

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

Company No. 6386071

The Registrar of Companies for England and Wales hereby certifies that

ALLIANCE & LEICESTER COVERED BONDS (LM) LIMITED

is this day incorporated under the Companies Act 1985 as a private company and that the company is limited.

Given at Companies House, London, the 1st October 2007



SVSB400U

SCA 01/10/2007 24
COMPANIES HOUSE

N06386071I



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES



Companies House
— for the record —



Companies House

for the record

12

Please complete in typescript,
or in bold black capitals

CHWP000

Declaration on application for registration

Company Name in full

Alliance & Leicester Covered Bonds (LM) Limited

I, Cane Pickersgill, authorised representative of SFM Directors Limited

of 35 GREAT ST HELEN'S LONDON EC3A 6AP

† Please delete as appropriate

do solemnly and sincerely declare that I am a † ~~Solicitor engaged in the formation of the company~~ [person named as director or secretary of the company in the statement delivered to the Registrar under section 10 of the Companies Act 1985] and that all the requirements of the Companies Act 1985 in respect of the registration of the above company and of matters precedent and incidental to it have been complied with

And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the Statutory Declarations Act 1835

Declarant's signature

Declared at 31 BURY STREET LONDON EC3A 5JJ

On 18 09 2007

Sykes Anderson LLP Solicitors
Bury House, 31 Bury Street
London EC3A 5JJ
DX 729 London/City

● Please print name

before me ● FATMA MEHMET

Signed

Date 18/09/2007

† A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor

You do not have to give any contact information in the box opposite but if you do, it will help Companies House to contact you if there is a query on the form. The contact information that you give will be visible.

Structured Finance Management Limited

35 Great St Helen's EC3A 6AP

Tel 020 7398 6300

DX number

DX exchange

When you have completed and signed the form please send it to the Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ

DX 33050 Cardiff

for companies registered in England and Wales or

Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB

for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

LD1

LESLIE FM
01/10/2007
COMPANIES HOUSE

89

MONDAY

01/10/07

NEINE



Companies House

— for the record —

10

Please complete in typescript,
or in bold black capitals.

CHWP000

Notes on completion appear on final page

First directors and secretary and intended situation of registered office

Company Name in full

Alliance & Leicester Covered Bonds (LM) Limited

Proposed Registered Office

(PO Box numbers only, are not acceptable)

35 Great St Helen's

Post town

London

County / Region

London

Postcode

EC3A 6AP

If the memorandum is delivered by an agent
for the subscriber(s) of the memorandum
mark the box opposite and give the agent's
name and address

Agent's Name

Address

Post town

County / Region

Postcode

Number of continuation sheets attached

You do not have to give any contact
information in the box opposite but if
you do, it will help Companies House
to contact you if there is a query on
the form. The contact information
that you supply will be used for
searching the register.

Structured Finance Management Limited

35 Great St Helen's

London, EC3A 6AP

Tel 020 7398 6300

DX number

DX exchange

When you have completed and signed the form please send it to the
Registrar of Companies at

Companies House, Crown Way, Cardiff, CF14 3UZ DX 33050 Cardiff
for companies registered in England and Wales

or
Companies House, 37 Castle Terrace, Edinburgh, EH1 2EB
for companies registered in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

MONDAY

LD1

"LZSL9TFE"
01/10/2007
COMPANIES HOUSE

97

Company name Alliance & Leicester Covered Bonds (LM) Limited

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

SFM Corporate Services Limited

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address ††

35 Great St Helen's

Post town

London

County / Region

London

Postcode

EC3A 6AP

Country

England

I consent to act as secretary of the company named on page 1

Consent signature

Date

28/09/2007

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

Forename(s)

Surname

SFM Directors Limited

Previous forename(s)

Previous surname(s)

†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Address ††

35 Great St Helen's

Post town

London

County / Region

London

Postcode

EC3A 6AP

Country

England

Day Month Year

Date of birth

07 02 2000

Nationality

Business occupation

Provision of directors to special purpose companies

Other directorships

See schedule 1 attached

I consent to act as director of the company named on page 1

Consent signature

Date

28/09/2007

Company Secretary (see notes 1-5)

NAME *Style / Title

*Honours etc

* Voluntary details

Forename(s)

Surname

Previous forename(s)

Previous surname(s)

Address †

† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address

Post town

County / Region

Postcode

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I consent to act as secretary of the company named on page 1

Consent signature

Date

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME *Style / Title

*Honours etc

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Surname

Previous forename(s)

Previous surname(s)

Address †

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Post town

County / Region

Postcode

Country

Day Month Year

Date of birth

1 0 1 2 1 9 5 8

Nationality

BRITISH

Business occupation

x TREASURER

Other directorships

See attached Schedule

I consent to act as director of the company named on page 1

Consent signature

Date

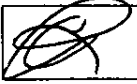
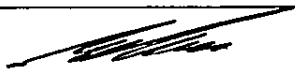
28/09/2007

Directors (see notes 1-5)

Please list directors in alphabetical order

NAME	*Style / Title	<input type="text"/>		*Honours etc	<input type="text"/>					
* Voluntary details	Forename(s)	<input type="text"/>								
	Surname	SFM Directors (No 2) Limited								
	Previous forename(s)	<input type="text"/>								
	Previous surname(s)	<input type="text"/>								
†† Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation or Scottish firm, give the registered or principal office address	Address ††	<input type="checkbox"/>								
		35 Great St Helen's								
		<input type="text"/>								
	Post town	London								
	County / Region	<input type="text"/>	Postcode	EC3A 6AP						
	Country	England								
	Date of birth	Day	Month	Year	Nationality					
		1	6	0	6	2	0	0	0	<input type="text"/>
	Business occupation	Provision of directors to special purpose companies								
	Other directorships	See schedule 2 attached								
		<input type="text"/>								
	I consent to act as director of the company named on page 1									
	Consent signature	<input type="text"/>		Date	28/09/2007					

This section must be signed by either an agent on behalf of all subscribers or the subscribers (i.e. those who signed as members on the memorandum of association).

