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288a

Please complete in typescript,
or in bold black capitals.

Appointment of director or secretary (NOT for resignation (use Form 288b) or change of particulars (use Form 288c))

Company Number 3691880

Company Name in full

BELLSTREAM PLC (name changed to Southern Pacific
Securities C plc (special resolution dated June 1999)



* F 2 8 8 A F 1 0 *

Date of appointment Day Month Year 03 06 99
†Date of Birth Day Month Year 17 03 1942

Appointment form Appointment as director

☒ as secretary

Please mark the appropriate box. If appointment is
as a director and secretary mark both boxes.

NAME *Style / Title

Mr

*Honours etc

Notes on completion
appear on reverse.

Forename(s) BRYAN DONALD

Surname NEEDHAM

Previous
Forename(s)

Previous
Surname(s)

Usual residential
address

Riverside Cottage, Zephon Common, Crookham Village

Post town Fleet

Postcode GU13 OSX

County / Region Hampshire

Country England

†Nationality BRITISH

†Business occupation TRUSTEE OFFICIAL

†Other directorships
(additional space overleaf)

PLEASE SEE ATTACHED SHEET

I consent to act as ** director / secretary of the above named company

* Voluntary details.
† Directors only.

Consent signature

[Signature]

Date 03.06.99

A director / secretary etc must sign the form below.

Signed

CLIFFORD CHANCE SECRETARIES LTD

[Signature]

Date 25.06.99

**Please delete as appropriate

Please give the name, address,
telephone number and, if available,
a DX number and Exchange of
the person Companies House should
contact if there is any query.

Authorised Signatory
(** a director / secretary / administrator / administrative secretary / receiver / manager / receiver)

Clifford Chance
200 Aldersgate Street
London
EC1A 4JJ
London-2\338428 Tel 0171 600 1000
DX number DX No 606 DX exchange LONDON

When you have completed and signed the form please send it to the
Registrar of Companies at:

Companies House, Crown Way, Cardiff, CF4 3UZ DX 33050 Cardiff
for companies registered in England and Wales
or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland DX 235 Edinburgh



Laserform International 1/96

9555 009 1210

Company Number

† Directors only.

† Other directorships

NOTES

Show the full forenames, NOT INITIALS. If the director or secretary is a corporation or Scottish firm, show the name on surname line and registered or principal office on the usual residential line.

Give previous forenames or surname(s) except:

- for a married woman, the name by which she was known before marriage need not be given.
- for names not used since the age of 18 or for at least 20 years

A peer or individual known by a title may state the title instead of or in addition to the forenames and surname and need not give the name by which that person was known before he or she adopted the title or preceded to it.

Other directorships.

Give the name of every company incorporated in Great Britain of which the person concerned is a director or has been a director at any time in the past five years.

You may exclude a company which either is, or at all times during the past five years when the person concerned was a director, was

- dormant
- a parent company which wholly owned the company making the return, or
- another wholly owned subsidiary of the same parent company.

**PREVIOUS ALTERNATE DIRECTORSHIPS HELD BY
BRYAN DONALD NEEDHAM**

COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	ALTERNATE TO:	DATE APPOINTED	DATE RESIGNED
Gracechurch Mortgage Finance (No.2) Plc	2550660	England & Wales	Derek Barnes	28-Mar-94	23-Jan-95
Gracechurch Mortgage (Holdings) Limited	2874005	England & Wales	Derek Barnes	28-Mar-94	23-Jan-95
Gracechurch BES No.1 Plc	2788103	England & Wales	Derek Barnes	06-May-94	23-Jan-95
Gracechurch BES No.2 Plc	2788097	England & Wales	Derek Barnes	06-May-94	23-Jan-95
Gracechurch BES No.3 Plc	2788084	England & Wales	Derek Barnes	06-May-94	23-Jan-95
Gracechurch BES No.4 Plc	2788015	England & Wales	Derek Barnes	06-May-94	23-Jan-95
Gracechurch BES No.5 Plc	2788001	England & Wales	Derek Barnes	06-May-94	23-Jan-95
Gracechurch Receivable (Holdings)	2813470	England & Wales	Derek Barnes	06-May-94	26-Jan-95
Gracechurch Receivable Trustee	2813468	England & Wales	Derek Barnes	06-May-94	26-Jan-95
Gracechurch Personal Loan Finance (No.1)	2804459	England & Wales	Derek Barnes	06-May-94	26-Jan-95
Lothbury Funding No.1 Plc	2822013	England & Wales	Derek Barnes	07-May-94	16-Jan-95
Sarfu Limited	2822108	England & Wales	Derek Barnes	19-Apr-94	16-Jan-95
Residential Property Limited	2199980	England & Wales	Derek Barnes	19-Apr-94	20-Jan-95
Residential Property Securities No.1 Plc	2124200	England & Wales	Derek Barnes	19-Apr-94	20-Jan-95
Residential Property Securities No.2 Plc	2124201	England & Wales	Derek Barnes	19-Apr-94	20-Jan-95
Temple Court Mortgages (No.3)	2403470	England & Wales	Derek Barnes	19-Apr-94	05-Jul-94
Temple Court Originations Limited	2403471	England & Wales	Derek Barnes	19-Apr-94	31-Dec-94
Temple Court Mortgages (No.2) PLC	2403496	England & Wales	Derek Barnes	19-Apr-94	31-Dec-94
Temple Court Mortgages (No.1) PLC	2403491	England & Wales	Derek Barnes	19-Apr-94	31-Dec-94
Temple Court Mortgages (No.4)	2403464	England & Wales	Derek Barnes	19-Apr-94	31-Dec-94

