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OS IN01

Registration of an overseas company opening a UK establishment



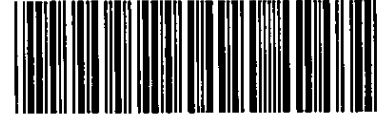
Companies House

A fee is payable with this form
Please see 'How to pay' on the last page

☒ **What this form is for**
You may use this form to register a
UK establishment

☒ **What this form is NOT for**
You cannot use this form to ch
the details of an existing comp
officer or establishment

FRIDAY



A27LJ5QR
A10 03/05/2013 #243
COMPANIES HOUSE
A08 12/04/2013 #362
COMPANIES HOUSE

Part 1 Overseas company details (Name)

For official use

A1 Corporate name of overseas company

Corporate name ①

ALLISON & PARTNERS LLC

Do you propose to carry on business in the UK under the corporate name as
incorporated in your home state or country, or under an alternative name?

- To register using your corporate name, go to **Section A3**
- To register using an alternative name, go to **Section A2**

→ Filling in this form

Please complete in typescript (10pt
or above), or in bold black capitals

All fields are mandatory unless
specified or indicated by *

① This must be the corporate name in
the home state or country in which
the company is incorporated

A2 Alternative name of overseas company *

Please show the alternative name that the company will use to do business
in the UK

Alternative name
(if applicable) ②

② A company may register an
alternative name under which it
proposes to carry on business in the
United Kingdom under Section 1048
of the Companies Act 2006. Once
registered it is treated as being its
corporate name for the purposes of
law in the UK

A3 Overseas company name restrictions ③

This section does not apply to a European Economic Area (EEA) company
registering its corporate name

Please tick the box only if the proposed company name contains sensitive or
restricted words or expressions that require you to seek comments of a
government department or other specified body

- ☐ I confirm that the proposed company name contains sensitive or restricted
words or expressions and that approval, where appropriate, has been
sought of a government department or other specified body and I attach a
copy of their response

③ Overseas company name restrictions

A list of sensitive or restricted words
or expressions that require consent
can be found in guidance available
on our website
www.companieshouse.gov.uk

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Part 2 Overseas company details**B1 Particulars previously delivered**

Have particulars about this company been previously delivered in respect of another UK establishment ❶

→ No Go to Section B2

→ Yes Please enter the registration number below and then go to Part 5 of the form Please note the original UK establishment particulars must be filed up to date

❶ The particulars are legal form, identity of register, number in registration, director and secretaries details, whether the company is a credit or financial institution, law, governing law, accounting requirements, objects, share capital, constitution, and accounts

UK establishment
registration number

B R

B2 Credit or financial institution

Is the company a credit or financial institution? ❷

☐ Yes

☒ No

❷ Please tick one box

B3 Company details

If the company is registered in its country of incorporation, please enter the details below

Legal form ❸

Limited Liability Company

Country of
incorporation *

UNITED STATES OF AMERICA

Identity of register
in which it is
registered ❹

Office of the Secretary of State of the State of Delaware

Registration number in
that register

2 7 - 1 7 9 0 0 9 6

❸ Please state whether or not the company is limited Please also include whether the company is a private or public company if applicable

❹ This will be the registry where the company is registered in its parent country

B4 EEA or non-EEA member state

Was the company formed outside the EEA?

→ Yes Complete Sections B5 and B6

→ No Go to Section B6

B5 Governing law and accounting requirements

Please give the law under which the company is incorporated

Governing law ❺

Delaware Limited Liability Company Act

Is the company required to prepare, audit and disclose accounting documents under parent law?

