

HAVEN FUNDING PLC

Financial Statements

**Year ended
31 December 2006**

HAVEN FUNDING PLC

Annual report and financial statements for the year ended 31 December 2006

Contents

Page:

1 - 3	Directors' report
4 - 5	Report of the independent auditors
6	Income statement
7	Balance sheet
8	Cash flow statement
9 - 14	Notes on the financial statements

Directors

C. Burke
D. Creed
F. Edge
P. Williamson

Secretary

T.H.F.C. (Services) Limited

Registered Office

4th Floor
107 Cannon Street
London
EC4N 5AF

Company Number

3139687

Auditors

PricewaterhouseCoopers LLP
Southwark Towers
32 London Bridge Street
London
SE1 9SY

HAVEN FUNDING PLC

DIRECTORS' REPORT

Year ended 31 December 2006

The directors submit their report and financial statements for the year ended 31 December 2006.

RESULTS AND DIVIDEND

The income statement is set out on page 6 and shows the results of the company for the period. The directors do not propose the payment of a dividend.

PRINCIPAL ACTIVITY

The principal activity of the company is to provide finance for Registered Social Landlords (RSLs) registered under The Housing Act 1996. The borrowing RSLs of the company are:

Bromford Carinthia Housing Association Limited
Cheviot Housing Association Limited
Devon & Cornwall Housing Association Limited
Hanover Housing Association Limited
Hyde Housing Association Limited
Kelsey Housing Association Limited
Metropolitan Housing Association Limited
Portal Housing Association Limited
Portsmouth Housing Association Limited
Shaftesbury Housing Association Limited
Sovereign Housing Association Limited
Swaythling Housing Society Limited

The Prudential Trustee Company Limited has a fixed charge over certain assets of the borrowing RSLs on behalf of the Secured Bond holders.

The company expects to continue its principal activity for the life of the Secured Bonds.

REVIEW OF BUSINESS AND FUTURE DEVELOPMENTS

The company has fulfilled its obligations under the bonds and expects to do so for the foreseeable future.

SHARE CAPITAL AND COMPANY STRUCTURE

Haven Funding Plc is a public limited company incorporated and domiciled in the United Kingdom. 49,999 shares of the company are held by Haven Funding (Holdings) Limited. 1 share is held by The Prudential Trustee Company Limited.

DIRECTORS

The directors who served during the year are as follows:

D.Barland (resigned 13 February 2006)
C. Burke (appointed 14 June 2006)
D. Creed
F. Edge
P. Williamson

HAVEN FUNDING PLC

DIRECTORS' REPORT (continued) **Year ended 31 December 2006**

The directors have no beneficial interest in the share capital of the company. The directors received no remuneration from the company.

SIGNIFICANT INTEREST

49,999 shares are held by Haven Funding (Holdings) Limited.

The directors have no beneficial interest in the share capital of Haven Funding (Holdings) Limited.

STATEMENT OF DIRECTORS' RESPONSIBILITIES

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 departure disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the company will continue in business.

The directors confirm that they have complied with the above requirements in preparing the financial statements.

The company's financial statements are published on The Housing Finance Corporation's ("THFC's") website (www.thfcorp.com) and the directors are responsible for the maintenance and integrity of the website. However there is currently uncertainty regarding the legal requirements in publishing information on websites, compounded because information published on the internet is accessible in many countries with different legal requirements relating to the preparation and dissemination of financial statements.

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.

In the case of each director:

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

HAVEN FUNDING PLC

DIRECTORS' REPORT (continued)
Year ended 31 December 2006

CREDITOR PAYMENT POLICY

The company's principal creditors are the holders of the Secured Bonds. Payments to the holders of the Secured Bonds are made in accordance with the underlying issue documents. As at the financial year end, no amounts due for payment to the holders of the Secured Bonds were outstanding.

All other creditors are paid within 60 days of receipt of invoice.

FINANCIAL RISK MANAGEMENT

The key financial risks of the company and how they are minimised are explained in note 2.

AUDITORS

The auditors, PricewaterhouseCoopers LLP, have indicated their willingness to continue in office, and a resolution to reappoint them as auditors will be proposed at the annual general meeting.