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**PREVIOUS ALTERNATE DIRECTORSHIPS HELD BY
BRYAN DONALD NEEDHAM**

COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	ALTERNATE TO:	DATE APPOINTED	DATE RESIGNED
Temple Court Mortgages (No.5)	2403461	England & Wales	Derek Barnes	19-Apr-94	31-Dec-94
Guaranteed Export Finance Corporation	1980873	England & Wales	Derek Barnes	19-Apr-94	31-Dec-94
First Securitisation Company Limited	1940922	England & Wales	Derek Barnes	19-Apr-94	31-Dec-94
Residential Property Securities No.3 Plc	2124202	England & Wales	Derek Barnes	19-Apr-94	31-Dec-94
L.A.B Investments Plc	9869890	England & Wales	Derek Barnes	19-Apr-94	31-Dec-94

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DIRECTORSHIPS HELD BY BRYAN DONALD NEEDHAM

COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	DATE APPOINTED	CREDIT CONSUMER LICENCE NO.
Gracechurch Mortgage Finance (No.3) Plc	2550659	England & Wales	16-Jun-94	310856
Gracechurch Mortgage Trustee (No.1) Limited	2319758	England & Wales	12-Jul-94	none
Gracechurch Mortgage Trustee (No.2) Limited	2319850	England & Wales	12-Jul-94	none
Marbleglade Limited	2739664	England & Wales	03-Oct-94	none
Prospect 1 Receivables Trustee Limited	2974747	England & Wales	24-Oct-94	386274
Prospect Heights (Holdings) Limited	2974740	England & Wales	24-Oct-94	none
Prospect 1 Plc	2974630	England & Wales	24-Oct-94	386273
Residential Property Securities No.4 Plc	2780259	England & Wales	01-Jul-94	none
East West Holdings Limited	59465	Jersey	31-Oct-94	none
Maple Mortgage Holdings Limited	2967791	England & Wales	22-Nov-94	none
Maple Mortgage Securities No.1 Plc	2992759	England & Wales	22-Nov-94	387341
Temple Court Originations Limited	2403471	England & Wales	31-Dec-94	276245
Temple Court Mortgages (No.1) Plc	2403491	England & Wales	31-Dec-94	276243
Temple Court Mortgages (No.2) Plc	2403496	England & Wales	31-Dec-94	276242
Temple Court Mortgages (No.4)	2403464	England & Wales	31-Dec-94	276239
Temple Court Mortgages (No.5)	2403461	England & Wales	31-Dec-94	276266
Guaranteed Export Finance Corporation	1980873	England & Wales	12-Jan-95	none
First Securitisation Company Limited	1940922	England & Wales	12-Jan-95	none
Gracechurch Mortgage Finance Plc	1896913	England & Wales	23-Jan-95	none
Gracechurch BES No.1Plc	2788103	England & Wales	23-Jan-95	none
GRE Trust Company (Ireland) Limited	163472	Ireland	07-Nov-97	none

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COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	DATE APPOINTED	CREDIT CONSUMER LICENCE NO.
Gracechurch BES No.2 Plc	2788097	England & Wales	23-Jan-95	none
Gracechurch BES No.3 Plc	2788084	England & Wales	23-Jan-95	none
Gracechurch BES No.4 Plc	2788015	England & Wales	23-Jan-95	none
Gracechurch BES No.5 Plc	2788001	England & Wales	23-Jan-95	none
Gracechurch Mortgage Finance (No.2) Plc	2550660	England & Wales	23-Jan-95	310853
Gracechurch Mortgage (Holdings) Limited	2874005	England & Wales	23-Jan-95	none
Gracechurch Receivable (Holdings)	2813470	England & Wales	26-Jan-95	none
Gracechurch Receivable Trustee	2813468	England & Wales	26-Jan-95	none
Gracechurch Personal Loan Finance (No.1)	2804459	England & Wales	26-Jan-95	363578
Lothbury Funding No.1 Plc	2822013	England & Wales	16-Jan-95	366578
Sarfu Limited	2822108	England & Wales	16-Jan-95	none
Residential Property Securities No.3 Plc	2124202	England & Wales	20-Jan-95	none
L.A.B Investments Plc	9869890	England & Wales	20-Jan-95	none
L.A.B Investments (Holdings) Limited	2873031	England & Wales	20-Jan-95	none
Royal Exchange Trust Company Limited	978338	England & Wales	01-Feb-95	none
Royal Exchange Trust Company (Jersey) Limited	52603	Jersey	01-Mar-95	none
UK TV Developments Limited	2924203	England & Wales	25-Apr-95	none

