

WESTMINSTER SECURITISATION LIMITED (the Company)**SOLE MEMBER'S WRITTEN RESOLUTION**

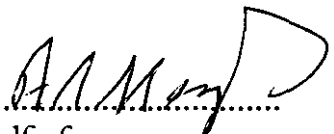
In accordance with section 381A of the Companies Act 1985, I/WE, the sole member of the Company who at the date of this resolution would be entitled to attend and vote at a general meeting of the Company, **DECLARE** that the following resolution shall have effect as if passed by the Company in general meeting and accordingly I/WE **RESOLVE**:

ORDINARY RESOLUTION

1. THAT the authorised share capital of the Company be increased to £80,000,000 by the creation of 79,999,000 Ordinary shares of £1 each, to rank *pari passu* with the existing Ordinary shares in the Company; and

ORDINARY RESOLUTION

2. THAT subject to the passing of the resolution numbered 1 above and in addition to all existing authorities the directors be generally and unconditionally authorised pursuant to section 80 of the Companies Act 1985 (the *Act*) to allot relevant securities (within the meaning of section 80) up to an aggregate nominal amount of £80,000,000 for a period expiring (unless previously renewed, varied or revoked by the Company in general meeting) five years after the date on which this resolution is passed, but the Company may make an offer or agreement which would or might require relevant securities to be allotted after expiry of this authority and the directors may allot relevant securities in pursuance of that offer or agreement as if this authority had not expired.

.....

 on behalf of
 Westminster Health Care Group Limited

Date: 26 October 1999

**Note**

A copy of this resolution was sent to the Company's auditors, KPMG Audit plc, on 2 October 1999 pursuant to s381B Companies Act 1985.

.....

 on behalf of
 Westminster Securitisation Limited

We, the auditors of the Company, confirm that we received a copy of this resolution on ____ October 1999.

.....

A03 *A3IRILAI* 0554
COMPANIES HOUSE 09/11/99