→ Yes Complete the details below

→ No Go to Part 3

❺ This means the relevant rules or legislation which regulates the incorporation of companies in that state

OS IN01**Registration of an overseas company opening a UK establishment**

Please give the period for which the company is required to prepare accounts by parent law

From	d	d	m	m
To	d	d	m	m

Please give the period allowed for the preparation and public disclosure of accounts for the above accounting period

Months

B6**Latest disclosed accounts**

Are copies of the latest disclosed accounts being sent with this form? Please note if accounts have been disclosed, a copy must be sent with the form, and, if applicable, with a certified translation ❶

☐ Yes

Please indicate what documents have been disclosed

☐ Please tick this box if you have enclosed a copy of the accounts

☐ Please tick this box if you have enclosed a certified translation of the accounts

☐ Please tick this box if no accounts have been disclosed

❶ Please tick the appropriate box(es)

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Part 3

Constitution

C1

Constitution of company

The following documents must be delivered with this application

- Certified copy of the company's constitution and, if applicable, a certified translation

Please tick the appropriate box(es) below

- ☒ I have enclosed a certified copy of the company's constitution ^①
- ☐ I enclose a certified translation, if applicable ^②

^① A certified copy is defined as a copy certified as correct and authenticated by - the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator

^② A certified translation into English must be authenticated by the secretary or a director of the company, permanent representative, administrator, administrative receiver, receiver manager, receiver and liquidator

C2

EEA or non-EEA member state

Was the company formed outside the EEA?

- Yes Go to Section C3
- No Go to Part 4 'Officers of the company'

C3

Constitutional documents

Are all of the following details in the copy of the constitutional documents of the company?

- Address of principal place of business or registered office in home country of incorporation
 - Objects of the Company
 - Amount of issued share capital
- Yes Go to Part 4 'Officers of the company'
- No If any of the above details are not included in the constitutional documents, please enter them in Section C4

The information is not required if it is contained within the constitutional documents accompanying this registration

C4

Information not included in the constitutional documents

Please give the address of principal place of business or registered office in the country of incorporation ^①

Building name/number	505
Street	Sansome Street
	7th Floor
Post town	San Francisco
County/Region	CA 94111
Postcode	<input type="text"/>
Country	USA
	Please give the objects of the company and the amount of issued share capital
Objects of the company ^②	Public Relations
Amount of issued share capital ^③	USD 1

^① This address will appear on the public record

^② Please give a brief description of the company's business

^③ Please specify the amount of shares issued and the value

Part 4**Officers of the company**

Have particulars about this company been previously delivered in respect of another UK establishment?

- **Yes** Please ensure you entered the registration number in **Section B1** and then go to **Part 5** of this form
- **No** Complete the officer details

For a secretary who is an individual, go to **Section D1**, for a corporate secretary, go to **Section E1**, for a director who is an individual, go to **Section F1**, or for a corporate director, go to **Section G1**

Continuation pages

Please use a continuation page if you need to enter more officer details.

Secretary**D1****Secretary details^①**

Use this section to list all the secretaries of the company
Please complete **Sections D1-D3** For a corporate secretary, complete **Sections E1-E5** Please use a continuation page if necessary

Full forename(s)

Scott

Surname

Allison

Former name(s)^②**① Corporate details**

Please use **Sections E1-E5** to enter corporate secretary details

② Former name(s)

Please provide any previous names which have been used for business purposes during the period of this return. Married women do not need to give former names unless previously used for business purposes

D2**Secretary's service address^①**

Building name/number

505 Sansome Street

Street

7th Floor

Post town

San Francisco

County/Region

California 94111

Postcode

Country

USA

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address

If you provide your residential address here it will appear on the public record

D3**Secretary's authority**

Please enter the extent of your authority as secretary. Please tick one box

Extent of authority

- ☐ Limited ^①
- ☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

- ☒ Alone
- ☐ Jointly ^②

If applicable, name(s) of person(s) with whom you are acting jointly

^① If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

^② If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Corporate secretary

E1 Corporate secretary details^①

Use this section to list all the corporate secretaries of the company
Please complete Sections E1-E5 Please use a continuation page if necessary

Name of corporate body or firm	
Building name/number	
Street	
Post town	
County/Region	
Postcode	
Country	

① Registered or principal address
This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number.

E2 Location of the registry of the corporate body or firm

Is the corporate secretary registered within the European Economic Area (EEA)?

