

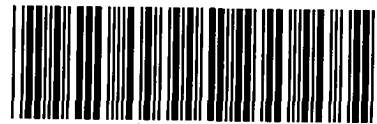
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**SOUTHERN PACIFIC 04-A PARENT LIMITED**

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**Annual report and financial statements  
for the year ended 30 November 2013**

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**SOUTHERN PACIFIC 04-A PARENT LIMITED**

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**Company Information**

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<b>Directors</b>	S Lawrence Capita Trust Corporate Services Limited Capita Trust Corporate Limited
<b>Company secretary</b>	Capita Trust Corporate Limited
<b>Registered number</b>	05014807
<b>Registered office</b>	4th Floor 40 Dukes Place London EC3A 7NH
<b>Auditors</b>	Ernst & Young LLP 1 More London Place London SE1 2AF
<b>Note trustee</b>	BNYM Corporate Trustee Services Limited One Canada Square London E14 5AL

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**SOUTHERN PACIFIC 04-A PARENT LIMITED**

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## SOUTHERN PACIFIC 04-A PARENT LIMITED

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### Group strategic report for the year ended 30 November 2013

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#### Introduction

On 28 April 2004 the Group purchased £348,581,000 of mortgages from Southern Pacific Mortgage Limited. Further consideration may be payable dependent on future performance of the mortgages. To facilitate the purchase, the Group issued a series of loan notes on 28 April 2004.

The mortgage servicing, cash bond administration and accounting services are provided by Acenden Limited an external party.

#### Business review

The results for the year ended 30 November 2013 are set out on page 8. The Group's business activities, together with the factors likely to affect its future development, financial performance and financial position are set out below.

The current economic environment is difficult but the Group has reported an operating profit for the year after Financial Reporting Standard No. 26 adjustments, which include the recognition of interest income on mortgage loans on an Effective Interest Rate (EIR) basis. However the directors' consider that the outlook presents significant challenges in meeting the capital repayments and interest due to the holders of the loan notes as and when they fall due.

Nevertheless the directors have concluded that the Group will continue as a going concern and set out the basis for this conclusion in the Going concern section of the Director's report.

At the year end the mortgage balance after the effective interest rate adjustment and specific provisions, was £25,164,000 (2012 – £26,782,000). At the December 2013 Interest Payment Date the Group held the following mortgage loans, excluding the effective interest rate adjustment:

	Principal balance £000	Number of loans
First mortgages	<u>24,761</u>	<u>269</u>

These mortgages provide security against loan notes in issue totalling £24,761,000 as at the December 2013 Interest Payment date.

The mortgage loans exhibited the following quarterly arrears profile:

	Q1 %	Q2 %	Q3 %	Q4 %
Delinquencies days - (excluding repossessions)				
Current	75.49	80.86	84.58	81.39
>30<=60	4.23	3.76	3.19	4.77
>60<=90	2.93	1.87	1.48	3.82
>90<=120	3.60	4.57	2.92	2.78
>120	13.75	8.94	7.83	7.24
Total	<u>100.00</u>	<u>100.00</u>	<u>100.00</u>	<u>100.00</u>

At the March 2014 Interest Payment Date following the year end, the mortgage loan balance was £24,153,000, 11.36% of the balance was greater than 3 months in arrears.

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## SOUTHERN PACIFIC 04-A PARENT LIMITED

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### Group strategic report (continued)

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#### Business review (continued)

The directors consider the level of arrears to be within expectations and have not made any adjustment to the provisions recorded as at the year end.

The performance of the mortgage loans during the year to 30 November 2013 did not enable any deferred consideration (2012 – £Nil) to be paid to the current holder of the rights to the residual cash flows of the securitisation.

#### Principal risks and uncertainties

##### (a) Financial instrument risk

The financial instruments held by the Group comprise mortgage assets, borrowings, cash and various other items (such as other debtors, other creditors etc.) that arise directly from its operations.

The Group also entered into derivative transactions where necessary (principally interest caps) to manage its interest rate risk.

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

The main risks arising from the Group's financial instruments are credit risk, interest rate risk, and liquidity risk. The directors review and agree policies for managing each of these risks and they are summarised below.

##### (b) Credit risk

Credit risk is the risk that borrowers will not be able to meet their obligations as they fall due. All mortgages purchased by the Group were required to adhere to specific lending criteria. The ongoing credit risk of the mortgage portfolio (and particularly in respect of accounts in arrears) is closely monitored by the directors.

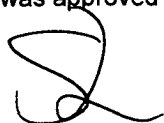
##### (c) Interest rate risk

Interest rate risk exists where assets and liabilities have interest rates set under different bases or which reset at different times. The Group minimises its exposure to interest rate risk by ensuring that the interest rate characteristics of its assets and liabilities are similar. Where this is not possible the Group has used derivative financial instruments to mitigate any residual interest rate risk.

##### (d) Liquidity risk

The Group's policy is to manage liquidity risk by matching the timing of the cash receipts from mortgage assets with those of the cash payments due on the loan notes. In addition the Group holds a minimum cash balance to manage short term liquidity requirements.

This report was approved by the board on 10 June 2014 and signed on its behalf.



Capita Trust Corporate Limited  
(Director)

Sue Lawrence

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## SOUTHERN PACIFIC 04-A PARENT LIMITED

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### Directors' report for the year ended 30 November 2013

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The directors present their report and the financial statements for the year ended 30 November 2013.

#### Results and dividends

The profit for the year, after taxation, amounted to £3,000 (2012 - £2000).

The directors do not recommend the payment of a dividend for the year (2012 – £Nil).

#### Directors

The directors who served during the year were:

S Lawrence  
Capita Trust Corporate Services Limited  
Capita Trust Corporate Limited

#### Company secretary

Capita Trust Secretaries Limited resigned as Company Secretary on 17 January 2014 and Capita Trust Corporate Limited were appointed in their place.

