Company Registration No. 5015444

## TRUCK AND RECEIVABLES SECURITISATION LIMITED

Report and Financial Statements

For the year ended 31 December 2007

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## REPORT AND FINANCIAL STATEMENTS 2007

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## **REPORT AND FINANCIAL STATEMENTS 2007**

## OFFICERS AND PROFESSIONAL ADVISERS

#### **DIRECTORS**

Capita Trust Corporate Limited (appointed 27 February 2007)

Capita Trust Corporate Services Limited (appointed 27 February 2007)

Jonathan Vickers

#### **SECRETARY**

Capita Trust Secretaries Limited

7th Floor

Phoenix House

18 King William Street

London EC4N 7HE

#### **REGISTERED OFFICE**

18 King William Street

London

EC4N 7HE

#### **BANKERS**

The Royal Bank of Scotland plc

4<sup>th</sup> Floor

135 Bishopsgate

London

EC2M 3UR

#### **AUDITORS**

Deloitte & Touche LLP

London

#### **DIRECTORS' REPORT**

The directors present their annual report and the audited financial statements for Truck and Receivables Securitisation Limited ("the Company") for the year ended 31 December 2007

#### **ACTIVITIES**

The Company is registered as a private limited company under the Companies Act 1985

The principal activity of the Company is the purchase of commercial trucks and their associated lease receivables from MAN Financial Services Plc

#### REVIEW OF DEVELOPMENTS

During the year the Company purchased trucks and their associated lease receivables amounting to £29,026,000 (2006 £22,766,000) However at the year end there was an overall decrease of £14,781,000 (2006 net decrease of £22,997,000) due to redemptions of leases and accordingly £15,653,000 (2006 £23,545,000) of funding was repaid As at 31 December 2007, there were £51,481,000 (2006 - £66,262,000) of finance lease receivables

Turnover, which is a key performance indicator of the Company, decreased by 26% on the prior year due to the reduction in finance lease receivables. Similarly, interest payable decreased by 22% compared to the previous year due to the reduction in associated funding for the lease receivables on the balance sheet.

MAN Financial Services is arranging a refinancing of the trucks and receivables currently funded by TARS which involves the termination and wind down of the TARS transaction. Termination is scheduled for November 2008. As part of the termination process, MAN Financial Services will repurchase the trucks and receivables from TARS at the net realisable value.

In light of the termination of the programme, the financial statements have been prepared on a basis other than that of a going concern, which includes, where appropriate, disclosing the financial assets at their net realisable value as at balance sheet date and reclassifying all long terms assets and liabilities to current assets or liabilities. The financial statements do not include any provision for the future costs of terminating the business of the company except to the extent that such were committed at the balance sheet date

#### **RESULTS AND DIVIDENDS**

The results for the year and the state of the Company's affairs are set out in the accompanying financial statements

No dividends were declared or paid by the Company during the year (2006 £nil) and the directors do not propose a final dividend (2006 £nil)

#### **DIRECTORS**

The directors who served during the year, except as noted, are as follows

Capita Trust Corporate Limited (appointed 27 February 2007)

Capita Trust Corporate Services Limited

Jonathan Vickers

#### **EMPLOYEES**

The company has no employees Capita Trust Secretaries Limited performs the company secretarial function

#### **DIRECTORS' REPORT (CONTINUED)**

#### RISK MANAGEMENT POLICIES AND PROCEDURES

The main risks arising from the Company's activities are interest rate risk, liquidity risk and credit risk. The Board reviews and agrees policies for managing each of these risks and these are summarised below. These policies have remained unchanged since the Company commenced operations on 24 June 2004. All transactions are denominated in the Company's functional currency (Sterling) and consequently no currency exposure arises.

The financial instruments held by the Company are shown in Note 18

#### Interest rate risk

The Company financed the purchase of lease receivables by borrowing funds denominated in Sterling from Thames Asset Global Securitization No 1 Inc ('TAGS Inc') This funding carries a floating interest rate. The underlying leases on the trucks have been established using a fixed rate of return over the life of each of the leases. Interest rate derivatives are used to hedge the fixed interest rate to the floating rate and also to match the period of funding from TAGS Inc.

#### Liquidity risk

The Company's bankers provide a Sterling liquidity facility of £124 8 million. This can be used should TAGS Inc be unable to place commercial paper and thus be unable to finance the Company. The Company pays 20 bps commitment fees on the undrawn element of the liquidity facility. This is a 364-day renewal facility, which the directors expect to be renewed annually. The current facility was renewed on 20 May 2008 and will expire on 19 May 2009.

