

2 November 2009

Dubai DOF Sukuk Limited

**Issue of AED 2,500,000,000 Floating Rate Trust Certificates due 2014
under the
U.S.\$2,500,000,000
Trust Certificate Issuance Programme**

PART A – CONTRACTUAL TERMS

Terms used herein shall be deemed to be defined as such for the purposes of the Conditions set forth in the Base Prospectus dated 28 October 2009 which constitutes a base prospectus for the purposes of the Prospectus Directive (Directive 2003/71/EC) (the **Prospectus Directive**). This document constitutes the Final Terms of the Trust Certificates described herein for the purposes of Article 5.4 of the Prospectus Directive and must be read in conjunction with the Base Prospectus. Full information on the Issuer, the Government and the offer of the Trust Certificates is only available on the basis of a combination of these Final Terms and the Base Prospectus. The Base Prospectus is available for viewing during normal business hours at the registered office of the Issuer at Maples Finance Limited, P.O. Box 1093, Queensgate House, Grand Cayman, K-Y1102, Cayman Islands and copies may be obtained from that office.

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|-----|---------------------------------------|---|
| 1. | Issuer, Trustee and Lessor: | Dubai DOF Sukuk Limited |
| 2. | Obligor, Lessee and Servicing Agent: | Government of Dubai (the Government) |
| 3. | Series Number: | 2 |
| 4. | Specified Currency: | United Arab Emirates Dirhams (AED) |
| 5. | Aggregate Face Amount of Series: | AED 2,500,000,000 |
| 6. | Issue Price: | 100 per cent. of the Aggregate Face Amount |
| 7. | Specified Denominations: | AED 500,000 plus integral multiples of AED 100,000 in excess thereof |
| 8. | (a) Issue Date: | 3 November 2009 |
| | (b) Return Accrual Commencement Date: | Issue Date |
| 9. | Maturity Date: | Periodic Distribution Date falling in or nearest to November 2014 |
| 10. | Periodic Distribution Amount Basis: | 3 month United Arab Emirates Interbank Offered Rate (EIBOR) + 3.70 per cent. Floating Periodic Distribution Amount
<i>(further particulars specified below)</i> |
| 11. | Dissolution Basis: | Dissolution at par |

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| 12. | Change of Periodic Distribution Basis: | Not Applicable |
| 13. | Call Option: | Not Applicable |
| 14. | Status: | Unsubordinated |
| 15. | Method of distribution: | Syndicated |

PROVISIONS RELATING TO PERIODIC DISTRIBUTIONS PAYABLE

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| 16. | Fixed Periodic Distribution Provisions: | Not Applicable |
| 17. | Floating Periodic Distribution Provisions: | Applicable |
| (a) | Specified Periodic Distribution Dates: | 3 February, 3 May, 3 August and 3 November in each year, commencing 3 February 2010 |
| (b) | Specified Period: | Not Applicable |
| (c) | Business Day Convention: | Modified Following Business Day Convention |
| (d) | Additional Business Centre(s): | Not Applicable |
| (e) | Manner in which the Rate(s) is/are to be determined: | Screen Rate Determination (Condition 7.3 applies).
For the purposes of the Trust Certificates: <ul style="list-style-type: none"> (i) each reference in Condition 7.3 to the "London or Eurozone interbank market" shall be deemed to be a reference to the "United Arab Emirates interbank market"; (ii) the reference in Condition 7.3(d) to "European banks" shall be deemed to be a reference to "United Arab Emirates banks"; and (iii) the reference to "London office" in the definition of "Reference Banks" shall be deemed to be a reference to "Dubai or Abu Dhabi office" |
| (f) | Screen Rate Determination: | Applicable |
| (i) | Reference Rate: | 3 month EIBOR |
| (ii) | Periodic Distribution Determination Date: | Second business day in both London and Dubai prior to the start of each Return Accumulation Period |
| (iii) | Relevant Screen Page: | AEIBOR = |
| (iv) | Relevant Time: | 11.00 a.m. Dubai time |

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| (g) | Margin: | 3.70 per cent. per annum |
| (h) | Day Count Fraction: | Actual/360 |
| (i) | Calculation Agent: | Principal Paying Agent |
| (j) | Other terms relating to the method of calculating Floating Periodic Distributions: | Not Applicable |

PROVISIONS RELATING TO DISSOLUTION

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| 18. | Optional Dissolution (Call): | Not Applicable |
| 19. | Final Dissolution Amount: | AED 500,000 per Trust Certificate of AED 500,000 Specified Denomination |
| 20. | Early Dissolution Amount (Tax): | Final Dissolution Amount |
| 21. | Dissolution Amount pursuant to Condition 13: | AED 500,000 per Trust Certificate of AED 500,000 Specified Denomination |

GENERAL PROVISIONS APPLICABLE TO THE TRUST CERTIFICATES

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| 22. | Form of Trust Certificates: | Global Trust Certificate exchangeable for Trust Certificates in definitive registered form in the limited circumstances specified in the Global Trust Certificate |
| 23. | Additional Financial Centre(s): | Not Applicable |

