

G

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

To the Registrar of Companies  
(Address overleaf)

For official use

For official use

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

[ ] [ ] [ ] [ ]

2465642

Name of company

\* EUSTON HOLDINGS LIMITED

I, RALPH ANTHONY PORTER

of 18 SHERBORNE CLOSE,

COLNBROOK, SLOUGH,

BERKSHIRE, SL3 0PB

\* insert full  
name of Company

† 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

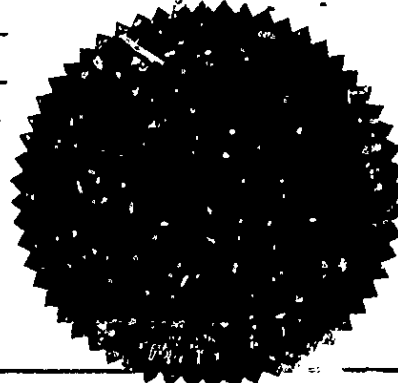
Declared at 3, Albemarle Street,  
London, W1  
England

Declarant to sign below

the 8<sup>th</sup> day of January  
One thousand nine hundred and ninety. 0  
before me

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

R. A. D. UROUHART,  
Notary Public of London, England



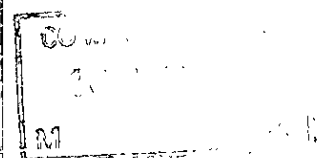
Presentor's name address and  
reference (if any):

T.M. TWOMEY  
50 CASTLETON AVENUE  
WIMBORNE  
DORSET  
BH20 4LE

For official Use

New Companies Section

Post room



**Statement of first directors  
and secretary and intended  
situation of registered office****10**

Please do not  
write in  
this margin

Pursuant to section 10 of the Companies Act 1965

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

To the Registrar of Companies  
(Address overleaf - Note 8)

For official use

--

Name of company

\* Insert full name  
of company

* EUSTON HOLDINGS LIMITED

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

EUSTON HOUSE	
24 EVERSHOLT STREET	
LONDON	
Postcode	NW1 1DZ

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

--

Postcode	

Number of continuation sheets attached (see note 1)

/
---

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

T.M. TWOMEY  
59 CASTLETON AVENUE  
WEMBLEY  
MIDT ESSEX  
HA9 7GE

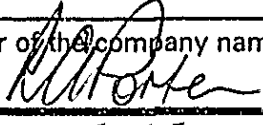
For official Use  
General Section

Post room

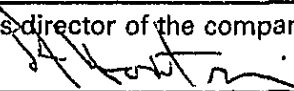


The name(s) and particulars of the person who is, or the persons who are, to be the first director or directors of the company (note 2) are as follows:

Please do not write in this margin

Name (note 3)		Business occupation	
RALPH ANTHONY PORTER		COMPANY SECRETARY	
Previous name(s) (note 3)		Nationality	
Address (note 4) 18 SHERBORNE CLOSE,		BRITISH	
COLNBROOK, SLOUGH, BERKSHIRE		Date of birth (where applicable)	
Postcode SL3 0PB		(note 6)	
Other directorships †			
SEE CONTINUATION SHEET			
I consent to act as director of the company named on page 1			
Signature 		Date 8 <sup>th</sup> January 1990	

† 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	
JOHN ANTHONY HORTON		ACCOUNTANT	
Previous name(s) (note 3)		Nationality	
Address (note 4) 105 COCKNEY HILL,		BRITISH	
TILEHURST, READING, BERKSHIRE		Date of birth (where applicable)	
Postcode RG3 4EY		(note 6)	
Other directorships †			
SEE CONTINUATION SHEET			
I consent to act as director of the company named on page 1			
Signature 		Date 8 <sup>th</sup> January 1990	

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	

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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)	
THOMAS MICHAEL TWOMEY	
Previous name(s) (note 3)	
Address (notes 4 & 7)	
59 CASTLETON AVENUE, WEMBLEY, MIDDLESEX	
Postcode	HA9 7QE
I consent to act as secretary of the company named on page 1	
Signature	Date 8 <sup>th</sup> January 1990

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

Signature of agent on behalf of subscribers	Date
---	------

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 8 <sup>th</sup> January 1990
Signed	Date 8 <sup>th</sup> January 1990
Signed	Date
Signed	Date
Signed	Date
Signed	Date

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## COMPANIES FORM No. 10 (cont.)

