



COMPANIES FORM No. 12

**Statutory Declaration of compliance  
with requirements on application  
for registration of a company**

**12**

Please do not  
write in  
this margin

Pursuant to section 12(3) of the Companies Act 1985

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

To the Registrar of Companies

For official use

For official use

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2190427
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Name of company

\* TRUSHELFCO (NO. 1183) LIMITED

\* insert full  
name of Company

I, THOMAS GEORGE MCLEAN BUCKLEY  
of 35 BASINGHALL STREET  
LONDON EC2V 5DB

† delete as  
appropriate

do solemnly and sincerely declare that I am a [Solicitor engaged in the formation of the company]†  
~~(person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2))~~ and that all the requirements of the above Act in respect of the registration of the  
above company and of matters precedent and incidental to it have been complied with,  
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

Declared at BARRINGTON HOUSE  
GRESHAM STREET IN THE CITY OF LONDON

Declarant to sign below

the 12<sup>th</sup> day of October  
One thousand nine hundred and 27  
before me [Signature]

[Signature]

A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

Presenter's name address and  
reference (if any):

SLAUGHTER AND MAY  
35 BASINGHALL STREET  
LONDON EC2V 5DB

REF TB

STL Law Forms

Published by Services to Lawyers Limited

For official Use  
New Companies Section

Post room

**Statement of first directors  
and secretary and intended  
situation of registered office**

Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1985

To the Registrar of Companies

Please complete  
legibly, preferably  
in black type, or  
bold block lettering

For official use

Name of company

\* insert full name  
of company

\* TRUSHELFCO (NO. 063 ) LIMITED

The intended situation of the registered office of the company on incorporation is as stated below

35 BASINGHALL STREET	
LONDON	
Postcode	EC2V 5DB

If the memorandum is delivered by an agent for the subscribers of the memorandum please mark 'X' in the box opposite and insert the agent's name and address below

x

SLAUGHTER AND MAY	
35 BASINGHALL STREET	
LONDON	Postcode EC2V 5DB

Number of continuation sheets attached (see note 1)

Presentor's name address and  
reference (if any):

SLAUGHTER AND MAY  
35 BASINGHALL STREET  
LONDON EC2V 5DB

REF: TB/CDR/CJLO

For official Use

General Section

Post room

The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3)		Business occupation	
THOMAS GEORGE McLEAN BUCKLEY		SOLICITOR	
Previous name(s) (note 3)		Nationality	
Address (note 4) 35 BASINGHALL STREET		BRITISH	
LONDON		Date of birth (where applicable)	
Postcode	EC2V 5DB	(note 6) N/A	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date 12 October, 1987	

† enter particulars of other directorships held or previously held (see note 5) if this space is insufficient use a continuation sheet.

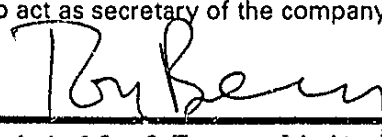
Name (note 3)		Business occupation	
GLEN WILLIAM JAMES		SOLICITOR	
Previous name(s) (note 3)		Nationality	
Address (note 4) 35 BASINGHALL STREET		BRITISH	
LONDON		Date of birth (where applicable)	
Postcode	EC2V 5DB	(note 6) N/A	
Other directorships †			
SEE ATTACHED LIST			
I consent to act as director of the company named on page 1			
Signature		Date 12 October, 1987	

Name (note 3)		Business occupation	
Previous name(s) (note 3)		Nationality	
Address (note 4)		Date of birth (where applicable)	
Postcode		(note 6)	
Other directorships †			
I consent to act as director of the company named on page 1			
Signature		Date	

Please do not  
write in  
this margin

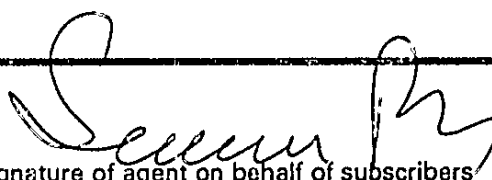
Please complete  
legibly, preferably  
in black type, or  
bold block lettering

The name(s) and particulars of the person who is, or the persons who are, to be the first secretary, or joint secretaries, of the company are as follows:

Name (notes 3 & 7)		TRUSEC LIMITED	
Previous name(s) (note 3)			
Address (notes 4 & 7)			
35 BASINGHALL STREET,			
LONDON		Postcode	EC2V 5DB
I consent to act as secretary of the company named on page 1			
Signature 		(Director)	Date 12 October, 1987
on behalf of Trusec Limited		Secretaries	

Name (notes 3 & 7)	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
Postcode	
I consent to act as secretary of the company named on page 1	
Signature	Date

delete if the form is  
signed by the  
subscribers

	Date 12 October 1987
Signature of agent on behalf of subscribers	

delete if the form is  
signed by an agent on  
behalf of the  
subscribers.

All the subscribers  
must sign either  
personally or by a  
person or persons  
authorised to sign  
for them.

Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date
Signed	Date

T.G.M. BUCKLEY

LIST OF DIRECTORSHIPS

Bentalls Pension Trustees Limited  
First Trucidator Trust Limited  
Slaughter and May Services Company  
Trucidator Nominees Limited  
Trexco Limited  
Trucidator Limited  
Trusec Limited

G.W. JAMES

LIST OF DIRECTORSHIPS

First Trucidator Trust Limited  
Slaughter and May Services Company  
Trucidator Nominees Limited  
Trexco Limited  
Trucidator Limited  
Trusec Limited

8170487

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

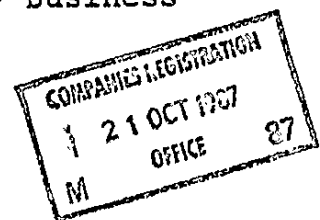
MEMORANDUM OF ASSOCIATION

of

TRUSHELFCO (NO. 11&3 ) LIMITED



1. The name of the Company is "TRUSHELFCO (NO. 11&3 ) 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 carry on any business, undertaking, transaction or operation commonly carried on or undertaken by manufacturers, merchants and dealers (both wholesale and retail) in all or any articles of commercial and personal use and consumption, importers, exporters, shipowners, bankers, factors, capitalists, promoters, financiers, real property dealers and investors, concessionaires, brokers, contractors, mercantile and general agents, advertising agents, publishers, carriers and transporters of all kinds and to carry on all or any of the said businesses either together as one business or as separate distinct businesses in any part of the world.
  - (B) To acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company.
  - (C) To manufacture, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, processors, importers, exporters and storers of and dealers in any goods and other things.
  - (D) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business



NW 2500/RS/216304.

involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, install, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers.

