

Company Number 4688494

CERTIFIED TRUE COPY


Company Secretary

WRITTEN RESOLUTIONS

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ELECTIVE RESOLUTIONS OF

GE EUROPEAN EQUIPMENT FINANCE (RECEIVABLES) LIMITED

By Written Resolutions dated 25 November 2005 and pursuant to the Articles of Association of the Company, the following resolutions have been unanimously passed by the sole shareholder as Elective Resolutions: -

ELECTIVE RESOLUTIONS

1. ANNUAL GENERAL MEETINGS

THAT in accordance with Sections 366A and 379A of the Companies Act 1985, the Company shall dispense with the holding of an Annual General Meeting for the year 2005 and subsequent years until this election is revoked.

2. APPOINTMENT OF AUDITORS

THAT in accordance with Sections 386 and 379A of the Companies Act 1985, the Company shall dispense with the obligation to appoint Auditors annually.

3. LAYING ACCOUNTS

THAT in accordance with Sections 252 and 379A of the Companies Act 1985, the Company shall dispense with the laying of accounts and reports before the Company in General Meeting.


GE CAPITAL EQUIPMENT FINANCE LTD

