

5568231

**Snowdonia Securities 2006-1 PLC**  
**(formerly Snowdonia Securities 2005-1**  
**PLC)**

Report and Financial Statements

Period from incorporation to  
31 December 2006



BDO Stoy Hayward  
Chartered Accountants

**Snowdonia Securities 2006-1 PLC (formerly Snowdonia Securities 2005-1 PLC)**

**Annual report and financial statements for the period from incorporation to 31 December 2006**

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**Directors**

Wilmington Trust SP Services (London) Limited  
M H Filer  
R G Baker

**Secretary and registered office**

Wilmington Trust SP Services (London) Limited  
Tower 42  
Level 11  
25 Old Broad Street  
London EC2N 1HQ

**Company number**

05568231

**Auditors**

BDO Stoy Hayward LLP  
Commercial Buildings  
11-15 Cross Street  
Manchester M2 1WE

## **Snowdonia Securities 2006-1 PLC (formerly Snowdonia Securities 2005-1 PLC)**

### **Report of the directors for the period from incorporation to 31 December 2006**

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The directors present their report together with the audited financial statements for the period from incorporation to 31 December 2006.

#### **Principal activities**

The company's principal activities are to raise or borrow money and to grant security over its assets for such purpose and to acquire receivables under hire purchase agreements, motor loan, and personal loan agreements and administer the same.

#### **Incorporation and change of name**

The company was incorporated on 15 September 2005 as Snowdonia Securities 2005-1 PLC and changed its name on 14 February 2006.

#### **Business review and future developments**

On 24 February 2006 the company and its fellow subsidiaries entered into a securitisation arrangement with The Funding Corporation (1) Limited, Benton Finance Limited, and County Leasing & Finance Limited ("the Originators") whereby the beneficial interest in a portfolio of motor vehicle finance agreements and personal loan agreements, with a book value of £200 million, was assigned to Snowdonia Trustee 2006-1 Limited from the Originators for consideration of £200 million. Subsequently the company acquired an interest in the trust property vested in Snowdonia Trustee 2006-1 Limited for £200 million which was funded by the issue of £200 million floating rate notes maturing in 2016. Simultaneously the Originators entered into a subordinated loan agreement with the company whereby:

- £6,000,000 of the consideration was retained by the company as a subordinated loan. The loan does not bear interest and is repayable when the notes are redeemed in full;
- £1,058,494 of the consideration was retained by the company to meet the fees and expenses of the creation of the securitisation entities and the associated legal agreements, and the issue of the notes; and
- £34,700 of the consideration was retained by the company in respect of prefunding interest shortfall.

The directors are satisfied with the performance of the company.

#### **Key performance indicators**

Under the terms of the securitisation the company retains the right to 0.01% of available income cash receipts from the beneficial interest in the motor vehicle finance agreements and personal loan agreements. Consequently the company's key performance indicator is net interest margin which for the period was 1.09%.

#### **Business risks**

##### **Interest rate risk**

The company is exposed to interest rate risk as explained in note 13.

##### **Credit risk**

The principal credit risk to the company is that borrowers (under the motor vehicle finance agreements and personal loans in which the company has a beneficial interest) will either not be able to meet their obligations as they fall due or through operation of borrowers' rights under the Consumer Credit Act can voluntarily terminate a motor vehicle finance agreement (subject to meeting certain prescribed criteria) resulting in losses. Large losses may mean there is insufficient cash generated by the pool of agreements to repay noteholders' principal and/or pay interest in full on the notes.

**Snowdonia Securities 2006-1 PLC (formerly Snowdonia Securities 2005-1 PLC)**

**Report of the directors for the period from incorporation to 31 December 2006 (Continued)**

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**Business review and future developments (continued)**

**Business risks (continued)**

**Credit risk (continued)**

The Originators have made available a subordinated loan of £6 million which can be used to repay noteholders' principal in the event that there is insufficient available cash from borrowers' payments to fund the losses. At the period end £209,466 of the subordinated loan had been used to fund such losses.

**Servicer risk**

The underlying motor vehicle finance agreements and personal loans are serviced by The Funding Corporation Limited ("the Servicer") which is the immediate parent company of all of the Originators. The company's ability to make payments to noteholders is dependent on the Servicer performing its obligations under the Servicing Agreement to, inter alia, collect amounts due and payable by borrowers. The appointment of the Servicer can be terminated by its default in performing its obligations, its insolvency or if notice of termination is given by the Servicer. The company has entered into a Standby Servicer Agreement with an unrelated third party so that the company may appoint the Standby Servicer in the event that the appointment of the Servicer is terminated. The same risks apply to the appointment of the Standby Servicer or any other servicer.

