



**LeasePlan Finance NV
Almere**

**Financial report
for the year 2008**

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Management report

The management takes pleasure in submitting its LeasePlan Finance N.V. (the "Company")'s annual report for the financial year ended 31 December 2008. The balance sheet total amounts to EUR 6.7 billion. Compared to 2007 (EUR 6.9 billion) the balance sheet has decreased by EUR 0.2 billion. There was a decrease in the loans to group companies arising from the transfer of group funding activities from the company to LeasePlan Corporation N.V. The net movement of EUR 0.2 billion is attributed to a reduction in the external funding.

In November 2008 LeasePlan Corporation NV, entered into the Dutch Government Guarantee Scheme, which enabled it to continue to raise funding in the international debt capital markets.

- Arising from the current liquidity crisis, the issuing activity for both EMTN and ECP reduced significantly for 2008.
- There was increased inter-company funding through taking deposits from LeasePlan Corporation NV.

In July 2008 the EMTN program which the Company is co-issuer was re-confirmed at EUR15 billion (2007: EUR15 billion).

The Company has also been active in the foreign exchange swap markets and interest rate derivatives markets, and used these instruments mainly for hedging of interest rate and currency risks. The Company does not pursue trading strategies with the above-mentioned derivatives.

The Company is exposed to various risks such as currency risk and interest rate risk. The Company manages these risks through the use of various derivatives and other contracts with third parties. For details of the Company's financial risk management and derivatives used, refer to note 3 of the Financial Statements.

The net result for 2008 amounted to EUR 1.4 million as compared to EUR 12.3 million in the prior year. The increased spread in intercompany lending was counteracted by higher costs of funding, a lower interest rate position result and increased commitment fees paid to external banks for various facilities.

The company intends to continue with its current strategy of co-financing the Leaseplan group in international debt markets once the market circumstances allow this again. In the meantime the company will be borrowing funds on a short-term basis from its shareholder - LeasePlan Corporation N.V. at current market price. The existing liquidity mismatch will be managed through an asset reduction, in particular through early repayments of loans to LeasePlan UK (in the amount of £850 million in the first half of 2009) as a result of upcoming securitization of lease receivables in LeasePlan UK.

The Board of management cannot predict with reasonable accuracy the expected results of the company for the forthcoming year, due to the number of external factors influencing the result. It is expected that the number of employees of the company will remain constant at 21 in 2009 (2008 – 21). It is anticipated that the level of Total Assets of the company will remain stable during the year.

Managing Board's responsibility statement

In conjunction with the EU transparency directive as incorporated in article 2.5C of the Dutch Financial Markets Supervision Act (Wet op het financieel toezicht) the Managing Board confirms to the best of its knowledge that:

- The annual financial statements for the year ended December 31, 2008 give a true and fair view of the assets, liabilities, financial position and profit and loss of the company.
- The annual report gives a true and fair view of the company as at December 31, 2008 and the state of affairs during the financial year to which the report relates, and
- The annual report describes the principal risks the company is facing. These are described in detail in the financial risk management paragraph of note 3.

Almere, 22nd April 2009

Board of management:

T. Termer
Back Office Director Treasury

Under Power of Attorney from Supervisory Board:

Paul Benson
SCVP Treasury LeasePlan Group

Balance sheet as at 31 December 2008

(after appropriation of result)

EUR (x1,000)	Notes	2008	2007
ASSETS			
<i>Fixed Assets</i>			
Tangible Fixed Assets	4	331	388
Intangible Fixed Assets	4	543	141
		<u>874</u>	<u>529</u>
<i>Financial fixed assets</i>			
Loans to group companies	5	4,306,954	2,864,460
Loans to Associated Companies	6	4,683	1,295
Loans to Third Parties		30	-
		<u>4,311,667</u>	<u>2,865,755</u>
<i>Current assets</i>			
Loans to group Companies	5	2,181,294	3,859,739
Loans to Associated Companies	6	1,854	-
Interest receivable on inter-company loans	8	132,393	104,420
Taxation		600	272
Accrued interest and deferred income	10	7,186	7,535
Other Assets	11	459	-
Cash at banks	12	36,388	45,213
		<u>2,360,174</u>	<u>4,017,179</u>
		<u>6,672,715</u>	<u>6,883,463</u>
LIABILITIES			
<i>Shareholder's equity</i>			
Issued and paid-up capital	13	45	45
Retained Earnings	13	750	24,319
		<u>795</u>	<u>24,364</u>
<i>Financial liabilities</i>			
Debt securities	17	1,444,668	3,057,636
Loans from Banks	15	235,000	-
		<u>1,679,668</u>	<u>3,057,636</u>
<i>Current liabilities</i>			
Loans from group companies	14	1,003,101	996,344
Loans from Banks	15	1,058,090	129,300
Loans from Third Parties	16	1,100,000	119,286
Debt securities	17	1,793,731	2,438,473
Interest due on loans	18	32,458	112,961
Deferred Tax	9	3	2
Other liabilities	19	3,759	4,389
Bank Overdraft	12	1,110	708
		<u>4,992,252</u>	<u>3,801,463</u>
		<u>6,672,715</u>	<u>6,883,463</u>

