

Special Resolution

Pursuant to section 378(2) of the Companies Act 1985

Company Number

2468307

Abbey National Baker Street Investments

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at:

Abbey House, Baker Street, LONDON, NW1 6XL

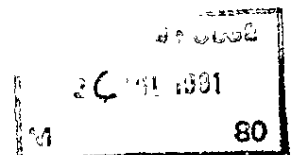
on 19 June 1991

the following SPECIAL RESOLUTION was duly passed, viz:-

That the capital of the Company be and is hereby increased from £681625000.00 to £681702250.00 by the creation of:

77250 Ordinary Shares of £1.00 each

such shares ranking pari passu in all respects with the existing shares in the company and that the directors be authorised to dispose of such new shares as they deem expedient in the interests of the company.



Signed

Position

L. D. Napier
Secretary

NOTE To be filed within 15 days of the passing of the special resolution