

31 July 2009

**Leek Finance Number Eighteen PLC
10 Upper Bank Street
London E14 5JJ
(the Issuer)**

To the Noteholders of:

**£92,100,000 Class A1a Mortgage Backed Floating Rate Notes
due 2038**

**Regulation S ISIN Number XS0271275256
Regulation S Common Code 027127525**

**US\$200,000,000 Class A1b Mortgage Backed Floating Rate Notes
due 2038**

**ISIN Number XS0271278946
Common Code 027127894
Rule 144A ISIN Number US52426KAA07
Rule 144A Common Code 027127894
CUSIP 52426KAAO**

**£171,100,000 Class A2a Mortgage Backed Floating Rate Notes
due 2038**

**ISIN Number XS0271276908
Common Code 027127690**

**US\$475,000,000 Class A2b Mortgage Backed Floating Rate Notes
due 2038**

**ISIN Number XS0271279670
Common Code 027127967
Rule 144A ISIN Number US52426KAB89
Rule 144A Common Code 027127967
CUSIP 52426KAB8**

**€128,000,000 Class A2c Mortgage Backed Floating Rate Notes
due 2038**

**ISIN Number XS0271280769
Common Code 027128076**

**\$350,000,000 Class A2d Mortgage Backed Floating Rate Notes
due 2038**

**ISIN Number XS0271279837
Common Code 027127983
Rule 144A ISIN Number US52426KAC62
Rule 144A Common Code 027127983
CUSIP 52426KAC6**

**£12,500,000 Class Ma Mortgage Backed Floating Rate Notes
due 2038**

**ISIN Number XS0271277385
Common Code 027127738**

**€3,700,000 Class Mc Mortgage Backed Floating Rate Notes
due 2038**

ISIN Number XS0271281734

Common Code 027128173

**£25,900,000 Class Ba Mortgage Backed Floating Rate Notes
due 2038**

ISIN Number XS0271277971

Common Code 027127797

**€26,000,000 Class Bc Mortgage Backed Floating Rate Notes
due 2038**

ISIN Number XS0271281817

Common Code 027128181

**£6,000,000 Class Ca Mortgage Backed Floating Rate Notes
due 2038**

ISIN Number XS0271278433

Common Code 027127843

**€49,000,000 Class Cc Mortgage Backed Floating Rate Notes
due 2038**

ISIN Number XS0271282039

Common Code 027128203

Terms used but not defined in this notice bear the same meaning as set out in the Master Framework Agreement made between, *inter alios*, the Issuer and the Trustee dated 26 October 2006.

NOTICE IS HEREBY GIVEN TO THE NOTEHOLDERS that on 1 August 2009 (the **Vesting Date**) Britannia Building Society (**Britannia**) will transfer all of its engagements to the Co-operative Bank p.l.c (the **Co-op**) pursuant to sections 97-102D of the Building Societies Act 1986, as modified by an order made by HM Treasury under section 3 of the Building Societies (Funding) and Mutual Societies (Transfers) Act 2007, and Britannia will cease to exist. On and from the Vesting Date, Britannia's obligations under the Transaction Documents to which it is a party will pass to the Co-op.

The Trustee has exercised its right under clause 17.1(a) of the Trust Deed to concur with the Issuer and the other relevant parties in the modification of the Britannia GIC Agreement to reflect the fact that on and from the Vesting Date, Britannia's obligations will be subsumed by a bank.

The Trustee has exercised its right under clause 17.1(a) of the Trust Deed to concur with the Issuer and the other relevant parties in the modification, by way of a supplemental administration agreement, of the Administration Agreement to include a Standard & Poor's ratings trigger in respect of any entity holding an account in the name of the Issuer into which collateral is posted pursuant to a Swap Agreement.

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