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COMPANIES HOUSE

AGRICOLA INVESTMENT AND DEVELOPMENT COMPANY LIMITED

COMPANIES ACTS 1985 TO 2006

We hereby certify this to be a true copy of the original

Pellmans 10.5.12
Pellmans Solicitors
1 Abbey Street, Eynsham
Oxford OX29 4TB

At an Extraordinary General Meeting of the Company held at Perdiswell, Oxfordshire OX20 1QH on the 4th April 2012 at 10 00am, all shareholders then all the issued preference and ordinary shares of the company being present the following special Resolutions were unanimously passed

- 1 To dispense with any formal requirements as to notice of the meeting insofar as these might not have been complied with,
- 2 The Articles of Association of a Company incorporating Table A to the Companies Act 1948 with variations, additions and omissions and adopted on the 25th day of July 1962 as amended (if at all) shall no longer apply to this company,
- 3 The company adopt, in place of those articles, the Articles of Association already prepared, based upon Schedule I to the Companies (Model Articles) Regulations 2008, as agreed to be amended at the meeting, a copy of which has been initialled by Malcolm Price for the purpose of identification,
- 4 The secretary be directed immediately to register them with the Registrar of Companies, and
- 5 1 The ordinary share capital of the Company comprising 400 ordinary shares of £0 25p each shall be divided into four classes of which shares numbered *401* to *500* inclusive shall be 'A' shares, shares numbered *1* to *100* inclusive shall be 'B' shares, shares numbered *501* to *600* inclusive shall be 'C' shares and shares numbered *101* to *200* inclusive shall be 'D' shares
- 5 2 The 'A' shares, the 'B' shares, the 'C' shares and the 'D' shares shall rank pari passu save that a dividend may be declared, paid or made either in respect of all classes of shares or in respect of one or more classes of shares to the exclusion of the other class(es) of

shares and/or different rates of dividends may be paid to different classes of shares, and subject also to the proviso that each and every holder of an 'A' share or a 'C' share shall be a Price and each and every holder of a 'B' share or a 'D' share shall be a Whitehouse and subject to the further proviso that in the event of a dividend being paid the combined dividend paid to the 'A' and 'C' shares shall be the same as the combined dividend paid to the 'B' and 'D' shares

- 5 3 The Company may at any time by Special Resolution issue a further class of shares to be 'E' shares and may do so by converting 'A' or 'C' shares into 'E' shares or by splitting 'A' or 'C' shares into 'A and E' shares or 'C and E' shares and by such resolution shall determine whether they rank pari passu with 'A' and 'C' shares Each and every holder of an 'E' share shall be a Price
- 5 4 The Company may at any time by Special Resolution issue a further class of shares to be 'F' shares and may do so by converting 'B' or 'D' shares into 'F' shares or by splitting 'B' or 'D' shares into 'B and F' shares or 'D and F' shares and by such resolution shall determine whether they rank pari passu with 'B' and 'D' shares. Each and every holder of an 'F' share shall be a Whitehouse.
- 5 5 The Company may at any time by special resolution increase the Company's share capital by the issue of further shares as 'E' or 'F' shares in equal numbers and by such resolution shall determine whether they shall rank pari passu with 'A' 'B' 'C' and 'D' shares

Dated the 4th day of April 2012

Company Secretary





ADHP

The Companies Act 2006

COMPANY LIMITED BY SHARES

**Articles of Association
of
AGRICOLA INVESTMENT AND DEVELOPMENT
COMPANY LIMITED**

PART 1

We hereby certify this to be a
true copy of the original
Pellmans 10.5.12
Pellmans Solicitors
1 Abbey Street, Eynsham
Oxford OX29 4TB

1. Introduction

- 1.1 The articles of association of the Company incorporating with variations and omissions Parts I and II of Table A to the Companies Act 1948 and adopted the twenty-fifth day of July 1962 as amended (if at all) shall cease to apply to the Company
- 1.2 The articles constituting Schedule 1 to the Companies (Model Articles) Regulations 2008 ('Schedule 1') shall apply to the Company except in so far as they are excluded or varied by these articles
- 1.3 Any expression defined in article 1 of Schedule 1 shall bear the same meaning in these articles unless the context requires otherwise.
- 1.4 The Company is a private company and accordingly any invitation to the public to subscribe for any shares or debentures of the Company is prohibited.