#### Going concern

As described in the Strategic review, the Group has reported an operating profit for the year and the Group is in a net asset position as at 30 November 2013.

It is the intention of the directors of the Company to continue operations until such a time as the amounts due from mortgage loans have been fully realised. Forecasts indicate that the Group will have adequate cash to enable it to meet its obligations within the next 12 months. Additionally, the Group has performed as expected during the year and is expected to do the same over the next 12 months. Ultimately, due to the non-recourse nature of the loan notes, any shortfall in the proceeds from the mortgage assets will be a risk to the holders of those notes and accordingly the financial statements have been prepared on a going concern basis.

#### Fair value

Note 17 discloses the fair values of the mortgage assets and loan notes. The directors noted that as at 30 November 2013 the respective fair values of the mortgage assets and loan notes are less than the carrying values recorded in the balance sheet.

The directors believe that this is reasonable, based on the global contraction of credit markets, the challenges faced by the sub prime mortgage sector and the decline in market demand for mortgage backed securities.

As no liquid market exists for either the mortgage loans or loan notes, the directors have ascribed an approximate fair value based on an internal discounted cash flow model that is used to value non-secured mortgage loan receivables. This model takes into account expected payment rates, arrears, house price movements, level of repossessions, losses and discount rates based on the most recent available information.

#### Future developments

The directors of the Company do not envisage any change to the principal activities of the Group in the future.

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**SOUTHERN PACIFIC 04-A PARENT LIMITED**

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**Directors' report  
for the year ended 30 November 2013**

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**Corporate governance**

The Directors are responsible for internal control in Southern Pacific 04-A Parent Limited and for reviewing the effectiveness. Procedures have been designed for safeguarding assets against unauthorised use or disposition; for maintaining proper accounting records; and for the reliability and usefulness of financial information used within the business or for publication. Such procedures are designed to manage rather than eliminate the risk of failure to achieve business objectives and can only provide reasonable and not absolute assurance against material misstatement, errors, losses or fraud. The procedures enable Southern Pacific 04-A Parent Limited to comply with the relevant regulatory obligations.

**Disclosure of information to auditors**

Each of the persons who are directors at the time when this Directors' report is approved has confirmed that:

- so far as the director is aware, there is no relevant audit information of which the company and the group's auditors are unaware, and
- the director has taken all the steps that ought to have been taken to make himself aware of any relevant audit information and to establish that the company and the group's auditors are aware of that information.

**Auditors**

The auditors, Ernst & Young LLP, will be proposed for reappointment in accordance with section 485 of the Companies Act 2006.

This report was approved by the board and signed on its behalf.



**Capita Trust Corporate Limited**  
(Director)

Director

Date: 10/6/14

Sue Lawrence

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## SOUTHERN PACIFIC 04-A PARENT LIMITED

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### Directors' responsibilities statement for the year ended 30 November 2013

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The directors are responsible for preparing the Group strategic report, the Directors' 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). Under company law the directors must not approve the financial statements unless they are satisfied that they give a true and fair view of the state of affairs of the company and the group and the profit or loss of the group for that period. In preparing these financial statements, the directors are required to:

- select suitable accounting policies and then apply them consistently;
- make judgments and accounting estimates that are reasonable and prudent;
- state whether applicable UK Accounting Standards 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 group will continue in business.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the company's and group's transactions and disclose with reasonable accuracy at any time the financial position of the group and enable them to ensure that the financial statements comply with the Companies Act 2006. They are also responsible for safeguarding the assets of the company and the group and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.



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## SOUTHERN PACIFIC 04-A PARENT LIMITED

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### Independent auditors' report to the members of Southern Pacific 04-A Parent Limited

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We have audited the financial statements of Southern Pacific 04-A Parent Limited for the year ended 30 November 2013, which comprise the Consolidated Profit and Loss Account, the Consolidated Balance Sheet, the Company Balance Sheet, the Consolidated Cash flow Statement and the related notes 1 to 24, set out on pages 8 to 28. The financial reporting framework that has been applied in their preparation is applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice).

This report is made solely to the company's members, as a body, in accordance with Chapter 3 of Part 16 of the Companies Act 2006. 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 explained more fully in the Directors' responsibilities statement, set out on page 5, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

#### **Scope of the audit of the financial statements**

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of: whether the accounting policies are appropriate to the group's and the parent company's circumstances and have been consistently applied and adequately disclosed; the reasonableness of significant accounting estimates made by the directors; and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Annual Report and Financial Statements to identify material inconsistencies with the audited financial statements and to identify any information that is apparently materially incorrect based on, or materially inconsistent with, the knowledge acquired by us in the course of performing the audit. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

#### **Opinion on financial statements**

In our opinion the financial statements:

- give a true and fair view of the state of the group's and the parent company's affairs as at 30 November 2013 and of the group's profit for the year then ended;
- have been properly prepared in accordance with United Kingdom Generally Accepted Accounting Practice; and
- have been prepared in accordance with the requirements of the Companies Act 2006.

#### **Opinion on other matter prescribed by the Companies Act 2006**

In our opinion the information given in the Group strategic report and the Directors' report for the financial year for which the financial statements are prepared is consistent with the financial statements.

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**SOUTHERN PACIFIC 04-A PARENT LIMITED**

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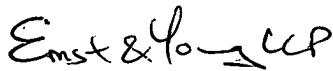
**Independent auditors' report to the members of Southern Pacific 04-A Parent Limited**

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**Matters on which we are required to report by exception**

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept by the parent company, or returns adequate for our audit have not been received from branches not visited by us; or
- the parent company financial statements are not in agreement with the accounting records and returns; or
- certain disclosures of directors' remuneration specified by law are not made; or
- we have not received all the information and explanations we require for our audit.



