

001983

20



CHWP000

This form must be completed for all
'Place of Business' registrations
(See note below for re-registration
from a 'Branch')

This form should be completed in black.



691

Return and declaration delivered for registration of a place of business of an overseas company

(Pursuant to section 691 of the Companies Act 1985)

Previous branch number
(if applicable)

Company name

Country of incorporation

For official
use only

ABBOTT CAPITAL MANAGEMENT LLC

USA

Address of place of business in
Great Britain

75 DAVIES STREET

Post town LONDON

County / Region

Postcode W1K 5HT

Either

Constitution of the company
(See notes 1 and 2)
(A certified English translation must
be included)

* Delete as applicable

Mark appropriate box(es)

A certified copy of the

#



Instrument(s) constituting or defining the constitution of
the company, and



A certified translation

* is / are delivered for registration

OR

The company must deliver
certified copies of its
constitutional documents
(with certified translations),
and the particulars of the
company's directors and
secretary
However, if the company is
closing a branch registration
and effecting a place of business
registration, it may rely on the
documents or the particulars of
the directors and secretary
previously filed in
that part of Great Britain, provided
any relevant alterations to those
documents have been updated
on the register

(04/02)

The

#



The constitutional documents (and a certified translation*)

* and / or



Particulars of the current directors and secretary(ies)

were previously delivered in respect of a branch of the company
registered at this registry

Branch

WEDNESDAY



APED82MM

A26

27/08/2008

186

COMPANIES HOUSE

Directors (See notes 3 4 and 5)

Name * Style/Title

Forenames

Surname

* Honours etc

Previous forenames

Previous surname

** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address.

Address **

☐

Date of birth

(See note 5)

Business occupation (if any) If none other directorships

☐ CD

MATTHEW MICHAEL

SMITH

☐ AD

3L PORTMAN MANSIONS

CHILTERN STREET

Post town LONDON

County / Region

Postcode W1U 5AN

Country UK

☐ DO 3 0 0 1 1 9 6 9Nationality ☐ NA USA☐ OC

MANAGING DIRECTOR

☐ OD

Name * Style/Title

Forenames

Surname

* Honours etc

Previous forenames

Previous surname

** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office

Address **

☐

Date of birth

(See note 5)

Business occupation (if any) If none other directorships

☐ CD

THADDEUS IVES

GRAY

☐ AD

1165 FIFTH AVENUE, APT 6/7D

Post town NEW YORK

County / Region

Postcode NY10029

Country USA

☐ DO 3 0 1 1 1 9 5 9Nationality ☐ NA USA☐ OC

INVESTMENT MANAGER

☐ OD

* Voluntary details

Directors (See notes 3,4 and 5)

Name * Style/Title

Forenames

Surname

* Honours etc

Previous forenames

Previous surname

" Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address

Address "

Date of birth

(See note 5)

Business occupation (if any) If none other directorships

CD

JONATHAN DAVID

ROTH

AD

277 WEST END AVENUE, APT 2C

Post town NEW YORK

County / Region

Postcode NY 10023

Country USA

DO 0 9 0 2 1 9 6 4

Nationality NA USA

OC

INVESTMENT MANAGER

OD

Name * Style/Title

Forenames

Surname

* Honours etc

Previous forenames

Previous surname

" Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office

Address "

Date of birth

(See note 5)

Business occupation (if any) If none other directorships

CD

KATHRYN JAN

STOKEL

AD

2 SLEEPY HOLLOW LANE

Post town PRINCETON JUNCTION

County / Region

Postcode NJ 08550

Country USA

DO 2 2 0 8 1 9 5 3

Nationality NA USA

OC

INVESTMENT MANAGER

OD

* Voluntary details

Directors (See notes 3, 4 and 5)

Name * Style/Title

Forenames

Surname

* Honours etc

Previous forenames

Previous surname

" Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address

Address "

☐

Date of birth

(See note 5)

Business occupation
(if any) If none
other directorships

CD

LAUREN MARIE

MASSEY

AD 235 EAST 22nd STREET, APT 15L

Post town NEW YORK

County / Region

Postcode NY 10010

Country USA

DO 2 2 1 2 1 9 6 5

Nationality NA USA

OC CHIEF FINANCIAL OFFICER

OD

Name

* Style/Title

Forenames

Surname

* Honours etc

Previous forenames

Previous surname

" Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office

Address "

