BES No.1 Plc	2788103	England & Wales	Derek Barnes	06-May-94	23-Jan-95
Gracechurch BES No.2 Plc	2788097	England & Wales	Derek Barnes	06-May-94	23-Jan-95
Gracechurch BES No.3 Plc	2788084	England & Wales	Derek Barnes	06-May-94	23-Jan-95
Gracechurch BES No.4 Plc	2788015	England & Wales	Derek Barnes	06-May-94	23-Jan-95
Gracechurch BES No.5 Plc	2788001	England & Wales	Derek Barnes	06-May-94	23-Jan-95
Gracechurch Receivable (Holdings) Limited	2813470	England & Wales	Derek Barnes	06-May-94	26-Jan-95
Gracechurch Receivable Trustee Limited	2813468	England & Wales	Derek Barnes	06-May-94	26-Jan-95
Gracechurch Personal Loan Finance (No.1) Plc	2804459	England & Wales	Derek Barnes	06-May-94	26-Jan-95
Lothbury Funding No.1 Plc	2822013	England & Wales	Derek Barnes	07-May-94	16-Jan-95
Sarfu Limited	2822108	England & Wales	Derek Barnes	19-Apr-94	16-Jan-95
Residential Property Limited	2199980	England & Wales	Derek Barnes	19-Apr-94	20-Jan-95
Residential Property Securities No.1 Plc	2124200	England & Wales	Derek Barnes	19-Apr-94	20-Jan-95
Residential Property Securities No.2 Plc	2124201	England & Wales	Derek Barnes	19-Apr-94	20-Jan-95
Temple Court Mortgages (No.3) Limited	2403470	England & Wales	Derek Barnes	19-Apr-94	05-Jul-94
Temple Court Originations Limited	2403471	England & Wales	Derek Barnes	19-Apr-94	31-Dec-94
Temple Court Mortgages (No.2) PLC	2403496	England & Wales	Derek Barnes	19-Apr-94	31-Dec-94
Temple Court Mortgages (No.1) PLC	2403491	England & Wales	Derek Barnes	19-Apr-94	31-Dec-94
Temple Court Mortgages (No.5) Limited	2403461	England & Wales	Derek Barnes	19-Apr-94	31-Dec-94
Guaranteed Export Finance Corporation Plc	1980873	England & Wales	Derek Barnes	19-Apr-94	31-Dec-94
First Securitisation Company Limited	1940922	England & Wales	Derek Barnes	19-Apr-94	31-Dec-94
Residential Property Securities No.3 Plc	2124202	England & Wales	Derek Barnes	19-Apr-94	31-Dec-94
L.A.B Investments Plc	9869890	England & Wales	Derek Barnes	19-Apr-94	31-Dec-94