2. INTERPRETATION AND LIMITATION OF LIABILITY

2.1 In article 1 insert the following definitions:

2.1.1 “Mr. Price” means Malcolm Stuart Hoskins Price and “Mrs Price” means Margaret Price

2.1.2 “Price Descendant” means a descendant of Mr. and Mrs. Price or a person appointed to be a director at the request of all surviving directors who are Prices or of Mr. or Mrs Price or of a Price descendant provided that the appointee is a person related by blood or marriage to any of these

2.1.3 “Price Director” means a director who is a Price or who has been appointed as aforesaid

2.1.4 “Prices” means Mr and Mrs. Price and all Price Descendants and “a Price” means any one of them

2.1.5 “Mr. Whitehouse” means Roger Neil Whitehouse and “Mrs Whitehouse” means Jane Victoria Hoskins Whitehouse

2.1.6 “Whitehouse Descendant” means a descendant of Mr. and Mrs. Whitehouse or a person appointed to be a director at the request of all surviving directors who are Whitehouses or of Mr. or Mrs. Whitehouse or of a Whitehouse descendant provided that the appointee is a person related by blood or marriage to any of these

2.1.7 “Whitehouse Director” means a director who is a Whitehouse or appointed as aforesaid

2.1.8 “Whitehouses” means Mr. and Mrs. Whitehouse and all Whitehouse Descendants and “a Whitehouse” means any one of them

PART 2:

3. DECISION MAKING BY DIRECTORS

3.1 **Directors to take decisions collectively**

In article 7(1) add in line 2 after the word “meeting” the words “at which the directors present are equal in numbers between Price Directors and Whitehouse Directors and article 7(2) shall be omitted

3 2 Quorum for directors’ meetings

In article 11(2) at the end add the words ‘and at any meeting the quorum shall be a number equal in numbers between Price Directors and Whitehouse Directors ’

3 3 In article 13.-(1) the words “, the chairman or other director chairing the meeting has a casting vote.” shall be omitted and there shall be substituted the words ‘the proposal shall fail’ and article 13(2) shall be omitted

3.4 Conflicts of interest

In article 14.-(1) omit the word “not” before “to be counted”, add at the end the words ‘provided that that director discloses the interest in accordance with either section 177 or section 172 (or as the case may be both) of the Companies Act 2006 and omit article 14(2) to 14(4)

3.5 In article 14(6) insert at the end the words ‘provided that that ruling is made or supported by at least one Price Director and one Whitehouse Director.

3 6 In article 14(7) add at the end the words ‘provided that that decision is made or supported by at least one Price Director and one Whitehouse Director.

4 APPOINTMENT OF DIRECTORS

Method of appointing directors

4 1 In article 17 (1) in the first line insert after the word ‘first’ the words ‘being someone who falls within the definition of a Price Director or a Whitehouse Director’ and in the second line after ‘director’ add the words ‘but only in place of either a Price Director or a Whitehouse Director as the case may be.’

4 2 In article 17(2) insert after the word 'person' the words 'or persons' and after the word 'director' the words 'or directors in so far as there shall in consequence be an equality in numbers of Price Directors and Whitehouse Directors'.

4 3 After article 17(3) insert:

'(4) the number of directors shall not be less than two and no more than four'.

4 4 **Termination of director's appointment**

Insert after Article 18(f):

'(g) the director has in the opinion of the other directors ceased for a period of six months to perform the functions required of him or her as a director and, after being given fourteen days written notice to resume his or her functions, has not within a further twenty-eight days resumed the performance of his or her functions'.

PART 3:

5. **SHARES AND DISTRIBUTIONS**

Shares

5 1 Insert a new article:

'20B. No share of whatever class in the Company may be held by any corporate person, no share presently or in the future held by a Price may be held other than by a Price, no share presently or in the future held by a Whitehouse may be held other than by a Whitehouse, no share shall be issued save by issuing equal numbers of shares to persons who are a Price and persons who are a Whitehouse', and no share may be jointly held.

5 2 Insert a new article

“21A The share capital of the Company is £500 divided into 400 3 5% preference shares each of £1 (one pound) and 400 Ordinary Shares each of £0 25p. The said preference shares and Ordinary Shares shall confer on the holders thereof the rights and privileges hereinafter declared and such rights and privileges shall be subject to variation by special resolution in so far as these articles and any amendment thereof permit the same.

