

No: 3588431

THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS

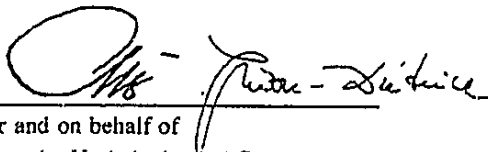
OF

INTERNATIONAL TRANSPORT FINANCE LIMITED

Pursuant to S. 381A of the Companies Act 1985 we, being all the Sole Member of the Company for the time being entitled to receive notice of and to attend and vote at General Meetings of the Company, HEREBY RESOLVE as follows:

ELECTIVE RESOLUTIONS

1. THAT in accordance with Section 252 of the Companies Act 1985, no Accounts and Reports shall in future be laid before the Company in General Meeting.
2. THAT in accordance with Section 386 of the Companies Act 1985 the Company shall dispense with the appointment of Auditors annually.
3. THAT in accordance with Section 366A of the Companies Act 1985 the Company shall dispense with the holding of Annual General Meetings.


For and on behalf of
Deutsche Verkehrsbank AG

Dated: 4/13/99

London-1/339477/01