Amarjit Singh (Senior statutory auditor)

for and on behalf of  
**Ernst & Young LLP (Statutory Auditor)**

London

Date: 12 JUNE 2014

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**SOUTHERN PACIFIC 04-A PARENT LIMITED**

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**Consolidated profit and loss account  
for the year ended 30 November 2013**

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	Note	2013 £000	2012 £000
<b>Interest receivable and similar income</b>	2	<b>694</b>	<b>978</b>
Interest payable and similar charges	3	<b>(674)</b>	<b>(787)</b>
<b>Net interest receivable</b>		<b>20</b>	<b>191</b>
Operating expenses		<b>(65)</b>	<b>(242)</b>
Other operating income	4	<b>48</b>	<b>53</b>
<b>Profit on ordinary activities before taxation</b>	5	<b>3</b>	<b>2</b>
Tax on profit on ordinary activities	6	-	-
<b>Profit for the financial year after taxation</b>		<b>3</b>	<b>2</b>

All amounts relate to continuing operations.

There were no recognised gains and losses for 2013 or 2012 other than those included in the Profit and loss account.


The notes on pages 12 to 28 form part of these financial statements.

**SOUTHERN PACIFIC 04-A PARENT LIMITED**  
Registered number: 05014807

**Consolidated balance sheet**  
as at 30 November 2013

	Note	£000	2013 £000	£000	2012 £000
<b>Current assets</b>					
Debtors: amounts falling due after more than one year	11	24,509		26,078	
Debtors: amounts falling due within one year	11	674		738	
Cash at bank		27,647		28,317	
		<u>52,830</u>		<u>55,133</u>	
<b>Creditors: amounts falling due within one year</b>	12	<b>(23,541)</b>		<b>(23,768)</b>	
<b>Net current assets</b>			<b>29,289</b>		<b>31,365</b>
<b>Total assets less current liabilities</b>			<b>29,289</b>		<b>31,365</b>
<b>Creditors: amounts falling due after more than one year</b>	13		<b>(29,267)</b>		<b>(31,346)</b>
<b>Net assets</b>			<b>22</b>		<b>19</b>
<b>Capital and reserves</b>					
Issued share capital	14		13		13
Profit and loss account	15		9		6
<b>Shareholders' funds</b>	16		<b>22</b>		<b>19</b>

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

  
 Capita Trust Corporate Limited  
 (Director)  
 Sue Lawrence

Director

Date: 10/6/14

The notes on pages 12 to 28 form part of these financial statements.

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**SOUTHERN PACIFIC 04-A PARENT LIMITED**  
Registered number: 05014807


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**Company balance sheet**  
as at 30 November 2013

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	Note	2013 £000	2012 £000
<b>Fixed assets</b>			
Investments	8	13	13
<b>Net assets</b>		13	13
<b>Capital and Reserves</b>			
Issued share capital	14	13	13
<b>Shareholders' funds</b>	16	13	13

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

Director  Sue Lawrence  
Capita Trust Corporate Limited  
(Director)

The notes on pages 12 to 28 form part of these financial statements.

**SOUTHERN PACIFIC 04-A PARENT LIMITED**

**Consolidated cash flow statement  
for the year ended 30 November 2013**

	Note	2013 £000	2012 £000
Net cash flow from operating activities	19	(231)	18,886
Returns on investments and servicing of finance	20	92	328
Capital expenditure and financial investment	20	1,619	1,937
<b>Cash inflow before financing</b>		<b>1,480</b>	<b>21,151</b>
Financing	20	(2,150)	(1,504)
<b>(Decrease)/increase in cash in the year</b>		<b>(670)</b>	<b>19,647</b>

**Reconciliation of net cash flow to movement in net funds/debt  
for the year ended 30 November 2013**

	2013 £000	2012 £000
(Decrease)/increase in cash in the year	(670)	19,647
Cash outflow from decrease in debt	2,150	1,504
<b>Change in net debt resulting from cash flows</b>	<b>1,480</b>	<b>21,151</b>
Unpaid interest on subordinated loan	(64)	(81)
Amortisation of capitalised issue costs	(7)	(8)
<b>Movement in net debt in the year</b>	<b>1,409</b>	<b>21,062</b>
Net debt at 1 December 2012	(3,029)	(24,091)
<b>Net debt at 30 November 2013</b>	<b>(1,620)</b>	<b>(3,029)</b>

The notes on pages 12 to 28 form part of these financial statements.

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## SOUTHERN PACIFIC 04-A PARENT LIMITED

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### Notes to the financial statements for the year ended 30 November 2013

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#### 1. Accounting policies

The following accounting policies have been applied consistently in dealing with items which are considered material in relation to the Group's financial statements:

##### 1.1 Basis of preparation

The financial statements have been prepared under the historical cost convention and in accordance with applicable UK accounting standards except for derivative financial instruments which are carried at fair value through the profit and loss account. The financial statements have been prepared on a going concern basis as referred to in the Going concern section of the Directors' report.

##### 1.2 Basis of consolidation

The Group financial statements consolidate the financial statements of the Company and all its subsidiaries for the year ended 30 November 2013. All the subsidiaries are accounted for using acquisition accounting.

In accordance with section 408 (4) of the Companies Act 2006, Southern Pacific 04-A Parent Limited is exempt from the requirement to present its own profit and loss account. The result for the year of Southern Pacific 04-A Parent Limited is disclosed in note 16 to the financial statements.

##### 1.3 Income recognition

Interest income on mortgage loan assets is recognised in the profit and loss account on an Effective Interest Rate (EIR) basis. The EIR recognises revenue equivalent to the rate that effectively discounts estimated future cash flows throughout the estimated life to the net carrying value of the loan.

##### 1.4 Mortgage loans

Mortgage loans are valued on the amortised cost basis using the effective interest rate method, less provision made to reduce the value of the loans to their estimated recoverable amount. Provisions are made against mortgages when in the opinion of the directors, credit risk or economic risk make recovery doubtful. A loan premium is recognised where mortgages are acquired at amounts in excess of the amount recoverable from customers. This loan premium is amortised over the expected life of the mortgages.

