

DRESDNER KLEINWORT LEASING DECEMBER (16) LIMITED

REPORT AND FINANCIAL STATEMENTS

Period ended 31 August 2008



Company Registered No. 2867468

DRESDNER KLEINWORT LEASING DECEMBER (16) LIMITED

DIRECTORS' REPORT

The directors submit their annual report and audited financial statements for the period from 1 January 2008 to 31 August 2008. This is a change in accounting reference period.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

The principal activities of the Company are the leasing of plant and equipment and other lease related activities. The activities are likely to remain so for the foreseeable future.

On 17 June 2008 and 26 June 2008, the Company entered into sale and lease back arrangements whereby it purchased certain equipment for an aggregate amount of £242,532,982 which it leased to the respective sellers.

On 26 August 2008, the Company sold certain lease receivables to Dresdner Leasing 6 S.a.r.l, a fellow subsidiary undertaking, for an aggregate amount of £219,469,256, resulting in a loss of £186,457.

CHANGE OF CONTROL

At the end of August 2008, Commerzbank AG ('Commerzbank') announced its intention to acquire the Company's intermediate parent undertaking Dresdner Bank AG ('DBAG'). On 12 January 2009 it was confirmed that the acquisition had been completed. The full legal merger of DBAG and Commerzbank took place on 11 May 2009. Following the merger, DBAG ceased to exist and all of the assets and liabilities of DBAG were succeeded by the new Commerzbank.

RESULTS AND DIVIDENDS

The results of the Company for the period are set out in detail on page 5.

The profit on ordinary activities after taxation was £144,233 (period ended 31 December 2007: £6,590). The directors do not recommend the payment of a dividend (period ended 31 December 2007: £nil).

DIRECTORS

The directors who held office at the period end were as follows:

N G Aiken
R A Birch
H F J Fane de Salis
J D N Thomas
A D Levy

Subsequent to the period end, on 30 June 2009 J D N Thomas resigned as a director of the Company.

Certain directors benefited from qualifying third party indemnity provisions in place during the period.

DRESDNER KLEINWORT LEASING DECEMBER (16) LIMITED

DIRECTORS' REPORT (continued)

STATEMENT OF DIRECTORS' RESPONSIBILITIES

The directors are responsible for preparing the Directors' Report and the financial statements in accordance with the applicable law and regulations. Company law requires the directors to prepare financial statements for each financial year. Under that law they have elected to prepare the financial statements in accordance with UK Accounting Standards and applicable law (UK Generally Accepted Accounting Practice). The financial statements are required by law to give a true and fair view of the state of affairs of the Company and of the profit or loss of the Company for that period. In preparing these 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 UK accounting standards have been followed, subject to any material departures disclosed and explained in the financial statements; and
- prepare the financial statements on the going concern basis unless it is inappropriate to presume that the Company will continue in business.

The directors are responsible for keeping proper accounting records that disclose with reasonable accuracy at any time the financial position of the Company and 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 and detect fraud and other irregularities.

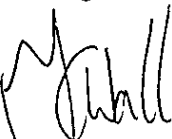
DISCLOSURE OF INFORMATION TO AUDITORS

The directors who held office at the date of approval of this Directors' Report confirm that, so far as they are each aware, there is no relevant audit information of which the Company's auditors are unaware; and each director has taken all the steps that they ought to have taken as a director to make themselves aware of any relevant audit information and to establish that the Company's auditors are aware of that information.

AUDITORS

KPMG Audit Plc will be re-appointed in accordance with Section 487 of the Companies Act 2006.

Approved by the Board of Directors
and signed on behalf of the Board



J.C Wall
Secretary

16 July 2009

DRESDNER KLEINWORT LEASING DECEMBER (16) LIMITED

INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DRESDNER KLEINWORT LEASING DECEMBER (16) LIMITED

We have audited the financial statements of Dresdner Kleinwort Leasing December (16) Limited for the period from 1 January 2008 to 31 August 2008 which comprise the profit and loss account, the balance sheet and the related notes. These financial statements have been prepared under the accounting policies set out therein.

