

Alibby

BARCLAYS CAPITAL LEASING (NO 166) LIMITED

Company Number 2251540

Written Resolutions
(passed on 18 September 2003)

In accordance with Regulation 53 of Table A as Incorporated into the Articles of Association by Article 1 we, Barclays Group Holdings Limited being the sole Member of the above-named Company entitled to receive notice of, attend and vote at General Meetings hereby pass the following Resolutions.

Ordinary Resolutions

1. That the capital of the Company be increased from £170,000,000 to £800,000,000 by the creation of 630,000,000 ordinary shares of £1 each ranking pari passu in all respects with the existing ordinary shares in the capital of the Company.
2. That the directors be and they are hereby generally and unconditionally authorised pursuant to Section 80 of the Companies Act 1985 to exercise any power of the Company to allot and grant rights to subscribe for or to convert securities into shares of the Company up to a maximum nominal amount of £630,000,000. The authority hereby given shall be for an indefinite period and all authorities given under section 80 of the Companies Act 1985 (the "Act") prior to the date of the passing of this resolution shall cease to have effect.

Special Resolution

3. That the directors be given power to allot for cash equity securities (as defined for the purposes of section 89 of the Act) pursuant to the general authority conferred on them by resolution 2 above under section 80 of the Act as if section 89(1) of the Act did not apply to the allotment but this power shall be limited to the allotment of equity securities having a nominal amount not exceeding in aggregate £630,000,000. The power hereby given shall be for an indefinite period.

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Alison Bibby
Director
for and on behalf of
Barclays Group Holdings Limited