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COMPANIES FORM No. 12

12**Statutory Declaration of compliance
with requirements on application
for registration of a company**Please do not
write in
this margin

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

To the Registrar of Companies

For official use

For official use

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

--	--	--	--	--	--

2208245

* Insert full
name of Company

Name of company

* SNOW HILL TRUSTEES LIMITED

I, CHRISTOPHER THOMAS SUMMERHAYES BELK

of 10 Maltravers Street, London, WC2R 3BS

† 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 10 Maltravers Street
London WC2R 3BS

Declarant to sign below

the tenth of December
One thousand nine hundred and Eighty Seven
before me JOHN CRAPPLE

C. T. S. Belk

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

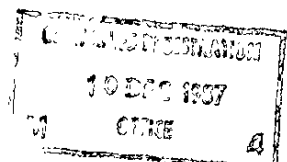
Presenter's name address and
reference (if any):JOYNSON-HICKS
10 MALTRAVERS STREET,
LONDON, WC2R 3BS.

Ref: K/MB

For official Use

New Companies Section

Post room





COMPANIES FORM No. 10

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

10

Please do not
write in
this margin

Pursuant to section 10 of the Companies Act 1985

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

To the Registrar of Companies

For official use

* Insert full name
of company

Name of company

* SNOW HILL TRUSTEES LIMITED

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

ST. PAUL'S HOUSE

WARWICK LANE

LONDON

Postcode EC4 4BN

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

JOYNSON-HICKS

10 MALTRAVERS STREET

LONDON

Postcode WC2R 3BS

Number of continuation sheets attached (see note 1)

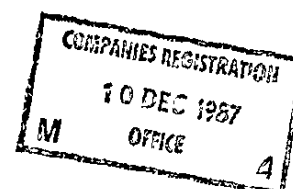
Presenter's name address and
reference (if any):

JOYNSON-HICKS
10 MALTRAVERS STREET,
LONDON, WC2R 3BS.

Ref: K/MB

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 margin

Name (note 3) NICHOLAS JOHN CODY		Business occupation
		LEGAL EXECUTIVE
Previous name(s) (note 3)		Nationality
Address (note 4) 10 MALTRAVERS STREET,		BRITISH
LONDON		Date of birth (where applicable)
Postcode	WC2R 5BS	(note 6)
Other directorships † BREWEXPERTS LIMITED		
CAPROUZE LIMITED		
BEL AIR CHARTER SERVICES LIMITED		
I consent to act as director of the company named on page 1		
Signature <i>N. J. Cody</i>		Date 6th December 1987

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


Name (note 3) CHRISTOPHER THOMAS SUMMERHAYES BELK		Business occupation
		SOLICITOR
Previous name(s) (note 3)		Nationality
Address (note 4) 10 MALTRAVERS STREET		BRITISH
LONDON		Date of birth (where applicable)
Postcode	WC2R 5BS	(note 6)
Other directorships † JOYNSON-HICKS TRUSTEE COMPANY		
C.U.M. TRUST LIMITED		
I consent to act as director of the company named on page 1		
Signature <i>C. T. S. Belk</i>		Date 4th December 1987

Name (note 3) MARTIN JAMES HENRY BURN		Business occupation
		ARTICLED CLERK
Previous name(s) (note 3)		Nationality
Address (note 4) 10 MALTRAVERS STREET		BRITISH
LONDON		Date of birth (where applicable)
Postcode	WC2R 5BS	(note 6)
Other directorships †		
I consent to act as director of the company named on page 1		
Signature <i>M. J. H. Burn</i>		Date 4th December 1987

PLEASE DO NOT
WRITE IN
THIS MARGIN

PLEASE COMPLETE
LEGIBLY, PREFERABLY
IN BLOCK TYPE, OR
BOLD BLOCK LETTERING

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)		NICHOLAS JOHN C. JY	
Previous name(s) (note 3)			
Address (notes 4 & 7)		10 MALTRAVERS STREET, LONDON	
		Postcode	WC2R 5BS
I consent to act as secretary of the company named on page 1			
Signature		Date	
		4th DEC 1987	

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

delete if the form is
signed by the
subscribers

Signature of agent on behalf of subscribers		Date
		4th DEC 87

delete if the form is
signed by an agent on
behalf of the
subscribers.

