

Company No. 1786119



THE COMPANIES ACT 1948 to 1983

A COMPANY LIMITED BY SHARES

MEMORANDUM OF ASSOCIATION

OF

ETTINGTON PARK GROUP LIMITED

1. The name of the Company is Ettington Park Group Limited.
2. The registered office of the Company will be situate in England.
3. The Company's objects are:-
 - (A) To carry on business as a general commercial company.
 - (B) To do all such things which can in the opinion of the Board of Directors be advantageously carried on by the Company in connection with or as ancillary, incidental or conducive to any business or the general business of the Company or further any of its objects.
 - (C) To purchase, take on lease or in exchange, hire or otherwise acquire and hold for any estate or interest any lands, buildings, easements, rights, privileges, concessions, patents, patent rights, licences, secret processes, machinery, plant, stock-in-trade, and any real or personal property of any kind for such consideration and on such terms as may be considered expedient.
 - (D) To erect, construct, lay down, enlarge, alter and maintain any roads, railways, tramways, sidings, bridges, reservoirs, shops, stores, factories, buildings, works, plant and machinery necessary or convenient for the Company's business, and to contribute to or subsidise the erection, construction and maintenance of any of the above.
 - (E) To borrow or raise or secure the payment of money for the purposes of or in connection with the Company's business and for the purpose of or in connection with the borrowing or raising of money by the Company to become a member of any building society.
 - (F) To mortgage and charge the undertaking and all or any of the real and personal property and assets, present or future, and all or any of the uncalled capital for the time being of the Company, and to issue at par or at a premium or discount, and for such consideration and with and subject to such rights, powers, privileges and conditions as may be thought fit,

debentures or debenture stock, either permanent or redeemable or repayable, and collaterally or further to secure any securities of the Company by a trust deed or other assurance.

(G) To issue and deposit any securities which the Company has power to issue by way of mortgage to secure any sum less than the nominal amount of such securities, and also by way of security for the performance of any contracts or any obligations of the Company or of its customers or other persons or corporations having dealings with the Company, or in whose businesses or undertakings the Company is interested, whether directly or indirectly.

(H) To receive money on deposit or loan upon such terms as the Company may approve, and to guarantee the obligations and contracts of any person or corporation.

(I) To lend and advance money or give credit on any terms and with or without security to any person, firm or company (including without prejudice to the generality of the foregoing any holding company, subsidiary or fellow subsidiary of, or any other company associated in any way with, the Company), to enter into guarantees, contracts of indemnity and suretyships of all kinds, to receive money on deposit or loan upon any terms, and to secure or guarantee in any manner and upon any terms the payment of any sum of money or the performance of any obligation by any person, firm or company (including without prejudice to the generality of the foregoing any such holding company, subsidiary, fellow subsidiary or associated company as aforesaid).

(J) To grant pensions, allowances, gratuities and bonuses to officers, ex-officers, employees or ex-employees of the Company or its predecessors in business or the dependants or connections of such persons, to establish and maintain or concur in establishing and maintaining trusts, funds or schemes (whether contributory or non-contributory) with a view to providing pensions or other benefits for any such persons as aforesaid, their dependants or connections, and to support or subscribe to any charitable funds or institutions, the support of which may, in the opinion of the Directors, be calculated directly or indirectly to benefit the Company or its employees, and to institute or maintain any club or other establishment or profit sharing scheme calculated to advance the interests of the Company or its officers or employees.

(K) To draw, make, accept, endorse, negotiate, discount and execute promissory notes, bills of exchange and other negotiable instruments.

(L) To invest and deal with the moneys of the Company not immediately required for the purposes of its business in or upon such investments or securities and in such manner as it may from time to time be determined.

(M) To pay for any property or rights acquired by the Company, either in cash or fully or partly paid-up shares, with or without preferred or deferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or by any securities which the Company has power to issue, or partly in one mode and partly in another, and generally on such terms as the Company may determine.

(N) To accept payment for any property or rights sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in fully or partly paid-up shares of any company or corporation, with or without deferred or preferred or special rights or restrictions in respect of dividend, repayment of capital, voting or otherwise, or in debentures or mortgage debentures or debenture stock, mortgages or other securities of any company or corporation, or partly in one mode and partly in another, and generally on such terms as the Company may determine, and to hold, dispose of or otherwise deal with any shares, stock or securities so acquired.