- Yes Complete Section E3 only
- No Complete Section E4 only

E3 EEA companies^②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/firm is registered ^③	
Registration number	

② EEA
A full list of countries of the EEA can be found in our guidance www.companieshouse.gov.uk

③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

E4 Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the corporate body or firm	
Governing law	
If applicable, where the company/firm is registered ^④	
If applicable, the registration number	

④ Non-EEA
Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

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E5**Corporate secretary's authority**

	<p>Please enter the extent of your authority as corporate secretary Please tick one box</p>	<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<p><input type="checkbox"/> Limited ❶</p> <p><input type="checkbox"/> Unlimited</p>	
Description of limited authority, if applicable	<p>Are you authorised to act alone or jointly? Please tick one box</p>	
	<p><input type="checkbox"/> Alone</p> <p><input type="checkbox"/> Jointly ❷</p>	
If applicable, name(s) of person(s) with whom you are acting jointly		

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Director**F1****Director details ^①**

Use this section to list all the directors of the company. Please complete Sections F1-F4. For a corporate director, complete Sections G1-G5. Please use a continuation page if necessary.

Full forename(s)	Scott Wheeler																
Surname	Allison																
Former name(s) ^②																	
Country/State of residence ^③	USA																
Nationality	American																
Date of birth	<table><tr><td>d</td><td>1</td><td>d</td><td>4</td><td>m</td><td>1</td><td>m</td><td>0</td><td>y</td><td>1</td><td>y</td><td>9</td><td>y</td><td>6</td><td>y</td><td>3</td></tr></table>	d	1	d	4	m	1	m	0	y	1	y	9	y	6	y	3
d	1	d	4	m	1	m	0	y	1	y	9	y	6	y	3		
Business occupation (if any) ^④	Public Relations																

① Corporate details

Please use Sections G1-G5 to enter corporate director details.

② Former name(s)

Please provide any previous names which have been used for business purposes in the last 20 years. Married women do not need to give former names unless previously used for business purposes.

③ Country/State of residence

This is in respect of your usual residential address as stated in Section F3.

④ Business occupation

If you have a business occupation, please enter here. If you do not, please leave blank.

F2**Director's service address ^⑤**

Building name/number	505 Sansome Street
Street	7th Floor Suite 700
Post town	San Francisco
County/Region	California 94111
Postcode	
Country	USA

⑤ Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

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F4

Director's authority

	Please enter the extent of your authority as director Please tick one box		<p>❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below</p> <p>❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below</p>
Extent of authority	<input type="checkbox"/> Limited ❶ <input checked="" type="checkbox"/> Unlimited		
Description of limited authority, if applicable			
	Are you authorised to act alone or jointly? Please tick one box		
	<input checked="" type="checkbox"/> Alone <input type="checkbox"/> Jointly ❷		
If applicable, name(s) of person(s) with whom you are acting jointly			

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Registration of an overseas company opening a UK establishment

Corporate director

G1

Corporate director details ^①

Use this section to list all the corporate directors of the company
Please complete G1-G5 Please use a continuation page if necessary

Name of corporate
body or firm

Building name/number

Street

Post town

County/Region

Postcode

Country

^① Registered or principal address

This is the address that will appear on the public record. This address must be a physical location for the delivery of documents. It cannot be a PO box number (unless contained within a full address), DX number or LP (Legal Post in Scotland) number

G2

Location of the registry of the corporate body or firm

Is the corporate director registered within the European Economic Area (EEA)?