- (E) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind.
- (F) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.
- (G) To provide technical, cultural, artistic, educational, entertainment or business material, facilities or services and to carry on any business involving any such provision.
- (H) To lend money, and grant or provide credit and financial accommodation, to any person and to deposit money with any person and to carry on the business of a banking, finance or insurance company.
- (I) To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company.
- (J) To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.
- (K) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out exercise and comply with the same.
- (L) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.



- (M) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.
- (N) To amalgamate or enter into partnership or any profit-sharing arrangement with, and co-operate or participate in any way with or to take over or assume any obligation of, or to assist or subsidise any person.
- (O) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise.
- (P) To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, patent rights, inventions and secret processes and to carry on the business of an inventor, designer or research organisation.
- (Q) To sell, exchange, mortgage, charge, let, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities or for a share of profit or a royalty or other periodical or deferred payment.
- (R) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.

- (S) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustee of any kind and to undertake and execute any trust and any trust business (including the business of acting as trustee under wills and settlements and as executor and administrator).
- (T) To pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (U) To grant or procure the grant of donations gratuities, pensions, annuities, allowances, or other benefits, including benefits on death to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the Board of Directors of the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any funds, trusts, insurances or schemes or any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable,

benevolent, educational, social, public, general or useful object.

- (V) To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (W) To distribute any of the property of the Company among its creditors and Members in specie or kind.
- (X) To do all or any of the things or 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.
- (Y) To carry on any other business or activity and do anything of any nature which in the opinion of the Board of Directors of the Company is or may be capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or of its Members.
- (Z) To do all such other things as in the opinion of the Board of Directors of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or the nature of any business carried on by the Company, but may be carried out in as full and ample a manner and shall be construed in as

wide a ceise as if each of the said paragraphs defined the objects of a separate, distinct and independent 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, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of the Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

---

NAMES, ADDRESSES AND DESCRIPTIONS  
OF SUBSCRIBERS.

Number of Shares  
taken by each  
Subscriber.

---

For and on behalf of  
TRUCIDATOR NOMINEES LIMITED,  
35 Basinghall Street,  
London EC2V 5DB

T.G.M. BUCKLEY

Director

One

For and on behalf of  
TREFICO LIMITED,  
35 Basinghall Street,  
London EC2V 5DB

G.W. JAMES

Director

One

---

DATED the 12<sup>th</sup> day of October 1987

WITNESS to the above Signatures :-

Christopher J.L. Owen

35 Basinghall Street,  
London EC2V 5DB

Solicitor's Articled Clerk

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

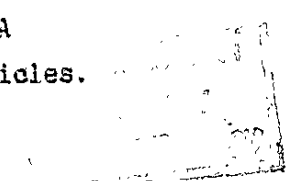
of

TRUSHELFCO (No. 1183 ) LIMITED

ADOPTION OF TABLE A

1. In these articles "Table A" means Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended by any other subordinate legislation coming into operation prior to the date of incorporation of the company.
2. The regulations contained in Table A shall, except where they are excluded or modified by these articles, apply to the company and, together with these articles, shall constitute the articles of the company.
3. No regulations scheduled to any statute concerning companies shall apply to the company.

INTERPRETATION

4. References in Table A and in these articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form.
  5. Save as provided in the last preceding article, words and expressions which bear particular meanings in Table A shall bear the same respective meanings in these articles.
- 

## SHARE CAPITAL

6. Subject to the provisions of the Act and to any direction to the contrary which may be given by ordinary or other resolution of the company, any unissued shares of the company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as they may determine.

7. Section 89(1) of the Act shall not apply to the allotment by the company of any equity security.

## TRANSFER OF SHARES

8. The directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall be modified accordingly.

## PURCHASE OF OWN SHARES

9. Subject to the provisions of the Act, the company may enter into any contract for the purchase of all or any of its shares of any class (including any redeemable shares) and any contract under which it may, subject to any conditions, become entitled or obliged to purchase all or any of such shares and may make payments in respect of the redemption or purchase of such shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares. Every contract entered into pursuant to this article shall be authorised by such resolution of the company as may for the time being be required by law but subject thereto the directors shall have full power to determine or approve the terms of any such contract. Neither the company nor the directors shall be required to select the shares in question rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders

of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares. Subject to the provisions of the Act, the company may agree to the variation of any contract entered into pursuant to this article and to the release of any of its rights or obligations under any such contract.

Notwithstanding anything to the contrary contained in the articles, the rights attaching to any class of shares shall not be deemed to be varied by anything done by the company pursuant to this article. Regulation 35 of Table A shall not apply.

#### GENERAL MEETINGS

10. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than four weeks after receipt of the requisition. Regulation 37 of Table A shall not apply.

#### NOTICE OF GENERAL MEETINGS

11. Notice of any general meeting need not be given to the directors in their capacity as such. Regulation 38 of Table A shall be modified accordingly.

#### PROCEEDINGS AT GENERAL MEETINGS

12. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the nomination, election or choice of a chairman which shall not be treated for this purpose as part of the business of the meeting. Save as otherwise provided by the next succeeding article, two members present in person or by proxy and entitled to vote shall be a quorum for all purposes. Regulation 40 of Table A shall not apply.

13. If a quorum is not present within fifteen minutes (or such longer time, not exceeding half an hour, as the chairman of the meeting may



decide to wait) after the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such day and at such time and place as the chairman of the meeting may determine and at such adjourned meeting one member present in person or by proxy (whatever the number of shares held by him) shall be a quorum. It shall not be necessary to give notice of any meeting adjourned through want of a quorum. Regulation 41 of Table A shall not apply.

#### VOTES OF MEMBERS

14. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and in any common form or in such other form as the directors may approve and shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates. Regulations 60 and 61 of Table A shall not apply.