**Proposed dividend**

The directors do not recommend the payment of a dividend.

**Financial instruments**

Details of the use of financial instruments can be found in note 13.

**Directors and directors' interests**

The directors who held office during the period were as follows:

M.H. Filer (appointed 15 September 2005)  
R G Baker (appointed 15 September 2005)  
Instant Companies Limited (resigned 15 September 2005)  
Wilmington Trust SP Services (London) Limited

None of the directors holding office at 31 December 2006 held any beneficial interest in the shares of the company during the period.

**Post balance sheet events**

There are no post balance sheet events to be disclosed.

**Creditor payment policy**

The company's policy concerning the payment of its trade creditors is to pay in accordance with its contractual and other legal obligations.

Due to the nature of the business, the main creditors are the noteholders. Principal and interest is repaid monthly in accordance with agreements in place. The company owed no amounts to trade creditors at 31 December 2006.

The company does not follow any other code or standard on payment practice.

**Snowdonia Securities 2006-1 PLC (formerly Snowdonia Securities 2005-1 PLC)**

**Report of the directors for the period from incorporation to 31 December 2006 (Continued)**

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**Political and charitable contributions**

The company made no political or charitable donations or incurred any political expenditure during the period.

**Disclosure of information to auditors**

The directors who held office at the date of approval of the directors' report confirm that, so far as they are each aware, there is no relevant audit information of which the company's auditors are unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the company's auditors are aware of that information.

BDO Stoy Hayward LLP have expressed their willingness to continue in office and a resolution to reappoint them will be proposed at the annual general meeting.

**Directors' responsibilities**

The directors are responsible for preparing the annual report and the financial statements in accordance with applicable law and United Kingdom Generally Accepted Accounting Practice.

Company law requires the directors to prepare financial statements for each financial year which 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 those 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 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 company will continue in business.

The directors are responsible for keeping proper accounting records which disclose with reasonable accuracy at any time the financial position of the company and to 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.

**By order of the Board**

**R G Baker  
Director**



Date

**Snowdonia Securities 2006-1 PLC (formerly Snowdonia Securities 2005-1 PLC)**

**Report of the independent auditors**

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**To the shareholders of Snowdonia Securities 2006-1 PLC**

We have audited the financial statements of Snowdonia Securities 2006-1 PLC for the period of incorporation to 31 December 2006 which comprise the profit and loss account, the balance sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

*Respective responsibilities of directors and auditors*

The directors' responsibilities for preparing the financial statements in accordance with applicable law and United Kingdom Accounting Standards (United Kingdom Generally Accepted Accounting Practice) are 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 have been properly prepared in accordance with the Companies Act 1985 and whether the information in the Directors Report is consistent with those financial statements. We also report to you if, in our opinion, the Directors' Report is not consistent with those financial statements, if 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.

Our report has been prepared pursuant to the requirements of the Companies Act 1985 and for no other purpose. No person is entitled to rely on this report unless such a person is a person entitled to rely upon this report by virtue of and for the purpose of the Companies Act 1985 or has been expressly authorised to do so by our prior written consent. Save as above, we do not accept responsibility for this report to any other person or for any other purpose and we hereby expressly disclaim any and all such liability.

*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.

**Snowdonia Securities 2006-1 PLC (formerly Snowdonia Securities 2005-1 PLC)**

**Report of the independent auditors (*Continued*)**

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*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 2006 and of its profit for the period then ended;
- 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.

*BDO Stoy Hayward LLP*

**BDO STOY HAYWARD LLP**  
*Chartered Accountants  
and Registered Auditors*  
Manchester

Date *20 April 2007*

Snowdonia Securities 2006-1 PLC (formerly Snowdonia Securities 2005-1 PLC)

Profit and loss account for the period from incorporation to 31 December 2006

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	Note	Period ended 31 December 2006 £
Interest receivable	4	7,226,298
Interest payable and similar charges	5	(7,147,650)
Administrative expenses		(75,987)
<b>Profit on ordinary activities before taxation</b>		<b>2,661</b>
Tax on profit on ordinary activities	6	(798)
<b>Retained profit</b>	11	<b>1,863</b>

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All results have been derived from continuing operations.

The company had no recognised gains or losses other than those included in the results above.

The notes on pages 8 to 14 form part of these financial statements.