- Yes Complete Section G3 only
- No Complete Section G4 only

G3

EEA companies ^②

Please give details of the register where the company file is kept (including the relevant state) and the registration number in that register

Where the company/
firm is registered ^③

Registration number

^② EEA

A full list of countries of the EEA can be found in our guidance
www.companieshouse.gov.uk

^③ This is the register mentioned in Article 3 of the First Company Law Directive (68/151/EEC)

G4

Non-EEA companies

Please give details of the legal form of the corporate body or firm and the law by which it is governed. If applicable, please also give details of the register in which it is entered (including the state) and its registration number in that register

Legal form of the
corporate body
or firm

Governing law

If applicable, where
the company/firm is
registered ^④

If applicable, the
registration number

^④ Non-EEA

Where you have provided details of the register (including state) where the company or firm is registered, you must also provide its number in that register

OS IN01

Registration of an overseas company opening a UK establishment

G5**Corporate director's authority**

	Please enter the extent of your authority as corporate director Please tick one box	
Extent of authority	<input type="checkbox"/> Limited ^❶ <input type="checkbox"/> Unlimited	
Description of limited authority, if applicable		^❶ If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below ^❷ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below
	Are you authorised to act alone or jointly? Please tick one box <input type="checkbox"/> Alone <input type="checkbox"/> Jointly ^❷	
If applicable, name(s) of person(s) with whom you are acting jointly		

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Part 5

UK establishment details

H1

Documents previously delivered - constitution

Has the company previously registered a certified copy of the company's constitution with material delivered in respect of another UK establishment?

→ No Go to Section H3

→ Yes Please enter the UK establishment number below and then go to Section H2

UK establishment
registration number

B R

H2

Documents previously delivered – accounting documents

Has the company previously delivered a copy of the company's accounting documents with material delivered in respect of another UK establishment?

→ No Go to Section H3

→ Yes Please enter the UK establishment number below and then go to Section H3

UK establishment
registration number

B R

Sections H3 and H4 must be completed in all cases

H3

Delivery of accounts and reports

Please state if the company intends to comply with accounting requirements with respect to this establishment or in respect of another UK establishment ①

☒ In respect of this establishment Please go to Section H4

☐ In respect of another UK establishment Please give the registration number below, then go to Section H4

① Please tick the appropriate box

UK establishment
registration number

B R

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H4**Particulars of UK establishment ①**

	Please enter the name and address of the UK establishment		① Address This is the address that will appear on the public record
Name of establishment	ALLISON+PARTNERS UK LIMITED		
Building name/number	8/9		
Street	CARLISLE STREET		
	2ND FLOOR		
Post town	LONDON		
County/Region			
Postcode	W 1 D 3 B P		
Country			
	Please give the date the establishment was opened and the business of the establishment		
Date establishment opened	2 7 0 2 2 0 1 3		
Business carried on at the UK establishment	Public Relations		

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Registration of an overseas company opening a UK establishment

Part 6**Permanent representative**

Please enter the name and address of every person authorised to represent the company as a permanent representative of the company in respect of the UK establishment

J1**Permanent representative's details**

Please use this section to list all the permanent representatives of the company
Please complete Sections J1-J4

Continuation pages

Please use a continuation page if you need to enter more details

Full forename(s)

Susan

Surname

Hughes

J2**Permanent representative's service address ①**

Building name/number

8/9

Street

Carlise Street

Post town

London

County/Region

Postcode

W 1 D 3 B P

Country

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address.

If you provide your residential address here it will appear on the public record.

J3**Permanent representative's authority**

Please enter the extent of your authority as permanent representative
Please tick one box

Extent of authority

☐ Limited ②☒ Unlimited

Description of limited authority, if applicable

Are you authorised to act alone or jointly? Please tick one box

☐ Alone☒ Jointly ③

If applicable, name(s) of person(s) with whom you are acting jointly

Scott Allison

② If you have indicated that the extent of your authority is limited, please provide a brief description of the limited authority in the box below

③ If you have indicated that you are not authorised to act alone but only jointly, please enter the name(s) of the person(s) with whom you are authorised to act below

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Part 7

Person authorised to accept service

Does the company have any person(s) in the UK authorised to accept service of documents on behalf of the company in respect of its UK establishment?

