

No: 3946312

THE COMPANIES ACT 1985 (AS AMENDED)

Company limited by shares

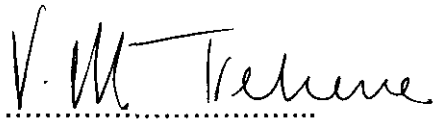
WRITTEN RESOLUTION

of

ABBEY NATIONAL TREASURY SERVICES (TRAINS HOLDINGS) LIMITED

In accordance with Section 381A of the Companies Act 1985 the following written resolution was passed on 17 May 2000 by the sole member of the above-named Company who, at the date of the resolution, was entitled to attend and vote at general meetings of the Company:

"That the regulations contained in the document attached to this resolution and signed on behalf of Abbey National Treasury Services plc for the purpose of identification be and are hereby approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of all existing Articles of Association."



V M Treherne
for and on behalf of
Abbey National Secretariat Services Limited
Secretary

1/6/00
Dated



Certified true copy.
V. M. Trehearn
for and on behalf of

ABBAY NATIONAL SECRETARIAT
SERVICES LIMITED
SECRETARY
11/6/00

THE COMPANIES ACT 1985 (AS AMENDED)

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

Abbey National Treasury Services (Trains Holdings) Limited¹

(Adopted by Written Resolution passed on 17 May, 2000)

Preliminary

1. The Regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052) (such table being hereafter called 'Table A') shall, except where they are excluded or modified by these Articles, apply to the Company and, together with these Articles, shall constitute the articles of the Company.

Interpretation

2. In these Articles (unless the context otherwise requires):-
 - 2.1 'the Act' means the Companies Act 1985, including any statutory modification or re-enactment thereof for the time being in force and any reference in these Articles to any provision of the Act shall be deemed to include a reference to any statutory modification or reenactment of that provision for the time being in force;
 - 2.2 'LIBOR' means for any day (i) the rate per annum for twelve month deposits which appears at or about 11.00 a.m. on such day on page 3750 of the Telerate screen or, if no such rate appears on page 3750, the arithmetic mean of the rates per annum (rounded upwards to four decimal places) which appears on any other page on which Telerate is for the time being posting offered rates for twelve month deposits quoted by prime banks in the London interbank sterling market, as the directors shall decide or (ii) (if no Telerate screen rate is available for twelve month deposits in the London interbank sterling market) such rate per annum for twelve month deposits in sterling as the directors shall determine from such source as they shall decide;

¹ The name of the Company changed from Trushelfco (No. 2617) Limited to Abbey National Treasury Services (Trains Holdings) Limited on 31st March, 2000.

- 2.3 words and expressions which bear particular meanings in Table A shall bear the same meanings in these Articles;
- 2.4 references in these Articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form; and
- 2.5 headings are for convenience only and shall not affect construction.

Share Capital

3. (A) The authorised share capital of the Company at the date of adoption of these Articles is £1,000,000,100 consisting of 100 ordinary shares of £1 each and 1,000 redeemable preference shares of £1,000,000 each².
- (B) The rights of the redeemable preference shares are as follows:
- (i) As regards income and capital
- (a) the right to receive out of the distributable profits of the Company available for dividend in respect of any financial year (as defined in Section 223 of the Act) and resolved by the directors to be distributed, in priority to any dividend payable in respect of the ordinary shares, a non-cumulative preferential dividend at the rate equal to eighty percent. (80%) of LIBOR for such day as the directors may determine on the nominal amount for the time being paid up on the redeemable preference shares, such dividend to be payable on the day falling six months after the end of such financial year;
- (b) on a return of capital on winding-up or otherwise the assets of the Company available for distributions among the members shall be applied first in repaying in full the holders of the redeemable preference shares the amounts paid up on such shares;
- (c) except as provided in paragraphs (a) and (b) above the redeemable preference shares shall not carry any right to participate in profits or assets of the Company.

² The share capital of the Company was increased by ordinary resolution passed on 30th March, 2000 from £100 divided into 100 ordinary shares of £1 each to £1,000,000,100 divided into 100 ordinary shares of £1 each and 1,000 redeemable preference shares of £1,000,000 each.