#### ALTERNATE DIRECTORS

15. Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 of Table A shall not apply.

16. An alternate director shall cease to be an alternate director if his appointor ceases for any reason to be a director. Regulation 67 of Table A shall not apply.

#### POWERS OF DIRECTORS

17. The directors may, by power of attorney or otherwise, appoint any person to be the agent of the company upon such terms (including terms as to remuneration) as they may think fit and may delegate to any person so appointed any of the powers vested in or exercisable by them

including power to sub-delegate. The directors may remove any person appointed under this article and may revoke or vary such delegation but no person dealing in good faith and without notice of any such revocation or variation shall be affected by it. Regulation 71 of Table A shall not apply.

18. The company may exercise all the powers conferred by the Act with regard to having any official seal and such powers shall be vested in the directors. Subject to the provisions of the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine.

#### DELEGATION OF DIRECTORS' POWERS

19. The directors may delegate any of their powers to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly.

#### APPOINTMENT AND REMOVAL OF DIRECTORS

20. Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the company as carries the right of attending and voting at general meetings of the company by memorandum in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the company may at any time and from time to time appoint any person to be a director either to fill a vacancy or as an additional director or remove any director from office howsoever appointed.

21. Without prejudice to the powers conferred by the last preceding article, any person may be appointed a director by the directors either to fill a vacancy or as an additional director.

22. No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age.

23. Regulation 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

24. The office of a director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 of Table A but also if he is removed from office pursuant to these articles. Regulation 81 of Table A shall be modified accordingly.

#### DIRECTORS' GRATUITIES AND PENSIONS

25. The directors may exercise all the powers of the company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company. Regulation 87 of Table A shall not apply.

26. The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

## PROCEEDINGS OF DIRECTORS

27. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the company shall declare the nature of his interest at a meeting of the directors in accordance with that section. Subject where applicable to such disclosure, a director shall be entitled to vote in respect of any such contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 to 96 (inclusive) of Table A shall not apply.

## NOTICES

28. Any notice or other document may be served on or delivered to any member by the company either personally or by sending it by post in a prepaid envelope or wrapper addressed to the member at his registered address, or by leaving it at that address addressed to the member, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall be modified accordingly.

29. Any notice or other document, if sent by post, shall be deemed to have been served or delivered on the day following that on which it was put in the post and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so left. Regulation 115 of Table A shall not apply.

30. Any notice or other document may be served on or delivered to any person or persons entitled to a share in consequence of the death or bankruptcy of a member by the company in any manner which would be permitted by the articles if the person or persons concerned were a member or were members and either addressed to him or them by name or by the title of representatives of the deceased or trustee of the bankrupt or by any like description at the address (if any) within the United Kingdom supplied by him or them for that purpose. Until such address has been supplied, a notice or other document may be served on or delivered to the person or persons so entitled in any manner in which it might have been served or given if the death or bankruptcy had not occurred. Regulation 116 of Table A shall not apply.

#### INDEMNITY

31. Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him as such director or other officer or auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability. Regulation 118 of Table A shall not apply.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

---

For and on behalf of  
TRUCIDATOR NOMINEES LIMITED  
35 Basinghall Street  
London EC2V 5DB



Director

For and on behalf of  
TREXCO LIMITED  
35 Basinghall Street  
London EC2V 5DB.



Director

---

Dated the 12<sup>th</sup> day of October 1987

Witness to the above signatures:-

Christopher J.L. Owen

35 Basinghall Street  
London EC2V 5DB

Solicitor's articled clerk

**FILE COPY**



**CERTIFICATE OF INCORPORATION  
OF A PRIVATE LIMITED COMPANY**

No. 2190427

I hereby certify that

**TRUSHELFCO (NO. 1183) LIMITED**

is this day incorporated under the Companies Act 1985 as  
a private company and that the Company is limited.

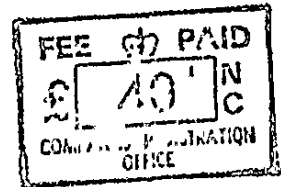
Given under my hand at the Companies Registration Office,  
Cardiff the 10 NOVEMBER 1987

A handwritten signature in dark ink, appearing to read 'D. M. Williams'.

D. M. Williams

an authorised officer

No: 2190427



THE COMPANIES ACT 1985

Company limited by shares

---

RESOLUTIONS

of

TRUSHELF CO (NO.1183) LIMITED

---

At an extraordinary general meeting of the above-named Company duly convened and held on 25th January 1988 the following resolutions were passed as special resolutions:-

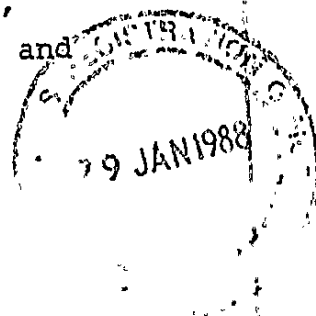
RESOLUTIONS

1. That the name of the Company be changed to Legal & General Mortgage Services Limited.

2. That the objects of the Company be altered by the deletion of sub-clause (A) of clause 3 and the substitution therefor of the following new sub-clause:-

- (A) (i) To undertake and carry on the business of mortgage lenders and brokers in all its aspects including negotiating, buying, selling and dealing in mortgage loans and

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advances and all forms of security therefor and re-mortgaging.

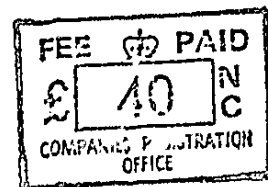
- (ii) To provide all kinds of financial and other services and facilities in connection with or in relation to the acquisition or disposal of property, real or personal, by any person.
- (iii) To act as financiers, bankers, brokers, merchant bankers and merchants in all their aspects including the borrowing, raising or taking up of money, the provision of mortgage, investment and financial advice, lending or advancing money, securities and property; granting or providing credit and any form of financial accommodation to any person; discounting, negotiating, buying, selling and dealing in promissory notes, coupons, drafts, bonds of every description, options, futures, certificates, scrip and other instruments and securities whether transferable or negotiable or not; granting and issuing letters of credit and circular notes; buying, selling or dealing in bullion or in specie; acquiring, holding, issuing on commission, underwriting, sub-underwriting or obtaining options over shares, stocks, funds, debentures, debenture stock, bonds, obligations, securities and other investments, rights and interest of all kinds of or in any company or companies, and co-ordinating, financing and managing all or any part of the business and operations of any such companies; negotiating loans and advances; receiving money or valuables on deposit, or for safe custody, or otherwise; collecting and transmitting money and

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securities; managing property of every kind;  
and transacting all kinds of leasing,  
indemnity, guarantee, insurance agency and  
other agency business.