→ Yes Please enter the name and service address of every person(s) authorised below

→ No Tick the box below then go to Part 8 'Signature'

☒ If there is no such person, please tick this box

K1

Details of person authorised to accept service of documents in the UK

Please use this section to list all the persons' authorised to accept service below
Please complete Sections K1-K2

Continuation pages
Please use a continuation page if you need to enter more details

Full forename(s)

Surname

K2

Service address of person authorised to accept service ^①

Building name/number

Street

Post town

County/Region

Postcode

Country

① Service address

This is the address that will appear on the public record. This does not have to be your usual residential address. Please note, a DX address would not be acceptable.

OS IN01

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Part 8

Signature

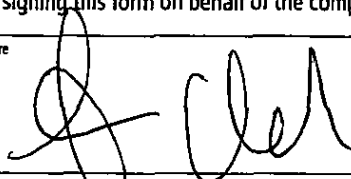
This must be completed by all companies

I am signing this form on behalf of the company

Signature

Signature

X



X

This form may be signed by
Director, Secretary, Permanent representative

OS IN01

Registration of an overseas company opening a UK establishment



Presenter information

You do not have to give any contact information, but if you do it will help Companies House if there is a query on the form. The contact information you give will be visible to searchers of the public record.

Contact name Maria Katsapaou

Company name Jeffreys Henry LLP

Address Finsgate
5-7 Cranwood Street

Post town London

County/Region

Postcode E C 1 V 9 E E

Country United Kingdom

DX

Telephone 020 7309 2224



Checklist

We may return forms completed incorrectly or with information missing

Please make sure you have remembered the following:

- ☐ The overseas corporate name on the form matches the constitutional documents exactly
- ☐ You have included a copy of the appropriate correspondence in regard to sensitive words, if appropriate
- ☐ You have included certified copies and certified translations of the constitutional documents, if appropriate
- ☐ You have included a copy of the latest disclosed accounts and certified translations, if appropriate
- ☐ You have completed all of the company details in Section B3 if the company has not registered an existing establishment
- ☐ You have complete details for all company secretaries and directors in Part 4 if the company has not registered an existing establishment
- ☐ Any addresses given must be a physical location. They cannot be a PO Box number (unless part of a full service address), DX or LP (Legal Post in Scotland) number
- ☐ You have completed details for all permanent representatives in Part 6 and persons authorised to accept service in Part 7
- ☐ You have signed the form
- ☐ You have enclosed the correct fee



Important information

Please note that all information on this form will appear on the public record, apart from information relating to usual residential addresses.



How to pay

A fee of £20 is payable to Companies House in respect of a registration of an overseas company. Make cheques or postal orders payable to 'Companies House'.



Where to send

You may return this form to any Companies House address, however for expediency we advise you to return it to the appropriate address below.

England and Wales

The Registrar of Companies, Companies House,
Crown Way, Cardiff, Wales, CF14 3UZ
DX 33050 Cardiff

Scotland

The Registrar of Companies, Companies House,
Fourth floor, Edinburgh Quay 2,
139 Fountainbridge, Edinburgh, Scotland, EH3 9FF
DX ED235 Edinburgh 1
or LP - 4 Edinburgh 2 (Legal Post)

Northern Ireland

The Registrar of Companies, Companies House,
Second Floor, The Linenhall, 32-38 Linenhall Street,
Belfast, Northern Ireland, BT2 8BG
DX 481 N R Belfast 1

Higher protection

If you are applying for, or have been granted, higher protection, please post this whole form to the different postal address below:
The Registrar of Companies, PO Box 4082,
Cardiff, CF14 3WE



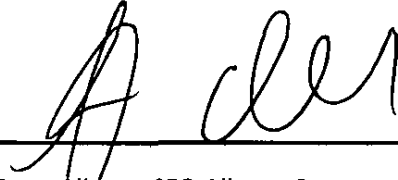
Further information

For further information, please see the guidance notes on the website at www.companieshouse.gov.uk or email enquiries@companieshouse.gov.uk

This form is available in an alternative format. Please visit the forms page on the website at www.companieshouse.gov.uk



I certify that attached is the official Limited Liability Company Agreement for Allison & Partners, LLC



