

No. of Company: 2468305

THE COMPANIES ACT 1985
COMPANY LIMITED BY SHARES
SPECIAL RESOLUTION
OF
ABBEY NATIONAL INDEPENDENT INVESTMENTS

Pursuant to Section 381A of the Companies Act 1985, we, the undersigned, being the sole member for the time being of the Company entitled to receive notice and to attend and vote at a general meeting of the Company hereby resolve:-

THAT in accordance with the provisions of Section 250(1) of the Companies Act 1985 the Company, being a dormant company within the meaning of said Section, resolves to make itself exempt from the obligation to appoint auditors.

For and on behalf of
Abbey National Investment Holdings Limited



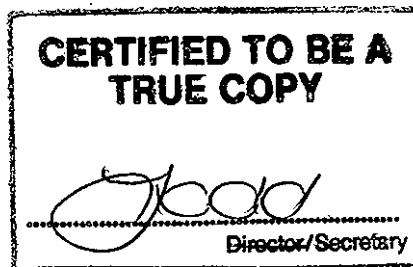
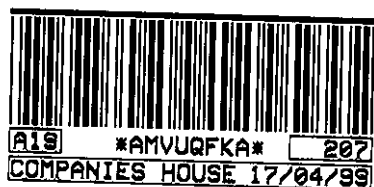
Mark Pain
Director

For and on behalf of
Abbey National Nominees Limited



Leena Nagrecha
Director

Dated this 1 April 1999



AUTHORISED SIGNATORY
FOR AND ON BEHALF OF
ABBEY NATIONAL SECRETARIAT
SERVICES LIMITED