Snowdonia Securities 2006-1 PLC (formerly Snowdonia Securities 2005-1 PLC)

Balance sheet at 31 December 2006

	Note	2006 £
<b>Current assets</b>		
Debtors : due within one year		40,260,524
Debtors: due after more than one year		84,701,038
Debtors	7	124,961,562
Cash at bank and in hand		6,089,146
		<u>131,050,708</u>
<b>Creditors: amounts falling due within one year</b>	8	(1,195,809)
<b>Net current assets</b>		<u>129,854,899</u>
<b>Creditors: amounts falling due after more than one year</b>	9	(129,840,534)
<b>Net assets</b>		<u>14,365</u>
<b>Capital and reserves</b>		
Called-up share capital	10	12,502
Profit and loss account	11	1,863
<b>Equity shareholders' funds</b>	12	<u>14,365</u>

The financial statements were approved by the Board and authorised for issue on 19 April 2007

R G Baker

Director

The notes on pages 8 to 14 form part of these financial statements.

**Snowdonia Securities 2006-1 PLC (formerly Snowdonia Securities 2005-1 PLC)**

**Notes forming part of the financial statements for the period from incorporation to 31 December 2006**

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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 company's financial statements.

*Basis of preparation*

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

Under Financial Reporting Standard 1 (revised 1996) the company is exempt from the requirement to prepare a cash flow statement on the grounds that a parent company includes the company in its own consolidated financial statements.

Due to the special nature of the company's business, the profit and loss account requires adaptation and interest receivable and payable have been disclosed above the operating profit.

*Turnover*

Turnover and cost of sales, as prescribed by the Companies Act 1985, do not have meaningful equivalents for the company and are not defined in these financial statements.

*Interest receivable and payable*

Interest receivable and payable are accounted for on an accruals basis.

*Capital instruments*

Capital instruments, other than issued equity share capital, are classified as liabilities if they contain an obligation to transfer economic benefits. The finance cost recognised in the profit and loss account in respect of such capital instruments is allocated to accounting periods evenly over the term of the instrument.

*Financial instruments*

The company's assets are denominated in sterling.

The company is exposed to interest rate basis risk as its interest income and interest expense are linked to different floating interest rate bases. This exposure is reduced or eliminated by using an interest rate basis swap.

Swaps reduce or eliminate the interest rate risk of the company. The notional amount and the term of these are identical to the principal amount outstanding of the floating rate notes. These instruments are therefore treated as hedges and accounted for on an accruals basis in line with the underlying assets that they are hedging.

**2 Directors and employees**

No emoluments were received or are receivable by any directors in respect of services during the period. The company did not have any employees during the period.

**Snowdonia Securities 2006-1 PLC (formerly Snowdonia Securities 2005-1 PLC)**

**Notes forming part of the financial statements for the period from incorporation to 31 December 2006**  
*(Continued)*

**3 Operating profit**

Operating profit is stated after charging £3,525, including irrecoverable VAT, for audit fees.

**4 Interest receivable**

	<b>Period ended 31 December 2006 £</b>
Interest receivable on bank deposits	700,007
Interest receivable from the Eligible Receivables Trust	6,526,291
	<u>7,226,298</u>

**5 Interest payable and similar charges**

	<b>Period ended 31 December 2006 £</b>
Interest payable on floating rate notes	6,953,129
Interest payable on swaps	194,521
	<u>(7,147,650)</u>

**6 Tax on profit on ordinary activities**

	<b>Period ended 31 December 2006 £</b>
Current tax on income for the period at the standard UK corporation tax rate of 30%	798

Snowdonia Securities 2006-1 PLC (formerly Snowdonia Securities 2005-1 PLC)

Notes forming part of the financial statements for the period from incorporation to 31 December 2006  
(Continued)

7 Debtors	31 December 2006 £
<i>Debtors due within one year</i>	
Trade debtors	38,294,412
Amounts owed by fellow subsidiary undertakings	1,538,374
Other debtors	12,501
Prepayments and accrued income	415,237
	<u>40,260,524</u>
<i>Debtors due after more than one year</i>	
Trade debtors	84,701,038
	<u>124,961,562</u>
Total debtors	<u><u>124,961,562</u></u>

On 24 February 2006 the company issued £200 million of floating rate notes and used the proceeds to acquire a beneficial interest in the Eligible Receivables Trust (the 'Trust'). The Trust holds a beneficial interest in the motor vehicle finance agreements and personal loan agreements as securitised by The Funding Corporation (1) Limited, Benton Finance Limited, and County Leasing & Finance Limited. These loans are denominated in sterling, and are at a fixed rate. The beneficial interest in the receivables is treated as a limited recourse loan to The Funding Corporation (1) Limited, Benton Finance Limited, and County Leasing & Finance Limited and will mature in 2016.