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 opinion we have formed.

Respective responsibilities of directors and auditors

The directors' responsibilities for preparing the financial statements in accordance with applicable law and UK Accounting Standards (UK Generally Accepted Accounting Practice) are set out in the Statement of Directors' Responsibilities on page 2.

Our responsibility is to audit the financial statements in accordance with relevant legal and regulatory requirements and International Standards on Auditing (UK and Ireland).

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 the Companies Act 1985. We also report to you whether in our opinion the information given in the Directors' Report is consistent with the financial statements. In addition we report to you if, in our opinion, 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 directors' remuneration and other transactions is not disclosed.

We read the Directors' Report and consider the implications for our report if we become aware of any apparent misstatements within it.

Basis of audit opinion

We conducted our audit in accordance with International Standards on Auditing (UK and Ireland) 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 so 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.

DRESDNER KLEINWORT LEASING DECEMBER (16) LIMITED

**INDEPENDENT AUDITOR'S REPORT TO THE MEMBERS OF DRESDNER KLEINWORT
LEASING DECEMBER (16) LIMITED (continued)**

Opinion

In our opinion:

- the financial statements give a true and fair view, in accordance with UK Generally Accepted Accounting Practice, of the state of the Company's affairs as at 31 August 2008 and of its profit for the period from 1 January 2008 to 31 August 2008;
- the financial statements have been properly prepared in accordance with the Companies Act 1985; and
- the information given in the Directors' Report is consistent with the financial statements.

KPMG Audit Plc

KPMG Audit Plc
Chartered Accountants
Registered Auditor
London

17 July 2009

DRESDNER KLEINWORT LEASING DECEMBER (16) LIMITED**PROFIT AND LOSS ACCOUNT****For the period ended 31 August 2008**

	Note	Period from 1 January 2008 to 31 August 2008 £	Period from 1 October 2006 to 31 December 2007 £
Turnover	2	2,751,420	6,600
Cost of sales	3	(2,611,978)	-
GROSS PROFIT		139,442	6,600
Interest receivable from an intermediate parent undertaking		4,791	-
Other operating expenses		-	(10)
PROFIT ON ORDINARY ACTIVITIES BEFORE TAXATION		144,233	6,590
Tax on profit on ordinary activities	5	-	-
PROFIT ON ORDINARY ACTIVITIES AFTER TAXATION	9	144,233	6,590

All amounts stated above derive from continuing activities. There are no recognised gains or losses for the current period or the preceding period other than those included in the profit and loss account above and therefore no separate statement of total recognised gains and losses has been presented.

A statement showing the movement in the profit and loss account reserve is set out in note 9 on page 10.

The accounting policies and notes on pages 7 to 10 form an integral part of these financial statements.

DRESDNER KLEINWORT LEASING DECEMBER (16) LIMITED**BALANCE SHEET****As at 31 August 2008**

	Note	31 August 2008 £	31 December 2007 £
CURRENT ASSETS			
Debtors: - amounts falling due within one year	6	2,825,716	413,328
Debtors: - amounts falling due after more than one year:			
Net investment in finance leases		9,398,413	-
		<hr/>	<hr/>
		12,224,129	413,328
CREDITORS: amounts falling due within one year	7	(11,673,206)	(6,638)
		<hr/>	<hr/>
NET ASSETS		550,923	406,690
		<hr/>	<hr/>
CAPITAL AND RESERVES			
Called up share capital	8	400,100	400,100
Profit and loss account	9	150,823	6,590
		<hr/>	<hr/>
EQUITY SHAREHOLDER'S FUNDS	9	550,923	406,690
		<hr/>	<hr/>

The accounting policies and notes on pages 7 to 10 form an integral part of these financial statements.