### Statement of first directors and secretary and intended situation of registered office (continuation)

Continuation sheet No 1  
to Form No. 10

Company number

Name of company

\* Insert full name  
of company

\* EUSTON HOLDINGS LIMITED

#### Particulars of other directors (continued)

Name (note 3)		Business Occupation
Previous name(s) (note 3)		Nationality
Address (note 4)		Date of birth (where applicable) (note 6)
	Postcode	
I consent to act as director of the company named above		
Signature		Date

#### Particulars of other directorships

##### R. A. PORTER OTHER DIRECTORSHIPS: -

Advanced Passenger Trains Ltd.  
Carpass (Shipping) Co. Ltd.  
Europabus Ltd.  
Masterhaul Ltd.  
Mastertank Ltd.  
Oil Rail Terminals Ltd.  
The Pullman Car Co. Ltd.  
Railway Finance Ltd.  
Railway Sites Ltd.

British Rail Hovercraft Ltd.  
British Rail Investments Ltd.  
British Rail Europe Travel Ltd.  
Britravel Nominees Ltd.

Continental Rail Travel Ltd.  
Freightliners Ltd.  
Katnap Ltd.

Dalesrail Ltd.  
B. R. Light Railways Ltd.  
Intercity Catering Ltd.  
Intercity Rail Ltd.  
Intercity Sleepers Ltd.  
Network Southeast Ltd.  
Red Star Couriers Ltd.  
Red Star Europe Ltd.  
Red Star Express Ltd.  
Red Star Parcels Ltd.

Red Star International Ltd.  
Roadexpress Ltd.

##### PAST DIRECTORSHIPS: -

British Railways Savings Company Ltd.	(to 15th July, 1985)
Travellers Fare Ltd.	(to 13th December, 1987)
BREL (1988) Ltd.	(to 6th April, 1988)
Meldon Quarry Ltd.	(to 20th March, 1989)
Vale of Rheidol Railway Ltd.	(to 31st March, 1989)

delete if  
inappropriate

continued overleaf 1

Particulars of other directorships (continued)

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J. A. HORTON OTHER DIRECTORSHIPS: -

Advanced Passenger Trains Ltd.  
Carpass (Shipping) Co. Ltd.  
Europabus Ltd.  
Masterhaul Ltd.  
Mastertank Ltd.  
Oil Rail Terminals Ltd.  
The Pullman Car Co. Ltd.  
Railway Finance Ltd.  
Railway Sites Ltd.

British Rail Hovercraft Ltd.  
British Rail Investments Ltd.  
British Rail Europe Travel Ltd.  
Britravel Nominees Ltd.

British Transport Hotels Ltd.  
British Rail Engineering Ltd.  
Meldon Quarry Ltd.

Continental Rail Travel Ltd.  
Freightliners Ltd.  
Katnap Ltd.

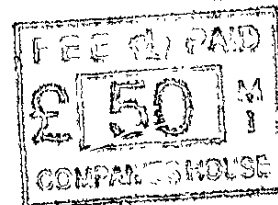
Dalesrail Ltd.  
B. R. Light Railways Ltd.  
Intercity Catering Ltd.  
Intercity Rail Ltd.  
Intercity Sleepers Ltd.  
Network Southeast Ltd.  
Red Star Couriers Ltd.  
Red Star Europe Ltd.  
Red Star Express Ltd.  
Red Star Parcels Ltd.

PAST DIRECTORSHIPS: -

Travellers Fare Ltd.	(to 13th December, 1987)
BREL (1988) Ltd.	(to 6th April, 1988)
Horwich Foundry Ltd.	(to 15th August, 1988)
Vale of Rheidol Railway Ltd.	(to 29th March, 1989)

No.