(ii) As regards redemption:

- (a) subject to the provisions of the Act the Company may redeem the redeemable preference shares at par at any time specified by the directors of the company PROVIDED ALWAYS that if the Company shall at any time be unable in compliance with the provisions of the Act to redeem the redeemable preference shares on the date specified by the directors of the Company then the Company shall redeem such shares as soon as it is able to comply with such provisions of the Act;
- (b) on the redemption of any redeemable preference shares the nominal amount of such redeemable preference shares comprised in the authorised share capital of the company shall thereafter be sub-divided and converted into ordinary shares of £1 each without any further resolution or consent;
- (c) subject to sub-paragraph (ii)(a) above any notice of redemption served shall specify the date fixed for redemption and upon such date the holders of the redeemable preference shares shall be bound to present the certificate in respect thereof in order that the same may be cancelled. Upon such delivery the Company shall pay to such holders the amount due to them in respect of such redemption.

(iii) As regards voting:

the holders of the redeemable preference shares shall only be entitled to receive notice of or to attend and vote at any general meeting of the Company in the following circumstances:

- (a) if the dividend on the redeemable preference shares has not been paid in full six months after the end of the financial year immediately prior to the notice convening the relevant general meeting or for the two consecutive financial years immediately prior to that notice; or
- (b) if a resolution is to be proposed at the general meeting varying, altering or abrogating any of the rights attaching to the redeemable preference shares and then only on the relevant resolution,

but not otherwise.

Rights attached to shares

4. Subject to the provisions of the Act and to any rights conferred on the holders of any other shares, any share may be issued with or have attached to it such rights and

restrictions as the Company may by ordinary resolution decide or, if no such resolution has been passed or so far as the resolution does not make specific provision, as the Directors may decide. Regulation 2 of Table A shall not apply.

Redeemable Preference Shares

5. Subject to the provisions of the Companies Act and to any rights previously conferred on the holders of any other shares, any share may be issued which is to be redeemed, or is liable to be redeemed at the option of the company or the holder.

Purchase of Own Shares

6. Subject to the provisions of the Companies Acts and to any rights previously conferred on the holders of any class of shares and to any requirements imposed by the London Stock Exchange in respect of securities admitted to listing, the company may purchase or may enter into a contract under which it will or may purchase all or any of its shares of any class, including any redeemable shares.

Neither the Company nor the board shall be required to select the shares to be purchased rateably or in any particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares.

Unissued shares

7. Subject to the provisions of the Act and to these Articles, any unissued shares of the Company (whether forming part of the original or any increased capital) shall be at the disposal of the Directors who may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as they may determine.

Authority to issue relevant securities

8. Subject to any direction to the contrary which may be given by the Company in General Meeting, the Directors are unconditionally authorised to exercise all powers of the Company to allot relevant securities. The maximum nominal amount of relevant securities that may be allotted under this authority shall be the nominal amount of the unissued share capital at the date of adoption of these Articles or such other amount as may from time to time be authorised by the Company in General Meeting. The authority conferred on the Directors by this article shall remain in force for a period of five years from the date of adoption of these Articles but may be revoked, varied or renewed from time to time by the Company in general meeting in accordance with the Act.

Exclusion of pre-emption Rights

9. Section 89(1) of the Act shall not apply to the allotment by the Company of any equity security.

Transfer of shares

10. The instrument of transfer of a subscriber's share which is not fully paid need not be executed by or on behalf of the transferee. Regulation 23 of Table A shall be modified accordingly.
11. The Directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall be modified accordingly.

Notice of General Meetings

12. Notice of every General Meeting shall be given to all Members (other than any who, under the provisions of these Articles or the terms of issue of the shares they hold, are not entitled to receive such notices from the Company), and also to the Directors and to the Auditor or, if more than one, each of them. The last sentence of Regulation 38 of Table A shall not apply.