Profit and loss account for the year 2008

EUR (x1,000)	Notes	2008	2007
<i>Income</i>			
Interest receivable and similar income	21	377,702	326,128
Interest payable and similar charges	22	<u>340,596</u>	<u>276,896</u>
		37,106	49,232
<i>Expenses</i>			
General Expenses	23	<u>35,453</u>	<u>34,954</u>
Result before tax		1,653	14,278
Tax on result	24	<u>222</u>	<u>1,998</u>
Net result		<u><u>1,431</u></u>	<u><u>12,280</u></u>

Notes

1. GENERAL

The Company, which is a wholly owned subsidiary of LeasePlan Corporation N.V., was incorporated on 30 November 1994. The objective of the Company is to act as a finance company, by borrowing and lending money from and to third parties and related companies and treasury activities. The Company is only operating through its Dublin branch (Ireland).

The financial statements were prepared in accordance with the statutory provisions of Part 9, Book 2, of the Netherlands Civil Code and the firm pronouncements in the Guidelines for Annual Reporting in the Netherlands as issued by the Dutch Accounting Standards Board. The financial statements are denominated in Euro.

The financial report has been prepared taking into account the Art 403 exemptions of book 2 of the Dutch Civil code. Amongst other things, Art 403 means that LeasePlan Corporation N.V. is jointly and severally liable for all debts resulting from legal acts performed by the Company. The Company is also exempted from preparing cash flow statement since it is included in its parent company's (LeasePlan Corporation N.V.) consolidated financial statements.

Under an agreement signed on 14 November 2007, LeasePlan Finance NV acquired certain assets and the business of LeasePlan Capital Limited with effect from January 1, 2007. The only asset to remain in the books of LeasePlan Capital Limited, was a bank balance of €127,000, which represented the issued share capital of the company.

2. ACCOUNTING PRINCIPLES

General

In general, assets and liabilities (except for group equity) are stated at the amounts at which they were acquired or incurred, or fair value. If not specifically stated otherwise, they are recognised at the amounts at which they were acquired or incurred.

Foreign currency transactions in the reporting period are translated into the functional currency using the exchange rates prevailing at the dates of the transactions.

Monetary assets and liabilities denominated in foreign currencies are translated at the rate of exchange prevailing at the balance sheet date. Foreign exchange gains and losses resulting from the settlement of such transactions and from the translation at year-end exchange rates are recognised in the profit and loss account, except when deferred in equity as qualifying hedges.

Interest payable and receivable on interest rate swaps are disclosed in the balance sheet at the year-end spot exchange rate. The commitment for the principal amount and the fair values of the swaps are disclosed by way of notes to the financial statements. Interest income and expenses on interest rate swaps and the related interest payable and receivable are stated at the net contracted amounts and are attributed to the financial year to which they relate.

Taxation

Since the company is only operating through its Dublin branch, the provision for corporation tax is calculated based upon applicable Irish tax law.

Comparison with Prior year

The principles of valuation and determination of result remain unchanged compared to the prior year.

Intangible Assets

Intangible assets are stated at historical cost less amortisation. Allowance is made for any impairment losses expected at the balance sheet date; a loss qualifies as an impairment loss if the carrying amount of the asset (or of the cash-generating unit to which it belongs) exceeds its recoverable amount.

Computer Software

Software licences acquired are capitalised at acquisition cost and amortised over their estimated useful lives. Expenditures that are attributable to the production of identifiable and unique software products controlled by the Company are capitalised. When internally produced, such assets are capitalised if future economic benefits are probable and the expenditure can be reliably measured. Costs associated with maintaining computer software and research expenditure are recognised in the income statement.

Fixed Assets

Furniture & Fittings and IT Equipment are stated at historical cost plus expenditure that is directly attributable to the acquisition of the items, less straight-line depreciation over their estimated useful lives. Allowance is made for any impairment losses expected on the balance sheet date. For details on how to determine whether property, plant or equipment is impaired, please refer to note below.

