

**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 2006, which accounts were approved by a Meeting of the Board of Directors of the Company on 26th June 2007
- 3 The Members noted that by a Meeting of the Board of Directors on *2 October* 2007 the Board of Directors approved the payment of the following interim dividends to the Members
 - a of \$25,000 in respect of the year ending 31 December 2007 net per A Ordinary Share and \$25,000 net per B Ordinary Share payable on 14 November 2007 to those shareholders registered at close of business on 13 November 2007
 - b of \$20,000 in respect of the year ending 31 December 2007 net per A Ordinary Share and \$20,000 net per B Ordinary Share payable on 14 December 2007 to those shareholders registered at close of business on 13 December 2007
- 4 The Members noted that no final dividend is proposed for the year ended 31st December 2007

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

Rolls-Royce plc

Date:



A04 24/10/2007 259
COMPANIES HOUSE

Carl F. Glenn
**GATX International
Limited**

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Rolls-Royce plc

Date: *03/10/2007*

GATX International
Limited