Scott Allison, CEO Allison+Partners

3/21/13

DATE

Delaware

PAGE 1

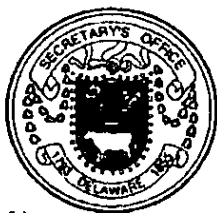
The First State

I, JEFFREY W. BULLOCK, SECRETARY OF STATE OF THE STATE OF DELAWARE, DO HEREBY CERTIFY THE ATTACHED IS A TRUE AND CORRECT COPY OF THE CERTIFICATE OF FORMATION OF "ALLISON & PARTNERS LLC", FILED IN THIS OFFICE ON THE TWENTY-NINTH DAY OF JANUARY, A.D. 2010, AT 1 01 O'CLOCK P.M.

4782977 8100

100087793

You may verify this certificate online
at corp.delaware.gov/authver.shtml




Jeffrey W. Bullock, Secretary of State
AUTHENTICATION: 7787733

DATE: 01-29-10

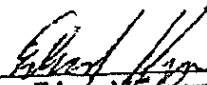
State of Delaware
Secretary of State
Division of Corporations
Delivered 01:05 PM 01/29/2010
FILED 01:01 PM 01/29/2010
SRV 100087793 - 4782977 FILE

CERTIFICATE OF FORMATION
OF
ALLISON & PARTNERS LLC

First: The name of the limited liability company is Allison & Partners LLC

Second: The address of its registered office in the State of Delaware is 2711 Centerville Road, Suite 400 in the City of Wilmington, Delaware 19808
The name of its Registered Agent at such address is Corporation Service Company.

IN WITNESS WHEREOF, the undersigned has executed this Certificate of Formation of Allison & Partners LLC this 29th day of January, 2010


Name: Edward Kipperman
Title Authorized Person

LIMITED LIABILITY COMPANY AGREEMENT

OF

ALLISON & PARTNERS LLC

The undersigned is executing this Limited Liability Company Agreement (the "Agreement") as of January 29, 2010 for the purpose of forming a limited liability company (the "Company") pursuant to the provisions of the Delaware Limited Liability Company Act, 6 Del. C § 18-101 et seq., as amended from time to time (the "Act"), and does hereby agree as follows

1. Formation. A certificate of formation of the Company (the "Certificate") was executed and filed with the Office of the Secretary of State of the State of Delaware on January 29, 2010

2. Name. The name of the Company shall be "Allison & Partners LLC", or such other name as the Member may from time to time hereafter designate

3. Definitions. Capitalized terms not otherwise defined herein shall have the meanings set forth therefor in Section 18-101 of the Act

4. Purpose. The Company is formed for the purpose of engaging in any lawful business permitted by the Act or the laws of any jurisdiction in which the Company may do business. The Company shall have the power to engage in all activities and transactions which the Member deems necessary or advisable in connection with the foregoing.

5. Offices, Registered Agent

(a) The principal place of business and office of the Company shall be located at, and the Company's business shall be conducted from, such place or places as the Member may designate from time to time

(b) The address of the registered office of the Company in the State of Delaware shall be c/o Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808

(c) The name and address of the registered agent of the Company for service of process on the Company in the State of Delaware shall be Corporation Service Company, 2711 Centerville Road, Suite 400, Wilmington, Delaware 19808. The Member may from time to time change the registered agent or office by an amendment to the Certificate

6. Member. Allison Brown Holdings Inc is the sole member of the Company (the "Member") The business address of the Member is 505 Sansome Street, 7th Floor, San Francisco, California 94111

7. Term. The term of the Company commenced on the date of filing of the Certificate in accordance with the Act and shall continue until the Company is dissolved and its affairs are wound up in accordance with Section 16 of this Agreement and a certificate of cancellation is filed in accordance with the Act.

