



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  
(Address overleaf)

For official use

For official use

Name of company

\* Insert full  
name of Company

\*  
SPRINT EVEN LIMITED

I, JAMES LOWE  
of PRINCES BUILDING, 7 QUEEN ST., NEWCASTLE UPON  
TYNE, NE1 3XL signing on behalf of THE NOMINEE TWO  
LIMITED.

† 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 NEWCASTLE UPON TYNE

Declarant to sign below

the THIRTIETH day of NOVEMBER  
One thousand nine hundred and NINETY TWO  
before me [Signature]

Solicitor.  
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):

J & L LOWE & COMPANY

Princes Building

7 Queen St.

Newcastle upon Tyne

NE1 3XL. 091 213 0772

For official Use

New Companies Section

Post room

300.332

9.12.92



C O M P A N I E S H O U S E

10

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

This form should be completed in black.

Company name (in full)

CN

2772324

For official use ☐

SPRINT EVEN LIMITED

Registered office of the company on  
incorporation.

RO

PRINCES BUILDING  
7 QUEEN STREET

Post town

NEWCASTLE

County/Region

UPON TYNE

Postcode

NE1 3XL

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

☐

Name

RA

JIM LOWE & COMPANY

Princes Building

7 Queen Street

Post town

Newcastle

NE1 3XL G 0772

County/Region

Postcode

Number of continuation sheets attached

☐

To whom should Companies House  
direct any enquiries about the  
information shown in this form?

JIM LOWE & COMPANY

Princes Building

7 Queen Street

Newcastle upon Tyne

NE1 3XL G 0772

Postcode

Telephone

Extension

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

**Consent signature**

**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth

Business occupation

Other directorships

\* Voluntary details

**Consent signature**

CS

JL NOMINEE TWO LIMITED

AD

PRINCES BUILDING

7 QUEEN STREET

Post town NEWCASTLE UPON

County/Region

TYNE

Postcode

NE1 3XL

Country

I consent to act as secretary of the company named on page 1

On Behalf of JL Nominee Two Limited

Signed

Elaine Gibbon

Date

23-11-92

CD

JL NOMINEE ONE LIMITED

AD

PRINCES BUILDING

7 QUEEN STREET

Post town: NEWCASTLE UPON

County/Region

TYNE

Postcode

NE1 3XL

Country

DO

Nationality

NA

OC

OD

I consent to act as director of the company named on page 1

On Behalf of JL Nominee One Limited

Signed

Elaine Gibbon

Date

23-11-92

**Directors** (continued)  
(See notes 1 - 5)

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
 In the case of a corporation, give the  
 registered or principal office address.

Date of birth  
Business occupation  
Other directorships

\* Voluntary details

**Consent signature**

<b>CD</b>	
<b>AD</b>	
Post town	
County/Region	
Postcode	Country
<b>DO</b>	Nationality <b>NA</b>
<b>OC</b>	
<b>OD</b>	
I consent to act as director of the company named on page 1	
Signed	Date

Delete if the form  
 is signed by the  
 subscribers.


23-11-92

Signature of agent on behalf of all subscribers      Date

Delete if the form  
 is signed by an  
 agent on behalf of  
 all 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

## MEMORANDUM OF ASSOCIATION OF

SPRINT EVEN

LIMITED  
25 JAN 1992  
COMPANIES  
HOUSE

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

(a) To carry on business as a general commercial company.  
(b) To carry out any activity and to effect any transaction whatsoever whether or not that activity or transaction is incidental or conducive to the carrying on of any trade or business by the Company.

(c) Without prejudice to the generality of paragraphs 3(a) and (b) or to the objects and powers of the Company derived from Section 3A of the Companies Act 1985 the Company has the following objects: -

(i) To purchase or by any other means acquire any interest in any property (real or personal) or rights whatsoever, and to dispose of, use, deal with mortgage, charge, sell, dispose of, turn to account, grant licences, options, rights and privileges in respect of, or otherwise deal with all or any part of the property and rights of the Company, or exercise any of the rights of an owner of such property or interest in property.

(ii) To acquire any other company or business whatsoever or all or any of the assets or liabilities of any company or business or of the persons carrying on any business, or to acquire an interest in, amalgamate with, or enter into partnership or into any arrangement with any company, business or person and control, manage, finance, subsidise, co-ordinate or otherwise assist any company, business or person, and to provide administrative, technical, commercial and other services and facilities of all kinds, and to make payments for and on behalf of any company business or person, and to enter any other arrangements which may seem desirable with respect to any business or operations of, or generally with respect to, any company, business or person or otherwise to assist any such company, business or person.