Other non-current assets are valued at historical cost including directly attributable expenditure, less straight-line depreciation over their estimated useful lives, or value in use, if lower.

Cash and cash equivalents

Cash represents cash in hand, bank balances and deposits with a maturity of less than twelve months. Current account overdrafts at banks are included under bank overdraft to credit institutions under the heading current liabilities.

Provisions

Provisions are recognised for legally enforceable or constructive obligations existing on the balance sheet date, the settlement of which is probable to require an outflow of resources whose extent can be reliably estimated.

Provisions are measured on the basis of the best estimate of the amounts required to settle the obligations as at the balance sheet date. Provisions are stated at the present value of the expenditure expected to be required to settle the obligations.

If the expenditure to settle obligations is expected to be recovered from third parties, the recovery is carried as an asset on the balance sheet if it is likely to be received upon settlement of the obligation.

Deferred tax assets and liabilities

Deferred tax assets and liabilities are recognised to provide for timing differences between the value of the assets and liabilities for financial reporting purposes on the one hand and for tax purposes on the other. Deferred tax liabilities are calculated based on the tax rate prevailing on the balance sheet date or the rates that will apply in the future, insofar as

these have been set down by law.

Deferred taxes are recognised for timing differences concerning group companies, participating interests and joint ventures, unless Leaseplan Finance NV. is able to determine the moment of expiry of the timing difference and it is not likely that the timing difference will expire in the foreseeable future.

Deferred taxes are recognised at face value.

Financial instruments

All on-balance financial instruments are carried at amortised cost, which usually equals face value, unless stated otherwise.

Loans to group companies and associates

Debtors disclosed under financial fixed assets are stated at the face value of the amount owed, which normally consists of its face value, net of any provisions considered necessary.

Impairment of Financial Assets

On each balance sheet date, the company tests whether there are any indications of assets being subject to impairment. If any such indications are present, the recoverable amount of the asset is determined. If this proves to be impossible, the recoverable amount of the cash-generating unit to which the asset belongs is identified. An asset is subject to impairment if its carrying amount is higher than its recoverable value; the recoverable value is the higher of the net realisable value and the value in use.

Net realisable value is determined based on the active market. For the determination of the value in use, cash flows are discounted. An impairment is directly recognised as an expense in the profit and loss account, unless the asset is carried at fair value, in which case the impairment loss qualifies as a revaluation decrease.

If it is established that a previously recognised impairment no longer applies or has declined, the increased carrying amount of the assets in question is not set higher than the carrying amount that would have been determined had no asset impairment been recognised.

Interest bearing loans and borrowings

Interest bearing loans and borrowings are the company's sources of debt funding and relate to liabilities to financial institutions, funds entrusted and debt securities issued. Borrowings are initially recognised at fair value, net of transaction costs incurred. Borrowings are subsequently stated at amortised cost, being the amount received taking account of any premium or discount, less transaction costs.

Any difference between the proceeds (net of transaction costs) and the redemption value is recognised in the income statement over the period of the borrowings using the effective interest method.

Fair Value

Fair value is the amount for which an asset could be exchanged, or a liability settled, between knowledgeable, willing parties in an arm's length transaction. If no fair value can be readily and reliably established, fair value is approximated by deriving it from the fair value of components or of a comparable financial instrument, or by approximating fair value using valuation models and valuation techniques. Valuation techniques include using recent arm's length market transactions between knowledgeable, willing parties, if available, reference to the current fair value of another instrument that is substantially the same, discounted cash flow analysis and option pricing models, making allowance for entity-specific inputs.

Derivatives not quoted in an active market not designated as hedging instrument

These derivative financial instruments are stated at cost after initial recognition at fair value. Changes in the value of these derivative instruments are recognised in the income statement upon transfer of the instrument to another party or if the instrument is impaired.

Comparative Figures

In order to give a true reflection of the carrying value of the debt securities, the discount on the debt securities have been reclassified from other assets to debt securities in the Balance Sheet.

Estimates

The preparation of financial statements in conformity with the relevant rules requires the use of certain critical accounting estimates. It also requires management to exercise its judgement in the process of applying the Group's accounting policies. If necessary for the purposes of providing the view required under Section 362(1), Book 2, of the Netherlands Civil Code, the nature of these estimates and judgments, including the related assumptions, is disclosed in the notes to the financial statement items in question.

Gains and losses

Gains or losses on transactions are recognised in the year in which they are realised; losses are taken as soon as they are foreseeable.

Exchange differences

Exchange differences arising upon the settlement of monetary items are recognised in the income statement in the period that they arise.

General expenses

General expenses comprise costs chargeable to the year that are not directly attributable to the interest margin for the year.

