

FILE COPY



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

Company No. 2912638

The Registrar of Companies for England and Wales hereby certifies that

EVERSHOLT TRAIN LEASING COMPANY LIMITED

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

Given at Companies House, London, the 21st March 1994

For The Registrar Of Companies



C O M P A N I E S H O U S E

**G****Statutory Declaration of compliance  
with requirements on application  
for registration of a company**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\* insert full  
name of Company† delete as  
appropriateTo the Registrar of Companies  
(Address overleaf)

For official use

For official use

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2912638
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Name of company

\* EVERS Holt TRAIN LEASING COMPANY LIMITED

I, RALPH ANTHONY PORTER

of 18 SHERBORNE CLOSE, COLNBROOK,

SLOUGH

BERKSHIRE SL3 0PB

do solemnly and sincerely declare that I am a [~~Solicitor engaged in the formation of the company~~]<sup>†</sup>  
[person named as director or secretary of the company in the statement delivered to the registrar  
under section 10(2)]<sup>†</sup> 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 W1X 3HF

Declarant to sign below

the twenty-first day of March

One thousand nine hundred and ninety-four

before me *M. T. Godoy Gomez*

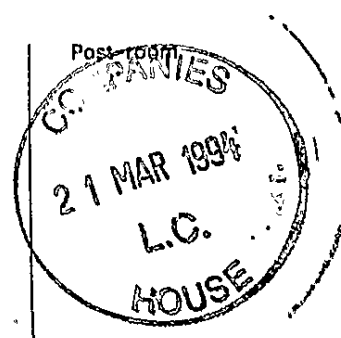
A Commissioner for Oaths or Notary Public or Justice of  
the Peace or Solicitor having the powers conferred on a  
Commissioner for Oaths.

M. T. GODOY GOMEZ

Notary Public of London, England

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

R. A. PORTER  
British Railways Board  
Euston House  
24, Euston Street  
P.O. Box 100  
London NW1 1DZ

For official Use  
New Companies Section



C O M P A N I E S   H O U S E

10

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

This form should be completed in black.

Company name (*in full*)

CN

2912638

For official use

EVERSHOLT TRAIN LEASING COMPANY LIMITED

Registered office of the company on  
incorporation.

RO

EUSTON HOUSE

24 EVERSOLT STREET

Post town LONDON

County/Region

Postcode NW1 1DZ

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

☐

Name

RA

Post town

County/Region

Postcode

Number of continuation sheets attached

☐

To whom should Companies House  
direct any enquiries about the  
information shown in this form?

R.A. PORTER, ROOM 735, BRITISH RAILWAYS BOARD,

EUSTON HOUSE, 24 EVERSOLT STREET,

LONDON

Postcode NW1 1DZ

Telephone 071-922 6325

Extension

**Company Secretary** (See notes 1 - 5)

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

**Consent signature****CS**

RALPH ANTHONY

PORTER

**AD**

18 SHERBORNE CLOSE

COLNBROOK

Post town SLOUGH

County/Region BERKSHIRE

Postcode SL3 0PB

Country ENGLAND

I consent to act as secretary of the company named on page 1

Signed

Date

21. Mar. 1994

**Directors** (See notes 1 - 5)

Please list directors in alphabetical order.

Name \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth  
Business occupation  
Other directorships

\* Voluntary details

**Consent signature****CD**

ANDREW JAMES

JUKES

**AD**

15 EAST HILL ROAD

Post town OXTED

County/Region SURREY

Postcode RH8 9HZ

Country ENGLAND

DOB 015 017 46

Nationality NA BRITISH

OC DIRECTOR OF BUSINESS REVIEW, B.R. BOARD

OD NONE

I consent to act as director of the company named on page 1

Signed

Date

21. Mar. 1994

### Consent signature

CS

AD

Post town

County/Region

Postcode \_\_\_\_\_ Country \_\_\_\_\_

I consent to act as secretary of the company named on page 1

Signed

Date \_\_\_\_\_

**Directors** (See notes 1 - 5)

*Please list directors in alphabetical order.*

Name	*Style/Title
	Forenames
	Surname
	*Honours etc
Previous forenames	
Previous surname	

**Address**

Usual residential address must be given. In the case of a corporation, give the registered or principal office address.