8. Officers. The Company may employ and retain persons as may be necessary or appropriate for the conduct of the Company's business, including employees and agents who may be designated as officers with titles, including, but not limited to, "chairman", "chief executive officer," "president," "vice president," "treasurer," "secretary," "managing director," "chief financial officer," "assistant treasurer," and "assistant secretary" as and to the extent authorized by the Member and with such powers as authorized by the Member

9. Powers. The business and affairs of the Company shall be managed by the Member in accordance with the provisions of this Agreement. The Member shall have the power to do any and all acts necessary or convenient to or for the furtherance of the purposes described herein, including all powers, statutory or otherwise, possessed by any member under the laws of the State of Delaware. Each of the Member and the officers is hereby designated as an authorized person, within the meaning of the Act, to execute, deliver and file the certificate of formation of the Company (and any amendments and/or restatements thereof) and any other certificates (and any amendments and/or restatements thereof) necessary for the Company to qualify to do business in a jurisdiction in which the Company may wish to conduct business. The execution by one officer or Member of any of the foregoing certificates (and any amendments and/or restatements thereof) shall be sufficient.

10. Management. The Member shall have the exclusive right to manage the business and affairs of the Company and may delegate such management rights, powers, duties and responsibilities to one or more officers or such other person or persons designated by them as they may determine; provided that such delegation by the Member shall not cause the Member to cease being a member of the Company. Pursuant to its discretion to do so under this Section 10, the Member hereby delegates to each of the officers the nonexclusive power and authority to act as an agent of the Company and, in such capacity, to bind the Company in the ordinary course of the Company's business and to execute any and all documents to be signed by the Company.

11. Capital Contributions. The Member shall make capital contributions to the Company from time to time as determined by the Member, which amounts shall be set forth in the books and records of the Company.

12. Transfers of Member Interest. The Member may sell, assign, pledge or otherwise transfer or encumber (collectively, a "Transfer") any of its limited liability company interests in the Company to any person so long as such Transfer is in writing.

13. Resignation. The Member shall have the right to resign from the Company so long as such resignation is in writing. The provisions hereof with respect to distributions upon resignation are exclusive, and no Member shall be entitled to claim any further or different distribution upon resignation under Section 18-604 of the Act or otherwise.

14. Distributions and Allocations. Distributions of cash or other assets of the Company shall be made at such times and in such amounts as the Member may determine. Distributions, if made, shall be made to (and profits and losses of the Company shall be allocated to) the Member.

15. Return of Capital The Member has the right to receive any distributions that include a return of all or any part of such Member's capital contribution; provided that upon the dissolution and winding up of the Company, the assets of the Company shall be distributed as provided in Section 18-804 of the Act.

16. Dissolution. The Company shall be dissolved and its affairs wound up upon the occurrence of an event causing a dissolution of the Company under Section 18-801 of the Act, except the Company shall not be dissolved upon the occurrence of an event that terminates the continued membership of a Member if (i) at the time of the occurrence of such event there are at least two Members of the Company, or (ii) within ninety (90) days after the occurrence of such event, all remaining Members agree in writing to continue the business of the Company and to the appointment, effective as of the date of such event, of one or more additional Members. In the event of dissolution, the Company shall conduct only such activities as are necessary to wind up its affairs (including the sale of the assets of the Company in an orderly manner), and the assets of the Company shall be applied in the manner, and in the order of priority set forth in Section 18-804 of the Act.

17. Amendments This Agreement may be amended only upon the written consent of the Member

18. Other Business. The Member may engage in or possess an interest in other business ventures of every kind and description, independently or with others. The Company shall not have any rights in or to such independent ventures or the income or profits therefrom by virtue of this Agreement

19. Limited Liability The Member shall not have any liability for the debts, obligations or liabilities of the Company except to the extent provided by the Act.