..... W J M .....  
Chairman of the meeting

No: 2190427



THE COMPANIES ACT 1985

Company limited by shares

---

RESOLUTIONS

of

TRUSHELFCO (NO.1183) LIMITED

---

At an extraordinary general meeting of the above-named Company duly convened and held on 25th January 1988 the following resolutions were passed as special resolutions:-

RESOLUTIONS

1. That the name of the Company be changed to Legal & General Mortgage Services Limited.

2. That the objects of the Company be altered by the deletion of sub-clause (A) of clause 3 and the substitution therefor of the following new sub-clause:-

(A) (i) To undertake and carry on the business of mortgage lenders and brokers in all its aspects including negotiating, buying, selling and dealing in mortgage loans

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advances and all forms of security therefor and re-mortgaging.

- (ii) To provide all kinds of financial and other services and facilities in connection with or in relation to the acquisition or disposal of property, real or personal, by any person.
- (iii) To act as financiers, bankers, brokers, merchant bankers and merchants in all their aspects including the borrowing, raising or taking up of money, the provision of mortgage, investment and financial advice, lending or advancing money, securities and property; granting or providing credit and any form of financial accommodation to any person; discounting, negotiating, buying, selling and dealing in promissory notes, coupons, drafts, bonds of every description, options, futures, certificates, scrip and other instruments and securities whether transferable or negotiable or not; granting and issuing letters of credit and circular notes; buying, selling or dealing in bullion or in specie; acquiring, holding, issuing on commission, underwriting, sub-underwriting or obtaining options over shares, stocks, funds, debentures, debenture stock, bonds, obligations, securities and other investments, rights and interest of all kinds of or in any company or companies, and co-ordinating, financing and managing all or any part of the business and operations of any such companies; negotiating loans and advances; receiving money or valuables on deposit, or for safe custody, or otherwise; collecting and transmitting money and

securities; managing property of every kind;  
and transacting all kinds of leasing,  
indemnity, guarantee, insurance agency and  
other agency business.

..... *W. H. M.* .....  
Chairman of the meeting

C/N 5/2/88

THE COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES  
MEMORANDUM OF ASSOCIATION  
of  
LEGAL & GENERAL MORTGAGE SERVICES LIMITED

1. The name of the Company is "TRUSHELFCO (NO. 1183) LIMITED". \*
2. The registered office of the Company will be situate in England.
3. The objects for which the Company is established are:-
  - (A) (i) To undertake and carry on the business of mortgage lenders and brokers in all its aspects including negotiating, buying, selling and dealing in mortgage loans and advances and all forms of security therefor and re-mortgaging.
  - (ii) To provide all kinds of financial and other services and facilities in connection with or in relation to the acquisition or disposal of property, real or personal, by any person.
  - (iii) To act as financiers, bankers, brokers, merchant bankers and merchants in all their aspects including the borrowing, raising or taking up of money, the provision of mortgage, investment and financial advice, lending or advancing money, securities and property; granting or providing credit and any form of financial accommodation to any person; discounting, negotiating, buying, selling and dealing in promissory notes, coupons, drafts, bonds of every description, options, futures, certificates, scrip and other instruments and securities whether transferable or negotiable or not; granting

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\* NOTE: By a Special Resolution passed on the 25th of January 1988, the Company's name was changed to Legal & General Mortgage Services Limited

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(1)

and issuing letters of credit and circular notes; buying, selling or dealing in bullion or in specie; acquiring, holding, issuing on commission, underwriting, sub-underwriting or obtaining options over shares, stocks, funds, debentures, debenture stock, bonds, obligations, securities and other investments, rights and interest of all kinds of or in any company or companies, and co-ordinating, financing and managing all or any part of the business and operations of any such companies; negotiating loans and advances; receiving money or valuables on deposit, or for safe custody, or otherwise; collecting and transmitting money and securities; managing property of every kind; and transacting all kinds of leasing, indemnity, guarantee, insurance agency and other agency business.

- (B) To acquire and assume for any estate or interest and to take options over, construct, develop or exploit any property, real or personal, and rights of any kind and the whole or any part of the undertaking, assets and liabilities of any person and to act and carry on business as a holding company.
- (C) To manufacture, process, import, export, deal in and store any goods and other things and to carry on the business of manufacturers, processors, importers, exporters and storers of and dealers in any goods and other things.
- (D) To acquire and exploit lands, mines and mineral rights and to acquire, explore for and exploit any natural resources and to carry on any business involving the ownership or possession of land or other immovable property or buildings or structures thereon and to construct, erect, install, enlarge, alter and maintain buildings, plant and machinery and to carry on business as builders, contractors and engineers.
- (E) To provide services of all descriptions and to carry on business as advisers, consultants, brokers and agents of any kind.
- (F) To advertise, market and sell the products of the Company and of any other person and to carry on the business of advertisers or advertising agents or of a marketing and selling organisation or of a supplier, wholesaler, retailer, merchant or dealer of any kind.
- (G) To provide technical, cultural, artistic, educational, entertainment or business material,

facilities or services and to carry on any business involving any such provision.

- (H) To lend money, and grant or provide credit and financial accommodation, to any person and to deposit money with any person and to carry on the business of a banking, finance or insurance company.
- (I) To invest money of the Company in any investments and to hold, sell or otherwise deal with such investments, and to carry on the business of a property or investment company.
- (J) To acquire and carry on any business carried on by a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company.
- (K) To enter into any arrangements with any government or authority or person and to obtain from any such government or authority or person any legislation, orders, rights, privileges, franchises and concessions and to carry out exercise and comply with the same.
- (L) To borrow and raise money and accept money on deposit and to secure or discharge any debt or obligation in any manner and in particular (without prejudice to the generality of the foregoing) by mortgages of or charges upon all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by the creation and issue of securities.
- (M) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee, support or secure, with or without consideration, whether by personal obligation or by mortgaging or charging all or any part of the undertaking, property and assets (present and future) and uncalled capital of the Company or by both such methods or in any other manner, the performance of any obligations or commitments of, and the repayment or payment of the principal amounts of and any premiums, interest, dividends and other moneys payable on or in respect of any securities or liabilities of, any person, including (without prejudice to the generality of the foregoing) any company which is for the time being a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company.