8 Creditors: amounts falling due within one year	31 December 2006 £
Amounts due to quasi-subsiidiaries	189,867
Corporation tax	798
Other creditors	1,001,619
Accruals	3,525
	<u>1,195,809</u>

9 Creditors: amounts falling due after more than one year	31 December 2006 £
Floating rate notes	124,050,000
Subordinated loan	5,790,534
	<u>129,840,534</u>

All amounts are due after more than five years.

The subordinated loan was entered into under the securitisation agreement, and is interest free and unsecured.

**Snowdonia Securities 2006-1 PLC (formerly Snowdonia Securities 2005-1 PLC)**

**Notes forming part of the financial statements for the period from incorporation to 31 December 2006**  
*(Continued)*

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

Closing notes are analysed as follows:	<b>31 December 2006 £</b>
Class A due 2016 (0.12% pa above LIBOR)	68,050,000
Class B due 2016 (0.36% pa above LIBOR)	26,000,000
Class C due 2016 (0.55% pa above LIBOR)	24,000,000
Class D due 2016 (2.25% pa above LIBOR)	6,000,000
	<u>124,050,000</u>

Interest is payable monthly in arrears on the 21<sup>st</sup> day of each month or the next business day. The notes are secured upon the assets of the company.

All available principal funds must be used to repay Class A notes until the remaining nominal value of all classes is less than £100 million following which each class is redeemed pro-rata provided the Reserve Fund is not less than the Reserve Fund Required Amount. At 31 December 2006 the Reserve Fund is equal to the subordinated loan of £5,790,534 and the Reserve Fund Required Amount was £9,000,000. Should the Reserve Fund continue to be less than £9,000,000 then the classes will be redeemed in alphabetical order.

**10 Share capital**

	<b>31 December 2006 £</b>
Authorised: 50,000 ordinary shares of £1 each	50,000
Issued: Ordinary shares of £1 each : 2 fully paid up, and 49,998 paid up to 25p each	<u>12,502</u>

**11 Reserves**

	<b>Profit and loss account £</b>
Retained profit for the period	1,863
At 31 December 2006	<u>1,863</u>

**12 Reconciliation of movements in shareholders' funds**

	<b>£</b>
Retained profit for the period	1,863
Shares issued	12,502
Closing equity shareholders' funds	<u>14,365</u>

**Snowdonia Securities 2006-1 PLC (formerly Snowdonia Securities 2005-1 PLC)**

**Notes forming part of the financial statements for the period from incorporation to 31 December 2006  
(Continued)**

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**13 Financial instruments**

The company has taken advantage of the exemption available and not included short-term debtors or creditors in the analysis provided in this note.

*Interest rate risk*

The company is subject to interest rate risk as its interest income and interest expense are linked to different fixed and floating rate bases. The company entered into an interest rate basis swap to reduce or eliminate this exposure with Barclays Bank plc for an initial notional value of £200,000,000, and varied each month to equal the principal amount outstanding of the underlying securitised receivables. At the period end, the principal amount outstanding was £120,455,982. Under this swap arrangement the company pays a fixed rate of 4.90% and receives sterling one month LIBOR every month. This swap will mature in 2016. The fair value of this swap at 31 December 2006 is £891,035 and has been determined by reference to prices available from the markets on which the instrument is traded.

*Financial liabilities*

The financial liabilities of the company amount to £129,840,534, are all denominated in sterling and all mature in 2016. Of this amount £124,050,000 is floating rate (note 9) and £5,790,534 is interest free. After taking into account the interest rate swap in place £120,455,982 is fixed at 4.90%, £3,594,018 is floating, and £5,790,534 is interest free.

*Financial assets*

The financial assets of the company amount to £129,084,596 which are at floating and fixed rates. This amount comprises:

- cash at bank of £6,089,146 which bears interest at 0.2% below one month LIBOR; and
- beneficial interests in loans of £122,995,450 which are treated as limited recourse loans to The Funding Corporation (1) Limited, Benton Finance Limited, and County Leasing & Finance Limited, and that bear interest at various fixed rates. Interest rates are fixed over the life of the loan with the weighted average rate at 12.02% and weighted average term to maturity of 38.55 months.

