

Company Number: 02694171

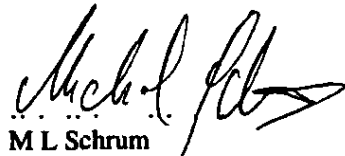
**STATEMENT OF CONFIRMATION PURSUANT TO SECTION 644(5) OF  
THE COMPANIES ACT 2006  
OF  
BERMUDA (UK) HOLDINGS LIMITED  
(the "Company")**

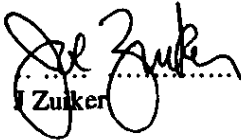
Pursuant to section 644(5) of the Companies Act 2006, we, being all the Directors of the Company do hereby confirm that the Solvency Statement signed by the Board of Directors on 6 December 2012, a copy of which is appended to this statement was

- (i) made not more than fifteen days before the date on which the special resolution approving a reduction of the Company's capital was passed; and,
- (ii) provided to all members in accordance with section 642(2) of the Companies Act 2006

This Statement of Confirmation is dated the 6 December 2012 and signed by the Board of Directors as being true and correct

This Statement of Confirmation may be signed by the Directors of the Company in any number of counterparts, all of which when taken together will constitute one Statement of Confirmation

  
M L Schrum

  
J Zucker

TUESDAY



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\*L101VN0P\*  
18/12/2012  
COMPANIES HOUSE

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**FILE COPY**

**CERTIFICATE OF INCORPORATION  
OF A  
LIMITED LIABILITY PARTNERSHIP**

Partnership No. OC381122

The Registrar of Companies for England and Wales hereby certifies that

**DIRECTOR CAPITAL LLP**

is this day incorporated under the Limited Liability Partnerships Act 2000 as a limited liability partnership and that the partnership is limited and the situation of the registered office is in England/Wales.

Given at Companies House on 18th December 2012.



**Companies House**



THE OFFICIAL SEAL OF THE  
REGISTRAR OF COMPANIES