

No. 00830653

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS of ASSETFINANCE MARCH (E) LIMITED  
(the "Company")

(Passed 15 August 2005)

In accordance with section 381A Companies Act 1985 the following Resolutions are agreed to and duly passed, Resolution No. 1 as an Ordinary Resolution and Resolution No. 2 as a Special Resolution:

ORDINARY RESOLUTION

1. THAT:

- (a) the authorised share capital of the Company be increased from £5,000 to £6,000 by the creation of 1000 additional ordinary shares of £1 each;
- (b) the Directors be and they are hereby generally and unconditionally authorised in accordance with section 80 of the Companies Act 1985 ("the Act") to exercise all the powers of the Company to allot relevant securities up to an aggregate nominal amount of £6,000 for a period of 5 years from the date of the passing of this Resolution but so that this authority shall allow the Company to make offers or agreements before the expiry of this authority which would or might require relevant securities to be allotted after such expiry;
- (c) all previous authorities given by the Company in General Meeting pursuant to section 80 of the Act be and they are hereby revoked provided that such revocation shall not have retrospective effect; and

words and expressions defined in or for the purposes of Part IV of the Act shall bear the same meanings in this Resolution

SPECIAL RESOLUTION

2. THAT the name of the Company be changed to "Dresdner Kleinwort Wasserstein Leasing December (15) Limited".

Signed by, or by their duly authorised representatives on behalf of, all the members of the Company who at the date of the Resolutions would be entitled to attend and vote at a general meeting of the Company had the Resolution been put to such a meeting.

Duly Authorised  
For and on behalf of  
FORWARD TRUST MOTOR FINANCE LIMITED

*Gregory Rayner*  
Duly authorised attorneys

*[Signature]*

15 August 2005  
Date

Original delivered for registration at the  
Companies Registration Office, London  
by me, the undersigned on the

15 AUG 2005

CFD-#3559388-v1



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*[Signature]*