#### Credit risk

The Company makes disposals of trucks once they have reached the end of their leasing period. Any unanticipated losses on the sale of trucks are mitigated by a Residual Value Guarantee. The Residual Value Guarantee is provided by The Royal Bank of Scotland plc. If an asset, at its lease expiry, is sold by the Company to MAN Financial Services ("MFS") for a value which is less than its residual value, as determined at the inception of the lease, then the Residual Value Guarantee ensures that the Company does not incur a loss. If an asset is redeemed early and the Company incurs a loss, the Company has a reduced obligation to pay the Deferred Purchase Price to MFS. In the event that the Deferred Purchase Price clawback is insufficient, there will be a reduced obligation to pay the Service fee.

To manage the Company's exposure to credit risk, the Company follows its specified underwriting criteria and regularly monitors the creditworthiness of its customers

#### **AUDITORS**

A resolution to reappoint Deloitte & Touche LLP as the Company's auditors will be proposed at the forthcoming Annual General Meeting

## **DIRECTORS' REPORT (CONTINUED)**

#### STATEMENT AS TO DISCLOSURE OF INFORMATION TO AUDITORS

In the case of each of the persons who are directors of the Company at the date when this report was approved

- so far as each of the directors is aware, there is no relevant audit information (as defined in the Companies Act 1985) of which the Company's auditors are unaware, and
- each of the directors has taken all the steps that he/she ought to have taken as a director to make himself/herself
  aware of any relevant audit information (as defined) and to establish that the Company's auditors are aware of
  that information

This confirmation is given and should be interpreted in accordance with the provisions of S234ZA of the Companies Act 1985

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

Director

Capita Trust Corporate Services Limited (Director)

3 0 OCT 2008

#### STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Annual Report and the financial statements in accordance with applicable law and regulations

Company law requires the directors to prepare financial statements for each financial year Under that law the directors have elected to prepare the financial statements in accordance with United Kingdom Generally Accepted Accounting Practice (United Kingdom Accounting Standards and applicable law) The financial statements are required by law to give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period In preparing these financial statements, the directors are required to

- select suitable accounting policies and then apply them consistently,
- make judgements and estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards have been followed, and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and enable them to ensure that the financial statements comply with the Companies Act 1985. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

# INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF TRUCK AND RECEIVABLES SECURITISATION LIMITED

We have audited the financial statements of Truck and Receivables Securitisation Limited for the year to 31 December 2007 which comprise the profit and loss account, the balance sheet, the cash flow statement and the related notes 1 to 19 These financial statements have been prepared under the accounting policies set out therein

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditors' report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed

#### Respective responsibilities of directors and auditors

As described in the Statement of Directors' Responsibilities, the company's directors are responsible for the preparation of the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice)

Our responsibility is to audit the financial statements in accordance with relevant United Kingdom legal and regulatory requirements and International Standards on Auditing (UK and Ireland)

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 to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, 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 other transactions is not disclosed

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it

#### Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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, in accordance with United Kingdom Generally Accepted Accounting Practice, of the state of the company's affairs as at 31 December 2007 and of its profit for the year ended 31 December 2007,
- the financial statements have been properly prepared in accordance with the Companies Act 1985, and
- the information given in the Directors' Report is consistent with the financial statements

## Emphasis of matter - financial statements prepared on a basis other than that of going concern

In forming our opinion on the financial statements, which is not qualified, we have considered the adequacy of the disclosure made in note 1a to the financial statements, which explains that the financial statements have been prepared on a basis other than that of a going concern

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Deloitte & Touche LLP

Chartered Accountants and Registered Auditors

London, United Kingdom

30 Octhe 2008

## PROFIT AND LOSS ACCOUNT For the year ended 31 December 2007

	Notes	2007 £'000	2006 £'000
Turnover	3	4,866	6,541
Other operating income	4	9,907	9,840
Administrative expenses	5	(11,189)	(12,052)
OPERATING PROFIT		3,584	4,329
Interest payable and similar charges Other interest receivable	6	(3,683)	(4,723) 322
PROFIT/(LOSS) ON ORDINARY ACTIVITIES BEFORE TAXATION	_	282	(72)
Tax on profit/(loss) on ordinary activities	7	(61)	21
PROFIT(LOSS) FOR THE FINANCIAL YEAR	14, 15	221	(51)

The accompanying notes are an integral part of this profit and loss account

The results above arose wholly from continuing operations

The Company had no recognised gains or losses other than those included in the profit and loss account Accordingly no statement of total recognised gains and losses is required