Signed		per pro SFM Directors as Director for and on behalf of Alliance & Leicester Ln Holdings Limited	Date	28/09/2007
Signed	<input type="text"/>		Date	<input type="text"/>
Signed			Date	28/09/2007
Signed	<input type="text"/>		Date	<input type="text"/>
Signed	<input type="text"/>		Date	<input type="text"/>
Signed	<input type="text"/>		Date	<input type="text"/>
Signed	<input type="text"/>		Date	<input type="text"/>

Ian John Hares

Directorships Report

All Directorships Held As At and After 26/09/2002

Person Details

Name **Ian John Hares**
QuickRef HAREIAJO
Occupation Banker
Nationality British
Date of Birth 10/12/1958

Addresses

Home	Work
23 Littleton Close Kenilworth Warwickshire CV8 2WA United Kingdom	

Directorships

Company Name	Country	Appointed
Alliance & Leicester (Jersey) Limited	England and Wales	22/04/2002
Alliance & Leicester Equity Investments (Guarantee) Limited	England	26/03/2004
Alliance & Leicester Finance Company Limited	Unknown	20/11/2000
Alliance & Leicester Financing plc	England	01/09/2000
Alliance & Leicester Investments (Derivatives No 2) Limited	United Kingdom	26/11/2003
Alliance & Leicester Investments (Derivatives) Limited	England and Wales	14/03/2003
Alliance & Leicester Investments (Jersey) Limited	England and Wales	22/04/2002
Alliance & Leicester Investments (No 2) Limited	England	31/03/1999
Alliance & Leicester Investments Limited	England	31/03/1999
Fosse (Master Issuer) Holdings Limited	England	18/10/2006
Fosse Funding (No 1) Limited	England	18/10/2006
Fosse Master Issuer PLC	England	18/10/2006
Fosse PECO Limited	England	18/10/2006
Fosse Trustees Limited	United Kingdom	01/09/2006
Giro Investments (Jersey) Limited	United Kingdom	16/07/2004
Giro Investments Limited	United Kingdom	10/12/1998
Girobank Carlton Investments Limited	England	10/12/1998
Girobank Investments Ltd	England	01/10/2001

Past Directorships

Company Name	Country	Appointed	Resigned
Alliance & Leicester Investments (Derivatives No 3) Limited	England and Wales	29/03/2004	02/03/2006
Crossbill Investments Limited	Cayman Islands	03/10/2006	16/10/2006

<u>SPV Name</u>	<u>Company Number</u>
European Loan Conduit No 5 plc - In Liquidation	4156781
Anteros (European Loan Conduit No 6) plc	4234040
Gracechurch Card (Holdings) Limited	3817404
Gracechurch Card (Holdings) Limited	3817404
Beneficial Receivables Investment Trustee Entity Limited	4634700
Auto Receivables Trustee Limited	4634625
Gracechurch Card Funding (No 3) plc	4642617
Iolaus (European Loan Conduit No 15) plc	4710866
RMAC 2003-NS2 plc	4720793
Gracechurch Card Funding (No 4) plc	4763110
Gracechurch Card Funding (No 5) plc	4763104
Daunus Limited	4785746
Juturna (European Loan Conduit No 16) plc	4770247
Tagus Infrastructure Assets Limited	4732811
Legaless Limited	4679463
RMAC 2003-NS3 plc	4842496
RMAC 2003-NS4 plc	4842501
Conduit (No 2) Limited	4860774
Premiertel plc	4735431
Trench (No 1) Limited	4911923
Permanent Financing (No 3) PLC	4907355
Motors Investment Trustee Entity, Ltd	4788149
Gracechurch Card Funding (No 6) plc	4883336
RMAC 2004-NSP2 plc	4973500
RMAC 2004-NS1 plc	4980876
Permanent Financing (No 4) PLC	4988201
White Tower 2004-1 plc	5060616
Delamare Finance plc	5069866
Tesco Property (Nominees) Limited	4945975
Morpheus (European Loan Conduit No 19) plc	5179422

<u>SPV Name</u>	<u>Company Number</u>
Tesco Property (Nominees) (No 1) Limited	4966637
Tesco Property (Nominees) (No 2) Limited	4966635
Designated Member No 2 Limited	5058582
RMAC 2004-NS3 plc	5097589
Delamare Group Holdings Limited	5072284
Delamare Limited	5072271
Pacific Quay Finance plc	5117181
Permanent Financing (No 5) PLC	5114399
Illans Limited	5126422
Melrose Financing No 2 plc	5046401
Opera Finance (Lakeside) plc	5153959
Aire Valley Funding 1 Limited	5074932
Aire Valley Funding 2 Limited	5165234
Aire Valley Funding 3 plc	5154132
Aire Valley Mortgages 2004 - 1 plc	5154235
Issuer Ltd	5196947
Pacific Quay Holdings Limited	5174976
Aire Valley Holdings Limited	5163624
Aire Valley PECO Limited	5163659
RMAC 2004-NSP4 plc	5208125
Gracechurch Card Funding (No 7) plc	5183082
Morpheus (European Loan Conduit No 19) Holdings Limited	5203657
Epic Opera (Arlington) plc	5216645
Picts plc	5235857
Permanent Financing (No 6) PLC	5232464
Quick Star plc "In Liquidation"	5280837
RMAC 2005-NS1 plc	5269360
RMAC 2005-NSP2 plc	5250602
Farringdon Mortgages No 1 plc	5235929
Farringdon Parent Limited	5238661

<u>SPV Name</u>	<u>Company Number</u>
Farringdon Options Limited	5238651
Flow No 3 Limited	5275906
Silo No 2 Limited	5275916
Opera Finance (MetroCentre) plc	5318421
Box Hill Loan Finance Limited	5294776
Quick Star Holdings Limited "In Liquidation"	5297273
Addison Social Housing Limited	5216575
Stout Issuer Holdings Limited	5298275
Stout Finance Limited	5298368
New Stout Issuer Limited (applied to strike off)	5137977
Opera Finance (MetroCentre) Parent Limited	5318283
Aire Valley Warehousing 1 Limited	5321836
Aire Valley Warehousing 2 Limited	5321857
Permanent Financing (No 7) PLC	5330776
White City Property Finance plc	5342887
White City Property Holdings Limited	5343235
Opera Finance (Scottish Retail) plc	5357505
Aire Valley Mortgages 2005-1 plc	5343520
Cymbeline Limited	5359103
Opera Finance (Scottish Retail) Holdings Limited	5357497
AQUILA (ECLIPSE 2005-1) plc	5369870
Gully (No 4) Limited	5371817
ECLIPSE Options Limited	5371756
Opera Finance (CSC 3) plc	5411120
Opera Finance (Options) Limited	5403223
Zephyros Limited	5393354
RMAC 2005-NS3 plc	5389282
White Tower 2005-1 plc	5411118
White Tower Property Estate Capital Options Limited	5409555
Permanent Financing (No 8) PLC	5434519

