



COMPANIES FORM No. 12

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

12

Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

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

To the Registrar of Companies

For official use

For official use

1111

2103900

Name of company

\*  
ABANDO LIMITED

\* insert full  
name of Company

I, HOWARD THOMAS  
of 70/74 City Road, London EC1Y 2DQ.

† delete as  
appropriate

do solemnly and sincerely declare that I am a ~~Solicitor engaged in the formation of the company~~†  
[person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)]† and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it 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 11 Breems Buildings,  
in the City of London EC4

Declarant to sign below

the 9th day of FEBRUARY  
One thousand nine hundred and EIGHTY-SEVEN.  
before me M. F. Long

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):

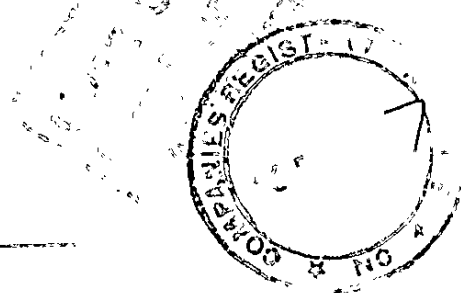
For official Use

New Companies Section

Post room



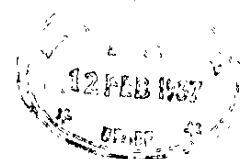
The Companies Act 1985  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
of  
ABANDO LIMITED



1. The Company's name is "ABANDO LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:-

(A) To carry on all or any of the businesses of general merchants and traders, manufacturers, assemblers, distributors, importers, exporters, merchants, factors and shippers of and wholesale and retail dealers in goods, wares, produce, products, commodities, fancy goods, handicrafts, and merchandise of every description, to act as agents for and to enter into agreements and arrangements of all kinds on behalf of such persons, firms or companies as may be thought expedient, and to negotiate, assign and mortgage or pledge for cash or otherwise, any such agreements and the payments due thereunder and any property the subject thereof, to carry on all or any of the businesses of mail order specialists, credit and discount traders, cash and carry traders, manufacturers' agents, commission and general agents, brokers, factors, warehousemen, and agents in respect of raw and manufactured goods, of all kinds, and general railway, shipping and forwarding agents and transport contractors; to create, establish, build up, and maintain an organisation for the marketing, selling, retailing, servicing, advertisement, distribution or introduction of the products, merchandise, goods, wares, and commodities dealt in or services rendered by any persons, firms or companies, and to participate in, undertake, perform and carry out all kinds of commercial, trading and financial operations and all or any of the operations ordinarily performed by import, export and general merchants, factors, shippers, agents, traders, distributors, capitalists and financiers, either on the Company's own account or otherwise; and to open and establish shops, stalls, stores, markets and depots for the sale, collection and distribution of the goods dealt in by the Company.

1739



(B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors, be advantageously carried on by the Company in connection with or as ancillary to any of the above businesses or the general business of the Company, or further any of its objects.

(C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.

(D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.

(E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business, and for the purposes of or in connection with the borrowing or raising of money by the Company to become a member of any building society.

(F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit, debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.

(I) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and generally to act as bankers for any person or corporation.

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependents or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependents or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute and maintain any club or other establishment or profit-sharing scheme calculated to advance the interests of the Company or its officers or employees.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company, and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are or include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid, with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such other company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To distribute among the members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

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

And it is hereby declared that in the construction of this clause the word 'company' except where used in reference to the Company shall be deemed to include any person or

partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample a manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

4. The liability of the members is limited. /

5. The Company's share capital is £100 divided into 100 shares of £1 each. The shares in the original or any increased capital may be divided into several classes, and there may be attached thereto respectively any preferential, deferred or other special rights, privileges, conditions or restrictions as to dividend, capital, voting or otherwise.

WE, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we agree to take the number of shares shown opposite our respective names.