Date of birth

### Business occupation

## Other directorships

\* Voluntary details

**Consent signature**

**CD**

DR.

PETER

WATSON

O.B.E.

AD

49 SUCKLING GREEN LANE

CODSALL

Post town **WOLVERHAMPTON**

County/Region W. MIDLANDS

Postcode WV8 2BT Country ENGLAND

Country ENGLAND

DO	0	9	0	1	4	4
----	---	---	---	---	---	---

Nationality : NA BRITISH

OC. BRITISH RAILWAYS BOARD MEMBER

OD: SEE ATTACHED

I consent to act as director of the company named on page 1

**Signed**

Date \_\_\_\_\_

216 604A

ATTACHMENT TO COMPANIES FORM NO: 10

DR. PETER WATSON O.B.E.

PAST DIRECTORSHIPS:

GKN Technology Ltd.	)	
GKN Axles Ltd.	)	
Laycock Engineering Ltd.	)	
GKN Bound Brook Ltd.	)	
GKN Sheepbridge Sintered Products Ltd.	)	to January, 1991
GKN Firth Cleveland Ltd.	)	
Mahindre Sintered Products Ltd.	)	
GKN Composites Ltd.	)	
GKN Tadchurch Ltd.	)	

**Directors (continued)**

(See notes 1 to 5)

Name                      \*Style/Title  
Forenames  
Surname  
\*Honours etc  
Previous forenames  
Previous surname

**Address**

Usual residential address must be given.  
In the case of a corporation, give the  
registered or principal office address.

Date of birth  
Business occupation  
Other directorships

\* Voluntary details

**Consent signature**

**CD****ANTHONY DOUGLAS****ROCHE****AD****92 HIGH STREET**Post town **ODELL**County/Region **BEDS**Postcode **MK43 7AS**Country **ENGLAND****DO** 1 2 08 4 3Nationality **NA** **BRITISH****OC** **SENIOR OFFICER, BRITISH RAILWAYS BOARD****OD** **NONE**

I consent to act as director of the company named on page 1

Signed

Date

21. Mar. 1984  
21. Mar. 1984

Delete if the form  
is signed by the  
subscribers.

Signature of agent on behalf of all subscribers      Date

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

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

OR AND ON BEHALF OF

Signed **BRITISH RAILWAYS BOARD**

Date

Signed

A PERSON AUTHORISED  
BY THE BOARD TO ACT  
INSTEAD OF THE SECRETARY

Date

21. Mar. 1984

Signed

Date

Signed

Date

**BRITRAVEL NOMINEES LIMITED**  
21. Mar. 1984

Signed

Date

Signed

Date

210394  
Lus

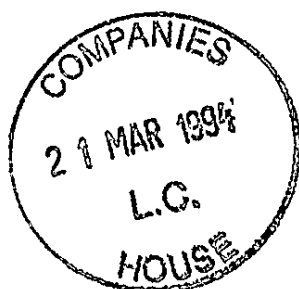
THE COMPANIES ACTS 1985 AND 1989

PRIVATE COMPANY LIMITED BY SHARES



MEMORANDUM OF ASSOCIATION  
of  
EVERSHOLT TRAIN LEASING COMPANY LIMITED

1. The Company's name is "EVERSHOLT TRAIN LEASING COMPANY LIMITED".
2. The Company's registered office is to be situated in England and Wales.
3. The Company's objects are:
  - (A) (i) To acquire all such property, rights and liabilities as may be transferred to the Company under any scheme made pursuant to the Railways Act 1993 and to carry on any such business or undertaking as may be vested in it pursuant to any such scheme.
  - (ii) To buy, sell, take on lease or hire, lease or hire out, otherwise dispose of and generally deal in, and carry on business as proprietors of, plant, machinery, equipment, components, furnishings, parts, tools, accessories, goods and materials, electronic and electrical apparatus and appliances of every kind and description, vehicles and vessels of every kind and description (including, but not limited to, railway rolling stock), on any terms whatsoever.
  - (iii) To manufacture, instal, insure, repair, maintain, replace, modify, test and carry out experiments on any plant, machinery, equipment, apparatus, appliances, vehicles and vessels belonging to the Company or any other person and to enter into arrangements with companies, firms and persons for promoting, increasing and facilitating the purchase, sale, lease or hire or other disposition of and manufacture, installation, insurance, upkeep, maintenance, replacement, modification, testing of and carrying out of experiments on the same and to finance, subsidise or assist in any such transactions.



