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# SHERWOOD FUNDING ISSUER LIMITED

Audited financial statements

for the year ended

31 December 2008

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A67	*A9G8AEP*	05/11/2009	285
	COMPANIES HOUSE		

# SHERWOOD FUNDING ISSUER LIMITED

## COMPANY INFORMATION

### Administrators

Bedell Trust Company Limited  
26 New Street  
St. Helier  
Jersey  
JE2 3RA

### Secretary

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

### Assistant Secretary

Wilmington Trust SP Services (London) Limited  
Fifth Floor  
6 Broad Street Place  
London  
EC2M 7JH

### Auditor

Ernst & Young LLP  
Liberation House  
Castle Street  
St. Helier  
Jersey  
JE1 1EY

### Registered Office

26 New Street  
St. Helier  
Jersey  
JE2 3RA

# SHERWOOD FUNDING ISSUER LIMITED

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# SHERWOOD FUNDING ISSUER LIMITED

## REPORT OF THE DIRECTORS

The directors present their report and the audited financial statements of Sherwood Funding Issuer Limited (the "Company") for the year ended 31 December 2008.

### Incorporation details

The Company was incorporated in Jersey, Channel Islands on 7 March 2006 as a public company with limited liability. The company is also registered as an overseas company and a branch under the laws of England and Wales with company number FC026672 and branch number BR008717.

### Activities

On 8 August 2001, a receivables trust (the "Receivables Trust") was formed pursuant to a receivables trust deed and servicing agreement made among, *inter alios*, Capital One Bank (Europe) plc ("COBE") as transferor beneficiary and servicer, Castle Receivables Trust Limited in its capacity as the receivables trustee (the "Receivables Trustee") and Tenby Castle Funding Group Limited, Carlisle Castle Funding Group Limited and Dover Castle Funding Group Limited in their capacities as investor beneficiaries (the "Investor Beneficiaries") The assets of the Receivables Trust comprise of, *inter alia*, receivables arising under designated credit card accounts of customers of COBE which have been assigned to the Receivables Trustee.

The Company was incorporated as a special purpose vehicle to participate in the Sherwood Funding Medium Term Loan Note Programme (the "Programme"). The sole purpose of the Company is to issue asset-backed medium term loan notes to enable it to purchase loan notes issued by Dover Castle Funding Group Limited.

The Company's principal activities will be conducted through its London branch. As at the date of this report, the Company has not commenced activities.

### Directors

The directors who held office during the year and subsequently are as follows:

Mark Howard Filer

Robin Baker (resigned 28 February 2008)

Jean Christophe-Schroeder (appointed 28 February 2008)

None of the directors has any beneficial interest in the share capital of the Company.

### Results

The Company has not entered into any transactions during the year which have given rise to any gains or losses or any cash flows. As such, neither a profit and loss account nor a cash flow statement have been prepared.

### Auditor

Ernst & Young LLP has previously been appointed as auditor and has expressed its willingness to continue in office.

# SHERWOOD FUNDING ISSUER LIMITED

## REPORT OF THE DIRECTORS (continued)

### STATEMENT OF DIRECTORS' RESPONSIBILITIES


The directors are responsible for preparing the financial statements in accordance with applicable Jersey law and generally accepted accounting principles.

The Companies (Jersey) Law 1991, as amended (the "Law") requires the directors to prepare for each financial period, financial statements that give a true and fair view of the state of affairs of the Company as at the end of the financial period and the results of Company for the period. In preparing these financial statements, the directors should:

- \* select suitable accounting policies and then apply them consistently;
- \* make judgements and estimates that are reasonable and prudent;
- \* state whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- \* prepare the financial statements on a 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 Law. 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.

By order of the Board



Duly Authorised  
Wilmington Trust SP Services (London) Limited  
Assistant Secretary

Date: 27 October 2009

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF  
SHERWOOD FUNDING ISSUER LIMITED**

We have audited the company's financial statements for the year ended 31 December 2008 which comprise the Balance Sheet and the related notes 1 to 7. 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 Article 110 of the Companies (Jersey) Law 1991. 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**

The directors are responsible for the preparation of the financial statements in accordance with applicable Jersey law as set out in the Statement of Directors' Responsibilities.

Our responsibility is to audit the financial statements in accordance with relevant 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 (Jersey) Law 1991. We also report to you if, in our opinion, the company has not kept proper accounting records or if we have not received all the information and explanations we require for our audit.

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 judgments 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 Accounting Standards, of the state of the company's affairs as at 31 December 2008 and of its result for the period then ended and have been properly prepared in accordance with the Companies (Jersey) Law 1991.