THE COMPANIES ACT 1985

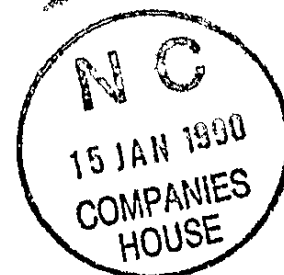


COMPANY LIMITED BY SHARES

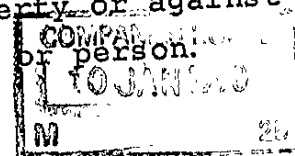
MEMORANDUM OF ASSOCIATION

OF

EUSTON HOLDINGS LIMITED



1. The name of the Company is Euston Holdings Limited.
2. The registered office of the Company will be situated in England.
3. The objects for which the Company is established are:-
  - (a) To acquire by transfer to be effected under the provisions of Section 1 of the Transport Act 1981 and Section 7 of the Transport Act 1968 property rights and liabilities comprised in some part of the undertaking of the British Railways Board which relates to railway operations through, to and from the Channel Tunnel.
  - (b) To act as agent or broker, nominee or trustee solely or jointly for any person, company (whether limited or unlimited), government, state, colony, province, dominion, sovereign, public body or authority, supreme, municipal, local or otherwise, and as such agent, broker, nominee or trustee to acquire and hold real and personal property of all kinds whatsoever and any interest therein, and in particular shares, stocks, debentures, securities and obligations of any company (whether limited or unlimited) or person, policies, book debts, claims, choses in action, lands, buildings, business concerns and undertakings, mortgages, charges, annuities, patents, licences and any claims against such real and personal property or against any company (whether limited or unlimited) or person.



016187

(c) To design, finance, project manage, construct, equip, own, maintain, operate and use railways in any part of the United Kingdom and elsewhere in the world with or without partners, other Public Authorities or Bodies, Statutory Undertakings, Companies (whether limited or unlimited), for the carriage of passengers and goods by railway and to carry on the business of carriers by railway of passengers and goods and to carry on all or any of the businesses of railway undertakers, railway operators, manufacturers and repairers of railway traction and rolling stock, including without limitation steam diesel and electric engines, manufacturers and repairers of railway signalling equipment, manufacturers and repairs of railway civil engineering equipment, including without limitation the business of manufacturing, repairing and renewing railway permanent way and associated lineside structures, and as providers of all kinds of facilities, services and assistance in connection with railways and other forms of transportation in the United Kingdom and elsewhere in the world and in connection with technical, industrial, commercial, financial and professional matters and things of all kinds (and whether as principals, contractors, managers, agents or otherwise) including (but without limiting the generality of the foregoing) the provision of building and engineering works, garages, passenger goods or other stations, shelters, offices and other buildings, projects, contracts, undertakings and matters of every description, the supply of locomotives, rolling stock, signalling equipment and materials, the provision of design, planning, management, consultancy, advisory, training and research services generally, the preparation and submission of schemes, studies, specifications and tenders, the management, supervision and adjudication of tenders, the arrangement and making of all kinds of contracts, the management and supervision of the performance of contracts and the execution of works, the administration of purchasing organisations, purchase contracts and stores, the arrangement of finance, the making of payments and the maintenance and rendering of accounts, the recruitment, training and transportation of staff and the execution of all kinds of commercial, trading, financial and other operations.



- (d) To carry on all or any or any part of any business of, hotel, restaurant, purveyors, caterers, cafe, tavern, beer-house, refreshment room, buffet, motel, holiday camp and lodging-house keepers, licensed victuallers, wine, beer and spirit merchants, brewers, maltsters, distillers, importers and manufacturers of aerated, mineral, and artificial waters and other drinks, car hire service, taxi operators, livery stable keepers, jobmasters, farmers, dairymen, fishmongers, newsagents, shoe shine, tobacconists, butchers, greengrocers, jewellers, grocers, florists, bakers, confectioners, ice merchants, importers, brokers and dealers in food and edible materials of all kinds and descriptions including fruits, spices and condiments from any part of the world, live and dead stock, hair dressers, perfumers, chemists, proprietors of clubs, baths, dressing rooms, dry cleaning, laundries, launderettes, reading, writing and newspaper rooms, libraries, toys, games and sports equipment dealers, grounds and places of amusement, recreation, sport, entertainment and instruction of all kinds, dealers and repairers of all kinds of photographic materials, audio and visual equipment wholesale and retail dealers and repairers, tobacco and cigar merchants, antique dealers, bookmakers, booking agents, shipping and forwarding agents, tour operators, travel agents for road, rail, shipping, and aircraft carriers and operators, theatrical and opera box office proprietors, and any other business which can be conveniently carried on in connection therewith.
- (e) To carry on all or any, or any part of any business of proprietors of shops, stores, supermarkets, hypermarkets offices, warehouses, workshops, garages and the like, car park operators, operators of pre-paid, or credit token or credit card or free, token-operated machines or coin operated machines of all descriptions in car parks, supermarkets and the like, proprietors of motor and other vehicles.