RBS 109494  
N/INC 2250  
SME 72



- (B) To carry on any other trade or business whatsoever (including, but not limited to, the provision of railway services) of any kind and description which can in the opinion of the directors be advantageously carried on by the Company in connection with or as ancillary to any of the businesses of the Company.
- (C) To build, construct, maintain, alter, enlarge, pull down and remove or replace any buildings, shops, factories, offices, works, machinery, engines and to clear sites for the same or to join with any person, firm or company in doing any of the things aforesaid and to work, manage and control the same or join with others in so doing.
- (D) To enter into contracts, agreements and arrangements with any other company for the carrying out by such other company on behalf of the Company of any of the objects for which the Company is formed.
- (E) To acquire, undertake and carry on the whole or any part of the business, property and liabilities of any person or company carrying on any business which may in the opinion of the directors be capable of being conveniently carried on or calculated directly or indirectly to enhance the value of or render profitable any of the Company's property or rights, or any property suitable for the purposes of the Company.
- (F) To enter into any arrangements with any government or authority national, international, supreme, municipal, local or otherwise, that may in the opinion of the directors be conducive to the Company's objects or any of them, and to obtain from any such government or authority any rights, privileges, and concessions which in the opinion of the directors is desirable, and to carry out, exercise and comply with any such arrangements, rights, privileges and concessions.
- (G) To apply for, or join in applying for, purchase or by other means acquire and protect, prolong and renew, whether in the United Kingdom or elsewhere any patents, patent rights, brevets d'invention, licences, secret processes, trade marks, service marks, copyrights, registered designs, protections, concessions and the like, and to use and turn to account and to manufacture under or grant licences or privileges in respect of the same, and to expend money in experimenting and testing and making researches, and in improving or seeking to improve any patents, inventions or rights which the Company may acquire or propose to acquire.

- (H) To acquire an interest in, amalgamate with or enter into partnership or into any arrangement for the sharing of profits, union of interests, co-operation, joint adventure, reciprocal concession, or otherwise with any company, or with any employees of the Company. To lend money to, guarantee the contracts of, or otherwise assist any such company, and to take or otherwise acquire shares or securities of any such company, and to sell, hold, re-issue, with or without guarantee, or otherwise deal with the same.
- (I) To lend money to, to subsidise and assist any persons or companies and to act as agents for the collection, receipt or payment of money and generally to act as agents or brokers for and render services to any company, and to undertake and perform sub-contracts.
- (J) To enter into any guarantee, contract of indemnity or suretyship and in particular (without prejudice to the generality of the foregoing) to guarantee or otherwise provide security for, with or without the Company receiving any consideration therefor or advantage therefrom, directly or indirectly, by personal covenant or by mortgage, charge or lien over all or any part of the undertaking, property and assets present and future and uncalled capital of the Company or by any other means whatsoever, the performance of the obligations and the payment of any moneys (including but not limited to capital or principal, premiums, dividends or interest, commissions, charges, discount and any related costs or expenses whether on any stocks, shares or securities or in any other manner) by any company, firm or person including but not limited to any company which is for the time being the Company's holding company or a subsidiary of the Company each as defined by section 736 of the Companies Act 1985 or of the Company's holding company as so defined or any company, firm or person who is for the time being a member or otherwise has any interest in the Company or is associated with the Company in any business or venture, or any other person firm or company whatsoever. For the purposes of this paragraph (J) "guarantee" includes any other obligation howsoever described to pay, satisfy, provide funds (whether by advance of money the purchase of or the subscription of shares or other securities, the purchase of assets or services, or otherwise) for the payment or satisfaction of, or to indemnify against the consequences of default in the payment of or otherwise be responsible for any indebtedness of any other company firm or person.
- (K) To promote, finance or assist any company for the purpose of acquiring all or any of the property, rights or undertaking or assuming the liabilities of the Company, or for any other purpose which may be in the opinion of the directors directly or indirectly calculated to benefit the Company, and to place or guarantee the placing of, underwrite, subscribe for, or otherwise acquire all or any part of the shares or securities of such company as aforesaid.