<u>SPV Name</u>	<u>Company Number</u>
Gracechurch Card Funding (No 8) plc	5419524
Permanent PECO Holdings Limited	5468381
ASD metal services Receivables Limited	5447878
BELLATRIX (ECLIPSE 2005-2) PLC	5500628
Farringdon Mortgages No 2 Plc	5514927
Farringdon Parent No 2 Limited	5514952
Farringdon Options No 2 Limited	5514941
Prominent CMBS Funding No 1 PLC	5308676
Metrix Funding No 1 PLC	5490390
Metrix Funding Holdings Limited	5490398
Prominent CMBS Holdings Limited	5328136
Opera Finance (MEPC) plc	5556422
Gracechurch Card Funding (No 9) PLC	5506641
Fairhold Securitisation Limited	153441
Beneficial Receivables Investment Trustee Entity (No 2) Limited	5556718
UK Relocation Receivables Funding Limited	5568806
Gracechurch Card Funding (No 10) PLC	5532418
Gracechurch Mortgage Funding PLC	5589309
Gracechurch Mortgage Funding Holdings Limited	5589389
GMF PECO PLC	5589264
GMF PECO Holdings Limited	5589379
Satellite Financing PLC	5593543
Satellite Financing (Holdings) Limited	5593544
Paradigm Trustee Limited	5595067
Gracechurch Card Funding (No 11) PLC	05555762
Vanwall Finance plc	5622846
RMAC Securities No 1 Plc	5593541
Vanwall Options Limited	5648776
DRACO (ECLIPSE 2005-4) plc	5620351
Ale Finance Limited	5529363

<u>SPV Name</u>	<u>Company Number</u>
Grid (No 5) Limited	5609047
Landale Asset Purchasing Company No 3 Limited	5755577
Ale Holdings Limited	5585416
RMAC 2005-NS4 plc	5537605
Permanent Financing (No 9) plc	5711074
White Tower 2006-1 plc	5706986
Eddystone Finance PLC	5643091
RMAC Securities Holdings Limited	5693127
RMAC PECO No 1 Limited	5693091
Gracechurch Card Notes 2006-A PLC	5673212
Longstone Finance plc	5663652
Longstone Finance Holdings Limited	5663649
Eddystone Finance Holdings Limited	5663656
Clavis Securities Plc	5778179
Clavis Options Limited	5760080
Toro Secured Finance Limited	5763118
Globe Servicing Issuer	5742715
Globe Servicing Issuer Parent Limited	5716486
Globe Pub Issuer PLC	5742734
Globe Issuer Parent Limited	5675736
Gracechurch Personal Finance (Holdings) Limited	05706729
Gracechurch Personal Finance (No 1) Limited	05706741
Landmark Mortgage Securities No 1 Plc	5798184
Landmark Mortgage Securities No 1 Holdings Limited	5790595
Landmark Mortgage Securities No 1 Options Limited	5790587
EQUINOX (ECLIPSE 2006-1) PLC	5807977
Gracechurch GMF Holdings Limited	5673098
Gracechurch Mortgage Financing PLC	5673206
Halphen Mortgage Backed Securities PLC	05771763
Halphen Holdings (UK) Limited	05746551

<u>SPV Name</u>	<u>Company Number</u>
Independent Share Trustees Limited	5829390
White Tower 2006-2 plc	5833417
Aire Valley Mortgages 2006-1 plc	5874315
London & Regional Debt Securitisation No 2 plc	5835837
Mansard Mortgages 2006-1 Plc	5895687
Mansard Mortgages 2006-1 Parent Limited	5895696
Mansard Mortgages 2006-1 Option Limited	5895702
HERCULES (ECLIPSE 2006-4) plc	5895593
Canal (No 6) Limited	5898104
Globe Tenanted Pub Holdings Limited	05678152
Permanent Master Issuer PLC	5922774
Fosse Master Issuer Plc	5925693
Fosse (Master Issuer) Holdings Limited	5925689
Fosse Funding (No 1) Limited	5925696
Fosse PECO Limited	5925699
Fordgate Commercial Securitisation No 1 plc	5937113
Fordgate Commercial Securitisation Holdings Limited	5935974
Bluerock Funding Limited	5960351
GEMINI (ECLIPSE 2006-3) PLC	5960771
Mortgage Creations Funding Limited	5965191
Keystone BTL One Limited	5947249
NEMUS II (Arden) plc	05991262
NEMUS II PECO HOLDER LIMITED	05936396
RMAC 2006-NS4 plc	5982243
Eurohome UK Mortgages 2007 - 1 plc	5931269
Eurohome Mortgages Holdings Company Limited	5965343
White Tower 2006-3 plc	5986980
White Tower Property Estate Capital Options 2 Limited	5985887
Theatre (Hospitals) plc	5839423
Theatre (Options) Limited	5924986

<u>SPV Name</u>	<u>Company Number</u>
Aire Valley Warehousing 3 Limited	6015052
Bruntwood Alpha Plc	6040736
Landmark Mortgage Securities No 2 plc	6047720
Landmark Mortgage Securities No 2 Holdings Limited	6047642
Landmark Mortgage Securities No 2 Options Limited	6047633
INDUS (ECLIPSE 2007-1) PLC	6056094
Hertz UK FleetCo	6137917
Pendeford Master Issuer PLC	6121308
Pendeford Holdings Limited	6121391
Pendeford Funding (No 1) Limited	6121306
Tnton (European Loan Conduit No 26) Plc	6087641
ELOC 26 Peco Holder Limited	6085054
Mansard Mortgages 2007 - 1 plc	6116710
Mansard Mortgages 2007 - 1 Parent Limited	6116732
Mansard Mortgages 2007-1 Option Limited - NOT PART OF 2007-1 DEAL	6116726
Theatre (Hospitals) No 1 plc	6067193
Theatre (Hospitals) No 2 plc	6067459
Pendeford PECO Limited	6121342
Tussauds Finance Holdings No 2 Limited	6126226
Tussauds Finance No 2 plc	6126208
EuroMASTR PLC	6135603
EuroMASTR Holdings Limited	6032166
Aire Valley Mortgages 2007 - 1 plc	6133249
Epic (Condor) Limited	6140200
GRF No 3 Limited	6192005
CREA RMBS & CMBS 1 Limited	6181872
Eurohome UK Mortgages 2007 - 2 Plc	6249915
KALI (ECLIPSE 2007-3) PLC	6253823
Ulysses (European Loan Conduit No 27) Plc	6280163
ELoC 27 PECO Holder Limited	6278698