PROVISIONS IN RESPECT OF THE TRUST ASSETS

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| 24. | Lease Assets on the Issue Date: | As scheduled to the Supplemental Purchase Agreement specified below, a copy of which schedule is set out in the Annex hereto |
| 25. | Trust Assets: | Condition 4.1 applies |
| 26. | Details of Transaction Account: | Dubai DOF Sukuk Limited Transaction Account No: 0211159 0000 AED 000 CTA with Deutsche Bank AG, London Branch for Series No.: 2 |
| 27. | Other Transaction Document Information: | |
| | (a) Supplemental Trust Deed: | Supplemental Trust Deed dated 3 November 2009 between Dubai DOF Sukuk Limited, the Government and the Delegate |

- (b) Supplemental Purchase Agreement: Supplemental Purchase Agreement dated 3 November 2009 between Dubai DOF Sukuk Limited, Dubai Aviation City Corporation and the Government
- (c) Supplemental Lease Agreement: Supplemental Lease Agreement dated 3 November 2009 between Dubai DOF Sukuk Limited, the Lessee and the Delegate
- (d) Supplemental Servicing Agency Agreement: Supplemental Servicing Agency Agreement dated 3 November 2009 between Dubai DOF Sukuk Limited and the Servicing Agent
- (e) Supplemental Purchase Undertaking: Supplemental Purchase Undertaking dated 3 November 2009 executed by the Government
- (f) Supplemental Substitution Undertaking: Supplemental Substitution Undertaking dated 3 November executed by Dubai DOF Sukuk Limited

28. Total Loss Event Condition 10.3 does apply

OTHER FINAL TERMS

29. Other final terms: Not Applicable

DISTRIBUTION

30. (a) If syndicated, names of Managers: Al Hilal Bank PJSC
Dubai Islamic Bank PJSC
Emirates NBD PJSC
Mitsubishi UFJ Securities International plc
National Bank of Abu Dhabi P.J.S.C.
Standard Chartered Bank
UBS Limited

(b) Date of Subscription Agreement: 2 November 2009

31. If non-syndicated, name of relevant Dealer: Not Applicable

32. Additional selling restrictions: Not Applicable

PURPOSE OF FINAL TERMS

These Final Terms comprise the final terms required for the issue and admission to trading on the London Stock Exchange's regulated market and admission to the Official List of the UK Listing Authority and admission to listing on the DFM of the Trust Certificates described herein pursuant to the U.S.\$2,500,000,000 Trust Certificate Issuance Programme of Dubai DOF Sukuk Limited.

RESPONSIBILITY

Each of the Issuer and the Government accepts responsibility for the information contained in these Final Terms. To the best of the knowledge and belief of each of the Issuer and the Government (having taken all reasonable care to ensure that such is the case) the information contained in these Final Terms is in accordance with the facts and does not omit anything likely to affect the import of such information.

Signed on behalf of Dubai DOF Sukuk Limited

By:


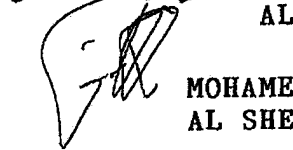


Duly authorised

Carlos Farjallah
Director

Signed on behalf of Government of Dubai

By:

Duly authorised

ABDULRAHMAN
AL SALEH

By:

MOHAMED HAMAD
AL SHEHI

Duly authorised

PART B – OTHER INFORMATION

1. LISTING AND ADMISSION TO TRADING

- (i) Listing and admission to trading: Application has been made by the Issuer (or on its behalf) for the Trust Certificates to be admitted to trading on the London Stock Exchange's regulated market and admission to the Official List of the UK Listing Authority with effect from 3 November 2009.
- Application has been made by the Issuer (or on its behalf) for the Trust Certificates to be admitted to the Dubai Financial Market (the **DFM**) Official List and to be listed on the DFM.
- (ii) Estimate of total expenses related to admission to trading: £3,650 (in respect of the London listing)
AED 52,000 (in respect of the DFM listing)

2. INTERESTS OF NATURAL AND LEGAL PERSONS INVOLVED IN THE ISSUE

Save for any fees payable to the Managers, so far as each of the Issuer and the Government is aware, no person involved in the issue of the Trust Certificates has an interest material to the offer.

3. YIELD (*Fixed Periodic Distribution Trust Certificates only*)

Indication of yield: Not Applicable

4. OPERATIONAL INFORMATION

- (i) ISIN Code: XS0463422161
- (ii) Common Code: 046342216
- (iii) Any clearing system(s) other than Euroclear and Clearstream, Luxembourg and the relevant identification number(s): Not Applicable
- (iv) Delivery: Delivery free of payment
- (v) Names and addresses of additional Paying Agent(s) (if any): Not Applicable

Annex to the Final Terms

Lease Assets

Reference	Description	Amount (AED)	Amount (USD)
TD059, TD060, TD053, AX206, AX210G, AX204, AX201, AX202	Central Utility Complexes (CUCs) (Centrifugal Liquid Chillers, Cooling Towers, Gas Turbines, Electrical Power Supply, Electrical Cabling, Dynamic UPS Systems, Transformers, etc.)	1,589,363,017	432,774,137
AX151, AX149, AX150	Dubai Airwing	990,286,011	269,649,016
	Grand Total :-	2,579,649,028	702,423,153