

COMPANY NUMBER 4133746
COMPANIES ACT 1985
WRITTEN RESOLUTION of
ALPHA PARTNERS LEASING LIMITED ("the Company")

PURSUANT TO SECTION 381A COMPANIES ACT 1985

We, the undersigned, being the Members of the Company who would on the date stated below be entitled to attend and vote at a general meeting of the Company of the holders of the ordinary shares in the Company, note that the Company has chosen to hold its Annual General Meeting by this written resolution. The following ordinary resolutions are tabled and considered for approval:

ORDINARY RESOLUTION:

1. Subject to their agreement, the appointment of KMPG Audit Plc to hold office as auditors of the Company until the conclusion of the next Annual General Meeting.
2. The approval of the accounts for the year ended 31st December 2005, which accounts were approved by a Meeting of the Board of Directors of the Company on 22nd May 2006. The Members noted that by a Meeting of the Board of Directors on 10th November 2006 the Board of Directors approved the payment of interim dividends to the Members on 15th November 2006 and 13th December 2006.
3. The Members noted that no final dividend is proposed for the year ended 31st December 2006.

The Members of the Company HEREBY AGREE AND RESOLVE the ORDINARY RESOLUTIONS above.

M. from J. M.

Rolls-Royce plc

Date: 13th December 2006

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**GATX International
Limited**

THURSDAY



AU32KLJX
A10 21/12/2006 230
COMPANIES HOUSE

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