(O) To enter into any partnership or joint-purse arrangement or arrangement for sharing profits, union of interests or co-operation with any company, firm or person carrying on or proposing to carry on any business within the objects of this Company, and to acquire and hold, sell, deal with or dispose of shares, stock or securities of any such company, and to guarantee the contracts or liabilities of, or the payment of the dividends, interest or capital of any shares, stock or securities of and to subsidise or otherwise assist any such company.

(P) To establish or promote or concur in establishing or promoting any other company whose objects shall include the acquisition and taking over of all or any of the assets and liabilities of this Company or the promotion of which shall be in any manner calculated to advance directly or indirectly the objects or interests of this Company and to acquire and hold or dispose of shares, stock or securities of and guarantee the payment of the dividends, interest or capital of any shares, stock or securities issued by or any other obligations of any such company.

(Q) To purchase or otherwise acquire and undertake all or any part of the business, property, assets, liabilities and transactions of any person, firm or company carrying on any business which this Company is authorised to carry on.

(R) To sell, improve, manage, develop, turn to account, exchange, let on rent, royalty, share of profits or otherwise, grant licences, easements and other rights in or over, and in any other manner deal with or dispose of the undertaking and all or any of the property and assets for the time being of the Company for such consideration as the Company may think fit.

(S) To amalgamate with any other company whose objects are to include objects similar to those of this Company, whether by sale or purchase (for fully or partly paid-up shares or otherwise) of the undertaking, subject to the liabilities of this or any such other company as aforesaid with or without winding up, or by sale or purchase (for fully or partly paid-up shares or otherwise) of all or a controlling interest in the shares or stock of this or any such company as aforesaid, or by partnership, or any arrangement of the nature of partnership, or in any other manner.

(T) To distribute among the Members in specie any property of the Company, or any proceeds of sale or disposal of any property of the Company, but so that no distribution amounting to a reduction of capital be made except with the sanction (if any) for the time being required by law.

(U) To do all or any of the above things in any part of the world, and either as principals, agents, trustees, contractors or otherwise, and either alone or in conjunction with others, and either by or through agents, trustees, sub-contractors or otherwise.

(V) To do all such things as are incidental or conducive to the above objects or any of them and it is hereby declared that in the construction of this Clause the word "company" except where used in reference to the Company shall be deemed to include any person or partnership or other body of persons, whether incorporated or not incorporated, and whether domiciled in Great Britain or elsewhere, and that the objects specified in the different paragraphs of this Clause shall, except where otherwise expressed therein, be in nowise limited by reference to any other paragraph or the name of the Company, but may be carried out in as full and ample manner and shall be construed in as wide a sense as if each of the said paragraphs defined the objects of a separate, distinct and independent company.

* The authorised share capital of the company was increased to £5,000,000 by the creation of an additional 3,500,000 Ordinary Shares of £1.00 each, passed as an Ordinary Resolution on 4 July 1985. By an Ordinary Resolution passed on 23 February 1987 the 1,063,333 issued Ordinary Shares of £1 each of the Company and 2,936,667 of the unissued Ordinary Shares of £1 each were converted into 4,000,000 "A" Ordinary Shares of £1 each; 500,000 of the unissued Ordinary Shares of £1 each were converted and sub-divided into 666,666 "B" Ordinary Shares of £1 each; and 500,000 of the unissued Ordinary Shares of £1.00 each of the Company were converted into 500,000 Cumulative Redeemable Non-Participating Preference Shares of £1 each.

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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 this number of shares in the capital of the Company set out opposite our respective names.

