

Company Number: 2405577

WRITTEN RESOLUTION OF
BRADFORD & BINGLEY HOMELOANS MANAGEMENT LIMITED
(the "Company")

In accordance with regulation 53 of Table A to the Companies Act 1985, we the undersigned, being all the members for the time being of the above-named Company entitled to receive notice of and to attend and vote at General Meetings of the Company HEREBY PASS the following written resolution and agree that the said resolution shall, pursuant to regulation 53 of Table A to the Companies Act 1985, for all purposes be as valid and effective as if the same had been passed at a General Meeting for the Company duly convened and held.

IT WAS RESOLVED:

1. THAT the following Article be inserted as a new Article 22A of the Company's Articles of Association:

"22A. A meeting of the directors (or a committee of the directors) may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able:

22A.1 to hear each of the other participating directors addressing the meeting; and

22A.2 if he so wishes, to address all of the other participating directors simultaneously, whether directly, by conference telephone or by any other form of communications equipment or by a combination of those methods.

Signed by _____

Authorised signatory for and on behalf of
BRADFORD & BINGLEY INVESTMENTS

Signed by *James W. H. H. H.*

Authorised signatory for and on behalf of
ALLTEL MORTGAGE SOLUTIONS LIMITED

Dated this 2 day of December 2002*January 2003*

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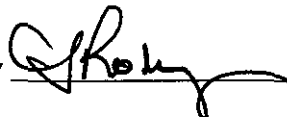
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Signed by



Authorised signatory for and on behalf of
BRADFORD & BINGLEY INVESTMENTS

Signed by

Authorised signatory for and on behalf of
ALLTEL MORTGAGE SOLUTIONS LIMITED

Dated this 2 day of January 2003
~~31st~~ day of ~~December~~