NAMES AND  
ADDRESSES OF  
SUBSCRIBERS

Number of Shares  
taken by each  
Subscriber

W. TESTER  
70/74 City Road,  
London EC1Y 2DQ.



ONE

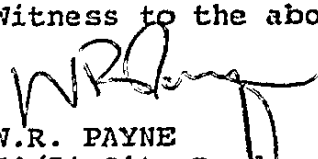
C. MILFORD-COTTAM  
70/74 City Road,  
London EC1Y 2DQ.



ONE

Dated this 9th day of February, 1987.

Witness to the above Signatures:-

  
W.R. PAYNE  
70/74 City Road  
London EC1Y 2DQ.

The Companies Act 1985  
COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

ABANDO LIMITED

2103900

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PRELIMINARY

1. (a) Subject as hereinafter provided, the regulations contained in Table A in The Companies (Tables A to F) Regulations 1985 (hereinafter referred to as "Table A") shall apply to the Company.

(b) Regulations 8, 64, 76, 77, 94, 95, 96, 97 and 113 of Table A shall not apply to the Company.

(c) In these Articles "the Act" means the Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.

2. The company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the company with a view to all or any of these shares or debentures being offered for sale to the public.

SHARES

3. (a) The Directors may subject to Article 4 hereof allot, grant options over, or otherwise deal with or dispose of any relevant securities (as defined by Section 80 (2) of the Act) of the Company to such persons and generally on such terms and conditions as the Directors think proper.

(b) The general authority conferred by paragraph (a) of this Article shall be conditional upon due compliance with Article 4 hereof and shall extend to the amount of the authorised share capital of the Company upon its incorporation. The said authority will expire on the 31st day of January, 1992 unless renewed, varied or revoked by the Company in general meeting in accordance with the said Section 80.



(c) The Directors shall be entitled under the general authority conferred by paragraph (a) of this Article to make at any time before the expiry of such authority any offer or agreement which will or might require relevant securities of the Company to be allotted after the expiry of such authority.

4. (a) Subject to any direction to the contrary that may be given by the Company in general meeting all shares authorised pursuant to Article 3 hereof to be allotted shall be offered to the members in proportion to the existing shares held by them and such offer shall be made by notice in writing specifying the number of the shares to which the member is entitled and limiting a time (being not less than 21 days) within which the offer if not accepted will be deemed to have been declined, and after the expiry of such time or upon receipt of an intimation from the member to whom such notice is given that he declines to accept the shares offered, the Directors may, subject to these Articles, allot or otherwise dispose of the same to such persons and upon such terms as they think most beneficial to the Company. The Directors may in like manner dispose of any such shares as aforesaid which, by reason of the proportion borne by them to the number of persons entitled to any such offer as aforesaid or by reason of any other difficulty in apportioning the same, cannot in the opinion of the Directors be conveniently offered in manner hereinbefore provided.

(b) By virtue of Section 91 (1) of the Act, Sections 89 (1) and 90 (1) to 90 (6) inclusive of the Act shall not apply to the Company.

#### LIEN

5. The Company shall have a first and paramount lien on every share (whether or not it is a fully paid share) for all moneys (whether presently payable or not) called or payable at a fixed time in respect of that share and the Company shall also have a first and paramount lien on all shares (whether fully paid or not) standing registered in the name of any member whether solely or one of two or more joint holders for all moneys presently payable by him or his estate to the Company; but the Directors may at any time declare any share to be wholly or in part exempt from the provisions of this Article. The Company's lien (if any) on a share shall extend to all dividends payable thereon.

#### TRANSFER OF SHARES

6. Save as otherwise provided in these Articles, the Directors may, in their absolute discretion and without assigning any reason therefor, decline to register any transfer of any share, whether or not it is a fully paid share. The first sentence of regulation 24 of Table A shall not apply to the Company.

#### MEETINGS

7. In accordance with Section 372 (3) of the Act in every notice calling a general meeting of the Company there shall

appear with reasonable prominence a statement that a member entitled to attend and vote is entitled to appoint a proxy to attend and vote instead of him and that a proxy need not be a member of the Company. Regulation 38 of Table A shall be modified accordingly and the second sentence of regulation 59 of Table A shall not apply to the Company.

8. In regulation 41 of Table A there shall be added at the end: "if at any adjourned meeting a quorum is not present within half an hour from the time appointed for the meeting the meeting shall be dissolved".