The Group assesses at each balance sheet date whether there is any objective evidence that a financial asset or a group of financial assets is impaired. A financial asset or a group of financial assets is deemed to be impaired if, and only if, there is objective evidence of impairment as a result of one or more events that has occurred after the initial recognition of the asset (an incurred 'loss event') and that loss event (or events) has an impact on the estimated future cash flows of the financial asset or the group of financial assets that can be reliably estimated.

An adjustment to the expected cash flows of the mortgage loans would be recognised where there is a risk that the income on the loan will be significantly reduced. This could occur if the credit quality of the mortgage assets deteriorated significantly and is calculated in accordance with the provisions policy below.

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## SOUTHERN PACIFIC 04-A PARENT LIMITED

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### Notes to the financial statements for the year ended 30 November 2013

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#### 1. Accounting policies (continued)

##### 1.5 Provisions

Specific provisions for losses on loans and advances to customers are made throughout the year and at the year-end on a case by case basis (calculated with reference to the probability of the loan defaulting and the value of the security held against the loan). The specific provision for properties in possession is based on the balance outstanding less a discounted valuation of the security held (with adjustments for expenses of sale).

##### 1.6 Fixed asset investment

The Company's investment in subsidiary companies is stated at cost, less provision for diminution in value where the directors consider this necessary.

##### 1.7 Premium paid on mortgage assets

A premium is recognised where mortgage assets are acquired at amounts in excess of their carrying values. This premium was capitalised by the Group and amortised over the expected repayment period of the mortgage assets with the amount amortised in the year included in interest payable.

##### 1.8 Taxation

The charge or credit for taxation is based on the profit or loss for the year and takes into account taxation deferred because of timing differences between the treatment of certain items for taxation and accounting purposes.

Deferred taxation is recognised in respect of all timing differences that have originated but not reversed at the balance sheet date where transactions or events that have occurred at that date that will result in an obligation to pay more, or a right to pay less tax with the following exceptions:

Deferred tax assets are recognised only to the extent that the directors consider it is more likely than not that there will be suitable taxable profits from which the future reversal of the underlying timing differences can be deducted. Deferred tax is measured on an undiscounted basis at the tax rates that are expected to apply in years in which timing differences reverse, based on tax rates and laws enacted or substantively enacted at the balance sheet date.

##### 1.9 Deferred consideration

Deferred consideration represents further amounts payable on the acquisition of mortgages from Southern Pacific Mortgage Limited. The payment of these amounts is conditional on the performance of the mortgages.

Under the terms of the securitisation the Group earns a maximum annual profit in an amount equal to 0.01 per cent of the aggregate balances of the loans in the mortgage pool before exchange gains or losses on revaluation of foreign currency liabilities and any Financial Reporting Standard No. 26 adjustments which may include Effective Interest Rate adjustments, remeasurement adjustments to loan note liabilities and gains or losses on derivatives. Profits in excess of 0.01 per cent accrue to the current holder of the rights to the residual cash flows of the securitisation as deferred consideration, unless the Group has cumulative adjusted losses from prior years. Accordingly, amounts owing to the current holder of the rights to the residual cash flows of the securitisation are recognised as creditors in the balance sheet.



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## SOUTHERN PACIFIC 04-A PARENT LIMITED

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### Notes to the financial statements for the year ended 30 November 2013

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#### 1. Accounting policies (continued)

##### **Deferred consideration (continued)**

On a quarterly basis surplus income received from the mortgage assets is paid to the current holder of the rights to the residual cash flows and recorded as deferred consideration in the profit and loss account.

##### **1.10 Derivatives**

The Group uses derivative financial instruments to hedge its exposure to interest rate risk arising from operational, financing and investment activities. The Group does not hold or issue derivative financial instruments for trading purposes. However, derivatives that do not qualify for hedge accounting are accounted for as trading instruments.

Financial Reporting Standard No. 26 requires all derivative financial instruments to be recognised initially at fair value on the balance sheet. Subsequent to initial recognition, derivatives are remeasured to fair value. Where the value of the derivative is positive, it is carried as a derivative asset and, where negative, as a derivative liability. The gain or loss on remeasurement to fair value is recognised immediately in the profit and loss account. The fair value of the interest rate caps is the estimated amount that the Group would receive or pay to terminate the caps at the balance sheet date.

##### **1.11 Issue costs**

Initial issue costs incurred in arranging funding facilities are amortised over the life of the facility. Unamortised initial issue costs are deducted from the associated liability in accordance with Financial Reporting Standard No. 26 and costs amortised in the year are included in interest payable.

##### **1.12 Loan notes**

Loan notes are recognised initially at fair value less attributable transaction costs. Subsequent to initial recognition, the loan notes are stated at amortised cost with any difference between cost and redemption value being recognised in the profit and loss account over the period of the borrowings on an effective interest basis.

The repayment of the loan notes is dependent on principal and interest collections on the mortgage loans. The directors periodically review the estimated future cash flows on the mortgage loans to determine whether the amortised cost carrying value of the loan notes requires adjustment. If a shortfall in the cash flows is identified, an adjustment is credited to the profit and loss account to reduce the carrying value of the loan notes.

##### **1.13 Turnover**

The Company's income and trading activities are wholly within the UK and within a single market sector and therefore no segmental analysis has been presented.