<u>SPV Name</u>	<u>Company Number</u>
Viaduct (No 7) Limited	6275077
Flume (No 8) Limited	6281585
Vault Intermediate No 1 Limited	06276843
FCG LPN No 1 PLC	6296686
Ukraine Issuance PLC	6296689
Ukrainian Issuance Holdings Limited	6301127
FCG LPN Holdings No 1 Limited	6301111
Mathon Funding Limited	6291471
Landmark Mortgage Securities No 3 plc	6309499
Landmark Mortgage Securities No 3 Holdings Limited	6309557
Landmark Mortgage Securities No 3 Options Limited	6309511
Griffin Park Funding Limited	6336631
Aire Valley Mortgages 2007-2 PLC	6374633
Alliance and Leicester LM Holding Limited	6378148
Coronis (European Loan Conduit No 8) plc	4260146
Fosse Holdings Limited	4002534
Fosse Securities No 1 plc	3900287
Fosse Options No 1 Limited	4002563
Melrose Holdings Limited	4096160
Melrose Financing No 1 plc	4102054
Melrose Investor Limited	4096036
Melrose Option Limited	4096034
Balfour Freeholds Limited	3188300
Lincourt Management Services Limited	2007287
Mendian Land & Investments Limited	1861973
O M Limited	1563296
Peverel Freehold Reversions Limited	3829467
Peverel Funding Limited	94098
Peverel Investments	1769945
Peverel Optionholder Limited	3829472

<u>SPV Name</u>	<u>Company Number</u>
Peverel Properties Limited	3829939
Peverel Property Investment Limited	2891085
Peverel Securitisation Limited	3874014
Retirement Care (Southern) Investments Limited	2726170
RMAC Holdings Limited	4177697
RMAC 2001-NS1 plc	04133589
Shipshape Residential Mortgages Holdings Limited	4035917
Shipshape Residential Mortgages No 1 plc	4035893
Coral Finance Limited	4246080
RMAC 2002-NS1 plc	4349853
Red Metal Investments Limited	114900
Conduit Trustee Limited	3997408
European Loan Conduit Holdings Limited - In Liquidation	4021014
European Loan Conduit No 3 plc	4021842
European Loan Conduit Holdings 5 Limited - In Liquidation	4152449
Hoteloc plc	4404024
Permanent Financing (No 1) PLC	4416192
Clandeboye Limited	4358400
Permanent Funding (No 1) Limited	4267660
Permanent Holdings Limited	4267664
Permanent Pecoh Limited	4267666
Permanent Funding (No 2) Limited	4441772
RMAC 2001-NSP2 plc	4221187
RMAC 2002-NS2 plc	4447860
Feronia (European Loan Conduit No 11) plc	4473471
Bamburgh Finance No 1 plc	4575131
Permanent Financing (No 2) PLC	4623188
Bamburgh Options Limited	4379832
Hermione (European Loan Conduit No 14) plc (In Liquidation)	4539735
Gracechurch Card Funding (No 2) plc	4497894



STRUCTURED
FINANCE
MANAGEMENT

Officer Appointments for

SFM Directors Limited

at **28 Sep 2007**

SPV Name

Company Number

RMAC 2003-NS1 plc

4630239

Barclaycard Funding plc

2530163

<u>SPV Name</u>	<u>Company Number</u>
European Loan Conduit No 5 plc - In Liquidation	4156781
Anteros (European Loan Conduit No 6) plc	4234040
Motors Investment Trustee Entity Ltd	4788149
Gracechurch Card Funding (No 6) plc	4883336
RMAC 2004-NSP2 plc	4973500
RMAC 2004-NS1 plc	4980876
Permanent Financing (No 4) PLC	4988201
White Tower 2004-1 plc	5060616
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Morpheus (European Loan Conduit No 19) plc	5179422
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Designated Member No 2 Limited	5058582
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Delamare Group Holdings Limited	5072284
Delamare Limited	5072271
Pacific Quay Finance plc	5117181
Permanent Financing (No 5) PLC	5114399
Illans Limited	5126422
Melrose Financing No 2 plc	5046401
Opera Finance (Lakeside) plc	5153959
Aire Valley Funding 1 Limited	5074932
Aire Valley Funding 2 Limited	5165234
Aire Valley Funding 3 plc	5154132
Aire Valley Mortgages 2004 - 1 plc	5154235
Issuer Ltd	5196947
Pacific Quay Holdings Limited	5174976
Aire Valley Holdings Limited	5163624
Aire Valley PECO Limited	5163659

<u>SPV Name</u>	<u>Company Number</u>
RMAC 2004-NSP4 plc	5208125
Gracechurch Card Funding (No 7) plc	5183082
Morpheus (European Loan Conduit No 19) Holdings Limited	5203657
Epic Opera (Arlington) plc	5216645
Picts plc	5235857
Permanent Financing (No 6) PLC	5232464
Quick Star plc "In Liquidation"	5280837
RMAC 2005-NS1 plc	5269360
RMAC 2005-NSP2 plc	5250602
Farringdon Mortgages No 1 plc	5235929
Farringdon Parent Limited	5238661
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Opera Finance (MetroCentre) plc	5318421
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Aire Valley Warehousing 2 Limited	5321857
Permanent Financing (No 7) PLC	5330776
White City Property Finance plc	5342887
White City Property Holdings Limited	5343235
Opera Finance (Scottish Retail) plc	5357505
Aire Valley Mortgages 2005-1 plc	5343520
Cymbeline Limited	5359103

<u>SPV Name</u>	<u>Company Number</u>
Opera Finance (Scottish Retail) Holdings Limited	5357497
AQUILA (ECLIPSE 2005-1) plc	5369870
Gully (No 4) Limited	5371817
ECLIPSE Options Limited	5371756
Opera Finance (CSC 3) plc	5411120
Opera Finance (Options) Limited	5403223
Zephyros Limited	5393354
RMAC 2005-NS3 plc	5389282
White Tower 2005-1 plc	5411118
White Tower Property Estate Capital Options Limited	5409555
Permanent Financing (No 8) PLC	5434519
Gracechurch Card Funding (No 8) plc	5419524
Permanent PECO Holdings Limited	5468381
ASD metal services Receivables Limited	5447878
BELLATRIX (ECLIPSE 2005-2) PLC	5500628
Farringdon Mortgages No 2 Plc	5514927
Farringdon Parent No 2 Limited	5514952
Farringdon Options No 2 Limited	5514941
Prominent CMBS Funding No 1 PLC	5308676
Metrix Funding No 1 PLC	5490390
Metrix Funding Holdings Limited	5490398
Prominent CMBS Holdings Limited	5328136
Opera Finance (MEPC) plc	5556422
Gracechurch Card Funding (No 9) PLC	5506641
Fairhold Securitisation Limited	153441
Beneficial Receivables Investment Trustee Entity (No 2) Limited	5556718
UK Relocation Receivables Funding Limited	5568806
Gracechurch Card Funding (No 10) PLC	5532418
Gracechurch Mortgage Funding PLC	5589309
Gracechurch Mortgage Funding Holdings Limited	5589389

