

Company No: 02067702

**FIRST NATIONWIDE**

(the "Company")


**DIRECTORS' STATEMENT OF COMPLIANCE**

We, as all the directors of the Company, make this statement for the purposes of section 644(5) of the Companies Act 2006 (the "**Act**") and confirm that

- 1 the solvency statement was made not more than 15 days before the date that the required special resolution to reduce the share capital of the Company (the "**Special Resolution**") was passed, and
- 2 a copy of the solvency statement was sent and submitted to every eligible member of the Company at or before the time at which the proposed form of the Special Resolution was sent and submitted to that member, in accordance with section 642(2) of the Act

Signed   
LIAM COLEMAN (Director)

Date 23 March 2010

Signed   
MARK RENNISON (Director)

Date 23 March 2010

Signed  
JOHN TIBBLES (Director)

Date



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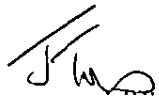
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