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04/02/2013

#147

COMPANIES HOUSE

Company no. 02712392

KEN RANDALL ASSOCIATES LIMITED
(the "Company")

WRITTEN RESOLUTIONS OF ALL THE DIRECTORS PASSED IN ACCORDANCE WITH THE ARTICLES OF ASSOCIATION OF THE COMPANY

1. DEED OF RELEASE

It is **RESOLVED** that the attached Deed of Release to release the debt of £7993 91 owed to the Company by Randall and Quilter Investment Holdings plc be approved and that any two officers be authorised to sign the Deed on behalf of the Company

It is noted that in accordance with section 1004(1)(d)(ii) of the Companies Act 2006 (the "**2006 Act**"), the above transaction is deemed necessary for concluding the affairs of the Company

2. INTERIM DIVIDEND

It is **RESOLVED** that an interim dividend of £1630 52, being the remaining distributable reserves of the Company, be declared on 18 January 2013 and be paid to the shareholders whose names appear in the Register of Members as at the declaration date

It is further noted that in accordance with section 1004(1)(d)(ii) of the Companies Act 2006, the above transaction is deemed necessary for concluding the affairs of the Company.

3. SATISFACTION OF CHARGES

It is noted that the Company had a Deed of Charge with MMI Companies Inc registered at Companies House and that the charge created has been satisfied in full.

It is further noted that pursuant to the Company being struck off the register of companies, it has been confirmed that notification was sent to the Registrar on 11 October 2012 giving notice that the charge had been satisfied in full

4. STRIKING OFF

It is noted that the Company has no material assets or liabilities and has not in the previous three months:

- 1 changed its name, or
- 2 traded or otherwise carried on business, or
- 3 made a disposal for value of property or rights which, immediately before ceasing to trade or otherwise carry on business, it held for the purpose of disposal for gain in the normal course of trading or otherwise carrying on business, or
- 4 Engaged in any other activity, except one which was:
 - a) necessary or expedient for the purpose of making an application under section 1003 of the Companies Act 2006, or deciding whether to do so,
 - b) necessary or expedient for the purpose of concluding the affairs of the Company,

- c) necessary or expedient for the purpose of complying with any statutory requirement; or
- d) specified by the Secretary of State by order for the purposes of sub-paragraph 1004(1)(d)(iv) of the Companies Act 2006

It is further noted that clearance for the proposed striking off is being sought from HMRC

After due and careful consideration, it is **RESOLVED** that, subject to receiving approval from the sole member of the company, an application be submitted to the Registrar of Companies requesting that, pursuant to section 1003 of the Companies Act 2006, the Company be struck off the register

5. RESOLUTION OF THE MEMBER

I Striking-off

It is **RESOLVED** that the attached draft ordinary resolution in writing of the sole member of the Company to approve the striking-off of the Company be and is hereby approved and that a copy be submitted to the sole shareholder for signature

6. REMOVAL OF COMPANY FROM REGISTER

Subject to the ordinary resolution, to approve the striking-off of the Company, being passed by the sole member of the Company, it is **RESOLVED** that statutory form DS01 be completed and signed by all the directors and filed with the Registrar of Companies together with the requisite filing fee.

It is noted that the directors should send a copy of the duly completed statutory form DS01 within seven days from the day on which the application is made to each of the following as applicable

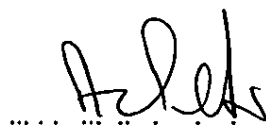
- 1 the members of the Company,
- 2 the creditors of the Company;
- 3 the employees of the Company;
- 4 the managers or trustees of any employee pension fund established for the benefit of employees of the Company; and
- 5 any directors not a party to the application.

AGREED

Date: 18 January 2013



K E Randall



A K Quilter

DEED OF RELEASE

THIS DEED OF RELEASE is made the 18th day of January 2013 BETWEEN Ken Randall Associates Limited, registered number 02712392 whose registered office is situate at 110 Fenchurch Street, London, EC3M 5JT (hereinafter called "**the Company**") of the one part and Randall & Quilter Investment Holdings plc, registered number 03671097 whose registered office is situate at 110 Fenchurch Street, London, EC3M 5JT (hereinafter called "**the Debtor**") on the other part

WHEREAS

- (A) The Debtor owes the Company the sum of £7993 91 (which together with all or any interest payable thereon is hereinafter called "**the Debt**")
- (B) The Debtor and the Company have agreed to the debt being extinguished with a view to the Company subsequently being dissolved pursuant to the provisions of section 1003 of the Companies Act 2006


Now therefore THIS DEED WITNESSETH that the Company hereby releases unto the Debtor the whole of the debt and all claims whatsoever in respect thereof to the intent that the debt and all such claims and all liability of the Debtor to the Company in respect of the same forthwith be and are hereby extinguished.

Executed as a DEED and delivered on the date stated above

FOR AND ON BEHALF OF


Ken Randall Associates Limited

.....
K E Randall - Director


.....

M C Craig, for and on behalf of R&Q Secretaries Limited – Secretary

FOR AND ON BEHALF OF

Randall & Quilter Investment Holdings Plc


.....

A K Quilter – Director


.....

M L Glover – Secretary

Company no 02712392

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTIONS

of

**KEN RANDALL ASSOCIATES LIMITED
(the "Company")**

I, Ken Edward Randall, being a director of the Company, hereby confirm that the following resolutions have been validly passed on 18 January 2013 by the sole member of the Company

ORDINARY RESOLUTION

"THAT in view of the fact that the Company has ceased trading and has no material assets or liabilities, the directors be authorised to request the Registrar of Companies to remove the Company from the register pursuant to Section 1003 of the Companies Act 2006".

For and on behalf of KEN RANDALL ASSOCIATES LIMITED
Name of Director



K E Randall
Date. 18 January 2013

Presenter
R&Q Secretaries Limited
110 Fenchurch Street
London
EC3M 5JT

Company no: 02712392

THE COMPANIES ACT 2006

COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION[S]

of

KEN RANDALL ASSOCIATES LIMITED
(the "Company")


Circulation date: 18 January 2013

In accordance with the provisions of Sections 288 to 300 of the Companies Act 2006 ("the 2006 Act") We, the undersigned, being the sole member of the above Company, hereby signify our agreement to the written resolution being passed as an ORDINARY RESOLUTION in accordance with section 282 of the 2006 Act

ORDINARY RESOLUTION

"THAT in view of the fact that the Company has ceased trading and has no material assets or liabilities, the directors be authorised to request the Registrar of Companies to remove the Company from the register pursuant to Section 1003 of the Companies Act 2006".

For and on behalf of
Randall & Quilter Investment Holdings plc


.....
M L Glover

Date: 18 January 2013

NOTE

- (1) To signify your agreement to the resolutions set out above, you must sign and date where indicated and return this signed document to the company at the following address 110 Fenchurch Street, London, EC3M 5JT, or e-mail a scanned copy to secretariat@rqih.com
- (2) Your signed agreement to these resolutions must be received by the company no later than 28 days after the circulation date shown above. If these resolutions are not passed by that date, they will lapse and will not be passed

Company
Period

KRA
2012/012

Account Code	Description	Base Amount	Ledger - Group - 06 Analysis Code
14000	Intercompany Balance	100 00 RQIH	
20200	Share Capital	-100 00	
Totals		0 00	
Totals			