<u>SPV Name</u>	<u>Company Number</u>
GMF PECO PLC	5589264
GMF PECO Holdings Limited	5589379
Satellite Financing PLC	5593543
Satellite Financing (Holdings) Limited	5593544
Paradigm Trustee Limited	5595067
Gracechurch Card Funding (No 11) PLC	05555762
Vanwall Finance plc	5622846
RMAC Securities No 1 Plc	5593541
Vanwall Options Limited	5648776
DRACO (ECLIPSE 2005-4) plc	5620351
Ale Finance Limited	5529363
Grid (No 5) Limited	5609047
Landale Asset Purchasing Company No 3 Limited	5755577
Ale Holdings Limited	5585416
RMAC 2005-NS4 plc	5537605
Permanent Financing (No 9) plc	5711074
White Tower 2006-1 plc	5706986
Eddystone Finance PLC	5643091
RMAC Securities Holdings Limited	5693127
RMAC PECO No 1 Limited	5693091
Gracechurch Card Notes 2006-A PLC	5673212
Longstone Finance plc	5663652
Longstone Finance Holdings Limited	5663649
Eddystone Finance Holdings Limited	5663656
Clavis Securities Plc	5778179
Clavis Options Limited	5760080
Toro Secured Finance Limited	5763118
Globe Servicing Issuer	5742715
Globe Servicing Issuer Parent Limited	5716486
Globe Pub Issuer PLC	5742734

<u>SPV Name</u>	<u>Company Number</u>
Globe Issuer Parent Limited	5675736
Gracechurch Personal Finance (Holdings) Limited	05706729
Gracechurch Personal Finance (No 1) Limited	05706741
Landmark Mortgage Securities No 1 Plc	5798184
Landmark Mortgage Securities No 1 Holdings Limited	5790595
Landmark Mortgage Securities No 1 Options Limited	5790587
EQUINOX (ECLIPSE 2006-1) PLC	5807977
Gracechurch GMF Holdings Limited	5673098
Gracechurch Mortgage Financing PLC	5673206
Halphen Mortgage Backed Securities PLC	05771763
Halphen Holdings (UK) Limited	05746551
Independent Share Trustees Limited	5829390
White Tower 2006-2 plc	5833417
Aire Valley Mortgages 2006-1 plc	5874315
London & Regional Debt Securitisation No 2 plc	5835837
Mansard Mortgages 2006-1 Plc	5895687
Mansard Mortgages 2006-1 Parent Limited	5895696
Mansard Mortgages 2006-1 Option Limited	5895702
HERCULES (ECLIPSE 2006-4) plc	5895593
Canal (No 6) Limited	5898104
Permanent Master Issuer PLC	5922774
Fosse Master Issuer Plc	5925693
Fosse (Master Issuer) Holdings Limited	5925689
Fosse Funding (No 1) Limited	5925696
Fosse PECO Limited	5925699
Fordgate Commercial Securitisation No 1 plc	5937113
Fordgate Commercial Securitisation Holdings Limited	5935974
Bluerock Funding Limited	5960351
GEMINI (ECLIPSE 2006-3) PLC	5960771
Mortgage Creations Funding Limited	5965191

<u>SPV Name</u>	<u>Company Number</u>
Keystone BTL One Limited	5947249
NEMUS II (Arden) plc	05991262
NEMUS II PECO HOLDER LIMITED	05936396
RMAC 2006-NS4 plc	5982243
Eurohome UK Mortgages 2007 - 1 plc	5931269
Eurohome Mortgages Holdings Company Limited	5965343
White Tower 2006-3 plc	5986980
White Tower Property Estate Capital Options 2 Limited	5985887
Theatre (Hospitals) plc	5839423
Theatre (Options) Limited	5924986
Aire Valley Warehousing 3 Limited	6015052
Landmark Mortgage Securities No 2 plc	6047720
Landmark Mortgage Securities No 2 Holdings Limited	6047642
Landmark Mortgage Securities No 2 Options Limited	6047633
INDUS (ECLIPSE 2007-1) PLC	6056094
Pendeford Master Issuer PLC	6121308
Pendeford Holdings Limited	6121391
Pendeford Funding (No 1) Limited	6121306
Triton (European Loan Conduit No 26) Plc	6087641
ELOC 26 Peco Holder Limited	6085054
Mansard Mortgages 2007 - 1 plc	6116710
Mansard Mortgages 2007 - 1 Parent Limited	6116732
Mansard Mortgages 2007-1 Option Limited - NOT PART OF 2007-1 DEAL	6116726
Theatre (Hospitals) No 1 plc	6067193
Theatre (Hospitals) No 2 plc	6067459
Pendeford PECO Limited	6121342
Tussauds Finance Holdings No 2 Limited	6126226
Tussauds Finance No 2 plc	6126208
EuroMASTR PLC	6135603
EuroMASTR Holdings Limited	6032166

<u>SPV Name</u>	<u>Company Number</u>
Aire Valley Mortgages 2007 - 1 plc	6133249
Epic (Condor) Limited	6140200
GRF No 3 Limited	6192005
CREA RMBS & CMBS 1 Limited	6181872
Eurohome UK Mortgages 2007 - 2 Plc	6249915
KALI (ECLIPSE 2007-3) PLC	6253823
Ulysses (European Loan Conduit No 27) Plc	6280163
ELoC 27 PECO Holder Limited	6278698
Viaduct (No 7) Limited	6275077
Flume (No 8) Limited	6281585
Vault Intermediate No 1 Limited	06276843
FCG LPN No 1 PLC	6296686
Ukraine Issuance PLC	6296689
Ukrainian Issuance Holdings Limited	6301127
FCG LPN Holdings No 1 Limited	6301111
Mathon Funding Limited	6291471
Landmark Mortgage Securities No 3 Holdings Limited	6309557
Landmark Mortgage Securities No 3 Options Limited	6309511
Griffin Park Funding Limited	6336631
Aire Valley Mortgages 2007-2 PLC	6374633
Alliance and Leicester LM Holding Limited	6378148
Coronis (European Loan Conduit No 8) plc	4260146
Fosse Holdings Limited	4002534
Fosse Securities No 1 plc	3900287
Fosse Options No 1 Limited	4002563
Melrose Holdings Limited	4096160
Melrose Financing No 1 plc	4102054
Melrose Investor Limited	4096036
Melrose Option Limited	4096034
RMAC Holdings Limited	4177697