All the subscribers
must sign either
personally or by a
person or persons
authorised to sign
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

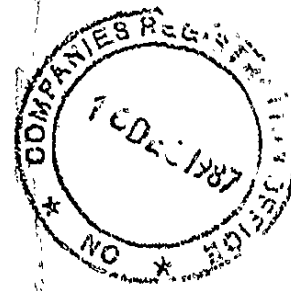
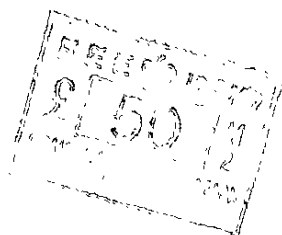
THE COMPANIES ACT 1987

COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

of

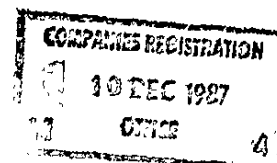
SNOW HILL TRUSTEES LIMITED



1. The name of the Company is "SNOW HILL TRUSTEES 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 undertake, discharge and carry on by the Company or by any authorised officer thereof or by one or more nominees or attorneys of the Company, and whether alone or jointly with any other person or persons, the offices and duties of trustees, custodian trustees, executors, administrators, nominees, attorneys, managers, receivers, liquidators and agents of or for any person, firm, corporation, association, club, charity, deed, scheme including pension scheme) trust fund, settlement, estate, or government,

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TSI-NW.
021548
AC90.



municipal or other authority or body and for such purposes to exercise all powers, carry out all duties and do all acts and things which the Company may lawfully do or may be entitled to do as a Trust Corporation or other trustee or in any other capacity under the terms of any instrument or statute governing any such appointment.

- (B) To undertake and execute any trust or discretion which may seem desirable, and the distribution amongst the beneficiaries, pensioners or other persons entitled thereto, of any income, capital or annuity whether periodically or otherwise, and whether in money or specie, in the furtherance of any trust, discretion, obligation or permission.
- (C) To make, deposit and enter into recognizances and bonds and otherwise give securities for the due execution of any offices or duties undertaken by the Company.
- (D) To hold, deal with, manage, direct the management of, buy, sell, exchange, mortgage, charge, lease, dispose of, or grant or acquire any right or interest in or over or upon, any real or personal property of any kind whatsoever, including contingent and reversionary interests in any property, whether the same be held by the Company beneficially or subject to the terms of any instrument or instruments or otherwise.

- (E) To carry on the businesses of financing hire purchase transactions and guaranteeing or becoming security for the payment of money or the performance of any obligation or undertaking.
- (F) To carry on the businesses of financiers, financial agents, taxation investment and financial consultants and advisers, bill discounters, company promoters, underwriters and dealers in stocks shares loans annuities commodities futures options and other securities, factors, mortgage brokers, insurance agents, insurance brokers, shipping and forwarding agents and warehousemen; to act as a confirming house and generally to enter into assist or participate in financial, commercial, mercantile, industrial and other undertakings and businesses of every kind and to carry on develop and extend the same or sell dispose of and deal with or otherwise turn the same to account.
- (G) To acquire any shares, stocks, debentures, funds, debenture stocks, bonds, obligations, mortgages, charges, options, annuities, concessions or securities by original subscription, tender, purchase, exchange or otherwise, and to subscribe for the same either conditionally or otherwise, and to underwrite and/or guarantee the subscription thereof; to exercise and enforce all rights and powers conferred by or incidental to

the ownership thereof, and to act as trustees in connection with any such securities.

- (H) To constitute, carry on, manage, sell, realise, dispose of and deal with any business comprised or included in any trust or estate of which the Company is trustee or personal representative or of which the Company is receiver administrator manager or liquidator, and to act as directors, secretaries, registrars, managers or other officers or advisers of any company whose shares, stock or other securities, or any part thereof are so comprised or included as aforesaid.
- (I) To carry on in any part of the world any other business which may seem to the Company capable of being conveniently carried on in connection with all or any of the above-mentioned businesses or objects or calculated directly or indirectly to enhance the value of or render more profitable any property, real or personal, belonging to the Company or in which the Company may be interested.
- (J) To apply for, register, purchase or otherwise acquire and protect and renew in any part of the world any patents, patent rights, brevets d'invention, trade marks, designs, copyrights, formulae, licences, processes, privileges, concessions and the like conferring any exclusive or non-exclusive or limited right to their use or