Proceedings at General Meetings

13. In Regulation 41 of Table A there shall be inserted "(or such longer interval as the Chairman of the Meeting may think fit to allow)" after the words"..... appointed for the meeting."
14. For all purposes of these Articles a General Meeting of the Company or of the holders of any class of its shares shall be valid and effective for all purposes if one person being a *duly authorised representative of two or more corporations each of which is a Member* entitled to vote upon the business to be transacted is present. Regulation 40 of Table A shall be modified accordingly.

Votes of Members

15. At a General Meeting, but subject to any rights or restrictions attached to any shares, on a show of hands every Member who (being an individual) is present in person or (being a corporation) is present by a duly authorised representative and every proxy for any Member (regardless of the number or the holdings of the Members for whom he is a proxy) shall have one vote, and on a poll every member who is present in person or by proxy shall have one vote for every share of which he is the holder. Regulation 54 of Table A shall not apply.

Members may vote when money payable by them

16. Regulation 57 of Table A shall not apply.

Delivery of proxies

17. The instrument appointing a proxy and (if required by the Directors) any authority under which it is executed or a copy of the authority, certified notarially or in some other

manner approved by the Directors, may be delivered to the Office (or to such other place or to such person as may be specified or agreed by the Directors) before the time for holding the Meeting or adjourned Meeting at which the person named in the instrument proposes to act or, in case of a poll taken subsequently to the date of the Meeting or adjourned Meeting, before the time appointed for the taking of the poll, and an instrument of proxy which is not so delivered shall be invalid. The Directors may at their discretion treat a faxed or other machine made copy of an instrument appointing a proxy as such an instrument for the purpose of this Article. Regulation 62 of Table A shall not apply.

Written Resolution of Members

18. A resolution in writing created by or on behalf of each Member who would be entitled to vote upon it if it had been proposed at a General Meeting at which he was present shall be effectual as if it had been passed at a General Meeting duly convened and held and may consist of several instruments in the like form each executed by or on behalf of one or more Members.

Alternate Directors

19. Any Director (other than an Alternate Director) may appoint any other Director, or any other person who is willing to act, to be an Alternate Director and may remove from office an Alternate Director so appointed by him. Regulation 65 of Table A shall not apply.
20. An Alternate Director shall not be entitled as such to receive any remuneration from the Company, save that he may be paid by the Company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the Company from time to time direct. Regulation 66 of Table A shall be modified accordingly.
21. An Alternate Director may represent more than one Director, and an Alternate Director shall be entitled at any meeting of the Directors or of any committee of the Directors to vote for every Director whom he represents in addition to his own vote (if any) as a Director, but he shall count as only one for the purpose of determining whether a quorum is present.

Power to provide for employees

22. The Directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the Company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the Company or that subsidiary.

Delegation of directors' powers

23. The Directors may delegate any of their powers (with power to sub-delegate) to committees consisting of such person or persons (whether Directors or not) as they

think fit. Regulation 72 of Table A shall be modified accordingly and references in Table A to a committee of Directors or to a Director as a member of such a committee shall include a committee established under this Article or such person or persons.

Appointment and removal of Directors by majority shareholders

24. Any Member holding, or any Members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the Company as carries the right of attending and voting at General Meetings of the Company may by memorandum in writing signed by or on behalf of him or them and delivered to the Registered Office or tendered at a meeting of the Directors or at a General Meeting of the Company at any time and from time to time, appoint any person to be a Director (either to fill a vacancy or as an additional Director) or remove any Director from office (no matter how he was appointed).

Appointment of Directors by Board

25. Without prejudice to the powers conferred by any other Article, any person may be appointed a Director by the Directors, either to fill a vacancy or as an additional Director.

No age limit or share qualification

26. No Director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a Director, by reason of his having attained any particular age. No shareholding qualification for Directors shall be required.

Exclusion of rotation requirements and other provisions

27. Regulations 73 to 80 (inclusive) and the last sentence of Regulation 84 of Table A shall not apply.

Disqualification and removal of Directors

28. The office of a Director shall be vacated not only upon the happening of any of the events mentioned in Regulation 81 of Table A but also if he is removed from office pursuant to these Articles. Regulation 81 of Table A shall be modified accordingly.

