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

To the Noteholders of:

£22,000,000 Class A1a Mortgage Backed Floating Rate Notes due 2037 Regulation S ISIN Number XS0232821784 Regulation S Common Code 023282178

US\$216,000,000 Class A1b Mortgage Backed Floating Rate Notes
due 2037
ISIN Number XS0232826312
Common Code 023282631
Rule 144A ISIN Number US52426MAB46
Rule 144A Common Code 023299941
CUSIP 52426MAB4

€54,000,000 Class A1c Mortgage Backed Floating Rate Notes due 2037 ISIN Number XS0232827120 Common Code 023282712

£382,500,000 Class A2a Mortgage Backed Floating Rate Notes due 2037 ISIN Number XS0232823483 Common Code 023282348

US\$175,000,000 Class A2b Mortgage Backed Floating Rate Notes
due 2037
ISIN Number XS0232825934
Common Code 023282593
Rule 144A ISIN Number US52426MAE84
Rule 144A Common Code 023299950
CUSIP 52426MAE8

€255,000,000 Class A2c Mortgage Backed Floating Rate Notes due 2037 ISIN Number XS0232827633 Common Code 023282763

£25,500,000 Class Ma Mortgage Backed Floating Rate Notes due 2037 ISIN Number XS0232824457 Common Code 023282445

€45,500,000 Class Mc Mortgage Backed Floating Rate Notes due 2037 ISIN Number XS0232828284

Common Code 023282828

£18,500,000 Class Ba Mortgage Backed Floating Rate Notes due 2037 ISIN Number XS0232824887 Common Code 023282488

€29,800,000 Class Bc Mortgage Backed Floating Rate Notes due 2037 ISIN Number XS0232828953 Common Code 023282895

€37,200,000 Class Cc Mortgage Backed Floating Rate Notes due 2037 ISIN Number XS0232829332 Common Code 023282933

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 25 October 2005.

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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