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**SOUTHERN PACIFIC 04-A PARENT LIMITED**

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**Notes to the financial statements  
for the year ended 30 November 2013**

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**2. Interest receivable and similar income**

	<b>2013</b>	<b>2012</b>
	<b>£000</b>	<b>£000</b>
Mortgage loan interest	<b>646</b>	<b>815</b>
Other interest	<b>48</b>	<b>163</b>
	<b>694</b>	<b>978</b>

**3. Interest payable and similar charges**

	<b>2013</b>	<b>2012</b>
	<b>£000</b>	<b>£000</b>
Loan notes	<b>286</b>	<b>422</b>
Other interest	<b>313</b>	<b>274</b>
Subordinated loan	<b>63</b>	<b>79</b>
Amortisation of capitalised issue costs	<b>7</b>	<b>8</b>
Amortisation of premium paid on purchase of mortgage assets	<b>5</b>	<b>4</b>
	<b>674</b>	<b>787</b>

**4. Other operating income**

	<b>2013</b>	<b>2012</b>
	<b>£000</b>	<b>£000</b>
Redemption fees	<b>4</b>	<b>3</b>
Sundry fee income	<b>44</b>	<b>50</b>
	<b>48</b>	<b>53</b>

**SOUTHERN PACIFIC 04-A PARENT LIMITED**

**Notes to the financial statements  
for the year ended 30 November 2013**

**5. Profit on ordinary activities before taxation**

The profit is stated after charging/(crediting):

	<b>2013</b>	<b>2012</b>
	<b>£000</b>	<b>£000</b>
Auditors' remuneration - audit services - Group	16	15
Other fees to auditors - taxation services - Group	10	10
Deferred consideration	(204)	290
Provision of mortgage loans	(22)	(366)
Bad debts incurred on mortgage loans	21	35
Auditors' remuneration - for audit services - Company	6	6
Other fees to auditors - taxation services - Company	1	1
	-	-

Auditors other services includes £10,000 for corporation tax compliance work (2012 - £10,000).

Auditors' remuneration - audit services of £5,900 (2012 - £5,900) and other fees to auditors - corporation tax compliance services of £800 (2012 - £1,000) for the company, were borne by the subsidiary.

**6. Taxation**

	<b>2013</b>	<b>2012</b>
	<b>£000</b>	<b>£000</b>
UK corporation tax charge on profit for the year	-	-
	-	-

**Factors affecting tax charge for the year**

The tax assessed for the year is lower than (2012 - the same as) the standard rate of corporation tax in the UK of 20% (2012 - 20%). The differences are explained below:

	<b>2013</b>	<b>2012</b>
	<b>£000</b>	<b>£000</b>
Profit on ordinary activities before tax	3	2
	3	2
Profit on ordinary activities multiplied by standard rate of corporation tax in the UK of 20% (2012 - 20%)	1	-
<b>Effects of:</b>		
Utilisation of tax losses	(1)	-
	-	-
<b>Current tax charge for the year</b> (see note above)	-	-

**7. Information regarding directors and employees**

The Group has no employees other than the directors, who did not receive any remuneration (2012 - £NIL).

**SOUTHERN PACIFIC 04-A PARENT LIMITED**

**Notes to the financial statements  
for the year ended 30 November 2013**

**8. Investments**

<b>Company</b>	<b>2013 £000</b>	<b>2012 £000</b>
Shares in group undertakings	<u>13</u>	<u>13</u>

The undertakings in which the Company's interest at 30 November 2013 is more than 20% are as follows:

<b>Company name</b>	<b>Country</b>	<b>Percentage Shareholding</b>	<b>Description</b>
Southern Pacific Financing 04-A Plc	United Kingdom	100%	Investment in residential loans

At 30 November 2013 the Company held 49,998 ordinary shares of £1 each in Southern Pacific Financing 04-A plc, and has paid up 25p on each share. The Company also held one fully paid share of £1 in the same company. These holdings represent the entire issued share capital of that company except for one fully paid ordinary share of £1 held by a Trustee on a discretionary basis.

Southern Pacific Financing 04-A plc acts as an investment company, holding mortgages financed by Floating Rate Notes. The subsidiary is registered and operates in the United Kingdom. The following information is presented in respect of its financial statements for the year ended 30 November 2013:

	<b>2013 £000</b>	<b>2012 £000</b>
Aggregate capital and reserves	<u>22</u>	<u>19</u>
Profit for the year	<u>3</u>	<u>2</u>

**9. Mortgage loans - net balances**

	<b>Mortgage £000</b>	<b>Mortgage loss provision £000</b>	<b>Total £000</b>
At 1 December 2012	26,915	(133)	26,782
Net movement in the year	(1,640)	22	(1,618)
At 30 November 2013	<u>25,275</u>	<u>(111)</u>	<u>25,164</u>

The mortgage loans are held as security against the loan notes referred to in note 13.

The current mortgage loans in the pool have loan periods of between 1 to 279 months remaining with current interest rates ranging from 2.02% to 3.52% per annum.

**SOUTHERN PACIFIC 04-A PARENT LIMITED**

**Notes to the financial statements  
for the year ended 30 November 2013**

**10. Mortgage loans - unamortised premium**

	2013 £000	2012 £000
At 1 December	13	17
Amortisation in the year	(5)	(4)
At 30 November	8	13

**11. Debtors**

	2013 £000	2012 £000
<b>Due after more than one year</b>		
Mortgage balances	24,505	26,069
Premium paid on purchase of mortgage assets	4	9
	24,509	26,078

	2013 £000	2012 £000
<b>Due within one year</b>		
Mortgage balances	659	713
Premium paid on purchase of mortgage assets	4	4
Prepayments and accrued income	11	21
	674	738

**12. Creditors:  
Amounts falling due within one year**

	2013 £000	2012 £000
Deferred consideration	3,721	3,925
Other creditors	19,609	19,607
Accruals and deferred income	211	236
	23,541	23,768

Other creditors include £19,250,000 (2012 – £19,250,000) owing to the liquidity facility provider. This arises from the drawdown of the facility due to the increased counterparty default risk of the provider. The cash drawing of £19,250,000 (2012 – £19,250,000) is included in Cash at bank and in hand.