- (f) To carry on all or any, or any part of any business of storage and distribution, transport and haulage contractors, general merchant, hardware merchant, textile merchant, draper, fashion designer, tailor, outfitter (for sale or hire), footwear and leatherware traders, mail order specialists, printers, designers, producers, publishers and distributors of books, magazines, newspapers, and advertising materials, advertising and publicity agents, employment agents, business transfer agents.
- (g) To carry on the business of property owners and managers of all leasehold, freehold, furnished, unfurnished, commercial and residential properties, estate and property management agents, property developers, demolition and excavation contractors, plant hirers, contractors of civil, constructional, electrical, mechanical, telecommunication, heating and ventilation engineers, scaffolders, builders, painters, bricklayers, carpenters, joiners, plasters, plumbers, electricians, decorators and the outfitters of offices, shops, premises and the like, road, rail, shipping, motor, aviation, and general engineers, sheet and metal workers and repairers, tool and pattern makers.
- (h) To carry on the business of conference organisers in the United Kingdom or elsewhere, advisers and consultants in all fields of commerce and finance (including, communications and information technology by word of mouth or the written word, finance, investments, insurance, business, industrial, scientific, personal, household, recreational and amusement operations and enterprises), computer operators, programmers, analysts, and dealers in hardware and software, market research specialists.
- (i) To carry on the business of general contractors for the transport by land, sea and air of passengers, goods and burden of every description, including the dealing in, whether by way of letting on hire or otherwise, any land, sea or air vehicles or craft or accessories or fuel therefor.

- (j) To carry on any other business or trade whatsoever which in the opinion of the Company, may be capable of being conveniently or profitably carried on in connection with or by way of extension of any such business or trade or is calculated directly or indirectly to develop any branch of the business or activities of the Company or to increase the value of or turn to account any of the Company's rights, property or assets.
- (k) To borrow or raise money and secure or discharge any debt or obligation of or binding on the Company in such manner as may be thought fit and in particular by mortgages of or charges upon the undertaking and all or any of the real or heritable and personal or moveable property (present and 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, privilege and conditions as may be thought fit, or by the creation of other obligations or securities of any description, including 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.
- (l) 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 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.

- (m) To take on lease, purchase or in exchange, hire or otherwise acquire and hold for any interest or estate any buildings, lands, easements, privileges, rights, concessions, patent rights, patents, secret processes, licences, machinery, plant, stock-in-trade, and any real or personal property of any kind convenient or necessary for the purposes of in connection with the Company's business or any department or branch thereof.
- (n) To pay for any right or property acquired by the Company either in cash or partly or fully paid-up shares with or without deferred or preferred or special rights or restrictions in respect of repayment of capital, dividend, voting or otherwise, or by any securities which the Company has power to issue, and generally on such terms and conditions as the Company may determine.
- (o) To build, re-build, 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 aforesaid.
- (p) To apply for, purchase or otherwise acquire and hold any patents, licences, concessions, brevets d'invention, copyrights and the like, conferring any right to use or publish any secret or other information and to use, develop, exercise, or grant licences in respect of the property, rights and information so required.
- (q) To develop, improve, manage, sell, turn to account, let on rent, royalty, exchange, share of profits or otherwise, grant easements, licences and other rights in or over, and in any other manner dispose of or deal with the undertaking and all or any of the assets and property for the time being of the Company for such consideration as the Company may think fit.

- (r) To accept payment for any rights or property sold or otherwise disposed of or dealt with by the Company, either in cash, by instalments or otherwise, or in partly or fully paid-up shares or stock of any corporation or company, with or without deferred or preferred or special rights or restrictions in respect of repayment of capital, dividend, voting or otherwise, or in mortgages or debentures or other securities of any corporation or company 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 stock, shares or securities so acquired.
- (s) To control, manage, finance, subsidise, co-ordinate or otherwise assist any company or companies in which the Company has a direct or indirect financial interest, to provide secretarial, administrative, technical, commercial and other services and facilities of all kinds for any such company or companies and to make payments by way of subvention or otherwise and any other arrangements which may seem desirable with respect to any business or operations of or generally with respect to any such company or companies.
- (t) To make advances to customers and others with or without security, and upon such terms as the Company may approve, and to guarantee the dividends, interest and capital of the stocks, shares or securities of any company of or in which the Company is a member or is otherwise interested.
- (u) To guarantee or give security for the payment or performance of any contracts, debts, or obligations of any person, company or firm, for any purpose whatsoever, and to act as agents for the collection, receipt or payment of money and generally to give any guarantee, security or indemnity.