(iii) To invest and deal with the Company's money and other assets and property in any manner whatsoever.

(iv) To lend and advance money or give credit on any terms and for any purpose whatsoever and with or without security and to grant any mortgages, charges, securities and encumbrances over all or any of the Company's property, or any interest therein and to enter into guarantees, contracts of indemnity and suretyships of all kinds.

(v) To borrow and raise or secure the payment of money in such manner and upon such terms as the company may think fit and to enter with or without consideration into any guarantee, contract of indemnity or counter-indemnity or suretyship whether by personal covenant or otherwise to receive money on deposit or loan upon any terms and in particular but without limiting the generality of the foregoing to secure or guarantee in any manner and upon any terms the payment of any money secured by or payable under or in respect of any shares, debentures, charges, contracts or securities or obligations of any kind of any person, authority or company, British or foreign, including in particular but without limiting the generality of the foregoing, any company which is, within the meaning of Section 736 of the Companies Act 1985 (or any statutory re-enactment or modification thereof) in relation to the company a subsidiary or a holding company or a subsidiary of any such holding company and for any such purposes to mortgage or charge the undertaking and all or any part of the property, assets and rights of the company both present and future, including uncalled capital, and to create and issue redeemable debentures or debenture stock, bonds or other obligations.

(vi) To subscribe for, take, purchase, or otherwise acquire, hold, sell, deal with and dispose of, place and underwrite shares, stocks, debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any other company constituted or carrying on business in any part of the world, and debentures, debenture stocks, bonds, obligations or securities issued or guaranteed by any government or authority, municipal, local or otherwise, in any part of the world.

(vii) To sell or otherwise dispose of the whole or any part of the business or property of the company, either together or in portions, for such consideration as the Company may think fit, and in particular for shares, debentures, or securities of any company purchasing the same.

(viii) To pay all or any expenses incurred in connection with the promotion, formation and incorporation of the Company, or to contract with any person, firm or company to pay the same, and to pay commissions to brokers and others for underwriting, placing, selling, or guaranteeing the subscription of any shares or other securities of the Company.

(ix) To make gifts and donations and to support and subscribe to any charitable or public object or any institution, society, or club; to give or award pensions, annuities, gratuities, and superannuation or other allowances or benefits or charitable aid and generally to provide

NC  
3 DEC 1992  
COMPANIES  
HOUSE

111873

advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company, business or person whatsoever and to the spouses, former spouses, children and other relatives and dependants of such persons; to make payments towards insurance; and to set up, establish, support and maintain pensions and other funds or schemes for the benefit of any such persons.

(x) To give any such financial assistance as is mentioned in Sections 151 to 158 of the Companies Act 1985 (including any re-enactment or modification thereof), provided that the giving of such assistance is in accordance with those provisions.

(xi) To distribute among the Members of the Company in kind any property of the Company of whatever nature.

None of the objects in any paragraph of this Clause shall be restrictively construed but each provision shall be given the widest possible interpretation, and none of the objects set out above shall be restricted to being exercised in a way which is incidental or conducive to the carrying on of any business by the Company, or shall in any way be limited or restricted by reference to or inference from any other object or objects or the name of the Company; and none of the objects in any paragraph of this Clause shall be deemed to be subsidiary or ancillary to any of the objects specified in any other paragraph, and the Company shall have as full a power to exercise each and every one of the objects as though each such paragraph contained the objects of a separate company.

4. The liability of the Members is limited.

5. The Company's share capital is £ 100 divided into 100 shares of £1 each.

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

JL Nominee One Limited  
Princes Building, 7 Queen Street,  
Newcastle upon Tyne, NE1 3XL

*Elaine Gibbon*  
(Authorised signatory)

JL Nominee Two Limited  
Princes Building, 7 Queen Street,  
Newcastle upon Tyne, NE1 3XL

*Elaine Gibbon*  
(Authorised signatory)

Total: Two

Dated : 23.11.92

Witness to the above signatures:

Margaret Moran  
Princes Building, 7 Queen Street,  
Newcastle upon Tyne, NE1 3XL

*M. Moran*

#### Interpretation

In these regulations -

"Table A" means Table A in the Schedule to the Companies (Tables A to F) Regulations 1985 (SI 1985 No. 805) as amended by the Companies (Tables A to F) (Amendment) Regulations 1985 (SI 1985 No. 1052)

Unless the context requires otherwise, words or expressions in these regulations have the same meaning as in Table A.