*Ernst & Young LLP*

Jersey, Channel Islands

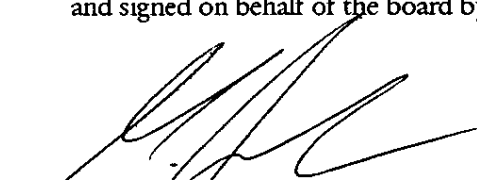
Date: *29 October 2009*

# SHERWOOD FUNDING ISSUER LIMITED

## BALANCE SHEET As at 31 December 2008

	Notes	31 December 2008 £	31 December 2007 £
<b>Current assets</b>			
Wilmington SP Services (London) Limited Client account		<u>2</u>	<u>2</u>
<b>Capital and Reserves</b>			
Share capital	4	2	2
Profit and loss account		-	-
<b>Equity shareholders' funds</b>	5	<u>2</u>	<u>2</u>

The financial statements on pages 6 to 9 were approved by the board of directors on 27 October 2009 and signed on behalf of the board by:

  
\_\_\_\_\_  
Mark Filer  
Director

The accompanying notes on pages 7 to 9 form an integral part of these financial statements.

# SHERWOOD FUNDING ISSUER LIMITED

## NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2008

### 1. General

The Company is a public company incorporated in Jersey, Channel Islands. The principal activities of the Company are described in the report of the directors.

The financial statements are prepared in Sterling ("£") which reflects the economic structure of the underlying events and circumstances relevant to the Company.

### 2. Accounting Policies

#### *Basis of preparation*

The financial statements have been prepared under the historical cost convention and in accordance with accounting principles generally accepted in the Island of Jersey, incorporating United Kingdom accounting standards.

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

#### *Cash flow statement*

The Company is exempt from producing a cash flow statement as required by Financial Reporting Standard No.1 (revised) on the grounds that it is a small company.

#### *Income and expenditure*

All items of income and expenditure are accounted for on an accruals basis. However, whilst the Company remains essentially dormant, all of the fees, costs and expenses in relation to the administration of the Company including the annual filing fee and exempt company charge are paid by the Carlisle Castle Funding Group Limited and Tenby Castle Funding Group Limited out of Loan Note Issuer Costs Amounts which those companies receive from the Receivables Trustee.

### 3. Taxation

Under Article 123A of the Income Tax (Jersey) law 1961, as amended, the Company obtained Jersey exempt company status for the year and was therefore exempt from Jersey income tax on non Jersey source income and (by concession) Jersey source bank interest. A £600 annual exempt company fee is payable by Carlisle Castle Funding Group Limited and Tenby Castle Funding Group Limited.

As from 1 January 2009 the exempt company regime no longer applies. The general rate of corporation tax for companies resident in Jersey (such as the Company) is 0% from this date.



# SHERWOOD FUNDING ISSUER LIMITED

## NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2008

### 4. Audit fees

The audit fees in respect of the Company for the year are £2,750 plus disbursements (2007: £2,650) and shall be paid by Carlisle Castle Funding Group Limited and Tenby Castle Funding Group Limited out of Loan Note issuer costs amounts which those companies receive from the Receivables Trustee.

### 5. Share capital

	2008	2007
	£	£
<i>Authorised</i>		
2 shares of £1.00 par value each	2	2
<i>Issued and fully paid</i>		
2 shares of £1.00 par value each	2	2

### 6. Statement of movements in equity shareholders' funds

	2008	2007
	£	£
Result for the year	-	-
Net addition to equity shareholders' funds	-	-
Opening equity shareholders' funds	2	2
Closing equity shareholders' funds	2	2

### 7. Parent party and related party transactions

The issued share capital of the company is held under a declaration of trust by Wilmington Trust SP Services (London) Limited as trustee of the Sherwood Funding Issuer Charitable Trust, for certain charitable purposes.

Certain Corporate administration services are provided by Wilmington SP Services (London) Limited, including the provision of the directors and an assistant secretary.

Mark Filer and Jean-Christophe Schroeder are directors of Wilmington Trust SP Services (London) Limited and Robin Baker was employed by Wilmington Trust SP Services (London) Limited until his resignation.

Corporate administration services are provided to the Company by Bedell Trust Company Limited, including the provision of the secretary.

# SHERWOOD FUNDING ISSUER LIMITED

## NOTES TO THE FINANCIAL STATEMENTS For the year ended 31 December 2008

### 8. Ultimate controlling party

The ultimate controlling party is Wilmington Trust SP Services (London) Limited as trustee of the Sherwood Funding Issuer Charitable Trust.

Under the principles of Financial Reporting Standard No.5 "reporting the substance of transactions" the Company is deemed to be a quasi-subsiidiary of COBE.

The ultimate controlling party of COBE is Capital One Finance Corporation, a banking corporation organised under the laws of the Commonwealth of Virginia in the United States.