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**SOUTHERN PACIFIC 04-A PARENT LIMITED**

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**Notes to the financial statements  
for the year ended 30 November 2013**

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**13. Creditors: amounts falling due after more than one year**

	<b>2013</b>	<b>2012</b>
	<b>£000</b>	<b>£000</b>
GBP Denominated Mortgage backed loan notes due 2042 – Class A	<b>14,344</b>	<b>16,494</b>
GBP Denominated Mortgage backed loan notes due 2042 – Class B	<b>5,044</b>	<b>5,044</b>
GBP Denominated Mortgage backed loan notes due 2042 – Class C	<b>2,774</b>	<b>2,774</b>
GBP Denominated Mortgage backed loan notes due 2042 – Class D	<b>2,101</b>	<b>2,101</b>
GBP Denominated Mortgage backed loan notes due 2042 – Class E	<b>841</b>	<b>841</b>
	<hr/>	<hr/>
Subordinated loan	<b>25,104</b>	<b>27,254</b>
	<b>4,178</b>	<b>4,114</b>
	<hr/>	<hr/>
Loan notes and subordinated loan	<b>29,282</b>	<b>31,368</b>
	<hr/>	<hr/>
Less: Issue costs	<b>(15)</b>	<b>(22)</b>
	<hr/>	<hr/>
	<b>29,267</b>	<b>31,346</b>
	<hr/> <hr/>	<hr/> <hr/>

All loan notes and the subordinated loan fall due after five years.

The mortgage backed floating rate notes due 2042 are secured over the portfolio of mortgage loans secured by first charges over residential properties in the United Kingdom.

The mortgages are administered by Acenden Limited on behalf of Southern Pacific Financing 04-A plc.

The loan notes are repaid as the underlying portfolio redeems. The terms and conditions of the loan notes provide that the loan note holders will receive interest and principal only to the extent that sufficient funds are generated from the mortgage loans.

The mortgage backed floating rate notes are subject to mandatory redemption in part at each interest payment date in an amount equal to the principal received or recovered in respect of the mortgage loans. If not otherwise redeemed or purchased and cancelled, the notes will be redeemed at their principal amount outstanding on the interest payment date falling in September 2042.

The priority and amount of claims on the portfolio proceeds are determined in accordance with a strict priority of payments. The loan notes are repayable out of capital receipts from the mortgage loan receivables, with the Class A Notes ranking in priority to the Class B Notes, which rank in priority to the Class C Notes, which rank in priority to the Class D Notes, which rank in priority to the Class E Notes.

The loan notes issued by Southern Pacific Financing 04-A plc are full recourse obligations of that Company. However they are issued subject to an option of Southern Pacific Financing 04-A Parent Limited, the parent undertaking, to acquire the notes for nominal consideration, the post enforcement call option, should any of the notes remain outstanding following enforcement of their rights and realisation of the assets of the Company. The Post-Enforcement Call Option may be exercised by Southern Pacific Financing 04-A Parent Limited on the date following the enforcement by the Note Trustee of the Issuer Security on which the Note Trustee determines that there are no further assets available to pay amounts due and owing to the Noteholders. Noteholders will be bound by the terms of the Post-Enforcement Call Option granted to Southern Pacific Financing 04-A Parent Limited and the Noteholders will not be paid more than a nominal amount for that transfer.

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**SOUTHERN PACIFIC 04-A PARENT LIMITED**

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**Notes to the financial statements  
for the year ended 30 November 2013**

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**13. Creditors: amounts falling due after more than one year (continued)**

Interest on the notes is payable quarterly in arrears at the following annual rates for three month deposits:

Class A	Sterling LIBOR + 0.25%
Class B	Sterling LIBOR + 0.60%
Class C	Sterling LIBOR + 0.90%
Class D	Sterling LIBOR + 1.85%
Class E	Sterling LIBOR + 2.50%

On 28 April 2004, Southern Pacific Mortgage Limited made available to the Group a subordinated loan. The loan is repayable to Scarlet Funding No. 1 Limited on or before September 2042 using the amounts available in accordance with the priority of payments as set out in the Note Terms and Conditions. Interest is payable at a rate of 1.1% above the London Interbank Offered Rate for three month sterling deposits.

**14. Issued share capital**

	<b>2013</b>	<b>2012</b>
	£	£
<b>Allotted, called up and fully paid</b>		
12,501 Ordinary shares of £1 each	<u>12,501</u>	<u>12,501</u>

**15. Profit and loss account**

<b>Group</b>	<b>£000</b>
At 1 December 2012	6
Profit for the financial year	3
	<hr/>
At 30 November 2013	<u>9</u>

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**SOUTHERN PACIFIC 04-A PARENT LIMITED**

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**Notes to the financial statements  
for the year ended 30 November 2013**

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**16. Reconciliation of movement in shareholders' funds**

	<b>2013</b>	<b>2012</b>
<b>Group</b>	<b>£000</b>	<b>£000</b>
Opening shareholders' funds	19	17
Profit for the financial year	3	2
	<hr/>	<hr/>
Closing shareholders' funds	<b>22</b>	<b>19</b>
	<hr/> <hr/>	<hr/> <hr/>
	<b>2013</b>	<b>2012</b>
<b>Company</b>	<b>£000</b>	<b>£000</b>
Shareholders' funds at 1 December 2012 and 30 November 2013	13	13
	<hr/> <hr/>	<hr/> <hr/>

The company has taken advantage of the exemption contained within section 408 of the Companies Act 2006 not to present its own Profit and loss account.

The profit for the year dealt with in the accounts of the company was £NIL (2012 - £NIL).



