


Ashtead (US) Holdings Limited
Company Number: 03061532 (the "Company")

STATEMENT OF THE DIRECTORS OF THE COMPANY

made on 12 March 2009

1. This is a statement of the directors of the Company for the purposes of section 644(5) of the Companies Act 2006 and has been signed by each of the directors of the Company.
2. The directors of the Company confirm that the solvency statement dated 12 March 2009 and made for the purposes of section 642 of the Companies Act 2006 in the form as prescribed by the Companies (Reduction of Share Capital) Order 2008 was:
 - (A) made not more than 15 days before 12 March 2009 being the date on which the special resolution to reduce the share capital of the Company from £250,000,000 divided into 250,000,000 ordinary shares of £1 each to £246,629,898 divided into 246,629,898 ordinary shares of £1 each by cancelling and extinguishing 3,370,102 issued ordinary shares of £1 each; and to cancel the amount standing to the credit of the Share Premium Account of the Company as at the date of the passing of the resolution, was passed as a special resolution; and
 - (B) made available for inspection by its member throughout the general meeting in accordance with section 642(3) of the Companies Act 2006.

Signed:


.....

Ian Robson


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Michael Pratt

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RM

27/03/2009

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