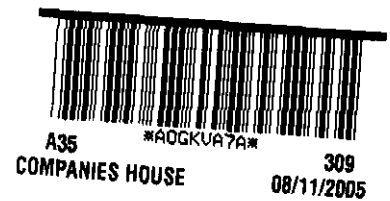


**COMPANY NUMBER 4476872**

**REXCHANGE 1 LIMITED**

**PROFIT AND LOSS ACCOUNT  
FOR THE YEAR ENDED 31 MARCH 2005**



The Company was incorporated on 3 July 2002. The results are for the year ending 31 March 2005. The Company did not trade during this period, and all expenses have been borne by the parent Company. The Company did not receive any income or incur any expenditure and consequently has made neither profit nor loss.

**BALANCE SHEET AS AT 31 MARCH 2005**


	<u>note</u>	<u>2005</u> (£)	<u>2004</u> (£)
<b>CURRENT ASSETS</b>			
Cash at bank and in hand		2	2
<b>CAPITAL AND RESERVES</b>	3		
Called up share capital		2	2
<b>EQUITY SHAREHOLDERS' FUNDS</b>		<hr/> 2 <hr/>	<hr/> 2 <hr/>

For the year ended 31 March 2005 the Company was entitled to exemption from audit under section 249AA(1) of the Companies Act 1985. No members have required the Company to obtain an audit of its accounts for the year in question in accordance with section 249B(2).

The directors acknowledge their responsibility for:

- Ensuring that the Company keeps accounting records which comply with section 221 of Companies Act 1985;
- Preparing accounts which give a true and fair view of the state of affairs of the Company as at the end of its financial year, and of its profit and loss for the financial year in accordance with section 226 of Companies Act 1985, and which otherwise comply with the requirements of the Companies Act relating to accounts, so far as applicable to the Company.

These financial statements were approved by the Board of Directors on 7 November 2005 and signed on its behalf by:

  
D Goma  
Director

The notes on page 2 form part of these financial statements.

**COMPANY NUMBER 4476872**

**REXCHANGE 1 LIMITED**

**1. Principal Accounting Policies**

**Basis of Accounting**

These financial statements have been prepared on the historical cost basis and in accordance with applicable accounting standards.

**2. Debtors**

The amount stated represents a loan to Rolls-Royce plc and is repayable upon demand.

**3. Share Capital**

	<b><u>2005</u></b> <b><u>(£)</u></b>	<b><u>2004</u></b> <b><u>(£)</u></b>
Authorised :		
100 Ordinary Shares of £1	100	100
	<hr/>	<hr/>
Issued and Fully Paid		
2 Ordinary Shares of £1	2	2
	<hr/>	<hr/>

**4. Elective Resolutions**

Elective Resolutions are in force which dispense with the obligations of (a) laying the accounts before the Company in general meeting; and (b) holding Annual General Meetings.