#### DIRECTORS

9. Unless and until otherwise determined by the Company in General Meeting the number of the Directors shall not be less than one nor more than five. The first Directors of the Company will be the person or persons named in the Statement delivered to the Registrar of Companies in accordance with Section 10 of the Act.

10. If and so long as there shall be one Director only he shall be entitled to exercise all the powers and shall carry out all the duties assigned to Directors and the provisions of these Articles and the regulations of Table A shall be construed accordingly.

11. No person other than a Director retiring by rotation shall be elected a Director at any general meeting unless -

- (i) he is recommended by the Directors; or
- (ii) not less than fourteen nor more than thirty five clear days before the date of the meeting, a notice in writing signed by a member qualified to vote at the meeting has been given to the Company of the intention to propose that person for election, together with a notice in writing signed by that person of his willingness to be elected.

12. A Director shall not be required to hold any share qualification but shall nevertheless be entitled to receive notice of and to attend at all general meetings of the Company and at all separate general meetings of the holders of any class of shares in the capital of the Company.

13. The Company shall not be subject to Section 293 of the Act. Any person may be appointed or elected as a Director, whatever may be his age, and no Director shall be required to vacate his office by reason of his attaining or having attained the age of seventy years or any other age.

#### BORROWING POWERS

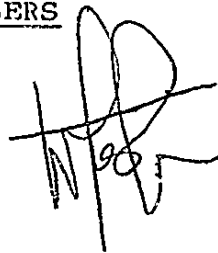
14. The Directors may exercise all the powers of the Company to borrow money, and to mortgage or charge its undertaking, property and uncalled capital, or any part thereof, and, subject (in the case of any security convertible into shares) to Section 80 of the Act and Article 3 hereof, to issue debentures, debenture stock, and other securities whether outright or as security for any debt, liability or obligation of the Company or of any third party.

#### POWERS AND DUTIES OF DIRECTORS

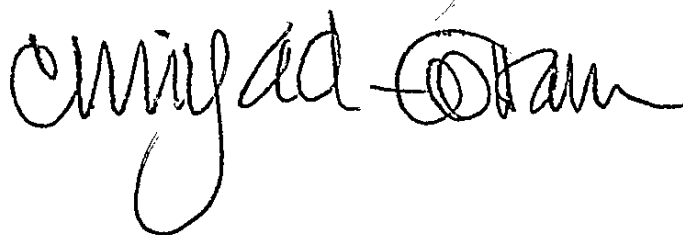
15. A Director may vote in respect of any contract or proposed contract or arrangement in which he is interested, whether directly or indirectly, or upon any matter arising therefrom and he may be counted in the quorum present at any meeting at which any such contract, arrangement or matter is proposed or considered, and if he shall so vote his vote shall be counted.

NAMES AND ADDRESSES OF SUBSCRIBERS

W. TESTER,  
70/74 City Road,  
London EC1Y 2DQ.




C. MILFORD-COTTAM,  
70/74 City Road,  
London EC1Y 2DQ.



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Dated this 9th day of February, 1987.

Witness to the above Signatures:-

  
W.R. PAYNE,  
70/74 City Road,  
London EC1Y 2DQ.



COMPANIES FORM No. 10

10

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

Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

For official use

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

2103900

\*Insert full name  
of company

Name of company

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

70/74, CITY ROAD,	
LONDON,	
Postcode	EC1Y 2DQ.

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



Oyez Services	
70/74 City Road, London EC1Y 2DQ	
Postcode	

Number of continuation sheets attached (see note 1)

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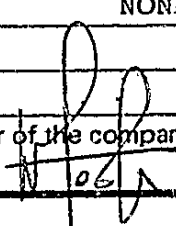
Presentor's name, address and  
reference (if any):

