

Company number: 2405577

BRADFORD & BINGLEY HOMELOANS MANAGEMENT LIMITED ('THE COMPANY')

**WRITTEN RESOLUTION OF THE MEMBERS OF THE COMPANY
IN LIEU OF A GENERAL MEETING PASSED PURSUANT
TO ARTICLE 56 OF THE COMPANY'S ARTICLES OF
ASSOCIATION**

We, the undersigned, being all the Members of the Company entitled to attend and vote at a general meeting of the Company hereby **RESOLVE:-**

THAT the articles of association of the Company be amended as follows:

1. by the replacement of Article 71 with the following as Article 71:

"71 Save in circumstances where all A Directors or all B Directors cease to hold office and are not replaced pursuant to Article 72 (when the directors (other than alternate directors) shall be two A Directors or four B Directors (as the case may be)), the directors (other than alternate directors) shall be five in number of whom two shall be A Directors and three shall be B Directors."

2. by the replacement of Article 89 with the following as Article 89:

"89. Save in circumstances where all A Directors or all B Directors cease to hold office and are not replaced pursuant to Article 72 (when the quorum shall be any two directors), the quorum for the transaction of business at any meeting of the board shall be at least one A Director and one B Director present at the time when the relevant business is transacted. If such a quorum is not present within thirty minutes from the time appointed for the meeting or if during the meeting such a quorum ceases to be present, the meeting shall be adjourned until the same day of the following week at the same time and the same location and the quorum at such adjourned meeting shall consist of such directors as are present. A director shall be regarded as present for the purposes of a quorum if represented by an alternate."

Signed by Rosemary Thorne
for and on behalf of
BRADFORD & BINGLEY INVESTMENTS

Signed by Rosemary Thorne
for and on behalf of
ALLTEL MORTGAGE SOLUTIONS LIMITED

Dated this 14th day of January 2003