- (L) To pay out of the funds of the Company all or any expenses which the Company may lawfully pay of or incidental to the formation, registration, promotion and advertising of or raising money for the Company, and the issue of its capital including those incurred in connection with the advertising or offering the same for sale or subscription, including brokerage and commissions for obtaining applications for or taking, placing or underwriting or procuring the underwriting of shares or other securities.
- (M) To remunerate any person, firm or company rendering service to the Company whether by cash payment or by the allotment to him or them of shares or securities of the Company credited as paid up in full or in part or otherwise.
- (N) Generally to purchase, take on lease or exchange. hire, or otherwise acquire any real or personal property and any rights or privileges over or in respect of it.
- (O) To receive money on deposit on such terms as the directors may approve.
- (P) To invest and deal with the moneys of the Company in such manner as may from time to time be determined by the directors.
- (Q) To lend money or give credit with or without security.
- (R) To borrow or raise or secure the payment of money in such manner as the Directors shall approve and in particular by the issue of debentures or debenture stock, perpetual or otherwise charged upon all or any of the Company's property (both present and future), including its uncalled capital, and to purchase, redeem or pay off any such securities.
- (S) To remunerate any company for services rendered or to be rendered, in placing, or assisting to place, or guaranteeing the placing or procuring the underwriting of any of the shares or debentures, or other securities of the Company or of any company in which this Company may be interested or propose to be interested, or in or about the conduct of the business of the Company, whether by cash payment or by the allotment of shares, or securities of the Company credited as paid up in full or in part, or otherwise.
- (T) To subscribe for either absolutely or conditionally or otherwise acquire and hold shares, stocks, debentures, debenture stock or other obligations of any other company and to co-ordinate, finance and manage the business and operation of any company in which the Company holds any such interest.

- (U) To draw, make, accept, endorse, discount, execute and issue promissory notes, bills of exchange, bills of lading, warrants, debentures and other negotiable or transferable instruments.
- (V) To sell, lease, exchange, let on hire, or dispose of any real or personal property or the undertaking of the Company, or any part or parts thereof, for such consideration as the directors shall approve, and, in particular, for shares whether fully or partly paid up, debentures or securities of any other company, whether or not having objects altogether, or in part, similar to those of the Company, and to hold and retain any shares, debentures or securities so acquired, and to improve, manage, develop, sell, exchange, lease, mortgage, dispose of, grant options over or turn to account or otherwise deal with all or any part of the property or rights of the Company.
- (W) To adopt such means of making known the businesses and products of the Company as may in the opinion of the directors seem expedient, and in particular by advertising in the press, by circulars, by purchase and exhibition of works of art or interest, by publication of books and periodicals, and by granting prizes, rewards and donations.
- (X) To support, subscribe or contribute to any charitable or public object or any institution, society or club which may be for the benefit of the Company or its directors, officers or employees, or the directors, officers and employees of its predecessors in business or of any subsidiary, allied or associated company, or which may be connected with any town or place where the Company carries on business and to subsidise or assist any association of employers or employees or any trade association. To grant pensions, gratuities, annuities, other benefits on retirement or charitable aid and generally to provide advantages, facilities and services to any person (including any directors or former directors) who may have served the Company or its predecessors in business or any subsidiary, allied or associated company or to the wives, children or other dependants or relatives of such persons, to make advance provision for the payment of such pensions, gratuities, annuities or other benefits on retirement as aforesaid by establishing or acceding to such trusts schemes or arrangements (whether or not capable of approval by the Commissioners of Inland Revenue under any relevant legislation for the time being in force) as may seem expedient, to appoint or remove trustees or directors of a trustee company or to act as trustee of any such schemes or arrangements, and to make payments towards insurance for the benefit of such persons or to their wives, children, or other dependants or relatives, and in particular, but without prejudice to the generality of the foregoing, in connection with any acquisition pursuant to Clause 3(A)(i) to make arrangements for the transfer of funds or arrangements in relation to the payment of such pensions, gratuities, annuities or other benefits on retirement.

