

THE COMPANIES ACTS 1948 TO 1981

Declaration of compliance with the requirements on application for registration of a company

Pursuant to section 3(5) of the Companies Act 1980

Please do not write in this binding margin

Please complete legibly, preferably in black type, or bold block lettering

*Insert full name of company

*Please indicate whether you are a Solicitor of the Supreme Court (or in Scotland 'a Solicitor') engaged in the formation of the company, or a person named as director or secretary of the company in the statement delivered under section 21 of the Companies Act 1976

Name of company

LONDON UNDERGROUND LIMITED

I, IAN ERIC KING
of 55 BROADWAY, LONDON, SW1H 0BD

do solemnly and sincerely declare that I am A SOLICITOR OF THE SUPREME COURT
ENGAGED IN THE FORMATION
of LONDON UNDERGROUND LIMITED

and that all the requirements of the Companies Acts 1948 to 1981 in respect of the registration of the said company and of matters precedent and incidental thereto have been complied with.
And I make this solemn Declaration conscientiously believing the same to be true and by virtue of the provisions of the Statutory Declarations Act 1835

Declared at

Dance Street

City of Westminster

Signature of Declarant

the 8th day of MarchOne thousand nine hundred and eighty five

before me

A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor having the powers conferred on a Commissioner for Oaths

Presentor's name, address and reference (if any):

I. E. KING
SOLICITOR
LONDON REGIONAL TRANSPORT
55 BROADWAY,
LONDON, SW1H 0BD

REF: 820/IK

For official use

New companies section

Post room

12
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F.M.
THE COMPANIES ACTS 1948 to 1981

COMPANY LIMITED BY SHARES

1900907/3

MEMORANDUM OF ASSOCIATION

of

LONDON UNDERGROUND LIMITED

1. The name of the Company is "LONDON UNDERGROUND LIMITED".
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are -
 - (A) To acquire and take over, as a going concern, that part of the undertaking of London Regional Transport responsible for operating the railway system of London Regional Transport (other than those parts authorised by the London Docklands Railway Acts 1984 and 1985) and for the maintenance of such railway system and to carry on, develop and turn to account that part of that undertaking and all property and assets acquired from London Regional Transport in connection therewith.
 - (B) To construct, equip, maintain and operate railways appropriate for the carriage of passengers and, in any vehicle or vessel used for the carriage of passengers, goods by railway and to carry on the business of carriers by railway of passengers and goods and to carry on any branch or subsidiary business commonly carried on in connection therewith
 - (C) In connection with its railway business to operate bus and/or tram services and to own and maintain buses and coaches appropriate for the carriage of passengers, and, in any vehicle or vessel used for the carriage of passengers, goods by land or water.



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120163

- (D) To carry on the business of public or private conveyance proprietors and the business of repairers of, manufacture associated with repairs, and dealers in trains and of suppliers of accessories therefor.
- (E) To build garages, works, passenger, goods or other stations, shelters, offices and other buildings to be used for the purposes of any such business as is mentioned in this Memorandum.
- (F) To act as agents for travel of every kind and to sell tickets, vouchers and permits therefor and (in any part of the world) to make arrangements of all kinds in connection therewith.
- (G) To act as agents, contractors, managers, advisers and consultants in relation to any such business as is mentioned in this Memorandum.
- (H) To acquire and undertake the whole or any part of the business, property and liabilities of any person or company, including all the issued shares of a company carrying on or proposing to carry on any business which this Company is authorised to carry on, or possessed of property suitable for the purposes of this Company, or which can be carried on in conjunction therewith or which is capable of being conducted so as directly or indirectly to benefit this Company.
- (I) To manage and co-ordinate the business of the Company and its subsidiaries and to engage in and carry on any other business which may, in the opinion of the Company, be advantageously or conveniently carried on by the Company in connection with or as auxiliary or incidental to the businesses of the Company or any of its subsidiaries.

