

LEGAL & GENERAL MORTGAGE SERVICES LIMITED

Resolution in writing of the members recorded pursuant to Section 379A of the Companies Act 1985

ELECTIVE RESOLUTION

It was resolved that, with effect from the date of passing of this elective resolution:-

- i) in accordance with Section 252 of the Companies Act 1985, the Directors shall not be required to lay accounts and reports before the Company in general meetings;
- ii) in accordance with Section 366A of the Companies Act 1985, the Company shall not hold Annual General Meetings; and
- iii) in accordance with Section 386 of the Companies Act 1985, the Company shall dispense with the obligation to appoint auditors annually and accordingly, the Company's auditors shall remain in office until the Company or the auditors otherwise determine.

We, being the holders of the entire issued share capital of the Company, hereby approve the resolution set out above.

..... J. J. J. For
LEGAL & GENERAL GROUP Plc

..... V S AYER

Dated: 21 January 1991

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