For official use

General Section

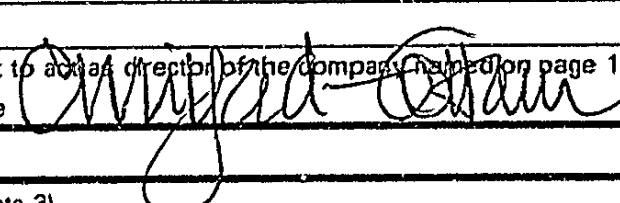
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The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Name (note 3)		Business occupation
WILLIAM TESTER		REGISTRATION AGENT
Previous name(s) (note 3)		Nationality
Address (note 4) 70/74 CITY ROAD,		BRITISH
LONDON,		Date of birth (where applicable)
Postcode	EC1Y 2DQ.	(note 6)
Other directorships†		
NONE		
I consent to act as director of the company named on page 1		
Signature 		Date 9.2.87

Please do not write in this margin

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

Name (note 3)		Business occupation
CATHERINE MILFORD-COTTAM		REGISTRATION AGENT
Previous name(s) (note 3)		Nationality
Address (note 4) 70/74 CITY ROAD,		BRITISH
LONDON,		Date of birth (where applicable)
Postcode	EC1Y 2DQ.	(note 6)
Other directorships†		
NONE		
I consent to act as director of the company named on page 1		
Signature 		Date 9.2.87

Name (note 3)		Business occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable)
Postcode		(note 6)
Other directorships†		
I consent to act as director of the company named on page 1		
Signature		Date



# FILE COPY



## CERTIFICATE OF INCORPORATION OF A PRIVATE LIMITED COMPANY

No. 2103900

I hereby certify that

**ABANDO LIMITED**

is this day incorporated under the Companies Act 1985 as a  
private company and that the Company is limited.

Given under my hand at the Companies Registration Office,  
Cardiff the

26TH FEBRUARY 1987

*D. G. Blackstock*

D. G. BLACKSTOCK

an authorised officer



No. 2103900

19 01  
The Companies Act 1985  
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

ABANDO LIMITED

Passed 2nd April 1987

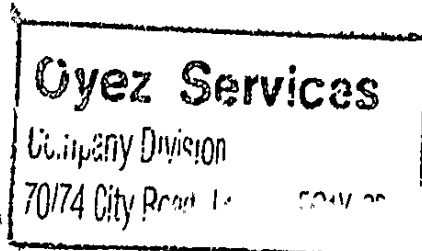
At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 70/74 City Road, London EC1Y 2DQ, on the 2nd April 1987, the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

That the Company's Memorandum of Association be altered with respect to its objects by deleting clause 3 (A) and substituting the following clause 3 (A):-

To carry on business as trustees, agents, nominees, liquidators, managers, executors, administrators, treasurers and secretaries on behalf of any person, company, corporation, association, scheme, trust fund, government state and municipal or other body politic or corporate and to undertake any other fiduciary office of trust and perform and discharge the duties and functions incident thereto.

Signed.....  
Director.



No. 210390

The Companies Act 1985  
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

of

ABANDO LIMITED

Passed 2nd April 1987

At an EXTRAORDINARY GENERAL MEETING of the above named Company duly convened and held at 70/74 City Road, London EC1Y 2DQ, on the 2nd April 1987, the following Resolution was duly passed as a SPECIAL RESOLUTION:-

RESOLUTION

That the Company's Memorandum of Association be altered with respect to its objects by deleting clause 3 (A) and substituting the following clause 3 (A):-

To carry on business as trustees, agents, nominees, liquidators, managers, executors, administrators, treasurers and secretaries on behalf of any person, company, corporation, association, scheme, trust fund, government state and municipal or other body politic or corporate and to undertake any other fiduciary office of trust and perform and discharge the duties and functions incident thereto.

Signed.....

Director.

52

Number of  
Company

2103900

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The Companies Act 1985

COMPANY LIMITED BY SHARES

## Special Resolution

(Pursuant to s. 378 (2) of the Companies Act 1985)

OF

ABANDO

LIMITED

Passed Friday 12 June , 1987

AT an EXTRAORDINARY GENERAL MEETING of the above-named  
Company, duly convened, and held at

on the 12 day of June , 1987 the subjoined  
SPECIAL RESOLUTION duly passed, viz.:—

### RESOLUTION

That the name of the company be changed to

LYNTON NOMINEES LIMITED

Signature ..... *S.M. Arthur* .....

