

Company number  
03068485

THE COMPANIES ACT 2006  
COMPANY LIMITED BY SHARES  
WRITTEN SPECIAL RESOLUTION

OF

**ROYAL BANK ASSET MANAGEMENT LIMITED**

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the directors of the company proposed that the following resolution be passed as a special resolution

**SPECIAL RESOLUTION**

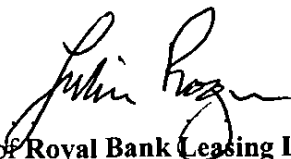
THAT the name of the Company be changed from Royal Bank Asset Management Limited to Commerzbank Leasing December (24) Limited



### AGREEMENT OF ELIGIBLE MEMBER

The undersigned, being the sole eligible member on 21 October 2010 (the **circulation date**), irrevocably agrees to the resolution set out above

Signed by **Julian Rogers**



for and on behalf of **Royal Bank Leasing Limited**

Date

The sole eligible member must signify its agreement to the proposed resolution by delivering a signed copy to Sarah Wilson, Allen & Overy LLP, 40 Bank Street, Canary Wharf, London E14 5DU. The sole eligible member must signify its agreement to the proposed resolution within the period of 28 days from and including the circulation date. The proposed resolution will lapse if it is not passed by the end of that 28 day period.



**FILE COPY**

**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 3068485

The Registrar of Companies for England and Wales hereby certifies that  
under the Companies Act 2006:

**ROYAL BANK ASSET MANAGEMENT LIMITED**

a company incorporated as private limited by shares; having its registered  
office situated in England/Wales; has changed its name to:

**COMMERZBANK LEASING DECEMBER (24) LIMITED**

Given at Companies House on **29th October 2010**



*Companies House*  
— for the record —



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES