

Company number: 3960644



**ALLTEL MORTGAGE SOLUTIONS 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 43.1 with the following as Article 43.1:

"43.1. No business shall be transacted at any general meeting unless a quorum is present. Save in the circumstances contemplated by Articles 6.4 and 6.5 (when any Shareholder present in person or by proxy or participating in the manner contemplated by Article 44 shall be a quorum at any general meeting) two Shareholders present in person or by proxy or participating in the manner contemplated by Article 44 shall be a quorum at any general meeting of which one shall be or represent as A Shareholder and the other shall be or represent a B Shareholder."

2. by the replacement of Article 43.2 with the following as Article 43.2:

"43.2 If such a quorum is not present within half an hour from the time appointed for the meeting, or if during a meeting such a quorum ceases to be present, the meeting shall stand adjourned to the same day in the next week at the same time and place or to such time and place as the directors may determine. The quorum at any such adjourned meeting, save in the circumstances contemplated by Articles 6.4 and 6.5, shall be one Shareholder being a B Shareholder."

3. by the replacement of Article 71.1 with the following as Article 71.1:

"71.1 Save in the circumstances contemplated in Articles 6.4 and 6.5 (when the directors shall be not less than two in number (or such other number as the directors at any time and from time to time shall decide)), subject to Article 71.2, the directors (other than alternate directors) shall be six in number of whom two shall be A Directors and four shall be B Directors."

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

"89. Save in the circumstances contemplated by Articles 6.4 and 6.5 (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 at least one B Director present at the time when the relevant business is transacted. If such a quorum is not present within 30 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 a quorum at such adjourned meeting shall consist of such directors as are present provided, save in the

circumstances contemplated by Articles 6.4 and 6.5, that at least one B Director is 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

Dated this 14<sup>th</sup> day of January 2003