

COMMERZBANK LEASING DECEMBER (22) LIMITED

REPORT AND FINANCIAL STATEMENTS

Year ended 31 December 2011

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COMPANIES HOUSE

Company Registered No 5038958

COMMERZBANK LEASING DECEMBER (22) LIMITED

DIRECTORS' REPORT

The directors present their report, together with the audited financial statements, for the year ended 31 December 2011. This report has been prepared in accordance with the special provisions relating to small companies within Part 15 of the Companies Act 2006.

PRINCIPAL ACTIVITY AND REVIEW OF THE BUSINESS

On 22 October 2010, the entire leasing business carried on by the Company was acquired by Commerzbank AG London Branch as a going concern, for consideration of £59,591,377, on terms contained in a Deed of Assignment and Assumption.

On 28 October 2011, the Company's 100 ordinary shares of US\$1 each were redenominated at the prevailing exchange rate to become 62 Ordinary Shares of £1 each. On the same day the Company's deferred shares were redeemed at par.

On 30 November 2011, 60 ordinary shares of £1 each were cancelled so as to leave the Company with 2 ordinary shares of £1 each. On the same day the directors declared an interim dividend of £22,244 and as a result the Company became dormant.

The directors do not expect the Company to enter into any new transactions in the foreseeable future.

RESULTS AND DIVIDENDS

The results of the Company for the year are set out in detail on page 4.

The profit for the financial year amounted to £Nil (period ended 31 December 2010: loss of £420,996). The directors declared an interim dividend of £22,244 during the year (period ended 31 December 2010: £Nil).

DIRECTORS

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

N G Aiken
M C Beebee
R A Birch
P R Burrows
A D Levy

No director benefited from qualifying third party indemnity provisions in place during the year.

COMMERZBANK LEASING DECEMBER (22) 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 the directors have prepared the financial statements in accordance with applicable law and International Financial Reporting Standards (IFRSs) as adopted by the EU. Under company law the directors must not approve the financial statements unless they are satisfied that they 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 accounting estimates that are reasonable and prudent,
- state whether they have been prepared in accordance with IFRSs as adopted by the EU, 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. As explained in note 1, the directors do not believe that it is appropriate to prepare these financial statements on a going concern basis and accordingly, the financial statements have been prepared on a break up basis.

The directors are responsible for keeping adequate accounting records that are sufficient to show and explain the Company's transactions and 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 2006. They are also responsible for safeguarding the assets of the Company and hence for taking reasonable steps for the prevention and detection of fraud and other irregularities.

DISCLOSURE OF INFORMATION TO INDEPENDENT AUDITORS

The directors in 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.

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



J C Wall
Secretary
Commerzbank Leasing December (22) Limited
Company Registered No 5038958

20 April 2012

COMMERZBANK LEASING DECEMBER (22) LIMITED

INDEPENDENT AUDITORS' REPORT TO THE MEMBERS OF COMMERZBANK LEASING DECEMBER (22) LIMITED

We have audited the financial statements of Commerzbank Leasing December (22) Limited for the year ended 31 December 2011 which comprise the Statement of Comprehensive Income, the Statement of Changes in Equity, the Balance Sheet, the Statement of Cash Flows and the related notes. The financial reporting framework that has been applied in their preparation is applicable law and International Financial Reporting Standards (IFRSs) as adopted by the European Union.

Respective responsibilities of directors and auditors

As explained more fully in the Statement of Directors' Responsibilities on page 2, the directors are responsible for the preparation of the financial statements and for being satisfied that they give a true and fair view. Our responsibility is to audit and express an opinion on the financial statements in accordance with applicable law and International Standards on Auditing (UK and Ireland). Those standards require us to comply with the Auditing Practices Board's Ethical Standards for Auditors.