20. Exculpation; Indemnification Neither the Member, the officers nor any of their respective affiliates or agents (collectively, "Covered Persons") shall be liable to the Company or any other person or entity who has an interest in the Company for any loss, damage or claim incurred by reason of any act or omission performed or omitted by such Covered Person in good faith on behalf of the Company and in a manner reasonably believed to be within the scope of the authority conferred on such Member or officer, as applicable, by this Agreement. To the fullest extent permitted by applicable law, each Covered Person shall be entitled to

indemnification from the Company for any loss, damage or claim incurred by such Covered Person by reason of any act or omission performed or omitted by such Covered Person in good faith on behalf of the Company and in a manner reasonably believed to be within the scope of the authority conferred on such Member or officer, as applicable, by this Agreement, provided, however, that any indemnity under this Section 20 shall be provided out of and to the extent of Company assets only, and neither the Member nor the officer, as applicable, nor any other Covered Person, shall have personal liability on account thereof.

21. Amendments. This Agreement may be amended or modified only in writing signed by the Member.

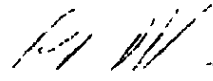
22. Governing Law. This Agreement shall be governed by, and construed in accordance with, the laws of the State of Delaware, without regard to principles of conflict of laws thereof

[Remainder of Page Intentionally Left Blank.]

IN WITNESS WHEREOF, the undersigned has duly executed this Limited Liability Company Agreement as of the date first written above

ALLISON BROWN HOLDINGS INC
as the Member

By



Name Edward Kipperman
Title Authorized Person

Execution Copy

MEMBERSHIP UNIT PURCHASE AGREEMENT

MEMBERSHIP UNIT PURCHASE AGREEMENT (this "**Agreement**") dated May 4, 2010, by and among **MDC CORPORATE (US) INC.**, a Delaware corporation (the "**Purchaser**"), **ALLISON BROWN HOLDINGS, INC.**, a California corporation ("**Allison Holdco**"); **Scott Allison** ("**SA**"), **Andrew Hardie-Brown** ("**AHB**") and **Scott Pansky** ("**SP**", together with SA and AHB, individually a "**Founding Partner**" and collectively, the "**Founding Partners**")

WITNESSETH:

WHEREAS, **Allison Partners LLC**, a Delaware limited liability company ("**Allison Partners**"), was formed on January 29, 2010, with Allison Holdco as its initial member,

WHEREAS, on the date hereof (the "**Asset Conveyance Date**"), Allison Holdco contributed substantially all of the assets and disclosed liabilities, as well as any liabilities incurred by Allison Holdco in the ordinary course of its ongoing business (the "**Business**") to Allison Partners pursuant to a General Assignment, Bill of Sale and Assumption Agreement attached hereto as **Exhibit A** (the "**Conveyance Document**"), in exchange for an aggregate of 100% of the membership interests of Allison Partners ("**Membership Units**"),

WHEREAS, Allison Holdco desires to sell, and the Purchaser desires to purchase, 51% of the issued and outstanding membership interests in Allison Partners represented by 510 Class A Units (the "**Purchased Units**"), pursuant to the provisions of this Agreement such that after giving effect to such purchase, the Membership Units will be owned as follows: the Purchaser – 51% and Allison Holdco – 49%. The Purchaser shall have a priority return in respect of its Membership Units and shall have 51% of the voting rights of the members of Allison Partners,

WHEREAS, simultaneously with the execution and delivery of this Agreement, the Purchaser, Allison Holdco and Allison Partners are executing and delivering an Amended and Restated Limited Liability Company Agreement of Allison Partners attached hereto as **Exhibit B** (the "**Operating Agreement**"),

NOW, THEREFORE, in consideration of the mutual covenants and agreements set forth in this Agreement, and for other good and valuable consideration, the receipt and sufficiency of which are hereby acknowledged, the parties do hereby agree as follows



FILE COPY

**CERTIFICATE OF REGISTRATION
OF AN OVERSEA COMPANY**

(Registration of a UK establishment)

Company No. FC031345

UK Establishment No. BR016412

The Registrar of Companies hereby certifies that

ALLISON & PARTNERS LLC

has this day been registered under the Companies Act 2006 as having
established a UK Establishment in the United Kingdom.

Given at Companies House on **9th May 2013**.



Companies House



**THE OFFICIAL SEAL OF THE
REGISTRAR OF COMPANIES**