- (v) To lend and advance money or give credit on any terms 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).
- (w) To enter into any partnership or joint-purse arrangement or amalgamate with or enter into any arrangement for sharing profits, interests, or co-operative or enter into co-operation with any company, person or firm carrying on or proposing to carry on any business within the objects of this Company or which is capable of being carried on so as to benefit this Company, whether directly or indirectly and to acquire and hold, deal with, sell or dispose of any stock, shares or securities of or other interests in any such company, and to guarantee the contracts or liabilities of, and otherwise assist or subsidise, any such company.
- (x) To acquire, purchase, take over and undertake part or all of the business, property, assets, liabilities and engagements of any firm, person or company carrying on any business the carrying on of which is calculated to benefit this Company or to advance its interests generally.
- (y) To promote or establish or join with any other person in promoting or establishing any other company whose objects shall include the taking over of or the acquisition of all or any of the assets or 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 hold, acquire, dispose of stocks, shares or securities issued by or any other obligations of any such company.

- (z) To remunerate any person, firm or company rendering services to the Company either by cash payment or by the allotment to him or them of shares or other securities of the Company credited as paid up in full or in part or otherwise as may be considered expedient.
- (aa) To draw, make, accept, endorse, negotiate, discount, execute and issue cheques, promissory notes, bills of exchange and other negotiable instruments; to receive money on deposit or loan upon such terms as the Company may approve.
- (bb) To deal with and invest the moneys of the Company, not required in the short term, for the purposes of the business of the Company in or upon such investments and in such manner as the Company may approve.
- (cc) To subscribe for, take, purchase or otherwise acquire and hold, sell, deal with or dispose of any shares, stocks, debentures, debenture stocks, bonds, obligations and securities, guaranteed by any Company constituted or carrying on business in any part of the world and debentures, debenture stocks, bonds, obligations and securities guaranteed by any Government or Authority, Municipal, Parochial, Local or otherwise, within and without the United Kingdom and to subscribe for the same either conditionally or otherwise and to guarantee the subscription thereof and to enforce and exercise all rights and powers conferred by the ownership thereof.
- (dd) To enter into any arrangements with any government or authority (supreme, municipal, local or otherwise) that may seem conducive to the attainment of the Company's objects or any of them, and to obtain from any such government or authority any charters, decrees, rights, privileges or concessions which the Company may think desirable and to carry out, exercise and comply with any such charters, decrees, rights, privileges, and concessions.

- (ee) To promote by way of advertising the products and services of the Company in any manner and to reward customers or potential customers and to promote and take part in any scheme likely to benefit the Company.
- (ff) To support and subscribe to any charitable or public object and to support and subscribe to any institution or society, or club which may be for the benefit of the Company or its Directors or employees, or may be connected with any town or place where the Company carries on business; to give or award pensions, annuities, gratuities and superannuation or other allowances or benefits or charitable aid and generally to provide advantages, facilities and services for any persons who are or have been Directors of, or who are or have been employed by, or who are serving or have served the Company, or any company which is a subsidiary of the Company or the holding company of the Company or a fellow subsidiary of the Company or the predecessors in business of the Company or of any such subsidiary, holding or fellow subsidiary company and to the wives, widows, children and other relatives and dependents of such persons; to make payments towards insurance; and to set up, establish, support and maintain superannuation and other funds or schemes (whether contributory or non-contributory) for the benefit of any of such persons and of their wives, widows, children and other relatives and dependents; and to set up, establish, support and maintain profit sharing or share purchase schemes for the benefit of any of the employees of the Company or of any such subsidiary, holding or fellow subsidiary company and to lend money to any such employees or to trustees on their behalf to enable any such purchase schemes to be established or maintained.
- (gg) To distribute in specie any of the shares, debentures or securities of the Company or any proceeds of sale or disposal of any property of the Company between the members of the Company in accordance with the rights, 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.