Amortisation and depreciation

Intangible assets are amortised and property, plant and equipment depreciated over their estimated useful lives as from the inception of their use. Future depreciation and amortisation is adjusted if there is a change in estimated useful life.

Employee benefits

Salaries, wages and social security contributions are taken to the income statement based on the terms of employment, where they are due to employees.

Pension contributions

The Company operates a defined contribution pension plan on behalf of its employees.

The company pays contributions into the pension plan on a compulsory and contractual basis. Except for paying these contributions, the company has no other obligations to pay further contributions by virtue of the pension plan. Contributions are recognised as expenses when incurred. Prepaid contributions are recognised as prepayments and accrued income to the extent that this will lead to a reduction in future payments or a cash refund.

Interest paid and received

Interest paid and received is recognised on a time-weighted basis, taking account of the effective interest rate of the assets and liabilities concerned. When recognising interest paid, allowance is made for transaction costs on loans received.

Tax expense

Income tax is calculated on the profit/loss before tax in the profit and loss account, taking into account any losses carried forward from previous financial years (where not included in deferred income tax assets) and tax-exempt items, and plus non-deductible expenses. Account is also taken of changes in deferred income tax assets and liabilities owing to changes in the applicable tax rates.

3. FINANCIAL RISK MANAGEMENT POLICY

- Liquidity risk
 - The company has a limited access to funding due to the credit crunch on the capital markets. However, the shareholder is ready to accommodate the funding needs of the Company by providing the short-term advances on a roll-over basis until the situation in the markets improves. Once the markets return back to normality the Company will continue raising funds on the capital markets through EMTN, Schuldschein and similar programs and on the money markets (ECP) and by borrowing directly from banks.
 - The company is expecting some asset reduction in 2009/2010 as a result of lower funding demand from LP group. Also the LeasePlan UK securitisation is creating approximately GBP 650 million liquidity (early repayments of loans provided by the Company to LPUK) that will be used to repay part of the shareholders loan.
- Interest rate risk
 - The company The Company uses derivatives for hedging purposes to manage the interest rate positions. The positions are naturally created by lending predominantly for 2-3 years at fixed rates and borrowing short-term or at floating rates. The Company does not use derivatives for speculative trading purposes. During the course of the year, the company would have concluded deals in order to hedge positions on behalf of other companies within the group.
- Currency risk
 - The Company funds its assets with liabilities in the same currencies or else uses FX derivatives to avoid currency risk.
 - There are currency mismatch limits set for the profit margins earned in foreign currencies, which are sold regularly to stay within limits.
 - Overall the currency positions are negligible and cannot lead to material FX gains and losses.
- Credit risk
 - The Company is exposed to credit risk on deposits and derivative counterparties. The counterparties that are approved counterparties for LeasePlan are all regulated highly rated banks, with most of whom ISDA's are in place and a limited number of CSA's in place. There are limits for exposures to counterparties. The Treasury Risk Manager checks compliance with risk limits daily (deposit usage) and monthly (derivative usage).
 - Additionally, to avoid the settlement risk on FX Swaps, maximum transaction size limits and daily settlement limits are in place and monitored on a daily basis by the Treasury Risk Manager.
 - Any investments to external parties are subject to approval by the Managing Board of the parent company, LeasePlan Corporation NV.
 - Lending to Lease Plan subsidiaries is subject to individual counterparty exposure limits.
- Operational risk
 - Operational risk management is concerned primarily with identifying weaknesses in internal procedures and external causes of wilful or accidental damage to the company. Procedures are adapted to prevent loss-making situations or limit their potential impact. The company actively manages operational risks using a database that collects information on operational losses incurred by the company and a risk self assessment method.
 - An Operational Risk Report is prepared on a monthly basis which monitors any failures in systems or processes and additionally manages staff turnover.
- Compliance risk
 - LeasePlan Finance N.V is committed to complying with corporate and local policies, local laws and regulations. The Compliance function is responsible for ensuring that the company adheres to these by developing a Compliance Charter and incorporating guiding principals within the organisation.

