

**COMPANY NUMBER 2159897
COMPANIES ACT 1985
WRITTEN RESOLUTION of
ROLLS-ROYCE & PARTNERS FINANCE LIMITED ("the Company")**

PURSUANT TO SECTION 381A COMPANIES ACT 1985

We, the undersigned, being the Members of the Company who would on the date stated below be entitled to attend and vote at a general meeting of the Company of the holders of the ordinary shares in the Company, note that the Company by this written resolution The following ordinary resolutions are tabled and considered for approval

ORDINARY RESOLUTION

That the forecast management accounts of the Company prepared up to 29 June 2007 indicated that the Company has sufficient distributable reserves to declare an interim dividend as recommended by a Meeting of the Board of Directors on 26th June 2007 of \$0.2341476 net per ordinary share in respect of the year ending 31 December 2007 payable on 28th June 2007 to those shareholders registered at close of business on 29th June 2007

The Members of the Company HEREBY AGREE AND RESOLVE the ORDINARY RESOLUTIONS above



ALPHA PARTNERS LEASING LIMITED

Date: *26th June 2007*