To be signed by  
the Chairman, a  
Director, or the  
Secretary of the  
Company.

NOTE.—To be filed within 15 days after the passing of the Resolution(s).



The Solicitors' Law Stationery Society plc, Oyez House, 27 Crimscoth Street, London SE1 5TS

Companies 7

1985 Edition  
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**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

No. 2103900

I hereby certify that

**ABANDO LIMITED**

having by special resolution changed its name,  
is now incorporated under the name of

**LYNTON NOMINEES LIMITED**

Given under my hand at the Companies Registration Office,  
Cardiff the 5 AUGUST 1987

  
D. M. WILKIE

an authorised officer

Company No: 2103900

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION


OF

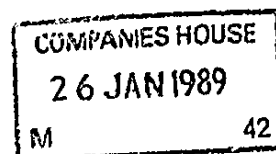
LYNTON NOMINEES LIMITED

At the Annual General Meeting of the Company held at Albany House, Petty France, London SW1H 9EE on 30 December 1988, the following resolution was duly passed as a special resolution of the Company:

SPECIAL RESOLUTION

"THAT the regulations set out in the print produced to the Meeting and for the purpose of identification signed by the Chairman thereof be approved and adopted as the Articles of Association of the Company in substitution for and to the exclusion of the existing Articles of Association."

  
.....  
Chairman of the meeting



Company No. 2103900

THE COMPANIES ACT 1985

—oOo—

PRIVATE COMPANY LIMITED BY SHARES

—oOo—

ARTICLES OF ASSOCIATION

of

LYNTON NOMINEES LIMITED

—oOo—

Preliminary

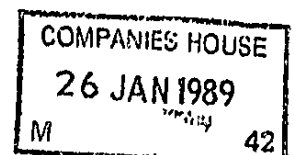
1. The regulations contained in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985, as amended, (hereinafter called "Table A") shall apply to the Company save insofar as they are varied or excluded by or are inconsistent with these articles; and regulation 1 shall so apply as if references to "these regulations" included references to these articles. Accordingly, in these articles "the Act" means the Companies Act 1985, including any statutory modification or re-enactment of it for the time being in force; and any reference in these articles to a provision of that Act includes a reference to any statutory modification or re-enactment of that provision for the time being in force.
2. Regulations 46, 47, 65 to 69 (inclusive) and 73 to 80 (inclusive), regulation 84, the first sentence of regulation 91, and regulations 94 to 97 (inclusive) in Table A shall not apply to the Company.

Shares

3. Sections 89(1) and 90(1) to (6) (inclusive) of the Act, in their application to allotments by the Company of equity securities, are hereby excluded.

Proceedings at general meetings

4. At any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless before or immediately following the declaration of the result of the show of hands a poll is demanded by the chairman or by any member present in person or by proxy. Unless a poll is so demanded a declaration by the chairman that a resolution has on a show of hands been carried (whether unanimously or by a particular majority) or lost, and an entry to that effect in the book containing the minutes of the proceedings of the meeting, shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour of or against the resolution.



## Directors

5. BAA plc (registered number 1970855) may appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director, may remove from office any director however appointed, may appoint and remove the chairman of the board of directors, may appoint any one or more of the directors to the office of managing director or chief executive or to any other executive office under the Company upon such terms as to remuneration and otherwise as BAA plc may think fit, and may remove from office any person so appointed. Any such appointment or removal shall be effected by an instrument in writing signed on behalf of BAA plc by one of its directors and shall take effect on lodgment at the office.

6. A director shall not be required to retire by rotation.

The removal of any person from office under article 5 shall be without prejudice to any claim the person concerned may have for breach of any contract of service between him and the Company.

8. A director who has duly declared his interest (so far as he is required to do so) may vote at a meeting of the directors or of a committee of the directors on any resolution concerning a matter in which he is interested, directly or indirectly. If he does, his vote shall be counted; and whether or not he does, his presence at the meeting shall be taken into account in calculating the quorum.
9. Regulation 93 of Table A shall apply to the Company as if the words "either signed or approved in writing or by telex or telegram" were substituted for the word "signed" wherever that word appears.