This report, including the opinions, has been prepared for and only for the Company's members as a body in accordance with Chapter 3 of Part 16 of the Companies Act 2006 and for no other purpose. We do not, in giving these opinions, accept or assume responsibility for any other purpose or to any other person to whom this report is shown or into whose hands it may come save where expressly agreed by our prior consent in writing.

Scope of the audit of the financial statements

An audit involves obtaining evidence about the amounts and disclosures in the financial statements sufficient to give reasonable assurance that the financial statements are free from material misstatement, whether caused by fraud or error. This includes an assessment of whether the accounting policies are appropriate to the Company's circumstances and have been consistently applied and adequately disclosed, the reasonableness of significant accounting estimates made by the directors, and the overall presentation of the financial statements. In addition, we read all the financial and non-financial information in the Directors' Report to identify material inconsistencies with the audited financial statements. If we become aware of any apparent material misstatements or inconsistencies we consider the implications for our report.

Opinion on financial statements

In our opinion the financial statements

- give a true and fair view of the state of the Company's affairs as at 31 December 2011 and of its result and cash flows for the year then ended,
- have been properly prepared in accordance with IFRSs as adopted by the EU, and
- have been prepared in accordance with the requirements of the Companies Act 2006.

Opinion on other matter prescribed by the Companies Act 2006

In our opinion the information given in the Directors' Report for the financial year for which the financial statements are prepared is consistent with the financial statements.

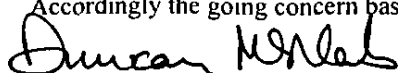
Matters on which we are required to report by exception

We have nothing to report in respect of the following matters where the Companies Act 2006 requires us to report to you if, in our opinion:

- adequate accounting records have not been kept, or returns adequate for our audit have not been received from branches not visited by us, or
- the financial statements are not in agreement with the accounting records and returns, or
- certain disclosures of directors' remuneration specified by law are not made, or
- we have not received all the information and explanations we require for our audit, or
- the directors were not entitled to take advantage of the small companies' exemption in preparing the Directors' Report.

Emphasis of matter

We draw your attention to note 1 which explains that following the sale of the Company's leasing business and subsequent payments of dividends and capital, the directors do not intend to enter into any new transactions. Accordingly the going concern basis of accounting is not appropriate. Our opinion is not qualified in this respect.



Duncan McNab (Senior Statutory Auditor)
For and on behalf of PricewaterhouseCoopers LLP
Chartered Accountants and Statutory Auditors
London

23 April 2012

COMMERZBANK LEASING DECEMBER (22) LIMITED**STATEMENT OF COMPREHENSIVE INCOME****For the year ended 31 December 2011**

	Notes	Year ended 31 December 2011 £	Period from 22 Oct 2010 to 31 Dec 2010 £
Gain on sale of leasing business		-	7,662,000
PROFIT FROM OPERATIONS		-	7,662,000
Break costs on early termination of loans		-	(8,172,505)
Interest payable to Commerzbank AG London Branch		-	(7,356)
LOSS BEFORE TAX		-	(517,861)
Tax credit for the year/period	4	-	96,865
LOSS FOR THE FINANCIAL YEAR/PERIOD		-	(420,996)
Other comprehensive income after tax		-	-
TOTAL COMPREHENSIVE INCOME FOR THE YEAR/PERIOD		-	(420,996)

All amounts stated above are derived from discontinued activities

The accounting policies and notes on pages 8 to 11 form an integral part of these financial statements

COMMERZBANK LEASING DECEMBER (22) LIMITED

STATEMENT OF CHANGES IN EQUITY **For the year ended 31 December 2011**

	Notes	Issued capital £	Retained earnings £	Total equity £
Balance at 22 October 2010		72	443,232	443,304
Total comprehensive income for the period		-	(420,996)	(420,996)
Balance at 31 December 2010		72	22,236	22,308
		Issued capital £	Retained earnings £	Total equity £
Balance at 1 January 2011		72	22,236	22,308
Foreign exchange on redenomination of US\$ ordinary shares		(8)	8	-
Redemption of deferred shares		(2)	-	(2)
Redemption of ordinary shares		(60)	-	(60)
Dividends paid	5	-	(22,244)	(22,244)
Balance at 31 December 2011		2	-	2