- (N) To amalgamate or enter into partnership or any profit-sharing arrangement with, and co-operate or participate in any way with or to take over or assume any obligation of, or to assist or subsidise any person.
- (O) To accept, draw, make, create, issue, execute, discount, endorse, negotiate and deal in bills of exchange, promissory notes, and other instruments and securities, whether negotiable or otherwise.
- (P) To apply for and take out, purchase or otherwise acquire any trade and service marks and names, designs, patents, patent rights, inventions and secret processes and to carry on the business of an inventor, designer or research organisation.
- (Q) To sell, exchange, mortgage, charge, let, grant licences, easements, options, servitudes and other rights over, and in any other manner deal with or dispose of, all or any part of the undertaking, property and assets (present and future) of the Company for any consideration and in particular (without prejudice to the generality of the foregoing) for any securities or for a share of profit or a royalty or other periodical or deferred payment.
- (R) To issue and allot securities of the Company for cash or in payment or part payment for any real or personal property purchased or otherwise acquired by the Company or any services rendered to the Company or as security for any obligation or amount (even if less than the nominal amount of such securities) or for any other purpose.
- (S) To give any remuneration or other compensation or reward for services rendered or to be rendered in placing or procuring subscriptions of, or otherwise assisting in the issue of any securities of the Company or in or about the formation of the Company or the conduct or course of its business, and to establish or promote, or concur or participate in establishing or promoting, any company, fund or trust and to subscribe for, underwrite, purchase or otherwise acquire securities of any company, fund or trust and to carry on the business of company, fund, trust or business promoters or managers and of underwriters or dealers in securities, and to act as director of and as secretary, manager, registrar or transfer agent for any other company and to act as trustee of any kind and to undertake and execute any trust and any trust business (including the business of acting as trustee under wills and settlements and as executor and administrator).

- (T) To pay all the costs, charges and expenses preliminary or incidental to the promotion, formation, establishment and incorporation of the Company, and to procure the registration or incorporation of the Company in or under the laws of any place outside England.
- (U) To grant or procure the grant of donations gratuities, pensions, annuities, allowances, or other benefits, including benefits on death to any directors, officers or employees or former directors, officers or employees of the Company or any company which at any time is or was a subsidiary or a holding company of the Company or another subsidiary of a holding company of the Company or otherwise associated with the Company or of any predecessor in business of any of them, and to the relations, connections or dependants of any such persons, and to other persons whose service or services have directly or indirectly been of benefit to the Company or whom the Board of Directors of the Company considers have any moral claim on the Company or to their relations, connections or dependants, and to establish or support any funds, trusts, insurances or schemes or any associations, institutions, clubs, schools, building and housing schemes, funds and trusts, and to make payments towards insurances or other arrangements likely to benefit any such persons or otherwise advance the interests of the Company or of its Members, and to subscribe, guarantee or pay money for any purpose likely, directly or indirectly, to further the interests of the Company or of its Members or for any national, charitable, benevolent, educational, social, public, general or useful object.
- (V) To cease carrying on or wind up any business or activity of the Company, and to cancel any registration of and to wind up or procure the dissolution of the Company in any state or territory.
- (W) To distribute any of the property of the Company among its creditors and Members in specie or kind.
- (X) To do all or any of the things or 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.
- (Y) To carry on any other business or activity and do anything of any nature which in the opinion of the Board of Directors of the Company is or may be

capable of being conveniently carried on or done in connection with the above, or likely directly or indirectly to enhance the value of or render more profitable all or any part of the Company's undertaking property or assets or otherwise to advance the interests of the Company or of its Members.

- (Z) To do all such other things as in the opinion of the Board of Directors of the Company are or may be incidental or conducive to the attainment of the above objects or any of them.

And it is hereby declared that "company" in this clause, except where used in reference to this Company, shall include any partnership or other body of persons, whether incorporated or not incorporated, and whether formed, incorporated, domiciled or resident in the United Kingdom or elsewhere, "person" shall include any company as well as any other legal or natural person, "securities" shall include any fully, partly or nil paid or no par value share, stock, unit, debenture, debenture or loan stock, deposit receipt, bill, note, warrant, coupon, right to subscribe or convert, or similar right or obligation, "and" and "or" shall mean "and/or" where the context so permits, "other" and "otherwise" shall not be construed ejusdem generis where a wider construction is possible, and the objects specified in the different paragraphs of this clause shall not, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company or the nature of any business carried on by the Company, but may be carried out in as full and ample a 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.

4. The liability of the Members is limited.

5. The share capital of the Company is £100 divided into 100 Shares of £1 each, and the Company shall have the power to divide the original or any increased capital into several classes, and to attach thereto any preferential, deferred, qualified or other special rights, privileges, restrictions or conditions.

We, the several persons whose names and addresses are subscribed, are desirous of being formed into a company, in pursuance of the Memorandum of Association, and we respectively agree to take the number of shares in the capital of the Company set opposite our respective names.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS.	Number of Shares taken by each Subscriber.
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For and on behalf of  
TRUCIDATOR NOMINEES LIMITED,  
35 Basinghall Street,  
London EC2V 5DB

T.G.M. BUCKLEY	Director	One
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For and on behalf of  
TREXCO LIMITED,  
35 Basinghall Street,  
London EC2V 5DB

G.W. JAMES	Director	One
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DATED the 12th day of October 1987

WITNESS to the above Signatures :-

C.J.L. Owen

35 Basinghall Street,  
London EC2V 5DB

Solicitor's Articled Clerk

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

LEGAL & GENERAL MORTGAGE SERVICES LIMITED

ADOPTION OF TABLE A

1. In these articles "Table A" means Table A scheduled to the Companies (Tables A to F) Regulations 1985 as amended by any other subordinate legislation coming into operation prior to the date of incorporation of the company.
2. The regulations contained in Table A shall, except where they are excluded or modified by these articles, apply to the company and, together with these articles, shall constitute the articles of the company.
3. No regulations scheduled to any statute concerning companies shall apply to the company.

