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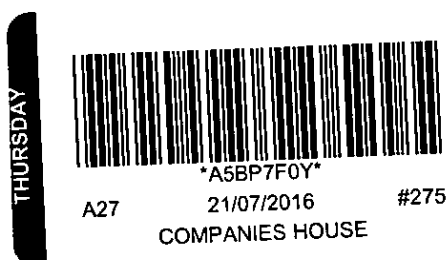
Registered number 87842

Branch number BR007628

FC025272

CHESTER ASSET SECURITISATION HOLDINGS NO.2 LIMITED

Annual report
for the year ended December 31, 2015



CHESTER ASSET SECURITISATION HOLDINGS NO.2 LIMITED

Company Information

DIRECTORS

M Clarke
M Filer
J West

COMPANY SECRETARY

Bedell Secretaries Limited
26 New Street
St Helier
Jersey
JE2 3RA

Assistant company secretary
Wilmington Trust SP Services (London) Limited
Third Floor
1 King's Arms Yard
London
EC2R 7AF

REGISTERED NUMBER

87842

REGISTERED OFFICE

26 New Street
St Helier
Jersey
JE2 3RA

CHESTER ASSET SECURITISATION HOLDINGS NO.2 LIMITED

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CHESTER ASSET SECURITISATION HOLDINGS NO 2 LIMITED

Directors' report for the year ended December 31, 2015

The directors present their report and the financial statements for the year ended December 31, 2015

PRINCIPAL ACTIVITY

Chester Asset Securitisation Holdings No 2 Limited ("CASH 2" or "the company") is a private limited liability company incorporated in Jersey, Channel Islands

The principal activity of the company is investment holding within a securitisation programme designed to provide long term financing for a portfolio of credit card receivables originated by MBNA Limited

During the year to December 31, 2015 the company's ultimate controlling party was Bank of America Corporation, a company registered in the United States of America

Following the maturity of the loan notes issued by the company's subsidiary, Chester Asset Receivables Dealings Issuer Plc ("CARDS Issuer Plc") in 2013, the company ceased trading

RESULTS AND DIVIDENDS

The company made a profit for the financial year from dividend income from its wholly owned subsidiary in the amount of £13,170 (2014 £nil). In turn, the company paid an interim dividend of £13,170. The directors do not recommend a final dividend for the year (2014 £nil).

KEY PERFORMANCE INDICATORS

Given that the company is no longer trading, the company's directors are of the opinion that analysis using key performance indicators is not necessary for an understanding of the development, performance or position of the business.

PRINCIPAL RISKS AND UNCERTAINTIES

The company is no longer trading, and as such the company's directors consider that the ongoing exposure to risk is minimal.

CHANGE OF UK ACCOUNTING STANDARDS

The company transitioned to FRS 102 from previously extant UK GAAP as at January 1, 2014. The policies applied under the entity's previous accounting framework are not materially different to FRS 102 and have not impacted on the financial performance or position of the company.

DIRECTORS

The directors who served during the year were

M Clarke
M Filer (appointed 12 January 2015)
J West

CHESTER ASSET SECURITISATION HOLDINGS NO.2 LIMITED

**Directors' report
for the year ended December 31, 2015**

AUDIT

The company is a private company under the Companies (Jersey) Law 1991 and as such is not required to be audited

This report was approved by the board on April 18, 2016 and signed on its behalf



J. West
Director

CHESTER ASSET SECURITISATION HOLDINGS NO.2 LIMITED

Directors' responsibilities statement for the year ended December 31, 2015

The directors are responsible for preparing the Directors' report and the financial statements in accordance with applicable law and regulations

Companies (Jersey) law 1991 requires the directors to prepare financial statements for each financial year. Under that law the directors have elected to prepare the audited financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice), including Financial Reporting Standard 102 'The Financial Reporting Standard applicable in the UK and Republic of Ireland'. Under company law the directors must not approve the audited financial statements unless satisfied that they 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 accounting estimates that are reasonable and prudent,
- state whether applicable UK Accounting Standards, including FRS 102 have been followed, subject to any material departures disclosed and explained in the financial statements,
- 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 adequate accounting records that are sufficient to show and explain the company's transactions and 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 (Jersey) Law 1991. 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.