Names, addresses and descriptions of Subscribers	Number of shares taken by each Subscriber
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Charles William Mathiesen
1 Gresham Street
London EC2V 7BU

One

Solicitor

Peter Shaw Watson
1 Gresham Street
London EC2V 7BU

One

Solicitor

Total number of shares taken up

Two

Dated this 19th day of December, 1983

Witness to the above signatures:

Barbara Ives
1 Gresham Street
London EC2V 7BU

Secretary

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A COMPANY LIMITED BY SHARES

OF

PRELIMINARY

2. Regulations 64, 73 to 78 and 80 of Table A shall not apply to the Company.

3. The share capital of the Company at the date of the adoption of these Articles is £5,000,000 divided into 4,000,000 A Ordinary Shares of £1.00 each, ("the A Ordinary Shares"), 666,666 B Ordinary Shares of 75 pence each ("the B Ordinary Shares") and 500,000 Cumulative Redeemable Non-Participating Preference Shares of £1 each ("the Preference Shares"). In these Articles the expression "the Ordinary Shares" shall mean collectively the A Ordinary Shares and the B Ordinary Shares.

4. The Company shall have a lien on every share, whether fully paid or not, and whether registered in the name of one or more Members, and accordingly in Regulation 8 of Table A the words 'not being a fully paid share' shall be omitted.

5.(a) Without prejudice to any special rights previously conferred on the holders of any existing shares or class of share, any shares may be issued with such preferred, deferred, other special rights or such restrictions, whether in regard to dividend, voting, return of capital or otherwise, as the Company may from time to time by resolution determine.

(b) For the purposes of Section 80 of the Act, the Board is generally and unconditionally authorised to allot the Shares specified in Article 3 which are for the time being unissued. This authority shall expire five years from the date on which the resolution adopting these Articles is passed, but the Company in General Meeting may by Special Resolution revoke or from time to time vary or renew this authority, whether in its original or in any previously varied or renewed form, provided that the period of any such renewal shall not exceed five years. The Company may make any offer or arrangement before the expiry of this authority which would or might require relevant securities to be allotted after this authority has expired and the Board may allot relevant securities in pursuance of any such offer or agreement. In this paragraph, references to the allotment of relevant securities shall be construed in accordance with Section 80 of the Act.

(c) The Board is empowered pursuant to Section 95 of the Act to allot equity securities pursuant to the authority contained in paragraph (b) of this Article as if Section 89(1) of the Act did not apply to any such allotment.

(d) Subject to paragraphs (b) and (c) of this Article and to the Act, the Board may allot, issue or grant options over any shares for the time being unissued, and may determine the rights to be attached thereto and the terms upon which they may be allotted or issued, unless the Company in General Meeting shall otherwise resolve.

VARIATION OF RIGHTS

6.(a) Whenever the capital of the Company is divided into different classes of shares, the rights attached to any class may (unless otherwise provided by the terms of issue of the shares of that class) be varied or abrogated, whether or not the Company is being wound up, either with the consent in writing of the holders of three-fourths of the issued shares of the class, or with the sanction of an Extraordinary Resolution passed at a separate General Meeting of such holders (but not otherwise). All the provisions of these Articles relating to General Meetings shall, mutatis mutandis, apply to every such separate General Meeting except that the necessary quorum shall be that person or that number of persons who hold in aggregate or represent by proxy at least one-third in nominal amount of the issued shares of the class or, at any adjourned meeting of such holders, those Members who are present in person or by proxy, whatever their holdings, and except that the holders of shares of the class shall, on a poll, have one vote in respect of every share of the class held by them respectively.

(b) The special rights conferred upon the holders of any shares or class of shares issued with preferred or other special rights shall not, unless otherwise expressly provided by these Articles or the conditions of issue of such shares, be deemed to be varied by the creation or issue of further shares ranking pari passu therewith.

THE B ORDINARY SHARES - SPECIAL RIGHTS

7. The B Ordinary Shares shall rank as to dividend and as to voting as if the amount paid up on each B Ordinary Share is one pound.

8. Without prejudice to any other provisions of these Articles any of the following shall be deemed to be a variation or abrogation of the rights attached to the B Ordinary Shares:-

- (i) the issue by the Company of any share capital or the grant by the Company of any rights to subscribe for or to convert shares or other securities into share capital ranking in any respect in priority to or pari passu with the Ordinary Shares as regards participation in the profits or assets of the Company;
- (ii) any reduction or payment of all or any part of the capital paid up or credited as paid up on any share in the capital of the Company for the time being in issue or of any uncalled liability in respect thereof (except a repayment in the course of the winding up of the Company or of the share premium account or the capital redemption reserve);
- (iii) redemption or purchase by the Company of any of its own shares;
- (iv) the application by way of capitalisation of any profits or reserves (including share premium account and capital redemption reserve) in or towards paying up any share capital (whether issued or unissued) or any debenture (whether secured or unsecured);
- (v) any modification or variation of the rights attached to the Ordinary Shares;
- (vi) any alteration of the Memorandum of Association of the Company;
- (vii) any resolution to wind up the Company.