INTERPRETATION

4. References in Table A and in these articles to writing include references to any method of representing or reproducing words in a legible and non-transitory form.
5. Save as provided in the last preceding article, words and expressions which bear particular meanings in Table A shall bear the

same respective meanings in these articles.

#### SHARE CAPITAL

6. Subject to the provisions of the Act and to any direction to the contrary which may be given by ordinary or other resolution of the company, any unissued shares of the company (whether forming part of the original or any increased capital) shall be at the disposal of the directors who may offer, allot, grant options over or otherwise dispose of them to such persons, at such times and for such consideration and upon such terms and conditions as they may determine.

7. Section 89(1) of the Act shall not apply to the allotment by the company of any equity security.

#### TRANSFER OF SHARES

8. The directors may, in their absolute discretion and without giving any reason for so doing, decline to register any transfer of any share, whether or not it is a fully paid share. Regulation 24 of Table A shall be modified accordingly.

#### PURCHASE OF OWN SHARES

9. Subject to the provisions of the Act, the company may enter into any contract for the purchase of all or any of its shares of any class (including any redeemable shares) and any contract under which it may, subject to any conditions, become entitled or obliged to purchase all or any of such shares and may make payments in respect of the redemption or purchase of such shares otherwise than out of distributable profits or the proceeds of a fresh issue of shares. Every contract entered into pursuant to this article shall be authorised by such resolution of the company as may for the time being be required by law but subject thereto the directors shall have full power to determine or approve the terms of any such contract. Neither the company nor the directors shall be required to select the

shares in question rateably or in any other particular manner as between the holders of shares of the same class or as between them and the holders of shares of any other class or in accordance with the rights as to dividends or capital conferred by any class of shares. Subject to the provisions of the Act, the company may agree to the variation of any contract entered into pursuant to this article and to the release of any of its rights or obligations under any such contract. Notwithstanding anything to the contrary contained in the articles, the rights attaching to any class of shares shall not be deemed to be varied by anything done by the company pursuant to this article. Regulation 35 of Table A shall not apply.

#### GENERAL MEETINGS

10. The directors may call general meetings and, on the requisition of members pursuant to the provisions of the Act, shall forthwith proceed to convene an extraordinary general meeting for a date not later than four weeks after receipt of the requisition. Regulation 37 of Table A shall not apply.

#### NOTICE OF GENERAL MEETINGS

11. Notice of any general meeting need not be given to the directors in their capacity as such. Regulation 38 of Table A shall be modified accordingly.

#### PROCEEDINGS AT GENERAL MEETINGS

12. No business shall be transacted at any general meeting unless a quorum is present when the meeting proceeds to business, but the absence of a quorum shall not preclude the nomination, election or choice of a chairman which shall not be treated for this purpose as part of the business of the meeting. Save as otherwise provided by the next succeeding article, two members present in person or by proxy and entitled to vote shall be a quorum for all purposes. Regulation 40 of Table A shall not apply.

13. If a quorum is not present within fifteen minutes (or such longer time, not exceeding half an hour, as the chairman of the meeting may decide to wait) after the time appointed for the meeting, or if during a meeting a quorum ceases to be present, the meeting shall stand adjourned to such day and at such time and place as the chairman of the meeting may determine and at such adjourned meeting one member present in person or by proxy (whatever the number of shares held by him) shall be a quorum. It shall not be necessary to give notice of any meeting adjourned through want of a quorum. Regulation 41 of Table A shall not apply.

#### VOTES OF MEMBERS

14. An instrument appointing a proxy shall be in writing, executed by or on behalf of the appointor and in any common form or in such other form as the directors may approve and shall be deemed to confer authority to vote on any amendment of a resolution put to the meeting for which it is given as the proxy thinks fit. The instrument of proxy shall, unless the contrary is stated therein, be valid as well for any adjournment of the meeting as for the meeting to which it relates. Regulations 60 and 61 of Table A shall not apply.

#### ALTERNATE DIRECTORS

15. Any director (other than an alternate director) may appoint any other director, or any other person who is willing to act, to be an alternate director and may remove from office an alternate director so appointed by him. Regulation 65 of Table A shall not apply.

16. An alternate director shall cease to be an alternate director if his appointor ceases for any reason to be a director. Regulation 67 of Table A shall not apply.

#### POWERS OF DIRECTORS

17. The directors may, by power of attorney or otherwise, appoint



any person to be the agent of the company upon such terms (including terms as to remuneration) as they may think fit and may delegate to any person so appointed any of the powers vested in or exercisable by them including power to sub-delegate. The directors may remove any person appointed under this article and may revoke or vary such delegation but no person dealing in good faith and without notice of any such revocation or variation shall be affected by it. Regulation 71 of Table A shall not apply.

18. The company may exercise all the powers conferred by the Act with regard to having any official seal and such powers shall be vested in the directors. Subject to the provisions of the Act, any instrument to which an official seal is affixed shall be signed by such persons, if any, as the directors may from time to time determine.

#### DELEGATION OF DIRECTORS' POWERS

19. The directors may delegate any of their powers to committees consisting of such person or persons (whether directors or not) as they think fit. Regulation 72 of Table A shall be modified accordingly.

#### APPOINTMENT AND REMOVAL OF DIRECTORS

20. Any member holding, or any members holding in aggregate, a majority in nominal value of such of the issued share capital for the time being of the company as carries the right of attending and voting at general meetings of the company by memorandum in writing signed by or on behalf of him or them and delivered to the office or tendered at a meeting of the directors or at a general meeting of the company may at any time and from time to time appoint any person to be a director either to fill a vacancy or as an additional director or remove any director from office howsoever appointed.

21. Without prejudice to the powers conferred by the last preceding article, any person may be appointed a director by the directors either to fill a vacancy or as an additional director.

22. No director shall be required to retire or vacate his office, and no person shall be ineligible for appointment as a director, by reason of his having attained any particular age.

