

FORM 6-K

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Report of Foreign Issuer

Pursuant to Rule 13a-16 or 15d-16 of

Securities Exchange Act of 1934

For the month of August 2002

- 1- HOLMES FINANCING (No 3) PLC
- 2- HOLMES FUNDING LIMITED 01
- 3- HOLMES TRUSTEES LIMITED 02

(Translation of registrant's name into English)

Abbey House, Baker Street  
 London NW1 6XL, England  
 (Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

Indicate by check mark whether the registrant by furnishing the information contained in this Form is also thereby furnishing the information to the Commission pursuant to Rule 12g3-2(b) under the Securities Exchange Act of 1934.

Yes  No

AUG 2 2002  
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PROCESSED

9 AUG 16 2002

THOMSON FINANCIAL

*Handwritten signature*

**SIGNATURES**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**HOLMES FINANCING (No 3) PLC**

**Dated 2<sup>nd</sup> August, 2002**

By   
P J Lort (Authorised Signatory)

**Holmes Financing (No. 3) PLC**  
**Profit & Loss Account**  
**Period ended 15 July 2002**

	<b>This Quarter</b>	<b>Prior Quarter</b>
	<b>£'000</b>	<b>£'000</b>
Interest receivable - Inter-company loan	23,682	22,830
Interest receivable - Cash deposits	-	-
	<u>23,682</u>	<u>22,830</u>
Interest payable - Notes	(23,682)	(22,830)
Interest payable	-	-
	<u>(23,682)</u>	<u>(22,830)</u>
Net operating income	-	-
Other income	42	42
Operating expenses	(42)	(42)
	<u>-</u>	<u>-</u>
Profit on ordinary activities before taxation	-	-
Taxation	-	-
	<u>-</u>	<u>-</u>
Profit on ordinary activities after taxation	-	-
Dividend	-	-
Retained profit brought forward	-	-
	<u>-</u>	<u>-</u>
Retained profit carried forward	<u>-</u>	<u>-</u>

**Holmes Financing (No. 3) PLC**  
**Balance Sheet**  
**Period ended 15 July 2002**

	£'000
<b>Fixed asset investments</b>	
Loans to Funding	2,167,000
<b>Current assets</b>	
Sundry debtors	28
Cash at bank	6
	<u>34</u>
<b>Creditors: Amounts falling due within one year</b>	
Sundry creditors	21
	<u>21</u>
Net current assets	13
Total assets less current liabilities	<u>2,167,013</u>
<b>Creditors: Amounts falling due after more than one year</b>	
Amounts due to noteholders	(2,167,000)
Net assets	<u>13</u>
<b>Capital and reserves</b>	
Share capital	13
Reserves	.
	<u>13</u>

**Holmes Financing (No. 3) PLC**  
**Notes Outstanding**  
**Period ended 15 July 2002**

	<b>Series 1 Class A</b>	<b>Series 2 Class A</b>	<b>Series 3 Class A</b>
Moody's current rating	Aaa	Aaa	Aaa
S&P current rating	AAA	AAA	AAA
Fitch Ratings current rating	AAA	AAA	AAA
	<b>Series 1 Class B</b>	<b>Series 2 Class B</b>	<b>Series 3 Class B</b>
Moody's current rating	Aa3	Aa3	Aa3
S&P current rating	AA	AA	AA
Fitch Ratings current rating	AA	AA	AA
	<b>Series 1 Class C</b>	<b>Series 2 Class C</b>	<b>Series 3 Class C</b>
Moody's current rating	Baa2	Baa2	Baa2
S&P current rating	BBB	BBB	BBB
Fitch Ratings current rating	BBB	BBB	BBB
	<b>Series 1 Class A</b>	<b>Series 2 Class A</b>	<b>Series 3 Class A</b>
Initial note balance	\$ 1,060,000,000	\$ 1,060,000,000	€ 805,000,000
Previous quarter's note principal	1,060,000,000	1,060,000,000	805,000,000
Note redemptions	-	-	-
Outstanding note principal	1,060,000,000	1,060,000,000	805,000,000
	<b>Series 1 Class B</b>	<b>Series 2 Class B</b>	<b>Series 3 Class B</b>
Initial note balance	\$ 32,500,000	\$ 32,500,000	€ 24,000,000
Previous quarter's note principal	32,500,000	32,500,000	24,000,000
Note redemptions	-	-	-
Outstanding note principal	32,500,000	32,500,000	24,000,000
	<b>Series 1 Class C</b>	<b>Series 2 Class C</b>	<b>Series 3 Class C</b>
Initial note balance	\$ 53,000,000	\$ 53,000,000	€ 50,000,000
Previous quarter's note principal	53,000,000	53,000,000	50,000,000
Note redemptions	-	-	-
Outstanding note principal	53,000,000	53,000,000	50,000,000
	<b>Series 1 Class A</b>	<b>Series 2 Class A</b>	<b>Series 3 Class A</b>
Note interest margins	12	16	24
Step up dates	N/A	N/A	16/07/2006
Step up margins	N/A	N/A	48
	<b>Series 1 Class B</b>	<b>Series 2 Class B</b>	<b>Series 3 Class B</b>
Note interest margins	35	40	40
Step up dates	16/07/2006	16/07/2006	16/07/2006
Step up margins	70	80	80
	<b>Series 1 Class C</b>	<b>Series 2 Class C</b>	<b>Series 3 Class C</b>
Note interest margins	120	127	150
Step up dates	16/07/2006	16/07/2006	16/07/2006
Step up margins	220	227	250
Interest payment cycle	Quarterly		
Interest payment date	15th or next business day		
Next interest payment date	15/10/2002		
Liquidity facility limit	€ 30,000,000		
Liquidity facility drawn	Nil		
Liquidity facility available	€ 30,000,000		