#### Preliminary

1. (a) The regulations in Table A apply to the company except in so far as they are excluded or varied by these articles.

#### Allotment of shares

2. (a) Shares which are part of the authorised share capital with which the company is incorporated shall be under the control of the directors who may (subject to section 80 of the Act and to paragraph (f) below) allot, grant options over or otherwise dispose of such shares, to such persons, on such terms and in such manner as they think fit.

(b) All shares which are not comprised in the authorised share capital with which the company is incorporated, and which the directors propose to issue, shall first be offered to the members in proportion (as nearly as they may be) to the number of shares in the company already held by them respectively, unless the general meeting directs otherwise by special resolution. The offer shall be made by notice in writing specifying the number of shares offered, and stating a period (of not less than fourteen days) within which the offer, if not accepted, will be deemed to have been declined. After the expiration of that period, those shares which have been declined, or which are deemed to have been declined, shall be offered to the members who have, within the stated period, accepted all the shares offered to them. Such further offer shall be made in like terms, in the same proportions and the same manner, and limited by a like period as the original offer.

(c) Any shares not accepted in response to such offer (or further offer) as is mentioned in paragraph (b), or which cannot be offered except by dividing shares into fractions, shall be under the control of the directors, who may allot, grant options over or otherwise dispose of them to such persons, on such terms and in such manner as they think fit, provided that they shall not be disposed of on terms which are more favourable than the terms on which they were offered to the members.

(d) Any shares released from the provisions of paragraph (b) by special resolution shall be under the control of the directors, who may (subject to section 80 of the Act and to paragraph (f) below) allot, grant options over or otherwise dispose of them to such persons, on such terms and in such manner as they think fit

(e) In accordance with section 91(1) of the Act, sections 89(1) and 90(1) to (6) (inclusive) of the Act (which impose statutory rights of pre-emption) shall not apply to the company.

(f) The directors are generally and unconditionally authorised for the purposes of section 80 of the Act to exercise any power of the company to allot and grant rights to subscribe for, or convert securities into, shares of the company up to the amount of the authorised share capital with which the company is incorporated at any time or times during the period of five years from the date of incorporation and the directors may, after that period, allot any shares or grant any such rights under this authority in pursuance of an offer or agreement so to do made by the company within that period. The authority hereby given may at any time (subject to section 80) be renewed, revoked or varied by Ordinary Resolution of the company in general meeting.

#### Transfer of Shares

3. The directors may, in their absolute discretion and without assigning any reason therefor, decline to register the transfer of a share, whether or not it is a fully paid share, and the first sentence of Article 24 of Table A shall not apply to the company.

#### Lien on shares

4. The lien conferred by Article 8 of Table A shall attach also to fully paid shares, 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 person indebted or under liability to the company (whether that person is the full registered holder of those shares or one of two or more joint holders) for all sums presently payable by him or his estate to the company.

#### Non-payment of calls

5. The liability of any member in default in respect of a call shall be increased by the addition at the end of the first sentence of Article 18 of Table A of the words "and all expenses that may have been incurred by the company by reason of such non-payment".

#### Notices of General Meetings

6. Every notice convening a general meeting shall comply with the provisions of section 372(3) of the Act as to giving information to members in regard to their right to appoint proxies; and notices of, and other communications relating to, any general meeting which any member is entitled to receive shall be sent to the directors and to the auditors of the company.

#### Quorum

7. (a) If a quorum is not present within half an hour from the time appointed for the start of a general meeting the meeting shall be adjourned to the same day in the next week at the same time and place, or to such other day and at such other time and place as the directors may determine; and if at the adjourned general meeting a quorum is not present within half an hour from the time appointed for its start, such adjourned general meeting shall be dissolved.

(b) Article 41 of Table A shall not apply to the company.

#### Number of Directors

8. (a) Article 64 of Table A shall not apply to the company.

(b) The maximum number and the minimum number of directors may be determined from time to time by Ordinary Resolution in general meeting of the company. Subject to and in default of any such determination, there shall be no maximum number of directors and the minimum number shall be one. Whenever the minimum number of directors is one, a sole director shall have authority to exercise all the powers and discretions vested in the directors generally, and Article 89 of Table A (which relates to the quorum at board meetings) is modified accordingly.