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**SOUTHERN PACIFIC 04-A PARENT LIMITED**

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**Notes to the financial statements  
for the year ended 30 November 2013**

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**17. Derivatives and other financial instruments**

**Nature and extent of risks arising from financial instruments**

The main risks arising from the Group's financial instruments are credit risk, interest rate risk, and liquidity risk. Financial instruments used by the Group for risk management purposes include derivative instruments. Such instruments are used only for commercial hedging purposes, not for trading or speculative purposes. The principal derivative instruments used by the Group in managing its risks are interest rate caps. The maturity profile of the derivative instruments reflects the nature of exposures arising from underlying business activities. All of the Group's derivatives activities are contracted with financial institutions.

The main risks arising from the Group's financial instruments and management of these risks are summarised below:

**Credit risk**

Credit risk arises primarily from the potential for default in the mortgage loan portfolio. Credit risk is managed through the arrears management process which ensures that mortgages going into arrears are quickly identified and closely monitored.

The maximum exposure to credit risk is represented by the carrying amount of each financial asset as set out in table (a).

**Liquidity risk**

The underlying mortgage loan assets are funded by the issue of non-recourse floating rate loan notes. Liquidity risk is managed by matching the timing of the cash receipts from mortgage assets with those of the cash payments due on the loan notes. The Group holds a minimum cash balance to manage short-term liquidity requirements.

**Interest rate risk**

The Group is exposed to interest rate risk where assets and liabilities have interest rates set under different bases or which reset at different times. The Group minimises its exposure to interest rate risk by ensuring that the interest rate characteristics of its assets and liabilities are similar. Where this is not possible the Group takes out derivative financial instruments to manage interest rate mismatches.

**(a) Credit risk**

Before taking account of any collateral, the maximum exposure to credit risk as at 30 November was:

	2013 £000	2012 £000
Mortgage loans	25,164	26,782
Cash at bank and in hand	27,647	28,317
	<u>52,811</u>	<u>55,099</u>

**SOUTHERN PACIFIC 04-A PARENT LIMITED**

**Notes to the financial statements  
for the year ended 30 November 2013**

**17. Derivatives and other financial instruments (continued)**

**(b) Liquidity risk**

The contractual undiscounted cash flows associated with financial liabilities were as follows:

At 30 November 2013

<b>Financial liabilities</b>	<b>Less than 1 year £000</b>	<b>1-2 years £000</b>	<b>2-3 years £000</b>	<b>3-5 years £000</b>	<b>5+ years £000</b>	<b>Total £000</b>
Loan notes due 2042	1,164	944	23,544	-	-	25,652
Subordinated loan	63	63	4,242	-	-	4,368
<b>Total</b>	<b>1,227</b>	<b>1,007</b>	<b>27,786</b>	<b>-</b>	<b>-</b>	<b>30,020</b>

At 30 November 2012

<b>Financial liabilities</b>	<b>Less than 1 year £000</b>	<b>1-2 years £000</b>	<b>2-3 years £000</b>	<b>3-5 years £000</b>	<b>5+ years £000</b>	<b>Total £000</b>
Loan notes due 2042	2,090	1,461	1,396	23,267	-	28,214
Subordinated loan	69	69	69	4,183	-	4,390
<b>Total</b>	<b>2,159</b>	<b>1,530</b>	<b>1,465</b>	<b>27,450</b>	<b>-</b>	<b>32,604</b>

There is no contractual obligation to pay down the loan notes other than as set out in note 13.

The undiscounted cash flows have been estimated by applying a constant (per annum) prepayment rate to the principal balance of the mortgage loans underlying the loans to originators and using the weighted average interest rate prevailing at the balance sheet date. However, it is not expected that the loans will repay at a constant rate until maturity, that all of the loans will prepay at the same rate or that there will be no defaults or delinquencies on the loans, therefore the amounts disclosed above are only estimates of the possible future cash outflows on the loan notes.

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**SOUTHERN PACIFIC 04-A PARENT LIMITED**

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**Notes to the financial statements  
for the year ended 30 November 2013**

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**17. Derivatives and other financial instruments (continued)**

**(c) Interest rate risk**

The table below summarises the interest rate risk profile of the Group's financial instruments.

At 30 November 2013

	<b>Total</b>	<b>Total</b>	<b>Within</b>
	<b>£000</b>	<b>non-interest</b>	<b>3 months</b>
		<b>bearing</b>	<b>£000</b>
		<b>£000</b>	
<b>Financial assets</b>			
Mortgage loans	25,164	-	25,164
Cash and deposits	27,647	-	27,647
<b>Total assets</b>	<b>52,811</b>	<b>-</b>	<b>52,811</b>
<b>Financial liabilities</b>			
Loan notes due 2042	25,104	-	25,104
Subordinated loan	4,178	-	4,178
Liquidity facility provider creditor	19,250	-	19,250
<b>Total liabilities</b>	<b>48,532</b>	<b>-</b>	<b>48,532</b>

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**SOUTHERN PACIFIC 04-A PARENT LIMITED**

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**Notes to the financial statements  
for the year ended 30 November 2013**

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**17. Derivatives and other financial instruments (continued)**

**(c) Interest rate risk (continued)**

At 30 November 2012

	Total	Total	Within
	£000	non-interest bearing £000	3 months £000
<b>Financial assets</b>			
Mortgage loans	26,782	-	26,782
Cash and deposits	28,317	-	28,317
<b>Total assets</b>	<u>55,099</u>	<u>-</u>	<u>55,099</u>
<b>Financial liabilities</b>			
Loan notes due 2042	27,254	-	27,254
Subordinated loan	4,114	-	4,114
Liquidity facility provider creditor	19,250	-	19,250
<b>Total liabilities</b>	<u>50,618</u>	<u>-</u>	<u>50,618</u>

All financial assets and liabilities are subject to variable interest rates.

The rates of interest receivable and payable on variable rate financial instruments, with the exception of the loan notes, are set with reference to the London Interbank Offered Rate. The rates of interest payable on the loan notes are set as detailed in note 13.