Borrowing powers

29. The Directors may exercise all the powers of the Company to borrow money without limit as to amount and upon such terms and in such manner as they think fit, and subject (in the case of any security convertible into shares) to Section 80 of the Act to grant any mortgage, charge or standard security over its undertaking, property and uncalled capital, or any part thereof, and to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

Directors' gratuities and pensions

30. The Directors may exercise all the powers of the Company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any Director or former Director or the relations, connections or dependants of any Director or former Director who holds or has held any executive office or employment with the Company or with any body corporate which is or has been a subsidiary of the Company or with a predecessor in business of the Company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No Director or former Director shall be accountable to the Company or the Members for any benefit provided pursuant to this Article and the receipt of any such benefit shall not disqualify any person from being or becoming a Director of the Company. Regulation 87 of Table A shall not apply.

Notice of Board Meetings

31. Notice of a Meeting of the Directors shall be deemed to be properly given to a Director if it is given to him personally or by word of mouth or sent in writing to him at his last known address or any other address given by him to the Company for this purpose or by electronic mail or by any other means authorised in writing by the Director concerned. A Director absent or intending to be absent from the United Kingdom may request the Directors that notices of Meetings of the Directors shall during his absence be sent in writing to him at an address or to a fax or telex number given by him to the Company for this purpose, but if no request is made to the Directors it shall not be necessary to give notice of a Meeting of the Directors to any Director who is for the time being absent from the United Kingdom. A Director may waive notice of any Meeting either prospectively or retrospectively. Regulation 88 of Table A shall be modified accordingly.

Participation in Board Meetings by telephone

32. All or any of the Members of the Board or of any committee of the Board may participate in a meeting of the Board or that committee by means of a conference telephone or any communication equipment which allows all persons participating in the Meeting to hear each other. A person so participating shall be deemed to be present in person at the Meeting and shall be entitled to vote or be counted in a quorum accordingly. Such a Meeting shall be deemed to take place where the largest group of those participating is assembled, or, if there is no such group, where the Chairman of the Meeting then is.

Director may vote when interested

33. A Director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract with the Company shall declare the nature of his interest at a meeting of the Directors in accordance with the Act. Subject where applicable to such disclosure, a Director shall be entitled to vote in respect of any contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account as ascertaining whether a quorum is present. Regulations 94 and 95 of Table A shall not apply.

Official Seal

34. The Company may exercise all the powers conferred by the Act with regard to having any official seal and such powers shall be vested in the Directors. Subject to the provisions of the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, as the Directors may from time to time determine.
35. The Company may exercise the powers conferred by Section 39 of the Act with regard to having an official seal for use abroad, and such powers shall be vested in the Directors.

Notices

36. Any notice or other document may be served on or delivered to any Member by the Company either personally, or by sending it by post addressed to the Member at his registered address or by fax or telex to a number provided by the Member for this purpose, or by leaving it at his registered address addressed to the Member, or by electronic mail or by any other means authorised in writing by the Member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall not apply.

Time of Service

37. Any notice or other document, if sent by post, shall be deemed to have been served or delivered twenty four hours after posting and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post, or sent by fax or telex or other instantaneous means of transmission, shall be deemed to have been served or delivered when it was so left or sent. Regulation 115 of Table A shall not apply.

Indemnity

38. Subject to the provisions of, and so far as may be permitted by the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every Director, Secretary, employee or officer of the Company and the Auditor shall be indemnified out of the assets of the Company against all costs, charges, losses, expenses and liabilities incurred by him in the execution and discharge of his duties or in relation thereto, including (without prejudice to the generality of the foregoing) any liability incurred by him as a Director, Secretary, employee or officer of the Company, or as Auditor, in defending any proceedings (whether civil or criminal) in which judgement is given in his favour (or the proceedings are otherwise disposed of without any finding or admission of any material breach of duty on his part) or in which he is acquitted or in connection with any application under the Companies Acts in which relief from liability is granted to him by the court.

- 38.1 The Directors shall have power to purchase and maintain for any Director, officer or Auditor of the Company insurance against any such liability as is referred to in Section 310(1) of the Act.
- 38.2 Regulation 118 of Table A shall not apply to the Company.