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Company Number: 2159897

THE COMPANIES ACT 1985

ROLLS-ROYCE & PARTNERS FINANCE LIMITED

4 December 1997

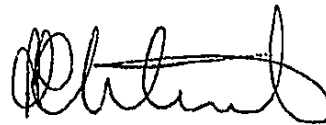
The following resolutions were passed on 4 December 1997 by Shareholders
Resolution in Writing in accordance with
Section 381A of the Companies Act 1985 (the Act).

ELECTIVE RESOLUTIONS

The Company hereby elects to dispense with the laying of the Annual Report before the Company in General Meeting pursuant to Section 252 of the Act.

The Company hereby elects to dispense with appointing auditors annually in Annual General Meetings pursuant to Section 386 of the Act.

The Company hereby elects to dispense with the holding of Annual General Meetings pursuant to Section 366A of the Act.



A E West
Company Secretary