5 3 In article 22 -(1) in line 2 after the words ‘shares’ add the words ‘in such classes and’ and in line 3 substitute the word ‘special’ for the word ‘ordinary’ and at the end add the words ‘or attach such rights or restrictions to existing shares’

5 4 Omit article 22(2)

5.5 In article 23 add at the end the words ‘save that a share held by a person qualified to be a shareholder in respect of that share upon trust for such a person during minority or ill-health mental or physical shall be recognised by the Company which shall be bound by it’.

5 6 Share Transfers

In article 26(5) in line 1 substitute the word ‘must’ for ‘may’ and add after the word ‘share’ the words ‘if it is to a transferee who is not qualified to be a shareholder’

5.7 Insert a new article.

Permitted Transfers

26A(1) A Price may at any time transfer or leave by Will any of his or her shares to any person who is also a Price and a Whitehouse may at any time transfer or leave by Will any of his or her shares to a person who is also a Whitehouse.

26A(2) Any shares registered in the name of one or more holders in their capacity as Trustee or a Trustees in circumstances where they are recognised by the Company under article 23 of Schedule 1 shall be transferred into the name or joint names of any

new or continuing Trustee or Trustees upon any change in the Trusteeship or into the name of any person becoming absolutely entitled to those shares (whether or not in accordance with the exercise of any discretionary power) by virtue of the trusts of that will or settlement provided in each case that the transferee is a Price or a Whitehouse and the share in question was formerly absolutely held by (as the case may be) a Price or a Whitehouse

5.8 Insert a new article.

26B Death of a Member

26B(1) This article applies where a member of a Company dies and shares remain registered in his or her name at the date of his or her death ('the Remaining Shares') six months after the date of his death.

26B(2) The directors shall give written Notice to the personal representatives of the deceased member requiring them, before the expiration of a period of 21 days beginning with the date of receipt of the Notice, to deal with the Remaining Shares by presenting for registration one or more permitted transfers in accordance with article 26A(1).

26B(3) If the personal representatives fail to comply with the Notice they shall be deemed at the expiration of the 21 day period referred to in article 26B(2) above to have transferred the Remaining Shares to such person as in the reasonable opinion of the Company acting in good faith appears to be the person entitled thereto who shall be accordingly registered as a shareholder in relation to the Remaining Shares provided in the case of a Price share they are a Price and in the case of a Whitehouse share they are a Whitehouse

26B(4) If the estate is insolvent or the share or shares are required to be sold to enable other liabilities of the estate to be met the personal representatives shall be deemed to have given a Transfer Notice in accordance with article 26D.

26B(5) If upon the death of a Price or of a Whitehouse there is (as the case may be) no Price or no Whitehouse then the personal representatives of the Price or Whitehouse

who has died shall be deemed to have given a Transfer Notice in accordance with article 26B.

26B(6) If as a result of the procedure under article 26D being implemented any shares of the Prices or of the Whitehouses (as the case may be) remain unsold and there is no Price and no Whitehouse entitled to take them the Company should be wound-up.

5.9 Insert a new article

26C Bankruptcy of a Member

26C(1) If a Bankruptcy Order is made against any member, his or her Trustee in Bankruptcy must immediately give to the Company a Transfer Notice in accordance with article 26D in respect of all the shares registered in the name of the bankrupt member at the date of his or her bankruptcy.

26C(2) If the Trustee in Bankruptcy fails to give a Transfer Notice within one month of the bankruptcy, he shall be deemed to have given this at the end of that period

26C(3) The provisions of article 26D (inclusive) shall apply to any Transfer Notice given or deemed to be given under this article except the Transfer Notice shall be deemed not to contain a specified price for the shares and the price shall be the fair value for the shares determined in accordance with article 26D.

5.8 26D The Transfer Notice

26D(1) This article applies to any proposed Transfer except a permitted Transfer within article 26A above.

