

COMPANY NUMBER 4213113

ALPHA LEASING (No.4) LIMITED

Annual Report
for the Year Ended 31 December 2003

Directors on
17th March 2004: M R H Arundell
H Wilson

Secretary: A Scarrott



Registered Office: 65 Buckingham Gate, London SW1E 6AT

REPORT OF THE DIRECTORS

The Directors present their Annual Report and the audited financial statements for the year ended 31 December 2003.

DIRECTORS' RESPONSIBILITIES FOR FINANCIAL STATEMENTS

Company law requires the Directors to prepare Financial Statements for each financial year which give a true and fair view of the state of affairs of the Company and of its profit or loss for that period. In preparing those Financial Statements, the Directors are required to:

- Select suitable accounting policies and then apply them consistently;
- Make judgements and estimates that are reasonable and prudent;
- State whether applicable accounting standards have been followed, subject to any material departures disclosed and explained in the Financial Statements;
- Prepare the Financial Statements on a going concern basis unless it is inappropriate to presume that the Company and Group will continue in business.

The Directors are responsible for maintaining proper accounting records which disclose with reasonable accuracy at any time the financial position of the Company and to enable them to ensure that the Financial Statements comply with the Companies Act 1985. They have general responsibility for taking such steps as are reasonably open to them to safeguard the assets of the Company and to prevent fraud and other irregularities.

REVIEW OF THE BUSINESS

The principal business of the Company is as a holding company.

FINANCIAL REVIEW

Results

The Company had no income or expense during the year.

DIRECTORATE

The Directors who held office through the year were as follows:

Director

M R H Arundell	
W T Powers	(resigned 9 June 2003)
H Wilson	

DIRECTORS' INTERESTS

None of the Directors, or their immediate family, had any beneficial interest in the shares of the Company during the year.

By Order of the Board



A Scarrott
Secretary

17th March 2004

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF ALPHA LEASING (No.4) LIMITED

We have audited the Financial Statements on pages 5 to 8.

This report is made solely to the company's members, as a body, in accordance with section 235 of the Companies Act 1985. Our audit work has been undertaken so that we might state to the company's members those matters we are required to state to them in an auditor's report and for no other purpose. To the fullest extent permitted by law, we do not accept or assume responsibility to anyone other than the company and the company's members as a body, for our audit work, for this report, or for the opinions we have formed.

Respective Responsibilities of Directors and Auditors

The directors are responsible for preparing the Report of the Directors and, as described on page 2, the Financial Statements in accordance with applicable United Kingdom law and accounting standards. Our responsibilities, as independent auditors, are established in the United Kingdom by statute, the Auditing Practices Board and by our profession's ethical guidance.

We report to you our opinion as to whether the Financial Statements give a true and fair view and are properly prepared in accordance with Companies Act 1985. We also report to you if, in our opinion, the Report of the Directors is not consistent with the Financial Statements, if the Company has not kept proper accounting records, if we have not received all the information and explanations we require for our audit, or if information specified by law regarding director's remuneration and transactions with the company is not disclosed.

Basis of Audit Opinion

We conduct our audit in accordance with Auditing Standards issued by the Auditing Practices Board. An audit includes examination, on a test basis, of evidence relevant to the amounts and disclosures in the Financial Statements. It also includes an assessment of the significant estimates and judgements made by the Directors in the preparation of the Financial Statements, and of whether the accounting policies are appropriate to the Company's circumstances, consistently applied and adequately disclosed.

We planned and performed our audit as to obtain all the information and explanations which we considered necessary in order to provide us with sufficient evidence to give reasonable assurance that the Financial Statements are free from material misstatement, whether caused by fraud or other irregularity or error. In forming our opinion we also evaluated the overall adequacy of the presentation of information in the Financial Statements.

Audit Opinion

In our opinion the Financial Statements give a true and fair view of the state of affairs of the Company as at 31 December 2003 and of its result for the year then ended and have been properly prepared in accordance with the Companies Act 1985.



