

4133746

**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 by this written resolution. The following ordinary resolutions are tabled and considered for approval

**ORDINARY RESOLUTION**

That the forecast management accounts of the Company prepared up to 27<sup>th</sup> June 2008 indicated that the Company has sufficient distributable reserves to declare an interim dividend as recommended by a Meeting of the Board of Directors on 24<sup>th</sup> June 2008 of \$66,500 net per A ordinary share and \$66,500 net per B ordinary share in respect of the year ending 31 December 2008 payable on 27th June 2008 to those shareholders registered at close of business on 26th June 2008

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

  
ROLLS-ROYCE PLC

  
GATX International  
Limited

**Date:**