THE PREFERENCE SHARES - RIGHTS AND RESTRICTIONS

9. The Preference Shares shall have the following rights and be subject to the following restrictions:-

(A) As regards income

The Preference Shares shall confer on the holders thereof in priority to any rights of the holders of any other shares in the capital of the Company to any payment of dividend the right to a fixed Cumulative Preferential Dividend at the rates set out below (exclusive of any related tax credit) on the capital for the time being paid up thereon to be paid to the extent that there are profits available for distribution by two equal instalments on 1 July and 1 January in each year in arrears the first such payment to be made (subject as aforesaid) on 1 January 1988 in respect of the immediately preceding six months. The right to such dividend shall accrue from day to day.

<u>Applicable Period</u>	<u>Rate of Interest</u>
to 31 December 1987	4%
1 January 1988 to 31 December 1988	6%
1 January 1989 to 31 December 1989	8%
1 January 1990 to 31 December 1990 and thereafter	10%

(B) As regards redemption

The Preference Shares shall be redeemable and redeemed upon and subject to the following terms and conditions:

- (a) The Company shall have the option at any time after 31 December 1990 to redeem at par the whole of the Preference Shares for the time being issued and outstanding by five equal annual instalments to be paid on 31 December of each year the first such instalment to be paid on 31 December of the year in which notice of redemption is given. Such right shall be exercisable subject to the provisions of the Act.
- (b) The holder of any Preference Shares shall have the option at any time after 31 December 1990 to require the Company to redeem at par the whole of the Preference Shares for the time being held by such holder by five equal instalments to be paid on 31 December of each year the first such instalment to be paid on 31 December of the year in which notice requiring the Company to redeem such Preference Shares is given. Such right shall be exercisable subject to the provisions of the Act.
- (c) In the event that the Company wishes to redeem any Preference Shares as aforesaid notice of its intention so to redeem shall be given by the Company to the holder of the Preference Shares to be redeemed. The notice shall be in writing and specify the time and place for such redemption. At the time and place so specified for the payment of each instalment the registered holder of the Preference Shares to be redeemed shall be bound to deliver up to the Company the certificates thereof for endorsement (and in the case of the fifth instalment for cancellation) and thereupon the Company shall pay to him the relevant instalment of the redemption monies payable in respect of such Preference Shares together with any arrears or accruals of the said fixed dividend thereon whether or not declared or earned calculated down to the date of redemption.
- (d) In the event that the holder of any Preference Shares wishes to require the Company to redeem any Preference Shares as aforesaid notice in writing requiring the Company to do so shall be given by the holder to the Company specifying the Preference Shares to be redeemed. Upon receipt of the said notice the Company shall give a counter-notice specifying the time and the place for such redemption. At the time and place so specified for the payment of each instalment the registered holder of the Preference Shares to be redeemed shall be bound to deliver up to the Company the certificates thereof for endorsement (and in the case of the fifth instalment for cancellation) and thereupon the Company shall pay to him the relevant instalment of the redemption monies payable in respect of such Preference Shares together with any arrears or accruals of the said fixed dividends thereon whether or not declared or earned calculated down to the date of redemption.