The accounting policies and notes on pages 8 to 11 form an integral part of these financial statements

COMMERZBANK LEASING DECEMBER (22) LIMITED

BALANCE SHEET

As at 31 December 2011

	Notes	2011 £	2010 £
CURRENT ASSETS			
Cash and cash equivalents held with Commerzbank AG London Branch		2	22,308
		<u>2</u>	<u>22,308</u>
EQUITY			
Issued share capital	7	2	72
Retained profit		-	22,236
TOTAL EQUITY		<u>2</u>	<u>22,308</u>

The accounting policies and notes on pages 8 to 11 form an integral part of these financial statements

These financial statements on pages 4 to 11 were approved by the Board of Directors and signed on its behalf by



A D Levy
Director

20 April 2012

COMMERZBANK LEASING DECEMBER (22) LIMITED**STATEMENT OF CASH FLOWS****For the year ended 31 December 2011**

	Notes	Year ended 31 December 2011 £	Period from 22 Oct 2010 to 31 Dec 2010 £
Cash flows from operating activities	8	-	-
Interest paid		-	(7,356)
		-	(7,356)
CASH FLOWS FROM INVESTING ACTIVITIES			
Sale of leasing business to Commerzbank AG London Branch		-	59,591,377
CASH FLOWS FROM FINANCING ACTIVITIES			
Redemption of deferred shares		(2)	-
Redemption of ordinary shares		(60)	-
Dividends paid		(22,244)	-
Repayment of borrowings to Commerzbank AG London Branch		-	(59,561,713)
NET (DECREASE)/INCREASE IN CASH AND CASH EQUIVALENTS		(22,306)	22,308
Cash and cash equivalents at beginning of year / period		22,308	-
CASH AND CASH EQUIVALENTS AS AT 31 DECEMBER 2011		<u>2</u>	<u>22,308</u>

The accounting policies and notes on pages 8 to 11 form an integral part of these financial statements

COMMERZBANK LEASING DECEMBER (22) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2011

1. BASIS OF PREPARATION

The Company has prepared its financial statements in accordance with the Companies Act 2006, IFRSs as issued by the International Accounting Standards Board ('IASB') and as endorsed by the EU and under the historical cost convention. EU-endorsed IFRSs may differ from IFRSs as issued by the IASB if, at any point in time, new or amended IFRSs have not been endorsed by the EU. At 31 December 2011, there were no unendorsed standards effective for 31 December 2011 affecting these financial statements, and there was no difference between IFRSs endorsed by the EU and IFRSs issued by the IASB in terms of their application to the Company.

IFRSs comprise accounting standards issued by the IASB and its predecessor body as well as interpretations issued by the International Financial Reporting Interpretations Committee ('IFRIC') and its predecessor body. The principal accounting policies adopted are set out in note 2. These policies have been consistently applied for all the periods presented.

Changes in accounting policy and disclosures

There are no new standards issued but not effective that are expected to have a material impact on the Company.

General information

The Company is domiciled in the UK and incorporated in England and Wales. The Company's Registered Office is situated at 30 Gresham Street, London, EC2P 2XY.

The financial statements are presented in Sterling being the Company's functional currency.

Comparative period

The comparative period information is for period from 22 October 2010 to 31 December 2010, whilst the current year information is for the year from 1 January 2011 to 31 December 2011.

Going concern

On 22 October 2010 the Company's leasing business was acquired by Commerzbank AG London Branch. As the directors do not intend to enter into any new transactions, the financial statements have been prepared on a break up basis. The only remaining asset held by the Company as at the date of the signing of these financial statements, is a current account balance held with Commerzbank AG London Branch. The directors do not consider the recovery of this balance to be a significant and material uncertainty and therefore no adjustments were necessary to the amount at which the asset is included in these financial statements.

