

Company number 02306045

**PRIVATE COMPANY LIMITED BY SHARES
WRITTEN MEMBER'S RESOLUTION**
of
Northern Rock Homes Limited (the *Company*)

10th December 2007

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the Directors of the Company propose that the following resolutions are passed as ordinary resolutions and as a special resolution (the *Resolutions*).

ORDINARY RESOLUTIONS

- (a) That it is hereby approved that the Company enters into the transactions contemplated by the Guarantor Accession Agreement and the Debenture, and under those Finance Documents to which the Company is a party as defined in a Sterling Loan Facility Agreement originally dated 14 September 2007 (as amended and restated from time to time) between Northern Rock plc and the Governor and Company of the Bank of England (*the Loan Agreement*)
- (b) That it is hereby approved that the giving of the guarantee by the Company and the granting of security pursuant to the Guarantor Accession Agreement and the Debenture, respectively, is in the best interest of the Company's business and the entry by the Company into the proposed transaction substantially on the terms set out in the Guarantor Accession Agreement and the Debenture is to the commercial benefit and advantage of the Company.

SPECIAL RESOLUTION

- (a) That it is hereby approved that the articles of association of the Company be amended as follows:
 - (i) Article 14 be amended by inserting the words "Subject to Article 14A," before the words "The Directors".
 - (ii) Article 14A be inserted as follows:

"The Directors shall promptly register any transfer of shares which have been charged by way of security whether the relevant transfer is to the chargee or to its nominee or to any other person on the enforcement by the chargee of its security "
 - (iii) Article 2(b) is deleted.

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolutions.

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The undersigned, a person entitled to vote on the Resolutions on ^{10th}....December 2007,
hereby irrevocably agrees to the Resolutions.

Signed by

.....
Christopher Jobe

Date

10th December 2007
.....

NOTES

1 If you agree with the Resolutions, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company using one of the following methods

By Hand: delivering the signed copy to Anne Sharp, Freshfields Bruckhaus Deringer, 65 Fleet Street London.

Post: returning the signed copy by post to Anne Sharp, Freshfields Bruckhaus Deringer, 65 Fleet Street London.

Fax: faxing the signed copy to +44 20 7832 7001 marked "For the attention of Anne Sharp"

E-mail by attaching a scanned copy of the signed document to an e-mail and sending it to anne.sharp@freshfields.com Please enter "Written resolutions December 2007" in the e-mail subject box

If you do not agree to the Resolutions, you do not need to do anything: you will not be deemed to agree if you fail to reply.

2. Once you have indicated your agreement to the Resolutions, you may not revoke your agreement

3. Unless within 28 days of the circulation of this Resolutions sufficient agreement has been received for the Resolution to pass, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before or during this date.

4. In the case of joint holders of shares, only the vote of the senior holder who votes will be counted by the Company Seniority is determined by the order in which the names of the joint holders appear in the register of members

5. If you are signing this document on behalf of a person under a power of attorney or other authority please send a copy of the relevant power of attorney or authority when returning this document.