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DIRECTORSHIPS HELD BY BRYAN DONALD NEEDHAM					
COMPANY	COMPANY NUMBER	PLACE OF REGISTRATION	DATE APPOINTED	CREDIT CONSUMER LICENCE NO.	
UK TV Holdings Limited	3005764	England & Wales	25-Apr-95	none	
Interm Limited	3049901	England & Wales	07-Jul-95	none	
HGV Co. Limited	3007957	England & Wales	07-Jul-95	none	
Framleypark Limited	3049891	England & Wales	07-Jul-95	none	
Residual Value Limited	3049904	England & Wales	07-Jul-95	none	
Framleyhurst Limited	3049882	England & Wales	07-Jul-95	none	
Royal Exchange Trust Company (Guernsey) Limited	29664	Guernsey	19-Jul-95	none	
Prospect 2 Receivables Trustee Limited	3092812	England & Wales	15-Sep-95	401510	
Prospect 2 Plc	3070472	England & Wales	15-Sep-95	401513	
Merrion Square (Holdings) Limited	237000	Ireland	26-Sep-95	none	
Ireland Residential Securitised Home Mortgages (No. 1) Plc	238484	Ireland	26-Sep-95	none	
Eastern Gate Limited	2168323	England & Wales	17-Oct-95	227605	
Pendeford Mortgages No.1 PLC	2537775	England & Wales	30-Jan-96	332036	
Thames Asset Global Securitisation No.1	3141018	England & Wales	20-Mar-96	none	
Spring Inns Limited	3118859	England & Wales	02-May-96	none	
Prospect 3 plc plc	3170816	England & Wales	18-Jun-96	413016	
Prospect 3 Receivables Trustee Limited	3169707	England & Wales	18-Jun-96	413014	
Residential Mortgage Securities Limited	3230343	England & Wales	16-Oct-96	none	
Residential Mortgage Securites 1 plc	3194849	England & Wales	16-Oct-96	none	
Residential Mortgage Securities Options Limited	3261159	England & Wales	10-Dec-96	none	
Housing Association Funding PLC	3194469	England & Wales	16-Dec-96	none	
H A Funding Limited	3230346	England & Wales	16-Dec-96	none	
Finance for Residential Housing (Holdings) Limited	3261416	England & Wales	26-Feb-97	none	

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Finance For Residential Social Housing plc	3302722	England & Wales	26-Feb-97	none
Orchardbrook Limited	3302753	England & Wales	26-Feb-97	none
Orchardbeam Limited	3302752	England & Wales	26-Feb-97	none
Residential Mortgage Securities 2 plc	3302729	England & Wales	9-May-97	none
RMS 2 Limited	3321091	England & Wales	09-May-97	
RMS 2 Options Limited	3320894	England & Wales	09-May-97	
Dealtip Limited	3379707	England & Wales	10-Jun-97	
Reservefigure plc	3358070	England & Wales	10-Jun-97	
Residential Property Securities No.5 PLC	2780237	England & Wales	22-Sep-97	
Royal Exchange Trust Company (BG) Limited	3368612	England & Wales	01-Oct-97	
Aire Valley Finance Plc	3416148	England & Wales	14-Oct-97	
Residential Mortgage Securities 3 plc	3437174	England & Wales	13-Oct-97	
RMS 3 Limited	3416176	England & Wales	13-Oct-97	
RMS 3 Options Limited	3437329	England & Wales	13-Oct-97	
HISAB No. 1 PLC	3416347	England & Wales	21-Oct-97	
HISAB Limited	3375926	England & Wales	21-Oct-97	
Spicedeck Limited	3416328	England & Wales	31-Oct-97	
Mortgage Express Hldgs	2412659	England & Wales	30-Oct-97	
Mortgage Express No.2	891681	England & Wales	30-Oct-97	
HSMS	1192730	England & Wales	30-Oct-97	
Silhouette Mortgages Ltd	2356078	England & Wales	30-Oct-97	
Finance for Mortgages Limited	2220176	England & Wales	30-Oct-97	
Scotlife Home Loans	2220177	England & Wales	30-Oct-97	
Oriveto Limited	68405	Jersey	04-Nov-97	
Burra Limited	70074	Jersey	04-Nov-97	
The Money Store	3407687	England & Wales	12-Nov-97	
The Higher Education Securitised Series No.1 plc	3462571	England & Wales	27-Feb-98	
Finance for Higher Education Limited	3462683	England & Wales	27-Feb-98	