- (J) To promote and form other companies for all or any of the objects mentioned in this Memorandum and to transfer to any such company all or any of the property of this Company and to take or otherwise acquire and hold shares, debentures or other securities in any such company and to fund or otherwise assist any such company.
- (K) To acquire by purchase, lease, exchange, hire or otherwise lands and property of any tenure (whether real or personal) or any interest in the same for or in connection with the purposes of the Company's business.
- (L) To receive money on deposit upon such terms as the Company may approve.
- (M) To borrow or raise or secure the payment of money in such manner as the Company shall think fit, and, in particular, by the issue of debentures or debenture stock, perpetual or otherwise, charged upon all or any of the Company's property (both present and future), including its uncalled capital and to purchase, redeem or pay off any such securities.
- (N) To sell, lease, exchange, let on hire, mortgage or otherwise dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the Company may think fit, and, in particular, for stock, shares, debentures or other securities of any other company, whether or not having objects altogether, or in part similar to those of this Company.
- (O) To improve, manage, develop or grant rights or privileges in respect of or otherwise deal with all or any part of the property or rights of the Company.

- (P) To pay for any rights or property acquired by the Company and to remunerate any person or company, whether by cash payment or by allotment of shares, debentures or other securities of this Company credited as paid up in full or in part or otherwise.
- (Q) To invest and deal with the moneys of the Company not immediately required, in any manner.
- (R) To lend money with or without security, but not to carry on the business of a registered money lender.
- (S) To fund, assist and guarantee the payment of money or the performance of any contract, engagement or obligation by, any person or company.
- (T) To establish and support funds or institutions calculated to benefit Directors, ex-Directors, employees or ex-employees of the Company or its subsidiaries or its or their predecessors in business or the dependants or connections of such persons and to grant or secure the grant of pensions and allowances to any of them and to subscribe or guarantee money for charitable objects.
- (U) To pay out of the funds of the Company all expenses which the Company may lawfully pay of, or incidental to, the formation and registration of the Company and the issue of its capital.
- (V) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise and either alone or in conjunction with others and to procure the Company to be registered or recognised in any foreign country or place.

(W) To promote Bills in Parliament and to oppose Bills.

(X) To do all such other things as are incidental or conducive to the attainment of the above objects, or any of them.

And it is hereby declared that the word "company" in this clause, except where used in reference to this Company, shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in the United Kingdom or elsewhere, and that word denoting the singular number only shall include the plural number and vice versa, and that the objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be regarded as separate and independent objects of the Company and shall not be limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company.

4. The liability of the members is limited.

5. The share capital of the Company is £800 million divided into 800 million shares of £1 each.

We, the several persons whose names, addresses and descriptions are subscribed, are desirous of being formed into a Company in pursuance of this Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

Names, Addresses and Descriptions
of Subscribers

Number of Shares taken
by each subscriber

Tony Melville Ridley

ONE

TONY MELVILLE RIDLEY

77, CHURCH ROAD,

RICHMOND,

SURREY

TW10 6LX

TRANSPORT EXECUTIVE

Barry Gordon Dale

LONDON REGIONAL TRANSPORT

BY BARRY GORDON DALE
MEMBER OF THE BOARD

55, BROADWAY
LONDON SW1H 0BB

STATUTORY CORPORATION

FOUR HUNDRED AND
TWENTY NINE MILLION
NINE HUNDRED AND NINETY
NINE THOUSAND NINE
HUNDRED AND NINETY
NINE

Total Shares taken

FOUR HUNDRED AND
THIRTY MILLION

Dated this

8th

day of

March

1985

Witness to the above Signatures -

I.E. King

I.E. KING

SOLICITOR

55, BROADWAY,

LONDON, SW1H 0BB

THE COMPANIES ACTS 1948 TO 1981

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

LONDON UNDERGROUND LIMITED

THE COMPANIES ACTS 1948 to 1981

1900907/4

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

LONDON UNDERGROUND LIMITED

TABLE A

1. The regulations contained in or applied by Table A in the First Schedule to the Companies Act, 1948, shall apply to the Company, with the exception of regulations 24, 75, 89 to 97 inclusive, 99, 107, 108, 114, 115, 128 and 128A, and except as modified by or inconsistent with these Articles. References herein to regulations shall be construed as referring to those contained in Table A aforesaid.

TRANSFER OF SHARES

2. An instrument of transfer of a share (other than a partly paid share) need not be executed on behalf of the transferee and regulation 22 shall be modified accordingly.
3. The directors may at any time in their absolute and uncontrolled discretion and without assigning any reason therefore decline to register the transfer of any share whether or not it is a fully paid share.

