

31 July 2009

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

**To the Noteholders of:**

**£87,000,000 Class A1a Mortgage Backed Floating Rate Notes  
due 2037**

**Regulation S ISIN Number XS0249471730  
Regulation S Common Code 024947173**

**US\$235,000,000 Class A1b Mortgage Backed Floating Rate Notes  
due 2037**

**ISIN Number XS0249473512  
Common Code 024947351  
Rule 144A ISIN Number US52426LAA89  
Rule 144A Common Code 024942546  
CUSIP 52426LAA8**

**£270,000,000 Class A2a Mortgage Backed Floating Rate Notes  
due 2037**

**ISIN Number XS0249475137  
Common Code 024947513**

**US\$462,000,000 Class A2b Mortgage Backed Floating Rate Notes  
due 2037**

**ISIN Number XS0249475483  
Common Code 024947548  
Rule 144A ISIN Number US52426LAB62  
Rule 144A Common Code 024942660  
CUSIP 52426LAB6**

**€65,000,000 Class A2c Mortgage Backed Floating Rate Notes  
due 2037**

**ISIN Number XS0249475723  
Common Code 024947572**

**€105,600,000 Class Mc Mortgage Backed Floating Rate Notes  
due 2037**

**ISIN Number XS0249476374  
Common Code 024947637**

**£22,000,000 Class Ba Mortgage Backed Floating Rate Notes  
due 2037**

**ISIN Number XS0249476531  
Common Code 024947653**

**€9,500,000 Class Bc Mortgage Backed Floating Rate Notes  
due 2037**

**ISIN Number XS0249476705**

**Common Code 024947670**

**€48,000,000 Class Cc Mortgage Backed Floating Rate Notes  
due 2037**

**ISIN Number XS0249478073**

**Common Code 024947807**

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 12 April 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.

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