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**PRIVATE COMPANY LIMITED BY SHARES**

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**WRITTEN RESOLUTIONS  
OF  
Cochranes Vehicle Leasing Limited  
(the "Company")**

Circulated on 18th December 2009 (the "**Circulation Date**")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as an ordinary resolution (the "**Resolution**"):

**ORDINARY RESOLUTION**

"**THAT** the actions of any director of the Company, which may have given rise to any actual or potential conflict of interest in accordance with section 175 of the Companies Act 2006 (the "**Conflicts**") which may have arisen in relation to the adoption of new articles of association by the Company (the "**Adoption**"), by virtue of any of the directors of the Company being directors of both Cochranes Vehicle Leasing Limited and GE Commercial Finance Fleet Services Ltd. be and hereby are approved and the approval, execution, signing, delivery and performance on behalf of the Company of any and all agreements, certificates, instruments or other documents in connection with the Adoption be and hereby are approved."

**AGREEMENT**

Please read the notes at the end of this document before signifying your agreement to the Resolution.

The undersigned, being the sole member of the Company entitled to vote on the Resolution on the Circulation Date, hereby irrevocably agree to the Resolution:



.....  
for and on behalf of

**GE Commercial Finance Fleet Services Ltd.**

**Dated:** 18th December 2009



## NOTES

1. If you agree with the Resolution, please indicate your agreement by signing and dating this document where indicated above and returning it to the Company.
2. If you do not agree to the Resolution, you do not need to do anything: you will not be deemed to agree if you fail to reply.
3. Once you have indicated your agreement to the Resolution, you may not revoke your agreement.
4. Unless sufficient agreement has been received for the Resolution to be passed before the end of the period of 28 days beginning on the Circulation Date, it will lapse. If you agree to the Resolution, please ensure that your agreement reaches us before the end of this period.