KPMG Audit Plc
Chartered Accountants
Registered Auditor

 London
2004

**PROFIT AND LOSS ACCOUNT
FOR THE YEAR ENDED 31 DECEMBER 2003**

The company did not receive any income or incur any expenditure during the period and consequently has made neither profit or loss.

BALANCE SHEET **AT 31 DECEMBER 2003**

	Notes	2003 US\$	2002 US\$
Fixed assets			
Investment in subsidiary undertaking	4	100	100
Current assets			
Debtors: amounts falling due within one year	5	100	100
Creditors: amounts falling due within one year	6	(100)	(100)
Net current assets		-	-
Net assets		100	100
Capital and reserves			
Called up share capital	7	100	100
Equity shareholder's funds		100	100

The Financial Statements were approved by the Board of Directors on 17th March 2004 and were signed on its behalf by:



Hylda Wilson
Director

The notes on pages 7 to 8 form part of these Financial Statements.

NOTES TO THE FINANCIAL STATEMENTS FOR THE YEAR ENDED 31 DECEMBER 2003

1. ACCOUNTING POLICIES

Basis of Accounting

The Financial Statements have been prepared in accordance with applicable accounting standards and under the historical cost accounting rules.

The Company is exempt from the requirement of Financial Reporting Standard No.1 to prepare a cash flow statement as it is a wholly-owned subsidiary undertaking of Alpha Partners Leasing Limited and its cash flows are included within the consolidated cash flow statement of that company.

Under FRS8 the Company is exempt from the requirement to disclose related party transactions with the Alpha Partners Leasing Group and its joint venture undertakings on the grounds that it is a wholly-owned subsidiary undertaking of Alpha Partners Leasing Limited.

2. EMOLUMENTS OF DIRECTORS

The Company paid no emoluments to the Directors in respect of their services during the year.

3. EMPLOYEE INFORMATION

The Company did not have any employees during the year.

4. INVESTMENTS – Subsidiary Undertakings

	2003 US\$	2002 US\$
Shares at cost	100	100

5. DEBTORS – Amounts Falling Due Within One Year

	2003 US\$	2002 US\$
Amounts owed by holding company	100	100
	100	100

6. CREDITORS – Amounts Falling Due Within One Year

	2003 US\$	2002 US\$
Amounts owed to subsidiary undertaking	100	100
	100	100

NOTES (continued)

7. SHARE CAPITAL

	2003 US\$	2002 US\$
Authorised		
US\$1 ordinary shares	100	100
Issued and fully paid		
US\$1 ordinary shares	100	100

8. ULTIMATE HOLDING COMPANIES

Rolls-Royce Group plc, a company registered in England and Wales, and GATX Corporation, a company registered in the United States, are the joint ultimate holding companies. Copies of Rolls-Royce Group plc's consolidated Financial Statements can be obtained from 65 Buckingham Gate, London SW1E 6AT and those of GATX Corporation from 500 West Monroe, Chicago, IL60661-3676, Illinois, USA.

Alpha Partners Leasing Limited, a company registered in England and Wales, is the immediate holding company and heads the smallest and largest group in which the results of the Company are consolidated. Copies of its consolidated Financial Statements can be obtained from 65 Buckingham Gate, London SW1E 6AT.

9. SUBSIDIARY UNDERTAKINGS
AS AT 31 DECEMBER 2003

NAME	COUNTRY OF CORPORATION	BUSINESS	INTEREST IN ORDINARY SHARES %
Omega Leasing (No.4) Limited	England	Leasing of engines	100

10. CONTINGENT LIABILITIES

The Company provides guarantees in respect of the obligations of its subsidiary undertaking of US\$46 million (2002: US\$52 million). The Company provides guarantees in respect of related parties of US\$62 million (2002: US\$65 million). The related parties guarantee the obligation of the Company and its subsidiary on a reciprocal basis.