any secret or other information which may seem capable of being used for any of the purposes of the Company or the acquisition of which may seem calculated directly or indirectly to benefit the Company; to use, exercise, work, experiment and carry on research in respect of any property, rights or information of the Company whether acquired as aforesaid or otherwise and to expend money in experimenting upon, testing or improving any such patents, inventions or right and to work, grant licenses in respect of, promote, develop and otherwise turn to account all such property, rights or information as aforesaid held by the Company whether as trustee, agent, owner, licensee or otherwise.

- (K) To make, erect, construct, build, lay down or acquire by purchase, loan, lease or otherwise and from time to time maintain, renew, repair, enlarge, restrict, improve, alter, modify, rebuild, remove, replace and otherwise deal with either alone or in conjunction with any other person any buildings, works, warehouses, factories, offices or other constructions, plant, machinery and any other erection, equipment, plant work, stock, article or thing which may from time to time be requisite or convenient for carrying on or developing the business for the time being

carried on by the Company or expedient to be used therein or for the purposes thereof.

(L) To invest and deal with in any manner the moneys of the Company not immediately required and to lend and advance money or give credit to such persons or companies and on such terms as may seem expedient and in particular to customers and other having dealings with the Company and to guarantee the performance or any contract or obligation and the repayment of money of or by any such persons or companies and generally to give guarantees and indemnities.

(M) To receive money on deposit or loan and borrow or raise money in such manner as the Company shall think fit and in particular by the issue of the Debentures or Debenture Stock on whatever terms the Company may deem expedient and to secure the repayment of any money borrowed, raised or owing by mortgage, charge or lien upon the undertaking and all or any of the property or assets of the Company (both present and future) including its uncalled capital and also by a like mortgage, charge or lien to secure and guarantee the performance by the Company or any other person or company of any obligation undertaken by the Company or any person or company as the case may be.

(N) To support and subscribe to any charitable or

public object or to any institution, society or club which may be for the benefit of the Company or the employees thereof or may be connected with any town or place where the Company carries on business and to establish and maintain or procure the establishment and maintenance of any contributory or non-contributory pension or superannuation funds or Life Assurance Schemes for the benefit of and give or procure the giving of donations, gratuities, pensions, allowances or emoluments to any persons who are or were at any time in the employment or service of the Company or who are or were at any time directors or officers of the Company and the spouses, widows, widowers, families and dependants of any such persons

- (O) To draw, make, accept, indorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (P) To purchase or otherwise acquire and undertake all of any 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 and subscribe for, take, purchase or otherwise acquire and hold shares or other interests in or securities of any such company.

- (Q) To pay for any property or rights acquired by the Company and to remunerate any person or company either in cash or fully or partly paid-up shares, with or without preferred or deferred or guaranteed rights in respect of dividends or repayments of capital 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.
- (R) To take part in the management, supervision and control of the business or operations of any company or undertaking and for that purpose to appoint and remunerate any directors, trustees, accountants or other expert or agent.
- (S) To sell, exchange, lease, assign, mortgage, improve, let on rent, develop, turn to account by means of royalty or 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, property, rights and assets of the Company or any part thereof for such consideration as the Company may at its discretion think fit.
- (T) 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
- (U) 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 guaranteed rights in respect of dividends or repayments of capital 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.
- (V) To amalgamate, enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests, joint venture or reciprocal concession or co-operation with any company, firm or person carrying on or proposing to carry on any business capable of being conducted so as directly or indirectly to benefit

the 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 firm or person.

- (W) To establish or promote or concur in establishing or promoting any other company (either in the United Kingdom or abroad) 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 subscribe, hold or otherwise acquire or dispose of shares, stock or securities issued by or any other obligations of any such company.
- (X) To pay all expenses of and preliminary to or in any way relating to the formation, establishment and registration of the Company, or any negotiations, act, deed, or thing in connection therewith, and to remunerate any person or company rendering services to this Company, either by cash payments or by the allotment of shares or securities of the Company credited as paid up in full or in part, or otherwise, as may be thought expedient.