## Alternate Directors

10. Any director (other than an alternate director) may appoint any other person, who is willing to act and who is either a director or is approved by an instrument in writing signed on behalf of BAA plc by one of its directors, to be an alternate director, and may by like instrument remove from office an alternate director appointed by him.
11. (1) An alternate director shall (unless he is absent from the United Kingdom) be entitled to receive notices of meetings of the directors and of committees of the directors of which his appointor is a member, to attend and vote at any such meeting at which the director appointing him is not present, and generally to perform all the functions of his appointor as a director in his absence, but shall not (unless the Company by ordinary resolution otherwise determines) be entitled to any fees for his services as an alternate director.

(2) An alternate director shall cease to be an alternate director if his appointor ceases to be a director; but, if a director retires by rotation or otherwise but is re-appointed or deemed to have been re-appointed at the meeting at which he retires, any appointment of an alternate director made by him which was in force immediately prior to his retirement shall continue after his re-appointment.

12. An appointment or removal of an alternate director shall be by notice to the Company executed by the director making or revoking the appointment and deposited at the Office, or in any other manner approved by the directors.
13. Save as otherwise provided in these articles, an alternate director shall be deemed for all purposes to be a director and shall alone be responsible for his own acts and defaults, and he shall not be deemed to be the agent of the director appointing him.

Indemnity

14. Subject to the provisions of the Act, and in addition to the indemnity contained in regulation 118 of Table A every director, officer or official of the Company shall be entitled to be indemnified out of the assets of the Company against all losses or liabilities incurred by him in or about the proper execution and discharge of the duties of his office.



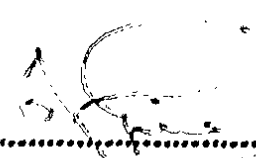
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION OF THE MEMBERS  
of  
LYNTON NOMINEES LIMITED

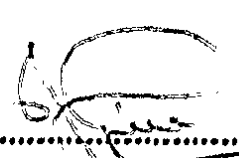
"WE, the undersigned, being all the members of the Company entitled to attend and vote at general meetings at the date of this resolution, HEREBY RESOLVE, pursuant to Section 381A of the Companies Act 1985 ("the Act"), as an elective resolution in accordance with section 379A of the Act, THAT the Company hereby elects:

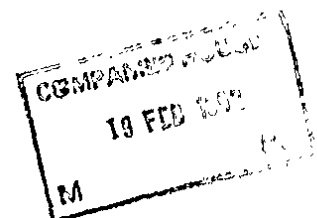
- (a) to dispense with the laying of accounts and reports before the Company in general meeting pursuant to Section 252 of the Act;
- (b) to dispense with the holding of annual general meetings pursuant to Section 366A of the Act; and
- (c) to dispense with the obligation to appoint auditors annually pursuant to Section 386 of the Act

AND THAT for as long as the above election to dispense with the annual appointment of auditors remains in force the directors be and they are hereby authorised to determine their remuneration."

Dated: 13th February 1992

  
..... Company Secretary  
For and on behalf of Lynton plc

  
.....  
J Grice and R L Everitt



Company Number 2103900

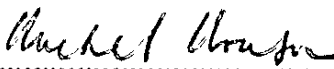
THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
WRITTEN RESOLUTION OF THE SOLE MEMBER  
of  
LYNTON NOMINEES LIMITED

I, the undersigned, being the sole member for the time being of Lynton Nominees Limited HEREBY RESOLVE, pursuant to Regulation 53 of Table A of the Companies (Tables A to F) Regulations 1985 which Regulation is incorporated in the Articles of Association of the Company, as a Special Resolution of the Company:-

SPECIAL RESOLUTION

"THAT, pursuant to S250 (1)(b) and S388A of the Companies Act 1985 (the Act), the Company be exempt from the provisions of Part VII of the Act relating to the audit of accounts and from the obligation to appoint auditors as otherwise required by Section 384 of the Act.

Dated: 21 March 1994

  
..... Company Secretary  
for and on behalf of Lynton plc