#### Appointment of Directors

9. (a) No person shall be appointed a director at any general meeting unless either:-

(i) he is recommended by the directors; or

(ii) not less than fourteen nor more than thirty-five clear days before the date appointed for the general meeting, notice signed by a member qualified to vote at the general meeting has been given to the company of the intention to propose that person for appointment, together with notice signed by that person of his willingness to be appointed.

(b) Subject to paragraph (a) above, the company may by Ordinary Resolution in general meeting appoint any person who is willing to act to be a director, either to fill a vacancy or as an additional director.

(c) The directors may appoint a person who is willing to act to be a director, either to fill a vacancy or as an additional director, provided that the appointment does not cause the number of directors to exceed any number determined in accordance with Article 8 as the maximum number of directors and for the time being in force.

#### Retirement of Directors

10. The directors shall not be required to retire by rotation and Articles 73 to 80 (inclusive) of Table A shall not apply to the company.

#### Directors' Borrowing Powers

11. The directors may exercise all the powers of the company to borrow money without limit as to amount and upon such terms and in such manner as they think fit and, subject (in the case of any security convertible into shares) to section 80 of the Act, to grant any mortgage, charge or standard security over the company's undertaking, property and uncalled capital, or any part thereof, and 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.

#### Alternate Directors

12. (a) An alternate director shall not be entitled as such to receive any remuneration from the company, except that he may be paid by the company such part (if any) of the remuneration otherwise payable to his appointor as such appointor may by notice in writing to the company from time to time direct, and the first sentence of Article 66 of Table A shall be modified accordingly.

(b) A director, or any such other person as is mentioned in Article 65 of Table A, may act as an alternate director to represent more than one director, and an alternate director shall be entitled at any meeting of the directors or of any committee of the directors to one vote for every director



whom he represents in addition to his own vote (if any) as a director, but he shall count as only one for the purpose of determining whether a quorum is present.

#### **Gratuities and pensions**

13. (a) The directors may exercise the powers of the company conferred by Clause 3 (c) (ix) of the Memorandum of Association of the company and shall be entitled to retain any benefits received by them or any of them by reason of the exercise of any such powers.

(b) Article 87 of Table A shall not apply to the company.

#### **Directors Interests in Transactions**

14. (a) At any meeting of the directors (or of any Committee of the directors) a director may vote on any resolution, notwithstanding that it in any way concerns or relates to a matter in which he has, directly or indirectly, any kind of interest. If he does vote on any such resolution, his vote shall be counted. Such a director shall be counted as part of the quorum present at the meeting (and in relation to such a resolution) whether or not the director votes on the resolution.

(b) Articles 94 to 97 (inclusive) of Table A shall not apply to the company.

#### **Company Seal**

15. (a) If the company has a seal it shall be used only with the authority of the directors or of a Committee of directors. The directors may determine who shall sign any instrument to which the seal is affixed and unless otherwise so determined it shall be signed by a director and by the Secretary or second director. The obligation under Article 6 of Table A relating to the sealing of share certificates shall apply only if the company has a seal. Article 101 of Table A shall not apply to the company.

(b) The company may exercise the powers conferred by section 39 of the Act with regard to having an official seal for use abroad, and those powers shall be vested in the directors.

#### **Indemnity**

16. (a) Every director, or other officer or Auditor of the company shall be indemnified out of the assets of the company against all losses or liabilities which he may sustain or incur in or about the execution of the duties of his office or otherwise in relation thereto, including any liability incurred by him in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted, or in connection with any application under section 144 or section 727 of the Act in which relief is granted to him by the Court; and no director or other officer shall be liable for any loss, damage or misfortune which may happen to to be incurred by the company in the execution of the duties of his office or in relation thereto. But this Article shall have effect only in so far as its provisions are not avoided by section 310 of the Act.

(b) The directors may purchase and maintain for any director, officer or auditor of the company, insurance against any such liability as is referred to in section 310(1) of the Act.

(c) Article 118 of Table A shall not apply to the company.