4. FIXED ASSETS

Tangible Fixed Assets	IT Equipment	Furniture & Fittings	Total
EUR (x1,000)			
<i>Cost</i>			
At 31 December 2007	40	407	447
Additions	7	6	13
Disposals	-	-	-
At 31 December 2008	47	413	460
<i>Accumulated Depreciation</i>			
At 31 December 2007	(12)	(47)	(59)
Charge for year	(18)	(52)	(70)
Disposals	-	-	-
At 31 December 2008	(30)	(99)	(129)
Net Book Value			
At 31 December 2008	17	314	331
At 31 December 2007	28	360	388

Depreciation is calculated to write off the cost, less estimated residual value of each asset, on a straight line basis over its expected useful life, at the following annual rates:

Computer equipment	33%
Furniture & Fittings	10%

Intangible Fixed Assets	Purchased Software
EUR (x1,000)	
<i>Cost</i>	
At 31 December 2007	149
Additions	433
Disposals	-
At 31 December 2008	582
<i>Accumulated Depreciation</i>	
At 31 December 2007	(8)
Charge for year	(31)
Disposals	-
At 31 December 2008	(39)
Net Book Value	
At 31 December 2008	543
At 31 December 2007	141

Part of the purchased software acquired during the year relates to an on-going system re-implementation. These costs are not being depreciated until such time as the re-implementation project has been completed. For the remaining purchased software, depreciation is calculated to write off the cost, less estimated residual value of each asset, on a straight line basis over its expected useful life, at the following annual rate:

Purchased Software	33%
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5. LOANS TO GROUP COMPANIES

Maturity	31 Dec. 2008	31 Dec. 2007
EUR (x1,000)		
0 – 1 month	378,744	1,727,261
1 – 3 months	331,629	831,132
3 – 12 months	1,470,921	1,301,346
1 yr – 5 yrs	3,743,723	2,864,460
> 5 yrs	563,231	-
Total	6,488,248	6,724,199

The fair value of the loans to group companies is as follows:

	31 Dec. 2008	31 Dec. 2007
EUR (x1,000)		
Loans to Group Companies	6,845,880	6,841,708

The average interest rates applicable to the outstanding balances can be summarised as follows:

	31 Dec. 2008	31 Dec. 2007
Loans to Group Companies	5.49%	4.81%

6. LOANS TO ASSOCIATED COMPANIES

Maturity	31 Dec. 2008	31 Dec. 2007
EUR (x1,000)		
0 – 1 month	390	-
1 – 3 months	293	-
3 – 12 months	1,171	-
1 yr – 5 yr	4,683	1,295
Total	6,537	1,295

The fair value of the loans to associated companies is as follows:

	31 Dec. 2008	31 Dec. 2007
EUR (x1,000)		
Loans to Associated Companies	6,920	1,391

The average interest rates applicable to the outstanding balances can be summarised as follows:

	31 Dec. 2008	31 Dec. 2007
Loans to Associated Companies	5.35%	6.42%

7. LOANS TO THIRD PARTIES

Maturity	31 Dec. 2008	31 Dec. 2007
EUR (x1,000)		
0 – 1 month	-	-
1 – 3 months	-	-
3 – 12 months	-	-
1 yr – 5 yr	30	-
Total	30	-

The fair value of the loans To Third Parties is as follows:

	31 Dec. 2008	31 Dec. 2007
EUR (x1,000)		
Loans to Third Parties	33	-

The average interest rates applicable to the outstanding balance can be summarised as follows:

	31 Dec. 2008	31 Dec. 2007
Loans to Third Parties	4.95%	-

8. INTEREST RECEIVABLE ON LOANS

The interest receivable on loans represents the interest accrued on loans to group companies.

9. DEFERRED TAXATION

Deferred taxation represents a timing difference on depreciation in excess of capital allowances and other disallowable expenses. The movement for the year is as set out below:

	31 Dec. 2008	31 Dec. 2007
EUR (x1,000)		
Opening Balance	2	-
Transfer from sister company under transfer agreement dated 14 th Nov 2007	-	3
Disallowable expenses	1	(1)
Closing Balance	3	2

10. ACCRUED INTEREST AND DEFERRED INCOME

The accruals are specified as follows:

	31 Dec. 2008	31 Dec. 2007
EUR (x1,000)		
Upfront Fees on Credit Facilities	2,736	-
Interest on FX swaps	-	7,381
Interest on Inter-company IRS	4,318	-
Interest from Banks	2	-
Interest from Associated Companies	129	24
Interest on loans to other parties	1	-
Other	-	130
	7,186	7,535

11. OTHER ASSETS

The other assets are specified as follows:

	31 Dec. 2008	31 Dec. 2007
EUR (x1,000)		
Recoverable Staff Costs	167	-
Inter-company charges	238	-
Other prepayments	54	-
	459	-

12. CASH AT BANKS

Cash at banks consists of current/short-term deposit accounts, specified as follows:

	31 Dec. 2008	31 Dec. 2007
EUR (x1,000)		
Current accounts	288	256
Short term Deposits	36,100	44,957
	36,388	45,213
ABN AMRO Bank Overdraft	1,110	708