These financial statements on page 5 to 10 were approved by the Board of Directors and signed on its behalf by:



A D Levy
Director

16 July 2009

DRESDNER KLEINWORT LEASING DECEMBER (16) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the period ended 31 August 2008

1. ACCOUNTING POLICIES

Basis of preparation

The financial statements have been prepared in accordance with applicable United Kingdom law and accounting standards and under the historical cost convention. In accordance with Financial Reporting Standard (FRS) 18 'Accounting Policies' the Company complies with relevant Statements of Recommended Practice (SORP). The relevant SORP for the Company is issued by the Finance & Leasing Association. The principal accounting policies adopted are described below.

Going Concern

At the period end the Company had a significant loan from DBAG London Branch to fund its leasing activities. This loan remains in place as at the date of the signing of these financial statements and following the merger of Commerzbank and DBAG, the loan was succeeded by Commerzbank London Branch. Confirmation was received on 2 June 2009 that the funding line had been extended for a further 12 months. In addition the directors have also considered the future expected cash flows of the Company's existing business. Based on these factors the directors continue to prepare the financial statements of the Company on a going concern basis. The financial statements do not include the adjustments that would result if the Company were unable to continue as a going concern.

Turnover

Turnover represents gross earnings allocated in respect of finance leases in accordance with the accounting policy adopted for leases and any profit or loss on the disposal of leased assets.

Finance leases

The Company provides funding in the form of finance leases to corporate clients. The leases are based on providing the Company with a return appropriate to the credit risk on each client and do not expose the Company to residual value risk on the equipment or contingent liabilities.

Investments in finance leases are stated at the gross amount of minimum future rental payments less gross earnings allocated to future periods.

Gross earnings from finance leases are allocated to the profit and loss account over the primary period of the lease using the net actuarial basis to give a constant periodic rate of return on the net cash investment in the leases and agreements. This method of income recognition is considered most appropriate for the leases held by the Company and is in compliance with recommended practice.

Taxation

The charge for taxation is based on the results for the period.

Full provision is made in the profit and loss account for taxation in respect of all differences in timing between the accounting and tax treatments of income and expenses. The timing differences are recognised as deferred tax liabilities or assets, measured at expected future tax rates. An asset is not recognised to the extent that the transfer of economic benefits in the future is uncertain. Deferred tax assets and liabilities are not discounted.

Related party transactions

The Company's intermediate parent undertaking at the period end, DBAG, prepared consolidated financial statements, which are publicly available. Accordingly advantage is taken in these financial statements of the exemptions available in FRS 8, 'Related Party Disclosures' for disclosure of transactions with entities that are part of the group or investees of group entities as related parties.

Cash flow statement

The Company has taken advantage of the exemption under FRS 1 (revised) 'Cash Flow Statements' not to prepare a cash flow statement on the grounds that an intermediate parent undertaking at the period end, DBAG, prepared consolidated financial statements, which are publicly available.

DRESDNER KLEINWORT LEASING DECEMBER (16) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the period ended 31 August 2008

2. TURNOVER

	Period from 1 January 2008 to 31 August 2008 £	Period from 1 October 2006 to 31 December 2007 £
Income from finance leases	2,618,087	6,600
Rental rebates - interest variation	319,790	-
Loss on sale of leased assets	(186,457)	-
	<u>2,751,420</u>	<u>6,600</u>

Gross rentals receivable in the period in respect of finance leases were £10,746,297 (period ended 31 December 2007: £106,291).

3. COST OF SALES

	Period from 1 January 2008 to 31 August 2008 £	Period from 1 October 2006 to 31 December 2007 £
Interest payable to an intermediate parent undertaking	<u>2,611,978</u>	<u>-</u>

4. ADMINISTRATIVE EXPENSES

Most of the administrative expenses, including auditor's remuneration for services to the Company, were borne by Dresdner Kleinwort Limited, an intermediate parent undertaking. The Company had no employees during the period. None of the directors received any emoluments in respect of their services to the Company. The audit fee applicable in respect of this Company's financial statements was £10,500 (period ended 31 December 2007: £6,500).

No amounts were receivable by the Company's auditor in respect of services to the Company, other than the audit of the Company's financial statements.