- (hh) To procure the Company to be registered or recognised in any part of the world.
- (ii) To do all or any of the things or matters aforesaid in any part of a world and either as principals, agents, contractors or otherwise, and by or through agents, brokers, sub-contractors or otherwise and either alone or in conjunction with others.
- (jj) To do all such other things as may be deemed incidental or conducive to the attainment of the above objects or any of them.
- (kk) To apply for, promote, and obtain any Act of Parliament, order or licence of the Department of Trade or other authority for enabling the Company to carry any of its objects into effect or for effecting any modification of the Company constitution or for any other purpose which may seem calculated directly or indirectly to promote the Company's interests, and to oppose any proceedings or applications which may seem calculated directly or indirectly to prejudice the Company's interests.

AND so that: -

- (1) None of the objects set forth in any sub-clause of this Clause shall be restrictively construed but the widest interpretation shall be given to each such object, and none of such objects shall, except where the context expressly so requires, be in any way limited or restricted by reference to or inference from any other object or objects set forth in such sub-clause, or by reference to or inference from the terms of any other sub-clause of this Clause, or by reference to or inference from the name of the Company.

- (2) None of the sub-clauses of this Clause and none of the objects therein specified shall be deemed subsidiary or ancillary to any of the objects specified in any other such sub-clause, and the Company shall have as full a power to exercise each and every one of the objects specified in each sub-clause of this Clause as though each such sub-clause contained the objects of a separate Company.
  - (3) The word 'Company' in this Clause, except where used in reference to the Company, shall be deemed to include any partnership or other body of persons, whether incorporated or unincorporated and whether domiciled in the United Kingdom or elsewhere.
  - (4) In this Clause the expression 'the Act' means the Companies Act 1985, but so that any reference in this Clause to any provision of the Act shall be deemed to include a reference to any statutory modification or re-enactment of that provision for the time being in force.
4. The liability of the members is limited.
  5. The share capital of the Company is £100, divided into 100 share of £1 each, with power to divide the share capital for the time being into different classes, and to attach thereto respectively any preferential, deferred, qualified or special rights, privileges, conditions or restrictions in regard to dividend, voting, or otherwise.

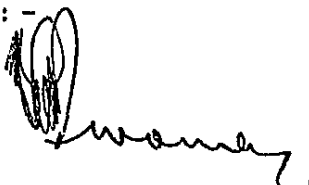
WE, the Subscribers to this Memorandum of Association, wish to be formed into a Company pursuant to this Memorandum; and we respectively agree to take the number of shares in the capital of the Company shown opposite our respective names.

NAMES AND ADDRESSES OF SUBSCRIBERS	Number of Shares taken by each Subscriber
RALPH ANTHONY FORTER, 18 SHERBORNE CLOSE, COLNBROOK, SLOUGH, BERKSHIRE, SL3 0PB.	ONE
JOHN ANTHONY HORTON, 105 COCKNEY HILL, TILEHURST, READING, BERKSHIRE, RG3 4EY.	ONE
TOTAL SHARES TAKEN TWO	

Dated this 8th day of January, 1990

Witness to the above Signatures: -

Thomas Michael Twomey  
59 Castleton Avenue  
Wembley  
Middlesex  
HA9 7QE



No.

THE COMPANIES ACT 1985

COMPANY LIMITED BY SHARES

ARTICLES OF ASSOCIATION

of

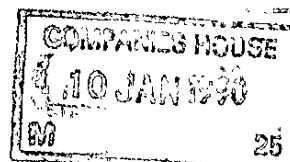
EUSTON HOLDINGS LIMITED

PRELIMINARY

1. The regulations contained in Table A of The Companies (Tables A to F) Regulations 1985 as amended by The Companies (Tables A to F) (Amendment) Regulations 1985 (hereinafter called 'Table A') shall apply to the Company, with the exception of regulations 64 to 69 inclusive, 73 to 83 inclusive, and 95 to 98 inclusive and except as modified by or inconsistent with these Articles.

In these Articles 'The Act' means the Companies Act 1985 and every statutory modification and re-enactment thereof for the time being in force.