On behalf of the board



For and on behalf of
T.H.F.C. (Services) Limited
Secretary

14 June 2007

HAVEN FUNDING PLC

REPORT OF THE INDEPENDENT AUDITORS

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF HAVEN FUNDING PLC

We have audited the financial statements of Haven Funding plc for the year ended 31 December 2006 which comprise the Income Statement, the Balance Sheet, the Cash Flow Statement 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 International Financial Reporting Standards (IFRSs) as adopted by the European Union 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). This report, including the opinion, has been prepared for and only for the company's members as a body in accordance with Section 235 of the Companies Act 1985 and for no other purpose. We do not, in giving this opinion, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

We report to you our opinion as to whether the financial statements give a true and fair view and whether the financial statements have been properly prepared in accordance with the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements.

In addition we report to you if, in our opinion, the company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding directors' remuneration and other transactions is not disclosed.

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

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the financial statements. It also includes an assessment of the significant estimates and 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 IFRSs as adopted by the European Union, of the state of the company's affairs as at 31 December 2006 and of its income and expenditure and cash flows for the year then ended;

HAVEN FUNDING PLC

REPORT OF THE INDEPENDENT AUDITORS (continued)

- 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.

PricewaterhouseCoopers LLP
Chartered Accountants and Registered Auditors
London
14 June 2007

HAVEN FUNDING PLC

INCOME STATEMENT

Year ended 31 December 2006

	Note	2006 £	2005 £
OPERATING INCOME			
Interest receivable and similar items	3	26,272,660	26,310,379
Costs receivable from borrowers		<u>54,842</u>	<u>47,738</u>
		<u>26,327,502</u>	<u>26,358,117</u>
OPERATING EXPENDITURE			
Operating charges		69,125	66,350
Interest payable and similar items	4	<u>26,258,377</u>	<u>26,291,767</u>
		<u>26,327,502</u>	<u>26,358,117</u>
PROFIT BEFORE AND AFTER TAXATION			
	5	<u>-</u>	<u>-</u>

All amounts relate to continuing activities.

All recognised gains and losses are included in the income statement.

There have been no changes in equity in the year, therefore no separate statement of changes in equity has been prepared.

HAVEN FUNDING PLC

BALANCE SHEET

31 December 2006

ASSETS	Note	2006 £	2005 £
Loans	7	357,131,486	357,672,622
Other receivables	8	7,377,918	7,341,539
Cash and cash equivalents		26,912	36,837
TOTAL ASSETS		364,536,316	365,050,998
LIABILITIES			
Other payables	9	7,392,330	7,365,876
Financial liabilities – secured bonds	10	357,131,486	357,672,622
CAPITAL AND RESERVES			
Share capital	11	12,500	12,500
Profit and loss account		-	-
TOTAL CAPITAL, RESERVES AND LIABILITIES		364,536,316	365,050,998

These financial statements were approved by the board and signed on its behalf by:



Director

14 June 2007

HAVEN FUNDING PLC

CASH FLOW STATEMENT Year ended 31 December 2006

	Note	2006 £	2005 £
NET CASH FLOW FROM OPERATING ACTIVITIES			
Cash used in operations	12	(24,208)	(23,574)
Interest paid		(26,763,750)	(26,763,750)
Interest received		26,778,033	26,782,362
		<hr/>	<hr/>
NET CASH OUTFLOW FROM OPERATING ACTIVITIES		(9,925)	(4,962)
		<hr/>	<hr/>
NET (DECREASE) IN CASH IN THE YEAR		(9,925)	(4,962)
CASH AT BANK AT 1 JANUARY		36,837	41,799
		<hr/>	<hr/>
CASH AT BANK AT 31 DECEMBER		26,912	36,837
		<hr/> <hr/>	<hr/> <hr/>

1 ACCOUNTING POLICIES

The principal accounting policies adopted in the preparation of these financial statements are set out below. These policies have been consistently applied to all the years presented unless otherwise stated.

Basis of accounting

These financial statements have been prepared in accordance with International Financial Reporting Standards (“IFRS”) and IFRIC interpretations and with those parts of the Companies Act, 1985 applicable to companies reporting under IFRS. The financial statements have been prepared under the historical cost convention.

Segmental Analysis

All operating income and expenditure is derived from activities undertaken in the United Kingdom.

Interest

Interest receivable on loans to RSLs and interest payable on the bonds is accounted for on an accruals basis.

Cash and cash equivalents

Cash and cash equivalents represent amounts on demand deposit.