DIRECTORS

4. Unless and until otherwise determined by London Regional Transport, the number of Directors shall not be less than three nor more than twelve. The Directors shall be appointed by London Regional Transport and shall hold office until removed by London Regional Transport or the office is vacated in accordance with Article 88. Such appointments and removals by London Regional Transport shall be effected when a notice in writing is delivered by London Regional Transport to the Company at its registered office.
5. London Regional Transport may from time to time appoint any person (including any one or more members of London Regional Transport) to hold any executive office in the management of the business of the Company including the office of Chairman or Deputy Chairman or Managing or Joint Managing or Deputy or Assistant Managing Director as it shall decide for such fixed term or without limitation as to period and on such terms as it thinks fit and a Director appointed to any executive office shall (without prejudice to any claim for damages for breach of any service contract between him and the Company) if he is removed from office as a Director ipso facto immediately cease to hold such executive office.
6. Regulation 109 shall be read and construed as if the references to a Managing Director therein were references to any Director appointed to any executive office under the last preceding Article.
7. The quorum at a meeting of directors shall be three.

8. A Director who has declared the nature of his interest in a contract or proposed contract in accordance with section 199 of the Act, shall not in respect of such contract or proposed contract either be entitled to vote or be taken into account in ascertaining whether a quorum is present.

9. A Director present at any meeting of Directors or committee of Directors need not sign his name in a book kept for that purpose and regulation 86 shall be modified accordingly.

ALTERNATE DIRECTORS

10(1) Each director shall have the power to nominate any person other than another director of the Company or another alternate director who has been approved for the purpose by London Regional Transport to act as his alternate director and at his discretion or at the discretion of London Regional Transport to remove such alternate director.

(2) Any appointment or removal of an alternate director shall be in writing and a copy shall be sent to the Secretary of the Company. The appointment or removal shall become effective when it is received by the Secretary of the Company.

(3) If a director making any such appointment as aforesaid shall cease to be a director, the person appointed by him shall thereupon cease to have any power or authority to act as an alternate director

(4) A director shall not be liable for the acts or defaults of any alternate director appointed by him.

(5) An alternate director shall not be taken into account in reckoning the minimum or maximum number of directors allowed for the time being but he shall be counted for the purpose of reckoning whether a quorum is present at any meeting of the directors attended by him at which he is entitled to vote.

BORROWING POWERS

11. Subject to the provisions of these Articles, the Directors may from time to time at their discretion borrow or secure the payment of any sum or sums of money for the purposes of the Company and the proviso to regulation 79 shall not apply.

DIVIDENDS AND RESERVE

12. The directors may recommend to the Company in general meeting the payment of a dividend and the amount thereof.
13. The Company in general meeting may declare dividends (whether or not larger or smaller than any recommendation of the directors and whether or not any such recommendation has been made) and the directors shall pay such dividends so declared.

CAPITALISATION OF PROFITS

14. The Company in general meeting may from time to time and at any time resolve that it is desirable to capitalise the whole or any part of the amount for the time being standing to the credit of any of the Company's reserve accounts, including profits resulting from the realisation or appreciation in value of assets, or to the credit of the profit and loss account, and distribute the same as capital among the holders of the Ordinary Shares of the Company or their nominees in proportion to the amounts paid up on the shares held by them respectively, and that the Directors be authorised to appropriate and apply the same either in or towards paying up any amounts for the time being unpaid on any shares held by such members respectively or paying up in full unissued shares or debentures of the Company to be allotted and distributed credited

as fully paid up to and amongst such members in the proportion
aforesaid, or partly in the one way and partly in the other; and
the Directors shall give effect to any such resolution Provided
that a share premium account and a capital redemption reserve may,
for the purposes of this Article, only be applied in the paying up
of unissued shares to be issued to members of the Company as fully
paid bonus shares.