2. ACCOUNTING POLICIES

Interest expense

Interest expense for all interest bearing financial instruments is recognised in 'Interest expense' in the statement of comprehensive income using the effective interest method. The effective interest method is a way of calculating the amortised cost of a financial liability and of allocating the interest expense over the relevant period.

The effective interest rate is the rate that exactly discounts estimated future cash receipts or payments through the expected life of the financial instrument or, where appropriate, a shorter period, to the net carrying amount of the financial liability or financial asset. When calculating the effective interest rate, the Company estimates cash flows considering all contractual terms of the financial instrument but not future credit losses. The calculation includes all amounts paid or received by the Company that are an integral part of the effective interest rate of a financial instrument, including transaction costs and all other premiums or discounts.

Cash and cash equivalents

Cash and cash equivalents comprise cash on hand and demand deposits and other short-term highly liquid investments that are readily convertible to a known amount of cash and are subject to an insignificant risk of changes in value.

COMMERZBANK LEASING DECEMBER (22) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2011

2. ACCOUNTING POLICIES (continued)

Foreign currency

Transactions in foreign currencies are recorded at the rates of exchange prevailing on the dates of the transactions. At each balance sheet date, monetary assets and liabilities that are denominated in foreign currencies are retranslated at the rates prevailing on the balance sheet date. Non-monetary assets and liabilities denominated in foreign currencies are translated at the rates prevailing at the date of the transaction. Gains and losses arising on retranslation are included in the profit and loss account for the period.

Share capital

Shares are classified as equity when there is no contractual obligation to transfer cash or other financial assets. Incremental costs directly attributable to the issue of equity instruments are shown in equity as a deduction from proceeds, net of tax. Dividends payable in relation to equity shares are recognised as a liability in the period in which they are paid (in the case of interim dividends) or approved by (in the case of final dividends).

Taxation

Income tax comprises current tax and deferred tax. Income tax is recognised in the statement of comprehensive income.

Current tax is the tax expected to be payable on the taxable profit for the year, calculated using tax rates enacted or substantively enacted by the balance sheet date, and any adjustment to tax payable in respect of previous years.

Deferred tax is recognised on temporary differences between the carrying amounts of assets and liabilities in the balance sheet and the amounts attributed to such assets and liabilities for tax purposes. Deferred tax liabilities are generally recognised for all taxable temporary differences and deferred tax assets are recognised to the extent that it is probable that future taxable profits will be available against which deductible temporary differences can be utilised. Deferred tax is calculated using the tax rates expected to apply in the periods in which the assets will be realised or the liabilities settled, based on tax rates and laws enacted, or substantively enacted, by the balance sheet date.

3. ADMINISTRATIVE EXPENSES

All Administrative expenses, including auditor's remuneration for services to the Company were borne by Commerzbank AG London Branch. The Company had no employees during the year (period ended 31 December 2010: None). None of the directors received any emoluments in respect of their services to the Company (period ended 31 December 2010: £Nil).

The audit fee applicable in respect of this Company's financial statements was £4,500 (period ended 31 December 2010: £5,000), with no further services provided to the Company by the auditor.

4. TAXATION CREDIT

	Year ended 31 December 2011 £	Period from 22 Oct 2010 to 31 Dec 2010 £
Deferred tax		
Relating to origination and reversal of temporary differences	-	96,865
Tax credit reported in statement of comprehensive income	-	96,865

COMMERZBANK LEASING DECEMBER (22) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2011

4. TAXATION CREDIT (continued)

Reconciliation of corporation tax income to accounting profit

The effective rate of tax for the period differs from the standard rate of corporation tax in the UK for the period ended 31 December 2011 of 26.5% (period ended 31 December 2010 28%) being the country where the Company generates substantially all its profits. The differences are explained below:

	Year ended 31 December 2011	Period from 22 Oct 2010 to 31 Dec 2010
	£	£
Loss before tax	-	(517,861)
Tax calculated at a rate of 26.5% (2010 28%)	-	145,001
Non deductible expenses	-	2,145,360
Losses carried forward not recognised	-	(2,208,562)
Difference between deferred and current tax rates	-	(81,799)
Release of deferred tax liability on disposal of leasing business	-	96,865
Tax credit reported in statement of comprehensive income	-	96,865

5. DIVIDENDS

During the year the Company paid a dividend of £22,244 (period ended 31 December 2010 £Nil)

6. DEFERRED TAX LIABILITIES

The movement in the deferred tax account is as follows:

	£
At 22 October 2010	96,865
Release on disposal of leasing business	(96,865)
At 31 December 2010 and December 2011	-

All amounts shown above were in relation to accelerated capital allowances on finance lease receivables, with all amounts released in full following the sale of the Company's entire leasing business on 22 October 2010 to Commerzbank AG London Branch.

7. ISSUED SHARE CAPITAL

	2011 No.	2010 No.	2011 £	2010 £
Issued and fully paid				
Deferred shares of £1 each	-	2	-	2
Ordinary shares of US\$1 each	-	100	-	70
Ordinary shares of £1 each	2	-	2	-
			<u>2</u>	<u>72</u>

The Company now has one class of ordinary voting shares that does not carry any right to fixed income.

On 28 October 2011, the Company's 100 Ordinary Shares of US\$1 each were redenominated at the prevailing exchange rate to become 62 Ordinary Shares of £1 each. On the same day the Company's Deferred Shares were redeemed at par.

On 30 November 2011, 60 ordinary shares of £1 each were cancelled so as to leave the Company with 2 ordinary shares of £1 each.

COMMERZBANK LEASING DECEMBER (22) LIMITED

NOTES TO THE FINANCIAL STATEMENTS

For the year ended 31 December 2011

8. NOTE TO THE CASH FLOW STATEMENT

	Year ended 31 December 2011 £	Period from 22 Oct 2010 to 31 Dec 2010 £
Loss before tax	-	(517,861)
Adjustments for		
Interest expense	-	7,356
Gain on sale of leasing business	-	(7,662,000)
Break costs of early termination of loans	-	8,172,505
Cash used in operations	-	-

9. RELATED PARTY TRANSACTIONS

Particulars of transactions, arrangements and agreements involving related parties are disclosed elsewhere within the financial statements

10. RISK MANAGEMENT

The risks facing the Company were largely mitigated by the transfer of the Company's business activities to Commerzbank AG London Branch on 22 October 2010

Credit risk

Credit risk is the risk arising from the possibility that the Company will incur losses from the failure of counterparties to meet their financial obligations to the Company as and when they fall due. Following the transfer of the Company's business activities to Commerzbank AG London Branch on 22 October 2010, the only remaining credit risk relates to cash held on deposit with Commerzbank AG London Branch.

Capital management

The Company was a member of a group with regulatory disciplines over the use of its capital. Although the Company itself is not regulated it aims to maintain capital resources commensurate with the nature, scale and risk profile of its business. It regards its capital as the total equity shown in the balance sheet.

11. CONTINGENT LIABILITIES

There were no contingent liabilities at 31 December 2011 (period ended 31 December 2010 £Nil).

12. ULTIMATE PARENT UNDERTAKING

The immediate parent undertaking of the Company is Commerzbank Leasing Holdings Limited, a company incorporated in England & Wales.

The largest group in which the results of the Company are consolidated is that headed by Commerzbank AG, a company incorporated in Germany under German law. Commerzbank AG is also the ultimate parent undertaking and controlling party. Financial statements of Commerzbank AG are available from Commerzbank AG, Investor Relations, Kaiserplatz, D-60261 Frankfurt am Main, Germany.