23. Regulations 73 to 80 (inclusive) and the last sentence of regulation 84 of Table A shall not apply.

#### DISQUALIFICATION AND REMOVAL OF DIRECTORS

24. The office of a director shall be vacated not only upon the happening of any of the events mentioned in regulation 81 of Table A but also if he is removed from office pursuant to these articles. Regulation 81 of Table A shall be modified accordingly.

#### DIRECTORS' GRATUITIES AND PENSIONS

25. The directors may exercise all the powers of the company to provide benefits, either by the payment of gratuities or pensions or by insurance or in any other manner whether similar to the foregoing or not, for any director or former director or the relations, connections or dependants of any director or former director who holds or has held any executive office or employment with the company or with any body corporate which is or has been a subsidiary of the company or with a predecessor in business of the company or of any such body corporate and may contribute to any fund and pay premiums for the purchase or provision of any such benefit. No director or former director shall be accountable to the company or the members for any benefit provided pursuant to this article and the receipt of any such benefit shall not disqualify any person from being or becoming a director of the company. Regulation 87 of Table A shall not apply.

26. The directors may by resolution exercise any power conferred by the Act to make provision for the benefit of persons employed or formerly employed by the company or any of its subsidiaries in connection with the cessation or the transfer to any person of the whole or part of the undertaking of the company or that subsidiary.

#### PROCEEDINGS OF DIRECTORS

27. A director who to his knowledge is in any way, whether directly or indirectly, interested in a contract or proposed contract (within the meaning of section 317 of the Act) with the company shall declare the nature of his interest at a meeting of the directors in accordance with that section. Subject where applicable to such disclosure, a director shall be entitled to vote in respect of any such contract or proposed contract in which he is interested and if he shall do so his vote shall be counted and he shall be taken into account in ascertaining whether a quorum is present. Regulations 94 to 96 (inclusive) of Table A shall not apply.

#### NOTICES

28. Any notice or other document may be served on or delivered to any member by the company either personally or by sending it by post in a prepaid envelope or wrapper addressed to the member at his registered address, or by leaving it at that address addressed to the member, or by any other means authorised in writing by the member concerned. In the case of joint holders of a share, service or delivery of any notice or other document on or to one of the joint holders shall for all purposes be deemed a sufficient service on or delivery to all the joint holders. Regulation 112 of Table A shall be modified accordingly.

29. Any notice or other document, if sent by post, shall be deemed to have been served or delivered on the day following that on which it was put in the post and, in proving such service or delivery, it shall be sufficient to prove that the notice or document was properly addressed, stamped and put in the post. Any notice or other document

left at a registered address otherwise than by post shall be deemed to have been served or delivered on the day it was so left. Regulation 115 of Table A shall not apply.

30. Any notice or other document may be served on or delivered to any person or persons entitled to a share in consequence of the death or bankruptcy of a member by the company in any manner which would be permitted by the articles if the person or persons concerned were a member or were members and either addressed to him or them by name or by the title of representatives of the deceased or trustee of the bankrupt or by any like description at the address (if any) within the United Kingdom supplied by him or them for that purpose. Until such address has been supplied, a notice or other document may be served on or delivered to the person or persons so entitled in any manner in which it might have been served or given if the death or bankruptcy had not occurred. Regulation 116 of Table A shall not apply.

#### INDEMNITY

31. Subject to the provisions of the Act, but without prejudice to any indemnity to which the person concerned may otherwise be entitled, every director or other officer or auditor of the company shall be indemnified out of the assets of the company against any liability incurred by him as such director or other officer or auditor in defending any proceedings, whether civil or criminal, in which judgment is given in his favour or in which he is acquitted or in connection with any application in which relief is granted to him by the court from liability. Regulation 118 of Table A shall not apply.

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NAMES, ADDRESSES AND DESCRIPTIONS OF SUBSCRIBERS

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For and on behalf of  
TRUCIDATOR NOMINEES LIMITED  
35 Basinghall Street  
London EC2V 5DB

Director

For and on behalf of  
TREXCO LIMITED  
35 Basinghall Street  
London EC2V 5DB.

Director

---

Dated the 12th day of October 1987

Witness to the above signatures:-

C.J.L. OWEN

35 Basinghall Street  
London EC2V 5DB

Solicitor's articulated clerk

No: 2190427

THE COMPANIES ACT 1985

Company limited by shares

---

RESOLUTIONS

of

TRUSHELFCO (NO.1183) LIMITED

---

At an extraordinary general meeting of the above-named Company duly convened and held on 25th January 1988 the following resolutions were passed as special resolutions:-

RESOLUTIONS

1. That the name of the Company be changed to Legal & General Mortgage Services Limited.

2. That the objects of the Company be altered by the deletion of sub-clause (A) of clause 3 and the substitution therefor of the following new sub-clause:-

(A) (i) To undertake and carry on the business of mortgage lenders and brokers in all its aspects including negotiating, buying, selling and dealing in mortgage loans and

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advances and all forms of security therefor and re-mortgaging.

- (ii) To provide all kinds of financial and other services and facilities in connection with or in relation to the acquisition or disposal of property, real or personal, by any person.
- (iii) To act as financiers, bankers, brokers, merchant bankers and merchants in all their aspects including the borrowing, raising or taking up of money, the provision of mortgage, investment and financial advice, lending or advancing money, securities and property; granting or providing credit and any form of financial accommodation to any person; discounting, negotiating, buying, selling and dealing in promissory notes, coupons, drafts, bonds of every description, options, futures, certificates, scrip and other instruments and securities whether transferable or negotiable or not; granting and issuing letters of credit and circular notes; buying, selling or dealing in bullion or in specie; acquiring, holding, issuing on commission, underwriting, sub-underwriting or obtaining options over shares, stocks, funds, debentures, debenture stock, bonds, obligations, securities and other investments, rights and interest of all kinds of or in any company or companies, and co-ordinating, financing and managing all or any part of the business and operations of any such companies; negotiating loans and advances; receiving money or valuables on deposit, or for safe custody, or otherwise; collecting and transmitting money and

2190427

securities; managing property of every kind;  
and transacting all kinds of leasing,  
indemnity, guarantee, insurance agency and  
other agency business.