*Currency risk*

All monetary assets and liabilities of the company are denominated in sterling.

*Liquidity profile*

Maturity of financial liabilities is disclosed in note 9.

*Fair values of financial assets and liabilities*

The floating rate notes are listed but are not traded on the London Stock Exchange and it is not therefore possible to estimate their fair value. The principal and carrying value of the notes is £124,050,000.

The fair value of the swap is given above. This is based on the market value of the swap at the period end.

The fair value of the cash balances and trade debtors are not materially different from their book values.

**Snowdonia Securities 2006-1 PLC (formerly Snowdonia Securities 2005-1 PLC)**

Notes forming part of the financial statements for the period from incorporation to 31 December 2006  
(Continued)

**13 Financial instruments (Continued)**

*Gains and losses on hedges*

The swap acts as a hedge to reduce or eliminate the interest and currency risk of the company. The unrecognised gains on the swap is £891,035 at 31 December 2006. This amount is not expected to be recognised in the next accounting year.

**14 Related party transactions**

The company is deemed to be a quasi-subsiary of The Funding Corporation (1) Limited, Benton Finance Limited, and County Leasing & Finance Limited under the principles of Financial Reporting Standard 5.

The company has the following transactions in the period with its fellow quasi-subsiaries:

	<b>The Funding Corporation (1) Limited £'000</b>	<b>Benton Finance Limited £'000</b>	<b>County Leasing &amp; Finance Limited £'000</b>	<b>Total £'000</b>
Purchase of finance agreements	179,787	15,688	4,525	200,000
Principal cash collections	(66,676)	(6,363)	(1,584)	(74,623)
Spread warranty amounts	(7,219)	(246)	(28)	(7,493)
Reserve fund warranty amounts	(185)	(43)	-	(228)
Securitised principal balances at 31 December 2006	105,707	9,036	2,913	117,656
Principal funds held on trust by Trustee	4,724	476	139	5,339
<b>Trade debtors at 31 December 2006</b>	<b>110,431</b>	<b>9,512</b>	<b>3,052</b>	<b>122,995</b>
Subordinated loan at inception	5,387	483	130	6,000
Further loan advances	1	13	5	19
Reserve fund warranty amounts	(185)	(43)	-	(228)
<b>Subordinated loan at 31 December 2006</b>	<b>5,203</b>	<b>453</b>	<b>135</b>	<b>5,791</b>
Payaheads at inception	-	-	-	-
Payaheads collected	(1,073)	(64)	(21)	(1,158)
Payaheads falling due	887	60	21	968
<b>Amounts due to quasi-subsiaries at 31 December 2006</b>	<b>(186)</b>	<b>(4)</b>	<b>-</b>	<b>(190)</b>
Payaheads falling due	887	60	21	968
Other interest collections	4,966	457	136	5,559
<b>Interest receivable from the Eligible Receivable Trust</b>	<b>5,853</b>	<b>517</b>	<b>157</b>	<b>6,527</b>

**Snowdonia Securities 2006-1 PLC (formerly Snowdonia Securities 2005-1 PLC)**

**Notes forming part of the financial statements for the period from incorporation to 31 December 2006**  
*(Continued)*

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**14 Related party transactions (continued)**

During the period the company paid trustee fees to Wilmington Trust SP Services (London) Limited amounting to £9,769, including irrecoverable VAT, of which £8,318 has been expensed.

In accordance with Financial Reporting Standard 8, no disclosure is presented of transactions with entities that are part of the Snowdonia Securities 2006-1 Group as all voting rights are controlled by Snowdonia Holdings 2006-1 Limited which publishes its own publicly available accounts.

**15 Immediate holding company and controlling party**

The immediate holding company is Snowdonia Holdings 2006-1 Limited, a company incorporated in England and Wales. Copies of their financial statements can be obtained from Companies House, Cardiff.

Snowdonia Holdings 2006-1 Limited's sole shareholder is Wilmington Trust SP Services (London) Limited which holds the share non-beneficially under a declaration of trust dated 28 September 2005 for charitable purposes. The directors regards the charitable trust as the ultimate parent undertaking.

Under the principles of Financial Reporting Standard 5 the company is deemed to be a quasi-subsiary of The Funding Corporation (1) Limited, Benton Finance Limited, and County Leasing & Finance Limited. The directors regard RN Edmiston as the ultimate controlling party of The Funding Corporation (1) Limited, Benton Finance Limited, and County Leasing & Finance Limited.