## BALANCE SHEET 31 December 2007

31 December 2007	Notes	2007 £'000	2006 £'000
FIXED ASSETS Investment in finance lease receivables	8	-	43,359
			43,359
CURRENT ASSETS			
Investment in finance lease receivables	8	51,455	22,866
Debtors	9	428	208
Deferred tax asset	10	44	-
Cash at bank		4,695	5,952
		56,622	29,026
CREDITORS: amounts falling due within one year	11	(56,373)	(28,985)
NET CURRENT ASSETS		249	41
TOTAL ASSETS LESS CURRENT LIABILITIES	3	249	43,400
CREDITORS amounts falling due after more than			
one year	12	-	(43,359)
Deferred tax liability	10	-	(13)
NET ASSETS		249	28
THE RESERVE			
CAPITAL AND RESERVES			
Called-up share capital	13	_	-
Profit and loss account	15	249	28
TOTAL SHAREHOLDERS' FUNDS		249	28

These financial statements were approved and authorised for issue by the Board of Directors on 3.0 OCT 2000 Signed on behalf of the Board of Directors

Director

Capita Trust Corporate Services Limited (Director)

Name

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## CASH FLOW STATEMENT For the year ended 31 December 2007

	Note	2007 £'000	2006 £'000
Net cash inflow from operating activities	16	2,944	4,251
Return on investments and servicing of finance Interest received		381	322
Capital expenditure and financial investment Assets acquired during the year Disposals Capital repayments		(29,026) 23,321 20,486 ————————————————————————————————————	(22,766) 21,012 24,751 22,997
Financing Movement in loans Interest paid		(15,653) (3,710) (19,363)	(23,545) (4,787) (28,332)
Decrease in cash		(1,257)	(762)

The accompanying notes form an integral part of this cash flow statement

## NOTES TO THE ACCOUNTS Year ended 31 December 2007

#### 1. ACCOUNTING POLICIES

A summary of the principal accounting policies, all of which have been applied consistently throughout the year ending 31 December 2007, is set out below

#### a) Basis of accounting

The financial statements have been prepared in accordance with applicable United Kingdom law and accounting standards and under the historical cost convention

In light of the termination of the programme as outlined in the Directors report, the financial statements have been prepared on a basis other than that of a going concern, which includes, where appropriate, disclosing the financial assets at their net realisable value as at balance sheet date and reclassifying all long terms assets and liabilities to current assets or liabilities. The financial statements do not include any provision for the future costs of terminating the business of the company except to the extent that such were committed at the balance sheet date

#### b) Finance lease receivables

The investment in finance lease receivables represents a pool of commercial vehicles and their associated finance leases purchased from MAN Financial Services Ltd. As the present value of the minimum lease payments receivable under each of the leases purchased, using the interest rate implicit in each of the leases, represents substantially all of the fair value of the underlying vehicles, each lease has been classified as a finance lease. As such, each lease is reported at the net investment in the underlying lease, after making provisions for bad debts. Rental income is recognised in the profit and loss account over the period of the leases to produce a constant rate of return on the net investment outstanding.

The Company has a Residual Value Guarantee where, if trucks are sold for less than their residual value on maturity, then the Royal Bank of Scotland will pay the difference to the Company The income is recognised upon the termination of the lease. If the trucks are sold for more than the residual value assumed in the lease, then the excess cash received will be paid, after the payment of other costs by the Company, directly to MAN Financial Services as part of the Truck Specific Deferred Purchase Price

Initial direct costs incurred in arranging the leases have been recognised as an expense when incurred

In April 2000 the Finance and Leasing Association ("FLA") issued a SORP which provides more specific guidance and interpretation of SSAP 21 for the purposes of UK GAAP TARS is not a member of the FLA and is not mandated under FRS 18 to disclose compliance or areas of non compliance with the FLA SORP, however it has followed the content of the FLA SORP as best practice

The Company has taken the exemption of not disclosing the residual value exposures and maturity, as the directors feel this may be prejudicial to the entity's commercial interests

#### c) Interest expense

Interest expense paid on the secured loan notes is accounted for on an accruals basis to give a constant rate of return on the net amount outstanding

## NOTES TO THE ACCOUNTS Year ended 31 December 2007

#### 1. ACCOUNTING POLICIES (CONTINUED)

#### d) Taxation

Provision is made for taxation at current enacted rates on taxable profits, arising in income or in equity, taking into account relief for overseas taxation where appropriate

Deferred taxation is accounted for in full for all temporary differences between the carrying amount of an asset or liability for accounting purposes and its carrying amount for tax purposes

Deferred tax assets are only recognised to the extent that it is probable that they will be recovered Deferred tax assets or liabilities are not discounted

#### e) Financial instruments

The Company uses interest rate swaps for hedging purposes to alter the risk profile of an existing underlying exposure of the Company in line with the Company's risk management policies. The company does not hold or issue derivative financial instruments for speculative purposes.