**SOUTHERN PACIFIC 04-A PARENT LIMITED**

**Notes to the financial statements  
for the year ended 30 November 2013**

**17. Derivatives and other financial instruments (continued)**

**(d) Fair values**

The fair values together with the carrying amounts shown in the balance sheet are as follows:

	<b>2013 Book value £000</b>	<b>2013 Fair value £000</b>	<b>2013 1% increase in fair value £000</b>	<b>2012 Book value £000</b>	<b>2012 Fair value £000</b>	<b>2012 1% increase in fair value £000</b>
<b>Financial assets</b>						
Mortgage loans	25,164	20,054	201	26,782	19,687	197
Cash and deposits	27,647	27,647	-	28,317	28,317	-
	<u>52,811</u>	<u>47,701</u>	<u>201</u>	<u>55,099</u>	<u>48,004</u>	<u>197</u>
<b>Financial liabilities</b>						
Loan notes due 2042	(25,104)	(19,630)	(196)	(27,254)	(19,382)	(194)
Subordinated loan	(4,178)	(4,178)	(42)	(4,114)	(4,114)	(41)
Liquidity facility provider creditor	(19,250)	(19,250)	-	(19,250)	(19,250)	-
	<u>(48,532)</u>	<u>(43,058)</u>	<u>(238)</u>	<u>(50,618)</u>	<u>(42,746)</u>	<u>(235)</u>

The directors have considered the fair values of the Group's main financial instruments, which are mortgage loan receivables and loan notes.

As no liquid market exists for either the mortgage loans or loan notes, the directors have ascribed an approximate fair value based on an internal discounted cash flow model that is used to value non-securitised mortgage loan receivables. This model takes into account expected payment rates, arrears, house price movements and discount rates based on the most recent available information.

**(e) Interest income and expense on financial instruments that are not at fair value through profit and loss**

	<b>2013 £000</b>	<b>2012 £000</b>
Interest receivable on mortgage loans	646	815
Interest expense on loan notes	(286)	(422)
Subordinated loan interest	(63)	(79)
<b>Total</b>	<u>297</u>	<u>314</u>

**SOUTHERN PACIFIC 04-A PARENT LIMITED**

**Notes to the financial statements  
for the year ended 30 November 2013**

**18. Deferred taxation**

	<b>2013</b>	<b>2012</b>
	<b>£000</b>	<b>£000</b>
At beginning and end of year	-	-

Full provision has been made for deferred tax liabilities arising as a result of Financial Reporting Standard No. 26 adjustments. Accumulated losses of £96,000 (2012 – £99,000) resulting in a deferred tax asset of £19,000 (2012 – £20,000) have not been recognised. The deferred tax asset has not been recognised due to the uncertainty surrounding the Group's future profitability.

Deferred taxation has been recognised at 20% (2012 – 20%) being the UK small companies' corporation tax rate at the balance sheet date.

**19. Net cash flow from operating activities**

	<b>2013</b>	<b>2012</b>
	<b>£000</b>	<b>£000</b>
Operating profit	3	2
Decrease in debtors	-	-
Interest receivable and similar income	(694)	(978)
(Decrease)/increase in creditors	(213)	19,406
Interest payable and similar charges	674	787
Provision for mortgage losses	(22)	(366)
Mortgage losses	21	35
<b>Net cash (outflow)/inflow from operating activities</b>	<b>(231)</b>	<b>18,886</b>

**20. Analysis of cash flows for headings netted in cash flow statement**

	<b>2013</b>	<b>2012</b>
	<b>£000</b>	<b>£000</b>
<b>Returns on investments and servicing of finance</b>		
Interest on mortgage loans	646	815
Other interest received	58	155
Interest on mortgage backed loan notes	(299)	(438)
Other interest paid	(313)	(204)
<b>Net cash inflow from returns on investments and servicing of finance</b>	<b>92</b>	<b>328</b>
<b>Capital expenditure and financial investment</b>		
Proceeds from mortgage loans	1,619	1,937

**SOUTHERN PACIFIC 04-A PARENT LIMITED**

**Notes to the financial statements  
for the year ended 30 November 2013**

**20. Analysis of cash flows for headings netted in cash flow statement (continued)**

	<b>2013</b>	<b>2012</b>
	<b>£000</b>	<b>£000</b>
<b>Financing</b>		
Repayment of mortgage backed loan notes	<b>(2,150)</b>	<b>(1,504)</b>

**21. Analysis of changes in net debt**

	1 December 2012 £000	Cash flow £000	Other non-cash changes £000	30 November 2013 £000
Cash at bank and in hand	28,317	(670)	-	27,647
<b>Debt:</b>				
Subordinated loan	(4,114)	-	(64)	(4,178)
Mortgage backed loan notes	(27,232)	2,150	(7)	(25,089)
<b>Net debt</b>	<b>(3,029)</b>	<b>1,480</b>	<b>(71)</b>	<b>(1,620)</b>

**22. Related party transactions**

During the year, Southern Pacific Financing 04-A plc has paid the following amounts to Capita Trust Company, and the amounts outstanding at the end of the year were:

	Amount charged 2013 £000	Amount outstanding 2013 £000	Amount charged 2012 £000	Amount outstanding 2012 £000
<b>Capita Trust Company</b>				
Corporate services fees	33	-	40	-
<b>Total</b>	<b>33</b>	<b>-</b>	<b>40</b>	<b>-</b>

**23. Capital structure**

The Company's capital is represented by the capital and reserves attributable to equity holders. The Company is not subject to externally imposed capital requirements other than the minimum share capital required by the Companies Act 2006, with which it complies. The Company manages its ordinary share capital in order that there is sufficient capital to meet the needs of the Company in its operation.

**24. Parent undertaking and control**

The entire issued share capital of Southern Pacific Financing 04-A Parent Limited is held by a Trustee under a declaration of trust for charitable purposes.