
LIMITED COMPANY HAVING A SHARE CAPITAL

MEMORANDUM OF ASSOCIATION

of

CANADIAN ASHLAND OIL (U.K.) LIMITED

1. The name of the Company is Canadian Ashland Oil (U.K.) 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 search for, develop, produce, transport, refine, acquire and market throughout the world, solid liquid and gaseous hydro-carbon and other minerals and their products and by-products; to carry on the business of extracting, pumping, drawing, transporting and purifying and dealing in petroleum and other mineral oils; to search for, inspect, examine and explore, work, take on lease, purchase or otherwise acquire, and sell, lands and places which may seem to the Company capable or possibly capable of affording a supply of mineral oils, and to establish, utilise and turn to account pumping stations, pipelines and other works and conveniences suitable for the purpose; to apply for, obtain and hold licences for any of the purposes mentioned.

No change

(B) To carry on any other trade or business whatsoever which can, in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or is ancillary to any of the above businesses or the general business of the Company.

(C) To purchase or otherwise acquire for any estate or interest any property or assets or any concessions, licences, grants, patents, trade marks or other exclusive or non-exclusive rights of any kind which may appear to be necessary or convenient for any business of the company, and to develop and turn to account and deal with the same in such manner as may be thought expedient, and to make experiments and tests and to carry on all kinds of research work.

(D) To borrow and raise money and to secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit, and in particular by mortgages and charges upon the undertaking and all or any of the property and assets (present and future) and the uncalled capital of the company, or by the creation and issue on such terms and conditions as may be thought expedient of debentures, debenture stock or other securities of any description.

(E) To subscribe for, underwrite, purchase or otherwise acquire and to hold, dispose of and deal with the shares, stock, securities and evidences of indebtedness or of the right to participate in profits or assets or other similar documents issued by any government, authority, corporation or body, or by any company or body of persons, and any options or rights in respect thereof,

and to buy and sell foreign exchange.

(F) To draw, make, accept, endorse, discount, negotiate, execute and issue and to buy, sell and deal in bills of exchange, promissory notes and other negotiable or transferable instruments.

(G) To amalgamate or enter into partnership or any joint purse or profit-sharing arrangement with and to co-operate in any way with or assist or subsidise any company, firm or person and to purchase or otherwise acquire and undertake all or any part of the business, property and liabilities of any person, body or company carrying on any business which this company is authorised to carry on or possessed of any property suitable for the purposes of the company.

(H) To promote or concur in the promotion of any company, the promotion of which shall be considered desirable.

(I) To lend money to and guarantee the performance of the contracts or obligations of any company, firm or person, and the payment and repayment of the capital and principal of and dividends, interest or premiums payable on any stock, shares and securities of any company, whether having objects similar to those of this company or not, and to give all kinds of indemnities.

(J) To sell, lease, grant licences, easements and other rights over, and in any other manner deal with or dispose of the undertaking, property, assets, rights and effects of the company or any part thereof for such consideration as may be thought fit, and in particular for stocks, shares

or securities of any other company whether fully or partly paid up.

(K) To procure the registration or incorporation of the company in or under laws of any place outside England.

(L) To subscribe or guarantee money for any national, charitable, benevolent, public, general or useful object or for any exhibition, or for any purpose which may be considered likely directly or indirectly to further the objects of the company or the interests of its members.

(M) To grant pensions or gratuities to any employees or ex-employees and to officers and ex-officers (including directors and ex-directors) of the company or its predecessors in business, or the relations, connections or dependants of any such persons, and to establish or support associations, institutions, clubs, funds and trusts which may be considered calculated to benefit any such person or otherwise advance the interests of the company or of its members, and to establish and contribute to any scheme for the purpose by trustees of shares in the company to be held for the benefit of the company's employees, and to lend money to the company's employees to enable them to purchase shares of the company, and to formulate and carry into effect any scheme for sharing the profits of the company with its employees or any of them.

(N) To do all or any of the things and matters aforesaid in any part of the world, and either as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents or otherwise.

and either alone or in conjunction with others.

(O) To do all such other things as may be considered to be incidental or conducive to the above objects or any of them.

And it is hereby declared that the objects of the company as specified in each of the foregoing paragraphs of this clause (except only if and so far as otherwise expressly provided in any paragraph) shall be separate and distinct objects of the company and shall not be in any wise limited by reference to any other paragraph or the order in which the same occur or the name of the company.

4. The liability of the members is limited.

* 5. The share capital of the company is £100 divided into 100 shares of £1 each, with power to increase or divide the shares in the capital for the time being into several classes and to attach thereto respectively any preferential, deferred or other special rights, privileges or restrictions as to dividend, capital, voting or otherwise.

WE, the several persons whose names and addresses are subscribed, 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.

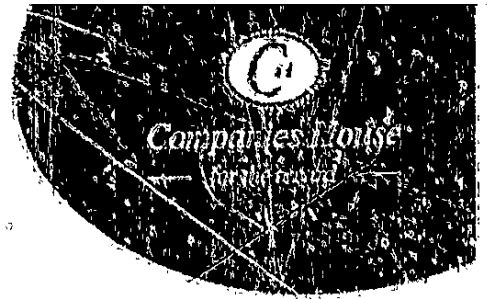
* By an Ordinary Resolution passed on the 10th August, 1975 the share capital of the Company was increased to £5,000,000 divided into 5,000,000 shares of £1 each.

| NAMES, ADDRESSES & DESCRIPTIONS OF SUBSCRIBERS | NUMBER OF SHARES TAKEN BY EACH SUB- SCRIBER |
|--|---|
| <i>Jeanne Constable</i> Jeanne Constable, Crompton House, Aldwych, London, WC2. Solicitor | <i>Ninety nine</i> 99 <i>one</i> 1 |
| | |

Dated this 30th day of July 1976

Witness to the above signatures -

Penelope Anne Hills
Penelope Anne Hills,
Crompton House,
Aldwych,
London, WC2.
Secretary.



NOTICE OF ILLEGIBLE DOCUMENT ON THE MICROFICHE RECORD

Companies House regrets that the microfiche record for this company, contain some documents, which are illegible.

The poor quality has been noted, but unfortunately steps taken to improve them were unsuccessful.

Companies House would like to apologise for any inconvenience this may cause