Officer Appointments for
SFM Directors (No.2) Limited
at 28 Sep 2007

<u>SPV Name</u>	<u>Company Number</u>
RMAC 2001-NS1 plc	04133589
Coral Finance Limited	4246080
RMAC 2002-NS1 plc	4349853
Red Metal Investments Limited	114900
Conduit Trustee Limited	3997408
European Loan Conduit Holdings Limited - In Liquidation	4021014
European Loan Conduit No 3 plc	4021842
European Loan Conduit Holdings 5 Limited - In Liquidation	4152449
Hoteloc plc	4404024
Permanent Financing (No 1) PLC	4416192
Clandeboyne Limited	4358400
Permanent Funding (No 1) Limited	4267660
Permanent Holdings Limited	4267664
Permanent Pecoh Limited	4267666
Permanent Funding (No 2) Limited	4441772
RMAC 2001-NSP2 plc	4221187
RMAC 2002-NS2 plc	4447860
Feronia (European Loan Conduit No 11) plc	4473471
Bamburgh Finance No 1 plc	4575131
Permanent Financing (No 2) PLC	4623188
Bamburgh Options Limited	4379832
Hermione (European Loan Conduit No 14) plc (In Liquidation)	4539735
Gracechurch Card Funding (No 2) plc	4497894
RMAC 2003-NS1 plc	4630239
Gracechurch Card (Holdings) Limited	3817404
Gracechurch Card (Holdings) Limited	3817404
Gracechurch Card Funding (No 3) plc	4642617
Iolaus (European Loan Conduit No 15) plc	4710866
RMAC 2003-NS2 plc	4720793
Gracechurch Card Funding (No 4) plc	4763110

Officer Appointments for**SFM Directors (No.2) Limited****at 28 Sep 2007**

<u>SPV Name</u>	<u>Company Number</u>
Gracechurch Card Funding (No 5) plc	4763104
Juturna (European Loan Conduit No 16) plc	4770247
Legalese Limited	4679463
RMAC 2003-NS3 plc	4842496
RMAC 2003-NS4 plc	4842501
Conduit (No 2) Limited	4860774
Premiertel plc	4735431
Trench (No 1) Limited	4911923
Permanent Financing (No 3) PLC	4907355

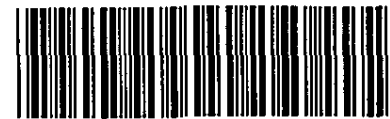
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Company number
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THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF ASSOCIATION
OF

MONDAY



LD1 "LZSLITFN" 01/10/2007 88
COMPANIES HOUSE

ALLIANCE & LEICESTER COVERED BONDS (LM) LIMITED

- 1 The Company's name is **Alliance & Leicester Covered Bonds (LM) Limited** •
- 2 The Company's registered office is to be situated in England and Wales
- 3 The Company's objects are
 - (a) to carry on business as a general commercial company,
 - (b) to carry on any trade or business whatsoever,
 - (c) to do all such things as are in the opinion of the directors, incidental or conducive to the carrying on of any trade or business by it,
 - (d) to do all such things as the directors consider to be desirable or for the benefit of the Company,
 - (e) to borrow or raise money by any method and to obtain any form of credit or finance,
 - (f) to secure the payment of any moneys the discharge of any liabilities and the observance or performance of any kind of obligations by the Company by any charge over the whole or any part of the undertaking or assets of the Company,
 - (g) to guarantee in any manner, or to enter into any indemnity or other arrangement in relation to, the discharge of any liabilities or the observance or performance of any kind of obligations of any person and to secure any such guarantee indemnity or arrangement or the discharge of any liabilities or the performance of any such obligations by any charge over the whole or any part of the undertaking or assets of the Company,
 - (h) to give any financial assistance that may lawfully be given in connection with the acquisition of shares in the Company or any other company,
 - (i) to dispose of all or any part of the undertaking assets and liabilities of the Company,
 - (j) to provide or arrange for pensions, lump sum payments gratuities, life, health, accident and other insurances and other benefits (pecuniary or otherwise) of every kind to or for the benefit of any individuals who are or have been directors of, or employed by, or who provide or have provided services to or for, the Company or any body corporate which is or has been a subsidiary, holding company or fellow subsidiary of the Company or otherwise connected with the Company or the

predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary or connected company and to or for the benefit of the present or former spouses, children and other relatives and dependants of such individuals and others who have or formerly had with any such individuals any relationship of such a kind as the directors may approve, and for those purposes to establish or participate in any fund or scheme, to effect or contribute to any form of insurance and to enter into any other arrangements of any kind which the directors may approve

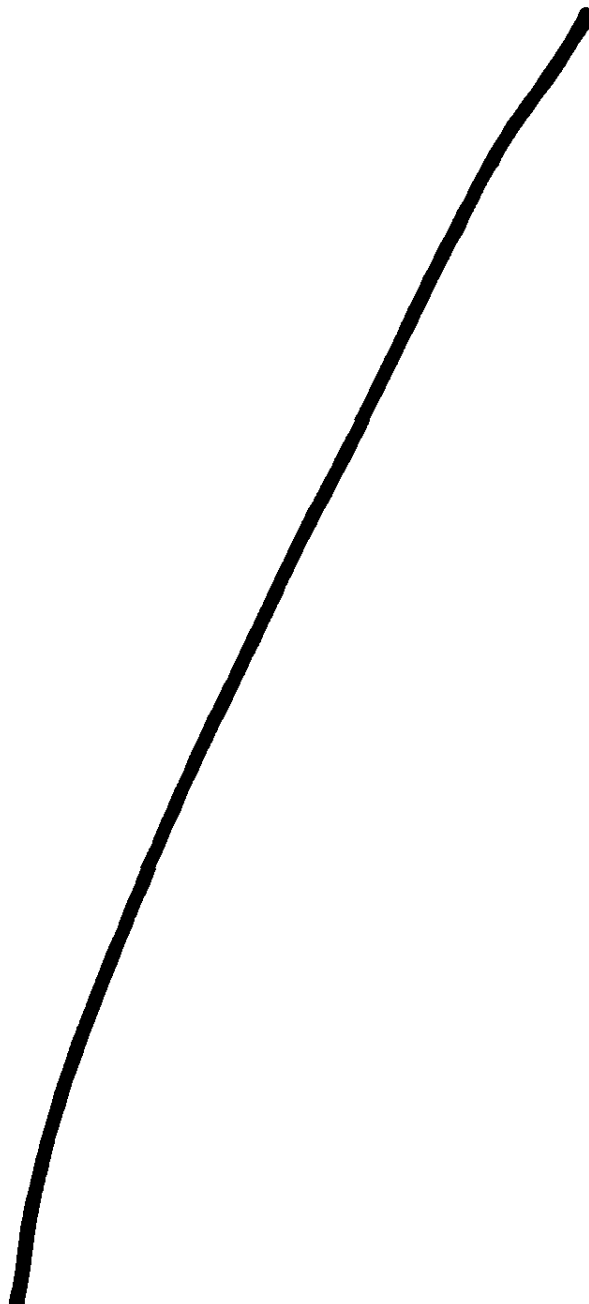
- (k) to support and subscribe to any institution or association which may be for the benefit of the Company or its directors or employees or connected with any town or place where the Company carries on business, to support and subscribe to any charitable or public object whatsoever and to make donations to bodies, associations or causes with political objects,
- (l) to act as trustee, personal representative, director or agent of any kind and for any purpose,
- (m) to exercise any power of the Company for any consideration of any kind or for no consideration