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Blwale

LONDON REGIONAL TRANSPORT

BY BARRY GORDON SALE

MEMBER OF THE BOARD

55, BROADWAY

LONDON, SW1 H 0BB

STATUTORY CORPORATION

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Tony M Ridley

TONY MELVILLE RIDLEY
77, CHURCH ROAD,
RICHMOND,
SURREY,
TW10 6LX

TRANSPORT EXECUTIVE

Dated this 8th day of March 1985

Witness to the above Signatures -

I.E. King

I.E. KING
Solicitor
55, BROADWAY
LONDON SW1 H0BB

NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

Tony M Ridley

TONY MELVILLE RIDLEY
77, CHURCH ROAD,
RICHMOND,
SURREY,
TW10 6LX

TRANSPORT EXECUTIVE

Dated this 8th day of March 1985

Witness to the above Signatures -

I. E. King

I. E. KING
SOLICITOR
55, BROADWAY
LONDON SW1 H0BD

1

THE COMPANIES ACTS 1948 TO 1981

Statement of first directors and
secretary and intended situation
of registered office

Pursuant to sections 21 and 23(2) of the Companies Act 1976

1900907/5

Please do not
write in this
binding margin

To the Registrar of Companies

For official use

Please complete
legibly, preferably
in black type, or
bold block lettering*delete if
inappropriate

Name of Company

LONDON UNDERGROUND

Limited*

The intended situation of the registered office of the company
on incorporation is as stated below

55 BROADWAY

LONDON, SW1H 0BD

If the memorandum is delivered by an agent for the subscribers of
the memorandum please mark 'X' in the box opposite and insert the
agent's name and address below

X

I. E. KING

SOLICITOR, LONDON REGIONAL TRANSPORT

55 BROADWAY, LONDON, SW1H 0BD

Number of continuation sheets attached (see note 1)

2

Presenter's name, address and
reference (if any):I. E. KING
SOLICITOR,
LONDON REGIONAL TRANSPORT
55 BROADWAY,
LONDON, SW1H 0BD

REF: 820/IK

For official use
General section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this binding margin

Important: The particulars to be given are those referred to in section 21(2) of the Companies Act 1978 and section 200(2) of the Companies Act 1948 as amended by section 95 of the Companies Act 1981. Please read the notes on page 4 before completing this form.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Enter particulars of other directorships held or previously held (see note 5). If this space is insufficient use a continuation sheet.

Name (note 3)	TONY MELVILLE	Business occupation	TRANSPORT EXECUTIVE
	RIDLEY	Nationality	BRITISH
Previous name(s) (note 3)		Date of birth (where applicable) (note 6)	
Address (note 4)	77, CHURCH ROAD,		
	RICHMOND,		
	SURREY, TW10 6LX		
Other directorships†	LONDON TRANSPORT INTERNATIONAL SERVICES LIMITED		
	HALCROW FOX AND ASSOCIATES		
I hereby consent to act as director of the company named on page 1			
Signature	<i>[Signature]</i>	Date	8-3-85

Name (note 3)	JOHN THOMAS	Business occupation	MANAGER
	COPE	Nationality	BRITISH
Previous name(s) (note 3)		Date of birth (where applicable) (note 6)	
Address (note 4)	FLAT 87,		
	NORTHWAYS, COLLEGE CRESCENT,		
	SWISS COTTAGE, LONDON, NW3 5DL		
Other directorships†			
I hereby consent to act as director of the company named on page 1			
Signature	<i>[Signature]</i>	Date	8-3-85

Name (note 3)	JEFFERY ERNEST	Business occupation	CERTIFIED ACCOUNTANT
	ALLEN	Nationality	BRITISH
Previous name(s) (note 3)		Date of birth (where applicable) (note 6)	
Address (note 4)	57, BAKER STREET,		
	POTTERS BAR,		
	HERTS., EN6 2EX		
Other directorships†			
I hereby consent to act as director of the company named on page 1			
Signature	<i>[Signature]</i>	Date	8.3.85

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THE COMPANIES ACTS 1948 TO 1981

Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No. 1
to Form No. 1

For official use

1900907.

Important
the particulars
e given are
those referred to
section 21(2)(a)
of the Companies
Act 1976 and
section 200(2) of
the Companies Act
1948 as amended
by section 95 of
the Companies Act
1981. Please
read the notes on
page 4 before
completing this
part of the form.

Please complete
legibly, preferably
in black type, or
bold block lettering
if appropriate.

Name of company

LONDON UNDERGROUND

Limited*

Particulars of the first directors (continued) (note 2).

