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DAVID ALBERT MUSTONE
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FILE NO: 55324.8

September 19, 2012

**BY CERTIFIED MAIL
RETURN RECEIPT REQUESTED**

Top Hat Exemption Plan
Pension and Welfare Benefits Administration
Room N-1513
U.S. Department of Labor
200 Constitution Avenue, N.W.
Washington, D.C. 20210

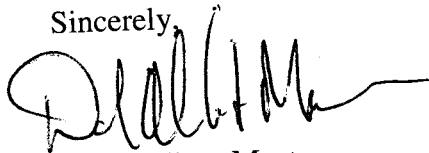
RE: Rolls-Royce North America Inc.
(EIN 54-1967187)

To Whom It May Concern:

Pursuant to Department of Labor regulation Section 2520.104-23, enclosed for filing is a
"Top Hat" exemption statement for Rolls-Royce North America Inc.

Please contact me if you need anything further regarding this matter.

Sincerely,



David Albert Mustone

DAM/nbm
Enclosure
cc: Rolls-Royce North America Inc.

2012 SEP 25 AM 11:12
OSBA/PUBLIC PROJ

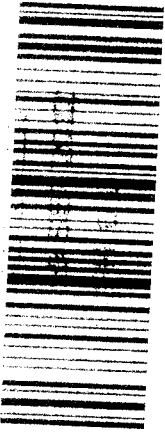
SECTION 2520.104-23(b)(1)
“TOP HAT” EXEMPTION STATEMENT

Rolls-Royce North America Inc. (EIN 54-1967187), the corporate offices of which are located at 1875 Explorer Street, Suite 200, Reston, VA 20190, has established an unfunded, nonqualified supplemental retirement benefit program for selected executives of the Company and its affiliates. This program, which currently covers one executive, is being implemented through separate (but essentially identical) supplemental executive retirement agreements. The initial agreement issued under this program is effective September 10, 2012.

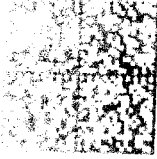
Dated: September 19, 2012

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