and it is declared that

- (i) this clause shall be interpreted in the widest and most general manner and without regard to the *eiusdem generis* rule or any other restrictive principle of interpretation,
- (ii) each of the above subclauses shall, unless it expressly provides to the contrary be deemed to set out a separate distinct and independent object of the Company and not a power ancillary or incidental to the objects set out in any other subclause,
- (iii) subclauses 3(b) to (m) are without prejudice to the generality of the objects and powers conferred by subclause 3(a) and no subclause shall be in any way limited or restricted by reference to or inference from any other subclause
- (iv) in this clause
 - (A) **assets** includes property, rights and interests of every description, whether present or future, actual or contingent and wherever situate and, in the case of the Company, its uncalled capital,
 - (B) **charge** includes any mortgage, pledge, lien or other form of security,
 - (C) **dispose of**, in relation to an asset, includes selling or transferring it or surrendering or extinguishing it, and also creating or granting it or any interest or right out of or in respect of it
 - (D) **liabilities** includes debts and obligations of every description, whether present or future, actual or contingent, and
 - (E) **person** includes any partnership or other body of persons whether corporate or unincorporate, and any country territory, public authority and international organisation

4 The liability of each member is limited

5 The Company's share capital is £100 divided into 100 shares of £1 each



I the subscriber to this memorandum of association, wish to form a company pursuant to this memorandum, and I agree to take the number of shares shown opposite my name

Name and address of subscriber

Number of shares taken by subscriber

Alliance & Leicester LM Holding Limited
35 Great St Helens
London EC3A 6AP



80

as Director
Directors Limited

Alliance & Leicester plc
Carlton Park, Ngarborough
Leicester LE19 0AL



20

ALLIANCE & LEICESTER PLC

Total shares taken

100

Dated 28 September, 2007

Witness to the above signature

Witnessed by



Name. ASU KITHANA

Address:

35 Great St Helens
London
EC3A 6AP

THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
ALLIANCE & LEICESTER COVERED BONDS (LM)
LIMITED

ALLEN & OVERY
ALLEN & OVERY LLP
LONDON

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Company number

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THE COMPANIES ACT 1985
A PRIVATE COMPANY LIMITED BY SHARES
ARTICLES OF ASSOCIATION
OF
ALLIANCE & LEICESTER COVERED BONDS (LM) LIMITED

PRELIMINARY

- 1 Except as otherwise provided in these articles, the regulations contained in Table A shall apply to the Company. For the purposes of these articles, Table A means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended by the Companies (Tables A to F) (Amendment) Regulations 1985.
- 2
 - (a) In these articles unless the contrary intention appears
 - (i) the **Statutes** means the Act and every other statute, statutory instrument, regulation or order for the time being in force concerning companies registered under the Act and
 - (ii) words importing the singular number include the plural number and vice versa, words importing one gender include all genders and words importing persons include bodies corporate and unincorporated associations
 - (b) Headings to these articles are inserted for convenience and shall not affect construction

SHARE CAPITAL

- 3
 - (a) The directors are generally and unconditionally authorised, in accordance with section 80 of the Act to exercise all the powers of the Company to allot relevant securities up to a maximum nominal amount of £99
 - (b) The authority contained in paragraph (a) shall expire on the day five years after the date of the incorporation of the Company but the Company may, before the authority expires, make an offer or agreement which would or might require relevant securities to be allotted after it expires
 - (c) Section 89(1) of the Act (which regulates the power to allot equity securities, as defined in section 94 of the Act) is excluded

GENERAL MEETINGS

- 4
 - (a) A general meeting or a meeting of any class of members of the Company may consist of a conference between members some or all of whom are in different places provided that each member who participates is able

- (i) to hear each of the other participating members addressing the meeting, and
- (ii) if he so wishes to address all of the other participating members simultaneously.

whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods

- (b) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of members required to form a quorum
- (c) A meeting held in this way is deemed to take place at the place where the largest group of participating members is assembled or, if no such group is readily identifiable at the place from where the chairman of the meeting participates
- (d) A resolution put to the vote of a meeting shall be decided by each member indicating to the chairman (in such manner as the chairman may direct) whether the member votes in favour of or against the resolution or abstains Regulation 46 of Table A shall be amended accordingly
- (e) References in this article to members shall include their duly appointed proxies and, in the case of corporate members, their duly authorised representatives

SHAREHOLDERS' RESOLUTIONS

- 5 A resolution in writing signed or approved by letter, facsimile, telegram or telex by or on behalf of all the members of the Company who would be entitled to vote on it if it had been proposed at a general meeting or at a meeting of any class of members of the Company shall be as valid and effectual as if it had been passed at a general meeting or at such class meeting (as the case may be) duly convened and held The resolution may be contained in one document or in several documents in like form each stating the terms of the resolution accurately and signed by or on behalf of one or more of the members This article is in addition to, and not limited by, the provisions in sections 381A, 381B and 381C of the Act Regulation 53 of Table A shall not apply

VOTES OF MEMBERS

- 6 (a) A proxy appointed by a member of the Company under section 372 of the Act may vote on a show of hands as well as on a poll, but no person present shall be entitled to more than one vote on a show of hands except as provided in regulation 50 of Table A Regulation 54 of Table A shall be amended accordingly
- (b) The instrument appointing a proxy and any authority under which it is executed (or such copy of the instrument or the authority or both as the directors may approve) may be deposited at the place where the meeting or adjourned meeting is to be held at any time before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote This provision is in addition and without prejudice to the provisions of paragraphs (a), (b) and (c) of regulation 62 of Table A and the last provision of regulation 62 shall be amended accordingly

DIRECTORS

- 7
- (a) The holders of a majority of the ordinary shares in the Company in issue may appoint any person as a director of the Company and may remove any director. Any appointment or removal shall be made in writing signed by the holders of the majority of the ordinary shares in the Company in issue and, in the case of a body corporate holding any of those shares, the signature of any officer or other duly appointed representative shall suffice. Any appointment or removal shall take effect when it is lodged at the office or produced at any meeting of the directors.
 - (b) In addition to the circumstances set out in regulation 81 of Table A the office of a director shall be vacated if he is removed from that office in accordance with this article.
 - (c) The directors may appoint any person who is willing to act to be a director, either to fill a casual vacancy or as an additional director.
 - (d) The directors shall not be subject to retirement by rotation and regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.
 - (e) No director shall vacate his office or be ineligible for re-appointment as a director, nor shall any person be ineligible for appointment as a director, by reason only of his having attained a particular age.
 - (f) No special notice is required of any resolution appointing or approving the appointment of such a director nor is any notice required to state the age of the person to whom the resolution relates.