Amounts payable or receivable in respect of interest rate swaps are recognised on an accruals basis

#### 2. DIRECTORS AND EMPLOYEES

None of the directors received any emoluments for their services to the Company during the current year or prior year

None of the directors have any interests in the Company as at the year end or prior year end

None of the directors had any material interest in any contract of significance in relation to the business of the Company (2006 none)

The Company does not have any employees (2006 none)

#### 3. TURNOVER

Turnover represents the income proportion of the finance lease rentals allocated to the year, and is derived wholly from the United Kingdom

#### 4. OTHER OPERATING INCOME

	£'000	£'000
Gain on disposal of vehicles	1,022	758
Residual Value Guarantee (see below)	1,747	1,482
Maintenance income	7,087	7,581
Recovered funds	51	19
	9,907	9,840
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## NOTES TO THE ACCOUNTS Year ended 31 December 2007

## 4. OTHER OPERATING INCOME (CONTINUED)

The Residual Value Guarantee is provided by The Royal Bank of Scotland plc If an asset, at its lease expiry, is sold by the Company to MAN Financial Services ("MFS") for a value which is less than its residual value, as determined at the inception of the lease, then the Residual Value Guarantee ensures that the Company does not incur a loss

#### 5. ADMINISTRATIVE EXPENSES

The profit/loss on ordinary activities before taxation is stated after charging

		2007 £'000	2006 £'000
	Auditors' fees - audit of annual financial statements	20	20
	Bad debt expense	88	250
	Losses on sale of trucks	1,854	2,092
6	INTEREST PAYABLE AND SIMILAR CHARGES		
		2007	2006
		£'000	£'000
	Interest on loans	3,683	4,723
7.	TAXATION ON PROFIT/(LOSS) ON ORDINARY ACTIVITIES		
	Tax is based on the results for the year and comprises		
		2007	2006
		£'000	£'000
	Current taxation		
	Tax charge for the year	118	-
	Deferred taxation	(4=)	<b></b>
	Tax (credit) for the year	(57)	(21)
	Tax charge/(credit) for the year	61	(21)
		<del></del>	

The actual tax charge differs from the expected tax charge computed by applying the standard rate of UK corporation tax of 30% ( $2006\ 30\%$ ) as follows

Profit/(loss) on ordinary activities before tax	2007 £'000 282	2006 £'000 (72)
Expected tax charge/(credit) at 30% thereon	85	(21)
Depreciation in excess of capital allowances	510	764
Use of losses brought forward	(451)	(743)
Small companies rate marginal relief	(26)	
Actual tax charge/(credit) for the year	118	-

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## NOTES TO THE ACCOUNTS Year ended 31 December 2007

8.	INVESTMENT IN FINANCE LEASE RECEIVABLES		
		2007 £'000	2006 £'000
	Balance brought forward	66,262	89,259
	Aggregate cost of assets acquired during the year for the purpose of leasing under finance leases Disposals Capital repayments	29,026 (23,321) (20,486)	22,766 (21,012) (24,751)
	Balance carried forward Less bad debt provision	51,481 (26)	66,262 (37)
		51,455	66,225
	Net investment in finance leases due within one year  Net investment in finance leases due after more than one year	51,455	22,866 43,359
		51,455	66,225
9.	DEBTORS	2007	2006
		2007 £'000	2006 £'000
	Finance lease arrears Other debtors	61 367	38 170
		428	208
10.	DEFERRED TAX ASSET/(LIABILITY)		
		2007 £'000	2006 £'000
	Deferred taxation movement for the year Opening balance Current year credit	(13) 57	(34) 21
	Deferred tax asset/(liability)	44	(13)
		2007 £'000	2006 £'000
	Depreciation in excess of capital allowances Origination of losses	44	(464) 451
	Deferred tax asset/(liability)	44	(13)

## NOTES TO THE ACCOUNTS Year ended 31 December 2007

#### 11. CREDITORS: AMOUNTS FALLING DUE WITHIN ONE YEAR

		2007 £'000	2006 £'000
	Loans	53,866	26,160
	Accrued interest	153	180
	Finance lease credit balances	161	-
	Other creditors	2,075	2,645
	Corporation tax payable	118	
		56,373	28,985
12.	LOANS	2007 £'000	2006 £'000
	Loans – MAN Financial Services	_	6,937
	Loans – Thames Asset Global Securitization No 1 Inc ("TAGS Inc")		36,422
			43,359

The MAN Financial Services loan is non-recourse. As such, in the event that it is unable to service the loan due to insufficient receipts from the leases and trucks, the Company has no further obligation to repay the liability.

