

The Companies Act 1985 and 1989

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COMPANY LIMITED BY SHARES

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WRITTEN RESOLUTION

of

RBSSAF (19) Limited

We, the undersigned, being the sole member for the time being of the above named Company entitled to receive notice of and to attend and vote at General Meetings HEREBY PASS the following resolution as an ordinary resolution and agree that the said resolution, pursuant to The Companies (Tables A to F) Regulations 1985 (as amended) (Regulation 53 of Table A), shall for all purposes be as valid and effective as if the same had been passed at a General Meeting of the Company duly convened and held.

ORDINARY RESOLUTION

That the authorised share capital of 100 Ordinary Shares of £1.00 each of the Company, including the issued share capital of 2 Ordinary Shares of £1.00 each, be converted to 100 Deferred Shares of £1.00



For and on behalf of Royal Bank Leasing Limited

Dated: 11 February 2005

