

Dresdner Kleinwort Leasing December (7) Limited

(Registered in Scotland - No. SC191329)

**STATEMENT OF THE DIRECTORS FOR THE PURPOSES OF SECTION 644(5)
COMPANIES ACT 2006**

(Dated 30 October 2009)

In accordance with Chapter 2 of Part 13 of the Companies Act 2006, the following resolution was agreed to and duly passed on 30 October 2009 as a Special Resolution:

THAT:

- (A) the capital of the Company be reduced by repaying at par 500,000 ordinary shares of £1 to the sole registered shareholder, Dresdner Kleinwort Group Limited; and
- (B) the provisions of the Memorandum of Association of the Company with respect to its share capital be altered by the deletion of clause 5 thereof and the substitution thereof of the following new clause:

"The Company's share capital is £2 divided into 2 ordinary shares of £1 each."

In accordance with section 644(5) of the Companies Act 2006, we, being all of the directors of the Company as at the date hereof, confirm that:

- (a) the solvency statement made by the directors of the Company dated 30 October 2009 (the **Solvency Statement**) (a copy of which is attached to this statement) was made not more than 15 days before the date on which the Special Resolution set out above was passed; and
- (a) in accordance with section 642(2) of the Companies Act 2006, a copy of the Solvency Statement was sent or submitted to every eligible member of the Company at or before the time at which the proposed Special Resolution set out above was sent or submitted to him or her.




Signed by all of the directors of the Company as at the date of this statement.



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Anthony Levy
30 October 2009



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Richard Birch
30 October 2009



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Neil Aiken
30 October 2009