- (e) Notwithstanding the foregoing provisions both the Company shall have the right to redeem at par the whole of the Preference Shares for the time being issued and outstanding and the holder of any Preferences Shares shall have the right to require the Company to redeem at par all the Preferences Shares held by him in each case by a single payment at any time after the occurrence of one of the following:-
- (i) the obtaining of a dealing facility listing or quotation in respect of the Ordinary Shares on a recognised stock exchange or
 - (ii) control of the Company (within the meaning of Section 534 of the Income and Corporation Taxes Act 1970) is acquired by any person or
 - (iii) agreement in writing between the Company and the holder of any Preference Shares that such Preference Shares forthwith be redeemed

Such rights shall be exercisable subject to the provisions of the Act. In the event that the Company wishes to redeem such Preference Shares as aforesaid notice of its intention to redeem shall be given by the Company to the holders of the Preference Shares to be redeemed. The notice shall be in writing and shall specify the time and place for such redemption. At the time and place so specified the registered holders of the Preference Shares to be redeemed shall be bound to deliver up to the Company the certificate thereof for cancellation and thereupon the Company shall pay to them the redemption monies payable in respect of such Preference Shares together with any arrears or accruals of the said fixed dividends thereon whether or not declared or earned calculated down to the date of redemption. In the event that the holder of any Preference Shares wishes to require the Company to redeem such Preference Shares as aforesaid notice in writing requiring the Company to do so shall be given by the holder to the Company specifying the Preference Shares to be redeemed. Upon receipt of the said notice the Company shall give a counter-notice specifying the time and place for such redemption. At the time and place so specified the registered holder of the Preference Shares to be redeemed shall be bound to deliver up to the Company the certificate thereof for cancellation and thereupon the Company shall pay to them the redemption monies payable in respect of such Preference Shares together with any arrears or accruals of the said fixed dividends thereon whether or not declared or earned calculated down to the date of redemption.

- (f) The said fixed dividends on each of the Preference Shares becoming liable to redemption under the foregoing provisions shall cease to accrue as from the due date for redemption thereof unless upon the holder demanding on or after the date and at the place fixed for redemption payment of the redemption monies payable in respect thereof and tendering the certificate for such Preference Shares and a receipt for the redemption monies duly signed and authenticated in such a manner as the directors may reasonably require payment of the redemption monies shall have been refused.

(C) As regards further participation

The Preference Shares shall not entitle the holders thereof to participate in the profits or assets of the Company beyond such rights as are expressly set forth in this Article.

(D) As regards voting

In this paragraph (D) "Relevant Rights" means the right to receive notice of and either to attend and vote in person or by proxy at any General Meeting of the Company or to vote by way of written resolution. The Preference Shares shall not confer on the holders thereof the Relevant Rights unless:-

(a) at the date when the notice of a General Meeting is sent out any dividend payable thereon shall have remained unpaid for seven days after the due date of payment thereof in which event the Preference Shares shall confer on the holders thereof the Relevant Rights in respect of the General Meeting; or

(b) a Resolution is to be proposed to the General Meeting for winding up the Company or which directly affects the rights or privileges of the holders of the Preference Shares in which event the Preference Shares shall confer on the holders thereof the Relevant Rights in respect of the General Meeting but restricted to the extent that such holders may not vote upon any business dealt with at such General Meeting except the election of the Chairman, the said Resolution and any motion for adjournment of the said Resolution.

RETURN OF CAPITAL

10. On return of capital or otherwise the assets of the Company available for distribution amongst the members shall be applied in the following order:

- (a) First, in repaying the holders of each Preference Share the amount paid up (including any premium) or credited as paid up thereon the sum equal to any arrears or accruals of the fixed dividends on the Preference Shares held by them whether or not declared or earned calculated down to the date of the return of the capital.
- (b) Second, in repaying to the holders of each Ordinary Share the amount paid up (including any premium) or credited as paid up thereon.
- (c) Third, in paying the balance of such assets to and amongst the holders of the Ordinary Shares in the proportions of £1 for every £1 paid up on the A Ordinary Shares and of £1 for every 75 pence paid up on the B Ordinary Shares.

TRANSFER OF SHARES

11. The Directors may in their absolute discretion and without assigning any reason therefor decline to register any transfer of shares, whether fully paid or not.

GENERAL MEETINGS AND RESOLUTIONS

12. In Regulation 46 sub-clause (b) of Table A 'one Member' shall be substituted for the words 'two Members'.

13. Regulation 40 of Table A shall be read and construed as if the words 'at the time when the Meeting proceeds to business' were added at the end of the first sentence.