The Higher Education Investments Series (Holdings) Limited	3491262	England & Wales	27-Feb-98
Southern Pacific Securites A plc	3462573	England & Wales	27-Feb-98
Southern Pacific A Ltd	3491251	England & Wales	06-Mar-98
SP Options Limited	3491246	England & Wales	06-Mar-98
Barshelfco (NP No.4)	2199528	England & Wales	30-Mar-98
Barshelfco (NP No.5)	2223148	England & Wales	21-Apr-98
RMS 4 options Limited	3524922	England & Wales	17-Apr-98
RMS 4 Limited	3525322	England & Wales	17-Apr-98
Residential Mortgage Securities 4 plc	3462561	England & Wales	17-Apr-98
Meridian VAT Trustees Limited	198115	Ireland	01-Jun-98
Royal Exchange Trust	3611635	England & Wales	03-Aug-98
Leek Finance Number Two plc	3588441	England & Wales	03-Sep-98
Prospect 4 Plc	3567021	England & Wales	20-Aug-98
Prospect 4 Receivables Trustee Limited	3600391	England & Wales	20-Aug-98
FAB Funding (UK) Limited	3639780	England & Wales	23-Sep-98
Gallaher Asset Finance 1998 Limited	3618739	England & Wales	29-Sep-98
Hotel Securitisation Holdings Limited	3619608	England & Wales	18-Aug-98
Hotel Securitisation (No 1) Plc	3617174	England & Wales	18-Aug-98
Wisteria Finance Limited	3610107	England & Wales	27-Oct-98
RMS 5 Limited	3649266	England & Wales	02-Nov-98
Residential Mortgage Securities 5 plc	3649484	England & Wales	02-Nov-98
Pottergrip Limited	3588032	England & Wales	03-Sep-98
Potterplace Limited	3588417	England & Wales	03-Sep-98
Southville Funding Limited	3659385	England & Wales	26-Oct-98
RSL Finance (No 1) plc	3665612	England & Wales	26-Nov-98
Leek Finance Holdings Number Two Limited	3649491	England & Wales	18-Nov-98

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Alnery No.1781 Limited	3610095	England & Wales	26-Nov-98
Royal Exchange Trustee Nominees Limited	351492	England & Wales	27-Nov-98
RMS 5 Options Limited	3649278	England & Wales	02-Feb-99
Southern Pacific Funding 3 Limited	3399398	England & Wales	11-Feb-99
Morgan Stanley Mortgage Finance (Broadgate PLC)	3727042	England & Wales	23-Mar-99
Tussauds Finance Limited		Cayman Islands	12-Apr-99

**PREVIOUS DIRECTORSHIPS HELD BY
BRYAN DONALD NEEDHAM**

COMPANY	COMPANY	PLACE OF	DATE	DATE RESIGNED
CRC SpA	28457	Italy	12-Dec-94	14-Jul-95
Offeradvice Limited	3089866	England & Wales	15-Sep-95	08-Nov-95
Residential Property Limited	2199980	England & Wales	20-Jan-95	01-Mar-96
Residential Property Securities No.1 Plc	2124200	England & Wales	20-Jan-95	01-Mar-96
Residential Property Securities No.2 Plc	2124201	England & Wales	20-Jan-95	01-May-96
Marbleglade Limited - Company dissolved	2739664	England & Wales	03-Oct-94	05-Nov-96
The Law Debenture Corporation plc	30397	England & Wales	11-Feb-76	31-Jul-87
The Law Debenture Trust Corporation plc	1675231	England & Wales	12-Nov-82	31-Jul-87
LDC Trust Management Limited	1234879	England & Wales	11-Feb-76	31-Jul-87
The Law Debenture Intermediary	1525148	England & Wales	21-Nov-80	31-Jul-87
Law Debenture Overseas Limited	1471194	England & Wales	25-Jun-80	31-Jul-87
Beagle Nominees Limited	628724	England & Wales	11-Jun-75	31-Jul-87
MINI Holdings Limited	1832201	England & Wales	21-Dec-84	31-Jul-87
Wobaston Finance No.1 Limited	2942536	England & Wales	24-Jul-97	30-Sep-97
Wobaston Finance Ltd	2942538	England & Wales	24-Jul-97	30-Sep-97