**Holmes Trustees Limited**  
**Profit & Loss Account**  
**Period ended 15 July 2002**

	This Quarter £'000	Prior Quarter £'000
Interest receivable - Mortgages	262,046	241,365
Interest receivable - Cash Deposits	2,980	2,382
	<u>265,026</u>	<u>243,747</u>
Interest payable - Mortgages	(262,046)	(241,365)
Interest payable - Cash Deposits	(2,980)	(2,382)
	<u>(265,026)</u>	<u>(243,747)</u>
Net operating income	-	-
Fees receivable	3,109	2,336
Fees payable	(3,109)	(2,336)
Operating expenses	(3,659)	(3,582)
Provision charges	(1,631)	(178)
Other income	5,290	3,760
Profit on ordinary activities before taxation	-	-
Taxation	-	-
Profit on ordinary activities after taxation	-	-
Dividend	-	-
Retained profit brought forward	-	-
Retained profit carried forward	<u>-</u>	<u>-</u>

**Holmes Trustees Limited**  
**Balance Sheet**  
**Period ended 15 July 2002**

	£'000
<b>Fixed asset investments</b>	
Mortgage loans secured on residential property	17,637,709
<b>Current assets</b>	
Bank interest receivable	546
Cash at bank	183,447
Amounts due from Funding	93,024
	<u>277,015</u>
<b>Creditors: Amounts falling due within one year</b>	
Amounts due to Seller	(745,122)
Sundry creditors	(22)
	<u>(745,144)</u>
Net current assets	(468,128)
Total assets less current liabilities	<u>17,169,581</u>
<b>Creditors: Amounts falling after more than one year</b>	
Seller share of mortgage loans	(6,201,065)
Funding share of mortgage loans	(10,968,516)
Net assets	<u><u>0</u></u>
<b>Capital and reserves</b>	
Share capital (£2)	0
Reserves	0
	<u><u>0</u></u>

**Holmes Funding Limited**  
**Profit & Loss Account**  
**Period ended 15 July 2002**

	This Quarter £'000	Prior Quarter £'000
Interest receivable - Mortgages	145,262	132,858
Interest receivable - Cash Deposits	9,719	2,486
	<u>154,981</u>	<u>135,344</u>
Interest payable - Inter-company loans	(132,756)	(128,013)
Interest payable - Start up loans	(656)	(624)
	<u>(133,412)</u>	<u>(128,637)</u>
Net operating income	<u>21,569</u>	<u>6,707</u>
Other Income	3,926	3,102
Operating expenses	(6,111)	(5,211)
Deferred consideration	(20,592)	(4,566)
Profit/(loss) on ordinary activities before taxation	<u>(1,209)</u>	<u>32</u>
Taxation	(7)	(17)
Profit/(loss) on ordinary activities after taxation	<u>(1,216)</u>	<u>15</u>
Dividend	-	-
Retained profit/(loss) brought forward	(2,862)	(2,877)
Retained profit/(loss) carried forward	<u>(4,079)</u>	<u>(2,862)</u>

**Holmes Funding Limited**  
**Balance Sheet**  
**Period ended 15 July 2002**

£'000

<b>Fixed asset investments</b>		
Beneficial interest in Trust mortgage portfolio		10,968,516
<b>Current assets</b>		
Deferred expenditure (costs of securing)	24,666	
Cash at bank:		
Reserve funding	185,000	
Transaction account	2,284	
Funding GIC account	36,349	
	<u>248,299</u>	
<b>Creditors: Amounts falling due within one year</b>		
Deferred consideration creditor	97,803	
Interest payable accrual	4,246	
Amounts due to Trustee	93,024	
Sundry creditors	939	
Taxation	16	
	<u>196,028</u>	
Net current assets		52,271
Total assets less current liabilities		<u>11,020,787</u>
<b>Creditors: Amounts falling due after more than one year</b>		
Inter-company loans	(10,968,516)	
Start up loans	(56,350)	
Net assets		<u><u>(4,079)</u></u>
<b>Capital and reserves</b>		
Share capital (£2)		-
Reserves		(4,079)
		<u><u>(4,079)</u></u>

**Holmes Funding Limited**  
**First Issuer Notes to Balance Sheet**  
**Period ended 15 July 2002**

	£'000	£'000
<b>Balance on cash accumulation ledger</b>	<u>Nil</u>	
<b>Available credit enhancement</b>		
First reserve fund at closing	<u>185,000</u>	
Initial closing first reserve funds	154,310	
Drawings to make bullet repayment	-	
Other drawings	-	
Transfers from revenue receipts	<u>30,690</u>	
Closing first reserve balance	<u>185,000</u>	
Target first reserve funds	<u>185,000</u>	
<b>Principal deficiency ledger</b>	AAA	BBB
Opening PDL balance	Nil	Nil
Losses this quarter	-	-
PDL top up from revenue income	-	-
Closing PDL balance	<u>Nil</u>	<u>Nil</u>
<b>Start up loan outstanding</b>		
Initial balance	<u>26,250</u>	
Initial closing outstanding	13,000	
Second start up loan	13,250	
Third start up loan	17,500	
Fourth start-up loan	7,500	
Fifth start up loan	5,100	
Accrued interest	4,246	
Repayments made	-	
Closing balance	<u>60,596</u>	
<b>Liquidity facility</b>		
Liquidity facility limit	25,000	
Liquidity facility drawn	-	
Liquidity facility available	25,000	