ALTERNATE DIRECTORS

- 8
- (a) In addition to the persons mentioned in regulation 65 of Table A, any director may appoint a director of any holding company of the Company or of any other subsidiary of that holding company or any person approved by a majority of the other directors to act as an alternate director.
 - (b) An alternate director shall be entitled to receive notice of all meetings of the directors, to attend and to vote at any meeting at which the director appointing him is not personally present and at that meeting to exercise and discharge all the functions, powers and duties of his appointor as a director and for the purposes of the proceedings at that meeting the provisions of these articles shall apply as if he was a director. Regulation 66 of Table A shall not apply.
 - (c) Every person acting as an alternate director shall have one vote for each director for whom he acts as alternate in addition to his own vote if he is also a director, but he shall count as only one for the purpose of determining whether a quorum is present. The last sentence of each of regulations 88 and 89 of Table A shall not apply.
 - (d) Any person appointed as an alternate director shall vacate his office as an alternate director if the director by whom he has been appointed ceases to be a director or removes him or on the happening of any event which, if he is or were a director, causes or would cause him to vacate that office. Regulation 67 of Table A shall not apply.

- (e) An alternate director shall alone be responsible to the Company for his acts and defaults and shall not be deemed to be the agent of the director appointing him. Regulation 69 of Table A shall not apply.

POWERS OF DIRECTORS

- 9 (a) The powers of the directors mentioned in regulation 87 of Table A shall be exercisable as if the word "executive" (which appears before the word "office") were deleted.
- (b) Without prejudice to any other of their powers, the directors may exercise any of the powers conferred by the Statutes 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 any of its subsidiaries.

3

PROCEEDINGS OF DIRECTORS

- 10 Provided that he has disclosed to the directors the nature and extent of any material interest of his, a director may vote as a director on a resolution concerning any matter in which he has, directly or indirectly, an interest or duty and, if he votes, his vote shall be counted and he shall be counted in the quorum when that resolution or matter is under consideration. Regulations 94 to 96 (inclusive) of Table A shall not apply.
- 11 Notices of meetings of the directors shall be given to all directors and to any alternate directors appointed by them. Regulation 88 of Table A shall be amended accordingly.
- 12 Regulation 93 of Table A (written resolutions of directors) shall apply as if the word "signed" included "approved by letter, facsimile, telegram or telex".
- 13 (a) A meeting of the directors may consist of a conference between directors some or all of whom are in different places provided that each director who participates is able
- (i) to hear each of the other participating directors addressing the meeting, and
- (ii) if he so wishes, to address all of the other participating directors simultaneously,
- whether directly, by conference telephone or by any other form of communications equipment (whether in use when these articles are adopted or not) or by a combination of those methods.
- (b) A quorum is deemed to be present if those conditions are satisfied in respect of at least the number of directors required to form a quorum subject to the provisions of article 10.
- (c) A meeting held in this way is deemed to take place at the place where the largest group of participating directors is assembled or, if no such group is readily identifiable, at the place from where the chairman of the meeting participates.

SEAL

- 14 (a) The Company may exercise the powers conferred by the Statutes with regard to having official seals and those powers shall be vested in the directors.

- (b) The directors shall provide for the safe custody of every seal which the Company may have
- (c) A seal shall be used only by the authority of the directors or a duly authorised committee but that authority may consist of an instruction or approval given by letter, facsimile, telegram, telex or telephone by a majority of the directors or of the members of a duly authorised committee
- (d) The directors may determine who shall sign any instrument to which a seal is applied, either generally or in relation to a particular instrument or type of instrument, and may also determine, either generally or in any particular case that such signatures shall be dispensed with or affixed by some mechanical means
- (e) Unless otherwise decided by the directors
 - (i) certificates for shares, debentures or other securities of the Company to which a seal is applied need not be signed, and
 - (ii) every other instrument to which a seal is applied shall be signed by at least one director and the secretary or by at least two directors
- (f) Certificates for shares, debentures or other securities of the Company need not be sealed with the seal but may be signed on behalf of the Company by at least one director and the secretary or by at least two directors or by such other person or persons as may be authorised by the directors for that purpose. Regulation 6 of Table A shall be amended accordingly. Regulation 101 of Table A shall not apply

NOTICES

- 15 (a) The Company may give any notice to a member either personally or by sending it by prepaid airmail or first class post or telex or facsimile transmission to the member at his registered address or by leaving it at that address. In the case of joint holders of a share, all notices shall be given to the joint holder whose name stands first in the register of members in respect of the joint holding and notice so given shall be sufficient notice to all the joint holders. A copy of all notices given pursuant to this paragraph shall be given to Alliance and Leicester plc. at its registered address
- (b) Regulation 112 of Table A shall not apply and regulation 116 shall apply as if the words "within the United Kingdom" did not appear
- 16 (a) Proof that
 - (i) an envelope containing a notice was properly addressed, prepaid and posted (by airmail or first class post where available) or
 - (ii) a telex or facsimile transmission setting out the terms of a notice was properly despatched,

shall be conclusive evidence that the notice was given. A notice shall be deemed to be given at the expiry of 24 hours after the envelope containing it was so posted or, in the case of telex or facsimile transmission, when despatched
- (b) Regulation 115 of Table A shall not apply

INDEMNITY

- 17 (a) Subject to the provisions of and to the extent permitted by the Statutes, every director or other officer (excluding an auditor) of the Company shall be indemnified out of the assets of the Company against any liability incurred by him in the actual or purported execution or discharge of his duties or the exercise or purported exercise of his powers or otherwise in relation to or in connection with his duties, powers or office, but
- (i) this indemnity shall not apply to any liability to the extent that it is recovered from any other person and
 - (ii) the indemnity is subject to such officer taking all reasonable steps to effect such recovery, so that the indemnity shall not apply to the extent that an alternative right of recovery is capable of being enforced
- (b) Regulation 118 of Table A shall not apply