- (Y) To establish and contribute to any scheme for the purchase or subscription by trustees of shares in the Company to be held for the benefit of the employees of the Company or any subsidiary, allied or associated company, and to lend money to such employees or to trustees on their behalf to enable them to purchase or subscribe for shares in the Company and to formulate and carry into effect any scheme for sharing the profits of the Company with employees or any of them.
- (AA) To apply for, promote and obtain any Act of Parliament, order or licence of the Department of Trade and Industry or other authority for enabling the Company to carry any of its objects into effect or for effecting any modifications of the Company's constitution or for any other purposes which may in the opinion of the directors seem expedient, and to oppose any proceedings or applications which may in the opinion of the directors seem calculated directly or indirectly to prejudice the Company's interests.
- (BB) To establish, grant and take up agencies in any part of the world, and to do all such other things as the Company may deem conducive to the carrying on of the Company's business, either as principals, or agents, and to remunerate any persons in connection with the establishment or granting of such agencies upon such terms and conditions as the Company may think fit.
- (CC) To distribute among the shareholders in specie any of the property of the Company or any proceeds of sale or disposal of any property of the Company and for such purpose to distinguish and separate capital from profits, but so that no distribution amounting to a reduction of capital shall be made except with the sanction (if any) for the time being required by law.
- (DD) To purchase and maintain insurance for the benefit of any person who is an officer or employee, or former officer or employee, of the Company or of a subsidiary of the Company or in which the Company has an interest whether direct or indirect or who is or was trustee of any retirement benefits scheme or any other trust in which any such officer or employee or former officer or employee is or has been interested indemnifying such person against liability for negligence, default, breach of duty or breach of trust or any other liabilities which may lawfully be insured against.
- (EE) To amalgamate with any other company.

- (FF) To do all or any of the above things in any part of the world and as principals, agents, contractors, trustees or otherwise, and by or through trustees, agents, subcontractors or otherwise, and either alone or in conjunction with others and to procure the Company to be registered or recognised in any foreign country or place.
- (GG) To do all such other things as are in the opinion of the directors incidental or conducive to the attainment of all or any of the Company's objects, or the exercise of all or any of its powers.

The objects specified in each paragraph of this clause shall, except where otherwise expressed in such paragraph, be regarded as independent objects, and are not limited or restricted by reference to or inference from the terms of any other paragraph or the name of the Company. None of the paragraphs of this clause or the objects or powers specified or conferred in or by them are deemed subsidiary or ancillary to the objects or powers mentioned in any other paragraph, but the Company has as full a power to exercise all or any of the objects and powers provided in each paragraph as if each paragraph contained the objects of a separate company.

The word "company" in this clause (except where used in reference to the Company) is deemed to include any person or partnership or other body of persons whether domiciled in the United Kingdom or elsewhere and whether incorporated or unincorporated, and words denoting the singular number only shall include the plural number and vice versa. The word "Act" in this Clause means the Companies Act 1985, and any reference in this clause to any provision of the Act is deemed to include a reference to any modification or re-enactment of that provision for the time being in force.

4. The liability of the members is limited.
5. The Company's share capital is £100,000,000 divided into 100,000,000 shares of £1 each.

WE, the subscribers to this memorandum of association, wish to be formed into a company pursuant to this memorandum; and we 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  
taken by each  
subscriber

---

BRITISH RAILWAYS BOARD  
EUSTON HOUSE  
24 EVERSOLT STREET  
PO BOX 100  
LONDON  
NW1 1DZ

  
A P. M. B. B. B. B.  
BY THE SECRETARY  
INSTEAD OF THE SECRETARY

99

BRITRAVEL NOMINEES LIMITED  
EUSTON HOUSE  
24 EVERSOLT STREET  
PO BOX 100  
LONDON  
NW1 1DZ

  
Director

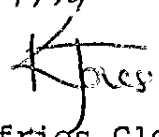
1

-----  
TOTAL SHARES TAKEN 100

---

DATED the 21<sup>st</sup> day of March, 1994

WITNESS to the above signatures:

  
Miss Karan Jones, 33 Dumfries Close, Bletchley, Milton Keynes

SMQR0454 11/4

THE COMPANIES ACT 1985

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PRIVATE COMPANY LIMITED BY SHARES

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ARTICLES OF ASSOCIATION

of

EVERSHOLT TRAIN LEASING COMPANY 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 British Railways Board and shall hold office until they die or resign or are removed by the British Railways Board.