13. SHAREHOLDER'S EQUITY

The movements during the year can be specified as follows:

	Issued and paid-up capital	Retained Earnings	Total
EUR (x1,000)			
Balance as at 1 January 2008	45	24,319	24,364
Net result 2008	-	1,431	1,431
2008 Dividend paid	-	(25,000)	(25,000)
Balance as at 31 December 2008	45	750	795

Issued and paid-up capital

The authorised share capital consists of:

	EUR (x1,000)
500 shares of Euro 454 nominal value each	227
Of which not issued	182

Issued and paid up	45

14. LOANS FROM GROUP COMPANIES

Maturity	31 Dec. 2008	31 Dec. 2007
EUR (x1,000)		
0 – 1 month	1,002,601	992,719
1 – 3 months	500	3,625
3 – 12 months	-	-
1 yr – 5 yr	-	-
Total	1,003,101	996,344

The fair value of the loans from group companies is as follows:

	31 Dec. 2008	31 Dec. 2007
EUR (x1,000)		
Loans from Group Companies	1,003,251	997,414

15. LOANS FROM BANKS

Maturity	31 Dec. 2008	31 Dec. 2007
EUR (x1,000)		
0 – 1 month	170,000	4,300
1 – 3 months	170,680	125,000
3 – 12 months	717,410	-
1 yr – 5 yr	235,000	-
Total	1,293,090	129,300

The fair value of the loans from banks is as follows:

	31 Dec. 2008	31 Dec. 2007
EUR (x1,000)		
Loans from Banks	1,305,377	130,715

The average interest rates applicable to the outstanding bank balances can be summarised as follows:

	31 Dec. 2008	31 Dec. 2007
Loans from Banks	4.39%	4.82%

16. LOANS FROM THIRD PARTIES

Maturity	31 Dec. 2008	31 Dec. 2007
EUR (x1,000)		
0 – 1 month	-	78,000
1 – 3 months	600,000	41,286
3 – 12 months	500,000	-
1 yr – 5 yr	-	-
Total	1,100,000	119,286

The fair value of the loans from third parties is as follows:

	31 Dec. 2008	31 Dec. 2007
EUR (x1,000)		
Loans from Third Parties	1,134,075	120,345

The average interest rates applicable to the outstanding loans can be summarised as follows:

	31 Dec. 2008	31 Dec. 2007
Loans from Third Parties	6.57%	4.74%

17. DEBT SECURITIES

Instrument type	31 Dec. 2008	31 Dec. 2007
EUR (x1,000)		
Bonds & Notes	3,030,453	5,077,967
Commercial Paper	212,300	427,011
Discount from issue notes	3,242,753 (4,354)	5,504,978 (8,869)
Total	3,238,399	5,496,109

The fair value of the Debt Securities is as follows:

	31 Dec. 2008	31 Dec. 2007
EUR (x1,000)		
Debt Securities	3,288,027	5,539,405

The average interest rates applicable to the outstanding balances can be summarised as follows:

	31 Dec. 2008	31 Dec. 2007
Bonds & Notes	4.02%	4.80%
Commercial Paper	5.32%	4.71%

Maturity	31 Dec. 2008	31 Dec. 2007
EUR (x1,000)		
0 – 1 month	171,414	330,970
1 – 3 months	320,376	655,821
3 – 12 months	1,304,876	1,455,221
1 yr – 5 yr	1,353,192	2,970,054
> 5 yrs	92,895	92,912
Total	3,242,753	5,504,978

The debt securities are split over the following main currencies:

Notional amounts	EUR	GBP	USD	Other	Total
EUR (x1,000)					
2008	1,920,135	785,999	27,929	508,690	3,242,753
2007	3,083,895	1,369,153	68,884	983,046	5,504,978

18. INTEREST DUE ON LOANS

This amount represents the accrued interest payable on loans, due in the next financial year.

19. OTHER LIABILITIES

The other liabilities are specified as follows:

	31 Dec. 2008	31 Dec. 2007
EUR (x1,000)		
Accrued interest on Derivatives	1,489	1,851
Accrued interest on inter-company IRS	-	1,077
Sundry creditors	2,266	1,345
Other liabilities	4	116
	3,759	4,389

20. DERIVATIVES

Derivatives are financial instruments, the principal amounts of which are not included in the balance sheet, either because the rights and obligations arise out of one and the same contract, the performance of which is due after the balance sheet date, or because the principals are used solely as variables for calculation purposes. Derivative transactions are undertaken to hedge interest rate and foreign currency exposures relating to loans to group companies.