Name (note 3)	LESLIE STANLEY	Business occupation	
	LAWRENCE	CHARTERED ENGINEER	
Previous name(s) (note 3)		Nationality	
Address (note 4)	CASA BLANCA,	BRITISH	
	SANDY LANE,	Date of birth (where applicable) (note 6)	
	KINGSWOOD, SURREY		
Other directorships†			
I hereby consent to act as director of the company named on page 1			
Signature	<i>L. Lawrence</i>	Date	8th March '85

enter particulars of
other directorships
held or previously
held (see note 5). If
this space is
insufficient use
continuation
sheet.

Name (note 3)	ROGER NORTON	Business occupation	
	STRAKER	MANAGER	
Previous name(s) (note 3)		Nationality	
Address (note 4)	71, WOODLAND DRIVE,	BRITISH	
	HOVE,	Date of birth (where applicable) (note 6)	
	EAST SUSSEX, BN3 6DF		
Other directorships†			
I hereby consent to act as director of the company named on page 1			
Signature	<i>Roger Straker</i>	Date	8 March 85

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binding margin



Please complete
legibly, preferably
in black type, or
bold block lettering

Please do not
write in this
binding margin



THE COMPANIES ACTS 1948 TO 1981

Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No. 2
to Form No. 1

For official use

19008907

Please complete
legibly, preferably
in black type, or
bold block lettering

Delete if
inappropriate

Name of company

LONDON UNDERGROUND

Limited*

Particulars of the first directors (continued) (note 2).

Name (note 3)	BARRY GORDON	Business occupation	—
	DALE	CHARTERED ACCOUNTANT	
Previous name(s) (note 3)		Nationality	—
Address (note 4)	5, HALLSIDE PARK,	BRITISH	
	KNUTSFORD,	Date of birth (where applicable) (note 6)	
	CHESHIRE, WA16 8NQ		
Other directorships†			
I hereby consent to act as director of the company named on page 1			
Signature	<i>B. Dale</i>	Date	8.3.85 ✓

Enter particulars of
other directorships
held or previously
held (see note 5). If
no space is
sufficient, continue
on separate leaf.

Name (note 3)	BASIL JOHN	Business occupation	—
	HOOPER	MANAGER	
Previous name(s) (note 3)		Nationality	—
Address (note 4)	SHEPHERDS WELL,	BRITISH	
	BERRY LANE,	Date of birth (where applicable) (note 6)	
	CHORLEYWOOD, HERTS, WD3 5EU		
Other directorships†			
	LONDON TRANSPORT INTERNATIONAL SERVICES LIMITED		
	LONDON TOURIST BOARD LIMITED		
	RONALD SEWELL LIMITED	CIGAR MARKET LIMITED	
I hereby consent to act as director of the company named on page 1			
Signature	<i>Basil John Hooper</i>	Date	8.3.85 ✓

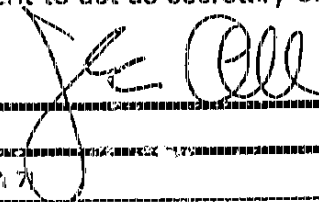
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Please complete
legibly, preferably
in black type, and
old block letters

Important!
The particulars to
be given are those
referred to in
section 21(2)(b) of
the Companies Act
1976 and section
100(3) of the
Companies Act
1948. Please read
the notes on
page 4 before
completing this
part of the form.

The name(s) and particulars of the person who is, or the persons who are,
to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)	JEFFERY ERNEST ALLEN
Previous name(s) (note 3)	
Address (notes 4 & 7)	57, BAKER STREET, POTTERS BAR HERTS., EN6 2EX
I hereby consent to act as secretary of the company named on page 1	
Signature	 Date 8.3.85


Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
I hereby consent to act as secretary of the company named on page 1	
Signature	Date

is required by
section 21(3) of
the Companies
Act 1976

delete as
appropriate

Signed by or on behalf of the subscribers of the memorandum*

Signature  [Subscriber] [Agent]† Date 8.3.85

Signature  [Subscriber] [Agent]† Date 8.3.85

FILE COPY



CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 1900907

I hereby certify that

LONDON UNDERGROUND LIMITED

is this day incorporated under the Companies Acts 1948 to 1981 as
a private company and that the Company is limited.

Given under my hand at Cardiff the

29TH MARCH 1985

A handwritten signature in cursive script, likely belonging to the Registrar of Companies.

Registrar of Companies