CHESTER ASSET SECURITISATION HOLDINGS NO.2 LIMITED

**Profit and loss account
for the year ended December 31, 2015**

	Note	2015 £	2014 £
Income from investment in group undertakings		<u>13,170</u>	<u>-</u>
Profit on ordinary activities before taxation		<u>13,170</u>	<u>-</u>
Profit for the financial year		<u>13,170</u>	<u>-</u>

There were no recognised gains and losses for 2015 other than those included in the profit and loss account

The notes on pages 7 to 9 form part of these financial statements

CHESTER ASSET SECURITISATION HOLDINGS NO.2 LIMITED
Registered number:87842

Balance sheet
As at December 31, 2015

	Note	2015 £	2014 £
Fixed assets			
Investments in subsidiary undertakings	5	2	2
		<u>2</u>	<u>2</u>
Total assets less current liabilities		2	2
		<u>2</u>	<u>2</u>
Net assets		<u>2</u>	<u>2</u>
Capital and reserves			
Called up share capital	6	2	2
		<u>2</u>	<u>2</u>
Total equity		<u>2</u>	<u>2</u>

The financial statements were approved and authorised for issue by the board and were signed on its behalf on April 18, 2016



J. West

Director

The notes on pages 7 to 9 form part of these financial statements

CHESTER ASSET SECURITISATION HOLDINGS NO.2 LIMITED

**Statement of changes in equity
for the year ended December 31, 2015**

	Called up share capital £	Profit and loss account £	Total equity £
At January 1, 2015	2	-	2
Profit for the financial year	-	13,170	13,170
Total comprehensive income for the year	-	13,170	13,170
Dividends	-	(13,170)	(13,170)
At December 31, 2015	2	-	2

**Statement of changes in equity
for the year ended December 31, 2014**

	Called up share capital £	Total equity £
At January 1, 2014	2	2
Total comprehensive income for the year	-	-
At December 31, 2014	2	2

The notes on pages 7 to 9 form part of these financial statements

CHESTER ASSET SECURITISATION HOLDINGS NO.2 LIMITED

Notes to the financial statements for the year ended December 31, 2015

1. ACCOUNTING POLICIES

1.1 BASIS OF PREPARATION OF FINANCIAL STATEMENTS

Chester Asset Securitisation Holdings No 2 Limited is a private limited company registered in Jersey, Channel Islands. The registered office is 26 New Street, St Helier, Jersey, JE2 3RA.

The financial statements have been prepared on a going concern basis under the historical cost convention as modified by the revaluation of certain financial instruments in accordance with the Companies (Jersey) Law 1991 and the Financial Reporting Standard 102 as it applies to the financial statements of the company for the year ended December 31, 2015. The policies applied under the entity's previous accounting framework are not materially different to FRS 102 and have not impacted on the financial performance or position of the company. The company transitioned from previously extant UK GAAP to FRS 102 at January 1, 2014.

The company is now dormant but may become active in the foreseeable future. The following accounting policies have been applied:

1.2 TAXATION

Current tax is provided at amounts expected to be paid (or recovered) using the tax rates and laws that have been enacted or substantively enacted as at the balance sheet date.

1.3 INVESTMENTS IN SUBSIDIARY UNDERTAKINGS

Investments in subsidiaries are recorded at the lower of the cost and net recoverable amount. Impairment reviews are performed by the directors when there has been an indication of potential impairment.

1.4 DIVIDENDS

Equity dividends are recognised when they become legally payable. Interim equity dividends are recognised when paid. Final equity dividends are recognised when approved by the shareholders at an annual general meeting.