☐

Date of birth

(See note 5)

Business occupation
(if any) If none
other directorships

CD

MEREDITH LEIGH

RERISI

AD 17 WEST 67th STREET, APT 10F

Post town NEW YORK

County / Region

Postcode NY 10023

Country USA

DO 2 3 0 2 1 9 7 5

Nationality NA USA

OC INVESTMENT MANAGER

OD

* Voluntary details

Directors (See notes 3, 4 and 5)

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

** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address

Previous surname

Address **

☐

Date of birth

(See note 5)

Business occupation
(if any) If none
other directorships

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

Previous surname

** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office

Address **

☐

Date of birth

(See note 5)

Business occupation
(if any) If none
other directorships

* Voluntary details

CD			
RAYMOND LEONARD			
HELD			
AD	1088 PARK AVENUE, APT 9D		
Post town		NEW YORK	
County / Region			
Postcode		NY 10128	Country
			USA
DO	1	5	0
	9	1	9
	4	2	
Nationality		NA	USA
OC	INVESTMENT MANAGER		
OD			

CD			
CHARLES HENRY			
VAN HORNE			
AD	350 WEST 57th STREET, APT 18C		
Post town		NEW YORK	
County / Region			
Postcode		NY 10019	Country
			USA
DO	0	1	0
	6	1	9
	5	1	
Nationality		NA	USA
OC	MARKETING AND CLIENT SERVICES		
OD			

Directors (See notes 3 4 and 5)

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

** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office address.

Previous surname

Address **

☐

Date of birth

(See note 5)

Business occupation
(if any) If none
other directorships

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

** Tick this box if the address shown is a service address for the beneficiary of a Confidentiality Order granted under section 723B of the Companies Act 1985 otherwise, give your usual residential address. In the case of a corporation, give the registered or principal office

Previous surname

Address **

☐

Date of birth

(See note 5)

Business occupation
(if any) If none
other directorships

* Voluntary details

CD			
STANLEY EDWARD			
PRATT			
AD	53 ABBOTT ROAD		
Post town WELLESLEY HILLS			
County / Region			
Postcode MA 02481		Country USA	
DO	2	1	0 7 1 9 3 1
OC	RETIRED		
OD			

CD			
AD			
Post town			
County / Region			
Postcode		Country	
DO			
OC			
OD			

Company C
(See notes 4 and 6)

- **Style/Title**

Surname

* Honours etc

Previous forenames

Previous surname

Address ^{††}

11

- **Style/Title**

Forenames

Surname

* Honours etc

Previous forenames

Previous surname

Address **

114

Person(s) authorised

List of some one or more persons resident in Great Britain authorised to accept on the company's behalf services of process and any notice required to be served on it.

- **Style/Title**

Forenames

Surname

Address

* Voluntary details

CS	
AD	

Post town _____

County / Region _____

Postcode _____ Country _____

[illegible]

MATTHEW MICHAEL
SMITH
3L PORTMAN MANSIONS
CHILTERN STREET
Post town LONDON
Country / Region UK Postcode W1U 5AN

Declaration (See note 8)

Full name and address

[†] delete as applicable

MATTHEW MICHAEL SMITH
of (address) 3L PORTMAN MANSIONS, CHILTERN STREET
LONDON, W1U 5AN

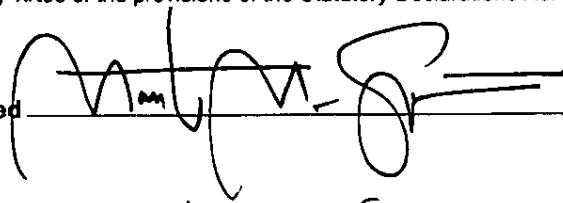
a [†] director/ [†] secretary/ [†] person authorised to accept on the company's behalf
service of process or any notices required to be served on it, do solemnly and
sincerely declare that the company established its place of business in Great
Britain on

Day Month Year
1 6 0 6 2 0 0 8

(enter date)