The use of derivatives is therefore reducing any interest rate and/or currency risk that the Company incurs, because of its lending and borrowing. The total amount of derivatives concluded is causing any remaining interest rate and currency risk to be small.

The contracted amounts of the various derivatives are listed below. The headings for the interest rate contracts are based on the relevant maturity date of the interest rate exposure.

Notional amounts					
EUR (x1,000)	total	< 1 year	1-5 year	> 5 year	Positive Replacement Costs
2008					
Interest rate contracts	9,535,262	4,419,207	5,081,160	34,895	20,859
Currency contracts	1,564,873	1,414,029	150,844	-	131,159
Total	11,100,135	5,833,236	5,232,004	34,895	152,018
2007					
Interest rate contracts	9,494,864	4,821,519	4,638,432	34,913	26,751
Currency contracts	1,436,297	987,197	449,100	-	17,593
Total	10,931,161	5,808,716	5,087,532	34,913	44,344

The above amounts give an indication of the extent of the contracts, but do not indicate the extent of the risks. The risks inherent in derivatives are determined on the basis of the credit risk, expressed in terms of the credit equivalent. This also includes the market risk, which is expressed as the positive exposure on a marked-to-market basis. The credit equivalent amounts to approximately 3.0% (2007: 1.5%) of the total balance sheet.

The credit equivalent can be broken down as follows:

2008	Non-weighted	Weighted
EUR (x1,000)		
Interest Rate Contracts	47,069	9,414
Currency contracts	152,841	30,568
Total	199,910	39,982

Comparative figures are as follows:

2007	Non-weighted	Weighted
EUR (x1,000)		
Interest Rate Contracts	50,467	10,093
Currency contracts	49,920	9,984
Total	100,387	20,077

The fair value of the derivative financial instruments is as follows:

	2008			2007		
	Contract/ Notional Amount	Fair Values – Dirty Price		Contract/ Notional Amount	Fair Values – Dirty Price	
EUR (x1,000)		Assets	Liabilities		Assets	Liabilities
Interest Rate Contracts	9,535,262	20,859	264,875	9,494,864	26,751	69,613
Currency contracts	1,564,873	131,184	48,188	1,436,297	17,953	12,747
Total	11,100,135	152,043	313,063	10,931,161	44,704	82,360

For interest rate swaps and currency interest rate swaps, the fair value is calculated using a discounted cashflow method, by discounting estimated future cash flows based on the terms and maturity of each contract and using market interest rates for a similar instrument at the measurement date.

For forward exchange contracts the present value of the quoted forward price is used to fair value these instruments. If a listed price is not available, then the fair value is estimated by discounting the difference between the contractual forward bid price and the current forward price for the remaining maturity of the contract using a risk-free interest rate.

21. INTEREST RECEIVABLE AND SIMILAR INCOME

	31 Dec. 2008	31 Dec. 2007
EUR (x1,000)		
Interest receivable from Group Companies	341,762	288,870
Interest receivable from Associated Companies	224	25
Interest receivable from Banks	4,990	7,196
Interest receivable from other parties	1	-
Interest on Derivatives	30,094	29,908
Exchange Differences	430	87
Other income	201	42
	377,702	326,128

22. INTEREST PAYABLE AND SIMILAR CHARGES

	31 Dec. 2008	31 Dec. 2007
EUR (x1,000)		
Interest payable to Group Companies	65,315	27,469
Interest payable to Third parties	4,287	6,143
Interest payable to Banks	67,019	8,820
Bond Interest	189,117	226,942
Interest on Derivatives	14,224	6,179
Loss on Unwound Swaps	14	800
Other charges	620	543
	<u>340,596</u>	<u>276,896</u>

23. GENERAL EXPENSES

These expenses consist of:

	31 Dec. 2008	31 Dec. 2007
EUR (x1,000)		
Staff costs	2,890	1,969
<i>of which salaries</i>	<i>2,097</i>	<i>1,375</i>
<i>of which social security charges</i>	<i>129</i>	<i>107</i>
Professional fees/services	908	1,369
IT	620	493
Capital Discount	4,935	2,515
Commercial Paper Discount	25,244	27,563
Marketing expenses	71	159
Travel expenses	249	280
Non-recoverable VAT	408	450
Other office expenses	31	89
Depreciation	97	67
	<u>35,453</u>	<u>34,954</u>

The staff costs include employer pension contributions of €162,690 (2007: €80,066). The company contributes to a defined contribution scheme on behalf of its employees.