Loans to borrowers (“Loan”)

The loans are stated at amortised cost less allowance for loan losses.

Secured Bonds

Secured Bonds are stated at amortised cost.

2 FINANCIAL RISK MANAGEMENT

Credit risk

The company’s credit risk is mitigated by the following factors: The bonds have a strong investment grade rating, based upon the ability of the borrowers to meet their obligations under the associated loans. These ratings are subject to annual review and have remained at “AA-/Aa3” since inception. The bonds are secured on certain assets of the borrowers. All borrowers are subject to external regulation by The Housing Corporation. The bond trustee has the power to take control of the charged properties in certain pre-determined circumstances to protect cash flows to be used to satisfy obligations under the bonds.

Liquidity risk

To mitigate liquidity risk the company collects capital repayments and interest coupons from borrowers four business days prior to payment to bondholders. Additionally borrowers maintain a debt service reserve fund with the bond trustee that approximates to one year’s worth of interest and capital repayments that can be drawn upon in the event of a late payment.

HAVEN FUNDING PLC

NOTES ON THE FINANCIAL STATEMENTS (continued)

31 December 2006

The loan repayments by the borrowers commence four business days before 31 March 2017. The repayments are calculated on an annuity basis with the final repayments being made four business days before 30 September 2037. Interest is receivable half yearly in arrears at an amount equal to the relevant borrowers' proportionate share of all interest falling due for payment by the company on the Secured Bonds.

Interest rate risk

The proceeds of the issue of the bonds were on-lent to the borrowers on terms that ensured the company was not exposed to any risk in changes of interest rates.

3 INTEREST RECEIVABLE AND SIMILAR ITEMS

	2006 £	2005 £
Bank interest	14,283	18,612
On loans to borrowers	26,763,750	26,763,750
Amortisation of premium	(505,373)	(471,983)
	<u>26,272,660</u>	<u>26,310,379</u>

4 INTEREST PAYABLE AND SIMILAR ITEMS

	2006 £	2005 £
On 8.125% Secured Bonds 2037	26,763,750	26,763,750
Amortisation of premium	(505,373)	(471,983)
	<u>26,258,377</u>	<u>26,291,767</u>

5 PROFIT BEFORE AND AFTER TAXATION

The profit before taxation is wholly attributable to the company's principal activity, arose wholly within the United Kingdom and is stated after charging:

	2006 £	2005 £
Auditors' remuneration:		
- audit services	5,709	4,318
	<u>5,709</u>	<u>4,318</u>

6 EMPLOYEES

There were no employees during the year other than the directors.

HAVEN FUNDING PLC

NOTES ON THE FINANCIAL STATEMENTS (continued)
31 December 2006

7	LOANS	2006	2005
	Amortised cost	£	£
	Original loan	329,400,000	329 400 000
	Unamortised premium	28,272,622	28,777,995
	Less current element of amortised premium	<u>(541,136)</u>	<u>(505,373)</u>
		<u>357,131,486</u>	<u>357,672,622</u>
8	OTHER RECEIVABLES	2006	2005
		£	£
	Interest receivable	6,819,257	6,819,257
	Other debtors	4,594	4,318
	Prepayments	12,931	12,591
	Current element of unamortised premium	<u>541,136</u>	<u>505,373</u>
		<u>7,377,918</u>	<u>7,341,539</u>
9	OTHER PAYABLES	2006	2005
		£	£
	Interest payable	6,819,257	6,819,257
	Other creditors	14,412	20,164
	Accruals and deferred income	17,525	21,082
	Current element of unamortised premium	<u>541,136</u>	<u>505,373</u>
		<u>7,392,330</u>	<u>7,365,876</u>
10	FINANCIAL LIABILITIES – SECURED BONDS	2006	2005
	8.125% Secured Bonds 2037 – amortised cost	£	£
	Nominal	329,400,000	329,400,000
	Unamortised premium	28,272,622	28,777,995
	Less current element of unamortised premium	<u>(541,136)</u>	<u>(505,373)</u>
	Amortised cost	<u>357,131,486</u>	<u>357,672,622</u>

Prudential Trustee Company Limited has a fixed charge over certain assets of the borrowing RSLs on behalf of the Secured Bond holders.