26D(2) If a Transfer Notice has been given or is deemed to have been given under article 26B(4) or (5) or article 26C above such Notice shall constitute the Company as the Trustee in Bankruptcy's or personal representative's agent for the sale of all (but not a part only) of those shares to any of the other members of (as the case may be) the Prices or the Whitehouses or to all of the Prices and all of the Whitehouses who are members (if article 26B(5) applies) at the price as fixed below

26D(3) On receipt of the Transfer Notice or deemed Transfer Notice the Company shall send a written Notice ('the Offer Notice') to all members of the Company holding shares of the same class as the relevant shares (other than the Trustee in Bankruptcy or personal representative in their capacity of personal representative) or to all the Prices or all the Whitehouses who are members if article 26B(5) applies ('the Relevant Members') save that in the case where shares must be realised by sale by an estate which is either insolvent or unable to meet its liabilities save by selling the shares the Offer Notice shall only be sent to the person or persons entitled under the will or intestacy ('the Beneficiary/ies').

26D(4) The Offer Notice must be sent by pre-paid post to the Relevant Members (or the Beneficiary/ies) at their respective registered addresses

26D(5) The Offer Notice must offer the relevant shares to the Relevant Members (or the Beneficiary/ies):

- 26D5.1 at a price to be fixed in accordance with this article ('the Prescribed Price'); or
- 26D5.2 on the terms that if more than one member (or in the case of a Beneficiary/ies more than one person entitled to the shares under the Will or intestacy) desires to purchase the relevant shares then the shares will be sold to members accepting the offer in proportion (as nearly as may be) to the existing holders of that class of shares;
- 26D5 3 the Offer Notice must set a deadline (not being less than 21 days) by which the offer must be accepted or be treated as declined

26D(6) Where a prospective purchaser or purchasers for all of the relevant shares specified in the Transfer Notice or deemed Transfer Notice has been found within the period of two months from receiving that Notice the Company must give a written Notice ('the Interim Sale Notice') to the Trustee in Bankruptcy or personal representative as the case may be stating this fact together with the name and address of each prospective purchaser and the number of shares which each prospective purchaser is willing to purchase

26D(7) The Interim Sale Notice must state that:

26D7(a) the Trustee in Bankruptcy or personal representative has one month from receipt of the Notice to agree the price for each respective purchase;

26D7(b) if the Trustee in Bankruptcy or personal representative succeeds in agreeing the price he must forthwith give written Notice to the Company which will then proceed to issue a Final Sale Notice as below,

26D7(c) if the Trustee in Bankruptcy or personal representative fails to agree the price by the end of the negotiation period, the fair value of the shares ('the Prescribed Price') shall be determined by the Accountants of the Company whose decision shall be final;

26D7(d) the Company's Accountants must determine the Prescribed Price within one month beginning immediately after the negotiation period of one month from receipt of the Notice to agree the price.

26D(8) In determining the Prescribed Price the Company Accountants:

26D8(a) shall act as an expert and not as an arbitrator; and

26D8(b) shall have power to determine how the costs of fixing the fair value of the shares shall be borne.

26D8(c) when the Prescribed Price has been determined the Company must give written Notice of the fact to each prospective purchaser informing him or her that he/she has one month from the receipt of the Notice to withdraw his/her application to purchase the shares or signify his/her consent to proceed with the purchase

26D8(d) a prospective purchaser shall be deemed to have signified his/her consent unless he/she informs the Company in writing in one Notice of the month

26D8(e) a prospective purchaser shall be deemed to have signified his or her consent unless he/she informs the Company in writing within the said period of one month that he/she no longer desires to purchase the shares



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26D8(f) if all the prospective purchasers signify or are deemed to signify their consent to proceed with the purchase, the Company must give the Trustee in Bankruptcy or personal representatives notice of the fact by issuing a Final Sale Notice as below

26D8(g) if some but not all of the prospective purchasers signify or are deemed to signify their consent to proceed with the purchase

26D8(h) the Company must offer the shares which have been rejected to those prospective purchasers who have signified or are deemed to signify their consent, and

26D8(i) if by doing so buyers can be found for all of the shares specified in the Transfer Notice or Deemed Transfer Notice, the Company must give the Trustee in Bankruptcy or personal representative notice of the fact by issuing a Final Sale Notice as below.