- (Y) To apply for, promote and obtain any Act of Parliament, Provincial Order or Licence of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purpose which may seem expedient and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.
- (Z) To enter into any arrangements with any governments or authorities (supreme, statutory, municipal, local or otherwise) or any bodies, companies, firms or persons that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government, authority, body, company, firm or person any charters, contracts, decrees, rights, privileges, concessions, memberships and registrations, which the Company may think desirable and to carry out, exercise, and comply with the conditions of any such charters, contracts, decrees, rights, privileges, concessions, memberships and registrations.
- (AA) To act as agents or brokers and as trustees for any person, firm or company and to undertake and perform sub-contracts and also to act in any of

the businesses of the Company through or by means of agents, brokers, sub-contractors or others.

- (BB) 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.
- (CC) To do all or any of the above things in any part of the world, and either as principals, agents, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, sub-contractors, trustees or otherwise.
- (DD) To do all such other things which in the opinion of the Company may be incidental or conducive to the above objects or any of them.

In the matters and for the purposes aforesaid to act solely or jointly with any other person, company, corporation or body as the circumstances may require.

It is hereby expressly declared that each sub-clause of this Clause shall be construed independently of the other sub-clauses hereof, and that none of the objects mentioned in any sub-clause shall be deemed to be merely subsidiary to the objects mentioned in any other sub-clause.

4 s.
5 s.

The liability of the Members is limited.

The Share Capital of the Company is £250,000 divided into 250,000 Shares of £1 each.

X
y

We, the several persons whose names, addresses and descriptions are subscribed hereto, 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
--	---

A. J. Cody
(as Mr John Cody)
10 Maltravers Street
London WC2R 3BS
Legal Executive

One

M. H. Brown
10 Maltravers Street
London WC2R 3BS
Articled Clerk

One

DATED the 4th day of December 1987

WITNESS to the above Signatures:

Bill Hickory
10 Maltravers Street
London WC2R 3BS
Legal Secretary

- 13 -

K/MB/01781/C

THE COMPANIES ACT 1985

PRIVATE LIMITED COMPANY
(LIMITED BY SHARES)

ARTICLES OF ASSOCIATION

OF

SNOW HILL TRUSTEES LIMITED

PRELIMINARY

1. Subject as hereinafter provided the Regulations contained or incorporated in Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 as amended (hereinafter called "Table A") shall constitute the regulations of the Company.
2. Regulations 8, 64, 73 to 76 (inclusive) 80, 94 and 96 of Table A shall not apply to the Company, but the remaining Regulations of Table A as altered or modified by these Articles of Association of the Company shall constitute the Regulations of the Company.
3. In these Articles words importing the singular number only shall where the context so admits include the plural number and vice versa. Words importing the masculine gender only shall include the feminine gender. Words importing persons shall include corporations. "The Act" shall mean the Companies Act, 1985.

PRIVATE COMPANY

4. The Company is a private limited company and in accordance with section 81 of the Act shall not offer to the public (whether for cash or otherwise) any shares in or debentures of the Company, nor allot, or agree to allot any such shares or debentures with a view to all or any of them being offered for sale to the public.

CAPITAL

5. The initial authorised share capital of the Company is £250,000 divided into 250,000 Ordinary Shares of £1 each.

6. (A) The Directors shall not allot, issue, grant options over or otherwise deal with or dispose of any of the unissued Shares in the authorised share capital of the Company or allot, issue, grant options over or otherwise deal with or dispose of any further shares in the Company unless the Company has previously by a Special Resolution authorised the same.

(B) Any Shares may be issued by the Company on the terms that they are, or at the option of the Company or the holder of such Shares are liable, to be redeemed on such terms and in such manner as the Company before the issue of the Shares may by Special Resolution determine.

(C) Any shares issued by the Company may be purchased by it on such terms and in such manner as shall comply with the requirements of Chapter VII of the Act.

