

THE COMPANIES ACT 2006
PRIVATE COMPANY LIMITED BY SHARES
MEMORANDUM OF SHARE CAPITAL

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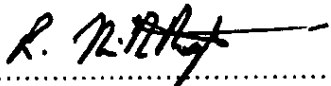
LEAFIELD HOLDINGS LIMITED
("the Company")

25th September 2009

We, the undersigned, being all of the directors of the Company, make this memorandum of share capital (the "Memorandum") pursuant to and in accordance with section 644 of the Companies Act 2006 in connection with the proposed reduction of the share capital of the Company from £4,950,000 divided into 120,000 ordinary shares of £1 each ("Ordinary Shares"), 3,750,000 "A" cumulative participating redeemable preference shares of £1 each ("A Preference Shares") and 1,080,000 "B" cumulative participating redeemable preference shares of £1 each ("B Preference Shares") to £4,450,000 divided into 120,000 Ordinary Shares, 3,250,000 A Preference Shares and 1,080,000 B Preference Shares by the cancellation of 500,000 A Preference Shares registered in the name of Robin Thistlethwayte.

Memorandum

The allotted, called up and fully paid share capital of the Company as reduced by the Written Resolutions dated 25th September 2009 is £4,250,000 divided into 100,000 ordinary shares of £1 each, 3,250,000 "A" cumulative participating redeemable preference shares of £1 each ("A Preference Shares") and 900,000 "B" cumulative participating redeemable preference shares of £1 each. A copy of the Written Resolutions is appended to this Memorandum.



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Robin Thistlethwayte
Director

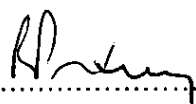


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Mark Thistlethwayte
Director





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David Horner
Director



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Ronald Priestley
Director