24. TAX ON RESULT

The relatively low burden is mainly influenced by the operating activities of the Dublin branch. The current rate of corporation tax is 12½% (2007: 12½%):

The effective rate of tax for the year was 13.4% (2007: 14.0%)

25. NUMBER OF EMPLOYEES

The number of staff employed by the company as at the end of the year was 21 (2007: 20).

The total number of employees who worked for LeasePlan Finance NV outside the Netherlands in 2008 was 21 (2007: 20).

26. REMUNERATION OF THE MEMBERS OF THE MANAGING BOARD AND SUPERVISORY BOARD

Both members of the Managing Board as well as the Supervisory Board receive no remuneration chargeable to the Company (2007: Nil).

27. RETIREMENT OF DIRECTORS

Mr Bas Snijders, a member of the Managing Board, retired from his position on the Board on 7th November. The Supervisory Board granted Mr Paul Benson a power of attorney for the Managing Board, until such time as a new member of the Managing Board is appointed.

28. COMMITMENTS AND CONTINGENCIES

On December 18, 2006, LeasePlan Finance NV and LeasePlan Corporation NV entered into a joint credit facility for EUR 2 billion with a consortium of banks.

On May 23, 2008, LeasePlan Finance NV and LeasePlan Corporation NV entered into a joint credit facility for EUR 750 million with a consortium of banks.

On August 12, 2008, LeasePlan Finance NV and LeasePlan Corporation NV entered into a joint credit facility for EUR 235 million with a bank.

On September 29, 2008, LeasePlan Finance NV and LeasePlan Corporation NV entered into a joint credit facility for EUR 1.5 billion with one of the shareholders.

29. INTEREST RELATED PARTY TRANSACTIONS

As stated in the management report on page 3, the principal activity of the company is the financing of part of the Leaseplan Group through the international debt markets. During the year the company would have provided financing to other companies within the group. The following is a list of related parties:

DCS Fleet SAS
Elymus Holding Espana SA
Europcar Renting S.A.
Euro Insurances Limited
LeasePlan Corporation N.V.
LeasePlan Capital (AUD) Limited
Leaseplan Capital (GBP) Limited
LeasePlan Capital (USD) Limited
LeasePlan (Schweiz) AG
LeasePlan Supply Services AG
LeasePlan Česká Republika s.r.o.
LeasePlan Denmark A/S
LeasePlan Deutschland GmbH
LeasePlan Emirates Fleet Management
LeasePlan Finland Oy
LeasePlan France S.A.
LeasePlan Hellas
LeasePlan Infrastructure Services Ltd
LeasePlan Luxembourg S.A.
LeasePlan Nederland N.V
LeasePlan Servicios S.A.
LeasePlan UK Limited
LeasePlan Norge A/S
LeasePlan Slovakia B.V.
LeasePlan Fleet Management N.V.
LeasePlan Fleet Management Services Ireland Limited
LeasePlan Österreich Fuhrparkmanagement GmbH
LeasePlan UK Limited
LeasePlan Sverige AB
LeasePlan U.S.A. Inc
Mox Renting Iberica S.A.

Mox France S.A.
Mox Technologie S.A.
Mox Tech Iberica S.L.
Mox Technology Limited
Mox UK Limited

During the year ended December 31, 2008, transactions entered into between LeasePlan Finance NV and its parent company, LeasePlan Corporation NV, were as follows:

	31 Dec. 2008	31 Dec. 2007
EUR (x1,000)		
Interest paid on Loans	45,756	3,913
Interest received on Loans	-	292
Recharge of overheads	2,482	2,371
Loan Balance	950,000	730,000
Accrued Interest payable	92	95
Inter-company account payable	289	(8)

During the year ended December 31, 2008, transactions entered into between LeasePlan Finance NV and Volkswagen International Payment Services N.V., a subsidiary of Volkswagen AG, were as follows:

	31 Dec. 2008	31 Dec. 2007
EUR (x1,000)		
Interest paid on Loans	14,859	-
Loan Balance	1,100,000	-
Accrued Interest payable	4,583	-

Almere, 22nd April 2009

Board of Management:

Supervisory Board:

V. Daemi

T. Termer

G. Stoelinga

Other information

AUDITOR'S REPORT

The report of the auditors, PricewaterhouseCoopers Accountants N.V., is set forth below:

Other information (cont)

Other information (cont)

APPROPRIATION OF RESULT

In accordance with Article 19 of the Articles of Association of the company the result for the year is at the disposal of the Annual General Meeting of Shareholders.

The Management proposes that the net result for the year amounting to EUR 1,431 k be allocated to the other reserves. This proposal has been incorporated in these financial statements.

POST BALANCE SHEET EVENTS

No material events affecting the company have occurred since the balance sheet date.