5. TAX ON PROFIT ON ORDINARY ACTIVITIES

	Period from 1 January 2008 to 31 August 2008 £	Period from 1 October 2006 to 31 December 2007 £
a) Analysis of tax charge for the period		
Current tax (note 5b)	<u>-</u>	<u>-</u>

DRESDNER KLEINWORT LEASING DECEMBER (16) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the period ended 31 August 2008

5. TAX ON PROFIT ON ORDINARY ACTIVITIES (continued)

Period from 1 January 2008 to 31 August 2008 £	Period from 1 October 2006 to 31 December 2007 £
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b) Factors affecting the tax charge for the period:

The tax assessed for the period differs from the standard rate of corporation tax in the UK. The differences are explained below:

Profit on ordinary activities before taxation	144,233	6,590
Standard rate tax charge in the UK of 28.75% (period ended 31 December 2007: 30%)	(41,467)	(1,977)
Effects of:		
Group relief claimed free of charge	65,466,248	22,230
Rental income less capital allowances in excess of accounting income	(2,336,860)	(20,253)
Sale of lease receivables	(63,087,921)	-
Current tax charge for the period (note 5a)	-	-

A deferred tax asset representing excess capital allowances of £64,685,484 has not been recognised as the current projection does not suggest that there will be sufficient future taxable profits available against which the deferred tax asset can be utilised.

6. DEBTORS: amounts falling due within one year

31 August 2008 £	31 December 2007 £
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Net investment in finance leases	2,161,673	75,616
Amounts due from the immediate parent undertaking	-	248,573
Amounts due from an intermediate parent undertaking	373,797	89,139
Other debtors	290,246	-
	<u>2,825,716</u>	<u>413,328</u>

The cost of assets acquired in the period for the purpose of leasing under finance leases was £242,532,982 (period ended 31 December 2007: £182,810).

7. CREDITORS: amounts falling due within one year

31 August 2008 £	31 December 2007 £
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Amounts due to an intermediate parent undertaking	11,673,206	-
Value added tax	-	6,638
	<u>11,673,206</u>	<u>6,638</u>

8. CALLED UP SHARE CAPITAL

31 August 2008 £	31 December 2007 £
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Authorised, allotted and fully paid 400,100 ordinary shares of £1 each	<u>400,100</u>	<u>400,100</u>
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DRESDNER KLEINWORT LEASING DECEMBER (16) LIMITED

NOTES TO THE FINANCIAL STATEMENTS (continued)

For the period ended 31 August 2008

9. COMBINED RECONCILIATION OF MOVEMENTS IN EQUITY SHAREHOLDER'S FUNDS AND STATEMENT OF MOVEMENTS ON RESERVES

	Issued share capital 31 August 2008 £	Profit and loss account 31 August 2008 £	Shareholder's funds total 31 August 2008 £	Shareholder's funds total 31 December 2007 £
At beginning of the period	400,100	6,590	406,690	400,100
Profit attributable to the members of the Company	-	144,233	144,233	6,590
At the end of the period	400,100	150,823	550,923	406,690

10. ULTIMATE PARENT UNDERTAKING

Up until 12 January 2009, the largest group in which the results of the Company were consolidated was that headed by Allianz SE, a company incorporated in Germany, under European law and German law. Allianz SE was also the ultimate parent undertaking and controlling party until that date. Financial statements of Allianz SE are available from Allianz SE, Investor Relations, Koeniginstrasse 28, D-80802 Munich, Germany.

After 12 January 2009, following the acquisition of DBAG from Allianz SE by Commerzbank, the largest group in which the results of the Company are consolidated is that headed by Commerzbank, a company incorporated in Germany under German law. From that date Commerzbank also became the ultimate parent undertaking and controlling party. Financial statements of Commerzbank are available from Commerzbank AG, Investor Relations, Kaiserplatz, D-60261 Frankfurt am Main, Germany.

The smallest group in which the results of the Company for the period were consolidated was that headed by DBAG, a company incorporated in Germany. Copies of the consolidated financial statements of DBAG are available from, Juergen-Ponto-Platz 1, 60301 Frankfurt am Main, Germany.