

**Dresdner Kleinwort Leasing December (7) Limited**

(Registered in Scotland - No. SC191329)

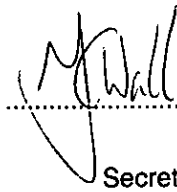
**MEMORANDUM OF CAPITAL**

(Dated 30 October 2009)

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In accordance with section 644(2) of the Companies Act 2006, as amended by article 4 of The Companies Act 2006 (Commencement No.7, Transitional Provisions and Savings) Order 2008, the Company's issued share capital as reduced by the Special Resolution of the Company dated 30 October 2009, will, following registration of that resolution together with the solvency statement made by the directors of the Company dated 30 October 2009 with the Registrar of Companies, be as follows:

- (a) the total issued share capital of the Company shall be £2;
- (b) the issued share capital of the Company shall be divided into 2 ordinary shares of £1 each; and
- (c) the amount of £1 is fully paid up on each share.

  
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Secretary

THURSDAY



SCT      \*SDCYEPG\*      1407  
05/11/2009  
COMPANIES HOUSE