7. (A) Any authority given to the Directors to issue shares in the capital of the Company under sub-Articles 6(A) and (B):-

(i) shall extend to and include the issue of any other form of security which is, by its terms of issue, capable of being converted into ordinary shares of the Company, provided that on allotment the nominal amount of such security together with the nominal amount of shares in the capital of the Company issued prior to the aforesaid date of allotment does not exceed the then authorised share capital of the Company;

(ii) shall cease on the fifth anniversary of the date of the Special Resolution authorising the relevant issue or on such earlier date as the Company may by Special Resolution determine until such authority is renewed in such manner as the members may resolve by Special Resolution but otherwise in accordance with section 80 of the Act;

(iii) shall be subject to such variations and amendments as the Company may by special resolution resolve; and

(iv) shall include power to allot equity securities as defined in section 94 of the Act as if section 89(1) thereof did not apply.

(B) Where the said authority to issue shares is given varied revoked or renewed in connection with any variation of the rights attaching to any class of shares in the Company then the provisions of section 125 of the Act shall apply to such variation.

8. The rights of pre-emption contained in sections 89 and 90 of the Act shall not apply to the allotment of

equity securities (as defined in the said section 94) of the Company.

LIEN

9. The Company shall have a first and paramount lien on every 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 standing registered in the name of any person for all moneys presently payable by him or by 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 regulation. The Company's lien, if any, on a share shall extend to all dividends payable thereon.

TRANSFER OF SHARES

10. In Regulation 24 of Table A in the first sentence the words "which is not fully paid" shall be deleted and the words "whether or not it is a fully paid share" shall be substituted therefor.

GENERAL MEETINGS

11. Every notice convening a General Meeting shall comply with the provisions of section 372 of the Act as to giving information to members in regard to their right to appoint proxies.

PROCEEDINGS AT GENERAL MEETINGS

12. The sentence "If at the adjourned meeting a quorum is not present within half-an-hour from the time appointed for the meeting the meeting shall be dissolved" shall be added at the end of Regulation 41 of Table A.

DIRECTORS

13. Unless otherwise determined by ordinary resolution the number of Directors (other than alternate Directors) shall not be more than ten and shall not be less than three.

14. The first Directors of the Company shall be the persons named as the first Directors of the Company in the statement delivered under section 10(2)(a) of the Act.

APPOINTMENT AND RETIREMENT OF DIRECTORS

15. The Directors shall not be required to retire by rotation and all references to retirement of Directors by rotation in Regulations 77 to 79 inclusive of Table A shall be deleted.

BORROWING POWERS

16. 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.

PROCEEDINGS OF DIRECTORS

17. A Director who is in any way whether directly or indirectly interested in a contract or proposed contract with the Company shall declare his interest in the manner required by section 317 of the Act. Any director may vote in respect of any such contract or proposed contract and, if he does vote, shall be capable of constituting a quorum at any meeting of the Directors at which any such contract or proposed contract shall come before the Board for consideration.

INDEMNITY

18. Subject to the provisions of Section 310 of the Act and in addition to such indemnity as is contained in Regulation 118 of Table A, every Director and other Officer 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 execution and discharge of the duties of his office.

INFORMATION

19. The Directors may at any time require any person whose name is entered in the Register of Members of the Company to furnish them with any information, supported (if the Directors so require) by a Statutory Declaration, which the Directors may consider necessary for the purpose of determining whether or not the Company is a close company as defined by Section 282 of the Income & Corporation Taxes Act 1970 or any statutory modification or re-enactment thereof.

Names, Addresses and Descriptions of Subscribers

A. J. Bay
10, Maltman Street
London WC2R 3BS
Legal Executive

M. H. Brown
10 Maltman Street
London WC2R 3BS
Partied clerk

DATED the 4th day of December 1987

WITNESS to the above Signatures:-

G. M. Vickery
10 Maltman Street
London WC2R 3BS
Legal Secretary

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

M E M O R A N D U M

- and -

A R T I C L E S O F A S S O C I A T I O N

- of -

SNOW HILL TRUSTEES LIMITED

K/MB/01781/C

Messrs. Joynson-Hicks
10 Maltravers Street
London WC2R 3BS

Ref : K/RJW

Date: 8th October 1987

FILE COPY



**CERTIFICATE OF INCORPORATION
OF A PRIVATE LIMITED COMPANY**

No. 2208245

I hereby certify that

SNOW HILL TRUSTEES 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 24 DECEMBER 1987

A handwritten signature in cursive script, likely belonging to an authorised officer.

an authorised officer