2. The Company is a private company and accordingly no invitation or offer shall be made to the public (whether for cash or otherwise) to subscribe for any shares in or debentures of the Company, nor shall the Company allot or agree to allot (whether for cash or otherwise) any shares in or debentures of the Company with a view to all or any of these shares or debentures being offered for sale to the public.



## DIRECTORS

3. Unless and until otherwise determined by the Company in General Meeting, the number of Directors (other than alternate directors) shall not be subject to any maximum but shall not be less than two. The Directors shall be appointed by the shareholders and shall hold office until they die or resign or are removed by the shareholders.

## DIRECTORS' REMUNERATION AND EXPENSES

4. The remuneration of the Directors from the date of their appointment to office for services rendered by them shall from time to time be determined by the shareholders and shall be borne by the Company. Such remuneration shall be deemed to accrue from day to day. The Directors may also be paid by the Company as from the date of appointment to office all travelling, hotel and other expenses properly incurred by them in attending and returning from meetings of the Directors or General Meetings of the said Company or in connection with the business of the Company.

## ALTERNATE DIRECTORS

5. The shareholders may in writing appoint any person to be an alternate of any Director appointed by them in pursuance of these Articles to act in the place of such last mentioned Director at any meeting of the Directors at which that Director is unable to be present. Every such alternate shall be entitled to notice of meetings of the Directors and to attend and vote thereat as a Director when the Director for whom he is an alternate is not personally present, and where he is himself a Director to have a separate vote on behalf of the Director for whom he is an alternate in addition to his own vote. The shareholders may at any time in writing revoke the appointment of an alternate appointed by them. Every such alternate shall be deemed to be an officer of the Company and shall not be deemed to be the agent of the Director for whom he is an alternate. The provisions of these Articles with respect to the remuneration of the Directors shall apply mutatis mutandis with respect to the remuneration of alternates.

BORROWING POWERS

6. Subject to the provisions of these Articles, the Directors may from time to time, with the consent of the shareholders borrow or secure the payment of any sum or sums of money for the purposes of the Company.

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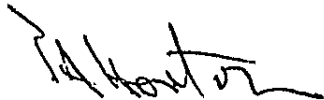
NAMES AND ADDRESSES OF SUBSCRIBERS

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RALPH ANTHONY PORTER  
18 SHERBORNE CLOSE  
COLNBROOK  
SLOUGH  
BERKSHIRE  
SL3 0PB



JOHN ANTHONY HORTON  
105 COCKNEY HILL  
TILEHURST  
READING  
BERKSHIRE  
RG3 4EY



Dated this 8th day of January, 1990

Witness to the above Signatures

THOMAS MICHAEL TWOMEY  
59 CASTLETON AVENUE  
WEMBLEY  
MIDDLESEX  
HA9 7QE



**FILE COPY**



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

No. 2465642

I hereby certify that

**EUSTON HOLDINGS 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 31 JANUARY 1990

*J.D.M. Stephens*

J.D.M. STEPHENS

an authorised officer

Company No. 2465642

The Companies Act 1985.

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

EUSTON HOLDINGS LIMITED.

PASSED 22ND MARCH, 1990.

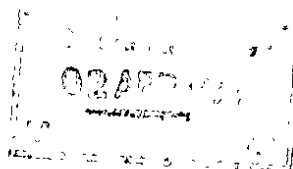
At the EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Euston House, 24 Eversholt Street, London, NW1 1DZ, on THURSDAY, 22ND MARCH, 1990, the following Resolution was duly passed as a SPECIAL RESOLUTION:

RESOLUTION

"That, the Company having satisfied the provisions of Section 252 of the Companies Act 1985 relating to dormant companies, the Company be exempt from the obligation to appoint auditors as otherwise required by Section 384 of that Act."



R. A. Porter  
Chairman



Presented by:  
T. M. Twomey  
British Railways Board  
Euston House  
24 Eversholt Street,  
London, NW1 1DZ.



The Companies Act 1985.

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COMPANY LIMITED BY SHARES

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SPECIAL RESOLUTION  
OF  
EUSTON HOLDINGS LIMITED

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PASSED 30TH SEPTEMBER, 1993

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At the Extraordinary General Meeting of the above-named Company duly convened and held at Euston House 24 Eversholt Street, London, NW1 1DZ, on 30th September, 1993 the following Resolution was duly passed as a SPECIAL RESOLUTION:

RESOLUTION

1. "That the provisions of the Memorandum of Association of the Company be amended by deleting therefrom Clause 3(a) and by substituting therefor the Clause numbered 3(a) contained in the document submitted to this Meeting and for the purposes of identification signed by the Chairman thereof."

