

No 830653

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

**WRITTEN RESOLUTIONS
of
Dresdner Kleinwort Leasing December (15)**

Passed 17 February 2010

The following resolutions were passed by unanimous Written Resolutions of the shareholders

WRITTEN RESOLUTIONS

Special Resolutions

THAT

- 1 the name the Company be changed to
COMMERZBANK LEASING DECEMBER (15)
- 2 The Articles of Association as distributed be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association

Ordinary Resolutions

THAT

- 3 The authorisation of any matter that would, if not so authorised, be a breach of section 175 Companies Act 2006 may be given by the Directors in accordance with section 175(5)(a) Companies Act 2006 subject to any limits or conditions which the Directors may see fit
- 4 THAT the provision of the Company's memorandum of association setting out the share capital of the Company, which was in force immediately before 1 October 2009 and which is now deemed to form part of the Company's articles by virtue of Section 28 of the Companies Act 2006, be revoked pursuant to paragraph 42 of Schedule 2 to the Companies Act 2006 (Commencement No 8, Transitional Provisions and Savings) Order 2008 (SI 2008/2860)


Secretary

SATURDAY



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27/02/2010

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