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Names and addresses of subscribers

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JL Nominee One Limited  
Princes Building, 7 Queen Street,  
Newcastle upon Tyne, NE1 3XL

*Elaine Gibson*  
(Authorised signatory)

JL Nominee Two Limited  
Princes Building, 7 Queen Street,  
Newcastle upon Tyne, NE1 3XL

*Elaine Gibson*  
(Authorised signatory)

---

Dated 23.11.92

Witness to the above signatures:

Margaret Moran  
Princes Building, 7 Queen Street,  
Newcastle upon Tyne, NE1 3XL

X

*M. Moran*

FILE COPY



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

No. 2772324

I hereby certify that

**SPRINTEVEN 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 9 DECEMBER 1992

  
P. BEVAN

an authorised officer

# COMPANIES HOUSE

If you need to contact us regarding  
this notice, please quote reference

THE DIRECTORS  
SPRINTEVEN LIMITED  
24B HALLGATES  
HEXHAM  
NORTHUMBERLAND  
NE46 1XD

DEF6/ 02772324

Date: 21 JUNE 1994

## COMPANIES ACT 1985 (Section 652)

The REGISTRAR OF COMPANIES gives NOTICE  
that, unless cause is shown to the contrary,  
at the expiration of 3 months from the  
above date the name of

SPRINTEVEN LIMITED

will be struck off the register and  
the company will be dissolved.

COMPANIES HOUSE  
CARDIFF  
CF4 3UZ

Tel: Cardiff (0222) 380061

863

FILE COPY

dti

Companies House is an executive agency within the Department of Trade and Industry

HD602

# DISSOLVED

02772324      SPRINTEVEN LIMITED

This Company was struck off the Register under Section  
652(5) of the Companies Act 1985 on    4   OCTOBER    1994  
and dissolved by notice in the London Gazette dated    11   OCTOBER    1994

*E L Beal.*

E L BEAL (Mrs)

*for Registrar*

DEF 1 SENT	00/00/00
DEF 2 SENT	24/01/94
DEF 3 SENT	02/03/94
FIRST GAZ	21/06/94



\*027723244\*

CO 47/1170/95

2712324

IN THE NEWCASTLE UPON TYNE COUNTY COURT

NO 95 OF 1995

I N      T H E      M A T T E R      o f      S P R I N T E V E N   L I M I T E D

- and -

I N      T H E      M A T T E R      o f      T H E   C O M P A N I E S   A C T   1 9 8 5

-----

UPON THE APPLICATION of the Allied Irish Banks plc a  
creditor of the above named on the 13 December 1995 preferred  
unto this Court

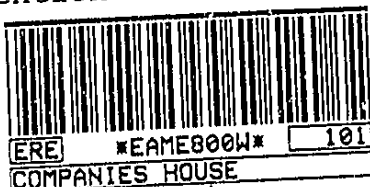
AND UPON HEARING the Solicitor for the Applicant and the  
Registrar of Companies (the Respondent) consenting

AND UPON READING the evidence

AND there being no opposition on behalf of Her Majesty to  
the relief sought by the said Application as appears from the  
said Affidavit of *Rowan Patrick Dwyer* and the exhibit thereto

THIS COURT DOTH ORDER that the name of the above named  
Sprinteven Limited be restored to the Register of Companies

AND IT IS ORDERED that an Office Copy of this Order to be  
delivered to the Registrar of Companies AND pursuant to the above  
mentioned Act the said Sprinteven Limited is thereupon to be

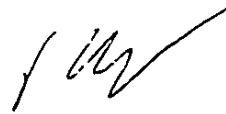


27/09/96

deemed to have continued in existence as its name had not been struck off`

AND IT IS ORDERED that the Registrar of Companies do advertise notice of this Order in his official name in the "London Gazette"

AND IT IS ORDERED that the Applicant the said Allied Irish Banks plc do pay to the Registrar of Companies his costs of the said Application such costs agreed in the sum of £325.00



10 SEP 96

District Judge

We consent to an Order being made in the terms of the above draft

*Messrs Keenlyside & Forster*

Messrs Keenlyside & Forster  
90 Greg Street  
Newcastle upon Tyne  
NE1 6AG

Solicitor for the Applicants  
Allied Irish Banks plc

*Treasury Solicitor*

Treasury Solicitor  
Queen Anne's Chambers  
28 Broadway  
London SW1H 9JS

L95/8750G/DJC  
0171 210 3137

RESTORED TO THE REGISTER

Order delivered for  
registration.....*27th Sept 96*

Notice published in  
the London Gazette of.....*27th Oct 96*