#### 13. CALLED-UP SHARE CAPITAL

	2007 £	2006 £
Authorised 100 ordinary shares of 100p each	100	100
Called-up, allotted and fully paid 1 ordinary share paid up at 100p	1	1

The one share of the Company on issue is held by Capita IRG Trustees Limited under the terms of a Declaration of a Charitable Trust

## NOTES TO THE ACCOUNTS Year ended 31 December 2007

### 14. RECONCILIATION OF MOVEMENTS IN SHAREHOLDERS' EQUITY

	Share capital £'000	Profit and loss account £'000	Total £'000
At 1 January 2006	<u> </u>	79	79
Loss for the year		(51)	(51)
At 1 January 2007	-	28	28
Profit for the year	-	221	221
At 31 December 2007	-	249	249

#### 15 STATEMENT OF MOVEMENT IN RESERVES

	£'000	£'000
As at 1 January Profit for year	28 221	79 (51)
As at 31 December	249	28

## 16. RECONCILIATION OF OPERATING PROFIT TO NET CASH INFLOW FROM OPERATING ACTIVITIES

	2007 £'000	2006 £'000
Operating profit	3,584	4,329
(Decrease)/increase in bad debt provision	(11)	37
(Increase)/decrease in debtors	(220)	284
Decrease in creditors	(409)	(399)
Net cash inflow from operating activities	2,944	4,251

## 17. ANALYSIS OF CHANGES IN NET DEBT

	As at 31 Dec 2006 £'000	Cash flows	Reclassification £'000	As at 31 Dec 2007 £'000
Cash at bank and in hand	5,952	(1,257)		4,695
Loans due within one year	(26,160)	12,037	(39,743)	(53,866)
Loans due after more than one year	(43,359)	3,616	39,743	
Total	(63,567)	14,396		(49,171)

## NOTES TO THE ACCOUNTS Year ended 31 December 2007

#### 17. ANALYSIS OF CHANGES IN NET DEBT (CONTINUED)

#### Reconciliation of net cash flow to movement in net debt

	2007 £'000
Net debt as at 1 January 2007	(63,567)
Decrease in cash in the year Cash inflow from decrease in loans	(1,257) 15,653
Movement in net debt in the year	14,396
Net debt as at 31 December 2007	(49,171)

#### 18 FINANCIAL INSTRUMENTS

The financial instruments held by the Company comprise finance lease receivables, loan funding, interest rate derivatives and other operating assets and liabilities arising as a result of the normal course of the Company's operations

## Maturity of financial assets and liabilities

The maturity profile of the Company's financial assets at 31 December was as follows

	2007	2006
	£'000	£'000
In one year or less, or on demand	56,517	29,026
In more than one year but not more than two years	<u> </u>	43,359
	56,517	72,385
The maturity profile of the Company's financial liabilities at 31 December w	as as follows	
	2007	2006
	£'000	£'000
To any occupant land on an element	56,258	28,985
In one year or less, or on demand	30,236	
In more than one year but not more than two years		-
		43,372
	56,258	-

## NOTES TO THE ACCOUNTS Year ended 31 December 2007

## 18. FINANCIAL INSTRUMENTS (CONTINUED)

#### Fair values of derivatives

The fair value of derivatives held for purposes other than trading is set out below. Their fair value was based on the present value of future cash flows using market rates

	2007	2006
	£	£
Financial assets		
Interest rate swaps	148,403	44,252
	<del></del>	
Financial liabilities		
Interest rate swaps	211,526	343,618
•		

#### 19. RELATED PARTY DISCLOSURES

MAN Financial Services plc is deemed to be a related party by virtue of the fact that it manages the day to day operations of the Company and has influence over the Company's financial and operating policies

During the year the Company purchased £29,025,755 (2006 £22,766,465) and sold back £23,320,916 (2006 £21,011,712) of commercial trucks and their associated lease receivables from MAN Financial Services plc The Company owed MAN Financial Services plc £nil (2006 £nil) at year end in respect of these transactions. The Company received a loan from MAN Financial Services plc during the year, of which £10,014,339 (2006 £11,080,703) was outstanding at year end Interest paid on the loan during the year was £939,265 (2006 £1,047,333) of which £35,327 (2006 £41,526) was still payable at year end

The Company also entered into servicing and maintenance contracts with MAN Financial Services plc incurring £1,078,005 (2006 £1,418,149) and £7,086,867 (2006 £7,581,696) during the year respectively, of which £78,353 (2006 £333,751) and £804,897 (2006 £857,941) were still payable at year end