  
R. A. PORTER  
CHAIRMAN



Presented by:

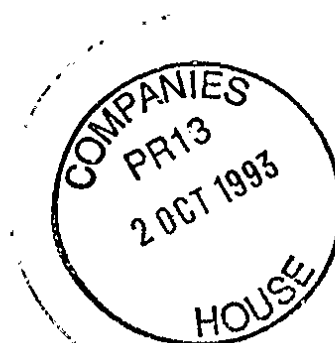
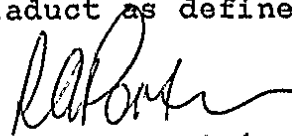
H. J. Benfley  
British Railways Board  
Euston House  
24 Eversholt Street,  
London, NW1 1DZ.

AMENDED CLAUSE 3 OF THE  
MEMORANDUM OF ASSOCIATION  
of  
EUSTON HOLDINGS LIMITED

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3. The objects for which the Company is established are: -

- (a) To acquire by transfer to be effected by the British Rail Meldon Quarry Branch Line Scheme 1993 made under the provisions of Section 1 of the Transport Act 1981 and Section 7 of the Transport Act 1968 all the property rights and liabilities of that part of the undertaking of the British Railways Board consisting of their Meldon Quarry Branch Line and Meldon Viaduct as defined in the aforementioned Scheme.



**225(1)****G**

Notice of new accounting reference  
date given during the course of  
an accounting reference period

Pursuant to section 225(1) of the Companies Act 1985  
as inserted by section 3 of the Companies Act 1989

To the Registrar of Companies

Company Number

Name of Company

2465642

EUSTON HOLDINGS LIMITED

gives notice that the company's new accounting  
reference date on which the current  
accounting reference period and each  
subsequent accounting reference period of  
the company is to be treated as coming, or  
as having come, to an end is

Day Month

3	1	1	2
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The current accounting reference period of  
the company is to be treated as SHORTENED  
and will come to an end on

Day Month Year

3	1	1	2	1	9	9	4
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If this notice states that the current accounting reference period of the  
company is to be extended, and reliance is being placed on the exception  
in paragraph (a) in the second part of section 225(4) of the Companies Act  
1985, the following statement should be completed:

The company is a [subsidiary][parent] undertaking of \_\_\_\_\_,  
company number \_\_\_\_\_,  
the accounting reference date of which is \_\_\_\_\_

If this notice is being given by a company which is subject to an  
administration order and this notice states that the current accounting  
reference period of the company is to be extended AND it is to be extended  
beyond 18 months OR reliance is not being placed on the second part of  
section 225(4) of the Companies Act 1985, the following statement  
should be completed:

An administration order was made in relation to the company on \_\_\_\_\_  
and it is still in force.

Signed *S. C. Hornbuckle*

Designation SECRETARY

Date 06 04 94

Presentor's name, address  
telephone number and  
reference (if any):  
S C Hornbuckle  
English China Clays plc  
1015 Arlington Business Park  
Theale  
READING RG7 4SA

For official use  
D.E.B.

Post room

13 APR 1994

HOUSE

The Companies Act 1985  
Company Limited by Shares

## Elective Resolution

Pursuant to section 379A(1) of the Companies Act 1985

Company Number

2465642

### EUSTON HOLDINGS LIMITED

At an Extraordinary General Meeting of the members of the above-named company, duly convened and held at:

1015 Arlington Business Park, Theale, READING, RG7 4SA

on 20th May 1994

the following ELECTIVE RESOLUTION was duly passed, viz:-

"THAT the Company hereby elects:

- (1) pursuant to Section 252 of the Companies Act 1985 (the "Act"), to dispense with the laying of accounts and reports before the Company in general meeting;
- (2) pursuant to Section 366A of the Act, to dispense with the holding of annual general meetings; and
- (3) pursuant to Section 386 of the Act, to dispense with the obligation to appoint auditors annually".

Signed

Position

SECRETARY

NOTE To be filed within 15 days of the passing of the elective resolution.



\*A1T3D1KY\*

A18 RECEIPT DATE: 26/05/94