## 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 British Railways Board 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 British Railways Board 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 British Railways Board 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 British Railways Board, borrow or secure the payment of any sum or sums of money for the purposes of the Company.

### NAMES AND ADDRESSES OF SUBSCRIBERS

BRITISH RAILWAYS BOARD, EUSTON HOUSE,  
24 EVERS HOLT STREET, PO BOX 100,  
LONDON, NW1 1DZ

BRITRAVEL NOMINEES LIMITED, EUSTON HOUSE,  
24 EVERS HOLT STREET, PO BOX 100,  
LONDON, NW1 1DZ

*Del. G. H. Ltd.*  
AND  
BY  
INSTEAD OF THE SECRETARY

*R. A. B.*

Director

Dated this 21<sup>st</sup> day of March, 1994

Witness to the above Signatures

Miss Karan Jones, 33 Dumfries Close, Bletchley, Milton Keynes

FILE COPY



**CERTIFICATE OF INCORPORATION  
ON CHANGE OF NAME**

Company No. 2912638

The Registrar of Companies for England and Wales hereby certifies that  
EVERSHOLT TRAIN LEASING COMPANY LIMITED

having by special resolution changed its name, is now incorporated  
under the name of  
EVERSHOLT LEASING LIMITED

Given at Companies House, Cardiff, the 4th November 1994

*P. Benson*  
P. Benson



\*C029126387\*

For the Registrar of Companies



C O M P A N I E S H O U S E

HC006B

The Companies Act 1985

COMPANY LIMITED BY SHARES

SPECIAL RESOLUTION

OF

EVERSHOLT TRAIN LEASING COMPANY LIMITED

PASSED

At the EXTRAORDINARY GENERAL MEETING of the above-named Company duly convened and held at Euston House, 24 Eversholt Street, London, NW1 1DZ, on 24th October, 1994, the following Resolution was duly passed as a SPECIAL RESOLUTION:

RESOLUTION

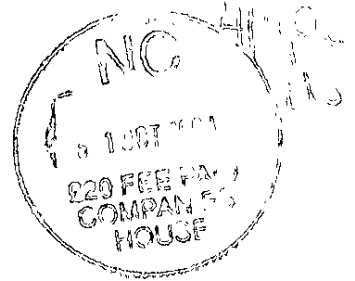
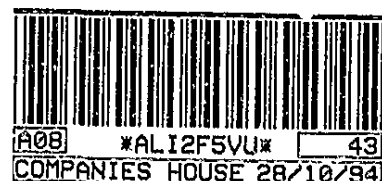
"That the name of the Company be changed, with the consent of the Registrar of Companies, to EVERSHOLT LEASING LIMITED."



PETER GRAHAM HEWETT

CHAIRMAN

Presented by:-  
H.J. Bonney, Room 721,  
British Railways Board  
Euston House,  
24 Eversholt Street,  
London NW1 1DZ





# COMPANIES FORM No. 224

# 224

Notice of accounting reference date  
(to be delivered within 9 months of  
incorporation)

Please do not  
write in  
this margin

Pursuant to section 224 of the Companies Act 1985  
as inserted by section 3 of the Companies Act 1989

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

To the Registrar of Companies  
(Address overleaf)

Company number  
02912638

Name of company

* EVERSOLT LEASING LIMITED

\*Insert full name  
of company

gives notice that the date on which the company's accounting reference period is to be  
treated as coming to an end in each successive year is as shown below:

## Important

The accounting  
reference date to  
be entered along-  
side should be  
completed as in the  
following examples:

Day Month

3	1	0	3
---	---	---	---

5 April

Day Month

0	5	0	4
---	---	---	---

30 June

Day Month

3	0	0	6
---	---	---	---

31 December

Day Month

3	1	1	2
---	---	---	---

+ Insert

Director,  
Secretary,  
Administrator,  
Administrative  
Receiver or  
Receiver  
(Scotland) as  
appropriate

Signed

Designation + Secretary

Date

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

H.J. BONNEY, ROOM 721,  
BRITISH RAILWAYS BOARD,  
EUSTON HOUSE,  
24 EVERSOLT STREET,  
LONDON NW1 1DZ

For official use  
D.E.B.

Post room

A20	*ASD0S6ER*	344
COMPANIES HOUSE 16/11/94		