

Company No: 5092305

The Companies Act 1985 (as amended)

Private Company Limited by Shares

**WRITTEN RESOLUTION OF
OAKWOOD HOMELOANS HOLDINGS LIMITED
(the "Company")**

(DATED 4th Febuary 2005)

On the 4th February 2005 the following resolutions were validly passed as special resolutions:

SPECIAL RESOLUTIONS

1. THAT article 5.1.2 of the Company's Articles of Association be replaced in its entirety with the following provisions:


"The maximum number of the directors may be determined from time to time by ordinary resolution. Subject to and in default of such determination there shall be no maximum number of directors. The minimum number of directors shall be four. The Quorum for all meetings of the directors (or any committee of the directors) shall be four directors and regulation 89 in Table A shall be modified accordingly."

2. THAT the following article be added to the Company's Articles of Association as article 9.1.4:

"Any Director may participate in a meeting of the Board by means of conference telephone or similar communications facilities whereby all the Directors participating in the meeting can hear each other and all the Directors participating in a meeting in this manner shall be deemed to be present in person at such meeting."

3. THAT the following article be added to the Company's Articles of Association as article 9.1.5:

"Regulation 88 in Table A shall be modified to provide that it will be necessary to give notice of a board meeting to a director who is absent from the United Kingdom."


Secretary