..... *At all* .....  
Chairman of the meeting



FILE COPY



CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME

No. 2190427

I hereby certify that

TRUSHELFCO (NO. 1183) LIMITED

having by special resolution changed its name,

is now incorporated under the name of

LEGAL & GENERAL MORTGAGE SERVICES LIMITED

Given under my hand at the Companies Registration Office,

Cardiff the 5 FEBRUARY 1988

*M. Moss*  
MRS. M. MOSS

an authorised officer



COMPANIES FORM No.123

**Notice of increase  
in nominal capital**

**123**

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company Number

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2190427

Name of Company

Legal & General Mortgage Services Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 8/ 9/88 the nominal capital of the company has been increased by £ 9999900.00 beyond the registered capital of £ 100.00  
A copy of the resolution authorising the increase is attached.  
The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follow:

Signed

-[Director][Secretary] Date 14/9/88

Presenter's name address and  
reference (if any):  
SEC/L/ADMIN/ADF-  
TEMPLE COURT  
11 QUEEN VICTORIA STREET  
LONDON EC4N 4TP

For official Use  
General Section

Post room

2190427  
COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

OF

LEGAL & GENERAL MORTGAGE SERVICES LIMITED

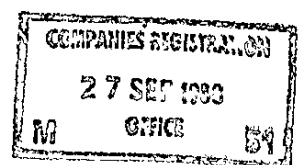
8 SEPTEMBER 1988

At an Extraordinary General Meeting of members, duly convened and held at Temple Court, 11 Queen Victoria Street, London EC4N 4TP on 8 September 1988, the following Ordinary Resolutions were passed:-

RESOLUTIONS

1. That the authorised share capital of the Company be increased from £100 to £10,000,000 by the creation of 9,999,900 ordinary shares of £1 each.
2. That the Board be and is hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £2,999,900 provided that this authority shall (unless renewed) expire at the conclusion of the next Annual General Meeting of the Company after the passing of this resolution, save that the Company may before such expiry make such an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

  
CHAIRMAN



2190427

COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION.

OF

LEGAL & GENERAL MORTGAGE SERVICES LIMITED

13 SEPTEMBER 1989

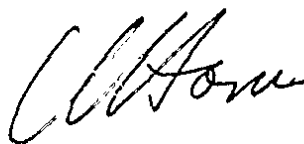
At an Extraordinary General Meeting of members, duly convened and held at Temple Court, 11 Queen Victoria Street, London EC4N 4TP on 13 September 1989, the following Special Resolution was passed:-

RESOLUTION

That the following Article be and is hereby adopted as new Article 28 of the Company's Articles of Association:-

"THE SEAL

The board shall provide for the custody of every seal. A seal shall only be used by the authority of the board or of a committee of the board or of such person or persons as the board may from time to time authorise for the purpose. Subject as otherwise provided in these articles, any instrument to which the common seal is applied shall be signed by any one director or by the secretary or by such other person or persons as the board may from time to time authorise in that behalf. Regulation 101 of Table A shall not apply."



CHAIRMAN



2190427

COMPANIES ACT 1985  
COMPANY LIMITED BY SHARES

ORDINARY RESOLUTIONS

OF

LEGAL & GENERAL MORTGAGE SERVICES LIMITED

8 NOVEMBER 1989

At an Extraordinary General Meeting of members, duly convened and held at Temple Court, 11 Queen Victoria Street, London EC4N 4TP on 8 November 1989 the following Ordinary Resolutions were passed:-

RESOLUTIONS

1. That the authorised share capital of the Company be increased from £10,000,000 to £15,000,000 by the creation of an additional 5,000,000 ordinary shares of £1 each.
2. That the Board be and is hereby generally and unconditionally authorised to exercise all powers of the Company to allot relevant securities (within the meaning of Section 80 of the Companies Act 1985) up to an aggregate nominal amount of £12,000,000 provided that this authority shall (unless renewed) expire five years after the date of the passing of this resolution, except that the Company may before such expiry make such an offer or agreement which would or might require relevant securities to be allotted after such expiry and the Board may allot relevant securities in pursuance of such offer or agreement as if the authority conferred hereby had not expired.

*OK/2*

✓ *Ch. Jones* ✓  
CHAIRMAN

cc)

lgmsl.res



# G

## Notice of increase in nominal capital

# 123

Pursuant to section 123 of the Companies Act 1985

To the Registrar of Companies

For official use

Company number

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2190427

Name of company

Legal &amp; General Mortgage Services Limited

gives notice in accordance with section 123 of the above Act that by resolution of the company dated 08/11/1989 the nominal capital of the company has been increased by 5000000.00 beyond the registered capital of 10000000.00

A copy of the resolution authorising the increase is attached.

The conditions (e.g. voting rights, dividend rights, winding-up rights etc.) subject to which the new shares have been or are to be issued are as follow:

Please tick here if  
continued overleaf

☐

Signed



Designation SECRETARY.

Date

9/11/89

Presenter's name address and  
reference (if any):

Sec/ L/Admin /ADF  
Temple Court  
11 Queen Victoria Street  
London EC4N 4TP

For official Use  
General Section

Post room

COMPANIES HOUSE  
10 NOV 1989

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2190427

LEGAL & GENERAL MORTGAGE SERVICES LIMITED

Resolution in writing of the members recorded pursuant to Section 379A of the Companies Act 1985

ELECTIVE RESOLUTION

It was resolved that, with effect from the date of passing of this elective resolution:-

- i) in accordance with Section 252 of the Companies Act 1985, the Directors shall not be required to lay accounts and reports before the Company in general meetings;
- ii) in accordance with Section 366A of the Companies Act 1985, the Company shall not hold Annual General Meetings; and
- iii) in accordance with Section 386 of the Companies Act 1985, the Company shall dispense with the obligation to appoint auditors annually and accordingly, the Company's auditors shall remain in office until the Company or the auditors otherwise determine.

We, being the holders of the entire issued share capital of the Company, hereby approve the resolution set out above.

*[Signature]* For  
..... LEGAL & GENERAL GROUP Plc

*[Signature]*  
..... V S AYER

Dated: 21 January 1991

elective.res