14. The Directors may specify in respect of any meeting of the Members in the notice convening the meeting that duly executed instruments of proxy and forms of appointment permitted under Section 375 of the Act may be deposited at the Registered Office of the Company or at such other place as may be specified in the notice convening the meeting or sent by facsimile at any time before the time appointed for the meeting and in such circumstances Regulations 56 and 62 of Table A shall be construed accordingly.

VOTES OF MEMBERS

15. In Regulation 54 of Table A the words 'or by Proxy' shall be inserted after the word 'person'.

SINGLE MEMBER STATUS

16.(a) For such time (if any) as the Company is a Single Member Company and notwithstanding any provisions to the contrary in these Articles of Association, the Company shall be permitted to function with one Member and these Articles shall be interpreted accordingly.

(b) Pursuant to the provisions of Section 370A of the Companies Act 1985 as inserted by the Companies (Single Member Private Limited Companies) Regulations 1992, one Member present in person or by proxy shall constitute a quorum at General Meetings for such time that the Company is a Single Member Company.

DIRECTORS

17. Unless the Company in General Meeting determines otherwise, there shall be no maximum number of Directors; the minimum number of Directors shall be one.

18. In addition to the provisions of Regulations 65 to 69 of Table A an appointment of an alternate Director may also be revoked at any time by a resolution of the Directors or by an Ordinary Resolution of the Company in General Meeting.

19. The last two sentences of Regulation 79 of Table A shall not apply to the Company.

20. The Company may by Ordinary Resolution appoint a person who is willing to act to be a Director either to fill a vacancy or as an additional Director.

21. The office of a Director shall be vacated if he becomes incapable by reason of illness or injury of managing and administering his property and affairs, and Regulation 81 of Table A shall be modified accordingly.

22. In addition to the aforesaid and for as long as a majority of the equity share capital of the Company is beneficially owned by another body corporate or a majority shareholder, the Directors of the Company or any of them may at any time or from time to time be appointed and removed by that body corporate or majority shareholder by a notice in writing signed by the majority shareholder or an authorised officer of that body corporate on its behalf and left at or sent to the Registered Office of the Company. Such appointment or removal shall take effect forthwith upon delivery of the notice to the Registered Office of the Company or on such later date (if any) as may be specified therein.

23. Notice of any meeting of the Directors may be given by telephone and Regulation 88 of Table A shall be construed accordingly.

24. The following sentence shall be added to Regulation 89 of Table A:-

"Any Director or alternate Director who attends a meeting of the Directors by telephone or other conference facility shall be deemed to be personally present at such meeting for all purposes of the Articles and shall be counted in the quorum accordingly."

25. In the event that only one Director holds office such sole Director shall have authority to exercise all powers which are provided by the Regulations of Table A or these Articles.

26. In the event that, as a result of the death of a sole Director who is also the sole Member, the Company has no Members and no Directors, the personal representative(s) of such deceased Member may by notice in writing appoint a person to be Director of the Company. Such appointment shall be as effective as if made by any other means allowed for the appointment of Directors under these Articles.

27. Subject to the provisions of Section 317 of the Act a Director may contract with and participate in the profits of any contract or arrangement with the Company as if he were not a Director. A Director shall also be capable of voting in respect of such contract or arrangement, where he has previously disclosed his interest to the Company, and may be counted in the quorum of any meeting at which any such matter is considered. Regulations 94 and 95 of Table A shall not apply.

POWERS AND DUTIES OF DIRECTORS

28. The Directors may at their own discretion and upon such terms in all respects as they think fit raise or borrow money for the purpose of the Company's business and may mortgage or charge the whole or any part of the assets and property of the Company (present or future) including its uncalled or unissued capital, and may, subject to the provisions of Section 80 of the Act, issue debentures, debenture stock, mortgages or other securities whether outright or as security for any debt, liability or obligation of the Company or any third party.

INDEMNITY

29. (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

judgement 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 or Auditor shall be liable for any loss, damage or misfortune which may happen to or be incurred by the Company in the execution of the duties of his office or in relation thereto. But this Article shall only have effect insofar as its provisions are not avoided by Section 310 of the Act.

(b) The Directors shall have power to 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.

FIRST DIRECTOR AND SECRETARY

30. The first Director and Secretary of the Company shall be the persons named as such in the statement delivered under Section 10 of the Act.