26D8(j) for the avoidance of doubt if there are still any relevant shares unsold, the Trustee in Bankruptcy or personal representative shall be deemed to have offered the unsold shares to those of the prospective purchasers who are prepared to purchase them at the highest price which any purchaser or purchasers are prepared to pay and if none to all Prices or Whitehouses (as the case may be) who are not already members at the highest price which they are prepared to pay

5.9 26D(9) The Final Sale Notice must

26D9(a) give the name and address of each prospective purchaser and the number of shares which each is willing to purchase;

26D9(b) state the price which each prospective purchaser has agreed with the Trustee in Bankruptcy or personal representative or the Prescribed Price to which each has signified his consent (as the case may be);

26D9(c) be accompanied by appropriate instruments of transfer for the Trustee in Bankruptcy or personal representative to execute;

26D9(d) specify a time and a place for the Trustee in Bankruptcy or personal representative to complete the purchase (not being more than 28 days after the date on which the Final Sale Notice is given).

26D9(10) Upon payment of the agreed or Prescribed Price, the Trustee in Bankruptcy or personal representative shall be bound to transfer the appropriate number of shares to the relevant prospective purchaser.

26D9(11) For the purpose of determining the right of any prospective purchaser to any distribution by the Company, the Trustee in Bankruptcy or personal representative shall be deemed to have sold the relevant shares at the date of the completion of the purchase.

5 10 26E(1) If the Trustee in Bankruptcy or personal representative fails to transfer any shares in accordance with the Sale Notice or the Final Sale Notice (as the case may be)

26E(a) the directors may authorise some person to sign an instrument of transfer on behalf of the Trustee in Bankruptcy or personal representative in favour of the purchaser or prospective purchaser,

26E(b) the Company may receive the purchase money to be held in trust for the Trustee in Bankruptcy or personal representative and cause the name of the purchaser or prospective purchaser (as applicable) to be entered in the register as the holder of the shares.

26E(2) The Company's receipt for the purchase money shall be a good discharge to the purchaser or prospective purchaser, who shall not be bound to see to its application.

26E(3) After a purchaser's or prospective purchaser's name has been entered into the register, the validity of the proceedings shall not be questioned by any person

26E(4) For the purpose of determining the right of any purchaser or prospective purchaser to any distribution by the Company, the Trustee in Bankruptcy or personal representative shall be deemed to have sold the relevant shares at the date of the completion of the purchase

6. **Share Capital**

6.1 Insert a new article

‘29A The Company may by special resolution –

- (a) increase its share capital by new shares of such amount as the resolution prescribes
- (b) consolidate and divide all or any of its share capital into shares of larger amount than its existing shares
- (c) subject to the provisions of the Companies Act 2006, sub-divide shares, or any of them, into shares of smaller amount and the resolution may determine that, as between the shares resulting from the sub-division, any of them may have any preference or advantage as compared with the others; and
- (d) cancel shares which, at the date of the passing of the resolution, have not been taken or agreed to be taken by any person and diminish the amount of its share capital by the amount of the shares so cancelled.

6.2 Insert a new article:

‘29B Subject to the provisions of the Companies Act 2006, the Company may by special resolution reduce its share capital, any capital redemption reserve and any share premium account in any way

7 **DIVIDENDS AND OTHER DISTRIBUTIONS**

Procedure for declaring dividends

7.1 Insert a new article:

30A ‘The directors may, before recommending any dividend, set aside out of the profits of the Company such sums as they think proper as a reserve or reserves which shall, at the discretion of the directors be applicable for any purpose to which the profits of the Company may be properly applied, and pending application may, at the

like discretion, either be employed in the business of the Company or be invested in such investments (other than shares of the Company) as the directors may from time to time think fit. The directors may also without placing the same to reserve carry forward any profits which they may think prudent not to divide’.

7 2 Insert a new article:

30B ‘The profits of the Company, which it shall from time to time determine to divide among the members in respect of any year or other period, shall first be applied in paying to the holders of Preference Shares a Cumulative Preferential Dividend to the close of such year or other period at the rate of three and one half per centum per annum and the balance shall be divided among the holders of Ordinary Shares. If any share is issued on terms providing that it ranks for dividend as from a particular date such share shall rank for dividend accordingly. All dividends shall be apportioned and paid proportionately to the amounts paid or credited as paid on the shares during any portion or portions of the period in respect of which the dividend is paid’.

8 **CAPITALISATION OF PROFITS**

8 1 Add to the above heading the words ‘**AND CAPITAL RESERVE**’.

