

Company Number: 06386071

COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS OF THE MEMBERS OF

Alliance & Leicester Covered Bonds (LM) Limited ("the Company")

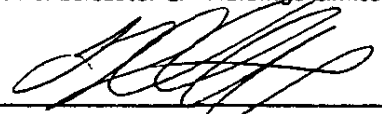
We, the undersigned, being the members of the Company for the time being having a right to attend and vote at General Meetings, hereby pass the following resolutions in accordance with Section 289 of the Companies Act 2006

1. A special resolution that the Company be wound up voluntarily.
2. An ordinary resolution that Paul David Williams and Jason James Godefroy of MCR, 43-45 Portman Square, London, W1H 6LY, be and are hereby appointed Joint Liquidators of the Company.
3. An ordinary resolution that the remuneration of the Joint Liquidators be fixed by reference to the time properly given by the Joint Liquidators and their staff in attending to matters arising in the winding up.
4. A special resolution that the Joint Liquidators be and are hereby authorised to distribute among the members in specie or in kind the whole or any part of the assets of the Company
5. A special resolution that the Joint Liquidators be and are hereby authorised under the provisions of Section 165(2)(a) of the Insolvency Act 1986, as amended, to exercise the powers laid down in Part 1 of Schedule 4 of the said Act


per pro SFM Directors Limited
as Director

Authorised signatory of
Alliance & Leicester LM Holdings Limited

17 August 2010
Dated



Authorised signatory of
Alliance & Leicester plc

17 August 200
Dated

Please see the notes attached about the completion of this document.

SATURDAY



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21/08/2010

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