2. INCOME FROM INVESTMENTS

	2015 £	2014 £
Income from fixed asset investments	13,170	-
	<u>13,170</u>	<u>-</u>

CHESTER ASSET SECURITISATION HOLDINGS NO.2 LIMITED

Notes to the financial statements for the year ended December 31, 2015

3. DIVIDENDS AND OTHER APPROPRIATIONS

	2015 £	2014 £
Declared and paid during the year	<u>13,170</u>	<u>-</u>

An interim dividend of £13,170 was declared and paid in the year (2014 £nil)

During the year, Chester Asset Securitisation Holdings No 2 Limited received dividends from Chester Asset Receivables Dealings Issuer Limited for the amount of £13,170

4. TAXATION ON PROFIT ON ORDINARY ACTIVITIES

The company is registered in Jersey, Channel Islands, as an income tax paying company. The standard rate of income tax for companies resident in Jersey (such as the company) is 0% for the current year of assessment (2014 0%).

5. INVESTMENTS IN GROUP UNDERTAKINGS

The company holds an investment in the entire issued share capital in the following entity

Name of undertaking	Nature of business
Chester Assets Receivables Dealings Issuer Limited	Provision of long term finance

Chester Asset Receivables Dealings Issuer Limited is incorporated in Jersey and has a year end of 31 December

6. CALLED UP SHARE CAPITAL

	2015 £	2014 £
Allotted, called up and fully paid		
2 (2014 2) Ordinary shares of £1 each	<u>2</u>	<u>2</u>

The ordinary shares have attached to them full voting, dividend and capital distribution (including on winding up) rights, they do not confer any rights of redemption

7. RESERVES

Profit and loss account

Profit and loss account represents accumulated profit and losses for the year and prior years net of dividends

CHESTER ASSET SECURITISATION HOLDINGS NO.2 LIMITED

Notes to the financial statements for the year ended December 31, 2015

8. RELATED PARTY TRANSACTIONS

The issued share capital of the company is held by Wilmington Trust SP Services (London) Limited ("Wilmington")

Administration and directorial services were provided to the company by Wilmington

M Clarke is an employee of Wilmington and M Filer is a director of Wilmington, and both are directors of the company's subsidiary Chester Asset Receivables Dealings Issuer Limited

J West is a director of Chester Asset Receivables Dealings Issuer Limited

9. CONTROLLING PARTY

The issued share capital of the company is ultimately held by Wilmington in its capacity as trustee of a charitable trust known as the Chester Issuer Charitable Trust

The smallest group into which the company's financial statements are consolidated is MBNA Limited, a private limited company incorporated in the United Kingdom. Copies of the consolidated financial statements of MBNA Limited are available from MBNA Limited, Stansfield House, Chester Business Park, Chester CH4 9QQ

The ultimate parent company and controlling party is Bank of America Corporation ("BAC"), a company organised and existing under the laws of the State of Delaware in the United States of America. The largest group that includes the company and for which group financial statements are prepared is BAC. Copies of the consolidated financial statements of BAC are available from the Investor Relations area of the Bank of America website at <http://investor.bankofamerica.com> or by contacting the Investor Relations Group by mail at Bank of America Corporate Center, 100 N Tryon Street, Charlotte, North Carolina, 28255, USA or from the Securities and Exchange Commission ("SEC") in the United States or online at www.sec.gov

10. FINANCIAL REPORTING STANDARD 102 - REDUCED DISCLOSURE EXEMPTIONS

The company has taken advantage of the following disclosure exemptions in preparing these financial statements, as permitted by the FRS 102 "The Financial Reporting Standard applicable in the UK and Republic of Ireland"

- the requirements of Section 7 Statement of Cash Flows,
- the requirements of Section 3 Financial Statement Presentation paragraph 3 17(d),
- the requirements of Section 11 Financial Instruments paragraphs 11 39 to 11 48A,
- the requirements of Section 33 Related Party Disclosures paragraph 33 7

This information is included in the consolidated financial statements of MBNA Limited as at December 31, 2015 and these financial statements may be obtained from Stansfield House, Chester Business Park, Chester, CH4 9QQ