8.2 Insert a new article

‘Capital reserve

‘36A(1) Any excess of the proceeds of sale of any of the properties, investments, or other fixed assets of the Company in excess of the cost of such properties, investments from other fixed assets shall be carried to the credit of a Reserve to be called the Capital Reserve and such Capital Reserve and all other monies in the nature of accretions to Capital whether on the sale of the fixed assets of the Company or otherwise, shall be treated for all purposes as capital monies and not as profits available for dividend

36A(2) Any losses realised on the sale of any of the properties, investments, or other assets of the Company may be carried to the debit of the Capital Reserve except in so far as the directors shall, in their discretion, decide to make good the same out of the other funds of the Company

36A(3) Any monies for the time being standing to the credit of the Capital Reserve may, at the discretion of the directors, either be employed in the undertaking of the Company or be invested in such properties, investments, or other assets as the directors may from time to time think fit

36A(4) The Capital Reserve referred to in this article shall be separate and distinct from the reserves mentioned in article 29A

PART 4:

9. DECISION MAKING BY SHAREHOLDERS

Organisation of general meetings

9 1 Quorum for general meetings

In article 38 in the first two lines insert the figure ‘-(1)’ after ‘38.’

Add at the end:

‘(2) a quorum for the purpose of Company meetings comprises all shareholders of whatever class’.

9 2 Adjournment

9 2 1 In article 41.-(1) add at the end the words ‘unless the meeting is convened on the requisition of the members in which case the meeting shall be dissolved’.

9 2 2 In article 41(2)(a) insert after the word 'meeting' the words '(excluding the chairman) unanimously'.

9 2.3 In article 41(3) insert after the words 'meeting if' the words '(excluding the chairman) unanimously'.

9 2.4 Insert in article 41 after article 41(5):

'(6) if the person or persons attending the adjourned general meeting within half an hour of the time at which the meeting was due to start do not constitute a quorum that person or those persons present shall constitute a quorum if and only if and only so long as at least one Price shareholder and one Whitehouse shareholder is present and consents and such consent continues'

9 2 5 article 41(6) shall be renumbered as 41(7).

9 3 **Voting at general meetings**

Voting: general

9 3 1 article 42 shall be renumbered by inserting '-(1)' after '42 '

9.3 2 Add at the end of article 42:

'(2) each member present in person or by proxy shall have one vote for every share of which he or she is the holder unless the terms of issue of any particular share otherwise provide.

(3) if an order has been made in respect of any member by any court having jurisdiction (whether in the United Kingdom or elsewhere) in matters concerning mental disorder they may vote, whether on a show of hands or on a poll, by the vote of the senior member of the Price family or the Whitehouse family (as the case may be) (seniority being determined by the order in which the names of the holders stand in the register) to the exclusion of their receiver, curator bonis or other person authorised in that behalf appointed by that court. Evidence to the satisfaction of the directors that such an order has been made shall be deposited at the office, or at such other place as is specified in accordance with the articles for the deposit of

instruments of proxy, not less than 48 hours before the time appointed for holding the meeting or adjourned meeting at which the right to vote is to be exercised and in default the right to vote shall not be exercisable'.

PART 5:

10. ADMINISTRATIVE ARRANGEMENTS

10.1 Directors' powers and responsibilities

Insert a new article.

'51A the directors may at any time require information from any member to determine if the Company continues to enjoy or be subject to any particular status under the companies' or tax legislation in force from time to time '

10.2 Company Seals

10.2.1 In article 49(3) substitute the word 'two' for the word 'one' and the word 'persons' for the word 'person'.

10.2.2 Insert a new article

10.3 Winding up

'51B If the Company shall be wound up the assets remaining after payment of the debts and liabilities of the Company and the costs of liquidation shall be applied: first, in repaying to the holders of Preference Shares the amounts paid or credited as paid on such Preference Shares respectively, together with all arrears (if any) and accruals of the said Preferential Dividend, whether accrued or not, down to the date of such repayment; secondly, in repaying to the holders of Ordinary Shares the amounts paid or credited as paid on such Ordinary Shares respectively, and the balance (if any) shall be distributed among the holders of Ordinary Shares in proportion to the number of Ordinary Shares held by them respectively and in the event of there being shares in

respect of which there is no person entitled to be registered as a holder other than a personal representative then to that personal representative to be administered as part of the relevant estate.