

A PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION OF

ABBEY NATIONAL (AMERICA) HOLDINGS LIMITED

Company number 4141946
(the "**Company**")

THE COMPANIES ACT 2006

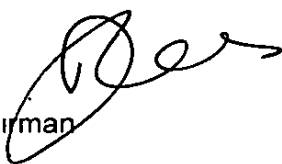
On the 23 July 2015 the following Written Resolution (such resolutions being passed as Special Resolutions) was approved by the eligible member pursuant to sections 288 to 300 of the Companies Act 2006

SPECIAL RESOLUTION

That

Pursuant to section 641(1)(a) of the Companies Act 2006, the issued share capital of the Company be reduced from £1 and \$45,310,000, divided into 1 ordinary share of £1 and 45,310,000 common stock of \$1 each to \$2 divided into 2 common stock of \$1 each by cancelling and extinguishing 1 issued ordinary share of £1 and 45,309,998 common stock of \$1 each

Chairman



FRIDAY



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14/08/2015

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COMPANIES HOUSE