HAVEN FUNDING PLC

NOTES ON THE FINANCIAL STATEMENTS (continued) 31 December 2006

The 8.125% Secured Bonds are repayable between 2017 and 2037 and were issued in the following tranches:

	Nominal Value	Premium
	£	£
11 March 1997	82,500,000	813,450
24 June 1997	25,000,000	561,550
4 August 1997	47,300,000	1,935,185
19 November 1997	46,300,000	4,859,972
19 May 1998	11,500,000	1,920,121
25 November 1998	18,000,000	3,788,838
11 March 1999	7,000,000	2,337,545
31 May 2000	16,800,000	3,082,412
25 July 2000	9,000,000	1,404,567
6 September 2000	66,000,000	10,983,192
	<u>329,400,000</u>	<u>31,686,832</u>

The net proceeds of above issues were used to make loans to the borrowing RSLs of the company.

The premiums arising on the issue of 8.125% Secured Bonds were utilised to cover the issue costs. The remaining balance was transferred to the borrowers as follows:

Premiums arising on issue of 8.125% Secured Bonds	31,686,832
Less: issue costs	(3,346,974)
Premiums net of issue costs transferred to borrowers	<u>28,339,858</u>

The premiums have been added to the carrying value of loan and are amortised through the income statement over the period of the loan.

Interest on the Bonds is payable half yearly in arrears. As from 31 March 2017, each half yearly repayment will be increased to include a capital element in order to redeem part of the principal amount of the Bonds.

11 SHARE CAPITAL

	2006	2005
	£	£
<i>Authorised</i>		
50,000 ordinary shares of £1 each	<u>50,000</u>	<u>50,000</u>
<i>Allotted, called up and part paid</i>		
50,000 ordinary shares of £1 each of which 25p per share is paid	<u>12,500</u>	<u>12,500</u>

HAVEN FUNDING PLC

NOTES ON THE FINANCIAL STATEMENTS (continued) 31 December 2006

12 RECONCILIATION OF PROFIT TO NET CASH OUTFLOW FROM OPERATING ACTIVITIES

	2006 £	2005 £
Net profit (loss)	-	-
Adjustments for:		
Interest receivable	(26,272,660)	(26,782,362)
Interest payable	26,258,377	26,763,750
Changes in working capital:		
(Increase) in debtors	(616)	(1,723)
(Decrease) in creditors	(9,309)	(3,239)
	<u>(24,208)</u>	<u>(23,574)</u>

13 RECONCILIATION OF MOVEMENT IN NET FUNDS

	At 1 January 2006 £	Cash flow £	Non-cash Items £	At 31 December 2006 £
Cash at bank	36,837	(9,925)	-	26,912
Loans to borrowers	358,177,995	-	(505,373)	357,672,622
Secured bonds	(358,177,995)	-	505,373	(357,672,622)
	<u>36,837</u>	<u>(9,925)</u>	<u>-</u>	<u>26,912</u>

14 ULTIMATE PARENT COMPANY AND INCORPORATION

At 31 December 2006 the company's immediate and ultimate parent company was Haven Funding (Holdings) Limited, a company incorporated in the United Kingdom.

Neither the holding company nor any other person or entity has the power to amend these financial statements after issue.

Haven Funding PLC is incorporated in the United Kingdom.

15 FINANCIAL INSTRUMENTS

The proceeds from the issue of the 8.125% Secured Bonds 2037, were used to make loans to the borrowing RSLs of the company. The interest charged on these loans to the borrowers is equal to the interest payable on the related Debenture Stock. Accordingly, the directors consider that the company is not subject to any risk on the fluctuation of interest rates.

HAVEN FUNDING PLC

NOTES ON THE FINANCIAL STATEMENTS (continued)

31 December 2006

The market value of the 8.125% Secured Bonds due 2037, and associated loans, as at 31 December 2006 was £466,430,400 (2005: £493,111,800).

There is no difference between the fair value and book value of all other financial assets and financial liabilities.

16 CAPITAL COMMITMENTS

As at 31 December 2006 the company had no capital commitments (2005: £NIL)

17 RELATED PARTY TRANSACTION

All administrative services are provided under a management agreement with T.H.F.C. (Services) Limited. The current directors are employees of T.H.F.C. (Services) Limited. Management and trustee fees payable to T.H.F.C. (Services) Limited during the year amounted to £30,363 (2005: £29,495).