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

Signed

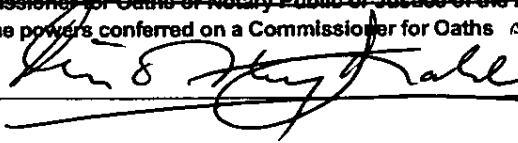


Declared at 75 JAVIES STREET
LONDON W1K 5HT

on Day Month Year

1 5 0 8 2 0 0 8

before me TIMOTHY DRAKE, SOLICITOR
~~A Commissioner for Oaths or Notary Public or Justice of the Peace or Solicitor~~
having the powers conferred on a Commissioner for Oaths (See note 8)



Number of continuation sheets attached

4

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

TENON

AMBERLEY PLACE, 107-111 PEASCOD STREET

WINDSOR, BERKSHIRE Postcode SL4 1TE

Telephone 01753 754400 Extension

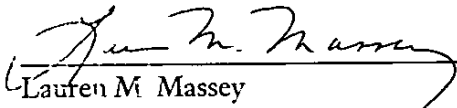
Please ensure the form is fully
completed and then send it to
the Registrar of Companies at
(See note 9)

Companies House, Crown Way, Cardiff CF14 3UZ
for companies establishing a place of business in England and Wales
Companies House, 37 Castle Terrace, Edinburgh EH1 2EB
for companies establishing a place of business in Scotland

DX 235 Edinburgh
or LP - 4 Edinburgh 2

ACKNOWLEDGEMENT

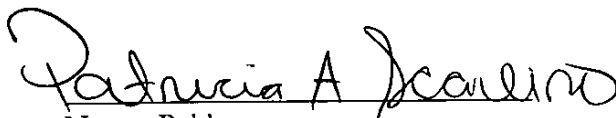
I confirm that the attached documents are true and correct copies of the Certificate of Formation of Abbott Capital Management, LLC and the certification of the formation from the Office of the Secretary of State of the State of Delaware



Lauren M. Massey
Managing Director - Finance & Administration

July 29, 2008
Date

Subscribed to and sworn before me the 29th day of July, 2008



Notary Public

PATRICIA A. SCARLINO
Notary Public - State of New York
No. 01SC6135353
Qualified in New York County
My Commission Expires 10/17/2009

State of Delaware
Office of the Secretary of State

PAGE 1

I, EDWARD J. FREEL, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY "ABBOTT CAPITAL MANAGEMENT, LLC" IS DULY FORMED UNDER THE LAWS OF THE STATE OF DELAWARE AND IS IN GOOD STANDING AND HAS A LEGAL EXISTENCE SO FAR AS THE RECORDS OF THIS OFFICE SHOW, AS OF THE TWENTIETH DAY OF MAY, A.D. 1997.

AND I DO HEREBY FURTHER CERTIFY THAT THE ANNUAL TAXES HAVE NOT BEEN ASSESSED TO DATE.



A handwritten signature in cursive script, reading "Edward J. Freel".

Edward J. Freel, Secretary of State

2752735 8300

971163739

AUTHENTICATION

8473169

DATE

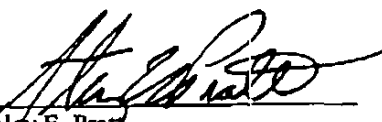
05-20-97

STATE of DELAWARE
CERTIFICATE of FORMATION
of
ABBOTT CAPITAL MANAGEMENT, LLC

This Certificate of Formation of Abbott Capital Management, LLC, dated as of this 19th day of May, 1997, is being duly executed and filed by the undersigned as an authorized person, for the purpose of forming a limited liability company under the Delaware Limited Liability Company Act (6 Delaware Code § 18-101, *et seq*) (the "Act") pursuant to Section 18-201 of the Act

- FIRST:** The name of the limited liability company is Abbott Capital Management, LLC.
- SECOND:** The address of its registered office in the State of Delaware is Corporation Trust Center, 1209 Orange Street, in the City of Wilmington, County of New Castle, Delaware 19801. The name of its Registered Agent at such address is The Corporation Trust Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Abbott Capital Management, LLC this 19th day of May, 1997


Stanley E. Pratt
Member



FILE COPY

CERTIFICATE OF REGISTRATION

OF AN OVERSEA COMPANY

Establishment of a Place of Business

Company No. FC028537

The Registrar of Companies for England and Wales hereby certifies that

ABBOTT CAPITAL MANAGEMENT LLC

has this day been registered under Section 691 of the Companies Act 1985 as
having established a place of business in England and Wales

Given at Companies House on 29th August 2008.



Companies House
— for the record —



THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES